

## Greer, Leslie

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**From:** Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>  
**Sent:** Friday, August 19, 2016 9:20 AM  
**To:** Greer, Leslie  
**Cc:** Attorney Bob Anthony; Lubin-Szafranski, Janeanne; Joe Connolly (JConnolly@Stmh.org); Victoria Cipriano  
**Subject:** Responses to 15-32045-CON Conditions  
**Attachments:** Responses to 15-32045-CON Conditions - CAC - 8 18 2016.pdf

Hello Leslie,

Attached are Saint Mary's responses to conditions for CON Docket #: 15-32045-CON. A paper copy is being mailed as well. Please feel free to contact me with any questions you may have.

Regards,

### Claudio A. Capone, FACHE

Regional VP of Business Development and Strategic Planning

Trinity Health - New England  
1000 Asylum Avenue, 4<sup>th</sup> Floor  
Hartford, CT 06105  
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Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

August 19, 2016

Leslie M. Greer  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capital Avenue  
MS#13HCA  
P.O Box 340308  
Hartford, CT 06134-0308

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England

Dear Mrs. Greer:

In accordance with Items 1, 2, 3, 6 & 10 of the Order dated July 27, 2016, enclosed is responses for each of the conditions noted above. Responses to the remaining conditions will be submitted prior to the requested deadline.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

*Claudio A. Capone*

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

- 1. Within twenty (20) days following the Closing Date of the transfer of ownership authorized by this Order, TH-NE shall submit schedules to OHCA setting forth Saint Mary's Hospital's inpatient bed allocation and the location and hours of operation for all outpatient services, by department, as of the decision Date and publish this same information on the applicable website of the Hospital. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.**

In accordance with Condition 1 of the Order, Trinity Health – New England, Inc. is submitting schedules to OCHA setting forth Saint Mary's Hospitals inpatient bed allocation along with the location & hours of operation for all outpatient services by department (See **Attachment 1**). Currently, locations and hours of operation can be viewed on the Saint Mary's Hospital's website ([www.stmh.org](http://www.stmh.org)).

- 2. Within twenty (20) days following the Closing Date of the transfer of ownership authorized by this Order, TH-NE- affiliated entities that shall directly own, operate and hold the Hospital's license post-closing. The entity shall be duly organized and validly existing under the laws of Connecticut and TH-NE shall be its parent company and sole shareholder as proposed in the CON application. OHCA is imposing this condition to verify that safeguard procedures are in place to avoid a conflict of interest in patient referral.**

In accordance with Condition 2 of the Order, Trinity Health – New England, Inc. is submitting the Certificate of Incorporation for the TH-NE affiliated entities that shall directly own, operate and hold the hospital's license post-closing along with the document of existence under the laws of CT (See **Attachments 2**).

- 3. TH-NE shall notify OHCA in writing of the Closing Date of the transfer of ownership authorized by this Order within twenty (20) days of such closing and shall supply final execution copies of all agreements related to same, including but not limited to:**
  - a. The Transfer Agreement, including any and all schedules and exhibits; and**
  - b. Bylaws or similar governance documents for the Hospital.**

**TH-NE may redact from the Transfer Agreement any information that is exempt from disclosure under Conn. Gen. Stat. 1-210. If TH-NE redacts materials in accordance with the previous sentence, the Applications shall provide a list to**

**OHCA, which identifies in general terms the nature of the redacted material and why it is claimed to be exempt for public record purposes.**

**OHCA is imposing this Condition to verify that safeguard procedures are in place to avoid a conflict of interest in patient referral.**

In accordance with Condition 3.a. of the Order, Trinity Health – New England, Inc. (“TH-NE”) is submitting a copy of the Transfer Agreement, including any and all schedules and exhibits. Pursuant to Condition 3, TH-NE has redacted Schedule 6.15(a) from the copy of the Transfer Agreement submitted: Schedule 6.15(a) identifies correspondence from various state and federal agencies, contractors, and payors discussing matters relating to compliance with state and federal laws and reimbursement rules. The redacted information is exempt from disclosure because it is commercial or financial information given in confidence by the parties to each other even though such disclosure is not required by statute (see Conn. Gen. Stat. § 1-210 (5) (B)). Moreover, public disclosure of this information would unduly harm the parties and may create unwarranted unease among patients, potential patients, physicians, and other members of the community (**See Attachment 3**).

**6. Until such time as the Services Plan is submitted, TH-NE shall provide OCHA with notice of any reallocation of inpatient beds and relocation of outpatient services for the Hospital specific to those services that existed at the Hospital as of the Decision Date. Such notice shall be provided within ten (10) of any such reallocation or relocation and published on the website pages of Saint Mary’s Hospital. OHCA is imposing this Condition to ensure continued access to health care services for patient population.**

In accordance with Condition 6 of the Order, Trinity Health – New England, Inc. (“TH-NE”) is notifying OCHA that there are no plans to reallocate inpatient beds or relocate any outpatient services for Saint Mary’s Hospital at this time.

**10. TH-NE shall ensure that the Hospital maintains and adheres to the Hospital’s current policies regarding charity care, indigent care and community volunteer services after the Closing Date, or adopt other policies that are at least as generous and benevolent to the community as the Hospital’s current policies, consistent with state and federal law. These policies shall be posted on the website pages of the Hospital and as additionally required by applicable law. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.**

In accordance with Condition 10 of the Order, Trinity Health – New England, Inc. will ensure that Saint Mary’s will maintain and adhere to all of their current policies regarding charity care, indigent care and community volunteer services. Currently, all policies are located on the Saint Mary’s Hospital website ([www.stmh.org](http://www.stmh.org)).

# ATTACHMENT 1

IP Bed Allocation	
Department	Staffed Beds
Medical Acute (SH5)	21
Behavioral Health Services (OB1)	12
Telemetry	20
Orthopedics/Neuro (OB-4)	30
Medical Oncology (X-3)	26
General Surgery (OB-7)	23
Critical Care Unit	16
Cardiovascular Unit	8
Labor/Delivery	23
Total Staffed Beds	179

<b>OP Services by Department</b>			
<b>Department</b>	<b>Location</b>	<b>Hours of Operation</b>	<b>Contact</b>
Behavioral Health Care Services	100 Visitation Plaza Waterbury, CT 06706	M, W & Th: 8A-8P T & F: 8A-4:30P	203-709-6201
Child Development Center	100 Visitation Plaza Waterbury, CT 06706	M-F: 6:30A - 5:45P	203-709-6385
Family Health Center	95 Scovill Street Waterbury, CT 06706	M-F: 8A - 4:30P	203-709-3800
Naugatuck Valley Surgical Center	160 Robbins Street Waterbury, CT 06708	M-F: 6A -5P	203-755-6663
Cardiovascular Diagnostic Center	1320 West Main Street Waterbury, CT 06708	M-F: 6:30A - 3P	203-709-4506
Saint Mary's Blood Draw - East Main Street	1981 East Main Street Waterbury, CT 06705	M-Th: 7A-4:30P F: 7A-3P Sat: 7A -10:45A Hours for X-Ray M-Th: 8A-5P F: 8A-12P	203-709-6052
Saint Mary's Blood Draw- West Main Street	1312 West Main Street Waterbury, CT	M-F: 8A-6P Sat: 8A-2P Sun: 9A-1P Hours for X-Ray M-F: 8A-6P Sat: 8A-2P Sun: 9A-1P	203-709-4575
Saint Mary's Blood Draw- Scovill Street	133 Scovill Street Waterbury, CT 06706	M-F: 8:30A - 5P	203-709-3660
Saint Mary's Blood Draw-Southbury	303 Union Square, Southbury CT	M-F: 7A-4P Sat: 7A-11A	203-267-5611
Saint Mary's Blood Draw- Watertown	70 Hemingway Park Road Watertown, CT	M-F: 7:30A-4P	203-709-5931
Saint Mary's Urgent Care Center - Naugatuck	799 New Haven Road, Naugatuck CT	M-F: 7A-6P Sat: 8A-2P Sun: 9A-1P	203-723-5636
Saint Mary's Urgent Care Center - Wolcott	503 Wolcott Road, Wolcott CT	M-F: 7A-6P Sat: 8A-2P Sun: 9A-1P	203-879-7900



One Stop Testing (SMH)	56 Franklin Street Waterbury, CT 06706	M-F: 6A - 6P	203-709-6103
Saint Mary's Hospital Oncology Center	1075 Chase Parkway Waterbury, CT 06708	M-F: 7A-5P	203-591-3077
SMH Physical & Occupational Therapy - Waterbury	1981 East Main Street Waterbury, CT 06705	OT Hours M& W: 8:30A-7P T&Th: 7:30A-3P F: 8:30A - 2:30P PT Hours M-Th: 7A-7P F: 7A-5:30P	203-709-6232
SMH Physical Therapy & Low Vision Center - Naugatuck	799 New Haven Road, Naugatuck CT	M, T & F: 8A - 4:30P W & Th: 7A - 5:30P	203-720-1750
Saint Mary's Hospital Sleep Disorders Center - Wolcott	503 Wolcott Road, Wolcott CT	Friday: 9A - 12P Sleep Lab 9A-5P 7:30P - 6A	203-709-6243
Wound Center	56 Franklin Street Waterbury, CT 06706	M-F: 8A - 4:30P	203-709-3000
Saint Mary's OP Therapy	56 Franklin Street Waterbury, CT 06706	M-F: 8A - 4:30P	203-709-6216
OP Cardiac Rehab	56 Franklin Street Waterbury, CT 06706	M-F: 7A - 3:30P	203-709-6202
Saint Mary's OP Imaging	56 Franklin Street Waterbury, CT 06706	M-F: 6:30A - 8P Sat & Sun: 7A - 3:30P	203-709-6021
Same Day Surgery	56 Franklin Street Waterbury, CT 06706	M-F: 6A - 8P	203-709-6069
Nutrition Center	56 Franklin Street Waterbury, CT 06706	M: 11A - 5:30P T-F: 8:30A - 3:30P	203-709-3247
Saint Mary's Occupational Health & Diagnostic Center	1312 West Main Street Waterbury, CT	M-F: 8A - 4:30 P	203-709-3740
Saint Mary's Hospital Urgent Care - West Main Street	1312 West Main Street Waterbury, CT	M-F: 8A - 8P Sat: 9A - 5P Sun: 9A - 2P	203-709-4575
OP Pulmonology Clinic	56 Franklin Street Waterbury, CT 06706	M-F: 8A - 4P	203-709-6244
OP Cardiac Testing	56 Franklin Street Waterbury, CT 06706	M-F: 7A - 3:30P	203-709-6361

# ATTACHMENT 2

**AMENDED 11/17/2015**

**Amended and Restated Certificate of Incorporation of  
Trinity Health – New England, Inc.**

A Connecticut Nonstock Corporation

1. This Amended and Restated Certificate of Incorporation integrates and amends the previous Certificate of Incorporation and is executed pursuant to the provisions of the Connecticut Nonstock Corporation Act (the “Act”), as amended.
2. The text of the Amended and Restated Certificate of Incorporation is as follows:

**ARTICLE I**

**Name**

The name of the Corporation is Trinity Health – New England, Inc. which was incorporated on July 31, 1997.

**ARTICLE II**

**Definitions**

For the purposes of this Certificate, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation as amended from time to time.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Corporation” shall mean Trinity Health – New England, Inc., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Trinity Health Corporation, an Indiana nonprofit corporation, which is the sole member of the Corporation.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

### ARTICLE III Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which,

in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Member and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs in several states, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, operation of senior residences, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services;

- B. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
- C. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- D. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- E. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- F. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations

exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;

- G. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
- H. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) (or, if the Corporation is so classified, Section 509(a)(1) or 509(a)(2) of the Code).

#### **ARTICLE IV**

##### **Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

#### **ARTICLE V**

##### **Organization**

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health Corporation, an Indiana nonprofit corporation.

## **ARTICLE VI**

### **Registered Office and Resident Agent**

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

## **ARTICLE VII**

### **Membership**

Trinity Health Corporation, an Indiana nonprofit corporation is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member shall have exercised its reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member:

- a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if any such action is recommended by the Board of Directors of the Corporation, approve such action as recommended;
- (b) Appoint and remove Directors of the Corporation, with or without cause, of if any such action is recommended by the Board of Directors of the Corporation, approve such action as recommended;
- (c) Ratify the appointment and removal of the Chair of the Board of Directors of the Corporation;
- (d) Appoint and remove the President of the Corporation;
- (e) Approve the strategic plan of the Corporation to the extent required pursuant to the System Authority Matrix, which shall be consistent with the strategic plan of Trinity Health;
- (f) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health;
- (g) Approve the operating and capital budgets of the Corporation;

- (h) Appoint and remove the independent fiscal auditor of the Corporation;
- (i) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries);
- (j) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation;
- (k) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation;
- (l) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may be subject to approval by Catholic Health Ministries);
- (m) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code;
- (n) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by Trinity Health pursuant to this provision;
- (o) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than to Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business; and



- (p) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit corporations, as the case may be) by the state laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

## **ARTICLE VIII**

### **Indemnification**

The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

## **ARTICLE IX**

### **Dissolution**

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for

such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

#### **ARTICLE X**

##### **Effective Date of This Amended and Restated Certificate of Incorporation**

This Amended and Restated Certificate of Incorporation is effective as of October 1, 2015.

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,  
DO HEREBY CERTIFY, that the certificate of incorporation of

TRINITY HEALTH - NEW ENGLAND, INC.

a domestic NONSTOCK corporation, was filed in this office on July 31, 1997, a certificate of  
dissolution has not been filed, the corporation has filed all annual reports, and so far as indicated by the  
records of this office such corporation is in existence.



---

Secretary of the State

Date Issued: August 10, 2016

Business ID: 0568101

Express

Certificate Number: 2016249150001

Note: To verify this certificate, visit the web site <http://www.concord.sots.ct.gov>

# ATTACHMENT 3

Execution Copy

**TRANSFER AGREEMENT**

**by and among**

**SAINT FRANCIS CARE, INC. and TRINITY HEALTH  
CORPORATION**

**and**

**SAINT MARY'S HEALTH SYSTEM, INC. and SAINT  
MARY'S HOSPITAL, INC.**

**Dated as of September 18, 2015**

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## TRANSFER AGREEMENT

This Transfer Agreement (this “**Agreement**”), dated as of September 18, 2015 (the “**Signature Date**”), is entered into by and among Saint Francis Care, Inc. (“**NE-RHM**”), a Connecticut non-stock corporation, Trinity Health Corporation, an Indiana nonprofit corporation (“**Trinity Health**”), and Saint Mary’s Health System, Inc. (“**SMHS**”) and Saint Mary’s Hospital, Inc. (“**SMH**”), both Connecticut non-stock corporations (SMHS, SMH and their wholly owned or controlled subsidiaries, collectively, “**Saint Mary’s**”). NE-RHM, Trinity Health and Saint Mary’s are sometimes referred to herein individually as a “**Party**,” and, collectively, as “**Parties**.”

### RECITALS

1. Saint Mary’s is an integrated Catholic healthcare delivery system serving the greater Waterbury, Connecticut community and includes SMH, a 347-bed general acute hospital, and related healthcare facilities.
2. NE-RHM is a regional Catholic health care provider in Connecticut, which has entered into a Membership Transfer Agreement with Trinity Health with the intent that NE-RHM will operate the Regional Health Ministry for most of Trinity Health's operations in Connecticut and Massachusetts (the “**Regional Health Ministry**”) after the date that transaction is completed (“**Saint Francis/Trinity Transfer Date**”). References in this Agreement to NE-RHM before the Saint Francis/Trinity Transfer Date refer to Saint Francis Care, Inc. as presently structured as a standalone regional provider. References to NE-RHM after the Saint Francis/Trinity Transfer Date refer to Saint Francis Care, Inc. restructured and renamed as the Trinity Health Regional Health Ministry for its operations in Massachusetts and Connecticut (the “**NE-RHM Service Area**”).
3. Trinity Health is a multi-institutional Catholic healthcare system serving people and communities in 21 states, including Connecticut and Massachusetts.
4. Saint Mary’s, NE-RHM and Trinity Health are each committed to the philosophy that healthcare services and programs should be offered in a quality setting with a commitment to the values of the Roman Catholic Church and that their facilities, services and programs, in the aggregate, should be operated on an efficient and financially sound basis so as to maintain their continued existence, viability and availability.
5. The Parties have determined that Saint Mary’s would be an important part of Trinity Health’s operations in the NE-RHM Service Area and as part of NE-RHM will help promote quality and cost effective health care services through a continuum of care to those served by NE-RHM.
6. The Parties believe that the contemplated transaction will bring together organizations with shared vision, values, philosophy and mission and strengthen the Catholic healthcare tradition in the NE-RHM Service Area.

7. In furtherance of their shared vision, values, mission and philosophy, the Parties wish to enter into a transaction whereby Saint Mary's will become part of the Regional Health Ministry.

8. To accomplish the affiliation, NE-RHM shall become the sole corporate member of SMHS and will serve as SMHS's parent. It is anticipated that SMHS will be dissolved, restructured or merged with and into SMH. NE-RHM will be the primary organization for future Trinity Health expansion in the NE-RHM Service Area.

9. Saint Mary's wishes to join the Regional Health Ministry, through which the Parties intend to:

- a. improve the infrastructure and capabilities required to deliver value-based accountable care and improve population health in the NE-RHM Service Area;
- b. enhance the quality of care provided in the NE-RHM Service Area, as well as improve the overall patient experience including with respect to, without limitation, safety and satisfaction;
- c. reduce the costs of healthcare in the NE-RHM Service Area;
- d. expand services in the NE-RHM Service Area through both strategic and organic growth, including pursuant to an ambulatory care strategy; and
- e. support physician alignment capabilities and initiatives that foster physician engagement while maintaining an open medical staff.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

#### **ARTICLE I DEFINITIONS**

The following terms have the meanings specified or referred to in this **Article I**:

**"Affiliate"** of a Person means any other Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person. The term "control" (including the terms "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise. An "Affiliate" will not be considered to be an "ERISA Affiliate" unless it complies with the definition of an "ERISA Affiliate," as provided in **Section 6.22(c)** hereof.

**"Agreement"** has the meaning set forth in the preamble.

“**Amended and Restated Certificates of Incorporation of SMHS and SMH**” means the amended and restated certificates of incorporation contemplated by **Section 2.01**.

“**Amended and Restated Bylaws of SMH**” means the amended and restated bylaws contemplated by **Section 2.01**.

“**Applicable Exceptions**” means applicable bankruptcy, insolvency, reorganization, moratorium and similar Laws affecting creditors’ rights generally, and subject, as to enforceability, to general principles of equity (regardless of whether enforcement is sought in a proceeding at law or in equity).

“**Balance Sheet**” has the meaning set forth in **Section 6.06**.

“**Balance Sheet Date**” has the meaning set forth in **Section 6.06**.

“**Capital Expenditures**” means, with respect to Saint Mary’s and the Saint Mary’s Controlled Subsidiaries, expenditures that are capitalized in accordance with GAAP, including, without limitation, the expenditures described in **Section 4.02**.

“**CERCLA**” means the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended by the Superfund Amendments and Reauthorization Act of 1986, 42 U.S.C. §§ 9601 et seq.

“**Certification of AFTAP**” has the meaning set forth in **Section 6.22(c)**.

“**Church Plan**” has the meaning set forth in **Section 6.22(e)**.

“**Closing**” has the meaning set forth in **Section 5.01**.

“**Closing Date**” has the meaning set forth in **Section 5.01**.

“**COBRA**” means the group health plan continuation coverage requirements of Part 6 of Subtitle B of Title I of ERISA and Section 4980B of the Code and of any similar state or local Law.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Committed Capital**” has the meaning set forth in **Section 4.01**.

“**Confidentiality Agreement**” means confidentiality agreement entered into by the Parties on March 12, 2015 and amended on July 22, 2015.

“**Confidential Information**” has the meaning set forth in **Section 8.11(a)**.

“**Contracts**” means all contracts, leases, deeds, mortgages, licenses, instruments, notes, commitments, undertakings, indentures, joint ventures and all other agreements, commitments and legally binding arrangements, whether written or oral.

“**CONs**” has the meaning set forth in **Section 8.04**.

**“Disclosing Party”** has the meaning set forth in **Section 8.11(a)**.

**“Disclosure Schedules”** means the Disclosure Schedules initially delivered by Saint Mary’s, NE-RHM and Trinity Health concurrently with the execution and delivery of this Agreement and as updated through Closing Date.

**“Effective Date”** has the meaning set forth in **Section 5.01**.

**“Encumbrance”** means any lien, pledge, mortgage, deed of trust, security interest, charge, claim, easement, encroachment or other encumbrance.

**“Environmental Claim”** means any Governmental Order, action, suit, claim, investigation or other legal proceeding by any Person alleging liability of whatever kind or nature (including liability or responsibility for the costs of enforcement proceedings, investigations, cleanup, governmental response, removal or remediation, natural resources damages, property damages, personal injuries, medical monitoring, penalties, contribution, indemnification and injunctive relief) arising out of, based on or resulting from: (a) the presence, Release of, or exposure to, any Hazardous Materials; or (b) any actual or alleged non-compliance with any Environmental Law or term or condition of any Environmental Permit.

**“Environmental Law”** means any applicable Law, and any Governmental Order or binding agreement with any Governmental Authority: (a) relating to pollution (or the cleanup thereof) or the protection of natural resources, endangered or threatened species, human health, or the environment (including ambient air, soil, surface water or groundwater, or subsurface strata); or (b) concerning the presence of, exposure to, or the management, manufacture, use, containment, storage, recycling, reclamation, reuse, treatment, generation, discharge, transportation, processing, production, disposal or remediation of any Hazardous Materials. The term **“Environmental Law”** includes, without limitation, the following (including their implementing regulations and any state analogs): CERCLA; the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act of 1976, as amended by the Hazardous and Solid Waste Amendments of 1984, 42 U.S.C. §§ 6901 et seq.; the Federal Water Pollution Control Act of 1972, as amended by the Clean Water Act of 1977, 33 U.S.C. §§ 1251 et seq.; the Toxic Substances Control Act of 1976, as amended, 15 U.S.C. §§ 2601 et seq.; the Emergency Planning and Community Right-to-Know Act of 1986, 42 U.S.C. §§ 11001 et seq.; and the Clean Air Act of 1966, as amended by the Clean Air Act Amendments of 1990, 42 U.S.C. §§ 7401 et seq.

**“Environmental Notice”** means any written directive, notice of violation or infraction, or notice respecting any Environmental Claim relating to actual or alleged non-compliance with any Environmental Law or any term or condition of any Environmental Permit.

**“Environmental Permit”** means any Permit required under or issued, granted, given, authorized by or made pursuant to Environmental Law.

**“ERISA”** means the Employee Retirement Income Security Act of 1974, as amended, and the regulations promulgated thereunder.

**“ERISA Affiliate”** has the meaning set forth in **Section 6.22(c)**.

“**Exempt Subsidiaries**” means those Saint Mary’s Controlled Subsidiaries that are exempt from federal income taxation pursuant to Section 501(a) of the Code, as organizations described in Section 501(c)(3) of the Code, which are identified as such on **Exhibit A**.

“**Financial Statements**” has the meaning set forth in **Section 6.06**.

“**Foundation**” has the meaning set forth in **Section 3.09(b)**.

“**GAAP**” means United States generally accepted accounting principles in effect from time to time.

“**Government Programs**” has the meaning set forth in **Section 6.16(a)**.

“**Governmental Authority**” means any federal, state, local or foreign government or political subdivision thereof, or any agency or instrumentality of such government or political subdivision, or any self-regulated organization or other non-governmental regulatory authority or quasi-governmental authority (to the extent that the rules, regulations or orders of such organization or authority have the force of Law), or any arbitrator, court or tribunal of competent jurisdiction.

“**Governmental Order**” means any order, writ, judgment, injunction, decree, stipulation, determination or award entered by or with any Governmental Authority.

“**Hazardous Materials**” means: (a) any material, substance, chemical, waste, product, derivative, compound, mixture, solid, liquid, mineral or gas, in each case, whether naturally occurring or man-made, that is hazardous, acutely hazardous, toxic, or words of similar import or regulatory effect under Environmental Laws; and (b) any petroleum or petroleum-derived products, radon, radioactive materials or wastes, asbestos in any form, lead or lead-containing materials, urea formaldehyde foam insulation and polychlorinated biphenyls.

“**HIPAA**” means the Health Insurance Portability and Accountability Act of 1996 (Pub. Law 104-191), as amended from time to time.

“**HITECH**” means the Health Information Technology for Economic Clinical Health Act, Division A, Title XIII § 1301 et seq. of the American Recovery and Reinvestment Act of 2009, as amended from time to time.

“**HSR Act**” means the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended from time to time.

“**Interested Person**” has the meaning set forth in **Section 6.20(a)**.

“**IRS**” means the Internal Revenue Service.

“**Joint Ventures**” means Heart Center of Greater Waterbury, Inc. and Harold Leever Regional Cancer Center, Inc.

**“Knowledge”** or any other similar knowledge qualification with respect to Saint Mary’s means (i) the actual knowledge of those persons listed in **Schedule 1A** of the Disclosure Schedules, which shall consist of their own recollections, information in their files, information in written or electronic communications to or from them and information attributable to them as a result of actions taken by them or (ii) information in the minutes of the boards of directors, executive committees, compliance committees or finance committees of Saint Mary’s or the Saint Mary’s Controlled Subsidiaries. Knowledge or any other similar knowledge qualification with respect to NE-RHM means (i) the actual knowledge of those persons listed in **Schedule 1B** of the Disclosure Schedules, which shall consist of their own recollections, information in their files, information in written or electronic communications to or from them and information attributable to them as a result of actions taken by them or (ii) information in the minutes of the boards of directors, executive committee, compliance committee or finance committee of NE-RHM. Knowledge or any other similar knowledge qualification with respect to Trinity Health means (i) the actual knowledge of those persons listed in **Schedule 1C** of the Disclosure Schedules, which shall consist of their own recollections, information in their files, information in written or electronic communications to or from them and information attributable to them as a result of actions taken by them or (ii) information in the minutes of the boards of directors, executive committee, compliance committee or finance committee of Trinity Health.

**“Law”** means any statute, law, ordinance, regulation, rule, code, order, constitution, treaty, common law, judgment, decree, other requirement or rule of law of any Governmental Authority.

**“Leased Real Property”** has the meaning set forth in **Section 6.12(b)**.

**“Material Adverse Effect”** means (a) as to NE-RHM, any event, occurrence, fact, condition or change that materially adversely impacts the ability of NE-RHM to perform its obligations under this Agreement or to consummate the transactions contemplated by this Agreement; (b) as to Trinity Health, any event, occurrence, fact, condition or change that materially adversely impacts the ability of Trinity Health to perform its obligations under this Agreement or to consummate the transactions contemplated by this Agreement; and (c) as to Saint Mary’s, any event, occurrence, fact, condition or change that materially adversely impacts the business, results of operations, financial condition or assets of Saint Mary’s, taken as a whole; provided, however, that as to Saint Mary’s, **“Material Adverse Effect”** shall not include any event, occurrence, fact, condition or change, directly or indirectly, arising out of or attributable to: (i) general economic or political conditions in the United States or in the State of Connecticut; (ii) changes or conditions generally affecting the healthcare industry as a whole in the United States or in the State of Connecticut that are not unique to the operations of Saint Mary’s, (iii) any action required or permitted by this Agreement or any action taken (or omitted to be taken) with the written consent of or at the written request of NE-RHM or Trinity Health, as the case may be; (iv) the acts or omissions of NE-RHM or Trinity Health, as the case may be, (v) any changes in applicable Laws or accounting rules (including GAAP) or the Ethical and Religious Directives described in **Section 3.06** below, or the enforcement, implementation or interpretation thereof; (vi) the announcement, pendency or completion of the transaction contemplated by this Agreement or any effect resulting from the announcement or pendency of the transaction contemplated by this Agreement; (viii) any natural or man-made disaster, acts of God, or acts of terrorism, sabotage, military action or war (whether or not declared) or any

escalation or worsening thereof; (ix) changes in the requirements, reimbursement rates, policies or procedures of third party payors, Governmental Authorities or accreditation commissions or organizations that are generally applicable to hospitals or healthcare facilities in the United States or the State of Connecticut; or (x) Saint Mary's failure to meet projections or revenue or earnings predictions for any period ending on or after the date hereof, provided, however, that this shall not prevent a determination that any change, event or effect underlying such a failure to meet projections or revenue or earnings predictions has resulted in a Material Adverse Effect (to the extent such a change, event or effect is not otherwise excluded from the definition of Material Adverse Effect).

**"Material Contracts"** has the meaning set forth in **Section 6.09(a)**.

**"Multiemployer Plan"** has the meaning set forth in **Section 6.22(d)**.

**"Multiple Employer Plan"** has the meaning set forth in **Section 6.22(d)**.

**"NE-RHM"** has the meaning set forth in the preamble.

**"NE-RHM Controlled Subsidiary"** means any Person that is controlled by NE-RHM. The term "control" is defined in the definition of "Saint Mary's Controlled Subsidiary", below.

**"NE-RHM Providers"** means Saint Francis Hospital and Medical Center, Mount Sinai Rehabilitation Hospital, Inc., Saint Francis Medical Group, Inc., Saint Francis Emergency Medical Group, Inc., Asylum Hill Family Medical Center, Inc., Collaborative Laboratory Services, LLC, MedWorks, LLC, Saint Francis Behavioral Group, P.C., and Saint Francis Care Medical Group, P.C.

**"NE-RHM Service Area"** has the meaning set forth in the preamble.

**"OHCA"** has the meaning set forth in **Section 8.04**.

**"Organizational Documents"** means (a) in the case of a Person that is a corporation, its articles or certificate of incorporation and its by-laws, regulations or similar governing instruments required by the laws of its jurisdiction of formation or organization; (b) in the case of a Person that is a partnership, its articles or certificate of partnership, formation or association, and its partnership agreement (in each case, limited, limited liability, general or otherwise); (c) in the case of a Person that is a limited liability company, its articles or certificate of formation or organization, and its limited liability company agreement or operating agreement; and (d) in the case of a Person that is none of a corporation, partnership (limited, limited liability, general or otherwise), limited liability company or natural person, its governing instruments as required or contemplated by the laws of its jurisdiction of organization.

**"Owned Real Property"** has the meaning set forth in **Section 6.12(a)**.

**"PBGC"** has the meaning set forth in **Section 6.22(a)**.

**"Plan"** has the meaning set forth in **Section 6.22(k)**.



“**Permits**” means all permits, licenses, franchises, approvals, authorizations and consents required to be obtained from Governmental Authorities.

“**Permitted Encumbrances**” has the meaning set forth in **Section 6.10(b)**.

“**Person**” means an individual, corporation, partnership, joint venture, limited liability company, Governmental Authority, unincorporated organization, trust, association or other entity.

“**Prohibited Transaction**” is defined in Sections 406 and 408 of ERISA and Section 4975 of the Code.

“**Potential Investment Opportunity**” has the meaning set forth in **Section 4.05**.

“**Real Property**” means, collectively, the Owned Real Property and the Leased Real Property.

“**Recipient**” has the meaning set forth in **Section 8.11(a)**.

“**Regional Health Ministry**” or “**RHM**” has the meaning set forth in the Recitals and in the Trinity Health Authority Matrix.

“**Release**” means any actual or threatened release, spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, abandonment, or disposing into the environment (including, without limitation, ambient air, surface water, groundwater, land surface or subsurface strata).

“**Representative**” means, with respect to any Person, any and all directors, officers, employees, consultants, financial advisors, counsel, accountants and other agents of such Person.

“**Review Period**” has the meaning set forth in **Section 8.08(b)**.

“**Saint Francis/Trinity Transfer Date**” has the meaning set forth in the Recitals.

“**Saint Mary’s**” has the meaning set forth in the preamble.

“**Saint Mary’s Assets**” means all of the property and assets of Saint Mary’s and each Saint Mary’s Controlled Subsidiary of every kind, character or description, tangible or intangible, wherever located, and whether or not reflected on the Financial Statements.

“**Saint Mary’s Benefit Plan**” has the meaning set forth in **Section 6.22(a)**.

“**Saint Mary’s Controlled Subsidiary**” means any Person that is controlled by Saint Mary’s. The term “control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the Controlled Subsidiary, whether through the ownership of voting securities, by contract or otherwise. The Controlled Subsidiaries are identified on **Exhibit B**.

“**Saint Mary’s Employees**” has the meaning set forth in **Section 8.06(a)**.

“**Saint Mary’s Leases**” has the meaning set forth in **Section 6.12(b)**.

“**Saint Mary’s Providers**” means Saint Mary’s Hospital, Inc., Saint Mary’s Physician Partners, LLC, Diagnostic Imaging of Southbury, LLC, Naugatuck Valley MRI, LLC, and Franklin Medical Group, P.C.

“**Saint Mary’s Retirement Plan**” means the Pension Plan for Employees of St. Mary’s Corporation, as revised and restated effective October 1, 1997 (which corporate name was changed to Saint Mary’s Hospital, Inc.), and as subsequently amended.

“**Signature Date**” has the meaning set forth in the preamble.

“**SMH**” or “**Saint Mary’s Hospital**” means Saint Mary’s Hospital, Inc.

“**Survey**” has the meaning set forth in **Section 8.08(b)**.

“**Taxes**” means all federal, state, local, foreign and other income, gross receipts, sales, use, production, ad valorem, transfer, franchise, registration, profits, license, lease, service, service use, withholding, payroll, employment, unemployment, estimated, excise, severance, environmental, stamp, occupation, premium, property (real or personal), real property gains, windfall profits, customs, duties or other taxes, fees, assessments or charges of any kind whatsoever, together with any interest, additions or penalties with respect thereto and any interest in respect of such additions or penalties.

“**Tax Return**” means any return, declaration, report, claim for refund, information return or statement or other document required to be filed with respect to Taxes, including any schedule or attachment thereto, and including any amendment thereof.

“**Title Commitment**” has the meaning set forth in **Section 8.08(a)**.

“**Title Company**” has the meaning set forth in **Section 8.08(a)**.

“**Title Policy**” has the meaning set forth in **Section 8.08(a)**.

“**Transaction Documents**” means this Agreement and the other agreements, instruments and documents required to be delivered at the Closing.

“**Trinity Health**” has the meaning set forth in the preamble.

“**Trinity Health Controlled Subsidiary**” means any Person that is controlled by Trinity Health. The term “control” is defined in the definition of “**Saint Mary’s Controlled Subsidiary**,” above.

“**Trinity Health System Authority Matrix**” means the description of governance and management responsibilities of Trinity Health and its subsidiaries, as such may be amended from time to time, the current copy of which is attached as **Exhibit C**, which describes the delegated authority from the Catholic Health Ministries and the Trinity Health Board of Directors to the governance and management of subsidiaries, including the RHM.

**“Withdrawal Liability”** has the meaning set forth in **Section 6.22(d)**.

## **ARTICLE II TRANSFER**

**Section 2.01 Admission of NE-RHM as the Sole Member of SMHS; Restated Governance Documents of SMHS and SMH.** As of the Effective Date, and subject to the terms and conditions set forth in this Agreement, SMHS and SMH will be merged or other action will be taken so that NE-RHM shall be admitted as the sole corporate member of SMH; in the alternative, at Trinity Health’s option, NE-RHM will be admitted as the sole corporate member of SMHS and as soon as reasonable after the Effective Date, SMHS and SMH will be merged or other action will be taken so that SMH is a direct subsidiary of NE-RHM. The Certificates of Incorporation and Bylaws of SMH (and, if applicable, SMHS) will be restated in the form attached as **Exhibit D**. The initial members of the SMH Board will be identified by the Parties prior to the Closing Date and will be listed on **Schedule 2.01** to this Agreement. At Trinity Health’s option, the Saint Mary’s Controlled Subsidiaries will duly approve the adoption of amended and restated Organizational Documents, either as of or following the Effective Date, to reflect the admission of NE-RHM as the sole corporate member of SMH. As of the Effective Date, and except as mutually agreed to by the Parties in writing, and except as provided in the attached Disclosure Schedule with respect to the liability owed by SMH to Saint Mary’s Retirement Plan all assets and properties of Saint Mary’s shall remain as assets and properties of Saint Mary’s and all outstanding liabilities of Saint Mary’s shall remain as liabilities of Saint Mary’s.

**Section 2.02 Church Plan Exemption Under the Code and Under ERISA; SMH or SMHS Bankruptcy.** In the event that the Church Plan Exemption from ERISA and the Code is determined for any reason to not be available to SMH by a court of competent authority, by settlement agreement of the parties, or by other legally enforceable means, or in the event that following the Effective Date, SMH, SMHS, or NE-RHM becomes subject to a voluntary federal bankruptcy proceeding involving SMH, SMHS, or NE-RHM as the debtor, then all financial and other legally enforceable obligations owed by SMH to the Saint Mary’s Retirement Plan shall be assumed by Trinity Health. The parties recognize, acknowledge and agree that such assumption shall not require any payment or any other consideration to be provided by SMH to Trinity Health.

## **ARTICLE III GOVERNANCE AND OPERATIONS OF THE NE- RHM; ADDITIONAL POST-EFFECTIVE DATE COVENANTS**

**Section 3.01 Governance.** As of and following the Effective Date SMHS will be sponsored by Catholic Health Ministries, the public juridic person of pontifical right that sponsors Trinity Health, and will be guided by Trinity Health’s mission and core values. Upon adoption of the Amended and Restated Certificate of Incorporation and Bylaws of SMHS, SMHS shall be part of NE-RHM’s governance and management structure, consistent with the role of other components of NE-RHM.

**Section 3.02 NE-RHM Board of Directors.** As of the Effective Date, two members of the NE-RHM board will be appointed to the NE-RHM board by Trinity Health for a term of three years (the "Saint Mary's Members"). The Saint Mary's Members will be included on the NE-RHM board as community members. The Saint Mary's Members will be eligible for reappointment to the NE-RHM board in the same manner as other NE-RHM board members. The Saint Mary's Members will be identified by the Parties prior to the Closing Date and will be listed on **Schedule 3.02** to this Agreement.

**Section 3.03 Other Appointments.** A person designated by Saint Mary's will be appointed as one of the NE-RHM appointees to the TotalHealth, L.L.C ("TotalHealth") Board of Directors, consistent with the Organizational Documents of TotalHealth.

**Section 3.04 President and CEO of Saint Mary's.** Following the Effective Date, Chad W. Wable will continue to serve as the President and Chief Executive Officer of Saint Mary's, and will also have a substantial and meaningful regional oversight/governing role in the Regional Health Ministry (along with continued oversight of SMH). Mr. Wable's specific role with NE-RHM will be agreed to by the President and CEO of NE-RHM, Trinity and Mr. Wable and memorialized in an employment agreement prior to the Closing (the "Wable Employment Agreement").

**Section 3.05 Name and Branding.** Following the Effective Date, no changes to the names, trade names, and brands of the Saint Mary's Controlled Subsidiaries will take place without first consulting with the local boards, as applicable. Any future name, trade name, or branding changes for the Saint Mary's Controlled Subsidiaries will be determined and implemented in a manner that is consistent with Trinity Health branding policies that best preserve the current name, trade name and brand recognition while furthering the branding strategy of the Regional Health Ministry.

**Section 3.06 Catholic Identity.** Saint Mary's will continue its Catholic identity following the Effective Date and will be operated in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops. A chapel and all existing religious artifacts will be maintained at SMH.

**Section 3.07 Operational Commitments.** For a period of at least three (3) years following the Effective Date, SMH will not be closed, sold, transferred, "spun-off" or otherwise divested by NE-RHM ("SMH Divestiture"). During such three (3) year period, the SMHS board (or the board of the surviving corporation following consolidation of SMHS and SMH) must approve any termination or material reduction of an existing clinical service; however, the parties recognize that continuation of any clinical service shall take into account (i) evolving community needs, (ii) healthcare reform initiatives, opportunities and mandates, (iii) financial viability, and (iv) applicable Law. In addition, SMH will have access to the clinical resources and services, including physician professional services, of the Regional Health Ministry for medical and surgical specialties needed to meet the needs of the community served by SMH. Specifically, NE-RHM would, at a minimum, work with SMH to grow and develop the following services: cardiovascular services, including cardiothoracic surgery, interventional cardiology and other

aspects of cardiac diagnostic and therapeutic services; orthopedic services, including, but not limited to, major joint replacement services; and all aspects of oncology services.

**Section 3.08 Medical Staff.** Following the Effective Date, the medical staff, admitting privileges and medical staff bylaws of SMH will remain in place unless amended or changed in accordance with the medical staff bylaws of SMH.

**Section 3.09 Community Benefit.**

(a) Following the Effective Date, Saint Mary's will continue to operate for the benefit of the community and serve the poor and underserved. Trinity Health and NE-RHM intend to preserve Saint Mary's' longstanding and unwavering commitment to improving the health of those in the communities it serves. Additionally, and to the extent consistent with the changing needs of the communities served, the changing environment in which healthcare is provided, applicable Law, and Trinity Health and NE-RHM policies and practices, Saint Mary's will continue, either directly or through its subsidiaries: (i) offering medical education residency and fellowship programs, (ii) supporting wellness, health education and other community programs consistent with Saint Mary's' past policies and practices, (iii) participating in medical research programs and innovation activities, (iv) participating in governmental healthcare programs, (v) identifying community needs in the community and potential clinical improvements or enhancements, and (vi) supporting and enhancing education and community programs.

(b) Following the Effective Date, Saint Mary's Hospital Foundation, Inc. (the "Foundation") will continue to be a separately endowed foundation that supports Saint Mary's and the other Saint Mary's Controlled Subsidiaries. NE-RHM will consider regional fundraising opportunities and the role of the Foundation in connection with those activities. Saint Mary's will continue to comply with any donor restrictions applicable to charitable remainder trusts, donor restricted endowment funds, and other funds heretofore or hereafter donated to the Foundation.

**Section 3.10 Participation in NE-RHM and Trinity Health Services and Initiatives.**

(a) As part of the Regional Health Ministry, as soon as practicable after the Effective Date, Saint Mary's, through NE-RHM, will participate in Trinity Health services and initiatives (e.g., financing, professional liability and other insurances, retirement and benefit programs, information technology, supply chain, cash management, compliance, and clinical quality initiatives, etc.) in the same manner as other NE-RHM members.

(b) NE-RHM will be charged standard Trinity Health system overhead and system services allocations to which other RHMs/RHM subsidiaries are subject. NE-RHM will, in turn, allocate those amounts to Saint Mary's and other entities within NE-RHM. Notwithstanding the foregoing, if the Effective Date occurs within one (1) year after the Saint Francis/Trinity Transfer Date, Saint Mary's, as part of NE-RHM, will not be charged standard Trinity Health system overhead until the first anniversary of the Saint Francis/Trinity Transfer Date.

**Section 3.11 Debt and Long-Term Liabilities.**

(a) Within one (1) year of the Effective Date, Trinity Health will develop a plan to address the third party debt of Saint Mary's and, to the extent possible, restructure the debt into

the Trinity Health system debt program and intercompany loan program. The Saint Mary's third party debt will remain on the balance sheet of Saint Mary's, but, to the extent possible, it will be replaced with intercompany debt to Trinity Health, provided that the terms of the existing debt and current rates of interest make that advisable. Intercompany loans from Trinity Health will be made to NE-RHM and allocated to Saint Mary's by NE-RHM. To the extent that any current Saint Mary's third party debt cannot be restructured into the Trinity Health system debt program, Trinity Health will exercise reasonable best efforts to ensure that such third party debt is paid by Saint Mary's.

(b) Additionally, within one year of the Effective Date, Trinity Health and Saint Mary's will agree on a plan to fully fund the Saint Mary's Retirement Plan. Upon a SMH Divestiture or other form of reorganization under which SMH is no longer an ERISA Affiliate of Trinity Health, the financial and other legal obligations owed to Saint Mary's Retirement Plan will either be assumed by the buyer/new parent or other transferee of SMH, fully funded by Trinity and/or NE-RHM, or retained by Trinity or NE-RHM (with any decision to fully fund or retain the Saint Mary's Retirement Plan's financial and other legal obligations of SMH to remain with Trinity Health in the sole discretion of Trinity/NE-RHM). If at any time SMH is unable to meet such Saint Mary's Retirement Plan's financial and other legal obligations through its operating cash flows and available funds, Trinity Health will allow NE-RHM to borrow any shortfall from the intercompany loan program in order to assure the payment of SMH's plan benefits to all participants, and so as to assure the payment by SMH of all required pension plan contributions to be paid by SMH to the Saint Mary's Retirement Plan in each future year.

(c) The Parties agree that the assets of the Foundation will not be a funding source for SMH's financial and other legal obligations owed to the Saint Mary's Retirement Plan or the Committed Capital, as defined in Section 4.01 below.

#### ARTICLE IV CAPITAL COMMITMENT

**Section 4.01 Capital Commitment.** During the five (5) year period following the Effective Date, Trinity Health and NE-RHM will commit to spend aggregate Capital Expenditures in an amount no less than One Hundred Twenty Million dollars (\$120,000,000), subject to achievement of the performance metrics described below in years four (4) and five (5), to support the operations of Saint Mary's and Saint Mary's Controlled Subsidiaries (the "Committed Capital"). The Committed Capital will be as follows:

(a) In the five (5) years following the Effective Date, One Hundred Million Dollars (\$100,000,000) will be available to Saint Mary's for Capital Expenditures;

(b) In the fourth (4th) year following the Effective Date, if Saint Mary's obtains an operating cash flow margin of at least eight percent (8.0%) ("Target Margin") in the prior year, as determined by NE-RHM, an additional Ten Million dollars (\$10,000,000) of Committed Capital will be available to Saint Mary's;

(c) In the fifth (5th) year following the Effective Date, if Saint Mary's obtains the Target Margin in the prior year, as determined by NE-RHM, an additional Ten Million dollars (\$10,000,000) of Committed Capital will be available to SMHS;

(d) If the Target Margin is not met by Saint Mary's, the capital needs will be evaluated jointly by Trinity Health/NE-RHM and Saint Mary's subject to Trinity Health's standard capital allocation process.

Among the sources of the Committed Capital are: (i) available cash and investments generated by Saint Mary's, provided, however, any utilization of such cash and investments will be done in a manner that ensures Saint Mary's continued compliance with any applicable bond or loan covenants; (ii) financing obtained through the Trinity Health system debt program; and (iii) to the extent necessary, capital contributions from Trinity Health. Committed Capital shall be in addition to any funds the Foundation may make available to Saint Mary's for Capital Expenditures. The Saint Mary's capital plan will be approved by NE-RHM and presented to Trinity Health as required by Trinity Health's capital approval procedures. The Capital Expenditure allocation and approval process will not lower the amount of the Committed Capital or reduce Trinity Health's and NE-RHM's obligation to ensure the Committed Capital is spent during the five (5) year period.

**Section 4.02 Use of the Committed Capital.** The Committed Capital will be made available to support the capital needs of Saint Mary's and the other Saint Mary's Controlled Subsidiaries including strategic growth and infrastructure development for Saint Mary's integrated delivery system, to expand and upgrade the health care services provided by Saint Mary's, and to support Saint Mary's community health/population management initiatives as well as strategic growth including mergers, acquisitions, joint ventures and physician network development. Specific Capital Expenditures funded by the Committed Capital and the timing of such expenditures will be subject to (i) **Section 4.01**, (ii) Trinity Health system processes, and (iii) review and approval of the strategic plan and capital budgets of NE-RHM, including system management and governance approvals as set forth in the Trinity Health System Authority Matrix. The Parties agree that cash used to fund the Saint Mary's Retirement Plan will not be counted towards nor deducted from the Committed Capital.

**Section 4.03 Obligation to Repay Loans.** Loans extended through the Trinity Health system debt program and intercompany loan program to NE-RHM and allocated to Saint Mary's, whether for capital (including the Committed Capital) or otherwise, are required to be repaid consistent with the terms of such program.

**Section 4.04 Additional Capital Needs.** The Parties anticipate that Saint Mary's also may propose large-scale, strategic merger and acquisition opportunities for which capital needs exceed the Committed Capital. Such opportunities will be brought by Saint Mary's to NE-RHM and, if NE-RHM deems it appropriate, such opportunities will be evaluated jointly by NE-RHM and Trinity Health in connection with Trinity Health's standard capital allocation process in order to determine whether such opportunities will be supported by additional capital from Trinity Health in addition to the Committed Capital.

**ARTICLE V**  
**CLOSING**

**Section 5.01 Closing.** Subject to the terms and conditions of this Agreement, the consummation of the transaction contemplated by this Agreement (the “Closing”) shall take place on the last day of the month immediately after all of the conditions to Closing set forth in **Article IX** are either satisfied or waived (other than conditions which, by their nature, are to be satisfied on the Closing Date), or such other date to which the Parties mutually agree upon in writing. The date on which the Closing is to occur is herein referred to as the “Closing Date” and the Closing shall be effective as of 12:00:01 AM on the first day of the month immediately following the Closing Date (the “Effective Date”).

**Section 5.02 Closing Deliverables.**

(a) At or prior to Closing, Saint Mary’s shall deliver or cause to be delivered to NE-RHM the following:

- (i) [Reserved];
- (ii) the Amended and Restated Certificates of Incorporation of SMHS and SMH, duly filed with the Secretary of State of Connecticut to be effective as of the Effective Date, and the Amended and Restated Bylaws of SMHS and SMH effective as of the Effective Date, pursuant to which, among other things, NE-RHM will be designated as the sole member of SMHS and the holder of specified reserved powers;
- (iii) the amended and restated Organizational Documents of the Saint Mary’s Controlled Subsidiaries effective as of the Effective Date, with such applicable Organizational Documents duly filed with the Secretary of State of Connecticut or such other Governmental Authority as is necessary to give them effect under applicable Law;
- (iv) certified copies of the resolutions of the Boards of Directors of SMHS and SMH authorizing and approving the execution of this Agreement and the transaction contemplated hereby;
- (v) evidence of the approval of the Archbishop of Hartford required in connection with the execution of this Agreement and the transaction contemplated hereby in a form reasonably acceptable to Trinity Health;
- (vi) documents, instruments, affidavits, indemnifications and undertakings required by the Title Company to issue the Title Policies;
- (vii) Title Polic(ies) covering the Owned Real Property in accordance with **Section 8.08** in a form and substance satisfactory to NE-RHM and Trinity Health;
- (viii) a list of the officers and directors of SMHS and SMH as of the Closing Date certified by an appropriate officer of Saint Mary’s, as applicable;



(ix) written resignations, effective as of the Effective Date, of the officers and directors of SMHS and SMH;

(x) evidence of all church and canonical approvals required in connection with the alienation of property arising from the transactions; and

(xi) such other customary instruments of transfer, assumption, filings or documents, in form and substance reasonably satisfactory to Trinity Health and NE-RHM, as may be required to give effect to this Agreement.

(b) At the Closing, NE-RHM shall deliver to Saint Mary's the following:

(i) documents, instruments, affidavits, indemnifications and undertakings, if any, required by the Title Company to issue the Title Policies;

(ii) certified copies of resolutions of NE-RHM's governing body authorizing and approving the execution of this Agreement and the transaction contemplated hereby; and

(iii) such other customary instruments of transfer, assumption, filings or documents, in form and substance reasonably satisfactory to Saint Mary's, as may be required to give effect to this Agreement.

(c) At the Closing, Trinity Health shall deliver to Saint Mary's the following:

(i) certified copies of any resolutions of Trinity Health's governing body authorizing and approving the execution of this Agreement and the transaction contemplated hereby which are required under the Trinity Health System Authority Matrix; and

(ii) such other customary instruments of transfer, assumption, filings or documents, in form and substance reasonably satisfactory to Saint Mary's, as may be required to give effect to this Agreement.

## **ARTICLE VI REPRESENTATIONS AND WARRANTIES OF SAINT MARY'S**

Except as set forth in the Disclosure Schedules or as otherwise set forth below, Saint Mary's represents and warrants to NE-RHM and Trinity Health that the statements contained in this **Article VI** are true and correct as of the Signature Date and will be true and correct as of the Closing Date subject to any updates in the Disclosure Schedules delivered by Saint Mary's prior to the Closing Date.

### **Section 6.01 Organization and Corporate Authority.**

(a) Each of SMHS and SMH is a non-stock corporation, duly organized and validly existing in good standing under the laws of the State of Connecticut. Each of SMHS and SMH has all requisite corporate power and corporate authority to enter into this Agreement and the other Transaction Documents to which it will be a Party and to perform its obligations hereunder and thereunder.

(b) Each Saint Mary's Controlled Subsidiary is duly organized and validly existing in good standing under the laws of its state of organization and has the requisite power and authority to own, lease, and operate the assets used in the conduct of its business and to carry on its business as it is now being conducted.

**Section 6.02 Tax-Exempt Status.** Each of SMHS and SMH and each Exempt Subsidiary is exempt from federal income taxation pursuant to Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, and is not a "private foundation" as defined in Section 509(a) of the Code, in each case as evidenced either by a determination letter from the IRS or a listing in the Official Catholic Directory. Neither SMHS nor SMH nor any Exempt Subsidiary has within the past three (3) most recent fiscal years received any written correspondence or notice from any taxing authority that any of its exemptions from Tax (including specifically, under Section 501(a) of the Code by virtue of being an organization described in Section 501(c)(3) of the Code and for real, personal and sales tax liability in the jurisdiction in which the organization is located) have been or may be revoked, modified or under consideration or review. Neither SMHS nor SMH nor any Exempt Subsidiary has taken any action that may cause it to lose its exemption from taxation under Section 501(a) of the Code.

**Section 6.03 Authorization and Enforceability of this Agreement.** The execution, delivery and performance of this Agreement by Saint Mary's (including the execution, delivery and performance of any Transaction Document to which it will be a party) has been duly authorized by all necessary corporate action. This Agreement has been duly executed and delivered by Saint Mary's and constitutes a valid and legally binding obligation of Saint Mary's, enforceable against Saint Mary's in accordance with its terms, subject to Applicable Exceptions.

**Section 6.04 No Conflicts; Consents.** The execution, delivery and performance by Saint Mary's of this Agreement and the other Transaction Documents to which it is a party, and the consummation of the transaction contemplated hereby and thereby, do not and will not: (a) conflict with or result in a violation or breach of, or default under, any provision of the certificate of incorporation, bylaws or other Organizational Documents of Saint Mary's and the Saint Mary's Controlled Subsidiaries; (b) except as set forth in **Schedule 6.04**, conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to Saint Mary's or the Saint Mary's Controlled Subsidiaries; (c) except as set forth in **Schedule 6.04**, (i) require the consent, notice to or other action by any Person under, (ii) conflict with, (iii) result in a violation or breach of, (iv) constitute a default or an event that, with or without notice or lapse of time or both, would constitute a default under, (v) result in the acceleration of or create in any party the right to accelerate, terminate, modify or cancel any Contract or Permit to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party or by which Saint Mary's or a Saint Mary's Controlled Subsidiary, or to which any of the Saint Mary's Assets are subject; or (d) result in the creation or imposition of any Encumbrance other than Permitted Encumbrances on the Saint Mary's Assets, except in the case of clauses (b), (c), and (d), where the violation, breach, conflict, default, acceleration, failure to give notice, or Encumbrance would not have a Material Adverse Effect with respect to Saint Mary's. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to Saint Mary's or the Saint Mary's Controlled Subsidiaries in connection with the execution and delivery of this Agreement or any of the other Transaction

Documents and the consummation of the transaction contemplated hereby and thereby, except for such matters as are set forth in **Schedule 6.04** and such consents, approvals, Permits, Governmental Orders, declarations, filings or notices which would not have a Material Adverse Effect with respect to Saint Mary's.

**Section 6.05 Saint Mary's Subsidiaries.** The organizational chart attached as **Schedule 6.05** is an accurate and complete description of the ownership structure of Saint Mary's and the Saint Mary's Controlled Subsidiaries and the respective ownership interests of Saint Mary's and the Saint Mary's Controlled Subsidiaries in other Persons. Except as depicted on **Schedule 6.05**, neither Saint Mary's nor the Saint Mary's Controlled Subsidiaries have any ownership interests in any Person (other than shares of publicly traded securities or similar non-controlling interests held solely for investment purposes). The interest held by Saint Mary's and the Saint Mary's Controlled Subsidiaries in any Person was acquired in compliance with applicable Law.

**Section 6.06 Financial Statements.** Copies of the audited financial statements for Saint Mary's and each Saint Mary's Controlled Subsidiary as of September 30, for each of the years 2012, 2013, and 2014, and unaudited financial statements for each of the subsequent months available through the Signing Date (collectively the "**Financial Statements**"), have been made available to NE-RHM and Trinity Health. The Financial Statements have been prepared in accordance with GAAP applied on a consistent basis throughout the period involved. The Financial Statements fairly present in all material respects the financial condition of Saint Mary's and each Saint Mary's Controlled Subsidiary as of the respective dates they were prepared and the results of the operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries for the periods indicated, subject to year-end adjustments in the case of the Financial Statements as of and for the period ending June 30, 2015. The balance sheets of Saint Mary's and each Saint Mary's Controlled Subsidiary as of June 30, 2015, are referred to herein, collectively, as the "**Balance Sheet**" and the date thereof as the "**Balance Sheet Date.**"

**Section 6.07 Undisclosed Liabilities.** Except as set forth in **Schedule 6.07**, neither Saint Mary's nor any Saint Mary's Controlled Subsidiaries has any liabilities, obligations or commitments of any nature whatsoever, asserted or unasserted, known or unknown, absolute or contingent, accrued or unaccrued, matured or unmatured or otherwise, except (a) those which are adequately reflected or reserved against in the Balance Sheet as of the Balance Sheet Date and those existing on the Balance Sheet Date which are not, individually or in the aggregate, material in amount, and (b) those which have been incurred in the ordinary course of business since the Balance Sheet Date and which are not, individually or in the aggregate, material in amount.

**Section 6.08 Absence of Certain Changes, Events and Conditions.** Except as set forth in **Schedule 6.08** of the Disclosure Schedules, from the Balance Sheet Date until the Signature Date, Saint Mary's and each Saint Mary's Controlled Subsidiary have been operated in the ordinary course in all material respects and there has not been any:

(a) event, occurrence or development that has had, or could reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect;

- (b) amendment of the Organizational Documents of Saint Mary's or any Saint Mary's Controlled Subsidiary;
- (c) issuance, sale or other disposition of, or creation of any Encumbrance on, any interests in any Saint Mary's Controlled Subsidiary, or grant of any options, warrants or other rights to purchase or obtain (including upon conversion, exchange or exercise) any interests in a Saint Mary's Controlled Subsidiary;
- (d) material change in any method of accounting or accounting practice of Saint Mary's and the Saint Mary's Controlled Subsidiaries, except as required by GAAP;
- (e) material change in the Saint Mary's Insurance Policies;
- (f) failure to report to any insurance carrier any incidents, acts, errors or omissions that are covered by insurance, involve liability beyond any applicable deductibles, and relate to any patient services, visitors, or employees of any Saint Mary's Controlled Subsidiary;
- (g) reservation of rights or denial letters received by Saint Mary's or Saint Mary's Controlled Subsidiary from any insurance carrier with respect to any claim in excess of \$100,000;
- (h) incurrence, assumption or guarantee of any indebtedness for borrowed money in excess of \$100,000 except unsecured current obligations and liabilities incurred in the ordinary course of business;
- (i) transfer, assignment, sale or other disposition of any of the assets shown or reflected in the Balance Sheet with a book value greater than \$100,000 or cancellation of any debts or entitlements other than in the ordinary course of business;
- (j) material damage, destruction or loss (not covered by insurance) to any Saint Mary's Asset in an amount which exceeds \$100,000;
- (k) any Capital Expenditure, capital investment in, or any loan to, any other Person not disclosed or reserved for in the Financial Statements by Saint Mary's or a Saint Mary's Controlled Subsidiary except in accordance with an approved capital budget or in the ordinary course of business;
- (l) acceleration, termination, or cancellation of any Material Contract to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party by reason of default by Saint Mary's or such Saint Mary's Controlled Subsidiary;
- (m) except for Permitted Encumbrances, imposition of any Encumbrance securing indebtedness in excess of \$100,000 upon any of the Saint Mary's Assets;
- (n) increase in the compensation or bonus paid or payable or in the benefits provided to any employees of Saint Mary's or a Saint Mary's Controlled Subsidiary other than increases made in the ordinary course of business (including those under existing labor agreements), grant to any employee of Saint Mary's or a Saint Mary's Controlled Subsidiary of any increase in severance or termination pay or any right to receive any severance or termination pay, or the adoption, amendment or termination of any Saint Mary's Benefit Plans, except in the ordinary course of business or to the extent required by applicable Law;

(o) adoption of any plan of merger, consolidation, reorganization, liquidation or dissolution or filing of a petition in bankruptcy under any provisions of federal or state bankruptcy Law or consent to the filing of any bankruptcy petition against it under any similar Law by Saint Mary's or a Saint Mary's Controlled Subsidiary;

(p) purchase, lease or other acquisition of the right to own, use or lease any property or assets for an amount in excess of \$100,000, individually (in the case of a lease, per annum) or \$1,000,000 in the aggregate (in the case of a lease, for the entire term of the lease, not including any option term) by Saint Mary's or a Saint Mary's Controlled Subsidiary, except for purchases in accordance with an approved capital budget or in the ordinary course of business;

(q) acquisition by merger or consolidation with, or by purchase of a substantial portion of the assets, stock or other equity of, or by any other manner, any business or any Person by Saint Mary's or a Saint Mary's Controlled Subsidiary; or

(r) any Contract to do any of the foregoing, or any action or omission that would result in any of the foregoing other than this Agreement.

**Section 6.09 Material Contracts.**

(a) **Schedule 6.09** of the Disclosure Schedules lists each of the following Contracts of Saint Mary's and the Saint Mary's Controlled Subsidiaries (together with the Contracts described in **Section 6.09(b)** below, the "**Material Contracts**"):

(i) each Contract involving aggregate consideration in excess of \$100,000;

(ii) all Contracts that relate to the acquisition of any business, a material amount of equity or assets of any other Person or any real property (whether by merger, sale of stock or equity, sale of assets or otherwise), in each case involving amounts in excess of \$100,000;

(iii) all Contracts with any Governmental Authority;

(iv) any Contracts to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party that provide for any joint venture, partnership or similar arrangement;

(v) all Contracts between or among Saint Mary's on the one hand and any Affiliate of Saint Mary's on the other hand;

(vi) all collective bargaining agreements or Contracts with any a union, works council or labor organization to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party; and

(vii) except for agreements relating to trade receivables, all Contracts relating to indebtedness (including, without limitation, guarantees), in each case having an outstanding principal amount in excess of \$100,000.

(b) Saint Mary's has provided to Trinity Health the following Contracts of Saint Mary's and the Saint Mary's Controlled Subsidiaries:

(i) any agreements between Saint Mary's or a Saint Mary's Controlled Subsidiary and any physician or physician-owned entity or medical group practice;

(ii) any managed care agreements;

(iii) any agreements between Saint Mary's or a Saint Mary's Controlled Subsidiary and any Person who is an officer, director or employee of Saint Mary's or a Saint Mary's Controlled Subsidiary; and

(iv) all Contracts that limit or purport to limit the ability of Saint Mary's or a Saint Mary's Controlled Subsidiary to compete in any line of business or with any Person or in any geographic area or during any period of time.

(c) Except as set forth in **Schedule 6.09(c)**, and except to the extent that the inaccuracy of any of the following statements would not have a Material Adverse Effect with respect to Saint Mary's: (i) each Material Contract is valid and binding on Saint Mary's or a Saint Mary's Controlled Subsidiary, as applicable, in accordance with its terms and is in full force and effect; (ii) to the Knowledge of Saint Mary's, no party is in breach of or default under (or is alleged to be in breach of or default under), or has provided or received any notice of any intention to terminate, any Material Contract; and (iii) no event or circumstance has occurred that, with notice or lapse of time or both, would constitute an event of default under any Material Contract or result in a termination thereof or would cause or permit the acceleration or other changes of any right or obligation or the loss of any benefit thereunder. Complete and correct copies of each Material Contract (including all modifications, amendments and supplements thereto and waivers thereunder) have been made available to Trinity Health.

(d) Saint Mary's has made copies of all of the Material Contracts available to Trinity Health and NE-RHM through the MediTract on-line database.

#### **Section 6.10 Title to Saint Mary's Assets.**

(a) Either Saint Mary's or a Saint Mary's Controlled Subsidiary has good and valid title to, or a valid leasehold interest in, the Saint Mary's Assets, except for such imperfections as would not result in a Material Adverse Effect with respect to Saint Mary's. All of the Saint Mary's Assets (including leasehold interests) are free and clear of Encumbrances except for Permitted Encumbrances. All of the material tangible Saint Mary's Assets, whether owned or leased, are in the possession or control of Saint Mary's or a Saint Mary's Controlled Subsidiary.

(b) For the purposes of this Agreement, "**Permitted Encumbrances**" means the following:

(i) those items set forth in **Schedule 6.10**;

(ii) liens for Taxes not yet due and payable or which are being diligently contested in good faith, by appropriate proceedings or other appropriate actions which are sufficient to prevent imminent foreclosure of such liens and with respect to which adequate reserves or other appropriate provisions are being maintained by Saint Mary's;

(iii) rights of way, zoning ordinances and other encumbrances affecting the Owned Real Property which do not, individually or in the aggregate, materially adversely affect the operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries, or prohibit or interfere with the current operation of any Owned Real Property, or adversely affect title or the marketability of any Owned Real Property and which are otherwise acceptable to Trinity Health in its commercially reasonable judgment;

(iv) other than with respect to Owned Real Property, liens arising under original purchase price conditional sales contracts and equipment leases with third parties entered into in the ordinary course of business which are not, individually or in the aggregate, material to the operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries;

(v) statutory liens of landlords and liens of carriers, warehousemen, bailees, mechanics, materialmen and other like liens imposed by law, created in the ordinary course of business and for amounts not yet due (or which are being contested in good faith, by appropriate proceedings or other appropriate actions which are sufficient to prevent imminent foreclosure of such liens) and with respect to which adequate reserves or other appropriate provisions are being maintained by Saint Mary's; and

(vi) pledges or deposits made (and the liens thereon) in the ordinary course of business of Saint Mary's (including, without limitation, security deposits for leases, indemnity bonds, surety bonds and appeal bonds) in connection with workers' compensation, unemployment insurance and other types of social security benefits and deposits securing liability to insurance carriers under insurance or self-insurance arrangements or to secure the performance of tenders, bids, contracts (other than for the repayment or guarantee of borrowed money or purchase money obligations), statutory obligations and other similar obligations.

**Section 6.11 Condition and Sufficiency of the Saint Mary's Assets.** Subject to ordinary wear and tear and matters contemplated in Saint Mary's capital replacement plans adopted in the ordinary course of business from time to time, the buildings, plants, structures, furniture, fixtures, machinery, equipment, vehicles and other items of tangible personal property included in the Saint Mary's Assets are in good operating condition and repair, and are adequate for the uses to which they are being put, and none of such buildings, plants, structures, furniture, fixtures, machinery, equipment, vehicles and other items of tangible personal property is in need of maintenance or repairs except for ordinary, routine maintenance and repairs that are not material in nature or cost. The Saint Mary's Assets are sufficient for the continued conduct of the business of Saint Mary's and the Saint Mary's Controlled Subsidiaries after the Effective Date in substantially the same manner as conducted prior to the Effective Date and constitute all of the rights, property and assets necessary to conduct of the business of Saint Mary's and the Saint Mary's Controlled Subsidiaries other than as set forth in **Schedule 6.11**.

**Section 6.12 Real Property.**

(a) **Schedule 6.12(a)** of the Disclosure Schedules sets forth a list of all real property owned by Saint Mary's or a Saint Mary's Controlled Subsidiary (collectively, the "**Owned Real Property**"). Saint Mary's or a Saint Mary's Controlled Subsidiary has good and marketable fee simple title to the Owned Real Property, free and clear of all Encumbrances, except (A) Permitted

Encumbrances and (B) those Encumbrances set forth in **Schedule 6.12(a)** of the Disclosure Schedules.

(b) **Schedule 6.12(b)** of the Disclosure Schedules sets forth a list of all real property leased by Saint Mary's or a Saint Mary's Controlled Subsidiary (collectively, the "**Leased Real Property**"), and a list of all leases for the Saint Mary's Owned Real Property (collectively, the "**Saint Mary's Leases**").

(c) Neither Saint Mary's nor a Saint Mary's Controlled Subsidiary has received any written notice of existing, pending or threatened (i) condemnation proceedings affecting the Owned Real Property, or (ii) zoning, building code or other moratorium proceedings, or matters which would reasonably be expected to materially and adversely affect the ability to operate the Owned Real Property as currently operated. Neither the whole nor any material portion of any Owned Real Property has been damaged or destroyed by fire or other casualty.

#### **Section 6.13 Intangible Personal Property; Software.**

(a) Saint Mary's has disclosed to NE-RHM and Trinity Health all patents, copyrights, trademarks, service marks, trade names or other items of intellectual property registered by Saint Mary's or a Saint Mary's Controlled Subsidiary with any Governmental Authority. Saint Mary's and each Saint Mary's Controlled Subsidiary own or hold adequate licenses or other rights to use all intellectual property used in or necessary for the operation of its business as now conducted.

(b) To the Knowledge of Saint Mary's, neither Saint Mary's nor any Saint Mary's Controlled Subsidiary is infringing any patent, trade name, trademark, service mark, copyright, trade secret, technology, know-how, or process belonging to any other Person. Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received any written notice of any such claim of infringement and, to the Knowledge of Saint Mary's, no actions have been instituted or are pending or threatened, which challenge the validity of the ownership or use by Saint Mary's or any Saint Mary's Controlled Subsidiary of any intellectual property used in connection with the operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries.

(c) To the Knowledge of Saint Mary's, the use by Saint Mary's or Saint Mary's Controlled Subsidiary of any third-party software in connection with such party's business operations does not conflict with, misappropriate or infringe upon the rights or ownership interests of any other Person.

#### **Section 6.14 Legal Proceedings; Governmental Orders.**

(a) Except as set forth in **Schedule 6.14(a)** of the Disclosure Schedules, there are no actions, suits, claims, investigations or other legal proceedings pending or, to the Knowledge of Saint Mary's, threatened (i) against or by Saint Mary's or a Saint Mary's Controlled Subsidiary that are not covered in full (subject to standard deductibles) under insurance policies and, to the extent not covered by insurance, exceed \$100,000 in alleged liability; or (ii) against or by Saint Mary's or any Saint Mary's Controlled Subsidiary that challenges or seeks to prevent, enjoin or otherwise delay the transaction contemplated by this Agreement. No event has occurred or circumstances exist that may give rise to, or serve as a basis for, any such action, suit, claim,



investigation or other legal proceeding, except for such actions, suits, claims, investigations or other legal proceedings that would not, in the aggregate, have a Material Adverse Effect.

(b) Except as set forth in **Schedule 6.14(b)** of the Disclosure Schedules, there are no outstanding Governmental Orders and no unsatisfied judgments, penalties or awards against or affecting Saint Mary's or any Saint Mary's Controlled Subsidiary, except for such Governmental Orders, unsatisfied judgments, penalties or awards that would not, in the aggregate, have a Material Adverse Effect. Saint Mary's and the Saint Mary's Controlled Subsidiaries are in compliance with the terms of each Governmental Order set forth in **Schedule 6.14(b)** of the Disclosure Schedules, except to the extent that non-compliance would not result in a Material Adverse Effect. No event has occurred or circumstances exist that may constitute or result in (with or without notice or lapse of time) a violation of any such Governmental Order except for violations that would not in the aggregate result in a Material Adverse Effect.

#### **Section 6.15 Compliance with Laws; Permits.**

(a) Except as set forth in **Schedule 6.15(a)** of the Disclosure Schedules, Saint Mary's and each Saint Mary's Controlled Subsidiary are in material compliance with all Laws applicable to the business, properties and assets of Saint Mary's and the Saint Mary's Controlled Subsidiaries including, without limitation, the False Claims Act (31 U.S.C. § 3729, et seq.), the Civil Monetary Penalties Law (42 U.S.C. § 1320a-7a), federal and state anti-kickback statutes (including 42 U.S.C. § 1320a 7b), federal and state referral laws (including 42 U.S.C. §1395nn), criminal false claims statutes (e.g. 18 U.S.C. §§ 287 and 1001), and the Beneficiary Inducement Statute (42 U.S.C. §1320a-7a(a)(5)). Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received notice of any violation of any such Laws nor, to the Knowledge of Saint Mary's, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for Saint Mary's and the Saint Mary's Controlled Subsidiaries to conduct their business as currently conducted or for the ownership and use of the Saint Mary's Assets have been obtained by Saint Mary's and the Saint Mary's Controlled Subsidiaries and are valid and in full force and effect, except where the failure to obtain such Permits would not have a Material Adverse Effect. All fees and charges with respect to such Permits have been paid in full. Saint Mary's has disclosed to NE-RHM and Trinity Health all current material Permits issued to Saint Mary's and the Saint Mary's Controlled Subsidiaries which relate to their operations as currently conducted or the ownership and use of the Saint Mary's Assets, including the names of the Permits and their respective dates of issuance and expiration. No event has occurred that, with or without notice or lapse of time or both, would reasonably be expected to result in the revocation, suspension, lapse or limitation of any material Permit except such revocations, suspensions, lapses or limitations that would not in the aggregate result in a Material Adverse Effect.

(c) Saint Mary's has made available to NE-RHM and Trinity Health pursuant to due diligence requests a copy of the most recent state licensing reports and lists of deficiencies, if any, and the most recent fire marshal surveys and list of deficiencies, if any, for the Saint Mary's Controlled Subsidiaries. SMH is in compliance in all material respects with applicable fire code regulations. SMH has cured or submitted a plan of correction with respect to the deficiencies noted in any such licensure surveys and fire marshal reports and shall provide documentation that

such cures and/or plans of correction have been accepted by the appropriate Governmental Authority as of the Closing Date.

(d) There are no outstanding patient complaints with respect to the Saint Mary's Controlled Subsidiaries which have been substantiated by a Governmental Authority and which have not been cured or are not the subject of a plan of correction accepted by the applicable Governmental Authority, except such complaints as would not in the aggregate result in a Material Adverse Effect. All fines imposed, if any, against the Saint Mary's Controlled Subsidiaries with respect to any patient complaints have been paid in full.

(e) None of the representations and warranties in **Section 6.15** shall be deemed to relate to environmental matters (which are governed by **Section 6.21**), employee benefits matters (which are governed by **Section 6.22**), employment matters (which are governed by **Section 6.23**) or tax matters (which are governed by **Section 6.24**).

#### **Section 6.16 Medicare Participation/Accreditation**

(a) The Saint Mary's Providers and, to the Knowledge of Saint Mary's, the Joint Ventures are eligible without restriction for participation in the Medicare, Medicaid and TRICARE plan programs (collectively, the "**Government Programs**") and have current and valid provider contracts with the Government Programs. To the Knowledge of Saint Mary's, the Saint Mary's Providers and the Joint Ventures are each in compliance with the applicable conditions of participation for the Government Programs in all material respects. There is neither pending, nor, to the Knowledge of Saint Mary's, threatened, any proceeding or investigation under the Government Programs involving the Saint Mary's Providers or the Joint Ventures. Saint Mary's has made available to Trinity Health true and complete copies of the most recent Government Program survey reports and all plans of correction, if any, which the Saint Mary's Providers and the Joint Ventures were required to submit in response to such surveys and, except as set forth in **Schedule 6.16(a)** of the Disclosure Schedules, all such plans of correction have been accepted by the applicable Government Program and all have been or are in the process of being implemented.

(b) Each of the Saint Mary's Providers and, to the Knowledge of Saint Mary's, each of the Joint Ventures has timely filed all required Government Program cost reports for all the fiscal years through and including the most current fiscal year. To the Knowledge of Saint Mary's, all of such cost reports filed by the Saint Mary's Providers and the Joint Ventures are complete and correct in all material respects and such cost reports do not claim, and none of Saint Mary's Providers or, to the Knowledge of Saint Mary's, either of the Joint Ventures have received, reimbursement in excess of the amounts provided by Law or any applicable agreement. True and complete copies of all such cost reports for the three (3) most recent fiscal years of the Saint Mary's Providers and the Joint Ventures have been furnished to Trinity Health. Except for routine claims for reimbursement made in the ordinary course of business and except as set forth in **Schedule 6.16(b)** of the Disclosure Schedules, there are no claims, actions or appeals pending before any commission, board or agency, including any fiscal intermediary or carrier, the Provider Reimbursement Review Board or the Administrator of the Centers for Medicare and Medicaid Services, with respect to Government Program claims filed on behalf of the Saint Mary's Providers or, to the Knowledge of Saint Mary's, the Joint Ventures.

(c) The billing practices of the Saint Mary's Providers and, to the Knowledge of Saint Mary's, the Joint Ventures with respect to all third party payors, including the Government Programs and private insurance companies, have been performed in the ordinary course of business and, to the Knowledge of Saint Mary's, are in compliance in all material respects with all applicable Law and billing requirements of such third party payors and Government Programs, and none of the Saint Mary's Providers or, to the Knowledge of Saint Mary's, the Joint Ventures have knowingly billed or received any material payment or reimbursement in excess of amounts allowed by Law other than underpayments and overpayments arising in the ordinary course of business.

(d) SMH is duly accredited with no material contingencies by the Joint Commission or by any other accrediting bodies. Saint Mary's has made available to NE-RHM and Trinity Health each accreditation survey report and deficiency list prepared by the Joint Commission for the past three (3) years and except as set forth on **Schedule 6.16(d)** each of the Saint Mary's Providers' and Joint Ventures' most recent statement of deficiencies and plan of correction, all of which have been accepted by the accrediting body and have been implemented or are in the process of being implemented.

#### **Section 6.17 Compliance Programs**

(a) To the Knowledge of Saint Mary's, during the past five (5) years, each of the Saint Mary's Providers and Joint Ventures has maintained and adhered to in all material respects a compliance program designed to promote compliance with all Laws and ethical standards, to improve the quality and performance of operations, and to detect, prevent, and address violations of legal or ethical standards applicable to the operations of the Saint Mary's Providers and Joint Ventures, as applicable.

(b) Upon hiring employees and regularly thereafter, searches of the Office of Inspector General's List of Excluded Individuals/Entities are performed by Saint Mary's or its designee to confirm that all employees, independent contractors, consultants, medical staff members, and other Persons providing any services under any Contract with Saint Mary's or a Saint Mary's Controlled Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received written notice that (i) any Person providing services under a Contract with Saint Mary's or a Saint Mary's Controlled Subsidiary or (ii) any employee, contractor, or medical staff member performing services for Saint Mary's or a Saint Mary's Controlled Subsidiary is charged with or has been convicted of a criminal offense related to the Government Programs, but has not yet been excluded, debarred or otherwise declared ineligible to participate in such programs or is proposed for exclusion therefrom.

(c) Saint Mary's has made available to NE-RHM and Trinity Health all records, audit reports and logs maintained by or behalf of the Saint Mary's Providers and the Joint Ventures in connection with their respective compliance programs. Except for matters set forth in such records, audit reports and logs, or as otherwise disclosed to NE-RHM and Trinity Health, to the Knowledge of Saint Mary's, there are no actual or potential violations by the Saint Mary's Providers or the Joint Ventures or any of their respective directors, officers or employees of any

Law applicable to the Government Programs for which criminal penalties, civil monetary penalties or exclusion may be authorized.

**Section 6.18 Corporate Integrity Agreements.** Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary (i) is a party to a corporate integrity agreement or to a Certification of Compliance Agreement with the Office of the Inspector General of the United States Department of Health and Human Services, (ii) has reporting obligations pursuant to any settlement agreement entered into with any Governmental Authority, (iii) to the Knowledge of Saint Mary's, is the subject of any Government Program investigation, (iv) has been a defendant in any qui tam/False Claims Act litigation, (v) to the Knowledge of Saint Mary's, has been served with or received any search warrant, subpoena, civil investigation demand, contact letter or telephone or personal contact by or from any Governmental Authority, and (vi) to the Knowledge of Saint Mary's, has received any complaints through any compliance "hotlines" from employees, independent contractors, vendors, physicians, or any other Persons that would indicate, based on due inquiry by the Saint Mary's, that Saint Mary's or any Saint Mary's Controlled Subsidiary, or any of their directors, officers, or employees has violated any Law which has not been (or are not being) addressed in accordance with the applicable party's compliance program.

**Section 6.19 HIPAA.** To the Knowledge of Saint Mary's, each Saint Mary's Controlled Subsidiary that is a "Covered Entity" (as defined in HIPAA) is in material compliance with the applicable rules and regulations promulgated under HIPAA pursuant to 45 CFR Parts 160, 162, and 164 (subparts A, D and E) and the changes thereto imposed by HITECH. Except as previously disclosed in writing by Saint Mary's to NE-RHM and Trinity Health, none of Saint Mary's or any Saint Mary's Controlled Subsidiary has been the subject of an enforcement action by or resolution agreement with the U.S. Department of Health & Human Services, Office for Civil Rights or any other Governmental Authority related to HIPAA within the past three (3) years. A list of all breach notifications made by Saint Mary's or a Saint Mary's Controlled Subsidiary pursuant to HIPAA is set forth on **Schedule 6.19**.

**Section 6.20 Affiliate Transactions.** Except as disclosed in **Schedule 6.20**:

(a) To the Knowledge of Saint Mary's, no officer or director of Saint Mary's or any Saint Mary's Controlled Subsidiary ("**Interested Person**") directly or indirectly (i) owns any interest in any corporation, partnership, proprietorship or other entity which sells to or purchases products or services from Saint Mary's or any Saint Mary's Controlled Subsidiary, (ii) has any cause of action or claim against Saint Mary's or any Saint Mary's Controlled Subsidiary, or (iii) holds a beneficial interest in any Contract to which Saint Mary's or any Saint Mary's Controlled Subsidiary is a party or by which Saint Mary's or any Saint Mary's Controlled Subsidiary may be bound;

(b) None of Saint Mary's or any Saint Mary's Controlled Subsidiary is indebted, either directly or indirectly, to any Interested Person in any amount whatsoever, other than current obligations for payments of fees, salaries, bonuses and other fringe benefits for past services rendered; and

(c) No Interested Person is indebted to Saint Mary's or any Saint Mary's Controlled Subsidiary.

**Section 6.21 Environmental Matters.**

(a) To the Knowledge of Saint Mary's, except as disclosed in the reports described in subsection (e) below, the operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries are in compliance with all Environmental Laws. To the Knowledge of Saint Mary's, neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received from any Person in the past 10 years any: (i) Environmental Notice or Environmental Claim; or (ii) written request for information pursuant to Environmental Law, which, in each case, either remains pending or unresolved, or is the source of ongoing obligations or requirements as of the Closing Date.

(b) To Saint Mary's' Knowledge, Saint Mary's and the Saint Mary's Controlled Subsidiaries have obtained and are in material compliance with all material Environmental Permits necessary for the conduct of business of Saint Mary's and the Saint Mary's Controlled Subsidiaries as currently conducted or the ownership, lease, operation or use of the Saint Mary's Assets.

(c) None of the Owned Real Property is listed on, or has been proposed for listing on, the National Priorities List (or CERCLIS) under CERCLA, or any similar state list.

(d) To Saint Mary's' Knowledge, except as disclosed in the reports described in subsection (e) below, there has been no Release of Hazardous Materials in contravention of Environmental Law with respect to the Saint Mary's Assets or any Owned Real Property, and neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received any Environmental Notice that any of the Saint Mary's Assets or Owned Real Property has been contaminated with any Hazardous Material which would reasonably be expected to result in an Environmental Claim against, or a violation of Environmental Law or term of any Environmental Permit by, Saint Mary's or a Saint Mary's Controlled Subsidiary.

(e) **Section 6.21(e)** of the Disclosure Schedules lists all material environmental reports with respect to the Saint Mary's Assets or any Owned Real Property that are in the possession or control of Saint Mary's.

(f) The representations and warranties set forth in this **Section 6.21** are the sole and exclusive representations and warranties of Saint Mary's regarding environmental matters.

**Section 6.22 Employee Benefit Matters.**

(a) **Schedule 6.22(a)** of the Disclosure Schedules includes a complete list of each "employee benefit plan" (as such term is defined in Section 3(3) of ERISA) and each other material compensatory, pension, retirement, thrift savings, profit-sharing, bonus, stock option, stock purchase, stock ownership, equity, stock appreciation right, restricted stock, "phantom" stock, employee stock ownership, severance, deferred compensation, excess benefit, supplemental retirement, supplemental unemployment, change in control, employment, post-retirement medical or life insurance, welfare, incentive, sick leave, fringe benefit, paid time off, vacation, retention, education/tuition assistance, relocation assistance, disability, medical, hospitalization, life

insurance, other insurance or employee benefit plan, program, policy, agreement or arrangement of any kind, whether or not subject to ERISA, whether formal or informal, covering one or more persons, oral or written, that applies to any current or former employees, directors, owners or service providers or their spouses, dependents or beneficiaries or under which any such Person is or may become (assuming any vesting, performance or other benefit requirements are met) entitled to benefit (whether or not contingent) that is maintained, sponsored, contributed to, or required to be maintained or contributed to by Saint Mary's or a Saint Mary's Controlled Subsidiary, or with respect to which Saint Mary's or a Saint Mary's Controlled Subsidiary has any present liability (as stated in **Schedule 6.22(a)** of the Disclosure Schedules, each, a "**Saint Mary's Benefit Plan**"). For the avoidance of any doubt, the term "Saint Mary's Benefit Plan" includes Saint Mary's Retirement Plan unless such Retirement Plan is excluded from the term "Saint Mary's Benefit Plan." In addition, where reference is made herein to Saint Mary's Retirement Plan, it is a reference to such Plan alone, and not to other Saint Mary's Benefits Plans.

With respect to each Saint Mary's Benefit Plan, except as disclosed on **Schedule 6.22(a)**, Saint Mary's has provided to Trinity Health a true, correct and complete copy of the following documents (if applicable): (i) each writing constituting all or any part of such Saint Mary's Benefit Plan, including all plan documents and amendments thereto (or, with respect to any unwritten Saint Mary's Benefit Plans, accurate descriptions thereof); (ii) any trust agreement, insurance contract, annuity contract, voluntary employees' beneficiary association as defined in Section 501(c)(9) of the Code, or other funding instrument related to such Saint Mary's Benefit Plan; (iii) the three most recent annual reports (Forms 5500 series), including all schedules and audited financial statements attached thereto, if any; (iv) the two most recent actuarial reports; (v) the current summary plan description, any summary of material modifications thereto, and any other material employee communications provided within the last three (3) years measured from the date hereof; (vi) any notices to or other material communications with any participants or any Governmental Authority, commission or regulatory body relative to the Saint Mary's Benefit Plan in the past three (3) years; (vii) the most recent determination letter or opinion letter issued by the IRS, if any; (viii) all rulings, no-action letters or advisory opinions from the IRS, U.S. Department of Labor, the Pension Benefit Guarantee Corporation ("**PBGC**"), or any other federal or state authority that pertain to any Saint Mary's Retirement Plan and any open requests therefore; and (ix) the Form PBGC-1 filed for each of the three most recent plan years, if such forms exist. Except as specifically provided in the foregoing documents provided to NE-RHM and Trinity Health, there are no amendments to any Saint Mary's Benefit Plan that have been adopted or approved.

(b) Except as listed in **Schedule 6.22(b)** of the Disclosure Schedules, each Saint Mary's Benefit Plan has been established, maintained, operated, and administered, in all material respects, in accordance with its terms and with all applicable Laws (including ERISA, if applicable, and the Code and the regulations promulgated thereunder) and the terms of all collectively bargaining agreements. Except as listed in **Schedule 6.22(b)** of the Disclosure Schedules, each Saint Mary's Benefit Plan that is intended to be qualified under Section 401(a) of the Code has been timely amended for all applicable legal requirements in order to maintain such tax-qualified status, is subject to a current favorable determination letter, or may rely upon an opinion or advisory letter, issued by the IRS with respect to such Saint Mary's Benefit Plan, and no such favorable determination letter or opinion letter has been revoked (or to the Knowledge of Saint Mary's has revocation been threatened) and there are no existing circumstances nor to the

Knowledge of Saint Mary's have any events occurred since the date of the most recent determination letter or opinion letter that could adversely affect the tax-qualified status of any such Saint Mary's Benefit Plan or the related trust or increase the costs relating thereto. Except as listed in **Schedule 6.22(b)** of the Disclosure Schedules, with respect to each such Saint Mary's Benefit Plan that is not in the form of a volume submitter or prototype plan, the current favorable determination letter evidences compliance with the most recent cumulative list of required amendments applicable to such Saint Mary's Benefit Plan, or the Saint Mary's Benefit Plan applied for such a favorable determination letter prior to the expiration of the requisite period under the applicable Treasury Regulations or IRS pronouncements, or the Saint Mary's Benefit Plan still has a remaining period of time under the applicable Treasury Regulations or IRS pronouncements in which to apply for such letter and to make any amendments necessary to obtain a favorable letter.

(c) Except as set forth in **Schedule 6.22(c)** of the Disclosure Schedules, none of Saint Mary's, any Saint Mary's Controlled Subsidiary or an ERISA Affiliate of Saint Mary's or a Saint Mary's Controlled Subsidiary sponsors, maintains or contributes to, or has any obligation to contribute to, or has any liability or potential liability under or with respect to, any "employee pension benefit plan" (as defined in Section 3(2) of ERISA), that is subject to Sections 412 or 4971 of the Code, Section 302 of ERISA or Title IV of ERISA (not including any Multiemployer Plan or Multiple Employer Plan), or otherwise has any liability or potential liability under Title IV of ERISA. With respect to each plan listed in **Schedule 6.22(c)** of the Disclosure Schedule, except as set forth in **Schedule 6.22(c)** of the Disclosure Schedule: (i) such plan is not currently, and is not reasonably expected to be, in "at risk status" within the meaning of Section 430(i) of the Code or Section 303(i) of ERISA; (ii) an election has not been made under Section 430(c)(2)(D) of the Code or Section 303(c)(2)(D) of ERISA; (iii) a copy of the most recent Certification of AFTAP has been delivered or made available to Trinity Health; (iv) no reportable event within the meaning of Section 4043(c) of ERISA (for which the disclosure requirements of Regulation Section 4043.1 et seq., promulgated by the PBGC, have not been waived) has occurred since January 1, 2009, and the consummation of the transactions contemplated by this Agreement will not result in the occurrence of any such reportable event; (v) since January 1, 2009, neither Saint Mary's, a Saint Mary's Controlled Subsidiary nor any of their ERISA Affiliates has incurred any liability under Title IV of ERISA other than for the payment of premiums to the PBGC, all of which have been paid when due; (vi) since January 1, 2009, such plan has not applied for or received a waiver of the minimum funding standards imposed by Section 412 of the Code; (vii) no notice of intent to terminate the plan has been given under Section 4041 of ERISA; (viii) the PBGC has not instituted proceedings to terminate the plan or to appoint a trustee or administrator of any such plan, and no circumstances exist that constitute grounds under Title IV of ERISA for any such proceeding; (ix) for each year beginning on or after January 1, 2008, Saint Mary's, the Saint Mary's Controlled Subsidiaries or ERISA Affiliates, as applicable, has made contributions that are not less than the minimum required contribution under Section 430 of the Code; (x) there is no "amount of unfunded benefit liabilities" as defined in Section 4001(a)(18) of ERISA as of the last day of such plan's most recent fiscal year; (xi) there is not now, and there are no existing circumstances that would give rise to, any requirement for the posting of security with respect to the plan under Sections 401(a)(29) and 436(f) of the Code or the imposition of any lien on the assets of Saint Mary's or a Saint Mary's Controlled Subsidiary or one of their ERISA Affiliates under ERISA or the Code; (xii) neither Saint Mary's, a Saint Mary's Controlled Subsidiary nor any of their ERISA Affiliates

has engaged in any transaction described in Section 4069 of ERISA; (xiii) none of Saint Mary's or any Saint Mary's Controlled Subsidiary has incurred any liability for any taxes under Section 4971 of the Code; and (xiv) there is no lien pursuant to Sections 303(k) or 4068 of ERISA or Section 430(k) of the Code in favor of, or enforceable by the PBGC or any other entity with respect to any of the assets of Saint Mary's or any Saint Mary's Controlled Subsidiary. "**ERISA Affiliate**" means, with respect to any entity, trade or business, any other entity, trade or business that is or was at the relevant time a member of a group described in Section 414(b), (c), (m) or (o) of the Code or Section 4001(b)(1) of ERISA that includes or included the first entity, trade or business, or that is a member of the same "controlled group" as the first entity, trade or business pursuant to Section 4001(a)(14) of ERISA. "**Certification of AFTAP**" means the certification of an enrolled actuary meeting the requirements imposed under Treasury Regulations Section 1.436-1 that includes, without limitation, a certification of the applicable Saint Mary's Benefit Plan's "adjusted funding target attainment percentage" within the meaning of Section 436(j) of the Code.

(d) Except as listed in **Schedule 6.22(d)** of the Disclosure Schedules, none of Saint Mary's, any Saint Mary's Controlled Subsidiary or an ERISA Affiliate of Saint Mary's or a Saint Mary's Controlled Subsidiary has at any time sponsored, established, maintained, participated in, contributed to, or been obligated to contribute to, or has any liability or potential liability under or with respect to, any Multiemployer Plan or Multiple Employer Plan. A "**Multiemployer Plan**" has the meaning set forth in Sections 3(37) and 4001(a)(3) of ERISA. A "**Multiple Employer Plan**" is a plan that has two or more contributing sponsors, at least two of whom are not under common control within the meaning of Section 4063 of ERISA and Section 413(c) of the Code. To the Knowledge of Saint Mary's, with respect to each Multiemployer Plan identified pursuant to this **Section 6.22(d)**: (i) neither Saint Mary's, a Saint Mary's Controlled Subsidiary nor any of their ERISA Affiliates has engaged in any transaction that constitutes a withdrawal under Section 4201 et seq. of ERISA; (ii) if Saint Mary's, a Saint Mary's Controlled Subsidiary or any of their ERISA Affiliates have incurred any liability or responsibility under Title IV of ERISA, including Withdrawal Liability, or any other provision of ERISA, the Code or any other applicable Law, the liability or responsibility has been satisfied in full and all Withdrawal Liability payments have been duly and timely made; (iii) if Saint Mary's, a Saint Mary's Controlled Subsidiary or any of their ERISA Affiliates were to experience a withdrawal or partial withdrawal from such Multiemployer Plan, no Withdrawal Liability would be incurred; and (iv) neither Saint Mary's, a Saint Mary's Controlled Subsidiary nor any of their ERISA Affiliates have received any notification, nor have any reason to believe, that any such plan is in reorganization, is insolvent, has been terminated, or would be in reorganization, be insolvent or be terminated. "**Withdrawal Liability**" means liability to a Multiemployer Plan as a result of a complete or partial withdrawal from such Multiemployer Plan, as those terms are defined in Part I of Subtitle E of Title IV of ERISA.

(e) Except as listed in **Schedule 6.22(e)** of the Disclosure Schedules, no Saint Mary's Benefit Plan is a "church plan" as defined in Section 414(e) of the Code and Section 3(33) of ERISA that is a non-electing employee benefit plan under Section 4(b)(2) of ERISA ("**Church Plan**"). There is no pending or, to the Knowledge of Saint Mary's, threatened lawsuit, challenge or claim by any Person challenging the "church plan" status and ERISA exemption of any Saint Mary's Benefit Plan that is a Church Plan. Except as listed in **Schedule 6.22(e)** of the Disclosure Schedules, any Saint Mary's Plan listed in **Schedule 6.22(e)** that is a defined benefit pension plan is no less than 80% funded, as determined for financial accounting purposes, and except as listed



in the **Schedule 6.22(e)**, there are no other defined benefit pension plans sponsored or maintained by Saint Mary's Hospital.

(f) Except as listed in **Schedule 6.22(f)** of the Disclosure Schedules, with respect to any Saint Mary's Benefits Plan that is an employee welfare benefit plan within the meaning of Section 3(1) of ERISA (whether or not subject thereto), (i) no such Saint Mary's Benefit Plan is funded through a "welfare benefits fund" (as such term is defined in Section 419(e) of the Code), (ii) each such Saint Mary's Benefit Plan that is a "group health plan" (as such term is defined in Section 5000(b)(1) of the Code) complies in all material respects with the applicable requirements of COBRA (or any similar state or local Law) and HIPAA (including regulations thereunder) and (iii) each such Saint Mary's Benefit Plan complies in all material respects with the applicable provisions of the Patient Protection and Affordable Care Act and the regulations thereunder, and no such plan is grandfathered thereunder. Further, except as listed in **Schedule 6.22(f)** of the Disclosure Schedules, no Saint Mary's Benefit Plan provides and none of Saint Mary's, the Saint Mary's Controlled Subsidiaries and their ERISA Affiliates maintain, contribute to or have any present or future obligation to make any contribution or payment to, or with respect to, or have any other liability with respect to any plan or other arrangement that provides health, life or other welfare-type benefits following retirement or other termination of employment (other than death benefits when termination occurs upon death) to any Person (or any spouse or other dependent thereof), other than as required under COBRA or any similar state or local Law (and for which COBRA or other continuation coverage the Person, including any spouse or dependent thereof, pays the entire cost of coverage).

(g) Except as listed in **Schedule 6.22(g)** of the Disclosure Schedules, no Saint Mary's Benefit Plan exists that could: (i) result in the payment of any money or other property to an employee providing services for Saint Mary's or a Saint Mary's Controlled Subsidiary; or (ii) provide any additional rights or benefits (including funding of compensation or benefits through a trust or otherwise) to any employee providing services for Saint Mary's or a Saint Mary's Controlled Subsidiary, in either case as a result of the execution of this Agreement or the consummation of the transaction contemplated hereby (either alone or in conjunction with any other event, including as a result of any termination of employment). Except as listed in **Schedule 6.22(g)** of the Disclosure Schedules, neither the execution of this Agreement nor the consummation of the transaction contemplated hereby will (either solely as a result thereof or as a result of such transaction in conjunction with any other event, including as a result of any termination of employment) result in any "excess parachute payments" within the meaning of Section 280G(b) of the Code being made to any employees of Saint Mary's or a Saint Mary's Controlled Subsidiary. Further, except as listed in **Schedule 6.22(g)** of the Disclosure Schedules, execution and delivery of this Agreement nor the consummation of the transaction contemplated hereby will (either alone or in conjunction with any other event, including as a result of any termination of employment), except as contemplated pursuant to the terms of this Agreement, result in (iii) the acceleration or creation of any rights of any Person to benefits under any Saint Mary's Benefit Plan (including, without limitation, the acceleration of the accrual, vesting, or time of the payment of any benefits under any Saint Mary's Benefit Plan) or the acceleration or creation of any rights under any severance, parachute, or change in control agreement; (iv) forgiveness of indebtedness; (v) any limitation on the right of Saint Mary's or a Saint Mary's Controlled Subsidiary to amend, merge, terminate or receive a reversion of assets from any Saint Mary's Benefit Plan or related trust; (vi) the forfeiture of compensation or benefits under any

Saint Mary's Benefit Plan; (vii) Saint Mary's or a Saint Mary's Controlled Subsidiary being required to make a contribution to any Saint Mary's Benefit Plan; (viii) a conflict with the terms of any Saint Mary's Benefit Plan; (ix) any Person becoming entitled to severance or termination pay; (x) the acceleration of the funding (through a grantor trust or otherwise) of compensation or benefits under any Saint Mary's Benefit Plan; (xi) any other material obligation pursuant to any Saint Mary's Benefit Plan; or (xii) any breach or violation of, or a default under, any Saint Mary's Benefit Plan.

(h) Except as listed in **Schedule 6.22(h)** of the Disclosure Schedules, to the Knowledge of Saint Mary's, there have been no Prohibited Transactions with respect to any Saint Mary's Benefit Plan that are not exempt transactions pursuant to applicable law. Except as listed in **Schedule 6.22(h)**, to the Knowledge of Saint Mary's, no fiduciary of any Saint Mary's Benefit Plan has any material liability for breach of fiduciary duty or any other failure to act or comply in connection with the administration or investment of the assets of any Saint Mary's Benefit Plan. No claim, action, lawsuit, charge, complaint, grievance, audit, proceeding, hearing, investigation or arbitration relating to any Saint Mary's Benefit Plan (other than routine claims for benefits) is pending or, to Saint Mary's Knowledge, threatened and, to Saint Mary's Knowledge, no set of circumstances exists that may reasonably give rise to a claim, action, lawsuit, charge, complaint, grievance, audit, proceeding, hearing, investigation or arbitration, relating to a Saint Mary's Benefit Plan or against a Saint Mary's Benefit Plan or the assets of any of trust under any Saint Mary's Benefit Plan, other than as listed in **Schedule 6.22(h)** of the Disclosure Schedules.

(i) To the Knowledge of Saint Mary's and other than with respect to the Saint Mary's Retirement Plan, all contributions (including all employer contributions and employee salary reduction contributions) that are due have been paid within the time periods prescribed by ERISA, to the extent ERISA is applicable, and the Code, and the plan's terms, to each Saint Mary's Benefit Plan that is a retirement type benefit plan and all contributions for any period ending on or before the Closing Date that are not yet due but which are due within legally allowable periods of time after the Closing Date have been paid to each such Saint Mary's Benefit Plan or have been properly accrued in the financial statements of SMH. All premiums or other payments for all periods ending on or before the Closing Date have been paid with respect to each Saint Mary's Benefit Plan that is a welfare benefit plan or accrued.

(j) There is no matter pending (other than routine filings) with respect to any Saint Mary's Benefit Plan before the IRS, Department of Labor, PBGC, or any other Governmental Authority.

(k) To the Knowledge of Saint Mary's, and other than as listed in **Schedule 6.22(k)**, each Saint Mary's Benefit Plan that is a "nonqualified deferred compensation plan" (as defined for purposes of Section 409A(d)(1) of the Code) has (i) been maintained and operated since January 1, 2005 in good faith compliance with Section 409A of the Code and all applicable IRS guidance promulgated thereunder so as to avoid any tax, penalty or interest under Section 409A of the Code and, since January 1, 2009, been in documentary and operational compliance with Section 409A of the Code and all applicable IRS guidance promulgated thereunder or (ii) as to any such plan in existence prior to January 1, 2005, not been "materially modified" (within the meaning of IRS Notice 2005-1) at any time after October 3, 2004. No amounts under any such plan have been subject to the interest and additional tax set forth under Code Section

409A(a)(1)(B). To the Knowledge of Saint Mary's, neither Saint Mary's nor a Saint Mary's Controlled Subsidiary has any actual or potential obligation to reimburse or otherwise "gross-up" any Person for the interest or additional tax set forth under Section 409A of the Code, nor has Saint Mary's or any Saint Mary's Controlled Subsidiary been obligated to report any corrections made with respect to any such Plan to any Governmental Authority.

(l) The representations and warranties set forth in this **Section 6.22** are the sole and exclusive representations and warranties of Saint Mary's regarding employee benefit matters.

### **Section 6.23 Employment Matters.**

(a) Except as set forth in **Schedule 6.23** of the Disclosure Schedules, neither Saint Mary's nor any Saint Mary's Controlled Subsidiary is a party to, bound by, any collective bargaining or other agreement with a labor organization representing any of the employees providing services to Saint Mary's or any Saint Mary's Controlled Subsidiary. Except as set forth in **Schedule 6.23** of the Disclosure Schedules, during the past five years, there has not been, nor, to Saint Mary's Knowledge, has there been any threat of, any strike, slowdown, work stoppage, lockout, concerted refusal to work overtime or other similar labor activity or dispute affecting any of the employees providing services to Saint Mary's or any Saint Mary's Controlled Subsidiary.

(b) To the Knowledge of Saint Mary's, Saint Mary's and the Saint Mary's Controlled Subsidiaries are in compliance with all applicable Laws pertaining to employment and employment practices, except to the extent that non-compliance would not have a Material Adverse Effect with respect to Saint Mary's.

(c) Copies of all written employment agreements to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party have been provided to NE-RHM prior to the Signature Date. Additionally, a written description of all oral employment agreements to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party have been provided NE-RHM prior to the Signature Date.

(d) The representations and warranties set forth in this **Section 6.23** are the sole and exclusive representations and warranties of Saint Mary's regarding employment matters.

### **Section 6.24 Taxes.**

(a) Except as set forth in **Schedule 6.24** of the Disclosure Schedules, Saint Mary's and each Saint Mary's Controlled Subsidiary have each filed (taking into account any valid extensions) all Tax Returns applicable to such party and the applicable party has paid all Taxes shown thereon as owing. Such Tax Returns are true, complete and correct in all respects. Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary is currently the beneficiary of any extension of time within which to file any Tax Return other than extensions of time to file Tax Returns obtained in the ordinary course of business. Except as set forth in **Schedule 6.24** of the Disclosure Schedules, to the Knowledge of Saint Mary's, Saint Mary's and each Saint Mary's Controlled Subsidiary have withheld and paid all Taxes required to have been withheld and paid in connection with amounts paid or owing to any employee, independent contractor, creditor, or other third party, and all Internal Revenue Service Forms W-2 and 1099 required with respect thereto have been properly completed and timely filed. There is no material dispute or claim

concerning any Tax liability of Saint Mary's or any Saint Mary's Controlled Subsidiary either claimed or raised in writing by any Governmental Authority that has not been settled or as to which Saint Mary's has Knowledge.

(b) Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary is a "foreign person" as that term is used in Treasury Regulations Section 1.1445-2.

(c) Except for certain representations related to Taxes in **Section 6.22**, the representations and warranties set forth in this **Section 6.24** are the sole and exclusive representations and warranties of Saint Mary's regarding Tax matters.

**Section 6.25 Insurance.** **Schedule 6.25** of the Disclosure Schedules sets forth (i) a true and complete list of all current insurance or self-insurance policies of all risk properties, including fire, liability, product liability, errors and omissions, malpractice, workers' compensation, vehicular (often referred to as automobile liability), directors' and officers' liability, employment practices, fiduciary liability and any and all other forms of insurance maintained by or on behalf of Saint Mary's or any Saint Mary's Controlled Subsidiary to provide insurance protection for the assets and business thereof (collectively, the "**Saint Mary's Insurance Policies**"); and (ii) a list of all pending claims and the claims history related to Saint Mary's or any Saint Mary's Controlled Subsidiary for the ten (10) year period prior to the Signature Date. To the Knowledge of Saint Mary's, there are no claims related to Saint Mary's or any Saint Mary's Controlled Subsidiary under any such Saint Mary's Insurance Policies as to which coverage has been questioned, denied or disputed or in respect of which there is an outstanding reservation of rights. During the ten (10) years prior to the date hereof, to the Knowledge of Saint Mary's, neither Saint Mary's nor any Saint Mary's Controlled Subsidiary has received any written notice of cancellation of, premium increase with respect to, or alteration of coverage under, any of such Saint Mary's Insurance Policies. All Saint Mary's Insurance Policies are in full force and effect and enforceable in accordance with their terms and have not been subject to any lapse in coverage. To the Knowledge of Saint Mary's, none of Saint Mary's or any Saint Mary's Controlled Subsidiary is in default under, or has otherwise failed to comply with, in any material respect, any provision contained in any such Saint Mary's Insurance Policies. The Saint Mary's Insurance Policies are sufficient for compliance with all applicable Laws and Contracts to which either Saint Mary's or any Saint Mary's Controlled Subsidiary is a party. True and complete copies of the Saint Mary's Insurance Policies have been made available to Trinity Health.

**Section 6.26 Medical Staff.** SMH has an open medical staff other than with respect to hospital-based service lines where the medical staff has been closed for purposes of granting an exclusive contract or otherwise. Saint Mary's has made available to NE-RHM a true and complete copy of medical staff privilege and membership application forms used by the Saint Mary's Hospitals, including a description of medical staff privileges, all current medical staff bylaws, rules and regulations, and amendments thereto, all credentials and appeals procedures not incorporated therein, and copies of all written Contracts between SMH and physicians, physician groups, or other members of its medical staff. Except as previously disclosed by Saint Mary's to NE-RHM and Trinity Health in writing, there are no pending or, to the Knowledge of Saint Mary's, threatened appeals, challenges, disciplinary or corrective actions, or disputes involving applicants, staff members, or health professionals at SMH. To the Knowledge of Saint

Mary's, no member of the medical staff of SMH (i) is currently excluded, debarred or otherwise ineligible to participate in Government Programs, (ii) has been convicted of a criminal offense related to the provision of health care items or services but has not yet been excluded, debarred or otherwise declared ineligible to participate in the Government Programs, or (iii) is under an investigation that may result in exclusion from participation in the Government Programs.

**Section 6.27 Brokers.** Except for Hammond Hanlon Camp LLC, no broker, finder or investment banker is entitled to any brokerage, finder's or other fee or commission in connection with the transaction contemplated by this Agreement or any other Transaction Document based upon arrangements made by or on behalf of Saint Mary's or any Saint Mary's Controlled Subsidiary.

**Section 6.28 Due Diligence.** Saint Mary's has provided or caused to be provided to NE-RHM, Trinity Health and their Representatives all information and documents regarding the business operations and facilities of Saint Mary's and the Saint Mary's Controlled Subsidiaries that have been requested by NE-RHM and Trinity Health in connection with NE-RHM's and Trinity Health's due diligence review in connection with the transaction contemplated by this Agreement. In that regard, Saint Mary's acknowledges and agrees that the representations and warranties set forth in this **Article VI** apply with full force and effect regardless of any due diligence investigation conducted by NE-RHM, Trinity Health, or their Representatives, prior to the Closing Date.

**Section 6.29 Full Disclosure.** No representation or warranty by Saint Mary's in this Agreement and no statement contained in the Disclosure Schedules to this Agreement or any certificate or other document furnished or to be furnished to NE-RHM or Trinity Health by Saint Mary's pursuant to this Agreement contains any untrue statement of a material fact, or omits to state a material fact necessary to make the statements contained therein, in light of the circumstances in which they are made, not misleading.

**Section 6.30 No Other Representations and Warranties.** Except for the representations and warranties contained in this **Article VI** (including the related portions of the Disclosure Schedules), neither Saint Mary's nor any other Person has made or makes any other express or implied representation or warranty, either written or oral, on behalf of Saint Mary's.

## ARTICLE VII

### REPRESENTATIONS AND WARRANTIES OF NE-RHM AND TRINITY HEALTH

Except as set forth in the Disclosure Schedules or as otherwise set forth below, NE-RHM and Trinity Health, where applicable, represent and warrant to Saint Mary's that the statements contained in this **Article VII** are true and correct as of the Signature Date and will be true and correct as of the Closing Date subject to any updates in the Disclosure Schedules delivered by NE-RHM or Trinity Health prior to the Closing Date.

#### **Section 7.01 Organization and Corporate Authority of NE-RHM and Trinity Health.**

(a) NE-RHM is a non-stock corporation, duly organized and validly existing in good standing under the laws of Connecticut. NE-RHM has all requisite corporate power and

corporate authority to enter into this Agreement and the other Transaction Documents to which it will be a party and to perform its obligations hereunder and thereunder.

(b) Trinity Health is a nonprofit corporation, duly organized and validly existing in good standing under the laws of the State of Indiana. Trinity Health has all requisite corporate power and corporate authority to enter into this Agreement and the other Transaction Documents to which it will be a party and to perform its obligations hereunder and thereunder.

**Section 7.02 Tax-Exempt Status.** Each of NE-RHM and Trinity Health is exempt from federal income taxation pursuant to Section 501(a) of the Code, as an organization described in Section 501(c) (3) of the Code, and is not a “private foundation” as defined in Section 509(a) of the Code, as evidenced by either a determination letter from the IRS or a listing in the Official Catholic Directory. Neither NE-RHM nor Trinity Health has within the past three (3) most recent fiscal years received any written correspondence or notice from any taxing authority that any of its exemptions from Tax have been or may be revoked, modified or under consideration or review. Neither NE-RHM nor Trinity Health has taken any action that may cause it to lose its exemption from taxation under Section 501(a) of the Code.

**Section 7.03 Authorization and Enforceability of this Agreement.** The execution, delivery and performance of this Agreement by NE-RHM and Trinity Health (including the execution, delivery and performance of any Transaction Document to which it will be a party) have been duly authorized by all necessary corporate action as required by their Organizational Documents or policies. This Agreement has been duly executed and delivered by NE-RHM and Trinity Health and constitutes a valid and legally binding obligation of each of them, enforceable against each of them in accordance with its terms, subject to Applicable Exceptions.

**Section 7.04 No Conflicts; Consents.** The execution, delivery and performance by NE-RHM and Trinity Health of this Agreement and the other Transaction Documents to which each is a party, and the consummation of the transaction contemplated hereby and thereby, do not and will not: (a) result in a violation or breach of any provision of their Organizational Documents; (b) conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to either of them; or (c) except as set forth in **Schedule 7.04** of the Disclosure Schedules, require the consent, notice or other action by any Person under, conflict with, result in a violation or breach of, constitute a default under or result in the acceleration of any agreement to which NE-RHM or Trinity Health is a party, except in the cases of clauses (b) and (c), where the violation, breach, conflict, default, acceleration or failure to give notice would not have a Material Adverse Effect with respect to NE-RHM or Trinity Health, as the case may be. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to NE-RHM or Trinity Health in connection with the execution and delivery of this Agreement and the other Transaction Documents and the consummation of the transaction contemplated hereby and thereby, except for such filings as set forth in **Schedule 7.04** of the Disclosure Schedules and such consents, approvals, Permits, Governmental Orders, declarations, filings or notices which would not have a Material Adverse Effect with respect to NE-RHM or Trinity Health, as the case may be.

**Section 7.05 Brokers.** Except for Kaufman, Hall & Associates, LLC, no broker, finder or investment banker is entitled to any brokerage, finder’s or other fee or commission in

connection with the transaction contemplated by this Agreement or any other Transaction Document based upon arrangements made by or on behalf of NE-RHM or Trinity Health.

**Section 7.06 Legal Proceedings.** There are no actions, suits, claims, investigations or other legal proceedings pending or, to NE-RHM's or Trinity Health's Knowledge, threatened against or by NE-RHM or Trinity Health or any Affiliate of either of them that challenge or seek to prevent, enjoin or otherwise delay the transaction contemplated by this Agreement. No event has occurred nor do any circumstances exist that may give rise to, or serve as a basis for, any such action, suit, claim, investigation or other legal proceeding except for such actions, suits, claims, investigations or other legal proceedings that would not, in the aggregate, have a Material Adverse Effect with respect to NE-RHM or Trinity Health, as the case may be.

**Section 7.07 Financial Statements.**

(a) NE-RHM has made available to Saint Mary's copies of the audited consolidated financial statements for NE-RHM as of September 30, for each of the years 2012, 2013, and 2014 (collectively the "NE-RHM Financial Statements"). The NE-RHM Financial Statements have been prepared in accordance with GAAP applied on a consistent basis throughout the period involved. The NE-RHM Financial Statements fairly present in all material respects the financial condition of NE-RHM and the NE-RHM Controlled Subsidiaries as of the respective dates they were prepared and the results of the operations of NE-RHM and the NE-RHM Controlled Subsidiaries for the periods indicated.

(b) Trinity Health has (i) made available the following to Saint Mary's: (1) copies of the audited consolidated financial statements for Trinity Health as of June 30, for each of the years 2012, 2013, and 2014, and (2) copies of the audited consolidated financial statements of Catholic Health East as of December 31, for each of the years 2011 and 2012, and (ii) made publicly available unaudited consolidated financial statements of Trinity Health on a quarterly basis following the end of its most recent fiscal year (collectively the "**Trinity Health Financial Statements**"). The Trinity Health Financial Statements have been prepared in accordance with GAAP applied on a consistent basis throughout the period involved. The Trinity Health Financial Statements fairly present in all material respects the financial condition of Trinity Health and the Trinity Health Controlled Subsidiaries as of the respective dates they were prepared and the results of the operations of Trinity Health and the Trinity Health Controlled Subsidiaries for the periods indicated.

**Section 7.08 Compliance with Laws; Permits.**

(a) Except as set forth in **Schedule 7.08(a)** of the Disclosure Schedules, NE-RHM and the NE-RHM Controlled Subsidiaries are in material compliance with all Laws applicable to their respective businesses, properties and assets including, without limitation, the False Claims Act (31 U.S.C. § 3729, et seq.), the Civil Monetary Penalties Law (42 U.S.C. § 1320a-7a), federal and state anti-kickback statutes (including 42 U.S.C. § 1320a 7b), federal and state referral laws (including 42 U.S.C. §1395nn), criminal false claims statutes (e.g. 18 U.S.C. §§ 287 and 1001), and the Beneficiary Inducement Statute (42 U.S.C. §1320a-7a(a)(5)). NE-RHM has not received notice of any violation of any such Laws nor, to the Knowledge of NE-RHM, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for NE-RHM and the NE-RHM Controlled Subsidiaries to conduct their respective businesses as currently conducted or for the ownership and use of their assets have been obtained and are valid and in full force and effect, except where the failure to obtain such Permits would not have a Material Adverse Effect with respect to NE-RHM. All fees and charges with respect to such Permits have been paid in full. NE-RHM has disclosed to Saint Mary's all current material Permits issued to NE-RHM and the NE-RHM Controlled Subsidiaries which relate to their operations as currently conducted or the ownership and use of their assets, including the names of the Permits and their respective dates of issuance and expiration. No event has occurred that, with or without notice or lapse of time or both, would reasonably be expected to result in the revocation, suspension, lapse or limitation of any such Permit except such revocations, suspensions, lapses or limitations that would not in the aggregate result in a Material Adverse Effect.

(c) NE-RHM has made available to Saint Mary's pursuant to due diligence requests a copy of the most recent state licensing reports and lists of deficiencies, if any, and the most recent fire marshal surveys and list of deficiencies, if any, for the NE-RHM Controlled Subsidiaries. Each NE-RHM Controlled Subsidiary is in compliance in all material respects with applicable fire code regulations. NE-RHM has cured or submitted a plan of correction with respect to the deficiencies noted in any such licensure surveys and fire marshal reports and shall provide documentation that such cures and/or plans of correction have been accepted by the appropriate Governmental Authority as of the Closing Date.

(d) There are no outstanding patient complaints with respect to any NE-RHM Controlled Subsidiary which have been substantiated by a Governmental Authority and which have not been cured or are not the subject of a plan of correction accepted by the applicable Governmental Authority, except such complaints as would not in the aggregate result in a Material Adverse Effect. All fines imposed, if any, against the NE-RHM Controlled Subsidiaries with respect to any patient complaints have been paid in full.

#### **Section 7.09 Medicare Participation/Accreditation**

(a) Each NE-RHM Provider is eligible without restriction for participation in the Government Programs and have current and valid provider contracts with the Government Programs and are each in compliance with the applicable conditions of participation for the Government Programs in all material respects. There is neither pending, nor, to the Knowledge of NE-RHM, threatened, any proceeding or investigation under the Government Programs involving any NE-RHM Provider. NE-RHM has made available to Saint Mary's true and complete copies of the most recent Government Program survey reports and all plans of correction, if any, which were required in response to such surveys and, except as set forth in **Schedule 7.09(a)** of the Disclosure Schedules, all such plans of correction have been accepted by the applicable Government Program and all have been or are in the process of being implemented.

(b) Each of the NE-RHM Providers has timely filed all required Government Program cost reports for all the fiscal years through and including the most current fiscal year. To the Knowledge of NE-RHM, all of such cost reports are complete and correct in all material respects and such cost reports do not claim, and none of the NE-RHM Providers have received, reimbursement in excess of the amounts provided by Law or any applicable agreement. True and



complete copies of all such cost reports for the three (3) most recent fiscal years of the NE-RHM Providers have been furnished to Saint Mary's. Except for routine claims for reimbursement made in the ordinary course of business and except as set forth in **Schedule 7.09(b)** of the Disclosure Schedules, there are no claims, actions or appeals pending before any commission, board or agency, including any fiscal intermediary or carrier, the Provider Reimbursement Review Board or the Administrator of the Centers for Medicare and Medicaid Services, with respect to Government Program claims filed on behalf of those providers.

(c) The billing practices of the NE-RHM Providers with respect to all third party payors, including the Government Programs and private insurance companies, have been performed in the ordinary course of business and, to the Knowledge of NE-RHM, are in compliance in all material respects with all applicable Law and billing requirements of such third party payors and Government Programs, and none of the NE-RHM Providers have knowingly billed or received any material payment or reimbursement in excess of amounts allowed by Law other than underpayments and overpayments arising in the ordinary course of business.

#### **Section 7.10 Compliance Programs**

(a) To the Knowledge of NE-RHM, during the past five (5) years, the NE-RHM Providers have maintained and adhered in all material respects to a compliance program designed to promote compliance with all Laws and ethical standards, to improve the quality and performance of operations, and to detect, prevent, and address violations of legal or ethical standards, as applicable.

(b) Upon hiring employees and regularly thereafter, searches of the Office of Inspector General's List of Excluded Individuals/Entities are performed by NE-RHM or its designee to confirm that all employees, independent contractors, consultants, medical staff members, and other Persons providing any services under any Contract with NE-RHM or a NE-RHM Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither NE-RHM nor any NE-RHM Subsidiary has received written notice that (i) any Person providing services under a contract with NE-RHM or any NE-RHM Subsidiary or (ii) any employee, contractor, or medical staff member performing services for NE-RHM or any NE-RHM Subsidiary is charged with or has been convicted of a criminal offense related to the Government Programs, but has not yet been excluded, debarred or otherwise declared ineligible to participate in such programs or is proposed for exclusion therefrom.

(c) NE-RHM has made available to Saint Mary's all records, audit reports and logs maintained by or on behalf of the NE-RHM Providers in connection with their respective compliance programs. Except for matters set forth in such records, audit reports and logs, or as otherwise disclosed to Saint Mary's, to the Knowledge of NE-RHM, there are no actual or potential violations by any of the NE-RHM Providers or any of their directors, officers or employees of any Law applicable to the Government Programs for which criminal penalties, civil monetary penalties or exclusion may be authorized.

**Section 7.11 Corporate Integrity Agreements.** Neither NE-RHM nor any NE-RHM Controlled Subsidiary (i) is a party to a corporate integrity agreement or to a Certification of Compliance Agreement with the Office of the Inspector General of the United States Department

of Health and Human Services, (ii) has any reporting obligations pursuant to any settlement agreement entered into with any Governmental Authority, (iii) to the Knowledge of NE-RHM, is the subject of any Government Program investigation, (iv) has been a defendant in any qui tam/False Claims Act litigation, (v) to the Knowledge of NE-RHM, has been served with or received any search warrant, subpoena, civil investigation demand, contact letter or telephone or personal contact by or from any Governmental Authority, and (vi) to the Knowledge of NE-RHM, has received any complaints through any compliance “hotlines” from employees, independent contractors, vendors, physicians, or any other Persons that would indicate, based on due inquiry by NE-RHM, that NE-RHM or any NE-RHM Controlled Subsidiary, or any of their respective directors, officers, or employees, has violated any Law which has not been (or are not being) addressed in accordance with the applicable party’s compliance program.

**Section 7.12 HIPAA.** To the Knowledge of NE-RHM, each NE-RHM Controlled Subsidiary that is a “**Covered Entity**” (as defined in HIPAA) is in material compliance with the applicable rules and regulations promulgated under HIPAA pursuant to 45 CFR Parts 160, 162, and 164 (subparts A, D and E) and the changes thereto imposed by HITECH. None of these entities have been the subject of an enforcement action by or resolution agreement with the U.S. Department of Health & Human Services, Office for Civil Rights or any other Governmental Authority related to HIPAA within the past three (3) years. A list of all breach notifications made by any of these entities pursuant to HIPAA is set forth on **Schedule 7.12**.

**Section 7.13 Financial Capacity.** NE-RHM and Trinity Health currently have the financial capacity to perform all of their obligations under this Agreement without any conditions or contingencies.

**Section 7.14 Due Diligence.** NE-RHM and Trinity Health have provided or caused to be provided to Saint Mary’s and its Representatives all information and documents regarding the business operations and facilities of NE-RHM and Trinity Health that have been requested by Saint Mary’s in connection with Saint Mary’s due diligence review in connection with the transaction contemplated by this Agreement. In that regard, NE-RHM and Trinity Health acknowledge and agree that the representations and warranties set forth in this **Article VII** apply with full force and effect regardless of any due diligence investigation conducted by Saint Mary’s, or its Representatives, prior to the Closing Date.

**Section 7.15 Full Disclosure.** No representation or warranty by NE-RHM or Trinity Health in this Agreement and no statement contained in the Disclosure Schedules to this Agreement or any certificate or other document furnished or to be furnished to Saint Mary’s pursuant to this Agreement contains any untrue statement of a material fact, or omits to state a material fact necessary to make the statements contained therein, in light of the circumstances in which they are made, not misleading.

**Section 7.16 No Other Representations and Warranties.** Except for the representations and warranties contained in this **Article VII** (including the related portions of the Disclosure Schedules), neither NE-RHM, Trinity Health nor any other Person has made or makes any other express or implied representation or warranty, either written or oral, on behalf of NE-RHM or Trinity Health.

**ARTICLE VIII  
COVENANTS**

**Section 8.01 Conduct of Operations Prior to the Effective Date.**

(a) From the Signature Date until the Effective Date, except as otherwise provided in this Agreement or consented to in writing by NE-RHM and Trinity Health (which consent shall not be unreasonably withheld, conditioned or delayed), Saint Mary's shall, and shall cause the Saint Mary's Controlled Subsidiaries to, (i) conduct the business of Saint Mary's and the Saint Mary's Controlled Subsidiaries in the ordinary course of business; and (ii) use commercially reasonable efforts to maintain and preserve intact the current organization and operations and to preserve the rights and relationships of the employees, physicians, patients, suppliers, regulators and others having relationships with Saint Mary's and the Saint Mary's Controlled Subsidiaries.

(b) From the date hereof until the Effective Date, except as consented to in writing by NE-RHM and Trinity Health, Saint Mary's (i) shall not take any action that would cause any of the changes, events or conditions described in **Section 6.08(a), (b), (c), (o), or (q)** to occur, (ii) shall not take any action that would cause any of the changes, events or conditions described in **Section 6.08(d), (e), (h), (i), (k), (m), (n), or (p)** to occur without NE-RHM's and Trinity Health's prior written consent, which will not be unreasonably withheld, conditioned or delayed, and (iii) shall notify NE-RHM and Trinity Health of any event or condition described in **Section 6.08(f), (g), (j), or (l)**. Saint Mary's shall promptly notify NE-RHM and Trinity Health of any Material Adverse Effect or any events that, individually or in the aggregate, with or without the lapse of time, could be reasonably expected to result in a Material Adverse Effect.

**Section 8.02 Regional Strategy/Structure and Integration Plan.** As soon as legally permissible following the Signature Date, the Parties will begin developing the framework for an integration plan to facilitate a smooth operational and administrative transition of Saint Mary's becoming part of the Regional Health Ministry. The integration plan will identify and prioritize near-term and long-term integration and planning needs as well as strategic opportunities and operational improvements that could be developed and implemented after the Effective Date.

**Section 8.03 Access to Information.**

(a) From the date hereof until the Closing, Saint Mary's shall (a) afford NE-RHM, Trinity Health and their Representatives reasonable access to and the right to inspect all of the Real Property, properties, assets, premises, books and records, Contracts and other documents and data related to Saint Mary's and the Saint Mary's Controlled Subsidiaries; (b) furnish NE-RHM and Trinity Health and their Representatives with such financial, operating and other data and information related to Saint Mary's and the Saint Mary's Controlled Subsidiaries as NE-RHM, Trinity Health or any of their Representatives may reasonably request; and (c) instruct the Representatives of Saint Mary's to cooperate with NE-RHM and Trinity Health in their investigation of Saint Mary's and the Saint Mary's Controlled Subsidiaries; provided, however, that any such investigation shall be conducted during normal business hours upon reasonable advance notice to Saint Mary's, under the supervision of Saint Mary's' personnel and in such a manner as not to interfere with the conduct of the business of Saint Mary's and the Saint Mary's Controlled Subsidiaries.

(b) From the date hereof until the Closing, NE-RHM and Trinity Health shall furnish Saint Mary's and its Representatives with such financial, operating and other data and information as is reasonably necessary in the reasonable opinion of Saint Mary's to demonstrate NE-RHM's and Trinity Health's ability to satisfy their obligations under this Agreement.

**Section 8.04 Efforts to Consummate.** Subject to the terms and conditions of this Agreement, the Parties shall (and shall cause their respective Affiliates to) use commercially reasonable efforts to take all actions and to do all things necessary, proper or advisable to consummate the transaction contemplated by this Agreement as promptly as practicable, including using commercially reasonable efforts to (a) provide all required notices to third parties, (b) make any filing with and obtain any consent, authorization, order or approval of, or any exemption by, any Governmental Authority that is required to be made or obtained in connection with the transaction contemplated by this Agreement, including, without limitation, those required under the HSR Act and obtaining all certificates of need ("CONs"), as described below, (c) obtain any church and canonical approvals required in connection with the alienation of property arising from the transaction contemplated by this Agreement, (d) obtain the approval of the Archbishop of Hartford to the transaction contemplated by this Agreement, (e) obtain any consent, waiver, approval or authorization from any other third party required in order to maintain in full force and effect any of the contracts, licenses or other rights of Saint Mary's Indemnity Company, LLC, the Saint Mary's Providers, and the Joint Ventures, including hospital licenses, following the Effective Date, and (f) cause the conditions in **Article IX** applicable to it to be satisfied at or prior to Closing. Without limiting the foregoing, NE-RHM and Saint Mary's shall collaborate on the development and prosecution of a joint CON application to be filed with the State of Connecticut Office of Health Care Access ("OHCA") for approval of the transactions contemplated by this Agreement. The parties agree that NE-RHM will prepare the first draft of the CON application, including all documents and exhibits related thereto, which shall be subject to review by the Parties and shall be approved by Trinity Health, NE-RHM, and Saint Mary's before the final CON application is filed with OHCA.

**Section 8.05 Updated Financial Statements.** Within twenty (20) days following the end of each calendar month ending prior to the Closing Date, Saint Mary's will deliver to NE-RHM true and complete copies of the unaudited consolidated financial statements for Saint Mary's and the Saint Mary's Controlled Subsidiaries, in each case prepared in a manner consistent with the Financial Statements described in **Section 6.06** hereof, and which shall fairly present the financial condition and results of operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries as of, and for the month ended on, the date thereof and which shall properly reflect all liabilities incurred by Saint Mary's and the Saint Mary's Controlled Subsidiaries since the date of the Financial Statements described in **Section 6.06**. The last such updated financial statements to be delivered shall be as of and for the month ended on the day prior to the Closing Date. Additionally, Saint Mary's shall deliver to NE-RHM a copy of the audited financial statements of Saint Mary's and each Saint Mary's Controlled Subsidiary for the fiscal year ending September 30, 2015, within five (5) days of their completion.

**Section 8.06 Employment Matters.**

(a) Subject to NE-RHM's and Trinity Health's due diligence review, (i) all active employees of Saint Mary's and the Saint Mary's Controlled Subsidiaries as of the Effective Date

(the “**Saint Mary’s Employees**”) will retain their current employment pursuant to terms and conditions substantially similar to the terms and conditions of such employees’ employment immediately prior to the Effective Date, and (ii) all current employment policies, commitments and benefit plans of Saint Mary’s and the Saint Mary’s Controlled Subsidiaries will remain in effect after the Effective Date until the same are amended, modified, replaced or terminated. The employment of the Saint Mary’s Employees will continue to be at-will following the Effective Date and NE-RHM or a Saint Mary’s Controlled Subsidiary (with the consent of NE-RHM) shall have the authority to make changes regarding the terms or conditions of employment of the Saint Mary’s Employees consistent with the business needs of NE-RHM.

(b) As soon as reasonably practicable, the Saint Mary’s Employees shall be provided benefits comparable to those provided to other similarly situated employees of NE-RHM. Service credit will be granted to the Saint Mary’s Employees under NE-RHM or Trinity Health, as the case may be, employee benefit plans or programs including, but not limited to, any retirement, 403(b), 401(k), profit sharing, health and welfare (other than any post-employment health or post-employment welfare plan eligibility), life, disability, vacation or paid time-off, severance and similar plans of NE-RHM or of Trinity Health, as the case may be, in which the Saint Mary’s Employees are eligible to participate after the Effective Date for their continuous employment with Saint Mary’s or a Saint Mary’s Controlled Subsidiary from their most recent hire date by Saint Mary’s or a Saint Mary’s Controlled Subsidiary through the Effective Date for purposes of (i) satisfying any and all eligibility and participation requirements under such plans; (ii) determining the vested status of the Saint Mary’s Employees under such plans; and (iii) determining the amount and duration of any benefits under such plans to the extent that service or seniority is a consideration in calculating benefits, but no credit for any service will be required that would result in a duplication of benefits, such as pension or retirement benefits, or an accrual of such a benefit for a period of time prior to the Effective Date. Notwithstanding the foregoing, such service credit will be granted only to the extent service with NE-RHM or Trinity Health is recognized under any such plan, program, policy or arrangement, and will not be granted to the extent such service is prior to a specific date before which service would not have been credited for employees of Trinity Health. In addition, such service credit will be provided only to the extent that Saint Mary’s provides to Trinity Health comprehensive and complete records of such prior service that includes the duration of service and the hours worked.

(c) No provision of this **Section 8.06** shall be treated as an amendment to any Saint Mary’s Benefit Plan or any employee benefit plan, program, policy, arrangement or agreement of Trinity Health. Notwithstanding anything else contained in this **Section 8.06**, the Parties do not intend for this **Section 8.06**, or any term, provision, condition or agreement contained herein, to amend any plans or arrangements or create any rights or obligations except as between the Parties to this Agreement and no provisions of this Agreement shall constitute such an amendment to any plan or arrangement, whether directly, by implication or impliedly, or by interpretation thereof, and no past, present or future director, owner, employee or other service provider (or such Person’s spouse, dependent or beneficiary) will be treated as a third-party beneficiary of this Agreement.

### **Section 8.07 Insurance.**

(a) From and after the date hereof through: (i) the end of the statute of limitations period applicable to an insurable claim in the case of a “claims made” policy, and (ii) the Effective Date for an “occurrence-based” policy, Saint Mary’s, on behalf of itself and each Saint Mary’s Controlled Subsidiary, shall at its expense maintain or caused to be maintained in effect policies of insurance (together with evidence of paid premiums with respect to such binders) providing substantially the same coverage as in effect on the date hereof as listed on **Schedule 6.25** which insure potential liability of Saint Mary’s and the Saint Mary’s Controlled Subsidiaries arising from the conduct of their business operations for any acts, omissions, events, claims or occurrences arising out of or otherwise related thereto prior to the Effective Date, including, without limitation, any general liability insurance policies. In the event that Saint Mary’s or an applicable Saint Mary’s Controlled Subsidiary does not replace or maintain a policy that is a “claims-made” policy, Saint Mary’s will or cause the applicable Saint Mary’s Controlled Subsidiary to negotiate an extended reporting period for a period of not less than the end of the applicable statute of limitations period or six (6) years, whichever is greater, following the Effective Date.

(b) Saint Mary’s shall or shall cause the applicable Saint Mary’s Controlled Subsidiaries to, as promptly as possible, notify such carriers of any claims affecting such policies.

(c) If any of the policies of insurance described in **Schedule 6.25** are due to expire or renew prior to the Closing Date, Saint Mary’s will provide the binder of insurance that demonstrates that the policy terms and conditions have not been changed, and that the full premium has been paid, and Trinity Health shall have the right to review these policies prior to the Closing Date. Additionally, Saint Mary’s will or cause the applicable Saint Mary’s Controlled Subsidiary to obtain and provide tail insurance for any policy that is on a claims-made basis and provide Trinity Health with evidence of such tail insurance.

(d) For any and all insurance policies described in **Schedule 6.25** with a provision that may cause a policy to be cancelled or go into automatic “run-off” (e.g., management liability such as directors and officers, fiduciary, employment practices, and cyber) due to a change in control of ownership, Saint Mary’s will provide evidence that tail, either through endorsement to an existing policy or under a separate policy affording the same terms and conditions that were in place prior to the Closing, has been purchased for a minimum of six (6) years. Such binder and evidence of payment for this tail will be presented to Trinity Health prior to the Closing Date.

### **Section 8.08 Title and Survey Matters.**

(a) Prior to the Closing Date, Saint Mary’s shall obtain a current title commitment (the “**Title Commitment**”) issued by a national title insurance company selected by Saint Mary’s but acceptable to NE-RHM (the “**Title Company**”), together with legible copies of all exceptions to title referenced therein, with respect to the Owned Real Property listed in **Schedule 8.08(a)** (the “**Insured Real Property**”). The Title Commitment shall contain the express commitment of the Title Company to issue a standard form ALTA Owner’s Title Policy (each a “**Title Policy**”) in an amount equal to the allocated value of the Insured Real Property, insuring good and marketable fee simple title to such Insured Real Property with the standard printed exceptions deleted in

accordance with **Section 8.08(c)** below. Saint Mary's shall promptly upon receipt provide a copy of the Title Commitment and, upon request, each exception document to NE-RHM.

(b) NE-RHM may, at its expense, obtain current as built surveys of any parcels of Insured Real Property (each a "Survey"), as it elects. NE-RHM shall promptly upon its receipt furnish a copy of any Survey to Saint Mary's and to the Title Company. NE-RHM shall, with respect to each Insured Real Property, have forty-five (45) days after receipt of both the Title Commitment and copies of all documents constituting exceptions to title to such Insured Real Property and the Survey of such Insured Real Property to review such Title Commitment and Survey (each, the "**Review Period**"). If NE-RHM objects to any matters (other than Permitted Encumbrances) in the Title Commitment or Survey of the applicable Insured Real Property, NE-RHM shall notify Saint Mary's in writing prior to the expiration of the applicable Review Period. In the event NE-RHM objects to such matters contained in any Title Commitment or Survey, then Saint Mary's shall either (i) cure or cause such objections to be cured, or (ii) within fifteen (15) days following NE-RHM's notification to Saint Mary's of its objection regarding such Insured Real Property, inform NE-RHM that it is unwilling or unable to cure some or all of such objections. If Saint Mary's is unable or unwilling to cure such matters, then NE-RHM may either (A) consummate the transaction contemplated by this Agreement, in which event such uncured matters to which NE-RHM has objected shall be deemed to constitute Permitted Encumbrances, or (B) terminate this Agreement, but only if the uncured matters have a material adverse effect on (1) the ownership or value of the Insured Real Property, taken as a whole, or (2) the continued use and operation of the Insured Real Property, taken as a whole, following the Closing for the same purposes as used and operated prior to Closing. Notwithstanding the foregoing, the procurement by Saint Mary's of affirmative insurance coverage insuring that an exception to title reflected in the Existing Title Policies provided to NE-RHM does not materially interfere with the use or operation of the premises for its intended or current use or operation shall cause such exception to be deemed a Permitted Encumbrance.

(c) On or before the Closing Date, Saint Mary's shall cause the Title Company to issue a pro forma Title Policy (or marked Title Commitment) for the Insured Real Property. If any such pro forma or marked Title Commitment contains exceptions to title in addition to the Permitted Encumbrances for such Insured Real Property, and such additional exceptions have a material adverse effect on (1) the ownership or value of the Insured Real Property, taken as a whole, or (2) the continued use and operation of the Insured Real Property, taken as a whole, following the Closing for the same purposes as used and operated prior to Closing, then NE-RHM shall have fifteen (15) days after receipt of such pro forma or marked Title Commitment, as applicable, to object in writing to such additional exceptions, and the process set forth in the last three (3) sentences of **Section 8.08(b)** shall be followed with respect to such additional exceptions. The Title Policy, if issued, shall be issued on a standard form ALTA Owner's Title Policy with the standard printed exceptions deleted (other than the standard printed exceptions that can be removed by the Title Company based only upon an accurate survey of the property, unless NE-RHM provides the survey required by the Title Company to remove such standard printed exceptions), providing insurance in an amount equal to the allocated value of the Insured Real Property and shall insure good and marketable fee simple title to the Insured Real Property subject only to Permitted Encumbrances. At Closing, Saint Mary's shall pay the premiums for the Title Policies.

(d) NE-RHM also shall exercise good faith efforts to notify Saint Mary's within 45 days of the Signature Date of any objections that it has to related to any exceptions to title reflected in the Existing Title Policies that Saint Mary's has made available to NE-RHM as of the Signature Date as part of NE-RHM's due diligence review.

**Section 8.09 Transfer Taxes.** All transfer or similar taxes (including any penalties and interest) and recording fees of any type incurred in connection with the transfer of the Owned Real Property pursuant to this Agreement, if any, and the other Transaction Documents shall be paid in accordance with state law and practice.

**Section 8.10 Public Announcements.** Unless otherwise required by applicable Law (based upon the reasonable advice of counsel), no Party to this Agreement shall make any public announcements in respect of this Agreement or the transaction contemplated hereby or otherwise communicate with any news media without the prior written consent of the other Party (which consent shall not be unreasonably withheld or delayed), and the Parties shall cooperate as to the timing and contents of any such announcement.

**Section 8.11 Confidentiality.**

(a) **"Confidential Information"** means all confidential and proprietary information, including data, documents, agreements, files and other materials, whether disclosed orally or disclosed or accessed in written, electronic or other form or media, and whether or not marked, designated or otherwise identified as "confidential," which is obtained from or disclosed by either Party (a **"Disclosing Party"**) or its Representatives to the other Party (a **"Recipient"**) and its Representatives in connection with this Agreement and the transaction contemplated by this Agreement, including information relating to any Saint Mary's Benefit Plan. The term Confidential Information includes, without limitation, all Confidential Information, as such term is defined in the Confidentiality Agreement, exchanged between the Parties pursuant to the Confidentiality Agreement. The term **"Confidential Information"** does not include information that: (i) at the time of disclosure or thereafter is generally available to and known by the public (other than as a result of its disclosure directly or indirectly by the Recipient or its Representatives in violation of this Agreement); (ii) was available to the Recipient from a source other than the Disclosing Party or its Representatives, provided that such source, to the Recipient's knowledge after reasonable inquiry, is not and was not bound by a confidentiality agreement with the Disclosing Party; or (iii) has been independently acquired or developed by the Recipient without violating any of its obligations under this Agreement or the Confidentiality Agreement.

(b) The Recipient shall keep the Confidential Information strictly confidential and shall not use the Confidential Information for any purpose other than to consummate the transaction contemplated by this Agreement. The Recipient shall not disclose or permit its Representatives to disclose any Confidential Information except: (i) as permitted by this Agreement, (ii) if required by Law, but only in accordance with **Section 8.11(d)**, or (iii) to its Representatives, to the extent necessary to permit such Representatives to assist the Recipient in consummating the transaction contemplated by this Agreement; provided, that the Recipient shall require each such Representative to be bound by the terms of this Agreement to the same extent as if they were parties hereto and the Recipient shall be responsible for any breach of this Agreement by any of its Representatives.



(c) Except for such disclosure as is necessary not to be in violation of any applicable Law, Governmental Order or other similar requirement of any Governmental Authority, or except as otherwise permitted by this Agreement, the Recipient shall not, and shall not permit any of its Representatives to, without the prior written consent of the Disclosing Party, disclose to any person: (i) the fact that the Confidential Information has been made available to it or that it has received or inspected any portion of the Confidential Information, (ii) the existence or contents of this Agreement, (iii) the fact that investigations, discussions or negotiations are taking or have taken place concerning the transaction contemplated by this Agreement, including the status thereof, or (iv) any terms, conditions or other matters relating to the transaction contemplated by this Agreement.

(d) If the Recipient or any of its Representatives is required, in the written opinion of the Recipient's counsel, to disclose any Confidential Information by Law, the Recipient shall (i) take all reasonable steps to preserve the privileged nature and confidentiality of the Confidential Information, including requesting that the Confidential Information not be disclosed to non-Parties or the public; (ii) give the Disclosing Party prompt prior written notice of such request or requirement so that the Disclosing Party may seek, at its sole cost and expense, an appropriate protective order or other remedy; and (iii) cooperate with the Disclosing Party, at the Disclosing Party's sole cost and expense, to obtain such protective order. In the event that such protective order or other remedy is not obtained, the Recipient (or such other persons to whom such request is directed) will furnish only that portion of the Confidential Information which, on the advice of the Recipient's counsel, is legally required to be disclosed and, upon the Disclosing Party's request, use its best efforts to obtain assurances that confidential treatment will be accorded to such information.

(e) Following the termination of this Agreement, both Parties will, as soon as reasonably practicable, (i) return or destroy or cause to be returned or destroyed all documents or other materials furnished by one Party to the other constituting Confidential Information, together with all copies and summaries thereof in the possession or under control of the Recipient or its Representatives, and (ii) destroy materials generated by the Recipient and its Representatives that include or refer to any part of Confidential Information in the possession or control of the Recipient or its Representatives. Notwithstanding the above, both Parties may retain one (1) copy of the Confidential Information and related summaries and analyses in their secure files solely for retention purposes. The Recipient and its Representatives shall continue to be bound by their obligations of confidentiality and other obligations hereunder.

(f) To the extent that any Confidential Information includes materials subject to the attorney-client privilege, none of the Company or the Disclosing Party is waiving, and shall not be deemed to have waived or diminished, its attorney work-product protections, attorney-client privileges or similar protections and privileges as a result of disclosing any Confidential Information (including Confidential Information related to pending or threatened litigation) to the Recipient or any of its Representatives.

(g) This Agreement sets forth the entire agreement regarding the Confidential Information, and supersedes the Confidentiality Agreement, which is hereby terminated in its entirety. If this Agreement is, for any reason, terminated prior to the Closing, the provisions of this **Section 8.11** shall nonetheless continue in full force and effect.

**Section 8.12 Updated Disclosure Schedules.** Not later than ten (10) business days prior to the Closing Date, Saint Mary's and NE-RHM/Trinity Health shall disclose to each other in writing any updates, supplements, or modifications to the Disclosure Schedules for which they are responsible for under this Agreement such that the Disclosure Schedules are current through that date. Saint Mary's and NE-RHM/Trinity Health shall further update such Disclosure Schedules so that they are current through the Closing Date and are reasonably acceptable to NE-RHM/Trinity Health and Saint Mary's, as applicable.

**Section 8.13 Further Assurances.** Following the Closing, each of the Parties hereto shall, and shall cause their respective Affiliates to, execute and deliver such additional documents, instruments, conveyances and assurances and take such further actions as may be reasonably required to carry out the provisions hereof and give effect to the transaction contemplated by this Agreement and the other Transaction Documents.

**Section 8.14 No Shop.** The Parties agree that, for the period commencing upon the execution of this Agreement and ending on the effective date of any termination of this Agreement, neither Saint Mary's nor its officers, directors, employees, or agents will, directly or indirectly: (a) solicit or initiate, directly or indirectly, or encourage submission of any inquiries, proposals or offers from any potential acquirors relating to a merger, reorganization, recapitalization, consolidation or other similar transaction of Saint Mary's or any disposition of the assets or membership interest of Saint Mary's, or any part thereof; or (b) participate in any discussions or negotiations regarding, or furnish to, any Person and information with respect to the merger, consolidation, reorganization, recapitalization or similar transaction of Saint Mary's or any disposition of the assets or membership interest of Saint Mary's, or any part thereof. Saint Mary's shall immediately notify NE-RHM and Trinity Health of any contact between Saint Mary's, its officers, directors, employees or agents, and any other Person regarding any such offer, proposal or related inquiry which proposal or inquiry are received by Saint Mary's after the execution of this Agreement and prior to the Effective Date.

## ARTICLE IX CONDITIONS TO CLOSING

**Section 9.01 Conditions to Obligations of NE-RHM and Trinity Health.** The obligations of NE-RHM and Trinity Health to consummate the transaction contemplated by this Agreement shall be subject to the fulfillment or NE-RHM's and Trinity Health's waiver, at or prior to the Closing, of each of the following conditions:

- (a) The transaction by which Trinity Health will become the corporate member of NE-RHM shall have been completed;
- (b) The representations and warranties set forth in **Article VI** are true, accurate and complete in all material respects as of the Closing Date; provided, however, that any representation containing a materiality limitation must be true, accurate and complete in all respects as of the Closing Date;

(c) All of the covenants and obligations that Saint Mary's is required to perform or to comply with pursuant to this Agreement at or prior to the Closing Date must have been duly performed and complied with in all material respects;

(d) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to Saint Mary's, nor shall any event or events have occurred that, individually or in the aggregate, with or without the lapse of time, could be reasonably expected to result in a Material Adverse Effect with respect to Saint Mary's;

(e) Saint Mary's shall have executed and delivered to NE-RHM and Trinity Health all of the documents, agreements, certificates and deliverables required to be executed or delivered by Saint Mary's pursuant to **Section 5.02**;

(f) All corporate approvals necessary to effectuate this Agreement and the transaction contemplated by this Agreement have been obtained by Saint Mary's;

(g) No action or proceeding before a court or any other governmental agency or body shall have been instituted or threatened to restrain or prohibit the transaction contemplated by this Agreement, and no Governmental Authority shall have taken any other action or made any request of either Trinity Health or Saint Mary's as a result of which Trinity Health reasonably and in good faith deems it inadvisable to proceed with the transaction;

(h) Neither Saint Mary's nor any Saint Mary's Controlled Subsidiary shall (i) be in receivership or dissolution, (ii) have made any assignment for the benefit of creditors, (iii) have admitted inability to pay debts as they mature, (iv) have been adjudicated insolvent or bankrupt, or (v) have filed a petition in voluntary bankruptcy, a petition or answer seeking reorganization, or an arrangement with creditors under the federal bankruptcy Law or any other similar Law or statute of the United States or any state, nor shall any such petition have been filed against Saint Mary's or any Saint Mary's Controlled Subsidiary;

(i) The filings of the Parties pursuant to the HSR Act, if any, shall have been made and the applicable waiting period and any extensions thereof shall have expired or been terminated;

(j) All material consents, waivers and estoppels of any third parties or Government Authorities which are reasonably necessary, in the opinion of NE-RHM and Trinity Health, to effectively complete the transaction contemplated by this Agreement or to operate Saint Mary's and the Saint Mary's Controlled Subsidiaries in the ordinary course of business subsequent to the Closing Date, including all CONs, shall have been obtained or otherwise mutually addressed by NE-RHM, Trinity Health and Saint Mary's pursuant to a separate agreement;

(k) NE-RHM, Trinity Health and Saint Mary's shall have received documentation, assurances, or other satisfactory evidence from all Governmental Authorities that, upon the Effective Date, all Permits required by Law to operate the licensed components of Saint Mary's and the Saint Mary's Controlled Subsidiaries will have been received by NE-RHM or will continue without interruption in the name of NE-RHM or in the names in which the licenses are currently issued without further action on the part of NE-RHM;

(l) NE-RHM and Trinity Health shall have received documentation, assurances, or other satisfactory evidence that the Medicare and Medicaid certifications of the Saint Mary's Providers and the Joint Ventures will continue without interruption as of and after the Effective Date and that the facilities and operations of Saint Mary's and the Saint Mary's Controlled Subsidiaries that are providers in the Government Programs as of the Signature Date shall continue to participate as providers in and be eligible to continue to receive reimbursement from the Government Programs as of and after the Effective Date;

(m) All canonical approvals for Saint Mary's to consummate the transaction contemplated by this Agreement shall have been received; and

(n) Saint Mary's shall have furnished NE-RHM and Trinity Health with:

(i) complete and accurate copies of the Disclosure Schedules for which Saint Mary's is responsible under this Agreement current as of the Closing Date that are reasonably acceptable to NE-RHM and Trinity Health; provided, however, (1) NE-RHM and Trinity Health shall exercise good faith efforts to notify Saint Mary's of any objections to the Disclosure Schedules provided as of the Signature Date by Saint Mary's, and (2) all such Disclosure Schedules and any new Disclosure Schedules or updates to the Disclosure Schedules shall be deemed reasonably acceptable to NE-RHM and Trinity Health unless one or more matters disclosed on such Disclosure Schedules constitutes a Material Adverse Effect;

(ii) custody of the corporate record book and all records of Saint Mary's and the Saint Mary's Controlled Subsidiaries;

(iii) custody of all Contracts of Saint Mary's and the Saint Mary's Controlled Subsidiaries;

(iv) custody of all keys, security codes and entry cards, and other items of information necessary to gain access to and occupy the Real Property in the normal course;

(v) certificates signed by the authorized officers of the Saint Mary's, reasonably satisfactory in form and substance to NE-RHM, certifying that (a) each covenant and agreement to be performed by Saint Mary's prior to or as of the Closing Date has been performed, and (b) as of the Closing Date, all of the representations and warranties by or on behalf of the Saint Mary's contained in this Agreement are true, accurate and complete in all material respects, subject to the qualification set forth in subsection (a) above; and

(vi) such other customary instruments of transfer, assumption, filings or documents, in form and substance reasonably satisfactory to NE-RHM and Trinity Health, as may be required to give effect to this Agreement.

**Section 9.02 Conditions Precedent to Obligations of Saint Mary's.** The obligations of Saint Mary's to consummate the transaction contemplated by this Agreement shall be subject to the fulfillment or Saint Mary's' waiver, at or prior to the Closing, of each of the following conditions:

(a) The transaction by which Trinity Health will become the corporate member of NE-RHM shall have been completed;

(b) The representations and warranties set forth in **Article VII** are true, accurate and complete in all material respects as of the Closing Date; provided, however, that any representation containing a materiality limitation must be true, accurate and complete in all respects as of the Closing Date;

(c) All of the covenants and obligations that NE-RHM and Trinity Health are required to perform or to comply with pursuant to this Agreement at or prior to the Closing Date must have been duly performed and complied with in all material respects;

(d) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to NE-RHM or Trinity Health, as the case may be, nor shall any event or events have occurred that, individually or in the aggregate, with or without the lapse of time, could be reasonably expected to result in a Material Adverse Effect with respect to NE-RHM or Trinity Health as the case may be;

(e) NE-RHM and Trinity Health shall have executed and delivered to Saint Mary's all of the documents, agreements, certificates and deliverables required to be executed or delivered by them pursuant to **Section 5.02**;

(f) All corporate approvals necessary to effectuate this Agreement and the transaction contemplated by this Agreement have been obtained by NE-RHM and Trinity Health;

(g) No action or proceeding before a court or any other governmental agency or body shall have been instituted or threatened to restrain or prohibit the transaction contemplated by this Agreement, and no Governmental Authority shall have taken any other action or made any request of either NE-RHM or Saint Mary's as a result of which Saint Mary's reasonably and in good faith deems it inadvisable to proceed with the transaction;

(h) Neither Trinity Health nor NE-RHM shall (i) be in receivership or dissolution, (ii) have made any assignment for the benefit of creditors, (iii) have admitted inability to pay debts as they mature, (iv) have been adjudicated insolvent or bankrupt, or (v) have filed a petition in voluntary bankruptcy, a petition or answer seeking reorganization, or an arrangement with creditors under the federal bankruptcy Law or any other similar Law or statute of the United States or any state, nor shall any such petition have been filed against NE-RHM or Trinity Health;

(i) The filings of the Parties pursuant to the HSR Act, if any, shall have been made and the applicable waiting period and any extensions thereof shall have expired or been terminated;

(j) All material consents, waivers and estoppels of any third parties which are reasonably necessary, in the opinion of Saint Mary's, to effectively complete the transaction contemplated by this Agreement, including without limitation all CONs and other required approvals of Governmental Authorities, shall have been obtained or otherwise mutually addressed by Saint Mary's, NE-RHM and Trinity Health pursuant to a separate agreement;

(k) NE-RHM, Trinity Health and Saint Mary's shall have received documentation, assurances, or other satisfactory evidence from all Governmental Authorities that, upon the Effective Date, all Permits required by Law to operate the licensed components of Saint Mary's and the Saint Mary's Controlled Subsidiaries will have been received by NE-RHM or will continue without interruption in the name of NE-RHM or in the names in which the licenses are currently issued without further action on the part of NE-RHM;

(l) All canonical approvals for Saint Mary's to consummate the transaction contemplated by this Agreement shall have been received;

(m) The Wable Employment Agreement shall have been fully executed and delivered; and

(n) NE-RHM and Trinity Health shall have furnished Saint Mary's with:

(i) complete and accurate copies of the Disclosure Schedules for which they are responsible under this Agreement current as of the Closing Date; provided, however, (1) Saint Mary's shall exercise good faith efforts to notify NE-RHM and Trinity Health of any objections to the Disclosure Schedules provided as of the Signature Date by NE-RHM and Trinity Health to Saint Mary's, and (2) all such Disclosure Schedules and any new Disclosure Schedules or updates to the Disclosure Schedules shall be deemed reasonably acceptable to Saint Mary's unless one or more matters disclosed on such Disclosure Schedules constitutes a Material Adverse Effect with respect to NE-RHM;

(ii) certificates signed by authorized officers of NE-RHM and Trinity Health, reasonably satisfactory in form and substance to Saint Mary's, certifying that (a) each covenant and agreement to be performed by NE-RHM and Trinity Health prior to or as of the Closing Date has been performed, and (b) as of the Closing Date, all of the representations and warranties by or on behalf of NE-RHM and Trinity Health contained in this Agreement are true, accurate and complete in all material respects, subject to the qualification set forth in subsection (a) above; and

(iii) such other customary instruments of transfer, assumption, filings or documents, in form and substance reasonably satisfactory to Saint Mary's, as may be required to give effect to this Agreement.

## ARTICLE X TERMINATION

**Section 10.01 Termination.** This Agreement may be terminated at any time prior to the Closing:

(a) by the mutual written consent of Saint Mary's, NE-RHM and Trinity Health;

(b) by NE-RHM or Trinity Health by written notice to Saint Mary's if:

(i) Neither NE-RHM nor Trinity Health is then in material breach of any provision of this Agreement and there has been a material breach, inaccuracy in or failure to

perform any representation, warranty, covenant or agreement made by Saint Mary's pursuant to this Agreement that would give rise to the failure of any of the conditions specified in **Article IX** and such breach, inaccuracy or failure cannot be cured by Saint Mary's by December 31, 2016; or

(ii) any of the conditions set forth in **Section 9.01** shall not have been fulfilled by December 31, 2016, unless such failure shall be due to the failure of NE-RHM or Trinity Health to perform or comply with any of the covenants, agreements or conditions hereof to be performed or complied with by it prior to the Closing;

(c) by Saint Mary's by written notice to NE-RHM and Trinity Health if:

(i) Saint Mary's is not then in material breach of any provision of this Agreement and there has been a material breach, inaccuracy in or failure to perform any representation, warranty, covenant or agreement made by NE-RHM or Trinity Health pursuant to this Agreement that would give rise to the failure of any of the conditions specified in **Article IX** and such breach, inaccuracy or failure cannot be cured by NE-RHM or Trinity Health, as the case may be, by December 31, 2016; or

(ii) any of the conditions set forth in **Section 9.02** shall not have been fulfilled by December 31, 2016, unless such failure shall be due to the failure of Saint Mary's to perform or comply with any of the covenants, agreements or conditions hereof to be performed or complied with by it prior to the Closing; or

(d) by NE-RHM, Trinity Health or Saint Mary's in the event that:

(i) there shall be any Law that makes consummation of the transaction contemplated by this Agreement illegal or otherwise prohibited; or

(ii) any Governmental Authority shall have issued a Governmental Order restraining or enjoining the transaction contemplated by this Agreement, and such Governmental Order shall have become final and non-appealable; or

(iii) the transaction by which Trinity Health will become the corporate member of NE-RHM is not completed by January 1, 2016.

**Section 10.02 Effect of Termination.** In the event of the termination of this Agreement in accordance with this Article, this Agreement shall forthwith become void and there shall be no liability on the part of any Party hereto except:

(a) as set forth in this **Article X**, **Section 8.11** and **Article XI** hereof; and

(b) that nothing herein shall relieve any Party hereto from liability for any breach of any provision hereof.

**ARTICLE XI  
MISCELLANEOUS**

**Section 11.01 Survival.** None of the representations and warranties contained herein shall survive the Closing, except for any instances of fraud or intentional misrepresentation. None of the covenants or other agreements contained in this Agreement shall survive the Effective Date other than those which by their terms contemplate performance after the Effective Date, and each such surviving covenant and agreement shall survive the Effective Date for the period contemplated by its terms. Notwithstanding the foregoing, any claims asserted in good faith with reasonable specificity (to the extent known at such time) and in writing by notice from the non-breaching Party to the breaching Party prior to the expiration date of the applicable survival period shall not thereafter be barred by the expiration of such survival period and such claims shall survive until finally resolved.

**Section 11.02 Expenses.** Except as otherwise expressly provided herein (including **Section 8.09** hereof), all costs and expenses, including, without limitation, fees and disbursements of counsel, financial advisors and accountants, incurred in connection with this Agreement and the transaction contemplated hereby shall be paid by the Party incurring such costs and expenses, whether or not the Closing shall have occurred. Notwithstanding the foregoing, Saint Mary's and NE-RHM agree to split equally the filing fees incurred by Saint Mary's and NE-RHM in connection with (i) any filings or submissions under the HSR Act; (ii) obtaining all CONs necessary to transfer ownership of the Saint Mary's Providers and the Joint Ventures, and (iii) obtaining all Permits required by Law to operate the licensed components of Saint Mary's and the Saint Mary's Controlled Subsidiaries following the Effective Date.

**Section 11.03 Notices.** All notices, requests, consents, claims, demands, waivers and other communications hereunder shall be in writing and shall be deemed to have been given (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail of a PDF document (with confirmation of transmission) if sent during normal business hours of the recipient, and on the next business day if sent after normal business hours of the recipient or (d) on the third day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid. Such communications must be sent to the respective Parties at the following addresses (or at such other address for a Party as shall be specified in a notice given in accordance with this **Section 11.03**):

If to Saint Mary's  
Saint Mary's Health System  
56 Franklin Street  
Waterbury, Connecticut 06706  
Attn: President and Chief Executive  
Officer

With a copy to:  
Robert J. Anthony, Esq.  
Brown Rudnick LLP  
185 Asylum Street, 38th Floor



Hartford, Connecticut 06103

If to NE-RHM:

Saint Francis Care, Inc.  
 Attention: President and CEO  
 114 Woodland Street  
 Hartford, Connecticut 06105

With a copy to:

Saint Francis Care, Inc.  
 Attention: General Counsel  
 114 Woodland Street  
 Hartford, Connecticut 06105

If to Trinity Health:

President and CEO  
 Trinity Health  
 20555 Victor Parkway  
 Livonia, MI 48152

With a copy to:

General Counsel  
 Trinity Health  
 20555 Victor Pkwy  
 Livonia, MI 48152

**Section 11.04 Interpretation.** For purposes of this Agreement, (a) the words “include,” “includes” and “including” shall be deemed to be followed by the words “without limitation”; (b) the word “or” is not exclusive; and (c) the words “herein,” “hereof,” “hereby,” “hereto” and “hereunder” refer to this Agreement as a whole. Unless the context otherwise requires, references herein: (a) to Articles, Sections, Disclosure Schedules and Exhibits mean the Articles and Sections of, and Disclosure Schedules and Exhibits attached to, this Agreement; (b) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof and (c) to a statute means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder. This Agreement shall be construed without regard to any presumption or rule requiring construction or interpretation against the Party drafting an instrument or causing any instrument to be drafted. The Disclosure Schedules and Exhibits referred to herein shall be construed with, and as an integral part of, this Agreement to the same extent as if they were set forth verbatim herein.

**Section 11.05 Headings.** The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

**Section 11.06 Severability.** If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable

such term or provision in any other jurisdiction. Upon such determination that any term or other provision is invalid, illegal or unenforceable, the Parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the Parties as closely as possible in a mutually acceptable manner in order that the transaction contemplated hereby be consummated as originally contemplated to the greatest extent possible.

**Section 11.07 Entire Agreement.** This Agreement and the other Transaction Documents constitute the sole and entire agreement of the Parties to this Agreement with respect to the subject matter contained herein and therein, and supersede all prior and contemporaneous representations, warranties, understandings and agreements, both written and oral, with respect to such subject matter. In the event of any inconsistency between the statements in the body of this Agreement and those in the other Transaction Documents, the Exhibits and Disclosure Schedules (other than an exception expressly set forth as such in the Disclosure Schedules), the statements in the body of this Agreement will control.

**Section 11.08 Successors and Assigns.** This Agreement shall be binding upon and shall inure to the benefit of the Parties hereto and their respective successors and permitted assigns. No Party may assign its rights or obligations hereunder without the prior written consent of the other Parties, which consent shall not be unreasonably withheld or delayed. No assignment shall relieve the assigning Party of any of its obligations hereunder.

**Section 11.09 No Third Party Beneficiaries.** This Agreement is for the sole benefit of the Parties hereto and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other Person or entity any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this Agreement.

**Section 11.10 Amendment and Modification; Waiver.** This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each Party hereto. No waiver by any Party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the Party so waiving. No waiver by any Party shall operate or be construed as a waiver in respect of any failure, breach or default not expressly identified by such written waiver, whether of a similar or different character, and whether occurring before or after that waiver. No failure to exercise, or delay in exercising, any right, remedy, power or privilege arising from this Agreement shall operate or be construed as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege.

**Section 11.11 Governing Law; Submission to Jurisdiction.** This Agreement shall be governed by and construed in accordance with the internal laws of the State of Connecticut without giving effect to any choice or conflict of Law provision or rule (whether of the State of Connecticut or any other jurisdiction) that would cause the application of Laws of any jurisdiction other than those of the State of Connecticut. The Parties to this Agreement irrevocably agree and consent to the exclusive jurisdiction of the courts of the State of Connecticut and the federal courts of the United States, sitting in the State of Connecticut for the adjudication of any matters arising under or in connection with this Agreement.

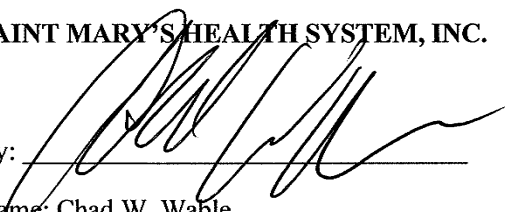
**Section 11.12 Specific Performance.** The Parties agree that irreparable damage would occur if any provision of this Agreement were not performed in accordance with the terms hereof and that the Parties shall be entitled to specific performance of the terms hereof, in addition to any other remedy to which they are entitled at Law or in equity.

**Section 11.13 Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

**SIGNATURE PAGE FOLLOWS**

IN WITNESS WHEREOF, and intending to be legally bound, each of the Parties hereto has caused this Agreement to be executed as of the Signature Date.

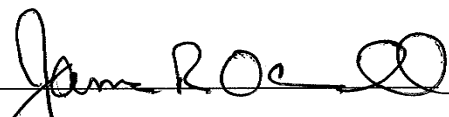
**SAINT MARY'S HEALTH SYSTEM, INC.**

By: 

Name: Chad W. Wable

Title: President and Chief Executive Officer

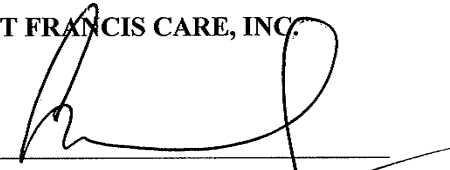
**TRINITY HEALTH CORPORATION**

By: 

Name: James R. O'Connell

Title: Executive Vice President

**SAINT FRANCIS CARE, INC.**

By: 

Name: Christopher M. Dadlez

Title: President and Chief Executive Officer

**EXHIBITS AND DISCLOSURE SCHEDULES TO  
MEMBERSHIP TRANSFER AGREEMENT**

**by and among**

**TRINITY HEALTH CORPORATION**

**and**

**SAINT MARY'S HEALTH SYSTEM, INC. and  
SAINT MARY'S HOSPITAL, INC.**

**Dated as of September 18, 2015**

**EXHIBITS**

- Exhibit A.....Saint Mary’s Exempt Subsidiaries
- Exhibit B.....Saint Mary’s Controlled Subsidiaries
- Exhibit C.....Trinity Health System Authority Matrix
- Exhibit D.....SMH Amended and Restated Certificate of  
Incorporation and Amended and Restated  
Bylaws

**EXHIBIT A**

**SAINT MARY'S EXEMPT SUBSIDIARIES**

Saint Mary's Hospital, Inc.

Saint Mary's Hospital Foundation, Inc.

**EXHIBIT B**

**SAINT MARY'S CONTROLLED SUBSIDIARIES**

Saint Mary's Hospital, Inc.

Saint Mary's Physician Partners, LLC

Saint Mary's Indemnity Company, LLC

Franklin Medical Group, P.C.

Diagnostic Imaging of Southbury, LLC

Naugatuck Valley MRI, LLC



**EXHIBIT C**

**TRINITY HEALTH SYSTEM AUTHORITY MATRIX**

See attached

June 25, 2015

## TRINITY HEALTH System Authority Matrix

This Authority Matrix summarizes a number of important activities that might be taken by an entity within the Trinity Health System and the corresponding actions or approvals that must be taken before proceeding with such activity. Many of these actions are delegations from the Board of Trinity Health to management, to Committees of the Board of Directors of Trinity Health and to governance of entities affiliated with Trinity Health. Trinity Health has adopted the following Operating Principles which apply to these delegations:

**Unity:** We act as a unified system, recognizing the interdependency of all its parts in fulfillment of its mission and vision while promoting the strength of our ministries serving our unique communities.

**Excellence:** We seek to continually innovate and improve our performance excellence and to add value by leveraging our skill and scale.

**Simplicity and Clarity:** Local, regional and system office leadership work in partnership to make decisions in a timely and collaborative manner that takes into account the variety of interests being affected.

**Accountability:** We are flexible in shaping roles, responsibilities and accountabilities at all leadership levels of the organization.

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

**Entities:**

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

Regional Health Ministries or RHM means a first tier (direct) subsidiary, affiliate or operating division of Trinity Health that maintains a governing body that has day to day management oversight of a designated portion of the Trinity Health System within a geographical market. A list of RHMs is set forth Exhibit A to this Matrix.

Group 1 RHM means an RHM which had a minimum total operating revenue of \$300 million in the previous fiscal year or an RHM that has been selected by management for inclusion in Group 1 RHMs based on operational objectives.

Group 2 RHM means an RHM which is not a Group 1 RHM.

Second Tier Subsidiaries means subsidiaries and affiliates of Ministries.

**Actions:**

Approve means to have ultimate authority over an action. Approval includes the authority to adopt, accept, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the Trinity Health System. Some actions required approval at more than one level. Final approval authority is exercised by the highest level independently of any recommendation or participation actions. If more than one entity has Approval authority, the matter may be initiated and approved by the highest level of Approval authority when permitted by law.

Participate means a timely, meaningful, collaborative and consultative process among interested parties to inform the decision under consideration.

Ratify means to confirm and adopt the act of another even if it was not approved beforehand. It also means final decision making authority, but without the power to initiate or change a recommendation.

Recommend means to review and present a matter for approval by another entity in the Trinity Health System. Recommending authority does not limit the right of the approving entity to initiate an action without a recommendation.

**Other:**

Governing documents are documents which establish and describe an entity, including the purposes, the powers reserved to the members or shareholders, and which set forth the rights of partners or joint owners relative to each other. Governing documents include documents

filed with the state (such as articles or certificates of incorporation), bylaws (whether a corporation or an unincorporated division which has its own governing body), operating agreements and partnership agreements.

Key Bylaws Provisions are variations from the standard Governing Documents that concern any of the following: (a) the Ministry name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the Ministry and powers exercisable by CHM; (c) the identity of, reserved powers exercisable by and other matters pertaining to Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Ministry Board of Directors. All other variations are not Key Bylaw Provisions.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
<b>I</b>	<b>Statements of Identity</b>					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
<b>II</b>	<b>Governing Documents</b>					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II c	Governing Documents of Second Tier Subsidiary which operates licensed healthcare facilities consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governance Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
<b>III</b>	<b>Appointments and Removals</b>					
III a	Appointment or removal of CHM Members (which comprise the Trinity Health Board of Directors)					Approve
III b	Appointment or removal of Trinity Health Board Chair				Approve	Ratify
III c	Appointment or removal of Ministry Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
<b>IV</b>	<b>Strategy</b>					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and MHM Strategic Plans	Recommend	Approve	Participate		



Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V	<b>Finance Matters</b>				
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval as required by Canon Law
V b	Group II RHM and MHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval as required by Canon Law
V c	Additional Debt and System Five Year Plan of Finance		Recommends	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM or MHM is financially obligated	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
V j	Auditor Selection (Trinity Health System and separate audits)			Recommend	Approve (upon recommendation by the Audit Committee)	
V k	Annual Trinity Health System Audit			Recommend	Approve (upon recommendation by the Audit Committee)	
<b>VI</b>	<b>New Organizations and Major Transactions</b>					
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve

Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation, creation, transfer, sale of all assets)	Recommend	Approve	Approve	Approve as related to Sponsorship obligations
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI f	Formation or acquisition of an entity in which Trinity Health will be the sole parent			Recommend	Approve	Approve as related to Sponsorship obligations
VI g	Joint venture or other enterprise affecting ownership of a Group I RHM or NHM	Recommend	Approve	Recommend	Approve	Approve as related to Sponsorship obligations
VI h	Joint venture or other enterprise affecting ownership of a Group II RHM or MHM	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	<b>People Centered Care</b>					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the People Centered Care Committee	

Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Approves	Approves		
VII c	Annual review of Trinity Health System Quality and Safety		Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Approves	Recommends	Receive Report	

**EXHIBIT A**

**MINISTRIES**

**Based on the FY 2014 Income Statement**

**REGIONAL HEALTH MINISTRIES (RHMs) – GROUP I**

- Holy Cross Health (Maryland)
- Holy Cross Hospital (Florida)
- Loyola University Health System (Illinois)
- Mercy Health (Michigan)
- Mercy Health Services – Iowa (Iowa)
- Mercy Health System of Southeastern Pennsylvania (Pennsylvania)
- Mount Carmel Health System (Ohio)
- Our Lady of Lourdes Health Care Services (New Jersey)
- Saint Agnes Medical Center (California)
- Saint Alphonsus Health System (Idaho)
- Saint Joseph Mercy Health System (Michigan)
- Saint Joseph Regional Medical Center (Indiana)
- Sisters of Providence Health System (Massachusetts)
- St. Mary Medical Center (Pennsylvania)
- St. Mary's Health Care System (Georgia)
- St. Peter's Health Partners (New York)

**REGIONAL HEALTH MINISTRIES (RHMs) – GROUP II**

- Mercy Health System of Chicago (Illinois)
- Saint James Mercy Health System (New York)
- Saint Michael's Medical Center (New Jersey)
- St. Francis Hospital (Delaware)
- St. Francis Medical Center (New Jersey)

**NATIONAL HEALTH MINISTRIES (NHMs)**

- Trinity Home Health Services (multi-state)
- Trinity Senior Living Communities (multi-state)
- Trinity PACE

**MISSION HEALTH MINISTRIES (MHMs)**

- Allegany Franciscan Ministries (Florida)
- Global Health Ministry (Pennsylvania)
- Mercy Medical (Alabama)
- Pittsburgh Mercy Health System (Pennsylvania)
- Saint Joseph's Health System (Georgia)

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.



**EXHIBIT D**

**SAINT MARY'S HOSPITAL, INC. AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION AND AMENDED AND RESTATED BYLAWS**

**[SEE ATTACHED]**

**Restated Certificate of Incorporation of Saint Mary's Hospital, Inc.**

A Connecticut Nonstock Corporation

1. The present name of the Corporation is Saint Mary's Hospital, Inc., which was incorporated on April 11, 1907.
2. This Restated Certificate of Incorporation integrates and amends the previous Certificate of Incorporation and is executed pursuant to the provisions of the Connecticut Nonstock Corporation Act (the "Act"), as amended.
3. The text of the Restated Certificate of Incorporation is as follows:

**ARTICLE I**

**Name**

The name of the Corporation is Saint Mary's Hospital, Inc.

**ARTICLE II**

**Definitions**

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Corporation” shall mean Saint Mary’s Hospital, Inc., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Saint Francis Care, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

### ARTICLE III

#### Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To carry out the purposes of Saint Francis Care, Inc., a Connecticut nonstock corporation, or its successor, which is the Member of the Corporation, and to further the apostolate of Catholic Health Ministries on

behalf of and as an integral part of the Roman Catholic Church in the United States;

- B. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Trinity Health and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs in several states, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, operation of senior residences, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services;
- C. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
- D. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- E. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- F. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- G. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this

Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;

- H. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
- I. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

**ARTICLE IV**  
**Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

## ARTICLE V

### Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Saint Francis Care, Inc., a Connecticut nonstock corporation.

## ARTICLE VI

### Registered Office and Resident Agent

The address of the Corporation's registered office is \_\_\_\_\_. The resident agent of the Corporation is \_\_\_\_\_. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

## ARTICLE VII

### Membership

Saint Francis Care, Inc., a Connecticut nonstock corporation ("Member") is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member and Trinity Health under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member and Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member and Trinity Health:

- a. As reserved to the Member:
  - (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
  - (b) Appoint and remove members of the Corporation's Board of Directors;
  - (c) Appoint and remove the President of the Corporation;
  - (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;

- (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
- (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (i) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
- (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

b. As reserved to Trinity Health:

- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (e) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (h) Appoint and remove the independent fiscal auditor of the Corporation;
- (i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable



law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

- (j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business.

## ARTICLE VIII

### Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a

member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. **Justifiable Reliance.** In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- d. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 5. **Consideration of Factors.** In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 6. **Presumption.** Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation.

Section 7. **Personal Liability of Director.** No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

## **ARTICLE IX**

### **Dissolution**

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

## **ARTICLE X**

### **Effective Date of This Restated Certificate of Incorporation**

This Restated Certificate of Incorporation is effective as \_\_\_\_\_, 201\_.

BYLAWS  
OF  
SAINT MARY'S HOSPITAL, INC.  
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: \_\_\_\_\_, 201\_

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## ARTICLE I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Control” or “Ownership” will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

The terms “Controlled,” “Controlling,” “Owned” or “Owning” shall be subsumed within the definitions of “Control” or “Ownership.”

“Corporation” shall mean Saint Mary’s Hospital, Inc., a Connecticut nonstock corporation.

“Governance Documents” means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

“Key Bylaws Provisions” shall refer to sections of these Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Member and Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

“Member” shall refer to Saint Francis Care, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

“Operating Unit” shall have the definition set forth in Section 5.04 of these Bylaws.

“Regional Health Ministry” or “RHM” is an Affiliate or operating division within the Health System that maintains a governing body that has day to day management oversight of a designated portion of the Health System, subject to certain authorities that are reserved to Trinity Health. RHMs may be based on a geographical market or dedicated to a service line or business.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, a copy of which is attached and incorporated into these Bylaws as Exhibit A, and as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.



## **Article II. PURPOSES**

### **Section 2.01 Purposes**

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

### **Section 2.02 Catholic Identity**

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the Ethical and Religious Directives for Catholic Health Care Services as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

### **Section 2.03 Mission Statement**

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

*"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."*

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

### **Section 2.04 Alienation of Property**

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

## **ARTICLE III. MEMBER**

### **Section 3.01 Sole Member**

The sole member of the Corporation is Saint Francis Care, Inc., a Connecticut nonstock corporation, or its successors or assigns.

### Section 3.02 Member Authority

The following actions shall be reserved exclusively to the Member of the Corporation. Subject to the reserved powers of Trinity Health, the Member may initiate and implement any proposal with respect to any of the following, or if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approvals and other actions shall have been taken by the Member and Trinity Health, as required pursuant to the Corporation's Governance Documents:

- (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
- (b) Appoint and remove members of the Corporation's Board of Directors;
- (c) Appoint and remove the President of the Corporation;
- (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
- (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
- (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (i) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

### **Section 3.03 Reserved Powers of Trinity Health**

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(e) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(h) Appoint and remove the independent fiscal auditor of the Corporation;

(i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in accordance to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

(j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in Sections 3.02 and 3.03 of these Bylaws, or (iii) transfers in the ordinary course of business.

#### **Section 3.04 Meetings of the Member**

Meetings of the Member shall be held at the principal office of the Member or as otherwise provided in the bylaws of the Member at such time and date determined in accordance with the bylaws of the Member. Notice of meetings of the Member shall be given in accordance with the bylaws of the Member.

## ARTICLE IV. BOARD OF DIRECTORS

### Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Approve the Medical/Dental staff credentials for the hospital facilities owned and operated by the Corporation;
- (c) Oversee the Corporation's relationship with the Medical/Dental staff as contemplated in Article V of these Bylaws;
- (d) Adopt, amend, or repeal the Medical/Dental staff bylaws;
- (e) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (f) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (g) Conduct an annual review of the Corporation's quality and safety performance; and
- (h) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

### Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve ex officio with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the

Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation (who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

#### **Section 4.03 Term**

Directors shall serve a three-year term, or such shorter term as may be determined by the Member in order to achieve continuity in board composition. Ex officio members of the Board of Directors shall cease to be Directors upon the termination of their service in the office resulting in their ex officio service on the Board of Directors. Other than ex officio members, no Directors may serve for more than nine (9) consecutive years, unless appointed to complete the unexpired term of another Director, in which case a Director may serve for up to ten (10) consecutive years. Former Directors are eligible for reappointment after a one-year absence from service.

#### **Section 4.04 Annual Meeting of the Board of Directors**

An annual meeting of the Board of Directors shall be held at any time during the last six months of the calendar year for the purpose of the appointment of officers and the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The meeting notice shall specify the date, time and place of the meeting. Presence at any such meeting shall be deemed to be waiver of notice of said meeting.

#### **Section 4.05 Regular Meetings and Notice**

Regular meetings of the Board of Directors shall be held as determined by the Board but no less frequently than quarterly at such time, place and date as determined from time to time by the Board of Directors. An agenda, indicating items requiring a vote of the members of the Board of Directors, together with copies of reports, statements and other supporting information shall be mailed by the Chief Executive Officer prior to meetings. No notice of regular meetings shall be required other than the resolution setting the time, place and date of the meeting.

#### **Section 4.06 Special Meetings and Notice**

Special meetings of the Board may be called by or at the request of the Chair, by written request of any two (2) members of the Board, or by the Member. The special meeting shall be held within five (5) days after receipt of such request. Notice of the special meeting shall be given in writing, personally, by telephone, electronic transmission or by facsimile transmission at least forty-eight (48) hours prior to the special meeting. The notice of any special meeting shall state the purpose for which it is called. No other business shall be transacted at the special meeting except for that business stated in the notice.

**Section 4.07 Waiver of Notice**

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

**Section 4.08 Quorum and Valid Director Action**

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

**Section 4.09 Written Consents**

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

**Section 4.10 Communication Equipment**

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 4.11 Resignation**

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

**Section 4.12 Removal**

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

#### **Section 4.13 Periodic Performance Review**

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

### **ARTICLE V. MEDICAL/DENTAL STAFF**

#### **Section 5.01 Medical/Dental Staff Bylaws**

The Medical/Dental staff of the hospital operated by the Corporation shall be organized pursuant to the bylaws of the Medical/Dental staff. The bylaws shall (i) describe the organization of the medical staff, (ii) describe the qualifications and criteria for Medical/Dental staff appointment and privilege determinations, (iii) state the duties and privileges of each category of the Medical/Dental staff, (iv) include procedures for recommendations by the Medical/Dental staff on the appointment of members of the Medical/Dental staff, the delineation of their staff privileges and the initiation of corrective action taken against any member, and (v) state the requirements for completion and documentation of patient histories and physical exams. The Medical/Dental staff bylaws also shall contain procedures for the resolution of disputes that may arise regarding the granting, denial or limitation of staff privileges or corrective action taken against any member of the Medical/Dental staff, including a hearing and appeal process and the circumstances in which such hearing/appeal rights will be made available. Bylaws, rules, regulations, and policies of the Medical/Dental staff may be proposed and adopted by the Medical/Dental staff of the hospital (or other health care provider that has a Medical/Dental staff), but the bylaws, rules, regulations, policies, and amendments thereto shall not become effective until approved by the Corporation's Board of Directors.

The Board of Directors shall have final responsibility for (i) appointment and reappointment of the members of the Medical/Dental staff and delineation of their staff privileges; (ii) taking such corrective action relating to Medical/Dental staff members as it deems appropriate; (iii) ratifying the selection of Medical/Dental staff officers made by the Medical/Dental staff; (iv) ratifying the selection of heads of the departments of the Medical/Dental staff; (v) reviewing and monitoring the quality improvement programs developed by the Medical/Dental staff; and (vi) determining which categories of practitioners are eligible for appointment to the Medical/Dental Staff. The Medical/Dental staff bylaws are not deemed to be a contract and are not intended to create contractual rights or responsibilities. The Board of Directors reserves the authority to take any direct action with respect to any Medical/Dental staff appointee action it deems to be in the best interests of the hospital operated by the Corporation, whether initiated by the Medical/Dental staff or not, and the decision of the Board shall be final.

#### **Section 5.02 Medical/Dental Staff of Operating Units**

The powers described in this Article V may be delegated to the governing body of an unincorporated operating division of governance and management of the Corporation



("Operating Unit") where such Operating Unit governing body is responsible for the operation of a hospital under applicable state law or standards of accrediting agencies. Such delegation may be accomplished by resolution or by setting forth the powers and duties of such governing body in the bylaws of the Operating Unit.

## **ARTICLE VI. COMMITTEES**

### **Section 6.01 Committees**

The Executive Committee of the Board of Directors and such other committees as state law may require shall be standing committees of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees. Those other committees shall serve at the pleasure of the Board. The Corporation shall not have a separate audit committee as matters related to the audit of the Corporation's finances are consolidated at the Trinity Health level. The Board shall establish the purpose, composition, term and other operating matters relative to each such other committee. Each committee shall keep minutes in some manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

### **Section 6.02 Executive Committee**

There shall be an Executive Committee, consisting of the Chair of the Board, who shall serve as chair of the Executive Committee, the Chief Executive Officer, and at least two (2) other Directors selected by vote of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Executive Committee shall meet on the call of the Chair or President. Except as otherwise provided by resolution of the Board or as limited by law, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned from time to time by the Board. The Executive Committee shall report on its actions at the next meeting of the Board and such actions shall be subject to revision and alteration of the Board; provided, however, that the rights of third parties shall not be affected by any such revision or alteration.

### **Section 6.03 Service on Committees**

The committees shall establish rules and regulations for meetings and shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees (except the Executive Committee) shall be appointed for one (1) year by the Chair of the Board of Directors as soon as possible after the annual meeting of the Board. Members of the committees shall serve on their respective

committees through the next annual meeting or until their successors are appointed. The Chair of the Board shall fill vacancies on committees (except the Executive Committee) and appointees shall serve through the next annual meeting. The President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

#### **Section 6.04 Quorum, Meetings, Rules and Procedures**

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

#### **Section 6.05 Committee Composition**

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

### **ARTICLE VII. OFFICERS**

#### **Section 7.01 Officers**

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

#### **Section 7.02 Appointment and Election of Officers**

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The

Chair shall serve a term of one (1) year and may be elected for a total of three (3) consecutive complete one year terms. The Chair, Treasurer and Secretary of the Corporation shall be elected at the annual meeting of the Directors by the Board of Directors. The Directors and Secretary need not be members of the Board.

**Section 7.03 Vacancies**

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the officer so appointed or elected shall hold office until a successor is chosen and qualified.

**Section 7.04 Chair**

The Chair shall preside at the Board meetings and shall be an ex-officio voting member of all committees.

**Section 7.05 President**

The President shall have general and active management responsibility for the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the policies of the Member are carried into effect, consistent with the Mission and Core Values of the Corporation. The President shall be responsible for the appointment, evaluation, compensation and removal of the respective executive officers of those corporations of which the Corporation is the member or other controlling shareholder or owner. The President shall be a voting ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

**Section 7.06 Secretary**

The Secretary of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

**Section 7.07 Treasurer**

The Treasurer of the Corporation shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Treasurer shall further perform such other duties incident to his or her office as the Board of Directors may from time to time determine. The Treasurer may delegate any of the functions, powers, duties, and responsibilities to any agent or employee of the Corporation. In the event of such

delegation, the Treasurer shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

## **ARTICLE VIII. INDEMNIFICATION AND STANDARD OF CARE**

### **Section 8.01 Indemnification**

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

### **Section 8.02 Insurance**

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

### **Section 8.03 Standard of Care**

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

**Section 8.04 Justifiable Reliance**

In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

**Section 8.05 Consideration of Factors**

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, the Member and Trinity Health, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation, the Member and Trinity Health are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

**Section 8.06 Presumption**

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation, the Member and Trinity Health.

**Section 8.07 Personal Liability of Directors**

No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

**ARTICLE IX. SUBSIDIARIES AND VOLUNTARY HOSPITAL SERVICE ORGANIZATIONS**

**Section 9.01 Authority**

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

**Section 9.02 Voluntary Hospital Service Organizations**

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

**ARTICLE X. OPERATING UNITS**

**Section 10.01 Authority**

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

**Article XI. MISCELLANEOUS**

**Section 11.01 Fiscal Year**

The fiscal year of the Corporation shall end on the 30<sup>th</sup> day of September of each year and shall begin on the 1<sup>st</sup> day of October of each year.

**Section 11.02 Required Records**

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time

required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

### **Section 11.03 Confidentiality**

Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

### **Section 11.04 Conflict of Interest**

Each of the Corporation's officers and members of the Board shall at all times act in a manner that furthers the Corporation's charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the Corporation's community benefit purposes. The Corporation's officers and members of the Board shall fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. Conflicts of interest shall be resolved in accordance with the Corporation's conflict of interest policy. The Corporation and all its officers and members of the Board shall comply with any policies of the Corporation and Trinity Health regarding conflicts of interest, as well as the requirements of applicable state law regarding such conflicts, and shall complete any and all disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

## **ARTICLE XII. AMENDMENT AND REVIEW**

### **Section 12.01 Amendment**

These Bylaws may be amended only in accordance with Article III of these Bylaws.

### **Section 12.02 Periodic Review**

These Bylaws shall be reviewed periodically by the Board of Directors and any recommended revisions shall be forwarded to the Member and Trinity Health for action.

EXHIBIT A  
System Authority Matrix



### **DISCLOSURE SCHEDULE**

This Disclosure Schedule (this "Disclosure Schedule") is being delivered pursuant to the terms of that certain Membership Transfer Agreement (the "Agreement"), dated as of September 18, 2015, by and among Trinity Health Corporation, an Indiana nonprofit corporation ("Trinity Health"), Saint Francis Care, Inc., a Connecticut nonstock corporation ("NE-RHM"), and Saint Mary's Health System, Inc. ("SMHS") and Saint Mary's Hospital, Inc. ("SMH"), both Connecticut nonstock corporations (collectively, "Saint Mary's"). The substitution of NE-RHM for the Archbishop of Hartford as the sole member of Saint Mary's and the other transactions contemplated by the Agreement are referred to collectively in this Disclosure Schedule as the "Transaction."

Capitalized terms used in this Disclosure Schedule and not otherwise defined herein shall have the respective meaning ascribed thereto in the Agreement. Any headings herein are included for convenience of reference only and shall be ignored in the construction and interpretation hereof. Any summary of or reference to a written document in this Disclosure Schedule shall be deemed to refer to the version of such document in the form that it has been made available to NE-RHM and Trinity Health via the electronic data room set up for this transaction at <https://datasite.merrillcorp.com>.

## DISCLOSURE SCHEDULES

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Schedule 1B .....	Knowledge of NE-RHM
Schedule 1C .....	Knowledge of Trinity Health
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Schedule 3.02 .....	Board of Directors and Officers of RHM
Schedule 6.04 .....	Conflicts/Consents
Schedule 6.05 .....	Organizational Chart
Schedule 6.08 .....	Absence of Certain Changes, Events and Conditions
Schedule 6.09(a) .....	Contracts of Saint Mary's and the Saint Mary's Controlled Subsidiaries
Schedule 6.09(c) .....	Material Contracts
Schedule 6.10 .....	Permitted Encumbrances
Schedule 6.12(a) .....	Owned Real Property/Encumbrances
Schedule 6.12(b) .....	Leased Real Property
Schedule 6.14(a) .....	Legal Proceedings
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Schedule 6.19 .....	Breach Notifications
Schedule 6.22(a) .....	Employee Benefit Plans
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Schedule 6.22(e) .....	Church Plans
Schedule 6.22(f) .....	Employee Welfare Benefit Plans
Schedule 6.22(g) .....	Agreements with Employees, Etc.
Schedule 6.22(h) .....	Prohibited Transactions
Schedule 6.22(k) .....	Nonqualified Deferred Compensation Plans
Schedule 6.23 .....	Collective Bargaining Agreements; Threats of Strike, Slowdown, etc.

Schedule 6.24 .....Tax Returns, Tax Payments  
Schedule 6.25 .....Insurance Policies  
Schedule 7.04 .....Conflicts/Consents  
Schedule 7.08(a) .....Compliance with Laws  
Schedule 7.09(a) .....Government Program Survey Reports  
Schedule 7.09(b) .....Reimbursement Claims  
Schedule 7.12 .....Breach Notification  
Schedule 8.08(a) .....Owned Real Property

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## DISCLOSURE SCHEDULES

Schedule 1A _____	Knowledge of Saint Mary's
Schedule 1B _____	Knowledge of NE-RHM
Schedule 1C _____	Knowledge of Trinity Health
Schedule 3.02 _____	Board of Directors of NE-RHM - Saint Mary's Members
Schedule 6.04 _____	Conflicts/Consents
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Schedule 6.16(a) _____	Medicare - Plans of Correction
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Schedule 6.19 _____	HIPAA - Breach Notifications
Schedule 6.20 _____	Affiliate Transactions
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Schedule 6.22(c) _____	Employee Pension Benefit Plan Liability
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Schedule 6.22(g) _____	Effect of Execution and Consummation of Agreement on Saint Mary's Benefit Plans
Schedule 6.23 _____	Employment Matters

Schedule 6.24	_____	Taxes
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Schedule 7.08(a)	_____	Compliance with Laws - NE-RHM
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Schedule 7.12	_____	HIPAA - Breach Notifications - NE-RHM
Schedule 8.08(a)	_____	Insured Real Property

**Schedule 1A**

**Knowledge of Saint Mary's**

1. Chad Wable, CEO
2. Ralph Becker, CFO
3. Chip Flynn, COO
4. Steve Schneider, MD, Chief Medical Officer, President of Franklin Medical Group

**Schedule 1B**

**Knowledge of NE-RHM**

1. Christopher M. Dadlez, President and CEO
2. John Rodis, Executive Vice President and COO
3. David Bittner, Senior Vice President of Finance, CFO
4. Janeanne C. Lubin-Szafranski, Vice President and General Counsel
5. Jennifer S. Schneider, Vice President of Finance



**Schedule 1C**

**Knowledge of Trinity Health**

1. James R. O'Connell, Executive Vice President
2. Paul Neumann, Executive Vice President and General Counsel
3. Benjamin Carter, Executive Vice President and CFO
4. Michael Holper, Senior Vice President

**Schedule 2.01**

**SMH Board Members**

**The initial members of the SMH Board will be identified by the Parties prior to the Closing Date**

**Schedule 3.02**

**Board of Directors of NE-RHM - Saint Mary's Members**

**To be identified by Parties prior to the Closing Date**

**Schedule 6.04**

**Conflicts/Consents**

(a) None.

(b)

OHCA CON Order, Docket No. 08-31202. Condition 2(b) to the Order provides that the Heart Center's CON authorization will become invalid and therefore null and void if, "any changes in the ownership or control of one or both of the legal entities, [Saint Mary's Hospital or the Waterbury Hospital]" occur. Saint Mary's and Waterbury Hospital are in the process of filing a CON Modification requesting that OHCA vacate Condition 2(b).

(c)(i)

- (1) Waterbury Hospital pursuant to Members' Agreement among Saint Mary's Hospital, the Waterbury Hospital, and the Harold Leever Regional Cancer Center, Inc., dated May 17, 1999, the Members' Agreement among St. Mary's Hospital, the Waterbury Hospital, and Waterbury Area Heart Center, Inc., dated December 22, 2003, and the bylaws of both Harold Leever and the Heart Center.
- (2) Operating Agreement of Naugatuck Valley MRI, LLC, dated January 26, 2015
- (3) Connecticut Department of Social Services Health Care Financing - Provider Enrollment Agreement, dated 3/12/09, between CT DSS and Saint Mary's Hospital. Re-enrollment requires notification
- (4) Craneware License and Service Agreement, dated 4/29/13, between Craneware plc and Saint Mary's Hospital. Assignment, which includes change of ownership, requires consent.
- (5) McKesson Premier Member Letter of Participation, dated 12/16/13, between McKesson and Saint Mary's Health System, Inc. Notice required on change of ownership.
- (6) The following consents, approvals, Permits, Governmental Orders, declaration and filings with, or notices to the following Governmental Authorities may be required by or with respect to Saint Mary's Hospital or the Saint Mary's Controlled Subsidiaries in connection with the execution and delivery of the Agreement and the other Transaction Documents and the consummation of the transaction contemplated hereby and thereby:
  - a. Roman Catholic Archdiocese of Hartford
  - b. Holy See, Roman Catholic Church
  - c. State of Connecticut Office of Healthcare Access
  - d. Office of the Attorney General of the State of Connecticut
  - e. Federal Trade Commission
- (7) Consent may be required with respect to Diagnostic Imaging of Southbury, LLC

(c)(ii) None.

(c)(iii) None.

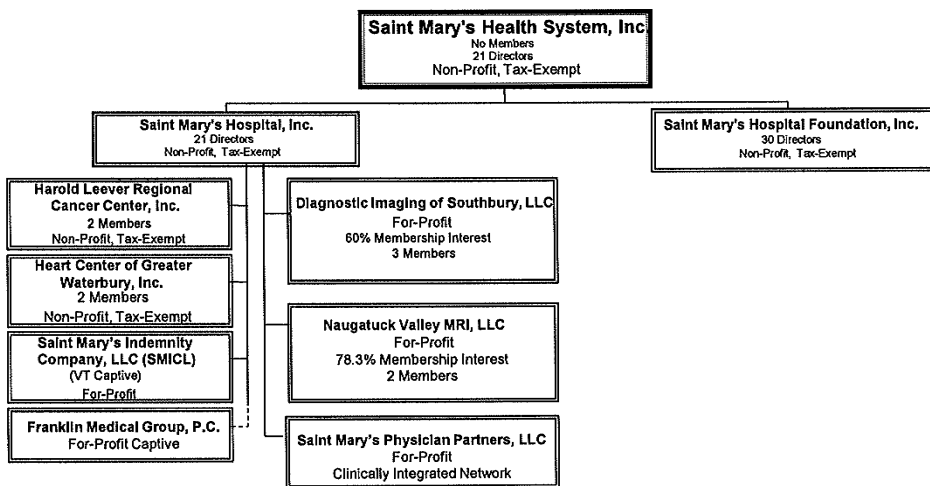
(c)(iv) None.

(c)(v)

1. Master Service Agreement, dated 1/5/09, between Connecticut Children's Medical Center and Saint Mary's Hospital, Inc.

Schedule 6.05

**Organizational Chart**



August 2015

**Schedule 6.07****Undisclosed Liabilities**

1. Amended and Restated Commercial Revolving Note, dated August 16, 2010, in favor of Webster Bank, National Association for the principal sum of \$5,000,000
2. Amended and Restated Commercial Loan Agreement, dated March 11, 2015 by and between Webster Bank, National Association and Saint Mary's Hospital, Inc.
3. Asset Pledge, Security and Control Agreement dated August 16, 2010 by and among Webster Bank, National Association and Saint Mary's Hospital, Inc.
4. Church Plan Exemption: The Internal Revenue Service issued a Private Letter Ruling ("PLR") to Saint Mary's Hospital Corporation dated March 18, 1993, in which it concluded that the Pension Plan for Employees of St. Mary's Hospital Corporation ("Pension Plan") was a church plan within the meaning of Internal Revenue Code ("Code") Section 414(e). No irrevocable and affirmative election has previously been made pursuant to Code Section 410(d) to make such otherwise exempt church plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to the additional plan qualification requirements set forth in Treasury Regulations Section 1.401(d)-1 and in other related Code provisions. However, a request for a Department of Labor opinion that the Pension Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Pension Plan is determined to be subject to ERISA, it would result in significant liability.

Effective in 1997 Saint Mary's established a defined contribution retirement plan for its eligible participants, which is known as the St. Mary's Hospital Retirement Savings Plan ("Savings Plan"), and which contains a Code Section 401(k) component. Although the Savings Plan has been operated as a church plan that is exempt from Title I of ERISA, a request for an IRS PLR that the Savings Plan is a church plan within the meaning of Code Section 414(e) has not be requested. In addition, a request for a Department of Labor opinion that the Savings Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Savings Plan is determined to be subject to ERISA, it could likely result in a significant liability.

**Schedule 6.08****Absence of Certain Changes, Events, Conditions**

6.08(a):

Church Plan Exemption: The Internal Revenue Service issued a Private Letter Ruling (“PLR”) to Saint Mary’s Hospital Corporation dated March 18, 1993, in which it concluded that the Pension Plan for Employees of St. Mary’s Hospital Corporation (“Pension Plan”) was a church plan within the meaning of Internal Revenue Code (“Code”) Section 414(e). No irrevocable and affirmative election has previously been made pursuant to Code Section 410(d) to make such otherwise exempt church plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and to the additional plan qualification requirements set forth in Treasury Regulations Section 1.401(d)-1 and in other related Code provisions. However, a request for a Department of Labor opinion that the Pension Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Pension Plan is determined to be subject to ERISA, it would result in significant liability.

Effective in 1997 Saint Mary's established a defined contribution retirement plan for its eligible participants, which is known as the St. Mary’s Hospital Retirement Savings Plan (“Savings Plan”), and which contains a Code Section 401(k) component. Although the Savings Plan has been operated as a church plan that is exempt from Title I of ERISA, a request for an IRS PLR that the Savings Plan is a church plan within the meaning of Code Section 414(e) has not been requested. In addition, a request for a Department of Labor opinion that the Savings Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Savings Plan is determined to be subject to ERISA, it could likely result in a significant liability.

6.08(b):

Saint Mary's is in the process of converting Franklin Medical Group to a Medical Foundation.

6.08(c): None

6.08(d): None

6.08(e): None

6.08(f): None

6.08(g): None

6.08(h): None

6.08(i): None

6.08(j):

An electrical transformer failed in July 2015. Replacement of the transformer itself and associated labor are expected to be greater than \$100,000. Incident has not been submitted to



insurance. Awaiting final invoices from contractor.

6.08(k):

The receivable for \$315k as of June 30, 2015 for CVS retail pharmacy will be written off by end of year. The retail pharmacy program started in April FY15. The program is being discontinued. Approximately \$165k was accrued for expenses associated with these revenues. Those will also be released to income. The net impact to the income statement will be approximately \$150k.

SMH capitalized \$904k worth of fixed asset additions in the month of July. Cath Lab equipment (\$190k) and build out of West Main Urgent Care (\$151k) were included.

6.08(l): None

6.08(m): None

6.08(n): None

6.08(o): None

6.08(p): None

6.08(q): None

6.08(r): None

**Schedule 6.09**

**Material Contracts**

**(i) Each Contract involving aggregate consideration in excess of \$100,000**

See attached.

**(ii) All Contracts that relate to the acquisition of any business, a material amount of equity or assets of any other Person or any real property (whether by merger, sale of stock or equity, sale of assets or otherwise), in each case involving amounts in excess of \$100,000**

1. Asset Purchase Agreement by and among Saint Mary's Hospital, Inc. and Joseph Bowen, M.D., dated June 1, 2014
2. Asset Purchase Agreement by and among Franklin Medical Group, P.C. and Digestive Disease Center of CT, LLC, dated May 23, 2014

**(iii) All Contracts with any Governmental Authority**

1. Student Educational Affiliation Agreement between Waterbury Department of Education and Saint Mary's Hospital, July 27, 2007
2. Provider Enrollment Agreement between Connecticut Department of Social Services and Saint Mary's Hospital, dated March 3, 2009
3. Board of Trustees of Community-Technical Colleges on behalf of Northwestern Connecticut Community College, dated January 3, 2011
4. Student Educational Affiliation Agreement between University of Connecticut, School of Social Work and Saint Mary's Hospital, dated January 17, 2011
5. Personal Service Agreement between State of Connecticut Office of the State Comptroller and Franklin Medical Group, dated October 14, 2011
6. Educational Agreement between the University of Connecticut School of Medicine and Saint Mary's Hospital, dated December 20, 2011
7. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, dated November 7, 2012
8. Personal Service Agreement between State of Connecticut Office of the State Comptroller and Saint Mary's Hospital, dated November 21, 2012
9. In-State Student Affiliation Agreement between University of Connecticut, Department of Allied Health Sciences and Saint Mary's Hospital, dated January 1, 2013
10. In-State Student Affiliation Agreement between University of Connecticut School of Nursing and Saint Mary's Hospital, dated January 2, 2013
11. Child Day Care License between State of Connecticut Department of Public Health and Saint

Mary's Hospital, dated March 20, 2013

12. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, dated March 22, 2013
  13. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, dated May 5, 2013
  14. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, dated June 19, 2013
  15. Purchase of Service Contract between Department of Public Health and Saint Mary's Hospital, dated July 1, 2013
  16. Student Education Affiliation Agreement between Western Connecticut State University and Saint Mary's Hospital, dated September 7, 2013
  17. Contract between Board of Regents for Higher Education on behalf of Gateway Community College and Saint Mary's Hospital, dated October 22, 2013
  18. Student Education Affiliation Agreement between Central Connecticut State University and Saint Mary's Hospital, dated October 28, 2013
  19. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, dated March 4, 2014
  20. Personal Service Agreement between State of Connecticut Office of the State Comptroller and Saint Mary's Hospital, dated February 6, 2015
  21. Contract between Board of Regents for Higher Education on behalf of Naugatuck Valley Community College and Saint Mary's Hospital, Inc., dated February 20, 2015
  22. In-State Student Educational Training Affiliation Agreement between University of Connecticut, Department of Kinesiology and Saint Mary's Hospital, dated May 28, 2015
  23. Agreement between City of Waterbury and Saint Mary's Hospital Child Development Center (pending City signature)
- (iv) **Any Contracts to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party that provide for any joint venture, partnership or similar arrangement**
1. Members' Agreement among Saint Mary's Hospital, the Waterbury Hospital, and the Harold Leever Regional Cancer Center, Inc., dated May 17, 1999.
  2. Members' Agreement among St. Mary's Hospital, the Waterbury Hospital, and Waterbury Area Heart Center, Inc., dated December 22, 2003
  3. Operating Agreement of Southbury Diagnostic Imaging Center, LLC, dated October 7, 1998
  4. Operating Agreement of Naugatuck Valley MRI, LLC, dated January 26, 2015

5. Affiliation Agreement among The Waterbury Hospital and St. Mary's Hospital, dated December 22, 2003

**(v) All Contracts between or among Saint Mary's on the one hand and any Affiliate of Saint Mary's on the other hand**

1. Cardiac Anesthesia Services Agreement between the Heart Center of Greater Waterbury, Inc. and Saint Mary's Hospital Inc., dated October 2007
2. Operating Agreement of Saint Mary's Physician Partners, LLC, dated June 27, 2014
3. Operating Agreement of Saint Mary's Indemnity Company, LLC, dated July 1, 2009
4. Services Agreement by and between the Harold Lee Regional Cancer Center, Inc., and Saint Mary's Hospital, dated October 9, 2002
5. Emergency Department Services Agreement by and between Saint Mary's Hospital and Franklin Medical Group, P.C., dated May 1, 2003
6. Management Services Agreement among Community Radiology Network, LLC, and Diagnostic Imaging of Southbury, LLC, dated January 1, 2003
7. Management Services Agreement among Community Radiology Network, LLC, and Diagnostic Imaging of Southbury, LLC, dated January 1, 2003
8. Cardiology Services Agreement by and between Waterbury Heart Center, Inc., St. Mary's Hospital, and Waterbury Hospital, and Cardiology Associates of Waterbury, P.C., dated November 1, 2004

**(vi) All collective bargaining agreements or Contracts with any union, works council, or labor organization to which SMH or a SMH Controlled Subsidiary is a party**

None.

**(vii) All Contracts relating to indebtedness having an outstanding principal amount of \$100,000**

1. Amended and Restated Commercial Revolving Note, dated August 16, 2010, in favor of Webster Bank, National Association for the principal sum of \$5,000,000
2. Amended and Restated Commercial Loan Agreement, dated March 11, 2015 by and between Webster Bank, National Association and Saint Mary's Hospital, Inc.
3. Asset Pledge, Security and Control Agreement dated August 16, 2010 by and among Webster Bank, National Association and Saint Mary's Hospital, Inc.
4. Master Lease Agreement by and between Saint Mary's Hospital and De Lage Landen Financial Services, Inc., dated December 28, 2009, as amended

## SAINT MARY'S HOSPITAL CONTRACTS

## MASTER COMMERCIAL CONTRACTS

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1002C	Saint Mary's Hospital	Geonetric Technology
1001.1007E	Saint Mary's Hospital	McKesson Corporation
1001.1008E	Saint Mary's Hospital	McKesson Corporation
1001.1009E	Saint Mary's Hospital	McKesson Corporation
1001.1012C	Saint Mary's Hospital	McKesson Corporation
1001.1016C	Saint Mary's Hospital	Medtronic, Inc.
1001.1017C	Saint Mary's Hospital	Medtronic, Inc.
1001.1019C	Saint Mary's Hospital	Quinnipiac University
1001.1024E	Saint Mary's Hospital	Nuance Powerscribe
1001.1025E	Saint Mary's Hospital	Naugatuck Valley Community College
1001.1050C	Saint Mary's Hospital	RelayHealth
1001.1053C	Saint Mary's Hospital	RelayHealth
1001.1054C	Saint Mary's Hospital	Connecticut Hospital Association
1001.1060C	Saint Mary's Hospital	Roche Diagnostics Corporation
1001.1063E	Saint Mary's Hospital	Nuance Communications, Inc.
1001.1064E	Saint Mary's Hospital	McKesson Corporation
1001.1065C	Saint Mary's Hospital	McKesson Technologies, Inc.
1001.1071C	Saint Mary's Hospital	Leidos Health LLC
1001.1083C	Saint Mary's Hospital	Medtronic USA, Inc.
1001.1085C	Saint Mary's Hospital	JVK Operations
1001.1092C	Saint Mary's Hospital	WB Mason
1001.1099C	Saint Mary's Physician Partners, LLC	Naugatuck Valley Women's Health Specialists, PC
1001.1100E	Saint Mary's Hospital	Wellsoft Corporation
1001.1119C	Saint Mary's Hospital	Healthstream, Inc.
1001.1120C	Saint Mary's Hospital	Medtronic USA, Inc.
1001.1121C	Saint Mary's Hospital	Allscripts Healthcare, LLC
1001.1160C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.1161C	Saint Mary's Hospital	Spirit of Women Health Network
1001.1165C	Saint Mary's Hospital	Kronos
1001.1168C	Saint Mary's Hospital	Siemens Healthcare Diagnostics Inc.
1001.1171C	Saint Mary's Hospital	Grainger Industrial Supply
1001.1173C	Saint Mary's Hospital	Anthelio Healthcare Solutions, Inc.
1001.1177C	Saint Mary's Hospital	Truven Health
1001.1178C	Saint Mary's Hospital	Spendadvisor

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1185C	Saint Mary's Hospital	Universal Background Screening
1001.1187C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.1188C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.1189C	Saint Mary's Hospital	Intuitive Surgical, Inc.
1001.1191C	Saint Mary's Hospital	Beckman Coulter
1001.1193C	Saint Mary's Hospital	Draeger Medical, Inc.
1001.1194C	Saint Mary's Hospital	Carl Zeiss Incorporated
1001.1204C	Saint Mary's Hospital	Cross Country Staffing
1001.1221C	Saint Mary's Hospital	Bard Peripheral Vascular, Inc.
1001.1225C	Saint Mary's Hospital	NVMRI
1001.1226C	Saint Mary's Hospital	Edwards Lifesciences LLC
1001.1231C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.1237C	Saint Mary's Hospital	Covidien Sales, LLC
1001.1248C	Saint Mary's Hospital	McKesson Technologies, Inc.
1001.1250C	Saint Mary's Hospital	St. Jude Medical
1001.1274C	Saint Mary's Hospital	PMA Management Corp. of New England
1001.1275C	Saint Mary's Hospital	Neuro Enterprises, LLC
1001.1286C	Saint Mary's Hospital	Baxter Healthcare Corporation
1001.1294C	Saint Mary's Hospital	Covidien
1001.190C	Saint Mary's Hospital	St Jude Medical US Division
1001.204E	Saint Mary's Hospital	Stericycle, Inc.
1001.210C	Saint Mary's Hospital	Craneware, Inc.
1001.216C	Saint Mary's Hospital	University of Connecticut School of Medicine
1001.219C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.228C	Saint Mary's Hospital	Naugatuck Valley Lawn Maintenance, Inc.
1001.235E	Saint Mary's Hospital	School Readiness Grant Program
1001.266E	Saint Mary's Hospital	Connecticut Children's Medical Center
1001.287C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.304E	Saint Mary's Hospital	Stryker
1001.332C	Saint Mary's Hospital	Heart Center of Greater Waterbury, Inc.
1001.354E	Saint Mary's Hospital	Sodexo Operations, LLC
1001.367E	Saint Mary's Hospital	Yale University School of Medicine
1001.393C	Saint Mary's Hospital	3M Health Care Service Center
1001.411C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.418E	Saint Mary's Hospital	TPC Associates, Inc.
1001.420C	Saint Mary's Hospital	Western Connecticut State University
1001.427C	Saint Mary's Hospital	Sodexo Operations, LLC
1001.430C	Saint Mary's Hospital	Yale University School of Medicine

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.433C	Saint Mary's Hospital	Yale University School of Medicine
1001.444C	Saint Mary's Hospital	Northwestern Connecticut Community College
1001.44C	Saint Mary's Hospital	Toshiba America Medical Systems Inc.
1001.44C	Saint Mary's Hospital	Toshiba America Medical Systems Inc.
1001.468C	Saint Mary's Hospital	University of Connecticut, Department of Allied Health Sciences
1001.469C	Saint Mary's Hospital	University of Connecticut School of Nursing
1001.474C	Saint Mary's Hospital	Haemonetics Corporation
1001.47C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.482C	Saint Mary's Hospital	Department of Public Health
1001.489C	Saint Mary's Hospital	Gateway Community College
1001.490C	Saint Mary's Hospital & Health System	Santa Buckley Energy, Inc.
1001.495E	Saint Mary's Hospital	GE Healthcare
1001.519C	Saint Mary's Hospital	University of Connecticut School of Social Work
1001.521C	Saint Mary's Hospital	Department of Social Services
1001.525C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.527E	Saint Mary's Hospital	Connecticut Light and Power Company
1001.541C	Saint Mary's Hospital	Waterbury Department of Education
1001.545C	Saint Mary's Hospital	Healthstream, Inc.
1001.54C	Saint Mary's Hospital	3M Health Care Service Center
1001.590C	Saint Mary's Hospital	bioMerieux, Inc.
1001.592C	Saint Mary's Hospital	American National Red Cross
1001.603C	Saint Mary's Hospital	Unitex Textile Rental Services
1001.608C	Saint Mary's Hospital	City-Wide Delivery Service, Inc.
1001.632C	Saint Mary's Hospital	McKesson Health Solutions, LLC
1001.633E	Saint Mary's Hospital	Otis Elevator Company
1001.653C	Saint Mary's Hospital	Siemens Industry, Inc.
1001.668C	Saint Mary's Hospital	Yale University School of Medicine
1001.676E	Saint Mary's Hospital	SkillSurvey
1001.679C	Saint Mary's Hospital	3M Health Care Service Center
1001.681C	Heart Center of Greater Waterbury	University of Connecticut Health Center Department of Finance
1001.682C	Saint Mary's Hospital	Med3000, Inc.
1001.688C	Saint Mary's Hospital	Yale University School of Medicine
1001.691C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.694C	Saint Mary's Hospital	Healthstream, Inc.
1001.749C	Saint Mary's Hospital	Connecticut Light and Power Company
1001.750C	Saint Mary's Hospital	Connecticut Light and Power Company

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.768C	Saint Mary's Health System	Axiom Group, LLC
1001.783C	Saint Mary's Hospital	Best Practices, Inc.
1001.785C	Saint Mary's Hospital	MedAssets Net Revenue Systems, LLC
1001.786C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.787E	Saint Mary's Hospital	GE Medical Systems
1001.788C	Saint Mary's Hospital	Financial Health Strategies, Inc.
1001.811C	Saint Mary's Hospital	Department of Public Health
1001.814C	Saint Mary's Hospital	Executive Health Resources, Inc. (E.H.R.)
1001.820E	Saint Mary's Hospital	Dell
1001.8221C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.822C	Saint Mary's Hospital	Healthstream, Inc.
1001.825E	Saint Mary's Hospital	Diagnostic Equipment Service Corporation (DESCO)
1001.829C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.840C	Saint Mary's Hospital	University of Connecticut School of Allied Health
1001.852C	Saint Mary's Hospital	Bay State Anesthesia
1001.853C	Saint Mary's Hospital	Department of Public Health
1001.858C	Saint Mary's Hospital	Anthelio Healthcare Solutions, Inc.
1001.860C	Saint Mary's Hospital	Syntrac Cardinal Health
1001.861C	Saint Mary's Hospital	Sunquest Information Systems, Inc.
1001.866C	Saint Mary's Health System	VPNE Parking Solutions, LLC
1001.882C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.883C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.884C	Saint Mary's Hospital	Olympus America, Inc.
1001.886C	Saint Mary's Hospital	Telephone Nurse Triage - Kanagaratnam Jegathesan, MD
1001.890E	Saint Mary's Hospital	Corepoint
1001.891C	Saint Mary's Hospital	Advantage RN
1001.944C	Saint Mary's Hospital	RelayHealth
1001.950C	Saint Mary's Hospital	Xtend Healthcare, LLC
1001.962C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.979C	Saint Mary's Hospital	Yale University School of Medicine
1001.997C	Saint Mary's Health System, Inc.	McKesson Corporation
1002.1048C	Franklin Medical Group, P.C.	Nuance Communications, Inc.
1002.1090C	Franklin Medical Group, P.C.	Digestive Disease Center of CT, LLC
1002.244C	Franklin Medical Group, P.C.	Naugatuck Valley OB-GYN Associates, PC
1002.448C	Franklin Medical Group, P.C.	Department of Public Health
1002.530C	Franklin Medical Group, P.C.	Napiello, Virginia APRN
1002.572E	Franklin Medical Group, P.C.	Microsoft Licensing, GP



CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.888E	Franklin Medical Group, P.C.	Phoenix Internal Medicine Associates, LLC
1002.958C	Franklin Medical Group, P.C.	VENDOR INCORRECTLY LABELED ON LIST AS: University of Connecticut Health Center Department of Finance. CORRECT VENDOR is Night Nurse, Inc.
1002.959C	Franklin Medical Group, P.C.	Thames Records Management
1002.967C	Franklin Medical Group, P.C.	City-Wide Delivery Service, Inc.
1002.974C	Franklin Medical Group, P.C.	Intuitive Surgical, Inc.
1010.946C	Saint Mary's Hospital	Healthstream, Inc.
1010.966C	Saint Mary's Hospital	Healogics Wound Care & Hyperbaric Services, Inc.
1010.968C	Saint Mary's Hospital	Commerce Bank
1010.978C	Saint Mary's Hospital	Central Connecticut State University
1010.984E	Saint Mary's Hospital	Alliance Healthcare Services
1010.985C	Saint Mary's Hospital	Jackson & Coker Permanent, LLC

**NON-PROVIDER LEASES**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
2005.445C	Saint Mary's Hospital, Inc.	Union Square Southbury, LLC (Landlord)
2005.445C	Saint Mary's Hospital, Inc.	Associated Physicians of Southbury, P.C. (Subtenant)
2005.762C	Saint Mary's Hospital, Inc.	146 Highland Associates, LLC (Landlord)
2005.934E	Saint Mary's Hospital, Inc.	1981 East Main Street, LLC (Landlord)
2005.934E	Saint Mary's Hospital, Inc. (Sublandlord)	Inwelligent Healthcare, Inc. (Subtenant)
2007.104C	Saint Mary's Hospital, Inc.	Scovill Commons Partners, LLC (Landlord)
2007.1186E	Saint Mary's Hospital, Inc.	Subway Real Estate Corp. (Tenant)
2007.1227C	Saint Mary's Hospital, Inc.	Northwest CT Public Safety Communications Center Inc. (Tenant)
2007.245C	Saint Mary's Hospital Corporation	Spectrum Square, LLC (Landlord)
2007.273E	Saint Mary's Hospital, Inc.	Fraydun Enterprises, LLC (Landlord)
2007.285E	Saint Mary's Hospital, Inc.	Fraydun Enterprises, LLC (Landlord)
2007.330E	Saint Mary's Hospital, Inc.	500 Chase Parkway Condominium Association, Inc. (Landlord)
2007.345C	Saint Mary's Hospital, Inc.	Paolo Mappelli, M.D. (Landlord)
2007.509E	Saint Mary's Hospital Corporation	Scovill Commons Partners, LLC (Landlord)
2007.760C	Saint Mary's Hospital	JPMCC 2003-ML1 Naugatuck Retail, LLC (Landlord)
2007.761C	Saint Mary's Hospital	Park West, LLC (Landlord)

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
2007.765E APPRAISAL/OPINIO N - NOT REVIEWED	N/A	N/A
2013.1129C	Franklin Medical Group, P.C.	1177, LLC (Landlord)

**PROVIDER CONTRACTS**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1072C	Saint Mary's Hospital	Singanamala, Santhi MD
1001.1082C	Saint Mary's Hospital	Waterbury Pulmonary Associates, LLC
1001.1105C	Saint Mary's Hospital	Brittney Williams Howell, MD
1001.110C	Saint Mary's Hospital	Martinucci, Erica MD
1001.1176C	Saint Mary's Physician Partners, LLC	
1001.1216C	Saint Mary's Hospital	Connecticut Children's Specialty Group, Inc.
1001.1298C	Saint Mary's Hospital	Connecticut Children's Specialty Group, Inc.
1001.323E	Saint Mary's Hospital	Connecticut Children's Medical Center
1001.342C	Saint Mary's Hospital	Consultants In Pathology, PC
1001.37C	Saint Mary's Hospital	Rho, Mira MD
1001.39C	Saint Mary's Hospital	Roer, David MD
1001.407C	Saint Mary's Hospital	Neurosurgery Orthopaedics & Spine Specialists PC
1001.783E	Saint Mary's Hospital	EmCare, Inc. AND EmCare, Inc.
1001.480C	Saint Mary's Hospital	Milford Anesthesia Associates, LLC
1001.543E	Saint Mary's Hospital	Koteles, Alicia MD
1001.547C	Saint Mary's Hospital	Raissi, Sina MD
1001.570C	Saint Mary's Hospital (Naugatuck Valley Surgical Center Limited Partnership)	SurgiCenter Anesthesiologists, PC
1001.580C	Saint Mary's Hospital	Mayo Medical Laboratories
1001.593C	Saint Mary's Hospital	Zarif, Abdul MD
1001.68C	Saint Mary's Hospital	Zarif, Abdulmasih MD
1001.764C	Saint Mary's Hospital	Naugatuck Valley Women's Health Specialists, PC
1001.988E	Saint Mary's Hospital	Wellmore Behavioral Health
1002.1020C	Franklin Medical Group, P.C.	Monzurul Chowdhury, MD
1002.1022C	Franklin Medical Group, P.C.	Farah Chinwalla, DO
1002.1031C	Franklin Medical Group, P.C.	Bechoi Saleib, MD
1002.1037C	Franklin Medical Group, P.C.	Anna Freitag, MD
1002.1041C	Franklin Medical Group, P.C.	Lakshmi Polisetty, MD

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.1051C	Franklin Medical Group, P.C.	Frank Longo, MD
1002.1067C	Franklin Medical Group, P.C.	Ken Matsuo
1002.1069C	Franklin Medical Group, P.C.	Joseph Bowen, MD
1002.1101C	Franklin Medical Group, P.C.	Marano, Albert
1002.1102C	Franklin Medical Group, P.C.	Lyall, Bhupinder
1002.1103C	Franklin Medical Group, P.C.	Feinberg, Michael
1002.1104C	Franklin Medical Group, P.C.	Kraus, Mark, MD
1002.1107C	Franklin Medical Group, P.C.	Anupama Paranandi, MD Infectious Disease
1002.1109C	Franklin Medical Group, P.C.	Sallie Carrington, DO
1002.1110C	Franklin Medical Group, P.C.	Preissler, MD Paul
1002.1112C	Franklin Medical Group, P.C.	Garsten, MD Joel
1002.1113C	Franklin Medical Group, P.C.	Burlison, MD Kathleen
1002.1117C	Franklin Medical Group, P.C.	Cohen, Matthew, MD
1002.113C	Franklin Medical Group, P.C.	Palesty, J Alexander MD
1002.116C	Franklin Medical Group, P.C.	Wetmore, Robert S MD, PC
1002.117C	Franklin Medical Group, P.C.	Sieling, Beth Ann MD
1002.118C	Franklin Medical Group, P.C.	Sookhan, Nicole MD
1002.11C	Franklin Medical Group, P.C.	Rosenhein, Brian DO
1002.1208C	Franklin Medical Group, P.C.	Giacomazzi, Peter, MD
1002.120C	Franklin Medical Group, P.C.	Galal, Magdy MD
1002.1238C	Franklin Medical Group, P.C.	Shetty, MD Shohan
1002.1240C	Franklin Medical Group, P.C.	Albin, MD Dmitry
1002.1242C	Franklin Medical Group, P.C.	Neamtu, MD Andreea
1002.1268C	Franklin Medical Group, P.C.	Gork MD, Ahmet
1002.1269C	Franklin Medical Group, P.C.	Khan MD, Tasneem
1002.1270C	Franklin Medical Group, P.C.	Salerno MD, John
1002.1271C	Franklin Medical Group, P.C.	Polokoff MD, Ellen
1002.1272C	Franklin Medical Group, P.C.	Leal MD, Daniel
1002.1277C	Franklin Medical Group, P.C.	Medrano MD, Consuelito
1002.1278C	Franklin Medical Group, P.C.	Esemuede MD, Iyare
1002.1281C	Franklin Medical Group, P.C.	Thiruvengadam MD, Sudha
1002.12C	Franklin Medical Group, P.C.	Sheikh, Abdul Majeed MD
1002.1300C	Franklin Medical Group, P.C.	Carolyn O'Connor, MD
1002.1303C	Franklin Medical Group, P.C.	Greco, Thomas MD
1002.1304C	Franklin Medical Group, P.C.	Ann Marie Conti-Kelly, MD
1002.15C	Franklin Medical Group, P.C.	Te, Victorio Go MD
1002.18E	Franklin Medical Group, P.C.	Simms, Michael F MD
1002.20C	Franklin Medical Group, P.C.	Imam, Azhar MD

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.22C	Franklin Medical Group, P.C.	Nawaz, Shah MD
1002.23C	Franklin Medical Group, P.C.	Alston, Shawnette MD
1002.25C	Franklin Medical Group, P.C.	Beri, Rohit MD
1002.26C	Franklin Medical Group, P.C.	Bogursky, Sondra MD
1002.299C	Franklin Medical Group, P.C.	Anthony, J Robert MD
1002.29C	Franklin Medical Group, P.C.	Colodner, Gregory MD
1002.34C	Franklin Medical Group, P.C.	Newell, Rebecca O MD
1002.36C	Franklin Medical Group, P.C.	Ouellette, Jason MD
1002.379C	Franklin Medical Group, P.C.	Chere, Mitch MD
1002.3C	Franklin Medical Group, P.C.	Ramos, Rey MD
1002.41C	Franklin Medical Group, P.C.	Talwalkar, Jaideep MD
1002.42C	Franklin Medical Group, P.C.	Vaezy, Ali MD
1002.432C	Franklin Medical Group, P.C.	Ndiaye, Mouhamed A MD
1002.457C	Franklin Medical Group, P.C.	Gega, Arjet MD
1002.486C	Franklin Medical Group, P.C.	Chien, Peter MD
1002.493C	Franklin Medical Group, P.C.	Kelly, Paul MD
1002.501C	Franklin Medical Group, P.C.	Zhang, He MD
1002.503C	Franklin Medical Group, P.C.	Baba, Carolina Borz MD
1002.508C	Franklin Medical Group, P.C.	Rubenstein, Stephen MD
1002.513C	Franklin Medical Group, P.C.	Rovetto, Allyson MD
1002.515C	Franklin Medical Group, P.C.	Brenes, Laura C MD
1002.516C	Franklin Medical Group, P.C.	Zlotoff, Ronald A MD
1002.517C	Franklin Medical Group, P.C.	Singanamala, Swathi MD
1002.528C	Franklin Medical Group, P.C.	D'Souza, Bernard MD
1002.548E	Franklin Medical Group, P.C.	University of Connecticut Health Center
1002.55C	Franklin Medical Group, P.C.	Almeida, Carlos MD
1002.569C	Franklin Medical Group, P.C.	Richi, Maysoun MD
1002.56C	Franklin Medical Group, P.C.	Alvarez, Alexander J MD
1002.58C	Franklin Medical Group, P.C.	Testa, John MD
1002.59C	Franklin Medical Group, P.C.	Uberti, James G MD
1002.614C	Franklin Medical Group, P.C.	Richi, Aziz MD
1002.617C	Franklin Medical Group, P.C.	Toon, Claire DDS
1002.655C	Franklin Medical Group, P.C.	Quinn, Edmund
1002.685C	Franklin Medical Group, P.C.	Karen Kennedy
1002.69C	Franklin Medical Group, P.C.	Cardiology Associates of Waterbury, PC
1002.756C	Franklin Medical Group, P.C.	Zefirova, Julia MD
1002.758C	Franklin Medical Group, P.C.	Cumberland, Melisha MD
1002.763C	Franklin Medical Group, P.C.	Sanders, Tiffany MD

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.817C	Franklin Medical Group, P.C.	Mario Perez
1002.827E	Franklin Medical Group, P.C.	Seli, Meltem MD
1002.848C	Franklin Medical Group, P.C.	Albajrami, Oltjon MD
1002.879C	Franklin Medical Group, P.C.	Ranjan, Saurabh MD
1002.887C	Franklin Medical Group, P.C.	El-Hennawy, Magdy Sayed MD
1002.8C	Franklin Medical Group, P.C.	Hamill, Chalmers M MD
1002.915C	Franklin Medical Group, P.C.	Philip R. Corvo, MD
1002.93C	Franklin Medical Group, P.C.	Naugatuck Valley OBGYN PC
1002.943C	Franklin Medical Group, P.C.	Maria Dawe, MD
1002.961C	Franklin Medical Group, P.C.	Macaron, Shady Hafez MD
1002.972C	Franklin Medical Group, P.C.	Naugatuck Valley Women's Health Specialists, PC
1002.987C	Franklin Medical Group, P.C.	Jennyffer Peralta, MD
1002.993C	Franklin Medical Group, P.C.	Aditi Mukherji, MD
1002.994C	Franklin Medical Group, P.C.	Richard Putnam, DMD
1002.995C	Franklin Medical Group, P.C.	Rebecca Scandrett, MD
1002.244C	Franklin Medical Group, P.C.	Naugatuck Valley OB-GYN Associates, PC
1001.266E	Saint Mary's Hospital	Connecticut Children's Medical Center

**PROVIDER LEASES**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
2005.364C	Saint Mary's Hospital	Saint Mary's Hospital
2007.1285C	Saint Mary's Hospital	LJL Properties, LLC
2007.296C	Saint Mary's Hospital	West Main Medical, LLC, a Connecticut limited liability company, as Landlord
2008.534C	Primary Care Partners, P.C.	Greater Waterbury Primary Care Associates, P.C., as Tenant

**Schedule 6.09(c)**

**Material Contracts - Validity**

To the knowledge of Saint Mary's, each Material Contract is valid and binding on Saint Mary's or a Saint Mary's Controlled Subsidiary, as applicable, in accordance with its terms and is in full force and effect;

To the Knowledge of Saint Mary's, no party is in breach of or default under (or is alleged to be in breach of or default under), or has provided or received any notice of any intention to terminate, any Material Contract; and

No event or circumstance has occurred that, with notice or lapse of time or both, would constitute an event of default under any Material Contract or result in a termination thereof or would cause or permit the acceleration or other changes of any right or obligation or the loss of any benefit thereunder.

**Schedule 6.10**

**Permitted Encumbrances**

See attached lien report, dated September 14, 2015, prepared by CT Lien Solutions for all entities in Saint Mary's Health System

Blanket liens in favor of the master trustee (#0001772303) and in favor of Baytree National Bank & Trust Company (#0002913889) will be released prior to closing

**Schedule 6.11****Condition and Sufficiency of the Saint Mary's Assets**

Church Plan Exemption: The Internal Revenue Service issued a Private Letter Ruling ("PLR") to Saint Mary's Hospital Corporation dated March 18, 1993, in which it concluded that the Pension Plan for Employees of St. Mary's Hospital Corporation ("Pension Plan") was a church plan within the meaning of Internal Revenue Code ("Code") Section 414(e). No irrevocable and affirmative election has previously been made pursuant to Code Section 410(d) to make such otherwise exempt church plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to the additional plan qualification requirements set forth in Treasury Regulations Section 1.401(d)-1 and in other related Code provisions. However, a request for a Department of Labor opinion that the Pension Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Pension Plan is determined to be subject to ERISA, it would result in significant liability.

Effective in 1997 Saint Mary's established a defined contribution retirement plan for its eligible participants, which is known as the St. Mary's Hospital Retirement Savings Plan ("Savings Plan"), and which contains a Code Section 401(k) component. Although the Savings Plan has been operated as a church plan that is exempt from Title I of ERISA, a request for an IRS PLR that the Savings Plan is a church plan within the meaning of Code Section 414(e) has not been requested. In addition, a request for a Department of Labor opinion that the Savings Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Savings Plan is determined to be subject to ERISA, it could likely result in a significant liability.



**Schedule 6.12(a)****Owned Real Property****1. Parcel One**

That certain piece or parcel of land situated on the southerly side of Scovill Street, the westerly side of Franklin Street, the northerly side of Union Street and the easterly side of South Elm Street in the City of Waterbury, Conn. bounded and described as follows:

Beginning at an iron pin marking the intersection of the southerly line of Scovill Street with the easterly line of South Elm Street, said point being the northwesterly corner of the within described land, thence running in the southerly line of Scovill Street, S 77° 39' 30" E 304.17 feet to a point of curve marked by a drill hole, thence running southeasterly and in a line curving to the right having a radius of 50.285 feet, a central angle of 66° 19' 38" 1, a distance of 58.21 feet to a point of compound curve marked by a drill hole, thence running southerly and in a line curving to the right having a radius of 147.42 feet, a central angle of 22° 13' 12", a distance of 57.17 feet to Franklin Street and a point of tangency marked by a drill hole, thence running in the westerly line of Franklin Street S 10° 53' 20" W 320.80 feet to Union Street, thence running westerly in the northerly line of Union Street and in a line curving to the right having a radius of 60.00 feet a distance of 30.95 feet to a point of tangency, the last two described points being connected by a chord having a bearing of S 86° 26' 23" W 30.61 feet, thence running in the northerly line of Union Street N 78° 45' 10" W 223.04 feet to a point of curve marked by a drill hole, thence running westerly in the northerly line of Union Street and in a line curving to the right having a radius of 393.00 feet, a central angle of 14° 30' 02", a distance of 99.46 feet to a point of compound curve marked by a drill hole, thence running northwesterly in a line curving to the right having a radius of 27.56 feet, a central angle of 76° 50' 58", a distance of 37.02 feet to South Elm Street, and a point of tangency, said point being marked by a drill hole, thence running in the easterly line of South Elm Street N 12° 34' 50" E 381.36 feet to Scovill Street and the point of beginning. Said parcel containing 151,285 square feet.

BOUNDED:

NORTHERLY: By Scovill Street

NORTHEASTERLY: by a curved line that connects the southerly line of Scovill Street with the westerly line of Franklin Street

EASTERLY: By Franklin Street

SOUTHERLY: By Union Street

SOUTHWESTERLY: by a curved line that connects the northerly line of Union Street with the easterly line of South Elm Street.

WESTERLY: by South Elm Street.

Being the premises shown on a certain map entitled: "AS-BUILT SURVEY MAP OF LAND OF SAINT MARY'S HOSPITAL CORPORATION WATERBURY, CONN. THE A.J. PATTON CO. SURVEYOR, WATERBURY, CONN. JAN. 30, 1980 SCALE 1" = 20' REVISED MARCH 10, 1980, REVISED JUNE 14, 1983, REVISED FEB. 27, 1984, REVISED AUG. 25, 1988" to be filed in the office of the Waterbury Town Clerk.

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates P.C. Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40' " to be filed in the office of the Waterbury Town Clerk.

## 2. Parcel Two

That certain piece of parcel of land situated on the easterly side of South Elm Street, the northerly side of Scovill Street and the southwesterly side of Cole Street in the City of Waterbury, Connecticut bounded and described as follows:

Beginning at an iron pin marking the intersection of the easterly line of South Elm Street with the northerly line of Scovill Street, said point being the southwesterly corner of the within described land, thence running in the easterly line of South Elm Street N 11° 43' 24" E 284.60 feet to a point of curve, thence running easterly in a curved line having a radius of 9.70 feet, a central angle of 128° 16', that connects the easterly line of South Elm Street with the southwesterly line of Cole Street, and in a line curving to the right having a distance of 21.72 feet to Cole Street and a point of tangency, thence running in the southwesterly line of Cole Street and tangent to the curve S 40° 00' 36" E 148.72 feet to land now or formerly of Saint Mary's Hospital Corporation, thence running in line of land now or formerly of Saint Mary's Hospital S 11° 43' 24" W, 141.04 feet, S 78° 16' 36" E, 30.29 feet, S 11° 43' 24", 49.70 feet, N 78° 21' 24" W 12.94 feet, N 33° 19' 09" W 8.485 feet, N 77° 58' 50" W 5.85 feet and S 11° 40' W 16.00 feet to Scovill Street, thence running in the northerly line of Scovill Street N 78° 01' 09" W 137.98 feet to South Elm Street and the point of beginning.

BOUNDED:

NORTHERLY: by a curved line that connects the easterly line of South Elm Street with the southwesterly line of Cole Street and by land now or formerly of Saint Mary's Hospital Corporation.

NORTHEASTERLY: by Cole Street.

EASTERLY: by land now or formerly of Saint Mary's Hospital Corporation.

SOUTHERLY: by Scovill Street and by land now or formerly of Saint Mary's Hospital Corporation.

SOUTHWESTERLY: by land now or formerly of Saint Mary's Hospital Corporation.

WESTERLY: by South Elm Street.

Being the premises shown on a map entitled "MAP SHOWING PARCEL #1 LAND OF SAINT MARY'S HOSPITAL CORPORATION WATERBURY, CONN. THE A.J. PATTON CO. SURVEYOR, WATERBURY, CONN. DEC. 28, 1979 SCALE 1" = 20' REVISED MARCH 10, 1980, REVISED JUNE 10, 1983, REVISED FEB. 27, 1984, REVISED AUG. 25, 1988" to be filed in the office of the Waterbury Clerk.

Together with those easements, covenants, and rights reserved by the Grantor and in a Quit Claim Deed dated January 27, 1988 and recorded February 2, 1988 in Volume 2235, at Page 33 of the Waterbury Land Records and a Corrective Quit Claim Deed dated March 16, 1988 and recorded March 30, 1988 in Volume 2261, at Page 241 of the Waterbury Land Records, in which the Grantor granted to

The Slocum Corporation a certain parcel of land in the City of Waterbury, County of New Haven, State of Connecticut.

Together with those easements, covenants and rights-contained in an Easement Agreement dated September 26, 1988 between and among Saint Mary's Hospital Corporation, Scovill Street Medical Building Association, Inc., and The Slocum Corporation.

Together with those rights contained in a Release of Covenant to Subordinate dated September 26, 1988 between Saint Mary's Hospital Corporation and Scovill Street Medical Building Association, Inc. and recorded in Volume 2364, Page 90 of the Waterbury Land Records.

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates P.C., Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40'" to be filed in the Office of the Waterbury Town Clerk.

### **3. Parcel Three**

Grantor's rights to an air space easement granted to Grantor by the City of Waterbury by Quit Claim Deed dated March 18, 1980 and recorded in Volume 1438 at Page 73 of the Waterbury Land Records, said easement being more particularly described as follows:

The air space beginning at a distance of fourteen feet above the said crown of Scovill Street and consisting of all the air space beginning at the said fourteen feet distance above the said crown of Scovill Street) above the following piece or parcel of land:

That certain piece or parcel of land being a portion of Scovill Street situated easterly of South Elm Street in the City of Waterbury, Connecticut bounded and described as follows:

Beginning at an iron pin set in the northerly line of Scovill Street, said pin being S 78° 01' 06" E 132.46 feet, from an iron pin that marks the intersection of the northerly line of Scovill Street with the easterly line of South Elm Street as measured in the northerly line of Scovill Street, thence running in the northerly line of Scovill Street S 78° 01' 06" E 80.00 feet, thence running across Scovill Street 11° 58' 54" W 39.99 feet to the southerly line of Scovill Street, thence running in the southerly line of Scovill Street N 77° 39' 30" W Or-' feet, thence running across Scovill Street N 11° 58' 54" E 39.49 feet to the northerly line of Scovill Street and the point of beginning.

### **4. Parcel Four**

That parcel of land in the City of Waterbury, County of New Haven, State of Connecticut, shown on map entitled, "Topographic Survey, South Elm St. and Union St., Waterbury, Connecticut. Prepared for Saint Mary's Hospital" scale 1" = 20', dated 2/20/89, revised 4/17/89, last revision 10/9/89, prepared by Kasper Associates, which map is filed with the Town Clerk of Waterbury in Drawer XXVIII, Page 73 and such map has been further revised July 26, 1990, but such further revised map is not intended to be filed on the land records, and which parcel being triangular in shape is described as follows: beginning at a point in the easterly streetline of South Elm Street as shown on said map, said point also being the southwest corner of said parcel thence along the eastern streetline of South Elm Street N.12° 37' 14" E 209.79 feet; thence along a curve concave to the northwest with radius of 15.00 feet, arch length of 23.90 feet and delta of 91° 16' 32"; thence along the southerly street line of Union Street the following two

courses, S 76° 06' 14" E a distance of 413.54 feet and along a curve concave to the south with radius of 1225.00 feet, arc length of 99.17 feet and delta 04° 38' 19" to a C.H.D. monument N. 261898.9378, E 521693.2863, thence S 80° 55' 49" W along monumented highway line of interstate 84 a distance of 559.84 feet; thence S 48° 55' 48" W still along monumented highway line of Interstate 84 a distance of 13.00 feet to the point of beginning.

Said parcel contains 1.30 acres.

(Bounded by Interstate 84, South Elm Street and Union Street)

Together with such rights, if any, as acquired under an Encroachment Agreement by and between the State of Connecticut Department of Transportation and Saint Mary's Hospital Corporation, dated July 31, 1991 and recorded September 12, 1991 in Volume 2774 at Page 229 of the Waterbury Land Records, with respect to a pedestrian link between parcel 4 and parcel 1, as shown on plan entitled "Pedestrian Link Easement Map, Union Street, Waterbury, Connecticut, prepared for Saint Mary's Hospital KA, Kasper Associates, Engineers, Surveyors, Planners, Bethel, Connecticut, Scale 1" = 20', Date: 8/16/89 Sheet 1 of 1 designed by, drawn by, BEM check by JJK, Project No, 2348)

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates, P.C., Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40" to be filed in the Office of the Waterbury Town Clerk.

#### 5. Parcel Five

That certain parcel of land situated in the Town of Waterbury, County of New Haven and State of Connecticut, on the easterly side of Present Franklin Street, at Present Scovill Street, containing 0.77 of an acre, more or less, bounded and described as follows:

WESTERLY by Present Franklin Street, 303 feet, more or less, by a line designated "Release Line", as shown on the map hereinafter referred to;

WESTERLY,  
NORTHWESTERLY  
AND NORTHERLY by Present Franklin Street and by Present Scovill Street, each in part, 34 feet, more or less, by a line designated "Release Line", as shown on said map;

NORTHERLY by Present Scovill Street, 62 feet, more or less, by a line designated "Release Line", as shown on said map;

NORTHERLY,  
NORTHEASTERLY  
AND EASTERLY by Present Scovill Street and by Present Baldwin Street, each in part, 34 feet, more or less, by a line designated "Release Line", as shown on said map

EASTERLY by Present Baldwin Street, 299 feet, more or less, by a line designated "Release Line", as shown on said map;

SOUTHERLY by Present Union Street, 115 feet, more or less, by a line designated "Release Line", as shown on said map.

The above-described land comprises a portion of the premises acquired by the State of Connecticut from Saint Mary's Hospital Corporation as described in a Certificate of Condemnation recorded in Volume 1198 at Page 141 of the Waterbury Land Records; from the City of Waterbury as described in a Quit-Claim Deed recorded in Volume 1206 at Page 109 of said land records; and from Century Brass Products, Inc. as described in a Quit-Claim Deed recorded in Volume 1237 at Page 19 of said land records; and a portion of former Union Street, Baldwin Street and Cole Street.

**6. Parcel Six**

All that certain piece or parcel of land situated on the southerly side of French Street in the Town of Watertown, County of Litchfield, State of Connecticut shown as Lot 34A Area = 25,515 S.F. on 0.59 acres on a map entitled, "Division of land 'First Cut' owned by SAINT MARY'S HEALTH SYSTEM, INC. 290 French Street Watertown Connecticut Scale 1" = 30' dated 3-21-14 Meyers Associates P.C. 60 Linden Street Waterbury, Connecticut 06702". Said premises being bounded and described as follows:

Beginning at a point on the southerly street line of French Street, said point being just northerly of the northwest corner of land now or formerly of Mark & Cheryl C. Woodruff, and also being the northeast corner of the herein described parcel of land; thence running S 09°29'38" E 273.42' along the westerly street line of French Street and along land of said Woodruff, in part by each, to a point; thence turning and running S 76°58'40" W 99.57' along land now or formerly of Town of Watertown, to a point; thence turning and running N 04°13'33" W 325.46' along Lot 34B, to a point on the said southerly street line of French Street; thence turning and running S 66°50'20" E 82.55' along the said southerly street line of French Street, to the point and place of beginning. Said parcel contains 25,515 Square Feet or 0.59 Acres.

**7. Parcel Seven**

Office Condominium Unit 1A, 133 Scovill Street, Waterbury CT

**8. Parcel Eight**

Office Condominium Unit 2A, 133 Scovill Street, Waterbury CT

**9. Parcel Nine**

Office Condominium Unit 2B, 133 Scovill Street, Waterbury CT

**10. Parcel Ten**

Office Condominium Unit 2C, 133 Scovill Street, Waterbury CT

**11. Parcel Eleven**

Office Condominium Unit 2H, 133 Scovill Street, Waterbury CT

**12. Parcel Twelve**

Office Condominium Unit 2J, 133 Scovill Street, Waterbury CT

**13. Parcel Thirteen**

Office Condominium Unit 2K, 133 Scovill Street, Waterbury CT

**14. Parcel Fourteen**

Office Condominium Unit 3A, 133 Scovill Street, Waterbury CT

**15. Parcel Fifteen**

Office Condominium Unit 3B, 133 Scovill Street, Waterbury CT

**16. Parcel Sixteen**

Office Condominium Unit 3C, 133 Scovill Street, Waterbury CT

**17. Parcel Seventeen**

All that certain plot, piece or parcel of land, together with the improvements located thereon, situated, lying and being in the City of Waterbury, County of New Haven and State of Connecticut, being bounded and described as follows:

Beginning at the Westerly end of a curve connecting the Southerly side of Scovill Street and the Westerly side of South Elm Street;

Running thence in a general easterly direction, on a curve to the right having a radius of 8 feet for a distance of 12.64 feet to the Westerly side of South Elm Street;

Running thence along said Westerly side of South Elm Street, South 12 degrees 36' 46" West 345.35 feet to the Northerly end of a curve connecting said Westerly side of South Elm Street with the Northerly side of Union Street;

Running thence in a general Southwesterly direction on a curve to the right having a radius of 17.00 feet for a distance of 26.73 feet to the Northerly side of Union Street;

Running thence along said Northerly side of Union Street North 77 degrees 17' 05" West 246.85 feet to a point on lands now or formerly of Gulf Oil Corporation;

Running thence along the same, North 12 degrees 42' 55" East 137.39 feet to a point on lands now or formerly of Saint Mary's Hospital Corp.;

Running thence along the same the following courses and distances:

South 77 degrees 58' 14" East, 50.14 feet;  
 North 12 degrees 01' 46" East, 136.53 feet;  
 South 75 degrees 32' 14" East, 29.35 feet; and;  
 North 12 degrees 03' 46" East, 94.73 feet to the Southerly side of Scovill Street;

Running thence along said Southerly side of Scovill Street, South 77 degrees 56' 14" East, 178.40 feet to the point and place of beginning.

Together with and subject to all rights of way, easements and other right and obligation of the grantor appurtenant to the land, including all rights, title and interest of the grantor, if any, in and to the strips and gores, streets, highways and alleys abutting or adjacent thereto.

**18. Parcel Eighteen**

Those three certain pieces or parcels of land, with all the improvements thereon, situated in the City of Waterbury, County of New Haven and State of Connecticut, bounded and described as follows:

**FIRST PIECE**

That certain piece or parcel of land with all the improvements thereon, situated on the southwesterly corner of East Main Street and Mill Street in the City of Waterbury, County of New Haven and State of Connecticut know as #324-336 East Main Street, bounded and described as follows:

NORTHERLY: 79 feet on East Main Street  
 EASTERLY: 136 feet on Second Piece;  
 SOUTHERLY: on land now or formerly of The Church of the Immaculate Conception; and  
 WESTERLY: 136 feet on land now or formerly of The Church of the Immaculate Conception.

**SECOND PIECE**

A certain piece or parcel of land located on the southerly side of East Main Street, being portion of the discontinued Mill Street and is bounded and described as follows:

NORTHERLY: 28.00 feet, more or less, by East Main Street;  
 EASTERLY: 130.00 feet, more or less, by land now or formerly of the State of Connecticut, acquired by the discontinuance of Mill Street;  
 SOUTHERLY: 20.00 feet, by land of Century Brass Products, Inc., acquired by the discontinuance of Mill Street; and  
 WESTERLY: 136.00 feet by land of Philip Avery.

**THIRD PIECE**

That certain piece or parcel of land with all the improvements thereon situated in the City of Waterbury, County of New Haven and State of Connecticut, known as EAST MAN STREET, and more particularly bounded and described as follows:

NORTHEASTERLY: 19.86 feet by East Main Street;  
 SOUTHEASTERLY: 136.00 feet by land now or formerly of Philip Veillette, et al;  
 NORTHEASTERLY: again 99.25 feet by land now or formerly of Philip Veillette, et al;  
 SOUTHEASTERLY: again 43 feet, more or less, by Baldwin Street, fka Mill Street; again  
 SOUTHEASTERLY: by Baldwin Street, fka Mill Street;  
 SOUTHWESTERLY: 251.25 feet by land now or formerly of the Church of the Immaculate Conception;  
 NORTHWESTERLY: 136.68 feet by land now or formerly of the Church of the Immaculate Conception.

A portion of the parcel is shown on a certain Map entitled, "Map of Land of Scovill Manufacturing Company, Waterbury, Conn., The A.J. Patton Co. Surveyor, Waterbury, Conn. Oct. 1975, Scale 1" = 50' Revised April 9, 1976, Sheet 1 of 8" on file in the Waterbury Town Clerk's Office in Map Drawer VI,

Page 35.



**Schedule 6.12(b)****Leased Real Property**

1. Lease Agreement by and between 1981 East Main Street LLC and Saint Mary's Hospital, Inc. dated May 18, 2010 for property located at 1981 East Main Street, Waterbury, Connecticut.
2. Agreement of Lease, by and between Crosspointe Plaza LLC and Saint Mary's Hospital dated August 18, 2000 for property known as the off-site Naugatuck Walk-In at Crosspointe Plaza Unit Numbers A1 and A2, as amended by the First Amendment to Lease dated April 27, 2009.
3. Lease by and between Fraydun Enterprises LLC and Saint Mary's Hospital Corporation dated December 21, 2004 for property known as The Visitation Building and located at 100 Jefferson Square, First Floor, Waterbury, Connecticut, as amended by the First Amendment to Lease dated February 1, 2010.
4. Lease by and between Fraydun Enterprises LLC and Saint Mary's Hospital Corporation dated December 21, 2004 for property known as The Visitation Building and located at 100 Jefferson Square, Lower Level, Waterbury, Connecticut, as amended by the First Amendment to Lease dated February 1, 2010.
5. Lease by and between The Slocum Corporation and Saint Mary's Hospital Corporation dated October 1, 2002 for property at the medical building located at Scovill Street and Cole Street.
6. Lease by and between Scovill Commons Partners LLC and Saint Mary's Hospital, Inc. dated November 18, 2005 for property located at 95 Scovill Street, Pavilion B, Second Floor, Waterbury, Connecticut, as amended by the First Amendment to Lease dated September 10, 2007.
7. Lease by and between Scovill Commons Partners LLC and Saint Mary's Hospital Corporation dated March 1, 2006 for property located at 95 Scovill Street, Pavilion B, Third Floor, Waterbury, Connecticut.
8. Lease by and between Paolo Mapelli and Saint Mary's Hospital, Inc. dated January 1, 2006 for property known as the Scovill Medical Center and located at 133 Scovill Street, Suite 206, Waterbury, Connecticut, as modified by the Lease Modification Agreement, dated January 1, 2009.
9. Commercial Lease by and between Metcalf Realty LLC and Saint Mary's Hospital, Inc. dated September 1, 2007 for property known as Bullet Hill Park and located at 33 Bullet Hill Road, Building A – Main Level, Southbury, Connecticut.
10. Lease by and between West Main Medical LLC and Saint Mary's Hospital, Inc. dated March 2004 for property located at 1312 West Main Street, Waterbury, Connecticut, as amended by the Amendment to Lease dated October 2004.
11. Indenture of Lease by and between Park West LLC and Saint Mary's Hospital dated March 21, 2002 for property located at 1320 West Main Street and Park Road in Waterbury, Connecticut, as amended by (i) the Amendment to Lease Agreement dated October 23, 2003 and (ii) the Second Amendment to Lease dated November 2004.

12. Lease by and between Spectrum Square LLC and Saint Mary's Hospital Corporation, Inc. dated February 24, 2004 for property located at 503 Wolcott Road, Second Floor, Wolcott, Connecticut, as amended by the Amended and Restated Lease dated April 1, 2006.
13. Lease by and between Southbury Properties Limited Partnership and Scovill Medical Group, P.C. dated February 1, 1997 for property known as the Union Square Shopping Center and located at Main Street South and Peter Road, Southbury, Connecticut, as modified by (i) the Sublease Agreement, dated May 1, 1998, (ii) the Amendment of Lease dated July 1999, (iii) the Amendment of Lease dated August 1, 1999, (iv) the Assignment of Leases and Security Deposits dated February 25, 2004 and (v) the Assignment, Third Amendment and Extension of Lease dated May 2006.
14. Commercial Lease Agreement by and between 146 Highland Associates LLC and Saint Mary's Hospital, Inc. dated January 2011 for property located at 146 Highland Avenue, Waterbury, Connecticut.
15. Lease Agreement by and between The Harold Leever Regional Cancer Center, Inc. and Saint Mary's Hospital, Inc., dated June 1, 2014 for property located at 1075 Chase Parkway, Waterbury, Connecticut.
16. Office Sublease Agreement by and between D'Vine Medical Spa LLC and Franklin Medical Group, P.C., dated September 30, 2013, for property located at 590 Middlebury Road, Middlebury, Connecticut.
17. Office Sublease Agreement by and between Primary Care Partners, P.C., and Saint Mary's Hospital, Inc., dated January 1, 2011, for property located at 166 Waterbury Road, Suite 300, Prospect, Connecticut.
18. Office Lease Agreement by and between Prospect Medical, LLC, and Saint Mary's Hospital, Inc., dated December 1, 2010, for property located at 166 Waterbury Road, Suite 202, Prospect, Connecticut.
19. Lease Agreement by and between French's Mill Associates II LLP and Naugatuck Valley Surgical Center Limited Partnership, dated December 1, 2009, for property located at 160 Robbins Street, Waterbury, Connecticut
20. Indenture of Lease by and between Medical Investors L.L.C. and Saint Mary's Hospital, Inc., dated December 2, 2010 for property located at 70 Heminway Park Road, Watertown, Connecticut.
21. Lease Agreement by and between 1177, LLC and Franklin Medical Group, Inc., dated August 26, 2014, for property located at 1177 New Haven Road, Naugatuck, Connecticut.
22. Sublease Agreement by and between Westside Medical Group, P.C., and Franklin Medical Group, P.C., dated September 1, 2014, for property located at 714 Chase Parkway, Waterbury, Connecticut.
23. Lease by and between Edward I. Bushka and Margarita Bushka and Franklin Medical Group, dated July 22, 2014, for property located at 60 Westwood Avenue, Waterbury, Connecticut.

24. Lease by and between LJL Property, LLC, and Saint Mary's Hospital, Inc., dated June 17, 2015, for property located at 3528 East Main, Waterbury, Connecticut.
25. Lease by and between Bradley Medical Building Associates, L.L.C., and Franklin Medical Group, P.C., dated July 1, 2014, for property located at 55 Meriden Avenue, Suite 3C, Southington, Connecticut.
26. Lease by and between RPG Highland LLC and Saint Mary's Hospital, Inc., dated July 13, 2015, for property located at 1154 Highland Avenue, Cheshire, Connecticut.
27. Lease Agreement by and between Arev Three Limited Partnership and Ellen G. Polokoff, M.D., LLC, dated May 10, 2007, for property located at 900 Main Street South, Southbury, Connecticut, as amended by a First Amendment, dated September 30, 2009, a Second Amendment, dated November 30, 2011, and a Third Amendment, dated December 30, 2013. Ellen G. Polokoff M.D., LLC, assigned the lease to Franklin Medical Group, P.C., effective April 20, 2015.
28. Agreement of Lease by and between 385 Union Square Realty LLC and Comprehensive Health Care, LLC, dated October 2005, for property located at 385 Main Street South, Southbury, Connecticut, as amended by First Amendment, dated January 2009, and Second Amendment, dated April 2014. Agreement of Lease was assigned to Franklin Medical Group, P.C., effective July 31, 2015.
29. Office Lease, as amended, by and between Prospect Office LLC and Waterbury Primary Care Associates, P.C., dated December 2, 2004, for property located at 166 Waterbury Road, Suite 300, Prospect, Connecticut. Office Lease assigned to Prospect Medical LLC, effective January 2008.
30. Office Sublease Agreement, by and between Primary Care Partners, P.C., and Saint Mary's Hospital, Inc., dated January 1, 2011, for property located at 166 Waterbury Road, Suite 300, Prospect, Connecticut.
31. Office Sublease Agreement, by and between Primary Care Partners, P.C., and Franklin Medical Group, P.C., dated January 1, 2011, for property located at 166 Waterbury Road, Suite 300, Prospect, Connecticut.

**Schedule 6.14(a)****Legal Proceedings**

***Don Doe v. The Hartford Roman Catholic Diocesan Corp., et al.***  
***Brian Doe v. The Hartford Roman Catholic Diocesan Corp., et al.***  
***George Doe v. The Hartford Roman Catholic Diocesan Corp., et al.***  
***Patrick Doe v. The Hartford Roman Catholic Diocesan Corp., et al.***

In each of the *Doe* matters, the plaintiffs allege that they were victims of sexual molestation perpetrated by the same priest while patients at Saint Mary's Hospital in the 1970s. The George Doe case was mediated before Judge Zemetis on June 30, 2015. The case was settled for \$500,000 and will be paid in full by Travelers Insurance Company. Because the plaintiff was in bankruptcy, the settlement is subject to bankruptcy court approval. The remaining three *Doe* matters are being scheduled for mediation. Because Travelers filed a reservation of rights in 2008, Travelers has not affirmed coverage of the remaining three cases but is expected to provide coverage in full.

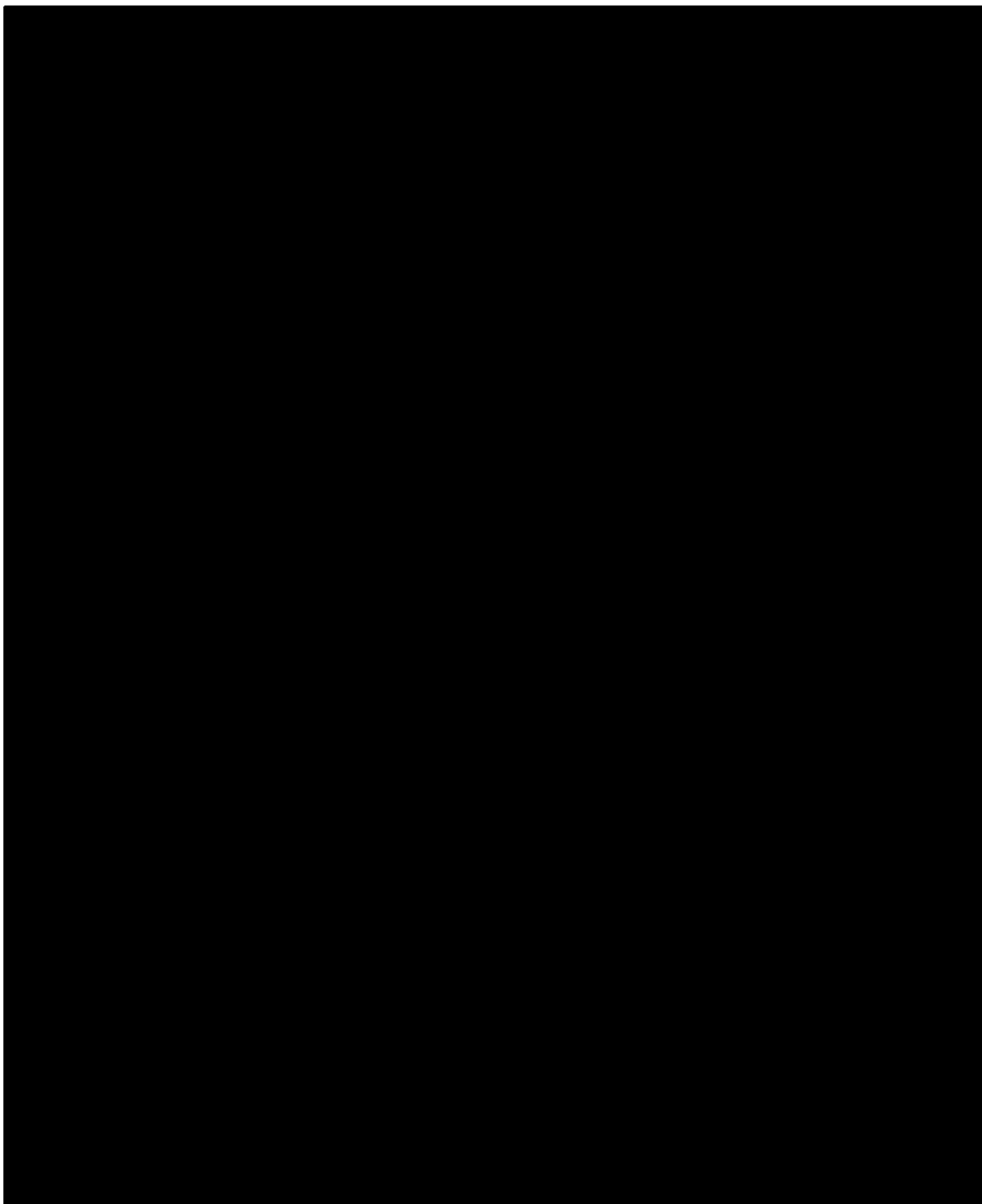
**Schedule 6.14(b)**

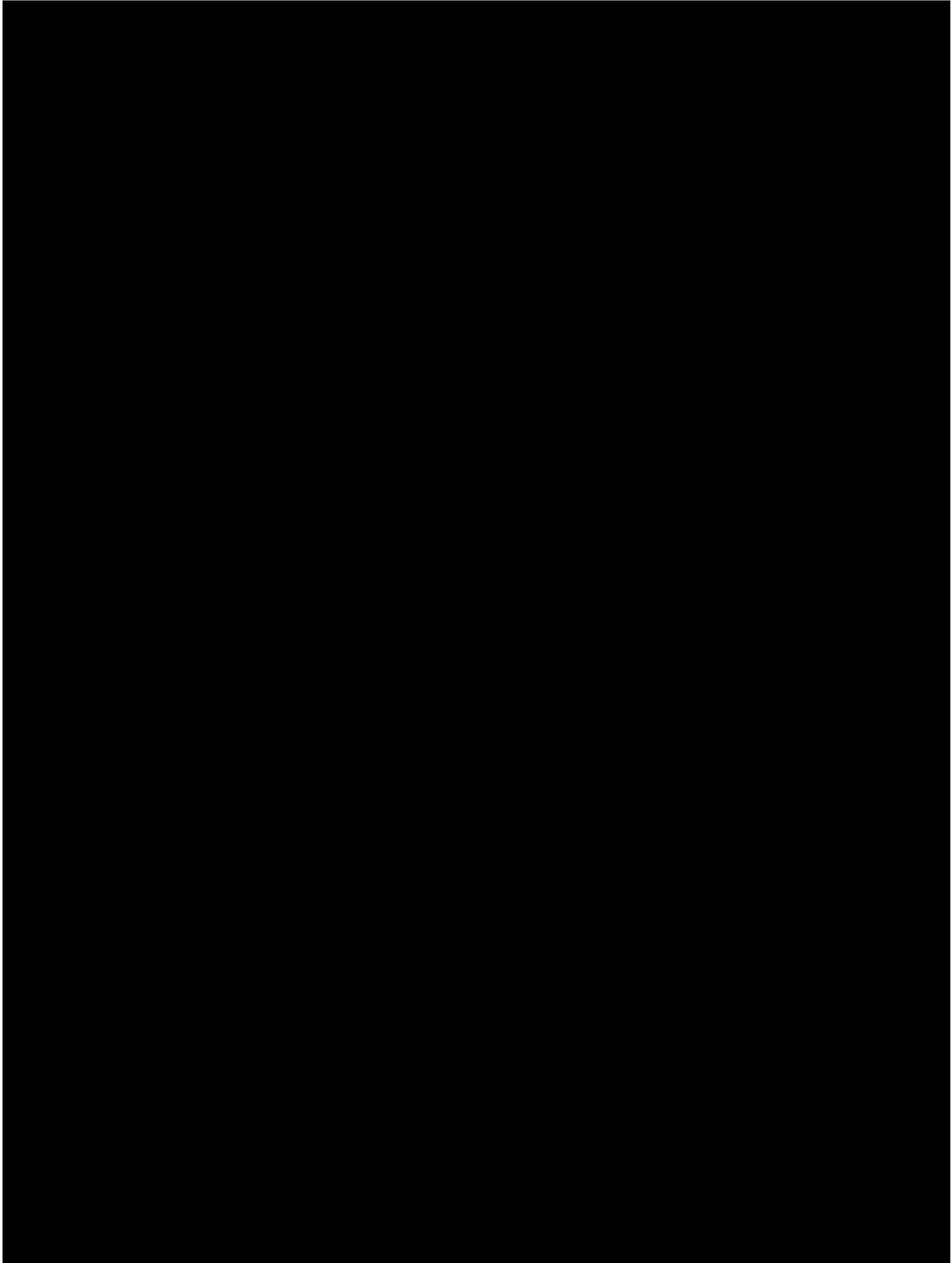
**Governmental Orders**

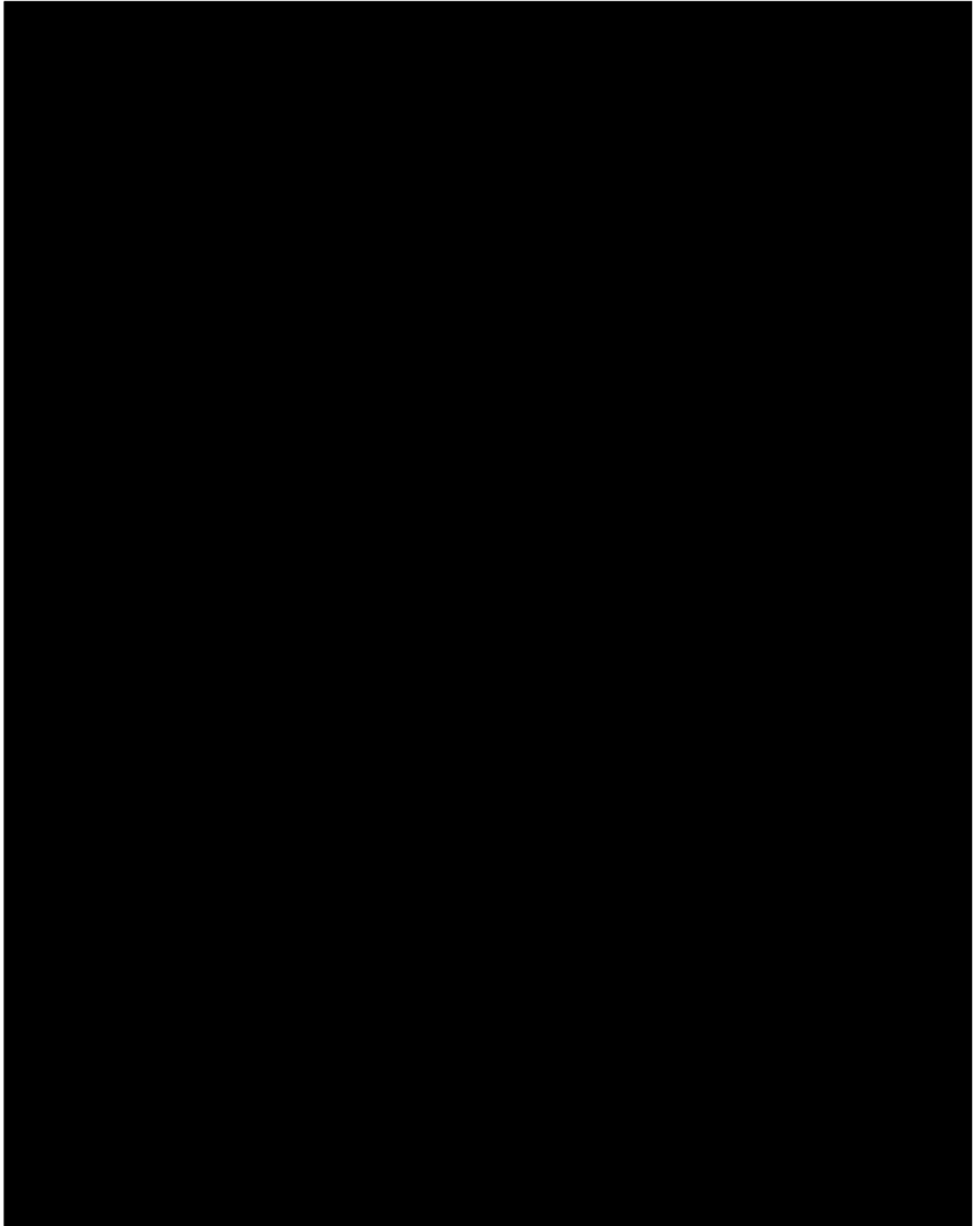
None.

**Schedule 6.15(a)**

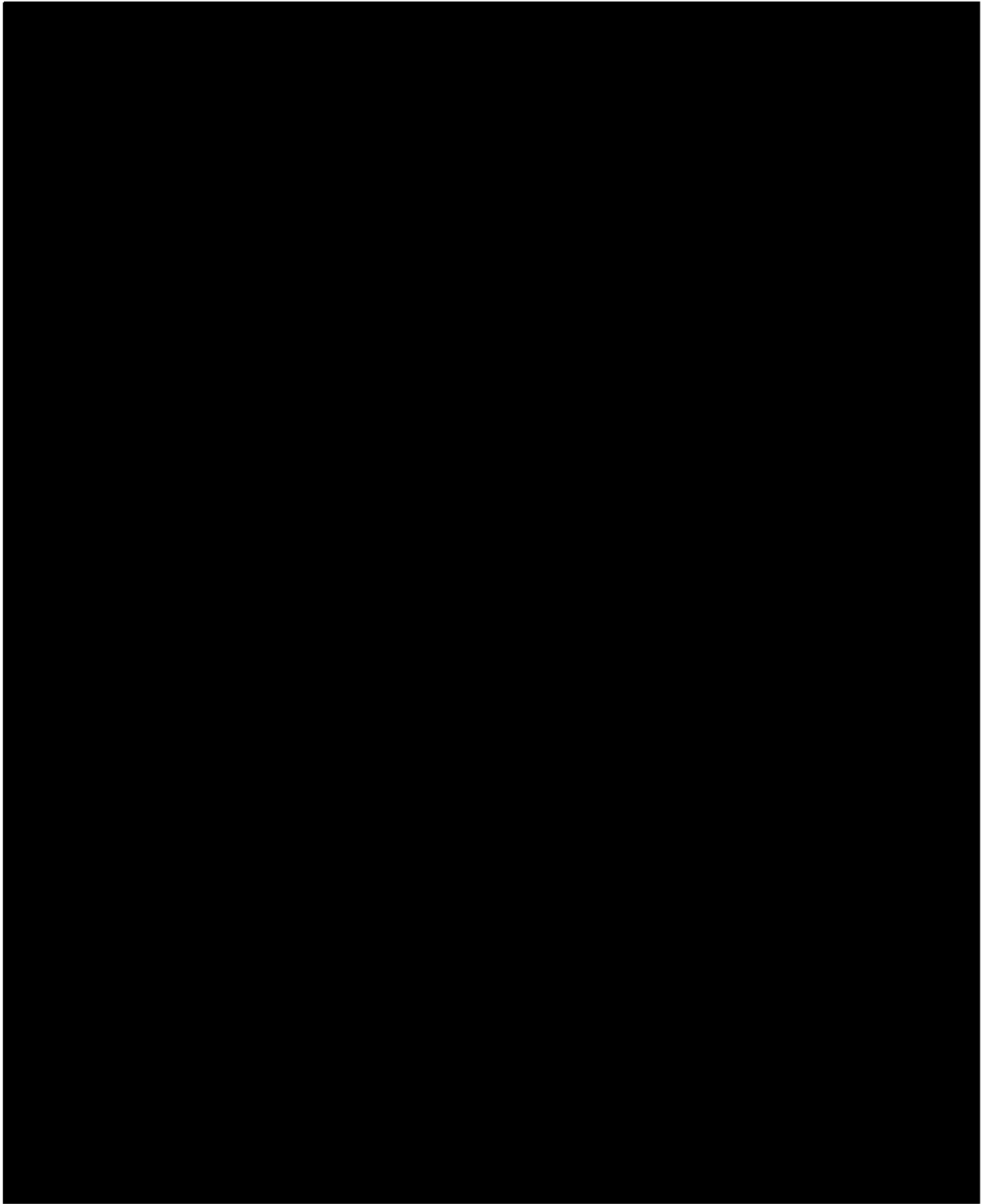
**Compliance with Laws**

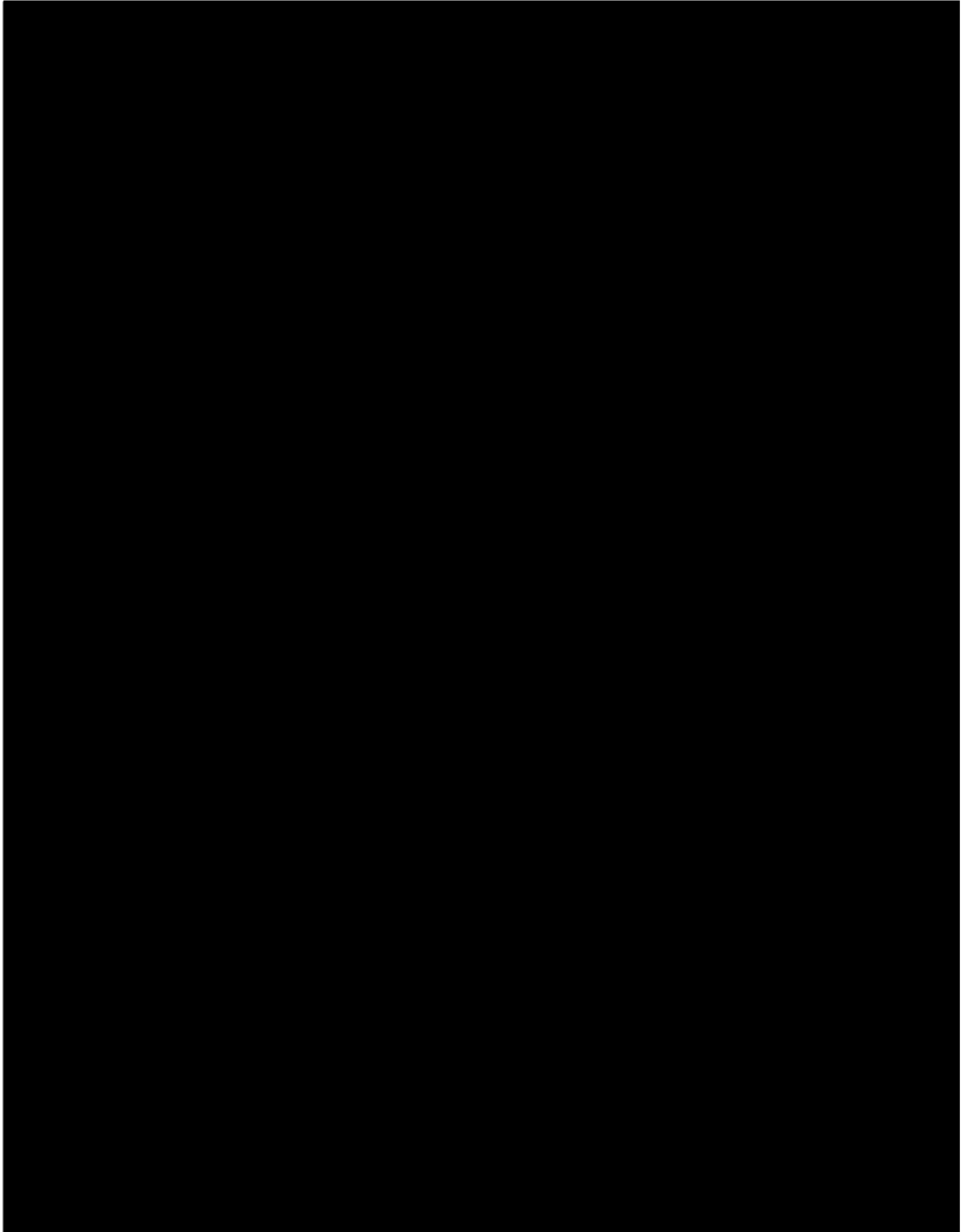


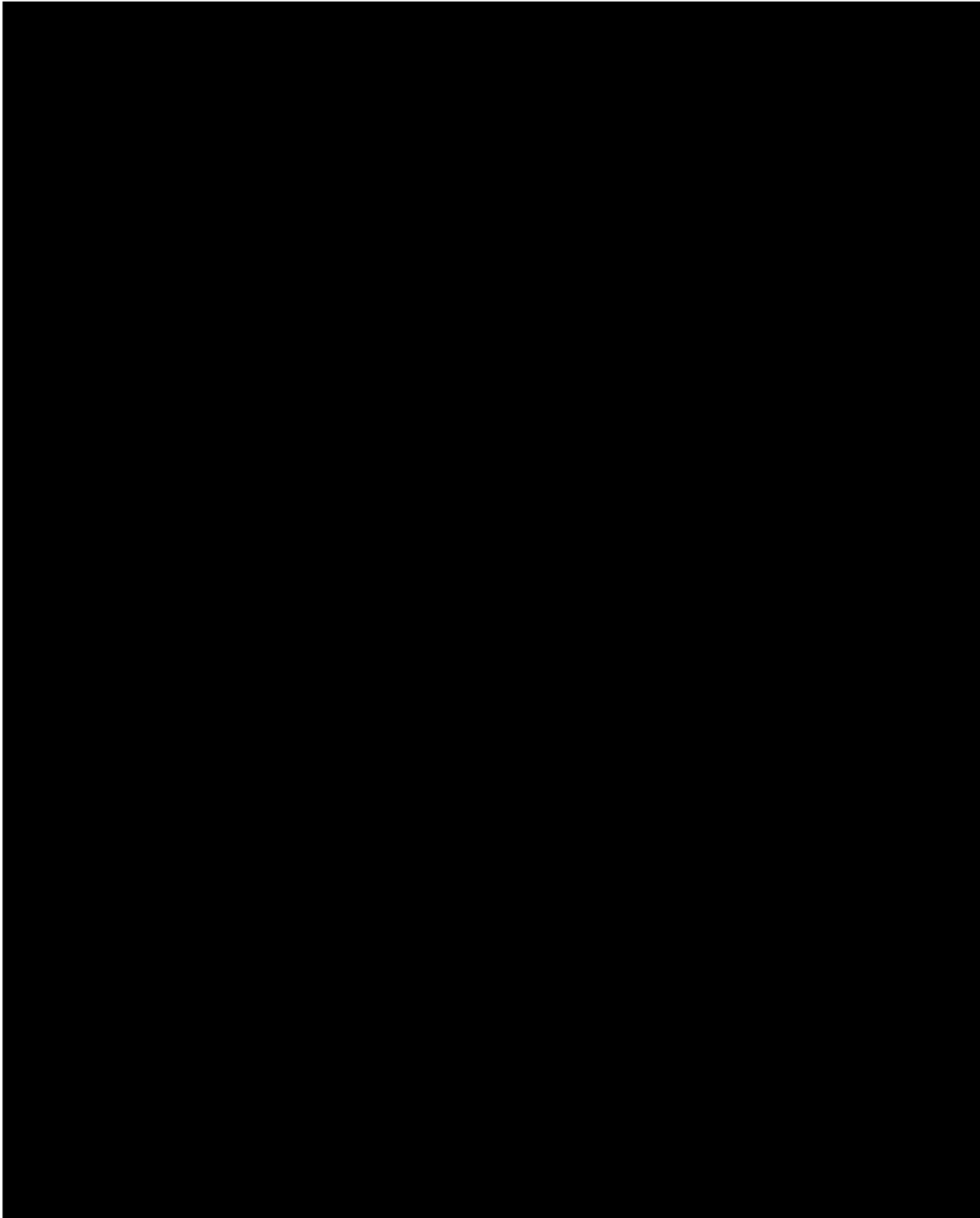


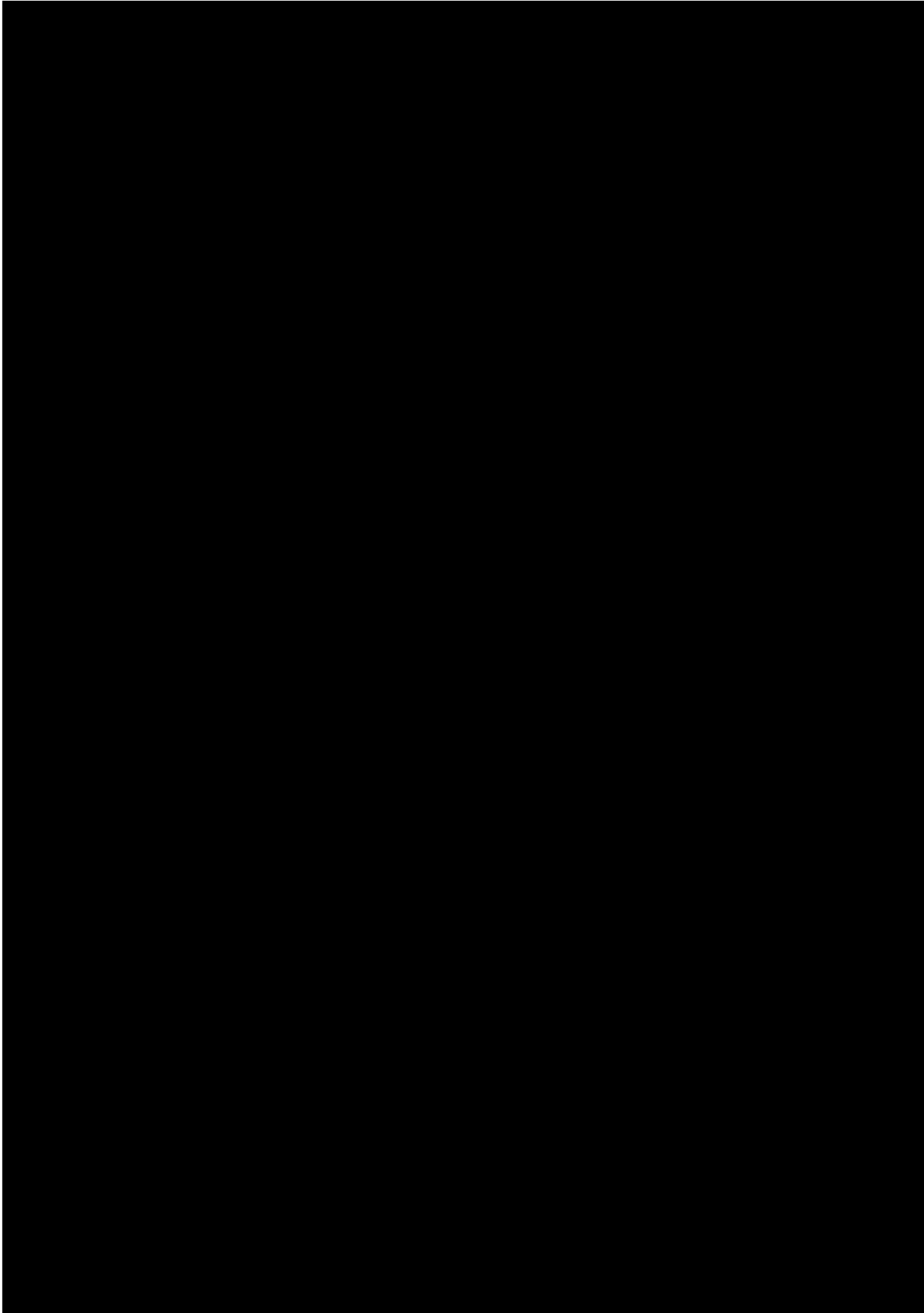


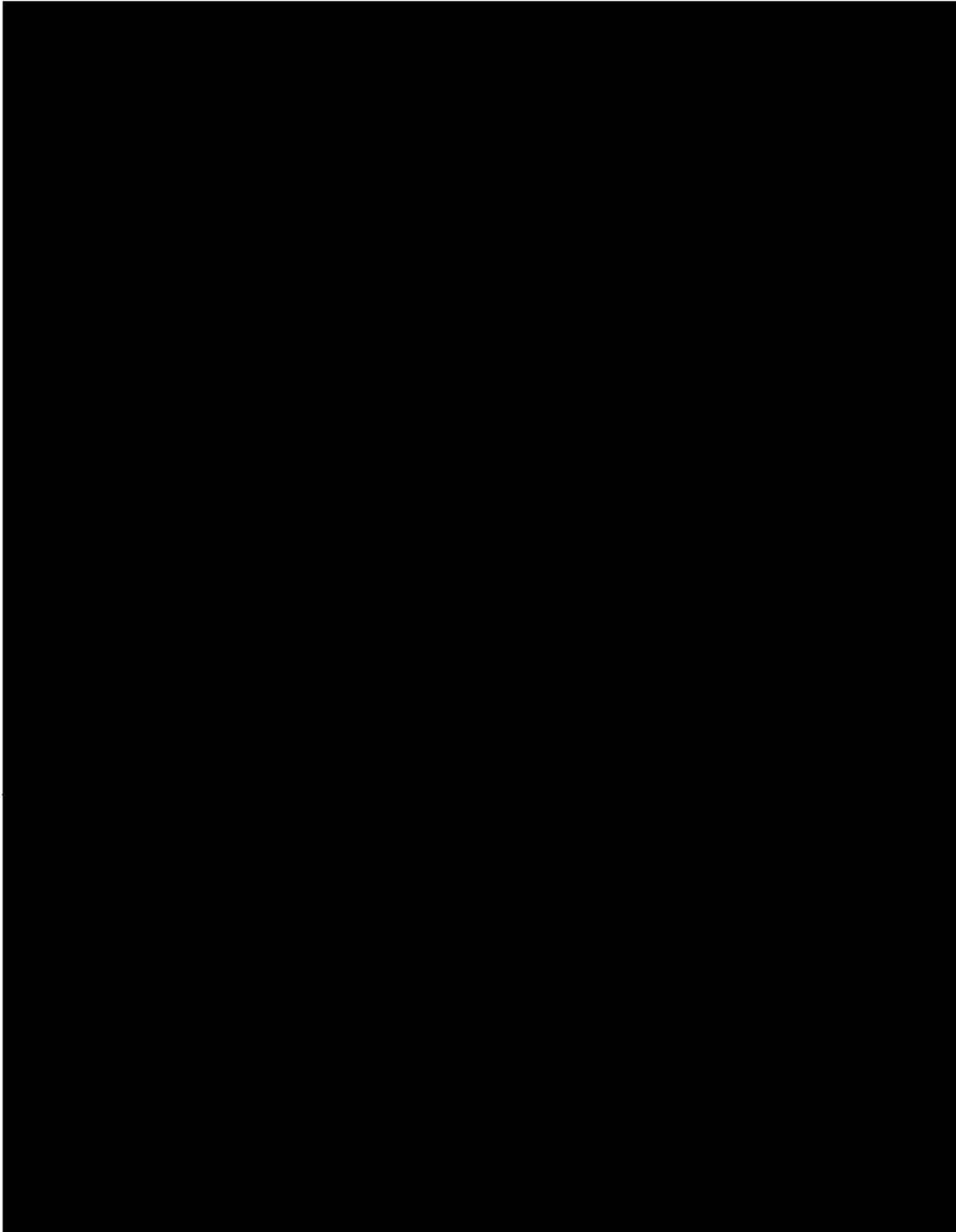












**Schedule 6.16(a)**

**Medicare - Plans of Correction**

None.

**Schedule 6.16(b)****Medicare - Claims**

Other than routine claims for reimbursement before RAC/MAC made in the ordinary course of business and to the knowledge of Saint Mary's, there are no claims, actions, or appeals pending before any commission, board or agency, including any fiscal intermediary or carrier, the Provider Reimbursement Review Board or the Administrator of the Centers for Medicare and Medicaid Services, with respect to Government Program claims filed on behalf of the Saint Mary's Providers or, to the Knowledge of Saint Mary's, the Joint Ventures

**Schedule 6.16(d)**

**Medicare - Accreditation Surveys/Deficiency Lists**

None.



**Schedule 6.19**

**HIPAA - Breach Notifications**

**Schedule 6.20****Affiliate Transactions****Saint Mary's Health System, Inc. and Saint Mary's Hospital, Inc.**

1. James C. Smith -Chairman and CEO of Webster Financial Corporation - Saint Mary's is subject to a loan agreement and revolving note with Webster Bank. See Schedule 6.09
2. S. Mark Albini, M.D. - Dr. Albini provides services to Saint Mary's Hospital pursuant to an Administrative Services Agreement, as amended, between Saint Mary's Hospital and Dr. Albini, dated October 1, 2003. Dr. Albini is also subject to an ACO Medical Director Agreement with Saint Mary's Physician Partners, dated December 1, 2014
3. James Uberti, M.D. - Dr. Uberti provides physician services to Franklin Medical Group pursuant to a Physician Employment Agreement, as amended, by and between Dr. Uberti and Franklin Medical Group, dated October 1, 2012
4. Michael Karnasiewicz, M.D. is the president of Neuro Enterprises, LLC which is party to a Neurosurgery Service Line Co-Management Agreement, dated May 1, 2015, by and between Saint Mary's Hospital, Inc., and Neuro Enterprises, LLC

**Franklin Medical Group, P.C.**

The following physicians sit on the Board of Directors for Franklin Medical Group, P.C. and are also subject to employment agreements with Franklin Medical Group. See **Schedule 6.09**.

1. Rohit Beri, M.D.
2. Laura Brenes, M.D.
3. Philip Corvo, M.D.
4. Jason Ouellette, M.D.
5. Alex Palesty, M.D.
6. Michael Simms, M.D.
7. John Testa, M.D.
8. Steven Schneider, M.D.
9. James Uberti, M.D. - See above

**Schedule 6.21(e)****Environmental**

1. Underground Storage Tank Closure/Installation Report, dated November 25, 1997, prepared by Coneco Environmental Corporation – CT
2. Fuel Analysis Report, dated January 27, 2011, for 20,000-gallon No. 2 oil tank and 5,000-gallon diesel tank
3. Certified Tank Tightness Inspection Report, dated January 14, 2011, for the 5,000-gallon diesel generator tank
4. Certified Tank Tightness Inspection Report, dated December 30, 2010, for the 5,000-gallon diesel generator tank
5. Certified Tank Tightness Inspection Report, dated December 30, 2010, for the 20,000-gallon No. 2 fuel oil tank
6. Cathodic Test inspection Report, dated December 3, 2010, for the 20,000-gallon No. 2 Oil Tank and the 5,000-gallon diesel fuel tank
7. Saint Mary's Hospital Asbestos Operations and Maintenance Program, Revision date July 1993
8. Asbestos Building Assessment, dated July 1990, prepared by TRC Environmental Consultants, Inc.
9. Operations and Maintenance Program (for Asbestos-Containing Materials), dated September 1990, prepared by TRC Environmental Consultants, Inc.
10. Letter, dated August 3, 1990, from Asbestos Abatement & Insulation Services, Inc. re: asbestos abatement contract for the Xavier Attic at Saint Mary's Hospital
11. Asbestos Abatement Monitoring and Pre-Renovation Documents for Saint Mary's Elevator Lobby, dated August 19, 2008, prepared by Eagle Environmental
12. Asbestos Removal Specifications for Slocum 4, dated August 7, 1998
13. Asbestos Operations and Maintenance Program, undated
14. Asbestos Disposal and Documentation Form, #22762, dated October 23, 2008
15. Asbestos Disposal and Documentation Form, #99 91358, landfill date November 18, 2005
16. Asbestos Disposal and Documentation Form, #99 63869, landfill date November 18, 2005
17. Final Report for Asbestos Abatement Project, Emergency Room Phase IIA, dated November 29, 2005, prepared by EnviroScience Consultants Inc.

18. Letter from White Insulation, Inc., dated March 10, 2010, enclosing paperwork re: removal and disposal of asbestos containing materials from the Lawlor Building
19. Letter from White Insulation, Inc., dated August 28, 2008, enclosing paperwork re: removal and disposal of asbestos containing materials from the fourth floor of Saint Mary's Hospital
20. Pre-Renovation Hazardous Building Materials Inspection of Saint Mary's Existing Main Entrance Lobby, dated June 27, 2007, prepared by Eagle Environmental, Inc.
21. Bulk Sample Collection and Analysis of Central Supply Decontamination Room, dated December 13, 2007, prepared by Eagle Environmental, Inc.
22. Bulk Sample Collection and Analysis of Saint Mary's Front Entrance, dated May 16, 2007, prepared by Eagle Environmental, Inc.
23. Hazardous Building Materials Inspection, Abatement Design and Monitoring Services of Saint Mary's Existing Main Entrance Lobby, dated May 16, 2007, prepared by Eagle Environmental, Inc.
24. Proposal from Eagle Environmental, Inc., dated January 25, 2008, re: Asbestos Containing Materials Re-occupancy Services
25. Bulk Sample Collection and Analysis of Kenny Building-2<sup>nd</sup> Floor Operating Room, dated January 11, 2008, prepared by Eagle Environmental, Inc.
26. Limited Asbestos Inspection Report, dated June 4, 2010, prepared by Superior Industries LLC
27. Letter from White Insulation, Inc., dated August 28, 2008, enclosing copies of waste manifests for asbestos containing materials removed from Saint Mary's Hospital
28. Asbestos Analysis of Bulk Materials in the Kenny Building and Conference Center 5<sup>th</sup> Floor, dated February 10, 2010, prepared by Superior Industries L.L.C.
29. Letter from White Insulation, Inc., dated July 17, 2008, enclosing copies of waste manifests for asbestos containing materials removed from Saint Mary's Hospital
30. Letter from White Insulation, Inc., dated October 19, 2006, enclosing a copy of a waste manifest for asbestos containing materials removed from Saint Mary's Hospital
31. Letter from White Insulation, Inc., received by Saint Mary's on June 27, 2007, enclosing paperwork re: removal and disposal of asbestos containing materials from Saint Mary's
32. Letter from ChemScope, dated May 27, 1994, re: bulk asbestos samples from Saint Mary's Hospital
33. Asbestos Pre-Renovation Inspection for O'Brien Roof Renovation, dated June 4, 2004, prepared by ChemScope
34. Asbestos Removal Monitoring for O'Brien Building for May 29, 1997 to July 11, 1997, prepared by ChemScope

35. Bulk Sample Collection and Analysis of Saint Mary's Elevator Lobby, dated December 4, 2007, prepared by Eagle Environmental, Inc.
36. Letter from Superior Industries, L.L.C., dated December 15, 2010, re: asbestos testing in Xavier Room 232A area
37. Letter from White Insulation, Inc., dated October 23, 2007, enclosing waste manifest for asbestos containing materials abated at Saint Mary's
38. Asbestos Analysis of Bulk Materials in Xavier, dated January 8, 2011, prepared by Superior Industries L.L.C.
39. Letter from Eagle Environmental, Inc., dated September 6, 2007, re: proposal to provide a pre-renovation asbestos containing materials
40. Asbestos Removal Manual for Saint Mary's Foyer Renovation, prepared by Eagle Environmental, Inc.
41. Letter from Eagle Environmental, Inc., dated August 1, 2007, re: proposal to provide asbestos abatement services for the renovation of the Main entrance lobby
42. Bulk Sample Collection and Analysis for Saint Mary's Elevator Lobby, dated December 4, 2007, prepared by Eagle Environmental, Inc.
43. Asbestos Disposal and Documentation Form, #142365, landfill date August 11, 2008
44. Asbestos Disposal and Documentation Form, #142366, landfill date August 11, 2008
45. Asbestos Disposal and Documentation Form, #142354, landfill date August 11, 2008
46. Uniform Hazardous Waste Manifest, # 002053366, landfill date September 15, 2008
47. Letter from ChemScope, dated July 30, 1993, enclosing copy of Asbestos O&M Program
48. Restatement of Policy Requirements for handling the spray on fireproofing found in the ceiling spaces of the O'Brien Building, floors 6, 7, and 8, dated April 16, 1991, prepared by TRC Environmental Consultants, Inc.
49. Report from TRC, dated January 21, 1986, re: asbestos project work conducted at Saint Mary's in January 1986
50. Letter from ChemScope, dated December 4, 1991, re: results from bulk samples
51. Letter from ChemScope, dated September 10, 1993, re: results from bulk samples
52. Letter from ChemScope, dated June 13, 1991, enclosing copies of final clearance testing after asbestos abatement for O'Brien 6, 7, and 8 elevator
53. Asbestos Abatement Specifications/Invitation to Bid, prepared by ChemScope Inc., dated March 4, 1991

54. ACM Monitoring Main Entrance Lobby Renovation Project, dated December 20, 2007, prepared by Eagle Environmental, Inc.
55. Bulk Sampling/Analysis Record for Boiler House – New D.A. Tank Room, dated November 20 (year unclear – possibly 1992)
56. Asbestos Abatement Report for MOB Elevator Lobby and CAT Scan, dated December 17, 1993, prepared by AEGIS Inc.
57. Report, dated August 4, 1994, prepared by ChemScope re: Asbestos Removal Monitoring of O'Brien 6-Mechanical Rooms and Adjacent Office Asbestos Removal Monitoring from June 13, 1994 through July 30, 1994
58. Asbestos Removal Specifications for O'Brien 6, dated May 2, 1994
59. Asbestos Abatement Report for Xavier Basement Mechanical room, dated March 24, 1994, prepared by AEGIS Inc.
60. Asbestos Abatement Project Site Monitoring Report for December 18, 1995 through February 8, 1996 for O'Brien 7, prepared by Mystic Air Quality Consultants, Inc.
61. Final Documentation Package for Asbestos Removal in MOB Elevator Lobby and CAT Scan, dated January 7, 1994, prepared by Haz-Pros, Inc.
62. Letter from AAIS, dated February 16, 1994, enclosing disposal documentation for various asbestos abatement and removal projects at Saint Mary's Hospital
63. Asbestos Removal Specifications for Xavier Attics, dated July 25, 1990
64. Certificate of Completion and Disposal Documentation Form for Abatement of Nun's Dining Room, dated October 1990
65. Letter from Acstar Insurance Company, dated July 10, 1991, re: status of bond concerning the Xavier and Slocum Basements
66. AAIS Certification of Payment of all Debts and Claims concerning Slocum and Xavier Basements, dated June 26, 1991
67. Letter from TRC, dated August 15, 1990, re: Justification for Alternative Work Practices
68. Letter from TRC, dated November 6, 1990, re: Completion of Asbestos Abatement of Slocum and Xavier Crawlspace
69. AAIS Certification of Completion of abatement of crawl space, received October 26, 1990, enclosing copy of the Asbestos Abatement Project Notification Form and Asbestos Disposal and Documentation Form
70. Report on Fibrous Dust in Air Analysis, dated October 16, 1990, prepared by Environmental Hazard Control Associates, Inc.
71. Performance Bond, dated September 20, 1990, issued by the American Institute of Architects to AAIS in the amount of \$38,500.00

72. Documentation of Approved Disposal of Asbestos Waste, dated September 1990 and October 1990
73. Asbestos Abatement Project Notification Form for work to be completed by September 5, 1990 (may be duplicate of Xavier Attic)
74. Asbestos Removal Specifications for Saint Mary's Penthouse, dated August 7, 1990, prepared by ChemScope
75. Final Inspection of Asbestos Clean-up Action, dated June 20, 1989, prepared by Statewide Environmental Services re: clean-up of electrical box
76. Approval for Special Waste Disposal – Asbestos, dated September 30, 1987, issued by the CTDEP
77. Letter from Saint Mary's, dated January 15, 1988, re: asbestos removal at Saint Mary's Hospital
78. Letter from Marsh & McLennan, dated January 26, 1988, re: asbestos removal at Saint Mary's Hospital
79. Letter from Manville Property Damage Settlement Trust, dated August 7 1989, re: filing first-cycle claims
80. Letter from Saint Mary's, dated July 20, 1987, re: scope of asbestos removal in boiler room and adjacent areas
81. Letter from Sitewide Environmental Services, dated May 19, 1988, re: disposal of asbestos from Saint Mary's at S&S Landfill in Clarkburg, West Virginia
82. Saint Mary's internal memorandum, dated March 29, 1988, re: amount of liability insurance for asbestos removal project
83. Saint Mary's internal memorandum, dated January 25, 1989, re: asbestos removal from the gift shop
84. Asbestos Removal Documentation for removal of 40 linear feet of asbestos pipe covering in March/April 1989
85. Non-hazardous Special Waste Manifests, dated November 19, 1990
86. Invoice from Ever Clear, dated April 30, 1990, re: removal of 135 feet of pipe covering
87. Asbestos removal documentation from Ever Clear re: removal of asbestos from valves and tees in mechanical room
88. Asbestos Fiber Analysis by Transmission Electron Microscopy, Selective Area Electron Diffraction and Energy Dispersive X-Ray Microanalysis, dated August 11, 1990, prepared by EMSL
89. Asbestos Preventative Maintenance Record, dated June 23, 1989, re: asbestos removal from pipe located in Xavier Attic for 3 inch steam line repair

90. Asbestos Preventative Maintenance Record, dated September 1, 1987, to change pressure regulating valve on heating system
91. Asbestos Preventive Maintenance Record, dated March 3, 1987, to remove make up water pump
92. Asbestos Preventive Maintenance Record, dated January 29, 1987, to make repairs to HAVAC unit
93. Asbestos Preventive Maintenance Record dated January 9, 1987, re: accidentally disturbed asbestos while making plumbing repair over top of boiler
94. Asbestos Preventive Maintenance Record, dated June 11, 1986, re: high pressure steam line leaking
95. Asbestos Preventive Maintenance Record, dated June 9, 1986, re: steam leak
96. Saint Mary's Interoffice Memorandum, dated January 13, 1986, re: removal of four barrels of asbestos
97. Approval for Special Waste Disposal Asbestos, dated May 13, 1985, issued CTDEP
98. Asbestos Preventive Maintenance Record, dated August 7, 1985, re: removal of duct to incinerator double plastic
99. Asbestos Preventive Maintenance Record, dated July 29, 1985, re: future removal of incinerator in School of Nursing
100. Asbestos Preventive Maintenance Record, dated March 9, 1985, re: removed asbestos because it was loose
101. Asbestos Preventive Maintenance Record, dated January 17, 1985, re: notification by manufacture and insulation replacement provided by Air Shield
102. Asbestos Preventive Maintenance Record, dated September 11 and 12, 1984, re: facilitate removal of head from heat exchanger in OB-SB
103. Asbestos Preventive Maintenance Record, dated January 25, 1984, re: remove pipe insulation to disconnect chill water coil
104. Asbestos Preventive Maintenance Record, dated January 2, 1984, re: water leak in SA city water bypass
105. Asbestos Preventive Maintenance Record, dated December 20, 1983, re: removal of asbestos from piping on hot water heater
106. Charge ticket from City of Waterbury – Solid and Liquid Waste Disposal, dated October 23, 1985
107. Approval for Special Waste Disposal – Asbestos, dated May 11, 1987, issued by the CTDEP



108. Saint Mary's Policy re: A.C.M. Asbestos Containing Material, dated December 30, 1985
109. Saint Mary's Interoffice Memorandum, dated June 20, 1983, re: asbestos removal on June 16, 1983
110. Saint Mary's Engineering Policy and Procedure Manual, dated December 6, 1983, re: Removal of Asbestos Insulation
111. Saint Mary's Interoffice Memorandum, dated April 21, 1980, re: Asbestos Fiber Containment
112. Saint Mary's internal memorandum, dated April 4, 1985, re: asbestos tests
113. Asbestos Removal Monitoring invoices, contracts, specifications, laboratory results, pre-abatement inspections and project summaries for the Courtyard Roof and Dietary Mechanical Room, dated December 1992 – February 1993
114. Ambient Air Asbestos Testing, Asbestos Project Summaries, Air Samples, Asbestos Worker Certifications, dated January 1992 – March 1992 and CTDPH Application for Approval of Alternative Work Practice, dated December 26, 1991
115. Asbestos Removal Monitoring for the Boiler Room Office, DA Tank Room and O'Brien 4 Mechanical Room, dated February 1, 1993 – February 4, 1993
116. Asbestos Disposal & Documentation Form, dated August 27, 1993
117. Asbestos Disposal & Documentation Form, dated August 11, 1993
118. Asbestos Abatement Report, MRI Hall, KB49 and KB50 prepared by Aegis, Inc. Environmental Consultants, dated November 4, 1993
119. Asbestos Disposal & Documentation Form, dated November 8, 1993
120. AEGIS Analytical Report, dated November 1993
121. Logano Asbestos Disposal & Documentation Form, dated November 8, 1993
122. AAIS Certificate of Completion, dated August 25, 1993, for asbestos removal on 1<sup>st</sup> & 2<sup>nd</sup> Floors of O'Brien Wing
123. AAIS Proposed Scope of Work letter, dated May 18, 1993, for the elevator lobby on 5<sup>th</sup> floor
124. AAIS Certificate of Completion and related documentation for Kinney X-Ray 4 & 5, dated November 1, 2004
125. ChemScope Asbestos Pre-Renovation Inspection for Kenny 1 Radiology Hallways Floor Tile, dated November 19, 2004
126. ChemScope Bulk Sample Identification and Findings, dated July 10, 1996

127. ChemScope Asbestos Abatement Specifications for O'Brien 8 (no drawings included), dated October 28, 1996
128. ChemScope Asbestos Removal Specifications for O'Brien 8, dated October 28, 1996
129. ChemScope Asbestos Removal Specifications for O'Brien 8, dated July 24, 1997
130. ChemScope Bulk Sample Identification and Findings, dated March 6, 1992
131. ChemScope Monitoring and Air Sampling for Mammography and Elevators 9 and 10, dated March 16, 1992 – March 17, 1992
132. ChemScope Monitoring and Air Sampling for ER Radiology Sections I & II, dated April 20, 1992 – April 21, 1992
133. AAIS Certificate of Completion for Asbestos Removal at the 3<sup>rd</sup> Floor Garage Elevator / Sections I & II Lobby, dated August 1992
134. ChemScope Bulk Sample Identification and Findings, dated November 23, 1992
135. Saint Mary's Bulk Sampling / Analysis Record Results for Boiler House – New D.A. Tank Room, dated November 13, 1992
136. AEGIS Air Monitoring Report, dated February 5, 1993
137. ChemScope Bulk Sample Identification and Findings, dated January 13, 1992
138. ChemScope Bulk Sampling / Analysis Record for O'Brien 5, dated January 13, 1992
139. CT Department of Health Services Asbestos Abatement Notification Form, dated July 22, 1991
140. Logano Asbestos Disposal & Documentation form, dated March 20, 1992
141. Logano Asbestos Disposal & Documentation forms, dated March 5, 1992
142. AAIS Certificate of Completion for Asbestos Removal at O'Brien Cafeteria Entrance, O'Brien Basement and O'Brien Subbasement Connector, dated March 30, 1992
143. ChemScope Bulk Sample Identification and Findings, dated January 9, 1992
144. ChemScope Air Sampling Results for 3<sup>rd</sup> Floor Garage Elevator Area Sections I and II, dated July 11, 1992
145. AEGIS Analytical Reports, dated March 5, 1992
146. ChemScope Bulk Sample Identification and Findings, dated July 28, 1992
147. Asbestos Abatement Specifications for the O'Brien Laboratory Department, 2<sup>nd</sup> Floor, dated November 8, 1991
148. ChemScope Bulk Sample Identification and Findings, dated November 25, 1991

149. TRC Request for Confirmation regarding asbestos work in the Basement and 5<sup>th</sup> Floor, dated January 29, 1991
150. ChemScope Ambient Asbestos Air Samples, dated July 23, 1990
151. TRC Asbestos Building Assessment, dated July 1990
152. TRC Summary Report – Quarterly Air Monitoring, dated June 1991
153. TRC Summary Report – Asbestos Removal Activities, dated December 1990
154. TRC Summary Report – Quarterly Air Monitoring, dated January 1991
155. AEGIS Report of Ambient Air Sampling, dated December 10, 1991
156. ChemScope Asbestos Sample Identification, dated October 31, 1991
157. ChemScope Bulk Sample Identification and Findings, dated January 9, 1992
158. Various Basement Sampling Results, dated December 27, 1991
159. ChemScope Bulk Sample Identification and Findings, dated May 28, 1991
160. ChemScope Bulk Sample Identification and Findings, dated April 1991
161. EnviroMed Laboratory Analysis Reports, dated April 1991
162. Declaration of Fran Fahy that there is asbestos in the ceiling of Radiation Therapy, dated September 11, 1990
163. Ever Clear Final Sample Test Report, dated May 31, 1990
164. ChemScope Post Abatement Asbestos Air Samples, dated August 31, 1990
165. ChemScope Asbestos Removal Monitoring for the Boiler Room, dated August 23, 1990
166. ChemScope Ambient Air Samples from Boiler Room, dated July 23, 1990
167. ChemScope Asbestos Air Samples, dated April and May 1988
168. Statewide Environmental Services Air Sampling for Friable Asbestos, dated October 3, 1988
169. ChemScope Asbestos Removal Monitoring for Xavier Attics North/South, dated September 1, 1990
170. Saint Mary's Memorandum regarding TRC Air Samples, dated August 7, 1990
171. TRC Verification of Sample Analysis for debris in the Boiler Room, dated July 25, 1990
172. TRC Physician's Notification of Requirement of Physical Examinations, dated April 16, 1991

173. TRC Completion of Asbestos Removal and Cleanup for the Boiler Room and Xavier North/South Attics, dated September 14, 1990
174. TRC letter regarding properly managing asbestos and the Hospital's liability, dated July 30, 1990
175. TRC handwritten letter regarding the floor locations to be inspected as part of the Asbestos Management Program, dated August 10, 1990
176. ChemScope Asbestos Removal Specifications for the Kenny Basement, dated May 29, 1997
177. ChemScope Asbestos Removal Specifications OB SB-1, Mechanical Room, K1 Radiology Rooms 1 & 2, Dark Room, Slocum Pipe Chase Levels B thru 4 and SH Condensate Pump Room, dated January 30, 1997
178. Asbestos Removal and Area Decontamination – Supplementary General Conditions (starts with Table of Contents)
179. ChemScope Asbestos Removal Monitoring for the Kenny Building, 1<sup>st</sup> Floor, Radiology Room 2 for July 8, 1997 through July 9, 1997, dated July 23, 1997
180. ChemScope Asbestos Removal Monitoring for the Kenny Building, 1<sup>st</sup> Floor, Radiology Room 2 for July 10, 1997 through July 16, 1997, dated July 23, 1997
181. ChemScope Final Clearance Testing After Asbestos Abatement, dated July 21, 1997
182. ChemScope Asbestos Bulk Sampling for O'Brien 6 Penthouse (mud on exposed ends of fiberglass insulated lines adjacent to heating and chilled water pumps), dated November 13, 2001
183. ChemScope Asbestos Bulk Sampling for O'Brien 5 PT Gym Room Floor Tile and Mastic, dated November 29, 2001
184. Certificate of Completion and related documents for O'Brien 1<sup>st</sup> Floor, dated April 4, 2001
185. Certificate of Completion and related documents for Kenny Basement Stairwell Tile, dated October 11, 2000
186. Certificate of Completion and related documents for Pick Up & Disposal, dated August 10, 2000
187. ChemScope Asbestos Pre-Renovation Inspection for O'Brien 1 – Inpatient Mental Health – Hellman Pavilion, dated February 11, 1999
188. Asbestos Air Monitoring, dated February 22-23, 1999, prepared by Dale Environmental, Inc.
189. ChemScope Bulk Sampling / Analysis Record for O'Brien - Inpatient Mental Health – Hellman Pavilion, dated February 1999
190. Asbestos Inspection, dated February 3, 1999, prepared by Dale Environmental, Inc.

191. ChemScope Final Clearance Testing After Asbestos Abatement for 1<sup>st</sup> Floor O'Brien Inpatient Mental Health – Hellman Pavilion – Area #5, dated July 16, 1999
192. ChemScope Final Clearance Testing After Asbestos Abatement for 1<sup>st</sup> Floor O'Brien Inpatient Mental Health – Hellman Pavilion – Area #4, dated July 16, 1999
193. ChemScope Final Clearance Testing After Asbestos Abatement for 1<sup>st</sup> Floor O'Brien Inpatient Mental Health – Hellman Pavilion – Area #1, dated July 16, 1999
194. ChemScope Final Clearance Testing After Asbestos Abatement for 1<sup>st</sup> Floor O'Brien Inpatient Mental Health – Hellman Pavilion – Area #3, dated July 16, 1999
195. Asbestos Abatement Specification for Cardiac Cath Lab, 2<sup>nd</sup> Floor, Sacred Heart Building, dated February 1999, prepared by Dale Environmental, Inc.
196. ChemScope Asbestos Pre-Renovation Inspection for Xavier 1 Auxiliary Office Area, dated February 12, 1998
197. ChemScope Asbestos Removal Monitoring for February 21, 1997 through March 8, 1997, dated March 31, 1997
198. Internal Memorandum regarding the Status of the Manville Property Damage Settlement Trust and related documents including claim payment information, dated 1996-1997
199. ChemScope Bulk Sample Identification and Findings (submitted as evidence for the Manville Property Damage Settlement), dated July 27, 1991 – May 13, 1995
200. AEGIS Certificate of Visual Inspection, dated March 23, 1994
201. Notification to the EPA of Demolition and Renovation Activities for MRI-KB, dated October 1, 1993
202. List of Asbestos Removal Areas/Costs from 1987 to Present, dated February 26, 1991
203. List of Asbestos Monitoring Areas/Costs from July 1990 to Present, dated February 26, 1991
204. AAIS Certificate of Completion of Asbestos Removal at Saint Mary's Hospital O'Brien Elevator Project and related Asbestos Disposal & Documentation Forms and Asbestos Abatement Notification Form
205. Letter from ChemScope, dated April 17, 1989, re: Asbestos Identification in Samples
206. Letter from TRC, dated November 30, 1990, re: Draft Scope of Asbestos Work
207. Letter from TRC, dated October 3, 1990, re: Saint Mary's Hospital Asbestos Management Program
208. Letter from Cannon, dated August 14, 1990, re: vinyl asbestos tile in the Kenny Pavilion
209. Letter from TRC, dated August 10, 1990, re: Inspections of Parking Garage and Convent Building

210. Letter from ChemScope, dated July 22, 1990, re: Air Monitoring at Saint Mary's Hospital Boiler Room Asbestos Removal, Pipe Residuals
211. Letter from TRC, dated December 18, 1990, re: completion of removal of vinyl asbestos floor tile from the old vending machine room
212. ChemScope Certificate of Analysis, dated February 17, 1998, re: bulk samples collected on February 12, 1998
213. Asbestos Disposal and Documentation Form, dated January 21, 1997
214. Asbestos Disposal and Documentation Form, dated September 6, 1996
215. Disposal documents, air sampling results, and asbestos removal monitoring re: asbestos abatement of Marley Tower in September 1991
216. Disposal documents, air sampling results, and asbestos removal monitoring re: asbestos abatement of Quality Assurance Office Area 2 in July 1991
217. AAIS Certificate of Completion, dated November 23, 1993, re: asbestos removal at MRI KB-49 and KB-50
218. Letter, dated August 6, 1990, from TRC Environmental Consultants, Inc. re: Transmission Electron Microscope Analysis of Air Samples
219. Asbestos Disposal & Documentation Form for the Xavier Attic
220. Asbestos Abatement Project Notification Form for the Xavier Attic
221. Asbestos Project Summary and Asbestos Preabatement Inspection, prepared by ChemScope, for the Xavier Attic
222. ChemScope Asbestos Pre-Renovation Inspection for Roof Renovation – O'Brien 8 Roof, dated June 2004
223. American Hospital Association letter regarding Claim Forms for Filing Claims with the Manville Property Damage Settlement Trust, dated May 1985
224. Specifications for Procedures to Prevent Asbestos Contamination and Exposure During Containment Construction for Asbestos Abatement Work, dated August 1990
225. NHD Waste Shipment Record, dated July 16, 1997
226. ChemScope Final Clearance Testing After Asbestos Abatement for 1<sup>st</sup> Floor O'Brien Inpatient Mental Health – Hellman Pavilion – Area #2, dated July 16, 1999
227. Notification of Regulated Waste Activity, dated January 12, 2000
228. Saint Mary's Hospital Hazardous Materials Management Program, dated March 5, 2009; Revised March 6, 2009

229. 2009 Biennial Hazardous Waste Report for Saint Mary's Hospital, submitted by GZA GeoEnvironmental, Inc. on February 26, 2010
230. Budgetary Quotation, dated February 25, 2010, from United Industrial Services to Saint Mary's Hospital
231. Course Outline for Saint Mary's Hospital Hazardous Waste Training RCRA-OSHA-DOT Sessions 1, 2, and 3
232. List of Hazardous Material and Waste Storage Areas
233. Tier II Emergency and Hazardous Chemical Inventory Form Certification for Reporting Year 2009
234. Anesthetic Waste Gas Monitoring Report, dated November 2, 2009, prepared by Praxair
235. Anesthetic Waste Gas Monitoring Report, dated May 1, 2009, prepared by Praxair
236. Ethylene Oxide Environmental Monitoring Report, dated May 1, 2009, prepared by Praxair
237. Tier II Emergency and Hazardous Chemical Inventory Report for Reporting Year 2007
238. Tier II Emergency and Hazardous Chemical Inventory Report for Reporting Year 2006
239. Compliance Indicator Survey Information Sheet/Hazardous Waste Partial Compliance Evaluation for Saint Mary's Hospital, dated June 27, 2006
240. Tier II Emergency and Hazardous Chemical Inventory Report for Reporting Year 2005
241. Tier II Emergency and Hazardous Chemical Inventory Report for Reporting Year 2003
242. CT DEP Permit to Operate a Caterpillar D-349 Diesel Generator, No. 192-0093
243. CT DEP Permit to Construct and Operate a Caterpillar Model 3508TA diesel standby generator, No. 192-0116
244. Saint Mary's Compliance Plan for Connecticut Regulations for the Control of Oxides of Nitrogen, dated August 1994
245. Pre-Inspection Questionnaire (PIQ) for Calendar Year 1999
246. Pre-Inspection Questionnaire Report for Inspection Date June 28, 2000
247. Notice of CT DEP Air Inspection, dated March 26, 2004
248. Pre-Inspection Questionnaire (PIQ) for Calendar Year 2003
249. Letter, dated May 7, 2010, from GZA to Saint Mary's Hospital Re: Results of Greenhouse Gas Emissions Evaluation
250. Registration/Application to Seek Coverage Under the General Permit to Limit Potential to Emit for Saint Mary's Hospital, dated March 2006

251. Approval of Registration for General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution, Effective Date June 15, 2006
252. CT DEP General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution, issued November 19, 2010
253. 2009 Annual Compliance Certification Form for CT DEP General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution
254. Letter from GZA, dated January 20, 2011, re: 2010 GPLPE Annual Compliance Certification
255. Letter from CTDEP, dated January 8, 2008, re: notice of plant inspection on March 12, 2008
256. Indoor Air Quality Survey, dated May 6, 2009, for Lawlor Building
257. Environmental Testing at Saint Mary's Hospital re: Air Change Rates/Indoor Air Quality, dated February 2007, prepared by Praxair
258. Formaldehyde Vapor Analysis Reports, dated April 16, 2008, prepared by Praxair
259. Air Change Rate Report, dated May 1, 2009, prepared by Praxair
260. Acetic Acid & Hydrogen Peroxide lab Results Report, monitoring date May 26, 2009, prepared by Praxair
261. Fume Hood Environmental Monitoring Report, dated March 22, 2006, prepared by Praxair
262. Environmental Monitoring at Saint Mary's Hospital re: Air Change Rates, Indoor Air Quality, and Microbiological/Mold, dated March 2008, prepared by Praxair
263. Environmental Monitoring for Saint Mary's Child Development Center re: Air Change Rates and Indoor Air Quality, dated November 2007, prepared by Praxair
264. Environmental Monitoring for Saint Mary's Hospital re: Air Change Rates and Indoor Air Quality, dated January and February 2008, prepared by Praxair
265. Fume Hood Environmental Monitoring Report, dated May 1, 2009, prepared by Praxair
266. Fume Hood Environmental Monitoring Report, dated November 2, 2009, prepared by Praxair
267. Air Change Rate Report, dated November 2, 2009, prepared by Praxair
268. Air Change Rate Report, dated March 22, 2006, prepared by Praxair
269. Environmental Monitoring Report for Fume Hood, dated June 2010, prepared by Praxair
270. 2008 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution



271. 2006 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
272. Boiler Operating Certificates 1995-2010
273. State of Connecticut DEP-Air Management Bureau-Hartford Premise Evaluation Report for inspection date April 26, 2004
274. 2005 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
275. 2004 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
276. 2003 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
277. 2002 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
278. 2001 Annual Compliance Certification Form to General Permit to Limit Potential to Emit from Major Stationary Sources of Air Pollution for Major Stationary Sources of Air Pollution
279. General Permit to Limit Potential to Emit Annual Emissions Summary for Reporting Year 2000
280. General Permit to Limit Potential to Emit Annual Emissions Summary for Reporting Year 1999
281. General Permit to Limit Potential to Emit Annual Emissions Summary for Reporting Year 1998
282. Letter from the City of Waterbury, dated January 23, 2001, re: cross connection inspection
283. Letter from the City of Waterbury, dated January 18, 2001, re: test results from November 28, 2000 backflow prevention test
284. Letter from the City of Waterbury, dated January 5, 2000, re: test results from November 29, 1999 backflow prevention test
285. Letter from the City of Waterbury, dated June 22, 1998, re: test results from May 19, 1998 backflow prevention test
286. Letter from the City of Waterbury, dated January 7, 1998, re: test results from the reduced pressure backflow preventer testing on November 26 and 28, 1997

287. Letter from the City of Waterbury, dated March 26, 1997, re: test report from backflow prevention testing on March 26, 1997
288. Letter from the City of Waterbury, dated January 14, 1997, re: test results from November 29, 1996 backflow prevention test
289. Letter from the City of Waterbury, dated January 22, 1996, re: test results from November 24 and 26, 1995 backflow prevention tests
290. Letter from the City of Waterbury, dated January 22, 1996, re: violations detected during November 26, 1995 backflow prevention test
291. Letter from the City of Waterbury, dated January 31, 1996, re: compliance confirmed during reinspection conducted on November 24 and 25, 1995
292. Registration Form for Reauthorization Under the Domestic Sewage General Permit
293. Minor Photographic Processing General Permit for the Hospital (Certificate of Registration; General Permit Application No. 200700007; and Certification Form GPH2)
294. Minor Photographic Processing General Permit for the Dental Clinic (Certificate of Registration; General Permit Application No. 200700005; and Certification Form GPH2)
295. Minor Photographic Processing General Permit for the Naugatuck Walk-in Center (DEP Approval Letter, dated January 31, 2007; General Permit; General Permit Application No. 200700008; and Certification Form GPH2)
296. Minor Photographic Processing General Permit for Franklin Surgical Site (DEP Approval Letter, dated January 31, 2007; General Permit; General Permit Application No. 200700006; and Certification Form GPH2)
297. Letter, dated March 9, 2007, from GZA to City of Waterbury Water Pollution Control re: Minor Photographic Processing Wastewater Discharge at Saint Mary's Hospital
298. 1996 Industrial/Commercial Sewer Use Certification Statements for Saint Mary's Hospital and its related properties
299. 1995 Sewer User Certification Statement for Saint Mary's Hospital
300. Materials License, No. 06-00679-01, dated April 24, 2007, issued by the U.S. Nuclear Regulatory Commission (as amended by Amendment No. 55)
301. Ionizing Radiation Registration, dated December 30, 2009; Submitted to the CT DEP on January 1, 2010
302. Saint Mary's Hazardous Waste Disposal (Radioactive) Policy, revised April 2006
303. Saint Mary's Radioactive Contaminated Objects Waste Disposal Policy, dated December 2010
304. Hazardous Substance Certificate and Indemnification Agreement, dated June 28, 1991

305. Phase II Subsurface Investigations Report, 51 North Elm Street, Waterbury, Connecticut, dated July 26, 2007, prepared by HRP Associates, Inc.
306. Subsurface Investigation Report, dated January 11, 2008, prepared by GeoInsight for 51 North Elm Street, Waterbury, Connecticut
307. Memorandum, dated January 14, 2008, prepared by GeoInsight re: break down of the estimated remediation costs for 51 North Elm Street, Waterbury, Connecticut
308. Letter, dated February 1, 2008, from GeoInsight re: proposal for subsurface remedial investigation, design, and implementation services for 51 North Elm Street, Waterbury, Connecticut
309. Escrow and Release Agreement, dated February 11, 2008, for 51 North Elm Street, Waterbury, Connecticut
310. Memorandum, dated February 14, 2008, from GeoInsight re: Proposed Work Schedule for 51 North Elm Street, Waterbury, Connecticut
311. HRP Associates, Inc.'s Proposal for Oversight of the Environmental Remediation That Has Been Proposed by GeoInsight for 51 North Elm Street, Waterbury, Connecticut, dated March 18, 2008
312. HRP Invoice, dated October 9, 2008, for Project Management Services
313. E-mail, dated February 27, 2009, from HRP Associates, Inc. re: completion of soil remediation at 51 North Elm Street, Waterbury, Connecticut
314. Memorandum, dated March 20, 2009, from GeoInsight re: Pavement Restoration and Compliance/Post Remedial Ground Water Monitoring at 51 North Elm Street, Waterbury, Connecticut
315. E-mails, dated May 13, 2010, May 21, 2010, and May 24, 2010 re: partial disbursement of environmental escrow and retention of \$25,000 for 51 North Elm Street, Waterbury, Connecticut
316. Letter, dated June 23, 2010, enclosing a check representing the agreed amount of the environmental escrow release for 51 North Elm Street
317. Payment Notice, dated October 7, 2010, re: GeoInsight invoices for environmental remediation services at 51 North Elm Street, Waterbury, Connecticut
318. E-mail, dated December 22, 2010, from GeoInsight re: 51 North Elm Street-Status of Ground Water Monitoring
319. Saint Mary's Preliminary Mold Inspection of Slocum and Xavier 5, dated January 26, 2006
320. Saint Mary's Preliminary Mold Inspection of Kenny 3, dated September 12, 2006
321. Saint Mary's Preliminary Mold Inspection of Sacred Heart Basement, dated September 14, 2006

322. Mold Environmental Monitoring Report, dated October 15, 2007, prepared by Praxair
323. Mold and Fungi Inspection Report, dated June 4, 2010, prepared by Superior Industries L.L.C.
324. Certificate of Mold Analysis, dated February 10, 2010, prepared by Pro Lab
325. Mold and Fungi Inspection Report, dated July 25, 2008, prepared by Superior Industries L.L.C.
326. Certificates of Mold Analysis, dated July 7, 2008, prepared by Pro-Lab
327. Mold and Fungi Remediation Recommendation Report, dated January 21, 2009, prepared by Superior Industries L.L.C.
328. Mold and Fungi Remediation Recommendation Report, dated May 20, 2009, prepared by Superior Industries L.L.C.
329. Mold and Fungi Inspection Report, dated September 20, 2010, prepared by Superior Industries L.L.C.
330. Certificates of Mold Analysis and Mold Analysis Reports for Pediatric Ward, dated June 25, 2008, prepared by Pro-Lab
331. Lead Analysis Report, dated April 6, 2007, for Drinking Water Child Care Area
332. Raydon and Lead Testing Recommendation Report, dated February 20, 2009, re: Children's Day Care Center
333. Environmental Monitoring at Saint Mary's Hospital, dated September 2006, prepared by Praxair
334. Environmental Monitoring at Saint Mary's Hospital, dated March 2007, prepared by Praxair
335. Environmental Monitoring Reports for anesthetic waste gas, air change rate, ethylene oxide, and fume hood, dated March 2010, prepared by Praxair
336. Laboratory Report – Full Particle Identification for Saint Mary's Hospital Lobby, dated February 5, 2008, prepared by EMSL Analytical, Inc.
337. Fire Marshall Inspection Certificates/Reports for 1994-2010
338. Policyholder Environment of Care Review and Risk Improvement Report, dated February 23, 2010, prepared by Zurich Services Corp.
339. Policyholder Environment of Care Review and Risk Improvement Report, dated April 21, 2009
340. Policyholder Environment of Care Review and Risk Improvement Report, dated May 13, 2008

341. Policyholder Environment of Care Review and Risk Improvement Report, dated May 8, 2007
342. Utilities Management Program for Plant Operations Department
343. Saint Mary's Hospital Environmental Compliance Assistance (internal guidelines)
344. Contract of Sale between Saint Mary's Hospital Corporation and Tom Gessler for Parcel 10B, Abbott Terrace in Waterbury, Connecticut (undated)
345. Phase I Environmental Site Assessment of Saint Mary's Hospital & Adjacent Facilities, dated February 26, 2011, prepared by Environmental Risk Services, LLC (including all Appendices)
346. Letter, dated February 24, 2011, from Environmental Risk Services, LLC to Gobbell Hays Partners, Inc. re: Environmental Summary Report for 290 French Street, Watertown, CT
347. Hazardous Materials Survey Report, dated August 10, 2011, prepared by HRP Associates, Inc.
348. Limited Asbestos—Containing Materials Survey Report, SMRI
349. Sacred Heart Cafeteria Serving Area, dated September 27, 2011, prepared by HRP Associates, Inc.
350. Environmental Reviewed and Phase II Subsurface Investigations Report, dated June 28, 2011, prepared by HRP Associates, Inc.
351. Phase III Subsurface Investigations Report, dated September 28, 2011, prepared by HRP Associates, Inc. (attached as Phase III)
352. Additional Phase III Subsurface Investigations Report, dated March 2, 2012, prepared by HRP Associates, Inc. (attached as 2012 Final Additional Phase III Report)
353. Closure Report for Former Less Than 180 Day Hazardous Waste Container Storage Area, dated July 17, 2012, prepared by HRP Associates, Inc. (attached as 2012 Final Closure Report)
354. Hazardous Materials Survey Report, dated October 4, 2011, prepared by HRP Associates, Inc.
355. Phase I Environmental Site Assessment Report, dated October 4, 2011, prepared by HRP Associates, Inc.
356. Limited Ground Penetrating Radar (GPR) Survey Report, dated October 11, 2011, prepared by HRP Associates, Inc.
357. 2013 General Permit to Limit Potential to Emit - Annual Compliance Certification Form, dated March 20, 2014
358. 2014 General Permit to Limit Potential to Emit - Emissions Calculator for 2014 Calendar Year, dated February 2015

- 359. 2013 Tier2 Chemical Inventory Report, dated March 26, 2014
- 360. 2014 Tier2 Chemical Inventory Report, dated February 18, 2015

**Schedule 6.22****Employee Benefit Matters****6.22(a)**

1. Paid Time Off (used for vacation, holiday, personal, and sick time)
2. Bereavement Leave
3. Jury Duty Leave
4. Military Duty Leave
5. Pregnancy Leave
6. Donated Time
7. Employee Assistance Plan
8. Health Plan (self-insured)
9. Dental Plan (self-insured)
10. Basic Life Insurance
11. Supplemental Life Insurance
12. Dependent Life Insurance for spouse and/or dependent(s)
13. Short Term Disability
14. Long Term Disability
15. Basic Accidental Death & Dismemberment
16. Voluntary Accidental Death & Dismemberment
17. Discounted YMCA membership
18. Saint Mary's Hospital Retirement Savings Plan
19. Pension Plan for Employees of St. Mary's Hospital Corporation
20. Home & Auto Insurance (paid through payroll deduction)
21. On-site Parking (paid through payroll deduction)
22. Health Care Professional Liability Insurance
23. Excess Medical Professional Liability Insurance

24. Annual License Renewal
25. Flexible Spending Account
  - a. Medical
  - b. Dependent Care
26. Tuition Reimbursement
27. Amended and Restated Saint Mary's Hospital, Inc. 457(b) Deferred Compensation Plan
28. Amended and Restated Saint Mary's Hospital, Inc. 457(f) Supplemental Deferred Compensation Plan
29. Second Amended and Restated Employment Agreement by and between Saint Mary's Hospital, Inc. and Chad Wable, dated January 31, 2013
30. Non-Competition and Severance Agreement for Executive by and between Saint Mary's Hospital, Inc. and Steven Schneider, M.D., dated May 25, 2011
31. Amended and Restated Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital, Inc. and Michael Novak, dated June 20, 2008, as amended
32. Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital, Inc. and Ralph W. Becker, dated January 27, 2014
33. Non-Competition and Severance Agreement for an Executive by and between Saint Mary's Hospital, Inc. and Charles M. Flinn, dated December 12, 2013
34. Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital, Inc. and James B. Tucker, dated August 8, 2013
35. Amended and Restated Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital, Inc. and Clark Kearney, dated June 24, 2008, as amended
36. Amended and Restated Non-Competition and Severance Agreement for a Director by and between Saint Mary's Hospital, Inc. and Joseph Connolly, dated July 3, 2008, as amended
37. Retiree medical (self-insured)
38. Retiree life insurance
39. Executive Incentive Plans

To the knowledge of Saint Mary's, all documents required to be disclosed pursuant to the second paragraph of 6.22(a) have been provided to Trinity Health.

6.22(b)



Church Plan Exemption: The Internal Revenue Service issued a Private Letter Ruling ("PLR") to Saint Mary's Hospital Corporation dated March 18, 1993, in which it concluded that the Pension Plan for Employees of St. Mary's Hospital Corporation ("Pension Plan") was a church plan within the meaning of Internal Revenue Code ("Code") Section 414(e). No irrevocable and affirmative election has previously been made pursuant to Code Section 410(d) to make such otherwise exempt church plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to the additional plan qualification requirements set forth in Treasury Regulations Section 1.401(d)-1 and in other related Code provisions. However, a request for a Department of Labor opinion that the Pension Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Pension Plan is determined to be subject to ERISA, it would result in significant liability.

Effective in 1997 Saint Mary's established a defined contribution retirement plan for its eligible participants, which is known as the St. Mary's Hospital Retirement Savings Plan ("Savings Plan"), and which contains a Code Section 401(k) component. Although the Savings Plan has been operated as a church plan that is exempt from Title I of ERISA, a request for an IRS PLR that the Savings Plan is a church plan within the meaning of Code Section 414(e) has not been requested. In addition, a request for a Department of Labor opinion that the Savings Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Savings Plan is determined to be subject to ERISA, it could likely result in a significant liability.

A submission under the IRS's VCP was filed for each of the 401(k) Plan and Pension Plan with the most recent IRS determination letter submission for the plan to correct untimely amendments. A Compliance Statement from the IRS in connection with the VCP submission for the 401(k) Plan was issued on September 14, 2011. A Compliance Statement from the IRS in connection with the VCP submission for the Pension Plan was issued on July 25, 2011.

6.22(c)

None, provided the church plan exemption as described in Schedule 6.07 is legally valid and in effect for the Pension Plan for Employees of St. Mary's Hospital Corporation.

6.22(d)

None.

6.22(e)

The following St. Mary's Benefit Plans are intended to be "church plans:"

St. Mary's Hospital Retirement Savings Plan

Pension Plan for Employees of St. Mary's Hospital Corporation ("Pension Plan")

All health and welfare plans

The Pension Plan's funded status is materially below the 80% standard set forth in the Agreement section 6.22(e), and for which an Agreement Disclosure Schedule exception is now taken.

6.22(f)

All Saint Mary's welfare benefit plans have been considered and treated as exempt Church Plans.

Saint Mary's provides retiree medical and life insurance benefits.

6.22(g)

1. Amended and Restated Non-Competition and Severance Agreement, as amended, by and between Saint Mary's Hospital, Inc. and Joseph Connolly, dated July 3, 2008
2. Amended and Restated Non-Competition and Severance Agreement for a Vice President, as amended, by and between Saint Mary's Hospital, Inc. and Clark Kearney, dated June 24, 2008
3. Amended and Restated Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital and Michael Novak, dated June 20, 2008
4. Non-Competition and Severance Agreement for an Executive by and between Saint Mary's Hospital and Steven Schneider, M.D., dated May 25, 2011
5. Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital and Ralph W. Becker, dated January 27, 2014
6. Non-Competition and Severance Agreement for an Executive by and between Saint Mary's Hospital and Charles M. Flinn, dated December 12, 2013
7. Non-Competition and Severance Agreement for a Vice President by and between Saint Mary's Hospital and James B. Tucker, dated August 8, 2013
8. Second Amended and Restated Employment Agreement by and between Saint Mary's Hospital, Inc. and Chad Wable, dated January 31, 2013
9. Amended and Restated Saint Mary's Hospital, Inc. 457(b) Deferred Compensation Plan and Amended and Restated Saint Mary's Hospital, Inc. 457(f) Supplemental Deferred Compensation Plans
10. Executive Incentive Plans

6.22(h)

Church Plan Exemption: The Internal Revenue Service issued a Private Letter Ruling ("PLR") to Saint Mary's Hospital Corporation dated March 18, 1993, in which it concluded that the Pension Plan for Employees of St. Mary's Hospital Corporation ("Pension Plan") was a church plan within the meaning of Internal Revenue Code ("Code") Section 414(e). No irrevocable and affirmative election has previously been made pursuant to Code Section 410(d) to make such otherwise exempt church plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to the additional plan qualification requirements set forth in Treasury Regulations Section 1.401(d)-1 and in other related Code provisions. However, a request for a Department of Labor opinion that the Pension Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Pension Plan is determined to be subject to ERISA, it would result in significant liability.

Effective in 1997 Saint Mary's established a defined contribution retirement plan for its eligible participants, which is known as the St. Mary's Hospital Retirement Savings Plan ("Savings Plan"), and which contains a Code Section 401(k) component. Although the Savings Plan has been operated as a church plan that is exempt from Title I of ERISA, a request for an IRS PLR that the Savings Plan is a church plan within the meaning of Code Section 414(e) has not been

requested. In addition, a request for a Department of Labor opinion that the Savings Plan is a church plan within the meaning of ERISA Section 3(33) has not been requested. If the Savings Plan is determined to be subject to ERISA, it could likely result in a significant liability.

6.22(k)

None.

**Schedule 6.23**

**Employment Matters**

None.

**Schedule 6.24****Taxes**

1. Failed to file 2009 Form 990 for the Heart Center of Greater Waterbury, Inc.
2. Saint Mary's Hospital was audited by the State of Connecticut for Sales and Use Tax in early 2010 for the calendar years from 12/31/2004 to 12/31/2009. The Hospital did not remit sales tax collected on certain contract revenues. The audit resulted in a tax of \$7,159.86 with penalties and interest of \$3,406.15 for a total of \$10,566.01. Such tax was paid in full. The Hospital now files those tax returns every year and remits to the State

**Schedule 6.25**

**Insurance**

**Complete List of Current Insurance/Self-Insurance Policies**

1. Workers Compensation and Employers Liability Insurance Policy - Pennsylvania  
Manufacturers Indemnity Company
2. For all additional policies, see attached.

**Pending Claims and Claims History for 10 Year Period Prior to Signing Date**

See Attachment to Schedule 6.25

**Saint Mary's Health System, Inc.**  
 Summary of Insurance Effective as of July 1, 2015  
 People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
American Guarantee & Liability Ins Co. (Zurich)	ZMD353933914	10/01/14-15 (Includes \$3,000 Engineering Fee)	\$191,805

**PROPERTY**

<b>Coverage</b>	<u>Limit</u>	<u>Deductible</u>
Blanket Building & Business Personal Property		
56 Franklin St Campus & Other Locations per Statement of Values	\$375,000,000	\$25,000
Business Interruption	Included	
Extra Expense	25,000,000	
Machinery Breakdown	150,000,000	25,000
Earthquake	100,000,000	50,000
Flood	100,000,000	50,000

American Guarantee & Liability Ins Co	BAP932700901	10/01/14-15	\$16,330
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**AUTOMOBILE**

<b>Limits</b>	
Bodily Injury & Property Damage Limit (Incl. Hired & Non Owned)	\$1,000,000
Medical Payments	\$5,000
Uninsured & Underinsured Motorist (Conversion)	\$1,000,000
Comprehensive Deductible (full glass)	\$500
Collision Deductible	\$1,000

**Additional Coverage and Exclusions**

Rental Reimbursement  
 Primary Hired Auto Physical Damage  
 Commercial Auto Extension Endorsement  
 Ambulance and/or Emergency Vehicles

\$30 Day/\$900 Max  
 \$50,000  
 Included  
 Excluded

**GARAGE KEEPERS – DIRECT PRIMARY**

**Locations:**

1. 56 Franklin Street, Waterbury, CT
2. 88 Union Street, Waterbury, CT
3. 133 Scovill Street, Waterbury, CT
4. 100 Union Street, Waterbury, CT
5. 353 East Main Street, Waterbury, CT

**Garagekeepers Limit – Each Location**

\$75,000 Comprehensive (\$500 deductible/\$2,500 max)  
 \$75,000 Collision (\$500 deductible)

Global Aerospace, Inc.

10041881

10/01/14-15

\$14,025

**HELIPORT LIABILITY**

**Limits**

\$10,000,000 Each Occurrence  
 \$ 25,000 Fire Damage Limit (Any One Fire)  
 \$ 10,000 Medical Expense (Any One Person)  
 \$10,000,000 Non Owned Aircraft Liability



ProSelect Insurance Company PSCCA10201402 10/01/14-15 \$935,000

**EXCESS LIABILITY**

Reinsured: - Saint Mary's Indemnity Company LLC

**Limits**

\$15,000,000 Health Care Professional Liability - Specific Loss Limit  
 \$15,000,000 Health Care Professional Liability - Aggregate Limit  
 \$25,000,000 Other Coverage (GL) - Specific Loss Limit  
 \$25,000,000 Other Coverage (GL) - Aggregate Limit

**Underlying Limits**

\$3,000,000/\$14,000,000 Professional Liability (Claims-Made)  
 \$1,000,000/\$4,000,000 General Liability (Occurrence)  
 \$1,000,000/\$1,000,000 Employee Benefits Liability  
     \$1,000,000 Automobile Liability  
 \$1,000,000/\$1,000,000/\$1,000,000 Employers Liability  
     \$10,000,000 Helipad Liability  
 \$1,000,000/\$2,000,000 Child Development Center General Liability (Occurrence)

Allied World Assurance Company 03086025 10/01/14-15 \$50,000

**Excess Liability**

**Limits**

\$5,000,000 XS \$15,000,000 Health Care Professional Liability

National Union Fire Insurance Co. of Pittsburgh PA 015933607 10/01/14-15 \$110,630

**DIRECTORS & OFFICERS LIABILITY/EMPLOYMENT PRACTICES LIABILITY (CLAIMS-MADE)**

**Limits\_** \$15,000,000 Each Claim or related Claims and in the policy aggregate (inclusive of defense expenses)

\$500,000 EMTALA  
\$500,000 HIPAA

**Retentions**

\$ 0 Insured Persons  
\$250,000 Corporate Indemnification & Insured Entity  
\$350,000 Anti-Trust with 75/25 Coinsurance  
\$200,000 Employment Practices Liability & Third Party EPL

Allied World National Assurance Company 03059844 10/01/14-15 \$20,790

**DIRECTORS & OFFICERS SIDE A LIABILITY (CLAIMS-MADE)**

**Limits** \$5,000,000 excess \$15,000,000 National Union Fire

Illinois National Insurance Company 02-778-21-50 1/30/15-16 \$27,286

**FIDUCIARY LIABILITY** \$5,000,000 Limit

**DEDUCTIBLE** \$25,000

Travelers Casualty & Surety Co. of America 105686950 10/01/14-15 \$17,150

**CRIME**

<b>Limits</b>	\$5,000,000 Employee Theft \$5,000,000 ERISA \$5,000,000 Forgery or Alteration \$5,000,000 On Premises \$5,000,000 In Transit \$5,000,000 Money Orders & Counterfeit Money \$5,000,000 Computer Fraud \$100,000 Computer Program & Electronic Data Restoration Expense \$5,000,000 Funds Transfer Fraud \$10,000 Theft of Client Property \$10,000 Theft of Patient Property \$1,000,000 Personal Accounts Forgery or Alteration \$10,000 Claim Expense
<b>DEDUCTIBLES</b>	\$ 50,000 ERISA & Claim Expense \$ 0 Theft of Client & Patient Property \$ 500 Computer Program & Electronic Data Restoration Expense \$ 1,000
<b>KIDNAP &amp; RANSOM</b>	\$5,000,000 Kidnap for Ransom \$5,000,000 Extortion for Ransom
<b>IDENTITY FRAUD EXPENSE</b>	\$ 25,000 Limit

Beazley/Lloyd's  
W104CB150601  
1/01/15-16  
\$49,400  
Includes Tax

1/01/15-16

W104CB150601

Beazley/Lloyd's

**NETWORK SECURITY/BREACH RESPONSE "CLAIMS MADE"**

Limits: \$3,000,000 Per Claim and in the Aggregate, inclusive of:  
3,000,000 Information Security and Privacy Liability  
3,000,000 Website Content Liability  
1,500,000 Regulatory Action Defense & Penalties  
3,000,000 Security Event Data Restoration  
3,000,000 Cyber Extortion  
2,500,000 Aggregate Limit for all Computer Expert Services, Legal Services and Public Relations and Crisis

Management

Expenses  
250,000 PCI Fines & Penalty Coverage

Retention: \$ 50,000 Per Claim

Includes: Privacy Breach Response Services, subject to \$10,000 Retention each breach:  
Notification of up to 2 Million Individuals  
Credit Monitoring for breaches with obligation to notify 100 or more individuals

Ironshore Specialty Insurance Company      000970501      10/01/12-15      \$48,338 est.  
 (3 Yrs)      Includes Tax

**POLLUTION LEGAL LIABILITY**

Limits:      \$3,000,000      Third Party Claims for Bodily Injury, Property Damage and Remediation Expenses  
                  \$3,000,000      First Party Remediation Expenses  
                  \$3,000,000      Emergency Response Expenses  
                  \$3,000,000      Business Interruption, 365 Days  
                  \$3,000,000      Disinfection Event Expenses  
                  \$3,000,000      Evacuation Expenses

Deductibles:      \$25,000      Each Incident  
                  5 Days      Business Interruption

Ace American Insurance Company      G24796012001      10/01/14-15      \$1,547

**STORAGE TANK LIABILITY – Financial Responsibility**

Limits:      \$1,000,000      Per Storage Tank Incident – Claims & Remediation Costs  
                  \$1,000,000      Aggregate – Claims & Remediation Costs  
                  \$1,000,000      Aggregate Limit for all Legal Defense Expenses  
                  \$2,000,000      Total Policy Aggregate

Deductible:      \$5,000      Per Incident

The Travelers Indemnity Company of CT      6607D013207      10/01/14-15      \$2,882

**GENERAL LIABILITY – CHILD DEVELOPMENT CENTER**

<b>General Liability Limit</b>		
	\$2,000,000	Aggregate
	2,000,000	Products/Completed Operations Aggregate
	1,000,000	Personal & Advertising Injury
	1,000,000	Each Occurrence
	300,000	Damage to Premises Rented to You
	5,000	Medical Expense (excludes children in daycare program)
<b>Abuse/Molestation Limit</b>		
	2,000,000	Aggregate
	1,000,000	Each Abuse or Molestation Offense

Hartford Life and Accident Insurance Company      02SR365272      10/01/14-15      \$340

**SPECIAL RISK ACCIDENT – CHILD DEVELOPMENT CENTER**

<b>Limits:</b>	\$	5,000	Accidental Death Benefit
		10,000	Accidental Dismemberment Benefit
		35,000	Catastrophe Benefit
		25,000	Accident Medical Expense Benefit
		1,000	Dental Limit

**Schedule 7.04**

**Conflicts - Trinity Health and NE-RHM**

Consents, approvals, Permits, Governmental Orders, declaration and filings with, or notices to the following Governmental Authorities may be required by or with respect to Trinity Health and NE-RHM in connection with the execution and delivery of the Agreement and the other Transaction Documents and the consummation of the transactions contemplated hereby and thereby:

Roman Catholic Archdiocese of Hartford  
Holy See, Roman Catholic Church  
State of Connecticut Office of HealthCare Access  
Office of the Attorney General of the State of Connecticut  
Federal Trade Commission

**Schedule 7.08(a)****Compliance with Laws - NE-RHM**

On August 24, 2015, the State of Connecticut Department of Social Services, Office of Quality Assurance, Audit Division ("DSS") sent a letter to Saint Francis Hospital and Medical Center ("SFHMC") with findings of a claim review with dates of service July 1, 2011 through June 30, 2014 in which co-insurance or deductibles were paid to SFHMC. According to the letter the payment due DSS is \$993,559. The letter was incorrectly addressed and was not delivered to SFHMC until September 8, 2015. SFHMC is reviewing the letter and expects to appeal.



**Schedule 7.09(a)****Medicare - Plans of Correction - NE-RHM**

Saint Francis Hospital and Medical Center had its tri-annual Joint Commission survey on October 21-24, 2014. We are in process of submitting corrective action plans which are due by December 20, 2014 and January 4, 2015. A follow-up visit occurred on December 4, 2014 to validate compliance with certain Conditions of Participation and the Joint Commission concluded Saint Francis Hospital and Medical Center was in compliance. A follow up visit was conducted by the Joint Commission on June 22-23, 2015. Full compliance with all standards was identified with no further actions required.

The Department of Public conducted a CMS validation survey beginning November 24, 2014. The Department of Public Health identified Saint Francis Hospital and Medical Center was in full CMS compliance.

Mount Sinai Rehabilitation Hospital had its tri-annual Joint Commission survey on December 1st and 2nd of 2014. The report has been received, full compliance with CMS standards was identified and the evidence of Joint Commission standards compliance was submitted by the due dates of January 16, 2015 (45 day plan) and January 31, 2015 (60 day plan). Full compliance with Joint Commission standards was identified by the Joint Commission with acceptance of completed plans and data metrics on June 2, 2015.

**Schedule 7.09(b)**

**Medicare/Medicaid Claims - NE-RHM**

None.

## Schedule 7.12

HIPAA - Breach Notifications - NE-RHM

Date of Occurrence	Description	Status
11/10/2014	Theft of camera at Access Center	A breach notification has not yet been made regarding this occurrence, as Saint Francis is still completing its internal investigation. Incident reported in the 2015 Annual Report to OCR.
10/24/2014	Inappropriate Access to PHI	Saint Francis has not received any correspondence from the Office of Civil Rights regarding this occurrence. Incident reported in the 2015 Annual Report to OCR.
9/23/2014	Stolen Laptop	Saint Francis has not received any correspondence from the Office of Civil Rights regarding this occurrence. Incident reported in the 2015 Annual Report to OCR.
12/27/2013	Paper records with certain patient information stolen from physician's vehicle	There have been two requests for information from the Office of Civil Rights regarding this occurrence and Saint Francis has responded to both requests. OCR has closed this matter. Refer to 6.14(a).

**Schedule 8.08(a)****Insured Real Property****1. Parcel One**

That certain piece or parcel of land situated on the southerly side of Scovill Street, the westerly side of Franklin Street, the northerly side of Union Street and the easterly side of South Elm Street in the City of Waterbury, Conn. bounded and described as follows:

Beginning at an iron pin marking the intersection of the southerly line of Scovill Street with the easterly line of South Elm Street, said point being the northwesterly corner of the within described land, thence running in the southerly line of Scovill Street, S 77° 39' 30" E 304.17 feet to a point of curve marked by a drill hole, thence running southeasterly and in a line curving to the right having a radius of 50.285 feet, a central angle of 66° 19' 38"1, a distance of 58.21 feet to a point of compound curve marked by a drill hole, thence running southerly and in a line curving to the right having a radius of 147.42 feet, a central angle of 22° 13' 12", a distance of 57.17 feet to Franklin Street and a point of tangency marked by a drill hole, thence running in the westerly line of Franklin Street S 10° 53' 20" W 320.80 feet to Union Street, thence running westerly in the northerly line of Union Street and in a line curving to the right having a radius of 60.00 feet a distance of 30.95 feet to a point of tangency, the last two described points being connected by a chord having a bearing of S 86° 26' 23" W 30.61 feet, thence running in the northerly line of Union Street N 78° 45' 10" W 223.04 feet to a point of curve marked by a drill hole, thence running westerly in the northerly line of Union Street and in a line curving to the right having a radius of 393.00 feet, a central angle of 14° 30' 02", a distance of 99.46 feet to a point of compound curve marked by a drill hole, thence running northwesterly in a line curving to the right having a radius of 27.56 feet, a central angle of 76° 50' 58", a distance of 37.02 feet to South Elm Street, and a point of tangency, said point being marked by a drill hole, thence running in the easterly line of South Elm Street N 12° 34' 50" E 381.36 feet to Scovill Street and the point of beginning. Said parcel containing 151,285 square feet.

BOUNDED:

NORTHERLY: By Scovill Street

NORTHEASTERLY: by a curved line that connects the southerly line of Scovill Street with the westerly line of Franklin Street

EASTERLY: By Franklin Street

SOUTHERLY: By Union Street

SOUTHWESTERLY: by a curved line that connects the northerly line of Union Street with the easterly line of South Elm Street.

WESTERLY: by South Elm Street.

Being the premises shown on a certain map entitled: "AS-BUILT SURVEY MAP OF LAND OF SAINT MARY'S HOSPITAL CORPORATION WATERBURY, CONN. THE A.J. PATTON CO. SURVEYOR, WATERBURY, CONN. JAN. 30, 1980 SCALE 1" = 20' REVISED MARCH 10, 1980, REVISED JUNE 14, 1983, REVISED FEB. 27, 1984, REVISED AUG. 25, 1988" to be filed in the office of the Waterbury Town Clerk.

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates P.C. Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40' " to be filed in the office of the Waterbury Town Clerk.

## 2. Parcel Two

That certain piece of parcel of land situated on the easterly side of South Elm Street, the northerly side of Scovill Street and the southwesterly side of Cole Street in the City of Waterbury, Connecticut bounded and described as follows:

Beginning at an iron pin marking the intersection of the easterly line of South Elm Street with the northerly line of Scovill Street, said point being the southwesterly corner of the within described land, thence running in the easterly line of South Elm Street N 11° 43' 24" E 284.60 feet to a point of curve, thence running easterly in a curved line having a radius of 9.70 feet, a central angle of 128° 16', that connects the easterly line of South Elm Street with the southwesterly line of Cole Street, and in a line curving to the right having a distance of 21.72 feet to Cole Street and a point of tangency, thence running in the southwesterly line of Cole Street and tangent to the curve S 40° 00' 36" E 148.72 feet to land now or formerly of Saint Mary's Hospital Corporation, thence running in line of land now or formerly of Saint Mary's Hospital S 11° 43' 24" W, 141.04 feet, S 78° 16' 36" E, 30.29 feet, S 11° 43' 24", 49.70 feet, N 78° 21' 24" W 12.94 feet, N 33° 19' 09" W 8.485 feet, N 77° 58' 50" W 5.85 feet and S 11° 40' W 16.00 feet to Scovill Street, thence running in the northerly line of Scovill Street N 78° 01' 09" W 137.98 feet to South Elm Street and the point of beginning.

BOUNDED:

NORTHERLY: by a curved line that connects the easterly line of South Elm Street with the southwesterly line of Cole Street and by land now or formerly of Saint Mary's Hospital Corporation.

NORTHEASTERLY: by Cole Street.

EASTERLY: by land now or formerly of Saint Mary's Hospital Corporation.

SOUTHERLY: by Scovill Street and by land now or formerly of Saint Mary's Hospital Corporation.

SOUTHWESTERLY: by land now or formerly of Saint Mary's Hospital Corporation.

WESTERLY: by South Elm Street.

Being the premises shown on a map entitled "MAP SHOWING PARCEL #1 LAND OF SAINT MARY'S HOSPITAL CORPORATION WATERBURY, CONN. THE A.J. PATTON CO. SURVEYOR, WATERBURY, CONN. DEC. 28, 1979 SCALE 1" = 20' REVISED MARCH 10, 1980, REVISED JUNE 10, 1983, REVISED FEB. 27, 1984, REVISED AUG. 25, 1988" to be filed in the office of the Waterbury Clerk.

Together with those easements, covenants, and rights reserved by the Grantor and in a Quit Claim Deed dated January 27, 1988 and recorded February 2, 1988 in Volume 2235, at Page 33 of the Waterbury Land Records and a Corrective Quit Claim Deed dated March 16, 1988 and recorded March 30, 1988 in Volume 2261, at Page 241 of the Waterbury Land Records, in which the Grantor granted to

The Slocum Corporation a certain parcel of land in the City of Waterbury, County of New Haven, State of Connecticut.

Together with those easements, covenants and rights-contained in an Easement Agreement dated September 26, 1988 between and among Saint Mary's Hospital Corporation, Scovill Street Medical Building Association, Inc., and The Slocum Corporation.

Together with those rights contained in a Release of Covenant to Subordinate dated September 26, 1988 between Saint Mary's Hospital Corporation and Scovill Street Medical Building Association, Inc. and recorded in Volume 2364, Page 90 of the Waterbury Land Records.

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates P.C., Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40'" to be filed in the Office of the Waterbury Town Clerk.

### **3. Parcel Three**

Grantor's rights to an air space easement granted to Grantor by the City of Waterbury by Quit Claim Deed dated March 18, 1980 and recorded in Volume 1438 at Page 73 of the Waterbury Land Records, said easement being more particularly described as follows:

The air space beginning at a distance of fourteen feet above the said crown of Scovill Street and consisting of all the air space beginning at the said fourteen feet distance above the said crown of Scovill Street) above the following piece or parcel of land:

That certain piece or parcel of land being a portion of Scovill Street situated easterly of South Elm Street in the City of Waterbury, Connecticut bounded and described as follows:

Beginning at an iron pin set in the northerly line of Scovill Street, said pin being S 78° 01' 06" E 132.46 feet, from an iron pin that marks the intersection of the northerly line of Scovill Street with the easterly line of South Elm Street as measured in the northerly line of Scovill Street, thence running in the northerly line of Scovill Street S 78° 01' 06" E 80.00 feet, thence running across Scovill Street 11° 58' 54" W 39.99 feet to the southerly line of Scovill Street, thence running in the southerly line of Scovill Street N 77° 39' 30" W Or-' feet, thence running across Scovill Street N 11° 58' 54" E 39.49 feet to the northerly line of Scovill Street and the point of beginning.

### **4. Parcel Four**

That parcel of land in the City of Waterbury, County of New Haven, State of Connecticut, shown on map entitled, "Topographic Survey, South Elm St. and Union St., Waterbury, Connecticut. Prepared for Saint Mary's Hospital" scale 1" = 20', dated 2/20/89, revised 4/17/89, last revision 10/9/89, prepared by Kasper Associates, which map is filed with the Town Clerk of Waterbury in Drawer XXVIII, Page 73 and such map has been further revised July 26, 1990, but such further revised map is not intended to be filed on the land records, and which parcel being triangular in shape is described as follows: beginning at a point in the easterly streetline of South Elm Street as shown on said map, said point also being the southwest corner of said parcel thence along the eastern streetline of South Elm Street N.12° 37' 14" E 209.79 feet; thence along a curve concave to the northwest with radius of 15.00 feet, arch length of 23.90 feet and delta of 91° 16' 32"; thence along the southerly street line of Union Street the following two

courses, S 76° 06' 14" E a distance of 413.54 feet and along a curve concave to the south with radius of 1225.00 feet, arc length of 99.17 feet and delta 04° 38' 19" to a C.H.D. monument N. 261898.9378, E 521693.2863, thence S 80° 55' 49" W along monumented highway line of interstate 84 a distance of 559.84 feet; thence S 48° 55' 48" W still along monumented highway line of Interstate 84 a distance of 13.00 feet to the point of beginning.

Said parcel contains 1.30 acres.

(Bounded by Interstate 84, South Elm Street and Union Street)

Together with such rights, if any, as acquired under an Encroachment Agreement by and between the State of Connecticut Department of Transportation and Saint Mary's Hospital Corporation, dated July 31, 1991 and recorded September 12, 1991 in Volume 2774 at Page 229 of the Waterbury Land Records, with respect to a pedestrian link between parcel 4 and parcel 1, as shown on plan entitled "Pedestrian Link Easement Map, Union Street, Waterbury, Connecticut, prepared for Saint Mary's Hospital KA, Kasper Associates, Engineers, Surveyors, Planners, Bethel, Connecticut, Scale 1" = 20', Date: 8/16/89 Sheet 1 of 1 designed by, drawn by, BEM check by JJK, Project No, 2348)

Being the same premises shown on a map entitled "Map of Properties owned by Saint Mary's Hospital Corporation, South Elm Street, Union Street and Scovill Street, Waterbury, Connecticut, Meyers Associates, P.C., Engineers, Surveyors, Planners, 60 Linden Street, Waterbury, Conn. 06702, April 29, 1997, Scale 1" = 40" to be filed in the Office of the Waterbury Town Clerk.

#### 5. Parcel Five

That certain parcel of land situated in the Town of Waterbury, County of New Haven and State of Connecticut, on the easterly side of Present Franklin Street, at Present Scovill Street, containing 0.77 of an acre, more or less, bounded and described as follows:

WESTERLY by Present Franklin Street, 303 feet, more or less, by a line designated "Release Line", as shown on the map hereinafter referred to;

WESTERLY,

NORTHWESTERLY

AND NORTHERLY by Present Franklin Street and by Present Scovill Street, each in part, 34 feet, more or less, by a line designated "Release Line", as shown on said map;

NORTHERLY by Present Scovill Street, 62 feet, more or less, by a line designated "Release Line", as shown on said map;

NORTHERLY,

NORTHEASTERLY

AND EASTERLY by Present Scovill Street and by Present Baldwin Street, each in part, 34 feet, more or less, by a line designated "Release Line", as shown on said map

EASTERLY by Present Baldwin Street, 299 feet, more or less, by a line designated "Release Line", as shown on said map;

SOUTHERLY by Present Union Street, 115 feet, more or less, by a line designated "Release Line", as shown on said map.

The above-described land comprises a portion of the premises acquired by the State of Connecticut from Saint Mary's Hospital Corporation as described in a Certificate of Condemnation recorded in Volume 1198 at Page 141 of the Waterbury Land Records; from the City of Waterbury as described in a Quit-Claim Deed recorded in Volume 1206 at Page 109 of said land records; and from Century Brass Products, Inc. as described in a Quit-Claim Deed recorded in Volume 1237 at Page 19 of said land records; and a portion of former Union Street, Baldwin Street and Cole Street.

**6. Parcel Six**

All that certain piece or parcel of land situated on the southerly side of French Street in the Town of Watertown, County of Litchfield, State of Connecticut shown as Lot 34A Area = 25,515 S.F. on 0.59 acres on a map entitled, "Division of land 'First Cut' owned by SAINT MARY'S HEALTH SYSTEM, INC. 290 French Street Watertown Connecticut Scale 1" = 30' dated 3-21-14 Meyers Associates P.C. 60 Linden Street Waterbury, Connecticut 06702". Said premises being bounded and described as follows:

Beginning at a point on the southerly street line of French Street, said point being just northerly of the northwest corner of land now or formerly of Mark & Cheryl C. Woodruff, and also being the northeast corner of the herein described parcel of land; thence running S 09°29'38" E 273.42' along the westerly street line of French Street and along land of said Woodruff, in part by each, to a point; thence turning and running S 76°58'40" W 99.57' along land now or formerly of Town of Watertown, to a point; thence turning and running N 04°13'33" W 325.46' along Lot 34B, to a point on the said southerly street line of French Street; thence turning and running S 66°50'20" E 82.55' along the said southerly street line of French Street, to the point and place of beginning. Said parcel contains 25,515 Square Feet or 0.59 Acres.

**7. Parcel Seven**

Office Condominium Unit 1A, 133 Scovill Street, Waterbury CT

**8. Parcel Eight**

Office Condominium Unit 2A, 133 Scovill Street, Waterbury CT

**9. Parcel Nine**

Office Condominium Unit 2B, 133 Scovill Street, Waterbury CT

**10. Parcel Ten**

Office Condominium Unit 2C, 133 Scovill Street, Waterbury CT

**11. Parcel Eleven**

Office Condominium Unit 2H, 133 Scovill Street, Waterbury CT

**12. Parcel Twelve**

Office Condominium Unit 2J, 133 Scovill Street, Waterbury CT



**13. Parcel Thirteen**

Office Condominium Unit 2K, 133 Scovill Street, Waterbury CT

**14. Parcel Fourteen**

Office Condominium Unit 3A, 133 Scovill Street, Waterbury CT

**15. Parcel Fifteen**

Office Condominium Unit 3B, 133 Scovill Street, Waterbury CT

**16. Parcel Sixteen**

Office Condominium Unit 3C, 133 Scovill Street, Waterbury CT

**17. Parcel Seventeen**

All that certain plot, piece or parcel of land, together with the improvements located thereon, situated, lying and being in the City of Waterbury, County of New Haven and State of Connecticut, being bounded and described as follows:

Beginning at the Westerly end of a curve connecting the Southerly side of Scovill Street and the Westerly side of South Elm Street;

Running thence in a general easterly direction, on a curve to the right having a radius of 8 feet for a distance of 12.64 feet to the Westerly side of South Elm Street;

Running thence along said Westerly side of South Elm Street, South 12 degrees 36' 46" West 345.35 feet to the Northerly end of a curve connecting said Westerly side of South Elm Street with the Northerly side of Union Street;

Running thence in a general Southwesterly direction on a curve to the right having a radius of 17.00 feet for a distance of 26.73 feet to the Northerly side of Union Street;

Running thence along said Northerly side of Union Street North 77 degrees 17' 05" West 246.85 feet to a point on lands now or formerly of Gulf Oil Corporation;

Running thence along the same, North 12 degrees 42' 55" East 137.39 feet to a point on lands now or formerly of Saint Mary's Hospital Corp.;

Running thence along the same the following courses and distances:

South 77 degrees 58' 14" East, 50.14 feet;  
 North 12 degrees 01' 46" East, 136.53 feet;  
 South 75 degrees 32' 14" East, 29.35 feet; and;  
 North 12 degrees 03' 46" East, 94.73 feet to the Southerly side of Scovill Street;

Running thence along said Southerly side of Scovill Street, South 77 degrees 56' 14" East, 178.40 feet to the point and place of beginning.

Together with and subject to all rights of way, easements and other right and obligation of the grantor appurtenant to the land, including all rights, title and interest of the grantor, if any, in and to the strips and gores, streets, highways and alleys abutting or adjacent thereto.

### **18. Parcel Eighteen**

Those three certain pieces or parcels of land, with all the improvements thereon, situated in the City of Waterbury, County of New Haven and State of Connecticut, bounded and described as follows:

#### **FIRST PIECE**

That certain piece or parcel of land with all the improvements thereon, situated on the southwesterly corner of East Main Street and Mill Street in the City of Waterbury, County of New Haven and State of Connecticut know as #324-336 East Main Street, bounded and described as follows:

NORTHERLY: 79 feet on East Main Street  
 EASTERLY: 136 feet on Second Piece;  
 SOUTHERLY: on land now or formerly of The Church of the Immaculate Conception; and  
 WESTERLY: 136 feet on land now or formerly of The Church of the Immaculate Conception.

#### **SECOND PIECE**

A certain piece or parcel of land located on the southerly side of East Main Street, being portion of the discontinued Mill Street and is bounded and described as follows:

NORTHERLY: 28.00 feet, more or less, by East Main Street;  
 EASTERLY: 130.00 feet, more or less, by land now or formerly of the State of Connecticut, acquired by the discontinuance of Mill Street;  
 SOUTHERLY: 20.00 feet, by land of Century Brass Products, Inc., acquired by the discontinuance of Mill Street; and  
 WESTERLY: 136.00 feet by land of Philip Avery.

#### **THIRD PIECE**

That certain piece or parcel of land with all the improvements thereon situated in the City of Waterbury, County of New Haven and State of Connecticut, known as EAST MAN STREET, and more particularly bounded and described as follows:

NORTHEASTERLY: 19.86 feet by East Main Street;  
 SOUTHEASTERLY: 136.00 feet by land now or formerly of Philip Veillette, et al;  
 NORTHEASTERLY: again 99.25 feet by land now or formerly of Philip Veillette, et al;  
 SOUTHEASTERLY: again 43 feet, more or less, by Baldwin Street, fka Mill Street; again  
 SOUTHEASTERLY: by Baldwin Street, fka Mill Street;  
 SOUTHWESTERLY: 251.25 feet by land now or formerly of the Church of the Immaculate Conception;  
 NORTHWESTERLY: 136.68 feet by land now or formerly of the Church of the Immaculate Conception.

A portion of the parcel is shown on a certain Map entitled, "Map of Land of Scovill Manufacturing Company, Waterbury, Conn., The A.J. Patton Co. Surveyor, Waterbury, Conn. Oct. 1975, Scale 1" = 50' Revised April 9, 1976, Sheet 1 of 8" on file in the Waterbury Town Clerk's Office in Map Drawer VI,

Page 35.



Office of the President  
Chad W. Wable, FACHE

September 18, 2015

JANEANNE LUBIN-SZAFRANSKI  
SAINT FRANCIS CARE, INC.  
114 WOODLAND ST  
HARTFORD, CT 06105

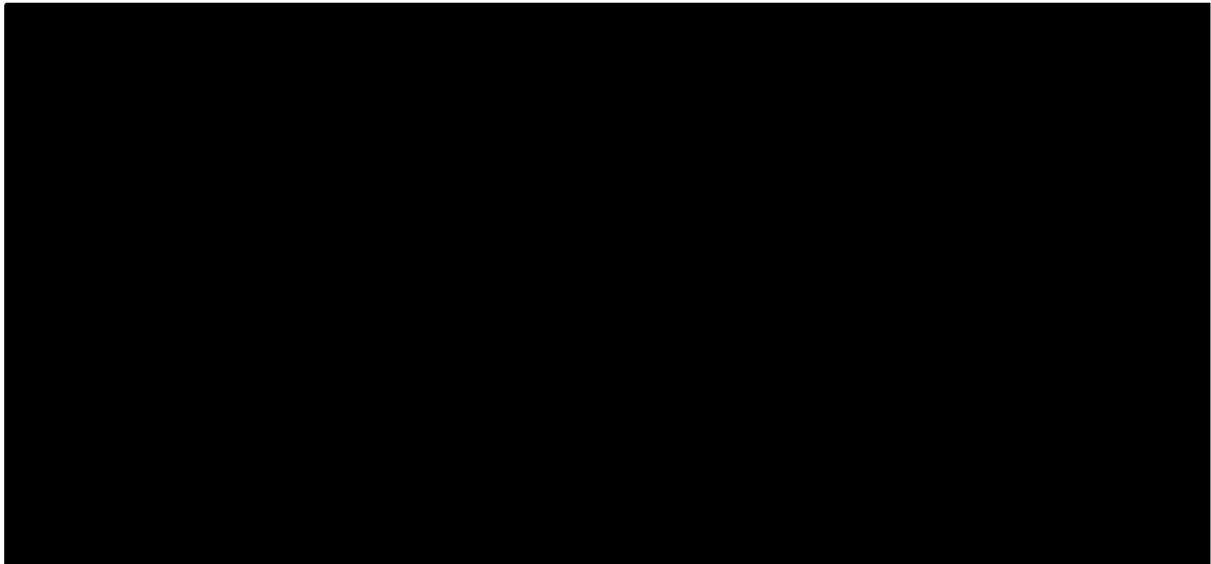
TRINITY HEALTH CORPORATION  
20555 VICTOR PARKWAY  
LIVONIA, MI 48152

**RE: Supplemental Disclosure Letter**

Dear Ms. Lubin-Szafranski:

In connection with the Transfer Agreement, dated September 18, 2015, by and among Saint Francis Care, Inc. ("Saint Francis"), Trinity Health Corporation ("Trinity"), Saint Mary's Health System, Inc., and Saint Mary's Hospital, Inc. ("Saint Mary's") (collectively, the "Parties"), Saint Mary's has requested to make several supplemental disclosures herein and Trinity Health and Saint Francis have agreed thereto. By signing below, the Parties agree the below disclosures are valid disclosures to the Transfer Agreement and have the same force and effect as the Transfer Agreement Disclosure Schedules. Based on the foregoing, Saint Mary's makes the following supplemental disclosures:

6.15



56 Franklin Street, Waterbury, Connecticut 06706 (203) 709-6000 www.stmh.org

**AFFILIATED ORGANIZATIONS**

Saint Mary's Hospital Saint Mary's Hospital Foundation Franklin Medical Group Diagnostic Imaging of Southbury  
Harold Leever Regional Cancer Center Heart Center of Greater Waterbury Naugatuck Valley MRI Naugatuck Valley Surgical Center Saint Mary's Indemnity Company

6.19:

Initial Breach Report, dated February 28, 2014, individual patient - unauthorized access/disclosure

Initial Breach Report, dated February 28, 2014, five patients affected - mail incorrectly addressed

6.22(b)

The current determination letter for the 401(k) Plan, dated January 18, 2012, is conditioned upon the timely execution of certain amendments. Exact evidence of the timely execution of these amendments has not been provided.

6.22(f):

Policies and procedures to comply with the HIPAA privacy and security regulations have not been specifically adopted for group health plans.


6.22(k):

Saint Mary's Hospital has a number of individual non-competition, non-disclosure and severance payment agreements in effect with a number of Officers and Executives of Saint Mary's Hospital. The Agreements, and certain amendments, are generally dated from 2008 to 2014. The severance payment obligations vary by agreement and often are measured based on years of service at the time of termination with maximum dollar amount limits. However, because the individual payments by Saint Mary's Hospital are incurred for employment terminations which occur with or without cause, and because the agreements contain required terminated employee release of claims provisions for the payments to occur, it appears likely that Section 409A compliance issues will therefore exist. Such Agreements may be viewed by the IRS as deferred compensation agreements in substance, and because of the required releases of claims, as well as the total amounts to be paid by Saint Mary's Hospital, IRS Notices 2010-6 and 2010-80 may provide relief for any desired amendments to be implemented for purposes of complying with Section 409A, and so as to legally avoid potential IRS penalties, individual income tax liabilities, interest and non-payment penalties.

Very truly yours,

Dated: 9-18-15, 2015

**SAINT MARY'S HEALTH SYSTEM, INC.**



By: \_\_\_\_\_  
Name: Chad W. Wable, FACHE  
Title: Chief Executive Officer

Dated: 9-18-15, 2015

**TRINITY HEALTH CORPORATION**

By: \_\_\_\_\_  
Name:  
Title:

Dated: 9-18-15, 2015

**SAINT FRANCIS CARE, INC.**

By: \_\_\_\_\_  
Name:  
Title:

A large, stylized handwritten signature in black ink is written over the signature line and extends downwards into the 'Name:' and 'Title:' fields.

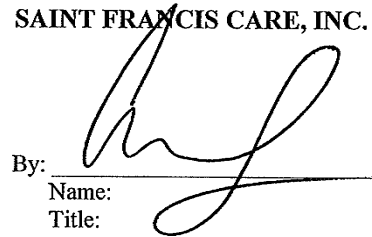
Dated: 9-18-15, 2015

**TRINITY HEALTH CORPORATION**

By:   
Name:  
Title:

Dated: 9-18-15, 2015

**SAINT FRANCIS CARE, INC.**

By:   
Name:  
Title:

### CLOSING DISCLOSURE SCHEDULE

This Closing Disclosure Schedule is being delivered in anticipation of Closing pursuant to Section 5.01 the terms of that certain Transfer Agreement (the "**Agreement**"), dated as of September 18, 2015, by and among Trinity Health Corporation, an Indiana nonprofit corporation ("**Trinity Health**"), Trinity Health – New England, Inc. (f/k/a Saint Francis Care, Inc.), a Connecticut nonstock corporation ("**NE-RHM**"), and Saint Mary's Health System, Inc. ("**SMHS**") and Saint Mary's Hospital, Inc. ("**SMH**"), both Connecticut nonstock corporations (collectively, "**Saint Mary's**").

Capitalized terms used in this Disclosure Schedule and not otherwise defined herein shall have the respective meaning ascribed thereto in the Agreement. Any headings herein are included for convenience of reference only and shall be ignored in the construction and interpretation hereof. Any summary of or reference to a written document in this Disclosure Schedule shall be deemed to refer to the version of such document in the form that it has been made available to NE-RHM and Trinity Health via the electronic data room set up for this transaction at <https://datasite.merrillcorp.com>.



## DISCLOSURE SCHEDULES

Schedule 1A	_____	Knowledge of Saint Mary's
Schedule 1B	_____	Knowledge of NE-RHM
Schedule 1C	_____	Knowledge of Trinity Health
Schedule 2.01	_____	SMH Board Members
Schedule 3.02	_____	NE-RHM Board of Directors - Saint Mary's Members
Schedule 6.04	_____	Conflicts/Consents
Schedule 6.05	_____	Organizational Chart
Schedule 6.07	_____	Undisclosed Liabilities
Schedule 6.08	_____	Absence of Certain Changes, Events, Conditions
Schedule 6.09	_____	Material Contracts
Schedule 6.09(c)	_____	Material Contracts - Validity
Schedule 6.10	_____	Permitted Encumbrances
Schedule 6.11	_____	Condition and Sufficiency of the Saint Mary's Assets
Schedule 6.12(a)	_____	Owned Real Property
Schedule 6.12(b)	_____	Leased Real Property
Schedule 6.14(a)	_____	Legal Proceedings
Schedule 6.14(b)	_____	Governmental Orders
Schedule 6.15(a)	_____	Compliance With Laws
Schedule 6.16(a)	_____	Medicare - Plans of Correction
Schedule 6.16(b)	_____	Medicare - Claims
Schedule 6.16(d)	_____	Medicare - Accreditation Surveys/Deficiency List
Schedule 6.19	_____	HIPAA - Breach Notifications
Schedule 6.20	_____	Affiliate Transactions
Schedule 6.21(e)	_____	Environmental
Schedule 6.22(a)	_____	Employee Benefit Plans
Schedule 6.22(b)	_____	Benefit Plans - Compliance
Schedule 6.22(c)	_____	Employee Pension Benefit Plan Liability
Schedule 6.22(d)	_____	Multiemployer Plan Liability
Schedule 6.22(e)	_____	Church Plans
Schedule 6.22(f)	_____	Employee Welfare Benefit Plans
Schedule 6.22(g)	_____	Effect of Execution and Consummation of Agreement on Saint Mary's Benefit Plans

- Schedule 6.23 \_\_\_\_\_ Employment Matters
- Schedule 6.24 \_\_\_\_\_ Taxes
- Schedule 6.25 \_\_\_\_\_ Insurance
- Schedule 7.04 \_\_\_\_\_ Conflicts - Trinity Health and NE-RHM
- Schedule 7.08(a) \_\_\_\_\_ Compliance with Laws - NE-RHM
- Schedule 7.09(a) \_\_\_\_\_ Medicare - Plans of Correction - NE-RHM
- Schedule 7.09(b) \_\_\_\_\_ Medicare/Medicaid - NE-RHM Claims
- Schedule 7.12 \_\_\_\_\_ HIPAA - Breach Notifications - NE-RHM
- Schedule 8.08(a) \_\_\_\_\_ Insured Real Property

**Schedule 1A**

**Knowledge of Saint Mary's**

No updates.

**Schedule 1B**

**Knowledge of NE-RHM**

1. Christopher M. Dadlez, President and CEO
2. David Bittner, Senior Vice President and CFO
3. Janeanne C. Lubin-Szafranski, Senior Vice President and General Counsel
4. Jennifer S. Schneider, Vice President of Finance

**Schedule 1C**

**Knowledge of Trinity Health**

No updates.

**Schedule 2.01**

**SMH Board Members**

**Directors and Officers**

- Mengacci, Esq., Joseph
- Pugh, Richard
- Wable, Chad
- Mattie, Angela
- Roscoe, Robert

**Directors**

- Albert, Eric
- Albin, M.D., S. Mark
- Bachhuber, Theresa M.
- Ford, Father Christopher
- Gumbardo, M.D., Robert
- Richi, M.D., Aziz
- Rodriguez, Felix
- Roer, M.D., David
- Sullivan, Esq., Christine
- Summa, Esq., Kara

**Schedule 3.02**

**Board of Directors of NE-RHM - Saint Mary's Members**

Notwithstanding the provisions of the Transfer Agreement, the Parties hereto agree that the following individuals will be added to the Board of Directors of NE-RHM effective as of September 1, 2016:

Garret Casey, Jr.

Stephen R. Griffin, Esq.

**Schedule 6.04****Conflicts/Consents**

- (a) No updates.
- (b) No updates.
- (c)(i) No updates.
  - (1) Waterbury Hospital, as member of the Harold Leever Regional Cancer Center, Inc., provided consent in September 2015. Waterbury Hospital and SMH recently filed a CON modification in anticipation of the transaction contemplated in the Transfer Agreement.
  - (2) NVRA consent provided to NE-RHM and Trinity Health
  - (3) Notice to DSS required within 35 days post-closing
  - (4) Craneware consent letter sent out. Awaiting receipt
  - (5) Notice letter to McKesson provided to NE-RHM, Trinity Health
  - (6)
    - a. Consent of Archdiocese provided to NE-RHM, Trinity Health.
    - b. Consent of Holy See, Roman Catholic Church provided to NE-RHM, Trinity Health
    - c. OHCA approval received and provided to all parties
    - d. Notice provided to Connecticut Attorney General
    - e. FTC did not provide comment
  - (7) Upon further review, consent of Diagnostic Imaging of Southbury, LLC is not required.
  - (8) Per Section 10.01 of the Indenture of Lease by and between Park West, LLC and Saint Mary's Hospital, Park West, LLC required consent to transfer the Indenture of Lease. Proof of Park West, LLC's consent to the transfer has been provided to NE-RHM and Trinity Health.
  - (9) Per Section 21(a) of the Lease by and between RPH Highland LLC and Saint Mary's Hospital, RPG Highland LLC required consent to assign the Lease. Proof of RPH Highland LLC's consent to the assignment has been provided to NE-RHM and Trinity Health.
- (c)(ii) No updates.
- (c)(iii) No updates.
- (c)(iv) No updates.



(c)(v) Pursuant to Section 18.d. of the Master Service Agreement, dated January 5, 2009, by and between SMH and Connecticut Children's Medical Center ("CCMC"), CCMC may terminate the Master Service Agreement by providing written notice to SMH upon a Change of Control. Change of Control includes a change in the membership of SMH. SMH and CCMC remain on good terms and CCMC is not terminating the agreement.

(d) No updates.

**Schedule 6.05**

**Organizational Chart**

No updates.

**Schedule 6.07**

**Undisclosed Liabilities**

Webster Loan to be paid on August 1, 2016 and all necessary releases filed thereafter.

**Schedule 6.08**

Absence of Certain Changes, Events, Conditions

Schedule 6.08 is limited to changes, events, conditions from Balance Sheet Date (6/30/2015) until Signature Date (9/18/15) and thus no update is required

**Schedule 6.09****Material Contracts**

- (i) Each Contract involving aggregate consideration in excess of \$100,000  
See attached.
- (ii) All Contracts that relate to the acquisition of any business, a material amount of equity or assets of any other Person or any real property (whether by merger, sale of stock or equity, sale of assets or otherwise), in each case involving amounts in excess of \$100,000
  - 1. Purchase and Sale Agreement by and between Peter Greco, M.D., Thomas Greco, M.D., and Saint Mary's Health System, Inc., for the Units 3-G and 3-F in the Medical Office Building located at 133 Scovill Street in Waterbury, CT.
- (iii) All Contracts with any Governmental Authority  
No updates.
- (iv) Any Contracts to which Saint Mary's or a Saint Mary's Controlled Subsidiary is a party that provide for any joint venture, partnership or similar arrangement  
No updates.
- (v) All Contracts between or among Saint Mary's on the one hand and any Affiliate of Saint Mary's on the other hand  
No updates.
- (vi) All collective bargaining agreements or Contracts with any union, works council, or labor organization to which SMH or a SMH Controlled Subsidiary is a party  
No updates.
- (vii) All Contracts relating to indebtedness having an outstanding principal amount of \$100,000  
No updates.

## SAINT MARY'S HOSPITAL ATTACHMENT TO CLOSING SCHEDULE 6.09(a)(i)

<b>CONTRACT NUMBER</b>	<b>VENDOR OTHER PARTY</b>
1001.1319C	Yale University School of Medicine
1001.1323C	Press Ganey
1001.1326E	PAC Planning Services, LLC
1002.1328C	Michael Malinics, MD
1002.1330C	Mary L. Aquavia, MD
1001.1341E	NVLM, Inc
1001.1351C	Berkeley Research Group (BRG)
1002.1354C	Pruner, Joseph MD
1001.1355C	Surgical Monitoring Services, Inc. d/b/a Sentient
1002.1358C	Ghisa, MD Adriana
1002.1368C	Nicolescu, Mirela MD
1002.1372C	1389 West Main Street, Suite 224, Waterbury CT
1002.1370C	Gniadek, Thomas MD
1002.1371C	Gniadek, Thomas MD Asset Purchase Agreement
1001.1381C	H2C (Hammond)
1002.1382C	Kett, Kevin MD
1002.1383C	Chang, MD Yueming
1001.1385C	RelayHealth
1002.1389C	United Health Care
1001.1401C	Atrion Networking Corporation
1001.1409C	Medtronic, Inc.
1002.1410C	Singanamala, MD Santhi
1002.1417C	Patel, MD Kush

1002.1416C	Rosado, MD Ana
1002.1418C	Cheema, Rabia
1002.1420C	1389 West Main Street, Suite 224, Waterbury CT 06708
1002.1421C	Shetty, Shopa MD
1002.1423C	Gnanaraj, Joseph MD

## UPDATE TO SCHEDULE 6.09(a)(i) AS REFLECTED IN INITIAL DISCLOSURE SCHEDULES

**MASTER COMMERCIAL CONTRACTS**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1002C	Saint Mary's Hospital	Geonetric Technology
1001.1007E	Saint Mary's Hospital	McKesson Corporation
1001.1008E	Saint Mary's Hospital	McKesson Corporation
1001.1009E	Saint Mary's Hospital	McKesson Corporation
1001.1012C	Saint Mary's Hospital	McKesson Corporation
1001.1016C	Saint Mary's Hospital	Medtronic, Inc.
1001.1017C	Saint Mary's Hospital	Medtronic, Inc.
1001.1019C	Saint Mary's Hospital	Quinnipiac University
1001.1024E	Saint Mary's Hospital	Nuance Powerscribe
1001.1025E	Saint Mary's Hospital	Naugatuck Valley Community College
1001.1050C	Saint Mary's Hospital	RelayHealth
1001.1053C	Saint Mary's Hospital	RelayHealth
1001.1054C	Saint Mary's Hospital	Connecticut Hospital Association
1001.1060C	Saint Mary's Hospital	Roche Diagnostics Corporation
1001.1063E	Saint Mary's Hospital	Nuance Communications, Inc.
1001.1064E	Saint Mary's Hospital	McKesson Corporation
1001.1065C	Saint Mary's Hospital	McKesson Technologies, Inc.
1001.1071C	Saint Mary's Hospital	Leidos Health LLC
1001.1085C	Saint Mary's Hospital	JVK Operations
1001.1092C	Saint Mary's Hospital	WB Mason
1001.1099C	Saint Mary's Physician Partners, LLC	Naugatuck Valley Women's Health Specialists, PC
1001.1100E	Saint Mary's Hospital	Wellsoft Corporation
1001.1120C	Saint Mary's Hospital	Medtronic USA, Inc.
1001.1121C	Saint Mary's Hospital	Allscripts Healthcare, LLC
1001.1160C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.1165C	Saint Mary's Hospital	Kronos
1001.1168C	Saint Mary's Hospital	Siemens Healthcare Diagnostics Inc.
1001.1171C	Saint Mary's Hospital	Grainger Industrial Supply
1001.1173C	Saint Mary's Hospital	Anthelio Healthcare Solutions, Inc.
1001.1177C	Saint Mary's Hospital	Truven Health
1001.1178C	Saint Mary's Hospital	Spendadvisor
1001.1185C	Saint Mary's Hospital	Universal Background Screening
1001.1189C	Saint Mary's Hospital	Intuitive Surgical, Inc.



CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1191C	Saint Mary's Hospital	Beckman Coulter
1001.1193C	Saint Mary's Hospital	Draeger Medical, Inc.
1001.1204C	Saint Mary's Hospital	Cross Country Staffing
1001.1221C	Saint Mary's Hospital	Bard Peripheral Vascular, Inc.
1001.1225C	Saint Mary's Hospital	NVMRI
1001.1226C	Saint Mary's Hospital	Edwards Lifesciences LLC
1001.1237C	Saint Mary's Hospital	Covidien Sales, LLC
1001.1248C	Saint Mary's Hospital	McKesson Technologies, Inc.
1001.1250C	Saint Mary's Hospital	St. Jude Medical
1001.1274C	Saint Mary's Hospital	PMA Management Corp. of New England
1001.1275C	Saint Mary's Hospital	Neuro Enterprises, LLC
1001.1286C	Saint Mary's Hospital	Baxter Healthcare Corporation
1001.190C	Saint Mary's Hospital	St. Jude Medical US Division
1001.210C	Saint Mary's Hospital	Craneware, Inc.
1001.216C	Saint Mary's Hospital	University of Connecticut School of Medicine
1001.219C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.228C	Saint Mary's Hospital	Naugatuck Valley Lawn Maintenance, Inc.
1001.235E	Saint Mary's Hospital	School Readiness Grant Program
1001.266E	Saint Mary's Hospital	Connecticut Children's Medical Center
1001.287C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.304E	Saint Mary's Hospital	Stryker
1001.332C	Saint Mary's Hospital	Heart Center of Greater Waterbury, Inc.
1001.354E	Saint Mary's Hospital	Sodexo Operations, LLC
1001.367E	Saint Mary's Hospital	Yale University School of Medicine
1001.393C	Saint Mary's Hospital	3M Health Care Service Center
1001.411C	Saint Mary's Hospital	Cardinal Health 200, LLC
1001.420C	Saint Mary's Hospital	Western Connecticut State University
1001.427C	Saint Mary's Hospital	Sodexo Operations, LLC
1001.430C	Saint Mary's Hospital	Yale University School of Medicine
1001.433C	Saint Mary's Hospital	Yale University School of Medicine
1001.44C	Saint Mary's Hospital	Toshiba America Medical Systems Inc.
1001.44C	Saint Mary's Hospital	Toshiba America Medical Systems Inc.
1001.468C	Saint Mary's Hospital	University of Connecticut, Department of Allied Health Sciences
1001.469C	Saint Mary's Hospital	University of Connecticut School of Nursing
1001.474C	Saint Mary's Hospital	Haemonetics Corporation
1001.47C	Saint Mary's Hospital	Siemens Medical Solutions USA, Inc.
1001.482C	Saint Mary's Hospital	Department of Public Health
1001.489C	Saint Mary's Hospital	Gateway Community College

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.490C	Saint Mary's Hospital & Health System	Santa Buckley Energy, Inc.
1001.495E	Saint Mary's Hospital	GE Healthcare
1001.519C	Saint Mary's Hospital	University of Connecticut School of Social Work
1001.521C	Saint Mary's Hospital	Department of Social Services
1001.525C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.541C	Saint Mary's Hospital	Waterbury Department of Education
1001.54C	Saint Mary's Hospital	3M Health Care Service Center
1001.590C	Saint Mary's Hospital	bioMerieux, Inc.
1001.592C	Saint Mary's Hospital	American National Red Cross
1001.603C	Saint Mary's Hospital	Unitex Textile Rental Services
1001.608C	Saint Mary's Hospital	City-Wide Delivery Service, Inc.
1001.632C	Saint Mary's Hospital	McKesson Health Solutions, LLC
1001.633E	Saint Mary's Hospital	Otis Elevator Company
1001.653C	Saint Mary's Hospital	Siemens Industry, Inc.
1001.668C	Saint Mary's Hospital	Yale University School of Medicine
1001.676E	Saint Mary's Hospital	SkillSurvey
1001.679C	Saint Mary's Hospital	3M Health Care Service Center
1001.681C	Heart Center of Greater Waterbury	University of Connecticut Health Center Department of Finance
1001.682C	Saint Mary's Hospital	Med3000, Inc.
1001.688C	Saint Mary's Hospital	Yale University School of Medicine
1001.691C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.694C	Saint Mary's Hospital	Healthstream, Inc.
1001.749C	Saint Mary's Hospital	Connecticut Light and Power Company
1001.750C	Saint Mary's Hospital	Connecticut Light and Power Company
1001.768C	Saint Mary's Health System	Axiom Group, LLC
1001.783C	Saint Mary's Hospital	Best Practices, Inc.
1001.786C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.787E	Saint Mary's Hospital	GE Medical Systems
1001.788C	Saint Mary's Hospital	Financial Health Strategies, Inc.
1001.811C	Saint Mary's Hospital	Department of Public Health
1001.814C	Saint Mary's Hospital	Executive Health Resources, Inc. (E.H.R.)
1001.820E	Saint Mary's Hospital	Dell
1001.8221C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.825E	Saint Mary's Hospital	Diagnostic Equipment Service Corporation (DESCO)
1001.829C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.840C	Saint Mary's Hospital	University of Connecticut School of Allied Health

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.852C	Saint Mary's Hospital	Bay State Anesthesia
1001.853C	Saint Mary's Hospital	Department of Public Health
1001.858C	Saint Mary's Hospital	Anthelio Healthcare Solutions, Inc.
1001.860C	Saint Mary's Hospital	Syntrac Cardinal Health
1001.861C	Saint Mary's Hospital	Sunquest Information Systems, Inc.
1001.866C	Saint Mary's Health System	VPNE Parking Solutions, LLC
1001.882C	Saint Mary's Hospital	Naugatuck Valley Community College
1001.884C	Saint Mary's Hospital	Olympus America, Inc.
1001.886C	Saint Mary's Hospital	Telephone Nurse Triage - Kanagaratnam Jegathesan, MD
1001.890E	Saint Mary's Hospital	Corepoint
1001.891C	Saint Mary's Hospital	Advantage RN
1001.944C	Saint Mary's Hospital	RelayHealth
1001.950C	Saint Mary's Hospital	Xtend Healthcare, LLC
1001.962C	Saint Mary's Hospital	Precyse Solutions, LLC
1001.979C	Saint Mary's Hospital	Yale University School of Medicine
1001.997C	Saint Mary's Health System, Inc.	McKesson Corporation
1002.1048C	Franklin Medical Group, P.C.	Nuance Communications, Inc.
1002.1090C	Franklin Medical Group, P.C.	Digestive Disease Center of CT, LLC
1002.244C	Franklin Medical Group, P.C.	Naugatuck Valley OB-GYN Associates, PC
1002.448C	Franklin Medical Group, P.C.	Department of Public Health
1002.530C	Franklin Medical Group, P.C.	Napiello, Virginia APRN
1002.888E	Franklin Medical Group, P.C.	Phoenix Internal Medicine Associates, LLC
1002.958C	Franklin Medical Group, P.C.	VENDOR INCORRECTLY LABELED ON LIST AS: University of Connecticut Health Center Department of Finance. CORRECT VENDOR is Night Nurse, Inc.
1002.959C	Franklin Medical Group, P.C.	Thames Records Management
1002.967C	Franklin Medical Group, P.C.	City-Wide Delivery Service, Inc.
1002.974C	Franklin Medical Group, P.C.	Intuitive Surgical, Inc.
1010.966C	Saint Mary's Hospital	Healogics Wound Care & Hyperbaric Services, Inc.
1010.968C	Saint Mary's Hospital	Commerce Bank
1010.978C	Saint Mary's Hospital	Central Connecticut State University
1010.985C	Saint Mary's Hospital	Jackson & Coker Permanent, LLC

**NON-PROVIDER LEASES**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
2005.445C	Saint Mary's Hospital, Inc.	Union Square Southbury, LLC (Landlord)
2005.445C	Saint Mary's Hospital, Inc.	Associated Physicians of Southbury, P.C. (Subtenant)
2005.762C	Saint Mary's Hospital, Inc.	146 Highland Associates, LLC (Landlord)
2005.934E	Saint Mary's Hospital, Inc.	1981 East Main Street, LLC (Landlord)
2005.934E	Saint Mary's Hospital, Inc. (Sublandlord)	Inwelligent Healthcare, Inc. (Subtenant)
2007.104C	Saint Mary's Hospital, Inc.	Scovill Commons Partners, LLC (Landlord)
2007.1186E	Saint Mary's Hospital, Inc.	Subway Real Estate Corp. (Tenant)
2007.1227C	Saint Mary's Hospital, Inc.	Northwest CT Public Safety Communications Center Inc. (Tenant)
2007.245C	Saint Mary's Hospital Corporation	Spectrum Square, LLC (Landlord)
2007.273E	Saint Mary's Hospital, Inc.	Fraydun Enterprises, LLC (Landlord)
2007.285E	Saint Mary's Hospital, Inc.	Fraydun Enterprises, LLC (Landlord)
2007.509E	Saint Mary's Hospital Corporation	Scovill Commons Partners, LLC (Landlord)
2007.760C	Saint Mary's Hospital	JPMCC 2003-ML1 Naugatuck Retail, LLC (Landlord)
2007.761C	Saint Mary's Hospital	Park West, LLC (Landlord)
2007.765E APPRAISAL/OPINION N - NOT REVIEWED	N/A	N/A
2013.1129C	Franklin Medical Group, P.C.	1177, LLC (Landlord)

**PROVIDER CONTRACTS**

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.1072C	Saint Mary's Hospital	Singanamala, Santhi MD
1001.1082C	Saint Mary's Hospital	Waterbury Pulmonary Associates, LLC
1001.1105C	Saint Mary's Hospital	Brittney Williams Howell, MD
1001.110C	Saint Mary's Hospital	Martinucci, Erica MD
1001.1176C	Saint Mary's Physician Partners, LLC	
1001.1216C	Saint Mary's Hospital	Connecticut Children's Specialty Group, Inc.
1001.1298C	Saint Mary's Hospital	Connecticut Children's Specialty Group, Inc.
1001.323E	Saint Mary's Hospital	Connecticut Children's Medical Center
1001.342C	Saint Mary's Hospital	Consultants In Pathology, PC
1001.37C	Saint Mary's Hospital	Rho, Mira MD
1001.39C	Saint Mary's Hospital	Roer, David MD

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1001.407C	Saint Mary's Hospital	Neurosurgery Orthopaedics & Spine Specialists PC
1001.783E	Saint Mary's Hospital	EmCare, Inc. AND EmCare, Inc.
1001.480C	Saint Mary's Hospital	Milford Anesthesia Associates, LLC
1001.543E	Saint Mary's Hospital	Koteles, Alicia MD
1001.547C	Saint Mary's Hospital	Raissi, Sina MD
1001.570C	Saint Mary's Hospital (Naugatuck Valley Surgical Center Limited Partnership)	SurgiCenter Anesthesiologists, PC
1001.580C	Saint Mary's Hospital	Mayo Medical Laboratories
1001.593C	Saint Mary's Hospital	Zarif, Abdul MD
1001.68C	Saint Mary's Hospital	Zarif, Abdulmasih MD
1001.764C	Saint Mary's Hospital	Naugatuck Valley Women's Health Specialists, PC
1001.988E	Saint Mary's Hospital	Wellmore Behavioral Health
1002.1020C	Franklin Medical Group, P.C.	Monzurul Chowdhury, MD
1002.1031C	Franklin Medical Group, P.C.	Bechoi Saleib, MD
1002.1037C	Franklin Medical Group, P.C.	Anna Freitag, MD
1002.1051C	Franklin Medical Group, P.C.	Frank Longo, MD
1002.1067C	Franklin Medical Group, P.C.	Ken Matsuo
1002.1069C	Franklin Medical Group, P.C.	Joseph Bowen, MD
1002.1101C	Franklin Medical Group, P.C.	Marano, Albert
1002.1102C	Franklin Medical Group, P.C.	Lyall, Bhupinder
1002.1103C	Franklin Medical Group, P.C.	Feinberg, Michael
1002.1104C	Franklin Medical Group, P.C.	Kraus, Mark, MD
1002.1107C	Franklin Medical Group, P.C.	Anupama Paranandi, MD Infectious Disease
1002.1109C	Franklin Medical Group, P.C.	Sallie Carrington, DO
1002.1110C	Franklin Medical Group, P.C.	Preissler, MD Paul
1002.1112C	Franklin Medical Group, P.C.	Garsten, MD Joel
1002.1113C	Franklin Medical Group, P.C.	Burlison, MD Kathleen
1002.1117C	Franklin Medical Group, P.C.	Cohen, Matthew, MD
1002.113C	Franklin Medical Group, P.C.	Palesty, J Alexander MD
1002.116C	Franklin Medical Group, P.C.	Wetmore, Robert S MD, PC
1002.117C	Franklin Medical Group, P.C.	Sieling, Beth Ann MD
1002.118C	Franklin Medical Group, P.C.	Sookhan, Nicole MD
1002.11C	Franklin Medical Group, P.C.	Rosenhein, Brian DO
1002.1208C	Franklin Medical Group, P.C.	Giacomazzi, Peter, MD
1002.120C	Franklin Medical Group, P.C.	Galal, Magdy MD
1002.1238C	Franklin Medical Group, P.C.	Shetty, MD Shohan
1002.1242C	Franklin Medical Group, P.C.	Neamtu, MD Andreea

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.1268C	Franklin Medical Group, P.C.	Gork MD, Ahmet
1002.1269C	Franklin Medical Group, P.C.	Khan MD, Tasneem
1002.1270C	Franklin Medical Group, P.C.	Salerno MD, John
1002.1271C	Franklin Medical Group, P.C.	Polokoff MD, Ellen
1002.1272C	Franklin Medical Group, P.C.	Leal MD, Daniel
1002.1277C	Franklin Medical Group, P.C.	Medrano MD, Consuelito
1002.1278C	Franklin Medical Group, P.C.	Esemuede MD, Iyare
1002.1281C	Franklin Medical Group, P.C.	Thiruvengadam MD, Sudha
1002.12C	Franklin Medical Group, P.C.	Sheikh, Abdul Majeed MD
1002.1300C	Franklin Medical Group, P.C.	Carolyn O'Connor, MD
1002.1303C	Franklin Medical Group, P.C.	Greco, Thomas MD
1002.1304C	Franklin Medical Group, P.C.	Ann Marie Conti-Kelly, MD
1002.15C	Franklin Medical Group, P.C.	Te, Victorio Go MD
1002.18E	Franklin Medical Group, P.C.	Simms, Michael F MD
1002.20C	Franklin Medical Group, P.C.	Imam, Azhar MD
1002.22C	Franklin Medical Group, P.C.	Nawaz, Shah MD
1002.23C	Franklin Medical Group, P.C.	Alston, Shawnette MD
1002.25C	Franklin Medical Group, P.C.	Beri, Rohit MD
1002.26C	Franklin Medical Group, P.C.	Bogursky, Sondra MD
1002.299C	Franklin Medical Group, P.C.	Anthony, J Robert MD
1002.29C	Franklin Medical Group, P.C.	Colodner, Gregory MD
1002.34C	Franklin Medical Group, P.C.	Newell, Rebecca O MD
1002.36C	Franklin Medical Group, P.C.	Ouellette, Jason MD
1002.379C	Franklin Medical Group, P.C.	Chere, Mitch MD
1002.3C	Franklin Medical Group, P.C.	Ramos, Rey MD
1002.41C	Franklin Medical Group, P.C.	Talwalkar, Jaideep MD
1002.42C	Franklin Medical Group, P.C.	Vaezy, Ali MD
1002.432C	Franklin Medical Group, P.C.	Ndiaye, Mouhamed A MD
1002.457C	Franklin Medical Group, P.C.	Gega, Arjet MD
1002.493C	Franklin Medical Group, P.C.	Kelly, Paul MD
1002.501C	Franklin Medical Group, P.C.	Zhang, He MD
1002.503C	Franklin Medical Group, P.C.	Baba, Carolina Borz MD
1002.508C	Franklin Medical Group, P.C.	Rubenstein, Stephen MD
1002.513C	Franklin Medical Group, P.C.	Rovetto, Allyson MD
1002.515C	Franklin Medical Group, P.C.	Brenes, Laura C MD
1002.516C	Franklin Medical Group, P.C.	Zlotoff, Ronald A MD
1002.528C	Franklin Medical Group, P.C.	D'Souza, Bernard MD
1002.55C	Franklin Medical Group, P.C.	Almeida, Carlos MD

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
1002.569C	Franklin Medical Group, P.C.	Richi, Maysoun MD
1002.56C	Franklin Medical Group, P.C.	Alvarez, Alexander J MD
1002.58C	Franklin Medical Group, P.C.	Testa, John MD
1002.59C	Franklin Medical Group, P.C.	Uberti, James G MD
1002.614C	Franklin Medical Group, P.C.	Richi, Aziz MD
1002.655C	Franklin Medical Group, P.C.	Quinn, Edmund
1002.685C	Franklin Medical Group, P.C.	Karen Kennedy
1002.69C	Franklin Medical Group, P.C.	Cardiology Associates of Waterbury, PC
1002.756C	Franklin Medical Group, P.C.	Zefirova, Julia MD
1002.758C	Franklin Medical Group, P.C.	Cumberland, Melisha MD
1002.817C	Franklin Medical Group, P.C.	Mario Perez
1002.827E	Franklin Medical Group, P.C.	Seli, Meltem MD
1002.848C	Franklin Medical Group, P.C.	Albajrami, Oltjon MD
1002.879C	Franklin Medical Group, P.C.	Ranjan, Saurabh MD
1002.887C	Franklin Medical Group, P.C.	El-Hennawy, Magdy Sayed MD
1002.915C	Franklin Medical Group, P.C.	Philip R. Corvo, MD
1002.93C	Franklin Medical Group, P.C.	Naugatuck Valley OBGYN PC
1002.943C	Franklin Medical Group, P.C.	Maria Dawe, MD
1002.961C	Franklin Medical Group, P.C.	Macaron, Shady Hafez MD
1002.972C	Franklin Medical Group, P.C.	Naugatuck Valley Women's Health Specialists, PC
1002.993C	Franklin Medical Group, P.C.	Aditi Mukherji, MD
1002.995C	Franklin Medical Group, P.C.	Rebecca Scandrett, MD
1002.244C	Franklin Medical Group, P.C.	Naugatuck Valley OB-GYN Associates, PC
1001.266E	Saint Mary's Hospital	Connecticut Children's Medical Center

#### PROVIDER LEASES

CONTRACT NO.	SAINT MARY'S ENTITY	VENDOR / PROVIDER / NON-PROVIDER
2005.364C	Saint Mary's Hospital	Saint Mary's Hospital
2007.1285C	Saint Mary's Hospital	LJL Properties, LLC
2007.296C	Saint Mary's Hospital	West Main Medical, LLC, a Connecticut limited liability company, as Landlord
2008.534C	Primary Care Partners, P.C.	Greater Waterbury Primary Care Associates, P.C., as Tenant

62522999 v2-WorkSiteUS-080456/0042

55900575 v7

**Schedule 6.09(c)**

**Material Contracts - Validity**

To the knowledge of Saint Mary's, each Material Contract is valid and binding on Saint Mary's or a Saint Mary's Controlled Subsidiary, as applicable, in accordance with its terms and is in full force and effect;

To the Knowledge of Saint Mary's, no party is in breach of or default under (or is alleged to be in breach of or default under), or has provided or received any notice of any intention to terminate, any Material Contract; and

No event or circumstance has occurred that, with notice or lapse of time or both, would constitute an event of default under any Material Contract or result in a termination thereof or would cause or permit the acceleration or other changes of any right or obligation or the loss of any benefit thereunder.



**Schedule 6.10**

**Permitted Encumbrances**

- (1) Filing No. 0003104990 in favor of Wells Fargo Equipment Finance, Inc.
- (2) Filing No. 0003013154 in favor of General Electric

**Schedule 6.11**

**Condition and Sufficiency of the Saint Mary's Assets**

No updates.

**Schedule 6.12(a)****Owned Real Property**

The following units have been added since the Signing Date:

- Office Condominium Unit 2I (206), 133 Scovill Street, Waterbury CT
- Office Condominium Unit 3G (304), 133 Scovill Street, Waterbury CT
- Office Condominium Unit 3F (306), 133 Scovill Street, Waterbury CT

The following parcel was sold subsequent to the Signing Date:

All that certain piece or parcel of land situated on the southerly side of French Street in the Town of Watertown, County of Litchfield, State of Connecticut shown as Lot 34A Area = 25,515 S.F. on 0.59 acres on a map entitled, "Division of land 'First Cut' owned by SAINT MARY'S HEALTH SYSTEM, INC. 290 French Street Watertown Connecticut Scale 1" = 30' dated 3-21-14 Meyers Associates P.C. 60 Linden Street Waterbury, Connecticut 06702". Said premises being bounded and described as follows:

Beginning at a point on the southerly street line of French Street, said point being just northerly of the northwest corner of land now or formerly of Mark & Cheryl C. Woodruff, and also being the northeast corner of the herein described parcel of land; thence running S 09°29'38" E 273.42' along the westerly street line of French Street and along land of said Woodruff, in part by each, to a point; thence turning and running S 76°58'40" W 99.57' along land now or formerly of Town of Watertown, to a point; thence turning and running N 04°13'33" W 325.46' along Lot 34B, to a point on the said southerly street line of French Street; thence turning and running S 66°50'20" E 82.55' along the said southerly street line of French Street, to the point and place of beginning.  
Said parcel contains 25,515 Square Feet or 0.59 Acres.

**Schedule 6.12(b)**

**Leased Real Property**

1. The property known as the Scovill Medical Center and located at 133 Scovill Street, Suite 206, Waterbury, Connecticut, and which was subject to the lease by and between Paolo Mapelli and Saint Mary's Hospital, Inc. dated January 1, 2006, as modified by the Lease Modification Agreement, dated January 1, 2009, is now owned by Saint Mary's Hospital, Inc.

**Schedule 6.14(a)**

**Legal Proceedings**

The following matters disclosed in the initial Disclosure Schedules have all been settled:

*Don Doe v. The Hartford Roman Catholic Diocesan Corp., et al.*  
*Brian Doe v. The Hartford Roman Catholic Diocesan Corp., et al.*  
*George Doe v. The Hartford Roman Catholic Diocesan Corp., et al.*  
*Patrick Doe v. The Hartford Roman Catholic Diocesan Corp., et al.*

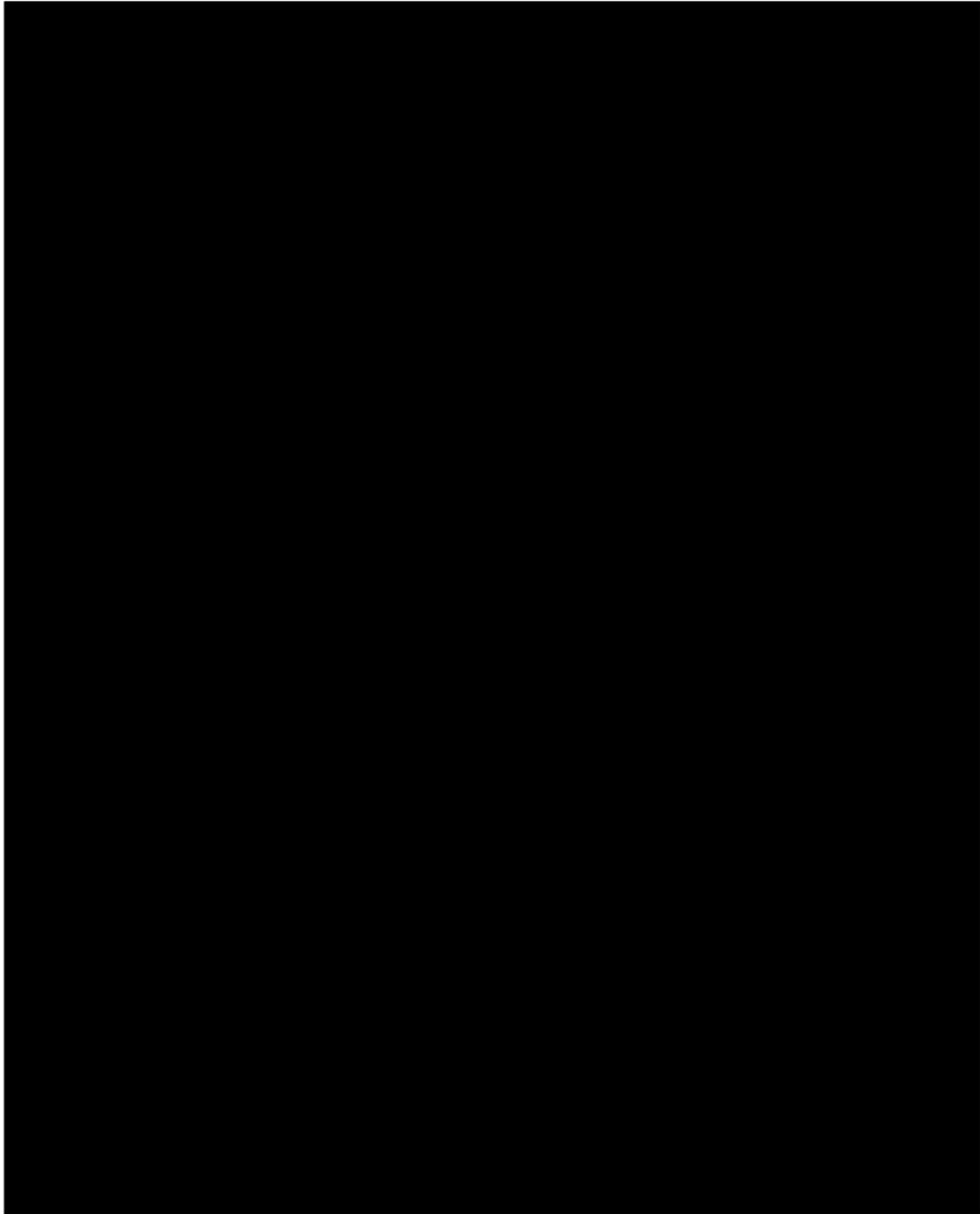
**Schedule 6.14(b)**

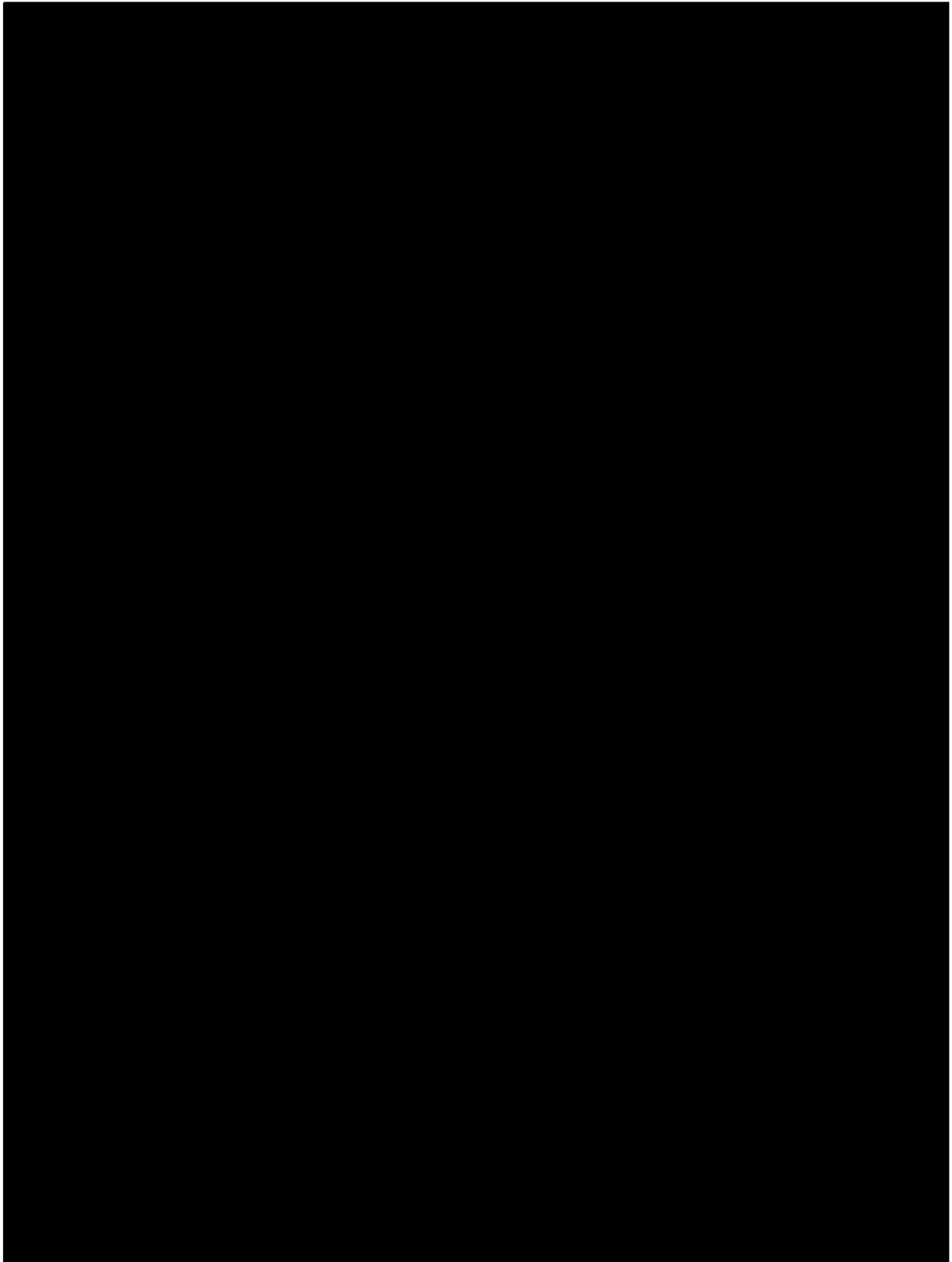
**Governmental Orders**

No updates.

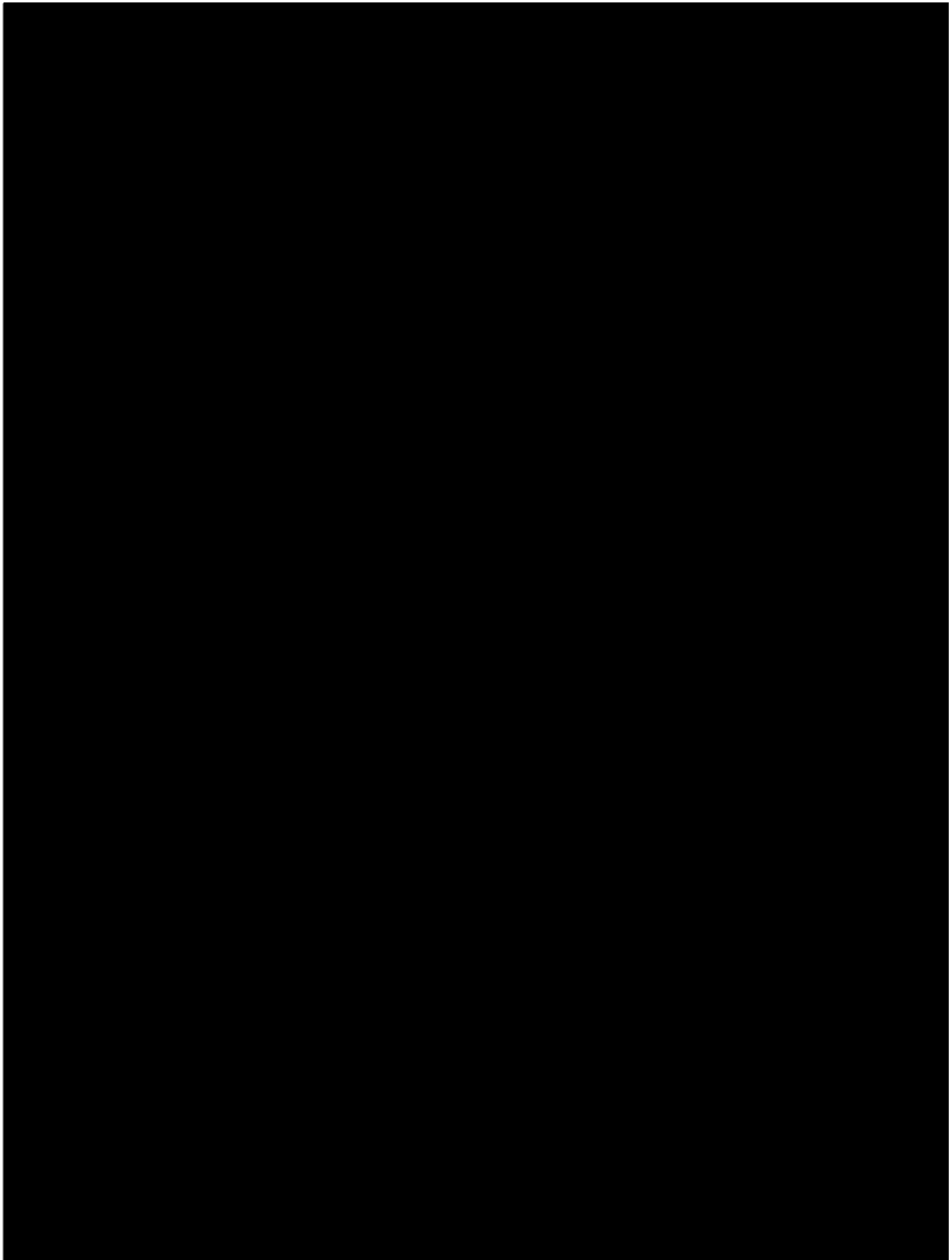
**Schedule 6.15(a)**

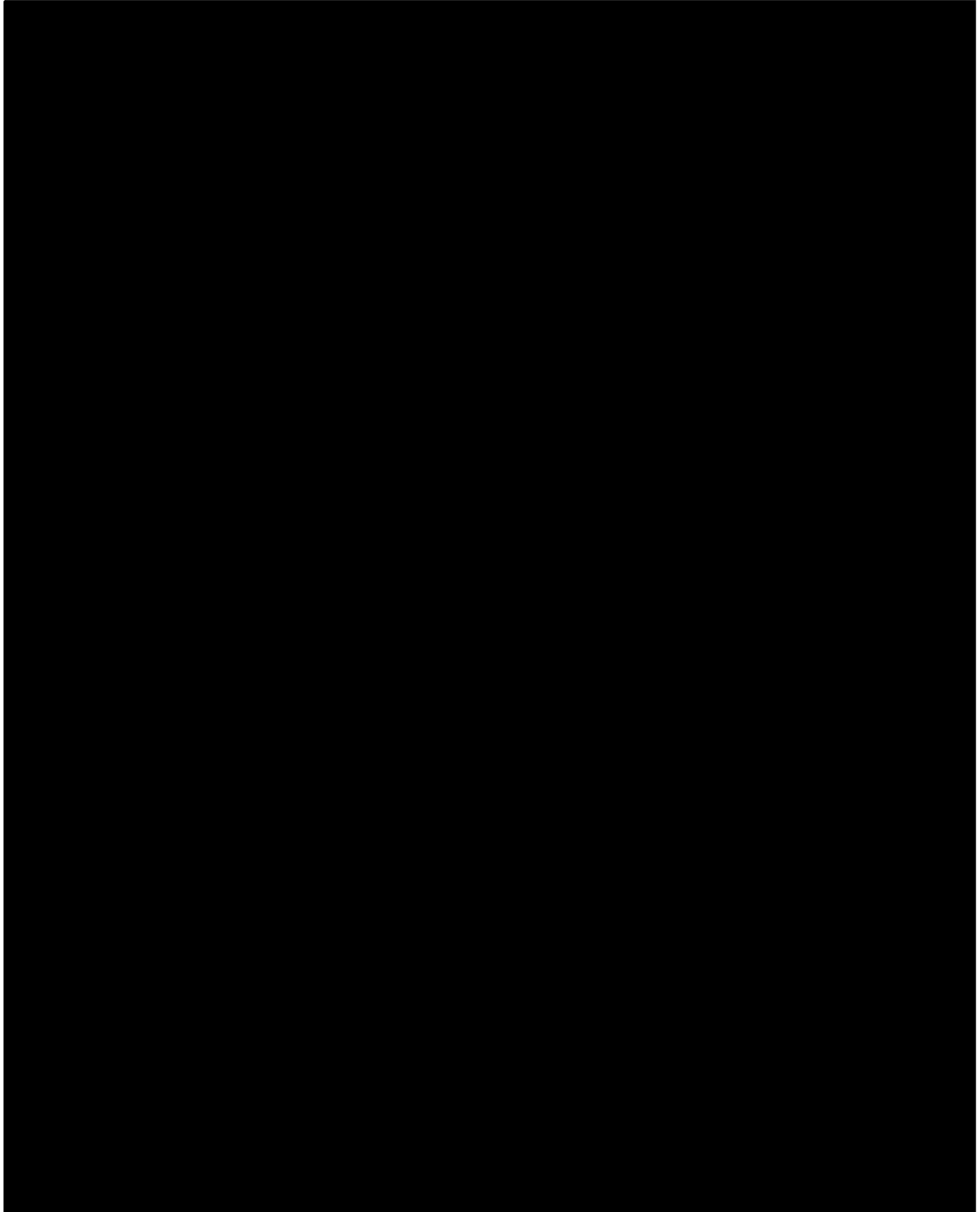
**Compliance with Laws**

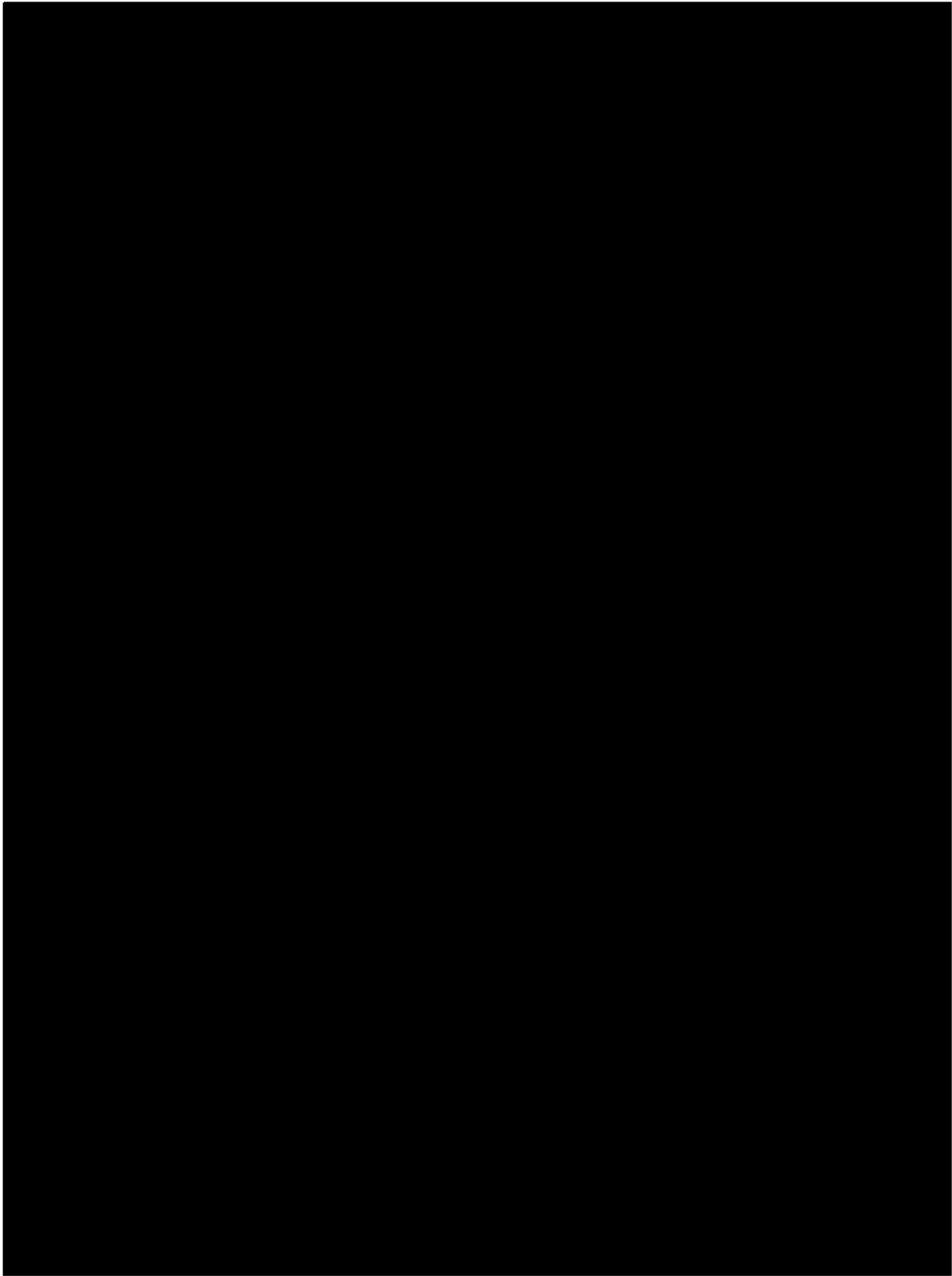


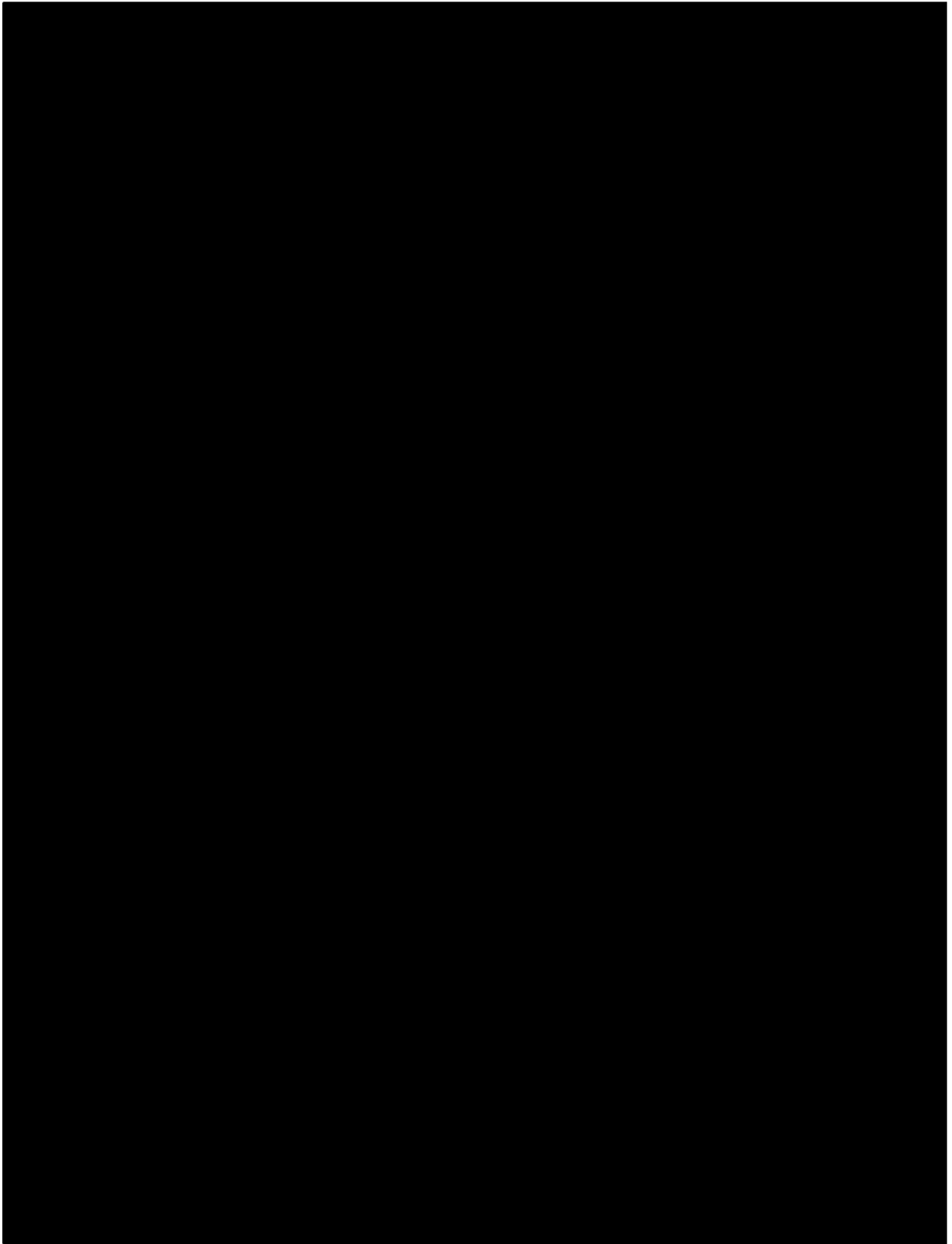


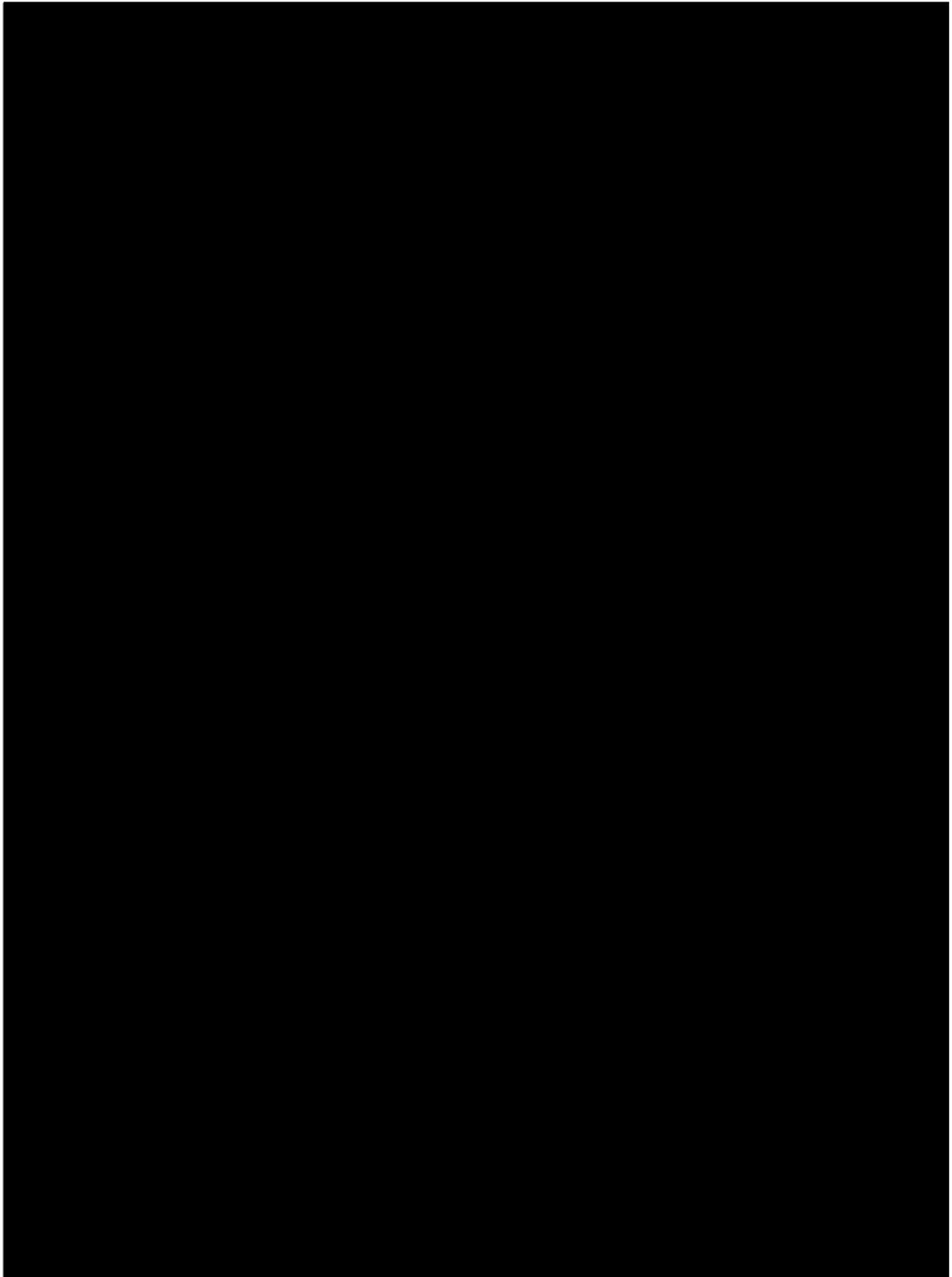


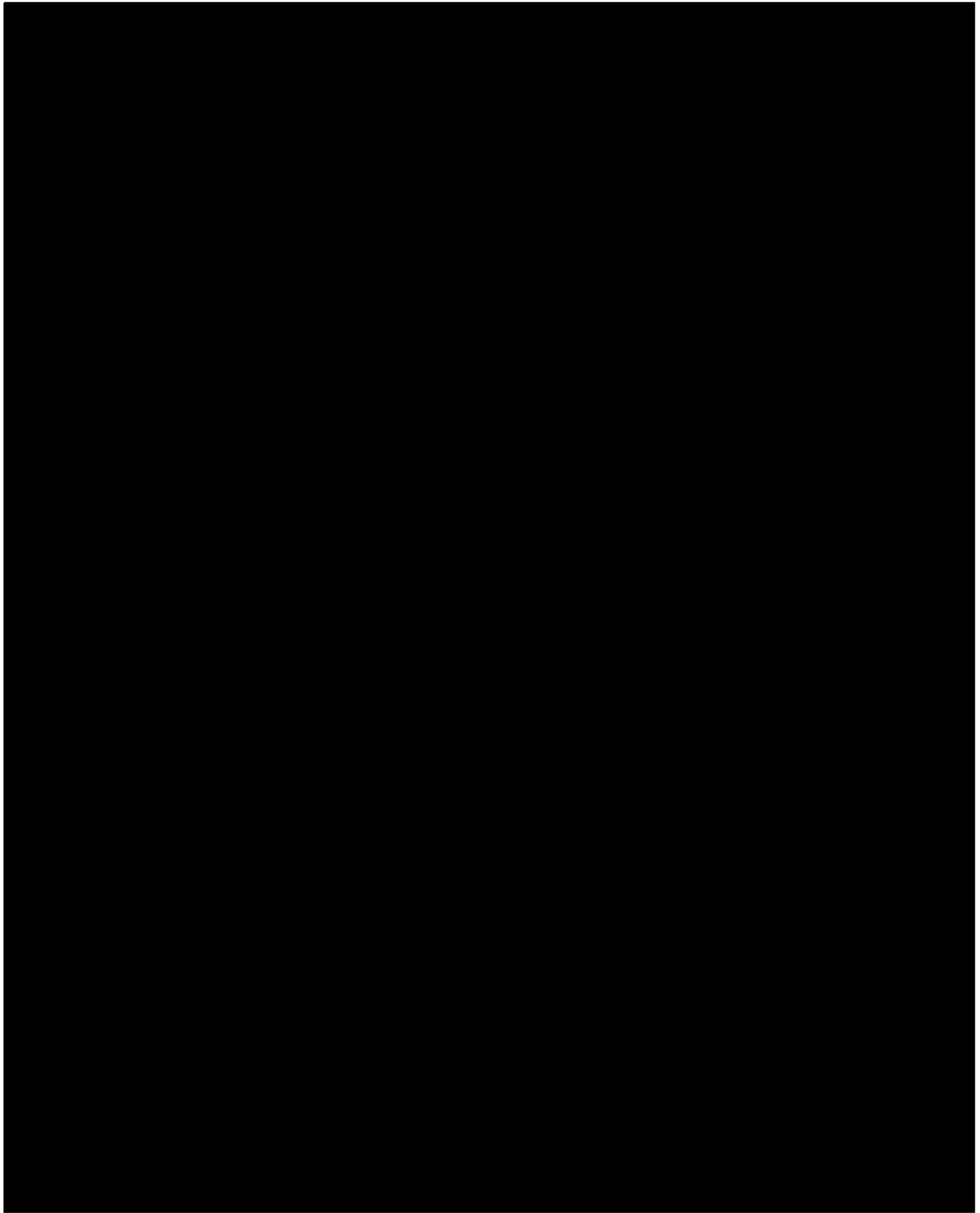


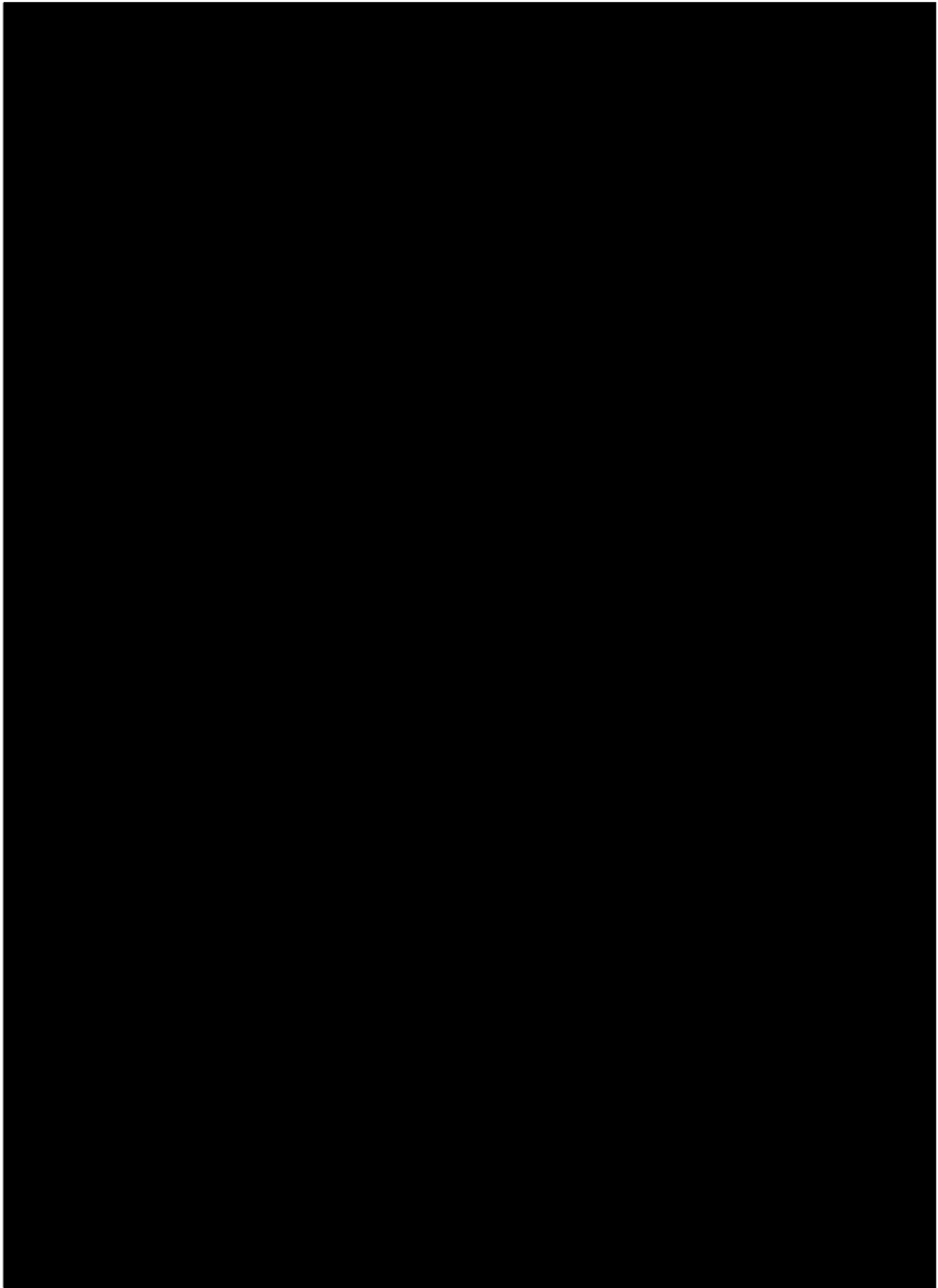


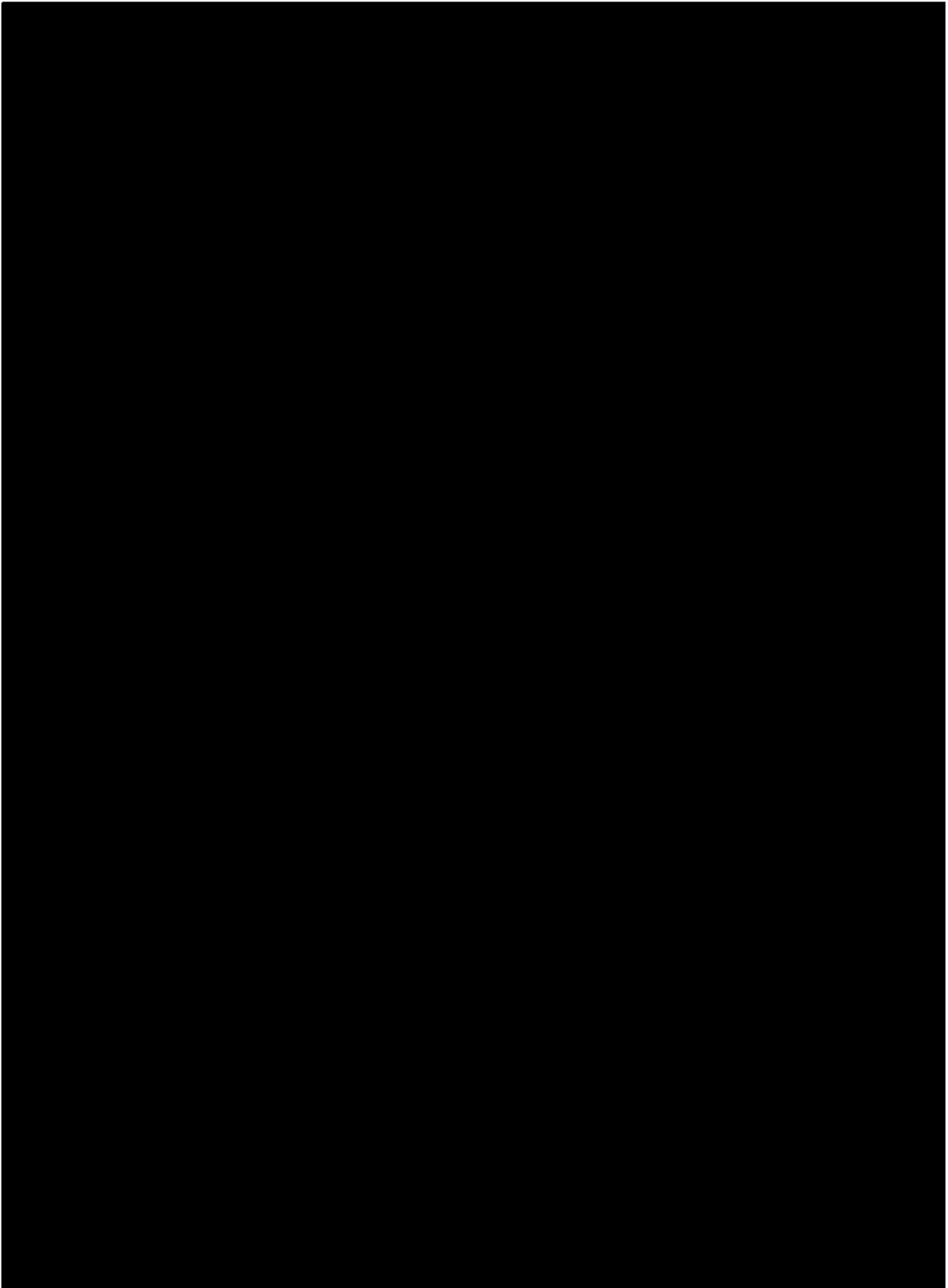




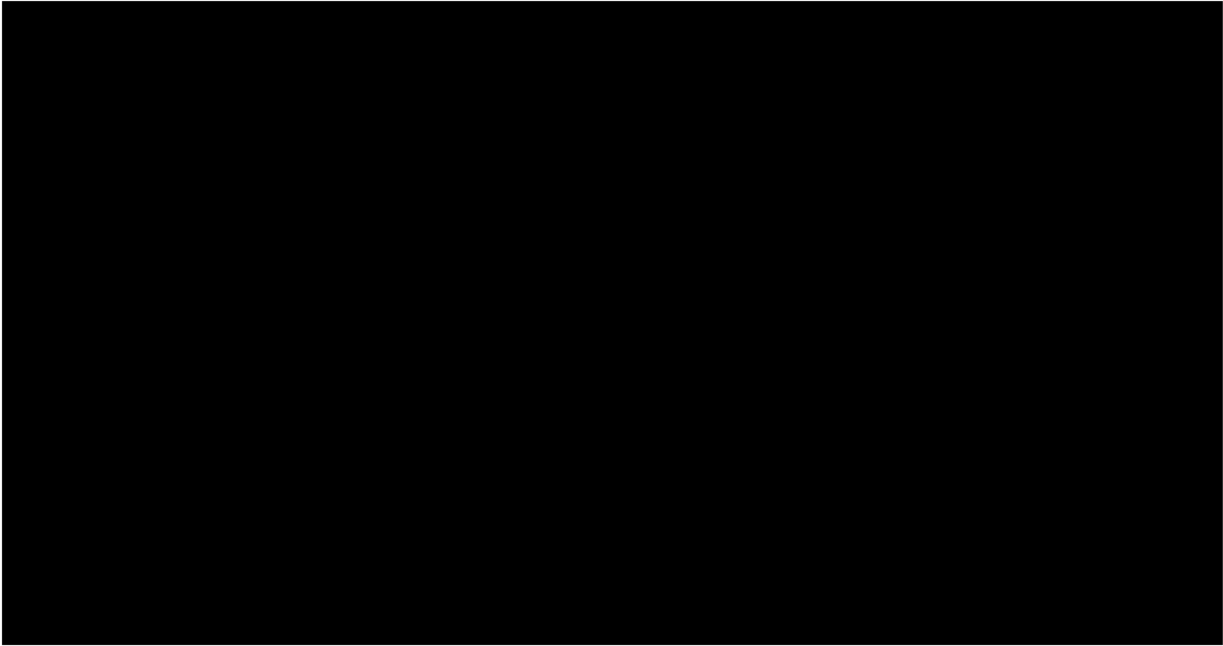












**Schedule 6.16(a)**

**Medicare - Plans of Correction**

No updates.

**Schedule 6.16(b)****Medicare - Claims**

- As of June 22, 2016, 454 Medicaid accounts were rebilled based on observation claims billed in excess of 24 hours. The total amount rebilled was \$757,907.32. Notice of rebilling was placed in affected patient accounts. This matter is now closed.
- November 24, 2015 - Letter received from the State of Connecticut, Department of Social Services Office of Quality Assurance – Audit Division - Draft Results from FMG audit. A draft report was received covering DSS's audit of Medicaid claims paid to Franklin Medical Group during the period January 1, 2011 through December 31, 2013. The total of the proposed audit disallowances was \$1,784,454. Additional documentation was provided and an exit interview was held. The final report was received on April 22, 2016. The overpayment due to DSS is \$1,224,182. An appeal letter has been sent requesting a hearing.

**Schedule 6.16(d)**

**Medicare - Accreditation Surveys/Deficiency Lists**

No updates.

**Schedule 6.19****HIPAA - Breach Notifications**

- **February 10, 2016** - Saint Mary's reported a breach affecting approximately 33 individuals. On December 3, 2015, a contracted courier picked up a locked, secured bag containing 33 medical records from an outpatient center to bring to the hospital. During an intermediate stop, the courier's car, along with the bag containing the records, was stolen. The vehicle was recovered on December 7, 2015 but the records were not in the vehicle and were not recorded. Affected individuals were notified starting on December 4, 2015

**Schedule 6.20**

**Affiliate Transactions**

No updates.

**Schedule 6.21(e)****Environmental**

The following environmental reports came into the possession of Saint Mary's subsequent to the Signing Date:

1. Limited Asbestos Inspection - Kenny Building, 1st Floor Rooms K1-101 & K1-105, 56 Franklin Street, Waterbury, CT, performed by Fuss & O'Neill, dated September 30, 2015
2. Limited Asbestos Inspection - Lawlor Building, Second Floor, 56 Franklin Street, Waterbury, CT, performed by Fuss & O'Neill, dated October 12, 2015
3. Limited Suspect Asbestos Inspection and Bulk Sampling - O'Brien Building, 56 Franklin Street, Waterbury, CT, performed by Fuss & O'Neill, dated January 22, 2016
4. Fire Pump Performance Inspection Report, performed by Mack Fire Protection, dated June 30, 2015
5. Certified Test, Adjust and Balance Report, performed by Air Balancing Service Co., dated June 22, 2015
6. Medical Gas System Inspection & Safety Survey, performed by Praxair Healthcare Services, dated March 10, 2016.

**Schedule 6.22****Employee Benefit Matters****6.22(a)**

1. Management Time Off Policy
2. Accrued Time-Off Benefits
3. HSA Plan
4. High Deductible Plan
5. Non-Competition and Severance Agreement for a Corporate Director by and between Saint Mary's Hospital, Inc. and Kenneth Walker, dated March 6, 2015.
6. Non-Competition and Severance Agreement for a Corporate Director by and between Saint Mary's Hospital, Inc. and Carrie Fuller-McMahon, dated August 17, 2015.
7. Wellness Plan

To the knowledge of Saint Mary's, with the exception of plan documents relating to the HSA and High Deductible plans, all documents required to be disclosed pursuant to the second paragraph of 6.22(a) have been provided to Trinity Health. The plan documents relating to the HSA and High Deductible plans have not been prepared to date.

**6.22(b)**

The current determination letter for the 401(k) Plan, dated January 18, 2012, is conditioned upon the timely execution of certain amendments. Exact evidence of the timely execution of these amendments has not been provided.

**6.22(c)**

No updates.

**6.22(d)**

No updates.

**6.22(e)**

No updates.

**6.22(f)**

Policy and procedures to comply with the HIPAA privacy and security regulations have not been specifically adopted for group health plans.

**6.22(g)**



1. Non-Competition and Severance Agreement for a Corporate Director by and between Saint Mary's Hospital, Inc. and Kenneth Walker, dated March 6, 2015
2. Non-Competition and Severance Agreement for a Corporate Director by and between Saint Mary's Hospital, Inc. and Carrie Fuller-McMahon, dated August 17, 2015.

6.22(h)

No updates.

6.22(k)

No amendments have been made to non-competition and severance agreements for purposes of complying with Section 409A.

**Schedule 6.23**

**Employment Matters**

No updates.

**Schedule 6.24**

**Taxes**

No updates.

**Schedule 6.25****Insurance**

[6.25(i) requires a true and complete list of all current insurance policies - this is unchanged since signature date and thus no updates are required. 6.25(ii) requires a list of all pending claims and the claims history related to SMH for the 10 year period prior to Signature Date and thus does not need to be updated. However, an updated list of pending claims has been provided to NE-RHM and Trinity Health.]

**Schedule 7.04**

**Conflicts - Trinity Health and NE-RHM**

No updates.

**Schedule 7.08(a)****Compliance with Laws - NE-RHM**

On August 24, 2015, the State of Connecticut Department of Social Services, Office of Quality Assurance, Audit Division ("DSS") sent a letter to Saint Francis Hospital and Medical Center ("SFHMC") with findings of a claim review with dates of service July 1, 2011 through June 30, 2014 in which co-insurance or deductibles were paid to SFHMC. According to the letter the payment due DSS is \$993,559. The letter was incorrectly addressed and was not delivered to SFHMC until September 8, 2015. SFHMC has appealed the Medicaid findings.

On June 29, 2016 Saint Francis Medical Group ("SFMG") concluded a retrospective review of claims billed to NGS, Medicare Administrative Contractor. SFMG determined that some of the critical care E&M services should have been billed as E&M subsequent care services. The result of the findings is that a refund is required for reimbursement received by SFMG for Inpatient Critical Care services that were not billed according to CMS instructions. These findings were first identified through an operational review in an attempt to identify possible opportunities for operational improvement as a part of SFHMC and SFMG's Integrity and Compliance Program ("ICP"). SFMG put corrective actions in place. The refund to the Medicare Program as a result of this review is \$281,740 for the payments received as a result of the error in submitting E&M critical care when it should have been submitted as E&M subsequent care services to NGS Medicare for payment. Due to the time elapsed and the inability to file a corrected claim, SFMG returned the overpayment to Medicare for the aforementioned errors. SFMG is in the process of refunding \$101,990 to the Medicaid program as a result of this review.

On May 18, 2016 SFHMC and SFMG received a civil investigative demand subpoena from the U.S. Department of Health and Human Services, Office of Inspector General, Office of Investigations, issued pursuant to the authority provided to the Inspector General under Public Law 95-452 in regards to services rendered by licensed independent practitioners. This is in document gathering phases at this time.

**Schedule 7.09(a)**

**Medicare - Plans of Correction - NE-RHM**

In addition to those matters originally set forth on Schedule 7.09(a) to the Transfer Agreement on the Signing Date:

The Department of Public Health conducted a Complaints; Adverse Events and CMS follow up survey beginning June 13, 2016. The Department of Public Health has not yet released any findings.

**Schedule 7.09(b)**

**Medicare/Medicaid Claims - NE-RHM**

No non-routine Medicare appeals

Saint Francis Hospital and Medical Center has several Inpatient and Outpatient Medicaid rate appeals and requests for hearings, with the first rate hearing scheduled for the fall of 2016.

Additionally, SFHMC has Department of Social Services and Department of Revenue Service Petitions for Declaratory Ruling on the Hospital Tax.



## Schedule 7.12

**HIPAA - Breach Notifications - NE-RHM**

<b>YEAR</b>	<b>Date of Occurrence</b>	<b>Title</b>	<b>Action</b>
Reported to OCR 2/2015	10/24/2014	Inappropriate Access to PHI	Employee termination: Obtained information to locate ex-husband by looking at the record for his current significant other.
	9/23/2014	Stolen Laptop	Employee counseled: Medical Necessity Documentation saved to home computer in an effort to catch up on paperwork
	12/31/2013	Stolen ED Log	Employee counseled: Report to OCR January, 2014
Reported to OCR 2/2016	4/8/2015	USPS Damaged Package	Patient notified. Envelopes for mailing will be mylar.
	7/17/2015	Pulmonary office staff mailed lab results for several patients to one patient	Employee counselled and office staff re-educated
	10/26/2015	Adoptive/Birth Mother Demographics	Epic build to prevent sharing of demographic information between baby and birth mother.

**Schedule 8.08(a)****Insured Real Property**

The following units have been added since the Signing Date:

- Office Condominium Unit 2I (206), 133 Scovill Street, Waterbury CT
- Office Condominium Unit 3G (304), 133 Scovill Street, Waterbury CT
- Office Condominium Unit 3F (306), 133 Scovill Street, Waterbury CT

The following parcel was sold subsequent to the Signing Date:

All that certain piece or parcel of land situated on the southerly side of French Street in the Town of Watertown, County of Litchfield, State of Connecticut shown as Lot 34A Area = 25,515 S.F. on 0.59 acres on a map entitled, "Division of land 'First Cut' owned by SAINT MARY'S HEALTH SYSTEM, INC. 290 French Street Watertown Connecticut Scale 1" = 30' dated 3-21-14 Meyers Associates P.C. 60 Linden Street Waterbury, Connecticut 06702". Said premises being bounded and described as follows:

Beginning at a point on the southerly street line of French Street, said point being just northerly of the northwest corner of land now or formerly of Mark & Cheryl C. Woodruff, and also being the northeast corner of the herein described parcel of land; thence running S 09°29'38" E 273.42' along the westerly street line of French Street and along land of said Woodruff, in part by each, to a point; thence turning and running S 76°58'40" W 99.57' along land now or formerly of Town of Watertown, to a point; thence turning and running N 04°13'33" W 325.46' along Lot 34B, to a point on the said southerly street line of French Street; thence turning and running S 66°50'20" E 82.55' along the said southerly street line of French Street, to the point and place of beginning.  
Said parcel contains 25,515 Square Feet or 0.59 Acres.

## Greer, Leslie

---

**From:** Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>  
**Sent:** Friday, October 28, 2016 12:17 PM  
**To:** User, OHCA  
**Cc:** Anthony, Robert J.  
**Subject:** Submission for Condition #4 - 15-32045-CON Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England  
**Attachments:** SMHCHNA\_2016.pdf

Hello,

Per Condition # 4 of the Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England, **Docket #: 15-32045-CON**, attached is the recently completed 2016 Community Health Needs Assessment (CHNA). A copy of the CHNA is publically available on the Saint Mary's website at <https://www.stmh.org/about/chna/>. The Implementation Strategy is currently in development and will be submitted once completed.

Feel free to contact me with any questions.

Regards,

### Claudio A. Capone, FACHE

Regional VP of Business Development and Strategic Planning

Trinity Health - New England  
1000 Asylum Avenue, 4<sup>th</sup> Floor  
Hartford, CT 06105  
Office: 860-714-6165  
Cell: 860-276-7975  
Email: [claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)



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# Saint Mary's Hospital Community Health Needs Assessment



Note: Approved and adopted by the Saint Mary's Hospital Board of Directors September 1, 2016

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## Executive Summary

In collaboration with the Greater Waterbury Health Improvement Partnership, Saint Mary's Hospital led a comprehensive Community Health Needs Assessment (CHNA) to evaluate the health needs of individuals living in and around Waterbury, Connecticut beginning in 2016. The partnership consisted of Saint Mary's Hospital, Waterbury Hospital, Waterbury Department of Public Health, the City of Waterbury, the StayWell Health Center, the Connecticut Community Foundation, the United Way, and other community partners. The purpose of the assessment was to gather information about local health needs and health behaviors. The assessment examined a variety of indicators including risky health behaviors (alcohol use, tobacco use) and chronic health conditions (diabetes, heart disease).

The completion of the CHNA enabled the Greater Waterbury Health Improvement Partnership to take an in-depth look at its greater community. The findings from the assessment were utilized by the partnership to prioritize public health issues and develop a community health implementation plan focused on meeting community needs. The Greater Waterbury Health Improvement Partnership is committed to the people it serves and the communities where they reside. Healthy communities lead to lower health care costs, robust community partnerships, and an overall enhanced quality of life. This Community Health Needs Assessment serves as a compilation of the overall findings of each research component.

### CHNA Data Components

- DataHaven Community Wellbeing Survey (2015)
- Healthy People 2020 Report (2014)
- The ALICE study of Financial Hardship Report (2012)
- US Center for Disease Control and Prevention
  - County Health Rankings and Roadmaps (2016)
- Saint Mary's Hospital Community Health Profile (2015)
- Hospital Implementation Plans (2013)

### Prioritized Health Issues

Based on the feedback from community partners including health care providers, public health experts, health and human service agencies, and other community representatives, the Greater Waterbury Health Improvement Partnership plans to focus community health improvement efforts on the following health priorities over the next three-year cycle:

- Access to Care
- Mental Health/Substance Abuse
- Obesity
- Tobacco Use
- Asthma
- Health Communications

### Documentation

The final report of the CHNA was made public on September 30, 2016 and can be found on the Saint Mary's Hospital website ([stmh.org](http://stmh.org)). Paper copies are also available per request. The Saint Mary's Hospital Board of Directors approved the CHNA on September 1, 2016. An implementation plan for community health improvement activities will be created and available by February 15, 2017.

## Introduction

Saint Mary's Hospital has served the city of Waterbury since 1907, when it was founded by the Sisters of Saint Joseph of Chambery. The founding of the hospital was made possible by a generous donation by the Right Reverend Monsignor William J. Slocum. In its first year, Saint Mary's Hospital was a 120 bed facility and had a staff of 14. It is now licensed for 347 beds and employs more than 2,100 people. The mission of Saint Mary's Hospital is to provide excellent healthcare in a spiritually enriched environment to improve the health of our community. The vision of Saint Mary's Hospital is to be the leading regional healthcare provider. Saint Mary's Hospital values are:

- Integrity: Commitment to doing what is right
- Caring: Compassionate approach to addressing the healthcare needs of all people
- Accountability: Personal responsibility for the performance of Saint Mary's Health System
- Respect: Respect for the dignity, worth, and rights of others
- Excellence: Working together in pursuit of superior clinical quality and service to others

Saint Mary's Hospital serves the city of Waterbury and 17 surrounding towns. In 2016, Saint Mary's Hospital conducted a comprehensive Community Health Needs Assessment (CHNA) to evaluate the health needs of individuals living in these communities. The CHNA was done in collaboration with The Greater Waterbury Health Improvement Partnership. The partnership consists of Saint Mary's Hospital, Waterbury Hospital, Waterbury Department of Public Health, the City of Waterbury, StayWell Health Center, Connecticut Community Foundation, United Way, and other community organizations. Saint Mary's Hospital views community health improvement as an ongoing effort that requires leadership through example and partnership with other community organizations to improve the health status and quality of life of community residents.

The purpose of the assessment was to gather information about health needs and behaviors. A variety of indicators were examined including risky health behaviors (alcohol use, tobacco use) and chronic health conditions (diabetes, heart disease). The current assessment will guide Saint Mary's ongoing work to improve community health and comply with new requirements for tax-exempt health care organizations to conduct a CHNA and adopt an Implementation Strategy aligned with identified community needs.

## Community Health Needs Assessment Summary

Community Health Needs Assessments (CHNA) and implementation strategies are required of tax-exempt hospitals as a result of the Patient Protection and Affordable Care Act. The CHNA and implementation strategies create an important opportunity to improve the health of communities by ensuring that hospitals have the information they need to provide community benefits that meet the needs of their communities. They also provide an opportunity to improve coordination of hospital community benefits with other efforts to improve community health.

Saint Mary's Hospital published its first federal mandated CHNA in 2013 in collaboration with contracted research and consulting firm, Holleran, and The Greater Waterbury Health Improvement Partnership. The 2016 assessment will serve as a starting point for data-based goals and strategies on how to address the needs that have been identified. The health needs acknowledged by the CHNA will be integrated into a three-year community outreach plan and implementation strategy to overcome the issues. By utilizing existing resources, strengthening partnerships and creating innovative programs on both the hospital campus and within the community, Saint Mary's Hospital hopes to make a positive impact on these identified needs.

## Report on Progress since 2013 CHNA

Saint Mary's has made meaningful progress during this three-year CHNA cycle as we have opened two new urgent care centers and grown our primary care practices with over twenty new internal medicine providers. Saint Mary's now offers four urgent care centers throughout our service area offering convenient access and extended hours. We continue to offer nurse navigation services for emergency department patients, and for our cardiac program to provide education and coordinate post-acute services. We established the "Pump Club" for cardiac patients who needed additional services to attend rehab sessions and other services. Saint Mary's also established a heart rhythm program during this period, creating easier, local access to electrophysiology services that were previously not available in our community. Saint Mary's continues to support and collaborate with the Malta House of Care, which provides medical services to undocumented and indigent population. We continue to work closely with the Harold Leever Cancer Center to address smoking cessation in our community. We have hosted a series of farmers markets on the hospital campus using our community partner, Brass City Harvest. Through our work with the Greater Waterbury Health Improvement Partnership are working towards the creation of a Community Care Team to provide cross-organization case management for high utilization emergency department visitors.

Since 2013 Saint Mary's has continued to work towards maintaining its existing programs while introducing new initiatives as appropriate. We have also continued to fully participate in the Greater Waterbury Health Improvement Partnership (GWHIP) which creates opportunities for collective impact, fosters greater collaboration community-wide, and helps make better use of resources by eliminating duplication of effort wherever possible. In August 2016 Saint Mary's joined Trinity Health, becoming a part of the Trinity Health – New England regional health ministry. Becoming part of a strong national and regional system will provide further opportunities to enhance our ability to meet the needs of our community.

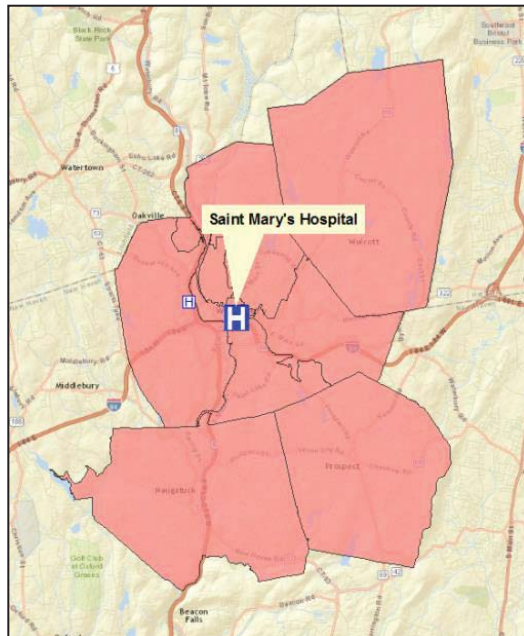


## Overview of Hospital Service Area and Facilities

### Service Area

Saint Mary's total service area is comprised of 35 zip codes, which include the city of Waterbury and 17 surrounding towns. The primary service area which covers 9 US Census zip code tabulation areas (ZCTAs) includes Waterbury, Naugatuck, Prospect and Wolcott has a population of approximately 168,000. The secondary service area includes Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Oxford, Plantsville, Plymouth, Southbury, Thomaston, Watertown and Woodbury has a population of approximately 153,000.

**Figure 1. Saint Mary's Primary Service Area Map**



2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association

### Population

The combined population for these communities is roughly 321,000 residents where the majority of Saint Mary's hospital patients live in the city of Waterbury which is particularly economically distressed. The median household income is \$41,136, which is significantly less than the overall service area, which is approximately \$70,000. The unemployment rate in the city of Waterbury in September 2015 was 10.7%. This is higher than the state of Connecticut unemployment rate of 6.6%. Approximately 31.6% of the population in Waterbury speaks a language other than English in the home. This is higher than the state of Connecticut where 20.8% of the population speaks a language other than English in the home. In addition, 24.2% of families in Waterbury have poverty status compared to 10.5% in Connecticut.

Central Waterbury has been designated a Medically Underserved Area (MUA) and Medically Underserved Population (MUP) by the health resources and services administration (HRSA). HRSA has also designated central Waterbury as a Health Professional Shortage Area (HPSA) for primary medical care, dental care and mental health. In Table 1. CHA Service Area Population Findings, there is a breakdown of population details provided by the US Census (2009-2013) and specifically the Primary Service Area of Saint Mary's Hospital.

**Table 1. CHA Service Area Population Findings**

Demographic Category	Indicator	Primary Service Area		Connecticut Total	
		Total			
Total Population	Total Population	168,145	100%	3,583,561	100%
Age	Less than 18 Years Old	40,417	24%	802,718	22%
	Over 64 Years Old	22,263	13%	519,616	15%
Race and Ethnicity	White	96,590	57%	2,526,401	70%
	Black	21,484	13%	337,758	9%
	Hispanic	42,329	25%	496,393	14%
	Asian	3,124	2%	140,592	4%
	Other	4,618	3%	81,871	2%
Gender	Male	81,194	48%	1,745,194	49%
	Female	86,951	52%	1,838,367	51%

Source: US Census (2009-2013) and primary service area determined by Connecticut Hospital Association (2015)

### **Saint Mary's Facilities**

#### *Saint Mary's Hospital*

Saint Mary's Hospital is a Catholic, not-for-profit, community teaching hospital that has been serving patients in Waterbury, Connecticut since 1909. The hospital offers a wide variety of medical services, educational classes, and patient resources in addition to a Level II Trauma Center, pediatric emergency room, award winning cardiac and stroke care and exceptional surgical services.

#### *Naugatuck Valley Surgical Center*

Naugatuck Valley Surgical Center (NVSC) is an outpatient department of Saint Mary's Hospital which offers state-of-the-art operating rooms and post-operative patient care areas for ambulatory surgery. The surgical center staff is experience in a wide variety of specialties including Gastroenterology, General Surgery, Gynecology, Ophthalmology, Oral/Dental Surgery, Orthopedics , Otorhinolaryngology (ENT), Pain Management, Plastic Surgery, Podiatry and Urology

#### *The Harold Leever Regional Cancer Center and Saint Mary's Hospital Oncology Center*

The Harold Leever Regional Cancer Center is a joint partnership of Saint Mary's Hospital and Waterbury Hospital offering the highest quality care for cancer patients. In the building sits Saint Mary's Hospital Oncology Center which provides the most up-to-date treatment and protocols for patients right here in our community, and is located right in Waterbury, just off I-84.

#### *Saint Mary's Medical Imaging Center*

From X-rays, MRI and CT scans to images taken at a nuclear level, Saint Mary's is dedicated to providing advanced radiology services. Saint Mary's Medical Imaging Center is fully digital, which offers many advantages, including improved image quality and enhanced speed.

#### *Saint Mary's Hospital Urgent Care Centers (Cheshire, Naugatuck, Wolcott, Waterbury)*

Saint Mary's has expanded its footprint to offer four urgent care locations that provide a greater access to care for patients in the service area. The urgent care centers offer a wide array of services including x-ray, laboratory services, EKGs, immunizations and vaccines, pediatric care, and work-related injuries.

## Community Health Needs Assessment Process

Saint Mary's Hospital's 2016 CHNA is based on data and input from multiple sources.

These include:

- **DataHaven Health and Wellbeing survey:** Saint Mary's participated in this data collection effort through the Greater Waterbury Health Improvement Partnership. The survey was conducted statewide, providing a valuable data set across multiple communities. A separate report was developed focusing on the Waterbury community.
- **GWHIP Steering Committee Strategic Review:** the founding partners of the Greater Waterbury Health Improvement Partnership met to review our collective experience and insights from 2013-2016. We discussed the performance of the various workgroups, initiatives implemented, and the expected impact. Based on this assessment several changes were recommended.
- **CDC Learning Cohort:** Waterbury was one of thirteen communities in the country selected to participate in this learning opportunity. The learning cohort offered access to best practices, insight into what's worked in other communities, and specific coaching
- **Trinity Health Community Health & Well Being:** As Saint Mary's prepared to become a member of Trinity Health, we were afforded the opportunity to have discussions with colleagues from Hartford as well as the system office in Lavonia, Michigan. These discussions, although preliminary in nature, have begun to shape our planning process. We expect that we will gain further benefit as we move ahead once fully integrated in to the Trinity Health regional health ministry.

Each of these inputs contributed a unique perspective to the overall plan.

Additional inputs and resources are listed below.

### Community Primary Data Sets

#### Community Programming Surveys

The data was gathered from information residents who attended Saint Mary's Hospital's community outreach programs specifically with the Spirit of Women Network. This came in the form of post-event surveys and verbal conversations.

#### Community Leader Discussions/Executive Meeting

In addition to gathering quantitative data, Saint Mary's obtained input from important community stakeholders regarding the health needs of the community. Interviews and informal discussions with community leaders in the Greater Waterbury area were also used to expand the knowledge of the issues affecting the service area. Some if not most of the community leaders that were involved in discussions grew up in the area and represented broad interests in our community including: leaders of medically underserved and low-income populations, persons with expertise or special knowledge in public health, and persons who lead local health agencies. In addition, a comprehensive community executive meeting was held in June 2016 and informal discussions with key informants in regards to Saint Mary's service area were completed.

#### Community Health Needs Assessment Data Sets

The following data sets were used and analyzed in order to obtain secondary data for Saint Mary's 2016 CHNA.

### **The ALICE Study of Financial Hardship Report**

In 2012, the United Way completed a report titled ALICE (Asset Limited, Income Constrained, and Employed) which represented the growing number of individuals and families who are working, but are unable to afford the basic necessities such as housing, food, child care, health care, and transportation.

### **State of Connecticut**

The official website of the State of Connecticut (ct.gov). Several resources were used from the State of Connecticut's website primarily regarding education and public health datasets for the purposes of expanding the information in this CHNA.

### **US Center for Disease Control and Prevention**

As the leader in the nation's public health concerns, the US Center for Disease Control and Prevention (CDC) provides insights and data on diseases, chronic to acute and curable to preventable.

### **County Health Rankings and Roadmaps (2016)**

These are the data measures adopted by the Centers for Disease Control (CDC) as standard measures of community health by which to assess the nation's health and allows comparisons at national, state and local levels. They have been selected based on their relevance as indices of community health and their general availability for assessments at all levels. The information for this data can be found in Appendix 1 and is often referred to in this CHNA.

### **Healthy People 2020 (2014)**

Healthy People 2020 was developed by the Office of Disease Prevention and Health Promotion to assist in creating societies of residents living long and healthy lives and specifically offers state-by-state data.

### **Saint Mary's Hospital Community Health Profile (2015)**

The Saint Mary's Hospital Community Health Profile (2015) was provided by the Connecticut Hospital Association (CHA). Completed each year by CHA, the document provides data and support for Connecticut hospitals and their community partners particularly with the Community Health Needs Assessment. Within this community profile, data was used from CHA's ChimeData database, US Census, the Centers for Disease Control and Prevention (CDC) Behavioral Risk Factor Surveillance Survey (BRFSS), the Connecticut Department of Public Health, and several other sources.

### **The 2015 DataHaven Community Health and Wellbeing Survey**

The public service organization, DataHaven, completed the DataHaven Community Health and Wellbeing Survey in 2015 as a grassroots and locally based effort to promote regional well-being and quality of life. Using telephone surveys, the company was able to receive data from nearly 17,000 residents of Connecticut of which 610 were surveyed from the City of Waterbury. The information from the survey was heavily used in this CHNA and provided necessary information for prioritization for Saint Mary's.

### **Research Limitations**

It should be noted that the availability of secondary data may represent some research limitations.

## Community Health Needs Assessment Findings

Saint Mary's utilized the "Invest in Your Community: 4 Considerations to Improve Health and Wellbeing for All" and the "County Health Rankings Model - Health Factors" as guide and framework for its work. The Centers for Disease Control and Prevention (CDC) created a detailed outline which has been used as the core of the Greater Waterbury Health Improvement Partnership it can be found on page 24 of this CHNA.

Using the CDC's graphic as a model, Saint Mary's focused on the four elements of good health:

- Socioeconomic Factors, which accounts for 40%
- Physical Environment, which accounts for 10%
- Health Behaviors, which account for 30%
- Clinical Care, which accounts for 20%

### Socioeconomic Factors

Socioeconomic factors have the largest impact on one's health according to the CDC model of community health and wellbeing accounting for 40% in the described model. Socioeconomic factors that affect good health include a combination of: education, employment, income, and community support. These factors are known as the "social determinants" of health.

### Employment & Income

According to the 2012 ALICE (Asset Limited Income Constrained Employment) Report, the state of Connecticut had a poverty rate of 10% and a median household income of \$67,276. These numbers compare well to the U.S. average poverty rate of 15%, and the median household income in U.S. of \$51,371. When looking specifically at the city of Waterbury, one of Connecticut's largest cities the report showed that out of 40,992 households, 23% of the residents were living in poverty and an added 34% fell under the ALICE characterization totaling over 50% of households below the ALICE threshold. Additional information can be seen in Table 2. in regards to the ALICE Report.

**Table 2. Key Facts and ALICE Statistics by Municipality, Connecticut, 2012**

Municipality	Waterbury, New Haven County
Population	109,915
Households	40,992
Poverty %	23%
ALICE %	34%
Above ALICE Threshold %	43%
Gini Coefficient	0.45
Unemployment Rate	13%
Health Insurance Coverage %	86%
Housing Burden: Owner over 30%	42%
Housing Burden: Renter over 30%	60%

Source: United Way ALICE Report; American Community Survey

Saint Mary's primary and secondary service area as mentioned above encompasses 35 zip codes and 17 towns. On page 11, The ALICE and Poverty Rates by Towns can be seen in Table 3 and include information with the total households and the total % of ALICE and Poverty households pertaining to the specific town.

**Table 3. ALICE and Poverty Rates by Town, 2012**

Town	Total Households	% ALICE and Poverty
Beacon Falls	2,244	26%
Bethlehem	1,409	17%
Cheshire	9,641	15%
Middlebury	2,797	20%
Morris	967	27%
Naugatuck	12,588	40%
Oxford	4,420	13%
Plymouth	4,739	24%
Prospect	3,280	19%
Southbury	8,022	31%
Thomaston	3,192	27%
Waterbury	40,992	57%
Watertown	8,270	25%
Wolcott	5,947	23%
Woodbury	4,204	24%

Source: United Way ALICE Report, U.S. Department of Housing and Urban Development (HUD), U.S. Department of Agriculture (USDA), Bureau of Labor Statistics (BLS), Internal Revenue Service (IRS) and state Treasury, and ChildCare Aware, 2012; American Community Survey, 1 year estimate.

\*Note: Plantsville, Connecticut (zip code: 06479) was not included in the service areas reported

### Education

Education is an important social determinant of health. Studies have shown that individuals who are less educated tend to have poorer health outcomes. According to the U.S. Census Bureau, High school and higher education graduation rates are lower in Waterbury (79.6% and 16.0% respectively) than in Connecticut (86.3% and 29.3% respectively).

According to the County Health Rankings in Saint Mary's service area counties the percentage of students who graduate High School in four years from New Haven County is 81%, from Litchfield County is 89%, and Hartford County is 82%. As seen below in Table 4. in Saint Mary's Service area covered by the Connecticut Hospital Association, 20% of the residents have a Bachelor's Degree or higher, whereas 36% of the State of Connecticut hold such education.

**Table 4. Socioeconomic Data by CHA Primary Service Area**

Demographic Category	Indicator	Primary Service Area Total		Connecticut Total	
Socioeconomics	Below Poverty	29,226	18%	354,348	10%
	Bachelor's Degree or Higher	22,198	20%	886,514	36%

Source: US Census (2009-2013); primary service area determined by Connecticut Hospital Association (2015)

In recent reports from the 2013-2014 Connecticut Department of Education Chronic Absenteeism Report, Waterbury Public Schools are on the top of the list for chronic absenteeism in the district. Over 20% of students in the district fall into the category of chronically absent from school which is defined as any student with a calculated Average Daily Attendance (ADA) of less than or equal to 90%. This number was significantly higher when looking at chronic absenteeism in the Waterbury Public High School rates which were at 33.7% among the highest in the state of Connecticut.

**Neighborhood and Community Safety**

One of the most significant social determinants of health is the conditions in which residents have a sense of security and community within their geographic location. In order to better understand overall safety in the community in three different levels, data was taken from overall Connecticut respondents, Greater Waterbury and Waterbury. Within that data table below, one can see that overall the results for satisfaction with Greater Waterbury was 78% and in the city of Waterbury was 63%.

**Table 5. Neighborhood Satisfaction**

Are you satisfied with the city or area where you live?

	Connecticut	Greater Waterbury	Waterbury
Yes	82%	78%	63%
No	17%	22%	36%
Don't Know	1%	1%	1%
Refused	0%	0%	0%

Source: DataHaven Health and Wellbeing Survey

While the overall satisfaction in Greater Waterbury and Waterbury are less than the Connecticut average ranking quite high at 82%, the responses for the safety of residents in their neighborhood merits further examination which can be seen below at staggering rates below the Connecticut's average.

**Table 6. Residents Safety**

The job done by the police to keep residents safe...

	Connecticut	Greater Waterbury	Waterbury
Excellent	30%	30%	15%
Good	45%	41%	35%
Fair	15%	16%	28%
Poor	6%	9%	16%
Don't know enough about it in order to say	4%	3%	5%
Refused	0%	0%	0%

Source: DataHaven Health and Wellbeing Survey

**Table 7. Neighborhood Responses**

The information below portrays the percentage of respondents that stated that they “strongly agreed” with the specific questions asked in the DataHaven Health and Wellbeing Survey.

Questions answered with “Strongly Agree”	Connecticut	Greater Waterbury	Waterbury
There are safe sidewalks and crosswalks on most of the streets in my neighborhood.	39%	32%	39%
I do not feel safe to go on walks in my neighborhood at night.	16%	18%	29%
People in my neighborhood can be trusted.	54%	55%	33%
Children and youth in my town generally have the positive role models they need around here.	38%	38%	17%

Source: DataHaven Health and Wellbeing Survey

**Transportation**

Comparable to state average, the Greater Waterbury service area residents have access to a car or have their own car as the primary means of transportation as seen in Table 8. Public transportation is available in this city of Waterbury and immediate suburban towns but only 8% of respondents in the DataHaven survey said to use it. With a 12% response, most residents in Waterbury would be more apt to get a ride from a friend or relative than to use public transportation as a primary means of transportation.

**Table 8. Access to Car**

Do you have access to a car when you need it? Would you say you have access...

	Connecticut	Greater Waterbury	Waterbury
Very often	85%	83%	74%
Fairly often	4%	5%	4%
Sometimes	5%	5%	8%
Almost never	1%	1%	3%
Never at all	5%	6%	11%
Don't Know	0%	0%	0%

Source: DataHaven Health and Wellbeing Survey



## Physical Environment

According to the CDC model, where you live is one of the greatest predictors of how healthy you will be and accounts for 10% in the “Invest in Your Community” Model. Living in a safe neighborhood that has adequate environmental factors can lead to higher rates in overall wellbeing.

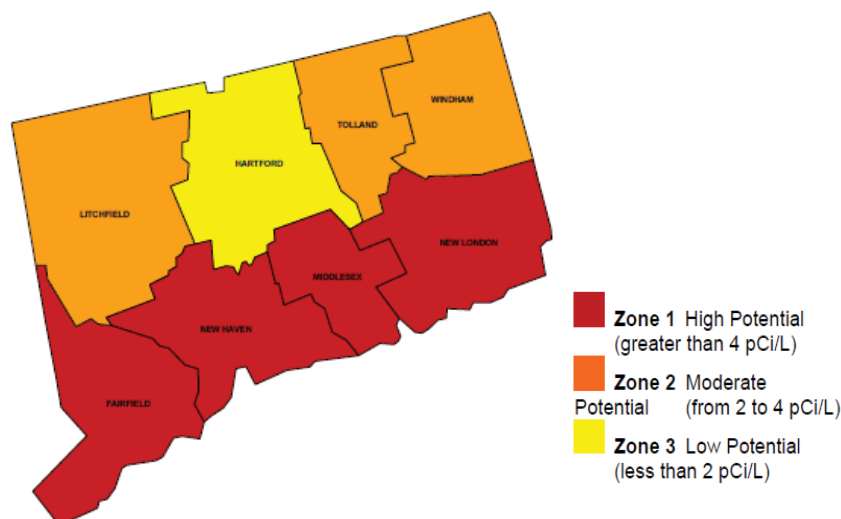
### Air Quality

Air Quality Index AQI is a number used by government agencies to communicate to the public how polluted the air is currently or how polluted it is forecast to become. As the AQI increases, an increasingly large percentage of the population is likely to experience increasingly severe adverse health effects including asthma and cardiovascular disease. According to the U.S. Environmental Protection Agency in 2013 the Air Quality Index (AQI) was significantly worse in the city of Waterbury at 106 compared to the United States Index average of 75.

### Radon Zones

According to the U.S. Environmental Protection Agency, New Haven County, which occupies Saint Mary's Hospital service area, falls within the EPA's Radon Zone 1 indicating a High Potential for radon exposure for that service area community. As stated by the World Health Organization, radon is the second most important cause of lung cancer in many countries and lung cancer risk rises 16% per 2.7 pCi/L increase in radon exposure.

**Figure 2. Map of Radon Zones in Connecticut**



Source: US EPA (2013); primary service area determined by Connecticut Hospital Association (2015)

## Housing

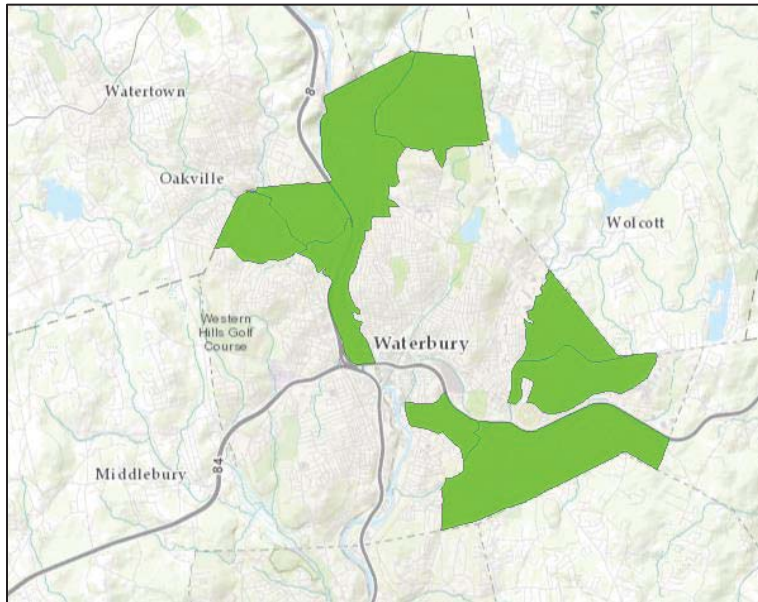
Housing insecurity is an issue that continues to impact Saint Mary's service area residents. Over a third of the population in Saint Mary's service area is housing cost burdened, with rates close to 35% in Waterbury (U.S. Census Bureau, 2010-2014). According to the US Census Bureau, housing cost burden is defined as more than 30% of income going towards housing expenses. A lack of affordable housing can contribute to many factors including homelessness and housing instability and insecurity.

## Health Behaviors

The third factor to be discussed is health behaviors that account for 30% of the “Invest In Your Community” Model. This category includes topics such as diet, exercise, and substance use. These can also be defined as daily routines that residents in a community have that play a role in their overall health and wellbeing.

### Diet and Exercise

**Figure 3. USDA Food Atlas Food Desert Areas in Waterbury**



Source: USDA Food Access Research Atlas; accessed 8/17/16

The USDA Food Access Research Atlas identifies low income and low access census tracts in order to greater understand the ability for members of the population to have access to a supermarket for nourishing and healthy food options. Places which have a great distance to a supermarket is known as a food desert. As seen in Figure 3 in green, Waterbury has several identified areas that are considered food deserts.

**Table 9. Weekly Exercise**

In an average week, how many days per week do you exercise?

	Connecticut	Greater Waterbury	Waterbury
None	17%	20%	26%
One	6%	5%	6%
Two	13%	10%	10%
Three	19%	20%	17%
Four	12%	10%	8%
Five	12%	12%	12%
Six	5%	4%	2%
Seven	16%	17%	17%
Don't Know	1%	1%	1%
Refused	1%	1%	1%

Source: DataHaven Health and Wellbeing Survey

**Table 10. Body Mass Index  
BMI (Based on Q24 Weight and Q25 Height DataHaven Survey)**

	Connecticut	Greater Waterbury	Waterbury
Underweight	2%	2%	2%
Normal weight	37%	33%	27%
Overweight	36%	37%	37%
Obese	26%	28%	33%

Source: DataHaven Health and Wellbeing Survey

### Alcohol and Substance Use

Substance use in the state of Connecticut and specifically in the city of Waterbury has been a large public health concern with the rising rates overdose cases. As one of the top five conditions for Saint Mary's Emergency Department non-admission rates, substance use and abuse remains a problem in particular with prescription and opioid based medications.

### Tobacco Use

Tobacco use is a major concern in Waterbury especially with the number of residents who currently smoke on a daily basis. According to the DataHaven Health and WellBeing Survey 45.0% of Waterbury respondents have smoked at least 100 cigarettes in their lifetime compared to 40.0% across the state. In addition, more than half (55.0%) of the respondents who initiated smoking at some point in their lifetime still smoke every day or some days compared to the state (37.0%). A positive finding is that respondents are more likely to have attempted to quit smoking during the past 12 months by not smoking for 24 hours or more.

**Table 11. Current Tobacco Use  
(If smoked 100 cigarettes in entire life) Do you currently smoke cigarettes every day, some days or not at all?**

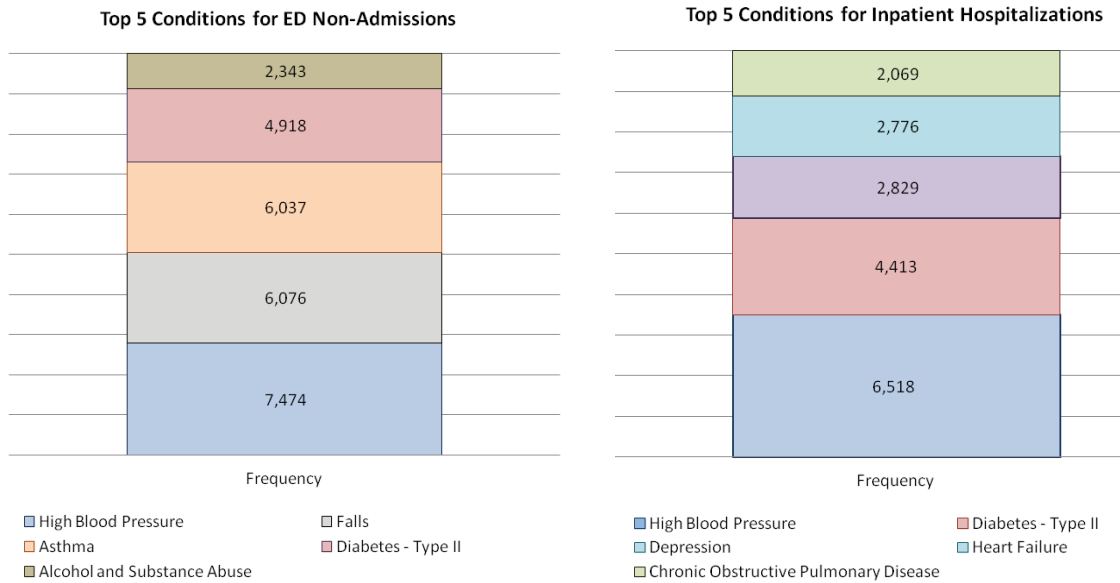
	Connecticut	Greater Waterbury	Waterbury
Every day	26%	29%	40%
Some days	11%	11%	15%
Not at all	63%	60%	45%
Don't know	0%	0%	0%
Refused	0%	0%	0%
Smoking Prevalence (based on several questions in DataHaven Survey)	15%	17%	25%

Source: DataHaven Health and Wellbeing Survey

### Clinical Care

The last factor that is mentioned in the CDC model is clinical care, which accounts for 20% of good health. To better understand this for Saint Mary's primary service area several data sets have been used from the Connecticut Hospital Association in order to better understand the access to care as well as the quality of care given to patients.

**Figure 4. Inpatient Hospitalizations and Conditions for ED Non-Admissions**

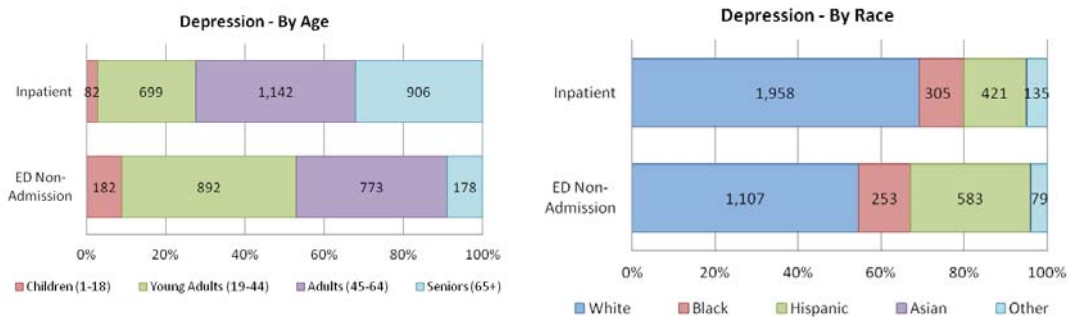


Source: 2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association

**Mental Health**

Mental and Behavioral Health continue to have a dramatic impact on the overall health of residents in the Saint Mary's service area. Feeling physically unwell can impact a person's emotional wellbeing and if not taken seriously can lead to depression and anxiety. As seen in the figures below, the largest group of patients at Saint Mary's were white adults age 45 to 64 according to the 2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association.

**Figure 5. Depression by Age and Race**



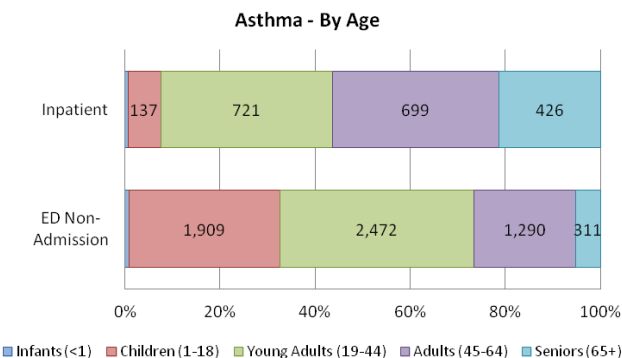
Source: 2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association

In addition to depression, suicide and self-inflicted injuries were an increasing health concern for the hospital with 243 ED non-admission patients of which 142 were insured with Medicaid (Connecticut Hospital Association, 2015).

**Asthma**

In Greater Waterbury there are far too many area children and adults that have poorly managed asthma which results in significant amounts of emergency department visits and potential inpatient admissions. Both pediatric and adult asthmatics have potential gaps in the education of management of asthma and its potential life threatening symptoms. Despite being in line with the Connecticut average of respondents having Asthma in the Greater Waterbury Area and City of Waterbury, of the respondents that answered "yes" to having Asthma the rate was double the Connecticut average at (12% and 16% respectively) for having an Asthma attack at least once a day and using a prescription inhaler (DataHaven Health and Wellbeing Survey, 2015).

**Figure 6. Asthma by Age**



Source: 2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association

*Oral Health*

According to the American Dental Association, most dental Emergency Room visits can be reduced or eliminated by regular visits to a dentist. In the DataHaven Health and Wellbeing Survey, almost 1 in 3 residents of Waterbury reported not have been to a dentist for more than a year (2015). In addition, Emergency Department visits for dental conditions were proportionally overrepresented among blacks and Hispanics in Saint Mary's service area.

*Cancer*

Cancer affects Waterbury residents at an (age-adjusted) rate of 491.1 per 100,000 and is the second leading cause of death. Overall, the total cancer incidence rate of 491.1 is similar to or lower than that of peer cities such as Hartford and New Haven which can be seen in Table 13.

**Table 12. Cancer Incidence in Waterbury per 100,000 (2010)**

Primary Cancer Site	Crude Rate	Age-Adjusted Rate
Breast (Female)	139.0	128.9
Colorectal*	60.0	57.6
Lung & Bronchus*	77.4	74.8
Prostate	115.4	120.8
All sites	506.3	491.1

Source: Connecticut Tumor Registry, Health Statistics & Surveillance Section, CT Department of Public Health

\*Denotes that State-Town Comparison rates are higher than the state rate.

**Table 13. Cancer Incidence by City per 100,000 (2010)**

	Connecticut	Waterbury	Hartford	New Haven
All sites (Age-adjusted)	489.3	491.1	472.5	515.9

Source: Connecticut Tumor Registry, Health Statistics & Surveillance Section, CT Department of Public Health

The mortality rate per 100,000 for all cancer types is 146.7 in Connecticut which is surpassing the Healthy People 2020 target of 161.4 (2014).

**Table 14. Overall Cancer Deaths by Total in Connecticut**

	2010	2011	2012	2013	2014
Total*	163.4	158.4	151.9	148.4	146.7

Source: Healthy People 2020 (2014), State-Level Data: Connecticut

\*Total (Age adjusted, per 100,000 population)

*Diabetes*

Not only in the Saint Mary's service area and the state of Connecticut has diabetes been a major health concern but across the United States. According to the Center for Disease Control, 29 million Americans have diabetes and 86 million American adults aged 20 years and older have prediabetes. As seen below, residents in Waterbury have been told by a doctor more frequently that they have diabetes than in the Greater Waterbury area and in Connecticut. The unease with this number is that residents that have diabetes are at higher risk for serious health complications including: blindness, kidney failure, heart disease, stroke, and potential loss of extremities.

**Table 15. Have you ever been told by a doctor or health professional that you have diabetes?**

Connecticut	Greater Waterbury	Waterbury
9%*	11%*	13%*

Source: DataHaven Health and Wellbeing Survey

\*percentage of respondents that answered yes

*Cardiovascular Disease*

According to the Connecticut Hospital Association, high blood pressure was the most prevalent condition among inpatient and Emergency Department Non-Admission settings. A total of 35% of residents in Waterbury responded “yes” to having been told by their doctor or health professional that they had high blood pressure or hypertension which are contributing factors to (other than obesity and lack of physical exercise) to more serious cardiovascular disease.

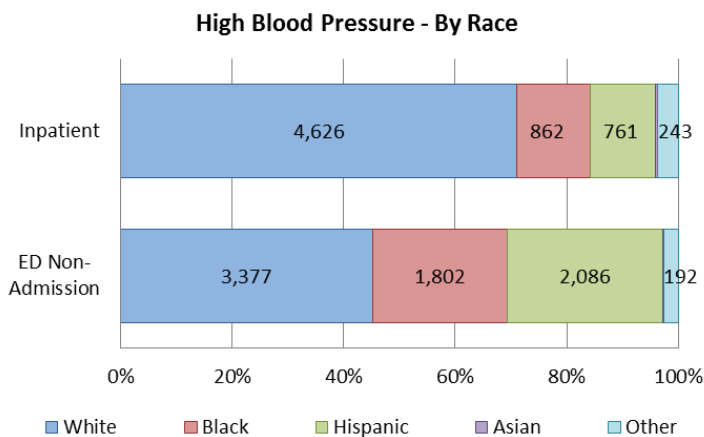
**Table 16. Have you ever been told by a doctor or health professional you have high blood pressure or hypertension?**

Connecticut	Greater Waterbury	Waterbury
28%*	32%*	35%*

Source: DataHaven Health and Wellbeing Survey

\*percentage of respondents that answered yes

**Figure 7. High Blood Pressure by Race**



Source: 2015 Saint Mary's Hospital Community Health Profile, Connecticut Hospital Association

**Barriers to Care**

Access to care remains one of the top concerns for Saint Mary's and its patients in the community. The tables below report access to services, insurance and prescription medications from the DataHaven Health and Wellbeing Survey.

**Table 17. During the past 12 months, was there any time when you didn't get the medical care you needed?**

	Connecticut	Greater Waterbury	Waterbury
Yes	7%	9%	10%
No	92%	91%	89%
Don't know	0%	0%	0%
Refused	0%	0%	1%

Source: DataHaven Health and Wellbeing Survey

**Table 18. And was there any time during the past 12 months when you put off or postponed getting medical care you thought you needed?**

	Connecticut	Greater Waterbury	Waterbury
Yes	21%	20%	22%
No	79%	80%	77%
Don't know	0%	0%	0%
Refused	1%	0%	0%

Source: DataHaven Health and Wellbeing Survey

**Table 19. If postponed or medical care not given, what was the reasoning?**

	Connecticut	Greater Waterbury	Waterbury
Cost	49%	45%	45%
Health insurance was not accepted (Doctor's office or Hospital)	16%	12%	14%
Health insurance did not cover treatment	28%	33%	35%
Appointment was not in a reasonable amount of time	25%	27%	30%
The medical problem did not seem serious enough	46%	43%	39%

Source: DataHaven Health and Wellbeing Survey



## Strategies to Address Community Health Needs

### Selection of the Community Health Priorities and Future Planning

In May 2016, individuals from healthcare organizations, community agencies, social service organizations, and area non-profits gathered to review the results of the GWHIP data and planning for the future. The meeting was initiated by partners of the Greater Waterbury Health Improvement Partnership, including Saint Mary's Hospital. The goal of the meeting was to discuss the commitment to the Greater Waterbury area and discuss future prioritizations of the organization and its members.

The objectives of the session were:

- To review recently compiled DataHaven Community Health and Wellbeing data and highlight key research findings;
- To gather feedback from community representatives about community health needs;
- To prioritize the community health needs based on select criteria.

#### Prioritization Process

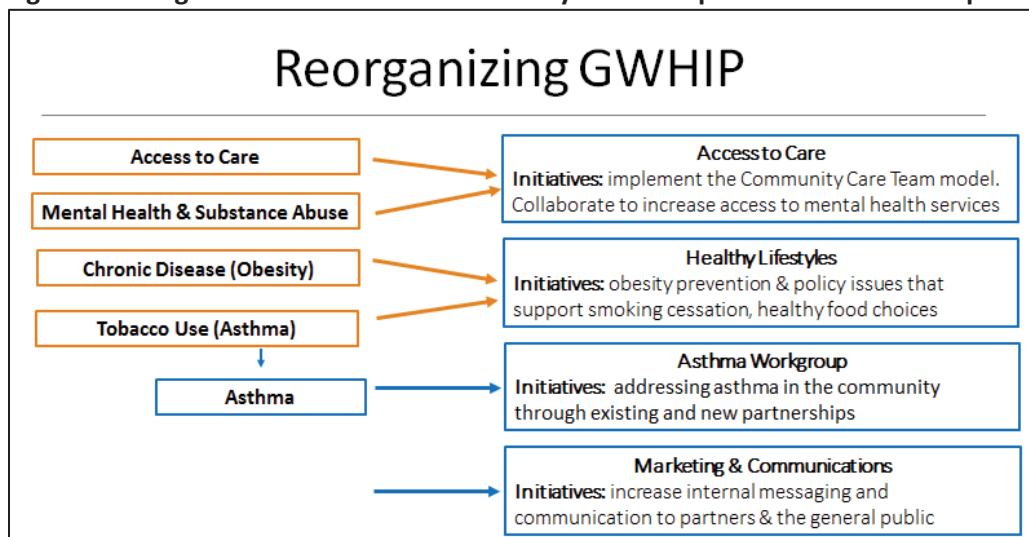
Executive leaders of the Connecticut Community Foundation, City of Waterbury Health Department, and Greater Waterbury Health Improvement Partnership facilitated the prioritization session. The meeting began with an abbreviated research overview, including the results of the primary and secondary research and key findings of the CHNA.

Following the research overview of the DataHaven Health and Wellbeing Data, meeting participants were provided with information regarding the prioritization process, criteria to consider moving forward with key areas of focus, and other aspects of health improvement planning. In a large-group format, attendees were asked to share openly what they perceived to be the needs and areas of opportunity in the community and how they would fit into the prioritization areas.

#### Identified Health Priorities

Attendees reviewed the findings from the voting and discussed cross-cutting approaches to further hone the priority areas. Ultimately, the following four priority areas for Waterbury were adopted in order to touch on several health initiatives:

Figure 8. Reorganization of Greater Waterbury Health Improvement Partnership



**Strategies to Address Community Health Needs**

Saint Mary's Hospital will develop an Implementation Strategy to illustrate the hospital's specific programs and resources that support ongoing efforts to address the identified community health priorities. This work will be completed by February 15, 2017 is supported by community-wide efforts and leadership from the executive team and board of directors.

**Rationale for Community Health Needs Not Addressed**

Saint Mary's Hospital plans to address all of the prioritized community health needs identified through the 2016 Community Health Needs Assessment and prioritized by community representatives.

## Invest in Your Community Template

# INVEST IN YOUR COMMUNITY

4 Considerations to Improve Health & Well-Being *for All*

**WHAT** Know What Affects Health

40% SOCIOECONOMIC FACTORS  
20% CLINICAL CARE  
30% HEALTH BEHAVIORS  
10% PHYSICAL ENVIRONMENT

www.countyhealthrankings.org

**WHERE** Focus on Areas of Greatest Need

Your zip code can be more important than your genetic code. Profound health disparities exist depending on where you live.

**WHO** Collaborate with Others to Maximize Efforts

**HOW** Use a Balanced Portfolio of Interventions for Greatest Impact

- Action in one area may produce positive outcomes in another.
- Start by using interventions that work across all four action areas.
- Over time, increase investment in socioeconomic factors for the greatest impact on health and well-being for all.

Four ACTION Areas

SOCIOECONOMIC FACTORS

PHYSICAL ENVIRONMENT

HEALTH BEHAVIORS

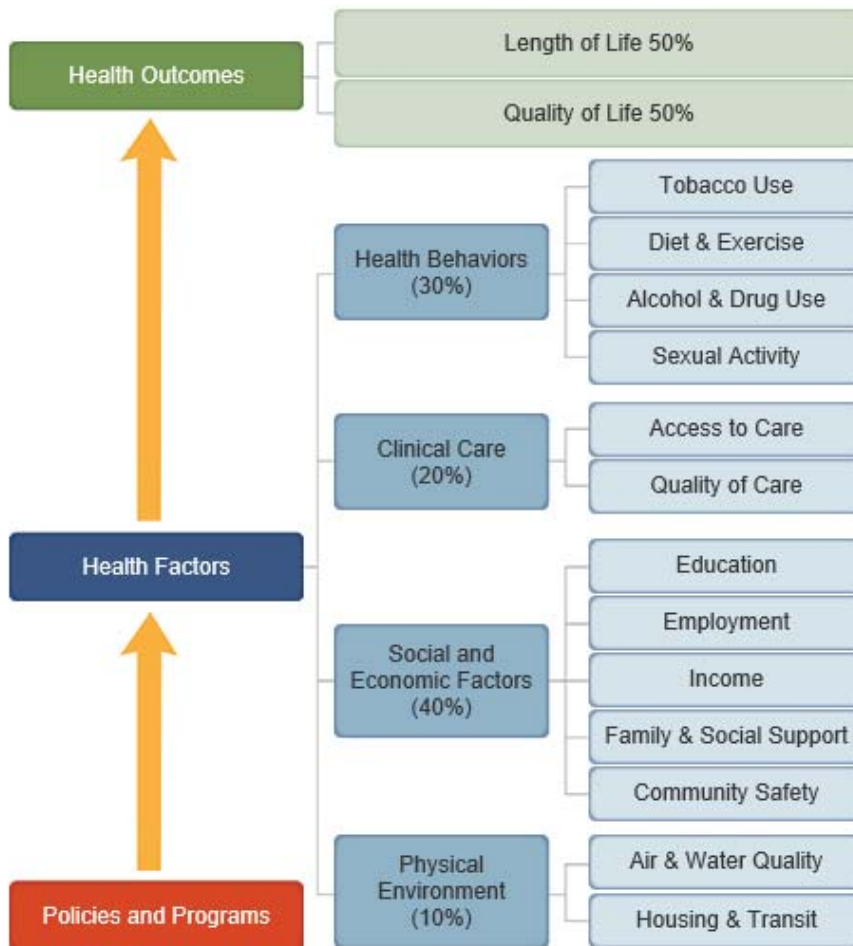
CLINICAL CARE

→ VISIT [www.cdc.gov/CHInav](http://www.cdc.gov/CHInav) FOR TOOLS AND RESOURCES TO IMPROVE YOUR COMMUNITY'S HEALTH AND WELL-BEING

MARCH 2015

24

## County Health Rankings Model - Health Factors



## Appendices

### Appendix 1. Community Health Rankings

#### Saint Mary's Hospital County Health Rankings

Health Outcomes Rank of 6 (out of 8 counties)

Health Factors Rank of 7 (out of 8 counties)

Measures	New Haven County	Litchfield County	Hartford County	State
<b>Health Outcomes</b>				
<i>Length of Life</i>				
Premature death /100,000	5800	5500	5700	5300
<i>Quality of Life</i>				
% Adults reporting fair or poor health	13%	9%	13%	14%
Avg. physically unhealthy days/month	2.9	2.5	3.1	3.2
Avg. mentally unhealthy days/month	3.5	3.2	3.4	3.7
% Live births with low birth weight <2500g	8%	7%	9%	8%
<b>Health Factors</b>				
<i>Health Behaviors</i>				
% Adults report currently smoking cigarettes	14%	13%	13%	15%
% Adults reporting BMI >= 30	26%	23%	27%	25%
Food environment index	7.6	8.5	7.7	7.9
% Adults 20+ reporting no leisure-time physical activity	23%	21%	23%	22%
% Pop. with adequate access to locations for physical activity	96%	90%	96%	94%
% Adults reporting binge drinking	16%	19%	17%	18%
% Alcohol-impaired driving deaths	28%	28%	37%	33%
Chlamydia rate /100,000	440.3	174.4	418.9	355.8
Teen birth rate /1,000 female pop., ages 15-19	22	11	24	19
<i>Clinical Care</i>				
% Pop. under age 65 without health	11%	10%	10%	11%
Ratio of pop. to primary care physicians	1060: 1	1570: 1	1070: 1	1170: 1
Ratio of pop. to dentists	1360: 1	1650: 1	1000: 1	1230: 1
Ratio of pop. to mental health providers	270: 1	490: 1	230: 1	300: 1
Preventable hospital stays /1,000 Medicare	53	49	51	50
% Diabetic Medicare enrollees receiving	85%	88%	87%	86%
% Female Medicare enrollees receiving mammography	65%	65%	68%	67%
<i>Social &amp; Economic Factors</i>				
% Students who graduate HS in 4 years	81%	89%	82%	86%
% Adults, age 25-44 with some college	65%	66%	68%	68%
% Pop. age 16+ unemployed but seeking work	7.2%	5.9%	6.9%	6.6%
% Under age 18 in poverty	18%	9%	18%	15%
% Adults without social/emotional support	N/A	N/A	N/A	N/A
% Children in single parent households	36%	21%	37%	31%
Violent crime /100,000	406	111	323	279
Injury mortality /100,000	57	57	56	53
<i>Physical Environment</i>				
Avg. daily fine particulate matter in micrograms/cubic meter (PM2.5)	10.5	10.7	10.5	10.5
% Pop. potentially exposed to water exceeding a violation limit /yr	N/A	N/A	N/A	N/A
% Households with severe housing problems	22%	16%	18%	19%
% Workforce driving alone to work	79%	83%	81%	79%
% Commuting 30+ mins to work, driving alone	32%	38%	27%	32%



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

November 30, 2016

RE: Docket Number: Trinity Health – New England Transfer of Ownership CON Conditions for:

- Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-31979-CON Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts,

In accordance with Trinity Health – New England's approved CONs for the transfers of ownership of Saint Francis Care, Inc., and Saint Mary's Health Systems, Inc. to Trinity Health Corporation and Trinity Health - New England and for the transfer of ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc. (*NKA Trinity Health – New England*), attached are the responses to the conditions set forth in each of the CON decisions.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

Docket Number: 15-32045-CON  
Transfer of ownership of Saint  
Mary's Health System, Inc. to Trinity  
Health Corporation and Trinity  
Health - New England



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

November 30, 2016

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England

Dear Mrs. Roberts:

In accordance with Items 6, 7, 8, 9 & 10 of the Order dated July 27, 2016, enclosed is responses for each of the conditions noted above. Responses to the remaining conditions will be submitted prior to the requested deadline.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.



- 6. Until such time as the Services Plan is submitted, TH-NE shall provide OCHA with notice of any reallocation of inpatient beds and relocation of outpatient services for the Hospital specific to those services that existed at the Hospital as of the Decision Date. Such notice shall be provided within ten (10) of any such reallocation or relocation and published on the website pages of Saint Mary's Hospital. OHCA is imposing this Condition to ensure continued access to health care services for patient population.**

In accordance with Condition 6 of the Order, Trinity Health – New England, Inc. (“TH-NE”) is notifying OCHA that there are no plans to reallocate inpatient beds or relocate any outpatient services for Saint Mary’s Hospital at this time.

- 7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:**
- A. A list of the of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and**
  - B. An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending, and startup/operation dates); and**
  - C. The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.**

**The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer.**

See Attachment 1.

- 8. For three (3) years following the Closing Date, TH-NE shall file the following information with OHCA on a semi-annual basis for the Hospital and TH-NE:**
- a. The cost saving totals achieved in the following Operating Expense Categories for the Hospital and TH-NE: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The**

**categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:**

**1. the major cost savings achieved for each expense category for the semi-annual period; and**

Since August 1, 2016, the leaders within the functional areas at Saint Mary’s Hospital have been working closely with Trinity Health and Trinity Health New England to identify and implement changes to realize cost savings opportunities. This process takes time to implement and we have not implemented any significant costs savings in the two month period ending September 30, 2016.

**2. the effect of these cost savings on the clinical quality of care.**

There has been no impact to clinical quality of care.

**b. A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and TH-NE. The format shall be consistent with that which is in use at the time of reporting in OHCA’s HRS Reports 100/300 (balance sheets), 150/300 (statement of operations), or successor reports.**

See Attachment 2.

**9. For three (3) years following the Closing Date, TH-NE shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for TH-NE. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning November 30, 2016.**

See Attachment 3 for financial indicators.

**10. TH-NE shall ensure that the Hospital maintains and adheres to the Hospital’s current policies regarding charity care, indigent care and community volunteer services after the Closing Date, or adopt other policies that are at least as generous and benevolent to the community as the Hospital’s current policies, consistent with state and federal law. These policies shall be posted on the website pages of the Hospital and as additionally required by applicable law. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.**

In accordance with Condition 10 of the Order, Trinity Health – New England, Inc. will ensure that Saint Mary’s will maintain and adhere to all of their current policies regarding charity care, indigent care and community volunteer services. Currently, all policies are located on the Saint Mary’s Hospital website ([www.stmh.org](http://www.stmh.org)).

## ATTACHMENT 2

DESCRIPTION	CLASS	TYPE	ACQ DATE	AMT	Explanation	To be paid from
FABIUSTIRO ANESTHESIA MACHINES	MOVEABLE	MEDICAL	8/31/2016	59,992.08	2 new Anesthesia Fabious Tiro machines	Operating cash
INTELLIVUE MONITORS & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	50,254.20	2 new patient monitors with easy care cuffs	Operating cash
STERILIZATION CONTAINER	MOVEABLE	MEDICAL	8/31/2016	13,894.57	new sterilization container w/accessories	Operating cash
ISTAT 1 WIRELESS ANALYZER	MOVEABLE	MEDICAL	8/31/2016	28,060.47	new ISTAT 1 WIRELESS ANALYZER	Operating cash
SCOPES 0 DEG & 30 DEG CURETTATE	MOVEABLE	MEDICAL	8/31/2016	9,618.00	new scopes and tray sterilization sterrads	Operating cash
VC- 10 VACUUM	MOVEABLE	MEDICAL	8/31/2016	5,205.50	VC- 10 VACUUM curettate system	Operating cash
BLADDER SCAN BVI 9400	MOVEABLE	MEDICAL	8/31/2016	18,316.00	new Bladder scan w/rolling cart	Operating cash
LIPOSCULTPTOR & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	19,376.45	new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
SUTURE RETRIEVER ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	38,916.00	SUTURE RETRIEVER ACCESSORIES	Operating cash
SCOPE HOPKINS 11 30 DEG	MOVEABLE	MEDICAL	8/31/2016	9,300.40	Sheath High flow arthroscopy & Hopkins scope	Operating cash
B3000 BLACK BADGE & BATTERIES	MOVEABLE	MEDICAL	8/31/2016	20,552.00	B3000 BLACK BADGE & BATTERIES	Operating cash
CO2 MONITOR & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	5,453.04	CO2 MONITOR & ACCESSORIES	Operating cash
ARTIC SUN 5000E TEMP	MOVEABLE	NONMEDICAL	8/31/2016	50,494.00	Artic Sun 5000E Temp manage system & calibration test unit	Operating cash
OPTIPLEX 7040 PC & MONITORS	MOVEABLE	NONMEDICAL	8/31/2016	27,050.40	20 monitors & 10 Optiplex 7040 SFF w/dual monitor stands	Operating cash
BUILDING SIGN	MOVEABLE	NONMEDICAL	8/31/2016	2,200.00	new bldg signage	Operating cash
CONDENSING UNIT	MOVEABLE	NONMEDICAL	8/31/2016	23,316.00	replace condensing unit	Operating cash
HVAC CLEANING & SANTIZING	MOVEABLE	NONMEDICAL	8/31/2016	23,203.50	HVAC duct CLEANING & SANTIZING	Operating cash
FIRE & SMOKE DAMPER	MOVEABLE	NONMEDICAL	8/31/2016	3,650.00	FIRE & SMOKE DAMPER	Operating cash
FLOOR SCRUBBERS SINGLE & DUAL	MOVEABLE	NONMEDICAL	8/31/2016	14,248.40	New Floor scrubbers (single & dual) and burnisher	Operating cash
DEHUMIDIFIER TRAGER BASEMENT	MOVEABLE	NONMEDICAL	8/31/2016	2,647.50	deposit for DEHUMIDIFIER in TRAGER BASEMENT	Operating cash
EXPANSION VALVE TRAGER	MOVEABLE	NONMEDICAL	8/31/2016	2,618.00	depoisit for EXPANSION VALVE in TRAGER office	Operating cash
WALL COVERING - AUDITORIUM	MOVEABLE	NONMEDICAL	8/31/2016	10,530.30	deposit for WALL COVERING in AUDITORIUM	Operating cash
COOLONG COL REPLACEMENT	MOVEABLE	NONMEDICAL	8/31/2016	45,350.00	AHU-1 Cooling coil replacement	Operating cash
CATH LAB # 2 RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	70,203.36	CATH LAB # 2 RENOVATION	Operating cash
SLEEP LAB RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	24,400.75	SLEEP LAB RENOVATION	Operating cash
BOARDROOM RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	18,518.50	Boardroom Project is now complete	Operating cash
10 FT HOSES	MOVEABLE	NONMEDICAL	8/31/2016	647.44	4 each of 02 CS hoses & Air CS hoses 10FT Diss Hand	Operating cash
REVERSE OSMOSIS SYSTEM	MOVEABLE	NONMEDICAL	8/31/2016	16,500.00	REVERSE OSMOSIS SYSTEM	Operating cash
HARMONYAIR LIGHT SYSTEM	FIXED	NONMEDICAL	8/31/2016	49,805.83	2 Harmonyair G5 Dual Pkg Light systems	Operating cash
RECUMBENT CROSS TRAINER	MOVEABLE	MEDICAL	9/30/2016	4,189.00	RECUMBENT CROSS TRAINER-the Foundation reimbursed us for this purchase	Foundation Funds
CONTAINERS FOR STERILIZATION	MOVEABLE	MEDICAL	9/30/2016	5,130.40	75 sterilization containers	Operating cash
TITANIUM GE MRI TOOL KIT	MOVEABLE	MEDICAL	9/30/2016	3,775.95	TITANIUM GE MRI TOOL KIT	Operating cash
LIPOTOWER ASPIRATOR / INFIL	MOVEABLE	MEDICAL	9/30/2016	6,922.35	new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
LIGHT HANDLE CAMERA COVER	MOVEABLE	MEDICAL	9/30/2016	295.92	LIGHT HANDLE CAMERA COVER	Operating cash
CART, SINGLE TIER CORNER	MOVEABLE	MEDICAL	9/30/2016	10,865.17	CART, SINGLE TIER CORNER	Operating cash
CAMERA, CODER & STORAGE	MOVEABLE	MEDICAL	9/30/2016	5,500.00	CAMERA, CODER & STORAGE	Operating cash
VOLUSON P8	MOVEABLE	MEDICAL	9/30/2016	8,480.00	VOLUSON P8	Operating cash
CARBON FIBER BOARD	MOVEABLE	NONMEDICAL	9/30/2016	2,250.00	Board, Carbon fiber TTL ACS Radial	Operating cash

CESHIRE UC INSTALL	FIXED	NONMEDICAL	9/30/2016	8,485.00	Security Alarm install	Operating cash
DELL OPTOPLEX 7040	MOVEABLE	NONMEDICAL	9/30/2016	14,596.44	24 monitors & 12 Optiplex 7040 SFF w/dual monitor stands, plus software	Operating cash
MARKETING FURNITURE	MOVEABLE	NONMEDICAL	9/30/2016	7,144.73	MARKETING FURNITURE-chairs, credenza, tabletop, etc	Operating cash
NVSC PAINTING (WATER DAMAGE)	BLDG IMPR	NONMEDICAL	9/30/2016	5,020.00	interior painting from water damage	Operating cash
NVSC PAINTING (WATER DAMAGE)	BLDG IMPR	NONMEDICAL	9/30/2016	28,024.00	interior painting from water damage	Operating cash
COUNTER FOR PSYCHIATRIC WARD	FIXED	NONMEDICAL	9/30/2016	2,527.20	Counter Fabrication	Operating cash
FEASABILITY STUDY OPEN OFFICE	BLDG IMPR	NONMEDICAL	9/30/2016	2,545.00	Prof srvs for FEASABILITY STUDY OPEN OFFICE	Operating cash
COUNTER TOPS THROUGHOUT HOSPITAL	FIXED	NONMEDICAL	9/30/2016	15,880.90	Labor & Materials for COUNTER TOPS THROUGHOUT HOSPITAL	Operating cash
AUDITORIUM RENOVATION	BLDG IMPR	NONMEDICAL	9/30/2016	18,662.55	Prof Srvs for AUDITORIUM RENOVATION	Operating cash
FIRE STOP	BLDG IMPR	NONMEDICAL	9/30/2016	9,818.00	FIRE STOP Labor & Materials	Operating cash
MAIN MEGAWATT METER REPLACEMENT	FIXED	NONMEDICAL	9/30/2016	2,750.00	MAIN MEGAWATT METER REPLACEMENT	Operating cash
EPOXY COATED SHOWER BASE	MOVEABLE	NONMEDICAL	9/30/2016	10,455.00	EPOXY COATED SHOWER BASE	Operating cash
BLASIOUS 2014 CHEVROLET CRUZE	AUTO	NONMEDICAL	9/30/2016	12,805.60	BLASIOUS 2014 CHEVROLET CRUZE	Operating cash
SLEEP LAB BUDGETED CONTRACT	BLDG IMPR	NONMEDICAL	9/30/2016	49,863.27	SLEEP LAB RENOVATION	Operating cash
MEP	BLDG IMPR	NONMEDICAL	9/30/2016	1,400.00	MEP-SLEEP LAB RENOVATION	Operating cash
RODI PIPING & INSTALL	FIXED	NONMEDICAL	9/30/2016	13,500.00	RODI PIPING & INSTALL	Operating cash

Regular additions	915,209.17
CIP project addtions	2,156,778.13
<b>Total additions</b>	<b>3,071,987.30</b>

Project Name	Project Description	Balance as of 7/31/16	Aug-Sep Additions	Balance as of 9/30/16	Project Start Date	Project expected end date	Project Budget	To be paid from
Oncology Center Project	Renovations to Dr Bowen's office located in the HLRCC	495,723.17	145,129.30	640,852.47	Apr-16	FY 2017	940,000	Operating cash
MRI Project	Renovations to new MRI area and Behavioral Health in Emer Rm - 4 Phases to project	3,387,211.50	591,856.05	3,979,067.55	Sep-15	FY 2017	5,800,000	Operating cash, plus a 767,013 from a State grant
Atrion Project	Phase I of new phone system project	529,483.69	38,021.76	567,505.45	Jan-16	Nov-16	652,550	Operating cash
Cheshire Project	New construction for a Cheshire Urgent Care Ctr and a Primary Care/Specialty Practice	411,202.86	1,173,005.58	1,584,208.44	Mar-16	FY 2017	2,320,388	Operating cash
Northwest 911 Project	Renovations to 2nd floor of Lawlor Bldg for 911 Call Center	342,014.94	6,475.00	348,489.94	Feb-16	Nov-16	250,000	Operating cash
Cardiac Cath Lab Project	Renovations for a new Cardiac Cath Lab	450,631.00	198,601.69	649,232.69	May-16	FY 2017	815,823	Operating cash
Naugatuck Urgent Care	Construction for a new Urgent Care Ctr in Naugatuck - Project was put off until after FY2017, expenses were for Architect designs	7,377.50	3,688.75	11,066.25	FY 2018	FY 2019	2,100,000	Operating cash
<b>Total</b>			<b>2,156,778.13</b>					

## ATTACHMENT 2



SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$13,310,000	\$20,572,000	\$7,262,000	55%
2	Short Term Investments	\$17,000	\$23,000	\$6,000	35%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$28,548,000	\$24,965,000	(\$3,583,000)	-13%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,701,000	\$3,889,000	\$188,000	5%
8	Prepaid Expenses	\$3,301,000	\$2,930,000	(\$371,000)	-11%
9	Other Current Assets	\$3,792,000	\$3,114,000	(\$678,000)	-18%
	<b>Total Current Assets</b>	<b>\$52,669,000</b>	<b>\$55,493,000</b>	<b>\$2,824,000</b>	<b>5%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$14,764,000	\$15,480,000	\$716,000	5%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$20,166,000	\$6,000	(\$20,160,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$34,930,000</b>	<b>\$15,486,000</b>	<b>(\$19,444,000)</b>	<b>-56%</b>
5	Interest in Net Assets of Foundation	\$4,908,000	\$5,549,000	\$641,000	13%
6	Long Term Investments	\$124,000	\$10,973,000	\$10,849,000	8749%
7	Other Noncurrent Assets	\$25,663,000	\$25,740,000	\$77,000	0%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$205,415,000	\$91,358,000	(\$114,057,000)	-56%
2	Less: Accumulated Depreciation	\$139,994,000	\$2,656,000	(\$137,338,000)	-98%
	<b>Property, Plant and Equipment, Net</b>	<b>\$65,421,000</b>	<b>\$88,702,000</b>	<b>\$23,281,000</b>	<b>36%</b>
3	Construction in Progress	\$0	\$7,780,000	\$7,780,000	0%
	<b>Total Net Fixed Assets</b>	<b>\$65,421,000</b>	<b>\$96,482,000</b>	<b>\$31,061,000</b>	<b>47%</b>
	<b>Total Assets</b>	<b>\$183,715,000</b>	<b>\$209,723,000</b>	<b>\$26,008,000</b>	<b>14%</b>

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>II. LIABILITIES AND NET ASSETS</b>					
<b>A. Current Liabilities:</b>					
1	Accounts Payable and Accrued Expenses	\$21,871,000	\$15,420,000	(\$6,451,000)	-29%
2	Salaries, Wages and Payroll Taxes	\$3,962,000	\$5,045,000	\$1,083,000	27%
3	Due To Third Party Payers	\$727,000	\$1,262,000	\$535,000	74%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$3,180,000	\$89,000	(\$3,091,000)	-97%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$13,976,000	\$15,912,000	\$1,936,000	14%
	<b>Total Current Liabilities</b>	<b>\$43,716,000</b>	<b>\$37,728,000</b>	<b>(\$5,988,000)</b>	<b>-14%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$10,589,000	\$0	(\$10,589,000)	-100%
	<b>Total Long Term Debt</b>	<b>\$10,589,000</b>	<b>\$0</b>	<b>(\$10,589,000)</b>	<b>-100%</b>
3	Accrued Pension Liability	\$74,894,000	\$83,306,000	\$8,412,000	11%
4	Other Long Term Liabilities	\$9,352,000	\$10,485,000	\$1,133,000	12%
	<b>Total Long Term Liabilities</b>	<b>\$94,835,000</b>	<b>\$93,791,000</b>	<b>(\$1,044,000)</b>	<b>-1%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	\$27,411,000	\$59,686,000	\$32,275,000	118%
2	Temporarily Restricted Net Assets	\$1,922,000	\$1,970,000	\$48,000	2%
3	Permanently Restricted Net Assets	\$15,831,000	\$16,548,000	\$717,000	5%
	<b>Total Net Assets</b>	<b>\$45,164,000</b>	<b>\$78,204,000</b>	<b>\$33,040,000</b>	<b>73%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$183,715,000</b>	<b>\$209,723,000</b>	<b>\$26,008,000</b>	<b>14%</b>

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
		FY 2015	FY 2016*	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	ACTUAL	DIFFERENCE	DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$746,752,000	\$136,060,000	(\$610,692,000)	-82%
2	Less: Allowances	\$483,477,000	\$90,093,000	(\$393,384,000)	-81%
3	Less: Charity Care	\$3,174,000	\$1,021,000	(\$2,153,000)	-68%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$260,101,000</b>	<b>\$44,946,000</b>	<b>(\$215,155,000)</b>	<b>-83%</b>
5	Provision for Bad Debts	\$8,180,000	\$935,000	(\$7,245,000)	-89%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$251,921,000</b>	<b>\$44,011,000</b>	<b>(\$207,910,000)</b>	<b>-83%</b>
6	Other Operating Revenue	\$8,206,000	\$1,078,000	(\$7,128,000)	-87%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	<b>Total Operating Revenue</b>	<b>\$260,127,000</b>	<b>\$45,089,000</b>	<b>(\$215,038,000)</b>	<b>-83%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$88,793,000	\$15,392,000	(\$73,401,000)	-83%
2	Fringe Benefits	\$27,562,000	\$4,065,000	(\$23,497,000)	-85%
3	Physicians Fees	\$6,099,000	\$1,655,000	(\$4,444,000)	-73%
4	Supplies and Drugs	\$41,890,000	\$7,502,000	(\$34,388,000)	-82%
5	Depreciation and Amortization	\$11,023,000	\$2,659,000	(\$8,364,000)	-76%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$963,000	\$5,000	(\$958,000)	-99%
8	Malpractice Insurance Cost	\$3,338,000	\$798,000	(\$2,540,000)	-76%
9	Other Operating Expenses	\$61,720,000	\$9,341,000	(\$52,379,000)	-85%
	<b>Total Operating Expenses</b>	<b>\$241,388,000</b>	<b>\$41,417,000</b>	<b>(\$199,971,000)</b>	<b>-83%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$18,739,000</b>	<b>\$3,672,000</b>	<b>(\$15,067,000)</b>	<b>-80%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$1,315,000	\$56,000	(\$1,259,000)	-96%
2	Gifts, Contributions and Donations		\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$1,207,000	(\$11,000)	(\$1,218,000)	-101%
	<b>Total Non-Operating Revenue</b>	<b>\$2,522,000</b>	<b>\$45,000</b>	<b>(\$2,477,000)</b>	<b>-98%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$21,261,000</b>	<b>\$3,717,000</b>	<b>(\$17,544,000)</b>	<b>-83%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$21,261,000</b>	<b>\$3,717,000</b>	<b>(\$17,544,000)</b>	<b>-83%</b>
* FY16 represents the period 8/1/16 - 9/30/16					

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$15,091,000	\$22,818,000	\$7,727,000	51%
2	Short Term Investments	\$17,000	\$23,000	\$6,000	35%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$32,905,000	\$29,301,000	(\$3,604,000)	-11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$3,418,000	\$3,418,000	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,701,000	\$3,889,000	\$188,000	5%
8	Prepaid Expenses	\$3,300,000	\$3,515,000	\$215,000	7%
9	Other Current Assets	\$4,618,000	\$3,192,000	(\$1,426,000)	-31%
	<b>Total Current Assets</b>	<b>\$63,050,000</b>	<b>\$66,156,000</b>	<b>\$3,106,000</b>	<b>5%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$14,764,000	\$15,480,000	\$716,000	5%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$43,057,000	\$19,537,000	(\$23,520,000)	-55%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$57,821,000</b>	<b>\$35,017,000</b>	<b>(\$22,804,000)</b>	<b>-39%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$4,244,000	\$15,428,000	\$11,184,000	264%
7	Other Noncurrent Assets	\$11,454,000	\$6,263,000	(\$5,191,000)	-45%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$219,963,000	\$95,973,000	(\$123,990,000)	-56%
2	Less: Accumulated Depreciation	\$149,672,000	\$2,835,000	(\$146,837,000)	-98%
	<b>Property, Plant and Equipment, Net</b>	<b>\$70,291,000</b>	<b>\$93,138,000</b>	<b>\$22,847,000</b>	<b>33%</b>
3	Construction in Progress	\$0	\$7,873,000	\$7,873,000	0%
	<b>Total Net Fixed Assets</b>	<b>\$70,291,000</b>	<b>\$101,011,000</b>	<b>\$30,720,000</b>	<b>44%</b>
	<b>Total Assets</b>	<b>\$206,860,000</b>	<b>\$223,875,000</b>	<b>\$17,015,000</b>	<b>8%</b>

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>II. LIABILITIES AND NET ASSETS</b>					
<b>A. Current Liabilities:</b>					
1	Accounts Payable and Accrued Expenses	\$22,665,000	\$16,465,000	(\$6,200,000)	-27%
2	Salaries, Wages and Payroll Taxes	\$6,002,000	\$8,160,000	\$2,158,000	36%
3	Due To Third Party Payers	\$727,000	\$1,262,000	\$535,000	74%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$3,409,000	\$337,000	(\$3,072,000)	-90%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$12,980,000	\$13,842,000	\$862,000	7%
	<b>Total Current Liabilities</b>	<b>\$45,783,000</b>	<b>\$40,066,000</b>	<b>(\$5,717,000)</b>	<b>-12%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$11,018,000	\$586,000	(\$10,432,000)	-95%
	<b>Total Long Term Debt</b>	<b>\$11,018,000</b>	<b>\$586,000</b>	<b>(\$10,432,000)</b>	<b>-95%</b>
3	Accrued Pension Liability	\$74,894,000	\$83,306,000	\$8,412,000	11%
4	Other Long Term Liabilities	\$24,062,000	\$22,539,000	(\$1,523,000)	-6%
	<b>Total Long Term Liabilities</b>	<b>\$109,974,000</b>	<b>\$106,431,000</b>	<b>(\$3,543,000)</b>	<b>-3%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$955,000	\$2,588,000	\$1,633,000	171%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	\$32,395,000	\$56,272,000	\$23,877,000	74%
2	Temporarily Restricted Net Assets	\$1,922,000	\$1,970,000	\$48,000	2%
3	Permanently Restricted Net Assets	\$15,831,000	\$16,548,000	\$717,000	5%
	<b>Total Net Assets</b>	<b>\$50,148,000</b>	<b>\$74,790,000</b>	<b>\$24,642,000</b>	<b>49%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$206,860,000</b>	<b>\$223,875,000</b>	<b>\$17,015,000</b>	<b>8%</b>

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>FISCAL YEAR 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016* ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>A. <u>Operating Revenue:</u></b>					
1	Total Gross Patient Revenue	\$832,217,000	\$152,831,000	(\$679,386,000)	-82%
2	Less: Allowances	\$536,081,000	\$100,069,000	(\$436,012,000)	-81%
3	Less: Charity Care	\$1,072,000	\$1,021,000	(\$51,000)	-5%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$295,064,000</b>	<b>\$51,741,000</b>	<b>(\$243,323,000)</b>	<b>-82%</b>
5	Provision for Bad Debts	\$9,675,000	\$1,442,000	(\$8,233,000)	-85%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$285,389,000</b>	<b>\$50,299,000</b>	<b>(\$235,090,000)</b>	<b>-82%</b>
6	Other Operating Revenue	\$10,072,000	\$1,365,000	(\$8,707,000)	-86%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	<b>Total Operating Revenue</b>	<b>\$295,461,000</b>	<b>\$51,664,000</b>	<b>(\$243,797,000)</b>	<b>-83%</b>
<b>B. <u>Operating Expenses:</u></b>					
1	Salaries and Wages	\$123,197,000	\$22,400,000	(\$100,797,000)	-82%
2	Fringe Benefits	\$32,298,000	\$4,765,000	(\$27,533,000)	-85%
3	Physicians Fees	\$9,916,000	\$1,659,000	(\$8,257,000)	-83%
4	Supplies and Drugs	\$43,411,000	\$7,978,000	(\$35,433,000)	-82%
5	Depreciation and Amortization	\$11,636,000	\$2,834,000	(\$8,802,000)	-76%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$980,000	\$8,000	(\$972,000)	-99%
8	Malpractice Insurance Cost	\$4,154,000	\$1,088,000	(\$3,066,000)	-74%
9	Other Operating Expenses	\$67,708,000	\$11,150,000	(\$56,558,000)	-84%
	<b>Total Operating Expenses</b>	<b>\$293,300,000</b>	<b>\$51,882,000</b>	<b>(\$241,418,000)</b>	<b>-82%</b>

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>FISCAL YEAR 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016* ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
	<b>Income/(Loss) From Operations</b>	<b>\$2,161,000</b>	<b>(\$218,000)</b>	<b>(\$2,379,000)</b>	<b>-110%</b>
<b>C.</b>	<b><u>Non-Operating Revenue:</u></b>				
1	Income from Investments	\$1,565,000	\$53,000	(\$1,512,000)	-97%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$963,000	(\$11,000)	(\$974,000)	-101%
	<b>Total Non-Operating Revenue</b>	<b>\$2,528,000</b>	<b>\$42,000</b>	<b>(\$2,486,000)</b>	<b>-98%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$4,689,000</b>	<b>(\$176,000)</b>	<b>(\$4,865,000)</b>	<b>-104%</b>
	<b>Other Adjustments:</b>				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$4,689,000</b>	<b>(\$176,000)</b>	<b>(\$4,865,000)</b>	<b>-104%</b>
	* FY16 represents the period 8/1/16 - 9/30/16				

# ATTACHMENT 3



Saint Mary's Hospital (Hospital Only)

	Month		Year to Date	
	Sept 2016	Prior Year	Sept 2016*	Prior Year
<b>A. <u>Operating Performance</u></b>				
Operating Margin	10.9%	9.0%	8.1%	7.2%
Non-Operating Margin	0.1%	-6.0%	0.1%	1.0%
Total Margin	11.0%	3.0%	8.2%	8.2%
Bad Debt as % of Gross Revenue	0.1%	0.4%	0.7%	1.2%
<b>B. <u>Liquidity</u></b>				
Current Ratio	1.76	1.62	1.79	1.62
Days Cash on Hand	31	23	31	23
Days in Net Accounts Receivable	37	41	37	41
Average Payment Period	52	61	52	61
<b>C. <u>Leverage and Capital Structure</u></b>				
Long-term Debt to Equity	-	0.32	-	0.32
Long-term Debt to Capitalization	-	0.24	-	0.24
Unrestricted Cash to Debt	231.15	0.97	231.15	0.97
Times Interest Earned Ratio	1170.1	30.5	735.40	22.65
Debt Service Coverage Ratio	214.8	11.3	71.20	9.82
Equity Financing Ratio	2.70	4.23	2.70	4.23
<b>D. <u>Additional Statistics (in thousands)</u></b>				
Income from Operations	\$ 2,523	\$ 1,821	\$ 3,672	\$ 18,739
Revenue Over/(Under) Expense	\$ 2,537	\$ 601	\$ 3,717	\$ 21,261
EBITDA	\$ 3,866	\$ 2,835	\$ 6,335	\$ 30,507
Patient Cash Collected	\$ 20,601	\$ 18,920	\$ 42,323	\$ 239,372
Cash and Cash Equivalents	\$ 20,572	\$ 13,310	\$ 20,572	\$ 13,310
Net Working Capital	\$ 17,764	\$ 8,953	\$ 17,764	\$ 8,953
Unrestricted Assets	\$ 59,686	\$ 27,411	\$ 59,686	\$ 27,411
Credit Ratings (S&P, FITCH and Moody's)				

Note: September 2016 YTD is only for the period 8/1-9/30. The prior year YTD is the full fiscal year for FY15

Saint Mary's Health System (Consolidated)

	Month		Year to Date	
	Sept 2016	Prior Year	Sept 2016*	Prior Year
<b>A. <u>Operating Performance</u></b>				
Operating Margin	1.3%	-0.1%	-0.4%	0.7%
Non-Operating Margin	0.1%	-5.0%	0.1%	0.9%
Total Margin	1.4%	-5.0%	-0.3%	1.6%
Bad Debt as % of Gross Revenue	0.5%	0.7%	0.9%	1.1%
<b>B. <u>Liquidity</u></b>				
Current Ratio	1.65	1.38	1.65	1.38
Days Cash on Hand	27	19	27	19
Days in Net Accounts Receivable	37	42	37	42
Average Payment Period	52	58	52	58
<b>C. <u>Leverage and Capital Structure</u></b>				
Long-term Debt to Equity	0.01	0.29	0.01	0.28
Long-term Debt to Capitalization	0.01	0.23	0.01	0.22
Unrestricted Cash to Debt	24.72	0.98	24.72	0.98
Times Interest Earned Ratio	37.4	-57.7	(26.30)	3.20
Debt Service Coverage Ratio	44.4	4.9	7.79	4.33
Equity Financing Ratio	2.88	4.05	2.88	4.05
<b>D. <u>Additional Statistics (in thousands)</u></b>				
Income from Operations	\$ 332	\$ (3)	\$ (218)	\$ 2,161
Revenue Over/(Under) Expense	\$ 373	\$ (1,137)	\$ (176)	\$ 4,689
EBITDA	\$ 1,776	\$ 1,240	\$ 2,624	\$ 14,777
Patient Cash Collected	\$ 23,617	\$ 21,477	\$ 48,614	\$ 272,841
Cash and Cash Equivalents	\$ 22,818	\$ 15,091	\$ 22,818	\$ 15,091
Net Working Capital	\$ 27,488	\$ 17,267	\$ 27,488	\$ 17,267
Unrestricted Assets	\$ 56,272	\$ 32,395	\$ 56,272	\$ 32,395
Credit Ratings (S&P, FITCH and Moody's)				

Note: September 2016 YTD is only for the period 8/1-9/30. The prior year YTD is the full fiscal year for FY15

Docket Number: 15-31979-CON  
Transfer of Ownership of Saint  
Francis Care, Inc. to Trinity Health  
Corporation and Trinity Health -  
New England



1000 Asylum Street  
Hartford, CT 06105  
860-714-6165

November 30, 2016

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to  
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-  
referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at  
860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a stylized flourish at the end.

Claudio Capone  
Regional Vice President of  
Business Development and Strategic Planning  
[claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)

Enclosures

**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

Response to Item 9 of the Settlement and Order dated 8/1/2015  
Annual Report for the Capital Investment Plan due 11/30/2016

Question 1

*Provide a five-year post-closing capital investment plan detailing the proposed allocation of the \$275 million capital investment commitment. The submitted plan shall account for the full \$275 million commitment as stated in the proposal and include the following information:*

- a. A list of planned capital expenditures with detailed descriptions and associated estimated costs, and*

Please refer to Attachment 1 for FY 2016 actual capital expenditures for the twelve month period ended September 30, 2016.

Attachment 2 includes the final approved capital budget (see column C) for Trinity Health –New England, Inc. (TH-NE) which has been approved by both Trinity Health’s governing body as well as TH-NE’s finance committee. The FY 2017 budget is for the period 7/1/2016-6/30/2017.

Attachment 2 has also been updated to reflect preliminary capital budget for FY 2018-2020. TH-NE, including Saint Francis Hospital and Medical Center, is in the process of developing their three to five year strategic plan. Future year’s capital expenditures will be further defined and aligned with the outcome of the strategic planning process.

Since our last filing, Saint Mary’s Hospital joined Trinity Health-New England.

Attachment 2 has also been updated to reflect Saint Mary’s FY 2017 routine and strategic capital budget. Furthermore, one critical investment necessary to effectively provide care to members of our community is to implement a single electronic health record across all of the hospitals and ambulatory providers. TH-NE will be investing in this technology at Saint Mary’s and has allocated \$20.5 million to this project.

***b. A timeframe for the rollout of the capital projects, including estimated beginning, ending and start-up/operation dates.***

See Attachment 3 for the FY 2017 individual capital projects greater than \$500,000 that have been approved to proceed at Saint Francis. The remaining dollars relating to the capital budget will be allocated based upon current priorities and any critical needs that arise.

As the strategic plan is finalized and the more significant capital investments are identified, TH-NE will provide OHCA with an update for this stipulation. Trinity Health – New England, Inc. believes this approach will ensure the greatest accuracy as well as meet the intent of this stipulation.

Updated Capital Expenditure Summary 10/1/2015-9/30/2016

Entity	Service Line	Project Description	Budget	Actual Expenditures
Saint Francis Hospital and Medical Center	Facilities	Trinity Signage Branding	\$ 627,000	\$ -
Saint Francis Hospital and Medical Center	Facilities	Facilities Gen. - Renoc-Elect.Wholesalers Facility For Parking		\$ 878,286
Saint Francis Hospital and Medical Center	Facilities	Gengras 5th Floor Renovations		\$ 763,217
Saint Francis Hospital and Medical Center	Women and Infants	Women and Infants Build Out Addition to Women's Center	\$ 1,000,000	553,569
Saint Francis Hospital and Medical Center	Facilities	Collins Parking Garage Repairs	\$ 750,000	776,371
Saint Francis Hospital and Medical Center	Business Development	Various Construction Projects*	\$ 1,000,000	-
Saint Francis Hospital and Medical Center	Cardiovascular	Cath Lab Renovation and Replacement FY16	\$ 1,500,000	770,948
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Office Renovations	\$ 2,000,000	120,636
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Burgdorf Renovation	\$ 800,000	437,271
Saint Francis Hospital and Medical Center	Facilities: Engineering	Medical Office Building Renovations	\$ 500,000	161,967
Saint Francis Hospital and Medical Center	Information Technology	Infrastructure Movement and Replacement of Data Center	\$ 6,000,000	4,997,817
Saint Francis Hospital and Medical Center	Information Technology	EMC Project-Buid and Archive SFS Data To EMC		747,634
Saint Francis Hospital and Medical Center	Administration	Contingency FY16 Major Items	\$ 1,220,229	-
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Vision Center Renovation - Replace Back Center ***	\$ 975,550	-
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Replace 800K Absorber	\$ 520,000	-
Saint Francis Medical Group	SFMG	Renovation for Rheumatology Bariatrics and Endocrine	\$ 1,500,000	93,213
Saint Francis Hospital and Medical Center	CJRI	CJRI TWO O.R.s	\$ 1,583,500	1,686,256
Saint Francis Hospital and Medical Center	Information Technology	Epic Ambulatory Implementation	\$ 5,164,190	4,206,039
		Total of projects budgeted over \$500,000 FY2016	<b>\$ 25,140,469</b>	<b>\$ 16,193,224</b>
Saint Francis Hospital and Medical Center	Strategic Investments	Acquisition of Johnson Memorial**	\$ 20,015,000	\$ 20,015,000
		Total of projects budgeted under \$500,000 FY 2016	\$ 12,778,531	\$ 13,292,542
		Johnson Capital Expenditures		1,496,335
		Total Capital Budget for FY 2016 and Expenditures to Date	<b>\$ 57,934,000</b>	<b>\$ 50,997,102</b>
		Capital expenditures specific to Saint Francis	<b>\$ 37,919,000</b>	<b>\$ 29,485,767</b>

\* Construction budget reduced to \$250,000 to reallocate capital to other project

\*\* \$18 million funded through an intercompany loan from Trinity Health Corporate

**Attachment 2**  
**Preliminary Capital Investment Plan for Saint Francis Care , Inc.**  
**Dollars in Thousands**

	(a)	(b)	(C)	(d)			
		<b>Expenditures</b>	<b>FY 2017 Budget</b>	<b>FY 2018 Budget</b>	<b>FY 2019 Budget</b>	<b>FY 2020 Budget</b>	
		<b>(10/1/2015-</b>	<b>(7/1/2016-</b>	<b>(7/1/2017-</b>	<b>(7/1/2018-</b>	<b>(7/1/2019-</b>	
		<b>9/30/2016)</b>	<b>6/30/2017]</b>	<b>6/30/2018]</b>	<b>6/30/2019]</b>	<b>6/30/2020]</b>	<b>Estimated Five Year</b>
	<b>Five Year Total</b>						<b>Capital Spend</b>
<b>Preliminary capital expenditures summary</b>							
Investment in facilities, medical and non-medical equipment and technology	\$ 184,000	21,428	\$ 10,355	\$ 25,000	\$ 20,000	\$ 20,000	\$ 96,783
Capital leases associated with Epic and other	4,500	1,028	1,300				2,328
Facility & program improvements for various service lines (e.g., CJRI, Rehab)	5,000	3,104	3,000	1,000	1,000		8,104
Expansion/renovations of clinical facilities	10,000		1,500	15,000			16,500
Physician acquisitions/ambulatory network development	23,500		3,200	2,500	2,500	2,500	10,700
Information Technology		3,926					3,926
Unspecified; to be allocated based on organizational priorities each year	48,000	20,015		5,000	10,000	15,000	50,015
							-
<b>Adjustments to preliminary capital expenditure summary:</b>							
Reallocation to Johnson Memorial - part of strategic growth of RHM		1,496	1,512	3,000	3,000	1,500	10,508
Reallocation to Saint Mary's-part of strategic growth of RHM			20,272	15,000	15,000	20,000	70,272
Saint Mary's Epic Implementation			20,475				20,475
<b>Total estimated annual capital expenditures</b>	<b>\$ 275,000</b>	<b>\$ 50,997</b>	<b>\$ 61,614</b>	<b>\$ 66,500</b>	<b>\$ 51,500</b>	<b>\$ 59,000</b>	<b>\$ 289,611</b>

(a) Preliminary plan for capital commitment as noted on page 635 of CON.

(b) Capital expenditures 10/1/2015-9/30/2016 see detail at Attachment 2 (SFHMC and Johnson acquisition)

(C) Budget for FY 2017 reduced due to Trinity Corporate financial objectives. Approved Trinity Health-New England Capital budget for Saint Francis and Johnson was \$20,867,000

Saint Mary's routine and strategic capital for FY 2017 is \$20,272,000. In addition, the implementation of Epic is \$20,475,000 million.

(d) Amounts continue to be preliminary based on evolving RHM strategy and expected investment necessary for Saint Francis facilities and equipment, etc. Strategic plan currently being developed.

\$15 million in FY 2018 for expansion of clinical facilities is for an Ambulatory Surgery Center (pending any required approvals and finalization of strategic plan)

Note: \$20,015 in FY 2016 was investment in Johnson Memorial Hospital which closed on 1/1/2016



**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

**Stipulation # 9**

**Attachment 3: Saint Francis Hospital and Medical Center Specific Projects Approved for FY 2017 (7/1/2016-6/30/2017) > \$500,000**

Project Type	Project Name (50 characters)	Long Description (250 characters)	2017 Budget
Clinical	Replace Beds	Critical Care SL, Department # 71800 - CICU	\$ 881,136
IT	Infrastructure - Primary Backup Data Domain / Centera Growth	IT SL, Department # 15130 - IES	\$ 600,000
Clinical	Stryker Power Equipment	CJRI SL, Department # 50020 - CJRI OR	\$ 1,302,000
Clinical	OMNINAV Robotic Unit	CJRI SL, Department # 50020 - CJRI OR	\$ 500,000
Clinical	Tele monitors for Bldg 1 and 2	Tele monitors for Bldg 1 and 2	\$ 1,018,000
Furniture, Fixtures & Non-Clinical Equipment	Miscellaneous General - Trinity Signage - 2054	Facilities SL, Engineering Department # 35100	\$ 600,000
Facilities	Facilities & Infrastructure	Fairbanks Energy LED: Energy Audit SFHMC, RHHCT, JMMC	\$ 766,961
IT	New maintenance management system	New maintenance management system	\$ 756,950
IT	IT system	Replacment of the treatment planning system; Pinnacle and transition to Raytstation.	\$ 500,000
Clinical	Philips Medical System		\$ 885,970
Planning, Design & Construction	Renovation of oncology units	Renovate 8-1, 8-1a (donor funded)	\$ 2,599,759
Planning, Design & Construction	Renovation of oncology units	Renovate 8-2	\$ 675,000

Sub-total projects > \$500,000

**\$ 11,085,776.00**



1000 Asylum Street  
Hartford, CT 06105  
860-714-6165

November 30, 2016

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to  
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the  
above-referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at  
860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio Capone  
Regional Vice President of  
Business Development and Strategic Planning  
[claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)

Enclosures

**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

Response to Items #10 and #11 of the Settlement and Order dated 8/1/2015 for the Six Month Period Ended September 30, 2016

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both the Hospital and its immediate parent (SFC or its successor legal entity) for purposes of this Order, semi-annual periods are October 1 - March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31 and November 30, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM): Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The information shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since October 1, 2015, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Trinity Health to identify and implement changes to realize cost savings opportunities. As previously reported, a significant benefit with annual ongoing savings for Saint Francis was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. In addition, the Series F Fixed Pay SWAP was novated to Trinity Health on October 1, 2015. The result of this SWAP was an improvement in Saint Francis' net assets of \$44 million. Furthermore, the transfer of this SWAP removes the financial risks associated with the change in interest rates and the impact on Saint Francis net assets. For example, in FY 2015, Saint Francis recorded a \$14.8 million non-operating loss related to this interest rate SWAP. Interest expense savings for the twelve months ended September 30, 2016 was \$2.5 million with \$2.0 million being realized in the six month period ended September 30, 2016 due to an interest rate rebate from system office received in June 2016 for approximately \$1.0 million.

Another significant change was the inclusion of Saint Francis into the Trinity Health insurance program. This was an overall decrease in annual premiums of approximately \$1.3 million exclusive of one time tail coverage costs incurred as part of the transaction. The benefit related to this change was \$621,000 for the six month period ended 9/30/2016.

Lastly, leveraging the Trinity Health actuarial expertise whose approach is to more closely align mortality assumptions with plan participant demographics in the Trinity Health pension plans, Saint Francis' projected benefit obligation was further evaluated. As a result, Saint Francis

recognized an annual benefit in pension expense of \$4.2 million for the twelve month period ended September 30, 2016. For the period from April 1, 2016 to September 30, 2016, the realized benefit was \$2.9 million.

Since the last report provide to OHCA on May 31<sup>st</sup>, Saint Francis transitioned to the Trinity Health Group Purchasing Organization, HPG. This has resulted in supply chain savings of approximately \$713,000 for the period April 1, 2016 to September 30, 2016. In addition, Saint Francis received HPG rebates of approximately \$214,000 in September 2016. In addition to the pricing benefits realized under the HPG agreement, the Supply Chain leadership has been identifying contracts at Saint Francis that can be shifted to Trinity contracts which will also result in incremental savings in FY 2017.

As Saint Francis benefits from Trinity Health's pricing arrangements with vendors, we have also realized \$1.2 million in cost savings for capital information technology relating to Epic hardware in the twelve months ended September 30, 2016. Operating expense savings relating to information technology was \$53,000 for the six month period ended September 30, 2016.

There were no cost savings specific to Trinity Health – New England, Inc. (formerly known as Saint Francis *Care*, Inc.) as there are no operating expenses currently within this entity.

Except where otherwise noted, these cost savings will continue to be realized in future years. Furthermore, we continue to identify cost saving opportunities with vendors and will report those cost savings when realized in future reporting periods. See **Attachment A** for expense savings by category.

*2. the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM). The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment B**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment C** for Financial Indicators.

Attachment A

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
Cost Savings/Synergies 4/1/2016-9/30/2016

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1/2016-9/30/2016</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension)	\$2,921
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	\$927
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$1,953
H.	Malpractice Insurance Cost	\$621
I.	Utilities	
J.	Business Expenses (insurance and IT )	\$141
K.	Other Operating Expense	
	Total savings 10/1-3/31	<hr/> <u>\$6,563</u>

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**

**TWELVE MONTHS ACTUAL FILING**

**FISCAL YEAR 2016**

**REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION**

(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 SEPTEMBER</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b><u>ASSETS</u></b>				
A.	<b><u>Current Assets:</u></b>				
1	Cash and Cash Equivalents	\$76,694,000	\$22,557,000	(\$54,137,000)	-71%
2	Short Term Investments	\$9,418,000	\$33,338,000	\$23,920,000	254%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$65,284,000	\$67,940,000	\$2,656,000	4%
4	Current Assets Whose Use is Limited for Current Liabilities	\$1,521,000	\$0	(\$1,521,000)	-100%
5	Due From Affiliates	\$4,864,000	\$47,485,000	\$42,621,000	876%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,912,000	(\$789,000)	-8%
8	Prepaid Expenses	\$8,457,000	\$4,378,000	(\$4,079,000)	-48%
9	Other Current Assets	\$2,211,000	\$2,134,000	(\$77,000)	-3%
	<b>Total Current Assets</b>	<b>\$178,150,000</b>	<b>\$186,744,000</b>	<b>\$8,594,000</b>	<b>5%</b>
B.	<b><u>Noncurrent Assets Whose Use is Limited:</u></b>				
1	Held by Trustee	\$48,893,000	\$51,025,000	\$2,132,000	4%
2	Board Designated for Capital Acquisition	\$26,070,000	\$27,789,000	\$1,719,000	7%
3	Funds Held in Escrow	\$817,000	\$0	(\$817,000)	-100%
4	Other Noncurrent Assets Whose Use is Limited	(\$1,521,000)	\$0	\$1,521,000	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$74,259,000</b>	<b>\$78,814,000</b>	<b>\$4,555,000</b>	<b>6%</b>
5	Interest in Net Assets of Foundation	\$9,394,000	\$11,681,000	\$2,287,000	24%
6	Long Term Investments	\$25,350,000	\$20,027,000	(\$5,323,000)	-21%
7	Other Noncurrent Assets	\$7,117,000	\$12,802,000	\$5,685,000	80%
C.	<b><u>Net Fixed Assets:</u></b>				
1	Property, Plant and Equipment	\$873,910,000	\$418,811,000	(\$455,099,000)	-52%
2	Less: Accumulated Depreciation	\$427,558,000	\$43,734,000	(\$383,824,000)	-90%
	<b>Property, Plant and Equipment, Net</b>	<b>\$446,352,000</b>	<b>\$375,077,000</b>	<b>(\$71,275,000)</b>	<b>-16%</b>
3	Construction in Progress	\$8,411,000	\$14,907,000	\$6,496,000	77%
	<b>Total Net Fixed Assets</b>	<b>\$454,763,000</b>	<b>\$389,984,000</b>	<b>(\$64,779,000)</b>	<b>-14%</b>
	<b>Total Assets</b>	<b>\$749,033,000</b>	<b>\$700,052,000</b>	<b>(\$48,981,000)</b>	<b>-7%</b>
II.	<b><u>LIABILITIES AND NET ASSETS</u></b>				
A.	<b><u>Current Liabilities:</u></b>				
1	Accounts Payable and Accrued Expenses	\$36,361,000	\$24,750,000	(\$11,611,000)	-32%
2	Salaries, Wages and Payroll Taxes	\$33,492,000	\$35,638,000	\$2,146,000	6%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
3	Due To Third Party Payers	\$12,528,000	\$13,400,000	\$872,000	7%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$6,926,000	(\$372,000)	-5%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$6,680,000	\$5,962,000	(\$718,000)	-11%
	<b>Total Current Liabilities</b>	<b>\$96,359,000</b>	<b>\$86,676,000</b>	<b>(\$9,683,000)</b>	<b>-10%</b>
<b>B.</b>	<b><u>Long Term Debt:</u></b>				
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$237,731,000	(\$6,423,000)	-3%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	<b>Total Long Term Debt</b>	<b>\$244,154,000</b>	<b>\$237,731,000</b>	<b>(\$6,423,000)</b>	<b>-3%</b>
3	Accrued Pension Liability	\$234,591,000	\$226,613,000	(\$7,978,000)	-3%
4	Other Long Term Liabilities	\$43,991,000	\$15,130,000	(\$28,861,000)	-66%
	<b>Total Long Term Liabilities</b>	<b>\$522,736,000</b>	<b>\$479,474,000</b>	<b>(\$43,262,000)</b>	<b>-8%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C.</b>	<b><u>Net Assets:</u></b>				
1	Unrestricted Net Assets or Equity	\$52,342,000	\$49,025,000	(\$3,317,000)	-6%
2	Temporarily Restricted Net Assets	\$24,417,000	\$29,566,000	\$5,149,000	21%
3	Permanently Restricted Net Assets	\$53,179,000	\$55,311,000	\$2,132,000	4%
	<b>Total Net Assets</b>	<b>\$129,938,000</b>	<b>\$133,902,000</b>	<b>\$3,964,000</b>	<b>3%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$749,033,000</b>	<b>\$700,052,000</b>	<b>(\$48,981,000)</b>	<b>-7%</b>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2015	FY 2016	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -SEPT</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,104,370,392	\$2,252,204,000	\$147,833,608	7%
2	Less: Allowances	\$1,420,599,391	\$1,498,710,000	\$78,110,609	5%
3	Less: Charity Care	\$13,558,599	\$8,463,000	(\$5,095,599)	-38%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$670,212,402</b>	<b>\$745,031,000</b>	<b>\$74,818,598</b>	<b>11%</b>
5	Provision for Bad Debts	\$20,980,833	\$14,575,000	(\$6,405,833)	-31%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$649,231,569</b>	<b>\$730,456,000</b>	<b>\$81,224,431</b>	<b>13%</b>
6	Other Operating Revenue	\$31,281,747	\$38,574,000	\$7,292,253	23%
7	Net Assets Released from Restrictions	\$4,156,122	\$3,397,000	(\$759,122)	-18%
	<b>Total Operating Revenue</b>	<b>\$684,669,438</b>	<b>\$772,427,000</b>	<b>\$87,757,562</b>	<b>13%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$257,621,228	\$258,412,000	\$790,772	0%
2	Fringe Benefits	\$68,082,765	\$63,421,000	(\$4,661,765)	-7%
3	Physicians Fees	\$47,535,764	\$52,062,000	\$4,526,236	10%
4	Supplies and Drugs	\$99,464,711	\$115,390,000	\$15,925,289	16%
5	Depreciation and Amortization	\$37,713,710	\$44,179,000	\$6,465,290	17%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,151,596	\$8,115,000	(\$3,036,596)	-27%
8	Malpractice Insurance Cost	\$10,303,205	\$8,753,000	(\$1,550,205)	-15%
9	Other Operating Expenses	\$149,739,353	\$211,691,000	\$61,951,647	41%
	<b>Total Operating Expenses</b>	<b>\$681,612,332</b>	<b>\$762,023,000</b>	<b>\$80,410,668</b>	<b>12%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$3,057,106</b>	<b>\$10,404,000</b>	<b>\$7,346,894</b>	<b>240%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	(\$2,527,631)	\$6,882,000	\$9,409,631	-372%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,532,605)	(\$4,960,000)	\$12,572,605	-72%
	<b>Total Non-Operating Revenue</b>	<b>(\$20,060,236)</b>	<b>\$1,922,000</b>	<b>\$21,982,236</b>	<b>-110%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$17,003,130)</b>	<b>\$12,326,000</b>	<b>\$29,329,130</b>	<b>-172%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>(\$17,003,130)</b>	<b>\$12,326,000</b>	<b>\$29,329,130</b>	<b>-172%</b>
	Principal Payments	\$8,785,000	\$0	(\$8,785,000)	-100%



TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$102,071,000	\$54,842,000	(\$47,229,000)	-46%
2	Short Term Investments	\$33,496,000	\$43,685,000	\$10,189,000	30%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$77,445,000	\$78,467,000	\$1,022,000	1%
4	Current Assets Whose Use is Limited for Current Liabilities	\$1,521,000	\$0	(\$1,521,000)	-100%
5	Due From Affiliates	\$3,400,000	\$30,984,000	\$27,584,000	811%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,912,000	(\$789,000)	-8%
8	Prepaid Expenses	\$7,851,000	\$4,819,000	(\$3,032,000)	-39%
9	Other Current Assets	\$6,745,000	\$5,743,000	(\$1,002,000)	-15%
	<b>Total Current Assets</b>	<b>\$242,230,000</b>	<b>\$227,452,000</b>	<b>(\$14,778,000)</b>	<b>-6%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$48,894,000	\$51,025,000	\$2,131,000	4%
2	Board Designated for Capital Acquisition	\$27,242,000	\$27,789,000	\$547,000	2%
3	Funds Held in Escrow	\$43,133,000	\$0	(\$43,133,000)	-100%
4	Other Noncurrent Assets Whose Use is Limited	(\$1,521,000)	\$0	\$1,521,000	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$117,748,000</b>	<b>\$78,814,000</b>	<b>(\$38,934,000)</b>	<b>-33%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$25,097,000	\$22,193,000	(\$2,904,000)	-12%
7	Other Noncurrent Assets	\$15,864,000	\$41,494,000	\$25,630,000	162%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$912,915,000	\$429,833,000	(\$483,082,000)	-53%
2	Less: Accumulated Depreciation	\$454,078,000	\$45,381,000	(\$408,697,000)	(\$1)
	<b>Property, Plant and Equipment, Net</b>	<b>\$458,837,000</b>	<b>\$384,452,000</b>	<b>(\$74,385,000)</b>	<b>-16%</b>
3	Construction in Progress	\$8,411,000	\$14,931,000	\$6,520,000	78%
	<b>Total Net Fixed Assets</b>	<b>\$467,248,000</b>	<b>\$399,383,000</b>	<b>(\$67,865,000)</b>	<b>-15%</b>
	<b>Total Assets</b>	<b>\$868,187,000</b>	<b>\$769,336,000</b>	<b>(\$98,851,000)</b>	<b>-11%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$41,686,000	\$30,149,000	(\$11,537,000)	-28%
2	Salaries, Wages and Payroll Taxes	\$51,151,000	\$57,548,000	\$6,397,000	13%
3	Due To Third Party Payers	\$13,630,000	\$15,584,000	\$1,954,000	14%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$7,292,000	(\$6,000)	0%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$8,658,000	\$6,583,000	(\$2,075,000)	-24%
	<b>Total Current Liabilities</b>	<b>\$122,423,000</b>	<b>\$117,156,000</b>	<b>(\$5,267,000)</b>	<b>-4%</b>
	<b>B. Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$255,276,000	\$11,122,000	5%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	<b>Total Long Term Debt</b>	<b>\$244,154,000</b>	<b>\$255,276,000</b>	<b>\$11,122,000</b>	<b>5%</b>
3	Accrued Pension Liability	\$276,965,000	\$230,820,000	(\$46,145,000)	-17%
4	Other Long Term Liabilities	\$43,991,000	\$18,208,000	(\$25,783,000)	-59%
	<b>Total Long Term Liabilities</b>	<b>\$565,110,000</b>	<b>\$504,304,000</b>	<b>(\$60,806,000)</b>	<b>-11%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	<b>C. Net Assets:</b>				
1	Unrestricted Net Assets or Equity	\$101,295,000	\$61,336,000	(\$39,959,000)	-39%
2	Temporarily Restricted Net Assets	\$26,180,000	\$31,229,000	\$5,049,000	19%
3	Permanently Restricted Net Assets	\$53,179,000	\$55,311,000	\$2,132,000	4%
	<b>Total Net Assets</b>	<b>\$180,654,000</b>	<b>\$147,876,000</b>	<b>(\$32,778,000)</b>	<b>-18%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$868,187,000</b>	<b>\$769,336,000</b>	<b>(\$98,851,000)</b>	<b>-11%</b>

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 OCT -SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,433,798,000	\$2,622,172,000	\$188,374,000	8%
2	Less: Allowances	\$1,621,115,000	\$1,728,774,000	\$107,659,000	7%
3	Less: Charity Care	\$14,331,000	\$9,009,000	(\$5,322,000)	-37%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$798,352,000</b>	<b>\$884,389,000</b>	<b>\$86,037,000</b>	<b>11%</b>
5	Provision for Bad Debts	\$25,600,000	\$18,334,000	(\$7,266,000)	-28%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$772,752,000</b>	<b>\$866,055,000</b>	<b>\$93,303,000</b>	<b>12%</b>
6	Other Operating Revenue	\$38,303,000	\$49,826,000	\$11,523,000	30%
7	Net Assets Released from Restrictions	\$10,911,000	\$7,952,000	(\$2,959,000)	-27%
	<b>Total Operating Revenue</b>	<b>\$821,966,000</b>	<b>\$923,833,000</b>	<b>\$101,867,000</b>	<b>12%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$378,595,000	\$402,540,000	\$23,945,000	6%
2	Fringe Benefits	\$86,980,000	\$86,331,000	(\$649,000)	-1%
3	Physicians Fees	\$24,836,000	\$28,805,000	\$3,969,000	16%
4	Supplies and Drugs	\$119,805,000	\$137,840,000	\$18,035,000	15%
5	Depreciation and Amortization	\$39,696,000	\$45,487,000	\$5,791,000	15%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,152,000	\$8,116,000	(\$3,036,000)	-27%
8	Malpractice Insurance Cost	\$6,887,000	\$12,151,000	\$5,264,000	76%
9	Other Operating Expenses	\$148,043,000	\$201,439,000	\$53,396,000	36%
	<b>Total Operating Expenses</b>	<b>\$815,994,000</b>	<b>\$922,709,000</b>	<b>\$106,715,000</b>	<b>13%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$5,972,000</b>	<b>\$1,124,000</b>	<b>(\$4,848,000)</b>	<b>-81%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	(\$2,530,000)	\$5,904,000	\$8,434,000	-333%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,533,000)	(\$4,960,000)	\$12,573,000	-72%
	<b>Total Non-Operating Revenue</b>	<b>(\$20,063,000)</b>	<b>\$944,000</b>	<b>\$21,007,000</b>	<b>-105%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$14,091,000)</b>	<b>\$2,068,000</b>	<b>\$16,159,000</b>	<b>-115%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$58,589,000	\$58,589,000	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$58,589,000</b>	<b>\$58,589,000</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>(\$14,091,000)</b>	<b>\$60,657,000</b>	<b>\$74,748,000</b>	<b>-530%</b>

**TRINITY HEALTH - NEW ENGLAND, INC.**  
**(FORMERLY SAINT FRANCIS CARE, INC.)**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	<u>Twelve Months Ended September 30 2016</u>
<b>Operating activities and non-operating income</b>	
Excess of revenues over expenses	\$ 60,657,000
Adjustments to reconcile excess of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	45,487,000
Bad debts	18,334,000
Increase in assets held in trust by others	(2,131,000)
Increase in accrued pension liability	(46,145,000)
Decrease in other long term liabilities	(25,783,000)
Purchase accounting	(30,319,000)
Transfer of swap to TH-NE	(44,000,000)
Other changes in net assets	(19,116,000)
Change in working capital, other than cash and cash equivalents	(45,857,000)
Net cash used in operating activities	<u>(88,873,000)</u>
<b>Investing activities</b>	
Purchase of property, plant and equipment, net	(36,317,000)
Purchase accounting, property, plant and equipment	58,695,000
Increase in investments	(7,285,000)
Increase in other noncurrent assets	(25,630,000)
Decrease in noncurrent assets whose use is limited	41,065,000
Net cash used in investing activities	<u>30,528,000</u>
<b>Financing activities</b>	
Issuance of long term debt	18,000,000
Principal payments on long-term debt	(6,884,000)
Net cash provided by financing activities	<u>11,116,000</u>
Net decrease in cash and cash equivalents	(47,229,000)
Cash and cash equivalents at beginning of period	<u>102,071,000</u>
Cash and cash equivalents at end of period	<u><u>\$ 54,842,000</u></u>

(FORMERLY SAINT FRANCIS CARE , INC.)  
**CONSOLIDATED STATEMENT OF CHANGES IN  
COMPONENTS OF WORKING CAPITAL OTHER THAN  
CASH AND CASH EQUIVALENTS**

	<b>Twelve Months Ended  September 30  2016</b>
<b>Changes in current assets:</b>	
Assets whose use is limited	
required for current liabilities	\$ 1,521,000
Accounts receivable--patients, net	(19,356,000)
Other current assets	1,002,000
Inventory of supplies	789,000
Prepaid expenses	3,032,000
Due from affiliated entities	(27,584,000)
	(40,596,000)
<b>Changes in current liabilities:</b>	
Accounts payable	(11,537,000)
Salary and wages, payroll taxes and amounts withheld from employees	6,397,000
Other current liabilities	(2,075,000)
Due to third party reimbursement agencies	1,954,000
	(5,261,000)
<b>Changes in working capital other than cash and cash equivalents</b>	<b>\$ (45,857,000)</b>

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	<b>Twelve Months Ended</b> <b>September 30</b> <b>2016</b>
<b>Operating activities and non-operating income</b>	
<b>Excess of revenues over expenses</b>	<b>\$ 12,326,000</b>
<b>Adjustments to reconcile excess of</b>	
<b>revenues over expenses to net cash provided</b>	
<b>in operating activities and non-operating activities:</b>	
<b>Depreciation and amortization</b>	<b>44,179,000</b>
<b>Bad debts</b>	<b>14,575,000</b>
<b>Increase in interest in Saint Francis</b>	
<b>Hospital and Medical Center Foundation</b>	<b>(2,287,000)</b>
<b>Increase in assets held in trust by others</b>	<b>(2,132,000)</b>
<b>Increase in accrued pension liability</b>	<b>(7,978,000)</b>
<b>Decrease in other long term liabilities</b>	<b>(28,861,000)</b>
<b>Other changes in net assets</b>	<b>(8,362,000)</b>
<b>Change in working capital, other than cash</b>	
<b>and cash equivalents</b>	<b>(62,697,000)</b>
<b>Net cash used in operating activities</b>	<b>(41,237,000)</b>
<b>Investing activities</b>	
<b>Purchase of property, plant and equipment, net</b>	<b>(34,704,000)</b>
<b>Purchase accounting, property, plant and equipment</b>	<b>55,304,000</b>
<b>Increase in investments</b>	<b>(18,597,000)</b>
<b>Increase in other noncurrent assets</b>	<b>(5,685,000)</b>
<b>Increase in noncurrent assets</b>	
<b>whose use is limited</b>	<b>(2,423,000)</b>
<b>Net cash used in investing activities</b>	<b>(6,105,000)</b>
<b>Financing activities</b>	
<b>Principal payments on long-term debt</b>	<b>(6,795,000)</b>
<b>Net cash used in financing activities</b>	<b>(6,795,000)</b>
<b>Net decrease in cash and</b>	
<b>cash equivalents</b>	<b>(54,137,000)</b>
<b>Cash and cash equivalents</b>	
<b>at beginning of period</b>	<b>76,694,000</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 22,557,000</b>

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
CONSOLIDATED STATEMENT OF CHANGES IN  
COMPONENTS OF WORKING CAPITAL OTHER THAN  
CASH AND CASH EQUIVALENTS**

	<b>Twelve Months Ended September 30 2016</b>
<b>Changes in current assets:</b>	
Assets whose use is limited required for current liabilities	\$ 1,521,000
Accounts receivable--patients, net	(17,231,000)
Other current assets	77,000
Inventory of supplies	789,000
Prepaid expenses	4,079,000
Due from affiliated entities	(42,621,000)
	(53,386,000)
<b>Changes in current liabilities:</b>	
Accounts payable	(11,611,000)
Salary and wages, payroll taxes and amounts withheld from employees	2,146,000
Accrued expenses and interest payable	(718,000)
Due to third party reimbursement agencies	872,000
	(9,311,000)
<b>Changes in working capital other than cash and cash equivalents</b>	<b>\$ (62,697,000)</b>

## Attachment C

## Saint Francis Hospital and Medical Center

	Sept 16 YTD	Sept 15 YTD	Comments
<b>Monthly Financial Measurement/Indicators</b>			
<b>A. Operating Performance:</b>			
Operating Margin	1.3%	0.4%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	8.1%	7.6%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.6%	1.0%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	2.2	1.8	current assets/current liabilities
Days Cash on Hand	42.6	63.6	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	33.9	36.7	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	44.1	54.6	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	182.7%	193.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	64.0%	65.3%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.2%	44.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.3	1.3	EBIT/Interest expense
Debt Service Coverage Ratio	4.2 x	2.8 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	19.1%	17.3%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 10,404	\$ 3,057	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 12,326	\$ (17,003)	Net gain(loss)
EBITDA	\$ 62,698	\$ 51,923	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 55,895	\$ 86,112	from cons bs
Net Working Capital	\$ 100,068	\$ 81,791	current assets-current liabilities
Unrestricted Assets	\$ 49,025	\$ 52,342	from cons bs



## Attachment C

Trinity Health - New England (Hartford)
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	Sept 16 YTD	Sept 15 YTD	Comments
Monthly Financial Measurement/Indicators			
<b>A. Operating Performance:</b>			
Operating Margin	0.1%	0.7%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	5.9%	6.9%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	1.1%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	1.9	2.0	current assets/current liabilities
Days Cash on Hand	52.6	76.5	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	33.1	36.6	net ar/net patient ser rev/days in yr
Average Payment Period	48.7	57.6	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	177.6%	139.2%	total debt/total equity(net assets)
Long-term Debt to Capitalization	63.3%	57.5%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.5	0.6	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	1.1	1.5	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	3.1 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	19.2%	20.8%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 1,124	\$ 5,972	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 60,657	* \$ (14,091)	Net gain(loss)
EBITDA	\$ 54,727	\$ 56,820	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 98,527	\$ 135,567	from cons bs
Net Working Capital	\$ 110,296	\$ 119,807	current assets-current liabilities
Unrestricted Assets	\$ 61,336	\$ 101,295	from cons bs

\* includes purchase accounting goodwill adjustment

## Attachment C

### Trinity Health - New England (Hartford)

	Sept 16 YTD	Sept 15 YTD	Explanation
<b>D. Additional Statistics</b>			YTD net patient revenue increased \$93.3M, Operating expenses increased \$106.7M due to costs of drugs and medical supplies, professional fees for EPIC support, merger due diligence, JMMC acquisition and purchase accounting including depreciation and SFMG's increased loss of (\$5.4M).
Income(Loss) from Operations	1,124	5,972	
Revenue Over/(Under) Expense	60,657	(14,091)	Purchase accounting goodwill adjustment of \$58.6 million. Swap activity of \$15.5M for year end Sept 2015. SWAP transferred on 10/1 to Trinity Health.
EBITDA	54,727	56,820	YTD net patient revenue increased \$93.3M, Operating expenses increased \$106.7M due to costs of drugs and medical supplies, professional fees for EPIC support, merger due diligence, JMMC acquisition and purchase accounting including depreciation and SFMG's increased loss of (\$5.4M).
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	98,527	135,567	Decrease in a/p (\$11.5M); increase in due from affiliates \$27.5M; funds expended for tail liability \$8.5M; JMMC purchase \$2.3M; SWAP and debt termination expenses.
Net Working Capital	110,296	119,807	Decrease in cash and cash equivalents (\$37M), decrease in a/p (\$11.5M).
Unrestricted Assets	61,336	101,295	Change in PPE (\$74M) due to purchase accounting adjustments; Increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

### Saint Francis Hospital

	Sept 16 YTD	Sept 15 YTD	Explanation
<b>D. Additional Statistics</b>			YTD net patient revenue increased \$87M. Operating expenses increased \$80M due to costs of drugs and medical supplies, professional fees for EPIC support, nurse registry fees, merger due diligence, JMMC acquisition and purchase accounting adjustments including depreciation.
Income(Loss) from Operations	10,404	3,057	
Revenue Over/(Under) Expense	12,326	(17,003)	Swap activity of (\$15.5M) for year end Sept 2015. SWAP transferred on 10/1 to Trinity Health.
EBITDA	62,698	51,923	YTD net patient revenue increased \$87M. Operating expenses increased \$80M due to costs of drugs and medical supplies, professional fees for EPIC support, nurse registry fees, merger due diligence, JMMC acquisition and purchase accounting adjustments including depreciation.
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	55,895	86,112	Decrease in a/p (\$11.6M), increase in due from affiliates \$42.6M
Net Working Capital	100,068	81,791	Decrease in cash and cash equivalents (\$30M), decrease in a/p (\$11.6M), increase in due from affiliates \$42.6M.
Unrestricted Assets	49,025	52,342	YTD income \$10.4M; Change in PPE (\$71M) due to purchase accounting adjustments; Increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

Docket Number: 15-32002-CON Transfer of  
Ownership of Johnson Memorial Medical Center to  
Saint Francis Care, Inc.



1000 Asylum Street  
Hartford, CT 06105  
860-714-6165

November 30, 2016

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Mrs. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a long horizontal flourish extending to the right.

Claudio Capone  
Regional Vice President of  
Business Development and Strategic Planning  
[claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)

Enclosures

## **CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.**

Response to Item #9 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2017

*9. Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis, the Applicants shall submit to OHCA its Capital Investment Plan specific to JMMC and JMHC detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:*

*a) A list of planned capital expenditures with detailed descriptions and associated estimated costs; and b) A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and c) Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order. Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the JMMC's operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by JMMC's Chief Financial Officer.*

Since the approval of the Certificate of Need, Johnson has been in the process of developing the capital budget for FY 2017 (July 1, 2016 through June 30, 2017).

For the period April 1, 2016 through September 30, 2016, Johnson incurred capital expenditures of \$1.1 million (See **Attachment A**). As previously reported, Trinity Health – New England (formerly known as Saint Francis Care, Inc.) and Johnson accelerated the timing of the implementation of the Epic electronic medical record system. The total capital cost of this system implementation relating to Johnson was approximately \$6.8 million, which was paid by Saint Francis Hospital and Medical Center and ultimately structured as a capital lease to Johnson. Annual capital lease payments from Johnson to Saint Francis Hospital and Medical Center total \$960,000 annually for seven years, \$480,000 for the six month period ended September 30, which has been included in the capital expenditure report attached.

The FY 2017-FY2020 preliminary capital budget for Johnson (see **Attachment B**) was developed as part of the Trinity Health-New England's capital and operating budget processes as well as the current strategic financial planning process for the fiscal years 2018-2020. While capital projects are inventoried and identified during the strategic planning process, the actual expenditure for FY 2017, 2018 and 2019 will likely be \$1.5 million, \$3.0 million and \$3.0 million, respectively. Individual items on Johnson's capital request will be continuously evaluated as we are constantly assessing the strategic needs of the facilities.

Johnson Memorial Hospital/Johnson Memorial Medical Center  
New Acquisition Jan - Sept 16  
Stipulation # 9 Attachment A

<b>Row Labels</b>	<b>Sum of ORIGINAL COST</b>	
<b>1/1/2016</b>	<b>\$</b>	<b>102,509</b>
AccuDose Door Lock	\$	50,603
MRI Portico work	\$	31,904
software	\$	13,053
(blank)	\$	6,949
<b>2/1/2016</b>	<b>\$</b>	<b>40,656</b>
HD LED CD monitor/stand/basket	\$	14,260
JSC humidity & temp control	\$	26,396
<b>3/1/2016</b>	<b>\$</b>	<b>43,475</b>
AccuDose Door Lock	\$	7,425
analog video monitor syste -icu	\$	4,987
Endo cleaning station	\$	7,312
JSC humidity & temp control	\$	4,695
pneumatic Tube system	\$	10,276
upgrad to hum/temp controls	\$	8,780
<b>4/1/2016</b>	<b>\$</b>	<b>55,385</b>
Anesthesia monitors- lease buyout	\$	12,000
Psych room renovations	\$	19,825
renov for steris washer/sink,counter	\$	11,900
Steris/Amsco Washer	\$	11,660
<b>5/1/2016</b>	<b>\$</b>	<b>111,352</b>
Centricity Perinatal Intrapartum System	\$	86,343
Cystoscope equipment	\$	25,009
<b>6/1/2016</b>	<b>\$</b>	<b>279,465</b>
EPIQ 7G Ultrasound System	\$	259,640
Psych room renovations	\$	19,825
<b>7/1/2016</b>	<b>\$</b>	<b>23,496</b>
Endo cleaning station	\$	17,061
LF-DP Tracheal Intubation Fib rscope	\$	6,435
<b>8/1/2016</b>	<b>\$</b>	<b>119,998</b>
Kawneed series alum doors	\$	7,750
PeopleSoft Licenses	\$	112,248
<b>Grand Total</b>	<b>\$</b>	<b>776,335</b>
Epic Capital Lease	\$	720,000
Total Capital Expenditures including Lease 1/1-9/30	<u>\$</u>	<u>1,496,335</u>
Total Capital Expenditures including Lease 4/1-9/30	<u>\$</u>	<u>1,069,696</u>

**Johnson Memorial Medical Center/Johnson Memorial Hospital**

**FY 2017 to FY 2020 Preliminary Capital Plan**

**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Plant Operations (8060)	Electrical upgrades - Phase One (FY18= \$600k, FY19=\$100k)	1		460,909	239,091		
Plant Operations (8060)	Kitchen Exhaust System	1		235,797			
Radiology (7240)	Digital Radiology room - remove old equip, install	1	R	210,000			
Nursing Admin (6010)	R Series ALC biphasic ZOLL Defibrillators (11 defibrillators)	1	R	208,611			
Plant Operations (8060)	Paving Visitor Parking Lot	2	R	126,165			
Plant Operations (8060)	Patient Room windows - recalk for blurry			50,000			
Pharmacy (7330)	Guardrails Service contract for Alaris IV pumps	1	R	72,000			
Plant Operations (8060)	Repairs to main Entrance Canopy	1		65,418			
Plant Operations (8060)	Uranium System	1		35,000			
Radiology (7240)	Raometric - one for JSC & JMH	1	N	18,000			
Pharmacy (7330)	3-card reader controller Locks (2 Stfd, 1 Enf)	1	N	10,000			
Plant Operations (8060)	Remove & install new Fire Hydrant	1		8,100			
Pharmacy (7330)	IV room @ JMH	1	N		500,000		
Radiology (7240)	Digital Mammography upgrad 2D @ JSC and Digital @JMH	1	R		430,000		
Radiology (7240)	R&F Digital room - remove old equip, install	1	R		\$369,750		
Pharmacy (7330)	AcuDose Equipment for OR suites @ JSC OR suites	1	N	-	274,001		
Radiology (7240)	GE OEC C-Arm	2	R		200,000		
Ultrasound (7280)	Ultrasound room & removal of old u/s equip	1	R		135,395		
Ultrasound (7280)	Philips EPIQ 7 Diamond Select System	1	R		118,000		
Plant Operations (8060)	Boiler,Energy Saving Controls/Hawk system	1	R		125,915		
Plant Operations (8060)	Paving Roadway, Loading Dock area, parking	2	R		\$122,841		
Pharmacy (7330)	AcuDose Software Upgrade Connect	1	R		76,118		
Nursing Admin (6010)	Carefusion Alaris PCA modules, Unites, ETC02 modules	1	R		75,768		
Cardiovascular (7250)	Cardiovascular Ultrasound Scanner	1	R		75,150		
Plant Operations (8060)	Bobcat for Snow removal & grounds work	2			\$70,000		
Central Sterile Proc. (6760)	Getinge 733 sterilizer	1	N		69,636		
JSC (Surgery Ctr) (6600)	OR Surgical Lights in OR 1, 2 & 3	1	R		66,492		
Plant Operations (8060)	ABS - JMH OR/Pharmacy/Heat Exchanger	2			61,320		
Plant Operations (8060)	Lighting Protections: Main Bldg; BH; PH; & WWTP	2			\$55,550		
Plant Operations (8060)	Truck	2			50,000		

**Johnson Memorial Medical Center/Johnson Memorial Hospital**  
**FY 2017 to FY 2020 Preliminary Capital Plan**  
**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
JSC (Surgery Ctr) (6600)	Stryker Video Equipment Incl display & camera heads	2	R		40,101		
Enfield Phys Med (7093)	Mediware MediLinks OP CUL License	1	N		39,960		
Perioperative Svcs (6610)	Urology Instrumentation	1	R		34,000		
Nursing Admin (6010)	Carefusion Alaris syringe modules and software	2	R		33,252		
Nursing Admin (6010)	3 EZZ way 1000 lb ceiling lifts w continuous charge	2	N		32,262		
Plant Operations (8060)	Paint Boiler House Smoke Stack	2			\$31,180		
Psychiatry (6070)	Psychiatric Safe Medical Beds - 5 beds @ \$5,900	2	N		29,500		
CT Scan (7230)	ACR CT phantoms for JSC & JMH	1	N		26,000		
Plant Operations (8060)	I-Net Sysetm Upgrade	1			13,285		
Pharmacy (7330)	Camera Security System for pharm (4 Stfd, 2 Enf)	1	N		12,000		
Plant Operations (8060)	Fleet Guard Key System - control system	2			11,818		
Radiology (7240)	Stryker Stretcher - trauma - JMH	1	R		\$9,100		
Plant Operations (8060)	Backup Myers Pump for Bed 6 WWTP	2			9,084		
Ultrasound (7280)	Stryker OB Stretcher for JSC	1	N		6,000		
Plant Operations (8060)	Install 9 bollards in front of Generator	1			\$7,786		
	Carefusion					2,000,000	
	Pixis						
Nuclear Medicine (7300)	Siemens Symbia T6 Spect/CT camera	1	R			599,600	
CT Scan (7230)	Siemens Somatome Perspective 64 slice scanner	1	R			525,000	
Radiology (7240)	RadSpeed Auto Dr Radiographic Room	2	R			273,350	
Laboratory (7020)	Hematology replacemnt (2) Sysmex XN2000 analyzers	2	R			173,918	
Same Day Surgery (6605)	GE patient monitors & Central station monitor	2	R			145,834	
Plant Operations (8060)	Hot Water System	3				130,000	
Laboratory (7020)	(2) ACL TOP 300 Coagulation analyzers	1	R			90,000	
Perioperative Svcs (6610)	Mammotome	1	N			\$65,526	
Radiology (7240)	Bone Density (remove old equip, install)	3	R			65,000	
Central Sterile Proc. (6760)	Getinge 8668 Washer Disinfecter 12 Tray unit	3	N			55,598	
Plant Operations (8060)	Fuel duplex pump set	3				47,919	
Plant Operations (8060)	Medical Vacuum System	3				\$31,997	
Respiratory Therapy (7400)	Maquet SERVO - 1 Universal Core	1	N			30,681	



**Johnson Memorial Medical Center/Johnson Memorial Hospital**

**FY 2017 to FY 2020 Preliminary Capital Plan**

**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Cardiac Rehab (7590)	complete phase 3 of business plan for relocation	1	N			23,100	
Radiology (7240)	C-Arm Table	3	R			20,000	
Plant Operations (8060)	New Well Install #9 - LaFamboise	3				17,155	
Anesthesia (7370)	Glide Scope	1	R			\$14,422	
CT Scan (7230)	Renovation of Ct area - stretcher, curtain, paint/floor		R			10,000	
Radiology (7240)	renovation of main xray viewing room		N			10,000	
Emergency Rm (6850)	Stryker Stretcher - Trauma/2 Big Wheel	1	N			9,405	
Post Anesthesia Care (6660)	Transport Monitor	1	N	-		8,530	
Laboratory (7020)	Ortho Workstation for ID-MTS Gel Cards	1	N			7,060	
Central Sterile Proc. (6760)	Getinge Prep & Pack table	3	N			6,883	
Enfield Phys Med (7093)	NuStep Recumbent Cross Trainer w/oversized seat	2	R			6,670	
Laboratory (7020)	Hematology micro scope	1	R			\$6,400	
CT Scan (7230)	Countertop Blanket Warmer		N			6,000	
Radiology (7240)	GE 9" Laser Aimer for OEC 9899 +C-Arm Part		N			6,000	
Enfield Phys Med (7093)	AC5000M Treadmill w handrails/wght cap of 550 lbs	3	R			4,972	
CT Scan (7230)	64 slice Ct Scanner with install & remove old equip,	2	R				\$569,170
Plant Operations (8060)	Contingency - Emergency Repairs	3					500,000
Anesthesia (7370)	Anesthesia Machines	3	R				400,000
Plant Operations (8060)	Nirenberg - Generators	3					350,000
<b>Grand Totals JMMC</b>				\$ 1,500,000	\$ 3,450,355	\$ 4,391,020	\$ 1,819,170

Note: Based on current infrastructure issues at Johnson, the creation of a sewer system is expected over the next three years. The estimated costs for Johnson relating to this project is approximately \$4.0 million. This amount is not included in the schedule above.



1000 Asylum Street  
Hartford, CT 06105  
860-714-6165

November 30, 2016

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Mrs. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a stylized flourish at the end.

Claudio Capone  
Regional Vice President of  
Business Development and Strategic Planning  
[claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)

Enclosures

**CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.**

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2016

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31<sup>st</sup> and November 30<sup>th</sup>, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. As previously reported, one immediate benefit was the successful restructuring of Johnson’s debt as of December 31, 2015 with an intercompany loan from Trinity Health – New England, Inc. In addition, Saint Francis Hospital and Medical Center forgave a loan due from Johnson in the amount of \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$49,000 for the six month period ended September 30, 2016.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This produced an overall decrease in annual premiums for malpractice, workers compensation and other business policies of approximately \$1.0 million with savings realized for the six month period ended September 30, 2016 of \$496,000, exclusive of one time tail coverage costs incurred as part of the transaction.

There have been significant efforts to centralize support functions across Trinity Health-New England including Finance, Revenue Cycle, and Information Systems. This has resulted in reduction of costs at Johnson of \$315,000 for the six months ended September 30, 2016.

In addition, Johnson has benefited from the utilization of regional Legal Services and Compliance and Audit departments. The decrease in legal and auditing costs associated with this transition were \$258,000 for the six month period ended September 30, 2016.

In addition to the cost savings, Johnson has been able to leverage the expertise and resources at Saint Francis Hospital and Medical Center, Trinity Health-New England and Trinity Health in each of the areas identified above.

The above savings are offset by a regional allocation of \$319,000 for the six month period included in other operating expenses in **Attachment A**.

Interest and insurance savings related to JMMC are included in the amounts described above. There are no additional cost savings within JMMC.

In addition to the synergies realized to date, Johnson is in the process of transitioning to the Trinity Total Rewards program for employee compensation and benefits. Johnson provided its employees with a 2% pay increase on September 1<sup>st</sup>. This was the first across the board, cost of living increase that Johnson has been able to give its employees since 2008. In addition, effective 1/1/2017, Johnson employees will be participating in Trinity Health's defined contribution plan which provides for a core employer contribution for all employees and matching contributions funded bi-weekly for those employees who make deferrals into the plan.

We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health system contracts. These cost savings will be reported when realized in future reporting periods. See **Attachment A** for expense savings by category.

*2. the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

Since joining Trinity Health – New England, Johnson has received the Gold Seal 3-year Joint Commission Accreditation, and has experienced improvements in both patient experience and clinical quality. Areas of clinical quality improvement have been in decreased Sepsis rates, decreased readmission rates and notices of serious safety events were marginal.

Also, Johnson's average daily census during the months of September and October have been two of the higher months since prior to filing for bankruptcy.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment B**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The*

*required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment C** for Financial Indicators.

Attachment A

Johnson Memorial Hospital  
 Cost Savings/Synergies 4/1/2016-9/30/2016

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1/2016-9/30/2016</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	\$315
B.	Fringe Benefits (workers comp)	\$101
C.	Contractual Labor Fees	\$0
D.	Medical Supplies and Pharmaceutical Cost	\$30
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$49
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$395
K.	Other Operating Expense	<u>(\$61)</u>
	Total savings 1/1-3/31	<u><u>\$829</u></u>

**JOHNSON MEMORIAL HOSPITAL  
TWELVE MONTHS ACTUAL FILING**

**FISCAL YEAR 2016**

**REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION**

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
<b>I.</b>	<b><u>ASSETS</u></b>				
<b>A.</b>	<b><u>Current Assets:</u></b>				
1	Cash and Cash Equivalents	\$1,675,853	\$0	(\$1,675,853)	-100%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$9,554,938	\$0	(\$9,554,938)	-100%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,506,354	\$0	(\$1,506,354)	-100%
8	Prepaid Expenses	\$1,497,131	\$0	(\$1,497,131)	-100%
9	Other Current Assets	\$329,908	\$0	(\$329,908)	-100%
	<b>Total Current Assets</b>	<b>\$14,564,184</b>	<b>\$0</b>	<b>(\$14,564,184)</b>	<b>-100%</b>
<b>B.</b>	<b><u>Noncurrent Assets Whose Use is Limited:</u></b>				
1	Held by Trustee	\$3,425,921	\$0	(\$3,425,921)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$843,587	\$0	(\$843,587)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$4,494,425</b>	<b>\$0</b>	<b>(\$4,494,425)</b>	<b>-100%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$0	(\$3,467,074)	-100%
7	Other Noncurrent Assets	\$8,986,456	\$0	(\$8,986,456)	-100%
<b>C.</b>	<b><u>Net Fixed Assets:</u></b>				
1	Property, Plant and Equipment	\$66,495,422	\$0	(\$66,495,422)	-100%
2	Less: Accumulated Depreciation	\$45,821,926	\$0	(\$45,821,926)	-100%
	<b>Property, Plant and Equipment, Net</b>	<b>\$20,673,496</b>	<b>\$0</b>	<b>(\$20,673,496)</b>	<b>-100%</b>
3	Construction in Progress	\$0	\$0	\$0	0%
	<b>Total Net Fixed Assets</b>	<b>\$20,673,496</b>	<b>\$0</b>	<b>(\$20,673,496)</b>	<b>-100%</b>
	<b>Total Assets</b>	<b>\$52,185,635</b>	<b>\$0</b>	<b>(\$52,185,635)</b>	<b>-100%</b>
<b>II.</b>	<b><u>LIABILITIES AND NET ASSETS</u></b>				
<b>A.</b>	<b><u>Current Liabilities:</u></b>				
1	Accounts Payable and Accrued Expenses	\$8,861,782	\$0	(\$8,861,782)	-100%
2	Salaries, Wages and Payroll Taxes	\$1,895,078	\$0	(\$1,895,078)	-100%

**JOHNSON MEMORIAL HOSPITAL**  
**TWELVE MONTHS ACTUAL FILING**

**FISCAL YEAR 2016**

**REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION**

(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 SEPTEMBER</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
3	Due To Third Party Payers	\$2,212,362	\$0	(\$2,212,362)	-100%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$11,987,500	\$0	(\$11,987,500)	-100%
6	Current Portion of Notes Payable	\$838,274	\$0	(\$838,274)	-100%
7	Other Current Liabilities	\$10,142,734	\$0	(\$10,142,734)	-100%
	<b>Total Current Liabilities</b>	<b>\$35,937,730</b>	<b>\$0</b>	<b>(\$35,937,730)</b>	<b>-100%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$0	(\$4,572,057)	-100%
	<b>Total Long Term Debt</b>	<b>\$4,572,057</b>	<b>\$0</b>	<b>(\$4,572,057)</b>	<b>-100%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$7,433,424	\$0	(\$7,433,424)	-100%
	<b>Total Long Term Liabilities</b>	<b>\$12,005,481</b>	<b>\$0</b>	<b>(\$12,005,481)</b>	<b>-100%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	(\$498,600)	\$0	\$498,600	-100%
2	Temporarily Restricted Net Assets	\$471,516	\$0	(\$471,516)	-100%
3	Permanently Restricted Net Assets	\$4,269,508	\$0	(\$4,269,508)	-100%
	<b>Total Net Assets</b>	<b>\$4,242,424</b>	<b>\$0</b>	<b>(\$4,242,424)</b>	<b>-100%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$52,185,635</b>	<b>\$0</b>	<b>(\$52,185,635)</b>	<b>-100%</b>



**JOHNSON MEMORIAL HOSPITAL**  
**TWELVE MONTHS ACTUAL FILING**  
**FISCAL YEAR 2016**

**REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION**

(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 JAN - SEPT</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>A. <u>Operating Revenue:</u></b>					
1	Total Gross Patient Revenue	\$171,319,321	\$0	(\$171,319,321)	-100%
2	Less: Allowances	\$102,596,531	\$0	(\$102,596,531)	-100%
3	Less: Charity Care	\$221,056	\$0	(\$221,056)	-100%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$68,501,734</b>	<b>\$0</b>	<b>(\$68,501,734)</b>	<b>-100%</b>
5	Provision for Bad Debts	\$3,114,000	\$0	(\$3,114,000)	-100%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$65,387,734</b>	<b>\$0</b>	<b>(\$65,387,734)</b>	<b>-100%</b>
6	Other Operating Revenue	\$590,810	\$0	(\$590,810)	-100%
7	Net Assets Released from Restrictions	\$23,905	\$0	(\$23,905)	-100%
	<b>Total Operating Revenue</b>	<b>\$66,002,449</b>	<b>\$0</b>	<b>(\$66,002,449)</b>	<b>-100%</b>
<b>B. <u>Operating Expenses:</u></b>					
1	Salaries and Wages	\$24,833,219	\$0	(\$24,833,219)	-100%
2	Fringe Benefits	\$6,111,895	\$0	(\$6,111,895)	-100%
3	Physicians Fees	\$4,050,496	\$0	(\$4,050,496)	-100%
4	Supplies and Drugs	\$10,665,670	\$0	(\$10,665,670)	-100%
5	Depreciation and Amortization	\$1,804,654	\$0	(\$1,804,654)	-100%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$975,626	\$0	(\$975,626)	-100%
8	Malpractice Insurance Cost	\$1,058,521	\$0	(\$1,058,521)	-100%
9	Other Operating Expenses	\$20,739,982	\$0	(\$20,739,982)	-100%
	<b>Total Operating Expenses</b>	<b>\$70,240,063</b>	<b>\$0</b>	<b>(\$70,240,063)</b>	<b>-100%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$4,237,614)</b>	<b>\$0</b>	<b>\$4,237,614</b>	<b>-100%</b>
<b>C. <u>Non-Operating Revenue:</u></b>					
1	Income from Investments	\$228,556	\$0	(\$228,556)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$0	\$0	\$0	0%
	<b>Total Non-Operating Revenue</b>	<b>\$228,556</b>	<b>\$0</b>	<b>(\$228,556)</b>	<b>-100%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$4,009,058)</b>	<b>\$0</b>	<b>\$4,009,058</b>	<b>-100%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>(\$4,009,058)</b>	<b>\$0</b>	<b>\$4,009,058</b>	<b>-100%</b>
	Principal Payments	\$184,222	\$0	(\$184,222)	-100%

## JOHNSON MEMORIAL MEDICAL CENTER, INC.

## TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

## REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$1,805,602	\$0	(\$1,805,602)	-100%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$12,246,951	\$0	(\$12,246,951)	-100%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,523,756	\$0	(\$1,523,756)	-100%
8	Prepaid Expenses	\$1,880,119	\$0	(\$1,880,119)	-100%
9	Other Current Assets	\$537,387	\$0	(\$537,387)	-100%
	<b>Total Current Assets</b>	<b>\$17,993,815</b>	<b>\$0</b>	<b>(\$17,993,815)</b>	<b>-100%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$4,452,119	\$0	(\$4,452,119)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$4,677,036</b>	<b>\$0</b>	<b>(\$4,677,036)</b>	<b>-100%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$0	(\$3,467,074)	-100%
7	Other Noncurrent Assets	\$1,486,054	\$0	(\$1,486,054)	-100%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$97,485,005	\$0	(\$97,485,005)	-100%
2	Less: Accumulated Depreciation	\$70,147,136	\$0	(\$70,147,136)	(\$1)
	<b>Property, Plant and Equipment, Net</b>	<b>\$27,337,869</b>	<b>\$0</b>	<b>(\$27,337,869)</b>	<b>-100%</b>
3	Construction in Progress	\$0	\$0	\$0	0%
	<b>Total Net Fixed Assets</b>	<b>\$27,337,869</b>	<b>\$0</b>	<b>(\$27,337,869)</b>	<b>-100%</b>
	<b>Total Assets</b>	<b>\$54,961,848</b>	<b>\$0</b>	<b>(\$54,961,848)</b>	<b>-100%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				

## JOHNSON MEMORIAL MEDICAL CENTER, INC.

## TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

## REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$12,652,911	\$0	(\$12,652,911)	-100%
2	Salaries, Wages and Payroll Taxes	\$2,677,952	\$0	(\$2,677,952)	-100%
3	Due To Third Party Payers	\$2,446,731	\$0	(\$2,446,731)	-100%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$29,141,197	\$0	(\$29,141,197)	-100%
6	Current Portion of Notes Payable	\$838,274	\$0	(\$838,274)	-100%
7	Other Current Liabilities	\$11,243,011	\$0	(\$11,243,011)	-100%
	<b>Total Current Liabilities</b>	<b>\$59,000,076</b>	<b>\$0</b>	<b>(\$59,000,076)</b>	<b>-100%</b>
	<b>B. Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$0	(\$4,572,057)	-100%
	<b>Total Long Term Debt</b>	<b>\$4,572,057</b>	<b>\$0</b>	<b>(\$4,572,057)</b>	<b>-100%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$4,932,692	\$0	(\$4,932,692)	-100%
	<b>Total Long Term Liabilities</b>	<b>\$9,504,749</b>	<b>\$0</b>	<b>(\$9,504,749)</b>	<b>-100%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	<b>C. Net Assets:</b>				
1	Unrestricted Net Assets or Equity	(\$18,535,995)	\$0	\$18,535,995	-100%
2	Temporarily Restricted Net Assets	\$553,275	\$0	(\$553,275)	-100%
3	Permanently Restricted Net Assets	\$4,439,743	\$0	(\$4,439,743)	-100%
	<b>Total Net Assets</b>	<b>(\$13,542,977)</b>	<b>\$0</b>	<b>\$13,542,977</b>	<b>-100%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$54,961,848</b>	<b>\$0</b>	<b>(\$54,961,848)</b>	<b>-100%</b>

## JOHNSON MEMORIAL MEDICAL CENTER, INC.

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2016

## REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$206,688,056	\$0	(\$206,688,056)	-100%
2	Less: Allowances	\$113,763,631	\$0	(\$113,763,631)	-100%
3	Less: Charity Care	\$221,056	\$0	(\$221,056)	-100%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$92,703,369</b>	<b>\$0</b>	<b>(\$92,703,369)</b>	<b>-100%</b>
5	Provision for Bad Debts	\$3,470,135	\$0	(\$3,470,135)	-100%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$89,233,234</b>	<b>\$0</b>	<b>(\$89,233,234)</b>	<b>-100%</b>
6	Other Operating Revenue	\$1,190,422	\$0	(\$1,190,422)	-100%
7	Net Assets Released from Restrictions	\$36,593	\$0	(\$36,593)	-100%
	<b>Total Operating Revenue</b>	<b>\$90,460,249</b>	<b>\$0</b>	<b>(\$90,460,249)</b>	<b>-100%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$40,500,652	\$0	(\$40,500,652)	-100%
2	Fringe Benefits	\$10,064,877	\$0	(\$10,064,877)	-100%
3	Physicians Fees	\$4,050,496	\$0	(\$4,050,496)	-100%
4	Supplies and Drugs	\$12,485,965	\$0	(\$12,485,965)	-100%
5	Depreciation and Amortization	\$2,419,144	\$0	(\$2,419,144)	-100%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$1,503,067	\$0	(\$1,503,067)	-100%
8	Malpractice Insurance Cost	\$1,056,331	\$0	(\$1,056,331)	-100%
9	Other Operating Expenses	\$25,211,129	\$0	(\$25,211,129)	-100%
	<b>Total Operating Expenses</b>	<b>\$97,291,661</b>	<b>\$0</b>	<b>(\$97,291,661)</b>	<b>-100%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$6,831,412)</b>	<b>\$0</b>	<b>\$6,831,412</b>	<b>-100%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$159,517	\$0	(\$159,517)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$69,138	\$0	(\$69,138)	-100%
	<b>Total Non-Operating Revenue</b>	<b>\$228,655</b>	<b>\$0</b>	<b>(\$228,655)</b>	<b>-100%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$6,602,757)</b>	<b>\$0</b>	<b>\$6,602,757</b>	<b>-100%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>(\$6,602,757)</b>	<b>\$0</b>	<b>\$6,602,757</b>	<b>-100%</b>

**JOHNSON MEMORIAL MEDICAL CENTER, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	Nine months ended September 30, 2016
Operating activities and non-operating income	
Deficiency of revenues over expenses	\$ (3,989,078)
Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	2,481,154
Bad debts	3,183,064
Increase in pension and other accrued expenses	801,386
Other changes in net assets	96,063
Change in working capital, other than cash and cash equivalents	2,513,860
Net cash provided by operating activities	5,086,449
Investing activities	
Purchase of property, plant and equipment, net	(1,679,032)
Decrease in long term investments	269,872
Increase in other assets	(798,396)
Net cash used in investing activities	(2,207,556)
Financing activities	
Principal payments on long-term debt	(819,824)
Net cash used in financing activities	(819,824)
Net increase in cash and cash equivalents	2,059,069
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	\$ 2,059,069

**JOHNSON MEMORIAL MEDICAL CENTER, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN  
COMPONENTS OF WORKING CAPITAL OTHER THAN  
CASH AND CASH EQUIVALENTS**

	Nine months ended September 30, 2016
Changes in current assets:	
Assets whose use is limited required for current liabilities	\$ 208,225
Accounts receivable--patients, net	(13,228,768)
Other current assets	(3,413,454)
Inventory of supplies	63,398
Prepaid expenses	719,973
	(15,650,626)
Changes in current liabilities:	
Accounts payable	(4,509,604)
Salary and wages, payroll taxes and amounts withheld from employees	1,886,309
Due to affiliates	22,551,291
Other current liabilities	(573,651)
Due to third party reimbursement agencies	(1,189,859)
	18,164,486
Changes in working capital other than cash and cash equivalents	\$ 2,513,860

## Attachment B

**JOHNSON MEMORIAL HOSPITAL**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	September 30 2016
Operating activities and non-operating income	
Deficiency of revenues over expenses	\$ (3,473,942)
Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	2,839,922
Bad debts	2,385,036
Decrease in pension and other accrued expenses	(1,889,312)
Other changes in net assets	(160,459)
Change in working capital, other than cash and cash equivalents	5,287,169
Net cash provided by operating activities	4,988,414
Investing activities	
Purchase of property, plant and equipment, net	(2,002,371)
Decrease in long term investments	269,872
Decrease in other assets	(805,530)
Net cash used in investing activities	(2,538,029)
Financing activities	
Principal payments on long-term debt	(754,213)
Net cash used in financing activities	(754,213)
Net increase in cash and cash equivalents	1,696,172
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	\$ 1,696,172

**JOHNSON MEMORIAL MEDICAL CENTER, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN COMPONENTS OF WORKING CAPITAL OTHER THAN CASH AND CASH EQUIVALENTS**

	September 30 2016
Assets whose use is limited required for current liabilities	\$ 208,225
Accounts receivable--patients, net	(11,271,174)
Other current assets	(3,309,083)
Inventory of supplies	63,398
Prepaid expenses	694,257
	(13,614,377)
Changes in current liabilities:	
Accounts payable	(4,954,229)
Salary and wages, payroll taxes and amounts withheld from employees	1,658,036
Due to affiliates	23,268,975
Other current liabilities	98,693
Due to third party reimbursement agencies	(1,169,929)
	18,901,546
Changes in working capital other than cash and cash equivalents	\$ 5,287,169

Attachment C

Johnson Memorial Hospital			
	Sept 16 YTD*	Sept 15 YTD	Comments
<b>Monthly Financial Measurement/Indicators</b>			
<b>A. Operating Performance:</b>			
Operating Margin	(6.8%)	(6.4%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	(0.4%)	(2.2%)	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	2.3%	1.8%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8	0.4	current assets/current liabilities
Days Cash on Hand	9.6	8.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	100.8	53.3	net ar/net patient ser rev/days in yr
Average Payment Period	183.7	191.7	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	(399.0%)	410.1%	total debt/total equity(net assets)
Long-term Debt to Capitalization	135.5%	51.9%	LTD/LTD+net assets
Unrestricted Cash to Debt	7.6%	9.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(4.0)	(3.3)	EBIT/Interest expense
Debt Service Coverage Ratio	(0.12)	(0.11)	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	(11.3%)	8.1%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations**	\$ (3,227)	\$ (4,238)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (3,474)	\$ (4,009)	Net gain(loss)
EBIDA	\$ (195)	\$ (1,458)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,696	\$ 1,676	from bs
Net Working Capital	\$ (7,781)	\$ (21,374)	current assets-current liabilities
Unrestricted Assets	\$ (6,169)	\$ (499)	from bs

\*1/1/-9/30/16

**Attachment C**

Johnson Memorial Medical Center, Inc.

Monthly Financial Measurement/Indicators	Sept 16 YTD*	Sept 15 YTD	Comments
<b>A. Operating Performance:</b>			
Operating Margin	(7.4%)	(7.6%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	(1.2%)	(3.2%)	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	2.5%	1.7%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8	0.30	current assets/current liabilities
Days Cash on Hand	10.8	6.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	106.2	50.1	net ar/net patient serv rev/days in yr
Average Payment Period	175.0	227.0	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	3117.9%	(255.1%)	total debt/total equity(net assets)
Long-term Debt to Capitalization	96.8%	(51.0%)	LTD/LTD+net assets
Unrestricted Cash to Debt	9.2%	5.2%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(4.8)	(3.5)	EBIT/Interest expense
Debt Service Coverage Ratio	(0.4)	(0.1)	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	1.3%	-24.6%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ (3,744)	\$ (6,831)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (3,989)	\$ (6,603)	Net gain(loss)
EBIDA	\$ (617)	\$ (2,909)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 2,059	\$ 1,806	from bs
Net Working Capital	\$ (5,887)	\$ (41,006)	current assets-current liabilities
Unrestricted Assets	\$ 84	\$ (18,536)	from bs

\*1/1-9/30/16



## Olejarz, Barbara

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**From:** Cotto, Carmen  
**Sent:** Monday, February 06, 2017 10:22 AM  
**To:** Olejarz, Barbara  
**Cc:** Roberts, Karen  
**Subject:** FW: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Barbara,

Please add the email below in the paper/pdf file for the following docket number's record: TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045).

Thanks,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Cotto, Carmen  
**Sent:** Thursday, February 02, 2017 4:23 PM  
**To:** Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org)  
**Cc:** Roberts, Karen  
**Subject:** Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Claudio,

Below you will see some compliance follow up questions or issues for the Applicants to address.

Please note that this email is a follow up to your compliance submissions, for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045), on December 1, 2016 and that the separate issue related to the coordination of future filings due dates for the three Dockets will be discussed at a future time.

Please submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You can contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thanks,  
Carmen

**For Trinity Health-New England (TH-NE) (Docket#15-31979)**

1. Condition#8 - Applicants provided the Hospital's Community Health Needs Assessment (CHNA) Implementation Strategy Plan. In reference to this plan, provide a narrative describing how the plan will address the community health needs listed on its CHNA.
2. Condition#14 - Applicants provided a written report that describes the culturally and linguistically appropriate services that are currently in place at the Hospital. In reference to this report, indicate how the Hospital utilized the standards published by the U.S. Department of Health and Human Services' Office of Minority Health as guidance for the development of the report.

**For Johnson Memorial (Docket#15-32002)**

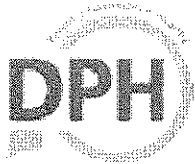
3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.
4. Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.
5. Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.

**For Saint Mary's Hospital (Docket#15-32045)**

6. Condition#4 - Elaborate on how Saint Mary's Hospital utilized the Healthy Connecticut State Health Improvement Plan data and priorities, as well as any applicable community health improvement plan issued by local health departments in the service area, as the starting point for the development of the Hospital's CHNA.

7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
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Connecticut Department  
of Public Health

[www.ct.gov/dph](http://www.ct.gov/dph)

## User, OHCA

---

**From:** Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>  
**Sent:** Thursday, March 09, 2017 11:35 PM  
**To:** User, OHCA; Cotto, Carmen  
**Cc:** Janeanne C. Lubin-Szafranski; Schneider, Jennifer  
**Subject:** TH-NE Responses to Conditions for CONs 15\_32045 15\_31979 15\_32002  
**Attachments:** Responses to Conditions 15\_32045 15\_31979 15\_32002.pdf

Hello Carmen,

In response to your February 2, 2017 email titled, " Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)," attached are Trinity Health - New England's responses.

Please feel free to contact me with any questions you may have.

Regards,

### Claudio A. Capone, FACHE

Regional VP of Strategic Planning and Business Development  
Trinity Health - New England

[claudio.capone@trinityhealth-ne.org](mailto:claudio.capone@trinityhealth-ne.org)

**W** 860-714-6165

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Carmen Cotto  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capital Avenue  
MS#13HCA  
P.O Box 340308  
Hartford, CT 06134-0308

March 9, 2017

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England; Docket Number 15-31979-CON for Trinity Health – New England; Docket Number 15-32002-CON for Johnson Memorial

Dear Ms. Cotto:

In accordance with the TH-NE compliance follow up questions for the above CONs, enclosed is responses for each of the conditions noted.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

**For Trinity Health-New England (TH-NE) (Docket#15-31979)**

- 1. Condition#8 - Applicants provided the Hospital's Community Health Needs Assessment (CHNA) Implementation Strategy Plan. In reference to this plan, provide a narrative describing how the plan will address the community health needs listed on its CHNA.**

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13, 2016. The 5 significant health needs identified in the Community Conversation Meeting included: Community Safety & Violence, Housing Insecurity, Family & Social Support, Employment & Poverty, Access to Care.

In addition to findings from the Community Conversations, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services. And finally for the city of Hartford in particular the issues of unstable housing; violence; employment and education were all identified as significant needs.

- **See Attachment 1** for the Implementation Strategy for Saint Francis Hospital and Medical Center
- **See Attachment 2** for the Implementation Strategy for Mount Sinai Rehabilitation Hospital

- 2. Condition#14 - Applicants provided a written report that describes the culturally and linguistically appropriate services that are currently in place at the Hospital. In reference to this report, indicate how the Hospital utilized the standards published by the U.S. Department of Health and Human Services' Office of Minority Health as guidance for the development of the report.**

The Curtis D. Robinson Center for Health Equity was given the work of developing a comprehensive Language Services Program. In the last two years, phase I of the program has successfully been implemented around Saint Francis Medical Center, the Mount Sinai campus and our various off-site locations. The services include language

interpretation and translation of documents to assist patients who are deaf or hard of hearing, have a speech disability or have limited English skills. These resources are referred to as the 3 +1 Options and include telephone-based interpreting, video remote interpreting (VRI-MARTTI), in-person interpreting/ ASL or CDI and written translation of vital and non-vital documents. Each department on both campuses is equipped with dual handset phones for telephonic interpretation and there are 40 Video Remote Interpreter (VRI) - Martti carts on site on both campuses that are readily used by staff for patients and their companions. Off-site St. Francis Care physicians and non-St. Francis Care physician offices and affiliates who are on site also have access to language resources.

In addition to the already established Language Services Program, phase II of the program, the Qualified Medical Interpreter training, began shortly after. The training entails identifying qualified bi-lingual/multilingual staff to become Qualified Medical Interpreters. Thus far, there have been 4 cohorts to complete this training and a total of 30 staff members to successfully complete and pass the course. To partake in this training, each staff had to successfully pass the language proficiency assessment administered by Interpreters and Translators, Inc., (iTi), and complete the 40 hour in person training offered once a week for 5 weeks on-site at the Center for Health Equity. The training includes content such as the foundation of the profession of community interpreting, the code of ethics and standards of practice, culture and mediation and guides interpreters on how to intervene when a communication barrier arrives.

Most recently, based on OCR's Section 1557, all language service notices and signage were updated to include the top 15 Non-English Spoken languages indicating to all patients that language resources were available to them at no cost. As for the current state of the program, there are on-going in-person educational trainings for all medical staff, volunteers, learners and contractors. A newly revised annual health stream training for all current employees and new employees is available and there has been an update and enhancement of Martti software and distribution system. The medical interpreter training for qualified staff will continue as well bi-annually.

**For Johnson Memorial (Docket#15-32002)**

- 3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.**

The CHNA conducted in 2016 identified significant health needs within the JMH community. Those needs were then prioritized based on a Community Conversation and focus groups with key stakeholders held during 2016. Significant health needs identified, in order of priority include: Healthy Behavior Change Diet & Exercise, Substance Abuse & Tobacco Use, Access to health care, and Poverty & Employment.

- **See Attachment 3** for the Implementation Strategy for Johnson Memorial

4. **Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.**

Please reference the response for the above condition in the email submission from Mary Lou Rosadini on February 13, 2017.

5. **Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.**

Johnson Memorial Hospital has adopted the work done at Saint Francis Hospital and Medical Center as it relates to linguistically appropriate services. The Curtis D. Robinson Center for Health Equity was given the work of developing a comprehensive Language Services Program. In the last two years, Phase I of the program has successfully been implemented at Johnson Memorial Hospital and its off-site locations. The services include language interpretation and translation of documents to assist patients who are deaf or hard of hearing, have a speech disability or have limited English skills. These resources are referred to as the 3 +1 Options and include telephone-based interpreting, video remote interpreting (VRI-MARTTI), in-person interpreting/ ASL or CDI and written translation of vital and non-vital documents. Each department on both campuses is equipped with dual handset phones for telephonic interpretation and there are 40 Video Remote Interpreter (VRI) - Martti carts on site on both campuses that are readily used by staff for patients and their companions. Off-site Johnson Memorial Hospital physicians and non- Johnson Memorial Hospital physician offices and affiliates who are on site also have access to language resources.

Most recently, based on OCR's Section 1557, all language service notices and signage were updated to include the top 15 Non-English Spoken languages indicating to all



patients that language resources were available to them at no cost. As for the current state of the program, there are on-going in-person educational trainings for all medical staff, volunteers, learners and contractors. A newly revised annual health stream training for all current employees and new employees is available and there has been an update and enhancement of Martti software and distribution system. The medical interpreter training for qualified staff will continue as well bi-annually. There is an annual review of language access needs of the patient population served by Johnson Memorial Hospital.

**For Saint Mary's Hospital (Docket#15-32045)**

- 6. Condition#4 - Elaborate on how Saint Mary's Hospital utilized the Healthy Connecticut State Health Improvement Plan data and priorities, as well as any applicable community health improvement plan issued by local health departments in the service area, as the starting point for the development of the Hospital's CHNA.**

In collaboration with the Greater Waterbury Health Improvement Partnership (GWHIP), Saint Mary's Hospital along with five additional organizations, including the City of Waterbury Health Department utilized the Healthy Connecticut State Health Improvement Plan (2014). The data and priorities within the Healthy Connecticut State Health Improvement Plan were observed and the roadmap to complete the stated initiatives were noted throughout the community-wide coalition. In addition, the Greater Waterbury Health Improvement Partnership used the data to ensure that the service areas that are included within the 2016 Community Health Needs Assessment will benefit and see successful results in advancing Connecticut's population health. With the seven focus areas that were touched on in the Healthy Connecticut State Health Improvement Plan, the Greater Waterbury Health Improvement Partnership plans to address the following five which all fall into the addressed priorities of the state including: Access to Care, Mental Health/Substance Abuse, Chronic Disease, Tobacco Use and Asthma, and Health Communications. It should be noted that Saint Mary's Hospital 2016 Community Health Needs Assessment Implementation Plan was filed publicly on Wednesday, February 15, 2017 and shows the direct alignment with the Healthy Connecticut State Health Improvement Plan.

- **See Attachment 4** for the Saint Mary's Hospital 2016 Community Health Needs Assessment Implementation Plan

**7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.**

As required in the Agreed Settlement, the Saint Mary's Hospital Board Chair, and the President, consulted Waterbury Mayor Neil O'Leary in August 2016 regarding the appointment of a community representative to serve as a voting member of the Saint Mary's Hospital Board. The Mayor recommended Attorney Linda Wihbey, Corporation Counsel for the City of Waterbury, as a person who will effectively and without bias, consider matters affecting quality and safety, and the health needs of the local community. Attorney Wihbey's appointment was approved by the Saint Mary's and the Trinity Health-New England boards in September 2016.

# ATTACHMENT 1

# Saint Francis Hospital and Medical Center Community Health Needs Assessment Implementation Strategy 2016 - 2019

Saint Francis Hospital and Medical Center (SFHMC) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on June 22, 2016. SFHMC performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from community members, and various community organizations.

The complete CHNA report is available electronically at [http://www.saintfranciscare.com/About\\_Us/Hospital\\_Publications.aspx](http://www.saintfranciscare.com/About_Us/Hospital_Publications.aspx) or printed copies are available by emailing: [plarivie@stfranciscare.org](mailto:plarivie@stfranciscare.org)

## **Hospital Information and Mission Statement**

### **MISSION**

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

### **CORE VALUES**

- **Reverence:**  
We honor the sacredness and dignity of every person.
- **Commitment to Those who are Poor:**  
We stand with and serve those who are poor, especially those most vulnerable.
- **Justice:**  
We foster right relationships to promote the common well, including sustainability of Earth.
- **Stewardship:**  
We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.
- **Integrity:**  
We are faithful to who we say we are.

Saint Francis Hospital and Medical Center's service area comprises urban, suburban, and rural communities that together form a rich mixture of highly diverse races and ethnicities, and a wide range of socioeconomic categories.

Its primary service area includes 25 towns and corresponds largely with the greater Hartford region. The Hospital's secondary service area includes 28 towns largely to the west and south of the primary service area. These towns are more rural, and their needs are very different than those of the city of Hartford, which has more than three times as many patients discharged from Saint Francis than any other municipality.

A comparison of population density, household income, and median age reveal that these communities are anything but uniform, and the resources for addressing concerns and needs of their residents differ as well. Yet, many of the health issues they face are similar; obesity, diabetes, heart disease, and behavioral health were all mentioned by the leaders of health districts who serve these towns.

Hartford's population of 125,000 is composed of all races and myriad ethnicities. Some 44 percent of its citizens are Hispanic/Latino and 35 percent Black/African American, with subgroups that include refugees and immigrants

from Africa, Eastern Europe, the Middle East, Asia, South America, and the West Indies. Additionally, 22 percent of the total population in Hartford is foreign born, bringing a tremendous diversity to the city.

The city is proportionately younger than the rest of the state as well as the country; over 25 percent of its residents are under age 17 and only 9 percent are over age 65, compared to 22 percent and 15 percent respectively for the state as a whole. This affects age-related health issues, such as some forms of cancer, violence, and accidental injury.

Hartford is a city of vibrant neighborhoods – 17 distinct neighborhoods, to be exact – with a variety of housing stock ranging from high-rise downtown luxury apartments and condos to historic houses to single-family homes and a variety of rental options. The city’s many neighborhoods are supported by a roster of community organizations that focus on issues, such as economic development, housing, and assimilation of new immigrants, education, and historic preservation.

### Health Needs of the Community

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13<sup>th</sup>. The 5 significant health needs identified in the Community Conversation Meeting included:

<b>Community Safety &amp; Violence</b>	<ul style="list-style-type: none"> <li>Ranked as the highest priority at the Community Conversation Meeting</li> <li>54% of Hartford residents said it was not safe to walk in their neighborhood</li> </ul>
<b>Housing Insecurity</b>	<ul style="list-style-type: none"> <li>Home ownership is only 26% in Hartford</li> <li>32% of renters are subsidized</li> </ul>
<b>Family &amp; Social Support</b>	<ul style="list-style-type: none"> <li>59% of residents said they “do not trust neighbors”</li> <li>Limited support for positive health behaviors</li> </ul>
<b>Employment &amp; Poverty</b>	<ul style="list-style-type: none"> <li>Only 59% of Hartford residents are regularly employed</li> <li>79% of Hartford household are below adequate income levels</li> </ul>
<b>Access to Care</b>	<ul style="list-style-type: none"> <li>50% of residents are worried about the cost of care</li> <li>23% of residents don’t have a regular doctor</li> </ul>

In addition to findings from the Community Conversation, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services. And finally for the city of Hartford in particular the issues of unstable housing; violence; employment and education were all identified as significant needs.

### Hospital Implementation Strategy

Saint Francis Hospital and Medical Center’s resources, mission, goals, strategic priorities and the significant health needs identified through the most recent CHNA process were all considered during the development of the hospital’s Implementation Strategy. The Hospital’s Well Being 360 (WB360) project, which was selected to be part of Trinity Health’s national Transforming Communities Initiative, combines resources from the hospital, community groups, state and local government departments, and national resources to create a collaborative approach to improving the health of the community.

**The WB360 project will address identified health needs by:**

- Engaging in an **anchor institution** approach designed to impact high-need neighborhoods in Hartford's North End by addressing social determinants of health.
- Encouraging health behavior change through the support of evidence-based programs in the areas of **diet, exercise** and support for changes in **tobacco policy**.
- Testing a model of clinical care that integrates the healthcare delivery system with social support programs, with a specific focus on **behavioral health**.
- Transforming the physical environment through support of local partner agencies working to improve **housing, neighborhood safety** and opportunities for **physical activity**.

**Transforming Communities - Well Being 360**

The Implementation Strategy to be executed by SFHMC is called the Well Being 360 and includes an investment from the hospital as well as leveraged resources from the Trinity Health system and community partnering agencies. The work will include the development of a coalition with the goal of bringing all of the varied resources to the table for collective impact approaches to address the social determinants of health that are so significant in the city's poorest neighborhoods. The work will involve community investments based on a set of principles agreed upon by the WB360 Steering Committee. Well Being 360 investments will be made based on:

1. Alignment with CHNA identified needs and health system priorities;
2. Strong evidence of effectiveness in achieving targeted outcomes;
3. Capacity to implement solutions and build coalition with community partners and residents;
4. Value of the investment (impact per dollar invested) in achieving short-term and longer-term outcomes; and
5. Sustainability of solution after initial investment.

**Significant Health Needs That Will Not be Addressed:**

SFHMC acknowledges the wide range of priority health issues that emerged from the CHNA process, and determined that it could effectively focus on only those health needs which it deemed most pressing, under-addressed, and within its ability to influence. SFHMC will not take action on the following health needs:

- Housing Insecurity  
The Partnership for Stronger Communities has done significant work in the area of homelessness prevention and is taking the lead on this community health issue. We will collaborate with them on this work but expect to serve in a supportive role.
- Employment and Poverty:  
The health collaborative being developed by our partner Community Solutions in the North End of Hartford will serve as the leader for this work.
- Sexual Activity:  
The City of Hartford has a strong program in this area and this issue was rated as a low priority in our Community Conversation.
- Air and Water Quality:  
Although these were mentioned by community members as a concern, the City of Hartford and its partner agencies are focused on this work.

This implementation strategy specifies community health needs that the Hospital has determined to meet in whole or in part and that are consistent with its mission. The Hospital reserves the right to amend this implementation strategy as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending in September of 2019, other organizations in the community may decide to address certain needs, indicating that the Hospital then should refocus its limited resources to best serve the community.

**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 - 2019**

<b>HOSPITAL FACILITY:</b>	SFHMC		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Community Safety and Violence		
<b>CHNA REFERENCE PAGE:</b>	P. 23	<b>PRIORITIZATION #:</b> 1	
<b>BRIEF DESCRIPTION OF NEED:</b>			
Excessive violence, concerns for safety in neighborhoods, and lack of opportunities for diversion.			
<b>GOAL:</b>			
Create partnerships with four local organizations to increase diversionary options for youth and improve the physical environment to promote safety.			
<b>OBJECTIVE:</b>			
Work with local community agencies and develop a work group on violence prevention.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b>			
<ol style="list-style-type: none"> <li>1. Develop a coalition work group focused on violence prevention.</li> <li>2. Provide monetary support to community agencies.</li> <li>3. Identify best practices for small cities.</li> </ol>			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b>			
<ol style="list-style-type: none"> <li>1. Stronger collaborative relationships.</li> <li>2. Strengthened community agencies focused on violence prevention.</li> <li>3. By next survey, increased feelings of safety.</li> </ol>			
<b>PLAN TO EVALUATE THE IMPACT:</b>			
DataHaven Survey – Comparison of 2019 and 2016. Community Conversations			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b>			
Coalition Leadership Monetary Support of Partners.			
<b>COLLABORATIVE PARTNERS:</b>			
Hartford Communities That Care Community Solutions Peace Builders			

**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 - 2019**

<b>HOSPITAL FACILITY:</b>	SFHMC		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Family and Social Support (Healthy Behaviors - Diet & Exercise)		
<b>CHNA REFERENCE PAGE:</b>	20	<b>PRIORITIZATION #:</b> 2a	
<b>BRIEF DESCRIPTION OF NEED:</b>			
High rates of Obesity, Diabetes and Heart Disease are impacted significantly by behaviors. In Hartford, the Obesity rate is 33% and those impacted by diabetes in a survey completed by the CDRCHE included 68% of participants.			
<b>GOAL:</b>			
Provide easily accessible programs that focus on healthy eating and active living behaviors that result in positive health changes.			
<b>OBJECTIVE:</b>			
Engage 120 participants in the first year of the programs and establish an on-going, sustainable process for providing the programs to those residents with the highest need.			
Collaborate with the Complete Streets Committee to move forward on changes to the environment that encourage physical activity.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b>			
Identify appropriate partners to provide the programs in community settings. Develop a referral system to identify high need patients and provide high quality actionable referrals. Invest in programs to they can provide free of charge to patients and residents in need of these support services.			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b>			
Better relationships with program participants. Increase knowledge and healthy behaviors for those who complete the programs. Improved long term health outcomes.			
<b>PLAN TO EVALUATE THE IMPACT:</b>			
Pre and post-test screening of knowledge and behavior. Development of Patient Advisory Board to support on-going engagement. In year 3 - Review of health records for up to 10% of program participants.			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b>			
Well Being 360 Investment In-Kind support for data collection and program evaluation.			
<b>COLLABORATIVE PARTNERS:</b>			
YMCA - Diabetes Prevention Program Live Well – Diabetes Prevention Program Cooking Matters – Food Access and Budgeting Program City of Hartford Complete Streets Committee			



**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 - 2019**

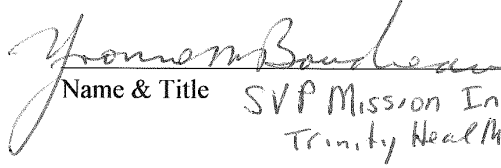
<b>HOSPITAL FACILITY:</b>	SFHMC		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Family and Social Support (Resources for Tobacco Use)		
<b>CHNA REFERENCE PAGE:</b>	21	<b>PRIORITIZATION #:</b> 2b	
<b>BRIEF DESCRIPTION OF NEED:</b> Tobacco Use in Connecticut is at 16%, well above the Healthy People 2020 goal of 12%. Rates among Connecticut youth are similar to adults, which highlight an opportunity to have an impact on health outcomes.			
<b>GOAL:</b> Make changes to tobacco policy at the state and local level to support tobacco cessation. Focus on youth smoking rates			
<b>OBJECTIVE:</b> Collaborate with a statewide coalition to encourage tobacco use cessation. Develop relationships with clinical leaders to improve tobacco screening and referral.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> Identify local resources for patients and others to access. Engage youth and others in messaging about tobacco cessation.			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> Change in legislation that makes it harder to market e-cigarettes. Improved messaging on campus about the prohibition of tobacco products of all kinds including e-cigarettes. Decreased uptake of smoking among young adults.			
<b>PLAN TO EVALUATE THE IMPACT:</b> Review legislative accomplishments for the past 12 months. Identify signage changes regarding tobacco free campus. Examine rates of smoking in young adults.			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> Well Being 360 Investment Changes in campus wide signage			
<b>COLLABORATIVE PARTNERS:</b> MATCH Coalition Regional Health Ministry Sites: Johnson Memorial; Mount Sinai; Saint Mary's; Mercy Medical Center			

**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 - 2019**

<b>CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 - 2019</b>			
<b>HOSPITAL FACILITY:</b>	SFHMC		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Access to Healthcare (Focus on Behavioral Health )		
<b>CHNA REFERENCE PAGE:</b>	23	<b>PRIORITIZATION #:</b>	3
<b>BRIEF DESCRIPTION OF NEED:</b> Access to behavioral health services is limited for patients on Medicaid and over 40 of survey respondents said they feel down sometimes or often. According to the report, My Brothers Keeper 06120, trauma and behavioral health impact academic performance; criminal behavior; ability to develop trusting relationships; employment and drug use.			
<b>GOAL:</b> Develop and pilot an electronic referral system embedded in the EMR that enables providers to make referrals and monitor follow through.			
<b>OBJECTIVE:</b> Enroll 300 patients in the program and monitor the delivery of support services to those referred.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> Partner with community agency to develop the project. Collaborate with home care agencies who provide in home clinical and social support services. Monitor outcomes of the project to determine feasibility of large scale implementation.			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> Improved satisfaction for patients enrolled in the project. Decreased need for urgent care services. Increased stability in patient's lives.			
<b>PLAN TO EVALUATE THE IMPACT:</b> Survey of patient satisfaction. Monitor use of ED services. Interview sample of patients about quality of life changes.			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> Coordination of project activities in safety net clinics. Collaboration with partner agencies in meetings; problem solving and monitoring of program outcomes. Support for grant funding applications.			
<b>COLLABORATIVE PARTNERS:</b> Community Solutions Ambulatory Care Clinic Home Care Agency (yet to be identified) Intercommunity; Wheeler Clinic			

Adoption of Implementation Strategy

On 1-20-17 the Mission Committee of the Board of Directors for Saint Francis Hospital & Medical Center met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. Upon review, the Mission Committee recommends approval by the full Board of Directors at their next meeting of this Implementation Strategy and the related budget.

	<u>01 / 25 / 2017</u>
Name & Title	Date
SVP Mission Integration Trinity Health - New England	

# ATTACHMENT 2

# Mount Sinai Rehabilitation Hospital Community Health Needs Assessment Implementation Strategy 2016 - 2019

Mount Sinai Hospital (MSRH) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on September 30, 2016. SFHMC performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from community members, and various community organizations.

The complete CHNA report is available electronically at [http://www.saintfranciscare.com/About\\_Us/Hospital\\_Publications.aspx](http://www.saintfranciscare.com/About_Us/Hospital_Publications.aspx) or printed copies are available by emailing: [plarivie@stfranciscare.org](mailto:plarivie@stfranciscare.org)

## Hospital Information and Mission Statement

### MISSION

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

### CORE VALUES

- **Reverence:**  
We honor the sacredness and dignity of every person.
- **Commitment to Those who are Poor:**  
We stand with and serve those who are poor, especially those most vulnerable.
- **Justice:**  
We foster right relationships to promote the common well, including sustainability of Earth.
- **Stewardship:**  
We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.
- **Integrity:**  
We are faithful to who we say we are.

Mount Sinai Rehabilitation Hospital's service area comprises urban, suburban, and rural communities that together form a rich mixture of highly diverse races and ethnicities, and a wide range of socioeconomic categories. Most patients seen have disabilities; spinal cord injuries; brain injuries; and complications due to stroke. Stroke is the most common reason for hospitalization and risk factors include diabetes, obesity and smoking; all of which were identified in the CHNA as priorities. Additionally, patients with Multiple Sclerosis and other neurological diseases are frequently served by Mount Sinai Rehabilitation Hospital. Trauma due to gunshots, violence, motor vehicle accidents and other accidents are also common; as are amputees who suffer with diabetes. Mount Sinai serves to treat the consequences of these conditions with primary treatment and engages in secondary prevention through education, community outreach and programs to reduce incidence.

Mount Sinai serves the entire State of Connecticut. Its primary service area includes 25 towns and corresponds largely with the greater Hartford region. The Hospital's secondary service area includes 28 towns largely to the west and south of the primary service area.

Hartford’s population of 125,000 is composed of all races and myriad ethnicities. Some 44 percent of its citizens are Hispanic/Latino and 35 percent Black/African American, with subgroups that include refugees and immigrants from Africa, Eastern Europe, the Middle East, Asia, South America, and the West Indies. Additionally, 22 percent of the total population in Hartford is foreign born, bringing a tremendous diversity to the city. The city is proportionately younger than the rest of the state as well as the country; over 25 percent of its residents are under age 17 and only 9 percent are over age 65, compared to 22 percent and 15 percent respectively for the state as a whole. This affects age-related health issues, such as some forms of cancer, violence, and accidental injury. The MSRH has a special focus on veterans and on neurological illnesses especially multiple sclerosis

**Health Needs of the Community**

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13<sup>th</sup>. The 5 significant health needs identified in the Community Conversation Meeting included:

<b>Community Safety &amp; Violence</b>	<ul style="list-style-type: none"> <li>• Ranked as the highest priority at the Community Conversation Meeting</li> <li>• 54% of Hartford residents said it was not safe to walk in their neighborhood</li> </ul>
<b>Housing Insecurity</b>	<ul style="list-style-type: none"> <li>• Home ownership is only 26% in Hartford</li> <li>• 32% of renters are subsidized</li> </ul>
<b>Family &amp; Social Support</b>	<ul style="list-style-type: none"> <li>• 59% of residents said they “do not trust neighbors”</li> <li>• Limited support for positive health behaviors</li> </ul>
<b>Employment &amp; Poverty</b>	<ul style="list-style-type: none"> <li>• Only 59% of Hartford residents are regularly employed</li> <li>• 79% of Hartford household are below adequate income levels</li> </ul>
<b>Access to Care</b>	<ul style="list-style-type: none"> <li>• 50% of residents are worried about the cost of care</li> <li>• 23% of residents don’t have a regular doctor</li> </ul>

In addition to findings from the Community Conversation, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services.

**Hospital Implementation Strategy**

Mount Sinai Rehabilitation Hospital’s resources, mission, goals, strategic priorities and the significant health needs identified through the most recent CHNA process were all considered during the development of the hospital’s Implementation Strategy.

The health priorities for the Mount Sinai Rehabilitation Hospital and the Mandell Center for Comprehensive Multiple Sclerosis Care include:

1. Access to comprehensive rehabilitation facilities (focus on Veterans)
2. Patient frustration with disjointed rehabilitation care
3. Lack of coordinated and comprehensive care for MS patients
4. Increased need for research to better understand MS treatment options

The Physical Medicine and Rehabilitation (PM&R) Service Line at Mount Sinai Rehabilitation Hospital strives to facilitate and enhance individual recovery, function, and optimal performance with an emphasis on those populations with impairments that either place them at risk or result in temporary and/or permanent disability.

It serves as a regional and national leader in the delivery of coordinated rehabilitation services providing;

**2015**

- Neurology
  - Neurologist 4 days/wk
  - PA Full time
  - Recruiting second neurologist
- Physiatry
- Urology
  - Urologist 1.5 days/wk
  - Urodynamics RN
  - Ultrasound tech
- Infusion Center
  - Infusion Nurse Full time
  - Per diem Infusion Nurses-2
  - Medical Assistant
- Case Management
- Skilled Therapy:
  - PT (3), OT (2), ST (1) –dedicated MS team
- Neuropsychology
- New Services
  - Pharmacy
  - Integrative Medicine(yoga, accupuncture)

<b>CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019</b>			
<b>HOSPITAL FACILITY:</b>	Mount Sinai Rehabilitation Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Access to Rehabilitation Healthcare Services (focus on veterans)		
<b>CHNA REFERENCE PAGE:</b>	22	<b>PRIORITIZATION #:</b> 1	
<b>BRIEF DESCRIPTION OF NEED:</b> Veterans are in need of support programs focusing on their unique set of needs.			
<b>GOAL:</b> Improve the resources, and increase the quality of the programs available for Veterans			
<b>OBJECTIVE:</b> Enhance the relationship with the Veterans Administration to provide high quality accessible rehabilitation services across the state to veterans in need of support.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> <ul style="list-style-type: none"> <li>• Increase staff appropriately</li> <li>• Establish referral coordinator program to facilitate proper patient transitions to MSRH</li> <li>• Create educational/training programs</li> </ul>			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> <ul style="list-style-type: none"> <li>• Improve access of programs for Veterans</li> <li>• Broaden array of resources</li> <li>• Increase participation of Veterans in support programs</li> </ul>			
<b>PLAN TO EVALUATE THE IMPACT:</b> <ul style="list-style-type: none"> <li>• Patient Satisfaction Survey Responses</li> <li>• Conversations with Veterans Administration Leadership</li> <li>• Number of veterans participating in programs</li> </ul>			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> <ul style="list-style-type: none"> <li>• Staffing for Outreach to the Veteran population</li> <li>• Leadership participation at board level or committees with a focus on Healthcare for Veterans</li> <li>• Amputee Informational series</li> <li>• Health &amp; Fitness Initiatives through Outpatient Services</li> <li>• Community Outreach Programs including: Adaptive Rowing; Golfers in Motion; and others.</li> </ul>			
<b>COLLABORATIVE PARTNERS:</b> <ol style="list-style-type: none"> <li>1. Quinnipiac University</li> <li>2. Department of Veterans Affairs</li> </ol>			



<b>CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019</b>			
<b>HOSPITAL FACILITY:</b>	Mount Sinai Rehabilitation Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Access to Rehabilitative Services (continuity of rehabilitation services)		
<b>CHNA REFERENCE PAGE:</b>	22	<b>PRIORITIZATION #:</b> 2	
<b>BRIEF DESCRIPTION OF NEED:</b> Provide comprehensive rehabilitation services to those who suffer from brain injury, stroke, heart disease and other chronic illness.			
<b>GOAL:</b> Enhance efficiency in recovery, community reintegration and secondary prevention.			
<b>OBJECTIVE:</b> Improve long-term functional and health status and improve the likelihood of independent living and a high quality of life			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> <ul style="list-style-type: none"> <li>• Education and Training for rehabilitation professionals, patients, and the community</li> <li>• Research and clinical innovation to advance in the field of rehabilitation medicine</li> <li>• Advocacy in partnerships to ensure the needs of those with disabilities are recognized, understood, and addressed by policy makers</li> </ul>			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> <ul style="list-style-type: none"> <li>• Reduce the likelihood of complications, relapse, and/or re-hospitalizations</li> <li>• Halt or slow the progression of primary and secondary disabilities (maintain functioning and prevent further deterioration)</li> </ul>			
<b>PLAN TO EVALUATE THE IMPACT:</b> <ul style="list-style-type: none"> <li>• Monitor discharge, transfers and readmissions rates</li> <li>• Report on capability to manage patient population</li> <li>• Outline set of added services</li> </ul>			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> <ul style="list-style-type: none"> <li>• Powerful Tools For Caregivers</li> <li>• Integrative Medicine- Acupuncture, massage on campus</li> <li>• Monthly Stroke Survivors Support Group</li> <li>• Spinal Cord injury Informational Series</li> <li>• Community Outreach Programs including: Adaptive Rowing; Golfers in Motion and others</li> </ul>			
<b>COLLABORATIVE PARTNERS:</b> <ul style="list-style-type: none"> <li>• Acute Care Hospitals and Trauma Centers across the state</li> <li>• Emergency Department staff</li> <li>• CT State Department of Public Health</li> <li>• Stoke Center at SFHMC</li> </ul>			

<b>CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 - 2019</b>			
<b>HOSPITAL FACILITY:</b>	Mount Sinai Rehabilitation Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Access to Healthcare (rehabilitation services for patients with MS)		
<b>CHNA REFERENCE PAGE:</b>	22	<b>PRIORITIZATION #:</b>	3 & 4
<b>BRIEF DESCRIPTION OF NEED:</b> Provide comprehensive interdisciplinary care for those with Multiple Sclerosis to achieve optimal outcomes.			
<b>GOAL:</b> Become Center of Excellence for MS. Provide high quality state of the art care to those suffering from Multiple Sclerosis. Expand community access for our Center of Excellence for MS.			
<b>OBJECTIVE:</b> <ul style="list-style-type: none"> <li>• Expand services area reach beyond current primary service area.</li> <li>• Increase partners in order to address disjointed care</li> <li>• Advocate at the payor and legislative level regarding access to services</li> </ul>			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> <ul style="list-style-type: none"> <li>• Enhance the coordination of MS Care</li> <li>• Improve research portfolio and numbers of patients involved in trials</li> <li>• Integrate State of the art technologies to enhance clinical outcomes</li> </ul>			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> <ul style="list-style-type: none"> <li>• Value driven rehabilitation care across the continuum</li> <li>• Work with partners to ensure the needs of those with MS are addressed by policymakers</li> </ul>			
<b>PLAN TO EVALUATE THE IMPACT:</b> <ul style="list-style-type: none"> <li>• Measure the development of innovative interdisciplinary care programs</li> <li>• Increase in portfolio of new technology, trials and robotics (hyperbaric chamber treatment)</li> <li>• Improved research infrastructure</li> </ul>			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> <ul style="list-style-type: none"> <li>• C.A.R.P. Community Adaptive Rowing Program</li> <li>• Golfers in Motion and other Physical Therapy Programs</li> <li>• Men's MS Support Group</li> <li>• Patient Led Support Group for individuals with MS</li> <li>• MS International Symposium Patient Day (Education, Resources, support for individuals with MS, families &amp; clinicians)</li> <li>• MS center facilitated Education Seminars for Patients with MS/families related to DMT options</li> </ul>			
<b>COLLABORATIVE PARTNERS:</b> <ol style="list-style-type: none"> <li>1. Multiple Sclerosis Society</li> <li>2. Research Support</li> <li>3. Mandell Family Foundation</li> </ol>			

Adoption of Implementation Strategy

On 1-24-17 the Mission Committee of the Board of Directors for Mount Sinai Rehabilitation Hospital met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. Upon review, the Mission Committee recommends approval by the full Board of Directors at their next meeting of this this Implementation Strategy and the related budget.

Howard Orr  
Howard Orr  
Mount Sinai Rehabilitation Hospital  
Board Chairman

1 / 25 / 17  
Date

# ATTACHMENT 3

Trinity Health – New England  
Johnson Memorial Hospital  
Community Health Needs Assessment Implementation Strategy  
Fiscal years 2016-2019

Johnson Memorial Hospital (JMH) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on 2-7-17. JMH performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from representatives of the community, community members, and various community organizations.

The complete CHNA report is available electronically at [www.jmmc.com](http://www.jmmc.com) or printed copies are available from Patricia Lariviere [plarivie@stfranciscare.org](mailto:plarivie@stfranciscare.org)

## Hospital Information and Mission Statement

### **Mission**

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

### **Our Core Values**

#### *Reverence*

We honor the sacredness and dignity of every person.

#### *Commitment to those who are poor*

We stand with and serve those who are poor, especially those most vulnerable.

#### *Justice*

We foster right relationships to promote the common good, including sustainability of Earth.

#### *Stewardship*

We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.

#### *Integrity*

We are faithful to who we say we are.

Johnson Memorial Hospital is a 92-bed hospital located in Stafford Springs Connecticut that has been an anchor institution in north central Connecticut for 104 years. The Hospital moved from its original location on East Street in Stafford Springs to its present location on Chestnut Hill Road in 1975. During the 1980s, few health care organizations throughout the United States were branching out by creating subsidiaries, and Johnson Memorial Hospital (JMH) was one of the first to bring this type of business structure to Connecticut. Early in the decade, Johnson Health Care, Johnson Development Fund and Wellcare joined Johnson Memorial Hospital under the Johnson Memorial Corporation umbrella. Soon after, the

organization opened Connecticut's first free-standing, hospital-affiliated outpatient surgery center, Johnson Surgery Center. In the intervening years, Johnson has continued expanding services to meet the community's needs. In September 2010, JMH emerged from Chapter 11 as an independent, community-based health care provider as it had been for nearly a century. In July of 2012, JMH and Saint Francis Care signed an Affiliation Agreement, resulting in a mutually beneficial relationship that has provided the community with a sustainable, high quality healthcare resource. As a result, JMH has experienced improved operations by all measures of financial performance.

In 2016, Johnson Memorial Hospital and the other Johnson entities became part of Trinity Health - New England, an integrated health care delivery system that is a member of Trinity Health, Livonia, MI, one of the largest multi-institutional Catholic health care delivery systems in the nation. Today, Johnson Memorial Hospital and Home & Community Health Services provide a continuum of health care services to those living and working in north central Connecticut and western Massachusetts.

## Health Needs of the Community

The CHNA conducted in 2016 identified significant health needs within the JMH community. Those needs were then prioritized based on a Community Conversation and focus groups with key stakeholders held during 2016. Significant health needs identified, in order of priority include:

<p><b>Healthy Behavior Change:</b> <b>Diet &amp; Exercise</b></p>	<ul style="list-style-type: none"> <li>• 66% of JMH survey respondents are either overweight or obese</li> <li>• High Blood Pressure is the leading cause of hospitalization.</li> </ul>
<p><b>Substance Abuse &amp; Tobacco Use</b></p>	<ul style="list-style-type: none"> <li>• Opioid use had increased significantly</li> <li>• 16% of CT adult smoke and youth rates are similar</li> </ul>
<p><b>Access to health care:</b></p>	<ul style="list-style-type: none"> <li>• 23% of residents indicate postponing care due to access.</li> <li>• Of those 56% said that cost was a significant factor.</li> </ul>
<p><b>Poverty and Employment</b></p>	<ul style="list-style-type: none"> <li>• Although the population is educated, employment opportunities are limited.</li> <li>• 12% of residents indicated the need to participate in food pantries due to limited income for food.</li> </ul>

## Hospital Implementation Strategy

JMH resources and overall alignment with the hospital's mission, goals and strategic priorities were taken into consideration of the significant health needs identified through the most recent CHNA process.

### Significant health needs that will not be addressed

Johnson Memorial Hospital acknowledges the wide range of priority health issues that emerged from the CHNA process, and determined that it could effectively focus on only

those health needs which it deemed most pressing, under-addressed, and within its ability to influence. JMH will not take action on the following community needs:

- **Poverty and lack of employment opportunities.**
- **Lack of public transportation resources.**

This implementation strategy specifies community health needs that the Hospital has determined to meet in whole or in part and that are consistent with its mission. The Hospital reserves the right to amend this implementation strategy as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending 2019, other organizations in the community may decide to address certain needs, indicating that the Hospital then should refocus its limited resources to best serve the community.

**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 – 2019**

<b>HOSPITAL FACILITY:</b>	Johnson Memorial Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Support for Healthy Behavior Change: Diet & Exercise		
<b>CHNA REFERENCE PAGE:</b>	Pages 15,17,18	<b>PRIORITIZATION #:</b> 2	
<b>BRIEF DESCRIPTION OF NEED:</b>			
High rates of Obesity, Diabetes and Heart Disease are impacted significantly by behaviors. In the JMH service area 66% of residents are either overweight or obese. And high blood pressure is the most common reason for hospitalization.			
<b>GOAL:</b>			
Provide easily accessible programs that focus on healthy eating and active living behaviors that result in positive health changes.			
<b>OBJECTIVE:</b>			
Engage 60 participants in the first year of the programs and establish and on-going, sustainable process for providing the programs to those residents with the highest need.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b>			
Identify appropriate partners to provide the programs in community settings. Develop a referral system to identify high need patients and provide high quality actionable referrals. Invest in programs so they can be provide free of charge to patients and residents in need of these support services.			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b>			
Better relationships with program participants. Increase knowledge and healthy behaviors for those who complete the programs. Improved long term health outcomes.			
<b>PLAN TO EVALUATE THE IMPACT:</b>			
Pre and post-test screening of knowledge and behavior for program participants. In year 3 - Review of health records for up to 10% of program participants.			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b>			
In-Kind support for data collection and program evaluation.			
<b>COLLABORATIVE PARTNERS:</b>			
American Heart Association Diabetes Prevention Programs			



<b>CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019</b>			
<b>HOSPITAL FACILITY:</b>	Johnson Memorial Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Substance Abuse and Tobacco Use		
<b>CHNA REFERENCE PAGE:</b>	17	<b>PRIORITIZATION #:</b>	3
<b>BRIEF DESCRIPTION OF NEED:</b> Tobacco Use in Connecticut is at 16%, well above the Healthy People 2020 goal of 12%. Rates among Connecticut youth are similar to adults, which highlight an opportunity to have an impact on health outcomes. Opioid use has increased significantly in the rural areas of the service area.			
<b>GOAL:</b> Make changes to tobacco policy at the state and local level to support tobacco cessation. Engage programs that focus on youth smoking rates Develop a set of substance abuse prevention and treatment resources.			
<b>OBJECTIVE:</b> Collaborate with a statewide coalition to encourage tobacco use cessation. Develop relationships with clinical leaders to improve tobacco screening and referral. Engage partners in development of resources for opioid abuse.			
<b>ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:</b> Identify local resources for patients and others to access. Engage youth and others in messaging about tobacco cessation.			
<b>ANTICIPATED IMPACT OF THESE ACTIONS:</b> Change in legislation that makes it harder to market e-cigarettes. Improved messaging on campus about the prohibition of tobacco products of all kinds including e-cigarettes. Decreased uptake of smoking among young adults. Identification and education of providers and others about resources to address substance abuse.			
<b>PLAN TO EVALUATE THE IMPACT:</b> Review legislative accomplishments for the past 12 months. Identify signage changes regarding tobacco free campus. Examine rates of smoking in young adults with Data Haven support. Survey of providers and patients about knowledge of substance abuse resources.			
<b>PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:</b> Changes in campus wide signage In-Kind support for resource identification			
<b>COLLABORATIVE PARTNERS:</b> MATCH Coalition Regional Health Ministry Sites: Johnson Memorial; Mount Sinai; Saint Mary's; Mercy Medical Center			

**CHNA IMPLEMENTATION STRATEGY  
FISCAL YEARS 2016 – 2019**

<b>HOSPITAL FACILITY:</b>	Johnson Memorial Hospital		
<b>CHNA SIGNIFICANT HEALTH NEED:</b>	Access to Healthcare		
<b>CHNA REFERENCE PAGE:</b>	20	<b>PRIORITIZATION #:</b>	1

**BRIEF DESCRIPTION OF NEED:**  
23% of survey participants indicated they have postponed healthcare in the past 12 months because of limited access. The most common reason cited was cost with 56% of those who said the postponed care attributing cost to the reason for doing so.

**GOAL:**  
Work to improve understanding of healthcare costs; improve enrollment in health insurance and decrease the numbers reporting that care is postponed due to access.

**OBJECTIVE:**  
Enroll 100 patients in health insurance or programs or screen them for financial assistance for healthcare resources. Educate providers and patients about the resources available for those with limited income.

**ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:**  
Partner with community agency to develop an outreach effort about health insurance resources and the importance of financial screening.

**ANTICIPATED IMPACT OF THESE ACTIONS:**  
Improved satisfaction for patients and greater access to needed health resources.  
Increased stability in patient's lives.

**PLAN TO EVALUATE THE IMPACT:**  
Survey of patient satisfaction.  
Measure of patient health insurance coverage.

**PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:**  
Coordination of financial screening resources from Saint Francis with Johnson staff.  
Staffing of educational programs about health resources in the community.

**COLLABORATIVE PARTNERS:**  
Saint Francis Hospital  
Financial Aid Counselors  
ACCESS Health CT

Adoption of Implementation Strategy

On 2-7-17 the Board of Directors for Johnson Memorial Hospital met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. The Board adopted the plan and related budget and designated the chairman of the board to sign the documents for approval.



\_\_\_\_\_  
Patrick Mahon, Chairman

2, 15, 17  
Date

# ATTACHMENT 4

Saint Mary's Hospital  
**Community Health  
Needs Assessment**

Implementation Plan



## **2016 Community Health Needs Assessment Implementation Plan**

Following the 2016 Community Health Needs Assessment, Saint Mary's Hospital developed an Implementation Strategy to illustrate the hospital's specific programs and resources that support ongoing efforts to address the identified community health priorities. This work is supported by community-wide efforts and leadership from the executive team and board of directors at Saint Mary's Hospital. The goal statements, objectives and initiatives, and inventory of existing community assets and resources for each of the five priority areas are listed below.

## I. Access to Care

Goal: Improve access to comprehensive, culturally competent, quality health services.

Objectives:

- Increase the proportion of patients with health insurance
- Increase the proportion of persons who have a specific source of ongoing care

*Key Indicators*

- Number of uninsured patients approved for health insurance programs
- Number of patients who report having a primary care provider
- Number of patients participating in the Children & Youth Medical Home Initiative

*Existing Programs*

Hospital-Based Access to Care Programs

- Saint Mary's has patient financial advocates who help patients qualify for insurance programs such as Medicaid. In 2016, these advocates assisted 1,558 individuals in obtaining insurance coverage.
- In January 2014, Saint Mary's began the insurance and cost estimate program was implemented. Patients, who request an estimate, now receive a document that estimates the cost of care.
- Saint Mary's has a patient tracking system for its Same Day Surgery department as of September 2013.
- Saint Mary's has a comprehensive communication strategy to promote primary care and urgent care through direct patient education, community health events and marketing communications such as search engine optimization, online appointment booking and digital media strategies.
- Saint Mary's promotes the use of a patient's electronic health record as a means of providing access to patient's health information including medications, providers and office visits.
- In October 2016, Saint Mary's installed signage in multiple languages that educates patients and visitors to use our language and interpretation services.
- Saint Mary's is a partner in the Waterbury Health Access Program which improves access to high-quality medical care for uninsured and underinsured residents of Greater Waterbury.
- Saint Mary's Family Health Center and Outpatient Behavioral Health Center provide services to patients who are uninsured, under-insured or have Medicaid. Thousands of patients receive services through these clinics.

Grant-Funded

- Saint Mary's has grant funding from the Connecticut Department of Public Health for The Connecticut Breast and Cervical Cancer Early Detection Program (CBCCEDP), which was formerly known as the Connecticut Cancer and Heart Disease Integrated Health Screening program (CHDIHS). This program provides screening for breast, cervical and colorectal cancer and if a cancer is diagnosed through the grant, funds are available for treatment.
- As one of five hospitals in the state of Connecticut, Saint Mary's received grant funding from the Connecticut Department of Public Health for the Children and Youth with Special Health Care Needs (CYSHCN). This program develops care plans and provides healthcare regardless of income for children and youth with chronic physical and/or behavioral issues not only to Saint Mary's practices but to the community as well.

*Initiatives*

- Explore further options of care using the PUMP Club model (see section III., Healthy Lifestyles) of direct-to-care access.
- Provide appropriate technology in hospital to enhance patient experience across multiple settings.
- Educate health care providers on resources (e.g., Malta House of Care, Waterbury Health Access Program) for uninsured/underinsured and low income patients and families.
- Explore further development of nurse navigator programs to improve access to primary care and behavioral health.
- Evaluate need for additional mobile screening vehicles in the Greater Waterbury market
- Continue to enhance Autism-friendly space and training for emergency department providers

## II. Mental Health and Substance Abuse

Goal: Improve mental health and reduce substance abuse through awareness, access to services, and promoting positive environments.

### Objectives:

- Increase mental health and substance abuse screening by primary care providers
- Increase number of points of access for referral to services

### Key Indicators

- Number and percent of patients in the Emergency Department whose primary diagnosis is related to mental or behavioral health.
- Length of stay in ED for mental or behavioral health patients.
- Number of ED referrals for mental or behavioral health care services.
- Number of patients who utilize outpatient behavioral health services.

### Existing Programs

- Saint Mary's has a twelve-bed inpatient psychiatric unit. In FY 15, 637 patients were discharged from the unit. The average length of stay in the unit is 6.5 days.
- Saint Mary's has an intensive outpatient behavioral health program. Approximately, 1,700 patients receive services through this program each year.
- Saint Mary's Emergency Department is a resource for patients with behavioral health needs. In 2015, 13,254 ED patients had a primary or secondary diagnosis related to behavioral health. These patients represent 18% of total visits (71,762). The average length of stay for behavioral health patients in 2015 the ED was 33 hours or 1.4 days.
- In 2016, Saint Mary's implemented Enhanced Recovery After Surgery (ERAS), a program designed to reduce or eliminate the use of narcotics in surgery.

### Initiatives

- Spearhead efforts to create and organize a Community Care Team focused on high risk behavioral health patients with efforts from the Greater Waterbury Health Improvement Partnership.
- Complete construction of Behavioral Health unit in the Emergency Department to better meet patient needs.
- Continue to participate in the Connecticut Behavioral Health Partnership, which is organized through ValueOptions, Association of Ambulatory Behavioral Health, and the Mental Health Association of Connecticut.
- Increase education and percentage of narcotic-free surgeries completed at Saint Mary's Hospital.
- Continue to evaluate use of telemedicine for mental and behavioral health.



### III. Healthy Lifestyles (Obesity, Heart Disease, and Diabetes)

Goal: Reduce chronic health disease through awareness and education.

#### Objectives:

- Enact process to collect data within Physician Network Organization on patient Body Mass Index (BMI) levels.

#### Key Indicators

- Number of patients with a Body Mass Index (BMI) screening.
- Number of patients with a calculated Body Mass Index (BMI) of overweight or obese that were referred to additional care.
- Number and percent of patients receiving inpatient and outpatient nutritional counseling.
- Number of children who receive meals through the Health Nutrition Grant.
- Number and percent of hospital meals that meet Sodexo's Mindful Meal Selection Program.
- Percent of healthy options placed in vending machines on hospital campus.

#### Existing Programs

##### Hospital-Based Healthy Lifestyles Programs

- Saint Mary's offers inpatient nutritional counseling and a significantly expanded outpatient nutritional counseling services that provide support groups and education.
- Saint Mary's has a bariatric program. Services offered through the program include monthly educational seminars, nutritional counseling, gastric bypass and gastric banding surgery, and support groups. In FY 2015, 131 patients had bariatric surgery.
- Saint Mary's has expanded and enhanced Cardiac Rehabilitation wellness program.
- Food services at Saint Mary's are provided by Sodexo. Sodexo offers a program titled Mindful by Sodexo that includes healthy and nutritious food options.
- Beginning in 2016, Saint Mary's now offers breastfeeding classes taught by a certified lactation consultant specifically for mothers returning to work.
- Saint Mary's was awarded a grant to pilot the American College of Cardiology Nurse Navigator Program in 2014. Since then, the pilot has expanded into the PUMP Club; this program provides patients with Congestive Heart Failure education and coordination of post-acute care services.
- In 2016, Saint Mary's Hospital achieved its Chest Pain Center Accreditation with Primary PCI and Resuscitation from the American College of Cardiology Accreditation Services (formerly Society of Cardiovascular Patient Care).
- In 2016, Saint Mary's added a new Diabetes and Endocrinology Center.

##### Grant-Funded

- Saint Mary's is also a grant recipient of the WISEWOMEN™ program which helps women understand and reduce their risk for heart disease and stroke by providing services and screenings to promote lasting heart healthy lifestyles.
- Saint Mary's Children's Development Center has a Bureau of Health Nutrition Grant to provide lunch and snacks for children who live in poverty. This grant is partially funded by the Department of Education.

#### Initiatives

- Evaluate ways to continue to improve meal choices and healthy vending options at the hospital.
- Enhance existing breast feeding policies and procedures through exploration of Baby Friendly designation.
- Continue to promote education about heart disease including preventions such as Early Heart Attack Care and Hands-Only CPR.
- Support the Waterbury Department of Public Health's food and nutrition programs (such as the Healthy Corner Stores Initiative Food Prescription Programs).
- Explore potential to facilitate training for and hosting of American Diabetes Association's Live Well with Diabetes within the hospital network.

## IV. Tobacco Use and Asthma

Goal: Become a leader in expanding our role with tobacco control to reduce illness, disability, and death related to tobacco use and secondhand smoke exposure. In addition, reduce the incidence and progression of asthma in the Greater Waterbury region.

### Objectives:

- Following Connecticut Department of Public Health guidelines and Connecticut Hospital Association tools to reduce asthma hospitalizations and Emergency Department visits.
- Increase tobacco screening, counseling, and education about health risks of using tobacco
- Increase publicity of Saint Mary's tobacco and e-cigarette free environments.
- Enact process to collect data within Physician Network Organization on the percentage of adult patients screened for tobacco use and cessation intervention.

### Key Indicators

- Number of patients that receive a tobacco screening.
- Number of patients who receive a smoking cessation referral.
- Number of patients who successfully complete smoking cessation counseling.
- Number of physicians participating in the Easy Breathing Program.

### Existing Programs

- All patients who are discharged from Saint Mary's Hospital receive Smoking Cessation educational materials in their discharge packets.
- The Easy Breathing program works to inform physician practices and foster a community-based approach to pediatric asthma and review program data at the community level.
- Continue to explore efforts Greater Waterbury Region Asthma Coalition and the statewide health improvement initiative by Connecticut Hospital Association.

### Initiatives

- Evaluate opportunities to pilot incentive program to increase smoking cessation rates.
- Support Regional Health Ministry in efforts on Tobacco 21, Smoke Free Movies and other tobacco control policies in the state of Connecticut
- Initiate and properly educate patients on Smoke Free Campuses including the use of E-cigarettes
- Upon implementation of new Electronic Health Record, report to Trinity Health System Office the number of patients screened for tobacco use and cessation intervention.
- Support Greater Waterbury Region Asthma Coalition in implementing Asthma Action Plan in Emergency Department.
- Increase education to patients regarding asthma triggers including poor air quality days and second-hand smoke.

## V. Health Communications

Goal: As a member of the Greater Waterbury Health Improvement Partnership, Saint Mary's Hospital will be a leader in advancing the ability for quality health information and increase the target area's health literacy.

### Objectives:

- Increase visibility of health and well-being programs in the Greater Waterbury community through various community tools and provider education
- Increase availability of Greater Waterbury Health Improvement Partnership reports and data

### Key Indicators

- Number of people who engage in Greater Waterbury Health Improvement Partnership website and social media posts.

### Existing Programs

- A communications workgroup has been formed within the Greater Waterbury Health Improvement Partnership.

### Initiatives

- Assist with creation and promotion of Greater Waterbury Health Improvement Partnership website, social media and communication vehicles.

## Appendix A: CHNA Implementation Plan Resources

Bridge to Success Community Partnership  
Catholic Charities  
Catholic Family Services  
Chesprocott Health District  
City of Waterbury  
Community Health Centers, Inc.  
Connecticut Community Foundation  
End Hunger Connecticut  
Family Services of Greater Waterbury  
Greater Waterbury Health Improvement Partnership (GWHIP)  
Harold Leever Regional Cancer Center  
Healthcare without Harm  
Local and national legislators  
Malta House of Care  
Neighborhood Housing Services of Waterbury  
New Opportunities, Inc.  
Pomperaug District Department of Health  
Public and Private School Systems  
StayWell Health Center, Inc.  
Trinity Health  
Trinity Health – New England  
United Way of Greater Waterbury  
Value Options  
Visiting Nurses Association  
Waterbury Department of Public Health  
Waterbury Health Access Program  
Waterbury Youth Services  
Wellmore Behavioral Health

## User, OHCA

---

**From:** Cotto, Carmen  
**Sent:** Thursday, May 25, 2017 2:23 PM  
**To:** Capone, Claudio  
**Cc:** Roberts, Karen; User, OHCA  
**Subject:** RE: Trinity Health -New England CON filing requirements

Hi Claudio,

We will get back to you on the matter of coordinating the due dates.

Meantime, please provide us with a reason for your request for an extension by no later than midday tomorrow, Friday, May 26, 2017.

Thanks,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

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**Sent:** Thursday, May 25, 2017 7:09 AM  
**To:** Cotto, Carmen <Carmen.Cotto@ct.gov>  
**Cc:** Roberts, Karen <Karen.Roberts@ct.gov>  
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That said, can we get a 2 week extension on our May 31<sup>st</sup> filing?

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**Cc:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
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Karen Roberts

Principal Health Care Analyst

Office of Health Care Access

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**I. Certain Agreed Upon Conditions from Docket Number 15-31979-CON, St. Francis/Trinity - CLOSING/TRANSACTION DATE WAS OCTOBER 1, 2015**

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3<sup>rd</sup>) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
  - a. All reports and other information required shall be posted on SFCRHM’s website page.
  - b. All reports shall remain posted until the third (3<sup>rd</sup>) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.
  
9. Within one hundred and fifty (150) days **following the Closing Date and thereafter on an annual basis**, SFCRHM shall submit to OHCA its Capital Investment Plan detailing the proposed allocation of the \$275 million capital investment commitment over the five-year period post-closing. The submitted plans shall account for the full \$275M commitment as stated in this proposal and include the following in a format to be agreed upon:
  - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
  - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
  - c. **SFCRHM shall submit written reports updating the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the Hospital’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by SFCRHM’s Chief Financial Officer.
  
14. SFCRHM shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, SFCRHM shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. For three (3) years following the Closing Date, **SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual**

**Report.** The written report shall be posted on SFCRHM Website Page simultaneously with the submission of the Annual Report.

***THIRTY DAYS OF THE CLOSING DATE IS NOVEMBER 1<sup>ST</sup>. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON NOVEMBER 30<sup>TH</sup> ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.***

***II. Certain Agreed Upon Conditions from Docket Number 15-32002-CON, Johnson Memorial/Trinity - CLOSING/TRANSACTION DATE WAS JANUARY 1, 2016***

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3<sup>rd</sup>) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
  - a. All reports and other information required shall be posted on New JMMC’s website page.
  - b. All reports shall remain posted until the third (3<sup>rd</sup>) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.
  
9. **Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis,** the Applicants shall submit to OHCA its Capital Investment Plan specific to New JMMC and New JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:
  - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
  - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
  - c. **Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from New JMMC’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by New JMMC’s Chief Financial Officer.
  
14. New JMMC and New JMH shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, New JMMC and New JMH shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. **For three (3) years following the Closing Date, SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual Report.** The written report shall be posted on New JMMC website Page simultaneously with the submission of the Annual Report.

***THIRTY DAYS OF THE CLOSING DATE IS FEBRUARY 1<sup>ST</sup>. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON MAY 31<sup>ST</sup> ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.***



III. **Certain Agreed Upon Conditions from Docket Number 15-32045-CON, St. Mary's/Trinity**  
**- CLOSING/TRANSACTION DATE WAS AUGUST 1, 2016**

5. Within one hundred and eighty (180) days following the Closing Date, TH-NE shall submit a plan demonstrating how health care services will be provided by the Hospital for the first three years following the Transfer Agreement, including any consolidation, reduction, or elimination of existing services or introduction of new services (the "Services Plan"). The Services Plan will be provided in a format mutually agreed upon by OHCA and TH-NE. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Conn. Stat. §§ 19a-613(b), 19a-639(a)(5),(6) (7),(8),(9),(11) & (12); FF 21-22, 24-25.*

**180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL REMAINS DUE AT THIS TIME.**

7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:
- A list of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and
  - An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending and startup/operation dates); and
  - The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.

The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer. OHCA is imposing this Condition to ensure continued access to health care services for the patient population and to verify the continued financial feasibility of the project. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(3),(4) & (5); FF 47-49, 53*

**180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL MAY BE FILED EACH MAY 31<sup>ST</sup> AND NOVEMBER 30<sup>TH</sup> AS SET FORTH IN CONDITION #8 AS REFERENCED WITHIN #7.**

12. TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.

In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.

- On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(5),(6) & (11); FF 35.*

**THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31<sup>ST</sup>. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30<sup>TH</sup> ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.**

13. TH-NE shall work toward making culturally and linguistically appropriate services available and integrated throughout the Hospital's operations. Specifically, TH-NE shall ensure that the Hospital shall take reasonable steps to provide meaningful access to each individual with limited English proficiency eligible to be served or likely to be encountered in its health programs and activities, in accordance with the implementing regulations of Section 1557 of the Patient Protection and Affordable Care Act. Additionally, TH-NE shall provide at the Hospital, appropriate insurance navigator services for patients and, where appropriate, English as a second language and cultural competency training for employees. In complying with this Condition, TH-NE shall ensure that the Hospital shall be guided by the National Standards for Culturally and Linguistically Appropriate Services in Health and Health Care published by the U.S. Department of Health and Human Services' Office of Minority Health. For three (3) years following the Closing Date, TH-NE shall submit a written report on its activities directed at meeting this Condition. Such reporting shall be filed within thirty (30) days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition so as to ensure continued access to health care services for the patient population. *Legal and Factual Basis: 45 C.F.R. §92.201; Stat. §§ 19a-486d(a), 19a-613(b), 19a-639(a)(5),(6) & (11); FF 29.*

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NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.

## User, OHCA

---

**From:** Roberts, Karen  
**Sent:** Friday, May 26, 2017 4:37 PM  
**To:** Capone, Claudio  
**Cc:** Cotto, Carmen; Clarke, Ormand; Martone, Kim; Cable, Kimberly (KCable@stfranciscare.org); User, OHCA  
**Subject:** RE: Trinity Health -New England CON filing requirements

Hi Claudio – we have received your request below for additional time to file the required May 31<sup>st</sup> semi-annual reports for the three Trinity-related transfer of ownership CONs, as follows:

<b>St. Francis – Trinity</b>	<b>DN 15-31979-CON</b>
<b>Johnson – Trinity</b>	<b>DN 15-32002-CON</b>
<b>St. Mary’s –Trinity</b>	<b>DN 15-32045-CON</b>

We find it acceptable for the reason that you expressed in your email to Mr. Cotto on May 25<sup>th</sup>, to provide you with additional time to fulfill this filing for these three docket numbers, but we would appreciate it if the filings are received by end of business day on Wednesday, June 7<sup>th</sup>.

Sincerely,

*Karen Roberts*

Principal Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308  
P: (860) 418-7041 / F: (860) 418-7053 / E: [karen.roberts@ct.gov](mailto:karen.roberts@ct.gov)



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***THIRTY DAYS OF THE CLOSING DATE IS NOVEMBER 1<sup>ST</sup>. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON NOVEMBER 30<sup>TH</sup> ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.***

***II. Certain Agreed Upon Conditions from Docket Number 15-32002-CON, Johnson Memorial/Trinity - CLOSING/TRANSACTION DATE WAS JANUARY 1, 2016***

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3<sup>rd</sup>) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
  - a. All reports and other information required shall be posted on New JMMC’s website page.
  - b. All reports shall remain posted until the third (3<sup>rd</sup>) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.
  
9. **Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis,** the Applicants shall submit to OHCA its Capital Investment Plan specific to New JMMC and New JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:
  - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
  - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
  - c. **Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from New JMMC’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by New JMMC’s Chief Financial Officer.
  
14. New JMMC and New JMH shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, New JMMC and New JMH shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. **For three (3) years following the Closing Date, SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual Report.** The written report shall be posted on New JMMC website Page simultaneously with the submission of the Annual Report.

***THIRTY DAYS OF THE CLOSING DATE IS FEBRUARY 1<sup>ST</sup>. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON MAY 31<sup>ST</sup> ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.***

III. Certain Agreed Upon Conditions from Docket Number 15-32045-CON, St. Mary's/Trinity  
- CLOSING/TRANSACTION DATE WAS AUGUST 1, 2016

5. Within one hundred and eighty (180) days following the Closing Date, TH-NE shall submit a plan demonstrating how health care services will be provided by the Hospital for the first three years following the Transfer Agreement, including any consolidation, reduction, or elimination of existing services or introduction of new services (the "Services Plan"). The Services Plan will be provided in a format mutually agreed upon by OHCA and TH-NE. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Conn. Stat. §§ 19a-613(b), 19a-639(a)(5),(6) (7),(8),(9),(11) & (12); FF 21-22, 24-25.*

**180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL REMAINS DUE AT THIS TIME.**

7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:
- A list of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and
  - An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending and startup/operation dates); and
  - The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.

The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer. OHCA is imposing this Condition to ensure continued access to health care services for the patient population and to verify the continued financial feasibility of the project. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(3),(4) & (5); FF 47-49, 53*

**180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL MAY BE FILED EACH MAY 31<sup>ST</sup> AND NOVEMBER 30<sup>TH</sup> AS SET FORTH IN CONDITION #8 AS REFERENCED WITHIN #7.**

12. TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.

In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.

- On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(5),(6) & (11); FF 35.*

**THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31<sup>ST</sup>. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30<sup>TH</sup> ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.**

13. TH-NE shall work toward making culturally and linguistically appropriate services available and integrated throughout the Hospital's operations. Specifically, TH-NE shall ensure that the Hospital shall take reasonable steps to provide meaningful access to each individual with limited English proficiency eligible to be served or likely to be encountered in its health programs and activities, in accordance with the implementing regulations of Section 1557 of the Patient Protection and Affordable Care Act. Additionally, TH-NE shall provide at the Hospital, appropriate insurance navigator services for patients and, where appropriate, English as a second language and cultural competency training for employees. In complying with this Condition, TH-NE shall ensure that the Hospital shall be guided by the National Standards for Culturally and Linguistically Appropriate Services in Health and Health Care published by the U.S. Department of Health and Human Services' Office of Minority Health. For three (3) years following the Closing Date, TH-NE shall submit a written report on its activities directed at meeting this Condition. Such reporting shall be filed within thirty (30) days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition so as to ensure continued access to health care services for the patient population. *Legal and Factual Basis: 45 C.F.R. §92.201; Stat. §§ 19a-486d(a), 19a-613(b), 19a-639(a)(5),(6) & (11); FF 29.*

***THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31<sup>ST</sup>. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30<sup>TH</sup> ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.***

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## User, OHCA

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**From:** Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>  
**Sent:** Wednesday, June 07, 2017 3:47 PM  
**To:** User, OHCA; Cotto, Carmen; Roberts, Karen  
**Cc:** Schneider, Jennifer; John Rodis; Kyle Jurczyk; Janeanne C. Lubin-Szafranski  
**Subject:** Trinity Health - New England Conditions of CON Filings  
**Attachments:** Saint Francis Trinity Health order requirements Summary of Cost Saving ....pdf; Saint Francis Trinity Health order requirements Summary of Cost Saving draft v1.docx; Johnson Trinity Health New England 5-30 order requirements.pdf; Attachment C Supplemental Stats for JMH.XLSX; Attachment A Detail of 6 month savings 10-1-2016 to 3-31-2017.xlsx; Attachment B JMH report 100-150.xlsx; Saint Mary's Key CON stats Mar 2017.xlsx; Saint Mary's Capital Exp - FA OCHA Info thur MAR17.xlsx; Saint Mary's Report 100\_150\_300\_350\_March 2017.xlsx; 15\_31979 Attachment C TH-NE Financial Statistics -Mar 17- comp to Sept 16.xlsx; 15\_31979 Attachment B2 Cashflow.xls; 15\_31979 Attachment B1 TH-NE - CT - SAFNS - Reports 100 150 300 350 3.31.17.xlsx; 15\_31979 Attachment A Detail of 6 month savings 3-31-2016.xlsx

**Importance:** High

Hello,

Attached are Trinity Health – New England’s June 7th filings pursuant to our CON Conditions as delineated in Docket Numbers:

- 15-31979-CON, St. Francis/Trinity
- 15-32002-CON, Johnson Memorial/Trinity
- 15-32045-CON, St. Mary’s/Trinity

Please feel free to contact me with any questions you may have regarding the attached.

Regards,

### Claudio A. Capone, FACHE

Regional VP of Strategic Planning and Business Development  
Trinity Health - New England

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**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

Response to Items #10 and #11 of the Settlement and Order dated 8/1/2015 for the Six Month Period Ended March 31, 2017

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both the Hospital and its immediate parent (SFC or its successor legal entity) for purposes of this Order, semi-annual periods are October 1 - March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31 and November 30, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM): Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The information shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since October 1, 2015, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Trinity Health to identify and implement changes to realize cost saving opportunities. As previously reported, a significant benefit with annual ongoing savings for Saint Francis was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. In addition, the Series F Fixed Pay SWAP was novated to Trinity Health on October 1, 2015. The result of this SWAP was an improvement in Saint Francis' net assets of \$44 million. Furthermore, the transfer of this SWAP removes the financial risks associated with the change in interest rates and the impact on Saint Francis net assets. For example, in FY 2015, Saint Francis recorded a \$14.8 million non-operating loss related to this interest rate SWAP. Additional interest expense savings for the six months ended March 31, 2017 was approximately \$226,000 as a result of favorable interest rates.

Another significant change was the inclusion of Saint Francis into the Trinity Health insurance program. This created an overall decrease in annual premiums of approximately \$1.3 million exclusive of one time tail coverage costs incurred as part of the transaction. The benefit related to this change was \$650,000 for the six month period ended 3/31/2017. In addition, Saint Francis will realize an additional annual savings in insurance premiums of \$1.8 million effective 7/1/2017.

Lastly, leveraging the Trinity Health actuarial expertise whose approach is to more closely align mortality assumptions with plan participant demographics in the Trinity Health pension plans, Saint Francis' projected benefit obligation was further evaluated. As a result, Saint Francis recognized an annual benefit in pension expense of \$4.2 million for the twelve month period

ended September 30, 2016. For the period from October 1, 2016 to March 31, 2017 the realized benefit was \$2.3 million. Furthermore, Trinity and Saint Francis have developed a plan to continue to adequately fund the Saint Francis defined benefit plan consistent with the Trinity Health funding policy. Based on the current obligations under the plan and current funding level, Saint Francis will make contributions of \$32.9 million to the plan during the period 7/1/2017-6/30/2018. Historically, Saint Francis was only able to contribute approximately \$9 million to the plan annually.

Just prior to Saint Francis joining Trinity Health, a class action lawsuit was brought against Saint Francis relating to the question as to whether Saint Francis' defined benefit plan should be administered as a qualified "church plan" or a plan subject to Employee Retirement Income Security Act (ERISA). Trinity Health system office risk management collaborated with local leadership and was instrumental in resolving this matter. Furthermore, \$800,000 of legal fees associated with this matter was paid for by Trinity Health on behalf of Saint Francis.

In January 2017, the employees of Saint Francis were brought onto to Trinity Health benefit programs which provided several enhancements to their benefits. The most significant change is that colleagues working more than twenty hours per week are participating in a defined contribution retirement program which provides a base core contribution of 3% for everyone and a matching contribution for the first 6% of a colleague's contribution. The new health insurance program provides comprehensive coverage at a lower average employee contribution compared to what had previously been provided.

Saint Francis continues with the transition to the Trinity Health Group Purchasing Organization, HPG. During the period October 1, 2016 to March 31, 2017, this effort has resulted in net supply chain savings of approximately \$1.7 million. Most of the current saving was achieved by reducing the cost on existing goods through the implementation of the Trinity Health National Agreements. Other contract savings were realized with various revenue cycle vendors and totaled \$219,000 during the same period. Supply Chain integration activity will continue in FY17 and FY18.

Trinity Health – New England, Inc. (TH – NE, formerly known as Saint Francis *Care*, Inc.), on behalf of its member hospitals including Saint Francis Hospital and Medical Center, Johnson Memorial Hospital and Saint Mary's Hospital, is currently working with Trinity Health on ensuring these hospitals continue to deliver high quality care and remain low cost providers within the community. TH-NE and Trinity Health have engaged external consultants to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.0 million benefit to the Connecticut hospitals within TH - NE.

Except where otherwise noted, these cost savings will continue to be realized in future years. Furthermore, we continue to identify cost saving opportunities with vendors and will report those cost savings when realized in future reporting periods. See **Attachment A** for expense savings by category.

2. *the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings. Saint Francis continues to have a strong census as well as being recognized for its clinical excellence.

See **Attachment D**.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM). The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment B**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment C** for Financial Indicators.

**Attachment A**

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**Cost Savings/Synergies 10/1/2016-3/31/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension)	\$2,300
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	\$1,664
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$226
H.	Malpractice Insurance Cost	\$650
I.	Utilities	
J.	Business Expenses (insurance and IT )	
K.	Other Operating Expense	<u>\$219</u>
	Total savings 10/1-3/31	<u><u>\$5,059</u></u>

## Attachment B1

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
<b>I. ASSETS</b>					
<b>A. Current Assets:</b>					
1	Cash and Cash Equivalents	\$17,282,000	\$14,863,000	(\$2,419,000)	-14%
2	Short Term Investments	\$37,626,000	\$22,759,000	(\$14,867,000)	-40%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$64,589,000	\$84,118,000	\$19,529,000	30%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$47,486,000	\$36,994,000	(\$10,492,000)	-22%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$8,913,000	\$8,964,000	\$51,000	1%
8	Prepaid Expenses	\$3,861,000	\$2,797,000	(\$1,064,000)	-28%
9	Other Current Assets	\$3,498,000	\$3,950,000	\$452,000	13%
	<b>Total Current Assets</b>	<b>\$188,768,000</b>	<b>\$175,120,000</b>	<b>(\$13,648,000)</b>	<b>-7%</b>
<b>B. Noncurrent Assets Whose Use is Limited:</b>					
1	Held by Trustee	\$55,311,000	\$56,453,000	\$1,142,000	2%
2	Board Designated for Capital Acquisition	\$42,931,000	\$45,721,000	\$2,790,000	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$2,118,000	\$0	(\$2,118,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$100,360,000</b>	<b>\$102,174,000</b>	<b>\$1,814,000</b>	<b>2%</b>
5	Interest in Net Assets of Foundation	\$13,266,000	\$10,935,000	(\$2,331,000)	-18%
6	Long Term Investments	\$48,717,000	\$51,061,000	\$2,344,000	5%
7	Other Noncurrent Assets	\$7,050,000	\$8,864,000	\$1,814,000	26%
<b>C. Net Fixed Assets:</b>					
1	Property, Plant and Equipment	\$418,811,000	\$428,235,000	\$9,424,000	2%
2	Less: Accumulated Depreciation	\$43,734,000	\$62,758,000	\$19,024,000	43%
	<b>Property, Plant and Equipment, Net</b>	<b>\$375,077,000</b>	<b>\$365,477,000</b>	<b>(\$9,600,000)</b>	<b>-3%</b>
3	Construction in Progress	\$14,905,000	\$28,823,000	\$13,918,000	93%
	<b>Total Net Fixed Assets</b>	<b>\$389,982,000</b>	<b>\$394,300,000</b>	<b>\$4,318,000</b>	<b>1%</b>
	<b>Total Assets</b>	<b>\$748,143,000</b>	<b>\$742,454,000</b>	<b>(\$5,689,000)</b>	<b>-1%</b>
<b>II. LIABILITIES AND NET ASSETS</b>					
<b>A. Current Liabilities:</b>					
1	Accounts Payable and Accrued Expenses	\$34,163,000	\$30,624,000	(\$3,539,000)	-10%
2	Salaries, Wages and Payroll Taxes	\$38,144,000	\$31,397,000	(\$6,747,000)	-18%
3	Due To Third Party Payers	\$8,953,000	\$7,509,000	(\$1,444,000)	-16%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$6,925,000	\$6,690,000	(\$235,000)	-3%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$9,045,000	\$9,764,000	\$719,000	8%
	<b>Total Current Liabilities</b>	<b>\$97,230,000</b>	<b>\$85,984,000</b>	<b>(\$11,246,000)</b>	<b>-12%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
	<b>Total Long Term Debt</b>	<b>\$237,732,000</b>	<b>\$235,217,000</b>	<b>(\$2,515,000)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$227,408,000	\$209,405,000	(\$18,003,000)	-8%
4	Other Long Term Liabilities	\$51,868,000	\$52,668,000	\$800,000	2%
	<b>Total Long Term Liabilities</b>	<b>\$517,008,000</b>	<b>\$497,290,000</b>	<b>(\$19,718,000)</b>	<b>-4%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	\$49,222,000	\$70,673,000	\$21,451,000	44%
2	Temporarily Restricted Net Assets	\$29,372,000	\$32,054,000	\$2,682,000	9%
3	Permanently Restricted Net Assets	\$55,311,000	\$56,453,000	\$1,142,000	2%
	<b>Total Net Assets</b>	<b>\$133,905,000</b>	<b>\$159,180,000</b>	<b>\$25,275,000</b>	<b>19%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$748,143,000</b>	<b>\$742,454,000</b>	<b>(\$5,689,000)</b>	<b>-1%</b>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 OCT -MAR	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,252,204,000	\$1,225,669,000	(\$1,026,535,000)	-46%
2	Less: Allowances	\$1,498,710,000	\$828,362,000	(\$670,348,000)	-45%
3	Less: Charity Care	\$8,463,000	\$9,103,000	\$640,000	8%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$745,031,000</b>	<b>\$388,204,000</b>	<b>(\$356,827,000)</b>	<b>-48%</b>
5	Provision for Bad Debts	\$14,575,000	\$8,642,000	(\$5,933,000)	-41%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$730,456,000</b>	<b>\$379,562,000</b>	<b>(\$350,894,000)</b>	<b>-48%</b>
6	Other Operating Revenue	\$38,574,000	\$18,266,000	(\$20,308,000)	-53%
7	Net Assets Released from Restrictions	\$3,397,000	\$1,993,000	(\$1,404,000)	-41%
	<b>Total Operating Revenue</b>	<b>\$772,427,000</b>	<b>\$399,821,000</b>	<b>(\$372,606,000)</b>	<b>-48%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$258,412,000	\$122,840,000	(\$135,572,000)	-52%
2	Fringe Benefits	\$63,421,000	\$27,879,000	(\$35,542,000)	-56%
3	Physicians Fees	\$52,062,000	\$22,292,000	(\$29,770,000)	-57%
4	Supplies and Drugs	\$115,390,000	\$65,971,000	(\$49,419,000)	-43%
5	Depreciation and Amortization	\$44,179,000	\$19,210,000	(\$24,969,000)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,115,000	\$4,421,000	(\$3,694,000)	-46%
8	Malpractice Insurance Cost	\$8,753,000	\$4,721,000	(\$4,032,000)	-46%
9	Other Operating Expenses	\$211,691,000	\$115,900,000	(\$95,791,000)	-45%
	<b>Total Operating Expenses</b>	<b>\$762,023,000</b>	<b>\$383,234,000</b>	<b>(\$378,789,000)</b>	<b>-50%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$10,404,000</b>	<b>\$16,587,000</b>	<b>\$6,183,000</b>	<b>59%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$6,882,000	\$4,945,000	(\$1,937,000)	-28%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,960,000)	(\$421,000)	\$4,539,000	-92%
	<b>Total Non-Operating Revenue</b>	<b>\$1,922,000</b>	<b>\$4,524,000</b>	<b>\$2,602,000</b>	<b>135%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$12,326,000</b>	<b>\$21,111,000</b>	<b>\$8,785,000</b>	<b>71%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$12,326,000</b>	<b>\$21,111,000</b>	<b>\$8,785,000</b>	<b>71%</b>
	Principal Payments	\$0	\$0	\$0	0%



TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$72,316,000	\$49,467,000	(\$22,849,000)	-32%
2	Short Term Investments	\$49,401,000	\$30,955,000	(\$18,446,000)	-37%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$124,168,000	\$137,830,000	\$13,662,000	11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$5,754,000	\$0	(\$5,754,000)	-100%
5	Due From Affiliates	\$3,147,000	\$6,481,000	\$3,334,000	106%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$14,316,000	\$15,242,000	\$926,000	6%
8	Prepaid Expenses	\$8,569,000	\$7,391,000	(\$1,178,000)	-14%
9	Other Current Assets	\$13,155,000	\$13,435,000	\$280,000	2%
	<b>Total Current Assets</b>	<b>\$296,339,000</b>	<b>\$261,476,000</b>	<b>(\$34,863,000)</b>	<b>-12%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$71,841,414	\$73,184,000	\$1,342,586	2%
2	Board Designated for Capital Acquisition	\$67,971,586	\$72,277,000	\$4,305,414	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$24,717,000	\$0	(\$24,717,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$164,530,000</b>	<b>\$145,461,000</b>	<b>(\$19,069,000)</b>	<b>-12%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$52,748,000	\$58,285,000	\$5,537,000	10%
7	Other Noncurrent Assets	\$18,518,000	\$17,556,000	(\$962,000)	-5%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$551,097,000	\$570,246,000	\$19,149,000	3%
2	Less: Accumulated Depreciation	\$49,168,000	\$79,463,000	\$30,295,000	\$1
	<b>Property, Plant and Equipment, Net</b>	<b>\$501,929,000</b>	<b>\$490,783,000</b>	<b>(\$11,146,000)</b>	<b>-2%</b>
3	Construction in Progress	\$23,674,000	\$40,973,000	\$17,299,000	73%
	<b>Total Net Fixed Assets</b>	<b>\$525,603,000</b>	<b>\$531,756,000</b>	<b>\$6,153,000</b>	<b>1%</b>
	<b>Total Assets</b>	<b>\$1,057,738,000</b>	<b>\$1,014,534,000</b>	<b>(\$43,204,000)</b>	<b>-4%</b>

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
<b>II. LIABILITIES AND NET ASSETS</b>					
<b>A. Current Liabilities:</b>					
1	Accounts Payable and Accrued Expenses	\$68,313,000	\$63,707,000	(\$4,606,000)	-7%
2	Salaries, Wages and Payroll Taxes	\$75,613,000	\$67,903,000	(\$7,710,000)	-10%
3	Due To Third Party Payers	\$15,903,000	\$16,154,000	\$251,000	2%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,821,000	\$7,479,000	(\$342,000)	-4%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$11,999,000	\$13,487,000	\$1,488,000	12%
	<b>Total Current Liabilities</b>	<b>\$179,649,000</b>	<b>\$168,730,000</b>	<b>(\$10,919,000)</b>	<b>-6%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
	<b>Total Long Term Debt</b>	<b>\$256,156,000</b>	<b>\$253,458,000</b>	<b>(\$2,698,000)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$314,044,000	\$288,664,000	(\$25,380,000)	-8%
4	Other Long Term Liabilities	\$79,162,000	\$61,880,000	(\$17,282,000)	-22%
	<b>Total Long Term Liabilities</b>	<b>\$649,362,000</b>	<b>\$604,002,000</b>	<b>(\$45,360,000)</b>	<b>-7%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	\$123,226,000	\$132,238,000	\$9,012,000	7%
2	Temporarily Restricted Net Assets	\$33,642,000	\$36,380,000	\$2,738,000	8%
3	Permanently Restricted Net Assets	\$71,859,000	\$73,184,000	\$1,325,000	2%
	<b>Total Net Assets</b>	<b>\$228,727,000</b>	<b>\$241,802,000</b>	<b>\$13,075,000</b>	<b>6%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$1,057,738,000</b>	<b>\$1,014,534,000</b>	<b>(\$43,204,000)</b>	<b>-4%</b>

## TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2017

## REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,903,594,000	\$1,990,018,000	(\$913,576,000)	-31%
2	Less: Allowances	\$1,902,814,000	\$1,329,832,000	(\$572,982,000)	-30%
3	Less: Charity Care	\$16,893,000	\$14,729,000	(\$2,164,000)	-13%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$983,887,000</b>	<b>\$645,457,000</b>	<b>(\$338,430,000)</b>	<b>-34%</b>
5	Provision for Bad Debts	\$21,382,000	\$16,997,000	(\$4,385,000)	-21%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$962,505,000</b>	<b>\$628,460,000</b>	<b>(\$334,045,000)</b>	<b>-35%</b>
6	Other Operating Revenue	\$48,990,000	\$36,152,000	(\$12,838,000)	-26%
7	Net Assets Released from Restrictions	\$7,991,000	\$2,494,000	(\$5,497,000)	-69%
	<b>Total Operating Revenue</b>	<b>\$1,019,486,000</b>	<b>\$667,106,000</b>	<b>(\$352,380,000)</b>	<b>-35%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$447,852,000	\$314,233,000	(\$133,619,000)	-30%
2	Fringe Benefits	\$94,930,000	\$52,558,000	(\$42,372,000)	-45%
3	Physicians Fees	\$33,406,000	\$24,902,000	(\$8,504,000)	-25%
4	Supplies and Drugs	\$162,109,000	\$107,533,000	(\$54,576,000)	-34%
5	Depreciation and Amortization	\$50,735,000	\$30,251,000	(\$20,484,000)	-40%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$9,056,000	\$5,047,000	(\$4,009,000)	-44%
8	Malpractice Insurance Cost	\$12,300,000	\$9,480,000	(\$2,820,000)	-23%
9	Other Operating Expenses	\$212,471,000	\$114,986,000	(\$97,485,000)	-46%
	<b>Total Operating Expenses</b>	<b>\$1,022,859,000</b>	<b>\$658,990,000</b>	<b>(\$363,869,000)</b>	<b>-36%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$3,373,000)</b>	<b>\$8,116,000</b>	<b>\$11,489,000</b>	<b>-341%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$5,917,000	\$6,960,000	\$1,043,000	18%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$54,901,000	(\$448,000)	(\$55,349,000)	-101%
	<b>Total Non-Operating Revenue</b>	<b>\$60,818,000</b>	<b>\$6,512,000</b>	<b>(\$54,306,000)</b>	<b>-89%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$57,445,000</b>	<b>\$14,628,000</b>	<b>(\$42,817,000)</b>	<b>-75%</b>
	<b>Other Adjustments:</b>				

## TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2017

## REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$57,445,000</b>	<b>\$14,628,000</b>	<b>(\$42,817,000)</b>	<b>-75%</b>

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	Six Months Ended March 31 2017
<b>Operating activities:</b>	
Increase in net assets	\$ 21,111,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	19,210,000
Bad debts	8,642,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,682,000
Equity transfer	340,000
Changes in:	
Accounts receivable--patients, net	(28,171,000)
Due from affiliated entities	10,492,000
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(51,000)
Prepaid expenses	1,064,000
Other assets	(2,266,000)
Accounts payable	(3,539,000)
Salary and wages, payroll taxes and amounts withheld from employees	(6,747,000)
Due to third party reimbursement agencies	(1,444,000)
Other current liabilities	719,000
Accrued pension and retiree health costs	(18,003,000)
Other long term liabilities	800,000
Net cash provided by operating activities	10,819,000
<b>Investing activities:</b>	
Purchases of property, plant and equipment, net	(23,528,000)
Decrease in assets whose use is limited	(1,814,000)
Decrease in investments	14,854,000
Net cash used in investing activities	(10,488,000)
<b>Financing activities</b>	
Principal payments on long-term debt	(2,750,000)
Net cash used in financing activities	(2,750,000)
Net decrease in cash and cash equivalents	(2,419,000)
Cash and cash equivalents at beginning of period	17,282,000
Cash and cash equivalents at end of period	14,863,000

**TRINITY HEALTH - NEW ENGLAND, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	Six Months Ended March 31 2017
<b>Operating activities:</b>	
Increase in net assets	\$ 14,628,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	30,251,000
Bad debts	16,997,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,738,000
Equity transfer	(5,433,000)
Changes in:	
Accounts receivable--patients, net	(30,659,000)
Due from affiliated entities	(3,334,000)
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(926,000)
Prepaid expenses	1,178,000
Other assets	682,000
Accounts payable	(4,606,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,710,000)
Due to third party reimbursement agencies	251,000
Other current liabilities	1,488,000
Accrued pension and retiree health costs	(25,380,000)
Other long term liabilities	(17,282,000)
Net cash used in operating activities	(21,137,000)
<b>Investing activities:</b>	
Purchases of property, plant and equipment, net	(36,404,000)
Decrease in assets whose use is limited	24,823,000
Decrease in investments	12,909,000
Net cash provided by investing activities	1,328,000
<b>Financing activities</b>	
Principal payments on long-term debt	(3,040,000)
Net cash used in financing activities	(3,040,000)
Net decrease in cash and cash equivalents	(22,849,000)
Cash and cash equivalents at beginning of period	72,316,000
Cash and cash equivalents at end of period	49,467,000

## Saint Francis Hospital and Medical Center

	Mar 17 YTD	Sept 16 YTD	Comments
Monthly Financial Measurement/Indicators			
<b>A. Operating Performance:</b>			
Operating Margin	4.1%	1.3%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	10.1%	8.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	0.6%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	2.0	1.9	current assets/current liabilities
Days Cash on Hand	41.7	49.7	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	39.4	33.9	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	43.0	44.1	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	152.0%	182.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	59.6%	64.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.5%	40.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	4.8	2.3	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	4.2 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	21.4%	17.9%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 16,587	\$ 10,404	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 21,111	\$ 12,326	Net gain(loss)
EBITDA	\$ 40,218	\$ 62,698	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 37,622	\$ 54,908	from cons bs
Net Working Capital	\$ 89,136	\$ 91,538	current assets-current liabilities
Unrestricted Assets	\$ 70,673	\$ 49,222	from cons bs

Trinity Health - New England, Inc (Formerly Saint Francis Care, Inc.)
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Monthly Financial Measurement/Indicators	Mar 17 YTD	Sept 16 YTD	Comments
<b>A. Operating Performance:</b>			
Operating Margin	1.2%	(0.3%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.5%	5.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	0.7%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	1.6	1.6	current assets/current liabilities
Days Cash on Hand	44.2	71.2	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	38.9	46.1	net ar/net patient ser rev/days in yr
Average Payment Period	48.8	67.5	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	107.9%	115.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	51.2%	52.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.6	0.7	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.6	0.6	EBIT/Interest expense
Debt Service Coverage Ratio	3.5 x	3.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	23.8%	21.6%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 8,116	\$ (3,373)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 14,628	\$ 57,445	Net gain(loss)
EBITDA	\$ 43,414	\$ 56,418	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 80,422	\$ 121,717	from ct0cons hfm
Net Working Capital	\$ 92,746	\$ 116,690	current assets-current liabilities
Unrestricted Assets	\$ 132,238	\$ 123,226	from ct0cons hfm



Saint Francis Awards, Accreditations and Recognitions  
Fiscal Year 2016 and 2017

**Connecticut Joint Replacement Institute ISO 9001:2015 Certified**

The Connecticut Joint Replacement Institute at Saint Francis Hospital and Medical Center (CJRI) has been recertified in compliance with the International Standards Organization's (ISO) 9001:2015 standard for health care. First certified in 2014 as an ISO 9001:2008 Quality Management System compliant organization, the Connecticut Joint Replacement Institute (CJRI) remains the only health care facility in Connecticut to be compliant with ISO standards. There are approximately 500 health care providers nationwide with this distinction. The three-year re-certification is awarded by DNV-GL Certification Inc., of Houston, TX, following an intensive audit of CJRI's workflows, quality and safety measurement tools. (Feb. 2017)

**2017 Women's Choice Award® as one of America's Best Hospitals for Heart Care**

Saint Francis Hospital and Medical Center has been named one of America's Best Hospitals for Heart Care by the Women's Choice Award®, America's trusted referral source for the best in healthcare. The award signifies that Saint Francis Hospital and Medical Center is in the top 9% of 4,789 U.S. hospitals offering heart care services. (Jan. 2017)

**2017 Women's Choice Award®, America's Best Hospitals for Bariatric Surgery**

Saint Francis Hospital and Medical Center has been named as one of America's Best Hospitals for Bariatric Surgery by the Women's Choice Award®, America's trusted referral source for the best in healthcare. The award signifies that Saint Francis Hospital and Medical Center is in the top 8% of 4,789 U.S. hospitals reviewed. This is the second consecutive year that Saint Francis Hospital and Medical Center has received the Women's Choice Award for Bariatric Surgery. (Jan. 2017)

**2017 Women's Choice Award®, America's Best Hospitals for Obstetrics**

Saint Francis Hospital and Medical Center has been named as one of America's Best Hospitals for Obstetrics by the Women's Choice Award®, America's trusted referral source for the best in health care. The award signifies Saint Francis Hospital and Medical Center is in the top 17% of 2,815 U.S. hospitals offering obstetrics. (Jan. 2017)

**Electronic Medical Record Adoption Model (EMRAM) Stage 7 Award**

In recognition of its collaboration among operational, IT resources and partnering vendors to create the best system for delivering care to their patients, Saint Francis Hospital and Medical Center has been awarded with the Electronic Medical Record Adoption Model (EMRAM) Stage 7 Award. Saint Francis collaborated with a specialized niche electronic medical record (EMR) software company and one large vendor to build, test workflow, study, report and exchange data between the two systems. (Nov. 2016)

**Transforming Communities Initiative**

Saint Francis Hospital and Medical Center, through the Curtis D. Robinson Center for Health Equity, launched the Transforming Communities Initiative that will unite health care systems, community groups and development agencies to address health disparities in Hartford's North End. The Transforming Communities Initiative will bring together Saint Francis, the City of Hartford and Community Solutions to develop programs and strategies aimed at reducing obesity, promoting tobacco-free living, and addressing social determinants that impact current and future health outcomes for the people of the North End of Hartford.

Saint Francis Awards, Accreditations and Recognitions  
Fiscal Year 2016 and 2017

Saint Francis is the second Trinity Health – New England provider to be chosen to be part of a larger Transforming Communities Initiative launched by Trinity Health. The first six participants announced in April included Mercy Medical Center. Over the next five years, Trinity Health will invest approximately \$80 million in grants, loans, community match dollars and services in those communities.

**“A” Rating for the Leapfrog Group**

Saint Francis Hospital and Medical Center is one of only six hospitals in the state designated with an “A” safety score rating by the Leapfrog Group. This is the 8<sup>th</sup> “A” rating since 2012, something no other hospital has attained. The Hospital Safety Score<sup>SM</sup> grades hospitals on their overall performance in keeping patients safe from harm and preventable errors. The grades are derived from analysis of publicly available data using evidence-based, national measures of hospital safety. Leapfrog assigned scores to more than 2,500 hospitals nationwide, including 27 hospitals in Connecticut.

**Becker’s Hospital Review - “100 Hospitals with Great Orthopedic Programs”**

Saint Francis Hospital and Medical Center has been named to Becker’s Hospital Review 2016 list recognizing it as one of the “100 Hospitals with Great Orthopedic Programs” in the United States. Saint Francis is the only Connecticut hospital on the list and appears for the third consecutive year.

**Women’s Choice Award**

Saint Francis Hospital and Medical Center has received the 2016 Women’s Choice Award® as one of America’s Best Breast Centers. This evidence-based designation is the only award that identifies the country’s best breast centers based on robust criteria that considers female patient satisfaction and clinical excellence. The list of over 374 award winners, including the Maximilian E. and Marion O. Hoffman Foundation Breast Health Center at Saint Francis, represents breast centers that have met the high standards of the National Accreditation Program for Breast Centers (NAPBC) and carry the Breast Imaging Center of Excellence (BICOE) seal from the American College of Radiology. They have also scored above the national average on the Centers for Medicare and Medicaid Services patient recommendation measures, or their equivalent.

Johnson Memorial Hospital
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	Mar 17 YTD	Sept16* YTD	Comments
Monthly Financial Measurement/Indicators			
<b>A. Operating Performance:</b>			
Operating Margin	1.2%	-7.0%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.4%	-0.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.3%	1.0%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8	0.8	current assets/current liabilities
Days Cash on Hand	15.5	9.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	76.9	109.4	net ar/net patient ser rev/days in yr
Average Payment Period	164.0	186.9	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	823.7%	-402.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	89.0%	133.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	8.1%	7.5%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.0	(4.5)	EBIT/Interest expense
Debt Service Coverage Ratio	2.59 x	-0.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	6.1%	-11.3%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations*	\$ 399	\$ (3,214)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 350	\$ (3,474)	Net gain(loss)
EBIDA	\$ 2,107	\$ (247)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,766	\$ 1,696	from bs
Net Working Capital	\$ (2,835)	\$ (7,177)	current assets-current liabilities
Unrestricted Assets	\$ 2,084	\$ (6,169)	from bs

\*reflects 01/16-09/30/16

Saint Mary's Health System (Consolidated)

	Month		Year to Date	
	Mar 2017	Prior Year	Mar 2017	Prior Year
<b>A. <u>Operating Performance</u></b>				
Operating Margin	7.3%	6.6%	2.4%	2.4%
Non-Operating Margin	1.3%	-0.2%	0.3%	0.3%
Total Margin	8.6%	6.4%	2.8%	2.7%
Bad Debt as % of Gross Revenue	0.1%	1.3%	1.0%	1.3%
<b>B. <u>Liquidity</u></b>				
Current Ratio	1.89	2.13	1.89	2.13
Days Cash on Hand	26	24	26	24
Days in Net Accounts Receivable	38	41	38	41
Average Payment Period	50	55	50	55
<b>C. <u>Leverage and Capital Structure</u></b>				
Long-term Debt to Equity	0.01	0.24	0.01	0.24
Long-term Debt to Capitalization	0.01	0.20	0.01	0.20
Unrestricted Cash to Debt	28.23	1.44	28.23	1.44
Times Interest Earned Ratio	595.9	86.4	209.20	33.87
Debt Service Coverage Ratio	14.0	11.5	8.38	6.64
Equity Financing Ratio	2.63	3.85	2.63	3.85
<b>D. <u>Additional Statistics (in thousands)</u></b>				
Income from Operations	\$ 2,044	\$ 1,854	\$ 3,871	\$ 3,725
Revenue Over/(Under) Expense	\$ 2,398	\$ 1,807	\$ 4,411	\$ 4,199
EBITDA	\$ 3,512	\$ 2,872	\$ 12,568	\$ 9,959
Patient Cash Collected	\$ 27,894	\$ 28,833	\$ 149,302	\$ 148,473
Cash and Cash Equivalents	\$ 20,937	\$ 19,016	\$ 20,937	\$ 19,016
Net Working Capital	\$ 23,409	\$ 25,933	\$ 23,409	\$ 2,533
Unrestricted Assets	\$ 60,607	\$ 36,777	\$ 606,607	\$ 36,777
Credit Ratings (S&P, FITCH and Moody's)				

Trinity Health - New England, Inc (Formerly Saint Francis Care, Inc.)
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Monthly Financial Measurement/Indicators	Mar 17 YTD	Sept 16 YTD	Comments
<b>A. Operating Performance:</b>			
Operating Margin	1.2%	(0.3%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.5%	5.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	0.7%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	1.6	1.6	current assets/current liabilities
Days Cash on Hand	44.2	71.2	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	38.9	46.1	net ar/net patient ser rev/days in yr
Average Payment Period	48.8	67.5	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	107.9%	115.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	51.2%	52.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.6	0.7	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.6	0.6	EBIT/Interest expense
Debt Service Coverage Ratio	3.5 x	3.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	23.8%	21.6%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 8,116	\$ (3,373)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 14,628	\$ 57,445	Net gain(loss)
EBITDA	\$ 43,414	\$ 56,418	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 80,422	\$ 121,717	from ct0cons hfm
Net Working Capital	\$ 92,746	\$ 116,690	current assets-current liabilities
Unrestricted Assets	\$ 132,238	\$ 123,226	from ct0cons hfm

Saint Francis Hospital and Medical Center

	Mar 17 YTD	Sept 16 YTD	Comments
<b>Monthly Financial Measurement/Indicators</b>			
<b>A. Operating Performance:</b>			
Operating Margin	4.1%	1.3%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	10.1%	8.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	0.6%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	2.0	1.9	current assets/current liabilities
Days Cash on Hand	41.7	49.7	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	39.4	33.9	net ar/net patient serv rev(after bd)/days in yr
Average Payment Period	43.0	44.1	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	152.0%	182.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	59.6%	64.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.5%	40.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	4.8	2.3	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	4.2	x (Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	21.4%	17.9%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 16,587	\$ 10,404	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 21,111	\$ 12,326	Net gain(loss)
EBITDA	\$ 40,218	\$ 62,698	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 37,622	\$ 54,908	from cons bs
Net Working Capital	\$ 89,136	\$ 91,538	current assets-current liabilities
Unrestricted Assets	\$ 70,673	\$ 49,222	from cons bs

## Attachment A

**Johnson Memorial Hospital**  
**Cost Savings/Synergies 10/1/2016-3/31/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	\$1,675
B.	Fringe Benefits (workers comp)	\$335
C.	Contractual Labor Fees	(\$1,204)
D.	Medical Supplies and Pharmaceutical Cost	\$75
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$30
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$114
K.	Other Operating Expense	<u>\$373</u>
	Total savings 10/1/2016-3/31/2017	<u><u>\$1,398</u></u>

DESCRIPTION	DEPT	QUAN	CLASS	TYPE	ACQ DATE	ENTRY PER
FABIUSTIRO ANESTHESIA MACHINES	7220	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
INTELLIVUE MONITORS & ACCESSORIES	7220	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
STERILIZATION CONTAINER	7570	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
ISTAT 1 WIRELESS ANALYZER	7361	3	MOVEABLE	MEDICAL	8/31/2016	11/2016
SCOPES 0 DEG & 30 DEG CURETTATE	7850	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
VC- 10 VACUUM	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
BLADDER SCAN BVI 9400	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
LIPOSCULTPTOR & ACCESSORIES	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
SUTURE RETRIEVER ACCESSORIES	7850	40	MOVEABLE	MEDICAL	8/31/2016	11/2016
SCOPE HOPKINS 11 30 DEG	7850	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
B3000 BLACK BADGE & BATTERIES	7010	40	MOVEABLE	MEDICAL	8/31/2016	11/2016
CO2 MONITOR & ACCESSORIES	7540	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
ARTIC SUN 5000E TEMP	6500	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
OPTIPLEX 7040 PC & MONITORS	9080	10	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
BUILDING SIGN	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
CONDENSING UNIT	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
HVAC CLEANING & SANTIZING	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
FIRE & SMOKE DAMPER	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
FLOOR SCRUBBERS SINGLE & DUAL	8100	2	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
DEHUMIDIFIER TRAGER BASEMENT	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
EXPANSION VALVE TRAGER	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
WALL COVERING - AUDITORIUM	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
COOLONG COL REPLACEMENT	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
CATH LAB # 2 RENOVATION	8300	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
SLEEP LAB RENOVATION	8300	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
BOARDROOM RENOVATION	9000	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
10 FT HOSES	7540	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
REVERSE OSMOSIS SYSTEM	7010	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
HARMONYAIR LIGHT SYSTEM	7070	1	FIXED	NONMEDICAL	8/31/2016	11/2016
RECUMBENT CROSS TRAINER	7420	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CONTAINERS FOR STERILIZATION	7570	75	MOVEABLE	MEDICAL	9/30/2016	12/2016
TITANIUM GE MRI TOOL KIT	8320	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
LIPOTOWER ASPIRATOR / INFIL	7850	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
LIGHT HANDLE CAMERA COVER	7010	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CART, SINGLE TIER CORNER	7280	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CAMERA, CODER & STORAGE	8350	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
VOLUSON P8	7070	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CARBON FIBER BOARD	7460	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
CHESHIRE UC INSTALL	7700	1	FIXED	NONMEDICAL	9/30/2016	12/2016
DELL OPTOPLEX 7040	9080	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
MARKETING FURNITURE	9190	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
NVSC PAINTING (WATER DAMAGE)	7850	1	BLDG IMPR	NONMEDICAL	9/30/2016	12/2016



NVSC PAINTING (WATER DAMAGE)	7850	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
COUNTER FOR PSYCHIATRIC WARD	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
FEASABILITY STUDY OPEN OFFICE	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
COUNTER TOPS THROUGHOUT HOSPITAL	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
AUDITORIUM RENOVATION	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
FIRE STOP	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
MAIN MEGAWATT METER REPLACEMENT	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
EPOXY COATED SHOWER BASE	8300	1 MOVEABLE	NONMEDICAL	9/30/2016	12/2016
BLASIUS 2014 CHEVROLET CRUZE	7361	1 AUTO	NONMEDICAL	9/30/2016	12/2016
SLEEP LAB BUDGETED CONTRACT	7980	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
MEP	7980	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
RODI PIPING & INSTALL	7010	1 FIXED	NONMEDICAL	9/30/2016	12/2016
SEER 1000	7901	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
MAMMOTEST	7280	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
EMERGENCY TEMP WALL	8300	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
FURNISH & INSTALL CARPET & TILE	7850	1 FIXED	NONMEDICAL	10/31/2016	01/2017
DAYCARE REMEDIATION	8460	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
BRIO BEDSIDE CABINETS & OVERHEAD ART	7180	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
AAON RTU GAS METERING	8300	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
SYNGO DYNAMICS SYSTEM	9080	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
REMOVE OLD HTP/ PUT NEW IN ITS PLACE	8300	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
BRAINLAB OPTICAL	7010	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
V500 WORKSTATIONS	7540	4 MOVEABLE	MEDICAL	10/31/2016	01/2017
SMART CARE MONITORING	7540	4 MOVEABLE	MEDICAL	10/31/2016	01/2017
AQUILLION PRIME 80	7280	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
MOB 4TH FLOOR LOBBY	8300	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
FLEX-X UTRETERSCOPE	7010	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
SLEEP DESIGN MOB	7980	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
CDIS MULTIGROUPING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
LICENSE/ SUPPORT/ TRAINING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
CARBON FIBER BOARD	7460	1 MOVEABLE	NONMEDICAL	9/30/2016	12/2016
TRANSDUCER CONVEX & LINEAR	7461	2 MOVEABLE	MEDICAL	11/30/2016	02/2017
OR ROOM REPAIRS	7010	1 FIXED	NONMEDICAL	11/30/2016	02/2017
DEHUMIDIFIER INSTALL - TRAGER	8300	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
VIDEO INTERCOM	7980	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
SOFTWARE LICENSE FEES	8400	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
DOOR ACCESS SYSTEM	8460	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
HARMONY LIGHTS/ FP	7850	7 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
CABLING	7980	1 FIXED	NONMEDICAL	10/31/2016	01/2017
CABINET & SHELVES	8300	8 FIXED	NONMEDICAL	11/30/2016	02/2017
FRAME NEW WALL	8300	1 FIXED	NONMEDICAL	11/30/2016	02/2017
CABINETS	7850	1 FIXED	NONMEDICAL	11/30/2016	02/2017
CIRCUIT FOR INBND/OUTBND SWITCHING	8300	1 FIXED	NONMEDICAL	11/30/2016	02/2017
DISPOSABLE LINERS	8100	24 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
PCKGO HEAT EXCHGE/PUMP REPLACEMENT	8300	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
SLEEP LAB PROJECT	7980	1 FIXED	NONMEDICAL	11/30/2016	02/2017

SLEEP LAB PROJECT	7980	1	FIXED	NONMEDICAL	11/30/2016	02/2017
CARPET CHILD DEV	8460	1	FIXED	NONMEDICAL	11/30/2016	02/2017
INTUITIVE ROBOT BUYOUT	7010	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
EV100 CLINICAL PLTFM & SERVICE	7220	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
EV100 CLINICAL PLTFM & SERVICE	6510	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
FURNISH & INSTALL CARPET & TILE	7850	1	FIXED	NONMEDICAL	11/30/2016	02/2017
FURNITURE	9170	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
DOUBLE CATCH BASIN	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- BLOCK WINDOWS IN LAWLOR	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- CONSTRUCTION PROCESS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- FLOORING VINYL	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- DUCTWORK & EXHAUST FANS INSTAL	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- ELECTRICAL CONTROLS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- PAINTING STAIRWELLS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- SECURITY WORK SPACE	8300	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
911 PJT- STRIPPING AND WAXING FLOORS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- INTERIOR SIGNS	8300	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
911 PJT-ACCESS CONTROL SYSTEM	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT-SPRINKLER HEADS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
INTERIOR SIGN BRAILLE	7980	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
V500 WORKSTATIONS	7540	4	MOVEABLE	MEDICAL	10/31/2016	01/2017
1320 WEST MAIN ADDITION	8300	1	BLD IMP	NONMEDICAL	12/31/2016	03/2017
BOLLAND AT OXYGEN TANKS REMOVE & INSTA	8300	1	LAND IMP	NONMEDICAL	12/31/2016	03/2017
4 FT POS PRESS RECIRC COMP	7120	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
HARMONY DUAL & SINGLE LIGHTING	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
DR TRAGER NEW FLOOR & FURNITURE	9831	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
ULTRASOUND SPARQ	7290	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ATRION TELEPHONE SYSTEM	9100	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
LIFE POLE W/LIFT & ASSIST	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
BRAVO RECEIVER/SOFTWARE/RECORDER	7850	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
PROFESSIONAL DESIGN	8300	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
TITAN 450 WATT ZENON LIGHT	7010	3	MOVEABLE	MEDICAL	12/31/2016	03/2017
LIGHT HANDLE CAMERA COVER	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
CDIS TRAINNG/LICENSE	8400	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
ATOMLAB 500 DOSE CALIB	7630	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ULTRAFIN LITHO STIRUP PAIR	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
IS4000 DA VINCI XI	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
STERRAD 100NX ™	7570	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
SEER 1000	7901	6	MOVEABLE	MEDICAL	12/31/2016	03/2017
WEST MAIN TRANSFORMER RELOCATION	8300	1	FIXED	NONMEDICAL	12/31/2016	03/2017
ROBOTIC CARRIER FOR NIGARA	7570	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
FLOORING	7010	1	FIXED	NONMEDICAL	12/31/2016	03/2017
BASE BID	8300	1	FIXED	NONMEDICAL	12/31/2016	03/2017
CART W ACCESSORIES	7570	10	MOVEABLE	MEDICAL	12/31/2016	03/2017
PROFUSION UPGRADE	9080	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
CADAVER LIFT CONVEYOR	7361	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ENTERAL SYRINGE PUMP	6750	3	MOVEABLE	MEDICAL	12/31/2017	03/2018

COMPELLENT SC220 ENCLOSURE	9080	3 MOVEABLE	NONMEDICAL	12/31/2016	03/2017
POWER LED 175 LIGHT SOURCE	7010	2 MOVEABLE	MEDICAL	12/31/2017	03/2018
NVSC PAINTING (WATER DAMAGE)	7850	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
HP DL380 G9 8GB RAM	7280	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
LICENSE/ SOFTWARE/ SUPPORT	7010	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
POWEREDGE R730 SERVER	9080	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SHELVING	7180	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
COMPELLENT SC220 ENCLOSURE	9080	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
same					
same					
WEST MAIN ADDITION	8300	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
TRUSYSTEM 7000DV & ROBOTIC PKG	7010	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MOB SLEEP LAB RENOVATION	7980	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
PARKING GARAGE ASSESSMENT CONDITION	8300	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
LIGHTING UPGRADE	8300	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SUNQUEST PJT/ TV, DESK,ACCESS	7361	3 MOVEABLE	MEDICAL	1/31/2017	04/2017
same					
OR LIGHT SUPPORT SYSTEM	7070	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SHIMADZU PORTABLE X-RAY	7280	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
WALLS IN SLEEP LAB	7980	1 FIXED	NONMEDICAL	1/31/2017	04/2017
GAS CHARBOILER	8000	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
WARMING CABINET #5524	7340	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MOB 4TH FL LOBBY NEW WALL & DOOR	8300	1 FIXED	NONMEDICAL	1/31/2017	04/2017
FIRE ALARM PANEL	8300	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
O'BRIEN PLUMBING	8300	1 FIXED	NONMEDICAL	1/31/2017	04/2017
PACEMAKER EXTERNAL	6510	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
AQUILION CT SCAN PYMT	7280	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MONITORS, CAMERAS, LIGHT PKG	7010	MOVEABLE	MEDICAL	42094	6/2015
LICENSE/ SUPPORT/ TRAINING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
TABLE MOTION UPGRADE	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
FLOORING	7010	1 FIXED	NONMEDICAL	2/28/2017	05/2017
FLOORING	8300	1 FIXED	NONMEDICAL	2/28/2017	05/2017
GAS CHARBOILER INSTALL	8000	1 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
SERVERS	9080	4 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
PROFESSIONAL SERVICES WMUC	7903	1 BLDG IMP	NONMEDICAL	2/28/2017	05/2017
FIBROSCAN 502 TOUCH	7850	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
LIGHT HANDLE CAMERA COVER	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
ACUSON SC2000 MAINFRAME	7220	1 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
CHAIRS, ALL STEEL TASK	7070	15 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
SPECTRUM IV PUMPS	7800	50 MOVEABLE	MEDICAL	2/28/2017	05/2017
same					
ADDITIONAL CAMERAS	8350	9 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
same					
SHELVING & CABINETS	7909	2 MOVEABLE	NONMEDICAL	2/28/2017	05/2017

BASE CABINET & COUNTERTOPS	7070	2 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
URETERSCOPE FLEXIBLE	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
SYNGO DYNAMICS SYSTEM	9080	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
CART W ACCESSORIES	7570	10 MOVEABLE	MEDICAL	12/31/2016	03/2017
SOFTWARE SERVICES	7280	2 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
INFUSION ANALYZER	8320	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
APPLICATION & CERTIFICATE	7980	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
ARCHITECTUAL/MEP	7980	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
ARCHITECTUAL/MEP	7980	BLDG IMP	NONMEDICAL	3/31/2017	06/2017
TRIAGE PROJECT	8300	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
PF6001 MAIN UNIT	7550	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
FLOORING/INSTALL	7570	1 FIXED	NONMEDICAL	3/31/2017	06/2017
MARTINS ARM RETRACTOR	7010	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
ESPRESSO MACHINE	8000	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
UPGRADE VIRTUAL SIS SERVER	9080	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
SPECTRUM IV PUMPS	7800	30 MOVEABLE	MEDICAL	3/31/2017	06/2017
PIPE TESTING PJT 911	8300	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
MONITOR DEMOSURE SIGNVS4	6150	2 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
MONITOR DEMOSURE SIGNVS4	6130	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
DEPT OF MEDICINE DOOR	8300	1 FIXED	NONMEDICAL	3/31/2017	06/2017
FLEX-X URETERSCOPE	7010	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
INTELLIVUE MULTI SERVER	6500	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
PRINTER CONNEX 3D	8320	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
ASTER TEE (WATER & AIR) SYSTEM	7440	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
PROFESSIONAL SERVICES WMUC	7903	1 BLDG IMP	NONMEDICAL	2/28/2017	05/2017

LOCATION	AMT	VENDOR	PO	SCHEDULE 1 METHOD	EST MO.
ANES	59,992.08	DRAEGER MED	1614690		60 Aug-16
ANES	50,254.20	PHILIPS 19413	1615589		60 Aug-16
NVSC	13,894.57	AESFULAP	1618025		84 Aug-16
LAB	28,060.47	ABBOTT LAB	1617180		60 Aug-16
NVSC	9,618.00	KARL STORZ	1616167		84 Aug-16
NVSC	5,205.50	OLYMPUS 17199	1616166		84 Aug-16
NVSC	18,316.00	VERATHON	1616110		84 Aug-16
NVSC	19,376.45	MICROAIRE	1616161		84 Aug-16
NVSC	38,916.00	ARTHREX	1616174		84 Aug-16
NVSC	9,300.40	KARL STORZ	1616164		84 Aug-16
OR	20,552.00	VOCERA	1616606		84 Aug-16
RESP	5,453.04	DRAEGER MED	1614719		120 Aug-16
CCU	50,494.00	BARD MED	1616616		84 Aug-16
IT	27,050.40	DELL - 18065	1616179		60 Aug-16
NVSC	2,200.00	CONNECTICUT SIGN	1615432		120 Aug-16
NVSC	23,316.00	SARRACCO	1614100		120 Aug-16
NVSC	23,203.50	STEAMATIC OF CT	1616595		60 Aug-16
PLANT	3,650.00	BRAND	1611712		120 Aug-16
PLANT	14,248.40	GRAINGER	1616342		60 Aug-16
PLANT	2,647.50	GOODHILL	1616795		60 Aug-16
PLANT	2,618.00	GOODHILL	1616840		60 Aug-16
PLANT	10,530.30	H2Z DESIGN	1615047		60 Aug-16
PLANT	45,350.00	MACRI	1609255		120 Aug-16
PLANT	70,203.36	O & G IND	1617840		120 Aug-16
PLANT	24,400.75	O & G IND	1617844		120 Aug-16
PLANT	18,518.50	ALL-PHASE	1512213		120 Aug-16
PRESP	647.44	DRAEGER MED	1614693		60 Aug-16
SURGERY	16,500.00	AMERICAN AQUA	1614998		84 Aug-16
WIC	49,805.83	STERIS	1616347		120 Aug-16
CARD REH	4,189.00	NUSTEP	1619582		84 Sep-16
CENTRAL STI	5,130.40	AESFULAP	1618052		84 Sep-16
CLINICAL	3,775.95	IMPRES INTERNATIONAL	1618781		84 Sep-16
NVSC	6,922.35	MICROAIRE	1616161		120 Sep-16
OR	295.92	STERIS	1618734		60 Sep-16
RAD	10,865.17	AFC IND	1616283		120 Sep-16
SECURITY	5,500.00	STERLING SECURITY	1617528		60 Sep-16
WIC	8,480.00	GE HEALTHCARE	1615162		84 Sep-16
CATH LAB	2,250.00	TZ MEDICAL	1600810		84 Sep-16
CHESHIRE UC	8,485.00	STERLING SECURITY	1615061		60 Sep-16
IT	14,596.44	DELL MARKETING	1619402		60 Sep-16
MARKETING	7,144.73	WB MASON	1615438		120 Sep-16
NVSC	5,020.00	D AND D PAINTING	1615061		60 Sep-16

NVSC	28,024.00	D AND D PAINTING	1614102	60	Sep-16
PLANT	2,527.20	DISPLAY WRIGHT	1618457	180	Sep-16
PLANT	2,545.00	H2Z DESIGN	1618458	36	Sep-16
PLANT	15,880.90	DISPLAY WRIGHT	1618662	180	Sep-16
PLANT	18,662.55	H2Z DESIGN	1618858	60	Sep-16
PLANT	9,818.00	BRAND SERVICES	1611773	120	Sep-16
PLANT	2,750.00	MCPHEE	1618701	120	Sep-16
PLANT	10,455.00	THE S CARPENTER	1618624	120	Sep-16
SECURITY	12,805.60	BLASIUS	NA	60	Sep-16
SLEEP	49,863.27	O & G IND	1618810	36	Sep-16
SLEEP	1,400.00	MOSER	1619208	36	Sep-16
SURGERY	13,500.00	HARRY GRODSKY & CO	1615004	120	Sep-16
CARD	1,362.24	GE HEALTHCARE	1616173	84	Oct-16
RAD	121,500.00	MAMMOTONE	1615447	60	Oct-16
PLANT	3,057.97	THE S CARPENTER	1620226	60	Oct-16
NVSC	9,575.00	M FRANK HIGGINS	1620228	60	Oct-16
DAYCARE	4,689.00	COMMUNITY PLAYTHING	1620270	60	Oct-16
PLANT	19,699.20	HILL ROM 17746	1616344	180	Oct-16
PLANT	3,500.00	SIEMENS 3898	1605035	60	Oct-16
IT	67,061.70	SIEMENS 3898	1612127	60	Oct-16
PLANT	2,031.00	INDUSTRIAL RIGGERS	1700378	60	Oct-16
OR	105,000.00	OLYMPUS 16331	1700259	84	Oct-16
RESP	95,513.30	DRAEGER	1614693	60	Oct-16
RESP	26,079.32	DRAEGER	1614719	60	Oct-16
DIAG	265,401.30	TOSHIBA	15209.17	84	Oct-16
PLANT	4,200.00	CLASSIC BLDRS	1700836	120	Oct-16
OR	19,989.90	KARL STORZ	1701017	84	Oct-16
SLEEP	19,940.00	MOSER PILON	NA	120	Oct-16
HEALTH INFC	6,000.00	3M HEALTH	1616620	60	Oct-16
HEALTH INFC	51,927.10	3M HEALTH	1616705	60	Oct-16
CATH LAB	(180.00)	TZ MEDICAL	1600810	84	Oct-16
IR	14,250.00	HITACHI ALOKA	1700321	60	Nov-16
OR	38,156.25	WB MASON	1608995-BL	120	Nov-16
PLANT	2,647.50	GOOD HILL	1616795	84	Nov-16
SLEEP	2,350.00	STERLING SEC	1617656	60	Nov-16
HEALTH INFC	11,645.16	3M HEALTH	1616705	60	Nov-16
CHILD DEV	4,400.00	STERLING SEC	1617874	120	Nov-16
NVSC	9,383.41	STERIS 16811	1613193	180	Nov-16
NVSC	815.00	COMNET CONN	1617660	240	Nov-16
PLANT	2,550.00	DISPLAY WRIGHT	1701804	180	Nov-16
PLANT	5,080.00	DISPLAY WRIGHT	1701803	120	Nov-16
NVSC	9,093.50	DISPLAY WRIGHT	1614233	180	Nov-16
PLANT	13,180.00	ELECTRICAL WHOLESALERS	1700192	240	Nov-16
ENVIRON	182.40	HILL ROM	1616344	24	Nov-16
PLANT	75,031.00	MACRI ASSOCIATES	1613188	120	Nov-16
SLEEP	25,118.76	O AND G	1702057	120	Nov-16

SLEEP	78,461.40	O AND G	1702014	120	Nov-16
CHILD DEV	11,532.38	CORPORATE DESIGN	1701974	60	Nov-16
SURERY	310,500.00	DELAGE LANDEN FINANCIA NA		84	Nov-16
ANES	52,570.00	EDWARDS LIFE	1701214	84	Nov-16
CVU	52,570.00	EDWARDS LIFE	1701215	84	Nov-16
NVSC	4,766.00	M FRANK HIGGINS	1620228	60	Nov-16
QUAL MNGMT	2,895.21	WB MASON	1619347	120	Nov-16
PLANT	10,750.00	LOUREIRO CONTRACTORS	1619902	300	Nov-16
PLANT	1,494.00	NAUGATUCK WINDOW & GL	1606756	120	Nov-16
PLANT	280,237.70	S CARPENTER	VARIOUS	120	Nov-16
PLANT	1,069.96	CORPORATE DESIGN	1608144	120	Nov-16
PLANT	5,028.00	GOOD HILL	1610915	120	Nov-16
PLANT	23,803.46	VULCAN SECURITY	1610516	120	Nov-16
PLANT	8,185.00	D AND D PAINTING	1608155	120	Nov-16
PLANT	10,500.00	RED THREAD	1604378	120	Nov-16
PLANT	1,932.82	PREFERRED BUILDING MAI NA		120	Nov-16
PLANT	900.00	CONNECTICUT SIGNCRAFT NA		60	Nov-16
PLANT	6,350.00	TPC ASSOCIATES	1609806	120	Nov-16
PLANT	6,475.00	MACK FIRE	1612267	120	Nov-16
SLEEP	1,400.00	CONNECTICUT SIGNCRAFT NA		60	Nov-16
RESP	(1,324.81)	DRAEGER	1614693	60	Nov-16
PLANT	7,333.62	CHIANIS & ANDERSON	1703283	180	Dec-16
PLANT	4,450.00	COCCHIOLA PAYING	1620008	180	Dec-16
PHARMACY	16,028.00	NUAIRE	1616345	84	Dec-16
OR	965.00	STERIS	1502633	180	Dec-16
TRAGER	26,143.50	WB MASON	1616821	60	Dec-16
ULTRASOUNI	56,658.23	PHILIPS HEALTH	1703124	60	Dec-16
COMM	567,760.45	ATRION PROJECT	VARIOUS	120	Dec-16
OR	8,899.16	ALIMED	1703472	60	Dec-16
NVSC	6,495.00	COVIDEN	1703750	60	Dec-16
PLANT	9,100.00	MILONE	1620105	120	Dec-16
OR	26,040.00	CARDIO MED	1703743	84	Dec-16
OR	295.92	STERIS	1703058	84	Dec-16
HIS	11,645.16	3M HEALTH 18731	1616705	60	Dec-16
NUCLEAR	5,850.00	PINESTAR	1703759	84	Dec-16
OR	7,370.28	ALIMED	1703469	84	Dec-16
OR	1,860,000.00	INTUITIVE SURGICAL	1704039	84	Dec-16
CENTRAL STI	110,000.00	ADVANCED STERILIZATION	1703849	84	Dec-16
CARDIOLOGY	5,448.96	GE MEDICAL	1616173	84	Dec-16
PLANT	15,588.14	PARK WEST	1704063	120	Dec-16
CENTRAL STI	7,287.00	MEDISAFE	1703738	84	Dec-16
OR	10,750.00	WB MASON	1608995-BL	120	Dec-16
PLANT	10,688.17	O AND G	1704238	120	Dec-16
CENTRAL STI	26,580.10	CARDINAL HEALTH	1704227	120	Dec-16
IT	70,496.00	COMPUMEDICS	1703948	60	Dec-16
BIOMEDICAL	21,945.00	RYAN MEDICAL	1619073	120	Dec-16
NICU	7,125.00	MEDELA	1704567	84	Dec-16

IT	7,411.52	DELL MRKTG 18065	1704225	60	Dec-16	
OR	13,990.00	KARL STORZ	1704414	120	Dec-16	
NVSC	(24,287.46)	D AND D PAINTING	1614102	60	Dec-16	
RAD	10,994.91	MERGE	1704457	60	Jan-17	
	(479.91)	MERGE	1704457	60	Jan-17	
OR	46,542.00	VOCERA	1703737	60	Jan-17	
IT	38,052.03	DELL - 18065	1704231	60	Jan-17	
INVENTORY	1,123.49	INTERMETRO	1703952	240	Jan-17	
	112.06	INTERMETRO	1703952	240	Jan-17	
IT	80.16	DELL - 18065	1704225	60	Jan-17	
	2,778.16	DELL - 18065	1704225	60	Jan-17	
	57,993.94	DELL - 18065	1704225	60	Jan-17	
	28,841.24	DELL - 18065	1704225	60	Jan-17	
PLANT	12,109.81	CHAINIS	1704879	240	Jan-17	
OR	92,620.00	TRUMPF	1704988	84	Jan-17	
SLEEP	1,455.00	MOSER PILON	1705376	240	Jan-17	
PLANT	14,350.00	WALKER RESTORATION	1700043	240	Jan-17	
PLANT	63,329.38	ENVIRONMENTAL SERVICE	1702731	120	Jan-17	
LAB	2,414.88	CDW	1705569	84	Jan-17	
	2,936.13	CDW	1705569	84	Jan-17	
WIC	12,875.00	CHALLENGE ENG	1616364	180	Jan-17	
RAD	44,900.00	MEDICAL IMAGING	1704180	120	Jan-17	
PLANT	4,043.49	O AND G IND	1703278	120	Jan-17	
FOOD	3,186.69	PERFORMANCE INT	1705599	120	Jan-17	
MRI	6,262.80	GETINGE	1705520	120	Jan-17	
PLANT	4,200.00	CLASSIC BLDRS	1700836	240	Jan-17	
PLANT	10,807.00	SIMPLEX	1705425	120	Jan-17	
PLANT	13,063.00	THE S CARPENTER	1703623	300	Jan-17	
CVICU	5,800.00	MEDTRONIC 17359	1706312	60	Jan-17	
RAD	265,401.30	TOSHIBA	1520917	60	Jan-17	
OR	(19,166.00)	STERIS CORP - 16811	1502633	SCHEDULE 1 STRAIGHT	60	Jan-17
HEALTH INFC	(36,162.58)	3M HEALTH	1616705	SCHEDULE 1 STRAIGHT	60	Jan-17
OR	50,000.00	INTUITIVE SURGICAL	1704039	84	Feb-17	
OR	7,333.15	WB MASON	1705901-BL	120	Feb-17	
PLANT	6,565.60	WB MASON	1608995-BL	120	Feb-17	
FOOD	7,838.00	PERFORMANCE INT	1705599	120	Feb-17	
IT	81,007.00	SIEMENS - 20981	1615801	60	Feb-17	
WMUC	12,780.33	CHIANIS & ANDERSON	12780.33	240	Feb-17	
NVSC	85,000.00	ECHOSENS	1704624	84	Feb-17	
OR	295.92	STERIS	1707248	84	Feb-17	
ANES	123,659.00	SIEMENS - 20981	1704630	60	Feb-17	
WIC	6,926.90	WB MASON	1704424	120	Feb-17	
CLIN ENG	62,500.00	BAXTER	1706273	84	Feb-17	
	34.00	BAXTER	1706273	84	Feb-17	
WIC	29,077.00	STERLING SEC	1705797	60	Feb-17	
	(5,577.00)			60	Feb-17	
BARIATRICS	3,350.00	DISPLAY WRIGHT	1708051	180	Feb-17	



WIC	3,500.00	DISPLAY WRIGHT	1708057	180	Feb-17
OR	9,994.95	KARL STORZ	1707452	84	Feb-17
IT	(7,451.29)	SIEMENS 3898	1612127 SCHEDULE 1 STRAIGHT	60	Feb-17
CENTRAL STI	(1,172.80)	CARDINAL HEALTH	1704227	120	Feb-17
RAD	12,085.02	MERGE	1704455	60	Mar-17
	12,085.02	MERGE	1704455	60	Mar-17
CLINICAL ENC	14,429.55	FLUKE	1706335	84	Mar-17
	(24.15)	FLUKE	1706335	84	Mar-17
SLEEP LAB	58,354.02	O AND G	1705880	120	Mar-17
SLEEP LAB	2,910.00	MOSER	1708476	120	Mar-17
SLEEP LAB	2,425.00	MOSER	1708062	120	Mar-17
PLANT	30,549.00	O AND G	1700873	120	Mar-17
	(2,000.00)	O AND G	1700873	120	Mar-17
WOUNDCARE	38,390.00	PERIMED	1705191	84	Mar-17
CENTRAL STI	16,816.50	WB MASON	1705901BL	120	Mar-17
OR	3,699.00	HAYDEN MED	1704106	84	Mar-17
FOOD	11,663.25	PERFORMANCE	1708641	60	Mar-17
IT	90,882.00	SIEMENS	160729	60	Mar-17
EMER	59,250.00	BAXTER	1706273	60	Mar-17
PLANT	12,429.54	GOODHILL	NA (MIKE)	120	Mar-17
OB4 ORTHO	4,769.08	PHILIPS	1706091	60	Mar-17
SH5 MED	2,384.54	PHILIPS	1706091	60	Mar-17
PLANT	5,198.20	VULCAN SEC	1708449	120	Mar-17
OR	9,994.95	KARL STORZ	1708952	84	Mar-17
CRITICAL CAI	7,179.29	PHILIPS	1706111	60	Mar-17
BIO MED	147,360.00	STRATASYS	1709090	60	Mar-17
CARD	22,940.00	CIVCO	1709562	10	Mar-17
WMUC	(12,727.08)	CHIANIS & ANDERSON	12780.33	240	Mar-17
	7,440,759.52				

Explanation	To be paid from
2 new Anesthesia Fabious Tiro machines	Operating cash
2 new patient monitors with easy care cuffs	Operating cash
new sterilization container w/accessories	Operating cash
new ISTAT 1 WIRELESS ANALYZER	Operating cash
new scopes and tray sterilization sterrads	Operating cash
VC- 10 VACUUM curettate system	Operating cash
new Bladder scan w/rolling cart	Operating cash
new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
SUTURE RETRIEVER ACCESSORIES	Operating cash
Sheath High flow arthroscopy & Hopkins scope	Operating cash
B3000 BLACK BADGE & BATTERIES	Operating cash
CO2 MONITOR & ACCESSORIES	Operating cash
Artic Sun 5000E Temp manage system & calibration test unit	Operating cash
20 monitors & 10 Optiplex 7040 SFF w/dual monitor stands	Operating cash
new bldg signage	Operating cash
replace condensing unit	Operating cash
HVAC duct CLEANING & SANTIZING	Operating cash
FIRE & SMOKE DAMPER	Operating cash
New Floor scrubbers (single & dual) and burnisher	Operating cash
deposit for DEHUMIDIFIER in TRAGER BASEMENT	Operating cash
depoisit for EXPANSION VALVE in TRAGER office	Operating cash
deposit for WALL COVERING in AUDITORIUM	Operating cash
AHU-1 Cooling coil replacement	Operating cash
CATH LAB # 2 RENOVATION	Operating cash
SLEEP LAB RENOVATION	Operating cash
Boardroom Project is now complete	Operating cash
4 each of 02 CS hoses & Air CS hoses 10FT Diss Hand	Operating cash
REVERSE OSMOSIS SYSTEM	Operating cash
2 Harmonyair G5 Dual Pkg Light systems	Operating cash
RECUMBENT CROSS TRAINER-the Foundation reimbursed us for this purchase	Foundation Funds
75 sterilization containers	Operating cash
TITANIUM GE MRI TOOL KIT	Operating cash
new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
CART, SINGLE TIER CORNER	Operating cash
CAMERA, CODER & STORAGE	Operating cash
VOLUSON P8	Operating cash
Board, Carbon fiber TTL ACS Radial	Operating cash
Security Alarm install	Operating cash
24 monitors & 12 Optiplex 7040 SFF w/dual monitor stands, plus software	Operating cash
MARKETING FURNITURE-chairs, credenza, tabletop, etc	Operating cash
interior painting from water damage	Operating cash

interior painting from water damage	Operating cash
Counter Fabrication	Operating cash
Prof srvs for FEASABILITY STUDY OPEN OFFICE	Operating cash
Labor & Materials for COUNTER TOPS THROUGHOUT HOSPITAL	Operating cash
Prof Srvs for AUDITORIUM RENOVATION	Operating cash
FIRE STOP Labor & Materials	Operating cash
MAIN MEGAWATT METER REPLACEMENT	Operating cash
EPOXY COATED SHOWER BASE	Operating cash
BLASIOUS 2014 CHEVROLET CRUZE	Operating cash
SLEEP LAB RENOVATION	Operating cash
MEP-SLEEP LAB RENOVATION	Operating cash
RODI PIPING & INSTALL	Operating cash
SEER 1000	Operating cash
MAMMOTEST	Operating cash
EMERGENCY TEMP WALL	Operating cash
FURNISH & INSTALL CARPET & TILE	Operating cash
DAYCARE REMEDIATION	Operating cash
BRIO BEDSIDE CABINETS & OVERHEAD ART	Operating cash
AAON RTU GAS METERING	Operating cash
SYNGO DYNAMICS SYSTEM	Operating cash
REMOVE OLD HTP/ PUT NEW IN ITS PLACE	Operating cash
BRAINLAB OPTICAL	Operating cash
V500 WORKSTATIONS	Operating cash
SMART CARE MONITORING	Operating cash
AQUILLION PRIME 80	Operating cash
MOB 4TH FLOOR LOBBY	Operating cash
FLEX-X UTRETERSCOPE	Operating cash
SLEEP DESIGN MOB	Operating cash
CDIS MULTIGROUPING	Operating cash
LICENSE/ SUPPORT/ TRAINING	Operating cash
CARBON FIBER BOARD	Operating cash
TRANSDUCER CONVEX & LINEAR	Operating cash
OR ROOM REPAIRS	Operating cash
DEHUMIDIFIER INSTALL - TRAGER	Operating cash
VIDEO INTERCOM	Operating cash
SOFTWARE LICENSE FEES	Operating cash
DOOR ACCESS SYSTEM	Operating cash
HARMONY LIGHTS/ FP	Operating cash
CABLING	Operating cash
CABINET & SHELVES	Operating cash
FRAME NEW WALL	Operating cash
CABINETS	Operating cash
CIRCUIT FOR INBND/OUTBND SWITCHING	Operating cash
DISPOSABLE LINERS	Operating cash
PCKGO HEAT EXCHGE/PUMP REPLACEMENT	Operating cash
SLEEP LAB PROJECT	Operating cash

SLEEP LAB PROJECT	Operating cash
CARPET CHILD DEV	Operating cash
INTUITIVE ROBOT BUYOUT	Operating cash
EV100 CLINICAL PLTFM & SERVICE	Operating cash
EV100 CLINICAL PLTFM & SERVICE	Operating cash
FURNISH & INSTALL CARPET & TILE	Operating cash
FURNITURE	Operating cash
DOUBLE CATCH BASIN	Operating cash
911 PJT- BLOCK WINDOWS IN LAWLOR	Operating cash
911 PJT- CONSTRUCTION PROCESS	Operating cash
911 PJT- FLOORING VINYL	Operating cash
911 PJT- DUCTWORK & EXHAUST FANS INSTALL	Operating cash
911 PJT- ELECTRICAL CONTROLS	Operating cash
911 PJT- PAINTING STAIRWELLS	Operating cash
911 PJT- SECURITY WORK SPACE	Operating cash
911 PJT- STRIPPING AND WAXING FLOORS	Operating cash
911 PJT- INTERIOR SIGNS	Operating cash
911 PJT-ACCESS CONTROL SYSTEM	Operating cash
911 PJT-SPRINKLER HEADS	Operating cash
INTERIOR SIGN BRAILLE	Operating cash
V500 WORKSTATIONS	Operating cash
1320 WEST MAIN ADDITION	Operating cash
BOLLAND AT OXYGEN TANKS REMOVE & INSTALL	Operating cash
4 FT POS PRESS RECIRC COMP	Operating cash
HARMONY DUAL & SINGLE LIGHTING	Operating cash
DR TRAGER NEW FLOOR & FURNITURE	Operating cash
ULTRASOUND SPARQ	Operating cash
ATRION TELEPHONE SYSTEM	Operating cash
LIFE POLE W/LIFT & ASSIST	Operating cash
BRAVO RECEIVER/SOFTWARE/RECORDER	Operating cash
PROFESSIONAL DESIGN	Operating cash
TITAN 450 WATT ZENON LIGHT	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
CDIS TRAINNG/LICENSE	Operating cash
ATOMLAB 500 DOSE CALIB	Operating cash
ULTRAFIN LITHO STIRUP PAIR	Operating cash
IS4000 DA VINCI XI	Operating cash
STERRAD 100NX <sup>TM</sup>	Operating cash
SEER 1000	Operating cash
WEST MAIN TRANSFORMER RELOCATION	Operating cash
ROBOTIC CARRIER FOR NIGARA	Operating cash
FLOORING	Operating cash
BASE BID	Operating cash
CART W ACCESSORIES	Operating cash
PROFUSION UPGRADE	Operating cash
CADAVER LIFT CONVEYOR	Operating cash
ENTERAL SYRINGE PUMP	Operating cash

COMPELLENT SC220 ENCLOSURE	Operating cash
POWER LED 175 LIGHT SOURCE	Operating cash
NVSC PAINTING (WATER DAMAGE)	Operating cash
HP DL380 G9 8GB RAM	Operating cash
HP DL380 G9 8GB RAM	Operating cash
LICENSE/ SOFTWARE/ SUPPORT	Operating cash
POWEREDGE R730 SERVER	Operating cash
SHELVING	Operating cash
SHELVING	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
WEST MAIN ADDITION	Operating cash
TRUSYSTEM 7000DV & ROBOTIC PKG	Operating cash
MOB SLEEP LAB RENOVATION	Operating cash
PARKING GARAGE ASSESSMENT CONDITION	Operating cash
LIGHTING UPGRADE	Operating cash
SUNQUEST PJT/ TV, DESK,ACCESS	Operating cash
SUNQUEST PJT/ TV, DESK,ACCESS	Operating cash
OR LIGHT SUPPORT SYSTEM	Operating cash
SHIMADZU PORTABLE X-RAY	Operating cash
WALLS IN SLEEP LAB	Operating cash
GAS CHARBOILER	Operating cash
WARMING CABINET #5524	Operating cash
MOB 4TH FL LOBBY NEW WALL & DOOR	Operating cash
FIRE ALARM PANEL	Operating cash
O'BRIEN PLUMBING	Operating cash
PACEMAKER EXTERNAL	Operating cash
AQUILION CT SCAN PYMT	Operating cash
MONITORS, CAMERAS, LIGHT PKG	Operating cash
LICENSE/ SUPPORT/ TRAINING	Operating cash
TABLE MOTION UPGRADE	Operating cash
FLOORING	Operating cash
FLOORING	Operating cash
GAS CHARBOILER INSTALL	Operating cash
SERVERS	Operating cash
PROFESSIONAL SERVICES WMUC	Operating cash
FIBROSCAN 502 TOUCH	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
ACUSON SC2000 MAINFRAME	Operating cash
CHAIRS, ALL STEEL TASK	Operating cash
SPECTRUM IV PUMPS	Operating cash
SPECTRUM IV PUMPS	Operating cash
ADDITIONAL CAMERAS	Operating cash
ADDITIONAL CAMERAS	Operating cash
SHELVING & CABINETS	Operating cash

BASE CABINET & COUNTERTOPS	Operating cash
URETERSCOPE FLEXIBLE	Operating cash
SYNGO DYNAMICS SYSTEM	Operating cash
CART W ACCESSORIES	Operating cash
SOFTWARE SERVICES	Operating cash
SOFTWARE SERVICES	Operating cash
INFUSION ANALYZER	Operating cash
INFUSION ANALYZER	Operating cash
APPLICATION & CERTIFICATE	Operating cash
ARCHITECTUAL/MEP	Operating cash
ARCHITECTUAL/MEP	Operating cash
TRIAGE PROJECT	Operating cash
TRIAGE PROJECT	Operating cash
PF6001 MAIN UNIT	Operating cash
FLOORING/INSTALL	Operating cash
MARTINS ARM RETRACTOR	Operating cash
ESPRESSO MACHINE	Operating cash
UPGRADE VIRTUAL SIS SERVER	Operating cash
SPECTRUM IV PUMPS	Operating cash
PIPE TESTING PJT 911	Operating cash
MONITOR DEMOSURE SIGNVS4	Operating cash
MONITOR DEMOSURE SIGNVS4	Operating cash
DEPT OF MEDICINE DOOR	Operating cash
FLEX-X URETERSCOPE	Operating cash
INTELLIVUE MULTI SERVER	Operating cash
PRINTER CONNEX 3D	Operating cash
ASTER TEE (WATER & AIR) SYSTEM	Operating cash
PROFESSIONAL SERVICES WMUC	Operating cash

**Acct #      Project Name**

1600-0001 CIP Holding

1600-0002 Oncology Center Project

1600-0003 MRI Project

1600-0004 Atrion Project

1600-0005 Cheshire Project

1600-0006 Northwest 911 Project

1600-0007 Cardiac Cath Lab Project

1600-0008 Naugatuck Urgent Care

1600-0009 EPIC Project

1600-0010 East Main Street Urgent Care

1600-0011 Wound Care Lobby

1600-0012 Ambulatory Pavillion

1600-0013 West Main Street Urgent Care

<b>Project Description</b>	<b>Balance as of</b>	<b>Aug-Sep</b>
	<b>7/31/16</b>	<b>Additions</b>
CIP Holding	448,951.00	(445,893.03)
Renovations to Dr Bowen's office located in the HLRCC	495,723.17	145,129.30
Renovations to new MRI area and Behavioural Health in Emer Rm - 4 Phases to project	3,387,211.50	588,798.05
Phase I of new phone system project	529,483.69	38,021.76
New construction for a Cheshire Urgent Care Ctr and a Primary Care/Specialty Practice	411,202.86	1,173,005.58
Renovations to 2nd floor of Lawlor Bldg for 911 Call Center	342,014.94	6,475.00
Renovations for a new Cardiac Cath Lab	1,680.00	647,552.69
Construction for a new Urgent Care Ctr in Naugatuck - Project was put off until after FY2017, expenses were for Architect designs	7,377.50	3,688.75
Project to convert our systems to EPIC to be consistent with Trinity Systems	-	-
Construction for a new Urgent Care Ctr in Waterbury located near Costco	-	-
Renovations to the Wound Care Lobby	-	-
Construction of new Ambulatory Pavillion	-	-
Renovations to West Main Street Urgent Care - Additions	-	-



Balance as of 9/30/16	of Oct-Mar Additions	Balance as of 3/31/17	Project Start Date	Project expected end date	Project Budget
3,057.97	1,202.03	4,260.00			
640,852.47	568,487.73	1,209,340.20	Apr-16	FY 2017	940,000
3,976,009.55	818,747.88	4,794,757.43	Sep-15	Jun-17	5,800,000
567,505.45	(567,505.45)	-	Jan-16	Nov-16	567,505
1,584,208.44	323,873.45	1,908,081.89	Mar-16	FY 2017	2,320,388
348,489.94	(348,489.94)	-	Feb-16	Nov-16	250,000
649,232.69	41,566.49	690,799.18	May-16	FY 2017	815,823
11,066.25	41,884.50	52,950.75	FY 2018	FY 2019	2,100,000
-	2,638,475.44	2,638,475.44	Oct-16	FY 2018	20,000,000
-	588,004.49	588,004.49	Jan-17	Jul-17	3,400,000
-	6,273.90	6,273.90	Mar-17	FY 2017	49,750
-	48,528.48	48,528.48	Jan-17	FY 2019	38,000,000
-	14,495.27	14,495.27	Mar-17	FY 2018	585,000

**To be paid from**

Operating cash

Operating cash

Operating cash, plus a  
767,013 from a State  
grant

Operating cash

Operating cash

Operating cash

Operating cash

Operating cash

Operating cash &  
possible loan from  
Trinity

Operating cash

Operating Cash  
Needs Approval

Operating Cash

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	Six Months Ended March 31 2017
<b>Operating activities:</b>	
Increase in net assets	\$ 21,111,000
<b>Adjustments to reconcile change in net assets to net cash used in operating activities:</b>	
Depreciation and amortization	19,210,000
Bad debts	8,642,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,682,000
Equity transfer	340,000
<b>Changes in:</b>	
Accounts receivable--patients, net	(28,171,000)
Due from affiliated entities	10,492,000
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(51,000)
Prepaid expenses	1,064,000
Other assets	(2,266,000)
Accounts payable	(3,539,000)
Salary and wages, payroll taxes and amounts withheld from employees	(6,747,000)
Due to third party reimbursement agencies	(1,444,000)
Other current liabilities	719,000
Accrued pension and retiree health costs	(18,003,000)
Other long term liabilities	800,000
<b>Net cash provided by operating activities</b>	<b>10,819,000</b>
 <b>Investing activities:</b>	
Purchases of property, plant and equipment, net	(23,528,000)
Decrease in assets whose use is limited	(1,814,000)
Decrease in investments	14,854,000
<b>Net cash used in investing activities</b>	<b>(10,488,000)</b>
 <b>Financing activities</b>	
Principal payments on long-term debt	(2,750,000)
<b>Net cash used in financing activities</b>	<b>(2,750,000)</b>
 <b>Net decrease in cash and cash equivalents</b>	<b>(2,419,000)</b>
 <b>Cash and cash equivalents at beginning of period</b>	<b>17,282,000</b>
<b>Cash and cash equivalents at end of period</b>	<b>14,863,000</b>

**TRINITY HEALTH - NEW ENGLAND, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	Six Months Ended March 31 2017
<b>Operating activities:</b>	
Increase in net assets	\$ 14,628,000
<b>Adjustments to reconcile change in net assets to net cash used in operating activities:</b>	
Depreciation and amortization	30,251,000
Bad debts	16,997,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,738,000
Equity transfer	(5,433,000)
<b>Changes in:</b>	
Accounts receivable--patients, net	(30,659,000)
Due from affiliated entities	(3,334,000)
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(926,000)
Prepaid expenses	1,178,000
Other assets	682,000
Accounts payable	(4,606,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,710,000)
Due to third party reimbursement agencies	251,000
Other current liabilities	1,488,000
Accrued pension and retiree health costs	(25,380,000)
Other long term liabilities	(17,282,000)
<b>Net cash used in operating activities</b>	<b>(21,137,000)</b>
<b>Investing activities:</b>	
Purchases of property, plant and equipment, net	(36,404,000)
Decrease in assets whose use is limited	24,823,000
Decrease in investments	12,909,000
<b>Net cash provided by investing activities</b>	<b>1,328,000</b>
<b>Financing activities</b>	
Principal payments on long-term debt	(3,040,000)
<b>Net cash used in financing activities</b>	<b>(3,040,000)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(22,849,000)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>72,316,000</b>
<b>Cash and cash equivalents at end of period</b>	<b>49,467,000</b>

**Attachment A**

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**Cost Savings/Synergies 10/1/2016-3/31/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
<b>A.</b>	Salaries & Wages	
<b>B.</b>	Fringe Benefits (pension)	\$2,300
<b>C.</b>	Contractual Labor Fees	
<b>D.</b>	Medical Supplies and Pharmaceutical Cost	\$1,664
<b>E.</b>	Depreciation and Amortization	
<b>F.</b>	Bad Debts	
<b>G.</b>	Interest Expense	\$226
<b>H.</b>	Malpractice Insurance Cost	\$650
<b>I.</b>	Utilities	
<b>J.</b>	Business Expenses (insurance and IT )	
<b>K.</b>	Other Operating Expense	<u>\$219</u>
	Total savings 10/1-3/31	<u><u>\$5,059</u></u>

**CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.**

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended March 31, 2017

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31<sup>st</sup> and November 30<sup>th</sup>, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. As previously reported, one immediate benefit was the successful restructuring of Johnson’s debt as of December 31, 2015 with an intercompany loan from Trinity Health – New England, Inc. In addition, Saint Francis Hospital and Medical Center forgave a loan due from Johnson in the amount of \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$30,000 for the six month period ended March 31, 2017.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This produced an overall decrease in annual premiums for malpractice, workers compensation and other business policies of approximately \$1.0 million. Savings realized for the six month period ended March 31, 2017 of \$114,000. Furthermore, additional insurance premium savings of \$198,000 will be realized for the annual period 7/1/2017 through 6/30/2018.

There have been significant efforts to centralize support functions across Trinity Health-New England including Finance, Revenue Cycle, and Information Systems. This has resulted in reduction of costs at Johnson of \$720,000 for the six months ended March 31, 2017.

In addition, Johnson has benefited from the utilization of both regional and system office Legal Services, Compliance and Audit departments. The decrease in legal fees, consulting and auditing costs associated with this transition was \$615,000 for the six month period ended March 31, 2017.

Non-salary information technology costs of \$308,000 were transferred to the region at the beginning of FY 2017. Other cost reductions due to regionalization were \$47,000 and \$43,000 in advertising and recruitment expenses. Johnson's portion of these costs are now included in the regional allocation.

The above savings are offset by a regional allocation of \$639,660 for the six month period included in other operating expenses in **Attachment A**.

During the first calendar quarter of 2017, the Enfield Oncology staff transitioned to employees of Saint Francis. This transition allows both Saint Francis and Johnson to share resources across both campuses, provide enhanced compensation packages for employees and has resulted in a lower cost to Johnson through this arrangement. Annual savings associated with this staffing restructure is \$137,000 and \$86,000 was realized for the six month period ended March 31, 2017.

In addition to the cost savings, Johnson has been able to leverage the expertise and resources at Saint Francis Hospital and Medical Center, Trinity Health-New England and Trinity Health in each of the areas identified above.

Interest and insurance savings related to JMMC are included in the amounts described above. There are no additional cost savings within JMMC.

Johnson transitioned to the Trinity Total Rewards program for employee compensation and benefits. Johnson provided its employees with a 2% pay increase on September 1<sup>st</sup>. Effective 1/1/2017, Johnson employees are participating in Trinity Health's defined contribution plan which provides for a core employer contribution for all employees and matching contributions funded bi-weekly for those employees who make deferrals into the plan. The new health insurance program provides comprehensive coverage at a lower average employee contribution compared to what had previously been provided.

Lastly, Trinity Health – New England, Inc. (TH – NE) working with Trinity Health has engaged consultants to continue to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.0 million benefit to the Connecticut hospitals within TH - NE.

We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health system contracts. Supply chain savings Savings realized during the six month period was \$75,000.

See **Attachment A** for expense savings by category. Also, refer to financial statistics noting significant improvement in financial performance since the acquisition of Johnson by TH – NE.

2. *the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

Since joining Trinity Health – New England, Johnson has received the Gold Seal 3-year Joint Commission Accreditation, and has experienced improvements in both patient experience and clinical quality. Areas of clinical quality improvement have been in decreased sepsis in readmission rates, and a reduction in serious safety events were marginal.

Also, Johnson's average daily census and year to date discharges continue to remain strong and Johnson's overall financial performance has improved significantly since the affiliation.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment B**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment C** for Financial Indicators.



## Attachment A

**Johnson Memorial Hospital**  
**Cost Savings/Synergies 10/1/2016-3/31/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	\$1,675
B.	Fringe Benefits (workers comp)	\$335
C.	Contractual Labor Fees	(\$1,204)
D.	Medical Supplies and Pharmaceutical Cost	\$75
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$30
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$114
K.	Other Operating Expense	\$373
	Total savings 10/1/2016-3/31/2017	<u><u>\$1,398</u></u>

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$85,944	\$369,304	\$283,360	330%
2	Short Term Investments	\$1,610,228	\$1,396,623	(\$213,605)	-13%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$9,060,046	(\$8,356,653)	-48%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$1,717,728	\$204,255	13%
8	Prepaid Expenses	\$676,712	\$694,419	\$17,707	3%
9	Other Current Assets	\$3,525,137	\$2,632,601	(\$892,536)	-25%
	<b>Total Current Assets</b>	<b>\$24,828,193</b>	<b>\$15,870,721</b>	<b>(\$8,957,472)</b>	<b>-36%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,180,806	(\$21,359)	-1%
7	Other Noncurrent Assets	\$805,530	\$693,519	(\$112,011)	-14%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$20,747,175	\$26,423,836	\$5,676,661	27%
2	Less: Accumulated Depreciation	\$861,533	\$2,364,255	\$1,502,722	174%
	<b>Property, Plant and Equipment, Net</b>	<b>\$19,885,642</b>	<b>\$24,059,581</b>	<b>\$4,173,939</b>	<b>21%</b>
3	Construction in Progress	\$870,370	\$88,188	(\$782,182)	-90%
	<b>Total Net Fixed Assets</b>	<b>\$20,756,012</b>	<b>\$24,147,769</b>	<b>\$3,391,757</b>	<b>16%</b>
	<b>Total Assets</b>	<b>\$49,591,900</b>	<b>\$43,892,815</b>	<b>(\$5,699,085)</b>	<b>-11%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A.</b>	<b>Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$3,250,101	(\$1,232,369)	-27%
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,527,469	\$37,957	2%
3	Due To Third Party Payers	\$843,823	\$1,538,891	\$695,068	82%
4	Due To Affiliates	\$23,268,975	\$10,527,920	(\$12,741,055)	-55%
5	Current Portion of Long Term Debt	\$388,912	\$392,827	\$3,915	1%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$531,683	\$469,090	(\$62,593)	-12%
	<b>Total Current Liabilities</b>	<b>\$32,005,375</b>	<b>\$18,706,298</b>	<b>(\$13,299,077)</b>	<b>-42%</b>
<b>B.</b>	<b>Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Other Long Term Debt	\$0	\$0	\$0	0%
	<b>Total Long Term Debt</b>	<b>\$22,258,008</b>	<b>\$21,525,532</b>	<b>(\$732,476)</b>	<b>-3%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$954,733	\$1,000,286	\$45,553	5%
	<b>Total Long Term Liabilities</b>	<b>\$23,212,741</b>	<b>\$22,525,818</b>	<b>(\$686,923)</b>	<b>-3%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C.</b>	<b>Net Assets:</b>				
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,084,231	\$8,252,920	-134%
2	Temporarily Restricted Net Assets	\$542,473	\$576,468	\$33,995	6%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	<b>Total Net Assets</b>	<b>(\$5,626,216)</b>	<b>\$2,660,699</b>	<b>\$8,286,915</b>	<b>-147%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$49,591,900</b>	<b>\$43,892,815</b>	<b>(\$5,699,085)</b>	<b>-11%</b>

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$168,025,861	\$87,365,340	(\$80,660,521)	-48%
2	Less: Allowances	\$106,771,249	\$53,863,364	(\$52,907,885)	-50%
3	Less: Charity Care	\$160,880	\$73,514	(\$87,366)	-54%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$61,093,732</b>	<b>\$33,428,462</b>	<b>(\$27,665,270)</b>	<b>-45%</b>
5	Provision for Bad Debts	\$1,977,084	\$1,137,539	(\$839,545)	-42%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$59,116,648</b>	<b>\$32,290,923</b>	<b>(\$26,825,725)</b>	<b>-45%</b>
6	Other Operating Revenue	\$2,726,640	\$634,205	(\$2,092,435)	-77%
7	Net Assets Released from Restrictions	\$18,000	\$23,149	\$5,149	29%
	<b>Total Operating Revenue</b>	<b>\$61,861,288</b>	<b>\$32,948,277</b>	<b>(\$28,913,011)</b>	<b>-47%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$25,747,624	\$11,734,864	(\$14,012,760)	-54%
2	Fringe Benefits	\$6,228,877	\$2,764,667	(\$3,464,210)	-56%
3	Physicians Fees	\$5,219,086	\$1,363,342	(\$3,855,744)	-74%
4	Supplies and Drugs	\$10,205,613	\$5,686,294	(\$4,519,319)	-44%
5	Depreciation and Amortization	\$3,012,066	\$1,288,094	(\$1,723,972)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$913,249	\$420,217	(\$493,032)	-54%
8	Malpractice Insurance Cost	\$293,627	(\$27,394)	(\$321,021)	-109%
9	Other Operating Expenses	\$15,310,826	\$9,319,622	(\$5,991,204)	-39%
	<b>Total Operating Expenses</b>	<b>\$66,930,968</b>	<b>\$32,549,706</b>	<b>(\$34,381,262)</b>	<b>-51%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$5,069,680)</b>	<b>\$398,571</b>	<b>\$5,468,251</b>	<b>-108%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$33,526	\$0	(\$33,526)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$241,788)	(\$48,615)	\$193,173	-80%
	<b>Total Non-Operating Revenue</b>	<b>(\$208,262)</b>	<b>(\$48,615)</b>	<b>\$159,647</b>	<b>-77%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$5,277,942)</b>	<b>\$349,956</b>	<b>\$5,627,898</b>	<b>-107%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	(\$605,078)	\$0	\$605,078	-100%
	<b>Total Other Adjustments</b>	<b>(\$605,078)</b>	<b>\$0</b>	<b>\$605,078</b>	<b>-100%</b>

<b>JOHNSON MEMORIAL HOSPITAL</b>					
<b>NINE MONTHS ACTUAL FILING</b>					
<b>FISCAL YEAR 2017</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(3)</b>	<b>(5)</b>	<b>(6)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 MARCH</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>
	<b>Excess/(Deficiency) of Revenue Over Expense</b>	<b>(\$5,883,020)</b>	<b>\$349,956</b>	<b>\$6,232,976</b>	<b>-106%</b>

Johnson Memorial Hospital
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	Mar 17 YTD	Sept16* YTD	Comments
Monthly Financial Measurement/Indicators			
<b>A. Operating Performance:</b>			
Operating Margin	1.2%	-7.0%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.4%	-0.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.3%	1.0%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8	0.8	current assets/current liabilities
Days Cash on Hand	15.5	9.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YT
Days in Net Accounts Receivables	76.9	109.4	net ar/net patient ser rev/days in yr
Average Payment Period	164.0	186.9	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	823.7%	-402.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	89.0%	133.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	8.1%	7.5%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.0	(4.5)	EBIT/Interest expense
Debt Service Coverage Ratio	2.59 x	-0.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	6.1%	-11.3%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations*	\$ 399	\$ (3,214)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 350	\$ (3,474)	Net gain(loss)
EBIDA	\$ 2,107	\$ (247)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,766	\$ 1,696	from bs
Net Working Capital	\$ (2,835)	\$ (7,177)	current assets-current liabilities
Unrestricted Assets	\$ 2,084	\$ (6,169)	from bs

\*reflects 01/16-09/30/16

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$85,944	\$369,304	\$283,360	330%
2	Short Term Investments	\$1,610,228	\$1,396,623	(\$213,605)	-13%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$9,060,046	(\$8,356,653)	-48%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$1,717,728	\$204,255	13%
8	Prepaid Expenses	\$676,712	\$694,419	\$17,707	3%
9	Other Current Assets	\$3,525,137	\$2,632,601	(\$892,536)	-25%
	<b>Total Current Assets</b>	<b>\$24,828,193</b>	<b>\$15,870,721</b>	<b>(\$8,957,472)</b>	<b>-36%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,180,806	(\$21,359)	-1%
7	Other Noncurrent Assets	\$805,530	\$693,519	(\$112,011)	-14%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$20,747,175	\$26,423,836	\$5,676,661	27%
2	Less: Accumulated Depreciation	\$861,533	\$2,364,255	\$1,502,722	174%
	<b>Property, Plant and Equipment, Net</b>	<b>\$19,885,642</b>	<b>\$24,059,581</b>	<b>\$4,173,939</b>	<b>21%</b>
3	Construction in Progress	\$870,370	\$88,188	(\$782,182)	-90%
	<b>Total Net Fixed Assets</b>	<b>\$20,756,012</b>	<b>\$24,147,769</b>	<b>\$3,391,757</b>	<b>16%</b>
	<b>Total Assets</b>	<b>\$49,591,900</b>	<b>\$43,892,815</b>	<b>(\$5,699,085)</b>	<b>-11%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$3,250,101	(\$1,232,369)	-27%
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,527,469	\$37,957	2%
3	Due To Third Party Payers	\$843,823	\$1,538,891	\$695,068	82%
4	Due To Affiliates	\$23,268,975	\$10,527,920	(\$12,741,055)	-55%
5	Current Portion of Long Term Debt	\$388,912	\$392,827	\$3,915	1%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$531,683	\$469,090	(\$62,593)	-12%
	<b>Total Current Liabilities</b>	<b>\$32,005,375</b>	<b>\$18,706,298</b>	<b>(\$13,299,077)</b>	<b>-42%</b>
	<b>B. <u>Long Term Debt:</u></b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Other Long Term Debt	\$0	\$0	\$0	0%
	<b>Total Long Term Debt</b>	<b>\$22,258,008</b>	<b>\$21,525,532</b>	<b>(\$732,476)</b>	<b>-3%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$954,733	\$1,000,286	\$45,553	5%
	<b>Total Long Term Liabilities</b>	<b>\$23,212,741</b>	<b>\$22,525,818</b>	<b>(\$686,923)</b>	<b>-3%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	<b>C. <u>Net Assets:</u></b>				
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,084,231	\$8,252,920	-134%
2	Temporarily Restricted Net Assets	\$542,473	\$576,468	\$33,995	6%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	<b>Total Net Assets</b>	<b>(\$5,626,216)</b>	<b>\$2,660,699</b>	<b>\$8,286,915</b>	<b>-147%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$49,591,900</b>	<b>\$43,892,815</b>	<b>(\$5,699,085)</b>	<b>-11%</b>



JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$168,025,861	\$87,365,340	(\$80,660,521)	-48%
2	Less: Allowances	\$106,771,249	\$53,863,364	(\$52,907,885)	-50%
3	Less: Charity Care	\$160,880	\$73,514	(\$87,366)	-54%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$61,093,732</b>	<b>\$33,428,462</b>	<b>(\$27,665,270)</b>	<b>-45%</b>
5	Provision for Bad Debts	\$1,977,084	\$1,137,539	(\$839,545)	-42%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$59,116,648</b>	<b>\$32,290,923</b>	<b>(\$26,825,725)</b>	<b>-45%</b>
6	Other Operating Revenue	\$2,726,640	\$634,205	(\$2,092,435)	-77%
7	Net Assets Released from Restrictions	\$18,000	\$23,149	\$5,149	29%
	<b>Total Operating Revenue</b>	<b>\$61,861,288</b>	<b>\$32,948,277</b>	<b>(\$28,913,011)</b>	<b>-47%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$25,747,624	\$11,734,864	(\$14,012,760)	-54%
2	Fringe Benefits	\$6,228,877	\$2,764,667	(\$3,464,210)	-56%
3	Physicians Fees	\$5,219,086	\$1,363,342	(\$3,855,744)	-74%
4	Supplies and Drugs	\$10,205,613	\$5,686,294	(\$4,519,319)	-44%
5	Depreciation and Amortization	\$3,012,066	\$1,288,094	(\$1,723,972)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$913,249	\$420,217	(\$493,032)	-54%
8	Malpractice Insurance Cost	\$293,627	(\$27,394)	(\$321,021)	-109%
9	Other Operating Expenses	\$15,310,826	\$9,319,622	(\$5,991,204)	-39%
	<b>Total Operating Expenses</b>	<b>\$66,930,968</b>	<b>\$32,549,706</b>	<b>(\$34,381,262)</b>	<b>-51%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$5,069,680)</b>	<b>\$398,571</b>	<b>\$5,468,251</b>	<b>-108%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$33,526	\$0	(\$33,526)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$241,788)	(\$48,615)	\$193,173	-80%
	<b>Total Non-Operating Revenue</b>	<b>(\$208,262)</b>	<b>(\$48,615)</b>	<b>\$159,647</b>	<b>-77%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$5,277,942)</b>	<b>\$349,956</b>	<b>\$5,627,898</b>	<b>-107%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	(\$605,078)	\$0	\$605,078	-100%
	<b>Total Other Adjustments</b>	<b>(\$605,078)</b>	<b>\$0</b>	<b>\$605,078</b>	<b>-100%</b>
	<b>Excess/(Deficiency) of Revenue Over Expense</b>	<b>(\$5,883,020)</b>	<b>\$349,956</b>	<b>\$6,232,976</b>	<b>-106%</b>

<b>JOHNSON MEMORIAL HOSPITAL</b>					
<b>NINE MONTHS ACTUAL FILING</b>					
<b>FISCAL YEAR 2017</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(3)</b>	<b>(5)</b>	<b>(6)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 MARCH</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>31-Mar-17</b>				
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>				
(1)	(2)	(3)	(4)	(5)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
I.	<b>ASSETS</b>			
A.	<b>Current Assets:</b>			
1	Cash and Cash Equivalents	\$20,572,000	\$19,853,000	(\$719,000)
2	Short Term Investments	\$23,000	\$0	(\$23,000)
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$26,298,000	\$27,705,000	\$1,407,000
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0
5	Due From Affiliates	\$0	\$0	\$0
6	Due From Third Party Payers	\$0	\$0	\$0
7	Inventories of Supplies	\$3,889,000	\$4,559,000	\$670,000
8	Prepaid Expenses	\$2,930,000	\$2,561,000	(\$369,000)
9	Other Current Assets	\$3,114,000	\$2,185,000	(\$929,000)
	<b>Total Current Assets</b>	<b>\$56,826,000</b>	<b>\$56,863,000</b>	<b>\$37,000</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>			
1	Held by Trustee	\$15,480,000	\$15,681,000	\$201,000
2	Board Designated for Capital Acquisition	\$0	\$0	\$0
3	Funds Held in Escrow	\$0	\$0	\$0
4	Other Noncurrent Assets Whose Use is Limited	\$6,000	\$6,000	\$0
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$15,486,000</b>	<b>\$15,687,000</b>	<b>\$201,000</b>
5	Interest in Net Assets of Foundation	\$5,549,000	\$5,810,000	\$261,000
6	Long Term Investments	\$10,973,000	\$11,487,000	\$514,000
7	Other Noncurrent Assets	\$25,740,000	\$10,565,000	(\$15,175,000)
C.	<b>Net Fixed Assets:</b>			
1	Property, Plant and Equipment	\$91,358,000	\$97,843,000	\$6,485,000
2	Less: Accumulated Depreciation	\$2,656,000	\$10,694,000	\$8,038,000
	<b>Property, Plant and Equipment, Net</b>	<b>\$88,702,000</b>	<b>\$87,149,000</b>	<b>(\$1,553,000)</b>
3	Construction in Progress	\$7,780,000	\$11,956,000	\$4,176,000
	<b>Total Net Fixed Assets</b>	<b>\$96,482,000</b>	<b>\$99,105,000</b>	<b>\$2,623,000</b>
	<b>Total Assets</b>	<b>\$211,056,000</b>	<b>\$199,517,000</b>	<b>(\$11,539,000)</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>31-Mar-17</b>				
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>				
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
<b>II. LIABILITIES AND NET ASSETS</b>				
<b>A. Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$15,420,000	\$18,915,000	\$3,495,000
2	Salaries, Wages and Payroll Taxes	\$5,045,000	\$4,123,000	(\$922,000)
3	Due To Third Party Payers	\$1,262,000	\$416,000	(\$846,000)
4	Due To Affiliates	\$0	\$0	\$0
5	Current Portion of Long Term Debt	\$89,000	\$0	(\$89,000)
6	Current Portion of Notes Payable	\$0	\$0	\$0
7	Other Current Liabilities	\$15,913,000	\$11,558,000	(\$4,355,000)
	<b>Total Current Liabilities</b>	<b>\$37,729,000</b>	<b>\$35,012,000</b>	<b>(\$2,717,000)</b>
<b>B. Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0
	<b>Total Long Term Debt</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
3	Accrued Pension Liability	\$83,306,000	\$80,137,000	(\$3,169,000)
4	Other Long Term Liabilities	\$9,341,000	\$8,303,000	(\$1,038,000)
	<b>Total Long Term Liabilities</b>	<b>\$92,647,000</b>	<b>\$88,440,000</b>	<b>(\$4,207,000)</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0
<b>C. Net Assets:</b>				
1	Unrestricted Net Assets or Equity	\$62,162,000	\$57,279,000	(\$4,883,000)
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,055,000	\$85,000
3	Permanently Restricted Net Assets	\$16,548,000	\$16,731,000	\$183,000
	<b>Total Net Assets</b>	<b>\$80,680,000</b>	<b>\$76,065,000</b>	<b>(\$4,615,000)</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$211,056,000</b>	<b>\$199,517,000</b>	<b>(\$11,539,000)</b>



(6)
%
<b>DIFFERENCE</b>
23%
-18%
-67%
0%
-100%
0%
-27%
<b>-7%</b>
0%
0%
<b>0%</b>
-4%
-11%
<b>-5%</b>
0%
-8%
4%
1%
<b>-6%</b>
<b>-5%</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>6 MONTHS ENDED MARCH 31, 2017 AND 2016</b>				
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>				
(1)	(2)	(3)	(4)	(5)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
<b>A. Operating Revenue:</b>				
1	Total Gross Patient Revenue	\$406,827,000	\$440,801,000	\$33,974,000
2	Less: Allowances	\$268,852,000	\$300,974,000	\$32,122,000
3	Less: Charity Care	\$855,000	\$2,834,000	\$1,979,000
4	Less: Other Deductions	\$0	\$0	\$0
	<b>Total Net Patient Revenue</b>	<b>\$137,120,000</b>	<b>\$136,993,000</b>	<b>(\$127,000)</b>
5	Provision for Bad Debts	\$4,961,000	\$3,494,000	(\$1,467,000)
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$132,159,000</b>	<b>\$133,499,000</b>	<b>\$1,340,000</b>
6	Other Operating Revenue	\$5,743,000	\$4,849,000	(\$894,000)
7	Net Assets Released from Restrictions	\$0	\$0	\$0
	<b>Total Operating Revenue</b>	<b>\$137,902,000</b>	<b>\$138,348,000</b>	<b>\$446,000</b>
<b>B. Operating Expenses:</b>				
1	Salaries and Wages	\$45,110,000	\$48,444,000	\$3,334,000
2	Fringe Benefits	\$14,267,000	\$7,923,000	(\$6,344,000)
3	Physicians Fees	\$9,153,000	\$7,176,000	(\$1,977,000)
4	Supplies and Drugs	\$22,612,000	\$23,419,000	\$807,000
5	Depreciation and Amortization	\$5,737,000	\$8,042,000	\$2,305,000
6	Bad Debts	\$0	\$0	\$0
7	Interest Expense	\$119,000	\$2,000	(\$117,000)
8	Malpractice Insurance Cost	\$2,351,000	\$1,560,000	(\$791,000)
9	Other Operating Expenses	\$25,121,000	\$26,618,000	\$1,497,000
	<b>Total Operating Expenses</b>	<b>\$124,470,000</b>	<b>\$123,184,000</b>	<b>(\$1,286,000)</b>
	<b>Income/(Loss) From Operations</b>	<b>\$13,432,000</b>	<b>\$15,164,000</b>	<b>\$1,732,000</b>
<b>C. Non-Operating Revenue:</b>				
1	Income from Investments	\$218,000	\$490,000	\$272,000
2	Gifts, Contributions and Donations		\$0	\$0
3	Other Non-Operating Gains/(Losses)	\$55,000	\$50,000	(\$5,000)
	<b>Total Non-Operating Revenue</b>	<b>\$273,000</b>	<b>\$540,000</b>	<b>\$267,000</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$13,705,000</b>	<b>\$15,704,000</b>	<b>\$1,999,000</b>
<b>Other Adjustments:</b>				
	Unrealized Gains/(Losses)	\$0	\$0	\$0
	All Other Adjustments	\$0	\$0	\$0
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>6 MONTHS ENDED MARCH 31, 2017 AND 2016</b>				
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>				
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$13,705,000</b>	<b>\$15,704,000</b>	<b>\$1,999,000</b>





(6)
%
<b><u>DIFFERENCE</u></b>
15%

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>31-Mar-16</b>				
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>				
(1)	(2)	(3)	(4)	(5)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
I.	<b>ASSETS</b>			
A.	<b>Current Assets:</b>			
1	Cash and Cash Equivalents	\$22,818,000	\$22,077,000	(\$741,000)
2	Short Term Investments	\$23,000	\$0	(\$23,000)
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$30,634,000	\$32,040,000	\$1,406,000
4	Current Assets Whose Use is Limited for Current Liabilities	\$3,418,000	\$0	(\$3,418,000)
5	Due From Affiliates	\$0	\$0	\$0
6	Due From Third Party Payers	\$0	\$0	\$0
7	Inventories of Supplies	\$3,889,000	\$4,560,000	\$671,000
8	Prepaid Expenses	\$3,515,000	\$2,998,000	(\$517,000)
9	Other Current Assets	\$3,192,000	\$2,200,000	(\$992,000)
	<b>Total Current Assets</b>	<b>\$67,489,000</b>	<b>\$63,875,000</b>	<b>(\$3,614,000)</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>			
1	Held by Trustee	\$15,480,000	\$15,681,000	\$201,000
2	Board Designated for Capital Acquisition	\$0	\$0	\$0
3	Funds Held in Escrow	\$0	\$0	\$0
4	Other Noncurrent Assets Whose Use is Limited	\$19,537,000	\$6,000	(\$19,531,000)
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$35,017,000</b>	<b>\$15,687,000</b>	<b>(\$19,330,000)</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0
6	Long Term Investments	\$15,428,000	\$16,137,000	\$709,000
7	Other Noncurrent Assets	\$6,263,000	\$9,726,000	\$3,463,000
C.	<b>Net Fixed Assets:</b>			
1	Property, Plant and Equipment	\$95,973,000	\$102,544,000	\$6,571,000
2	Less: Accumulated Depreciation	\$2,835,000	\$11,477,000	\$8,642,000
	<b>Property, Plant and Equipment, Net</b>	<b>\$93,138,000</b>	<b>\$91,067,000</b>	<b>(\$2,071,000)</b>
3	Construction in Progress	\$7,873,000	\$12,062,000	\$4,189,000
	<b>Total Net Fixed Assets</b>	<b>\$101,011,000</b>	<b>\$103,129,000</b>	<b>\$2,118,000</b>
	<b>Total Assets</b>	<b>\$225,208,000</b>	<b>\$208,554,000</b>	<b>(\$16,654,000)</b>

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>31-Mar-16</b>				
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>				
(1)	(2)	(3)	(4)	(5)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
<b>II. LIABILITIES AND NET ASSETS</b>				
<b>A. Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$16,465,000	\$19,545,000	\$3,080,000
2	Salaries, Wages and Payroll Taxes	\$8,160,000	\$6,515,000	(\$1,645,000)
3	Due To Third Party Payers	\$1,262,000	\$416,000	(\$846,000)
4	Due To Affiliates	\$0	\$0	\$0
5	Current Portion of Long Term Debt	\$337,000	\$228,000	(\$109,000)
6	Current Portion of Notes Payable	\$0	\$0	\$0
7	Other Current Liabilities	\$13,842,000	\$12,603,000	(\$1,239,000)
	<b>Total Current Liabilities</b>	<b>\$40,066,000</b>	<b>\$39,307,000</b>	<b>(\$759,000)</b>
<b>B. Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0
2	Notes Payable (Net of Current Portion)	\$586,000	\$514,000	(\$72,000)
	<b>Total Long Term Debt</b>	<b>\$586,000</b>	<b>\$514,000</b>	<b>(\$72,000)</b>
3	Accrued Pension Liability	\$83,306,000	\$80,137,000	(\$3,169,000)
4	Other Long Term Liabilities	\$21,395,000	\$9,203,000	(\$12,192,000)
	<b>Total Long Term Liabilities</b>	<b>\$105,287,000</b>	<b>\$89,854,000</b>	<b>(\$15,433,000)</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$2,588,000	\$2,479,000	(\$109,000)
<b>C. Net Assets:</b>				
1	Unrestricted Net Assets or Equity	\$58,749,000	\$58,128,000	(\$621,000)
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,055,000	\$85,000
3	Permanently Restricted Net Assets	\$16,548,000	\$16,731,000	\$183,000
	<b>Total Net Assets</b>	<b>\$77,267,000</b>	<b>\$76,914,000</b>	<b>(\$353,000)</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$225,208,000</b>	<b>\$208,554,000</b>	<b>(\$16,654,000)</b>

(6)
%
<b>DIFFERENCE</b>
-3%
-100%
5%
-100%
0%
0%
17%
-15%
-31%
-5%
1%
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0%
-100%
-55%
0%
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55%
7%
305%
-2%
53%
2%
-7%



<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>6 MONTHS ENDED MARCH 31, 2017 AND 2016</b>				
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>				
(1)	(2)	(3)	(4)	(5)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
<b>A. Operating Revenue:</b>				
1	Total Gross Patient Revenue	\$454,966,000	\$491,688,000	\$36,722,000
2	Less: Allowances	\$297,453,000	\$330,877,000	\$33,424,000
3	Less: Charity Care	\$855,000	\$2,834,000	\$1,979,000
4	Less: Other Deductions	\$0	\$0	\$0
	<b>Total Net Patient Revenue</b>	<b>\$156,658,000</b>	<b>\$157,977,000</b>	<b>\$1,319,000</b>
5	Provision for Bad Debts	\$5,798,000	\$4,885,000	(\$913,000)
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$150,860,000</b>	<b>\$153,092,000</b>	<b>\$2,232,000</b>
6	Other Operating Revenue	\$6,156,000	\$5,429,000	(\$727,000)
7	Net Assets Released from Restrictions	\$0	\$0	\$0
	<b>Total Operating Revenue</b>	<b>\$157,016,000</b>	<b>\$158,521,000</b>	<b>\$1,505,000</b>
<b>B. Operating Expenses:</b>				
1	Salaries and Wages	\$64,454,000	\$69,508,000	\$5,054,000
2	Fringe Benefits	\$16,909,000	\$10,886,000	(\$6,023,000)
3	Physicians Fees	\$9,294,000	\$7,401,000	(\$1,893,000)
4	Supplies and Drugs	\$23,572,000	\$24,435,000	\$863,000
5	Depreciation and Amortization	\$6,107,000	\$8,676,000	\$2,569,000
6	Bad Debts	\$0	\$0	\$0
7	Interest Expense	\$128,000	\$22,000	(\$106,000)
8	Malpractice Insurance Cost	\$3,343,000	\$2,368,000	(\$975,000)
9	Other Operating Expenses	\$29,484,000	\$31,355,000	\$1,871,000
	<b>Total Operating Expenses</b>	<b>\$153,291,000</b>	<b>\$154,651,000</b>	<b>\$1,360,000</b>
	<b>Income/(Loss) From Operations</b>	<b>\$3,725,000</b>	<b>\$3,870,000</b>	<b>\$145,000</b>
<b>C. Non-Operating Revenue:</b>				
1	Income from Investments	\$218,000	\$490,000	\$272,000
2	Gifts, Contributions and Donations		\$0	\$0
3	Other Non-Operating Gains/(Losses)	\$55,000	\$50,000	(\$5,000)
	<b>Total Non-Operating Revenue</b>	<b>\$273,000</b>	<b>\$540,000</b>	<b>\$267,000</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$3,998,000</b>	<b>\$4,410,000</b>	<b>\$412,000</b>
<b>Other Adjustments:</b>				
	Unrealized Gains/(Losses)	\$0	\$0	\$0
	All Other Adjustments	\$0	\$0	\$0
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>				
<b>TWELVE MONTHS ACTUAL FILING</b>				
<b>6 MONTHS ENDED MARCH 31, 2017 AND 2016</b>				
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>				
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$3,998,000</b>	<b>\$4,410,000</b>	<b>\$412,000</b>





(6)
%
<b><u>DIFFERENCE</u></b>
10%

## SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2017

## REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$17,282,000	\$14,863,000	(\$2,419,000)	-14%
2	Short Term Investments	\$37,626,000	\$22,759,000	(\$14,867,000)	-40%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$64,589,000	\$84,118,000	\$19,529,000	30%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$47,486,000	\$36,994,000	(\$10,492,000)	-22%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$8,913,000	\$8,964,000	\$51,000	1%
8	Prepaid Expenses	\$3,861,000	\$2,797,000	(\$1,064,000)	-28%
9	Other Current Assets	\$3,498,000	\$3,950,000	\$452,000	13%
	<b>Total Current Assets</b>	<b>\$188,768,000</b>	<b>\$175,120,000</b>	<b>(\$13,648,000)</b>	<b>-7%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$55,311,000	\$56,453,000	\$1,142,000	2%
2	Board Designated for Capital Acquisition	\$42,931,000	\$45,721,000	\$2,790,000	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$2,118,000	\$0	(\$2,118,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$100,360,000</b>	<b>\$102,174,000</b>	<b>\$1,814,000</b>	<b>2%</b>
5	Interest in Net Assets of Foundation	\$13,266,000	\$10,935,000	(\$2,331,000)	-18%
6	Long Term Investments	\$48,717,000	\$51,061,000	\$2,344,000	5%
7	Other Noncurrent Assets	\$7,050,000	\$8,864,000	\$1,814,000	26%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$418,811,000	\$428,235,000	\$9,424,000	2%
2	Less: Accumulated Depreciation	\$43,734,000	\$62,758,000	\$19,024,000	43%
	<b>Property, Plant and Equipment, Net</b>	<b>\$375,077,000</b>	<b>\$365,477,000</b>	<b>(\$9,600,000)</b>	<b>-3%</b>
3	Construction in Progress	\$14,905,000	\$28,823,000	\$13,918,000	93%
	<b>Total Net Fixed Assets</b>	<b>\$389,982,000</b>	<b>\$394,300,000</b>	<b>\$4,318,000</b>	<b>1%</b>
	<b>Total Assets</b>	<b>\$748,143,000</b>	<b>\$742,454,000</b>	<b>(\$5,689,000)</b>	<b>-1%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$34,163,000	\$30,624,000	(\$3,539,000)	-10%
2	Salaries, Wages and Payroll Taxes	\$38,144,000	\$31,397,000	(\$6,747,000)	-18%
3	Due To Third Party Payers	\$8,953,000	\$7,509,000	(\$1,444,000)	-16%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$6,925,000	\$6,690,000	(\$235,000)	-3%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$9,045,000	\$9,764,000	\$719,000	8%
	<b>Total Current Liabilities</b>	<b>\$97,230,000</b>	<b>\$85,984,000</b>	<b>(\$11,246,000)</b>	<b>-12%</b>
B.	<b>Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
	<b>Total Long Term Debt</b>	<b>\$237,732,000</b>	<b>\$235,217,000</b>	<b>(\$2,515,000)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$227,408,000	\$209,405,000	(\$18,003,000)	-8%
4	Other Long Term Liabilities	\$51,868,000	\$52,668,000	\$800,000	2%
	<b>Total Long Term Liabilities</b>	<b>\$517,008,000</b>	<b>\$497,290,000</b>	<b>(\$19,718,000)</b>	<b>-4%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C.	<b>Net Assets:</b>				
1	Unrestricted Net Assets or Equity	\$49,222,000	\$70,673,000	\$21,451,000	44%
2	Temporarily Restricted Net Assets	\$29,372,000	\$32,054,000	\$2,682,000	9%
3	Permanently Restricted Net Assets	\$55,311,000	\$56,453,000	\$1,142,000	2%
	<b>Total Net Assets</b>	<b>\$133,905,000</b>	<b>\$159,180,000</b>	<b>\$25,275,000</b>	<b>19%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$748,143,000</b>	<b>\$742,454,000</b>	<b>(\$5,689,000)</b>	<b>-1%</b>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 OCT -MAR	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,252,204,000	\$1,225,669,000	(\$1,026,535,000)	-46%
2	Less: Allowances	\$1,498,710,000	\$828,362,000	(\$670,348,000)	-45%
3	Less: Charity Care	\$8,463,000	\$9,103,000	\$640,000	8%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$745,031,000</b>	<b>\$388,204,000</b>	<b>(\$356,827,000)</b>	<b>-48%</b>
5	Provision for Bad Debts	\$14,575,000	\$8,642,000	(\$5,933,000)	-41%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$730,456,000</b>	<b>\$379,562,000</b>	<b>(\$350,894,000)</b>	<b>-48%</b>
6	Other Operating Revenue	\$38,574,000	\$18,266,000	(\$20,308,000)	-53%
7	Net Assets Released from Restrictions	\$3,397,000	\$1,993,000	(\$1,404,000)	-41%
	<b>Total Operating Revenue</b>	<b>\$772,427,000</b>	<b>\$399,821,000</b>	<b>(\$372,606,000)</b>	<b>-48%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$258,412,000	\$122,840,000	(\$135,572,000)	-52%
2	Fringe Benefits	\$63,421,000	\$27,879,000	(\$35,542,000)	-56%
3	Physicians Fees	\$52,062,000	\$22,292,000	(\$29,770,000)	-57%
4	Supplies and Drugs	\$115,390,000	\$65,971,000	(\$49,419,000)	-43%
5	Depreciation and Amortization	\$44,179,000	\$19,210,000	(\$24,969,000)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,115,000	\$4,421,000	(\$3,694,000)	-46%
8	Malpractice Insurance Cost	\$8,753,000	\$4,721,000	(\$4,032,000)	-46%
9	Other Operating Expenses	\$211,691,000	\$115,900,000	(\$95,791,000)	-45%
	<b>Total Operating Expenses</b>	<b>\$762,023,000</b>	<b>\$383,234,000</b>	<b>(\$378,789,000)</b>	<b>-50%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$10,404,000</b>	<b>\$16,587,000</b>	<b>\$6,183,000</b>	<b>59%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$6,882,000	\$4,945,000	(\$1,937,000)	-28%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,960,000)	(\$421,000)	\$4,539,000	-92%
	<b>Total Non-Operating Revenue</b>	<b>\$1,922,000</b>	<b>\$4,524,000</b>	<b>\$2,602,000</b>	<b>135%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$12,326,000</b>	<b>\$21,111,000</b>	<b>\$8,785,000</b>	<b>71%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$12,326,000</b>	<b>\$21,111,000</b>	<b>\$8,785,000</b>	<b>71%</b>
	Principal Payments	\$0	\$0	\$0	0%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 MARCH</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$72,316,000	\$49,467,000	(\$22,849,000)	-32%
2	Short Term Investments	\$49,401,000	\$30,955,000	(\$18,446,000)	-37%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$124,168,000	\$137,830,000	\$13,662,000	11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$5,754,000	\$0	(\$5,754,000)	-100%
5	Due From Affiliates	\$3,147,000	\$6,481,000	\$3,334,000	106%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$14,316,000	\$15,242,000	\$926,000	6%
8	Prepaid Expenses	\$8,569,000	\$7,391,000	(\$1,178,000)	-14%
9	Other Current Assets	\$13,155,000	\$13,435,000	\$280,000	2%
	<b>Total Current Assets</b>	<b>\$296,339,000</b>	<b>\$261,476,000</b>	<b>(\$34,863,000)</b>	<b>-12%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$71,841,414	\$73,184,000	\$1,342,586	2%
2	Board Designated for Capital Acquisition	\$67,971,586	\$72,277,000	\$4,305,414	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$24,717,000	\$0	(\$24,717,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$164,530,000</b>	<b>\$145,461,000</b>	<b>(\$19,069,000)</b>	<b>-12%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$52,748,000	\$58,285,000	\$5,537,000	10%
7	Other Noncurrent Assets	\$18,518,000	\$17,556,000	(\$962,000)	-5%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$551,097,000	\$570,246,000	\$19,149,000	3%
2	Less: Accumulated Depreciation	\$49,168,000	\$79,463,000	\$30,295,000	\$1
	<b>Property, Plant and Equipment, Net</b>	<b>\$501,929,000</b>	<b>\$490,783,000</b>	<b>(\$11,146,000)</b>	<b>-2%</b>
3	Construction in Progress	\$23,674,000	\$40,973,000	\$17,299,000	73%
	<b>Total Net Fixed Assets</b>	<b>\$525,603,000</b>	<b>\$531,756,000</b>	<b>\$6,153,000</b>	<b>1%</b>
	<b>Total Assets</b>	<b>\$1,057,738,000</b>	<b>\$1,014,534,000</b>	<b>(\$43,204,000)</b>	<b>-4%</b>

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 MARCH</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>II. <u>LIABILITIES AND NET ASSETS</u></b>					
<b>A. <u>Current Liabilities:</u></b>					
1	Accounts Payable and Accrued Expenses	\$68,313,000	\$63,707,000	(\$4,606,000)	-7%
2	Salaries, Wages and Payroll Taxes	\$75,613,000	\$67,903,000	(\$7,710,000)	-10%
3	Due To Third Party Payers	\$15,903,000	\$16,154,000	\$251,000	2%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,821,000	\$7,479,000	(\$342,000)	-4%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$11,999,000	\$13,487,000	\$1,488,000	12%
	<b>Total Current Liabilities</b>	<b>\$179,649,000</b>	<b>\$168,730,000</b>	<b>(\$10,919,000)</b>	<b>-6%</b>
<b>B. <u>Long Term Debt:</u></b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
	<b>Total Long Term Debt</b>	<b>\$256,156,000</b>	<b>\$253,458,000</b>	<b>(\$2,698,000)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$314,044,000	\$288,664,000	(\$25,380,000)	-8%
4	Other Long Term Liabilities	\$79,162,000	\$61,880,000	(\$17,282,000)	-22%
	<b>Total Long Term Liabilities</b>	<b>\$649,362,000</b>	<b>\$604,002,000</b>	<b>(\$45,360,000)</b>	<b>-7%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. <u>Net Assets:</u></b>					
1	Unrestricted Net Assets or Equity	\$123,226,000	\$132,238,000	\$9,012,000	7%
2	Temporarily Restricted Net Assets	\$33,642,000	\$36,380,000	\$2,738,000	8%
3	Permanently Restricted Net Assets	\$71,859,000	\$73,184,000	\$1,325,000	2%
	<b>Total Net Assets</b>	<b>\$228,727,000</b>	<b>\$241,802,000</b>	<b>\$13,075,000</b>	<b>6%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$1,057,738,000</b>	<b>\$1,014,534,000</b>	<b>(\$43,204,000)</b>	<b>-4%</b>

## TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2017

## REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,903,594,000	\$1,990,018,000	(\$913,576,000)	-31%
2	Less: Allowances	\$1,902,814,000	\$1,329,832,000	(\$572,982,000)	-30%
3	Less: Charity Care	\$16,893,000	\$14,729,000	(\$2,164,000)	-13%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$983,887,000</b>	<b>\$645,457,000</b>	<b>(\$338,430,000)</b>	<b>-34%</b>
5	Provision for Bad Debts	\$21,382,000	\$16,997,000	(\$4,385,000)	-21%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$962,505,000</b>	<b>\$628,460,000</b>	<b>(\$334,045,000)</b>	<b>-35%</b>
6	Other Operating Revenue	\$48,990,000	\$36,152,000	(\$12,838,000)	-26%
7	Net Assets Released from Restrictions	\$7,991,000	\$2,494,000	(\$5,497,000)	-69%
	<b>Total Operating Revenue</b>	<b>\$1,019,486,000</b>	<b>\$667,106,000</b>	<b>(\$352,380,000)</b>	<b>-35%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$447,852,000	\$314,233,000	(\$133,619,000)	-30%
2	Fringe Benefits	\$94,930,000	\$52,558,000	(\$42,372,000)	-45%
3	Physicians Fees	\$33,406,000	\$24,902,000	(\$8,504,000)	-25%
4	Supplies and Drugs	\$162,109,000	\$107,533,000	(\$54,576,000)	-34%
5	Depreciation and Amortization	\$50,735,000	\$30,251,000	(\$20,484,000)	-40%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$9,056,000	\$5,047,000	(\$4,009,000)	-44%
8	Malpractice Insurance Cost	\$12,300,000	\$9,480,000	(\$2,820,000)	-23%
9	Other Operating Expenses	\$212,471,000	\$114,986,000	(\$97,485,000)	-46%
	<b>Total Operating Expenses</b>	<b>\$1,022,859,000</b>	<b>\$658,990,000</b>	<b>(\$363,869,000)</b>	<b>-36%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$3,373,000)</b>	<b>\$8,116,000</b>	<b>\$11,489,000</b>	<b>-341%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$5,917,000	\$6,960,000	\$1,043,000	18%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$54,901,000	(\$448,000)	(\$55,349,000)	-101%
	<b>Total Non-Operating Revenue</b>	<b>\$60,818,000</b>	<b>\$6,512,000</b>	<b>(\$54,306,000)</b>	<b>-89%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$57,445,000</b>	<b>\$14,628,000</b>	<b>(\$42,817,000)</b>	<b>-75%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%

**TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)**

**TWELVE MONTHS ACTUAL FILING**

**FISCAL YEAR 2017**

**REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION**

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
	<b>Total Other Adjustments</b>	\$0	\$0	\$0	0%
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	\$57,445,000	\$14,628,000	(\$42,817,000)	-75%



## User, OHCA

---

**From:** Roberts, Karen  
**Sent:** Wednesday, November 22, 2017 10:01 AM  
**To:** User, OHCA  
**Cc:** Cotto, Carmen  
**Subject:** FW: CON Order Requirements Due 11/30 - Request for Extension

---

**From:** Martone, Kim  
**Sent:** Wednesday, November 22, 2017 9:59 AM  
**To:** 'MRosadin@stfranciscare.org' <MRosadin@stfranciscare.org>  
**Cc:** Roberts, Karen <Karen.Roberts@ct.gov>  
**Subject:** FW: CON Order Requirements Due 11/30 - Request for Extension

Happy holidays Mary Lou, your extension is approved.

Kim

***Kimberly R. Martone***

Director of Operations, Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13 CMN, Hartford, Connecticut 06134  
Phone: 860-418-7029 Fax: 860-418-7053  
Email: [Kimberly.Martone@ct.gov](mailto:Kimberly.Martone@ct.gov) Website: [www.ct.gov/ohca](http://www.ct.gov/ohca)



---

**From:** Rosadini, Mary Lou [<mailto:MRosadin@stfranciscare.org>]  
**Sent:** Tuesday, November 21, 2017 2:41 PM  
**To:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>  
**Cc:** Schneider, Jennifer <[JSchneider@stfranciscare.org](mailto:JSchneider@stfranciscare.org)>; Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** CON Order Requirements Due 11/30 - Request for Extension

Good afternoon Karen,

We are requesting an extension on our filing of the requirements under the Saint Francis, Johnson and Saint Mary's CONs. We expect to file on Friday, December 8, 2017. Please let us know if this is acceptable.

Thank you and Happy Thanksgiving.

**Mary Lou Rosadini**

Executive Associate to Vice President, Finance  
Saint Francis Hospital and Medical Center

[mrosadin@stfranciscare.org](mailto:mrosadin@stfranciscare.org)

W 860-714-1066

114 Woodland Street  
Hartford, CT 06105

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## User, OHCA

---

**From:** Roberts, Karen  
**Sent:** Friday, December 08, 2017 11:51 AM  
**To:** User, OHCA  
**Cc:** Cotto, Carmen  
**Subject:** Docket #s 32002, 31979, 32045

---

**From:** Roberts, Karen  
**Sent:** Friday, December 8, 2017 11:49 AM  
**To:** Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org) <Claudio.Capone@TrinityHealth-NE.org>  
**Cc:** Cotto, Carmen <Carmen.Cotto@ct.gov>  
**Subject:** FW: CON Order Requirements Due 12/8

Hi Claudio – I received your voicemail this morning and it is fine to send in the bulk of the compliance filing for the three merger CONs to OHCA today and then send up the final piece (capital investments/resources) as soon as available next week. Karen

Sincerely,

*Karen Roberts*

Principal Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308  
P: (860) 418-7041 / F: (860) 418-7053 / E: [karen.roberts@ct.gov](mailto:karen.roberts@ct.gov)



---

**From:** Cotto, Carmen  
**Sent:** Monday, December 4, 2017 3:41 PM  
**To:** Rosadini, Mary Lou ([MRosadin@stfranciscare.org](mailto:MRosadin@stfranciscare.org)) <[MRosadin@stfranciscare.org](mailto:MRosadin@stfranciscare.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Schneider, Jennifer ([JSchneider@stfranciscare.org](mailto:JSchneider@stfranciscare.org)) <[JSchneider@stfranciscare.org](mailto:JSchneider@stfranciscare.org)>; Capone, Claudio ([Claudio.Capone@TrinityHealth-NE.org](mailto:Claudio.Capone@TrinityHealth-NE.org)) <[Claudio.Capone@TrinityHealth-NE.org](mailto:Claudio.Capone@TrinityHealth-NE.org)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** CON Order Requirements Due 12/8

Good afternoon Mary Lou,

In reference to the semi-annual documents to be filed on December 8 and future filings, please provide any related data in both PDF and Excel format, as applicable. In particular, those related to capital

commitment expenditures, cost savings and quarterly financial measures. As you might already know, Excel format makes it easier to filter and analyzed the data.

Thank you in advance for your assistance.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Rosadini, Mary Lou [<mailto:MRosadin@stfranciscare.org>]  
**Sent:** Tuesday, November 21, 2017 2:41 PM  
**To:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>  
**Cc:** Schneider, Jennifer <[JSchneider@stfranciscare.org](mailto:JSchneider@stfranciscare.org)>; Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** CON Order Requirements Due 11/30 - Request for Extension

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Thank you and Happy Thanksgiving.

**Mary Lou Rosadini**

Executive Associate to Vice President, Finance  
Saint Francis Hospital and Medical Center

[mrosadin@stfranciscare.org](mailto:mrosadin@stfranciscare.org)

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## User, OHCA

---

**From:** Roberts, Karen  
**Sent:** Friday, December 08, 2017 2:07 PM  
**To:** Capone, Claudio  
**Cc:** Cotto, Carmen; Martone, Kim; User, OHCA; Clarke, Ormand  
**Subject:** CON Compliance for Docket #s 31979, 32002, 32045

Hi Claudio - I've touched base with Kim Martone, Director of Operations regarding your request for a couple of additional days for filing the entire semi-annual reporting packet for CON Docket #s 31979, 32002, 32045 and we find this acceptable. Please file your material to OHCA@ct.gov. Thanks. Karen

Sincerely,

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308  
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov

-----Original Message-----

From: Capone, Claudio [mailto:Claudio.Capone@TrinityHealthOfNE.org]  
Sent: Friday, December 8, 2017 1:03 PM  
To: Roberts, Karen <Karen.Roberts@ct.gov>  
Cc: Cotto, Carmen <Carmen.Cotto@ct.gov>  
Subject: Re: FW: CON Order Requirements Due 12/8

Can we send you the whole packet instead of pieces?

Sent from my iPhone

On Dec 8, 2017, at 11:48 AM, Roberts, Karen <Karen.Roberts@ct.govmailto:Karen.Roberts@ct.gov> wrote:

Warning: This email originated from the Internet!

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---

Hi Claudio – I received your voicemail this morning and it is fine to send in the bulk of the compliance filing for the three merger CONs to OHCA today and then send up the final piece (capital investments/resources) as soon as available next week. Karen

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P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov<mailto:karen.roberts@ct.gov>

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<MRosadin@stfranciscare.org<mailto:MRosadin@stfranciscare.org>>  
Cc: Roberts, Karen <Karen.Roberts@ct.gov<mailto:Karen.Roberts@ct.gov>>; Schneider, Jennifer  
(JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>  
<JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>>; Capone, Claudio  
(Claudio.Capone@TrinityHealth-NE.org<mailto:Claudio.Capone@TrinityHealth-NE.org>  
<Claudio.Capone@TrinityHealth-NE.org<mailto:Claudio.Capone@TrinityHealth-NE.org>>; User, OHCA  
<OHCA@ct.gov<mailto:OHCA@ct.gov>>  
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P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov<mailto:carmen.cotto@ct.gov>

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[www.ct.gov/dph<https://urldefense.proofpoint.com/v2/url?u=http-3A\\_\\_www.ct.gov\\_dph&d=DwMFAG&c=ajsCdbKXBnPSZ1CsuYmR1LYTcaOGXxYGeIboVILfw&r=ReYNGn6ZVauzYJKyy3QbfWIHDR-ixBKLOM\\_mGduZRci09L9Rv8pGloJunHwDW13Y&m=86-IM4J7ErS7kFgPjW\\_C4gxYg9uZQxpjezUwqt18qFw&s=GHKw6oAuDS7C\\_eA86lpGSs-HI\\_J8v9doeKYU9MwH-MQ&e=>](http://www.ct.gov/dph<https://urldefense.proofpoint.com/v2/url?u=http-3A__www.ct.gov_dph&d=DwMFAG&c=ajsCdbKXBnPSZ1CsuYmR1LYTcaOGXxYGeIboVILfw&r=ReYNGn6ZVauzYJKyy3QbfWIHDR-ixBKLOM_mGduZRci09L9Rv8pGloJunHwDW13Y&m=86-IM4J7ErS7kFgPjW_C4gxYg9uZQxpjezUwqt18qFw&s=GHKw6oAuDS7C_eA86lpGSs-HI_J8v9doeKYU9MwH-MQ&e=>)

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Cc: Schneider, Jennifer <JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>>; Capone, Claudio  
<Claudio.Capone@TrinityHealthOfNE.org<mailto:Claudio.Capone@TrinityHealthOfNE.org>>  
Subject: CON Order Requirements Due 11/30 - Request for Extension

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Executive Associate to Vice President, Finance Saint Francis Hospital and Medical Center

mrosadin@stfranciscare.org<mailto:mrosadin@stfranciscare.org>

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Hartford, CT 06105

stfranciscare.com<https://urldefense.proofpoint.com/v2/url?u=http-

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## User, OHCA

---

**From:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Sent:** Friday, December 08, 2017 2:30 PM  
**To:** Roberts, Karen  
**Cc:** Cotto, Carmen; Martone, Kim; User, OHCA; Clarke, Ormand  
**Subject:** RE: CON Compliance for Docket #s 31979, 32002, 32045

Karen...Thank you for the quick response. We will file our complete packets no later than Tuesday morning.

Regards,

Claudio A. Capone, FACHE  
Regional VP of Strategic Planning  
Trinity Health Of New England  
Claudio.Capone@TrinityHealthOfNE.org  
W 860-714-6165  
C 860-276-7975  
1000 Asylum Avenue, 2109A  
Hartford, CT 06105  
trinityhealth-ne.org | facebook | twitter | instagram

-----Original Message-----

From: Roberts, Karen [mailto:Karen.Roberts@ct.gov]  
Sent: Friday, December 8, 2017 2:07 PM  
To: Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
Cc: Cotto, Carmen <Carmen.Cotto@ct.gov>; Martone, Kim <Kimberly.Martone@ct.gov>; User, OHCA <OHCA@ct.gov>; Clarke, Ormand <Ormand.Clarke@ct.gov>  
Subject: [EXTERNAL] CON Compliance for Docket #s 31979, 32002, 32045

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Hi Claudio - I've touched base with Kim Martone, Director of Operations regarding your request for a couple of additional days for filing the entire semi-annual reporting packet for CON Docket #s 31979, 32002, 32045 and we find this acceptable. Please file your material to OHCA@ct.gov. Thanks. Karen

Sincerely,

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308  
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov

-----Original Message-----

From: Capone, Claudio [mailto:Claudio.Capone@TrinityHealthOfNE.org]  
Sent: Friday, December 8, 2017 1:03 PM  
To: Roberts, Karen <Karen.Roberts@ct.gov>  
Cc: Cotto, Carmen <Carmen.Cotto@ct.gov>  
Subject: Re: FW: CON Order Requirements Due 12/8

Can we send you the whole packet instead of pieces?

Sent from my iPhone

On Dec 8, 2017, at 11:48 AM, Roberts, Karen <Karen.Roberts@ct.gov<mailto:Karen.Roberts@ct.gov>> wrote:

Warning: This email originated from the Internet!

DO NOT CLICK links if the sender is unknown, and NEVER provide your Password.

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Hi Claudio - I received your voicemail this morning and it is fine to send in the bulk of the compliance filing for the three merger CONs to OHCA today and then send up the final piece (capital investments/resources) as soon as available next week. Karen

Sincerely,

Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308  
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov<mailto:karen.roberts@ct.gov>

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From: Cotto, Carmen  
Sent: Monday, December 4, 2017 3:41 PM  
To: Rosadini, Mary Lou (MRosadin@stfranciscare.org<mailto:MRosadin@stfranciscare.org>)  
<MRosadin@stfranciscare.org<mailto:MRosadin@stfranciscare.org>>  
Cc: Roberts, Karen <Karen.Roberts@ct.gov<mailto:Karen.Roberts@ct.gov>>; Schneider, Jennifer  
(JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>)  
<JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>>; Capone, Claudio  
(Claudio.Capone@TrinityHealth-NE.org<mailto:Claudio.Capone@TrinityHealth-NE.org>)  
<Claudio.Capone@TrinityHealth-NE.org<mailto:Claudio.Capone@TrinityHealth-NE.org>>; User, OHCA  
<OHCA@ct.gov<mailto:OHCA@ct.gov>>  
Subject: CON Order Requirements Due 12/8

Good afternoon Mary Lou,

In reference to the semi-annual documents to be filed on December 8 and future filings, please provide any related data in both PDF and Excel format, as applicable. In particular, those related to capital commitment expenditures, cost savings and quarterly financial measures. As you might already know, Excel format makes it easier to filter and analyze the data.

Thank you in advance for your assistance.

Carmen

Carmen Cotto, MBA

Associate Health Care Analyst

Office of Health Care Access

Connecticut Department of Public Health

410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134

P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov<mailto:carmen.cotto@ct.gov>

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From: Rosadini, Mary Lou [mailto:MRosadin@stfranciscare.org]

Sent: Tuesday, November 21, 2017 2:41 PM

To: Roberts, Karen <Karen.Roberts@ct.gov<mailto:Karen.Roberts@ct.gov>>

Cc: Schneider, Jennifer <JSchneider@stfranciscare.org<mailto:JSchneider@stfranciscare.org>>; Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org<mailto:Claudio.Capone@TrinityHealthOfNE.org>>

Subject: CON Order Requirements Due 11/30 - Request for Extension

Good afternoon Karen,

We are requesting an extension on our filing of the requirements under the Saint Francis, Johnson and Saint Mary's CONs. We expect to file on Friday, December 8, 2017. Please let us know if this is acceptable.

Thank you and Happy Thanksgiving.

Mary Lou Rosadini

Executive Associate to Vice President, Finance Saint Francis Hospital and Medical Center

mrosadin@stfranciscare.org<mailto:mrosadin@stfranciscare.org>

W 860-714-1066

114 Woodland Street

Hartford, CT 06105

stfranciscare.com<https://urldefense.proofpoint.com/v2/url?u=http-

3A\_\_www.saintfranciscare.com&d=DwMFAG&c=ajsCdbKXBnPSZ1CsuYmR1LYTCaOGXxYGeIEIboVILfw&r=ReYNGn6ZVauzYJKyy3QbfWIHDR-ixBKLOM\_mGduZRci09L9Rv8pGloJunHwDW13Y&m=86-

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## User, OHCA

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**From:** Cotto, Carmen  
**Sent:** Thursday, December 14, 2017 1:59 PM  
**To:** Roberts, Karen; User, OHCA  
**Subject:** FW: TH Of NE Combined Filing for CON Conditions  
**Attachments:** TH - NE 12.08.2017 COMBINED CON Conditions Filing-signed.pdf; Attachment C Johnson cashflow.xls; Attachment C Report 100 150.xlsx; Attachment B CMAED.docx; Attachment D CON Stats for JMH.xlsx; Attachment A Detail of 6 month savings.xlsx; Attachment B SFH\_SFCARE cashflow.xls; Attachment B SAFNS - Reports 100 150 9 30 17.xlsx; Attachment A Detail of 6 month savings 9-30-2017.xlsx; Saint Francis Stipulation 9 Final Attachments.xlsx; CON stats Sept 2017.xlsx; Attachment 1 - Saint Mary's - FA OCHA Info for Apr17-Sep17.xlsx; Report 100\_150\_300\_350\_Sept 2017.xlsx

[FYI-Claudio has to use his personal email to send the documents.](#)

**From:** Claudio [mailto:[claudiocapone@gmail.com](mailto:claudiocapone@gmail.com)]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

RE: Docket Number: Trinity Health – New England Transfer of Ownership CON Conditions for:

- Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-31979-CON Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts,

In accordance with Trinity Health Of New England's approved CONs for the transfers of ownership of Saint Francis Care, Inc., and Saint Mary's Health Systems, Inc. to Trinity Health Corporation and Trinity Health Of New England and for the transfer of ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc. (NKA Trinity Health Of New England), attached are the responses to the conditions set forth in each of the CON decisions.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development  
Enc.

Docket Number: 15-32045-CON  
Transfer of ownership of Saint  
Mary's Health System, Inc. to Trinity  
Health Corporation and Trinity  
Health - New England



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England

Dear Mrs. Roberts:

In accordance with Items 6, 7, 8, 9 & 10 of the Order dated July 27, 2016, enclosed is responses for each of the conditions noted above. Responses to the remaining conditions will be submitted prior to the requested deadline.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.



- 7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:**
- A. A list of the of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and**
  - B. An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending, and startup/operation dates); and**
  - C. The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.**

**The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer.**

See Excel Attachment 1.

- 8. For three (3) years following the Closing Date, TH-NE shall file the following information with OHCA on a semi-annual basis for the Hospital and TH-NE:**
- a. The cost saving totals achieved in the following Operating Expense Categories for the Hospital and TH-NE: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The semi-annual submission shall also contain narratives describing:**
    - 1. the major cost savings achieved for each expense category for the semi-annual period; and**

In March of 2017, Saint Mary's switched to Trinity Health's GPO. After 6 months, estimated total savings is about \$1 million.

**2. the effect of these cost savings on the clinical quality of care.**

There has been no impact to clinical quality of care.

***b. A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and TH-NE. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/300 (balance sheets), 150/300 (statement of operations), or successor reports.***

See Attachment 2.

- 9. For three (3) years following the Closing Date, TH-NE shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for TH-NE. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning November 30, 2016.**

See Attachment 3 for financial indicators.

- 10. TH-NE shall ensure that the Hospital maintains and adheres to the Hospital's current policies regarding charity care, indigent care and community volunteer services after the Closing Date, or adopt other policies that are at least as generous and benevolent to the community as the Hospital's current policies, consistent with state and federal law. These policies shall be posted on the website pages of the Hospital and as additionally required by applicable law. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.**

In accordance with Condition 10 of the Order, Trinity Health – New England, Inc. will ensure that Saint Mary's will maintain and adhere to all of their current policies regarding charity care, indigent care and community volunteer services. Currently, all policies are located on the Saint Mary's Hospital website ([www.stmh.org](http://www.stmh.org)).

## ATTACHMENT 1

see excel file that accompanied  
this package

## ATTACHMENT 2

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
30-Sep-17					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b>ASSETS</b>				
A.	<b><u>Current Assets:</u></b>				
1	Cash and Cash Equivalents	\$20,572,000	\$12,027,000	(\$8,545,000)	-42%
2	Short Term Investments	\$23,000	\$0	(\$23,000)	-100%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$26,298,000	\$30,481,000	\$4,183,000	16%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,889,000	\$3,981,000	\$92,000	2%
8	Prepaid Expenses	\$2,930,000	\$1,184,000	(\$1,746,000)	-60%
9	Other Current Assets	\$3,114,000	\$6,416,000	\$3,302,000	106%
	<b>Total Current Assets</b>	<b>\$56,826,000</b>	<b>\$54,089,000</b>	<b>(\$2,737,000)</b>	<b>-5%</b>
B.	<b><u>Noncurrent Assets Whose Use is Limited:</u></b>				
1	Held by Trustee	\$15,480,000	\$16,334,000	\$854,000	6%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$6,000	\$6,000	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$15,486,000</b>	<b>\$16,340,000</b>	<b>\$854,000</b>	<b>6%</b>
5	Interest in Net Assets of Foundation	\$5,549,000	\$6,120,000	\$571,000	10%
6	Long Term Investments	\$10,973,000	\$13,507,000	\$2,534,000	23%
7	Other Noncurrent Assets	\$25,740,000	\$20,465,000	(\$5,275,000)	-20%
C.	<b><u>Net Fixed Assets:</u></b>				
1	Property, Plant and Equipment	\$91,358,000	\$144,239,000	\$52,881,000	58%
2	Less: Accumulated Depreciation	\$2,656,000	\$18,974,000	\$16,318,000	614%
	<b>Property, Plant and Equipment, Net</b>	<b>\$88,702,000</b>	<b>\$125,265,000</b>	<b>\$36,563,000</b>	<b>41%</b>
3	Construction in Progress	\$7,780,000	\$2,115,000	(\$5,665,000)	-73%
	<b>Total Net Fixed Assets</b>	<b>\$96,482,000</b>	<b>\$127,380,000</b>	<b>\$30,898,000</b>	<b>32%</b>
	<b>Total Assets</b>	<b>\$211,056,000</b>	<b>\$237,901,000</b>	<b>\$26,845,000</b>	<b>13%</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>30-Sep-17</b>					
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>					
(1)	(2)	(3)	(4)	(5)	(6)
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>
<b>II. LIABILITIES AND NET ASSETS</b>					
<b>A. Current Liabilities:</b>					
1	Accounts Payable and Accrued Expenses	\$15,420,000	\$14,094,000	(\$1,326,000)	-9%
2	Salaries, Wages and Payroll Taxes	\$5,045,000	\$6,977,000	\$1,932,000	38%
3	Due To Third Party Payers	\$1,262,000	\$673,000	(\$589,000)	-47%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$89,000	\$609,000	\$520,000	584%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$15,913,000	\$23,435,000	\$7,522,000	47%
	<b>Total Current Liabilities</b>	<b>\$37,729,000</b>	<b>\$45,788,000</b>	<b>\$8,059,000</b>	<b>21%</b>
<b>B. Long Term Debt:</b>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$0	\$24,494,000	\$24,494,000	0%
	<b>Total Long Term Debt</b>	<b>\$0</b>	<b>\$24,494,000</b>	<b>\$24,494,000</b>	<b>0%</b>
3	Accrued Pension Liability	\$83,306,000	\$73,482,000	(\$9,824,000)	-12%
4	Other Long Term Liabilities	\$9,341,000	\$18,252,000	\$8,911,000	95%
	<b>Total Long Term Liabilities</b>	<b>\$92,647,000</b>	<b>\$116,228,000</b>	<b>\$23,581,000</b>	<b>25%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C. Net Assets:</b>					
1	Unrestricted Net Assets or Equity	\$62,162,000	\$56,186,000	(\$5,976,000)	-10%
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,315,000	\$345,000	18%
3	Permanently Restricted Net Assets	\$16,548,000	\$17,384,000	\$836,000	5%
	<b>Total Net Assets</b>	<b>\$80,680,000</b>	<b>\$75,885,000</b>	<b>(\$4,795,000)</b>	<b>-6%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$211,056,000</b>	<b>\$237,901,000</b>	<b>\$26,845,000</b>	<b>13%</b>

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$817,116,000	\$879,852,000	\$62,736,000	8%
2	Less: Allowances	\$533,069,000	\$596,674,000	\$63,605,000	12%
3	Less: Charity Care	\$6,950,000	\$9,014,000	\$2,064,000	30%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$277,097,000</b>	<b>\$274,164,000</b>	<b>(\$2,933,000)</b>	<b>-1%</b>
5	Provision for Bad Debts	\$6,835,000	\$6,668,000	(\$167,000)	-2%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$270,262,000</b>	<b>\$267,496,000</b>	<b>(\$2,766,000)</b>	<b>-1%</b>
6	Other Operating Revenue	\$12,538,000	\$11,803,000	(\$735,000)	-6%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	<b>Total Operating Revenue</b>	<b>\$282,800,000</b>	<b>\$279,299,000</b>	<b>(\$3,501,000)</b>	<b>-1%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$92,109,000	\$98,418,000	\$6,309,000	7%
2	Fringe Benefits	\$27,925,000	\$16,882,000	(\$11,043,000)	-40%
3	Physicians Fees	\$17,827,000	\$14,767,000	(\$3,060,000)	-17%
4	Supplies and Drugs	\$44,872,000	\$46,827,000	\$1,955,000	4%
5	Depreciation and Amortization	\$12,141,000	\$16,327,000	\$4,186,000	34%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$197,000	\$246,000	\$49,000	25%
8	Malpractice Insurance Cost	\$5,079,000	\$3,075,000	(\$2,004,000)	-39%
9	Other Operating Expenses	\$52,564,000	\$58,433,000	\$5,869,000	11%
	<b>Total Operating Expenses</b>	<b>\$252,714,000</b>	<b>\$254,975,000</b>	<b>\$2,261,000</b>	<b>1%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$30,086,000</b>	<b>\$24,324,000</b>	<b>(\$5,762,000)</b>	<b>-19%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$915,000	\$1,123,000	\$208,000	23%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$137,000	\$41,000	(\$96,000)	-70%
	<b>Total Non-Operating Revenue</b>	<b>\$1,052,000</b>	<b>\$1,164,000</b>	<b>\$112,000</b>	<b>11%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$31,138,000</b>	<b>\$25,488,000</b>	<b>(\$5,650,000)</b>	<b>-18%</b>

<b>SAINT MARY'S HOSPITAL (Hospital Only)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>
	<b>Other Adjustments:</b>				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$31,138,000</b>	<b>\$25,488,000</b>	<b>(\$5,650,000)</b>	<b>-18%</b>



SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
30-Sep-17					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<b>ASSETS</b>				
A.	<b><u>Current Assets:</u></b>				
1	Cash and Cash Equivalents	\$22,818,000	\$14,871,000	(\$7,947,000)	-35%
2	Short Term Investments	\$23,000	\$0	(\$23,000)	-100%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$30,634,000	\$35,927,000	\$5,293,000	17%
4	Current Assets Whose Use is Limited for Current Liabilities	\$3,418,000	\$0	(\$3,418,000)	-100%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,889,000	\$3,981,000	\$92,000	2%
8	Prepaid Expenses	\$3,515,000	\$1,450,000	(\$2,065,000)	-59%
9	Other Current Assets	\$3,192,000	\$6,429,000	\$3,237,000	101%
	<b>Total Current Assets</b>	<b>\$67,489,000</b>	<b>\$62,658,000</b>	<b>(\$4,831,000)</b>	<b>-7%</b>
B.	<b><u>Noncurrent Assets Whose Use is Limited:</u></b>				
1	Held by Trustee	\$15,480,000	\$16,334,000	\$854,000	6%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$19,537,000	\$6,000	(\$19,531,000)	-100%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$35,017,000</b>	<b>\$16,340,000</b>	<b>(\$18,677,000)</b>	<b>-53%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$15,428,000	\$18,940,000	\$3,512,000	23%
7	Other Noncurrent Assets	\$6,263,000	\$19,887,000	\$13,624,000	218%
C.	<b><u>Net Fixed Assets:</u></b>				
1	Property, Plant and Equipment	\$95,973,000	\$149,155,000	\$53,182,000	55%
2	Less: Accumulated Depreciation	\$2,835,000	\$20,269,000	\$17,434,000	615%
	<b>Property, Plant and Equipment, Net</b>	<b>\$93,138,000</b>	<b>\$128,886,000</b>	<b>\$35,748,000</b>	<b>38%</b>
3	Construction in Progress	\$7,873,000	\$2,334,000	(\$5,539,000)	-70%
	<b>Total Net Fixed Assets</b>	<b>\$101,011,000</b>	<b>\$131,220,000</b>	<b>\$30,209,000</b>	<b>30%</b>
	<b>Total Assets</b>	<b>\$225,208,000</b>	<b>\$249,045,000</b>	<b>\$23,837,000</b>	<b>11%</b>

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
30-Sep-17					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
II.	<b><u>LIABILITIES AND NET ASSETS</u></b>				
A.	<b><u>Current Liabilities:</u></b>				
1	Accounts Payable and Accrued Expenses	\$16,465,000	\$15,256,000	(\$1,209,000)	-7%
2	Salaries, Wages and Payroll Taxes	\$8,160,000	\$9,774,000	\$1,614,000	20%
3	Due To Third Party Payers	\$1,262,000	\$673,000	(\$589,000)	-47%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$337,000	\$771,000	\$434,000	129%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$13,842,000	\$25,202,000	\$11,360,000	82%
	<b>Total Current Liabilities</b>	<b>\$40,066,000</b>	<b>\$51,676,000</b>	<b>\$11,610,000</b>	<b>29%</b>
B.	<b><u>Long Term Debt:</u></b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$586,000	\$24,946,000	\$24,360,000	4157%
	<b>Total Long Term Debt</b>	<b>\$586,000</b>	<b>\$24,946,000</b>	<b>\$24,360,000</b>	<b>4157%</b>
3	Accrued Pension Liability	\$83,306,000	\$73,482,000	(\$9,824,000)	-12%
4	Other Long Term Liabilities	\$21,395,000	\$19,082,000	(\$2,313,000)	-11%
	<b>Total Long Term Liabilities</b>	<b>\$105,287,000</b>	<b>\$117,510,000</b>	<b>\$12,223,000</b>	<b>12%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$2,588,000	\$2,510,000	(\$78,000)	-3%
C.	<b><u>Net Assets:</u></b>				
1	Unrestricted Net Assets or Equity	\$58,749,000	\$57,550,000	(\$1,199,000)	-2%
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,414,000	\$444,000	23%
3	Permanently Restricted Net Assets	\$16,548,000	\$17,385,000	\$837,000	5%
	<b>Total Net Assets</b>	<b>\$77,267,000</b>	<b>\$77,349,000</b>	<b>\$82,000</b>	<b>0%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$225,208,000</b>	<b>\$249,045,000</b>	<b>\$23,837,000</b>	<b>11%</b>

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$916,268,000	\$978,048,000	\$61,780,000	7%
2	Less: Allowances	\$593,367,000	\$654,455,000	\$61,088,000	10%
3	Less: Charity Care	\$6,950,000	\$9,014,000	\$2,064,000	30%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$315,951,000</b>	<b>\$314,579,000</b>	<b>(\$1,372,000)</b>	<b>0%</b>
5	Provision for Bad Debts	\$8,969,000	\$9,041,000	\$72,000	1%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$306,982,000</b>	<b>\$305,538,000</b>	<b>(\$1,444,000)</b>	<b>0%</b>
6	Other Operating Revenue	\$10,321,000	\$13,807,000	\$3,486,000	34%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	<b>Total Operating Revenue</b>	<b>\$317,303,000</b>	<b>\$319,345,000</b>	<b>\$2,042,000</b>	<b>1%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$132,586,000	\$141,975,000	\$9,389,000	7%
2	Fringe Benefits	\$33,001,000	\$22,785,000	(\$10,216,000)	-31%
3	Physicians Fees	\$18,159,000	\$15,701,000	(\$2,458,000)	-14%
4	Supplies and Drugs	\$46,930,000	\$48,790,000	\$1,860,000	4%
5	Depreciation and Amortization	\$12,879,000	\$17,455,000	\$4,576,000	36%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$218,000	\$275,000	\$57,000	26%
8	Malpractice Insurance Cost	\$2,289,000	\$4,415,000	\$2,126,000	93%
9	Other Operating Expenses	\$62,569,000	\$69,004,000	\$6,435,000	10%
	<b>Total Operating Expenses</b>	<b>\$308,631,000</b>	<b>\$320,400,000</b>	<b>\$11,769,000</b>	<b>4%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$8,672,000</b>	<b>(\$1,055,000)</b>	<b>(\$9,727,000)</b>	<b>-112%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$1,361,000	\$1,636,000	\$275,000	20%
2	Gifts, Contributions and Donations		\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$138,000	\$42,000	(\$96,000)	-70%
	<b>Total Non-Operating Revenue</b>	<b>\$1,499,000</b>	<b>\$1,678,000</b>	<b>\$179,000</b>	<b>12%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$10,171,000</b>	<b>\$623,000</b>	<b>(\$9,548,000)</b>	<b>-94%</b>

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>
	<b>Other Adjustments:</b>				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$10,171,000</b>	<b>\$623,000</b>	<b>(\$9,548,000)</b>	<b>-94%</b>

## ATTACHMENT 3

Saint Mary's Hospital (hospital only)

Month  
Sep 2017      Prior Year

Year to Date  
Sep 2017      Prior Year

**A. Operating Performance**

	Sep 2017	Prior Year	Sep 2017	Prior Year
Operating Margin	2.6%	10.9%	8.7%	10.6%
Non-Operating Margin	0.6%	0.1%	0.4%	0.4%
Total Margin	3.1%	11.0%	9.1%	11.0%
Bad Debt as % of Gross Revenue	1.6%	0.1%	0.8%	0.8%

**B. Liquidity**

	Sep 2017	Prior Year	Sep 2017	Prior Year
Current Ratio	1.48	1.80	1.48	1.80
Days Cash on Hand	17	32	17	32
Days in Net Accounts Receivable	42	36	42	36
Average Payment Period	46	56	46	56

**C. Leverage and Capital Structure**

	Sep 2017	Prior Year	Sep 2017	Prior Year
Long-term Debt to Equity	0.33	0.00	0.33	0.00
Long-term Debt to Capitalization	0.25	0.00	0.25	0.00
Unrestricted Cash to Debt	0.48	231.74	0.48	231.74
Times Interest Earned Ratio	9.9	1177.1	104.71	159.03
Debt Service Coverage Ratio	31.4	138.1	53.04	125.89
Equity Financing Ratio	3.14	2.62	3.14	2.62

**D. Additional Statistics**

	Sep 2017	Prior Year	Sep 2017	Prior Year
Income from Operations	\$ 588	\$ 2,523	\$ 24,324	\$ 30,086
Revenue Over/(Under) Expense	\$ 721	\$ 2,537	\$ 25,488	\$ 31,138
EBITDA	\$ 2,040	\$ 3,867	\$ 40,897	\$ 42,424
Patient Cash Collected	\$ 19,564	\$ 20,601	\$ 258,671	\$ 259,506
Cash and Cash Equivalents	\$ 12,027	\$ 20,572	\$ 12,027	\$ 20,572
Net Working Capital	\$ 8,303	\$ 19,097	\$ 8,303	\$ 19,097
Unrestricted Assets	\$ 56,185	\$ 62,163	\$ 56,185	\$ 62,163
Credit Ratings (S&P, FITCH and Moody's)				

Saint Mary's Health System

Month  
Sep 2017      Prior Year

Year to Date  
Sep 2017      Prior Year

**A. Operating Performance**

Operating Margin	-5.6%	1.2%	-0.3%	2.7%
Non-Operating Margin	0.7%	0.2%	0.5%	0.5%
Total Margin	-4.8%	1.4%	0.2%	3.2%
Bad Debt as % of Gross Revenue	1.7%	0.5%	0.9%	1.0%

**B. Liquidity**

Current Ratio	1.58	2.07	1.58	2.07
Days Cash on Hand	17	28	17	28
Days in Net Accounts Receivable	43	37	43	37
Average Payment Period	44	51	44	51

**C. Leverage and Capital Structure**

Long-term Debt to Equity	0.32	0.01	0.32	0.01
Long-term Debt to Capitalization	0.24	0.01	0.24	0.01
Unrestricted Cash to Debt	0.58	24.73	0.58	24.73
Times Interest Earned Ratio	-14.2	76.9	3.27	47.59
Debt Service Coverage Ratio	1.0	62.7	21.63	64.60
Equity Financing Ratio	3.12	2.82	3.12	2.82

**D. Additional Statistics**

Income from Operations	\$ (1,460)	\$ 311	\$ (1,055)	\$ 8,672
Revenue Over/(Under) Expense	\$ (1,265)	\$ 373	\$ 623	\$ 10,171
EBITDA	\$ 64	\$ 1,755	\$ 16,674	\$ 21,769
Patient Cash Collected	\$ 22,724	\$ 23,618	\$ 296,730	\$ 296,240
Cash and Cash Equivalents	\$ 14,871	\$ 22,818	\$ 14,871	\$ 22,818
Net Working Capital	\$ 10,981	\$ 27,421	\$ 10,981	\$ 27,421
Unrestricted Assets	\$ 60,060	\$ 61,337	\$ 60,060	\$ 61,337
Credit Ratings (S&P, FITCH and Moody's)				

Docket Number: 15-31979-CON  
Transfer of Ownership of Saint  
Francis Care, Inc. to Trinity Health  
Corporation and Trinity Health -  
New England





Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to  
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

Response to Item 9 of the Settlement and Order dated 8/1/2015

Annual Report for the Capital Investment Plan due 11/30/2017

Question 1

*Provide a five-year post-closing capital investment plan detailing the proposed allocation of the \$275 million capital investment commitment. The submitted plan shall account for the full \$275 million commitment as stated in the proposal and include the following information:*

- a. A list of planned capital expenditures with detailed descriptions and associated estimated costs, and*

Please refer to **Attachment 2** for FY 2017 actual capital expenditures for the twelve month period ended September 30, 2017.

**Attachment 3** includes the final approved capital budget (see column C) for Trinity Health Of New England Corporation, Inc. (TH Of NE) which has been approved by Trinity Health's governing body and presented to TH Of NE's finance committee. The FY 2018 budget is for the period 7/1/2017-6/30/2018.

**Attachment 3** has also been updated to reflect preliminary capital budget for FYs 2019 and 2020. TH Of NE, including Saint Francis Hospital and Medical Center, have recently completed the most recent strategic plan and will be embarking on a Master Facilities Plan in CY 2018 which will further define capital priorities over the next three to five years. In addition, as strategic projects are identified, there is a process in place to facilitate the receipt of additional capital funding from Trinity Health for these priorities. One example of a strategic priority currently under review is the Ambulatory Surgery Center (ASC) in Hartford. The ASC has been included on the attached preliminary capital budget.

- b. A timeframe for the rollout of the capital projects, including estimated beginning, ending and start-up/operation dates.*

See **Attachment 4** for the FY 2018 individual capital projects greater than \$100,000 that have been approved to proceed at Saint Francis. The remaining dollars relating to the capital budget will be allocated based on current priorities and any critical needs that arise. These amounts are summarized by category on **Attachment 3**.

As the strategic plan is finalized and the more significant capital investments are identified, TH Of NE will provide OHCA with an update for this stipulation. TH Of NE continues to believe this approach will ensure the greatest accuracy as well as meet the intent of this stipulation.

**Attachment 2**  
**Capital Expenditure Summary**  
**FY17 Actuals - 10/1/2016-9/30/2017**  
**Expenditures > \$100,000**

	<b>Actuals FY17</b>
<b>Expansion/renovations of clinical facilities</b>	
8-2 RENOVATION	1,010,293
New compounding pharmacy for Enfield Infusion center (Johnson)	561,658
Cath Lab Renovation	464,916
Major Building Renovation	304,442
Digital Rad/Fluoro Suite Renovation	183,642
Fresh tissue lab renovation	142,340
All Other	77,620
<b>Facility &amp; program improvements for various service lines (e.g., CJRI, Rehab)</b>	
Wireless telemetry monitoring system and other patient care services equipment (Auxiliary)	1,112,037
Stryker Power Equipment	962,422
Replacment of the treatment planning system; Pinnacle and transition to Raytstation.	464,125
Stryker Sonopet (Qty 2) Spine and OR	301,625
OSI Spine Table	103,776
All Other	131,464
<b>Information Technology</b>	
IT Infrastructure to support CT hospitals	7,815,836
Hardware General, IT Refresh	1,170,494
Infrastructure Movement and Replacment of Data Center	661,965
EMC archive to migrate data from Caremedic	197,873
EPIC-PHASE 2 (PHASE 1 CIP1253)	172,286
Software-General OB Server	172,125
All Other	190,749
<b>Investment in facilities, medical and non-medical equipment and technology</b>	
Replace portable X-Ray Units(2)/Replace X-Ray Rad Room	1,236,315
Bed and patient recliner replacement	1,193,940
Energy Upgrade-SFHMC, RHHCT, & JMMC	617,382
Replace Dearatoron boiler system	508,753
North Campus Roof Replacement	348,793
Replace Nurse Call Center	334,675
Window Replacement Program	243,075
Generator Emergency - Replace the 400KW Building 1 Generator	233,746
Emergency Room Stretchers and Ultrasounds	227,617
4 Heat Exchangers-Cancer Center	222,365
CardioQuip Heater Cooler	211,177
SPY Intraoperative Laser Angio	175,000
Natus Vision EEG system	151,067
HVAC - Air-conditioner - HVAC - AHU - Replace S-6 In Lower Penthouse in B-2	140,433
REPLACE COLLINS GARAGE RUSTED CONDUITS/WIRING	133,629
Philips EPIQ 7 Echo Machine	131,043
FACILITIES GEN. - RENOV-ELECT.WHOLESALERS FACILITY FOR PARKING	124,006
Medivator Washers	115,301
Purchase Cryo Console	100,000
All Other (n=95)	703,722
<b>Physician acquisitions/ambulatory network development</b>	
SFMG Vernon Suite 200-201	459,964

**Attachment 2**  
**Capital Expenditure Summary**  
**FY17 Actuals - 10/1/2016-9/30/2017**  
**Expenditures > \$100,000**

	<b>Actuals</b>
	<b>FY17</b>
Medical Office Building Renovations	392,486
ASC Project (Planning, Design and Construction)	110,542
All Other	66,347
<b>Reallocation to Johnson Memorial - part of strategic growth of RHM</b>	
PeopleSoft Implementation	416,167
Kronos Implementation	412,756
All Other	15,739
<b>Saint Mary's Epic Implementation</b>	
Epic Implementation	<b>21,433,313</b>
<b>Capital leases associated with Epic and other</b>	
Capital leases associated with Epic and other	<b>1,298,154</b>
<b>Total</b>	<b>47,959,194</b>
<b>Johnson local capital expenditures (see Johnson Filing)</b>	\$ 2,259,103
<b>Saint Mary's local capital expenditures (see Saint Mary's Filing)</b>	26,210,322
<b>Total Capital Expenditures THOFNE CT Hospitals</b>	<b>\$ 76,428,619.18</b>

**Attachment 3**

**Preliminary Capital Investment Plan for Trinity Health Of New England (f/k/a Saint Francis Care , Inc. )**

Dollars in Thousands

	<Prior Version> (a)	<Actuals> <Prior Version>	<Actuals> <New> (b)	------(c)(d)-----			
	Five Year Total	FY 2016 Expenditures (10/1/2015- 9/30/2016)	FY2017 Expenditures (10/1/16- 9/30/17)	FY 2018 Budget (7/1/2017- 6/30/2018)	FY 2019 Budget (7/1/2018- 6/30/2019)	FY 2020 Budget (7/1/2019- 6/30/2020)	Estimated Post- Close Five Year Capital Spend
<b>Preliminary capital expenditures summary</b>							
Investment in facilities, medical and non-medical equipment and technology	\$ 184,000	\$ 21,428	\$ 7,152	\$ 2,738	\$ 15,000	\$ 15,000	\$ 61,318
Capital leases associated with Epic and other	4,500	1,028	1,298	-	-	-	2,326
Facility & program improvements for various service lines (e.g., CJRI, Rehab)	5,000	3,104	3,075	100	2,000	2,000	10,279
Expansion/renovations of clinical facilities	10,000	-	2,183	-	10,000	5,000	17,183
Physician acquisitions/ambulatory network development	23,500	-	1,029	575	1,100	1,100	3,804
Information Technology	-	3,926	10,381	9,253	9,000	9,000	41,559
Unspecified; to be allocated based on organizational priorities each year	48,000	20,015	-	7,908	10,000	15,000	52,923
<b>Adjustments to preliminary capital expenditure summary:</b>							
Reallocation to Johnson Memorial - part of strategic growth of RHM		1,496	3,666	4,187	2,639	645	12,633
Reallocation to Saint Mary's-part of strategic growth of RHM <sup>(e)</sup>		-	21,282	9,133	12,500	12,500	55,415
Saint Mary's Epic Implementation		-	26,362	-	-	-	26,362
Hartford Ambulatory Surgery Center			-	4,333	5,981	1,596	11,910
<b>Total estimated annual capital expenditures</b>	<b>\$ 275,000</b>	<b>\$ 50,997</b>	<b>\$ 76,428</b>	<b>\$ 38,226</b>	<b>\$ 68,220</b>	<b>\$ 61,841</b>	<b>\$ 295,712</b>

(a) Preliminary plan for capital commitment as noted on page 635 of CON.

(b) Capital expenditures 10/1/2016-9/30/2017 see detail at Attachment 2

(C) Approved Trinity Health Of New England FY18 routine capital budget for Saint Francis and Johnson is \$11.3M and \$0.873M, respectively. This amount is exclusive of \$15.7M earmarked for TH OF NE IT projects, of which \$9.3 is targeted for St. Francis. In addition, subject to final approval, an additional \$11.9M (in total) has been earmarked for an Ambulatory Surgery Center in Hartford.

(d) Amounts continue to be preliminary based on evolving RHM strategy and expected investment necessary for Saint Francis facilities and equipment, etc.

The Strategic plan was recently completed and the Master Facilities Plan has recently been approved to begin for TH OF NE.

(e) Saint Mary's 5 year commitment is through 2021 based on timing of affiliation.

Note: \$20,015 in FY 2016 was investment in Johnson Memorial Hospital which closed on 1/1/2016

**Attachment 4**  
**Capital Expenditure Summary**  
**FY18 Budget - 10/1/2017-9/30/2018**  
**Currently Approved Expenditures > \$100,000**

	<b>Approved FY18 Budget</b>
<b>Expansion/renovations of clinical facilities</b>	
Psychiatry Renovation	100,000
<b>Information Technology</b>	
3 Par Replacement non EPIC epic	3,500,000
Ciena Fiber Switches	1,000,000
Epic Ambulatory Licensing Gap	953,100
St Francis wireless project (completion) pull cables and old AP's	500,000
Workday - Hartford	500,000
Replace EOL Rubbermaid Carts and Buyout of Leased Carts	425,000
3 Par expansion EPIC storage	300,000
Phones Voice Gateways SFH	300,000
Replace HP blades x 16	275,000
ExtaHop network/systems monitoring	270,000
Data Domain 7200 expansion	200,000
Epic Biometrics Refresh	196,367
Fuji Synpase Extension for JMMC Echos	154,000
JMMC Email migration to SFH	120,000
Kronos 8.0 Upgrade	108,000
Auxilio	105,350
SIP Trunking Border Element controllers etc. Wallingford/SFH	100,000
All Other	246,000
<b>Investment in facilities, medical and non-medical equipment and technology</b>	
Renovation - Minor < \$2M, 6-2 Renovations	1,800,000
OR lights rooms 1-6	324,087
Microscope for Spine OR	253,318
OSI table	102,508
All Other (n=22)	258,766
<b>Physician acquisitions/ambulatory network development</b>	
MOB Renovations - Minor	500,000
All Other	75,000
<b>Unspecified; to be allocated based on organizational priorities each year</b>	
Not Yet Allocated	7,907,504
<b>Hartford Ambulatory Surgery Center</b>	
Estimated FY18 Capital Expenditures	4,333,000
<b>Total for Saint Francis (excludes SMH and Johnson on Attachment 3)</b>	<b><u>24,907,000</u></b>



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to  
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the  
above-referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at  
860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.



**CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation**

Response to Items #10 and #11 of the Settlement and Order dated 8/1/2015 for the Six Month Period Ended September 30, 2017

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both the Hospital and its immediate parent (SFC or its successor legal entity) for purposes of this Order, semi-annual periods are October 1 - March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31 and November 30, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM): Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The information shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since October 1, 2015, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Trinity Health to identify and implement changes to realize cost saving opportunities. As previously reported, a significant benefit with annual ongoing savings for Saint Francis was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. In addition, the Series F Fixed Pay SWAP was novated to Trinity Health on October 1, 2015. The result of this SWAP was an improvement in Saint Francis' net assets of \$44 million. Furthermore, the transfer of this SWAP removes the financial risks associated with the change in interest rates and the impact on Saint Francis net assets. For example, in FY 2015, Saint Francis recorded a \$14.8 million non-operating loss related to this interest rate SWAP. Interest rate SWAP loss for FY 17 was \$887,000. Additional interest expense savings for the six months ended September 30, 2017 was approximately \$430,000 as a result of favorable interest rates.

Another significant change was the inclusion of Saint Francis into the Trinity Health insurance program. This created an overall initial decrease in annual premiums of approximately \$1.3 million exclusive of one time tail coverage costs incurred as part of the transaction. Effective 7/1/2017, Saint Francis received additional annual premium reductions and the impact of this reduction was \$4.4 million for Saint Francis Hospital and Medical Center. The savings for the six month period ended September 30, 2017 was approximately \$1.1 million favorable compared to the first six months of the fiscal year.

Lastly, leveraging the Trinity Health actuarial expertise whose approach is to more closely align mortality assumptions with plan participant demographics in the Trinity Health pension plans,

Saint Francis' projected benefit obligation was further evaluated. As a result, Saint Francis recognized an annual benefit in pension expense of \$4.2 million for the twelve month period ended September 30, 2016. For the period from April 1, 2017 through September 30, 2017, Saint Francis had additional favorability in pension expense of \$3.1 million. Furthermore, Trinity and Saint Francis have developed a plan to continue to adequately fund the Saint Francis defined benefit plan consistent with the Trinity Health funding policy. For the period 10/1/2016-9/30/2017, Saint Francis made contributions to the pension plan of \$27.9 million. Based on the current obligations under the plan and current funding level, Saint Francis will make contributions of \$32.9 million to the plan during the period 7/1/2017-6/30/2018. Historically, Saint Francis was only able to contribute approximately \$9 million to the plan annually.

In January 2017, the employees of Saint Francis were brought onto to Trinity Health benefit programs which provided several enhancements to their benefits. The most significant change is that colleagues working more than twenty hours per week are participating in a defined contribution retirement program which provides a base core contribution of 3% for everyone and a matching contribution for the first 6% of a colleague's contribution. This change resulted in over \$700,000 additional contributions made to employee's plans. The new health insurance program provides comprehensive coverage at a lower average employee contribution compared to what had previously been provided.

Saint Francis continues with the transition to the Trinity Health Group Purchasing Organization, HPG. During the period April 1, 2017 to September 30, 2017, this effort has resulted in additional supply chain savings of approximately \$760,000. Most of the current saving was achieved by reducing the cost on existing goods through the implementation of the Trinity Health National Agreements. Supply Chain integration activity will continue in FY17 and FY18. In addition, as we shift to SFHMC maintenance contracts to TH master agreements with the respective vendors, SFHMC has realized savings of \$400,000 associated with leveraging Trinity Health pricing for these agreements.

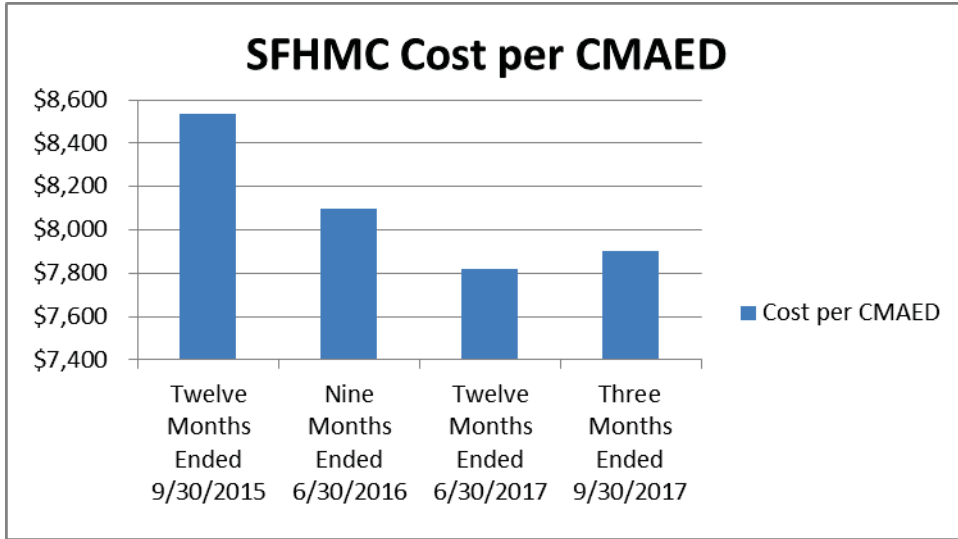
Trinity Health Of New England, Inc. (TH Of NE, formerly known as Saint Francis *Care*, Inc.), on behalf of its member hospitals including Saint Francis Hospital and Medical Center, Johnson Memorial Hospital and Saint Mary's Hospital, is currently working with Trinity Health on ensuring these hospitals continue to deliver high quality care and remain low cost providers within the community. TH-NE and Trinity Health have engaged external consultants to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.3 million benefit to the Connecticut hospitals within TH Of NE during the period 4/1/2017-9/30/2017.

Additional regionalization and alignment strategies have decreased costs in various areas including legal and external audit. Prior to 10/1/2015, Saint Francis annual audit fees were approximately \$600,000. SFHMC audit fee is part of Trinity Health's audit fees and no additional expense is directly charged to the organization. Furthermore, access to legal services

at Trinity Health system office has resulted in a decrease in annual external legal fees of approximately \$1.4 million.

Overall, SFHMC has seen significant decrease in costs per case mix adjusted equivalent discharge since the affiliation with Trinity Health and the establishment of the region.

**Table 1: Costs per Case Mix Adjusted Equivalent Discharge**



Except where otherwise noted, these cost savings will continue to be realized in future years. Furthermore, we continue to identify cost saving opportunities with vendors and will report those cost savings when realized in future reporting periods. See **Attachment A** for expense savings by category.

*2. the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings. Saint Francis continues to have a strong census as well as being recognized for its clinical excellence. For example, in November 2017, Saint Francis Hospital and Medical Center has again received an “A” rating Hospital Safety Score from The Leapfrog Group, a national hospital quality watchdog organization. Saint Francis has received an “A” rating eight times since the survey’s inception in 2012 and is one of only five Connecticut hospitals to receive an “A” rating this year.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM). The format shall be consistent with that which is in use at the time of reporting in OHCA’s HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment B**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The*

*required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment C** for Financial Indicators.

**Attachment A**

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**Cost Savings/Synergies 4/1/2017-9/30/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
<b>A.</b>	Salaries & Wages	
<b>B.</b>	Fringe Benefits (pension)	\$3,100
<b>C.</b>	Contractual Labor Fees	
<b>D.</b>	Medical Supplies and Pharmaceutical Cost	\$760
<b>E.</b>	Depreciation and Amortization	
<b>F.</b>	Bad Debts	
<b>G.</b>	Interest Expense	\$430
<b>H.</b>	Malpractice Insurance Cost	\$1,100
<b>I.</b>	Utilities	
<b>J.</b>	Business Expenses (insurance and IT )	
<b>K.</b>	Other Operating Expense	<u>\$400</u>
	Total savings 10/1-3/31	<u><u>\$5,790</u></u>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
Attachment B					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 SEPTEMBER	FY 2017 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$17,282,000	\$16,067,000	(\$1,215,000)	-7%
2	Short Term Investments	\$37,626,000	\$44,486,000	\$6,860,000	18%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$64,589,000	\$64,796,000	\$207,000	0%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$47,486,000	\$90,696,000	\$43,210,000	91%
6	Due From Third Party Payers	\$5,513,000	\$6,245,000	\$732,000	13%
7	Inventories of Supplies	\$8,913,000	\$8,663,000	(\$250,000)	-3%
8	Prepaid Expenses	\$3,861,000	\$2,400,000	(\$1,461,000)	-38%
9	Other Current Assets	\$3,498,000	\$17,525,000	\$14,027,000	401%
	<b>Total Current Assets</b>	<b>\$188,768,000</b>	<b>\$250,878,000</b>	<b>\$62,110,000</b>	<b>33%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$98,242,000	\$107,707,000	\$9,465,000	10%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$2,118,000	\$1,783,000	(\$335,000)	-16%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$100,360,000</b>	<b>\$109,490,000</b>	<b>\$9,130,000</b>	<b>9%</b>
5	Interest in Net Assets of Foundation	\$13,266,000	\$10,197,000	(\$3,069,000)	-23%
6	Long Term Investments	\$48,717,000	\$49,364,000	\$647,000	1%
7	Other Noncurrent Assets	\$7,050,000	\$7,050,000	\$0	0%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$418,811,000	\$446,444,000	\$27,633,000	7%
2	Less: Accumulated Depreciation	\$43,734,000	\$82,940,000	\$39,206,000	90%
	<b>Property, Plant and Equipment, Net</b>	<b>\$375,077,000</b>	<b>\$363,504,000</b>	<b>(\$11,573,000)</b>	<b>-3%</b>
3	Construction in Progress	\$14,905,000	\$12,103,000	(\$2,802,000)	-19%
	<b>Total Net Fixed Assets</b>	<b>\$389,982,000</b>	<b>\$375,607,000</b>	<b>(\$14,375,000)</b>	<b>-4%</b>
	<b>Total Assets</b>	<b>\$748,143,000</b>	<b>\$802,586,000</b>	<b>\$54,443,000</b>	<b>7%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$34,163,000	\$29,121,000	(\$5,042,000)	-15%
2	Salaries, Wages and Payroll Taxes	\$38,144,000	\$31,072,000	(\$7,072,000)	-19%

<b>SAINT FRANCIS HOSPITAL AND MEDICAL CENTER</b>					
<b>Attachment B</b>		<b>TWELVE MONTHS ACTUAL FILING</b>			
<b>FISCAL YEAR 2017</b>					
<b>REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION</b>					
(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016</u> <u>SEPTEMBER</u>	<u>FY 2017</u> <u>SEPTEMBER</u>	<u>AMOUNT</u> <u>DIFFERENCE</u>	<u>%</u> <u>DIFFERENCE</u>
3	Due To Third Party Payers	\$8,953,000	\$8,727,000	(\$226,000)	-3%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$6,925,000	\$5,761,000	(\$1,164,000)	-17%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$9,045,000	\$13,365,000	\$4,320,000	48%
	<b>Total Current Liabilities</b>	<b>\$97,230,000</b>	<b>\$88,046,000</b>	<b>(\$9,184,000)</b>	<b>-9%</b>
<b>B.</b>	<b><u>Long Term Debt:</u></b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$237,732,000	\$233,715,000	(\$4,017,000)	-2%
	<b>Total Long Term Debt</b>	<b>\$237,732,000</b>	<b>\$233,715,000</b>	<b>(\$4,017,000)</b>	<b>-2%</b>
3	Accrued Pension Liability	\$227,408,000	\$192,262,000	(\$35,146,000)	-15%
4	Other Long Term Liabilities	\$51,868,000	\$57,584,000	\$5,716,000	11%
	<b>Total Long Term Liabilities</b>	<b>\$517,008,000</b>	<b>\$483,561,000</b>	<b>(\$33,447,000)</b>	<b>-6%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C.</b>	<b><u>Net Assets:</u></b>				
1	Unrestricted Net Assets or Equity	\$49,222,000	\$140,435,000	\$91,213,000	185%
2	Temporarily Restricted Net Assets	\$29,372,000	\$29,334,000	(\$38,000)	0%
3	Permanently Restricted Net Assets	\$55,311,000	\$61,210,000	\$5,899,000	11%
	<b>Total Net Assets</b>	<b>\$133,905,000</b>	<b>\$230,979,000</b>	<b>\$97,074,000</b>	<b>72%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$748,143,000</b>	<b>\$802,586,000</b>	<b>\$54,443,000</b>	<b>7%</b>

Attachment B		SAINT FRANCIS HOSPITAL AND MEDICAL CENTER			
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	ACTUAL	DIFFERENCE	DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,252,204,496	\$2,472,109,000	\$219,904,504	10%
2	Less: Allowances	\$1,492,769,983	\$1,670,729,000	\$177,959,017	12%
3	Less: Charity Care	\$14,403,000	\$20,662,000	\$6,259,000	43%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$745,031,513</b>	<b>\$780,718,000</b>	<b>\$35,686,487</b>	<b>5%</b>
5	Provision for Bad Debts	\$14,575,173	\$11,262,000	(\$3,313,173)	-23%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$730,456,340</b>	<b>\$769,456,000</b>	<b>\$38,999,660</b>	<b>5%</b>
6	Other Operating Revenue	\$37,241,398	\$43,979,000	\$6,737,602	18%
7	Net Assets Released from Restrictions	\$3,396,800	\$3,869,000	\$472,200	14%
	<b>Total Operating Revenue</b>	<b>\$771,094,538</b>	<b>\$817,304,000</b>	<b>\$46,209,462</b>	<b>6%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$257,995,100	\$245,787,000	(\$12,208,100)	-5%
2	Fringe Benefits	\$64,720,593	\$52,305,000	(\$12,415,593)	-19%
3	Physicians Fees	\$52,216,369	\$48,090,000	(\$4,126,369)	-8%
4	Supplies and Drugs	\$113,739,471	\$140,126,000	\$26,386,529	23%
5	Depreciation and Amortization	\$43,829,465	\$38,485,000	(\$5,344,465)	-12%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,464,953	\$9,206,000	\$741,047	9%
8	Malpractice Insurance Cost	\$8,752,762	\$9,905,000	\$1,152,238	13%
9	Other Operating Expenses	\$210,971,585	\$231,207,000	\$20,235,415	10%
	<b>Total Operating Expenses</b>	<b>\$760,690,298</b>	<b>\$775,111,000</b>	<b>\$14,420,702</b>	<b>2%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$10,404,240</b>	<b>\$42,193,000</b>	<b>\$31,788,760</b>	<b>306%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$6,881,703	\$10,954,000	\$4,072,297	59%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,959,580)	(\$927,000)	\$4,032,580	-81%
	<b>Total Non-Operating Revenue</b>	<b>\$1,922,123</b>	<b>\$10,027,000</b>	<b>\$8,104,877</b>	<b>422%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$12,326,363</b>	<b>\$52,220,000</b>	<b>\$39,893,637</b>	<b>324%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$12,326,363</b>	<b>\$52,220,000</b>	<b>\$39,893,637</b>	<b>324%</b>
	Principal Payments	\$0	\$0	\$0	0%



## Attachment B Cash Flow

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
CONSOLIDATED STATEMENT OF CASH FLOW

	Twelve Months Ended September 30 2017	Twelve Months Ended September 30 2016
Operating activities and non-operating income		
Excess of revenues over expenses	\$ 52,220,000	\$ 12,326,000
Adjustments to reconcile excess of revenues over expenses to net cash provided in operating activities and non-operating activities:		
Depreciation and amortization	38,485,000	44,179,000
Bad debts	11,262,000	14,575,000
Transfers to Trinity Health and affiliates	26,733,000	
Decrease (increase) in interest in Saint Francis Hospital and Medical Center Foundation	3,069,000	(2,287,000)
Increase in assets held in trust by others	-	(2,132,000)
Change in retirement plan related items	7,812,000	
Increase in accrued pension liability	(35,146,000)	(7,978,000)
Increase (decrease) in other long term liabilities	5,716,000	(28,861,000)
Other changes in net assets	4,409,000	(13,637,000)
Change in working capital, other than cash and cash equivalents	(75,747,000)	(62,697,000)
Net cash provided (used) in operating activities	<u>38,813,000</u>	<u>(46,512,000)</u>
Investing activities		
Purchase of property, plant and equipment, net	(24,110,000)	(34,704,000)
Purchase accounting, property, plant and equipment		55,304,000
Increase in investments	(7,507,000)	(18,597,000)
Change in permanently restricted endowment	5,900,000	
Increase in other noncurrent assets		(5,685,000)
Increase in noncurrent assets whose use is limited	(9,130,000)	(2,423,000)
Net cash used in investing activities	<u>(34,847,000)</u>	<u>(6,105,000)</u>
Financing activities		
Principal payments on long-term debt	(5,181,000)	(6,795,000)
Net cash used in financing activities	<u>(5,181,000)</u>	<u>(6,795,000)</u>
Net decrease in cash and cash equivalents	(1,215,000)	(59,412,000)
Cash and cash equivalents at beginning of period	17,282,000	76,694,000
Cash and cash equivalents at end of period	<u>\$ 16,067,000</u>	<u>\$ 17,282,000</u>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
CONSOLIDATED STATEMENT OF CHANGES IN  
COMPONENTS OF WORKING CAPITAL OTHER THAN  
CASH AND CASH EQUIVALENTS

	Twelve Months Ended September 30 2017	Twelve Months Ended September 30 2016
Changes in current assets:		
Assets whose use is limited required for current liabilities	\$ 0	\$ 1,521,000
Accounts receivable--patients, net	(11,469,000)	(17,231,000)
Other current assets	(14,027,000)	77,000
Due from third party reimbursement agencies	(732,000)	
Inventory of supplies	250,000	789,000
Prepaid expenses	1,461,000	4,079,000
Due from affiliated entities	(43,210,000)	(42,621,000)
	<u>(67,727,000)</u>	<u>(53,386,000)</u>
Changes in current liabilities:		
Accounts payable and accrued expenses	(5,042,000)	(12,329,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,072,000)	2,146,000
Other current liabilities	4,320,000	
Due to third party reimbursement agencies	(226,000)	872,000
	<u>(8,020,000)</u>	<u>(9,311,000)</u>
Changes in working capital other than cash and cash equivalents	<u>\$ (75,747,000)</u>	<u>\$ (62,697,000)</u>

## Attachment C Financial Indicators

## Saint Francis Hospital and Medical Center

Monthly Financial Measurement/Indicators	Sept 17 YTD	Sept 16 YTD	Comments
<b>A. Operating Performance:</b>			
Operating Margin	5.2%	1.3%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	11.0%	8.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.5%	0.6%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	2.8	1.9	current assets/current liabilities
Days Cash on Hand	42.7	49.7	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	30.7	32.3	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	43.6	49.5	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	103.7%	182.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	50.3%	64.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	36.0%	40.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	5.6	2.2	EBIT/Interest expense
Debt Service Coverage Ratio	6.0 x	4.1 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	28.8%	17.9%	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations	\$ 42,193	\$ 10,404	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 52,220	\$ 12,326	Net gain(loss)
EBITDA	\$ 89,884	\$ 62,698	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 60,553	\$ 54,908	from cons bs
Net Working Capital	\$ 162,832	\$ 91,538	current assets-current liabilities
Unrestricted Assets	\$ 140,435	\$ 49,222	from cons bs

Docket Number: 15-32002-CON Transfer of  
Ownership of Johnson Memorial Medical Center to  
Saint Francis Care, Inc.



Karen Roberts  
Principal Health Care Analyst  
Office of Health Care Access  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

## **CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.**

Response to Item #9 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2017

*9. Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis, the Applicants shall submit to OHCA its Capital Investment Plan specific to JMMC and JMHC detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:*

*a) A list of planned capital expenditures with detailed descriptions and associated estimated costs; and b) A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and c) Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order. Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the JMMC's operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by JMMC's Chief Financial Officer.*

Since the approval of the Certificate of Need, Johnson has been in the process of developing the capital budget for FY 2017 (July 1, 2016 through June 30, 2017).

For the period April 1, 2016 through September 30, 2016, Johnson incurred capital expenditures of \$1.1 million (See **Attachment A**). As previously reported, Trinity Health – New England (formerly known as Saint Francis Care, Inc.) and Johnson accelerated the timing of the implementation of the Epic electronic medical record system. The total capital cost of this system implementation relating to Johnson was approximately \$6.8 million, which was paid by Saint Francis Hospital and Medical Center and ultimately structured as a capital lease to Johnson. Annual capital lease payments from Johnson to Saint Francis Hospital and Medical Center total \$960,000 annually for seven years, \$480,000 for the six month period ended September 30, which has been included in the capital expenditure report attached.

The FY 2017-FY2020 preliminary capital budget for Johnson (see **Attachment B**) was developed as part of the Trinity Health-New England's capital and operating budget processes as well as the current strategic financial planning process for the fiscal years 2018-2020. While capital projects are inventoried and identified during the strategic planning process, the actual expenditure for FY 2017, 2018 and 2019 will likely be \$1.5 million, \$3.0 million and \$3.0 million, respectively. Individual items on Johnson's capital request will be continuously evaluated as we are constantly assessing the strategic needs of the facilities.

Johnson Memorial Hospital/Johnson Memorial Medical Center  
New Acquisition Jan - Sept 16  
Stipulation # 9 Attachment A

<b>Row Labels</b>	<b>Sum of ORIGINAL COST</b>	
<b>1/1/2016</b>	<b>\$</b>	<b>102,509</b>
AccuDose Door Lock	\$	50,603
MRI Portico work	\$	31,904
software	\$	13,053
(blank)	\$	6,949
<b>2/1/2016</b>	<b>\$</b>	<b>40,656</b>
HD LED CD monitor/stand/basket	\$	14,260
JSC humidity & temp control	\$	26,396
<b>3/1/2016</b>	<b>\$</b>	<b>43,475</b>
AccuDose Door Lock	\$	7,425
analog video monitor syste -icu	\$	4,987
Endo cleaning station	\$	7,312
JSC humidity & temp control	\$	4,695
pneumatic Tube system	\$	10,276
upgrad to hum/temp controls	\$	8,780
<b>4/1/2016</b>	<b>\$</b>	<b>55,385</b>
Anesthesia monitors- lease buyout	\$	12,000
Psych room renovations	\$	19,825
renov for steris washer/sink,counter	\$	11,900
Steris/Amsco Washer	\$	11,660
<b>5/1/2016</b>	<b>\$</b>	<b>111,352</b>
Centricity Perinatal Intrapartum System	\$	86,343
Cystoscope equipment	\$	25,009
<b>6/1/2016</b>	<b>\$</b>	<b>279,465</b>
EPIQ 7G Ultrasound System	\$	259,640
Psych room renovations	\$	19,825
<b>7/1/2016</b>	<b>\$</b>	<b>23,496</b>
Endo cleaning station	\$	17,061
LF-DP Tracheal Intubation Fib rscope	\$	6,435
<b>8/1/2016</b>	<b>\$</b>	<b>119,998</b>
Kawneed series alum doors	\$	7,750
PeopleSoft Licenses	\$	112,248
<b>Grand Total</b>	<b>\$</b>	<b>776,335</b>
Epic Capital Lease	\$	720,000
Total Capital Expenditures including Lease 1/1-9/30	<u>\$</u>	<u>1,496,335</u>
Total Capital Expenditures including Lease 4/1-9/30	<u>\$</u>	<u>1,069,696</u>

**Johnson Memorial Medical Center/Johnson Memorial Hospital**  
**FY 2017 to FY 2020 Preliminary Capital Plan**  
**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Plant Operations (8060)	Electrical upgrades - Phase One (FY18= \$600k, FY19=\$100k)	1		460,909	239,091		
Plant Operations (8060)	Kitchen Exhaust System	1		235,797			
Radiology (7240)	Digital Radiology room - remove old equip, install	1	R	210,000			
Nursing Admin (6010)	R Series ALC biphasic ZOLL Defibrillators (11 defibrillators)	1	R	208,611			
Plant Operations (8060)	Paving Visitor Parking Lot	2	R	126,165			
Plant Operations (8060)	Patient Room windows - recalk for blurry			50,000			
Pharmacy (7330)	Guardrails Service contract for Alaris IV pumps	1	R	72,000			
Plant Operations (8060)	Repairs to main Entrance Canopy	1		65,418			
Plant Operations (8060)	Uranium System	1		35,000			
Radiology (7240)	Raometric - one for JSC & JM	1	N	18,000			
Pharmacy (7330)	3-card reader controller Locks (2 Stfd, 1 Enf)	1	N	10,000			
Plant Operations (8060)	Remove & install new Fire Hydrant	1		8,100			
Pharmacy (7330)	IV room @ JM	1	N		500,000		
Radiology (7240)	Digital Mammography upgrad 2D @ JSC and Digital @JM	1	R		430,000		
Radiology (7240)	R&F Digital room - remove old equip, install	1	R		\$369,750		
Pharmacy (7330)	AcuDose Equipment for OR suites @ JSC OR suites	1	N	-	274,001		
Radiology (7240)	GE OEC C-Arm	2	R		200,000		
Ultrasound (7280)	Ultrasound room & removal of old u/s equip	1	R		135,395		
Ultrasound (7280)	Philips EPIQ 7 Diamond Select System	1	R		118,000		
Plant Operations (8060)	Boiler,Energy Saving Controls/Hawk system	1	R		125,915		
Plant Operations (8060)	Paving Roadway, Loading Dock area, parking	2	R		\$122,841		
Pharmacy (7330)	AcuDose Software Upgrade Connect	1	R		76,118		
Nursing Admin (6010)	Carefusion Alaris PCA modules, Unites, ETCO2 modules	1	R		75,768		
Cardiovascular (7250)	Cardiovascular Ultrasound Scanner	1	R		75,150		
Plant Operations (8060)	Bobcat for Snow removal & grounds work	2			\$70,000		
Central Sterile Proc. (6760)	Getinge 733 sterilizer	1	N		69,636		
JSC (Surgery Ctr) (6600)	OR Surgical Lights in OR 1, 2 & 3	1	R		66,492		
Plant Operations (8060)	ABS - JM OR/Pharmacy/Heat Exchanger	2			61,320		
Plant Operations (8060)	Lighting Protections: Main Bldg; BH; PH; & WWTP	2			\$55,550		
Plant Operations (8060)	Truck	2			50,000		

**Johnson Memorial Medical Center/Johnson Memorial Hospital**  
**FY 2017 to FY 2020 Preliminary Capital Plan**  
**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
JSC (Surgery Ctr) (6600)	Stryker Video Equipment Incl display & camera heads	2	R		40,101		
Enfield Phys Med (7093)	Mediware MediLinks OP CUL License	1	N		39,960		
Perioperative Svcs (6610)	Urology Instrumentation	1	R		34,000		
Nursing Admin (6010)	Carefusion Alaris syringe modules and software	2	R		33,252		
Nursing Admin (6010)	3 EZZ way 1000 lb ceiling lifts w continuous charge	2	N		32,262		
Plant Operations (8060)	Paint Boiler House Smoke Stack	2			\$31,180		
Psychiatry (6070)	Psychiatric Safe Medical Beds - 5 beds @ \$5,900	2	N		29,500		
CT Scan (7230)	ACR CT phantoms for JSC & JMH	1	N		26,000		
Plant Operations (8060)	I-Net Sysetm Upgrade	1			13,285		
Pharmacy (7330)	Camera Security System for pharm (4 Stfd, 2 Enf)	1	N		12,000		
Plant Operations (8060)	Fleet Guard Key System - control system	2			11,818		
Radiology (7240)	Stryker Stretcher - trauma - JMH	1	R		\$9,100		
Plant Operations (8060)	Backup Myers Pump for Bed 6 WWTP	2			9,084		
Ultrasound (7280)	Stryker OB Stretcher for JSC	1	N		6,000		
Plant Operations (8060)	Install 9 bollards in front of Generator	1			\$7,786		
	Carefusion					2,000,000	
	Pixis						
Nuclear Medicine (7300)	Siemens Symbia T6 Spect/CT camera	1	R			599,600	
CT Scan (7230)	Siemens Somatome Perspective 64 slice scanner	1	R			525,000	
Radiology (7240)	RadSpeed Auto Dr Radiographic Room	2	R			273,350	
Laboratory (7020)	Hematology replacemnt (2) Sysmex XN2000 analyzers	2	R			173,918	
Same Day Surgury (6605)	GE patient monitors & Central station monitor	2	R			145,834	
Plant Operations (8060)	Hot Water System	3				130,000	
Laboratory (7020)	(2) ACL TOP 300 Coagulation analyzers	1	R			90,000	
Perioperative Svcs (6610)	Mammotome	1	N			\$65,526	
Radiology (7240)	Bone Density (remove old equip, install)	3	R			65,000	
Central Sterile Proc. (6760)	Getinge 8668 Washer Disinfecter 12 Tray unit	3	N			55,598	
Plant Operations (8060)	Fuel duplex pump set	3				47,919	
Plant Operations (8060)	Medical Vacuum System	3				\$31,997	
Respiratory Therapy (7400)	Maquet SERVO - 1 Universal Core	1	N			30,681	



**Johnson Memorial Medical Center/Johnson Memorial Hospital**  
**FY 2017 to FY 2020 Preliminary Capital Plan**  
**Stipulation #9 Attachment B**

N=New  
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Cardiac Rehab (7590)	complete phase 3 of business plan for relocation	1	N			23,100	
Radiology (7240)	C-Arm Table	3	R			20,000	
Plant Operations (8060)	New Well Install #9 - LaFamboise	3				17,155	
Anesthesia (7370)	Glide Scope	1	R			\$14,422	
CT Scan (7230)	Renovation of Ct area - stretcher, curtain, paint/floor		R			10,000	
Radiology (7240)	renovation of main xray viewing room		N			10,000	
Emergency Rm (6850)	Stryker Stretcher - Trauma/2 Big Wheel	1	N			9,405	
Post Anesthesia Care (6660)	Transport Monitor	1	N	-		8,530	
Laboratory (7020)	Ortho Workstation for ID-MTS Gel Cards	1	N			7,060	
Central Sterile Proc. (6760)	Getinge Prep & Pack table	3	N			6,883	
Enfield Phys Med (7093)	NuStep Recumbent Cross Trainer w/oversized seat	2	R			6,670	
Laboratory (7020)	Hematology micro scope	1	R			\$6,400	
CT Scan (7230)	Countertop Blanket Warmer		N			6,000	
Radiology (7240)	GE 9" Laser Aimer for OEC 9899 +C-Arm Part		N			6,000	
Enfield Phys Med (7093)	AC5000M Treadmill w handrails/wght cap of 550 lbs	3	R			4,972	
CT Scan (7230)	64 slice Ct Scanner with install & remove old equip,	2	R				\$569,170
Plant Operations (8060)	Contingency - Emergency Repairs	3					500,000
Anesthesia (7370)	Anesthesia Machines	3	R				400,000
Plant Operations (8060)	Nirenberg - Generators	3					350,000
<b>Grand Totals JMMC</b>				<b>\$ 1,500,000</b>	<b>\$ 3,450,355</b>	<b>\$ 4,391,020</b>	<b>\$ 1,819,170</b>

Note: Based on current infrastructure issues at Johnson, the creation of a sewer system is expected over the next three years. The estimated costs for Johnson relating to this project is approximately \$4.0 million. This amount is not included in the schedule above.



Karen Roberts  
Principal Health Care Analyst  
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410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

December 12, 2017

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

Enc.

**CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.**

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2017

*10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31<sup>st</sup> and November 30<sup>th</sup>, beginning May 31, 2016:*

*a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:*

*1. the major cost savings achieved for each expense category; and*

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. As previously reported, one immediate benefit was the successful restructuring of Johnson’s debt as of December 31, 2015 with an intercompany loan from Trinity Health Of New England Corporation, Inc. (TH Of NE). In addition, Saint Francis Hospital and Medical Center forgave a loan due from Johnson in the amount of \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$48,000 for the six month period ended September 30, 2017.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This produced an overall decrease in annual premiums for malpractice, workers compensation and other business policies of approximately \$1.0 million. Furthermore, additional insurance premium savings of \$198,000 will be realized for the annual period 7/1/2017 through 6/30/2018. For the six month period ended September 30, 2017, the additional savings realized was approximately \$100,000.

There continues to be significant efforts to centralize and regionalize support functions across TH Of NE including Finance, Human Resources, Revenue Cycle, Quality, Performance Improvement, Facilities, and Information Systems. In the last twelve months, HIM and Billing have fully integrated into TH Of NE. This has resulted in reduction of costs at Johnson of \$1.2 million for the six months ended September 30, 2017 for all of these support areas.

In addition, Johnson has benefited from the utilization of both regional and system office Legal Services, Compliance and Audit departments. The decrease in legal fees, consulting and auditing costs associated with this transition was \$258,000 for the six month period ended September 30, 2017.

Annual non-salary information technology costs of \$308,000 were transferred to the region at the beginning of FY 2017. Other cost reductions due to regionalization were \$47,000 and \$43,000 in advertising and recruitment expenses. Johnson's portion of these costs are now included in the regional allocation.

The above savings are offset by a TH Of NE regional allocation of \$706,000 for the six month period included in other operating expenses in **Attachment A**.

Another initiative to improve quality and decrease costs that occurred during FY 2017 was the restructuring of lab services utilizing Collaborative Laboratory Services ("CLS"). This restructure transitioned the lab personnel and purchasing of supplies from Johnson to CLS. As a result, Johnson is now charged a cost per RVU for lab tests performed from CLS. This integration of Johnson's lab with CLS has resulted in net savings of \$328,000 for the six month period ended September 30, 2017. Currently, we are in the process of evaluating the regionalization of the Laboratory across the entire TH Of NE region.

As previously reported, during the first calendar quarter of 2017, the Enfield Oncology staff transitioned to employees of Saint Francis. This transition allows both Saint Francis and Johnson to share resources across both campuses, provide enhanced compensation packages for employees and has resulted in a lower cost to Johnson through this arrangement. Additional savings were realized as a result of this integration and the net benefit to Johnson was \$142,000 for the six months ended September 30, 2017.

In addition to the cost savings, Johnson has been able to leverage the expertise and resources at Saint Francis Hospital and Medical Center, Trinity Health Of New England and Trinity Health in each of the areas identified above.

JMMC merged into JMH on January 23, 2017 and all savings related to this transaction were recognized in JMH prior to the merger

Lastly, TH Of NE working with Trinity Health has engaged consultants to continue to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.3 million benefit to the Connecticut hospitals within TH Of NE for the six month period.

We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health system contracts. Supply chain savings realized during the six month period was \$28,000.

See **Attachment A** for expense savings by category. Also, refer to financial statistics noting significant improvement in financial performance since the acquisition of Johnson by TH Of NE.

*2. the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

Since joining TH Of NE, Johnson has received the Gold Seal 3-year Joint Commission Accreditation, and has experienced improvements in both patient experience and clinical quality. With that said, Johnson is leading the region in three critical metrics: Hospital Acquired Infections, Readmission Rates and ED Patient Experience. Areas of clinical quality improvement have also resulted in decreased serious safety events.

Also, Johnson's average daily census and year-to-date discharges continue to remain strong and Johnson's overall financial performance has improved significantly since the affiliation. See **Attachment B** which highlights the overall decrease in costs per case mix adjusted equivalent at Johnson since the acquisition on January 1, 2016.

*b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.*

See **Attachment C**.

*11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.*

See **Attachment D** for Financial Indicators.

## Attachment A

**Johnson Memorial Hospital**  
**Cost Savings/Synergies 4/1/2017-9/30/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1-9/30</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	\$2,140
B.	Fringe Benefits (pension and workers comp)	\$428
C.	Contractual Labor Fees	(\$2,430)
D.	Medical Supplies and Pharmaceutical Cost	\$843
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$48
H.	Malpractice Insurance Cost	\$0
I.	Utilities	
J.	Business Expenses (insurance)	\$101
K.	Other Operating Expense	\$258
	Total savings 4/1-9/30	<u>\$1,388</u>

## Attachment B

### Johnson Memorial Hospital Cost Analysis Costs per Case Mix Adjusted Equivalent Discharge (CMAED)



Per HFM KFI YTD

Attachment C		JOHNSON MEMORIAL HOSPITAL			
		TWELVE MONTHS ACTUAL FILING			
		FISCAL YEAR 2017			
		REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION			
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$1,696,172	\$1,865,864	\$169,692	10%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$6,738,696	(\$10,678,003)	-61%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$2,060,646	\$547,173	36%
8	Prepaid Expenses	\$676,712	\$941,512	\$264,800	39%
9	Other Current Assets	\$3,525,137	\$1,417,841	(\$2,107,296)	-60%
	<b>Total Current Assets</b>	<b>\$24,828,193</b>	<b>\$13,024,559</b>	<b>(\$11,803,634)</b>	<b>-48%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,000,925	(\$201,240)	-6%
7	Other Noncurrent Assets	\$805,530	\$679,961	(\$125,569)	-16%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$20,747,175	\$28,194,191	\$7,447,016	36%
2	Less: Accumulated Depreciation	\$861,533	\$3,484,320	\$2,622,787	304%
	<b>Property, Plant and Equipment, Net</b>	<b>\$19,885,642</b>	<b>\$24,709,871</b>	<b>\$4,824,229</b>	<b>24%</b>
3	Construction in Progress	\$870,370	\$867,879	(\$2,491)	0%
	<b>Total Net Fixed Assets</b>	<b>\$20,756,012</b>	<b>\$25,577,750</b>	<b>\$4,821,738</b>	<b>23%</b>
	<b>Total Assets</b>	<b>\$49,591,900</b>	<b>\$42,283,195</b>	<b>(\$7,308,705)</b>	<b>-15%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$2,835,389	(\$1,647,081)	-37%
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,489,870	\$358	0%



## Attachment C

## JOHNSON MEMORIAL HOSPITAL

## TWELVE MONTHS ACTUAL FILING

## FISCAL YEAR 2017

## REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
3	Due To Third Party Payers	\$843,823	\$2,051,852	\$1,208,029	143%
4	Due To Affiliates	\$23,268,975	\$8,077,987	(\$15,190,988)	-65%
5	Current Portion of Long Term Debt	\$0	\$0	\$0	0%
6	Current Portion of Notes Payable	\$992,452	\$662,874	(\$329,578)	-33%
7	Other Current Liabilities	\$531,683	\$396,731	(\$134,952)	-25%
	<b>Total Current Liabilities</b>	<b>\$32,608,915</b>	<b>\$16,514,703</b>	<b>(\$16,094,212)</b>	<b>-49%</b>
<b>B.</b>	<b><u>Long Term Debt:</u></b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$21,457,110	\$21,256,398	(\$200,712)	-1%
	<b>Total Long Term Debt</b>	<b>\$21,457,110</b>	<b>\$21,256,398</b>	<b>(\$200,712)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$1,152,091	\$1,225,411	\$73,320	6%
	<b>Total Long Term Liabilities</b>	<b>\$22,609,201</b>	<b>\$22,481,809</b>	<b>(\$127,392)</b>	<b>-1%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
<b>C.</b>	<b><u>Net Assets:</u></b>				
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,634,070	\$8,802,759	-143%
2	Temporarily Restricted Net Assets	\$542,473	\$652,613	\$110,140	20%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	<b>Total Net Assets</b>	<b>(\$5,626,216)</b>	<b>\$3,286,683</b>	<b>\$8,912,899</b>	<b>-158%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$49,591,900</b>	<b>\$42,283,195</b>	<b>(\$7,308,705)</b>	<b>-15%</b>

Attachment C		JOHNSON MEMORIAL HOSPITAL			
		TWELVE MONTHS ACTUAL FILING			
		FISCAL YEAR 2017			
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
LINE	DESCRIPTION	JAN - SEPT	SEPTEMBER	DIFFERENCE	DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$125,148,528	\$175,765,124	\$50,616,596	40%
2	Less: Allowances	\$75,020,725	\$110,810,545	\$35,789,820	48%
3	Less: Charity Care	\$106,845	\$0	(\$106,845)	-100%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$50,020,958</b>	<b>\$64,954,579</b>	<b>\$14,933,621</b>	<b>30%</b>
5	Provision for Bad Debts	\$2,839,922	\$2,354,604	(\$485,318)	-17%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$47,181,036</b>	<b>\$62,599,975</b>	<b>\$15,418,939</b>	<b>33%</b>
6	Other Operating Revenue	\$433,585	\$1,794,264	\$1,360,679	314%
7	Net Assets Released from Restrictions	\$9,000	\$23,149	\$14,149	157%
	<b>Total Operating Revenue</b>	<b>\$47,623,621</b>	<b>\$64,417,388</b>	<b>\$16,793,767</b>	<b>35%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$19,306,685	\$22,387,242	\$3,080,557	16%
2	Fringe Benefits	\$4,538,798	\$4,723,464	\$184,666	4%
3	Physicians Fees	\$4,080,467	\$5,923,698	\$1,843,231	45%
4	Supplies and Drugs	\$7,477,413	\$10,598,733	\$3,121,320	42%
5	Depreciation and Amortization	\$2,385,036	\$2,408,210	\$23,174	1%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$646,780	\$796,688	\$149,908	23%
8	Malpractice Insurance Cost	\$102,815	\$164,120	\$61,305	60%
9	Other Operating Expenses	\$12,312,821	\$16,792,654	\$4,479,833	36%
	<b>Total Operating Expenses</b>	<b>\$50,850,815</b>	<b>\$63,794,809</b>	<b>\$12,943,994</b>	<b>25%</b>
	<b>Income/(Loss) From Operations</b>	<b>(\$3,227,194)</b>	<b>\$622,579</b>	<b>\$3,849,773</b>	<b>-119%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$0	\$0	\$0	0%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$246,748)	(\$25,088)	\$221,660	-90%
	<b>Total Non-Operating Revenue</b>	<b>(\$246,748)</b>	<b>(\$25,088)</b>	<b>\$221,660</b>	<b>-90%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>(\$3,473,942)</b>	<b>\$597,491</b>	<b>\$4,071,433</b>	<b>-117%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$300,649	\$300,649	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$300,649</b>	<b>\$300,649</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>(\$3,473,942)</b>	<b>\$898,140</b>	<b>\$4,372,082</b>	<b>-126%</b>
	Principal Payments	\$109,419	\$1,213,306	\$1,103,887	1009%

**JOHNSON MEMORIAL MEDICAL CENTER, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	<u>September 30</u> <u>2017</u>	<u>September 30</u> <u>2016</u>
<b>Operating activities and non-operating income</b>		
<b>Excess (deficiency) of revenues over expenses</b>	\$ 59,054	\$ (3,989,078)
<b>Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:</b>		
<b>Depreciation and amortization</b>	2,449,027	2,481,154
<b>Bad debts</b>	2,920,770	3,183,064
<b>Increase in pension and other accrued expenses</b>	73,320	801,386
<b>Other changes in net assets</b>	69,546	96,063
<b>Change in working capital, other than cash and cash equivalents</b>	(2,409,392)	2,513,860
<b>Net cash provided by operating activities</b>	<u>3,162,325</u>	<u>5,086,449</u>
<b>Investing activities</b>		
<b>Purchase of property, plant and equipment, net</b>	(2,818,652)	(1,679,032)
<b>Decrease in long term investments</b>	201,240	269,872
<b>(Increase) decrease in other assets</b>	125,569	(798,396)
<b>Net cash used in investing activities</b>	<u>(2,491,843)</u>	<u>(2,207,556)</u>
<b>Financing activities</b>		
<b>Principal payments on long-term debt</b>	(530,290)	(819,824)
<b>Net cash used in financing activities</b>	<u>(530,290)</u>	<u>(819,824)</u>
<b>Net increase in cash and cash equivalents</b>	140,192	2,059,069

**Attachment D**

**k. Provide monthly financial reports that include statistics for the current month, year-to-date and comparable month from the previous year for the following:**

Johnson Memorial Hospital			
Monthly Financial Measurement/Indicators	Sept 17 YTD	Sept 16 YTD*	Comments
<b>A. Operating Performance:</b>			
Operating Margin	1.0%	(6.8%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	5.9%	(0.4%)	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.6%	2.3%	bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8	0.8	current assets/current liabilities
Days Cash on Hand	11.1	9.6	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	37.9	100.8	net ar/net patient ser rev/days in yr
Average Payment Period	98.2	183.7	current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	666.8%	(399.0%)	total debt/total equity(net assets)
Long-term Debt to Capitalization	86.6%	135.5%	LTD/LTD+net assets
Unrestricted Cash to Debt	8.5%	7.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	1.8	(4.0)	EBIT/Interest expense
Debt Service Coverage Ratio	2.62	(0.12)	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	7.8%	(11.3%)	Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations**	\$ 623	\$ (3,227)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 898	\$ (3,474)	Net gain(loss)
EBIDA	\$ 3,828	\$ (195)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,866	\$ 1,696	from bs
Net Working Capital	\$ (3,490)	\$ (7,781)	current assets-current liabilities
Unrestricted Assets	\$ 2,634	\$ (6,169)	from bs

\*1/1/-9/30/16

Attachment C		JOHNSON MEMORIAL HOSPITAL			
		TWELVE MONTHS ACTUAL FILING			
		FISCAL YEAR 2017			
		REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION			
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	<b>ASSETS</b>				
A.	<b>Current Assets:</b>				
1	Cash and Cash Equivalents	\$1,696,172	\$1,865,864	\$169,692	10%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$6,738,696	(\$10,678,003)	-61%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$2,060,646	\$547,173	36%
8	Prepaid Expenses	\$676,712	\$941,512	\$264,800	39%
9	Other Current Assets	\$3,525,137	\$1,417,841	(\$2,107,296)	-60%
	<b>Total Current Assets</b>	<b>\$24,828,193</b>	<b>\$13,024,559</b>	<b>(\$11,803,634)</b>	<b>-48%</b>
B.	<b>Noncurrent Assets Whose Use is Limited:</b>				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	<b>Total Noncurrent Assets Whose Use is Limited:</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,000,925	(\$201,240)	-6%
7	Other Noncurrent Assets	\$805,530	\$679,961	(\$125,569)	-16%
C.	<b>Net Fixed Assets:</b>				
1	Property, Plant and Equipment	\$20,747,175	\$28,194,191	\$7,447,016	36%
2	Less: Accumulated Depreciation	\$861,533	\$3,484,320	\$2,622,787	304%
	<b>Property, Plant and Equipment, Net</b>	<b>\$19,885,642</b>	<b>\$24,709,871</b>	<b>\$4,824,229</b>	<b>24%</b>
3	Construction in Progress	\$870,370	\$867,879	(\$2,491)	0%
	<b>Total Net Fixed Assets</b>	<b>\$20,756,012</b>	<b>\$25,577,750</b>	<b>\$4,821,738</b>	<b>23%</b>
	<b>Total Assets</b>	<b>\$49,591,900</b>	<b>\$42,283,195</b>	<b>(\$7,308,705)</b>	<b>-15%</b>
II.	<b>LIABILITIES AND NET ASSETS</b>				
A.	<b>Current Liabilities:</b>				
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$2,835,389	(\$1,647,081)	-37%

Attachment C

## JOHNSON MEMORIAL HOSPITAL

## TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

## REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,489,870	\$358	0%
3	Due To Third Party Payers	\$843,823	\$2,051,852	\$1,208,029	143%
4	Due To Affiliates	\$23,268,975	\$8,077,987	(\$15,190,988)	-65%
5	Current Portion of Long Term Debt	\$0	\$0	\$0	0%
6	Current Portion of Notes Payable	\$992,452	\$662,874	(\$329,578)	-33%
7	Other Current Liabilities	\$531,683	\$396,731	(\$134,952)	-25%
	<b>Total Current Liabilities</b>	<b>\$32,608,915</b>	<b>\$16,514,703</b>	<b>(\$16,094,212)</b>	<b>-49%</b>
	<b>B. Long Term Debt:</b>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$21,457,110	\$21,256,398	(\$200,712)	-1%
	<b>Total Long Term Debt</b>	<b>\$21,457,110</b>	<b>\$21,256,398</b>	<b>(\$200,712)</b>	<b>-1%</b>
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$1,152,091	\$1,225,411	\$73,320	6%
	<b>Total Long Term Liabilities</b>	<b>\$22,609,201</b>	<b>\$22,481,809</b>	<b>(\$127,392)</b>	<b>-1%</b>
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	<b>C. Net Assets:</b>				
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,634,070	\$8,802,759	-143%
2	Temporarily Restricted Net Assets	\$542,473	\$652,613	\$110,140	20%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	<b>Total Net Assets</b>	<b>(\$5,626,216)</b>	<b>\$3,286,683</b>	<b>\$8,912,899</b>	<b>-158%</b>
	<b>Total Liabilities and Net Assets</b>	<b>\$49,591,900</b>	<b>\$42,283,195</b>	<b>(\$7,308,705)</b>	<b>-15%</b>

Attachment D

k. Provide monthly financial reports that include statistics for the current month, year-to-date and comparable month from the previous year for the following:

Johnson Memorial Hospital			
	Sept 17 YTD	Sept 16 YTD*	Comments
Monthly Financial Measurement/Indicators			
<b>A. Operating Performance:</b>			
Operating Margin	1.0%		(6.8%) operating income/operating revenues
Non-Operating Margin	NA		NA
Total Margin	5.9%		(0.4%) Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.6%		2.3% bad debt/total patient serv. Revenue(before allowances)
<b>B. Liquidity:</b>			
Current Ratio	0.8		0.8 current assets/current liabilities
Days Cash on Hand	11.1		9.6 (cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	37.9		100.8 net ar/net patient serv rev/days in yr
Average Payment Period	98.2		183.7 current liabilities/(total exp-depr)/YTD days in yr
<b>C. Leverage and Capital Structure:</b>			
Long-term Debt to Equity	666.8%		(399.0%) total debt/total equity(net assets)
Long-term Debt to Capitalization	86.6%		135.5% LTD/LTD+net assets
Unrestricted Cash to Debt	8.5%		7.6% (cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	1.8		(4.0) EBIT/Interest expense
Debt Service Coverage Ratio	2.62		(0.12) (Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	7.8%		(11.3%) Net assets/total assets
<b>D. Additional Statistics (in thousands)</b>			
Income(Loss) from Operations**	\$ 623	\$ (3,227)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 898	\$ (3,474)	Net gain(loss)
EBIDA	\$ 3,828	\$ (195)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,866	\$ 1,696	from bs
Net Working Capital	\$ (3,490)	\$ (7,781)	current assets-current liabilities
Unrestricted Assets	\$ 2,634	\$ (6,169)	from bs

\*1/1/-9/30/16

## Attachment B Cash Flow

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
CONSOLIDATED STATEMENT OF CASH FLOW

	Twelve Months Ended September 30 2017	Twelve Months Ended September 30 2016
<b>Operating activities and non-operating income</b>		
Excess of revenues over expenses	\$ 52,220,000	\$ 12,326,000
Adjustments to reconcile excess of revenues over expenses to net cash provided in operating activities and non-operating activities:		
Depreciation and amortization	38,485,000	44,179,000
Bad debts	11,262,000	14,575,000
Transfers to Trinity Health and affiliates	26,733,000	
Decrease (increase) in interest in Saint Francis Hospital and Medical Center Foundation	3,069,000	(2,287,000)
Increase in assets held in trust by others	-	(2,132,000)
Change in retirement plan related items	7,812,000	
Increase in accrued pension liability	(35,146,000)	(7,978,000)
Increase (decrease) in other long term liabilities	5,716,000	(28,861,000)
Other changes in net assets	4,409,000	(13,637,000)
Change in working capital, other than cash and cash equivalents	(75,747,000)	(62,697,000)
Net cash provided (used) in operating activities	<u>38,813,000</u>	<u>(46,512,000)</u>
<b>Investing activities</b>		
Purchase of property, plant and equipment, net	(24,110,000)	(34,704,000)
Purchase accounting, property, plant and equipment		55,304,000
Increase in investments	(7,507,000)	(18,597,000)
Change in permanently restricted endowment	5,900,000	
Increase in other noncurrent assets		(5,685,000)
Increase in noncurrent assets whose use is limited	(9,130,000)	(2,423,000)
Net cash used in investing activities	<u>(34,847,000)</u>	<u>(6,105,000)</u>
<b>Financing activities</b>		
Principal payments on long-term debt	(5,181,000)	(6,795,000)
Net cash used in financing activities	<u>(5,181,000)</u>	<u>(6,795,000)</u>
Net decrease in cash and cash equivalents	(1,215,000)	(59,412,000)
Cash and cash equivalents at beginning of period	<u>17,282,000</u>	<u>76,694,000</u>
Cash and cash equivalents at end of period	<u>\$ 16,067,000</u>	<u>\$ 17,282,000</u>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER  
CONSOLIDATED STATEMENT OF CHANGES IN COMPONENTS OF WORKING CAPITAL OTHER THAN CASH AND CASH EQUIVALENTS

	Twelve Months Ended September 30 2017	Twelve Months Ended September 30 2016
<b>Changes in current assets:</b>		
Assets whose use is limited required for current liabilities	\$ 0	\$ 1,521,000
Accounts receivable--patients, net	(11,469,000)	(17,231,000)
Other current assets	(14,027,000)	77,000
Due from third party reimbursement agencies	(732,000)	
Inventory of supplies	250,000	789,000
Prepaid expenses	1,461,000	4,079,000
Due from affiliated entities	(43,210,000)	(42,621,000)
	<u>(67,727,000)</u>	<u>(53,386,000)</u>
<b>Changes in current liabilities:</b>		
Accounts payable and accrued expenses	(5,042,000)	(12,329,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,072,000)	2,146,000
Other current liabilities	4,320,000	
Due to third party reimbursement agencies	(226,000)	872,000
	<u>(8,020,000)</u>	<u>(9,311,000)</u>
<b>Changes in working capital other than cash and cash equivalents</b>	<u>\$ (75,747,000)</u>	<u>\$ (62,697,000)</u>



## Attachment A

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER**  
**Cost Savings/Synergies 4/1/2017-9/30/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
<b>A.</b>	Salaries & Wages	
<b>B.</b>	Fringe Benefits (pension)	\$3,100
<b>C.</b>	Contractual Labor Fees	
<b>D.</b>	Medical Supplies and Pharmaceutical Cost	\$760
<b>E.</b>	Depreciation and Amortization	
<b>F.</b>	Bad Debts	
<b>G.</b>	Interest Expense	\$430
<b>H.</b>	Malpractice Insurance Cost	\$1,100
<b>I.</b>	Utilities	
<b>J.</b>	Business Expenses (insurance and IT )	
<b>K.</b>	Other Operating Expense	<u>\$400</u>
	Total savings 10/1-3/31	<u><u>\$5,790</u></u>

Saint Mary's Hospital (hospital only)

Month  
Sep 2017      Prior Year

Year to Date  
Sep 2017      Prior Year

**A. Operating Performance**

Operating Margin	2.6%	10.9%
Non-Operating Margin	0.6%	0.1%
Total Margin	3.1%	11.0%
Bad Debt as % of Gross Revenue	1.6%	0.1%

8.7%	10.6%
0.4%	0.4%
9.1%	11.0%
0.8%	0.8%

**B. Liquidity**

Current Ratio	1.48	1.80
Days Cash on Hand	17	32
Days in Net Accounts Receivable	42	36
Average Payment Period	46	56

1.48	1.80
17	32
42	36
46	56

**C. Leverage and Capital Structure**

Long-term Debt to Equity	0.33	0.00
Long-term Debt to Capitalization	0.25	0.00
Unrestricted Cash to Debt	0.48	231.74
Times Interest Earned Ratio	9.9	1177.1
Debt Service Coverage Ratio	31.4	138.1
Equity Financing Ratio	3.14	2.62

0.33	0.00
0.25	0.00
0.48	231.74
104.71	159.03
53.04	125.89
3.14	2.62

**D. Additional Statistics**

Income from Operations	\$ 588	\$ 2,523
Revenue Over/(Under) Expense	\$ 721	\$ 2,537
EBITDA	\$ 2,040	\$ 3,867
Patient Cash Collected	\$ 19,564	\$ 20,601
Cash and Cash Equivalents	\$ 12,027	\$ 20,572
Net Working Capital	\$ 8,303	\$ 19,097
Unrestricted Assets	\$ 56,185	\$ 62,163
Credit Ratings (S&P, FITCH and Moody's)		

\$ 24,324	\$ 30,086
\$ 25,488	\$ 31,138
\$ 40,897	\$ 42,424
\$ 258,671	\$ 259,506
\$ 12,027	\$ 20,572
\$ 8,303	\$ 19,097
\$ 56,185	\$ 62,163

<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
<b>A. <u>Operating Revenue:</u></b>					
1	Total Gross Patient Revenue	\$916,268,000	\$978,048,000	\$61,780,000	7%
2	Less: Allowances	\$593,367,000	\$654,455,000	\$61,088,000	10%
3	Less: Charity Care	\$6,950,000	\$9,014,000	\$2,064,000	30%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$315,951,000</b>	<b>\$314,579,000</b>	<b>(\$1,372,000)</b>	<b>0%</b>
5	Provision for Bad Debts	\$8,969,000	\$9,041,000	\$72,000	1%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$306,982,000</b>	<b>\$305,538,000</b>	<b>(\$1,444,000)</b>	<b>0%</b>
6	Other Operating Revenue	\$10,321,000	\$13,807,000	\$3,486,000	34%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	<b>Total Operating Revenue</b>	<b>\$317,303,000</b>	<b>\$319,345,000</b>	<b>\$2,042,000</b>	<b>1%</b>
<b>B. <u>Operating Expenses:</u></b>					
1	Salaries and Wages	\$132,586,000	\$141,975,000	\$9,389,000	7%
2	Fringe Benefits	\$33,001,000	\$22,785,000	(\$10,216,000)	-31%
3	Physicians Fees	\$18,159,000	\$15,701,000	(\$2,458,000)	-14%
4	Supplies and Drugs	\$46,930,000	\$48,790,000	\$1,860,000	4%
5	Depreciation and Amortization	\$12,879,000	\$17,455,000	\$4,576,000	36%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$218,000	\$275,000	\$57,000	26%
8	Malpractice Insurance Cost	\$2,289,000	\$4,415,000	\$2,126,000	93%
9	Other Operating Expenses	\$62,569,000	\$69,004,000	\$6,435,000	10%
	<b>Total Operating Expenses</b>	<b>\$308,631,000</b>	<b>\$320,400,000</b>	<b>\$11,769,000</b>	<b>4%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$8,672,000</b>	<b>(\$1,055,000)</b>	<b>(\$9,727,000)</b>	<b>-112%</b>
<b>C. <u>Non-Operating Revenue:</u></b>					
1	Income from Investments	\$1,361,000	\$1,636,000	\$275,000	20%
2	Gifts, Contributions and Donations		\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$138,000	\$42,000	(\$96,000)	-70%
	<b>Total Non-Operating Revenue</b>	<b>\$1,499,000</b>	<b>\$1,678,000</b>	<b>\$179,000</b>	<b>12%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$10,171,000</b>	<b>\$623,000</b>	<b>(\$9,548,000)</b>	<b>-94%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%

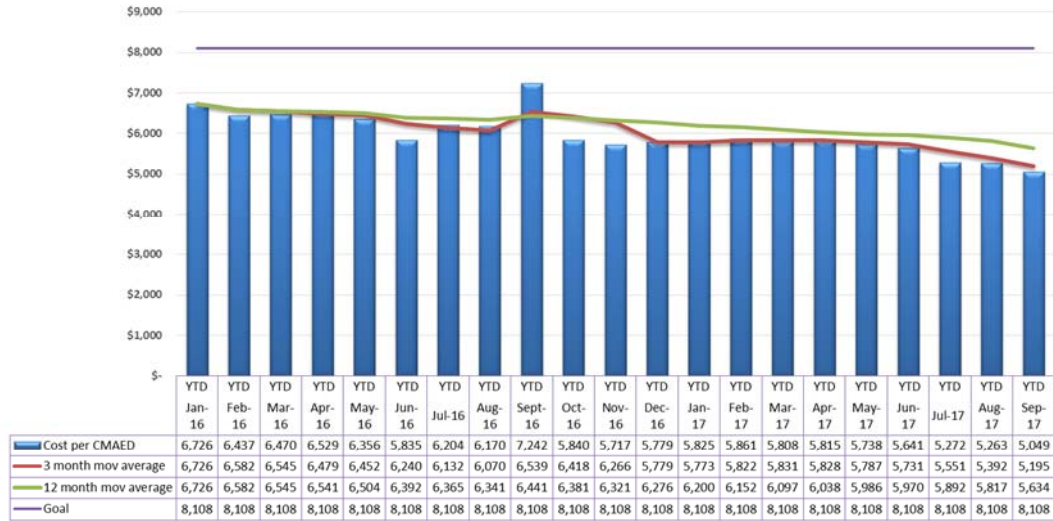
<b>SAINT MARY'S HEALTH SYSTEM (Consolidated)</b>					
<b>TWELVE MONTHS ACTUAL FILING</b>					
<b>12 MONTHS ENDED SEPTEMBER 30, 2017 AND 2016</b>					
<b>REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION</b>					
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>
<b>LINE</b>	<b>DESCRIPTION</b>	<b>FY 2016 ACTUAL</b>	<b>FY 2017 ACTUAL</b>	<b>AMOUNT DIFFERENCE</b>	<b>% DIFFERENCE</b>
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$10,171,000</b>	<b>\$623,000</b>	<b>(\$9,548,000)</b>	<b>-94%</b>

**JOHNSON MEMORIAL MEDICAL CENTER, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**

	<u>September 30</u> <u>2017</u>	<u>September 30</u> <u>2016</u>
<b>Operating activities and non-operating income</b>		
<b>Excess (deficiency) of revenues over expenses</b>	\$ 59,054	\$ (3,989,078)
<b>Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:</b>		
<b>Depreciation and amortization</b>	2,449,027	2,481,154
<b>Bad debts</b>	2,920,770	3,183,064
<b>Increase in pension and other accrued expenses</b>	73,320	801,386
<b>Other changes in net assets</b>	69,546	96,063
<b>Change in working capital, other than cash and cash equivalents</b>	(2,409,392)	2,513,860
<b>Net cash provided by operating activities</b>	<u>3,162,325</u>	<u>5,086,449</u>
<b>Investing activities</b>		
<b>Purchase of property, plant and equipment, net</b>	(2,818,652)	(1,679,032)
<b>Decrease in long term investments</b>	201,240	269,872
<b>(Increase) decrease in other assets</b>	125,569	(798,396)
<b>Net cash used in investing activities</b>	<u>(2,491,843)</u>	<u>(2,207,556)</u>
<b>Financing activities</b>		
<b>Principal payments on long-term debt</b>	(530,290)	(819,824)
<b>Net cash used in financing activities</b>	<u>(530,290)</u>	<u>(819,824)</u>
<b>Net increase in cash and cash equivalents</b>	140,192	2,059,069

## Attachment B

### Johnson Memorial Hospital Cost Analysis Costs per Case Mix Adjusted Equivalent Discharge (CMAED)



Per HFM KFI YTD

## Attachment A

**Johnson Memorial Hospital**  
**Cost Savings/Synergies 4/1/2017-9/30/2017**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1-9/30</u> <u>(In 000's)</u>
<b>I.</b>	<b><u>OPERATING EXPENSE BY CATEGORY</u></b>	
A.	Salaries & Wages	\$2,140
B.	Fringe Benefits (pension and workers comp)	\$428
C.	Contractual Labor Fees	(\$2,430)
D.	Medical Supplies and Pharmaceutical Cost	\$843
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$48
H.	Malpractice Insurance Cost	\$0
I.	Utilities	
J.	Business Expenses (insurance)	\$101
K.	Other Operating Expense	<u>\$258</u>
	Total savings 4/1-9/30	<u><u>\$1,388</u></u>

Attachment B		SAINT FRANCIS HOSPITAL AND MEDICAL CENTER			
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE	% DIFFERENCE
<b>A. Operating Revenue:</b>					
1	Total Gross Patient Revenue	\$2,252,204,496	\$2,472,109,000	\$219,904,504	10%
2	Less: Allowances	\$1,492,769,983	\$1,670,729,000	\$177,959,017	12%
3	Less: Charity Care	\$14,403,000	\$20,662,000	\$6,259,000	43%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	<b>Total Net Patient Revenue</b>	<b>\$745,031,513</b>	<b>\$780,718,000</b>	<b>\$35,686,487</b>	<b>5%</b>
5	Provision for Bad Debts	\$14,575,173	\$11,262,000	(\$3,313,173)	-23%
	<b>Net Patient Service Revenue less provision for bad debts</b>	<b>\$730,456,340</b>	<b>\$769,456,000</b>	<b>\$38,999,660</b>	<b>5%</b>
6	Other Operating Revenue	\$37,241,398	\$43,979,000	\$6,737,602	18%
7	Net Assets Released from Restrictions	\$3,396,800	\$3,869,000	\$472,200	14%
	<b>Total Operating Revenue</b>	<b>\$771,094,538</b>	<b>\$817,304,000</b>	<b>\$46,209,462</b>	<b>6%</b>
<b>B. Operating Expenses:</b>					
1	Salaries and Wages	\$257,995,100	\$245,787,000	(\$12,208,100)	-5%
2	Fringe Benefits	\$64,720,593	\$52,305,000	(\$12,415,593)	-19%
3	Physicians Fees	\$52,216,369	\$48,090,000	(\$4,126,369)	-8%
4	Supplies and Drugs	\$113,739,471	\$140,126,000	\$26,386,529	23%
5	Depreciation and Amortization	\$43,829,465	\$38,485,000	(\$5,344,465)	-12%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,464,953	\$9,206,000	\$741,047	9%
8	Malpractice Insurance Cost	\$8,752,762	\$9,905,000	\$1,152,238	13%
9	Other Operating Expenses	\$210,971,585	\$231,207,000	\$20,235,415	10%
	<b>Total Operating Expenses</b>	<b>\$760,690,298</b>	<b>\$775,111,000</b>	<b>\$14,420,702</b>	<b>2%</b>
	<b>Income/(Loss) From Operations</b>	<b>\$10,404,240</b>	<b>\$42,193,000</b>	<b>\$31,788,760</b>	<b>306%</b>
<b>C. Non-Operating Revenue:</b>					
1	Income from Investments	\$6,881,703	\$10,954,000	\$4,072,297	59%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,959,580)	(\$927,000)	\$4,032,580	-81%
	<b>Total Non-Operating Revenue</b>	<b>\$1,922,123</b>	<b>\$10,027,000</b>	<b>\$8,104,877</b>	<b>422%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)</b>	<b>\$12,326,363</b>	<b>\$52,220,000</b>	<b>\$39,893,637</b>	<b>324%</b>
<b>Other Adjustments:</b>					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	<b>Total Other Adjustments</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0%</b>
	<b>Excess/(Deficiency) of Revenue Over Expenses</b>	<b>\$12,326,363</b>	<b>\$52,220,000</b>	<b>\$39,893,637</b>	<b>324%</b>
	Principal Payments	\$0	\$0	\$0	0%



Type

**Row Labels**

**Expansion/renovations of clinical facilities**

1960 St. Francis Hospital & Medical center/Child Adv Access Control  
4-2 Enhancements  
5-2 CARDIOVASCULAR RENOVATION  
6-2 Renovations  
8-1, 8-1A ONCOLOGY RENOVATIONS  
8-2 RENOVATION  
95 WOODLAND-PERI-OP  
A/E DESIGN REDERINGS 8-1, 8-1a & 8-2  
CATH LAB RENOVATION AND REPLACEMENT  
CJRI TWO O.R.s - Should be Closed to Dept# 50020 Per Rob Beeman  
CWHC BUILD OUT  
Digital Rad/Fluoro Suite  
Furniture - Clinical Dept, Patient Family rm furniture update for 7-1/ 7-2  
Gengras Dental Facility Renovations  
JTO ROOM REPLACEMENTS (10 RMS)  
Light Surgical  
MAJOR BUILDING RENOVATION (34201)  
Modify Fresh tissue lab and break room  
MSH-Suisman 1st Fl - Pharmacy compounding Room  
OR Floor Renovations - 6 ORs (Ambulatory)  
OUTPATIENT CHF CENTER RENOVATIONS  
Pharmacy upgrade  
Purchase install new compounding pharmacy for Enfield Infusion center  
RENOVATE 2107A , AND SUITE 1006 FOR PEDS AND OB  
Small renovation of Cancer Center research lab  
Waiting Room Chairs

**Facility & program improvements for various service lines (e.g., CJRI, Rehab)**

Auxiliary Annual Donation  
Carepoint Workstations (ED)  
DeMayo Knee Positioners  
Midex Rex Drills(Spine Surgery)  
OSI Spine Table  
PCS Support - Philanthropy  
Radiologist/PACS/Reading Workstations  
Replace Subaru Outback 2008 with 210000 miles oil leak  
Replacment of the treatment planning system; Pinnacle and transition to Raystation.  
Reupholster dad sleeper chairs in Labor & Delivery  
Specialty Instruments-Dr. Gupta  
Stryker Power Equipment  
Stryker Sonopet (Qty 2) Spine and OR  
Tables and Chairs  
Women's Aux. Cap- May 16

**Information Technology**

4 laptops with docking stations  
Cisco Telephones SFHMC FY2016 - 1842  
EMC ARCHIVE TO MIGRATE DATA FROM CAREMEDIC  
EMC PROJECT-BUILD AND ARCHIVE SFS DATA TO EMC  
EPIC-PHASE 2 (PHASE 1 CIP1253)  
Hardware General, IT Refresh  
Infrastructure Movement and Replacemement of Data Center  
Laptop PC, Oxycon Device,..  
Nortel PBX Replacement  
PC On wheels-Nursing 4-2  
Software-General OB Server  
Wi-Fi Equipment  
Wireless Access Points-SFH  
Workstation, Workstation on wheels

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**Investment in facilities, medical and non-medical equipment and technology**

iViz Ultrasound System  
103 WOODLAND DESIGN WORK  
204 Manual Exam Table  
4 Heat Exchangers-Cancer Center  
ACCESS CONTROL SYSTEM-ELEVATOR AND DOOR SWIPES  
Artic Sun  
Beachchair Positioner  
Bed Replacement  
Build 4 Workstations in 4302  
Building 2 Cooling Tower Repairs  
Cardiac monitor units  
CardioQuip Heater Cooler  
CBO  
Cellutome Control Unit  
Chicago Stacker/Conveyer  
Chiller - Re-Build of Chiller#2/#3  
Collins garage parking gates  
COLLINS GARAGE REPAIRS  
Commercial Vacuum Stand 24"  
Compressor Replacement on DAIK  
Construction General - Replace OR doors - 1902  
CREATE DOORWAY AND PAINT  
CVOR Retractor  
CWHC SHELL SPACE  
Cysto Table  
Digital Pathology  
Dr. Grey's Office  
ED Equipment  
ED Equipment-Stretchers  
ED Equipment-Ultrasounds  
ED Stretchers  
Electric Exam Table w/Stirrups

Electric Pallet Truck  
Emergency replacement of main breaker on JTO Emergency Generator  
Enclosure for MSC Loading Dock  
Energy Audit-SFHMC, RHHCT, & JMMC  
ESU Replacements  
EXPAND EXECUTIVE OFFICES  
FACILITIES GEN. - RENOV-ELECT.WHOLESALERS FACILITY FOR PARKING  
FACILITIES GENERAL - RESTORE MASONRY ON BUILDINGS  
FEES Camera  
Follett Symphony plus ice and water dispenser  
Furniture - Clinical Dept, Waiting Room Furniture L&D  
Gem Premier 4000 pH/Blood Gas System  
Generator Emergency - Replace the 400KW Building 1 Generator  
GENGRAS 5TH FLOOR RENOVATIONS  
HVAC - Air-conditioner - HVAC - AHU - Replace S-6 In Lower Penthouse in B-2  
HVAC - Air-conditioner - Isolation Rooms Upgrade for PCT  
HVAC-6N ADRC ADMIN. HVAC  
Improvements and furniture for Suite 2107A  
Install door and wall protection at CAPS  
Install Second PCT Patient Toilet Grab Bars  
KITCHEN ELEVATOR OVERHAUL  
Light Exterior - Signage Lighting and Pole for Davita entrance  
Lost ultdev01/us.s VAC Ultra T  
Medical Equipment General - Foot Sets  
Medivator Washers  
Miscellaneous General - Trinity Signage  
Monitor System - 3-5 Physio Monitor Replacement (16 pt)  
Monitor System - Endoscopy - Anesthesiology Physio Monitoring EPIC Connectivity  
Monitor System - Radiology Nursing Physio Monitor Replacement  
Natus Vision EEG system  
O2 blenders for NICU  
Olympus Scope  
Omni beds  
Optimization & Load Demand Management  
OR Tables (Skytron)  
Other - Genesis Rigid Containers  
Pacemaker - Replace Obsolete External Pacemakers  
Pain Clinic Monitors  
Perfusion Data Management System  
Philips EPIQ 7 Echo Machine  
Philips Transport Monitors  
Plastic Hand Sets  
Prevac Sterilizer Upgrade  
Purchase Cryo Console  
Purchase LifePak  
Ready Dock Machine to Disinfect Mobile Devices  
Recliners

RENOVATE 1-4 TO INCLUDE BED REPAIR ROOM & EMERGENCY OPEN CNTR

renovate suite 3206A for new compliance office

REPAIR OIL PIPING ON FUEL TANK AT SF CAMPUS

Repair/Replace Steam Traps-MSCMP

Repair/Replace Steam Traps-SFCMP

Replace Broken Ice Machine

REPLACE COLLINS GARAGE RUSTED CONDUITS/WIRING

Replace Dearatoron boiler system

Replace Nurse Call Center (AM2016-015)

REPLACE OBSOLETE PANELS

Replace portable X-Ray Units(2)/Replace X-Ray Rad Room

Replace two rotted and leaking water lines

Replacement - Ice & Water Dispenser

ROOF - REPLACEMENT OF FAILING ROOFS AT NORTH CAMPUS

Roofing-Gengras Building FY2017

SERVICE SWITCHGEARS IN BUILDING 1 AND 95 WOODLAND

Smith & Nephew Beach Chair positioner

SOLAR PANEL INSTALLATION

SPY Intraoperative Laser Angio

Surgery - Large Plastic Sets

System EP Navigation - Bard PRO EP Recording System Upgrade Windows 7

System Fire Detection - Siemens Fire Alarm Panel Replacement - 606

System Vacuum - Replace med gas and vacuum system components

Total Hip General Instrument Sets x 4

Trigger attachment replacement for Linvatech power drill

Trophon Machine

Ultrasound IV Guide Machine

Ultrasound Machine w/Probes

Urology Laser

Urology Scopes (2)

Verathon Glidescope

Vest System

water/ice machines

Window Replacement Project

WINDOWS REPLACEMENT PROGRAM LAST PHASE B5 AND B6-110

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### **Physician acquisitions/ambulatory network development**

ASC PROJECT (PLANNING, DESIGN & CONSTRUCTION)

Build out St 205 - 35 Nod Rd Avon

LogiqS8 ultrasound machine

MOB RENOVATIONS

Phone System

SFMG Vernon Suite 200-201

Ultrasound machine/Sports medicine

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### **Reallocation to Johnson Memorial - part of strategic growth of RHM**

EPICARE-JOHNSON MEMORIAL MEDICAL CENTER

JMMC KRONOS/FRONTIER IMPLEMENTAION

JMMC PeopleSoft

**Saint Mary's Epic Implementation**

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Saint Mary's-Epic & Labor FY17

Saint Mary's-Hardware FY17

Saint Mary's-Third Party Software FY17

**Capital leases associated with Epic and other**

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Asset Adjustments

RECLASS

**Grand Total**

---

(Multiple Items)

**Sum of Amount**

**2,744,912**

5,990

13,797

15,909

74,147

(115,528)

1,010,293

320

274

464,916

35,127

30,410

183,642

9,824

(6,783)

(229,286)

2,482

304,442

142,340

-

54,082

14,841

2,200

561,658

73,155

93,389

3,270

**3,075,449**

983,929

6,652

11,870

80,957

103,776

79,673

663

23,657

464,125

2,555

361

962,422

301,625

4,749

48,435

**2,565,492**

6,508  
60,588  
197,873  
(34,318)  
172,286  
1,170,494  
661,965  
7,732  
33,969  
6,506  
172,125  
4,167  
58,319  
47,278  
**7,152,038**  
13,676  
4,175  
2,565  
222,365  
10,735  
4,496  
8,619  
880,902  
24,100  
9,900  
14,234  
211,177  
47,869  
8,500  
14,100  
77,919  
(4,910)  
(47,515)  
6,000  
3,942  
1,020  
11,705  
4,965  
256  
50,328  
(15,338)  
16,988  
17,358  
109,475  
118,142  
(2,213)  
1,311

12,433  
25,325  
69,411  
617,382  
500  
(143,687)  
124,006  
22,859  
7,005  
16,525  
8,744  
10,640  
233,746  
1,205  
140,433  
40,504  
75,341  
24,780  
69,444  
3,053  
(118)  
7,250  
8,000  
(270)  
115,301  
26,520  
(180,322)  
(188,950)  
(305,081)  
151,067  
3,808  
7,780  
(28,816)  
66,686  
133  
262  
(15,922)  
(35,403)  
(9,326)  
131,043  
14,851  
(6,461)  
4,509  
100,000  
19,056  
3,104  
313,038



6,298  
19,065  
(13,306)  
6,342  
69,719  
4,470  
133,629  
508,753  
334,675  
1,137  
1,236,315  
93,530  
3,925  
348,793  
50,383  
5,203  
5,760  
(1,382)  
175,000  
5,186  
52,000  
96,000  
73,561  
46,165  
3,085  
-  
66,308  
52,030  
48,500  
32,208  
40,103  
7,500  
3,941  
5,834  
243,075  
**1,029,339**  
110,542  
17,190  
-  
392,486  
7,733  
459,964  
41,424  
**844,662**  
15,739  
412,756  
416,167

**29,249,149**

20,269,815

4,821,428

4,157,906

**9,113,990**

1,298,154

7,815,836

**55,775,030**

DESCRIPTION	DEPT	QUAN	CLASS	TYPE
ARCHITECTUAL/MEP	7980	1	BLDG IMP	NONMEDICAL
ECG MACHINES MAC5500	7800	1	MOVEABLE	MEDICAL
20 BEDSIDE MOMITORS, 29 BASE & ANTENNAS	6140	40	MOVEABLE	MEDICAL
PRINTER, 260 CONNEX 3D	8320	1	MOVEABLE	NONMEDICAL
VERIGENIE READER INSTRUMENT	7361	1	MOVEABLE	MEDICAL
ELECTRONIC MOP & 2 BATTERIES	8100	1	MOVEABLE	NONMEDICAL
ADDITIONAL STORAGE FOR CAMERAS	8350	1	MOVEABLE	NONMEDICAL
CAMERA	8350	19	MOVEABLE	NONMEDICAL
STERIS 3023	7850	1	MOVEABLE	MEDICAL
LAB TURNAROUND OUTLIER	7361	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 VARIABLE HEIGHT	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
IMAGE 1 S H 3-Z	7010	1	MOVEABLE	MEDICAL
ULTRASOUND 101912 EPIQ 5G	7290	1	MOVEABLE	MEDICAL
VSD OPTICVIEW MICROPANEL	8300	1	MOVEABLE	NONMEDICAL
VSD OPTICVIEW MICROPANEL	8300	1	MOVEABLE	NONMEDICAL
APPLICATION & CERTIFICATE	8300	1	FIXED	NONMEDICAL
APPLICATION & CERTIFICATE	7980	1	FIXED	NONMEDICAL
VISION ELECTRIC	7980	1	FIXED	NONMEDICAL
UNBNLD 2 NODE GEN 4LP	7280	1	MOVEABLE	NONMEDICAL
DOUBLE SPINDLE LIGHTS OR5	7010	1	MOVEABLE	NONMEDICAL
DOUBLE SPINDLE LIGHTS OR5	7010	1	MOVEABLE	NONMEDICAL
GAS CHARBOILER	8000	1	MOVEABLE	NONMEDICAL
GAS CHARBOILER	8000	1	MOVEABLE	NONMEDICAL
FIRE PROTECTION PROJECT	8300	1	MOVEABLE	NONMEDICAL
EXHAUST FAN GARBAGE AREA	8300	1	MOVEABLE	NONMEDICAL
FIRE ALARM PANEL	8300	1	MOVEABLE	NONMEDICAL
SCOPE & MONITOR	7800	2	MOVEABLE	MEDICAL
APPLICATION & CERTIFICATE	7980	1	FIXED	NONMEDICAL
CHESHIRE PJT - CART	7700	1	MOVEABLE	MEDICAL
CHESHIRE PJT -TELEPHONE SYSTEM	7700	1	MOVEABLE	NONMEDICAL
CHESHIRE PJT - MED EQUIPMENT	7700	1	MOVEABLE	MEDICAL
CHESHIRE PJT - MED EQUIPMENT	7700	1	MOVEABLE	MEDICAL
CHESHIRE PJT - COMPUTER	7700	1	MOVEABLE	NONMEDICAL
CHESHIRE PJT - FIBER INSTALL	7700	1	FIXED	NONMEDICAL
CHESHIRE PJT - SIGNS	7700	1	MOVEABLE	NONMEDICAL
CHESHIRE PJT - ARCHITECTURE	7700	1	BLDG IMP	NONMEDICAL
CHESHIRE PJT - COMPUTER	7700	1	MOVEABLE	NONMEDICAL
CHESHIRE PJT - CABINETS	7700	1	MOVEABLE	NONMEDICAL
CHESHIRE PJT - ARCHITECTURE	7700	1	BLDG IMP	NONMEDICAL
CHESHIRE PJT - CONSTRUCTION	7700	1	BLDG IMP	NONMEDICAL

CHESHIRE PJT - XRAY TESTING	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - COMPUTER	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - EQUIPMENT	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - MASCOT	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - CHAIRS	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - MED EQUIPMENT	7700	1 MOVEABLE	MEDICAL
CHESHIRE PJT - WORKSTATION	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - MED EQUIPMENT	7700	1 MOVEABLE	MEDICAL
CHESHIRE PJT - FEE	7700	1 MOVEABLE	NONMEDICAL
CHESHIRE PJT - FURNITURE	7700	1 MOVEABLE	NONMEDICAL
CATH LAB PJT - EQUIPMENT	7460	1 MOVEABLE	MEDICAL
CATH LAB PJT - CONSTRUCTION	7460	1 BLDG IMP	NONMEDICAL
CATH LAB PJT - ARCHITECTURE	7460	1 BLDG IMP	NONMEDICAL
CATH LAB PJT - EQUIPMENT	7460	1 MOVEABLE	MEDICAL
CHESHIRE PJT -ANALYZER	7700	1 MOVEABLE	MEDICAL
ENDOSCOPE 0 DEG, 8 MM	7010	1 MOVEABLE	MEDICAL
LIGHT HANDLE CAMERA COVER	7010	1 MOVEABLE	MEDICAL
LIGHT HANDLE CAMERA COVER	7010	1 MOVEABLE	MEDICAL
POSITIONER DEMAYO 30" BASE	7010	2 MOVEABLE	MEDICAL
SURGICAL EQUIPMENT	7850	1 MOVEABLE	MEDICAL
SURGICAL EQUIPMENT	7850	1 MOVEABLE	MEDICAL
SURGICAL EQUIPMENT	7850	1 MOVEABLE	MEDICAL
CART W ACCESSORIES	7570	10 MOVEABLE	MEDICAL
CART W ACCESSORIES	7570	10 MOVEABLE	MEDICAL
CART W ACCESSORIES	7570	10 MOVEABLE	MEDICAL
SHIMADZU MOBILE	7850	1 MOVEABLE	MEDICAL
SCOPE INTUBATION FLEX	7220	1 MOVEABLE	MEDICAL
HOPKINS II TELESCOPE	7010	4 MOVEABLE	MEDICAL
HOPKINS II TELESCOPE	7010	MOVEABLE	MEDICAL
TIE IN VULCAN SECURITY SYSTEM	8350	1 FIXED	NONMEDICAL
TENNANT/NOBLES T2 SCRUBBER	8100	1 MOVEABLE	NONMEDICAL
EXHAUST FAN OUTSIDE GARAGE AREA	8300	1 MOVEABLE	NONMEDICAL
HYSTERSCOPE	7850	1 MOVEABLE	MEDICAL
HYSTERSCOPE	7850	1 MOVEABLE	MEDICAL
AVALON FM50 FETAL MONITOR	7070	14 MOVEABLE	MEDICAL
AVALON FM50 FETAL MONITOR	7070	14 MOVEABLE	MEDICAL
SCOPE INTUBATION FLEX VIDEO	7220	1 MOVEABLE	MEDICAL
FIRE PREVENTION PROJECT	8300	1 MOVEABLE	NONMEDICAL
ACUSON SC2000 ULTRASOUND SYSTEM	7440	1 MOVEABLE	MEDICAL
WORKSTATION	7540	1 MOVEABLE	NONMEDICAL
DEFIBRILATORS R SERIES	8320	2 MOVEABLE	MEDICAL
FIRE PREVENTION PJT SM COMPUTER RM	8300	1 MOVEABLE	NONMEDICAL
ROOF	8300	1 BLDG IMP	NONMEDICAL
ROOF - CENTRAL PLANT	8300	1 BLDG IMP	NONMEDICAL
ROOF - CENTRAL PLANT	8300	1 BLDG IMP	NONMEDICAL
ROOF	8300	1 BLDG IMP	NONMEDICAL
ROOF	8300	1 BLDG IMP	NONMEDICAL

REMOVE & INSTALL TRANSDUCER	8300	1 MOVEABLE	NONMEDICAL
REMOVE & INSTALL TRANSDUCER	8300	1 MOVEABLE	NONMEDICAL
REMOVE & INSTALL TRANSDUCER	8300	1 MOVEABLE	NONMEDICAL
MOTOROLA SL7550E RADIO	8350	20 MOVEABLE	NONMEDICAL
MOTOROLA SL7550E RADIO	8350	20 MOVEABLE	NONMEDICAL
APPLICATION AND CERTIFICATE	7980	1 FIXED	NONMEDICAL
WOUNDCARE RENOVATION	7550	BLDG IMP	NONMEDICAL
WOUNDCARE RENOVATION	7550	BLDG IMP	NONMEDICAL
PROFESSIONAL DESIGN	8300	0 MOVEABLE	NONMEDICAL
HEMATOLOGY ANALYZER XN SERIES	7361	1 MOVEABLE	MEDICAL
NEXUS SECURE TRANS MNGMT STATION	7361	1 MOVEABLE	NONMEDICAL
SERVING COUNTER & REGISTER STAND	8000	1 MOVEABLE	NONMEDICAL
CSI SYSTEMS UPGRADE	8300	1 MOVEABLE	NONMEDICAL
END OF LIFE PACS COMPUTERS	7280	1 MOVEABLE	MEDICAL
ROOF - CENTRAL PLANT	8300	1 BLDG IMP	NONMEDICAL
CHAIRS W/ ARMS	7280	12 MOVEABLE	NONMEDICAL
<b>RENOVATIONS BLOOD DRAW</b>	<b>7904</b>	<b>1 BLDG IMP</b>	<b>NONMEDICAL</b>
MICROSCOPE LENS & ACCESSORIES	7360	1 MOVEABLE	MEDICAL
MULTI DRIVE FRAME W/ HERCULES	6500	24 MOVEABLE	MEDICAL
MULTI DRIVE FRAME W/ HERCULES	6500	24 MOVEABLE	MEDICAL
DESIGNER JET PRINTER T2530	8300	1 MOVEABLE	NONMEDICAL
RECLINERS	3150	6 MOVEABLE	NONMEDICAL
RECLINERS	6200	4 MOVEABLE	NONMEDICAL
RECLINERS	3130	5 MOVEABLE	NONMEDICAL
RECLINERS	3320	3 MOVEABLE	NONMEDICAL
RECLINERS	3500	4 MOVEABLE	NONMEDICAL
RECLINERS	3140	2 MOVEABLE	NONMEDICAL
SPECTRUM IV PUMPS	8320	1 MOVEABLE	MEDICAL
SPECTRUM IV PUMPS	8320	1 MOVEABLE	MEDICAL
FLOORING/INSTALL	8300	1 FIXED	NONMEDICAL
STEAM GENERATOR	7850	1 MOVEABLE	NONMEDICAL
ONCOLOGY PRJT - TELEPHONE SYSTEM	7936	1 MOVEABLE	NONMEDICAL
ONCOLOGY PRJT - PHARMACY FILTERS	7936	1 MOVEABLE	NONMEDICAL
ONCOLOGY PRJT - COMPUTERS	7936	1 MOVEABLE	NONMEDICAL
ONCOLOGY PRJT - CONSTRUCTION	7936	1 BLDG IMP	NONMEDICAL
ONCOLOGY PRJT - ELECTRICAL	7936	1 BLDG IMP	NONMEDICAL
ONCOLOGY PRJT - CABINET	7936	1 MOVEABLE	NONMEDICAL
ONCOLOGY PRJT - DATA LINES	7936	1 FIXED	NONMEDICAL
ONCOLOGY PRJT - CONSTRUCTION	7936	1 BLDG IMP	NONMEDICAL
ONCOLOGY PRJT - ARCHITECTURE	7936	1 BLDG IMP	NONMEDICAL
ONCOLOGY PRJT - FURNITURE	7936	1 MOVEABLE	NONMEDICAL
WOUNDCARE PRJT - WALLS	7550	1 BLDG IMP	NONMEDICAL
WOUNDCARE PRJT - TV	7550	1 MOVEABLE	NONMEDICAL
<b>RENOVATION - WATERTOWN BLOOD</b>	<b>7904</b>	<b>1 BLDG IMP</b>	<b>NONMEDICAL</b>
<b>RENOVATION - WOLCOTT UC</b>	<b>7361</b>	<b>1 BLDG IMP</b>	<b>NONMEDICAL</b>
DATA LINES	7981	1 FIXED	NONMEDICAL
DATA LINES	7981	1 FIXED	NONMEDICAL

DATA LINES	7980	1 FIXED	NONMEDICAL
EXHAUST FAN - ANNEX CHILLER	8300	1 MOVEABLE	NONMEDICAL
TRANSDUCER/ MONITORS	7070	1 MOVEABLE	MEDICAL
CSI UPGRADE	8300	1 MOVEABLE	NONMEDICAL
OR INSTRUMENTS	7010	1 MOVEABLE	MEDICAL
RENOVATION WEST MAIN CARD	7901	1 BLDG IMP	NONMEDICAL
1981 E MAIN TENANTS WORK PAYOUT	7905	1 BLDG IMP	NONMEDICAL
MRI PRJT - BLDG IMP	7340	1 BLDG IMP	NONMEDICAL
MRI PRJT - FIXED	7340	1 FIXED	NONMEDICAL
MRI PRJT - LAND IMP	7340	1 LAND IMP	NONMEDICAL
MRI PRJT - MOVEABLE	7340	1 MOVEABLE	MEDICAL
ULTRASOUND 101912 EPIQ 5G	7290	1 MOVEABLE	MEDICAL
PARKING GARAGE DRAIN WORK	8300	1 BLDG IMP	NONMEDICAL
PARKING GARAGE DRAIN WORK	8300	1 BLDG IMP	NONMEDICAL
SIDEWALK AND WALL REPAIR	8300	1 BLDG IMP	NONMEDICAL
REPAIRS TO COLE STREET PARKING GARAGE	8300	1 BLDG IMP	NONMEDICAL
APPL AND CERT FOR PYMT FOR WEST MAIN CARDIO RENOV	8300	1 BLDG IMP	NONMEDICAL
ANALYE EMER POWER FOR GENERATOR ENG	8300	1 BUILD IMP	NONMEDICAL
PROF SRVS FOR ONCOLOGY PROJ LEEVER CTR PH 1 & 2 OF	7936	1 BUILD IMP	NONMEDICAL
REMOVE & INSTALL TRANSDUCER	8300	1 BUILD IMP	NONMEDICAL
AIR HANDLER REPLACMT-NAUG UCC & PT	8300	1 FIXED	NONMEDICAL
AIR HANDLER REPLACMT-NAUG UCC & PT	8300	1 FIXED	NONMEDICAL
SECURITY SYSTEM FOR ALL PATIENT AREAS	8350	1 FIXED	NONMEDICAL
SINK 120" TRIPLE BAY CLEANUP FIXED HT W/INSTALL	7570	1 FIXED	NONMEDICAL
ALPHA 7 SURGICAL ULTRASOUND SCANNER	7010	1 MOVEABLE	MEDICAL
BESIDE MONITOR SH3	6140	1 MOVEABLE	MEDICAL
FORCEPOINT V10K	9080	1 MOVEABLE	NONMEDICAL
TEST CARDINAL SERUM/URINE HCG RAPID	7905	1 MOVEABLE	MEDICAL
TRAINING MTRL-GUNSHOT WOUND BICEP W/SHIPPING	7800	1 MOVEABLE	MEDICAL
TRAINING MTRL-LEG AMPUTATION	7800	1 MOVEABLE	MEDICAL
TRAINING MTRL-GSW TO LEG	7800	1 MOVEABLE	MEDICAL
TACTICAL TRAINING MATERIALS	7800	1 MOVEABLE	MEDICAL
TABLE OVERBED ART CARE OAK AND BRIO BEDSIDE CABINI	8100	24 MOVEABLE	NONMEDICAL
SPEEDCHCK SOFTWARE & TOUCHSCREEN TERM FOR CASH	5800	1 MOVEABLE	NONMEDICAL
MICROSCOPE FRAME BX43F W/CLOTH ANTISTATIC DUSTCC	7360	1 MOVEABLE	MEDICAL
ROTATABLE NOSEPIECE U-RE 2.5 POS	7360	1 MOVEABLE	MEDICAL
BINOC OBSERV TUBE U-B130-2-2	7360	1 MOVEABLE	MEDICAL
RT HAND MECH STAGE RACKLESS, LONG W/LEFT RELEASE	7360	1 MOVEABLE	MEDICAL
VIDEO URETERO-RENSCOPE FLEX-XC	7010	1 MOVEABLE	MEDICAL
8 FT OVAL CONF TABLE, NESTING SIDE CHAIRS, DESK & BLF	8300	1 MOVEABLE	NONMEDICAL
INSIGHT FD MINI C-ARM	7010	1 MOVEABLE	MEDICAL
VITRE EXTEND BASIC PACKAGE	7280	1 MOVEABLE	MEDICAL
SHIMADZU MOBILE MX7C W/SINGLE PANEL	7850	1 MOVEABLE	MEDICAL
SLEEP CHAIR	7070	10 MOVEABLE	NONMEDICAL
LABOR AND MTLs TO INSTALL WALL HUNG P SERIES MITSU	8300	1 FIXED	NON-MEDICAL
DISHWASHER-HOBART	8000	1 FIXED	NON-MEDICAL
HOSPITAL DOOR RELEASE	8300	1 FIXED	NON-MEDICAL

LABOR FOR CLEANING AREA & FURNITURE WATER DAMAGE	8300	1 FIXED	NON-MEDICAL
LAB & MAT 3801 E MAIN ST COUNTERTOP RT TO SINK	8300	1 FIXED	NON-MEDICAL
LAB & MAT INSTALL SECURITY SYSTEM ALL PT AREAS	8300	1 FIXED	NON-MEDICAL
LEEVE CT RENOVATIONS PHASE 2	8300	1 FIXED	NON-MEDICAL
GENERAL CONDITIONS, DRYWALL, FLOORING, ETC KITCHEN	8300	1 FIXED	NON-MEDICAL
LABOR MATERIALS EQUIPMENT CHAPLIN AREA	9180	1 FIXED	NON-MEDICAL
LABOR MATERIALS EQUIPMENT SECURITY PROJECT	8300	1 FIXED	NON-MEDICAL
FREIGHT IV PUMPS	8320	1 MOVEABLE	MEDICAL
PRIME BLADDER SCANNER W/ CART	7800	2 MOVEABLE	MEDICAL
LIGHT HANDLE CAMERA COVER	7010	1 MOVEABLE	MEDICAL
OVERBEDTABLE MAPLE	6500	24 MOVEABLE	NON-MEDICAL
HYDRASLIM SINGLEPORT SYSTEM	7800	2 MOVEABLE	MEDICAL
SMALL BLOOD POWER	7800	1 MOVEABLE	MEDICAL
AVALON FETAL MONITORS	7070	15 MOVEABLE	MEDICAL
REPROCESSOR ENDOSCOPE	7850	3 MOVEABLE	MEDICAL
COLONSCOPE W/DUAL FOCUS	7850	2 MOVEABLE	MEDICAL
VITRE EXTENDS BASIC	7280	1 MOVEABLE	MEDICAL
ADULT WATER RESCUE MANAKIN	7800	1 MOVEABLE	MEDICAL
FLS ALL IN ONE TRAINER SYSTEM	7881	1 MOVEABLE	MEDICAL
NEXUS SECURE TRANSACTION MGMT	7361	1 MOVEABLE	MEDICAL
VIDEO URETERO RENOSCOPE	7010	1 MOVEABLE	MEDICAL
PAVEMENT MARKING GARGAGE/ER-VALET-LOTS	8300	1 LAND IMP	NON-MEDICAL
MRI PROJECT #15-002 BLDG IMPR	7340	1 BLDG IMPR	NON-MEDICAL
E. MAIN PROJ #17-003 LEASEHOLD IMP	7905	1 BLDG IMPR	NON-MEDICAL
EPIC PROJ. BLDG IMPR	9080	1 BLDG IMPR	NON-MEDICAL
APPL& CERT. FOR LEEVEER CLEAN RM	8300	1 FIXED	NON-MEDICAL
LABOR/MATERIAL HR-PAYROLL RENOVATIONS	8300	1 FIXED	NON-MEDICAL
E. MAIN PROJ #17-003 FIXED EQUIP.	7905	1 FIXED	NON-MEDICAL
EPIC PROJ. CAPITAL LABOR	9080	1 FIXED	NON-MEDICAL
TRANMISSION FOR HOSP TRUCK	7809	1 AUTO	NON-MEDICAL
OVERBED TABLE	6500	1 MOVEABLE	NON-MEDICAL
VIDEO URETERO RENOSCOPE	7010	1 MOVEABLE	MEDICAL
REMOVE/INSTALL STERILIZER/BOILER	7835	1 MOVEABLE	MEDICAL
INST. INTERFACE VAI SQ INST MGMT	7936	1 MOVEABLE	MEDICAL
TELESCOPE HOPKINS 11 0	7010	1 MOVEABLE	MEDICAL
NETWORK UPGRADES PROCESSBY TRINITY	9080	1 MOVEABLE	NON-MEDICAL
MRI PROJ #15-002 FURNITURE/OFFICE EQUIPMENT	7340	1 MOVEABLE	NON-MEDICAL
E. MAIN PROJ #17-003 COMPUTERS	7905	1 MOVEABLE	NON-MEDICAL
E. MAIN PROJ \$17-003 FURNITURE/OFFICE EQUIP	7905	1 MOVEABLE	NON-MEDICAL
EPIC PROJ. COMPUTER EQUIP	9080	1 MOVEABLE	NON-MEDICAL
EPIC PROJ FURNITURE/OFFICE EQUIP	9080	1 MOVEABLE	NON-MEDICAL

Regular Additions

CIP Additions

TOTAL

ACQ DATE	ENTRY PER	LOCATION	AMT	VENDOR	PO
4/30/2017	07/2017	SLEEP LAB	970.00	MOSER	1709807
4/30/2017	07/2017	EMER	11,369.82	GE - 17858	1709089
4/30/2017	07/2017	TELEMETRY	578,971.45	PHILIPS - 18801	1706061
4/30/2017	07/2017	CLINICAL ENG	24,730.00	STRATASYS	1709090
4/30/2017	07/2017	MICRO LAB	55,000.00	NANOSPHERE	1709971
4/30/2017	07/2017	ENVIRON	4,850.00	MEDLINE	1710344
4/30/2017	07/2017	SECURITY	15,800.00	STERLING	1707442
4/30/2017	07/2017	SECURITY	29,077.00	STERLING	1705797
4/30/2017	07/2017	NVSC	12,211.30	MEDIQUIP	1710192
4/30/2017	07/2017	LAB	3,305.00	SUNQUEST	1705251
4/30/2017	07/2017	OR	378,845.27	KARL STORZ	1709660
4/30/2017	07/2017	OR	4,425.00	KARL STORZ	1709660
4/30/2017	07/2017	OR	31,050.00	KARL STORZ	1709660
4/30/2017	07/2017	OR	10,350.00	KARL STORZ	1709660
4/30/2017	07/2017	OR	(931.50)	KARL STORZ	1709660
4/30/2017	07/2017	OR	(11,646.61)	KARL STORZ	1709660
4/30/2017	07/2017	OR	27,929.02	KARL STORZ	1709660
4/30/2017	07/2017	OR	(132.75)	KARL STORZ	1709660
4/30/2017	07/2017	ULTRASOUND	120,261.30	PHILIPS - 18801	1706888
4/30/2017	07/2017	PLANT	91,390.00	JOHNSON CONTROLS	1706358
4/30/2017	07/2017	PLANT	(71,307.00)	JOHNSON CONTROLS	1706358
4/30/2017	07/2017	PLANT	88,098.61	O and G	1709019
4/30/2017	07/2017	SLEEP LAB	62,369.98	O and G	1709021
4/30/2017	07/2017	SLEEP LAB	9,172.00	O and G	1709173
4/30/2017	07/2017	RAD	24,245.90	CDW	1707678
4/30/2017	07/2017	OR	13,419.87	STERIS	1710054
4/30/2017	07/2017	OR	(3,022.97)	STERIS	1710054
4/30/2017	07/2017	FOOD	7,226.34	PERFORMANCE INT	1705599
4/30/2017	07/2017	FOOD	(29.81)	PERFORMANCE INT	1705599
4/30/2017	07/2017	PLANT	80,757.00	NEWMACK	1618556
4/30/2017	07/2017	PLANT	2,099.00	GOOD HILL	1710034
4/30/2017	07/2017	PLANT	1,820.00	CPE ELECTRIC	1705421
4/30/2017	07/2017	ED	4,590.88	TRI ANIM	1711247
4/30/2017	07/2017	SLEEP LAB	28,108.98	O and G	1709023
5/31/2017	08/2017	CHESHIRE UC	5,740.00	ARMSTRONG	1618392
5/31/2017	08/2017	CHESHIRE UC	234,166.26	ATRION NETWORKING	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	391.00	BURLINGTON MED	1614339
5/31/2017	08/2017	CHESHIRE UC	5,046.52	CARDINAL	1614845
5/31/2017	08/2017	CHESHIRE UC	1,952.10	CDW	16130.5
5/31/2017	08/2017	CHESHIRE UC	750.00	CHIMENET	NA
5/31/2017	08/2017	CHESHIRE UC	12,615.00	CONNECTICUT SIGNCRA	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	83,427.03	CROSSKEY	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	42,450.55	DELL MARKETING	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	14,300.00	DISPLAY WRIGHT	1708807
5/31/2017	08/2017	CHESHIRE UC	36,700.75	FLETCHER THOMPSON	NA
5/31/2017	08/2017	CHESHIRE UC	1,253,371.76	FORTUNATO CONSTRUC	VARIOS



5/31/2017	08/2017	CHESHIRE UC	1,200.00	GJ RANDALL MS	NA
5/31/2017	08/2017	CHESHIRE UC	13,162.85	GOV CONNECTION	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	344.32	GRAINGER	1618393
5/31/2017	08/2017	CHESHIRE UC	5,304.00	LANDMARK	NA
5/31/2017	08/2017	CHESHIRE UC	1,457.00	MARKETLAB	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	25,507.91	MCKESSON	1614881
5/31/2017	08/2017	CHESHIRE UC	20,004.02	MERGE HEALTHCARE	1614354
5/31/2017	08/2017	CHESHIRE UC	103,492.00	PARKER- XRAY	VARIOUS
5/31/2017	08/2017	CHESHIRE UC	575.00	STATE OF CT	NA
5/31/2017	08/2017	CHESHIRE UC	30,235.82	WB MASON	VARIOUS
5/31/2017	08/2017	CATH LAB	14,376.53	CAROUSEL IND	1611912
5/31/2017	08/2017	CATH LAB	74,399.26	O AND G	VARIOUS
5/31/2017	08/2017	CATH LAB	24,835.39	MOSER PILON	VARIOUS
5/31/2017	08/2017	CATH LAB	577,188.00	SIEMENS	1609980
5/31/2017	08/2017	CHESHIRE UC	15,888.00	ABBOT LAB	1615143
5/31/2017	08/2017	SURGERY	9,000.00	INTUITIVE SURGICAL	1711486
5/31/2017	08/2017	OR	295.92	STERIS	1707248
5/31/2017	08/2017	OR	(174.59)	STERIS	1707248
5/31/2017	08/2017	OR	12,040.00	INNOVATION	1711440
5/31/2017	8/2017	NVSC	7,590.00	ARTHREX	1711438
5/31/2017	8/2017	NVSC	37,216.00	ARTHREX	1711438
5/31/2017	8/2017	NVSC	1,130.00	ARTHREX	1711438
12/31/2016	03/2017	CENTRAL STER	24,771.80	CARDINAL	1704227
12/31/2016	03/2017	CENTRAL STER	(42,284.30)	CARDINAL HEALTH	1704227
12/31/2016	03/2017	CENTRAL STER	18,685.30	CARDINAL	1704227
5/31/2017	08/2017	NVSC	14,300.00	MEDICAL IMAGING	1711740
5/31/2017	08/2017	ANES	6,840.00	KARL STORZ	1711770
5/31/2017	08/2017	SURGERY	29,564.20	KARL STORZ	1711630
5/31/2017	08/2017	SURGERY	(837.90)	KARL STORZ	1711630
5/31/2017	8/2017	SECURITY	14,960.00	TPC	1711728
5/31/2017	08/2017	ENVIRONMENTAL	4,116.87	GRAINGER	1710338
5/31/2017	08/2017	PLANT	2,099.00	GOOD HILL	1710034
5/31/2017	08/2017	NVSC	35,678.00	HOLOGIC	1711431
5/31/2017	08/2017	NVSC	(11,064.79)	HOLOGIC	1711431
5/31/2017	08/2017	LABOR AND DELIVERY	66,891.40	PHILIPS 18801	1707758
5/31/2017	08/2017	LABOR AND DELIVERY	138,284.10	PHILIPS 18801	1707758
5/31/2017	08/2017	ANES	6,840.00	KARL STORZ	1712318
5/31/2017	08/2017	PLANT	63,563.00	NEWMACK	1619956
5/31/2017	08/2017	ELETRO CARDO	216,872.00	SIEMENS 20981	1710047
5/31/2017	08/2017	CCU	5,106.00	DRAEGER	1614693
5/31/2017	08/2017	CLINICL	28,853.00	ZOLL	1707444
5/31/2017	08/2017	PLANT	24,567.00	NEWMACK	1619957
5/31/2017	08/2017	PLANT	16,000.00	HERITAGE	1711844
5/31/2017	08/2017	PLANT	44,950.00	HERITAGE	1702785
5/31/2017	08/2017	PLANT	(13,485.00)	HERITAGE	1702785
5/31/2017	08/2017	PLANT	14,000.00	HERITAGE	1711838
5/31/2017	08/2017	PLANT	(2,800.00)	HERITAGE	1711838

5/31/2017	08/2017	PLANT	(33,710.47)	JOHNSON CONTROL	1706358
5/31/2017	08/2017	PLANT	33,710.47	JOHNSON CONTROL	1706358
5/31/2017	08/2017	PLANT	23,969.06	JOHNSON CONTROL	1706358
5/31/2017	08/207	SECURITY	22,834.20	NORTHEASTERN COMM	1705583
5/31/2017	08/207	SECURITY	1,105.00	NORTHEASTERN COMM	1705583
4/30/2017	07/2017	SLEEP LAB	14,043.49	O AND G	1711475
5/31/2017	08/2017	PLANT	49,750.00	O AND G	1705373
5/31/2017	08/2017	PLANT	10,985.00	O AND G	1705373
12/31/2016	03/2017	PLANT	(1,400.00)	MILONE	1620105
6/30/2017	09/2017	LAB	147,918.00	SYSMEX AMER	1710210
6/30/2017	09/2017	LAB	179,499.25	TRANSLOGIC CORP	1705886
6/30/2017	09/2017	FOOD	14,674.81	WAREHOUSE STORE FIX	1710049
6/30/2017	09/2017	PLANT	49,700.00	SIEMENS IND	1711346
6/30/2017	09/2017	RAD	107,297.99	MERGE HEALTHCARE	1711779
6/30/2017	09/2017	PLANT	13,485.00	HERITAGE	1702785
6/30/2017	09/2017	RAD	5,062.56	WB MASON	1709423
<b>6/30/2017</b>	<b>09/2017</b>	<b>WOLCOTT UC</b>	<b>38,215.40</b>	<b>CLASSIC BLDRS</b>	<b>1714251</b>
6/30/2017	09/2017	MICRO LAB	3,015.61	OLYMPUS 16331	1714056
6/30/2017	09/2017	CCU	662,028.76	LINET AMERICAS	1711273
6/30/2017	09/2017	CCU	(3,840.00)	LINET AMERICAS	1711273
6/30/2017	09/2017	PLANT	9,150.00	WB MASON	1714384
6/30/2017	09/2017	OB4	9,799.92	WB MASON	1710438
6/30/2017	09/2017	OB7	6,205.64	WB MASON	1710438
6/30/2017	09/2017	SH5	7,762.05	WB MASON	1710438
6/30/2017	09/2017	X3	4,654.23	WB MASON	1710438
6/30/2017	09/2017	CCU	6,201.64	WB MASON	1710438
6/30/2017	09/2017	TELE	3,101.70	WB MASON	1710438
6/30/2017	09/2017	CLINICAL	3,750.00	BAXTER	1713941
6/30/2017	09/2017	CLINICAL	92,500.00	BAXTER	1713941
6/30/2017	09/2017	PLANT	16,459.34	WB MASON	1608995BL
6/30/2017	09/2017	NVSC	12,211.30	MEDIQUIP	1710192
6/30/2017	09/2017	ONCOLOGY	52,227.60	ATRION NETWORKING	1617300
6/30/2017	09/2017	ONCOLOGY	4,730.00	BUCKLEY	1702117
6/30/2017	09/2017	ONCOLOGY	44,282.41	CDW COMPUTERS	1703192/01
6/30/2017	09/2017	ONCOLOGY	2,300.00	ENGINEERED	NA
6/30/2017	09/2017	ONCOLOGY	36,415.00	GOOD HILL	1611146
6/30/2017	09/2017	ONCOLOGY	24,972.00	LM AIR TECH	1610246
6/30/2017	09/2017	ONCOLOGY	19,615.79	MID-STATE TELEDATA	1702426
6/30/2017	09/2017	ONCOLOGY	987,316.63	STANDARD BUILDERS	VARIOUS
6/30/2017	09/2017	ONCOLOGY	134,841.11	TECTON ARCH	VARIOUS
6/30/2017	09/2017	ONCOLOGY	77,485.60	WB MASON	1616845
6/30/2017	09/2017	WOUNDCARE	6,273.90	INPRO CORPORATION	1706596
6/30/2017	09/2017	WOUNDCARE	850.25	TELEHEALTH	1710200
<b>6/30/2017</b>	<b>09/2017</b>	<b>WATERTOWN BLOOD</b>	<b>18,092.90</b>	<b>CLASSIC BLDRS</b>	<b>1714251</b>
<b>6/30/2017</b>	<b>09/2017</b>	<b>WOLCOTT UC</b>	<b>20,122.50</b>	<b>CLASSIC BLDRS</b>	<b>1714251</b>
6/30/2017	09/2017	SLEEP WOLCOTT	1,360.00	MID-STATE TELEDATA	1707588
6/30/2017	09/2017	SLEEP WOLCOTT	625.00	MID-STATE TELEDATA	1707588

6/30/2017	09/2017	SLEEP WTBY	615.00	MID-STATE TELEDATA	1707588
6/30/2017	09/2017	PLANT	41,077.00	SARRACCO	1713007
6/30/2017	09/2017	WIC	3,154.04	PHILIPS - 18801	1707758
6/30/2017	09/2017	PLANT	52,800.00	SIEMENS IND	1711346
6/30/2017	09/2017	OR	20,394.00	SOLOS END	1712323
6/30/2017	09/2017	CARDIO	98,752.50	BISMARCK	1715305
6/30/2017	09/2017	EAST MAIN	704,062.18	YAMIN & GRANT LLC	NA
6/30/2017	09/2017	MRI	4,796,329.63	VARIOUS	VARIOUS
6/30/2017	09/2017	MRI	33,066.00	MID-STATE TELEDATA	1701701
6/30/2017	09/2017	MRI	23,765.50	ALL LAWN CARE	VARIOUS
6/30/2017	09/2017	MRI	764,167.16	TELEHEALTH	VARIOUS
4/30/2017	07/2017	ULTRASOUND	(112,861.30)	PHILIPS - 18801	1706888
42947	10	PLANT	7,200.00	JOHN'S ASPHALT	1713175
42947	10	PLANT	16,300.00	JOHN'S ASPHALT	1713265
42947	10	PLANT	69,500.00	JOHN'S ASPHALT	1715631
42947	10	PLANT	34,759.00	BISMARCK	1713189
42947	10	PLANT	115,955.00	BISMARCK	1715627
42947	10	PLANT	118,850.00	SODEXHO	1715617
42947	10	ONCOLOGY	2,793.86	TECTON ARCHITECTS	1611961
42947	10	PLANT	13,627.47	JOHNSON CONTROL	1706358
42947	10	PLANT	14,250.00	GOODHILL	1715038
42947	10	PLANT	14,250.00	GOODHILL	1715038
42947	10	SECURITY	229,927.14	VULCAN SECURITY	1711726
42947	10	CENTRAL STERILE	15,357.85	STERIS	1711433
42947	10	SURG UNIT	151,922.75	HITACHI	1716221
42947	10	TELEMETRY	(5,391.88)	PHILIPS	1706061
42947	10	IT	17,091.00	K LOGIC	1715123
42947	10	EAST MAIN-UCC	23.19	CARDINAL	1715563
42947	10	EMER RM	1,697.00	TECHLINE	1714730
42947	10	EMER RM	888.25	TECHLINE	1714730
42947	10	EMER RM	516.38	TECHLINE	1714730
42947	10	EMER RM	6,444.67	NORTH AMERICAN	1714870
42947	10	ENVIROMENT	18,011.52	HILL ROM	1710342
42947	10	CAFÉ	5,819.85	NCR OF NEW ENGLAND	1710053
42947	10	LAB	1,172.76	OLYMPUS AMER	1714056
42947	10	LAB	347.13	OLYMPUS AMER	1714056
42947	10	LAB	834.33	OLYMPUS AMER	1714056
42947	10	LAB	476.76	OLYMPUS AMER	1714056
42947	10	SURG UNIT	3,952.55	KARL STORZ	1714095
42947	10	PLANT	4,131.00	HUDSON VALLEY OFFCIE FI	1715616
42947	10	SURG UNIT	69,500.00	HOLOGIC	1715256
42947	10	RADIOLOGY	72,155.20	TOSHIBA	1709559
42947	10	NVSC	128,700.00	MEDICAL IMAGING	1711740
42947	10	LABOR & DELIVERY	14,892.60	WB MASON	1711397
08/31/2017	11	FACILITIES	9,676.00	SARRACCO	1714588
08/31/2017	11	CAFÉ	74,568.74	SODEXCO	1706461
08/31/2017	11	FACILITIES	15,609.00	SIMPLEX	1711729

08/31/2017	11 FACILITIES	750.00	CHAMPION	1717634
08/31/2017	11 FACILITIES	1,015.00	CHAMPION	1716633
08/31/2017	11 FACILITIES	11,346.82	VULCAN	1711726
08/31/2017	11 FACILITIES	167.50	TECTON	1611923
08/31/2017	11 FACILITIES	47,226.00	O AND G	1714580
08/31/2017	11 CHAPLIN	49,114.89	O AND G	1714083
08/31/2017	11 FACILITIES	12,609.90	O AND G	1715220
08/31/2017	11 CLINCIAL ENG	96.00	BAXTER	1713941
08/31/2017	11 EMER DEPT	22,000.00	VERATHON	1715989
08/31/2017	11 SURG UNIT	121.33	STERIS	1716725
08/31/2017	11 CCU	11,709.60	LINET AM	1714323
08/31/2017	11 EMER DEPT	5,951.41	TECHLINE	1714730
08/31/2017	11 EMER DEPT	114.00	TECHLINE	1714730
08/31/2017	11 WIC	8,219.00	PHILLIPS	1707758
08/31/2017	11 NVSC	90,632.07	OLYMPUS	1714665
08/31/2017	11 NVSC	173,915.14	OLYMPUS	1714662
08/31/2017	11 RADIOLOGY	18,038.80	TOSHBIA	1709559
08/31/2017	11 EMER DEPT	639.00	ALLIED 100	1714734
08/31/2017	11 SURG REG	13,263.52	LIMBS & THINGS	1716127
08/31/2017	11 LAB SENT OUT	30,355.25	TRANSLOGIC	1705886
08/31/2017	11 SURG UNIT	9,994.95	KARL STORZ	1718078
09/30/2017	12 PLANT	7,250.00	ARROW LINE PAINTING	1713176
09/30/2017	12 MRI	140,254.87	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 E MAIN CTR	2,413,153.43	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 IT	794,393.95	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 PLANT	39,347.74	STANDARD BUILDING	1718598
09/30/2017	12 PLANT	24,640.00	CHAMPION	1715306
09/30/2017	12 E MAIN CTR	126,685.32	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 IT	11,659,632.71	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 STOREROOM	2,750.00	BLASIOUS	N/A
09/30/2017	11 PLANT	(597.60)	LINET	1714323
08/31/2017	11 SURG UNIT	(5,054.85)	KARL STORZ	1718078
09/30/2017	12 NVSC	10,950.00	DESCO	1716033
09/30/2017	12 BOWEN	7,875.00	SUNQUEST	1712255
09/30/2017	12 SURG UNIT	12,084.00	KARL STORZ	1711630
09/30/2017	12 IT	886,766.10	TRINITY	N/A
09/30/2017	12 MRI	52,359.64	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 E MAIN CTR	16,217.50	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 E MAIN CTR	175,317.45	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 IT	13,844,831.76	VARIOUS-SEE NOTES	SEE NOTES
09/30/2017	12 IT	63,613.15	VARIOUS-SEE NOTES	SEE NOTES

\$ 46,400,352.98

\$ (9,841,443.79)

\$ 36,558,909.19

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## Explanation

1 new ARCHITECTURAL/MEP  
1 new ECG MACHINES MAC5500  
40 new 20 BEDSIDE MOMITORS, 29 BASE & ANTENNAS  
1 new PRINTER, 260 CONNEX 3D  
1 new VERIGENIE READER INSTRUMENT  
1 new ELECTRONIC MOP & 2 BATTERIES  
1 new ADDITIONAL STORAGE FOR CAMERAS  
19 new CAMERA  
1 new STERIS 3023  
1 new LAB TURNAROUND OUTLIER  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 VARIABLE HEIGHT  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 S H 3-Z  
1 new IMAGE 1 S H 3-Z  
1 new ULTRASOUND 101912 EPIQ 5G  
1 new VSD OPTICVIEW MICROPANEL  
1 new VSD OPTICVIEW MICROPANEL  
1 new APPLICATION & CERTIFICATE  
1 new APPLICATION & CERTIFICATE  
1 new VISION ELECTRIC  
1 new UNBNDLD 2 NODE GEN 4LP  
1 new DOUBLE SPINDLE LIGHTS OR5  
1 new DOUBLE SPINDLE LIGHTS OR5  
1 new GAS CHARBOILER  
1 new GAS CHARBOILER  
1 new FIRE PROTECTION PROJECT  
1 new EXHAUST FAN GARBAGE AREA  
1 new FIRE ALARM PANEL  
2 new SCOPE & MONITOR  
1 new APPLICATION & CERTIFICATE  
1 new CHESHIRE PJT - CART  
1 new CHESHIRE PJT -TELEPHONE SYSTEM  
1 new CHESHIRE PJT - MED EQUIPMENT  
1 new CHESHIRE PJT - MED EQUIPMENT  
1 new CHESHIRE PJT - COMPUTER  
1 new CHESHIRE PJT - FIBER INSTALL  
1 new CHESHIRE PJT - SIGNS  
1 new CHESHIRE PJT - ARCHITECTURE  
1 new CHESHIRE PJT - COMPUTER  
1 new CHESHIRE PJT - CABINETS  
1 new CHESHIRE PJT - ARCHITECTURE  
1 new CHESHIRE PJT - CONSTRUCTION

1 new CHESHIRE PJT - XRAY TESTING  
1 new CHESHIRE PJT - COMPUTER  
1 new CHESHIRE PJT - EQUIPMENT  
1 new CHESHIRE PJT - MASCOT  
1 new CHESHIRE PJT - CHAIRS  
1 new CHESHIRE PJT - MED EQUIPMENT  
1 new CHESHIRE PJT - WORKSTATION  
1 new CHESHIRE PJT - MED EQUIPMENT  
1 new CHESHIRE PJT - FEE  
1 new CHESHIRE PJT - FURNITURE  
1 new CATH LAB PJT - EQUIPMENT  
1 new CATH LAB PJT - CONSTRUCTION  
1 new CATH LAB PJT - ARCHITECTURE  
1 new CATH LAB PJT - EQUIPMENT  
1 new CHESHIRE PJT -ANALYZER  
1 new ENDOSCOPE 0 DEG, 8 MM  
1 new LIGHT HANDLE CAMERA COVER  
1 new LIGHT HANDLE CAMERA COVER  
2 new POSITIONER DEMAYO 30" BASE  
1 new SURGICAL EQUIPMENT  
1 new SURGICAL EQUIPMENT  
1 new SURGICAL EQUIPMENT  
10 new CART W ACCESSORIES  
10 new CART W ACCESSORIES  
10 new CART W ACCESSORIES  
1 new SHIMADZU MOBILE  
1 new SCOPE INTUBATION FLEX  
4 new HOPKINS II TELESCOPE  
new HOPKINS II TELESCOPE  
1 new TIE IN VULCAN SECURITY SYSTEM  
1 new TENNANT/NOBLES T2 SCRUBBER  
1 new EXHAUST FAN OUTSIDE GARAGE AREA  
1 new HYSTERSCOPE  
1 new HYSTERSCOPE  
14 new AVALON FM50 FETAL MONITOR  
14 new AVALON FM50 FETAL MONITOR  
1 new SCOPE INTUBATION FLEX VIDEO  
1 new FIRE PREVENTION PROJECT  
1 new ACUSON SC2000 ULTRASOUND SYSTEM  
1 new WORKSTATION  
2 new DEFIBRILATORS R SERIES  
1 new FIRE PREVENTION PJT SM COMPUTER RM  
1 new ROOF  
1 new ROOF - CENTRAL PLANT  
1 new ROOF - CENTRAL PLANT  
1 new ROOF  
1 new ROOF

1 new REMOVE & INSTALL TRANSDUCER  
1 new REMOVE & INSTALL TRANSDUCER  
1 new REMOVE & INSTALL TRANSDUCER  
20 new MOTOROLA SL7550E RADIO  
20 new MOTOROLA SL7550E RADIO  
1 new APPLICATION AND CERTIFICATE  
new WOUNDCARE RENOVATION  
new WOUNDCARE RENOVATION  
0 new PROFESSIONAL DESIGN  
1 new HEMATOLOGY ANALYZER XN SERIES  
1 new NEXUS SECURE TRANS MNGMT STATION  
1 new SERVING COUNTER & REGISTER STAND  
1 new CSI SYSTEMS UPGRADE  
1 new END OF LIFE PACS COMPUTERS  
1 new ROOF - CENTRAL PLANT  
12 new CHAIRS W/ ARMS  
1 new RENOVATIONS BLOOD DRAW  
1 new MICROSCOPE LENS & ACCESSORIES  
24 new MULTI DRIVE FRAME W/ HERCULES  
24 new MULTI DRIVE FRAME W/ HERCULES  
1 new DESIGNER JET PRINTER T2530  
6 new RECLINERS  
4 new RECLINERS  
5 new RECLINERS  
3 new RECLINERS  
4 new RECLINERS  
2 new RECLINERS  
1 new SPECTRUM IV PUMPS  
1 new SPECTRUM IV PUMPS  
1 new FLOORING/INSTALL  
1 new STEAM GENERATOR  
1 new ONCOLOGY PRJT - TELEPHONE SYSTEM  
1 new ONCOLOGY PRJT - PHARMACY FILTERS  
1 new ONCOLOGY PRJT - COMPUTERS  
1 new ONCOLOGY PRJT - CONSTRUCTION  
1 new ONCOLOGY PRJT - ELECTRICAL  
1 new ONCOLOGY PRJT - CABINET  
1 new ONCOLOGY PRJT - DATA LINES  
1 new ONCOLOGY PRJT - CONSTRUCTION  
1 new ONCOLOGY PRJT - ARCHITECTURE  
1 new ONCOLOGY PRJT - FURNITURE  
1 new WOUNDCARE PRJT - WALLS  
1 new WOUNDCARE PRJT - TV  
1 new RENOVATION - WATERTOWN BLOOD  
1 new RENOVATION - WOLCOTT UC  
1 new DATA LINES  
1 new DATA LINES

1 new DATA LINES  
1 new EXHAUST FAN - ANNEX CHILLER  
1 new TRANSDUCER/ MONITORS  
1 new CSI UPGRADE  
1 new OR INSTRUMENTS  
1 new RENOVATION WEST MAIN CARD  
1 new 1981 E MAIN TENANTS WORK PAYOUT  
1 new MRI PRJT - BLDG IMP  
1 new MRI PRJT - FIXED  
1 new MRI PRJT - LAND IMP  
1 new MRI PRJT - MOVEABLE  
1 new ULTRASOUND 101912 EPIQ 5G  
1 new PARKING GARAGE DRAIN WORK  
1 new PARKING GARAGE DRAIN WORK  
1 new SIDEWALK AND WALL REPAIR  
1 new REPAIRS TO COLE STREET PARKING GARAGE  
1 new APPL AND CERT FOR PYMT FOR WEST MAIN CARDIO RENOV  
1 new ANALYE EMER POWER FOR GENERATOR ENG  
1 new PROF SRVS FOR ONCOLOGY PROJ LEEVER CTR PH 1 & 2 OPM  
1 new REMOVE & INSTALL TRANSDUCER  
1 new AIR HANDLER REPLACEMT-NAUG UCC & PT  
1 new AIR HANDLER REPLACEMT-NAUG UCC & PT  
1 new SECURITY SYSTEM FOR ALL PATIENT AREAS  
1 new SINK 120" TRIPLE BAY CLEANUP FIXED HT W/INSTALL  
1 new ALPHA 7 SURGICAL ULTRASOUND SCANNER  
1 new BESIDE MONITOR SH3  
1 new FORCEPOINT V10K  
1 new TEST CARDINAL SERUM/URINE HCG RAPID  
1 new TRAINING MTRL-GUNSHOT WOUND BICEP W/SHIPPING  
1 new TRAINING MTRL-LEG AMPUTATION  
1 new TRAINING MTRL-GSW TO LEG  
1 new TACTICAL TRAINING MATERIALS  
24 new TABLE OVERBED ART CARE OAK AND BRIO BEDSIDE CABINETS  
1 new SPEEDCHCK SOFTWARE & TOUCHSCREEN TERM FOR CASH REGISTERS  
1 new MICROSCOPE FRAME BX43F W/CLOTH ANTISTATIC DUSTCOVER & POWERCORD  
1 new ROTATABLE NOSEPIECE U-RE 2.5 POS  
1 new BINOC OBSERV TUBE U-B130-2-2  
1 new RT HAND MECH STAGE RACKLESS, LONG W/LEFT RELEASE HOLDER  
1 new VIDEO URETERO-RENOSCOPE FLEX-XC  
1 new 8 FT OVAL CONF TABLE, NESTING SIDE CHAIRS, DESK & BLACK MESH CONF CHAIRS  
1 new INSIGHT FD MINI C-ARM  
1 new VITRE EXTEND BASIC PACKAGE  
1 new SHIMADZU MOBILE MX7C W/SINGLE PANEL  
10 new SLEEP CHAIR  
1 new LABOR AND MTLs TO INSTALL WALL HUNG P SERIES MITSUBISHI COOLING FOR 8TH FL IT CLOSET  
1 new DISHWASHER-HOBART  
1 new HOSPITAL DOOR RELEASE

1 new LABOR FOR CLEANING AREA & FURNITURE WATER DAMAGE  
1 new LAB & MAT 3801 E MAIN ST COUNTERTOP RT TO SINK  
1 new LAB & MAT INSTALL SECURITY SYSTEM ALL PT AREAS  
1 new LEEVER CT RENOVATIONS PHASE 2  
1 new GENERAL CONDITIONS, DRYWALL, FLOORING, ETC KITCHEN  
1 new LABOR MATERIALS EQUIPMENT CHAPLIN AREA  
1 new LABOR MATERIALS EQUIPMENT SECURITY PROJECT  
1 new FREIGHT IV PUMPS  
2 new PRIME BLADDER SCANNER W/ CART  
1 new LIGHT HANDLE CAMERA COVER  
24 new OVERBEDTABLE MAPLE  
2 new HYDRASLIM SINGLEPORT SYSTEM  
1 new SMALL BLOOD POWER  
15 new AVALON FETAL MONITORS  
3 new REPROCESSOR ENDOSCOPE  
2 new COLONSCOPE W/DUAL FOCUS  
1 new VITRE EXTENDS BASIC  
1 new ADULT WATER RESCUE MANAKIN  
1 new FLS ALL IN ONE TRAINER SYSTEM  
1 new NEXUS SECURE TRANSACTION MGMT  
1 new VIDEO URETERO RENOSCOPE  
1 new PAVEMENT MARKING GARGAGE/ER-VALET-LOTS  
1 new MRI PROJECT #15-002 BLDG IMPR  
1 new E. MAIN PROJ #17-003 LEASEHOLD IMP  
1 new EPIC PROJ. BLDG IMPR  
1 new APPL& CERT. FOR LEEVER CLEAN RM  
1 new LABOR/MATERIAL HR-PAYROLL RENOVATIONS  
1 new E. MAIN PROJ #17-003 FIXED EQUIP.  
1 new EPIC PROJ. CAPITAL LABOR  
1 new TRANMISSION FOR HOSP TRUCK  
1 new OVERBED TABLE  
1 new VIDEO URETERO RENOSCOPE  
1 new REMOVE/INSTALL STERILIZER/BOILER  
1 new INST. INTERFACE VAI SQ INST MGMT  
1 new TELESCOPE HOPKINS 11 0  
1 new NETWORK UPGRADES PROCESSBY TRINITY  
1 new MRI PROJ #15-002 FURNITURE/OFFICE EQUIPMENT  
1 new E. MAIN PROJ #17-003 COMPUTERS  
1 new E. MAIN PROJ \$17-003 FURNITURE/OFFICE EQUIP  
1 new EPIC PROJ. COMPUTER EQUIP  
1 new EPIC PROJ FURNITURE/OFFICE EQUIP













## User, OHCA

---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** Capone, Claudio  
**Cc:** Roberts, Karen; User, OHCA  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

- Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.*

*In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

- a. On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.”*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access

Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [mailto:[claudiocapone@gmail.com](mailto:claudiocapone@gmail.com)]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

## User, OHCA

---

**From:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Sent:** Wednesday, January 17, 2018 2:11 PM  
**To:** Cotto, Carmen  
**Cc:** Roberts, Karen; User, OHCA  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen...I will follow through on this and get an update.

Claudio

---

**From:** Cotto, Carmen [mailto:Carmen.Cotto@ct.gov]  
**Sent:** Wednesday, January 17, 2018 2:03 PM  
**To:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Cc:** Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>  
**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

- Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital’s most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital’s current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital’s community building activities in terms of dollars spent. In determining the Hospital’s participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

- a. On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital’s website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.”*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

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Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
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[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

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## User, OHCA

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**From:** Cotto, Carmen  
**Sent:** Monday, January 22, 2018 10:04 AM  
**To:** Lydia Shen; Roberts, Karen; User, OHCA  
**Cc:** Capone, Claudio; Chris Hayes; Kyle Jurczyk; Keon Blackledge  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

**Follow Up Flag:** Follow up  
**Flag Status:** Completed

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Lydia Shen [mailto:Lydia.Shen@TrinityHealthOfNE.Org]  
**Sent:** Friday, January 19, 2018 2:20 PM  
**To:** Cotto, Carmen <Carmen.Cotto@ct.gov>; Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>  
**Cc:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>; Chris Hayes <CHayes@Stmh.org>; Kyle Jurczyk <Kyle.Jurczyk@stmh.org>; Keon Blackledge <keon.blackledge@Stmh.org>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

[TrinityHealthOfNE.org](http://TrinityHealthOfNE.org) | [Facebook](#) | [Twitter](#) | [Instagram](#)



---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]

**Sent:** Thursday, January 18, 2018 1:44 PM

**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Thursday, January 18, 2018 1:26 PM  
**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

[TrinityHealthOfNE.org](http://TrinityHealthOfNE.org) | [Facebook](#) | [Twitter](#) | [Instagram](#)



---

**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Date:** January 17, 2018 at 2:02:50 PM EST  
**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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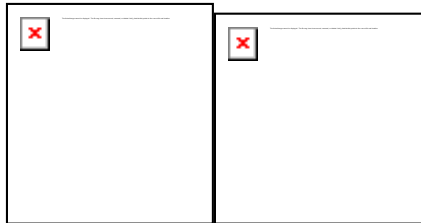
---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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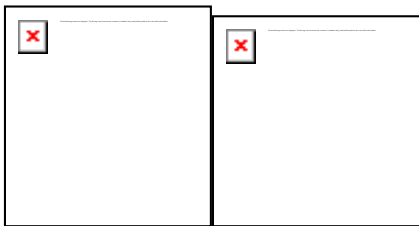
- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population."*

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Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
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[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

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Thanks,

Claudio

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## User, OHCA

---

**From:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen; Roberts, Karen; User, OHCA  
**Cc:** Capone, Claudio; Chris Hayes; Kyle Jurczyk; Natalie Cummings  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up  
**Attachments:** Saint Mary's DN 15-32045 Reponse to Stipulation #12 - 01.31.2018.pdf

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

### Lydia Shen, MHA

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

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**From:** Cotto, Carmen [mailto:Carmen.Cotto@ct.gov]  
**Sent:** Tuesday, January 30, 2018 2:37 PM  
**To:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Cc:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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---

Hi Lydia,

A review of the documents submitted to OHCA on January 19<sup>th</sup> related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 indicates that it is missing information for FY 2017. The documents provided data

and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Cotto, Carmen  
**Sent:** Monday, January 22, 2018 10:04 AM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst



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Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Friday, January 19, 2018 2:20 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

[TrinityHealthOfNE.org](http://TrinityHealthOfNE.org) | [Facebook](#) | [Twitter](#) | [Instagram](#)



---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Thursday, January 18, 2018 1:44 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA

<[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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---

Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**Sent:** Thursday, January 18, 2018 1:26 PM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

Lydia Shen, MHA  
Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Date:** January 17, 2018 at 2:02:50 PM EST  
**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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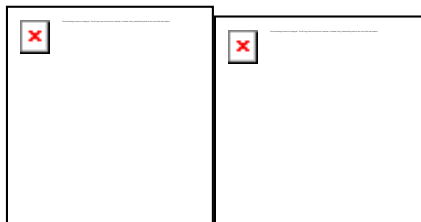
---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.*

*In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.”*

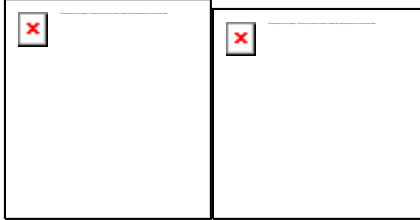
Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA

Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.



January 31, 2018

Carmen Cotto  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: **Docket Number: 15-32045-CON** Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health Of New England

Dear Ms. Cotto,

Trinity Health Of New England is in the process of filing extensions for FY 2017 990s and they are due by August 15, 2018. The information needed to finalize all the community benefit questions is not yet available; therefore, we are unable to respond to Stipulation #12 with complete FY 2017 information. FY 2016 is the latest complete set of information available at this time and therefore was used in the Stipulation #12 response submitted January 19, 2018.

Please do not hesitate to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in black ink that reads "Claudio A. Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

## User, OHCA

---

**From:** Cotto, Carmen  
**Sent:** Thursday, February 01, 2018 2:01 PM  
**To:** Lydia Shen  
**Cc:** Capone, Claudio; Roberts, Karen; User, OHCA  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We understand that the FY 2017 IRS 990s are yet to be finalized. However, Saint Mary's Docket Number 15-32045-CON Stipulation #12 does not require the Hospital to submit a finalized IRS 990 document.

A document version of what was submitted for FY 2015 and 2016 to OHCA on January 19<sup>th</sup> that would show the Hospital's FY 2017 Community Benefits Programs and Buildings Activities dollars spent along with a narrative will be acceptable.

The Applicants and OHCA agreed that the material related to Stipulation #12 may be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Natalie Cummings <[natalie.cummings@Stmh.org](mailto:natalie.cummings@Stmh.org)>

**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

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**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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Hi Lydia,

A review of the documents submitted to OHCA on January 19<sup>th</sup> related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 indicates that it is missing information for FY 2017. The documents provided data and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.



You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

Lydia Shen, MHA  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
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---

Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
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**Date:** January 17, 2018 at 2:02:50 PM EST  
**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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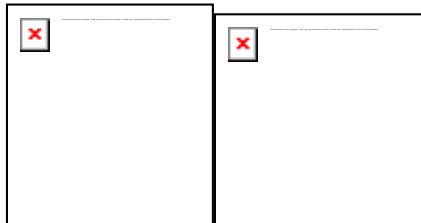
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Hi Claudio,

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Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

Cc: Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

Subject: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital’s most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital’s current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital’s community building activities in terms of dollars spent.*

*In determining the Hospital’s participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

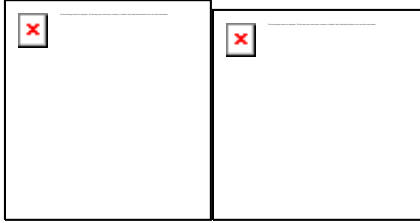
- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital’s website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.”*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.

## User, OHCA

---

**From:** Cotto, Carmen  
**Sent:** Tuesday, February 13, 2018 10:51 AM  
**To:** Capone, Claudio  
**Cc:** Roberts, Karen; User, OHCA; Lydia Shen  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Cotto, Carmen  
**Sent:** Thursday, February 1, 2018 2:01 PM  
**To:** 'Lydia Shen' <Lydia.Shen@TrinityHealthOfNE.Org>  
**Cc:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>; Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We understand that the FY 2017 IRS 990s are yet to be finalized. However, Saint Mary's Docket Number 15-32045-CON Stipulation #12 does not require the Hospital to submit a finalized IRS 990 document.

A document version of what was submitted for FY 2015 and 2016 to OHCA on January 19<sup>th</sup> that would show the Hospital's FY 2017 Community Benefits Programs and Buildings Activities dollars spent along with a narrative will be acceptable.

The Applicants and OHCA agreed that the material related to Stipulation #12 may be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

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Carmen

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[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Natalie Cummings <[natalie.cummings@Stmh.org](mailto:natalie.cummings@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105





---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, January 30, 2018 2:37 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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---

Hi Lydia,

A review of the documents submitted to OHCA on January 19<sup>th</sup> related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 indicates that it is missing information for FY 2017. The documents provided data and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Cotto, Carmen  
**Sent:** Monday, January 22, 2018 10:04 AM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Friday, January 19, 2018 2:20 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

[TrinityHealthOfNE.org](http://TrinityHealthOfNE.org) | [Facebook](#) | [Twitter](#) | [Instagram](#)



---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]

**Sent:** Thursday, January 18, 2018 1:44 PM

**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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---

Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]

**Sent:** Thursday, January 18, 2018 1:26 PM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>

**Date:** January 17, 2018 at 2:02:50 PM EST

**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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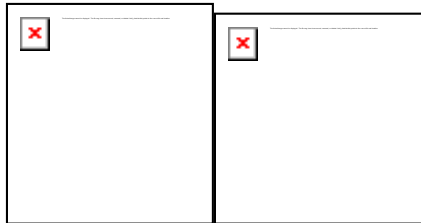
---

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Office of Health Care Access  
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---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.*

*In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

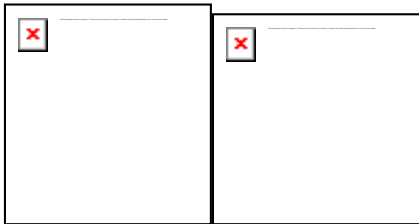
- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population."*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

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[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

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Thanks,

Claudio

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## User, OHCA

---

**From:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Sent:** Tuesday, February 13, 2018 1:51 PM  
**To:** Cotto, Carmen  
**Cc:** Roberts, Karen; User, OHCA; Lydia Shen  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Carmen...I reached out to the Saint Mary's team and asked them to expedite their responses for us to submit to OHCA no later than Thursday morning.

I will notify you if anything changes.

Thanks,

Claudio

---

**From:** Cotto, Carmen [mailto:Carmen.Cotto@ct.gov]  
**Sent:** Tuesday, February 13, 2018 10:51 AM  
**To:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Cc:** Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>; Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Subject:** [EXTERNAL] RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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Associate Health Care Analyst  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Cotto, Carmen

**Sent:** Thursday, February 1, 2018 2:01 PM

**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We understand that the FY 2017 IRS 990s are yet to be finalized. However, Saint Mary's Docket Number 15-32045-CON Stipulation #12 does not require the Hospital to submit a finalized IRS 990 document.

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Please provide a response to the above CON compliance inquiry. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Natalie Cummings <[natalie.cummings@Stmh.org](mailto:natalie.cummings@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, January 30, 2018 2:37 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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Hi Lydia,

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and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Cotto, Carmen  
**Sent:** Monday, January 22, 2018 10:04 AM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst

Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Friday, January 19, 2018 2:20 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Thursday, January 18, 2018 1:44 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA

<[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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---

Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]

**Sent:** Thursday, January 18, 2018 1:26 PM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

Lydia Shen, MHA  
Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Date:** January 17, 2018 at 2:02:50 PM EST  
**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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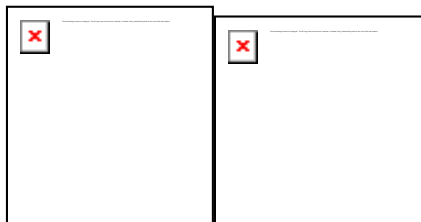
---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital’s most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital’s current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital’s community building activities in terms of dollars spent.*

*In determining the Hospital’s participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital’s website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.”*

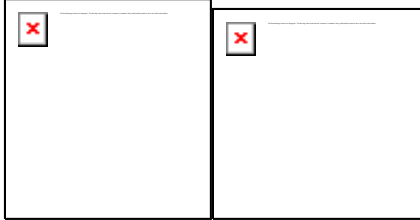
Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA

Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.



## User, OHCA

---

**From:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Sent:** Thursday, February 15, 2018 11:24 AM  
**To:** Cotto, Carmen  
**Cc:** Roberts, Karen; User, OHCA; Capone, Claudio  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up  
**Attachments:** Saint Mary's DN 15-32045 Reponse to Stipulation #12 - 02.15.2018.pdf

Good morning Carmen,

Attached, please find the requested information in response to Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

Please do not hesitate to reach out to us if you have any questions.

Thank you,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** Capone, Claudio  
**Sent:** Tuesday, February 13, 2018 1:51 PM  
**To:** Cotto, Carmen <Carmen.Cotto@ct.gov>  
**Cc:** Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>; Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Carmen...I reached out to the Saint Mary's team and asked them to expedite their responses for us to submit to OHCA no later than Thursday morning.

I will notify you if anything changes.

Thanks,

Claudio

---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, February 13, 2018 10:51 AM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>; Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Subject:** [EXTERNAL] RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Cotto, Carmen  
**Sent:** Thursday, February 1, 2018 2:01 PM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We understand that the FY 2017 IRS 990s are yet to be finalized. However, Saint Mary's Docket Number 15-32045-CON Stipulation #12 does not require the Hospital to submit a finalized IRS 990 document.

A document version of what was submitted for FY 2015 and 2016 to OHCA on January 19<sup>th</sup> that would show the Hospital's FY 2017 Community Benefits Programs and Buildings Activities dollars spent along with a narrative will be acceptable.

The Applicants and OHCA agreed that the material related to Stipulation #12 may be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Natalie Cummings <[natalie.cummings@Stmh.org](mailto:natalie.cummings@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

Lydia Shen, MHA  
Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

[TrinityHealthOfNE.org](http://TrinityHealthOfNE.org) | [Facebook](#) | [Twitter](#) | [Instagram](#)



---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, January 30, 2018 2:37 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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Hi Lydia,

A review of the documents submitted to OHCA on January 19<sup>th</sup> related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 indicates that it is missing information for FY 2017. The documents provided data and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Cotto, Carmen

**Sent:** Monday, January 22, 2018 10:04 AM

**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>

**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
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P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]

**Sent:** Friday, January 19, 2018 2:20 PM

**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk

<[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>

**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]

**Sent:** Thursday, January 18, 2018 1:44 PM

**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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---

Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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**Sent:** Thursday, January 18, 2018 1:26 PM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>

**Date:** January 17, 2018 at 2:02:50 PM EST

**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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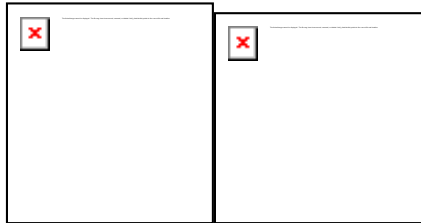
---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less*



*than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.*

*In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

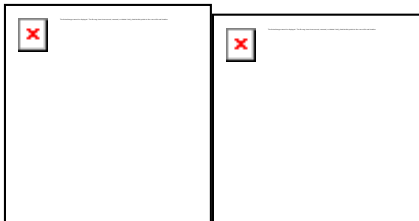
- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population."*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM

**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>

**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

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February 15, 2018

Carmen Cotto  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: **Docket Number: 15-32045-CON** Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health Of New England

Dear Ms. Cotto,

Please see the attached document in satisfaction of Stipulation 12 of the above-referenced Agreed Settlement Order dated August 1, 2016. We revised our January 19, 2018, submission to include preliminary FY 2017 information.

Please do not hesitate to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in black ink that reads "Claudio A. Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

**For Saint Mary’s Hospital (Docket#15-32045)**

**Condition #12 – TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years towards the Hospital's community building activities in terms of dollars spent.**

**In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.**

- a. On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website.**

**Community Benefit Programs**

In FY 2016, Saint Mary’s Net Community Benefit was \$29,494,286. In contrast, the FY 2017 preliminary Net Community Benefit was \$31,693,646 (FY 2017 IRS990 filing will be fully available and finalized on August 15, 2018).

<b>Form 990, Schedule H, Financial Assistance, Net Benefit</b>	<b>FY 2015</b>	<b>FY 2016</b>	<b>FY 2017</b>
Financial Assistance at cost	\$ 1,071,892	\$ 2,206,026	\$ 1,234,863
Medicaid	\$ 18,934,819	\$ 20,475,484	\$ 25,369,239
Cost of other means-tested government programs			
<b>Total Financial Assistance</b>	<b>\$ 20,006,711</b>	<b>\$ 22,681,510</b>	<b>\$ 26,604,102</b>
<b>Other Benefits</b>			
Community health improvement services and community benefit operations	\$ 200,781	\$ 225,257	\$ 136,274
Health professions education	\$ 4,976,835	\$ 5,401,397	\$ 4,813,527
Subsidized health services	\$ 2,439,103	\$ 1,113,750	\$ -
Research			
Cash and in-kind contributions for community benefit	\$ 76,697	\$ 72,372	\$ 139,743
<b>Total Other Benefits</b>	<b>\$ 7,693,416</b>	<b>\$ 6,812,776</b>	<b>\$ 5,089,544</b>
<b>Total</b>	<b>\$ 27,700,127</b>	<b>\$ 29,494,286</b>	<b>\$ 31,693,646</b>

Based on results of the 2016 CHNA, the five selected priorities are access to care; mental health and substance abuse; chronic disease; tobacco use and asthma; and health communications. The following community benefits and community building describe how hospital investments and support are being applied towards CHNA and population health management objectives.

An example of one of Saint Mary’s many community benefit services include the Early Detection and WISEWOMAN Program for Breast, Cervical, and Colorectal Cancer. As the only hospital in Waterbury offering this program, it has assisted and screened more than 3,200 uninsured or underinsured women and men since the program began in 1995. Patients receive free screening and diagnostic services and work directly with a nurse case manager to address barriers to care if faced with a high risk or cancer

diagnosis. To date, over 75 women have been diagnosed with breast or cervical cancer through our program. These women have received appropriate and timely follow-up care and treatment. After over two decades of service, the early detection program continues to impact the lives of women and their families. The program is offered through the Saint Mary's Family Health Center.

Other examples of Saint Mary's community benefit programs and services include support groups that are hosted and supported by the hospital. The Bariatric Support Group at Saint Mary's is held on a monthly basis and typically assists 40 patients per month to provide professional, compassionate support after weight loss surgery.

In addition, Saint Mary's has joined the Spirit of Women network, a national organization which engages, educates, and motivates women to take action for better health for themselves and their families through inspiring experiences, events, and healthcare communications. Since the program's inception in 2015, more than 2,000 women attended 13 events that were held at local community venues. These programming and health initiatives directly relate back to the CHNA priority areas specific to chronic disease and health communications.

One program, "Hoop to Help", has had an incredible impact. In 2015, a Saint Mary's colleague saw a need in the Waterbury community. Through the Community Tabernacle Outreach Center, the colleague founded and organized the annual Hoop to Help Basketball Tournament at the Waterbury Police Activity League and Johnathan Reed Elementary School. The tournament serves as an outreach effort to provide Waterbury Public School students with back-to-school supplies.

Inspired by the colleague's efforts, in 2017, Saint Mary's stepped in to assist with the tournament. Saint Mary's saw it as an opportunity to make a difference in the lives of local students by providing necessary school supplies as well as to encourage physical activity. Over 25 teams from Waterbury and surrounding towns attended the tournament in late July and raised money towards the program. In addition, during the course of the tournament Saint Mary's Hospital was able to offer health and wellness information and provide first-aid materials.

The colleague stated that, "because of Saint Mary's involvement in the tournament, the Community Tabernacle Outreach Center was able to almost double what was given in previous years." Over 1,000 students in the Waterbury Public School system received backpacks filled with school supplies within the first month of the school year.

The Hoop to Help Basketball Tournament is just one example of how Saint Mary's Hospital is living the mission of being a transforming healing presence within the communities it serves.

Saint Mary's is also developing a Community Care Team (CCT). A Community Care Team is an innovative program developed to provide a collaborative model of care for complicated patients through multiagency partnerships. CCTs consist of a team of hospital staff and community agencies who focus on the medical and social needs of a shared population. The identified patients are those who may not have responded to a traditional approach and who are likely to have improved outcomes as a result of enhanced care coordination.

In Connecticut, CCTs are showing a promise in their ability to impact outcomes for both the individual and the hospital. The Greater Waterbury area is one of the few major markets in Connecticut without a Community Care Team program. This CCT would be brought forth with the assist of community

agencies and Greater Waterbury Health Improvement Partnership. The creation of this CCT will directly align with the access to care, and mental health and substance abuse priority areas for the Greater Waterbury Health Improvement Partnership CHNA.

In addition to these programs, Saint Mary's also has successful partnerships with other community organizations such as the Greater Waterbury United Way, Wellmore Behavioral Health for Children and Families, and the Morris Foundation, which offers treatment, prevention, education, and recovery support for individuals with substance abuse and behavioral health issues. The hospital has also forged collaborations to bring world-class healthcare services to the community through The Harold Leever Regional Cancer Center, a freestanding 40,000-square-foot facility dedicated to outpatient cancer care, which is a joint venture partnership between Saint Mary's Hospital and Waterbury Hospital, extending its reach.

In addition to the community building activities identified and the quantified free or discounted health services identified in the reported charity care figures, SMH provides other community benefits. Examples include screenings, lectures, health fairs, support groups, consultations, referrals to outside agencies and others.

**Health professions education:**

SMH is a teaching hospital and is committed to preparing future healthcare professionals. This category represents that majority of Saint Mary's community benefit activities and includes efforts to generate interest in health professions as well as providing a clinical site for medical students, high school students and colleges for students who are pursuing degrees as nurses, physician assistants (PA), occupational, speech and physical therapists, radiology technologists and more.

**Subsidized Services:**

Saint Mary's Hospital provides health services to patients with no insurance or state insurance including emergency services and behavioral health clinics.

**Financial and In-kind Contributions:**

Saint Mary's Hospital financially supports other community organizations through sponsorships and in-kind donations via time spent by staff in the community on local boards and volunteering time for local organizations.

**Community Benefit Operations:**

The costs associated with planning and operating community benefit programs are in itself a benefit to the community. This category also includes costs associated with conducting a Community Health Needs Assessment as well as developing an implementation strategy.

**Free Care**

Free care is also provided for uninsured individuals whose income is below 200% of the Federal Poverty Income Levels. For self-pay accounts whose income are between 200% and 400% of the Federal Poverty Income Levels, Saint Mary's will reduce their bill by sliding scale discount for an

additional charity care reduction of 25% off of their remaining account(s) balance(s) for a total discount of up to 65%.

**Community Building Activities**

Saint Mary’s FY 2016 Net Community Building Activities was \$179,742. Preliminary FY 2017 numbers indicate a decrease from FY 2016. Most of the decrease was in “Coalition Building” which was a result of several unexpected shifts in leadership and positions within Saint Mary’s who were directly involved with Community Building Activities. We anticipate an increase in Community Building Activities in FY 2018 as Saint Mary’s increases its representation and involvement with community coalitions that address economic revitalization and need for affordable housing.

<b>Form 990, Schedule H, Community Building Activities, Net Benefit</b>	<b>FY 2015</b>	<b>FY 2016</b>	<b>FY 2017</b>
Physical improvements and housing	\$ 202	\$ 403	\$ 1,772
Economic development			
Community support		\$ 13,032	\$ 15,639
Environmental improvements			
Leadership development and training for community members			
Coalition building		\$ 13,357	\$ 7,662
Community health improvement advocacy			
Workforce development	\$ 169,504	\$ 152,950	\$ 150,715
Other			
<b>Total</b>	<b>\$ 169,706</b>	<b>\$ 179,742</b>	<b>\$ 175,788</b>

Saint Mary’s Community Building Activities include some of the following: emergency preparedness, board support for organizations that address specific social problems such as poverty, homelessness, and environmental issues, including Greater Waterbury Health Improvement Partnership (GWHIP), workforce development and recruiting to minorities and diverse languages, participation in several Connecticut Hospital Association (CHA) collaborative efforts, United Way of Greater Waterbury Day of Action, and public community landscaping.

## User, OHCA

---

**From:** Cotto, Carmen  
**Sent:** Monday, February 26, 2018 11:52 AM  
**To:** Lydia Shen  
**Cc:** Capone, Claudio; Roberts, Karen; User, OHCA  
**Subject:** Saint Mary's Docket# 32045\_Condition 14\_Community Representative

**Importance:** High

**Follow Up Flag:** Follow up  
**Flag Status:** Completed

Hi Lydia,

In reference to Condition #14 of the order, please provide us with the name of the community representative selected to Saint Mary's board. Also, share his/hers background with us. When describing his/hers background, indicate how he/she is a good representative of the Waterbury Community and able to represent the average Waterbury resident on the local board.

Also, please verify for us that the selection was done in consultation with the Mayor as set forth under Condition #14 of the order.

Please provide the requested information by the end of the day today. You can contact me with any questions or concerns related to this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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## User, OHCA

---

**From:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Sent:** Monday, February 26, 2018 5:15 PM  
**To:** Cotto, Carmen  
**Cc:** Roberts, Karen; User, OHCA; Capone, Claudio  
**Subject:** RE: Saint Mary's Docket# 32045\_Condition 14\_Community Representative  
**Attachments:** Saint Mary's DN 15-32045 Reponse to Stipulation #14 - 02.26.2018.pdf

**Follow Up Flag:** Follow up  
**Flag Status:** Completed

Hi Carmen,

Please find attached the response to Condition 14 of Docket 15-32045.

Please let us know if you have any questions regarding the attachment.

Thank you,  
Lydia

Lydia Shen, MHA

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

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---

**From:** Cotto, Carmen [mailto:Carmen.Cotto@ct.gov]  
**Sent:** Monday, February 26, 2018 11:52 AM  
**To:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Cc:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>; Roberts, Karen <Karen.Roberts@ct.gov>; User, OHCA <OHCA@ct.gov>  
**Subject:** [EXTERNAL] Saint Mary's Docket# 32045\_Condition 14\_Community Representative  
**Importance:** High

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---

Hi Lydia,

In reference to Condition #14 of the order, please provide us with the name of the community representative selected to Saint Mary's board. Also, share his/hers background with us. When describing his/hers background, indicate how he/she is a good representative of the Waterbury Community and able to represent the average Waterbury resident on the local board.

Also, please verify for us that the selection was done in consultation with the Mayor as set forth under Condition #14 of the order.

Please provide the requested information by the end of the day today. You can contact me with any questions or concerns related to this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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February 26, 2018

Carmen Cotto  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: **Docket Number: 15-32045-CON** Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health Of New England

Dear Ms. Cotto,

Please see the attached document in satisfaction of Condition 14 of the above-referenced Agreed Settlement Order dated August 1, 2016.

Please do not hesitate to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in black ink that reads "Claudio A. Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

**For Saint Mary's Hospital (Docket#15-32045)**

**Condition #14 - For three (3) years following the Closing Date, Trinity shall allow for one (1) community representative to serve as voting members of the Hospital's Board of Directors with rights and obligations consistent with other voting member under the Hospital's Board of Director Bylaws. The community representative shall be selected in consultation with the Mayor of Waterbury in order to ensure the appointment of one unbiased persons will fairly represent the interests of the communities served by the Hospital.**

As required in the Agreed Settlement, the Saint Mary's Hospital Board Chair, and the President, consulted Waterbury Mayor Neil O'Leary in August 2016 regarding the appointment of a community representative to serve as a voting member of the Saint Mary's Hospital Board. The Mayor recommended Attorney Linda Wihbey, Corporation Counsel for the City of Waterbury, as a person who would effectively and without bias, consider matters affecting quality and safety, and the health needs of the local community. Attorney Wihbey's appointment was approved by the Saint Mary's and the Trinity Health Of New England Boards in September 2016.

Ms. Wihbey has served the City of Waterbury as Corporate Counsel for over 6 years and is responsible for the defense of all claims asserted against the City. She supervises and directly participates in the provision of legal services for transactional matters on behalf of the city, including work involving economic development initiatives. Through her role as Corporate Counsel, Ms. Wihbey has an expansive understanding of the city's activities and communities it serves. This insight contributes to her ability to represent the interests of Waterbury Community as a member of Saint Mary's Hospital Board.

## User, OHCA

---

**From:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Sent:** Wednesday, February 28, 2018 11:52 AM  
**To:** Cotto, Carmen; Roberts, Karen; User, OHCA  
**Cc:** Capone, Claudio  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up2  
**Attachments:** Saint Mary's DN 15-32045 Reponse to Stipulation #12 - 02.28.2018.pdf

**Follow Up Flag:** Follow up  
**Flag Status:** Completed

Good morning Carmen,

Please find attached the response to the follow up question on Saint Mary's Docket Number 15-32045 CON regarding the dollar spent by the hospital during FY 2017 on 2016 CHNA priorities.

If you have any questions, please let us know.

Thank you,  
Lydia

### Lydia Shen, MHA

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

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Hartford, CT 06105

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---

**From:** Cotto, Carmen [mailto:Carmen.Cotto@ct.gov]  
**Sent:** Monday, February 26, 2018 5:00 PM  
**To:** Lydia Shen <Lydia.Shen@TrinityHealthOfNE.Org>  
**Cc:** Capone, Claudio <Claudio.Capone@TrinityHealthOfNE.org>  
**Subject:** [EXTERNAL] RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up2

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---

Hi Lydia,

I have a follow up request related to your latest submission, copy attached. The document indicates that “Based on results of the 2016 CHNA, the five selected priorities are access to care; mental health and substance abuse; chronic disease; tobacco use and asthma; and health communications.” For each of these priorities, please provide dollars spent by the hospital during FY 2017.

Thank you,

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Cotto, Carmen  
**Sent:** Thursday, February 15, 2018 1:35 PM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We will let you know if we need anything else.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Thursday, February 15, 2018 11:24 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>; Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the requested information in response to Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

Please do not hesitate to reach out to us if you have any questions.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

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Hartford, CT 06105

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---

**From:** Capone, Claudio  
**Sent:** Tuesday, February 13, 2018 1:51 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>; Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Carmen...I reached out to the Saint Mary's team and asked them to expedite their responses for us to submit to OHCA no later than Thursday morning.

I will notify you if anything changes.

Thanks,

Claudio

---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, February 13, 2018 10:51 AM  
**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

Cc: Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>; Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

Subject: [EXTERNAL] RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
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---

**From:** Cotto, Carmen

**Sent:** Thursday, February 1, 2018 2:01 PM

**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: DRAFT Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Hi Lydia,

We understand that the FY 2017 IRS 990s are yet to be finalized. However, Saint Mary's Docket Number 15-32045-CON Stipulation #12 does not require the Hospital to submit a finalized IRS 990 document.

A document version of what was submitted for FY 2015 and 2016 to OHCA on January 19<sup>th</sup> that would show the Hospital's FY 2017 Community Benefits Programs and Buildings Activities dollars spent along with a narrative will be acceptable.

The Applicants and OHCA agreed that the material related to Stipulation #12 may be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.



Please provide a response to the above CON compliance inquiry. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

---

**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Wednesday, January 31, 2018 11:54 AM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Natalie Cummings <[natalie.cummings@Stmh.org](mailto:natalie.cummings@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

Good morning Carmen,

Attached, please find the information in response to the follow up question regarding Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

If you have additional questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**  
Strategic Planner  
Trinity Health Of New England  
[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)  
W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105



---

**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]  
**Sent:** Tuesday, January 30, 2018 2:37 PM  
**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Subject:** [EXTERNAL] FW: Saint Mary's, Docket number 15-32045-Stipulation #12\_follow up

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Hi Lydia,

A review of the documents submitted to OHCA on January 19<sup>th</sup> related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 indicates that it is missing information for FY 2017. The documents provided data and related narratives for FY 2015 and FY 2016 Saint Mary's Community Benefits and Community Building Activities but not for FY 2017. Please provide the missing information.

It is also requested that you submit your responses via electronic mail by using the OHCA general email inbox which is [OHCA@ct.gov](mailto:OHCA@ct.gov). In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You may contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Cotto, Carmen  
**Sent:** Monday, January 22, 2018 10:04 AM  
**To:** 'Lydia Shen' <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Lydia,

We will let you know if we need anything else once the review of the documents is completed.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]  
**Sent:** Friday, January 19, 2018 2:20 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Chris Hayes <[CHayes@Stmh.org](mailto:CHayes@Stmh.org)>; Kyle Jurczyk <[Kyle.Jurczyk@stmh.org](mailto:Kyle.Jurczyk@stmh.org)>; Keon Blackledge <[keon.blackledge@Stmh.org](mailto:keon.blackledge@Stmh.org)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hello Carmen,

Please find attached the requested information for Stipulation #12 for Saint Mary's Docket Number 15-32045 CON.

We apologize again for the delay. If you have any questions, please do not hesitate to reach out to us.

Thank you,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

W 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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**From:** Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]

**Sent:** Thursday, January 18, 2018 1:44 PM

**To:** Lydia Shen <[Lydia.Shen@TrinityHealthOfNE.Org](mailto:Lydia.Shen@TrinityHealthOfNE.Org)>

**Cc:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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Hi Lydia,

Thank you for the update.  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

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**From:** Lydia Shen [<mailto:Lydia.Shen@TrinityHealthOfNE.Org>]

**Sent:** Thursday, January 18, 2018 1:26 PM

**To:** Capone, Claudio <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>; Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** RE: RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Carmen,

I'm working with Claudio and the team at Saint Mary's to pull this information together. We anticipate submitting it by end of day tomorrow.

We apologize for the delay.

Regards,  
Lydia

**Lydia Shen, MHA**

Strategic Planner  
Trinity Health Of New England

[Lydia.Shen@TrinityHealthOfNE.org](mailto:Lydia.Shen@TrinityHealthOfNE.org)

**W** 860-714-6579

1000 Asylum Avenue  
Hartford, CT 06105

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---

**From:** "Cotto, Carmen" <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>

**Date:** January 17, 2018 at 2:02:50 PM EST

**To:** "Capone, Claudio" <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>

**Cc:** "Roberts, Karen" <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>, "User, OHCA" <[OHCA@ct.gov](mailto:OHCA@ct.gov)>

**Subject:** [EXTERNAL] RE: Saint Mary's, Docket number 15-32045-Stipulation #12

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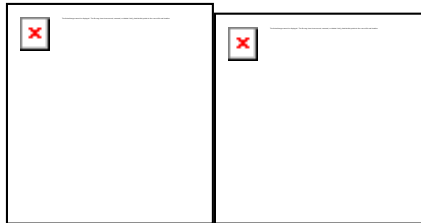
---

Hi Claudio,

Please provide us with the status of our request below.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



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**From:** Cotto, Carmen  
**Sent:** Friday, December 29, 2017 1:52 PM  
**To:** 'Capone, Claudio' <[Claudio.Capone@TrinityHealthOfNE.org](mailto:Claudio.Capone@TrinityHealthOfNE.org)>  
**Cc:** Roberts, Karen <[Karen.Roberts@ct.gov](mailto:Karen.Roberts@ct.gov)>; User, OHCA <[OHCA@ct.gov](mailto:OHCA@ct.gov)>  
**Subject:** RE: Saint Mary's, Docket number 15-32045-Stipulation #12

Hi Claudio,

A review of OHCA's compliance records indicated that due material related to Saint Mary's Docket Number 15-32045-CON Stipulation #12 has not been submitted to OHCA.

? Stipulation #12 states:

*“TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.*

*In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.*

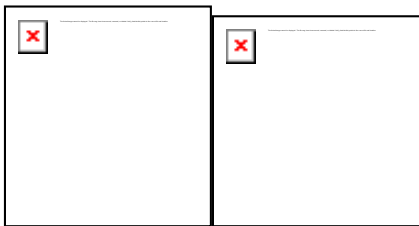
- a. *On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population."*

Thirty date of the closing is August 31<sup>st</sup>, however, through previous email correspondence, dated May 25, May 16 and February 24, 2017, the Applicants and OHCA agreed that the material related to Condition #12 may instead be filed each November 30<sup>th</sup>. Therefore, the material is now overdue.

Please provide a response to the above CON compliance inquiry by January 12, 2017, two weeks from today. Please also remember to send to the OHCA general email inbox, which is [OHCA@ct.gov](mailto:OHCA@ct.gov), all material for the Docket. Please be assured that any material that will be received in the general inbox will become part of the public record for this docket number.

Thank you,  
Carmen

Carmen Cotto, MBA  
Associate Health Care Analyst  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134  
P: (860) 418-7039 | F: (860) 418-7053 | E: [carmen.cotto@ct.gov](mailto:carmen.cotto@ct.gov)



[www.ct.gov/dph](http://www.ct.gov/dph)

**From:** Claudio [<mailto:claudiocapone@gmail.com>]  
**Sent:** Thursday, December 14, 2017 1:44 PM  
**To:** Cotto, Carmen <[Carmen.Cotto@ct.gov](mailto:Carmen.Cotto@ct.gov)>  
**Subject:** TH Of NE Combined Filing for CON Conditions

Hi Carmen...I hope this email reaches you in the preferred format.

Please let me know whether or not it does.

Thanks,

Claudio

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.





February 28, 2018

Carmen Cotto  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue  
MS# 13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

RE: **Docket Number: 15-32045-CON** Transfer of Ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health Of New England

Dear Ms. Cotto,

Please see the attached document in satisfaction of a follow up request relating to Stipulation 12 of the above-referenced Agreed Settlement Order dated August 1, 2016. The submission includes information on dollars spent by the hospital during FY 2017 on CHNA priorities.

Please do not hesitate to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in black ink that reads "Claudio A. Capone".

Claudio A. Capone  
Regional Vice President  
Strategic Planning and Business Development

## **For Saint Mary's Hospital (Docket#15-32045)**

**Condition #12 Follow Up Request – “The document indicates that ‘Based on results of the 2016 CHNA, the five selected priorities are access to care; mental health and substance abuse; chronic disease; tobacco use and asthma; and health communications.’ For each of these priorities, please provide dollars spent by the hospital during FY 2017.**

Below is an account of programs and services provided as well as the dollars spent by Saint Mary's Hospital to address the 2016 CHNA priorities in FY 2017.

### **Access to Care**

For those who cannot afford to pay for their care, financial support services are provided by the hospital to those who complete a financial screening. These charity care dollars allow for those who otherwise would not have access to care to obtain necessary healthcare services. During FY 2017, Saint Mary's provided \$1,234,863 in financial assistance to patients who were unable to fully pay for the services they received. Another \$3,800 was spent on providing transportation to patients who otherwise would not have been able to access care. Additionally, over \$6,000 in drugs were donated to support access to pharmaceuticals needed to improve health.

### **Mental Health & Substance Abuse**

Services for mental health and substance abuse are provided to the community via the subsidized services available at the behavioral health clinic. During FY 2017, over 16,000 people were served at this clinic for a wide array of behavioral and substance abuse issues. Through the development of the Community Care Team program, an additional \$40,000 was invested in the community coalition which focuses on mental health and substance abuse issues.

### **Tobacco and Asthma and Chronic Disease**

Saint Mary's is involved in administering the Easy Breathing program which supports patients who are suffering from asthma and other tobacco-related diseases. Over 2,600 people were served through the community-based clinical program that includes screenings and referrals for a variety of chronic diseases including asthma, diabetes, heart disease, stroke and blood pressure. This provision resulted in \$9,522 in direct costs for FY 2017.

### **Health Communications**

Health communications outreach activities to engage the community in health improvement included events and work revolving around improving breastfeeding, community health fairs, and support groups. It also includes the Spirit of Women Network event that provides health information to women of all ages from the community. Combined, these programs reached over 11,000 people. Hospital costs in providing these services were over \$63,000 in FY 2017.