



ORTHOPAEDIC SPECIALTY GROUP, P.C.

Exceptional People. Exceptional Care.

www.osgpc.com

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Tel: (203) 944-0042
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John N. Awad, MD
Spinal Surgery

Henry A. Backe, Jr., MD
Joint Replacement
Hand Surgery

David F. Bindelglass, MD, FACS
Joint Replacement

Dante A. Brittis, MD
Shoulder & Knee Surgery
Sports Medicine

Robert V. Dawe, MD, FACS
Spinal Surgery
Pediatric Orthopaedics

Lauren M. Fabian, MD
Sports Medicine/Arthroscopy
Shoulder/Elbow/Knee surgery

James J. FitzGibbons, MD
Sports Medicine
Arthroscopic/Joint Surgery

Herbert I. Hermele, MD, FACS
General Orthopaedics

Lawrence P. Kirschenbaum, MD
Director of Interventional
Pain Medicine

Patrick W. Kwok, MD
Sports Medicine/ Hip Arthroscopy
Shoulder/Elbow/Knee surgery

Rolf H. Langeland, MD
Sports Medicine / Shoulder Surgery
Trauma Reconstructive Surgery

Joel W. Malin, MD
Joint Replacement
Carpal Tunnel Surgery

Ross J. Richer, MD
Hand & Upper Extremity Surgery

Michael F. Saffir, MD
Physical Medicine
Pain Management

Perry A. Shear, MD
Neurological & Spine Surgery

Robert A. Stanton, MD, FACS
Arthroscopic Surgery
Sports Medicine

Jossie S. Abraham, DPM
Podiatry

Brett M. Carr, D.C., M.S.
Chiropractic and Nutrition Rehabilitation

Moha K. Ahuja, D.O.
Primary Care Sports Medicine

Jean-Paul C. Lucke, D.O.
Primary Care Sports Medicine

Romulo V. Vasquez, M.D., P.T.
Primary Care Sports Medicine

Murray A. Morrison, M.D., F.A.C.S.
Emeritus

January 27, 2015

VIA FEDERAL EXPRESS

Janet M. Brancifort, MPH
Deputy Commissioner
Office of Health Care Access
Division of the Department of Public Health
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Modification Request
Establishment of an Ambulatory Surgery Center; OHCA Docket
No. 00-542

Dear Deputy Commissioner Brancifort:

Enclosed please find an original and two copies of a CON Modification Form submitted by Fairfield Surgery Center, LLC and Orthopaedic Specialty Group, P.C. regarding the above-referenced Certificate of Need.

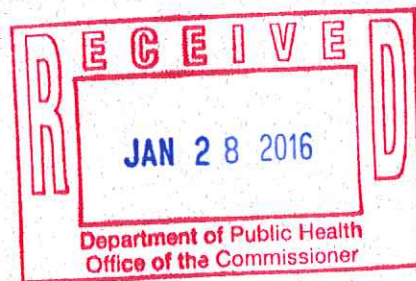
Should you have any questions, please feel free to contact me or FSC's outside counsel, Stephen Cowherd, at (203) 259-7900.

Very truly yours,

Steven P. Fiore

Enclosures

cc: Robert Guenther, Esq. (via fax) (w/out enc.)





State of Connecticut Office of Health Care Access Form for Modification of a Previously Authorized Certificate of Need

All persons who are requesting a modification to a previously authorized Certificate of Need must complete this form. Completed forms should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If more than 2 Petitioners, please attach a separate sheet of paper and provide additional information in the format below:

	Petitioner	Petitioner
Full legal name	Fairfield Surgery Center, LLC	Orthopaedic Specialty Group, P.C.
Doing Business As	Fairfield Surgery Center, LLC	Orthopaedic Specialty Group, P.C.
Name of Parent Corporation	N/A	N/A
Mailing Address, if Post Office Box, include a street mailing address for Certified Mail	75 Kings Highway Cutoff, Fairfield, CT 06824	75 Kings Highway Cutoff, Fairfield, CT 06824
Petitioner type (e.g., P for profit and NP for Not for Profit)	P	P
Name of Contact person, including title	L. Robert Guenther, Vice President NSH Connecticut, Inc.	Steven P. Fiore, Chief Executive Officer Orthopaedic Specialty Group, P.C.
Contact person's street mailing address	250 S. Wacker Drive, Suite 500, Chicago, IL 60606	75 Kings Highway Cutoff, Fairfield, CT 06824
Contact person's phone, fax and e-mail address	Phone: 312-627-8247 Fax: 312-474-1950 Email:	Phone: 203-337-2600 Fax: 203-337-2666 Email:

	rguenthner@nshinc.com	sfiore@osgpc.com
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SECTION II. GENERAL PROPOSAL INFORMATION

- a. Title of Previously Authorized Project and Associated Docket Number(s):
Establishment of an Ambulatory Surgical Center; 00-542
- b. Location of proposal (Town including street address):
75 Kings Highway Cutoff, Fairfield, CT 06824
- c. Type of Modification Request:
 - Change in the Scope of the Authorized Certificate of Need Project
 - Extension of CON Expiration Date
 - Change in a CON Order Condition (*other than to extend expiration date*)
 - Other – Describe: _____

SECTION III. IF REQUESTING A CHANGE IN THE SCOPE OF AUTHORIZED PROJECT:

- a. Provide a one page description of the requested change in the scope of a previously authorized Certificate of Need project and provide a detailed rationale for such change:

SECTION IV. IF REQUESTING AN EXTENSION OF THE CON EXPIRATION DATE:

- a. Certificate of Need expiration date per CON Final Decision: _____
- b. Requested revised CON expiration date: _____
- c. Rationale for increased time to fully complete and implement the authorized project:

**SECTION V. IF REQUESTING A CHANGE IN A CON FINAL DECISION CONDITION
(other than extension of the CON expiration date)**

- a. Identify the CON Condition that you are requesting to be revised or vacated.

Revision of CON Conditions Nos. 1 and 2 and vacature of CON Conditions Nos. 3 and 4. Petitioners are requesting the following revisions to CON Condition 1: "Fairfield Surgery Center shall be used only for orthopaedic surgical procedures and pain management procedures for patients of ~~Medical Specialty Group, P.C. Orthopaedic Specialty Group, P.C.~~ All orthopaedic surgeons who perform such procedures shall be shareholders or employees of ~~Medical Specialty Group, P.C. Orthopaedic Specialty Group, P.C.~~" Petitioners are requesting the following revisions to CON Condition 2: "If Fairfield Surgery Center and/or ~~Medical Specialty Group Orthopaedic Specialty Group~~ proposes in the future to change the scope of services and/or permit non ~~MSG OSG~~ members to use the facility, prior approval of OHCA will be requested and notice shall be given to St. Vincent's Medical Center and Bridgeport Hospital."

- b. Provide the rationale for such requested change:

Orthopaedic Specialty Group, P.C. ("OSG") is planning to enter into a Stock Purchase and Merger Agreement with Medical Specialty Group, P.C. ("MSG"), through which the current OSG physician shareholders of OSG will become shareholders of MSG and OSG will merge into MSG with the latter being the surviving entity (the "Transaction"). MSG is currently owned by a single physician shareholder who is not a surgeon nor are there any other physician employees of MSG. Accordingly, as a result of the Transaction, the same physicians who currently perform procedures at Fairfield Surgery Center, LLC ("FSC") will continue to perform procedures at FSC, there will be no change in the current scope of services (orthopaedic and pain management procedures), nor will there be any change in the patient population served by FSC or its payor mix. There will also be no transfer of ownership in FSC as there will be no change of ownership in FSC's two member entities – NSH Connecticut, Inc. and FSC Physician Holdings, LLC – as a result of the Transaction. See CON DTR 14-31934-DTR. Additionally, Petitioners seek to vacate Conditions Nos. 3 and 4 as these Conditions are no longer relevant to the continuing operations of FSC.

SECTION VI. OTHER

- a. Submit a completed CON Modification Affidavit. See Attached
- b. Identify any other pertinent changes to the findings of facts upon which the original CON authorization was based as a result of this requested modification. None
- c. Identify what has been accomplished to date in terms of full project implementation. FSC has been in continuous operation since 1999.

CON MODIFICATION AFFIDAVIT

Applicant: Fairfield Surgery Center, LLC

Project Title: Establishment of an Ambulatory Surgical Center

I, L. Robert Guenthner Vice President of NSH Connecticut, Inc., the Manager
(Name) (Position – CEO or CFO)

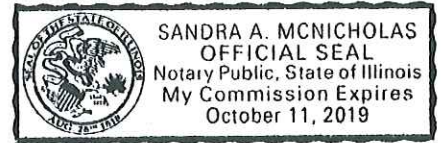
of Fairfield Surgery Center, LLC being duly sworn, depose and state that the information provided in this CON Modification form is true and accurate to the best of my knowledge.

[Signature]
Signature

01-22-2016
Date

Subscribed and sworn to before me on Jan. 22, 2016

[Signature]
Notary Public/Commissioner of Superior Court



My commission expires: Oct. 11, 2019

CON MODIFICATION AFFIDAVIT

Applicant: Orthopaedic Specialty Group, P.C.

Project Title: Establishment of an Ambulatory Surgical Center

I, Steven P. Fiore, Chief Executive Officer
(Name) (Position – CEO or CFO)

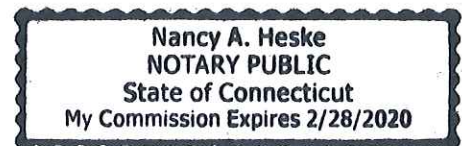
of Orthopaedic Specialty Group being duly sworn, depose and state that the information provided in this CON Modification form is true and accurate to the best of my knowledge.

SP Fiore
Signature

1.26.16
Date

Subscribed and sworn to before me on 1.26.16

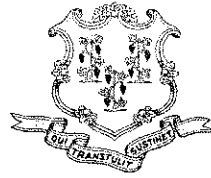
Nancy A. Heske
Notary Public/Commissioner of Superior Court



My commission expires: 2.28.20

STATE OF CONNECTICUT

DEPARTMENT OF PUBLIC HEALTH



Raul Pino, M.D., M.P.H.
Commissioner

Dannel P. Malloy
Governor
Nancy Wyman
Lt. Governor

Office of Health Care Access

State of Connecticut Department of Public Health Office of Health Care Access

Final Decision

Modification of a Previously Authorized Certificate of Need

Applicants: Fairfield Surgery Center, LLC
75 Kings Highway Cutoff
Fairfield, CT 06824
Orthopaedic Specialty Group, P.C.
75 Kings Highway Cutoff
Fairfield, CT 06824

Docket Number: 16-22512-MDF

Project Description: Modification of Previous Certificate of Need
Authorization 00-542

Procedural History: On November 15, 2000, the Office of Health Care Access ("OHCA") granted a Certificate of Need ("CON") to Fairfield Surgery Center, LLC and Orthopaedic Specialty Group, P.C. issued under Docket Number 00-542, for the establishment of an ambulatory surgery center ("Final Decision").

On January 28, 2016, OHCA received a Request for Modification from Fairfield Surgery Center, LLC and Orthopaedic Specialty Group, P.C. seeking to modify certain conditions and vacate certain conditions contained within the CON.

As required by Conn. Gen. Stat. § 19a-639b(b), OHCA noticed this request on its website for 30 days. During the posting period, OHCA did not receive any written comments or requests for a public hearing. Deputy Commissioner Brancifort reviewed the entire record in this matter.



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Hartford, Connecticut 06134-0308
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Affirmative Action/Equal Opportunity Employer

Findings of Fact

1. The CON issued under Docket Number 00-542 permitted Fairfield Surgery Center, LLC and Orthopaedic Specialty Group, P.C. to establish an ambulatory surgery center.
2. The CON issued under Docket Number 00-542 included several conditions.
3. Condition Number 1 states the following: "Fairfield Surgery Center shall be used only for orthopaedic surgical procedures and pain management procedures for patients of Orthopaedic Specialty Group, P.C. All orthopaedic surgeons who perform such procedures shall be shareholders or employees of Orthopaedic Specialty Group, P.C."
4. Condition Number 2 states the following; "If Fairfield Surgery Center and/or Orthopaedic Surgery Group propose in the future to change the scope of services and/or permit non OSG members to use the facility, prior approval of OHCA will be required and notice shall be given to St. Vincent's Medical Center and Bridgeport Hospital."
5. Condition Number 3 states the following: "The Applicants shall not incur a capital cost. In the event that the Applicants learn of potential capital costs, the Applicants shall file with OHCA a request for approval of the revised project budget."
6. Condition Number 4 states the following: This authorization shall expire on November 15, 2001, unless the Applicants present evidence to OHCA that the ambulatory surgery center has been licensed by the Department of Public Health by that date."
7. The Applicants are requesting that Condition Number 1 be revised as follows: Fairfield Surgery Center shall be used only for orthopaedic surgical procedures and pain management procedures for patients of Medical Specialty Group, P.C. All orthopaedic surgeons who perform such procedures shall be shareholders or employees of Medical Specialty Group, P.C.
8. The Applicants are requesting that Condition Number 2 be revised as follows: If Fairfield Surgery Center and/or Medical Specialty Group propose in the future to change the scope of services and/or permit non MSG members to use the facility, prior approval of OHCA will be required and notice shall be given to St. Vincent's Medical Center and Bridgeport Hospital.
9. Orthopaedic Specialty Group, P.C. ("OSG") is entering into a Stock Purchase and Merger Agreement with Medical Specialty Group, P.C. ("MSG") through which the current OSG physician shareholders of OSG will become shareholders of MSG and OSG will merge into MSG. MSG will be the surviving entity.
10. The same physicians who currently perform procedures at Fairfield Surgery Center, LLC ("FSC") will continue to perform procedures at FSC.
11. There will be no change in the scope of services performed at FSC as a result of the Stock Purchase and Merger Agreement.

12. There will be no change in the patient population or payor mix at FSC as a result of the Stock Purchase and Merger Agreement.
13. FSC's two member entities will continue to be NSH Connecticut, Inc. and FSC Physician Holdings, LLC.
14. The Applicants are requesting that Conditions 3 and 4 be vacated.

Discussion

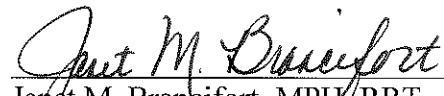
Connecticut General Statutes § 4-181a (b) provides in relevant part: "On a showing of changed conditions, the agency may reverse or modify the final decision, at any time, at the request of any person or on the agency's own motion." The Applicants have sufficiently demonstrated a change in conditions as a result of entering into the Stock Purchase and Merger Agreement.

Order

Based upon the foregoing, the request to modify the CON issued under Docket Number 00-542 to revise Conditions Number 1 and 2 and vacate Conditions Number 3 and 4 is hereby **APPROVED**. Conditions Number 1 and 2 shall read as follows:

1. Fairfield Surgery Center shall be used only for orthopaedic surgical procedures and pain management procedures for patients of Medical Specialty Group, P.C. All orthopaedic surgeons who perform such procedures shall be shareholders or employees of Medical Specialty Group, P.C.
2. If Fairfield Surgery Center and/or Medical Specialty Group propose in the future to change the scope of services and/or permit non MSG members to use the facility, prior approval of OHCA will be required and notice shall be given to St. Vincent's Medical Center and Bridgeport Hospital.

3/4/2016
Date


Janet M. Brancifort, MPH, RRT
Deputy Commissioner

* * * COMMUNICATION RESULT REPORT (MAR. 4. 2016 1:39PM) * * *

FAX HEADER:

TRANSMITTED/STORED : MAR. 4. 2016 1:38PM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

494 MEMORY TX

913124741950

OK

4/4

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
E-3) NO ANSWER

E-2) BUSY
E-4) NO FACSIMILE CONNECTION



STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: L. ROBERT GUENTHNER
FAX: 312 474-1950
AGENCY: FAIRFIELD SURGERY CENTER LLC
FROM: OHCA
DATE: 3/4/16 Time: _____
NUMBER OF PAGES: 4
(including transmittal sheet)

Comments: Please see attached modification for Docket Number: 16-22512-MDF.

PLEASE PHONE Barbara K. Olejarz IF THERE ARE ANY TRANSMISSION PROBLEMS.

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA
P.O.Box 340308
Hartford, CT 06134

* * * COMMUNICATION RESULT REPORT (MAR. 4. 2016 1:41PM) * * *

FAX HEADER:

TRANSMITTED/STORED : MAR. 4. 2016 1:39PM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

495 MEMORY TX

912033372666

OK

4/4

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
E-3) NO ANSWER

E-2) BUSY
E-4) NO FACSIMILE CONNECTION



STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: STEVEN P. FIORE

FAX: 203 337-2666

AGENCY: ORTHOPAEDIC SPECIALTY GROUP

FROM: OHCA

DATE: 3/4/16 Time: _____

NUMBER OF PAGES: 4
(including transmittal sheet)

Comments: Please see attached modification for Docket Number: 16-22512-MDF.

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