



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

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

SECTION I. PETITIONER INFORMATION

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

	Petitioner	Petitioner
Full Legal Name	Greater Waterbury Health Network, Inc.	Prospect Medical Holdings, Inc.
Doing Business As		
Name of Parent Corporation		
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	64 Robbins Street, Waterbury, CT 06708	10780 Santa Monica Blvd., Suite 400, Los Angeles, CA 90025
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	P
Contact Person at Facility, including Title/Position: This Individual at the facility will be the Petitioner's	Darlene Stromstad, President/CEO	Jonathan Spees, SVP, Corporate Development

Designee to receive all correspondence in this matter.		
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	See above	See above
Contact Person's Telephone Number	203-573-7101	310-696-4738
Contact Person's Fax Number	203-573-6161	714-560-7320
Contact Person's e-mail Address	dstromstad@wtbyhosp.org	jonathan.spees@prospectmedical.com

SECTION II. GENERAL PROPOSAL INFORMATION

- a. **Proposal/Project Title: Transfer of Greater Waterbury Management Resources, Inc.'s Ownership Interest in Valley Imaging Partners, LLC to a subsidiary of Prospect Medical Holdings, Inc. as part of Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.**
- b. **Estimated Total Project Cost: \$0**
- c. **Location of proposal, identifying Street Address, Town and Zip Code: 799 New Haven Road, Naugatuck, CT 06770; 800 Main Street South, Suite 116, Southbury, CT 06488 (Southbury office relocating to 32-B and C Poverty Road, Southbury, CT 06488 as of March 1, 2016).**
- d. **List each town this project is intended to serve: This project is intended to serve the towns currently served by Greater Waterbury Health Network including, but not limited to, Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury.**
- e. **Estimated starting date for the project: Following regulatory approval and satisfaction of other closing conditions.**

SECTION III. PROPOSAL DESCRIPTION

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

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

PROPOSAL DESCRIPTION

Greater Waterbury Health Network, Inc. ("GWHN") and Prospect Medical Holdings, Inc., ("Prospect") (collectively, the "Applicants") submitted to the Attorney General and the Commissioner of the Department of Public Health an application for approval of a proposed asset purchase of GWHN by Prospect under OHCA Docket Number 15-32017-486. That proposed transaction involves the acquisition of substantially all of the assets of GWHN by one or more subsidiaries of Prospect. Among these assets is a limited liability company interest in Valley Imaging Partners, LLC ("Valley Imaging"), which interest is owned by Greater Waterbury Management Resources, Inc. ("GWMRI"), a wholly owned subsidiary of GWHN. The transaction is further described in the draft Asset Purchase Agreement set forth in OHCA Docket Number 15-32017-486.

Valley Imaging is currently owned by GWMRI and a private physician practice; GWHN holds an indirect 49% ownership interest in Valley Imaging through its wholly owned subsidiary, GWMRI, and the private physician practice owns 51%. Valley Imaging provides outpatient advanced imaging services. It maintains an office at 800 Main Street South in Southbury and owns and operates an MRI at 799 New Haven Road in Naugatuck.¹ Valley Imaging is not a health care facility and is therefore not licensed.

Valley Imaging serve patients in towns including, but not limited to, Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury.

Under the proposed asset purchase under review in OHCA Docket Number 15-32017-486, GWHN will cause GWMRI to transfer its interest in Valley Imaging to a subsidiary of Prospect. The transfer of this interest in Valley Imaging to Prospect is an integral component of the proposed acquisition; and is therefore already subject to CON review by OHCA. The proposed transaction does not affect the ownership of the MRI. The MRI scanner will remain the sole property of the Valley Imaging and no other person, physician or provider will acquire any interest. Exclusive ownership of Valley Imaging assets will remain with Valley Imaging and will not change after GWHN causes the sale of GWMRI's interest to PMH or its subsidiary.

¹ See OHCA Certificate of Need Determination Report Number 09-31354-DTR regarding a history of Valley Imaging's acquisition of the MRI scanner.

As described in the transaction under review in OHCA Docket Number 15-32017-486, no changes in services are being proposed. After the acquisition, Valley Imaging will continue to serve the residents of the same service area from the same location.

Based on the foregoing, GWHN and Prospect respectfully request a determination that the transfer of the GWMRI's interest in Valley Imaging to a subsidiary of Prospect as contemplated in the proposed asset purchase under review in OHCA Docket Number 15-32017-486 does not require separate CON approval pursuant to Conn. Gen. Stat. Sec. 19a-638 because Valley Imaging will retain sole ownership of and continue to operate the MRI scanner subsequent to the sale of GWMRI's interest to PMH or its subsidiary.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: PROSPECT MEDICAL HOLDINGS, INC.

Project Title: Transfer of Greater Waterbury Management Resources, Inc.'s Ownership Interest in Valley Imaging Partners, LLC to a subsidiary of Prospect Medical Holdings, Inc. as part of Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.

I, SAMUEL LEE,
(Name)

CEO
(Position – CEO or CFO)

of PROSPECT MEDICAL HOLDINGS, INC. being duly sworn, depose and state

that the PROSPECT MEDICAL HOLDINGS, INC.
(Organization Name)

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

Signature

Date

[Handwritten Signature]

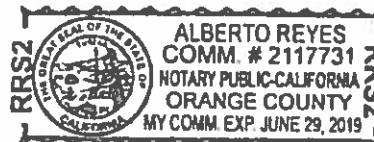
3/24/16

Subscribed and sworn to before me on March 24th, 2016

[Handwritten Signature]

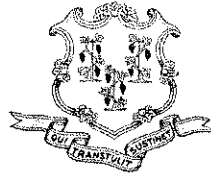
Notary Public/Commissioner of Superior Court

My commission expires: June 29, 2019



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

April 6, 2016

Darlene Stromstad
President/CEO
Greater Waterbury Health Network, Inc.
64 Robbins Street
Waterbury, CT 06708

Jonathan Spees
Senior Vice President, Corporate Development
Prospect Medical Holdings, Inc.
10780 Santa Monica Blvd., Suite 400
Los Angeles, CA 90025

RE: Certificate of Need Determination Report Number 16-32080-DTR
Transfer of Ownership Interest in Imaging Center

Dear Ms. Stromstad and Mr. Spees:

On April 5, 2016, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination request on behalf of Greater Waterbury Health Network, Inc. ("GWHN") and Prospect Medical Holdings, Inc. ("PMH") with respect to the transfer of ownership of Greater Waterbury Management Resources, Inc.'s ("GWMR") ownership interest in Valley Imaging Partners, LLC ("VIP").

VIP is an imaging center currently owned by GWMR and a private physician practice. GWHN holds a 49% ownership interest in VIP through its wholly owned subsidiary, GWMR, and the private physician practice owns 51%. VIP owns and operates one MRI scanner under existing Certificate of Need authorizations.

Currently, there is a pending certificate of need application (Docket Number 15-32017-486) under review by OHCA and the Office of the Attorney General for a proposed asset purchase of GWHN by PMH. That proposal involves GWMR transferring its interest in VIP to a subsidiary of PMH. The proposed transaction does not affect the ownership of the MRI. The MRI will remain the sole property of VIP and no other person, physician or provider will acquire any interest. Exclusive ownership of VIP assets will remain with VIP and will not change after GWHN sells its interest to PMH or its subsidiary.



Phone: (860) 418-7001 • Fax: (860) 418-7053
410 Capitol Avenue, MS#13HCA
Hartford, Connecticut 06134-0308
www.ct.gov/dph

Affirmative Action/Equal Opportunity Employer

Pursuant to Connecticut General Statutes § 19a-638(a)(10), a CON is required for the acquisition of an MRI Scanner by any person, physician or provider. VIP currently owns the MRI Scanner. Subsequent to the proposed asset purchase by PMH, VIP will continue to own the MRI Scanner. Consequently, no other person, physician or provider will acquire any interest in the MRI Scanner. Therefore, a **CON is not required** for the proposal.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kim M.' with a stylized flourish at the end.

Kimberly R. Martone
Director of Operations

* * * COMMUNICATION RESULT REPORT (APR. 6. 2016 10:54AM) * * *

FAX HEADER:

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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: JONATHAN SPEES

FAX: 714 560-7320

AGENCY: PROSPECT MEDICAL HOLDINGS, INC.

FROM: OHCA

DATE: 4/6/16 **Time:** _____

NUMBER OF PAGES: 5
(including transmittal sheet)

Comments: See attached Determination for Report Numbers: 16-32080-DTR and 16-32081-DTR.

PLEASE PHONE Barbara K. Olejarcz 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 (APR. 6. 2016 11:00AM) * * *

FAX HEADER:

TRANSMITTED/STORED : APR. 6. 2016 10:59AM

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REASON FOR ERROR OR LINE FAIL
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E-2) BUSY
 E-4) NO FACSIMILE CONNECTION



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

FAX SHEET

TO: DARLENE STROMSTAD

FAX: 203 573-6161

AGENCY: GREATER WATERBURY HEALTH NETWORK, INC.

FROM: OHCA

DATE: 4/6/16 **Time:** _____

NUMBER OF PAGES: 5
(including transmittal sheet)

Comments:
 See attached Determination for Report Numbers: 16-32080-DTR and 16-32081-DTR

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**