



By FedEx

September 14, 2015

Ms. Kimberly Martone
Director of the Office of Health Care Access
410 Capitol Avenue
MS#13HCA
Hartford, Connecticut 06134-0308

Re: St. Vincent's Medical Center

Dear Ms. Martone:

Enclosed is a CON Determination Form filed on behalf of St. Vincent's Medical Center and St. Vincent's Health Services Corporation with respect to a planned internal corporate reorganization.

Should you have any questions or require any additional information, please contact the undersigned.

Very truly yours,

Peter H. Struzzi
Vice President and General Counsel

Enclosure



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

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

SECTION I. PETITIONER INFORMATION

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

	Petitioner	Petitioner
Full Legal Name	St. Vincent's Health Services Corporation	St. Vincent's Medical Center
Doing Business As	St. Vincent's Health Services Corporation	St. Vincent's Medical Center
Name of Parent Corporation	Ascension Health	St. Vincent's Health Services Corporation
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	2800 Main Street Bridgeport, CT 06606	2800 Main Street Bridgeport, CT 06606
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	NP
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Peter Struzzi Vice President/ General Counsel	Peter Struzzi Vice President/ General Counsel

Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	St. Vincent's Medical Center 2800 Main Street Bridgeport, CT 06606	St. Vincent's Medical Center 2800 Main Street Bridgeport, CT 06606
Contact Person's Telephone Number	203-576-5584	203-576-5584
Contact Person's Fax Number	203-576-5345	203-576-5345
Contact Person's e-mail Address	Peter.Struzzi@Stvincents.org	Peter.Struzzi@Stvincents.org

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title:: Internal Corporate Reorganization
- b. Estimated Total Project Cost: \$ 0
- c. Location of proposal, identifying Street Address, Town and Zip Code:
not applicable
- d. List each town this project is intended to serve:
not applicable
- e. Estimated starting date for the project: January 1, 2016

SECTION IV. PROPOSAL DESCRIPTION

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

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

DESCRIPTION OF PROPOSAL

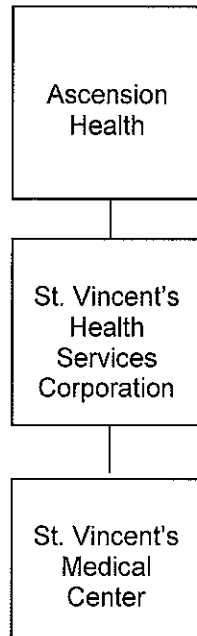
St. Vincent's Health Services Corporation, a Connecticut nonstock corporation ("SVHS"), is the parent corporation and sole member of St. Vincent's Medical Center, a specially-chartered Connecticut nonstock corporation ("SVMC"), and the following additional affiliated entities: St. Vincent's Special Needs Center, Inc., St. Vincent's Development, Inc., St. Vincent's Medical Center Foundation, Inc. and Vincentures, Inc. Ascension Health, a Missouri not-for-profit corporation ("Ascension"), is the parent corporation and sole corporate member of SVHS. Ascension Health is the largest Catholic, not-for-profit health care system in the United States and owns and operates numerous health care ministries throughout the United States.

As part of SVHS' efforts to streamline its governance model and reduce costs, SVHS plans to effectuate an internal corporate reorganization by combining SVHS with SVMC. Currently, the same individuals comprise the board of directors of SVHS and SVMC, and board meetings for SVHS and SVMC are held on the same day. This structure results in duplication and creates two levels of governance when one would suffice. To effect the reorganization, SVHS will be merged into SVMC. As a result of the reorganization, Ascension Health, currently the sole member of SVHS, will replace SVHS as the sole member of SVMC, and SVMC will replace SVHS as the sole member of the affiliated entities listed above. The attached chart in Exhibit A reflects the current ownership structure of SVHS and SVMC, and the ownership structure that will be in place effective upon the reorganization. The expected effective date for this change is January 1, 2016.

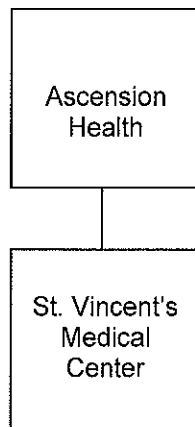
The elimination of SVHS will not involve a transfer of ownership or control of a health care facility. Ascension Health is currently the sole member of SVMC's parent, SVHS, and therefore indirectly controls SVMC. Effective upon the corporate reorganization, Ascension Health will become the direct, rather than the indirect, sole member of SVMC. There will be no sale or transfer of any assets of SVMC, and the SVMC Board shall remain in place. There is no capital expenditure associated with this transaction, and there will be no change in the services provided by SVMC. To the health care community in Connecticut, there will be no discernible change whatsoever. The reorganization simply eliminates a redundant entity, permitting SVMC to standardize and streamline its governance model and reduce the costs associated with this structure.

We respectfully request that OHCA finds that no Certificate of Need is required for this internal corporate reorganization.

Current Organizational Structure:



Planned Organizational Structure after the Internal Corporate Reorganization:



SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)


Petitioner: St. Vincent's Medical Center

Project Title: Internal Corporate Reorganization

I, Stuart G. Marcus, M.D., President and CEO
(Name) (Position – CEO or CFO)

of St. Vincent's Medical Center being duly sworn, depose and state that the
(Organization Name)

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

 9/11/15
Signature Date

Subscribed and sworn to before me on September 11, 2015


Notary Public/Commissioner of Superior Court

My commission expires: May 31, 2016

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: St. Vincent's Health Services Corporation

Project Title: Internal Corporate Reorganization

I, Stuart G. Marcus, President and CEO
(Name) (Position – CEO or CFO)

of St. Vincent's Health Services Corporation being duly sworn, depose and state that
the
(Organization Name)

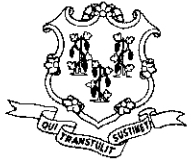
information provided in this CON Determination form is true and accurate to the best of
my
knowledge.

[Signature] 9/11/15
Signature Date

Subscribed and sworn to before me on September 11, 2015

[Signature]
Notary Public/Commissioner of Superior Court

My commission expires: May 31, 2016



STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
Office of Health Care Access

September 22, 2015

VIA FACSIMILE ONLY

Peter H. Struzzi, Esq.
Vice President/General Counsel
St. Vincent's Medical Center
2800 Main Street
Bridgeport, CT 06606

RE: Certificate of Need Determination Report Number 15-32030-DTR
Internal Corporate Reorganization

Dear Attorney Struzzi:

On September 16, 2015, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination Form on behalf of St. Vincent's Medical Center ("SVMC") and St. Vincent's Health Services Corporation ("SVHS") with respect to a corporate reorganization.

Ascension Health is the Parent Corporation and sole corporate member of SVHS. SVHS is the Parent Corporation and sole member of SVMC. As part of SVHS' efforts to streamline its governance model and reduce costs, SVHS plans to effectuate an internal corporate reorganization by combining SVHS with SVMC. Currently, SVHS and SVMC have the same Board of Directors. To effect the reorganization, SVHS will be merged into SVMC. Ascension Health is currently the sole member of SVMC's parent, SVHS, and therefore indirectly controls SVMC. After the proposed reorganization, Ascension Health will become the direct, rather than the indirect, sole member of SVMC. There will be no sale or transfer of any assets, and the same SVMC Board will remain in place after the reorganization.

Connecticut General Statutes § 19a-638(a)(2) requires CON authorization for the "transfer of ownership of a health care facility". Connecticut General Statutes § 19a-630(14) defines a "transfer of ownership" as "a transfer that impacts or changes the governance or controlling body of a health care facility..." Since there will be no impact or change to the governance or controlling body of SVMC, OHCA hereby determines that a **CON is not required** for the proposal.

Sincerely,

Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR.

An Equal Opportunity Provider

(If you require aid/accommodation to participate fully and fairly, contact us either by phone, fax or email)

410 Capitol Ave., MS#13HCA, P.O.Box 340308, Hartford, CT 06134-0308
Telephone: (860) 418-7001 Fax: (860) 418-7053 Email: OHCA@ct.gov

* * * COMMUNICATION RESULT REPORT (SEP. 22. 2015 8:56AM) * * *

FAX HEADER:

TRANSMITTED/STORED : FILE MODE	SEP. 22. 2015 8:55AM OPTION	ADDRESS	RESULT	PAGE
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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: PETER STRUZZI

FAX: 203 576 5345

AGENCY: ST. VINCENTS MEDICAL CENTER

FROM: OHCA

DATE: 9/22/15 **Time:** _____

NUMBER OF PAGES: _____
(including transmittal sheet)

Comments:
 Attached is the determination for Report Number: 15-32030, internal corporate reorganization

PLEASE PHONE Barbara K. Olejarsz 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*