



February 13, 2015

Via Hand Delivery

Kimberly R. Martone
Director of Operations
Office of Health Care Access
410 Capitol Avenue
MS#13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Certificate of Need Application for Creation of a new Regional Health System to include Saint Francis *Care*, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health system

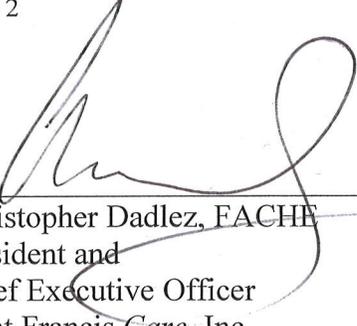
Dear Ms. Martone:

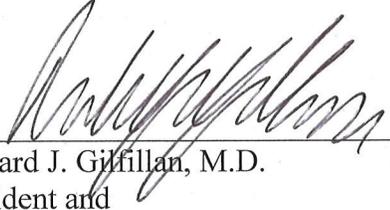
Enclosed please find the original Certificate of Need Application for the creation of a new Regional Health System within Trinity Health Corporation that will include Saint Francis *Care*, Inc. and all its controlled subsidiaries, as well as four copies of the application and a CD with the full document.

We are pleased to be submitting this application to your office as we believe this proposal will strengthen Saint Francis *Care*, Inc. Both Trinity Health and St. Francis *Care*, Inc. are delighted to partner together to provide the community with continued and sustainable high-quality health care resources. We look forward to working with you and your staff to complete the Certificate of Need process and we appreciate your attention in this matter.

If you have any questions, do not hesitate to call Chris Hartley, Senior Vice President, Planning, Business Development and Government Relations at 860-714-5573.

Sincerely,

By: 
Christopher Dadlez, FACHE
President and
Chief Executive Officer
Saint Francis *Care*, Inc.

By: 
Richard J. Gilfillan, M.D.
President and
Chief Executive Officer
Trinity Health Corporation

Enclosures

**Creation of a New Regional Health System to Include
Saint Francis Care, Inc. and All of Its Controlled Subsidiaries
Operating As Part of the Trinity Health System**

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Application Checklist

Instructions:

1. Please check each box below, as appropriate; and
2. The completed checklist **must** be submitted as the first page of the CON application.

- Attached is the CON application filing fee in the form of a certified, cashier or business check made out to the "Treasurer State of Connecticut" in the amount of \$500.

For OHCA Use Only:

Docket No.: _____ Check No.: _____
OHCA Verified by: _____ Date: _____

- Attached is evidence demonstrating that public notice has been published in a suitable newspaper that relates to the location of the proposal, 3 days in a row, at least 20 days prior to the submission of the CON application to OHCA. (*OHCA requests that the Applicant fax a courtesy copy to OHCA (860) 418-7053, at the time of the publication*)
- Attached is a paginated hard copy of the CON application including a completed affidavit, signed and notarized by the appropriate individuals.
- Attached are completed Financial Attachments I ~~and II~~
- Submission includes one (1) original and four (4) hard copies with each set placed in 3-ring binders.

Note: A CON application may be filed with OHCA electronically through email, if the total number of pages submitted is 50 pages or less. In this case, the CON Application must be emailed to ohca@ct.gov.

Important: For CON applications (less than 50 pages) filed electronically through email, the signed affidavit and the check in the amount of \$500 must be delivered to OHCA in hardcopy.

- The following have been submitted on a CD
1. A scanned copy of each submission in its entirety, including all attachments in Adobe (.pdf) format.
 2. An electronic copy of the documents in MS Word and MS Excel as appropriate.

Check Date: Feb/12/2015

Vendor Number: 0000005891

Check No. 0001027144

Invoice Number	Invoice Date	Voucher ID	Gross Amount	Discount Taken	Late Charge	Paid Amount
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COPY

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0001027144	Feb/12/2015	\$500.00	\$0.00	\$0.00	\$500.00

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Hospital and Medical Center

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Hartford, CT 06105

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777 MAIN STREET
HARTFORD, CT 06115

51-57/119

0001027144

Date Feb/12/2015

Pay Amount \$500.00***

Pay ****FIVE HUNDRED AND XX / 100 DOLLAR****

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TREASURER STATE OF CONNECTICUT
OFFICE OF HEALTH CARE ACCESS
410 CAPITOL AVE MS#13HCA
PO BOX 340308 ATTN: LESLIE GREER
HARTFORD, CT 06134



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to: *Kim Martone*
fax# *860-418-7053*
date: *1/15/15*
pages: *4*

comments:

From the desk of . . .

R. Christopher Hartley
Senior Vice President
Government Relations & Business
Development
Saint Francis Hospital and Medical
Center
114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

Hartford Courant

●●●●● media group

AFFIDAVIT OF PUBLICATION

State of Connecticut

December 24, 2014

County of Hartford

I, Ruth Harrison, do solemnly swear that I am a Sales Assistant of the Hartford Courant, printed and published daily, in the state of Connecticut and that from my own personal knowledge and reference to the files of said publication the advertisement of Public Notices was inserted in the regular edition.

On Dates as Follows:

12/22/2014	192.86;	12/22/2014	10.00;	12/23/2014	192.86;
12/24/2014	192.86				

In the Amount of:

\$588.58

SAINT FRANCIS HOSPITAL & MED CTR (hc) - CU00247706

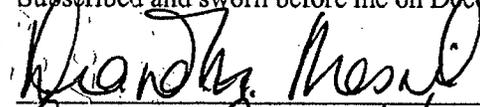
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Full Run



Sales Assistant,
Ruth Harrison

Subscribed and sworn before me on December 24, 2014



Notary Public

Comm Exp 12/31/18

Hartford Courant

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NOTICE

Under Connecticut General Statutes 19a 638, Trinity Health Corporation, an Indiana nonprofit corporation, and Saint Francis Care, Inc., a Connecticut non-stock corporation, are proposing to create a new Trinity Health Regional Health System. As a result of this corporate reorganization, Trinity Health will become the sole corporate member of Saint Francis Care and the corporate organization and governance of Saint Francis Care will be revised to be consistent with the organizational and governance structure of Trinity Health subsidiaries. The new Regional Health System will serve as the parent of Saint Francis Hospital and Medical Center, Inc., Mount Sinai Rehabilitation Hospital, Inc., and other entities that are presently subsidiaries of Saint Francis Care. Saint Francis Care and all its subsidiaries will remain at their current locations. There are no capital expenditures for this proposal. Saint Francis Care and Trinity Health will file a Joint Certificate of Need Application for this project with the Department of Public Health through the Office of Health Care Access. The addresses of both organizations are as follows:

Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Trinity Health Corporation
20555 Victor Parkway
Livonia, Michigan 48152



To advertise, call 860-525-2525 or placead.courant.com

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FORECLOSURE AUCTION SALE listing for U.S. BANK NATIONAL ASSOCIATION v. DADLAW, SUIH, K ET AL.

FORECLOSURE AUCTION SALE listing for DEUTSCHE BANK NATIONAL TRUST COMPANY AS TRUSTEE v. DOONATHU BIPHA, ET AL.

FORECLOSURE AUCTION SALE listing for Deutsche Bank National Trust Company as Trustee v. Doonathu Bipha, et al.

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PUBLIC NOTICES section containing various legal notices and public information.

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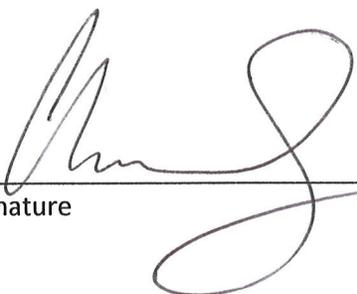
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AFFIDAVIT

Applicant: *Saint Francis Care, Inc.*

Project Title: **Creation of a new Regional Health System to include Saint Francis *Care, Inc.* and all of its controlled subsidiaries operating as part of the Trinity Health system**

I, **Christopher Dadlez, President and Chief Executive Officer of Saint Francis *Care, Inc.*** being duly sworn, depose and state that the information submitted by Saint Francis *Care, Inc.* in this Certificate of Need Application is accurate and correct to the best of my knowledge.



Signature

2/12/15

Date

Subscribed and sworn to before me on February 12, 2015



Notary Public/Commissioner of Superior Court

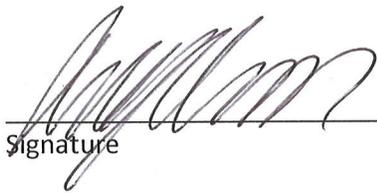
My commission expires: July 31, 2019

AFFIDAVIT

Applicant: **Trinity Health Corporation**

Project Title: **Creation of a new Regional Health System to include Saint Francis Care, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health system**

I, **Richard J. Gilfillan, M.D., President and Chief Executive Officer of Trinity Health Corporation** being duly sworn, depose and state that the information submitted by Trinity Health Corporation in this Certificate of Need Application is accurate and correct to the best of my knowledge.



Signature

2/9/15
Date

Subscribed and sworn to before me on Feb 9, 2015



Notary Public/Commissioner of Superior Court

My commission expires: 11-17-2019

NE
Claudia A. Crane, Notary Public
State of Michigan, County of Oakland
My Commission Expires 11/17/2019
Acting in the County of _____



State of Connecticut Office of Health Care Access Certificate of Need Application

Instructions: Please complete all sections of the Certificate of Need (“CON”) application. If any section or question is not relevant to your project, a response of “Not Applicable” may be deemed an acceptable answer. If there is more than one applicant, identify the name and all contact information for each applicant. OHCA will assign a Docket Number to the CON application once the application is received by OHCA.

Docket Number	TBD	
Applicants	Saint Francis Care, Inc.	Trinity Health Corporation
Contact Person	R. Christopher Hartley	Anne M. Hesano
Contact Person’s Title	Sr. Vice President, Planning, Bus. Development & Govt. Relations	Vice President, Mergers, Acquisitions & Partnership Development
Contact Person’s Address	114 Woodland Street Hartford, CT 06105	20555 Victor Parkway Livonia, MI 48152
Contact Person’s Phone Number	(860) 714-5573	(734) 343-0818
Contact Person’s Fax Number	(860) 714-8093	(734) 343-3144
Contact Person’s E-mail Address	chartley@stfranciscare.org	hesanoa@trinity-health.org
Project Town	Hartford, CT	Hartford, CT
Project Name	Creation of a new Regional Health System to include Saint Francis Care, Inc. and all its controlled subsidiaries operating as part of the Trinity Health system	Creation of a new Regional Health System to include Saint Francis Care, Inc. and all its controlled subsidiaries operating as part of the Trinity Health system
Statute Reference	Section 19a-638, C.G.S.	Section 19a-638, C.G.S.
Estimated Total Capital Expenditure	\$0	\$0

1. Project Description and Need: Change of Ownership or Control

a. Please provide a narrative detailing the proposal.

If the proposed transaction described in this application is approved, Trinity Health will become the parent of Saint Francis *Care* through a membership substitution transaction. The key elements of this transaction include the following changes:

- Trinity Health will be substituted for the Archbishop of Hartford and become the sole member of Saint Francis *Care*;
- The Archbishop of Hartford will no longer be the sole member of Saint Francis *Care*;
- Saint Francis *Care* will become sponsored by Catholic Health Ministries, an entity established by the Catholic Church to oversee the healing ministry and Catholic identity of Trinity Health;
- Saint Francis *Care* will become a new regional health system (also known within the Trinity Health system as a “Regional Health Ministry” or “RHM”) of Trinity Health in a manner consistent with other regional health systems within Trinity Health. Please see **Exhibit 1** for the new regional health system organization chart.

The proposed transaction is between two not-for-profit entities. Although no cash purchase price is contemplated, if the proposed transaction is approved, Trinity Health will make substantial operational and financial commitments to Saint Francis *Care* and the communities it serves including:

- Commitment of at least \$275 million dollars in capital investment to benefit Saint Francis *Care* and its affiliates over a five-year period;
- Preservation and support of Saint Francis *Care*’s not-for-profit mission and Catholic identity;
- Access to Trinity Health system services to reduce Saint Francis *Care*’s operating costs and promote efficiency;
- Consolidation of Saint Francis’ balance sheet into the Trinity Health system, including its long term debt and pension liabilities; and
- Improved access to capital and debt financing.

If the proposed transaction is approved by OHCA and upon receipt of all other approvals required for this transaction:

- Saint Francis *Care* will become a direct subsidiary of Trinity Health (by virtue of the member substitution transaction described above);
- Saint Francis *Care*’s existing Bylaws and Certificate of Incorporation will be amended and restated to be consistent with the governance documents of other Trinity Health RHMs and will serve as the governing documents of the new RHM and
- A new Board of Directors consisting of nine to fifteen members will be created for the new RHM. The Board of Directors will initially be comprised of members of the local community, physicians, Trinity Health representatives, and members of a Catholic religious community. It is also anticipated that the initial Board of the new RHM will include some existing Saint Francis *Care* Board members.

It is anticipated that the new RHM will eventually expand in scope to a service area that will include different regions of New England with an initial focus in the State of Connecticut and Hampden, Hampshire, Franklin and Berkshire counties in Massachusetts. To facilitate continuity of care in the service area, the medical staff admitting privileges and medical staff bylaws of Saint Francis *Care* and its subsidiaries will remain in place. Likewise, substantially all of Saint Francis *Care's* medical education, research, community support and participation in governmental healthcare programs will be maintained.

Saint Francis *Care* will remain a nonprofit, tax-exempt charitable organization and will honor all existing donor restrictions associated with philanthropic donations made to Saint Francis *Care* and its subsidiaries.

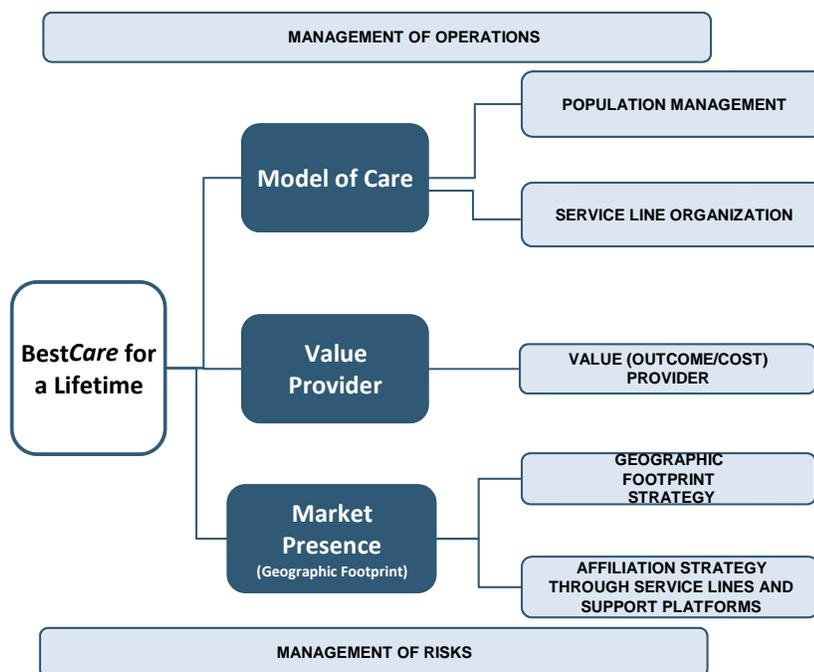
- b. Explain how each Applicant determined need for the proposal and discuss the benefits of this proposal for each Applicant (discuss each Applicant separately in separate paragraphs).**

Saint Francis *Care*

In anticipation of the many changes in the healthcare industry that are likely to result from the passage of the Affordable Care Act and the federal health policy changes being debated in 2009 and 2010, Saint Francis *Care* undertook a strategic planning process designed to create a Saint Francis *Care* vision and foundation for success in the healthcare system of the future, a system that would be fundamentally different from the fee-for-service approach to healthcare delivery to which Saint Francis *Care* had been accustomed.

Saint Francis *Care's* FY 2010 – 2014 Strategic Plan was guided by its new vision of delivering Best*Care* for a Lifetime – the perfect patient experience and the highest measurable quality across the continuum of care. (See **Exhibit 2** for 2010 – 2014 Saint Francis *Care* Strategic Plan).

Saint Francis *Care's* Strategic Plan is graphically summarized by the following:



As demonstrated in the above diagram, model of care improvements, physician partnerships, clinical service redesign, electronic medical records development, quality improvement, cost reduction, and the creation of strategic alignments to form an integrated healthcare organization offering a true continuum of healthcare services to the Saint Francis *Care* system all had their origins in this planning document.

The implementation process associated with this Strategic Plan, as well as the rapid changes in the healthcare environment since the adoption of this plan, have guided the actions of Saint Francis *Care's* Board and Senior Leadership since 2010.

To support the transition to a truly integrated delivery system, Saint Francis *Care* has developed a strategy based on the Saint Francis Value System outlined in **Exhibit 3**. Through this Saint Francis Value System, Saint Francis *Care* can best achieve its vision of providing BestCare for a Lifetime for each person who utilizes its system for healthcare.

To achieve its vision of BestCare for a Lifetime, Saint Francis *Care* has developed a virtually integrated care delivery network that provides care through a combination of aligned providers, which has been developed through both alliances and select acquisitions. To further its transformation to an integrated delivery system, Saint Francis *Care* has redesigned its organizational structure into a strategic portfolio composed of service lines and support platforms, all of which serve as conduits for the delivery of care across the system. (Please see **Exhibit 4** for an outline of Saint Francis *Care's* service lines and support platforms.) The focus of this structure and these aligned providers is to meet the Affordable Care Act Triple Aim objectives of improving population health, enhancing the patient care experience and controlling costs while maintaining a positive

financial margin. This transformation will facilitate the transition by Saint Francis *Care* from a provider of clinical services to a manager of the health of populations.

The article entitled, "Population Health Management: The Intersection of Concept and Reality" by Christopher M. Dadlez, FACHE, President and CEO of Saint Francis *Care*, further articulates the future of healthcare and the movement of Saint Francis *Care* towards population management (see **Exhibit 5**). As Mr. Dadlez notes, population management will be achieved through a clinically integrated network of alliances, aligning primary, secondary and tertiary services with community hospitals to promote the delivery of "the right care in the right place for the right value." Saint Francis *Care* also will leverage its support platforms to achieve economies of scale where possible to lower the overall cost of care to the community (see **Exhibit 6**).

Despite strategically positioning itself for the challenges and opportunities posed by the Affordable Care Act and other changes in the healthcare industry, Saint Francis *Care*, like many other healthcare systems, determined that its mission and goals could best be effectuated by partnering with another healthcare system with a complementary mission and similar goals. The development of integrated networks through alliances and acquisitions has become commonplace in the healthcare industry. The article "Hospital Consolidation: "Safety in Numbers" Strategy Prevails in Preparation for a Value-Based Marketplace" published by the American College of Healthcare Executives in October 2014 states, "at the end of the last wave of consolidation, by 2000, the overall percentage of hospitals in systems had increased from 38% to 52%. And since the Great Recession and passage of the ACA, nearly 400 hospitals (10% of U.S. community hospitals) had joined multihospital systems and the percentage of hospitals in systems had increased to 62% by the end of 2013." The transaction which is the subject of this Certificate of Need application is consistent with national trends.

As Saint Francis *Care* prepared to respond to the changing healthcare landscape including value-based healthcare, it began evaluating a variety of strategic partnerships that would allow Saint Francis *Care* to continue to provide high-quality care to the community, effectively and efficiently and in a manner consistent with its mission and goals. Accordingly, in selecting potential strategic partners, Saint Francis *Care* focused on healthcare systems whose mission, vision and values are aligned with those of Saint Francis *Care*. In particular, it sought a national health system that would enhance its ability to meet the following strategic, mission, financial and governance goals:

Strategic Goals:

- Accelerate the development of Saint Francis *Care*'s strategy for a regional population management model;
- Support the continued infrastructure development for Saint Francis *Care*'s integrated delivery system;
- Provide a means for Saint Francis *Care* to partner and affiliate with multiple hospitals and other providers in the region; and
- Further develop Saint Francis *Care*'s clinically affiliated network across the region.

Mission Goals:

- Maintain Catholic healthcare and adherence to the Ethical and Religious Directives for Catholic Healthcare Services;

- Further Saint Francis *Care's* commitment to serve the healthcare needs in the region irrespective of the ability of recipients of care to pay for the care; and
- Support expansion and enhancement of services at Saint Francis Hospital and Medical Center.

Financial Goals:

- Provide funding for Saint Francis *Care's* strategic growth and infrastructure development through improved access to capital; and
- Facilitate the ability of Saint Francis *Care* to satisfy its current financial obligations, including long- term debt and pension liabilities.

Governance Goals:

- Continue a meaningful role for Saint Francis *Care* representatives in governance at local and regional levels; and
- Obtain national health system support for Saint Francis *Care's* leadership team as it continues to develop and operate a regional healthcare system.

Saint Francis *Care's* Board leadership created a special ad hoc Advisory Committee to review potential partners that would enable Saint Francis *Care* to meet the strategic goals outlined above. A number of potential strategic partners were considered before Saint Francis *Care* selected Trinity Health.

As noted above, the current proposal is for Saint Francis *Care* to join Trinity Health as the hub of a new regional health system. It is anticipated that the new RHM will ultimately include Mercy Medical Center and other facilities and programs of the Sisters of Providence Health System in western Massachusetts, which are already part of Trinity Health.

Saint Francis believes that Trinity Health is the ideal affiliation partner in that it satisfies the strategic, mission, financial and governance goals established by St. Francis *Care* as part of its selection process. More particularly, Trinity Health enhances Saint Francis *Care's* ability to fulfill its strategic vision in that:

- Trinity Health is one of the largest Catholic health systems in the country and an organization that has a mission and strategic vision essentially identical to those of Saint Francis *Care*;
- The transaction will preserve and support Saint Francis *Care's* not-for-profit status, mission, values and Catholic identity;
- Access to Trinity Health system services will provide operational efficiencies for Saint Francis *Care*;
- Access to national best practices and expertise will enhance Saint Francis *Care's* ability to pursue existing and future programs related to population health, emerging models and initiatives for the delivery of healthcare, and health information technology;

- Trinity Health is a national system with a AA- credit rating which will allow Saint Francis *Care's* access to capital to be significantly improved and provide for an opportunity to lower Saint Francis *Care's* cost of debt financing; and
- Trinity Health is willing to (i) provide financial commitments that will enable Saint Francis *Care* to satisfy long-term pension liabilities, and (ii) provide commitments for capital which will ensure investments of at least \$275 million over the next five years.
- Trinity Health is committed to Saint Francis *Care* through governance and maintaining a local and regional presence.

Trinity Health

Trinity Health is a leading health system and is focused on transitioning from success in the traditional fee for services based healthcare economy, to a people-centered population health organization. To ensure continued long-term sustainability while completing that transition, Trinity Health has developed and is implementing a strategic plan to enhance the scale and integration of the system in core markets.

Trinity Health has created an internal development team, charged with the growth and strategic positioning of the system. Two of Trinity Health's key growth initiatives aim to extend and strengthen the Catholic healthcare mission of the organization through alignment with other organizations, and to expand the system footprint to create an integrated accountable care organization ("ACO") in every one of its markets. The development team works with the executive management team and governance to identify growth priorities in acute care, outpatient, and population health areas to build out the continuum of service to achieve these goals. The development team takes a disciplined approach to structuring partnerships with identified organizations with shared values and vision that help to accomplish key goals within markets.

Saint Francis *Care* was identified as an important potential partner for Trinity Health both because of its complementary tradition of Catholic healthcare as well as its population health capabilities which will support an ACO in the broader New England market. As the organizations held initial discussions, it became clear that they shared a focus on quality, community health and benefit, and a future vision of population health management. Importantly, Saint Francis *Care* is aligned with Trinity Health's Catholic mission and core values. The parties' discussions over the last several months have confirmed they share a:

- Similar mission, core values and commitment to the communities they serve
- Commitment to the delivery of high quality care
- Goal to preserve and strengthen Catholic healthcare
- Shared vision for person-centered care
- Culture that values and achieves high patient, physician and community satisfaction

Additionally, the core skills in which Trinity Health has made institutional investments, including population health management, risk contracting, physician alignment, clinically integrated networks, and other areas, are complementary to the network and development goals of Saint Francis *Care*.

Saint Francis *Care* is the third largest hospital in Connecticut and largest Catholic hospital in New England. Affiliation with a market leader represents a unique opportunity for Trinity Health. If the proposed transaction is approved, Saint Francis *Care* will represent a core component of Trinity Health's regional strategy that will complement Trinity Health's affiliates operating in the Springfield, Massachusetts area, including Mercy Medical Center and other facilities and programs of the Sisters of Providence Health System. An affiliation with Saint Francis *Care* will allow for the development of a larger regional network to facilitate appropriate sharing of resources and technologies and will provide a framework for greater collaboration on best practices and the delivery of high quality care in the local geographic areas.

If the proposed transaction is approved, Saint Francis *Care* will serve as the hub for Trinity Health's broad regional strategy that will enable Saint Francis *Care* and Trinity Health to proactively lead transformational healthcare in the region. With Saint Francis *Care* as its core, the new RHM will be positioned to pursue local partnerships and affiliations across the continuum of care, evaluate additional acute care growth opportunities across the region, and work to develop broader population health and risk-bearing capabilities appropriate to the evolving healthcare markets.

c. Provide a history and timeline of the proposal (i.e., When did discussions begin between the Applicants? What have the Applicants accomplished so far?).

Saint Francis *Care* and Trinity Health initiated discussions to explore a strategic combination in December 2013. The parties decided to more formally explore a fully integrated transaction in March 2014. Negotiations and due diligence continued from March 2014 through October 2014. On November 5, 2014, Saint Francis *Care* and Trinity Health executed a nonbinding Term Sheet. Further confirmatory due diligence and the negotiation of a Membership Transfer Agreement took place in in November and early December 2014. The Boards of Saint Francis *Care* and Trinity Health both approved the transaction and the Membership Transfer Agreement was executed by both parties effective on December 17, 2014.

d. List any changes to the clinical services offered by the Applicants that result from this proposal, and provide an explanation.

There are no planned changes in the clinical services offered by Saint Francis *Care* or its subsidiaries as a result of this transaction; however, as part of its population health and other health reform initiatives, the parties may in the future choose to make changes in the services offered by the new RHM intended to best meet community healthcare needs.

e. Describe the existing population served by the facility changing ownership or control, and how the proposal will impact these populations. Include demographic information as appropriate.

Saint Francis *Care* serves a large and diverse population. The Saint Francis *Care* primary service area is comprised of the eighteen towns whose contiguous zip codes generated 75% of the inpatients and newborns seen at Saint Francis *Care* in FY144. The Saint Francis *Care* secondary service area is defined as those additional towns that generated at least 0.5% of the system's inpatient and newborn discharges in FY144. Together, the primary and secondary service areas include thirty two towns representing a population of over one million people (See **Exhibit 7**).

The total population of the Saint Francis *Care* service area is expected to grow 1.49% through 2020 (source: Claritas, See **Exhibit 7**). The 65+ population, however, is expected to increase by 14.08% by the end of 2020. To meet the needs of the aging population, healthcare systems will need to provide additional access to disease management services for chronic conditions like heart and pulmonary disease as well as those conditions that affect the population aged 65 and older, such as cancer, stroke and the need for joint replacement. Supportive services including home care, rehabilitation, skilled nursing and long-term care will also be important for this component of the patient population.

Saint Francis *Care* already has significant clinical and supportive resources devoted to these conditions, including:

- Hoffman Heart and Vascular Institute of Connecticut;
- Saint Francis Mount Sinai Regional Cancer Center;
- Connecticut Joint Replacement Institute;
- Mount Sinai Rehabilitation Hospital; and
- Stroke Center at Saint Francis.

Affiliation with Trinity Health brings several benefits to the population served by Saint Francis *Care*. Affiliating with Trinity Health will enhance Saint Francis *Care*'s ability to attract and retain physicians to meet the needs of the service area population. Through the Institute for Primary Care Innovation Simulation Studio, students, residents, fellows and current practicing physicians are exposed to the latest developments in healthcare delivery at Saint Francis *Care*. The constant influx of bright, inquisitive minds encourages innovation and applications of the latest techniques. In addition, organizations that participate in the training of the next generation of providers provide better care and attract a higher caliber of provider.

The transaction will also bolster access to national best practices and expertise related to population health, accountable care organizations, clinically integrated networks and health information technology. The ability to compare best practices across other similarly situated hospitals and enhanced compliance /risk management services will help ensure the continued delivery of high quality care.

Further, Trinity Health will commit to the investment of \$275 million to benefit the Saint Francis *Care* system over the next five years to support the healthcare needs of the community through capital projects in the region. In addition, Trinity Health will ensure that Saint Francis *Care* will have the resources to fund its outstanding pension liabilities.

Affiliating with Trinity Health will provide access to the efficiencies, resources and system services of a national healthcare system, which are expected to help Saint Francis *Care* reduce its operational costs and costs of capital. For these and the reasons described above, the affiliation will significantly benefit the communities served by Saint Francis *Care*.

f. **Describe the transition plan and how the Applicants will ensure continuity of services. Provide a copy of a transition plan, if available.**

As reflected in the Membership Transfer Agreement, the parties have committed that as soon as reasonably practicable after the closing of the transaction, the new RHM will participate in Trinity

Health's services and initiatives in the same manner as other RHMs. This transition will be effected by those individuals in the Trinity Health system with oversight responsibility for particular functions (for example, finance) coordinating with their Saint Francis *Care* counterparts to ensure that Saint Francis *Care* receives the benefits of Trinity Health's size, scope and expertise as soon as reasonably practicable after the closing. It is anticipated that the individuals responsible for each functional area will work collaboratively to develop and implement individual transition plans that will best accomplish these goals (subject to the oversight of Trinity Health and Saint Francis *Care* management).

Similarly, the Membership Transfer Agreement provides that within one year after the closing, Trinity Health and the new RHM will develop plans to address Saint Francis *Care*'s third party debt and develop plans to fully fund Saint Francis *Care*'s pension plan obligations. These transition activities will be coordinated by the finance and human resources leaders for both Trinity Health and Saint Francis *Care*.

The integration plan will identify and prioritize near-term and long-term integration and planning needs as well as strategic opportunities and operational improvements to be developed and implemented after the closing and will facilitate a smooth operational and administrative transition to Saint Francis *Care* becoming part of Trinity Health.

Importantly, the proposed transaction will have no impact on continuity of service in that the transaction will be occurring at the membership level and the availability of services provided by Saint Francis *Care* will not be adversely affected as a result of the proposed transaction.

- g. For each Applicant (and any new entities to be created as a result of the proposal), provide the following prior to and after this proposal:**
- i. Legal chart of corporate or entity structure including all affiliates.**
 - ii. List of owners and the % ownership and shares of each.**

The corporate structures are attached in **Exhibit 8**.

- h. Provide copies of all signed written agreements or memorandum of understanding, including all exhibits/attachments, between the Applicants related to the proposal. Note: If a final version is not available, provide a draft with an estimated date by which the final agreement will be available.**

Please refer to **Exhibit 9** for copies of all the written agreements related to this proposal.

2. Quality Measures

- a. Submit a list of all key professional, administrative, clinical, and direct service personnel related to the proposal. Attach a copy of their Curriculum Vitae.**

Saint Francis *Care*

Christopher Dadlez, FACHE, President and Chief Executive Officer

John Rodis, M.D., Chief Operating Officer

David Bittner, Chief Financial Officer

Trinity Health

Richard J. Gilfillan, M.D., MBA, President and Chief Executive Officer

Benjamin R. Carter, CPA, FHFMA, Executive Vice President and Chief Financial Officer/Treasurer

James Richard O'Connell, Executive Vice President – East Group

Please refer to **Exhibit 10** for copies of the Saint Francis *Care* Curricula Vitae and Trinity Health Curricula Vitae related to this project.

b. Explain how the proposal contributes to the quality of healthcare delivery in the region.

If approved, the proposed transaction will build upon Saint Francis *Care's* long – standing commitment to quality and clinical excellence. Saint Francis *Care* is well recognized for its commitment to quality of care as evidenced by the extensive list of awards and recognitions (**see Exhibit 11**).

The transaction will also preserve access to healthcare for the patients in the Saint Francis *Care* service area, including the indigent and Medicaid recipients, by enhancing Saint Francis *Care's* financial position. As noted above, the proposal includes Trinity Health providing access to capital for future investment in Saint Francis *Care* and its affiliates and providing the financial strength to help Saint Francis *Care* fund pension obligations and support payment of long-term debt. In addition, the integration of Saint Francis *Care* with Trinity Health will provide operational savings for Saint Francis *Care* and bolster the implementation and use of information technology, both of which are anticipated to help reduce costs and improve efficiency. The increased access to best practices and expertise in population health management, accountable care organizations and other emerging models of care which Trinity Health will bring to Saint Francis *Care* will serve to improve the quality of healthcare delivery in the region. The proposed transaction also will allow Saint Francis *Care* to continue its long standing commitment to the education of medical, dental, nursing and allied health professionals. This educational focus emphasizes quality and application of cutting edge technology to the treatment of patients. In addition, organizations that participate in the training of the next generation of providers provide better care and attract a higher caliber of provider. Saint Francis *Care's* focus on population management and health outcomes is regularly emphasized as part of its various teaching endeavors. Trinity Health also maintains a strong commitment to the training and education of healthcare students and professionals. The experience, expertise and support that it will share with Saint Francis *Care* will sustain and enhance Saint Francis *Care's* training initiatives.

Saint Francis *Care* sponsors medical, surgical, dental, nursing and allied health educational programs because it recognizes that education is fundamental to maintaining excellence in patient care and to ensuring the continued institutional development of new resources for the care of its patients. Continuing medical education activities are integrally related to undergraduate and graduate educational programs. Together, they have an important impact on the medical staff, promoting the delivery of medical care consistent with contemporary national standards and early introduction of new advances in medical and surgical care. The current availability of house staff plays an important role in the provision of high-quality care, and these individuals serve as an important reservoir of future attending physicians in the Saint Francis *Care* system. Graduate medical education establishes an attractive base of hospital affiliation for those completing their training and

helps to ensure the future quality of care by developing a cadre of well-qualified practicing physicians affiliated with the institution.

Saint Francis *Care* maintains independent, hospital-based fellowships and residency programs and also participates in the University of Connecticut School of Medicine Integrated Residency Training Programs. Saint Francis *Care's* residency programs and all of the University of Connecticut's Integrated Residency Training Programs have been approved by the Accreditation Council on Graduate Medical Education and Accreditation Council on Dental Education. Saint Francis Hospital and Medical Center is also a member of the Council on Teaching Hospitals and the Association of American Medical Colleges.

All programs at Saint Francis *Care* follow the guidelines for qualifications for those eligible to enter graduate medical education programs as outlined by the Essentials of Accredited Residencies as to the type of programs that may be provided to residents.

Additionally, various allied health professions and disciplines rotate through various departments of Saint Francis *Care*. These allied health professionals include medical technologists, radiological technologists, physical therapists, respiratory therapists and technicians, physician assistants, pharmacists and nurse practitioners.

Saint Francis Hospital and Medical Center's inpatient and outpatient patient population in FY 2014 is comprised of 23.8% Medicaid recipients. It is expected that this percentage will remain level or increase in the coming years. In addition, Saint Francis Hospital and Medical Center provided over \$6.2 million of services to the uninsured in FY 2013. The integration of Saint Francis *Care* into the Trinity Health system will enhance Saint Francis *Care's* ability to maintain its commitment to the poor, including the Medicaid population, by lending strategic and financial strength to Saint Francis *Care's* operations.

For a more detailed explanation of the community benefits provided by both organizations, please refer to **Exhibit 12** which contains recent community benefit data for Saint Francis *Care* and Trinity Health, respectively.

3. Organizational and Financial Information

a. Identify the Applicant's ownership type(s) (e.g. Corporation, PC, LLC, etc.).

Saint Francis *Care* and Trinity Health are both corporations.

b. Does the Applicant have non-profit status?

Yes, Saint Francis *Care* is a Connecticut non-stock corporation and Trinity Health is an Indiana nonprofit corporation. Both corporations are recognized as exempt from federal income tax by the Internal Revenue Service pursuant to IRC §501(c)(3).

c. Provide a copy of the State of Connecticut, Department of Public Health license(s) currently held by the Applicant and indicate any additional licensure categories being sought in relation to the proposal.

Please refer to **Exhibit 13** for copies of the applicable licenses for Saint Francis *Care* and affiliates. No additional licensure categories are being sought in relation to this application.

d. Financial Statements

- i. **If the Applicant is a Connecticut hospital:** Pursuant to Section 19a-644, C.G.S., each hospital licensed by the Department of Public Health is required to file with OHCA copies of the hospital’s audited financial statements. If the hospital has filed its most recently completed fiscal year audited financial statements, the hospital may reference that filing for this proposal.
- ii. **If the Applicant is not a Connecticut hospital (other healthcare facilities):** Audited financial statements for the most recently completed fiscal year. If audited financial statements do not exist, in lieu of audited financial statements, provide other financial documentation (e.g. unaudited balance sheet, statement of operations, tax return, or other set of books.)

Saint Francis *Care* and its subsidiaries have filed its fiscal year 2013 audited financial statements with OHCA. In addition, the audited financial statements for FY 2014 have been recently completed. Please refer to **Exhibit 14** for a copy of these statements. Similar information for Trinity Health is also provided in **Exhibit 14** for its fiscal year 2014.

e. Submit a final version of all capital expenditures/costs as follows:

Table 2: Proposed Capital Expenditures/Costs

Medical Equipment Purchase	\$
Imaging Equipment Purchase	
Non-Medical Equipment Purchase	
Land/Building Purchase*	
Construction/Renovation**	
Other Non-Construction (Specify)	
Total Capital Expenditure (TCE)	\$
Medical Equipment Lease (Fair Market Value)***	\$
Imaging Equipment Lease (Fair Market Value)***	
Non-Medical Equipment Lease (Fair Market Value)***	
Fair Market Value of Space***	
Total Capital Cost (TCC)	\$
Total Project Cost (TCE + TCC)	\$
Capitalized Financing Costs (Informational Purpose Only)	
Total Capital Expenditure with Cap. Fin. Costs	\$

*If the proposal involves a land/building purchase, attach a real estate property appraisal including the amount; the useful life of the building; and a schedule of depreciation.

**If the proposal involves construction/renovations, attach a description of the proposed building work, including the gross square feet; existing and proposed floor plans; commencement date for the construction/renovation; completion date of the construction/renovation; and commencement of operations date.

***If the proposal involves a capital or operating equipment lease and/or purchase, attach a vendor quote or invoice; schedule of depreciation; useful life of the equipment; and anticipated residual value at the end of the lease or loan term.

This question is not applicable.

- f. **List all funding or financing sources for the proposal and the dollar amount of each. Provide applicable details such as interest rate; term; monthly payment; pledges and funds received to date; letter of interest or approval from a lending institution.**

This question is not applicable.

- g. **Demonstrate how this proposal will affect the financial strength of the state's healthcare system.**

In an era of healthcare reform and diminishing resources, the financial strength of the State's healthcare system is dependent upon the strength of its providers. As both state and federal reimbursement is reduced for those patients covered by government plans, it is up to the healthcare providers to deliver quality, accessible care within this new framework. Collaboration and affiliation between health systems and networks help to lower costs, share resources and identify best practices – all outcomes needed to succeed in the new environment and achieve financial strength. Trinity Health and Saint Francis *Care* believe the proposed affiliation will make a positive contribution to the State's healthcare system and that it is consistent with the goals of the Department of Health's Statewide Healthcare Facilities and Services Plan ("the Plan"). The guiding goal of the Plan is to "improve the health of Connecticut residents; increase the accessibility, continuity and quality of health services; prevent unnecessary duplication of health resources; and provide financial stability and cost containment of healthcare services." Please refer to **Exhibit 15**.

The core of this proposal is maintaining and enhancing access to the vital, quality health services currently provided by Saint Francis *Care* in a cost-effective manner, which provides the financial stability necessary to allow the services to continue in the long term. The organizations will combine strengths in inpatient, outpatient and continuing care settings to better serve patients. Trinity Health's focus on building a people-centered health system fits very well with Saint Francis *Care*'s strategy of working with community physicians and clinicians to deliver outstanding, coordinated care to patients and communities. Trinity Health's scale, significant financial resources and focus on innovation will support Saint Francis *Care* taking progressive, innovative steps on diverse fronts, capturing opportunities being presented by the revolutionary changes sweeping today's delivery of healthcare. Since the Affordable Care Act has been implemented, healthcare delivery providers across the nation have sought and established a myriad of affiliations, which are developed to strengthen local healthcare, ensuring that several key success factors may be achieved, including scale and integration, leading quality and service, aligned physicians, sophisticated IT with high adoption rates, highly efficient cost structures, post-acute care linkages, progressive governance, risk taking capabilities, and capital access. The driving forces behind the affiliation between Saint Francis *Care* and Trinity Health are consistent with this national trend.

Saint Francis *Care* includes the third largest hospital in Connecticut and the largest Catholic Hospital in New England; yet, even an organization the size and breadth of Saint Francis *Care* finds itself severely challenged by the rapid pace of change in the healthcare environment. These changes, coupled with the continued reduction in federal and state reimbursement, make it increasingly

difficult to continue to meet the healthcare needs of those it serves, particularly the growing numbers of elderly, Medicaid and uninsured patients in its service area. Saint Francis *Care's* current participation in Medicaid as well as its self pay and Financial Assistance care policies will not change as a result of the transaction.

These financial and operational challenges have been exacerbated in recent years with the imposition of the Connecticut hospital tax that has shifted over \$25 million in reimbursement away from patient care over the past three years to pay for other state programs. Trinity Health's strong financial position, national platform and shared mission, values and Catholic traditions will assist Saint Francis *Care* in meeting these challenges and strengthening care in the state, and provide the foundation for Saint Francis *Care* to implement its strategic initiatives.

As a result of becoming a new RHM under the Trinity Health organization, Saint Francis *Care* will have access to:

- System services that may lower its operating costs;
- Capital financing and debt restructuring programs at favorable rates;
- Support to enable Saint Francis *Care* to satisfy its pension and long term debt liabilities;
- A commitment to ensure investment of \$275 million dollars in near-term capital that will allow Saint Francis *Care* to:
 - Complete its EPIC electronic medical record conversion;
 - Address equipment replacement and routine facility upgrades delayed due to recent reductions in state and federal healthcare funding;
 - Make additional strategic investments in healthcare initiatives as opportunities arise over the next 5 years; and
- A stable platform to help assure the preservation of community programs and medical education programs vital to the organization and the State of Connecticut as a whole.

One of the significant challenges facing Saint Francis *Care* is difficulty in attracting and retaining a sufficient number of highly skilled physicians and allied health personnel to support its health program offerings. Trinity Health will support Saint Francis *Care's* efforts in this regard. Saint Francis *Care* believes Trinity Health's geographic breadth and commitment to quality in healthcare education will enhance the attractiveness of Saint Francis *Care* to physicians from other geographic areas. This recruitment support, together with the financial support of Trinity Health, will enable Saint Francis *Care* to ensure that current and future services provided by Saint Francis *Care* will remain available to patients in need regardless of their financial circumstances.

Joining the Trinity Health system will allow Saint Francis *Care* to preserve its 117 year tradition of providing non-profit Catholic healthcare services to its community while continuing its movement forward to provide high quality, relevant healthcare services to its patient population in the most cost efficient manner possible. The combination of Saint Francis *Care* and Trinity Health will provide the communities that Saint Francis *Care* serves with a single, stronger organization better able to make the transition to the new paradigm of healthcare delivery.

Saint Francis *Care* and Trinity Health are not seeking to reduce or eliminate any healthcare services offered by Saint Francis *Care* as a result of this integration. In fact, both organizations see the

creation of a Regional Health Ministry centered on Saint Francis *Care* as the best way to preserve access to all of the high quality healthcare services now available through Saint Francis *Care*.

Saint Francis *Care* and Trinity Health have long been focused on lowering the cost of delivering care by providing the right care at the right time in the right location. Both organizations also emphasize meeting or exceeding quality standards in the delivery of care. Recognition of the high quality of both organizations is described elsewhere in this application and in the listing of awards received from various healthcare quality ranking organizations such as the Leapfrog organization, The Joint Commission, and US News and World Report. Both organizations also believe in healthcare innovation as a way to promote both quality and cost containment. Programs such as FastCare, The Connecticut Institute for Primary Care Innovation and the Wheeler Clinic primary care initiative for behavioral health covered in greater detail in Exhibit 15 are some examples of those innovative approaches. Saint Francis *Care* was also an early adopter of partnership arrangements with its physicians designed to ensure high improvements in quality, enhanced patient outcomes and efficient management of healthcare resources both financial and clinical.

As is shown by the table below, Saint Francis Hospital and Medical Center has consistently had the lowest net expense per case mix adjusted equivalent discharge of the four identified hospitals according to data published by the Office of Healthcare Access:

Net Expense Per Case Mix Adjusted Equivalent Discharge

	FY 2010	FY 2011	FY 2012	FY 2013
Yale-New Haven	\$ 11,456	\$ 11,523	\$ 11,640	\$ 10,790
Bridgeport	\$ 8,436	\$ 8,941	\$ 9,192	\$ 8,833
Hartford Hospital	\$ 10,439	\$ 10,347	\$ 10,608	\$ 10,509
Saint Francis¹	\$ 7,351	\$ 8,006	\$ 8,083	\$ 7,964
Lowest	\$ 7,351	\$ 8,006	\$ 8,083	\$ 7,964
Median	\$ 9,438	\$ 9,644	\$ 9,900	\$ 9,671
(Over)/Under Median	\$ 2,087	\$ 1,638	\$ 1,817	\$ 1,707

¹ FY 2011 and FY 2012 includes costs of opening JT O'Connell Building.

Source: OHCA Twelve Month filing

Both Trinity Health and Saint Francis *Care* believe this collaboration will strengthen and contribute to the financial strength of the state's healthcare system.

4. Patient Population Mix: Current and Projected

- a. Provide the current and projected patient population mix (based on the number of patients, not revenue) with the CON proposal for the proposed program.**

Table 3: Patient Population Mix

	Current** FY***	Year 1 FY***	Year 2 FY***	Year 3 FY***
Medicare*				
Medicaid*				
CHAMPUS & Tricare				
Total Government				
Commercial Insurers*				
Uninsured				
Workers' Compensation				
Total Non-Government				
Total Payer Mix				

*Includes managed care activity.

**New programs may leave the "current" column blank.

***Fill in years. Ensure the period covered by this table corresponds to the period covered in the projections provided.

Please refer to **Exhibit 16**.

- b. Provide the basis for/assumptions used to project the patient population mix.**

Please refer to **Exhibit 16**.

5. Financial Attachments I & II

- a. Provide a summary of revenue, expense, and volume statistics, without the CON project, incremental to the CON project, and with the CON project. Complete Financial Attachment I. (Note that the actual results for the fiscal year reported in the first column must agree with the Applicant's audited financial statements.) The projections must include the first three full fiscal years of the project.**

See Attachment I at **Exhibit 16**.

- b. Provide the assumptions utilized in developing Financial Attachment I (e.g., full-time equivalents, volume statistics, other expenses, revenue and expense % increases, project commencement of operation date, etc.).**

See Attachment I at **Exhibit 16**.

- c. Identify the entity that will be billing for the proposed service(s).**

There will be no changes in the entity that will be billing as a direct result of the proposed transaction. Providers operated in connection with Saint Francis *Care* will continue to bill as providers of healthcare services.

- d. **As a result of the proposal, will there be any change to existing reimbursement contracts between the Applicants and payers (e.g. Medicare, Medicaid, commercial)? Explain.**

There will be no planned changes to existing reimbursement contracts between Applicants and payers as a result of this application.

- e. **Provide the minimum number of units required to show an incremental gain from operations for each fiscal year.**

This question is not applicable.

- f. **Explain any projected incremental losses from operations contained in the financial projections that result from the implementation and operation of the CON proposal.**

There are no projected incremental losses from operations contained in the financial projections as a result of this application.

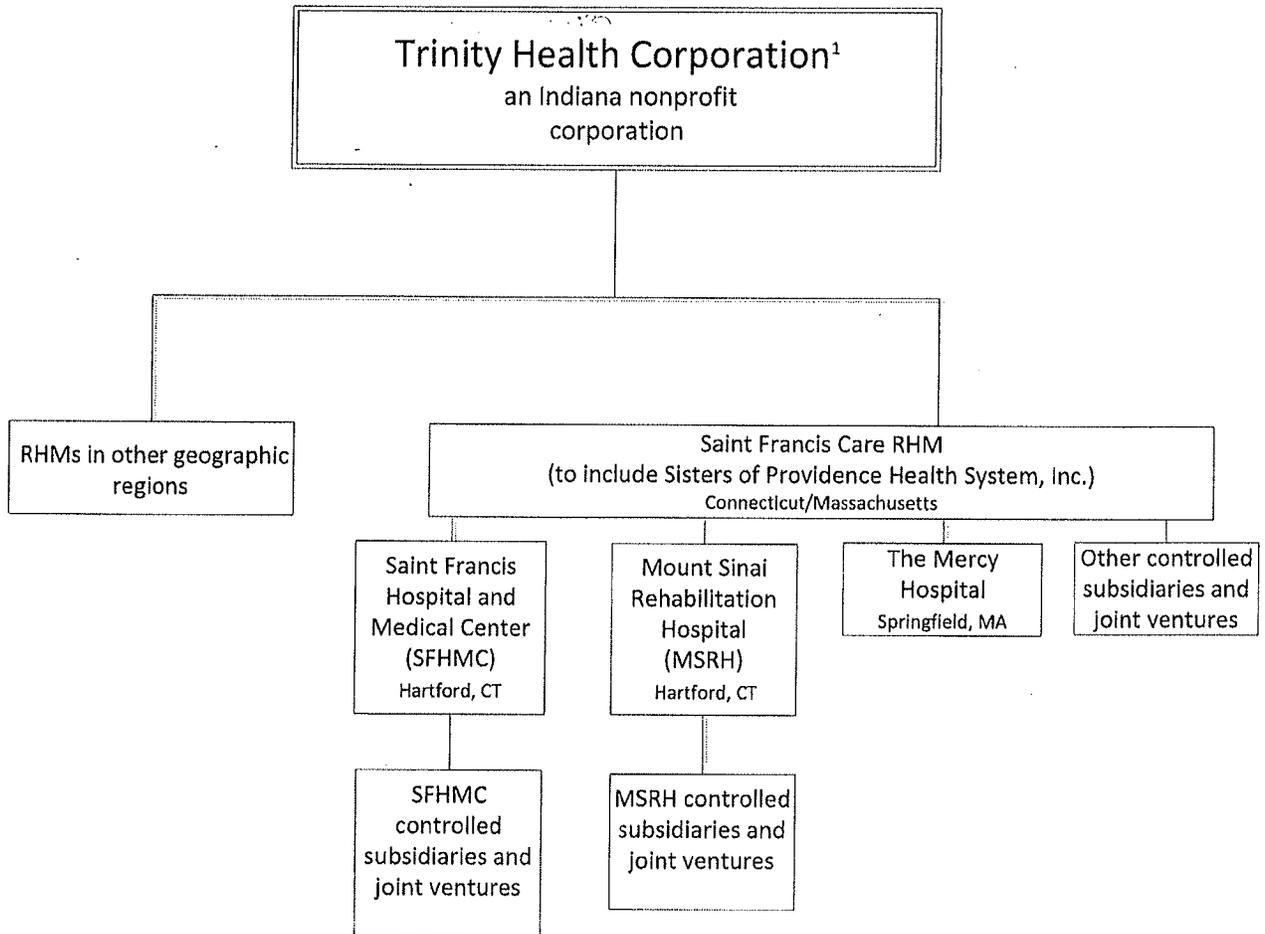
- g. **Describe how this proposal is cost effective.**

The proposal contained in this application is cost effective in that Saint Francis *Care* will derive substantial financial benefits from the proposed transaction due to Trinity Health's size and financial strength. These financial benefits will include a lower cost of capital, reduced operating expenses resulting from Saint Francis *Care*'s inclusion in Trinity Health's system services and program initiatives, financial support for the existing long-term debt and pension liabilities of Saint Francis *Care* and cost avoidance and intangible benefits from Trinity Health's expertise in best practices in areas like clinical quality, compliance, insurance administration and revenue management. Saint Francis *Care* will be able to manage its cost structure by sharing and/or centralizing certain costs such as, for example, the costs of health information technology development and implementation. All of these outcomes are consistent with Saint Francis *Care*'s objective of providing the highest quality care at the lowest possible cost.

Please also refer to the response to Question 3g of this application for additional information.

EXHIBIT 1

Post Transaction Depiction of Trinity Health Corporation Operations in Connecticut/Massachusetts



¹ The Mercy Community, a skilled nursing facility in West Hartford, CT, operates as part of the Trinity Health system. The Mercy Community is not part of the proposed transaction described in the CON application.

EXHIBIT 2



SAINT FRANCIS *Care*

Best Care for a Lifetime

Strategic Plan

FY 2010 – FY 2014

December 9, 2009

**“Destiny is not a matter of chance; it is a matter of choice.
It is not a thing to be waited for; it is a thing to be achieved.”**

Winston Churchill

Contents

Context and Process

1. Executive Summary
2. Current Situation
3. Mission and Core Values
4. Vision for the Future
5. Goals, Objectives, and Strategies for FY 2010 – FY 2014

Appendices

- A. *Volume and Financial Projections*
- B. *Process Participants*
- C. *MD Recruitment Targets FY 2010 – FY 2014*

Context and Process

Saint Francis *Care* undertook this strategic planning initiative amidst a time of great change and uncertainty. In early 2009 the world was reeling from the immediate aftermath of the worst economic crisis in seventy years. The new president of the United States had vowed fundamental reform of the healthcare sector. Hartford's healthcare market dynamics were nearing a tipping point with the aggressive expansion of Hartford Hospital's healthcare system. The University of Connecticut was pursuing the creation of a university medical center with Hartford Hospital as its primary partner. And Saint Francis *Care* had closed its prior fiscal year with the first shortfall in nearly a decade.

Within this context Saint Francis *Care's* leadership initiated a strategic planning process designed to define Saint Francis *Care's* future role and position – based on its mission and core values – and to develop a strategic plan focused on that role and position.

Strategy Development Process

As the turmoil in the economy, the uncertainty about healthcare reform, and the increasing intensity in Saint Francis *Care's* competitive environment unfolded, Saint Francis' leadership elected to take a different, non-traditional approach to the development of this strategic plan. The approach began with, rather than led up to, creating Saint Francis *Care's* vision for the future. Analytics were focused on assessing the gap between Saint Francis' current state and its desired future. Key stakeholders and constituency groups were involved in the process at key points, providing feedback and input on vision and draft strategies. Three major areas of focus required to achieve Saint Francis' vision were identified and specific activities and initiative in each were developed.

1. Vision for the Future

A small group of Saint Francis *Care* board members, executives, and physician leaders examined trends in the practice of medicine, organization of care, payment policy, innovation, healthcare systems, technology, and other factors. The visioning group concluded that conventional approaches to improving care delivery would not lead to the levels of quality, satisfaction, and cost performance that would be required of Saint Francis *Care* under future payment models. The visioning group further concluded that incremental approaches would be unlikely to provide Saint Francis *Care* with a sustainable competitive advantage in the consolidating regional marketplace. As a result, the group seized on a bold vision for the future of providing Best *Care* for Everyone – a perfect experience of care encompassing quality, care processes, and service. Furthermore, the visioning group agreed that Best *Care* implied delivering value – the highest quality of care and patient experience at lower costs. The Best *Care* theme was subsequently refined to Best *Care* for a Lifetime to emphasize Saint Francis' ongoing relationship with patients and their families and to recognize that the future of healthcare will be increasingly patient-centric rather than hospital-centric.

2. Gap Assessments and Environmental Assessment

An assessment focused on publicly available performance measures helped determine the distance (or gap) between Best *Care* and Saint Francis *Care*'s current performance on quality, satisfaction, and cost. Examples from leading healthcare organizations illustrated how these organizations set standards and organized to achieve them. An environmental assessment of trends in population, volumes and market shares, service lines, network development, physician resources and organization, and related topics provided a clear view of the external environment and competitive dynamics of the regional market place in which Saint Francis *Care* competes.

3. Eliciting Input

Over the course of the strategy development process, 140 participants (See Appendix B) offered their views on Saint Francis *Care*'s vision, issues, opportunities, and potential priorities in interviews with Navigant consultants. Participants included caregivers, Board members, and administrative leaders within Saint Francis *Care* and its affiliates, the Archdiocese of Hartford, as well as representatives from local and regional physician groups, business organizations, the Connecticut Hospital Association, and other organizations.

4. Strategy Development

The foregoing activities led to a set of draft strategies aggregated in three focal areas targeted at achieving Saint Francis *Care's* vision and enhancing its position in the regional healthcare marketplace. The draft strategies and their underlying rationale were the subject of this year's Leadership Summit. At the summit, the leadership group strongly endorsed Saint Francis *Care's* vision for the future and its strategic direction and offered numerous enhancements on the strategies which were subsequently incorporated into the plan.

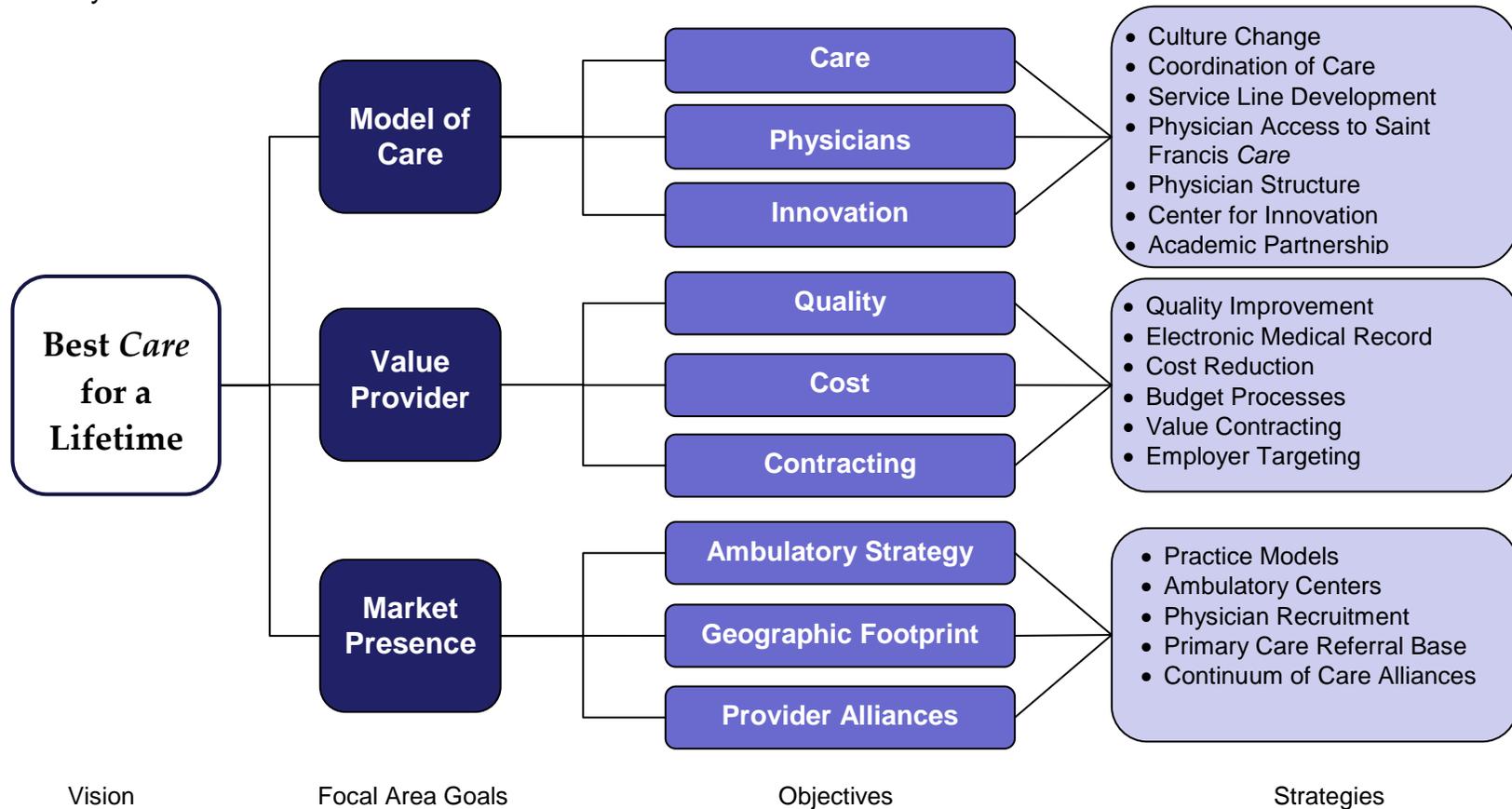
5. Plan Development

The resulting strategic plan consists of a focused set of strategic initiatives to achieve the performance required for realizing Best *Care* for a Lifetime and for succeeding in an increasingly consolidated hospital marketplace.

SECTION **1**

Executive Summary

Saint Francis Care's FY 2010 – FY 2014 Strategic Plan is guided by Saint Francis' vision of delivering **Best Care for a Lifetime** – the perfect patient experience and the highest measurable quality of care across the continuum of care. To position Saint Francis Care for the unfolding reforms in healthcare payment and to compete in an increasingly consolidated regional hospital marketplace, the plan defines goals, objectives, and strategies to develop Saint Francis Care's **Model of Care**, compete as the **Value Provider**, and solidify its **Market Presence**.



Executive Summary – 2

The following pages provide an overview of strategies for FY 2010 – FY 2014. They represent a focused set of initiatives directly relevant to Saint Francis *Care's* vision and market strategy. The full set of strategies is included in Section 5.

In addition to the strategic initiatives outlined in the Strategic Plan we recognize that Saint Francis *Care* must continue to deploy sufficient resources to a variety of ongoing program areas for which specific strategic objectives are difficult to identify/quantify in a time-specific fashion. Therefore this strategic plan assumes that Saint Francis *Care* will continue to invest in the resources required to:

- Meet all of its regulatory, Joint Commission, ACGME accreditation, and state licensure requirements in an exemplary fashion;
- Continue to expand the size of the Saint Francis Foundation's contribution to the fiscal health of Saint Francis *Care*;
- Retain its leadership position in state and federal health reform initiatives that affect the future of Saint Francis *Care* and all of its affiliates;
- Continue construction of the John T. O'Connell Tower and other important building initiatives; and
- Meet the financial performance targets necessary to support the outstanding bond issue as well as generate the additional investments required by the strategic plan (See Appendix A). Reassignment of existing capital and revenue or the generation of additional funds through revenue enhancement or expense reduction may be necessary to implement the plan.

Executive Summary – 3

Goal 1 – Develop a patient-centered model of care that achieves perfect care processes, experiences, and results for those receiving and delivering care, over time and across care settings, specialties, disciplines, and institutions

Care Improvement Initiatives

- Design and implement a cultural change initiative to support *Best Care* by the end of FY 2010 and then extend the new cultural standards, skills and behaviors throughout the Saint Francis *Care* organization by the end of FY 2012
- Expand Lean initiatives organization wide for process and quality improvement by FY 2012
- Develop, distribute, and utilize clear treatment plans to coordinate the continuum of care for every patient by FY 2011
- Develop clinical service lines within Saint Francis *Care* guidelines and parameters defined during FY 2011

Physician Relationship Initiatives

- Redesign hospital admission, referral, and discharge processes for referring physicians by the end of FY 2011
- Develop an overall physician structure that accommodates various relationship options by the end of FY 2011
- Implement a fully integrated MISYS-based physician practice management system by the end of FY 2013

Innovation and Academic Initiatives

- Develop a business plan for the Center for Innovation by end of FY 2010
- Implement the Center for Innovation according to the business plan schedule
- Pending outcome of University of Connecticut discussions, prepare to select alternative partner in FY 2011
- Develop a business plan for the Primary Care Institute in FY 2010
- Implement the Primary Care Institute according to the business plan schedule

Executive Summary – 4

Goal 2 – Achieve, maintain, and leverage a position as the best healthcare value – quality, patient satisfaction, and cost – in Connecticut

Quality Initiatives

- Design and conduct a clinical quality transformation initiative to achieve:
 - Zero preventable deaths by the end of FY 2013
 - Zero medical errors by the end of FY 2014
- Develop a Saint Francis *Care* integrated Electronic Medical Record (EMR) across the continuum of care
 - Complete the implementation of the hospital EMR by the end of FY 2012
 - Integrate Mount Sinai Rehabilitation Hospital by the end of FY 2013
 - Integrate the other components of a formal Saint Francis *Care* continuum by the end of FY 2013

Cost Initiatives

- Conduct a performance improvement and cost reduction initiative in FY 2010 to realize additional savings from gains in productivity, revenue cycle, and supply chain management and achieve these savings by the end of FY 2012
- Evaluate and improve budget processes in FY 2010

Contracting Initiatives

- Conduct pilot contracting projects using bundled services in Joint Replacement and Heart Services in FY 2011
- Contact self-insured employers and develop disease-focused contractual relationships with at least two companies by end of FY 2012
- Pursue a partnership with the Archdiocese of Hartford to serve as the beta site for a direct contract as a value provider by FY 2012

Executive Summary – 5

Goal 3 – Enhance Saint Francis’ strategic position as a key healthcare resource for and trusted partner to residents and healthcare providers in Connecticut

- Create a formal continuum of care delivery system that includes Mount Sinai Rehabilitation Hospital, Masonicare Partners Home Health and Hospice Inc., the Hospital for Special Care, Gaylord Hospital and a grouping of nursing homes in the Greater Hartford Region by the end of FY 2012
- Establish strategic alliances with primary care physician organizations, including ProHealth, Collins Medical, and Prime Health by the end of FY 2011
- Establish a primary care group practice offering a transparent recruitment package with a first right of participation for primary care physicians already practicing in the area by the end of FY 2010
- Streamline the design of ambulatory centers to achieve a common brand and identity while completing planned facilities in Bloomfield, and Ellington in FY 2010 as well as Simsbury in FY 2011. New sites will be identified for later deployment in FY 2012 – FY 2014
- Recruit an additional 193 physicians to Saint Francis *Care’s* strategic service area by the end of FY 2014 (See Appendix C for specific recruitment targets)
- Explore strategic alliances/partnerships with Eastern Connecticut Health Network, Yale Health System, among others by the end of FY 2012
- Explore the potential for creation of a joint venture with a hospital management company to pursue mutual opportunities by the end of FY 2011
- Explore the feasibility of creating a medical home model for delivery of primary care services using the Asylum Hill Family Medicine Practice, the Saint Francis *Care* Clinics (Burgdorf and Gengras) as well as a group of Saint Francis *Care* owned or affiliated physician practices by the end of FY 2012

SECTION 2 Current Situation

From Foundation Strategies (FY 2006 – FY 2010) to Performance Strategies (FY 2010 – FY 2014)

The FY 2006 – FY 2010 Strategic Plan laid a comprehensive foundation for Saint Francis *Care's* future. As part of implementing the plan, Saint Francis *Care* expanded clinical programs in Cardiac Services, Orthopaedics, Women's Services, and others and achieved designation as a Primary Stroke Center; implemented the CyberKnife® program and invested in advanced imaging technology, such as PET/CT; established new ambulatory satellite facilities; recruited over 140 physicians; extended physician practice locations beyond the core service area; expanded the capabilities of the Saint Francis Physician Hospital Organization; completed major construction and renovation projects; began construction of the John T. O'Connell Tower; and is well on its way toward implementing the Electronic Medical Record in FY 2010. In implementing the strategic plan Saint Francis Hospital and Medical Center saw its volume grow and its inpatient market share expand. With the exception of FY08, Saint Francis *Care's* financial performance has been positive and has enabled the financing of capital investments. In short, Saint Francis *Care* has a proud record of accomplishment in implementing its FY 2006 – FY 2010 strategic plan.

Like Saint Francis *Care*, healthcare organizations across the country were in an expansive mode during the last decade: they developed specialized clinical programs with state-of-the-art technology, replaced their aging physical plant, built new facilities, and entered into business arrangements with physicians. Since the development of Saint Francis *Care's* strategic plan in 2005, the delivery and financing of healthcare has begun a profound and permanent transformation to achieve a changed set of priorities. As the Saint Francis *Care* visioning group concluded, the future of Saint Francis *Care* lies in performance – the highest possible quality of and satisfaction with care at much lower costs.

Current Situation – 2

Current Performance on Quality, Satisfaction, and Cost

Quality of Care	Saint Francis <i>Care</i> has made significant progress in raising the quality of care – as have regional competitors and institutions across the country. According to publicly reported measures of quality, Saint Francis Hospital and Medical Center’s overall score on process measures of care is marginally higher than that of Hartford Hospital and lies only slightly above the state average. Composite quality measures among clinical services vary and show no consistent advantage over Hartford Hospital.
Patient Satisfaction	Compared to other industries, patient/customer satisfaction in healthcare lies in the middle of the range. In the Hartford area, publicly reported hospital satisfaction scores indicate similar mid-level performance among hospitals. Saint Francis Hospital and Medical Center’s and Hartford Hospital’s scores vary among time periods, with neither organization demonstrating particularly high levels of performance. Saint Francis Hospital and Medical Center’s internal patient satisfaction scores vary widely among services and leave much room for improvement.
Cost of Care	Saint Francis Hospital and Medical Center has held a cost per discharge advantage over other regional hospitals, most notably Hartford Hospital. Saint Francis <i>Care</i> ’s cost advantage will be challenged by recent patient care cost increases and upcoming debt service payments.

In summary, Saint Francis *Care*’s performance on quality and patient satisfaction leaves considerable room for improvement and its cost advantage will require additional effort to sustain.

Current Situation – 3

Regional Healthcare Dynamics – Trends and Implications

- **The regional hospital market is consolidating.** Rather than focus on a hospital affiliation or merger strategy, Saint Francis *Care* should:
 - Focus on developing a better “product” as the basis of competition
 - Properly support Best *Care* for a Lifetime alliances across the continuum of care
- **Sizeable physician group practices have developed in the Hartford region.** While there is a preponderance of individual and small group practices, several large primary care and multi-specialty groups have formed.
 - Strategic alliances with sizeable groups need to become a cornerstone of Saint Francis *Care*’s strategy
 - Alliances should emphasize complementary capabilities, e.g., electronic medical record, rather than equity stakes
- **The shortage of primary care physicians is nearing crisis levels.** In Saint Francis *Care*’s strategic service area there will be a need for an additional 350 general internists and family/general practitioners by the end of FY 2014.
 - Saint Francis *Care* will compete with other hospitals for the same limited pool of primary care physicians
 - Saint Francis *Care* needs practice options for primary care physicians already in the area and to attract new physicians
- **Regional population growth is stagnant.** While the older age groups are slowly growing in size, the utilization impact of the baby boomer generation will not fully materialize for another 10 years when large numbers enter their 70s.
 - Hospital volume growth will depend largely on increases in market share gains during the next decade

Mission and Core Values



SAINT FRANCIS *Care*

Responding to the scriptural call to heal....

Our Mission

We are committed to health and healing through excellence, compassionate care and reverence for the spirituality of each person.

Our Core Values

Respect

We honor the worth and dignity of those we serve and with whom we work.

Integrity

We are faithful, trustworthy and just.

Service

We reach out to the community, especially those most in need.

Leadership

We encourage initiative, creativity, learning and research.

Stewardship

We care for and strengthen resources entrusted to us.

Saint Francis Care is a healthcare ministry of the Catholic Archdiocese of Hartford

SECTION 4

Vision for the Future, FY 2010 – FY 2014



SAINT FRANCIS *Care*

Best *Care* for a Lifetime

Results

- Perfect patient care experience
- Highest measurable quality of care
- A model of better care for a lifetime
- Environment for doing the right thing

Capabilities

- Technology-enabled care
- Aligned care givers
- Pipeline for health professions
- Trustworthy partner

Vision for the Future – 2

Enabling Capabilities

To achieve its ambitious vision, Saint Francis *Care* must develop a series of capabilities:

- A. **A MODEL OF BETTER CARE.** All of the patient's healthcare needs – not just an episode of care – are provided and coordinated over time from the patient's point of view.
- B. **AN ENVIRONMENT FOR DOING THE RIGHT THING.** The people involved in the patient's care can confidently rely on one another; they are supported with effective leadership, processes, and systems.
- C. **TECHNOLOGY-ENABLED CARE.** Innovative clinical and information technology connects patients and caregivers for continuous and proactive care across healthcare settings, including the patient's home.
- D. **ALIGNED CARE GIVERS.** Saint Francis *Care* and its affiliated medical staff are dedicated to the achievement of shared professional, community, and business objectives.
- E. **A PIPELINE FOR HEALTH PROFESSIONS.** Strategic partnerships with a medical school and schools for the health professions ensure access to an adequate supply of appropriately trained high-quality healthcare providers.
- F. **BEING A TRUSTWORTHY PARTNER.** Saint Francis *Care*'s reputation for respect, integrity, and achievement of results are reflected in productive partnerships with key allies and constituent groups.

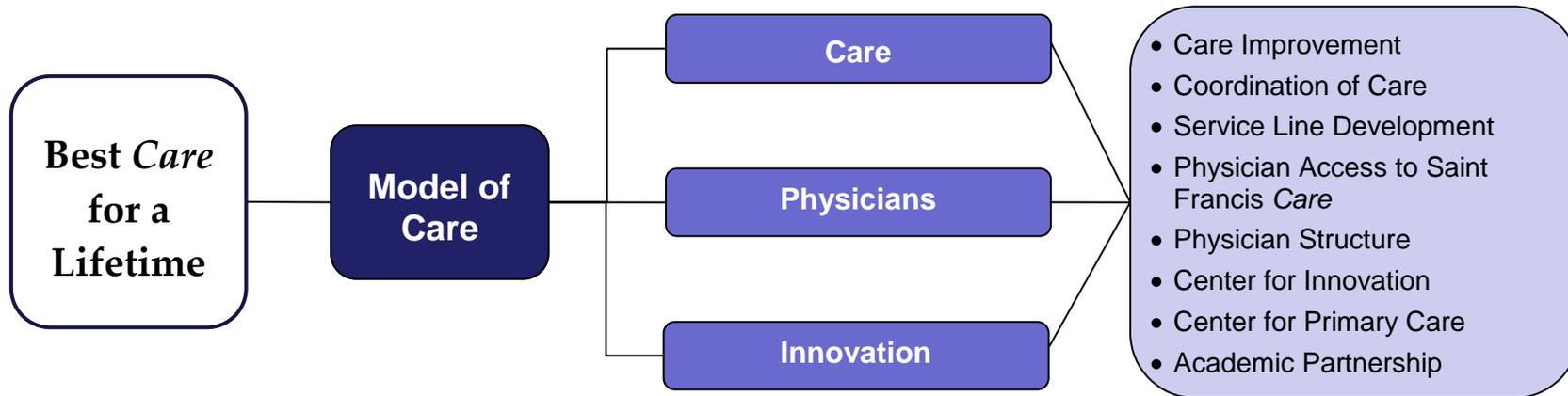
Measurable Results

Saint Francis Care will have achieved Best Care for a Lifetime when:

- Each patient has a perfect patient service experience as demonstrated by:
 - Highest possible patient satisfaction scores in all categories
 - Highest possible Hospital Consumer Assessment of Health Plan Survey (HCAHPS) scores on all monitored standards
- Each patient receives the highest measurable quality of care as demonstrated by institutional quality indicators such as:
 - Zero Preventable deaths
 - Zero Defects in service delivery (i.e., 0 medical errors)
- Each patient receives the best value as measured by:
 - Best overall quality of care score among local/regional providers
 - Lowest cost for services provided among peer group hospitals
- Each patient receives a coordinated care experience that aligns each patient's healthcare providers by using a clear treatment plan that provides access to the appropriate continuum of care
- Each patient's care is coordinated with a supporting electronic medical record system that is accessible to all health professionals who are part of the Saint Francis Care System

Focal Area 1 – Model of Care

GOAL: Develop a patient-centered model of care that achieves perfect care processes, experiences, and results for those receiving and delivering care, over time and across care settings, specialties, disciplines, and institutions



Focal Area I – Model of Care: Objectives and Strategies

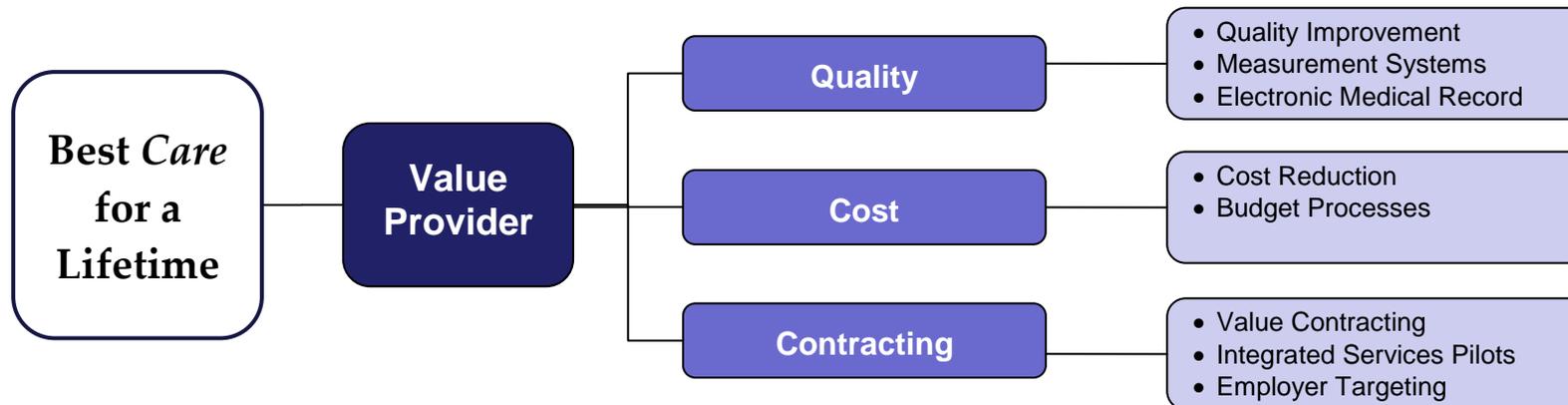
Objectives	Milestones
<p>Achieve a perfect patient and family experience by the end of FY 2014 as demonstrated by:</p> <ul style="list-style-type: none"> • Highest possible patient satisfaction scores • Highest possible Hospital Consumer Assessment of Health Plan Survey (HCAHPS) scores on all monitored standards 	<p>1.1 By the end of FY 2010:</p> <ul style="list-style-type: none"> 1.1.1 Design and implement an organization wide cultural change process that builds the values, skills, and behaviors of participants in care to provide <i>Best Care</i> to patients and families 1.1.2 Define the concept and practice of matrix relationships and apply them during the cultural transformation process to help clarify roles, relationships, and expectations among care participants 1.1.3 Incorporate the cultural values, skills, and behaviors into hiring and orientation activities, training and leadership development programs, performance evaluation and compensation processes 1.1.4 Coordinate and integrate the cultural change activities with Lean process improvement 1.1.5 Establish annual improvement targets of patient satisfaction and Hospital Consumer Assessment of Health Plan Survey (HCAHPS) scores <p>1.2 Extend the new cultural standards, skills and behaviors throughout the Saint Francis Care organization by the end of FY 2012</p> <p>1.3 Develop and implement clear treatment plans to every patient to coordinate the continuum of care by the end of FY 2011</p>

Objectives	Milestones
<p>Establish service line management capabilities to accelerate service line development</p>	<p>1.4 Define institution wide parameters and guidelines for identifying, designing, and developing clinical service lines by the end of FY 2010</p> <p>1.5 Prepare business plans for the development of the cancer service line by the end of FY 2010</p> <p>1.6 Extend the continuum of care of existing centers of excellence in joint replacement and cardiac care – within Saint Francis <i>Care</i> guidelines and parameters by the end of FY 2011</p> <p>1.7 Expand the bariatric surgery program according to service line principles by the end of FY 2010</p>
<p>Provide the most physician-friendly access to Saint Francis <i>Care</i> services, as measured by:</p> <ul style="list-style-type: none"> Physician satisfaction scores in the upper 90s in all access categories 	<p>1.8 Establish a set of priorities for improving the admission, referral, and discharge processes for physicians that can be implemented by the end of FY 2010</p> <p>1.9 Carry out access improvement activities using Lean processes and tools by the end of FY 2010</p> <p>1.9.1 Streamline patient discharge formats and ensure efficient distribution to appropriate physicians and caregivers</p> <p>1.10 Conduct an enterprise-wide process to improve access to services at Saint Francis Hospital and Medical Center and assess, redesign, and optimize patient flow, throughput, and operational efficiency by the end of FY 2011</p>

Objectives	Milestones
<p>Physician Relationships – Establish an overall structure and a portfolio of relationship models that foster cohesion among physicians and relationships with Saint Francis <i>Care</i> to provide mechanisms for:</p> <ul style="list-style-type: none"> • Developing clinical standards • Improving the efficiency of care • Piloting bundled programs for payor contracting 	<p>1.11 Define the Saint Francis <i>Care</i> organizational structure for physician relationships, such as the Medical Foundation, to clarify Saint Francis <i>Care</i>'s approach and to enable integrated relationships with a variety of physician practice models by the end of FY 2010</p> <p>1.12 Expand the physician liaison function to elicit private physicians' feedback on Saint Francis <i>Care</i>'s services and address and resolve issues by the end of FY 2010</p> <p>1.13 Implement a fully integrated MISYS-based physician practice management system by the end of FY 2013</p>
<p>Establish the Saint Francis <i>Care</i>'s Center for Innovation (CFI) to support the achievement of Best <i>Care</i> through the coordination, further development, and leveraging of research, development, and strategic partnerships with leading healthcare and nonhealthcare organizations</p>	<p>1.14 Define the program, resource requirements, and funding of a Center for Innovation and develop a business plan for its development by the end of FY 2010</p> <p>1.15 Develop a business plan for the implementation of a Primary Care Institute by the end of FY 2010</p> <p>1.16 Depending on the outcome of UConn discussions, prepare to solicit proposals from leading northeast academic centers for a major academic partnership and select a partner by the end of FY 2011</p> <p>1.17 Continue to develop the pipeline of healthcare providers through relationships with academic institutions such as the University of Hartford in the health professions and engineering through FY 2014</p>

Focal Area 2 – Value Provider

GOAL: Achieve, maintain, and leverage a position as the best healthcare value (quality, patient satisfaction, and cost) in Connecticut



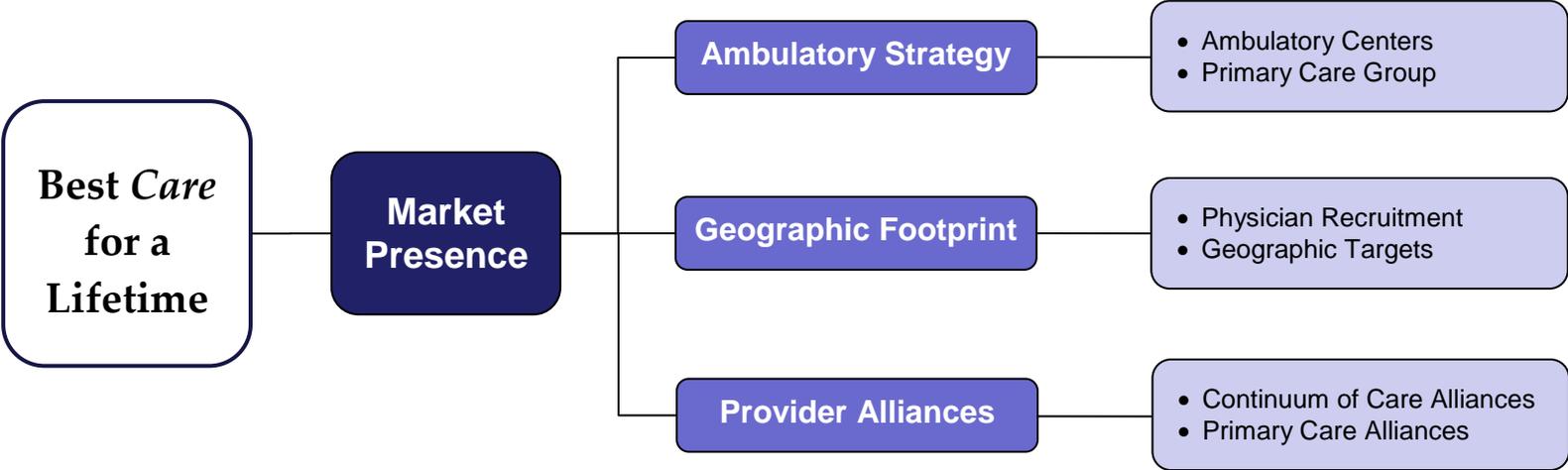
Focal Area 2 – Value Provider: Objectives and Strategies

Objectives	Milestones
<p>Achieve the highest measurable quality of care, as indicated by:</p> <ul style="list-style-type: none"> • Zero preventable deaths by the end of FY 2013 • Zero medical errors by the end of FY 2014 	<p>2.1 Develop Saint Francis <i>Care</i>'s definition of "preventable death," quantify the current number of deaths by the end of FY 2010</p> <p>2.2 Develop the approach and process, establish priorities for action, and integrate Lean into the process by the end of FY 2010</p> <p>2.3 Define infrastructure needs, measurement systems, and measurements of progress by the end of FY 2010</p> <p>2.4 Complete the implementation of the electronic medical record within Saint Francis Hospital and Medical Center by the end of FY 2012</p> <p>2.5 Integrate Mount Sinai Rehabilitation Hospital into a Saint Francis <i>Care</i> medical record system by the end of FY 2013</p> <p>2.6 Integrate other formal components of the Saint Francis <i>Care</i> system into the medical record system by the end of FY 2013</p>
<p>Achieve and maintain a position as low-cost provider for services delivered among Saint Francis Hospital and Medical Center's peer group of hospitals</p>	<p>2.7 Conduct a performance improvement and cost reduction initiative to realize additional savings from gains in productivity, revenue cycle, and supply chain management by the end of FY 2011</p> <p>2.8 Achieve savings identified in above initiative 2.7 by the end of FY 2012 and monitor savings through FY 2014</p> <p>2.9 Evaluate and improve budget processes in FY 2010</p>

Objectives	Milestones
	<p>2.10 Once health reform is enacted, initiate a process for breaking even on Medicare reimbursement for inpatient and outpatient services:</p> <p>2.10.1 Establish a break-even target date in FY 2011</p> <p>2.10.2 Develop an implementation plan in FY 2012</p>
<p>Develop the capability to contractually negotiate with payors and employers as a collective system of care for an integrated continuum of services</p>	<p>2.11 Develop the ability to accept and successfully manage bundled payments by conducting two pilot projects in FY 2011– one in joint replacement and one in heart services – that integrate a defined continuum of care</p> <p>2.12 Identify and contact self-insured companies (or those at the cusp of weighing whether to stop offering health insurance to their employees) in FY 2012 to explore the potential to build relationships around disease management (e.g., diabetes) and other potentially cost-saving measures</p> <p>2.13 Pursue a partnership with the Archdiocese of Hartford in FY 2012 to serve as a beta site for Saint Francis <i>Care's</i> value provider strategy</p>

Focal Area 3 – Market Presence

GOAL: Enhance Saint Francis Care’s strategic position as a key healthcare resource and trusted partner for residents and healthcare providers in Connecticut



Focal Area 3 – Market Presence: Objectives and Strategies

Objectives	Strategic Initiatives
<p>Build a continuum of care in order to coordinate all of the patient’s health care needs for better outcomes in quality, satisfaction, and cost of care</p>	<p>3.1 Create a formal continuum of care delivery system that includes Mount Sinai Rehabilitation Hospital, Masonicare Partners Home Health and Hospice Inc., the Hospital for Special Care, Gaylord Hospital, and a grouping of nursing homes in the Greater Hartford region by the end of FY 2012</p> <p>3.2 Establish strategic alliances with physician organizations, including ProHealth, Collins Medical and Prime Health by the end of FY 2011</p> <p>3.3 Establish a primary care group practice with a transparent recruitment package with a first right of participation for private practice physicians by the end of FY 2010</p>
<p>Expand Saint Francis Care’s network of ambulatory centers</p>	<p>3.4 Reevaluate and define criteria for identifying, designing, and developing Saint Francis <i>Care</i> ambulatory centers in FY 2010</p> <p>3.5 Streamline the design of ambulatory centers to achieve a common brand and identity while completing facilities planned for Bloomfield and Ellington in FY 2010 and Simsbury in FY 2011. New sites will be identified for later deployment in FY 2012 – FY 2014</p>

Objectives

Ensure an adequate supply of physicians in all specialties to meet the needs of the communities served by Saint Francis Care

Strategic Initiatives

- 3.6 Recruit an additional 193 physicians to Saint Francis Care's strategic service area by the end of FY 2014
- 3.7 Determine the feasibility of creating a medical home model for delivery of primary care services using the Asylum Hill Family Medicine Practice, the Saint Francis Care Clinics (Burgdorf and Gengras) as well as a group of Saint Francis Care owned or affiliated physician practices by the end of FY 2012
- 3.8 Explore the potential for creating a joint venture with a hospital management company to pursue mutual opportunities by the end of FY 2011
- 3.9 Explore strategic alliances/partnerships with Eastern Connecticut Health Network, Yale Health System, among others by the end of FY 2012

Appendices

A. Volume and Financial Projections

B. Process Participants

C. Physician Resource Targets

Appendix A

Volume and Financial Projections

<u>Entity</u>	<u>Criteria</u>	<u>FY 2007</u>	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
<u>Volumes:</u>									
SFHMC	Patient Days	162,175	164,576	162,158	163,303	169,427	176,204	180,619	185,124
	Patient Day Growth		1.48%	-1.47%	0.71%	3.75%	4.00%	2.51%	2.49%
	Discharges	31,626	32,807	33,057	33,516	34,773	36,164	37,068	37,995
	Discharge Growth		3.73%	0.76%	1.39%	3.75%	4.00%	2.50%	2.50%
	Length of Stay % Change in ALOS	5.128	5.016	4.905	4.872	4.872	4.872	4.873	4.872
			-2.18%	-2.21%	-0.67%	0.00%	0.00%	0.02%	-0.02%
	Outpatient Volume		304,446	314,979	322,224	328,121	334,125	340,240	346,466
	Outpatient Growth			3.46%	2.30%	1.83%	1.83%	1.83%	1.83%
MSRH	Patient Days	9,126	9,189	10,007	10,875	10,875	10,875	10,875	10,875
	Patient Day Growth		0.69%	8.90%	8.67%	0.00%	0.00%	0.00%	0.00%
	Discharges	677	651	659	725	725	725	725	725
	Discharge Growth		-3.84%	1.23%	10.02%	0.00%	0.00%	0.00%	0.00%
	Length of Stay % Change in ALOS	13.480	14.115	15.185	15.000	15.000	15.000	15.000	15.000
			7.58%	-1.22%	0.00%	0.00%	0.00%	0.00%	
	Outpatient Volume	17,275	21,367	22,538	23,666	23,666	23,903	24,142	24,383
	Outpatient Growth		23.69%	5.48%	5.00%	0.00%	1.00%	1.00%	1.00%
CLS	Outpatient Growth					2.00%	2.00%	2.00%	2.00%
AHFM	Outpatient Growth					1.00%	1.00%	1.00%	1.00%
SFCMG	Outpatient Growth					1.00%	1.00%	1.00%	1.00%
SFMG (WPA)	Outpatient Growth					2.00%	2.00%	2.00%	2.00%
PATH	Outpatient Growth					1.00%	1.00%	1.00%	1.00%

<u>Revenues:</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
Gross Patient Service Revenue	9.00%	9.00%	9.00%	9.00%
<u>SFHMC & MSRH Reimbursement Rates:</u>				
Medicare	3.00%	2.00%	2.00%	2.00%
Medicare Mgd Care	3.00%	2.00%	2.00%	2.00%
Medicaid	0.00%	0.00%	0.00%	0.00%
SAGA	0.00%	0.00%	0.00%	0.00%
Medicaid Mgd Care	0.00%	0.00%	0.00%	0.00%
HMO / Commercial	9.00%	9.00%	7.00%	6.00%
Anthem	9.00%	9.00%	7.00%	6.00%
Self Pay	2.00%	1.00%	1.00%	1.00%
Other	2.00%	1.00%	1.00%	1.00%
DSH/Urban Pool	0.00%	0.00%	0.00%	0.00%
<u>CLS Outpatient Reimbursement Rates:</u>				
Medicare	2.00%	2.00%	2.00%	2.00%
Medicare Mgd Care	2.00%	2.00%	2.00%	2.00%
Medicaid	0.00%	0.00%	0.00%	0.00%
SAGA	0.00%	0.00%	0.00%	0.00%
Medicaid Mgd Care	0.00%	0.00%	0.00%	0.00%
HMO / Commercial	5.00%	3.00%	2.00%	2.00%
Anthem	5.00%	3.00%	2.00%	2.00%
Self Pay	1.00%	1.00%	1.00%	1.00%
Other	1.00%	1.00%	1.00%	1.00%
SFMG (WPA)	3.00%	3.00%	3.00%	3.00%
AHFM	0.00%	0.00%	0.00%	0.00%
SFCMG	3.00%	3.00%	3.00%	3.00%
PATH	0.00%	0.00%	0.00%	0.00%
Other Operating Revenue	3.00%	3.00%	3.00%	3.00%

<u>Expense Inflation:</u>	<u>%</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
	<u>Variable</u>				
Routine Salaries	100.00%	4.00%	4.00%	4.00%	4.00%
Ancillary Salaries	50.00%	4.00%	4.00%	4.00%	4.00%
Support Salaries	10.00%	4.00%	4.00%	4.00%	4.00%
Other Salaries	10.00%	4.00%	4.00%	4.00%	4.00%
Contract Labor	10.00%	4.00%	4.00%	4.00%	4.00%
Benefits (% of salary)		27.32%	27.32%	27.32%	27.32%
Professional Fees	0.00%	4.80%	4.50%	4.50%	4.50%
Medical Supplies	95.00%	3.00%	3.00%	4.00%	4.00%
Other Supplies	30.00%	3.00%	3.00%	4.00%	4.00%
Drugs & Pharmaceuticals	95.00%	10.00%	10.00%	10.00%	10.00%
Purchased Services	0.00%	4.00%	4.00%	4.00%	4.00%
Insurance	0.00%	4.00%	4.00%	4.00%	4.00%
Utilities	0.00%	8.00%	8.00%	8.00%	8.00%
Other	0.00%	4.00%	4.00%	4.00%	4.00%
Facilities	0.00%	4.00%	4.00%	4.00%	4.00%

000's Omitted

Income Statement	FY 2008	FY 2009	FY 2010	Projection Years			
				FY 2011	FY 2012	FY 2013	FY 2014
Patient Revenue							
Inpatient Services	732,163	779,378	867,727	980,068	1,109,584	1,238,714	1,382,898
Outpatient Services	<u>594,304</u>	<u>672,567</u>	<u>756,584</u>	<u>839,662</u>	<u>931,989</u>	<u>1,034,472</u>	<u>1,148,227</u>
Gross Patient Revenue	1,326,467	1,451,945	1,624,311	1,819,730	2,041,573	2,273,186	2,531,125
Deductions from Patient Revenue							
Contractual Discounts	704,636	804,697	931,982	1,074,529	1,241,225	1,426,717	1,636,928
Provision for Charity	<u>14,076</u>	<u>13,609</u>	<u>15,461</u>	<u>17,684</u>	<u>20,052</u>	<u>22,547</u>	<u>25,350</u>
Total Deductions from Revenue	<u>718,712</u>	<u>818,306</u>	<u>947,443</u>	<u>1,092,213</u>	<u>1,261,277</u>	<u>1,449,264</u>	<u>1,662,278</u>
Net Patient Revenue	607,755	633,639	676,868	727,517	780,296	823,922	868,847
Other Operating Revenue	<u>58,647</u>	<u>62,886</u>	<u>65,919</u>	<u>68,186</u>	<u>70,549</u>	<u>73,014</u>	<u>75,586</u>
Total Operating Revenue	666,402	696,525	742,787	795,703	850,845	896,936	944,433
Operating Expenses							
Salaries and Wages	291,921	295,393	303,868	321,509	340,656	358,704	377,763
Employee Benefits	74,499	69,081	78,529	84,567	89,639	94,410	99,451
Contract Labor	9,548	6,125	5,434	5,652	5,878	6,113	6,358
Professional fees	14,888	13,240	14,062	14,737	15,400	16,093	16,817
Supplies	93,019	88,429	91,740	96,760	102,187	108,275	114,734
Drugs and Pharmaceuticals	26,765	31,288	31,644	35,763	40,476	45,453	51,043
Purchased Services	36,502	37,297	37,980	39,499	41,079	42,723	44,432
Depreciation & Amortization	25,973	26,234	26,709	31,203	35,855	37,488	39,175
Interest	5,405	7,309	9,954	14,830	14,663	14,492	14,312
Other	66,959	70,051	83,405	84,635	88,436	92,382	96,513
Bad Debt	<u>29,078</u>	<u>23,545</u>	<u>30,227</u>	<u>33,856</u>	<u>37,975</u>	<u>42,278</u>	<u>47,068</u>
Total Operating Expenses	<u>674,556</u>	<u>667,992</u>	<u>713,552</u>	<u>763,011</u>	<u>812,244</u>	<u>858,410</u>	<u>907,666</u>

000's Omitted

	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	<u>Projection Years</u>			
				<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
Income Statement (continued)							
Excess of Revenue over Expenses from Operations	(\$8,154)	\$28,533	\$29,235	\$32,692	\$38,601	\$38,526	\$36,767
Nonoperating Revenue							
Investment Income	0	0	0	0	0	0	0
Interest Expense	0	0	0	0	0	0	0
Unrestricted Contributions	0	0	0	0	0	0	0
Other	<u>764</u>	<u>(9,172)</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Nonoperating Revenue	<u>764</u>	<u>(9,172)</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Excess of Revenue over Expenses Before Extraordinary Items	<u>(7,390)</u>	<u>19,361</u>	<u>29,235</u>	<u>32,692</u>	<u>38,601</u>	<u>38,526</u>	<u>36,767</u>
Extraordinary Items	(17,757)	(2,614)	0	0	0	0	0
Excess of Revenue over Expenses	<u>(\$25,147)</u>	<u>\$16,747</u>	<u>\$29,235</u>	<u>\$32,692</u>	<u>\$38,601</u>	<u>\$38,526</u>	<u>\$36,767</u>

	000's Omitted			Projection Years			
	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
Balance Sheet - Assets							
Current Assets							
Cash	\$59,170	\$99,265	\$139,826	\$169,175	\$208,871	\$253,204	\$296,348
Current Portion of Assets							
Limited As To Use	4,906	4,471	3,640	3,589	3,536	3,395	3,326
Accounts Receivable Net of Reserves	81,788	75,159	81,295	87,384	93,786	99,061	104,490
Third Party Settlements	0	0	0	0	0	0	0
Supply Inventories, at cost	3,911	4,353	4,353	4,596	4,860	5,151	5,461
Prepaid Expenses and Other	<u>13,552</u>	<u>15,755</u>	<u>16,505</u>	<u>17,583</u>	<u>18,753</u>	<u>19,948</u>	<u>21,211</u>
Total Current Assets	<u>163,327</u>	<u>199,003</u>	<u>245,619</u>	<u>282,327</u>	<u>329,806</u>	<u>380,759</u>	<u>430,836</u>
Assets Limited as to Use							
Trusteed Assets	200,598	180,784	114,784	81,771	81,771	81,771	81,771
Board Designated Investments	<u>45,619</u>	<u>26,129</u>	<u>53,875</u>	<u>58,200</u>	<u>61,511</u>	<u>63,194</u>	<u>66,049</u>
Total Assets Limited as to Use	246,217	206,913	168,659	139,971	143,282	144,965	147,820
Property, Plant and Equipment							
Cost	681,641	705,774	729,688	939,935	965,785	991,635	1,017,485
Accumulated Depreciation	420,042	445,973	472,682	503,883	539,738	577,224	616,400
Construction in Progress	<u>48,324</u>	<u>106,269</u>	<u>152,269</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net PP&E	309,923	366,070	409,275	436,052	426,047	414,411	401,085
Other Assets							
Investment in Subsidiaries	(0)	0	4,553	4,553	4,553	4,553	4,553
Unamortized Financing Fees	3,166	2,999	2,999	2,999	2,999	2,999	2,999
Start-up Costs	0	0	0	0	0	0	0
Other Long-Term Assets	<u>37,059</u>	<u>20,308</u>	<u>15,674</u>	<u>15,641</u>	<u>15,608</u>	<u>15,575</u>	<u>15,542</u>
Total Other Assets	<u>40,224</u>	<u>23,307</u>	<u>23,226</u>	<u>23,193</u>	<u>23,160</u>	<u>23,127</u>	<u>23,094</u>
Total Assets	<u>\$759,691</u>	<u>\$795,293</u>	<u>\$846,778</u>	<u>\$881,542</u>	<u>\$922,294</u>	<u>\$963,261</u>	<u>\$1,002,834</u>

000's Omitted

Projection Years

	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
Balance Sheet - Liabilities and Net Assets							
Current Liabilities							
Notes Payable - Line of Credit	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Current Maturities of Debt	40,645	11,140	4,371	4,545	4,728	4,728	4,728
A/P and Accrued Expenses	78,547	87,000	90,973	96,935	103,112	109,018	115,324
Third Party Settlements	4,559	6,724	6,735	7,114	7,472	7,765	8,070
Other Accrued Liabilities	<u>(288)</u>	<u>167</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Current Liabilities	<u>123,463</u>	<u>105,031</u>	<u>102,079</u>	<u>108,594</u>	<u>115,312</u>	<u>121,511</u>	<u>128,122</u>
Other Liabilities							
Other LT Liabilities -1	136,345	216,496	233,107	233,107	233,107	233,107	233,107
Other LT Liabilities -2	<u>0</u>						
Total Other Liabilities	136,345	216,496	233,107	233,107	233,107	233,107	233,107
Long-Term Debt	233,010	241,638	237,267	232,722	227,994	223,267	218,539
Net Assets							
Total Fund	<u>266,871</u>	<u>232,125</u>	<u>274,321</u>	<u>307,115</u>	<u>345,877</u>	<u>385,372</u>	<u>423,062</u>
Total Liabilities & Net Assets	<u>\$759,689</u>	<u>\$795,290</u>	<u>\$846,775</u>	<u>\$881,539</u>	<u>\$922,291</u>	<u>\$963,258</u>	<u>\$1,002,831</u>

000's Omitted

	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	Projection Years			
				<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
Cash Flow Statement							
Sources of Cash:							
Excess of Revenues over Expenses from Operations		\$28,533	\$29,235	\$32,692	\$38,601	\$38,526	\$36,767
Net Nonoperating Income, Excluding Interest Income and Expense		(9,172)	0	0	0	0	0
Extraordinary Items		(2,614)	0	0	0	0	0
Items Not Affecting Working Capital:							
Depreciation		26,234	26,709	31,203	35,855	37,488	39,175
Amortization of Financing Costs		0	0	0	0	0	0
Other		45,576	29,654	135	194	1,002	956
Long Term Debt Proceeds		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Sources of Cash		<u>88,557</u>	<u>85,598</u>	<u>64,030</u>	<u>74,650</u>	<u>77,016</u>	<u>76,898</u>
Uses of Cash:							
Change in Working Capital, Excluding Current Portion of Debt		(15,057)	3,068	1,069	1,301	562	391
Additions to Property, Plant & Equipment, net		\$82,381	\$69,914	\$57,980	\$25,850	\$25,852	\$25,849
Long Term Debt Principal Repayments		<u>20,877</u>	<u>11,140</u>	<u>4,371</u>	<u>4,545</u>	<u>4,727</u>	<u>4,728</u>
Total Uses of Cash		<u>88,201</u>	<u>84,122</u>	<u>63,420</u>	<u>31,696</u>	<u>31,141</u>	<u>30,968</u>

000's Omitted

Projection Years

Cash Flow Statement (continued)	<u>FY 2008</u>	<u>FY 2009</u>	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>
	Cash Provided (Used) Prior to Interest Income		356	1,476	610	42,954	45,875
Cash Provided from Interest Income		0	0	0	0	0	0
Cash Used by Interest Expense		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Cash Provided (Used)		356	1,476	610	42,954	45,875	45,930
Cash Balance, beginning of period		<u>310,293</u>	<u>310,649</u>	<u>312,125</u>	<u>312,735</u>	<u>355,689</u>	<u>401,564</u>
Cash Balance, end of period		<u>\$310,649</u>	<u>\$312,125</u>	<u>\$312,735</u>	<u>\$355,689</u>	<u>\$401,564</u>	<u>\$447,494</u>
Summary of Cash and Investments							
Operating Cash	\$59,170	\$99,265	\$139,826	\$169,175	\$208,871	\$253,204	\$296,348
Board Designated Assets	45,619	26,129	53,875	58,200	61,511	63,194	66,049
Trusted Assets	<u>205,504</u>	<u>185,255</u>	<u>118,424</u>	<u>85,360</u>	<u>85,307</u>	<u>85,166</u>	<u>85,097</u>
Total	<u>\$310,293</u>	<u>\$310,649</u>	<u>\$312,125</u>	<u>\$312,735</u>	<u>\$355,689</u>	<u>\$401,564</u>	<u>\$447,494</u>

Appendix B

Process Participants

Many individuals participated in and contributed to this process. They included representatives from Saint Francis *Care* leadership groups, caregivers and staff, as well as participants from external organizations. The following pages list participants according to these groups. Since some individuals belong to several groups and committees, some participants are listed more than once.

Visioning Group

Name	Title
Christopher Dadlez	President & Chief Executive Officer
Walter Harrison, Ph.D.	Board of Directors/Governance & Nominations Committee
R. Christopher Hartley	Senior Vice President/Planning & Facilities Development
Karl Krapek	Board of Directors/Chair, Strategic Planning Committee/Compensation & Management Development Committee
Gregory Makoul, Ph.D.	Senior Vice President, Innovation & Quality Integration/Chief Academic Officer
John W. Rodgers, M.D.	Board of Directors/Prime Health Care, PC
Kathleen Roche	Executive Vice President/Chief Operating Officer
Steven Rosenberg	Senior Vice President/Chief Financial Officer
Howard Shaw, M.D.	Chairman/Director Department of Obstetrics & Gynecology/Chief Quality Officer

Strategic Planning Committee

Name	Title
Karl Krapek – Chairman	Board of Directors/Managing Director, The Keystone Companies, LLC
Edward G. Caputo	Board of Directors/President, Caputo Capital Investments
Surendra Chawla, M.D.	Board of Directors/Surgical Director, Hoffman Heart Institute
Bernard Clark, M.D.	Chairman/Director Department of Medicine
Gary Cohen, M.D.	Collins Medical Associates 2, PC
Christopher Dadlez	President & Chief Executive Officer
Hema deSilva, M.D.	Chairman/Director Department of Pediatrics/President Medical Staff
P. Anthony Giorgio, Ph.D.	Board of Directors/Managing Director, The Keystone Companies, LLC
John J. Mara, M.D.	Board of Directors/Hartford Orthopedic Surgeons
John W. Rodgers, M.D.	Board of Directors/Prime Health Care, PC
Andrew Sadanowicz	Board of Directors/Director, Global Business Development
Roalind Shenkman, L.C.S.W.	Board of Directors
Brian Van Linda, M.D.	Prime Health Care, PC
Jean- Pierre van Rooy	Board of Directors

Strategic Planning Committee Staff:

Megan Durning	Manager, Physician Relations & Network Development
Christopher Hartley – Staff Liaison	Senior Vice President, Planning & Facilities Development
Mary Ann Hanley	Administrative Liaison
Rolf Knoll, M.D.	Senior Vice President/Chief Medical Officer
Gregory Makoul, Ph.D.	Senior Vice President, Innovation & Quality Integration/Chief Academic Officer
Kathleen Roche	Executive Vice President/Chief Operating Officer
Steven Rosenberg	Senior Vice President/Chief Financial Officer
Elizabeth Rotavera	Senior Planning Associate
James Schepker	Senior Vice President, Marketing & Business Development

Steering Committee

Name	Title
Joseph Bisson	Vice President, Business Development
Sister Judith Carey, RSM, Ph.D.	Vice President, Mission Integration
Jeffrey Chitester	Senior Vice President/Chief Human Resource Officer
Bernard Clark, M.D.	Chairman/Director Department of Medicine
Christopher Dadlez	President & Chief Executive Officer
Kathleen DeMatteo	Vice President/Chief Information Officer
Hema deSilva, M.D.	Chairman/Director Department of Pediatrics/President Medical Staff
Daniel Diver, M.D.	Chief of Cardiology/Affiliation Corporation
Megan Durning	Manager, Physician Relations & Network Development
Christopher Hartley	Senior Vice President, Planning & Facilities Development
Mary Inguanti, R.Ph., M.P.H., FASCP	Vice President, Operations
Edward Johnson, DDS	Senior Vice President, Mount Sinai Campus
Rolf Knoll, M.D.	Senior Vice President/Chief Medical Officer
Jess Kupec	President & Chief Executive Officer, Saint Francis HealthCare Partners
Gregory Makoul, Ph.D.	Senior Vice President, Innovation & Quality Integration/Chief Academic Officer
Robert McAllister, M.D.	Hartford Orthopedic Surgery/Co-Director CJRI
Kathleen Roche	Executive Vice President/Chief Operating Officer
John W. Rodgers, M.D.	Board of Directors/Prime Health Care, PC

Name	Title
Steven Rosenberg	Senior Vice President/Chief Financial Officer
Elizabeth Rotavera	Senior Planning Associate
James Schepker	Senior Vice President, Marketing & Business Development
Jennifer Schneider	Vice President, Lean Redesign
Howard Shaw, M.D.	Chairman/Director Department of Obstetrics & Gynecology/Chief Quality Officer
Jeffrey Steinberg, M.D.	Chairman/Director Department of Surgery
Steven Wolf, M.D.	Chairman, Department of Emergency Medicine

Inter-Professional Review Groups

Name	Title
Laura Bailey	Nurse Manager, Delivery Room
Kimberly Beekman	Executive Director, CJRI
Ellison Berns, M.D.	Cardiac Electrophysiology Cardiovascular Disease/Internal Medicine
Robert Cushman, M.D.	Director, Family Medicine
Luis Diez, M.D.	System Medical Director of Ambulatory Services
Robert Falaguerra	System VP, Facilities, Support Services & Construction
Rene Gilbert	Director, Hospital Information Systems
Mary Ann Hanley	Administrative Liaison
Robert Krug, M.D.	Chairman/Director Rehab Services/Medical Director Mt. Sinai Rehab Hospital
Patti LaMonica	Interim VP, PCS/Director, Emergency Department, IV, Respiratory
Kathleen Luczyk	Chief Operating Officer, CLS
Sharon O'Brien	Manager, Integrative Medicine
Suzanne Onorato, Ph.D.	Administrative Director, Heart Clinical Programs
Len Quartararo	Director, Radiology & Imaging Services
Frank Rosenberg, M.D.	President, Woodland Anesthesiology Associates/Chief of Anesthesiology
Stuart Rosenberg	Director, Human Resources North Campus
Steven Ruby, M.D.	Vascular Surgery
Kimberly Samele	Nurse Manager, Surgery
Jonathan Sporn, M.D.	Chief, Section of Hematology & Oncology/Director, Saint Francis/Mt. Sinai Cancer Center
Donald Straceski	Vice President, Finance Management
Maria Summa	Director, Pharmacy
Michael Twohig, M.D.	Chairman, Department of Radiology

Leadership Summit

Name	Title/Committee
Sally Ardolino, M.D.	Saint Francis HealthCare Partners Board
L. Jeffrey Baldwin	Board of Directors/Audit & Corporate Compliance Committee/Finance Committee
Wallace Barnes	Public Policy Advisory Committee
George H. Barrows, M.D.	Chairman/Director Department Pathology/Laboratory
Reverend Thomas J. Barry, J.C.L., L.D.	Vice Chair, Board of Directors/Chair, Governance & Nomination Committee
Ellison Berns, M.D.	Cardiac Electrophysiology Cardiovascular Disease/Internal Medicine
Joseph Bisson	Vice President, Business Development
Teresa Bolton, Esq.	Vice President, Legal Affairs
Barbara Calderone	Board of Directors/Quality & Medical Affairs Committee
Stephen Calderon, M.D.	Chairman, Department of Neurosurgery
Ernesto Canalis, M.D.	Director, Department of Research
Edward G. Caputo	Board of Directors/Strategic Planning Committee
Sister Judith Carey, RSM, Ph.D.	Vice President, Mission Integration
Angelo Carrabba, M.D.	Collins Medical Associates 2 , PC
Debra Turcotte-Carragher	Executive Director, Saint Francis Medical Group
Stephen T. Cassano	Chair, Chairman's & President's Council/ Public Policy Advisory Committee
Surendra Chawla, M.D.	Board of Directors/Surgical Director, Hoffman Heart Institute/Strategic Planning Committee
Jeffrey Chitester	Senior Vice President/Chief Human Resource Officer
William Cibes	Finance Committee
Bernard Clark, M.D.	Chairman/Director Department of Medicine
Gary Cohen, M.D.	Collins Medical Associates 2, PC
Matthew Colliton, M.D.	Saint Francis HealthCare Partners Board
Robert Cushman, M.D.	Director, Family Medicine
Christopher Dadlez	President & Chief Executive Officer
Abe Daoud, M.D.	Director, Minimally Invasive Surgery
Lynn Davis, M.D.	Chairman's & President's Council
Kathleen DeMatteo	Vice President/Chief Information Officer
Luis Diez, M.D.	System Medical Director of Ambulatory Clinics
Hema deSilva, M.D.	Board of Directors/Chairman/Director Department of Pediatrics/President Medical Staff
Daniel Diver, M.D.	Chief, Section of Cardiology/Affiliation Corporation

Name	Title/Committee
Megan Durning	Manager, Physician Relations & Network Development
Robert Ellis	Board of Directors/Chair, Audit & Corporate Compliance Committee/Finance Committee
Robert Falaguerra	System VP, Facilities, Support Services & Construction
Robert W. Fiondella	Chairman's & President's Council
Terry B. Fletcher	Board of Directors
Malcolm A. Galen, M.D.	Associate Medical Director, Saint Francis HealthCare Partners Board
John Giamalis, C.P.A.	Board of Directors/Chair, Audit & Corporate Compliance Committee/Finance Committee/Compensation & Management Development Committee
P. Anthony Giorgio, Ph.D.	Board of Directors/Chair, Mission Integration Committee/Strategic Planning Committee
Richard Gordon	Board of Directors/Public Policy Advisory Committee
Delores P. Graham	Chairman's & President's Council
Robert Green, M.D.	Collins Medical Associates 2, PC
Mary Ann Hanley	Administrative Liaison
Martha Hartle	Board Administrator
Walter Harrison, Ph.D.	Board of Directors/Governance & Nominations Committee
R. Christopher Hartley	Senior Vice President, Planning & Facilities Development
Sister Sally M. Hodgdon, C.S.J.	Audit & Corporate Compliance Committee
Jeffrey S. Hoffman	Board of Directors/Finance Committee
Mary Inguanti, R.Ph., M.P.H., FASCP	Vice President, Operations
Phaniraj Iyengar, M.D.	Director, Stroke Center
Ronald D. Jarvis	Board of Directors/Finance Committee/Governance & Nominations Committee/Compensation & Management Development Committee
Edward Johnson, DDS	Senior Vice President, Mt. Sinai Campus
Peter G. Kelly	Board of Directors/Public Policy Advisory Committee
Surendra Khera, M.D.	Chief, Section of Hospitalist Medicine
Ronald Kimmel, M.D.	Saint Francis HealthCare Partners Board
Rolf Knoll, M.D.	Senior Vice President/Chief Medical Officer
Thomas Knox, M.D.	Saint Francis HealthCare Partners Board
Karl J. Krapek	Board of Directors/Chair, Strategic Planning Committee/Compensation & Management Development Committee
Robert Krug, M.D.	Chairman/Director Rehab Services/Medical Director Mt. Sinai Rehab Hospital
Jess Kupec	President/CEO Saint Francis HealthCare Partners
Bimalin Lahiri, M.D.	Board of Directors/Department of Pulmonary Medicine
Sister Dolores Lahr, CSJ	Board of Directors/Mission Integration Committee
Patti LaMonica, RN., M.S.N.	Interim VP, PCS/Director, Emergency Department, IV, Respiratory
Sheri Lemieux	Assistant to President & CEO
David Lentini	Board of Directors/Audit & Corporate Compliance Committee

Name	Title/Committee
Susan Link	Collins Medical Associates 2, PC
Zachary Macinski, M.D.	Department of Neurology
Gregory Makoul, Ph.D.	Senior Vice President, Innovation & Quality Integration/Chief Academic Officer
Joyce D. Mandell	Board of Directors
Most Reverend Henry J. Mansell, D.D.	Chair, Board of Directors
John J. Mara, M.D.	Board of Directors/Finance Committee/Strategic Planning Committee
Anne Massucco, M.D.	Department of OB/GYN
James Martino, M.D.	Saint Francis HealthCare Partners Board
Robert McAllister, M.D.	Hartford Orthopedic Surgery/Co-Director CJRI
Rev. Msgr. John McCarthy	Board of Directors/Mission Integration Committee
E. Merritt McDonough, Jr.	Board of Directors/Mission Integration Committee
Paul Mitchell, DMD	Director, Department of Dentistry
Gwendolyn Moraski, M.D.	Department of Anesthesiology
Michael Moustakakis, M.D.	Saint Francis HealthCare Partners Board
Timothy J. Moynihan	Public Policy Advisory Committee
Thomas F. Mullaney, Jr.	Finance Committee
Richard Newman, M.D.	Department of Surgery/Co-Director Minimally Invasive
Daniel O'Connell	Board of Directors/Compensation & Management Development Committee
Howard W. Orr	Chairman, Rehab Board of Directors/Quality & Medical Affairs Committee
Paul Pendergast	Senior Vice President/Chief Development Officer/President, Saint Francis Foundation
Murtha Prakash, M.D.	Department of Cardiovascular Disease/Internal Medicine
Leonard Quartararo	Director, Radiology & Imaging Services
Ioannis Raftopoulos, M.D.	Director, Bariatric Surgery
Gilberto Ramirez, M.D.	Saint Francis HealthCare Partners Board
Surita Rao, M.D.	Director, Department of Behavioral Health
Curtis Robinson	Board of Directors/Finance Committee/Governance & Nominations Committee/Public Policy Advisory Committee
Kathleen Roche, MSRN	Executive Vice President/Chief Operating Officer
John Rodgers, M.D.	Board of Directors/Strategic Planning Committee
Galo Rodriguez	Board of Directors/Quality & Medical Affairs Committee
Frank Rosenberg, M.D.	President, Woodland Anesthesiology Associates/Chief of Anesthesiology
Steven Rosenberg	Senior Vice President/Chief Financial Officer
Elizabeth Rotavera	Senior Planning Associate
Steven T. Ruby, M.D.	Department of Vascular Surgery
Andrew Sadanowitz	Board of Directors/Strategic Planning Committee
Susan J. Sappington	Board of Directors/Mission Integration Committee
James Schepker	Senior Vice President, Marketing & Business Development
Ruth Schleifer, M.D.	Department of OB/GYN
Henry Scherer, Jr.	Board of Directors/Quality & Medical Affairs Committee/Affiliation Corporation

Name	Title/Committee
Jennifer Schneider	Vice President, Lean Redesign
Philip J. Schulz	Board of Directors/Chairman, Finance Committee
Steven Schutzer, M.D.	Department of Orthopedic Surgery
Howard Shaw, M.D.	Chairman/Director Department of Obstetrics & Gynecology/Chief Quality Officer
Rosalind Shenkman, L.C.S.W.	Board of Directors/Strategic Planning Committee
Richard Shumway, M.D.	Department of Radiation Oncology
Jonathan R. Sporn, M.D.	Chief, Section of Hematology & Oncology/Director, Saint Francis/Mt. Sinai Cancer Center
Jeffrey Steinberg, M.D.	Chairman/Director Department of Surgery
Richard Stone, M.D.	Department of Gastroenterology
Donald Straceski	Vice President, Finance Management
Tony Taschner	Chairman's & President's Council
John Thayer, M.D.	Department of Cardiac/Thoracic Surgery
G. Thomas Trono, M.D.	Chairman/Director Department of Urology
Debra Turcotte-Carragher	Executive Director, Saint Francis Medical Group
Michael Twohig, M.D.	Chairman, Department of Radiology
Brian Van Linda	Saint Francis HealthCare Partners Board/Strategic Planning Committee
Jean-Piere van Rooy	Board of Directors/Chair, Public Policy Advisory Committee
Peter Wade, M.D.	Department of Neurology
Steven Wolf, M.D.	Chairman, Department of Emergency Medicine
Roy Zagieboylo, M.D.	Saint Francis HealthCare Partners Board
Anthony Zaldonis, M.D.	Department of Gastroenterology/Internal Medicine
Kristen Zarfos, M.D.	Director, The Comprehensive Breast Health Center
Gordon Zimmerman, M.D.	Department of Orthopedic Surgery

Interviews/Other Contributors

Name	Title/Committee
Reverend Thomas J. Barry, J.C.L., L.D.	Vice Chair, Board of Directors/Chair, Governance & Nomination Committee
Kurt Barwis	President & Chief Executive Officer, Bristol Hospital
Joseph Bisson	Vice President, Network Management
Jeffrey Chitester	Senior Vice President/Chief Human Resource Officer
Bernard Clark, M.D.	Chairman/Director Department of Medicine
Gary Cohen, M.D.	Collins Medical Associates 2, PC
Robert Cushman, M.D.	Director of Family Medicine
Christopher Dadlez	President & Chief Executive Officer
Kathleen DeMatteo	Vice President/Chief Information Officer
Hema deSilva, M.D.	Board of Directors/Chair/Director Dept. of Pediatrics/President Medical Staff
Daniel Diver, M.D.	Chief of Cardiology/Affiliation Corporation
Robert Ellis	Board of Directors/Chair, Audit & Corporate Compliance Committee/Finance Committee
John Giamalis, C.P.A.	Board of Directors/Audit & Corporate Compliance Committee/Finance Committee/Compensation & Management Development Committee
P. Anthony Giorgio, Ph.D.	Board of Directors/Chair, Mission Integration Committee/Strategic Planning Committee
Robert Green, M.D.	Collins Medical Associates 2, PC
Oz Griebel	Chief Executive Officer, MetroHartford Alliance
Walter Harrison, Ph.D.	Board of Directors/Governance & Nominations Committee
Mary Inguanti, R.Ph., M.P.H., FASCP	Vice President, Operations
Jennifer Jackson	President, Connecticut Hospital Association
Peter Karl	Chief Executive Officer, Eastern Connecticut Health Network
Rolf Knoll, M.D.	Senior Vice President/Chief Medical Officer
Robert Krug, M.D.	Chairman/Director Rehab Services/Medical Director Mt. Sinai Rehab Hospital
Jess Kupec	President & CEO Saint Francis HealthCare Partners
Gregory Makoul, Ph.D.	Sr. Vice President/Innovation & Quality Integration/Chief Academic Officer
Joyce D. Mandell	Board of Directors
Most Reverend Henry J. Mansell, D.D.	Chair, SFH Board of Directors
John J. Mara, M.D.	Board of Directors/Hartford Orthopedic Surgeons
Robert McAllister, M.D.	Hartford Orthopedic Surgery/Co-Director CJRI
Daniel O'Connell	Board of Directors/Compensation & Management Development Committee
John Papandrea, M.D.	Department of Internal Medicine
Ioannis Raftopoulos, M.D.	Director, Bariatric Surgery
Jack Reed	Chief Executive Officer, ProHealth Group
Kathleen Roche, MSRN	Executive Vice President/Chief Operating Officer
John Rodgers, M.D.	Board of Directors/Strategic Planning Committee
James Schepker	Vice President, Marketing & Business Development

Name	Title/Committee
Philip J. Schulz	Board of Directors/Chairman, Finance Committee
Howard Shaw, M.D.	Chairman/Director Department of Obstetrics/Gynecology/Chief Quality Officer
Jeffrey Steinberg, M.D.	Chairman/Director Department of Surgery
Jonathan R. Sporn, M.D.	Chief, Section of Hematology & Oncology/Director, Saint Francis/Mt. Sinai Cancer Center
Thomas Terenzi, M.D.	Department of Internal Medicine, Section of Rheumatology
Michael Twohig, M.D.	Chairman, Radiology
David Walters, M.D.	Department of Colon & Rectal Medicine
Steven Wolf, M.D.	Chairman/Department of Emergency Medicine

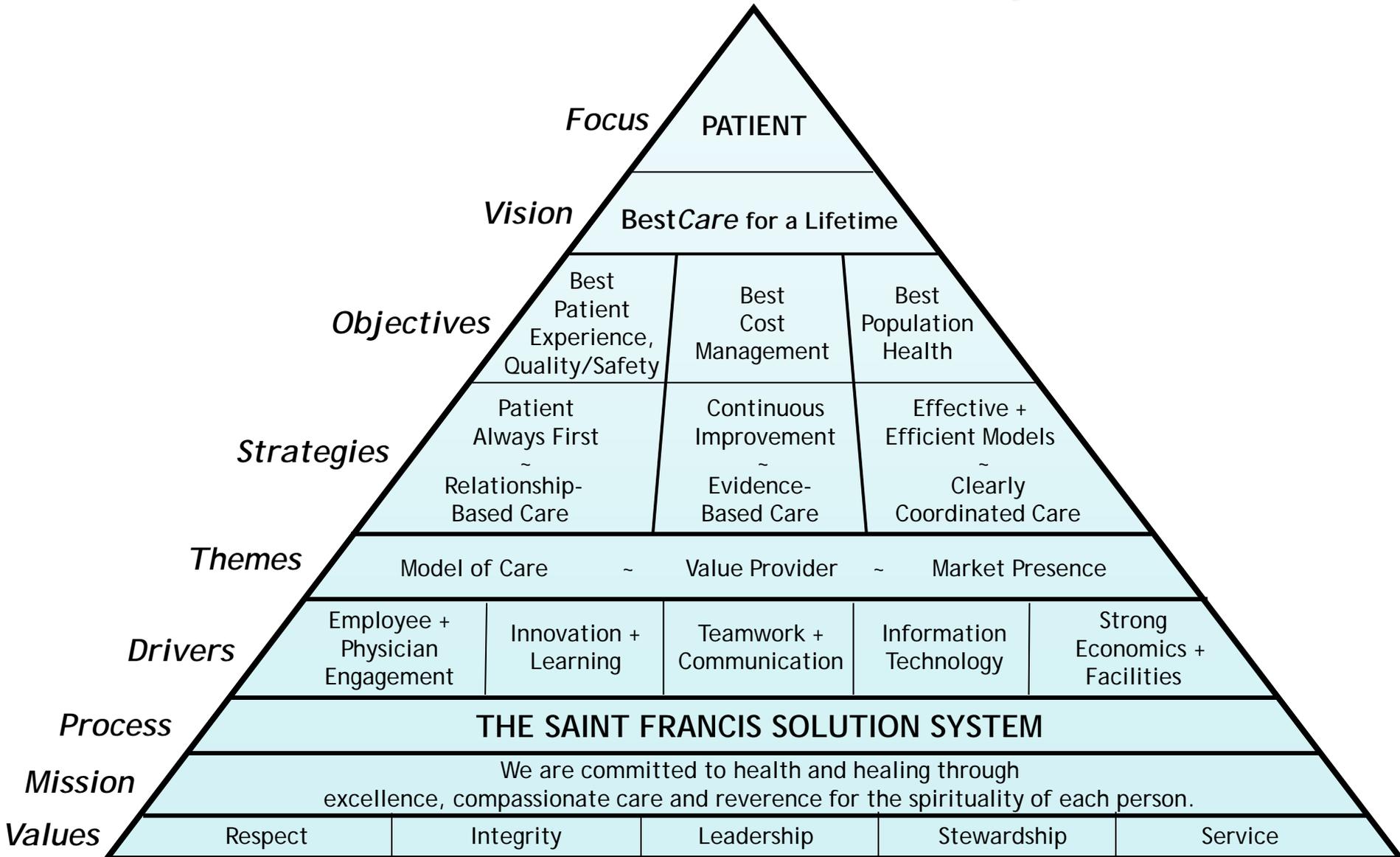
Appendix C

Physician Resource Targets

Primary Care			Medical Specialties			Surgical Specialties		
Recruit 81 primary care physicians into the system based on the following specialty targets and timeframes:			Recruit 70 medical specialists into the system based on the following specialty targets and timeframes			Recruit 42 surgical specialists into the system based on the following specialty targets and timeframes:		
Specialties	Recruitment Targets, FY 2010	Total Physicians Targeted for Recruitment FY 2010 – FY 2014	Specialties	Recruitment Targets, FY 2010	Total Physicians Targeted for Recruitment FY 2010 – FY 2014	Specialties	Recruitment Targets, FY 2010	Total Physicians Targeted for Recruitment FY 2010 – FY 2014
IM/FP	11	56	Allergy	0	0	Cardiovascular	0	2
OB/GYN	2	11	Cardiology	0	11	Colon & Rectal	0	2
Pediatrics	2	11	Cardiology - EP	0	2	General	0	4
Neonatology	0	1	Dermatology	2	6	Neurosurgery	1	3
Maternal/Fetal	1	2	Endocrinology	1	4	Ophthalmology	0	4
			Gastroenterology	2	8	Orthopedics	1	8
			Hem/Onc	1	4	ENT	1	5
			Infect. Disease	0	2	Plastic Surgery	1	3
			Nephrology	0	2	Vascular Surgery	0	2
			Neurology	2	4	Oncology Surgery	1	4
			Psychiatry	1	9	Urology	1	5
			Physiatry	1	2			
			Pulmonary Med.	2	12			
			Radiation Oncology	0	1			
			Rheumatology	0	3			
Total	16	81	Total	12	70	Total	6	42

EXHIBIT 3

Saint Francis Care Value System



Saint Francis Care's Corporate Strategy is to develop a virtually integrated, accountable care system that delivers BestCare for a Lifetime through aligned providers. In implementing this strategy, we will achieve: Triple Aim Objectives (↑ population health, ↑ patient care experience, ↓ costs) and profitable growth.

EXHIBIT 4

Saint Francis Care ~ Service Lines and Support Platforms

Service Lines

Behavioral Health

Cardiovascular

Connecticut Joint Replacement Institute

Emergency Medicine & Pre-Hospital

Medicine

Oncology

Physical Medicine & Rehabilitation

Primary Care

Surgery

Women & Children

Support Platforms

Clinical

Care Coord / Case Mgt

Critical Care

Diagnostics

Infection Control

Informatics

Nursing Practice

Pastoral Care

Patient Liaisons

Pharmacy

Quality / Risk Mgt

Innovation & Learning

Education

Innovation

Leadership Development

Library

Performance Improvement

Research

SFC Solution System

Simulation

Business & Services

Business Development

Compliance

Enterprise Risk Mgt

Finance / Audit

Government Relations

Human Resources

Information Technology

Legal / Regulatory

Marketing / Comm

Mission Integration

Strategic Planning

Supply / Materials Mgt

Facilities

Biomedical

Engineering

Food Services

Housekeeping

Laundry

Security

Space Management

Transport

EXHIBIT 5

Population Health Management: The Intersection of Concept and Reality

CHRISTOPHER DADLEZ, FACHE

THE FEATURE ARTICLES in this issue of *Frontiers* offer different philosophies and approaches to meeting the Triple Aim of the Institute for Healthcare Improvement. Zenty, Bieber, and Hammack document a local and granular means of creating targeted accountable care organizations (ACOs) to make Triple Aim inroads toward ensuring the health of the discrete populations. Their “build on success” approach offers practical insights on developing mission, governance, and analytics to guide the creation of clinically oriented population health programs, in contrast to the “total population health” ambitions of Kindig and Isham.

Over the past five years, Saint Francis *Care* has been working on many of the same issues and initiatives mentioned in both of the feature articles, from population health management to clinical integration to aligning clinical and social services to developing accountable care models for several payers, including our own hospital, Medicare, and private insurers. Along the way, we have encountered the intersection of concept and reality and forged a path forward.

SAINT FRANCIS *Care*

Saint Francis *Care*, an integrated healthcare delivery system in central Connecticut, is the largest independent Catholic healthcare provider in New England. Our services cover the spectrum of patient needs, including community-based preventive and primary care, specialty care, high-acuity tertiary care, and post-acute care. Many of these services are provided through partnerships, affiliations, and relationships developed with other exceptional providers. Overall, Saint Francis *Care* provides access to almost 900 affiliated physicians, three hospital campuses, 12 satellite medical offices, and a variety of community clinics.

Christopher Dadlez, FACHE, is president and CEO of Saint Francis *Care* Inc. in Hartford, Connecticut.

With 617 licensed beds and 65 bassinets, the flagship of Saint Francis *Care* is Saint Francis Hospital and Medical Center in Hartford. The hospital expanded in 2011 with the addition of the ten-story John T. O'Connell Tower, featuring a state-of-the-art surgical pavilion, dedicated space for the Connecticut Joint Replacement Institute (CJRI), and an expanded emergency department (ED) with 70 treatment areas and a rooftop helipad for the LIFESTAR helicopter. In addition to CJRI, Saint Francis offers centers of excellence in cancer care, heart and vascular disease services, rehabilitation medicine, and women and infants' services. Indeed, Saint Francis opened its 24,500-square-foot Comprehensive Women's Health Center in November 2013, a site that combines breast health, heart health, gynecologic care, and integrative medicine services for women.

Our integrated healthcare delivery system also includes the Mount Sinai Rehabilitation Hospital, Connecticut's only free-standing acute care rehabilitation hospital, which shares space on campus with our Mandell Center for Multiple Sclerosis. In addition, Johnson Memorial Medical Center signed an affiliation agreement with Saint Francis in 2012. The central structure for our ACO is Saint Francis HealthCare Partners, a 50:50 physician-hospital partnership that provides clinical integration and comprehensive administrative support to 700 physicians in more than 200 practices.

A VISION FOR VALUE

While we have outstanding facilities, we have long recognized that a well-articulated strategy and aligned providers—not bricks and mortar—are the foundation for advancing healthcare delivery. Back in 2009, Saint Francis *Care* embarked on a unique strategic planning process with

an eye toward shaping an organization that would be well positioned to thrive in a changing and uncertain healthcare environment. The core working group was small but represented a diverse mix of administrators, physicians, and board members. *The Innovator's Prescription: A Disruptive Solution for Healthcare*, by Christensen, Grossman, and Hwang (2008), was assigned reading for this group.

From this work, we generated a compelling vision: BestCare for a Lifetime. The focus was on delivering value for patients across the continuum of care. In other words—and this was a major shift—we explicitly emphasized the importance of what happens outside the hospital. We were setting the stage to work toward accountable care and saw innovation and a coordinated infrastructure as key drivers.

To achieve the vision of BestCare for a Lifetime, our strategic plan called for a new organizational structure, with ten service lines that would set their sights to include the pre-acute/preventive, hospital, and post-acute environments: Behavioral Health, Cardiovascular, CJRI, Emergency Medicine, Medicine, Oncology, Physical Medicine and Rehabilitation, Primary Care, Surgery, and Women and Infants. The work of these service lines is facilitated by robust support platforms that include Business, Clinical Services, and Facilities, as well as our award-winning Innovation + Learning Center. As we had no illusions that a service line model of care was the only key to achieving our vision, the strategic plan also called for becoming a value provider and developing a geographic presence.

By adopting the definition of *value* as outcomes that matter to patients per dollars spent, we leveraged our new organizational structure to focus on the needs of our patients and communities across the continuum of care. To support our

increased emphasis on value, two dozen physicians and executives from Saint Francis have attended Harvard Business School courses presented by professors Michael Porter and Robert Kaplan to engage directly in the latest thinking on value measurement. Armed with a common vocabulary and shared understanding, these leaders were able to reach consensus on a standard Saint Francis approach to not only defining value but also defining outcomes that matter, engaging patients, defining cost, mapping processes, and prioritizing value-oriented projects. We

The ACO committee structure proved to be a valuable tool in closing the knowledge gap, at least for those most actively involved.

now have a clear mandate for value-driven design across the enterprise, with an aim to deliver value for patients, providers, and payers.

While focusing on value is the key to staying ahead of the curve in an accountable care world, the advent of funding based on total cost of care and annual budgets requires a coherent geographic presence. In our very competitive marketplace, we have pursued a clinically integrated network approach to avoid the pitfalls and expense of vertical integration. Our alignment strategy is based on providing as much infrastructure support in as many areas as possible, short of an outright acquisition of the practices. By providing infrastructure support, credentialing, contracting, care coordination, and information technology—as well as requiring compliance with our clinical integration approach—we were able to develop our advanced Clinical Integrated Network.

INVOLVING THE BOARD AND ENGAGING PHYSICIANS

As many population health initiatives and activities—even those focused on clinical

aspects—are relatively new for most healthcare systems, it is absolutely critical to involve the board of directors and engage physicians as equal partners in the transition from volume to value. Early on in our process of developing our population health strategy, we used our annual Board and Leadership Summit to provide context and solicit guidance.

The outcome of that approach was that our board of directors endorsed the recommendation to position Saint Francis HealthCare Partners as the foundation for ACO development, again emphasizing the importance of what happens in physician offices and communities (i.e., not just the hospital). Numerous educational sessions were developed and deployed for the physician community. They were offered at several sites, and physicians were invited to attend at a site of their choice. Our initial aim was to answer as many questions as possible regarding the Affordable Care Act, ACO development, population health, physician requirements, patient engagement, and shared savings.

In terms of governance, we initially created ten ACO committees. More than 170 physicians signed up to participate, with most expressing interest in the Committee on Finance and Shared Savings. The ACO committee structure proved to be a valuable tool in closing the knowledge gap, at least for those most actively involved. After two years in operation, the ACO committees were merged with the eight physician-hospital organization committees, as there was no need for them to operate in parallel universes.

Today, we have 12 committees, all meeting regularly and generating significant physician feedback. That said, we still have a significant knowledge gap. Although our providers have all received information on ACOs and population health management,

many express confusion or a desire to gain a more thorough understanding. Accordingly, we are working to develop the form and content of appropriately tailored population health education for our providers as well as for our patients and the community.

ACCOUNTABLE CARE: LEARNING WHILE DOING

Much like Zenty, Bieber, and Hammack, we have piloted several accountable care opportunities, all treated as disciplined experiments with the intent of refining our capabilities in preparation for assuming downside risk:

- *Employee ACO.* In an effort to both manage our own spending as a self-insured employer and create a model of what we could do for other large employers, we contracted with Saint Francis HealthCare Partners to create an employee ACO. The principles of accountable care were implemented for 6,500 members, and the combination of plan design changes, care coordination interventions, and wellness incentives yielded a tangible reduction in our cost trend experience.
- *Medicare Shared Savings Program ACO.* In January 2013, Saint Francis HealthCare Partners was awarded a Centers for Medicare & Medicaid Services (CMS) ACO contract covering 20,000 lives. As data from CMS has been fed into our claims data warehouse, we have developed new analytic competencies. In addition, we have embedded care coordinators in our large physician practices and used a public utility model to provide care coordination from a central source for our smaller practices.
- *Commercial ACOs.* Private payers quickly got up to speed with

accountable care payment mechanisms. In the past year, Saint Francis HealthCare Partners entered into two commercial ACO arrangements, covering another 55,000 lives. Both of these commercial agreements have similar structures based on a total cost of care (i.e., population health management) model.

- *Bundles.* CJRI is a leading-edge program on a number of levels; for example, it offered one of the first bundled products for hip or knee replacement in the United States. These joint bundles include payment for surgeons, anesthesiologists, and the hospital. An additional postsurgical warranty rider is also available.
- *Care coordination.* Saint Francis employs a structured care coordination model, with staffing based on national norms. Covered lives are stratified by health risk, and health coaches are assigned to the highest-risk patients for interventions. Mechanisms to address gaps in care, transitions in care, ED follow-up, and discharge appointment follow-up are all part of the program.

POPULATION HEALTH (NOT JUST HEALTHCARE)

Operating as a Medicare Shared Savings Program ACO, building an employee ACO, working with private payers to develop new commercial ACO arrangements, offering bundles to the marketplace, and ramping up an enterprise-wide care coordination program all depend on a population health management infrastructure that continues to require significant investment in personnel and information technology. We have successfully built such an infrastructure, but we know our work is not nearly done. A focus on clinical care and clinical integration is

insufficient as we move to an environment in which healthcare providers are accountable for broadly defined health outcomes. In other words, it's not just healthcare. In the context of population health, the big picture includes behavioral and social determinants of health. The key question is whether—and how—healthcare systems can influence these determinants or integrate community and social services that can.

In highlighting the total population health approach, Kindig and Isham also shed some light on why current approaches focus on clinical health for populations. They refer to the definition of population health used by the Institute of Medicine's Roundtable on Population Health Improvement: "The health outcomes of a group of individuals, including the distribution of such outcomes within the group." Given that scope, no one should be surprised or disappointed that healthcare organizations would focus on clinical care. Not only is it their expertise, but the emphasis on outcomes seems to support a clinical approach as well. However, clinical care improvement is only part of the original concept developed by Kindig and Stoddart (2003), which offers a broader and deeper view of population health as encompassing "the definition and measurement of health outcomes and their distribution, the patterns of determinants that influence such outcomes, and the policies that influence the optimal balance of determinants."

It is this expanded view that animates the total population health concept offered by Kindig and Isham. Indeed, perhaps most compelling in their article is the statement that "the contribution of healthcare

to health is modest—only 20 percent—a fact that many healthcare leaders may find surprising." *Stunning* may be the better word choice here, particularly because other research suggests that 20 percent might be a generous estimate. The other 80 percent of healthcare determinants are identified as health behaviors (30 percent), social and economic factors (40 percent), and physical environment (10 percent)—items outside the control of traditional healthcare delivery systems. This finding challenges the paradigm that has tipped the balance toward sick care instead of healthcare.

That many of our patients struggle with behavioral and social determinants of health is not news. But what is the extent to which healthcare organizations can and should productively partner with patients, communities, and community-based support/social services organizations to address these determinants and improve outcomes? Different healthcare organizations will have different answers to this question. At Saint Francis, we have been working hard to engage all those partners when appropriate. (We say "when appropriate" because not all patients need social services. But for those who do, these services are the rate-limiting step for some patients. In other words, if people cannot take care of their lives, they will have a hard time taking care of their health.)

We have been learning real-world lessons for more than two years as our Emergency Medicine and Primary Care service lines work with our Innovation + Learning Center and Saint Francis Health-Care Partners to improve emergency medicine–primary care coordination. Much of this work has focused attention on the relatively small number of patients who account for a disproportionately large share of ED visits. We developed a robust ED registry that helped us move from

Early on in our process of developing our population health strategy, we used our annual Board and Leadership Summit to provide context and solicit guidance.

lamenting high *utilization* to getting to know our high *utilizers*. We are now making concerted efforts to integrate clinical services, to focus on care coordination—which includes coordinating the coordinators—and to partner with community and governmental organizations in building a network of care that historically would have been considered outside the purview of a hospital, much less healthcare in general. This is a step toward the community health business model promoted by Kindig and Isham.

ACCOUNTABLE CARE COMMUNITIES

Some of our efforts reflect a move toward an accountable care community (ACC) model that bridges clinical and community settings to address both the medical and the social needs of high-risk, high-cost, or vulnerable patients in an integrated manner consistent with the Triple Aim. In fact, we partnered with Community Solutions and the Department of Mental Health and Addiction Services in Connecticut—as well as with NuHealth, the Health and Welfare Council of Long Island (NY), and Health Leads on Long Island—to submit a proposal to CMS’s Center for Medicare & Medicaid Innovation (CMMI) for developing ACCs in Hartford County and Nassau County.

Accountable care community is a term that was first employed by the Austen Bio-Innovation Institute in Akron (ABIA) to describe a multisector, community-based collaborative effort to transform healthcare in Northeast Ohio. The ABIA (2012) defines an ACC as

A collaborative, integrated, and measurable strategy that emphasizes shared responsibility for the health of the community, including health promotion and disease prevention,

access to quality services, and healthcare delivery. . . . It builds on initiatives to encompass not only the area’s medical care providers, but also the public health system and community stakeholders whose work, taken together, spans the spectrum of the determinants of health.

The National Governors Association (2013) suggests that ACCs “take the concept of medical homes and accountable care organizations one step further by fostering collaborations borne of shared responsibility among clinical and community sector participants to reform health systems in particular localities.” Kindig and Isham mention ACCs as one model with the potential for addressing total population health.

THE INTEGRATOR ROLE

Kindig and Isham appropriately highlight the importance of an “integrator,” an organization that will pull together the various clinical and social services. Whether we like it or not, given our community presence, hospitals and healthcare organizations will be at the center of these population health dynamics. And even if we account for only 20 percent of health outcomes, we may always be expected by our communities and by business and government sectors to provide central leadership and do the population health “heavy lifting.” That expectation will require that we play a role in both clinical and social initiatives. Finding the appropriate mix between the two will be a challenge for any provider. The HealthPartners example featured by Kindig and Isham and similar initiatives will be rare examples indeed unless and until payment models support this kind of work. But it is possible. As a point of reference, the actuarial analysis conducted for our CMMI proposal forecasted a reduction in Medicaid spending

that would produce shared savings sufficient to sustain the ACC program in both Hartford County and Nassau County.

The Hartford region has a highly competitive healthcare landscape, which raises another set of fundamental questions: Can total population health be achieved in a competitive clinical environment? Can the healthcare organizations work together? And how? Providers are in the midst of changing the clinical business model, but is it even more important to develop a sustainable model for integrating clinical services and social services to

Achieving alignment will require a formal yet dynamic framework to guide stakeholder engagement and shared decision making at the community level.

address the social determinants of health? As might be expected for any new endeavor, there are more questions than answers. But some answers are starting to emerge.

For instance, Saint Francis, along with the other major hospitals in

Hartford, provided funding for the City of Hartford's *Community Health Needs Assessment* report. Scheduled for publication every three years, the first edition was released in March 2012 by the city's Department of Health and Human Services. This study examines the social determinants of health—income, shelter, education, access to nutritious foods, community norms, and cohesion—that affect the health of Hartford residents. The key will be to move from funding the documentation of needs to addressing them in a coherent and sustainable manner.

CONCLUSION

We may all agree that addressing the social determinants of health is the critical path toward "total population health"

and, ultimately, health equity. But we must also acknowledge that moving from concept to real-world action will require significant start-up investment that cannot come from the providers alone. Achieving this complex transformation of care at the population level requires that we align our payment systems, our healthcare delivery systems, and our community support systems. Achieving alignment will require a formal yet dynamic framework to guide stakeholder engagement and shared decision making at the community level.

ACKNOWLEDGMENTS

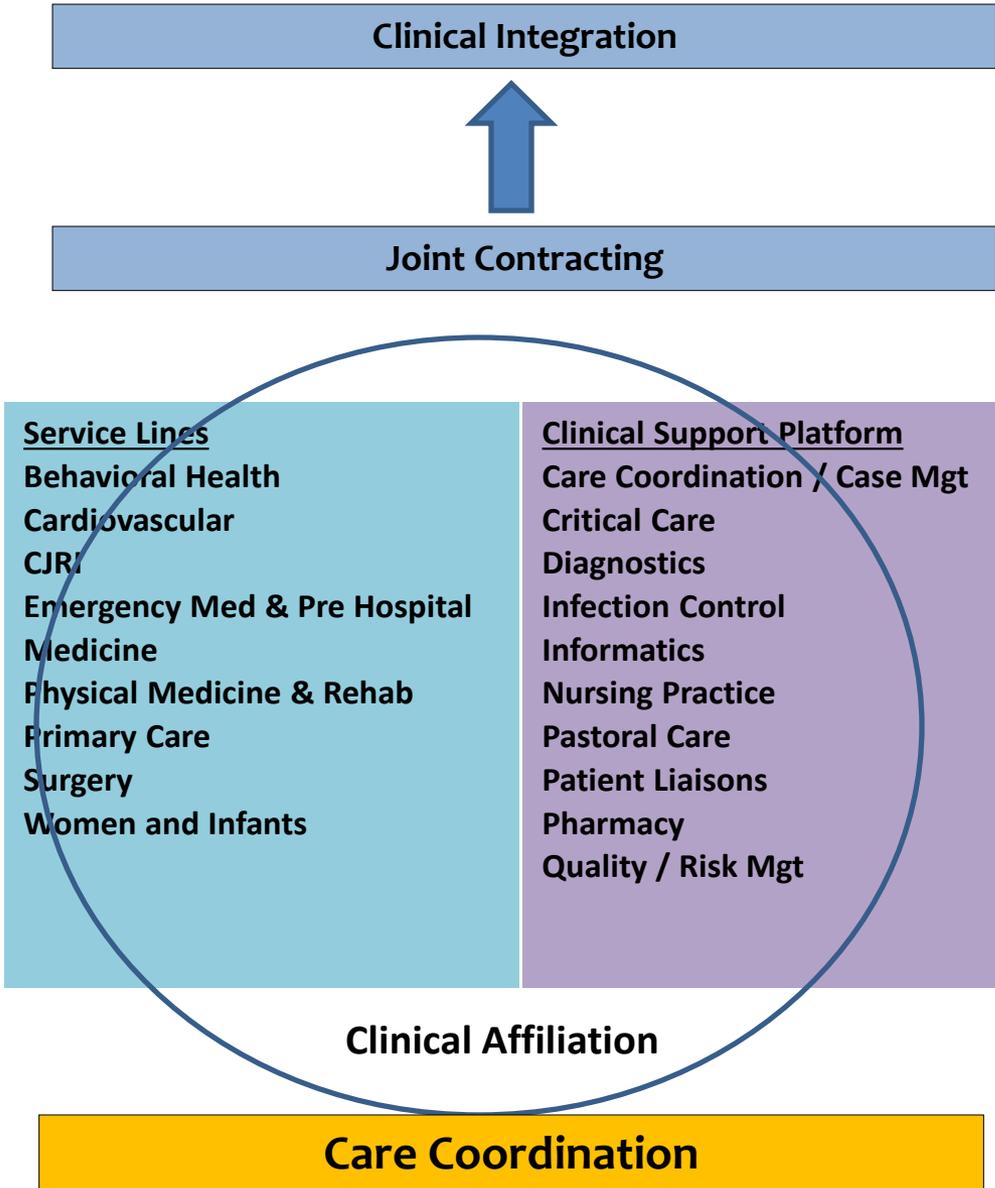
The work ahead requires leaders to gather the collective minds of the thought leaders around us and together create the foundation to advance the delivery of healthcare. I would like to acknowledge the Saint Francis *Care* thought leaders who have contributed their expertise to this commentary: Gregory Makoul, PhD; Danyal Ibrahim, MD; Surendra Khera, MD; Adam Silverman, MD; Jess Kupec; and James Schepker.

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EXHIBIT 6

SFC Alliance Approach



Business & Support Platforms

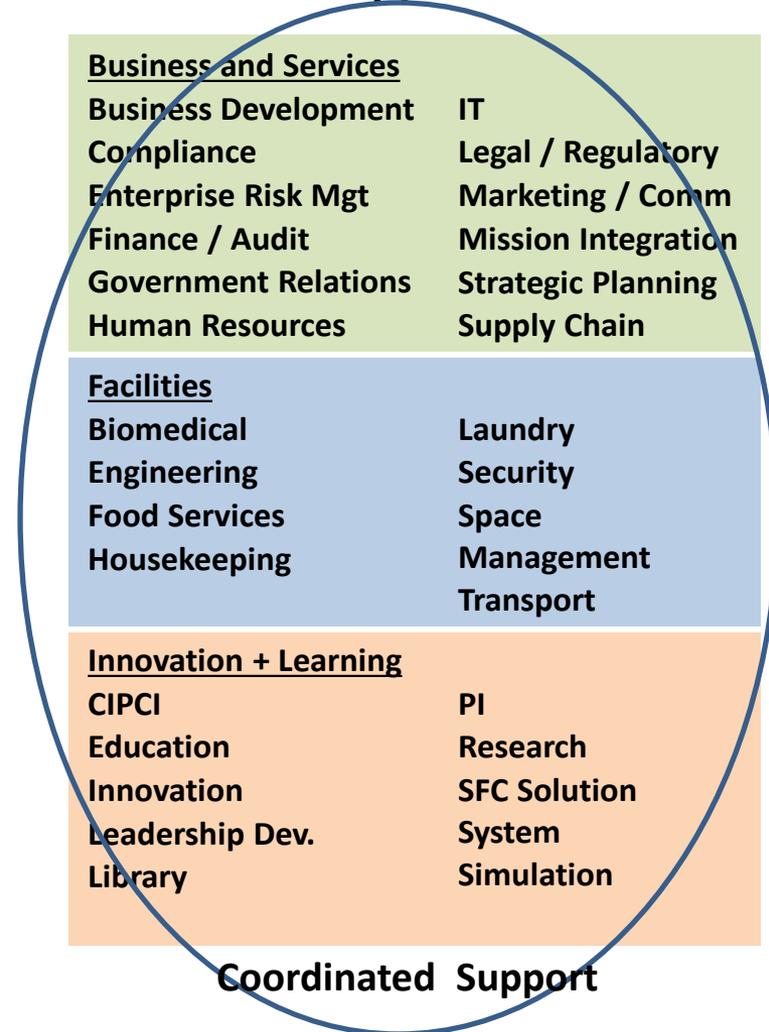


EXHIBIT 7

Saint Francis Service Area					65+ Total Population			
Primary Service Area	Year 2015	Year 2020	diff	% chng	Year 2015	Year 2020	diff	% chng
HARTFORD	125,141	125,473	332	0.27%	12,576	14,432	1,856	14.76%
EAST HARTFORD	51,012	51,157	145	0.28%	7,552	8,596	1,044	13.82%
WEST HARTFORD	62,925	63,150	225	0.36%	11,722	13,128	1,406	11.99%
BLOOMFIELD	20,693	20,954	261	1.26%	5,218	5,819	601	11.52%
ENFIELD	44,392	44,278	(114)	-0.26%	7,064	7,799	735	10.40%
MANCHESTER	59,250	60,253	1,003	1.69%	8,461	9,825	1,364	16.12%
WINDSOR	28,989	29,009	20	0.07%	5,032	5,882	850	16.89%
SOUTH WINDSOR	26,049	26,277	228	0.88%	4,427	5,217	790	17.85%
VERNON	28,914	28,804	(110)	-0.38%	5,107	5,666	559	10.95%
WINDSOR LOCKS	12,823	24,766	11,943	93.14%	2,244	2,592	348	15.51%
SIMSBURY	23,297	23,193	(104)	-0.45%	3,786	4,501	715	18.89%
WETHERSFIELD	27,073	26,789	(284)	-1.05%	5,840	6,303	463	7.93%
GLASTONBURY	34,938	35,467	529	1.51%	5,766	6,834	1,068	18.52%
BRISTOL	60,225	60,184	(41)	-0.07%	9,679	10,874	1,195	12.35%
NEWINGTON	30,603	30,946	343	1.12%	6,119	6,804	685	11.19%
ROCKY HILL	20,055	20,413	358	1.79%	3,885	4,412	527	13.56%
SUFFIELD	16,100	16,452	352	2.19%	2,577	3,027	450	17.46%
NEW BRITAIN	72,673	72,392	(281)	-0.39%	9,036	10,134	1,098	12.15%
subtl	745,152	759,957	14,805	1.99%	116,091	131,845	15,754	13.57%
Secondary Service Area								
Year 2015	Year 2020	diff	% chng	Year 2015	Year 2020	diff	% chng	
EAST WINDSOR	11,497	11,813	316	2.75%	1,988	2,330	342	17.20%
AVON	19,004	19,458	454	2.39%	3,612	4,316	704	19.49%
FARMINGTON	18,106	18,456	350	1.93%	3,659	4,265	606	16.56%
GRANBY	11,377	11,398	21	0.18%	1,830	2,227	397	21.69%
ELLINGTON	15,860	16,193	333	2.10%	2,260	2,762	502	22.21%
STAFFORD-UNION-S.SPRG	12,499	12,396	(103)	-0.82%	1,986	2,317	331	16.67%
TOLLAND	15,025	14,985	(40)	-0.27%	2,176	2,630	454	20.86%
CANTON	10,640	10,976	336	3.16%	1,866	2,219	353	18.92%
SOMERS	11,411	11,240	(171)	-1.50%	1,713	1,965	252	14.71%
SOUTHINGTON	43,868	44,832	964	2.20%	8,493	9,785	1,292	15.21%
MIDDLETOWN	47,617	47,743	126	0.26%	7,046	7,880	834	11.84%
EAST GRANBY	5,142	5,268	126	2.45%	809	957	148	18.29%
WATERBURY	108,806	107,644	(1,162)	-1.07%	14,734	16,259	1,525	10.35%
COVENTRY	12,266	12,180	(86)	-0.70%	1,697	2,129	432	25.46%
subtl	343,118	344,582	1,464	0.43%	53,869	62,041	8,172	15.17%
Primary & Secondary	1,088,270	1,104,539	16,269	1.49%	169,960	193,886	23,926	14.08%

source: Claritas

Age and Gender Distribution												
Saint Francis Service Area												
Primary Service Area	Year 2015				Year 2020				Total			
	Male	Female	Diff	% chng	Male	Female	Diff	% chng	Total	Diff	% chng	
0-17	82,002	78,778	(3,224)	-3.93%	78,847	75,924	(2,923)	-3.71%	160,849	154,702	(6,147)	-3.82%
18-24	36,695	37,382	687	1.87%	34,467	34,733	266	0.77%	71,162	72,115	953	1.34%
25-44	95,926	95,924	(2)	0.00%	97,199	95,174	(2,025)	-2.08%	193,125	191,098	(2,027)	-1.05%
45-64	97,819	95,106	(2,713)	-2.77%	106,106	103,443	(2,663)	-2.51%	203,925	198,549	(5,376)	-2.64%
65+	48,302	55,685	7,383	15.29%	67,789	76,160	8,371	12.35%	116,091	131,845	15,754	13.57%
Total	360,744	362,875	2,131	0.59%	384,408	385,434	1,026	0.27%	745,152	748,309	3,157	0.42%
Secondary Service Area												
Year 2015	Year 2020	Diff	% chng	Year 2015	Year 2020	Diff	% chng	Year 2015	Year 2020	Diff	% chng	
0-17	38,105	35,791	(2,314)	-6.07%	36,643	34,554	(2,089)	-5.70%	74,748	70,345	(4,403)	-5.89%
18-24	16,606	17,284	678	4.08%	15,318	16,077	759	4.95%	31,924	33,361	1,437	4.50%
25-44	40,585	40,360	(225)	-0.55%	42,216	40,544	(1,672)	-3.96%	82,801	80,904	(1,897)	-2.29%
45-64	48,498	47,256	(1,242)	-2.56%	51,278	50,675	(603)	-1.18%	99,776	97,921	(1,845)	-1.85%
65+	23,334	27,117	3,783	16.21%	30,535	34,924	4,389	14.37%	53,869	62,041	8,172	15.17%
Total	167,128	167,808	680	0.41%	175,990	176,774	784	0.45%	343,118	344,582	1,464	0.43%
Total Service Area												
Year 2015	Year 2020	Diff	% chng	Year 2015	Year 2020	Diff	% chng	Year 2015	Year 2020	Diff	% chng	
0-17	120,107	114,569	(5,538)	-4.61%	115,490	110,478	(5,012)	-4.34%	235,597	225,047	(10,550)	-4.48%
18-24	53,301	54,666	1,365	2.56%	49,785	50,810	1,025	2.06%	103,086	105,476	2,390	2.32%
25-44	136,511	136,284	(227)	-0.17%	139,415	135,718	(3,697)	-2.65%	275,926	272,002	(3,924)	-1.42%
45-64	146,317	142,362	(3,955)	-2.70%	157,384	154,118	(3,266)	-2.08%	303,701	296,480	(7,221)	-2.38%
65+	71,636	82,802	11,166	15.59%	98,324	111,084	12,760	12.98%	169,960	193,886	23,926	14.08%
Total	527,872	530,683	2,811	0.53%	560,398	562,208	1,810	0.32%	1,088,270	1,092,891	4,621	0.42%

source: Claritas

file:h: Mustang: 2015 and 2020 Demographic tables

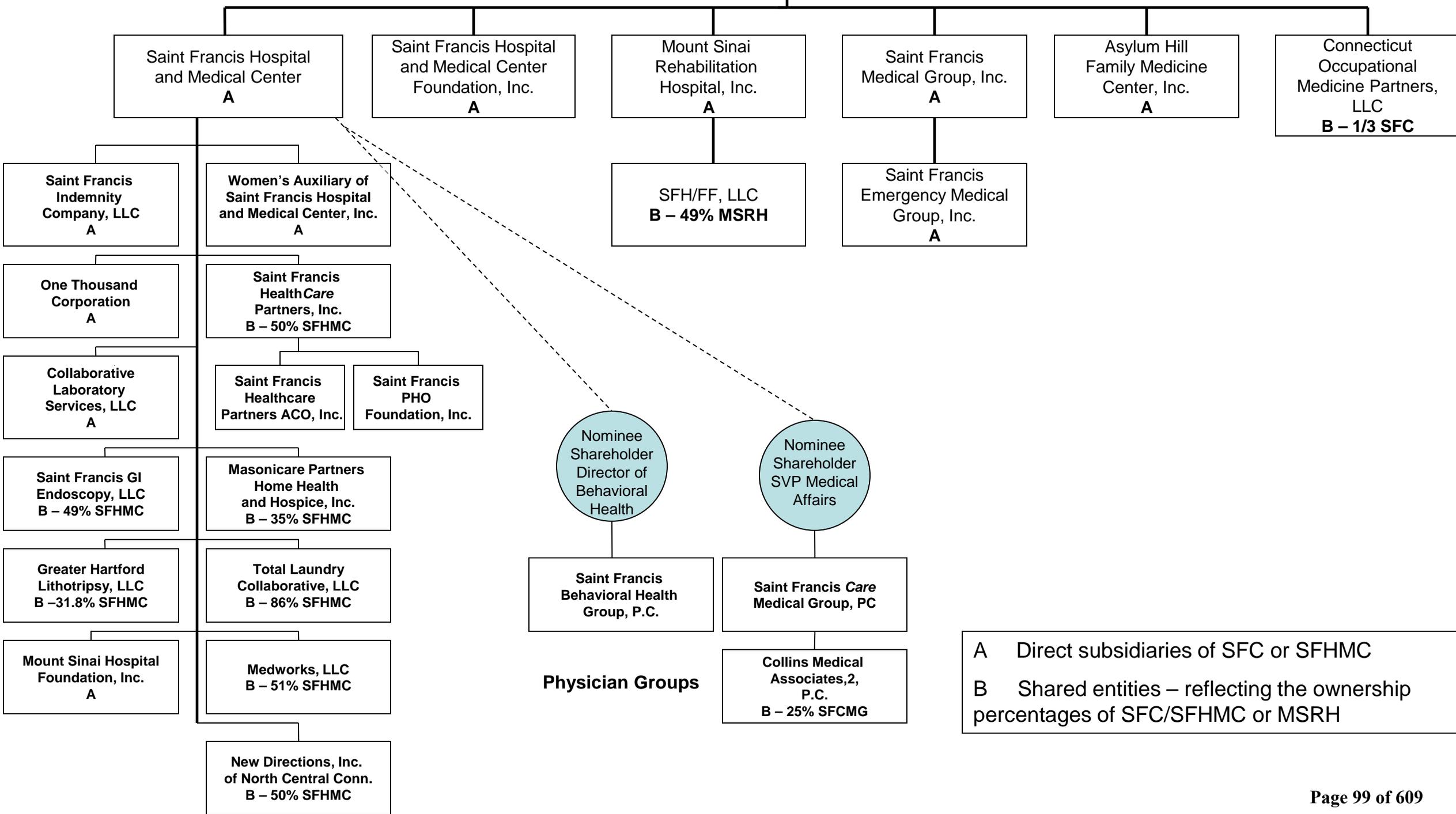
FY 2014

Saint Francis Hospital and Medical Center Total Discharges

Town	Discharges	% of total
Primary Service area		
HARTFORD	6,912	22.12%
EAST HARTFORD	2,236	7.16%
WEST HARTFORD	2,112	6.76%
BLOOMFIELD	1,522	4.87%
ENFIELD	1,463	4.68%
MANCHESTER	1,424	4.56%
WINDSOR	1,350	4.32%
SOUTH WINDSOR	718	2.30%
VERNON	685	2.19%
WINDSOR LOCKS	674	2.16%
SIMSBURY	638	2.04%
WETHERSFIELD	626	2.00%
GLASTONBURY	586	1.88%
BRISTOL	576	1.84%
NEWINGTON	535	1.71%
ROCKY HILL	529	1.69%
SUFFIELD	519	1.66%
NEW BRITAIN	484	1.55%
subttl	23,589	75.49%
Secondary Service area		
EAST WINDSOR	476	1.52%
AVON	406	1.30%
FARMINGTON	312	1.00%
GRANBY	308	0.99%
ELLINGTON	260	0.83%
STAFFORD+UNION+S.SPRG	232	0.74%
TOLLAND	229	0.73%
CANTON	214	0.68%
SOMERS	210	0.67%
SOUTHINGTON	183	0.59%
MIDDLETOWN	181	0.58%
EAST GRANBY	173	0.55%
WATERBURY	173	0.55%
COVENTRY	164	0.52%
subttl	3,521	11.27%
P&S Service Area	27,110	86.76%
Other towns	4,138	13.24%
GT	31,248	100.00%

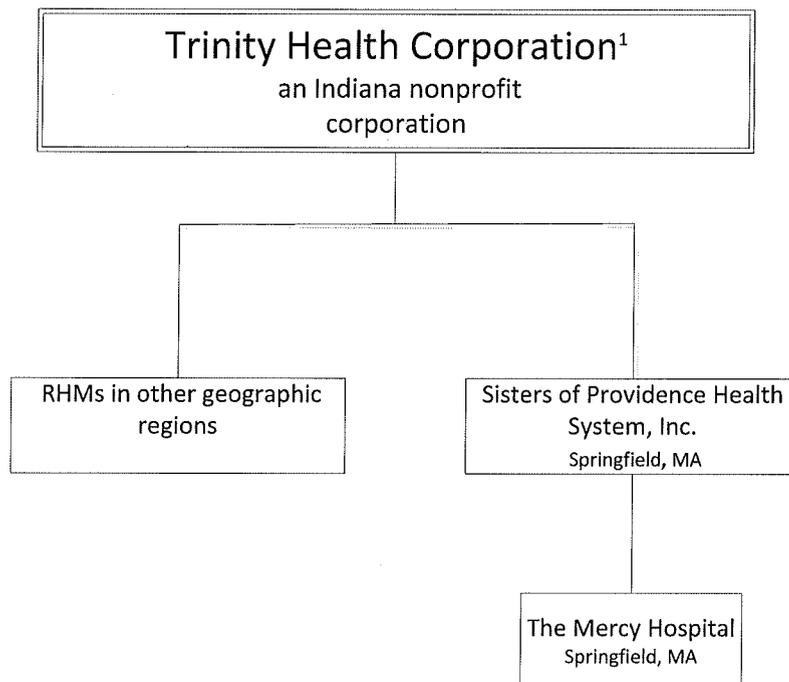
EXHIBIT 8

SAINT FRANCIS Care, Inc.



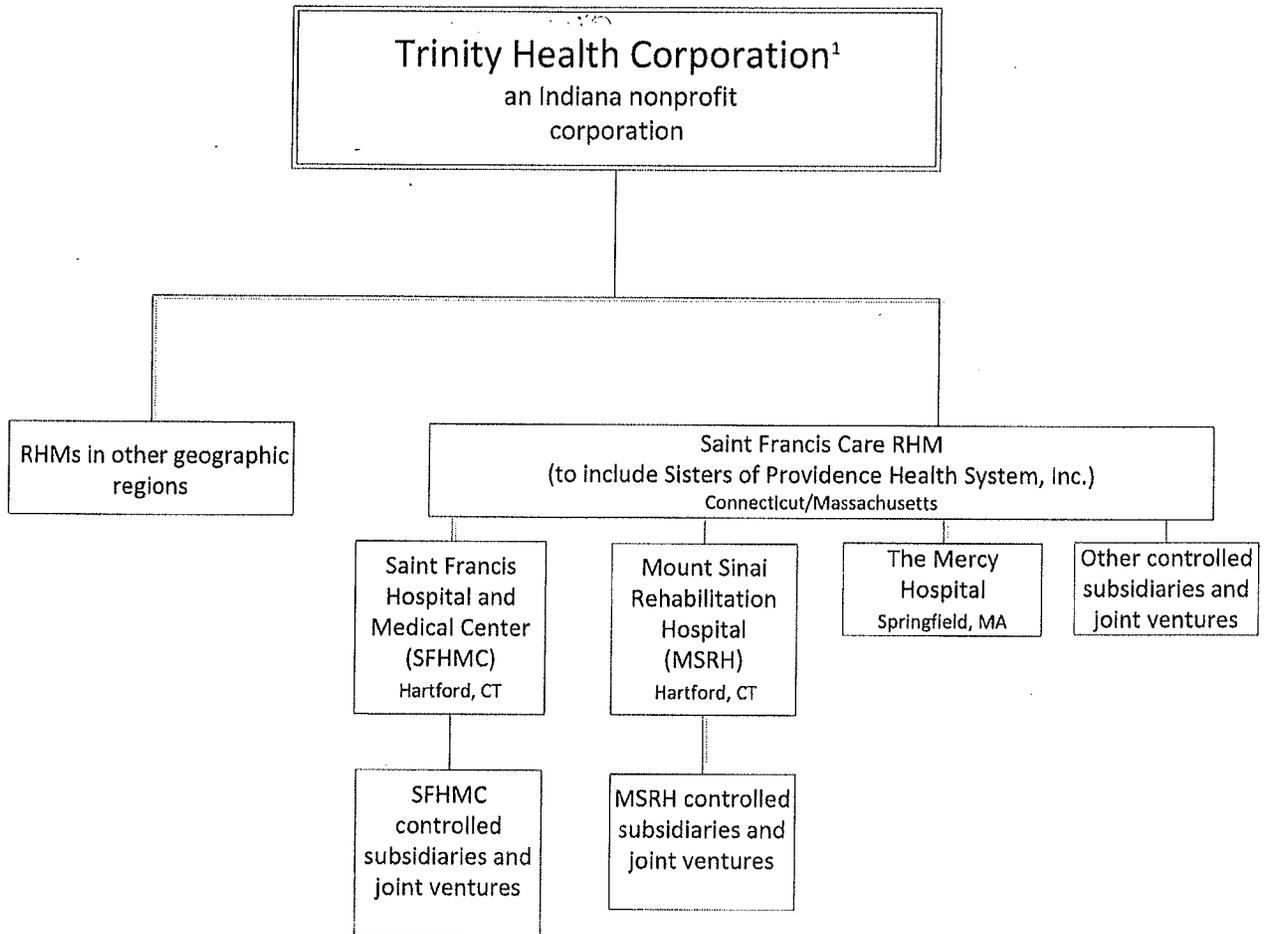
A Direct subsidiaries of SFC or SFHMC
 B Shared entities – reflecting the ownership percentages of SFC/SFHMC or MSRH

Pre Transaction Depiction of Trinity Health Corporation Operations in Connecticut/Massachusetts



¹ The Mercy Community, a skilled nursing facility in West Hartford, CT, operates as part of the Trinity Health system. The Mercy Community is not part of the proposed transaction described in the CON application.

Post Transaction Depiction of Trinity Health Corporation Operations in Connecticut/Massachusetts



¹ The Mercy Community, a skilled nursing facility in West Hartford, CT, operates as part of the Trinity Health system. The Mercy Community is not part of the proposed transaction described in the CON application.

EXHIBIT 9

CONFIDENTIALITY AGREEMENT

THIS CONFIDENTIALITY AGREEMENT ("Agreement") is made this 23rd day of December, 2013, (Effective Date) by and among **CHE Trinity Health, Inc.**, an Indiana nonprofit corporation, ("CHET"), and Saint Francis *Care, Inc.*, a Connecticut corporation ("SFC"). Each may be referred to individually as a "Party" and collectively referred to as the "Parties."

RECITALS:

WHEREAS, the Parties desire to engage in discussions to evaluate the possibility of a transaction (the "Transaction"); and

WHEREAS, in order to enable the Parties to evaluate the Transaction, it will be necessary for the Parties to disclose certain confidential and proprietary information to the other Party; and

WHEREAS, the Parties are willing to disclose relevant confidential and proprietary information to each other for the purpose of such evaluation subject to conditions hereafter set forth.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and intending to be legally bound, the Parties hereto agree as follows:

1. Agreement to Disclose.

Subject to legal requirements, the Parties agree to disclose to each other such relevant Confidential Information (as defined below) as may be reasonably requested by the other Party to permit a proper evaluation of the Transaction. "Confidential Information" means and includes any and all confidential and proprietary information disclosed or provided by the Parties or their Representatives (as defined below), whether printed, written, verbal, photographic, electronic or otherwise. Confidential Information is owned solely and exclusively by the disclosing Party and the receiving Party shall have no right, title or interest in or to any of the Confidential Information it receives as a result of its disclosure or use under this Agreement. Notwithstanding the foregoing, "Confidential Information" shall not include the information described in clauses (i) and (ii) of paragraph 11 of this Agreement.

2. Contacts.

- a. All requests for Confidential Information from one Party to the other should be made from and to a person designated by each respective Party as that Party's "Party Contact."
- b. Without the prior written consent of the relevant Party, neither Party nor any of their Representatives will initiate or cause to be initiated (other than through the relevant Party Contact) any communication with any employee of the other concerning the Confidential Information or any possible Transaction.

3. Non-Disclosure.

Except as provided in paragraph 4, no Party shall disclose Confidential Information to third-parties, in whole or in part, without the express written consent of the other Party, which consent may be withheld at the sole discretion of the Party that furnished the Confidential Information. Without the furnishing Party's express written consent, neither the receiving Party nor its Representatives (as defined below) will disclose to any person the fact that the Confidential Information has been made available, that discussions or negotiations are taking place concerning the Transaction, or any of the terms, conditions or other facts with respect to the Transaction, including the status thereof.

In the event a Party receives a request for disclosure from a governmental agency or authority, the Party receiving the request will immediately notify the Party that originally produced the Confidential Information and that Party may take whatever action it deems appropriate. The Party receiving the request will furnish only that portion of the Confidential Information which is required to be disclosed. If the Party which originally furnished the information is not successful in ceasing the request five (5) business days after receiving notice, the Party receiving the request will respond as required by the applicable law. In the event a Party receives a valid court order to produce information, it will immediately notify the Party that originally produced the information, but will comply with the court order within the required time period.

4. Conditions of Confidentiality.

The Party receiving the Confidential Information agrees to reveal the Confidential Information only to its agents, representatives, governance, sponsors and employees ("Representatives") who need to know the Confidential Information for the purpose of evaluation of the other Party in connection with the proposed Transaction and who are informed of the confidential nature of the Confidential Information and otherwise agree to be bound by the terms of this Agreement. Disclosure in compliance with this paragraph shall not be deemed disclosure to a third party under paragraph 3. The Party receiving the Confidential Information shall use best efforts to assure that its Representatives are familiar and understand the terms of this letter and shall use due care to prevent its Representatives from disclosing Confidential Information to any unauthorized person.

5. Discretion to Disclose.

The Parties retain the right to determine, in their sole discretion, what information, properties, and personnel it wishes to make available to the other. Neither Party makes any representation or warranty (express or implied) concerning the completeness or accuracy of the Confidential Information, except pursuant to representations and warranties that may be made to the other in a definitive agreement for a Transaction if, when, and as executed and subject to such limitations and restrictions as may be specified therein. Each Party also agrees that if they determine to engage in a Transaction, their determinations will be based solely on the terms of such definitive agreement and on their own investigation, analysis, and assessment of the Transaction.

6. Antitrust Principles.

The Parties shall agree to additional restrictions on the use and disclosure of Confidential Information as necessary to comply with antitrust laws.

7. Restricted Use of Confidential Information.

The Confidential Information disclosed pursuant to this Agreement shall be used exclusively for the purpose of evaluating the Transaction.

8. Interpretation.

The Parties intend that the term Confidential Information shall be given the broadest possible interpretation except for specific exclusions identified in paragraph 11 herein.

9. Expenses.

Each Party is responsible for its own expenses in analyzing the Confidential Information.

10. Patient Information.

Certain information provided pursuant to this Agreement may contain information related to patients. In the event that occurs, the Party receiving the patient information agrees to maintain the confidentiality of information pertaining to patients in perpetuity as required by law, including the Health Insurance Portability and Accountability Act, and shall only disclose or release such information in compliance with state and federal legal requirements. In the event that patient confidential information is provided, the receiving Party agrees to execute a Business Associate or similar agreement in a form acceptable to the Party producing the patient information.

11. Confidentiality of Discussions

Except as provided in paragraph 4, neither of the Parties shall disclose or reveal any Confidential Information to any person or the fact that the Confidential Information has been made available, that discussions between the Parties are taking place or have taken place with respect to the Transaction, the status of such discussions, or any of the terms, conditions or other facts with respect to the nature of such discussion without the prior written consent of the other Party. Such consent may be withheld in the other Party's sole discretion, except as required by order of a court of competent jurisdiction, applicable law or regulatory action. Any public comments, disclosures or announcements must be agreed to in advance by the Parties. Notwithstanding the above, the obligation to maintain the confidentiality of such information shall not apply to (i) information which is or becomes available to the public domain by publication or otherwise, through no act of or omission by the Party receiving the information, and (ii) information which was possessed or developed independent of submission of the Confidential Information to the other Party.

Further, the receiving Party agrees that it will not use the Confidential Information for any purpose other than determining whether to enter into the Transaction. Without limiting the generality of the foregoing, the receiving Party agrees that it will not use the Confidential Information in any way directly or indirectly detrimental to the other Party. In particular the receiving Party agrees that it and its affiliates will not use Confidential Information to divert or attempt to divert away from the other Party any supplier, funding source, third-party payor, member of the Medical Staff, employee, line of business, partner or contractor of the receiving Party or any of its affiliates. The Parties to this Agreement acknowledge and agree that the

preceding sentence is not intended to prevent the Parties from competing with each other in the marketplace in the ordinary course.

This Agreement shall be binding on the respective successors and assigns of the Parties hereto and shall inure to the benefit of and be enforceable by the respective successors in interest and assigns of the Parties hereto.

12. Breach.

Each Party acknowledges that any breach of this Agreement would immediately and irreparably damage the other Party and that monetary damages could not adequately compensate the other Party therefore. The Parties further acknowledge that in the event of a breach or threatened breach of this Agreement by a Party or its agents or employees, the other Party shall be entitled to a temporary restraining order, preliminary and permanent injunction, without bond, restraining and enjoining said breach or violation by the other Party and any other person or entity which may be acting in concert with the other Party.

13. Entire Agreement and Governing Law.

This Agreement sets forth the entire agreement and understanding between the Parties regarding the subject matter hereof and there are no other representations, agreements or understandings, oral or written, expressed or implied, between the Parties. This Agreement shall be governed by and construed in accordance with the laws of the State of Connecticut.

14. Term and Termination.

If the Parties determine not to proceed with a Transaction (the failure to enter into a Letter of Intent or a definitive agreement on or before the date which is six (6) months following the Effective Date shall be considered a determination not to proceed unless otherwise agreed in writing by the Parties) or if either Party notifies the other in writing that it does not wish to consider the Transaction any further, then this Agreement shall terminate. In such event, (a) both Parties (i) will within ten (10) days deliver to the other 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 the control of the Party, and (ii) will destroy materials generated by such Party that include or refer to any part of the Confidential Information, or (b) alternatively, if the Parties agree, the Parties will destroy all documents or other matters constituting Confidential Information in the possession or under the control of respective Parties. 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.

15. No Obligation to Negotiate a Definitive Agreement.

Both Parties reserve the right, in their sole discretion, to reject any and all proposals made with regard to a possible Transaction and to terminate discussions and negotiations with the other at any time. Without limiting the preceding sentence, nothing in this Agreement requires either Party to enter into a Transaction or to negotiate such Transaction for any specified period of time.

16. Counterparts.

This Agreement may be executed in two or more counterparts. Each of these counterparts shall be deemed an original. All of such counterparts shall constitute one and the same document.

17. Survival.

Notwithstanding Section 14 of this Agreement, and irrespective of whether the Transaction is consummated, the obligations of the Parties pursuant to paragraphs 3, 4, 7, 9, 11 and 15 shall remain in effect indefinitely and shall be binding on successors or assigns.

IN WITNESS WHEREOF, the Parties hereto by their duly authorized representatives, have executed this Agreement as of the day and year first above written.

CHE TRINITY HEALTH, INC.

By: [Signature]
Its: VP Mergers Acquisitions
Dated: 1/4/13

SAINT FRANCIS CARE, INC.

By: [Signature]
Its: Mrs. D. J. [unclear]
Dated: 12/23/13

SAINT FRANCIS HOSPITAL
AND MEDICAL CENTER
LEGAL REVIEW
CONTRACT NO. 13-992
BY: TB DATE: 12/20/13

AMENDMENT TO CONFIDENTIALITY AGREEMENT

This Amendment modifies the Confidentiality Agreement between CHE Trinity Health, Inc., an Indiana nonprofit corporation, ("CHET") and Saint Francis *Care*, Inc., a Connecticut corporation, ("SFC") dated December 23, 2013 (the "Confidentiality Agreement"). Unless otherwise indicated, the terms of the Confidentiality Agreement remain in full force and effect.

Section 14 Term and Termination is deleted and the following paragraph is substituted in its place:

14. Term and Exclusivity

The term of this Agreement commences on the Effective Date and ends on July 31, 2014 (the "Term"). During the Term:

(a) SFC agrees that it will negotiate only with CHET regarding the Transaction and will not solicit or respond to any competing proposals from third parties nor will it engage in any discussion or negotiations with third parties regarding such proposals or any transaction that could involve the sale of substantially all of the assets or transfer of operations of SFC to a third party, including by merger; provided, however, that notwithstanding the foregoing, SFC is permitted to engage in discussions and negotiations with Yale-New Haven Hospital, Tenet Healthcare Corporation, and their respective Affiliates regarding an affiliation or other strategic network transaction.

(b) Neither CHET nor any of its Affiliates, including without limitation the Sisters of Providence Health System, will engage in discussions with any other entity in the State of Connecticut or the Commonwealth of Massachusetts regarding any affiliation, merger, acquisition, or other strategic transaction; provided, however, that notwithstanding the foregoing, CHET is permitted to continue ongoing discussions with the following party: Noble Hospital (Westfield, MA).

For the purposes of this Agreement:

"Affiliate" shall mean, as to the entity in question, any person or entity that, directly or indirectly, Controls, is Controlled by or is under common Control with the entity in question.

"Control" means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of any entity, whether through the ownership of voting securities, holding a membership interest, by contract or otherwise.

The Term may be changed by mutual agreement of the Parties.

The following section shall be added as a new section 18.

18. Termination

At the end of the Term, provided the Parties have not entered into a Letter of Intent or definitive agreement concerning the Transaction, both Parties will, as soon as reasonably practicable, (i) return or destroy 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

the control of the Party, and (ii) destroy materials generated by such Party that include or refer to any part of Confidential Information in the possession or control of the respective Party. 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.

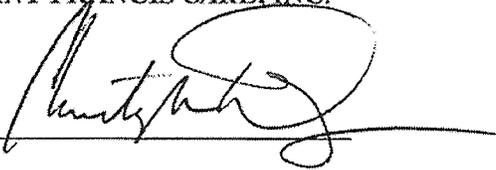
IN WITNESS WHEREOF, the Parties hereto by their duly authorized representatives have executed this Amendment to Confidentiality Agreement on this 9 day of MAY, 2014.

CHE TRINITY HEALTH, INC.

By: 

Its: SVP Mergers, Acquisitions & Partnership Development

SAINT FRANCIS CARE, INC.

By: 

Its: PRESIDENT + CEO

Draft: 7/28/14

SECOND AMENDMENT TO CONFIDENTIALITY AGREEMENT

This Second Amendment to Confidentiality Agreement ("Second Amendment") amends the Confidentiality Agreement between CHE Trinity Health, Inc., an Indiana nonprofit corporation ("CHET") and Saint Francis Care, Inc., a Connecticut corporation ("SFC"), dated December 23, 2013, as amended on May 9, 2014 (collectively, the "Agreement").

1. The Term of the Agreement is hereby extended for a period of thirty (30) days, expiring on August 30, 2014.
2. Except as modified by this Amendment, the Agreement remains in full force and effect.

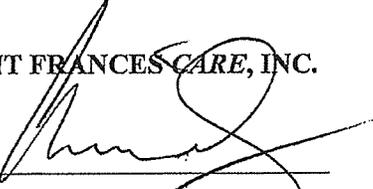
IN WITNESS WHEREOF, the Parties hereto by their duly authorized representatives have executed this Second Amendment on this 29th day of July, 2014.

CHE TRINITY HEALTH, INC.

By: 

Its: VVP, Mergers & Acquisitions

SAINT FRANCES CARE, INC.

By: 

Its: President + CEO

MEMBERSHIP TRANSFER AGREEMENT

between

TRINITY HEALTH CORPORATION

and

SAINT FRANCIS CARE, INC.

Dated as of December 17, 2014

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MEMBERSHIP TRANSFER AGREEMENT

This Membership Transfer Agreement (this “**Agreement**”), dated as of December 17, 2014 (the “**Signature Date**”), is entered into between Trinity Health Corporation, an Indiana nonprofit corporation (“**Trinity Health**”), and Saint Francis Care, Inc., a Connecticut non-stock corporation (“**Saint Francis**”) on behalf of itself and its wholly owned or controlled subsidiaries. Trinity Health and Saint Francis are sometimes referred to herein individually as a “**Party**”, and, collectively, as “**Parties**”.

RECITALS

1. Saint Francis is an integrated healthcare delivery system and is the largest independent Catholic healthcare provider in New England.

2. Trinity Health is a multi-institutional Catholic healthcare system serving people and communities in 20 states, including Massachusetts.

3. Saint Francis 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.

4. The Parties have determined that the combination of Saint Francis and Trinity Health will promote quality, cost effective health care services through a continuum of care to those served by Saint Francis, and will bring together organizations with shared vision, values, philosophy and mission and strengthen the Catholic healthcare tradition in New England.

5. In furtherance of their shared vision, values, mission and philosophy, Saint Francis and Trinity Health desire to enter into a transaction whereby Saint Francis will become part of Trinity Health and, together, they will establish a new Trinity Health Regional Health Ministry (“**RHM**”) to service the New England region (the “**Service Area**”), initially in the State of Connecticut and in Hampden, Hampshire, Franklin and Berkshire Counties in Massachusetts.

6. To accomplish the affiliation, Trinity Health shall become the sole corporate member of Saint Francis, which will become the new Trinity Health RHM (the “**New RHM**”) and will continue to serve as the parent of Saint Francis Hospital and Medical Center, Inc., Mount Sinai Rehabilitation Hospital, Inc., and other entities that are presently subsidiaries of Saint Francis. Thereafter, the Parties intend for the New RHM to be the primary organization for future expansion in and around the Service Area consistent with the terms and conditions of this Agreement.

7. Through the New RHM, the Parties intend to:

- a. improve the infrastructure and capabilities required to deliver value-based accountable care and improve population health in the Service Area;

- b. enhance the quality of care provided by the Parties in the 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 Service Area;
- d. expand services in the 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.

“**Agreement**” has the meaning set forth in the preamble.

“**Amended and Restated Certificate of Incorporation of Saint Francis**” has the meaning set forth in **Section 2.01**.

“**Amended and Restated Bylaws of Saint Francis**” has the meaning set forth in **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 Francis and the Saint Francis 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 December 23, 2013, as amended on May 9, 2014 and further amended on July 29, 2014.

“**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 Francis 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 Francis 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.

“**Knowledge**” or any other similar knowledge qualification with respect to Saint Francis, 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 Francis or the Saint Francis Controlled Subsidiaries. Knowledge or any other similar knowledge qualification with respect to Trinity Health, 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 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 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 (b) as to Saint Francis, any event, occurrence, fact, condition or change that materially adversely impacts the business, results of operations, financial condition or assets of Saint Francis, taken as a whole; provided, however, that as to Saint Francis, **“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 Francis, (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 Trinity Health; (iv) the acts or omissions of Trinity Health, (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 Francis’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)**.

“Mercy Community Health” has the meaning set forth in **Section 3.12**.

“Mercy Medical Center” means The Mercy Hospital, Inc., a Massachusetts nonprofit corporation.

“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)**.

“New RHM” has the meaning set forth in the Recitals.

“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 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” has the meaning set forth in the preamble.

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

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

“**Saint Francis Controlled Subsidiary**” means any Person that is controlled by Saint Francis. 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 Francis Employees**” has the meaning set forth in **Section 8.06(a)**.

“**Saint Francis Hospitals**” means Saint Francis Hospital and Medical Center and Mount Sinai Rehabilitation Hospital, Inc.

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

“**Saint Francis Hospital and Medical Center**” means Saint Francis Hospital and Medical Center, Inc., a Connecticut non-stock corporation.

“**Saint Francis 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.

“**Service Area**” has the meaning set forth in the Recitals.

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

“**Sisters of Providence**” means the Sisters of Providence Health System, Inc., an entity organized under the Commonwealth of Massachusetts and that is a Trinity Health RHM as of the Signature Date.

“**Sisters of Providence Providers**” means any Sisters of Providence Subsidiary that participates in Medicare or Medicaid or both.

“**Sisters of Providence Subsidiary**” means (i) with respect to the period prior to the consummation of the merger or restructuring contemplated by **Section 2.02**, any Person that is controlled by Sisters of Providence; and (ii) with respect to the period following the consummation of the merger or restructuring contemplated by **Section 2.02**, any Person that is controlled by the business or operating division of the New RHM that was Sisters of Providence immediately prior to such merger or restructuring, in whatever form such business or operating division takes. The term “control” is defined in the definition of “**Saint Francis Controlled Subsidiary**”, above.

“**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 Francis 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 New RHM.

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

ARTICLE II MEMBERSHIP TRANSFER

Section 2.01 Admission of Trinity Health as the Sole Member of Saint Francis; Restated Governance Documents of Saint Francis. As of the Effective Date, and subject to the terms and conditions set forth in this Agreement, Trinity Health shall be admitted as the sole corporate member of Saint Francis. In furtherance of the foregoing, at or prior to the Closing, and as a condition precedent to the closing of the transaction contemplated by this Agreement, (i) Saint Francis shall have duly approved the adoption of amended and restated articles of incorporation and bylaws of Saint Francis in the form set forth in **Exhibit D** (the “**Amended and Restated Certificate of Incorporation of Saint Francis**” and the “**Amended and Restated Bylaws of Saint Francis**”), which will serve as the governing documents of the New RHM as of and following the Effective Date unless and until amended pursuant to their terms, and (ii) Saint Francis shall have caused the Saint Francis Controlled Subsidiaries to have duly approved the adoption of amended and restated Organizational Documents in the form of

Exhibit E as is necessary to reflect the admission of Trinity Health as the sole corporate member of Saint Francis and to conform to the Trinity Health System Authority Matrix, which such amended and restated Organizational Documents will serve as the governing documents of the Saint Francis Controlled Subsidiaries as of and following the Effective Date unless and until amended pursuant to their terms. As of the Effective Date, and except as mutually agreed to by the Parties in writing, all assets and properties of Saint Francis shall remain as assets and properties of Saint Francis and all outstanding liabilities of Saint Francis shall remain as liabilities of Saint Francis.

Section 2.02 Sisters of Providence. On the Effective Date or as soon as practicable thereafter, Trinity Health will cause Sisters of Providence either to merge with and into the New RHM or otherwise be restructured such that Mercy Medical Center and the other Sisters of Providence Subsidiaries will be subsidiaries of the New RHM on the same corporate tier as Saint Francis Hospital and Medical Center and the other subsidiaries of the New RHM, as applicable.

ARTICLE III
GOVERNANCE AND OPERATIONS OF THE NEW RHM; ADDITIONAL POST-EFFECTIVE DATE
COVENANTS

Section 3.01 Governance. As of and following the Effective Date, upon adoption of the Amended and Restated Certificate of Incorporation of Saint Francis and the Amended and Restated Bylaws of Saint Francis, the New RHM shall (i) be sponsored by Catholic Health Ministries, (ii) be guided by Trinity Health’s mission and core values, and (iii) follow Trinity Health’s governance and management structure, reserved powers and policies as described in the Trinity Health standard governance documents, including the Trinity Health System Authority Matrix.

Section 3.02 New RHM Board of Directors. As of and following the Effective Date, the board of directors of the New RHM will be appointed in a manner consistent with the criteria, composition requirements and process set forth in the Amended and Restated Certificate of Incorporation and Bylaws of Saint Francis, as such may be amended from time to time. Consistent with the Amended Certificate of Incorporation and Bylaws of Saint Francis, the board shall consist of between nine (9) and fifteen (15) members and shall include (i) at least one (1) Trinity Health representative designated by Trinity Health (who shall serve ex officio with vote), (ii) the President and Chief Executive Officer of the New RHM (who shall serve ex officio with vote), (iii) at least one (1) physician, (iv) at least two (2) members or associates of a Roman Catholic religious congregation, and (v) members of the local community. The Parties anticipate that the board of New RHM will include regional representatives and that certain authority will be delegated to local governance committees of the New RHM’s Second Tier Subsidiaries, as such term is defined in the Trinity Health System Authority Matrix. The board of directors and officers of the New RHM, to be effective as of the Effective Date, 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 President and CEO of the New RHM; President and CEO of Sisters of Providence. Following the Effective Date, Christopher M. Dadlez will serve as the Regional President and Chief Executive Officer of the New RHM pursuant to the terms and conditions of an employment agreement between Mr. Dadlez and Trinity Health that is consistent with Trinity

Health policies and practices applicable to its President and Chief Executive Officers at other RHM's and agreeable to both Trinity Health and Mr. Dadlez (the "**Dadlez Employment Agreement**"). Additionally, Daniel P. Moen, the current President and Chief Executive Officer of Sisters of Providence, will have a regional role and continued oversight of the Sisters of Providence Subsidiaries, which will become subsidiaries of the New RHM.

Section 3.04 Service Area. Following the Effective Date, the Parties anticipate that the Service Area of the New RHM will evolve and expand as new patient and provider needs and opportunities are identified consistent with the strategic vision established for the New RHM. The Parties intend for the New RHM to be the primary organization for future expansion in and around the Service Area; provided, however, Trinity Health may (i) reorganize and restructure the New RHM at any time, and (ii) pursue any other acquisition, business combination, or joint venture in the Service Area.

Section 3.05 Name and Branding.

(a) Following the Effective Date, the name of the New RHM will be changed from Saint Francis to reflect the Service Area to be served by the New RHM. The name of the New RHM will be mutually agreed upon by the Parties prior to the Closing Date pursuant to the integration plan discussed at **Section 8.02** and will be reflected in the Amended and Restated Certificate of Incorporation and Bylaws of Saint Francis.

(b) Following the Effective Date, no changes to the names, trade names, and brands of the Saint Francis 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 Francis 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 New RHM.

Section 3.06 Catholic Identity. The New RHM 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 Saint Francis Hospital and Medical Center.

Section 3.07 Saint Francis Hospitals. It is Trinity Health's present intent for the New RHM to continue to operate the Saint Francis Hospitals, with a commitment to operate them for at least five (5) years following the Effective Date consistent with and subject to (i) evolving community and Service Area needs, (ii) healthcare reform initiatives, opportunities and mandates, (iii) financial viability, and (iv) applicable Law.

Section 3.08 Medical Staff. Following the Effective Date, the medical staff, admitting privileges and medical staff bylaws of each of the Saint Francis Controlled Subsidiaries will remain in place unless and until amended or changed according to the terms of the medical staff bylaws of the applicable entity.

Section 3.09 Community Benefit.

(a) Following the Effective Date, the New RHM will continue to operate for the benefit of the community and serve the poor and underserved. Trinity Health intends to preserve Saint Francis' 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 policies and practices, the New RHM 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 Francis' 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 Service Area and potential clinical improvements or enhancements, and (vi) supporting and enhancing education and community programs.

(b) Following the Effective Date, Saint Francis Hospital and Medical Center Foundation, Inc. (the "**Foundation**") will continue to be a separately endowed foundation that supports the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries. The New RHM will consider regional fundraising opportunities and the role of the Foundation in connection with those activities. Trinity Health will comply and cause Saint Francis 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 Trinity Health Services and Initiatives.

(a) As soon as practicable after the Effective Date, the New RHM will participate in Trinity Health services and initiatives (*e.g.*, financing, professional liability and other insurances, retirement programs, information technology, supply chain, cash management, compliance, and clinical quality initiatives, etc.) in the same manner as other RHMs.

(b) For a period of one (1) year from the Effective Date, the New RHM will not be charged any of the standard Trinity Health system overhead allocations to which other RHMs are subject. Commencing on the Effective Date, the New RHM will be charged for shared system services consistent with the process by which other RHMs are charged for those services.

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 Francis and, to the extent possible, restructure the debt into the Trinity Health system debt program and intercompany loan program. The Saint Francis third party debt will remain on the balance sheet of the New RHM, 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. To the extent that any current Saint Francis 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 the New RHM.

(b) Additionally, within one (1) year of the Effective Date, Trinity Health and the New RHM will agree on a plan to fully fund the pension plan obligations of Saint Francis and the Saint Francis Controlled Subsidiaries within an agreed upon time frame. If at any time the New RHM is unable to meet such pension plan obligations through its operating cash flows, Trinity Health will allow the New RHM to borrow any shortfall from the intercompany loan program in order to assure the payment of plan benefits to all plan participants.

Section 3.12 Mercy Community. On and following the Effective Date, Mercy Community Health, Inc. (“**Mercy Community Health**”), a Connecticut non-stock corporation of which Trinity Continuing Care Services, Inc. is the sole corporate member, will remain part of the Trinity Senior Living Communities RHM; provided, however, that as part of an integration plan described at **Section 8.02**, the Parties will discuss further operational coordination and integration of Mercy Community Health and other assets into the New RHM.

ARTICLE IV CAPITAL COMMITMENT

Section 4.01 Capital Commitment. During the five (5) year period following the Effective Date, Trinity Health will cause aggregate Capital Expenditures in an amount no less than Two Hundred Seventy-Five Million dollars (\$275,000,000) to support the operations of the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries (the “**Committed Capital**”). Among the sources of the Committed Capital are: (i) available cash and investments generated by the New RHM, provided, however, any utilization of such cash and investments will be done in a manner that ensures Saint Francis’s continued compliance with any applicable bond or loan covenants; (ii) donor contributions to the Foundation to the extent consistent with any applicable donor restrictions; (iii) financing obtained through the Trinity Health system debt program; and (iv) to the extent necessary, capital contributions from Trinity Health. If the Effective Date of the transaction contemplated by this Agreement is prior to July 1, 2015, the Committed Capital shall cover the period beginning with the fiscal year ending June 30, 2016 and continuing through the fiscal year ending June 30, 2020. If the Effective Date of this Agreement occurs after July 1, 2015, the Parties will reasonably adjust the schedule for the Committed Capital. Subject to the requirements of the Trinity Health System Authority Matrix, the Capital Expenditure allocation and approval process will occur annually and be based on a mutually agreeable capital plan developed and approved by Trinity Health and the New RHM; provided, however, the Capital Expenditure allocation and approval process will not lower the amount of the Committed Capital.

Section 4.02 Use of the Committed Capital. The Committed Capital will be made available to support the capital needs of the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries including the strategic growth and infrastructure development for the New RHM’s integrated delivery system, to expand and upgrade the health care services provided by the New RHM, and to support 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) Trinity Health system processes, and (ii) review and approval of the strategic plan and capital budgets for the New RHM, including system management and governance approvals as set forth in Trinity Health System Authority Matrix.

Section 4.03 Obligation to Repay Loans. Loans extended through the Trinity Health system debt program and intercompany loan program, 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 the New RHM also may propose large-scale, strategic merger and acquisition opportunities for which capital needs exceed the Committed Capital. Such opportunities will be evaluated jointly by the New RHM and Trinity Health in connection with Trinity Health's standard capital allocation process and may be supported by additional capital from Trinity Health in addition to the Committed Capital.

Section 4.05 Potential Investment. Saint Francis has identified a potential opportunity for an equity investment in a large primary care physician practice located in the Service Area (the "**Potential Investment Opportunity**"). Saint Francis and Trinity Health agree that a strategic rationale exists to support pursuit of the Potential Investment Opportunity; accordingly, Trinity Health and Saint Francis will (i) coordinate the joint review and response to a request for proposal regarding the Potential Investment Opportunity, (ii) further evaluate and conduct commercially reasonable due diligence regarding the Potential Investment Opportunity, and (iii) if Trinity Health and Saint Francis deem it warranted, agree on a means of consummating a transaction in furtherance of the Potential Investment Opportunity. In the event that the Potential Investment Opportunity is consummated, on the Effective Date the investment would become part of the New RHM. If Trinity Health deems the Potential Investment Opportunity to be accretive as a stand-alone opportunity (meaning that the transaction is expected by Trinity Health, following consultation with Saint Francis, to be financially beneficial to the New RHM based on a pro forma analysis), then the investment amount will be separate and distinct from the Committed Capital. Otherwise, the investment amount for the Potential Investment Opportunity will be included as an expenditure of 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 Saint Francis and Trinity Health 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 Francis shall deliver or cause to be delivered to Trinity Health the following:

(i) an assignment of the sole membership interest in Saint Francis in a form reasonably acceptable to Trinity Health which shall convey to Trinity Health all right, title and interest of the Archbishop of Hartford in such membership interest as of the Effective Date;

(ii) the Amended and Restated Certificate of Incorporation of Saint Francis, duly filed with the Secretary of State of Connecticut to be effective as of the Effective Date, and the Amended and Restated Bylaws of Saint Francis effective as of the Effective Date;

(iii) the amended and restated Organizational Documents of the Saint Francis 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 Board of Directors of Saint Francis 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 Trinity Health;

(viii) a list of the officers and directors of Saint Francis as of the Closing Date certified by an appropriate officer of Saint Francis, as applicable;

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

(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, as may be required to give effect to this Agreement.

(b) At the Closing, Trinity Health shall deliver to Saint Francis the following:

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

(ii) certified copies of resolutions of Trinity Health'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 Francis, as may be required to give effect to this Agreement.

ARTICLE VI REPRESENTATIONS AND WARRANTIES OF SAINT FRANCIS

Except as set forth in the Disclosure Schedules or as otherwise set forth below, Saint Francis represents and warrants to 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 Francis prior to the Closing Date.

Section 6.01 Organization and Corporate Authority.

(a) Saint Francis is a non-stock corporation, duly organized and validly existing in good standing under the laws of the State of Connecticut. Saint Francis 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 Francis 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. Saint Francis 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. None of Saint Francis or 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 Saint Francis 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 Francis (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 Francis and constitutes a valid and legally binding obligation of Saint Francis, enforceable against Saint Francis in accordance with its terms, subject to Applicable Exceptions.

Section 6.04 No Conflicts; Consents. The execution, delivery and performance by Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries; (b) conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to Saint Francis or the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary is a party or by which Saint Francis or a Saint Francis Controlled Subsidiary, or to which any of the Saint Francis Assets are subject; or (d) result in the creation or imposition of any Encumbrance other than Permitted Encumbrances on the Saint Francis 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 Francis. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to Saint Francis or the Saint Francis 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 Francis.

Section 6.05 Saint Francis Subsidiaries. The organizational chart attached as **Schedule 6.05** is an accurate and complete description of the ownership structure of Saint Francis and the Saint Francis Controlled Subsidiaries and the respective ownership interests of Saint Francis and the Saint Francis Controlled Subsidiaries in other Persons. Except as depicted on **Schedule 6.05**, neither Saint Francis nor the Saint Francis 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 Francis and the Saint Francis 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 Francis and each Saint Francis Controlled Subsidiary as of September 30, for each of the years 2011, 2012, and 2013, and unaudited financial statements for each of the subsequent months available through the Signing Date (collectively the “**Financial Statements**”), have been made available to 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 Francis and each Saint Francis Controlled Subsidiary as of the respective dates they were prepared and the results of the operations of Saint Francis and the Saint Francis 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 September 30, 2014. The balance sheets of Saint Francis and each Saint Francis Controlled Subsidiary as of September 30, 2014, are referred to herein, collectively, as the “**Balance Sheet**” and the date thereof as the “**Balance Sheet Date**.”

Section 6.07 Undisclosed Liabilities. Neither Saint Francis nor any Saint Francis Controlled Subsidiary 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 Francis and each Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary;

(c) issuance, sale or other disposition of, or creation of any Encumbrance on, any interests in any Saint Francis 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 Francis Controlled Subsidiary;

(d) material change in any method of accounting or accounting practice of Saint Francis and the Saint Francis Controlled Subsidiaries, except as required by GAAP;

(e) material change in the Saint Francis 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 Francis Controlled Subsidiary;

(g) reservation of rights or denial letters received by Saint Francis or Saint Francis Controlled Subsidiary from any insurance carrier with respect to any claim in excess of \$250,000;

(h) incurrence, assumption or guarantee of any indebtedness for borrowed money in excess of \$250,000 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 \$250,000 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 Francis Asset in an amount which exceeds \$250,000;

(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 Francis or a Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary is a party by reason of default by Saint Francis or such Saint Francis Controlled Subsidiary;

(m) except for Permitted Encumbrances, imposition of any Encumbrance securing indebtedness in excess of \$250,000 upon any of the Saint Francis Assets;

(n) increase in the compensation or bonus paid or payable or in the benefits provided to any employees of Saint Francis or a Saint Francis Controlled Subsidiary other than increases made in the ordinary course of business (including those under existing labor agreements), grant to any employee of Saint Francis or a Saint Francis 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 Francis 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 Francis or a Saint Francis 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 \$250,000, 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 Francis or a Saint Francis 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 Francis or a Saint Francis 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.

Section 6.09 Material Contracts.

(a) **Schedule 6.09(a)** of the Disclosure Schedules lists each of the following Contracts of Saint Francis and the Saint Francis 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 \$250,000 and which, in each case, cannot be cancelled by Saint Francis or a Saint Francis Controlled Subsidiary, as applicable, without penalty or without more than 90 days’ notice;

(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 \$250,000;

(iii) all Contracts with any Governmental Authority;

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

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

(vi) all collective bargaining agreements or Contracts with any a union, works council or labor organization to which Saint Francis or a Saint Francis 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 \$250,000.

(b) St. Francis has provided to Trinity Health in writing on or prior to the Signature Date a list of each of the following Contracts of Saint Francis and the Saint Francis Controlled Subsidiaries:

(i) any agreements between Saint Francis or Saint Francis Controlled Subsidiary and any physician or physician-owned entity or medical group practice;

(ii) any managed care agreements;

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

(iv) all Contracts that limit or purport to limit the ability of Saint Francis or a Saint Francis 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 Francis: (i) each Material Contract is valid and binding on Saint Francis or a Saint Francis Controlled Subsidiary, as applicable, in accordance with its terms and is in full force and effect; (ii) to the Knowledge of Saint Francis, 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.

Section 6.10 Title to Saint Francis Assets.

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

(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 Francis and the Saint Francis 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 Francis and the Saint Francis 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 Francis; and

(vi) pledges or deposits made (and the liens thereon) in the ordinary course of business of Saint Francis (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 Francis Assets. Subject to ordinary wear and tear and matters contemplated in Saint Francis'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 Francis 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 Francis Assets are sufficient for the continued conduct of the business of Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries.

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 Francis or a Saint Francis Controlled Subsidiary (collectively, the "**Owned Real Property**"). Saint Francis or a Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary (collectively, the "**Leased Real Property**"), and a list of all leases for the Saint Francis Owned Real Property (collectively, the "**Saint Francis Leases**").

(c) Neither Saint Francis nor a Saint Francis 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 Francis has disclosed to Trinity Health all patents, copyrights, trademarks, service marks, trade names or other items of intellectual property registered by Saint Francis or a Saint Francis Controlled Subsidiary with any Governmental Authority. Saint Francis and each Saint Francis 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 Francis, neither Saint Francis nor any Saint Francis 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 Francis nor any Saint Francis Controlled Subsidiary has received any written notice of any such

claim of infringement and, to the Knowledge of Saint Francis, no actions have been instituted or are pending or threatened, which challenge the validity of the ownership or use by Saint Francis or any Saint Francis Controlled Subsidiary of any intellectual property used in connection with the operations of Saint Francis and the Saint Francis Controlled Subsidiaries.

(c) To the Knowledge of Saint Francis, the use by Saint Francis or Saint Francis 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 Francis, threatened (i) against or by Saint Francis or a Saint Francis Controlled Subsidiary that are not covered in full (subject to standard deductibles) under insurance policies and, to the extent not covered by insurance, exceed \$250,000 in alleged liability; or (ii) against or by Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary, except for such Governmental Orders, unsatisfied judgments, penalties or awards that would not, in the aggregate, have a Material Adverse Effect. Saint Francis and the Saint Francis 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 Francis and each Saint Francis Controlled Subsidiary are in material compliance with all Laws applicable to the business, properties and assets of Saint Francis and the Saint Francis 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 Francis nor any Saint Francis Controlled Subsidiary has received notice of any violation of any such Laws nor, to the Knowledge of Saint Francis, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for Saint Francis and the Saint Francis Controlled Subsidiaries to conduct their business as currently conducted or for the ownership and use of the Saint Francis Assets have been obtained by Saint Francis and the Saint Francis 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 Francis has disclosed to Trinity Health all current material Permits issued to Saint Francis and the Saint Francis Controlled Subsidiaries which relate to their operations as currently conducted or the ownership and use of the Saint Francis 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 Francis has made available to 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 Francis Hospitals. The Saint Francis Hospitals are in compliance in all material respects with applicable fire code regulations. The Saint Francis Hospitals have 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 Francis 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 Francis 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 Francis Providers 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 Francis, the Saint Francis Providers 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 Francis, threatened, any proceeding or investigation under the Government Programs involving the Saint Francis Providers. Saint Francis 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 Francis Providers 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 Francis 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 Saint Francis, all of such cost reports filed by the Saint Francis Providers are complete and correct in all material respects and such cost reports do not claim, and none of Saint Francis 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 Saint Francis Providers 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 Francis Providers.

(c) The billing practices of the Saint Francis 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 Saint Francis, 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 Francis 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.

(d) Each of the Saint Francis Hospitals is duly accredited with no material contingencies by the Joint Commission or by any other accrediting bodies. Saint Francis has made available to 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 Saint Francis Hospitals' 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 Francis, during the past five (5) years, each of the Saint Francis Providers 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 Francis Providers, 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 Francis 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 Francis or a Saint Francis Controlled Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither Saint Francis nor any

Saint Francis Controlled Subsidiary has received written notice that (i) any Person providing services under a Contract with Saint Francis or a Saint Francis Controlled Subsidiary or (ii) any employee, contractor, or medical staff member performing services for Saint Francis or a Saint Francis 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 Francis has made available to Trinity Health all records, audit reports and logs maintained by or behalf of the Saint Francis 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 Trinity Health, to the Knowledge of Saint Francis, there are no actual or potential violations by the Saint Francis 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 6.18 Corporate Integrity Agreements. Neither Saint Francis nor any Saint Francis 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 Francis, 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 Francis, 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 Francis, 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 Francis, that Saint Francis or any Saint Francis 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 Francis, the Saint Francis Hospitals and each Saint Francis 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 Francis to Trinity Health, none of Saint Francis or any Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary pursuant to HIPAA is set forth on **Schedule 6.19**.

Section 6.20 Affiliate Transactions. Except as previously disclosed in writing by Saint Francis to Trinity Health:

(a) To the Knowledge of Saint Francis, no officer or director of Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary, (ii) has any cause of action or claim against Saint Francis or any Saint Francis Controlled Subsidiary, or (iii) holds a beneficial interest in any Contract to which Saint Francis or any Saint Francis Controlled Subsidiary is a party or by which Saint Francis or any Saint Francis Controlled Subsidiary may be bound;

(b) None of Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary.

Section 6.21 Environmental Matters.

(a) To the Knowledge of Saint Francis, except as disclosed in the reports described in subsection (e) below, the operations of Saint Francis and the Saint Francis Controlled Subsidiaries are in compliance with all Environmental Laws. To the Knowledge of Saint Francis, neither Saint Francis nor any Saint Francis 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 Francis' Knowledge, Saint Francis and the Saint Francis Controlled Subsidiaries have obtained and are in material compliance with all material Environmental Permits necessary for the conduct of business of Saint Francis and the Saint Francis Controlled Subsidiaries as currently conducted or the ownership, lease, operation or use of the Saint Francis 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 Francis' Knowledge, there has been no Release of Hazardous Materials in contravention of Environmental Law with respect to the Saint Francis Assets or any Owned Real Property, and neither Saint Francis nor any Saint Francis Controlled Subsidiary has received any Environmental Notice that any of the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary.

(e) Saint Francis has previously delivered to Trinity Health or made available to Trinity Health any and all material environmental reports with respect to the Saint Francis Assets or any Owned Real Property that are in the possession or control of Saint Francis.

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

Section 6.22 Employee Benefit Matters.

(a) **Schedule 6.22(a)** of the Disclosure Schedules includes a complete list of each material “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 Francis or a Saint Francis Controlled Subsidiary, or with respect to which Saint Francis or a Saint Francis Controlled Subsidiary has any present or future liability (as listed in **Schedule 6.22(a)** of the Disclosure Schedules, each, a “**Saint Francis Benefit Plan**”). With respect to each Saint Francis Benefit Plan, except as disclosed on Schedule 6.22(a), Saint Francis has provided to Trinity Health a true, correct and complete copy of the following (where applicable) : (i) each writing constituting a part of such Saint Francis Benefit Plan, including all plan documents and amendments thereto (or, with respect to any unwritten Saint Francis 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 Francis 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; (vi) any notices to or other material communications with any participants or any Governmental Authority, commission or regulatory body relative to the Saint Francis Benefit Plan in the past three years; (vii) the most recent determination letter or opinion letter issued by the IRS; (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 the Saint Francis Benefit Plan and any open requests therefore; and (ix) the Form PBGC-1 filed for each of the three most recent plan years. Except as specifically provided in the foregoing documents provided to Trinity Health, there are no amendments to any Saint Francis Benefit Plan that have been adopted or approved. With respect to the New England Health Care Employees Pension Fund and the New England Health Care Employees Welfare Fund, Saint Francis has provided to Trinity Health a true, correct and complete copy of the collective bargaining agreement pursuant to which Saint Francis contributes to such plans.

(b) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, each Saint Francis Benefit Plan has been maintained, funded 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, each Saint Francis 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 Francis Benefit Plan, and no such favorable determination letter or opinion letter has been revoked (or to the Knowledge of Saint Francis has revocation been threatened) and there are no existing circumstances nor to the Knowledge of Saint Francis 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 Francis Benefit Plan or the related trust or increase the costs relating thereto. Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, with respect to each such Saint Francis 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 Francis Benefit Plan, or the Saint Francis 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 Francis 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 Francis, any Saint Francis Controlled Subsidiary or an ERISA Affiliate of Saint Francis or a Saint Francis 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, except as provided in **Section 6.22(d)**. 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 Francis, a Saint Francis 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 Francis, the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary or one of their ERISA Affiliates under ERISA or the Code; (xii) neither Saint Francis, a Saint Francis Controlled Subsidiary nor any of their ERISA Affiliates has engaged in any transaction described in Section 4069 of ERISA; (xiii) none of Saint Francis or any Saint Francis 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 Francis or any Saint Francis 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 Francis Benefit Plan’s “adjusted funding target attainment percentage” within the meaning of Section 436(j) of the Code.

(d) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, none of Saint Francis, any Saint Francis Controlled Subsidiary or an ERISA Affiliate of Saint Francis or a Saint Francis 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 Francis, with respect to each Multiemployer Plan identified pursuant to this **Section 6.22(d)**: (i) neither Saint Francis, a Saint Francis 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 Francis, a Saint Francis 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 Francis, a Saint Francis 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 Francis, a Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, no Saint Francis 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 Francis, threatened lawsuit, challenge or claim by any Person challenging the “church plan” status and ERISA exemption of any Saint Francis Benefit Plan that is a Church Plan.

(f) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, with respect to any Saint Francis Benefits Plan that is an employee welfare benefit plan within the meaning of Section 3(1) of ERISA, (i) no such Saint Francis 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 Francis 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 Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, no Saint Francis Benefit Plan provides and none of Saint Francis, the Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, or as would not have a Material Adverse Effect, no Saint Francis Benefit Plan exists that could: (i) result in the payment of any money or other property to an employee providing services for Saint Francis or a Saint Francis 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 Francis or a Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, 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 Francis or a Saint Francis Controlled Subsidiary. Further, except as disclosed in writing by Saint Francis to

Trinity Health on or before the Signature Date, neither the negotiation, 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 Francis Benefit Plan (including, without limitation, the acceleration of the accrual, vesting, or time of the payment of any benefits under any Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary to amend, merge, terminate or receive a reversion of assets from any Saint Francis Benefit Plan or related trust; (vi) the forfeiture of compensation or benefits under any Saint Francis Benefit Plan; (vii) Saint Francis or a Saint Francis Controlled Subsidiary being required to make a contribution to any Saint Francis Benefit Plan; (viii) a conflict with the terms of any Saint Francis 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 Francis Benefit Plan; (xi) any other material obligation pursuant to any Saint Francis Benefit Plan; or (xii) any breach or violation of, or a default under, any Saint Francis Benefit Plan.

(h) To the Knowledge of Saint Francis, there have been no Prohibited Transactions with respect to any Saint Francis Benefit Plan. To the Knowledge of Saint Francis, no fiduciary of any Saint Francis 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 Francis Benefit Plan. No claim, action, lawsuit, charge, complaint, grievance, audit, proceeding, hearing, investigation or arbitration relating to any Saint Francis Benefit Plan (other than routine claims for benefits) is pending or, to Saint Francis' Knowledge, threatened and, to Saint Francis' 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 Francis Benefit Plan or against a Saint Francis Benefit Plan or the assets of any of trust under any Saint Francis Benefit Plan.

(i) To the Knowledge of Saint Francis, all contributions (including all employer contributions and employee salary reduction contributions) that are due have been made within the time periods prescribed by ERISA and the Code and the plan's terms to each Saint Francis 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 have been made to each such Saint Francis Benefit Plan or accrued. All premiums or other payments for all periods ending on or before the Closing Date have been paid with respect to each Saint Francis 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 Francis Benefit Plan before the IRS, Department of Labor, PBGC, or any other Governmental Authority.

(k) To the Knowledge of Saint Francis, each Saint Francis 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 Francis, neither Saint Francis nor a Saint Francis 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 Francis or any Saint Francis 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 Francis regarding employee benefit matters.

Section 6.23 Employment Matters.

(a) Except as set forth in **Schedule 6.23** of the Disclosure Schedules, neither Saint Francis nor any Saint Francis 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 Francis or any Saint Francis 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 Francis’ 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 Francis or any Saint Francis Controlled Subsidiary.

(b) To the Knowledge of Saint Francis, Saint Francis and the Saint Francis 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 Francis.

(c) Copies of all written employment agreements to which Saint Francis or a Saint Francis Controlled Subsidiary is a party have been provided to Trinity Health prior to the Signature Date. Additionally, a written description of all oral employment agreements to which Saint Francis or a Saint Francis Controlled Subsidiary is a party have been provided to Trinity Health 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 Francis regarding employment matters.

Section 6.24 Taxes.

(a) Except as set forth in **Schedule 6.24** of the Disclosure Schedules, Saint Francis and each Saint Francis 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 Francis nor any Saint Francis 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 Francis, Saint Francis and each Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary either claimed or raised in writing by any Governmental Authority that has not been settled or as to which Saint Francis has Knowledge.

(b) Neither Saint Francis nor any Saint Francis 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 Francis 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 Francis or any Saint Francis Controlled Subsidiary to provide insurance protection for the assets and business thereof (collectively, the “**Saint Francis Insurance Policies**”); and (ii) a list of all pending claims and the claims history related to Saint Francis or any Saint Francis Controlled Subsidiary for the ten (10) year period prior to the Signature Date. To the Knowledge of Saint Francis, there are no claims related to Saint Francis or any Saint Francis Controlled Subsidiary under any such Saint Francis 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 Francis, neither Saint Francis nor any Saint Francis Controlled Subsidiary has received any written notice of cancellation of, premium increase with respect to, or alteration of coverage under, any of such Saint Francis Insurance Policies. All Saint Francis 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 Francis, none of Saint Francis or any Saint Francis Controlled Subsidiary is in default under, or has otherwise failed to comply with, in any material respect, any provision contained in any such Saint Francis Insurance Policies. The Saint Francis Insurance Policies are sufficient for compliance with all applicable Laws and Contracts to which either Saint Francis or any Saint Francis Controlled Subsidiary is a party. True and complete copies of the Saint Francis Insurance Policies have been made available to Trinity Health.

Section 6.26 Medical Staff. The Saint Francis Hospitals have 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 Francis has made available to Trinity Health a true and complete copy of medical staff privilege and membership application

forms used by the Saint Francis 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 the Saint Francis Hospitals and physicians, physician groups, or other members of its medical staff. Except as previously disclosed by Saint Francis to Trinity Health in writing, there are no pending or, to the Knowledge of Saint Francis, threatened appeals, challenges, disciplinary or corrective actions, or disputes involving applicants, staff members, or health professionals at the Saint Francis Hospitals. To the Knowledge of Saint Francis, no member of the medical staff of the Saint Francis Hospitals (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 Kaufman Hall, 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 Francis or any Saint Francis Controlled Subsidiary.

Section 6.28 Due Diligence. Saint Francis has provided or caused to be provided to Trinity Health and its Representatives all information and documents regarding the business operations and facilities of Saint Francis and the Saint Francis Controlled Subsidiaries that have been requested by Trinity Health in connection with Trinity Health's due diligence review in connection with the transaction contemplated by this Agreement. In that regard, Saint Francis 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 Trinity Health, or its Representatives, prior to the Closing Date.

Section 6.29 Full Disclosure. No representation or warranty by Saint Francis 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 Trinity Health by Saint Francis 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 Francis nor any other Person has made or makes any other express or implied representation or warranty, either written or oral, on behalf of Saint Francis.

ARTICLE VII REPRESENTATIONS AND WARRANTIES OF TRINITY HEALTH

Except as set forth in the Disclosure Schedules or as otherwise set forth below, Trinity Health represents and warrants to Saint Francis 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 Trinity Health prior to the Closing Date.

Section 7.01 Organization and Corporate Authority. 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. 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. Trinity Health has not 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. Trinity Health has not 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 Trinity Health (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 on the part of Trinity Health. This Agreement has been duly executed and delivered by Trinity Health and constitutes a valid and legally binding obligation of Trinity Health, enforceable against Trinity Health in accordance with its terms, subject to Applicable Exceptions.

Section 7.04 No Conflicts; Consents. The execution, delivery and performance by Trinity Health 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) result in a violation or breach of any provision of the articles of incorporation or bylaws of Trinity Health; (b) conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to Trinity Health; 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 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 Trinity Health. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to 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 Trinity Health.

Section 7.05 Brokers. Except for Citi Group Global Markets, Inc., 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 Trinity Health.

Section 7.06 Legal Proceedings. There are no actions, suits, claims, investigations or other legal proceedings pending or, to Trinity Health's Knowledge, threatened against or by Trinity Health or any Affiliate of Trinity Health 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 Trinity Health.

Section 7.07 Financial Statements. Trinity Health has (i) made available the following to Saint Francis: (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 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, Trinity Health and each Sisters of Providence Subsidiary are in material compliance with all Laws applicable to the business, properties and assets of Trinity Health and the Sisters of Providence 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 Trinity Health nor any Sisters of Providence Subsidiary has received notice of any violation of any such Laws nor, to the Knowledge of Trinity Health, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for Trinity Health and the Sisters of Providence Subsidiaries to conduct their business as currently conducted or for the ownership and use of their assets have been obtained by Trinity Health and the Sisters of Providence 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 with respect to Trinity Health. All fees and charges with respect to such Permits have been paid in full. Trinity Health has disclosed to Saint Francis all current material Permits issued to the Sisters of Providence 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) Trinity Health has made available to Saint Francis 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 Sisters of Providence Subsidiaries. The Sisters of Providence Subsidiaries are in compliance in all material respects with applicable fire code regulations. The Sisters of Providence Subsidiaries have 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 Sisters of Providence 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 Sisters of Providence Subsidiaries with respect to any patient complaints have been paid in full.

Section 7.09 Medicare Participation/Accreditation

(a) The Sisters of Providence Providers are eligible without restriction for participation in the Government Programs and have current and valid provider contracts with the Government Programs. To the Knowledge of Trinity Health, the Sisters of Providence Providers 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 Trinity Health, threatened, any proceeding or investigation under the Government Programs involving the Sisters of Providence Providers. Trinity Health has made available to Saint Francis true and complete copies of the most recent Government Program survey reports and all plans of correction, if any, which the Sisters of Providence Providers were required to submit 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 Sisters of Providence 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 Trinity Health, all of such cost reports filed by the Sisters of Providence Providers are complete and correct in all material respects and such cost reports do not claim, and none of the Sisters of Providence 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 Sisters of Providence Providers have been furnished to Saint Francis. 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 the Sisters of Providence Providers.

(c) The billing practices of the Sisters of Providence 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 Trinity Health, 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 Sisters of Providence 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.

(d) Mercy Medical Center is duly accredited with no material contingencies by the Joint Commission or by any other accrediting bodies. Trinity Health has made available to Saint Francis each accreditation survey report and deficiency list prepared by the Joint Commission for the past three (3) years and Mercy Medical Center's 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 7.10 Compliance Programs

(a) To the Knowledge of Trinity Health, during the past five (5) years, each of the Sisters of Providence Providers has 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 applicable to the operations of the Sisters of Providence Providers, 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 Sisters of Providence or its designee to confirm that all employees, independent contractors, consultants, medical staff members, and other Persons providing any services under any Contract with Sisters of Providence or any Sisters of Providence Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither Trinity Health, Sisters of Providence, nor any Sisters of Providence Subsidiary has received written notice that (i) any Person providing services under a Contract with Sisters of Providence or any Sisters of Providence Subsidiary or (ii) any employee, contractor, or medical staff member performing services for Sisters of Providence or any Sisters of Providence 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) Trinity Health has made available to Saint Francis all records, audit reports and logs maintained by or behalf of the Sisters of Providence 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 Francis, to the Knowledge of Trinity Health, there are no actual or potential violations by any of the Sisters of Providence 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 Sisters of Providence nor any Sisters of Providence 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 Trinity Health, 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 Trinity Health, 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 Trinity Health, 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 Trinity Health, that Sisters of Providence or any Sisters of Providence 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 7.12 HIPAA. To the Knowledge of Trinity Health, Mercy Medical Center and each other Sisters of Providence 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 Sisters of Providence or any Sisters of Providence 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 Sisters of Providence or a Sisters of Providence Subsidiary pursuant to HIPAA is set forth on **Schedule 7.12**.

Section 7.13 Financial Capacity. Trinity Health currently has the financial capacity to perform all of its obligations under this Agreement without any conditions or contingencies.

Section 7.14 Due Diligence. Trinity Health has provided or caused to be provided to Saint Francis and its Representatives all information and documents regarding the business operations and facilities of Trinity Health, Sisters of Providence and the Sisters of Providence Subsidiaries that have been requested by Saint Francis in connection with Saint Francis’s due diligence review in connection with the transaction contemplated by this Agreement. In that regard, Trinity Health acknowledges and agrees 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 Francis, or its Representatives, prior to the Closing Date.

Section 7.15 Full Disclosure. No representation or warranty by 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 Francis by Trinity Health

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 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 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 Trinity Health (which consent shall not be unreasonably withheld or delayed), Saint Francis shall, and shall cause the Saint Francis Controlled Subsidiaries to, (i) conduct the business of Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries. Trinity Health agrees that Saint Francis may enter into definitive agreements relating to acquisitions of or strategic affiliations with Johnson Memorial Medical Center, Inc., Johnson Memorial Hospital, Inc. and certain affiliates (collectively, “**Johnson**”), on terms substantially consistent with those previously disclosed in writing by Saint Francis to Trinity Health. Saint Francis will keep Trinity Health apprised of any discussions occurring between the Signature Date and the Effective Date regarding Johnson and any other strategic transactions. Any material change to the Johnson transaction will be subject to Trinity Health’s prior written consent, which will not be unreasonably withheld or delayed. Following the Effective Date, Trinity Health will honor and will cause Saint Francis to honor all of Saint Francis’s obligations to Johnson under any definitive agreements between Saint Francis and Johnson, so long as such agreements are substantially consistent with those previously disclosed in writing by Saint Francis to Trinity Health.

(b) From the date hereof until the Effective Date, except as consented to in writing by Trinity Health, Saint Francis (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 Trinity Health’s prior written consent, which will not be unreasonably delayed, and (iii) shall notify Trinity Health of any event or condition described in **Section 6.08(f), (g), (j), or (l)**. Saint Francis shall promptly notify 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 to Saint Francis becoming the New RHM and part of Trinity Health. 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 Francis shall (a) afford Trinity Health and its 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 Francis and the Saint Francis Controlled Subsidiaries; (b) furnish Trinity Health and its Representatives with such financial, operating and other data and information related to Saint Francis and the Saint Francis Controlled Subsidiaries as Trinity Health or any of its Representatives may reasonably request; and (c) instruct the Representatives of Saint Francis to cooperate with Trinity Health in its investigation of Saint Francis and the Saint Francis Controlled Subsidiaries; provided, however, that any such investigation shall be conducted during normal business hours upon reasonable advance notice to Saint Francis, under the supervision of Saint Francis' personnel and in such a manner as not to interfere with the conduct of the business of Saint Francis and the Saint Francis Controlled Subsidiaries.

(b) From the date hereof until the Closing, Trinity Health shall furnish Saint Francis and its Representatives with such financial, operating and other data and information as is reasonably necessary in the reasonable opinion of Saint Francis to demonstrate Trinity Health's ability to satisfy its 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 its 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 the Saint Francis Providers, 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, Trinity Health and Saint Francis 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 Trinity Health 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 and Saint Francis 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 Francis will deliver to Trinity Health true and complete copies of the unaudited consolidated financial statements for Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries as of, and for the month ended on, the date thereof and which shall properly reflect all liabilities incurred by Saint Francis and the Saint Francis 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 Francis shall deliver to Trinity Health a copy of the audited financial statements of Saint Francis and each Saint Francis Controlled Subsidiary for fiscal year ending September 30, 2014, within five (5) days of their completion.

Section 8.06 Employment Matters.

(a) Subject to Trinity Health's due diligence review and further discussions between Trinity Health and Saint Francis between the Signature Date and the Closing Date, (i) all employees of Saint Francis and the Saint Francis Controlled Subsidiaries as of the Effective Date (the "**Saint Francis 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, (ii) all current employment policies, commitments and benefit plans of Saint Francis and the Saint Francis Controlled Subsidiaries will remain in effect after the Effective Date until the same are amended, modified, replaced or terminated, and (iii) all collective bargaining agreements or Contracts with any union, works council or labor organization to which Saint Francis or a Saint Francis Controlled Subsidiary is a party will be honored according to their respective terms. The employment of the Saint Francis Employees will continue to be at-will following the Effective Date and Trinity Health, the New RHM or a Saint Francis Controlled Subsidiary shall have the authority to make changes regarding the terms or conditions of employment of the Saint Francis Employees consistent with the business needs of the New RHM.

(b) As soon as reasonably practicable, and consistent with the obligations under applicable collective bargaining agreements in effect at the Effective Date, the Saint Francis Employees shall be provided benefits comparable to those provided to other similarly situated employees of Trinity Health. Service credit will be granted to the Saint Francis Employees under Trinity Health's 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 unless required by collective bargaining agreement), life, disability, vacation or paid time-off, severance and similar plans of Trinity Health in which the Saint Francis Employees are eligible to participate after the Effective Date for their continuous employment with Saint Francis or a Saint Francis Controlled Subsidiary from their most recent hire date by Saint Francis or a Saint Francis 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 Francis 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 Trinity Health is recognized under any such plan, program, policy or arrangement, and will not be granted to the extent such treatment would result in duplicative benefits for the same period of service, or 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 Francis 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 Francis 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 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 Francis, on behalf of itself and each Saint Francis 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 Francis and the Saint Francis 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 Francis or an applicable Saint Francis Controlled Subsidiary does not replace or maintain a policy that is a "claims-made" policy, Saint Francis will or cause the applicable Saint Francis 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 Francis shall or shall cause the applicable Saint Francis 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 Francis 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 Francis will or cause the applicable Saint Francis 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 Francis 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) Saint Francis has provided Trinity Health copies of the following: (i) First American Title Insurance Company (“**FATIC**”) Loan Policy No. CTLe-288816760, issued to U.S. Bank National Association, as Master Trustee, and State of Connecticut Health and Educational Facilities Authority (the “**Original Title Policy**”), (ii) a FATIC Endorsement to the Original Title Policy dated as of September 30, 2010, and (iii) a FATIC Mortgage Modification Endorsement, Same as Survey Endorsement, and Zoning Completed Structure Endorsement to the Original Title Policy, each dated as of January 24, 2014 (collectively, the “**Existing Title Policies**”). Prior to the Closing Date, Saint Francis shall obtain a current title commitment (the “**Title Commitment**”) issued by FATIC or another national title insurance company selected by Saint Francis and reasonably acceptable to Trinity Health (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**”) to Trinity Health 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 Francis shall promptly upon receipt provide a copy of the Title Commitment and, upon request, each exception document to Trinity Health.

(b) Trinity Health may, at its expense, obtain current as built surveys of any parcels of Insured Real Property (each a “**Survey**”), as it elects. Trinity Health shall promptly upon its receipt furnish a copy of any Survey to Saint Francis and to the Title Company. Trinity Health 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 Trinity Health objects to any matters (other than Permitted Encumbrances) in the Title Commitment or Survey of the applicable Insured Real Property, Trinity Health shall notify Saint Francis in writing prior to the expiration of the applicable Review Period. In the event Trinity Health objects to such matters contained in any Title Commitment or Survey, then Saint Francis shall either (i) cure or cause such objections to be cured, or (ii) within fifteen (15) days following Trinity Health’s notification to Saint Francis

of its objection regarding such Insured Real Property, inform Trinity Health that it is unwilling or unable to cure some or all of such objections. If Saint Francis is unable or unwilling to cure such matters, then Trinity Health may either (A) consummate the transaction contemplated by this Agreement, in which event such uncured matters to which Trinity Health 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 Francis of affirmative insurance coverage insuring that an exception to title reflected in the Existing Title Policies provided to Trinity Health 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 Francis shall, at Trinity Health's option, 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 Trinity Health 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 two (2) 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 Trinity Health 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 to Trinity Health good and marketable fee simple title to the Insured Real Property subject only to Permitted Encumbrances. At Closing, Saint Francis shall pay the premiums for the Title Policies.

(d) Trinity Health also shall exercise good faith efforts to notify Saint Francis 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 Francis has made available to Trinity Health as of the Signature Date as part of Trinity Health's due diligence review.

Section 8.09 Transfer Taxes. All transfer or similar taxes (including any penalties and interest) incurred in connection with the transfer of the Owned Real Property pursuant to this Agreement, if any, and the other Transaction Documents shall be borne and paid by Saint Francis when due. All recording fees in connection with causing title to the Owned Real Property to be in the condition required by this Agreement shall be borne and paid by Saint Francis when due.

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. 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 Francis and 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 Francis and Trinity Health shall further update such Disclosure Schedules so that they are current through the Closing Date and are reasonably acceptable to Trinity Health and Saint Francis, 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.

ARTICLE IX CONDITIONS TO CLOSING

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

(a) 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;

(b) All of the covenants and obligations that Saint Francis 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;

(c) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to Saint Francis, 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 Francis;

(d) Saint Francis shall have executed and delivered to Trinity Health all of the documents, agreements, certificates and deliverables required to be executed or delivered by Saint Francis pursuant to **Section 5.02**;

(e) All corporate approvals necessary to effectuate this Agreement and the transaction contemplated by this Agreement have been obtained by Saint Francis;

(f) 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 Francis as a result of which Trinity Health reasonably and in good faith deems it inadvisable to proceed with the transaction;

(g) Neither Saint Francis nor any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary;

(h) 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;

(i) All material consents, waivers and estoppels of any third parties or Government Authorities which are reasonably necessary, in the opinion of Trinity Health, to effectively complete the transaction contemplated by this Agreement or to operate Saint Francis and the Saint Francis 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 Trinity Health and Saint Francis pursuant to a separate agreement;

(j) Trinity Health and Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries will have been received by Trinity Health or will continue without interruption in the name of Trinity Health or in the names in which the licenses are currently issued without further action on the part of Trinity Health;

(k) Trinity Health shall have received documentation, assurances, or other satisfactory evidence that the Medicare and Medicaid certifications of the Saint Francis Providers will continue without interruption as of and after the Effective Date and that the facilities and operations of Saint Francis and the Saint Francis 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;

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

(m) Saint Francis shall have furnished Trinity Health with:

(i) complete and accurate copies of the Disclosure Schedules for which Saint Francis is responsible under this Agreement current as of the Closing Date that are reasonably acceptable to Trinity Health; provided, however, (1) Trinity Health shall exercise good faith efforts to notify Saint Francis of any objections to the Disclosure Schedules provided as of the Signature Date by Saint Francis to Trinity Health, and (2) all such Disclosure Schedules and any new Disclosure Schedules or updates to the Disclosure Schedules shall be deemed reasonably acceptable to 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 Francis and the Saint Francis Controlled Subsidiaries;

(iii) custody of all Contracts of Saint Francis and the Saint Francis 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 Francis, reasonably satisfactory in form and substance to Trinity Health, certifying that (a) each covenant and agreement to be performed by Saint Francis 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 Francis 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 Trinity Health, as may be required to give effect to this Agreement.

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

(a) 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;

(b) All of the covenants and obligations that Trinity Health 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;

(c) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to Trinity Health, 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 Trinity Health;

(d) Trinity Health shall have executed and delivered to Saint Francis all of the documents, agreements, certificates and deliverables required to be executed or delivered by Trinity Health pursuant to **Section 5.02**;

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

(f) 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 Francis as a result of which Saint Francis reasonably and in good faith deems it inadvisable to proceed with the transaction;

(g) Trinity Health shall not (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 Trinity Health;

(h) 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;

(i) All material consents, waivers and estoppels of any third parties which are reasonably necessary, in the opinion of Saint Francis, 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 by Trinity Health;

(j) Trinity Health and Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries will have been received by Trinity Health or will continue without interruption in the name of Trinity Health or in the names in which the licenses are currently issued without further action on the part of Trinity Health;

(k) All canonical approvals for Saint Francis to consummate the transaction contemplated by this Agreement shall have been received;

(l) The Dadlez Employment Agreement shall have been fully executed and delivered; and

(m) Trinity Health shall have furnished Saint Francis with:

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

(ii) certificates signed by an authorized officer of Trinity Health, reasonably satisfactory in form and substance to Saint Francis, certifying that (a) each covenant and agreement to be performed by 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 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 Francis, 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 Francis and Trinity Health;
- (b) by Trinity Health by written notice to Saint Francis if:

- (i) Trinity Health 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 Saint Francis 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 Francis by March 31, 2016; or

- (ii) any of the material conditions set forth in **Section 9.01** shall not have been fulfilled by March 31, 2016, unless such failure shall be due to the failure of 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 Francis by written notice to Trinity Health if:

- (i) Saint Francis 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 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 Trinity Health by March 31, 2016; or

- (ii) any of the conditions set forth in **Section 9.02** shall not have been fulfilled by March 31, 2016, unless such failure shall be due to the failure of Saint Francis 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 Trinity Health or Saint Francis 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.

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 Francis and Trinity Health agree to split equally the filing fees incurred by Saint Francis and Trinity Health in connection with (i) any filings or submissions under the HSR Act; (ii) obtaining all CONs necessary to transfer ownership of the Saint Francis Providers, and (iii) obtaining all Permits required by Law to operate the licensed components of Saint Francis and the Saint Francis 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 Trinity Health:

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

If to Saint Francis:

Saint Francis Care, Inc.
114 Woodland Street
Hartford, Connecticut 06105
Attn: President & Chief Executive Officer

With a copy to:

General Counsel
Trinity Health
20555 Victor Pkwy
Livonia, MI 48152

With a copy to:

Thomas S. Marrion
Hinckley, Allen & Snyder LLP
20 Church Street
Hartford, Connecticut 06103

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.

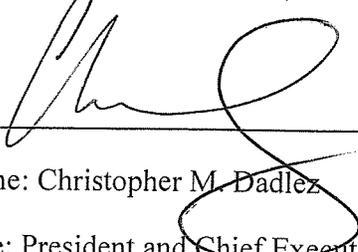
Section 11.13 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall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

TRINITY HEALTH CORPORATION

By:  _____

By: _____

Name: Christopher M. Dadlez
Title: President and Chief Executive Officer

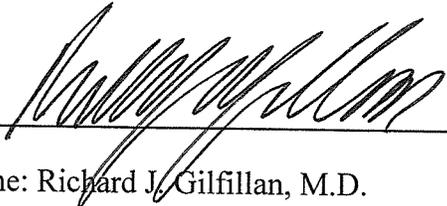
Name: Richard J. Gilfillan, M.D.
Title: President and Chief Executive Officer

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 FRANCIS CARE, INC.

TRINITY HEALTH CORPORATION

By: _____

By:  _____

Name: Christopher M. Dadlez

Name: Richard J. Gilfillan, M.D.

Title: President and Chief Executive Officer

Title: President and Chief Executive Officer

EXHIBITS

Exhibit A.....	Saint Francis Exempt Subsidiaries
Exhibit B.....	Saint Francis Controlled Subsidiaries
Exhibit C.....	Trinity Health System Authority Matrix
Exhibit D.....	Saint Francis Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws
Exhibit E.....	Saint Francis Controlled Subsidiaries' Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws

DISCLOSURE SCHEDULES

Schedule 1A.....	Knowledge of Saint Francis
Schedule 1B.....	Knowledge of Trinity Health
Schedule 3.02.....	Board of Directors and Officers of New 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 Francis and the Saint Francis 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
Schedule 6.14(b).....	Governmental Orders, Judgments, Penalties, Awards
Schedule 6.15(a)	Compliance With Laws/Permits
Schedule 6.16(a)	Government Program Survey Reports
Schedule 6.16(b).....	Reimbursement Claims
Schedule 6.16(d).....	Accreditation Survey Report and Deficiency List
Schedule 6.19.....	Breach Notifications
Schedule 6.22(a)	Employee Benefit Plans
Schedule 6.22(c)	Employee Pension Benefit 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

EXHIBITS AND DISCLOSURE SCHEDULES TO

MEMBERSHIP TRANSFER AGREEMENT

Between

TRINITY HEALTH CORPORATION

And

SAINT FRANCIS CARE, INC.

Dated as of December 17, 2014

EXHIBIT A

SAINT FRANCIS EXEMPT SUBSIDIARIES

Saint Francis Hospital and Medical Center

Mount Sinai Rehabilitation Hospital, Inc.

Saint Francis Hospital and Medical Center Foundation, Inc.

Asylum Hill Family Medicine Center, Inc.

Saint Francis Medical Group, Inc.

Saint Francis Emergency Medical Group, Inc.

One Thousand Corporation - This entity is a 501(c)2 organization.

EXHIBIT B

SAINT FRANCIS CONTROLLED SUBSIDIARIES

Saint Francis Hospital and Medical Center

Mount Sinai Rehabilitation Hospital, Inc.

Saint Francis Hospital and Medical Center Foundation, Inc.

Collaborative Laboratory Services, LLC

Asylum Hill Family Medicine Center, Inc.

Saint Francis Medical Group, Inc.

Saint Francis Emergency Medical Group, Inc.

One Thousand Corporation

Saint Francis Indemnity Company, LLC

Medworks, LLC

Saint Francis Behavioral Health Group, P.C.

Saint Francis Care Medical Group, P.C.

Total Laundry Collaborative, LLC

EXHIBIT C

TRINITY HEALTH SYSTEM AUTHORITY MATRIX

[SEE ATTACHED]

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.

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 RHMs.

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 RHM name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the RHM 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 RHM Board of Trustees. All other variations are not Key Bylaw Provisions.

	Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-	Recommendation by Mission, Ministry and Advocacy Committee	Approve
1 b	Trinity Health System Core Values	-	-	-	Recommendation by Mission, Ministry and Advocacy Committee	Approve
II	Governing Documents					
II a	Articles and Bylaws of CHE Trinity	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of RHM's and NHM's 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	-
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	-

	Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
III	Appointments and Removals					
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 RHM or NHM Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	
III d	Appointment or removal of RHM or NHM 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 RHM or NHM CEOs	Participate	Recommend	Approve		

	Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve (Recommendation by Mission Ministry and Advocacy Committee)	
IV b	Group I RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM Strategic Plans	Recommend	Approve	Participate		
V	Finance Matters					
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5 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)	Approval as required by Canon Law
V b	Group II RHM 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 \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law

Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
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)	
V d	System Operating and Capital Budget		Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Approve	Approve		
V f	Second Tier Operating and Capital Budget	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	Approve up to 2% of net assets with a maximum of \$5 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)	

	Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM 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)	
VI	New Organizations and Major Transactions					
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve
VI b	Major change affecting RHM (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	Approve as related to Sponsorship obligations
VI c	Major change affecting RHM (merger, consolidation, creation, transfer, sale of all	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations

	Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	assets) related to an Trinity Health System reorganization					
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		
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	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	Quality and Safety					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the Quality and Safety Committee)	
VII b	RHM Quality and Safety Standards (consistent with Trinity	Recommends	Approves			

Action	RHM or NHM Management	RHM or NHM Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	Health System Quality Standards)				
VII c	Annual review of Trinity Health System Quality and Safety		Recommends	Quality and Safety Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Approves	Receive Report		

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.

EXHIBIT A TO MATRIX

REGIONAL HEALTH MINISTRIES

Based on the FY 2014 Income Statement

GROUP I RHMs

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)

GROUP II

Allegheny Franciscan Ministries (Florida)
Mercy Health System of Chicago (Illinois)
Mercy Medical (Alabama)
Pittsburgh Mercy Health System
Saint James Mercy Health System (New York)
Saint Joseph's Health System (Georgia)
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)

EXHIBIT D

**SAINT FRANCIS CARE, INC. AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION AND AMENDED AND RESTATED BYLAWS**

[SEE ATTACHED]

Restated Certificate of Incorporation of Saint Francis Care, Inc.

A Connecticut Nonstock Corporation

1. 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.
2. The text of the Certificate of Incorporation is as follows:

ARTICLE I

Name

The name of the Corporation is Saint Francis Care, 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.

"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 Saint Francis Care, 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 _____

_____. 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

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, or 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. Kennedy & 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 oper

Draft 12-16-14

BYLAWS
OF
SAINT FRANCIS CARE, 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 Francis Care, 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 the Member, 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, 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 Trinity Health Corporation, which is the sole member of the Corporation.

"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 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 purpose of the Corporation. The mission statement of the Corporation shall be as follows:

"We, Trinity Health, 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 Trinity Health Corporation, an Indiana nonprofit corporation, or its successors or assigns.

Section 3.02 Trinity Health Authority

The following actions shall be reserved exclusively to Trinity Health as sole member of the Corporation. 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 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, or 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 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 Section 3.02, 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.

Section 3.03 Meetings of Trinity Health

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

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to 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 the policies and guidelines adopted by Trinity Health and carry out such responsibilities as shall be delegated to it by the Board of Directors of 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), subject to the ratification of the Chair by Trinity Health;
- (b) 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, and recommend such strategic plan to Trinity Health if required by the Trinity Health System Authority Matrix;

- (c) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the approval of the Board of Directors of the Corporation, recommend such Significant Finance Matters to Trinity Health if required by the Trinity Health System Authority Matrix;
- (d) Adopt and amend from time to time rules, regulations and policies for the conduct of the operations and affairs of the Corporation; and
- (e) Recommend to Trinity Health matters relating to the Corporation that require the approval or other action of Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

Trinity Health shall appoint a Board of Directors on the basis of qualifications and criteria established by Trinity Health. Except as otherwise authorized by action of Trinity Health, the members of the Corporation's Board of Directors shall include: (i) at least one representative of Trinity Health, designated by Trinity Health (who shall serve ex officio with vote) (the "Trinity Health Director"), (ii) the President of the Corporation (who shall serve ex officio with vote), (iii) if the Corporation operates or controls a hospital or medical center, at least one physician, (iv) at least two (2) members or associates of a Roman Catholic religious congregation, and (v) members of the local community.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by Trinity Health 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) or 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 President 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 Trinity Health. 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 Trinity Health. 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 Trinity Health. 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. QUALITY OF CARE

The Board of Directors shall be responsible to develop a process for assuring the quality of care provided in the health care facilities and programs owned and operated by the Corporation's Affiliates. The Board shall assure that the Medical/Dental staff in each facility that has a Medical/Dental staff is organized pursuant to bylaws approved by the Affiliate's governing body, which shall include procedures for recommendations to the governing body 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.

Article VI. COMMITTEES

Section 6.01 Committees in General

The Executive Committee of the Board of Directors and such other committee 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 President, 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 respective 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 or until their successor is appointed. 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 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 President 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 accord with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, Vice-Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint 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 Trinity Health. The President shall be the Chief Executive Officer of the Corporation, and any vacancy in such office shall be filled by Trinity Health. The Chair (and any person or office that serves as the designated successor to the Chair) shall be elected by the Board and recommended for ratification to the Trinity Health Board of Directors by the Corporation's Board of Directors in a manner consistent with any applicable policy of Trinity Health. The Chair shall serve a term of one year and may be elected for a total of three (3) consecutive complete one (1) year terms. The Vice-Chair (unless the Vice-Chair serves as the designated successor to the Chair), Secretary and Treasurer of the Corporation shall be elected at the annual meeting of the Directors by the members of the Board of Directors. The Treasurer 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 and Vice-Chair

The Chair shall preside at all Board meetings and shall be an ex-officio voting member of all committees. The Vice-Chair shall act as Chair in the absence of the Chair and, when so acting, shall have all the authority and powers of the Chair.

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 Trinity Health 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 this 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 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 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 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 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

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.

Article X. MISCELLANEOUS

Section 10.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of June of each year and shall begin on the 1st day of July of each year.

Section 10.02 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 10.03 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 10.04 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 XI AMENDMENT AND REVIEW

Section 11.01 Amendment

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

Section 11.02 Periodic Review

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

EXHIBIT A
System Authority Matrix

EXHIBIT E

**SAINT FRANCIS CONTROLLED SUBSIDIARIES' AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION AND AMENDED AND RESTATED BYLAWS**

[SEE ATTACHED]

Restated Certificate of Incorporation of Saint Francis Hospital and Medical Center, Inc.

A Connecticut Nonstock Corporation

1. The present name of the Corporation is Saint Francis Hospital and Medical Center, Inc. which was incorporated on March 11, 1958.
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 Francis Hospital and Medical Center, 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 Francis Hospital and Medical Center, 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 congregations or other canonical persons serving as sponsors, 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 this 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 are effective as _____, 201 .

Draft 12-16-14

BYLAWS
OF
SAINT FRANCIS HOSPITAL AND MEDICAL CENTER, 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 Francis Hospital and Medical Center, 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 Inc., 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, Trinity Health, 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; and
- (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 30th day of June of each year and shall begin on the 1st day of July 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 December 17, 2014, by and between Trinity Health Corporation, an Indiana nonprofit corporation (“Trinity Health”), and Saint Francis Care, Inc., a Connecticut nonstock corporation (“Saint Francis”). The substitution of Trinity Health for the Archbishop of Hartford as the sole member of Saint Francis 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 Trinity Health via the electronic data room set up for this transaction at <https://datasite.merrillcorp.com>.

SCHEDULE 1A

SAINT FRANCIS PERSONS INCLUDED IN “KNOWLEDGE” DEFINITION

Christopher M. Dadlez, President and Chief Executive Officer

John F. Rodis, Executive Vice President and Chief Operating Officer

David M. Bittner, Senior Vice President, Finance

Jennifer Schneider, Vice President, Finance

SCHEDULE 1B

TRINITY HEALTH PERSONS INCLUDED IN “KNOWLEDGE” DEFINITION

[TO BE PROVIDED BY TRINITY]

SCHEDULE 3.02

BOARD OF DIRECTORS AND OFFICERS OF NEW RHM

To be prepared by the Parties post-signing.

SCHEDULE 6.04
CONFLICTS; CONSENTS

Section 6.04(a) None.

Schedule 6.04(b) None.

Section 6.04(c):

- Consents required pursuant to documents executed in connection with issuance of \$39,745,000 CHEFA Revenue Bonds, Series E
- Consents required pursuant to the documents executed in connection with issuance of \$50,000,000 CHEFA Revenue Bonds, Series H
- Consents required pursuant to documents executed in connection with issuance of \$60,000,000 CHEFA Revenue Bonds, Series I
- Consents required pursuant to the documents executed in connection with issuance of \$40,000,000 CHEFA Revenue Bonds, Series J
- Consents required pursuant to the documents executed in connection with issuance of \$35,000,000 CHEFA Revenue Bonds, Series K
- Consents required pursuant to the documents executed in connection with issuance of \$20,000,000 CHEFA Revenue Bonds, Series L
- Consents required pursuant to documents executed in connection with issuance of \$8,215,000 CHEFA Revenue Bonds, Series M
- Consents required pursuant to documents executed in connection with the \$5,000,000 line of credit with Bank of America.
- Consents required pursuant to documents executed in connection with interest rate swap arrangements with Bank of America.
- Consents required pursuant to documents executed in connection with interest rate swap arrangements Morgan Stanley.

Section 6.04(d) None.

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 Francis or the Saint Francis Controlled Subsidiaries 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:

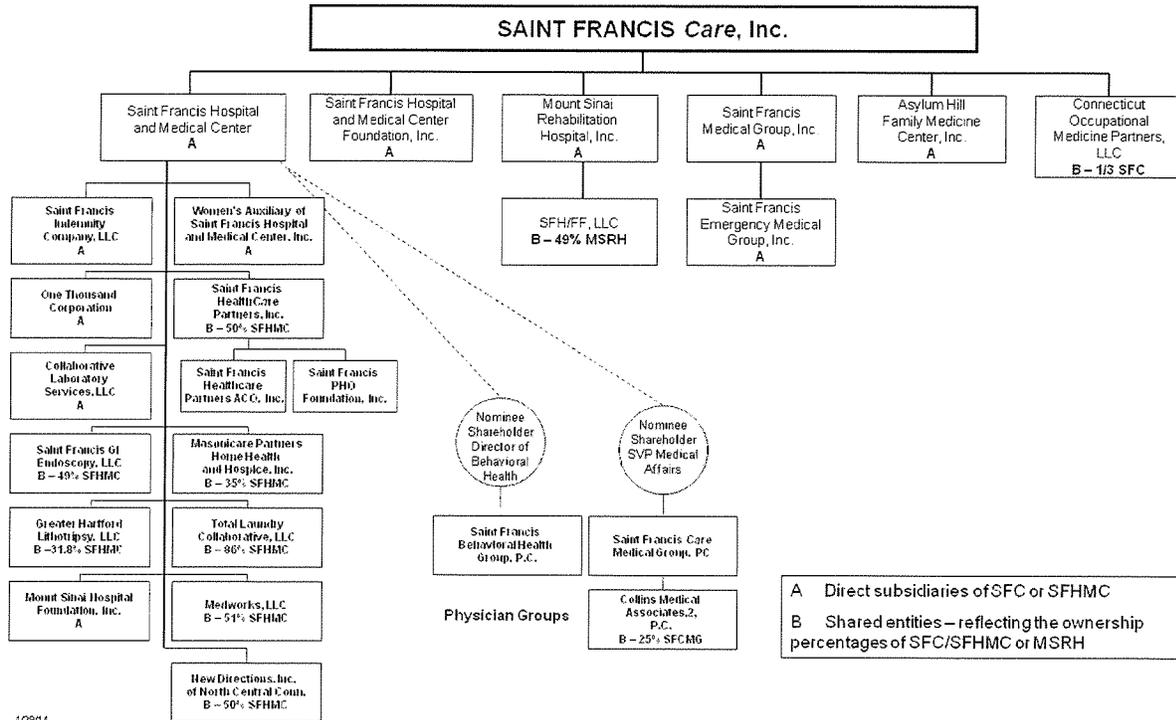
Roman Catholic Archdiocese of Hartford
Holy See, Roman Catholic Church

State of Connecticut Office of HealthCare Access
Office of the Attorney General of the State of Connecticut
Federal Trade Commission

Consent may be required in respect of the following entities:

Saint Francis Health Care Partners, Inc.
Saint Francis GI Endoscopy, LLC
Greater Hartford Lithotripsy, LLC
Mount Sinai Hospital Foundation, Inc.
Masonicare Partners and Hospice, Inc.
Saint Francis Hospital Fitness Forum, LLC
Connecticut Occupational Medicine Partners, LLC

SCHEDULE 6.05
ORGANIZATIONAL CHART



4/29/14

SCHEDULE 6.08

ABSENCE OF CERTAIN CHANGES, EVENTS AND CONDITIONS

Section 6.08(a) None.

Section 6.08(b) None.

Section 6.08(c) None.

Section 6.08(d) None.

Section 6.08(e) None.

Section 6.08(f) None.

Section 6.08(g)

That certain letter, dated December 12, 2014, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the coverage position of Atlantic Specialty Insurance Company under the Healthcare Organization Liability Insurance policy with respect to the claims of Elizabeth Smith, M.D.

That certain letter, dated December 15, 2014, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the preliminary coverage analysis under the Healthcare Organization Liability Insurance policy with respect to the claims of Merry Bajana.

That certain reservation of rights letter received on October 14, 2014 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Tashema Coleman.

Section 6.08(h) None.

Section 6.08(i) None.

Section 6.08(j) None.

Section 6.08(k) None.

Section 6.08(l)

In a letter dated October 13, 2014, Streamline Health, Inc. ("Streamline") asserted that certain fees and payments due to Streamline under that certain Master Agreement by and between Streamline and Saint Francis Hospital and Medical Center dated January 30, 2013, as amended, were accelerated pursuant to the terms of the agreement in connection with the alleged wrongful termination of the contract by Saint Francis Hospital and Medical Center.

Section 6.08(m) None.

Section 6.08(n) None.

Section 6.08(o) None.

Section 6.08(p) None.

Section 6.08(q) None.

Section 6.08(r) None.

SCHEDULE 6.09
MATERIAL CONTRACTS

Section 6.09(a)(i)

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective Date</u>
CareMedic Systems, Inc.	Services Agreement	Saint Francis Care	6/18/2007
MPB Group, LLC, The	Services Agreement	Saint Francis Hospital and Medical Center	10/30/2009
ClearEdge Power Finance, LLC (fka UTC Power Corporation)	Services Agreement	Saint Francis Hospital and Medical Center	9/8/2011
Intuitive Surgical, Inc.	License Agreement	Saint Francis Hospital and Medical Center	9/27/2011
DVA Renal Healthcare, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	9/26/2012
AT&T	Services Agreement	Saint Francis Hospital and Medical Center	3/30/2012
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
Wolters Kluwer Health, Inc.	License Agreement	Saint Francis Hospital and Medical Center	11/6/2012
Beckman Coulter, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	12/21/2012
Fleetwood Leasing, LLC	Lease/Real Estate Transaction	Saint Francis Hospital and Medical Center	5/24/2013
KBE Building Corporation	Services Agreement	Saint Francis Hospital and Medical Center	8/13/2013
Frank Capasso & Sons, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	10/14/2013
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and Medical Center	2/4/2014
Hewlett-Packard Financial Services Company	Financial Agreement (loan/credit)	Saint Francis Hospital and Medical Center	11/26/2013
ServiceNow, Inc.	Purchase/Sale Agreement	Saint Francis Hospital and Medical Center	12/20/2013

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective Date</u>
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and Medical Center	2/4/2014
Wolters Kluwer Health, Inc.	License Agreement	Saint Francis Hospital and Medical Center	5/1/2014
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/5/2014
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/14/2014
Hewlett Packard Company	Services Agreement	Saint Francis Hospital and Medical Center	4/1/2014
Bellin Memorial Hospital, Inc.	License Agreement	Saint Francis Hospital and Medical Center	6/13/2014
Healthgrades Operating Company, Inc. (fka Health Grades, Inc.)	Services Agreement	Saint Francis Care, Inc.	10/1/2014
Smart Source of Boston, LLC d/b/a Smart Source Services	Services Agreement	Saint Francis Hospital and Medical Center	5/1/2007
Global Help Desk Services, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	7/22/2011
Allscripts, LLC	License Agreement	Saint Francis Hospital and Medical Center	2/15/2010
Johnson Memorial Medical Center, Inc.	Affiliation Agreement	Saint Francis Care, Inc.	7/12/2012
Allscripts Healthcare, LLC + 2008 Software Access Agreement	Services Agreement	Saint Francis Hospital and Medical Center	12/27/2011
AT&T	Services Agreement	Saint Francis Hospital and Medical Center	4/2/2001
AT&T Mobility National Accounts, LLC	Services Agreement	Saint Francis Hospital and Medical Center	12/23/2008
ClearEdge Power Finance, LLC (fka UTC Power Corporation)	Services Agreement	Saint Francis Hospital and Medical Center	9/8/2011
Connecticut Joint Replacement Surgeons, LLC, The	Consulting Agreement	Saint Francis Hospital and Medical Center	10/1/2011

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective Date</u>
Epic Systems Corporation	License Agreement	Saint Francis Hospital and Medical Center	9/25/2012
Daniels Sharpsmart, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	2/15/2011
DVA Renal Healthcare, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	9/26/2012
EMCOR/New England Mechanical Services, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2010
Orion Health, Inc.	License Agreement	Saint Francis Hospital and Medical Center	3/28/2013
NDCHealth Corporation d/b/a RelaytHealth	Services Agreement	Saint Francis Hospital and Medical Center	12/22/2008
Nuance Communications, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/31/2013
General Electric Company, by and through its GE Healthcare Division	License Agreement	Asylum Hill Family Medicine Center, Inc.	1/26/2011
ChimeNet, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	6/27/2013
Greater Hartford Community Foundation, Inc.	Services Agreement	Saint Francis Care, Inc.	6/20/2011
Hewlett Packard Company	Services Agreement	Saint Francis Hospital and Medical Center	10/28/2014
Iron Mountain Information Management, LLC	Services Agreement	Saint Francis Hospital and Medical Center	6/1/2014
Nuance Communications, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	12/31/2010
Radiology Associates of Hartford, P.C.	Services Agreement	Saint Francis Hospital and Medical Center	6/1/1994
FUJIFILM Medical Systems USA, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2013
MPB Group, LLC, The (dba BerylHealth) AND 09-301	Services Agreement	Saint Francis Hospital and Medical Center	10/30/2009
Olympus Financial Services	Purchase/Sale Agreement	Saint Francis Hospital and Medical Center	6/8/2010

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective Date</u>
Advisory Board Company, The	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2014
ProVation Medical, Inc.	License Agreement	Saint Francis Hospital and Medical Center	10/12/2012
ProVation Medical, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	9/29/2012
Cisco Systems Capital Corporation (UPLOAD)	License Agreement	Saint Francis Hospital and Medical Center	8/11/2014
Bellin Memorial Hospital, Inc.	License Agreement	Saint Francis Hospital and Medical Center	6/13/2014
Enfield Builders, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	11/21/2014
Strata Decision Technology LLC	License Agreement	Saint Francis Care, Inc.	4/30/2011
TCF Equipment Finance, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	
Thoratec Corporation	Purchase/Sale Agreement	Saint Francis Hospital and Medical Center	4/3/2014
Trifecta Environmental Associates Management, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	8/13/2013
Premier Purchasing Partners, L.P.	Governance Document	Saint Francis Hospital and Medical Center	10/1/2013
Stryker Finance, a Division of Stryker Sales Corporation	Equipment Lease	Saint Francis Hospital and Medical Center	2/1/2012
Zimmer US, Inc.	Purchase/Sale Agreement	Saint Francis Hospital and Medical Center	4/16/2014
Nuance Communications, Inc.	License Agreement	Saint Francis Hospital and Medical Center	5/30/2014
Bellin Memorial Hospital	Schedule 1-B to Sublicense Agreement	Saint Francis Hospital and Medical Center	6/13/14

Provider Name	Entity	Agreement Type	Effective Date
Saint Francis Behavior Health Group, P.C.	SFHMC	PSA	1/20/2010
Johnson Memorial Medical Center, Inc.	SFMG	PSA	3/12/2012
Johnson Memorial Medical Center, Inc.	SFC	PSA	5/13/2013
Johnson Memorial Medical Center, Inc.	SFC	PSA	8/1/2012
Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/2014

Provider Name	Entity	Agreement Type	Effective Date
Delphi Healthcare Partners, Inc.	SFMG	PSA - On-Call	10/1/2009
Collaborative Laboratory Services, L.L.C.	SFHMC	Services Under Grant	7/1/2013
Saint Francis Medical Group	SFHMC	Services Under Grant	7/1/2013
Community Health Services, Inc.	SFHMC	Services Under Grant	7/1/2013

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Hospital and Medical Center	103 Woodland St., LLC	103 Woodland St., LLC	4/1/2013
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	
Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	4/4/1997
Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	Dorset Crossing, LLC	8/1/2012
Saint Francis GI Endoscopy, LLC	Mattapoissett Properties, LLC	Mattapoissett Properties, LLC	5/11/2007
Saint Francis Hospital and Medical Center	515 West Middle Turnpike Associates Limited Partnership	515 West Middle Turnpike Associates Limited Partnership	4/27/2011
ABP Corp. successor in interest to Au Bon Pain Co., Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2011
Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	Amcap Copaco, LLC	11/1/2008
DVA Rental Healthcare, Inc. a/k/a Gambro Healthcare of Connecticut, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/2014
Saint Francis Hospital and Medical Center	A&L Troiano Family, Inc.	A&L Troiano Family, Inc.	2/1/2013
Saint Francis Hospital and Medical Center	Easter Seals Greater Hartford Rehabilitation Center, Inc.	Easter Seals Greater Hartford Rehabilitation Center, Inc.	10/1/2006
Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	10/1/2007
Saint Francis Medical Group, Inc.	BFG&T Associates LLC	BFG&T Associates LLC	5/1/2014
Saint Francis Medical Group, Inc.	11 South Road, LLC	11 South Road, LLC	8/1/2011

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Hospital and Medical Center; Saint Francis Care, Inc.	Urban League of Greater Hartford, Inc.	Urban League of Greater Hartford, Inc.	12/1/2012
Gilberto Ramirez, MD	Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	9/26/2009
St. Francis Hospital and Medical Center	Bishop's Corner (E&A), LLC	Bishop's Corner (E&A), LLC	11/1/2012
Saint Francis Hospital and Medical Center	M&R Gassner Family II, LLC	M&R Gassner Family II, LLC	12/15/2010
Alcohol and Drug Recovery Centers, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2014
Saint Francis Hospital and Medical Center	Connemara Court, LLC	Connemara Court, LLC	3/15/2011
Saint Francis Hospital and Medical Center	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	7/1/2008
Saint Francis Care Medical Group, P.C.	A&L Troiano Family, LLC	A&L Troiano Family, LLC	2/1/2013
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2011
Saint Francis Care Medical Group, P.C.	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2014
National Multiple Sclerosis Society (Connecticut Chapter)	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/2015
Asylum Hill Family Medicine Center	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	8/1/2013
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	7/25/2014
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/2012
Saint Francis Hospital and Medical Center	1598 East Main Street, LLC	1598 East Main Street, LLC	7/1/2011
Saint Francis Hospital and Medical Center	Tyler Development Company	Tyler Development Company	9/1/2011

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Behavioral Health Group, P.C.	Tyler Development Company	Tyler Development Company	10/1/2013
Saint Francis Medical Group, Inc.	Corporate Crossing Limited Partnership	Corporate Crossing Limited Partnership	11/1/2010
Saint Francis Medical Group, Inc.	428 Hartford Turnpike Associates, LLP	428 Hartford Turnpike Associates, LLP	10/1/2014
Saint Francis Medical Group, Inc.	RH Medical Center Associates, LLC	RH Medical Center Associates, LLC	9/1/2012
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/2013
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/2012
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	3/31/2015
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Hospital for Special Care	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/30/2003
University of Connecticut Health Center Finance Corporation	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	7/1/2006
Saint Francis Hospital and Medical Center	Fusco Farmington Associates Limited Partnership	Fusco Farmington Associates Limited Partnership	
Saint Francis Hospital and Medical Center	City of Hartford	City of Hartford	5/1/2012
Hartford Special Partners, LLC	St. Francis Hospital and Medical Center		9/1/2007

See the provider agreements and lease agreements listed under Section 6.09(b) of “Matters Disclosed in Writing to Trinity Health.”

Section 6.09(a)(ii)

Acquired Entity	Contract	Entity	Effective Date
Hartford Urology Group, P.C.	Purchase Agreement	Saint Francis Medical Group, Inc.	1/17/2014
Vascular Associates of Connecticut, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	6/21/2013
Drs. Healy, Macinski, Rao, Wade & Gordon, P.C.	Purchase Agreement	Saint Francis Medical Group, Inc.	3/28/14
Teresa Y. Mangual, M.D., Women's Care Center, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	4/5/2013
Minimally Invasive Surgeons of Greater Hartford, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	11/1/2013
Historic Asylum Hill Limited Partnership	Purchase and Sale Agreement	Saint Francis Hospital and Medical Center	10/ /2012

Section 6.09(a)(iii)

Counter-Party	Contract Type	Entity	Effective Date
University of Connecticut School of Medicine	Affiliation Agreement	Saint Francis Hospital and Medical Center	10/12/2009
University of Connecticut Health Center	Collaboration/Supervisory Agreement	Saint Francis Hospital and Medical Center	1/27/2010
City of Hartford	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	7/15/2011
University of Connecticut School of Medicine	Letter of Intent/Memorandum of Understanding	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut School of Medicine	Affiliation Agreement	Saint Francis Care, Inc.	6/21/2011
State of Connecticut, Department of Labor	Letter of Intent/Memorandum of Understanding	Saint Francis Medical Group, Inc.	12/19/2011
Gateway Community College	Clinical Research Agreement	Saint Francis Hospital and Medical Center	12/1/2011
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	1/17/2012

Counter-Party	Contract Type	Entity	Effective Date
University Of Connecticut School of Social Work	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	2/14/2012
State of Connecticut, Department of Mental Health and Addiction Services	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
University of Connecticut Health Center	Services Agreement		6/18/2012
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
City of Hartford, Health and Human Services Department	Services Agreement	Saint Francis Hospital and Medical Center	5/29/2012
State of Connecticut, Board of Regents for Higher Education	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	9/12/2012
Capital Community College	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
Capital Community College	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
State of Connecticut, Department of Public Health	Professional Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/27/2012
State of Connecticut Judicial Branch Office of Victim Services	Services Agreement	Saint Francis Hospital and Medical Center	10/10/2012
State of Connecticut, Department of Public Health	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
State of Connecticut, Department of Social Services	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	5/18/2012
Connecticut Health and Educational Facilities Authority (CHEFA)	Grant	Saint Francis Hospital and Medical Center	1/30/2013
City of Hartford	Services Agreement	Saint Francis Hospital and Medical Center	5/9/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2013

Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of Mental Health and Addiction Services	Letter of Intent/Memorandum of Understanding	Mount Sinai Rehabilitation Hospital, Inc.	4/9/2013
State of Connecticut, Judicial Branch	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	11/24/2010
State of Connecticut, Department of Children and Families	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
Capital Community College	Education Affiliation Agreement	Saint Francis Care, Inc.	9/1/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/7/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/1/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/12/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Medical Group, Inc.	11/14/2013
University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/4/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011
University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/14/2013
State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	8/15/2013

Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of Developmental Services	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2014
Centers for Medicare & Medicaid Services	Settlement Agreement	Saint Francis Hospital and Medical Center	4/28/2014
State of Connecticut, Judicial Branch	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
University of Connecticut Health Center	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health Center	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health Center	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health Center	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
Hartford, City of	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2014
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	7/1/2014
City of Hartford, Health and Human Services Department	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	7/1/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
State of Connecticut, Department of Social Services	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011
Town of Glastonbury	Lease/Real Estate Transaction	Saint Francis Hospital and Medical Center	11/10/2014
State of Connecticut, Department of Public Health		Saint Francis Hospital and Medical Center	6/23/2014
State of Connecticut, Department of Public Health	Services Agreement	Mount Sinai Rehabilitation Hospital, Inc.	10/1/2014
University of Connecticut Health Center Finance Corporation	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014

Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2013
University of Connecticut Health Center Finance Corporation	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2004
State of Connecticut, Department of Mental Health and Addiction Services	Services Agreement	Saint Francis Hospital and Medical Center	9/29/2014
State of Connecticut, Office of Early Childhood	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2014
State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2014
State of Connecticut, Department of Social Services	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	10/24/2007
University of Connecticut School of Pharmacy	Confidentiality Agreement	Saint Francis Hospital and Medical Center	5/1/2010

The list of Medicare and Medicaid Participation Agreements included in the electronic data room (<https://datasite.merrillcorp.com>) as item 4.1.10.

Section 6.09(a)(iv)

Entity	Description	Date
Saint Francis GI Endoscopy, LLC	First Amended and Restated Operating Agreement	11/15/2011
Greater Hartford Lithotripsy, LLC	Amended and Restated Limited Liability Operating Agreement	1/24/2012
CT Occupational Health Partners, LLC	CT Occupational Health Partners, LLC - Amended & Restated Operating Agmt	4/29/2013
Masonicare Partners Home Health and Hospice, LLC (f/k/a CT VNA Partners, Inc.)	Bylaws	7/8/2007
New Directions, Inc. of North Central Conn.	Amended and Restated Bylaws of New Directions Inc. of North Central Conn.	--
SFH FF, LLC	Operating Agreement between SFHMC and Fitness Forum, LLC	9/11/1997
SFH FF, LLC	First Amendment to Operating Agreement	1/1/2002

Entity	Description	Date
SFH FF, LLC	Second Amendment to Operating Agreement	10/1/2003
SFH FF, LLC	Third Amendment to Operating Agreement	12/1/2003
Saint Francis Healthcare Partners, Inc.	Bylaws	

Section 6.09(a)(v)

Commercial Contracts

Counter-Party	Contract Type	Entity	Effective Date
Asylum Hill Family Medicine Center, Inc.	Services Agreement	Collaborative Laboratory Services, LLC	2/22/2011
Masonicare Home Health and Hospice	Letter of Intent/Memorandum of Understanding	Saint Francis Care, Inc.	5/22/2014
Masonicare Home Health and Hospice	Services Agreement	Saint Francis Hospital	12/2/2008
Masonicare Partners Home Health and Hospice, Inc.	Services Agreement	Asylum Hill Family Medicine Center, Inc.	10/1/2012
Masonicare Partners Home Health and Hospice, Inc.	Services Agreement	Mount Sinai Rehabilitation Hospital, Inc.	2/26/2014
Mount Sinai Rehabilitation Hospital, Inc.	Affiliation Agreement	Saint Francis HealthCare Partners ACO, Inc.	1/1/2015
Mount Sinai Rehabilitation Hospital, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2011
Mount Sinai Rehabilitation Hospital, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2013
New Directions, Inc. of North Central Conn	Affiliation Agreement	Saint Francis Hospital and Medical Center	6/2/1999
Saint Francis Behavioral Health Group, P.C.	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2010

Counter-Party	Contract Type	Entity	Effective Date
Saint Francis HealthCare Partners, Inc.	Collaboration/Supervisory Agreement	Saint Francis Hospital and Medical Center	8/16/2012
Saint Francis HealthCare Partners, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/17/2012
Saint Francis HealthCare Partners, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2002
Saint Francis Medical Group, Inc.	Services Agreement	Collaborative Laboratory Services, LLC	6/29/2011

Provider Agreements

Provider Name	Entity	Agreement Type	Effective Date
Saint Francis Behavior Health Group, P.C.	SFHMC	PSA	1/20/2010
Saint Francis Medical Group, Inc.	SFMG	PSA	3/12/2012
Saint Francis Medical Group, Inc.	SFHMC	PSA - On-Call	3/1/2013
Woodland Physician Associates	SFHMC Home Health Agency	Medical Director	4/1/2006
Collaborative Laboratory Services, L.L.C.	SFHMC	Services Under Grant	7/1/2013
Greater Hartford Lithotripsy, LLC	SFMG	Medical Director	10/1/2014
Saint Francis Medical Group	SFHMC	Services Under Grant	7/1/2013
Saint Francis Hospital and Medical Center	SFMG	PSA	7/26/2013

Leases

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Hartford	1000 Asylum	2115	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2014
Avon	35 Nod Rd	105	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	9/1/2012
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	3/1/2014
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	4/1/2014
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	12/1/2014
Ellington	137 West Road	800	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	7/1/2012
Enfield	7 Elm St.	207 - Right Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Enfield	7 Elm St.	207 - Left side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	1/14/2014
Enfield	7 Elm St.	307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Enfield	7 Elm St.	207 - Left Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2014
Enfield	7 Elm St.	207 (Left Side)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	5/8/2014
Glastonbury	300 Hebron Avenue	207	Saint Francis Medical Group, Inc.	Saint Francis Medical Group, Inc.	Woodland Collins Associates	5/1/2014
Glastonbury	31 Sycamore Commons	202	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Tyler Development Company	9/1/2012
Hartford	1000 Asylum	4304	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2011

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Hartford	1000 Asylum	4320	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/18/2014
Hartford	1000 Asylum	2110, 2130	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/2012
Hartford	1000 Asylum	2109A	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	4/1/2013
Hartford	1000 Asylum	2118	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2013
Hartford	1000 Asylum	2120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/2014
Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2012
Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/2012
Hartford	1000 Asylum	2107A	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/15/2012
Hartford	1000 Asylum	2103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/15/2012
Hartford	1000 Asylum	2112	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2013
Hartford	1000 Asylum	4307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/28/2012
Hartford	1000 Asylum	3201F	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/25/2012
Hartford	1000 Asylum	3215	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/2013
Hartford	1000 Asylum	1019A - Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2014

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Hartford	1075 Asylum Ave.	First Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/2013
Hartford	114 Woodland St.	Floor 1, Building 2 (Women's Center)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2014
Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital	Mount Sinai Rehabilitation Hospital	7/1/2012
Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	10/1/2013
Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	5/1/2014
Hartford	500 Blue Hills Ave.	3rd Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/2014
Manchester	515 West Middle Turnpike	120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	515 West Middle Turnpike Associates Limited Partnership	4/1/2014
Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2012
Suffield	162 Mountain Road	Second Floor	Saint Francis Medical Group	Saint Francis Medical Group	Suffield Medical Center, LLC	11/1/2014
Hartford	131 Coventry Street	Second Floor	Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	4/4/1997
Hartford	95 Woodland St.	Fourth Floor	Saint Francis HealthCare Partners, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2010
Bloomfield	421 Cottage Grove Rd.	C	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	AMCAP Copaco, LLC	1/1/2012
Hartford	114 Woodland St.	Building 4, 5th Floor	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2011

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/2012
Simsbury	30 Dorset Crossing Drive	400	Saint Francis Behavioral Health Group, P.C.	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/2012
Hartford	95 Woodland St.	Third Floor	Mount Sinai Rehabilitation Hospital Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical center	1/1/2014
Hartford	114 Woodland St.	Floor 4-5, Office	Masonicare Partners Home Health and Hospice, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2014
Enfield	7 Elm St.	207	Collins Medical Associates 2, P.C. d/b/a CT Women OBGYN	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Hartford	95 Woodland St.	Fourth Floor	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/2/2012
West Hartford	345 No. Main st.	242	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Summit Green LLC	10/1/2012
Hartford	1000 Asylum	3209	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/2013
Hartford	114 Woodland St.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2014
Hartford	19 Woodland St.	Suite 22	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/2/2011
Hartford	500 Blue Hills Ave.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2014
Simsbury	30 Dorset Crossing Drive	300	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/2012
West Hartford	345 No. Main st.	240	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Summit Green, LLC	10/1/2012
Hartford	99 Woodland St.	First Floor and lower Level	Asylum Hill Family Medicine Center, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/2013

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
East Hartford	893 Main St.	101	Asylum Hill Family Medicine Center	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	8/1/2013

Section 6.09(a)(vi)

Saint Francis Hospital and Medical Center, the Mount Sinai Hospital Campus (the “Medical Center”), and the New England Health Care Employees Union, District 1199, SEIU/AFL-CIO (“District 1199”) are parties to a collective bargaining agreement up through May 26, 2015. By its terms this Agreement will automatically continue thereafter unless either party gives ninety (90) days’ notice of its intention to terminate or modify such Agreement.

Section 6.09(a)(vii)

- Documents executed in connection with issuance of \$39,745,000 CHEFA Revenue Bonds, Series E
- Documents executed in connection with issuance of \$50,000,000 CHEFA Revenue Bonds, Series H
- Documents executed in connection with issuance of \$60,000,000 CHEFA Revenue Bonds, Series I
- Documents executed in connection with issuance of \$40,000,000 CHEFA Revenue Bonds, Series J
- Documents executed in connection with issuance of \$35,000,000 CHEFA Revenue Bonds, Series K
- Documents executed in connection with issuance of \$20,000,000 CHEFA Revenue Bonds, Series L
- Documents executed in connection with issuance of \$8,215,000 CHEFA Revenue Bonds, Series M
- Documents executed in connection with the \$5,000,000 line of credit with Bank of America.
- Documents executed in connection with interest rate swap arrangements with Bank of America.
- Documents executed in connection with interest rate swap arrangements Morgan Stanley.

Capital Leases
Master Lease and Financing Agreement No. 11180 by and between Cisco Systems Capital Corporation and Saint Francis Hospital and Medical Center dated August 1, 2014
Nuance Healthcare Master Agreement by and between Nuance Communications, Inc. and Saint Francis Hospital and Medical Center dated May 22, 2013
License, Support and Implementation Agreement by and between Orion Health Inc. and Saint Francis Hospital and Medical Center dated March 28, 2013
Master Lease Agreement by and between Celtic Leasing Corp. and Saint Francis Hospital and Medical Center, as amended, dated March 26, 2010
Master Loan and Security Agreement by and between Siemens Financial Services, Inc. and Saint Francis Hospital and Medical Center, as amended, dated December 12, 2008
License and Support Agreement by and between Epic Systems Corporation and Saint Francis Hospital and Medical Center dated September 25, 2012

SCHEDULE 6.10

PERMITTED ENCUMBRANCES

The matters set forth in the CT Lien Solutions lien search reports dated March 20, 2013 and December 11, 2014, copies of which have been provided to Trinity Health.

SCHEDULE 6.12(a)

OWNED REAL PROPERTY/ENCUMBRANCES

Those parcels of real property identified as “Owned” in the Physical Plant Locations list included in the electronic data room (<https://datasite.merrillcorp.com>) as item 11.1.95.

SCHEDULE 6.12(b)

LEASED REAL PROPERTY

Those parcels of real property identified as “Leased” in the Physical Plant Locations list included in the electronic data room (<https://datasite.merrillcorp.com>) as item 11.1.95.

Those leases identified in the “Summary of Leases” list included in the electronic data room (<https://datasite.merrillcorp.com>) as item 20.26.1.

SCHEDULE 6.14(a)

LEGAL PROCEEDINGS

The Office of Civil Rights is currently investigating a reportable breach under HIPAA relating to the theft of certain paper records containing patient information from a physician's vehicle. See additional information disclosed in Schedule 6.19.

SCHEDULE 6.14(b)

GOVERNMENTAL ORDERS, JUDGMENTS, PENALTIES, AWARDS

None.

SCHEDULE 6.15(a)

COMPLIANCE WITH LAWS/PERMITS

None.

SCHEDULE 6.16

MEDICARE PARTICIPATION/ACCREDITATION

Section 6.16(a) Compliance With Laws/Permits

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, 2014. 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.

The Department of Public conducted a CMS validation survey beginning November 24, 2014 and is currently ongoing and their report has not been completed at this time.

Mount Sinai Rehabilitation Hospital had its tri-annual Joint Commission survey on December 1st and 2nd of 2014. The report has been received and the evidence of standards compliance is due by January 16, 2015 and the 60 day compliance is due January 31, 2015.

Section 6.16(b) Reimbursement Claims

See Section 6.16(a) above.

Saint Francis Hospital has the following appeals filed with the Provider Reimbursement Review Board:

- Group appeal for 2 Midnight rule (rate reduction issue)
- Medicare DSH (SSI)

Saint Francis Hospital has filed the following appeals with the State of Connecticut Department of Social Services relating to Medicaid Reimbursement:

- Inpatient Rate – no inflation since 2008
- Outpatient Rate – Fixed fees no inflation since 2008

Saint Francis Hospital also has appealed various claims that the Medicare Recovery Audit Contractors had originally determined inappropriate payment was received.

Section 6.16(c)

See Section 6.16(a) above.

Section 6.16(d) Accreditation Survey Report and Deficiency List

See Section 6.16(a) above.

SCHEDULE 6.19

BREACH NOTIFICATIONS

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. It is expected that notification will be made shortly.
10/24/2014	Inappropriate Access to PHI	Saint Francis has not received any correspondence from the Office of Civil Rights regarding this occurrence.
9/23/2014	Stolen Laptop	Saint Francis has not received any correspondence from the Office of Civil Rights regarding this occurrence.
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. There has been no additional follow-up from the Office of Civil Rights to date.

SCHEDULE 6.22

EMPLOYEE BENEFIT MATTERS

Schedule 6.22(a) Employee Benefit Plans

- Saint Francis Hospital and Medical Center Executive Severance Benefit Plan
- Asylum Hill Family Medicine Center, Inc. Defined Contribution Retirement Plan
- Asylum Hill Family Medicine Center, Inc. Tax-Deferred Annuity Plan
- Asylum Hill Family Medicine Center Blue Care HMO Plan (expired 11/30/14)
- Asylum Hill Family Medicine Center Point of Service Open Access Plan –ConnectiCare (effective 12/1/14)
- Asylum Hill Family Medicine Center Unallocated Medical Reimbursement Plan
- Asylum Hill Family Medicine Center Accrued Time Off Policy
- Asylum Hill Family Practice Center Short Term Disability Insurance
- New England Health Care Employees Pension Plan
- New England Health Care Employees Welfare Fund
- Executive Supplemental Disability
- Executive Supplemental Variable Universal Life Insurance
- Saint Francis Hospital & Medical Center Executive Flexible Benefit Plan
- Saint Francis Hospital & Medical Center Disability Salary Continuation Plan
- Saint Francis Hospital & Medical Center Severance Benefit Plan
- Saint Francis Hospital and Medical Center Cafeteria Plan
- Medical
- Dental
- Group Term Life Insurance
- Short Term Disability Insurance
- Long Term Disability Insurance
- Travel Accident Insurance
- Saint Francis Hospital and Medical Center Flexible Benefit Plan - Flexible Spending Accounts (Health Care, Dependent Care) (Limited Purpose 2015 plan has not been provided in the data room as we are still waiting for the plan document)
- Collaborative Laboratory Services LLC Flexible Benefit Plan
- Employee Assistance Program
- Health Savings Account and Health Reimbursement Account – There are currently no plan documents.
- Voluntary Benefits
 - Supplemental Group Term Life Insurance
 - Hyatt Legal Plans
 - Vision Insurance
 - Whole Life Insurance
 - Supplemental Short Term Disability
 - Supplemental Long Term Disability
 - Pet Insurance Discount
 - Home and Auto Insurance Discounts

- Retirement Plans
 - Defined Benefit Plans
 - Saint Francis Hospital and Medical Center Pension Plan
 - Collaborative Laboratory Services Retirement Plan
 - Defined Contribution Plans
 - Saint Francis Hospital and Medical Center Defined Contribution Plan
 - Saint Francis Care Defined Contribution Plan
 - Saint Francis Care 401(k) Plan
 - Saint Francis Hospital and Medical Center 403(b) Savings Plan
 - Saint Francis Medical Group, Inc. and Mount Sinai Rehabilitation Hospital are participating employers in the Saint Francis Hospital and Medical Center 403(b) Savings Plan.
 - Non-Qualified Plans
 - Saint Francis Hospital and Medical Center 457(b) Plan
 - Deferred Compensation Plan for Saint Francis Behavioral Health Group, P.C.
 - Deferred Compensation Plan for St. Francis HealthCare Partners, Inc.
 - Deferred Compensation Plan for St. Francis Care Medical Group, P.C.

- Post-Retirement Health and Welfare
 - Saint Francis Care Retiree Health Plan
 - Post-age 65 – Medicare supplemental policy or health reimbursement arrangement
 - Dental through age 65 if retired before April 1, 1994
 - Convert life insurance to whole life policy

- Policies/Guidelines
 - Donation of ETO – 26-10
 - Termination of Employment Policy (cashout of ETO on termination) – 27-4
 - ETO – 26-9
 - Holidays – 25-11
 - Sick Time – 25-5
 - Bereavement Leave – 25-6
 - Jury Duty – 25-7
 - FMLA – 25-3
 - Leaves of Absence (Non-FMLA) – 25-2
 - Military Leave – 25-4
 - Saint Francis Hospital and Medical Center Group Health Plan HIPAA Policies and Procedures
 - On Call and Call Back Compensation – 23-20
 - Reduction in Force Policy – 27-6
 - Educational Assistance Program Policy – 26-8
 - Group Term Life Insurance Policy – 26-3
 - Dental Insurance Policy – 26-2
 - Short Term Disability Policy – 26-13
 - Long Term Disability Policy – 26-4
 - Supplemental Disability Income Insurance Policy – 26-19

- Employee Assistance Policy – 26-12
- Severance Guidelines
- Relocation Guidelines (via memo from Jessica Gerundo)
- Incentive/Retention Plans
 - Bonus Structure -MS Center Research Manager – Jennifer Ruiz (Incumbent)
 - CVOR RN Retention Bonus Program – FAQ
 - CVOR Clinical Advisors Retention Bonus Program – FAQ
 - Block Hospitalists – ETO and Sick Leave Accrual
 - Interim Bonus Dollar Amounts for People in Interim Positions
 - Cash-In Extended Time Off Policy for EPIC Team Blackout Periods
 - Specialty Pay/Bonus Programs – PA’s, APRN’s Extra Shift Bonus – Block Time
 - Specialty Pay/Bonus Programs – Block Hospitalists – ETO & Sick Leave
 - Specialty Pay/Bonus Programs – Case Managers, Social Workers, Emergency Dept. – Shift Differentials
 - Specialty Pay/Bonus Programs – PA’s, APRN’s – Extra Shift Bonus
 - Specialty Pay/Bonus Programs – Referral Bonus for Hiring of Cardio Vascular Certified Surgical Techs
 - Specialty Pay/Bonus Programs – Sign On Bonus/ETO Accrual for hired Cardio Vascular Certified Surgical Techs
 - Specialty Pay/Bonus Programs – Extra Hours Premium Short Notice Level Two - RN’s, LPN’s, CST’s, RRT’s and RT1’s who meet the competency requirements of a department as defined by the Director of Nursing
 - Specialty Pay/Bonus Programs – CVOR RN Retention Bonus On-Call Bonus Pay Program for Interventional Radiology Technologists
 - Inpatient Coders’ Stay Bonus Program
 - Saint Francis Hospital and Medical Center Short Term Incentive Plan

Regarding Section 6.22(a)(ii), Asylum Hill Family Medicine Center, Inc. sponsors two 403(b) Plans: the Asylum Hill Family Medicine Center, Inc. Tax-Deferred Annuity Plan (“AHFMC TDA Plan”) which contains employee deferrals and the Asylum Hill Family Medicine Center, Inc. Defined Contribution Retirement Plan (“AHFMC Defined Contribution Plan”) which contains employer contributions. The plans are funded solely with individually owned annuity contracts through TIAA-CREF and we do not have copies of those annuity contracts.

Regarding Section 6.22(a) (vii), as stated above, the AHFMC TDA Plan and the AHFMC Defined Contribution Plan are 403(b) plans. There is no determination/opinion letter program through the IRS for 403(b) plans.

Schedule 6.22(c) Employee Pension Benefit Plans

The Saint Francis Care Defined Contribution Plan is a money purchase pension plan and the Collaborative Laboratory Services Retirement Plan is a pension plan, both subject to Internal Revenue Code Section 412.

Regarding Section 6.22(c)(iv), Towers Watson, the actuaries since January, 2009, have indicated that there have been no reportable events since 2009 other than one in 2012 for the Collaborative Laboratory Services Retirement Plan. The reportable event in 2012 involved a late payment of the 7/15/12 quarterly contribution to the plan. The notice was filed with the PBGC and it confirmed on 10/8/12 that the notice was received and no further action was required.

Section 6.22(c)(x) requests a representation that 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. Section 4001(a)(18) defines “unfunded benefit liabilities” as liabilities calculated pursuant to Section 4044 of ERISA, which is on a plan termination basis. Our actuaries, Towers Watson, have not performed such a calculation, however, they inform us that it is likely that unfunded benefit liabilities do exist on this basis for the Collaborative Laboratory Services Retirement Plan

SCHEDULE 6.23

COLLECTIVE BARGAINING AGREEMENTS; THREATS OF STRIKE, SLOWDOWN, ETC.

- Saint Francis Hospital and Medical Center, the Mount Sinai Hospital Campus (the “Medical Center”), and the New England Health Care Employees Union, District 1199, SEIU/AFL-CIO (“District 1199”) are parties to a collective bargaining agreement up through May 26, 2015. By its terms this Agreement will automatically continue thereafter unless either party gives ninety (90) days’ notice of its intention to terminate or modify such Agreement.
- The Medical Center is a contributing employer to the New England Health Care Welfare Fund and the New England Health Care Pension Fund which create contractual and benefit obligations between the Medical Center and the Funds.
- With respect to labor activity of which the Medical Center is aware, in about November, 2013, District 1199 sent organizing letters to some members of the Engineering Department on the main campus of Saint Francis Hospital and Medical Center. This did not result in a union representation petition or any other formal action by the Union.
- In about October 2014, unrepresented employees in the Food and Nutrition Department on Saint Francis Hospital and Medical Center’s main campus volunteered that there was interest in union organizing apparently due to dissatisfaction with the outsourced food service management company. Labor law compliance training was immediately provided to the Medical Center’s leadership and there has been ongoing legal advice and counsel to maintain such compliance. Saint Francis Hospital and Medical Center has notified the Food Service Management Company that it will be terminating its Services Agreement with the Company. Since such action, the Medical Center is not aware of any continuing union activity among such employees, however, it is monitoring the situation. No union has filed a union representation petition or taken any other formal action to represent such employees.

SCHEDULE 6.24
TAX RETURNS, TAX PAYMENTS

None.

SCHEDULE 6.25

INSURANCE POLICIES

The insurance policies disclosed in the Insurance Schedule included in the electronic data room (<https://datasite.merrillcorp.com>) as item 11.1.96 and those policies included as items 11.9.82 and 11.9.87-11.9.95 in the electronic data room.

SCHEDULE 7.04

CONFLICTS/CONSENTS

NONE

SCHEDULE 7.08(a)

COMPLIANCE WITH LAWS

Please note that the information disclosed in this Schedule 7.08(a) qualifies the entire representation and warranty in Section 7.08 as well as the representation and warranty at Section 7.11.

Trinity Health – None.

Sisters of Providence Subsidiaries:

Sisters of Providence is conducting a self-audit of laboratory claims from 2006 – 2010 at the direction of the Office of Inspector General (the “OIG”) to assess compliance with physician signature requirements for Medicare lab requisitions. This process was initiated by the OIG in 2010. As of the Signature date, no results are available.

SCHEDULE 7.09(a)

GOVERNMENT PROGRAM SURVEY REPORTS

Each Sisters of Providence Subsidiary – None

SCHEDULE 7.09(b)

REIMBURSEMENT CLAIMS

[Each Sisters of Providence Subsidiary – TBD]

SCHEDULE 7.12

BREACH NOTIFICATION

Sisters of Providence and Each Sisters of Providence Subsidiary – None.

SCHEDULE 8.08(a)

OWNED REAL PROPERTY

The following properties, all located in Hartford, CT:

1. Properties situated within the block bounded by Ashley Street, Atwood Street, Collins Street and Woodland Street – 59 Woodland Street, 314 Collins Street and 114 Woodland Street.
2. Properties situated within the block bounded by Atwood Street, Asylum Avenue, Collins Street and Woodland Street – 1000 Asylum Avenue, 299 Collins Street and 94 Woodland Street.
3. Properties situated in the Northerly side of Ashley Street – Parcel One (200, 206, 210, 218 & 222 Ashley Street); Parcel Two (260 Ashley Street); Parcel Three (234-236 Ashley Street).
4. Properties situated on the Westerly side of Woodland Street – Parcel One (95 & 99 Woodland Street); Parcel Two (113, 119, 125 & 129 Woodland Street).
5. Parking area situated at the Southeast corner of Ashley Street and Atwood Street – 179 Ashley Street a/k/a 62-64 Atwood Street and 179-181, 185, 189 and 193 Ashley Street.
6. Mount Sinai Campus, 500 Blue Hills Avenue.
7. Burgdorf Health Center, 131 Coventry Street.
8. Rehabilitation Hospital of Connecticut, 490 Blue Hills Avenue.
9. 675 Tower Avenue.
10. CT Sinai Corp Building, 1095 Blue Hills Avenue.
11. 659 Tower Avenue.

EXHIBIT 10

CHRISTOPHER M. DADLEZ, FACHE

HOME:

9 Cobtail Way
Simsbury, CT 06070
(860) 2167-1648
CDadlez@aol.com

OFFICE:

Saint Francis Hospital and Medical Center
114 Woodland Street, Hartford, CT 06105
(860) 714-5541 Fax (860) 714-7920
CDadlez@stfranciscare.org

SUMMARY

A healthcare career of 30 years successfully leading and managing large, complex organizations.

PROFESSIONAL EXPERIENCE

PRESIDENT AND CHIEF EXECUTIVE OFFICER

Saint Francis *Care*, Inc.
Saint Francis Hospital and Medical Center
(2004 to present)

Saint Francis Hospital and Medical Center has been an anchor institution in North Central Connecticut since its founding in 1897 by the Sisters of Saint Joseph. Licensed for 617 beds, it is one of the largest hospitals in Connecticut and is the largest Catholic hospital in New England. We are a multidisciplinary, leading-edge teaching hospital.

Saint Francis affiliated with Mount Sinai Hospital in 1990 to create a new regional healthcare system. This was the first recorded instance of a merger between a Catholic hospital and a Jewish hospital in United States history. In October 1995, the two institutions completed a formal corporate merger.

A regional referral center, Saint Francis provides sophisticated, contemporary medicine with major clinical concentrations in cardiology, orthopedics, oncology, orthopedics, women's services and rehabilitation. The achievement of excellence is emphasized through centers of excellence, which focus on quality, caring and the dignity of every patient.

Saint Francis has been named a Solucient "Top 100 Hospital" seven times, a "Top 100 Cardiac Program" three times, and a "Top 100 Performance Improvement Hospital" twice. It is also the recipient of the Leapfrog Top 50 Hospitals award and has been recognized by Care Science Top 1% of all hospitals in clinical outcomes.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

CSAHS/UHHS-Canton, Inc.
Mercy Medical Center
(2000-2003)

CSAHS/UHHS, Inc. is the not-for-profit Partnership representing the Sisters of Charity of St. Augustine Health System (CSAHS) and University Hospitals Health System (UHHS) of Cleveland. The Partnership operates Mercy Medical Center in Canton, Ohio and its regional health centers in North Canton, Carrollton, Jackson Township, Louisville, and Dover, Ohio

Responsible for efficient and effective operation and strategic direction of the organization reporting directly to the Partnership Board.

Mercy Medical Center was named a "Top 100 Hospital" for 2001 and 2002, Top 100 Cardiovascular Services Hospital for 2001 and 2002 and a Top 50 U.S. News & World Report Best Hospital for cardiovascular services for 2001 and 2002. In 2001 Mercy received the prestigious AHA Nova Award for innovative community outreach programs. For the last three years Mercy has attained record numbers in admissions, outpatient visits, net revenue and productivity.

CHRISTOPHER M. DADLEZ, FACHE

EXECUTIVE VICE PRESIDENT

Saint Barnabas Health Care System

(1996 to 2000)

Parent company of the largest healthcare provider in New Jersey. This 2 billion-dollar annual revenue company consists of ten acute-care hospitals, one children's hospital, 48 ambulatory centers, 23,000 employees, 4,000 physicians and 450 medical residents.

Member of the Office of the President/Executive Management Committee. Responsible for the strategic direction and centralized management of this dynamic organization. System-wide responsibilities include all clinical integration, development of center(s) of excellence, product line operations, marketing and development, and graduate medical education.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

MID-ATLANTIC HEALTH GROUP

Parent company of Monmouth Medical Center. Monmouth Health Care foundation: Mid-Atlantic Health Care: Monmouth Chemical Dependency Treatment Center, MA Resources and Monmouth Medical Surgi Center, Inc. Merged this holding company with two other organizations to form the new Saint Barnabas Health Care System.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

MONMOUTH MEDICAL CENTER

(1992-1996)

Responsible for the efficient and effective operation and strategic direction for this 526-bed community teaching hospital (with 2,000 FTEs and an operating budget of \$170 million). Affiliated with the Medical College of Pennsylvania and Hahnemann University

EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER

SINAI HOSPITAL BALTIMORE, MD

(1986-1992)

EXECUTIVE VICE PRESIDENT

SINAI HEALTH SERVICES

(1986-1992)

VICE PRESIDENT

(1984-1986)

Responsible for the day-to-day operation of this 467-bed teaching hospital and medical center. Affiliated with the Johns Hopkins Medical School and with an operating budget exceeding \$190 million and 2,700 FTEs. All aspects of this organization reported to the COO with the exception of Finance. Advised the President on operational and strategic policy. Member of Medical Staff and Board Executive Committees. Served as Chief Operating Officer of holding company, which had responsibility for all hospital-affiliated corporations. Acted as CEO during absence of President.

ASSISTANT ADMINISTRATOR

GREATER LAUREL BELTSVILLE HOSPITAL

LAUREL, MD

(1981-1984)

Assistant Administrator of 236-bed acute-care facility which was part of a 900-bed multi-unit system.

ASSISTANT ADMINISTRATOR

WAYNESBORO HOSPITAL

WAYNESBORO, PA.

(1979-1981)

Acting CEO from 1979 to 1980 while recruiting permanent CEO. Responsible for managing all operations of the hospital

ADMINISTRATIVE FELLOW – 4/79-12/79

ADMINISTRATIVE RESIDENT – 8/78-7/79

EVENING ADMINISTRATOR – 7/77-8/78

RICHMOND MEMORIAL HOSPITAL

RICHMOND, VA.

CHRISTOPHER M. DADLEZ, FACHE

EDUCATION

Loyola College, Baltimore, MD
Advanced Graduate Course in Business and Finance
Medical College of Virginia, Virginia Commonwealth University
Richmond, VA Masters in Hospital Administration 1979
University of New Hampshire, Durham NH
Bachelor of Arts, Biology 1975

MEMBERSHIPS & APPOINTMENTS

Alliance of Independent Academic Medical Centers (AIAMC)
Board of Directors and Executive Committee – 2005 to present
American College of Healthcare Executives (ACHE) – Fellow – 1990 to present
American Hospital Association Regional Policy Board – Alternate Delegate and Delegate – 2007 to present
American Hospital Association Equity of Care Committee – 2011
American Hospital Association Fellow in Healthcare Reform - 2011
Association of American Medical Colleges (AAMC) – Member – 1984 to present
Business Hall of Fame – 2011
Council of Teaching Hospitals and Health Systems (COTH) – Member – 1984 to present
Council for Accreditation of Health Management Education – Surveyor – 2006 to present
Catholic Health Association (CHA) – Member – 2000 to present
Connecticut Hospital Association – Board of Directors – 2006 to present
Chairman, Board of Directors – 2010 to present
Vice Chairman, Board of Directors – 2008 to 2010
Chairman, Finance Committee – 2006 to present
Capital Area Health Consortium – Member – 2004 to present
Connecticut Catholic Hospital Council – Member – 2004 to present
Connecticut Catholic Conference – Member – 2004 to present
Governor’s Task Force on Hospital Reform – Member – June to December 2007
Governor’s Connecticut Healthcare Reform Advisory Board – 2009-2010
Medical College of Virginia, Department of Healthcare Administration
Alumni Executive Committee and Past President
Adjunct Faculty/Lecturer/Preceptor

Ohio Hospital Association
Research & Education Foundation Board of Directors 2001 to 2003
Committee on Workforce Crisis Board of Directors 2001 to 2003
Akron Regional Hospital Assoc. Board of Directors 2003
University Hospitals Regional Network Board of Directors 2000 to 2003
Premier Health Alliance – Chicago, IL – Board of Trustees and various committees (1993 to 1996)
New Jersey Hospital Association (1993 to 2000)
NJHA – Treasurer
NJHA – Chairman, Finance Committee
NJHA – Investment Committee
NJHA – Chairman of the Political Action Committee
NJHA – Member of the Board of Trustees/Executive Committee
NJHA – Member of Health, Research and Educational Trust of New Jersey – Board of Directors
NJHA – Member for Center for Health Affairs Board
NJHA – Past Chairman, Integrated Delivery System Committee
NJHA – Past Chairman, Committee on Managed Care
NJHA – Member of Visioning and Strategic Planning Committee
NJHA – Member of Select Committee for Development of New Payment System
NJHA – Member of Membership Committee
NJHA – Member of Executive Compensation Committee
New Jersey Joint Teaching Hospital Forum
First Option Health Plan of New Jersey, Founder/Board of Trustees/Executive Committee
Council of Teaching Hospitals – Delegate to American Association of Medical Colleges

CHRISTOPHER M. DADLEZ, FACHE

American Hospital Association – Political Action Delegate
Johns Hopkins University, Department of Healthcare Administration
Adjunct Faculty/Lecturer/Preceptor

ITEMS OF NOTE

Served as faculty member and speaker at many national healthcare conferences and have appeared on television and radio programs to discuss all aspects of the healthcare field. In 1992 received the CAPE award for the finest healthcare program aired on cable television in New Jersey.

CONNECTICUT COMMUNITY SERVICE

Governor's Council on Economic Competitiveness and Technology	Member	2006 to present
MetroHartford Alliance	Board of Directors	
Diversity and Inclusion Committee	Chairman	2005 to present
Malta House of Care	Board of Directors	2006 to present
Mayor's Healthy Communities Initiative	Member	2005 to present
Committee to End Chronic Homelessness	Member	2005 to 2006
Greater Hartford Arts Council	Member	2006 to present
Bushnell Ovations Committee	Member	2005 to 2006

OHIO COMMUNITY SERVICE

United Way	Board of Directors	2001 to 2004
Catholic Charities	Board of Directors	2001 to 2004
Walsh University	Board of Directors	2001 to 2004
Boy Scouts of America	Board of Directors	2001 to 2004
Canton Central Catholic High School	Board of Directors	2001 to 2004
YMCA	Board of Directors	2001 to 2004
Stark County Development Board	Board of Directors	2001 to 2004

PRIOR COMMUNITY SERVICE

Asbury Park Soup Kitchen
American Cancer Society
American Heart Association – 1995 Service Award
Catholic Charities
Founder and Chairman, Long Branch Tomorrow
Ronald McDonald House – Board of Trustees
Monmouth Chemical Dependency Center – Board of Trustees
Long Branch Chamber of Commerce – Board of Directors
Children's Psychiatric Center
Girl Scouts – Monmouth Council
Juvenile Diabetes Foundation – Chaired 1996 "Walk for the Cure"
Honored as Long Branch "Man of the Year 1994"
March of Dimes – Chaired "Walk America"
Monmouth University
United Cerebral Palsy – 1995 Service Award
Honored in 1996 by the Urban League with the Founder's Award

PERSONAL

Born June 16, 1953
Married 34 years to Eileen
Children: Nina age 26 Greg age 24

HOBBIES

Tennis, running, soccer, reading, French

RICHARD J. GILFILLAN, MD, MBA

Professional Accomplishments

Trinity Health

November 2013 – Present

President & Chief Executive Officer

Trinity Health is the second largest Catholic health system in the nation and fourth largest health system overall in the U.S. and operates 86 acute care hospitals, 44 home care agencies, 14 PACE centers, 70 other continuing care facilities in 20 states. Employs nearly 87,000 people including 3,300 employed physicians and 21,600 affiliated physicians. Trinity Health reported \$13.6 billion in net revenues in FY2014. The ministry was formed in May 2013 with the coming together of Trinity Health and Catholic Health East. Trinity Health is sponsored by Catholic Health Ministries, a governance entity established by the Catholic Church to oversee the healing ministry and Catholic identity of Trinity Health.

Centers for Medicare and Medicaid Services

August 2010 – July 2013

Acting Director and Director Center for Medicare and Medicaid Innovation

September 2010 – July 2013

Directed the development and operations of this new Center within CMS charged with identifying, testing and spreading new service delivery and payment models that reduce program expenditures while improving the quality of care for Medicare, Medicaid and CHIP beneficiaries

Accomplishments:

- Created initial strategic and operating plan and obtained first year funding
- Created effective leadership team and directed the hiring of 150 new team members
- Merged the Office of Research, Development and Information with 80 staff members into the Center
- Directed the design of key Center operational activities and processes
- Directed and participated in national campaign to introduce the Center's role and approach
- Directed the development and implementation of new CMS model initiatives including Pioneer ACOs, Comprehensive Primary Care, Bundled Payment for Care Improvement, Partnership for Patients, End Stage Renal Disease, Innovation Awards Rounds 1 and 2, State Innovation Models, and Independence at Home, that engaged over 50,000 providers caring for more than 2 million Medicare and Medicaid beneficiaries
- Participated in development of CMS ACO Shared Savings and Dual Eligibles Initiatives
- Established effective working relationships with key partners across the Administration
- Represented CMS in Congressional meetings including testifying before the Senate Finance Committee

Director

Performance-based Payment Policy Staff**August 2010 – October 2010**

Directed the staff responsible for establishing regulations for the Medicare Shared Savings Accountable Care Organization (ACO) Program, the Hospital Value Based Purchasing initiative, the Physician Value Modifier initiative, and other performance-based payment programs. After 8 weeks in this position was asked by the Administrator to assume the position of Acting Director of the Innovation Center.

Accomplishments:

- Oversaw initial development of Shared Savings ACO Regulation
- Developed proposed Quality performance measurement system for ACO Regulation
- Represented CMS in more than 30 meetings with outside parties
- Built relationships with key partners across CMS
- Developed management team and rapidly hired additional staff

Geisinger Health System, Danville Pa.**August 2005 – July 2010****Consultant, Washington DC
Geisinger Consulting Services****July 2009 – July 2010**

Provided consulting services to health care systems and payer organizations regarding the design and implementation of alternative care systems, such as Accountable Care Organizations and Patient Centered Medical Homes

Accomplishments:

- Developed an ACO model for the leading national ACO Collaborative
- Participated in marketing and recruitment campaign for ACO Collaborative that led to more than 60 participating institutions
- Designed a capabilities assessment tool that allows health systems to identify change priorities for creating ACOs
- Led a consultant team supporting client in implementing the Collaborative
- Developed strategic approach for a large health system change initiative
- Designed a series of guidebooks for health systems to use to plan transformation to accountable care
- Developed plan for a large labor union fund to significantly reduce their medical expenditures
- Provided input to Obama Administration staff and Members of Congress on healthcare reform

**President & CEO Geisinger Health Plan
EVP Insurance Operations Geisinger Health System****July 2005 – June 2009**

Had P & L responsibility for the \$1 Billion Insurance Operations of this Integrated Health System and participated on the Executive Leadership Team that oversaw System operations.

Accomplishments:

- Created a well integrated management team that produced outstanding results for 4 years including:
 - Growing membership by 25%
 - Significantly exceeding financial goals for four years

- Improving Quality improvement results that raised Plan's national ranking from 33rd to top 10 for 3 years.
- Helped to design ProvenCare, an innovative care redesign/bundled payment model for specialty care
- Helped to design Proven Health Navigator, an innovative care redesign and payment model for primary care
- Expanded Plan service area to double market size
- Improved the relationship between Health Plan and System Clinical Leadership to create a partnership that enabled our efforts to build innovative care and payment models
- Achieved Outstanding Accreditation from the National Committee for Quality Assurance (NCQA)

Coventry Health Care, Bethesda, MD

2001 - 2005

Senior Vice President National Network Management

Responsible for the Network Contracting and Medical Cost Management operations for this \$3 billion national managed care organization.

Accomplishments:

- Oversaw National Contracting team responsible for contracts with 5,000 hospitals and 600,000 physicians in 50 states
- Created corporate wide Medical Cost Management process that improved medical cost trend
- Developed an innovative Primary Care delivery and reimbursement model with independent physicians in three markets
- Developed new Fraud, Abuse and Claims Recovery programs

Independence Blue Cross, Philadelphia, Pa

1989 - 2000

General Manager

AmeriHealth HMO & Insurance Company, Mount Laurel, NJ

1995 – 2000

Profit and Loss responsibility, including start-up, for a new managed care subsidiary

Accomplishments:

- Profitably grew the business over 5 years to \$300 Million Revenue base and 300,000 Commercial, Medicare and Medicaid members
- Built successful leadership team and grew staff from 15 to over 150
- Instituted quality improvement programs that led to # 1 State ranking for three years
- Oversaw the successful implementation of a new enterprise wide computer operating system.
- Directed the development of a new corporate medical informatics system

Chief Medical Officer and Senior Vice President

Independence Blue Cross and Subsidiaries, Philadelphia, PA

1992-1995

Oversaw the medical management activities for all subsidiaries of this \$3 Billion Blue Cross plan with approximately 3 million members

Accomplishments:

- Merged the medical management function of three HMO's into one 300 person staff
- Created state of the art quality, utilization and medical cost management functions
- Achieved full accreditation from the National Committee for Quality Assurance

- Developed innovative, first in the nation contact capitation program for cardiology care

**Medical Director and Senior Vice President
Keystone Health Plan East**

1989 – 1995

Oversaw the medical and network management activities for this start-up HMO

Accomplishments:

- Established new Medical Management and Provider Relations Teams
- Helped directed expansion of the provider network to include 8,000 physicians and 60 hospitals
- Developed innovative Disease Management Programs
- Instituted an innovative radiology capitation program that decreased costs by 30%
- Developed one of the first in the nation commercial Resource Based Relative Value System (RBRVS) physician fee schedules that decreased costs by approximately 20%
- Achieved full NCQA accreditation

New Jersey Blue Cross and Shield

1985 – 1989

**Medical Director and Primary Care Physician
Medigroup Central HMO Trenton, NJ**

Created network and medical management functions and practiced adult and pediatric primary care medicine half-time in inner city Trenton for a staff/network model HMO

Accomplishments:

- Established a new Independent Physician Association (IPA) division and management team
- Built provider network that included 15 hospitals and 500 physicians
- Led a reengineering initiative in staff primary care sites to improve waiting times
- Improved customer satisfaction in the staff model
- Established innovative mental health carve-out contract that improved care and lowered costs

Winchendon Community Health Center, Winchendon Ma

1980 – 1985

Medical Director and Family Practitioner

Practiced full time adult, pediatric and obstetrical care and was the medical director in a small, rural poor community in Central Massachusetts.

Accomplishments:

- Built a new family medicine group practice of three physicians
- Led the conversion of a 28 bed town hospital into a Community Health Center
- Served as Secretary and Treasurer of the medical staff at parent hospital
- Established academic relationship with Medical School

Georgetown University Community Health Plan, Washington, DC

1979 – 1980

Primary Care Family Physician

Education

The Wharton School of the University of Pennsylvania, MBA	1992
Hennepin County Medical Center, Family Practice Residency	1979
Georgetown University School of Medicine School, MD	1976

Board Activities:

- Alliance of Community Health Plans Board of Directors** 2007 – 2009
Director on the Board of this industry Association of not-for-profit managed care organizations that includes Kaiser, Health Partners and 11 other Health Plans
- Geisinger Insurance Operations Boards of Directors** 2005 - 2009
Director on the Boards of the three companies that make up Geisinger Insurance Operations
- Geisinger Health Science Foundation Board of Directors** 2005 – 2009
Participated in quarterly meetings and provided updates on the performance of the Insurance Operations
- New Jersey State Chamber of Commerce Board of Directors** 1996 - 2000
Director on a Board made up of CEO's and senior executives from large New Jersey companies including Prudential, Bell Atlantic, AT&T and Johnson & Johnson
- AmeriHealth New Jersey Board of Directors** 1995 - 2000
Made quarterly presentations to HMO Board regarding overall strategy and results
- Vice Chairman, Princeton Regional Health Commission** 1992 – 1995
Participated in and chaired monthly public meetings of the Commission overseeing public health for Princeton, NJ
- Keystone Health Plan East Board of Directors** 1989 – 1995
Presented medical and quality management reports to a Board that included the IBC CEO and external directors representing large community employers
- Medigroup Central Board of Directors** 1985 – 1989
Director on the Board overseeing the HMO subsidiary of New Jersey Blue Cross
- Winchendon Hospital Board of Directors** 1980 – 1985
Director and member of the Hospital Executive Committee that negotiated a merger with another community hospital.

Curriculum Vitae

Name John F. Rodis, M.D.

Date of Birth December 27, 1955

Place of Birth Brooklyn, New York

Social Security No.

Home Address 46 Dorset Lane
Farmington, Connecticut 06032-2330

Office Address Saint Francis Hospital and Medical Center
Department of Obstetrics and Gynecology
114 Woodland Street
Hartford, Connecticut 06105

Telephone Office: (860) 714-4457
Home: (860) 678-1218

Marital status Marytherese Conway - October 2, 1987

Children Alexandra - September 8, 1989
Katrina - May 7, 1992
Anna - May 22, 1995

Education

1972-1976	BA- Biology Cornell University Ithaca, New York
1976-1980	MD Autonomous University of Guadalajara Guadalajara, Mexico
1980-1981	Fifth Pathway St. Joseph's Hospital & Medical Center Paterson, New Jersey
1981-1985	Resident, Obstetrics and Gynecology St. Joseph's Hospital & Medical Center Paterson, New Jersey
1985-1987	Fellowship in Maternal-Fetal Medicine University of Connecticut Health Center Farmington, Connecticut

	1993-1996	Fellowship in Human Genetics Department of Pediatrics University of Connecticut Health Center Farmington, Connecticut
	2005	Six Sigma Green Belt Certification
	2007	American College of Physician Executives PIM Course
<u>Licensure</u>	New Jersey	40792
	Connecticut	26709
	New York	158721
<u>Boards</u>	1989	Board Certified, American Board of Obstetrics and Gynecology
	1990	Sub-Specialty Certification, Certified by the Division of Maternal-Fetal Medicine, American Board of Obstetrics and Gynecology
	1998	Passed Recertification Examination in Obstetrics and Gynecology and Maternal-Fetal Medicine
<u>Appointments</u>	1985-1987	Instructor, Obstetrics and Gynecology University of Connecticut Health Center Farmington, Connecticut
	1987-1993	Assistant Professor, Obstetrics and Gynecology Division of Maternal-Fetal Medicine Director of Perinatal Genetics University of Connecticut Health Center Farmington, Connecticut
	1987-1995	Assistant Professor, Department of Pediatrics School of Medicine, University of Connecticut Health Center Farmington, Connecticut
	1987 - 2001	Attending Obstetrician and Gynecologist Specializing in Maternal-Fetal Medicine St. Francis Hospital & Medical Center Hartford, Connecticut

1987 - 2001	Associate Attending Obstetrician and Gynecologist Specializing in Maternal-Fetal Medicine New Britain General Hospital New Britain, Connecticut
1991-1993	Residency Coordinator Department of Obstetrics and Gynecology University of Connecticut Health Center Farmington, Connecticut
3/93 – 6/01	Residency Program Director Department of Obstetrics and Gynecology University of Connecticut Health Center Farmington, Connecticut
3/93 – 6/01	Associate Professor, Obstetrics and Gynecology Division of Maternal-Fetal Medicine Director of Perinatal Genetics University of Connecticut Health Center Farmington, Connecticut
1995 – 6/01	Associate Professor, Department of Pediatrics University of Connecticut Health Center Farmington, Connecticut
1/99 – 6/01	Professor, Obstetrics and Gynecology Division of Maternal-Fetal Medicine Director of Perinatal Genetics University of Connecticut Health Center Farmington, Connecticut
7/01-3/04	Chairman, Obstetrics and Gynecology Stamford Hospital Stamford, Connecticut
9/01-5/13	Professor of Clinical Obstetrics and Gynecology Columbia University College of Physicians and Surgeons New York, New York
7/11-present	Chair, Department of Obstetrics and Gynecology Director, Women & Children's Health Services Saint Francis Hospital and Medical Center Hartford, Connecticut

2/13-Present Saint Francis Faculty Fellow
Saint Francis Hospital Education Council
Hartford, Connecticut

5/13-present Professor, Department of Obstetrics and Gynecology
University of Connecticut Health Center
Farmington, Connecticut

Awards

1993 APGO Excellence in Teaching Award, sponsored by APGO
Medical Education Foundation
1998 CREOG National Faculty Teaching Award, sponsored by CREOG
2001 CREOG National Faculty Teaching Award, sponsored by CREOG

Societies

Fellow, American College of Obstetrics and Gynecology
Member, Society for Maternal-Fetal Medicine
Connecticut Perinatal Association
Member, American Institution of Ultrasound in Medicine
International Society of Perinatal Obstetricians
Associate Member, Society of Gynecologic Investigation
New England Perinatal Society - Secretary - 1996-1997
New England Perinatal Society - Vice President 1997-1998
New England Perinatal Society - President 1998-1999
Association of Professors in Gynecology and Obstetrics
Hartford County Medical Association
Connecticut State Medical Society
American College of Physician Executives

Committee Appointments

John Dempsey Hospital/University of Connecticut School of Medicine

1986-88 Transfusion Committee
1987-90 John Dempsey Hospital Quality Assurance/Peer Review Committee
1987-90 Chairman, Obstetrics and Gynecology Quality Assurance/Peer Review
1990-2001 Transfusion Committee
1996-2001 Clinical Practice Subcommittee of the Clinical Governance Committee
1996 Clinical Research Task Force
1995-2001 Committee for Graduate Medical Education
1997-2001 Chairman, Operations Subcommittee of Committee for Graduate Medical
Education
1998 Search Committee for OB/GYN Chair
1990-2001 Chairman, CADCARS Review Committee Others
1999-2001 Chairman, Committee on Graduate Medical Education
2002-2004 At-large Member, Medical Board

Stamford Hospital Committees/Positions

2002-2004	Chair, Department of Obstetrics and Gynecology
7/01/03- 2011	Senior Vice President Medical Affairs, Chief Medical Officer
2001-2003	Blood Bank Committee
2001-2011	Patient Safety Committee
2001-2011	OR Committee
2002-2011	Credentials Committee
2003-2011	Strategy and Market Development Committee (Board Committee)
2003-2011	Medical Executive Committee
2003-2011	Bylaws Committee
2003-2011	Clinical Leadership Council
2003-2011	Quality and Clinical Affairs Committee (Board Committee)
2003-2011	Ops Council
2003	Chair- Credentials Task Force
2003	Chair, Ob/Gyn Chair Search Committee
2004	Chair, Surgery Chair Search Committee
2004	Emergency Department Chair Search Committee
2002-2004	Medical Board
2005	Chair, Pathology Chair Search Committee
2006	Co-Chair, Radiology Chair Search Committee

Saint Francis Hospital and Medical Center Committees/Positions

2011-present	Chair, Department of Obstetrics and Gynecology
2011-present	Director, Women & Infants Health Services
2011-present	Co-chair, Women & Infants Quality and Practice Council
2011-present	Medical Staff Quality Committee
2011-present	St. Francis Medical Group Board of Directors
2011-present	Chiefs' Forum
2011-present	Capitol Budget Committee
2011-present	IT Executive Steering Committee
2011-present	Surgical Service Performance Improvement Committee
2011-present	OR Steering Committee
2012-present	Quality & Patient Safety

Others (State and National Ob/Gyn Educational Organizations)

1989-1995	Connecticut Hospital Association Committee on Quality Assessment, Chairman, Panel on Obstetrics
1995-2011	Committee on Quality Assessment, Connecticut Hospital Association
1998 -2001	Alternate Program Director Representative for Region I - Council on Resident Education in Obstetrics & Gynecology
1999-present	American Board of Obstetrics and Gynecology Oral Board Examiner
2009-2011	Chair, Chief Medical Officer Group, New York-Presbyterian Healthcare System

Editorial consultation

American Journal of Obstetrics and Gynecology
Obstetrics and Gynecology
Journal of Clinical Ultrasound
American Journal of Perinatology
Journal of Maternal-Fetal Medicine
Connecticut Medicine- Associate Editor

Grants/Clinical Trials:

NIH grant 1991, "Study of CF carrier screening in primary care settings", Robert M. Greenstein (Principal investigator), John F. Rodis, MD, (Co-Principal Investigator)

CT Research Foundation 1988, "Role of Chlamydia and mycoplasma in villus sampling", John F. Rodis, MD, (Principal investigator)

Adolor Corporation Protocol 14CL306: A Multicenter Phase III, Double-Blind, Placebo-Controlled, Study of ADL8-2698 in Opioid-Induced Postoperative Bowel dysfunction/Postoperative Ileus in Subjects Undergoing Total Abdominal hysterectomy (Principal Investigator)

Publications

1. Cusick W, Leuci D, Viscarello RR, Rodis JF. Anaphylactoid syndrome of pregnancy after intracervical dinoprostone for cervical ripening: a report of 3 cases. *J Reprod Med* 50:225-228, 2005
2. Cusick W, Provenzano J, Sullivan CA, Gallousis FM, Rodis JF. Fetal nasal bone length in euploid and aneuploid fetuses between 11 and 20 weeks' gestation: a prospective study. *J Ultrasound Med* 23:1327-1333, 2004
3. Feldman DM, Borgida AF, Rodis JF, Leo MV, Campbell. A randomized comparison of two regimens of misoprostol for second-trimester pregnancy termination. *Am J Obstet Gynecol* 189:710-713, 2003
4. Cusick W, Stewart J, Parry M, McLoed G, Rakos G, Sullivan C, Rodis J. State mandated prenatal human immunodeficiency virus screening at a large community hospital. *Conn Med* 67:7-10, 2003
5. Egan JF, Rodis JF, Benn PA. Ultrasound markers of Fetal Down Syndrome. *JAMA* 285:2856-2857, 2001
6. Feldman DM, Borgida AF, Trymbulak WP, Sanders MM, Barsoom MJ, Rodis JF. Clinical implications of velementous cord insertion in triplet gestations. *Am J Obstet Gynecol* 184:809-811, 2002
7. Benn PA, Gainey A, Ingardia CJ, Rodis JF, Egan JFX. Second trimester maternal serum analytes in triploid pregnancies: correlation with phenotype and sex chromosome complement. *Prenatal Genetics* 21:680-686, 2001
8. Borgida AF, Mills AA, Feldman DM, Rodis JF, Egan JFX. Outcomes of pregnancies complicated by ruptured membranes after genetic amniocentesis. *Am J Obstet Gynecol* 183:937-939, 2000
9. Feldman DM, Borgida AF, Rodis JF, Campbell WA: Irreversible maternal brain injury during pregnancy: a case report and review of the literature. *Obstet Gynecol Survey* 55:708-714, 2000
10. Barsoom MJ, Prabulos AM, Rodis JF, Turner GW: Vanishing gastroschisis and short bowel syndrome. *Obstet Gynecol* 96:818-819, 2000
11. Ling PY, Leo MV, Turner G, Rodis JF, Campbell WA. Amnioreduction in triplet fetofetal transfusion. *Obstet Gynecol* 96:843, 2000
12. Egan JFX, Benn, PA, Borgida AF, Rodis, JF, Campbell WA, Vintzileos AM: Efficacy of screening for fetal Down syndrome in the U.S. from 1974 to 1997. *Obstet Gynecol* 96:979-985, 2000

13. Benn PA, Craffey A, Horne D, Ramsdell L, Rodis JF: Elevated maternal serum alpha fetoprotein with low unconjugated estriol and the risk for lethal perinatal outcome. *J Matern Fetal Med* 9:165-169, 2000
14. Benn PA, Rodis JF, Beazoglou T. Cost-effectiveness of estimating gestational age by ultrasound in Down syndrome. *Obstet Gynecol* 94:29-33, 1999
15. Benn PA, Leo MV, Rodis JF, Beazoglou T, Collin R, Horne D. Maternal serum screening for fetal trisomy 18: a comparison of fixed cut-off patient specific risk protocols. *Obstet Gynecol* 93:707-711, 1999
16. Rodis JF. Parvovirus infection. *Clin Obstet Gynecol* 42:107-120, 1999
17. Rodis JF, Arky L, Egan JFX, Borgida AF, Leo, MV, Campbell WA: Comprehensive fetal ultrasound growth measurements in triplet gestations. *Am J Obstet Gynecol* 181:1128-1132, 1999
18. Feldman DM, Borgida AF, Sauer F, Rodis JF: Rotational versus nonrotational forceps: maternal and neonatal outcomes. *Am J Obstet Gynecol* 181:1185-1187, 1999
19. Odibo AO, Rodis JF, Sanders M, Borgida AF, Wilson M, Campbell WA. The relationship of amniotic fluid markers of intraamniotic infection with histopathology in cases of preterm labor. *J Perinatol* 19:407-412, 1999
20. Leo MV, Odibo A, Ling PY, Rodis JF, Borgida A, Campbell W. Transverse arrest: a review of outcomes of rotational forceps and cesarean delivery at a single center. *Prim. Care Update Ob Gyns*. 5:186, 1998
21. Smulian JC, Egan JF, Rodis JF. Fetal hydrops in the first trimester associated with maternal parvovirus infection. *J Clin Ultrasound* 26:314-316,1998
22. Odibo AO, Campbell WA, Feldman D, Leo MV, Borgida AF, Rodis JF: Resolution of human parvovirus-induced hydrops after intrauterine transfusion. *J Ultrasound Med* 17:547-550,1998
23. Feldman DM, Odibo AO, Campbell WA, Rodis JF: Iatrogenic monoamniotic twins as a complication of therapeutic amniocentesis. *Obstet Gynecol* 91:815-816, 1998
24. Rodis JF, Borgida AF, Wilson M, Egan JFX, Leo MV, Odibo AO, Campbell WA. Management of parvovirus infection in pregnancy and outcomes of hydrops: A survey of the Society of Perinatal Obstetricians members. *Am J Obstet Gynecol* 179:985-988,1998
25. Rodis JF, Rodner C, Hansen A, Borgida A, Spivey G, Rosengren S. Long-term outcome of children following maternal human B19 parvovirus infection. *Obstet Gynecol* 91:125-128, 1998
26. Smulian JC, Campbell WA, Vintzileos AM, Rodis JF: Correlation between umbilical artery and vein levels of interleukin-6 and soluble intracellular adhesion molecule-1. *J Matern Fetal Med* 6:67-70, 1997
27. Oncken CA, Hardardottir H, Hatsukami DK, Lupo VR, Rodis JF, and Smeltzer JS. Effects of transdermal nicotine or smoking on nicotine concentrations and maternal-fetal hemodynamics. *Obstet Gynecol* 90:569-574, 1997

28. Odibo, AO, Turner GW, Borgida AF, Rodis JF, Campbell WA: Late prenatal ultrasound features of hydrometrocolpos secondary to cloacal anomaly: case reports and review of the literature. *Ultrasound Obstet Gynecol.* 9:419-421, 1997
29. Benn PA, Borgida AF, Horne D, Briganti S, Collins R, Rodis JF. Down syndrome and neural tube defect screening: The value of using gestational age by ultrasonography. *Am J Obstet Gynecol* 176:1056-1061, 1997
30. Gottschall D, Borgida AF, Mihalek JJ, Sauer F, Rodis JF. A randomized clinical trial comparing prostaglandin E2 gel for preinduction cervical ripening. *Am J Obstet Gynecol* 177:1067-1070, 1997
31. Prabulos AM, Chen H, Rodis JF, Ruby S, Campbell WA. Angiographic embolization of a ruptured renal artery aneurysm during pregnancy. *Obstet Gynecol* 90:663-665, 1997
32. Rodis JF, McIlveen P, Egan JFX, Borgida AF, Turner GW, Campbell WA. Monoamniotic twins: improved perinatal survival with accurate prenatal diagnosis and antenatal fetal surveillance. *Am J Obstet Gynecol* 177:1046-1049, 1997
33. Smulian JC, Vintzileos AM, Rodis JF, Campbell WA: Community-based obstetrical ultrasound reports - documentation of compliance with suggested minimum standards. *J Clin Ultrasound* 24:123-127, 1996
34. Bork MD, Egan JFX, Cusick W, Borgida A, Hardardottir H, Rodis JF, Campbell WA: Iliac wing angle as a marker for trisomy 21 in the second trimester fetuses. *Obstet Gynecol* 89:734-737, 1997
35. Smulian JC, Bhandari, V, Campbell WA, Rodis JF, Vintzileos AM: Value of umbilical artery and vein levels of interleukin-6 and soluble intracellular adhesion molecule-1 as predictors of neonatal hematologic indices and suspected early sepsis. *J Matern Fetal Med.* 6:254-259, 1997
36. Vintzileos AM, Campbell WA, Rodis JF, Guzman ER, Smulian JC, Knuppel, RA: The use of second trimester genetic sonogram in guiding clinical management of patients at increased risk for fetal trisomy 21. *Obstet Gynecol* 87:948-952, 1996
37. Vintzileos AM, Egan JFX, Smulian JC, Campbell WA, Guzman ER, Rodis JF: Adjusting the risk for trisomy 21 by a simple ultrasound method using fetal long bone biometry. *Obstet Gynecol* 87:953-958, 1996
38. Lefcourt LA, Rodis JF: Obstructive sleep apnea in pregnancy. *Obstet Gynecol Surv* 51:503-506, 1996
39. Benn PA, Horne D, Briganti S, Rodis JF: Elevated second trimester maternal serum hCG alone or in combination with elevated alpha fetoprotein. *Obstet Gynecol* 87:217-222, 1996
40. Bork MD, Smeltzer JS, Egan JFX, Rodis JF, DiMario FJ, Campbell WA: Prenatal diagnosis of intracranial lipoma associated with agenesis of the corpus callosum. *Obstet Gynecol* 87:845-848, 1996

41. Hardardottir H, Kelly K, Bork MD, Cusick W, Campbell WA, Rodis JF: Atypical presentation of preeclampsia in high-order multifetal gestations. *Obstet Gynecol* 87:370-374, 1996
42. Cusick W, Rodis JF, Vintzileos AM, Albini SM, McMahon M, Campbell WA: Predicting pregnancy outcome from the degree of maternal serum alpha fetoprotein elevation. *J Reprod Med* 41:327-332, 1996
43. Cusick W, Bork MD, Fabbri EL, Benn P, Rodis JF, Buttino L Jr: Trisomy 16 fetus surviving into the second trimester. *Prenatal Diag* 15:1078-1081, 1995
44. Smulian JC, Campbell WA, Rodis JF, Feeney L, Fabbri EL, Vintzileos AM: Gender-specific second- trimester biometry. *Am J Obstet Gynecol* 173:1195-1201, 1995
45. Cusick W, Salafia CM, Ernst L, Rodis JF, Campbell WA, Vintzileos AM: Low dose aspirin therapy and placental pathology in women with poor prior pregnancy outcomes. *Am J Reprod Immunol* 34:141-147, 1995
46. Smulian J, Vintzileos AM, Ciarleglio L, Rodis JF, Campbell WA: Gender-specific patterns of second trimester femur and humerus measurements in fetuses with Down Syndrome. *J Mat Fetal Med* 4:225-230, 1995
47. Borgida AF, Rodis JF, Hanlon W, Craffey A, Ciarleglio L, Campbell WA: Second- trimester abortion by intramuscular 15-methyl-prostaglandin F_{2alpha} or intravaginal prostaglandin E₂ suppositories: A randomized trial. *Obstet Gynecol* 85:697-700, 1995
48. Cusick W, Bork MD, Bourque MD, Egan JFX, Rodis JF, Campbell WA: Congenital (Paraesophageal) Hiatal Hernia. *The Fetus* 4(3):1-5, 1994
49. Smulian JC, Rodis JF, Campbell WA, Grant-Kels JM, Vintzileos AM: Non-oral pyogenic granuloma in pregnancy: a report of two cases. *Obstet Gynecol* 84:672-674, 1994
50. Campbell WA, Vintzileos AM, Rodis JF, Ciarleglio L, Craffey A: Efficacy of the biparietal diameter/femur length ratio detect Down syndrome in patients with an abnormal biochemical screen. *Fetal Diagn Ther* 9:175-182, 1994
51. Cusick W, Vintzileos AM, Rodis JF: The use of second trimester fetal growth curves in predicting intrauterine growth retardation in cases of unexplained maternal serum alpha fetoprotein elevations. *J Mat Fetal Med* 3:203-207, 1994
52. Lettieri L, Rodis JF, McLean DA, Campbell WA, Vintzileos AM: Incarceration of the gravid uterus. *Obstet Gynecol Survey* 49:642-646, 1994
53. Gray SE, Rodis JF, Lettieri L, Egan JFX, Vintzileos AM: Effect of intravenous magnesium sulfate on the biophysical profile of the preterm fetus. *Am J Obstet Gynecol* 170:1131-5, 1994
54. Vintzileos AM, Lettieri L, Tsapanos V, Campbell WA, Rodis JF: The relationship between combined fetal biophysical activities, oligohydramnios and fetal acid-base status. *J Mat Fetal Med* 3:64-68, 1994

55. Campbell WA, Vintzileos AM, Rodis JF, Turner GW, Egan JFX, Nardi DA: Use of the transverse cerebellar/abdominal circumference ratio in pregnancies at risk for intrauterine growth retardation. *J Clin Ultrasound* 22:497-502, 1994
56. Egan JFX, Petrikovsky BM, Vintzileos AM, Rodis JF, Campbell WA: Combined pentalogy of Cantrell and sirenomelia - a common etiology? *Am J Perinatol* 10(4):327-329, 1993
57. Smulian JC, Bandari V, Rodis JF, Egan JFX, Bosse KK, Campbell WA, Vintzileos AM: Fetal inferior vena cava thrombosis: A case report. *The Fetus* 3(6):7-11, 1993
58. Smulian JC, Rodis JF, Campbell WA, Vintzileos AM: Antenatal diagnosis of severe penile hypospadias. *The Fetus* 3(4):5-10, 1993
59. Lettieri, L, Vintzileos AM, Rodis JF, Albini SM, Salafia CM: Does "idiopathic" preterm labor resulting in preterm birth exist? *Am J Obstet Gynecol* 168:1480-1485, 1993
60. Campbell WA, Yamase HT, Salafia CM, Vintzileos AM, Rodis JF: Fetal renal biopsy: Technique development. *Fetal Diagn Ther* 8:135-143, 1993
61. Wolf EJ, Vintzileos AM, Rosenkrantz T, Rodis JF, Salafia CM, Pezzullo JC: Do survival and morbidity of the very low birthweight infant vary according to the primary pregnancy complication resulting in preterm delivery? *Am J Obstet Gynecol* 169:1233-1239, 1993
62. Lettieri L, Rodis JF, Vintzileos AM, Feeney L, Ciagleglio L, Craffey A: Ear length in second trimester aneuploid fetuses. *Obstet Gynecol* 81:57-60, 1993
63. Benn P, Ciarleglio L, Lettieri L, Rodis J, Greenstein R: A rapid (but wrong) prenatal diagnosis (letter). *N Engl J Med* 326:1638-40, 1992
64. Lettieri L, Vintzileos AM, Rodis JF, Egan JFX, Wolf EJ, McLean DA: Transverse cerebellar diameter measurements in twin pregnancies and the effect of intrauterine growth retardation. *Am J Obstet Gynecol* 167:982-5, 1992
65. Wolf EJ, Vintzileos AM, Rosenkrantz TS, Rodis JF, Lettieri L, Mallozzi A: A comparison of pre-discharge survival and morbidity in singleton and twin very low birth weight infants. *Obstet Gynecol* 80:436-9, 1992
66. Wolf EJ, Egan JFX, Rodis JF, Vintzileos AM: Intravenous adenosine for the treatment of maternal paroxysmal supraventricular tachycardia. *J Maternal Fetal Med* 1:3:121-123, 1992
67. Wolf EJ, Mallozzi A, Rodis JF, Campbell WA, Vintzileos AM: The principal pregnancy complications resulting in preterm birth in singleton and twin gestations. *J Maternal-Fetal Med* 1:4:206-212, 1992
68. Balducci J, Rodis JF, Rosengren S, Vintzileos AM, Spivey G, Vosseller C: Pregnancy outcome following first-trimester varicella infection. *Obstet Gynecol* 79:5-6, 1992
69. Vintzileos AM, Egan JFX, Rodis JF, Campbell WA, Wolf EJ, Balducci J: Obstetrical factors associated with nuchal cord in a high risk population. *J Maternal Fetal Med* 1:4:196-201, 1992

70. Vintzileos AM, Egan JFX, Campbell WA, Rodis JF, Scorza WE, Fleming AD, McLean DA: Asphyxia at birth as determined by cord blood pH measurements in preterm and term gestations: Correlations with neonatal outcomes. *J Mat Fetal Med* 1:7-13, 1992
71. Turner GW, Vintzileos AM, Nardi DA, Feeney L, Campbell WA, Rodis JF: Neck circumference measurements in second trimester fetuses with Down syndrome. *J Maternal Fetal Med* 1:2:65-69, 1992
72. Egan JFX, Vintzileos AM, Campbell WA, Rodis JF, McLean DA, Fleming AD, Scorza WE: Arterio-venous cord blood pH discordancy in a high-risk population and its clinical significance. *J Mat Fetal Med* 1:39-44, 1992
73. Vintzileos AM; Campbell WA, Rodis JF: Tests of fetal well-being in premature rupture of membranes. *Obstet Gynecol Clin North Am* 19:281-307, 1992
74. Campbell WA, Mead JA, Vintzileos AM, Rodis JF: Placental abruption in a twin pregnancy. *The Fetus* 1:6, 6412/1-4, 1991
75. Lettieri L, Rodis JF, Vintzileos AM: Early ultrasound findings and follow up in twin fetuses with cystic fibrosis. *The Fetus* 1:6, 2770/1-4, 1991
76. Rodis JF, Vintzileos AM, Fleming AD, Ciarleglio L, Nardi DA, Feeney L, Scorza WE, Campbell WA, Ingardia C: Comparison of humerus length versus femur length in fetuses with Down syndrome. *Am J Obstet Gynecol* 165:1051-1056, 1991
77. Scorza WE, Nardi DA, Vintzileos AM, Fleming AD, Rodis JF, Campbell WA: The relationship between umbilical artery Doppler velocimetry and fetal biometry. *Am J Obstet Gynecol* 165:1013-1019, 1991
78. Vintzileos AM, Fleming AD, Scorza WE, Wolf EJ, Balducci J, Campbell WA, Rodis JF: Relationship between fetal biophysical activities and umbilical cord blood gases. *Am J Obstet Gynecol* 165:707-713, 1991
79. Vintzileos AM, Campbell WA, Rodis JF: Antepartum surveillance in patients with preterm premature rupture of the membranes. *Clin Obstet Gynecol* 34:779-793, 1991
80. Petrikovsky BM, Nardi DA, Rodis JF, Hoegsberg B: Elevated maternal serum alpha fetoprotein and mild fetal uropathy. *Obstet Gynecol* 78:262-264, 1991
81. Fleming AD, Vintzileos AM, Rodis JF, Scorza WE, Nardi D, Salafia C: Diagnosis of fetal ectopia cordis by transvaginal ultrasound. *J Ultrasound Med* 10:413-415, 1991
82. Campbell WA, Nardi DA, Vintzileos AM, Rodis JF, Turner GW, Egan JFX: Transverse cerebellar diameter/abdominal circumference ratio throughout pregnancy: A gestational age-independent method to assess fetal growth. *Obstet Gynecol* 77:893-895, 1991
83. Vintzileos AM, Petrikovsky BM, Campbell WA, Rodis JF, Pinette MG, Egan JFX: Cord blood gases and abnormal fetal biophysical assessment in preterm premature rupture of the membranes. *Am J Perinatol* 8:155-160, 1991

84. Wolf EJ, Mallozzi A, Rodis JF, Egan JFX, Vintzileos AM, Campbell WA: Placenta previa is not an independent risk factor for a small for gestational age infant. *Obstet Gynecol* 77:707-709, 1991
85. Vintzileos AM, Campbell WA, Rodis JF, McLean DA, Fleming AD, Scorza WE: The relationship between fetal biophysical assessment, umbilical artery velocimetry and fetal acidosis. *Obstet Gynecol* 77:622-626, 1991
86. Fleming AD, Salafia CM, Vintzileos AM, Rodis JF, Campbell WA, Bantham KF: The relationships among umbilical arterial velocimetry, fetal biophysical profile and placental inflammation in preterm premature rupture of the membranes. *Am J Obstet Gynecol* 164:38-41, 1991
87. Rodis JF, Egan JFX, Craffey A, Ciarleglio L, Greenstein RM, Scorza WE: Calculated risk of chromosomal abnormalities in twin gestations. *Obstet Gynecol* 76:1037-1041, 1990
88. Rodis JF, Quinn DL, Gary W, Anderson LJ, Rosengren SS, Cartter ML, Campbell WA, Vintzileos AM: Management and outcomes of pregnancies complicated by human B19 parvovirus infection: A prospective study. *Am J Obstet Gynecol* 163:1168-1171, 1990
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91. Vintzileos AM, Campbell WA, Rodis JF, Nochimson DJ, Pinette MG, Petrikovsky BM: Comparison of six different ultrasonic methods for predicting lethal fetal pulmonary hypoplasia. *Am J Obstet Gynecol* 161:606-612, 1989
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94. Hovick TJ, Vintzileos AM, Campbell WA, Rodis JF, Nochimson DJ: Neonatal survival rates based on estimated fetal weights in extremely premature infants. *Am J Perinatol* 6:329-330, 1989
95. Petrikovsky BM, Vintzileos AM, Rodis JF: Sonographic appearance of occipital fetal hair. *J Clin Ultrasound* 17:425-427, 1989
96. Hovick TJ, Vintzileos AM, Bors-Koefoed R, Campbell WA, Rodis JF, Nochimson DJ: Use of the fetal biophysical profile in severe oligohydramnios after preterm rupture of the membranes. *J Reprod Med* 34:353-356, 1989
97. Vintzileos AM, Campbell WA, Bors-Koefoed R, Rodis JF, Gaffney SE, Montgomery JT: Relationship between cyclic variation of fetal heart rate patterns and cord pH in preterm gestations. *Am J Perinatol* 6:310-313, 1989

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100. Saal HM, Rodis JF, Weinbaum PJ, DiMaggio R, Landrey TM: Cytogenetic evaluation of fetal demise: The role of amniocentesis. *Obstet Gynecol* 70:601-603, 1987
101. Vintzileos AM, Bors-Koefoed R, Pelegano JF, Campbell WA, Rodis JF, Nochimson DJ, Kontopoulos VG: The use of fetal biophysical profile improves pregnancy outcome in premature rupture of the membranes. *Am J Obstet Gynecol* 157:236-240, 1987
102. Rodis JF, Vintzileos AM, Campbell WA, Deaton JL, Fumia F, Nochimson DJ: Antenatal diagnosis and management of monoamniotic twins. *Am J Obstet Gynecol* 157:1255-1257, 1987
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104. Vintzileos AM, Campbell WA, Rodis JF, Bors-Koefoed R, Nochimson DJ: Fetal weight estimation formulas using head, abdomen, femur and thigh circumference measurements. *Am J Obstet Gynecol* 157:410-414, 1987

Non-peer Reviewed Publications

1. Rodis JF: Spring is parvovirus time: how to counsel your patients. Ask the Perinatologist. Sarasota Memorial Hospital, Spring 1994.
2. Vintzileos AM, Campbell WA, Rodis JF: Fetal biophysical and umbilical cord gases. Am J Obstet Gynecol 166:1589, 1992 (Reply to the Editor).
3. Rodis JF, Vintzileos AM: Scanning to diagnose congenital anomalies. Contemp Obstet Gynecol 36:45-54, 1991
4. Rodis JF: Lyme disease in pregnancy. The Unicorn Perinatal Newsletter, 1991, Vol. 1, No. 1.
5. Rodis JF, Vintzileos AM: A sound way to diagnose congenital anomalies. Contemp Obstet Gynecol 36:65-76, 1991
6. Rodis JF, Quinn DL, Garry W, Anderson LJ, Rosengren SS, Cartter M, Campbell WA, Vintzileos AM: Management and outcomes of pregnancies complicated by human B19 parvovirus infection. Clinical Digest Series 2:5-6, 1991.
7. Rodis JF, Vintzileos AM: Congenital heart defects-and other prenatal findings. Contemp Pediatr 8:58-78, 1991
8. Rodis JF, Vintzileos AM: Prenatal diagnosis by ultrasound. Contemp Pediatr 8:77-94, 1991
9. Nochimson DJ, Vintzileos AM, Campbell WA, Rodis JF, Montgomery JT: "Guidelines for Obstetrical Care". The University of Connecticut Health Center, March 1988.

Chapters

1. Rodis JF: Parvovirus Infection. In: Clinical Obstetrics and Gynecology; Roy M. Pitkin, M.D. and James R. Scott, M.D., Eds., Lippincott Williams & Wilkins, Inc., Philadelphia, PA., pp 107-112. 1999
2. Rodis JF: Intrauterine Fetal Demise. In: Fetal Disorders; Editor Boris Petrikovsky, M.D., Ph.D., Wiley and Sons, New York, New York, pp 185-192, 1998
3. Rodis JF: Fetal Infections. In: Fetal Disorders.; Editor Boris Petrikovsky, M.D., Ph.D., Wiley and Sons, New York, New York, pp 249-285, 1998
4. Rodis JF. Multiple Gestation. In: The Physiologic Basis of Gynecologic and Obstetrics, 1st edition, Eds. Seifer, Samuels, Kniss, Williams & Wilkins, Baltimore, MD, 1998
5. Borgida AF, Rodis JF. Twin Pregnancy. In: Quilligan EJ, Zuspan FR, Eds., Current Therapy In Obstetrics and Gynecology 5th Edition. W.B. Saunders, Philadelphia, PA., pp 364-368, 1999
6. Rodis JF: Parvovirus infection in pregnancy. In: Current Obstetric Medicine, Volume 3. Editors Lee, Garner, Barron, Coustan, Mosby-Year Book, Inc., St. Louis. pp159-181, 1995
7. Rodis JF, Vintzileos AM: Parvovirus. In: Viral Diseases in Pregnancy. Ed: Gonik B. Springer-Verlag NewYork, Inc., 1994, 196-214.
8. Vintzileos AM, Campbell WA, Rodis JF: Antepartum fetal assessment by ultrasonography: The fetal biophysical profile. In: Ultrasonography in Obstetrics and Gynecology, Third Edition, Ed. Callen PW, WB Saunders, Philadelphia, 1994, pp 487-502.
9. Vintzileos AM, Campbell WA, Rodis JF: Antepartum surveillance in patients with preterm premature rupture of the membranes, In: Eds. Pitkin RM, Duff P, Clinical Obstet Gynecol, 1991, pp 779-793
10. Vintzileos AM, Campbell WA, Rodis JF: Tests of fetal well being in premature rupture of the membranes, In: Obstet Gynecol Clin North Am, Eds. Weiner CP, Wenstrom KD, WB Saunders, 19:2:281-307, 1992
11. Vintzileos AM, Campbell WA, Rodis JF: Fetal biophysical profile. In: Clinical Maternal-Fetal Medicine. Editors Winn HN, Hobbins JC, The Parthenon Publishing Group, New York, 2000.
12. Vintzileos AM, Campbell WA, Rodis JF: Percutaneous intrauterine fetal shunting, In: Textbook of Operative Obstetrics. Editors Iffy L, Apuzzio JJ, Vintzileos AM. McGraw-Hill, Inc., New York, 1992, pp 110-113
13. Rodis JF, Vintzileos AM: Intrauterine Fetal Death. In: Operative Obstetrics, Second Edition. Editors Iffy L, Apuzzio JJ, Vintzileos AM. McGraw-Hill, Inc., New York, 1992, pp 192-203

14. Vintzileos AM, Campbell WA, Rodis JF: Fetal biophysical profile. In: Antepartum Fetal Assessment. Editor A. Antsaklis (Greece) (In press)
15. Vintzileos AM, Rodis JF: Growth discordancy in twins. In: Abnormal Fetal Growth, Ed. Divon MY, Elsevier Science Publishing Co., New York, 1991, pp 289-317.
16. Vintzileos AM, Campbell WA, Rodis JF: Fetal biophysical profile scoring: current status. In: Clinics in Perinatology, Ed. Manning FA, W.B. Saunders Company, 1989 pp 661-689.
17. Campbell WA, Vintzileos AM, Rodis JF, Bors-Koefoed R, Nochimson DJ: The use of beta-blocking agents to treat hypertension during pregnancy. In: Perinatal Pharmacology, Ed. Petrie RH, Oradell, New Jersey, Medical Economics Co. Inc., 1989, pp 151-162.

Invited Regional and National Lectures:

Invited lecturer for Annual Clinical Meetings of the American College of Obstetricians and Gynecologists. Topic – “Viral Infections in Pregnancy: Cytomegalovirus, Parvovirus and Varicella”. New Orleans, LA May, 1998

Invited lecturer for Annual Clinical Meetings of the American College of Obstetricians and Gynecologists. Topic – “Viral Infections in Pregnancy: Cytomegalovirus, Parvovirus and Varicella”. Philadelphia, PA May, 1999

Invited lecturer for Annual Clinical Meetings of the American College of Obstetricians and Gynecologists. Topic – “Viral Infections in Pregnancy: Cytomegalovirus, Parvovirus and Varicella”. San Francisco, CA May, 2000

Invited lecturer for the “71st Annual Meeting of the New England Obstetrical & Gynecological Society, Topic – “Shoulder Dystocia”, October 20, 1999

Invited lecturer for the “14th Annual: A Day with the Perinatologists – Perspectives in Practice”, Sponsored by Creighton University School of Medicine, Omaha, Nebraska. October 22-23, 1999

Invited Lecturer for Ultrasound Symposium, St. Francis Hospital and Medical Center, Topic: Role of Ultrasound Multiple Gestations. Farmington, CT April 8, 2000

Invited Lecturer for the New Jersey Maternal Fetal Medicine Society, New Brunswick, NJ. Topic: Parvovirus Infection in Pregnancy. December 2000

Invited lecturer for Annual Clinical Meetings of the American College of Obstetricians and Gynecologists. Topic – Fetal Death: Diagnosis, Evaluation and Management. Chicago, IL May, 2001

Invited Lecturer at the 27th Annual Sanford Cole MD Memorial OBGYN Symposium, Miami, Florida. Late Preterm & Early Term Births: Reducing Elective Deliveries before 39 Weeks. January 25, 2013.

Abstracts

1. Feldman DM, Trymbulak W, Sanders MM, Rodis JF, Borgida AF: Clinical implications of velamentous cord insertion in triplet gestations. Society for Maternal-Fetal Medicine Annual Meeting, Reno, Nevada, February 5-10, 2001 (Poster Presentation)
2. Egan JFX, Rodis JF, Feldman DM, Barsoom M, DeRoche M, Borgida AF: Does the Kessler Index reflect trends of Down syndrome livebirths in the U.S.? Society for Maternal-Fetal Medicine Annual Meeting, Reno, Nevada, February 5-10, 2001 (Poster Presentation)
3. Borgida AF, Dixon A, Feldman DM, Rodis JF, Egan, JFX: Recurrence rate of preterm premature rupture of membranes. Society for Maternal-Fetal Medicine Annual Meeting, Reno, Nevada, February 5-10, 2001 (Poster Presentation)
4. Rodis JF, Feldman DM, Barsoom, M, Herndon A, McKenna P: Antenatal hydronephrosis is a sign of neonatal vesicoureteral reflux. Society for Maternal-Fetal Medicine Annual Meeting, Reno, Nevada, February 5-10, 2001 (Poster Presentation)
5. Rodis JF, Feldman DM, Arky L, Campbell WA, Borgida AF: Normal values of laboratory Tests used in the evaluation of preeclampsia in triplet gestations. International Society of Perinatal Obstetricians Annual Meeting, Miami, FL, February 2000 (Oral presentation)
6. Rodis JF, Feldman DM, Arky L, Campbell WA, Borgida AF: Laboratory evaluation for preeclampsia in triplet pregnancies. International Society of Perinatal Obstetricians Annual Meeting, Miami, FL, February 2000 (Oral presentation)
7. Ling PY, Kong E, Borgida AF, Rodis JF, Egan JFX: Outcome of fetuses with echogenic bowel detected by second trimester ultrasound in a non-referral population. International Society of Perinatal Obstetricians Annual Meeting, Miami, FL, February 2000 (Oral presentation)
8. Borgida AF, Mills AA, Feldman DM, Rodis JF, Egan JFX : Outcome of pregnancies complicated by ruptured membranes after genetic amniocentesis. Society for Maternal-Fetal Medicine Annual Meeting, Miami, FL., February 2000 (Poster presentation)
9. Borgida AF, Mills AA, Feldman DM, Rodis JF, Egan JFX: Outcome of pregnancies complicated by second trimester preterm premature rupture of membranes. Society for Maternal-Fetal Medicine Annual Meeting, Miami, FL., February 2000 (Poster presentation)
10. Benn P, Craffey A, Horne D, Ramsdell L, Rodis JF: Elevated maternal serum alpha fetoprotein with low unconjugated estriol and the risk for lethal perinatal outcome. Society for Maternal-Fetal Medicine Annual Meeting, San Francisco, CA., January 1999 (Poster presentation)
11. Rodis JF, Arky L, Borgida AF, Egan JFX, Campbell WA: Discordance in sonographically determined estimated fetal weights and birth weights in triplet pregnancies across gestational age.

- Society for Maternal-Fetal Medicine Annual Meeting, San Francisco, CA., January 1999 (Poster presentation)
12. Rodis JF, Arky L, Borgida AF, Egan JFX, Campbell WA: Comprehensive fetal ultrasound growth measurements in triplet gestations. Society for Maternal-Fetal Medicine Annual Meeting, San Francisco, CA., January 1999. (Poster presentation)
 13. Benn P, Leo MV, Beazoglou T, Rodis JF: Selecting an optimal strategy for second trimester trisomy 18 screening. Society for Maternal-Fetal Medicine Annual Meeting, San Francisco, CA., January 1999. (Poster presentation)
 14. Feldman DM, Borgida AF, Sauer F, Rodis JF: Rotational versus Non-rotational Forceps: Maternal and Neonatal Outcome. Society for Maternal-Fetal Medicine Annual Meeting, San Francisco, CA., January 1999. (Poster presentation)
 15. Leo MV, Odibo, AO, Ling, PY, Rodis JF, Borgida AF, Campbell WA; Transverse Arrest: a review of Outcomes of Rotational Forceps and Cesarean Delivery at a Single Center. ACOG National Clinical Meeting, New Orleans, LA, May 1998. (Poster presentation)
 16. Klein S and Rodis JF - Devoting time to colposcopy: teaching residents what they need to know. 1998 CREOG/APGO Meeting, Orlando, FL, March 4-7, 1998 (Poster presentation)
 17. Odibo AO, Campbell WA, Feldman D, Leo MV, Borgida AF, Rodis JF: Resolution of human parvovirus-induced hydrops after intrauterine transfusion. American Institute of Ultrasound in Medicine Annual Meeting, Boston, MA. March 22-25, 1998 (Oral presentation)
 18. Gottschall D, Borgida AF, Feldman D, Alberti W, Rodis JF: Preinduction cervical ripening comparing 50 and 100 mcg of misoprostol. Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 - 7, 1998. (Poster presentation)
 19. Campbell WA, Feeney L, Fabbri EL, Iannucci P, Borgida AF, Rodis JF, Clive J: Assessment of amniotic fluid index using a curvilinear transducer: Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 - 7, 1998. (Poster presentation)
 20. Campbell WA, Sanders M, Rosenkrantz T, Leo MV, Odibo AO, Ling PY, Rodis JF: A center's nine-year outcome experience with congenital diaphragmatic hernia. Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 - 7, 1998. (Poster presentation)
 21. Odibo AO, Rodis JF, Sanders MM, Borgida AF, Wilson M, Campbell WA: Correlation of amniotic fluid markers of intraamniotic infection with histopathology in cases of preterm labor: Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 - 7 1998. Poster presentation.
 22. Odibo AO, Borgida AF, Egan JFX, Rodis JF, Sanders MM, Campbell WA: Relationship of amniotic fluid glucose with histopathologic chorioamnionitis in cases of preterm labor with intact membranes: Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 - 7, 1998 Poster presentation.

23. Odibo AO, Borgida AF, Rodis JF, Sanders MM, Leo MV, Campbell WA: The relationship of gestational age to histologic chorioamnionitis in preterm labor with intact membranes. Society of Perinatal Obstetricians Annual Meeting, Miami, Fla. Feb. 2 – 7, 1998 Poster presentation.
24. Rodis JF, Borgida AF, Wilson M, Egan JFX, Leo MV, Odibo AO, Campbell WA: Management of Parvovirus Infection in Pregnancy and Outcomes of Hydrops: A Survey of SPO Members. Society of Perinatal Obstetricians, Miami, FL, February 2-7, 1998 (Poster presentation)
25. Rodis JF, Rodner C, Hansen A, Borgida A, Spivey G, and Rosengren S. Long-term outcome of children following maternal human B19 parvovirus infection. Society of Perinatal Obstetricians, Anaheim, CA., January 1997 (Oral presentation)
26. Rodis JF, McIlveen P, Egan JFX, Borgida AF, Turner GW and Campbell WA. Monoamniotic twins: improved perinatal survival with accurate prenatal diagnosis and antenatal fetal surveillance. Society of Perinatal Obstetricians, Anaheim, CA., January 1997 (Poster presentation)
27. Benn PA, Borgida AF, Horne D, Briganti S, and Rodis JF. Maternal serum screening efficiency using ultrasound dating versus LMP dating. Society of Perinatal Obstetricians, Anaheim, CA., January 1997. (Poster presentation)
28. Gottschall D, Borgida AF, Mihalek JJ, Sauer F, Rodis JF. Misoprostol versus Prostin E2 gel for preinduction cervical ripening. Society of Perinatal Obstetricians, Anaheim, CA., January 1997. (Poster presentation)
29. Mihalek JJ, Borgida AF, Gottschall D, Rodis JF. Incidence of prolonged bleeding time and its association to other routine laboratory tests. American College of Obstetricians and Gynecologists, Denver CO., May 1996. (Poster presentation)
30. Karak PK, Borgida AF, Brown SL, Rodis JF, Erkmen Z, Henken ML. Polyhydramnios: a pictorial display of associated fetal structural anomalies. American Roentgen Ray Society, San Diego, May 1996. (Poster presentation)
31. Rodis JF, Rinaldi LM, Cusick W, White C: Continuity clinics in obstetrics and gynecology residency programs: one institution's experience. 1996 CREOG and APGO Annual Meeting, Albuquerque, New Mexico, March 1996. (Poster presentation)
32. Bork MD, Egan JFX, Cusick W, Borgida A, Hardardottir H, Rodis JF, Campbell WA: Iliac wing angle as a marker for trisomy 21 in second trimester fetuses. American Institute of Ultrasound, New York City, March, 1996. (Oral presentation)
33. Smulian JC, Campbell WA, Vintzileos AM, Rodis JF: Correlation of umbilical artery levels of interleukin-6 (IL-6) and soluble intracellular adhesion molecule-1 (SICAM-1) with umbilical arterial blood gas measurements. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)

34. Smulian JC, Bhandari V, Campbell WA, Vintzileos AM, Rodis JF: Correlation of umbilical artery and vein levels of interleukin-6 and soluble intracellular adhesion molecule-1 with neonatal hematologic indices and early sepsis. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
35. Smulian JC, Campbell WA, Ernst L, Vintzileos AM, Rodis JF: The relation of umbilical vein interleukin-6 and soluble intracellular adhesion molecule-1 to histologic placental inflammation. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
36. Smulian JC, Campbell WA, Vintzileos AM, Rodis JF: Correlation between umbilical artery and umbilical vein levels of interleukin-6 and soluble intracellular adhesion molecule-1. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
37. Vintzileos AM, Campbell WA, Rodis JF, Guzman ER, Smulian JC, McLean DA: The use of second trimester genetic sonogram in guiding clinical management of patients at increased risk for fetal trisomy 21. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Oral presentation)
38. Vintzileos AM, Egan JFX, Smulian JC, Campbell WA, Guzman ER, Rodis JF: Adjusting the risk for Trisomy 21 by a simple ultrasound method using fetal long bone biometry. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
39. Campbell WA, Vintzileos AM, Smulian JC, Rodis JF, Guzman ER, Egan JFX: Ultrasound to detect trisomy 21 using transverse cerebellar diameter and long bone biometry. Society of Perinatal Obstetricians, Hawaii, February, 1996.
40. Rodis JF, Rodner C, Borgida AF, Spivey G, Shulman-Rosengren S, Campbell WA. Long-term outcome of children following maternal parvovirus infection. Society of Perinatal Obstetricians, Hawaii, February, 1996.
41. Borgida AF, Eng F, Egan JFX, Rodis JF, Smeltzer JS, Turner GW, Campbell WA: Umbilical cord gas assessment in high risk twin gestations. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
42. Bork MD, Egan JFX, Cusick W, Borgida A, Hardardottir H, Rodis JF, Campbell WA: Iliac wing angle as a marker for Trisomy 21 in second trimester fetuses. Society of Perinatal Obstetricians, Hawaii, February, 1996. (Poster presentation)
43. Rodis JF, Sanders M, Ernst L, Fast A, Campbell WA: Placental pathology in preeclamptic pregnancies including decidual vascular pathology and villitis. Society of Gynecologic Investigation, Chicago, March, 1995.
44. Turner GW, Smeltzer JS, Rodis JF, Campbell WA: The value of amniotic fluid index in post term pregnancies. American Institute for Ultrasound in Medicine, San Francisco, March, 1995.

45. Rodis JF, Sanders M, Ernst L, Fast A, Borgida A, Campbell WA: Does placental pathology in preeclampsia correlate to maternal hypertension or neonatal birthweight percentile? New England Perinatal Society, Vermont, February, 1995. (Oral presentation)
46. Smulian JC, Feeney L, Fabbri EL, Rodis JF, Campbell WA: Second trimester sonographic prediction of fetal gender. Society of Perinatal Obstetricians, Atlanta, January, 1995.
47. Smulian JC, Campbell WA, Rodis JF, Feeney L, Fabbri EL: Gender specific second trimester biometry. Society of Perinatal Obstetricians, Atlanta, January, 1995.
48. Vintzileos AM, Campbell WA, Guzman E, Rodis JF, Rosenberg J: The use of "genetic sonogram" in fetuses at high risk for trisomy 21: Preliminary results. Society of Perinatal Obstetricians, Atlanta, January, 1995.
49. Rodis JF, Sanders M, Ernst L, Fast A, Borgida A, Campbell WA: Does placental pathology in preeclampsia correlate to maternal hypertension or neonatal birthweight percentile? Society of Perinatal Obstetricians, Atlanta, January, 1995. (Poster presentation)
50. Rodis JF, Sanders M, Ernst L, Fast A, Campbell WA: Placental pathology in preeclamptic pregnancies including decidual vascular pathology and villitis. Society of Perinatal Obstetricians, Atlanta, January, 1995.
51. Hardardottir H, Kelly K, Bork MD, Cusick W, Rodis JF, Campbell WA: Atypical presentation of preeclampsia in high-order multifetal gestation. Society of Perinatal Obstetricians, Atlanta, January, 1995.
52. Turner GW, Smeltzer JS, Rodis JF, Campbell WA: The value of amniotic fluid index in post term pregnancies. Society of Perinatal Obstetricians, Atlanta, January, 1995.
53. Borgida A, Rodis JF, Hanlon W, Craffey A, Ciarleglio L, Campbell WA: A prospective randomized trial comparing intramuscular 15 methyl-prostaglandin F2a to intravaginal prostaglandin E2 for second-trimester pregnancy termination. Society of Perinatal Obstetricians, Atlanta, January, 1995.
54. Rodis JF, Ciarleglio L, Egan JFX, Campbell WA, Vintzileos, AM: Women's intuition: Fact or fiction? 23rd Annual Meeting of American Society for Psychosomatic Obstetrics and Gynecology, Washington, DC, February, 1995. (Poster presentation)
55. Cusick W, Bork M, Chieffo V, Egan JFX, Smulian J, Rodis JF, Campbell WA, Vintzileos AM: The relationship between birthweight discordancy and amniotic fluid lecithin/ sphingomyelin in twin gestations. American College Obstetricians and Gynecologists, Orlando, May, 1994
56. Cusick W, Ciarleglio L, Briganti S, Feeney L, Benn P, Rodis JF: Pregnancy outcome in patients with a second trimester triple screen positive for both open neural tube defects and down syndrome. American College Obstetricians and Gynecologists, Orlando, May, 1994

57. Ciarleglio L, Cusick W, Briganti S, Feeney L, Benn P, Rodis JF: Pregnancy outcome in patients with a second trimester triple screen positive for trisomy eighteen. Society of Perinatal Obstetricians, Las Vegas, January 1994.
58. Cusick W, Salafia C, Rodis JF, Campbell WA, Vintzileos AM: Low dose aspirin therapy and placental pathology in women with prior poor pregnancy outcomes. Society of Perinatal Obstetricians, Las Vegas, January 1994.
59. Cusick W, Bork M, Chieffo V, Egan JFX, Smulian J, Rodis JF, Campbell WA, Vintzileos AM: The relationship between birthweight discordancy and amniotic fluid lecithin/ sphingomyelin in twin gestations. Society of Perinatal Obstetricians, Las Vegas, January 1994.
60. Cusick W, Ciarleglio L, Briganti S, Feeney L, Benn P, Rodis JF: Pregnancy outcome in patients with a second trimester triple screen positive for both open neural tube defects and down syndrome. Society of Perinatal Obstetricians, Las Vegas, January 1994.
61. Smulian J, Vintzileos AM, Ciarleglio L, Rodis JF, Campbell WA: Gender-specific patterns of long-bone measurements in fetuses with trisomy 21. Society of Perinatal Obstetricians, Las Vegas, January 1994.
62. Rodis JF, Egan JFX, Vintzileos AM, Campbell WA: Defining discordancy in fetal biometric parameters (BPD, HC, AC, FL) and estimated fetal weight in twins throughout gestation. Society of Perinatal Obstetricians, Las Vegas, January 1994.
63. Rodis JF, Egan JFX, Vintzileos AM, Campbell WA: Defining discordancy in fetal biometric parameters (BPD, HC, AC, FL) and estimated fetal weight in twins throughout gestation. Third World on Ultrasound in Obstetrics and Gynecology, Las Vegas, October, 1993.
64. Campbell WA, Yamase HA, Salafia CM, Vintzileos AM, Rodis JF: Fetal renal biopsy: Technique Development. International Fetal Medicine and Surgery Society, April, 1993, (Oral presentation)
65. Vintzileos AM, Lettieri L, Tsapanos V, Campbell WA, Rodis JF: The relationship between combined fetal biophysical activities, oligohydramnios and fetal acid-base status. American Institute of Ultrasound in Medicine, 37th Annual Convention, March, 1993.
66. Gray SE, Rodis JF, Lettieri L, Egan JFX, Vintzileos AM: Effect of intravenous magnesium sulfate on the biophysical profile of the preterm fetus. New England Perinatal Society, February 1993. (Oral presentation-Ross Award for Best Clinical Oral Presentation and Abstract)
67. Cusick W, Vintzileos AM, Antsaklis A, Varvarigos I, Tassis S, Rodis JF: The use of oxytocin during labor and cord blood gas values. New England Perinatal Society, February, 1993. (Oral presentation)
68. Rodis JF, Lettieri L, McLean DA, Cusick W, Smulian J, Campbell WA, Vintzileos AM: A new method to correct the incarcerated retroflexed, retroverted gravid uterus. Society of Perinatal Obstetricians, (SPO), San Francisco, February, 1993.

69. Campbell WA, Vintzileos AM, Rodis JF, Ciarleglio L, Craffey A: Ability of biparietal diameter/femur length ratio to detect down syndrome in patients with an abnormal biochemical screen. Society of Perinatal Obstetricians, (SPO), San Francisco, February, 1993.
70. Gray SE, Rodis JF, Lettieri L, Egan JFX, Vintzileos AM: Effect of intravenous magnesium sulfate on the biophysical profile of the preterm fetus. Society of Perinatal Obstetricians, (SPO), San Francisco, February, 1993.
71. Vintzileos AM, Lettieri L, Tsapanos V, Campbell WA, Rodis JF: The relationship between combined fetal biophysical activities, oligohydramnios and fetal acid-base status. Society of Perinatal Obstetricians, (SPO), San Francisco, February, 1993.
72. Cusick W, Vintzileos AM, Antsaklis A, Varvarigos I, Tassis S, Rodis JF: The use of oxytocin during labor and cord blood gas values. Society of Perinatal Obstetricians, San Francisco, February, 1993.
73. Cusick W, Vintzileos AM, Varvarigos I, Verikios N, Tassis S, Rodis JF: Mixed umbilical cord blood gas measurements. Society of Perinatal Obstetricians, San Francisco, February, 1993.
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75. Mallozzi A, Egan JFX, Attar E, Feeney L, Ciarleglio L, Rodis JF, Lettieri L, Vintzileos AM: Down Syndrome risk modification based on ultrasound. Society of Perinatal Obstetricians, San Francisco, February, 1993.
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James Richard O'Connell

SUMMARY OF QUALIFICATIONS

Forty years of progressive healthcare experience with executive level leadership in both corporate and hospital facilities ranging in bed size from 174 to 522. Geographic locations include Oklahoma, Texas, Florida and Colorado. Major strengths in the development of quality; cost efficient programs; team building; medical staff relations; community relationships and board development and involvement. Have had experience in not for profit, faith based and for profit healthcare facilities.

STRENGTHS

Business turnaround and culture change, program development and strategic positioning, physician / hospital relationship development, patient advocacy, associate engagement and community / board involvement.

PROFESSIONAL EXPERIENCE Trinity Health

Executive Vice President – East Group
July 2014 to present

Executive Vice President-West/Midwest Group
April 2013 to July 2014

Executive Vice President & Chief Operating Officer
October 2008 to April 2013

TRINITY HEALTH
20555 Victor Parkway
Livonia, Michigan

Centura Health

Executive, Development and Community Relations
Feb 2008 to August 2008

PENROSE-ST. FRANCIS HEALTH SERVICES –CENTURA HEALTHCARE
2222 North Nevada Avenue
Colorado Springs, Colorado

After my resignation as CEO of Penrose St Francis Health Systems, Centura requested me to stay on in the position of Executive Development and Community Relations. Responsibilities include representing the hospital on local community boards. Maintaining the positive image that the team established for the hospital and Centura Health in the community. Additionally, led fundraising efforts and managed the construction of a 460,000 foot Saint Francis Medical Center, completed on time and on budget, and opened 8/8/08. Through the development of this 21st century hospital, we created a sense of excitement in the community to gain a cross section of support for this new facility. Continue to foster relationships with community members and leaders to lay the foundation for the success of my replacement.

Centura Health

President and Chief Executive Officer
May 1999 to Feb 2008

PENROSE-ST. FRANCIS HEALTH SERVICES (522 licensed beds)

2222 North Nevada Avenue
Colorado Springs, Colorado

Led this 522 bed, 3 hospital system to world class recognition, financial and quality performance for over nine years.

- Financial Turnaround: From 1999 operating loss of <\$8.5> million, to operating income of \$53.6 million in 2007
- National Recognition Solucient's 100 Top Hospitals five times
- U.S. News and World Report Best Systems in the Country 2006 and 2007
- HealthGrades Distinguished Award for Clinical Excellence five years running
- HealthGrades America's 50 Best Award Winner 2007
- Three major construction programs all on time and on budget:
 - Audubon Medical Campus and Surgery Center - \$23 million
 - Penrose Main Bed Tower and Medical Office Building - \$ 67 million
 - St. Francis Medical Center new 465,000 sq. ft. facility (scheduled to open 8/8/08) - \$207 million
- Community and Board Relationships: developed positive community relationships through board involvement, public speaking and community program development
- Physician Engagement: Enhanced physician relations through numerous programs, services and joint venture development all focused on improved quality and patient care
- Associate satisfaction improvement in every annual survey
- Patient satisfaction improvement received consumer choice award last two years
- Recognized as Center of Excellence by Payers in both cardiology and bariatrics

Columbia/HCA

**President and Chief Executive Officer
1995 to April 1999**

LUCERNE MEDICAL CENTER (267 licensed beds)

818 Main Lane
Orlando, Florida

- Made substantial impact on the public's awareness and positive perception through continuous community involvement and outreach programs
- Gallup Surveys indicate a continuous increase in-patient, physician and associate satisfaction
- Received Key to the City from the Mayor of Orlando for our active, ongoing partnership in community health
- Developed and received approval from the City of Orlando on our 10-year Facility Master Plan
- Developed active relationship in education with The University of Central Florida
- Planned and completed new expanded Emergency Room facilities to better serve the community
- Increased annual open-heart surgical volume from 176 to 400 cases within a three-year time period
- Received JCAHO Accreditation with Commendation in 1996
- Received 3-year CARF accreditation with no recommendations for our 35-bed rehabilitation facility

Columbia/HCA

**President and Chief Executive Officer
1995 (3 months)**

COLUMBIA MEDICAL CENTER DAYTONA (214 licensed beds)

400 North Clyde Morris Boulevard
Post Office Box 9000
Daytona Beach, Florida

Columbia/HCA

Responsible for JCAHO preparation and facility staffing reorganization. Columbia Medical Center Daytona subsequently received accreditation with commendation from JCAHO.

President and Chief Executive Officer
1993 - 1995

PEMBROKE PINES HOSPITAL (301 licensed beds)

2301 University Drive
Pembroke Pines, Florida

Responsible for reversing the hospital's multiple year operational deficit into a progressive profit status for 1994 -1995. Spearheaded operational improvements, new programs (neurosurgery, pediatrics, sleep lab and vascular laboratory) and joint venture / lease of facility to Local Hospital District. Hospital EBDITA increased 170% to \$2.3 million prior to lease.

Columbia/HCA

Chief Operating Officer
1992 - 1993

MIAMI HEART INSTITUTE (252 licensed beds)

Miami Beach, Florida

Responsible for the pre-acquisition due diligence for the merger of Miami Heart Institute and Miami Beach Community Hospital. The merged facilities had a total of 531 licensed beds. Plans were developed and executed for departmental resource consolidation. Responsible for overall hospital operations. Administrative representative for all medical staff committees.

Columbia/HCA

Chief Operating / Financial Officer
1991 - 1992

MIAMI BEACH COMMUNITY HOSPITAL (273 licensed beds)

Miami Beach, Florida

Responsible for pre-acquisition and post-acquisition success for this 273-bed, full-service, acute care facility. Direct administrative responsibility for all hospital departments. Actively involved in recruitment and retention of physicians. Served as administrative representative on all medical staff committees. Responsible for successful accreditation by JCAHO and other regulatory agencies. Accountable for all financial operations of the hospital.

AMI

Corporate Director of Operations
1990 – 1991

AMERICAN MEDICAL INTERNATIONAL

Dallas, Texas

Developed analytical framework for analysis of hospitals' performances. Prepared financial comparison and analysis reports. Reviewed hospitals' monthly projections against actual results. Worked closely with hospital CEO's and CFO's to identify opportunities for improvement. Reviewed hospital operating budgets for accuracy and completeness. Facilitated budget training classes for administrative staffs of all AMI hospitals. Developed capital budgeting process for all AMI facilities, including internal rate of return analysis.

- AMI **Chief Financial Officer**
1989 - 1990
- AMI MEMORIAL HOSPITAL TAMPA (174 licensed beds)**
Tampa, Florida
- Responsible for all financial operations of the hospital. Maintained financial records and statistics needed by the hospital and corporate office for evaluating financial performance, satisfying audit requirements and completing governmental reports. Prepared hospital operating and capital budgets. Prepared financial forecasts for corporate office. Assisted and advised all department heads in the analysis of their department's financial results. Established and maintained the appropriate internal controls in all applicable departments.
- AMI **Chief Financial Officer**
1987 - 1989
- AMI PARKWAY REGIONAL MEDICAL CENTER (412 licensed beds)**
North Miami Beach, Florida
- Responsible for all financial departments of the hospital. Responsible for the preparation of hospital operating and capital budgets. Prepared monthly financial projections for corporate office. Monitored hospital performance to ensure budgeted goals are met; analyzed and explained variances. Responsible for all contract negotiations. Responsible for the operations of two walk-in clinics and a major diagnostic imaging center. Served as administrative representative on various medical staff committees and board of directors.
- AMI **Chief Operating / Financial Officer**
1985 - 1987
- AMI DOCTORS' MEDICAL CENTER (221 licensed beds)**
Tulsa, Oklahoma
- Direct administrative responsibility for various hospital support and ancillary departments. Prepared hospital operating and capital budgets. Analysis of income and expense statements. Continually monitored hospital's actual performance versus budget. Feasibility analysis for all projects and ventures. Presented financial review to the board of directors. Assisted in physician recruitment and retention, contract negotiations and joint ventures.
- AMI **Manager, Business Operations / Controller**
1979 - 1985
- AMI DOCTORS' MEDICAL CENTER**
Tulsa, Oklahoma
- Supervised and coordinated the activities of managers and supervisors. Increased productivity and consistency of business related activities. Assisted chief financial officer in the preparation of monthly financial statements and hospital budgets. Responsible for all accounting functions, including accounts payable, accounts receivable, payroll and quarterly / annual reports.
- AMI **Data Processing Manager**
1975 - 1979

AMI DOCTORS' MEDICAL CENTER

Tulsa, Oklahoma

Responsible for converting the hospital's manual posting system to a computerized system using an IBM System 3 computer. Wrote and maintained more than 400 user programs, ranging from accounts receivable and payable systems to departmental productivity and budgeting systems.

COMMUNITY

Served on community boards including: Chamber of Commerce, Goodwill Industries, Community Health Partnership, Pikes Peak Education Foundation, El Paso County Equestrian Center, Pikes Peak Humane Society and Joint Initiatives for Families and Children. Led the initiative to create a Detox Continuum for El Paso County. Raised over \$15 million in community funds for various projects including the John Zay House, a special project to build an II suite home for those receiving extended hospital treatment. This is a project sponsored by the Home Builders Association (HBACares) Recognized as Colorado Springs Business Citizen of the Year in 2004 for community involvement.

EDUCATION

Central State University
Edmond, Oklahoma
B.B.A. December, 1975
Major: Business Administration
Special emphasis in Accounting and Business Law

Oklahoma Baptist University
Shawnee, Oklahoma
May 1974 - May 1975
Major: Hospital Administration

REFERENCES

Available upon request

David M. Bittner, CPA, MBA, FHFMA

20 Nottingham Blvd.

Unionville, CT 06085

Phone: (860) 519-9670 · Email:davidbittner1999@gmail.com

PROFESSIONAL SUMMARY

Primary Focus: long-range strategic financial planning focusing on building balance sheet strength; improving the consistency and timeliness of financial information; maximizing the System's inherent strength to improve contracting leverage, purchasing power, balance sheet reserves for program/facility development, maintaining external relationships with creditors, improving access to capital, and development of staff.

PROFESSIONAL EXPERIENCE

7/12 – present **Saint Francis Care / Saint Francis Hospital and Medical Center**, Hartford, CT

An integrated health delivery system, including 617-bed Saint Francis Hospital and Medical Center and Mount Sinai Rehabilitation Hospital, an independent rehabilitation hospital. Other system affiliates include a specialist and primary care physician group, behavioral health center, and urgent care and other access centers. The Medical Center discharges over 32,000 inpatients and treats over 500,000 outpatients annually.

SENIOR VP AND CHIEF FINANCIAL OFFICER **December 2014**

Responsible for daily financial operations, revenue cycle, supply chain, budgeting, cost accounting, and treasury functions.

SENIOR VICE PRESIDENT OF FINANCE **February 2014**

Responsible for daily financial operations, budgeting, cost accounting, and treasury functions.

- Successfully negotiated additional reimbursement of over \$10 million over two years for the Hospital and Medical Center
- Identified and achieved cost savings of the state provider tax, resulting in additional net income to the health system of over \$2 million annually
- Participate in Connecticut Hospital Association's committee on hospital finance and subcommittee on all-payor reimbursement diagnosis related group (ARP-DRG), which assisted the state's transition to modernize its reimbursement.
- Successfully negotiated a \$0.5 million reduction in pharmacy overpayments
- Started the Health System's Investment Committee

VICE PRESIDENT OF FINANCE **July 2012**

Responsible for daily financial operations, budgeting, cost accounting, and treasury functions.

- Led the refinancing of \$213 million of tax-exempt bonds into private placement debt in collaboration with seven different lending institutions
- Established service line reporting structures to educate physician and executive directors on financial and operational performance.
- Oversee the annual financial statement audit for the health system

8/07 – 7/12 **Memorial Health System, Springfield, IL**

An integrated health delivery system, including 500-bed Memorial Medical Center, Abraham Lincoln Memorial and Taylorville Memorial Hospitals, 25-bed Critical Access hospitals. Other system affiliates include home services and hospice, primary care physician group, mental health centers, urgent care centers, and property management. Annual net operating revenues were \$736 million, generating a 2.6% operating margin in FY 2011 (5.6% operating margin in FY 2010). The Medical Center discharges over 25,700 inpatients and treats over 490,000 outpatients annually.

DIRECTOR OF FINANCE & GENERAL ACCOUNTING

Responsible for daily financial operations, budgeting, cost accounting, charge description master, property management, treasury functions, and finance information services.

- In FY2012, collaborated with the CFO and Investment Committee to develop a \$90 million new money financing plan to provide funds for two new medical office building projects; maintained A+/A1 category credit ratings by S&P and Moody's credit rating agencies.
- In FY2012, collaborated with the COO and his VP team to develop and implement monthly flexible budget to actual reporting, increasing the accountability and involvement of operational leaders in their departments' financial performance.
- Participated with the Investment Committee to review and monitor investment portfolios of over \$450 million, which have outperformed the benchmark by over 27 basis points and 190 basis points for the Medical Center investments and Health System Pension investments, respectively.
- Participated in several cost savings initiative teams to reduce operating expenses, increase revenue, and develop financial reporting metrics, which led to a 2% increase in productivity (or approximately \$3.2 million in salary costs) and a 20% (or \$400,000) reduction in overtime.
- Led various multi-disciplinary Lean / Six Sigma teams within the supply chain, materials management, and the revenue cycle, reducing annual freight costs by over \$100,000 and decreasing bad debt expense of the primary care physician group by over 50%.
- In FY 2009, collaborated with the CFO and operational leaders to complete a \$150 million financing plan that issued tax-exempt bonds for use by the Medical Center and both Critical Access Hospitals; developed and implemented a credit rating strategy that secured an A+/A1 category rating from S&P and Moody's credit rating agencies.

Ernst & Young, Kansas City, MO
Manager, Assurance and Advisory Services

June 2005 – August 2007

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, E&Y employs over 152,000 people.

Responsible for the supervision of audits of not-for-profit hospitals and health systems with annual gross revenues ranging from \$100 million to over \$4 billion, participated in audit committee and board of director meetings, counseled younger staff in career development, including training of new staff and seniors, managed several teams and projects simultaneously, and participated in health care tax-exempt bond issuances and other health care consulting engagements.

BKD, LLP, Kansas City, MO
Manager, Assurance and Advisory Services

July 1999 – June 2005

BKD, LLP is a top ten CPA and advisory firm that operates 30 offices in the Midwest. BKD employs over 2,000 professionals.

Responsible for the supervision of audits of not-for-profit hospitals and health systems with annual gross revenues ranging from \$25 million to over \$500 million, presented audit reports and management letters to finance committees and board of directors' meetings, supervised, trained, and reviewed the work of staff accountants, and mentored several staff accountants to establish career goals.

EDUCATION

Bachelor of Science, 1999, Truman State University

Master of Business Administration, 2009, Benedictine University

CERTIFICATIONS

- Certified Public Accountant Exam (passed on first attempt)
- Six Sigma Green Belt Certification
- Certified Healthcare Financial Professional

PROFESSIONAL AND CIVIC AFFILIATIONS

- President of Lincoln Land Drug Awareness Resistance Education (DARE)
 - 2007-2010
- Treasurer and Board Member of Ronald McDonald House Charity of Central Illinois
 - 2011 - 2012
- Fellow of Healthcare Financial Management Association
 - 2011 – Current
 - Treasurer, Board Member, and Sponsorship Chair of McMahan HFMA chapter
- Adjunct Accounting Faculty at the University of Illinois at Springfield
 - 2010 – 2012
- Finance Committee Member of Food Share
 - 2012 - Current

BENJAMIN R. CARTER, CPA, FHFMA

CAREER OBJECTIVE To be a CEO and Regional Leader of a large Diversified and Integrated Health Care Delivery System

EDUCATION: MBA, 1992; University of Michigan (Magna Cum Laude)
BBA, 1980; University of Michigan (Magna Cum Laude)

WORK EXPERIENCE:

May, 2013 – Present ***Trinity Health; Livonia, MI***
Executive Vice President and CFO/Treasurer
Responsible for the System strategic and financial operation of the 21 state Trinity Health System. Trinity Health is the second largest Catholic Health Care System in the country with total net revenues exceeding \$13.5 Billion, including over 82 hospitals, 89 continuing care facilities, the largest not for profit home health agency in the country, and over 3100 employed physicians.

Responsibilities include all aspects of financial management and reporting, strategic and financial planning, capital planning, budget development, revenue cycle management, third party contracting and strategic payor alliances. Responsibilities also include Treasury services and asset management for \$16 Billion of investable assets, debt management for \$5 Billion of long term debt, investor relations, and Insurance and Risk Management Services.

Trinity is AA rated organization with a consistent record of strong operating and non-operating financial results.

March, 2010 – May, 2013 ***Trinity Health; Novi, MI***
Senior Vice President and Chief Financial Officer
Responsible for the system financial operations of the 10 state, \$9.0 Billion Trinity Health organization. Prior to merging with Catholic Health East (CHE), Trinity Health was the fourth largest Catholic Health Care system in the country, comprising 49 hospitals, 32 long term care facilities, and a 6 State home health agency. Responsibilities include all aspects of financial management and reporting, strategic and financial planning, capital planning, budget development, revenue cycle management and third party contracting.

Trinity Health was a AA rated organization with superior operating and non-operating performance, exceeding peer group averages.

May, 2005 – March, 2010 ***Detroit Medical Center; Detroit, MI***

Executive Vice President and Chief Operating Officer

Responsible for the system operations of the eight hospitals and related outpatient facilities that comprise the \$2 Billion Detroit Medical Center. Responsibilities include oversight of all system support services including Retail Pharmacy, Managed Care Contracting and Operations, University Laboratory and Commercial Operations, Physician Recruitment and Office Practice Management, Information Services, System wide Security, Professional Sports Medicine program, Purchasing and Procurement, and Graduate Medical Education and Centralized Credentialing.

Key accomplishments include turn around of the organization from \$100 million annual losses in 2002 and 2003, to six straight years of profitability, including 2009 expected operating income of \$40 million. Led key growth, cost reduction, and profit initiatives in multiple service lines contributing to successful turnaround.

1999 – May, 2005

Oakwood Healthcare, Inc.; Dearborn, MI

Chief Financial Officer and Executive Vice President

Responsible for all financial operations of the \$860 million healthcare system including: Treasury Management, General Accounting (including accounts payable and payroll), budget and Decision Support, Internal Audit, Legal Services and Information Systems. As a member of the Executive Council, responsibilities include setting corporate policy and overseeing their successful implementation and maintenance. Successfully managed the implementation of a 3-year Financial Viability Plan, restoring the financial performance of the System to historically high levels. In 2004, the System achieved a total margin of \$36 million, a 2.0% operating margin, and maintained an “A” rating with a stable outlook.

1997 – May 2005

Oakwood Enterprises, Inc.; Dearborn, MI

President and Executive Vice President, Oakwood Healthcare, Inc.

Responsible for the development and operation of the Oakwood Healthcare, Inc. subsidiary which operates for profit health related businesses and creates joint ventures for the system, including home services and real estate development. Have held a number of executive posts within Oakwood Healthcare, Inc., including Interim Chief Financial Officer and Interim Chief Operating Officer. Member of the Oakwood Healthcare, Inc. Executive Council, which sets policy system-wide, and is responsible for strategic planning and deployment.

1995 – April, 1997

***Oakwood Healthcare System; Dearborn, MI
Senior Vice President, Support and Related Services***

Responsible for Human Resources, Risk Management and Legal Affairs, Information Services, Quality Assurance, Operations Analysis, Materials Management, Architecture and Construction, and Foundations (since June, 1996) for the Corporation. Total capital and operating budgets in excess of \$150 million per year. Reported directly to the Executive Vice President and Chief Operating Officer. Member of the System-wide Transition Team charged with designing the year 2000 Integrated Delivery System. Administrative Coordinator for Facilities/Planning/Technology Assessment Board Committee. Also a member of the Quality Assessment and Improvement Board and continuous Quality Improvement Steering Committee.

1991 – 1994

***Oakwood United Hospitals, Inc.; Dearborn, MI
Senior Vice President and Controller***

Responsible for the financial management of a five-hospital system and nursing home, with an annual budget in excess of \$200 million. Responsibilities included Treasury Management, budgeting, accounting and reimbursement, third-party contracting, and all revenue cycle functions, including Medical Records, Utilization Review, Quality Assurance, and Patient Accounting. Reported directly to the Chief Executive Officer. Also a member of Oakwood Health Services Operations Committee and Continuous Quality Improvement Steering Committee.

1989 – 1990

***Oakwood United Hospitals, Inc.; Dearborn, MI
Vice President and Controller***

Responsible for the management of the financial operations of a four-hospital system. Responsibilities included Treasury Management, budgeting, financial analysis, accounting and reimbursement, third-party contracting, and all revenue cycle functions, including Medical Records, Utilization Review, Quality Assurance, and Patient Accounting. Reported directly to the Chief Executive Officer, and worked closely with the Chief Operating Officer on management issues.

1988 – 1989

***Oakwood Hospital Corporation; Dearborn, MI
Vice President of Accounting and Reimbursement***

Responsible for the preparation of financial statements of the Hospital and related companies. Responsibilities included management of all reimbursement functions and negotiations of third-party contracts. Also responsible for all not-for-profit and for-profit tax filings.

Benjamin R. Carter, CPA, FHFMA

1986 – 1988

Plante & Moran CPAs; Southfield, MI

Director of Healthcare Services, Southeastern Michigan

Responsible for the management of audit and consulting projects for the firm's healthcare clients, including hospitals, nursing homes, and home health agencies.

1980 – 1986

Plante & Moran CPAs; Southfield, MI

Audit Staff and Associate

Member of the audit staff responsible for completing audits of manufacturing and municipal clients.

BOARDS: (Past examples)

- DMCIC
- DMC Care Express
- Michigan Mobile Imaging
- CareTech Solutions, Inc.
- Oakwood Assurance
- HealthLink
- Invest Michigan Advisory Board

AFFILIATIONS:

Member:

- American Institute of Certified Public Accountants
- Michigan Association of Certified Public Accountants
 - Chair, Healthcare Committee; 1993 – 1995
 - Vice Chair, Healthcare Committee; 1991 – 1993
- Healthcare Financial Management Association
 - Board Member 1989 – 1993
 - Treasurer 1993 – 1994
 - Secretary 1994 – 1995
 - President-Elect 1995 – 1996
 - President 1996 – 1997
- Boys Hope of Detroit, Board Member; Treasurer and Finance Committee Member
- Health Alliance Plan, Board Member – 1985 – 1988
- Michigan Health Management Information Systems
 - Member, Executive Steering Committee
- Michigan Health and Hospital Association
 - Member, Payment Practices Committee
 - Member, Data Task Force
- Greater Detroit Area Health Council
 - Member, Steering Committee; National Health Information Technology Lab
- Joe Dumars Foundation; Treasurer

AWARDS:

HFMA (Healthcare Financial Management Association)

Benjamin R. Carter, CPA, FHFMA

- Chapter Achievement Award of Excellence
- Follmer Bronze Merit Award
- Reeves Silver Merit Award
- Muncie Gold Merit Award
- Certified Fellow

Phi Beta Kappa

Beta Alpha Psi

Licensed Nursing Home Administrator

PERSONAL:

Married; four children

Enjoy golf, running, basketball and reading

Private pilot; Certified Flight Instructor, Instrument Rated

EXHIBIT 11

Exhibit 11

Saint Francis Care Awards and Recognitions

Women's Choice Award – Saint Francis Hospital and Medical Center has received the Women's Choice Award from WomenCertified®, distinguishing it as one of the *Best Hospitals* for Heart Care. The award is based on cardiac and vascular experience and 30-day mortality and readmission rates for heart attacks and heart failure with additional consideration given to patient satisfaction scores. WomenCertified® represents the collective voice of female consumers and is a trusted referral source for top businesses and brands identified as meeting the needs and preferences of women. (January 2015)

Associated Builders and Contractors Excellence - Enterprise Construction Company is the recipient of the *Excellence in Construction Award* for the Comprehensive Women's Health Center. (January 2015)

Becker's Hospital Review – Becker's Hospital Review a leading source of information for healthcare professionals, has listed Saint Francis Hospital and Medical Center among the top 100 hospitals in the country with "great women's health programs." Hospitals were selected for the list based on clinical accolades and recognition for women's health excellence from various healthcare groups and agencies. Those agencies include U.S. News & World Report, Healthgrades, CareChex and UNICEF's Baby-Friendly Hospital Initiative. Saint Francis was one of three hospitals in Connecticut named to the list, along with Hartford Hospital and Yale-New Haven Hospital. (December 2014)

Women's Choice Award – Saint Francis Hospital and Medical Center has received the Women's Choice Award from WomenCertified®, distinguishing it as one of the *Best Hospitals* for Heart Care. The award is based on cardiac and vascular experience and 30-day mortality and readmission rates for heart attacks and heart failure with additional consideration given to patient satisfaction scores. WomenCertified® represents the collective voice of female consumers and is a trusted referral source for top businesses and brands identified as meeting the needs and preferences of women. (January 30, 2015)

Associated Builders and Contractors Excellence - Enterprise Construction Company is the recipient of the *Excellence in Construction Award* for the Comprehensive Women's Health Center. (January 29, 2015)

Women's Choice Award – Saint Francis Hospital and Medical Center has received the Women's Choice Award from WomenCertified®, distinguishing it as one of the 2015 *Best Hospitals for Patient Safety*. The award is based on consistently low rates of infections and surgical errors, and patient recommendations. WomenCertified® represents the collective voice of female consumers and is a trusted referral source for top businesses and brands identified as meeting the needs and preferences of women. (December 3, 2014)

The LeapFrog Group "A" Score –Saint Francis Care has again received an "A" rating Hospital Safety ScoreSM from the Leapfrog Group, a national hospital quality watchdog organization. The Leapfrog Group has released its fall 2014 Hospital Safety Scores. For the 6th consecutive time Saint Francis has received an "A" rating. Saint Francis is one of only four hospitals in the

state to earn the highest rating and the only Connecticut hospital to receive the “A” rating in both the fall and the spring. Six hospitals received “B” ratings; 12 a “C” rating; and three a “D” rating in the recent rankings. Overall, Connecticut ranked 33rd out of 42 states, with just 16% of its 25 rated hospitals receiving an “A” grade. The Hospital Safety ScoreSM for 2014 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 28 evidence-based, national measures of hospital safety. (November 2014)

CareChex – Saint Francis Hospital and Medical Center has also been recognized by CareChex®, a division of Comparion Medical Analytics, for national and state medical excellence achievements in numerous categories in its 2015 hospital quality award rankings. Saint Francis was ranked 90th nationwide for overall medical excellence in hospital care among nearly 4,200 hospitals reviewed, and was the only Connecticut hospital to score in the top 100.

The Hospital also ranked nationally among the hospitals reviewed as:

- #5 in coronary bypass surgery (out of 1,196 hospitals scored)
- #8 in joint replacement (out of 3,497 hospitals scored)
- #9 in major orthopedic surgery (out of 3,499 hospitals scored)

In addition, Saint Francis ranked #1 in Connecticut in the following eight clinical and surgical areas:

- Overall Hospital Care – Medical Excellence
- Overall Surgical Care – Medical Excellence
- General Surgery – Medical Excellence
- Joint Replacement – Medical Excellence
- Neurological Surgery – Medical Excellence
- Orthopedic Care – Medical Excellence
- Orthopedic Surgery (Major) – Medical Excellence
- Spinal Surgery – Medical Excellence

(November 2014/For internal non-commercial use only.)

Healthgrades® – Saint Francis Care has been recognized for clinical excellence in a national report by Healthgrades, a leading provider of information to help consumers make an informed decision about a physician or hospital. Saint Francis has received top national rankings in the most recent *2015 Quality Achievements Report*:

- *Saint Francis Care earned the Distinguished Hospital Award for Clinical Excellence in 2015. (Embargo January 20, 2015)*
- *100 Best Hospitals for Coronary Intervention, 2 years in a row*
- *Coronary Intervention Excellence Award, 2 years in a row*
- *Top 10% in the Nation for Coronary Interventional Procedures*
- *Recipient of the Healthgrades Stroke Care Excellence Award*
- *Top 10% in the Nation for Treatment of Stroke*
- *100 Best Hospitals for Joint Replacement, 3 years in a row*
- *100 Best Hospitals for Orthopedic Surgery, 2 years in a row*

- *Joint Replacement Excellence Award, 3 years in a row*
- *Orthopedic Surgery Excellence Award, 2 years in a row*
- *Top 5% in the Nation for Joint Replacement, 3 years in a row*
- *Top 5% in the Nation for Overall Orthopedic Service, 2 years in a row*

Saint Francis Care also earned a 5-star rating from Healthgrades in additional clinical areas for the treatment of: coronary intervention procedures, treatment of heart attack, coronary bypass surgery, treatment of stroke, repair of abdominal aorta, total knee replacement, total hip replacement, and for spinal fusion surgery. (DHACE, January 20, 2015; Specialty Excellence Awards, October 21, 2014)

Becker’s Hospital Review – Saint Francis Hospital and Medical Center was named on Becker’s Hospital Review list of “125 Hospitals with Great Orthopedic Programs.” The announcement recognizes orthopedic surgery departments, programs or dedicated centers that have earned special recognition. Saint Francis is one of only two Connecticut hospitals on the list. This is the fifth year Becker's Hospital Review has compiled this list, and the first time it has included 125 hospitals. (September 2014)

Joint Commission’s Gold Seal of Approval/Stroke Center Accreditation – Saint Francis Hospital and Medical Center has earned *The Joint Commission’s Gold Seal of Approval®* for accreditation of its Stroke Center by demonstrating compliance with The Joint Commission’s national standards for healthcare quality and safety. The accreditation award recognizes Saint Francis’s dedication to continuous compliance with state-of-the-art standards in its primary care stroke center operations. (August 2014)

U.S. News & World Report – In a national survey of 4,806 hospitals, Saint Francis Hospital and Medical Center was one of 752 hospitals to achieve at least one “High Performing” rating among 16 medical specialties in the 25th annual *U.S. News & World Report* ranking Best Hospitals in the U.S. Saint Francis was recognized as high performing in 9 specialties: Cardiology and Heart Surgery; Ear, Nose and Throat; Gastroenterology and GI Surgery; Geriatrics; Nephrology; Neurology and Neurosurgery; Orthopedics; Pulmonology; and Urology. (July 2014)

LifeChoice Donor Services – Saint Francis Hospital and Medical Center earned a gold award for their work with LifeChoice Donor Services. LifeChoice Donor Services is among a select group of organ procurement organizations (OPOs) nationwide recognized by the U.S. Department of Health and Human Services (HHS) for reaching gold, silver, and bronze levels of achievement for conducting activities that promote enrollment in state organ, tissue and eye donor registries. The hospitals are part of a national hospital campaign, sponsored by HHS’s Health Resources and Services Administration (HRSA), which has added 327,659 donor enrollments to state registries nationwide since 2011, exceeding the goal of 300,000. (July 2014)

American Diabetes Association – The American Diabetes Association Education Recognition Certificate for a quality diabetes self-management education program was recently awarded to the Center for Diabetes and Metabolic Services at Saint Francis. The designation assures that programs meet the national standards for Diabetes Self-Management Education Programs. (July 2014)

Most Wired – 2014 – Saint Francis Hospital and Medical Center has been recognized as one of the nation’s *Most Wired* hospitals, according to the results of the 2014 *Most Wired* Survey published in the July issue of *Hospitals & Health Networks* magazine. This is the fifth consecutive year that Saint Francis was named to the *Most Wired* list. (July 2014)

Healthgrades: Patient Safety & Women’s Health Excellence Awards – Saint Francis Hospital and Medical Center received the *2014 Patient Safety Excellence Award™* and the *Women’s Health Excellence Award*, from Healthgrades, the leading online resource for comprehensive information about physicians and hospitals. (June 2014)

- *The Patient Safety Excellence Award* distinction places Saint Francis within the top 10% of all hospitals for its excellent performance in safeguarding patients from serious, potentially preventable complications during their hospital stays. This is the fourth consecutive year that Saint Francis has received this award, and one of only two Connecticut hospitals to earn the distinction this year.
- The *Women’s Health Excellence Award* distinguishes Saint Francis as a top-performing hospital in women’s health. Saint Francis is one of only 178 recognized nationally for their outcomes for care provided to women for common conditions and procedures treated in the hospital. Saint Francis is on the only hospital in Connecticut to earn this distinction.

Premier Supply Chain Excellence Award – Saint Francis Hospital and Medical Center has received *Premier, Inc.’s Supply Chain Excellence Award* for superior supply expense performance. Saint Francis is one of only 35 Premier members to receive the award this year. Premier, a leading healthcare improvement company, unites an alliance of approximately 3,000 U.S. hospitals and 110,000 other providers. (Embargo Date: June 11, 2014)

American Heart Association/Get With The Guidelines®–Heart Failure Gold-Plus Quality Achievement Award – Saint Francis has received the *Get With The Guidelines®–Heart Failure Gold-Plus Quality Achievement Award* for implementing specific quality improvement measures outlined by the American Heart Association/American College of Cardiology Foundation secondary prevention guidelines for heart failure patients. This marks the third time that Saint Francis has been recognized with a quality achievement award. (May 2014)

The LeapFrog Group “A” Score – Saint Francis Hospital and Medical Center has again received an “A” rating Hospital Safety ScoreSM from The Leapfrog Group, a national hospital quality watchdog organization. This is the 5th consecutive “A” rating received by Saint Francis from The Leapfrog Group. Saint Francis was one of two hospitals in the state to receive an “A” grade from Leapfrog in the latest rating for spring 2014, and the only hospital to receive the “A” rating in both the fall and spring. Among the 25 Connecticut hospitals, 8 received a “B,” 13 received a “C,” one received a “D,” and one received an “F.” Scores went down for four hospitals, while three hospitals improved their scores. (April 2014)

Women’s Choice Award – Saint Francis Hospital and Medical Center has received the Women’s Choice Award from WomenCertified®, distinguishing it as one of the 2014 Best Hospitals for Patient Experience in Heart Care. The award is based on robust criteria that include female patient satisfaction measurements as well as clinical excellence considerations. WomenCertified® represents the collective voice of female consumers and is a trusted referral

source for top businesses and brands identified as meeting the needs and preferences of women. (January 2014)

Becker's Hospital Review – Saint Francis Hospital and Medical Center was named on Becker's Hospital Review list of "100 Hospitals with Great Orthopedic Programs." The announcement recognizes orthopedic surgery departments, programs or dedicated centers that have earned special recognition. Saint Francis is the only Connecticut hospital on the list. (January 2014)

Becker's Hospital Review– Saint Francis Hospital and Medical Center was named on the Becker's Hospital Review list of *100 Hospitals with Great Heart Program*. Becker's rates hospitals based on recognition for quality care, clinical awards and research contributions to cardiovascular care. (December 2013)

Alliance of Independent Academic Medical Centers (AIAMC) – Saint Francis *Care* received the *2014 Innovation Award* from the Alliance of Independent Academic Medical Centers (AIAMC) in recognition of the innovative medical education programs for residents, physicians and staff that have resulted in better patient outcomes. This is the second time the Hospital received the Innovation Award. (December 2013)

Association of American Medical Colleges – The Innovation + Learning Center at Saint Francis was one of national 13 recipients to receive the *Association of American Medical Colleges Learning Health System Challenge and Planning Award*, which recognizes innovations in medical education, care delivery, research, and diversity and inclusion. At Saint Francis, the award was given for emphasis on studying efforts to improve everyday clinical practice and health equity in an accountable care environment across the system. (December 2013)

Healthgrades® – Saint Francis *Care* was recognized for clinical excellence in a new national report by Healthgrades, a leading provider of information to help consumers make an informed decision about a physician or hospital. Saint Francis has received top national rankings in the most recent *American Hospital Quality Outcomes 2014: Healthgrades Report to the Nation*, which evaluates hospital performance at over 4,500 hospitals nationwide for 31 of the most common inpatient procedures and conditions. Saint Francis ranks among the top 5% nationally in Coronary Interventional Procedures, Overall Orthopedic Services, and, for the second year in a row, Joint Replacement; and the top 10% for Spine Surgery. (October 2013)

The LeapFrog Group "A" Score – Saint Francis Hospital and Medical Center has received an "A" rating Hospital Safety ScoreSM from The Leapfrog Group, a national hospital quality watchdog organization. The Hospital Safety ScoreSM for fall 2013 grades hospitals on their overall performance in keeping patients safe from harm and preventable errors. This is the fourth consecutive "A" rating received by Saint Francis from The Leapfrog Group. The grades are derived from expert analysis of publicly available data using 28 evidence-based, national measures of hospital safety. Saint Francis was one of three hospitals in the state to receive an "A" grade from Leapfrog in the rating for fall 2013, and one of only two to receive the honor twice this year. Among Connecticut hospitals, 7 received a "B," 15 received a "C," one received a "D," and one received an "F." (October 2013)

Daily Point of Light Award – Points of Light, the world's largest volunteer organization, named Michael R. Bourque, M.D., a senior OB/GYN physician at Saint Francis Hospital and Medical

Center, a *Daily Point of Light Award* honoree for his leadership role on the “Blue Team,” a medical missionary team with International Medical Missions of Saint Francis Hospital and Medical Center. Dr. Bourque is the recipient of this prestigious award honoring his commitment to bringing first-class medical services to those in need. (October 2013)

CareChex® – Saint Francis Hospital and Medical Center was recognized by CareChex®, a division of Comparison Medical Analytics, for patient safety and medical excellence achievements in numerous categories in its 2014 hospital quality award rankings. Saint Francis ranked #1 in Connecticut in 24 clinical and surgical areas for patient safety and medical excellence. In the area of Patient Safety: Overall Hospital Care, Overall Surgical Care, Cardiac Care, Coronary Bypass Surgery, Gastrointestinal Care, Gastrointestinal Hemorrhage, Interventional Coronary, Joint Replacement, Major Bowel Procedures, Major Neuro-Surgery, and Major Orthopedic Surgery. For Medical Excellence: Overall Hospital Care, Overall Surgical Care, Coronary Bypass Surgery, Gastrointestinal Care, General Surgery, Interventional Coronary Care, Joint Replacement, Major Bowel Procedures, Major Neuro-Surgery, Orthopedic Care, Major Orthopedic Surgery, Spinal Fusion, and Spinal Surgery. (October 2013)

IBCLC Care Award – Saint Francis Hospital and Medical Center received *IBCLC Care Award* from the International Board of Lactation Consultant Examiners® (IBLCE®) and International Lactation Consultant Association® (ILCA®) for excellence in lactation care. The recognition is given to facilities that: have a lactation program that is available 5-7 days a week; provided recent breastfeeding training for medical staff; and have recently completed activities that help protect, promote, and support breastfeeding. (August 2013)

American Heart Association/American Stroke Association *Get With the Guidelines Gold Plus Award* – Saint Francis Hospital and Medical Center received the *Get With The Guidelines®–Heart Failure Gold Plus Quality Achievement Award* from the American Heart Association. The recognition signifies that Saint Francis has reached an exceptional goal of treating heart failure patients according to the guidelines of care recommended by the American Heart Association/American College of Cardiology. This marked the second consecutive year that Saint Francis has been recognized with the *Gold Plus* quality achievement award. Saint Francis was one of just three hospitals in Connecticut to receive *Gold Plus* recognition that year. (August 2013)

Consumer Reports – “*Best Hospital for Surgery*” – Saint Francis Hospital and Medical Center was one of two statewide hospitals to receive the highest ranking available by Consumer Reports Health Ratings Center in their “*Best Hospitals for Surgery*” Ratings report appearing in the September 2013 issue of Consumer Reports magazine. Of the almost 2,500 hospitals rated by Consumer Reports in all 50 states plus Washington, D.C. and Puerto Rico, Saint Francis Hospital and Medical Center received not only the highest overall surgery Rating in state rankings, it was also named among the top five U.S. hospitals that perform the safest knee and hip replacement surgeries, and the only hospital rated in these two categories in the state. (July 2013)

Most Wired – 2013 – Saint Francis Hospital and Medical Center was recognized as one of the nation’s *Most Wired* hospitals, according to the results of the 2013 *Most Wired* Survey published in the July issue of Hospitals & Health Networks magazine. Named to the *Most Wired* list for the fourth consecutive year, Saint Francis is one of only eight hospitals in Connecticut to be recognized on the *Most Wired* list that year. (July 2013)

U.S. News & World Report – Best Hospitals – Saint Francis Hospital and Medical Center ranked #3 in the state of Connecticut and #2 in the Hartford metro area, gaining high scores in eight specialties and in patient safety, in the *U.S. News & World Report* ranking of Best Hospitals in the U.S. Top performing specialties at Saint Francis listed in the *U. S. News & World Report* annual rankings of Best Hospitals include Cardiology and Heart Surgery, Diabetes and Endocrinology; Gastroenterology and GI Surgery, Geriatrics, Nephrology, Orthopedics, Pulmonology and Urology. (July 2013)

The LeapFrog Group “A” Score – For the third consecutive year, Saint Francis Hospital and Medical Center was again honored with an “A” Hospital Safety Score by The Leapfrog Group, an independent national nonprofit run by employers and other large purchasers of health benefits. The A score was awarded in the latest update to the Hospital Safety ScoreSM. The A, B, C, D or F scores are assigned to U.S. hospitals based on preventable medical errors, injuries accidents, and infections. The Hospital Safety Score was compiled under the guidance of experts on patient safety and is designed to give the public information they can use to protect themselves and their families. (May 2013)

HealthGrades® Patient Safety Excellence Award™ – Saint Francis Hospital and Medical Center received the *Healthgrades 2013 Patient Safety Excellence Award™*, according to Healthgrades, the leading online resource that helps consumers search, evaluate, compare and connect with physicians and hospitals. The distinction placed Saint Francis within the top 5% of all hospitals for its excellent performance in safeguarding patients from serious, potentially preventable complications during their hospital stays. This was the third consecutive year that Saint Francis received this prestigious award. Saint Francis was the only hospital in Connecticut to achieve this distinction in 2013. (April 2013)

Practice Greenhealth/Partner for Change Award – for leadership in prioritizing our environmental performance and demonstrating our commitment to a higher standard of excellence in sustainability. This is the fifth time Saint Francis earned this distinction. (April 2013)

CareChex – According to a 2011 CareChex national hospital quality study, Saint Francis Hospital and Medical Center was #1 in the State in the category of “Medical Excellence” for: Major Cardiac Surgery, Coronary Bypass Surgery, Interventional Coronary Care, Joint Replacement, Major Bowel Procedures, Orthopedic Care, Major Orthopedic Surgery, Spinal Surgery, and Trauma Care. Additionally, Saint Francis was #1 in the State for Patient Safety in the areas of: Overall Hospital Care, Overall Surgical Care, Cardiac Care, Major Cardiac Surgery, Coronary Bypass Surgery, Interventional Coronary Care, Joint Replacement, Major Bowel Procedures, Major Neuro-Surgery, Major Orthopedic Surgery, Stroke Care, and Trauma Care. (January 2013)

The LeapFrog Group “A” Score – Saint Francis Hospital and Medical Center was honored with a second consecutive “A” Hospital Safety ScoreSM by The Leapfrog Group, a nationally recognized organization founded by a consortium of Fortune 500 companies and other large public healthcare purchasers representing 37 million American consumers nationwide. Saint Francis was the largest hospital in Connecticut to merit this distinction, and one of only six statewide to receive this recognition. The Hospital Safety ScoreSM was calculated under the guidance of The Leapfrog Group’s Blue Ribbon Expert Panel using publicly available data on patient injuries,

medical and medication errors, and infections. U.S. hospitals were assigned an A, B, C, D, or F for their safety records. (November 2012)

Connecticut Breastfeeding Coalition – Saint Francis Hospital and Medical Center received an award of recognition from the Connecticut Breastfeeding Coalition for its contributions to the health of Connecticut’s mothers and children through the Connecticut Breastfeeding Initiative 2010-2012. (October 2012)

Healthgrades[®] – Saint Francis *Care* was listed as #1 in Connecticut for joint replacement outcomes and is one of America’s 100 Best Hospitals for Joint Replacement. Saint Francis *Care* also earned a 5-star rating from Healthgrades in additional clinical areas for the treatment of: heart failure, back and neck surgery, stroke, pneumonia, GI bleed, respiratory failure, diabetic acidosis and coma. This is according to a report from Healthgrades, *American Hospital Quality Outcomes 2013: Healthgrades Report to the Nation*. Healthgrades is the leading provider of information to help consumers make an informed decision about a physician or a hospital. (October 2012)

HAVEN Employer Engagement Award – this award was presented to Saint Francis by the Health Assistance InterVention Education Network (HAVEN). The award recognized employers who, through human resources, employee assistance, and/or occupational health, have developed ways to help employees confront the challenges of physical and mental illness with dignity and compassion. (October 2012)

“I Am Who I Am” – recognized by the Walk In the Light Ministries and by Archbishop Louella Tate as an organization that has helped Hartford become a role model for other cities. (September 2012)

National Air Filtration Association (NAFA) Clean Air Award – recognized for leadership and excellence in the use of high efficiency air filtration products and good maintenance practices. It is presented to those who show an outstanding effort in maintaining a clean and healthy indoor work environment, while reducing overall operating costs. (September 2012)

Most Wired – 2012 – recognized by *Hospitals & Health Networks Magazine* for making progress toward adoption of Information Technology. (July 2012)

Connecticut Quality Improvement Award Gold Prize – given to Saint Francis Hospital by the Connecticut Quality Improvement Association for our work in improving the Universal Protocol in our operating room, using the Safe Surgery Checklist. (June 2012)

The LeapFrog Group “A” Score – Saint Francis Hospital and Medical Center was only one of four hospitals in the state to receive an “A” grade on the organization’s Hospital Safety Score. The Hospital Safety ScoreSM was calculated under the guidance of The Leapfrog Group’s Blue Ribbon Expert Panel using publicly available data on patient injuries, medical and medication errors, and infections. U.S. hospitals were assigned an A, B, C, D, or F for their safety. (June 2012)

HealthGrades[®] Patient Safety Excellence Award[™] – for patient safety indicators from the Agency for Healthcare Research and Quality (AHRQ) to identify patient safety incidence rates, placing

Saint Francis in the top 5% in the nation for patient safety, and the only Connecticut hospital to achieve this distinction. (May 2012)

American Heart Association/American Stroke Association Get With the Guidelines Gold Plus Award – to the Hoffman Heart and Vascular Institute for providing excellent care to heart failure patients. Saint Francis was one of only three hospitals statewide to receive this award. (May 2012)

Silver Healthy Hospital Award, Stryker – for outstanding performance in reducing environmental harm and improving overall hospital quality through medical device remanufacturing and reprocessing. For 2011, Saint Francis saved \$235,600 and had a total waste avoidance of 11,900 pounds. (April 2012)

Outcome Excellence Award – the outpatient rehabilitation staff at 95 Woodland Street received this award from Focus on Therapeutic Outcomes (FOTO) for exceeding the predicted national target for outcomes and patient satisfaction over a one-year period. The targets were met for two consecutive years, for both 2010 and 2011. (April 2012)

2012 Top Performer – the inpatient rehabilitation team at Mount Sinai Rehabilitation Hospital received an Outstanding Performance Award from the Uniform Data Systems database for its top ten percent ranking out of 800 programs across the United States. (April 2012)

The Blue Ribbon Award – for the John T. O’Connell Tower presented at the 17th Annual Awards Showcase from the Real Estate Exchange. This is the most significant annual awards event in commercial real estate in Connecticut and a celebration of excellence in the industry. (April 2012)

The BUILDCT 2012 Award – for the John T. O’Connell Tower best new large construction project greater than \$10 million from the Association of General Contractors. The award was given to Saint Francis Hospital and Medical Center; TRO/Jung Brannen, the architect and engineer; and Turner Construction Company, the construction manager. (March 2012)

Connecticut Quality Improvement Award Silver Innovation Prize – for the creation of the Connecticut Institute for Primary Care Innovation. (August 2011)

American Heart Association/American Stroke Association Get With The Guidelines Gold Plus Award – for achievement in using evidence-based guidelines in the treatment of stroke patients. (August 2011)

Most Wired – 2011 – recognized by *Hospitals & Health Networks Magazine* for making progress toward adoption of Information Technology. (July 2011)

Community Value Five-Star Hospital – recognized by Cleverly & Associates, a healthcare industry intelligence and education consultancy for value provided to the community, based on financial viability, facility reinvestments, low-cost structures, and high-quality patient care. (July 2011)

Practice Greenhealth Partner for Change with Distinction – for outstanding environmental achievement in healthcare. (April 2011)

HealthGrades® Patient Safety Excellence Award™ – for patient safety indicators from the Agency for Healthcare Research and Quality (AHRQ) to identify patient safety incidence rates. (March 2011)

The American Society for Metabolic and Bariatric Surgery and the Surgical Review Corporation Bariatric Surgery Center of Excellence® Designation – for demonstrating an unparalleled ability to consistently deliver safe, effective, evidence-based care. (March 2011)

Focus on Therapeutic Outcomes, Inc. Outcomes Excellence Award – for exceeding the national average for functional change in the patients treated at the Center for Rehabilitation and Sports Medicine. (March 2011)

The American College of Cardiology Foundation NCDR ACTION Registry Gold Performance Award – for implementing a higher standard of care and reaching the aggressive goal of treating coronary artery disease patients with 85 percent compliance with American College of Cardiology/American Heart Association clinical guidelines and recommendations. (December 2010)

The American Alliance of Healthcare Providers Choice Award – for implementing an excellent healthcare program that successfully results in courteous, compassionate, and caring service to patients, families, and the community. (July 2010)

Most Wired “Most Improved” Award – for the Hospital’s level of achievement in business and administrative management, clinical quality and safety, continuum of care, and infrastructure. Based on a survey by *Hospitals & Health Networks Magazine*, McKesson Corporation and the College of Healthcare Information Management Executives. (July 2010)

Practice Greenhealth Partner for Change Award – for continuously improving and expanding upon mercury elimination, waste reduction and pollution prevention. Presented by Practice Greenhealth, a national membership organization for healthcare facilities committed to environmentally responsible operations. (May 2010)

Anthem Blue Cross and Blue Shield Blue Distinction Center for Knee and Hip Replacement – In recognition of clinical excellence in knee and hip replacement surgery. (January 2010)

American Heart Association/American Stroke Association Get With The Guidelines Gold Plus Performance Achievement Award – In recognition of implementing excellent care for stroke patients, according to evidence-based guidelines. (January 2010)

U.S. Department of Health and Human Services Silver-2 Medal – In recognition of efforts promoting organ donation. (October 2009)

Employer Support of the Guard and Reserves Program – Connecticut Above and Beyond Award for support of Hospital employees who are members of National Guard and Reserves. (July 2009)

Practice Greenhealth Partner for Change Award – for continuously improving and expanding upon mercury elimination, waste reduction and pollution prevention. Presented by Practice Greenhealth, a national membership organization for healthcare facilities committed to environmentally responsible operations. (May 2009)

ENERGY STAR Label – for superior energy efficiency and environmental protection. Awarded by the U.S. Environmental Protection Agency. Saint Francis was previously awarded ENERGY STAR labels in 2003 and 2006. (April 2009)

Connecticut Breastfeeding Coalition Breastfeeding Friendly Employer Award – Given for Saint Francis' efforts in supporting breastfeeding by working mothers. (January 2009)

American Stroke Association Get with the GuidelinesSM Silver Achievement Award – Given in recognition of Saint Francis' commitment and success in implementing a higher standard of care for stroke patients. To achieve the GWTG-Stroke Silver Achievement Award, Saint Francis consistently followed the treatment guidelines in the GWTG-Stroke program for 12 months. (December 2008)

UnitedHealthcare Premium[®] Specialty Center for Total Joint Replacement – Given with the designation of ***One Star*** and ***Higher Efficiency***. The program uses national industry standards, medical specialty society and consensus standards to evaluate specialty center programs focused on total joint replacement for the purpose of advancing safe, timely, effective, efficient, equitable and patient-centered care. (September 2008)

American Alliance of Healthcare Providers Hospital of the Year – Top 10 Finalist in 2008 Hospital of the Year Awards, which recognizes the country's most consumer-friendly hospitals. (August 2008)

HealthGrades[®] 2009 Spine Surgery Excellence Award – This award places Saint Francis among the top 10 percent of hospitals nationwide for spine surgery. (July 2008)

2008 Most Wired Survey and Benchmarking Study – Most Improved Award for information technology enhancements in the survey conducted by *Hospitals & Health Networks* magazine in conjunction with Accenture, McKesson Corp. and the College of Healthcare Information Management Executives. (July 2008)

Connecticut Quality Improvement Award Silver Innovation Prizes – Three awards for projects that streamlined critical areas of healthcare: the treatment of heart attacks, transferring patients from the Emergency Department to nursing units, and vaccinating staff against season influenza outbreaks. (July 2008)

American Stroke Association Get With the GuidelinesSM – Stroke Bronze Performance Award – for Saint Francis' commitment and success in implementing a higher standard of stroke care by ensuring that stroke patients receive treatment according to nationally accepted standards and recommendations. To achieve the GWTG-Stroke Bronze Performance Achievement Award, Saint Francis consistently followed the treatment guidelines in the GWTG-Stroke program for 90 days. (May 2008)

Practice Greenhealth Partner for Change Award – for working to reduce mercury, reduce waste and prevent pollution. Presented by Practice Greenhealth, formerly Hospitals for a Healthy Environment (H2), a source of environmental solutions for the healthcare industry. The award honors organizations creating healthy, healing environments committed to eliminating mercury, reducing pollution and recycling waste. (May 2008)

2008 Alliance Innovation Award – Saint Francis Hospital and Medical Center was named an *Alliance Innovation Award* winner by the Alliance of Independent Academic Medical Centers (AIAMC). The award was presented to Saint Francis for its demonstrated leadership in utilizing graduate medical education as a key driver to improve quality, patient safety, and the cost-effectiveness of care. These creative and innovative approaches to medical education and research have resulted in better patient outcomes. (April 2008)

American Alliance of Healthcare Providers ‘Hospital of Choice’ Award for First Quarter of 2008 – for consumer friendliness and unparalleled commitment to good citizenship and community service, based on a review of public information, Web site, news releases, announcements, phone surveys of Hospital staff and application review. (April 2008)

Verispan 100 Most Highly Integrated Healthcare Networks Best of the Rest – a Tier 2 category rating for integrated healthcare networks based on eight categories: integrated technology, contractual capabilities, outpatient utilization, financial stability, service and access, hospital utilization and physicians. (February 2008)

United Healthcare Premium Specialty Center – for cardiac care, spine and total joint replacement surgery. The designations signify that Saint Francis has met rigorous quality criteria based on nationally recognized medical standards and expert advice. They are based on detailed information about specialized training, practice capabilities and proficiencies submitted by Saint Francis to United Healthcare. (January 2008)

CQIA Silver Innovation Prize – for being early adopters of bar code point of care (BPOC) technology to prevent errors during medication administration. BPOC systems use a bedside computer and a variety of clinical information systems to cross check bar codes that are printed on patient wristbands with those bar codes printed on medications. In addition to new bedside technology, the BPOC involved an extensive process within the Pharmacy Department. All 2,800 inventoried products required bar code recognition by the Hospital’s clinical information system. In the first six months after implementation, 75 percent of inpatient areas were using this technology and 350,000 medication doses had been bar coded. The CQIA Silver Innovation Award is the nation’s oldest, state-level quality award program. (October 2007)

U.S. Department of Health and Human Services Medal of Honor – for achieving at least a 75 percent organ donation rate among eligible patients. This was the third year in a row that Saint Francis received this award. Saint Francis is the only hospital in Connecticut and Western Massachusetts to receive the medal three years in a row. (October 2007)

AHA Nova Finalist – Hartford Regional Lead Treatment Center and Lead Safe House Program, which are based at Saint Francis Hospital and Medical Center, named one of ten finalists for the American Hospital Association’s Nova Award, which recognizes programs that improve

community health status and are collaborative in nature. The Hartford Regional Lead Treatment Center serves patients both at Saint Francis and the Connecticut Children's Medical Center. (August 2007)

Blue Center of Distinction – designated a *Blue Center of Distinction for Cardiac Care* by the Blue Cross and Blue Shield Association. The nationwide program recognizes those hospitals that meet stringent quality criteria, as established by expert physician panels and national organizations. *Blue Distinction Centers* are required to provide a full range of cardiac services, including inpatient care, cardiac rehabilitation, angioplasty and cardiac surgery. (June 2007)

Hospitals for a Healthy Environment – received the Partners for Change Award in recognition of achievements in improving environmental performance. Also received the Making Medicine Mercury-Free Award for eliminating the use of mercury in medical devices. Hospitals for a Healthy Environment (H2E) is an independent, not-for-profit organization founded by the American Hospital Association, the Environmental Protection Agency, Health Care Without Harm and the American Nurses Association. H2E is focused on improving healthcare environmental performance. (May 2007)

Five-Star Hospital – recognized as a Community Value Provider by Cleverly + Associates, a Columbus, Ohio, healthcare financial consulting firm. Based on the Community Value Index™, a proprietary index that offers a measure of the value that a hospital provides to its community based on financial strength and reinvestment, cost of care and pricing. (April 2007)

The President's Volunteer Service Award – for the service of more than 700 individuals who volunteered at the Hospital in 2006, contributing over 67,400 hours of service to Saint Francis. Presented by the President's Council on Service and Civic Participation on behalf of President George W. Bush to recognize the best in the American spirit and encourage Americans to contribute to their communities through volunteer service. (January 2007)

CareScience Select Practice National Quality Leader – for excellence in overall hospital quality and efficiency. The award placed Saint Francis among the top 1 percent of performers across 4,500 acute care hospitals in the United States as identified by CareScience, a hospital consulting firm. It was based on 16 clinical indicators for both quality and efficiency. (November 2006)

ENERGY STAR Label – for prudent energy management strategies and proven technologies. Awarded by the U.S. Environmental Protection Agency and U.S. Department of Energy. Saint Francis was first awarded an ENERGY STAR label in 2003. (November 2006)

eHealthcare Strategy & Trends Silver Award – in the category "Best Rich Media" in the Physician/Clinician-Focused Site class for the Hospital's web site Grand Rounds Online feature. Since their introduction in April, 15 Grand Rounds presentations were made available to physicians online. After viewing a presentation online, physicians are able to obtain Continuing Medical Education credit by successfully completing a short quiz. (November 2006)

U.S. Department of Health and Human Services Medal of Honor – for achieving at least a 75 percent organ donation rate among eligible patients. This was the second year in a row that Saint Francis received this award. In the most recent reporting period, Saint Francis secured permission from family members for 11 organ donations out of 13 potential donors. Saint

Francis was just one of two hospitals in Northern Connecticut and Western Massachusetts to receive the medal this year. (October 2006)

HealthGrades® Orthopedic Surgery Excellence Award – for superior clinical outcomes in the ninth annual *Hospital Quality in America* study. This award placed Saint Francis among the top 10 percent of hospitals nationwide for orthopedic care. (October 2006)

Leapfrog Top 50 Hospitals – for meeting the quality and safety standards of the Leapfrog Group, a consortium of Fortune 500 companies and other large public healthcare purchasers representing 37 million American consumers. Saint Francis was the only hospital in Connecticut to achieve this distinction. Leapfrog identifies its “Top Hospitals” based on their implementation of practices with the greatest life-saving potential, including computerized physician order entry (CPOE), ICU physician staff, evidence-based hospital referral and the Leapfrog Safe Practices Score. (October 2006)

2006 BEACON Medical Technology Award – for the Hospital’s significant investment in advanced technology in the acquisition of the CyberKnife® stereotactic radiosurgery system. The award was presented by the Biomedical Engineering Alliance & Consortium (BEACON), a regional trade association for the advancement of new medical technology. It recognizes innovative approaches that help Connecticut establish a leadership position in the field of medical technology. (October 2006)

Sacred Heart University College of Education and Health Professions 2006 Community Partner Award – for collaboration with the College’s Nursing Department to develop and implement the R.N. to B.S.N. program offered at Saint Francis Hospital and Medical Center. This was the first year that the award was given to an individual or organization who has demonstrated exceptional collaboration to further the educational goals and mission of the College. Saint Francis was one of two recipients honored that year. (October 2006)

HealthGrades® Third Annual Patient Safety in American Hospitals Study – for best performing hospitals for overall patient safety. Saint Francis was one of 238 hospitals identified as reaching the top 15 percent nationwide for patient safety. This award was presented by HealthGrades, a healthcare ratings company. As a category, Medicare patients at these top 15 percent hospitals experienced patient safety incidents, on average, 43.27 percent less often than patients at the bottom 15 percent of all hospitals. (October 2006)

CQIA Silver Innovation Prize – for a project that optimized care in patients with congestive heart failure (CHF). Taking note of the fact that each year nearly 900 patients are admitted to the Hospital with CHF, the Congestive Heart Failure Service decided to establish Connecticut’s first dedicated unit to provide comprehensive care for CHF patients. Outcomes for patients treated on the CHF unit have been demonstrably better than those of other CHF patients. The CQIA Silver Innovation Award is the nation’s oldest, state-level quality award program. (July 2006)

Solucient 100 Top Hospitals® Performance Improvement Leader – for improving faster and more consistently than its peer hospitals across the nation. Nine performance measures were examined including risk adjusted mortality and complications, average length of stay, expenses, profitability, cash-to-debt ratio, growth in percent of community served, tangible assets and risk adjusted patient safety index. Saint Francis was recognized as one of the hospitals that achieved

the fastest rate of consistent annual clinical and organizational improvement over a five-year period. (April 2005)

Solucient 100 Top Hospitals® – for setting benchmarks for the industry in such areas as quality of care, efficiency, financial performance, growing community service and patient safety. This marked the seventh time that Saint Francis was named to the prestigious list of the nation’s Top 100 hospitals. At the time, Saint Francis was the only hospital in Connecticut to be named to the Top 100 list on seven or more occasions. (February 2005)

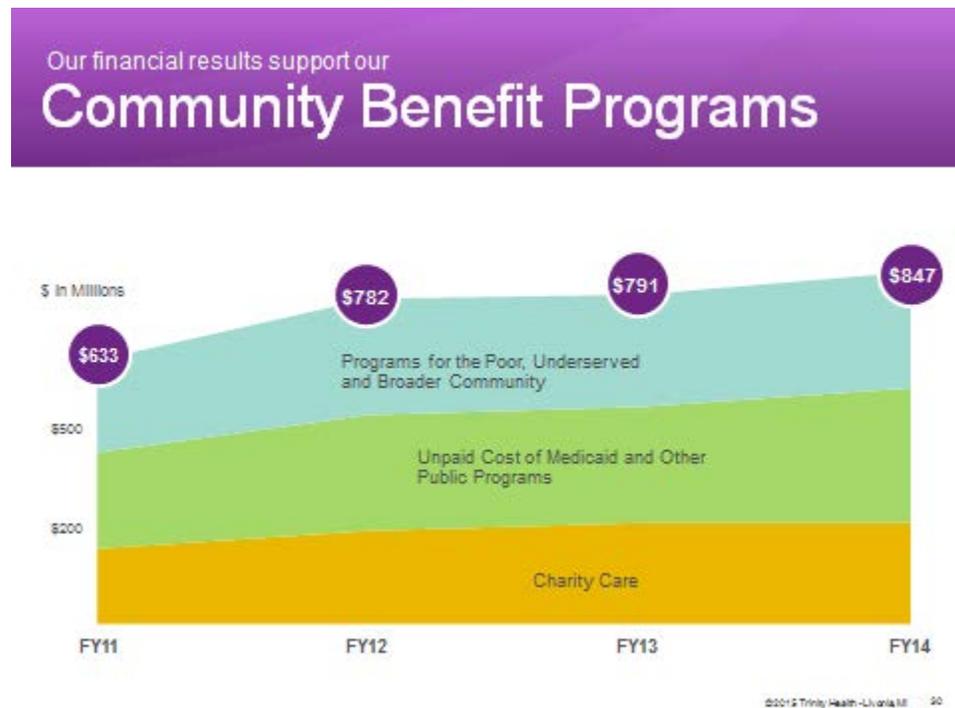
Solucient 100 Top Hospitals® – for setting performance benchmarks across four critical areas: quality of care, operational efficiency, financial performance and adaptation to the environment. This marked the sixth time that Saint Francis had been named to the prestigious list. At the time, Saint Francis was the only major teaching hospital to be named to the Top 100 list on six occasions. (May 2004)

Solucient Performance Improvement Leader – for developing consistent and effective organization-wide performance improvement across critical measures at a faster rate than other U.S. hospitals between 1997 and 2001. Those measures include quality of care, operational efficiency and financial performance. Among 123 major teaching hospitals included in the study, Saint Francis’ cumulative score placed it in the 99th percentile. This signifies that Saint Francis’ rate of improvement over the five years was higher and more rapid than 98 percent of the other major teaching hospitals studied by Solucient. (March 2004)

EXHIBIT 12

EXHIBIT 12 – Community Benefit Ministry

Consistent with its mission, Trinity Health provides medical care to all patients regardless of their ability to pay. In addition, Trinity Health provides services intended to benefit the poor and underserved, including those persons who cannot afford health insurance or other payments such as copays and deductibles because of inadequate resources and/or are uninsured or underinsured, and to improve the health status of the communities in which it operates. The following summary has been prepared in accordance with the Catholic Health Association of the United States', A Guide for Planning and Reporting Community Benefit, 2013 Edition.



The quantifiable costs of Trinity Health's community benefit ministry for the year ended June 30, 2014 are as follows (in thousands):

Ministry for the poor and underserved:

Charity care at cost	\$ 242,064
Unpaid cost of Medicaid and other public programs	325,575
Programs for the poor and the underserved:	
Community health services	21,345
Subsidized health services	46,962
Financial contributions	9,707
Community building activities	1,221
Community benefit operations	2,880
Total programs for the poor and underserved	82,115
Ministry for the poor and underserved	649,754

Ministry for the broader community:

Community health services	13,914
Health professions education	102,401
Subsidized health services	43,543
Research	4,407
Financial contributions	28,301
Community building activities	2,306
Community benefit operations	2,491
Ministry for the broader community	197,363
Community benefit ministry	\$ 847,117

Trinity Health also provides a significant amount of uncompensated care to its uninsured and underinsured patients, which is reported as bad debt at cost and not included in the amounts reported above. During the year ended June 30, 2014, Trinity Health reported bad debt at cost (determined using a cost-to-charge ratio applied to the provision for bad debts) of \$196.1 million.

Ministry for the poor and underserved represents the financial commitment to seek out and serve those who need help the most, especially the poor, the uninsured and the indigent. This is done with the conviction that healthcare is a basic human right.

Ministry for the broader community represents the cost of services provided for the general benefit of the communities in which Trinity Health operates. Many programs are targeted toward populations that may be poor, but also include those areas that may need special health services and support. These programs are not intended to be financially self-supporting.

Trinity Health also has two innovate programs in which the RHM's can submit requests for funding to support community benefit. These are the "Call to Care Program" and the "Preserving Our Legacy Fund", both described below.

Call to Care Program

The Call to Care Program supports RHM programs to address high priority needs identified in the Community Health Needs Assessments. The focus of the initiatives must be innovative or provide an opportunity for a new business model within Trinity Health that improves care and or costs. Initiatives also must include priority groups, with a focus on socioeconomic status, race/ethnic groups at high risk, insurance status or at risk youth.

The Call to Care Grant Program has funded twenty two RHM programs over the past three years for a total of \$1.2M. Trinity Health expects an additional twenty to twenty five programs will be funded in FY 2015 totaling over \$1.5 million dollars. A number of successful and nationally recognized programs have been developed as a result of Call to Care funding.

The Preserving our Legacy Fund

The Preserving our Legacy Fund provides RHMs with capital funding to support projects that focus on the poor and underserved. Priority is given to RHMs with requests that address health inequities (i.e. health status or mortality rates that are unnatural, systemic, patterned, unfair or unjust) and can demonstrate measurable outcomes to community health needs. Examples of programs include a medical van to provide services in the community, renovations to homeless shelters and other community programs and creation of examine rooms and dental offices for the poor and underserved. Historically, approximately \$1 million dollars has been awarded annually to the RHMs.



COMMUNITY
BENEFIT
REPORT
2013



ENGAGING

MINDS.

INSPIRING

CHANGE.

Our Mission

We are committed to health and healing through excellence, compassionate care and reverence for the spirituality of each person.

Our Core Values

Respect

We honor the worth and dignity of those we serve and with whom we work.

Integrity

We are faithful, trustworthy and just.

Service

We reach out to the community, especially those most in need.

Leadership

We encourage initiative, creativity, learning and research.

Stewardship

We care for and strengthen resources entrusted to us.

Saint Francis Care is a healthcare ministry of the Catholic Archdiocese of Hartford.

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Inspiring Healthcare for Our Communities



Saint Francis Care believes everyone should receive the same level of care regardless of circumstances in life. In 2013, we proudly opened the *Saint Francis Center for Health Equity* at the Urban League of Greater Hartford with this in mind. Despite the complex nature of our current healthcare delivery systems, we believe there are simple, dignified health solutions right here, right now.

For Saint Francis, mission and skilled teams come together for outreach, education, prevention and care. This 2013 Community Benefit Report reflects over \$89,498,278 in community benefits, serving 181,545 members of our community. Where do those resources go? They are delivered to those who cannot afford care, through outreach programs to identify and respond to the needs of members of our community where social challenges make access to care harder.

As you will see in this report, our community benefit activities are designed to engage and inspire those who are called into the mission of healthcare as well as the communities they serve.

There is a great deal at stake today. Questions need to be answered related to insurance, coordinated care and finding a medical home. Everyone deserves to be treated with respect, compassion, and never be forgotten. Everyone has a sacred story.

For Saint Francis, patient stories are woven into lessons that shape best care. Health professionals are called to a life of service and lifelong learning at Saint Francis. Students, fellows, residents, nurses, chaplains, environmental services staff...the list goes on. And in every corner there are lessons in what heals, in what inspires people to learn about their own health and what truly helps others.

We are pleased to share just a few of these stories. And we welcome yours – because we never stop aiming to provide the BestCare for a LifetimeSM for the communities we serve.

Christopher M. Dadlez, FACHE
President and Chief Executive Officer

Marcus M. McKinney, D. Min., LPC
Vice President, Community Health Policy

Engaging Minds, Inspiring Change

“The spirit of love, loyalty and learning,” the title of the sculpture in the rotunda of the Patient Care Tower, sums up Saint Francis’ longstanding commitment to education and creating learning opportunities. Saint Francis Hospital and Medical Center was officially recognized as a teaching hospital through its affiliation with the University of Connecticut School of Medicine in the 1960s, but the truth is that education has been a central feature of the Hospital since its founding.



[Left] The mobile CPR project – CPR training in downtown Hartford. [Right] OB/GYN residents on the Labor and Delivery Unit.



[Above] Medical Professions & Teacher Preparation Academy student shadowing in the Radiology Department.

Engaging minds and inspiring change are ingrained in the mission of Saint Francis. As an answer to the demand for more practically trained nurses, the Saint Francis School of Nursing was created in 1899 and went on to become one of the most elite schools in Connecticut, graduating nearly 6,000 nurses who have touched many lives. Although the nursing program closed in the mid 1990s, Saint Francis has remained committed to education through its continued work with residents, students, interns, volunteers, fellows and staff.

As a modern hospital devoted to education, research and patient care, Saint Francis is excited to find new ways to engage the minds of today’s learners to prepare them for future challenges within the medical profession. Through a unique partnership with a Capitol Region Education Council (CREC) magnet school, a health equity fellowship program to explore public health concerns and a state-of-the-art OB/GYN residency program, the Hospital is redefining what it means to be a teaching hospital and re-creating the learning environment to inspire change.

From its humble beginnings, Saint Francis has continuously responded to the community’s evolving healthcare needs through a combination of the best clinical care, the best training of healthcare professionals, top-level research, and community support. These principles are the foundation of our 117-year history as we continue to engage minds, inspire change and provide the BestCare for a Lifetime.

Medical Professions & Teacher Preparation Academy

What do a theme-based magnet school, designed with a specific career focus, and Saint Francis Hospital and Medical Center have in common? A commitment to education that engages the minds of today's learners while inspiring them to be future leaders...

This shared belief has led to a partnership between Capitol Region Education Council (CREC) Medical Professions & Teacher Preparation Academy and Saint Francis Hospital and Medical Center. Saint Francis has been an active sponsor for the school and has opened its doors to hundreds of students eager to learn more about medical careers. The Hospital has worked with the school's administration to develop a curriculum that gives students exposure to various medical professions through field studies, career shadowing and internships.

CREC Medical Professions & Teacher Preparation Academy opened in 2010 with a specific focus to equip students with the knowledge and skills necessary for success in various medical professions and education. By offering the opportunity to work with and learn from professionals in their fields, students gain firsthand experience in real-world settings. The school serves a diverse population from Hartford and surrounding towns with African-Americans, Hispanics and Latinos making up over 60% of the student body. This is an exciting year for CREC Medical Professions & Teacher Preparation Academy as they prepare to graduate their first class and move to a permanent state-of-the-art facility.

In keeping with our mission and core values as a teaching hospital, opening our doors to students is a service that is very much in harmony with who we are. We are proud to give students the opportunity to explore different medical professions so they can make informed career choices based on firsthand experience. Providing educational opportunities is a part of the Saint Francis culture evidenced by the thousands of students who come through our doors each year as volunteers, interns, residents, fellows and trainees. The ultimate goal of the partnership with CREC Medical Professions and Teacher Preparation Academy is to expose students to all functions within a hospital, which will put them on a path toward pursuing careers in the medical profession.



[Left] Students touring a state-of-the-art Cardiac OR in the John T. O'Connell Tower. [Right] Students getting exposed to the latest rehabilitation technology at Mount Sinai Rehabilitation Hospital.

Program Features:

8th Grade

Students are introduced to different medical professions through a fun “speed dating” activity where they interview representatives from different service lines within the Hospital.

9th & 10th Grades

Students are exposed to four different areas of specialties within the healthcare industry. A Saint Francis employee from each of the four specialties visits the school to speak with the students about that subject area. Students gain hands-on experience in each of the four areas by spending a few hours at Saint Francis working with preceptors.

11th Grade

Based on their interests, students are given the opportunity to shadow in three different areas. The students visit the Hospital three times where they receive real-world experience in each area.

12th Grade

A number of students are chosen for an internship in one specific medical profession based on their interest. During the internship, the students are required to work one 3.5-hour shift each week for a total of 50 hours.

The Role We Play:

- Help with the planning and development of the school's curriculum
- Offer exposure to students in different areas such as radiology, pharmacy, rehab therapy, medicine, nursing, etc.
- Provide shadowing, field study and volunteer opportunities to students
- Supply preceptors and mentors who work with students
- Assist in the design of the new school
- Schedule career lectures, seminars and summer activities for students

What the Students are Saying:

Dzenana Becirovic – Wants to be a Family Practice Physician

“Shadowing in NICHE (Nurses Improving Care for Healthsystem Elders) program in the summer of 2013 exposed me to delivering care to older adults, which opened my eyes to caring for different ages. That experience strengthened my goal to become a family practitioner caring for the whole family.”

Paris Pruitt – Wants to be a Biomedical Engineer Focusing on Cardiology

“I never really saw myself in this setting, but after speaking with Dr. Anita Kelsey I became interested in cardiology and I want to be a biomedical engineer specializing in cardiology research.

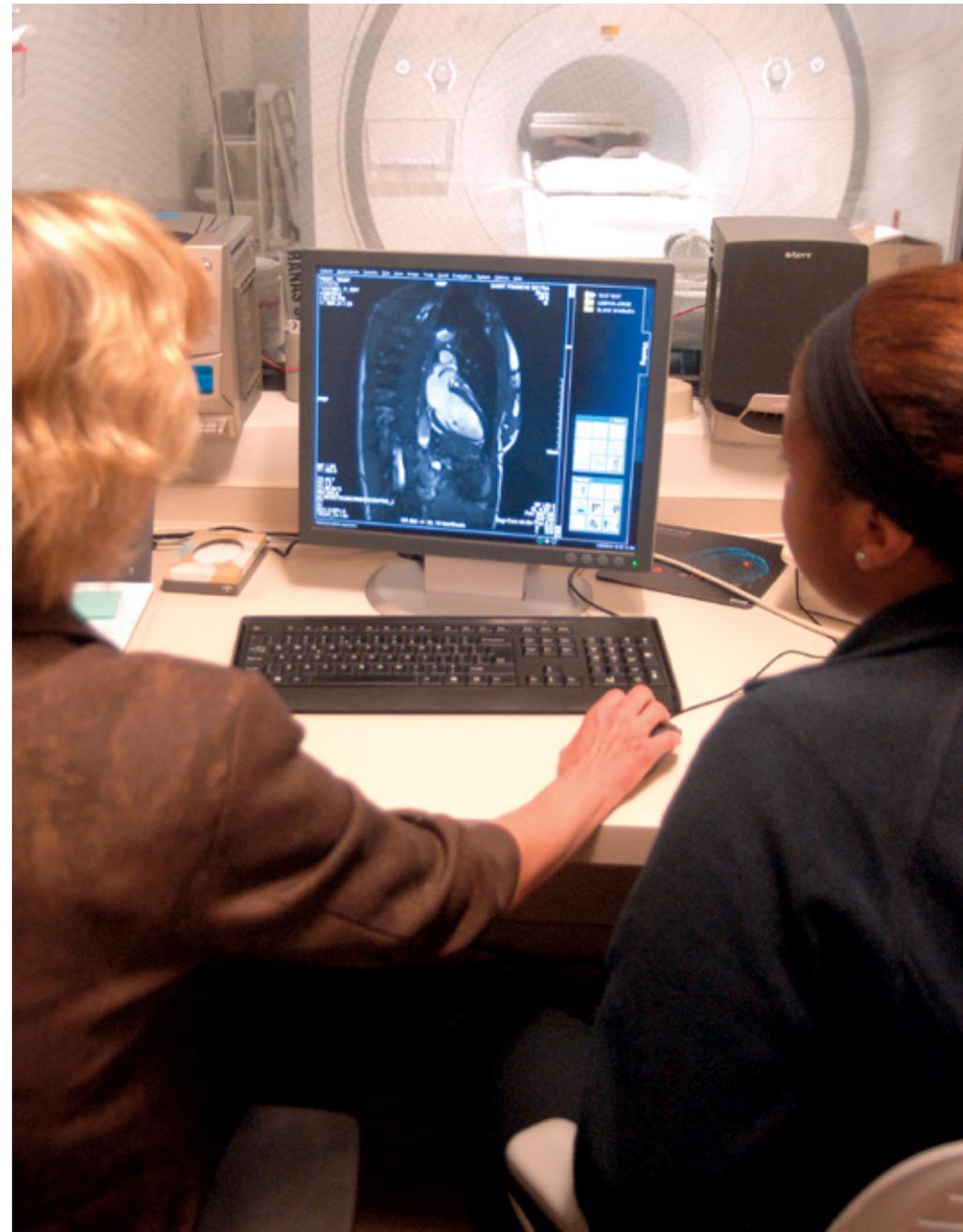
If you are from a background where your parents are unemployed or poor, you may never get the opportunity to get exposed to a hospital setting from that perspective. Usually, when we go to the hospital it's negative, someone is sick. If it wasn't for this program I would have never seen myself in this light. Saint Francis has been very inviting to us.”

Mayor Patel – Wants to be a Neurosurgeon

“I always had a specific goal to be a neurosurgeon. Shadowing and volunteering at Saint Francis has given me the opportunity to see what's involved in the different areas of the hospital.

Exposure brings out hidden talents. If you are not exposed to something you will never know if you are good at it. We have all been exposed and this has awakened our hidden talents and we will go on to do great things. Who knows, one of us may win a Nobel Prize one day.”

[Right] Student learning to review radiology images.



Health Equity Fellowship

In the brochure for the *Saint Francis Center for Health Equity* we describe our work as “developing and delivering innovative health equity programs with and for communities served by Saint Francis Care.” Education is fundamental to our work at the *Center for Health Equity*. But when we talk about education we are talking about an exchange – that is, we expect to gain as much knowledge as we impart.



[Left] Our health equity fellow with colleagues at a recent CT Health Foundation event. [Right] Pharmacists providing free, personal consultations about prescription and over-the-counter medications during a Brown Bag Medication Checkup event, held at the *Center for Health Equity*.





Early in the development of the plans for the *Center for Health Equity* we talked with the CT Health Foundation about supporting a Health Equity Fellowship to “develop a healthcare leader knowledgeable about African-American men, and to provide a platform for understanding and impacting the health of this group through systems change.” It is with this in mind that we highlight the Health Equity Fellow as a part of our Community Benefit Report. By engaging others to think about health equity, we are positive that people will be inspired to make a difference in their communities through active participation.

We had in mind someone who would engage health providers, public health leaders, and community members to better understand the disparities in health among African-American men in Hartford. The application included a significant amount of flexibility to hire someone passionate about public health. We found that person in Lawrence Young, who comes to us from Atlanta, GA. His previous work was in HIV prevention research at Emory University. He has a Masters in Public Health and a passion for the work. As a bonus, he’s also fun to work with, smart and committed to health equity.

Already Lawrence Has Engaged Himself in a Variety of Projects:

- Research on disparities in healthcare for African-American men
- Development of a Health Equity Scorecard using hospital data
- Community Engagement with local agencies including the YMCA, CT Health Justice, Urban League of Greater Hartford, Peace Builders and others

The work completed by the health equity fellow focuses on the disparities we see in healthcare. It is our hope that this will inspire concrete changes in the community and result in better health outcomes for all.

OB/GYN Residency Program



[Above] OB/GYN residents hard at work in Labor and Delivery and the Women's Clinic.

The Obstetrics and Gynecology Residency program at Saint Francis Hospital and Medical Center has been engaging minds for over 60 years by offering specialized training to well-respected practitioners who are committed to women's health.

The OB/GYN residency program is unique because it combines the high clinical volume of a community-based residency with the high academic standards of a university-based program. This program has been inspiring advances in medicine by incorporating the latest in technology, patient care, resident education, and quality and safety measures. The goal of the program is to equip physicians with the skills needed to provide the best possible care to women across the spectrum of life.

OB/GYN Faculty:

- 8 Full-time Generalists
- 1 Ambulatory Clinic Attending
- 4 Maternal Fetal Medicine Physicians
- 3 Gynecologic Oncologists
- 1 Urogynecologist
- Over 45 Private Attending Physicians

The OB/GYN residency program is very competitive and accepts only four residents each year with a total of 16 residents in rotation. The program offers residents the opportunity to train in specialized areas including high-risk obstetrics, gynecology, gynecologic oncology, pre-op and colposcopy.

Preparing physicians for future opportunities and challenges within the healthcare industry is an essential component of a teaching hospital. Most importantly, many of the residents who receive training at Saint Francis have remained in our community to provide quality OB/GYN care to women in Hartford and the surrounding areas. As part of their training, residents get firsthand experience in community health by working in the *Women's Health Center* providing continuity of care for their patients during their four years.



Michael Bourque, M.D.

Dr. Bourque graduated from the residency program in 1981 and has been at Saint Francis ever since. Dr. Bourque applied to the residency program because it was a recognized freestanding program with superb stature and academic leadership that was unmatched by any other OB/GYN residency program in the Hartford area. Today Dr. Bourque practices in a family atmosphere with 11 other partners who are all graduates of the Saint Francis OB/GYN residency program.

Dr. Bourque is happy to see that the family atmosphere of the residency program is still maintained today while honoring the scope of what today's residents have to learn compared to the late 1970s.

When asked how his experience in the residency program has impacted his sense of community, Dr. Bourque referenced his faith and the belief that every person is important. He has had great leaders and mentors who have taught him a sense of the greater good and social responsibility, especially in this specialty where he is sometimes seen as a guardian for mothers and their babies.

“Saint Francis is an amazing institution filled with even more amazing people. Our Hospital is always looking to engage its people in service to others, whether that be in local neighborhoods, or on distant shores. Simply put, service above self is what drives the hearts and minds of the Saint Francis community.”

Community Benefit | Activity at a Glance

During 2013, Saint Francis provided community benefit services to 181,545 individuals who received financial assistance for their medical care and support through our Community Benefit programs.

Charity Care

\$6,255,153

Free or discounted health services are provided to persons who cannot afford to pay and who meet the organization's financial assistance policy criteria. Charity care is reported in terms of costs, not charges. Charity care does not include bad debt, which may be reported elsewhere but not as a community benefit.

Community Benefit Services

\$35,134,650

These are services provided to meet community needs because the services would otherwise not be available to meet patient demand. Included are clinical patient care services provided despite a negative margin, public health programs, community outreach and education, and partnerships to meet community needs.

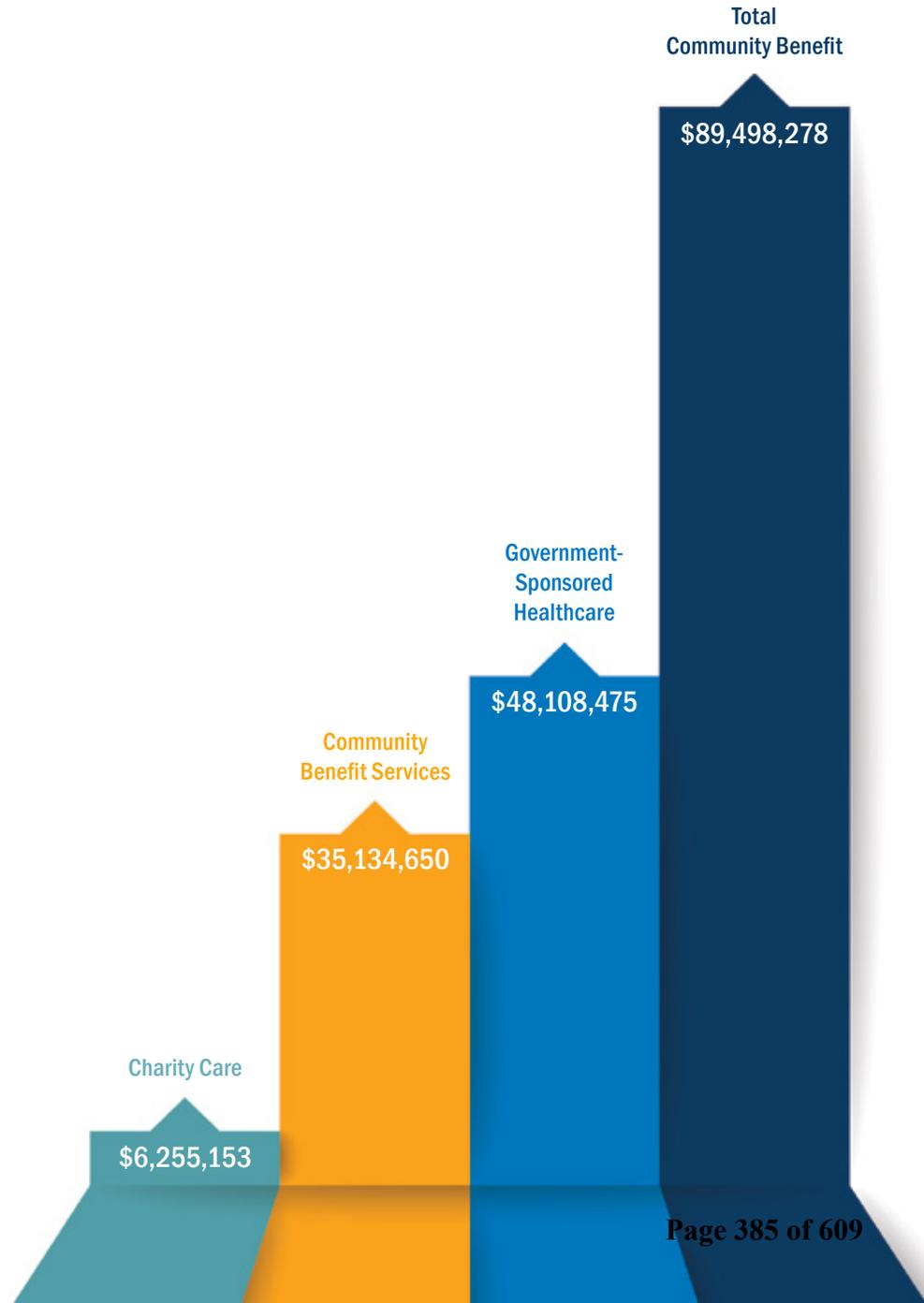
Government-Sponsored Healthcare

\$48,108,475

Government-sponsored healthcare community benefits include unpaid costs of public programs for low-income persons. These include the shortfall created when a facility receives payments that are less than the cost-of-caring for program beneficiaries.

Total Community Benefit

\$89,498,278



Community Benefit | Services

What are the numbers? Community Benefits are categorized into three broad areas which include: Charity Care, Government-Sponsored Healthcare, and Community Benefit Services. The following list outlines, in more detail, the Community Benefit Services portion, which this past year totaled \$35,134,650.

A. Community Health Improvement Services

\$3,368,853

These activities are carried out to improve community health and are usually subsidized by the healthcare organization. There are four groupings within this category: Community Health Education, Community-Based Clinical Services, Healthcare Support Services and Other Community Health Improvement Services. The following is a sample of programs and activities in each of these categories.

Community Health Education

- Access to Recovery for Substance Abuse Clients
- Breast and Cervical Cancer Education and Outreach
- Breastfeeding Support
- Child Abuse Prevention Education and Outreach
- Childbirth Education Classes
- Colorectal Screening Program
- Center for Diabetes & Metabolic Care Program Education and Outreach
- Curtis D. Robinson Men's Health Institute
- Domestic Violence Prevention Training
- Health Promotion Education
- Healthy Start and Parenting Programs
- Integrative Health Services Classes
- Lead Poisoning Prevention Education and Outreach
- Medical Legal Partnership Program
- Saint Francis Center for Health Equity
- Violence and Injury Prevention Program
- Women's Heart Program Outreach

Community-Based Clinical Services

- Preventive Health Screenings:
 - Cardiovascular Risk Assessment
 - Child Seat Safety
 - Diabetes Screening
 - Mammograms
 - Prostate Cancer
- Services for Children and Families Impacted by Child Abuse
- Support for Malta Van Services

Healthcare Support Services

- Adaptive Rowing Program
- Cancer Support Groups
- Cardiac Rehab and Wellness
- Care Management Support Services
- Diabetes Support Services
- Golfers in Motion
- Mental Health Alliance and Support
- Multidisciplinary Case Management Team for Child Abuse
- Nurturing Families Network Case Management Services
- Pastoral Counseling Program
- Procurement of Pharmaceuticals for Indigent Clients

Other Health Improvement Services

- Caregiver Support Services
- Health Equity Fellowship
- Literacy Support Programs
- Student Education
- The Auxiliary Repetitions Thrift Store
- Joan C. Dauber Food Bank
- Keep-the-Power-On Utility Clinic

Community Benefit | Services (Cont.)

B. Health Professions Education

\$28,163,281

This category includes the unpaid costs of undergraduate training, internships, clerkships, residencies, nursing training, residency education, and continuing medical education (CME) offered to physicians outside of the medical staff.

- Connecticut Institute for Primary Care Innovation (CIPCI) – Primary Care Training
- Clinical Pastoral Education Mentorship
- Dental Assistant and Dental Hygienist Training
- Dietitian Training
- Medical Student Education
- Nurses and Nursing Student Education
- OB/GYN Residency Training
- Other Health Professional Education
- Pharm-D Training Site

C. Subsidized Health Services

\$759,270

This category includes health services and clinical programs that are provided despite a financial loss. These services are provided because they meet an identified community need that is not being fulfilled by the government or another not-for-profit organization.

- Uncompensated Care – Dental Clinic
- Uncompensated Care – Family Medicine

D. Research

\$1,564,900

This category includes clinical and community health research that is shared with the public and funded by the government or a tax-exempt entity (including the organization itself).

- Community Research Grants
- Federal Research Grants
- State and Local Research Grants
- Trainee Research Grants

E. Financial and In-Kind Donations

\$535,770

This category includes funds and in-kind services donated to individuals not affiliated with the organization or to community groups and other not-for-profit organizations. In-kind services include hours contributed by staff to the community while on work time; overhead expenses of space donated to not-for-profit community groups, and the donation of food, equipment, and supplies.

- Donations to Charitable Organizations
- In-Kind Use of Facilities
- Medical Mission Support
- Support for Local Community Organizations

F. Community-Building Activities

\$646,076

This category includes programs that address underlying social problems, such as poverty, homelessness, and environmental issues. These activities support community assets by offering the expertise and resources of the healthcare organization.

- CREC Magnet School Partnership
- Disaster Planning
- Housing Support
- Neighborhood Associations

G. Community-Benefit Operations

\$96,500

This category includes the costs associated with assigned staff and community health needs and/or assets assessment, as well as other costs associated with community benefit strategy and operations.

Health Professions Education

Advancing Careers in Healthcare

In 2013 Saint Francis Hospital and Medical Center provided over \$28 million to a variety of healthcare education programs for physicians, nurses and other healthcare professionals. The Hospital's goal is to ensure that there will be enough qualified health professionals with the skills needed to meet the demands of our growing community.



Why is This Important?

With the U.S. facing a critical shortage of healthcare professionals, Saint Francis Hospital and Medical Center is contributing to the long-term health of our community by educating those who represent the future of medicine.

The contribution to health professions' education continues to increase annually which highlights the Hospital's commitment to ensuring a well-trained healthcare workforce for years to come.

Meet the Community Benefit Report Team

The *Center for Health Equity* has the honor of gathering Hospital-wide community benefit data and, in partnership with other departments, prepares the annual report for you to enjoy. Meet two members of our team...



[Above L-R] Mary Stuart, Director and Stacy-Ann Walker, Program Operations Coordinator.



Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, Connecticut 06105



Saint Francis Hospital and Medical Center

General Information | 860-714-4000

Key Community Benefit Contacts:

Marcus M. McKinney, D.Min., LPC | 860-714-4183

Vice President, Community Health Equity and Health Policy

Mary Stuart, MPH | 860-714-4095

Director, Saint Francis Center for Health Equity

Stacy-Ann Walker, MPH, MBA | 860-714-5748

Program Operations Coordinator, Saint Francis Center for Health Equity

EXHIBIT 13

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0054

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

Saint Francis Hospital and Medical Center of Hartford, CT d/b/a Saint Francis Hospital and Medical Center is hereby licensed to maintain and operate a General Hospital.

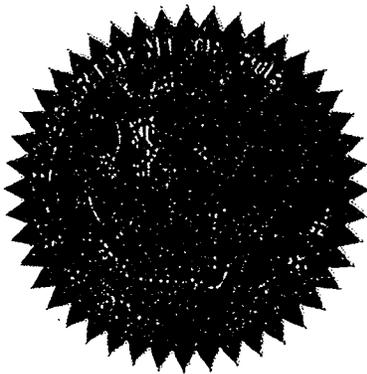
Saint Francis Hospital and Medical Center is located at 114 Woodland Street and 500 Blue Hills Avenue, Hartford, CT 06105.

The maximum number of beds shall not exceed at any time:

65 Bassinets

617 General Hospital Beds

This license expires **December 31, 2015** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, January 1, 2014. RENEWAL.



Jewel Mullen, MD

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 17CD

Chronic Disease Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

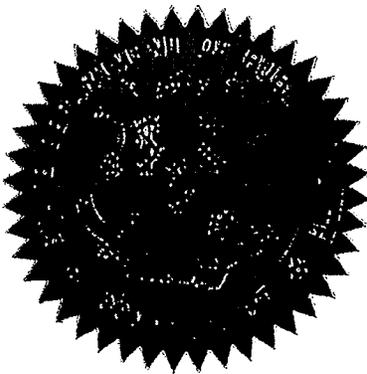
Mount Sinai Rehabilitation Hospital, Inc. of Hartford, CT d/b/a Mount Sinai Rehabilitation Hospital, Inc. is hereby licensed to maintain and operate a Chronic Disease Hospital.

Mount Sinai Rehabilitation Hospital, Inc. is located at 490 Blue Hills Avenue, Hartford, CT 06112.

The maximum number of beds shall not exceed at any time:

60 Licensed Beds

This license expires **March 31, 2015** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, April 1, 2013. RENEWAL.



Jewel Mullen MD

Jewel Mullen, MD, MPH, MPA
Commissioner

EXHIBIT 14

CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION

Saint Francis Care, Inc. and Subsidiaries
Years Ended September 30, 2014 and 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Saint Francis Care, Inc. and Subsidiaries

Consolidated Financial Statements
and Supplementary Information

Years Ended September 30, 2014 and 2013

Contents

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Ernst & Young LLP
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Hartford, CT 06103

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Report of Independent Auditors

The Board of Directors
Saint Francis Care, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of Saint Francis Care, Inc. and Subsidiaries (Saint Francis Care), which comprise the consolidated balance sheets as of September 30, 2014 and 2013, and the related consolidated statements of operations and changes in net assets and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the 2014 financial statements of Saint Francis Indemnity Company, LLC (SFICL), a wholly owned subsidiary, which statements reflect total assets of \$50.2 million as of September 30, 2014, and total revenues of \$13.4 million for the year then ended. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for SFICL for 2014, is based solely on the report of the other auditors. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not

for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on our audits and the report of the other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Saint Francis Care, Inc. and Subsidiaries at September 30, 2014 and 2013, and the consolidated results of their operations and changes in their net assets and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying consolidating balance sheets and consolidating statements of operations and changes in net assets are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, based on our audits, the procedures performed as described above and the report of other auditors, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Ernst + Young LLP

January 6, 2015

Saint Francis Care, Inc. and Subsidiaries

Consolidated Balance Sheets

(In Thousands)

	September 30	
	2014	2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 93,155	\$ 97,524
Short-term investments	42,241	50,685
Assets whose use is limited for current liabilities	1,459	4,883
Current portion of pledges receivable	1,304	1,257
Accounts receivable – patients, less allowance for doubtful accounts (\$21,874 for 2014 and \$15,528 for 2013)	84,904	72,901
Accounts receivable – other	4,243	4,632
Inventories of supplies	8,855	7,209
Prepaid expenses and deposits	6,778	5,829
Due from affiliated entities	1,346	1,812
Total current assets	244,285	246,732
Assets whose use is limited:		
Board-designated	60,751	51,522
Donor restricted	4,286	4,286
Held under bond indenture	957	4,764
Held in trusts by others	53,033	51,164
	119,027	111,736
Assets whose use is limited for current liabilities	(1,459)	(4,883)
	117,568	106,853
Long-term investments	16,156	15,209
Property, plant, and equipment, net	475,763	468,216
Other assets:		
Bond issuance costs, less amortization	1,346	2,053
Pledges receivable, less current portion	9,271	9,481
Other	12,370	9,775
Total assets	\$ 876,759	\$ 858,319

	September 30	
	2014	2013
Liabilities and net assets		
Current liabilities:		
Accounts payable	\$ 37,210	\$ 37,123
Accrued payroll and other related expenses	49,723	46,219
Accrued expenses and interest payable	7,455	6,550
Due to third-party reimbursement agencies	15,780	14,021
Current portion of long-term debt	8,760	8,819
Total current liabilities	<u>118,928</u>	112,732
Pension and other accrued expenses	285,634	226,377
Long-term debt, less portion classified as a current liability	251,476	258,637
Total liabilities	<u>656,038</u>	597,746
Net assets:		
Unrestricted	137,311	178,467
Temporarily restricted	26,091	26,656
Permanently restricted	57,319	55,450
	<u>220,721</u>	260,573
Total liabilities and net assets	<u><u>\$ 876,759</u></u>	<u><u>\$ 858,319</u></u>

See accompanying notes.

Saint Francis Care, Inc. and Subsidiaries

Consolidated Statements of Operations and Changes in Net Assets

(In Thousands)

	Year Ended September 30	
	2014	2013
Net patient service revenue	\$ 783,327	\$ 758,163
Less: provision for bad debts	(26,546)	(23,311)
Net patient service revenue less provision for bad debts	756,781	734,852
Other operating revenue	38,797	39,764
Net assets released from restrictions for operations	9,644	9,519
Total revenues	805,222	784,135
Operating expenses:		
Salaries	363,599	349,214
Supplies and other	380,593	378,361
Interest	11,620	11,601
Depreciation and amortization	37,887	36,733
Total operating expenses	793,699	775,909
	11,523	8,226
Net gain on investment activity	3,625	2,299
Operating income	15,148	10,525
Non-operating gains and losses:		
Loss on refunding and refinancing of debt	(1,719)	-
Interest cost on interest rate swaps	(102)	(305)
Change in fair value of interest rate swaps	(603)	22,523
	(2,424)	22,218
Excess of revenues and gains and losses over expenses	12,724	32,743

Saint Francis Care, Inc. and Subsidiaries

Consolidated Statements of Operations and Changes in Net Assets (continued)
(In Thousands)

	Year Ended September 30	
	2014	2013
Unrestricted net assets:		
Excess of revenues and gains and losses over expenses (continued)	\$ 12,724	\$ 32,743
Net asset transfer	(4,015)	(1,943)
Net assets released from restrictions used for property, plant, and equipment	3,313	3,204
Change in pension funding and postretirement obligations	(53,442)	84,068
Change in minority interest in subsidiary	264	(148)
(Decrease) increase in unrestricted net assets	(41,156)	117,924
Temporarily restricted net assets:		
Income from investments	109	162
Gifts, contributions, and donations	8,591	9,183
Net unrealized gain on investments	44	43
Net assets released from restrictions for operations	(9,644)	(3,447)
Net assets released from restrictions used for property, plant, and equipment	(3,680)	(12,723)
Net asset transfer	4,015	1,997
Decrease in temporarily restricted net assets	(565)	(4,785)
Permanently restricted net assets:		
Increase in assets held in trusts by others	1,869	2,626
Increase in permanently restricted net assets	1,869	2,626
(Decrease) increase in net assets	(39,852)	115,765
Net assets at beginning of year	260,573	144,808
Net assets at end of year	\$ 220,721	\$ 260,573

See accompanying notes.

Saint Francis Care, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(In Thousands)

	Year Ended September 30	
	2014	2013
Operating activities and other gains		
(Decrease) increase in net assets	\$ (39,852)	\$ 115,765
Adjustments to reconcile (decrease) increase in net assets to net cash provided by operating activities and other gains:		
Depreciation and amortization	36,168	36,733
Bad debts	26,546	23,311
Change in pension funding and postretirement obligations	53,442	(84,068)
Change in fair value of interest rate swaps	603	(22,523)
Loss on refunding and refinancing of debt	1,719	-
Unrealized gain on investments	(1,426)	(2,033)
Increase in assets held in trusts by others	(1,869)	(2,626)
Restricted contributions and investment income	(8,700)	(9,345)
Increase in pension and other accrued expenses	7,972	3,422
Change in working capital, other than cash and cash equivalents	(30,447)	(12,080)
Net cash provided by operating activities and other gains	44,156	46,556
Investing activities		
Purchase of property, plant, and equipment, net	(43,429)	(34,380)
Decrease in investments	8,923	4,893
Decrease (increase) in other assets	(5,355)	(248)
Increase in noncurrent assets whose use is limited	(7,642)	(8,184)
Net cash used in investing activities	(47,503)	(37,919)
Financing activities		
Principal payments on long-term debt and capital leases	(221,810)	(9,786)
Proceeds from issuance of bonds	213,215	-
Payment of bond issuance costs	(1,127)	-
Restricted contributions and investment income	8,700	9,345
Net cash used in financing activities	(1,022)	(441)
Net (decrease) increase in cash and cash equivalents	(4,369)	8,196
Cash and cash equivalents at beginning of year	97,524	89,328
Cash and cash equivalents at end of year	\$ 93,155	\$ 97,524
Supplemental information		
Non-cash financing:		
Capital lease obligations	\$ 1,298	\$ 11,327

See accompanying notes.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Amounts in Thousands)

September 30, 2014

1. Significant Accounting Policies

Organization

Saint Francis Care, Inc. and Subsidiaries (Saint Francis Care) is a not-for-profit integrated health care delivery system. Subsidiaries of Saint Francis Care include: consolidated Saint Francis Hospital and Medical Center (the Hospital and Medical Center), Mount Sinai Rehabilitation Hospital, Inc., Saint Francis Medical Group, Inc. and Subsidiary, Asylum Hill Family Medicine Center, Inc., Saint Francis Care Medical Group, P.C. and Saint Francis Hospital and Medical Center Foundation, Inc.

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements include the accounts of Saint Francis Care and Subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related footnotes. Actual results could differ from those estimates.

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by Saint Francis Care has been limited by donors to a specific time frame or purpose. Temporarily restricted net assets consist primarily of contributions and grants restricted for certain health care services, medical research activities, and capital replacement. Permanently restricted net assets, which are primarily endowment gifts and assets held in trusts by others, have been restricted by donors and are to be maintained in perpetuity.

Donor-Restricted Gifts

Unconditional promises to give cash and other assets are reported at fair value at the date the promise is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

1. Significant Accounting Policies (continued)

accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of operations and changes in net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are classified as unrestricted contributions in the accompanying consolidated financial statements.

Interest Rate Swap Agreements

Saint Francis Care utilizes interest rate swap agreements to reduce risks associated with changes in interest rates. Saint Francis Care does not hold or issue derivative financial instruments for trading purposes. Saint Francis Care is exposed to credit loss in the event of nonperformance by the counterparties to its interest rate swap agreements. Interest rate swap agreements are reported at fair value. Changes in fair value are recognized in the performance indicator in the consolidated statements of operations and changes in net assets.

Cash and Cash Equivalents

Saint Francis Care considers all highly liquid investments with remaining maturities of three months or less at the date of purchase to be cash equivalents.

Patient Accounts Receivable

Patient accounts receivable result from health care services provided by Saint Francis Care. The amount of the allowance for uncollectible accounts is based on management's assessment of historical and expected net collections, business and economic conditions, trends in Medicare and Medicaid health care coverage and other collection indicators.

Inventories of Supplies

Inventories are stated at the lower of cost or market. Saint Francis Care values its inventories using the first-in, first-out method.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (Amounts in Thousands)

1. Significant Accounting Policies (continued)

Investments

Unrealized gains and losses on unrestricted investments are included in the excess of revenues over expenses. Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the consolidated balance sheets. Fair value is generally determined based on quoted market prices. Alternative investments, which are investments with a non-readily determinable fair value, are stated at fair value based on, as a practical expedient, net asset values derived from the application of the equity method of accounting. Valuations of those investments and, therefore, Saint Francis Care's holdings may be determined by the investment manager and are primarily based on the valuation of the underlying securities. Investment income or loss, including realized and unrealized gains and losses on investments, interest, and dividends, is included in excess of revenues and gains and losses over expenses unless the income or loss is restricted by donor or law. The cost of securities sold is based on the specific identification method.

Saint Francis Care considers all investments with remaining maturities of more than three months but less than one year at the date of purchase to be short-term investments.

Assets Whose Use Is Limited

Assets whose use is limited include assets set aside by the Board of Directors, assets restricted by donors, assets held by trustees under bond indenture agreements related to financing activities with the State of Connecticut Health and Educational Facilities Authority (CHEFA or the Authority), and assets held in trusts by others. The portion of these amounts required for funding current liabilities is included in current assets. Assets set aside by the Board of Directors are established for the purpose of providing for future improvement, expansion, and replacement of property, plant, and equipment and for certain insurance liabilities.

Long-Lived Assets

Property, plant, and equipment are stated at cost and those acquired by gifts are carried at fair value established at the date of acquisition. Saint Francis Care provides for depreciation of property, plant, and equipment using the straight-line method in amounts sufficient to depreciate the cost of the assets over their estimated useful lives or the lesser of the estimated useful life of the asset or lease term.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (Amounts in Thousands)

1. Significant Accounting Policies (continued)

Bond issuance costs are amortized over the life of the bonds using the effective interest method.

Other Assets

Other assets include bond issuance costs, assets related to deferred compensation and workers compensation programs and interest rate swap agreements.

General and Professional Liability Insurance

Saint Francis Care purchases claims made general and professional liability insurance coverage for the benefit of certain of its subsidiaries from a wholly owned insurance captive subsidiary, Saint Francis Indemnity Company, LLC (Saint Francis Indemnity Company). Saint Francis Care, in consultation with its independent actuary, records as a liability an estimate of incurred but not reported claims. Such liability, discounted at 4%, totaled \$7,257 and \$6,730 at September 30, 2014 and 2013, respectively.

Reserves for losses and loss adjustment expenses are based on management's best estimate determined in consultation with independent consulting actuaries and represent the ultimate net cost of all reported and unreported losses incurred and unpaid through September 30, 2014. These liabilities include estimates of future trends in loss severity and frequency and other factors, which could vary as the losses are ultimately settled. However, there is an absence of a significant amount of experience as to whether the Saint Francis Indemnity Company's actual incurred losses and loss adjustment expenses will conform to the assumptions inherent in the determination of the estimated liability. Accordingly, the ultimate settlement of losses and loss adjustment expenses may vary significantly from the estimated amounts included in the accompanying consolidated financial statements. Although considerable variability is inherent in such estimates, management believes that the reserves for losses and loss adjustment expenses in the accompanying consolidated financial statements are adequate. The method of making such estimates and for establishing reserves is continuously reviewed and updated and adjustments are reflected in operations in the period the need for such adjustments becomes known.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

1. Significant Accounting Policies (continued)

Workers' Compensation Insurance

Saint Francis Care purchases a large deductible policy, which effectively self-insures the first portion of the workers' compensation and employers' liability risk. Under the policy, Saint Francis Care is responsible for the first \$1,500 of every loss event (first \$500 for employers' liability). The accrued workers' compensation self-insurance liabilities of \$6,806 and \$5,300 at September 30, 2014 and 2013, respectively, have been discounted at 4%. The current portion of the accrued workers' compensation liabilities included in accrued expenses and interest payable is \$1,634 and \$1,349 at September 30, 2014 and 2013, respectively, and the long-term portion included in pension and other accrued expenses is \$5,172 and \$3,951 at September 30, 2014 and 2013, respectively.

Retirement Plans

Saint Francis Care has certain noncontributory defined benefit and defined contribution pension plans in effect covering all employees who meet certain eligibility requirements. For plans subject to the Employee Retirement Income Security Act of 1974 (ERISA), Saint Francis Care's funding policy is to contribute amounts to the plans sufficient to meet the applicable minimum funding requirements set forth in ERISA.

Saint Francis Care sponsors a 409(a) deferred compensation plan for certain senior executives. Senior executives are allowed to contribute to the plan up to an annual maximum amount in accordance with Section 457(b) of the Internal Revenue Code. The assets of the plan remain in a trust, which is subject to the claims of Saint Francis Care's creditors. As of September 30, 2014 and 2013, the plan had \$3,010 and \$2,242, respectively, in other assets with a corresponding liability, included in pension and other accrued expenses, payable upon retirement, death or disability.

Other Operating Revenue

Other operating revenue includes services to other institutions, rental income, pharmacy income, investment income, group purchasing discount revenue, electronic health record program revenue and unrestricted contributions.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (Amounts in Thousands)

1. Significant Accounting Policies (continued)

Excess of Revenues and Gains and Losses Over Expenses

The consolidated statements of operations and changes in net assets include excess of revenues and gains and losses over expenses, which is the performance indicator. Changes in unrestricted net assets, which are excluded from excess of revenues and gains and losses over expenses, include adjustments to the pension funding and postretirement obligations, permanent transfers of assets to and from affiliates for other than goods and services, contributions of long-lived assets, and changes in minority interest in subsidiaries.

Income Taxes

Saint Francis Care and its principal subsidiaries are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, are exempt from state and local income taxes. Tax provisions and related liabilities for certain taxable subsidiaries are not material to the consolidated financial statements.

Saint Francis Care Medical Group has net operating loss carryforwards in the amount of \$23,331. The net operating loss carryforwards result in a deferred tax asset of \$9,332, which is offset by a corresponding valuation allowance of the same amount. These expire between September 30, 2018 and September 30, 2031.

The Saint Francis Hospital and Medical Center has net operating loss carryforwards in the amount of \$1,678. These net operating loss carryforwards result in a deferred tax asset of \$671, which is offset by a corresponding valuation allowance of the same amount. These expire between September 30, 2027 and September 30, 2032.

Saint Francis Behavioral Health Group, P.C. has net operating loss carryforwards in the amount of \$5,000. These net operating loss carryforwards result in a deferred tax asset of \$2,000, which is offset by a corresponding valuation allowance of the same amount. These expire between June 30, 2023 and June 30, 2032.

Reclassifications

Certain 2013 amounts have been reclassified to conform to the 2014 presentation. Such reclassifications had no effect on the consolidated statements of operations and changes in net assets.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (Amounts in Thousands)

1. Significant Accounting Policies (continued)

New Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *Revenue From Contracts With Customers (Topic 606)*, which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The adoption of ASU 2014-09 is required on October 1, 2017, and Saint Francis Care is currently evaluating the effect of this guidance on its consolidated financial statements.

2. Net Patient Service Revenue and Charity Care

Net patient service revenue consists of the following for the years ended:

	September 30	
	2014	2013
Gross patient service revenue	\$ 2,287,499	\$ 2,200,109
Deductions:		
Contractual allowances and discounts	1,485,018	1,422,379
Charity care at charges	19,154	19,567
	1,504,172	1,441,946
Net patient service revenue	783,327	758,163
Less: provision for bad debts	(26,546)	(23,311)
Net patient service revenue less provision for bad debts	\$ 756,781	\$ 734,852

Patient accounts receivable and revenues are recorded when patient services are performed. Differences between amounts received from most third-party payors and the established billing rates of Saint Francis Care are accounted for as allowances.

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

2. Net Patient Service Revenue and Charity Care (continued)

During 2014 and 2013, 37.2% and 36.2%, respectively, of net patient service revenue was received under the Medicare program; 14.2% and 12.9%, respectively, under the Medicaid program; and 17.2% and 17.5%, respectively, from Blue Cross. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. Saint Francis Care believes that it is in compliance with all applicable laws and regulations. Saint Francis Care is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that could have a material adverse effect on the consolidated financial statements. While no such regulatory inquiries are outstanding, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action, including fines, penalties, and exclusion from the Medicare and Medicaid programs.

Saint Francis Care has agreements with third-party payors that provide for payments to Saint Francis Care at amounts different from its established rates. The difference is accounted for as allowances. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, fee-for-service, discounted charges, and per diem payments. Net patient service revenue is affected by the state of Connecticut Disproportionate Share program and is reported at the estimated net realizable amounts due from patients, third-party payors and others for services rendered and includes estimated retroactive revenue adjustments due to ongoing and future audits, reviews and investigations. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered and such amounts are adjusted in future periods as adjustments become known or as years are no longer subject to such audits, reviews, and investigations. In addition, changes in the Medicaid and Medicare programs, the reduction of funding levels, or changes in interpretations or estimates could have an adverse impact on Saint Francis Care. During 2014, Saint Francis Care recorded a net change in estimate of approximately \$9,102 increasing operating revenue related to changes in previously estimated third-party payor settlements. During 2013, the net change in estimate was \$2,000 decreasing operating revenue.

Saint Francis Care has established estimates based on information presently available, of amounts due to or from Medicare, Medicaid and third-party payors for adjustments to current-and prior-year payment rates, based on industry-wide and Saint Francis Care specific data. Such amounts are included in the accompanying consolidated balance sheets.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

2. Net Patient Service Revenue and Charity Care (continued)

Patient service revenue, net of contractual allowances and discounts (not including the reduction for charity care) and before the provision for bad debts, recognized in the period from major payor sources for the year ended September 30, 2014 and 2013, is as follows:

	September 30	
	2014	2013
Third-party payors	\$ 765,810	\$ 741,622
Self-pay patients	36,671	36,108
	\$ 802,481	\$ 777,730

Deductibles and copayments under third-party payment programs within the self-pay patient's amounts above are the patient's responsibility, and Saint Francis Care considers these amounts in its determination of the provision for bad debts based on collection experience.

Saint Francis Care accepts all patients regardless of their ability to pay. A patient is classified as a charity patient by reference to the established policies of Saint Francis Care. Essentially, these policies define charity services as those services for which no payment is anticipated. In assessing a patient's inability to pay, Saint Francis Care utilizes the generally recognized poverty income levels for the state of Connecticut, but also includes certain cases where incurred charges are significant when compared to incomes. In addition, all self-pay patients receive a 45% discount from charges, which are recorded as contractual allowances in net patient service revenue for financial reporting purposes.

The estimated cost of charity care provided was \$6,093 and \$6,377 for the years ended September 30, 2014 and 2013, respectively. The estimated cost of charity care is based on the ratio of cost to charges, as determined by hospital-specific data.

The significant concentrations of accounts receivable for services to patients include 34.0% from Medicare, 10.1% from Medicaid, and 42.8% from commercial insurance carriers and managed care companies at September 30, 2014 (26.6%, 14.0%, and 35.6%, respectively, at September 30, 2013).

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

3. Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

	September 30	
	2014	2013
Health care services:	\$ 3,112	\$ 3,091
Research and education	10,753	10,929
Capital replacement	12,226	12,636
Other health care services	\$ 26,091	\$ 26,656

Permanently restricted net assets are restricted for the following purposes:

	September 30	
	2014	2013
Investments to be held in perpetuity, the income from which is expendable to support health care services	\$ 4,286	\$ 4,286
Restricted funds held in trusts by others, the income from which is expendable to support health care services	53,033	51,164
	\$ 57,319	\$ 55,450

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

4. Assets Whose Use is Limited

Assets whose use is limited consist of the following:

	September 30	
	2014	2013
Board designated:		
Short-term investments	\$ 956	\$ 388
Marketable equity securities and mutual funds	32,995	38,923
United States government securities	11,185	9,064
Corporate bonds and other fixed income	12,634	2,156
Equity method investment	2,981	991
	60,751	51,522
 Donor restricted:		
Marketable equity securities	4,286	4,286
	4,286	4,286
 Held under bond indenture:		
Cash and cash equivalents	594	1,787
United States government securities	216	1,125
Short-term investments	147	1,852
	957	4,764

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

4. Assets Whose Use is Limited (continued)

	September 30	
	2014	2013
Held in trusts by others:		
Short-term investments	\$ 2,086	\$ 2,163
Marketable equity securities	15,866	13,957
Mutual funds	8,637	10,402
United States government securities	2,558	1,596
Corporate bonds and other fixed income	7,054	7,652
Collective trust fund	14,693	13,760
Alternative investment	2,139	1,634
	53,033	51,164
Total assets whose use is limited	119,027	111,736
Assets whose use is limited for current liabilities	(1,459)	(4,883)
	\$ 117,568	\$ 106,853

5. Donor-Restricted Endowment Funds

Saint Francis Care endowments include the donor-restricted endowment funds. Perpetual trust funds held by others are not included under Accounting Standards Codification (ASC) 958-205. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Management of Saint Francis Care has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Saint Francis Care classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time of the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

5. Donor-Restricted Endowment Funds (continued)

expenditure by the organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, Saint Francis Care considers the following factors in making a determination to appropriate or accumulate donor-restricted funds:

- (1) The duration and preservation of the fund
- (2) The purposes of Saint Francis Care and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of Saint Francis Care
- (7) The investment policies of Saint Francis Care

Saint Francis Care has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment.

Changes in endowment funds for the years ended September 30, 2014 and 2013, consisted of the following:

	2014		
	Temporarily Restricted	Permanently Restricted	Total
Net assets, beginning of the year	\$ —	\$ 4,286	\$ 4,286
Investment income	32	—	32
Appropriation of endowment assets for expenditure	(32)	—	(32)
Net assets, end of year	\$ —	\$ 4,286	\$ 4,286

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

5. Donor-Restricted Endowment Funds (continued)

	2013		
	Temporarily Restricted	Permanently Restricted	Total
Net assets, beginning of the year	\$ —	\$ 4,286	\$ 4,286
Investment income	30	—	30
Appropriation of endowment assets for expenditure	(30)	—	(30)
Net assets, end of year	\$ —	\$ 4,286	\$ 4,286

From time to time, the fair value of assets associated with individual donor-restricted endowments funds may fall below the level that the donor of UPMIFA requires Saint Francis Care to retain as a fund of perpetual duration. There were no deficiencies of this nature that are reported in unrestricted or permanently restricted net assets as of September 30, 2014 and 2013.

6. Long-Term Investments and Investment Income

Long-term investments consist of the following:

	September 30	
	2014	2013
Money market funds	\$ 1,033	\$ 771
Marketable equity securities	9,140	7,769
United States government securities	778	599
Corporate bonds and other fixed income	2,653	3,587
Equity method investment	2,552	2,483
	\$ 16,156	\$ 15,209

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

6. Long-Term Investments and Investment Income (continued)

The composition and presentation of net gain on investment activity, which is included in operating income in the consolidated statements of operations and changes in net assets, are as follows:

	September 30	
	2014	2013
Realized gain on investments	\$ 2,243	\$ 309
Unrealized gain on investments	1,382	1,990
	\$ 3,625	\$ 2,299

7. Property, Plant, and Equipment

Property, plant, and equipment consist of the following:

	September 30	
	2014	2013
Land and land improvements	\$ 8,208	\$ 8,208
Buildings	506,164	488,747
Equipment	364,590	310,926
Construction-in-progress (estimated cost to complete of approximately \$7,051 as of 2014)	13,587	40,032
	892,549	847,913
Less accumulated depreciation	416,786	379,697
Total property, plant, and equipment, net	\$ 475,763	\$ 468,216

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

7. Property, Plant, and Equipment (continued)

During the years ended September 30, 2014 and 2013, there were \$956 and \$81,799, respectively, of asset retirements related to obsolete and fully depreciated property, plant, and equipment.

Equipment includes gross capitalized leases aggregating approximately \$26,640 and \$14,014 at September 30, 2014 and 2013, respectively. Accumulated amortization on capital lease assets is approximately \$7,891 and \$5,588 at September 30, 2014 and 2013, respectively.

Construction in progress includes gross capitalized leases aggregating approximately \$11,327 at September 30, 2013.

At September 30, 2014 and 2013, construction-in-progress included \$4,666 and \$24,186, respectively, of computer software costs relating to projects which were in development and were therefore not yet being depreciated.

8. Pledges Receivable

Pledges receivable include the following unconditional promises to give as of September 30:

	September 30	
	2014	2013
Due within one year	\$ 1,304	\$ 1,257
Due within two to five years	7,168	6,588
Due within greater than five years	3,957	4,991
	12,429	12,836
Allowance for uncollectible pledges	(737)	(609)
Discount	(1,117)	(1,489)
Present value of pledges receivable, net	\$ 10,575	\$ 10,738

The allowance recognizes the estimated uncollectible portion of pledges and the discount of pledges to net present value based on a range of interest rates of 1% to 4%.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

9. Other Operating Revenues

Electronic Health Record (EHR) Program

Certain health care providers can earn incentive payments between 2011 and 2016 from Medicare and Medicaid for establishing an EHR system and maintaining its meaningful use. Saint Francis Care recognizes income when it is reasonably assured that it is in compliance with the program criteria. Saint Francis Care has included \$2,424 and \$3,767 in other operating revenue related to the program for fiscal year 2014 and 2013, respectively. Included in the amounts are \$710 and \$959 received from Medicaid and \$1,714 and \$2,808 from Medicare for the fiscal years 2014 and 2013, respectively. The estimate for the Medicare program is based on cost report data, which is subject to audit and the amounts recognized are subject to change. Saint Francis Care attestation of compliance with the meaningful use criteria is subject to audit by the federal or state government or its designee.

Other operating revenues consist of the following:

	September 30	
	2014	2013
EHR income	\$ 2,424	\$ 3,767
Rental income	4,597	5,711
Investment income	5,907	4,962
Services to other institutions	5,073	4,765
Unrestricted contributions	3,255	2,451
Pharmacy income	2,679	2,165
Equity earnings in group purchasing organization	849	1,410
Gain on joint ventures	1,202	1,946
Other income	12,811	12,587
Total other operating revenues	\$ 38,797	\$ 39,764

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

10. Professional and General Liability Insurance

During 2009, Saint Francis Care established the Saint Francis Indemnity Company as a successor to Saint Francis Care's financial interest in Partners Interinsurance Exchange (PIE). On July 1, 2009, Saint Francis Care's account in PIE was transferred to the Saint Francis Indemnity Company. Saint Francis Care and certain Subsidiaries continue to purchase limits of professional and general liability from the Saint Francis Indemnity Company at levels previously purchased from PIE. Actuarially determined premiums are paid in order to set aside assets to cover the reasonable value of ultimate expected losses. Saint Francis Care's management, with assistance from its consulting actuaries, accrued its best estimate of professional and general liabilities.

Malpractice claims that fall within the Saint Francis Care's adopted policy of self-insurance have been asserted against Saint Francis Care's various claimants. The claims are in various stages of assessment and resolution. There are also known and unknown incidents that have occurred through September 30, 2014, that may result in the assertion of additional claims. Saint Francis Care's management believes that the ultimate settlement of these claims will not have a material impact on Saint Francis Care's consolidated financial position or results of their operations, as adequate self-insurance reserves, assets and reinsurance are in place.

The Saint Francis Indemnity Company entered into a novation agreement with Saint Francis Care and PIE to assume the existing liabilities effective July 1, 2009. This transaction did not transfer significant insurance underwriting risk to the Saint Francis Indemnity Company, so accordingly, this transaction is accounted for using deposit accounting in accordance with ASC 340-30, *Insurance Contracts that do not Transfer Insurance Risk*. Under deposit accounting, an insurance deposit liability is initially measured based upon the premium received on the insurance contract. At the end of the period, the insurance deposit liability is adjusted to the estimated future cash flows for payments of outstanding losses and loss adjustment expenses. All risk taken on by adverse development on liabilities transferred as part of the novation agreement is guaranteed by the Saint Francis Care.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

10. Professional and General Liability Insurance (continued)

Activity in the reserves for losses (discounted at 4%) and loss adjustment expenses for the years ended September 30 and is summarized as follows:

	2014	2013
Balance at beginning of year, net	\$ 26,208	\$ 21,873
Incurred related to:		
Current period	9,063	9,619
Prior periods	(46)	(1,190)
Total incurred	9,017	8,429
Paid related to:		
Current period	52	174
Prior periods	4,989	3,920
Total paid	5,041	4,094
Balance at end of year, net of reinsurance recoverable	30,184	26,208
Plus reinsurance recoverable on unpaid losses and loss adjustment expenses	1,690	1,650
Gross balance, included in pension and other accrued expenses in the consolidated balance sheets, at end of year	\$ 31,874	\$ 27,858

As described in Note 1, the estimate of losses and loss adjustment expenses may vary significantly from the amounts reported in the Saint Francis Indemnity Company's financial statements and could result in adverse deviation from the recorded reserve amounts. The 2014 and 2013 prior year loss development was favorable due to better than actuarial expected results by \$46 and \$1,190, respectively.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

11. Long-Term Debt

Long-term debt consists of the following:

	September 30	
	2014	2013
State of Connecticut Health and Educational Facilities Authority (the Authority) revenue bonds:		
Series D	\$ –	\$ 11,34
Series E (interest rate at September 30, 2014 of 6.11%)	38,950	39,745
Series F	–	175,000
Series G	–	28,240
Series H (interest rate at September 30, 2014 of 3.04%)	49,597	–
Series I (interest rate at September 30, 2014 of 1.36%)	59,518	–
Series J (interest rate at September 30, 2014 of 1.81%)	39,677	–
Series K (interest rate at September 30, 2014 of 1.55%)	34,718	–
Series L (interest rate at September 30, 2014 of 1.69%)	19,920	–
Series M (interest rate at September 30, 2014 of 1.40%)	8,150	–
	250,530	254,325
 Obligations under capital leases, due in quarterly and monthly installments, at varying rates of interest from 3% to 6.75%	9,706	13,131
	260,236	267,456
 Less: current portion: Scheduled maturities	8,760	8,819
	\$ 251,476	\$ 258,63

In January 2014, the Hospital and Medical Center entered into a financing arrangement with the Authority for the purpose of refunding and refinancing the Series D, F, and G revenue bonds. The Authority sold \$213,215 of Series H-M Bond Qualified Tax Exempt Bonds, which mature serially from 2018 to 2021 through private placement. Principal payments will be made based on a redemption schedule as defined in the bond documents. The Series H bonds bear interest at a

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

11. Long-Term Debt (continued)

fixed rate of 3.04%. The Series I-M bonds bear interest at various rates ranging from 68.00% to 72.00% of one-month LIBOR plus 1.70% to 2.30%. The refunding and refinancing did not impact any of the terms related to the interest rate swap agreements currently in place at the Hospital and Medical Center. Included in non-operating gains and losses is \$1.7 million of extinguishment loss resulting from the refunding and refinancing of the Series D, F, and G revenue bonds. The Series D, F, and G revenue bonds were fully redeemed in fiscal 2014.

During 2004, the Hospital and Medical Center entered into a synthetic refinancing of its then existing Series C Fixed Rate Bonds. Through a series of transactions, which involves a total return interest rate swap and a cash flow swap, the Hospital and Medical Center converted its old fixed rate debt to a lower fixed rate debt with substantial anticipated future savings. In March 2008, a financial institution terminated its total return interest rate swap with the Hospital and Medical Center, but the cash flow swap remains.

In May 2008, the Hospital and Medical Center entered into a financing arrangement with the Authority under a Master Indenture for the purpose of refinancing the bridge loan. The Authority sold \$39,745 of Series E revenue bonds through a private placement. The bonds mature serially from 2014 to 2027 and bear interest at a fixed rate of 6.11%. The Hospital and Medical Center subsequently entered into a synthetic refinancing of these bonds through a total return interest rate swap with a financial institution that lowers the fixed rate to 3.85% through July 2018.

The total return distribution agreements and interest rate swaps between the Hospital and Medical Center and the financial institutions are considered derivative instruments and are marked to market in accordance with ASC 815. Although the agreements and swaps represent economic hedges of the interest rate on the bonds, they do not qualify for hedge accounting treatment under ASC 815. The changes in the fair value of the swaps and total return distribution agreements are reported in the accompanying consolidated statements of operations and changes in net assets as interest rate swap activity along with the net cash receipts on the swaps.

The Hospital and Medical Center's swap agreements provide for the interest rates at a level viewed as acceptable by the Hospital and Medical Center. Such agreements expose the Hospital and Medical Center to credit risk in the event of nonperformance by the counterparties.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

11. Long-Term Debt (continued)

At September 30, 2014 and 2013, the swaps in a liability position are reported in pension and other accrued liabilities and the swap in an asset position is reported in other assets and are summarized as follows:

Notional Amount	Maturity Date	Fixed Payment Rate	2014 Fair Value (Liability (Asset))
\$ 130,000	July 1, 2047	3.535%	\$ 29,156
26,620	July 1, 2023	3.349	2,487
26,620	July 1, 2023	3.349	2,487
38,950	July 1, 2018	6.105	(5,689)
			<u>\$ 28,441</u>
Notional Amount	Maturity Date	Fixed Payment Rate	2013 Fair Value (Liability (Asset))
\$ 130,000	July 1, 2047	3.535%	\$ 24,553
26,620	July 1, 2023	3.349	3,023
26,620	July 1, 2047	3.349	3,023
38,950	July 1, 2047	3.850	(2,760)
			<u>\$ 27,839</u>

Under the terms of the financing arrangements, the proceeds of the revenue bonds were loaned to the Hospital and Medical Center by the Authority. Pursuant to the loan agreements, the Hospital and Medical Center is obligated to provide amounts that will be sufficient to enable the Authority to pay the principal and interest on the Series E bonds. A significant portion of property, building, and equipment have been collateralized under various debt agreements. The terms of the various financing arrangements between the Authority, certain financial institutions, and the Hospital and Medical Center also provide for financial covenants. As of September 30, 2014, the Hospital and Medical Center was in compliance with such covenants.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

11. Long-Term Debt (continued)

The Hospital and Medical Center has a line of credit with a bank with a total line available of \$5,000 which expires in March 2015. The rate is LIBOR plus 1.5%. There were no amounts outstanding as of September 30, 2014 and 2013.

Concurrent with the issuance and delivery of the Series C, Series D, Series E, Series F, Series G, and Series H bonds, the Hospital and Medical Center and the trustee entered into a master indenture and supplemental master indentures, which provide for the establishment and maintenance of various funds, a pledge of gross receipts, as defined, restrictions on incurrence of certain indebtedness, and financial covenants. The balances of the funds established pursuant to the master indenture and supplemental master indentures are included in assets whose use is limited.

Scheduled principal payments of long-term debt, including lease obligations, at September 30, 2014, are as follows:

	Debt	Capital Lease Obligations
2015	\$ 4,410	\$ 4,627
2016	4,517	3,008
2017	4,707	2,244
2018	4,945	281
2019	3,913	–
Thereafter	228,038	–
Less: interest	–	(454)
	\$ 250,530	\$ 9,706

Interest payments of \$10,448 and \$8,883 were made during 2014 and 2013, respectively.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

12. Retirement Plan and Other Postretirement Benefits

The Hospital and Medical Center has noncontributory defined benefit pension plans in effect covering all employees who meet certain eligibility requirements. Benefits are based on years of service and the employee's compensation and include a cash balance account for each employee. For plans subject to ERISA, the Hospital and Medical Center makes contributions in amounts sufficient to meet ERISA's minimum funding requirements.

Effective March 1, 2006, the Hospital and Medical Center amended its defined benefit pension plans to close the plans to new participants on September 30, 2006, and to freeze accruals as of October 1, 2006, for participants whose age plus years of service (minimum of ten years) total less than 55. As of October 1, 2006, the Hospital and Medical Center established a defined contribution plan for all eligible non-grandfathered employees. Pension expense related to the defined contribution plan for the years ended September 30, 2014 and 2013, was \$12,246 and \$11,692, respectively. The defined benefit plan became fully frozen effective October 1, 2009.

The Hospital and Medical Center provides health insurance to retirees and spouses who have met certain eligibility and length of service requirements. The Hospital and Medical Center's policy is to fund the cost of those postretirement benefits as incurred. Effective September 30, 2014, a plan amendment for the Hospital and Medical Center permanently capped the subsidy for the grandfathered participants to the 2014 funding level.

Included in unrestricted net assets at September 30 are the following amounts that have not yet been recognized in net periodic benefit cost:

	Pension Benefits		Postretirement Benefits	
	2014	2013	2014	2013
Unrecognized actuarial (loss) gain	\$ (192,089)	\$ (139,688)	\$ 2,561	\$ 3,602

The actuarial (loss) gain and transition assets included in unrestricted net assets expected to be recognized in net periodic benefit cost during the year ending September 30, 2015, is \$5,203.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

12. Retirement Plan and Other Postretirement Benefits (continued)

The following table sets forth the plan's funded status and amounts recognized in the consolidated balance sheets:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Change in benefit obligation				
Benefit obligation at beginning of year	\$ 403,091	\$ 458,611	\$ 7,224	\$ 13,833
Interest cost	21,148	19,085	363	546
Benefits paid	(18,113)	(14,984)	(892)	(934)
Actuarial losses (gains)	58,217	(59,621)	631	(1,624)
Plan amendments	-	-	-	(4,597)
Benefit obligation at end of year	464,343	403,091	7,326	7,224
Change in plan assets				
Fair value of plan assets at beginning of year	263,968	241,281	-	-
Actual return on plan assets	18,723	28,392	-	-
Contributions	8,893	9,279	892	934
Benefits paid	(18,113)	(14,984)	(892)	(934)
Fair value of plan assets at end of year	273,471	263,968	-	-
Funded status of the plan	(190,872)	(139,123)	(7,326)	(7,224)
Accrued benefit cost recognized in pension and other accrued expenses in the consolidated balance sheets	\$ (190,872)	\$ (139,123)	\$ (7,326)	\$ (7,224)

The accumulated benefit obligations for the plans were \$471,669 and \$410,315 at September 30, 2014 and 2013, respectively.

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Components of net periodic benefit cost				
Interest cost	\$ 21,148	\$ 19,085	\$ 363	\$ 546
Expected return on plan assets	(17,194)	(16,520)	-	-
Net amortization and deferral	4,287	6,280	26	74
Transition asset	-	-	(436)	-
Benefit cost (credit)	\$ 8,241	\$ 8,845	\$ (47)	\$ 620

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

12. Retirement Plan and Other Postretirement Benefits (continued)

Assumptions

The weighted-average assumptions used to determine benefit obligations at September 30 are as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Discount rate	4.70%	5.35%	4.70%	5.35%

The weighted-average assumptions used to determine net periodic benefit cost for the years ended September 30 are as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Discount rate	5.35%	4.25%	5.35%	4.25%
Expected long-term rate of return on assets	7.00	7.00	N/A	N/A

The Hospital and Medical Center's expected long-term rate of return on assets assumption is derived from a study conducted by its actuaries and investment managers. The study includes a review of anticipated future long-term performance of individual asset classes and consideration of the appropriate asset allocation strategy given the anticipated requirements of the plan to determine the average rate of earnings expected on the funds invested to provide for the pension plan benefits. While the study gives appropriate consideration to recent fund performance and historical returns, the assumption is primarily a long-term, prospective rate.

As of September 30, 2014, the health care cost trend rate no longer applies due to a plan change. Effective as of this date, a plan amendment permanently capped the Hospital and Medical Center's subsidy for the grandfathered participants to the 2014 level.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

12. Retirement Plan and Other Postretirement Benefits (continued)

The actuarial loss in 2014 primarily relates to changes in the discount rate and mortality improvement scale to measure the benefit obligation, and the actuarial gain in 2013 primarily relates to changes in the discount rate used to measure the benefit obligation.

Plan Assets

The Hospital and Medical Center’s pension plan asset allocations, by asset category are as follows:

	September 30	
	2014	2013
Asset category		
Equity securities:		
Domestic	37%	35%
International	16	17
Debt securities	40	38
Commodities	3	3
Real estate	3	3
Cash	1	4
Total	100%	100%

The Hospital and Medical Center maintains target allocation percentages among various asset classes based on an investment policy established for the pension plan, which is designed to achieve long-term objectives of return, while mitigating against downside risk and considering expected cash flows. The current weighted-average target asset allocation is as follows: equity securities 40%–80%, debt securities 20%–40%, and real estate 0%–15%. The investment policy is reviewed from time to time to ensure consistency with the long-term objective of funding the plan to a level sufficient to pay plan benefits as they become due.

Contributions

The Hospital and Medical Center expects to contribute \$8,923 to its pension plan and \$865 to its other postretirement benefits plan in 2015.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued) (Amounts in Thousands)

12. Retirement Plan and Other Postretirement Benefits (continued)

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, are expected to be paid as follows:

Fiscal year:	Pension Benefits	Other Postretirement Benefits
2015	\$ 19,931	\$ 865
2016	21,709	823
2017	23,243	780
2018	24,235	736
2019	25,561	690
2020–2024	141,665	2,806

13. Fair Values of Financial Instruments

Saint Francis Care measures fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are applied based on the unit of account from Saint Francis Care's perspective. The unit of account determines what is being measured by reference to the level at which the asset or liability is aggregated (or disaggregated) for purposes of applying other accounting pronouncements.

Saint Francis Care follows a valuation hierarchy that is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 : Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2 : Observable inputs that are based on inputs not quoted in active markets, but corroborated by market data.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

Level 3 : Unobservable inputs are used when little or no market data are available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. In determining fair value, Saint Francis Care uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers nonperformance risk in its assessment of fair value.

Financial assets and liabilities carried at fair value as of September 30, 2014, are classified in the table below in one of the three categories described above:

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 93,155	\$ –	\$ –	\$ 93,155
Short-term investments	42,241	–	–	42,241
Other assets				
Interest rate swap agreements	–	5,689	–	5,689
Deferred compensation assets:				
Marketable equity securities and mutual funds	3,010	–	–	3,010
	<u>3,010</u>	<u>5,689</u>	<u>–</u>	<u>8,699</u>
Assets whose use is limited				
Board designated:				
Short-term investments	956	–	–	956
Marketable equity securities and mutual funds	32,995	–	–	32,995
United States government securities	11,185	–	–	11,185
Corporate bonds and other fixed income	12,594	40	–	12,634
	<u>57,730</u>	<u>40</u>	<u>–</u>	<u>57,770</u>

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

	Level 1	Level 2	Level 3	Total
Donor restricted				
Short-term investments	\$ 31	\$ –	\$ –	\$ 31
Mutual funds:				
Emerging markets	357	–	–	357
Equities	2,713	–	–	2,713
Fixed income	175	–	–	175
Real estate	273	–	–	273
Commodities	317	–	–	317
International	420	–	–	420
	<u>4,286</u>	–	–	<u>4,286</u>
Held under bond indenture				
Cash and cash equivalents	594	–	–	594
United States government securities	216	–	–	216
Short-term investments	457	–	–	457
	<u>957</u>	–	–	<u>957</u>
Held in trust by others				
Short-term investments	–	2,086	–	2,086
Marketable equity securities	–	15,866	–	15,866
Mutual funds	–	8,637	–	8,637
United States government securities	–	2,558	–	2,558
Corporate bonds and other fixed income	–	7,054	–	7,054
Collective trust fund	–	14,693	–	14,693
Alternative investment	–	2,139	–	2,139
	<u>–</u>	<u>53,033</u>	<u>–</u>	<u>53,033</u>

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

	Level 1	Level 2	Level 3	Total
Long-term investments				
Money market funds	\$ 1,033	\$ –	\$ –	\$ 1,033
Mutual funds:				
Emerging markets	4,929	–	–	4,929
Equities	4,211	–	–	4,211
United States government securities	778	–	–	778
Corporate bonds and other fixed income	2,611	42	–	2,653
	13,562	42	–	13,604
Liabilities				
Interest rate swap agreements	–	34,130	–	34,130
Pension assets				
Cash and short-term investments	2,233	–	–	2,233
Fixed income	76,294	1,214	–	77,508
Mutual funds:				
Other assets	94,310	–	–	94,310
Equities	99,420	–	–	99,420
	272,257	1,214	–	273,471

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

Financial assets and liabilities carried at fair value as of September 30, 2013, are classified in the table below in one of the three categories described above:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Cash and cash equivalents	\$ 97,524	\$ —	\$ —	\$ 97,524
Short-term investments	50,685	—	—	50,685
Other assets				
Interest rate swap agreements	—	2,760	—	2,760
Deferred compensation assets:				
Marketable equity securities and mutual funds	2,242	—	—	2,242
	<u>2,242</u>	<u>2,760</u>	<u>—</u>	<u>5,002</u>
Assets whose use is limited				
Board designated:				
Short-term investments	388	—	—	388
Marketable equity securities and mutual funds	38,923	—	—	38,923
United States government securities	9,064	—	—	9,064
Corporate bonds and other fixed income	2,131	25	—	2,156
	<u>50,506</u>	<u>25</u>	<u>—</u>	<u>50,531</u>

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

	Level 1	Level 2	Level 3	Total
Donor restricted				
Short-term investments	\$ 31	\$ —	\$ —	\$ 31
Mutual funds:				
Emerging markets	357	—	—	357
Equities	2,713	—	—	2,713
Fixed income	175	—	—	175
Real estate	273	—	—	273
Commodities	317	—	—	317
International	420	—	—	420
	<u>4,286</u>	—	—	<u>4,286</u>
Held under bond indenture				
Cash and cash equivalents	1,787	—	—	1,787
United States government securities	1,125	—	—	1,726
Short-term investments	1,852	—	—	1,852
	<u>4,764</u>	—	—	<u>4,764</u>
Held in trust by others				
Short-term investments	—	2,163	—	2,163
Marketable equity securities	—	13,957	—	13,957
Mutual funds	—	10,402	—	10,402
United States government securities	—	1,596	—	1,596
Corporate bonds and other fixed income	—	7,652	—	7,652
Collective trust fund	—	13,760	—	13,760
Alternative investment	—	1,634	—	1,634
	<u>—</u>	<u>51,164</u>	—	<u>51,164</u>

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

13. Fair Values of Financial Instruments (continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Long-term investments				
Money market funds	\$ 711	\$ –	\$ –	\$ 711
Mutual funds:				
Emerging markets	2,508	–	–	2,508
Equities	5,261	–	–	5,261
United States government securities	599	–	–	599
Corporate bonds and other fixed income	3,536	51	–	3,587
	<u>12,615</u>	<u>51</u>	<u>–</u>	<u>12,666</u>
Liabilities				
Interest rate swap agreements	–	30,599	–	30,599
Pension assets				
Cash and short-term investments	15,879	–	–	15,879
Fixed income	72,254	–	–	72,254
Mutual funds:				
Other assets	91,231	–	–	91,231
Equities	84,604	–	–	84,604
	<u>263,968</u>	<u>–</u>	<u>–</u>	<u>263,968</u>

The fair value of the Hospital and Medical Center long-term debt as determined by the Hospital and Medical Center using a discounted cash flow analysis was \$254,580 and \$257,256 at September 30, 2014 and 2013, respectively, and is classified as Level 2.

The amounts reported in the previous tables exclude investments reported under the equity method of accounting in the amounts of \$5,533 and \$3,474 at September 30, 2014 and 2013, respectively.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

14. Related-Party Transactions

On July 12, 2012, Johnson Memorial Medical Center entered into an affiliation agreement with Saint Francis Care, designed to establish a long-term stable relationship between the two systems. Included in the affiliation agreement, Saint Francis Care obtained a minority voting interest on the Board of Directors of Johnson Memorial Medical Center. Saint Francis Care provides certain management and other services to Johnson Memorial Medical Center for which Saint Francis Care is reimbursed. Saint Francis Care was reimbursed \$3,356 and \$1,756 for the years ended September 30, 2014 and 2013, respectively. Related accounts receivable were, \$844 and \$1,515 for the years ended September 30, 2014 and 2013, respectively.

The Hospital and Medical Center has entered into a letter of credit arrangement with Johnson Memorial Medical Center for \$1,250 that expires on July 27, 2015. As of September 30, 2014, Johnson Memorial Medical Center has not drawn any amounts.

15. Commitments and Contingencies

The Hospital and Medical Center has guaranteed the payment of a loan made by the City of Hartford to Mount Sinai Hospital Foundation, Inc. This loan matures on August 1, 2016. The balance of this loan at September 30, 2014 and 2013, were \$386 and \$578, respectively.

Saint Francis Care is a party to various lawsuits incidental to its business. Management believes that the lawsuits will not have a material adverse effect on its consolidated financial position and results of operations.

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(Amounts in Thousands)

16. Changes in Components of Working Capital Other Than Cash and Cash Equivalents

	Year Ended September 30	
	2014	2013
Changes in current assets:		
Assets whose use is limited for current liabilities	\$ 3,424	\$ 193
Pledges receivable	163	1,836
Accounts receivable – patients, net	(38,549)	(25,269)
Accounts receivable – other	389	(828)
Inventories of supplies	(1,646)	(47)
Prepaid expenses and deposits	(949)	1,125
Due from affiliated entities	466	(1,461)
	(36,701)	(24,451)
Changes in current liabilities:		
Accounts payable	87	359
Accrued payroll and other related expenses	3,504	1,992
Accrued expenses and interest payable	905	(1,007)
Due to third-party reimbursement agencies	1,759	11,027
	6,255	12,371
Changes in working capital other than cash and cash equivalents	\$ (30,447)	\$ (12,080)

17. Functional Expenses

Functional expenses are as follows:

	Year Ended September 30	
	2014	2013
Health care services	\$ 723,113	\$ 702,240
General, administrative, and teaching	68,494	71,662
Fundraising	2,092	2,007
	\$ 793,699	\$ 775,909

Saint Francis Care, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Amounts in Thousands)

18. Subsequent Events

Saint Francis Care evaluated subsequent events through January 6, 2015, which is the date the consolidated financial statements were issued. Saint Francis Care evaluates the impact of subsequent events, which are events that occur after the balance sheet date but before the consolidated financial statements are issued, for potential recognition in the consolidated financial statements as of the balance sheet date for the year ended September 30, 2014.

On December 17, 2014, Saint Francis Care and Trinity Health Corporation (Trinity Health), a multi-institutional Catholic healthcare system serving people and communities in many states, signed a definitive agreement for Trinity Health to become the sole corporate member of Saint Francis Care. Saint Francis Care will become part of Trinity Health and, together with the Sisters of Providence Health System, the organizations will establish a new Trinity Health Regional Health Ministry. Saint Francis Care will continue to serve as the parent and sole corporate member of Saint Francis Hospital and Medical Center, Inc., Mount Sinai Rehabilitation Hospital, Inc., and other entities that are presently subsidiaries of Saint Francis Care. This agreement is contingent upon regulatory review by appropriate state and federal agencies as well as approvals required under Canon Law. During this review period, both organizations will continue to operate independently.

Supplementary Information

Saint Francis Care, Inc. and Subsidiaries

Consolidating Balance Sheet

(In Thousands)

September 30, 2014

	Saint Francis Care, Inc.	Saint Francis Hospital and Medical Center	Mount Sinai Rehabilitation Hospital, Inc.	Saint Francis Hospital and Medical Center Foundation, Inc.	Saint Francis Care Medical Group, P.C.	Saint Francis Medical Group and Subsidiary	Asylum Hill Family Medicine Center, Inc.	Total Prior to Elimination	Intercompany Elimination	Consolidated Saint Francis Care, Inc.
Assets										
Current assets:										
Cash and cash equivalents	\$ -	\$ 84,700	\$ 3,857	\$ -	\$ 197	\$ 3,116	\$ 1,285	\$ 93,155	\$ -	\$ 93,155
Short-term investments	-	33,920	8,270	51	-	-	-	42,241	-	42,241
Assets whose use is limited for current liabilities	-	1,459	-	-	-	-	-	1,459	-	1,459
Current portion of pledges receivable	-	-	-	1,304	-	-	-	1,304	-	1,304
Accounts receivable – patients, less allowance for doubtful accounts	-	72,591	3,797	-	592	7,585	339	84,904	-	84,904
Accounts receivable – other	-	3,686	-	-	-	69	488	4,243	-	4,243
Inventories of supplies	-	8,855	-	-	-	-	-	8,855	-	8,855
Prepaid expenses and deposits	-	6,724	7	-	-	43	4	6,778	-	6,778
Due from affiliated entities	1,000	14,831	1,208	-	415	(15,000)	(945)	1,509	(163)	1,346
Total current assets	1,000	226,766	17,139	1,355	1,204	(4,187)	1,171	244,448	(163)	244,285
Assets whose use is limited:										
Board – designated	-	60,751	-	-	-	-	-	60,751	-	60,751
Donor restricted	-	4,286	-	-	-	-	-	4,286	-	4,286
Held under bond indenture	-	957	-	-	-	-	-	957	-	957
Held in trusts by others	-	53,033	-	-	-	-	-	53,033	-	53,033
Interest in SFHMC Foundation, Inc.	-	10,789	-	-	-	-	-	10,789	(10,789)	-
	-	129,816	-	-	-	-	-	129,816	(10,789)	119,027
Assets whose use is limited for current liabilities	-	(1,459)	-	-	-	-	-	(1,459)	-	(1,459)
	-	128,357	-	-	-	-	-	128,357	(10,789)	117,568
Long-term investments	14,847	15,998	158	-	-	-	-	31,003	(14,847)	16,156
Property, plant, and equipment, net	-	469,060	5,439	11	44	1,106	103	475,763	-	475,763
Other assets:										
Bond issuance costs, less amortization	-	1,346	-	-	-	-	-	1,346	-	1,346
Pledges receivable, less current portion	-	-	-	9,271	-	-	-	9,271	-	9,271
Other	-	11,116	2	-	-	1,252	-	12,370	-	12,370
Total assets	\$ 15,847	\$ 852,643	\$ 22,738	\$ 10,637	\$ 1,248	\$ (1,829)	\$ 1,274	\$ 902,558	\$ (25,799)	\$ 876,759

Saint Francis Care, Inc. and Subsidiaries

Consolidating Balance Sheet (continued)

(In Thousands)

	Saint Francis Care, Inc.	Saint Francis Hospital and Medical Center	Mount Sinai Rehabilitation Hospital, Inc.	Saint Francis Hospital and Medical Center Foundation, Inc.	Saint Francis Care Medical Group, P.C.	Saint Francis Medical Group and Subsidiary	Asylum Hill Family Medicine Center, Inc.	Total Prior to Elimination	Intercompany Elimination	Consolidated Saint Francis Care, Inc.
Liabilities and net assets										
Current liabilities:										
Accounts payable	\$ -	\$ 34,587	\$ 69	\$ 140	\$ 17	\$ 1,109	\$ 1,451	\$ 37,373	\$ (163)	\$ 37,210
Accrued payroll and other related expenses	-	35,966	1,700	-	463	11,445	149	49,723	-	49,723
Accrued expenses and interest payable	-	7,378	-	18	43	16	-	7,455	-	7,455
Due to third-party reimbursement agencies	-	14,939	841	-	-	-	-	15,780	-	15,780
Current portion of long-term debt	-	8,760	-	-	-	-	-	8,760	-	8,760
Total current liabilities	-	101,630	2,610	158	523	12,570	1,600	119,091	(163)	118,928
Pension and other accrued expenses	-	284,381	-	-	-	1,253	-	285,634	-	285,634
Long-term debt, less portion classified as a current liability	-	251,476	-	-	-	-	-	251,476	-	251,476
Total liabilities	-	637,487	2,610	158	523	13,823	1,600	656,201	(163)	656,038
Net assets:										
Unrestricted	15,847	133,482	18,392	(310)	725	(15,652)	(326)	152,158	(14,847)	137,311
Temporarily restricted	-	24,355	1,736	10,576	-	-	-	36,667	(10,576)	26,091
Permanently restricted	-	57,319	-	213	-	-	-	57,532	(213)	57,319
Total liabilities and net assets	\$ 15,847	\$ 215,156	\$ 20,128	\$ 10,479	\$ 725	\$ (15,652)	\$ (326)	\$ 246,357	\$ (25,636)	\$ 220,721
	\$ 15,847	\$ 852,643	\$ 22,738	\$ 10,637	\$ 1,248	\$ (1,829)	\$ 1,274	\$ 902,558	\$ (25,799)	\$ 876,759

Saint Francis Care, Inc. and Subsidiaries

Consolidating Statement of Operations and Changes in Net Assets
(In Thousands)

Year Ended September 30, 2014

	Saint Francis Care, Inc.	Saint Francis Hospital and Medical Center	Mount Sinai Rehabilitation Hospital, Inc.	Saint Francis Hospital and Medical Center Foundation, Inc.	Saint Francis Care Medical Group, P.C.	Saint Francis Medical Group and Subsidiary	Asylum Hill Family Medicine Center, Inc.	Total Prior to Elimination	Intercompany Elimination	Consolidated Saint Francis Care, Inc.
Net patient service revenue	\$ -	\$ 687,135	\$ 39,026	\$ -	\$ 4,692	\$ 48,775	\$ 3,699	\$ 783,327	\$ -	\$ 783,327
Less: provision for bad debts	-	(22,553)	(629)	-	(237)	(2,919)	(208)	(26,546)	-	(26,546)
Net patient service revenue less provision for bad debts	-	664,582	38,397	-	4,455	45,856	3,491	756,781	-	756,781
Other operating revenues	350	34,500	114	1,251	842	42,211	968	80,236	(41,439)	38,797
Net assets released from restrictions for operations	-	3,927	326	5,391	-	-	-	9,644	-	9,644
	350	703,009	38,837	6,642	5,297	88,067	4,459	846,661	(41,439)	805,222
Operating expenses:										
Salaries	-	265,515	11,794	1,191	3,737	78,212	3,150	363,599	-	363,599
Supplies and other	-	369,639	16,347	898	1,267	32,391	1,490	422,032	(41,439)	380,593
Interest	-	11,620	-	-	-	-	-	11,620	-	11,620
Depreciation and amortization	-	36,822	713	3	64	226	59	37,887	-	37,887
	-	683,596	28,854	2,092	5,068	110,829	4,699	835,138	(41,439)	793,699
	350	19,413	9,983	4,550	229	(22,762)	(240)	11,523	-	11,523
Net gain on investment activity	-	3,623	-	2	-	-	-	3,625	-	3,625
Operating income (loss)	350	23,036	9,983	4,552	229	(22,762)	(240)	15,148	-	15,148
Non-operating gains and losses:										
Loss on refunding and refinancing of debt	-	(1,719)	-	-	-	-	-	(1,719)	-	(1,719)
Interest cost on interest rate swaps	-	(102)	-	-	-	-	-	(102)	-	(102)
Change in fair value of interest rate swaps	-	(603)	-	-	-	-	-	(603)	-	(603)
	-	(2,424)	-	-	-	-	-	(2,424)	-	(2,424)
Excess (deficiency) of revenues and gains and losses over expenses	350	20,612	9,983	4,552	229	(22,762)	(240)	12,724	-	12,724

Saint Francis Care, Inc. and Subsidiaries

Consolidating Statement of Operations and Changes in Net Assets (continued)
(In Thousands)

	Saint Francis Care, Inc.	Saint Francis Hospital and Medical Center	Mount Sinai Rehabilitation Hospital, Inc.	Saint Francis Hospital and Medical Center Foundation, Inc.	Saint Francis Care Medical Group, P.C.	Saint Francis Medical Group and Subsidiary	Asylum Hill Family Medicine Center, Inc.	Total Prior to Elimination	Intercompany Elimination	Consolidated Saint Francis Care, Inc.
Unrestricted net assets:										
Excess of revenues and gains and losses over expenses (continued)	\$ 350	\$ 20,612	\$ 9,983	\$ 4,552	\$ 229	\$ (22,762)	\$ (240)	\$ 12,724	\$ -	\$ 12,724
Net asset transfer	-	532	(10,000)	(4,547)	-	10,000	-	(4,015)	-	(4,015)
Net assets released from restrictions used for property, plant, and equipment	-	3,313	-	-	-	-	-	3,313	-	3,313
Change in pension funding and postretirement obligations	-	(53,442)	-	-	-	-	-	(53,442)	-	(53,442)
Change in minority interest in subsidiary	-	264	-	-	-	-	-	264	-	264
(Decrease) increase in unrestricted net assets	350	(28,721)	(17)	5	229	(12,762)	(240)	(41,156)	-	(41,156)
Temporarily restricted net assets:										
Income from investments	-	109	-	-	-	-	-	109	-	109
Gifts, contributions, and donations	-	3,068	295	5,228	-	-	-	8,591	-	8,591
Net unrealized gain on investments	-	44	-	-	-	-	-	44	-	44
Net assets released from restrictions for operations	-	(3,927)	(326)	(5,391)	-	-	-	(9,644)	-	(9,644)
Net assets released from restrictions used for property, plant, and equipment	-	(3,680)	-	-	-	-	-	(3,680)	-	(3,680)
Net asset transfer	-	3,290	725	-	-	-	-	4,015	-	4,015
Increase in interest SFHMC Foundation, Inc.	-	(163)	-	-	-	-	-	(163)	163	-
(Decrease) increase in temporarily restricted net assets	-	(1,259)	694	(163)	-	-	-	(728)	163	(565)
Permanently restricted net assets:										
Increase in assets held in trusts by others	-	1,869	-	-	-	-	-	1,869	-	1,869
Increase in permanently restricted net assets	-	1,869	-	-	-	-	-	1,869	-	1,869
(Decrease) increase in net assets	350	(28,111)	677	(158)	229	(12,762)	(240)	(40,015)	163	(39,852)
Net assets at beginning of year	15,497	243,267	19,451	10,637	496	(2,890)	(86)	286,372	(25,799)	260,573
Net assets at end of year	\$ 15,847	\$ 215,156	\$ 20,128	\$ 10,479	\$ 725	\$ (15,652)	\$ (326)	\$ 246,357	\$ (25,636)	\$ 220,721

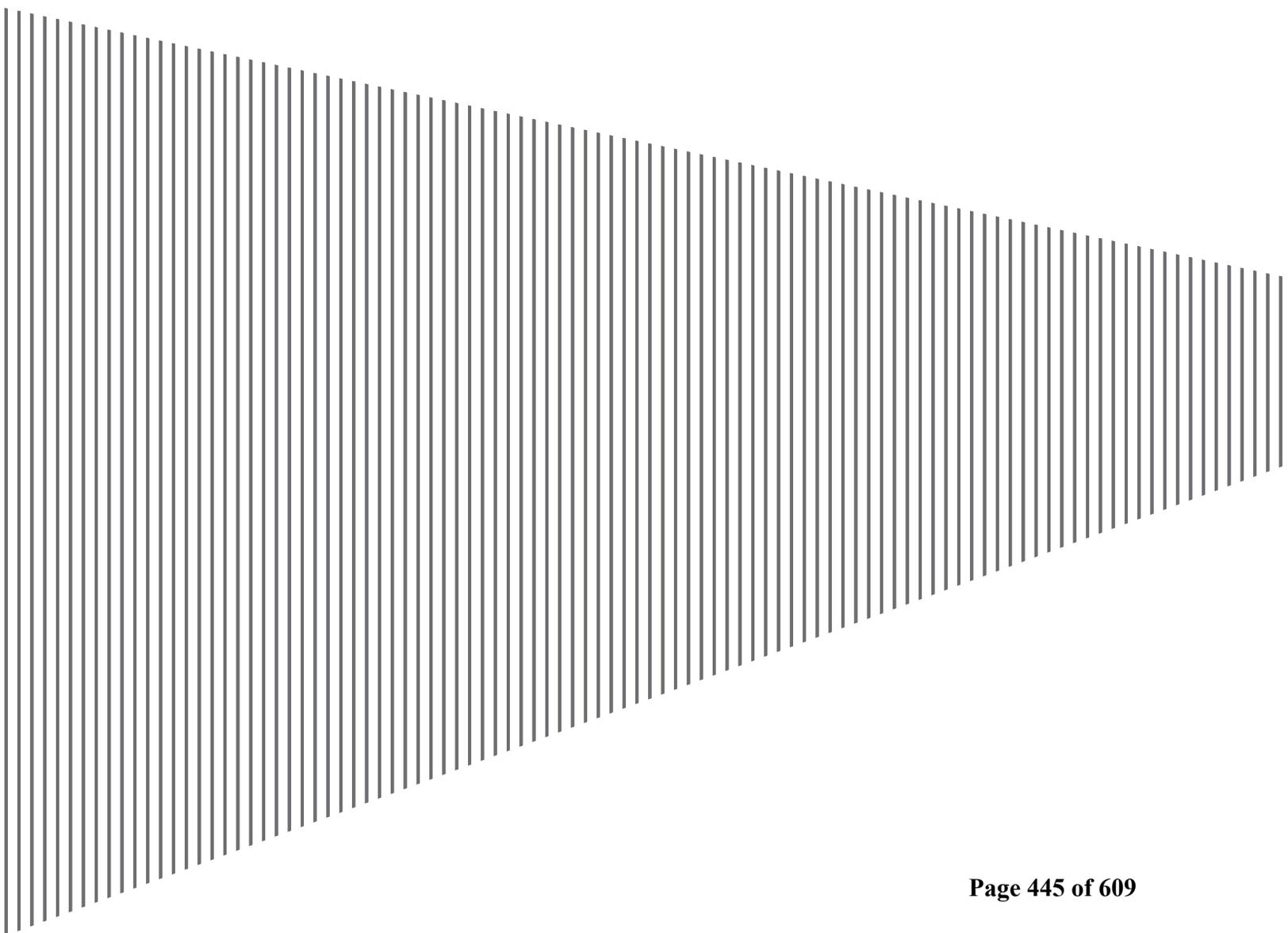
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CHE Trinity Inc.

Consolidated Financial Statements as of
and for the Year Ended June 30, 2014, and
Independent Auditors' Report

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CHE TRINITY INC.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
CHE Trinity Inc.
Livonia, Michigan

We have audited the accompanying consolidated financial statements of CHE Trinity Inc. and its subsidiaries (the "Corporation"), which comprise the consolidated balance sheet as of June 30, 2014, and the related consolidated statement of operations and changes in net assets and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We did not audit the consolidated financial statements of Baycare Health System, the Corporation's investment in which is accounted for by the use of the equity method. The accompanying consolidated financial statements of the Corporation include its investment in the net assets of Baycare Health System of \$1,770,927 as of June 30, 2014, respectively, and its equity method income from Baycare Health System of \$288,196 for the year then ended. The consolidated financial statements of Baycare Health System for the year ended December 31, 2013, were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Baycare Health System, is based on the report of the other auditors and the procedures that we considered necessary in the circumstances with respect to the inclusion of the Corporation's equity investment and equity method income in the accompanying consolidated financial statements taking into consideration the differences in fiscal years.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Corporation's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant

accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on our audits and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CHE Trinity Inc. and its subsidiaries as of June 30, 2014, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

October 3, 2014

CHE TRINITY INC.

CONSOLIDATED BALANCE SHEET

JUNE 30, 2014

(In thousands)

ASSETS

CURRENT ASSETS:

Cash and cash equivalents	\$	901,282
Investments		3,231,318
Security lending collateral		187,882
Assets limited or restricted as to use - current portion		274,202
Patient accounts receivable, net of allowance for doubtful accounts of \$545.3 million		1,475,579
Estimated receivables from third-party payors		155,527
Other receivables		269,110
Inventories		206,226
Assets held for sale		207,989
Prepaid expenses and other current assets		140,359
Total current assets		<u>7,049,474</u>

ASSETS LIMITED OR RESTRICTED AS TO USE - Noncurrent portion:

Held by trustees under bond indenture agreements		53,652
Self-insurance, benefit plans and other		672,537
By Board		2,891,790
By donors		308,572
Total assets limited or restricted as to use - noncurrent portion		<u>3,926,551</u>

PROPERTY AND EQUIPMENT - Net 6,592,913

INVESTMENTS IN UNCONSOLIDATED AFFILIATES 2,257,555

GOODWILL 153,773

OTHER ASSETS 452,923

TOTAL ASSETS \$ 20,433,189

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES:

Commercial paper	\$	239,961
Short-term borrowings		1,123,620
Current portion of long-term debt		96,038
Accounts payable		685,748
Accrued expenses		275,960
Salaries, wages and related liabilities		656,467
Current portion of self-insurance reserves		197,040
Payable under security lending agreements		187,882
Liabilities held for sale		257,991
Estimated payables to third-party payors		323,546

Total current liabilities 4,044,253

LONG-TERM DEBT - Net of current portion 3,619,237

SELF-INSURANCE RESERVES - Net of current portion 920,799

ACCRUED PENSION AND RETIREE HEALTH COSTS 727,873

OTHER LONG-TERM LIABILITIES 577,565

Total liabilities 9,889,727

NET ASSETS:

Unrestricted net assets	10,125,003
Noncontrolling ownership interest in subsidiaries	38,090
Total unrestricted net assets	<u>10,163,093</u>

Temporarily restricted net assets 293,306

Permanently restricted net assets 87,063

Total net assets 10,543,462

TOTAL LIABILITIES AND NET ASSETS \$ 20,433,189

The accompanying notes are an integral part of the consolidated financial statements.

CHE TRINITY INC.

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS YEAR ENDED JUNE 30, 2014 (In thousands)

UNRESTRICTED REVENUE:	
Patient service revenue, net of contractual and other allowances	\$ 12,395,306
Provision for bad debts	<u>(620,011)</u>
Net patient service revenue less provision for bad debts	11,775,295
Capitation and premium revenue	689,053
Net assets released from restrictions	28,366
Other revenue	<u>1,093,765</u>
Total unrestricted revenue	<u>13,586,479</u>
EXPENSES:	
Salaries and wages	5,870,246
Employee benefits	1,202,093
Contract labor	<u>102,504</u>
Total labor expenses	7,174,843
Supplies	2,153,313
Purchased services	1,494,036
Depreciation and amortization	707,707
Occupancy	581,579
Medical claims	284,449
Interest	159,228
Other	<u>649,186</u>
Total expenses	<u>13,204,341</u>
OPERATING INCOME BEFORE OTHER ITEMS	382,138
Pension curtailment gain	149,734
Pension settlement loss	(195,987)
Asset impairment charges	(91,279)
Restructuring costs	(45,720)
Consolidation costs	(42,856)
Litigation accrual	<u>(36,448)</u>
OPERATING INCOME	119,582
NONOPERATING ITEMS:	
Investment income	609,010
Equity in earnings of unconsolidated affiliates	265,815
Change in market value and cash payments of interest rate swaps	(25,514)
Other, including income taxes	<u>(17,488)</u>
Total nonoperating items	<u>831,823</u>
EXCESS OF REVENUE OVER EXPENSES	951,405
EXCESS OF REVENUE OVER EXPENSES ATTRIBUTABLE TO NONCONTROLLING INTEREST	<u>(14,135)</u>
EXCESS OF REVENUE OVER EXPENSES, net of noncontrolling interest	<u>\$ 937,270</u>

	Controlling Interest	Noncontrolling Interest	Total
UNRESTRICTED NET ASSETS:			
Excess of revenue over expenses	\$ 937,270	\$ 14,135	\$ 951,405
Net assets released from restrictions for capital acquisitions	25,739	-	25,739
Net change in retirement plan related items - consolidated organizations	28,402	-	28,402
Net change in retirement plan related items - unconsolidated organizations	44,219	-	44,219
Other	13,934	(7,079)	6,855
Increase in unrestricted net assets before discontinued operations	1,049,564	7,056	1,056,620
Discontinued operations			
Loss from operations	(39,199)	-	(39,199)
Losses on substitutions of membership interests	(85,883)	-	(85,883)
Increase in unrestricted net assets	924,482	7,056	931,538
TEMPORARILY RESTRICTED NET ASSETS:			
Contributions	68,354	-	68,354
Net investment gain	15,757	-	15,757
Net assets released from restrictions	(54,105)	-	(54,105)
Other	(6,354)	-	(6,354)
Increase in temporarily restricted net assets	23,652	-	23,652
PERMANENTLY RESTRICTED NET ASSETS:			
Contributions for endowment funds	3,621	-	3,621
Net investment gain	2,858	-	2,858
Other	(12,094)	-	(12,094)
Increase in permanently restricted net assets	(5,615)	-	(5,615)
INCREASE IN NET ASSETS	942,519	7,056	949,575
NET ASSETS - July 1, 2013	9,562,853	31,034	9,593,887
NET ASSETS - June 30, 2014	\$ 10,505,372	\$ 38,090	\$ 10,543,462

The accompanying notes are an integral part of the consolidated financial statements.

CHE TRINITY INC.

CONSOLIDATED STATEMENT OF CASH FLOWS YEAR ENDED JUNE 30, 2014

(In thousands)

OPERATING ACTIVITIES:

Increase in net assets	\$	949,575
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization		707,707
Provision for bad debts		620,011
Asset impairment charges		91,279
Asset impairment charge and other non-cash items - discontinued operations		37,022
Restructuring costs		30,892
Litigation accrual		36,448
Losses on substitutions of membership interests		85,883
Equity in earnings of unconsolidated affiliates		(320,639)
Deferred retirement items - consolidated organizations		(28,402)
Deferred retirement items - unconsolidated organizations		(44,219)
Change in net unrealized and realized gains on investments		(571,787)
Change in market values of interest rate swaps		13,359
Restricted contributions and investment income received		(26,510)
Other adjustments		11,657
Changes in:		
Patient accounts receivable		(691,299)
Other assets		(59,010)
Accounts payable and accrued expenses		(30,734)
Estimated receivables from third-party payors		13,258
Estimated payables to third-party payors		(69,534)
Self-insurance reserves		73,341
Accrued pension and retiree health costs		(28,990)
Other liabilities		(600)
Net cash provided by operating activities of discontinued operations		(24,155)
Total adjustments		<u>(175,022)</u>
Net cash provided by operating activities		<u>774,553</u>

INVESTING ACTIVITIES:	
Purchases of investments	(3,107,406)
Proceeds from sales of investments	3,056,208
Purchases of property and equipment	(1,013,473)
Proceeds from disposal of property and equipment	14,047
Acquisitions	(3,768)
Dividends received from unconsolidated affiliates	39,551
Increase in assets limited as to use and other changes	(18,290)
Net cash used in investing activities of discontinued operations	(12,961)
Net cash used in investing activities	<u>(1,046,092)</u>

FINANCING ACTIVITIES:	
Proceeds from issuance of debt	664,194
Repayments of debt	(379,241)
Net decrease in commercial paper	(128,961)
Increase in financing costs and other	(3,655)
Proceeds from restricted contributions and restricted investment income	26,510
Net cash used in investing activities of discontinued operations	(4,395)
Net cash provided by financing activities	<u>174,452</u>

NET DECREASE IN CASH AND CASH EQUIVALENTS (97,087)

CASH AND CASH EQUIVALENTS - Beginning of year 998,369

CASH AND CASH EQUIVALENTS - End of year \$ 901,282

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid for interest (net of amounts capitalized)	\$ 155,268
New capital lease obligations for buildings and equipment	4,388
Accruals for purchases of property and equipment and other long-term assets	92,001
Unsettled investment trades, purchases	120,562
Unsettled investment trades, sales	135,756
Decrease in security lending collateral	34,299
Decrease in payable under security lending agreements	(34,299)

The accompanying notes are an integral part of the consolidated financial statements.

CHE TRINITY INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2014

1. ORGANIZATION AND MISSION

Effective May 1, 2013, CHE Trinity Inc. (the “Corporation”) became the sole member of Catholic Health East, a Pennsylvania nonprofit corporation (“CHE”), and Trinity Health Corporation, an Indiana nonprofit corporation (“Trinity Health”) creating a unified Catholic national health system that enhances the mission of service to people and communities across the United States. This transaction was accounted for as a merger and thus the Corporation’s balance sheet was recorded at its historical basis under the carryover method. Transition and integration are ongoing with the Corporation incurring \$42.9 million of expenses for the year ended June 30, 2014, as a result of the transaction, which are included in consolidation costs in the statement of operations and changes in net assets.

The Corporation has adopted a fiscal year end of June 30. Effective July 1, 2013, CHE changed its fiscal year end from December 31 to June 30 in order to align CHE’s year end with the Corporation. These statements reflect the adoption of a June 30 fiscal year end.

The Corporation is sponsored by Catholic Health Ministries, a Public Juridic Person of the Holy Roman Catholic Church. The Corporation operates a comprehensive integrated network of health services including inpatient and outpatient services, physician services, managed care coverage, home health care, long-term care, assisted living care, and rehabilitation services located in 20 states. The operations are organized into Regional Health Ministries (“RHMs”). The mission statement for the Corporation is as follows:

We, CHE Trinity Inc., serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

Community Benefit Ministry – Consistent with its mission, the Corporation provides medical care to all patients regardless of their ability to pay. In addition, the Corporation provides services intended to benefit the poor and underserved, including those persons who cannot afford health insurance or other payments such as copays and deductibles because of inadequate resources and/or are uninsured or underinsured, and to improve the health status of the communities in which it operates. The following summary has been prepared in accordance with the Catholic Health Association of the United States’, *A Guide for Planning and Reporting Community Benefit*, 2013 Edition.

The quantifiable costs of the Corporation's community benefit ministry for the year ended June 30, 2014 are as follows (in thousands):

Ministry for the poor and underserved:	
Charity care at cost	\$ 242,064
Unpaid cost of Medicaid and other public programs	325,575
Programs for the poor and the underserved:	
Community health services	21,345
Subsidized health services	46,962
Financial contributions	9,707
Community building activities	1,221
Community benefit operations	2,880
Total programs for the poor and underserved	<u>82,115</u>
Ministry for the poor and underserved	<u>649,754</u>
 Ministry for the broader community:	
Community health services	13,914
Health professions education	102,401
Subsidized health services	43,543
Research	4,407
Financial contributions	28,301
Community building activities	2,306
Community benefit operations	2,491
Ministry for the broader community	<u>197,363</u>
Community benefit ministry	<u>\$ 847,117</u>

The Corporation provides a significant amount of uncompensated care to its uninsured and underinsured patients, which is reported as bad debt at cost and not included in the amounts reported above. During the year ended June 30, 2014, the Corporation reported bad debt at cost (determined using a cost-to-charge ratio applied to the provision for bad debts) of \$196.1 million.

Ministry for the poor and underserved represents the financial commitment to seek out and serve those who need help the most, especially the poor, the uninsured and the indigent. This is done with the conviction that healthcare is a basic human right.

Ministry for the broader community represents the cost of services provided for the general benefit of the communities in which the Corporation operates. Many programs are targeted toward populations that may be poor, but also include those areas that may need special health services and support. These programs are not intended to be financially self-supporting.

Charity care at cost represents the cost of services provided to patients who cannot afford health care services due to inadequate resources and/or are uninsured or underinsured. A patient is classified as a charity patient in accordance with the Corporation's established policies as further described in Note 4. The cost of charity care is calculated using a cost-to-charge ratio methodology.

Unpaid cost of Medicaid and other public programs represents the cost (determined using a cost-to-charge ratio) of providing services to beneficiaries of public programs, including state Medicaid and indigent care programs, in excess of governmental and managed care contract payments.

Community health services are activities and services for which no patient bill exists. These services are not expected to be financially self-supporting, although some may be supported by outside grants or funding. Some examples include community health education, free immunization services, free or low cost prescription medications, and rural and urban outreach programs. The Corporation actively collaborates with community groups and agencies to assist those in need in providing such services.

Health professions education includes the unreimbursed cost of training health professionals such as medical residents, nursing students, technicians and students in allied health professions.

Subsidized health services are net costs for billed services that are subsidized by the Corporation. These include services offered despite a financial loss because they are needed in the community and either other providers are unwilling to provide the services or the services would otherwise not be available in sufficient amount. Examples of services include free-standing community clinics, hospice care, mobile units and behavioral health services.

Research includes unreimbursed clinical and community health research and studies on health care delivery.

Financial contributions are made by the Corporation on behalf of the poor and underserved to community agencies. These amounts include special system-wide funds used for charitable activities as well as resources contributed directly to programs, organizations, and foundations for efforts on behalf of the poor and underserved. Amounts included here also represent certain in-kind donations.

Community building activities include the costs of programs that improve the physical environment, promote economic development, enhance other community support systems, develop leadership skills training, and build community coalitions.

Community benefit operations include costs associated with dedicated staff, community health needs and/or asset assessments, and other costs associated with community benefit strategy and operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation – The consolidated financial statements include the accounts of the Corporation and all wholly owned, majority-owned, and controlled organizations. Investments where the Corporation holds less than 20% of the ownership interest are accounted for using the cost method. All other investments that are not controlled by the Corporation are accounted for using the equity method of accounting. The Corporation has included its equity share of income or losses from investments in unconsolidated affiliates in other revenue and in nonoperating equity gains in unconsolidated affiliates in the consolidated statement of operations and changes in net assets. All material intercompany transactions and account balances have been eliminated in consolidation.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the Corporation to make assumptions, estimates and judgments that affect the amounts reported in the consolidated financial statements, including the notes thereto, and related disclosures of commitments and contingencies, if any. The Corporation considers critical accounting policies to be those that require more significant judgments and estimates in the preparation of its consolidated financial statements, including the following: recognition of net patient service revenue, which includes contractual allowances, provisions for bad debts and charity care; recorded values of investments, derivatives, and goodwill; reserves for losses and expenses related to health care professional and general liabilities; and risks and assumptions for measurement of pension and retiree medical liabilities. Management relies on historical experience and other assumptions believed to be reasonable in making its judgments and estimates. Actual results could differ materially from those estimates.

Cash and Cash Equivalents – For purposes of the consolidated statement of cash flows, cash and cash equivalents include certain investments in highly liquid debt instruments with original maturities of three months or less.

Investments – Investments, inclusive of assets limited or restricted as to use, include marketable debt and equity securities. Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value and are classified as trading securities. Investments also include investments in commingled funds, hedge funds and other investments structured as limited liability corporations or partnerships. Commingled funds and hedge funds that hold securities directly are stated at the fair value of the underlying securities, as determined by the administrator, based on readily determinable market values or based on net asset value, which is calculated using the most recent fund financial statements. Limited liability corporations and partnerships are accounted for under the equity method.

Investment Earnings – Investment earnings include interest, dividends, realized gains and losses on investments, holding gains and losses, and equity earnings. Investment earnings on assets held by trustees under bond indenture agreements, assets designated by the Board for debt redemption, assets held for borrowings under the intercompany loan program, assets held by grant-making foundations and assets deposited in trust funds by a captive insurance company for self-insurance purposes in accordance with industry practices are included in other revenue in the consolidated statement of operations and changes in net assets. Investment earnings from all other investments and board designated funds are included in nonoperating investment income unless the income or loss is restricted by donor or law.

Derivative Financial Instruments – The Corporation periodically utilizes various financial instruments (e.g., options and swaps) to hedge interest rates, equity downside risk and other exposures. The Corporation's policies prohibit trading in derivative financial instruments on a speculative basis. The Corporation recognizes all derivative instruments on the consolidated balance sheet at fair value.

Securities Lending – The Corporation participates in securities lending transactions whereby a portion of its investments are loaned, through its agent, to various parties in return for cash and securities from the parties as collateral for the securities loaned. Each business day the Corporation, through its agent, and the borrower determine the market value of the collateral and the borrowed securities. If on any business day the market value of the collateral is less than the required value, additional collateral is obtained as appropriate. The amount of cash collateral received under securities lending is reported as an asset and a corresponding payable in the consolidated balance sheet and is up to 105% of the market value of securities loaned. At June 30, 2014, the Corporation had securities loaned of \$207.1 million, and received collateral (cash and noncash) totaling \$212.7 million, relating to the securities loaned. The fees received for these transactions are recorded in investment income on the consolidated statement of operations and changes in net assets.

Assets Limited as to Use – Assets set aside by the Board for future capital improvements, future funding of retirement programs and insurance claims, retirement of debt, held for borrowings under the intercompany loan program, and other purposes over which the Board retains control and may at its discretion subsequently use for other purposes, assets held by trustees under bond indenture and certain other agreements, and self-insurance trust and benefit plan arrangements are included in assets limited as to use.

Donor-Restricted Gifts – Unconditional promises to give cash and other assets to the Corporation are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the

use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of operations and changes in net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions in the consolidated statement of operations and changes in net assets.

Inventories – Inventories are stated at the lower of cost or market. The cost of inventories is determined principally by the weighted average cost method.

Assets and Liabilities Held for Sale – The Corporation has classified certain long-lived assets as assets held for sale in the consolidated balance sheet when the assets have met applicable criteria for this classification. The Corporation has also classified as held for sale those liabilities related to assets held for sale.

Property and Equipment – Property and equipment, including internal-use software, are recorded at cost, if purchased, or at fair value at the date of donation, if donated. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using either the straight-line or an accelerated method and includes capital lease and internal-use software amortization. The useful lives of these assets range from 2 to 50 years. Interest costs incurred during the period of construction of capital assets are capitalized as a component of the cost of acquiring those assets.

Gifts of long-lived assets such as land, buildings, or equipment are reported as unrestricted support and are excluded from the excess of revenue over expenses, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support.

Goodwill – Goodwill represents the future economic benefits arising from assets acquired in a business combination that are not individually identified and separately recognized.

Asset Impairments –

Property and Equipment – The Corporation evaluates long-lived assets for possible impairment annually or whenever events or changes in circumstances indicate that the carrying amount of the asset, or related group of assets, may not be recoverable from estimated future undiscounted cash flows. If the estimated future undiscounted cash flows are less than the carrying value of the assets, the impairment recognized is calculated as the carrying value of the long-lived assets in excess of the fair value of the assets. The fair value of the assets is estimated based on appraisals, established market values of comparable assets or internal estimates of future net cash flows expected to result from the use and ultimate disposition of the asset.

Goodwill – Goodwill is tested for impairment on an annual basis or when an event or change in circumstance indicates the value of a reporting unit may have changed. Testing is conducted at the reporting unit level. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. Estimates of fair value are based on appraisals, established market prices for comparable assets or internal estimates of future net cash flows and presume stable, improving or, in some cases, declining results at our hospitals, depending on their circumstances.

As of July 1, 2013, the consolidated balance sheet included goodwill of \$151.6 million. Additional goodwill of \$2.2 million was recorded during the year ended June 30, 2014 related to acquisitions.

Other Assets – Other assets includes long-term notes receivable, reinsurance recovery receivables, definite and indefinite-lived intangible assets, deferred financing costs, and prepaid pension and retiree health costs. The majority of the net balances of definite-lived intangible assets include noncompete agreements and physician guarantees with finite lives amortized using the straight-line method over their estimated useful lives; which generally range from 5 to 22 years and 2 to 12 years, respectively. Indefinite-lived intangible assets primarily include trade names.

Short-Term Borrowings – Short-term borrowings include puttable variable rate demand bonds supported by self liquidity or liquidity facilities considered short-term in nature.

Other Long-Term Liabilities – Other long-term liabilities include deferred compensation, asset retirement obligations, interest rate swaps and deferred revenue from entrance fees. Deferred revenue from entrance fees are fees paid by residents of facilities for the elderly upon entering into continuing care contracts (net of the portion that is refundable to the resident) which are recorded as deferred revenue and amortized to income using the straight-line method over the estimated remaining life expectancy of the resident.

Temporarily and Permanently Restricted Net Assets – Temporarily restricted net assets are those whose use by the Corporation has been limited by donors to a specific time period or purpose. Permanently restricted net assets have been restricted by donors to be maintained by the Corporation in perpetuity.

Patient Accounts Receivable, Estimated Receivables from and Payables to Third-Party Payors and Net Patient Service Revenue – The Corporation has agreements with third-party payors that provide for payments to the Corporation's RHMs at amounts different from established rates. Patient accounts receivable and net patient service revenue are reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered. Estimated retroactive adjustments under reimbursement agreements with third-party payors and other changes in estimates are included in net patient service revenue and estimated receivables from and payables to third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods, as final settlements are determined. Estimated receivables from third-party payors include amounts receivable from Medicare and state Medicaid meaningful use programs.

Self-Insured Employee Health Benefits – The Corporation administers self-insured employee health benefit plans for employees. The majority of the Corporation's employees participate in the programs. The provisions of the plans permit employees and their dependents to elect to receive medical care at either the Corporation's RHMs or other health care providers. Gross patient service revenue has been reduced by an allowance for self-insured employee health benefits which represents revenue attributable to medical services provided by the Corporation to its employees and dependents in such years.

Allowance for Doubtful Accounts – The Corporation recognizes a significant amount of patient service revenue at the time the services are rendered even though the Corporation does not assess the patient's ability to pay at that time. As a result, the provision for bad debts is presented as a deduction from patient service revenue (net of contractual provisions and discounts). For uninsured and underinsured patients that do not qualify for charity care, the Corporation establishes an allowance to reduce the carrying value of such receivables to their estimated net realizable value. This allowance is established based on the aging of accounts receivable and the historical collection experience by RHM and for each type of payor. A significant portion of the Corporation's provision for doubtful accounts relates to self-pay patients, as well as co-payments and deductibles owed to the Corporation by patients with insurance.

Premium and Capitation Revenue – The Corporation has certain RHMs that arrange for the delivery of health care services to enrollees through various contracts with providers and common provider entities. Enrollee contracts are negotiated on a yearly basis. Premiums are due monthly and are recognized as revenue during the period in which the Corporation is obligated to provide services to enrollees. Premiums received prior to the period of coverage are recorded as deferred revenue and included in accrued expenses in the consolidated balance sheet.

Certain of the Corporation's RHMs have entered into capitation arrangements whereby they accept the risk for the provision of certain health care services to health plan members. Under these agreements, the Corporation's RHMs are financially responsible for services provided to the health plan members by other institutional health care providers. Capitation revenue is recognized during the period for which the RHM is obligated to provide services to health plan enrollees under capitation contracts. Capitation receivables are included in other receivables in the consolidated balance sheet.

Reserves for incurred but not reported claims have been established to cover the unpaid costs of health care services covered under the premium and capitation arrangements. The premium and capitation arrangement reserves are classified with accrued expenses in the consolidated balance sheet. The liability is estimated based on actuarial studies, historical reporting, and payment trends. Subsequent actual claim experience will differ from the estimated liability due to variances in estimated and actual utilization of health care services, the amount of charges, and other factors. As settlements are made and estimates are revised, the differences are reflected in current operations.

Income Taxes – The Corporation and substantially all of its subsidiaries have been recognized as tax-exempt pursuant to Section 501(a) of the Internal Revenue Code. The Corporation also has taxable subsidiaries, which are included in the consolidated financial statements. Certain of the taxable subsidiaries have entered into tax sharing agreements and file consolidated federal income tax returns with other corporate taxable subsidiaries. The Corporation includes penalties and interest, if any, with its provision for income taxes in other nonoperating items in the consolidated statement of operations and changes in net assets.

Excess of Revenue Over Expenses – The consolidated statement of operations and changes in net assets includes excess of revenue over expenses. Changes in unrestricted net assets, which are excluded from excess of revenue over expenses, consistent with industry practice, include the effective portion of the change in market value of derivatives that meet hedge accounting requirements, permanent transfers of assets to and from affiliates for other than goods and services, contributions of long-lived assets received or gifted (including assets acquired using contributions, which by donor restriction were to be used for the purposes of acquiring such assets), net change in retirement plan related items, discontinued operations, extraordinary items and cumulative effects of changes in accounting principles.

Adopted Accounting Pronouncements –

On July 1, 2013, the Corporation adopted Accounting Standard Update (“ASU”) 2011-11, “*Disclosures About Offsetting Assets and Liabilities*.” This guidance contains new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The adoption of this guidance had no impact on the Corporation's consolidated financial statements.

On July 1, 2013, the Corporation adopted ASU 2012-02, “*Intangibles Goodwill and Other (Topic 350): Testing Indefinite-lived Intangible Assets for Impairment*.” This guidance provides entities the option of first assessing qualitative factors about the likelihood that an indefinite-lived intangible asset is impaired to determine whether further impairment assessment is necessary. It also enhances the consistency of the

impairment testing guidance among long-lived asset categories by permitting entities to assess qualitative factors to determine whether it is necessary to calculate the asset's fair value when testing an indefinite-lived intangible asset for impairment. The adoption of this guidance had no impact on the Corporation's consolidated financial statements.

On July 1, 2013, the Corporation adopted ASU 2012-05, "*Statement of Cash Flows (Topic 230): Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows.*" This guidance provides clarification on how entities classify cash receipts arising from the sale of certain donated financial assets in the statement of cash flows. The adoption of this guidance had no impact on the Corporation's consolidated statement of cash flows.

On July 1, 2013, the Financial Accounting Standards Board ("FASB") issued ASU 2013-01, "*Clarifying the Scope of Disclosures About Offsetting Assets and Liabilities.*" This guidance provides clarification on the scope of the offsetting disclosure requirements in ASU 2011-11. The adoption of this guidance did not have a material impact on the Corporation's consolidated financial statements.

Forthcoming Accounting Pronouncements –

In February 2013, the FASB issued ASU 2013-04, "*Obligations Resulting From Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date,*" which requires entities to measure obligations within the scope of this guidance at the reporting date. This guidance is effective for the Corporation beginning July 1, 2014. The Corporation has not yet evaluated the impact this guidance may have on its consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, "*Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.*" This guidance requires entities to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit, with some exceptions. This guidance is effective for the Corporation beginning July 1, 2014. The Corporation does not expect this guidance to have an impact on its consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, "*Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.*" This guidance amends the definition of a discontinued operation and requires entities to provide additional disclosures about discontinued operations as well as disposal transactions that do not meet the discontinued operations criteria. This guidance is effective for the Corporation beginning July 1, 2015, with early adoption permitted. The Corporation has not yet evaluated the impact this guidance may have on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "*Revenue From Contracts With Customers.*" This guidance outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. This guidance is effective for the Corporation beginning July 1, 2017. The Corporation has not yet evaluated the impact this guidance may have on its consolidated financial statements.

3. INVESTMENTS IN UNCONSOLIDATED AFFILIATES AND DISCONTINUED OPERATIONS

Investments in Unconsolidated Affiliates – The Corporation and certain of its RHMs have investments in entities that are recorded under the cost and equity methods of accounting. At June 30, 2014, the Corporation maintained investments in unconsolidated affiliates with ownership interests ranging from 0.7% to 51.0%. The Corporation’s share of equity earnings from entities accounted for under the equity method was \$320.6 million for the year ended June 30, 2014, of which \$54.8 million is included in other revenue and \$265.8 million is included in nonoperating items in the consolidated statement of operations and changes in net assets. The most significant of these investments include the following:

BayCare Health System – The Corporation has a 50.4% interest in BayCare Health System Inc. and Affiliates (“BayCare”), a Florida not-for-profit corporation exempt from state and federal income taxes. BayCare was formed in 1997 pursuant to a Joint Operating Agreement (“JOA”) among the not-for-profit, tax-exempt members of the CHE BayCare Participants, Morton Plant Mease Health Care, Inc., and South Florida Baptist Hospital, Inc. (collectively, the “Members”). BayCare consists of three community health alliances located in the Tampa Bay area of Florida including St. Joseph’s-Baptist Healthcare Hospital, St. Anthony’s Health Care, and Morton Plant Mease Health Care. The Corporation has the right to appoint nine of the twenty-one voting members of the Board of Directors of BayCare, therefore the Corporation accounts for BayCare under the equity method of accounting. At June 30, 2014, the Corporation’s investment in BayCare totaled \$1,770.9 million.

Gateway Health Plan – The Corporation has a 50.0% interest in Gateway Health Plan, L.P. and Subsidiaries (“GHP”), a Pennsylvania limited partnership. GHP has two general partners, Highmark Ventures Inc. formerly known as Alliance Ventures, Inc., and Mercy Health Plan, each owning 1%. In addition to the general partners, there are two limited partners, Highmark Inc. and Mercy Health Plan, each owning 49%. At June 30, 2014, the Corporation’s investment in GHP totaled \$178.9 million.

Catholic Health System, Inc. – The Corporation has a one-third interest in Catholic Health System, Inc. and Subsidiaries (“CHS”). CHS, formed in 1998, is a not-for-profit integrated delivery healthcare system in western New York jointly sponsored by the Sisters of Mercy, Ascension Health System, the Franciscan Sisters of St. Joseph, and the Diocese of Buffalo. CHE, Ascension Health System, and the Diocese of Buffalo are the corporate members of CHS. CHS operates several organizations, the largest of which are four acute care hospitals located in Buffalo, New York: Mercy Hospital of Buffalo, Kenmore Mercy Hospital, Sisters of Charity Hospital, and St. Joseph Hospital. At June 30, 2014, the Corporation’s investment in CHS totaled \$68.0 million.

Emory Healthcare/St. Joseph’s Health System – The Corporation has a 49% interest in Emory Healthcare/St. Joseph’s Health System (“EH/SJHS”). EH/SJHS operates several organizations, including two acute care hospitals, St. Joseph’s Hospital of Atlanta and John’s Creek Hospital. At June 30, 2014, the Corporation’s investment in EH/SJHS totaled \$60.3 million.

Condensed consolidated balance sheets of BayCare, GHP, CHS and EH/SJHS as of June 30, 2014 are as follows (in thousands):

	<u>Baycare</u>	<u>GHP</u>	<u>CHS</u>	<u>EH/SJHS</u>
Total assets	\$5,390,589	\$643,593	\$872,106	\$430,434
Total liabilities	\$1,676,157	\$285,835	\$662,733	\$289,101

Condensed consolidated statements of operations of BayCare, GHP, CHS and EH/SJHS for the year ended June 30, 2014 are as follows (in thousands):

	<u>Baycare</u>	<u>GHP</u>	<u>CHS</u>	<u>EH/SJHS</u>
Revenue, net	\$2,591,325	\$1,849,055	\$939,581	\$368,190
Excess (deficiency) of revenue over expenses	\$576,392	\$32,377	\$42,821	(\$33,832)

The following amounts have been recognized in the accompanying consolidated statement of operations and changes in net assets related to the investments in BayCare, GHP, CHS and EH/SJHS for the year ended June 30, 2014 (in thousands):

	<u>Baycare</u>	<u>GHP</u>	<u>CHS</u>	<u>EH/SJHS</u>
Other revenue	\$ -	\$ 15,996	\$ -	\$ -
Equity in earnings of unconsolidated organizations	288,196	-	14,260	(26,446)
Other changes in unrestricted net assets	9,282	(3,948)	36,781	(7,382)
Changes in restricted net assets	462	-	-	-
	<u>\$ 297,940</u>	<u>\$ 12,048</u>	<u>\$ 51,041</u>	<u>\$ (33,828)</u>

The unaudited summarized financial position and results of operations for the entities accounted for under the equity method excluding BayCare, GHP, CHS and EH/SJHS as of and for the period ended June 30, 2014 are as follows (in thousands):

	<u>Medical Office Buildings</u>	<u>Outpatient and Diagnostic Services</u>	<u>Ambulatory Surgery Centers</u>	<u>Physician Hospital Organizations</u>	<u>Other Investees</u>	<u>Total</u>
Total assets	\$ 87,931	\$ 106,813	\$ 72,113	\$ 26,845	\$ 512,647	\$ 806,349
Total liabilities	\$ 69,872	\$ 38,732	\$ 42,502	\$ 21,609	\$ 280,263	\$ 452,978
Net assets	\$ 18,059	\$ 68,081	\$ 29,611	\$ 5,236	\$ 232,384	\$ 353,371
Revenue, net	\$ 18,103	\$ 145,907	\$ 134,207	\$ 35,474	\$ 682,900	\$ 1,016,591
Excess of revenue over expenses	\$ 3,454	\$ 16,245	\$ 40,508	\$ (421)	\$ 20,080	\$ 79,866

Discontinued Operations –

The Corporation has several entities that met the criteria for being presented as discontinued operations for the year ended June 30, 2014, the most significant of which include the following:

Mercy Health System of Maine (“Mercy Maine”) – Effective October 1, 2013, membership of Mercy Maine was assumed by Eastern Maine Health System (“EMHS”) via a membership substitution. Substantially all assets and liabilities transferred to EMHS on that date. As a result of the transfer, a loss on membership transfer of \$80.7 million was recorded in unrestricted net assets. The consolidated financial statements present the operations of Mercy Maine as a discontinued operation. For the year ended June 30, 2014, the Corporation reported revenue of \$55.5 million and loss on operations of \$0.4 million in discontinued operations in the consolidated statement of operations and changes in net assets.

Saint Michael's Medical Center – On February 8, 2013, Saint Michael's Medical Center entered into an asset purchase agreement under which the hospital would be acquired by Prime Healthcare Services. The majority of assets and liabilities of Saint Michael's Medical Center have been classified as held for sale on the consolidated balance sheet. The transaction is pending subject to approval by the state of New Jersey. The consolidated financial statements present the operations of Saint Michael's Medical Center as a discontinued operation. For the year ended June 30, 2014, the Corporation reported revenue of \$194.2 million and losses on operations of \$15.0 million in discontinued operations in the consolidated statement of operations and changes in net assets. As of June 30, 2014, assets held for sale of \$127.9 million and liabilities held for sale of \$257.9 million and consisted of (in thousands):

Patient accounts receivable	\$ 21,475	Current portion of long-term debt	\$ 4,490
Other current assets	9,418	Accounts payable & accrued expenses	17,085
Property and equipment	81,465	Other current liabilities	8,546
Other assets	<u>15,559</u>	Long-term debt, net of current portion	<u>227,799</u>
Total assets	<u>\$ 127,917</u>	Total liabilities	<u>\$ 257,920</u>

Saint James Mercy Hospital ("SJM") – During December 2013, the Board of Directors of SJMH approved a plan to undergo a visioning plan and to transfer the majority of the operations of SJMH. Certain assets and liabilities of SJMH have been classified as held for sale on the consolidated balance sheet. The consolidated financial statements present the operations of SJMH as a discontinued operation. For the year ended June 30, 2014, the Corporation reported revenue of \$40.3 million and loss on operations of \$6.2 million in discontinued operations in the consolidated statement of operations and changes in net assets. As of June 30, 2014, assets held for sale were \$12.1 million. The majority of assets held for sale consist of property and equipment.

Mercy Health Partners, North ("North") – On May 8, 2014, the Corporation entered into a non-binding letter of intent with Munson Health under which substantially all of the healthcare operations located in Cadillac, Michigan and Grayling, Michigan would be acquired by Munson Healthcare. Discussions are subject to a definitive agreement. The letter of intent will remain in effect until the execution of a definitive agreement or the letter of intent is terminated by either party. Certain assets and liabilities of North have been classified as held for sale on the consolidated balance sheet. The consolidated financial statements present the hospital operations of North as a discontinued operation. For the year ended June 30, 2014, the Corporation reported revenue of \$150.2 million and loss on operations of \$13.4 million impairment, which includes a \$13.0 million asset impairment, in discontinued operations in the consolidated statement of operations and changes in net assets. As of June 30, 2014, assets held for sale of \$44.7 million consisted of (in thousands):

Inventories	\$ 3,369
Assets limited or restricted as to use	2,313
Property and equipment	36,710
Investments in unconsolidated affiliates	<u>2,314</u>
Total assets	<u>\$ 44,706</u>

4. NET PATIENT SERVICE REVENUE

A summary of the payment arrangements with major third-party payors follows:

Medicare – Acute inpatient and outpatient services rendered to Medicare program beneficiaries are paid primarily at prospectively determined rates. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors. Certain items are reimbursed at a tentative rate with final settlement determined after submission of annual cost reports and audits thereof by the Medicare fiscal intermediaries.

Medicaid – Reimbursement for services rendered to Medicaid program beneficiaries includes prospectively determined rates per discharge, per diem payments, discounts from established charges, fee schedules, and cost reimbursement methodologies with certain limitations. Cost reimbursable items are reimbursed at a tentative rate with final settlement determined after submission of annual cost reports and audits thereof by the Medicaid fiscal intermediaries.

Other – Reimbursement for services to certain patients is received from commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for reimbursement includes prospectively determined rates per discharge, per diem payments, and discounts from established charges.

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. Compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties, and exclusion from the Medicare and Medicaid programs.

Charity Care – The Corporation provides services to all patients regardless of ability to pay. In accordance with the Corporation’s policy, a patient is classified as a charity patient based on income eligibility criteria as established by the Federal Poverty Guidelines. Charges for services to patients who meet the Corporation’s guidelines for charity care are not reflected in the accompanying consolidated financial statements.

Patient service revenues, net of contractual and other allowances (but before the provision for bad debts), recognized during the year ended June 30, 2014 is as follows (in thousands):

Medicare	\$	4,690,876
Blue Cross		2,538,707
Medicaid		1,609,374
Uninsured		489,355
Commercial and Other		<u>3,066,994</u>
Total	\$	<u>12,395,306</u>

A summary of net patient service revenue before provision for bad debts for the year ended June 30, 2014 is as follows (in thousands):

Gross charges:	
Acute inpatient	\$ 17,030,436
Outpatient, nonacute inpatient, and other	19,025,984
Gross patient service revenue	<u>36,056,420</u>
Less:	
Contractual and other allowances	(22,695,773)
Charity care charges	<u>(965,341)</u>
Net patient service revenue before provision for bad debts	<u>\$ 12,395,306</u>

5. PROPERTY AND EQUIPMENT

A summary of property and equipment at June 30, 2014 is as follows (in thousands):

Land	\$ 318,368
Buildings and improvements	7,655,128
Equipment	5,190,900
Capital leased assets	<u>192,754</u>
Total	13,357,150
Accumulated depreciation	(7,324,759)
Construction in progress	<u>560,522</u>
Property and equipment, net	<u>\$ 6,592,913</u>

At June 30, 2014, commitments to purchase property and equipment of approximately \$424 million were outstanding. Significant commitments are primarily for facility expansion at existing campuses and related infrastructures at the following RHMs: Holy Cross Hospital in Silver Spring, Maryland - \$153 million; Mercy Health System of Chicago ("MHSC") in Chicago, Illinois - \$56 million; and Loyola University Health System ("LUHS") in Chicago, Illinois - \$53 million. Costs of these projects are expected to be financed by proceeds from bond issuances, available funds, future operations of the hospitals and contributions.

As part of the acquisition of LUHS that occurred in fiscal year 2012, the Corporation has committed to spend at least \$300 million on capital projects for LUHS through fiscal year ending June 30, 2018. This amount may be increased to \$400 million if certain operating thresholds are met. Through June 30, 2014, approximately \$154 million of capital expenditures have been accrued on capital projects for LUHS. In addition, as part of the acquisition of MHSC that occurred in fiscal year 2012, the Corporation has committed to spend at least \$140 million for capital, information systems and equipment needs to support the operations of MHSC through the fiscal year ending June 30, 2017. This amount may be increased to \$150 million if certain operating thresholds are met. Through June 30, 2014, approximately \$65 million of capital expenditures have been accrued on such MHSC projects.

During the year ended June 30, 2014, the Corporation recorded total impairment charges of \$91 million included in asset impairment charges in the consolidated statement of operations and changes in net assets. Material adverse trends in the most recent estimates of future undiscounted cash flows of certain hospitals indicated that the carrying value of the long-lived assets was not recoverable from the estimated future cash flows. The Corporation believes the most significant factors contributing to the

continuing adverse financial trends include reductions in volumes of insured patients and shifts in payor mix. Fair value was determined using a third party valuation. Impairments were recorded at the following locations because fair value estimates were lower than carrying value: Mercy Suburban Hospital, Pennsylvania – \$32.7 million; Mount Carmel West, Columbus, Ohio – \$19.2 million; St. Francis, Wilmington, Delaware – \$15.5 million; St. Francis, Trenton, New Jersey – \$5.9 million; and other Southeast Michigan locations – \$17.2 million.

6. LONG-TERM DEBT AND OTHER FINANCING ARRANGEMENTS

A summary of short-term borrowings and long-term debt at June 30, 2014 is as follows (in thousands):

Short-term borrowings:	
Variable rate demand bonds with contractual maturities through 2048. Interest payable monthly at rates ranging from 0.02% to 0.19% during 2014	\$ 1,123,620
Long-term debt:	
Tax-exempt revenue bonds and refunding bonds:	
Fixed rate term and serial bonds, payable at various dates through 2048. Interest rate ranges from 2.0% to 7.62% during 2014	\$ 2,922,513
Variable rate term bonds, payable at various dates through 2048. Interest rate ranges from 0.48% to 4.1% during 2014	465,410
Notes payable to banks. Interest payable at rates ranging from 0.03% to 6.7%, fixed and variable, payable in varying monthly installments through 2032	11,675
Capital lease obligations (excluding imputed interest of \$64.6 million at June 30, 2014)	132,985
Mortgage obligations. Interest payable at rates ranging from 1.0% to 11.0% during 2014	111,161
Other	35,299
Total long-term debt	3,679,043
Less current portion, net of current discounts	(96,038)
Unamortized premiums, net	36,232
Long-term debt, net of current portion	\$ 3,619,237

Contractually obligated principal repayments on short-term borrowings and long-term debt are as follows (in thousands):

	<u>Short-Term Borrowings</u>	<u>Long-Term Debt</u>
Years ending June 30:		
2015	\$ 24,910	\$ 96,038
2016	26,215	102,434
2017	27,890	93,778
2018	30,200	95,081
2019	29,400	104,007
Thereafter	985,005	3,187,705
Total	\$ 1,123,620	\$ 3,679,043

A summary of interest costs on borrowed funds primarily under the revenue bond indentures during the year ended June 30, 2014 is as follows (in thousands):

Interest costs incurred	\$ 174,203
Less capitalized interest	<u>(14,975)</u>
Interest expense included in operations	<u>\$ 159,228</u>

Obligated Group and Other Requirements – The Corporation has debt outstanding under a Master Trust Indenture dated October 3, 2013, as amended and supplemented, the Amended and Restated Master Indenture (“ARMI”). The ARMI permits the Corporation to issue obligations to finance certain activities. Obligations issued under the ARMI are joint and several obligations of the Corporation, CHE and Trinity Health (the “Obligated Group”). Proceeds from tax-exempt bonds and refunding bonds are to be used to finance the construction, acquisition and equipping of capital improvements. Certain RHMs of the Corporation constitute designated affiliates and the Corporation covenants to cause each designated affiliate to pay, loan or otherwise transfer to the Obligated Group such amounts necessary to pay the amounts due on all obligations issued under the ARMI. The Obligated Group and the designated affiliates are referred to as the Credit Group.

The Credit Group does not include certain Affiliates that borrow on their own or are members of a separate New York obligated group, but which are included in the Corporation’s consolidated financial statements. St. Peter’s Hospital of the City of Albany (“St. Peter’s”) currently is a member and the Obligated Group Agent of an obligated group created under that certain Master Trust Indenture dated as of January 1, 2008, between St. Peter’s and Manufacturers and Traders Trust Company, as Master Trustee. St. Peter’s received approval from the New York State Department of Health to permit the entry into that obligated group of additional entities within St. Peter’s Health Care Services, Northeast Health, Inc. and Seton Health System, Inc.

The Obligated Group agrees in the ARMI to cause Designated Affiliates to grant to the Master Trustee security interests in their Pledged Property in order to secure all Obligations issued under the Master Indenture. The Designated Affiliates when combined with the current Members of the Obligated Group represent no less than 85% of the consolidated net revenues of the Credit Group. The aggregate amount of obligations outstanding using the ARMI (other than obligations that have been advance refunded) were \$4,264 million at June 30, 2014.

There are several conditions and covenants required by the ARMI with which the Corporation must comply, including covenants that require the Corporation to maintain a minimum debt service coverage and limitations on liens or security interests in property, except for certain permitted encumbrances, affecting the property of the Corporation or any material designated affiliate (a designated affiliate whose total revenues for the most recent fiscal year exceed 5% of the combined total revenues of the Corporation for the most recent fiscal year). Long-term debt outstanding as of June 30, 2014, excluding amounts issued under the ARMI, is generally collateralized by certain property and equipment.

MHSC has obtained a mortgage loan in the amount of approximately \$66 million that is insured by the U.S. Department of Housing and Urban Development (“HUD”) under the Federal Housing Administration’s Section 242 Hospital Mortgage Insurance Program. Final closing of this HUD-insured loan occurred on June 30, 2014, at which time the remaining proceeds of this loan were disbursed to MHSC. At June 30, 2014, the unpaid principal balance of this loan was \$63.1 million. The loan collateral includes MHSC’s main hospital campus, two MHSC satellite facilities and personal property (including deposit accounts) of both MHSC and its affiliate Mercy Foundation, Inc. MHSC’s payment obligations under the two mortgage notes evidencing this loan are guaranteed by Trinity Health. The

mortgage loan agreements with HUD contain various covenants including: those relating to limitations on incurring additional debt; transactions with affiliates; transferring or disposing of designated property; use of funds and other assets of the mortgaged property; financial performance; required reserves; insurance coverage; timely submission of specified financial reports; and restrictions on prepayment of the mortgage loan. Mercy Health System of Chicago and Trinity Health provided covenants to HUD not to interfere in the performance of MHSC's obligations under the HUD-insured loan documents.

The Corporation issued \$627 million in tax-exempt variable rate hospital revenue bonds (the "Series 2013 Bonds") and remarketed \$89 million in CHE tax-exempt, variable rate hospital revenue bonds under the ARMI. Proceeds were used to retire \$44 million of CHE's then outstanding fixed rate hospital revenue bonds, \$120 million of CHE's then outstanding variable rate hospital revenue bonds and \$269 million of Trinity Health's then outstanding taxable commercial paper obligations. The remaining proceeds of the Series 2013 Bonds will be used to finance, refinance and reimburse a portion of the costs of acquisition, construction, renovation and equipping of health facilities, and to pay related costs of issuance. These transactions resulted in a loss from extinguishment of debt of \$1.6 million recorded in other nonoperating items in the consolidated statement of operations and changes in net assets.

Commercial Paper – The Corporation's commercial paper program is authorized for borrowings up to \$600 million. At June 30, 2014, the total amount of commercial paper outstanding was \$240 million. Proceeds from this program are to be used for general purposes of the Corporation. The notes are payable from the proceeds of subsequently issued notes and from other funds available to the Corporation, including funds derived from the liquidation of securities held by the Corporation in its investment portfolio. The interest rate charged on borrowings outstanding during the year ended June 30, 2014 ranged from 0.06% to 0.17%.

Liquidity Facilities – In July 2013, the Corporation renewed the Trinity Health credit agreements (collectively, the "Credit Agreements") previously entered into between Trinity Health and U.S. Bank National Association, which acts as an administrative agent for a group of lenders thereunder. The Credit Agreements establish a revolving credit facility for the Corporation, under which that group of lenders agree to lend to the Corporation amounts that may fluctuate from time to time. In October 2013, the Corporation exercised its option to increase by \$200 million the 2013 Credit Agreements from \$731 million to \$931 million. Amounts drawn under the 2013 Credit Agreements can only be used to support the Corporation's obligation to pay the purchase price of bonds which are subject to tender and that have not been successfully remarketed, and the maturing principal of and interest on commercial paper notes. Of the \$931 million available balance, \$150 million expires in July 2014, \$175 million expires in July 2015, \$321 million expires in July 2016 and \$285 million expires in July 2017. The Credit Agreements are secured by Obligations under the Master Indenture. As of June 30, 2014, there were no amounts outstanding on these credit agreements. In July 2014, the Corporation renewed and extended the Credit Agreements for an additional year through an amendment and restatement of the 2013 Credit Agreements.

The Corporation also maintains a CHE general purpose facility of \$300 million, of which \$42 million is related to letters of credit. At the Corporation's direction, this general purpose facility was reduced to \$45 million effective March 14, 2014. As of June 30, 2014, there were no draws on this general purpose credit facility.

In addition, in July 2013, the Corporation renewed a Trinity Health three year general purpose credit facility of \$200 million. As of June 30, 2014, there were no amounts outstanding under this credit facility.

Standby Letters of Credit – The Corporation entered into various standby letters of credit totaling approximately \$17.3 million at June 30, 2014. These standby letters of credit are renewed annually and are available to the Corporation as necessary under its insurance programs and for unemployment liabilities. There were no draws on these letters of credit during the year ended June 30, 2014.

7. PROFESSIONAL AND GENERAL LIABILITY PROGRAMS

The Corporation operates a wholly owned insurance company, Venzke Insurance Company, Ltd. (“Venzke”) that qualifies as a captive insurance company and provides certain insurance coverage to the Corporation’s RHMs under a centralized program. The Corporation is self-insured for certain levels of general and professional liability, workers’ compensation and certain other claims. The Corporation has limited its liability by purchasing reinsurance and commercial coverage from unrelated third-party insurers.

Effective January 1, 2014, all assets and liabilities of Stella Maris Insurance Company, Ltd. (“Stella Maris”), which qualified as a captive insurance company, merged into Venzke. Policies issued and reinsurance purchased by Stella Maris prior to January 1, 2014 and all losses previous to January 1, 2014 have been assumed by Venzke.

The Corporation’s current self-insurance program includes \$20 million per occurrence for the first layers of professional liability, as well as \$10 million per occurrence for hospital government liability, \$5 million per occurrence for errors and omission liability, and \$1 million per occurrence for directors’ and officers’ liability. Additional layers of professional liability insurance are available with coverage provided through other insurance carriers and various reinsurance arrangements. The total amount available for these subsequent layers is \$100 million in aggregate. The Corporation self-insures \$750,000 per occurrence for workers’ compensation in most states, with commercial insurance providing coverage up to the statutory limits, and self-insures up to \$500,000 in property damage liability with commercial insurance providing coverage up to \$1 billion.

The liability for self-insurance reserves represents estimates of the ultimate net cost of all losses and loss adjustment expenses, which are incurred but unpaid at the consolidated balance sheet date. The reserves are based on the loss and loss adjustment expense factors inherent in the Corporation’s premium structure. Independent consulting actuaries determined these factors from estimates of the Corporation’s expenses and available industry-wide data. The Corporation discounts the reserves to their present value using a discount rate of 3.0%. The reserves include estimates of future trends in claim severity and frequency. Although considerable variability is inherent in such estimates, management believes that the liability for unpaid claims and related adjustment expenses is adequate based on the loss experience of the Corporation. The estimates are continually reviewed and adjusted as necessary.

Claims in excess of certain insurance coverage and the recorded self-insurance liability have been asserted against the Corporation by various claimants. The claims are in various stages of processing, and some may ultimately be brought to trial. There are known incidents occurring through June 30, 2014 that may result in the assertion of additional claims, and other claims may be asserted arising from services provided in the past. While it is possible that settlement of asserted claims and claims that may be asserted in the future could result in liabilities in excess of amounts for which the Corporation has provided, management, based upon the advice of Counsel, believes that the excess liability, if any, should not materially affect the consolidated financial position, operations or cash flows of the Corporation.

8. PENSION AND OTHER BENEFIT PLANS

Deferred Compensation – The Corporation has nonqualified deferred compensation plans at certain RHMs that permit eligible employees to defer a portion of their compensation. The deferred amounts are distributable in cash after retirement or termination of employment. As of June 30, 2014, the assets under these plans totaled \$137.8 million and liabilities totaled \$145.1 million.

Defined Contribution Benefits – The Corporation sponsors defined contribution pension plans covering substantially all of its employees. These programs vary by location and are funded by employee voluntary contributions, subject to legal limitations. Employer contributions to these plans include varying levels of matching and non-elective contributions. The employees direct their voluntary contributions and employer contributions among a variety of investment options. Trinity Health suspended the majority of employer matching contributions for the fiscal year 2014. Contribution expense under the plans totaled \$68.8 million for the year ended June 30, 2014.

Noncontributory Defined Benefit Pension Plans (“Pension Plans”) – Substantially all of the Corporation’s employees participate in qualified, noncontributory defined benefit pension plans. Certain non-qualified, supplemental plan arrangements also provide retirement benefits to specified groups of participants.

CHE maintains several defined benefit pension plans. One of the plans is subject to the provisions of the Employee Retirement Security Act of 1974 (“ERISA”). The remaining plans have Church Plan status as determined by the Internal Revenue Service and are not governed by ERISA. The majority of the CHE qualified defined benefit plans are frozen and participants are no longer accruing benefits in those plans. Funding for the ERISA plan is made in accordance with ERISA requirements. Funding for the Church Plans varies by plan but generally is based on plan liabilities with amortization of any under or over funding, over a seven year period.

Trinity Health maintains three defined benefit pension plans, two of which have frozen benefits and are subject to the provisions of ERISA. The third plan, the Trinity Health Pension Plan, has church plan status. For the majority of plan participants in the Trinity Health Pension Plan, prior to June 30, 2010, benefits were based on years of service and employees’ highest five years of compensation at which time an accrued frozen benefit was calculated for all active participants. As of July 1, 2010, participants accrue benefits based on a cash balance formula, which credits participants annually with a percentage of eligible compensation based on age and years of service, as well as an interest credit based on a benchmark interest rate. A transition adjustment was provided to participants who were vested as of June 30, 2010, whose age and service met certain requirements at that date. The transition adjustment applies to the pension benefit earned through June 30, 2010 and increased compensation under the final average pay formula over a five-year period. Effective June 2014, the Trinity Health Pension Plan was amended to freeze all future benefit accruals as of December 31, 2014. As a result of this amendment, the Trinity Health Pension Plan projected benefit obligation decreased \$49.5 million, and the Corporation recognized a curtailment gain of \$149.7 million in the consolidated statement of operations and changes in net assets. Because this plan has Church Plan status, funding in accordance with ERISA is not required. The Corporation’s adopted funding policy for its qualified plan, which is reviewed annually, is to fund the current normal cost based on the accumulated benefit obligation at the plans’ December 31 year-end, and amortization of any under or over funding over a ten-year period.

Effective December 2013, the majority of the CHE and Trinity Health Plans were amended to implement a voluntary lump sum distribution window. The amendments provided the opportunity for certain eligible participants to elect to receive a full distribution of their pension benefits as a lump sum during the program window period from March 24, 2014 to May 2, 2014. To be eligible a participant

must have terminated employment on or before December 31, 2013. As a result of this program, the Plans' projected benefit obligations decreased \$698.4 million for benefits paid, and the Corporation recognized a settlement loss of \$196 million in the consolidated statement of operations and consolidated statement of operations and changes in net assets.

Postretirement Health Care and Life Insurance Benefits ("Postretirement Plans") – The Corporation sponsors both funded and unfunded contributory plans to provide health care benefits to certain of its retirees. All of the Postretirement Plans are closed to new participants. The plans cover certain hourly and salaried employees who retire from certain RHMs. Medical benefits for these retirees are subject to deductibles and co-payment provisions. Effective January 1, 2011, the funded plans provide benefits to certain retirees at fixed dollar amounts in Health Reimbursement Account arrangements for Medicare eligible participants.

The following table sets forth the changes in projected benefit obligations, accumulated postretirement obligations, and changes in plan assets and funded status of the plans for both the Pension and Postretirement Plans for the year ended June 30, 2014 (in thousands):

	<u>Pension Plans</u>	<u>Postretirement Plans</u>
Change in Benefit Obligation:		
Benefit obligation, beginning of year	\$ 6,244,763	\$ 107,865
Service cost	149,138	628
Interest cost	331,554	5,297
Actuarial loss (gain)	448,872	(302)
Benefits paid	(198,505)	(5,081)
Medicare Part D reimbursement	-	111
Curtailments	(49,449)	-
Settlements	(698,354)	-
Benefit obligation, end of year	<u>6,228,019</u>	<u>108,518</u>
Change in Plan Assets:		
Fair value of plan assets, beginning of year	5,491,447	84,523
Actual return on plan assets	699,893	15,338
Employer contributions	230,360	1,329
Benefits paid	(198,505)	(5,081)
Settlements	(698,354)	-
Fair value of plan assets, end of year	<u>5,524,841</u>	<u>96,109</u>
Unfunded amount recognized June 30	<u>\$ (703,178)</u>	<u>\$ (12,409)</u>
Recognized in other long-term assets	\$ 8,258	\$ 4,028
Recognized in accrued pension and retiree health costs	\$ (711,436)	\$ (16,437)

Actuarial losses incurred in the pension plans during the year ended June 30, 2014 are primarily related to changes in discount rates used to measure the plans' liabilities.

The accumulated benefit obligation and fair value of plan assets for the qualified defined benefit pension plans for the year ended June 30, 2014 are as follows (in thousands):

	<u>Pension Plans</u>
Accumulated benefit obligation	\$ 6,182,463
Fair value of plan assets	<u>5,524,841</u>
Funded status	<u>\$ (657,622)</u>

Components of net periodic benefit cost for the year ended June 30, 2014 consisted of the following (in thousands):

	<u>Pension Plans</u>	<u>Postretirement Plans</u>
Service cost	\$ 149,138	\$ 627
Interest cost	331,554	5,297
Expected return on assets	(398,683)	(6,008)
Amortization of prior service cost	(27,345)	(5,763)
Recognized net actuarial loss	<u>104,089</u>	<u>(167)</u>
Net periodic benefit cost (income) before curtailments/settlements	\$ 158,753	\$ (6,014)
Curtailment gain	(149,734)	-
Settlement loss	<u>195,987</u>	<u>-</u>
Net periodic benefit cost (income)	<u>\$ 205,006</u>	<u>\$ (6,014)</u>

The amounts in unrestricted net assets, including amounts arising during the year and amounts reclassified into net periodic benefit cost, are as follows (in thousands):

	Pension Plans			
	Net	Prior	Total	
	Loss (Gain)	Service Cost		
Balance at July 1, 2013	\$ 1,813,218	\$ (221,844)	\$ 1,591,374	
Curtailments	100,285		100,285	
Settlements	(195,987)		(195,987)	
Reclassified into net periodic benefit cost	(104,089)	27,345	(76,744)	
Arising during the year	147,643	-	147,643	
Balance at June 30, 2014	<u>\$ 1,761,070</u>	<u>\$ (194,499)</u>	<u>\$ 1,566,571</u>	

	Postretirement Plans			All Plans
	Net	Prior	Total	Grand
	Loss (Gain)	Service Credit		Total
Balance at July 1, 2013	\$ 3,287	\$ (10,159)	\$ (6,872)	\$ 1,584,502
Curtailments	-	-	-	100,285
Settlements	-	-	-	(195,987)
Reclassified into net periodic benefit cost	167	5,763	5,930	(70,814)
Arising during the year	(9,529)	-	(9,529)	138,114
Balance at June 30, 2014	<u>\$ (6,075)</u>	<u>\$ (4,396)</u>	<u>\$ (10,471)</u>	<u>\$ 1,556,100</u>

The following are estimated amounts to be amortized from unrestricted net assets into net periodic benefit cost during fiscal year 2015 (in thousands):

	Pension Plans	Postretirement Plans
Amortization of prior service credit	\$ (5,877)	\$ (564)
Recognized net actuarial loss (gain)	31,580	(261)
Total	<u>\$ 25,703</u>	<u>\$ (825)</u>

Assumptions used to determine benefit obligations and net periodic benefit cost as of and for the year ended June 30, 2014 were as follows:

	Pension Plans	Postretirement Plans
Benefit Obligations:		
Discount rate	4.60% - 5.20%	4.00% - 4.75%
Rate of compensation increase in 2014		
Graduated to 4% by 2017	2.50%	N/A
Net Periodic Benefit Cost:		
Discount rate	4.95% - 5.70%	4.40% - 5.20%
Expected long-term return on plan assets	7.00% - 7.50%	7.50%
Rate of compensation	3.0%	N/A

Approximately 93% of the Corporation's pension plan liabilities are measured using the 4.90% discount rate at June 30, 2014.

The Corporation utilizes a pension liability driven investment strategy in determining its asset allocation and long-term rate of return for plan assets. This risk management strategy uses a glide path methodology based on funded status to initiate asset allocation changes across the efficient frontier. Efficient frontier analysis models the risk and return trade-offs among asset classes while taking into consideration the correlation among the asset classes. Historical market returns and risks are examined as part of this process, but risk-based adjustments are made to correspond with modern portfolio theory. Long-term historical correlations between asset classes are used, consistent with widely accepted capital markets principles. Current market factors, such as inflation and interest rates, are evaluated before long-term capital market assumptions are determined. The long-term rate of return is established using the efficient frontier analysis approach with proper consideration of asset class diversification and rebalancing. Peer data and historical returns are reviewed to check for reasonableness and appropriateness.

Health Care Cost Trend Rates – Assumed health care cost trend rates have a significant effect on the amounts reported for the postretirement plans. The postretirement benefit obligation includes assumed health care cost trend rates as of June 30, 2014 as follows:

Medical and drugs, pre-age 65	7.5%
Medical and drugs, post-age 65	7.5%
Ultimate trend rate	5.0%
Year rate reaches the ultimate rate	2023

A one-percentage point change in assumed health care cost trend rates would have the following effects at June 30, 2014 (in thousands):

	<u>One-Percentage- Point Increase</u>	<u>One-Percentage- Point Decrease</u>
Effect on postretirement benefit obligation	\$ 3,358	\$ (2,861)
Effect on total of service cost and interest cost components	\$ 209	\$ (176)

The Corporation's investment allocations at June 30, 2014 by investment category are as follows:

Investment Category:	Pension Plans	Postretirement Plans
Cash and cash equivalents	5%	1%
Marketable securities:		
U.S. and non-U.S equity securities	10%	-
Equity mutual funds	7%	-
Debt securities	33%	32%
Other investments:		
Commingled funds	14%	67%
Hedge funds	24%	-
Private equity funds	6%	-
Other	1%	-
Total	<u>100%</u>	<u>100%</u>

The Corporation employs a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolio contains a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value, and small and large capitalizations. Other investments, such as hedge funds, interest rate swaps, and private equity are used judiciously to enhance long-term returns while improving portfolio diversification. Derivatives may be used to gain market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of the underlying investments. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies. For the majority of the Corporation's pension plan investments, the combined target investment allocation at June 30, 2014 was global and traditional equity securities 30%; long/short equity 10%; fixed income obligations 40%; hedge funds 15%; and alternative debt 5%.

The following table summarizes the Pension and Postretirement Plans' assets measured at fair value at June 30, 2014 (in thousands). See Note 10 for definitions of Levels 1, 2 and 3 of the fair value hierarchy.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Pension Plans:				
Cash and cash equivalents	\$ 294,057	\$ 602	\$ -	\$ 294,659
Equity securities	551,831	1,897	-	553,728
Debt securities				
Government and government agency obligations	-	538,138	-	538,138
Corporate bonds	-	1,132,025	-	1,132,025
Asset backed securities	-	69,621	2,467	72,088
Mutual funds				
Equity mutual funds	369,515	6,954	-	376,469
Fixed income mutual funds	107,318	-	-	107,318
Commingled funds				
Equity commingled funds	-	716,472	-	716,472
Fixed income commingled funds	-	66,950	-	66,950
Hedge funds	-	671,757	672,245	1,344,002
Private equity	-	-	309,163	309,163
Other	13,803	26	-	13,829
Total pension plans' assets at fair value	<u>\$ 1,336,524</u>	<u>\$ 3,204,442</u>	<u>\$ 983,875</u>	<u>\$ 5,524,841</u>
Postretirement Plans:				
Mutual funds				
Short term investment mutual funds	\$ 1,188	\$ -	\$ -	\$ 1,188
Fixed income mutual fund	30,862	-	-	30,862
Equity commingled fund	-	63,819	-	63,819
Other	240	-	-	240
Total postretirement plans' assets at fair value	<u>\$ 32,290</u>	<u>\$ 63,819</u>	<u>\$ -</u>	<u>\$ 96,109</u>

Unfunded capital commitments related to Level 3 private equity investments totaled \$119.5 million at June 30, 2014.

The Corporation's policy is to recognize transfers between all levels as of the beginning of the reporting period. There were no significant transfers to or from Levels 1 and 2 during the year ended June 30, 2014.

See Note 10 for the Corporation's methods and assumptions to estimate the fair value of equity and debt securities, mutual funds, commingled funds, and hedge funds.

Private Equity – These assets include several private equity funds that invest primarily in the United States, Asia and Europe, both directly and on the secondary market, pursuing distressed opportunities and natural resources, primarily energy. These funds are valued at net asset value, which is calculated using the most recent fund financial statements.

Other – Represents unsettled transactions relating primarily to purchases and sales of plan assets, accrued income, and derivatives. Due to the short maturity of these assets and liabilities, the fair value is equal to the carrying amounts. Concerning derivatives, the Pension Plans are party to certain agreements, which are designed to manage exposures to equities and interest rate risks. These instruments are used for the purpose of hedging changes in the fair value of assets and actuarial present value of accumulated plan benefits that result from interest rate changes, or as an efficient substitute for traditional securities. The fair value of the derivatives is estimated utilizing the terms of the derivative instruments and publicly available market yield curves. The Pension Plans' investment policies specifically prohibit the use of derivatives for speculative purposes.

The following table summarizes the changes in Level 3 Pension Plan assets for the year ended June 30 (in thousands):

	Asset Backed			Total
	Securities	Hedge Funds	Private Equity	
Balance at July 1, 2013	\$ -	\$ 767,942	\$ 251,228	\$ 1,019,170
Realized gain	-	3,787	9,576	13,363
Unrealized (loss) gain	5	70,891	26,584	97,480
Purchases	2,462	-	78,006	80,468
Sales	-	(126,903)	(44,681)	(171,584)
Settlements	-	35,418	(11,550)	23,868
Transfers out to Level 2	-	(78,890)	-	(78,890)
Balance at June 30, 2014	<u>\$ 2,467</u>	<u>\$ 672,245</u>	<u>\$ 309,163</u>	<u>\$ 983,875</u>

Transfers out of Level 3 into Level 2 were made for direct hedge funds where initial lock-up periods expired during fiscal year 2014.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Corporation believes the valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Expected Contributions – The Corporation expects to contribute \$192.2 million to its Pension Plans and \$1.4 million to its Postretirement Plans during the year ended June 30, 2015 under the Corporation's stated funding policy.

Expected Benefit Payments – The Corporation expects to pay the following for pension benefits, which reflect expected future service as appropriate, and expected postretirement benefits, before deducting the Medicare Part D subsidy (in thousands):

	<u>Pension Plans</u>	<u>Postretirement Plans</u>	<u>Postretirement Medicare Part D Subsidy</u>
2015	\$ 293,899	\$ 7,475	\$ 97
2016	296,896	7,549	93
2017	315,274	7,696	89
2018	334,068	7,789	83
2019	352,511	7,843	76
Years 2020 - 2024	1,959,666	38,456	296

9. COMMITMENTS AND CONTINGENCIES

Operating Leases – The Corporation leases various land, equipment and facilities under operating leases. Total rental expense, which includes provisions for maintenance in some cases, was \$202 million for the year ended June 30, 2014.

The following is a schedule of future minimum lease payments under operating leases as of June 30, 2014, that have initial or remaining lease terms in excess of one year (in thousands):

Years ending June 30:	
2015	\$ 141,356
2016	113,831
2017	97,093
2018	78,476
2019	61,978
Thereafter	<u>186,425</u>
Total	<u>\$ 679,159</u>

Litigation and Settlements –

Saint Alphonsus Regional Medical Center and its subsidiary Saint Alphonsus Diversified Care, Inc. (together, “Saint Alphonsus”) have been involved in litigation arising out of the withdrawal of Saint Alphonsus from an imaging center partnership. The matter first went to trial in 2007, was appealed and tried a second time in 2011. In the second trial, the jury held against Saint Alphonsus in the amount of \$52 million, which was offset by the value of Saint Alphonsus’ partnership interest, which, together with interest, was approximately \$6.6 million at the time of judgment. Saint Alphonsus appealed the second jury verdict to Idaho Supreme Court. On June 16, 2014, the Idaho Supreme Court affirmed the jury award, which, when combined with attorney fees, costs and interest, is a total judgment of approximately \$56 million. The Corporation recorded management’s estimation for damages of \$20 million in fiscal year 2007. As a result, an additional litigation accrual of \$36 million was recorded in the fiscal year 2014 consolidated statement of operations and statement of changes in net assets. The judgment was paid subsequent to year end.

CHE Trinity, Inc. as successor to CHE is the defendant in a purported class action lawsuit in New York state court brought by Emmet & Co, Inc., and First Manhattan Co, with respect to one series of bonds

issued for the benefit of CHE. Plaintiffs allege that CHE breached the Indenture relating to those bonds and violated the covenant of good faith and fair dealing in the exercise of its optional redemption rights for those bonds in connection with CHE's tender offer for those bonds. This lawsuit is similar to an earlier action by the plaintiffs against CHE and Merrill Lynch, Pierce, Fenner & Smith, one of the Corporation's underwriters, that was dismissed in 2013. The present lawsuit was preceded by plaintiff's unsuccessful 2014 request that the Trustee bring an action against CHE on the bonds in question. The Corporation believes that the tender and redemption process was properly conducted. The Corporation's management does not believe that this matter, if decided adversely, would have a material adverse effect on the financial condition of the Corporation. In June 2013, CHE received a notice from the IRS that these transactions were under audit, asking for information. CHE does not believe it has any direct exposure as these bonds are held by Merrill Lynch and is fully cooperating in the investigation.

On March 29, 2013, the CHE was notified that it is a defendant in a lawsuit which challenges the church plan status of the CHE Employee Pension Plan. In response thereto, CHE has filed a motion to dismiss the complaint which is now pending before the United States District Court for the Eastern District of Pennsylvania. At this point, it is not possible to assess the exposure, if any, related to these claims and no amount has been reserved at this time.

The Corporation is involved in other litigation and regulatory investigations arising in the course of doing business. After consultation with legal Counsel, management estimates that these matters will be resolved without material adverse effect on the Corporation's future consolidated financial position or results of operations.

Health Care Regulatory Environment

The health care industry is subject to numerous and complex laws and regulations of federal, state and local governments. These laws and regulations include, but are not limited to, matters such as licensure, accreditation, privacy, government health care program participation requirements, government reimbursement for patient services, and fraud and abuse. Compliance with such laws and regulations is complex and can be subject to future government interpretation as well as regulatory enforcement actions, including fines, penalties and exclusion from government health care programs such as Medicare and Medicaid. The Corporation and its RHM's periodically receive notices from governmental agencies requesting information regarding billing, payment, or other reimbursement matters, or notices of the initiation of government investigations. The healthcare industry in general is experiencing an increase in these activities as federal and state governments increase their enforcement activities and institute new programs designed to identify potential irregularities in reimbursement or quality of patient care. Based on the information received to date, management does not believe the ultimate resolution of these matters will have a material adverse effect on the Corporation's future consolidated financial position or results of operations.

10. FAIR VALUE MEASUREMENTS

The Corporation's consolidated financial statements reflect certain assets and liabilities recorded at fair value. Assets and liabilities measured at fair value on a recurring basis in the Corporation's consolidated balance sheet include: cash; cash equivalents; equity securities; debt securities; mutual funds; commingled funds; hedge funds; securities lending collateral; and derivatives. Defined benefit retirement plan assets are measured at fair value on an annual basis. Liabilities measured at fair value on a recurring basis for disclosure only include debt.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value should be based on assumptions that market participants would use, including a consideration of non-performance risk.

To determine fair value, the Corporation uses various valuation methodologies based on market inputs. For many instruments, pricing inputs are readily observable in the market; the valuation methodology is widely accepted by market participants and involves little to no judgment. For other instruments, pricing inputs are less observable in the marketplace. These inputs can be subjective in nature and involve uncertainties and matters of considerable judgment. The use of different assumptions, judgments and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The Corporation assesses the inputs used to measure fair value using a three level hierarchy based on the extent to which inputs used in measuring fair value are observable in the market. The fair value hierarchy is as follows:

Level 1 – Quoted (unadjusted) prices for identical instruments in active markets

Level 2 – Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar instruments in active markets
- Quoted prices for identical or similar instruments in non-active markets (few transactions, limited information, non-current prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the instrument (interest rates, yield curves, volatilities, default rates, etc.)

Inputs that are derived principally from or corroborated by other observable market data

Level 3 – Unobservable inputs that cannot be corroborated by observable market data

Valuation Methodologies – Exchange-traded securities whose fair value is derived using quoted prices in active markets are classified as Level 1. In instances where quoted market prices are not readily available, fair value is estimated using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The inputs to these models depend on the type of security being priced but are typically benchmark yields, credit spreads, prepayment speeds, reported trades and broker-dealer quotes, all with reasonable levels of transparency. Generally, significant changes in any of those inputs in isolation would result in a significantly different fair value measurement. The Corporation classifies these securities as Level 2 within the fair value hierarchy.

The Corporation maintains policies and procedures to value instruments using the best and most relevant data available. The Corporation's Level 3 securities are primarily investments in hedge funds. The fair values of Level 3 investments in these securities are predominately valued using a net asset value per share, which is provided by third-party administrators; however, in some cases they are obtained directly from the investment fund manager. The Corporation did not adjust the prices obtained. Third-party administrators do not provide access to their proprietary valuation models, inputs, and assumptions. Accordingly, the Corporation reviews the independent reports of internal controls for these service providers. In addition, on a quarterly basis, the Corporation performs reviews of investment consultant

industry peer group benchmarking and supporting relevant market data. Finally, all of the fund managers of the Corporation's Level 3 securities have an annual independent audit performed by an accredited accounting firm. The Corporation reviews these audited financials for ongoing validation of pricing used. Based on the information available, we believe that the fair values provided by the third-party administrators and investment fund managers are representative of prices that would be received to sell the assets at June 30, 2014.

In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Corporation's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset.

Following is a description of the valuation methodologies the Corporation used for instruments recorded at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

Cash and Cash Equivalents – The carrying amounts reported in the consolidated balance sheet approximate their fair value. Certain cash and cash equivalents are included in investments and assets limited or restricted as to use in the consolidated balance sheet.

Commercial Paper – The fair value of commercial paper is based on amortized cost. Commercial paper is designated as Level 2 investments with significant observable inputs including security cost, maturity and credit rating. Commercial paper is classified as either cash and cash equivalents or marketable securities in the consolidated balance sheet depending upon the length to maturity when purchased and are included in cash and cash equivalents or debt securities in the fair value table.

Security Lending Collateral – The security lending collateral is invested in a Northern Trust sponsored commingled collateral fund, which is comprised primarily of short-term securities. The fair value amounts of the commingled collateral fund are determined using the calculated net asset value per share (or its equivalent) for the fund with the underlying investments valued using techniques similar to those used for marketable securities noted below.

Equity Securities – Equity securities are valued at the closing price reported on the applicable exchange on which the security is traded, or are estimated using quoted market prices for similar securities.

Debt Securities – Debt securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures.

Mutual Funds – Mutual funds are valued using the net asset value based on the value of the underlying assets owned by the fund, minus liabilities, divided by the number of shares outstanding, and multiplied by the number of shares owned.

Commingled Funds – Commingled funds are developed for investment by institutional investors only and therefore do not require registration with the Securities and Exchange Commission. Commingled funds are recorded at fair value based on either the underlying investments that have a readily determinable market value or based on net asset value, which is calculated using the most recent fund financial statements. Commingled funds are categorized as Level 2 unless they have a redemption restriction greater than 95 days, in which case they are categorized as Level 3.

Hedge Funds – The Corporation invests in various hedge fund strategies. These funds utilize either a direct or a “fund-of-funds” approach resulting in diversified multi-strategy, multi-manager investments. Underlying investments in these funds may include equities, fixed income securities, commodities, currencies and derivatives. These funds are valued at net asset value, which is calculated using the most recent fund financial statements. Hedge funds are categorized as Level 2 unless they have a redemption restriction greater than 95 days, in which case they are categorized as Level 3.

The Corporation classifies its equity and debt securities, mutual funds, commingled funds and hedge funds as trading securities. The amount of holding gains for fiscal year 2014 included in the excess of revenue over expenses related to securities still held at June 30, 2014 were \$471.6 million.

Equity Method Investments – The Corporation accounts for certain other investments using the equity method. These investments are structured as limited liability corporations and partnerships and are designed to produce stable investment returns regardless of market activity. These investments utilize a combination of “fund-of-funds” and direct fund investment strategies resulting in a diversified multi-strategy, multi-manager investments approach. Some of these funds are developed by investment managers specifically for the Corporation’s use and are similar to mutual funds, but are not traded on a public exchange. Underlying investments in these funds may include other funds, equities, fixed income securities, commodities, currencies and derivatives. Audited information is only available annually based on the limited liability corporations, partnerships or funds’ year-end. Management’s estimates of the fair values of these investments are based on information provided by the third-party administrators and fund managers or the general partners. Management obtains and considers the audited financial statements of these investments when evaluating the overall reasonableness of the recorded value. In addition to a review of external information provided, management’s internal procedures include such things as review of returns against benchmarks and discussions with fund managers on performance, changes in personnel or process, along with evaluations of current market conditions for these investments. Investment managers meet with the Corporation’s Investment Subcommittee of the Finance and Stewardship Committee of the Board of Directors on a periodic basis. Because of the inherent uncertainty of valuations, values may differ materially from the values that would have been used had a ready market existed. The balance of these investments at June 30, 2014 was \$1,416 million. Unfunded capital commitments related to equity method investments totaled \$75.9 million at June 30, 2014.

Cash and cash equivalents, equity and debt securities, mutual funds, commingled funds, hedge funds, and equity method investments totaled \$8,427 million at June 30, 2014.

Interest Rate Swaps – The fair value of the Corporation’s derivatives, which are mainly interest rate swaps, are estimated utilizing the terms of the swaps and publicly available market yield curves along with the Corporation’s nonperformance risk as observed through the credit default swap market and bond market and based on prices for recent trades. These swap agreements are classified as Level 2 within the fair value hierarchy.

The following table presents information about the fair value of the Corporation's financial instruments measured at fair value on a recurring basis and recorded at June 30, 2014 (in thousands):

Assets:	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Cash and cash equivalents	\$ 1,585,907	\$ 38,630	\$ -	\$ 1,624,537
Security lending collateral	-	187,882	-	187,882
Equity securities	988,848	5,674	972	995,494
Debt securities:				
Government and government agency obligations	-	445,517	1,529	447,046
Corporate bonds	-	350,744	583	351,327
Asset backed securities	-	81,376	100	81,476
Bank loans	-	64,126	-	64,126
Other	-	10,599	-	10,599
Mutual funds:				-
Equity mutual funds	847,924	-	-	847,924
Fixed income mutual funds	596,739	-	-	596,739
Real estate investment funds	10,682	-	-	10,682
Other	16,384	-	-	16,384
Commingled funds	-	774,926	-	774,926
Hedge funds	-	657,781	344,544	1,002,325
Interest rate swaps	-	32,258	-	32,258
Total assets	<u>\$ 4,046,484</u>	<u>\$ 2,649,513</u>	<u>\$ 347,728</u>	<u>\$ 7,043,725</u>
Liabilities:				
Interest rate swaps	<u>\$ -</u>	<u>\$ 148,885</u>	<u>\$ -</u>	<u>\$ 148,885</u>

The Corporation's policy is to recognize transfers between all levels as of the beginning of the reporting period. There were no significant transfers to or from Levels 1 and 2 during the year ended June 30, 2014.

The following table summarizes the changes in Level 3 assets for the year ended June 30, 2014 (in thousands):

	Equity Securities	Government and Government Agency Obligations	Corporate Bonds	Asset Backed Securities	Hedge Funds	Total
Balance at July 1, 2013	<u>\$ 1,449</u>	<u>\$ -</u>	<u>\$ 2,886</u>	<u>\$ -</u>	<u>\$ 376,807</u>	<u>\$ 381,142</u>
Realized gain	-	(2)	(99)	-	2,287	2,186
Unrealized (loss) gain	-	(609)	(96)	-	30,197	29,492
Purchases	-	2,140	1,230	100	14,170	17,640
Settlements	(3)	-	(4,638)	-	(17,243)	(21,884)
Transfers (to) from Level 2	(474)	-	1,300	-	(61,674)	(60,848)
Balance at June 30, 2014	<u>\$ 972</u>	<u>\$ 1,529</u>	<u>\$ 583</u>	<u>\$ 100</u>	<u>\$ 344,544</u>	<u>\$ 347,728</u>

Investments in Entities that Calculate Net Asset Value per Share – The Corporation holds shares or interests in investment companies at year-end, included in commingled funds and hedge funds, where the fair value of the investment held is estimated based on the net asset value per share (or its equivalent) of the investment company. There were no unfunded commitments as of June 30, 2014. The fair value and redemption rules of these investments are as follows as of June 30, 2014 (in thousands):

	<u>Fair Value</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Commingled funds	\$ 774,926	Daily - Monthly	0 - 60 days
Hedge funds	1,002,325	Monthly, quarterly, semi-annually	30 - 95 days
Total	<u>\$ 1,777,251</u>		

The hedge fund category includes equity long/short hedge funds, multi-strategy hedge funds and relative value hedge funds. Equity long/short hedge funds invest both long and short, primarily in U.S. common stocks. Management of the fund has the ability to shift investments from value to growth strategies, from small to large capitalization stocks, and from a net long position to a net short position. Multi-strategy hedge funds pursue multiple strategies to diversify risks and reduce volatility. Relative value hedge fund's strategy is to exploit structural and technical inefficiencies in the market by investing in financial instruments that are perceived to be inefficiently priced as a result of business, financial or legal uncertainties. Investments representing approximately 6.1% of the value of the investments in this category can only be redeemed bi-annually subsequent to the initial investment date. Investment representing 18.4% of the investments in this category can only be redeemed at the rate of 25% per quarter.

The commingled fund category primarily includes investments in funds that invest in financial instruments of U.S. and non-U.S. entities, primarily bonds, notes, bills, debentures, currencies, and interest rate and derivative products.

The composition of investment returns included in the consolidated statement of operations and changes in net assets for the year ended June 30, 2014 is as follows (in thousands):

Dividend, interest income and other	\$ 130,961
Realized gain, net	196,727
Realized equity gain, other investments	24,528
Change in net unrealized gain on investments	<u>350,532</u>
Total investment return	<u>\$ 702,748</u>
Included in:	
Operating income	\$ 75,123
Nonoperating items	609,010
Changes in restricted net assets	<u>18,615</u>
Total investment return	<u>\$ 702,748</u>

In addition to investments, assets restricted as to use include receivables for unconditional promises to give cash and other assets net of allowances for uncollectible promises to give. Unconditional promises to give consist of the following at June 30, 2014 (in thousands):

Amounts expected to be collected in:	
Less than one year	\$ 24,359
One to five years	34,761
More than five years	<u>5,840</u>
	64,960
Discount to present value of future cash flows	(2,819)
Allowance for uncollectible amounts	<u>(6,030)</u>
Total unconditional promises to give, net	<u>\$ 56,111</u>

Patient Accounts Receivable, Estimated Receivables from Third-Party Payors and Current Liabilities

– The carrying amounts reported in the consolidated balance sheet approximate their fair value.

Long-Term Debt – The carrying amounts of the Corporation’s variable rate debt approximate their fair values. The fair value of the Corporation’s fixed rate long-term debt is estimated using discounted cash flow analyses, based on current incremental borrowing rates for similar types of borrowing arrangements. The fair value of the fixed rate long-term revenue and refunding bonds was \$3,195 million at June 30, 2014. Under the fair value hierarchy, these financial instruments are valued primarily using Level 2 inputs. The related carrying value of the fixed rate long-term revenue and refunding bonds was \$2,923 million at June 30, 2014. The fair values of the remaining fixed rate capital leases, notes payable to banks, and mortgage loans are not materially different from their carrying values.

11. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative Financial Instruments – In the normal course of business, the Corporation is exposed to market risks, including the effect of changes in interest rates and equity market volatility. To manage these risks the Corporation enters into various derivative contracts, primarily interest rate swaps. Interest rate swaps are used to manage the effect of interest rate fluctuations.

Management reviews the Corporation’s hedging program, derivative position, and overall risk management on a regular basis. The Corporation only enters into transactions it believes will be highly effective at offsetting the underlying risk.

Interest Rate Swaps – The Corporation utilizes interest rate swaps to manage interest rate risk related to the Corporation’s variable interest rate debt, variable rate leases and a fixed income investment portfolio. Cash payments on interest rate swaps totaled \$15.6 million for the year ended June 30, 2014 and are included in nonoperating income.

Certain of the Corporation’s interest rate swaps contain provisions that give certain counterparties the right to terminate the interest rate swap if a rating is downgraded below specified thresholds. If a ratings downgrade threshold is breached, the counterparties to the derivative instruments could demand immediate termination of the swaps. Such termination could result in a payment from the Corporation or a payment to the Corporation depending on the market value of the interest rate swap.

Effect of Derivative Instruments on Excess of Revenue over Expenses – The following table represents the effect derivative instruments had on the Corporation’s financial performance for the year ended June 30, 2014 (in thousands):

<u>Derivatives Not Designated as Hedging Instruments</u>	<u>Location of Net Gain (Loss) Recognized in Excess of Revenue over Expenses or Unrestricted Net Assets</u>	<u>Amount of Net Gain (Loss) Recognized in Excess of Revenue over Expenses</u>
Excess of Revenue over Expenses:		
Interest rate swaps	Change in market value and cash payment on interest rate swaps	\$ (25,514)
Interest rate swaps	Investment income	(593)
		<u>\$ (26,107)</u>

Balance Sheet Effect of Derivative Instruments - The following table summarizes the estimated fair value of the Corporation’s derivative financial instruments at June 30, 2014 (in thousands):

<u>Derivatives Not Designated as Hedging Instruments</u>	<u>Consolidated Balance Sheet Location</u>	<u>Fair Value</u>
Asset Derivatives:		
Interest rate swaps	Investments	\$ 5,855
Interest rate swaps	Other assets	26,403
Total asset derivatives		<u>\$ 32,258</u>
Liability Derivatives:		
Interest rate swaps	Other long-term liabilities	<u>\$ 148,885</u>

The counterparties to the interest rate swaps expose the Corporation to credit loss in the event of non-performance. At June 30, 2014, an adjustment for non-performance risk reduced derivative assets by \$1.0 million and derivatives liabilities by \$11.2 million.

12. TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS

Temporarily restricted net assets are those whose use by the Corporation has been limited by donors to a specific time period or purpose. Permanently restricted net assets have been restricted by donors to be maintained in perpetuity. Temporarily restricted net assets and permanently restricted net assets at June 30, 2014 are available for the following purposes (in thousands):

Temporarily Restricted Net Assets:	
Education and research	\$ 20,252
Building and equipment	103,683
Patient care	47,712
Cancer Center/research	14,753
Services for elderly care	33,767
Other	73,139
Total	<u>\$ 293,306</u>
 Permanently Restricted Net Assets:	
Hospital operations	\$ 25,844
Medical programs	7,465
Scholarship funds	5,033
Research funds	9,787
Community service funds	14,211
Other	24,723
Total	<u>\$ 87,063</u>

The Corporation’s endowments consist of funds established for a variety of purposes. Endowments include both donor-restricted endowment funds and funds designated by the Board to function as endowments. Net assets associated with endowment funds, including funds designated by the Board to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions. The Corporation considers various factors in making a determination to appropriate or accumulate donor-restricted endowment funds.

The Corporation employs a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of endowment funds for a prudent level of risk. The Corporation targets a diversified asset allocation to achieve its long-term return objectives within prudent risk constraints. The Corporation can appropriate each year all available earnings in accordance with donor restrictions. The endowment corpus is to be maintained in perpetuity. Certain donor-restricted endowments require a portion of annual earnings to be maintained in perpetuity along with the corpus. Only amounts exceeding the amounts required to be maintained in perpetuity are expended.

The following table summarizes net asset composition by type of fund at June 30, 2014 (in thousands):

	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total
Donor-restricted endowment funds	\$ -	\$ 36,340	\$ 87,063	\$ 123,403
Board-designated endowment funds	90,942	-	-	90,942
Total endowment funds	<u>\$ 90,942</u>	<u>\$ 36,340</u>	<u>\$ 87,063</u>	<u>\$ 214,345</u>

Changes in endowment net assets for the year ended June 30, 2014 include (in thousands):

	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	Total
Endowment net assets, July 1, 2013	\$ 78,848	\$ 31,598	\$ 92,678	\$ 203,124
Investment return:				
Investment gain	5,522	4,235	1,238	10,995
Change in net realized and unrealized gains	5,200	1,557	1,620	8,377
Total investment return	10,722	5,792	2,858	19,372
Contributions	38	131	3,621	3,790
Transfer to create a board designated endowment	1,161	-	-	1,161
Appropriation of endowment assets for expenditures	(5,601)	(1,606)	-	(7,207)
Other	5,774	425	(12,094)	(5,895)
Endowment net assets, June 30, 2014	<u>\$ 90,942</u>	<u>\$ 36,340</u>	<u>\$ 87,063</u>	<u>\$ 214,345</u>

The table below describes the restrictions for endowment amounts classified as temporarily restricted net assets and permanently restricted net assets as of June 30, 2014 (in thousands):

Temporarily Restricted Net Assets:

Term endowment funds	\$ 4,783
The portion of perpetual endowment funds subject a purpose restriction	31,557
Total endowment funds classified as temporarily restricted net assets	<u>\$ 36,340</u>

Permanently Restricted Net Assets:

Investment to be held in perpetuity, the income from which is expendable to support health care services	\$ 62,912
Endowments requiring income to be added to the original gift	13,939
Other	10,212
Total	<u>\$ 87,063</u>

Funds with Deficiencies – Periodically the fair value of assets associated with the individual donor-restricted endowment funds may fall below the level that the donor requires the Corporation to retain as a fund of perpetual duration. Deficiencies of this nature are reported in unrestricted net assets. These deficiencies result from unfavorable market fluctuations and/or continued appropriation for certain programs that was deemed prudent by the Corporation.

13. RESTRUCTURING CHARGES

During fiscal year 2014, management authorized and committed the Corporation to undertake a comprehensive performance improvement plan to realign its cost structure. The Corporation had a workforce reduction as part of the plan. As a result of these actions, restructuring charges of \$46 million have been included in the consolidated statement of operations and changes in net assets. The restructuring charges are primarily for severance and termination benefits. As of June 30, 2014, \$15 million in benefits have been paid.

14. SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 3, 2014, the date the consolidated financial statements were issued. The following subsequent events were noted:

Merger of Entities – CHE Trinity Inc., CHE and Trinity Health were merged into one legal corporation, with Trinity Health being the surviving legal corporation on July 1, 2014.

Consolidation of Siouxland Surgery Center, LLP (“Siouxland”) – Effective July 1, 2014, a joint venture was created between Mercy Health Services – Iowa, Corp. (“Mercy”) and USP Health Ventures, LLC (“USP”), (collectively, “Mercy/USP”). Mercy owns a controlling interest of 55.71% and USP owns the remaining 44.29% interest of the joint venture. Mercy/USP then entered into a Securities Purchase Agreement with SSC Physician Investors, LLC (“Physician Investors”), whereby Mercy contributed 30.9% of their pre-existing ownership of Siouxland and USP contributed their newly acquired 24.6% ownership of Siouxland, resulting in Mercy/USP owning a controlling interest of 55.54% of Siouxland with the remaining 44.46% interest owned by Physician Investors. As a result of the transaction, Mercy reported a gain of \$40.3 million in the consolidated statement of operations and changes in net assets in July, 2014. Siouxland operates a surgical specialty hospital and medical facility in Dakota Dunes, South Dakota and has operating revenue of \$64 million annually. Summarized consolidated balance sheet information for Mercy/USP as of July 1, 2014 is as follows (in thousands):

Cash	\$	4,178	Accounts payable and accrued expenses	\$	9,409
Patient accounts receivable		11,191	Current portion of long-term debt		1,031
Other current assets		3,539	Long-term debt, net of current portion		12,075
Property and equipment		24,133	Total liabilities acquired	\$	<u>22,515</u>
Goodwill		134,947			
Other assets		799	Unrestricted net assets	\$	57,265
Total assets acquired	\$	<u>178,787</u>	Unrestricted noncontrolling interest		<u>99,007</u>
			Total net assets	\$	<u>156,272</u>

Litigation – On July 17, 2014, Trinity Health Corporation (now CHE Trinity Inc.) was notified that it is a defendant in a lawsuit filed in the United States District Court District of Maryland that challenges the church plan status of the Trinity Health Employee Pension Plan. This is similar to other purported class action cases that have been brought against large Catholic health care systems, including one making similar allegations with respect to the Catholic Health East employee pension plan. This is one of six such challenges filed against Catholic health systems across the country. At this point, it is not possible to assess the exposure, if any, related to these claims and CHE Trinity Inc. has not reserved any amounts at this time related to either the existing challenge with respect to the Catholic Health East employee pension plan or the recently filed lawsuit against Trinity Health Corporation.

* * * *

SCHEDULE 2

DESIGNATED AFFILIATES AS OF JUNE 30, 2014

Designated Affiliates

Alabama

- Mercy Medical, A Corporation – Daphne, Alabama

California

- Saint Agnes Medical Center – Fresno, California

Connecticut

- McAuley Center, Incorporated – West Hartford, Connecticut
- Mercy Community Health, Inc. – West Hartford, Connecticut
- Mercy Community Home Care Services, Inc. – West Hartford, Connecticut
- Mercyknoll, Incorporated – West Hartford, Connecticut
- Mercy Services, Inc. – West Hartford, Connecticut
- Saint Mary Home, Incorporated – West Hartford, Connecticut
- Saint Mary Home, II, Incorporated – West Hartford, Connecticut

Delaware

- Saint Francis Hospital, Inc. – Wilmington, Delaware

Florida

- Allegany Franciscan Ministries, Inc. – Palm Harbor, Florida
- Holy Cross Hospital, Inc. – Fort Lauderdale, Florida
- Holy Cross Long Term Care, Inc. – Fort Lauderdale, Florida

Georgia

- Good Samaritan Hospital, Inc. – Greensboro, Georgia
- St. Mary's Health Care System, Inc. – Athens, Georgia
- St. Mary's Highland Hills, Inc. – Athens, Georgia
- Saint Joseph's Health System, Inc. – Atlanta, Georgia
- Saint Joseph's Mercy Care Services, Inc. – Atlanta, Georgia
- Mercy Senior Care, Inc. – Atlanta, Georgia

Idaho

- Saint Alphonsus Health System – Boise, Idaho
- Saint Alphonsus Regional Medical Center – Boise, Idaho
- Saint Alphonsus Regional Medical Center – Nampa – Nampa, Idaho

Illinois

- Gottlieb Memorial Hospital – Melrose Park, Illinois
- Loyola University Health System – Maywood, Illinois
- Loyola University Medical Center – Maywood, Illinois

Indiana

- Saint Joseph Regional Medical Center, Inc. – Mishawaka, Indiana

- Saint Joseph Regional Medical Center, Inc. – South Bend Campus – Mishawaka, Indiana
- Saint Joseph Regional Medical Center, Inc. – Plymouth Campus – Plymouth, Indiana
- Trinity Continuing Care Services - Indiana, Inc. – South Bend, Indiana

Iowa

- Mercy Health Services – Iowa, Corp. – Dubuque, Dyersville, Mason City, New Hampton and Sioux City, Iowa
- Mercy Medical Center – Clinton, Inc. – Clinton, Iowa

Maryland

- Holy Cross Health, Inc. – Silver Spring, Maryland

Massachusetts

- Brightside, Inc. – Holyoke, Massachusetts
- Farren Care Center, Inc. – Turners Falls, Massachusetts
- The Mercy Hospital, Inc. – Springfield, Massachusetts
- Sisters of Providence Care Centers, Inc. – Holyoke, Massachusetts
- Sisters of Providence Health System, Inc. – Springfield, Massachusetts

Michigan

- Trinity Health – Michigan – Livonia, Port Huron, Ann Arbor, Chelsea, Howell, Pontiac, Cadillac, Grayling and Grand Rapids, Michigan
- Mercy Health Partners – Muskegon, Michigan
- Mercy Health Partners – Hackley Campus – Muskegon, Michigan
- Mercy Health Partners – Lakeshore Campus – Muskegon, Michigan
- Trinity Continuing Care Services – Shelby, Warren, White Lake, Grand Rapids, Grand Haven, Muskegon and Livonia, Michigan
- Trinity Home Health Services – Livonia, Michigan

New Jersey

- The Osborn Family Health Center, Our Lady of Lourdes Medical Center – Camden, New Jersey
- Our Lady of Lourdes Health Care Services, Inc. – Camden, New Jersey
- Our Lady of Lourdes Medical Center, Inc. – Camden, New Jersey
- Lourdes Ancillary Services, Inc. – Camden, New Jersey
- Our Lady of Lourdes School of Nursing, Inc. – Camden, New Jersey
- Lourdes Medical Center of Burlington County, A New Jersey Nonprofit Corporation – Willingboro, New Jersey
- St. Francis Medical Center, A New Jersey Nonprofit Corporation – Trenton, New Jersey

North Carolina

- Saint Joseph of the Pines, Inc. – Southern Pines, North Carolina

Ohio

- Mount Carmel Health System – Columbus, Westerville and New Albany, Ohio

Oregon

- Saint Alphonsus Medical Center – Baker City, Inc. – Baker City, Oregon
- Saint Alphonsus Medical Center – Ontario, Inc. – Ontario, Oregon

Pennsylvania

- Mercy Catholic Medical Center of Southeastern Pennsylvania – Philadelphia and Darby, Pennsylvania
- Mercy Family Support – Springfield, Pennsylvania
- Mercy Health Plan – Conshohocken, Pennsylvania
- Mercy Health System of Southeastern Pennsylvania – Conshohocken, Pennsylvania
- Mercy Home Health – Springfield, Pennsylvania
- Mercy Home Health Services – Springfield, Pennsylvania
- Mercy Management of Southeastern Pennsylvania – Conshohocken, Pennsylvania
- Mercy Suburban Hospital – Norristown, Pennsylvania
- Nazareth Hospital – Philadelphia, Pennsylvania
- St. Agnes Continuing Care Center – Philadelphia, Pennsylvania
- McAuley Ministries – Pittsburgh, Pennsylvania
- Pittsburgh Mercy Health System, Inc. – Pittsburgh, Pennsylvania
- Mercy Life Center Corporation – Pittsburgh, Pennsylvania
- Langhorne MRI, Inc. – Langhorne, Pennsylvania
- St. Mary Medical Center – Langhorne, Pennsylvania

EXHIBIT 15

Exhibit 15

The proposed transaction is consistent with the goal of OHCA's planning and regulation activities which is to "improve the health of Connecticut residents; increase the accessibility, continuity and quality of health services; prevent unnecessary duplication of health resources; and provide financial stability and cost containment of healthcare services." (See **Attachment 1** to this **Exhibit 15**). The core of this proposal is maintaining and enhancing access to the vital, quality health services currently provided by Saint Francis Care in a cost-effective manner which provides the financial stability necessary to allow the services to continue in the long term.

The transaction between Saint Francis Care and Trinity Health is consistent with the guiding principles of the Department of Health's Statewide Health Care Facilities and Services Plan in that the formation of the new RHM will:

- Promote and support the long term viability of the state's health delivery system;

As a result of becoming a new RHM in the Trinity Health system, Saint Francis Care will have access to:

- System services that may lower its operating costs;
- Capital financing and debt restructuring programs at favorable rates;
- Support to enable Saint Francis Care to satisfy its pension and long term debt liabilities;
- A commitment to ensure \$275 million dollars in near-term capital that will allow Saint Francis Care to:
 - Complete its EPIC electronic medical record conversion more efficiently;
 - Address equipment replacement and routine facility upgrades; and
 - Make appropriate strategic investments in healthcare initiatives as opportunities over the next five years;
- Greater resources to preserve vital community and medical education programs.

Saint Francis Care is an important economic engine in the State of Connecticut, employing over 5,000 employees and generating over \$1.2 billion in economic activity annually in the State. It is also a key component of the medical safety net in this community, providing over \$89 million in community benefits in FY 2013 alone. Lastly, Saint Francis Care is a major teaching affiliate of the University of Connecticut School of Medicine and provides educational training and clinical experience to over 2,000 health professionals each year at a variety of other educational institutions.

Joining the Trinity Health system will help enable Saint Francis *Care* to preserve its 117 year tradition of providing high quality, non-profit Catholic healthcare services in the most cost efficient manner possible.

- Ensure that any regulated service will maintain overall access to quality health care, promote equitable access to health care services (e.g. reducing financial barriers, increasing availability of physicians) and facilitate access to preventive and medically necessary health care;

Saint Francis *Care*'s current Financial Assistance and Self Pay policies will not change as a result of the transaction (See **Attachment 2** to this **Exhibit 15**). Consistent with the mission and values of Saint Francis *Care*, current and future services provided by Saint Francis *Care* will remain available to those patients in need regardless of their financial circumstances.

Like many care providers, Saint Francis *Care* is challenged to attract and retain a sufficient number of highly skilled physicians and allied health personnel to support its health program offerings. Trinity Health's geographic breadth and commitment to quality in healthcare education will help make Saint Francis *Care* a more attractive site from which physicians can practice and serve their patients.

Additionally, Trinity Health's support of Saint Francis *Care* will enable Saint Francis *Care* to remain an integral participant in innovative healthcare initiatives that benefit Connecticut citizens. For example, according to hartfordbusiness.com (December 17, 2014), the federal government awarded \$45 million to the State of Connecticut through the State Innovation Model grant; these grant dollars are awarded from the Affordable Care Act and are meant to design, and test programs that improve healthcare quality, affordability and accessibility. The State of Connecticut was one of eleven states selected to receive State Innovation Model (SIM) Test Grant Awards designed to improve population health, strengthen primary care, promote value-based payment and insurance design, and obtain multi-payer alignment on quality, health equity, and care experience measures. Saint Francis *Care* through its joint venture with UConn Health, the Connecticut Institute for Primary Care Innovation (CIPCI), worked with the State on the parts of the application aimed at primary care practice transformation. Recognizing the need of primary care providers to transform their practices as the cornerstone of improving care and reducing costs, CIPCI proposed to the State the creation of learning collaboratives for primary care practices interested in pursuing transformation. As a state resource and a centralized hub, CIPCI has the physical presence and expertise to be an integral member of the State's Innovation Model grant. As the SIM grant is aimed at transforming care for patients with Medicaid, CIPCI's efforts will have a significant impact on reducing health care expense for the State's highest consumers of health care services. Clearly, this grant will help the State of Connecticut to shape

its healthcare initiatives and as a result should help Saint Francis *Care* in its future endeavors.

- Encourage and support health education, promotion and prevention initiatives;

Saint Francis *Care* and Trinity Health share a common values-centered mission that focuses on caring for the financially poor and most vulnerable populations. By joining with a financially stable, mission-driven organization like Trinity Health, Saint Francis *Care* will have the best opportunity to assure the perpetuation of its community health programs for many future years.

Caring for the community beyond the hospital walls has long been a priority for Saint Francis *Care*. By bringing its services into the community through programs which focus on community health, Saint Francis *Care* embraces creative solutions for improving our community's health.

Saint Francis *Care's* commitment to community health is best demonstrated by the establishment of the Curtis D. Robinson Center for Health Equity (begun as an Institute in 2009), platform dedicated to eliminating disparities in healthcare and serving as a leader in health equity. Housed within the Urban League of Greater Hartford, this unprecedented Saint Francis *Care* Board-endorsed initiative serves as a hub for community engagement, data collection and use in understanding needs of our community, and bridging the resources of Saint Francis *Care* with all communities we serve. At the Center you will find a multi-cultural, multi-lingual team of physicians, nurses and outreach staff harnessing the health system resources into the identified needs of families in our service areas of Connecticut. They include culturally-appropriate health assessments, health education; community-based clinical services such as health screenings and immunizations. A key principle of the Center's activities is to be culturally and community informed.

Saint Francis *Care* partnered with like-minded organizations such as the Hartford Hispanic Council, Tuskegee University, local area places of worship and other community organizations to focus on specific health needs of minority populations in its service area and culturally inclusive training for employees. These health equity initiatives demand a strategic approach to health equity informed by the communities we serve, our partners, and the Saint Francis *Care's* team committed to measuring impact on improved care. As a result, research, community engagement, education, and bridging health resources to those seeking care are core activities identified with the Curtis D. Robinson Center for Health Equity.

Examples of Saint Francis *Care's* recent successes include:

- The 4th Annual Town Hall Meeting – 11/18/14 “Is Our Food Making Us Sick?” sponsored by the Curtis D. Robinson Center For Health Equity Meeting provided

information to the community in the areas of food policy, nutrition, obesity, reduction and health and community organizing around health issues.

- Saint Francis Hospital and Medical Center Breast Feeding Heritage and Pride - Saint Francis Hospital and Medical Center in partnership with the Hispanic Health Council received a three year grant to expand a program that trains low income African American and Hispanic mothers who are patients of the Saint Francis Center for Women's Health. Through this program women are encouraged to breast feed their newborns using trained peer counselors with the goal of reducing the risk of Sudden Infant Death syndrome, asthma, allergies, respiratory infections and other problems among newborns in this population of women.
- Maternal Infant Outreach Program (MIOP) – Saint Francis Hospital and Medical Center participates in the City of Hartford MIOP program that monitors health conditions of high-risk pregnant women in Hartford, to assess preventable risk factors associated with low birth weight, and to help identify effective and ineffective elements of existing efforts. Services provided by Saint Francis Hospital and Medical Center include pregnancy tests, prenatal care, patient education and nutritional counseling, routine gynecologic care, breast exams, cervical cancer prevention, post-menopausal counseling and hormone therapy along with STD and HIV testing and counseling.

In addition to these targeted programs seeking to address service inequities for minority populations, Saint Francis *Care* offers a wide range of community education programs to its entire service area population, including:

Caregiver Support Services

- CREC Magnet School Partnership
- Golfers in Motion Program
- Health Equity Fellowship
- Housing Support
- Joan C. Dauber Food Bank
- Keep-the-Power-On Utility Clinic Programs
- Literacy Support Programs
- Medical Legal Partnership Program
- Nurturing Families Network Case Management Services
- Pastoral Counseling Program
- Procurement of Pharmaceuticals for Indigent Clients
- Services for Children and Families Impacted by Child Abuse
- Support for Malta Van Services Healthcare Support Services
- Support of Neighborhood Associations
- The Auxiliary Repetitions Thrift Store

Community Health Education

- Bereavement and Spirituality Classes
- Break Free from Smoking Program
- Breastfeeding Support
- Cancer Support Groups
- Cardiac Rehab and Wellness
- Care Management Support Services
- Center for Diabetes & Metabolic Care Program Education and Outreach
- Child Abuse Prevention Education and Outreach
- Childbirth Education Classes
- Colorectal Screening Program
- Community Lectures on Health Promotion, Early Detection, and Disease Management Topics
- CPR and Safety Programs
- Diabetes Support Services
- Domestic Violence Prevention Training
- Golfers in Motion
- Healthy Start and Parenting Programs
- Integrative Health Services Classes
- Lead Poisoning Prevention Education and Outreach
- Mental Health Alliance and Support
- Multidisciplinary Case Management Team for Child Abuse
- Nutrition and Weight Management Programs
- Powerful Tools for Caregivers Program
- Preventive Health Screenings:
 - Bone Density Screenings
 - Cardiovascular Risk Assessment
 - Child Seat Safety
 - Diabetes Screening
 - Mammograms
 - Prostate Cancer
 - Skin Cancer Screenings
- Support Groups including:
 - Amputee Information Series
 - Stroke Support Group
 - Aphasia Support Group
 - Spinal Cord Injury Support Group
 - Living with Multiple Sclerosis
 - Living with Congestive Heart Failure
 - High-risk Pregnancy
 - Pregnancy and Infant Loss

- Violence and Injury Prevention Program
- Women’s Heart Program Outreach Community-Based Clinical Services

Other Health Improvement Services

- Access to Recovery for Substance Abuse Clients
- Adaptive Rowing Program
- Breast and Cervical Cancer Education and Outreach

- Encourage collaboration among healthcare providers to develop health care delivery networks;

Saint Francis *Care* maintains a wide range of affiliations, transfer agreements, partnerships and sponsorships, the primary purpose of which is to ensure collaboration and coordination between services and other providers within the broad healthcare delivery system. (See **Exhibit 9, the document called Exhibits and Disclosure Schedules to Membership Transfer Agreement** for a list of such arrangements).

Many of these agreements cover the education of health care professionals needed to care for existing and future Connecticut residents. A significant number of agreements also cover transfer of patients between facilities at the same or different levels of care, while others address research protocols and shared service partnerships.

The decision of Saint Francis *Care* to join Trinity Health provides a platform from which Saint Francis *Care* can learn about and benefit from national best practices that can then be integrated into Saint Francis *Care*’s local collaboration activities.

- Support the need for a sufficient health care workforce that facilitates access to the appropriate level of care in a timely manner (e.g. optimal number of primary and specialty care providers);

Connecticut is a high-cost state with significant budget challenges that have reduced the funding levels available for its healthcare system, particularly in recent years. In addition, Connecticut is considered a high-cost medical malpractice liability state.

The best opportunity for overcoming these challenges is to standardize health care delivery based upon proven evidenced-based care and provide a stable operating model that attracts physicians and other allied health professionals to join the healthcare organizations offering services in the community.

The transaction between Saint Francis *Care* and Trinity Health will provide the communities that Saint Francis *Care* serves with the support of a financially stable, non-profit national health system better able to assist Saint Francis *Care* in making

the transition to the new paradigm of healthcare delivery envisioned by the Statewide Health Care Facilities and Services Plan, including through the recruitment and retention of skilled health care professionals.

- Maintain and improve the quality of health care services offered to the state's residents;

The transaction between Saint Francis *Care* and Trinity Health will help assure that Saint Francis *Care* has the financial recourses and supportive system services necessary to maintain and improve the quality of health care services in a rapidly changing health care environment.

Saint Francis *Care* has a long-standing commitment to quality and clinical excellence (as noted by the awards and recognitions listed on **Exhibit 11**). Among the more noteworthy clinical recognitions of Saint Francis *Care* are the following:

- Leapfrog Group – Saint Francis *Care* received an “A” rating Hospital Safety Score in the Fall of 2014. This represents the 6th consecutive A rating received by Saint Francis *Care* by this group.
- Women’s Choice Award- Saint Francis *Care* received awards from this organization as one of the Best Hospitals for Patient Safety and Heart *Care*.
- Healthgrades – Saint Francis *Care* earned the Distinguished Hospital in Clinical Excellence in 2015 and many of its service lines (Heart, Orthopedics, Surgery, Stroke, Women’s services are multiple year winners of top honors from this organization).
- U.S. News and World Report – Saint Francis Hospital and Medical Center was one of the 752 hospitals to receive “High Performing” status from this organization in 9 specialties.
- Hospitals and Health Networks magazine - recognized Saint Francis *Care*’s journey to a fully electronic medical record by awarding the institution its highest rank – Most Wired for 2014. This is the fifth consecutive year Saint Francis *Care* has been given this title.
- The Joint Commission - granted Saint Francis Hospital and Medical Center’s stroke program The Joint Commission’s Gold Seal of Approval, its highest quality of safety award, in August 2014.

Saint Francis *Care* recognizes the need to continuously focus on service improvement and clinical excellence. Trinity Health has this same focus and by

working together both organizations will allow Saint Francis *Care* to maintain and achieve even greater levels of quality and safety.

- Promote planning that helps to contain the cost of delivering healthcare services to its residents;

Saint Francis *Care* and Trinity Health have long been focused on lowering the cost of delivering care. Both organizations believe in healthcare innovation as a way to promote cost containment. Programs mentioned above in this **Exhibit 15**, such as FastCare, The Center for Primary Care Innovation and the Wheeler Clinic Primary Care Initiative for Behavioral Health, are some examples of those innovative approaches utilized by Saint Francis *Care*. Saint Francis *Care* was also an early adopter of partnership arrangements with its physicians designed in part to ensure the efficient management of health care resources. Both financial and clinical improvements were noted from these arrangements, and Saint Francis *Care* has also implemented a value analysis in its materials management department to generate group purchasing savings. With the benefit of Trinity Health's size and scope, Saint Francis *Care* will gain greater efficiencies that will benefit the cost structure of Saint Francis *Care's* services.

Saint Francis *Care* has a history of engaging in planning activities to contain the costs of healthcare delivery. Among Saint Francis *Care's* existing initiatives are the following:

1. **Saint Francis HealthCare Partners:**

History/Background:

Saint Francis/Mount Sinai Physician Hospital Organization (PHO) was incorporated on June 17, 1993 as a not-for-profit, 501(c)(3) tax-exempt organization as Saint Francis Hospital and Mount Sinai Hospital were in the midst of merging and uniting the two medical staffs. The name was legally changed to Saint Francis HealthCare Partners (SFHCP) on January 27, 2009.

Today, SFHCP is a clinically integrated network of physicians comprised of independent healthcare practitioners, hospital based or affiliated physician groups and other facilities that serve as a vehicle through which the clinical and related economic interests of patients, providers and payers become aligned.

As the oldest functioning PHO in Connecticut, SFHCP is recognized both locally and nationally. The vision was created by the initial thought leaders and advanced through a physician led Board of Directors and by the strong alliance between Chris Dadlez, CEO of Saint Francis Hospital and Medical Center, and Jess Kupec, CEO of Saint Francis HealthCare Partners. The strength of sharing a

common vision has propelled the organization into a nationally recognized ACO. Throughout our twenty-one year history, SFHCP has been recognized by the healthcare industry for our physician leadership in driving a contemporary approach to improving quality and reducing unnecessary costs. SFHCP was one of the first organizations nationally to develop an integrated approach to implementing an Electronic Health Record (EHR). The alignment within the Saint Francis *Care* network has been so vital to our success that it is expected that we will have full EHR adoption by the entire physician membership before the end of 2015. This is a significant accomplishment as compared to local and national benchmarks.

As a result of its depth of clinical integration, SFHCP has the ability to enter into contractual arrangements with the payor community that bind the entire membership by achieving minimum criteria for participation. As a result, the single-signature model fosters greater collaboration and network continuity. As market forces initiated by Federal reform have accelerated, so too has our strategy. Employers and patients alike are now engaged and are demanding change. SFHCP realizes that the status quo is no longer acceptable and that the transparency of cost and quality are becoming the benchmarks for which employers and consumers will select where they receive their healthcare.

Foundation of our Contracting Model:

The commitment at Saint Francis *Care* to its patients is “best *care* for a lifetime”. All components of our overall mission and focus begin there. Even our contract strategy is driven by being focused on providing the best options for our patients. The foundation of the contracting model is based upon a joint contracting relationship with Saint Francis Hospital and Medical Center and approximately 1,000 provider members. Through the years, this contracting model has derived its success by developing strong working relationships with the payor community. Through the joint contracting model, which is necessary in the attainment of the network’s goals of financial stability, improving quality of care, reducing costs through efficiencies, and improving access to care, these relationships continue to be enhanced by providers’ commitments to achieving the best results for all patients accessing the Saint Francis *Care* Network.

The current contractual model is based upon the ideals of accountable care and shared savings – a collaborative approach with payors in which all participating have the incentive to drive value to patients, including better quality, care coordination and total cost efficiency.

CMS Medicare ACO:

SFHCP has been developing its Accountable Care Strategy, with the intent of being prepared for the transition from a Fee For Service reimbursement model

to an Accountable Care Organization (ACO) model which focuses on population management and the delivery of cost-effective, high quality care. SFHCP was recognized as an ACO by CMS and began participating in the CMS Medicare Shared Savings Program on January 1, 2013. Although the first year results were good, SFHCP did not achieve a level of savings allowing CMS to share these savings with the ACO. Although the organization did not meet the required minimum levels of savings, SFHCP did reduce costs by \$1.1 million and achieved 5 out of 7 CMS quality metrics. This is vindication that SFHCP is heading in the right direction and is a strong indication of our potential future success if we continue investing in our mission and vision.

Current Contracts:

SFHCP has existing contracts with the following major payors inclusive of these value-based components as noted below:

Value-Based Commercial Agreements:

Anthem, Inc.
Aetna, Inc.
CIGNA
ConnectiCare
UnitedHealthCare/Oxford- in progress

Covered Lives: 82,000

Value-based Medicare Advantage Agreements:

Anthem BlueCross BlueShield- in progress
Aetna, Inc.
ConnectiCare
UnitedHealthcare/Oxford
WellCare Health Plans

Covered lives: 31,000
Total covered lives: 113,000

Focus on the Future:

As SFHCP faces the challenges and opportunities presented by healthcare reform, the organization realizes the importance of executing a new business model that allows the entire Saint Francis Care enterprise to move in a strategic direction to meet the objectives of the Triple Aim. SFHCP's goal over the next couple of years is to build its infrastructure to such a degree that we are capable of accepting full risk opportunities. Saint Francis Care's engagement with Trinity Health presents the organization with a real opportunity to drive value to the market by reducing

relative cost to the individuals and employers while improving their healthcare outcomes.

The proposed affiliation between Trinity Health and Saint Francis *Care* will also further enhance SFHCP's strategic capabilities in population health by a significant margin given Trinity's national experience under this model.

2. **ED-Primary Care Coordination:** Beginning in 2011, Saint Francis *Care* brought together a multidisciplinary group of primary care physicians, emergency medicine physicians, case managers and community organizations to address the issues of high utilizers of emergency services. The goal of this effort was to better coordinate the care of these patients and develop a process to engage community resources to find primary care practices able to care for these patients and then guide the high utilizers of emergency services to these primary care resources. After creating a registry of ED visits, Saint Francis highlighted those patients with greater than 10 visits a year then used the registry to analyze the commonalities of these patients. With the help of Community Solutions, Saint Francis *Care* was able to deploy a community-based care coordinator to help manage the care of the 40 highest utilizers.

3. **Primary Care Medical Home Certification and Use of Electronic Medical Record in Hospital Based Clinics:** Saint Francis *Care* has been striving to create hospital based primary care clinics that have the same resources as community based practices. Consequently, Saint Francis *Care* obtained National Committee for Quality Assurance medical home certification for its primary care clinics. This effort allowed the institution to deploy resources to better manage and coordinate the care of its sickest clinic patients, reduce acute care utilization and improve the patient experience. This certification was made possible by deploying the Allscripts Electronic Medical Record into Saint Francis *Care*'s medical clinics to enable data collection that facilitated better care coordination.

4. **Integration of Primary Care and Behavioral Health with Wheeler Clinic:** Some of the highest utilizers of hospital emergency services are patients with severe mental illness and/or significant substance use histories. These patients do not typically establish relationships with primary care providers that could treat many of their medical issues equally well and at a much lower cost than in the emergency department. Even if given an appointment to see a primary care provider, most patients in this population are so impaired that they often do not show up for an appointment. However, these same patients keep the

appointments with their behavioral health providers. Consequently, Saint Francis *Care* has partnered with the Wheeler Clinic to embed a primary care practice into Wheeler's Hartford Wellness Center to provide primary care contemporaneously with behavioral healthcare. In addition to reducing inappropriate ED use, this approach also helps to promote wellness, prevention and screening in a population that does not usually get these services. This approach should lower the presence of advanced stage disease in this population when compared to a patient with a regular primary care provider.

5. **ER Diversion Through City Hall Clinic**: The City of Hartford approached Saint Francis *Care* because too many City employees were using the Emergency Department for primary care. To address the need for high quality, low cost primary care, Saint Francis *Care* opened a Saint Francis *Care* Connect retail clinic in Hartford's City Hall. This site is dedicated to urgent care and initial on-site injury evaluation to give City employees a convenient site of care. Connections are made with the patients' primary care physicians to ensure continuity of care which further improves outcomes and reduces cost.
6. **Fastcare**: Not every patient wants to have a traditional primary care physician. Many patients now just want to have access to high quality low cost primary care in the community. These patients want access in a convenient location, with no waiting, at convenient hours so that they don't have to miss work. To provide this type of service, Saint Francis *Care* partnered with Bellin Health and Stop and Shop to open retail clinics in local grocery stores. Staffed by APRNs, these sites provide low acuity primary care as well as certain tests, counseling and vaccines. More complicated care is referred to local urgent care sites or Emergency Departments when necessary. Utilizing an Electronic Medical Record, the documentation of a patient's visit can easily be transmitted to their primary care physician. If they do not have a primary care physician and want one, a referral is made.
7. **Post-Acute Care Partnerships**: One of the substantial costs to the healthcare system is readmissions to the hospital. Readmissions occur for many reasons, one of which is poor coordination of care. Consequently, Saint Francis *Care* embarked on the development of a post-acute care affiliated network that closely links the hospital to the continuum of post-acute providers including nursing homes and home health agencies. These tighter linkages provide for more accurate and seamless transitions of patients from the hospital to the next

level of care and reduce the costly rehospitalization of patients. Saint Francis *Care's* commitment to continuing care for its patients is shown in the January 8, 2015 announcement of the formal Post- Acute Care Network through SFHCP that includes the following long term care, rehabilitation and home care entities:

- Hospital For Special Care, in New Britain, CT
- Mount Sinai Rehabilitation Hospital in Hartford, CT
- Avon Health Center in Avon, CT
- Touchpoints at Bloomfield in Bloomfield, CT
- Touchpoints at Manchester in Manchester, CT
- Riverside Health and Rehabilitation Center in East Hartford, CT
- Glastonbury Health Care Center in Glastonbury, CT
- McLean Home in Simsbury, CT
- Evergreen Health Care Center in Stafford Springs, CT
- Hughes Health and Rehabilitation in West Hartford, CT
- The Reservoir in West Hartford, CT
- Saint Mary Home in West Hartford, CT
- West Hartford Health and Rehabilitation Center in West Hartford, CT
- Kimberly Hall South in Windsor, CT
- Masonicare Partners and Masonicare Home Health and Hospice

These post- acute affiliated providers will have access to the Saint Francis Hospital Electronic Medical Record system which will allow for real time access to patient discharge information. In addition, these providers have committed to implementing the INTERACT tool kit which focuses on readmission avoidance and will be participating in real time readmission reviews for any patient that has been readmitted to Saint Francis Hospital.

8. **Surgical Navigator Program for Clinics:** Saint Francis *Care* recently obtained a 3 year grant from the Hartford Foundation for Public Giving to create a position in its surgery care clinic who will help vulnerable patients in need of surgery to better navigate the complex health system. Psycho-social issues are the biggest causes of re-admissions in this population and by providing a community-based navigator, Saint Francis *Care* seeks, to reduce disparity and re-admissions rate of this population through pro-active care plan management and patient engagement.
- Encourage regional and local participation in discussions/collaborations on health care delivery, financing and provider supply;

Saint Francis *Care* works tirelessly to promote collaboration on healthcare delivery, financing and provider supply. Saint Francis *Care*'s representatives serve as participating members of the following organizations:

- American Hospital Association
- Catholic Health Association of the United States
- Association of American Medical Colleges
- American College of Surgeons
- University of Connecticut School of Medicine
- Connecticut Hospital Association
- Connecticut State Medical Society

All of these groups serve significant roles in promoting discussions designed to further collaborate on population health management, healthcare quality, research, health manpower training, cost control and different forms of healthcare payment.

Other examples of local and regional collaboration include the recently announced efforts of Saint Francis *Care*/Mount Sinai Regional Cancer Center to collaborate with Yale's Smilow Cancer program and Saint Francis *Care*'s proposal to acquire Johnson Memorial Hospital and its affiliates.

The Yale/Saint Francis *Care* cancer collaboration's efforts to enhance access to ground breaking clinical trials, broader screening and diagnostic tools, treatment options, psychosocial support and enhanced pain management therapies will be supported and augmented through access to similar resources and best practices data available through the Trinity Health system.

- Promote public policy development through measuring and monitoring unmet needs;

Saint Francis *Care* uses a variety of means to measure and monitor unmet needs. Some of the most visible include the work of organizations such as the Curtis D. Robinson Men's Health Institute and the Connecticut Institute of Primary Care Innovations. Through these two organizations, in concert with other affiliates such as the University of Connecticut, Saint Francis *Care* seeks to develop new models of primary care delivery that focus on the health disparities experienced by specific minority populations. Through such efforts, Saint Francis *Care* strives to create new, more effective ways of managing disparate populations by ensuring that wellness and disease prevention are integral part of its health management efforts. Such efforts should also have a corollary benefit of reducing unnecessary or inappropriate utilization.

Saint Francis *Care* also addresses unmet public need through a wider range of community outreach, education, prevention and care activities that are described in its Community Benefit Report (See **Exhibit 12** for the 2013 Report). This report documents over \$89,498,278 in community benefits serving 181,545 individuals. This number has been increasing each year.

Saint Francis *Care* also participates in community health needs assessments such as the one sponsored by the Community Health Needs Assessment Consortium 2012 (See **Attachment 3** to this **Exhibit 15**). Data from such studies are used to shape service delivery decisions, programs, affiliations and personnel training. This information is also used to help shape Saint Francis *Care's* advocacy agenda.

As a national non-profit healthcare system, Trinity Health offers similar programs at its many healthcare and education sites throughout the country. By becoming part of Trinity Health, Saint Francis *Care* will be able to converse and join with other mission-minded colleagues at other Trinity Health RHM's regarding public policy and community development initiatives that could be implemented locally by Saint Francis *Care*.

- Promote planning of other mechanisms that will achieve appropriate allocation of health care resources in the state.

Trinity Health will support Saint Francis *Care's* efforts in recruitment and retention of highly skilled health professionals which are required to continue to meet its population's healthcare needs. In particular, Saint Francis *Care* believes Trinity Health's geographic breadth and commitment to quality in healthcare education will enhance the attractiveness of Saint Francis *Care* to physicians from other geographic areas. As can be seen from the 2013 – 2018 Saint Francis Physician Recruitment Plan (See **Attachment 4** to this **Exhibit 15**), Saint Francis *Care* has a significant need to retain existing physicians and recruit new primary care and specialty physicians to its regional healthcare network.

ATTACHMENT 1

Statewide Health Care Facilities and Services Plan

October 2012



1.3 ADVISORY BODY

In October 2010, the Office of Health Care Access invited representatives from a cross section of the health care industry and State government to participate in an advisory body that would be charged with providing guidance on the development of the Plan. Advisory Body members are listed in Appendix B. The advisory body met monthly beginning in November 2010. In May 2011, advisory body subcommittees were formed to conduct more in-depth work in the areas of Acute Care/Ambulatory Surgery, Behavioral Health and Primary Care. Subcommittee members are listed in Appendix C.

Both advisory body and subcommittee members provided OHCA with guidance and expertise in the development of CON guidelines, standards, methodologies and analyses used in the Plan, including:

- Reviewing research conducted by OHCA on other states' facilities plans' standards, guidelines and methodologies and providing feedback and discussion regarding adaptation and applicability for Connecticut's Plan;
- Recommending authoritative professional organizations, published studies, industry-recognized standards/guidelines/methodologies, etc., to be considered by OHCA in the development of its plan;
- Providing insight on industry best practices and evidenced based research;
- Recommending data sources; and
- Offering feedback on OHCA's use and interpretation of available data.

1.4 GUIDING PRINCIPLES

The goal of OHCA's planning and regulation activities is to improve the health of Connecticut's residents; increase the accessibility, continuity and quality of health services; prevent unnecessary duplication of health resources; and provide financial stability and cost containment of health care services.

The guiding principles of the Plan are intended to:

- Promote and support the long term viability of the state's health care delivery system;
- Ensure that any regulated service will maintain overall access to quality health care;
- Promote equitable access to health care services (e.g., reducing financial barriers, increasing availability of physicians) and facilitate access to preventive and medically necessary health care;
- Encourage and support health education, promotion and prevention initiatives;
- Encourage collaboration among health care providers to develop health care delivery networks;
- Support the need for a sufficient health care workforce that facilitates access to the appropriate level of care in a timely manner (e.g., optimal number of primary and specialty care providers);
- Maintain and improve the quality of health care services offered to the state's residents;
- Promote planning that helps to contain the cost of delivering health care services to its residents;
- Encourage regional and local participation in discussions/collaboration on health care delivery, financing and provider supply;
- Promote public policy development through measuring and monitoring unmet need; and
- Promote planning or other mechanisms that will achieve appropriate allocation of health care resources in the state.

ATTACHMENT 2

 SAINT FRANCIS Care Policy	Title: Financial Assistance Policy		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input type="checkbox"/> Saint Francis Medical Group, Inc. <input type="checkbox"/> Saint Francis Care Medical Group, P.C. <input type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input type="checkbox"/> Saint Francis Behavioral Health Group, P.C. <input type="checkbox"/> Saint Francis Emergency Medicine Group, P.C.	Proponent Department Business Office	Number ADM 060	Level <input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department
	Category <input checked="" type="checkbox"/> Administrative <input type="checkbox"/> Clinical <input type="checkbox"/> HR <input type="checkbox"/> EOC	Published Date 1/2014	Review Cycle <input type="checkbox"/> 1 year <input checked="" type="checkbox"/> 3 years

PURPOSE:

The purpose of this policy is to ensure a socially just practice for billing patients receiving care Saint Francis Hospital and Medical Center and Mount Sinai Rehabilitation Hospital. Financial Relief is a financial assistance program offered for the benefit of our uninsured or underinsured patients who are unable to pay for their care.

SCOPE:

This policy relates to all medically necessary inpatient, outpatient, clinic, and emergency department visits. **Excluded from this policy are cosmetic procedures, bariatric services and secured liens on liability cases.**

Application for Financial Relief

1. Application may be obtained from the appropriate hospital personnel: Financial Counselors, Collection Representatives, and Telephone Representatives.
2. The completed and signed application must be returned to the Business Office with the following requested documentation, in the return envelope provided:
 - a. Family size - as reflected on prior year tax return; and
 - b. Income verification – to include one of the following:
 - i. Four most current pay stubs;
 - ii. A letter from employer or government agency which verifies income and previous year’s tax return; or
 - iii. Active Medicaid eligibility screen print that indicates current full Medicaid coverage

If any of the above required documents are not received the application will be pended for 30 days. A written notification will be sent to the applicant detailing the missing documentation. If not provided within 20 days the application will be denied.

3. An application for State Medical Assistance (Medicaid) must be completed for those patients with verified income below 100% of the poverty guidelines. If the patient is ineligible for Medicaid they will be offered hospital financial relief based on the Medicare allowed amounts.
 - If a patient is approved for Medicaid with no spenddown, the proof of eligibility determination from the Department of Social Services can be used as verification of their

income and be eligible for 100% financial assistance .

- If the balance on an account is the result of a spenddown the income guidelines will apply to determine eligibility. The Medicare allowed calculation will apply so the balance may not be eligible for financial assistance.

Effective 1/1/2014: Husky D patients will no longer be deemed eligible for a spend down. An application for assistance needs to be completed through Access Health CT during open enrollment.

4. Eligibility is determined on family size and current income.

- a. Income eligibility is based on the federal poverty guidelines. Patients with income levels **under 200%** of the federal poverty guidelines who are ineligible for State Medical Assistance will receive 100% financial relief.
- b. Patients with income levels between **200% to 250%** of the federal poverty guidelines who are ineligible for State Medical Assistance will be eligible for financial assistance based upon Medicare allowed amount. This may or may not provide a discount on the patient balance that is owed.

Self Pay Patients with income over 250% of the federal poverty guidelines will not be eligible for financial assistance but may still receive a self pay discount if applicable.

Examples:

- **If an insurance payment (cash from insurance) is the same or greater than the Medicare allowed amount for the same service, there will be no patient responsibility. The patient balance will be adjusted 100% with the financial assistance code 97000039.**
 - **If the insurance payment is less than the Medicare allowed amount, the patient is responsible to pay up to the Medicare allowed. Any amount over the Medicare allowed will be adjusted with the financial assistance code 97000039.**
 - **Patients with health insurance who have medically necessary inpatient and outpatient services will be eligible to apply for financial assistance in the following instances:**
 - **Reached their maximum benefits**
 - **Entire procedure is non covered due to limitations of their policy or diagnosis**
 - **Patients within the 200-250% of the federal poverty guidelines will be required to pay the Medicare allowed amount.**
 - **Patients over 250% of the federal poverty guidelines will be granted the self pay discount.**
5. The Self Pay Manager and appropriate personnel determine eligibility within 30 days of receipt of a completed application.

6. Assessment for other free bed funding is completed as part of the financial assessment

ADJUSTMENTS GREATER THAN \$5,000.00 ARE SUBJECT TO APPROVALS AS FOLLOWS:

- <\$4,999 - Customer Service Rep/Financial Counselor Team Leader
 - \$5,000-\$24,999 - Supervisor
 - \$25,000-\$49,999 - Manager
 - \$50,000-\$99,999 - Director of Patient Financial Services
 - >\$100,000 - VP, Revenue Cycle
- After obtaining approval, staff will apply adjustment.

To be Noted

- For all financial relief cases where the patient or spouse is self employed, the gross income will be used after the business expenses are deducted. This information is obtained from the “Profit and Loss Statement” or income reported on the 1040 or 1040A.
- Patients seeking financial relief who are under sponsorship of relatives are determined eligible if the sponsor provides the appropriate income/household documentation. Eligibility is determined on income.
- Cosmetic and Bariatric Procedures are excluded from Financial assistance
- Liability Cases that have secured liens are excluded from Financial Assistance
- Undocumented patients who are eligible for Medicaid Emergency Medical coverage (for their inpatient emergency account) are automatically eligible for financial assistance when proof of eligibility is determined from the Department of Social Services.

CROSS REFERENCES:

Self Pay Billing and AR Management Policy
Emergency Medical Screening and Stabilization/ EMTALA

APPROVED BY:

Nicole J. Schultz, Vice President Revenue Cycle	Date: 1/15/2014	Committee, if necessary	Date:
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REPLACES:

Financial Assistance Policy, 10/1/03; 3/15/04;9/01/04; 11/01/04; 03/07/05; 10/01/05; 10/1/06; 3/1/07; 4/11/08; 5/22/09, 7/1/2011, 1/23/2012 , 7/1/2012, 7/8/2013

KEY CHANGES: Effective 1/1/2014: Husky D patients will no longer be deemed eligible for spend down. An application for assistance needs to be completed through Access Health CT during open enrollment.

 SAINT FRANCIS Care Policy	Title: SELF PAY BILLING AND AR COLLECTION POLICY		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input type="checkbox"/> Saint Francis Medical Group, Inc. <input type="checkbox"/> Saint Francis Care Medical Group, P.C. <input type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input type="checkbox"/> Saint Francis Behavioral Health Group, P.C.	Proponent Department Business Office	Number ADM 064	Level <input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department
	Category <input checked="" type="checkbox"/> Administrative <input type="checkbox"/> Clinical <input type="checkbox"/> HR <input type="checkbox"/> EOC	Published Date 2/6/2014	Review Cycle <input type="checkbox"/> 1 year <input checked="" type="checkbox"/> 3 years

PURPOSE: It is the policy of Saint Francis Hospital & Medical Center that all patients who have received services and that have outstanding financial obligations are given fair and objective opportunities to satisfy these responsibilities. To that end, Saint Francis Hospital commits to the following: Patients/patient guarantors shall receive a summarized bill including but not limited to encounter specific information including dates of service, summarized charges, discounts, payments, adjustments and amounts owed.

- Patients/patient guarantors will be properly informed of the various options available to satisfy their outstanding financial obligation(s) including assistance through the Access Health CT, State of Connecticut's Medicaid Assistance Program as well as through St. Francis Hospital's internal financial assistance program, and recurring payment plan guidelines.
- Patients/patient guarantors will be given an appropriate amount of time (4 statements or 120 days) to respond to such notices of outstanding financial obligations.
- Patients/patient guarantors will be treated with respect and compassion in accordance with the Saint Francis Hospital & Medical Center mission.
- Return mail without other non-identified information is returned, the account may to collections before 120 days.

SCOPE:

This policy applies to the Business office and hospital staff

POLICY:

Self-Pay Billing: Execution of the self-pay billing cycle.

Primary self-pay balances, those balances for which there is no insurance coverage, or self pay balances after insurance has been processed, will receive a series of four statements when the account is released from billing.. Self-pay balances resulting from an insurance payment will receive a series of four statements beginning five days from the financial class change to self-pay.

- First, an account is generated and held for the appropriate min days which allows the charges to be associated with the patient encounter. After the min days are satisfied the account is moved from pre-receivable status to active accounts receivable status in the hospital's receivable system.
- Second, a statement displaying a summary of the total charges and the outstanding balance (after any discounts and recent payments have been applied) is generated and mailed to the patient through a contracted agent.
- Simultaneously a file containing the billed inventory is electronically transferred to a contracted self-pay customer service agent to initiate contact and work with patients for account resolution.

Each statement includes a specific message based upon the status and age of the account. The statement cycle can be reset to previously issued datamailer statements through one of two means: Business Office staff can manually reset the dunning cycle or a change in the encounter's financial class. The statement intervals are generated in 30 day intervals and the entire dunning cycle, assuming no interventions, lasts 120 days. All accounts which have an established recurring payment arrangement (payment plan) will receive an alternative self-pay dunning cycle. Payments on payment arrangements must

have consistent payment in accordance with the plan. If installment payments are missed the account is eligible for collection.

Self-pay A/R Management: Execution of Self-pay Collection Efforts

Collection efforts on self pay accounts are assigned to a contracted customer service agent from the day the account is ready for billing. The contracted agent receives daily billing files as self-pay claims are generated.

- Follow-up and collection activities will commence upon receipt of the referral.
- Accounts are run through a predictive dialer application/voice broadcasting system to establish initial contact with the patient/patient guarantor. Patients whose established phone number has a voice answering system are left pre-recorded messages indicating the nature of the call and requesting them to contact the St. Francis Billing & Customer Service Department at the appropriate toll-free number.
- All patients shall be made aware of the various financial assistance options available to them including but not limited to assistance through Access Health CT, the State of Connecticut's Medicaid Assistance program, as well as St. Francis' internal financial relief program and recurring payment plan guidelines.
- All efforts should be made to establish payment plans that resolve an outstanding balance within a reasonable time period. All accounts which have established a recurring payment arrangement in good standing consistent monthly payments for the agreed upon amount are exempt from any bad debt write-off protocols. Should an account become delinquent, a late notice is generated at 15 days a delinquency notice at 30 days past due. If a payment is not received within two months (60 days), a final notice is generated and the account will become eligible for bad debt by changing the financial class and written of at the end of the month.

Self-pay Write-offs: Execution of Bad Debt Write-off Protocols

- If a mutually agreed upon recurring arrangement is not establish or if the account is not resolved within the 120 day billing cycle, the account automatically becomes eligible for bad debt write-off. Automatic assignment is changed to reflect bad debt assignment of one of two contracted collection agent.
- A system generated write off report is run and sent to management and each collection agent to review.

Approval of bad debt accounts are as follows:

- \$5,000-\$24,999 - Supervisor
- \$25,000-\$49,999 - Manager
- \$50,000-\$99,999 - Director of Patient Financial Services
- >\$100,000 - VP, Revenue Cycle

Upon completion of the report review the account is automatically written off to Bad Debt at the end of the month.

- The account balance is subsequently removed from the active accounts receivable and becomes part of the bad debt receivable. Any patient payments secured on this receivable are classified as recoveries to bad debt. Contracted agents will pursue recoveries of referred accounts for a period of 180 days and perform similar referral management and collection activities as described above.
- Any unpaid balance in bad debt with no activity for 180 days, will be returned to the hospital and get referred for secondary placement see **AAB & LEVIN BAD DEBT RETURNS TO EOS CCA PROCEDURE**

REFERENCES:

CROSS REFERENCES: Financial Relief Policy, Emergency Medical Screening and Stabilization/ EMTALA Policy, and AAB & LEVIN Bad Debt returns to EOS CCA procedure.

APPROVED BY: Policy requires Vice President approval.

Vice President(s): _____
 Nicole Schulz
 Vice President
 Revenue Cycle

Date: _____
 2/6/2014

_____ Date: _____

REPLACES: 3/1/03

Revised Date: 10/1/03; 3/15/04; 9/1/04; 11/01/04; 03/07/05; 10/1/05; 10/01/06; 3/01/07; 4/11/08; 2/21/11; 07/29/2011; 5/22/2013, 2/6/2014;

ATTACHMENT 3



A Community Health Needs Assessment
Department of Health and Human Services

March 2012
Healthy Hartford

**The mission of the Hartford Department of Health
and Human Services is:**

To protect the well-being of the people in Hartford, to promote an environment conducive to healthy lifestyles, and to prevent adverse health outcomes. Whenever possible, the Department will endeavor to employ strategies, policies and interventions through community partnerships to reduce health disparities.

A Community Health Needs Assessment

Hartford Department of Health and Human Services

This report is funded in part by:



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Community Health Needs Assessment Consortium

City of Hartford Department of Health and Human Services
Connecticut Children Medical Center
Hartford Hospital
Saint Francis Hospital and Medical Center
University of Connecticut Health Center

Under the direction of the Community Health Needs Assessment Consortium, the Community Health Needs Assessment Workgroup began planning this assessment in early 2010. Much thought was put into creating a process and document that would be both useful and enlightening to healthcare organizations, community-based health and social services organizations, and the community at large. The City of Hartford Department of Health and Human Services wishes to thank our community health needs assessment partners for their generous support to this project and to their designated representatives on the Community Health Needs Assessment Workgroup for their professional contributions and collaborative efforts throughout the study process. Special thanks go to the Urban Alliance for providing data, analysis, and review of the Hartford Survey Project: Understanding Needs and Service Opportunities.

We would also like to thank Holleran Consulting LLC for their expertise in community health assessments and for preparing the community profile. This document has been produced for the benefit of the community. The City of Hartford Department of Health and Human Services and its community health needs assessment partners encourage use of this report for planning purposes and are interested in learning of its utilization. We would appreciate your comments and questions, which may be directed to the City of Hartford Department of Health and Human Services by phone at (860) 757-4700.

The report, as well as the raw data used to generate our findings is available for download at: <http://hhs.hartford.gov>.

City of Hartford
Department of Health & Human Services
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I. Introduction: What We Hope to Accomplish

National health reform, known as the Patient Protection and Affordable Care Act (“PPACA”), sets forth new requirements via Internal Revenue Code Section 501(r) to hospital organizations to conduct a periodic assessment of health needs of those living in their service area in order to maintain tax-exempt status. The Community Health Needs Assessment (“CHNA”) process for Hartford began in October 2010 with an initial meeting of representatives from area hospitals, namely Connecticut Children’s Medical Center, Hartford Hospital, Saint Francis Hospital and Medical Center, and the University of Connecticut Health Center. This consortium of health care organizations (“The Consortium”), including the City of Hartford Department of Health and Human Services (“HHS”), came together to address this requirement and to collaborate on a community health needs assessment which would maximize resources and develop a comprehensive and useful document for agencies working in the City of Hartford.

In order to complete the community health needs assessment the Consortium contracted with Holleran, a health research consulting firm, to complete a secondary data analysis and to conduct telephone interviews of 59 Key Informants identified by the steering committee of the CHNA group. The Urban Alliance, a local non-profit organization that provides capacity building and technical assistance to improve the quality of life for under-resourced residents by facilitating a network of faith-based organizations, aided in this process by conducting a resident survey on human service needs. Additionally, the Health Equity Index (“HEI”) developed by the Connecticut Association of Directors of Health (“CADH”) provided recent trend data that were used to bolster our findings. From these various data sources we are able to present a framework to better understand the importance of social determinants of health.

Social determinants of health refer to factors and resources that are essential to the health of communities and individuals. These include income, shelter, education, access to nutritious food, community norms and cohesion. They are the circumstances in which people are born, grow up, live, and work, as well as the resources available to support their health and help them deal effectively with illness and disease. These social health determinants can be described in terms of factors threatening health, promoting health and protecting health [1]. From the perspective of a Community Health Needs Assessment, the social determinants of health provide a lens through which to view different populations and communities in terms of which community conditions are most important and which are the most limiting for population health.

The goals of this CHNA are:

- To provide a baseline measure of key health indicators
- To inform health policy and health strategies
- To provide a platform for collaboration among community groups including schools, businesses, policy makers, and others to impact current health status
- To act as a resource for individuals, agencies, and institutions looking to identify community health needs and priorities
- To establish benchmarks and monitor trends in health status of Hartford residents
- To assist with community benefit requirements as outlined in the PPACA

The information included in the CHNA provides the foundation upon which community health programs and interventions can be targeted, developed, and evaluated with the ultimate goal of improving the health of the community and its members.

II. Summary of Key Findings

Social Determinants – Many socioeconomic and cultural characteristics of the population living in Hartford drive the main health concerns. The findings in the secondary data profile point to higher concentrations of people that are at increased risk for unhealthy living merely because of their race, age, income, educational status, or family status. The Key Informant interviews, the Hartford Survey Project, and data from the Health Equity Index validate the concern for marginalized and underserved populations.

- The top 5 quality of life issues mentioned by Key Informants as currently having the most negative impact in Hartford were **poverty, job opportunities, quality of housing, neighborhood safety, and education.**
- Hartford has a greater number of renters than owners, more households with mothers being the sole head of household, and lower residential property values than the state, overall. These are associated with poor health outcomes. There is also a higher rate of service occupations when compared to the state and nearly 1/5 of the city's labor force unemployed. With subpar housing and employment levels, overall economic security rates low.
- Nearly a third of Hartford's adults do not have a high school diploma, and the average graduation rate is 77%; high educational attainment is one of the key determinants of community health since it leads to increased economic security and occupational prestige.
- More than 10% of all of the crimes committed in Connecticut in 2009 were committed in Hartford, even though Hartford accounts for less than 4% of Connecticut's population, and there are certain types of crimes that occur with greater frequency in Hartford than in the state overall.
- Compared to other Connecticut cities, the overall environmental quality in Hartford is poor; HEI scoring for waste stream and water discharge pollutants were low. The underlying perception of the city as "unclean" could also impact individual health decisions.
- Less than half of Hartford's residents are registered to vote; a trend that is often associated with fewer community resources and support networks.

Health Indicators

Cancer incidence for all types (specifically lung and prostate) is well below the national and state levels; however, it is important to keep in mind that Hartford has a relatively young population when compared to state and national figures. Key Informants also perceived cancer as less of a priority with only 11.9% respondents ranking it within their top five health issues.

- In general, chronic lower respiratory disease death is lower in Hartford than across the nation or in the state; however, asthma hospitalization rates in Hartford are much higher when compared to the state, with children and adult rates that are at least three times higher than the state rate. Asthma, not one of the options provided in the Key Informant survey, was the most frequently written-in health issue by participants.
- Although one of the top health issues identified by Key Informants was violence, most respondents perceive that violent acts, while isolated in Hartford, are a product of a depressed economic situation. Hartford accounts for more than a third of all murders in the state, and experiences a higher percentage of assaults. This disproportionate and avoidable indicator negatively impacts the overall quality of life in the city.
- There is a much younger population in Hartford compared to the state and nation that is reflected in the mortality rate. This is also reflected in a lower occurrence of the top ten national causes of death, which are often age-related. However, the much higher age-adjusted rate suggests that the elderly population, albeit small, is dying at a very high rate. Infant and neonatal death rates are much higher in Hartford than the state and nation. Hartford also has considerably higher rates of infectious/communicable diseases than the state.
- There is an indication that obesity is a concern for Hartford. Health indicators for heart disease are worse for Blacks and Hispanics, and those who live below the poverty threshold; diabetes rates in Hartford have been increasing in recent years.

Access to Care – Access to care was commonly cited in both the Key Informant study and the Hartford Survey Project. While the Hartford Survey Project concluded that the top four barriers to care were lack of knowledge about existing services, lack of available services, inability to pay, and lack of transportation, the Key Informant study showed a need for improving access to care across the board for a variety of underserved populations.

III. Methods:

How We Obtained the Data

The data in this report were compiled from a variety of resources, and includes both quantitative and qualitative data. Additionally, it includes very specific information on critical health indicators and broader information regarding the social determinants of health.

The CHNA report synthesizes findings and data from the following three sources:

Key Informant Interviews – Each Workgroup member identified 5 to 10 people in management or leadership positions with various community organizations including health and human services, religious organizations, and government agencies; 85 unique Key Informants were identified by the Workgroup. Respondents were asked to critically evaluate health needs pertinent to the community through their experience. Survey questions focused on underserved populations and access to care issues in Hartford. In total, 59 interviews were conducted; see Appendix for a complete list.

The Hartford Survey Project – In order to better understand Hartford’s human service needs and barriers to receiving services, a face-to-face survey conducted by the Urban Alliance was completed between October 2010 and January 2011. 402 resident surveys were completed at 12 locations throughout the city to promote geographical and ethnic diversity among respondents; these locations included grocery stores, pharmacies, and community events and programs. Respondents were asked if they would benefit from any of 12 service areas, the possible barriers to obtaining these services, and which three areas of the 12 have a need for additional services. In addition, they were asked to rank the top three service areas in Hartford that they believed were in most need.

Of the total respondents, 57% were female and 43% were male. The ethnicity breakdown was 39% African American, 37% Latino, 9% white, and 8% West Indian. Age categories for respondents were 27% between 18 and 29 years old, 42% between 30 and 49, 24% between 50 and 64, and 6% were 65 and older.

Secondary Data – Holleran, in coordination with HHS, prepared the initial community profile for Hartford from secondary data sources. In addition the following sources of data were used throughout this assessment:

- Connecticut Department of Public Health Vital Statistics and Health Outcomes
- Women’s Health Quick Health Data Online via the Office on Women’s Health (US Department of Health and Human Services)
- Health Data Interactive via the Centers for Disease Control and Prevention
- Connecticut Labor Market Information via the Connecticut Department of Labor

There was also an analysis of local, state, and national 2009 U.S. Census Bureau data collected via the annual American Community Survey; this data is available via the Census Bureau's website.

HHS was also able to use the Connecticut Health Equity Index (HEI) to build upon and enhance the findings from the original information. Developed by the Connecticut Association of Directors of Health (CADH), a non-profit membership organization that represents local directors of health departments and/or districts in the state, the HEI can be used to identify social, economic, and environmental conditions and their correlations or relationships to specific health outcomes. Key social determinants of the HEI include: civic involvement, community safety, economic security, education, employment, environmental quality, and housing. Collectively, these social determinants form the fabric of social and economic opportunity and a healthy environment, as well as provide insight to how social determinants may affect health outcomes and health care services of various populations living in the area of interest. The HEI is an excellent tool for determining how social factors are associated with community health, and by using up-to-date data sources, HEI's commitment to quality improvement evolves along with Connecticut's communities.

Hartford is one of three pilot sites in the state that was selected to test and evaluate the HEI for its use in mobilizing a community, stimulating sustainable action, increasing knowledge of health equity concepts and their application, and prompting structural changes that reflect local needs. Data collection for the HEI began in 2007 and continues through 2012. The HEI is based on a ten-point measurement scale, where 1 is a low score, which represents a less favorable community condition or health outcome, and 10 is a high score, which symbolizes a more favorable community condition or health outcome.

HEI maps were used to compare neighborhoods by social determinant or health outcome indicators. This comparison includes both the North Meadows and South Meadows neighborhoods for analysis, although the former is mainly comprised of car dealerships and landfill, and the latter with a small airport, a water pollution plant, and various commercial and industrial businesses. Together, both neighborhoods are home to less than 3% of Hartford's total population and must be considered when viewing the maps.

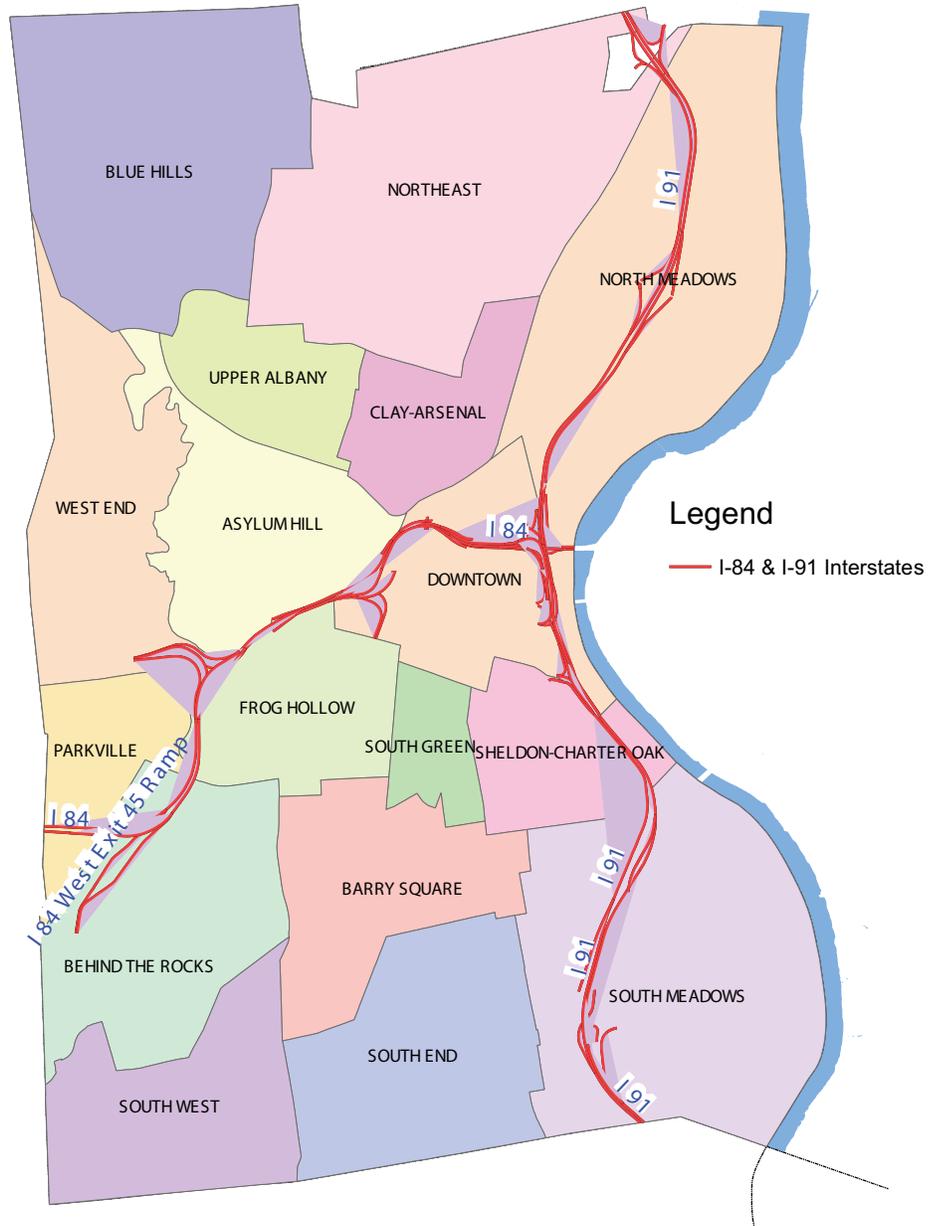
A feature of the HEI is that for every social determinant listed (civic involvement, community safety, economic security, education, employment, environmental quality, and housing), the varying factors used to determine the indexing are analyzed with each of the health outcomes in the index (accident/violence, cancer, cardiovascular, childhood illness, diabetes, health care access, infectious disease, life expectancy, liver disease, mental health, prenatal care, renal disease, and respiratory illness). Strength correlations are derived using Spearman's rank correlations, and are generated between the social determinant selected and significant health outcomes. The strength of a correlation is measured between 0 and 1, and the closer the coefficient is to 1 the stronger the correlation between the measures; a correlation of 0

signifies no statistical relationship between measures. Direction of a correlation is measured by signaling a correlation as positive or negative. A positive correlation signals a direct relation between two measures, while a negative correlation signals an inverse relationship. All correlations generated by the HEI are statistically significant.

The maps displayed throughout this report use a color gradient to indicate how Hartford neighborhoods rank with each other with regard to a specific social determinant or health indicator; the darker the color means the lower the rank. The subsequent map is a legend for all Hartford neighborhood names and should be referred to for neighborhood identification.



Map 1. City of Hartford and Neighborhoods



IV. Demographics

Hartford is the capital of the State of Connecticut and the seventh largest city in New England. At almost 400 years old, Hartford is one of the oldest cities in the country and at one point was one of the wealthiest. Still rich with history, it is home to the oldest public art museum and oldest public park in the nation. Starting in the late 1950s, many of the city's residents began moving to the suburbs, possibly accelerated by the construction of two major interstate highways intersecting within the city. And even though the metropolitan area ranked 32 out of 318 nationally in total economic production (second behind San Francisco in per capita economic activity) and the sixth lowest poverty rate of all Metropolitan Statistical Areas (metropolitan statistical area is a geographical region with a relatively high population density at its core and close economic ties throughout the area) for the 2010 census, the city itself remains one of the poorest in the nation; 31.9% of all its residents, and 38.3% of its families with children under 18 years old are living below the poverty line.

The population in Hartford is 124,775, with a **gender** ratio close to state and national ratios of 49% male and 51% female. Hartford is proportionally younger than the state and the U.S., which impacts numerous aspects of health including rates of some types of cancer, violence, and levels of unintended injury.

Table 1. **Age Categories for Hartford, Connecticut and the U.S.**

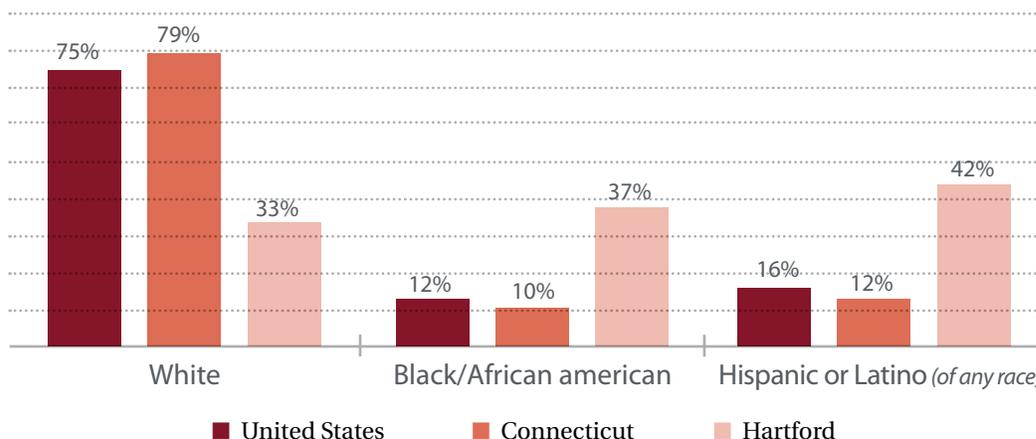
	HARTFORD	CT	US
0-19 years	34%	26%	27%
20-44 years	37%	32%	34%
45-64 years	20%	28%	26%
65 and older	10%	14%	13%

The **ethnic composition** of Hartford is mostly a mix between Hispanic/Latino of any race, Black/African American, and white. Hartford's white population is at a lower ratio than the U.S. and state while the proportion of Black and Hispanic/Latino residents is significantly higher. Ethnic variation in cultural norms, English comprehension, and beliefs about health impact the mode of health care delivery and how patients respond to health care services. This variation creates a need for increased awareness and sensitivity among service providers.

A significant percentage of Hartford residents can trace their heritage to Puerto Rico and the West Indies; in the 1940s, many immigrants from these areas moved to Connecticut to work in tobacco fields. 78% of Hartford's Hispanic/Latinos self-reported to be Puerto Rican in the 2010 census. Typically, West Indians are grouped with "Black/African American" in census data, which makes it difficult to highlight cultural differences. However, it is important to

note that the ethnic landscape in Hartford is changing as a greater number of families and individuals from Eastern Europe, Africa, and Southeast Asia continue to make Hartford their home.

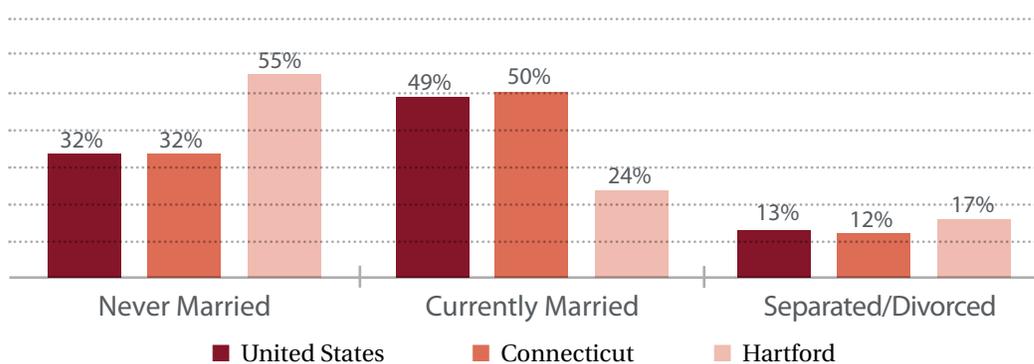
Figure 1. Ethnic Composition for Hartford, Connecticut, and the U.S. (2009)



This ethnic breakdown impacts the primary **language spoken** at home. The percentage of Hartford’s population who only speak English is 52%, which is lower than a state and the nation comparison. Additionally, approximately 35% of Hartford residents speak a language other than English; the high percentage of non-English speakers could pose a barrier for access to all kinds of health promoting opportunities.

With regard to **marital status**, Hartford’s population has a notably larger percentage of people who have never been married when compared to the state and the nation; the City of Hartford also has a smaller comparative percentage of people who are currently married and not separated. The data regarding separated/divorced residents and widowed residents are similar to state and national averages; however, the rate of legally separated couples (de facto separation while remaining legally married) in Hartford (5%) is twice that of the nation (2%).

Figure 2. Marital Status Statistics for Hartford, Connecticut, and the U.S. (2009)



VI. Social Determinants of Health

Quality of life issues are indicators that include not only wealth and employment, but also the built environment, physical and mental health, education, recreation and leisure time, and social belonging [2]. During this assessment, Key Informants were asked a variety of questions about quality of life in Hartford. For nearly all quality of life questions, 50% or more of informants ranked them as “Poor” or “Very Poor.”

Table 2. **Poorly Rated Quality of Life Measures by Key Informants**

QUALITY OF LIFE	RATED “POOR” OR “VERY POOR”
Poverty	93.1%
Job opportunities	87.3%
Quality of housing (affordable, in good condition)	72.4%
Neighborhood safety	71.9%
Schools/education	65.5%
Clean, litter-free neighborhoods	63.1%
Road/traffic conditions	53.6%
Availability of recreational activities	52.6%
Availability of care for children	31.6%
Water or air pollution	26.4%

This information provides insight for those who are regularly involved in the health and human services sector. The following section will address social determinants of health, and how Hartford rates relative to state and national figures.

Housing

Adequate housing provides shelter and comfort to its inhabitants, both of which impact overall well-being. One of the measures used to evaluate the association of housing and health is the number of subsidized housing units per 1000 local residents as defined by the Connecticut Housing Finance Authority. Using 2005 data, the HEI correlated housing strongly with infectious disease in Connecticut, and Hartford received the overall lowest housing score in the HEI when compared to the rest of the state.

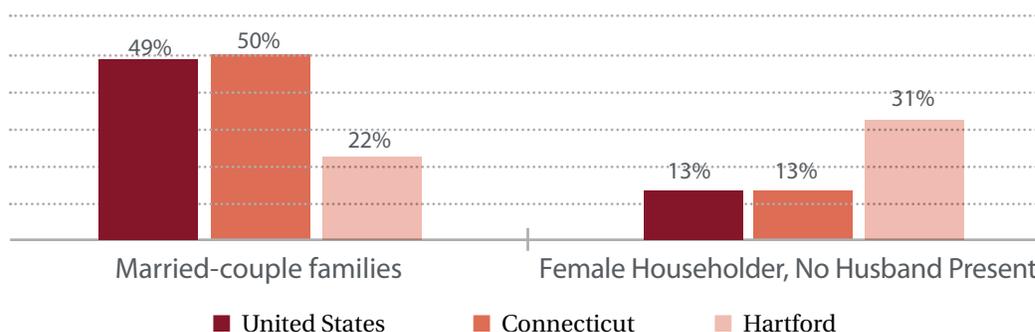
Subsidized housing is abundant in Hartford. As is typical throughout the United States, these subsidized housing units have become a feature of low-income and resource-poor areas. In Hartford, residing in subsidized housing is correlated with numerous health outcomes, such as increased rates of chlamydia and/or gonorrhea, asthma hospitalizations, infectious and parasitic diseases, homicides, drug-induced deaths, mental health hospitalizations, and births not receiving prenatal care in the first trimester.

A cursory analysis of **housing occupancy** in Hartford reveals that the city has over 44,000 occupied housing units of which 26% are owner-occupied; the state average is 69%. A higher rate of rental units is associated with poorer quality of housing and impacts health. Over 70% of Key Informants surveyed ranked housing quality at either “Poor” or “Very Poor.” Further highlighting the housing issue, homelessness was the issue recognized as most in need of additional services by those surveyed by the Urban Alliance (45%).

Lower residential property values, accompanied by lower sales prices and a greater number of foreclosures are strongly associated with lower quality neighborhoods. Neighborhoods with these negative housing characteristics typically have higher crime rates, lower quality school systems and a poor physical environment (sidewalks, parks and properties). For 2010, the average assessed residential property value in Hartford was \$43,689, which is significantly lower than the state’s average value of \$209,025; and the average sales price of an existing home was \$164,462, which is lower than the state’s average home sales price of \$288,948.

Hartford **household statistics** for family (59%) and non-family households (42%) are similar to state and national rates, but deviate substantially for the percentage of female householders with no husband present (much higher than state and national) and the percentage of married-couple families (much lower than state and national). Additionally children in Hartford are almost three times as likely (19%) than those in the rest of Connecticut (7%) to live in households with no husband present.

Figure 3. Household Types for Hartford, Connecticut, and the U.S. (2009)



In the HEI, Hartford has a housing indexed score of 3, which is a less favorable condition in this category. Some of the calculating factors used to determine this score are rental vacancy rates as a percentage of rental units, owner occupied housing as a percentage of total housing units, and median gross rent as a percent of household income. These measures were calculated using data from the 2000 US Census.

Table 3. Health Indicators Related to Housing

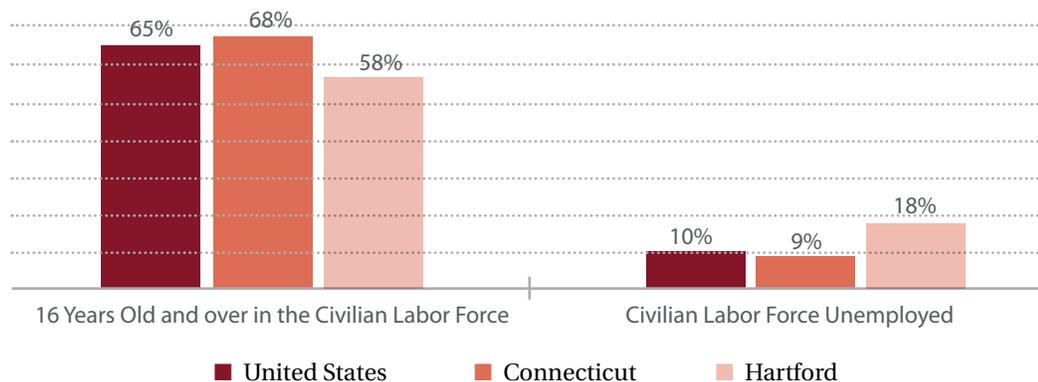
	HEI INDEX	CORRELATION COEFFICIENT
Infectious Disease	2	0.55
Health Care Access	2	0.47
Childhood Illness	1	0.42
Accidents/Violence	3	0.40
Mental Health	2	0.37
Renal Disease	2	0.33
Life Expectancy	3	0.31
Cardiovascular	3	0.29
Respiratory Illness	4	0.29
Diabetes	3	0.24
Perinatal Care	3	0.22
Liver Disease	2	0.20
Cancer	5	0.18

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

Employment

As of September 2011, Hartford’s unemployment rate was 15.6% according to the Connecticut Department of Labor’s Labor Force Data, which is nearly twice the rate as the United States (8.8%). Against this backdrop, it is fitting that surveyed residents of Hartford rank job training/employment assistance as one of the top three service needs in the community. Key Informants had a similar view with 87% ranking job opportunities in Hartford as “Poor” or “Very Poor.”

Figure 4. Employment in Hartford, Connecticut, and the U.S. (2009)



The percentage of workers in Hartford in management, professional, and related occupations (21.1%) is smaller than the state and nation (40.3% and 35.7%, respectively). Conversely, the percentage of those in the labor force with service occupations is much higher in Hartford

(34.4%) than across Connecticut and the nation (17.3% and 17.8%, respectively). With this disproportionate representation of Hartford residents across these occupational groups and the strong correlation between employment and health care access, one can see how Hartford struggles to maintain a healthy community profile.

Table 4. Health Indicators Related to Employment

	HEI INDEX	CORRELATION COEFFICIENT
Health Care Access	2	0.54
Childhood Illness	1	0.48
Accidents/Violence	3	0.37
Life Expectancy	3	0.35
Respiratory Illness	4	0.28
Infectious Disease	2	0.28
Cardiovascular	3	0.28
Perinatal Care	3	0.26
Mental Health	2	0.23
Cancer	5	-0.19

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

The lack of employment has long been linked to increased rates of mortality. For Connecticut, unemployment has been strongly correlated with decreased health care access, which can serve as a partial explanation for the correlations with a decreased life expectancy, and increased incidences of respiratory illness, and infectious and cardiovascular disease, as well as illness among children. This is reinforced by responses to the Key Informant survey where finances and access to health care were identified as significant barriers.

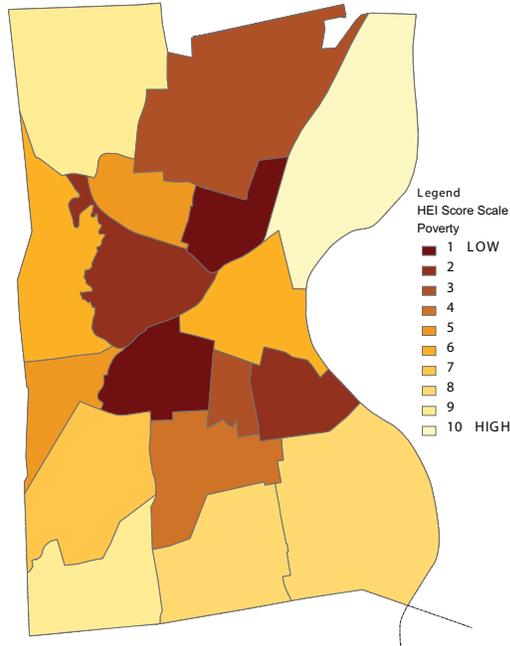
Economic Security

Hartford received the lowest possible score on the HEI for the majority of factors that determine economic security. Additionally, 93% of Key Informants rated Hartford’s poverty level as either “Poor” or “Very Poor” on the Quality of Life section of the survey. Results from the Urban Alliance survey were similar, with employment opportunities and financial assistance topping the list of services needed. According to a report from the Robert Wood Johnson Foundation, income and educational attainment are the two most commonly used markers of socioeconomic status or position in the United States [3]. Both are strongly related measures of health and health-related behaviors. These factors can influence health through the direct effects of extreme poverty (such as malnutrition or exposure to extreme heat or cold) as well as health effects due to chronic stress; these can include the triggering and exacerbation of depression and cardiovascular disease [4].

Below is a representation of how Hartford neighborhoods compare to each other with regard to poverty using HEI indexing from the 2000 U.S. Census. Using the color gradient in the legend, the darker colors indicate a lower ranking and higher level of poverty.

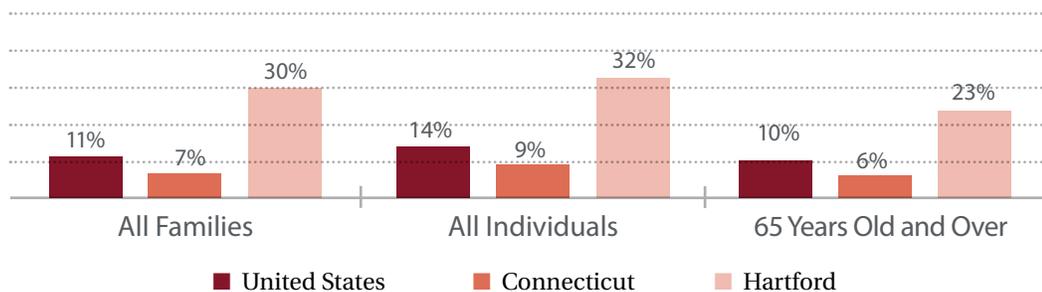
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Map 2. HEI Poverty Score by Neighborhood



With 30.25% of Hartford's families living in poverty, the poverty statistics for the city are three times higher for families than in the United States overall and over 4 times greater than in Connecticut. Similar patterns have been documented for residents and for those over the age of 65.

Figure 5. Poverty in Hartford, Connecticut, and the U.S. (2009)



The **income statistics** for Hartford illustrate that the median income per household and family, are significantly less than the state and national figures.

Table 5. Income Statistics for Hartford versus State and Nation

	HARTFORD	CT	US
Median Household	\$28,300	\$67,034	\$55,221
Median Family	\$33,805	\$83,069	\$61,082

In Connecticut, living in poverty is correlated with higher rates of chlamydia and gonorrhea, trauma-related hospitalizations and ED visits, mental health ED treatments, homicide, hepatitis C, diabetes, drug and alcohol induced deaths, low and very low birth weight babies, and infectious and parasitic diseases.

Education

Just as low levels of employment impact community health, so does low educational attainment. 13.9% of Hartford residents perceive education to be one of the top three needs for the community. Key Informant survey respondents noted that the best way to promote wellness and prevention of illnesses in Hartford residents is through education. One respondent noted that starting with school-age children is the best way to achieve these goals. Another declared that it is necessary to tailor the education to “racial, cultural and other different types of understandings to get to the people of the city,” and that the frequency of wellness education should be “not just doing it once a year” in order to convey necessary concepts.

Results from the Connecticut Mastery Test and Connecticut Department of Education were used to establish a connection to community health, as indicated in the following table:

Table 6. Health Indicators Related to Education

	INDEX SCORE	CORRELATION COEFFICIENT
Childhood Illness	1	0.73
Life Expectancy	3	0.64
Infectious Disease	2	0.59
Health Care Access	2	0.57
Accidents/Violence	3	0.55
Cardiovascular	3	0.51
Mental Health	2	0.42
Respiratory Illness	4	0.41
Renal Disease	2	0.39
Diabetes	3	0.38
Perinatal Care	3	0.34
Liver Disease	2	0.21

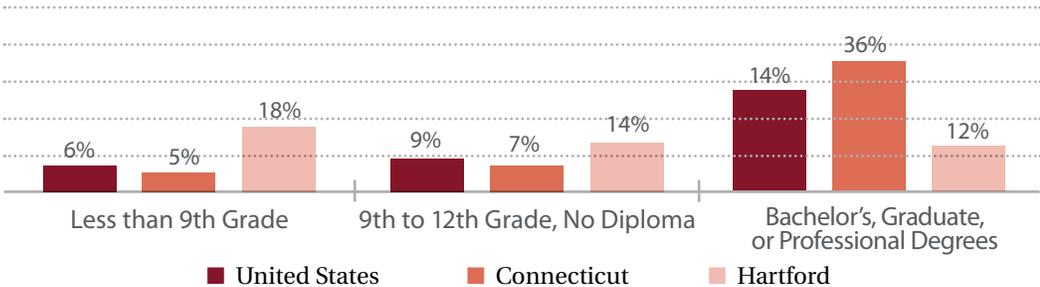
Note: All shown correlations are statistically significant and ranked in order from strong to weak.

As the demographic data indicates, Hartford residents are less likely to graduate from high school and are less likely to obtain post-secondary education when compared to the state or nation as a whole. The strong correlations suggest that a higher educational attainment leads to better health throughout an individual’s lifespan, and better health and education enable people to realize their capabilities to be productive members of society [5], with greater potential for positively impacting the community.

In Hartford, low rates of educational attainment are coupled with lower standardized test scores and less frequent renovations of the city’s public school facilities; according to the Connecticut State Department of Education’s Connecticut Education Data and Research (CEDaR) website, the average number of years since a major renovation for Hartford’s elementary, middle, and high schools is 25.8, 33.8, and 17.5 years, respectively. As indicated in the table above, education is correlated with a host of preventable poor health outcomes including increased rates of childhood illness, respiratory illness, renal and liver disease, diabetes, and infectious diseases; poorer cardiovascular health; and frequency of accidents and violent incidents. Other correlations to education include lower life expectancy, lower rates of perinatal care and health care access, and worse mental health outcomes.

Over 30% of Hartford’s adults of 25 years and older do not have a high school diploma, which is significantly higher than the 12% for the state. Conversely, the percentage of Hartford’s population with a bachelor’s degree or higher is also lower than both state and national figures at 12% when compared to 36% for the state. When these data are examined more closely it becomes clear that the problem of low **educational attainment** begins early for many, with 18% of Hartford residents over age 25 having less than a 9th grade education and another 14% having attained from 9th and 12th grade but without a diploma.

Figure 6. Educational Attainment of Adults 25 Years and Older for Hartford, Connecticut, and the U.S. (2009)

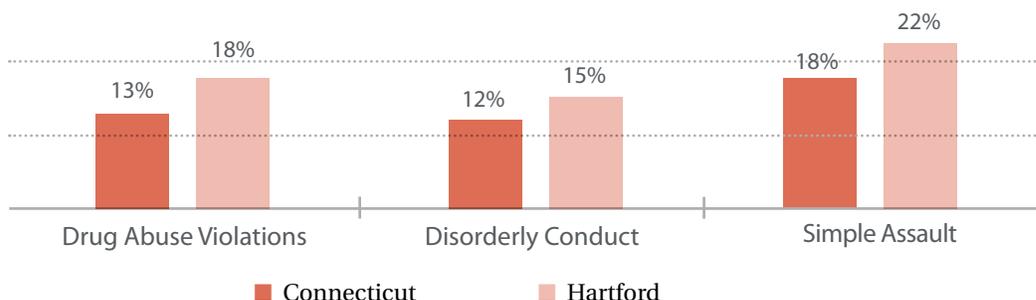


Community Safety

The HEI measures community safety by the rate of crimes against persons or property published by the 2004/2005 Connecticut Uniform Crime Reports, and within this framework Hartford receives the lowest score of 1 indicating high rates of crime. However, the crime statistics found in the Secondary Data Profile are potentially inconclusive because a high

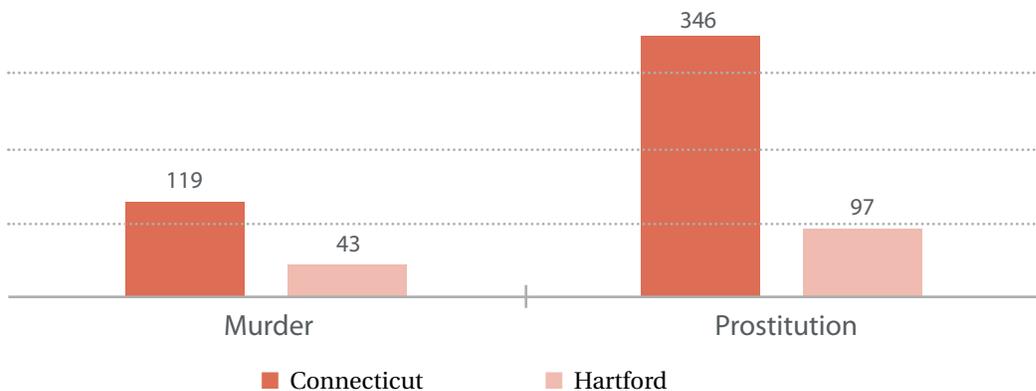
rate of arrests in the city could either indicate that crimes are more prevalent or that more effective law enforcement approaches have been implemented. Nevertheless, according to the 2009 Uniform Crime Report from the Connecticut Department of Public Safety, over one third of all murder arrests in Connecticut occurred in Hartford. Moreover, almost 20% of the state’s drug abuse violations occur in the city. Other violent crimes that occur more frequently in the Hartford than in the state are simple assault and disorderly conduct.

Figure 7. Percent of All Crimes in Hartford and Connecticut (2009)



Over 70% of Key Informants rated neighborhood safety in Hartford as “Poor” or “Very Poor.” Given the opportunity to define a healthy community, one Key Informant stated that it should be “a community where individuals and families would choose to live [and one that can] provide a quality of life that is safe and engaged. People are being physically healthy, not being subject to lead poisoning and toxic things. Violence and noise pollution are not issues.” Unfortunately, this community scenario is not widely available for the majority of Hartford residents, but community safety has multiple measures and Hartford experienced proportionally less crime than the state on infractions involving larceny/theft, gambling, liquor laws, and driving under the influence.

Figure 8. Crime in Hartford and Connecticut (2009)



In 1982, Wilson and Kelling introduced the broken windows theory to explain urban disorder and vandalism on crime and anti-social behavior [6]. The appearance of the environment can suggest what is acceptable, with a disordered environment implying that behaviors that are usually unacceptable can be perpetrated without fear of consequences. And although this theory has been met with criticism cities such as New York and Albuquerque have implemented policy shifts to address “quality of life” issues and have seen improvements in the overall community security and decreases in crime. Generally speaking, a safer community is synonymous with a healthier community.

Hartford has taken strides to address its issue with violence in the city. Since the re-instatement of the Shooting Task Force in 2011, shootings have decreased by 35% [7]. Although the partnership with neighboring cities, the Connecticut State Police, and the Office of the Attorney General has been effective in reducing shootings, a more comprehensive approach in crime intervention is needed. The City of Hartford is also making a concerted effort to improve the condition of its neighborhoods through the implementation of the Livable and Sustainable Neighborhoods Initiative. As part of this initiative, city government is partnering with homeowners and other neighborhood stakeholders throughout the city to address blighted properties and revitalize Hartford's sense of community. By addressing the needs of some of Hartford's most vulnerable areas, the city is taking proactive steps to rebuild its infrastructure, reduce crime, and restore hope.

Environmental Quality

The environment where we live, work and play; the quality of the air we breathe; the water we drink – all of these have an impact on our health. While individual education and behavior change are important to improving health, the real power in making progress on health is in changing the environment and systems that structure and affect our world.

The HEI measures the relative environmental burden of Connecticut's municipalities by using specific Federal Toxic Release Inventory data, examining levels of locally generated air and water pollution, and industrial density. These two measures are positively correlated with employment opportunities; however, they are however negatively correlated with health outcomes. Hartford receives an average score (4) in the Health Equity Index for both the number of facilities reporting and the total air emissions in pounds. Total water discharge and waste stream in pounds, measures of water pollution, are strong indicators of localized pollution levels, and Hartford has high levels of both. These two measures strongly correlated with the chlamydia and gonorrhea rates.

While potential relationships between high STD rates and a high environmental burden may initially seem attenuated at best, both act as a highly reliable indication of a marginalized neighborhood impacted by blighted property and compromised opportunities for fulfillment. Strong correlations between two seemingly distinct and independent realms such as environment and STDs speak to the vast array of various social and health burdens underserved communities bear disproportionately.

Civic Involvement

According to the HEI, Hartford receives the lowest possible score in terms of civic involvement. Civic involvement impacts health because it is a direct measure of social equity, activism and sustainability of a community; the HEI indicates a strong correlation of low civic involvement with infectious diseases, accident/violence, childhood illness, and life expectancy.

Table 7. **Health Indicators Related to Civic Involvement**

	INDEX SCORE	CORRELATION COEFFICIENT
Infectious Disease	2	0.59
Accident/Violence	3	0.57
Childhood Illness	1	0.51
Life Expectancy	3	0.50
Mental Health	2	0.45
Cardiovascular	3	0.42
Health Care Access	2	0.42
Liver Disease	2	0.33
Renal Disease	2	0.32
Respiratory Illness	4	0.31
Diabetes	3	0.29
Perinatal Care	3	0.29

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

Communities with demonstrated social cohesiveness are more likely to have greater resources and support networks, which would allow for improved health outcomes. Approximately 45% of Hartford's adult residents are registered to vote indicating that an inadequate proportion of the community selects state and municipal government officials. Several factors may prevent an individual from registering to vote including a lack of motivation, frustration with current leaders, or language or cultural barriers. In order to increase the number of registered voters, community-based education initiatives should be employed and should focus on demonstrating to individual residents that they are valued members of the community, and that their vote does in fact make a difference.

Community Food Security

Although not identified as a social determinant of health within the HEI, food security plays a vital role in urban settings like Hartford. While there are 14 medium and large grocery store retailers in the city, corner markets, convenience stores, and fast-food outlets are far more abundant, making a healthy diet difficult to maintain. Pre-packaged and prepared foods are more readily available at such establishments, and their lack of fresh and healthy foods can contribute to various poor health outcomes. In response to this deficiency, the City of Hartford, in partnership with farmers and community-based organizations, is working to

increase the number of farmers' market in the city. In 2011, there were 6 certified farmers' markets in the city accepting grant funds from the Women, Infants and Children federal program and its supplemental nutrition program, the Farmers' Market Nutrition Program. Furthermore, three of the markets were certified to accept Supplemental Nutrition Assistance Program benefits, which helped low-income people and families buy the food necessary for good health.

A report distributed by the University of Connecticut College of Agriculture and Natural Resources found that the presence of food retail resources were not significantly associated with community food security but income and lack of transportation that limit access to food are significantly associated. Despite high numbers of families enrolled in public food assistance, towns with greater rates of households headed by females or the elderly, or lack of education experience greater rates of food insecurity [8].

Foods that are highly processed contain both trans fats and refined sugars, and can lead to both diabetes and heart disease by increasing weight and cholesterol levels. The healthy food shopping choices available to Hartford residents are limited, and signal poor community health. More attention is needed for the overall food system components, including a greater focus on nutrition and cooking skills development.



VII. Health Indicators

As part of the assessment process, Key Informants were asked to rank the **five most significant health issues** in the City of Hartford. The respondents could choose from a list of 25 health issues as well as suggest their own that were not on the list. The five most identified – obesity, diabetes, mental illness, heart disease, and asthma – consisted of four health issues from the list and one write-in response. Mortality statistics are also noted in this section and infectious disease was included due in part to the unique age distribution of Hartford.

This section will also highlight how Hartford rates low in community health when compared to other Connecticut municipalities. As a result of its relatively low standing, this assessment focuses on a Hartford neighborhood comparative using city-specific indexing from the HEI in order to gain a richer understanding of city health concerns. The health outcomes included here are Life Expectancy, Mortality, Infant Mortality, Infectious Diseases, Respiratory Illness, Obesity/Heart Disease, Diabetes, and Mental Health.

Life Expectancy

Percent of deaths for the City of Hartford due to any of the top 10 causes of death in the U.S. are overall smaller when compared to the state and nation. The strongest positive determinant correlations with life expectancy are education, economic security, and civic involvement; with Hartford rating very low in each (HEI index of 2, 2, and 1, respectively).

Table 8. **Social Determinants of Health Related to Life Expectancy**

	INDEX SCORE	CORRELATION COEFFICIENT
Education	2	0.64
Economic Security	2	0.61
Civic Involvement	1	0.50
Community Safety	1	0.41
Employment	3	0.35
Environmental Quality	4	0.34
Housing	3	0.31

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

Table 9. Top 10 Leading Causes of Death for Hartford, Connecticut and the U.S. (ranked from most to least common for Hartford; 2005-2007)

	CITY OF HARTFORD	CONNECTICUT	U. S.
Heart Disease	24.2%	25.6%	25.4%
Malignant Neoplasms (Cancer)	18.2%	23.8%	23.1%
Accidents (Unintentional Injuries)	5.5%	4.2%	4.8%
Stroke (Cerebrovascular Disease)	4.8%	5.2%	5.5%
Chronic Lower Respiratory Diseases	3.7%	4.9%	5.3%
Diabetes	3.4%	2.6%	3.1%
Septicemia	2.6%	2.1%	1.4%
Influenza/Pneumonia	2.4%	2.9%	2.2%
Nephritis, Nephrotic Syndrome, and Nephrosis (Kidney Disease)	2.3%	1.9%	1.9%
Alzheimer's Disease	1.2%	2.6%	2.9%

However, the age-adjusted mortality rate (AAMR; defined as a death rate that controls for the effects of differences in population age distributions.) for all causes of death for the city is notably larger than that of the state and nation (876 compared to 692 and 778, respectively). With a younger population, this dramatic difference in the age-adjusted rate suggests that the mortality rate for older populations in Hartford is very high even though the elderly population itself may not be very large. Therefore, deaths due to heart disease and cancer low compared to the state and the U. S.

The Years of Potential Life Lost (YPLL; defined as an estimate of the average years a person would have lived if he or she had not died prematurely.) for Hartford was 10,647 per 100,000 for 2005-2007 for all causes of death. HEI scores Hartford 2 for YPLL. This measure correlated inversely with obtaining a bachelor's degree, and having a higher median household income and median value for owner occupied housing. It had a reverse effect for adults with less than a 9th grade education, so the lower level of education, the greater the years of potential life lost.

Infant/neonatal mortality is a major concern for Hartford; the mortality rates in Hartford for infants and neonates are markedly greater than those across Connecticut and the United States. Upon further examination, there is a pronounced disparity among infant deaths for infants of different races and ethnicities in Hartford; from 2001 through 2008, the mortality rate for Black infants was consistently higher than either the white or Hispanic infant mortality rate.

Figure 9. Infant and Neonatal Mortality Rates* for Hartford, Connecticut, and the U.S. (2006)

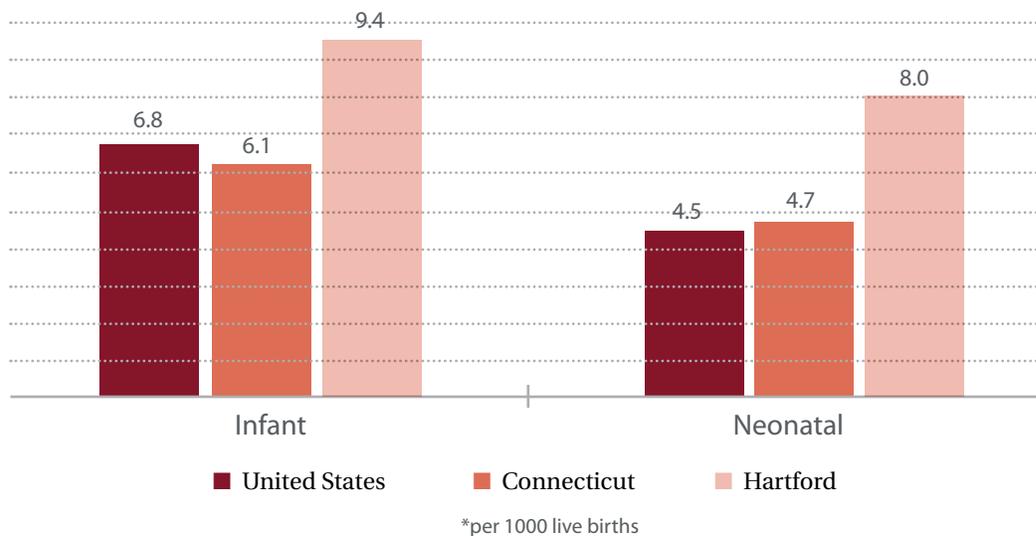
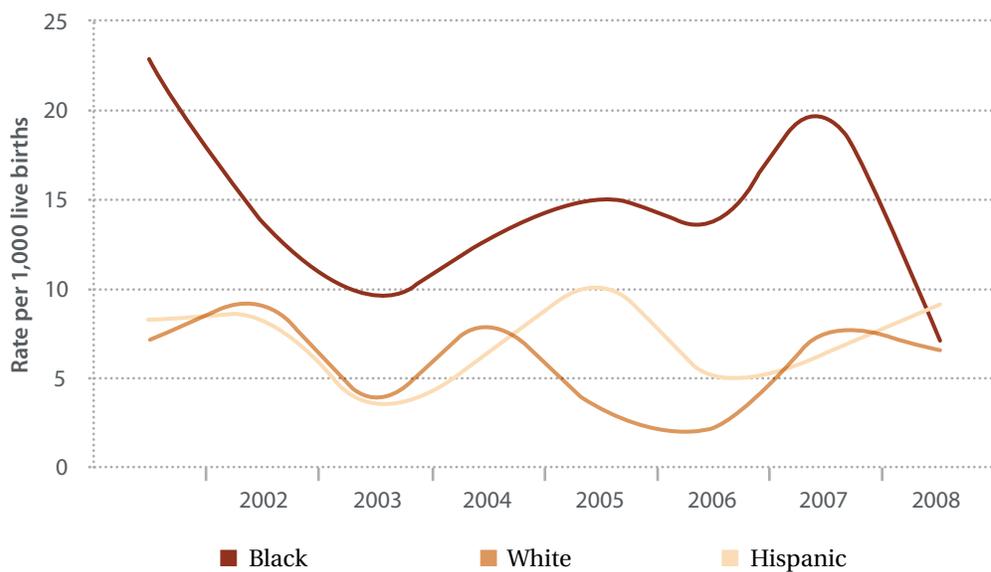
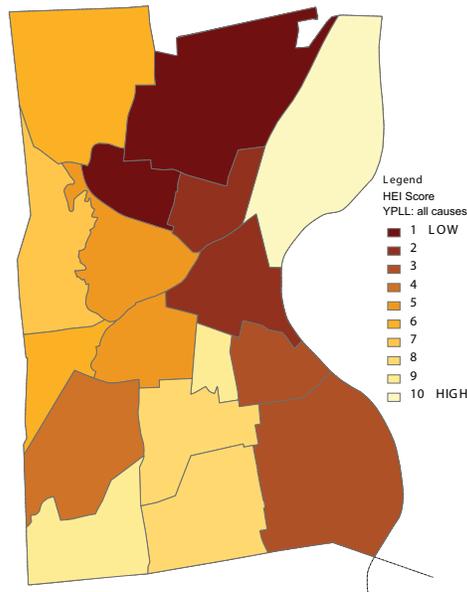


Figure 10. Infant Mortality Rates by Race/Ethnicity, Hartford, CT (2001-2008)



These adverse infant health outcomes greatly contribute to a lower than average life expectancy in Hartford. The following map highlights how its neighborhoods compare to each other with regard to the YPLL measure; the darker colors indicate a lower rating (greater number of years) for potential life lost. Six out of 15 neighborhoods (excluding the North and South Meadows neighborhoods) rated low on the YPLL. Per the HEI, the Northeast and Upper Albany neighborhoods were the lowest rated of all Hartford neighborhoods.

Map 3. HEI Years of Potential Life Loss (YPLL) Score: All Causes by Neighborhood



Infectious Diseases

In the state of Connecticut, there is a strong correlation of infectious disease with multiple social determinants, as demonstrated in Table 10.

Table 10. **Social Determinants of Health Related to Infectious Disease**

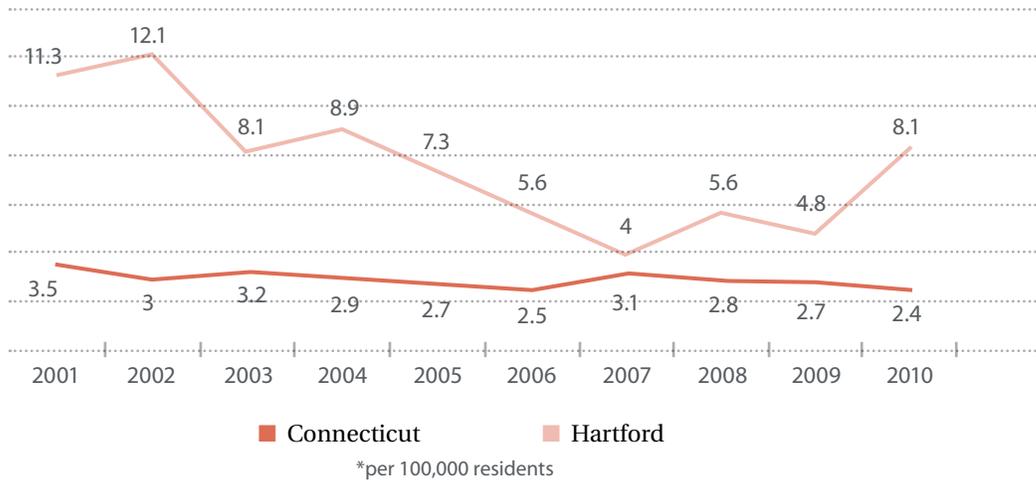
	INDEX SCORE	CORRELATION COEFFICIENT
Community Safety	1	0.67
Education	2	0.59
Environmental Quality	4	0.59
Civic Involvement	1	0.59
Economic Security	2	0.58
Housing	3	0.55
Employment	3	0.28

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

There is particular concern when examining **HIV** trends in the city. From 2002 through 2009 per the Connecticut Department of Public Health HIV Surveillance Program, the number of HIV infection cases declined for the city; however, there has been a 221% increase of new HIV infections among self-reporting men who have sex with men over the same time period, as well as a 123% increase in new infections amongst Hartford’s Black residents.

There is an established correlation between HIV rates and rates of tuberculosis infection [9]; however, that does not seem to be the case in Hartford. Data from the Connecticut Department of Public Health’s Tuberculosis Control Program shows that while tuberculosis rates in Connecticut are in decline, tuberculosis rates in Hartford are increasing.

Figure 11. Tuberculosis Prevalence* in Hartford and Connecticut (2004-2010)



The Connecticut Department of Public Health's STD Control Program provides information on infections more commonly associated with reproductive health. From 2007-2010, a total of 7768 cases of **chlamydia** were reported in Hartford (rate of 157 per 10,000 residents), which is almost 1.5 times higher than the next highest rate of chlamydia infection in the state. Among Blacks and Latinos, the rates were 12.1 and 5.3 times higher than those for whites, respectively. Of all the diagnoses reported during this period, approximately 70% of the cases were among 15 to 24-year olds; Black and Latino female adolescents and young adults accounted for about 36% and 20%, respectively, of all reported chlamydia cases during this same period.

Gonorrhea is the second most commonly reported STI in Hartford after chlamydia. Between 2007 and 2010, approximately 20% of the total reported cases of gonorrhea in the state occurred in Hartford (a rate of 40.5 per 10,000 residents). The rate of infection of women when compared to men was 1.5 times higher (119 versus 78 per 10,000 residents, respectively). Blacks and Latinos also had a disproportionate rate of infection when compared to whites (15.3 and 4.1 times greater, respectively); infection rates were also the highest for 15- to 24-year olds.

Since 2008 the prevalence of **syphilis** in Hartford has increased from 4.1 to 10.5 cases per 100,000 residents; and approximately 94% of all reported cases were male. A racial and ethnic disproportion is also reflected, as African American and Latino male rates were 9.2 and 4.3 times higher than white males, respectively.

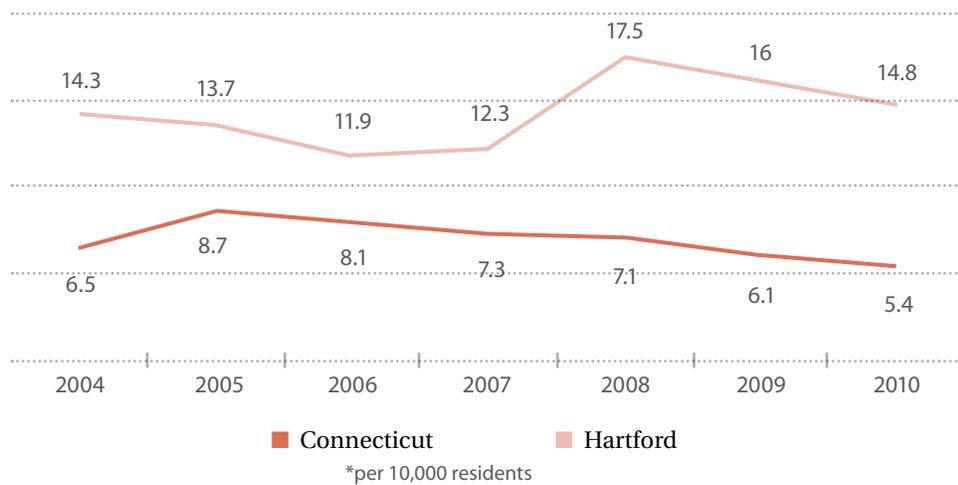
Table 11. Syphilis in Hartford among Males by Age Category (2007-2010)

PERCENT INFECTED	
15-24 years old	34%
25-34 years old	10%
35-44 years old	41%

During this same time period, syphilis prevalence among males 25-34 year old increased 81% to 32 cases per 100,000; and among males 35-44 years old it increased 51% to 79 cases per 100,000.

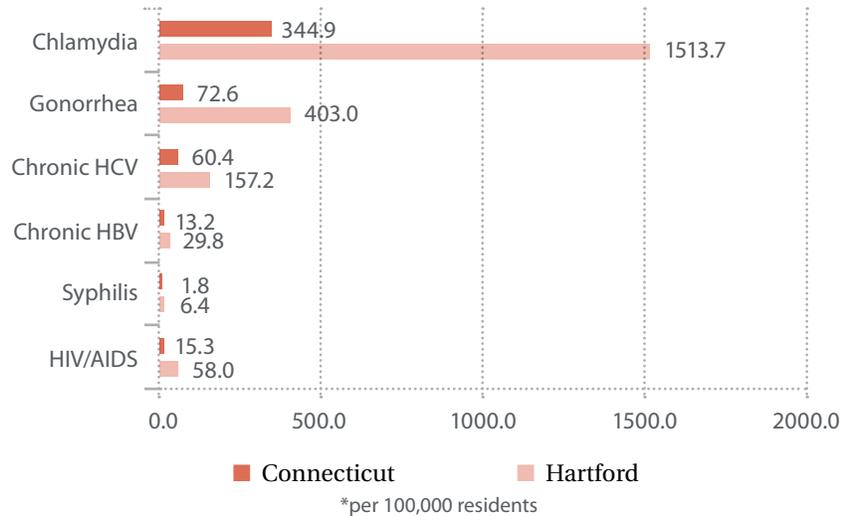
The information concerning **Hepatitis C** (HCV) for the state and the city is limited. From the data available, chronic HCV rates in Hartford have been declining for the past 3 years, yet they still remain 2.7 times greater than the state prevalence.

Figure 12. Chronic HCV Prevalence* in Hartford and Connecticut (2004-2010)



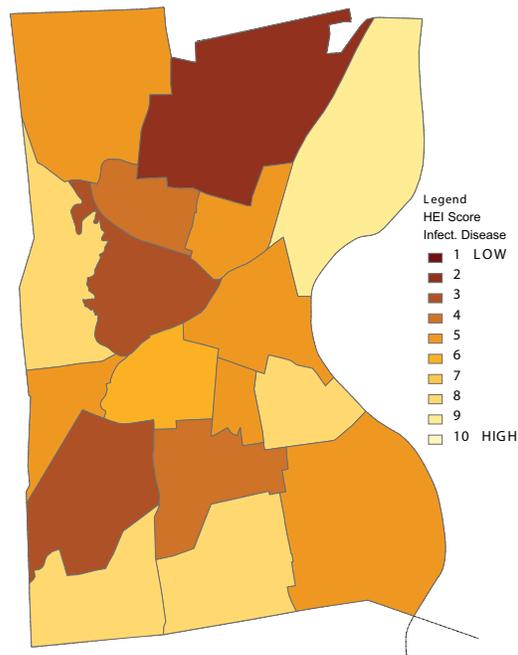
With these disproportionate rates of infection, it is not surprising that when compared to the state the city’s HEI rating is 2 for all infectious diseases. The following displays a summary of how the city rates when looking at some of the infectious disease trends:

Figure 13. Infectious/Communicable Diseases Prevalence* in Hartford and Connecticut (2009)



Using data from Connecticut’s Department of Public Health, a comparison of how Hartford’s neighborhoods compare to each other with regard to infectious diseases is demonstrated in the following map using the same HEI rating system; the Northeast rated lowest out of 17 total neighborhoods.

Map 4. HEI Infectious Disease Score by Neighborhood



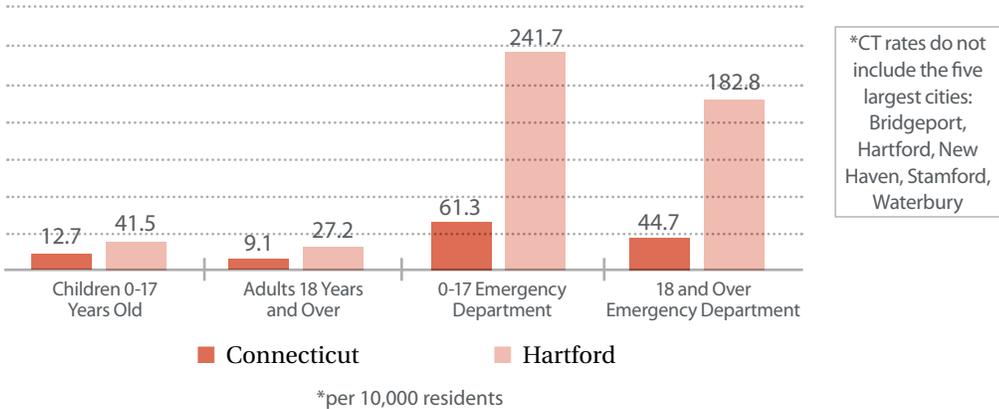
Based on secondary data analysis, Hartford has considerably higher rates of preventable infectious/communicable diseases than the state with the exception of Lyme disease.

The Department of Health and Human Services and the Consortium can identify the prevalence of infectious diseases and provide resources to those who are in most need. The Department’s division of Disease Prevention and Health Promotion has both an STD and TB clinic, as well as an HIV program, all geared to curtail infection rates and keep Hartford residents informed and educated. The federal government has passed legislation that provides for individuals who live with HIV/AIDS affordable, high-quality HIV care and related services. For those who are already established Ryan White consumers, there is a network of agencies and area providers that are connected to the city and in position to provide needed services and resources.

Respiratory Illness

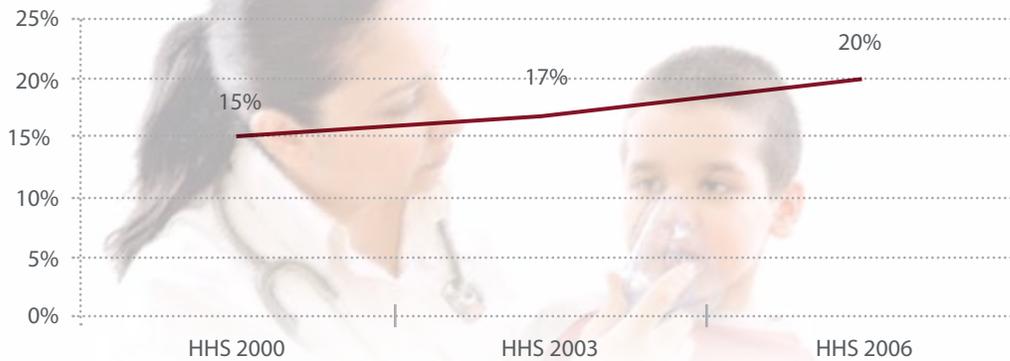
Based on data gathered in the Secondary Data Profile, asthma is an area of concern for the community. According to the Connecticut Department of Health, the hospitalization rates for asthma are notably higher for Hartford when compared to the state as seen in the following figure.

Figure 14. Asthma Hospitalization Rates* in Hartford and Connecticut (2009)



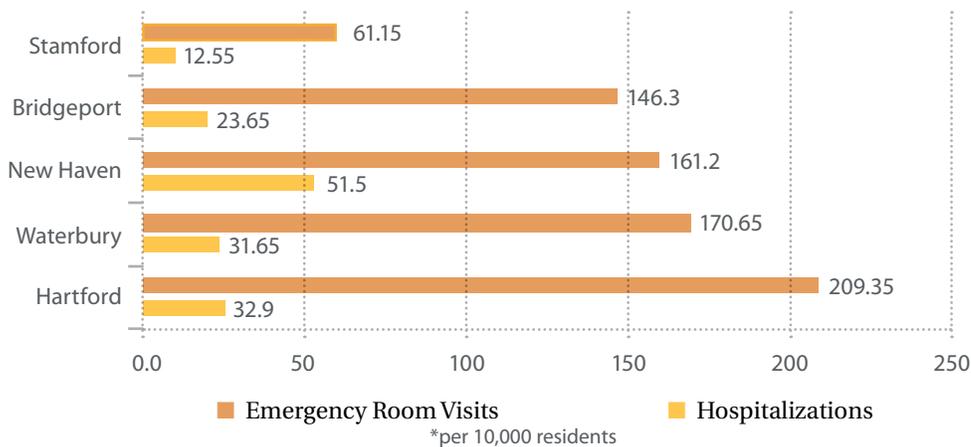
In 2006, the self-reported responses of current asthma among adults were 20%. This is the highest percentage of self-reported asthma in the past three Hartford Health Surveys, an HHS survey conducted through community partners every three years to gauge resident health and access to health care.

Figure 15. Percent of Self-Reported Asthma from Hartford Health Survey (2006)



Regardless of how residents self-report, Hartford has the highest rate of emergency room usage (209 ER visits for every 10,000) and the second highest rate of hospitalization for asthma as the primary cause of diagnosis (33 admissions per 10,000) when compared to other major Connecticut cities.

Figure 16. Asthma Hospitalizations and Emergency Room Visit Rates* for All Residents by Connecticut City (2001-2007)



Similar to asthma hospitalization rates, mortality rates are also an area of concern when compared to the rest of the state. The asthma-related mortality rate for men in Hartford is 22.4 per 10,000 men compared to 7.9 for the rest of Connecticut. Similarly, the mortality rate for women in Hartford is 42.5 compared to Connecticut's rate of 16.5.

In general, respiratory illness in Hartford has some moderate correlations, as noted in the following table, but the HEI indexed score is very low for each of the social determinants correlated to respiratory illness.

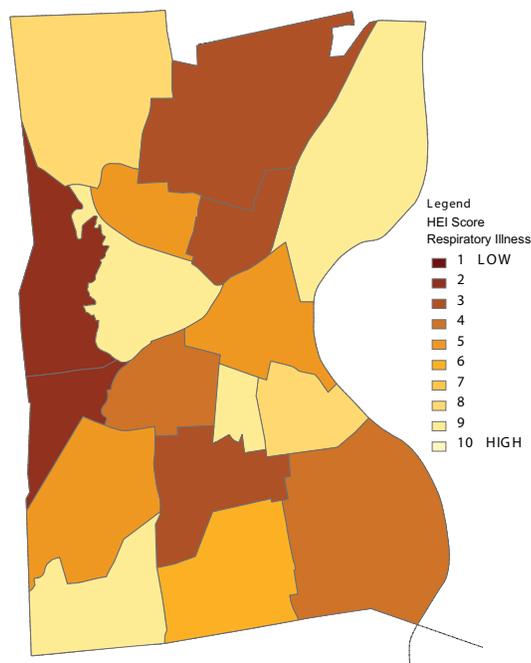
Table 12. Social Determinants of Health Related to *Respiratory Illness*

	INDEX SCORE	CORRELATION COEFFICIENT
Economic Security	2	0.45
Education	2	0.41
Civic Involvement	1	0.31
Housing	3	0.29
Employment	3	0.28
Community Safety	1	0.26
Environmental Quality	4	0.18

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

Using Connecticut Department of Health Office of Vital Records data, the HEI scores Hartford an overall indexed score of 4 when compared to other Connecticut towns and cities. The following map gives an indication of where the lowest scores lie when comparing among Hartford’s neighborhood; the West End and Parkville neighborhoods ranked the lowest among Hartford neighborhoods with regard to respiratory health.

Map 5. HEI Respiratory Illness Score by Neighborhood



To help address these issues, the Asthma Call to Action Taskforce, a coalition of representatives from Hartford’s Department of Health and Human Services, public schools, area hospitals, community organizations, and other agencies that are concerned about asthma in Hartford, seek to increase awareness about asthma to its residents, improve asthma care, establish a network of individuals and organizations to provide education and resources, and define asthma rate improvement strategies.

Obesity and Cardiovascular Disease

The percentages of obese Connecticut adults 20 years and older are notably higher for the Black and Hispanic populations (39.8% and 29%, respectively) than the state’s white population (20.6%) [10]. Obesity is most commonly measured as a percentage of body fat based on height and weight. The following table shows the percent of healthy, overweight, and obese adults in the United States for all income levels as determined by the National Health and Nutrition Examination Survey. These weight category trends are similar when looking solely at people who are classified as “poor” (those who lived below the poverty threshold, currently set at a yearly income of \$11,139 for individuals and \$22,314 for a family of four) by the US government. With a high rate of unemployment and a low HEI ranking for economic security, it can be assumed that obesity trends in Hartford are similar and that there is an increased relative risk for hypertension and adverse cardiovascular outcomes [11].”

Table 13. United States Weight Categories

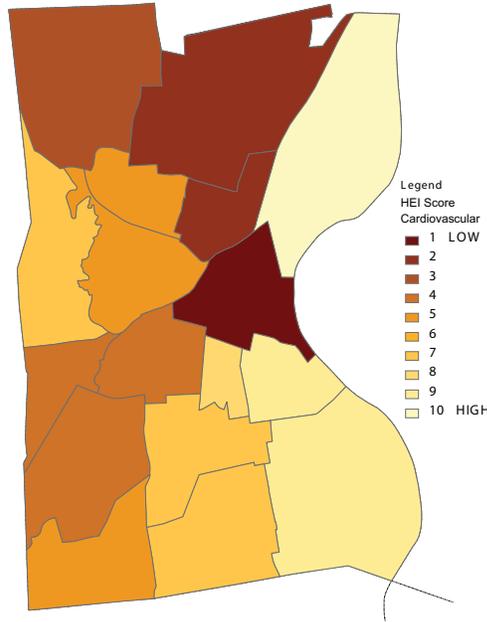
	HEALTHY WEIGHT	OVERWEIGHT	OBESE
1988-1994	41.9%	33.0%	22.7%
2001-2004	32.4%	34.7%	31.2%
2005-2008	30.9%	33.5%	33.9%

Similar rates emerge when looking at people who are classified as “poor” by the US government (those who live below the poverty threshold, currently set at a yearly income of \$11,139 for individuals and \$22,314 for a family of 4). With high rates of unemployment and a low HEI rating for economic security in Hartford, this trend is most likely mirrored in the city.

Downtown, the neighborhood with the lowest residential density, has the highest economic security and education scores, as well as the largest proportion of white residents. Despite such a low percentage of Hartford residents living Downtown, the fact that this population enjoys greater employment as well as health care coverage contributes to an increase in cardiovascular diagnoses and ultimately prevents undesirable health outcomes. For the remainder of Hartford’s residents, cardiovascular health indicators remain elusive.

Obesity has been linked to both cardiovascular health and diabetes [12], and heart disease was the leading cause of death for Hartford from 2005 to 2007. The Northeast and Frog Hollow neighborhoods rate the poorest for these two significant risk factors.

Map 6. HEI Cardiovascular Disease Score by Neighborhood



There are several strong and moderate correlations with cardiovascular health, the top being education and economic security; below is a table listing the top five.

Table 14. **Social Determinants of Health Related to Cardiovascular Health**

	INDEX SCORE	R _s VALUE
Education	2	0.51
Economic Security	2	0.48
Civic Involvement	1	0.42
Environmental Quality	4	0.36
Community Safety	1	0.33
Housing	3	0.29
Employment	3	0.28

Note: All shown correlations are statistically significant and ranked in order from strong to weak.

Diabetes

The fact that diabetes often presents as a co-morbidity with other diseases, it is difficult to segregate the information for just diabetes. The following table shows the age-adjusted percentages for adults 20+ for selected ethnic groups throughout the state; the data are from the Centers for Disease Control Behavioral Risk Factor Surveillance System (BRFSS).

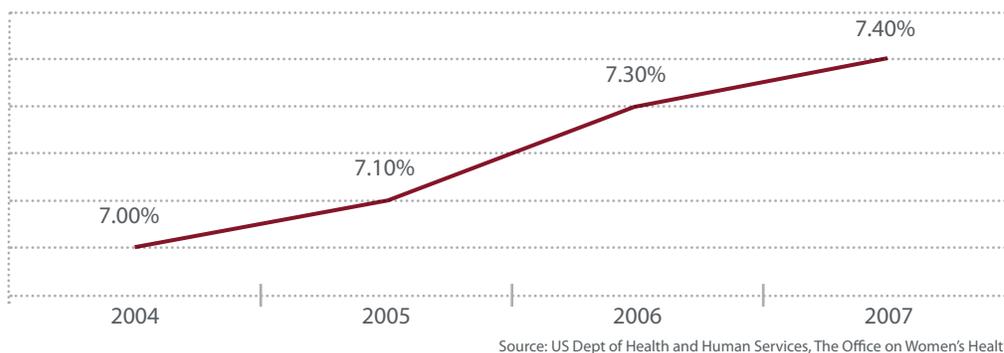
Table 15. **Connecticut Residents with Diabetes by Race**

YEAR	ALL ADULTS	NON-HISPANIC WHITE	NON-HISPANIC BLACK	MEXICAN-AMERICAN
2005	7.2%	6.6%	14.3%	15.1%
2006	6.9%	6.4%	15.0%	10.4%
2007	8.3%	7.1%	20.4%	13.5%
2008	7.2%	6.2%	16.1%	11.6%
2009	6.8%	6.4%	13.0%	9.7%
2010	7.6%	7.0%	13.9%	9.5%

The rates are alarmingly higher for non-Hispanic Blacks, and Hispanics; these trends are the same across all economic levels, and substantially higher for those who live below and near the poverty threshold. Since 2007, there has been a significant improvement in these high rates as both the Black and Hispanic populations in the state have experienced a drop in the rate of diabetes, but there is still a diabetes health disparity drawn along racial lines for the state.

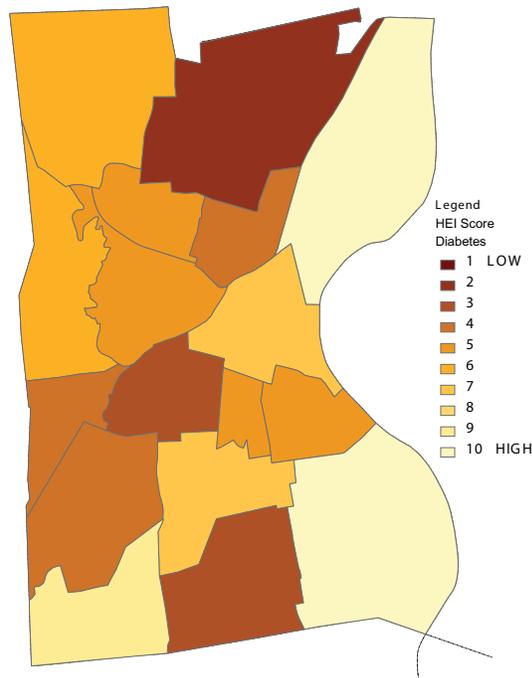
While Hartford's diabetes rate is lower than the state's, the CDC indicates that Hartford's rate is on the rise. If the state trend in diabetes is any indication of how the city is afflicted by this disease, then the assumption would be that the Black population is disproportionately affected when compared to other racial/ethnic groups.

Figure 17. **Diabetes in Hartford for Adults**



The neighborhoods are compared to one another in the following map using the HEI indexing giving an indication where in Hartford diabetes is more of a health issue. The Northeast neighborhood ranks the lowest among Hartford neighborhoods.

Map 7. HEI Diabetes Score by Neighborhood

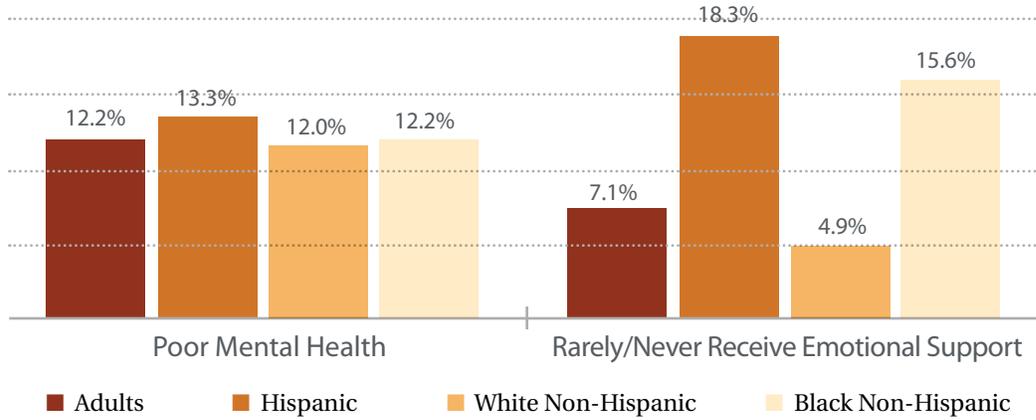


Behavioral Health

The HEI, using discharge data from the Connecticut Hospital Association and death information from the Connecticut Office of Vital Records, calculated an aggregate index score of 2 for mental health as a health indicator for Hartford. There are several significant correlations with mental health, including community safety ($R_s=0.55$), economic security ($R_s=0.47$), environmental quality ($R_s=0.45$), civic involvement ($R_s=0.45$), education ($R_s=0.42$), housing ($R_s=0.37$), and employment ($R_s=0.23$). With a low-indexed social determinant score, it can be inferred mental health issues are a significant health risk for the city. The BRFSS, a national system of state-based surveys, annually assessed how the residents fare with mental health issues. The results show that there is clearly a greater rate of Hispanics and Blacks self-reporting a lack of emotional support.

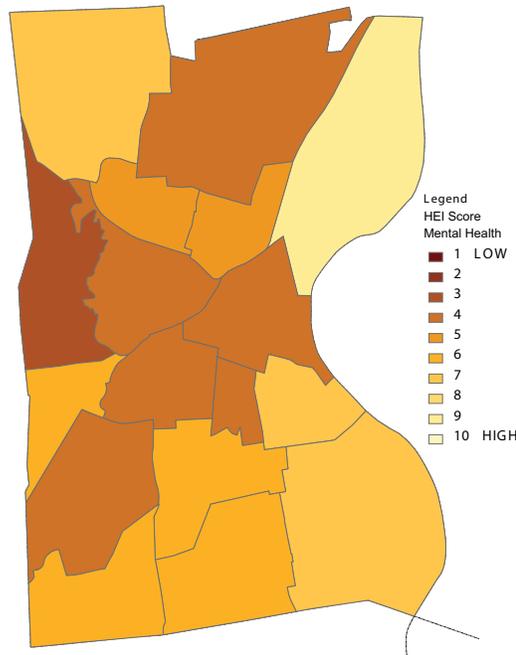
The behavioral health infrastructure is headed by the state through the Department of Mental Health and Addiction Services and its various partners; the complexity of mental health services designed to cater to large geographic regions encompassing the city as well as 37 other municipalities calls for a more thorough investigation and coordinated approach. HHS is currently engaged in a collaborative partnership that includes planning for a Behavioral Health Needs Assessment in order to fully understand the nature of these services.

Figure 18. Mental Health in Connecticut (Age Adjusted; 2007-2009)



The neighborhood with the highest utilization of mental health services is the West End, which happens to be relatively affluent when compared to other city neighborhoods. The Consortium could hypothesize that individuals with greater access to specialized health care services would experience higher rates of diagnoses.

Map 8. HEI Mental Health Score by Neighborhood



VIII. Barriers to Services

The Urban Alliance survey asked respondents to consider barriers to health services and community resources. The most commonly reported barriers to service areas included not knowing about existing services (27%), lack of available services (22%), not able to pay (20%), and lack of transportation (20%).

Respondents were also asked to identify the most crucial **perceived service needs** for Hartford. Areas perceived as the most in need of additional services included homelessness/ housing (45%), education (41%), job training/employment assistance (39%), and basic needs/food assistance (36%). The top **actual service needs** were determined by respondents indicating that someone in their household would benefit from having additional service in this area. This resident survey found that the actual needs of the respondents were, for the most part, similar to the perceived needs of Hartford; three of the top five needs mentioned were common to both (see table below; ranked by most common responses and common responses bolded). The two areas - perceived and actual service needs - were explored separately to note differences, but with such high correlations in Connecticut between employment, education, and housing, as well as other factors, the overlap between the two areas is not as discordant as they appear to be.

Table 16. **Top 5 Needs for Hartford**

ACTUAL NEEDS	PERCEIVED NEEDS
Basic needs/food assistance services	Homelessness/housing
Financial support services	Education
Job training/employment assistance	Job training/employment assistance
Health and wellness	Basic needs/food assistance
Education	Youth development

The Key Informant interviews completed by the Consortium had similar findings. More than half of Key Informants chose either “Disagree” or “Strongly Disagree” with positive statements about access to care regarding dental services, medical specialists, a comprehensive model of primary care, providers who accept Medicaid, transportation, and health care delivery in Hartford.

Table 17. Key Informant Perceptions of Health Care

ACCESS/ BARRIERS TO CARE	“DISAGREE” OR “STRONGLY DISAGREE”
The majorities of Hartford residents are able to access and afford a dentist when needed.	88%
The majority of Hartford residents are able to access needed medical specialists.	83%
The majorities of Hartford residents are able to access and afford a primary care provider.	76%
Transportation to medical appointments is available to residents when needed.	73%
The healthcare delivery system in Hartford has a comprehensive approach to patient care.	71%
There is a sufficient number of providers accepting Medicaid or other forms of medical assistance.	70%
There is a sufficient number of bilingual healthcare providers in Hartford.	63%



IX. Conclusions

This Community Health Needs Assessment was assembled to give readers an overview of Hartford public health trends and to provide a platform to increase the communication across non-governmental as well as governmental agencies to improve the lives of city residents. The findings from this process demonstrate that Hartford residents include high concentrations of people at an increased risk for unhealthy living. After examining all the data sources used to create this report – the Key Informant Survey, the Hartford Survey Project, and the various secondary data that were analyzed – it is clear that marginalized and underserved populations are overrepresented in the city, and the need for establishing and expanding effective partnerships among city agencies is critical. Poverty, job opportunities, education, quality of housing, and neighborhood safety are quality of life measures that were most often mentioned by the Key Informants. All of these were highlighted in the data as areas where collaboration and renewed effort are necessary.

According to a recent model created by the University of Wisconsin's Population Health Institute, at least half of community wellness is driven by non-health factors such as education, housing, and pollution [13]. Connecticut, consistently one of the wealthiest states in the union, is also home to some of the nation's most significant gaps in leading societal determinants of health. For instance, when looking at poverty, Latinos are 4.7 times and Blacks are almost 3.6 times more likely to be living in poverty when compared with their white counterparts in Connecticut. These poverty rates among Black and Latino population reflect, in part, the terribly high unemployment rates in cities like Hartford, which have been crippled by unemployment rates at least 50% higher than that of the state. Coupled with things like a high percentage of single parent households with children present, these compromising circumstances make it difficult for Hartford residents and their families to achieve optimal health.

In addition to a high concentration of poverty, this assessment identifies other actionable non-medical factors that drive the state of health in Hartford. **Education**, for example, is a key indicator for economic security; low educational attainment coupled with limited employment opportunities adversely impact economic security of the city on a whole. Hartford's battle is a difficult one as one-third of Hartford adults do not have a high school diploma. And with one-fifth of the city's labor force unemployed and a high rate of service occupations for those who are employed, it is apparent that when people get off on the wrong foot, the path to occupations with increased responsibility and higher wages become all the more difficult.

The **housing** situation in Hartford makes it difficult to find up-to-date accommodations. The housing stock in Hartford is an aging one, where more than half of the housing available for both renters and buyers was built prior to 1950. And of all the housing occupied, less than a quarter of Hartford residents own their domicile; the majority has to choose from these old housing options.

Crime continues to be a problem in Hartford. With such a high number of youth living in the city, there is going to be an increased rate of violent and injury-related deaths. The city, having about 3.5% of the entire state's population, accounts for more than a third of all murders. In addition, there are some very specific health issues that should be highlighted:

- High age-adjusted mortality rates despite a population that is relatively young suggest that the senior population is dying at a high rate
- The diabetes rate, although well below Connecticut's rate, has climbed steadily in recent years
- As a percent of the total population in Hartford, residents who are obese are increasing while the percent of healthy weight adults declines
- The infant mortality rate in Hartford is much higher than Connecticut and the United States

Preventing problems before they arise is a particularly powerful tool in population health. These prevention efforts will result in a dramatic cost savings and reduction in social problems to our community. In 2009, the Mayor's office in collaboration with HHS designed and launched the Healthy Hartford wellness campaign, focused on many aspects of daily life in our urban environment. The goal of this campaign is to increase the availability of health related information and have community discussions designed to influence the choices that the Hartford citizenry at all ages makes regarding health behaviors like physical activity, proper eating, and other aspects of disease prevention. HHS launched a set of creative teams to design high-impact activities and approaches targeting all residents; the Healthy Hartford campaign was recently recognized by the U.S. Surgeon General and received the *Healthy Youth for a Healthy Future Champion Award* for its efforts to curb and prevent childhood overweight and obesity within our community. The Healthy Hartford campaign along with its many partners strives to reach the largest possible number of residents by designing interactive activities that target specific demographic groups throughout Hartford's 17 neighborhoods.

The Healthy Hartford campaign is a collaborative effort with area health providers and organizations to promote healthy choices and solutions to health problems by focusing efforts on a specific segment of the population or aspect of living in Hartford (i.e., youth, women, and men; Hartford workforce; and public policies that affect the health of the people). As an example, the recently formed Hartford Childhood Wellness Alliance draws on the combined leadership and expertise of community and professional groups across a spectrum of public health, medicine, academia, child care, and recreation to address the critical issue of childhood health and weight in Hartford. The Alliance provides a structure through which individuals and organizations can join together in the common interest of creating healthy environments for children and families, which in turn would be a cost saver to the city. Early in 2011, the Society of Actuaries calculated that the total economic cost of overweight and obesity in the United States is \$270 billion per year as a result of an increased need for medical care, loss of worker productivity due to higher rates of death, loss of productivity due to disability of active workers, and loss of productivity due to total disability. Providing increased accurate chronic

disease self-management training to Hartford residents would have a positive impact on total cost to the city.

Collaboration holds the promise of allowing progress on issues where multiple parties are involved. Sustaining collaborations in Hartford is possible not only because of established partnerships but also because of efforts like such as this needs assessment, which will further strengthen existing relationships by highlighting where the major needs are. Any local health department is limited by available resources. Therefore, HHS' standard operating procedure is to constantly search for, and partner with, other organizations in order to better the lives of Hartford's citizenry.

The Public Health Advisory Council, a city charter-supported advisory panel, is an example of a sustained collaboration relative to residential health and chronic disease. Members of the panel include high-level representation from area hospitals, the Hispanic Health Council, the State of Connecticut Department of Mental Health and Addiction Services, the Connecticut Association of Directors of Health, and other community health organizations, and has regularly met for approximately the last 15 years. As experts on community health, the Public Health Advisory Council advises the city on many public health policies and initiatives.

In order to have improved collaborations throughout the city, there needs to be better data exchange among health organizations. Both health and societal data are not consistently collected, are difficult to compare longitudinally, and frequently may not tell the whole story. To improve the health of Hartford residents, HHS and its partners must have access to accurate local data. There are opportunities to make significant improvements in gathering and tracking such data on all of these issues, particularly on the issues of chronic diseases and risk factors that contribute to health disparities. It is imperative that those working in public health and providers of direct clinical services collaborate to develop a strategic plan for delivery of health care (including preventive care and mental health services) in a manner best suited to the community being served.

This report has presented a case that trends in health outcomes are determined not just by individual-level factors such as genetic make-up or access to medical services. Rather, these rates are a result of but also social, political, and environmental conditions. At the population level, major influences on health are structural. Throughout the development of this report, it has become clear that the disproportionate rates of morbidity and mortality borne by the city's marginalized communities result from far more than access to medical services, a result of cumulative social and environmental conditions in which Hartford's low-income residents are born, grow up, live and work. Hartford stakeholders can no longer afford to ignore evidence linking social determinants of health with health outcomes. By building on the analysis in this report and partnerships throughout the city, Hartford will take significant steps to build the capacity to understand and address the conditions contributing to the compromised health of our most vulnerable neighborhoods.

X. Works Cited

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XI. Appendix

A. Agencies that participated with the Key Informant Interviews:

Alcohol and Drug Recovery Centers, Inc.	Family Life Education
Asian Family Services (CRT)	Gay and Lesbian Health Collective
Blue Hills Civic Association	Greater Hartford Interdenominational Ministerial Alliance, Inc.
Boys and Girls Clubs	Greater Hartford Interfaith Coalition for Equity and justice
Cancer Program at Hartford Hospital	Hartford 2000
Capital Workforce Partners	Hartford Behavioral Health
Capitol Region Education Council	Hartford Community Schools
Casey Family Services	Hartford Foundation for Public Giving
Catholic Charities (Archdiocese of Hartford)	Hartford Hospital
Catholic Worker House	Hartford Office of Youth Services
Charter Oak Health Center	Hartford Public Schools
Child Health and Development Institute of Connecticut, Inc.	Hispanic Health Council
Children's Trust Fund	Immaculate Conception Shelter and Housing Corp.
Clay Arsenal Neighborhood Revitalization Zone	Injury Prevention Center at CCMC
Commission on Children	Institute for Community Research
Community Health Service	Institute for Hispanic Families s
Community Renewal Team, Inc. (CRT)	Interval House
Conference of Churches	Khmer Health Advocates
Connecticut Children's Medical Center (CCMC)	Latino Community Services
Connectikids	Malta House of Care, Inc.
CT African-American Affairs Commission	My Sister's Place
CT Association of Directors of Health (CADH)	Office for Young Children (COH)
CT Association of Human Services	Pediatric Clinic at Saint Francis Hospital
CT Coalition for Environmental Justice	Saint Francis Hospital
CT Department of Mental Health and Addiction Services	The Village for Families and Children
CT Department of Public Health	UConn Health Center
CT Department of Social Services	UConn School of Social Work
CT Voices for Children	United Way
Daughters of Eve	Urban League of Greater Hartford
Department of Community Outreach at Saint Francis Hospital Wellness	Easy Breathing at the Hartford Alliance for Childhood
Emergency Department at Hartford Hospital	Women's League Child Development Center

B. Key Informant Survey

City of Hartford 2010 Key Informant Survey

Good morning/afternoon, my name is _____ and I'm calling on behalf of the City of Hartford Department of Health and Human Services, CCMC, Saint Francis Hospital and Hartford Hospital. You should have received a letter from those institutions soliciting your participation in a brief survey that is part of a community needs assessment for the City of Hartford. You should have received a survey in advance to help us in this process; if that is not the case I could send one now and schedule for a latter time.

Do you have approximately 15-20 minutes to complete the survey with me? If not, I would be glad to schedule a time that is convenient with your schedule and call you back.

Please know that all of your responses will be held in strict confidence. No individual from the sponsoring organizations will have access to your individual survey. I'd like to emphasize that I am not an employee of the City of Hartford, but am affiliated with Holleran, a research firm located in Lancaster, Pennsylvania commissioned to conduct this research.

DEMOGRAPHICS

Area of Expertise:

Education Level:

Years providing services:

1. What is your vision of a healthy community?
2. What are the most significant barriers that residents of Hartford face when they attempt to access healthcare?
3. What specific populations in Hartford do you feel are not being adequately served by the healthcare system?

4. In your opinion, what proportion of the population in Hartford views the hospital emergency room as their key source of primary care? _____%

Key Health Issues

1. In your opinion what are the five most significant health issues (most severe or most serious) you perceive in your community. The first one being the least important and the last one being the most important.

Caller: Read the list only if respondent needs prompting.

<input type="checkbox"/> Diabetes	<input type="checkbox"/> Substance Abuse
<input type="checkbox"/> Cancer	<input type="checkbox"/> Mental Illness
<input type="checkbox"/> Heart Disease	<input type="checkbox"/> Domestic/Family Violence
<input type="checkbox"/> Stroke	<input type="checkbox"/> Abuse of Children
<input type="checkbox"/> Obesity	<input type="checkbox"/> Sexually Transmitted Diseases – does not include HIV/AIDS
<input type="checkbox"/> Daily Life Stressors	<input type="checkbox"/> HIV/AIDS
<input type="checkbox"/> Reproductive Health	<input type="checkbox"/> Violence

Other _____

2. In your opinion what would be the best way to promote health prevention and wellness?
3. Regarding health and well-being, what needs of Hartford residents are currently being met the best?
4. Regarding health and well-being, what would you say are the greatest unmet needs among residents of Hartford?
5. If you had to identify two key improvements that you feel are needed to provide better healthcare for area residents, what would they be?
 - a. _____
 - b. _____

Comments regarding Key Health Issues:

Quality of Life

1. On a scale of 1 (very poor) through 5 (excellent), please rate each of the following within the community.

1 = very poor; 2 = poor; 3 = average; 4 = good; and 5 = excellent.

NEIGHBORHOOD/ENVIRONMENT	Very poor « » Excellent
a. Availability of recreational activities	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
b. Neighborhood safety	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
c. Clean, litter-free neighborhoods	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
d. Water or air pollution	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
e. Quality of housing (affordable, in good condition)	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
f. Road/traffic conditions	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
g. Schools/education	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
h. Job opportunities	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
i. Availability of care for children	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
j. Poverty	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5

Do you have any additional comments on Quality of Life or any example that illustrates your answers:

2. What specific suggestions do you have for area hospitals and public health agencies to improve the quality of life in the community?

Quality of Care

1. On a scale of 1 (strongly disagree) through 5 (strongly agree), please rate each of the following statements.

1 = strongly disagree; 2 = disagree; 3 = neither agree nor disagree; 4 = agree; 5 = strongly agree

HEALTHCARE	Strongly disagree « » Strongly agree
a. There are a sufficient number of bilingual providers in Hartford.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
b. The majority of residents in the area are able to access a primary care provider.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
c. The majority of residents in the area are able to access a medical specialist.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
d. The majority of residents in the area are able to access a dentist when needed.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
e. Transportation for medical appointments is available to the majority of residents.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
f. There are a sufficient number of providers accepting Medicaid or other forms of medical assistance.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5

Do you have any additional comments on Healthcare or any example that illustrates your answers:

SOCIAL SERVICES	Strongly disagree « » Strongly agree
a. The majority of the residents in Hartford would know where to go if they needed mental health/ behavioral health treatment.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
b. The majority of residents in Hartford would know where to go if they needed help with a substance abuse problem.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
c. There are a sufficient number of behavioral health providers in the area.	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
d. The healthcare delivery system in Hartford has a holistic approach to patient care?	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5

Do you have any additional comments on Social Services or any example that illustrates your answers:

That concludes the survey. Thank you very much for your time today and we appreciate your feedback!

C. Hartford Resident Survey: English

URBAN ALLIANCE HARTFORD RESIDENT SURVEY



You are being invited to complete this survey because you are a Hartford resident. We are interested in learning about services that would be helpful to you and your family as well as barriers to receiving these services. It is our hope that the results of this survey will enhance and increase services offered in the city of Hartford.

QUESTIONS ABOUT YOU

This survey begins with questions about you and your family. These help us to describe who completed the survey.

1. Do you live in the city of Hartford?

Yes No

Please provide your Zip Code: _____

2. What is your ethnicity?

Latino West Indian Multi-ethnic

White African Other

Asian American *Specify:* _____

4. Do you attend a church?

Yes *If yes, please specify which church:*

No _____

5. How many adults live in your household? _____

6. How many children live in your household? _____

3. What is your gender? Female Male

7. Check the box that best describes your age:

18-29 30-49 50-64 65+

QUESTIONS ABOUT SERVICES IN HARTFORD

In the **first column (questions a & b)**, indicate if you or someone in your household (someone who lives with you) would benefit from additional services in each area and barriers to receiving each type of service.

In the **second column (question c)**, rank (1 through 3) the three areas most in need of additional services in the city of Hartford. Place the ranking in the box corresponding to each service area (1 indicates the area most in need of additional services). Complete this column after you have completed the first column (questions a & b) for each type of service.

<p>1. SUBSTANCE ABUSE RECOVERY (e.g. treatment, prevention)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access substance abuse recovery services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time</p> <p><input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Uninsured</p> <p><input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves <input type="checkbox"/> Other:</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p style="text-align: center;">□</p>
<p>2. BASIC NEEDS/FOOD ASSISTANCE (e.g. food pantry, meals, clothing, utility assistance)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access basic needs/food services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time</p> <p><input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other</p> <p><input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p style="text-align: center;">□</p>
<p>3. HOMELESSNESS/HOUSING (e.g. emergency shelter, affordable housing)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access housing services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time</p> <p><input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other</p> <p><input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p style="text-align: center;">□</p>
<p>4. COUNSELING/EMOTIONAL SUPPORT (e.g. counseling, support group, stress management)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access counseling/emotional support services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time</p> <p><input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Uninsured</p> <p><input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves <input type="checkbox"/> Other:</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p style="text-align: center;">□</p>

<p>5. YOUTH DEVELOPMENT (e.g. leadership training, mentoring, after-school programs)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access youth development services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>6. HEALTH AND WELLNESS (e.g. health care, screenings)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access health and wellness services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Uninsured <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves <input type="checkbox"/> Other:</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>7. EDUCATION (e.g. tutoring, GED classes, ESL, literacy)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access education services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>8. FINANCIAL SUPPORT SERVICES (e.g. personal finance planning, financial literacy, tax preparation)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access financial support services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>9. ELDERLY SERVICES (e.g. convalescent home, meals, senior center/programs)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access services for seniors? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>10. PRISONER /RE-ENTRY SERVICES (e.g. visitation, re-entry assistance, support)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access prisoner/re-entry services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>11. JOB TRAINING/EMPLOYMENT ASSISTANCE (e.g. skill development, resume assistance)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access job training/employment services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>
<p>12. PREGNANCY/PARENTING SUPPORT (e.g. parenting/prenatal education and support)</p> <p>a. I or someone living in my household would benefit from additional services in this area. <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Which factors make it difficult to access pregnancy/parenting support services? (mark all that apply)</p> <p><input type="checkbox"/> Never needed services in this area <input type="checkbox"/> Lack of child care <input type="checkbox"/> Lack of transportation <input type="checkbox"/> Lack of time <input type="checkbox"/> Don't know about existing services <input type="checkbox"/> Not able to pay <input type="checkbox"/> Language barrier <input type="checkbox"/> Other <input type="checkbox"/> Lack of available services <input type="checkbox"/> Bad past experience <input type="checkbox"/> Family/friend disapproves</p>	<p>c. Rank the three areas most in need of additional services in Hartford</p> <p><input type="checkbox"/></p>

D. Hartford Resident Survey: Spanish

ALIANZA URBANA ENCUESTA SOBRE RESIDENTE HARTFORD

Usted está invitado a terminar esta encuesta porque usted es un residente de Hartford. Estamos interesados en aprender sobre los servicios que le serían provechosos a usted y su familia así como barreras para recibir estos servicios. Nuestra meta es mejorar y aumentar el alcance de los servicios ofrecidos en la ciudad de Hartford.

PREGUNTAS DE USTED

Esta encuesta comienza con preguntas sobre usted y su familia y nos ayudan a describir quién terminó la encuesta.

1. ¿Usted vive en la ciudad de Hartford?

Sí No

Proporcione por favor su Código postal: _____

4. ¿Usted asiste a alguna iglesia?

Sí No *Especifique por favor qué iglesia:*

2. ¿Cuál es su pertenencia étnica?

Latino Oeste Indio Multi-étnico

Blanco Africano Otro

Asiático Americano *Especifique:* _____

5. ¿Cuántos adultos viven en su casa? _____

6. ¿Cuántos niños viven en su casa? _____

3. ¿Género? Femenino Masculino

7. ¿Está entre las edades de?:

18-29 30-49 50-64 65+

PREGUNTAS SOBRE SERVICIOS EN HARTFORD

En la **primera columna** (preguntas a y b), indique si usted o alguien en su hogar serían beneficiado por servicios adicionales en cada área y también indique las barreras para recibir cada tipo de servicio.

En la **segunda columna** (pregunta c), Marque (1 a 3) las tres áreas más necesitadas de servicios adicionales en la ciudad de Hartford. Marque la caja que corresponde a cada área de servicio (1 indica la área más en necesidad de servicios adicionales). Termina esta columna después de que usted haya terminado la primera columna (preguntas a y b) para cada servicio.

1. RECUPERACIÓN DEL ABUSO DE LA SUSTANCIA (e.g. tratamiento, prevención)	c. Marque las tres áreas más necesitadas de servicios adicionales
a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No	<input type="checkbox"/>
b. ¿Qué factores hacen difícil de tener acceso a servicios de recuperación del abuso de la sustancia?	c. Marque las tres áreas más necesitadas de servicios adicionales
<input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo <input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desapruaba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Sin seguro medico <input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos <input type="checkbox"/> Otro: _____	<input type="checkbox"/>
2. NECESIDADES BASICAS/ASISTENCIA DE ALIMENTOS (e.g. despensa de alimento, ropa, ayuda para utilidades)	c. Marque las tres áreas más necesitadas de servicios adicionales
a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No	<input type="checkbox"/>
b. ¿Qué factores hacen difícil de tener acceso a servicios de necesidades basicas/asistencia de alimentos?	c. Marque las tres áreas más necesitadas de servicios adicionales
<input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo <input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desapruaba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro <input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos _____	<input type="checkbox"/>
3. PERSONAS SIN HOGAR/VIVIENDA (e.g. abrigo de emergencia, cubierta comprable)	c. Marque las tres áreas más necesitadas de servicios adicionales
a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No	<input type="checkbox"/>
b. ¿Qué factores hacen difícil de tener acceso a servicios de personas sin hogar/vivienda?	c. Marque las tres áreas más necesitadas de servicios adicionales
<input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo <input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desapruaba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro <input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos _____	<input type="checkbox"/>
4. ASESORAMIENTO/APOYO EMOCIONAL (e.g. asesoramiento, grupo de ayuda)	c. Marque las tres áreas más necesitadas de servicios adicionales
a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No	<input type="checkbox"/>
b. ¿Qué factores hacen difícil de tener acceso a servicios de asesoramiento/apoyo emocional?	<input type="checkbox"/>
<input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo <input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desapruaba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Sin seguro medico <input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos <input type="checkbox"/> Otro: _____	<input type="checkbox"/>

<p>5. DESARROLLO DE LA JUVENTUD (e.g. programas después de la escuela)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de desarrollo de la juventud?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos económicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>6. SALUD Y BIENESTAR (e.g. cuidado médico, exámenes)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de salud?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Sin seguro medico</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos económicos <input type="checkbox"/> Otro:</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>7. EDUCACIÓN (e.g. tutoria, GED, ESL)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de educación?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>8. SERVICIOS DE APOYO FINANCIERO (e.g. preparación de impuesto, planificación financiera)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>9. SERVICIOS ENUEJECIENTES (e.g. clínica de reposo, comidas, centro mayor/programas)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de enuejecientes?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>10. SERVICIOS DE PRISIÓN Y DE REINTEGRARSE (e.g. visitation, ayuda del reingreso)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de re-entry del preso?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>11. ENTRENAMIENTO/BUSQUEDA DE TRABAJO (e.g. ayuda de resume)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios de asistencia trabajo de formación?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>
<p>12. SERVICIOS DE EMBARAZO/ CRIANZA DE LOS HIJOS (e.g. educación y apoyo)</p> <p>a. Yo o alguien en mi hogar nos beneficiaríamos de servicios adicionales en esta área. <input type="checkbox"/> Sí <input type="checkbox"/> No</p> <p>b. ¿Qué factores hacen difícil de tener acceso a servicios del embarazos o crianza de los hijos?</p> <p><input type="checkbox"/> Nunca he necesitado estos servicios <input type="checkbox"/> Falta de cuidado de niños <input type="checkbox"/> Falta de transporación <input type="checkbox"/> Falta de tiempo</p> <p><input type="checkbox"/> No sé sobre los servicios existentes <input type="checkbox"/> Familia/amigo desaprueba <input type="checkbox"/> Barrera lingüística <input type="checkbox"/> Otro</p> <p><input type="checkbox"/> Falta de servicios disponibles <input type="checkbox"/> Malas experiencias <input type="checkbox"/> Recursos economicos</p>	<p>c. Marque las tres áreas más necesitando adicional servicios</p> <p><input type="checkbox"/></p>

E. Data Sources for HEI Social Determinants

Social Determinants

- Civic Involvement
- Community Safety
- Economic Security
- Education
- Employment
- Environmental Quality
- Housing

Health Outcomes

- Accidents/Violence
- Cancer
- Cardiovascular Disease
- Childhood Illness
- Diabetes
- Health Care Access
- Infectious Disease
- Life Expectancy
- Liver Disease
- Mental Health
- Perinatal Care
- Renal Disease
- Respiratory Illness

For additional information about the HEI social determinants and health outcomes, please visit the Health Equity Index website at <http://index.healthequityalliance.us/> or contact Connecticut Association of Directors of Health (CADH) at (860) 727-9874.

F. Data Sources for Health Equity Index

Connecticut Secretary of State Office Voter Registration Statistics

Connecticut Department of Public Safety Uniform Crime Reports

2008 Warren Group Residential Statistics Report

2006-07 Home Mortgage Disclosure Act, Aggregate Reports; 2006-07 FFIEC Census Reports 2006-07

Housingpolicy.org

2000 US Census

Connecticut Department of Health Vital Records

RealtyTrac website, September 2008

2008 Connecticut Department of Social Services Temporary Family Assistance Data

Connecticut Department of Education's CEDaR site

2006 US Annual Economic Census ZIP Code Business Patterns reports; 2000 US Census

Connecticut Housing Finance Authority; 2005 US Census Population Survey

1995-2006 U.S. Annual Economic Survey

2002 US Economic Census Zip Code Statistics

US Environmental Protection Agency Toxic Release Inventory Program

Connecticut Housing Finance Authority; 2005 US Census Population Survey

Connecticut Department of Health, Office of Vital Records Death Certificates; 2007 Nielsen Claritas Population Facts Demographic Report

Connecticut Department of Health Tumor Registry; 2007 Nielsen Claritas Pop-Facts Demographic Report

2005 Connecticut Hospital Association CHIME Hospital Discharge Data

Connecticut Department of Health, Lead Poisoning Prevention and Control Program

Connecticut Department of Health, Office of Vital Records Birth Certificates

Connecticut Department of Health, Sexually Transmitted Surveillance Program

For additional information about the HEI data sources, please visit the Health Equity Index website at <http://index.healthequityalliance.us/> or contact Connecticut Association of Directors of Health (CADH) at (860) 727-9874.

PLAY



WALK



RUN



BIKE



Know Your Numbers

HDL

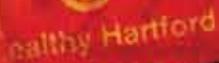
Cholesterol



Know Your Numbers



Blood Pressure



Know Your Numbers



Blood Sugar





ATTACHMENT 4



Physician Resource Assessment

Final Report
May 2013



Project Approach



Medical Staff Profile

Quantitative analysis and profile of the SFHMC medical staff, with focus on:

- Retirement vulnerability
- Volume concentrations

Interviews

Interviews with service line leaders and other stakeholders for **perspective and experience** on local needs and issues

Community Supply and Demand Analyses

Quantitative community supply vs. demand analyses:

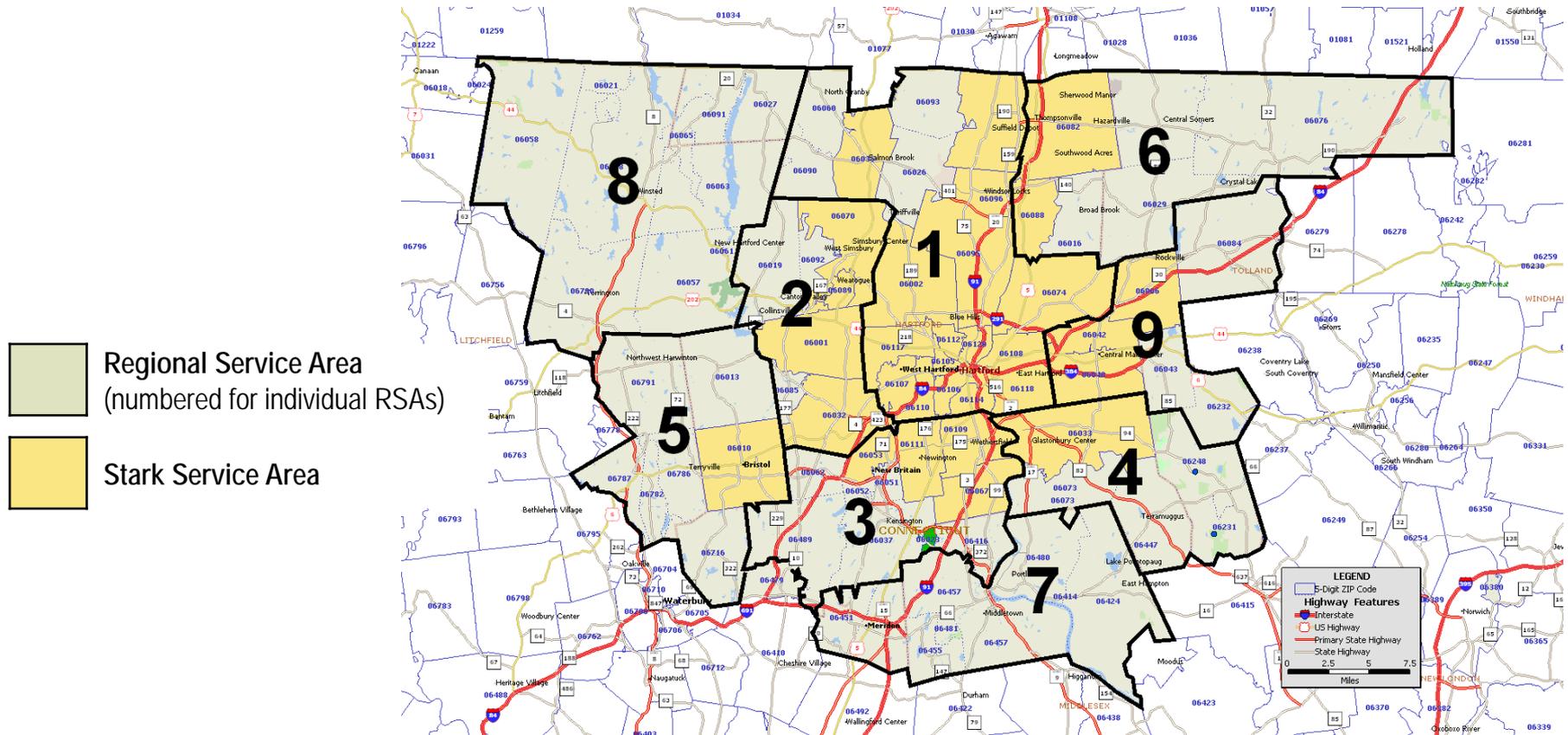
- Supply – Inventory verified via phone calls
- Demand Projections – reflecting actuarial data, detailed demographics, and health reform projections

Stark Service Area and Larger Regional Service Area



The Stark Service Area consists of those contiguous zip codes from where the hospital draws 75 percent or more of its inpatients. Federal regulations state that the hospital may provide recruitment assistance to physicians in specialties where there is a deficit in the Stark area.

- Stark law restrictions do not apply to the employment of physicians



 Regional Service Area
(numbered for individual RSAs)

 Stark Service Area

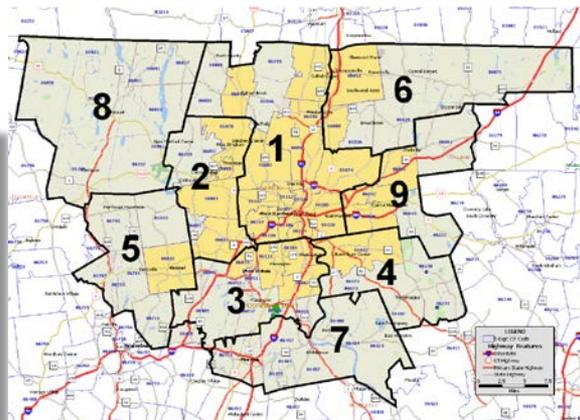
"Stark Service Area" and Larger Regional Service Areas



 Stark Service Area

Current Population	740,058
5 Year Population Growth	+0.7%
5 Year growth in 65+ cohort	+10.8%

Category	Physician Demand		
	Current	2018	Change
<i>Adult PC</i>	812.6	852.9	+5.0%
<i>Medical Specialties</i>	505.3	524.9	+3.9%
<i>Surgical Specialties</i>	420.8	441.1	+4.8%
<i>Hospital-Based and Other</i>	693.7	733.2	+5.7%



Area	Current Population
Total RSA	1,256,292
Stark Area	740,058
RSA #1	359,849
RSA #2	77,578
RSA #3	245,992
RSA #4	51,380
RSA #5	112,791
RSA #6	96,502
RSA #7	136,586
RSA #8	63,823
RSA #9	111,791

 Regional Service Area (numbered for individual RSAs)

Current Population	1,256,292
5 Year Population Growth	+1.3%
5 Year growth in 65+ cohort	+12.9%

Category	Physician Demand		
	Current	2018	Change
<i>Adult PC</i>	479.0	498.7	+4.1%
<i>Medical Specialties</i>	298.6	307.2	+2.9%
<i>Surgical Specialties</i>	248.5	258.0	+3.8%
<i>Hospital-Based and Other</i>	410.8	430.1	+4.7%

Service Area Population and Projections



- » Very low overall population growth is the rule across the region
- » Population in the 65+ age cohort will grow substantially however, as the population grows older, on average, in the coming years.
- » Physician need impacts: Very modest population growth indicates physician need is not expected to grow substantially, although aging of the population does increase MD need somewhat.

	Total Regional Service Area	Total Stark Area	RSA #1	RSA #2	RSA #3	RSA #4	RSA #5	RSA #6	RSA #7	RSA #8	RSA #9
Current Population											
Total Population	1,256,292	740,058	359,849	77,578	245,992	51,380	112,791	96,502	136,586	63,823	111,791
Population age 0-17	290,700	171,279	87,443	19,198	52,948	13,638	25,749	20,635	31,519	13,887	25,683
Population age 18-44	433,595	260,076	128,578	22,426	85,745	14,888	38,448	35,181	48,884	20,095	39,350
Population age 45-64	353,500	200,864	93,385	24,729	68,712	16,535	33,258	27,721	37,665	19,626	31,869
Population Age 65+	178,497	107,839	50,443	11,225	38,587	6,319	15,336	12,965	18,518	10,215	14,889
Fem Pop age 18-44	216,151	129,721	64,684	11,348	43,348	7,575	19,205	15,669	24,704	9,847	19,771
Projected 5 Year Growth											
Total Population	1.3%	0.7%	0.6%	2.3%	1.2%	2.5%	1.3%	2.6%	1.5%	0.8%	1.7%
Population age 0-17	-3.3%	-3.3%	-3.0%	-2.6%	-2.4%	-2.6%	-4.0%	-4.8%	-2.3%	-6.8%	-4.7%
Population age 18-44	-2.5%	-2.7%	-2.3%	3.3%	-3.3%	2.4%	-3.7%	-1.0%	-4.8%	-4.5%	-3.2%
Population age 45-64	4.1%	3.2%	2.6%	-0.8%	4.6%	0.1%	5.1%	6.6%	6.5%	5.1%	6.4%
Population Age 65+	12.9%	10.8%	10.8%	15.5%	10.4%	19.8%	14.5%	15.6%	14.3%	13.7%	15.7%
Fem Pop age 18-44	-3.4%	-3.6%	-3.3%	1.6%	-3.7%	0.1%	-4.4%	-1.7%	-5.5%	-5.6%	-3.9%

Population Health Management and MD Demand



Quantitative Demand Model

- Navigant's demand model has two inputs that are adjusted to account for population health efforts: The **managed care penetration** in a market can be adjusted and the **degree of care coordination** in the managed care market (Including Medicaid, MA, and Commercial Managed care populations).

Managed Care Penetration and Population Management

- ✓ Navigant's model calculates physician need by age group and payer segment. Managed care (Commercial, Medicare, and Medicaid) populations use higher rates of primary care and lower rates of subspecialty care. When the managed care penetration in a market increases, that market can expect higher need for primary care and lower need for subspecialty care. The effects of a population management approach are estimated by increasing the managed care penetration in a market

Care Coordination

- ✓ Within the managed care segments of the population, Navigant can further adjust use rates to simulate a more tightly managed population. Higher rates of care coordination result in increased primary care and reduced usage of subspecialty care.

- A fairly aggressive set of assumptions that result in increasing the penetration of managed care 20% each year for 5 years (a 2.5-fold increase over current levels) and the assumption of high levels of care coordination produces the following results regarding estimated physician need (% is the comparison between the baseline model and the population health model)

Specialty Category

Change in Physician Need vs. Baseline

Adult Primary Care	+6%
Medical Specialties Total	-3%
Surgical Specialties	-5%
Hospital Specialties Total	-6%

Quantitative effects for each service line are shared in the detailed service line portions of the analysis

Key Assumptions Driving Physician Demand



Navigant's Physician Requirements Model takes into account assumptions in the following areas:

1. **Planning Horizon:** Five years – 2018
2. **Demographic Forecasts:** Population growth estimates in the service area by age cohort with specific attention to:
 - 1) Pediatric population (under 15)
 - 2) Women of childbearing age (15-44)
 - 3) Older population (65-84, 85+)
3. **Market specific health insurance status** - health insurance coverage, penetration of managed care, degree of care coordination in managed care)
4. **Economic impacts** – projected growth/decline in income and impacts on purchasing power, which affects MD utilization
5. **Physician Work Capacity:** MGMA median (2011 data) for the average number of patient office visits and surgeries per year by specialty
6. **Projected Retirement Age:** Age 70 for primary care and specialists. For physicians whose age is unknown it was assumed that 5 percent would retire by 2018 (this is based on review of SFHMC's recent history and is lower than typically assumed in a physician needs study).
7. **Ratio of Family Practice to Internal Medicine physicians:** Assumed to be 1:2 based on market supply.
8. **Geographic Use Rate Adjustment:** SFHMC serves an area that includes the Hartford MSA – a proprietary regional adjustment factor is applied to use rates appropriate for this area.

Determining Physician Supply



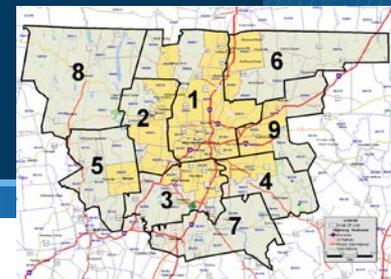
Navigant used several sources to compile the service area's physician supply:

- The database from the 2009 project was used as the basis for the updated project
- An up-to-date medical staff roster from SFHMC was used
- The medical staff rosters from each hospital in the total regional service area were used to add physicians not included in the 2009 study (physicians new to the area)
- Physician FTE status was verified through direct phone calls to each physician's office
- Where practices did not provide detailed practice information, each service area physician's FTE was divided equally among the number of office locations at which he/she was noted to practice.
- Projected future supply for 2018 was adjusted for expected retirements
 - Full retirement age is assumed to be 70; Part-time status (half of a physician's current FTE amount) is assumed at age 65
 - This is an older assumption than is typically used in these studies but is based on the analysis of SFHMC staff that showed a large percentage of physicians continuing to practice well past traditional retirement age
 - Where age is unavailable, a retirement assumption of 5% was made for the balance of the supply – Again, this is a lower number than is typically used based on the SHFMC analysis
- SFHMC staff and physicians reviewed the resulting supply roster for their specialties. Updates from these reviews were incorporated into the database.
- UConn Doctors' clinical FTEs were adjusted down by 33% to account for non-clinical time (based on average from prior study)

3. Summary Results



Current Community Supply/Demand



Summary Comments

Primary Care

- Large deficits in adult primary care current and projected (Combined FP/GP and IM)
- In general, surpluses shown in pediatrics
- Large deficits particularly in the outlying RSAs (areas beyond 1/2)

Women/Infants

- Overall, well-supplied in Ob/Gyn
- Deficits in Gyn Surgery; although many ob/gyns also perform gyn surgery and ob/gyn shows surplus
- Generally well supplied in Neonatology/Perinatology
- Surplus concentrated in Hartford/West Hartford

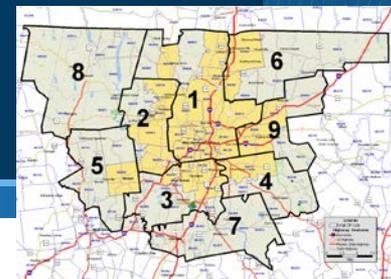
Medicine

- Surplus/Deficit calculations vary widely by specialty
- Like primary care, surpluses are concentrated in Hartford Area; Deficits in outlying areas
- Specialties showing regional deficits include Allergy/Immunology, Dermatology, and Infectious Disease
- Specialties showing regional surpluses include GI, Neurology, Pulmonary

Service Line/Specialty	Current - 2013					
	Total Regional Service Area			Stark Service Area		
	Community Supply	Community Demand	Surplus / Deficit	Community Supply	Community Demand	Surplus / Deficit
Primary Care						
Family/General Practice	152.4	323.1	(170.7)	83.5	191.2	(107.7)
Internal Medicine	371.4	489.4	(118.1)	272.5	287.8	(15.3)
Pediatrics	203.4	182.8	20.6	145.9	108.5	37.5
Women and Infants						
Obstetrics / Gynecology	163.3	136.9	26.4	110.8	80.3	30.5
OB/Gyn	133.4	80.4	53.0	91.2	47.2	44.0
Gynecology Surgery	30.0	56.5	(26.6)	19.6	33.1	(13.5)
Neonatology	33.3	25.8	7.5	23.0	15.1	7.9
Medicine						
Allergy/Immunology	18.7	27.5	(8.8)	16.7	16.1	0.6
Dermatology	35.1	59.0	(23.9)	21.5	34.7	(13.2)
Endocrinology	24.4	21.6	2.8	16.4	12.7	3.7
Gastroenterology	74.7	69.1	5.6	44.4	40.8	3.6
Infectious Disease	25.2	42.0	(16.8)	15.7	24.9	(9.2)
Nephrology	28.8	25.2	3.6	17.4	15.1	2.3
Neurology	57.8	41.0	16.8	35.2	24.2	11.0
Pulmonary Medicine	61.4	40.5	20.9	39.8	24.0	15.8
Rheumatology	27.1	21.6	5.5	18.4	12.8	5.6
Hospitalist (PCP Only)	133.5	60.1	73.3	87.5	36.0	51.5
Geriatrics	22.9	n/a	n/a	14.8	n/a	n/a

Common theme among many service lines:
Surplus in RSA #1 and #2, Deficits in other geographies

Quantitative Community Supply/Demand



Summary Comments

Cardiovascular

- Service area appears well supplied with cardiologists (exception: EP)
- CT surgery shows a regional deficit, although the stark service area shows a small surplus
- Vascular surgery shows a surplus

Surgery

- Mix of surpluses and deficits
- Orthopedics is well supplied
- General surgeons show over-supply but are likely filling roles of other surgeons (particularly oncology)
- Neurosurgery shows large deficits relative to demand
- Avon region (RSA #2) shows oversupply of surgeons

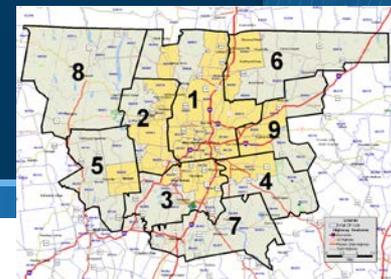
CJRI

- Orthopedics appears well supplied

Service Line/Specialty	Current - 2013					
	Total Regional Service Area			Stark Service Area		
	Community Supply	Community Demand	Surplus / Deficit	Community Supply	Community Demand	Surplus / Deficit
Cardiovascular						
Cardiothoracic Surgery	15.8	27.3	(11.5)	13.6	16.3	(2.7)
Vascular Surgery	20.7	16.3	4.3	13.8	9.8	4.0
Cardiology	115.6	70.8	44.7	81.6	41.9	39.8
Cardiology – Medical	63.9	32.9	31.0	47.6	19.3	28.3
Cardiology – Inv/Int	43.9	22.8	21.1	29.7	13.5	16.1
Cardiology - EP	7.8	15.2	(7.4)	4.4	9.1	(4.7)
Surgery						
Colorectal Surgery	16.8	4.4	12.3	11.0	2.6	8.4
Oncology Surgery	9.0	24.0	(15.0)	4.0	14.2	(10.2)
General Surgery	69.1	38.8	30.4	46.5	22.9	23.6
Neurosurgery	15.3	30.1	(14.8)	10.3	17.7	(7.4)
Ophthalmology	74.1	79.8	(5.7)	51.0	47.2	3.9
ENT	36.3	51.5	(15.2)	22.0	30.2	(8.2)
Plastic Surgery	19.1	20.3	(1.2)	16.4	11.9	4.5
Urology	47.6	44.2	3.4	28.6	26.2	2.3
Anesthesiology and Pain	143.6	99.2	44.4	118.6	58.6	60.0
Orthopedics (including CJRI)						
Orthopedics	112.3	84.0	28.3	69.2	49.5	19.7

Common theme among many service lines:
Surplus in RSA #1 and #2, Deficits in other geographies

Quantitative Community Supply/Demand



Summary Comments

Oncology

- Hematology/Oncology appears well supplied in the area
- Radiation Therapy shows deficits in the regional market area
- Like other specialties, oversupply due to concentration in Hartford market

Behavioral

- Psychiatry shows small deficit in the regional service area overall, but a small surplus in the Stark service area.

PMR

- Moderate to large regional deficits in PMR
- Small oversupply concentrated in RSA #1 (Hartford), but deficits in all other areas

Emergency

- Emergency shows regional surpluses; localized deficits

Support Platforms

- Pathology shows moderate regional deficit; Radiology shows small deficit regionally, but a surplus in the Stark Area

Service Line/Specialty	Current - 2013					
	Total Regional Service Area			Stark Service Area		
	Community Supply	Community Demand	Surplus / Deficit	Community Supply	Community Demand	Surplus / Deficit
Oncology						
Hematology/Oncology	60.0	34.6	25.4	34.6	20.5	14.1
Radiation Therapy	17.5	26.7	(9.2)	12.7	15.9	(3.2)
Behavioral Health						
CHAD Psychiatry	9.5			8.5		
Psychiatry	106.0	125.8	(10.3)	79.1	74.5	13.1
Physical Medicine and Rehabilitation						
Physical Medicine/Rehab	24.9	37.9	(13.0)	19.6	22.4	(2.8)
Pre Hospital and Emergency Medicine						
Emergency Medicine	152.6	89.3	63.3	84.8	52.8	32.0
Support Platforms						
Pathology	48.3	63.3	(15.0)	34.5	37.1	(2.6)
Radiology	170.8	179.4	(8.6)	121.7	106.3	15.4

*Common theme among many service lines:
Surplus in RSA #1 and #2, Deficits in other geographies*

Summary of Input



Summary Table

Service Line/ Specialty	SFHMC need (based on retirement/ dependency analysis)	SFHMC Need as Mentioned in Interviews	Community Need (Quantitative Analysis) in Regional Service Area/Stark Area
----------------------------	--	---	--

Primary Care

Family/General Practice	★	★★★	★★★
Internal Medicine	★	★★★	★★★
Pediatrics	★★	★	★

Women and Infants

Obstetrics / Gynecology			
OB/Gyn	★	★	★
Gynecology Surgery	★	★★	★★★
Neonatology	★	★	★

Medicine

Allergy/Immunology	★	★	★★
Dermatology	★	★★★	★★★
Endocrinology	★★	★★	★
Gastroenterology	★★	★★	★
Infectious Disease	★★	★★	★★
Nephrology	★	★	★
Neurology	★★	★	★
Pulmonary Medicine	★★★	★★	★
Rheumatology	★★	★	★
Hospitalist (PCP Only)	★	★★	★
Geriatrics	★	★★★	n/a

Rating Key

★★★ - high need	>50% of core staff age 60+	Qualitative assessment made by Navigant based on interviews	Based on deficit as % of demand
★★ - moderate need	20-50% of core staff age 60+		
★ - low need	below 30% of core staff age 60+		

*Core *staff = physicians with \$500K in FY12 Charges

Summary Comments

- ➔ **Adult primary care shows clear need**
- ➔ **Ob/Gyn appears well supplied; Gyn Surg shows quantitative need and was mentioned in interviews**
- ➔ **Among medical specialties, dermatology and infectious disease show community need and were mentioned by multiple interviewees**

Source; Navigant analysis and research, interviews, Physician demand from Navigant Physician Demand Model

Summary of Input



Summary Table

Service Line/ Specialty	SFHMC need (based on retirement/ dependency analysis)	SFHMC Need as Mentioned in Interviews	Community Need (Quantitative Analysis) in Regional Service Area/Stark Area
Cardiovascular			
Cardiothoracic Surgery	★★★	★★	★★
Vascular Surgery	★★★	★	★
Cardiology			
Cardiology – Medical	★★	★	★
Cardiology – Inv/Int	★★	★	★
Cardiology - EP	★	★	★★
Surgery			
Colorectal Surgery	★	★	★
Oncology Surgery	★	★★	★★★
General Surgery	★★	★	★
Neurosurgery	★★	★★	★★★
Ophthalmology	★	★	★★
ENT	★	★	★★
Plastic Surgery	★★	★	★
Urology	★★★	★★★★ (robot)	★
Anesthesiology and Pain	★	★	★
Orthopedics (including CJRI)			
Orthopedics	★	★	★

Rating Key

★★★ - high need	>50% of core staff age 60+	Qualitative assessment made by Navigant based on interviews	Based on deficit as % of demand
★★ - moderate need	20-50% of core staff age 60+		
★ - low need	below 30% of core staff age 60+		

*Core *staff = physicians with \$500K in FY12 Charges

Summary Comments

- ➔ *CT Surgery shows need in all indicators; Cardiology shows relatively little need*
- ➔ *Oncology surgery, Neurosurgery show quantitative need and were mentioned by interviewees*
- ➔ *Other surgical specialties show mixed indicators on need*

Source: Navigant analysis and research, interviews, Physician demand from Navigant Physician Demand Model

Summary of Input



Summary Table

Service Line/ Specialty	SFHMC need (based on retirement/ dependency analysis)	SFHMC Need as Mentioned in Interviews	Community Need (Quantitative Analysis) in Regional Service Area/Stark Area
Oncology			
Hematology/Oncology	★	★	★
Radiation Therapy	★	★	★★
Behavioral Health			
Psychiatry	★	★	★★
Physical Medicine and Rehabilitation			
Physical Medicine/Rehab	★	★★	★★★
Pre Hospital and Emergency Medicine			
Emergency Medicine	★	★	★
Support Platforms			
Pathology	★	★	★★
Radiology	★★	★	★

Rating Key

★★★ - high need	>50% of core staff age 60+	Qualitative assessment made by Navigant based on interviews	Based on deficit as % of demand
★★ - moderate need	20-50% of core staff age 60+		
★ - low need	below 30% of core staff age 60+		

Summary Comments

- Physical Medicine and Rehabilitation need was mentioned in multiple interviews; Quantitative analysis also shows need for physicians
- Indicators are mixed (mostly showing relatively little need) for other service lines

Source; Navigant analysis and research, interviews, Physician demand from Navigant Physician Demand Model

Summary



			Summary of Saint Francis Care, Inc.'s Physician Development Plan					
Primary Care Physician Surplus/(Deficit)			Medical Specialties Physician Surplus/(Deficit)			Surgical Specialties Physician Surplus/(Deficit)		
Summary of Saint Francis Service Area Findings			Summary of Saint Francis Service Area Findings			Summary of Saint Francis Service Area Findings		
Specialties	Surplus/(Deficit) 2013	Surplus/(Deficit) 2018	Specialties	Surplus/(Deficit) 2013	Surplus/(Deficit) - 2018	Specialties	Surplus/(Deficit) 2013	Surplus/(Deficit) - 2018
Family Medicine and General Practice	(170.7)	(188.4)	Allergy and Immunology	(8.8)	(8.7)	Cardiothoracic	(11.5)	(16.6)
Internal Medicine	(118.1)	(176.5)	Cardiology	44.7	32.7	Vascular Surgery	4.3	0.7
Pediatrics	20.6	14.7	Dermatology	(23.9)	(27.4)	Colon & Rectal	12.3	11.5
Neonatal and Perinatology	7.5	6.2	Endocrinology	2.8	0.3	General	30.4	23.1
OB/GYN	53.0	44.1	Gastroenterology	5.6	(3.4)	Neurosurgery	(14.8)	(18.5)
GYN Surgery	(26.6)	(27.5)	Hematology and Oncology	25.4	20.8	Ophthalmology	(5.7)	(21.2)
			Radiation Therapy	(9.2)	(12.2)	Orthopedics	28.3	16.4
			Infectious Disease	(16.8)	(22.7)	ENT	(15.2)	(19.4)
			Nephrology	3.6	(2.2)	Plastic Surgery	(1.2)	(4.9)
			Neurology	16.8	11.6	Oncology Surgery	(15.0)	(17.2)
			Psychiatry	(10.3)	(24.6)	Urology	3.4	(2.9)
			Physical Medicine and Rehabilitation	(13.0)	(15.6)	Anesthesia and Pain	44.4	31.2
			Pulmonary Medicine	20.9	13.1			
			Rheumatology	5.5	2.3			
			Other Specialties					
			Pre Hospital and Emergency Medicine	63.3	52.9			
			Hospitalist	73.3	60.4			
			Pathology	(15.0)	(20.5)			
			Radiology	(8.6)	(33.3)			

EXHIBIT 16

Saint Francis Care, Inc.

12. C (i). Please provide one year of actual results and three years of **Total Hospital Health System** projections of revenue, expense and volume statistics without, incremental to and with the CON proposal in the following reporting format:

Total Hospital Health System:
(In Thousands)

Description	FY 2014 Actual Results	FY 2015 Projected W/out CON	FY 2015 Projected Incremental	FY 2015 Projected With CON	FY 2016 Projected W/out CON	FY 2016 Projected Incremental	FY 2016 Projected With CON	FY 2017 Projected W/out CON	FY 2017 Projected Incremental	FY 2017 Projected With CON
NET PATIENT REVENUE										
Non-Government	368,370	392,722	-	392,722	395,386	-	395,386	415,281	-	415,281
Medicare	309,301	295,899	-	295,899	309,049	-	309,049	312,752	-	312,752
Medicaid and Other Medical Assistance	105,322	86,584	-	86,584	98,187	-	98,187	96,868	-	96,868
Other Government	335	458	-	458	978	-	978	1,082	-	1,082
Total Net Patient Revenue	783,328	775,663	-	775,663	803,600	-	803,600	825,982	-	825,982
Other Operating Revenue	48,441	51,125	-	51,125	50,409	-	50,409	51,417	-	51,417
Revenue from Operations	831,769	826,788	-	826,788	854,009	-	854,009	877,399	-	877,399
OPERATING EXPENSES										
Salaries and Fringe Benefits	450,306	464,550	-	464,550	479,973	-	479,973	494,258	-	494,258
Professional / Contracted Services	88,045	75,921	-	75,921	77,569	-	77,569	79,091	-	79,091
Supplies and Drugs	123,408	120,361	-	120,361	122,974	-	122,974	125,387	-	125,387
Bad Debts	26,547	24,687	-	24,687	24,914	-	24,914	24,220	-	24,220
Other Operating Expense	75,873	77,286	-	77,286	78,472	-	78,472	79,539	-	79,539
Subtotal	764,179	762,805	-	762,805	783,902	-	783,902	802,495	-	802,495
Depreciation/Amortization	38,308	39,257	-	39,257	41,100	-	41,100	43,359	-	43,359
Interest Expense	11,620	11,082	-	11,082	10,722	-	10,722	10,427	-	10,427
Lease Expense	6,139	8,380	-	8,380	8,464	-	8,464	8,549	-	8,549
Total Operating Expenses	820,246	821,525	-	821,525	844,188	-	844,188	864,830	-	864,830
Gain/(Loss) from Operations	11,523	5,263	-	5,263	9,822	-	9,822	12,569	-	12,569
Non-Operating Income/(Loss)	1,201	-	-	-	-	-	-	-	-	-
Revenue Over/(Under) Expense	12,724	5,263	-	5,263	9,822	-	9,822	12,569	-	12,569
FTEs	4,698.9	4,744.4	-	4,744.4	4,768.1	-	4,768.1	4,791.9	-	4,791.9
*Volume Statistics:										
Patient Days	160,410	163,324	-	163,324	163,580	-	163,580	163,519	-	163,519
Discharges	31,894	32,274	-	32,274	32,328	-	32,328	32,316	-	32,316
Average Length of Stay	5.03	5.06	-	5.06	5.06	-	5.06	5.06	-	5.06

Provide projected inpatient and/or outpatient statistics for any new services and provide actual and projected inpatient and/or outpatient statistics for any existing services which will change due to the proposal.

Saint Francis Care, Inc.

12. C (i). Please provide one year of actual results and three years of Total Hospital Health System projections of revenue, expense and volume statistics without, incremental to and with the CON proposal in the following reporting format:

Total Hospital Health System:

(In Thousands)

<u>Description</u>	FY 2018 Projected W/out CON	FY 2018 Projected Incremental	FY 2018 Projected With CON
NET PATIENT REVENUE			
Non-Government	428,792	-	428,792
Medicare	320,169	-	320,169
Medicaid and Other Medical Assistance	97,254	-	97,254
Other Government	1,112	-	1,112
Total Net Patient Revenue	<u>847,327</u>	-	<u>847,327</u>
Other Operating Revenue	52,548	-	52,548
Revenue from Operations	<u>899,875</u>	-	<u>899,875</u>
OPERATING EXPENSES			
Salaries and Fringe Benefits	506,656	-	506,656
Professional / Contracted Services	80,903	-	80,903
Supplies and Drugs	128,259	-	128,259
Bad Debts	22,817	-	22,817
Other Operating Expense	80,882	-	80,882
Subtotal	<u>819,516</u>	-	<u>819,516</u>
Depreciation/Amortization	45,632	-	45,632
Interest Expense	10,140	-	10,140
Lease Expense	8,634	-	8,634
Total Operating Expenses	<u>883,923</u>	-	<u>883,923</u>
Gain/(Loss) from Operations	15,952	-	15,952
Non-Operating Income/(Loss)	-	-	-
Revenue Over/(Under) Expense	<u>15,952</u>	-	<u>15,952</u>
FTEs	4,815.9	-	4,815.9
*Volume Statistics:			
Patient Days	163,984	-	163,984
Discharges	32,408	-	32,408
Average Length of Stay	5.06	-	5.06

Provide projected inpatient and/or outpatient stati:

Assumptions

Provide the assumptions utilized in developing Financial Attachment I (e.g., full-time equivalents, volume statistics, other expenses, revenue and expense % increases, project commencement of operation date, etc.).

The following financial information represents Saint Francis *Care's* consolidated actual or projected results for the years identified. FY 2015 amounts represent the budget approved by the Finance Committee for Saint Francis *Care*. The following summarizes key assumptions used in projecting the FY 2016, 2017 and 2018 operating results:

- Inpatient volume for FY 2016 is projected to be flat with slight decreases in volume in FY 2017 and FY 2018 as utilization of inpatient services shifts as a result of population health management. This overall projected decrease is offset by a slight increase in utilization in the Connecticut Joint Replacement Service line.
- Slight growth in hospital outpatient visits is expected and the projections include increases of 0.1%, 0.1% and 0.2% respectively in FY 2016 through FY 2018.
- In order to achieve Saint Francis *Care's* strategic plan of improving population health, enhancing the patient care experience and controlling costs, the projected amounts include an expectation that Saint Francis *Care* will begin to assume risk contracts in FY 2016.
- Projected salary expense includes increases of 3.3%, 3.0% and 2.5% respectively in FY 2016 through FY 2018. This represents an increase in the number of employees as well as an inflation increase.
- Supplies and other expenses include increases of approximately 2.8%, 2.5 % and 2.0%, respectively in FY 2016 through FY 2018.
- Bad debts as a percentage of net patient service revenue are expected to remain flat.

There are no planned changes to the clinical services offered by Saint Francis *Care* or its subsidiaries as a result of this transaction; however, as part of its population health and other health reform initiatives, the parties may in the future choose to make changes in the services offered by the new RHM intended to best meet community health care needs.

The attached financial information does not include the efficiencies expected to benefit Saint Francis *Care* when the transaction closes. As stated earlier in this application, the known significant financial benefits to Saint Francis *Care* are as follows:

- A commitment by Trinity Health to ensure investment of \$275 million dollars in capital that will allow Saint Francis *Care* to:
 - Complete its EPIC electronic medical record conversion;
 - Address equipment replacement and routine facility upgrades delayed due to recent reductions in state and federal healthcare funding; and

- Make additional strategic investments in healthcare initiatives as opportunities arise over the next 5 years, including those necessary to move towards risk-based contracting.
- Ability to undertake capital financing and debt restructuring programs at favorable rates as well as obtain improved access to capital.
- Support to enable Saint Francis *Care* to satisfy its pension and long-term debt liabilities.
- Access to Trinity Health system services to reduce Saint Francis *Care*'s operating costs and promote efficiency.

If any proposed investment requires additional regulatory approval, this approval will be obtained prior to the investment being made.

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SAINT FRANCIS CARE, INC.

TABLE 3

PATIENT POPULATION PAYER MIX: CURRENT AND PROJECTED

Payer	Most Recently Completed FY 2014		Projected							
	Volume ¹	%	FY 2015		FY 2016		FY 2017		FY 2018	
			Volume ¹	%						
Medicare *	24,261	39.2%	24,552	39.1%	24,629	39.1%	24,698	39.2%	24,895	39.4%
Medicaid*	14,718	23.8%	14,958	23.8%	15,096	24.0%	15,055	23.9%	15,037	23.8%
Champus & TriCare	153	0.2%	149	0.2%	149	0.2%	149	0.2%	150	0.2%
Total Government	39,132	63.3%	39,659	63.1%	39,874	63.3%	39,902	63.4%	40,082	63.5%
Commercial Insurers*	21,316	34.5%	21,639	34.4%	21,542	34.2%	21,490	34.1%	21,481	34.0%
Uninsured	1,008	1.6%	1,192	1.9%	1,171	1.9%	1,169	1.9%	1,170	1.9%
Workers Compensation	412	0.7%	368	0.6%	375	0.6%	379	0.6%	387	0.6%
Total Non-Government	22,735	36.7%	23,199	36.9%	23,088	36.7%	23,038	36.6%	23,038	36.5%
Total Payer Mix	61,867	100.0%	62,858	100.0%	62,962	100.0%	62,940	100.0%	63,119	100.0%

* Includes managed care activity

** Ensure the period covered by this table corresponds to the period covered in the projections provided.

Note: The patient population mix should be based on patient volumes, not patient revenues.

Assumptions:

1. Volume equals equivalent discharges.
2. FY 2015 equals Saint Francis Care budget approved by the Finance Committee.
3. Inpatient discharges for FY 2016 are projected to be flat with slight decreases in discharges for FY 2017 and FY 2018.



REHABILITATION MEDICINE ASSOCIATES

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(860) 714-2647 / (860) 714-8517 FAX

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MOEID KHAN, M.D.
MARIA TSAROUHAS, D.O.

FRANK PASINI, PA-C
TARA BRESLIN, PA-C



February 10, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Moeid Khan, M.D.
MK/mph



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(860) 714-2647 / (860) 714-8517 FAX

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February 10, 2015

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Sincerely,

Thomas B. Miller, M.D.
President, CT State PM&R Society
TBM/mph



REHABILITATION MEDICINE ASSOCIATES

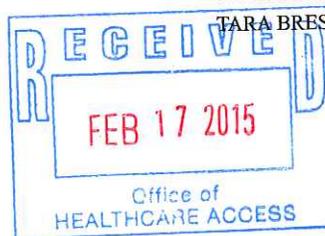
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Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Maria Tsarouhas, D.O.
MT/mph



REHABILITATION MEDICINE ASSOCIATES

490 BLUE HILLS AVENUE, HARTFORD, CT 06112
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February 10, 2015



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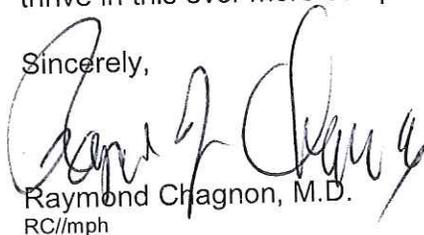
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Sincerely,



Raymond Chagnon, M.D.
RC/mph



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Sincerely,

Robert J. Krug, M.D.
MK/mph



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February 10, 2015



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RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Kathleen Abbott, M.D.
KA/mph

February 11, 2015



Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a physician leader and practicing physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink, appearing to read "A. Silverman".

Adam R. Silverman, MD, FACP

February 11, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As President and Chief Executive Officer of Asylum Hill Family Medicine Center, Incorporated, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents.

The services provided by Saint Francis *Care* are stellar. Saint Francis *Care* is a national leader in health care quality and patient safety. Saint Francis *Care* is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,



Adam R. Silverman, MD, FACP
President and Chief Executive Officer



February 16, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

I write in support of the Certificate of Need Application filed by Saint Francis *Care* and Trinity Health for Saint Francis *Care* to join the non-profit Trinity Health system.

Saint Francis *Care* provides important resources to the community that relies on its services. We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. In joining Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis *Care*'s own well-established services.

I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,

A handwritten signature in blue ink that reads "Martin J. Gavin".

Martin J. Gavin
President and CEO



120 Holcomb Street
Hartford, CT 06112
860-242-2274
OakHillCT.org

February 13, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As the Chief Executive Officer of Oak Hill, the largest POS provider of disability services in CT, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis Care serving our residents.

The services provided by Saint Francis Care are stellar. Saint Francis Care is a national leader in health care quality and patient safety. Saint Francis Care is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis Care and it is important that we take actions that best position Saint Francis Care to meet the challenges of an increasingly complex health care system.

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Sincerely,

Barry M. Simon
President & CEO

Our Mission: Oak Hill sets the standard, partnering with people with disabilities, to provide services and solutions promoting independence, education, health and dignity.



Saint Mary's
HOSPITAL

Office of the President
Chad W. Wable, FACHE



February 5, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

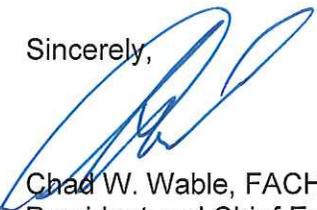
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I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our state will continue to receive outstanding healthcare going forward when this partnership is finalized. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,



Chad W. Wable, FACHE
President and Chief Executive Officer



February 20, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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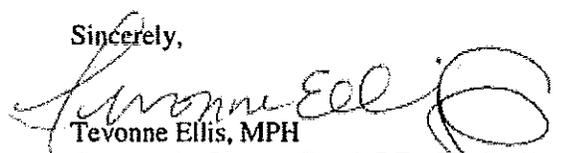
As the Community Partner Coach for the Greater Hartford REACH Coalition, I am passionate about the health, health equality, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents. As one of our community Partners on the Coalition, Saint Francis *Care* is helping the REACH Coalition fulfill its mission "to work collaboratively to make the "healthy choice the easy choice" by assuring access to healthy foods, safe and healthy environments, affordable health care, and improving health outcomes through changes in policies, systems and environments."

Saint Francis *Care* is among an exceptional group of community partners; each of whom are providing our community with a wide array of critical health and wellness programs/services. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

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Sincerely,


Tevonne Ellis, MPH
Community Partner Coach REACH Coalition



Johnson Memorial Medical Center

Health care. The way it should be.

February 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



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Sincerely,

Stuart E. Rosenberg
President/CEO

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-4251/860-749-2201
TTY: 860-684-8441

Evergreen Health Care Center
205 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-6341

Home & Community Health Services
101 Phoenix Avenue
P.O. Box 1199
Enfield, CT 06083
860-763-7600



22 Masonic Avenue
P.O. Box 70
Wallingford, CT 06492
888-679-9997

February 24, 2015



Kimberly Martone, Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS # 13HCA
PO Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application: Saint Francis *Care* and its
Subsidiaries, to Operate as part of Trinity Health

Dear Ms. Martone:

I am writing to you in support of Saint Francis *Care's* Certificate of Need application requesting approval to join the not-for-profit health care delivery system, Trinity Health.

As a leader in health care quality and patient safety, Saint Francis *Care* has received a number of noteworthy awards from organizations such as Health Grades and Leap Frog. Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Saint Francis *Care's* integrated healthcare delivery system is dedicated to providing a continuum of services to the community. For those populations served, it is eminently important for Saint Francis *Care* to continue to position itself to meet the challenges of an increasingly complex health care system.

With healthcare reimbursement changing on both the Federal and State levels, hospitals need to provide value based care and focus on health and wellness while caring for the sick. Trinity Health is one of the largest and most distinguished health care systems in the country. The partnership with Trinity Health will assure that Saint Francis *Care* remains financially viable and a key community resource for years to come. As part of a large not-for-profit national health system, Saint Francis will have access to Trinity Health's clinical quality, operational, and financial best practices. These additional assets will only enhance the care provided to CT citizens.

Both organizations have a vision and commitment to improve the delivery of health care in Connecticut and I am confident that our State will continue to receive outstanding healthcare with this partnership. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health.

Sincerely,

Stephen B. McPherson
President and CEO

Masonicare
Health Center

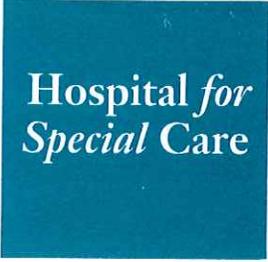
Masonicare
at
Ashlar Village

Masonicare
Home Health & Hospice
Masonicare Partners
Home Health & Hospice
Masonicare At Home

Masonicare
at
Newtown

Masonicare
Primary Care Physicians
Masonicare
Behavioral Health

The Masonic
Charity Foundation
of Connecticut



Hospital for
Special Care

2150 Corbin Avenue
New Britain
Connecticut 06053

860-223-2761

February 25, 2015



Kimberly Martone, Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS # 13HCA
PO Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application: Saint Francis *Care* and its
Subsidiaries, to Operate as part of Trinity Health

Dear Ms. Martone:

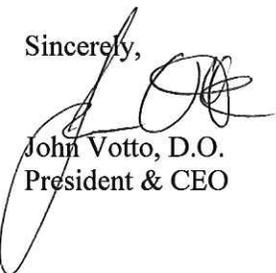
I am writing to you in support of Saint Francis *Care*'s Certificate of Need application requesting approval to join the not-for-profit health care delivery system, Trinity Health.

As a leader in health care quality and patient safety, Saint Francis *Care* has received a number of noteworthy awards from organizations such as Health Grades and Leap Frog. Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Saint Francis *Care*'s integrated healthcare delivery system is dedicated to providing a continuum of services to the community. For those populations served, it is eminently important for Saint Francis *Care* to continue to position itself to meet the challenges of an increasingly complex health care system.

With healthcare reimbursement changing on both the Federal and State levels, hospitals need to provide value based care and focus on health and wellness while caring for the sick. Trinity Health is one of the largest and most distinguished health care systems in the country. The partnership with Trinity Health will assure that Saint Francis *Care* remains financially viable and a key community resource for years to come. As part of a large not-for-profit national health system, Saint Francis will have access to Trinity Health's clinical quality, operational, and financial best practices. These additional assets will only enhance the care provided to CT citizens.

Both organizations have a vision and commitment to improve the delivery of health care in Connecticut and I am confident that our State will continue to receive outstanding healthcare with this partnership. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health.

Sincerely,



John Votto, D.O.
President & CEO

Adrienne W. Cochrane, J.D.
President and Chief Executive Officer

February 24, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As President and Chief Executive Officer of Urban League of Greater Hartford, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis Care serving our residents. Our connection to Saint Francis is significant in many ways. First, the Curtis D. Robinson Center for Health Equity is housed on the first floor of the Urban League building. Secondly, I am a Board Director. Finally, the long-standing partnership with St. Francis has provided our student Pharmacy Technician and Medical Administrative Assistant trainees with training, internship, and employment opportunities in a top shelf medical facility.

Our community relies on Saint Francis Care and it is important that we take actions that best position Saint Francis Care to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. By allowing Saint Francis Care to join Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

Affiliate

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerest regards,

A handwritten signature in blue ink that reads "Adrienne W. Cochrane". The signature is written in a cursive style with a large initial 'A'.

Adrienne W. Cochrane, J.D.



R. Nelson Griebel
President & Chief Executive Officer
31 Pratt Street, 5th Floor
Hartford, CT 06103
tel (860) 728-2277
fax (860) 293-2592
oz@metrohartford.com

February 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application – Saint Francis Care

Dear Ms. Martone:

The Alliance serves as the Region's economic development leader and the City's Chamber of Commerce, and our investors include businesses of all sizes, health care providers, and arts and higher education institutions as well as the municipalities of North Central Connecticut. Our mission is to ensure that the Region competes aggressively and successfully for jobs, capital, and talent so that it thrives as one of the country's premier places for all people to live, play, work, and raise a family.

One of our primary areas of strategic focus is to ensure that the City is the dynamic urban core of the Region. In the context of that strategic focus, we write in enthusiastic support of the Certificate of Need Application by Saint Francis Care, a Leadership Investor or the Alliance, to become part of the Trinity Health System.

Saint Francis Care, a national leader in healthcare quality and patient safety, provides invaluable services to hundreds of thousands of Connecticut residents each year as well as others from throughout New England and elsewhere. In addition, Saint Francis Care is one of our Region's most important employers and an exemplary civic leader.

In submitting this letter, we underscore our recognition of the fact that healthcare reimbursement is undergoing radical change at both the federal and state levels, change that requires hospitals to do more with less and to enhance their focus on health and wellness while also caring for the sick. We also recognize that Trinity Health is one of the largest and most successful healthcare systems in the country and, as such, will bring economies of scale and capital investment that will enable Saint Francis Care to continue to provide its invaluable services on a sound financial foundation supported by the best operational practices.

In closing, we emphasize our support for actions that best position Saint Francis Care to meet the challenges of an increasingly complex healthcare system and underscore our endorsement of the application by Saint Francis Care to become part of the Trinity Health System. Please contact me at 860-728-2277 if you have any questions or require additional information. We thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to be "R. Nelson Griebel", written over a large, colorful graphic element in the bottom right corner of the page.

cc: Chris Dadlez
Chris Hartley

COMMUNITY SOLUTIONS

March 3, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

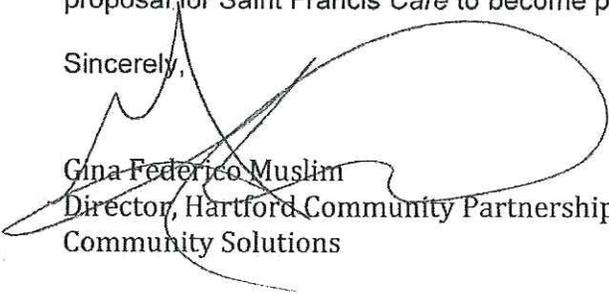
We at Community Solutions care very deeply about the health, safety and welfare of the individuals who live in our City and State; we are fortunate to have Saint Francis Care serving our residents and the community in a compassionate way.

Saint Francis Care is a national leader in health care quality and patient safety. Saint Francis Care is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis Care and it is important that we take actions that best position Saint Francis Care to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. By allowing Saint Francis Care to join Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,


Gina Federico Muslim
Director, Hartford Community Partnership
Community Solutions

125 Maiden Lane, Suite 16C
New York, NY 10038
Tel 646 797 4370
Fax 646 797 4371
www.cmtysolutions.org
www.100khomes.org

Bernard A. Clark, III, M.D.
Chairman/Director
Department of Medicine
(860) 714-4257
(860) 714-8217 FAX

e-mail: belark@stfranciscare.org



April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing cardiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.



ORTHOPEDIC ASSOCIATES OF HARTFORD, PC

Glastonbury, Farmington, Hartford, Rocky Hill, Enfield
Tel: (860) 549-3210 • Fax: (860) 247-3803
New Britain, Newington
Tel: (860) 223-8553 • Fax: (860) 223-7273
www.oahct.com



April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

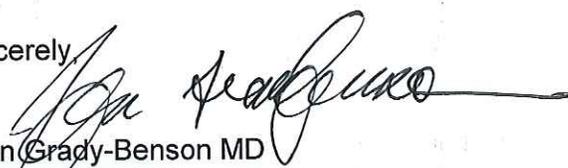
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing physician and surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,


John Grady-Benson MD
Medical Director,
Center for Outcomes Research
Connecticut Joint Replacement Institute (CJRI)

Michael S. Aronow, M.D.
Foot and Ankle Surgery

Peter R. Barnett, M.D.
Shoulder and Knee Surgery Specialist

Gerald J. Becker, M.D.
Spine Surgery

Ross A. Benthien, M.D.
Foot and Ankle Surgery

Nicholas A. Bontempo, M.D.
Hand, Wrist and Elbow Surgery

Lauren M. Burke, M.D.
Spine Surgery

Jeffrey K. Burns, M.D.
Joint Replacement / Trauma Surgery

Kevin J. Burton, M.D.
Hand, Wrist and Elbow Surgery

Andrew E. Caputo, M.D.
Hand, Wrist and Elbow Surgery

Robert J. Carangelo, M.D.
Joint Replacement / Arthroscopy

Stephen L. Davis, M.D.
Trauma Surgery

Thomas W. Dugdale, M.D.
Arthroscopic Knee and Shoulder

Richard L. Froeb, M.D.
General Orthopedics

John P. Fulkerson, M.D.
Patella and Arthroscopic Surgery

John C. Grady-Benson, M.D.
Joint Replacement Surgery

Charles B. Kime, M.D.
Spine Surgery

W. Jay Krompinger, M.D.
Spine Surgery

Christopher J. Lena, M.D.
Sports Medicine / Arthroscopic Surgery

Courtland G. Lewis, M.D.
Joint Replacement Surgery

Richard M. Linburg, M.D.
Hand and Wrist Surgery

Pietro A. Memmo, M.D.
Interventional Physiatry

Michael A. Miranda, M.D.
Complex Fractures / Shoulder Surgery

Durgesh G. Nagarkatti, M.D.
Joint Replacement / Arthroscopy

John F. Raycroft, M.D.
General Orthopedics / Spine

Clifford G. Rios, M.D.
Sports Medicine / Arthroscopic Surgery

Steven F. Schutzer, M.D.
Hip and Knee Reconstructive Surgery

Raymond J. Sullivan, M.D.
Foot and Ankle Surgery

Robert S. Waskowitz, M.D.
Sports Medicine / Arthroscopic Surgery

Gordon A. Zimmermann, M.D.
Knee, Shoulder Surgery, Knee Replacement



SAINT FRANCIS
Hospital and Medical Center

Department of Emergency Medicine

114 Woodland Street
Hartford, CT 06105-1299

Tel 860-714-4701
Fax 860-714-8046

April 28, 2015



Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Emergency Medicine physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Thomas A. Brunell, MD FACEP
Director, Emergency Medicine Education
St Francis Hospital and Medical Center
Department of Emergency Medicine
114 Woodland Street
Hartford, CT 06105
860-714-1088



From the desk of:

David S. Shapiro, MD, FACS

Saint Francis Hospital
Chief, Surgical Critical Care
Director, Surgical Specialty Clinics
Chairman, Medical Staff Oversight

UConn School of Medicine
Site Director, Surgery Residency
Assistant Professor of Surgery

Direct telephone
860-714-7257 (no messages)

Mobile
860-543-5267

Facsimile
860-714-8096

Patient Transfer Line
860-714-6911

Department of Surgery &
Surgical Critical Care Services

Saint Francis Hospital
& Medical Center
Department of Surgery
114 Woodland Street 3-3
Hartford, CT 06105

860-714-4694

dshapiro@stfranciscare.org

**Saint Francis Hospital &
Medical Center Mission:**
We are committed to health and
healing through excellence,
compassionate care and
reverence for the spirituality of
each person.



DATE, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Critical Care Intensivist, Trauma Surgeon and Public Health/Injury Prevention Advocate on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

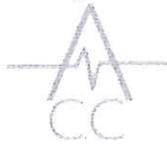
As an active member of the prevention community, I believe this to be a great benefit to our community.

Sincerely,

David S. Shapiro, MD, FACS

Arrhythmia Consultants Of Connecticut, LLC

1000 Asylum Avenue, Suite 3206
Hartford, CT 06105



Ellison Berns, MD, FACC
Neal Lippman, MD, FACC, FHRS
Joseph Dell'Orfano, MD, FACC
Anesh Tolat, MD, FACC, FHRS

tel: (860) 714 - 7977
fax: (860) 714 - 9993
email: admin@ctheartbeat.com
web: www.ctheartbeat.com

April 29, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system.

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system. I am a practicing physician and see many patients in the Greater Hartford area, as well as those referred from other counties outside of Hartford. As healthcare evolves, it is necessary for hospitals like St. Francis to develop the resources and economies of scale in order to deliver improved health and welfare, commonly referred to as population health, to our patients. The potential for success will be enhanced by Saint Francis Care joining Trinity Health and will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Ellison Berns, M.D.



www.htfdorthosurg.com

April 29, 2015

1000 Asylum Avenue, Suite 2108
Hartford, CT 06105
860.525.4469 office
860.278.8032 fax

Satellite Offices:
Avon
Manchester

John J. Mara, MD
Hand & Upper Extremity
Advanced Arthroscopy
of Shoulder & Knee

Robert W. McAllister, MD
Arthritis Management
Joint Replacement Surgery

Randall J. Risinger, MD
Sports Medicine
Advanced Arthroscopy
of Shoulder & Knee
Shoulder Replacement Surgery

Physician Assistants:
Christopher J. Berube, PA-C
Wayne M. Perosky, PA-C
Elyssa L. Roberts, PA-C
David C. Woodworth, PA-C

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: *Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system.*

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

John Mara, MD

Robert McAllister, MD

Randall Risinger, MD

May 1, 2015

Kimberly Martone

Director of Operations

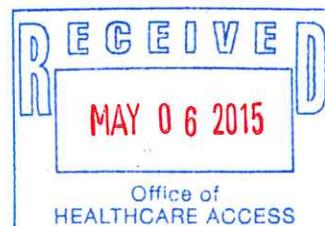
CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician Assistant on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

May 1, 2015

Kimberly Martone

Director of Operations

CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

May 1, 2015

Kimberly Martone

Director of Operations

CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Stanley A. Glassman, MD



State of Connecticut
HOUSE OF REPRESENTATIVES
STATE CAPITOL
HARTFORD, CONNECTICUT 06106-1591



REPRESENTATIVE DAVID ALEXANDER
58TH ASSEMBLY DISTRICT

LEGISLATIVE OFFICE BUILDING
ROOM 1001
CAPITOL: (860) 240-0457
TOLL FREE: (800) 842-8267
FAX: (860) 240-0206
E-MAIL: David.Alexander@cga.ct.gov

MEMBER
FINANCE, REVENUE & BONDING COMMITTEE
GOVERNMENT ADMINISTRATION & ELECTIONS
PUBLIC HEALTH COMMITTEE
VETERANS COMMITTEE

May 7, 2015

Ms. Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
PO Box 340308
Hartford, CT 06134-0308

Re: CON application for affiliation of Saint Francis Care and Johnson Memorial Medical Center, Inc.

Dear Ms. Martone:

As State Representative for the 58th district of Connecticut, which includes Enfield, I write to you today in support of the acquisition of Johnson Memorial Medical Center, Inc., by Saint Francis Care, the parent corporation of Saint Francis Hospital and Medical Center. These two institutions are requesting your agency's approval to combine their two organizations for the purpose of continuing and bolstering Johnson Memorial Medical Center's 100+ year history of service to its communities.

Approving this Certificate of Need request is the best possible way for the State of Connecticut to enhance the health care services and quality of the health care system that my constituents depend upon for their care.

I recognize that health care reimbursement is changing at both the state and federal level. Hospitals both large and small must work much more closely together to achieve economies of scale and secure access to much needed capital.

Saint Francis Care is a well-known provider of health care services to the people in my community, particularly when they seek specialized services not available at Johnson Memorial Medical Center, Inc. Together I am sure these two institutions will make an unbeatable team. Please give them every support possible.

Sincerely,


David Alexander
State Representative



SAINT FRANCIS

Hospital and Medical Center

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

Phillip Roland, M.D.

Chairman

Department of Obstetrics and Gynecology

114 Woodland Street
Hartford, Connecticut
06105-1299

860-714-4000
Tel. 860-714-4457

Fax 860-714-8008

E-mail: proland@stfranciscare.org

May 4, 2015



Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Gynecologic Oncologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify our approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health management," this approach to delivering care is undoubtedly the wave of the future in health care. I feel that it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required for successful management of our population's health. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Phil Roland, MD, FACS, FACOG
Gynecologic Oncology
Chair, Department of Obstetrics and Gynecology



SAINT FRANCIS

Hospital and Medical Center

**Obstetrics and Gynecology
Maternal – Fetal Medicine**

Mary Beth Janicki, M.D.

John F. Rodis, M.D.

Reinaldo Figueroa, M.D.

Padmalatha Gurram, M.D.



114 Woodland Street
Hartford, Connecticut
06105-1299

860 714-4000

860 714-4595

May 7, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Maternal-Fetal Medicine specialist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Mary Beth Janicki, MD
Division Director, Maternal-Fetal Medicine

Greer, Leslie

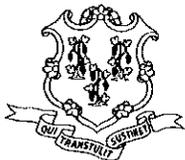
From: Lazarus, Steven
Sent: Friday, March 13, 2015 3:52 PM
To: Hartley, Christopher (CHartley@stfranciscare.org); hesanoa@trinity-health.org
Cc: Greer, Leslie; Carney, Brian; Cotto, Carmen; Schaeffer-Helmecki, Jessica; Riggott, Kaila
Subject: Docket Number: 15-31979-CON
Attachments: Worksheet_31979.pdf; Completeness Letter_31979.pdf; 15-31979-CON CL 3_13_15.docx; Financial Workbook - March 2015.xlsx

Please see the attached Completeness Letter regarding your CON proposal filed under DN: 15-31979-CON.

Steve

Steven W. Lazarus

Associate Health Care Analyst
Division of Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
Hartford, CT 06134
Phone: 860-418-7012
Fax: 860-418-7053



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

March 13, 2015

VIA EMAIL

R. Christopher Hartley
Sr. Vice President, Planning, Business Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions & Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

RE: Certificate of Need Application; Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation

Dear Mr. Hartley and Ms. Hesano:

On February 13, 2015, the Office of Health Care Access ("OHCA") received your initial Certificate of Need ("CON") application filing on behalf of Saint Francis Care, Inc. ("SFC") and Trinity Health Corporation ("Trinity Health") (herein referred to collectively as "Applicants"), proposing to transfer ownership of SFC to Trinity Health, with no associated capital expenditure. Trinity Health will make a \$275 million capital investment commitment to benefit SFC and its affiliates over a five-year period.

OHCA has reviewed the CON application and requests the following additional information pursuant to General Statutes §19a-639a(c):

1. Page 19 of the application states that the proposed transaction will have no impact on the continuity of services. Please provide additional detail on how the continuity of existing services will be maintained following the transfer of ownership.

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

2. Provide copies of all Centers for Medicare & Medicaid Services (CMS) statement of deficiencies and plan of corrective action (CMS Form 2567) for hospitals owned by Trinity Health for the most recently completed federal fiscal year. Provide these documents in an electronic format *only*, in PDF file format on a CD to accompany the responses. No paper copies are required.
3. Describe how the proposal will impact the quality of care at the Hospital.
4. Describe how this proposal will lower the cost of delivering health care services at SFC.
5. How will the proposal impact the diversity of health care providers and patient choice in the geographic region?
6. Is the proposal being submitted due to provisions of the Federal Sherman Antitrust Act and/or Conn. Gen Stat. §35-24 et seq. statutes? Explain in detail.
7. For each Applicant (and any new entities to be created as a result of the proposal), provide the following information as it would appear **prior** and **subsequent** to approval of this proposal:
 - a) Governance or controlling body and a description of what role the new board members will have in administering the new Regional Health Ministry (“RHM”).
8. In table format, provide historical volumes (three **full** fiscal years (“FY”) and the current year-to-date) for the number of discharges and patient days, by service for **Saint Francis Hospital and Medical Center (“Hospital”)**.

TABLE A
 HISTORICAL AND CURRENT DISCHARGES

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

* Provide the number of discharges for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
 ** Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July 1-June 30, calendar year, etc.).
 *** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

TABLE B
 HISTORICAL AND CURRENT PATIENT DAYS

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of patient days for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July 1-June 30, calendar year, etc.).
- *** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

9. Complete the following tables for the **Hospital** for the first three (full) fiscal years following adoption of the proposal, if the first year is a partial year, include that as well.

TABLE C
 PROJECTED DISCHARGES BY SERVICE

Service*	Projected Volume			
	FY**	FY**	FY**	FY**
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of discharges for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's fiscal year FY (e.g., July 1-June 30, calendar year, etc.).

TABLE D
PROJECTED PATIENT DAYS BY SERVICE

Service*	Projected Volume			
	FY**	FY**	FY**	FY**
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

* Provide the number of patient days for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).

** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's fiscal year FY (e.g. July 1-June 30, calendar year, etc.).

- a. Explain any increases and/or decreases in historical volumes reported in the tables above.
- b. Provide a detailed explanation of all assumptions used in the derivation/ calculation of the projected volume.

10. Provide the current and projected patient population mix (number and percentage of patients by payer) for **Saint Francis Hospital** using OHCA Table E and provide all assumptions. Note: payer mix should be calculated from patient volumes, not patient revenues.

TABLE E
APPLICANT'S CURRENT & PROJECTED PAYER MIX

Payer	Current		Projected					
	FY 20__**		FY 20__**		FY 20__**		FY 20__**	
	Discharges	%	Discharges	%	Discharges	%	Discharges	%
Medicare*								
Medicaid*								
CHAMPUS & TriCare								
Total Government								
Commercial Insurers								
Uninsured								
Workers Compensation								
Total Non-Government								
Total Payer Mix								

* Includes managed care activity.

** Fill in years. Ensure the period covered by this table corresponds to the period covered in the projections provided. New programs may leave the "current" column blank.

11. Discuss in detail how the proposal will impact the Hospital's negotiating position with vendors and/or payers. If an improved negotiating position is anticipated, quantify the tangible savings for the health care consumer.
12. Page 13 of the application states that SFC has developed a "virtually integrated care delivery network that provides care through a combination of aligned providers..." What services and specific Trinity Health providers will be utilized in this integrated care delivery network?
13. Regarding the need for this proposal, as requested on page 12 of the CON application, please elaborate on how this proposal benefits the Hospital's service area residents. Provide specific examples of benefits that are a direct result of becoming a Trinity Health RHM.
14. Page 18 of the application discusses the changing needs of an aging population, specifically, the need to provide additional access to disease management services for chronic conditions (e.g., heart and pulmonary disease) that are more likely to affect patients aged 65 and older, such as cancer, stroke and joint replacement and supportive services like rehabilitation, skilled nursing and long-term care. What is Saint Francis Care's plan to meet these identified future care needs in the primary and secondary service areas? In addition to helping attract and retain physicians, how will becoming an RHM of Trinity Health benefit this plan?
15. In reference to Exhibit 15, Attachment 3, how will this proposal affect the implementation plan developed to address priority health needs identified in the most recent Community Health Needs Assessment (CHNA)?
16. How will the Applicants ensure that future health care services provided, in relation to the proposal, will adhere to the National Standards on culturally and Linguistically Appropriate Services (CLAS) to advance health equity, improve quality and help eliminate health care disparities in the projected service area. (More details on CLAS standards can be found at <http://minorityhealth.hhs.gov/>).
17. Page 24 of the application states that the proposal will benefit from \$275 million in near-term capital that will allow SFC to address equipment replacement and routine facility upgrades delayed due to recent reductions in state and federal funding. Describe all equipment replacements and facility upgrades that have been delayed and their associated estimated cost.

18. In reference to Trinity Health's commitment of at least \$275 million in capital investment to benefit SFC and its affiliates over a five-year period, address the following:

- a. Provide a copy of the \$275 million Capital Expenditure Plan;
- b. List all funding or financing sources for Trinity Health's \$275 million capital expenditure commitment, and the current dollar amount of each source. Provide applicable details such as interest rate, term, monthly payment, pledges, funds received to date or letter of interest/approval from a lending institution;
- c. Provide the following:
 - i. The annual dollar amounts projected to be available to SFC and the Hospital for each of the five years;
 - ii. The capital projects that are deemed top priorities by the Applicants, associated cost and the amount that will be allocated from the \$275 million capital commitment to address them;
 - iii. The service improvements that are deemed top priorities by the Applicants, associated cost and the amount that will be allocated from the \$275 million to address them;
 - iv. A list of capital projects and service improvements that are expected to be carried out within the first three years following the closing date; and
 - v. Elaboration of SFC's alternative plans to address these capital projects and service improvements if the proposal does not move forward.

19. What attempts have been made by SFC/Hospital to obtain capital financing and restructure debt under its current ownership structure? What have been the results?

20. In responding to question 1(b) on page 15 of the Application, the Applicants indicated that SFC's partnership with Trinity Health would provide funding for strategic growth and infrastructure development through improved access to capital and facilitate the ability of SFC to satisfy its current financial obligations, including long-term debt and pension liabilities. In reference to these statements address the following:

- i. Will SFC's access to capital originate from intercompany transactions between Trinity Health, its affiliates and SFC? Identify the specific sources of capital that will be available to SFC as a result of this proposal;

- ii. Explain in detail how the proposal will address any near-term and long-term debt and pension obligations. Provide funding source(s) and dollar amount(s); and
 - iii. Provide a list of all items and dollar amounts on SFC's balance sheet that will be consolidated into Trinity Health's balance sheet. In addition, describe any intangible impact to Trinity Health's balance sheet that will result from the consolidation.
21. Page 16 of the application states that Trinity Health is a national system with an AA credit rating. Indicate whether this is the most recent rating, the date of the rating and the rating source.
22. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (March 2015), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Monthly Financial Measurement/Indicators

A. Operating Performance:
Operating Margin
Non-Operating Margin
Total Margin
Bad Debt as % of Gross Revenue
B. Liquidity:
Current Ratio
Days Cash on Hand
Days in Net Accounts Receivables
Average Payment Period
C. Leverage and Capital Structure:
Long-term Debt to Equity
Long-term Debt to Capitalization
Unrestricted Cash to Debt
Times Interest Earned Ratio
Debt Service Coverage Ratio
Equity Financing Ratio
D. Additional Statistics
Income from Operations
Revenue Over/(Under) Expense
EBITDA
Patient Cash Collected
Cash and Cash Equivalents
Net Working Capital
Unrestricted Assets
Credit Ratings (S&P, Fitch, Moody's)

23. In responding to question 2(b) on page 20, the Applicants state that “the integration of Saint Francis Care with Trinity Health will provide operational savings for Saint Francis Care and bolster the implementation and use of information technology, both of which are anticipated to help reduce costs and improve efficiency.” In reference to this statement, address the following:

- a. Describe and quantify the estimated operational savings SFC will achieve as a result of this proposal;
- b. Describe how this proposal will bolster the implementation and use of information technology and provide the dollar amount Trinity Health will invest to accomplish this objective; and
- c. Specify the area (e.g., departments, functions, programs, etc.) that will benefit from reduced costs and improved efficiency. Quantify and discuss these benefits for each specific department, function or program.

24. Please provide evidence verifying the date CHE Trinity Health became Trinity Health Corporation and an explanation for the change. If available, provide the FY 2014 Consolidated Financial Statements for Trinity Health Corporation.

25. In reference to Financial Attachment I, Exhibit 16, address the following:

- a. The Applicants indicate on page 27 of the application that SFC “will derive substantial financial benefits from the proposed transaction due to Trinity Health’s size and financial strength. These financial benefits will include a lower cost of capital, reduced operating expenses resulting from Saint Francis Care’s inclusion in Trinity Health’s system services and program initiatives, financial support for the existing long-term debt and pension liabilities of Saint Francis Care and cost avoidance and intangible benefits from Trinity Health’s expertise in best practices in areas like clinical quality, compliance, insurance administration and revenue management.” Given this statement, explain the absence of any incremental gains or losses from operations related to this proposal;
- b. Provide specific examples from hospitals owned by Trinity Health of actual significant savings realized within the first three years post acquisition. Utilize the expense categories of Financial Attachment I (herein referred to as “Financial Worksheet”). Discuss and quantify how these cost savings will benefit the Hospital;
- c. How the projections account for ongoing and projected changes in state and federal hospital funding. What post-closing plans for the new RHM have been

made to account for the changes in both state and federal hospital funding?
Indicate how the Hospital will contend with these funding changes if the proposal does not move forward;

26. Provide revised Financial Worksheets for both SFC and the Hospital (without its subsidiaries) that incorporates the impact of the anticipated operational savings and financial benefits. (Note: the actual results for the fiscal year reported in the first column must agree with the Applicant's audited financial statements and the projections must include the first three full fiscal years of the project). Explain all assumptions used in developing these projections and use the Financial Worksheets provided as an attachment to this letter.
27. In reference to the Financial Assumptions on pages 607-608, address the following:
 - a. The Applicants stated that "In order to achieve SFC's strategic plan of improving population health, enhancing the patient care experience and controlling costs, the projected amounts include an expectation that Saint Francis Care will begin to assume risk contracts in FY 2016." Describe plans to use risk-based contracting and explain how this initiative is reflected in the Financial Worksheet;
 - b. The Applicants state that there are no planned changes to the clinical services offered by Saint Francis Care or its subsidiaries as a result of this transaction. However, as part of its population health initiative, the parties may choose to make changes in the services offered by the new RHM to meet future community health care needs.
 - i. List the services offered by the new RHM that are anticipated to require changes and the parties involved in this decision.
 - ii. Specify the areas (e.g., departments, overhead functions, programs, etc.) affected by this action; and
 - c. Explain why salary expenses are projected to have declining increases from FY 2016 through FY 2018 (3.3%, 3.0% and 2.5%, respectively), while the number of employees as well as inflation, are projected to increase.
28. Provide a description of the similarities/differences between the Hospital's and Trinity Health's policies and procedures for: charity care, uncompensated care, financial assistance and bed funds. If Trinity Health's policies and procedures are more favorable for the consumer, will the Hospital transition to these more favorable policies?

29. Provide a copy of Trinity Health's current policies and procedures for charity care, uncompensated care, financial assistance, and bed funds.
30. Provide a copy of and describe any changes to any of the following policies and procedures as a result of this proposal:
 - i. hospital collection policies (including charity care and bad debt);
 - ii. annual or periodic review and/or revision to the Hospital's pricing structure (chargemaster or pricemaster); and
 - iii. the annual or periodic market rate assessment of the hospital.
31. Describe any plans to work with other community providers, such as community health centers etc., to provide care to patients or offer low cost programs tailored to the uninsured or underinsured.
32. Although the Johnson Memorial Hospital and Medical Center ("JMHC") transaction is not part of this specific proposal, it is referenced on page 41 of the CON application. In addition, SFC currently has in place a Master Affiliation Agreement ("MAA"), a Clinical Affiliation Agreement (CAA) and a business Process Outsourcing Agreement (BPOA) with JMHC. Please provide the following regarding the potential JMHC transaction:
 - a. The impact of this proposal on the MAA, CAA and BPOA with JMHC;
 - b. The current status and a timeline for the potential JMHC acquisition;
 - c. Has the projected financial impact of the JMHC transaction on this proposal been taken into account by SFC or Trinity Health? Please indicate if the financial impact of the JMHC acquisition has been accounted for in the financial projections and footnote any related dollar amounts included in the revenue/expense categories; and
 - d. What portion of the Trinity Health \$275 million capital commitment will be used towards the JMHC transaction? Please detail how these monies would be used.
33. How does the potential acquisition/strategic affiliation with JMHC relate to the proposal and the overall strategic plan for the new Regional Health Ministry?

In responding to the questions contained in this letter, please repeat each question before providing your response. Information filed after the initial CON application submission (e.g., completeness response letter, prefiled testimony, late file submissions and the like) must be numbered sequentially from the Applicants' document preceding it. **Paginate and date** your response (i.e., each page in its entirety) beginning with Page Number 610. Please reference "Docket Number: 15-31979-CON." Submit one (1) original and four (4) hard copies of your response. Fully paginate each copy. In addition, please submit a scanned copy of your paginated response, including all attachments, on CD in Adobe format (.pdf) and in MS Word format (.docx).

Pursuant to Section 19a-639a(c) you must submit your response to this request for additional information no later than sixty days after the date that this request was transmitted. Therefore, please provide your written responses to OHCA no later than May 12, 2015, otherwise your application will be automatically considered withdrawn. If you have any questions concerning this letter, please feel free to contact me at (860) 418-7012, Brian Carney at (860) 418-7014 or Carmen Cotto at (860) 418-7039.

Sincerely,



Steven W. Lazarus
Associate Health Care Analyst

NON-PROFIT

Applicant:

Financial Worksheet (A)

Please provide one year of actual results and three years of projections of **Total Entity** revenue, expense and volume statistics without, incremental to and with the CON proposal in the following reporting format:

LINE	Total Entity: Description	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
		FY Actual Results	FY Projected W/out CON	FY Projected Incremental	FY Projected With CON									
	Principal Payments				\$0			\$0			\$0			\$0
C. PROFITABILITY SUMMARY														
1	Hospital Operating Margin	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2	Hospital Non Operating Margin	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
3	Hospital Total Margin	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
D. FTEs														
					0			0			0			0
E. VOLUME STATISTICS^c														
1	Inpatient Discharges				0			0			0			0
2	Outpatient Visits				0			0			0			0
	TOTAL VOLUME	0	0	0	0	0	0	0	0	0	0	0	0	0

^aTotal amount should equal the total amount on cell line "Net Patient Revenue" Row 14.

^bProvide the amount of any transaction associated with Bad Debts not related to the provision of direct services to patients. For additional information, refer to FASB, No.2011-07, July 2011.

^cProvide projected inpatient and/or outpatient statistics for any new services and provide actual and projected inpatient and/or outpatient statistics for any existing services which will change due to the proposal.



April 17, 2015



Via Hand Delivery

Steven W. Lazarus
Associate Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS#13HCA
P.O. Box 340308
Hartford, CT 06134-0308

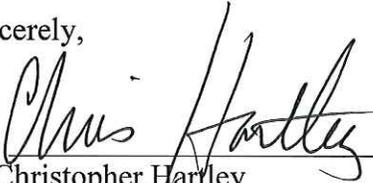
Re: Completeness Responses for the Certificate of Need Application for Creation of a new Regional Health System to include Saint Francis *Care*, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health system DN: 15-31979-CON

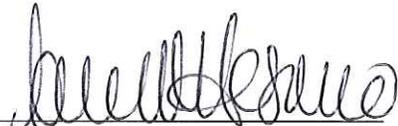
Dear Mr. Lazarus:

Enclosed please find the original and four copies of our responses to OHCA's March 31, 2015 letter regarding the above referenced Certificate of Need application. Also enclosed is a CD that contains a full set of our responses. A separate CD of requested CMS survey information in response to question 2 of OHCA's March 31, 2015 letter also is enclosed.

If you have any questions regarding this response please do not hesitate to call Chris Hartley, Senior Vice President, Planning, Business Development and Government Relations at 860-714-5573.

Sincerely,

By: 
R. Christopher Hartley
Senior Vice President Planning
Business Development & Government Relations
Saint Francis *Care*, Inc

By: 
Anne M. Hesano
Vice President, Mergers,
Acquisitions & Partnership
Development
Trinity Health Corporation

Enclosures

File:h: mustang: OCHA cover letter for Completeness Responses

1. Page 19 of the application states that the proposed transaction will have no impact on continuity of services. Please provide additional detail on how the continuity of existing services will be maintained following the transfer of ownership.

By way of background, the transaction by which Saint Francis *Care*, Inc. (“Saint Francis *Care*”) will become part of Trinity Health Corporation (“Trinity Health”) is structured so that Trinity Health will become the sole member of Saint Francis *Care*. At that time, or soon thereafter, Saint Francis *Care* will also become the parent of Trinity Health’s affiliated health care facilities operating in the Springfield, Massachusetts area. Saint Francis *Care* is a Catholic provider that abides by the Ethical and Religious Directives for Catholic Health Care Services (“ERDs”). After the transaction is consummated, Saint Francis *Care* will continue to be a Catholic provider, and remain subject to the ERDs. There will be no diminution or change in services offered to the community as a result of Saint Francis *Care* becoming part of Trinity Health and remaining subject to the ERDs.

Saint Francis *Care* remains committed to continuing its current range of health care services and considers joining Trinity Health its best opportunity for success in its efforts to preserve its current service scope. By joining the Trinity Health system, Saint Francis *Care* seeks to reduce the risks posed by the impact of Medicare payment reductions, Medicaid payment underfunding and state hospital taxes. The transaction ensures access to capital required for investments needed to maintain the clinical services it now offers as well as to invest in new modalities arising as a result of innovation in specific service lines. Trinity Health’s willingness to facilitate the ability of Saint Francis *Care* to satisfy its pension liabilities and to provide assistance in recruitment efforts for many high demand healthcare personnel will also aid Saint Francis *Care* in preserving and enhancing its recognized clinical expertise in areas such as cancer care, heart disease, diabetes, women’s health, and primary care.

Trinity Health brings other attributes that will help Saint Francis *Care* sustain and enhance its clinical services. For example, Trinity Health’s experience in people centered value based risk contracting will help Saint Francis *Care* attract population health management minded partners to strengthen services currently offered. Additionally, Trinity Health has access to purchased service contracts and other national agreements that may help lower Saint Francis *Care*’s operating costs.

The extent of these benefits to a particular service line or specific program has not yet been identified. Opportunities for such specific benefits will not be meaningfully quantified until the post-transaction integration process is underway. Importantly, Trinity Health and Saint Francis *Care* share a common vision of the way healthcare should be delivered under the changing model of healthcare delivery.

2. Provide copies of all Centers for Medicare & Medicaid Services (CMS) statement of deficiencies and plan of corrective action (CMS Form 2567) for hospitals owned by Trinity Health for the most recently completed federal fiscal year. Provide these

documents in an electronic format *only*, in PDF file format on a CD to accompany the responses. No paper copies are required.

Copies of all CMS statements of deficiencies and plans of corrective action for hospitals owned by Trinity Health that were issued in the most recently completed federal fiscal year are contained on the CD that accompanies this response. Protected health information has been redacted.

3. Describe how the proposal will impact the quality of care at the Hospital.

Saint Francis *Care* has successfully deployed many quality tools and best practices to help achieve an optimal patient and family experience through a patient-centered continuum of comprehensive quality services.

Saint Francis *Care* believes that what can be measured can be improved. Accordingly, Saint Francis *Care*'s service lines integrate a variety of clinical data bases as registries for standardized bench marking and quality performance assessment. Saint Francis *Care* has received a wide range of quality accolades as a result of these efforts. (Refer to **Exhibit 11** (pages 353 - 368) of the original Certificate of Need application).

Trinity Health operates 86 hospitals and 126 nursing homes with a breadth of experience in the use of best practices and quality data to improve service delivery. In fact, Dr. Richard Gilfillan, President and CEO of Trinity Health, currently chairs the Health Care Transformation Task Force, a group of providers, payers, purchasers and patient groups dedicated to the alignment of private and public sector efforts to advance value-based purchasing. Please refer to **Exhibit 17** for a list of members of this task force. The purpose of this group is to forge a common perspective and set of recommendations on different policy approaches that encourage sharing best practices from both clinical and financial perspectives and that change the way health care providers deliver and are reimbursed for care delivery. Through such sharing, the Health Care Transformation Task Force will help the country move toward a system focused on delivering quality care at a reduced cost.

By joining Trinity Health, Saint Francis *Care* can participate more directly in this effort. The chances of success of this value-based payment initiative are also reinforced by the track record Dr. Gilfillan has earned through his leadership of the Federal Center for Medicare and Medicaid Innovation, which oversaw the creation of accountable care organizations and bundled payments for Medicare. The response to question 13 further addresses Trinity Health's commitment to high quality healthcare services and ability to improve quality at its RHMs across the system.

4. Describe how this proposal will lower the cost of delivering health care services at SFC.

As previously noted on pages 23 – 25 of the CON application, "...the core of this proposal is maintaining and enhancing access to vital quality health services currently provided by

Saint Francis *Care* in a cost effective manner, which provides the financial stability necessary to allow the services to continue in the long term...”

Saint Francis Hospital and Medical Center has consistently had the lowest net expense per case mix adjusted equivalent discharge of the four identified hospitals according to data published by the Office of Health Care Access below:

Net Expense Per Case Mix Adjusted Equivalent Discharge

	FY 2010	FY 2011	FY 2012	FY 2013
Yale-New Haven	\$ 11,456	\$ 11,523	\$ 11,640	\$ 10,790
Bridgeport	\$ 8,436	\$ 8,941	\$ 9,192	\$ 8,833
Hartford Hospital	\$ 10,439	\$ 10,347	\$ 10,608	\$ 10,509
Saint Francis	\$ 7,351	\$ 8,006	\$ 8,083	\$ 7,964
Lowest	\$ 7,351	\$ 8,006	\$ 8,083	\$ 7,964
Median	\$ 9,438	\$ 9,644	\$ 9,900	\$ 9,671
(Over)/Under Median	\$ 2,087	\$ 1,638	\$ 1,817	\$ 1,707

Saint Francis *Care* has achieved this success while remaining a major service site for the State Medicaid program (23.8% of Saint Francis Hospital and Medical Center’s inpatient and outpatient FY 2014 patient population are Medicaid recipients) and providing substantial charity care (nearly \$6 million in 2014). Please refer to **Exhibit 18** for a copy of the 2014 Saint Francis *Care* Community Benefit report.

Not surprisingly, this low cost commitment and significant service to some of the state’s poorest populations have reduced Saint Francis Hospital and Medical Center’s operating margins to well below the statewide average and median net revenue as published by the Office of Health Care Access on 3/15/15. (See **Exhibit 19**). Saint Francis Hospital and Medical Center’s operating margins are also lower than the other hospitals in its peer group.

Hence, the decision to join Trinity Health is not driven solely by a commitment to low cost health care delivery, but also by a need to sustain the high quality, vital services currently provided by Saint Francis *Care*. Nevertheless, Saint Francis *Care* believes that certain costs of its operations will be lowered as a result of becoming a member of a larger organization. The areas previously noted include:

- Capital financing and debt restructuring;

- Acceleration of the speed at which capital expenditures can be made to address previously delayed projects as described in responses to questions 17 and 18 below, as well additional investment in technology, that will help optimize Saint Francis Care's electronic medical record in the inpatient and ambulatory settings;
- Consolidation of outpatient service delivery sites into fewer, larger, more efficient buildings as well as the development of alternative program delivery sites (e.g. FastCare retail clinics, free-standing ambulatory surgery centers and imaging centers) that are less costly than hospital-based outpatient departments; and
- Integration of certain non-clinical back office functions such as malpractice insurance coverage, group purchasing contracts, and service consultations.

This proposal will facilitate reducing the cost of delivering health care services at Saint Francis Care insofar as Saint Francis Care will be joining a \$14B health system, which will enable it to benefit from Trinity Health's skill and scale. It is premature to have completed detailed cost savings analysis by type of program at Saint Francis Care; however, based on Trinity Health's historical acquisition successes, an annual savings of at least 1% of Saint Francis Care's operating revenue, or about \$8M, is anticipated. Representative examples of areas where Saint Francis Care may be able to achieve these savings include:

- Insurance and Risk Management – Trinity Health can typically reduce consultant costs related to the administration of the insurance and risk program, as well as excess coverage premiums;
- Compliance – Trinity Health tools and processes provide cost efficiencies in the areas of education and training (e.g., Trinity Health utilizes online compliance education programs to enhance the breadth of education that are able to be provided at lower cost). Saint Francis Care also will have access to the Trinity Health compliance management tracking tool and to its internal audit resources and staff;
- Cash Management – Trinity Health's centralized cash management program is structured with a well-diversified asset portfolio to maximize investment performance and reduce investment management fees;
- Innovation – The Trinity Health Innovation Program supports successful identification, implementation and widespread adoption of new breakthrough patient-centered ideas and business offerings. These innovations can reduce costs, increase quality and enhance revenue;
- Clinical – Trinity Health's clinical area provides support and coordination of standard clinical practices and protocols, clinical analytics to evaluate and improve clinical scorecard indicators, and clinical collaboratives for areas such as sepsis, falls, pressure ulcers, congestive heart failure, labor and delivery, etc. which improve patient safety and ultimately reduce expenses;
- Tax – Trinity Health's tax department provides tax preparation and consulting for all federal, state and local tax compliance and is responsible for all in-house consulting and IRS Forms 990 and 1120 tax return preparation. The tax department is staffed by CPAs with extensive healthcare experience and provides support and

coordination for any Trinity Health RHM under IRS or local tax audit. Trinity Health can typically reduce outsourcing tax preparation and consulting costs; and

- Physician Network Operations – Trinity Health strives to optimize the financial, operational and clinical performance of employed physician groups. It does so by utilizing tools and methodologies that provide performance benchmarking and quantify financial opportunities in several revenue and expense domains, focusing on those that are directly controllable by the physician group.

5. How will the proposal impact the diversity of health care providers and patient choice in the geographic region?

As noted in the response to question 1 above, the transaction itself will have no impact on continuity of services that Saint Francis Care provides to the community. Saint Francis Care will operate a new Trinity Health RHM and be responsible for the regional activities of Trinity Health. The existing diversity of health care providers and patient choice in the geographic areas served by Saint Francis Care will be unaffected as a result of the transaction; however, Saint Francis Care will evaluate services and programs in the future and may adjust services and programs to better meet community needs. Additionally, the diversity and availability of services may be enhanced as a result of the attraction of new providers to the opportunities and training that will be available through the new RHM.

In **Exhibit 15** (pages 497 – 609) of the original Certificate of Need application, Saint Francis Care addressed the guiding principles of the Department of Public Health's Statewide Healthcare Facilities and Services Plan.

The Exhibit describes many different initiatives now underway, which will continue to assist Saint Francis Care in encouraging diversity of healthcare providers and patient choice. Those initiatives include:

- Connecticut Institute for Primary Care Innovation;
- The Curtis D. Robinson Center for Health Equity;
- Saint Francis Healthcare Partners;
- Community Solutions/Saint Francis Partnership for high utilizers of emergency services;
- Wheeler Clinic/Saint Francis Care Behavioral Health/Primary Care clinic;
- FastCare retail clinics;
- Surgical Navigator Program for the Saint Francis Surgery clinic;
- Yale/Saint Francis Care Smilow Cancer collaboration; and
- Saint Francis Post-Acute Provider network.

Each of these initiatives represents a unique attempt to work with a wide continuum of health care partners (nursing homes, community non-profit behavioral health organizations,

United Way, private physicians, Yale's Smilow Cancer Center, the Urban League, City of Hartford, Hispanic Health Council, etc.) to ensure the continued delivery of health services to diverse populations in a wide range of venues. Many of these efforts focus on patient populations that have difficulty accessing the traditional health delivery system.

Saint Francis *Care* is also building accountable care strategies that will facilitate Saint Francis *Care* assuming appropriate levels of risk for a given population's total health needs. It is doing so in a collaborative fashion through virtual networks using a wide range of existing private physician practices and post-acute care providers. Such partnerships preserve the diversity of the current health system, bringing together like-minded organizations focused on population health management.

Saint Francis *Care* is also reaching out to other healthcare organizations, such as Johnson Memorial Medical Center, which does not have the financial capability to transition to the new health delivery paradigm without assistance.

Saint Francis *Care's* ability to promote these diverse healthcare initiatives will be strengthened through its relationship with Trinity Health and the attributes that Trinity Health brings. It is anticipated that many of the pilot programs that Saint Francis *Care* has initiated will grow and flourish once Saint Francis *Care* is supported by a larger health system.

Clearly, trends in the healthcare industry today suggest that preservation of a diverse health delivery system is most likely to succeed when organizations have the scale and financial depth to take risk and achieve economies of scale by spreading costs over a large diverse population of patients with a wide range of healthcare needs. Completion of the Trinity Health transaction will provide Saint Francis *Care* with a greater opportunity for long term success.

6. Is the proposal being submitted due to provisions of the Federal Sherman Antitrust Act and/or Conn. Gen Stat. §35-24 et seq. statutes? Explain in detail.

No. The proposal is being submitted in accordance with OHCA requirements; however, the parties also intend to comply with all applicable federal and state antitrust laws and regulations. In fact, the Applicants filed notifications with the Federal Trade Commission and the Antitrust Division of the Department of Justice in accordance with federal law on March 20, 2015. Copies of the notifications have also been provided to the Connecticut Attorney General.

7. For each Applicant (and any new entities to be created as a result of the proposal), provide the following information as it would appear prior and subsequent to approval of this proposal.

a) Governance or controlling body and a description of what role the new board members will have in administering the new Regional Health Ministry

Under Saint Francis *Care's* current governance structure, the Archbishop of the Archdiocese of Hartford is the sole member of Saint Francis *Care*. As such, he appoints the Chair of Saint Francis *Care's* Board of Directors and up to four Directors, two of whom must be Roman Catholic priests. Although Saint Francis *Care* and Saint Francis Hospital and Medical Center each have its own Board of Directors, the two Boards are "mirror boards" such that the individuals serving on both Boards are the same. The Boards' responsibilities involve oversight of seven key areas: mission and core values; strategic planning; management; quality of care; finance; ethical conduct and compliance with applicable laws; and Board self-evaluation and effectiveness. The other Directors are members of the community selected by the Boards of Directors based upon criteria established to ensure that Directors have the necessary experience, expertise, diverse viewpoints and commitment to fulfill their fiduciary responsibilities to Saint Francis *Care* and the community served.

The new RHM will create a new regional board consisting of 9-15 members including: one Trinity Health representative designated by Trinity Health, the President and CEO of the RHM, at least one physician, at least two members or associates of a Roman Catholic religious congregation, and members of the local community. This governing board will have oversight responsibility for the day-to-day management of the new RHM and be responsible to carry out the strategic direction of the organization.

Each entity within the RHM will have a local board, made up of community members to provide oversight for day-to-day management. It is anticipated that a number of the current members of the Saint Francis *Care* board will be among the members of the RHM board.

Trinity Health and its religious sponsor, Catholic Health Ministries, will have certain reserved powers relative to Saint Francis *Care*, which will be as set forth in the draft Saint Francis *Care* Restated Articles of Incorporation included as part of **Exhibit 9** (pages 102-300) to the original Certificate of Need application and the System Authority Matrix.

As stated in the application, and as set forth in the draft Restated Saint Francis *Care* Restated Articles of Incorporation, Saint Francis *Care* will have the same relationship to Trinity Health as other Trinity HealthRHMs. That relationship is summarized in the Trinity Health System Authority Matrix, the current version of which is attached as **Exhibit 20**.

8. In table format, provide historical volumes (three full fiscal years (“FY”) and the current year-to-date) for the number of discharges and patient days, by service for Saint Francis Hospital and Medical Center (“Hospital”).

**TABLE A
HISTORICAL AND CURRENT DISCHARGES**

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of discharges for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** Fill in years. In a footnote, identify the period covered by the Applicant’s FY (e.g., July 1-June 30, calendar year, etc.).
- *** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

Please refer to Exhibit 21.

**TABLE B
HISTORICAL AND CURRENT PATIENT DAYS**

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of patient days for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** Fill in years. In a footnote, identify the period covered by the Applicant’s FY (e.g., July 1-June 30, calendar year, etc.).
- *** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

Please refer to Exhibit 21.

9. Complete the following tables for the Hospital for the first three (full) fiscal years following adoption of the proposal, if the first year is a partial year, include that as well.

**TABLE C
 PROJECTED DISCHARGES BY SERVICE**

Service*	Projected Volume			
	FY**	FY**	FY**	FY**
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of discharges for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant’s fiscal year FY (e.g., July 1-June 30, calendar year, etc.).

Please refer to **Exhibit 21.**

**TABLE D
 PROJECTED PATIENT DAYS BY SERVICE**

Service*	Projected Volume			
	FY**	FY**	FY**	FY**
Medical/Surgical				
Maternity				
Psychiatric				
Rehabilitation				
Pediatric				
Total				

- * Provide the number of patient days for each service listed (Medical/Surgical, Maternity, Psychiatric, Rehabilitation, and Pediatric).
- ** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant’s fiscal year FY (e.g. July 1-June 30, calendar year, etc.).

Please refer to **Exhibit 21.**

a. Explain any increases and/or decreases in historical volumes reported in the tables above.

Please refer to **Exhibit 21.** Saint Francis Care’s historical inpatient volume has remained relatively flat over the past four years with growth of less than 1% each year except for FY 2014. In FY 2014, Saint Francis Care experienced a decrease in inpatient volume, primarily in the medical and surgical service lines, due to a decrease in utilization and a change in Medicare rules that resulted in more restrictive criteria for patients to be classified as inpatients (the “Two Midnight Rule”).

b. Provide a detailed explanation of all assumptions used in the derivation/ calculation of the projected volume.

Please refer to **Exhibit 21**. Inpatient volume for FY 2016 is projected to be flat with slight decreases in volume in 2017 and 2018 as utilization of inpatient services shifts as a result of population health management. This overall projected decrease is offset by a slight anticipated increase in utilization in the Connecticut Joint Replacement Service line based on historical trends.

10. Provide the current and projected patient population mix (number and percentage of patients by payer) for Saint Francis Hospital using OHCA Table E and provide all assumptions. Note: payer mix should be calculated from patient volumes, not patient revenues.

**TABLE E
 APPLICANT'S CURRENT & PROJECTED PAYER MIX**

Payer	Current		Projected					
	FY 20__**		FY 20__**		FY 20__**		FY 20__**	
	Discharges	%	Discharges	%	Discharges	%	Discharges	%
Medicare*								
Medicaid*								
CHAMPUS & TriCare								
Total Government								
Commercial Insurers								
Uninsured								
Workers Compensation								
Total Non-Government								
Total Payer Mix								

* Includes managed care activity.

** Fill in years. Ensure the period covered by this table corresponds to the period covered in the projections provided. New programs may leave the "current" column blank.

Please refer to **Exhibit 21**.

11. Discuss in detail how the proposal will impact the Hospital's negotiating position with vendors and/or payers. If an improved negotiating position is anticipated, quantify the tangible savings for the health care consumer.

Saint Francis *Care* currently participates in a national group purchasing program that provides advantageous pricing for many products. Nevertheless, the proposal will allow Saint Francis *Care* to benefit from the increased buying power of Trinity Health's purchasing program with national vendors for certain commodities.

Given the competitiveness of Saint Francis *Care*'s market, the transaction is not expected to have an impact on Saint Francis *Care*'s negotiating position with payers. While not directly impacting Saint Francis *Care*'s negotiating position, the proposal will provide Saint Francis *Care* with access to an enhanced infrastructure to support population health initiatives, including information technology and analytic functions. This should increase Saint Francis *Care*'s attractiveness to payers.

12. Page 13 of the application states that Saint Francis Care has developed a “virtually integrated care delivery network that provides care through a combination of aligned providers...” What services and specific Trinity Health providers will be utilized in this integrated care delivery network?

Saint Francis *Care* has developed virtually integrated care delivery networks among its physicians (Saint Francis *Care* Partners), with its post-acute care system, and with a variety of individual healthcare providers (*e.g.*, Smilow Cancer Center, Hospital for Special Care, Masonicare). Each of these relationships is based upon a commitment to the Triple AIMS of the Affordable Care Act and preserving continuity of care for the population that Saint Francis *Care* serves.

Trinity Health has a similar commitment and its affiliated healthcare facilities and services operating in the Springfield, Massachusetts region will operate as part of the same RHM as Saint Francis *Care* under the direction of the President and CEO of Saint Francis *Care*, Mr. Christopher Dadlez. The Massachusetts facilities include Mercy Medical Center, Providence Behavioral Health Hospital, Weldon Rehabilitation Hospital and Mercy Continuing Care Network.

Assuming that this Certificate of Need is approved, Saint Francis *Care* and Trinity Health's facilities in Massachusetts will develop programs and services that allow better coordination of care for the population of both states that move across state lines for care. Assuming Johnson Memorial Medical Center becomes part of Saint Francis *Care*, these arrangements will also include Johnson Memorial Medical Center at such time as may be appropriate.

In addition, joining Trinity Health will assist Saint Francis *Care* in preserving the virtually integrated health system it currently has in Connecticut through Trinity Health's capital commitment, pension support, shared services and joint contracting.

13. Regarding the need for this proposal, as requested on page 12 of the CON application, please elaborate on how this proposal benefits the Hospital's service area residents. Provide specific examples of benefits that are a direct result of becoming a Trinity Health RHM.

As mentioned previously, the immediate benefits of becoming a member of Trinity Health for service area residents relate to Trinity Health's commitment to:

- (a) Support Saint Francis *Care* capital needs over the next 5 years with a capital commitment of \$275 million dollars;
- (b) Accessibility to sufficient pension funding through Trinity Health to reduce unfunded liabilities in the current Saint Francis *Care* Pension Plan; and
- (c) Securing better long term capital financing rates for capital and the current Saint Francis *Care* bond debt relying upon Trinity Health's strong credit ratings.

Each of these actions should benefit residents within the Saint Francis *Care* service area by preserving employment, assuring continued access to important and necessary health care services and lowering the cost of services as a result of lower interest payments on Saint Francis *Care*'s indebtedness.

In FY 2014, Saint Francis Hospital and Medical Center admitted more than 35,000 inpatients and observation patients, saw over 81,000 individuals in its Emergency Department and treated over 65,000 patients in its clinics. Saint Francis Hospital and Medical Center currently employs 3,800 full-time workers, including 197 physicians. Beyond the lifesaving care the hospital provides 24 hours a day, Saint Francis *Care* contributes \$1.3 billion of economic benefit to its local and state economies each year and invested over \$78 million in improving the health of our community in 2014 alone.

Saint Francis *Care* is focused on providing safe, accessible, equitable, affordable, patient – centered care for everyone who walks through its doors. Saint Francis Hospital and Medical Center strives to develop innovative solutions to integrate and coordinate care to better serve our patients and communities. But this job has become increasingly difficult because the hospital is under significant, growing financial stress. In addition to Medicare and Medicaid underfunding, Saint Francis *Care* is a tax-exempt hospital that has paid over \$36 million in state taxes each year as a result of the Connecticut hospital tax. More Medicare and Medicaid reductions, as well as the hospital tax increases, are proposed in the current FY16-FY17 State budget. If enacted, these changes will further challenge Saint Francis *Care*'s financial condition.

Saint Francis *Care* sees its decision to join the Trinity Health system as the best plan to address the continued reduction in federal and state funding while preserving its 118 year legacy of

providing health care services to all residents in its service area regardless of their ability to pay.

Trinity Health is intently focused on the delivery of high-value Triple Aim outcomes that improve the health of those it serves, reduce the per capita cost of delivering care, and that improve the quality of care and satisfaction of our patients. The infographic to the right highlights Trinity Health's view of what the organization needs to become to thrive in the future environment. The Trinity Health strategic plan focuses on building a people-centered health system to achieve the vision of becoming a mission-driven, innovative health organization that will become a national leader in improving the health of our communities and each person we serve as a trusted health partner for life.



Trinity Health's PEOPLE-Centered 2020 strategy is focused on its population health journey to improve the health of its communities and the experience of care for patients. Trinity Health's strategy is to build a people-centered health system in which the people it serves are placed at the center of every behavior, action and decision in the Trinity Health system. For Trinity Health, success will be measured against the Triple Aim objectives –its ability to actually deliver on all three dimensions of better health, better care and reduced costs.

Trinity Health has established a Unified Clinical Organization ("UCO") that provides a data and evidence-based infrastructure for clinicians across the Trinity Health system to advance a culture of safety and high reliability. The UCO's goal is to consistently deliver the highest quality, safest and most efficient care for every patient, every time, in every Trinity Health location. Led by clinicians, the UCO offers a new way of working together to advance a culture of safety, quality, patient satisfaction and high reliability at each of our healthcare organizations.

Through the UCO, Trinity Health is:

- Advancing a culture of safety, with the goal of achieving zero clinical defects;
- Leveraging intellectual capital and best practices across Trinity Health;
- Becoming a world-class provider of care able to attract and retain the best talent, including physicians and other caregivers; and

- Delivering seamless care across the continuum of integrated health resources.

The UCO provides the infrastructure to make it easier for Trinity Health's affiliated clinicians and associates to deliver the finest care to each patient. Saint Francis *Care* will have access to this infrastructure and will participate in UCO initiatives. Examples of recently completed initiatives include cardiac surgery, interventional cardiology, palliative care, ambulatory heart failure and ambulatory diabetes. Additional collaboratives currently in the implementation, improvement and control phases are: sepsis, diabetes, perinatal safety, joint and spine surgery, peri-operative, falls, medication reconciliation and emergency medicine.

To date, the results of these initiatives have been impressive. Recent system-wide safety accomplishments across Trinity Health include:

- Sepsis mortality rate decreased from 15.8% to 11.2% between FY 2010 and December 2014. Total lives saved from FY 2010 to December 2014 = 2328.
- Vaginal Birth After Cesarean Section (VBAC) serious reportable events remain at zero, following a new policy implemented in April 2009.
- Elective deliveries before 39 weeks decreased from 4.7% in April 2010 to 0.5% in January 2015 for Trinity Health.
- Medication Reconciliation composite score (both admission and discharge data) has stayed consistent at 88% in FY2015 year to date.
- The Pressure Ulcer rates have declined from 3.8% in FY 2008 to 0.01% in January 2015 for all of Trinity Health.
- Severity Adjusted Mortality rate is at 83% of the expected rate in FY2015 for all of Trinity Health.
- Sponge accounting - zero retained sponges in FY 2014 for sites post-sponge accounting implementation.
- Safety Checklist Perfect Patient Score improved from 48% January 2013 to 81% July 2014.

Additionally, Trinity Health sponsors the annual Trinity Health Clinical Conference. The conference features leading industry professionals and nationally recognized leaders and showcases best practices. The conference includes numerous concurrent workshops presented by Trinity Health's RHMs describing proven methods to reduce costs, improve safety, quality,

and service and increase employee and patient satisfaction with “take-home” implementation strategies.

Further, Trinity Health has adopted the Magnet Recognition Program® as the framework upon which its nursing program is being built. The Magnet Recognition Program® recognizes healthcare organizations for quality patient care, nursing excellence and innovations in professional nursing practice. Consumers rely on Magnet designation as the ultimate credential for high quality nursing. Developed by the American Nurses Credentialing Center, Magnet is the leading source of successful nursing practices and strategies worldwide. A number of Trinity Health’s nursing leaders are Magnet appraisers, and the directors across Trinity Health share their expertise, programs, and best practices through a monthly support network meeting. Trinity Health actively promotes academic progression and advanced education for nurses.

Last, Trinity Health sponsors a number of education and training programs focused on increasing clinical quality and patient safety. Currently, sharing of best practices occurs through the Trinity Health Clinical Leadership Council (“CLC”), a nationwide organization comprised of Trinity Health Chief Medical Officers, Vice Presidents of Medical Affairs and Chief Nursing Officers. The CLC sponsors system-wide clinical improvement teams and facilitates the exchange of comparative data regarding clinical and operational performance. The CLC meets two to three times per year in person and has monthly teleconferences focused on quality care and patient safety.

Saint Francis *Care* will participate in all these programs, taking away best practices and additional learnings to supplement its favorable quality and patient satisfaction scores. In short, Trinity Health’s approach to clinical quality will complement and build upon Saint Francis *Care*’s strong clinical quality. This combined approach to clinical quality will significantly benefit Saint Francis *Care*’s patients.

14. Page 18 of the application discusses the changing needs of an aging population, specifically, the need to provide additional access to disease management services for chronic conditions (e.g., heart and pulmonary disease) that are more likely to affect patients aged 65 and older, such as cancer, stroke and joint replacement and supportive services like rehabilitation, skilled nursing and long-term care. What is Saint Francis Care’s plan to meet these identified future care needs in the primary and secondary service areas? In addition to helping attract and retain physicians, how will becoming an RHM of Trinity Health benefit this plan?

In recognition of the growing health needs of senior citizens, three years ago Saint Francis *Care* created an Older Adult Platform tasked with developing a process to improve outcomes, improve the patient experience and reduce the cost of care for patients over the age of 65. As this age group represents a significant proportion of the annual health care expenditure,

developing a strategy to accommodate the needs of this group is an imperative for any health care organization. Our Older Adult Platform has the following goals:

- Keep seniors living as safely and independently as long as possible, reducing the need for long-term care;
- If a senior becomes ill, restore them to their pre-illness level of functioning as soon as possible; and
- Catalyze innovation in post-acute care to achieve the above stated goals.

Working with its post-acute care partners, Saint Francis *Care* has developed an innovative and unique network of nursing homes, a home health agency, an inpatient rehabilitation hospital and a long-term acute care hospital. Its network incorporates 15 facilities and a home health agency that currently covers our primary and secondary service areas. Utilizing the clinical expertise that resides within Saint Francis *Care*, Saint Francis *Care* has created programs with its partners to improve the care of patients with congestive heart failure, chronic obstructive pulmonary disease, diabetes, and a program for patients with palliative care needs. Through this novel partnership, Saint Francis *Care* expects to reduce readmissions and accelerate rehabilitation resulting in the return of patients to their home life earlier than historically expected.

In particular, Saint Francis *Care*'s inpatient rehabilitation hospital (the only such facility in Connecticut), the Mount Sinai Rehabilitation Hospital, is a key member of this Older Adult Platform. Its specific expertise at developing and driving physical therapy programs to restore maximal function is a novel concept in the post-acute care environment. Together with post-acute care partners, the intent is to improve the quality of care that patients receive as well as their quality of life while driving down the overall cost of care.

In addition, Saint Francis *Care* has been redesigning its home health care strategy with its physician hospital organization, Saint Francis HealthCare Partners. Collaboratively, they are developing risk stratification strategies to identify high risk seniors and then deploying a care coordination strategy linked with home health care to work with high risk patients to reduce their risk of becoming hospitalized. Used successfully, this approach will keep seniors healthier, living at home and consequently living a better quality of life while reducing the cost of care to the health care system.

Saint Francis *Care* has a nationally recognized joint replacement institute (Connecticut Joint Replacement Institute – CJRI) that has pioneered advanced techniques to reduce cost, improve quality and improve patient experience with joint replacement. These pioneering techniques benefit patients over the age of 65 more so than younger patients. Through its work, CJRI has

reduced complications, reduced length of hospital stay, reduced pain and disability, and enhanced recovery all helping to restore patients to their pre-illness level of functioning sooner than previously possible. CJRI has also partnered with Saint Francis *Care's* Older Adult Platform to improve the post-acute care of older adults who have joint replacement surgery.

In terms of care for patients who suffer from stroke, Saint Francis *Care* has been a regional leader through the creation of its multi-disciplinary stroke program. The program was created through the collaboration of combined resources available within the medical center, with the goal of creating a Stroke Center of excellence. In creating the Saint Francis Stroke Center, the institution has assembled a highly specialized team of physicians from various specialties, who collaborate at all stages towards providing rapid diagnosis, response, and treatment of stroke patients through clinically advanced, leading-edge technology. The Stroke Center at Saint Francis offers:

- Emergency evaluation and inpatient care of the stroke patient;
- Endovascular treatment by a Board Certified Neuroradiologist, including mechanical embolectomy, intra-arterial thrombolysis, aneurysm coiling, and AVM embolization;
- Stroke education;
- State-of-the-art diagnostic testing that includes CT, MRI, CTA, and CT perfusion studies;
- Innovative treatment and follow-up of stroke and transient ischemic attack (TIA) patients with establishment of the Post Stroke Follow-Up Program; and
- Comprehensive rehabilitation in collaboration with Mount Sinai Rehabilitation Hospital, which is a member of Saint Francis *Care's* innovative network of post-acute care providers.

In summary, Saint Francis *Care* has focused its strategy and committed resources to improving the care of patients over the age of 65, the single fastest growing segment of the state's demographic profile. Saint Francis *Care* is a regional leader in developing this methodology and programming. Its services to this population will be enhanced by becoming part of Trinity Health.

Trinity Health also has significant breadth and depth of experience in elder care and post-acute care. Today, Trinity Health is the largest non-profit operator of home health services and also the largest PACE (Program of All-Inclusive Care for the Elderly) provider in the country. Trinity Health affiliates operate:, The Mercy Community in West Hartford, Connecticut,

which offers a full continuum of retirement living and health care services for seniors; Saint Mary Home, a provider of skilled nursing, rehabilitation, dementia, hospice, palliative, subacute, residential, and adult day services and The McAuley, a Continuing Care Retirement Community promoting and fostering an independent lifestyle within a life care setting. Both Saint Mary Home and The McAuley offer a wide variety of cultural, educational, social, and spiritual programs and activities to capture diverse interests and needs. As a health care provider and in partnership with its communities it serves, The Mercy Community respects and empowers individuals, restores health, provides comfort, and witnesses compassion and healing to all, especially the elderly poor. Partnering with Trinity Health and developing a RHM will leverage the experience Saint Francis *Care* has gained in the last three years as well as assist Saint Francis *Care* in refining its model of care using the depth of post-acute care experience that Trinity Health will bring to Connecticut.

In terms of physician recruitment, partnering with a large national not-for-profit entity like Trinity Health, will enhance the attractiveness of Saint Francis *Care* as an employer, and establish Saint Francis *Care* as a health care employer of choice for providers in Connecticut. Recruiting physicians to Connecticut has been a challenge given its higher cost of living, lower than national average salaries, and adverse malpractice environment. Additionally, with recent reports of struggling hospitals across the state, and the trend across the country of physician employment by hospitals, new physicians are leery of committing to practice in Connecticut. The creation of the new RHM in Connecticut changes the landscape greatly by creating a financially strong and viable health care system that can contribute to changing the perception of Connecticut from a difficult place for physicians to work to a place that offers a vibrant and meaningful professional career. Joining another faith-based, mission oriented health system that has the financial stability of a national health system will elevate the desirability of Saint Francis *Care* as a place to work for physicians. Additionally, as an RHM, recruitment of providers from outside of Saint Francis *Care's* traditional primary and secondary service area will be improved.

15. In reference to Exhibit 15, Attachment 3, how will this proposal affect the implementation plan developed to address priority health needs identified in the most recent Community Health Needs Assessment (CHNA)?

Contained in **Exhibit 15**, Attachment 3 of the original Certificate of Need application is the “March 2012, Healthy Hartford A Community Health Needs Assessment” publication. This document addresses a wide range of health, economic, and social determinants of the population living in the City of Hartford. More specifically, on page 22, Chapter VII Health Indicators, the ranking of the five most significant health issues in the City of Hartford are listed, including: obesity, diabetes, mental health, heart disease and asthma. These disease categories are also discussed as prevalent chronic diseases in Connecticut that need

improvement in The Department of Health Publications called “Healthy CT 2020,” published in March 2014, and “Live Healthy CT,” published in April 2014. Saint Francis *Care* also reviewed the “Statewide Health Care Facilities and Services Plan 2014 Supplement,” which identifies at risk and vulnerable populations in Connecticut in chapters 3 – 5. Saint Francis *Care* currently service many patients with chronic diseases noted above in its various service lines including Primary Care, Behavioral Health and Cardiovascular. In fact, Saint Francis *Care* has a dedicated inpatient unit for Congestive Heart Failure patients as well as an outpatient Diabetes Care Center that serves many people with diabetes. Saint Francis *Care* also has many outreach and educational activities within the community that address these chronic diseases. Also, please refer to the response below to question 31, which addresses Saint Francis *Care*’s efforts in improving chronic diseases and population health management. Both Saint Francis *Care* and Trinity Health understand the importance of treating and improving the overall health of their populations. Among the many benefits of Saint Francis *Care* joining Trinity Health is Trinity Health’s vast experience with population health management. Saint Francis *Care* will benefit from Trinity Health’s knowledge and application of that knowledge in improving chronic diseases.

Saint Francis *Care* has also made it a priority to address health equity as evidenced by the establishment of the Curtis D. Robinson Center for Health Equity (“CDRCHE”) in 2011. Curtis D. Robinson is a Board Member, African American business leader and cancer survivor. The CDRCHE grew out of a community engaged program focused on the disparity in health outcomes of African American men impacted by prostate cancer. Over the years the CDRCHE team has addressed health disparities by community engagement; provided health education and outreach to underserved communities; offered tailored navigation for patients; and participated in research and data analysis about health disparities for the community served by Saint Francis *Care*. The CDRCHE serves as a platform throughout Saint Francis *Care* to address health equity issues by bridging the divide between the community and the healthcare system and focusing on a long term commitment to change. This approach will be integrated into the new RHM that will be operated by Saint Francis *Care*.

The Saint Francis *Care* Strategic Implementation Plan (developed by the CDRCHE and approved by leadership) outlines four priorities that highlight a “systems change” approach to resolving the issues identified in the Community Health Needs Assessment. The four strategic priorities are: Improving Communication; Addressing Barriers to Healthcare Services; Providing Coordinated Care and Targeting Social Determinants of Health. Within each of these priority areas specific activities have been developed, with input from those affected, to address the identified need. The community outreach approach integrates input from healthcare providers, community agencies and those in need of services: a formula that attracted Trinity Health to Saint Francis *Care*.

Some of the activities that have been developed to address the four priority areas within the Saint Francis *Care* system include: the development of a language services program; increased commitment to cultural competency training; focus on appropriate use of Emergency Room resources; engagement with community groups to navigate patients to needed resources; partnering with state agencies to provide critical training to communities with limited resources for mental health support; and collaborating with faith communities to address chronic health conditions of concern within their institutions. Each of these activities will be replicated and tailored to address the needs identified within the communities reached by the new RHM.

Also, the priorities of the Connecticut Department of Public Health are outlined in the Health Promotion Plan published in 2014 called Live Healthy Connecticut. In this document, Dr. Jewell Mullen, the state Commissioner of Public Health, identifies three strategies as necessary for success of the plan (which are parallel to those identified in our strategic implementation plan): an environmental approach which acknowledges the need for change outside of the healthcare system to achieve sustainable outcomes (addressing social determinants of health); improving the system for delivery of care which ensures access to healthcare services (decreasing barriers to care) and improving linkages between the community and clinical settings (communication and coordination of care).

In addition, the Statewide Health Care Facilities and Services Plan 2014 Supplement and the Healthy CT 2020 consider multiple determinants of health and provide an overview of initiatives focused on reducing health inequities, improving health outcomes and enhancing care coordination, all of which are priorities for Saint Francis *Care* going forward. In fact, Dr. Marcus McKinney, Vice President of Health Equity and Health Policy at Saint Francis, was the co-chairperson of the work group on Mental Health, Alcohol and Substance Abuse which set the priorities for this area of work. Dr. Marcus McKinney's work on this work group shows Saint Francis *Care*'s commitment to addressing health inequities.

Recently Dr. Marcus McKinney was appointed to Governor Malloy's new "Commission on Youth and Urban Violence" which is a panel of experts and community members that will focus on creating policies that reduce crime in urban communities in Connecticut. Please refer to **Exhibit 22** for this announcement. The issue of violence in Connecticut's urban communities is clearly articulated in the "March 2012 Healthy Hartford A Community Health Needs Assessment" publication which is contained in Exhibit 15, Attachment 3 of the Certificate of Need. For instance, on pages 17 – 19 of that document, crime statistics for Connecticut and Hartford are compared. It shows that the City of Hartford's crimes are higher in incidence than Connecticut as a whole in the areas of drug abuse, disorderly conduct and simple assault while murder and prostitution is higher in Connecticut than in the city of Hartford. Further, on page 109 of the "Healthy Connecticut 2020" publication, the report

contains an objective about the reduction in the number of firearm homicides by 10%. Dr. McKinney's participation on this Commission is part of Saint Francis *Care's* efforts to meet this objective.

In addition to the above activities, Dr. Marcus McKinney is also engaged in national activities surrounding health disparities. For instance, as part of Saint Francis *Care's* effort to encourage other institutions to develop programs that encourage health care organizations to reach out to populations that often have difficulty accessing the traditional health care system, Dr. McKinney is also presenting "Simple Solutions in Health Equity; Bridging Communities to Health Systems" at the 2015 National Catholic Health Association General Assembly on June 7, 2015 in Washington D.C.

The Curtis D. Robinson Center for Health Equity exists to engage and empower community members to collaborate with healthcare providers and create innovative programs that address identified health disparities. The Curtis D. Robinson Center encourages communities that have not been heard to reach out to health providers and help shape the trajectory of change in healthcare. Relationships with the community, Catholic Charities and other human service organizations will be discussed and successful approaches to a collaborative dialogue will be identified in Dr. McKinney's presentation.

For its 2015 Community Health Needs Assessment, Saint Francis Hospital is partnering with Data Haven, a non-profit organization with a 25-year history of public service to Connecticut whose mission is to improve quality of life by compiling, sharing, and interpreting public data for effective decision making. Data Haven is a formal partner of the National Neighborhood Indicators Partnership of the Urban Institute in Washington, DC.

Funding support for the Community Health Needs Assessment in the Hartford area include: the Hartford Foundation for Public Giving, the Greater New Britain Community Foundation, Saint Francis Hospital and Medical Center, Trinity College, and the Council of Governments. In addition to the Hartford area, approximately \$500,000 has been committed to conduct the survey within other regions of Connecticut. Over the coming months the size of the final study will be determined once all other institutional sponsors have been identified. These research activities will be taking place in late 2015 and 2016.

Saint Francis *Care* is working closely with the City of Hartford Health and Human Services Department, CT Children's Medical Center, and Johnson Memorial Hospital to monitor the survey design so that critical health questions are included in the final version. The 20 minute telephone survey is designed to include questions about health and wellbeing chosen from national validated surveys. It is slated to start on May 1, 2015 and be completed by Fall 2015. Findings from the survey will be used to assess the community needs and follow up

qualitative data inquiry will be implemented to gain a deeper understanding of the priority issues identified. By choosing to participate in this study, Saint Francis *Care* expects to receive critical data necessary for assessing the health needs of residents in the hospital's service area.

Clearly, Saint Francis *Care* is addressing the community needs within the City of Hartford and the State of Connecticut that are cited in four publications and will continue to do so. Its efforts will be significantly enhanced with the expertise, experience and support of Trinity Health if this CON application is approved.

16. How will the Applicants ensure that future health care services provided, in relation to the proposal, will adhere to the National Standards on culturally and Linguistically Appropriate Services (CLAS) to advance health equity, improve quality and help eliminate health care disparities in the projected service area. (More details on CLAS standards can be found at <http://minorityhealth.hhs.gov/>).

The following is a description of Saint Francis *Care's* efforts in establishing National CLAS standards.

To address health disparities and prioritize health equity, Saint Francis Hospital and Medical Center led by its CEO, Christopher Dadlez, created the Curtis D. Robinson Center for Health Equity, a platform that supports and leads health equity initiatives – whose home is the first floor of the Urban League of Greater Hartford. In 2009, the Saint Francis *Care* Board of Directors passed a resolution that embraced the National Call to Action goals of increased use of Real Data, improved Cultural Competency Training, and more Diversity in Leadership. In 2011 the Curtis D. Robinson Center for Health Equity was founded and in 2012 it moved to a dedicated space designed to provide easy access to those who live in the surrounding community. The position of Vice President of Community Health Equity was established, and the efforts of a dedicated, multicultural staff charged with transformation of our healthcare system based on AHA goals and Saint Francis *Care's* unyielding commitment to community engagement have resulted in a meaningful decrease in health disparities.

*Activities at Saint Francis *Care* that fulfill the CLAS Standards include:

Governance, Leadership, and Workforce:

- Updated training for intake staff on the collection of race and ethnicity implemented 3/2014.
- Updated policy for the use of language services implemented 9/2014.

- Edits to the policies to explicitly include gay and lesbian populations for visitation completed 9/2014.
- 99% of staff trained for cultural competency in 2014.

Communication and Language Assistance:

- Language Program Developed: Increase in resources across the organization for addressing language services to include our 3 + 1 options (Dual Handset Phones; Video Remote Interpreting; In-person interpreting + Document Translation) .
- Full Time Language Services Coordinator Hired 11/2014.
- Signage regarding language services availability updated and replaced 12/2014.
- Training for all staff on new language services resources completed 3/2015.
- Pilot training for bilingual staff to become qualified medical interpreters completed in 9/2014.
- System for translation of documents into needed languages on demand implemented 2/2015.

Engagement, Continuous Improvement, and Accountability:

- Leadership of the State Diversity Collaborative by the CEO of Saint Francis Hospital and Medical Center.
- Collection and reporting of data for the CT Diversity Collaborative (Diversity in Leadership and Governance; Cultural Competency Training; Use of Diverse Suppliers).
- Quarterly reporting to the Board of Directors on Center for Health Equity activities.
- Partnership with community organizations to respond to needs identified through assessment activities.
- Support of Diversity Intern through the Institute for Diversity in Healthcare Management.

- Creation of an Accelerated Development Program for diversity staff.
- Saint Francis Diversity Collaborative Team – regular meetings since 2011.
- Development of a Health Equity Scorecard.
- Regular Community Leader Roundtable Discussions.
- Completion and Distribution of the Community Benefit Report.
- Update of Saint Francis Hospital and Medical Center’s website outlining activities and providing copies of relevant publications.

To address health disparities in a comprehensive and effective manner, it is necessary not only to provide appropriate services but to assure that they are accessible to all populations regardless of degree of English language proficiency, cultural beliefs, or racial, ethnic and gender identities. Saint Francis *Care* has updated three of its current policies addressing communication and language services, patients’ rights and equal employment and Affirmative Action. Please refer to **Exhibit 23** to see these policies. By making changes at the policy level, Saint Francis *Care* is able to hold all staff accountable for providing care that embraces inclusive strategies that have proven to impact health outcomes. For example, research has shown that providing information to patients with limited English proficiency in their native language can result in better health outcomes and patient satisfaction. “Multiple studies document that quality of care is compromised when Limited English Proficiency (“LEP”) patients need but do not get interpreters. LEP patients’ quality of care is inferior, and more interpreter errors occur with untrained ad hoc interpreters.” Research from NIH has concluded that implementation of cultural competency needs to take place at the systems level, as a “framework which enables systems, agencies and groups of professionals to function effectively to understand the needs of groups accessing care.” Refer to article in **Exhibit 23**. Saint Francis *Care* is embracing this approach by making changes at all levels of the organization to address health equity disparities.

Trinity Health supports these initiatives and Saint Francis *Care* is confident that they will continue and deepen if this proposal is approved.

17. Page 24 of the application states that the proposal will benefit from \$275 million in near-term capital that will allow SFC to address equipment replacement and routine facility upgrades delayed due to recent reductions in state and federal funding. Describe all equipment replacements and facility upgrades that have been delayed and their associated estimated cost.

Annually, Saint Francis *Care's* Capital Budget Committee reviews all capital requests for new and replacement equipment, facility renovations and upgrades, IT and other projects. Over the past three years Saint Francis Care has experienced significant reduction in capital dollars available due to Medicare and Medicaid reimbursement reductions as well as the state hospital tax. The importance and high cost of deploying the infrastructure necessary to ensure successful implementation of the EPIC electronic medical record system has also further limited the capital budget available for other capital projects. As a result, many projects have been delayed approximately five years beyond their useful life. Upgrading certain medical equipment and facilities would allow Saint Francis *Care* to be more effective and efficient in the delivery of care, as well as in its physical plant operations. The following summarizes the categories of capital projects that have been delayed due to the prioritization of other projects such as the EPIC implementation:

Category	Estimated Cost	Years Beyond Useful Life
Clinical Equipment	\$14.2M	4.8 years
Facility Upgrades	\$14.5M	5.1 years
Information Technology	\$6.2M	5.0 years

18. In reference to Trinity Health's commitment of at least \$275 million in capital investment to benefit SFC and its affiliates over a five-year period, address the following:

- a. Provide a copy of the \$275 million Capital Expenditure Plan;**
- b. List all funding or financing sources for Trinity Health's \$275 million capital expenditure commitment, and the current dollar amount of each source. Provide applicable details such as interest rate, term, monthly payment, pledges, funds received to date or letter of interest/approval from a lending institution;**
- c. Provide the following:**
 - i. The annual dollar amounts projected to be available to SFC and the Hospital for each of the five years;**
 - ii. The capital projects that are deemed top priorities by the Applicants, associated cost and the amount that will be allocated from the \$275 million capital commitment to address them;**
 - iii. The service improvements that are deemed top priorities by the Applicants, associated cost and the amount that will be allocated from the \$275 million to address them;**

- iv. **A list of capital projects and service improvements that are expected to be carried out within the first three years following the closing date; and**
- v. **Elaboration of SFC’s alternative plans to address these capital projects and service improvements if the proposal does not move forward.**

Trinity Health and Saint Francis *Care* have not yet developed a specific Capital Expenditure Plan. Capital planning for Saint Francis *Care* will be integrated with the Trinity Health strategic and financial planning process. The capital expenditure allocation and approval process will occur annually and will be based on a mutually agreeable capital plan developed and approved by Trinity Health and Saint Francis *Care*. The Trinity Health Capital Management Council (“CMC”) provides capital management oversight and guidance. The CMC’s membership includes hospital CEOs and senior Trinity Health executives in operations, finance, planning, marketing and mission.

Nevertheless, set forth below is a preliminary capital investment plan that provides an approach for how Trinity Health’s \$275 million capital commitment might be utilized:

Preliminary Capital Investment Plan for Saint Francis *Care*, Inc.
Dollars in Thousands

	Five Year Total
Investment in facilities, medical and non-medical equipment and technology	\$ 184,000
Capital leases associated with EPIC and other	4,500
Facility & program improvements for various service lines (e.g., CJRI, Rehab)	5,000
Expansion/renovations of clinical facilities	10,000
Physician and ambulatory network development	23,500
Unspecified; to be allocated based on organizational priorities	48,000
Total estimated capital expenditures	\$ 275,000

The capital expenditure commitment made to Saint Francis *Care* will be available to support the capital needs of Saint Francis *Care*, including for the strategic growth and infrastructure development of the new RHM’s integrated delivery system, the expansion and upgrade of the health care services provided by the new RHM, the support of community health/population management initiatives, and for strategic growth including potential mergers, acquisitions,

joint ventures and physician network development. The capital expenditure commitment will vary from year to year as determined by the process described above, but the total commitment will be no less than \$275 million over a five-year period.

Among the funding sources of the capital committed to Saint Francis *Care* will be: (i) available cash and investments generated by the new RHM; (ii) donor contributions to the extent consistent with any applicable donor restrictions; (iii) financing obtained through the Trinity Health system debt program; and (iv) to the extent necessary, capital contributions from Trinity Health.

Trinity Health's favorable credit ratings enable its RHMs to have greater access to capital and favorable long term debt interest rates. Financing obtained by Saint Francis *Care* through the Trinity Health system debt program would be at Trinity Health's interest rate and would be amortized over thirty years. In fiscal year 2014, the Trinity Health interest rate charged on borrowed debt was 3.78%.

The capital projects and service line improvements that are currently considered top priorities for Saint Francis *Care* and are expected to be carried out within the first three years after the closing date of this proposed transaction include the following:

- Implementation and optimization of the EPIC electronic health record system and other information software, including Conifer, to support population health;
- Physician and ambulatory network development to ensure Saint Francis *Care* has the right resources within its network to support its efforts to move toward population health;
- Replacement of current medical equipment to more efficient and effective models (see response to question 17 for description of types of equipment needing to be replaced);
- Upgrades to current facilities that have been delayed in previous years due to limited funding available for capital projects (see response to question 17 for description of facility upgrades);
- Service improvements including expansion of the rehabilitation service line to include a back center and movement disorder programs; and
- Service line facility renovations and improvements within Primary Care, Connecticut Joint Replacement Institute and Oncology to improve service delivery to these patients.

As noted in our response to question 19, access to capital will continue to be a challenge for Saint Francis *Care* as a stand-alone entity. Saint Francis *Care* is currently restricted by its current debt covenants, limiting its capital capacity. If this proposal is not approved, Saint Francis *Care* would have to look to other sources for additional cash to fund capital projects and the operating infrastructure necessary to shift from the current fee for service reimbursement model to a value based reimbursement model that emphasizes the health of the community. Saint Francis *Care* is limited to the amount of capital investment from operating cash and is also limited to additional borrowing due to provisions within its current debt covenant agreements. If Saint Francis *Care* was successful in securing additional capital financing, the costs associated with this financing would be in excess of any costs associated with intercompany debt available through the Trinity Health system. Saint Francis *Care*'s average annual capital spend is approximately \$39 million. If this proposal is approved, Trinity Health's commitment to support capital expenditures of at least \$275 over five years, or \$55 million per year will result in approximately \$16 million of additional capital spend per year. Saint Francis *Care* would not be able to achieve the level of capital and strategic investments that is supported by the Trinity Health proposal.

19. What attempts have been made by SFC/Hospital to obtain capital financing and restructure debt under its current ownership structure? What have been the results?

During fiscal year 2013, Saint Francis Hospital and Medical Center submitted a request for proposal ("RFP") to refinance \$213 million of its long term debt. The RFP was sent to eighteen different financial institutions, of which only six financial institutions responded. Four of the six banks that responded already had outstanding bonds with Saint Francis Hospital and Medical Center prior to the refinancing. As a part of the refinancing, Saint Francis Hospital and Medical Center sought to borrow an additional \$25 million to increase funding of its defined benefit pension plan. The result of the RFP was a reduction in the commitment amount from its two primary banks from \$215 million in long-term debt financing to almost \$150 million. The additional \$65 million of financing came from three banks that did not previously have a lending relationship with Saint Francis Hospital and Medical Center. One of the large financial institutions, which initially committed to loaning \$50 million, informed Saint Francis Hospital and Medical Center during the RFP process that it would no longer be loaning capital to hospitals in the state given the reimbursement burden placed upon hospitals by the State of Connecticut through the issuance of the Hospital Provider Tax and subsequent reductions in the supplemental payments to hospitals. In addition to the reduction in the lending commitment of its two largest financial institutions, Saint Francis Hospital and Medical Center was not able to increase the capital commitment to access the funding for the defined benefit pension plan. Saint Francis Hospital and Medical Center was ultimately able to assemble a tax-exempt private placement financing through six banks to refinance the bonds, which had an expiring letter of credit. Overall issuance costs of the transaction were 66 basis points or approximately \$1.4 million. As these are short term borrowings (five to seven years), Saint Francis Hospital and

Medical Center will need to refinance its debt within the next two to four years incurring similar issuance costs and likely facing additional challenges with lending institutions.

20. In responding to question 1(b) on page 15 of the Application, the Applicants indicated that SFC's partnership with Trinity Health would provide funding for strategic growth and infrastructure development through improved access to capital and facilitate the ability of SFC to satisfy its current financial obligations, including long-term debt and pension liabilities. In reference to these statements address the following:

- i. Will SFC's access to capital originate from intercompany transactions between Trinity Health, its affiliates and SFC? Identify the specific sources of capital that will be available to SFC as a result of this proposal;**
- ii. Explain in detail how the proposal will address any near-term and long-term debt and pension obligations. Provide funding source(s) and dollar amount(s); and**
- iii. Provide a list of all items and dollar amounts on SFC's balance sheet that will be consolidated into Trinity Health's balance sheet. In addition, describe any intangible impact to Trinity Health's balance sheet that will result from the consolidation.**

Trinity Health is one of the largest health care systems in the country and has strong AA credit ratings. These strong ratings provide Trinity Health with access to the capital markets at competitive rates. Trinity Health's debt is held as part of a well-diversified debt portfolio that also benefits from a highly diversified bank exposure.

Saint Francis Hospital and Medical Center has approximately \$250M in private placement debt, with an approximately 65% variable rate with mandatory put dates ranging from 2018 to 2021. By refunding this debt and replacing it with debt provided under Trinity Health's inter-company loan program (ICLP), Saint Francis *Care* will be able to avail itself of low cost funding of a well-diversified debt portfolio with greater than 65% fixed rate debt. This reduces interest expense volatility as well as put risk. The ICLP is designed to provide the RHMs with access to funds, ensures that all RHMs borrow at the same rate, extends the maturity of the RHM debt to match that of the aggregate Trinity Health debt portfolio and allows for level debt service requirements through monthly financial reconciliations.

Saint Francis Hospital and Medical Center bonds have certain covenants that are more restrictive than those that apply to Trinity Health's bond issues. To the extent that the current Saint Francis Hospital and Medical Center debt is refunded through Trinity Health's debt program,, Saint Francis Hospital and Medical Center would be released from these covenants.

It is anticipated that with the refunding, Saint Francis *Care* would become a Designated Affiliate under the Trinity Health Master Trust Indenture, which has covenants that will provide more flexibility to Saint Francis *Care*.

With regard to Saint Francis *Care*'s pension liability, Trinity Health and Saint Francis *Care* will jointly develop a plan to fully fund the Saint Francis *Care* pension liability. If needed, Trinity Health will provide Saint Francis *Care* access to its debt program described in the response to question 18 above.

As noted in the original CON application, Trinity Health will become the parent of Saint Francis *Care* through a membership substitution transaction. Trinity Health will be substituted for the Archbishop of Hartford and become the sole member of Saint Francis *Care*. The Archbishop of Hartford will no longer be the sole member of Saint Francis *Care*. By virtue of this transaction structure, Saint Francis *Care*'s entire balance sheet will be consolidated with the Trinity Health balance sheet using generally accepted accounting procedures. Trinity Health does not believe this consolidation will have a material financial impact on Trinity Health's balance sheet.

21. Page 16 of the application states that Trinity Health is a national system with an AA credit rating. Indicate whether this is the most recent rating, the date of the rating and the rating source.

Trinity Health's current ratings:

Fitch (January 2015): AA/Stable Outlook

S&P (February 2015): AA-/Stable Outlook

Moody's (January 2015): Aa3/Stable Outlook

22. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (March 2015), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Monthly Financial Measurement/Indicators

A. Operating Performance:
Operating Margin
Non-Operating Margin
Total Margin
Bad Debt as % of Gross Revenue
B. Liquidity:
Current Ratio
Days Cash on Hand
Days in Net Accounts Receivables
Average Payment Period
C. Leverage and Capital Structure:
Long-term Debt to Equity
Long-term Debt to Capitalization
Unrestricted Cash to Debt
Times Interest Earned Ratio
Debt Service Coverage Ratio
Equity Financing Ratio
D. Additional Statistics
Income from Operations
Revenue Over/(Under) Expense
EBITDA
Patient Cash Collected
Cash and Cash Equivalents
Net Working Capital
Unrestricted Assets
Credit Ratings (S&P, Fitch, Moody's)

Please refer to Exhibit 24.

23. In responding to question 2(b) on page 20, the Applicants state that “the integration of Saint Francis Care with Trinity Health will provide operational savings for Saint Francis Care and bolster the implementation and use of information technology, both of which are anticipated to help reduce costs and improve efficiency.” In reference to this statement, address the following:

- a. Describe and quantify the estimated operational savings SFC will achieve as a result of this proposal;

It is premature to have completed detailed projections of operational savings. As noted in the response to question 4 above, however, an annual savings of at least 1% of Saint Francis *Care*'s operating revenues, or about \$8M, are anticipated based on Trinity Health's historical acquisition success. Approximately 50% of this savings will be realized within the first 12 months of the closing of the proposed transaction. In each future year, it is expected that the same \$8M in cost savings resulting from the transaction will continue to impact favorably on Saint Francis *Care* as compared to Saint Francis *Care*'s current operations.

b. Describe how this proposal will bolster the implementation and use of information technology and provide the dollar amount Trinity Health will invest to accomplish this objective; and

Although the specific dollar amount to be invested is not known at this time, funds available as a result of the transaction will be deployed to complete the implementation of the EPIC electronic health record system.

Trinity Health's information technology capabilities include a data warehouse which provides the patient data for analytics, benchmarking and development of best practices. The quality initiatives described in the response to question 13 above would not be possible without the use of data analytics, benchmarking and best practices. Saint Francis *Care* will participate in these quality improvement initiatives.

Further, the data warehouse is a key tool to be used in population health management reporting. Trinity Health's population health information technology will identify and fill gaps in care, characterize populations (*e.g.* demographics, disease burden, health care utilization, total cost of care, etc.) and allow Trinity Health's providers to compare performance across cost and utilization measures. Saint Francis *Care* will benefit as it will not need to build this infrastructure on its own. Again using this data, Trinity Health and Saint Francis *Care* can replicate best practice processes to create efficiencies and enhance quality.

c. Specify the area (e.g., departments, functions, programs, etc.) that will benefit from reduced costs and improved efficiency. Quantify and discuss these benefits for each specific department, function or program.

Although it is premature to quantify with specificity the anticipated benefits that will accrue to Saint Francis *Care*, the programs, functions and departments described above in the response to question 4 are among those expected to benefit.

24. Please provide evidence verifying the date CHE Trinity Health became Trinity Health Corporation and an explanation for the change. If available, provide the FY 2014 Consolidated Financial Statements for Trinity Health Corporation.

The name “CHE Trinity Health” was a fictitious trade name registered for use in favor of CHE Trinity, Inc., an Indiana nonprofit corporation. Pursuant to a Certificate of Amendment filed with the State of Indiana Office of the Secretary of State on November 18, 2014, the corporate name of CHE Trinity, Inc. was formally changed to Trinity Health Corporation. A copy of the Certificate of Amendment is attached as **Exhibit 25**. The name change was a result of an extensive process that concluded that the name “Trinity Health Corporation” best represents the activities of the Corporation as a Catholic health care organization.

CHE Trinity Health’s audited consolidated Financial Statements as of and for the fiscal period ended June 30, 2014 were previously provided. Trinity Health Corporation was not required to produce audited consolidated financial statements for fiscal period ended June 30, 2014. The first audit of Trinity Health Corporation will be for the fiscal year ended June 30, 2015. Please note, however, the entities included in the fiscal year ended June 30, 2015 consolidated audited financial statements will be substantially the same as the entities included in the fiscal year ended June 30, 2014 consolidated audited financial statements for CHE Trinity Health.

25. In reference to Financial Attachment I, Exhibit 16, address the following:

- a. The Applicants indicate on page 27 of the application that SFC “will derive substantial financial benefits from the proposed transaction due to Trinity Health’s size and financial strength. These financial benefits will include a lower cost of capital, reduced operating expenses resulting from Saint Francis Care’s inclusion in Trinity Health’s system services and program initiatives, financial support for the existing long-term debt and pension liabilities of Saint Francis Care and cost avoidance and intangible benefits from Trinity Health’s expertise in best practices in areas like clinical quality, compliance, insurance administration and revenue management.” Given this statement, explain the absence of any incremental gains or losses from operations related to this proposal;**

Saint Francis Care and Trinity Health did not include anticipated incremental gains or losses from operations related to this proposal as they have not yet quantified those anticipated financial benefits. However, as noted above, based on savings results from prior acquisitions, we anticipate an initial annual savings for Saint Francis Care of approximately 1% of operating revenue, or \$8M. During the integration of Saint Francis Care into Trinity Health, savings opportunities will be identified and assessed in more detail.

b. Provide specific examples from hospitals owned by Trinity Health of actual significant savings realized within the first three years post acquisition. Utilize the expense categories of Financial Attachment I (herein referred to as “Financial Worksheet”). Discuss and quantify how these cost savings will benefit the Hospital;

Trinity Health’s most recent system-level merger with Catholic Health East leveraged the capabilities and expertise of both organizations. The resulting scope and scale has yielded more than \$244 million of synergies since the Catholic Health East/Trinity Health consolidation in May 2013, with more than \$115 million additional synergies planned through the fiscal year ended June 30, 2016. Actual and planned synergies are through initiatives such as renegotiating national vendor contracts, centralizing data center operations, combining our two insurance captives, reducing third party administrator fees, insourcing work related to compliance, internal audit and tax, and through growth and standardization initiatives.

Savings have also been realized in other Trinity Health transactions including acquisitions of local health systems and hospitals. For example:

- Chelsea Community Hospital, Chelsea, Michigan – Tangible benefits included:
 - Revenue growth of nearly 36% between FY 2010 and FY 2014 driven by improved mix associated with surgery volume growth, practice acquisitions, outpatient growth and payer contract improvements.
 - Best practice outcomes in patient satisfaction, employee engagement and physician satisfaction.
 - Significant site capital investments based on its Master Facility Plan (e.g. new tower including conversion to private acute beds, expanding surgery and increasing ancillary and support space to backfill areas) have occurred totaling approximately \$67M to improve environment of care and competitiveness.
 - Operating margin improved from 0.6% pre-merger to 5.5% in fiscal 2014
- Mercy Health, Chicago, Illinois - annual aggregate savings of \$3.7 million, including reduced capital purchasing costs and supply costs

- Hackley Health System, Muskegon, Michigan - annual aggregate savings of \$1 million, including from enhanced revenue management and reduced supply and vendor costs
 - Three hospitals owned by Catholic Health Initiatives (Mercy Medical Center, in Nampa, ID; Holy Rosary Medical Center, in Ontario, OR; and St. Elizabeth Health Services, in Baker City, OR) were combined with Trinity Health's Regional Medical Center in Boise, Idaho to create a new Regional Health Ministry, St. Alphonsus Regional Medical Center which resulted in:
 - Stabilizing financial performance across the region and specifically at Nampa campus with Operating Cash Flow Margin at 11.6%, up from 6.4% in FY 11.
 - Successfully implemented Cerner EMR system at all three campuses in FY 13.
 - Over \$225M in investments are planned for relocation of the Nampa campus, which was in need of significant improvements, to a new location that would capture a broader patient base (easier patient access) and enhance physician recruitment and satisfaction.
 - Loyola University Health System, Maywood, Illinois - In the first year of joining Trinity Health, Loyola improved its operational performance by \$44.5 million across support functions including insurance/risk management, organizational integrity, supply chain, treasury, information services and revenue cycle. Additionally, operating margin and operating cash flow margins have improved substantially over time from -1.4% and 4.0%, respectively, at the time of the transaction, to 2.9% and 8.4% in fiscal 2014.
- c. How the projections account for ongoing and projected changes in state and federal hospital funding. What post-closing plans for the new RHM have been made to account for the changes in both state and federal hospital funding? Indicate how the Hospital will contend with these funding changes if the proposal does not move forward;**

The financial projections assumed reductions in state reimbursement due to the hospital provider tax as well as reductions in federal reimbursement and reductions in federal spending related to programs such as meaningful use. As previously

discussed, the new RHM plans to reduce costs through operating synergies, which is anticipated to result in an annual operating improvement in the range of \$8 million. These operating improvements would allow Saint Francis Hospital and Medical Center to contend with the anticipated funding changes. Should the proposed merger with Trinity Health not transpire, Saint Francis Hospital and Medical Center would need to determine which services and programs it would need to reduce in order to reduce expenses to a level that would enable Saint Francis *Care* to achieve a positive operating margin.

26. Provide revised Financial Worksheets for both SFC and the Hospital (without its subsidiaries) that incorporates the impact of the anticipated operational savings and financial benefits. (Note: the actual results for the fiscal year reported in the first column must agree with the Applicant's audited financial statements and the projections must include the first three full fiscal years of the project). Explain all assumptions used in developing these projections and use the Financial Worksheets provided as an attachment to this letter.

Refer to **Exhibit 26**. As noted above, the new RHM plans to reduce costs through operating synergies, which is anticipated to result in an annual operating improvement in the range of \$8 million. These reductions are anticipated to be realized in the categories of professional and contracted services, supplies and other operating expenses. Saint Francis *Care* and Trinity Health anticipate achieving \$4.0 of these improvements in the first twelve months after closing. There were no other changes in assumptions. See **Exhibit 16** Financial Documents (pages 607-608) of the original Certificate of Need application for detailed assumptions.

27. In reference to the Financial Assumptions on pages 607-608, address the following:

- a. The Applicants stated that "In order to achieve SFC's strategic plan of improving population health, enhancing the patient care experience and controlling costs, the projected amounts include an expectation that Saint Francis Care will begin to assume risk contracts in FY 2016." Describe plans to use risk-based contracting and explain how this initiative is reflected in the Financial Worksheet;**

The financial projections model anticipates changes in reimbursement as a result of Saint Francis *Care* taking small increments of risk-based contracts with commercial payors. Currently, managed care payors are increasingly requesting providers to take on utilization risk. The proposed financial model assumes that Saint Francis *Care* will begin, on a relatively small scale, accepting downside

financial risk (via a capitated basis or other mechanisms) from commercially insured patients and Medicare Advantage plans. In the first 2-3 years, a mechanism to limit the amount of downside risk will be implemented and adjusted so that over time the amount of downside risk from commercial and Medicare contracts increases. The financial model utilizes information obtained from the attributed patient population tied to shared savings programs and models the impact of moving towards a capitated reimbursement model. Within the first year, 5-10% of the insured population that is attributed to Saint Francis Care's providers are anticipated to be risk. This increases to 50% or approximately 50,000 lives in fiscal year 2018. The model also anticipates a reduction in overall hospital inpatient utilization as Saint Francis Care invests in improvements in population health management.

- b. The Applicants state that there are no planned changes to the clinical services offered by Saint Francis Care or its subsidiaries as a result of this transaction. However, as part of its population health initiative, the parties may choose to make changes in the services offered by the new RHM to meet future community health care needs.**

- i. List the services offered by the new RHM that are anticipated to require changes and the parties involved in this decision.**

There are currently no services being offered by Saint Francis Care that are anticipated to require any changes as a result of the formation of the new RHM. The primary changes that are currently being contemplated are related primarily to building the infrastructure of the Physicians Hospital Organization (PHO). Among these changes are investments in care coordination and population management initiatives, including analytics and care management systems.

- ii. Specify the areas (e.g., departments, overhead functions, programs, etc.) affected by this action; and**

The PHO will be affected as it increases the amount of staffing to assist in care coordination and population management. In addition, each of the service lines will be impacted as they work across their service lines to determine clinical protocols for various states of disease and care management, depending on a patient's health risk.

- c. Explain why salary expenses are projected to have declining increases from FY 2016 through FY 2018 (3.3%, 3.0% and 2.5%, respectively), while the number of employees as well as inflation, are projected to increase.**

The total increase in salary expense includes both wage adjustments for current employees and additional full-time equivalents offset by the expected decreases described below. The financial projections for FY 2016-2018 include a 2.5% annual increase for both salary and benefit expenses in these years. In recent years, Saint Francis *Care* has provided across-the-board wage adjustments of approximately 2%. In two of the past three years, Saint Francis *Care* has not provided these wage adjustments due to ongoing reimbursement challenges. However, Saint Francis *Care* has made market adjustments to certain groups of employees in order to keep pace with the market. To remain competitive, Saint Francis *Care* believes these future adjustments to wages and benefits of 2.5% each year are necessary given its inability to provide them in more recent years. Furthermore, one of the contributing factors to the declining increase is due to the fact that, Saint Francis *Care* has incurred significant salary costs related to the initial phases of the implementation of EPIC, Saint Francis *Care's* electronic medical record system. Future costs associated with training and optimization of the information systems infrastructure is also expected to reduce overall increases in high-end salary costs.

- 28. Provide a description of the similarities/differences between the Hospital's and Trinity Health's policies and procedures for: charity care, uncompensated care, financial assistance and bed funds. If Trinity Health's policies and procedures are more favorable for the consumer, will the Hospital transition to these more favorable policies?**

Trinity Health and Saint Francis *Care* are both committed to charity care consistent with their respective charitable missions and core values.

Trinity Health Mission and Core Values:

Trinity Health's policies on financial assistance, charity care and charitable contributions are based on its mission and core values. Trinity Health's Mission Statement is as follows:

“We, Trinity Health, serve together in the spirit of the Gospel, as a compassionate and transforming healing presence within our communities.”

Similarly, Trinity Health operates consistent with five Core Values which are as follows:

“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.”

In support of Trinity Health’s mission and core values, Trinity Health's stewardship committee, pursuant to a delegation of authority from the Trinity Health Board of Directors, has adopted a financial assistance policy that is applicable system-wide. The policy requires that the board of each RHM adopt a policy comparable to that of Trinity Health that obligates the RHM to provide financial assistance in accordance with the requirements established by the Trinity Health Board. The Trinity Health policy applies to all RHMs that provide or bill for patient care.

Trinity Health has a consistent approach based on system-wide procedures and guidelines that addresses six requirements:

1. Qualifying Criteria for Financial Assistance
2. Assisting Patients Who May Qualify for Coverage
3. Effective Communications
4. Implementation of Accurate and Consistent Policies
5. Fair Billing and Collection Practices; and
6. Other Discounts

Comparison of Trinity Health Policies with Those of Saint Francis *Care*:

Trinity Health's policies, procedures and guidelines will expand and enhance the existing policies of Saint Francis *Care*. Trinity Health's qualifying criteria will increase the number of eligible patients based on the levels of income used by Trinity Health compared to Saint Francis *Care*'s policies. Trinity Health also uses a predictive model for presumptive support to make eligibility determinations. Trinity Health permits all patients to apply for

assistance, and includes consideration of family health care needs and obligations and assets and protects certain of the patients' assets. Trinity Health requires that its RHMs provide an extended period of time to complete the application process.

Emergency medical care services are required to be provided to all patients who present to the emergency department, without regard to the patient's ability to pay. Trinity Health RHMs provide financial support to medically indigent patients.

Two other Trinity Health system-wide requirements will expand communications and contacts with patients of Saint Francis *Care*. Trinity Health requires that its RHMs make affirmative efforts to help patients apply for public and private programs for which they might qualify. Also, Trinity Health RHMs send summaries of the financial assistance policies with patient invoices. Trinity Health also requires financial counseling to be available to all patients who desire assistance with health care bills for services from the RHM. Trinity Health hospitals comply with the requirements of Internal Revenue Code Section 501(r) applicable to tax exempt hospitals.

Trinity Health's implementation requirements mirror those of Saint Francis *Care*. Trinity Health requires its RHMs to respond promptly and courteously to patients' questions and to effectively communicate to the public about the availability of financial assistance via signs, postings on the internet, and distribution of information sheets and copies of the policy and application forms. Trinity Health requires that its RHMs' billing processes be clear, concise, correct and patient friendly. As part of Trinity Health, Saint Francis *Care* staff will have access to the system office and other RHMs for advice and assistance in implementing financial assistance opportunities for patients.

Trinity Health requires that staff members who work closely with patients be trained about financial assistance and treatment of all patients with dignity and respect regardless of their insurance status or their ability to pay for services. In this regard, the scope of the Trinity Health policy is broader than the current Saint Francis *Care* scope.

Trinity Health requires each RHM to implement fair, consistent and legally compliant billing and collection practices. Trinity Health assists its RHMs in defining and adopting practices and oversees implementation. Compliance with applicable law takes precedence over system-wide procedures in the event of a conflict. Income is defined in a consistent manner system-wide. Financial support is defined as support to patients for whom it would be a hardship to pay for the full cost of medically necessary services provided by a Trinity Health RHM to a patient who meets eligibility criteria for such assistance. All Trinity Health RHMs comply with IRC Section 501(r) in calculating amounts generally billed and defining the discount to be applied.

Trinity Health prohibits actions against a debtor's person, such as arrest warrants or "body attachments." Trinity Health requires RHMs to offer interest free and low interest loans to eligible patients. Trinity Health permits its RHMs to place only limited liens on patient assets with prior RHM leadership approval. Arrangements with collection agencies must be approved by the Trinity Health system office and are required to meet minimum criteria, including reservation to the RHM of the right to discontinue collection actions and written pre-approval by the RHM of the initiation of any legal action.

Charitable Contributions

Trinity Health has a number of policies and procedures similar to the Saint Francis *Care* charitable contribution policy. These policies will continue to ensure donors are recognized, family members are notified of tribute gifts and gifts are processed, applied and accounted for properly. Saint Francis *Care* will continue to comply with state law related to bed funding.

29. Provide a copy of Trinity Health's current policies and procedures for charity care, uncompensated care, financial assistance, and bed funds.

Refer to **Exhibit 27**.

30. Provide a copy of and describe any changes to any of the following policies and procedures as a result of this proposal:

- i. hospital collection policies (including charity care and bad debt);**
- ii. annual or periodic review and/or revision to the Hospital's pricing structure (chargemaster or pricemaster); and**
- iii. the annual or periodic market rate assessment of the hospital.**

Saint Francis Hospital and Medical Center collection policies were provided in **Exhibit 15** Attachment 2 (pages 517-522) of the original Certificate of Need application.

Saint Francis Hospital and Medical Center reviews its pricing structure and market rate assessment annually, and more frequently if warranted, to determine if adjustments to prices are necessary based on the actual costs incurred for the services provided, patient feedback, managed care contract changes and market adjustments. Furthermore, this review and assessment is critical to ensure Saint Francis *Care* is able to negotiate adequate reimbursement from third party payors. We do not anticipate any changes to this process after the implementation of this proposal.

31. Describe any plans to work with other community providers, such as community health centers etc., to provide care to patients or offer low cost programs tailored to the uninsured or underinsured.

Beginning in 2011, Saint Francis *Care* brought together a multidisciplinary group of primary care physicians, emergency medicine physicians, care managers and community organizations to address issues associated with excessive utilization of emergency services. The goal of this effort was to better coordinate the care of these patients and develop a process to engage community resources to fund primary care practices for these patients. After creating a registry of emergency services visits, Saint Francis *Care* was able to work with a local non-profit community agency – Community Solutions (see letter of support from this organization in **Exhibit 28**) to deploy a community-based care coordinator to help manage 40 of the highest utilizers of emergency services. This is a high quality, lower cost approach to delivering primary care services to a population with many chronic illnesses.

Saint Francis *Care* has also partnered with another non-profit community organization, Wheeler Clinic (see letter of support in **Exhibit 28**), to focus on the primary care needs of patients with severe mental illness and/or significant substance abuse. These patients traditionally do not establish relationships with primary care providers but keep appointments with their behavioral health providers. Consequently, Saint Francis *Care* partnered with Wheeler Clinic to establish a primary care practice in Wheeler Clinic's Hartford Wellness Center to provide primary care. This approach reduces inappropriate emergency department utilization and promotes wellness, prevention and screening in a population that does not usually seek these services. It also gives this population access to a regular primary care provider.

In the Fall of 2014, Saint Francis *Care* received a grant from the Hartford Foundation for Public Giving to create a position for a surgical engagement specialist. Review of the care process for Medicaid and uninsured patients in need of elective surgery showed significant obstacles and inefficiencies that could be attributed to social determinants of health care. By creating this position, Saint Francis *Care* is providing an added layer of culturally competent care to patients most in need. Through this program-more timely access to surgical services, improved transitions back to the community after surgery, and improved outcomes will be enhanced by ensuring that patients understand their treatment plans, ensuring that critical medications are obtained, and ensuring that post-operative care is obtained. By doing this, the hope is to improve the patients' care and outcomes and lower the cost of care.

Saint Francis *Care* also has longstanding relationships with CHR (Community Health Resources), New Directions and ADRC (Alcohol Drug and Recovery Center) to help

streamline the delivery of behavioral health services to patients with severe mental illness and/or substance use disorders.

Saint Francis' Center for Health Equity has taken a leadership role in developing community touch points to assist in the provision of social needs, such as poverty alleviation, behavioral health services, transportation services, nutrition services, and emergency housing. These resources are utilized by all clinical areas but, most significantly, by -clinics that serve underinsured and uninsured patients.

Saint Francis *Care* has a contract with The Malta House of Care to provide oversight and medical director services for its mobile health care van. The Malta House of Care is a non-profit, community based organization dedicated to the care of uninsured patients.

The Welcoming Committee is a sub-committee of the Asylum Hill Neighborhood Association (www.asylumhill.org) (see letter of support from this organization in **Exhibit 28**) and has been meeting monthly at the Curtis D. Robinson Center for Health Equity at Saint Francis *Care* for the past year. Please refer to **Exhibit 28** for other community letters of support. This group is made up of members from both the immigrant and receiving communities, and focuses on supporting new immigrants integration into the neighborhood, as well as assisting them navigate the services needed to make Hartford their new home. The space is offered free to community groups, and provides easy access to parking and is located on the bus line, which enhances the ability of group members to attend regularly, thereby improving group cohesiveness.

Saint Francis *Care* has been a participant in the Connecticut Community Care, Inc. (CCCI) Compass2Care program to improve care transitions at time of hospital discharge. This pilot program, aimed at the most vulnerable patients (those dually eligible for Medicare and Medicaid) proved that with a modest investment in a care coordination program, re-admissions can be reduced for these vulnerable patients.

In the past, Saint Francis *Care* has collaborated and partnered with the three Federally Qualified Health Centers in and around Hartford to support their patient care programs, as well as to provide subspecialty and hospital-based services to their patient populations. While ongoing funding cuts to acute care hospitals have strained budgets, Saint Francis *Care* remains committed to the vulnerable populations in Hartford and throughout its primary and secondary service area.

The ability of all of these programs to improve patient care will be enhanced through a relationship with Trinity Health. Many of these programs are scalable, which will help the Saint Francis *Care* system achieve the Triple Aim objectives of better health, better patient

experience and lower cost. The ability to scale, or grow, these programs and to develop new programs has been adversely affected over the last three years by federal sequestration, the Governor's hospital tax in Connecticut and the reduction in state Medicaid reimbursement. Partnering with Trinity Health offers the ability to lower overall cost structure and improve revenue that could be re-invested in Saint Francis *Care's* mission, including the provision of care for the uninsured and underinsured.

32. Although the Johnson Memorial Hospital and Medical Center ("JMHC") transaction is not part of this specific proposal, it is referenced on page 41 of the CON application. In addition, SFC currently has in place a Master Affiliation Agreement ("MAA"), a Clinical Affiliation Agreement (CAA) and a business Process Outsourcing Agreement (BPOA) with JMHC. Please provide the following regarding the potential JMHC transaction:

a. The impact of this proposal on the MAA, CAA and BPOA with JMHC;

This proposal would not have any impact on the current agreements between Saint Francis *Care* and Johnson Memorial Hospital ("JMHC").

b. The current status and a timeline for the potential JMHC acquisition;

The bankruptcy court is in the process of reviewing and ruling on the sale motion filed by JMHC. Upon approval, it is anticipated that a sale hearing will occur on or about April 27, 2015. Saint Francis *Care* anticipates filing the certificate of need for this transaction by May 15, 2015. If approved, the actual acquisition of JMHC by Saint Francis *Care* would occur after appropriate regulatory approvals are obtained.

c. Has the projected financial impact of the JMHC transaction on this proposal been taken into account by SFC or Trinity Health? Please indicate if the financial impact of the JMHC acquisition has been accounted for in the financial projections and footnote any related dollar amounts included in the revenue/expense categories; and

The financial analysis provided did not take into consideration the financial impact of the JMHC transaction as separate regulatory approval is required. The estimated total cost associated with the acquisition of JMHC is \$32,900,000. This amount represents approximately \$5,600,000 to be paid by Saint Francis *Care* at closing and the assumption of approximately \$27,300,000 of restructured JMHC debt and liabilities. As noted above, the timing of this transaction is contingent upon regulatory approvals.

- d. What portion of the Trinity Health \$275 million capital commitment will be used towards the JMHC transaction? Please detail how these monies would be used.**

There is no plan to use any of the \$275 million capital commitment supported by Trinity Health for the JMHC transaction.

33. How does the potential acquisition/strategic affiliation with JMHC relate to the proposal and the overall strategic plan for the new Regional Health Ministry?

The development of integrated networks through alliances and acquisitions has become commonplace in the healthcare industry. The article "Hospital Consolidation: 'Safety in Numbers' Strategy Prevails in Preparation for a Value-Based Marketplace" by the American College of Health Care Executives in October 2014 states, "at the end of the last wave of consolidation, by 2000, the overall percentage of hospitals in systems had increased from 38% to 52%. And since the Great Recession of 2008, and passage of the ACA, nearly 400 hospitals (10% of U.S. community hospitals) had joined multihospital systems and the percentage of hospitals in systems had increased to 62% by the end of 2013.

As indicated in the original CON application on pages 11, 12, 15 and 17, Saint Francis *Care* will become the lead organization in a Regional Health Ministry that includes facilities and services operated in affiliation with Trinity Health located in the Springfield, Massachusetts area.

Mercy Medical Center in Springfield is less than 25 minutes away from JMHC by car. Patients from this region of Connecticut and Massachusetts already travel back and forth across the border for services. The proximity of the three organizations (Saint Francis *Care*, JMHC and Mercy Medical Center) will allow mutual service support for some specific specialties as well as many advantages to localized population management as the health system moves toward more value-based and population-based delivery and payment systems.

The addition of JMHC to Saint Francis *Care* would also:

- Preserve JMHC's viability and the access of its patient populations to needed healthcare services closer to home;
- Provide better use of limited health manpower resources through combination of the treatment of specific patient populations (*e.g.* cancer infusion, ambulatory surgery, physical therapy and primary care) between the two organizations;

- Achieve debt reduction at JMH which will lower the cost of operations for the health system as a whole; and
- Add ambulatory surgery, cancer treatment, rehabilitation, wound care and a variety of ancillary service locations to the Saint Francis *Care* system.

As a first step in achieving these benefits, Saint Francis *Care* and JMH have developed a series of clinical service and business process agreements across certain clinical service lines and business platforms. These agreements allow Saint Francis *Care* to provide business, administrative and other support platform services to JMH. These agreements focus on JMH's ability to deliver on different aspects of the Triple Aim objectives. The list of agreements is included in **Exhibit 29**. Some of the major benefits from these agreements include:

- Access to Saint Francis *Care*'s purchased service contracts and supply chain staff;
- Provision of laundry services through the Total Laundry Collaborative;
- Consultative support from facilities engineering, biomedical engineering; information technology, and supply chain staff; and
- Related reduction of JMH's costs.

EXHIBIT 17

Healthcare Transformation Task Force Members

March 19, 2015

Providers Members

Advocate Health Care

Aledade

Ascension

Atrius Health

Dartmouth-Hitchcock Health

Dignity Health

Evolent Health

Heritage Provider Network

Optium

OSF Healthcare

Partners Healthcare

Premier

Providence Health & Services

SLL Health

SSM Health

Trinity Health

Tuscan Medical Center

Payers Members

Aetna

Blue of California

HCSC Health Care Service Corporation

Blue Cross Blue Shield Massachusetts

Purchasers Members

Caesars Entertainment

PBGH Pacific Business Group in Health

Patients and Families Members

National Partnership for Women and Families

Partners Members

The Dartmouth Institute

Mark McClellan, Brookings Institute

Patientping

remedy partners

Source: Healthcare Transformation Task Force website 3/19/15 www.hcttf.org

EXHIBIT 18



Bridging the Divide

2014 COMMUNITY BENEFIT REPORT



Contents:

- Welcome 4
- Bridging the Divide 5
- Improving Communication 6
- Removing Barriers to Healthcare 8
- Providing Coordinated Care 10
- Targeting Social Determinants of Health 12
- Community Benefit - Activity at a Glance 14
- Community Benefit - Services 16
- Bridge. Navigate. Support. 18



Sir Isaac Newton once wrote, “We build too many walls and not enough bridges.”



Today, more than ever, we need bridges between the voices of families in our communities and healthcare providers who seek to focus resources where they are needed most. With the great diversity of our region, we have an opportunity to improve the health of all the communities we serve, including the most vulnerable, by providing culturally appropriate, community-informed, prevention-smart resources that harness the most visionary approaches in healthcare today. Our destiny must be your *bestcare*.

Our mission will help us build bridges that ensure your health and wellness is easier to maintain by providing better access, less complicated services, mindful of eliminating the barriers to quality care and outcomes.

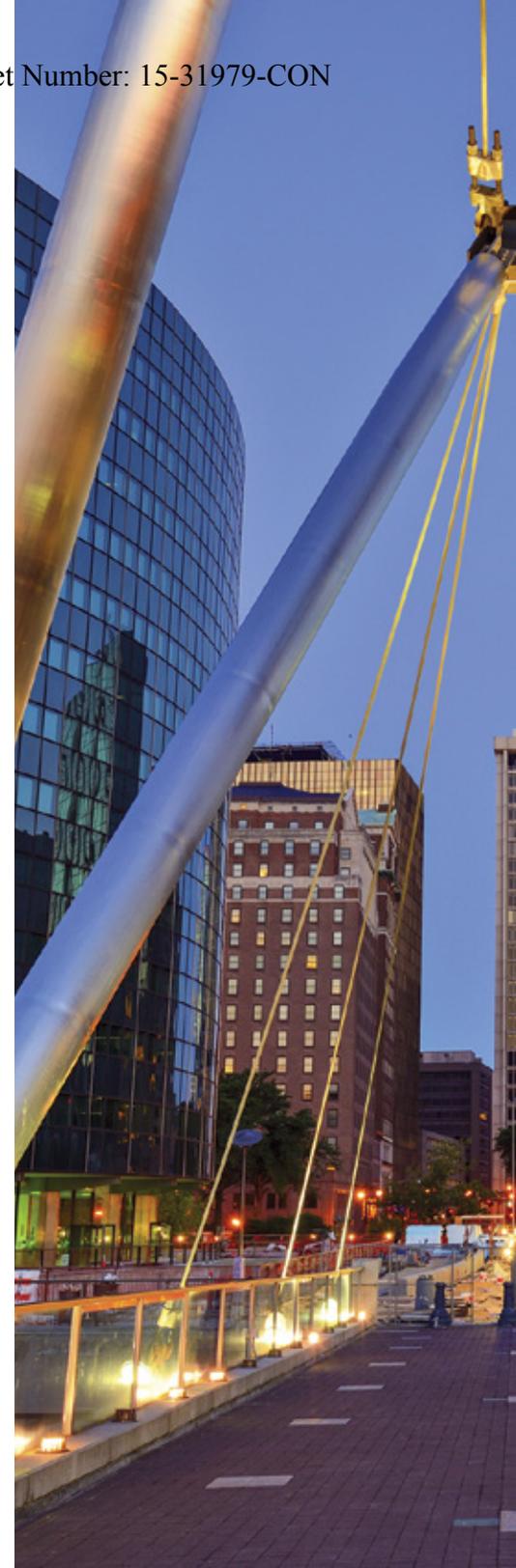
In the stories that follow, you will see moving examples of how our mission to give back to our community is making a difference. In 2014, over \$78,102,500 was targeted to community needs. That amounts to \$213,979 each day. Every dollar must pass the mission test to benefit the communities we serve, especially those in most need.

Ask Deborah, whose destination in life crossed a bridge that introduced easier access to care, more meaningful relationships that assisted all aspects of life that made a difference in her outlook. Or Rev. David Massey, who engaged providers at Saint Francis as family...honestly shaping the way care needed to happen for him. Talk with members of the Bhutan Community who see Saint Francis as a neighborhood partner helping them transition to a new home.

After 118 years, Saint Francis' mission is well positioned to build bridges to more personal health and wellness for you, as well. Where relationships matter most. We value our relationship with you and your family, and welcome your insights! More than ever, we are honored to be a trusted provider of healthcare to benefit our communities!

Christopher M. Dadlez, FACHE
President and Chief Executive Officer

Marcus M. McKinney, D. Min., LPC
Vice President, Community Health Equity and Health Policy



Bridging the Divide

The role of community in healthcare is changing – never before has the healthcare system focused so much attention on the needs of patients and the idea that relationships with the people in the community can lead to a better system for providing the care and support needed for optimal health.

Community Benefit is emblematic of that change – from its start as a simple plan for collecting and reporting data about community-based hospital activities, to the development of a required annual reporting to the IRS and periodic Community Health Needs Assessment and the subsequent Strategic Implementation Plan designed to address those needs. Community Benefit at Saint Francis has evolved to target resources where they are needed most and to bridge the divide between the system of healthcare delivery and the current needs of community members who choose Saint Francis as their healthcare provider.

The Saint Francis Strategic Implementation Plan for Community Benefit identifies four priority areas of work based on the findings of the Community Health Needs Assessment completed in 2012. (See call-out box.) These priorities highlight issues that have a significant impact on health outcomes for patients both within the healthcare system and in the community. This report will identify those priorities and then provide examples of patients who have benefited from our commitment to providing services that target community priorities and improve health outcomes. These stories are important, not only for those in need of care, but also for us all. As a community of people who participate together in a healthcare system, we need to understand how that system can help each of us when we need it most. By highlighting a few examples we hope to share our priorities, demonstrate the value of bridging the divide between the community and the healthcare system, and engage the community in this important discussion.

Strategic Priorities for Community Benefit:

Improve Communication

Example: Work with a new immigrant group results in better understanding.

Remove Barriers to Healthcare

Example: Collaboration with community agency improves health outcomes for a patient.

Provide Coordinated Care

Example: A patient with complex health issues gets the services needed to return to health.

Target Social Determinants of Health

Example: Financial counselors help patients enroll in needed health insurance.



Improving Communication

The Welcoming Committee meets with new immigrants to offer assistance. [Clockwise, Front to Back] Jennifer Cassidy, Nancy Caddigan, Dr. Janet Bauer, Mary Stuart, Lar Pwe Paw, Reena Shrestha, and Alok Bhatt.

The Welcoming Committee is a sub-committee of the Asylum Hill Neighborhood Association (www.asylumhill.org) and has been meeting monthly at the Curtis D. Robinson Center for Health Equity at Saint Francis for the past year. This group is made up of members from both the immigrant and receiving communities, and focuses on supporting new immigrants to integrate into the neighborhood as well as navigate the services they need to make Hartford their new home. The space is offered free to community groups, and provides easy access to parking and is located right on the bus line which enhances the ability of group members to attend regularly, thereby improving group cohesiveness.



Members hail from countries that include Togo, Cameroon, Bhutan, Burma, Peru, the Ivory Coast, Ghana and Nepal. Many are learning English and establishing themselves and their families by connecting with fellow residents, neighborhood agencies and institutions offering them a range of services and targeted assistance. The support of the Center facilitates such connections to multiple resources and serves as a bridge between group members and the services that exist in the community. This past year staff from the Urban League, located in the same building, gave workshops on “Buying Your First Home” and “Finding Employment,” topics that group members had asked to learn more about.

The relationship with the *Welcoming Committee* works both ways in that the members sometimes serve as a resource for Saint Francis. One example of this is when a hospital chaplain was working with a patient whose family member was dying; she was not aware of the cultural and religious customs of this family and was trying to find a religious leader from within that community who could assist the family through this difficult time. By contacting a member of the *Welcoming Committee*, an appropriate religious leader was found and the family found some solace during this difficult time. In another case, a social worker from the *Saint Francis Children’s Advocacy Center* had concerns about communicating appropriately to the family member of a child who was sexually abused. Again, the *Welcoming Committee* served as a resource for finding the information needed to help the staff member communicate this sensitive information to the family in a culturally appropriate manner.



Reena Shrestha, who recently relocated to Hartford, meets with the *Welcoming Committee* to learn about access and resources. 666



Removing Barriers to Healthcare



Management of a chronic illness can be a difficult task, but it is even more challenging when faced with limited resources and insufficient health insurance coverage. Saint Francis has partnered with a national organization called *Community Solutions*, which is engaged locally in community development designed to improve the quality of life for the residents in the North End of Hartford. One focus of this partnership has been to help residents find the services they need to manage chronic illness rather than using the high-cost services of the Emergency Room for their healthcare. In the first nine months of a pilot project, participants experienced a 57 percent decrease in their Emergency Room use. A social worker from *Community Solutions*, Nadia Lugo, says her client Deborah Knowles' story shows how the new approach works.

Heather Applewhite, MD, a first year Family Medicine resident, consults with Deborah about her medical history.



Evelyn Pianko, MA, checks Deborah's vitals prior to her medical appointment.

Deborah is a North End resident by way of South Carolina. She lives in a very clean and homey apartment, and she has an amazing smile – that becomes even more amazing when you learn she is living with chronic back pain, cirrhosis of the liver, diabetes, and hypertension. It’s clear when you sit in her kitchen that she loves to cook. She has a large bag of onions and potatoes on the shelf in the corner along with big bags of both rice and beans. She even has a set of measuring cups adorning the walls.

“When I was a kid we moved to South Carolina and we didn’t have any furniture in our new house. My mom said she could buy the furniture if we all agreed to eat beans for a full month. So we did – and we got that furniture. And you know – I still love to cook beans.”

When she met Nadia, Deborah was using the Emergency Room to deal with her health issues. She did not have transportation, and because of acute back pain, she was unable to walk to the bus stop. Sometimes her medical cabs did not show up, so she would call the ambulance to get to the Emergency Room and receive the treatment she needed. This use of the Emergency Room was logical, but it was also expensive and time-consuming for Deborah. Nadia helped her develop a better strategy for managing her chronic conditions.



Social Worker Nadia Lugo and Deborah leave the Family Medicine Center at Asylum Hill.

Since she met Nadia, Deborah has seen her quality of life, and her health, improve significantly. She now has a plan set up with her landlord to address back rent, and a walker and stability bars to get around her apartment more easily. Her prescriptions are now delivered to her home, and she has gained control of her diabetes thanks to a primary care doctor and a visiting nurse, who helps with her insulin shots. Deborah no longer spends the day in bed depressed and in chronic pain. Instead, she says she wants to get outside more and visit her friends and family. She is even considering attending the Valentine’s Day Dance at the Elks Club.

Community-based care coordination has helped Deborah spend less time in the hospital and more time doing what she loves. She is forever grateful to Nadia for helping her get her life back.

Providing Coordinated Care

Pastor David Massey has seen a lot of Saint Francis in the past few years. First he was diagnosed with heart disease, concurrently he had diabetes and then, just as soon as he recovered his health, he found a lump on the side of his neck. It proved to be nasal pharynx cancer and became the most difficult of his health issues to address. For almost a year he received radiation and chemotherapy treatment at the *Saint Francis/Mount Sinai Regional Cancer Center*. It was a long and difficult journey that included many healthcare providers.



Reverend David Massey in the sanctuary of Hopewell Baptist Church.

“I’ve been at Saint Francis a lot lately,
it feels like family to me
and one person can make a big difference.”

Health issues have changed Reverend Massey in many ways. The first thing you notice is that his weight has dropped from over 200 lbs. to a slim 170 – a weight that he describes as “looking good on me.” He also says he has a lot more knowledge about how to be an advocate for himself and he actively participates in healthcare decisions. For example, when he saw that his blood sugars were normal after having lost all that weight he suggested that he stop the medicine to see if his blood sugar was now stable, and he was right. Before this journey he was not so good at that. But now he says, “I’m healthy in my mind, and I play a role in my healing and my care.”

Pastor Massey is a thoughtful, articulate person – and he describes himself as “particular.” So when he was not getting what he needed from Saint Francis staff he asked to talk with a supervisor and things improved; when he felt that he could benefit from taking the Diabetes Class a second time he asked to be enrolled in the next class; and when he found the music in the chemotherapy suite not to his liking, the staff found something more appropriate. Patients appreciate it when they are recognized as individuals and healthcare providers work to coordinate the care they need. Acknowledgement from a healthcare provider of the struggle to stay positive when you are sick can go a long way. The small things can make all the difference in healing. Reverend Massey said it best when he said, “I’ve been at Saint Francis a lot lately, it feels like family to me and one person can make a big difference.” Imagine the difference Pastor Massey can make when he speaks to his congregation of over 1,700 people about his insights on health and the coordination of healthcare services he received from Saint Francis.



[Top] Joerg Rathmann, MD and Michele Bender, RN, BSN, OCN, consult with Reverend Massey, during a follow-up appointment in the Saint Francis/Mount Sinai Regional Cancer Center.

[Bottom] Lillie Tierney, MS, RD, CDE, reviews portion size with Reverend Massey in the Diabetes Care Center.

Targeting Social Determinants of Health

Issues on the margins of healthcare, but in the center of people’s lives can have a huge impact on health outcomes. How much money someone makes, the neighborhood they live in, their level of education, the type of work they do, housing, food security, exposure to violence, experience of trauma – all of these issues are referred to as the “social determinants of health” and must be addressed to maintain good health.

At Saint Francis, five full-time Financial Counselors help patients and community members enroll in health insurance – either Medicare; Medicaid, or insurance on the Health Exchange. Patients are also screened to determine if they qualify for resources available for a specific illness or an expensive drug. Finally, Charity Care, or “financial relief,” is offered through this office to those who cannot get health insurance. The staff is a diverse group of committed professionals – 4 out of 5 are bilingual; they work at the Gengras and Burgdorf Clinics; in the Emergency Room; and on the Hospital floors. They provide help when it is needed most.



Maritza Arnold, a Financial Counselor at Burgdorf Clinic, screens a new patient. 671

Here is what they had to say about their work:

Tell me about a typical day in the life of a Financial Counselor.

“Our work mostly includes talking with people to find out their needs and then matching them up with the programs that can help.”

Can you tell me more about those programs?

“We provide information about health insurance that is on the exchange (Access Health CT) and information about Medicaid and Husky, and then we also work with people to see if they qualify for “financial relief,” sometimes called Charity Care, and finally we help with payment plans.”

When you say payment plans, what do you mean?

“This is when someone has a bill and they cannot pay it all off but they can come up with a plan to pay it off slowly until it is fully paid.”

Where do you get referrals?

“All over, the Emergency Room, the ‘daily report’ which includes all the in-house self pay patients, from case management and now we also get referrals from the State 211 Helpline. The financial counselors at Saint Francis are qualified to help people find health insurance on the State Health Exchange. So that means we might be helping a person with private insurance or state coverage and it also means they might not come to Saint Francis for their healthcare.”

You mean you are signing up people who just come into the hospital to find health insurance?

“Yes, now that we are trained to do this work when people call the 211 Helpline they might refer them to us for assistance with their application. Right now is the “Open Enrollment” period so it’s pretty busy with people who are trying to find insurance on the exchange.”

Tell me a little more about how you do your screening?

“We have to learn about what their needs are so we ask if they are citizens, if they have insurance or not, if they are fully insured or if they need more insurance. We need to know about their income, who they live with, where they work, it’s a lot of information that we ask for, so by the end we have a clear picture of what is going on.”

Do you have examples of patients that you have helped?

“I helped a family with 6 people; 4 were undocumented and the 2 youngest children were born here, so they were U.S. citizens. They were afraid to ask for help because they thought that only 2 of the kids would qualify for assistance and in filling out that paperwork the others would get found out. So they didn’t fill it out for a long time. But I talked to them and explained the others would qualify for help from the hospital and in the end everyone got the healthcare they needed.”

“I had a family where the mother was very sick, but she didn’t have the money to pay for the premium for her health insurance. The mother did not speak English very well so her daughter helped with communicating and with filling out the paperwork needed to get coverage. The daughter was pregnant and very worried about her mother who needed surgery quickly. So we expedited the approval process and the mother got her surgery. Then after the daughter had her baby we counseled her to tell the insurance company about this change; as a result the premium she was paying decreased significantly. She was so happy when she got this news she came in to the office to tell the news.”

What do you want others to know about the work that you do?

“Well it’s very rewarding, you know. We see people at their worst and then with our help they get better.”

“Sometimes because of our help, they are alive. I once worked with a woman who needed a heart transplant. She had 3 children and was very sick. But we helped her and now she is doing really well.”

“We have to develop trust before we can help – sometimes people are too proud to ask for assistance, but we approach it by making a connection and then telling them the information they need to know.”

“People have lots of wrong information so it’s nice to be able to tell them what we have to offer.”

“Also, sometimes we are actually saving the Hospital money. One time I had a patient who was very sick with diabetes and he was coming into the Emergency Room and ending up in the ICU. He was not here legally so he didn’t qualify for Medicaid or other insurance. But we finally convinced him to share the documents we needed and were able to get him on financial relief. Then he started taking control of his diabetes and he would come into the clinic instead of going to the Emergency Room.”

Community Benefit – Activity at a Glance

During 2014, Saint Francis provided community benefit services to 147,675 individuals who received financial assistance for their medical care and support through our Community Benefit programs.

Charity Care
\$5,967,252

Free or discounted health services provided to persons who cannot afford to pay and who meet the organization’s financial assistance policy criteria are categorized as Charity Care. This year’s report highlights the work of the Financial Counselors who administer Charity Care, sometimes referred to as financial relief. Charity Care is reported in terms of costs, not charges.

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Community Benefit Services
\$30,235,625

Services provided to meet community needs as identified in the Community Health Needs Assessment are referred to as Community Benefit Services. Included here are clinical patient care services provided despite a negative margin, public health programs, community outreach and education, and partnerships with local community agencies.

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Government-sponsored Healthcare
\$41,899,623

Government-sponsored Healthcare community benefits include unpaid costs of public programs for low-income persons. These include the shortfall created when payments are less than the cost-of-caring for program beneficiaries.

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Total Community Benefit
\$78,102,500





Community Benefit – Services

What are the numbers?
Community Benefit is categorized into three broad areas which include: Charity Care, Government-Sponsored Healthcare, and Community Benefit Services. The following list outlines, in more detail, the Community Benefit Services portion, which this past year totaled \$30,235,625.

A. Community Health Improvement Services

\$2,035,780

These activities are carried out to improve community health and are usually subsidized by the healthcare organization. There are four groupings within this category: Community Health Education, Community-Based Clinical Services, Healthcare Support Services and Other Community Health Improvement Services. The following is a sample of programs and activities in each of these categories.

Community Health Education

- Adaptive Rowing Program
- Breast and Cervical Cancer Education and Outreach
- Breastfeeding Support
- Child Abuse Prevention Education and Outreach
- Cancer Support Groups
- Childbirth Education Classes
- Colorectal Screening and Education Program
- Center for Diabetes & Metabolic Care Program Education and Outreach

- Curtis D. Robinson Center for Health Equity Programs:
 - Community Engagement Activities
 - Language Services Education
 - Men’s Health Education
 - Navigation Services
 - Pastoral Counseling Training Program
- Golfers in Motion
- Health Promotion Activities
- Healthy Start and Parenting Programs
- Integrative Health Services
- Medical Legal Partnership Program
- Violence and Injury Prevention Program
- Women’s Heart Program Outreach
- Services for Children and Families Impacted by Child Abuse
- Support for Malta Van Healthcare Support Services
- Cardiac Rehab and Wellness
- Care Management Support Services
- Diabetes Support Services
- Multidisciplinary Case Management Team for Child Abuse
- Nurturing Families Network Case Management Services
- Procurement of Pharmaceuticals for Indigent Clients

Other Health Improvement Services

- Caregiver Support Services
- Health Equity Fellowship
- Literacy Support Programs
- Transportation Support
- Language Support Services
- The Auxiliary Repetitions Thrift Store
- Joan C. Dauber Food Bank
- Keep-the-Power-On Utility Clinic

Community-Based Clinical Services

- Preventive Health Screenings:
 - Cardiovascular Risk Assessment
 - Child Seat Safety Screening
 - Diabetes Screening
 - Mammograms
 - Prostate Cancer

B. Health Professions Education

\$24,803,442

This category includes the unpaid costs of undergraduate training, internships, clerkships, residencies, nurse training, residency education, and continuing medical education (CME) offered to physicians outside of the medical staff.

- Connecticut Institute for Primary Care Innovation (CIPCI)
- Dental Assistant and Dental Hygienist Training
- Dietitian Training
- Medical Student Education
- Nurses and Nursing Student Education
- OB/GYN Residency Training
- Other Health Professional Education
- Pharm-D Training Site

C. Subsidized Health Services

\$2,382,497

This category includes health services and clinical programs that are provided despite a financial loss. These services are provided because they meet an identified community need that is not being fulfilled by the government or another not-for-profit organization.

- Uncompensated Care – Dental Clinic
- Uncompensated Care – Family Medicine

D. Research

\$230,090

This category includes clinical and community health research that is shared with the public and funded by the government or a tax-exempt entity (including the organization itself).

- Community Research Grants
- Federal Research Grants
- State and Local Research Grants
- Trainee Research Grants

E. Financial and In-kind Donations

\$237,064

This category includes funds and in-kind services donated to individuals not affiliated with the organization, or to community groups and other not-for-profit organizations. In-kind services include hours contributed by staff to the community while on work time; overhead expenses of space donated to not-for-profit community groups; and the donation of food, equipment, and supplies.

- Donations to Charitable Organizations
- In-kind Use of Facilities
- Medical Mission Support
- Support for Local Community Organizations

F. Community-building Activities

\$238,668

This category includes programs that address underlying social problems, such as poverty, homelessness, and environmental issues. These activities support community assets by offering the expertise and resources of the healthcare organization.

- CREC Magnet School Partnership
- Disaster Planning
- Board Memberships
- Neighborhood Associations

G. Community-Benefit Operations

\$308,084

This category includes the costs associated with staffing the community health department and costs associated with community benefit planning and operations.



The Curtis D. Robinson Center for Health Equity is located at 140 Woodland Street at the Urban League of Greater Hartford building.



Staff include: [Back Row, L-R] Mary Stuart, Sara Grant, Dr. Luis Diez-Morales, Michelle Safo-Agyeman, Dr. Marcus McKinney, Adriana Medina and Lawrence Young. [Front Row, L-R] Nkemdilim Chi Anako, Rebecca Santiago and Dr. Shirle Moore Childs

Bridge. Navigate. Support.

The mission of the *Curtis D. Robinson Center for Health Equity* is to develop, deliver, and support innovative health equity solutions with and for the communities served by Saint Francis Care to improve overall health outcomes.

Founded in 2012 after the Saint Francis Care Board of Directors passed a resolution to focus on specific Health Equity priorities, the Center is staffed with a multicultural team committed to a collaborative approach to achieving optimal health through community engagement, education, health advocacy and research.

Staff at the Center for Health Equity focus on accomplishing the Strategic Priorities outlined in this report by:

- Bridging the divide between healthcare providers and patients.
- Supporting the community in addressing health disparities.
- Navigating the healthcare system to find solutions.

We welcome you to join us in this work!



Our Mission

We are committed to health and healing through excellence, compassionate care and reverence for the spirituality of each person.

Our Core Values

Respect

We honor the worth and dignity of those we serve and with whom we work.

Integrity

We are faithful, trustworthy and just.

Service

We reach out to the community, especially those most in need.

Leadership

We encourage initiative, creativity, learning and research.

Stewardship

We care for and strengthen resources entrusted to us.

Saint Francis Care is a healthcare ministry of the Catholic Archdiocese of Hartford.



114 Woodland Street
Hartford, Connecticut 06105



Saint Francis Hospital and Medical Center:

General Information | 860-714-4000

Key Community Benefit Contacts:

Marcus M. McKinney, D.Min., LPC | 860-714-4183

Vice President, Community Health Equity and Health Policy

Mary Stuart, MPH | 860-714-4095

Senior Program Specialist, Curtis D. Robinson Center for Health Equity

EXHIBIT 19

FY 2014 HOSPITAL STATEMENT OF OPERATIONS AND MARGIN DATA

	FY 2014 NET PATIENT REVENUE	FY 2014 OTHER OPERATING REVENUE	FY 2014 REVENUE FROM OPERATIONS	FY 2014 NET OPERATING EXPENSES	FY 2014 GAIN/LOSS FROM OPERATIONS	FY 2014 NON-OPERATING REVENUE	FY 2014 REVENUE OVER/(UNDER) EXPENSES	FY 2014 OPERATING MARGIN	FY 2014 NON-OPERATING MARGIN	FY 2014 TOTAL MARGIN
								Gain/(Loss) from Oper / (Revenue from Operations+Non Operating Rev)	Non Oper Revenue / (Revenue from Operations+Non Operating Rev)	Revenue Over/Under Exp / (Revenue from Operations+Non Operating Rev)
ASCENSION HEALTH										
SAINT VINCENT'S	\$401,065,000	\$20,648,000	\$421,713,000	\$398,392,000	\$23,321,000	\$21,661,000	\$44,982,000	5.26%	4.89%	10.15%
EASTERN CT HEALTH NETWORK										
MANCHESTER	\$172,204,267	\$17,340,796	\$189,545,063	\$185,309,559	\$4,235,504	(\$1,743,322)	\$2,492,182	2.26%	-0.93%	1.33%
ROCKVILLE	\$68,528,682	\$6,391,666	\$74,920,348	\$72,159,655	\$2,760,693	(\$378,564)	\$2,382,129	3.70%	-0.51%	3.20%
HARTFORD HEALTHCARE CORPORATION										
BACKUS	\$293,617,939	\$7,047,673	\$300,665,612	\$251,305,851	\$49,359,761	\$8,343,954	\$57,703,715	15.97%	2.70%	18.67%
HARTFORD	\$976,155,739	\$82,924,357	\$1,059,080,096	\$1,022,794,910	\$36,285,186	\$16,343,412	\$52,628,598	3.37%	1.52%	4.89%
HOSP OF CENTRAL CT	\$361,711,967	\$12,375,913	\$374,087,880	\$359,304,084	\$14,783,796	\$9,562,104	\$24,345,900	3.85%	2.49%	6.35%
MIDSTATE	\$219,132,186	\$8,597,041	\$227,729,227	\$208,792,651	\$18,936,576	\$3,147,295	\$22,083,871	8.20%	1.36%	9.57%
WINDHAM	\$77,506,994	\$5,491,687	\$82,998,681	\$86,792,851	(\$3,794,170)	(\$739,009)	(\$4,533,179)	-4.61%	-0.90%	-5.51%
REGIONAL HEALTHCARE ASSOCIATES										
SHARON	\$50,085,912	\$1,092,483	\$51,178,395	\$48,236,049	\$2,942,346	\$0	\$2,942,346	5.75%	0.00%	5.75%
WESTERN CT HEALTH NETWORK										
DANBURY	\$504,492,756	\$15,495,383	\$519,988,139	\$500,347,709	\$19,640,430	\$31,445,240	\$51,085,670	3.56%	5.70%	9.26%
NEW MILFORD	\$61,806,759	\$1,006,794	\$62,813,553	\$64,825,911	(\$2,012,358)	(\$6,796)	(\$2,019,154)	-3.20%	-0.01%	-3.21%
NORWALK ¹	\$323,056,547	\$15,796,662	\$338,853,209	\$310,098,983	\$28,754,226	\$8,793,292	\$37,547,518	8.27%	2.53%	10.80%
YALE NEW HAVEN HEALTH SERVICES CORPORATION										
BRIDGEPORT	\$439,375,000	\$24,165,000	\$463,540,000	\$426,496,000	\$37,044,000	\$5,852,000	\$42,896,000	7.89%	1.25%	9.14%
GREENWICH	\$332,207,000	\$17,848,000	\$350,055,000	\$317,854,000	\$32,201,000	\$4,171,000	\$36,372,000	9.09%	1.18%	10.27%
YALE-NEW HAVEN	\$2,338,353,000	\$63,551,000	\$2,401,904,000	\$2,267,358,000	\$134,546,000	\$30,156,000	\$164,702,000	5.53%	1.24%	6.77%
INDIVIDUAL HOSPITAL SYSTEMS										
BRISTOL	\$137,976,406	\$4,301,391	\$142,277,797	\$141,228,949	\$1,048,848	\$1,263,862	\$2,312,710	0.73%	0.88%	1.61%
CT CHILDREN'S ²	\$252,957,977	\$16,353,492	\$269,311,469	\$280,099,480	(\$10,788,011)	\$9,192,566	(\$1,595,445)	-3.87%	3.30%	-0.57%
DAY KIMBALL	\$104,847,336	\$6,695,752	\$111,543,088	\$109,004,882	\$2,538,206	\$519,164	\$3,057,370	2.26%	0.46%	2.73%
DEMPSEY	\$286,757,590	\$21,955,590	\$308,713,180	\$326,572,641	(\$17,859,461)	\$9,539,892	(\$8,319,569)	-5.61%	3.00%	-2.61%
GRIFFIN	\$135,897,993	\$3,270,624	\$139,168,617	\$130,275,487	\$8,893,130	(\$1,059,000)	\$7,834,130	6.44%	-0.77%	5.67%
HUNGERFORD	\$114,622,050	\$7,533,927	\$122,155,977	\$121,998,831	\$157,146	\$2,865,900	\$3,023,046	0.13%	2.29%	2.42%
JOHNSON ³			\$0		\$0		\$0	0.00%	0.00%	0.00%
L&M	\$318,785,233	\$30,278,971	\$349,064,204	\$348,525,480	\$538,724	\$8,788,601	\$9,327,325	0.15%	2.46%	2.61%
MIDDLESEX	\$354,011,000	\$12,557,000	\$366,568,000	\$345,861,000	\$20,707,000	\$14,977,000	\$35,684,000	5.43%	3.93%	9.35%
MILFORD	\$63,500,794	\$1,352,459	\$64,853,253	\$72,076,599	(\$7,223,346)	\$19,611	(\$7,203,735)	-11.13%	0.03%	-11.10%
SAINT FRANCIS	\$648,782,000	\$32,428,000	\$681,210,000	\$666,789,000	\$14,421,000	\$1,199,000	\$15,620,000	2.11%	0.18%	2.29%
SAINT MARY'S	\$238,729,000	\$8,706,000	\$247,435,000	\$227,227,000	\$20,208,000	\$5,017,000	\$25,225,000	8.00%	1.99%	9.99%
STAMFORD	\$457,807,000	\$22,613,000	\$480,420,000	\$443,491,000	\$36,929,000	\$2,718,000	\$39,647,000	7.64%	0.56%	8.21%
WATERBURY	\$208,626,652	\$8,214,242	\$216,840,894	\$216,453,290	\$387,604	\$3,136,173	\$3,523,777	0.18%	1.43%	1.60%
STATEWIDE TOTAL	\$9,942,600,779	\$476,032,903	\$10,418,633,682	\$9,949,671,852	\$468,961,830	\$194,785,375	\$663,747,205	4.42%	1.84%	6.25%
STATEWIDE MEDIAN								3.56%	1.25%	4.89%

Source: FY 2014 Hospital Audited Financial Statements (AFS). Amounts shown are hospital only amounts and exclude activity from hospital subsidiaries which may be consolidated within the hospital AFS.

Notes: The Net Patient Revenue (NPR) amount shown is the amount after the provision for bad debts as indicated in the hospital audited financial statements.

¹Norwalk Hospital amounts include three months of activity (October 1, 2013 - December 31, 2013) which occurred prior to the hospital becoming part of Western Connecticut Health Network on January 1, 2014.

²CT Children's Medical Center amounts are internal draft amounts. The hospital was given a time extension until March 31, 2015 to file its audited financial statements.

³Johnson Memorial Hospital was given a time extension until March 31, 2015 to file its audited financial statements.

EXHIBIT 20

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
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-	Recommendation by Mission, Ministry and Advocacy Committee	Approve
1 b	Trinity Health System Core Values	-	-	-	Recommendation by Mission, Ministry and Advocacy Committee	Approve
II	Governing Documents					
II a	Articles and Bylaws of CHE Trinity	-	-	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		
III	Appointments and Removals					
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 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				

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve (Recommendation by Mission Ministry and Advocacy Committee)	
IV b	Group I RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and MHM Strategic Plans	Recommend	Approve	Participate		
V	Finance Matters					
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 \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	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 \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law

	Action	Ministry Management	Ministry a Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
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)	
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)	
VI	New Organizations and Major Transactions					
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve
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	Approve as related to Sponsorship obligations

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	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		
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

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
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	Quality and Safety					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the Quality and Safety Committee)	
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	Quality and Safety Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

EXHIBIT A

**REGIONAL HEALTH 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.

EXHIBIT 21

**SAINT FRANCIS HSOPITAL AND MEDICAL CENTER
TABLE A
HISTORICAL AND CURRENT DISCHARGES**

SERVICE	FY 2012	FY 2013	FY 2014	FY 2015
DISCHARGES:				
Adult Med. & Surg.	23,879	24,318	23,264	23,381
Maternity	3,212	3,035	3,075	3,225
Psychiatric	2,010	2,064	1,961	1,910
Rehabilitation	-	-	-	-
Pediatric	-	-	-	-
Neonatal ICU	278	268	294	266
Newborn	2,732	2,681	2,640	2,733
TOTAL	32,111	32,366	31,234	31,515

*Provide the number of discharges for each service listed (Medical / Surgical, Maternity, Psychiatric, Rehabilitation, Pediatric and Newborn).

**Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July - June 30, calendar year, etc.)

***For periods greater than 6 months, report annualized volume, identifying the number of actual month covered and the method of annualizing. For periods less than six month, report actual volume and identify the period covered.

- 1. Fiscal Year is October - September.**
- 2. FY 2015 is the hospital's budget.**

**SAINT FRANCIS HSOPITAL AND MEDICAL CENTER
TABLE B
HISTORICAL AND CURRENT PATIENT DAYS**

SERVICE	FY 2012	FY 2013	FY 2014	FY 2015
PATIENT DAYS				
Medical & Surgical	119,951	122,793	116,294	117,468
Maternity	10,105	9,478	9,630	10,100
Psychiatric	14,856	14,999	14,627	14,247
Rehabilitation	-	-	-	-
Pediatric	-	-	-	-
Neonatal ICU	6,018	5,626	5,010	5,110
Newborn	6,604	6,479	6,307	6,453
TOTAL	157,534	159,375	151,868	153,378

*Provide the number of discharges for each service listed (Medical / Surgical, Maternity, Psychiatric, Rehabilitation, Pediatric and Newborn).

**Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July - June 30, calendar year, etc.)

***For periods greater than 6 months, report annualized volume, identifying the number of actual month covered and the method of annualizing. For periods less than six month, report actual volume and identify the period covered.

- 1. Fiscal Year is October - September.**
- 2. FY 2015 is the hospital's budget.**

**SAINT FRANCIS HSOPITAL AND MEDICAL CENTER
TABLE C
PROJECTED DISCHARGES BY SERVICE**

<u>SERVICE</u>	<u>FY 2016</u>	<u>FY 2017</u>	<u>FY 2018</u>
DISCHARGES:			
Adult Med. & Surg.	23,402	23,431	23,564
Maternity	3,238	3,222	3,206
Psychiatric	1,918	1,908	1,898
Rehabilitation	-	-	-
Pediatric	-	-	-
Neonatal ICU	267	266	265
Newborn	2,744	2,730	2,716
TOTAL	<u>31,569</u>	<u>31,557</u>	<u>31,649</u>

*Provide the number of discharges for each service listed (Medical / Surgical, Maternity, Psychiatric, Rehabilitation, Pediatric and Newborn).

**If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's FY (e.g., July - June 30, calendar year, etc.)

1. Fiscal Year is October - September.

**SAINT FRANCIS HSOPITAL AND MEDICAL CENTER
TABLE D
PROJECTED PATIENT DAYS BY SERVICE**

<u>SERVICE</u>	<u>FY 2016</u>	<u>FY 2017</u>	<u>FY 2018</u>
PATIENT DAYS			
Adult Med. & Surg.	117,578	117,694	118,337
Maternity	10,141	10,091	10,040
Psychiatric	14,307	14,232	14,157
Rehabilitation	-	-	-
Pediatric	-	-	-
Neonatal ICU	5,129	5,110	5,091
Newborn	6,479	6,446	6,413
TOTAL	<u>153,634</u>	<u>153,573</u>	<u>154,038</u>

*Provide the number of discharges for each service listed (Medical / Surgical, Maternity, Psychiatric, Rehabilitation, Pediatric and Newborn).

**If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's FY (e.g., July - June 30, calendar year, etc.)

1. Fiscal Year is October - September.

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TABLE E
APPLICANT'S CURRENT AND PROJECTED PAYER MIX

Payer	Most Recently Completed FY 2014		Projected							
			FY 2015		FY 2016		FY 2017		FY 2018	
	Discharges	%	Discharges	%	Discharges	%	Discharges	%	Discharges	%
Medicare *	13,744	44.0%	13,789	43.8%	13,850	43.9%	13,922	44.1%	14,089	44.5%
Medicaid*	7,876	25.2%	7,987	25.3%	8,113	25.7%	8,075	25.6%	8,037	25.4%
Champus & TriCare	88	0.3%	90	0.3%	90	0.3%	90	0.3%	91	0.3%
Total Government	21,708	69.5%	21,866	69.4%	22,053	69.9%	22,087	70.0%	22,217	70.2%
Commercial Insurers*	9,081	29.1%	9,203	29.2%	9,086	28.8%	9,038	28.6%	8,994	28.4%
Uninsured	319	1.0%	319	1.0%	296	0.9%	294	0.9%	293	0.9%
Workers Compensation	126	0.4%	127	0.4%	134	0.4%	138	0.4%	145	0.5%
Total Non-Government	9,526	30.5%	9,649	30.6%	9,516	30.1%	9,470	30.0%	9,432	29.8%
Total Payer Mix	31,234	100.0%	31,515	100.0%	31,569	100.0%	31,557	100.0%	31,649	100.0%

* Includes managed care activity

** Ensure the period covered by this table corresponds to the period covered in the projections provided.

Note: The patient population mix should be based on patient volumes, not patient revenues.

Assumptions:

1. Volume equals equivalent discharges.
2. FY 2015 equals Saint Francis Hospital's budget approved by the Finance Committee.
3. Inpatient discharges for FY 2016 are projected to be flat with slight decreases in discharges for FY 2017 and FY 2018.

EXHIBIT 22



Press Releases

In The News

Speeches

Proclamations

Executive Orders

Official Portraits



STATE OF CONNECTICUT
GOVERNOR DANNEL P. MALLOY



March 24, 2015

GOV. MALLOY AND LT. GOV. WYMAN CREATE COMMISSION ON YOUTH AND URBAN VIOLENCE

Panel of Experts and Community Members Will Focus on Creating Policies that Reduce Crime in Urban Communities

(HARTFORD, CT) – Governor Dannel P. Malloy and Lt. Governor Nancy Wyman today announced that they are forming a panel of experts and community leaders from a variety of backgrounds who will be charged with reviewing the sources and causes of youth violence in urban areas, as well as developing proposals that will further reduce the rate of violent crime.

Recently released statistics show that today, overall crime in Connecticut is at a 48-year low. Since 2011, violent crime is down 36 percent statewide and criminal arrests have decreased by nearly 28 percent. Violent crime in the state's three largest cities has fallen 15 percent since 2008. Still, the Governor said there is more we can do to drop these rates even lower.

"Over the last four years, our initiatives have dramatically reduced crime in our state – to the lowest point in decades. Our methods are working," said Governor Malloy. "Thanks to the efforts of federal, state and local law enforcement and their partnerships with our communities, we are making progress. We are making smart decisions on reducing crime today, but there is further action we can take to deliver a brighter tomorrow, particularly within urban centers. We can both achieve accountability for violent offenders while also doing more to prevent that person from offending in the first place. To make even more progress, we must reduce the risk factors that lead some youth down the wrong path, so that we can ensure our neighborhoods remain safe and productive places to live."

The Governor's Commission on Youth and Urban Violence will identify risk factors that result in the incidence of violence in high-crime communities and recommend meaningful policies and evidence-based programs designed to reduce violence. Specifically, it will focus on violence prevention, and reducing or eliminating the risk factors of youth violence through the implementation of statewide, interagency policies.

"Young people are integral to building a strong, productive, and competitive state," said Lt. Governor Nancy Wyman, who will chair the commission. "The Governor's commission will continue to move us in the right direction – towards safer neighborhoods and higher-functioning systems that support better outcomes for young people. All of us must be engaged in the work to reduce crime in Connecticut, and young people have a special role in shaping the very future of our communities and our economy."

The commission will be responsible for exploring how current policies relating to unemployment, access to high-quality behavioral healthcare, housing, juvenile justice, and school discipline impact the risk factors for youth violence. It will also explore the disparate impact of those policies and how they contribute to rates of violence in high-crime communities.

The Governor has appointed the following people to serve as members:

- Nancy Wyman (**Chair**) – Lieutenant Governor, State of Connecticut
- Natasha Pierre – State Victim Advocate, Office of the Victim Advocate
- Scot Esdaile – President, NAACP Connecticut
- Susan Storey – Chief Public Defender, Office of the Public Defender
- Mike Lawlor – Under Secretary, Criminal Justice Policy and Planning Division, Office of Policy and Management
- Andrew Woods – Executive Director, Communities That Care
- Jillian Knox – Coordinator of Victim Services, City of New Haven
- Carleton Giles – Chairman, Board of Pardons and Paroles
- Brent Peterkin – Statewide Coordinator, Project Longevity
- Mark McKinney – Vice President, Health Equity and Health Policy, Saint Francis Hospital

- Clayton Northgraves – Director of 911 Services, City of Hartford
- Vernon Riddick – Chief, Waterbury Policy Department
- Manuel Rivera – Superintendent, New London Public Schools
- Megan Quattlebaum – Director, Yale Justice Collaboratory
- Andrew Papachristos – Associate Professor, Department of Sociology, Yale University
- Karen Jarmoc – CEO, CT Coalition Against Domestic Violence
- Judith Meyers – President, Child Health & Development Institute of Connecticut
- Alice Forrester – Executive Director, Clifford Beers Clinic
- Joe Carbone – President and CEO, The Workplace
- Kim Shayo Buchanan – Visiting Professor of Law, UConn Law
- Ryan Matthews – Manager of Community Programs and Development, Nutmeg Big Brothers Big Sisters
- David McGuire – Staff Attorney, ACLU Connecticut
- Scott Jackson – Mayor, Town of Hamden; Incoming Under Secretary for Intergovernmental Policy, Office of Policy and Management

Docket Number: 15-31979-CON

The Governor’s Commission on Youth and Urban Violence anticipates holding its first meeting within the next several weeks, and will provide its final report to the Governor by the end of the year.

The announcement of the commission comes as Governor Malloy continues to advocate on behalf of a series of legislative “[Second Chance Society](#)” proposals he introduced last month, which implements policies to ensure nonviolent offenders reintegrate into society, become productive members of the economy, and reduce their risks of recidivism.

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For Immediate Release: March 24, 2015

Twitter: [@GovMalloyOffice](#)

Facebook: [Office of Governor Dannel P. Malloy](#)

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EXHIBIT 23

 <p>SAINT FRANCIS Care</p> <p>Policy</p>	<p>Title:</p> <p>Communication: Language Services-Limited English Proficient, Visually Impaired, Deaf or Hard of Hearing</p>		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input checked="" type="checkbox"/> Saint Francis Medical Group, Inc. <input checked="" type="checkbox"/> Saint Francis Care Medical Group, P.C. <input checked="" type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input checked="" type="checkbox"/> Saint Francis Behavioral Health Group, P.C. <input checked="" type="checkbox"/> Saint Francis Emergency Medicine Group, P.C.	<p>Proponent Department</p> <p>Patient Care</p>	<p>Number</p> <p>CLIN.0121</p>	<p>Level</p> <p><input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department</p>
	<p>Category</p> <p><input type="checkbox"/> Administrative <input checked="" type="checkbox"/> Clinical <input type="checkbox"/> HR <input type="checkbox"/> EOC</p>	<p>Published Date</p> <p>9/29/14</p>	<p>Review Cycle</p> <p><input type="checkbox"/> 1 year <input checked="" type="checkbox"/> 3 years</p>

PURPOSE:

To provide guidelines and procedures for effective communication between Limited English Proficient, Visually Impaired and Deaf or Hard of Hearing individuals and hospital staff to ensure quality patient care.

SCOPE:

Applies to all patients and families in all acute care and ambulatory clinical areas.

POLICY:

Patients/surrogate decision-makers of Saint Francis Hospital and Medical Center, who are Limited English Proficient (LEP), visually impaired and deaf or hard of hearing, shall have services provided to them in their primary language or have interpreter services provided to them during the delivery of all significant healthcare services. Interpreter services shall be available within a reasonable time, at no cost to patients. This policy and procedure applies to all patients/surrogate decision makers in both acute care and ambulatory clinical areas.

The following types of encounters and procedures which are performed by clinicians who do not speak the primary language spoken by the patient/surrogate decision-maker, and which require the use of healthcare interpreter services, include, but are not limited to:

- Obtaining medical histories
- Explaining any diagnosis and plan for medical treatment
- Explaining patient rights and responsibilities
- Obtaining informed consent
- Explaining discharge plans
- Others

The first access point in which a patient acquires services at Saint Francis Hospital and Medical Center (emergency room registration, admissions, etc.) shall incorporate the determination of language needs

into intake procedures. All areas of first patient contact shall be equipped with Language Determination Cards to assist patients in identifying the patient's primary language if communication barriers prevent hospital staff from effectively determining the language of the patient/surrogate decision-maker.

The patient's primary written and spoken language will be identified and entered into Epicare as part of the demographic record. Each medical record shall show the primary language spoken and the need for interpreter services.

Saint Francis Hospital and Medical Center shall develop, and post in conspicuous locations, notices that advise patients and their families of the availability of interpreters, the procedure for obtaining an interpreter and the telephone numbers where complaints may be filed concerning interpreter service problems, including, but not limited to, a T.D.D. number for the hearing impaired.

Acceptable methods for the provision of interpreter and translation services include, but are not limited to the following:

- In-person interpreting- provided onsite by qualified healthcare interpreters (including ASL)
- Telephone-based interpreting- delivered via telephonic technology
- Video Remote interpreting- video conference with qualified healthcare interpreters (including ASL)
- Written translation of vital and non vital documents (vital documents as determined by the Joint Commission, Department of Health and Human Services and other regulatory agencies)

Whenever possible, arrangements for interpreters/equipment should be made in advance when patients have scheduled appointments

The following resources and/or devices may be utilized at no charge to the patient

A. Deaf or Hard of Hearing

Pictorial Cards (located on the units)
Amplified Handset/Volume Control Telephone
Large Button Telephones
Telephone Typewriter (TTY)
MARTTI (video remote interpreting with a qualified ASL interpreter communication)

Contracted onsite ASL interpreters

B. Visually Impaired

Braille Telephones

C. Limited English Proficient

- Pictorial Cards (located on the units),

- Language Line (telephone based language interpretation),
- Martti (video remote interpreter)
- Written translated documents

The clinician will assess the patient, family, and clinical situation to determine the most effective communication method for that encounter. A list of communication options, as stated above, will be provided to the patient/surrogate decision maker to determine what communication method(s) is preferred.

An accompanying family member or friend may be asked to convey this initial information if necessary, but should not be used to interpret or translate medical information to the patient whenever possible.

Deaf or Hearing Impaired patients and/or their families may prefer to use Lip Reading, Paper and Pencil or pictorial cards at this time.

Training

New employees of Saint Francis Hospital and Medical Center will be trained in the procedure for the acquisition of interpreter services during their employee orientation. Training on this procedure for current staff will be incorporated into other ongoing trainings for employees such as diversity trainings, on-line Health Stream training, updates on new regulatory requirements, etc. In-person training will be made available on request to all departments, units and programs that require further assistance.

A laminated card outlining the procedures for requesting services shall be distributed and posted at all nursing stations and other points of patient registration throughout the hospital.

It shall be the policy of Saint Francis Hospital and Medical Center to conduct an annual review of Language Access Needs of the patient population. The review shall annually update the list of Frequently Utilized Languages and inform changes to the current language policy as needed.

Procedure For Obtaining A Video Remote Interpreter (MARTTI)

1. The requesting staff will phone the hospital operator, dial '0' and request the MARTTI cart to be brought to the patient.

The requesting staff will provide the following:
Name and telephone number of requester,
Department - including campus and address,
Patient name and reason for visit,
Date, time and approximate length of time needed,
Any additional requirements that may be needed

2. The hospital operator will validate that the patient is in an area that has wireless communications.
3. The hospital operator will notify the storeroom via phone to request the MARTTI on behalf of the

patient.

4. The MARTTI will be deployed to the requesting department within 10 minutes. Storeroom employee must complete the storeroom MARTTI log.
5. The equipment will be placed in a location that is easily viewed by both the patient and the clinician, generally near the foot of the bed or stretcher, with the clinician standing near the patient at the head of the bed during the interpretation session.
6. The clinician will initiate the connection and answer a number of required questions such as patient's name, medical record number, location, etc before beginning the interpretation session.
7. The video remote interpreter will facilitate communication between the clinician and the patient/surrogate decision maker.

NOTE: A. The camera and sound system will pick up EVERYTHING that is said and done in the room and EVERYTHING will be interpreted to the patient.
There is no selective interpreting.

B. In the event of a system connectivity failure, the clinician should notify the operator of equipment failure.

8. The same patient may require the interpreter several times during a single hospital visit. The clinician must disconnect at the end of each session or whenever they leave the room and reconnect as needed to start a new session.
9. The clinician must document in the patient's medical record each time the equipment is utilized with dates and start and stop times of each interpretation session and effectiveness of communication method.
10. When the video equipment is no longer required, the clinician will phone the operator to request a pickup.

Procedure For Obtaining A Telephone Interpreter (Language Select)

If the patient wishes to utilize the telephone interpreter (Language Select) the requesting staff will phone the hospital operator dial '0' and request to be connected to Language Select. A dual-handled phone may be requested at this time.

The requesting staff will provide the following information:

Name and telephone number of requester,
Department - including campus and address,
Patient name and reason for visit,
Date, time and approximate length of time needed,

Any additional requirements that may be needed

Procedure For Obtaining An In-Person ASL Interpreter

The requesting staff will phone the hospital operator, dial '0' and request a sign-language interpreter from Family Services Woodward (FSW). Live interpreters from FSW will provide their approximate time of arrival. They may or may not be immediately available depending upon availability, weather restrictions etc. If an onsite interpreter is not available, the MARTTI must be used for ASL Interpretation.

The requesting staff will provide the following information:

- Name and telephone number of requester,
- Department - including campus and address,
- Patient name and reason for visit,
- Date, time and approximate length of time needed,
- Any additional requirements that may be needed

The clinician will document the arrival time of the FSW Interpreter in the patient's medical record including the length of time for the interpretive session and effectiveness of the communication method. Each interpretive session must be documented separately. The same patient may require the interpreter several times during a single hospital visit as additional communications are needed.

Procedure for the Provision of Written Translations

1. Vital documents as defined by the Joint Commission and the Department of Health and Human Services will be translated and made available to patients/surrogate decision makers. These documents include but are not limited to:
 - Informed Consent
 - Advanced Directives
 - HIPPA Forms
 - Patient Rights and Responsibilities
 - Discharge Instructions
 - Release of Information
 - Notices pertaining to denial, reduction, modification or termination of services
 - Complaint forms
 - Others

Documents will be translated into languages used by more than 15% percent of the patient population. This will be assessed on an annual basis. Translation for other languages will be completed on an as needed basis.

STATUTORY, REGULATORY OR OTHER REFERENCES/POLICY CROSSREFERENCE:

Section 504 of the Rehabilitation Act of 1973
Title III of the Americans with Disabilities Act (ADA)

CROSS REFERENCES:

APPROVED BY: Policy requires Vice President approval.

<u>Vice President(s):</u>	<u>Date:</u>	<u>Committee(s), if applicable:</u>	<u>Date:</u>
Patti LaMonica, R.N. M.S.N. Interim Chief Nursing Officer Executive Director of Emergency Medicine and Pre-hospital Service Line	9/26/14	Surendra P. Khera MD MSc Vice President, Medical Affairs Chief Medical Officer Chief Quality Officer Vice-Chair, Department of Medicine.	9/2/14

REPLACES:

8/22/2011

KEY CHANGES: Training protocols updated. Request for services outlined.

 SAINT FRANCIS Care Policy	Title: Policy on Patients' Rights and Responsibilities		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input type="checkbox"/> Saint Francis Medical Group, Inc. <input type="checkbox"/> Saint Francis Care Medical Group, P.C. <input type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input type="checkbox"/> Saint Francis Behavioral Health Group, P.C.	Proponent Department Risk Management	Number RM 2.001	Level <input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department
	Category <input checked="" type="checkbox"/> Administrative <input type="checkbox"/> Clinical <input type="checkbox"/> HR <input type="checkbox"/> EOC	Published Date 7/1/2011	Review Cycle <input type="checkbox"/> 1 year <input checked="" type="checkbox"/> 3 years

PURPOSE:

The purpose of this policy is to protect and promote the rights and responsibilities of our patient's and ensure all patients are informed of their rights and responsibilities.

SCOPE:

All Saint Francis personnel including employees and members of the medical staff.

POLICY:

Patients are informed of their rights and responsibilities through the patient handbook and/or signs posted in various admitting areas.

The Patient's Bill of Rights is included in the patient information handbook that is available in each inpatient room, and it is posted on the Saint Francis Care website and the Infonet.

The Patient's Bill of Rights will be made available to patients in both English and Spanish languages, and copies of both versions are attached to this policy.

REFERENCES:

The Joint Commission – Ethics, Rights and Responsibilities Standards
 Conditions of Participation: Patient's Rights, 42 CFR 482.13
 Patient's Bill of Rights and Your Responsibilities as a Patient

CROSS REFERENCES:

None

APPROVED BY:

	Date:	Committee(s), if applicable:	Date:
Kathleen M. Roche Executive Vice President and Chief Operating Officer	7/1/2011		

REPLACES:

Patient's Rights and Responsibilities, 2/27/2008; 6/24/2011

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
MOUNT SINAI REHABILITATION HOSPITAL
PATIENT'S BILL OF RIGHTS**

YOUR RIGHTS AS A PATIENT

At Saint Francis Hospital and Medical Center, we work to improve people's health; treat people with injury and disease; educate doctors, health professionals, patients and community members; and improve understanding of health and disease. In carrying out these activities, we also have the utmost respect for your values and dignity. This includes working with you to ensure the most successful outcomes possible. We believe the following guidelines will help you understand your rights as a patient and therefore make you an educated partner in your healthcare.

1. You have the right to considerate, respectful care.
2. You have the right to participate in the development and implementation of your plan of care
3. You have the right to make informed decisions about your care including being informed of your health status, being involved in care planning and treatment, being able to request to be involved in care planning and treatment, and being able to request or refuse treatment, as permitted by law. If you refuse a recommended treatment you will receive other needed and available care.
4. You have the right to know the names and roles of people involved in your care planning and treatment.
5. You have the right to have a family member or representative of your choice and your physician notified promptly of your admission to the hospital.
6. You have the right to have an advance directive, such as a living will or other advance directive indicating your health care representative, and to have hospital staff who provide care comply with these directives, as permitted by law. These documents express your choices about your future care as well as name someone to speak on your behalf if you cannot speak for yourself. If you have a written advance directive, you should provide a copy to the hospital, your family, and your doctor.
7. You have the right to personal privacy.
8. You have the right to the confidentiality of your medical information. You have the right to receive a copy of Saint Francis Notice of Privacy Practices which informs you of how your medical information can be used or disclosed.
9. You have the right to access and review your medical records in accordance with the Hospital's Notice of Privacy Practices, and to have the information explained, except when restricted by law.
10. You have the right to expect that the hospital will give you necessary health services to the best of its ability. Treatment, referral, or transfer may be recommended. If transfer is recommended or requested, you will be informed of risks, benefits, and alternatives. You will not be transferred until the other institution agrees to accept you.
11. You have the right to know if this hospital has relationships with outside parties that may influence your treatment and care. These relationships may be with educational institutions, other health care providers, or insurers.
12. You have the right to be told of realistic care alternatives when hospital care is no longer appropriate.

13. You have the right to know about hospital rules that affect you and your treatment, and about charges and payment methods.
14. You have the right to know about hospital resources, such as patient representatives or an Ethics Committee that can help you answer concerns and questions about your hospital stay and care.
15. You have the right to effective communication, including an interpreter or other resources available by the hospital to assist you when needed.
16. You have the right to receive visitors whom you designate. Your visitors cannot be restricted by the Hospital on the basis of race, color, national origin, religion, sex, gender identity, sexual orientation, or disability. However, visitation can be limited if the visitor's presence infringes on others' rights or safety, is medically or therapeutically necessary, or per a court order. You also have the right to withdraw or deny the visitation of any visitor, at any time.
17. You have the right to designate (orally or in writing) a Support Person to exercise visitation rights on your behalf if you are unable to do so. This designation, however, does not extend to medical decision making.
18. You have the right to appropriate assessment and management of pain.
19. You have the right to be free from restraints of any form if they are not medically necessary.
20. You have the right to receive care free of restriction based on race, color, national origin, religion, sex, gender identity, sexual orientation or disability.
21. You have the right to receive care in a safe setting that preserves dignity and contributes to a positive self image.
22. You have the right to be free from mental, physical, sexual, and verbal abuse, neglect and exploitation during your stay and care.
23. You have the right to request that an autopsy be performed at Saint Francis Hospital and Medical Center or by another institution and by a physician unaffiliated with Saint Francis Hospital and Medical Center. You are responsible for any fees incurred when an autopsy is performed by an unaffiliated organization or physician. You have the right to place restrictions and limitations on the autopsy and/or state any specific concerns (i.e. religious considerations etc.).
24. You have a right to receive a copy of the Patient Bill of Rights.
25. You have the right to make a complaint about your care. You may give your complaint to the patient representative, the Patient Ombudsman, your Nurse, your Physician, or Hospital administration. Your care will not be affected by a complaint, and we will look into it as quickly as possible.
26. You have the right to file a written complaint. Letters should be sent to The Office of the President, Saint Francis Care, 114 Woodland Street, Hartford, Connecticut 06105.
27. If, after this Administrative review by the Hospital, you continue to be concerned about safety or quality of care provided in the Hospital, you have the right to contact:

The Connecticut State Department of Public Health
410 Capitol Avenue, Hartford, CT 06134 (860)509-7400; TDD: (860) 509-7191

The Joint Commission
Office of Quality Monitoring
One Renaissance Boulevard, Oakbrook Terrace, IL 60181
To complain, either call 1-800-994-6610 or email complaint@jointcommission.org

YOUR RESPONSIBILITIES AS A PATIENT

1. You are responsible for providing information about your health including past illnesses, hospital stays, and use of medicine. You are responsible for asking questions when you do not understand information or instructions. If you believe you cannot follow through with your treatment, you are responsible for telling your doctor.
2. This hospital works to provide care efficiently and fairly to all patients and the community. You and your visitors are responsible for being considerate of the needs of other patients, staff, and the hospital by:
 - a. Ensuring your roommate's privacy;
 - b. Limiting your visitors to two at a time during specified visiting hours;
 - c. Reminding visitors to maintain a quiet atmosphere and that smoking is not permitted in the hospital; and
 - d. Using televisions, radios, telephones and lights in a manner that is not disturbing to others.
3. If you choose to refuse a recommended treatment or procedure, you are responsible for any consequences of this refusal.
4. You are responsible for providing information for insurance and for working with the Hospital to arrange payments, when needed.
5. You are responsible for complying with the Hospital's safety and other regulations.
6. Your health depends not just on your hospital care but, in the long term, on the decisions you make in your daily life. You are responsible for recognizing the effect of life-style upon your personal health.

A hospital serves many purposes. Hospitals work to improve people's health; treat people with injury and disease; educate doctors, patients, and community members; and improve understanding of health and disease. In carrying out these activities, this institution is committed to respecting your values and dignity.

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
MOUNT SINAI REHABILITATION HOSPITAL
LOS DERECHOS DEL PACIENTE**

SUS DERECHOS COMO PACIENTE

En el Hospital y Centro Médico Saint Francis, trabajamos para mejorar la salud de las personas, dar tratamiento a quienes sufren lesiones y enfermedades, educar a médicos, profesionales de la salud, pacientes y miembros de la comunidad, y ampliar el conocimiento sobre la salud y las enfermedades. Al llevar a cabo estas actividades, también mostramos el mayor respeto por sus valores y dignidad. Esto incluye trabajar con usted para, en la medida de lo posible, asegurar los resultados más exitosos. Creemos que las siguientes pautas le ayudarán a entender sus derechos como paciente y por ello a convertirse en un socio informado sobre su atención médica.

1. Usted tiene derecho a un trato considerado y respetuoso.
2. Usted tiene derecho a participar en el desarrollo y la implementación de su plan de atención médica.
3. Usted tiene derecho a tomar decisiones informadas sobre su atención médica, incluido que le informen de su estado de salud, participar en la planificación de su atención médica y en su tratamiento médico, poder solicitar que le permitan participar en dicha planificación y tratamiento, y poder solicitar o rechazar un tratamiento, según lo permitido por la ley. Si rechaza un tratamiento recomendado, recibirá otro tipo de atención médica necesaria y disponible.
4. Usted tiene derecho a saber los nombres y las funciones que desempeñan las personas que participan en la planificación de su atención médica o en su tratamiento.
5. Usted tiene derecho a que se avise de su hospitalización cuanto antes a un familiar o representante elegido por usted y a su propio médico.
6. Usted tiene derecho a proporcionar instrucciones anticipadas, como un testamento vital u otra directiva de voluntad anticipada sobre tratamiento en caso de incapacidad en la que nombre a su representante de atención médica, y a que la atención médica que le proporcione el personal del hospital cumpla estas instrucciones, según lo permita la ley. Estos documentos expresan lo que usted desea en cuanto a su atención médica futura y en ellos se nombra a una persona para que hable en su nombre si usted no puede hacerlo. Si tiene una instrucción anticipada escrita, deberá proporcionar una copia de ella al hospital, a su familia y a su médico.
7. Usted tiene derecho a la privacidad personal.
8. Usted tiene derecho a que su información médica se mantenga bajo reserva confidencial. Usted tiene derecho a recibir una copia del Aviso de Prácticas de Privacidad de Saint Francis, que le informa de la forma en que su información médica puede utilizarse o divulgarse.
9. Usted tiene derecho a acceder a sus registros médicos y revisarlos de acuerdo con el Aviso de Prácticas de Privacidad del hospital, y a solicitar que la información se le explique, excepto cuando la ley no lo permita.
10. Usted tiene derecho a prever que el hospital le prestará los mejores servicios médicos posibles según su capacidad. Puede que se recomiende aplicarle un tratamiento, remitirle a un médico o transferirle a otro centro. Si se recomienda o solicita una transferencia, se le informará de los riesgos, las ventajas y las alternativas. No se le transferirá hasta que el otro centro le acepte.

11. Usted tiene derecho a saber si el hospital tiene relaciones con terceros que pudieran influir en su tratamiento y cuidado. Estas relaciones pueden ser con centros docentes, otros proveedores de cuidados sanitarios o con compañías de seguros.
12. Usted tiene derecho a que le digan cuáles son las alternativas realistas cuando el cuidado del hospital ya no sea apropiado.
13. Usted tiene derecho a conocer las reglas del hospital que pueden tener un efecto en usted y en su tratamiento, y los cargos y métodos de pago.
14. Usted tiene derecho a conocer los recursos del hospital, por ejemplo representantes del paciente o la Comisión de Ética, que pueden ayudar a responder a sus dudas y preguntas sobre su hospitalización y sobre la atención médica que recibe.
15. Usted tiene derecho a una comunicación eficaz, incluidos los servicios de un intérprete u otros recursos de los que el hospital dispone para asistirle cuando se necesite.
16. Usted tiene derecho a recibir los visitantes que usted designe. El hospital no puede prohibir el acceso a sus visitantes por razones de raza, color, nacionalidad de origen, religión, sexo, identidad de género, orientación sexual o discapacidad. Sin embargo, las visitas podrían limitarse si la presencia del visitante viola los derechos o la seguridad de otros, es médica o terapéuticamente necesario o por una orden judicial. Usted tiene también derecho a retirar su permiso o a rechazar la visita de cualquier visitante en cualquier momento.
17. Usted tiene derecho a designar (verbalmente o por escrito) una persona de apoyo para que ejerza los derechos de visita en su nombre si usted no puede hacerlo. Sin embargo, esta designación no confiere derechos sobre la toma de decisiones médicas.
18. Usted tiene derecho a una evaluación y a un control adecuados del dolor.
19. Usted tiene derecho a que no se restrinja su movimiento de ninguna forma si no es médicamente necesario.
20. Usted tiene derecho a recibir atención médica en un lugar seguro que preserve su dignidad y contribuya a una imagen positiva de sí mismo.
21. Usted tiene derecho a no sufrir abuso mental, físico, sexual ni verbal, a no ser desatendido ni maltratado durante su hospitalización ni mientras recibe atención médica.
22. Usted tiene derecho a solicitar que se realice una autopsia en Saint Francis Hospital and Medical Center o que la realice otro centro o un médico no afiliado con Saint Francis Hospital and Medical Center. Usted es responsable de los gastos incurridos cuando la autopsia la realice una organización o un médico no afiliados. Usted tiene derecho a imponer restricciones y limitaciones en la autopsia y/o expresar cualquier preocupación concreta (por ejemplo de índole religioso, etc.).
23. Usted tiene derecho a recibir una copia de “Los derechos del paciente”.
24. Usted tiene derecho a presentar una queja sobre la atención médica recibida. Puede entregar su queja al representante de los pacientes, al defensor del paciente, a su enfermera, a su médico o a la administración del hospital. La atención médica que recibe no se verá afectada por la queja y la investigaremos lo más pronto posible.
25. Usted tiene derecho a presentar una queja escrita. Las cartas deben enviarse a: The Office of the President, Saint Francis Care, 114 Woodland Street, Hartford, Connecticut 06105.
26. Si, después de la revisión administrativa realizada por el hospital, usted sigue preocupado sobre la seguridad o la calidad de la atención médica proporcionada por el hospital, usted tiene derecho a ponerse en contacto con:

The Connecticut State Department of Public Health
410 Capitol Avenue, Hartford, 06134
(860)509-7400; TDD: (860) 509-7191

The Joint Commission
Office of Quality Monitoring
One Renaissance Boulevard, Oakbrook Terrace, IL 60181

Para presentar una queja puede llamar al 1-800-994-6610 o enviarla por correo electrónico a complaint@jointcommission.org

SU RESPONSABILIDAD COMO PACIENTE

1. Usted es responsable de proporcionar información sobre su salud, lo cual incluye enfermedades pasadas, hospitalizaciones y los medicamentos que toma. Usted es responsable de hacer preguntas cuando no entienda la información o las instrucciones. Si cree que no puede seguir las instrucciones de su tratamiento, usted es responsable de decírselo a su médico.
2. Este hospital se esfuerza para brindar atención médica eficaz y justa a todos los pacientes y a la comunidad. Usted y sus visitantes son responsables de respetar las necesidades de los demás pacientes, el personal y el hospital mediante las acciones siguientes:
 - a. Garantizar la privacidad de su compañero de cuarto;
 - b. Limitar sus visitas a dos personas a la vez durante las horas de visitas especificadas;
 - c. Recordar a los visitantes que mantengan un ambiente tranquilo y que no se permite fumar en el hospital; y
 - d. Utilizar las televisiones, radios, teléfonos y luces de una manera que no perturbe a los demás.
3. Si decide rechazar un tratamiento o procedimiento recomendado, usted es responsable de todas las consecuencias que se deriven de dicho rechazo.
4. Usted es responsable de proporcionar información para el seguro y de colaborar con el hospital para gestionar los pagos, cuando sea necesario.
5. Usted es responsable de cumplir con las normas de seguridad y otros reglamentos del hospital.
6. Su salud depende no sólo de la atención médica que recibe del hospital sino, a largo plazo, de las decisiones que toma a diario. Usted es responsable de reconocer el efecto que tiene su estilo de vida en su salud personal.

Un hospital tiene muchos propósitos. Los hospitales se esfuerzan para mejorar la salud de las personas, tratan a quienes tienen heridas o enfermedades; educan a médicos, profesionales de salud, pacientes y miembros de la comunidad; y fomentan una mejor comprensión de lo qué es la salud y la enfermedad. Este centro asume el compromiso de respetar sus valores y su dignidad en el desempeño de estas actividades.

 <p>SAINT FRANCIS Care</p> <p>Policy</p>	<p>Title:</p> <p align="center">Equal Employment Opportunity & Affirmative Action Policy</p>		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input checked="" type="checkbox"/> Saint Francis Medical Group, Inc. <input checked="" type="checkbox"/> Saint Francis Care Medical Group, P.C. <input checked="" type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input checked="" type="checkbox"/> Saint Francis Behavioral Health Group, P.C.	<p>Proponent Department</p> <p align="center">Human Resources</p>	<p>Number</p> <p align="center">22-1</p>	<p>Level</p> <p><input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department</p>
	<p>Category</p> <p><input type="checkbox"/> Administrative <input type="checkbox"/> Clinical <input checked="" type="checkbox"/> HR <input type="checkbox"/> EOC</p>	<p>Published Date</p> <p align="center">3/30/15</p>	<p>Review Cycle</p> <p><input type="checkbox"/> 1 year <input checked="" type="checkbox"/> 3 years</p>

PURPOSE:

We are committed to providing equal employment opportunity to all employees and applicants for employment without regard to race, color, creed, national origin, age, sex, sexual preference, disability, religion or military veteran status, except where a personal characteristic is a bona fide occupational qualification.

Note: Should an employee who is a member of the bargaining unit be involved, the current labor contract provisions must be consulted.

SCOPE:

This policy applies to Saint Francis Care, Inc., Saint Francis Hospital and Medical Center, Mount Sinai Rehabilitation Hospital, Saint Francis Medical Group, Inc., Asylum Hill Family Medicine, and Saint Francis Behavioral Health Group P.C., collectively referred to as the “covered entities” in this policy and includes all employees, members of the Medical and Dental Staff, residents, students, volunteers, and others who provide services and items on behalf of the covered entities.

POLICY:

The objective of this policy is to comply with all state and federal laws on Equal Employment Opportunity and act in accordance with employment practices and actions, including but not limited to:

1. Recruit, hire, assign, train and compensate persons in all job categories based solely on job-related qualifications.
2. Ensure that promotional decisions are in accordance with principles of equal employment opportunity by providing a clearly defined, written job description.
3. Ensure that all personnel actions such as compensation, benefits, transfers, staff reductions, tuition assistance, social and recreational programs will be administered without regard to race, color, creed, national origin, age, sex, sexual orientation and gender identity, disability, religion, or military veteran status, except where a personal characteristic is a bona fide occupational qualification.
4. Support programs to achieve equal employment opportunity for disabled and Vietnam Era veterans.

It is the responsibility of all management to monitor compliance with the Hospital’s policies of Equal Employment Opportunity and Affirmative Action.

Claims of discrimination from any individual or agency should be referred to the Department of Human Resources and will be investigated.

REFERENCES:

Personnel Requisitions/Vacancy Posting Policy 21-2

CROSS REFERENCES:

APPROVED BY: Policy requires Vice President approval.

Vice President(s): <u>Dawn Bryant</u>	Date: _____	Committee(s), if applicable: _____	Date: _____
Dawn Bryant	3/30/2015		
SVP, Chief Human Resources Officer			

REPLACES: Equal Employment Opportunity & Affirmative Action Policy 22-1 5/2/11

The Impact of Medical Interpreter Services on the Quality of Health Care: A Systematic Review

Glenn Flores

Medical College of Wisconsin

Abstract

Twenty-one million Americans are limited in English proficiency (LEP), but little is known about the effect of medical interpreter services on health care quality. A systematic literature review was conducted on the impact of interpreter services on quality of care. Five database searches yielded 2,640 citations and a final database of 36 articles, after applying exclusion criteria. Multiple studies document that quality of care is compromised when LEP patients need but do not get interpreters. LEP patients' quality of care is inferior, and more interpreter errors occur with untrained ad hoc interpreters. Inadequate interpreter services can have serious consequences for patients with mental disorders. Trained professional interpreters and bilingual health care providers positively affect LEP patients' satisfaction, quality of care, and outcomes. Evidence suggests that optimal communication, patient satisfaction, and outcomes and the fewest interpreter errors occur when LEP patients have access to trained professional interpreters or bilingual providers.

Published in Medical Care Research Review

Med Care Res Rev June 2005 vol. 62 no. 3 255-299

EXHIBIT 24

Exhibit 24 Financial Statistics

22. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Feb 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

	Trinity Health				<i>Comments</i>
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	
	Feb 15 YTD	Feb 14 YTD	Feb 15 MTD	Feb 14 MTD	
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	2.8%	2.5%	0.9%	1.3%	
Non-Operating Margin*	NA	NA	NA	NA	
Total Margin	9.1%	8.9%	7.6%	8.0%	Operating cash flow margin
Bad Debt as % of Gross Revenue	1.4%	1.9%	1.2%	1.9%	
B. Liquidity:					
Current Ratio	1.9	1.6	1.9	1.6	
Days Cash on Hand	214	210	214	210	
Days in Net Accounts Receivables	45.2	46.5	45.2	46.5	
Average Payment Period	109.7	114.3	109.7	114.3	
C. Leverage and Capital Structure:					
Long-term Debt to Equity	40.4%	34.5%	40.4%	34.5%	
Long-term Debt to Capitalization	29.5%	26.4%	29.5%	26.4%	
Unrestricted Cash to Debt	135.1%	140.2%	135.1%	140.2%	
Times Interest Earned Ratio	3.48	3.09	1.77	1.98	EBIT/Interest Expense
Debt Service Coverage Ratio	=>	=>	=>	=>	4.78X Historical Debt Service Coverage Ratio at 12/31/14
Equity Financing Ratio	0.49	0.50	0.50	0.50	Total unrestricted equity /total assets
D. Additional Statistics					
Income from Operations	261,554,952	220,267,930	10,554,134	13,425,846	
Revenue Over/(Under) Expense	324,529,161	818,544,583	88,296,295	125,560,781	
EBITDA	926,460,298	1,388,581,748	164,382,166	197,109,787	
Patient Cash Collected*	NA	NA	NA	NA	
Cash and Cash Equivalents	916,477,864	585,539,723	916,477,864	585,539,723	
Net Working Capital	3,653,666,352	2,160,841,190	3,653,666,352	2,160,841,190	
Unrestricted Assets	10,424,428,328	9,969,798,986	10,424,428,328	9,969,798,986	

*These indicators are not measured

Exhibit 24 Financial Statistics

22. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Feb 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Care, Inc.					
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	
	Feb 15	Feb 14	Feb 15	Feb 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	1.7%	(1.4%)	(0.2%)	(3.7%)	operating income/operating revenues
Non-Operating Margin	NA	NA	NA	NA	
Total Margin	7.9%	4.7%	6.3%	3.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	1.1%	1.0%	1.2%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.2	2.2	2.2	2.2	current assets/current liabilities
Days Cash on Hand	NA	NA	NA	NA	See SFH for Reported DCOH measurement
Days in Net Accounts Receivables	40.4	35.2	40.4	35.2	net ar/net patient ser rev/days in yr
Average Payment Period	50.1	49.7	50.1	49.7	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	112.5%	96.4%	112.5%	96.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	53.0%	49.1%	53.0%	49.1%	LTD/LTD+net assets
Unrestricted Cash to Debt	66.4%	63.4%	66.4%	63.4%	cash =DCOH calc
Times Interest Earned Ratio	2.2	(0.03)	0.8	(1.2)	EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	3.8x**	3.7x*	3.8x**	quarter end (use dec)/ same as SFHMC reported for DSC measurement
Equity Financing Ratio	25.2%	31.3%	25.2%	31.3%	Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	5,695,108	(4,702,751)	(153,797)	(2,262,385)	Net income(loss) from operations
Revenue Over/(Under) Expense	(612,486)	4,715,029	939,475	(795,669)	Net gain(loss)
EBITDA	26,860,255	15,240,155	4,077,834	1,889,950	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	74,313,366	74,208,842	74,313,366	74,208,842	from cons bs
Net Working Capital	129,455,354	128,300,013	129,455,354	128,300,013	current assets-current liabilities
Unrestricted Assets	137,490,777	181,719,287	137,490,777	181,719,287	from cons bs

*Measurement data is December 31, 2014

**Measurement data is December 31,2013

Exhibit 24 Financial Statistics

22. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Feb 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Hospital and Medical Center Consolidated					
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	
	Feb 15	Feb 14	Feb 15	Feb 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	2.4%	(0.9%)	1.1%		(1.2%) operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	9.5%	6.0%	8.6%		6.4% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	1.0%	1.0%		1.0% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.4	2.4	2.4		2.4 current assets/current liabilities
Days Cash on Hand	84*	83**	84*		83** quarter end
Days in Net Accounts Receivables	39.9	33.5	39.9		33.5 net ar/net patient serv rev/days in yr
Average Payment Period	51.0	49.6	51.0		49.6 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	114.0%	101.1%	114.0%		101.1% total debt/total equity(net assets)
Long-term Debt to Capitalization	53.3%	50.3%	53.3%		50.3% LTD/LTD+net assets
Unrestricted Cash to Debt	57.0%	54.7%	57.0%		54.7% as calculated monthly
Times Interest Earned Ratio	2.5	0.4	1.7		0.3 EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	3.8x**	3.7x*		3.8x** quarter end (use dec)
Equity Financing Ratio	25.4%	30.8%	25.4%		30.8% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	6,867,218	(2,550,525)	609,013	(659,191)	Net income(loss) from operations
Revenue Over/(Under) Expense	559,508	6,866,634	1,702,834	808,612	Net gain(loss)
EBITDA	27,618,962	17,025,022	4,757,694	3,418,717	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	65,342,903	69,061,798	65,342,903	69,061,798	from cons bs
Net Working Capital	130,839,816	121,140,900	130,839,816	121,140,900	current assets-current liabilities
Unrestricted Assets	136,607,479	170,493,857	136,607,479	170,493,857	from cons bs

*Measurement data is December 31, 2014

**Measurement data is December 31,2013

EXHIBIT 25

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT
of
CHE TRINITY, INC.**

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

TRINITY HEALTH CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, November 18, 2014.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 18, 2014.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

197811-279 / 2014112082019



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4181 (R12 / 4-12) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts 1995

APPROVED AND FILED

Connie Lawson

IND. SECRETARY OF STATE

**CONNIE LAWSON
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-8576**

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is:

CHE TRINITY, INC.

SECTION 2: The date of Incorporation of the Corporation is (month, day, year):

11/10/1978

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

TRINITY HEALTH CORPORATION

SECTION 4

The exact text of Article(s) 1 of the Articles of Incorporation is now as follows.

The name of the Corporation is Trinity Health Corporation. The former names of the Corporation are CHE Trinity, Inc. and Holy Cross Health System Corporation. The date of the Corporation's incorporation was November 10, 1978.

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SECTION 5

The date of adoption of the amendment to the Article(s) 1 was September 18, 2014

ARTICLE II - MANNER OF ADOPTION AND VOTE

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: (select one)

- At a meeting held on September 18, 20 14, at which a quorum of such Board was present.
- By written consent executed on _____, 20 14, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes No

IF APPROVAL OF MEMBERS WAS REQUIRED:

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE				
MEMBERS OR DELEGATES VOTED IN FAVOR				
MEMBERS OR DELEGATES VOTED AGAINST				

- The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer

Agnes D. Hagerty

Printed name of Officer

Agnes D. Hagerty

Title of Officer

Assistant Secretary

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EXHIBIT 26

Saint Francis Care, Inc.

12. C (i). Please provide one year of actual results and three years of Total Hospital Health System projections of revenue, expense and volume statistics without, incremental to and with the CON proposal in the following reporting format:

Total Hospital Health System:
(In Thousands)

Description	FY 2014 Actual Results	FY 2015 Projected W/out CON	FY 2015 Projected Incremental	FY 2015 Projected With CON	FY 2016 Projected W/out CON	FY 2016 Projected Incremental	FY 2016 Projected With CON	FY 2017 Projected W/out CON	FY 2017 Projected Incremental	FY 2017 Projected With CON	FY 2018 Projected W/out CON	FY 2018 Projected Incremental	FY 2018 Projected With CON
NET PATIENT REVENUE													
Non-Government	368,370	392,722	-	392,722	395,386	-	395,386	415,281	-	415,281	428,792	-	428,792
Medicare	309,301	295,899	-	295,899	309,049	-	309,049	312,752	-	312,752	320,169	-	320,169
Medicaid and Other Medical Assistance	105,322	86,584	-	86,584	98,187	-	98,187	96,868	-	96,868	97,254	-	97,254
Other Government	335	458	-	458	978	-	978	1,082	-	1,082	1,112	-	1,112
Total Net Patient Revenue	783,328	775,663	-	775,663	803,600	-	803,600	825,982	-	825,982	847,327	-	847,327
Other Operating Revenue	48,441	51,125	-	51,125	50,409	-	50,409	51,417	-	51,417	52,548	-	52,548
Revenue from Operations	831,769	826,788	-	826,788	854,009	-	854,009	877,399	-	877,399	899,875	-	899,875
OPERATING EXPENSES													
Salaries and Fringe Benefits	450,306	464,550	-	464,550	479,973	-	479,973	494,258	-	494,258	506,656	-	506,656
Professional / Contracted Services	88,045	75,921	-	75,921	77,569	(1,117)	76,452	79,091	(2,230)	76,861	80,903	(2,233)	78,670
Supplies and Drugs	123,408	120,361	-	120,361	122,974	(1,771)	121,203	125,387	(3,536)	121,851	128,259	(3,540)	124,719
Bad Debts	26,547	24,687	-	24,687	24,914	-	24,914	24,220	-	24,220	22,817	-	22,817
Other Operating Expense	75,873	77,286	-	77,286	78,472	(1,130)	77,342	79,539	(2,243)	77,296	80,882	(2,232)	78,650
Subtotal	764,179	762,805	-	762,805	783,902	(4,018)	779,884	802,495	(8,009)	794,486	819,516	(8,005)	811,511
Depreciation/Amortization	38,308	39,257	-	39,257	41,100	-	41,100	43,359	-	43,359	45,632	-	45,632
Interest Expense	11,620	11,082	-	11,082	10,722	-	10,722	10,427	-	10,427	10,140	-	10,140
Lease Expense	6,139	8,380	-	8,380	8,464	-	8,464	8,549	-	8,549	8,634	-	8,634
Total Operating Expenses	820,246	821,525	-	821,525	844,188	(4,018)	840,170	864,830	(8,009)	856,821	883,923	(8,005)	875,918
Gain/(Loss) from Operations	11,523	5,263	-	5,263	9,822	4,018	13,840	12,569	8,009	20,578	15,952	8,005	23,957
Non-Operating Income/(Loss)	1,201	-	-	-	-	-	-	-	-	-	-	-	-
Revenue Over/(Under) Expense	12,724	5,263	-	5,263	9,822	4,018	13,840	12,569	8,009	20,578	15,952	8,005	23,957
FTEs	4,698.9	4,744.4	-	4,744.4	4,768.1	-	4,768.1	4,791.9	-	4,791.9	4,815.9	-	4,815.9
*Volume Statistics:													
Patient Days	160,410	163,324	-	163,324	163,580	-	163,580	163,519	-	163,519	163,984	-	163,984
Discharges	31,894	32,274	-	32,274	32,328	-	32,328	32,316	-	32,316	32,408	-	32,408
Average Length of Stay	5.03	5.06	-	5.06	5.06	-	5.06	5.06	-	5.06	5.06	-	5.06

Provide projected inpatient and/or outpatient statistics for any new services and provide actual and projected inpatient and/or outpatient statistics for any existing services which will change due to the proposal.

Saint Francis Hospital and Medical Center (with out subsidiaries)

12. C (i). Please provide one year of actual results and three years of Total Facility projections of revenue, expense and volume statistics without, incremental to and with the CON proposal in the following reporting format:

Total Facility:

(In Thousands)

Description	FY 2014 Actual Results	FY 2015 Projected W/out CON	FY 2015 Projected Incremental	FY 2015 Projected With CON	FY 2016 Projected W/out CON	FY 2016 Projected Incremental	FY 2016 Projected With CON	FY 2017 Projected W/out CON	FY 2017 Projected Incremental	FY 2017 Projected With CON	FY 2018 Projected W/out CON	FY 2018 Projected Incremental	FY 2018 Projected With CON
NET PATIENT REVENUE													
Non-Government	302,822	322,022	-	322,022	320,415	-	320,415	334,980	-	334,980	346,292	-	346,292
Medicare	275,570	258,713	-	258,713	269,030	-	269,030	271,932	-	271,932	278,533	-	278,533
Medicaid and Other Medical Assistance	91,908	71,693	-	71,693	80,796	-	80,796	79,129	-	79,129	79,161	-	79,161
Other Government	329	386	-	386	900	-	900	1,000	-	1,000	1,030	-	1,030
Total Net Patient Revenue	670,630	652,814	-	652,814	671,141	-	671,141	687,042	-	687,042	705,015	-	705,015
Other Operating Revenue	32,428	31,827	-	31,827	31,382	-	31,382	32,009	-	32,009	32,713	-	32,713
Revenue from Operations	703,058	684,641	-	684,641	702,523	-	702,523	719,051	-	719,051	737,728	-	737,728
OPERATING EXPENSES													
Salaries and Fringe Benefits	323,297	327,800	-	327,800	337,675	-	337,675	347,848	-	347,848	357,176	-	357,176
Professional / Contracted Services	91,862	84,950	-	84,950	86,798	(1,250)	85,548	88,500	(2,496)	86,004	90,533	(2,499)	88,034
Supplies and Drugs	104,664	100,820	-	100,820	103,012	(1,483)	101,529	105,032	(2,962)	102,070	107,445	(2,965)	104,480
Bad Debts	21,848	20,864	-	20,864	20,871	-	20,871	20,158	-	20,158	18,896	-	18,896
Other Operating Expense	93,408	94,367	-	94,367	95,780	(1,379)	94,401	97,032	(2,736)	94,296	98,625	(2,722)	95,903
Subtotal	635,079	628,801	-	628,801	644,136	(4,112)	640,024	658,570	(8,194)	650,376	672,675	(8,186)	664,489
Depreciation/Amortization	35,799	37,152	-	37,152	38,896	-	38,896	41,033	-	41,033	43,186	-	43,186
Interest Expense	11,620	11,082	-	11,082	10,722	-	10,722	10,427	-	10,427	10,140	-	10,140
Lease Expense	6,139	6,203	-	6,203	6,265	-	6,265	6,328	-	6,328	6,391	-	6,391
Total Operating Expenses	688,637	683,238	-	683,238	700,019	(4,112)	695,907	716,358	(8,194)	708,164	732,392	(8,186)	724,206
Gain/(Loss) from Operations	14,421	1,403	-	1,403	2,504	4,112	6,616	2,693	8,194	10,887	5,336	8,186	13,522
Non-Operating Income/(Loss)	1,199	-	-	-	-	-	-	-	-	-	-	-	-
Revenue Over/(Under) Expense	15,620	1,403	-	1,403	2,504	4,112	6,616	2,693	8,194	10,887	5,336	8,186	13,522
FTEs	3,802.8	3,800.6	-	3,800.6	3,819.6	-	3,819.6	3,838.7	-	3,838.7	3,857.9	-	3,857.9
*Volume Statistics:													
Patient Days	151,868	153,378	-	153,378	153,634	-	153,634	153,573	-	153,573	154,038	-	154,038
Discharges	31,234	31,515	-	31,515	31,569	-	31,569	31,557	-	31,557	31,649	-	31,649
Average Length of Stay	4.86	4.87	-	4.87	4.87	-	4.87	4.87	-	4.87	4.87	-	4.87

Provide projected inpatient and/or outpatient statistics for any new services and provide actual and projected inpatient and/or outpatient statistics for any existing services which will change due to the proposal.

NOTE: This worksheet does not include eliminating entities from affiliates

EXHIBIT 27

*Finance Policy No. 1***EFFECTIVE DATE: June 12, 2014****POLICY TITLE:***Financial Assistance to Patients**To be reviewed every three years by:
Board of Directors***REVIEW BY: June 12, 2017****POLICY**

It is the Policy of [*CHE Trinity Health**] and [*each of its RHM*s] to address the need for financial assistance and support of patients for all eligible services provided under applicable state or federal law. Eligibility for financial assistance and support from the RHM is determined on an individual basis using specific criteria and evaluated on an assessment of the patient's and/or family's health care needs, financial resources and obligations.

[*CHE Trinity Health*] has a consistent approach to providing financial assistance to patients approved at the System governance level, which is implemented across all RHM through systemwide Procedures and Guidelines followed by each RHM and Subsidiary. Because of the dynamic nature of the environment, the impact will be closely monitored and revisited as necessary.

It is the Policy of [*CHE Trinity Health*] to require each RHM to follow [*CHE Trinity Health*] systemwide Procedures and Guidelines to implement this Policy. [*CHE Trinity Health*] has adopted and maintains, and all RHM will follow, systemwide Procedures and Guidelines that address the following six requirements to ensure a consistent approach:

I. Qualifying Criteria for Financial Assistance

All RHM will follow systemwide Procedures and Guidelines that specify the patients and services eligible for financial support and not eligible for financial support. All RHM will establish RHM charges based on amounts generally billed as determined by the System office. All RHM will follow systemwide Procedures that address residency requirements and documentation required for establishing income. All RHM will follow systemwide Procedures that describe the consideration required for patient assets, including protected assets. All RHM will follow systemwide procedures that describe presumptive support and the required timeline for establishing financial eligibility. All RHM will provide levels of financial support, including at a minimum support for Family Income at or below 200% of Federal Poverty Income Guidelines, and for Family Income between 201% and 400% of Federal Poverty Income as required by systemwide Procedures. All RHM will follow systemwide Procedures for accounting and reporting for financial support.

II. Assisting Patients Who May Qualify for Coverage

All RHM's will make affirmative efforts to help patients apply for public and private programs for which they may qualify and that may assist them in obtaining and paying for health care services, including adoption of procedures to help patients determine if they qualify as required by systemwide Procedures. All RHM's have discretion to adopt procedures to provide patients with premium assistance in accordance with the *[CHE Trinity Health]* systemwide Payment of Premiums Assistance Procedure.

III. Effective Communications

All RHM's will follow systemwide Procedures requiring the RHM to provide financial counseling, respond promptly and courteously to patients' questions, utilize a billing process that is clear, concise, correct and patient friendly, and make available specific information in an understandable format about what the RHM charges for services. All RHM's will post signs and display brochures that provide basic information about the RHM's Financial Assistance Policy ("FAP") in public locations in the RHM and list those public locations in the RHM's FAP, and make the RHM's FAP and a plain language summary and application form available to patients upon request in accordance with systemwide Procedures. All RHM's will post the FAP, a plain language summary, and an application form on the RHM's websites.

IV. Implementation of Accurate and Consistent Policies

As required by the systemwide Procedures and Guidelines all RHM's will provide staff education about billing, financial assistance, collection policies and practices, and treatment of all patients with dignity and respect regardless of their insurance status or their ability to pay for services.

V. Fair Billing and Collection Practices

All RHM's will implement billing and collection practices for the patient payment obligations that are fair, consistent and compliant with state and federal regulations, and make available to all patients who qualify a short term interest free payment plan with defined payment time frames based on the outstanding account balance as required by systemwide Procedures. All RHM's also will offer a loan program for patients who qualify. All RHM's will have written procedures outlining authority for approval of external debt collection activities. All RHM's will follow systemwide Procedures that identify debt collection activities that may be pursued by the *[CHE Trinity Health]* RHM or by a collection agent on their behalf. An RHM (or a collection agent on its behalf) may NOT pursue action against the debtor's person, such as arrest warrants or "body attachments." An RHM may have a System office approved arrangement with a collection agency, provided that such agreement meets criteria established by the *[CHE Trinity Health]* System office.

VI. Other Discounts

All RHM's will coordinate Financial Assistance to Patients with prompt pay, self-pay and other discounts as provided in systemwide Procedures.

Should any provision of this FAP conflict with the requirement of the law of the state in which the RHM operates, state law shall supersede the conflicting provision and the RHM shall act in conformance with applicable state law.

The Policy is intended to fulfill [*CHE Trinity Health*]'s and the RHM's commitment to

- Providing access to quality health care services with compassion, dignity and respect for those we serve, particularly the poor and the underserved in our communities;
- Caring for all persons, regardless of their ability to pay for services; and
- Assisting patients who cannot pay for part or all of the care that they receive.

[*CHE Trinity Health*] is a community of persons serving together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities. Aligned with our Core Values, in particular that of “Commitment To Those Who Are Poor”, we provide care for persons who are in need and give special consideration to those who are most vulnerable, including those who are unable to pay and those whose limited means make it extremely difficult to meet the health care expenses incurred.

SCOPE/APPLICABILITY

This is a [*CHE Trinity Health*] Mirror Policy. Therefore, this Policy applies to all organizations within [*CHE Trinity Health*], including its RHMs and Subsidiaries, and each RHM and Subsidiary within the System that provides or bills for patient care shall adopt an identical Policy.

DEFINITIONS

Policy means a statement of high-level direction on matters of strategic importance to [*CHE Trinity Health*] or a statement that further interprets [*CHE Trinity Health*]'s governing documents. System Policies may be either stand alone or Mirror Policies designated by the approving body.

Procedure means a document designed to implement a Policy or a description of specific required actions or processes.

Regional Health Ministry (“RHM”) means a first tier (direct) subsidiary, affiliate or operating division of [*CHE Trinity Health*] that maintains a governing body that has day-to-day management oversight of a designated portion of [*CHE Trinity Health*] System operations. RHMs may be based on a geographic market or dedication to a service line or business.

Standards or Guidelines mean additional instructions and guidance which assist in implementing Procedures, including those developed by accreditation or professional organizations.

Subsidiary means a legal entity in which a [*CHE Trinity Health*] RHM is the sole corporate member or sole shareholder.

RESPONSIBLE DEPARTMENT

Further guidance concerning this Policy may be obtained from the *[CHE Trinity Health]* Revenue Excellence Department.

RELATED PROCEDURES AND OTHER MATERIALS

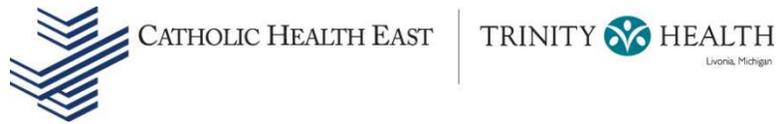
- *[CHE Trinity Health]* Revenue Excellence Procedure No. 02-12-06 Financial Assistance to Patients *{insert hyperlink}*

APPROVALS

Initial Approval: June 14, 2014 Stewardship Committee of the *[CHE Trinity Health]* Board of Directors

Subsequent Review/Revision(s): September 18, 2014

* *[CHE Trinity Health]* is being used as a placeholder until the new System name is announced.



*Revenue Excellence Procedure No. RE-02-12-07
Cf. Revenue Excellence Policy No. 2*

EFFECTIVE DATE: April 1, 2014

PROCEDURE TITLE:

Financial Assistance to Patients

*To be reviewed every three years by:
Revenue Excellence Revenue Integrity Committee*

REVIEW BY: April 1, 2017

Background

[CHE Trinity Health] is a community of persons serving together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities. Aligned with our Core Values, in particular that of “Commitment To Those Who Are Poor,” we provide care for persons who are in need and give special consideration to those who are most vulnerable, including those who are unable to pay and those whose limited means make it extremely difficult to meet the health care expenses incurred. *[CHE Trinity Health]* is committed to:

- Providing access to quality health care services with compassion, dignity and respect for those we serve, particularly the poor and the underserved in our communities;
- Caring for all persons, regardless of their ability to pay for services; and
- Assisting patients who cannot pay for part or all of the care that they receive.

This Procedure, which provides guidance re implementing the accompanying Mirror Policy of the same name, balances financial assistance with broader fiscal responsibilities and provides Regional Health Ministries (“RHMs”) with the *[CHE Trinity Health]* requirements for financial assistance for physician, acute care and post-acute care health care services. Each RHM will adopt the System Mirror Policy “Financial Assistance to Patients” and develop local operating procedures in compliance with these requirements.

PROCEDURE

I. Qualifying Criteria for Financial Assistance

RHMs will establish and maintain the *[CHE Trinity Health]* Financial Assistance to Patients Policy (“FAP”) designed to address the need for financial assistance and support to patients for all eligible services as provided under applicable state or federal law. Eligibility for financial assistance and support from the RHM will be determined on an individual basis using specific

criteria and evaluated on an assessment of the patient's and/or Family's health care needs, financial resources and obligations.

a. Services eligible for Financial Support:

- i. All medically necessary services, including medical and support services provided by the RHM, will be eligible for Financial Support.
- ii. Emergency medical care services will be provided to all patients who present to the RHM's emergency department, regardless of the patient's ability to pay. Such medical care will continue until the patient's condition has been stabilized prior to any determination of payment arrangements.

b. Services not eligible for Financial Support:

- i. Cosmetic services, other elective procedures and services that are not medically necessary.
- ii. Services not provided and billed by the RHM (*e.g.* independent physician services, private duty nursing, ambulance transport, etc.).
- iii. As provided in section II, RHMs will make affirmative efforts to help patients apply for public and private programs. RHMs may deny Financial Support to those individuals who do not cooperate in applying for programs that may pay for their health care services, but shall not engage in extraordinary collection efforts that could jeopardize the RHM's tax exempt status.
- iv. RHMs may exclude services that are covered by an insurance program at another provider location but are not covered at [*CHE Trinity Health*] RHMs after efforts are made to educate the patients and provided that federal Emergency Medical Treatment and Active Labor Act (EMTALA) obligations are satisfied.

c. Residency requirements

- i. RHMs will provide Financial Support to patients who reside within their service areas and qualify under the RHM's FAP.
- ii. RHMs may identify service areas in their FAP and include Service Area information in procedure design and training. RHM with a Service Area residency requirement will start with the list of zip codes provided by System Office Strategic Planning that define the RHMs service areas. RHMs will verify service areas in consultation with their local Community Benefit department. Eligibility will be determined by the RHM using the patient's primary residence zip code.

- iii. RHMs will provide Financial Support to patients from outside their service areas who qualify under the RHM FAP and who present with an Urgent, Emergent or life-threatening condition.
 - iv. RHMs will provide Financial Support to patients identified as needing service by physician foreign mission programs conducted by active medical staff for which prior approval has been obtained from the RHM's President or designee.
- d. Documentation for Establishing Income
- i. Information provided to the RHM by the patient and/or Family should include earned income, including monthly gross wages, salary and self-employment income; unearned income including alimony, retirement benefits, dividends, interest and Income from any other source; number of dependents in household; and other information to determine the patient's financial resources.
 - ii. Supporting documents such as payroll stubs, tax returns, and credit history may be requested to support information reported and shall be maintained with the completed application and assessment.
- e. Consideration for Patient Assets
- i. RHMs will also establish a threshold level of assets above which the patient's/Family's assets will be used for payment of medical expenses and liabilities to be considered in assessing the patient's financial resources.

Protection of certain types of assets and protection of certain levels of assets may be provided in the RHM's FAP.

Protected Assets:

- Equity in primary residence up to an amount determined by the RHM. [*CHE Trinity Health*] recommends protecting 50% of the equity up to \$50,000;
- Business use vehicles;
- Tools or equipment used for business; reasonable equipment required to remain in business;
- Personal use property (clothing, household items, furniture);
- IRAs, 401K, cash value retirement plans;
- Financial awards received from non-medical catastrophic emergencies;
- Irrevocable trusts for burial purposes, prepaid funeral plans; and/or
- Federal/State administered college savings plans.

All other assets will be considered available for payment of medical expenses. Available assets above a certain threshold can either be used to pay for medical expenses or, alternatively, RHMs may count the excess available assets as current year Income in establishing the level of discount to be offered to the patient. A

minimum amount of available assets should be protected. The minimum amount is determined by the RHM. *[CHE Trinity Health]* recommends the minimum amount be set at \$5,000.

f. Presumptive Support

- i. RHMs recognize that not all patients are able to provide complete financial information. Therefore, approval for Financial Support may be determined based on limited available information. When such approval is granted it is classified as “Presumptive Support”.
- ii. The predictive model is one of the reasonable efforts that will be utilized by RHMs to identify patients who may qualify for financial assistance prior to initiating collection actions, *i.e.* write-off to bad debt and referral to collection agency, for the patient account. This predictive model enables *[CHE Trinity Health]* RHMs to systematically identify financially needy patients.
- iii. Examples of presumptive cases include:
 - deceased patients with no known estate;
 - homeless patients;
 - unemployed patients;
 - non-covered medically necessary services provided to patients qualifying for public assistance programs;
 - patient bankruptcies; and
 - members of religious organizations who have taken a vow of poverty and have no resources individually or through the religious order.
- iv. For patients who are non-responsive to the application process, other sources of information, if available, should be used to make an individual assessment of financial need. This information will enable the RHM to make an informed decision on the financial need of non-responsive patients.
- v. For the purpose of helping financially needy patients, a third-party may be utilized to conduct a review of patient information to assess financial need. This review utilizes a health care industry-recognized, predictive model that is based on public record databases. These public records enable the RHM to assess whether the patient is characteristic of other patients who have historically qualified for financial assistance under the traditional application process. In cases where there is an absence of information provided directly by the patient, and after efforts to confirm coverage availability are exhausted, the predictive model provides a systematic method to grant presumptive eligibility to financially needy patients.
- vi. In the event a patient does not qualify under the predictive model, the patient may still provide supporting information within established timelines and be considered under the traditional financial assistance application process.

- vii. Patient accounts granted presumptive support status will be adjusted using *Presumptive Financial Support* transaction codes at such time the account is deemed uncollectable and prior to referral to collection or write-off to bad debt. The discount granted will be classified as Financial Support; the patient's account will not be sent to collection and will not be included in the RHM's bad debt expense.

g. Timeline for Establishing Financial Eligibility

- i. Every effort should be made to determine a patient's eligibility for Financial Support prior to or at the time of admission or service. Financial assistance applications will be accepted until one year after the first billing statement to the patient.
- ii. Determination for Financial Support will be made after all efforts to qualify the patient for governmental financial assistance or other programs have been exhausted.
- iii. RHMs will make every effort to make a Financial Support determination in a timely fashion. If other avenues of Financial Support are being pursued, the RHM will communicate with the patient regarding the process and expected timeline for determination and shall not attempt collection efforts while such determination is being made.
- iv. Once qualification for Financial Support has been determined, subsequent reviews for continued eligibility for subsequent services should be made after a reasonable time period as determined by the RHM.

h. Level of Financial Support

- i. Each RHM will follow the Income guidelines established below in evaluating a patient's eligibility for Financial Support. A percentage of the Federal Poverty Level (FPL) Guidelines which are updated on an annual basis, is used for determining a patient's eligibility for Financial Support. However, other factors, as identified above, also should be considered such as the patient's financial status and/or ability to pay as determined through the assessment process.
- ii. RHMs are expected to implement the recommended level of Financial Support set forth in this Procedure. It is recognized that local demographics and the Financial Support policies offered by other providers in the community may expose some RHMs to large financial risks and a financial burden which could threaten the RHM's long-term ability to provide high quality care. RHMs may request approval to implement thresholds that are less than or greater than the recommended amounts from [*CHE Trinity Health*]'s Chief Financial Officer.
- iii. Family Income at or below 200% of the Federal Poverty Level Guidelines:

- A full discount off total charges will be provided for Uninsured Patients whose Family's Income is at or below 200% of the most recent Federal Poverty Level Guidelines.
- iv. Family Income between 201% and 400% of the Federal Poverty Level Guidelines:
- A discount off total charges equal to the RHM's average acute care contractual adjustment for Medicare will be provided for acute care patients whose Family Income is between 201% and 400% of the Federal Poverty Level Guidelines. A discount off total charges equal to the RHM's physician contractual adjustment for Medicare will be provided for ambulatory patients whose Family Income is between 201% and 400% of Federal Poverty Level Guidelines. The RHM's acute and physician average contractual adjustment amount for Medicare will be calculated utilizing the look back methodology of calculating the sum of paid claims divided by the total or "gross" charges for those claims by the System Office or RHM annually using twelve months of paid claims with a 30 day lag from report date to the most recent discharge date.
- v. Patients with Family Income up to and including 200% of the Federal Poverty Level Guidelines will be eligible for Financial Support for co-pay and deductible amounts provided that there is no conflict with contractual arrangements with the patient's insurer and that they apply for financial assistance.
- vi. Medically Indigent Support / Catastrophic: Financial support is also provided for medically indigent patients. Medical indigence occurs when a person is unable to pay some or all of their medical bills because their medical expenses exceed a certain percentage of their Family or household Income (for example, due to catastrophic costs or conditions), regardless of whether they have Income or assets that otherwise exceed the financial eligibility requirements for free or discounted care under the RHM's FAP. Catastrophic costs or conditions occur when there is a loss of employment, death of primary wage earner, excessive medical expenses or other unfortunate events. Medical indigence/catastrophic circumstances will be evaluated on a case-by-case basis that includes a review of the patient's Income, expenses and assets. If an insured patient claims catastrophic circumstances and applies for financial assistance, medical expenses for an episode of care that exceed 20% of Income will permit co-pays and deductibles to qualify as catastrophic charity care. Discounts for medically indigent care for the uninsured will not be less than the RHM's average contractual adjustment amount for Medicare for the services provided or an amount to bring the patients catastrophic medical expense to Income ratio back to 20%. Medically indigent and catastrophic financial assistance will be approved by the RHM CFO and reported to the System Office Chief Financial Officer.
- vii. While Financial Support should be made in accordance with the RHM's established written criteria, it is recognized that occasionally there will be a need for granting additional Financial Support to patients based upon individual considerations. Such

individual considerations will be approved by the RHM CFO and reported to the System Office Chief Financial Officer.

i. Accounting and Reporting for Financial Support

- i. In accordance with the Generally Accepted Accounting Principles, Financial Support provided by [*CHE Trinity Health*] is recorded systematically and accurately in the financial statements as a deduction from revenue in the category “Charity Care”. For the purposes of Community Benefit reporting, charity care is reported at estimated cost associated with the provision of “Charity Care” services in accordance with the Catholic Health Association.
- ii. The following guidelines are provided for the financial statement recording of Financial Support:
 - Financial support provided to patients under the provisions of “Financial Assistance Program”, including the adjustment for amounts generally accepted as payment for patients with insurance, will be recorded under “Charity Care Allowance.”
 - Write-off of charges for patients who have not qualified for Financial Support under this Procedure and who do not pay will be recorded as “Bad Debt.”
 - Prompt pay discounts will be recorded under “Operational Adjustments-Administrative” or “Contractual Allowance.”
 - Accounts initially written-off to bad debt and subsequently returned from collection agencies where the patient was determined to have met the Financial Support criteria based on information obtained by the collection agency will be reclassified from “Bad Debt” to “Charity Care Allowance”.

II. Assisting Patients Who May Qualify for Coverage

- a. RHMs will make affirmative efforts to help patients apply for public and private programs for which they may qualify and that may assist them in obtaining and paying for health care services. Premium assistance may also be granted on a discretionary basis according to [*CHE Trinity Health*]’s “Payment of QHP Premiums and Patient Payables Procedure.”
- b. RHMs will have understandable, written procedures to help patients determine if they qualify for public assistance programs or the RHM’s FAP.

III. Effective Communications

- a. RHMs will provide financial counseling to patients about their health care bills related to the services they received at the RHM and will make the availability of such counseling known.
- b. RHMs will respond promptly and courteously to patients' questions about their bills and requests for financial assistance.
- c. RHMs will utilize a billing process that is clear, concise, correct and patient friendly.
- d. RHMs will make available for review by the public specific information in an understandable format about what they charge for services.
- e. RHMs will post signs and display brochures that provide basic information about their FAP in public locations in the RHM and list those public locations in the RHM's FAP.
- f. RHMs will make the FAP, a plain language summary of the FAP and the FAP application form available to patients upon request, in public places in the RHM, by mail and on the RHM website. Any individual with access to the Internet must be able to view, download and print a hard copy of these documents. The RHM must provide any individual who asks how to access a copy of the FAP, FAP application form, or plain language summary of the FAP online with the direct website address, or URL, where these documents are posted.
- g. These documents will be made available in English and in the primary language of any population with limited proficiency in English that constitutes more than 10 percent of the residents of the community served by the RHM. RHMs will list on their website and in the President's office the locations in the RHM where these documents are available.
- h. RHMs will provide a description in the FAP of the measures taken to notify members of the community served by the RHM about the FAP. Such measures may include, for example, the distribution of information sheets summarizing the FAP to local public agencies and nonprofit organizations that address the health needs of the community's low income populations.

IV. Implementation of Accurate and Consistent Policies

- a. Patient Financial Services and Patient Access will educate staff members who work closely with patients (including those working in patient registration and admitting, financial assistance, customer service, billing and collections, physician offices) about billing, financial assistance, collection policies and practices, and treatment of all patients with dignity and respect regardless of their insurance status or their ability to pay for services.
- b. RHMs will honor Financial Support commitments that were approved under previous financial assistance guidelines. At the end of that eligibility period the patient may be re-evaluated for Financial Support using the guidelines established in this Procedure.

V. Fair Billing and Collection Practices

- a. RHMs will implement billing and collection practices for the patient payment obligations that are fair, consistent and compliant with state and federal regulations.
- b. RHMs will make available to all patients who qualify a short term interest free payment plan with defined payment time frames based on the outstanding account balance. RHMs will also offer a loan program for patients who qualify.
- c. RHMs will have written procedures outlining when and under whose authority a patient debt is advanced for external collection activities that are consistent with this Procedure.
- d. The following collection activities may be pursued by the [*CHE Trinity Health*] RHM or by a collection agent on their behalf:
 - i. Communicate with patients (call, written, fax, text, email, etc.) and their representatives in compliance with the Fair Debt Collections Act, clearly identifying the RHM. The patient communications will also comply with HIPAA privacy regulations.
 - ii. Solicit payment of the estimated patient payment obligation portion at the time of service in compliance with EMTALA regulations and state laws.
 - iii. Provide low-interest loan program for payment of outstanding debts for patients who have the ability to pay but cannot meet the short-term payment requirements.
 - iv. Report outstanding debts to Credit Bureaus only after all aspects of this Procedure have been applied and after reasonable collection efforts have been made in conformance with the RHM FAP.
 - v. Pursue legal action for individuals who have the means to pay but do not pay or who are unwilling to pay. Legal action also may be pursued for the portion of the unpaid amount after application of the RHM's FAP. An approval by the [*CHE Trinity Health*] or RHM CEO/CFO, or the functional leader for Patient Financial Services for those RHMs utilizing the [*CHE Trinity Health*] shared service center must be obtained prior to commencing a legal proceeding or proceeding with a legal action to collect a judgment (i.e. garnishment of wages, debtor's exam).
 - vi. Place liens on property of individuals who have the means to pay but do not or who are unwilling to pay. Liens may be placed for the portion of the unpaid amount after application of the RHM's FAP. Placement of lien requires approval by the [*CHE Trinity Health*] or RHM CEO/CFO, or the functional leader for Patient Financial Services for those RHMs utilizing the [*CHE Trinity Health*] shared service center. Liens on primary residence can only be exercised upon the sale of property and will

protect certain asset value in the property as documented in each RHM's Procedure. *[CHE Trinity Health]* recommends protecting 50% of the equity up to \$50,000.

- e. RHMs (or a collection agent on their behalf) shall not pursue action against the debtor's person, such as arrest warrants or "body attachments." *[CHE Trinity Health]* recognizes that a court of law may impose an arrest warrant or other similar action against a defendant for failure to comply with a court's order or for other violations of law related to a collection effort. While in extreme cases of willful avoidance and failure to pay a justly due amount when adequate resources are available to do so a court order may be issued; in general, the RHM will first use its efforts to convince the public authorities not to take such an action and, if not successful, consider the appropriateness of ceasing the collection effort to avoid an action against the person of the debtor.
- f. RHMs may have a System Office approved arrangement with a collection agency, provided that such agreement meets the following criteria:
 - i. The agreement with a collection agency must be in writing;
 - ii. Neither the RHM nor the collection agency may at any time pursue action against the debtor's person, such as arrest warrants or "body attachments;"
 - iii. The agreement must define the standards and scope of practices to be used by outside collection agents acting on behalf of the RHM, all of which must be in compliance with this Procedure;
 - iv. No legal action may be undertaken by the collection agency without the prior written permission of the RHM;
 - v. *[CHE Trinity Health]* Legal Services must approve all terms and conditions of the engagement of attorneys to represent the RHM in collection of accounts;
 - vi. All decisions as to the manner in which the claim is to be handled by the attorney, whether suit is to be brought, whether the claim is to be compromised or settled, whether the claim is to be returned to the RHM, and any other matters related to resolution of the claim by the attorney shall be made by the RHM in consultation with *[CHE Trinity Health]* Legal Services;
 - vii. Any request for legal action to collect a judgment (*i.e.*, lien, garnishment, debtor's exam) must be approved in writing and in advance with respect to each account by the appropriate authorized RHM representative as detailed in section V;
 - viii. The RHM must reserve the right to discontinue collection actions at any time with respect to any specific account; and
 - ix. The collection agency must agree to indemnify RHM for any violation of the terms of its written agreement with the RHM.

VI. Other Discounts

- a. Prompt Pay Discounts: RHMs may develop a prompt pay discount program which will be limited to balances equal to or greater than \$200.00 and will be no more than 20% of the balance due. The prompt pay discount is to be offered at the time of service and recorded as a contractual adjustment and cannot be recorded as charity care on the financial statements.
- b. Self-Pay Discounts: RHMs will apply a standard self-pay discount off of charges for all registered self-pay patients that do not qualify for financial assistance (e.g., >400% of FPL) based on the highest commercial rate paid.
- c. Additional Discounts: Adjustments in excess of the percentage discounts described in this Procedure may be made on a case-by-case basis upon an evaluation of the collectability of the account and authorized by the RHM's established approval levels.

Should any provision of this FAP conflict with the requirement of the law of the state in which the *[CHE Trinity Health]* RHM operates, state law shall supersede the conflicting provision and the RHM shall act in conformance with applicable state law.

SCOPE/APPLICABILITY

This Procedure is intended to apply to all *[CHE Trinity Health]* RHMs and Subsidiaries that provide or bill for patient care.

This Procedure is based on a *[CHE Trinity Health]* "Mirror Policy." Thus, all *[CHE Trinity Health]* RHMs and Subsidiaries that provide or bill for patient care shall be required to adopt a local Procedure that "mirrors" (*i.e.*, is identical to) the System office Procedure. Questions in this regard should be referred to the *[CHE Trinity Health]* Office of General Counsel.

DEFINITIONS

Emergent medical services are those needed for a condition that may be life threatening or the result of a serious injury and requiring immediate medical attention. This medical condition is generally governed by Emergency Medical Treatment and Active Labor Act (EMTALA).

Executive Leadership Team ("ELT") means the group that is composed of the highest level of management at *[CHE Trinity Health]*.

Family (as defined by the U.S. Census Bureau) is a group of two or more people who reside together and who are related by birth, marriage, or adoption. If a patient claims someone as a dependent on their income tax return, according to the Internal Revenue Service rules, they may be considered a dependent for the purpose of determining eligibility under the RHM's FAP.

Family Income - A person's Family Income includes the Income of all adult Family members in the household. For patients under 18 years of age, Family Income includes that of the parents and/or step-parents, or caretaker relatives' annual Income from the prior 12 month period or the prior tax year as shown by recent pay stubs or income tax returns and other information. Proof of earnings may be determined by annualizing the year-to-date Family Income, taking into consideration the current earnings rate.

Financial Support means support (charity, discounts, etc.) provided to patients for whom it would be a hardship to pay for the full cost of medically necessary services provided by [*CHE Trinity Health*] who meet the eligibility criteria for such assistance.

Income includes wages, salaries, salary and self-employment income, unemployment compensation, worker's compensation, payments from Social Security, public assistance, veteran's benefits, child support, alimony, educational assistance, survivor's benefits, pensions, retirement income, regular insurance and annuity payments, income from estates and trusts, rents received, interest/dividends, and income from other miscellaneous sources.

Policy means a statement of high-level direction on matters of strategic importance to [*CHE Trinity Health*] or a statement that further interprets [*CHE Trinity Health*]'s governing documents. System Policies may be either stand alone or Mirror Policies designated by the approving body.

Procedure means a document designed to implement a Policy or a description of specific required actions or processes.

Regional Health Ministry ("RHM") means a first tier (direct) subsidiary, affiliate or operating division of [*CHE Trinity Health*] that maintains a governing body that has day-to-day management oversight of a designated portion of [*CHE Trinity Health*] System operations. RHMs may be based on a geographic market or dedication to a service line or business.

Service Area is the list of zip codes comprising a RHMs service market area constituting a "community of need" for primary health care services.

Standards or Guidelines mean additional instructions and guidance which assist in implementing Procedures, including those developed by accreditation or professional organizations.

Subsidiary means a legal entity in which a [*CHE Trinity Health*] RHM is the sole corporate member or sole shareholder.

Uninsured Patient means an individual who is uninsured, having no third-party coverage by a commercial third-party insurer, an ERISA plan, a Federal Health Care Program (including without limitation Medicare, Medicaid, SCHIP, and CHAMPUS), Worker's Compensation, or other third party assistance to cover all or part of the cost of care, including claims against third parties covered by insurance to which [*CHE Trinity Health*] is subrogated, but only if payment is actually made by such insurance company.

Urgent (service level) are medical services are those needed for a condition that is not life threatening, but requiring timely medical services.

RESPONSIBLE DEPARTMENT

Further guidance concerning this Procedure may be obtained from the VP, Patient Financial Services, in the Revenue Excellence Department.

RELATED PROCEDURES AND OTHER MATERIALS

- *[CHE Trinity Health]* Revenue Excellence Policy No. 2: “Financial Assistance to Patients” (“FAP”) <http://ecm.trinity-health.org/RevenueExcellence/ReimbursementRevenueIntegrity/Compliance/Policies/index.htm>
-
- *[CHE Trinity Health]* Revenue Excellence Policy No. 3: "Payment of QHP Premiums and Patient Payables" *[add hyperlink]*
- Patient Protection and Affordable Care Act: Statutory Section 501(r)
- Internal Revenue Service Schedule H (Form 990)
- Department of Treasury, Internal Revenue Service, Additional Requirements for Charitable Hospitals; Proposed Rule: Volume 77, No. 123, Part II, 26 CFR, Part 1

APPROVALS

Initial Approval: April 1, 2014

Subsequent Review/Revision(s): *[insert dates of all subsequent reviews/revisions]*

“[CHE Trinity Health]” is being used as a placeholder until a new System name is announced.



CATHOLIC HEALTH EAST



TRINITY



HEALTH

Livonia, Michigan

Revenue Excellence Policy No. 2
System Mirror Policy

EFFECTIVE DATE: June 12, 2014

POLICY TITLE:

Financial Assistance to Patients

To be reviewed every three years by:
Board of Directors

REVIEW BY: June 12, 2017

POLICY

It is the Policy of [*CHE Trinity Health**] and each of its RHM's to address the need for financial assistance and support of patients for all eligible services as provided under applicable state or federal law. Eligibility for financial assistance and support from the RHM is determined on an individual basis using specific criteria and evaluated on an assessment of the patient's and/or family's health care needs, financial resources and obligations.

[*CHE Trinity Health*] has a consistent approach to providing financial assistance to patients approved at the System governance level, which is implemented across all RHM's through systemwide Procedures and Guidelines followed by each RHM and Subsidiary. Because of the dynamic nature of the environment, the impact will be closely monitored and revisited as necessary.

It is the Policy of [*CHE Trinity Health*] to require each RHM to follow [*CHE Trinity Health*] systemwide Procedures and Guidelines to implement this Policy. [*CHE Trinity Health*] has adopted and maintains, and all RHM's will follow, systemwide Procedures and Guidelines that address the following six requirements to ensure a consistent approach:

I. Qualifying Criteria for Financial Assistance

All RHM's will follow systemwide Procedures and Guidelines that specify the patients and services eligible for financial support and not eligible for financial support. All RHM's will establish RHM charges based on amounts generally billed as determined by the System office. All RHM's will follow systemwide Procedures that address residency requirements and documentation required for establishing income. All RHM's will follow systemwide Procedures that describe the consideration required for patient assets, including protected assets. All RHM's will follow systemwide procedures that describe presumptive support and the required timeline for establishing financial eligibility. All RHM's will provide levels of financial support,

including at a minimum support for Family Income at or below 200% of Federal Poverty Income Guidelines, and for Family Income between 201% and 400% of Federal Poverty Income as required by systemwide Procedures. All RHM's will follow systemwide Procedures for accounting and reporting for financial support.

II. Assisting Patients Who May Qualify for Coverage

All RHM's will make affirmative efforts to help patients apply for public and private programs for which they may qualify and that may assist them in obtaining and paying for health care services, including adoption of procedures to help patients determine if they qualify as required by systemwide Procedures. All RHM's have discretion to adopt procedures to provide patients with premium assistance in accordance with the *[CHE Trinity Health]* systemwide Payment of Premiums Assistance Procedure.

III. Effective Communications

All RHM's will follow systemwide Procedures requiring the RHM to provide financial counseling, respond promptly and courteously to patients' questions, utilize a billing process that is clear, concise, correct and patient friendly, and make available specific information in an understandable format about what the RHM charges for services. All RHM's will post signs and display brochures that provide basic information about the RHM's Financial Assistance Policy ("FAP") in public locations in the RHM and list those public locations in the RHM's FAP, and make the RHM's FAP and a plain language summary and application form available to patients upon request in accordance with systemwide Procedures. All RHM's will post the FAP, a plain language summary, and an application form on the RHM's websites.

IV. Implementation of Accurate and Consistent Policies

As required by the systemwide Procedures and Guidelines, all RHM's will provide staff education about billing, financial assistance, collection policies and practices, and treatment of all patients with dignity and respect regardless of their insurance status or their ability to pay for services.

V. Fair Billing and Collection Practices

All RHM's will implement billing and collection practices for the patient payment obligations that are fair, consistent and compliant with state and federal regulations, and make available to all patients who qualify a short term interest free payment plan with defined payment time frames based on the outstanding account balance as required by systemwide Procedures. All RHM's also will offer a loan program for patients who qualify. All RHM's will have written procedures outlining authority for approval of external debt collection activities. All RHM's will follow systemwide Procedures that identify debt collection activities that may be pursued by the *[CHE Trinity Health]* RHM or by a collection agent on their behalf. An RHM (or a collection agent on its behalf) may NOT pursue action against the debtor's person, such as arrest warrants or "body attachments." An RHM may have a System office approved arrangement with a collection agency, provided that such agreement meets criteria established by the *[CHE Trinity Health]* System office.

VI. Other Discounts

All RHM's will coordinate Financial Assistance to Patients with prompt pay, self-pay and other discounts as provided in systemwide Procedures.

Should any provision of this FAP conflict with the requirement of the law of the state in which the RHM operates, state law shall supersede the conflicting provision and the RHM shall act in conformance with applicable state law.

The Policy is intended to fulfill *[CHE Trinity Health]*'s and the RHM's commitment to

- Providing access to quality health care services with compassion, dignity and respect for those we serve, particularly the poor and the underserved in our communities;
- Caring for all persons, regardless of their ability to pay for services; and
- Assisting patients who cannot pay for part or all of the care that they receive.

[CHE Trinity Health] is a community of persons serving together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities. Aligned with our Core Values, in particular that of "Commitment To Those Who Are Poor", we provide care for persons who are in need and give special consideration to those who are most vulnerable, including those who are unable to pay and those whose limited means make it extremely difficult to meet the health care expenses incurred.

SCOPE/APPLICABILITY

This is a *[CHE Trinity Health]* Mirror Policy. Therefore, this Policy applies to all organizations within *[CHE Trinity Health]*, including its RHM's and Subsidiaries, and each RHM and Subsidiary within the System that provides or bills for patient care shall adopt an identical Policy (template available).

DEFINITIONS

Policy means a statement of high-level direction on matters of strategic importance to *[CHE Trinity Health]* or a statement that further interprets *[CHE Trinity Health]*'s governing documents. System Policies may be either stand alone or Mirror Policies designated by the approving body.

Procedure means a document designed to implement a Policy or a description of specific required actions or processes.

Regional Health Ministry ("RHM") means a first tier (direct) subsidiary, affiliate or operating division of *[CHE Trinity Health]* that maintains a governing body that has day-to-day management oversight of a designated portion of *[CHE Trinity Health]* System operations. RHM's may be based on a geographic market or dedication to a service line or business.

Standards or Guidelines mean additional instructions and guidance which assist in implementing Procedures, including those developed by accreditation or professional organizations.

Subsidiary means a legal entity in which a *[CHE Trinity Health]* RHM is the sole corporate member or sole shareholder.

RESPONSIBLE DEPARTMENT

Further guidance concerning this Policy may be obtained from the *[CHE Trinity Health]* Revenue Excellence Department.

RELATED PROCEDURES AND OTHER MATERIALS

- *[CHE Trinity Health]* Revenue Excellence Procedure No. 02-12-07 Financial Assistance to Patients <http://ecm.trinity-health.org/RevenueExcellence/ReimbursementRevenueIntegrity/Compliance/Policies/index.htm>
-

APPROVALS

Initial Approval: June 14, 2014 Stewardship Committee of the *[CHE Trinity Health]* Board of Directors

Subsequent Review/Revision(s):

* *[CHE Trinity Health]* is being used as a placeholder until the new System name is announced.

EXHIBIT 28

COMMUNITY SOLUTIONS

March 3, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

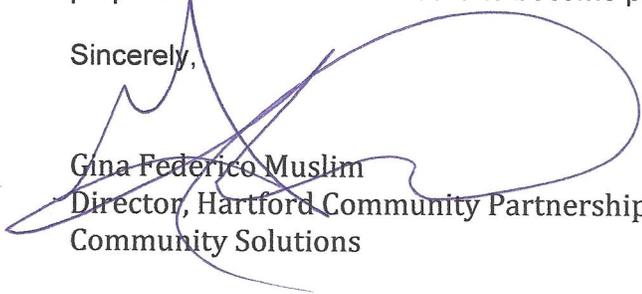
We at Community Solutions care very deeply about the health, safety and welfare of the individuals who live in our City and State; we are fortunate to have Saint Francis *Care* serving our residents and the community in a compassionate way.

Saint Francis *Care* is a national leader in health care quality and patient safety. Saint Francis *Care* is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,



Gina Federico Muslim
Director, Hartford Community Partnership
Community Solutions

125 Maiden Lane, Suite 16C
New York, NY 10038
Tel 646 797 4370
Fax 646 797 4371
www.cmtysolutions.org
www.100khomes.org



WHEELER CLINIC
Fostering positive change.

February 9, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a large, comprehensive integrated care provider serving thousands of children, families and individuals in Hartford, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents.

The services provided by Saint Francis *Care* are stellar. Saint Francis *Care* is a national leader in health care quality and patient safety. Saint Francis *Care* is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,

Susan Walkama, LCSW
President and CEO



AHNA

Asylum Hill Neighborhood Association
A Neighborhood NRZ



February 20, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As President of the Asylum Hill Neighborhood Association, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents. We would affirm the community-responsive approach from Saint Francis through the Curtis D. Robinson Center for Health Equity as a key gateway to Saint Francis services for culturally appropriate care for everyone in our community. We hear directly from our neighborhoods: families from diverse backgrounds have made it clear: Saint Francis commitment to outreach, better access to services and listening to the needs of our community is proven and appreciated.

Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,

Yvonne Matthews
Chair, Asylum Hill Neighborhood Association



February 16, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

I write in support of the Certificate of Need Application filed by Saint Francis *Care* and Trinity Health for Saint Francis *Care* to join the non-profit Trinity Health system.

Saint Francis *Care* provides important resources to the community that relies on its services. We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. In joining Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis *Care*'s own well-established services.

I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,

A handwritten signature in blue ink that reads "Martin J. Gavin".

Martin J. Gavin
President and CEO



February 19, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

CHR is the most comprehensive behavioral health system of care in Connecticut, providing and managing mental health and addiction treatment services, supportive housing, child welfare, foster care, employment services, recovery-support services, basic needs and other services to adults, children, adolescents, families. CHR provided services to more than 18,500 people last year. We provide over 80 programs at 32 locations. We have been operating an extensive continuum of services for over 45 years. Our reputation for excellence is well-known throughout the communities we serve.

As President and CEO, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis Care serving our residents.

The services provided by Saint Francis Care are stellar. Saint Francis Care is a national leader in health care quality and patient safety. Saint Francis Care is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis Care and it is important that we take actions that best position Saint Francis Care to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. By allowing Saint Francis Care to join Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,



Heather M. Gates
President/CEO

February 10, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

I write in support of the Certificate of Need Application filed by Saint Francis Care and Trinity Health for Saint Francis Care to join the non-profit Trinity Health system.

Saint Francis Care is a national leader in health care quality and patient safety, and has received many quality awards from prestigious organizations such as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our communities rely on Saint Francis Care and it is important that Saint Francis Care be well-positioned to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. In joining Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis Care's own well-established services.

I applaud both organizations for their vision to improve the delivery of health care services in Connecticut. I am confident that our state will continue to receive outstanding healthcare going forward when this partnership is finalized. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,



Robert E. Smanik, FACHE
President & Chief Executive Officer



R. Nelson Griebel
President & Chief Executive Officer

31 Pratt Street, 5th Floor
Hartford, CT 06103
tel (860) 728-2277
fax (860) 293-2592
oz@metrohartford.com

February 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application – Saint Francis Care

Dear Ms. Martone:

The Alliance serves as the Region's economic development leader and the City's Chamber of Commerce, and our investors include businesses of all sizes, health care providers, and arts and higher education institutions as well as the municipalities of North Central Connecticut. Our mission is to ensure that the Region competes aggressively and successfully for jobs, capital, and talent so that it thrives as one of the country's premier places for all people to live, play, work, and raise a family.

One of our primary areas of strategic focus is to ensure that the City is the dynamic urban core of the Region. In the context of that strategic focus, we write in enthusiastic support of the Certificate of Need Application by Saint Francis Care, a Leadership Investor or the Alliance, to become part of the Trinity Health System.

Saint Francis Care, a national leader in healthcare quality and patient safety, provides invaluable services to hundreds of thousands of Connecticut residents each year as well as others from throughout New England and elsewhere. In addition, Saint Francis Care is one of our Region's most important employers and an exemplary civic leader.

In submitting this letter, we underscore our recognition of the fact that healthcare reimbursement is undergoing radical change at both the federal and state levels, change that requires hospitals to do more with less and to enhance their focus on health and wellness while also caring for the sick. We also recognize that Trinity Health is one of the largest and most successful healthcare systems in the country and, as such, will bring economies of scale and capital investment that will enable Saint Francis Care to continue to provide its invaluable services on a sound financial foundation supported by the best operational practices.

In closing, we emphasize our support for actions that best position Saint Francis Care to meet the challenges of an increasingly complex healthcare system and underscore our endorsement of the application by Saint Francis Care to become part of the Trinity Health System. Please contact me at 860-728-2277 if you have any questions or require additional information. We thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Nelson Griebel", is written over a large, stylized graphic element in the bottom right corner of the page. The graphic consists of several overlapping, semi-transparent shapes in shades of orange, yellow, and green, resembling a stylized sunburst or fan.

cc: Chris Dadlez
Chris Hartley



175 Main Street
Hartford, CT 06106
P 860.527.0856
F 860.724.0437

February 13, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As President & CEO of the Hispanic Health Council, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents.

The services provided by Saint Francis *Care* are stellar. Saint Francis *Care* is a national leader in health care quality and patient safety. Saint Francis *Care* is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

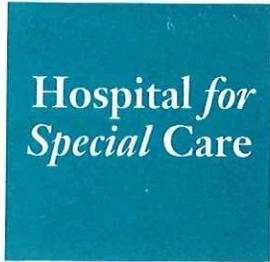
We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,

A handwritten signature in blue ink, appearing to read "Jose Ortiz", is written over a light blue circular stamp.

Jose Ortiz, President & CEO



February 25, 2015

Kimberly Martone, Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS # 13HCA
PO Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application: Saint Francis *Care* and its
Subsidiaries, to Operate as part of Trinity Health

Dear Ms. Martone:

I am writing to you in support of Saint Francis *Care*'s Certificate of Need application requesting approval to join the not-for-profit health care delivery system, Trinity Health.

As a leader in health care quality and patient safety, Saint Francis *Care* has received a number of noteworthy awards from organizations such as Health Grades and Leap Frog. Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Saint Francis *Care*'s integrated healthcare delivery system is dedicated to providing a continuum of services to the community. For those populations served, it is eminently important for Saint Francis *Care* to continue to position itself to meet the challenges of an increasingly complex health care system.

With healthcare reimbursement changing on both the Federal and State levels, hospitals need to provide value based care and focus on health and wellness while caring for the sick. Trinity Health is one of the largest and most distinguished health care systems in the country. The partnership with Trinity Health will assure that Saint Francis *Care* remains financially viable and a key community resource for years to come. As part of a large not-for-profit national health system, Saint Francis will have access to Trinity Health's clinical quality, operational, and financial best practices. These additional assets will only enhance the care provided to CT citizens.

Both organizations have a vision and commitment to improve the delivery of health care in Connecticut and I am confident that our State will continue to receive outstanding healthcare with this partnership. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health.

Sincerely,

A handwritten signature in black ink, appearing to read "John Votto".

John Votto, D.O.
President & CEO



Johnson Memorial Medical Center
Health care. The way it should be.

February 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

I write in support of the Certificate of Need Application filed by Saint Francis Care and Trinity Health for Saint Francis Care to join the non-profit Trinity Health system.

The services provided by Saint Francis Care are stellar. Saint Francis Care is a national leader in health care quality and patient safety, and has received many quality awards from prestigious organizations such as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis Care and it is important that Saint Francis Care be well-positioned to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. In joining Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis Care's own well-established services.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our state will continue to receive outstanding healthcare going forward when this partnership is finalized. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,

Stuart E. Rosenberg
President/CEO



February 24, 2015

Kimberly Martone, Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS # 13HCA
PO Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application: Saint Francis *Care* and its
Subsidiaries, to Operate as part of Trinity Health

Dear Ms. Martone:

I am writing to you in support of Saint Francis *Care's* Certificate of Need application requesting approval to join the not-for-profit health care delivery system, Trinity Health.

As a leader in health care quality and patient safety, Saint Francis *Care* has received a number of noteworthy awards from organizations such as Health Grades and Leap Frog. Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Saint Francis *Care's* integrated healthcare delivery system is dedicated to providing a continuum of services to the community. For those populations served, it is eminently important for Saint Francis *Care* to continue to position itself to meet the challenges of an increasingly complex health care system.

With healthcare reimbursement changing on both the Federal and State levels, hospitals need to provide value based care and focus on health and wellness while caring for the sick. Trinity Health is one of the largest and most distinguished health care systems in the country. The partnership with Trinity Health will assure that Saint Francis *Care* remains financially viable and a key community resource for years to come. As part of a large not- for-profit national health system, Saint Francis will have access to Trinity Health's clinical quality, operational, and financial best practices. These additional assets will only enhance the care provided to CT citizens.

Both organizations have a vision and commitment to improve the delivery of health care in Connecticut and I am confident that our State will continue to receive outstanding healthcare with this partnership. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health.

Sincerely,

Stephen B. McPherson
President and CEO



February 20, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

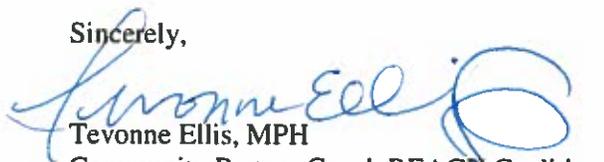
As the Community Partner Coach for the Greater Hartford REACH Coalition, I am passionate about the health, health equality, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents. As one of our community Partners on the Coalition, Saint Francis *Care* is helping the REACH Coalition fulfill its mission "to work collaboratively to make the "healthy choice the easy choice" by assuring access to healthy foods, safe and healthy environments, affordable health care, and improving health outcomes through changes in policies, systems and environments."

Saint Francis *Care* is among an exceptional group of community partners; each of whom are providing our community with a wide array of critical health and wellness programs/services. Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,



Tevonne Ellis, MPH
Community Partner Coach REACH Coalition



Stuart G. Marcus, MD, F.A.C.S
President and Chief Executive Officer
Market Leader, NY-CT
(203) 576-6101
smarcus@stvincents.org

March 9, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

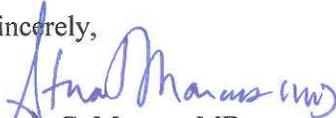
I write in support of the Certificate of Need Application filed by Saint Francis *Care* and Trinity Health for Saint Francis *Care* to join the non-profit Trinity Health system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. In joining Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis *Care*'s own well-established services.

Residents in the communities that Saint Francis *Care* serves rely on Saint Francis *Care* and it is important that it be well-positioned to meet the challenges of an increasingly complex health care system. As a national leader in health care quality and patient safety, St. Francis *Care* has received many quality awards from prestigious organizations such as Health Grades and Leap Frog. In addition, Saint Francis *Care* is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. It provides quality care and is a critical asset with our state's hospital system.

St. Vincent's Health Services applauds both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our state will continue to receive outstanding healthcare going forward when this partnership is finalized. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerely,


Stuart G. Marcus, MD



*Empowering Communities.
Changing Lives.*

Adrienne W. Cochrane, J.D.
President and Chief Executive Officer

February 24, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As President and Chief Executive Officer of Urban League of Greater Hartford, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis *Care* serving our residents. Our connection to Saint Francis is significant in many ways. First, the Curtis D. Robinson Center for Health Equity is housed on the first floor of the Urban League building. Secondly, I am a Board Director. Finally, the long-standing partnership with St. Francis has provided our student Pharmacy Technician and Medical Administrative Assistant trainees with training, internship, and employment opportunities in a top shelf medical facility.

Our community relies on Saint Francis *Care* and it is important that we take actions that best position Saint Francis *Care* to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis *Care* remains financially viable for years to come. By allowing Saint Francis *Care* to join Trinity Health, Saint Francis *Care* will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

Affiliate



140 Woodland St. Hartford CT 06105 (860) 527-0147

www.ulgh.org



United Way of Central
and Northeastern Connecticut

Partner Agency

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis *Care* to become part of the Trinity Health system.

Sincerest regards,

A handwritten signature in blue ink that reads "Adrienne W. Cochrane". The signature is written in a cursive, flowing style.

Adrienne W. Cochrane, J.D.



Docket Number: 15-31979-CON
120 Holcomb Street
Hartford, CT 06112
860-242-2274
OakHillCT.org

February 13, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As the Chief Executive Officer of Oak Hill, the largest POS provider of disability services in CT, I care very deeply about the health, safety and welfare of the individuals who live in our City; we are fortunate to have Saint Francis Care serving our residents.

The services provided by Saint Francis Care are stellar. Saint Francis Care is a national leader in health care quality and patient safety. Saint Francis Care is the winner of many quality awards from prestigious organizations as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report. Our community relies on Saint Francis Care and it is important that we take actions that best position Saint Francis Care to meet the challenges of an increasingly complex health care system.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. By allowing Saint Francis Care to join Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to its collective clinical quality, operational and financial best practices.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our community – our residents, employers and visitors – will continue to receive outstanding healthcare going forward. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,

Barry M. Simon
President & CEO

Our Mission: Oak Hill sets the standard, partnering with people with disabilities, to provide services and solutions promoting independence, education, health and dignity.



Saint Mary's
HOSPITAL

Office of the President
Chad W. Wable, FACHE

February 5, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

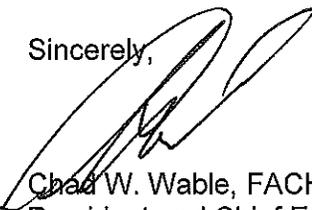
I write in support of the Certificate of Need Application filed by Saint Francis Care and Trinity Health for Saint Francis Care to join the non-profit Trinity Health system.

Saint Francis Care is a national leader in health care quality and patient safety, and has received many quality awards from prestigious organizations such as Health Grades and Leap Frog. In addition, Saint Francis Care is ranked in the top five percent of all hospitals nationally for clinical excellence by Consumer Reports and U.S. News and World Report.

We all know that healthcare reimbursement is changing on both the federal and state levels, and hospitals will have to do more with less as they evolve to an environment that focuses even more on health and wellness while also caring for the sick. Trinity Health is one of the largest, most successful health care systems in the country and, as such, brings economies of scale that will help assure that Saint Francis Care remains financially viable for years to come. In joining Trinity Health, Saint Francis Care will become part of a large, national health system and receive access to Trinity Health's collective clinical quality, operational and financial best practices to enhance Saint Francis Care's own well-established services.

I applaud both organizations for the vision they have to improve the delivery of health care services in Connecticut. I am confident that our state will continue to receive outstanding healthcare going forward when this partnership is finalized. I strongly endorse the proposal for Saint Francis Care to become part of the Trinity Health system.

Sincerely,



Chad W. Wable, FACHE
President and Chief Executive Officer

EXHIBIT 29

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- 12-252-2 First Amendment Business Process Outsourcing Agreement.pdf
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- 12-343-1 Clinical Affiliation Consent to Hire.pdf
- 12-344-1 BP Consent to Hire - McFarlin.pdf
- 12-364-1 Business Associate Agreement.pdf
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- 13-401-1 Connecticut Occupational Medicine Partners Management Services Agreement.pdf
- 13-671-1 Business Process Outsourcing Agreement B-4.pdf
- 13-723-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-6.pdf
- 13-872-1 Business Process Outsourcing Agreement B-1.pdf
- 13-872-2 First Amendment Business Process Outsourcing Agreement B-1.pdf
- 14-0297-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-11.pdf
- 14-0475-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-12.pdf
- 14-0512-1CA Solicit for Employment Bromage, Mary.pdf
- 14-0512-2 CA Solicit for Employment Goyette, Lena - Executed.pdf
- 14-0512-3 CA Solicit for Employment Harrison, Margaret.pdf
- 14-0512-4 CA Solicit for Employment Metcalf, Marcia.pdf
- 14-0512-5 CA Solicit for Employment Murray, Jane.pdf
- 14-0512-6 CA Solicit for Employment Sosa, Juan MD.pdf
- 14-0565-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-14.pdf
- 14-0580-1 Business Process Outsourcing Agreement B-7.pdf
- 14-0589-1 Business Process Outsourcing Agreement B-8.pdf
- 14-0630-1 Professional Services Agreement.pdf
- 14-0630-2 Professional Services Agreement.pdf
- 14-0631-1 Medical Director Agreement.pdf
- 14-0631-2 Medical Director Agreement.pdf
- 14-0634-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-15.pdf
- 14-0641-1 Cancer Program Clinical and Administrative Services Agreement B-17.pdf
- 14-0641-2 First Amendment Cancer Program Clinical and Administrative Services Agreement B-17.pdf
- 14-0641-3 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-17.pdf
- 14-0666-1 Service Lever Agreement B-16.pdf
- 14-0666-2 Renewal B-16.pdf
- 14-0666-3 Second Service Leverl Agreement B-16.pdf
- 14-0666-4 Third Service Leverl Agreement B-16.pdf
- 14-0666-5 Fourth Service Leverl Agreement B-16.pdf
- 14-0666-6 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-16.pdf
- 14-0668-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-3.pdf
- 14-0668-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-3.pdf
- 14-0669-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-4.pdf
- 14-0669-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-4.pdf
- 14-0670-A-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-5.pdf
- 14-0670-A-2 First Amendment Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-5.pdf

14-0670-A-3 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-5.pdf
14-0670-B-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-5(2).pdf
14-0671-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-7.pdf
14-0671-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-7.pdf
14-0672-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-8.pdf
14-0672-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-8.pdf
14-0673-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-10.pdf
14-0673-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-10.pdf
14-0674-1 Business Process Outsourcing Agreement B-2.pdf
14-0674-2 Amended and Restated Business Process Outsourcing Agreement B-2.pdf
14-0675-1 Business Process Outsourcing Agreement B-3.pdf
14-0675-2 Amended and Restated Business Process Outsourcing Agreement B-3.pdf
14-0676-1 Business Process Outsourcing Agreement B-5.pdf
14-0676-2 Amended and Restated Business Process Outsourcing Agreement B-5.pdf
14-0785-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-1.pdf
14-0785-2 Amendment to Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-1.pdf
14-0785-3 Amended and Restate Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-1.pdf
14-0820-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-18.pdf
14-0822-1 Agreement for Physician Services B-19.pdf
14-0822-2 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-19.pdf
14-0823-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-13.pdf
14-0823-2 First Amendment Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-13.pdf
14-0823-3 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-13.pdf
14-1038-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-20.pdf
15-0027-1 Business Process Outsourcing Agreement B-9.pdf
15-1083-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-21.pdf
15-1132-1 Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-2.pdf
15-1132-2 Amended and Restated Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-2.pdf
15-1132-3 First Amendment to Clinical Services Sub-Agreement to Clinical Affiliation Agreement B-2.pdf
15-1155-1 Clinical Services Sub-Agreement B-22.pdf
NONE-A-1 Business Associate Agreement.pdf
NONE-B-1 Laundry Agreement.pdf
NONE-C-1 Residency Rotation Agreement.pdf

Greer, Leslie

From: Lazarus, Steven
Sent: Friday, May 15, 2015 1:43 PM
To: Hartley, Christopher (CHartley@stfranciscare.org); 'hesanoa@trinity-health.org'
Cc: Rotavera, Liz (LRotaver@stfranciscare.org); Greer, Leslie; Riggott, Kaila
Subject: Re: DN: 15-31979-CON, Deemed Complete Letter
Attachments: 15-31979_Deemed Complete Ltr.pdf

Dear Mr. Hartley and Ms. Hesano,

Please see the attached correspondence from DPH/OHCA, deemed the above referenced CON application Complete. If you have any questions, please do not hesitate to contact me directly.

Sincerely,

Steven

Steven W. Lazarus

Associate Health Care Analyst
Division of Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
Hartford, CT 06134
Phone: 860-418-7012
Fax: 860-418-7053



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

May 15, 2015

VIA EMAIL ONLY

R. Christopher Hartley
Sr. Vice President, Planning, Business Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions & Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

RE: Certificate of Need Application; Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Transfer of Ownership of St. Francis Care Inc. to Trinity Health Corporation

Dear Mr. Hartley and Ms. Hesano:

This letter is to inform you that, pursuant to Section 19a-639a (d) of the Connecticut General Statutes, the Office of Health Care Access has deemed the above-referenced application complete as of May 15, 2015.

If you have any questions regarding this matter, please feel free to contact me at (860) 418-7012.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Lazarus", written over a horizontal line.

Steven W. Lazarus
Associate Health Care Analyst



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

June 3, 2015

R. Christopher Hartley
Sr. VP, Planning, Business Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions & Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

RE: Certificate of Need Application, Docket Number 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. Transfer of Ownership to Trinity Health Corporation

Dear Mr. Hartley and Ms. Hesano:

With the receipt of the completed Certificate of Need ("CON") application information submitted by Saint Francis Care, Inc. and Trinity Health Corporation ("Applicants") on February 13, 2015, the Office of Health Care Access ("OHCA") has initiated its review of the CON application identified above.

Pursuant to General Statutes § 19a-639a (f), OHCA may hold a hearing with respect to any Certificate of Need application.

This hearing notice is being issued pursuant to General Statutes § 19a-639a (f)

Applicant(s): Saint Francis Care, Inc.
Trinity Health Corporation

Docket Number: 15-31979-CON

Proposal: Saint Francis Care, Inc. Transfer of Ownership to Trinity Health Corporation

Notice is hereby given of a public hearing to be held in this matter to commence on:

Date: July 1, 2015
Time: 4:00 p.m.
Place: Town and Country Club
22 Woodland Street
Hartford, CT 06105

The Applicant is designated as party in this proceeding. Enclosed for your information is a copy of the hearing notice for the public hearing that will be published in the *Hartford Courant* pursuant to General Statutes § 19a-639a (f).

Sincerely,



Kimberly R. Martone
Director of Operations

Enclosure

cc: Henry Salton, Esq., Office of the Attorney General
Antony Casagrande, Department of Public Health
Kevin Hansted, Department of Public Health
Wendy Furniss, Department of Public Health
Marielle Daniels, Connecticut Hospital Association

KRM:SWL:lmg



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

June 3, 2015

Hartford Courant
285 Broad Street
Hartford, CT 06115

Gentlemen/Ladies:

Please make an insertion of the attached copy, in a single column space, set solid under legal notices, in the issue of your newspaper by no later than **Thursday, June 4, 2015**. Please provide the following **within 30 days** of publication:

- Proof of publication (copy of legal ad. acceptable) showing published date along with the invoice.

If there are any questions regarding this legal notice, please contact Kaila Riggott at (860) 418-7001.

KINDLY RENDER BILL IN DUPLICATE ATTACHED TO THE TEAR SHEET.

Sincerely,

Kimberly R. Martone
Director of Operations

Attachment

cc: Danielle Pare, DPH
Marielle Daniels, Connecticut Hospital Association

KRM:SWL:lmg

PLEASE INSERT THE FOLLOWING:

Office of Health Care Access Public Hearing

Statute Reference: 19a-639
Applicant(s): Saint Francis Care, Inc.
Trinity Health Corporation.
Town: Hartford
Docket Number: 15-31979-CON
Proposal: Saint Francis Care, Inc. Transfer of Ownership to Trinity Health Corporation
Date: July 1, 2015
Time: 4:00 p.m.
Place: Town and Country Club
22 Woodland Street
Hartford, CT 06105

Any person who wishes to request status in the above listed public hearing may file a written petition no later than June 26, 2015 (5 calendar days before the date of the hearing) pursuant to the Regulations of Connecticut State Agencies §§ 19a-9-26 and 19a-9-27. If the request for status is granted, such person shall be designated as a Party, an Intervenor or an Informal Participant in the above proceeding. Please check OHCA's website at www.ct.gov/ohca for more information or call OHCA directly at (860) 418-7001. If you require aid or accommodation to participate fully and fairly in this hearing, please phone (860) 418-7001.

* * * COMMUNICATION RESULT REPORT (JUN. 3. 2015 4:45PM) * * *

TRANSMITTED/STORED : JUN. 3. 2015 4:44PM
FILE MODE OPTION

ADDRESS

FAX HEADER:

RESULT

PAGE

103 MEMORY TX

98607148093

OK

5/5

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: R. CHRISTOPHER HARTLEY
FAX: (860) 714-8093
AGENCY: SAINT FRANCIS CARE, INC.
FROM: OHCA
DATE: 6/3/15
NUMBER OF PAGES: 5
(including transmittal sheet)

Comments: DN: 15-31979-CON Hearing Notice

PLEASE PHONE 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 (JUN. 3. 2015 4:47PM) * * *

FAX HEADER:

TRANSMITTED/STORED : JUN. 3. 2015 4:45PM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

104 MEMORY TX

917343433144

OK

5/5

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: ANNE M. HESANO
FAX: (734) 343-3144
AGENCY: TRINITY HEALTH CORPORATION
FROM: OHCA
DATE: 6/3/15
NUMBER OF PAGES: 5
(including transmittal sheet)

Comments: DN: 15-31979-CON Hearing Notice

PLEASE PHONE 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

Greer, Leslie

From: ADS <ADS@graystoneadv.com>
Sent: Wednesday, June 03, 2015 11:23 AM
To: Greer, Leslie
Subject: Re: Hearing Notice DN: 15-31979-CON

Good day!

Thanks so much for your ad submission.
We will be in touch shortly and look forward to serving you.

*Consider adding a **Priority Job Upgrade** to your **Higheredjobs** listing.*

PLEASE NOTE: New Department of Labor guidelines allow web based advertising when hiring foreign nationals. To provide required documentation Graystone will retrieve & archive verification for the 1st and 30th days of posting for \$115.00/web site. If required, notify Graystone when ad placement is approved.

If you have any questions or concerns, please don't hesitate to contact us at the number below.

We sincerely appreciate your business.

Thank you,
Graystone Group Advertising

2710 North Avenue
Bridgeport, CT 06604
Phone: 800-544-0005
Fax: 203-549-0061

E-mail new ad requests to: ads@graystoneadv.com
<http://www.graystoneadv.com/>

From: <Greer>, Leslie <Leslie.Greer@ct.gov>
Date: Wednesday, June 3, 2015 10:33 AM
To: ads <ads@graystoneadv.com>
Cc: "Olejarz, Barbara" <Barbara.Olejarz@ct.gov>
Subject: Hearing Notice DN: 15-31979-CON

Good Morning,

Please run the attached hearing notice in the Hartford Courant on 6/4/15. Once the "proof of publication" is available, please forward me a copy for my records.

Thanks,

Leslie M. Greer 
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS#13HCA
Hartford, CT 06134
Phone: (860) 418-7013
Fax: (860) 418-7053
Website: www.ct.gov/ohca

 Please consider the environment before printing this message

Greer, Leslie

From: Robert Taylor <RTaylor@graystoneadv.com>
Sent: Wednesday, June 03, 2015 2:50 PM
To: Greer, Leslie
Cc: Olejarz, Barbara
Subject: FW: Hearing Notice DN: 15-31979-CON
Attachments: 15-31979np Courant.doc

Good afternoon,

This notice is set to publish tomorrow.
\$210.52

Thanks,

Robert Taylor
Graystone Group Advertising
www.graystoneadv.com
2710 North Avenue, Suite 200
Bridgeport, CT 06604
Phone: 203-549-0060
Toll Free: 800-544-0005
Fax: 203-549-0061

From: ADS <ADS@graystoneadv.com>
Date: Wed, 3 Jun 2015 11:23:07 -0400
To: RTaylor <rtaylor@graystoneadv.com>
Subject: FW: Hearing Notice DN: 15-31979-CON

From: <Greer>, Leslie <Leslie.Greer@ct.gov>
Date: Wednesday, June 3, 2015 10:33 AM
To: ads <ads@graystoneadv.com>
Cc: "Olejarz, Barbara" <Barbara.Olejarz@ct.gov>
Subject: Hearing Notice DN: 15-31979-CON

Good Morning,

Please run the attached hearing notice in the Hartford Courant on 6/4/15. Once the "proof of publication" is available, please forward me a copy for my records.

Thanks,

Leslie M. Greer 
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS#13HCA
Hartford, CT 06134
Phone: (860) 418-7013

STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH

Jewel Mullen, M.D., M.P.H., M.P.A.
Commissioner



Dannel P. Malloy
Governor
Nancy Wyman
Lt. Governor

TO: Kevin Hansted, Hearing Officer

FROM: Jewel Mullen, M.D., M.P.H., M.P.A., Commissioner *JM*

DATE: June 4, 2015

RE: Certificate of Need Application; Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation

I hereby designate you to sit as a hearing officer in the above-captioned matter to rule on all motions and recommend findings of fact and conclusions of law upon completion of the hearing.



Phone: (860) 509-8000 • Fax: (860) 509-7184 • VP: (860) 899-1611
410 Capitol Avenue, P.O. Box 340308
Hartford, Connecticut 06134-0308
www.ct.gov/dph

Affirmative Action/Equal Opportunity Employer

Greer, Leslie

From: Carney, Brian
Sent: Monday, June 08, 2015 8:48 AM
To: Greer, Leslie
Subject: FW: Request for Prefiled Testimony and Issues
Attachments: 31979-2.pdf; Issues Final 6_5_15.docx

Sorry, forgot to cc you. Can you please add to the record.

Thanks,
Brian

Brian A. Carney, MBA

Associate Research Analyst
Phone: (860) 418-7014

 Please consider the environment before printing this message

From: Carney, Brian
Sent: Friday, June 05, 2015 3:54 PM
To: 'chartley@stfranciscare.org'; 'hesanoa@trinity-health.org'
Cc: LRotaver@stfranciscare.org; Martone, Kim; Riggott, Kaila; Hansted, Kevin; Lazarus, Steven; Cotto, Carmen; Schaeffer-Helmecki, Jessica
Subject: Request for Prefiled Testimony and Issues

Mr. Hartley/Ms. Hesano,

Please see attached request for Prefiled Testimony and Issues related to the public hearing on Certificate of Need Application Docket Number: 15-31979-CON – Saint Francis Care, Inc., transfer of ownership to Trinity Health Corporation.

Please contact me if you have any questions.

Sincerely,
Brian A. Carney

Brian A. Carney, MBA

Associate Research Analyst
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Phone: (860) 418-7014
Fax: (860) 418 7053
Email: brian.carney@ct.gov
Web: www.ct.gov/ohca

 Please consider the environment before printing this message



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

June 5, 2015

Via Email Only

R. Christopher Hartley
Sr. Vice President, Planning, Business
Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions & Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

RE: Certificate of Need Application; Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation
Request for Prefile Testimony and Issues

Dear Mr. Hartley and Ms. Hesano:

The Office of Health Care Access ("OHCA") will hold a public hearing on the above docket number on July 1, 2015. The hearing is at 4:00 p.m. at Town and Country Club, 22 Woodland Street, in Hartford. Pursuant to the Regulations of Connecticut State Agencies § 19a-9-29(e), any party or other participant is required to prefile in written form all substantive, technical, or expert testimony that it proposes to offer at the hearing. OHCA requests that Saint Francis Care, Inc. and Trinity Health Corporation ("Applicants") submit prefiled testimony by 12:00 p.m. on **June 23, 2015**.

All persons providing prefiled testimony must be present at the public hearing to adopt their written testimony under oath and must be available for cross-examination for the entire duration of the hearing. If you are unable to meet the specified time for filing the prefiled testimony you must request a time extension in writing, detailing the reasons for not being able to meet the specified deadline.

Additionally, please find attached OHCA's Issues. Please respond to the attached Issues in writing to OHCA by 4:00 p.m. on **June 23, 2015**.

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

Please contact Steven Lazarus, Carmen Cotto or Brian Carney at (860) 418-7001 if you have any questions concerning this request.

Sincerely,

A handwritten signature in blue ink, appearing to read "Kevin Hansted", is written over the word "Sincerely,". The signature is stylized with a large loop and a long horizontal stroke.

Kevin Hansted
Hearing Officer

Attachment

cc: Liz Rotavera

ISSUES

Office of Health Care Access Docket Number: 15-31979-CON

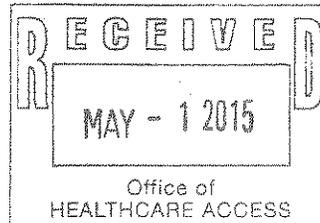
Saint Francis Care, Inc. and Trinity Health Corporation – Transfer of Ownership

The Applicants should be prepared to present and discuss supporting evidence on the following issues:

- The effect of the proposed transfer of ownership on the residents of the region, including but not limited to, existing and future health care providers and services and the duplication/elimination/consolidation of services.
- Maintaining access to care in the service area with the development of an integrated accountable care organization within the new regional health ministry (“RHM”).
- The financial feasibility of the proposal, given Saint Francis Care’s (SFC’s) pension liability, long-term debt and the proposed acquisition of Johnson Memorial Hospital, while projecting only \$8M in operational gains.
- The guidelines and criteria set forth under the Inter-Company Loan Program (ICLP) process for accessing funds, including debt refinancing and refunding.
- Addressing the specific health-related issues as identified in SFC’s 2012 Community Health Needs Assessment.

Provide a written response to the following as an attachment to the pre-file testimony, as these questions were not fully addressed in the application/completeness:

1. Will the RHM adopt TH’s charity care and financial assistance policies and procedures or will it maintain SFC’s existing policies? Please elaborate.
2. Of the \$275M capital funds, provide the amounts that will be available specifically to the Hospital.
3. Identify the actual months included and the method of annualizing for FY 2015 volume estimates.
4. Provide updated Financial Measurement/Indicators for March, April and May 2015 and comparable months from the previous fiscal year.
5. Resubmit the updated Financial Worksheets requested and provided as an attachment on March 31, 2015. Incremental amounts should reflect the anticipated savings resulting from replacing \$250M in private placement debt with debt provided under TH’s ICLP.



www.htfdorthosurg.com

April 29, 2015

1000 Asylum Avenue, Suite 2108
Hartford, CT 06105
860.525.4469 office
860.278.8032 fax

Satellite Offices:
Avon
Manchester

John J. Mara, MD
Hand & Upper Extremity
Advanced Arthroscopy
of Shoulder & Knee

Robert W. McAllister, MD
Arthritis Management
Joint Replacement Surgery

Randall J. Risinger, MD
Sports Medicine
Advanced Arthroscopy
of Shoulder & Knee
Shoulder Replacement Surgery

Physician Assistants:
Christopher J. Berube, PA-C
Wayne M. Perosky, PA-C
Elyssa L. Roberts, PA-C
David C. Woodworth, PA-C

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system.

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

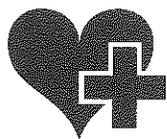
Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

John Mara, MD

Robert McAllister, MD

Randall Risinger, MD

 Saint Francis Care
MEDICAL GROUP, P.C.

1000 Asylum Avenue
Suite 2109A
Hartford, CT 06105

May 1, 2015

Kimberly Martone

Director of Operations

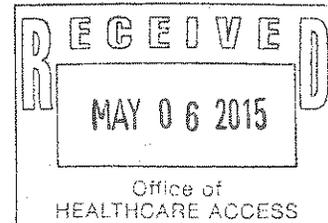
CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician Assistant on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in cursive script that reads "Sarah Vereneau".

a SAINT FRANCIS Care Provider

May 1, 2015

Kimberly Martone

Director of Operations

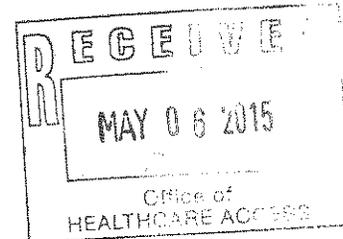
CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink, appearing to be a stylized name.

May 1, 2015

Kimberly Martone

Director of Operations

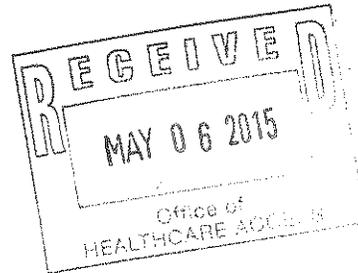
CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,


Stanley A. Glassman, MD



SAINT FRANCIS

Hospital and Medical Center

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

Phillip Roland, M.D.

Chairman

Department of Obstetrics and Gynecology

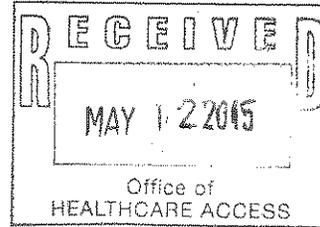
114 Woodland Street
Hartford, Connecticut
06105-1299

860-714-4000
Tel. 860-714-4457

Fax 860-714-8008

E-mail: proland@stfranciscare.org

May 4, 2015



Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Gynecologic Oncologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify our approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health management," this approach to delivering care is undoubtedly the wave of the future in health care. I feel that it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required for successful management of our population's health. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Phil Roland, MD, FACS, FACOG
Gynecologic Oncology
Chair, Department of Obstetrics and Gynecology



SAINT FRANCIS

Hospital and Medical Center

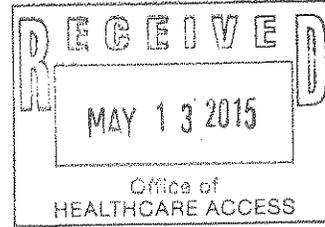
**Obstetrics and Gynecology
Maternal – Fetal Medicine**

Mary Beth Janicki, M.D.

John F. Rodis, M.D.

Reinaldo Figueroa, M.D.

Padmalatha Gurrum, M.D.



114 Woodland Street
Hartford, Connecticut
06105-1299

860 714-4000

860 714-4595

May 7, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Maternal-Fetal Medicine specialist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Mary Beth Janicki, MD
Division Director, Maternal-Fetal Medicine

Arrhythmia Consultants Of Connecticut, LLC

1000 Asylum Avenue, Suite 3206
Hartford, CT 06105

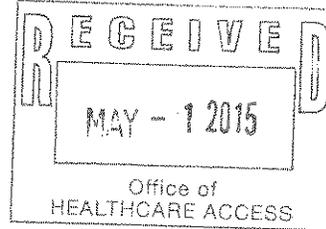


Ellison Berns, MD, FACC
Neal Lippman, MD, FACC, FHRS
Joseph Dell'Orfano, MD, FACC
Anesh Tolat, MD, FACC, FHRS

tel: (860) 714 - 7977
fax: (860) 714 - 9993
email: admin@ctheartbeat.com
web: www.ctheartbeat.com

April 29, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system.

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system. I am a practicing physician and see many patients in the Greater Hartford area, as well as those referred from other counties outside of Hartford. As healthcare evolves, it is necessary for hospitals like St. Francis to develop the resources and economies of scale in order to deliver improved health and welfare, commonly referred to as population health, to our patients. The potential for success will be enhanced by Saint Francis Care joining Trinity Health and will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Ellison Berns, M.D.



SAINT FRANCIS

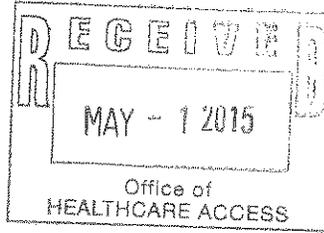
Hospital and Medical Center

114 Woodland Street
Hartford, Connecticut
06105-1299

860 714-4000

Bernard A. Clark, III, M.D.
Chairman/Director
Department of Medicine
(860) 714-4257
(860) 714-8217 FAX

e-mail: bclark@stfranciscare.org



April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

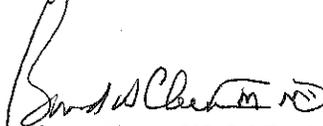
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing cardiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Bernard A. Clark, III, M.D., F.A.C.C.
Chairman, Department of Medicine
Associate Chief, Section of Cardiology
Professor of Medicine
University of Connecticut School of
Medicine



ORTHOPEDIC ASSOCIATES OF HARTFORD, PC

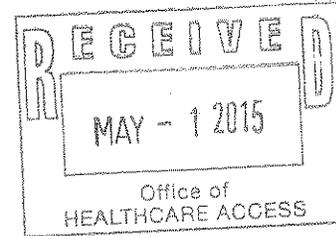
Glastonbury, Farmington, Hartford, Rocky Hill, Enfield

Tel: (860) 549-3210 • Fax: (860) 247-3803

New Britain, Newington

Tel: (860) 223-8553 • Fax: (860) 223-7273

www.oahct.com



April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing physician and surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

John Grady-Benson MD
Medical Director,
Center for Outcomes Research
Connecticut Joint Replacement Institute (CJRI)

- Michael S. Aronow, M.D.**
Foot and Ankle Surgery
- Peter R. Barnett, M.D.**
Shoulder and Knee Surgery Specialist
- Gerald J. Becker, M.D.**
Spine Surgery
- Ross A. Benthien, M.D.**
Foot and Ankle Surgery
- Nicholas A. Bontempo, M.D.**
Hand, Wrist and Elbow Surgery
- Lauren M. Burke, M.D.**
Spine Surgery
- Jeffrey K. Burns, M.D.**
Joint Replacement / Trauma Surgery
- Kevin J. Burton, M.D.**
Hand, Wrist and Elbow Surgery
- Andrew E. Caputo, M.D.**
Hand, Wrist and Elbow Surgery
- Robert J. Carangelo, M.D.**
Joint Replacement / Arthroscopy
- Stephen L. Davis, M.D.**
Trauma Surgery
- Thomas W. Dugdale, M.D.**
Arthroscopic Knee and Shoulder
- Richard L. Froeb, M.D.**
General Orthopedics
- John P. Fulkerson, M.D.**
Patella and Arthroscopic Surgery
- John C. Grady-Benson, M.D.**
Joint Replacement Surgery
- Charles B. Kime, M.D.**
Spine Surgery
- W. Jay Krompinger, M.D.**
Spine Surgery
- Christopher J. Lena, M.D.**
Sports Medicine / Arthroscopic Surgery
- Courtland G. Lewis, M.D.**
Joint Replacement Surgery
- Richard M. Linburg, M.D.**
Hand and Wrist Surgery
- Pietro A. Memmo, M.D.**
Interventional Physiatry
- Michael A. Miranda, M.D.**
Complex Fractures / Shoulder Surgery
- Durgesh G. Nagarkatti, M.D.**
Joint Replacement / Arthroscopy
- John F. Raycroft, M.D.**
General Orthopedics / Spine
- Clifford G. Rios, M.D.**
Sports Medicine / Arthroscopic Surgery
- Steven F. Schutzer, M.D.**
Hip and Knee Reconstructive Surgery
- Raymond J. Sullivan, M.D.**
Foot and Ankle Surgery
- Robert S. Waskowitz, M.D.**
Sports Medicine / Arthroscopic Surgery
- Gordon A. Zimmermann, M.D.**
Knee, Shoulder Surgery, Knee Replacement



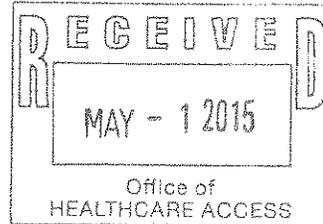
SAINT FRANCIS
Hospital and Medical Center

114 Woodland Street
Hartford, CT 06105-1299

Tel 860-714-4701
Fax 860-714-8046

Department of Emergency Medicine

April 28, 2015



Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Emergency Medicine physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Thomas A. Brunell, MD FACEP
Director, Emergency Medicine Education
St Francis Hospital and Medical Center
Department of Emergency Medicine
114 Woodland Street
Hartford, CT 06105
860-714-1088



From the desk of:

David S. Shapiro, MD, FACS

Saint Francis Hospital
Chief, Surgical Critical Care
Director, Surgical Specialty Clinics
Chairman, Medical Staff Oversight

UConn School of Medicine
Site Director, Surgery Residency
Assistant Professor of Surgery

Direct telephone
860-714-7257 (no messages)

Mobile
860-543-5267

Facsimile
860-714-8096

Patient Transfer Line
860-714-6911

Department of Surgery &
Surgical Critical Care Services

Saint Francis Hospital
& Medical Center
Department of Surgery
114 Woodland Street 3-3
Hartford, CT 06105

860-714-4694

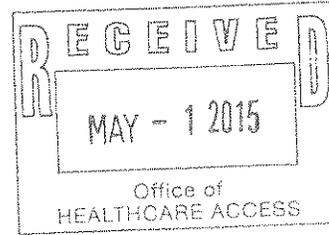
dshapiro@stfranciscare.org

**Saint Francis Hospital &
Medical Center Mission:**
We are committed to health and
healing through excellence,
compassionate care and
reverence for the spirituality of
each person.



DATE, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308



RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Critical Care Intensivist, Trauma Surgeon and Public Health/Injury Prevention Advocate on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

As an active member of the prevention community, I believe this to be a great benefit to our community.

Sincerely,

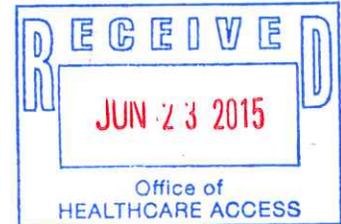
David S. Shapiro, MD, FACS



June 23, 2015

Via Hand Delivery

Steven W. Lazarus
Associate Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS#13HCA
P.O. Box 340308
Hartford, CT 06134-0308



Re: Responses to Interrogatories and Pre- File Testimonies for the Certificate of Need Application for Creation of a new Regional Health System to include Saint Francis Care, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health system
DN: 15-31979-CON

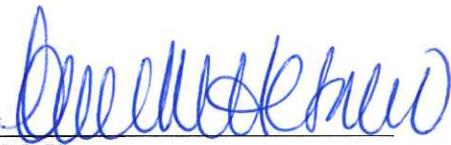
Dear Mr. Lazarus:

Enclosed please find the original and four copies of our responses to OHCA's, June 5, 2015 letter regarding the above referenced Certificate of Need application.

If you have any questions regarding this response please do not hesitate to call Chris Hartley, Senior Vice President, Planning, Business Development and Government Relations at 860-714-5573.

Sincerely,

By: 
R. Christopher Hartley
Senior Vice President Planning
Business Development & Government Relations
Saint Francis Care, Inc

by: 
Anne M. Hesano
Vice President, Mergers,
Acquisitions & Partnership
Development
Trinity Health Corporation

Enclosures

ISSUES

Office of Health Care Access Docket Number: 15-31979-CON

Saint Francis Care, Inc. and Trinity Health Corporation – Transfer of Ownership

The Applicants should be prepared to present and discuss supporting evidence on the following issues:

- **The effect of the proposed transfer of ownership on the residents of the region, including but not limited to, existing and future health care providers and services and the duplication/elimination/consolidation of services.**

In FY 2014, Saint Francis Hospital and Medical Center admitted more than 35,000 inpatients and observation patients, saw over 81,000 individuals in its Emergency Department and treated over 65,000 patients in its clinics. Saint Francis Hospital and Medical Center currently employs 3,800 full-time workers, including 197 physicians. Beyond the lifesaving care the hospital provides 24 hours a day, Saint Francis Hospital and Medical Center contributes \$1.3 billion in economic benefit to its local and state economies each year and invested over \$78 million in improving the health of our community in 2014 alone.

Saint Francis Care is focused on providing safe, accessible, equitable, affordable, patient-centered care for everyone who walks through its doors. Saint Francis Hospital and Medical Center strives to develop innovative solutions to integrate and coordinate care to better serve our patients and communities. This job has become increasingly difficult, however, because the hospital is under significant, growing financial stress. In addition to Medicare and Medicaid underfunding, Saint Francis Care is a tax-exempt hospital that has paid over \$28 million in state taxes each year as a result of the Connecticut hospital tax. More Medicaid reductions, as well as the hospital tax increases of nearly \$12 million, have been included in the current FY16-FY17 State budget. If enacted at the end of the Special Session, these changes could further challenge Saint Francis Care's financial condition.

Saint Francis Care sees its decision to join the Trinity Health as a well-reasoned, proactive plan to address the continued reduction in federal and state funding while preserving its 118 year legacy of providing health care services to all residents in its service area regardless of their ability to pay (See pages 621 – 622 of CON).

Saint Francis Care also has included numerous examples of how Trinity Health will help preserve Saint Francis Care's programs delivering disease management services for chronic conditions to its patient populations in need of heart, pulmonary, cancer, stroke and joint replacement care (See pages 624-626 of CON).

Saint Francis Care has successfully deployed many quality tools and best practices to help achieve an optimal patient and family experience through a patient-centered continuum of comprehensive quality services. Trinity Health's commitment to population health and quality is well documented in the CON application (See pages 17-18, 611, 622-624). Combining the expertise of both organizations will clearly enhance the quality of care delivered to residents of

the region and the speed of adoption of “best care” practices as they are developed within the Trinity Health.

Equally important, the current national shortage of physicians makes retention and recruitment of sufficient numbers of new physicians to meet the needs of a rapidly aging Connecticut population challenging. Partnering with Trinity Health will enhance Saint Francis *Care*'s ability to recruit the number of physicians needed to meet the future health care needs of the local patient population (See pages 18 and 627 of CON).

As stated previously in the CON, “...If the transaction is approved, Saint Francis *Care* will serve as the hub for Trinity Health’s broad regional strategy that will enable Saint Francis *Care* and Trinity Health to proactively lead transformational healthcare in the region. With Saint Francis *Care* as its core, the new Regional Health Ministry (“RHM”) will be positioned to pursue local partnerships and affiliations across the continuum of care, evaluate additional acute care growth opportunities across the region, and work to develop broader population health and risk-bearing capabilities appropriate to the evolving healthcare markets.” (See page 17 of CON).

Saint Francis *Care* believes that joining Trinity Health also will help Saint Francis *Care* continue efforts to encourage diversity of its health care providers and patient choice. Those initiatives are described in Exhibit 15 of the CON application (pages 497-609) and in the April 17, 2015 Completeness responses (See pages 614-615 and 651-653).

Lastly, if approved, Saint Francis *Care* becoming a member of Trinity Health “...will have no impact on continuity of service.... and the availability of services provided by Saint Francis *Care* will not be adversely affected....” (See page 19 of CON). Furthermore, as stated in the April 17, 2015 Completeness responses “... There are currently no services being offered by Saint Francis *Care* that are anticipated to require any changes as a result of the formation of the new RHM.” (See Page 646).

In summary, the decision to join Trinity Health will not result in the duplication/elimination/or consolidation of services. In fact, allowing Saint Francis *Care* to join Trinity Health will enable Saint Francis *Care* to continue to serve the needs of the patients and families that depend on Saint Francis *Care* for their healthcare. In addition, the introduction of Trinity Health into the Connecticut acute care provider network should enhance the potential for service improvement, physician retention and recruitment, quality performance and continuity of care among present and future providers that choose to affiliate with the programs offered through Saint Francis *Care*.

- **Maintaining access to care in the service area with the development of an integrated accountable care organization within the new regional health ministry (“RHM”).**

Access to care for our patients has long been a primary focus of Saint Francis *Care* and is deeply embedded in the mission of Saint Francis *Care* organization. This key element of Saint Francis *Care*'s mission is also a foundational element of our proposed affiliation with Trinity Health.

As articulated throughout our CON application, population health and the development of a top performing accountable care organization are primary strategic objectives of the affiliation with Trinity Health. Achieving these objectives through the affiliation also will allow us to significantly improve access to care because these objectives are in fact mutually dependent. As the health care industry moves from a fee for service structure to payment for value, one of the

most fundamental changes is a shift from focusing on the demands for acute care services to providing more pre-emptive care for the longer term needs of our patient population. Lack of access to care drives up costs in the long run as patients are delayed in accessing wellness, preventative, and chronic care and end up in high cost settings like emergency rooms with conditions that have worsened over time. Accountable care organizations will be successful at population health only if they reduce the total cost of care over time, in part, by better care coordination and improved access.

Saint Francis *Care* is currently committed to a number of tactical initiatives directly aimed at improving access. These initiatives include:

- Our partnership with Bellin Health establishing FastCare clinics staffed by Advanced Nurse Practitioners in local supermarkets. Our FastCare clinics provide access to high quality care for non-emergent health needs to patients who may not have a primary care physician. By the end of 2015, we will have three such clinics in the greater Hartford metropolitan area.
- Our partnership with New England Urgent Care in four urgent care sites including West Hartford, Simsbury, Bristol, and Enfield.
- Our Saint Francis *Care* Connect at City Hall, which provides high quality primary care close to work for employees of the City of Hartford and the State of Connecticut.
- Our integrated primary care practice in the Wheeler Wellness Center in Hartford, which provides primary care to patients with severe mental illness and/or substance abuse disorders.
- Our collaboration with Community Solutions to address the primary health care needs of our sickest patients who historically have relied heavily on our Emergency Department.
- Direct outreach into the community through our Curtis D. Robinson Health Institute, which seeks to engage minority men and help them connect to health care resources.

In addition to these programs, Saint Francis *Care* plans to continue to focus on several other initiatives all aimed at improving access. These initiatives include improving existing medical practice operations to allow for enhanced patient flow, a significant focus on establishing additional primary care capacity, succession planning for physicians approaching retirement, assessment and promotion of tele-health as an alternative to in-office visits, developing the capacity for on-line scheduling of patient visits, and developing partnerships with local employers to improve access to care at the workplace. Another key element of Saint Francis *Care's* population health strategy is the optimization of our electronic medical record (EMR) and data analytics platform to enhance the sharing of patient clinical information across health delivery settings. Finally, on the acute care side, the development of the RHM will allow us to provide enhanced access to tertiary services to all members of the integrated network.

In conclusion, Saint Francis *Care* is actively invested in a number of tactical initiatives to improve access to our patient populations. Our affiliation with Trinity Health and the development of a RHM will fortify our financial stability for the future, ensuring our ability to continue to fund these programs in the future. Additionally, it will provide access to Saint Francis *Care* and the communities it serves to the broad experience, strategies and initiatives in place throughout Trinity Health for successfully implementing accountable care organizations. Our ultimate success as an accountable care organization depends on improved access to the right care, at the right time, and in the right place for our patient population.

- **The financial feasibility of the proposal, given Saint Francis Care's (SFC's) pension liability, long-term debt and the proposed acquisition of Johnson Memorial Hospital, while projecting only \$8M in operational gains.**

The addition of Saint Francis *Care* is important to Trinity Health's mission and consistent with Trinity Health's desire to expand Catholic healthcare in its current locations and nationally.

Further, Saint Francis *Care* is significantly leveraged and its current debt to capital ratio is 67%. Under its current debt agreements, Saint Francis *Care* is subject to an additional indebtedness provision that requires approval of any additional indebtedness by all banks that are current debt holders, as well as by Connecticut Health Educational and Facility Authority ("CHEFA") if the additional indebtedness would cause the debt to capital ratio to exceed 70%. The organization also has another covenant that requires Saint Francis *Care* to maintain at least 75 days cash on hand.

These two financial covenants impose significant limitations on Saint Francis' ability to utilize its operating cash and/or incur additional indebtedness to invest in significant capital improvements or strategic initiatives.

Additionally, Saint Francis *Care* currently has two defined benefit plans that are underfunded and, without redirecting the current use of Saint Francis *Care's* cash and investments, it would be very difficult for Saint Francis *Care* to attain the appropriate level of funding as a stand-alone entity and continue to comply with the current 75 days cash on hand finance covenant.

The Trinity Health transaction will provide significant financial benefits to Saint Francis *Care* that address the key concerns noted above. First, Trinity Health will develop a plan with Saint Francis *Care* to enable Saint Francis *Care* to adequately fund its pension plans. The pension plans were underfunded by \$190 million as of 9/30/2014. Appropriate funding of the plans has a significant benefit to Saint Francis *Care's* current and former employees who are participants in the plans. Another significant financial benefit will be Saint Francis *Care's* ability to participate in Trinity Health's intercompany debt program. While Saint Francis *Care's* current debt portfolio has favorable interest rates, this is largely due to the debt carrying variable rates and the maturities with shorter terms. Based on the maturities of its current debt, Saint Francis *Care's* will be required to refinance the majority of its debt in FY 2019. While the plan for the refinancing of the debt has not been finalized, Trinity Health will convert Saint Francis *Care's* debt to an intercompany loan using Trinity Health's size and balance sheet strength to obtain favorable long-term interest rates on behalf of Saint Francis *Care*. This will allow Saint Francis *Care* to avoid significant costs associated with refinancing its current debt that would have otherwise been incurred in FY 2019. Furthermore, the balance sheet strength of Trinity Health will allow for greater access to additional capital, if necessary, to meet Saint Francis *Care's* strategic objectives.

The \$8.0 million of incremental operational gains are an estimated amount of cost savings as a result of synergies expected to be realized by Saint Francis *Care* as a result of this transaction. As noted in the Completeness Response, the \$8.0 million in operational gains will recur annually. Pages 643-644 of the Completeness Response provide examples of actual synergies realized as a result of other Trinity Health's hospital acquisitions.

Saint Francis *Care's* operating income for the past five years is as follows:

	9/30/2014	9/30/2013	9/30/2012	9/30/2011	9/30/2010
Operating Income (Loss)	\$15,148,000	\$10,525,000	\$17,045,000	(\$4,408,000)	\$4,248,454

An additional \$8 million in operating income results in a significant increase in operating margin for Saint Francis *Care*. Over the past five years, Saint Francis *Care's* operating income has fluctuated between a loss of \$4.4 million and income of \$17.0 million. An additional operating margin and increased cash flow would on average double Saint Francis *Care's* operating margin over a five year period and provide for additional cash to be reinvested into Saint Francis *Care's* operations.

As noted in the separate CON filed for the acquisition of Johnson Memorial Medical Center and certain subsidiaries including Johnson Memorial Hospital, there are additional synergies expected to be gained with respect to that transaction and those amounts are not included in the information included in this CON application.

- **The guidelines and criteria set forth under the Inter-Company Loan Program ("ICLP") process for accessing funds, including debt refinancing and refunding.**

Trinity Health Inter-Company Loan Program Description (the "Program")

Under the Program, Trinity Health is the primary obligor on all existing tax-exempt debt issued by Trinity Health or its predecessor organizations. All tax-exempt debt is issued by Trinity Health under the Trinity Health Master Trust Indenture. Long-term debt of the RHMs is coordinated by Trinity Health and funded internally through loans from the Program.

Background and Program Characteristics

- Ensures all RHMs borrow at the same rate
- Enables the financing of projects in states with the lowest all-in borrowing costs through composite bond issues, typically on an annual basis
- Maximizes the life of the debt and minimizes annual debt service requirements
- Proceeds from annual composite bond issues are used to replenish the Program fund, as necessary
- Proceeds from Inter-Company Loans ("ICLs") are used to:
 - Replenish cash spent on capital expenditures
 - Offset annual increase in operating expenses to maintain days cash on hand
 - Fund the amortization of debt

Process for Issuing Inter-Company Loans

Each year during Trinity Health's Strategic Financial Planning process, the appropriate amount of debt and cash for each RHM is determined. This determination is further refined during the annual budget process.

- The total budgeted amount to be borrowed by each RHM is calendarized and Trinity Health's "Treasury" provides rate and monthly interest expense schedules to include in the RHM's budget
- Treasury will receive final approved budgets, which will indicate, by RHM and month, the amount to be borrowed during the fiscal year
- Per the approved budgets, Treasury initiates transfers to the respective RHM operating accounts on the first business day of each month
- Treasury initiates sweep transactions for interest, principal and swap charges each month

Standard Program Procedures

- Calculation of budget rates
- Determine cost of debt administration
- Forecast interest rates
- Set rates for budget period for interest and swap payments
- New inter-company loans
 - Develop recommendation for proposed loan via budgeting process
 - Prepare loan documentation, including RHM promissory note
 - Coordinate and initiate loan(s) according to budget schedule on first day of each month
- Collection of inter-company loan debt service
- Distribute updated amortization schedules
- Initiate mid-month cash sweep
- Coordinate accounting records
- Periodic adjustments to RHM sweep rate (if necessary)
- Notice of rate change to RHMs
- Analysis of impact to operating income and budget
- Prepare updated amortization schedules
- Impact of new bond issues
 - Incorporate new debt into cost of capital schedule
 - Calculate revised budget rates

Debt Refinancing and Refunding

- In addition to the replenishment of Program funds, the annual composite bond issue also provides an opportunity to refund tax-exempt bonds.
 - Existing Trinity Health tax-exempt bonds are monitored continuously and are analyzed to determine if there is sufficient economic benefit to refund.
 - Trinity Health affiliates typically participate in the Trinity Health Credit Group as Designated Affiliates under the Trinity Health Master Trust Indenture.
 - To the extent allowable under existing documents, the debt of the new affiliates that join Trinity Health may be defeased or redeemed through an inter-company loan from the Program (the underlying bonds may be refunded through the annual composite issue or through the Trinity Health Commercial Paper Program as an interim/bridge financing until the next appropriate composite issue).
- **Addressing the specific health-related issues as identified in SFC's 2012 Community Health Needs Assessment.**

The Saint Francis *Care* Board of Directors, led by President and CEO Chris Dadlez, responded to the community's growing awareness of health disparities among urban populations, including those identified in the Community Health Needs Assessment ("CHNA"), by setting in motion steps to better address collection and use of disparity data related to race, ethnicity and language preferences and support progress on cultural inclusiveness. Some of these key steps include:

- Creation of a senior leadership position, Vice President for Community Health Equity
- Formation of the Diversity Collaborative, a monthly meeting of employees to identify priorities and track improvement
- Monthly meeting with community members and Saint Francis *Care* Leadership to develop a plan to address disparities
- Creation of the Curtis D. Robinson Center for Health Equity ("Center") supported by generous gifts from Curtis D. Robinson and his wife Sheila as well as from the Hartford Foundation for Public Giving. The Center is located on the first floor of the Urban League.

The staff of The Curtis D. Robinson's Center for Health Equity 10 members, including public health experts and a language coordinator, works to bring together community members, health providers, local stakeholders and public policy makers in order to build a strategy informed by the ongoing assessment of people providing care, receiving care and impacting care.

The needs identified by the 2012 CHNA were used to define the goals included in the Community Health Implementation Strategy. This Community Health Implementation Plan serves as an important part of the Center's work effort. The following summary addresses progress being made in addressing the Community Health Implementation Plan needs.

COMMUNITY HEALTH IMPLEMENTATION STRATEGY

The Curtis D. Robinson's Center for Health Equity used a community outreach approach which targets the needs highlighted by the Community Health Needs Assessment and builds on the relationships and investments Saint Francis has in the community. Important conclusions used in the development of the community outreach goals include:

- Healthcare costs are not evenly distributed.
- Sickest 10% account for 64% of expenses.
- Social determinants of health are critical.
- Poverty is a predictor of health status.
- Shifts in reimbursement encourage a focus on disease prevention.
- Behavior change is a key vector for improving health outcomes.
- Community engagement is critical for success.
- Patient perspectives are essential to the development of effective programs.

The Community Health Implementation Strategy has four goals:

Goal 1: Improve Communication

Goal 2: Address Structural Barriers

Goal 3: Focus on Specific Clinical Areas

Goal 4: Target Social Determinants of Health

GOAL #1: IMPROVE COMMUNICATION

Saint Francis *Care* has prioritized communication both within the hospital system and with the community as evidenced by a number of initiatives that focus on this issue.

A.) Relationship Based Care (RBC)

This program focuses on communication and ensuring that care is provided in a respectful manner to all patients who come to Saint Francis *Care*. RBC training is ongoing for every employee of the hospital; including all administration, all clinical providers and all other staff members. To this point, six of the eight waves of training have been completed, which includes three quarters of the staff at Saint Francis *Care*. The first seven sessions of training have focused on clinical care providers who are involved in direct patient care. Over 3,800 employees have been trained to date. The remainder of the employees will participate in ongoing program training throughout 2015.

B.) Center for Health Equity

The core principle of the Center is community engagement. Staff at the Center serves as a bridge between healthcare (providers and the system) and the community. Education, training, research and activities that engage the community are strategies used to develop more effective healthcare services in conjunction with clinical service line leaders.

ACTIVITIES: HEALTH EQUITY NEWS -January 2015 Edition – See the attached newsletter as well as the list of previous topics in **Attachment 1**.

The Center holds “special” events to engage the community on a regular basis. These events are designed to build relationships and develop trust with community members and to serve as a bridge between the hospital system and community members. Since 2012, seven “special”

events have taken place and over 1,300 people have attended. Evaluations of the events indicate that community members find them helpful and would like this work to continue.

C.) Language Services

The Language Services Program provides comprehensive language services throughout the hospital including: training of clinical staff; hiring a dedicated coordinator; providing easily accessed resources; improving technology options; organizing resources at the unit level and providing a seamless method for translation of written materials, which was developed as a direct result of needs identified in the community that impacted the care provided to patients who are deaf and hard of hearing or who have limited English proficiency. The use of language services has increased by 120% from 2012 thru the first quarter of 2015. Evaluations of the staff training have been universally positive and preliminary feedback from patients has been complimentary. Please see attached more details on this program on **Attachment 2**.

D.) Diversity Collaborative

A team is working to improve diversity in staffing and leadership, in the suppliers used throughout the institution, and to provide comprehensive diversity and inclusiveness training that improves staff understanding of our patient population and of each other. Since 2012, nine training sessions have taken place at Saint Francis *Care* and 160 staff members have attended this 10 hour training session that highlights the importance of communication in providing health care to diverse populations at Saint Francis *Care*.

ACTIVITIES: Diversity Collaborative Team Handout – **See Attachment 3**.

GOAL #2: ADDRESS STRUCTURAL BARRIERS

The system and infrastructure for delivery of healthcare services impacts everyone: hours of operation; availability of parking; public transportation; wait times; provider skills and training; access to needed services; and insurance coverage all have an impact on patient experiences and their perceptions of healthcare overall. Saint Francis *Care* has a number of initiatives in place that focus on the structural aspects of providing healthcare.

A.) Connecticut Institute for Primary Care Innovation (CIPCI)

CIPCI is a collaborative effort between Saint Francis *Care* and UCONN that serves as a resource for the region and the state with the following specific aims: (1) serve as a trusted partner and resource; (2) improve training of primary care providers; (3) increase retention of primary care providers; (4) conduct groundbreaking research on primary care delivery and practice transformation; and (5) help practicing providers manage change.

ACTIVITIES: CIPCI Annual Report- **See Attachment 4**.

B.) Community and Population Health Model

The new model of care developed by Saint Francis *Care* includes a community alliance approach that highlights the importance of wrap around services and programs that focus on behavior change that can prevent or control chronic disease.

Improving health care delivery alone, will not necessarily improve the health of the population. Healthcare delivery accounts for about 20% of the determinants essential for improved health. The remaining 80% is made up of genetics, personal behaviors, socio-economic factors and environmental factors that are also essential elements of health. The health care delivery system's focus on finding and treating illness, or, what some have called "the medical paradigm," has failed because it does not adequately address the other 80% of the factors that influence a person's health. The new health care paradigm is about addressing all of these determinants by creating incentives for health care organizations to collaborate with other federal and state governmental agencies, as well as community organizations, in order to develop a more cohesive, responsive, and accountable health care system.

Although linked by economic imperatives, accountable care organizations (ACO) are not just health care organizations. The successful ACO will be a community of providers addressing all of the social determinants of health. To be successful, these organizations will need new tools, new methods and new ways of looking at delivering health care and enabling health.

Saint Francis *Care* has been very active in collaborating with community-based organizations to alleviate poverty and to provide transportation services, behavioral health services, addiction services, housing services and food security services. Saint Francis *Care* has had strong relationships with all of the organizations listed in the appendix of Saint Francis *Care's* 2012 community health needs assessment (See page 574 of the CON). These relationships have allowed Saint Francis *Care* to redesign the health care delivery model to ensure that excellent healthcare outcomes are supported by all of the community services that are necessary to enable and support health.

C.) Navigation Services

Saint Francis *Care* is expanding services to include healthcare navigators to provide critical services to patients with complex health needs and to assist with transitions of care to community settings. Saint Francis HealthCare Partners and the Center for Health Equity have both hired Community Health Navigators to facilitate adherence to follow up care; medication compliance; and problem solving for patients.

ACTIVITIES: Reference Navigation Training –See attached curriculum in **Attachment 5**.

In FY 2014 Saint Francis *Care* partnered with the Hartford Foundation for Public Giving to create a program aimed at improving the care of vulnerable patients who come to its ambulatory clinics in need of surgical treatment. The goal of this program is to help patients navigate the complex healthcare system with special attention to the needs of the vulnerable populations that Saint Francis *Care* serves.

In 2013 3,176 patients at Saint Francis Hospital and Medical Center were readmitted within 30 days of discharge from a surgical procedure. 79% of these patients were low income, Medicare, Medicaid, or uninsured patients. The disproportionate representation of vulnerable populations in these readmission statistics presented an opportunity for Saint Francis Hospital and Medical

Center to improve outcomes for this patient population. The anticipated result of this program is that the rate of re-admission for patients in the program will be reduced by 25% over 3 years.

An engagement specialist now works with the Saint Francis *Care* clinic staff to identify patients who are scheduled for surgery and have a high risk for hospital readmission after discharge. A risk stratification assessment tool is used with the patient prior to scheduling surgery that identifies patients who are at high risk for readmission to the hospital following surgery. The engagement specialist is a person who knows the target population well, is bilingual, is embedded in the clinics, and becomes a consistent bridge between the patient and the healthcare system prior to surgery, in the hospital following surgery, and following discharge. The engagement specialist remains in contact with patients until they have fully recovered.

The engagement specialist helps educate the patient on what to expect prior to surgery, visits the patient in the hospital after surgery to ensure their care is going well, confirms that the patient understands discharge instructions prior to going home, monitors food security at home during recovery, helps schedule physician appointments with transportation to appointments after discharge, reminds patients of upcoming appointments, confirms the patient is taking medications as ordered, seeks support for the patient from family or friends at home, and alerts the patient's physicians should problems emerge during the patient's recovery.

D.) Emergency Medicine – Primary Care Coordination

Leaders from the Saint Francis Emergency Medicine and Primary Care service lines have been working with our Chief Innovation Officer to connect with community groups, federally qualified health centers, and other stakeholders in an effort to transform the current system of care. The group has focused on helping high utilizers of the Emergency Department and has piloted strategies to facilitate primary care access for patients who do not have a primary care physician.

Please refer to the 2014 Saint Francis *Care* Community Benefit Report: [Bridging the Divide](#) (pages 667 – 668 of the completeness response).

GOAL #3: FOCUS ON SPECIFIC CLINICAL AREAS

The Curtis D. Robinson Center for Health Equity has partnered with the leaders of Saint Francis *Care's* clinical services to design a number of programs that address diseases known to have a significant impact on the health of those living in our service area. Many of these illnesses can be impacted significantly by preventive services and support for behavior change. Saint Francis had developed programs focused on this set of illnesses and has partnered with other agencies to provide services that will impact health outcomes. These include:

Clinical Initiatives at Saint Francis Care

AREA OF NEED	SAINT FRANCIS CARE PROGRAM	Activities
Behavioral Health	Emergency Department Diversion to Behavioral Health Services Program	Wheeler Clinic Initiative (see pages 508 – 509 of CON and page 651 of completeness responses)
Prevention Screening	<p>Prostate - Curtis D. Robinson Health Institute</p> <p>Cardiology and Stroke Prevention Center at Saint Francis</p> <p>Working with the City of Hartford Department of Public Health to reduce infant morbidity, mortality and the number of low birth weight babies in the City of Hartford – Maternal Infant Outreach Program (MIOP) (see attached report). Please note, Saint Francis has continued its funding for the MIOP program for 2016.</p> <p>Injury – Violence and Injury Prevention Program</p>	<p>From January 2012 through May 2015:</p> <p>151 events in the community with 3,600 people attending.</p> <p>56 sessions with 2,065 people attending.</p> <p>See Attachment 6</p> <p>34 sessions with 4,200 attendees</p>
Obesity	Town Hall Event	September 201 – 120 people attended
Diabetes	Center for Diabetes & Metabolic Care at Saint Francis	17 sessions with 678 persons attending

GOAL #4: TARGET SOCIAL DETERMINANTS OF HEALTH

Social issues on the margins of healthcare often have a huge impact on health outcomes. How much money someone makes, the neighborhood they live in, their level of education, the type of work they do, housing, food security, exposure to violence, experience of trauma – all of these issues are referred to as the “social determinants of health” and must be addressed to have a significant impact on health.

After reviewing the findings, four areas were identified as priorities: housing, food, security, and transportation. These social determinants have the most significant impact on the delivery of health care and subsequent follow-up services provided to patients. Saint Francis Care will be

working over the next year to identify resources in each of these areas to develop partnerships and alliances that enable patients to identify and access needed resources and meaningful support for improved health outcomes.

Social Determinant	Activities / Partnerships	Additional Information
Housing	Community Solutions and NINA	See Attachment 7
Food	Joan Dauber Food Bank at Mount Sinai Town Hall & Hartford Food System Partnership	Over 82,000 people served 120 attendees
Security	Peace Builders	See Attachment 8
Transportation	CT Fasttrack/Herriott Health outreach	Ongoing

Also, please also refer to pages 512, 524-609 of the original CON as well as pages 627 – 631, 660 – 679 of the April 17, 2015 completeness responses.

Saint Francis *Care* chose to become a member of Trinity Health in part because Trinity Health shares Saint Francis *Care*'s commitment to improve the health of populations with particular focus on preservation of local safety net systems for the poor and vulnerable populations. Trinity Health's decision to hire Bechara Choucair M.D., former Commissioner of the Chicago Department of Public Health, as Vice President for Safety Net Transformation and Community Benefit brings a senior public health expert, who recognizes the need to address health disparities in a culturally sensitive fashion to ensure the greatest success in improving population health.

In addition, Trinity Health has required its entire health ministry to link cultural competency with clinical care delivery for improved clinical and service outcomes using its standardized collection of Patient Demographic Data.

Lastly, like Saint Francis *Care*, Trinity Health sponsors a wide range of community benefit programs delivering significant charity care and covers a growing amount of unpaid medical costs for Medicaid and other public programs. These community benefits have grown from \$633 million in FY 2011 to nearly \$900 million projected for FY 2015.

Provide a written response to the following as an attachment to the pre-file testimony, as these questions were not fully addressed in the application/completeness:

- 1. Will the RHM adopt TH's charity care and financial assistance policies and procedures or will it maintain SFC's existing policies? Please elaborate.**

Trinity Health has had a long standing system policy on providing Financial Assistance to patients. The policy is reviewed periodically and on June 12, 2014, the Trinity Health system Board approved the parameters of a Financial Assistance to Patients Policy and Procedure. Based on those approved parameters, a system wide policy was adopted and also a related "template" policy to be adopted at each RHM. Management was also directed to assist the RHMs, as needed, to develop procedures and/or guidelines consistent with the policy.

In the original CON submission, the Trinity Health policy and the related "template" policy were appended. Both have been revised slightly to reflect a change in the name of the corporate entity through which Trinity Health operates, but are otherwise identical to what was submitted. Once the contemplated transaction is completed, the new RHM (including Saint Francis *Care*) will be required to adopt a policy consistent with the template policy submitted. The date targeted for approval of the template policy by all RHMs is January 1, 2016. These policies comply with IRS regulations.

Trinity Health's policies, procedures and guidelines will expand the existing policies of Saint Francis *Care*. Pages 647-650 further describe Trinity Health's policies and provide a comparison of the Trinity Health policies to Saint Francis current policy. Trinity Health's qualifying criteria will increase the number of eligible patients based on the levels of income used by Trinity Health compared to Saint Francis *Care*'s policies. As a result, we would anticipate Saint Francis *Care*'s current practices in the areas of charity care and financial assistance to be further enhanced when the transaction is approved and completed.

2. Of the \$275M capital funds, provide the amounts that will be available specifically to the Hospital.

Approximately \$195 million of the capital expenditures are earmarked for Hospital capital expenses (refer to detail of \$274 million on page 635 of the CON). In addition, the preliminary capital investment plan has approximately \$48 million which is unallocated at this time and it is likely that a portion of that amount will be used for Hospital capital expenditures based on future priorities that have not yet been identified. However, given the shift towards population health, it may be more appropriate for Saint Francis *Care* affiliates other than the Hospital to expend the capital on behalf of the system. These decisions will be made at an appropriate future date based on assessments of community need and the evolution of the local healthcare market.

3. Identify the actual months included and the method of annualizing for FY 2015 volume estimates.

The basis for the volume estimates provided in the CON is the FY 2015 budget. The actual vs. budgeted volume through May FYTD'15 is included in **Attachment 9**.

FY 2015 budgeted volume was based upon historical results for the prior three fiscal years (FY 2011, FY 2012 and FY 2013) and the first ten months of fiscal year 2014 (October through July). A full-year (FY 2014) was then projected based on historical trends, actual results for the last 12 months and anticipated changes to occur for the remainder of the fiscal year. This projection served as the baseline FY 2015 budget.

4. Provide updated Financial Measurement/Indicators for March, April and May 2015 and comparable months from the previous fiscal year.

Please refer to **Attachment 10**.

5. Resubmit the updated Financial Worksheets requested and provided as an attachment on March 31, 2015. Incremental amounts should reflect the anticipated savings resulting from replacing \$250M in private placement debt with debt provided under TH's ICLP.

The following describes the current state of Saint Francis *Care's* debt and the benefits of Trinity Health's ICLP to Saint Francis *Care*.

Saint Francis *Care* will have improved access to capital at a lower cost upon becoming a member of the Trinity Health Obligated Group. The specific benefits that Saint Francis *Care* would realize can be broken down into 3 categories: (1) Risk Reduction; (2) Long-term Cost Reduction; (3) Improved Financial Covenants. Details regarding each of these areas of benefit are summarized below:

Risk Reduction

Currently, Saint Francis *Care* has a debt portfolio that consists primarily of short term bank loans (almost 90% of total debt) that range in tenor from 3 to 5 years. This has produced an effective short term, low cost method of financing for Saint Francis *Care* but does not secure long-term committed capital. Upon expiration, the current bank loans must be renewed or refinanced with fixed rate debt. This structure creates renewal risk and long-term financing risks given that the cost and terms of the renewed or replaced debt are unknown at this time.

The Trinity Health ICLP consists of a broad and diverse portfolio of debt with approximately 70% in the form of long-term, fixed rate bonds with tenors of 25 to 30 years (committed capital). The remaining balance of the portfolio is variable rate indebtedness that has certain elements of risk, though those risks are largely mitigated by the diversity of products and tenors in the portfolio and the Aa3/AA-/AA credit ratings of Trinity Health. As a member of the ICLP, Saint Francis *Care* will lower debt related risks materially as it enjoys long term committed capital and lower risk variable rate debt.

One additional risk reduction consideration that should be noted is the fact that Saint Francis *Care* will be eliminated from future financing timing risk. For example, if Saint Francis *Care* has to finance a large project in the future and interest rates at that time are very high, the high cost debt issued in that market will be blended and shared among all of the program participants and the resulting average cost of debt for each participant will be minimally impacted.

Lower Cost of Permanent Debt Financing

A direct comparison of Saint Francis *Care's* current cost of capital to the Trinity Health's ICLP's cost of capital is not appropriate, due to the short term nature of the existing Saint Francis *Care* debt portfolio. The comparison of the ICLP's cost of capital to a fixed rate refinancing of Saint Francis *Care's* debt on a standalone basis is more appropriate. For Fiscal Year 2016, the cost of capital for each participant in the Trinity Health ICL is estimated to be 3.75%. For comparative purposes, the assumed terms of a Saint Francis *Care* standalone refinancing in today's market are as follows:

- **Tenor:** 25-30 year Fixed Rate Bonds
- **Assumed Rating:** BBB
- **Assumed Cost:** 5.00%
- **Par:** \$252mm

The estimated 125 basis point improvement in cost would equate to an immediate annual interest expense benefit of more than \$3 million. Over a 30 year term, the aggregate interest expense savings is estimated at more than \$65 million, given these assumptions. Please note that this analysis does not consider the impact of the existing Saint Francis *Care* swaps that are in place because those swaps do not impact interest expense on the financial statements. It is expected that those swaps will become part of the Trinity Health swap portfolio and blended across all program participants.

Elimination of Financial Covenants

Under the Trinity Health's ICLP, individual participants are not directly required to meet performance-based and balance sheet covenants such as Debt Service Coverage, Days Cash on Hand minimums, Debt to Capitalization limitations or direct limitations on additional debt. Any such covenants associated with Trinity Health's debt financing are only applicable to the Trinity Health as a whole, eliminating the risk of underperformance of a couple of members of the group. As a stand-alone credit, Saint Francis *Care* is subject to financial covenants under the current structure and would be similarly encumbered with covenants for a long term fixed rate financing. Additionally, it is likely that under a standalone long-term, fixed rate financing arrangement, Saint Francis *Care* would need to fund and maintain a debt service reserve fund (DSRF) of approximately \$16 million. This would materially increase overall debt service costs because of the inability to invest the DSRF in an instrument that would produce a return equal to Saint Francis *Care*'s cost of capital. Under the Trinity Health ICLP, DSRFs are not required.

Updated worksheets are not included in this response as we do not have the exact timing and interest rates of the refinancing of Saint Francis *Care*'s debt through the Trinity Health ICLP.

Letters of Support

Please also find attached 72 letters of support from Saint Francis *Care*'s Medical Staff supporting Saint Francis *Care*'s decision to joint Trinity Health contained in **Attachment 11**.

ATTACHMENT 1

**Overview of Newsletter Topics – Curtis D. Robinson Center for Health Equity
(Formerly Curtis D. Robinson Men’s Health Institute)**

Curtis D. Robinson Men’s Health Institute

January 2013

GRAND OPENING - Messages from leadership: Curtis, Marcus, Luis, Marlene
HALO AWARD ANNOUNCEMENT
Numbers Served

June 2013

Men’s Health Month
New Screening Guidelines
Early Detection Story

Center for Health Equity Newsletter Topics

Oct 2013

Town Hall Meeting
Service Line Collaborations
Health Equity Fellow
Diversity Collaborative

March 2014

Community Benefit
Diversity Training
Data and Health Disparities
Partnerships – Bridges out of Poverty

August 2014

Language Services
Navigation Services
Summer Interns
Expanding Community Services – Diabetes
Upcoming Fundraising Events

From: The Curtis D. Robinson Center for Health Equity at Saint Francis
[menshealthinstitute@stfranciscare.ccsend.com] on behalf of The Curtis D. Robinson Center for
Health Equity at Saint Francis [admedina@stfranciscare.org]
Sent: Thursday, April 02, 2015 10:49 AM
To: Stuart, Mary
Subject: HEALTH EQUITY NEWS



**The Curtis D. Robinson
Center for Health Equity**
at Saint Francis

HEALTH EQUITY NEWS
January 2015

As we enter 2015, the Curtis D. Robinson Center for Health Equity staff have settled into the space on the first floor of the Urban League of Greater Hartford and are engaged in numerous activities by bridging the divide between health care providers and patients; navigating through the complex healthcare system to find solutions; and by supporting the community in addressing health disparities.

In this issue, we highlight the impact of our programs, describe recent activities and let you know what is yet to come. This year our focus is on simple, well designed and universally understandable solutions to the complex problems that contribute to health disparities.

Newsletter Overview

[The Impact of On-going Programs:](#)

Numbers Reached
Language Services
Health Survey

[Recent Activities:](#)

Town Hall Event

Celebration of Martin Luther King Jr. Diabetes Self-Management Training in Spanish

Announcements & Upcoming Events:

Golf Tournament

MIRACLES

A Visit from Dr. Clayton Yates

Annual Community Benefit Report

THE IMPACT OF ON-GOING PROGRAMS

Numbers Reached

The Curtis D. Robinson Center for Health Equity engages the community in a variety of ways and in various settings to offer support and training as well as learn more about what the community has to say. Since our last newsletter we have reached 1,820 people and over 6,000 people have been reached since our start! We focus on activities that allow community input and lead to relationships that improve health outcomes. For example, we offer training to community members and healthcare providers; provide individual navigation services for patients who come to the Center; collaborate with community agencies to meet the expressed needs of community members; work closely with hospital departments to provide needed language services; conduct research and collect data to better understand the impact of our work; assist with the training of new doctors; and organize support for those who need it most. ALL OF THIS WORK HAS ONE PURPOSE - TO ACHIEVE HEALTH EQUITY FOR ALL.

New Staff Member and Language Services Program

Language Services at Saint Francis is improving! First and foremost we have a new Health Equity Programs Coordinator - Nkemdilim (Chi) Anako who has been with us less than a month and has already moved the language services program forward significantly. New resources have been distributed, training has been developed for Health Stream, document translation is being offered on an as needed basis, staff are receiving in-unit training, and program oversight is in place. Chi can be reached at 714-5748 if you have questions about this new service. The Language Services SharePoint site, which will feature all of the resources in one location, will be launched very soon!



Nkemdilim Chi Anako - Health Equity Programs Coordinator

Health Survey

The first round of community input for our Health Needs Assessment included over 600 surveys completed by members of two large churches in Hartford. Preliminary data analysis show that diabetes, heart disease and being overweight/obese are the top three priorities. We have much more work to do to complete the health needs assessment and gain a clear understanding of how to address the identified needs, but we have already started discussions with the Diabetes and Metabolic Disease Center at Saint Francis to create a partnership to provide diabetes screening and educational services in the community for those who need it most. More to come in our next newsletter....

RECENT ACTIVITIES

Town Hall Event

Since 2011, The Curtis D. Robinson Center for Health Equity (CDRCHE) has hosted an annual town hall meeting on health disparities. The purpose is to have an open and constructive dialogue about health issues that affect populations most impacted by health disparities. For 2014, the topic was "Is Food Making us Sick?-A Conversation about Food and our Health."



Panelists included:

- Danielle Smiley: Nutritionist with the Hartford Women, Infants and Children Program
- Evelyn Richardson: Founder of Daughters of Eve a community action organization
- Dr. Nissin Nahmias: Bariatric surgeon at Saint Francis Hospital
- Dr. Roy Kellerman: Primary Care Physician with Saint Francis Hospital
- Martha Page: Director of the Hartford Food System

The event was held on November 18, 2014 at the Capitol Region Education Council Theater of Performing Arts, over 200 people attended. CDRCHE reached out to community partners for promotion, support, and attendance. The primary goal was to engage the community and connect people to services and organizations to provide information and answer questions about food and health.

Martin Luther King Celebration and Award

Dr. Marcus M. McKinney was awarded the Martin Luther King, Jr., "Drum Major of Justice" award on Monday, January 19th at Shiloh Baptist Church by the Greater Hartford Interdenominational Ministerial Alliance. Rev. Dr. David Massey (President) and Rev. Ronald Hiomes (Vice President) gave the award as a part of the annual service with 700 attendees. This event supports scholarships to students aspiring to matriculate in post-high school education.



Reverends David Massey, Marcus McKinney, and Ronald Hoimes

Diabetes Self-Management Workshop Provided in Spanish

On October 25, 2014, Rebecca Santiago, RN and CDRCHE's Community Healthcare Navigator, facilitated the first 6 week Diabetes Self-Management Workshop for 10 members of the House of Restoration Church. The workshop, taught entirely in Spanish, was based on the Stanford Chronic Disease Management Program and in collaboration with the CT Department of Health. Classes were held once a week for 2 ½ hours. Topics included: 1) dealing with diabetes symptoms 2) appropriate exercise 3) healthy eating 4) medication use and 5) partnering with health care providers. Participants made weekly action plans, shared experiences, and helped each other solve problems they encountered in creating and carrying out their self-management program.



ANNOUNCEMENTS & UPCOMING EVENTS

Curtis D. Robinson Celebrity Golf Classic- SAVE THE DATE

It's hard to imagine with the ground still covered with snow, but before you know it we will

be celebrating our 6th Annual Golf Tournament and everyone is welcome! Registration and Sponsorship opportunities will be available soon. For more information please click [HERE](#). Golfers can sign up as a single or as a foursome and for those who don't play, we welcome you to sign up for our luncheon. Your support will benefit the Center's prostate cancer awareness and screening program. Please mark Thursday, August 6, 2015 on your calendar now!

MIRACLES Event

The Curtis D. Robinson Center for Health Equity has been named the recipient of the MIRACLES Fundraising event for Saint Francis Care. This is the hospital's main annual fundraising event and raises over \$1 million dollars to support programs and services.

This year the Center is honored to have been chosen and we'd love for you to join us. For more information, please contact the Foundation staff at 714-1269 or click [HERE](#).

A Visit from Dr. Clayton Yates

On Thursday March 5th from 8:30-9:30 in the CJRI Auditorium Dr. Yates will present an update on the partnership between Saint Francis and Tuskegee University and share findings from his research on health disparities in African American men.

Community Benefit Annual Report

Keep an eye out for this year's annual Community Benefit Report - it will be out in the next month and the report focuses on the bridges we create between the community and the healthcare system.

Curtis D. Robinson Center for Health Equity

860-714-5770

Engagement - Education - Health Advocacy - Research

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ATTACHMENT 2

The Language Services Program at Saint Francis *Care*

In 2012, a language services committee was formed with representation from the Center for Health Equity (CHE); Nursing Leadership; Purchasing; Quality Improvement; Patient Experience; Telecom and Technology. At the time resources were provided via telephone interpretation services and in-person ASL interpretation. In some areas of the hospital, “dual handset phones” which enabled both the patient and the provider to be in on the line with the interpreter at the same time where available.

In response to a consent decree, the MARTTI system for Video Remote Interpretation (VRI) was implemented. Saint Francis contracted with Language Access Network to provide these services via their MARTTI devices. Initially, 15 machines were purchased and they were well received by hospital staff and patients. Later, an additional 10 machines were added. Half of the machines were placed in the storeroom for request throughout the hospital and the other half were disseminated to specific high-need areas. This model of distribution was then changed when it was discovered that many of the machines that were placed in specific areas were rarely being used while the demand for the storage room units was increasing. Currently, 14 units are available through the storeroom and monitoring of this new distribution system indicates machines are available as needed.

The work of developing a comprehensive Language Services Program was given to the Center for Health Equity. A Language Services Work Group was formed and a Request for Proposals was issued to consolidate and increase access to language services across the hospital system. An award for the contract was issued in December 2014 to Interpreters and Translators Incorporated (iTi) of Manchester, CT. Next, a Health Equity Programs Coordinator was hired to serve as the Program Administrator for the Language Services Program. This role oversees the program and was assigned to be within the Center for Health Equity.

The new system is called the **3+1 Language Services Program** due to the three options for interpretation and the one option for translation of documents.

- The 3 interpretation options include:
 - Dual Handset telephone Interpretation
 - Video Remote Interpretation
 - In person Interpretation

- The 1 Translation resource includes:
 - A “drop box” system for requesting translation of written documents into other languages.

Three goals were identified in development of the program:

1. Timely provision of resources so that clinical care is not impacted.
2. High quality services that result in positive patient feedback at a reasonable cost.
3. On going monitoring to augment resources as needed over time.

Between January and March of 2015, all Saint Francis staff were required to complete the Language Services Module added to the Annual Health Stream Training. In April of 2015, a SharePoint site was launched with an internal promotions campaign to highlight the new **3+1 Language Services Program**. From January to April over 55 units received training about the language services available. Additionally, a Language Service Resource Box has been distributed to every hospital unit and to other areas in need of this service (over 50 boxes).

Each Box Contains:

- Dual Handset
- Headphone Amplifiers
- Language Services Waiver Form
- Language Resource box sign-out sheets (for staff to sign out the box)
- Laminated Quick Reference Telephonic Guide
- Laminated documents (will be attached all together on a ring)
 - *World map (from LAN)*
 - *How to Use MARTTI*
 - *iTi Language Identification*
 - *Language Services 3 +1*
 - *How to request language services*
 - *Interpretation levels*
 - *Critical Communicator cards*

In addition to the development of the 3+1 Language Services Program, other activities that have enhanced the program include:

- Pilot training of bilingual staff to become “medically qualified” interpreters
- Development of a Language Services Steering Group that meets on a weekly basis
- Update of Language Services Policy
- Regular attendance at the Daily Safety Huddle
- Update of Patient Rights and Responsibilities
- New Signage to indicate Services are available FREE to all patients and their families
- Quality Improvement measures to monitor program outcomes
- Update of Grievance Policy

LANGUAGE SERVICES TIMELINE

Date	Activity
March 2012	Language Services Committee Developed
April 2012 – Sept. 2012	Purchase of additional MARTTI machines Health Stream Training On Use of MARTTI
October 2013	Language Services Added to Health Equity Workplan
February 2014	RFP Issued
November 2014	iTi Awarded Contract
December 2014	Administrator Hired
December 2014	Language Resource Box Developed
January 2015	3+1 Program Developed
January 2015	Roll Out of In-Person Training
January 2015	Health Stream Training Required
January 2015	New Employee Training Added
February 2015	Signage Updated
March 2015	EPIC Data collection Developed
April 2015	SharePoint Site Launched
April 2015	Announcement Recipient Email Sent
April 2015	Re-deployment of MARTTI's thru storeroom
April 2015	Engagement of Operators
May 2015	Language Policy Updated

ATTACHMENT 3

Saint Francis Care Diversity Collaborative Team



WHO WE ARE:

Established at Saint Francis in 2012 in association with the Connecticut Hospital Association's Diversity Collaborative

Our GOALS (similar to those set out by the American Hospital Association's Equity of Care Initiative):

- Increase collection and use of REAL (Race, Ethnicity, and Language) data
- Improve cultural competency in the delivery of care
- Expand diversity in hospital governance and senior management

Our MISSION:

We are committed to affirming the value of each patient, employee, vendor, visitor and community member by honoring and embracing individuality while incorporating it into our every action.

WHAT WE DO:

• **Supplier Diversity Program**

Our Principles of **A.C.T.**

- **A**ttain qualified diverse business enterprises to become a part of the supply chain pool of vendors seeking contract opportunities.
- **C**ommit to increasing our percentage of business for Minority, Woman, Veteran, Veteran Disabled and Socially and Economically Disadvantaged Business Enterprises annually.
- **T**reat ALL of our diversity business enterprises with respect by understanding what it means to be a diversity business enterprise. Through open communication, we endeavor to find opportunities to be supportive and to arrive at a win-win business experience.

• **Language Services**

3+1 Services

- Resources at Saint Francis have been expanded to include the 3 + 1 Options:
- **3** Interpretation Options: Video Remote Interpreting, Dual Handset Phones; On-site in-person translation for American Sign Language and complex medical cases
PLUS
- **1** Translation of Documents easily accessible on the Saint Francis Infonet.

• **Diversity and Inclusiveness Training**

Thus far 7 training sessions (free of charge to Saint Francis Employees) have been provided in collaboration with the CT Hospital Association and the Hispanic Health Council. Over 150 participants have attended. Sessions are planned for 2015 in February, April, June and September. COME JOIN US!!

• **Accelerated Program for Diverse Candidates**

Development of a program is underway to improve the level of diversity at the highest level of the institution.

HOW TO GET INVOLVED:

1. **Join the Diversity Collaborative Team**

- Talk to a member of the team who can nominate you.
- Write a paragraph or two about why you want to join and your commitment to the team.
- The team will review and invite those who represent areas of the hospital not currently included.

2. **Support the Diversity Collaborative Team Initiatives**

- Attend cultural competency training.
- Participate in our yearly Stand Against Racism Event.
- Use and promote the use of the hospital's language service.
- Communicate with Team Members about issues.

3. **Learn More**

GO TO THE SAINT FRANCIS DIVERSITY COLLABORATIVE TEAM WEBSITE AT:

STFRANCISCARE.ORG/DIVERSITY

To find a current listing of members and upcoming events

ATTACHMENT 4



Connecticut Institute for PRIMARY CARE INNOVATION



UConn | SCHOOL OF MEDICINE

2014

2014 HIGHLIGHTS

In 2014, the Connecticut Institute for Primary Care Innovation (CIPCI) pursued its unique mission by living up to the motto: **Transformation that works**. More specifically, CIPCI focused on core functions as a **convener, trusted partner, and facilitator** for primary care practice transformation.

We envisioned the Primary Care Office of the Future, and worked directly with local residency clinics and private practices to understand how their structure affects current function. This provided a platform for practice transformation, with an initial emphasis on change at the multiple sites that train residents in the University of Connecticut (UConn) internal medicine and family medicine programs.

Our Mission

Deliver practical value for patients, providers, and payers by transforming primary care in ways that are palpable and sustainable.

Our Aims

- Serve as a trusted partner and resource
- Improve training
- Increase retention
- Conduct groundbreaking research
- Help practicing providers manage change

Guiding Concepts

- Stay practical
- Understand the 'anatomy and physiology' of primary care
- Great clinical environments are great teaching and learning environments
- Treat innovation as a disciplined experiment
- Start in our own backyard
- Be definitively inclusive

CONVENER



CIPCI serves as a **trusted resource** to primary care leaders and educators by creating forums to stimulate innovative ideas that can be incorporated into practice and training. Examples of 2014 convening activities include:

- **Quarterly meetings** of regional primary care leaders (Advisory Board).
- **Discussions and educational events** with educational leaders from the UConn School of Medicine, UConn School of Dental Medicine, primary care residency leaders, and primary care residents.
- **CIPCI-TRIPP Roundtable Discussions**. In partnership with The Ethel Donaghue Center for Translating Research into Practice and Policy (TRIPP), CIPCI hosts Roundtable Discussions that feature interactive presentations from researchers and leaders in primary care. 2014 CIPCI-TRIPP Roundtables:
 - Marie Smith, PharmD - "Integrating Medication Services in Advanced Primary Care Practices"
 - Robin Lunge and Craig Jones, MD - "Vermont Health Care Reform"
 - Emil Coman, PhD - "Patient Centeredness - Modern Approaches Using Dyadic Research: Implications for Providers"
 - Raymond H. Curry, MD - "Meaningful Roles for Medical Students in the Provision of Longitudinal Patient Care"
 - TRIPP Center Researchers - "Deeper Insights into How the PCMH Improves Quality and Efficiency in Primary Care"

PARTNER



The Primary Care Office of the Future

May 2014 Exhibit

To expose providers to innovative ideas that will **help them manage change**, CIPCI demonstrated new practice designs and technology for primary care transformation. We worked with several technology partners to showcase tech-enabled models for improved communication, teamwork, workflow, and care. Approximately 180 primary care providers, teams, learners, and state leaders toured the exhibit. Take a virtual tour at cipci.org/future.

Workshops

We packaged The Primary Care Office of the Future into a hands-on workshop, and offered it to 90 first year medical students at Quinnipiac University and 16 UConn/Primary Care Progress students. After attending, most students said they were more optimistic about the future of primary care practice, a good reflection on our Aim to **increase recruitment and retention** of primary care providers.



Collaborations

As a statewide **partner and resource**, we engage in practical collaborations with local and national groups who share our mission of transforming primary care.

Access Health CT

Access Health CT, Connecticut's health insurance marketplace, approached CIPCI to develop content for a campaign we called, "Why Care About Primary Care." With input from our Patient Architects, we created a summary of the importance of primary care for consumers. CIPCI will be recognized as a partner when Access Health CT distributes informational materials.



Comprehensive Primary Care (CPC) initiative Tulsa

The CIPCI faculty/staff group was invited to Tulsa, Oklahoma to learn about the Comprehensive Primary Care (CPC) initiative, one of the seven regional CMS-funded primary care innovations. The trip enabled observation and discussion with practices, and participation in a learning collaborative of more than 60 practices from around the state. We built relationships with CPC leaders and are working to incorporate some of the CPC keys to success into our own practice transformation work.

New England EConsult Network

CIPCI faculty served as the Technology Advisory Committee Chair and on the Advisory Board for a multi-state grant to Community Health Center, Inc., funded by the Cox Family Foundation. This initiative will help primary care physicians in low-resourced areas of Connecticut and Maine access electronic specialist consultations at UConn. CIPCI will continue to help optimize rollout and integrate this into additional primary care practices.

Grants

We are continually in discussions with national and statewide leaders to identify grant and programmatic opportunities to accelerate primary care transformation. In partnership with a national group, CIPCI submitted a state grant to help transform local practices.

TRANSFORMATION FACILITATOR

Practice Based Research

Anatomy & Physiology of Primary Care: A Clinical Microsystems Approach

CIPCI employs a clinical microsystems approach, developed by Dartmouth, to help practices understand and improve their structure and function. This method revolves around the 5 P's – Purpose, Personnel, Patients, Processes, and Patterns. In this **groundbreaking research**, observers collect data about the clinic processes from the patient's perspective as they move through the practice. This information is mapped out and presented to practice teams, who then consider improvement cycles. 2014 project highlights:

- CIPCI researchers completed analysis at 6 UConn-affiliated resident clinics and 4 private practices, and facilitated discussion on potential improvements at several.
- We convened residency directors and clinic leadership to compare processes as well as work on improving and standardizing care and training. This work aligns with one of CIPCI's central guiding concepts: **Great clinical environments are great teaching and learning environments.**

Involving Patients in Transformation

Patient Architects

We engage patients from primary care clinics as 'architects' to work with primary care practices in redesigning care delivery. This creates the opportunity for CIPCI, patients, and primary care practices to partner in improving care. This year, the Architects:

- Provided feedback on the 'Clinical Microsystems' results.
- Partnered with CIPCI and Access Health CT to design a patient-friendly informational campaign about the importance of primary care.
- Helped create a core purpose statement for the residency clinics that is meaningful for patients and staff.



Practice Redesign in Action

- Using 'Clinical Microsystems' research as a foundation, CIPCI Faculty facilitate ongoing meetings with residency care teams and other interested practices to promote enhanced workflow, and patient and clinician satisfaction.
- As a follow-up to the Primary Care Office of the Future demonstration, we partnered with Red Thread to install innovative exam room furniture at three primary care residency clinics: Aslyum Hill, Burgdorf, and Gengras. Care teams are testing the rooms and providing feedback on the effect on workflow, and patient and provider experience.



Core Purpose statement: The [clinic name] is a patient-centered medical home and a learner-centered training site. We know our patients as individuals, provide the best healthcare for them, and empower them to improve their own health.

OUR TEAM

Faculty and Staff

Thomas P. Agresta, MD, MBI
Informatics Leader

Rebecca A. Andrews, MS, MD
Education Co-Leader

Jeri Hepworth, PhD
Director

Rachael Ingersol, MA
Project Supervisor

Catherine MacLean
Research Assistant

Gregory Makoul, PhD, MS
Founding Director

Adam R. Silverman, MD
Outreach Leader

Thom Walsh, PhD, MS
Visiting Research Fellow

Governing Board

Lori Bastian, MD, MPH

Robert A. Cushman, MD

Luis F. Diez-Morales, MD

Judith Fifield, PhD

Bruce E. Gould, MD

Advisory Board

Ramin Ahmadi, MD

Michael Fendrich, PhD

Margaret Grey, DrPH, RN

Lisa Honigfeld, PhD

David Howlett, MD

Jayesh R. Kamath, MD, PhD

Jonathan Lis

Jewel Mullen, MD, MPH, MPA

Douglas E. Peterson, DMD, PhD

Steve Ruth

Marie A. Smith, PharmD

C. Todd Staub, MD

Thomas J. Van Hoof, MD, EdD

Robert W. Zavoski, MD, MPH

Primary Care Policy Council

Gillian Barclay, DDS, MPH, DrPH

F. Daniel Duffy, MD

Kevin Grumbach, MD

Paul Grundy, MD, MPH

Amy Helwig, MD, MS

William L Miller, MD, MA

Austin Pittman, MS

Victor Villagra, MD

Scott Wallace, JD, MBA

Senior Research Fellows

John Lynch, MPH

Sandra van Dulmen, PhD

Michael Wolf, MPH, PhD



Transformation that works.

260 Ashley Street | Hartford, CT 06105 | 860.714.7334 | CIPCI@stfranciscare.org | www.cipci.org

Facebook: facebook.com/CIPCIorg | Twitter: twitter.com/cipciorg

ATTACHMENT 5

Curtis D. Robinson Center for Health Equity – Patient Navigation Program

“Navigate to new skills and knowledge.”

The Curtis D. Robinson Center for Health Equity Patient Navigator Training Program offers a full curriculum designed to build patient navigator skills and knowledge. Whether you are a new or experienced patient navigator, choose from beginning or advanced level courses. Our expert instructors are patient navigation experts and leaders and can help you navigate to new knowledge and skills.

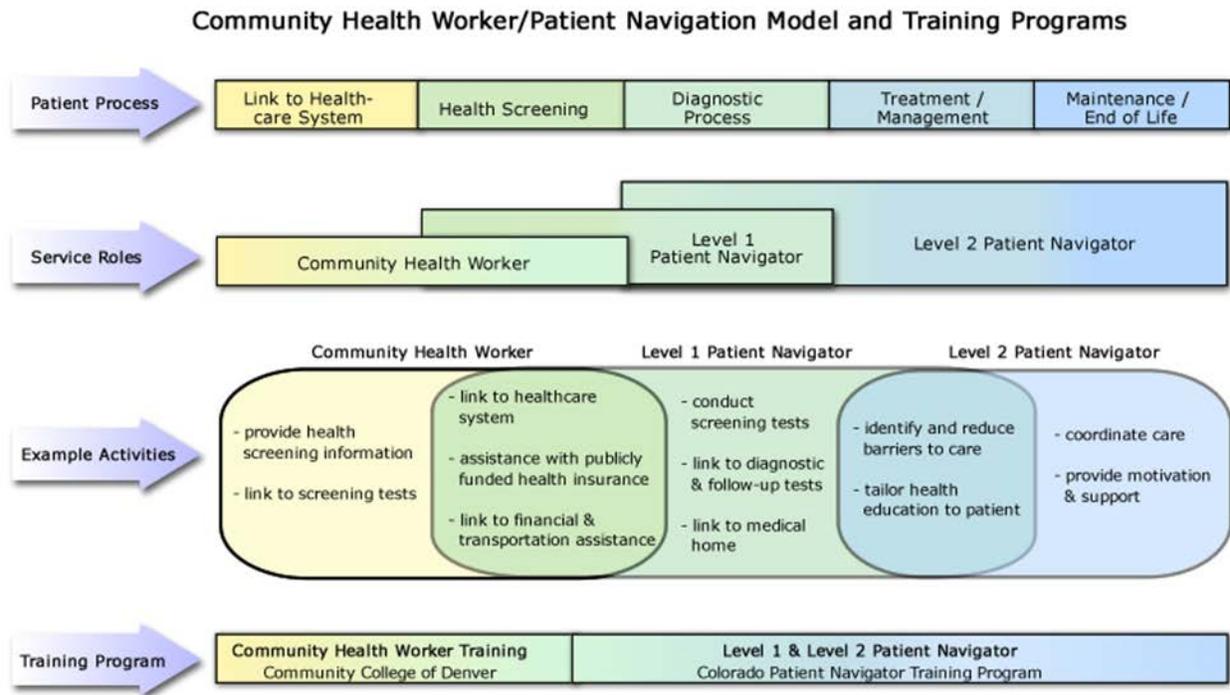
What is a patient navigator?

A patient navigator is a member of the healthcare team who helps patients “navigate” the healthcare system and get timely care. Navigators help coordinate patient care, connect patients with resources, and help patients understand the healthcare system. Patient navigators work in many areas of healthcare. Many have one chronic disease focus area such as cancer, heart disease, or diabetes.

Who are courses for?

Courses are for patient navigators, social workers, nurses and community healthcare workers. Choose from two levels of training: Level 1 for new patient navigators and Level 2 for more experienced navigators. New navigators learn strategies to address patient barriers, how to maintain professional relationships, and health promotion skills. More experienced navigators can focus on topics related to care coordination, emotional aspects of disease, or legal and ethical healthcare issues.

Patient Navigation Training Model



Level 1 Patient Navigator

A Level 1 patient navigator may be a lay healthcare worker or have some college. Level 1 navigator may work in communities or in healthcare settings. They often work with patients during health screening and through the diagnostic process and may link patients to screening tests or provide health information. Level 1 patient navigator also works with patients to identify and reduce barriers that keep patients from getting healthcare. They may also link patients to health information, healthcare providers, health insurance, or transportation.

Level 1 training focus:

- Patient navigation history and overview
- Patient communication strategies
- Patient resources
- Professional boundaries
- Ethical decision making
- Health literacy
- Assessing patient readiness for change
- Motivational interviewing

Level 2 Patient Navigator

A Level 2 patient navigator may be a nurse or social worker with a bachelor's or master's degree. Some Level 2 navigators have less education but a lot of experience as patient navigators. These navigators work with patients in healthcare or community settings after patients receive a diagnosis, through treatment or disease management, into health maintenance, and sometimes at the end of life. Level 2 navigators may focus on behavior change, adjustment to life with a chronic illness, or help clients maintain a healthy lifestyle. They address barriers to healthcare, coordinate care, tailor health information to patient needs, and motivate clients to make healthy choices.

Level 2 training focus:

- Advanced care coordination
- Advanced professional conduct
- Supporting changes in health behavior
- Emotional aspects of disease
- Advanced motivational interviewing

There will be an opportunity for eLearning Courses were created just for patient navigators. They are free, self-paced, and interactive. Topics include:

- Preventive Healthcare 101
- Introduction to the Healthcare System
- Introduction to Chronic Disease
- Clinical Trials and Patient Navigation

Webinars:

- Seminar on Poverty and Self-Sufficiency
- 2013 CLAS Standards for Patient Navigators
- Patient Navigators and the Affordable Healthcare Act

Patient Navigator Basic Skills (1.5 days)

Patient navigators build relationships, solve problems and locate resources. This topic area discusses patient navigator roles and responsibilities and allows you to practice effective communication and problem-solving skills. Navigators will also learn how to locate and evaluate patient resources and learn strategies for working with the healthcare team, community agencies, and organizations that serve patients. This course will include discussion of the Community Health Worker Core Roles:

Seven Core Roles:

- Bridging cultural mediation between communities and the health care system;
- Providing culturally appropriate and accessible health education and information, often by using popular education methods;
- Ensuring that people get the services they need;
- Providing informal counseling and social support;
- Advocating for individuals and communities;
- Providing direct services (such as basic first aid) and administering health screening tests;
- Building individual and community capacity.

Patient Navigator Professional Conduct (1 day)

Patient navigators work closely with patients, develop trust and learn about their personal lives. Sometimes the line between a professional and personal relationship can become unclear. This topic area clarifies the role of a patient navigator and provides tips for keeping patient relationships professional. We also explore ethical issues faced by patient navigators and discuss how to approach ethical decisions.

Basic Health Promotion (1 day)

Health disparities and how to promote good health is the topic focus of this day. Navigators will learn about health literacy, health behavior, and how to identify a patient's readiness for change.

Introduction to Motivational Interviewing (.5 days)

This half-day overview presents basic concepts of motivational interviewing. Navigators will learn how asking questions and reflective listening can help a client talk about and change health behavior.

Level 2 Courses

Advanced Care Coordination (1-1/2)

Healthcare delivery can be very fragmented, which often results in poor health outcomes, patient dissatisfaction, and higher healthcare costs. Coordinated care contributes to patient-centered, high-quality care. This Level 2 course prepares patient navigators to coordinate care for their clients consistent with Agency for Healthcare Research and Quality (AHRQ) and Patient-Centered Medical Home (PCMH) guidelines and requirements.

Course Objectives

At the end of the course you will be able to:

- Define care coordination
- Describe Care coordination activities
- Describe which patient groups would most benefit from care coordination
- Demonstrate 9 Foundational Care Coordination Activities
- Demonstrate how to support patient self-management goals
- Create, communicate review and revise a plan of care
- Discuss ways to measure effects of Care Coordination

Advanced Professional Conduct

Ethical issues are examined related to healthcare. Case studies and stories will be used to illustrate ethical concerns and facilitate personal reflection. Navigators will also learn how to apply ethical decision-making to situations faced in daily practice.

Course Learning Objectives

- Describe theories and principles of healthcare ethics using stories and case studies
- Identify strategies for patient navigators to practice preventive ethics
- Analyze and present ethical issues from several perspectives

Advanced Health Behavior: Supporting Changes in Health Behavior

Examine skills that support patients in making positive health behavior change. Learn about the challenges that clients face in making lasting changes and evidence-based strategies that support healthy behaviors.

Course Learning Objectives

- Explain the supportive factors, learning factors and strategies common to behavior change models and methods
- Evaluate self-monitoring methods to enhance behavior change

Demonstrate two techniques for developing motivation
Show appropriate teach-back and demonstration techniques for behavior change

Advanced Health Literacy (1 day)

This 1-day training is designed for patient navigators who are interested in practicing strategies to modify their written and verbal communication in order to increase patient understanding of health information. The day will be highly interactive and activity-based. Prior participation in the Patient Navigator Fundamentals Course is preferred.

Course Learning Objectives

Develop health education materials that are written at literacy levels appropriate for your patients/clients.
Identify a variety of health education materials that are appropriate for your patients/clients.
Modify your verbal communication (e.g. word choice, explanations) to increase patient/client understanding of health-related information.
Use appropriate strategies to checking for understanding in order make sure that the patients/clients that you work understand important health information.

Bridging Theory and Practice: Applying Health Behavior Change Theories to Patient Navigation (2 day)

This two-day course is designed for patient navigators who assist patients diagnosed with or at risk for chronic diseases such as cancer, diabetes, cardiovascular and pulmonary disease. The training provides participants with a working knowledge of several behavioral and social science theories, the determinants of risk from those theories, and links them to prevention interventions in an interactive and applied manner. The course includes exercises in understanding the factors that influence behavior; an overview of the different levels of interventions; the introduction of a framework to link theory, behavioral determinants and interventions; and small group work to strengthen skills learned in the course.

Course objectives

Describe common health behavioral and social science theories
Describe factors that influence health behavior
Identify types of prevention strategies such as behavioral, social, biomedical, structural, and public health
Explain the link between health behavioral change theories and the practice of prevention

Advanced Motivational Interviewing (1 day)

This course builds on the fundamental motivational interviewing concepts and basic skills learned in the Patient Navigator Fundamentals course. In this course you will expand your skills related to the strategic use of questions and reflections to build upon and deepen client change talk. Navigators will also learn to reduce client resistance by practicing complex and focused reflective listening skills.

Course learning objectives

- Explain the spirit and principles of MI
- List the four basic MI communication skills (OARS)
- Demonstrate empathic listening skills
- Demonstrate the directive aspects of MI
- Describe the fundamental client language cues (change talk and resistance) that allow feedback and learning in practice
- Demonstrate the use of strategic, open-ended questions and reflections that elicit and deepen client motivation
- Demonstrate the use of complex reflections to decrease client resistance

Optional Courses

Facilitation Skills for Group Health Promotion (2 day)

The goal of this two-day training is to enhance your group facilitation skills related to education, prevention, and disease management. This course will focus on building new and existing skills. Navigators will assess their skills, understand their strengths, and learn ways to improve group facilitation. This course is appropriate for navigators with different levels of experience.

Course learning objectives

- Explain the different roles that small groups play in prevention interventions
- Describe the differences between facilitation, education and presentation styles
- Explain why incorporating different learning styles into group facilitation creates a richer learning environment
- Practice effective verbal and non-verbal facilitation skills
- Practice skills to help address challenges in a group process
- Discuss how co-facilitation skills can affect group facilitation
- Construct a quality assurance plan for small group prevention efforts

Social Determinants and Health Equity: Widening the Lens of Health Promotion (2 day)

This two-day course examines the effects of social determinants of health such as economic status, stigma, homophobia, racism and other social and political issues related to risk, prevalence and access to services. A model and continuum of approaches will be introduced to assist prevention and care providers with strategies to address these concerns. Participants will become familiar with strategies for improving health equity so that individuals are more empowered to make healthy choices regardless of their living condition, income, sexual orientation or ethnic background.

Course learning objectives

- Define terms related to social determinants of health
- Explain how the values of social and personal responsibility may influence people's understanding of health outcomes
- Explain the relationship between social determinants and population health outcomes
- Describe health disparities as demonstrated by current epidemiological data
- Describe how social determinants affect an individual's health seeking behaviors
- Describe how social determinants can explain disparities in disease prevalence
- Select ways to integrate a social-determinants-of-health perspective into current health promotion and prevention work

ATTACHMENT 6



MATERNAL and INFANT OUTREACH PROGRAM (MIOP)

Quarterly Activity Report

Maternal Child Health Division

Revised

***CITY of HARTFORD
HEALTH and HUMAN SERVICES DEPARTMENT***

March 20, 2015

**Prepared by
Staff Epidemiologist**

About the contents of this report

The City of Hartford MIOP Quarterly Activity Report presents statistics and trends of women registered and enrolled into MIOP program from January 1 through December 31, 2014. The time period essentially covers four quarters of calendar year 2014. All reports are presented by the date received by MIOP. This report is intended as a reference document for the City Health and Human Services Department, program managers, health planners, funders and others who are concerned with the public health implications of the MIOP programs and services. The information in this quarterly report is meant to be brief and provide up-to-date data on the program throughout the year. More detailed and complete information will continue to be available in annual publications. This report and our annual publications are available upon request. For more information, please call the City of Hartford Health and Human Services Department (HHS) at (860) 757-4730.

MIOP and Effort-to-Outcome (ETO) Data

MIOP works to eliminate or minimize factors that contribute to infant mortality, preterm birth, low birth weight, and vaccine-preventable morbidity among families who may be at high risk clinically and/or socially. Through individualized plans developed in partnership with the client, the MIOP case manager, and any other involved clinical partners, the program supports women and their families through a combination of prenatal and postpartum visits up until the baby's first birthday.

The data collection system used to prepare this report was Efforts-to-Outcomes (ETO) database developed by Social Solutions. ETO helps the City's Health and Human Services Department (HHS) measure the progress that they make with participants and families. MIOP staff worked with ETO staff to ensure that demographic information and outcome measures (indicators) were collected on the appropriate forms such as history, intake, referral, and outcome information, etc. and that data were consistently entered into the database.

Summary

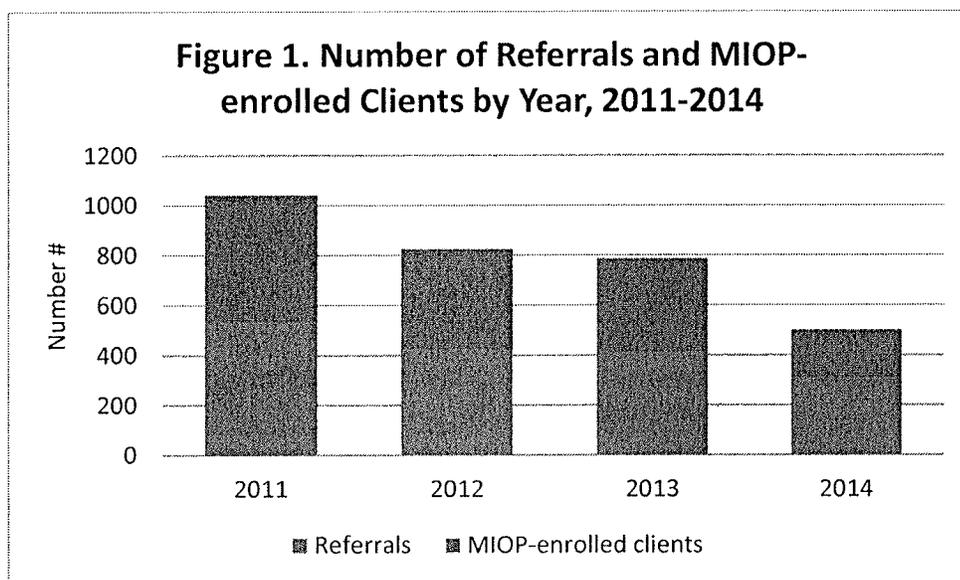
1. The MIOP program

- MIOP is a program that was created to help reduce infant morbidity, infant mortality, and the number of low birth weight babies in the City. The program offers free case management and home visitation services to hundreds of eligible women including low-income and high-risk pregnant mothers. The program relies solely on funding sources from the City, healthcare partners, and others in the community to support activities such as individualized health education, social support, and referrals.
- In 2014, one of the major funding sources was cut in the MIOP program. The cut has resulted in staff shortage that significantly compromises MIOP services that put both clients and staff at risk. There is multiple funding sources work together to support MIOP services, and a cut to one had a ripple effect on the program's abilities to improve the overall health and wellbeing of women, children, and their families in the City at the

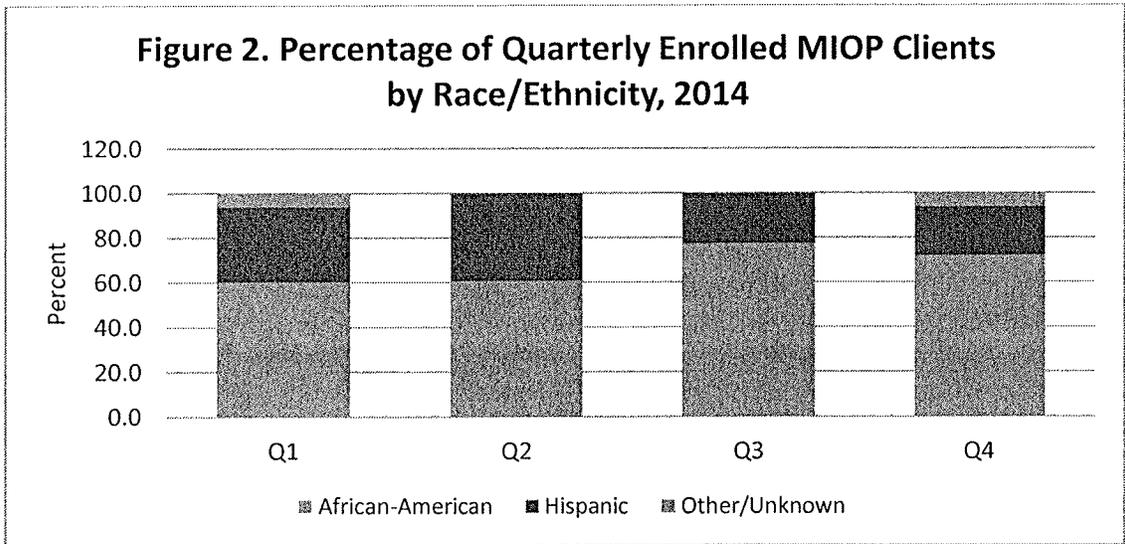
rate it once did. Despite funding cuts, HHS and MIOP stands ready to do whatever is necessary to accomplish our goal. But those cuts have put deep dents in the public health shield that protects the health and wellbeing of our residents. This report clearly shows the impact that the program faced in 2014 with fewer resources and a thinly stretched workforce.

2. Demographics and Referrals

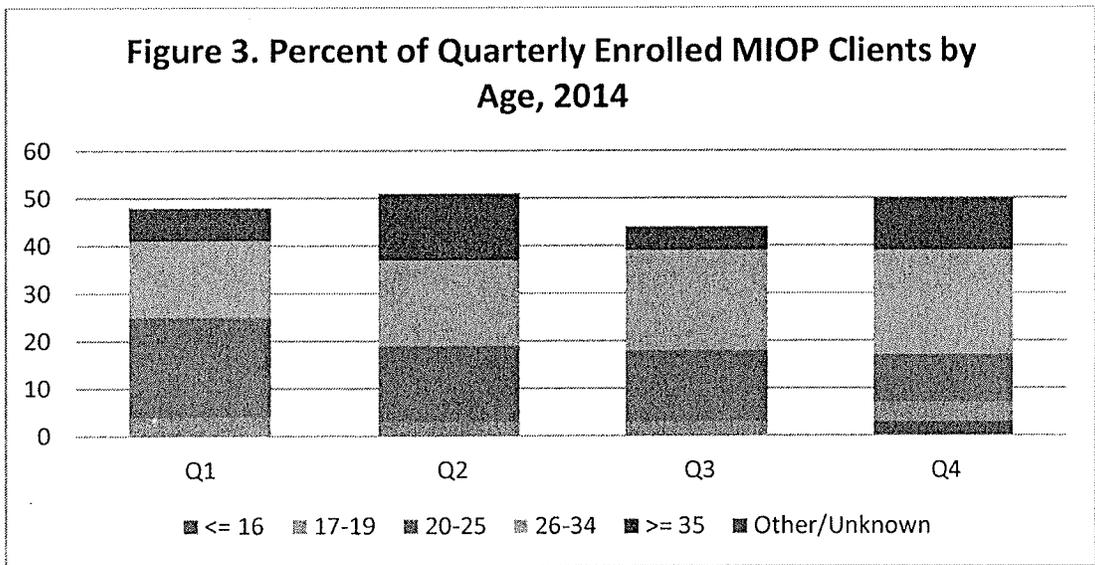
- From January 1st to December 31st of 2014, there were 309 referrals and more than sixty percent (62.5%) of them or 193 women were registered and enrolled into the MIOP program (Figure 1). The remaining 37.5% were either duplicated referrals or ineligible for the program. Compared to previous years, these numbers have dropped significantly due to a funding shortage for MIOP that adversely impacted the program’s ability to service clients.



- The racial/ethnic distribution of MIOP clients reflects the increasing diversity of the City’s population as a whole. More than sixty percent of the enrolled women in each quarter were of African American descent and less than 30% were of Hispanic descent (Figure 2).

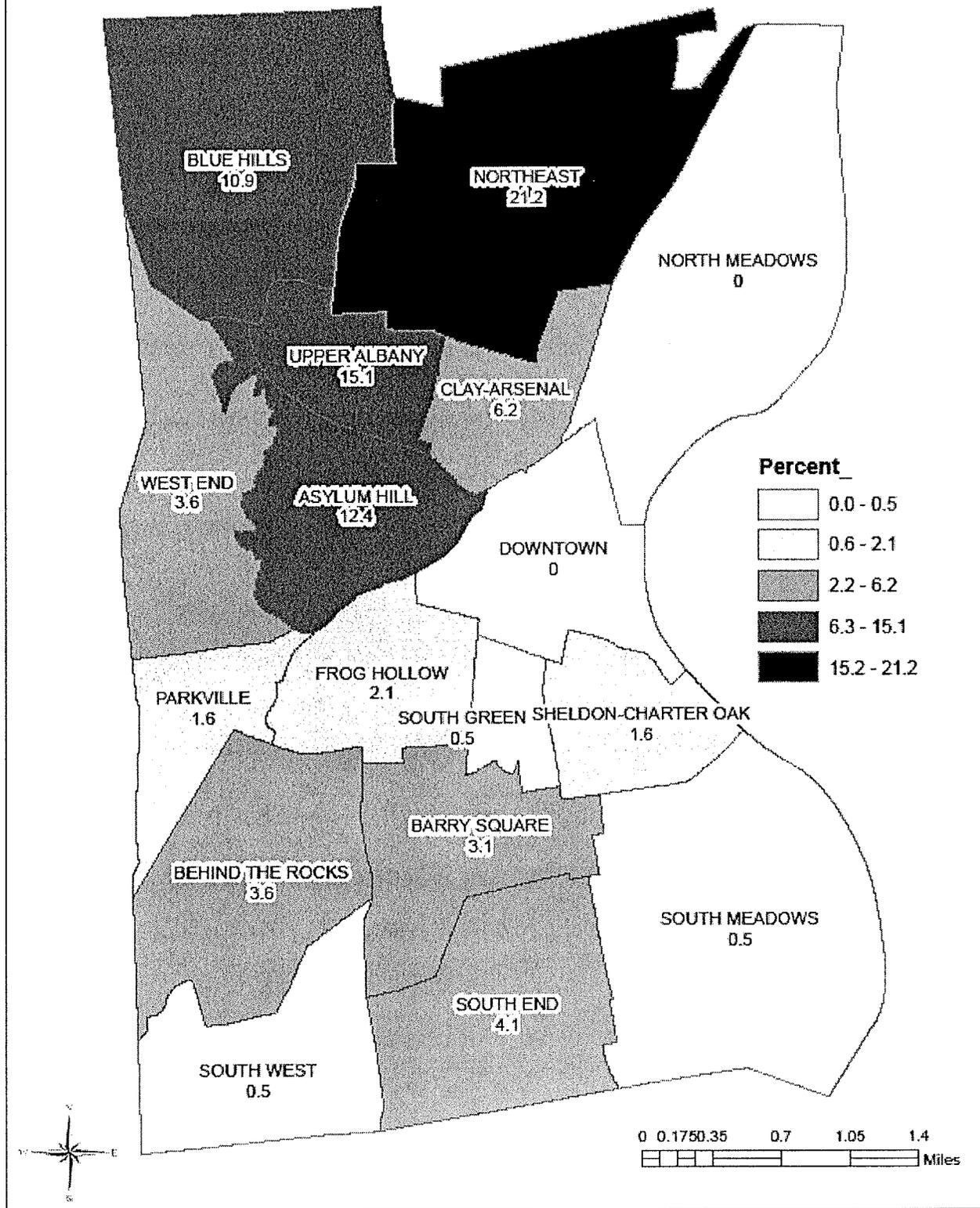


- In the age groups 20-25 and 26-34 years, the number of enrolled women accounted for 72% of the total enrollees (Figure 3).

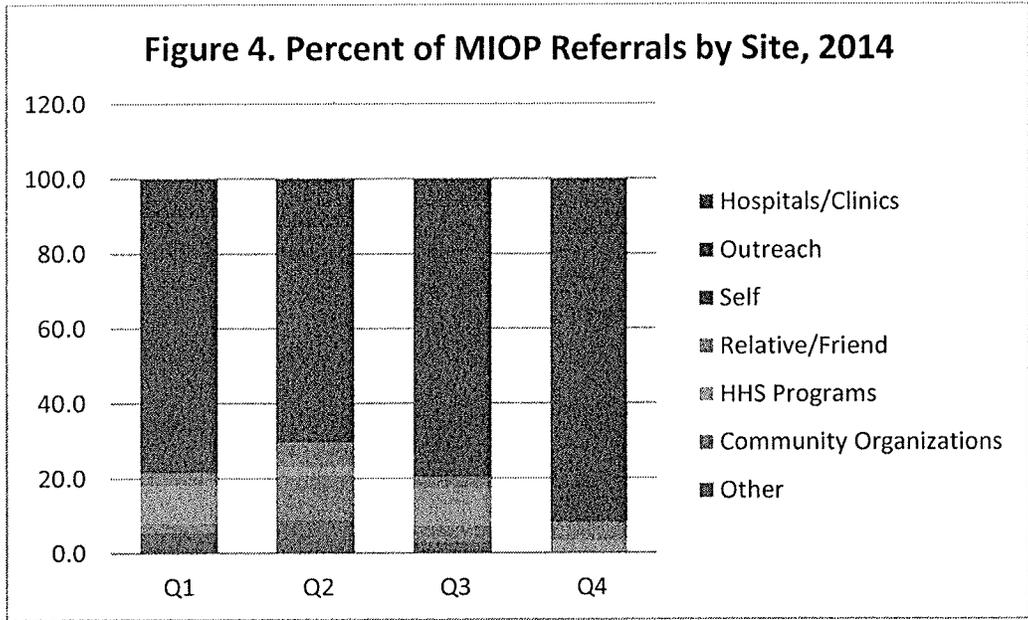


- MIOP-enrolled clients came from all neighborhoods of the City with the exception of North Meadows, which is essentially a non-residential neighborhood, and Downtown. The highest percentages of clients came from Asylum Hill, Blue Hills, Northeast and Upper Albany neighborhoods. Almost sixty percent (59.6%) of the cases resided in those neighborhoods (Map 1).

Map 1. Percent of Total Enrolled MIOF Clients by Neighborhood, 2014

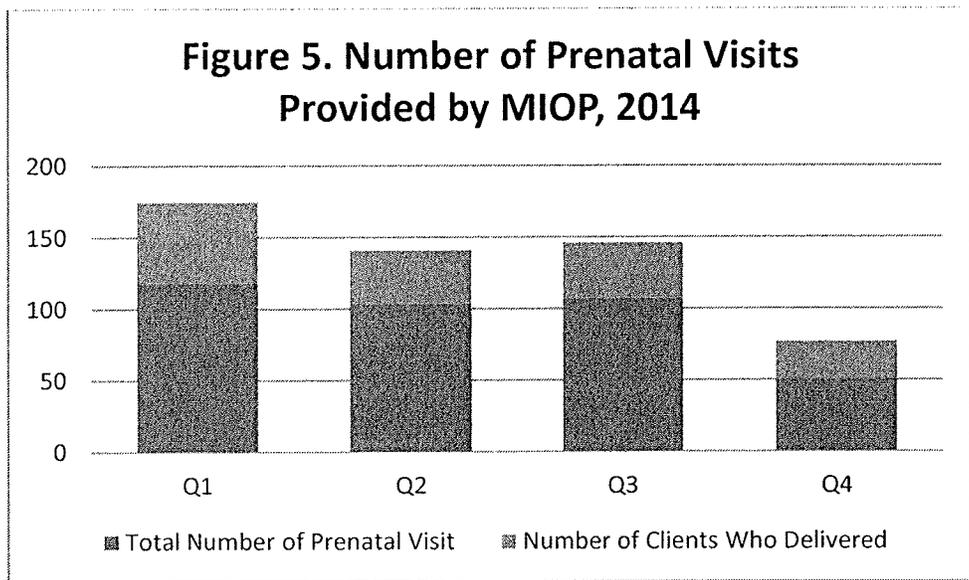


- The majority of referrals came from self-referred (44.5%), followed by outreach (23.8%) and hospitals/clinics (11.4%). Other changes have also occurred in the source of referrals to MIOP. While hospitals/clinics, direct outreach and individual referrals have remained the main sources of referral, referrals from community organizations, such as Hispanic Health Council, and City HHS programs, such as WIC and Nurturing Family Network, have accounted for more than ten percent (11.7%) of all referrals.

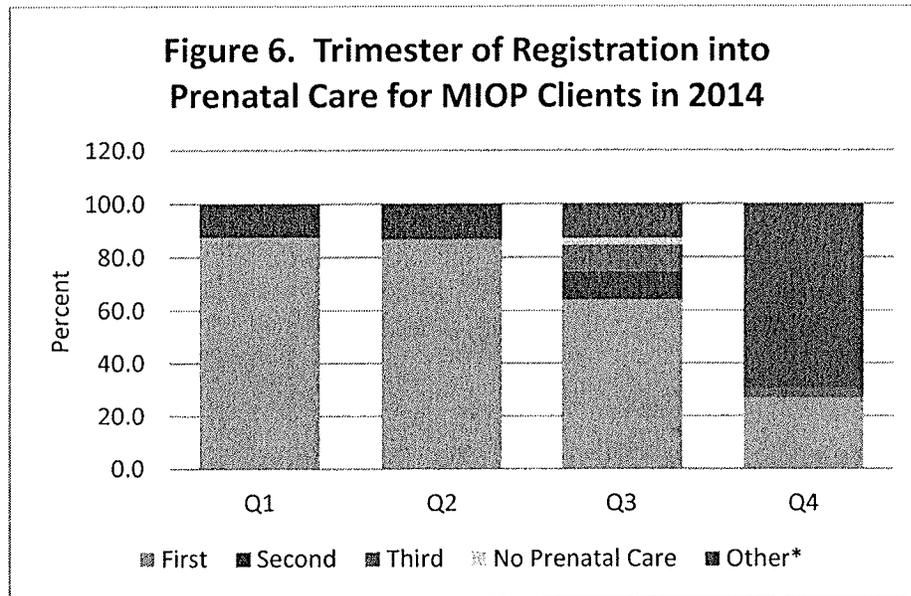


3. Prenatal Care and Birth Outcomes

- The number of prenatal home visits provided quarterly by MIOP staff to clients has decreased significantly from 118 visits in the first quarter to 51 visits in the fourth quarter of 2014 (Figure 5).



- Overall, approximately 67% of MIOP clients initiated prenatal care during their first trimester of pregnancy (Table 4) with the highest percentages in the first (87.7%) and second (86.8%) quarters (Figure 6). In the third and fourth quarter of 2014, MIOP provided services to a significant number of post-partum women who registered and enrolled in the program following the birth of a child.



- The rate of low birth weight (5lbs, 8oz or < 2,500 grams) among MIOP women who delivered between January and December of 2014 is approximately 14.4% (Table 5), slightly higher than the city's annual rate of 11.3%.
- The infant mortality rate (IMR) is invariably and consistently lower for MIOP participants (Figure 7). From 2001 through 2013, the average IMR for women enrolled in MIOP program is 2.0 infant deaths per 1,000 live births compared to the city average of 9.6 per 1,000 live births. There was no infant death reported among MIOP-enrolled clients who delivered in 2014.

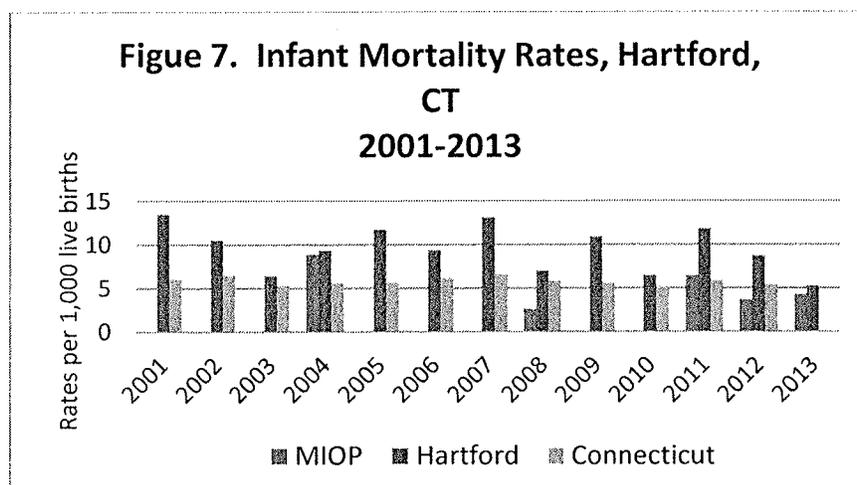


Table 1. Demographic Factors of MIOP Clients by Race/Ethnicity, Age, Neighborhoods and Referral Sites, 2014

	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
	n	%	n	%	n	%	n	%
New women registered	48	100%	51	100%	44	100%	50	100%
Race/Ethnicity								
African-American	29	60.4	31	60.8	34	77.3	36	72.0
Hispanic	16	33.3	20	39.2	10	22.7	11	22.0
Other/Unknown	3	6.3	0	0.0	0	0.0	3	6.0
Total	48	100%	51	100%	44	100%	50	100%
Age								
<= 16	0	0.0	0	0.0	0	0.0	3	6.0
17-19	4	8.3	3	5.9	3	6.8	4	8.0
20-25	21	43.8	16	31.4	15	34.1	10	20.0
26-34	16	33.3	18	35.3	21	47.7	22	44.0
>= 35	6	12.5	14	27.5	5	11.4	11	22.0
Other/Unknown	1	2.1	0	0.0	0	0.0	0	0.0
Total	48	100%	51	100%	44	100%	50	100%
MIOP Clients by Neighborhood								
Blue hills	5	10.4	5	9.8	5	11.4	6	12.0
Northeast	9	18.8	8	15.7	11	25.0	13	26.0
North Meadows	0	0.0	0	0.0	0	0.0	0	0.0
West End	2	4.2	2	3.9	1	2.3	2	4.0
Upper Albany	5	10.4	9	17.6	3	6.8	12	24.0
Clay Arsenal	4	8.3	3	5.9	3	6.8	2	4.0
Asylum Hill	5	10.4	10	19.6	4	9.1	5	10.0
Downtown		0.0	0	0.0	0	0.0	0	0.0

Frog Hollow	2	4.2	1	2.0	0	0.0	1	2.0
Parkville	2	4.2	1	2.0	0	0.0	0	0.0
Sheldon-Charter Oak	0	0.0	1	2.0	1	2.3	1	2.0
South Green	0	0.0	0	0.0	1	2.3	0	0.0
Behind the Rocks	0	0.0	2	3.9	3	6.8	2	4.0
South Meadows	1	2.1	0	0.0	0	0.0	0	0.0
Barry Square	3	6.3	2	3.9	0	0.0	1	2.0
South End	2	4.2	2	3.9	4	9.1	0	0.0
Southwest	1	2.1	0	0.0	0	0.0	0	0.0
Other/Unknown	7	14.6	5	9.8	8	18.2	5	10.0
Total	48	100%	51	100%	44	100%	50	100%
MIOP Referrals by Site								
Hospitals/Clinics	9	10.2	12	13.2	5	7.2	9	14.8
Outreach	37	42.0	11	12.1	17	24.6	10	16.4
Community Organizations	2	2.3	11	12.1	3	4.3	0	0.0
HHS Programs	9	10.2	2	2.2	7	10.1	2	3.3
Self	23	26.1	41	45.1	33	47.8	37	60.7
Relative/Friend	3	3.4	6	6.6	2	2.9	3	4.9
Other	5	5.7	8	8.8	2	2.9		0.0
Total	88	100%	91	100%	69	100%	61	100%

Table 2. Number of Prenatal Visits Provided by MIOP, 2014

	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Total Number of Prenatal Visit	118	103	107	51
Number of Clients Who Delivered	57	38	39	26
Average Prenatal Visits per Client	2.1	2.7	2.7	2.0

Table 3. Number of Prenatal Visits Received by MIOP Clients, 2014

Number of Visits	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
	n	%	n	%	n	%	n	%
1 --- 3	53	85.5	58	1	67	100	42	100
4 --- 6	7	11.3	0	0	0	0	0	0
7 --- 9	0	0.0	0	0	0	0	0	0
>= 10	0	0.0	0	0	0	0	0	0
Not Reported	2	3.2	0	0	0	0	0	0
Total	62	100%	58	100%	67	100%	42	100%

Table 4. Trimester of Registration into Prenatal Care for MIOP Clients in 2014

Trimester of Registration	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
	n	%	n	%	n	%	n	%
First	50	87.7	33	86.8	25	64.1	7	26.9
Second	7	12.3	5	13.2	4	10.3	0	0.0
Third	0	0.0	0	0.0	4	10.3	1	3.8
No Prenatal Care	0	0.0	0	0.0	1	2.6	0	0.0
Other*	0	0.0	0	0.0	5	12.8	18	69.2
Total	57	100%	38	100%	39	100%	26	100%

* Post-partum clients registered and enrolled in the MIOP program following the birth of a child.

Table 5. Number of Low and Normal Birthweights for MIOP Clients Who Delivered in 2014

Birth Weight	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
	n	%	n	%	n	%	n	%
Low Birth Weight (< 2500g)	3	7.5	5	12.2	10	21.7	8	20.5
Normal Birth Weight	37	92.5	36	87.8	36	78.3	31	79.5
Total	40	100%	41	100%	46	100%	39	100%

ATTACHMENT 7

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NINA leads Asylum Hill's quiet housing comeback

5/25/2015



PHOTO | STEVE LASCHEVER

Asylum Hill residents Valerio and Dulcie Giadone moved to the Hartford neighborhood in 2006 and love it.

and Medical Center and Webster Bank, a West End community-development nonprofit has shepherded the facelift, or pending redo, of nearly two dozen dwellings since 2003. Several new ones, too, have been built.

Collectively, the sponsors aim to widen the percentage of Asylum Hill homeowners, while reducing blight and restoring luster to what was once one of the city's grandest, wealthiest neighborhoods. Former homes of writer/humorist Mark Twain and abolitionist-author Harriet Beecher Stowe, as well as headquarters campuses for The Hartford and Aetna Inc., are among the neighborhood's noteworthy landmarks.

Barely 10 percent, or 624, of the approximately 6,500 dwellings in Asylum Hill are owner-occupied; the rest are rented apartments, said David Corrigan, program manager for the Northside Institutions Neighborhood Alliance (NINA). Nationally, the owner-occupancy rate is about 66 percent.

"We do want to build more ownership in the area," Corrigan said.

SINA's bookend

In late March, the Asylum Hill neighborhood got an extra boost, with the opening of the CTfastrak busway and its station on Hawthorn Street. It serves as a pickup/dropoff point for Aetna employees and neighborhood residents commuting to and from school and work.

The station's presence should help, NINA officials and residents say, accelerate interest among their neighbors and prospects in reviving the Asylum Hill neighborhood.

Across town, NINA's South End counterpart, the South End Institutions Alliance (SINA), too, has had underway its own redevelopment program, building or restoring more than two dozen houses, to lift homeownership and the

833

neighborhood abutting Hartford Hospital and Trinity College.

Together with the office-to-apartment conversion in full swing downtown, Hartford is realizing both private and public reinvestment in several of its key neighborhoods just as the national and Connecticut economies are showing signs of picking up steam.

Asylum Hill's general boundaries extend westward, from just east of The Hartford's headquarters campus on Asylum Hill, to Woodland Street; south, to I-84; and the northerly side of Sargent Street.

Although NINA's program extends homeownership to low- and moderate-income households, there are some exceptions. NINA has sold a two-family for as much as \$275,000 and a three-bed, 2 1/2-bath single-family for as low as \$155,000. Buyers range from those with incomes of 60 percent of the area median of \$85,000, to ones earning up to 120 percent of the median, said NINA Executive Director Ken Johnson.

"We recognize that healthy neighborhoods benefit from diverse incomes," Johnson said.

Architect Valerio Giadone and wife Dulcie bought a 2,300-square-foot, two-bedroom Asylum Hill home in 2006 that Aetna had donated to make way for parking. It was famously towed to Ashley Street three-quarters of a mile from its original site, on Sigourney Street. After investing nearly a decade of "sweat equity" in their home, they have embraced it and the neighborhood, Valerio Giadone said.

NINA's investment in refurbishing and building Asylum Hill houses not only has led to a diverse cohort of homeowners into the neighborhood, but also prompted many long-time residents to spruce up their own properties, he said.

"It's really bringing new life into the neighborhood," as well as more families with children, Giadone said.

Retired Aetna IT employee Paul O'Mara and his wife paid about \$21,000 for a rundown, eight-room Victorian, also on Ashley Street, in 1975, while both worked at The Hartford. Lack of a heating system and failed plumbing were among its many issues, O'Mara said, but they stuck it out, fixing up the house and raising their adult son in it.

O'Mara is gleeful about NINA's rehabilitation of the neighborhood's housing and its attraction of residents with varied ethnic and financial backgrounds. Crime, he said, is relatively low, though occasional car break-ins remain annoyances.

Houses that NINA rehabs wind up "as the gems of the neighborhood," O'Mara said. Residents who had grown ambivalent about their properties and the neighborhood are starting to invest in upgrades to their own houses to keep pace, he and NINA officials say.

"Right now, we're on an upward swing," said O'Mara, 70, who is communications officer for the Asylum Hill Neighborhood Association.

Corporate residents

The Hartford's Asylum Hill roots date to its 1810 founding on property that was once known as "Lord's Hill," and where West Hartford's American School For The Deaf was originally located, according to a neighborhood history posted on LiveHartford.org.

Since 2003, The Hartford has invested \$1.5 million toward revitalizing some 18 to 20 houses — many of them previously in varying stages of disrepair — in the neighborhood that surrounds its 10-acre headquarters campus, said Diane Cantello, who is the insurer's vice president for corporate responsibility. This year, the insurer will provide another \$150,000.

The insurer further cemented its ties to Asylum Hill, with the May 15 renaming of a neighborhood park after its previous chairman and CEO, Liam McGee, who died in February.

The Hartford also promotes its employees' volunteer engagement with NINA, with help refurbishing its homes to cleaning the neighborhood, Cantello said. Earlier this year, the insurer launched a net \$10,000 "gift" to employees who commit to buying in the neighborhood.

The insurer also sponsors a weekly shuttle for its employees and Asylum Hill neighbors to the Billings Forge complex in the South End's Frog Hollow neighborhood, to dine or to shop at its seasonal farmer's market. On June 2 and 11, The Hartford plans a pair of free noon-day outdoor ensemble performances by members of the Hartford Symphony for neighborhood residents and its workers.

Nothing is unusual about The Hartford's neighborhood engagement, Cantello said. It, too, promotes neighborhoods in other U.S. communities where it has presences, she said.

"This has been our home for nearly a century and we want to contribute to a vibrant community and to restore the neighborhood to its rightful glory," Cantello said. "We saw then, and we continue to see," she said, "the role of NINA as a catalyst for investment in the North End."

NINA currently is constructing a Victorian on a once-vacant lot on Huntington Street, with three to five more on the drawing board, said Corrigan. Also, two to three more housing rehabs are planned. NINA is general contractor, working with Pearce Remodel of Simsbury, for those projects.

"We'll do as many blighted properties that come our way," Corrigan said. "I guess we'll go until we run out."n

Deal Watch wants to hear from you. E-mail it, along with contact information to: gseay@HartfordBusiness.com.

Greg Seay is the Hartford Business Journal News Editor.

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ATTACHMENT 8

Community Response Team¹
Referral Protocol
(Updated Fall 2014)

SFH STAFF CALLS CONTACT PERSON:

IRAN NAZARIO
860-922-3552

or

ANDREW WOODS
860-209-8957

CRISIS TEAM CALLS SAINT FRANCIS
Security Supervisor
860-714-4278

STREAMLINED REFERRAL PROCESS: Activation of Community Responders will occur through a single call from Saint Francis Hospital Staff. Community Responders may CALL Saint Francis Security Supervisor at any time to request activation of their team to Saint Francis.

¹ This term, for Saint Francis Staff, will serve to refer to both response groups.

Peacebuilders & Community Response Crisis Team
Saint Francis Hospital and Medical Center
Revised Protocols 2014

PART 1: Peacebuilders: Who They Are

COMPASS Youth Collaborative Inc. Peacebuilders initiative is a collaborative between, the Hartford Police Department, and Compass Youth Collaborative, Inc. The initiative is focused primarily on youth ages 13 to 18 who exhibit behaviors which could lead them to become violent or become victims of violence. The model is intended to steer youth away from violence through relationships and interventions with caring, committed adults and to provide them with the necessary support to set them on the path to productive adulthood.

COMPASS Youth Collaborative Inc. funded by The City of Hartford, **Department of Families, Children, Youth and Recreation** operates a Street Outreach Team consisting of seven (7) Peacebuilders along with two (2) area supervisors and a Program Director. Target neighborhoods are, Upper Albany, Northeast, Frog Hollow and Barry Square. Peacebuilders Street Outreach Team will engage the community's disconnected and at-risk youth to provide violence prevention and intervention services to youth and families in the City of Hartford.

Peacebuilders Street Workers will spend approximately 75% of their time in direct contact with target population or caregiver of a youth at risk.

PURPOSE: Assist Saint Francis Staff in supporting families and visitors in Emergency Services waiting areas utilizing psychological first aid.² Saint Francis Security personnel may direct the Peacebuilders to assist in other areas of the hospital.

ORIENTATION to Saint Francis

Peacebuilder Program Director (Iran Nazario) coordinates all Peacebuilders to set up required volunteer orientation through Volunteer Services at Saint Francis (Toybe Karl, Director – call 860-714-4278).

Peacebuilders PHOTO SHEET will be placed at the Emergency Triage Desk for quick identification by SFH Staff. (Updated by Iran Nazario, Peacebuilder Program Director)

HOW TO ACCESS PEACEBUILDERS

² <http://mentalhealth.samhsa.gov/Disasterrelief/pubs/manemotion.asp> (also attached)

**Step 1. Referral Source Calls Saint Francis Security
(Referral Source can include MD, RN, Police, or Peacebuilder
may call)**

SECURITY 860-714-4492

(Security will assess and call Peacebuilder Supervisor)

Peacebuilder Supervisor will Activate Their Team

IRAN NAZARIO, Peacebuilder Program Director 860-922-3552

Peacebuilder(s) will:

Have visible SFH BADGE

Honor confidentiality of patients

Wear Peacebuilder Shirt

**Step 2: Upon referral, the Peacebuilder (Saint Francis badged Hartford
City designee) will enter Emergency Services Waiting Area.**

Check in with Security Personnel

Check in with Triage Nurse

**If it is determined that help is needed inside the ED or another
unit at SFH, the Peacebuilder will be escorted there by
Security.**

Step 3: Proceed to family/visitor(s) and offer support

**Step 4: When family/visitor(s) are ready to leave, indicate such with
Triage Nurse.**

**If there is an apparent gang related event, and Peacebuilder
assistance is desired, contact should be made using the
number above (SFH Security) by the charge or triage nurse
requesting a Peacebuilder.**

**Follow-up: Peacebuilder will report summary of experience to Hartford
City Supervisory Personnel.**

**Supervisors of Peacebuilder Program will, as necessary, pass
along summary to Saint Francis contact.**

**Parking: Parking for Peacebuilder personnel is in lot across Woodland
designated for Emergency Services.**

PART 2: Community Crisis Response Team:

Who they are:

Andrew Woods
Carl Hardrick

The Hartford *Community Crisis Response Team* represents trained responders who volunteer to assist Security at Saint Francis (and medical staff) when called.

They will be called for support in situations where Peacebuilders are not available or appropriate.

The Team's MAIN PURPOSE is to Assist Saint Francis Staff in supporting families and visitors in Emergency Services waiting areas utilizing psychological first aid.³ Saint Francis Security personnel may direct them to assist in other areas of the hospital.

**ANDREW WOODS, MSW, CADC,
Community Crisis Response Team Supervisor
860-209-8957**

1. SFH will call for assistance. A member of the Team will come to our ER and be directed by security personnel.
2. SFH security will make sure there is no duplication of services (Peacebuilders / SFH Staff / Community Crisis Response Team)
3. SFH Security supervisor may be called by the Team in the event an anticipated need is indicated (for example, Hartford Police calls the Team). Security will then assess the SFH need.
4. All orientation and badging will be done in advance of activating the Community Crisis Response Team.

Master Contact List:

PEACEBUILDERS

³ <http://mentalhealth.samhsa.gov/Disasterrelief/pubs/manemotion.asp> (also attached)

Iran Nazario, Peacebuilders Program Director
Cell 860-922-3552
55 Airport Road Suite 201
Hartford CT, 06114
iran@compassyc.org

COMMUNITY CRISIS RESPONSE TEAM

Andrew Woods, MSW, CADC
Executive Director
Hartford Communities That Care, Inc
P.O. Box 2526
Hartford, Ct. 06146
Cell 860-209-8957
awoods3976@aol.com

Saint Francis Personnel

Administration

Marcus M. McKinney, D.Min., LPC
Vice President, Community Health Equity
Cell 860-805-5971
mmckinne@stfranciscare.org

Security

Jack Mayoros jmayoros@stfranciscare.org
Barry Pasquarell bpasquare@stfranciscare.org
ER Security Phone 860-714-4492

Volunteer Services (Orientation Required)

Toby Karl
Phone 860-714-4278
tkarl@stfranciscare.org

Emergency Department

Steve Wolf, MD, Chief of Emergency Department
Phone 860-714-4701
(Can be paged through the hospital operator if required 714-4000)
swolf@stfranciscare.org



Mail



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Contacts



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Drafts [67]



Inbox (1)



Junk E-mail [1221]



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Archive



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EMAIL List



Health Partners



PARKING

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Reply All



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Junk

Close



Kudo's to HPD-St. Francis-Peacebuilders and Crisis Response Team

Andrew Woods [awoods3976@aol.com]

You forwarded this message on 5/26/2015 7:00 AM.

Sent: Wednesday, May 20, 2015 9:24 AM**To:** rovej001@hartford.gov; McKinney, Marcus; iran@compassyc.org**Cc:** foleb001@hartford.gov; anthonyp@hedcoinc.com

Chief Rovella, Mark McKinney and Iran.

Last night the HPD detectives, police, St. Francis security and nursing and Peacebuilder staff did an exceptional job.

Based on my count, there were over 100 freinds and family of the shooting victim (now deceased) present and the scene could have been chaotic.

Though I have other concerns about the likelihood of increased violence and possibly retaliations, the coordination among our groups was seamless.

Please pass this along to the men and women on your staff.

Talk soon!

Andrew Woods, MSW, CADC
Executive Director
Hartford Communities That Care, Inc
2550-Main Street
Hartford, Ct. 06120
860-209-8957(mobile)
860-724-1223
awoods3976@aol.com
www.hartfordctc.org

Building Leadership One Youth At A Time”

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ATTACHMENT 9

**SAINT FRANCIS CARE, INC
UTILIZATION BY SERVICE
FY 2015**

SERVICE	Actual vs Budget Volume Year to Date May 2015			FY 2015 Budget
	Actual	Budget	Favorable / (Unfavorable) Variance	
PATIENT DAYS				
Adult Med. & Surg.	80,683	78,551	2,132	117,468
Maternity	5,874	5,121	753	10,100
Psychiatric	9,780	10,890	(1,110)	14,247
Rehabilitation	6,056	6,530	(474)	9,946
Pediatric	-	-	-	-
Neonatal ICU	3,360	3,370	(10)	5,110
Newborn	4,006	4,193	(187)	6,453
TOTAL	109,759	108,655	1,104	163,324
DISCHARGES:				
Adult Med. & Surg.	16,173	15,706	467	23,381
Maternity	1,966	2,161	(195)	3,225
Psychiatric	1,295	1,277	18	1,910
Rehabilitation	476	432	44	759
Pediatric	-	-	-	-
Neonatal ICU	184	177	7	266
Newborn	1,696	1,829	(133)	2,733
TOTAL	21,790	21,582	208	32,274

1. Includes Saint Francis Hospital and Mount Sinai Rehabilitation Hospital.

ATTACHMENT 10

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Mar 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Hospital and Medical Center Consolidated					
	Mar 15	Mar 14	Mar 15	Mar 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	2.0%	0.7%	0.5%		8.1% operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	9.2%	7.7%	7.8%		15.7% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	1.0%	1.2%		1.0% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.3	2.2	2.3		2.2 current assets/current liabilities
Days Cash on Hand	89*	83**	89*		83** quarter end
Days in Net Accounts Receivables	37.6	36.1	37.6		36.1 net ar/net patient ser rev/days in yr
Average Payment Period	55.7	55.5	55.7		55.5 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	118.4%	101.1%	118.4%		101.1% total debt/total equity(net assets)
Long-term Debt to Capitalization	54.2%	50.3%	54.2%		50.3% LTD/LTD+net assets
Unrestricted Cash to Debt	61.5%	56.7%	61.5%		56.7% as calculated monthly
Times Interest Earned Ratio	2.3	1.4	1.3		4.2 EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use Mar)
Equity Financing Ratio	24.2%	30.3%	24.2%		30.3% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	7,159,410	2,287,697	292,192	4,838,222	Net income(loss) from operations
Revenue Over/(Under) Expense	(9,431,961)	5,801,342	(9,991,470)	(1,065,291)	Net gain(loss)
EBITDA	32,129,376	26,450,479	4,510,414	9,425,457	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	75,453,206	71,979,494	75,453,206	71,979,494	from cons bs
Net Working Capital	126,170,299	120,986,304	126,170,299	120,986,304	current assets-current liabilities
Unrestricted Assets	125,549,040	169,349,660	125,549,040	169,349,660	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31,2014

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Mar 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Care, Inc.					
	Mar 15	Mar 14	Mar 15	Mar 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	1.3%	(0.2%)	(0.6%)		5.6% operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	7.6%	6.0%	5.8%		12.5% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.0%	1.1%	1.4%		1.2% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.1	2.1	2.1		2.1 current assets/current liabilities
Days Cash on Hand	NA	NA	NA		NA See SFH for Reported DCOH measurement
Days in Net Accounts Receivables	38.1	37.3	38.1		37.3 net ar/net patient ser rev/days in yr
Average Payment Period	55.0	55.5	55.0		55.5 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	117.3%	96.8%	117.3%		96.8% total debt/total equity(net assets)
Long-term Debt to Capitalization	54.0%	49.2%	54.0%		49.2% LTD/LTD+net assets
Unrestricted Cash to Debt	69.6%	64.6%	69.6%		64.6% cash =DCOH calc
Times Interest Earned Ratio	1.9	0.9	0.6		3.6 EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use Mar)/ same as SFHMC reported for DSC measurement
Equity Financing Ratio	23.9%	30.6%	23.9%		30.6% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	5,319,130	(875,134)	(375,978)	3,828,172	Net income(loss) from operations
Revenue Over/(Under) Expense	(11,271,300)	2,639,809	(10,658,814)	(2,074,665)	Net gain(loss)
EBITDA	30,785,091	23,731,529	3,924,836	8,491,374	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	86,874,387	79,327,659	86,874,387	79,327,659	from cons bs
Net Working Capital	123,694,810	127,194,691	123,694,810	127,194,691	current assets-current liabilities
Unrestricted Assets	125,632,772	179,510,453	125,632,772	179,510,453	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31,2014

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Apr 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Care, Inc.					
	Apr 15 YTD	Apr 14 YTD	Apr 15 MTD	Apr 14 MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	1.7%	(0.9%)	4.0%		(5.0%) operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	7.9%	5.4%	9.8%		1.5% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.0%	1.1%	1.0%		1.2% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.2	2.1	2.2		2.1 current assets/current liabilities
Days Cash on Hand	NA	NA	NA		NA See SFH for Reported DCOH measurement
Days in Net Accounts Receivables	36.8	35.2	36.8		35.2 net ar/net patient ser rev/days in yr
Average Payment Period	50.3	52.1	50.3		52.1 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	115.5%	97.7%	115.5%		97.7% total debt/total equity(net assets)
Long-term Debt to Capitalization	53.6%	49.4%	53.6%		49.4% LTD/LTD+net assets
Unrestricted Cash to Debt	66.6%	60.9%	66.6%		60.9% cash =DCOH calc
Times Interest Earned Ratio	2.3	0.4	4.2		(2.6) EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use dec)/ same as SFHMC reported for DSC measurement
Equity Financing Ratio	24.4%	30.6%	24.4%		30.6% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	8,217,935	(4,123,898)	2,898,805	(3,248,764)	Net income(loss) from operations
Revenue Over/(Under) Expense	(8,195,333)	(535,578)	3,075,967	(3,175,386)	Net gain(loss)
EBITDA	37,798,081	24,696,579	7,012,991	965,050	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	78,177,366	70,539,843	78,177,366	70,539,843	from cons bs
Net Working Capital	127,071,682	122,870,907	127,071,682	122,870,907	current assets-current liabilities
Unrestricted Assets	128,437,448	176,280,389	128,437,448	176,280,389	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31,2014

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**Apr 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Hospital and Medical Center Consolidated					
	Apr 15 YTD	Apr 14 YTD	Apr 15 MTD	Apr 14 MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	2.5%	0.3%	4.8%		(1.8%) operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	9.5%	7.4%	11.3%		5.4% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	1.0%	1.0%		1.1% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.4	2.3	2.4		2.3 current assets/current liabilities
Days Cash on Hand	89*	83**	89*		83** quarter end
Days in Net Accounts Receivables	38.1	35.6	38.1		35.6 net ar/net patient serv rev/days in yr
Average Payment Period	50.2	51.0	50.2		51.0 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	116.3%	101.2%	116.3%		101.2% total debt/total equity(net assets)
Long-term Debt to Capitalization	53.8%	50.3%	53.8%		50.3% LTD/LTD+net assets
Unrestricted Cash to Debt	57.3%	53.6%	57.3%		53.6% as calculated monthly
Times Interest Earned Ratio	2.5	1.2	4.2		(0.2) EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use mar)
Equity Financing Ratio	24.7%	30.5%	24.7%		30.5% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	10,098,710	1,257,454	2,939,299	(1,030,242)	Net income(loss) from operations
Revenue Over/(Under) Expense	(6,314,956)	4,843,505	3,117,005	(957,837)	Net gain(loss)
EBITDA	39,103,605	29,515,994	6,974,229	3,065,515	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	NA
Cash and Cash Equivalents	63,630,351	64,101,916	63,630,351	64,101,916	from cons bs
Net Working Capital	129,904,877	119,519,294	129,904,877	119,519,294	current assets-current liabilities
Unrestricted Assets	128,712,138	168,489,705	128,712,138	168,489,705	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31,2014

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**May 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Hospital and Medical Center Consolidated					
	May 15	May 14	May 15	May 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	2.4%	0.4%	3.2%		1.0% operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	9.4%	7.5%	10.1%		8.4% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.0%	1.1%	1.6%		1.1% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.4	2.4	2.4		2.4 current assets/current liabilities
Days Cash on Hand	89*	83**	89*		83** quarter end
Days in Net Accounts Receivables	40.0	39.0	40.0		39.0 net ar/net patient ser rev/days in yr
Average Payment Period	51.9	50.5	51.9		50.5 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	115.2%	99.6%	115.2%		99.6% total debt/total equity(net assets)
Long-term Debt to Capitalization	53.5%	49.9%	53.5%		49.9% LTD/LTD+net assets
Unrestricted Cash to Debt	57.6%	51.3%	57.6%		51.3% as calculated monthly
Times Interest Earned Ratio	2.5	1.2	3.1		1.6 EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use mar)
Equity Financing Ratio	24.8%	30.8%	24.8%		30.8% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	11,302,849	1,818,789	1,930,874	561,336	Net income(loss) from operations
Revenue Over/(Under) Expense	(5,093,856)	6,340,238	1,947,835	1,496,732	Net gain(loss)
EBITDA	44,462,356	34,245,291	6,085,485	4,729,298	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	NA
Cash and Cash Equivalents	63,343,811	56,249,049	63,343,811	56,249,049	from cons bs
Net Working Capital	132,513,991	121,221,026	132,513,991	121,221,026	current assets-current liabilities
Unrestricted Assets	130,061,286	168,489,705	130,061,286	168,489,705	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31, 2014

4. For SFC, the Hospital and Trinity Health, submit monthly financial reports to OHCA that include statistics for the current month (**May 2015**), fiscal year-to-date and comparable month from the previous fiscal year. Provide these statistics for the following measures:

Saint Francis Care, Inc.					
	May 15	May 14	May 15	May 14	
	YTD	YTD	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	1.6%	(1.2%)	2.1%		(2.9%) operating income/operating revenues
Non-Operating Margin	NA	NA	NA		NA
Total Margin	7.8%	5.2%	8.2%		3.7% Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.1%	1.1%	1.5%		1.2% bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.2	2.2	2.2		2.2 current assets/current liabilities
Days Cash on Hand	NA	NA	NA		NA See SFH for Reported DCOH measurement
Days in Net Accounts Receivables	39.5	39.4	39.5		39.4 net ar/net patient ser rev/days in yr
Average Payment Period	52.2	50.9	52.2		50.9 current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	114.9%	97.2%	114.9%		97.2% total debt/total equity(net assets)
Long-term Debt to Capitalization	53.5%	49.3%	53.5%		49.3% LTD/LTD+net assets
Unrestricted Cash to Debt	68.0%	58.3%	68.0%		58.3% cash =DCOH calc
Times Interest Earned Ratio	2.2	0.2	2.6		(0.9) EBIT/Interest expense
Debt Service Coverage Ratio	3.7x*	2.8x**	3.7x*		2.8x** quarter end (use Mar)/ same as SFHMC reported for DSC measurement
Equity Financing Ratio	24.3%	30.7%	24.3%		30.7% Net assets/total assets
D. Additional Statistics					
Income(Loss) from Operations	8,967,771	(5,995,156)	1,476,571	(1,871,258)	Net income(loss) from operations
Revenue Over/(Under) Expense	(7,428,214)	(1,470,754)	1,493,854	(935,178)	Net gain(loss)
EBITDA	42,781,569	27,075,909	5,710,223	2,379,330	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	80,267,572	61,382,881	80,267,572	61,382,881	from cons bs
Net Working Capital	128,595,260	122,407,647	128,595,260	122,407,647	current assets-current liabilities
Unrestricted Assets	128,837,713	175,252,176	128,837,713	175,252,176	from cons bs

*Measurement data is March 31, 2015

**Measurement data is March 31,2014

Trinity Health

Monthly Financial Measurement/Indicators	UNAUDITED YTD Mar 2015	UNAUDITED YTD Mar 2014	UNAUDITED Periodic Mar 2015	UNAUDITED Periodic Mar 2014	Comments
A. Operating Performance					
Operating margin	2.8%	2.6%	2.4%	2.2%	
Non-Operating Margin*	NA	NA	NA	NA	
Total Margin	9.2%	9.0%	8.5%	8.4%	Operating cash flow margin
Bad Debt as a % of Gross Revenue	1.39%	1.90%	1.07%	1.88%	
B. Liquidity					
Current Ratio	1.9	1.5	1.9	1.5	
Days Cash on Hand	218	211	218.0	210.8	
Days in Net Accounts Receivable	45.7	46.8	45.7	46.8	
Average Payment Period	113.2	115.7	113.2	115.7	
C. Leverage and Capital Structure					
Long-term Debt to Equity	41.2%	34.3%	41.2%	34.3%	
Long-term Debt to Capitalization	29.9%	26.2%	29.9%	26.2%	
Unrestricted Cash to Debt	134.3%	139.1%	134.3%	139.1%	
Times Interest Earned Ratio	3.98	8.79	2.54	7.53	EBIT/Interest Expense
Debt Service Coverage Ratio	4.40X	3.98X	4.40X	3.98X	Historical debt Service Coverage at 3/31/2015
Equity Financing Ratio	0.48	0.50	0.48	0.50	Total Unrestricted equity/total assets
D. Additional Statistics					
Income from Operations	297,021,538	256,943,657	29,338,720	24,991,414	
Revenue Over/(Under) Expense	352,828,378	910,472,212	22,171,350	80,243,317	
EBITDA	1,028,127,421	1,547,281,952	97,423,688	150,949,835	
Patient Cash Collected *	NA	NA	NA	NA	
Cash and Cash Equivalents	923,342,356	707,087,233	923,342,356	707,087,233	
Net Working Capital	4,385,709,985	3,189,465,852	4,385,709,985	3,189,465,852	
Unrestricted Assets	10,452,029,587	10,020,812,858	10,452,029,587	10,020,812,858	

* These indicators are not measured

Trinity Health

Monthly Financial Measurement/Indicators	UNAUDITED YTD Apr 2015	UNAUDITED YTD Apr 2014	UNAUDITED Periodic Apr 2015	UNAUDITED Periodic Apr 2014	Comments
A. Operating Performance					
Operating margin	2.8%	2.7%	3.1%	3.7%	
Non-Operating Margin*	NA	NA	NA	NA	
Total Margin	9.2%	9.1%	9.5%	10.0%	Operating cash flow margin
Bad Debt as a % of Gross Revenue	1.36%	1.85%	1.09%	1.47%	
B. Liquidity					
Current Ratio	1.9	1.6	1.9	1.6	
Days Cash on Hand	219	216	218.8	215.9	
Days in Net Accounts Receivable	45.4	45.6	45.4	45.6	
Average Payment Period	113.5	117.0	113.5	117.0	
C. Leverage and Capital Structure					
Long-term Debt to Equity	40.4%	34.0%	40.4%	34.0%	
Long-term Debt to Capitalization	29.5%	26.1%	29.5%	26.1%	
Unrestricted Cash to Debt	136.0%	140.0%	136.0%	140.0%	
Times Interest Earned Ratio	4.60	8.47	9.47	5.69	EBIT/Interest Expense
Debt Service Coverage Ratio	4.40X	3.98X	4.40X	3.98X	Historical debt Service Coverage at 3/31/2015
Equity Financing Ratio	0.49	0.50	0.49	0.50	Total Unrestricted equity/total assets
D. Additional Statistics					
Income from Operations	333,746,359	298,648,644	36,724,821	41,704,987	
Revenue Over/(Under) Expense	479,871,564	972,501,789	127,043,187	62,029,576	
EBITDA	1,233,313,818	1,681,266,076	205,186,397	133,984,124	
Patient Cash Collected *	NA	NA	NA	NA	
Cash and Cash Equivalents	940,100,234	766,031,075	940,100,234	766,031,075	
Net Working Capital	4,524,576,029	3,539,983,975	4,524,576,029	3,539,983,975	
Unrestricted Assets	10,577,015,207	10,090,462,977	10,577,015,207	10,090,462,977	

* These indicators are not measured

Trinity Health

Monthly Financial Measurement/Indicators	UNAUDITED YTD May 2015	UNAUDITED YTD May 2014	UNAUDITED Periodic May 2015	UNAUDITED Periodic May 2014	Comments
A. Operating Performance					
Operating margin	2.7%	2.7%	0.8%	2.3%	
Non-Operating Margin*	NA	NA	NA	NA	
Total Margin	9.0%	9.0%	7.4%	8.5%	Operating cash flow margin
Bad Debt as a % of Gross Revenue	1.32%	1.81%	0.98%	1.36%	
B. Liquidity					
Current Ratio	1.9	1.6	1.9	1.6	
Days Cash on Hand	221	214	221.1	213.7	
Days in Net Accounts Receivable	45.5	45.6	45.5	45.6	
Average Payment Period	112.6	115.3	112.6	115.3	
C. Leverage and Capital Structure					
Long-term Debt to Equity	40.1%	33.3%	40.1%	33.3%	
Long-term Debt to Capitalization	29.4%	25.7%	29.4%	25.7%	
Unrestricted Cash to Debt	137.6%	140.9%	137.6%	140.9%	
Times Interest Earned Ratio	4.79	8.52	6.54	9.03	EBIT/Interest Expense
Debt Service Coverage Ratio	4.40X	3.98X	4.40X	3.98X	Historical debt Service Coverage at 3/31/2015
Equity Financing Ratio	0.49	0.51	0.49	0.51	Total Unrestricted equity/total assets
D. Additional Statistics					
Income from Operations	343,682,034	325,566,162	9,935,674	26,917,518	
Revenue Over/(Under) Expense	561,848,457	1,076,478,452	81,976,893	103,976,664	
EBITDA	1,393,083,136	1,854,744,259	159,769,318	173,478,183	
Patient Cash Collected *	NA	NA	NA	NA	
Cash and Cash Equivalents	911,637,916	767,559,216	911,637,916	767,559,216	
Net Working Capital	4,551,229,380	3,535,696,087	4,551,229,380	3,535,696,087	
Unrestricted Assets	10,656,573,354	10,197,694,343	10,656,573,354	10,197,694,343	

* These indicators are not measured

ATTACHMENT 11



SAINT FRANCIS
Hospital and Medical Center

Ralph A. Martin, M.D. FACP
Associate Program Director
UCIM Residency Program
114 Woodland Street
Hartford CT 06105
(860) 714-7124 Tel.
(860) 714-8217 Fax
E-mail: rmartin@stfranciscare.org

May 5, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Internist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Ralph A. Martin, M.D.

May 4, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

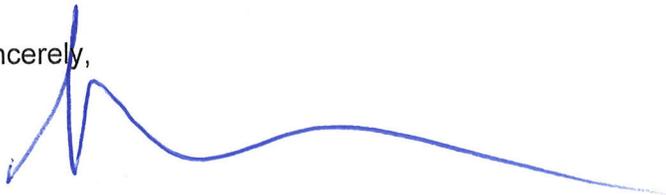
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Richard M. Newman, M.D., FACS

/RMN

May 4, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



James J. Matino, M.D.

/JJM

EAR, NOSE & THROAT OF GREATER HARTFORD, P.C.

Sheldon Nova, M.D., F.A.C.S.
Ronald J. Saxon, M.D.

*Head & Neck Surgery
Thyroid Surgery
Functional Nasal Surgery*

*Robotic Surgery
Sleep Apnea
Sinus Surgery*

Stephen G. Wolfe, M.D.
Louis G. Petcu, M.D.

*Pediatric Surgery
Allergy Testing & Treatment
Hearing Disorders*

May 4, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,



Stephen G. Wolfe, M.D.

MAIN OFFICE

4 Northwestern Drive, Suite #300
Bloomfield, CT 06002
Tel: (860) 243-8997
Fax: (860) 769-6803

www.entofgreaterhartford.com

SATELLITE OFFICE

115 Elm Street
Enfield, CT 06082
Tel: (860) 741-2472
Fax: (860) 745-3843

860

May 2, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT. 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Trauma/General Surgeon on the Saint Francis Hospital & Medical Center Staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,



Scheuster E. Christie, M.D.
Chief of Surgery, Department of Surgery
Saint Francis Hospital & Medical Center
114 Woodland Street
Hartford, CT. 06105
(860) 714-4694

Adam R. Silverman, MD, FACP
Vice President, Ambulatory Strategy and Development
Medical Director, Primary Care Service Line

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care*
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Sincerely,



Adam R. Silverman, MD, FACP

Alexander Mbewe, MD
Geriatric Medicine,
Saint Francis Hospital and Medical Center
114 Woodland Street,
Hartford, CT 06105
Telephone: 860-714-4749.

April 30th, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,


Alexander Mbewe, MD



SAINT FRANCIS
Hospital and Medical Center

114 Woodland Street
Hartford, CT 06105-1299

860-714-4897

Luis F. Diez, MD
System Medical Director, Ambulatory Care Services
Chief, Section of General Internal Medicine

Associate Professor of Clinical Medicine
University of Connecticut School of Medicine

DATE, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,

DATE: April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

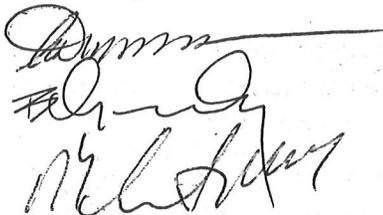
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Sincerely,



Seth M Brown, MD, Belachew Tessema, MD, Benjamin Wycherly, MD



Advanced Ob-Gyn Doctors

'Happy Mothers and Healthy Babies'
645 Farmington Ave., Hartford, CT 06105
Tel: 860-233-6666 Fax: 860-233-6669
www.advancedobgyndoctors.com

Pavani Reddy Pingle, MD
Obstetrician & Gynecologist

28th April, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

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Pavani Reddy Pingle, M.D

Advanced Ob-Gyn Doctors
645 Farmington Ave
Hartford, CT 06105

EAR, NOSE & THROAT OF GREATER HARTFORD, P.C.

Sheldon Nova, M.D., F.A.C.S.
Ronald J. Saxon, M.D.

Stephen G. Wolfe, M.D.
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*Head & Neck Surgery
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May 4, 2015

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P.O. Box 340308
Hartford, CT 06134-0308

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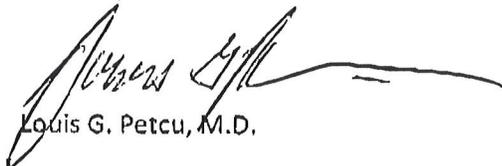
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Sincerely,



Louis G. Petcu, M.D.

MAIN OFFICE

4 Northwestern Drive, Suite #300
Bloomfield, CT 06002
Tel: (860) 243-8997
Fax: (860) 769-6803

www.entofgreaterhartford.com

SATELLITE OFFICE

115 Elm Street
Enfield, CT 06082
Tel: (860) 741-2472
Fax: (860) 745-3843

April 28, 2015

**Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308**

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

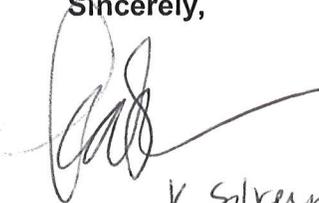
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Sincerely,



**K. Silverman MD
SFMG
OB/GYN dept.**

April 28, 2015

**Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308**

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Sincerely,



Wasim Tuzmubala MD PhD

BRIAN P. DESCHAMPS, DPM
Podiatric medicine and surgery
Diplomate, American Board of Foot and Ankle Surgery

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

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As a practicing podiatric surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,

A handwritten signature in black ink, appearing to read 'B. Deschamps', with a long horizontal flourish extending to the right.

Brian P. Deschamps, DPM



Division of Continuum of Care Management
Case Management Department

114 Woodland Street
Hartford, Connecticut
06105-1299
M.S. #20900

860 714-4613
Fax: 860 714-8074

April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

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As a practicing hospital-based internist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

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Sincerely,

A handwritten signature in black ink, appearing to read "Theodore R. Hartenstein".

Theodore R. Hartenstein, M.D.
Physician Advisor
Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105

2015-05-04 09:34 Ear, Nose & Throat 860 769 7600 360 873

EAR, NOSE & THROAT OF GREATER HARTFORD, P.C.

Sheldon Nova, M.D., F.A.C.S.
Ronald J. Saxon, M.D.

Stephen G. Wolfe, M.D.
Louis G. Petcu, M.D.

Head & Neck Surgery
Thyroid Surgery
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Allergy Testing & Treatment
Hearing Disorders

May 4, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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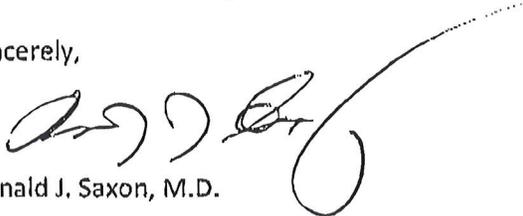
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Sincerely,


Ronald J. Saxon, M.D.

MAIN OFFICE

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Bloomfield, CT 06002
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Fax: (860) 769-6803

www.entofgreaterhartford.com

SATELLITE OFFICE

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Enfield, CT 06082
Tel: (860) 741-2472
Fax: (860) 745-3843

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Greater Hartford Orthopedic Group

April 28, 2015

www.ctortho.com

Michael Aron, M.D.
Orthopedic Surgeon
*Surgery of the Hand
and Upper Extremities*

Christina A. Kabbash, M.D.
Orthopedic Surgeon
Surgery of the Foot and Ankle

Jay A. Kimmel, M.D.
Orthopedic Surgeon
Sports Medicine
Surgery of the Knee and Shoulder

David M. Kruger, M.D.
Orthopedic Surgeon
Surgery of the Spine

Jameela R. Fulton, DPM
Podiatrist

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
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Sincerely,

David Kruger, M.D.

Main Office: 1000 Asylum Avenue • Suite 2126 • Hartford, Connecticut 06105 • 860.728.6740 • Fax: 860.547.1554
Enfield Office: 113 Elm Street • Suite 302 • Enfield, Connecticut 06082 • 860.253.0276 • Fax: 860.253.0431

54 West Avon Road • Suite 104
Avon, Connecticut 06001

893 Main Street • Suite 301
East Hartford, CT 06108

506 Cromwell Avenue • Suite 102
Rocky Hill, Connecticut 06067

162 Mountain Road
Suffield, Connecticut 06078



Greater Hartford Orthopedic Group

April 28, 2015

www.ctortho.com

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Surgery of the Spine

Jameela R. Fulton, DPM
Podiatrist

Kimberly Martone
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410 Capitol Avenue, MS# 13HCA
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Sincerely,



Jay Kimmel, M.D.

Main Office: 1000 Asylum Avenue • Suite 2126 • Hartford, Connecticut 06105 • 860.728.6740 • Fax: 860.547.1554
Enfield Office: 113 Elm Street • Suite 302 • Enfield, Connecticut 06082 • 860.253.0276 • Fax: 860.253.0431

54 West Avon Road • Suite 104
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East Hartford, CT 06108

506 Cromwell Avenue • Suite 102
Rocky Hill, Connecticut 06067

162 Mountain Road
Suffield, Connecticut 06078



Greater Hartford Orthopedic Group

April 28, 2015

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Michael Aron, M.D.
Orthopedic Surgeon
*Surgery of the Hand
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As a practicing orthopedic surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Christina Kabbash, M.D.

Main Office: 1000 Asylum Avenue • Suite 2126 • Hartford, Connecticut 06105 • 860.728.6740 • Fax: 860.547.1554
Enfield Office: 113 Elm Street • Suite 302 • Enfield, Connecticut 06082 • 860.253.0276 • Fax: 860.253.0431

54 West Avon Road • Suite 104
Avon, Connecticut 06001

893 Main Street • Suite 301
East Hartford, CT 06108

506 Cromwell Avenue • Suite 102
Rocky Hill, Connecticut 06067

162 Mountain Road
Suffield, Connecticut 06078



Greater Hartford Orthopedic Group

April 28, 2015

www.ctortho.com

Michael Aron, M.D.
Orthopedic Surgeon
*Surgery of the Hand
and Upper Extremities*

Christina A. Kabbash, M.D.
Orthopedic Surgeon
Surgery of the Foot and Ankle

Jay A. Kimmel, M.D.
Orthopedic Surgeon
Sports Medicine
Surgery of the Knee and Shoulder

David M. Kruger, M.D.
Orthopedic Surgeon
Surgery of the Spine

Jameela R. Fulton, DPM
Podiatrist

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing orthopedic surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Michael Aron, M.D.

Main Office: 1000 Asylum Avenue • Suite 2126 • Hartford, Connecticut 06105 • 860.728.6740 • Fax: 860.547.1554
Enfield Office: 113 Elm Street • Suite 302 • Enfield, Connecticut 06082 • 860.253.0276 • Fax: 860.253.0431

54 West Avon Road • Suite 104
Avon, Connecticut 06001

893 Main Street • Suite 301
East Hartford, CT 06108

506 Cromwell Avenue • Suite 102
Rocky Hill, Connecticut 06067

162 Mountain Road
Suffield, Connecticut 06078



April 28, 2015

Ms Kimberly Martone, Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308 Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Palliative Care physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health", this approach to delivering care is undoubtedly the wave of the future in health care; and so it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Henry Schneiderman MD FACP
Palliative Care Physician Champion, Saint Francis Care;
Professor of Medicine, UConn Health Center;
Clinical Professor, Nursing, Yale University
860-714-4749 FAX 860-714-8439
heschnei@stfranciscare.org

Murthappa N. Prakash, M.D., F.A.C.C.

Cardiovascular Disease

300 Hebron Avenue, Suite 213
Glastonbury, CT 06033

Phone (860) 633 6976
Fax: (860) 633-7978

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

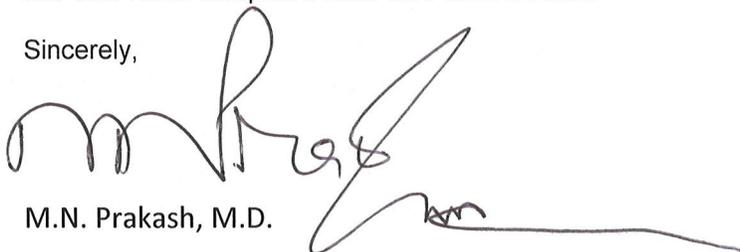
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Cardiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Prakash', with a long horizontal flourish extending to the right.

M.N. Prakash, M.D.



April 27, 2015

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone:

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Internal Medicine physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ronald Kimmel'.

Ronald Kimmel, MD
Vice President, Chief Medical Officer



April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing radiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink that reads "Anthony Posteraro III". The signature is written in a cursive, flowing style.

Anthony Posteraro, III

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing anesthesiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Philip Craig Dennen, MD



SAINT FRANCIS

Hospital and Medical Center

Department of Occupational Health

1598 East Main Street
Torrington, CT 06790

Phone: 860-482-3467
Fax: 860-482-3867

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

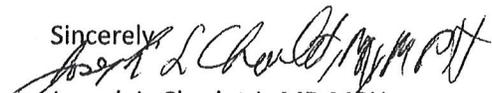
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Occupational Medicine Physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Joseph L. Charlot Jr, MD, MPH



Thomas I. Knox, M.D., M.B.A.
FACP, FACC, FCCP, FASNC, FSCAI, FASE, CNS, CCN, RPVI

Aseem Vashist, M.D.
FACC, FASNC, FSCAI, FACP

Joseph Mitchel, D.O.
FACC, FSCAI

Charles Philip, D.O.

Donald Ruffett, M.D.
FACC

Tracy Cormier, MS, CVNP-BC, ANP-BC
Laurie Strand, MS, AGACNP-BC

April 28, 2015

Kimberly Martone, Director of Operations

CT Department of Public Health, Office of Health Care Access

410 Capitol Avenue, MS# 13HCA, P.O. Box 340308

Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing cardiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

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Sincerely,

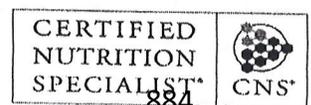
Thomas Knox, MD, MBA

345 North Main Street, 1st Floor
West Hartford, CT 06117
Tel: 860-547-1489
Fax: 860-548-9105

30 West Avon Rd
Avon, CT 06001
Tel: 860-547-1489
Fax: 860-548-9105

893 Main Street, Suite 101
East Hartford, CT 06108
Tel: 860-547-1489
Fax: 860-548-9105

7 Magauran Drive, Suite 5
Stafford Springs, CT 06076
Tel: 860-851-9882
Fax: 860-851-9884



Letter of Support for Trinity Merger

Centeno, Betzaida on behalf of President of the Medical Staff

Sent: Monday, April 27, 2015 4:08 PM

Dear colleagues:

The process for the St. Francis /Trinity Health merger continues to make its way through the state regulatory system. The Office of HealthCare Access (OHCA) is currently reviewing it. Below is a draft of the letter of support that I am asking you to put on your practice letterhead and to sign. This will help the process considerably.

Please email me the signed letter or drop it off in the Medical Staff Office

Your assistance on this is greatly appreciated.

M.N. Prakash, M.D.
President, Medical Staff

DATE, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Appropriologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,





Cardiology

50 Hospital Hill Road
2nd Floor
PO Box 789
Sharon, CT 06069Tel. 860-364-4505
Fax 860-364-4506

4/28/15

Kimberly Martone

Director of Operations

CT Department of Public Health

Office of Health Care Access

410 Capitol Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing cardiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

A handwritten signature in black ink, appearing to read "Dr. Daniel S. Do".



Department of Emergency Medicine

April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As the Emergency Department Chairman on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

C. Steven Wolf, MD
Chairman, Department of Emergency Medicine
Assistant Professor, Traumatology and Emergency Medicine
University of Connecticut School of Medicine
St. Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105
Phone: 860-714-6107
Fax: 860-714-8046



SAINT FRANCIS

Hospital and Medical Center

114 Woodland Street
Hartford, Connecticut
06105-1299

860 714-4000

April 27, 2015

**Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308**

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Hematologist-Oncologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,

**Jonathan Sporn, M.D.
Chief, Section of Hematology-Oncology
Medical Director, Oncology Service Line
Professor of Medicine, Univ. of Connecticut School of Medicine**



SAINT FRANCIS
Hospital and Medical Center

Steven T. Ruby, MD, RVT, FACS
Chairman, Department of Surgery

114 Woodland Street
Hartford, CT 06105-1299

Administrative Office
Tel. 860-714-4694
Fax 860-714-8096
Email: sruby@stfranciscare.org

Patient Office
Tel. 860-246-4000
Fax 860-527-6985

April 30, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

Steven T. Ruby, MD, FACS

April 24, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing physician on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,


John O. Thayer, Jr., M.D.
Chief, Cardiothoracic Surgery

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
Hartford, Connecticut 06105
TEL (860) 714-6654 • FAX (860) 714-8110

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis *Care* to join the Trinity Health system.

As a practicing Anesthesiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,


Franklin Rosenberg MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
Hartford, Connecticut 06105
TEL (860) 714-6654 • FAX (860) 714-8110

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing Anesthesiologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,



Gwendolyn Moraski MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
Hartford, Connecticut 06105
TEL (860) 714-6654 • FAX (860) 714-8110

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

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Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Leo Contois MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
Hartford, Connecticut 06105
TEL (860) 714-6654 • FAX (860) 714-8110

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

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Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,


JONATHAN ABRAMS MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
Hartford, Connecticut 06105
TEL (860) 714-6654 • FAX (860) 714-8110

April 23, 2015

Kimberly Martone
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Kenneth T. Gutierrez, MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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Hartford, Connecticut 06105
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Frank J. Setter MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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David Freitas MD

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Wesley Knauft MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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Alison Considine MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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VICTOR CAMACHO, M.D.

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Goolcher Wadua MD

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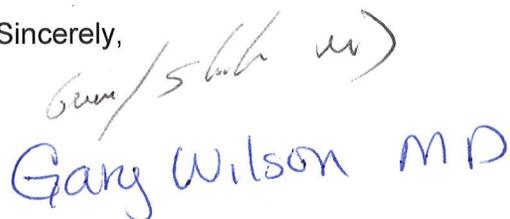
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Gary Wilson MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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Dr. Peter Kanelo's

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Inna Maranets, MD
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WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
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Roxanne Zarnsky MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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Hartford, Connecticut 06105
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Mark Spencer, MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

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Hartford, Connecticut 06105
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Srivasenthil Anumugam MD

WOODLAND ANESTHESIOLOGY ASSOCIATES, P.C.

114 Woodland Street
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John D'Alessio MD

April 23, 2015

STEVEN E. SELDEN, M.D.
ARTHROSCOPIC SURGERY
KNEE AND SHOULDER SURGERY
SPORTS MEDICINE

ARIS D. YANNOPOULOS, M.D.
SPINE SURGERY
ARTHROSCOPIC SURGERY
SPORTS MEDICINE
ORTHOPEDIC SURGERY

ANDREW G. GABOW, M.D.
HAND AND WRIST SURGERY

**DIRECT ALL CALLS
AND CORRESPONDENCE
TO MAIN OFFICE:**

510 COTTAGE GROVE ROAD
BLOOMFIELD, CT 06002-3192

TELEPHONE (860) 243-1414
TOLL FREE (877) 243-1414
FAX (860) 286-0510

SATELLITE OFFICES:

ENFIELD
EAST GRANBY
WINDSOR

Ms. Kimberly Martone
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CT Department of Public Health
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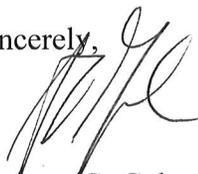
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Andrew G. Gabow, M.D.

AGG:lcm

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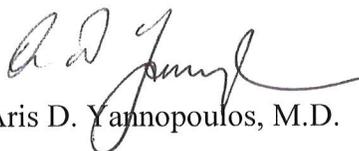
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Sincerely,



Aris D. Yannopoulos, M.D.

ADY:lcm

Vascular Associates

April 27, 2015

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Scott Fecteau, MD

Vascular Associates

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As a practicing vascular surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis *Care*. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis *Care* to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis *Care* to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis *Care* joining Trinity Health will greatly benefit the local communities served by Saint Francis *Care*.

Please support this important initiative of Saint Francis *Care* so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Kristofer Bagdasarian, MD

April 28, 2015

**Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308**

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

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Sincerely,



Timothy E. Goundrey M.D.

April 28, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Dear Ms. Martone,

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Sincerely,


Vijay Jayaraman MD
General, Emergency, Trauma and Critical Care Surgery, Saint Francis Medical Group Inc.
Suite 4320 1000 Asylum Avenue, Hartford CT 06105
860 714 5237



4/28/15

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,

James Feeney, MD, FACS

Director
William T. Marshall, DO
860-714-4434

Associate Director
James Feeney, MD, FACS
860-714-5136

Trauma & Acute Care Surgeons
Scheuster Christie, MD
860-714-4694

David S. Shapiro, MD, FACS
860-714-7257

Scott A. Ellner, MD, MPH
860-714-4694

Trauma Program Manager
Colleen Desai, MSN, RN, CEN
860-714-4297
cdesai@stfranciscare.org

Registrar
Stephanie A. Leonard
860-714-4298

Nurse Clinician
Kelly Marcroft, BSN, RN
860-714-6531

Referral Line
860-714-6911

**Trauma Service
at Saint Francis**
Saint Francis Hospital
& Medical Center
Department of Surgery
114 Woodland Street 3-3
Hartford, CT 06105
860-714-4694
trauma@stfranciscare.org

Saint Francis Hospital & Medical Center Mission:

We are committed to health and healing through excellence, compassionate care and reverence for the spirituality of each person.

Trauma Program Mission:

We are dedicated to the quality treatment, education, and prevention of traumatic injury for all those we serve.



Ibrahim M. Daoud, M.D., FACS

GENERAL AND LAPAROSCOPIC SURGERY

95 WOODLAND STREET
HARTFORD, CONNECTICUT 06105
TELEPHONE (860) 714-6871

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,



Ibrahim M. Daoud, M.D.
Director of MIS Fellowship at St Francis Hospital and Medical Center

April 24, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing cardiothoracic surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,



John O. Thayer, Jr., M.D.

DATE, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

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Sincerely,

RJ Grayson D.P.M. 4-23-15

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing breast surgical oncologist on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,


Niamey P. Wilson MD

April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

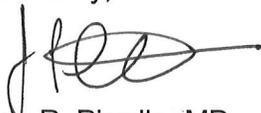
Dear Ms. Martone,

As a member of the medical staff of Saint Francis Hospital and Medical Center, I want to express my support for the decision by Saint Francis Care to join the Trinity Health system.

As a practicing bariatric and minimally invasive general surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

Please support this important initiative of Saint Francis Care so that it will be better positioned to thrive in this ever more complex health care environment.

Sincerely,



Jon R. Pirrello, MD
Director, Bariatric Surgery



April 27, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system

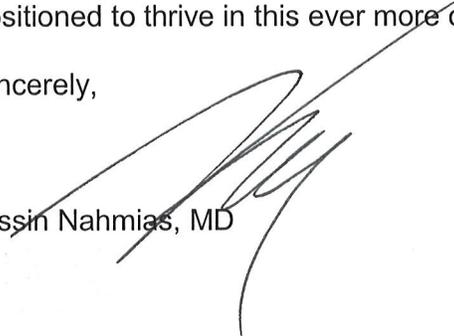
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As a practicing bariatric surgeon on the Saint Francis Hospital & Medical Center staff, I see many patients who live in the service area of Saint Francis Care. I know how loyal these patients are to our institution. I also recognize that the healthcare landscape is evolving and that it is now necessary for hospitals like Saint Francis Care to modify their approach to health care delivery by becoming more responsible for the overall health and welfare of local populations. Commonly referenced as "population health," this approach to delivering care is undoubtedly the wave of the future in health care and it will be necessary for Saint Francis Care to have the resources and operate with the efficiencies required. The potential for improved economies of scale and enhanced financial support associated with Saint Francis Care joining Trinity Health will greatly benefit the local communities served by Saint Francis Care.

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Sincerely,


Nissin Nahmias, MD



www.hrtortho.org

1000 Asylum Avenue, Suite 2108
Hartford, CT 06105
860.525.4469 office
860.278.8032 fax

Satellite Offices:

Avon
Manchester

John J. Mara, MD

Hand & Upper Limbs
Advanced Arthroscopy
of Shoulder & Elbow

Robert W. McAllister, MD

Arthritis Management
Joint Replacement Surgery

Randall J. Risinger, MD

Sports Medicine
Advanced Arthroscopy
of Shoulder & Knee
Shoulder Replacement Surgery

Physician Assistants:

Christopher J. Berube, PA-C
Wayne M. Perosky, PA-C
Elyssa L. Roberts, PA-C
David C. Woodworth, PA-C

April 29, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: *Certificate of Need Application seeking approval for Saint Francis Care and its subsidiaries to operate as part of the Trinity Health system.*

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Sincerely,

John Mara, MD

Robert McAllister, MD

Randall Risinger, MD

CONSTANTINOS CONSTANTINOU, M.D.

Chief of Thoracic Surgery © ECHN
94 Union Street
Rockville, CT 06066
(860)870-1300
Fax (860)870-1306

April 23, 2015

Kimberly Martone

Director of Operations

CT Department of Health Care Access

410 Capital Avenue, MS# 13HCA

P.O. Box 340308

Hartford, CT 06134-0308

RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system.

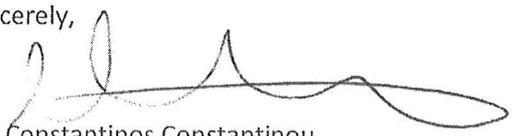
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Sincerely,


Dr. Constantinos Constantinou



Department of Surgery

Department of Surgery
Clinical Office
1000 Asylum Avenue
Suite 4320
Hartford, CT 06105Tel. 860-714-5237
Fax 860-714-8097

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308RE: Certificate of Need Application seeking approval for Saint Francis *Care* and its subsidiaries to operate as part of the Trinity Health system

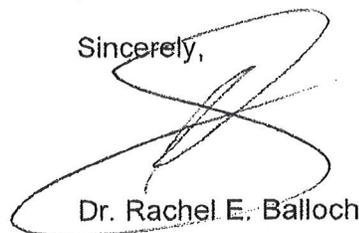
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Sincerely,


Dr. Rachel E. Balloch

HARTFORD PODIATRY GROUP, L.L.C.

Physicians and Surgeons of the Foot

Robert D. Rutstein, D.P.M.

Eric M. Kosofsky, D.P.M.

Danielle L. Malin, D.P.M.

Telephone: (860) 523-8026

597 Farmington Avenue
Hartford, CT 06105



Facsimile: (860) 523-7622

1260 Silas Deane Highway
Wethersfield, CT 06109

Diplomates, American Board of Podiatric Surgery
Diplomates, American Board of Podiatric Orthopedics
Fellow American College of Certified Wound Specialists
www.hartfordpodiatrygroup.com

April 23, 2015

Kimberly Martone
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CT Department of Public Health
Office of Health Care Access
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P.O. Box 340308
Hartford, CT 06134-0308

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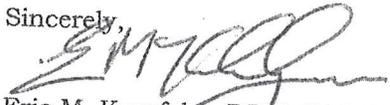
Dear Ms. Martone,

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Sincerely,


Eric M. Kosofsky, DPM, FACCWS



Harvey D. Lederman, D.P.M.

Marc A. Lederman, D.P.M.

Kurt W. Rode, D.P.M.

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,

A handwritten signature in black ink, appearing to read "Kurt W. Rode", with a stylized flourish at the end.

Dr Kurt W. Rode AACFAS

2511 Albany Avenue - (Bishops Corner) - West Hartford, CT 06117
(860) 236-2564 Fax: (860) 233-0251 e-mail: whpodiatry@aol.com
www.westhartfordpodiatry.com

Podiatry Center of Eastern Connecticut, LLC
360 Tolland Turnpike, Suite 1A
Manchester, CT 06042
(860) 647-7727

*Diplomate, American Board of Podiatric Surgery

Donna M. Boccelli, D.P.M.*

Kurt W. Rode, D.P.M.

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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Sincerely,



Donna M. Boccelli, D.P.M.

April 23, 2015

Kimberly Martone
Director of Operations
CT Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS# 13HCA
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Hartford, CT 06134-0308

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Sincerely,



William T. Marshall, DO, FACOS

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

Certificate of Need Application of a new Regional Health System to include Saint Francis *Care*, Inc. and all of its controlled subsidiaries operating as part of Trinity Health

Docket Number: 15-31979-CON

July 1, 2015

PRE-FILED TESTIMONY OF D. SCOTT NORDLUND, EXECUTIVE VICE PRESIDENT, GROWTH STRATEGY AND INNOVATION, TRINITY HEALTH

Good Afternoon,

My name is Scott Nordlund, and I am Executive Vice President, Growth Strategy and Innovation for Trinity Health System. I hereby adopt my testimony as submitted.

Thank you for inviting me to talk with you today about Trinity Health and why we chose Saint Francis *Care* to join Trinity Health.

Trinity Health is a Catholic health care system that operates a wide range of health care facilities in 21 states – including acute care hospitals, home health care and hospice agencies, continuing care facilities and programs for all-inclusive care for the elderly.

Our system employs more than 89,000 colleagues, including 3,600 physicians, and we are affiliated with over 22,000 physicians.

At Trinity Health, our mission is to serve together in the Spirit of the Gospel as a compassionate and transforming healing presence within our communities. Our five core values guide our work:

- Reverence
- Commitment to those who are poor
- Justice
- Stewardship
- Integrity

As a mission-driven innovative healthcare organization, our vision is to be the national leader in improving the health of our communities and each person we are privileged to serve.

We have the opportunity to serve a diverse population within our communities. Our vision as a mission-driven innovative health care organization is that we will become the national leader in improving the health of our communities and each person we serve. We aspire to become the most trusted health partner for life.

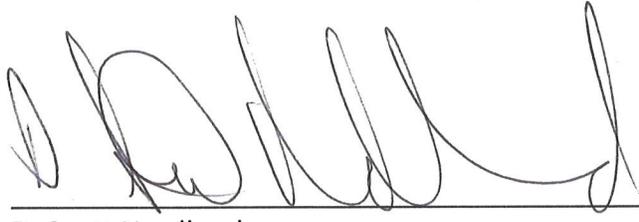
We are also dedicated to building a people centered health system that allows its organization to promote efficient and effective care management initiatives. These initiatives are helping us to shift our health care delivery approach from managing episodic events to providing a system of healthcare delivery focused on preserving the wellbeing and health of each person individually within our communities.

Trinity Health has selected Saint Francis *Care* to join our national health care system because of the breadth of service encompassed in Saint Francis *Care's* health delivery system, its commitment to quality, its vision of providing best care for a lifetime to individuals within its community and its 118 year tradition of being a Catholic value driven healthcare system focused on serving the neediest members of its community.

Saint Francis *Care* shares our view that the transition from episodic care delivery to a more holistic management approach of the health of individuals ensures that we deliver and promote better health while delivering excellent care at a lower cost to those who will require our services.

To date, Trinity Health has made great progress towards achieving our vision. Furthermore, as detailed in the CON application, our financial strength has allowed us to pursue this vision while increasing our commitment to community benefit support for charity care, government payment shortfalls and programs for the poor, under served and broader community.

Trinity Health is excited about this opportunity with Saint Francis *Care*. It is an honor and privilege to be here in support of this important endeavor. I am available to answer any questions.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

D. Scott Nordlund
EVP, Growth, Strategy & Innovation, Trinity Health

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

Certificate of Need Application of a new Regional Health System to include Saint Francis *Care*, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health

Docket Number: 15-31979-CON

July 1, 2015

PRE-FILED TESTIMONY OF CHRISTOPHER M. DADLEZ, PRESIDENT AND CEO, SAINT FRANCIS *CARE*

Good afternoon.

I am Christopher M. Dadlez, President and CEO, Saint Francis *Care* and I hereby adopt my testimony as submitted with the Office of Health *Care* Access.

Thank you for the opportunity to speak to you today about the proposal for Saint Francis *Care* to join Trinity Health, a national health care organization, that we believe will strengthen the health care system within Connecticut and the region. I would like to highlight certain aspects of this proposal below.

Saint Francis *Care* and Trinity Health have aligned mission, vision and core values that have guided the proposed transaction since the inception of our discussions. Together, our two organizations will help Saint Francis *Care* achieve the Affordable Care Act Triple Aim objectives of improving population health, enhancing the patient care experience and controlling costs while maintaining a positive financial margin. Trinity Health will create a New England "Regional Health Ministry" (RHM) to anchor its Connecticut and Western Massachusetts market. This

new RHM will cover the State of Connecticut as well as Hampden, Hampshire, Franklin and Berkshire counties in Massachusetts and I will be leading this organization.

We bring a high quality, low cost delivery system to Trinity Health and the new RHM.

Additionally, our strengths and skills include the following:

- An unfailing commitment of meeting the health care needs of all within our community
- Significant achievements in clinical specialization
- A proven track record in clinical network and accountable care organization development
- A highly regarded leadership team
- National and regional recognition for quality of care, patient satisfaction and innovative care models

Adding Saint Francis *Care* to Trinity Health offers both organizations with the opportunity to regionalize these common efforts in the Connecticut and Western Massachusetts markets with the Sisters of Providence ministry.

Saint Francis *Care*, as the core of the New England RHM, will serve as a catalyst for future growth and affiliation opportunities that support population health management.

Trinity Health enhances our ability to meet our organizational goals including:

- Acceleration of the development of a regional population health management model,

- Support for continued infrastructure development to advance the common objective of achieving efficient and effective care models,
- Growth of the New England RHM by aligning with other regional health care providers,
- Meeting our financial obligations including long-term debt and pensions requirements,
- Improved access to capital for strategic growth, clinical service enhancement. Trinity Health has committed to support capital expenditures of no less than \$275 million over a 5 year period,
- Preservation of our Catholic traditions of service to the poor and most vulnerable members of our service area, and
- Access to Trinity Health for support in addressing a wide range of health care issues and fostering system de development.

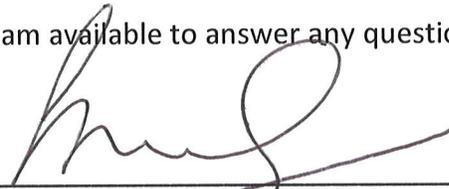
The New England RHM will preserve the not-for-profit status and Catholic identity of Saint Francis. It is expected that the New England RHM will follow Trinity Health's governance and management structure, reserved powers and operational policies. The New England RHM will have access to the system office and participate in the shared services of Trinity Health.

A new Board, consisting of 9-15 members, will be created with individuals identified by Saint Francis *Care* and Trinity Health System prior to closing, which will include representation from the local community

The Saint Francis Medical Staff and its Medical Staff bylaws will stay in place as well as existing educational, wellness and community benefit programs now offered by Saint Francis *Care* and its affiliates.

Saint Francis *Care* and Trinity Health began discussions in March 2014. Once all regulatory and canonical approvals are obtained, we are looking forward to commencing our relationship with Trinity Health and beginning our work towards achieving our common goal of serving our community.

I am available to answer any questions.



Christopher M. Dadlez
President and Chief Executive Officer
Saint Francis *Care*

This E-Sheet confirms that the ad appeared in The Hartford Courant on the date and page indicated. You may not create derivative works, or in any way exploit or repurpose any content displayed or contained on the e-tearsheet.

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media group
Publication Date: 06/04/2015

PUBLIC NOTICES

Court of Probate, District of Meriden Probate District NOTICE OF HEARING
ESTATE OF Julian Emmanuel Vazquez, (15-0231)

Pursuant to an order of the Court dated June 2, 2015, a hearing will be held on an application for a name change for a minor child as in said application on file more or less appears, at the Court of Probate on June 9, 2015 at 12:15 PM.

By Order of the Court Janet Firulli, Clerk

INVITATION TO BID FOR DOWNTOWN DISTRICT PARKING LOT IMPROVEMENTS – PHASE 1 BID NO. 14/15-100

Work under this contract includes the reconstruction of two municipal public parking lots in the downtown district of the Town of Manchester. Work includes pavement reclamation, grading, excavation, and the installation of new bituminous concrete pavement, curbing, landscaping, fencing, lighting and other appurtenances.

Sealed Bids will be received at the office of the Director of General Services, Lincoln Center, 494 Main Street, Manchester, Connecticut 06040 for the project "DOWNTOWN DISTRICT PARKING LOT IMPROVEMENTS – PHASE 1" until 2:00 P.M. on JUNE 25, 2015 at which time and place said bids will be opened publicly and read aloud. Bids may be hand delivered to the above address or directed by U.S. Mail to said office at Town of Manchester, Lincoln Center, 494 Main Street, P.O. Box 191, Manchester, CT 06040-0191.

The Contract Drawings and Specifications (i.e., documents) may be examined at the office of the Director of General Services, Lincoln Center, 494 Main Street, P.O. Box 191, Manchester, Connecticut 06040-0191. Sets of the documents can be obtained upon payment of a non-refundable fee of \$10.00/ set in cash or check, made payable to the Town of Manchester. Sets of the documents will be mailed to prospective bidders upon request and receipt of a separate check for \$10.00 made payable to the Town of Manchester, which will not be refunded.

Bid security in the form of a bid bond, payable to the Town of Manchester, is required in the sum of five percent (5%) of the total bid. Bid security shall be subject to the conditions set forth in the Standard Instructions to Bidders. No bidder may withdraw his bid for a period of ninety (90) days after the date of bid opening. Attention is directed to certain requirements of this contract which require payment of minimum wages and compliance with certain local, state and federal requirements. The contract will be awarded to the lowest responsible and qualified bidder whose bid is deemed to be in the public interest to do so, and to reserve any and/or all other rights as detailed in the Contract Documents. The Town of Manchester is an equal opportunity employer, and requires an affirmative action policy for all of its Contractors and Vendors as a condition of doing business with the Town, as per Federal Executive Order 11246.

All bidders are requested to note that the award of this Contract is subject to the following conditions and contingencies:
1. The approval of governmental agencies as may be required by law.
2. The appropriation of adequate funds by the proper agencies.

An Affirmative Action/Equal Opportunity Employer. Minority/Women's Business Enterprises are encouraged to apply.

EAST SIDE PRESSURE ZONE PROJECT CONTRACT NO. 3 – WATER PUMP STATION SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT INVITATION FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 3 – Water Pump Station" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 2:00 p.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 3 – Water Pump Station".

Bid will be awarded to the lowest, responsive, and responsible/qualified bidder. The work consists of providing a packaged water pump station on the Southington High School Property and the construction of approximately 1200 linear feet of water main and new valves, hydrants, connections and appurtenances to connect the pump station to Southington's existing water mains on Flanders Street. Site work associated with the new pump station includes the construction of a retaining wall, gas and electric service to the new pump station, construction of a security fence, and a new bituminous concrete parking area. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

Any contract or contracts awarded under this invitation for bids are expected to be funded in part by a loan from the State of Connecticut Drinking Water State Revolving Fund. Neither the State of Connecticut nor any of its Departments, agencies, or employees is or will be a party to this invitation for bids or any resulting contract. This procurement will be subject to the requirements contained in subsections (h), (j) and (o) of Section 22a-482-4 of the RCSA. Bidders shall be Department of Administrative Services (DAS) pre-qualified under the category of either "Construction Manager at Risk (Group A or B or C)" or "General Building Construction (Group A or B or C)". Bidders are advised that both the DAS Prequalification Certificate and Update (Bid) Statement must accompany the Bid proposal. Failure to supply these forms with the Bid will result in rejection of the Bid. All water mains shall be installed by a person with a valid Connecticut P-1 or P-7 license.

No Bid may be withdrawn within 120 days after the date of the opening of Bids. This Project and the Work performed thereon is subject to federal prevailing wage laws as well as the prevailing wage laws of the State of Connecticut. The Contractor and all Subcontractors shall be responsible for paying the higher of the applicable federal prevailing wages and the applicable state prevailing wages. For so long as the prevailing wages applicable to the Work under Connecticut prevailing wage laws are equal to or greater than the prevailing wages applicable to the work under federal prevailing wage laws, the Contractor and all Subcontractors shall pay Connecticut prevailing wages. The Contractor and all Subcontractors shall include the cost of any wage escalations pursuant to any applicable prevailing wage laws and such increases shall not be the basis of a claim or request for additional compensation. By submitting a bid for this Project, the Bidder is deemed to have accepted such wage determinations. Because of the application of both federal and state wage laws to this Project, the Contractor should be aware that the Contractor will be obligated to certify payrolls and issue compliance statements in accordance with both federal and state procedural requirements. Copies of the current prevailing wage determination issued by the U.S. Department of Labor and the current prevailing wage determination issued by the Connecticut Department of Labor are attached to Section 00800, Supplementary Conditions. The acceptance by the Bidder of these wage determinations is a condition of any award of the Contract. By submitting a Bid for this Project, the Bidder is deemed to have accepted such wage determinations. This Contract will be subject to meeting subcontracting Minority and Women's Business Enterprise (MBE/WBE) goal conditions. The minimum requirement for MBE participation is three point zero (3.0) percent and the minimum requirement for WBE participation is five point zero (5.0) percent by certified MBEs and WBEs.

The project is subject to the American Iron and Steel (AIS) requirement of Section 436 of Public Law (P.L.) 113-76, Consolidated Appropriations Act, 2014, which requires that all of the iron and steel products used in the project are produced in the United States. Section 00800 contains further information on applicable iron and steel products and compliance. A mandatory pre-Bid conference will be held at the Southington High School Property at 720 Pleasant Street on June 29, 2015 at 11:00 a.m. Pre-bid meeting attendees should meet at the site adjacent to the high school near the Flanders Street entrance to the property. Owner reserves the right to waive any informality in or to reject any or all Bids, or to accept any Bid which in their opinion, is in the public interest to do so.

SOUTHWINGTON WATER DEPARTMENT
Consulting Engineer:
Tighe & Bond, Inc.
53 Southampton Road
Westfield, MA 01085
Tel. No.: 413-562-1600
END OF SECTION

LEGAL NOTICE

Pursuant to Conn. Gen. Stat. §16-262n, the Public Utilities Regulatory Authority and the Department of Public Health (together, the Departments) will conduct a public hearing at Ten Franklin Square, New Britain, Connecticut, on Thursday, June 11, 2015, at 9:30 a.m., concerning Docket No. 14-022-11 regarding the proposed PURA and DPH Regarding Petition of Interlaken Water Company, Incorporated to Cease Operations as a Water Supply Company. The Departments may continue the hearing. For information and the Notice of Hearing filed with the Secretary of State's Office, contact: PUBLIC UTILITIES REGULATORY AUTHORITY; JEFFREY R. GAUDIOSI, ESQ., EXECUTIVE SECRETARY. The public may call the Authority's offices, at (860) 827-1553, option 4 (using a touch tone phone), commencing each day from 7:30 a.m., to be advised as to whether this hearing has been cancelled or postponed due to inclement weather. The Connecticut Department of Energy and Environmental Protection is an Affirmative Action and Equal Opportunity Employer that is committed to complying with the Americans with Disabilities Act. To request an accommodation, please call us at (860) 418-5910 or deep.accommodations@ct.gov.

INVITATION TO BID TOWN OF SUFFIELD, CONN. 2014 PAVEMENT MANAGEMENT PROGRAM ROAD RECONSTRUCTION PROJECTS - PROJECT 3

Sealed bids will be submitted to the Town Engineer, Office of the Town of Suffield, 230C Mountain Road, Suffield, CT 06078 until 10:00 AM on Thursday, June 18, 2015 after which they will be brought to the First Floor Meeting Room and publicly opened and read aloud.

The project involves the reconstruction of approximately 2.1 miles of the following bituminous concrete roads: Oak Street (0.27 miles); North Stone Street (1.09 miles); Colson Street (0.47 miles); and Hale State (0.27 miles) including installation of drainage improvements. Roads will be reconstructed including: removal of curbs; pulverizing existing pavement and base material; regrading and removing pulverized material in place; and paving 3" thick (compacted) bituminous concrete in 2 courses with 2,300 feet of "Cape Cod" style curbing installed on the base course. Road reconstruction work includes minimum wages and compliance with certain local, state and federal requirements. The contract will be awarded to the lowest responsible and qualified bidder whose bid is deemed to be in the public interest to do so, and to reserve any and/or all other rights as detailed in the Contract Documents. The Town of Manchester is an equal opportunity employer, and requires an affirmative action policy for all of its Contractors and Vendors as a condition of doing business with the Town, as per Federal Executive Order 11246.

All bidders are requested to note that the award of this Contract is subject to the following conditions and contingencies:
1. The approval of governmental agencies as may be required by law.
2. The appropriation of adequate funds by the proper agencies.

An Affirmative Action/Equal Opportunity Employer. Minority/Women's Business Enterprises are encouraged to apply.

EAST SIDE PRESSURE ZONE PROJECT CONTRACT NO. 3 – WATER PUMP STATION SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT INVITATION FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 3 – Water Pump Station" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 2:00 p.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 3 – Water Pump Station".

Bid will be awarded to the lowest, responsive, and responsible/qualified bidder. The work consists of providing a packaged water pump station on the Southington High School Property and the construction of approximately 1200 linear feet of water main and new valves, hydrants, connections and appurtenances to connect the pump station to Southington's existing water mains on Flanders Street. Site work associated with the new pump station includes the construction of a retaining wall, gas and electric service to the new pump station, construction of a security fence, and a new bituminous concrete parking area. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

Any contract or contracts awarded under this invitation for bids are expected to be funded in part by a loan from the State of Connecticut Drinking Water State Revolving Fund. Neither the State of Connecticut nor any of its Departments, agencies, or employees is or will be a party to this invitation for bids or any resulting contract. This procurement will be subject to the requirements contained in subsections (h), (j) and (o) of Section 22a-482-4 of the RCSA. Bidders shall be Department of Administrative Services (DAS) pre-qualified under the category of either "Construction Manager at Risk (Group A or B or C)" or "General Building Construction (Group A or B or C)". Bidders are advised that both the DAS Prequalification Certificate and Update (Bid) Statement must accompany the Bid proposal. Failure to supply these forms with the Bid will result in rejection of the Bid. All water mains shall be installed by a person with a valid Connecticut P-1 or P-7 license.

No Bid may be withdrawn within 120 days after the date of the opening of Bids. This Project and the Work performed thereon is subject to federal prevailing wage laws as well as the prevailing wage laws of the State of Connecticut. The Contractor and all Subcontractors shall be responsible for paying the higher of the applicable federal prevailing wages and the applicable state prevailing wages. For so long as the prevailing wages applicable to the Work under Connecticut prevailing wage laws are equal to or greater than the prevailing wages applicable to the work under federal prevailing wage laws, the Contractor and all Subcontractors shall pay Connecticut prevailing wages. The Contractor and all Subcontractors shall include the cost of any wage escalations pursuant to any applicable prevailing wage laws and such increases shall not be the basis of a claim or request for additional compensation. By submitting a bid for this Project, the Bidder is deemed to have accepted such wage determinations. Because of the application of both federal and state wage laws to this Project, the Contractor should be aware that the Contractor will be obligated to certify payrolls and issue compliance statements in accordance with both federal and state procedural requirements. Copies of the current prevailing wage determination issued by the U.S. Department of Labor and the current prevailing wage determination issued by the Connecticut Department of Labor are attached to Section 00800, Supplementary Conditions. The acceptance by the Bidder of these wage determinations is a condition of any award of the Contract. By submitting a Bid for this Project, the Bidder is deemed to have accepted such wage determinations. This Contract will be subject to meeting subcontracting Minority and Women's Business Enterprise (MBE/WBE) goal conditions. The minimum requirement for MBE participation is three point zero (3.0) percent and the minimum requirement for WBE participation is five point zero (5.0) percent by certified MBEs and WBEs.

The project is subject to the American Iron and Steel (AIS) requirement of Section 436 of Public Law (P.L.) 113-76, Consolidated Appropriations Act, 2014, which requires that all of the iron and steel products used in the project are produced in the United States. Section 00800 contains further information on applicable iron and steel products and compliance. A mandatory pre-Bid conference will be held at the Southington High School Property at 720 Pleasant Street on June 29, 2015 at 11:00 a.m. Pre-bid meeting attendees should meet at the site adjacent to the high school near the Flanders Street entrance to the property. Owner reserves the right to waive any informality in or to reject any or all Bids, or to accept any Bid which in their opinion, is in the public interest to do so.

SOUTHWINGTON WATER DEPARTMENT
Consulting Engineer:
Tighe & Bond, Inc.
53 Southampton Road
Westfield, MA 01085
Tel. No.: 413-562-1600
END OF SECTION

Office of Health Care Access Public Hearing

Statute Reference: 19a-639
Applicant(s): Saint Francis Care, Inc. Trinity Health Corporation, Hartford
Town: Docket Number: 15-31979-CON
Proposal: Saint Francis Care, Inc. and Trinity Health Corporation of Ownership to Trinity Health Corporation
Date: July 1, 2015
Time: 4:00 p.m.
Place: Town and Country Club 22 Woodland Street Hartford, CT 06105

Any person who wishes to request status in the above listed public hearing may file a written petition no later than June 26, 2015 (5 calendar days before the date of the hearing) pursuant to the Regulations of Connecticut State Agencies §§ 19a-9-26 and 19a-9-27. If the request for status is granted, such person shall be designated as a Party, an Intervenor or an Informal Participant in the above proceeding. Please check OHCA's website at www.ct.gov/ohca for more information or call OHCA directly at (860) 418-7001. We require aid or accommodation. To participate fully and fairly in this hearing, please phone (860) 418-7001.

EAST SIDE PRESSURE ZONE PROJECT DWS PROJECT NO. 2013-0128 CONTRACT NO. 1 – WATER STORAGE TANK SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT ADVERTISEMENT FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 1 – Water Storage Tank" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 10:00 a.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 1 – Water Storage Tank". Bid will be awarded to the low, responsive and responsible/qualified bidder. The work consists of construction of a 1.0 million gallon, precast, prestressed concrete water storage tank on Southington parcel 149019 on the Smith Street Right-Of-Way (ROW) (Contract No. 1), including the installation of a valve vault, construction of an access road, and associated site work. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

Any contract or contracts awarded under this invitation for bids are expected to be funded in part by a loan from the State of Connecticut Drinking Water State Revolving Fund. Neither the State of Connecticut nor any of its Departments, agencies, or employees is or will be a party to this invitation for bids or any resulting contract. This procurement will be subject to the requirements contained in subsections (h), (j) and (o) of Section 22a-482-4 of the RCSA. Bidders shall be Department of Administrative Services (DAS) pre-qualified under the category of either "Water and Sewer Lines" or "Site Work". Bidders are advised that both the DAS Prequalification Certificate and Update (Bid) Statement must accompany the Bid proposal. Failure to supply these forms with the Bid will result in rejection of the Bid. No Bid may be withdrawn within 120 days after the date of the opening of Bids. All water mains shall be installed by a person with a valid Connecticut P-1 or P-7 license.

This Project and the Work performed thereon is subject to federal prevailing wage laws as well as the prevailing wage laws of the State of Connecticut. The Contractor and all Subcontractors shall be responsible for paying the higher of the applicable federal prevailing wages and the applicable state prevailing wages. For so long as the prevailing wages applicable to the Work under Connecticut prevailing wage laws are equal to or greater than the prevailing wages applicable to the work under federal prevailing wage laws, the Contractor and all Subcontractors shall pay Connecticut prevailing wages. The Contractor and all Subcontractors shall include the cost of any wage escalations pursuant to any applicable prevailing wage laws and such increases shall not be the basis of a claim or request for additional compensation. By submitting a bid for this Project, the Bidder is deemed to have accepted such wage determinations. Because of the application of both federal and state wage laws to this Project, the Contractor should be aware that the Contractor will be obligated to certify payrolls and issue compliance statements in accordance with both federal and state procedural requirements. Copies of the current prevailing wage determination issued by the U.S. Department of Labor and the current prevailing wage determination issued by the Connecticut Department of Labor are attached to Section 00800, Supplementary Conditions. The acceptance by the Bidder of these wage determinations is a condition of any award of the Contract. By submitting a Bid for this Project, the Bidder is deemed to have accepted such wage determinations. This Contract will be subject to meeting subcontracting Minority and Women's Business Enterprise (MBE/WBE) goal conditions. The minimum requirement for MBE participation is three point zero (3.0) percent and the minimum requirement for WBE participation is five point zero (5.0) percent by certified MBEs and WBEs. The project is subject to the American Iron and Steel (AIS) requirement of Section 436 of Public Law (P.L.) 113-76, Consolidated Appropriations Act, 2014, which requires that all of the iron and steel products used in the project are produced in the United States. Section 00800 contains further information on applicable iron and steel products and compliance. A mandatory pre-Bid conference will be held at the site on June 29, 2015 at 9:00 a.m. Pre-bid conference attendees should park at the western end of the paved section of Smith Street in Southington. Owner reserves the right to waive any informality in or to reject any or all Bids, or to accept any Bid which in their opinion, is in the public interest to do so.

EAST SIDE PRESSURE ZONE PROJECT DWS PROJECT NO. 2013-0128 CONTRACT NO. 2 – WATER TRANSMISSION MAIN SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT ADVERTISEMENT FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 2 – Water Transmission Main" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 1:00 p.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 2 – Water Transmission Main". Bid will be awarded to the low, responsive and responsible/qualified bidder. The work consists of installation of approximately 1,500 linear feet of 12-inch diameter ductile iron water main from the northeastern terminus of the existing Southington water distribution system on Chesterwood Terrace to the proposed 1 million gallon water storage tank site off of the Smith Street Right-Of-Way (ROW) (Contract No. 1), including new valves, hydrants, connections and appurtenances. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

Any contract or contracts awarded under this advertisement for bids are expected to be funded in part by a loan from the State of Connecticut Drinking Water State Revolving Fund. Neither the State of Connecticut nor any of its Departments, agencies, or employees is or will be a party to this advertisement for bids or any resulting contract. This procurement will be subject to the requirements contained in subsections (h), (j) and (o) of Section 22a-482-4 of the RCSA. Bidders shall be Department of Administrative Services (DAS) pre-qualified under the category of either "Water and Sewer Lines" or "Site Work". Bidders are advised that both the DAS Prequalification Certificate and Update (Bid) Statement must accompany the Bid proposal. Failure to supply these forms with the Bid will result in rejection of the Bid. No Bid may be withdrawn within 120 days after the date of the opening of Bids. All water mains shall be installed by a person with a valid Connecticut P-1 or P-7 license.

This Project and the Work performed thereon is subject to federal prevailing wage laws as well as the prevailing wage laws of the State of Connecticut. The Contractor and all Subcontractors shall be responsible for paying the higher of the applicable federal prevailing wages and the applicable state prevailing wages. For so long as the prevailing wages applicable to the Work under Connecticut prevailing wage laws are equal to or greater than the prevailing wages applicable to the work under federal prevailing wage laws, the Contractor and all Subcontractors shall pay Connecticut prevailing wages. The Contractor and all Subcontractors shall include the cost of any wage escalations pursuant to any applicable prevailing wage laws and such increases shall not be the basis of a claim or request for additional compensation. By submitting a bid for this Project, the Bidder is deemed to have accepted such wage determinations. Because of the application of both federal and state wage laws to this Project, the Contractor should be aware that the Contractor will be obligated to certify payrolls and issue compliance statements in accordance with both federal and state procedural requirements. Copies of the current prevailing wage determination issued by the U.S. Department of Labor and the current prevailing wage determination issued by the Connecticut Department of Labor are attached to Section 00800, Supplementary Conditions. The acceptance by the Bidder of these wage determinations is a condition of any award of the Contract. By submitting a Bid for this Project, the Bidder is deemed to have accepted such wage determinations. This Contract will be subject to meeting subcontracting Minority and Women's Business Enterprise (MBE/WBE) goal conditions. The minimum requirement for MBE participation is three point zero (3.0) percent and the minimum requirement for WBE participation is five point zero (5.0) percent by certified MBEs and WBEs.

The project is subject to the American Iron and Steel (AIS) requirement of Section 436 of Public Law (P.L.) 113-76, Consolidated Appropriations Act, 2014, which requires that all of the iron and steel products used in the project are produced in the United States. Section 00800 contains further information on applicable iron and steel products and compliance. A mandatory pre-Bid conference will be held at the site on June 29, 2015 at 10:00 a.m. Pre-bid conference attendees should park at the western end of the paved section of Smith Street in Southington. Owner reserves the right to waive any informality in or to reject any or all Bids, or to accept any Bid which in their opinion, is in the public interest to do so.

SOUTHWINGTON WATER DEPARTMENT
Consulting Engineer:
Tighe & Bond, Inc.
53 Southampton Road
Westfield, MA 01085
Tel. No.: 413-562-1600
END OF SECTION

LEGAL NOTICE

Pursuant to Conn. Gen. Stat. §16-262n, the Public Utilities Regulatory Authority and the Department of Public Health (together, the Departments) will conduct a public hearing at Ten Franklin Square, New Britain, Connecticut, on Thursday, June 11, 2015, at 1:00 p.m., concerning Docket No. 14-025-11, PURA and DPH Joint Investigation Regarding Petition of Hickory Hill Corporation to Cease Operations as a Water Supply Company. The Departments may continue the hearing. For information and the Notice of Hearing filed with the Secretary of State's Office, contact: PUBLIC UTILITIES REGULATORY AUTHORITY; JEFFREY R. GAUDIOSI, ESQ., EXECUTIVE SECRETARY. The public may call the Department's offices, at (860) 827-1553, option 4 (using a touch tone phone), commencing each day from 7:30 a.m., to be advised as to whether this hearing has been cancelled or postponed due to inclement weather. The Connecticut Department of Energy and Environmental Protection is an Affirmative Action and Equal Opportunity Employer that is committed to complying with the Americans with Disabilities Act. To request an accommodation contact us at (860) 418-5910 or deep.accommodations@ct.gov.

EAST SIDE PRESSURE ZONE PROJECT DWS PROJECT NO. 2013-0128 CONTRACT NO. 1 – WATER STORAGE TANK SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT ADVERTISEMENT FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 1 – Water Storage Tank" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 10:00 a.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 1 – Water Storage Tank". Bid will be awarded to the low, responsive and responsible/qualified bidder. The work consists of construction of a 1.0 million gallon, precast, prestressed concrete water storage tank on Southington parcel 149019 on the Smith Street Right-Of-Way (ROW) (Contract No. 1), including the installation of a valve vault, construction of an access road, and associated site work. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

Any contract or contracts awarded under this invitation for bids are expected to be funded in part by a loan from the State of Connecticut Drinking Water State Revolving Fund. Neither the State of Connecticut nor any of its Departments, agencies, or employees is or will be a party to this invitation for bids or any resulting contract. This procurement will be subject to the requirements contained in subsections (h), (j) and (o) of Section 22a-482-4 of the RCSA. Bidders shall be Department of Administrative Services (DAS) pre-qualified under the category of either "Water and Sewer Lines" or "Site Work". Bidders are advised that both the DAS Prequalification Certificate and Update (Bid) Statement must accompany the Bid proposal. Failure to supply these forms with the Bid will result in rejection of the Bid. No Bid may be withdrawn within 120 days after the date of the opening of Bids. All water mains shall be installed by a person with a valid Connecticut P-1 or P-7 license.

This Project and the Work performed thereon is subject to federal prevailing wage laws as well as the prevailing wage laws of the State of Connecticut. The Contractor and all Subcontractors shall be responsible for paying the higher of the applicable federal prevailing wages and the applicable state prevailing wages. For so long as the prevailing wages applicable to the Work under Connecticut prevailing wage laws are equal to or greater than the prevailing wages applicable to the work under federal prevailing wage laws, the Contractor and all Subcontractors shall pay Connecticut prevailing wages. The Contractor and all Subcontractors shall include the cost of any wage escalations pursuant to any applicable prevailing wage laws and such increases shall not be the basis of a claim or request for additional compensation. By submitting a bid for this Project, the Bidder is deemed to have accepted such wage determinations. Because of the application of both federal and state wage laws to this Project, the Contractor should be aware that the Contractor will be obligated to certify payrolls and issue compliance statements in accordance with both federal and state procedural requirements. Copies of the current prevailing wage determination issued by the U.S. Department of Labor and the current prevailing wage determination issued by the Connecticut Department of Labor are attached to Section 00800, Supplementary Conditions. The acceptance by the Bidder of these wage determinations is a condition of any award of the Contract. By submitting a Bid for this Project, the Bidder is deemed to have accepted such wage determinations. This Contract will be subject to meeting subcontracting Minority and Women's Business Enterprise (MBE/WBE) goal conditions. The minimum requirement for MBE participation is three point zero (3.0) percent and the minimum requirement for WBE participation is five point zero (5.0) percent by certified MBEs and WBEs. The project is subject to the American Iron and Steel (AIS) requirement of Section 436 of Public Law (P.L.) 113-76, Consolidated Appropriations Act, 2014, which requires that all of the iron and steel products used in the project are produced in the United States. Section 00800 contains further information on applicable iron and steel products and compliance. A mandatory pre-Bid conference will be held at the site on June 29, 2015 at 9:00 a.m. Pre-bid conference attendees should park at the western end of the paved section of Smith Street in Southington. Owner reserves the right to waive any informality in or to reject any or all Bids, or to accept any Bid which in their opinion, is in the public interest to do so.

EAST SIDE PRESSURE ZONE PROJECT DWS PROJECT NO. 2013-0128 CONTRACT NO. 2 – WATER TRANSMISSION MAIN SOUTHWINGTON WATER DEPARTMENT SOUTHWINGTON, CONNECTICUT ADVERTISEMENT FOR BID

Separate sealed Bids for the construction of "Town of Southington, East Side Pressure Zone Project, Contract No. 2 – Water Transmission Main" will be received by the Southington Water Department, 605 West Queen Street, P.O. Box 111, Southington, CT 06489 until 1:00 p.m. on July 16, 2015 and then opened and read aloud. Sealed Bids must have an outer envelope marked as "Southington Water Department, East Side Pressure Zone Project, Contract No. 2 – Water Transmission Main". Bid will be awarded to the low, responsive and responsible/qualified bidder. The work consists of installation of approximately 1,500 linear feet of 12-inch diameter ductile iron water main from the northeastern terminus of the existing Southington water distribution system on Chesterwood Terrace to the proposed 1 million gallon water storage tank site off of the Smith Street Right-Of-Way (ROW) (Contract No. 1), including new valves, hydrants, connections and appurtenances. Bidding Documents may be obtained electronically from the Tighe & Bond website at http://www.tighebond.com/Projects_Out_to_Bid.php. Prospective bidders must complete a one-time registration process on the web site in order to receive login credentials. Bidders must log in to the web site to download bidding documents for the project. Bidders will be added to the "planholders" or prospective bidders list upon downloading the bidding documents for the project. Bidding documents may also be examined at the office of Tighe & Bond, Inc., 53 Southampton Road, Westfield, Massachusetts between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, legal holidays excluded. All Bidders shall furnish with their Bid a bid deposit in the form of a bid bond, cash or a certified check, treasurer's check or cashier's check issued by a responsible bank or trust company, in the amount of 5% of the total amount of the Bid and made payable to the Southington Water Department. Performance and Payment Bonds, in the full amount of the Contract price, will be required of the Successful Bidder.

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Greer, Leslie

From: Lazarus, Steven
Sent: Wednesday, July 08, 2015 10:09 AM
To: Greer, Leslie
Subject: FW: Late file
Attachments: Late file.docx

Please include this Late File into the original file of Docket Number: 15-31979-CON.

Thank you,
Steve

Steven W. Lazarus

Associate Health Care Analyst
Division of Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
Hartford, CT 06134
Phone: 860-418-7012
Fax: 860-418-7053

From: Hartley, Christopher [<mailto:CHartley@stfranciscare.org>]
Sent: Wednesday, July 08, 2015 9:49 AM
To: Lazarus, Steven
Cc: Rotavera, Liz; Schneider, Jennifer; Anne Hesano (hesanoa@trinity-health.org)
Subject: Late file

Please find attached our response to Late File request #1 on Docket Number 15-31979-CON.
Thank for your attention to this matter.
Chris Hartley

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 Care 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 Care accepts no liability for any damage caused by any virus transmitted by this email.

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

Certificate of Need Application of a new Regional Health System to include Saint Francis *Care*, Inc. and all of its controlled subsidiaries operating as part of the Trinity Health System

Docket Number: 15-31979-CON

July 8, 2015

Late File 1 Request from July 1, 2015 Public Hearing

Question:

Please explain how the \$13 million capital commitment for Johnson Memorial Medical Center Inc. is related to the \$275 million capital commitment that Trinity Health will provide to Saint Francis *Care* as part of this application. If it is not related to the \$275 million, please explain how the \$13 million will be funded.

Saint Francis *Care* has committed to Johnson Memorial Medical Center (“JMMC”) to support up to \$13,000,000 of capital investments in technology, capital improvements, expanded services and routine replacements within the first three years after closing. If upon acquisition of JMMC by Saint Francis, JMMC has adequate income from operations and cash flow, the \$13.0 million capital expenditure would first be funded through JMMC’s operations. If JMMC is unable to fund such capital expenditures, any shortfall would be funded by Saint Francis Hospital and Medical Center. If the proposed transaction between Trinity and Saint Francis *Care* is approved, any capital expenditure incurred by Saint Francis for the benefit of JMMC would be considered to be included in the \$275 million capital commitment that Trinity has made to Saint Francis.

**PUBLIC HEARING
APPLICANT
SIGN UP SHEET**

July 1, 2015
4:00 p.m.

Docket Number: 15-31979-CON

Saint Francis Care, Inc. and Trinity Health Corporation

Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation

PRINT NAME	Phone	Fax	Representing Organization
Jennifer Schneider	860 714-5360	860 714-8132	Saint Francis Hospital and Medical Center
DAVID BITNER	(860) 714-4609		SAINT FRANCIS CARE
Janeane Lubin-Szafranski	(860) 714-4288	-	Saint Francis Care
Jess Kupec	860-714-5625		Saint Francis Healthcare Partners
Jim Harris	860-714-4396		Saint Francis Hospital and Medical Center

applicant

Saint Francis Care, Inc. and Trinity Health Corporation

PRINT NAME	Phone	Fax	Representing Organization
Chris Hartley	860-714-5573	860-714-8095	Saint Francis
Anne Hesano	734-343-0818		Trinity Health
Chris DADLER	860-714-5541		ST. FRANCIS
SCOTT NORDLUND	600-319-1848		TRINITY HEALTH
Adam Silverman	860-640-8095		St. Francis
MARCUS McLenney	(860) 805-5971		Saint Francis

**PUBLIC HEARING
GENERAL PUBLIC
SIGN UP SHEET**

July 1, 2015
4:00 p.m.

Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation

PRINT NAME	Representing Self or Organization
Jennifer Searts	Saint Francis Healthcare Partners
Steve Godfrey	Saint Francis Healthcare Partners
Aimee Stow	SFHMC.
Thomas Marriom	Hickley Allen
Liz Rotavera	SFHMC

General Public

Saint Francis Care, Inc. and Trinity Health Corporation

PRINT NAME	Representing Self or Organization
FIONA PHELAN	Saint Francis
Jim Schepker	Saint Francis
PATRICK MAHON	MULLEN & MAHON, INC.
Nancy Rousseau, Ph.D.	Saint Francis Care
DAN O'CONNELL	St. Francis
Sheri Lemieux	Saint Francis Care
AMIT MODY	St. Francis
RENAE JAMES	Saint Francis
Dr. Rosemary	JMMI
Kevin Sullivan	Johnson Memorial Hospital

General Public

Saint Francis Care, Inc. and Trinity Health Corporation

PRINT NAME	Representing Self or Organization
Joseph Driscoll	St Francis
Gina Kline	ECHN
Janette Edwards	HHC
Barbara Dewdy	HHC
Matt McKenar	YNHHS
Dan O'Brien	Self

ORIGINAL

1

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



ST. FRANCIS CARE, INCORPORATED

TRANSFER OF OWNERSHIP TO TRINITY HEALTH
CORPORATION

DOCKET NO. 15-31979-CON

JULY 1, 2015

4:00 P.M.

22 WOODLAND STREET
HARTFORD, CONNECTICUT

POST REPORTING SERVICE
HAMDEN, CT (800) 262-4102

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 . . .Verbatim proceedings of a hearing
2 before the State of Connecticut, Department of Public
3 Health, Office of Health Care Access, in the matter of
4 St. Francis Care, Incorporated, Transfer of Ownership to
5 Trinity Health Corporation, held at 22 Woodland Street,
6 Hartford, Connecticut, on July 1, 2015 at 4:00 p.m. . . .

7
8
9
10 HEARING OFFICER KEVIN HANSTED: Good
11 afternoon, everyone. This public hearing before the
12 Office of Health Care Access, identified by Docket No.
13 15-31979-CON is being held on July 1st, 2015 to consider
14 St. Francis Care, Inc. and Trinity Healthcare
15 Corporation's application for the transfer of ownership
16 of St. Francis Care, Inc. to Trinity Health Corporation.

17 This public hearing is being held pursuant
18 to Connecticut General Statutes, Section 19a-639a, and
19 will be conducted as a contested case in accordance with
20 the provisions of Chapter 54 of the Connecticut General
21 Statutes. My name is Kevin Hansted and I have been
22 designated by Attorney -- I'm sorry, Commissioner Jewel
23 Mullen of the Department of Public Health to serve as the
24 Hearing Officer for this matter.

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 The staff members assigned to this case
2 are Kaila Riggott, Steven Lazarus, Carmen Cotto and Brian
3 Carney. The hearing is being recorded by Post Reporting
4 Services.

5 In making its decision OHCA will consider
6 and make written findings concerning the principles and
7 guidelines set forth in Section 19a-639 of the
8 Connecticut General Statutes. St. Francis Care, Inc. and
9 Trinity Health Corporation have been designated as
10 parties in this proceeding.

11 At this time I will ask staff to read into
12 the record those documents already appearing in OHCA's
13 Table of the Record in this matter. All documents have
14 been identified in the Table of the Record for reference
15 purposes. Mr. Lazarus?

16 MR. STEVEN LAZARUS: Excuse me. Good
17 afternoon. Steven Lazarus. OHCA would like to enter
18 into the record Exhibits A-J.

19 HEARING OFFICER HANSTED: Thank you. Are
20 there any objections to any of the exhibits?

21 MR. CHRIS HARTLEY: None.

22 HEARING OFFICER HANSTED: Thank you.

23 (Whereupon, OCHA exhibits not described on
24 the record were received in full and marked as OHCA

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 Exhibits No. A through J.)

2 HEARING OFFICER HANSTED: And this
3 afternoon into this evening we will first hear from the
4 applicants for an overview of the project and then OHCA
5 will ask their questions. Then we will hear from the
6 public. Out of deference to any legislatures --
7 legislators or municipal officials that we may have here
8 this evening we'll ask them to make their public comments
9 before we proceed with the formal public comment portion
10 this evening.

11 And at this time I would ask all of the
12 individuals who are going to testify here this afternoon
13 to please stand, raise your right hand and be sworn in?

14 (Witnesses sworn)

15 HEARING OFFICER HANSTED: Thank you all.
16 And just as a reminder for those of you who are
17 testifying, before you testify please state your full
18 name for the record so it's clear in our transcript. And
19 also, for those of you who have submitted prefiled
20 testimony, please adopt your prefiled testimony before
21 you begin to testify here this afternoon. And with that
22 the applicants may proceed.

23 MR. SCOTT NORDLUND: Good afternoon.

24 HEARING OFFICER HANSTED: Good afternoon.

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 MR. NORDLUND: My name is Scott Nordlund
2 and I'm the Executive Vice President of Growth, Strategy
3 and Innovation for Trinity Health System and I hereby
4 adopt my testimony and submitted.

5 HEARING OFFICER HANSTED: Thank you.

6 MR. NORDLUND: So thank you for inviting
7 me to talk to you today about Trinity Health and why we
8 invited St. Francis Care to join Trinity Health. Trinity
9 Health is a Catholic healthcare system that operates a
10 wide range of healthcare facilities in 21 states,
11 including acute hospitals, home health care and hospice
12 agencies, continuing care facilities and programs for
13 all-inclusive care for the elderly. Our system employs
14 more than 89,000 colleagues, including 3,600 physicians,
15 and we're affiliated with over 22,000 physicians.

16 At Trinity Health our mission is to serve
17 together in the spirit of the Gospel as a compassionate
18 and transforming healing presence within our communities.
19 Our five core values guide our work and those five values
20 are reverence, commitment to those who are poor, justice,
21 stewardship and integrity. We have the opportunity to
22 serve a diverse population within our communities. A
23 vision as a mission-driven innovative healthcare
24 organization is that we will become the national leader

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 in improving the health of our communities and each
2 person that was served. We aspire to become the most
3 trusted health partner for life.

4 We're also dedicated to building a people
5 centered health system that allows its organizations to
6 promote efficient and effective care management
7 initiatives. These initiatives are helping us to shift
8 our healthcare delivery approach from managing episodic
9 events to providing a system of healthcare delivery
10 focused on preserving the well-being and health of each
11 person individually within our communities.

12 Trinity Health has selected St. Francis
13 Care to join our national system because of the breadth
14 of services encompassed in the St. Francis Care health
15 delivery system. It's commitment to quality, its vision
16 of providing best care for a lifetime to individuals
17 within its community in its 118 year tradition of being a
18 Catholic value-driven healthcare system focused on
19 serving the neediest members of its community.

20 St. Francis Care shares our view that the
21 transition from episodic care delivery to a more holistic
22 management approach of the health of the individuals
23 ensures that we deliver and promote better health while
24 delivering excellent care at a lower cost to those who

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 will require our services. To date Trinity Health has
2 made great progress towards achieving our vision.
3 Furthermore, as detailed in the CON application, our
4 financial strength has allowed us to pursue this vision
5 while increasing our commitment to community benefit,
6 support for charity care, government payment shortfalls,
7 and programs for the poor, underserved, and broader
8 community.

9 Trinity Health is excited about this
10 opportunity with St. Francis Care. It's an honor and a
11 privilege to be here in support of this important
12 endeavor. And I'm available, along with the team, to
13 answer any questions that you might have.

14 HEARING OFFICER HANSTED: Thank you.

15 MR. CHRISTOPHER M. DADLEZ: Good
16 afternoon.

17 HEARING OFFICER HANSTED: Good afternoon.

18 MR. DADLEZ: I am Christopher M. Dadlez,
19 President and CEO of St. Francis Care and I hereby adopt
20 my testimony as submitted with the Office of Health Care
21 Access. Thank you for the opportunity to speak to you
22 today about the proposal for St. Francis Care to join
23 Trinity Health, a national healthcare organization that
24 we believe will strengthen the healthcare system within

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 Connecticut and the region.

2 I would like to highlight certain aspects
3 of the proposal below. St. Francis Care and Trinity
4 Health have an aligned mission, vision and core values
5 that have guided the proposed transaction since the
6 inception of our discussions. Together our two
7 organizations will help St. Francis Care achieve the
8 Affordable Care Act triple aim objectives of improving
9 population health, enhancing the patient care experience,
10 and controlling costs while maintaining a positive
11 financial margin. Trinity Health will create a New
12 England Regional Health Ministry, or RHM, to anchor its
13 Connecticut and Western Massachusetts market. The new
14 Regional Health Ministry will cover the state of
15 Connecticut as well as Hamden, Hampshire, Franklin and
16 Berkshire counties in Massachusetts, and I will be
17 leading that organization.

18 We bring a high-quality low-cost delivery
19 system to Trinity Health and the new Regional Health
20 Ministry. Additionally, our strengths and skills include
21 the following. An unfailing commitment of meeting the
22 healthcare needs of all within our community.
23 Significant achievements in clinical specialization. A
24 proven track record in clinical network and accountable

HEARING RE: ST. FRANCIS CARE, INCORPORATED
JULY 1, 2015

1 care organization development. A highly regarded
2 leadership team and a national and regional recognition
3 for quality of care, patient satisfaction, and innovative
4 care models.

5 Adding St. Francis to Trinity Health
6 offers both organizations with the opportunity to
7 regionalize these common efforts in the Connecticut,
8 Western Massachusetts markets with the Sisters of
9 Providence Health Ministry. St. Francis Care as the core
10 of the New England Regional Health Ministry will serve as
11 a catalyst for future growth and affiliation
12 opportunities that support population health management.
13 Trinity Health enhances our ability to meet our
14 organizational goals, including acceleration of the
15 development of regional population health model, support
16 for continued infrastructure development to advance the
17 common objective of achieving efficient and effective
18 care models. Growth of the New England Regional Health
19 Ministry by aligning with other regional healthcare
20 providers, meeting our financial obligations including
21 long-term debt and pension requirements. Improved access
22 to capital for strategic growth, clinical service
23 enhancement.

24 Trinity Health has committed to support

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1 capital expenditures of no less than 275,000,000 over a
2 five year period. Also, preservation of our Catholic
3 traditions of service to the poor and most vulnerable
4 members of the service area, and access to Trinity Health
5 for support in addressing a wide range of healthcare
6 issues and fostering system development.

7 The new Regional Health Ministry will
8 preserve the not-for-profit status and Catholic identity
9 of St. Francis. It is expected that the New England
10 Regional Ministry will follow Trinity Health's governance
11 and management structure, reserve powers, and operational
12 policies. The New England Regional Health Ministry will
13 have access to the system office and participate in the
14 shared services of Trinity Health. A new board
15 consisting of 9 to 15 members will be created with
16 individuals identified by St. Francis Care and Trinity
17 Health System prior to closing, which will include
18 representation from the local community.

19 The St. Francis medical staff and its
20 medical staff bylaws will stay in place as well as
21 existing educational, wellness and community benefit
22 programs now offered by St. Francis Care and its
23 affiliates. St. Francis Care and Trinity Health began
24 discussions in March of 2014. Once all regulatory and

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1 canonical approvals are obtained we're looking forward to
2 commencing our relationship with Trinity Health and
3 beginning our work towards achieving our common goals of
4 serving our community.

5 I am available to answer any questions
6 that you may have and thank you. That's our formal
7 testimony and we're open for all questions.

8 HEARING OFFICER HANSTED: Okay. Thank
9 you. And OHCA does have some questions so who would like
10 to start?

11 MR. LAZARUS: I can start.

12 HEARING OFFICER HANSTED: Mr. Lazarus?

13 MR. LAZARUS: Good afternoon. Steve
14 Lazarus. In the application you had talked about the
15 integration plan. If you can discuss a little bit more
16 detail as far as the process by which this integration
17 plan will be developed, time frames of when it's going to
18 be developed, how long it will take, and what would be
19 the priorities that would be set in those -- in the plan?

20 MS. ANN HESANO: Good afternoon. I'm Ann
21 Hesano. As far as the integration plan goes what we do
22 is we have an integration management office that helps to
23 facilitate the integration planning and we gather our
24 functional leaders through Trinity Health, and in this

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1 case St. Francis Care, to get together and develop that
2 work plan. So far we've been very focused on OHCA's CON
3 process and so that's really been our area of focus.
4 After closing we would move to integration planning. We
5 would expect that that could take several months.

6 As we've laid out in the application we
7 believe that there is areas of savings relative to things
8 like insurance and risk management, compliance, bringing
9 internal audit and tax in-house. Those are some examples
10 of the areas we'd look at. Supply chain would be
11 another.

12 MR. LAZARUS: Okay. And you say it will
13 probably be a few months before -- after the
14 (indiscernible, paper shuffling) transaction?

15 MS. HESANO: Correct.

16 MR. LAZARUS: Okay. And how long do you
17 expect the process to be?

18 MS. HESANO: I mean, I think it's
19 dependant upon what folks find as the functional leaders
20 gather together. And the planning process itself could
21 take several months and then thereafter the
22 implementation could take time in terms of years
23 depending on what we're implementing.

24 MR. LAZARUS: Okay.

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1 HEARING OFFICER HANSTED: Just one
2 question Steve. Along those same lines, I mean,
3 obviously this is a large transaction, you know, the
4 entities don't go into this without some due diligence.
5 Was there any preliminary integration discovery done
6 before this CON application was filed?

7 MS. HESANO: What we do is we do do a
8 thorough due diligence process and as part of that
9 process we do ask our teams if there's anything that
10 through that process they notice. An example would be
11 that there could be administrative savings, let's say on
12 contracts, that we have with third parties. Another
13 example could be that we have a national vendor contract
14 that there could be savings for for St. Francis Care. So
15 some of those things do come out through due diligence.

16 HEARING OFFICER HANSTED: But nothing
17 specific?

18 MS. HESANO: That's as specific as we are
19 because we need to do the work to actually really find
20 out how much we could save --

21 HEARING OFFICER HANSTED: Okay.

22 MS. HESANO: -- when does the contract
23 end? When does it fit in with the actual approvals?
24 Etcetera.

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1 HEARING OFFICER HANSTED: So there's
2 nothing more specific than what we already have in the
3 record?

4 MS. HESANO: That's correct.

5 HEARING OFFICER HANSTED: Okay. Thank
6 you.

7 MR. LAZARUS: Just one other follow-up
8 question on the plan, the integration plan. What period
9 would that -- would you envision that covering, say, a
10 three-year, five-year period?

11 MS. HESANO: I think typically what we'd
12 like to do is look at it from 180 day perspective and a
13 one year perspective, but we would continue, again, into
14 the future depending on what we're finding as we do our
15 integration planning.

16 MR. LAZARUS: Okay. Thank you. To the
17 application there was some information provided where it
18 talks about the applicants in discussing how this
19 proposal will have a positive effect on St. Francis
20 Hospital and Medical Center's patient population.
21 However, it appears that many of the examples that were
22 utilized from the programs that were listed there
23 appeared to be already programs that St. Francis is
24 currently offering. Can you discuss different types of -

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1 - or can you talk about certain types of examples that
2 say, go beyond those services that are existing, that
3 this transaction would benefit?

4 MR. HARTLEY: I can take that. I think
5 the important thing that we have emphasized throughout
6 this application is we're moving from acute episodic care
7 to a people-centered care. One of the major things we're
8 going to have to do there is take risk and manage that
9 population risk. We're going to have to manage our costs
10 and also work from a risk management standpoint with our
11 ACO activities to offer programs that are more
12 comprehensive in care. Trinity Health offers us the
13 ability and the back support to take that kind of move
14 and take that leap from providing simply care based on
15 payments for services to care based on managing
16 populations.

17 We've also identified several places in
18 the application where through our center for health
19 equity the mission-driven goals of Trinity and St.
20 Francis are the same and dealing with populations that
21 have traditionally been marginalized or denied services
22 requires you to take additional risk and sponsor programs
23 that in and out of themselves don't generate enough
24 resources to cover those. We believe by partnering with

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1 Trinity Health and becoming part of Trinity Health, which
2 already gives \$900,000,000 of such community benefits
3 support, that we can sponsor those programs and move
4 those programs forward for populations in the city of
5 Hartford, for populations in other areas that have not
6 had access to those services and we think that's what we
7 bring the strength of the two organizations together to
8 do.

9 St. Francis clearly has done a great job
10 through its own community benefit reports that we filed
11 with you for 2014 consistently providing services, but
12 that's becoming harder and harder to do. And certainly
13 with the risk-based contract that's going to be required
14 to provide full-service more holistic coverage for
15 patient populations you need to have a large organization
16 and Trinity brings that strength to us and that's what
17 we've tried to provide for you is information throughout
18 the application.

19 MR. LAZARUS: So that would include
20 financial, additional finances for those programs?

21 MR. HARTLEY: Well, additional finances to
22 both support our long-term debt, to support our pension
23 framework that is necessary. If you're going to cover
24 and take risks you have to be able to address those

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1 things and have the costs reduced in those areas. But
2 also, clearly, through our capital planning with
3 \$275,000,000 worth of capital support, capital is
4 required for many of the activities we're talking about
5 and also the expertise they bring to the table also helps
6 us build on those activities as we look to shape models
7 that take our ACO and the ACOs that are involved in
8 Trinity generally to do the best models of care for
9 folks.

10 MR. DADLEZ: Our goal is really to meet
11 the triple Ann has discussed and Trinity brings an
12 incredible amount of expertise in that regard to help us
13 in the evolution to contemporary healthcare delivery
14 system. I'll give you an example. You may know, but
15 Richard Defilen (phonetic), who is a physician who is the
16 CEO of Trinity Health, his background as an example, he's
17 only been there for about a year, but he was recruited
18 from CMS, he was the Director of the Innovation Center at
19 CMS and he's the godfather of ACOs. He's the one that
20 developed accountable care -- accountable care for
21 Medicare. And he before that worked at Geisinger Health
22 System in Pennsylvania. And he was recruited
23 specifically to transform Trinity Health from a hospital
24 company into a population health organization,

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1 accountable care organization, and he through his
2 leadership has brought in experts especially in something
3 that Chris mentioned around the whole aspect of community
4 benefit. And for example, he hired the head of Chicago's
5 public health system to be the lead in taking a look at
6 what hospitals are doing around community benefit and
7 making sure that the value that's driven out of that is
8 appropriate. It's not just money that's being put out to
9 the community, but looking at effective programming to
10 deliver community benefit to those that are underserved
11 and vulnerable.

12 So these are the types of resources that
13 we have through a collaboration with Trinity that they
14 bring to the table that help us as a regional delivery
15 system become a better population health accountable care
16 organization for the future and help us learn how to
17 transform and develop our organization into that
18 contemporary delivery system that really can be
19 efficient, effective, and meet the triple aims that we're
20 really focused on.

21 MR. LAZARUS: Alright. Thank you. Also
22 in the application you mentioned that the development of
23 RHM will allow us to provide enhanced access to tertiary
24 services. Can you talk about what type of services you

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1 have in mind when you say that?

2 MR. DADLEZ: Enhanced access to tertiary -

3 -

4 MR. LAZARUS: Tertiary care.

5 MR. DADLEZ: -- services?

6 MR. LAZARUS: Yes.

7 MR. HARTLEY: Again, if you think about
8 the kind of program we're looking at right now St.
9 Francis offers a broad range of services, but again, when
10 you look at the needs for support for those services
11 clearly as the population shifts more and more to primary
12 care you're going to need more support for our Level III
13 neonatal intensive care unit, for our basically our open-
14 heart surgery program. Those are programs that require a
15 great deal of resources. Our large intensive care
16 programs and Trinity brings us that financial support to
17 help continue those services for populations that are
18 definitely in need of those.

19 MR. LAZARUS: Okay. So the financial
20 support will help enhance the existing services?

21 MR. HARTLEY: It will help us maintain and
22 enhance those services as we go forward. It's recruiting
23 of personnel. One of the things that you look for and
24 you've seen this in many of the articles in the

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1 newspapers is it's difficult in this state to recruit
2 qualified personnel to man those programs and basically
3 Trinity gives us access to a much broader spectrum of
4 personnel. And also, being part of a larger system makes
5 it more attractive for physicians and other highly
6 skilled personnel to join your organization and come to
7 that organization for care. It's very important to have
8 the skill mix you're going to have to have going forward.

9 MR. LAZARUS: Okay. Thank you. How will
10 the acquisition of say new hospitals by RHM or any of its
11 subsidiaries, what type of input would RHM have in the
12 new -- any new acquisitions of hospitals that are made in
13 Connecticut or within this new service area as you've
14 described?

15 MR. HARTLEY: Well, Scott can add to this,
16 but from our perspective Trinity basically understands
17 that healthcare is regional and they're really focused on
18 making sure that every regional health ministry, and they
19 have 21 across the country, they have 86 hospitals that
20 they have kind of aggregated into regional health
21 ministries because they feel that that -- that you have
22 to have scale in those regions to deliver care and so
23 they basically asked me and our team to evaluate the
24 marketplace and see what other opportunities there might

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1 be for additional growth. They're basically working with
2 us hand-in-hand to strategize and understand what those
3 opportunities are and basically if we recommend that
4 there's somebody that makes sense to bring into whether
5 it's an acute care hospital or some other kind of post-
6 acute or home care or whatever that makes sense to really
7 add to that, you know, the transformation into a
8 population health organization we're basically working
9 together to understand that. And anything future, you
10 know, we'll agreed upon together to move forward on that.
11 I don't know if you want to elaborate on that?

12 MR. NORDLUND: Yeah. You said it well. I
13 think all of the work is done in a strategic planning
14 fashion, which requires a great deal of input from our
15 RHMs and the health ministries and we work back and forth
16 to figure out what the best opportunities are, actually
17 well ahead of opportunities even coming up and that
18 includes not just the acute-care side, but also
19 ambulatory as well as post-acute, which we consider
20 extremely important to the holistic care delivery that we
21 want to provide.

22 MR. LAZARUS: Okay. Following up on that,
23 as you know St. Francis Care is in the process of
24 acquiring Johnson. What impact financially and

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1 strategically would that have on the RHM moving forward
2 or has that -- is that something that's been considered
3 at this point?

4 MR. DADLEZ: Well, we've done our due
5 diligence. We wouldn't be moving forward if we didn't
6 think that it was something that made sense. You know,
7 we're extremely committed to the communities that we
8 serve, so our commitment to the Johnson population has
9 been that we're there to make sure that they continue to
10 have outstanding healthcare for the future. You know,
11 we've done our financial analysis on that and it'll, you
12 know, it'll have impact, but it's not anything
13 significant that we haven't felt that we could carry and
14 we think that really it's not going to really have a
15 significant impact on anything that we're doing.

16 MR. NORDLUND: And we've been fully
17 apprised all the way along in the process as well.

18 MR. LAZARUS: And were you involved in the
19 discussions as far as early on in this strategy of
20 acquiring Johnson or was that separately done?

21 MR. NORDLUND: It was separately done. It
22 began before our conversations and we've certainly been
23 up to speed on that.

24 MR. LAZARUS: Right.

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1 MR. HARTLEY: And I think it's important
2 to recognize even though the Johnson application is not
3 part of today's review amongst the guarantees for Johnson
4 are about \$13,000,000 in capital. Part of the capital,
5 the \$275,000,000 that we're talking about in capital
6 includes the amount that Johnson is going to need going
7 forward that's in the application we filed there to make
8 their capital investments for equipment and other things
9 going forward. And obviously, the support we're giving
10 to Johnson through the affiliation agreements that are
11 filed there on a wide variety of services include
12 personnel and the recruitment of personnel and access to
13 services that are provided by St. Francis Care in
14 oncology, in other services and we need to basically be
15 able to do that and to do that we have the support of
16 Trinity to continue that.

17 Also, Johnson service area and St. Francis
18 we provide significant support already to the physicians
19 that are out there, both primary care and specialty care,
20 and will continue to do so.

21 MR. LAZARUS: Alright. Thank you.

22 MR. BRIAN CARNEY: Can I just ask one
23 follow-up? Brian Carney, OHCA. Just on the same
24 subject, if the acquisition of St. Francis Care by

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1 Trinity did not occur would that merger -- would the
2 acquisition of Johnson Memorial Medical Center still be
3 able to go forward?

4 MR. DADLEZ: Yes. I would say so. We've
5 made that commitment either prior to the discussions with
6 Trinity and our intent is to move forward with that, yes.

7 MR. CARNEY: Okay. Thank you.

8 MR. LAZARUS: Thank you. In the
9 application here you talked about the intercompany loan
10 program. Is that something that would be available to
11 St. Francis Care to help it finance any debt obligation
12 that St. Francis Care or any of the subsidiaries,
13 Trinity's subsidiaries may incur as a result of
14 acquisition of any healthcare facilities?

15 MS. HESANO: Yes.

16 MR. LAZARUS: Okay.

17 MS. HESANO: The intercompany loan program
18 is there to support the RHM.

19 MR. LAZARUS: Okay. Thank you.

20 MR. CARNEY: Again, Brian Carney. Good
21 afternoon.

22 MR. DADLEZ: Hi.

23 MR. CARNEY: I have a couple of questions
24 for you. The first one relates to the best care for a

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1 lifetime strategic plan. That was included in the
2 application. I believe it covers fiscal years 2010
3 through 2014. I just have a couple of questions relating
4 to that. Has that been updated to incorporate the
5 development of the new Regional Health Ministry, the new
6 RHM?

7 MR. DADLEZ: Well, interestingly enough
8 it's very consistent. I don't think it really needs to
9 be updated because I think that really holds true
10 currently. When we did this some time ago it was really
11 in the inception of the Accountable Care Act and
12 Obamacare and we realized that we needed to restructure
13 our organization and move in a completely different
14 strategic direction and, you know, we understood where
15 the government was going, where payers were going. And
16 so we restructured our entire organization and if you
17 look at that plan and the one schematic and we focus on -
18 - we focus on model of care, on value, and then on scale
19 and geography and so we were very successful in looking
20 at the model of care and restructuring St. Francis into a
21 complete service line organization because we don't
22 believe that population health can be done other than in
23 a service line structure. We integrated our physicians,
24 all our medical staff now are all on -- 100 percent of

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1 our doctors are on electronic medical record. We don't
2 have paper anymore with our physicians. We're the only
3 organization I think in New England that has 100 percent
4 of their physicians on an EMR.

5 We've done clinical integration with our
6 doctors with a focus on value. We're one of the lowest
7 cost tertiary providers in the state. We believe maybe
8 the lowest cost. So we are very focused on our
9 commitment to resource management. We have many
10 accolades around our quality of care so that the value
11 proposition that we've been focusing on for years is
12 there.

13 And then the next step was really the
14 geography and scale and we needed to -- we needed to have
15 the scale and regional presence to be able to really do
16 population health and accountable care and that's the
17 piece of the strategy that really took it to the next
18 level about having enough capital to create the scale,
19 having enough opportunity to really partner with others
20 so that we could create the strength to be able to do
21 accountable care correctly and population health. So we
22 feel that that strategy is in place and if you take that
23 strategy and look at the strategic plan of Trinity it
24 basically fits like a glove. And so it's really the

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1 same. You know, our vision is very, very consistent with
2 what Trinity's is and that's why we were enamored with
3 the opportunity of coming together with Trinity because
4 it really fit. Their culture, their vision, their
5 mission is very consistent with St. Francis Care and
6 their focus on population health and accountable care is
7 extraordinary and we feel hours is too, so it really
8 comes together very well.

9 MR. NORDLUND: Yeah. And Brian, we were
10 even stuck a little bit by how close the wording was.
11 You know, a trusted -- a trusted health partner for life
12 and best care for a lifetime, you know, that's the reason
13 we were drawn as well is that it felt like very similar
14 visions, mission in its values.

15 MR. CARNEY: Right. Alright. So the
16 follow-up was will any of these strategic initiatives
17 change, and I think you probably answered that as a
18 negative.

19 MR. DADLEZ: Well, we'll keep, you know,
20 we keep evolving and strategy is fluent. It's not --
21 it's not something that's concrete once you develop it.
22 We continue to update the strategy to meet the needs of
23 our community and what we're trying to accomplish.

24 MR. CARNEY: And do you have any plans to

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1 revise it since it went through 2014 and time is moving
2 along and if so, when would it be complete for us to
3 review?

4 MR. DADLEZ: Well, we don't have any plans
5 currently to sit down and rewrite that. It's still in
6 place and still continuing as is.

7 MR. HARTLEY: I think that you'll find
8 that the implementation activities were identified in
9 some of the things that we've included in this
10 application the talk about where we're going from an
11 investment standpoint, where we're driving things I think
12 is probably the best update. So I think the application
13 itself and the areas that we've talked about give you a
14 pretty good idea where we're headed next.

15 MR. CARNEY: Okay. Because it does speak
16 somewhat to services and physician improvements. So
17 you're saying that's pretty much still appropriate?

18 MR. DADLEZ: Yes.

19 MR. CARNEY: Okay. Alright. The last of
20 my initial questions has to do with finance. So I'm not
21 sure who the math wizard is here, but I just wanted to
22 ask a little bit about the funding of the \$275,000,000
23 capital commitment. So I'm just going to do a little
24 math. 275, I know it's spread out over five years, so if

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1 you do the division that gives you about \$55,000,000
2 average per year. Projecting 8,000,000 in operational
3 savings from a few little things including, you know,
4 purchasing power, etcetera, and it looks like -- and the
5 issues came back with a \$3,000,000 interest expense
6 benefit from debt restructuring. So if we total those
7 two together and come up with \$11,000,000 in annual
8 savings as a result of the proposal, 55 minus 11,000,000
9 would leave us about a \$44,000,000, I'll just call it a
10 capital commitment balance because it's really an
11 intermediate step. If you look at the financials that
12 you've submitted for St. Francis Care, I believe it's on
13 page 731, it lists the revenue over expenses of 5.3
14 million in fiscal year '15, 2015, 13.8 million in fiscal
15 year 2016, 20.6 million in fiscal year 2017, and 23.1
16 million in fiscal year '17, that's assuming the proposal
17 is approved. So if I do the math basically I look at the
18 45,000,000 less those amounts, which is sort of the
19 bottom line if you were going to use all of that to fund
20 the capital projects, it appears to have sort of a
21 sizable shortfall each year and now to my question, how
22 will that difference be made up? How will it be funded?

23 MS. HESANO: Okay. So the \$275,000,000
24 can come from their current operations and the cash flow

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1 that they generate as well as an intercompany debt
2 program. So it's not just solely from the intercompany
3 debt program. And hopefully some of those initiatives
4 would generate cash flow for St. Francis Care to help
5 cover those capital expenditures. The other thing is
6 that Trinity Health sees St. Francis Care as part of --
7 and aligned, as Chris said, with our mission. And so we
8 are doing this also because we want to strengthen
9 Catholic healthcare. So it's not all about the savings
10 that we've identified in here.

11 The \$8,000,000 that you referenced from
12 our savings is an annual savings. That's a minimum
13 number and that's an estimate based on historic. If you
14 look at the intercompany debt program we gave you an
15 example of what we thought based on a standalone basis
16 today what interest expense would be and that would be
17 about a \$3,000,000 savings that over a long period of
18 time I think we said gets to about \$65,000,000 in
19 savings. But there's also for St. Francis Care the
20 benefit of the intercompany loan program in terms of the
21 fact that they won't have any debt covenants to deal
22 with, they won't have market risk factors that they need
23 to deal with. They'll be getting the loans freely from
24 Trinity Health, obviously expected to pay those loans,

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1 but those abilities are intangible.

2 MR. CARNEY: Okay. So summing it up we'll
3 use one year as an example, we'll go back to the
4 44,000,000 capital commitment balance I'll call it. And
5 you have revenues over expenses in fiscal year 2017 of
6 about 23.1 million, so we'll just call it 23. So that
7 difference is about \$11,000,000. So you're saying that
8 \$11,000,000 basically would come through the
9 interdisciplinary Department loan program?

10 MS. HESANO: So we could provide as much
11 intercompany loan debt as they need, or they could also
12 take it from their cash flow.

13 MR. CARNEY: Right. And according to the
14 projections of cash flow that's what I went through so to
15 speak, that is the cash flow.

16 MS. HESANO: And the capital expenditures
17 would be not necessarily expense in that year. Those
18 capital expenditures could be amortized over several
19 years because they would be fixed assets on a balance
20 sheet. So you would have just a depreciation number that
21 it would be.

22 MR. CARNEY: Okay. Significantly less.
23 Okay.

24 MS. HESANO: Right.

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1 MR. HARTLEY: And also you're talking
2 about balancing numbers, and I appreciate that, but also
3 recognize there could be opportunities that are presented
4 that go beyond the expectations of the cash flow that we
5 presented in the investment if we together with Trinity
6 agree that that is the best overall decision for the
7 system that investment would go up depending on what the
8 issue is. That possibility isn't there with the cash
9 flow you just talked about for St. Francis Care alone.
10 It clearly is available to evaluate with Trinity and the
11 intercompany loan backing us up.

12 MR. CARNEY: Okay. Thank you.

13 MS. CARMEN COTTO: Hi.

14 MS. JENNIFER SCHNEIDER: Hi.

15 MS. COTTO: I'm Carmen Cotto, OHCA staff.

16 A MALE VOICE: Hi Carmen.

17 MS. COTTO: My questions are also of a
18 financial nature and I'm going to start with a question
19 related to the preliminary capital investment plan
20 allocation of the 275,000,000 that is listed on page 635
21 in this. And my first question regarding that plan is I
22 just need to make clear how much of that 275,000,000 will
23 be invested specifically in St. Francis Hospital Medical
24 Center?

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1 MS. SCHNEIDER: Good afternoon. I'm
2 Jennifer Schneider. Of the 275,000,000 at least about
3 195,000,000 is specific to St. Francis Hospital Medical
4 Center capital acquisitions, whether it's upgrades to
5 facilities, medical equipment, and other areas where I
6 think we identified in the CON where we need to really
7 upgrade that. So it's at least 195,000,000. You'll also
8 note there is about 48,000,000 unallocated at this point
9 in time and again, depending on the priorities over the
10 next five years it's likely some of that would certainly
11 benefit St. Francis Hospital Medical Center. So
12 certainly the majority of it relates to the hospital
13 specifically.

14 MS. COTTO: Okay. So on that same page
15 you mention investment in the facilities, medical and
16 non-medical equipment. The amount that is stated is 184.
17 Where is the difference in here?

18 MS. SCHNEIDER: So the capital lease is
19 associated, the 4.5 --

20 MS. COTTO: Capital leases?

21 MS. SCHNEIDER: -- that's hospital.

22 MS. COTTO: Okay.

23 MS. SCHNEIDER: And then some of the
24 facility program improvements, the service lines, that

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1 5,000,000 is also specifically related to the hospital.
2 Those are service lines within the hospital medical
3 Center.

4 MS. COTTO: Okay. Now, of that
5 195,000,000 what will be the capital projects priority
6 that will be addressed with this amount?

7 MS. SCHNEIDER: So some --

8 MS. COTTO: Specific for the hospital.

9 MS. SCHNEIDER: -- for the hospital some
10 of the very specific things are facility upgrades. A
11 good chunk of that, about 30,000,000, relates to facility
12 medical equipment upgrades that have already been
13 identified in our capital, our long-term capital plan, so
14 those will be accelerated and we'll be able to move
15 forward with those quicker than I think we had originally
16 anticipated. So that's a big chunk of that. Continued
17 certainly technology and IT infrastructure was another
18 significant component and just, you know, ongoing
19 maintenance of our clinical equipment as well and
20 upgrades to those are really the key components.

21 I think we also described some of the
22 other initiatives as well in the CON specific to the
23 service lines where we'd likely have some enhancements
24 within the rehab hospital and some other areas as well.

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1 MS. COTTO: Okay. Now, you just mentioned
2 a long-term capital plan. Is that finished?

3 MS. SCHNEIDER: It's ongoing. It's
4 ongoing.

5 MS. COTTO: It's ongoing?

6 MS. SCHNEIDER: Yes. So that's something
7 St. Francis has done internally for the past several
8 years really trying to look forward 3 to 5 years --

9 MS. COTTO: It's ongoing?

10 MS. SCHNEIDER: -- in our capital planning
11 and aligning that with our strategy and our necessary
12 capital improvements.

13 MS. COTTO: Okay. Now, of the -- again,
14 of the 275,000,000 will that also be spent on facilities
15 outside of Connecticut that are associated with the new
16 RHM?

17 MS. SCHNEIDER: No, not outside of
18 Connecticut. This is solely related to St. Francis Care.

19 MS. COTTO: It's all -- St. Francis Care
20 and the hospital?

21 MS. SCHNEIDER: And the entities currently
22 associated with St. Francis Care.

23 MS. COTTO: Okay. Okay.

24 MR. CARNEY: Also Johnson Memorial?

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1 A MALE VOICE: Yes. Johnson is included.

2 MS. COTTO: And Johnson because you
3 mentioned the 13,000,000 comes from -- 13,000,000 for the
4 capital expenditure and I heard -- I believe he said that
5 it comes from the 275.

6 MS. SCHNEIDER: Actually, I don't think it
7 is in the 275. That's separate I believe.

8 MS. COTTO: The 13,000,000 for Johnson?

9 MS. SCHNEIDER: Yes. I believe, but we
10 could follow up. We could follow up on that and confirm.

11 MS. COTTO: Now I'd like to revisit the
12 issue of the patient plan funding, that's not actually
13 really clear to us how you're going to address that. Can
14 you elaborate and explain to us how you're going to use
15 the funding that you specified here to address the
16 pension plan?

17 MS. SCHNEIDER: So there's not a specific
18 plan at this point in time how we're going to be able to
19 fund that, but through the application we describe some
20 of our efforts with our refinancing two years ago and we
21 were unable to really -- one of the initial plans was to
22 obtain some funding through that debt financing to fund
23 the pension plan and because of the market and the
24 challenges we had we really were unable to do that. So

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1 in terms of the actual plan we don't -- we haven't worked
2 with Trinity at that point, that would be part of the
3 integration planning on how best to satisfy the funding
4 of that plan, but certainly through the intercompany loan
5 program and other opportunities those are the types of
6 opportunities we'd evaluate to determine how best to fund
7 that shortfall at this point in time.

8 MS. HESANO: And from a Trinity Health
9 perspective we do have other pension plans, both ERISA
10 plans and church plans. The ERISA plans are funded at
11 ERISA levels, there's legal requirements relative to
12 those and IRS requirements. For the church plans we look
13 at what's underfunded and we tried to take that and
14 amortize it over about seven years and then fund those
15 pension plans so that we're always trying to get to that
16 100 percent number. It's in our benefit to do that
17 because those liabilities are part of our consolidated
18 financial statement and that consolidated financial
19 statement needs to be strong for us to be able to access
20 capital.

21 MS. COTTO: So you're -- you expect that
22 in the future you can finance that 190,000,000 through
23 Trinity's debt program, that will be an option?

24 MS. SCHNEIDER: Yes. That's one option in

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1 order to -- and again, the level of funding would need to
2 be determined as part of that strategy as well.

3 MS. COTTO: Okay. So you are thinking
4 about -- finance that through the debt program and also
5 the 250,000,000 from the St. Francis Medical Center?

6 MS. SCHNEIDER: So the \$250,000,000 as you
7 probably read in the application is currently very short
8 term so it's at very favorable rates currently, but the
9 nature of the debt is short-term and as Ann had mentioned
10 the benefit of Trinity's intercompany loan program really
11 reduces some of the market volatility and the risks
12 associated with St. Francis refinancing in the future.
13 So while the plans haven't been finalized in terms of
14 when we would enter into the intercompany loan program
15 certainly the long-term that would be the benefit that we
16 would get from using the intercompany loan program rather
17 than refinancing independently as we move forward. It
18 would be very -- I anticipate it would be very
19 challenging given our experience in 2013.

20 MS. COTTO: Okay. Go on -- I'm sorry.

21 A MALE VOICE: No, go ahead.

22 MS. COTTO: You say you're going from
23 short-term financing to long-term?

24 MS. SCHNEIDER: Correct. Correct.

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1 MS. COTTO: That will save you some money.

2 MS. SCHNEIDER: That's the benefit.

3 Correct.

4 HEARING OFFICER HANSTED: And maybe I
5 misunderstood this, but is it an option to roll the
6 current pension plan into one of Trinity's existing
7 pension plans?

8 MS. HESANO: It is an option and we'll
9 look at that as we go through our integration planning.

10 HEARING OFFICER HANSTED: Okay. And would
11 that be more favorable in terms of funding it?

12 MS. HESANO: Trinity Health's plan is
13 funded at about 82 percent, so it's a higher funding.

14 HEARING OFFICER HANSTED: Okay. Okay.
15 Thank you.

16 MS. COTTO: Okay. I had a question on
17 Providence, but you answered that question already. So
18 I'm going to go to the next question which is, on the
19 application you described the fact that -- you indicated
20 that Trinity has a cash management program. Could you
21 elaborate on that and describe a little bit of what
22 that's -- how does that function?

23 MS. HESANO: Yes. So the Trinity cash
24 management program allows all of the RHMs across the

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1 system to pool their cash together and so we can save on
2 administrative fees and we can save on -- we can actually
3 invest better with all of that cash and so we invest that
4 on behalf of the RHMs, it's still their cash, and we
5 track that separately, it's still their balance sheet
6 cash, but we're able to do that at a cheaper price than
7 they would be able to do on a standalone basis and
8 hopefully for better returns.

9 MS. COTTO: Okay. So when we get the
10 information related to their financial -- or their
11 balance sheet for the hospital we will see a number on
12 the cash?

13 MS. HESANO: You got it.

14 MS. COTTO: It won't be a zero?

15 MS. HESANO: No.

16 (Laughter)

17 MS. HESANO: We don't have a zero. We
18 have to deal with how we manage their cash.

19 MS. COTTO: I see. So -- okay. And so
20 that's how you will help St. Francis in the future.
21 Okay. My last request is we are -- we'd like to request
22 as a late file financial worksheets for St. Francis Care
23 and St. Francis Hospital Medical Center only. Using the
24 updated versions that are on our website, also provided

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1 previously through completeness to you, and we would like
2 to see the different projections and assumptions that you
3 introduce here, the \$3,000,000 in interest expense as
4 part of those revised documents because it was not shown.
5 The latest version that we have did not have any
6 incrementals related to interest expense. You mentioned
7 that depreciate amortization(phonetic) projections and we
8 don't see that and we're looking --

9 MS. HESANO: So Carmen, that would be very
10 difficult because the \$3,000,000 was an illustrative
11 example, so that's not the real, you know, what really
12 will happen because we'll need to go through integration
13 planning to determine what's appropriate and what the
14 actual numbers are. So we just tried to quantify it for
15 you because you seem to want to understand via example,
16 so that's what we did. And in terms of the depreciation
17 that's also difficult because we don't know item by item
18 what we'll be spending, you know, the capital on and
19 therefore what will go on the balance sheet. So those
20 are just examples to give you a flavor for the sort of
21 expenses that would incur in the future.

22 MS. COTTO: Okay. I'm just trying to
23 understand because we know already that we have a debt of
24 250,000,000 and we understand what the current rates are

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1 for St. Francis and the current rates to the program. So
2 based on that, you're indicating that you cannot provide
3 an estimate of what will happen in three years?

4 MS. HESANO: Right. Because we don't know
5 the timing of when we will do that. We also need our
6 treasury people to really spend time with the St. Francis
7 Care finance people to in detail look at the debt and the
8 types of debt that's out there and when it can be
9 refunded. So there's all sorts of complexities around
10 the debt that we need to understand before we can
11 actually make that plan to go forward to refinance that
12 debt.

13 MS. COTTO: When you say timing, what are
14 you referring to, what timing are you referring to? The
15 post-closing time, when we -- post-closing?

16 MS. HESANO: Right. It would be post-
17 closing that we would begin to look at that, the St.
18 Francis debt.

19 MS. COTTO: Alright.

20 MR. LAZARUS: So that would be done after
21 you do the integrational plan you'll have a better idea,
22 you will have those numbers?

23 MS. HESANO: Correct. Correct.

24 MS. COTTO: Those numbers. Okay.

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1 MS. KAILA RIGGOTT: Kaila Riggott, OHCA
2 staff. I just have a follow-up question on that. Do you
3 have any sense of how long that will take?

4 MS. HESANO: I don't. I don't have any
5 sense. Again, we'll go through the integration planning
6 process and we'll do it as quickly as we can after the
7 closing, but I don't have any sense.

8 MS. RIGGOTT: Thank you.

9 HEARING OFFICER HANSTED: Alright. At
10 this time I won't order that as a late file, so we'll
11 strike that late file.

12 MS. HESANO: Thank you.

13 MR. LAZARUS: Alright. Can we request a
14 late file? You had mentioned the \$13,000,000 and to
15 verify if that's going to be part of the 275,000,000 and
16 if not can you provide us an explanation as to where that
17 would be coming from? And we'll just call that Late File
18 1.

19 HEARING OFFICER HANSTED: And I'll order
20 that. Is July 15th too soon to have that filed? Okay.
21 So that will be due on July 15th, 2015.

22 MS. HESANO: Okay. Kevin, you're going to
23 ruin my vacations.

24 HEARING OFFICER HANSTED: Do you want more

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1 time?

2 (Laughter)

3 HEARING OFFICER HANSTED: I'm happy to
4 give you more time. I don't want to ruin anyone's
5 vacation.

6 (Indiscernible, multiple voices.)

7 MS. RIGGOTT: I just have a few follow-up
8 questions based on some things mentioned in issues that
9 you responded to. Kaila Riggott, OHCA staff. In your
10 response to the issues you indicated St. Francis Care
11 will continue its focus on other initiatives aimed at
12 including access. For example, you talked about
13 establishing additional primary care capacity, succession
14 planning for retiring physicians, just as a couple of
15 examples. Are you able to tell us how much of the
16 275,000,000 will be allocated to those initiatives, or
17 will you be able to?

18 MR. DADLEZ: Well, we may, but it's really
19 hard to tell. We have a very comprehensive strategy
20 around recruitment of primary care physicians. Hopefully
21 a lot of it isn't through acquisition and spending the
22 dollars, but you know, it's really -- we don't have a
23 chunk of dollars that are just specifically allocated
24 towards that. But we know that in the future we will

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1 have to spend some money around that and I don't think
2 we've really gone that far.

3 MR. HARTLEY: We haven't. And then
4 there's also some things that are going to be provided
5 that don't cost capital. We have partnerships with folks
6 in like digital health spaces that we like to bring in to
7 help, you know, increase the outreach to the community
8 and so there's things like that as well. In addition,
9 just things that cost money like employing physicians,
10 there's a lot of other things like that that we're
11 working on and that we would want to bring to bear.

12 MR. DADLEZ: They have a recruitment
13 enterprise that we can tap into nationally to help
14 recruit, which is really not a significant expense that
15 we would expend on our own if we had to do that. So
16 there are a lot of synergies in place that we can do much
17 more effectively. But to say that we're spending
18 \$50,000,000, we don't have a number.

19 MS. RIGGOTT: Okay. I understand.
20 Alright. You also briefly mentioned community health
21 needs assessments and in your issues responses you
22 indicated the steps that you've taken to address those
23 needs identified in the 2012 CHMA. And if I'm correct, I
24 believe that focused just on Hartford, is that correct?

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1 MR. HARTLEY: That's correct.

2 MS. RIGGOTT: And that was a collaborative
3 effort?

4 MR. HARTLEY: That's correct, it was.

5 MS. RIGGOTT: Will Trinity Health be
6 conducting the next community health needs assessment?
7 And are there any plans to include a broader area in that
8 needs assessment?

9 MR. HARTLEY: We are going to be doing
10 another needs assessment. We're required to. I do have
11 the Vice President of our Health Equity Center here that
12 can, Dr. Marcus McKinney, can I think better address that
13 question for you and obviously, Trinity will also have
14 input to it. So I could have him, please?

15 HEARING OFFICER HANSTED: Absolutely.
16 Doctor, have you been sworn in?

17 DR. MARCUS MCKINNEY: I have.

18 HEARING OFFICER HANSTED: Okay.

19 DR. MCKINNEY: So in answer to that the
20 early process toward needs assessment has already begun
21 with an agency that actually is cooperating with most of
22 the hospitals of Connecticut at this point because it is
23 heightening the importance of the approach that will
24 actually take input from the community as well as all of

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1 the data that is going to be needed to give a good
2 assessment and so it will be broader than just Hartford.
3 And there's a whole bunch of reasons behind that, but we
4 think it'll be stronger than ever.

5 Now, we've also been in discussions with
6 Trinity because the wisdom that they have about safety
7 net issues when you collect data to not just have data,
8 but to have a little two or three levels deeper
9 understanding of what that data might mean for certain
10 populations. So we've already begun discussions about
11 how we're going to take advantage of the wisdom they've
12 had in urban settings, particularly, but in general
13 around community benefit and safety net.

14 HEARING OFFICER HANSTED: Doctor, you
15 mentioned that there is an agency that's helping the
16 hospitals in Connecticut perform those CHNAs?

17 DR. MCKINNEY: Yes. The -- what's the
18 agency that we're using?

19 A MALE VOICE: I'm blanking out right now.

20 DR. MCKINNEY: I'm going to have -- I can
21 get that to you. I just don't have it right here at this
22 point in my head. I can get that to you momentarily.

23 HEARING OFFICER HANSTED: That's fine.

24 That's fine. Sometime before the end of the hearing if

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1 you could just let me know?

2 DR. MCKINNEY: Yes. I can do that. Yeah.
3 I'll just get my assistant to give us the name of the
4 agency.

5 MS. RIGGOTT: I do have one more follow-up
6 question. You also mentioned in the issue that the
7 former Commissioner of Chicago's Department of Public
8 Health was hired by Trinity and that individual has
9 expertise in addressing health disparities in a
10 culturally sensitive manner and that Trinity Health is
11 required to link cultural competency and clinical care.
12 Could you provide an example or examples of how this has
13 resulted in improved clinical and service outcomes that
14 you mentioned?

15 MR. DADLEZ: Well, Mark, you may want to
16 comment about what we're doing specifically because St.
17 Francis is really the cutting edge of that here in the
18 state also.

19 DR. MCKINNEY: The more -- I'm sorry, I
20 was trying to answer a question. Can you just state it
21 one more time?

22 MS. RIGGOTT: Sure. I was wondering if
23 you could provide an example or examples of how the
24 linking cultural competency and clinical care, that's

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1 difficult to say, has resulted in improved clinical and
2 service outcomes? Which was mentioned in the context of
3 Trinity Health, but I would appreciate hearing from you.

4 A MALE VOICE: You can even say what we're
5 doing at St. Francis.

6 DR. MCKINNEY: Yes. Our approach really
7 has been to do cultural competency in a way that really
8 gets input from local collaborators that know the
9 community in ways that we benefit from. For example, the
10 Hispanic Health Council. So we have an inclusiveness
11 training beyond all -- 100 percent of our folks get
12 cultural competency training, so that's been a goal of
13 ours, we achieved that and it's in the reports that you
14 have. But in addition to that we've realized that
15 inclusiveness training can amend and actually look at
16 specific relevance to particular parts of the hospital.

17 For example, the cultural issues that you
18 face in a primary care clinic might be different than in
19 other settings, so we engage in inclusiveness training
20 that actually engages conversation with each area of the
21 hospital to say, what examples do you have as a nurse, as
22 a doctor, and that kind of training happens about four
23 times a year now and is intended to go through the entire
24 hospital starting with the highest areas that need high-

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1 volume areas like clinics, like our primary care clinics.

2 MS. RIGGOTT: Thank you. And is there
3 anything that Trinity can add to that?

4 MR. NORDLUND: I don't think I have
5 anything specific to add.

6 MS. RIGGOTT: Okay. Thank you.

7 HEARING OFFICER HANSTED: Anything else?
8 Okay. Anything else? Okay. I just -- I think we've
9 covered everything very thoroughly here this afternoon.
10 I have one question with respect to the overall
11 application, including whatever approvals need to be
12 obtained in Massachusetts. I don't know if there need to
13 be any or if there are any. If there are any approvals
14 that need to be obtained from the state of Massachusetts
15 have those been attained or are they in the process of
16 being pursued?

17 MS. HESANO: I think there is one small
18 approval that is needed. I don't know what it is off the
19 top of my head, but I know specifically that the
20 attorneys know it's on the list and wanted to do it at
21 the appropriate time.

22 HEARING OFFICER HANSTED: Okay.

23 MS. HESANO: So it's not anything large.
24 And that's it.

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1 HEARING OFFICER HANSTED: Okay. Okay.

2 Thank you.

3 A MALE VOICE: And it really has to do
4 with -- because Trinity already owns that enterprise
5 there, so they're not requiring the Massachusetts entity,
6 so it's already part of it. It's really having to do
7 more with the integration here in Connecticut.

8 HEARING OFFICER HANSTED: Alright.

9 A MALE VOICE: So it's not in the same
10 fashion as we're addressing it here.

11 HEARING OFFICER HANSTED: Right.

12 A MALE VOICE: And there is nothing seen
13 as a significant barrier.

14 HEARING OFFICER HANSTED: Okay. Very
15 good. Thank you. And we're about ready to go into the
16 public portion of tonight's hearing. It's only about
17 5:00 o'clock at this point, but if there are any folks
18 here who wish to give public comment I'll start for them
19 and then we might take a break and then wait to see if
20 other folks show up. Do you have the sheet, the sign-in
21 sheet?

22 COURT REPORTER: I didn't see one, no.

23 A MALE VOICE: The sign-in sheet is
24 outside.

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1 HEARING OFFICER HANSTED: Do we have any
2 legislators or municipal officials here this evening who
3 would like to give public comment? I don't see anyone.
4 Do we have any members of the public here this afternoon
5 that would like to give comment? So just to be clear, no
6 one wishes to give any comment besides what's been given
7 already? I guess we just have a lot of spectators.

8 (Laughter)

9 HEARING OFFICER HANSTED: Yes. So those
10 folks that signed up on the sign-in sheet, those are
11 folks that were potential witnesses. Okay. Alright. So
12 at this point we'll go off the record. We'll take a
13 break until approximately 5:30. We'll go back on the
14 record to see if anyone has shown up and we'll proceed
15 from there. Thank you.

16 (Off the record)

17 HEARING OFFICER HANSTED: Okay. We'll go
18 back on the record and I just wanted to follow-up.
19 Doctor, you have the name of the agency?

20 DR. MCKINNEY: Yes. That's Data Haven.

21 HEARING OFFICER HANSTED: Okay.

22 DR. MCKINNEY: And they're the new group
23 that we're working with for health assessment and Dr.
24 Mark Abraham is the Director.

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1 HEARING OFFICER HANSTED: Okay. Thank you
2 Doctor.

3 DR. MCKINNEY: Thank you sir.

4 HEARING OFFICER HANSTED: And Kaila, you
5 had a follow-up?

6 MS. RIGGOTT: Yes. During the break Mr.
7 Nordlund recalled an example of how Trinity Healthcare
8 has worked to improve the delivery of care for vulnerable
9 populations through being sensitive to language barriers
10 or differences and we just wanted to get that on the
11 record as well.

12 MR. NORDLUND: Yes. I felt that our
13 sponsors, in particular the Sisters would have been very
14 disappointed in me if I didn't come up with something, so
15 the guilt factor laid in there.

16 (Laughter)

17 MR. NORDLUND: So we have a number of
18 programs and services for poor and disenfranchised
19 communities. That's really what Catholic healthcare was
20 founded on and we need to get back to it. So in addition
21 to I think things that are more common, like bilingual
22 call centers and things like that, we also have a number
23 of clinic settings that are really aimed at, for instance
24 our Mercy Primary Care Clinic in Detroit aimed at both

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1 minority as well as homeless people, which is a big
2 problem in the Detroit market. And in the building that
3 we own there, that we bought, we provide everything from
4 showers to meals to clinic services, checkups, things
5 that the population of that community would not receive
6 without us. And we have a number of those things
7 throughout our 21 RHMs.

8 MS. RIGGOTT: Thank you.

9 HEARING OFFICER HANSTED: Thank you.

10 Anything further?

11 MS. RIGGOTT: No, that's it. Thank you.

12 HEARING OFFICER HANSTED: Okay. Just once
13 again for the record, is there anyone here who would like
14 to give public comment on the application before OHCA
15 this evening? Okay. Seeing none I'll give the
16 applicants one last chance to say anything they'd like to
17 say, if anything. You don't have to say anything.

18 MR. NORDLUND: We've prepared closing
19 remarks.

20 HEARING OFFICER HANSTED: Oh, excellent.

21 (Laughter)

22 A MALE VOICE: For the record.

23 MR. NORDLUND: We're not going to let this
24 time go by wasted. Okay. So Trinity Health is excited

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1 about its decision to become part of the Connecticut
2 healthcare system. Our vision of becoming a national
3 leader and improving the health of our communities and
4 the most trusted healthcare partner for life for each
5 person we serve is only possible through partnerships
6 such as the one that we propose to form with St. Francis
7 Care.

8 Healthcare at its core is both personal
9 and local and we understand and respect that. That's why
10 we chose to partner with St. Francis Care whose
11 reputation for quality healthcare and long-term
12 commitment to serving the most needy in the Hartford
13 community matches so closely with our own beliefs as we
14 expressed earlier and as hopefully we've talked about
15 today.

16 There are many challenges ahead, but our
17 experiences to date has demonstrated that the local
18 partnerships reform -- the local partnerships we form are
19 key to overcoming any barriers we face to creating a
20 truly integrated health system that promotes better
21 health care for all. So thank you for helping us shape a
22 better tomorrow for those we serve.

23 MR. DADLEZ: And I also want to thank
24 Trinity Health and St. Francis Care have demonstrated a

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1 close alignment in mission, vision and core values.
2 Together our two organizations are committed to improving
3 population health, enhancing the patient care experience
4 and controlling costs while maintaining a positive
5 margin. So working together as a new regional ministry
6 of Trinity Health St. Francis Care will also preserve its
7 118 year tradition of non-profit Catholic healthcare to
8 the community it serves. We are confident that working
9 together Trinity Health and St. Francis brings the
10 greatest chance for achieving our vision of a healthy
11 Connecticut.

12 Thank you for your time and consideration.
13 We're certain that working with the Office of Health Care
14 Access and the State Department of Health can only
15 enhance our achievement of our goals. So thank you so
16 much for the opportunity.

17 HEARING OFFICER HANSTED: Thank you. Do
18 you want to give a comment?

19 A MALE VOICE: No.

20 HEARING OFFICER HANSTED: Okay. Well,
21 thank you all for attending and with that I will adjourn
22 this hearing.

23 (Whereupon, the hearing adjourned at 5:34
24 p.m.)

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CERTIFICATE

I, Paul Landman, a Notary Public in and for the State of Connecticut, and President of Post Reporting Service, Inc., do hereby certify that, to the best of my knowledge, the foregoing record is a correct and verbatim transcription of the audio recording made of the proceeding hereinbefore set forth.

I further certify that neither the audio operator nor I are attorney or counsel for, nor directly related to or employed by any of the parties to the action and/or proceeding in which this action is taken; and further, that neither the audio operator nor I are a relative or employee of any attorney or counsel employed by the parties, thereto, or financially interested in any way in the outcome of this action or proceeding.

In witness whereof I have hereunto set my hand and do so attest to the above, this 9th day of July, 2015.



Paul Landman
President

Post Reporting Service
1-800-262-4102

Greer, Leslie

From: Lazarus, Steven
Sent: Wednesday, July 15, 2015 11:22 AM
To: Hartley, Christopher (CHartley@stfranciscare.org); 'hesanoa@trinity-health.org'
Cc: Rotavera, Liz (LRotaver@stfranciscare.org); Greer, Leslie; Riggott, Kaila; Carney, Brian; Cotto, Carmen; Hansted, Kevin
Subject: Close of Hearing Letter-Docket Number: 15-31979-CON
Attachments: 15-31979-CON Hearing Closure Letter.pdf

Mr. Hartley and Ms. Hesano,

Please see the attached letter, closing the public hearing held in the above referenced matter. If you have any questions, please do not hesitate to contact us.

Sincerely,

Steven

Steven W. Lazarus

Associate Health Care Analyst
Division of Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
Hartford, CT 06134
Phone: 860-418-7012
Fax: 860-418-7053



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

July 15, 2015

VIA EMAIL ONLY

R. Christopher Hartley
Sr. Vice President, Planning, Business
Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions & Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

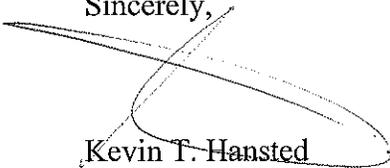
RE: Certificate of Need Application; Docket Number: 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Saint Francis Care, Inc. transfer of ownership to Trinity Health Corporation
Closure of Public Hearing

Dear Mr. Hartley and Ms. Hesano:

Please be advised, by way of this letter, the public hearing held on July 1, 2015, in the above referenced matter is hereby closed as of July 15, 2015. OHCA will receive no additional public comments or filings.

If you have any questions regarding this matter, please feel free to contact Steven W. Lazarus at (860) 418-7012.

Sincerely,



Kevin T. Hansted
Hearing Officer

KTH:swl

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

Olejarz, Barbara

From: Olejarz, Barbara
Sent: Monday, August 31, 2015 3:55 PM
To: Christopher Hartley; 'hesanoa@trinity-health.org'; LRotaver@stfranciscare.org
Cc: Martone, Kim; Lazarus, Steven; Riggott, Kaila; Cotto, Carmen; Hansted, Kevin
Subject: Saint Francis/Trinity Agreed Settlement
Attachments: 31979-5.pdf

8/31/15

Attached is the signed Agreed Settlement for Saint Francis Care, Inc. and Trinity Health Corporation under Docket Number: 15-31979-CON

Barbara K. Olejarz
Administrative Assistant to Kimberly Martone
Office of Health Care Access
Department of Public Health
410 Capitol Ave., MS#13HCA
Hartford, CT 06134
Phone: 860 418-7005
Email: Barbara.olejarz@ct.gov





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

August 31, 2015

IN THE MATTER OF:

An Application for a Certificate of Need filed
Pursuant to Section 19a-638, C.G.S. by:

Notice of Agreed Settlement
Office of Health Care Access
Docket Number: 15-31979-CON

**Saint Francis Care, Inc.
Trinity Health Corporation**

**Transfer of Ownership of Saint Francis
Care, Inc. to Trinity Health
Corporation.**

To:

R. Christopher Hartley
Sr. Vice President, Planning, Business
Development & Government Relations
Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Anne M. Hesano
Vice President, Mergers, Acquisitions
& Partnership Development
Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

RE: Certificate of Need Application, Docket Number 15-31979-CON
Saint Francis Care, Inc. and Trinity Health Corporation
Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation.

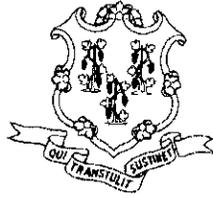
Dear Mr. Hartley and Ms. Hesano:

This letter will serve as notice of the approved Certificate of Need Application in the above-referenced matter. On August 31, 2015, the Agreed Settlement, attached hereto, was adopted and issued as an Order by the Department of Public Health, Office of Health Care Access.

Kimberly R. Martone
Director of Operations
Enc.

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



**Department of Public Health
Office of Health Care Access
Certificate of Need Application**

Agreed Settlement

Applicants: Saint Francis Care, Inc.
114 Woodland Street
Hartford, CT 06105

Trinity Health Corporation
20555 Victor Parkway
Livonia, MI 48152

Docket Number: 15-31979-CON

Project Title: Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation.

Project Description: Saint Francis Care, Inc. and Trinity Health Corporation (“THC”), herein collectively referred to as the (“Applicants”), seek authorization to transfer ownership of SFC and its subsidiaries to THC, with no associated capital expenditure.

Procedural History: The Applicants published notice of their intent to file a Certificate of Need (“CON”) application in *The Hartford Courant* (Hartford) on December 22, 23 and 24, 2014. On February 13, 2015, the Office of Health Care Access (“OHCA”) received the CON application from the Applicants for the above-referenced project and deemed the application complete on May 15, 2015.

On June 3, 2015, the Applicant was notified of the date, time, and place of the public hearing. On June 4, 2015, a notice to the public announcing the hearing was published in *The Hartford Courant*. Thereafter, pursuant to Connecticut General Statutes (“Conn. Gen. Stat.”) § 19a-639a, a public hearing regarding the CON application was held on July 1, 2015.

Commissioner Jewel Mullen designated Attorney Kevin T. Hansted as the hearing officer in this matter. The hearing was conducted in accordance with the provisions of the Uniform

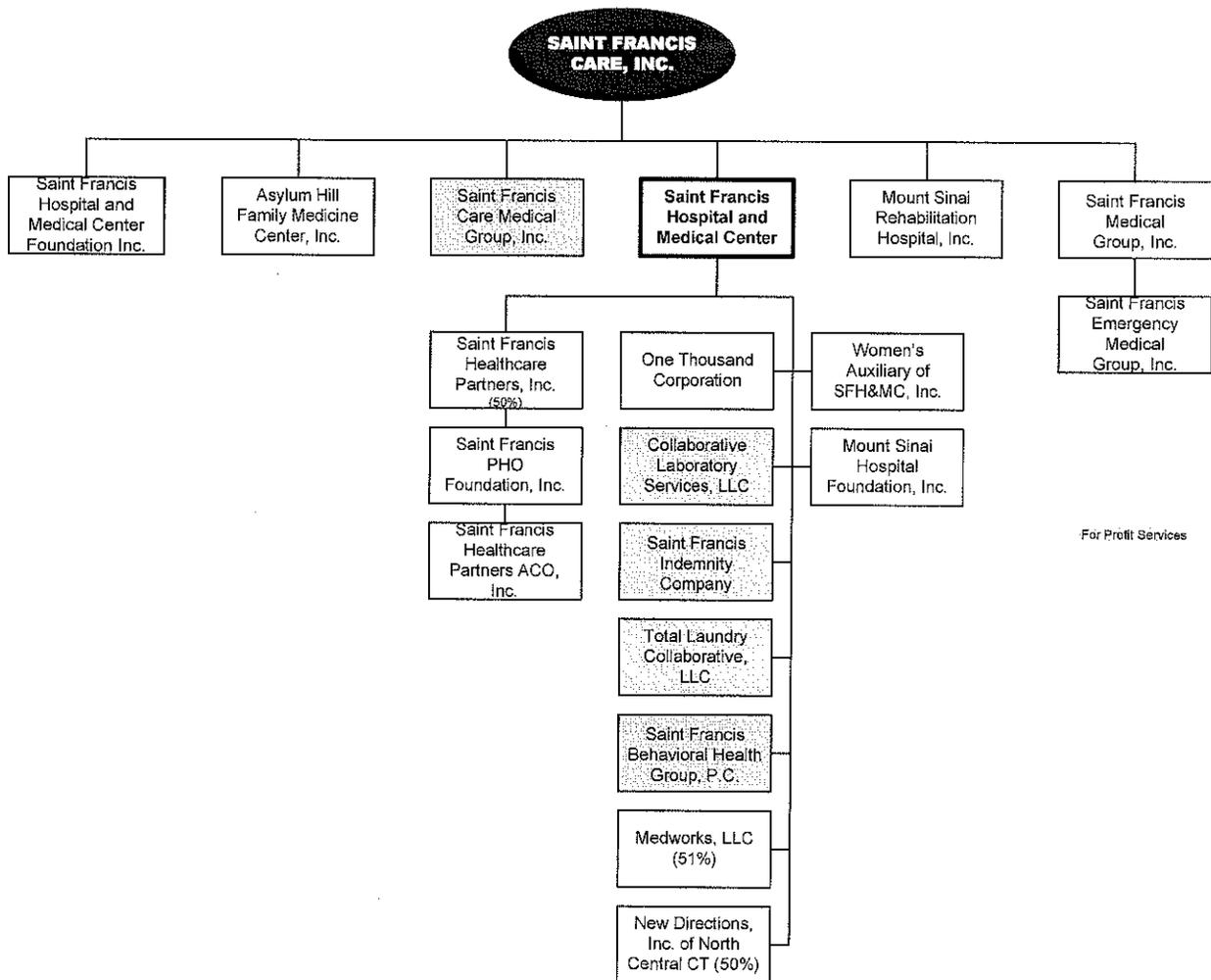
Administrative Procedure Act (Chapter 54 of the Conn. Gen. Stat.) and Conn. Gen. Stat. § 19a-639a.

The record was closed on July 15, 2015. Deputy Commissioner Brancifort considered the entire record in this matter.

Findings of Fact and Conclusions of Law

To the extent the findings of fact actually represent conclusions of law, they should be so considered, and vice versa. *SAS Inst., Inc., v. S & H Computer Systems, Inc.*, 605 F. Supp. 816 (Md. Tenn. 1985).

1. SFC is an integrated health care delivery system in central Connecticut and the largest independent Catholic health care provider in New England. Ex. A, p. 116
2. SFC is the parent company of Saint Francis Hospital & Medical Center (“Hospital”), its principal asset, and various other subsidiaries and affiliated entities (see legal chart of corporate structure, below). Department of Public Health, Office of Health Care Access, 2015, *Annual Report on the Financial Status of Connecticut’s Short Term Acute Care Hospitals for Fiscal Year 2015*; Appendix AA



3. The Hospital is licensed for 617 general hospital beds and 65 bassinets and provides a full range of inpatient, outpatient and ancillary services to residents of Hartford and surrounding towns. Ex. A, p. 391
4. The Hospital's primary service area is comprised of eighteen towns; approximately one out of five patients that received inpatient care in fiscal year (FY) 2014 resided in Hartford (see table below).

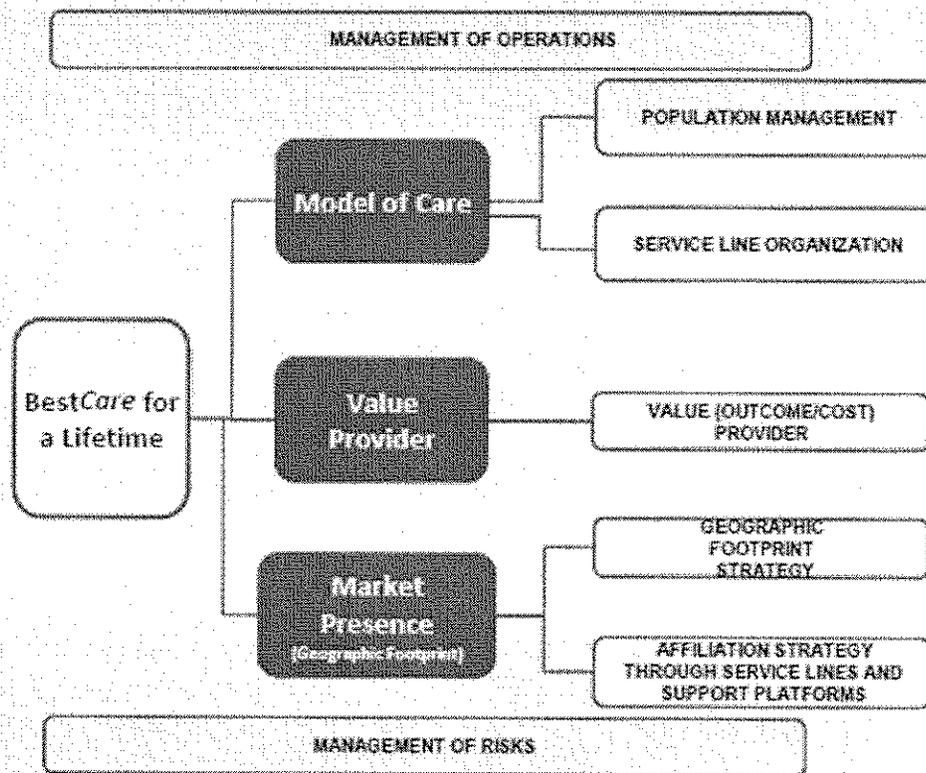
**TABLE 1
SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
PRIMARYSERVICE AREA TOWNS**

Town*	Discharges (FY 2014)
Hartford	22.12%
East Hartford	7.16%
West Hartford	6.76%
Bloomfield	4.87%
Enfield	4.68%
Manchester	4.56%
Windsor	4.32%
South Windsor	2.30%
Vernon	2.19%
Windsor Locks	2.16%
Simsbury	2.04%
Wethersfield	2.00%
Glastonbury	1.88%
Bristol	1.84%
Newington	1.71%
Rocky Hill	1.69%
Suffield	1.66%
New Britain	1.55%
Total	75.49%

*Listed in descending order of discharge volume.

Ex. A, pp. 17, 97

5. As part of its FY 2010-2014 strategic planning initiative and to achieve its vision of "the perfect patient experience and the highest measurable quality across the continuum of care," SFC developed the "Best Care for a Lifetime" strategy to serve as a guide for future health care delivery. Best Care for a Lifetime is developing an integrated continuum of health care services through model of care improvements, physician partnerships, clinical service redesign, electronic medical records development, quality improvement, cost reduction and the creation of strategic alignments (see diagram below).



Ex. A, pp. 12-13

6. SFC has developed an integrated network that provides health care through a combination of aligned providers. To further this transformation, SFC has redesigned its organizational structure into service lines (e.g., Behavioral Health) and support platforms (e.g., Clinical – infection control) to serve as conduits for health care delivery. Ex. A, pp. 13, 84
7. The focus of SFC’s organizational structure and aligned providers is to provide a system that better meets the Affordable Care Act Triple Aim objectives of improving population health, enhancing the patient care experience and controlling cost, while maintaining a positive financial margin. Ex. A, pp. 13-14
8. SFC determined that its transition to population health management and value-based health care would be better effectuated by partnering with another health care system with similar goals to help facilitate its ability to meet current financial obligations and provide funding for future growth and infrastructure development through improved access to capital. Ex. A, p. 14

9. SFC explored potential affiliations that would maintain its Catholic mission and help meet its strategic, financial and governance goals. In December 2013, SFC initiated discussions with THC, an Indiana nonprofit corporation with headquarters based in Livonia, Michigan, to explore a “strategic combination.” Following negotiations and due diligence, SFC’s board approved a strategic alliance and a membership transfer agreement was executed on December 17, 2014. Ex. A, p 14, 17; Ex. B, p. 727
10. As a result of this agreement, the Applicants are requesting approval to transfer ownership of SFC and its subsidiaries to THC in order to create a new regional health system. Ex. A, pp. 11
11. THC is a Catholic health care system that operates a wide range of health care facilities and services in 21 states, including acute care hospitals, home health care and hospice agencies, continuing care facilities and programs for all-inclusive care for the elderly. Ex. J, Prefiled Testimony of D. Scott Nordlund, Executive Vice President, Growth Strategy and Innovation, Trinity Health, p. 929
12. SFC’s affiliation with THC is intended to strengthen local health care by ensuring that several key success factors can be achieved: scale and integration, leading quality and service, physician alignment, sophisticated information technology, efficient cost structures, post-acute care linkages, progressive governance, risk taking capabilities and capital access. Ex. A, p. 23
13. THC has several local affiliates providing health care in the Springfield, Massachusetts area, including Mercy Medical Center and other facilities and programs of the Sisters of Providence Health System. Ex. A, p. 17
14. Two of THC’s key growth initiatives aim to extend and strengthen the Catholic health care mission of the organization through alignment with other organizations and to expand the system “footprint” to create an integrated accountable care organization (“ACO”) in each of its markets. Ex. A, p. 16
15. THC has made institutional investments in developing core skills in population management, risk contracting, physician alignment and clinically integrated networks to help meet the Triple Aim objectives¹ of the Affordable Care Act. Ex. A, p. 16
16. THC requires its entire health ministry to link cultural competency with clinical care delivery for improved clinical and service outcomes using its standardized collection of patient demographic data. Ex. J, p.788
17. THC has also established a Unified Clinical Organization (“UCO”) that provides a data and evidence-based infrastructure for clinicians across its health care system. The UCO was developed to advance a culture of safety and high reliability and to share public health expertise and community development initiatives throughout its health care system. Ex. B, pp. 622-623

¹ Triple Aim objectives seek to improve population health, the patient experience of care (including quality and satisfaction) and to reduce the per capita cost of health care.

18. Led by physicians, THC's UCO offers an opportunity to work collaboratively in an effort to advance a culture of safety, best practices, quality, patient satisfaction and high reliability. Recent system-wide safety accomplishments across THC as a result of implementing UCO's initiatives include:

- Decrease in sepsis mortality rate from 15.8% to 11.2% between FY 2010 and December 2014, resulting in 2328 saved lives;
- Eliminated vaginal birth after cesarean section "serious reportable events" following 2009 policy implementation;
- Decrease in elective deliveries before 39 weeks from 4.7% from 2010 to 0.5% in 2015;
- Consistent medication reconciliation composite score (both admission and discharge data) of 88% in FY2015 to date;
- Decline in pressure ulcer rates from 3.8% in FY 2008 to 0.01% in January 2015;
- Lower than expected severity adjusted mortality rate (83%) in FY2015;
- Eliminated retained sponges in FY 2014 post-sponge accounting implementation; and
- Improved safety checklist perfect patient score from 48% in January 2013 to 81% in July 2014.

Ex. B, p.622-623

19. Affiliation with THC and having access to the UCO infrastructure is intended to enhance access to national best practices and improve SFC's ability to attract and retain physicians and other caregivers. Ex. A, p. 18; Ex. B, p.622-623

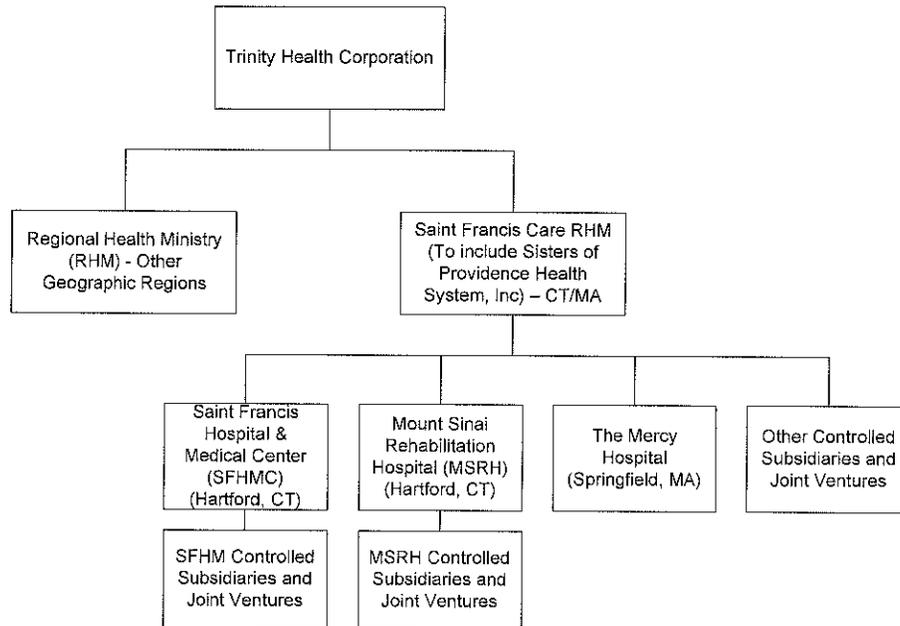
20. THC will become the parent of SFC through a membership substitution transaction with the following changes in corporate structure:

- THC will be substituted for the Archbishop of Hartford and become the sole corporate member of SFC;
- The Archbishop of Hartford will no longer be the sole corporate member of SFC;
- SFC will be sponsored by Catholic Health Ministries, an entity established by the Catholic church to oversee the healing ministry and Catholic identity of THC; and
- SFC will become a Regional Health Ministry ("RHM") consistent with other regional health systems within THC.

Ex. A, p. 11

21. SFC will remain a Catholic, non-profit, tax-exempt charitable organization and will continue to abide by the Ethical and Religious Directives (ERDs). Ex. A, p. 12; Ex. B, p. 610

22. The following chart depicts the organizational structure of SFC and THC following the proposed transaction:



Ex. A, p. 29.

23. The new RHM will honor all existing donor restrictions associated with philanthropic donations made to SFC and its subsidiaries. Ex. A, p. 12
24. SFC's existing Bylaws and Certificate of Incorporation will be amended and restated to be consistent with the governance documents of other RHMs in the THC health care system. Ex. A, p. 11
25. A regional governing board consisting of 9-15 members will be responsible for the new RHM's management oversight and strategic direction. The governing board will be comprised of:
- one THC representative designated by THC;
 - the President and CEO of the new RHM;
 - at least one physician;
 - at least two members/associates of a Roman Catholic religious congregation; and
 - members of the local community.

Ex. D, Completeness Responses, p. 616

26. Each entity within the new RHM will have a local board made up of community members to provide management oversight. Ex. B, p. 616

27. THC will make the following operational and financial commitments to SFC:
- provide a commitment of \$275 million dollars in capital investment;
 - reduce SFC’s operating costs and promote efficiency by providing access to THC’s system services;
 - accelerate SFC’s strategy for a regional population management model;
 - support the continued development of SFC’s integrated delivery system;
 - provide funding for SFC’s strategic growth and infrastructure development through improved access to capital; and
 - facilitate the ability of SFC to satisfy its current financial obligations, including long-term debt and pension liabilities.

Ex. A, pp. 11, 14-15

28. In FY 2014, the Hospital admitted and provided observation for more than 35,000 patients, served over 81,000 individuals in its emergency department and treated over 65,000 patients in its clinics. The Hospital currently employs 3,800 full-time workers, including 197 physicians. Ex. J, Prefiled Testimony and Responses to Issues, p.776

29. Overall volume has been stable over the past three years (FY 2012-2014) and is expected to remain so going forward. However, inpatient discharges decreased by approximately 3.5% in FY 2014, primarily in the medical/surgical line, and is the due to decreased utilization and more restrictive Medicare criteria requiring patients to cross two midnights on order to be classified as inpatients (i.e., the “Two Midnight Rule”).

TABLE 2
HISTORICAL AND CURRENT DISCHARGES

Service	Actual Volume (Last 3 Completed FYs)			
	FY 2012	FY 2013	FY 2014	FY 2015*
Medical/Surgical (Adult)	23,879	24,318	23,264	23,381
Maternity	3,212	3,035	3,075	3,225
Psychiatric	2,010	2,064	1,961	1,910
Rehabilitation	-	-	-	-
Pediatric	-	-	-	-
Neonatal ICU	278	268	294	266
Newborn	2,732	2,681	2,640	2,733
Total	32,111	32,366	31,234	31,515

*FY 2015 based on the Hospital’s budget

TABLE 3
HISTORICAL AND CURRENT PATIENT DAYS

Service	Actual Volume (Last 3 Completed FYs)			
	FY 2012	FY 2013	FY 2014	FY 2015*
Medical/Surgical (Adult)	119,951	122,793	116,294	117,468
Maternity	10,105	9,478	9,630	10,100
Psychiatric	14,856	14,999	14,627	14,247
Rehabilitation	-	-	-	-
Pediatric	-	-	-	-
Neonatal ICU	6,018	5,626	5,010	5,110
Newborn	6,604	6,479	6,307	6,453
Total	157,534	159,375	151,868	153,378

**FY 2015 based on the Hospital's budget

TABLE 4
PROJECTED DISCHARGES BY SERVICE

Service	Projected Volume		
	FY 2016	FY 2017	FY 2018
Medical/Surgical (Adult)	23,402	23,431	23,564
Maternity	3,238	3,222	3,206
Psychiatric	1,918	1,908	1,898
Rehabilitation	-	-	-
Pediatric	-	-	-
Neonatal ICU	267	266	265
Newborn	2,744	2,730	2,716
Total	31,569	31,557	31,649

TABLE 5
PROJECTED PATIENT DAYS BY SERVICE

Service	Projected Volume		
	FY 2016	FY 2017	FY 2018
Medical/Surgical (Adult)	117,578	117,694	118,337
Maternity	10,141	10,091	10,040
Psychiatric	14,307	14,232	14,157
Rehabilitation	-	-	-
Pediatric	-	-	-
Neonatal ICU	5,129	5,110	5,091
Newborn	6,479	6,446	6,413
Total	153,634	153,573	154,038

30. There will be no reduction or change in services currently offered to the community as a result of the proposal. Ex. B, p. 610
31. SFC's ownership transfer to THC will help maintain and enhance existing services in the community. Tr., Testimony of Mr. R. Christopher Hartley, SFC Sr. Vice President, Planning Business Development & Government Relations, p. 19
32. The next Community Health Needs Assessment (CHNA), due for publication in March 2016, will assess the health care needs of a broader area than for the 2012 CHNA, which focused solely on Hartford. Tr., Testimony of Dr. Marcus McKinney, pp. 46-47
33. SFC's ownership transfer to THC is intended to provide greater access to capital required for investments needed to maintain existing clinical services and for new modalities arising as a result of specific service line innovation. Ex. B, p. 610
34. SFC identified the following priority capital projects and service line improvements within the first three years post-closing:
 - implementation and optimization of the EPIC electronic health record system and other information software, including Conifer, to support population health;
 - physician and ambulatory network development to ensure SFC has appropriate resources within its network to support population health management;
 - replacement of current medical equipment to more efficient/effective models;
 - upgrades to current facilities that have been delayed in previous years due to limited funding available for capital projects;
 - expansion of the rehabilitation service line to include a back center and movement disorder programs; and
 - service line facility renovations and improvements to improve service delivery within primary care, oncology and the Connecticut Joint Replacement Institute.

Ex. D, p. 636

35. Approximately one quarter of the patients served by Saint Francis Hospital and Medical Center have Medicaid as their primary payer. The Applicant does not anticipate any significant changes in payer mix as a result of this proposal.

**TABLE 6
SAINT FRANCIS HOSPITAL AND MEDICAL CENTER CURRENT & PROJECTED PAYER MIX**

Payer	Most Recently Completed FY2014		Projected							
			FY2015		FY2016		FY2017		FY2018	
	Discharges ¹	%	Discharges ¹	%	Discharges ¹	%	Discharges ¹	%	Discharges ¹	%
Medicare*	13,774	44.0%	13,789	43.8%	13,850	43.9%	13,922	44.1%	14,089	44.5%
Medicaid*	7,876	25.2%	7,987	25.3%	8,113	25.7%	8,075	25.6%	8,037	25.4%
CHAMPUS & TriCare	88	0.3%	90	0.3%	90	0.3%	90	0.3%	91	0.3%
Total Government	21,708	69.5%	21,866	69.4%	22,053	69.9%	22,087	70.0%	22,217	70.2%
Commercial Insurers*	9,081	29.1%	9,203	29.2%	9,086	28.8%	9,038	28.6%	8,994	28.4%
Uninsured	319	1.0%	319	1.0%	296	0.9%	294	0.9%	293	0.9%
Workers Compensation	126	0.4%	127	0.4%	134	0.4%	138	0.4%	145	0.5%
Total Non-Government	9,526	30.5%	9,649	30.6%	9,516	30.1%	9,470	30.0%	9,432	29.8%
Total Payer Mix	31,234	100%	31,515	100%	31,569	100%	31,557	100%	31,649	100%

*Includes managed care activity

¹Volume equals equivalent discharges

Ex. B, p 701.

36. THC's policies, procedures and guidelines will expand the existing charity care and financial assistance policies of SFC. Ex. J, pp.788-789

37. There are no planned changes to existing reimbursement contracts between the Applicants and payers as a result of this proposal. Ex. A, p. 27

38. There will be no changes in the entity that will be billing as a direct result of the proposed transaction. Providers operated in connection with SFC will continue to bill as providers of health care services. Ex. A, p. 26

39. The immediate benefit of becoming a THC member is the assistance with SFC's capital needs through a capital commitment of \$275M over the next five years, accessibility of pension funding through THC to help reduce unfunded liabilities in the current SFC pension plan and the ability of SFC to secure better long-term capital and debt financing rates based on THC's strong credit ratings. Ex. D, p. 621

40. THC is a national system with an AA credit rating (see below):

- Fitch (January 2015): AA/Stable Outlook;
- S&P (February 2015): AA-/Stable Outlook; and
- Moody's (January 2015): Aa3/Stable Outlook.

Ex. D, p. 639

41. The funding sources of THC's \$275M capital commitment will be:

- available cash and investments generated by the new RHM;
- donor contributions to the extent consistent with any applicable donor restrictions;
- financing obtained through the THC system debt program; and
- to the extent necessary, capital contributions from THC.

Ex. D, p. 636

42. The table below provides a preliminary capital investment plan. At least \$195M of the \$275M total will be allocated for the Hospital's capital acquisitions.

TABLE 7
PRELIMINARY CAPITAL INVESTMENT PLAN FOR SFC, INC. (IN THOUSANDS)

Description	Five Year Total
Investment in facilities, medical and non-medical equipment and technology*	\$ 184,000
Capital leases associated with EPIC and other*	4,500
Facility & program improvements for various service lines (e.g., CJRI, Rehab)*	5,000
Expansion/renovations of clinical facilities	10,000
Physician and ambulatory network development	23,500
Unspecified; to be allocated based on organizational priorities**	48,000
Total estimated capital expenditures	\$ 275,000

*Earmarked for the Hospital

**A portion may be allocated to the Hospital

Ex. D, p.635, Ex. J, p. 789 and Tr., Testimony of Ms. Jennifer Schneider, pp. 33-34

43. The \$275M capital commitment will be used exclusively on Connecticut-based entities currently associated with SFC. Tr. Testimony of Ms. Jennifer Schneider Hearing Testimony, pp. 35

44. If cash flows are not sufficient to fund SFC's capital needs, funding would be available through THC's intercompany loan program. Tr., Testimony of Ms. Ann Hesano, Trinity Health Corporation, pp. 29-31

45. The table below provides a list of projects delayed at SFC due to the lack of available capital as a result of completing other priority projects (e.g., EPIC).

TABLE 8
SFC PROJECTS DELAYED FOR LACK OF AVAILABLE CAPITAL

Category	Estimated Cost	Years Beyond Useful Life
Information Technology	\$6.2M	5.0 years
Clinical Equipment	\$14.2M	4.8 years
Facility Upgrades	\$14.5M	5.1 years

Ex. D, p.634.

46. Based on THC's historical acquisitions and as a result of synergies expected to be realized by SFC, an annual savings of at least 1% of SFC's operating revenue (\$8M) is anticipated as a result of this proposal. Ex. D, p. 613, Exhibit 26, p. 731, and Ex. J, p. 779

47. SFC projects no incremental revenue for the first three years (FY 2016-2018) following the change in ownership, however operating gains of \$4.0M, \$8.0M and \$8.0M, respectively, will be achieved from reductions in the cost of professional/contracted services, supplies and drugs and other operating expenses. Overall and with CON approval, SFC projects positive increasing gains from operations over the same time period.

TABLE 9
SFC PROJECTED INCREMENTAL REVENUES AND EXPENSES (in thousands)

	FY 2016	FY 2017	FY 2018
Revenue from Operations	\$0	\$0	\$0
Total Operating Expenses	\$(4,018)	\$(8,009)	\$(8,005)
Gain/Loss from Operations	\$4,018	\$8,009	\$8,005

Ex. D, p. 731

TABLE 10
SFC PROJECTED REVENUES AND EXPENSES WITH CON (in thousands)

	FY 2016	FY 2017	FY 2018
Total Operating Revenue	\$826,788	\$854,009	\$877,399
Total Operating Expenses	\$821,525	\$840,170	\$856,821
Gain/Loss from Operations	\$13,840	\$20,578	\$23,957

Ex. D, p. 731

48. The projected operational cost savings are summarized by expense category in the table below:

TABLE 11
SFC PROJECTED OPERATING EXPENSES WITH CON (in thousands)

Expense Category	FY 2016	FY 2017	FY 2018
Professional and Contracted Services	(\$1,117)	(\$2,230)	(\$2,233)
Supplies and Drugs	(1,771)	(3,536)	(3,540)
Other Operating Expenses	(1,130)	(2,243)	(2,232)
Total Reductions	(\$4,018)	(\$8,009)	(\$8,005)

Ex. D, p. 731

49. After the closing, the Applicants, as part of the integration plan, will begin to identify savings opportunities for the new RHM. Areas of potential SFC savings include:

- Insurance and Risk Management – THC can typically reduce consultant costs related to the administration of the insurance risk program as well as excess coverage premiums;
- Compliance – THC can provide cost efficiencies in the areas of education and training (THC utilizes online compliance education) and also provide access to the THC compliance management tracking tool and to its internal audit resources;
- Cash Management – THC’s centralized cash management program is structured with a diversified asset portfolio to maximize investment performance and reduce investment management fees;
- Innovation – The Trinity Health Innovation Program supports successful identification, implementation and adoption of new patient-centered ideas and business offerings that may reduce costs, increase quality and enhance revenue;
- Clinical - THC’s clinical area provides clinical support and coordination of standard (best) practices and protocols, analytics to evaluate and improve scorecard indicators and clinical collaboration for areas like sepsis, falls, pressure ulcers congestive heart failure, labor and delivery, etc.;
- Tax - THC provides in-house internal audit and tax preparation/planning can typically reduce outsourcing and consulting fees; and
- Physician Network Operations – THC strives to optimize the financial, operational and clinical performance of employed physician groups through performance benchmarking and by quantifying financial opportunities in several revenue and expense domains.

Ex. D, p. 613

50. THC acquisitions of local health systems and hospitals have resulted in improved financial performance, cost savings and new capital investments:

- Chelsea Community Hospital, Michigan – nearly a 36% increase in revenue between FY 2010 and FY 2014; approximately \$67M capital investment to construct a tower, including conversion to private acute beds; operating margin improved from 0.6% pre-merger to 5.5% in fiscal 2014;
- Mercy Health, Illinois - annual aggregate savings of \$3.7M, including reduced capital purchasing and supply costs;
- Hackley Health System, Michigan - annual aggregate savings of \$1M from enhanced revenue management and reduced supply and vendor costs;
- St. Alphonsus Regional Medical Center, Idaho - \$225M in investments planned for campus relocation that would capture a broader patient base (easier patient access) and enhance physician recruitment and satisfaction; increase in Operating Cash Flow Margin to 11.6%, up from 6.4% in FY 2011; and
- Loyola University Health System, Illinois - improved its first-year operational performance by \$44.5M across support functions, including insurance/risk management, organizational integrity, supply chain, treasury, information services and revenue cycle.

Ex. D, pp. 643-644

51. The Membership Transfer Agreement provides that within one year following closing, finance and human resources leaders from THC and the new RHM will develop a plan to address SFC's third party debt and to fully fund its pension plan obligations. Ex. A, p. 19, Exhibit 9, pp. 127-128

52. The Hospital has approximately \$250M in private placement debt and two pension plans underfunded by \$190M as of 9/30/2014. Since the private placement debt is short-term, SFC will benefit from Trinity's intercompany loan program by converting to long-term financing, reducing some of the market volatility and risks associated with future debt refinancing. Ex. D, p. 638 and Ex. J, p. 779; Tr., Testimony of Ms. Jennifer Schneider, p. 38

53. THC's intercompany loan program is designed to provide the RHMs with access to funds, ensures that all RHMs borrow at the same rate, extends the maturity of the RHM debt to match that of the aggregate THC debt portfolio and allows for level debt service requirements through monthly financial reconciliations. Ex. D, p. 638
54. Financing obtained by SFC through THC's intercompany loan program would be at THC's interest rate (3.78% in FY 2014) and would be amortized over thirty years. Ex. D, p. 636
55. The proposal will provide SFC with the following financial benefits:
- risk reduction
 - long-term cost reduction; and
 - improved financial covenants.
- Ex. J, pp. 779 and 790
56. The Hospital's bonds have certain covenants that are more restrictive than those that apply to THC's bond issues. To the extent that the current Hospital debt is refunded through THC's intercompany loan program, the Hospital would be released from these covenants. Ex. D, p. 638 and Ex. D, p. 639; Tr., Testimony of Ms. Ann Hesano, p. 30
57. As part of the post-closing integration planning, the Applicant's will work together to determine how best to fund SFC's pension plan shortfall. Several options are available (e.g., intercompany loan program, combining plans) to help improve the plan's funding rate to more closely reflect THC's plan, which is funded at about 82%. Tr., Testimony of Ms. Ann Hesano, pp. 37-39
58. In accordance with its proposal (Docket 15-32002-CON) to acquire Johnson Memorial Medical Center ("JMMC"), SFC has made a capital commitment to invest \$13M in technology, capital improvements, expanded services and routine replacements within the first three years post-closing. Funding for these capital expenditures would primarily be sourced from JMMC operating income and cash flow; any shortfall would be funded by the Hospital. All capital expenditures incurred by SFC for the benefit of JMMC would be considered to be included in the \$275M capital commitment related to this proposal, if approved. Late File 1, dated July 8, 2015
59. OHCA is currently in the process of establishing its policies and standards as regulations. Therefore, OHCA has not made any findings as to this proposal's relationship to any regulations not yet adopted by OHCA. (Conn. Gen. Stat. § 19a-639(a)(1))
60. This CON application is consistent with the overall goals of the Statewide Health Care Facilities and Service Plan. (Conn. Gen. Stat. § 19a-639(a)(2))
61. The Applicants have established that there is a clear public need for the proposal. (Conn. Gen. Stat. § 19a-639(a)(3))

62. The Applicants have demonstrated that the proposal will improve the overall financial strength of the health care system and that it is financially feasible. (Conn. Gen. Stat. § 19a-639(a)(4))
63. The Applicants have satisfactorily demonstrated that the proposal will maintain quality, accessibility and cost effectiveness of health care delivery in the region. (Conn. Gen. Stat. § 19a-639(a)(5))
64. The Applicants have shown that there would be no adverse change in the provision of health care services to the relevant populations and payer mix, including access to services by Medicaid recipients and indigent persons. (Conn. Gen. Stat. § 19a-639(a)(6))
65. The Applicants have satisfactorily identified the population to be affected by this proposal. (Conn. Gen. Stat. § 19a-639(a)(7))
66. The Applicants provided historical utilization of Saint Francis Hospital and Medical Center services in the service area that would support this proposal. (Conn. Gen. Stat. § 19a-639(a)(8))
67. The Applicants have satisfactorily demonstrated that this proposal would not result in an unnecessary duplication of existing services in the area. (Conn. Gen. Stat. § 19a-639(a)(9))
68. The Applicants have demonstrated that there will be no reduction in access to services by Medicaid recipients or indigent persons. (Conn. Gen. Stat. § 19a-639(a)(10))
69. The Applicants have satisfactorily demonstrated that the proposal will not have a negative impact on the diversity of health care providers in the area. (Conn. Gen. Stat. § 19a-639(a)(11))
70. The Applicants have satisfactorily demonstrated that the proposal will not result in any consolidation that would affect health care costs or accessibility to care. (Conn. Gen. Stat. § 19a-639(a)(12))

DISCUSSION

CON applications are decided on a case by case basis and do not lend themselves to general applicability due to the uniqueness of the facts in each case. In rendering its decision, OHCA considers the factors set forth in § 19a-639(a) of the Statutes. The Applicants bear the burden of proof in this matter by a preponderance of the evidence. *Jones v. Connecticut Medical Examining Board*, 309 Conn. 727 (2013).

Saint Francis Care (“SFC”) is an integrated health care delivery system in central Connecticut and the largest independent Catholic health care provider in New England. SFC is the parent company of Saint Francis Hospital & Medical Center (“Hospital”), its principal asset, and various other subsidiaries. The Hospital is licensed for 617 general hospital beds and 65 bassinets and provides a full range of inpatient, outpatient and ancillary services to residents of Hartford and surrounding towns. *FF1-3*

In response to changes resulting from the passage of the Affordable Care Act, SFC determined that its transition to population health management and value-based health would be better effectuated by partnering with another health care system with similar goals. *FF8* SFC explored potential affiliations that would maintain its Catholic mission and help meet its strategic, financial and governance goals. In December 2013, SFC initiated discussions with Trinity Health Corporation (“THC”), an Indiana nonprofit corporation with headquarters based in Livonia, Michigan, to explore a “strategic combination.” Following negotiations and due diligence, SFC’s board approved a strategic alliance and a membership transfer agreement was executed on December 17, 2014. *FF9* As a result of this agreement the Applicants have requested authorization to transfer ownership of SFC and its subsidiaries to THC to create a new regional health system. *FF10*

THC is a national Catholic health care system that operates a wide range of health care facilities and services in 21 states, including acute care hospitals, home health care and hospice agencies, continuing care facilities and programs for all-inclusive care for the elderly. *FF11*

THC has made institutional investments in developing core skills in population management, risk contracting, physician alignment and clinically integrated networks that will enhance SFC’s ability to meet the Triple Aim objectives of the Affordable Care Act. *FF15* THC has also established a Unified Clinical Organization (“UCO”) that provides a data and evidence-based infrastructure for clinicians across its health care system. The UCO was developed to advance a culture of safety and high reliability and to share public health expertise and community development initiatives throughout its health care system. *FF17* Recent system-wide quality improvements and safety accomplishments included reduced mortality rates and improved patient satisfaction scores. *FF18*

SFC’s affiliation with THC will strengthen local health care by ensuring that several key success factors can be achieved: scale and integration, leading quality and service, physician alignment, post-acute care linkages, risk taking capabilities, efficient cost structures and improved access to capital. *FF12* The transaction will ensure that SFC will gain access to the capital required for investments needed to maintain existing clinical services provided in the community and to

develop new modalities for specific service line innovation. *FF33* An affiliation with THC will allow for the development of a larger regional network to facilitate appropriate sharing of resources and technologies, provide a framework for greater collaboration on best practices and the delivery of high quality care in the Hartford region. *FF17-19*

SFC will continue to serve Medicaid patients and the indigent. Approximately one quarter of the patients currently served by Saint Francis Hospital and Medical Center has Medicaid as the primary payer. The Applicants do not anticipate any significant changes in payer mix over the next three years. *FF35* Further, THC's policies, procedures and guidelines will expand the existing charity care and financial assistance policies of SFC, increasing access to the uninsured. *FF36* As a result, the integration of SFC with THC will enhance SFC's ability to maintain its commitment to the poor, including the Medicaid population, by lending strategic and financial strength to operations.

The immediate benefit of becoming a THC member is the support of SFC's capital needs through a capital commitment of \$275M for Connecticut-based entities over the next five years. In addition, SFC will gain access to more favorable pension funding through THC to help reduce unfunded liabilities in the current SFC pension plan and be able to secure better long-term capital and debt financing rates utilizing THC's strong credit ratings. *FF39 40, FF53-55* Delayed SFC projects (e.g., information technology, clinical equipment and facility upgrades) due to lack of available capital and competing priority projects (e.g., EPIC) will now be able to be completed. *FF45*

Cost savings will be achieved at SFC as a result of synergies expected to be realized as a result of becoming part of a larger system and are based on other historical THC acquisitions. Annual savings of at least 1% of SFC's operating revenue are anticipated as a result of this proposal and will amount to operating gains in the first three years (FY 2016-2018) following the transfer in the amounts of \$4.0M, \$8.0M and \$8.0M, respectively. These savings will be achieved largely from reductions in the cost of professional/contracted services, supplies and drugs and other operating expenses. In addition, SFC projects positive and increasing gains from operations overall over the same time period. *FF46-48*

The Membership Transfer Agreement provides that within one year following closing, finance and human resources leaders from THC and the new RHM will develop a plan to address SFC's third party debt and to fully fund its pension plan obligations. *FF51* Furthermore, the Hospital's existing bonds have certain covenants that are more restrictive than those that apply to THC's bond issues. To the extent that the current Hospital debt is refunded through THC's intercompany loan program, the Hospital would be released from these covenants. Since the \$250M debt is short-term, SFC will also benefit from THC's intercompany loan program by converting the debt to long-term financing at lower rates, which will provide more flexibility for future capital investment, reduce market volatility, and lower the risks associated with debt refinancing. *FF53-57*

As a result of the potential for improved financial performance, cost savings and new capital investments the Applicants have demonstrated that the proposal is financially feasible and that the financial strength of the health care system will be improved by providing SFC financial

stability through improved access to capital, pension liability funding and debt financing to preserve and enhance existing services.

The proposal will allow SFC better economies of scale and allow the future regional health ministry the ability to align providers to provide a system that better meets the Affordable Care Act Triple Aim objectives of improving population health, enhancing the patient care experience and controlling cost. *FF7*

As a result of these combined factors, the Applicants have satisfactorily demonstrated that there is a clear public need for the proposal and that quality of care will improve through integration with a national system providing a variety of clinical and financial benefits. Therefore, the Applicant has demonstrated that the proposal is consistent with the goals of the Statewide Health Care Facilities and Services Plan.

Order

NOW, THEREFORE, the Department of Public Health, Office of Health Care Access (“OHCA”), Saint Francis Care, Inc., and Trinity Health Corporation hereby stipulate and agree to the terms of settlement with respect to the transfer of substantially all of the assets of Saint Francis Care, Inc., including the assets of Saint Francis Hospital and Medical Center, to Trinity Health Corporation, as follows:

1. Unless expressly provided otherwise, all conditions of this Order (referred to herein as the “Conditions”) shall, to the extent applicable, be binding on the Applicants, their successors and assigns, and the proposed entity, Saint Francis Care Regional Health Ministry (“SFCRHM”), and its successors and assigns, regardless of whether THC or its successor remains a member of SFCRHM. SFCRHM shall directly own and operate the Hospital. Saint Francis Hospital and Medical Center will continue to be the holder of the hospital license post-closing as proposed in the CON application.
2. Unless expressly provided otherwise or there is a change in law that would render any Condition of this Order unenforceable, a request for modification must be submitted and approved as required by C.G.S. §4-181a to change or eliminate any Conditions set forth herein.
3. OHCA and any successor agency shall have the right to enforce the Conditions by all means and remedies available to it under law and equity, including, but not limited, Conn. Gen. Stat. § 19a-642 and the right to impose and collect a civil penalty under Conn. Gen. Stat. § 19a-653 against any person or health care facility or institution that fails to file required data or information within the prescribed time periods set forth in this Order.
4. Applicants shall notify OHCA in writing of the Closing Date of the change of ownership transaction authorized by this Order and provide evidence of SFCRHM’s non-profit status within five (5) days of such closing. All references to days in these Conditions shall mean calendar days.
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 (3rd) 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 (3rd) 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.
6. Unless on a temporary basis and not before the completion of the March 2016 CHNA for the entire service area, there shall be no reduction or relocation of any inpatient or outpatient services that reduces access to care specific to those services that existed at the Hospital on the date of OHCA's Final Decision in this matter. A reduction in service shall constitute any reduction in allocated beds, hours of operation or any other act or omission by SFCRHM. Within ten (10) days following the date of OHCA's Final Decision in this matter, Applicants shall submit schedules to OHCA setting forth the Hospital's inpatient bed allocation and hours of operation for all outpatient services and publish this same information on the SFCRHM Website Page. *FF30*
7. Within sixty (60) days following the Closing Date, SFCRHM shall submit to OHCA a plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital for the first three (3) years following the transfer of ownership, including any consolidation, reduction, elimination or expansion of existing services or introduction of new services.
8. SFCRHM shall submit to OHCA the CHNA plan to be published in March 2016 and its corresponding Implementation Strategy that will address the health care needs identified in the community. Such CHNA plan shall be filed with OHCA within thirty (30) days of its finalization and release.
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.

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 31st and November 30th, 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
 2. the effect of these cost savings on the clinical quality of care.
 - 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.

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. The following financial measurements/indicators should be addressed in the report:

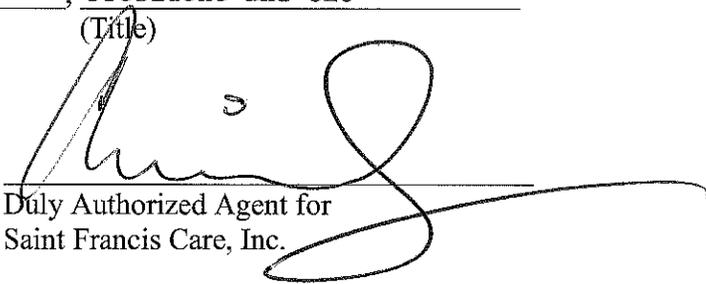
Financial Measurement/Indicators	
A. <u>Operating Performance</u>	
a.	Operating Margin
b.	Non-Operating Margin
c.	Total Margin
B. <u>Liquidity</u>	
a.	Current Ratio
b.	Days Cash on Hand
c.	Days in Net Accounts Receivables
d.	Average Payment Period
C. <u>Leverage and Capital Structure</u>	
a.	Long-term Debt to Equity
b.	Long-term Debt to Capitalization
c.	Unrestricted Cash to Debt
d.	Times Interest Earned Ratio
e.	Debt Service Coverage Ratio
f.	Equity Financing Ratio
D. <u>Additional Statistics</u>	
a.	Income from Operations
b.	Revenue Over/(Under) Expense
c.	Cash and Cash Equivalents
d.	Net Working Capital
e.	Unrestricted Assets
f.	Bad Debt as % of Gross Revenue
g.	Credit Ratings (S&P, FITCH or Moody's)

12. SFCRHM shall adopt whichever charity care and financial assistance policies, as between THC and SFC, which are the more generous and benevolent to the public and submit final copies of same to OHCA within thirty (30) days following the Closing Date. These policies shall also be posted on SFCRHM Website page upon their adoption.

13. For three (3) years following the Closing Date, SFCRHM shall provide written notice to OHCA of any modification, amendment or revision to its charity care and financial assistance policies within five (5) days of such change. The notice of these changes shall be accompanied by copies of any revised policies and the notice and revised policies shall be posted on SFCRHM's Website page simultaneously with their submission to OHCA.
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.
15. SFCRHM shall file with OHCA for review, within ten (10) days of execution, any and all agreements related to the acquisition of Saint Francis Care, Inc. by Trinity Health Corporation, including but not limited to:
 - a. the final Membership Transfer Agreement; and
 - b. bylaws of the new SFCRHM.

Signed by Christopher M. Dadlez, President and CEO
(Print name) (Title)

August 31, 2015
Date


Duly Authorized Agent for
Saint Francis Care, Inc.

Signed by D. Scott Nordlund, EVP, Growth, Strategy & Innovation
(Print name) (Title)

8/28/2015
Date


Duly Authorized Agent for
Trinity Health Corporation

The above Agreed Settlement is hereby accepted and so ordered by the Department of Public Health Office of Health Care Access on August 31, 2015.

August 31, 2015
Date:

Janet M. Brancifort
Janet M. Brancifort, MPH, RRT
Deputy Commissioner



114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development &
Government Relations

October 6, 2015

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Item 4 of the above referenced Agreed Settlement Order dated August 31, 2015, the closing relating to the Membership Transfer Agreement between Saint Francis Care Inc. and Trinity Health took place on October 1, 2015.

I have also included in the enclosed CD, the final Membership Transfer Agreement, including all updated schedules and exhibits as well as the amended and restated Certificate of Incorporation and Bylaws of Saint Francis Care, Inc. These documents should meet the requirements of item 15 of the above referenced Agreed Settlement.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley".

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

Enclosures

MEMBERSHIP TRANSFER AGREEMENT

between

TRINITY HEALTH CORPORATION

and

SAINT FRANCIS CARE, INC.

Dated as of December 17, 2014

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MEMBERSHIP TRANSFER AGREEMENT

This Membership Transfer Agreement (this “**Agreement**”), dated as of _____, 2014 (the “**Signature Date**”), is entered into between Trinity Health Corporation, an Indiana nonprofit corporation (“**Trinity Health**”), and Saint Francis Care, Inc., a Connecticut non-stock corporation (“**Saint Francis**”) on behalf of itself and its wholly owned or controlled subsidiaries. Trinity Health and Saint Francis are sometimes referred to herein individually as a “**Party**”, and, collectively, as “**Parties**”.

RECITALS

1. Saint Francis is an integrated healthcare delivery system and is the largest independent Catholic healthcare provider in New England.

2. Trinity Health is a multi-institutional Catholic healthcare system serving people and communities in 20 states, including Massachusetts.

3. Saint Francis 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.

4. The Parties have determined that the combination of Saint Francis and Trinity Health will promote quality, cost effective health care services through a continuum of care to those served by Saint Francis, and will bring together organizations with shared vision, values, philosophy and mission and strengthen the Catholic healthcare tradition in New England.

5. In furtherance of their shared vision, values, mission and philosophy, Saint Francis and Trinity Health desire to enter into a transaction whereby Saint Francis will become part of Trinity Health and, together, they will establish a new Trinity Health Regional Health Ministry (“**RHM**”) to service the New England region (the “**Service Area**”), initially in the State of Connecticut and in Hampden, Hampshire, Franklin and Berkshire Counties in Massachusetts.

6. To accomplish the affiliation, Trinity Health shall become the sole corporate member of Saint Francis, which will become the new Trinity Health RHM (the “**New RHM**”) and will continue to serve as the parent of Saint Francis Hospital and Medical Center, Inc., Mount Sinai Rehabilitation Hospital, Inc., and other entities that are presently subsidiaries of Saint Francis. Thereafter, the Parties intend for the New RHM to be the primary organization for future expansion in and around the Service Area consistent with the terms and conditions of this Agreement.

7. Through the New RHM, the Parties intend to:

- a. improve the infrastructure and capabilities required to deliver value-based accountable care and improve population health in the Service Area;

- b. enhance the quality of care provided by the Parties in the 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 Service Area;
- d. expand services in the 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.

“Agreement” has the meaning set forth in the preamble.

“Amended and Restated Certificate of Incorporation of Saint Francis” has the meaning set forth in **Section 2.01**.

“Amended and Restated Bylaws of Saint Francis” has the meaning set forth in **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 Francis and the Saint Francis 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 December 23, 2013, as amended on May 9, 2014 and further amended on July 29, 2014.

“**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 Francis 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 Francis 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.

“**Knowledge**” or any other similar knowledge qualification with respect to Saint Francis, 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 Francis or the Saint Francis Controlled Subsidiaries. Knowledge or any other similar knowledge qualification with respect to Trinity Health, 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 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 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 (b) as to Saint Francis, any event, occurrence, fact, condition or change that materially adversely impacts the business, results of operations, financial condition or assets of Saint Francis, taken as a whole; provided, however, that as to Saint Francis, **“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 Francis, (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 Trinity Health; (iv) the acts or omissions of Trinity Health, (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 Francis’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)**.

“Mercy Community Health” has the meaning set forth in **Section 3.12**.

“Mercy Medical Center” means The Mercy Hospital, Inc., a Massachusetts nonprofit corporation.

“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)**.

“New RHM” has the meaning set forth in the Recitals.

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

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

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

“**Saint Francis Controlled Subsidiary**” means any Person that is controlled by Saint Francis. 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 Francis Employees**” has the meaning set forth in **Section 8.06(a)**.

“**Saint Francis Hospitals**” means Saint Francis Hospital and Medical Center and Mount Sinai Rehabilitation Hospital, Inc.

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

“**Saint Francis Hospital and Medical Center**” means Saint Francis Hospital and Medical Center, Inc., a Connecticut non-stock corporation.

“**Saint Francis 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.

“**Service Area**” has the meaning set forth in the Recitals.

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

“**Sisters of Providence**” means the Sisters of Providence Health System, Inc., an entity organized under the Commonwealth of Massachusetts and that is a Trinity Health RHM as of the Signature Date.

“**Sisters of Providence Providers**” means any Sisters of Providence Subsidiary that participates in Medicare or Medicaid or both.

“**Sisters of Providence Subsidiary**” means (i) with respect to the period prior to the consummation of the merger or restructuring contemplated by **Section 2.02**, any Person that is controlled by Sisters of Providence; and (ii) with respect to the period following the consummation of the merger or restructuring contemplated by **Section 2.02**, any Person that is controlled by the business or operating division of the New RHM that was Sisters of Providence immediately prior to such merger or restructuring, in whatever form such business or operating division takes. The term “control” is defined in the definition of “**Saint Francis Controlled Subsidiary**”, above.

“**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 Francis 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 New RHM.

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

ARTICLE II MEMBERSHIP TRANSFER

Section 2.01 Admission of Trinity Health as the Sole Member of Saint Francis; Restated Governance Documents of Saint Francis. As of the Effective Date, and subject to the terms and conditions set forth in this Agreement, Trinity Health shall be admitted as the sole corporate member of Saint Francis. In furtherance of the foregoing, at or prior to the Closing, and as a condition precedent to the closing of the transaction contemplated by this Agreement, (i) Saint Francis shall have duly approved the adoption of amended and restated articles of incorporation and bylaws of Saint Francis in the form set forth in **Exhibit D** (the “**Amended and Restated Certificate of Incorporation of Saint Francis**” and the “**Amended and Restated Bylaws of Saint Francis**”), which will serve as the governing documents of the New RHM as of and following the Effective Date unless and until amended pursuant to their terms, and (ii) Saint Francis shall have caused the Saint Francis Controlled Subsidiaries to have duly approved the adoption of amended and restated Organizational Documents in the form of

Exhibit E as is necessary to reflect the admission of Trinity Health as the sole corporate member of Saint Francis and to conform to the Trinity Health System Authority Matrix, which such amended and restated Organizational Documents will serve as the governing documents of the Saint Francis Controlled Subsidiaries as of and following the Effective Date unless and until amended pursuant to their terms. As of the Effective Date, and except as mutually agreed to by the Parties in writing, all assets and properties of Saint Francis shall remain as assets and properties of Saint Francis and all outstanding liabilities of Saint Francis shall remain as liabilities of Saint Francis.

Section 2.02 Sisters of Providence. On the Effective Date or as soon as practicable thereafter, Trinity Health will cause Sisters of Providence either to merge with and into the New RHM or otherwise be restructured such that Mercy Medical Center and the other Sisters of Providence Subsidiaries will be subsidiaries of the New RHM on the same corporate tier as Saint Francis Hospital and Medical Center and the other subsidiaries of the New RHM, as applicable.

ARTICLE III

GOVERNANCE AND OPERATIONS OF THE NEW RHM; ADDITIONAL POST-EFFECTIVE DATE COVENANTS

Section 3.01 Governance. As of and following the Effective Date, upon adoption of the Amended and Restated Certificate of Incorporation of Saint Francis and the Amended and Restated Bylaws of Saint Francis, the New RHM shall (i) be sponsored by Catholic Health Ministries, (ii) be guided by Trinity Health's mission and core values, and (iii) follow Trinity Health's governance and management structure, reserved powers and policies as described in the Trinity Health standard governance documents, including the Trinity Health System Authority Matrix.

Section 3.02 New RHM Board of Directors. As of and following the Effective Date, the board of directors of the New RHM will be appointed in a manner consistent with the criteria, composition requirements and process set forth in the Amended and Restated Certificate of Incorporation and Bylaws of Saint Francis, as such may be amended from time to time. Consistent with the Amended Certificate of Incorporation and Bylaws of Saint Francis, the board shall consist of between nine (9) and fifteen (15) members and shall include (i) at least one (1) Trinity Health representative designated by Trinity Health (who shall serve ex officio with vote), (ii) the President and Chief Executive Officer of the New RHM (who shall serve ex officio with vote), (iii) at least one (1) physician, (iv) at least two (2) members or associates of a Roman Catholic religious congregation, and (v) members of the local community. The Parties anticipate that the board of New RHM will include regional representatives and that certain authority will be delegated to local governance committees of the New RHM's Second Tier Subsidiaries, as such term is defined in the Trinity Health System Authority Matrix. The board of directors and officers of the New RHM, to be effective as of the Effective Date, 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 President and CEO of the New RHM; President and CEO of Sisters of Providence. Following the Effective Date, Christopher M. Dadlez will serve as the Regional President and Chief Executive Officer of the New RHM pursuant to the terms and conditions of an employment agreement between Mr. Dadlez and Trinity Health that is consistent with Trinity

Health policies and practices applicable to its President and Chief Executive Officers at other RHMs and agreeable to both Trinity Health and Mr. Dadlez (the “**Dadlez Employment Agreement**”). Additionally, Daniel P. Moen, the current President and Chief Executive Officer of Sisters of Providence, will have a regional role and continued oversight of the Sisters of Providence Subsidiaries, which will become subsidiaries of the New RHM.

Section 3.04 Service Area. Following the Effective Date, the Parties anticipate that the Service Area of the New RHM will evolve and expand as new patient and provider needs and opportunities are identified consistent with the strategic vision established for the New RHM. The Parties intend for the New RHM to be the primary organization for future expansion in and around the Service Area; provided, however, Trinity Health may (i) reorganize and restructure the New RHM at any time, and (ii) pursue any other acquisition, business combination, or joint venture in the Service Area.

Section 3.05 Name and Branding.

(a) Following the Effective Date, the name of the New RHM will be changed from Saint Francis to reflect the Service Area to be served by the New RHM. The name of the New RHM will be mutually agreed upon by the Parties prior to the Closing Date pursuant to the integration plan discussed at **Section 8.02** and will be reflected in the Amended and Restated Certificate of Incorporation and Bylaws of Saint Francis.

(b) Following the Effective Date, no changes to the names, trade names, and brands of the Saint Francis 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 Francis 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 New RHM.

Section 3.06 Catholic Identity. The New RHM 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 Saint Francis Hospital and Medical Center.

Section 3.07 Saint Francis Hospitals. It is Trinity Health’s present intent for the New RHM to continue to operate the Saint Francis Hospitals, with a commitment to operate them for at least five (5) years following the Effective Date consistent with and subject to (i) evolving community and Service Area needs, (ii) healthcare reform initiatives, opportunities and mandates, (iii) financial viability, and (iv) applicable Law.

Section 3.08 Medical Staff. Following the Effective Date, the medical staff, admitting privileges and medical staff bylaws of each of the Saint Francis Controlled Subsidiaries will remain in place unless and until amended or changed according to the terms of the medical staff bylaws of the applicable entity.

Section 3.09 Community Benefit.

(a) Following the Effective Date, the New RHM will continue to operate for the benefit of the community and serve the poor and underserved. Trinity Health intends to preserve Saint Francis' 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 policies and practices, the New RHM 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 Francis' 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 Service Area and potential clinical improvements or enhancements, and (vi) supporting and enhancing education and community programs.

(b) Following the Effective Date, Saint Francis Hospital and Medical Center Foundation, Inc. (the "**Foundation**") will continue to be a separately endowed foundation that supports the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries. The New RHM will consider regional fundraising opportunities and the role of the Foundation in connection with those activities. Trinity Health will comply and cause Saint Francis 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 Trinity Health Services and Initiatives.

(a) As soon as practicable after the Effective Date, the New RHM will participate in Trinity Health services and initiatives (*e.g.*, financing, professional liability and other insurances, retirement programs, information technology, supply chain, cash management, compliance, and clinical quality initiatives, etc.) in the same manner as other RHMs.

(b) For a period of one (1) year from the Effective Date, the New RHM will not be charged any of the standard Trinity Health system overhead allocations to which other RHMs are subject. Commencing on the Effective Date, the New RHM will be charged for shared system services consistent with the process by which other RHMs are charged for those services.

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 Francis and, to the extent possible, restructure the debt into the Trinity Health system debt program and intercompany loan program. The Saint Francis third party debt will remain on the balance sheet of the New RHM, 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. To the extent that any current Saint Francis 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 the New RHM.

(b) Additionally, within one (1) year of the Effective Date, Trinity Health and the New RHM will agree on a plan to fully fund the pension plan obligations of Saint Francis and the Saint Francis Controlled Subsidiaries within an agreed upon time frame. If at any time the New RHM is unable to meet such pension plan obligations through its operating cash flows, Trinity Health will allow the New RHM to borrow any shortfall from the intercompany loan program in order to assure the payment of plan benefits to all plan participants.

Section 3.12 Mercy Community. On and following the Effective Date, Mercy Community Health, Inc. (“**Mercy Community Health**”), a Connecticut non-stock corporation of which Trinity Continuing Care Services, Inc. is the sole corporate member, will remain part of the Trinity Senior Living Communities RHM; provided, however, that as part of an integration plan described at **Section 8.02**, the Parties will discuss further operational coordination and integration of Mercy Community Health and other assets into the New RHM.

ARTICLE IV CAPITAL COMMITMENT

Section 4.01 Capital Commitment. During the five (5) year period following the Effective Date, Trinity Health will cause aggregate Capital Expenditures in an amount no less than Two Hundred Seventy-Five Million dollars (\$275,000,000) to support the operations of the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries (the “**Committed Capital**”). Among the sources of the Committed Capital are: (i) available cash and investments generated by the New RHM, provided, however, any utilization of such cash and investments will be done in a manner that ensures Saint Francis’s continued compliance with any applicable bond or loan covenants; (ii) donor contributions to the Foundation to the extent consistent with any applicable donor restrictions; (iii) financing obtained through the Trinity Health system debt program; and (iv) to the extent necessary, capital contributions from Trinity Health. If the Effective Date of the transaction contemplated by this Agreement is prior to July 1, 2015, the Committed Capital shall cover the period beginning with the fiscal year ending June 30, 2016 and continuing through the fiscal year ending June 30, 2020. If the Effective Date of this Agreement occurs after July 1, 2015, the Parties will reasonably adjust the schedule for the Committed Capital. Subject to the requirements of the Trinity Health System Authority Matrix, the Capital Expenditure allocation and approval process will occur annually and be based on a mutually agreeable capital plan developed and approved by Trinity Health and the New RHM; provided, however, the Capital Expenditure allocation and approval process will not lower the amount of the Committed Capital.

Section 4.02 Use of the Committed Capital. The Committed Capital will be made available to support the capital needs of the Saint Francis Hospitals and the other Saint Francis Controlled Subsidiaries including the strategic growth and infrastructure development for the New RHM’s integrated delivery system, to expand and upgrade the health care services provided by the New RHM, and to support 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) Trinity Health system processes, and (ii) review and approval of the strategic plan and capital budgets for the New RHM, including system management and governance approvals as set forth in Trinity Health System Authority Matrix.

Section 4.03 Obligation to Repay Loans. Loans extended through the Trinity Health system debt program and intercompany loan program, 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 the New RHM also may propose large-scale, strategic merger and acquisition opportunities for which capital needs exceed the Committed Capital. Such opportunities will be evaluated jointly by the New RHM and Trinity Health in connection with Trinity Health's standard capital allocation process and may be supported by additional capital from Trinity Health in addition to the Committed Capital.

Section 4.05 Potential Investment. Saint Francis has identified a potential opportunity for an equity investment in a large primary care physician practice located in the Service Area (the "**Potential Investment Opportunity**"). Saint Francis and Trinity Health agree that a strategic rationale exists to support pursuit of the Potential Investment Opportunity; accordingly, Trinity Health and Saint Francis will (i) coordinate the joint review and response to a request for proposal regarding the Potential Investment Opportunity, (ii) further evaluate and conduct commercially reasonable due diligence regarding the Potential Investment Opportunity, and (iii) if Trinity Health and Saint Francis deem it warranted, agree on a means of consummating a transaction in furtherance of the Potential Investment Opportunity. In the event that the Potential Investment Opportunity is consummated, on the Effective Date the investment would become part of the New RHM. If Trinity Health deems the Potential Investment Opportunity to be accretive as a stand-alone opportunity (meaning that the transaction is expected by Trinity Health, following consultation with Saint Francis, to be financially beneficial to the New RHM based on a pro forma analysis), then the investment amount will be separate and distinct from the Committed Capital. Otherwise, the investment amount for the Potential Investment Opportunity will be included as an expenditure of 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 Saint Francis and Trinity Health 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 Francis shall deliver or cause to be delivered to Trinity Health the following:

(i) an assignment of the sole membership interest in Saint Francis in a form reasonably acceptable to Trinity Health which shall convey to Trinity Health all right, title and interest of the Archbishop of Hartford in such membership interest as of the Effective Date;

(ii) the Amended and Restated Certificate of Incorporation of Saint Francis, duly filed with the Secretary of State of Connecticut to be effective as of the Effective Date, and the Amended and Restated Bylaws of Saint Francis effective as of the Effective Date;

(iii) the amended and restated Organizational Documents of the Saint Francis 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 Board of Directors of Saint Francis 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 Trinity Health;

(viii) a list of the officers and directors of Saint Francis as of the Closing Date certified by an appropriate officer of Saint Francis, as applicable;

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

(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, as may be required to give effect to this Agreement.

(b) At the Closing, Trinity Health shall deliver to Saint Francis the following:

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

(ii) certified copies of resolutions of Trinity Health'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 Francis, as may be required to give effect to this Agreement.

ARTICLE VI REPRESENTATIONS AND WARRANTIES OF SAINT FRANCIS

Except as set forth in the Disclosure Schedules or as otherwise set forth below, Saint Francis represents and warrants to 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 Francis prior to the Closing Date.

Section 6.01 Organization and Corporate Authority.

(a) Saint Francis is a non-stock corporation, duly organized and validly existing in good standing under the laws of the State of Connecticut. Saint Francis 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 Francis 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. Saint Francis 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. None of Saint Francis or 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 Saint Francis 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 Francis (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 Francis and constitutes a valid and legally binding obligation of Saint Francis, enforceable against Saint Francis in accordance with its terms, subject to Applicable Exceptions.

Section 6.04 No Conflicts; Consents. The execution, delivery and performance by Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries; (b) conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to Saint Francis or the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary is a party or by which Saint Francis or a Saint Francis Controlled Subsidiary, or to which any of the Saint Francis Assets are subject; or (d) result in the creation or imposition of any Encumbrance other than Permitted Encumbrances on the Saint Francis 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 Francis. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to Saint Francis or the Saint Francis 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 Francis.

Section 6.05 Saint Francis Subsidiaries. The organizational chart attached as **Schedule 6.05** is an accurate and complete description of the ownership structure of Saint Francis and the Saint Francis Controlled Subsidiaries and the respective ownership interests of Saint Francis and the Saint Francis Controlled Subsidiaries in other Persons. Except as depicted on **Schedule 6.05**, neither Saint Francis nor the Saint Francis 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 Francis and the Saint Francis 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 Francis and each Saint Francis Controlled Subsidiary as of September 30, for each of the years 2011, 2012, and 2013, and unaudited financial statements for each of the subsequent months available through the Signing Date (collectively the “**Financial Statements**”), have been made available to 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 Francis and each Saint Francis Controlled Subsidiary as of the respective dates they were prepared and the results of the operations of Saint Francis and the Saint Francis 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 September 30, 2014. The balance sheets of Saint Francis and each Saint Francis Controlled Subsidiary as of September 30, 2014, are referred to herein, collectively, as the “**Balance Sheet**” and the date thereof as the “**Balance Sheet Date**.”

Section 6.07 Undisclosed Liabilities. Neither Saint Francis nor any Saint Francis Controlled Subsidiary 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 Francis and each Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary;

(c) issuance, sale or other disposition of, or creation of any Encumbrance on, any interests in any Saint Francis 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 Francis Controlled Subsidiary;

(d) material change in any method of accounting or accounting practice of Saint Francis and the Saint Francis Controlled Subsidiaries, except as required by GAAP;

(e) material change in the Saint Francis 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 Francis Controlled Subsidiary;

(g) reservation of rights or denial letters received by Saint Francis or Saint Francis Controlled Subsidiary from any insurance carrier with respect to any claim in excess of \$250,000;

(h) incurrence, assumption or guarantee of any indebtedness for borrowed money in excess of \$250,000 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 \$250,000 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 Francis Asset in an amount which exceeds \$250,000;

(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 Francis or a Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary is a party by reason of default by Saint Francis or such Saint Francis Controlled Subsidiary;

(m) except for Permitted Encumbrances, imposition of any Encumbrance securing indebtedness in excess of \$250,000 upon any of the Saint Francis Assets;

(n) increase in the compensation or bonus paid or payable or in the benefits provided to any employees of Saint Francis or a Saint Francis Controlled Subsidiary other than increases made in the ordinary course of business (including those under existing labor agreements), grant to any employee of Saint Francis or a Saint Francis 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 Francis 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 Francis or a Saint Francis 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 \$250,000, 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 Francis or a Saint Francis 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 Francis or a Saint Francis 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.

Section 6.09 Material Contracts.

(a) **Schedule 6.09(a)** of the Disclosure Schedules lists each of the following Contracts of Saint Francis and the Saint Francis 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 \$250,000 and which, in each case, cannot be cancelled by Saint Francis or a Saint Francis Controlled Subsidiary, as applicable, without penalty or without more than 90 days’ notice;

(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 \$250,000;

(iii) all Contracts with any Governmental Authority;

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

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

(vi) all collective bargaining agreements or Contracts with any a union, works council or labor organization to which Saint Francis or a Saint Francis 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 \$250,000.

(b) St. Francis has provided to Trinity Health in writing on or prior to the Signature Date a list of each of the following Contracts of Saint Francis and the Saint Francis Controlled Subsidiaries:

(i) any agreements between Saint Francis or Saint Francis Controlled Subsidiary and any physician or physician-owned entity or medical group practice;

(ii) any managed care agreements;

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

(iv) all Contracts that limit or purport to limit the ability of Saint Francis or a Saint Francis 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 Francis: (i) each Material Contract is valid and binding on Saint Francis or a Saint Francis Controlled Subsidiary, as applicable, in accordance with its terms and is in full force and effect; (ii) to the Knowledge of Saint Francis, 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.

Section 6.10 Title to Saint Francis Assets.

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

(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 Francis and the Saint Francis 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 Francis and the Saint Francis 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 Francis; and

(vi) pledges or deposits made (and the liens thereon) in the ordinary course of business of Saint Francis (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 Francis Assets. Subject to ordinary wear and tear and matters contemplated in Saint Francis’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 Francis 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 Francis Assets are sufficient for the continued conduct of the business of Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries.

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 Francis or a Saint Francis Controlled Subsidiary (collectively, the “**Owned Real Property**”). Saint Francis or a Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary (collectively, the “**Leased Real Property**”), and a list of all leases for the Saint Francis Owned Real Property (collectively, the “**Saint Francis Leases**”).

(c) Neither Saint Francis nor a Saint Francis 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 Francis has disclosed to Trinity Health all patents, copyrights, trademarks, service marks, trade names or other items of intellectual property registered by Saint Francis or a Saint Francis Controlled Subsidiary with any Governmental Authority. Saint Francis and each Saint Francis 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 Francis, neither Saint Francis nor any Saint Francis 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 Francis nor any Saint Francis Controlled Subsidiary has received any written notice of any such

claim of infringement and, to the Knowledge of Saint Francis, no actions have been instituted or are pending or threatened, which challenge the validity of the ownership or use by Saint Francis or any Saint Francis Controlled Subsidiary of any intellectual property used in connection with the operations of Saint Francis and the Saint Francis Controlled Subsidiaries.

(c) To the Knowledge of Saint Francis, the use by Saint Francis or Saint Francis 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 Francis, threatened (i) against or by Saint Francis or a Saint Francis Controlled Subsidiary that are not covered in full (subject to standard deductibles) under insurance policies and, to the extent not covered by insurance, exceed \$250,000 in alleged liability; or (ii) against or by Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary, except for such Governmental Orders, unsatisfied judgments, penalties or awards that would not, in the aggregate, have a Material Adverse Effect. Saint Francis and the Saint Francis 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 Francis and each Saint Francis Controlled Subsidiary are in material compliance with all Laws applicable to the business, properties and assets of Saint Francis and the Saint Francis 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 Francis nor any Saint Francis Controlled Subsidiary has received notice of any violation of any such Laws nor, to the Knowledge of Saint Francis, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for Saint Francis and the Saint Francis Controlled Subsidiaries to conduct their business as currently conducted or for the ownership and use of the Saint Francis Assets have been obtained by Saint Francis and the Saint Francis 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 Francis has disclosed to Trinity Health all current material Permits issued to Saint Francis and the Saint Francis Controlled Subsidiaries which relate to their operations as currently conducted or the ownership and use of the Saint Francis 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 Francis has made available to 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 Francis Hospitals. The Saint Francis Hospitals are in compliance in all material respects with applicable fire code regulations. The Saint Francis Hospitals have 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 Francis 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 Francis 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 Francis Providers 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 Francis, the Saint Francis Providers 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 Francis, threatened, any proceeding or investigation under the Government Programs involving the Saint Francis Providers. Saint Francis 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 Francis Providers 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 Francis 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 Saint Francis, all of such cost reports filed by the Saint Francis Providers are complete and correct in all material respects and such cost reports do not claim, and none of Saint Francis 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 Saint Francis Providers 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 Francis Providers.

(c) The billing practices of the Saint Francis 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 Saint Francis, 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 Francis 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.

(d) Each of the Saint Francis Hospitals is duly accredited with no material contingencies by the Joint Commission or by any other accrediting bodies. Saint Francis has made available to 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 Saint Francis Hospitals' 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 Francis, during the past five (5) years, each of the Saint Francis Providers 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 Francis Providers, 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 Francis 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 Francis or a Saint Francis Controlled Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither Saint Francis nor any

Saint Francis Controlled Subsidiary has received written notice that (i) any Person providing services under a Contract with Saint Francis or a Saint Francis Controlled Subsidiary or (ii) any employee, contractor, or medical staff member performing services for Saint Francis or a Saint Francis 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 Francis has made available to Trinity Health all records, audit reports and logs maintained by or behalf of the Saint Francis 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 Trinity Health, to the Knowledge of Saint Francis, there are no actual or potential violations by the Saint Francis 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 6.18 Corporate Integrity Agreements. Neither Saint Francis nor any Saint Francis 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 Francis, 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 Francis, 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 Francis, 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 Francis, that Saint Francis or any Saint Francis 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 Francis, the Saint Francis Hospitals and each Saint Francis 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 Francis to Trinity Health, none of Saint Francis or any Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary pursuant to HIPAA is set forth on **Schedule 6.19**.

Section 6.20 Affiliate Transactions. Except as previously disclosed in writing by Saint Francis to Trinity Health:

(a) To the Knowledge of Saint Francis, no officer or director of Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary, (ii) has any cause of action or claim against Saint Francis or any Saint Francis Controlled Subsidiary, or (iii) holds a beneficial interest in any Contract to which Saint Francis or any Saint Francis Controlled Subsidiary is a party or by which Saint Francis or any Saint Francis Controlled Subsidiary may be bound;

(b) None of Saint Francis or any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary.

Section 6.21 Environmental Matters.

(a) To the Knowledge of Saint Francis, except as disclosed in the reports described in subsection (e) below, the operations of Saint Francis and the Saint Francis Controlled Subsidiaries are in compliance with all Environmental Laws. To the Knowledge of Saint Francis, neither Saint Francis nor any Saint Francis 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 Francis' Knowledge, Saint Francis and the Saint Francis Controlled Subsidiaries have obtained and are in material compliance with all material Environmental Permits necessary for the conduct of business of Saint Francis and the Saint Francis Controlled Subsidiaries as currently conducted or the ownership, lease, operation or use of the Saint Francis 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 Francis' Knowledge, there has been no Release of Hazardous Materials in contravention of Environmental Law with respect to the Saint Francis Assets or any Owned Real Property, and neither Saint Francis nor any Saint Francis Controlled Subsidiary has received any Environmental Notice that any of the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary.

(e) Saint Francis has previously delivered to Trinity Health or made available to Trinity Health any and all material environmental reports with respect to the Saint Francis Assets or any Owned Real Property that are in the possession or control of Saint Francis.

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

Section 6.22 Employee Benefit Matters.

(a) **Schedule 6.22(a)** of the Disclosure Schedules includes a complete list of each material “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 Francis or a Saint Francis Controlled Subsidiary, or with respect to which Saint Francis or a Saint Francis Controlled Subsidiary has any present or future liability (as listed in **Schedule 6.22(a)** of the Disclosure Schedules, each, a “**Saint Francis Benefit Plan**”). With respect to each Saint Francis Benefit Plan, except as disclosed on Schedule 6.22(a), Saint Francis has provided to Trinity Health a true, correct and complete copy of the following (where applicable) : (i) each writing constituting a part of such Saint Francis Benefit Plan, including all plan documents and amendments thereto (or, with respect to any unwritten Saint Francis 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 Francis 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; (vi) any notices to or other material communications with any participants or any Governmental Authority, commission or regulatory body relative to the Saint Francis Benefit Plan in the past three years; (vii) the most recent determination letter or opinion letter issued by the IRS; (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 the Saint Francis Benefit Plan and any open requests therefore; and (ix) the Form PBGC-1 filed for each of the three most recent plan years. Except as specifically provided in the foregoing documents provided to Trinity Health, there are no amendments to any Saint Francis Benefit Plan that have been adopted or approved. With respect to the New England Health Care Employees Pension Fund and the New England Health Care Employees Welfare Fund, Saint Francis has provided to Trinity Health a true, correct and complete copy of the collective bargaining agreement pursuant to which Saint Francis contributes to such plans.

(b) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, each Saint Francis Benefit Plan has been maintained, funded 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, each Saint Francis 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 Francis Benefit Plan, and no such favorable determination letter or opinion letter has been revoked (or to the Knowledge of Saint Francis has revocation been threatened) and there are no existing circumstances nor to the Knowledge of Saint Francis 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 Francis Benefit Plan or the related trust or increase the costs relating thereto. Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, with respect to each such Saint Francis 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 Francis Benefit Plan, or the Saint Francis 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 Francis 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 Francis, any Saint Francis Controlled Subsidiary or an ERISA Affiliate of Saint Francis or a Saint Francis 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, except as provided in **Section 6.22(d)**. 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 Francis, a Saint Francis 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 Francis, the Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary or one of their ERISA Affiliates under ERISA or the Code; (xii) neither Saint Francis, a Saint Francis Controlled Subsidiary nor any of their ERISA Affiliates has engaged in any transaction described in Section 4069 of ERISA; (xiii) none of Saint Francis or any Saint Francis 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 Francis or any Saint Francis 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 Francis Benefit Plan’s “adjusted funding target attainment percentage” within the meaning of Section 436(j) of the Code.

(d) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, none of Saint Francis, any Saint Francis Controlled Subsidiary or an ERISA Affiliate of Saint Francis or a Saint Francis 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 Francis, with respect to each Multiemployer Plan identified pursuant to this **Section 6.22(d)**: (i) neither Saint Francis, a Saint Francis 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 Francis, a Saint Francis 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 Francis, a Saint Francis 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 Francis, a Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, no Saint Francis 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 Francis, threatened lawsuit, challenge or claim by any Person challenging the “church plan” status and ERISA exemption of any Saint Francis Benefit Plan that is a Church Plan.

(f) Except as disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, with respect to any Saint Francis Benefits Plan that is an employee welfare benefit plan within the meaning of Section 3(1) of ERISA, (i) no such Saint Francis 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 Francis 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 Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, no Saint Francis Benefit Plan provides and none of Saint Francis, the Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, or as would not have a Material Adverse Effect, no Saint Francis Benefit Plan exists that could: (i) result in the payment of any money or other property to an employee providing services for Saint Francis or a Saint Francis 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 Francis or a Saint Francis 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 disclosed in writing by Saint Francis to Trinity Health on or before the Signature Date, 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 Francis or a Saint Francis Controlled Subsidiary. Further, except as disclosed in writing by Saint Francis to

Trinity Health on or before the Signature Date, neither the negotiation, 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 Francis Benefit Plan (including, without limitation, the acceleration of the accrual, vesting, or time of the payment of any benefits under any Saint Francis 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 Francis or a Saint Francis Controlled Subsidiary to amend, merge, terminate or receive a reversion of assets from any Saint Francis Benefit Plan or related trust; (vi) the forfeiture of compensation or benefits under any Saint Francis Benefit Plan; (vii) Saint Francis or a Saint Francis Controlled Subsidiary being required to make a contribution to any Saint Francis Benefit Plan; (viii) a conflict with the terms of any Saint Francis 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 Francis Benefit Plan; (xi) any other material obligation pursuant to any Saint Francis Benefit Plan; or (xii) any breach or violation of, or a default under, any Saint Francis Benefit Plan.

(h) To the Knowledge of Saint Francis, there have been no Prohibited Transactions with respect to any Saint Francis Benefit Plan. To the Knowledge of Saint Francis, no fiduciary of any Saint Francis 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 Francis Benefit Plan. No claim, action, lawsuit, charge, complaint, grievance, audit, proceeding, hearing, investigation or arbitration relating to any Saint Francis Benefit Plan (other than routine claims for benefits) is pending or, to Saint Francis' Knowledge, threatened and, to Saint Francis' 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 Francis Benefit Plan or against a Saint Francis Benefit Plan or the assets of any of trust under any Saint Francis Benefit Plan.

(i) To the Knowledge of Saint Francis, all contributions (including all employer contributions and employee salary reduction contributions) that are due have been made within the time periods prescribed by ERISA and the Code and the plan's terms to each Saint Francis 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 have been made to each such Saint Francis Benefit Plan or accrued. All premiums or other payments for all periods ending on or before the Closing Date have been paid with respect to each Saint Francis 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 Francis Benefit Plan before the IRS, Department of Labor, PBGC, or any other Governmental Authority.

(k) To the Knowledge of Saint Francis, each Saint Francis 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 Francis, neither Saint Francis nor a Saint Francis 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 Francis or any Saint Francis 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 Francis regarding employee benefit matters.

Section 6.23 Employment Matters.

(a) Except as set forth in **Schedule 6.23** of the Disclosure Schedules, neither Saint Francis nor any Saint Francis 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 Francis or any Saint Francis 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 Francis’ 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 Francis or any Saint Francis Controlled Subsidiary.

(b) To the Knowledge of Saint Francis, Saint Francis and the Saint Francis 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 Francis.

(c) Copies of all written employment agreements to which Saint Francis or a Saint Francis Controlled Subsidiary is a party have been provided to Trinity Health prior to the Signature Date. Additionally, a written description of all oral employment agreements to which Saint Francis or a Saint Francis Controlled Subsidiary is a party have been provided to Trinity Health 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 Francis regarding employment matters.

Section 6.24 Taxes.

(a) Except as set forth in **Schedule 6.24** of the Disclosure Schedules, Saint Francis and each Saint Francis 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 Francis nor any Saint Francis 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 Francis, Saint Francis and each Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary either claimed or raised in writing by any Governmental Authority that has not been settled or as to which Saint Francis has Knowledge.

(b) Neither Saint Francis nor any Saint Francis 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 Francis 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 Francis or any Saint Francis Controlled Subsidiary to provide insurance protection for the assets and business thereof (collectively, the “**Saint Francis Insurance Policies**”); and (ii) a list of all pending claims and the claims history related to Saint Francis or any Saint Francis Controlled Subsidiary for the ten (10) year period prior to the Signature Date. To the Knowledge of Saint Francis, there are no claims related to Saint Francis or any Saint Francis Controlled Subsidiary under any such Saint Francis 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 Francis, neither Saint Francis nor any Saint Francis Controlled Subsidiary has received any written notice of cancellation of, premium increase with respect to, or alteration of coverage under, any of such Saint Francis Insurance Policies. All Saint Francis 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 Francis, none of Saint Francis or any Saint Francis Controlled Subsidiary is in default under, or has otherwise failed to comply with, in any material respect, any provision contained in any such Saint Francis Insurance Policies. The Saint Francis Insurance Policies are sufficient for compliance with all applicable Laws and Contracts to which either Saint Francis or any Saint Francis Controlled Subsidiary is a party. True and complete copies of the Saint Francis Insurance Policies have been made available to Trinity Health.

Section 6.26 Medical Staff. The Saint Francis Hospitals have 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 Francis has made available to Trinity Health a true and complete copy of medical staff privilege and membership application

forms used by the Saint Francis 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 the Saint Francis Hospitals and physicians, physician groups, or other members of its medical staff. Except as previously disclosed by Saint Francis to Trinity Health in writing, there are no pending or, to the Knowledge of Saint Francis, threatened appeals, challenges, disciplinary or corrective actions, or disputes involving applicants, staff members, or health professionals at the Saint Francis Hospitals. To the Knowledge of Saint Francis, no member of the medical staff of the Saint Francis Hospitals (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 Kaufman Hall, 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 Francis or any Saint Francis Controlled Subsidiary.

Section 6.28 Due Diligence. Saint Francis has provided or caused to be provided to Trinity Health and its Representatives all information and documents regarding the business operations and facilities of Saint Francis and the Saint Francis Controlled Subsidiaries that have been requested by Trinity Health in connection with Trinity Health's due diligence review in connection with the transaction contemplated by this Agreement. In that regard, Saint Francis 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 Trinity Health, or its Representatives, prior to the Closing Date.

Section 6.29 Full Disclosure. No representation or warranty by Saint Francis 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 Trinity Health by Saint Francis 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 Francis nor any other Person has made or makes any other express or implied representation or warranty, either written or oral, on behalf of Saint Francis.

ARTICLE VII REPRESENTATIONS AND WARRANTIES OF TRINITY HEALTH

Except as set forth in the Disclosure Schedules or as otherwise set forth below, Trinity Health represents and warrants to Saint Francis 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 Trinity Health prior to the Closing Date.

Section 7.01 Organization and Corporate Authority. 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. 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. Trinity Health has not 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. Trinity Health has not 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 Trinity Health (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 on the part of Trinity Health. This Agreement has been duly executed and delivered by Trinity Health and constitutes a valid and legally binding obligation of Trinity Health, enforceable against Trinity Health in accordance with its terms, subject to Applicable Exceptions.

Section 7.04 No Conflicts; Consents. The execution, delivery and performance by Trinity Health 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) result in a violation or breach of any provision of the articles of incorporation or bylaws of Trinity Health; (b) conflict with or result in a violation or breach of any provision of any Law or Governmental Order applicable to Trinity Health; 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 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 Trinity Health. No consent, approval, Permit, Governmental Order, declaration or filing with, or notice to, any Governmental Authority is required by or with respect to 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 Trinity Health.

Section 7.05 Brokers. Except for Citi Group Global Markets, Inc., 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 Trinity Health.

Section 7.06 Legal Proceedings. There are no actions, suits, claims, investigations or other legal proceedings pending or, to Trinity Health's Knowledge, threatened against or by Trinity Health or any Affiliate of Trinity Health 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 Trinity Health.

Section 7.07 Financial Statements. Trinity Health has (i) made available the following to Saint Francis: (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 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, Trinity Health and each Sisters of Providence Subsidiary are in material compliance with all Laws applicable to the business, properties and assets of Trinity Health and the Sisters of Providence 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 Trinity Health nor any Sisters of Providence Subsidiary has received notice of any violation of any such Laws nor, to the Knowledge of Trinity Health, does there exist any facts which would provide a basis for such claims.

(b) All Permits required for Trinity Health and the Sisters of Providence Subsidiaries to conduct their business as currently conducted or for the ownership and use of their assets have been obtained by Trinity Health and the Sisters of Providence 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 with respect to Trinity Health. All fees and charges with respect to such Permits have been paid in full. Trinity Health has disclosed to Saint Francis all current material Permits issued to the Sisters of Providence 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) Trinity Health has made available to Saint Francis 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 Sisters of Providence Subsidiaries. The Sisters of Providence Subsidiaries are in compliance in all material respects with applicable fire code regulations. The Sisters of Providence Subsidiaries have 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 Sisters of Providence 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 Sisters of Providence Subsidiaries with respect to any patient complaints have been paid in full.

Section 7.09 Medicare Participation/Accreditation

(a) The Sisters of Providence Providers are eligible without restriction for participation in the Government Programs and have current and valid provider contracts with the Government Programs. To the Knowledge of Trinity Health, the Sisters of Providence Providers 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 Trinity Health, threatened, any proceeding or investigation under the Government Programs involving the Sisters of Providence Providers. Trinity Health has made available to Saint Francis true and complete copies of the most recent Government Program survey reports and all plans of correction, if any, which the Sisters of Providence Providers were required to submit 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 Sisters of Providence 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 Trinity Health, all of such cost reports filed by the Sisters of Providence Providers are complete and correct in all material respects and such cost reports do not claim, and none of the Sisters of Providence 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 Sisters of Providence Providers have been furnished to Saint Francis. 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 the Sisters of Providence Providers.

(c) The billing practices of the Sisters of Providence 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 Trinity Health, 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 Sisters of Providence 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.

(d) Mercy Medical Center is duly accredited with no material contingencies by the Joint Commission or by any other accrediting bodies. Trinity Health has made available to Saint Francis each accreditation survey report and deficiency list prepared by the Joint Commission for the past three (3) years and Mercy Medical Center's 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 7.10 Compliance Programs

(a) To the Knowledge of Trinity Health, during the past five (5) years, each of the Sisters of Providence Providers has 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 applicable to the operations of the Sisters of Providence Providers, 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 Sisters of Providence or its designee to confirm that all employees, independent contractors, consultants, medical staff members, and other Persons providing any services under any Contract with Sisters of Providence or any Sisters of Providence Subsidiary are not, as of the date of such search, excluded, debarred or otherwise ineligible to participate in the Government Programs. Neither Trinity Health, Sisters of Providence, nor any Sisters of Providence Subsidiary has received written notice that (i) any Person providing services under a Contract with Sisters of Providence or any Sisters of Providence Subsidiary or (ii) any employee, contractor, or medical staff member performing services for Sisters of Providence or any Sisters of Providence 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) Trinity Health has made available to Saint Francis all records, audit reports and logs maintained by or behalf of the Sisters of Providence 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 Francis, to the Knowledge of Trinity Health, there are no actual or potential violations by any of the Sisters of Providence 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 Sisters of Providence nor any Sisters of Providence 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 Trinity Health, 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 Trinity Health, 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 Trinity Health, 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 Trinity Health, that Sisters of Providence or any Sisters of Providence 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 7.12 HIPAA. To the Knowledge of Trinity Health, Mercy Medical Center and each other Sisters of Providence 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 Sisters of Providence or any Sisters of Providence 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 Sisters of Providence or a Sisters of Providence Subsidiary pursuant to HIPAA is set forth on **Schedule 7.12**.

Section 7.13 Financial Capacity. Trinity Health currently has the financial capacity to perform all of its obligations under this Agreement without any conditions or contingencies.

Section 7.14 Due Diligence. Trinity Health has provided or caused to be provided to Saint Francis and its Representatives all information and documents regarding the business operations and facilities of Trinity Health, Sisters of Providence and the Sisters of Providence Subsidiaries that have been requested by Saint Francis in connection with Saint Francis’s due diligence review in connection with the transaction contemplated by this Agreement. In that regard, Trinity Health acknowledges and agrees 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 Francis, or its Representatives, prior to the Closing Date.

Section 7.15 Full Disclosure. No representation or warranty by 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 Francis by Trinity Health

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 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 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 Trinity Health (which consent shall not be unreasonably withheld or delayed), Saint Francis shall, and shall cause the Saint Francis Controlled Subsidiaries to, (i) conduct the business of Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries. Trinity Health agrees that Saint Francis may enter into definitive agreements relating to acquisitions of or strategic affiliations with Johnson Memorial Medical Center, Inc., Johnson Memorial Hospital, Inc. and certain affiliates (collectively, “**Johnson**”), on terms substantially consistent with those previously disclosed in writing by Saint Francis to Trinity Health. Saint Francis will keep Trinity Health apprised of any discussions occurring between the Signature Date and the Effective Date regarding Johnson and any other strategic transactions. Any material change to the Johnson transaction will be subject to Trinity Health’s prior written consent, which will not be unreasonably withheld or delayed. Following the Effective Date, Trinity Health will honor and will cause Saint Francis to honor all of Saint Francis’s obligations to Johnson under any definitive agreements between Saint Francis and Johnson, so long as such agreements are substantially consistent with those previously disclosed in writing by Saint Francis to Trinity Health.

(b) From the date hereof until the Effective Date, except as consented to in writing by Trinity Health, Saint Francis (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 Trinity Health’s prior written consent, which will not be unreasonably delayed, and (iii) shall notify Trinity Health of any event or condition described in **Section 6.08(f), (g), (j), or (l)**. Saint Francis shall promptly notify 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 to Saint Francis becoming the New RHM and part of Trinity Health. 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 Francis shall (a) afford Trinity Health and its 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 Francis and the Saint Francis Controlled Subsidiaries; (b) furnish Trinity Health and its Representatives with such financial, operating and other data and information related to Saint Francis and the Saint Francis Controlled Subsidiaries as Trinity Health or any of its Representatives may reasonably request; and (c) instruct the Representatives of Saint Francis to cooperate with Trinity Health in its investigation of Saint Francis and the Saint Francis Controlled Subsidiaries; provided, however, that any such investigation shall be conducted during normal business hours upon reasonable advance notice to Saint Francis, under the supervision of Saint Francis' personnel and in such a manner as not to interfere with the conduct of the business of Saint Francis and the Saint Francis Controlled Subsidiaries.

(b) From the date hereof until the Closing, Trinity Health shall furnish Saint Francis and its Representatives with such financial, operating and other data and information as is reasonably necessary in the reasonable opinion of Saint Francis to demonstrate Trinity Health's ability to satisfy its 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 its 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 the Saint Francis Providers, 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, Trinity Health and Saint Francis 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 Trinity Health 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 and Saint Francis 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 Francis will deliver to Trinity Health true and complete copies of the unaudited consolidated financial statements for Saint Francis and the Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries as of, and for the month ended on, the date thereof and which shall properly reflect all liabilities incurred by Saint Francis and the Saint Francis 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 Francis shall deliver to Trinity Health a copy of the audited financial statements of Saint Francis and each Saint Francis Controlled Subsidiary for fiscal year ending September 30, 2014, within five (5) days of their completion.

Section 8.06 Employment Matters.

(a) Subject to Trinity Health's due diligence review and further discussions between Trinity Health and Saint Francis between the Signature Date and the Closing Date, (i) all employees of Saint Francis and the Saint Francis Controlled Subsidiaries as of the Effective Date (the "**Saint Francis 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, (ii) all current employment policies, commitments and benefit plans of Saint Francis and the Saint Francis Controlled Subsidiaries will remain in effect after the Effective Date until the same are amended, modified, replaced or terminated, and (iii) all collective bargaining agreements or Contracts with any union, works council or labor organization to which Saint Francis or a Saint Francis Controlled Subsidiary is a party will be honored according to their respective terms. The employment of the Saint Francis Employees will continue to be at-will following the Effective Date and Trinity Health, the New RHM or a Saint Francis Controlled Subsidiary shall have the authority to make changes regarding the terms or conditions of employment of the Saint Francis Employees consistent with the business needs of the New RHM.

(b) As soon as reasonably practicable, and consistent with the obligations under applicable collective bargaining agreements in effect at the Effective Date, the Saint Francis Employees shall be provided benefits comparable to those provided to other similarly situated employees of Trinity Health. Service credit will be granted to the Saint Francis Employees under Trinity Health's 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 unless required by collective bargaining agreement), life, disability, vacation or paid time-off, severance and similar plans of Trinity Health in which the Saint Francis Employees are eligible to participate after the Effective Date for their continuous employment with Saint Francis or a Saint Francis Controlled Subsidiary from their most recent hire date by Saint Francis or a Saint Francis 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 Francis 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 Trinity Health is recognized under any such plan, program, policy or arrangement, and will not be granted to the extent such treatment would result in duplicative benefits for the same period of service, or 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 Francis 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 Francis 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 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 Francis, on behalf of itself and each Saint Francis 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 Francis and the Saint Francis 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 Francis or an applicable Saint Francis Controlled Subsidiary does not replace or maintain a policy that is a "claims-made" policy, Saint Francis will or cause the applicable Saint Francis 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 Francis shall or shall cause the applicable Saint Francis 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 Francis 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 Francis will or cause the applicable Saint Francis 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 Francis 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) Saint Francis has provided Trinity Health copies of the following: (i) First American Title Insurance Company (“**FATIC**”) Loan Policy No. CTLe-288816760, issued to U.S. Bank National Association, as Master Trustee, and State of Connecticut Health and Educational Facilities Authority (the “**Original Title Policy**”), (ii) a FATIC Endorsement to the Original Title Policy dated as of September 30, 2010, and (iii) a FATIC Mortgage Modification Endorsement, Same as Survey Endorsement, and Zoning Completed Structure Endorsement to the Original Title Policy, each dated as of January 24, 2014 (collectively, the “**Existing Title Policies**”). Prior to the Closing Date, Saint Francis shall obtain a current title commitment (the “**Title Commitment**”) issued by FATIC or another national title insurance company selected by Saint Francis and reasonably acceptable to Trinity Health (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**”) to Trinity Health 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 Francis shall promptly upon receipt provide a copy of the Title Commitment and, upon request, each exception document to Trinity Health.

(b) Trinity Health may, at its expense, obtain current as built surveys of any parcels of Insured Real Property (each a “**Survey**”), as it elects. Trinity Health shall promptly upon its receipt furnish a copy of any Survey to Saint Francis and to the Title Company. Trinity Health 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 Trinity Health objects to any matters (other than Permitted Encumbrances) in the Title Commitment or Survey of the applicable Insured Real Property, Trinity Health shall notify Saint Francis in writing prior to the expiration of the applicable Review Period. In the event Trinity Health objects to such matters contained in any Title Commitment or Survey, then Saint Francis shall either (i) cure or cause such objections to be cured, or (ii) within fifteen (15) days following Trinity Health’s notification to Saint Francis

of its objection regarding such Insured Real Property, inform Trinity Health that it is unwilling or unable to cure some or all of such objections. If Saint Francis is unable or unwilling to cure such matters, then Trinity Health may either (A) consummate the transaction contemplated by this Agreement, in which event such uncured matters to which Trinity Health 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 Francis of affirmative insurance coverage insuring that an exception to title reflected in the Existing Title Policies provided to Trinity Health 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 Francis shall, at Trinity Health's option, 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 Trinity Health 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 two (2) 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 Trinity Health 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 to Trinity Health good and marketable fee simple title to the Insured Real Property subject only to Permitted Encumbrances. At Closing, Saint Francis shall pay the premiums for the Title Policies.

(d) Trinity Health also shall exercise good faith efforts to notify Saint Francis 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 Francis has made available to Trinity Health as of the Signature Date as part of Trinity Health's due diligence review.

Section 8.09 Transfer Taxes. All transfer or similar taxes (including any penalties and interest) incurred in connection with the transfer of the Owned Real Property pursuant to this Agreement, if any, and the other Transaction Documents shall be borne and paid by Saint Francis when due. All recording fees in connection with causing title to the Owned Real Property to be in the condition required by this Agreement shall be borne and paid by Saint Francis when due.

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. 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 Francis and 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 Francis and Trinity Health shall further update such Disclosure Schedules so that they are current through the Closing Date and are reasonably acceptable to Trinity Health and Saint Francis, 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.

ARTICLE IX CONDITIONS TO CLOSING

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

(a) 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;

(b) All of the covenants and obligations that Saint Francis 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;

(c) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to Saint Francis, 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 Francis;

(d) Saint Francis shall have executed and delivered to Trinity Health all of the documents, agreements, certificates and deliverables required to be executed or delivered by Saint Francis pursuant to **Section 5.02**;

(e) All corporate approvals necessary to effectuate this Agreement and the transaction contemplated by this Agreement have been obtained by Saint Francis;

(f) 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 Francis as a result of which Trinity Health reasonably and in good faith deems it inadvisable to proceed with the transaction;

(g) Neither Saint Francis nor any Saint Francis 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 Francis or any Saint Francis Controlled Subsidiary;

(h) 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;

(i) All material consents, waivers and estoppels of any third parties or Government Authorities which are reasonably necessary, in the opinion of Trinity Health, to effectively complete the transaction contemplated by this Agreement or to operate Saint Francis and the Saint Francis 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 Trinity Health and Saint Francis pursuant to a separate agreement;

(j) Trinity Health and Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries will have been received by Trinity Health or will continue without interruption in the name of Trinity Health or in the names in which the licenses are currently issued without further action on the part of Trinity Health;

(k) Trinity Health shall have received documentation, assurances, or other satisfactory evidence that the Medicare and Medicaid certifications of the Saint Francis Providers will continue without interruption as of and after the Effective Date and that the facilities and operations of Saint Francis and the Saint Francis 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;

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

(m) Saint Francis shall have furnished Trinity Health with:

(i) complete and accurate copies of the Disclosure Schedules for which Saint Francis is responsible under this Agreement current as of the Closing Date that are reasonably acceptable to Trinity Health; provided, however, (1) Trinity Health shall exercise good faith efforts to notify Saint Francis of any objections to the Disclosure Schedules provided as of the Signature Date by Saint Francis to Trinity Health, and (2) all such Disclosure Schedules and any new Disclosure Schedules or updates to the Disclosure Schedules shall be deemed reasonably acceptable to 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 Francis and the Saint Francis Controlled Subsidiaries;

(iii) custody of all Contracts of Saint Francis and the Saint Francis 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 Francis, reasonably satisfactory in form and substance to Trinity Health, certifying that (a) each covenant and agreement to be performed by Saint Francis 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 Francis 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 Trinity Health, as may be required to give effect to this Agreement.

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

(a) 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;

(b) All of the covenants and obligations that Trinity Health 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;

(c) From the Signature Date, there shall not have occurred any Material Adverse Effect with respect to Trinity Health, 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 Trinity Health;

(d) Trinity Health shall have executed and delivered to Saint Francis all of the documents, agreements, certificates and deliverables required to be executed or delivered by Trinity Health pursuant to **Section 5.02**;

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

(f) 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 Francis as a result of which Saint Francis reasonably and in good faith deems it inadvisable to proceed with the transaction;

(g) Trinity Health shall not (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 Trinity Health;

(h) 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;

(i) All material consents, waivers and estoppels of any third parties which are reasonably necessary, in the opinion of Saint Francis, 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 by Trinity Health;

(j) Trinity Health and Saint Francis 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 Francis and the Saint Francis Controlled Subsidiaries will have been received by Trinity Health or will continue without interruption in the name of Trinity Health or in the names in which the licenses are currently issued without further action on the part of Trinity Health;

(k) All canonical approvals for Saint Francis to consummate the transaction contemplated by this Agreement shall have been received;

(l) The Dadlez Employment Agreement shall have been fully executed and delivered; and

(m) Trinity Health shall have furnished Saint Francis with:

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

(ii) certificates signed by an authorized officer of Trinity Health, reasonably satisfactory in form and substance to Saint Francis, certifying that (a) each covenant and agreement to be performed by 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 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 Francis, 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 Francis and Trinity Health;
- (b) by Trinity Health by written notice to Saint Francis if:

- (i) Trinity Health 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 Saint Francis 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 Francis by March 31, 2016; or

- (ii) any of the material conditions set forth in **Section 9.01** shall not have been fulfilled by March 31, 2016, unless such failure shall be due to the failure of 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 Francis by written notice to Trinity Health if:

- (i) Saint Francis 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 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 Trinity Health by March 31, 2016; or

- (ii) any of the conditions set forth in **Section 9.02** shall not have been fulfilled by March 31, 2016, unless such failure shall be due to the failure of Saint Francis 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 Trinity Health or Saint Francis 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.

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 Francis and Trinity Health agree to split equally the filing fees incurred by Saint Francis and Trinity Health in connection with (i) any filings or submissions under the HSR Act; (ii) obtaining all CONs necessary to transfer ownership of the Saint Francis Providers, and (iii) obtaining all Permits required by Law to operate the licensed components of Saint Francis and the Saint Francis 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 Trinity Health:

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

If to Saint Francis:

Saint Francis Care, Inc.
114 Woodland Street
Hartford, Connecticut 06105
Attn: President & Chief Executive Officer

With a copy to:

General Counsel
Trinity Health
20555 Victor Pkwy
Livonia, MI 48152

With a copy to:

Thomas S. Marrison
Hinckley, Allen & Snyder LLP
20 Church Street
Hartford, Connecticut 06103

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.

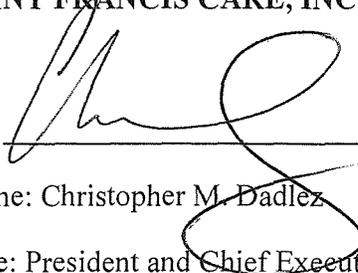
Section 11.13 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall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

TRINITY HEALTH CORPORATION

By:  _____

By: _____

Name: Christopher M. Dadlez

Name: Richard J. Gilfillan, M.D.

Title: President and Chief Executive Officer

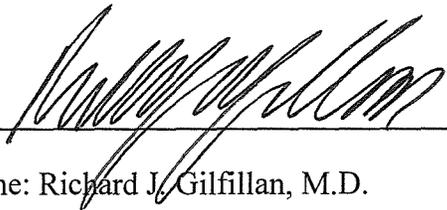
Title: President and Chief Executive Officer

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 FRANCIS CARE, INC.

TRINITY HEALTH CORPORATION

By: _____

By:  _____

Name: Christopher M. Dadlez

Name: Richard J. Gilfillan, M.D.

Title: President and Chief Executive Officer

Title: President and Chief Executive Officer

EXHIBITS

- Exhibit A..... Saint Francis Exempt Subsidiaries
- Exhibit B..... Saint Francis Controlled Subsidiaries
- Exhibit C..... Trinity Health System Authority Matrix
- Exhibit D..... Saint Francis Amended and Restated
Certificate of Incorporation and Amended
and Restated Bylaws
- Exhibit E..... Saint Francis Controlled Subsidiaries'
Amended and Restated Certificate of
Incorporation and Amended and Restated
Bylaws

DISCLOSURE SCHEDULES

Schedule 1A.....	Knowledge of Saint Francis
Schedule 1B.....	Knowledge of Trinity Health
Schedule 3.02.....	Board of Directors and Officers of New 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 Francis and the Saint Francis 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
Schedule 6.14(b).....	Governmental Orders, Judgments, Penalties, Awards
Schedule 6.15(a).....	Compliance With Laws/Permits
Schedule 6.16(a).....	Government Program Survey Reports
Schedule 6.16(b).....	Reimbursement Claims
Schedule 6.16(d).....	Accreditation Survey Report and Deficiency List
Schedule 6.19.....	Breach Notifications
Schedule 6.22(a).....	Employee Benefit Plans
Schedule 6.22(c).....	Employee Pension Benefit 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

**ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST
OF SAINT FRANCIS CARE, INC.**

For the consideration set forth in that certain Membership Transfer Agreement dated December 17, 2014, by and between Trinity Health Corporation, an Indiana nonprofit corporation (“**Assignee**”), and Saint Francis Care, Inc., a Connecticut non-stock corporation (“**Saint Francis**”), on behalf of itself and its wholly owned or controlled subsidiaries, the adequacy and receipt of which is hereby acknowledged, the Most Reverend Leonard P. Blair, S.T.D., Archbishop of Hartford (“**Assignor**”), being the sole member of Saint Francis, hereby assigns and conveys all of the Assignor’s right, title and interest in and to one hundred percent (100%) of the membership interest in Saint Francis (the “**Membership Interest**”) to Assignee. Assignee hereby accepts the assignment and conveyance of all of Assignor’s right, title and interest in and to the Membership Interest. Assignee is hereby admitted as the sole member of Saint Francis.

Assignor and Assignee shall execute and deliver to each other or any other necessary party any such other documents that may be necessary or desirable to effectuate this assignment. Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Membership Transfer Agreement.

This agreement may be executed in counterparts, each of which shall be deemed an original and together shall constitute one agreement with the same effect as if the parties had signed the same signature page.

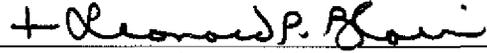
Signatures on the Following Page

IN WITNESS WHEREOF, Assignor and Assignee execute and deliver this Assignment and Assumption of Membership Interest of Saint Francis *Care*, Inc. as of the Effective Date.

ASSIGNOR:

ASSIGNEE:

TRINITY HEALTH CORPORATION



Most Reverend Leonard P. Blair, S.T.D.
Archbishop of Hartford

By: _____

Name: Richard J. Gilfillan, M.D.

Title: President and Chief Executive Officer

IN WITNESS WHEREOF, Assignor and Assignee execute and deliver this Assignment and Assumption of Membership Interest of Saint Francis *Care*, Inc. as of the Effective Date.

ASSIGNOR:

Most Reverend Leonard P. Blair, S.T.D.
Archbishop of Hartford

ASSIGNEE:

TRINITY HEALTH CORPORATION

By: _____

Name: Richard J. Gilfillan, M.D.

Title: President and Chief Executive Officer

The Official Catholic Directory®

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In preparation for the 2015 Edition of The Official Catholic Directory, please fill out the form below to ensure your tax-exempt status.

Institution Code: (HRT-3499)

Please sign and return by September 29, 2014 to the address below:

**Saint Francis Hospital and Medical Center
Attn: Christopher M. Dadlez
114 Woodland St.
Hartford, CT 06105-1299**

**Archdiocese of Hartford
Attn: Rev. Msgr. John McCarthy, Chancellor
134 Farmington Ave.
Hartford, CT 06105-3784**

Please make changes to your questionnaire mailing address here. All other addresses should be updated where listed below. Please note that the mailing address cannot be outside the diocesan boundaries.

Please provide contact/attention name, if applicable. Attention: _____

Important: Please review all information and print clearly. Cross out any data that is no longer valid. If adding new people please include their full name, religious order initials, ordination year, position held (e.g. Admin., Prin., Exec., Dean, etc.) and Person ID numbers when available (for office use).

Organization ID: 73215 (Office Use Only)

Organization Name: Saint Francis Hospital and Medical Center

Placement City: Hartford

Employer Identification Number (EIN): 060646813

(EIN will not publish)

Street: 114 Woodland St.

City: Hartford

State: CT

Zip: 06105-1299

Phone: 860-714-4000

Fax: 860-714-8030

Email: pastoralcare@stfranciscare.org

Web: www.stfranciscare.com

Statistical Information:

Licensed Beds 617

Bassinets 65

Outpatient Visits 297814

Inpatient Visits 31781

Observation 3036

Staff 4312

Personnel

Person ID: 185718

Name: Christopher M. Dadlez

Position Held/Office: Pres. & CEO

Email (This will be suppressed from print):
cdadlez@stfrancis.org

Person ID: 38534

Name: Stephen Surprenant

Position Held/Office: Vice Pres. Mission Integration

Email (This will be suppressed from print):
ssurpren@stfranciscare.org

Person ID: 210899

Name: Suzanne Nolan

Position Held/Office: Dir. Pastoral Care & Chap.

Email (This will be suppressed from print):
sunolan@stfranciscare.org

Person ID: 276089

Name: Suzanne Carnes

Position Held/Office: Chap.

Email (This will be suppressed from print):
scarnes@stfranciscare.org

Person ID: 38499

Name: Rev. Mark Bonsignore

Position Held/Office: Chap.

Ordination Year: 95

Email (This will be suppressed from print):
mbonsign@stfranciscare.org

Person ID: 230679

Name: Roy McAlpin

Position Held/Office: Chap.

Email (This will be suppressed from print):
rmcalpin@stfranciscare.org

Person ID: 316131

Name: Elaine St. Peter

Position Held/Office: Media Rels. Mgr.

Email (This will be suppressed from print):
estpeter@stfranciscare.org

Person ID: 302553

Name: John Swift

Position Held/Office: Supvr. Clinical Pastoral Ed.

Email (This will be suppressed from print):
jswift@mchct.org

Person ID: 302554

Name: Rev. Ute Schmidt

Position Held/Office: Coord. Clinical Pastoral Ed.

Email (This will be suppressed from print):
uschmidt@stfranciscare.org

In Res:

Person ID: 78371

Name: Rev. Elias Menuba

Position Held/Office: Chap.

Ordination Year: 74

Email (This will be suppressed from print):
emenuba@stfranciscare.org

Organization ID: 73220 (Office Use Only)

Organization Name: The Women's Auxiliary of Saint Francis Hospital and Medical Center

Employer Identification Number (EIN):

(EIN will not publish)

Name: The Women's Auxiliary of Saint Francis Hospital and Medical Center

Phone: 860-714-4558

Fax: 860-714-7809

Person ID: 316132

Name: Anita Schepker

Position Held/Office: Pres.

Email (This will be suppressed from print):
aschepke@stfranciscare.org

Organization ID: 73222 (Office Use Only)

Organization Name: Asylum Hill Family Medicine Center, Inc.

Employer Identification Number (EIN):

(EIN will not publish)

Name: Asylum Hill Family Medicine Center, Inc.

Phone: 860-714-4212

Fax: 860-714-8079

Web: stfranciscare.org

Organization ID: 73223 (Office Use Only)

Organization Name: Saint Francis Care, Inc.

Placement City: Hartford

Employer Identification Number (EIN): 06-1491191

(EIN will not publish)

Name: Saint Francis Care, Inc.
Street: 114 Woodland St.
City: Hartford
State: CT
Zip: 06105
Phone:
Fax:

Organization ID: 533100 (Office Use Only)

Organization Name: Saint Francis Medical Group, Inc.

Placement City: Hartford
Employer Identification Number (EIN): 06-1450168
(EIN will not publish)
Street: 114 Woodland St.
City: Hartford
State: CT
Zip: 06105
Phone:
Fax:

Organization ID: 533101 (Office Use Only)

Organization Name: Saint Francis Emergency Medical Group, Inc.

Placement City: Hartford
Employer Identification Number (EIN): 45-1994612
(EIN will not publish)
Street: 114 Woodland St.
City: Hartford
State: CT
Zip: 06105
Phone:
Fax:

Organization ID: 73227 (Office Use Only)

Organization Name: Saint Francis Hospital and Medical Center Foundation, Inc.

Employer Identification Number (EIN):
(EIN will not publish)
Name: Saint Francis Hospital and Medical Center Foundation, Inc.
Street: 95 Woodland St.
City: Hartford
State: CT
Zip: 06105-1299
Phone: 860-714-4900
Fax: 860-714-8069

Web: stfranciscare.org

Person ID: 302555

Name: E. Merritt McDonough Jr.

Position Held/Office: Senior Vice Pres., Saint Francis Foundation & Chief Devel. Officer

Email: _____
(Email will be suppressed from print)

Organization ID: 73230 (Office Use Only)

Organization Name: Mount Sinai Rehabilitation Hospital, Inc.

Employer Identification Number (EIN):

(EIN will not publish)

Name: Mount Sinai Rehabilitation Hospital, Inc.

Street: 490 Blue Hills Ave.

City: Hartford

State: CT

Zip: 06112

Phone: 860-714-3500

Fax: 860-714-8550

Web: stfranciscare.org

Annual Organization Data

The totals given in this report cover a TWELVE MONTH PERIOD. You may use statistical projection at the end of the calendar or fiscal year, which ever is more convenient.

Where applicable please provide the following:

Bed Capacity:

Total Annually Assisted:

Total Staff:

Signature: _____

Title: _____

Date: _____

IMPORTANT: To ensure your tax-exempt status, return this questionnaire to Rev. Msgr. John McCarthy, Chancellor by September 29, 2014.

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

Between

TRINITY HEALTH CORPORATION

And

SAINT FRANCIS CARE, INC.

Dated as of December 17, 2014

**Exhibits and Schedules Updated as of
September 22, 2015**

EXHIBIT A

SAINT FRANCIS EXEMPT SUBSIDIARIES

Saint Francis Hospital and Medical Center

Mount Sinai Rehabilitation Hospital, Inc.

Saint Francis Hospital and Medical Center Foundation, Inc.

Asylum Hill Family Medicine Center, Inc.

Saint Francis Medical Group, Inc.

Saint Francis Emergency Medical Group, Inc.

One Thousand Corporation - This entity is a 501(c)2 organization.

EXHIBIT B

SAINT FRANCIS CONTROLLED SUBSIDIARIES

Saint Francis Hospital and Medical Center

Mount Sinai Rehabilitation Hospital, Inc.

Saint Francis Hospital and Medical Center Foundation, Inc.

Collaborative Laboratory Services, LLC

Asylum Hill Family Medicine Center, Inc.

Saint Francis Medical Group, Inc.

Saint Francis Emergency Medical Group, Inc.

One Thousand Corporation

Saint Francis Indemnity Company, LLC

Medworks, LLC

Saint Francis Behavioral Health Group, P.C.

Saint Francis Care Medical Group, P.C.

Total Laundry Collaborative, 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
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
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		
III	Appointments and Removals					
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 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				
IV	Strategy					
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	Finance Matters					
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 \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	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 \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	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)	
VI	New Organizations and Major Transactions					
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	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)	Recommend	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	People Centered Care					
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)	Recommends	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	Recommends	Approves	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)

Allegheny 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 FRANCIS CARE, INC. AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION AND AMENDED AND RESTATED BYLAWS**

[SEE ATTACHED]

**Amended and Restated Certificate of Incorporation of
Saint Francis Care, 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 Saint Francis Care, 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 Saint Francis Care, 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, or 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.

BYLAWS
OF
SAINT FRANCIS CARE, INC.
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: October 1, 2015

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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 Francis Care, 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 the Member, 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, 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 Trinity Health Corporation, which is the sole member of the Corporation.

"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 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 purpose 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 Trinity Health Corporation, an Indiana nonprofit corporation, or its successors or assigns.

Section 3.02 Trinity Health Authority

The following actions shall be reserved exclusively to Trinity Health as sole member of the Corporation. 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 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 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 Section 3.02, 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.

Section 3.03 Meetings of Trinity Health

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

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to 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 the policies and guidelines adopted by Trinity Health and carry out such responsibilities as shall be delegated to it by the Board of Directors of 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), subject to the ratification of the Chair by Trinity Health;
- (b) 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, and recommend such strategic plan to Trinity Health if required by the Trinity Health System Authority Matrix;

- (c) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the approval of the Board of Directors of the Corporation, recommend such Significant Finance Matters to Trinity Health if required by the Trinity Health System Authority Matrix;
- (d) Adopt and amend from time to time rules, regulations and policies for the conduct of the operations and affairs of the Corporation; and
- (e) Recommend to Trinity Health matters relating to the Corporation that require the approval or other action of Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

Trinity Health shall appoint a Board of Directors on the basis of qualifications and criteria established by Trinity Health. Except as otherwise authorized by action of Trinity Health, the members of the Corporation's Board of Directors shall include: (i) at least one representative of Trinity Health, designated by Trinity Health (who shall serve ex officio with vote) (the "Trinity Health Director"), (ii) the President of the Corporation (who shall serve ex officio with vote), (iii) if the Corporation operates or controls a hospital or medical center, at least one physician, (iv) at least two (2) members or associates of a Roman Catholic religious congregation, and (v) members of the local community. The Board should be comprised of directors from diverse backgrounds which reflect the population demographics of the community served, including gender, race, and ethnicity.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by Trinity Health 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) or 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 President 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 Trinity Health. 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 Trinity Health. 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 Trinity Health. 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. QUALITY OF CARE

The Board of Directors shall be responsible to develop a process for assuring the quality of care provided in the health care facilities and programs owned and operated by the Corporation's Affiliates. The Board shall assure that the Medical/Dental staff in each facility that has a Medical/Dental staff is organized pursuant to bylaws approved by the Affiliate's governing body, which shall include procedures for recommendations to the governing body 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.

Article VI. COMMITTEES

Section 6.01 Committees in General

The Executive Committee of the Board of Directors and such other committee 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 President, 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 respective 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 or until their successor is appointed. 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 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 President 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 accord with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, Vice-Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint 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 Trinity Health. The President shall be the Chief Executive Officer of the Corporation, and any vacancy in such office shall be filled by Trinity Health. The Chair (and any person or office that serves as the designated successor to the Chair) shall be elected by the Board and recommended for ratification to the Trinity Health Board of Directors by the Corporation's Board of Directors in a manner consistent with any applicable policy of Trinity Health. The Chair shall serve a term of one year and may be elected for a total of three (3) consecutive complete one (1) year terms. The Vice-Chair (unless the Vice-Chair serves as the designated successor to the Chair), Secretary and Treasurer of the Corporation shall be elected at the annual meeting of the Directors by the members of the Board of Directors. The Treasurer 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 and Vice-Chair

The Chair shall preside at all Board meetings and shall be an ex-officio voting member of all committees. The Vice-Chair shall act as Chair in the absence of the Chair and, when so acting, shall have all the authority and powers of the Chair.

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 Trinity Health 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 this 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 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 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 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 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

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.

Article X. MISCELLANEOUS

Section 10.01 Fiscal Year

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

Section 10.02 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 10.03 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 10.04 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 XI. AMENDMENT AND REVIEW

Section 11.01 Amendment

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

Section 11.02 Periodic Review

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

EXHIBIT A

System Authority Matrix (Refer to Exhibit C above)

EXHIBIT E

**SAINT FRANCIS CONTROLLED SUBSIDIARIES' AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION AND AMENDED AND RESTATED BYLAWS**

[SEE ATTACHED]

**Amended and Restated Certificate of Incorporation of
Saint Francis Hospital and Medical Center**

A Connecticut Nonstock Corporation

1. The present name of the Corporation is Saint Francis Hospital and Medical Center which was incorporated on October 15, 1959.
2. 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.
3. The text of the Amended and Restated Certificate of Incorporation is as follows:

ARTICLE I

Name

The name of the Corporation is Saint Francis Hospital and Medical Center

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 Francis Hospital and Medical Center, 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 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

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 Amended and Restated Certificate of Incorporation

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

BYLAWS
OF
SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: October 1, 2015

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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 Francis Hospital and Medical Center, 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 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 3.3 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 Treasurer 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 30th day of September of each year and shall begin on the 1st 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 (Refer to
Exhibit C above)

DISCLOSURE SCHEDULES

These Disclosure Schedules (these “Disclosure Schedules”) are being delivered pursuant to the terms of that certain Membership Transfer Agreement (the “Agreement”), dated as of December 17, 2014, by and between Trinity Health Corporation, an Indiana nonprofit corporation (“Trinity Health”), and Saint Francis Care, Inc., a Connecticut nonstock corporation (“Saint Francis”). The substitution of Trinity Health for the Archbishop of Hartford as the sole member of Saint Francis and the other transactions contemplated by the Agreement are referred to collectively in these Disclosure Schedules as the “Transaction”.

Capitalized terms used in these Disclosure Schedules 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 Trinity Health via the electronic data room set up for this transaction at <https://datasite.merrillcorp.com>.

Note: These Disclosure Schedules are current through September 22, 2015. The Parties have waived updates from the period from September 23, 2015 through October 1, 2015. Notwithstanding the foregoing, the Parties have disclosed the following items after September 22, 2015:

1. Offer Letter extended as of September 22, 2015 for Senior Vice President Business Growth Planning and Development, executed on September 24, 2015 for commencement on October 1, 2015.
2. Executed Offer Letter extended as of September 2, 2015 to Sandeep Gupta, MD as a surgeon in the Section of Cardiovascular Surgery at Saint Francis Hospital and Medical Center, as an employee of Saint Francis Medical Group, Inc. St. Francis is currently drafting an employment agreement with Dr. Gupta for commencement on January 13, 2016 or another mutually agreed upon date.
3. Executed Offer Letter extended as of September 2, 2015 to Christine Rizk, MD as a staff surgeon in the Department of Surgery at Saint Francis Hospital and Medical Center and Medical Director at the Comprehensive Women’s Center, as an employee of Saint Francis Medical Group, Inc. St. Francis is currently drafting an employment agreement with Dr. Rizk for commencement on January 13, 2016 or another mutually agreed upon date.
4. Saint Francis has separately provided Trinity Health with updated loss runs as of September 29, 2015.

The Parties note that additional updates after September 22, 2015 may also be included in these Disclosure Schedules.

SCHEDULE 1A

SAINT FRANCIS PERSONS INCLUDED IN “KNOWLEDGE” DEFINITION

Christopher M. Dadlez, President and Chief Executive Officer

John F. Rodis, Executive Vice President and Chief Operating Officer

David M. Bittner, Senior Vice President, Finance

Jennifer Schneider, Vice President, Finance

Jeanne Lubin-Szafranski, Vice President, General Counsel

Dawn Bryant, Senior Vice President, Human Resources

SCHEDULE 1B

TRINITY HEALTH PERSONS INCLUDED IN “KNOWLEDGE” DEFINITION

Agnes Hagerty, Deputy General Counsel

Daniel P. Moen, President and Chief Executive Officer, Sisters of Providence Health System

Andrei M. Costantino, Vice President of Integrity & Compliance

SCHEDULE 3.02

BOARD OF DIRECTORS AND OFFICERS OF NEW RHM

The 13 following Board Members have been appointed as of October 1, 2015:

Ellison Berns, MD
Judith Carey, RSM
Mary Caritas, SP
Christopher Herald Comey, MD
Christopher Dadlez
Karl Krapek
Joyce Mandell
Daniel O'Connell, Chair
Kevin O'Connor, Vice Chair
Timothy L. Prete
Curtis D. Robinson
Phil J. Schulz
John Sojoberg

The following positions have been authorized and will be named at a future date:

Trinity Health Representative
Sisters of Providence Representative
Saint Mary's Health System Representative (Clinician)
Two additional Saint Mary's Health System Representatives

The following Board Officers have been appointed as of October 1, 2015:

Daniel O'Connell, Chair
Kevin O'Connor, Vice Chair
Janeanne Lubin-Szafranski, Secretary
David Bittner, Treasurer

SCHEDULE 6.04

CONFLICTS: CONSENTS

Note: For each of the listed arrangements denoted by an asterisk, there are no express requirements to provide notice or obtain consent as a result of the transaction whereby Trinity Health will become the sole member of Saint Francis Care (the “Transaction”); however, language exists in the relevant documents that could be interpreted to require notice or consent. For each such arrangement, notice of the Transaction will be provided as a matter of courtesy and as expeditiously as possible following the Closing Date but in no event later than 30 days following the Closing Date. The Parties to the arrangements listed at 10, 11, and 12 under Notices, however, have been sent notice as of the Closing Date

Consents

1. *Aetna, Inc. Physician Group Agreement with Saint Francis Behavioral Health Group, PC (SFBHG) dated as of February 15, 2010. Section 6.4 allows Aetna to terminate the agreement due to the change of control of SFBHG to an entity not acceptable to Aetna. “Change of control” is not defined and could be interpreted to include the membership substitution contemplated by the Membership Transfer Agreement (MTA).
2. *The Urban League of Greater Hartford, Inc. Lease with SFHMC and Saint Francis Care, Inc. (SFC) dated as of September 14, 2012. Section 19.1(a) requires Landlord’s consent to any “Transfer”. The definition of “Transfer” in Section 19.1(a) does not include the membership substitution contemplated by the MTA, but the intended clarification of the definition of “Transfer” in Section 19.2 actually creates an ambiguity so that the term could be interpreted to include the membership substitution contemplated by the MTA.

Notices

1. *Anthem Health Plans, Inc. d/b/a Anthem Blue Cross and Blue Shield Facility Agreement with Saint Francis Hospital and Medical Center (SFHMC) dated as of January 1, 2012. Section 2.13 requires prompt written notice of any change in facility affiliation; Section 9.3 requires prior notice if the “Facility is acquired or controlled by any other entity through any manner”. These terms are not defined and could be interpreted to include the membership substitution contemplated by the MTA.
2. *Anthem Health Plans, Inc. d/b/a Anthem Blue Cross and Blue Shield Participating Rehabilitation Facility Agreement with The Rehabilitation Hospital of Connecticut, n/k/a Mount Sinai Rehabilitation Hospital, Inc. (MSRH), dated as of December 1, 2004. Section II (F)(1) requires 5 days’ advance notice of “any change in the ownership of the Facility”. “Change in ownership” is not defined and could be interpreted to include the membership substitution contemplated by the MTA.
3. *ComPsych Corporation Facility Agreement with SFHMC dated as of September 19, 2003. Section 5.1 requires immediate notification of “[a]ny changes in ... ownership”. “Change in ownership” is not defined and could be interpreted to include the membership substitution contemplated by the MTA.

4. *Integrated Health Plan, Inc. Participating Hospital Agreement with SFBHG dated as of February 22, 2008. Section II (O) requires *45 days' advance written notice* of "a sale or transfer of ownership of Hospital". "Sale or transfer of ownership" is not defined and could be interpreted to include the membership substitution contemplated by the MTA.
5. *Preferred Mental Health Management, Inc. Preferred Provider Agreement with SFHMC (undated; SFHMC was accepted into panel on January 13, 2005). Section 12.1.c requires notice of a "merger [or] acquisition" within 10 days of finalization. These terms are not defined and could be interpreted to include the membership substitution contemplated by the MTA.
6. *United Behavioral Health Facility Participation Agreement with SFHMC dated as of February 14, 2000. Section 6 requires notification within 10 days of knowledge of a change of ownership. "Change of ownership" is not defined and could be interpreted to include the membership substitution contemplated by the MTA.
7. *United HealthCare of New England and United Health Networks, Inc. Ancillary Provider Participation Agreement with Collaborative Laboratory Services, LLC (CLS) dated as of April 1, 2003. Section 6.1 requires notice within 10 days of any "change in Provider's ... ownership". "Change in ownership" is not defined and could be interpreted to include the membership substitution contemplated by the MTA.
8. *United HealthCare Insurance Company/United HealthCare of New England, Inc. Facility Participation Agreement with SFHMC dated as of February 1, 2006. Section 4.8 requires notice within 10 days of "any change in Facility's ... ownership [or] control." These terms are not defined and could be interpreted to include the membership substitution contemplated by the MTA.
9. *United HealthCare Insurance Company/United HealthCare of New England, Inc. Facility Participation Agreement with MSRH dated as of April 1, 2011. Section 4.8 requires notice within 10 days of "any change in Facility's ... ownership [or] control." These terms are not defined and could be interpreted to include the membership substitution contemplated by the MTA.
10. *State of Connecticut Department of Public Health Purchase of Service Contract with SFHMC, Contract #2014-0046, effective as of July 1, 2013.
 - Part II.A.7(a) requires notice of changes in officers and members of SFHMC's Board of Directors.
 - Part II.D.2(a)(1) requires 90 days' advance notice of "any fundamental changes in [SFHMC's] corporate status, including merger [or] acquisition". These terms are not defined but could be interpreted to include the membership substitution contemplated by the MTA.
 - Part II.D.2(a)(2) requires notice within 10 days after any change in SFHMC's certificate of incorporation or other controlling document or more than a controlling interest in the ownership of SFHMC. "Controlling interest" is not defined but could be interpreted to include the membership substitution contemplated by the MTA.

- Part II.A.7(b) allows the Department of Public Health (DPH) to determine whether to approve of these changes or terminate the Contract.
11. *State of Connecticut Department of Public Health Purchase of Service Contract with SFHMC, Contract #2015-0080, effective as of September 1, 2014
- Part II.A.7(a) requires notice of changes in officers and members of SFHMC’s Board of Directors.
 - Part II.D.2(a)(1) requires 90 days’ advance notice of “any fundamental changes in [SFHMC’s] corporate status, including merger [or] acquisition”. These terms are not defined but could be interpreted to include the membership substitution contemplated by the MTA.
 - Part II.D.2(a)(2) requires notice within 10 days after any change in SFHMC’s certificate of incorporation or other controlling document or more than a controlling interest in the ownership of SFHMC. “Controlling interest” is not defined but could be interpreted to include the membership substitution contemplated by the MTA.
 - Part II.A.7(b) allows the Department of Public Health (DPH) to determine whether to approve of these changes or terminate the Contract.
12. *State of Connecticut Department of Children and Families Purchase of Service Contract with SFHMC, Contract #16DCF0028AA, effective as of July 1, 2015.
- Part II.D.2(a)(1) requires 90 days’ advance notice of “any fundamental changes in [SFHMC’s] corporate status, including merger [or] acquisition”. These terms are not defined but could be interpreted to include the membership substitution contemplated by the MTA.
 - Part II.D.2(a)(2) requires notice within 10 days after any change in SFHMC’s certificate of incorporation or other controlling document or more than a controlling interest in the ownership of SFHMC. “Controlling interest” is not defined but could be interpreted to include the membership substitution contemplated by the MTA.
13. *Lease between Dorset Crossing, LLC and SFHMC dated as of April 27, 2011. Section 7.01 requires Landlord’s consent to assignment of the Lease, which consent will not be unreasonably withheld or delayed. Section 7.02(iii) defines “assignment” to include “any reorganization of Tenant”. “Reorganization” is not defined and could be interpreted to include the membership substitution contemplated by the MTA.
14. *Anthem Health Plans, Inc. d/b/a Anthem Blue Cross and Blue Shield Participating Provider Agreement with SFBHG, f/k/a PATH, PC, dated as of March 1, 2003. Section II.E requires notice within 7 days after the occurrence of any material changes in SFBHG’s ownership. “Change in ownership” is not defined but could be interpreted to include the membership substitution contemplated by the MTA.

Other consents and approvals disclosed as of December 17, 2014:

- Consents required pursuant to documents executed in connection with issuance of \$39,745,000 CHEFA Revenue Bonds, Series E

- Consents required pursuant to the documents executed in connection with issuance of \$50,000,000 CHEFA Revenue Bonds, Series H
- Consents required pursuant to documents executed in connection with issuance of \$60,000,000 CHEFA Revenue Bonds, Series I
- Consents required pursuant to the documents executed in connection with issuance of \$40,000,000 CHEFA Revenue Bonds, Series J
- Consents required pursuant to the documents executed in connection with issuance of \$35,000,000 CHEFA Revenue Bonds, Series K
- Consents required pursuant to the documents executed in connection with issuance of \$20,000,000 CHEFA Revenue Bonds, Series L
- Consents required pursuant to documents executed in connection with issuance of \$8,215,000 CHEFA Revenue Bonds, Series M
- Consents required pursuant to documents executed in connection with interest rate swap arrangements with Bank of America.
- Consents required pursuant to documents executed in connection with interest rate swap arrangements Morgan Stanley.

Update as of September 22, 2015:

Due to refunding of the outstanding bonds at closing and termination of the swaps, no consents are required for the above debt instruments.

Consent required pursuant to documents executed in connection with the \$5,000,000 line of credit with Bank of America.

Consents, approvals, Permits, Governmental Orders, declaration and filings with, or notices to the following Governmental Authorities were identified as possibly being required by or with respect to Saint Francis or the Saint Francis Controlled Subsidiaries 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. The status of these notices and consents as of September 22, 2015 is set forth below:

Roman Catholic Archdiocese of Hartford- Consent has been received.

Holy See, Roman Catholic Church-Consent has been received.

State of Connecticut Office of HealthCare Access-Consent has been received.

Office of the Attorney General of the State of Connecticut-Notice provided.

Federal Trade Commission-Hart Scott Rodino filing was made and the waiting period expired with no further action.

As of December 17, 2014, it was determined that consent may be required in respect of the following entities:

Saint Francis Health Care Partners, Inc.

Saint Francis GI Endoscopy, LLC

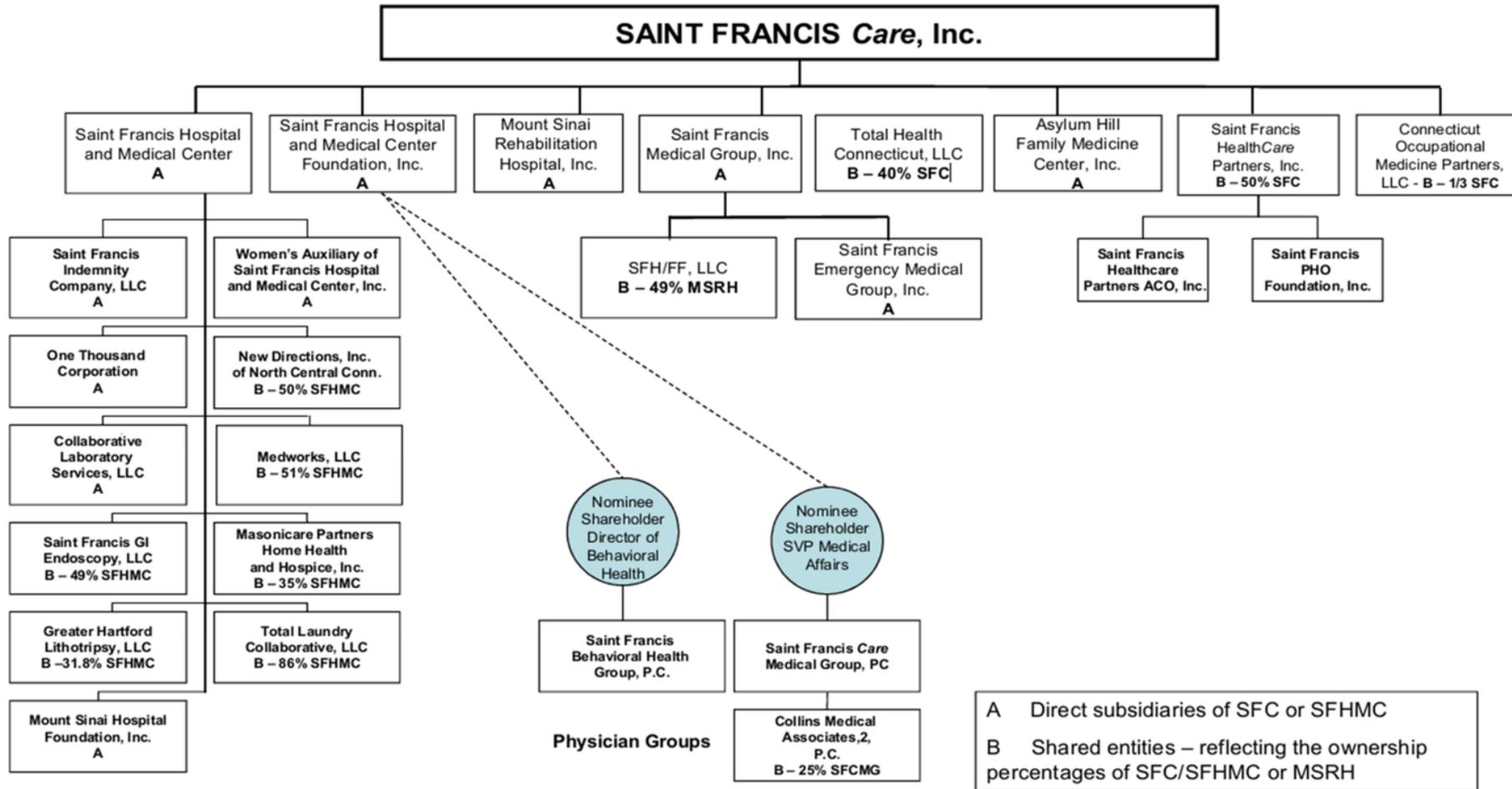
Greater Hartford Lithotripsy, LLC
Mount Sinai Hospital Foundation, Inc.
Masonicare Partners and Hospice, Inc.
Saint Francis Hospital Fitness Forum, LLC
Connecticut Occupational Medicine Partners, LLC

Update as of September 22, 2015:

Per further review, no consent required.

SCHEDULE 6.05
ORGANIZATIONAL CHART

[SEE ATTACHED]



SCHEDULE 6.08

ABSENCE OF CERTAIN CHANGES, EVENTS AND CONDITIONS

Section 6.08(a)

The class action complaint, dated July 21, 2015, brought by Carol Kemp-DeLisser on behalf of herself and all others similarly situated against Saint Francis Hospital and Medical Center, Saint Francis Hospital and Medical Center Finance Committee, Saint Francis Hospital and Medical Center Retirement Committee, and John Does 1-20.

Section 6.08(b)

- Saint Francis Care, Inc. amended its Certificate of Incorporation, dated June 17, 2015.
- Saint Francis Medical Group, Inc. amended and restated its Bylaws, dated March 26, 2015.
- Collaborative Laboratory Services, LLC amended and restated its Operating Agreement, dated April 24, 2015.
- Saint Francis Behavioral Health Group, PC amended and restated its Bylaws, dated March 2, 2015.
- Saint Francis Emergency Medical Group, Inc. amended and restated its Bylaws, dated March 26, 2015.
- Saint Francis Hospital and Medical Center, Inc. amended its Certificate of Incorporation and Bylaws to be effective October 1, 2015
- Saint Francis Care, Inc. amended its Certificate of Incorporation and Bylaws to be effective October 1, 2015
- Asylum Hill Family Medicine Center, Inc. amended its Certificate of Incorporation and Bylaws to be effective October 1, 2015
- Saint Francis Medical Group, Inc. amended its Certificate of Incorporation and Bylaws to be effective October 1, 2015
- Mount Sinai Rehabilitation Hospital amended its Certificate of Incorporation and Bylaws to be effective October 1, 2015

Section 6.08(c)

None.

Section 6.08(d)

None.

Section 6.08(e)

None.

Section 6.08(f)

None.

Section 6.08(g)

That certain letter, dated December 12, 2014, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the coverage position of Atlantic Specialty Insurance Company under the Healthcare Organization Liability Insurance policy with respect to the claims of Elizabeth Smith, M.D.

That certain letter, dated December 15, 2014, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the preliminary coverage analysis under the Healthcare Organization Liability Insurance policy with respect to the claims of Merry Bajana.

That certain reservation of rights letter received on October 14, 2014 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Tashema Coleman.

That certain denial of coverage letter, dated August 6, 2015, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the coverage position of Atlantic Specialty Insurance Company under the Healthcare Organization Insurance policy with respect to the claims of Carol Kemp-DeLisser on behalf of herself and all others similarly situated.

That certain letter, dated August 6, 2015, to Saint Francis Hospital and Medical Center from OneBeacon Professional Insurance regarding the coverage position of Atlantic Specialty Insurance Company under the Healthcare Organization Liability Insurance policy with respect to the claim Carol Kemp-DeLisser.

That certain reservation of rights letter received on September 1, 2015 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Estate of Katrina Kupec.

That certain reservation of rights letter received on September 2, 2015 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Baby Girl Johnson.

That certain reservation of rights letter received on September 2, 2015 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Estate of Gerald Desrochers.

That certain reservation of rights letter received on September 2, 2015 from Markel Company with regard to a coverage position under the Health Care Provider's Liability Policy with respect to the claim of Sandra Davis.

Section 6.08(h)

Letter of Credit between Saint Francis Hospital and Medical Center and Bank of America was increased from \$1,500,000 to \$2,250,000 effective 6/24/2015.

Section 6.08(i)

Sale of 115 and 117 Sigourney Street Hartford, CT on April 15, 2105

Sale of 1340 Sullivan Avenue South Windsor, CT June 5, 2015

Sale of Unit 21 and a portion of Unit 22 at 19 Woodland Street in December 2014.

Section 6.08(j)

On 8/27/15 a transformer outside of the Emergency Department (ED) failed and smoke vented into the ED and areas within the patient care tower. Approximately 30 patients were relocated from the ED to other areas of the hospital and we went on diversion until 2:00 a.m., full power was restored by 2:30 a.m. Engineering is working with our carrier who was put on notice within hours of the incident. The cause of the failure is still under investigation.

A current product defect/ installation claim is outstanding relating the construction of operating room floors. The deductible is \$250,000; however, cost to replace could be up to \$1.2 million.

Section 6.08(k)

Construction of regional corporate offices on the 5th floor of the Gengras Building for the NERHM executive team, which was not previously included in the FY 2015 capital budget, has been approved and is in process. The costs of these renovations are approximately \$1.5 million.

Section 6.08(l)

- In a letter dated October 13, 2014, Streamline Health, Inc. (“Streamline”) asserted that certain fees and payments due to Streamline under that certain Master Agreement by and between Streamline and Saint Francis Hospital and Medical Center dated January 30, 2013, as amended, were accelerated pursuant to the terms of the agreement in connection with the alleged wrongful termination of the contract by Saint Francis Hospital and Medical Center. Since December 1, 2014, there has been no further communication between the parties on this matter. Counsel has advised Saint Francis that Streamline Health would not likely be successful in its claim for \$914,496 and would likely only be entitled to recover any unpaid amounts for the value of services already performed, if any. Saint Francis has set a reserve of \$250,000.00 for this potential claim.
- K-Force invoices of roughly \$700,000 are currently in dispute and K-Force intends to pursue its claim in spite of issues raised regarding performance and prior attempts to settle.

Section 6.08(m)

None.

Section 6.08(n)

None. See cover page for disclosures after September 22, 2015.

Section 6.08(o)

None.

Section 6.08(p)

Purchase of Units 35, 37, 47 located at 19 Woodland Street Hartford, Connecticut on March 31, 2015. These are medical office building units acquired by Saint Francis Hospital and Medical Center for physician use.

Section 6.08(q)

None.

Section 6.08(r)

None.

SCHEDULE 6.09

MATERIAL CONTRACTS

Section 6.09(a)(i)

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective</u>
CareMedic Systems, Inc.	Services Agreement	Saint Francis Care	6/18/2007
MPB Group, LLC, The	Services Agreement	Saint Francis Hospital and Medical Center	10/30/2009
ClearEdge Power Finance, LLC (fka UTC Power Corporation)	Services Agreement	Saint Francis Hospital and Medical Center	9/8/2011
Intuitive Surgical, Inc.	License Agreement	Saint Francis Hospital and	9/27/2011
DVA Renal Healthcare, Inc.	Services Agreement	Saint Francis Hospital and	9/26/2012
AT&T	Services Agreement	Saint Francis Hospital and	3/30/2012
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
Wolters Kluwer Health, Inc.	License Agreement	Saint Francis Hospital and	11/6/2012
Beckman Coulter, Inc.	Services Agreement	Saint Francis Hospital and	12/21/2012
Fleetwood Leasing, LLC	Lease/Real Estate Transaction	Saint Francis Hospital and Medical Center	5/24/2013
KBE Building Corporation	Services Agreement	Saint Francis Hospital and Medical Center	8/13/2013
Frank Capasso & Sons, Inc.	Services Agreement	Saint Francis Hospital and	10/14/2013
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and	2/4/2014
Hewlett-Packard Financial Services Company	Financial Agreement (loan/credit)	Saint Francis Hospital and Medical Center	11/26/2013

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective</u>
ServiceNow, Inc.	Purchase/Sale Agreement	Saint Francis Hospital and	12/20/2013
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and	2/4/2014
Wolters Kluwer Health, Inc.	License Agreement	Saint Francis Hospital and Medical Center	5/1/2014
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and	5/5/2014
All Phase Enterprises Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/14/2014
Hewlett Packard Company	Services Agreement	Saint Francis Hospital and	4/1/2014
Bellin Memorial Hospital, Inc.	License Agreement	Saint Francis Hospital and	6/13/2014
Healthgrades Operating Company, Inc. (fka Health Grades, Inc.)	Services Agreement	Saint Francis Care, Inc.	10/1/2014
Smart Source of Boston, LLC d/b/a Smart Source Services	Services Agreement	Saint Francis Hospital and Medical Center	5/1/2007
Global Help Desk Services, Inc.	Services Agreement	Saint Francis Hospital and	7/22/2011
Allscripts, LLC	License Agreement	Saint Francis Hospital and	2/15/2010
Johnson Memorial Medical Center, Inc.	Affiliation Agreement	Saint Francis Care, Inc.	7/12/2012
Allscripts Healthcare, LLC + 2008 Software Access Agreement	Services Agreement	Saint Francis Hospital and Medical Center	12/27/2011
AT&T	Services Agreement	Saint Francis Hospital and	4/2/2001
AT&T Mobility National Accounts, LLC	Services Agreement	Saint Francis Hospital and Medical Center	12/23/2008
ClearEdge Power Finance, LLC (fka UTC Power Corporation)	Services Agreement	Saint Francis Hospital and Medical Center	9/8/2011
Connecticut Joint Replacement Surgeons,	Consulting Agreement	Saint Francis Hospital and	10/1/2011

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective</u>
LLC, The			
Epic Systems Corporation	License Agreement	Saint Francis Hospital and	9/25/2012
Daniels Sharpsmart, Inc.	Services Agreement	Saint Francis Hospital and	2/15/2011
DVA Renal Healthcare, Inc.	Services Agreement	Saint Francis Hospital and	9/26/2012
EMCOR/New England Mechanical Services, Inc.	Services Agreement	Saint Francis Hospital and Medical	1/1/2010
Orion Health, Inc.	License Agreement	Saint Francis Hospital and	3/28/2013
NDCHealth Corporation d/b/a RelaytHealth	Services Agreement	Saint Francis Hospital and Medical	12/22/2008
Nuance Communications, Inc.	Services Agreement	Saint Francis Hospital and	5/31/2013
General Electric Company, by and through its GE Healthcare Division	License Agreement	Asylum Hill Family Medicine Center, Inc.	1/26/2011
ChimeNet, Inc.	Services Agreement	Saint Francis Hospital and	6/27/2013
Greater Hartford Community Foundation, Inc.	Services Agreement	Saint Francis Care, Inc.	6/20/2011
Hewlett Packard Company	Services Agreement	Saint Francis Hospital and	10/28/2014
Iron Mountain Information Management, LLC	Services Agreement	Saint Francis Hospital and Medical	6/1/2014
Nuance Communications, Inc.	Services Agreement	Saint Francis Hospital and	12/31/2010
Radiology Associates of Hartford, P.C.	Services Agreement	Saint Francis Hospital and	6/1/1994
FUJIFILM Medical Systems USA, Inc.	Services Agreement	Saint Francis Hospital and	10/1/2013
MPB Group, LLC, The (dba BerylHealth) AND 09-301	Services Agreement	Saint Francis Hospital and Medical	10/30/2009
Olympus Financial Services	Purchase/Sale Agreement	Saint Francis Hospital and Medical	6/8/2010

<u>Counter-Party</u>	<u>Contract Type</u>	<u>Entity</u>	<u>Effective</u>
Advisory Board Company, The	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2014
ProVation Medical, Inc.	License Agreement	Saint Francis Hospital and	10/12/2012
ProVation Medical, Inc.	Services Agreement	Saint Francis Hospital and	9/29/2012
Cisco Systems Capital Corporation (UPLOAD)	License Agreement	Saint Francis Hospital and Medical Center	8/11/2014
Bellin Memorial Hospital, Inc.	License Agreement	Saint Francis Hospital and	6/13/2014
Enfield Builders, Inc.	Services Agreement	Saint Francis Hospital and	11/21/2014
Strata Decision Technology LLC	License Agreement	Saint Francis Care, Inc.	4/30/2011
TCF Equipment Finance, Inc.	Services Agreement	Saint Francis Hospital and	
Thoratec Corporation	Purchase/Sale Agreement	Saint Francis Hospital and	4/3/2014
Trifecta Environmental Associates Management, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	8/13/2013
Premier Purchasing Partners, L.P.	Governance Document	Saint Francis Hospital and	10/1/2013
Stryker Finance, a Division of Stryker Sales Corporation	Equipment Lease	Saint Francis Hospital and Medical Center	2/1/2012
Zimmer US, Inc.	Purchase/Sale Agreement	Saint Francis Hospital and	4/16/2014
Nuance Communications, Inc.	License Agreement	Saint Francis Hospital and	5/30/2014
Bellin Memorial Hospital	Schedule 1-B to Sublicense Agreement	Saint Francis Hospital and	6/13/14

Updates from December 17, 2014 to September 22, 2015

Contract Number	Vendor 1	Entity	Contract Type	Effective Date	Update Action
13-407	Nuance Communications, Inc.	Saint Francis Hospital and Medical Center	Services Agreement	5/31/2013	New disclosure

15-1340	Johnson Memorial Hospital - Epic Systems Corporation	Saint Francis Hospital and Medical Center	License Agreement	8/5/2015	New disclosure
15-1376	Hewlett Packard Company	Saint Francis Hospital and Medical Center	License Agreement	6/25/2015	New disclosure
15-1489	All Phase Enterprises Inc.	Saint Francis Hospital and Medical Center	Construction/Building Agreement	4/9/2015	New disclosure
15-1566	CareFusion Solutions, LLC	Saint Francis Hospital and Medical Center	Services Agreement	9/15/2015	New disclosure
15-1705	3M Company	Saint Francis Hospital and Medical Center	License Agreement	6/23/2009	New disclosure
None	Saint Mary's Health System, Inc.	Saint Francis Care, Inc.	Purchase/Sale Agreement	9/18/2015	New disclosure
NONE	Kronos	Saint Francis Hospital and Medical Center	License Agreement	1/11/2005	New disclosure
12-484	Sentry Data Systems, Inc.	Saint Francis Hospital and Medical Center	Services Agreement	10/25/2012	New disclosure
13-217	Press Ganey Associates, Inc.	Saint Francis Hospital and Medical Center	Services Agreement	5/1/2013	New disclosure
14-0388	Wolters Kluwer Health, Inc.	Saint Francis Hospital and Medical Center	License Agreement	5/1/2014	2 nd Amendment to License Agreement Amended contracts #12-653 (effective
14-0488	Cardinal Health 200, LLC	Saint Francis Hospital and Medical Center	Purchase / Sale Agreement	8/15/2014	New disclosure
14-0652	FUJIFILM Medical Systems USA, Inc.	Saint Francis Hospital and Medical Center	License Agreement	9/1/2014	New disclosure

14-0658	Leica Microsystems, Inc.	Saint Francis Care, Inc.	Purchase / Sale Agreement	10/21/2014	New disclosure
14-0865	GE Medical Systems Information Technologies, Inc.	Saint Francis Hospital and Medical Center	Services Agreement	10/29/2014	New disclosure
14-1025	Cisco Systems Capital Corporation	Saint Francis Hospital and	Services Agreement	4/27/2015	New disclosure
14-1039	Enfield Builders, Inc.	Saint Francis Hospital and	Services Agreement	11/21/2014	New disclosure
14-1069	Yale-New Haven Hospital	Saint Francis Hospital	Affiliation Agreement	6/1/2015	New disclosure
14-1073	Everbank Commercial Financial, Inc.	Saint Francis Hospital and	Equipment Lease	1/6/2015	New disclosure
14-1091-A	Olympus America Inc.	Saint Francis Hospital and	Services Agreement	12/1/2014	New disclosure
14-1091-B	Olympus America Inc.	Saint Francis Hospital and	Equipment Lease	12/18/2014	New disclosure
14-1091-C	Olympus America Inc.	Saint Francis Hospital and	Services Agreement	1/2/2015	New disclosure
15-0004	Sodexo Operations, LLC	Saint Francis Hospital and Medical Center	Services Agreement	2/28/2015	New disclosure ** **Meets dollar threshold, but can term on less than 90 days, so not material. However, this contract was disclosed in a monthly update report so we are including it with this update.
15-1021	SSA Healthcare Consulting, LLC	Saint Francis Hospital and	Consulting Agreement	1/1/2015	New disclosure
15-1023	AMN Healthcare, Inc.	Saint Francis Hospital	Services Agreement	1/30/2012	New disclosure

15-1027	UpToDate, Inc.	Saint Francis Care, Inc.	License Agreement	2/1/2015	New disclosure
15-1038	Global Help Desk Services, Inc.	Saint Francis Hospital and	Settlement Agreement	2/4/2015	Settlement Agreement, serves to terminate contract #11-227 (effective 7/22/11)

15-1049	Haemonetics Corporation	Saint Francis Hospital and	Purchase / Sale Agreement	3/3/2015	New disclosure
15-1051	Surescripts, LLC	Saint Francis Hospital and	Services Agreement	8/22/2013	New disclosure
15-1057	RaySearch Americas, Inc.	Saint Francis Hospital and	License Agreement	12/5/2014	New disclosure
15-1058	U.S. Security Associates, Inc.	Saint Francis Care, Inc.	Services Agreement	1/23/2015	New disclosure ** **Meets dollar threshold, but can term on less than 90 days, so not material. However, this contract was disclosed in a monthly update report so we are including it with this update.
15-1208	Advisory Board Company, The	Saint Francis Hospital	Services Agreement	6/30/15	New disclosure
15-1216	Baxter Healthcare Corporation	Saint Francis Hospital and	Equipment Lease	7/24/2015	New disclosure
15-1267	Pension Benefit Guaranty Corporation	Saint Francis Care, Inc.	Financial Agreement (loan/credit)	4/28/2015	New disclosure
15-1340	Johnson Memorial Medical Center	Saint Francis Hospital and	License Agreement	8/05/2015	New disclosure
15-1425	Beckman Coulter, Inc.	Saint Francis Hospital and	Purchase/Sale Agreement	8/05/15	New disclosure
15-1428	Beckman Coulter, Inc.	Saint Francis Hospital and	Purchase/Sale Agreement	7/17/15	New disclosure

15-1442	EMC Corporation	Saint Francis Hospital and	Professional Services Agreement	6/26/2015	New disclosure
15-1474	McKesson Technologies, Inc.	Saint Francis Care	License Agreement	7/18/2015	New disclosure

15-1484	Malta House of Care, Inc.	Saint Francis Hospital and Medical Center	Services Agreement	5/1/2015	New disclosure
NONE	Advisory Board Company, The	Saint Francis Hospital and Medical Center	Services Agreement	12/31/2014	New disclosure
15-1491	All Phase Enterprises Inc.	Saint Francis Hospital and Medical Center	Services Agreement	6/30/2015	New disclosure
15-1492	SLAM Construction Services	Saint Francis Hospital and Medical Center	Services Agreement	5/28/2015	New disclosure
15-1545	Deloitte & Touche LLP	Saint Francis Care, Inc.		8/3/2015	New disclosure
15-1555	Grifols USA, LLC	Saint Francis Hospital and Medical Center	Services Agreement	7/29/2015	New disclosure
NONE	Kronos	Saint Francis Hospital and Medical Center	License Agreement	1/11/2005	New disclosure
	BEGIN NEW DISCLOSURES FROM PURCHASING DEPARTMENT				
None	Accuray Incorporated	Saint Francis Hospital and Medical Center	Service Agreement	4/19/2014	New Disclosure
None	Beckman Coulter, Inc.	Saint Francis Hospital and Medical Center	Service Agreement	4/30/2015	New Disclosure

None	Covidien	Saint Francis Hospital and Medical Center	License Agreement	2/05/2015	New Disclosure
None	Siemens Medical Solutions USA, Inc.	Saint Francis Care	Master Service Agreement	9/01/2012	New Disclosure
None	Siemens Medical Solutions USA, Inc.	Saint Francis Care	Service Agreement	12/12/2014	New Disclosure

None	Trifecta Environmental Associates Management Inc.	Saint Francis Hospital and Medical	Services Agreement	12/11/2014	New Disclosure
	BEGIN NEW DISCLOSURES FROM IT DEPARTMENT				
NONE	Allscripts Healthcare, LLC	SFHMC	Client Order# 120321-1 and Order Provisions	3/20/15	Amends Allscripts Healthcare, LLC Second Amended and Restated Touchworks System Agreement, dated
13-943	Allscripts Healthcare, LLC	SFHMC	Client Order# 33401-1 and Order Provisions (Partially Executed)	12/29/13	Amends Allscripts Healthcare, LLC Second Amended and Restated Touchworks System Agreement, dated
NONE	Allscripts Healthcare, LLC	SFPHO	Amendment to Amended and Restated Touchworks System Agreement C-15227	3/3/2006	Amends Allscripts Healthcare, LLC Amended and Restated Touchworks System Agreement, dated
NONE	Allscripts Healthcare, LLC	SFPHO	Amended and Restated Touchworks System Agreement	1/31/06	Amends Allscripts Healthcare, LLC Touchworks System
NONE	Allscripts Healthcare, LLC	SFHMC	Sales Order for Annual Maintenance	12/27/11	Amends Allscripts Healthcare, LLC Amended and Restated Touchworks System

NONE	Allscripts Healthcare, LLC	SFHMC	Amendment to Master License and Maintenance Agreement	6/24/10	Amends Allscripts Healthcare, LLC Master License and Maintenance Agreement, effective
NONE	Allscripts Healthcare, LLC	SFPHO	Amendment to Amended and Restated Touchworks System Agreement C-17431	Not Provided	Amends Allscripts Healthcare, LLC Amended and Restated Touchworks System Agreement, dated
NONE	Allscripts Healthcare, LLC	SFHCP	Second Amended and	12/28/06	Material contract not previously disclosed.
			Restated Touchworks System Agreement C- 180180		Amends Allscripts Healthcare, LLC Amended and Restated Touchworks System Agreement, dated 12/29/05
NONE	Allscripts Healthcare, LLC	SFHMC	Amendment to the Second Amended and Restated Touchworks System Agreement	9/14/07	Amends the Allscripts Healthcare, LLC Second Amended and Restated Touchworks System Agreement, effective 12/28/06
NONE	Allscripts Healthcare, LLC	SFPHO	Allscripts Consent to Assignment and Assumption Agreement	6/5/07	Assigns the Allscripts Healthcare, LLC Second Amended and Restated Touchworks System Agreement, effective 12/28/06 to SFHMC
11-367	Allscripts Healthcare, LLC	SFHMC	Amendment to Touchworks System Agreement C-145173	9/21/11	Amends the Allscripts Healthcare, LLC Touchworks System Agreement effective 12/29/05
NONE	Allscripts Healthcare, LLC	SFHMC	Version 11.4 Upgrade Amendment	6/12/13	Amends the Allscripts Healthcare, LLC Touchworks System Agreement effective 12/29/05
NONE, 13-355 & 13-422	3M Company	SFHMC	Software License and Services Agreement, Amendment #1 & Amendment#2	6/23/09	New disclosure
NONE	Epic Systems Corporation	SFHMC	Third Party Tools Order – Intersystems Cache Licensing	4/21/15	Relates to Epic Systems Corporation, License Agreement effective 9/25/12

NONE	RelayHealth, a division of McKesson Technologies, Inc.	SFHMC	Sales Order for Additional Services/Facilities	9/25/14	Amends NDC Health Corporation d/b/a RelayHealth Services Agreement effective 12/22/08
15-1538	Provation Medical Inc.	SFHMC	Software License and Maintenance Agreement Addendum #2	7/22/15	Amends Provation Medical, Inc. Software License and Maintenance Agreement, effective 9/28/12
15-1538	Provation Medical Inc.	SFHMC	Third Party Product Services Agreement Addendum #2	7/22/15	Amends Provation Medical, Inc. Third Party Product Services Agreement, effective 9/28/12
15-1376	Hewlett Packard Company	SFHMC	HP Customer Terms – Nonstop Products – HP Customer Terms Portfolio	6/25/15	New disclosure
14-0209	Philips Healthcare	SFHMC	Services Agreement	3/1/14	New disclosure

Provider Agreements:

Provider Name	Entity	Agreement Type	Effective Date
Saint Francis Behavior Health Group,	SFHMC	PSA	1/20/2010
Johnson Memorial Medical Center, Inc.	SFMG	PSA	3/12/2012
Johnson Memorial Medical Center, Inc.	SFC	PSA	5/13/2013
Johnson Memorial Medical Center, Inc.	SFC	PSA	8/1/2012
Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/2014
Delphi Healthcare Partners, Inc.	SFMG	PSA - On-Call	10/1/2009
Collaborative Laboratory Services,	SFHMC	Services Under	7/1/2013
Saint Francis Medical Group	SFHMC	Services Under	7/1/2013
Community Health Services, Inc.	SFHMC	Services Under	7/1/2013

Updates from December 17, 2014 to September 22, 2015

Contract Number	Provider Name	Entity	Agreement Type	Effective Date
15-1698	Costello, Victoria	SFMG	Physician Employment Agreement	9/2/15

Contract Number	Provider Name	Entity	Agreement Type	Effective Date
15-1638	Langou, Albert H.	SFMG	Physician Employment Agreement	9/9/15
15-1639	McDonald, Kymberly	SFMG	Physician Employment Agreement	7/1/16
15-1306	Parvin, Flora	SFMG	Physician Employment Agreement	9/1/15
15-1464	Ahmed, Amira M. Mohamed	SFMG	Physician Employment Agreement	11/2/15
14-0402	Bagdasarian, Kristofer	SFMG	Physician Employment Agreement	8/19/14
15-1334	Boudreau, Michelle M.	SFMG	Physician Employment Agreement	10/5/15
15-0018	Bristol Hospital Multi-Specialty Group, Inc.	SFMG	PSA	8/4/15
15-1322	Burroughs, Susan	SFMG	Physician Employment Agreement	2/1/15
14-0599	Caputo, Theresa M.	SFHMC	Physician Employment Agreement	10/1/14
12-782	Chauhan, Chetankumar Keshavbhai	SFMG	Physician Employment Agreement	
14-0410	Chaves, Carlos Enciso	SFBHG	Physician Employment Agreement	9/8/14

13-313	Chawla, Surendra K.	SFMG	Physician Employment Agreement	1/1/15
N/A	Clark, Bernard A.	SFMG	Physician Employment Agreement	7/1/97
13-711	Collaborative Laboratory Services, L.L.C.	SFHMC	Services Under Grant	7/1/13
13-710	Collins Surgical Associates, P.C.	SFHMC	Services Under Grant	7/1/13
13-714	Community Health Services, Inc.	SFHMC	Services Under	7/1/13
			Grant	
14-0613	Connecticut Joint Replacement Surgeons, LLC	SFHMC	Consulting	10/1/11
12-485	Connecticut Joint Replacement Surgeons, LLC	SFHMC	PSA	10/1/11
14-0612	Connecticut Sports Medicine Consultants, LLC	SFHMC	Consulting	
N/A	Connecticut Surgical Monitoring Services, LLC	SFHMC	PSA - Interpretation	6/1/04
14-0661	Conte, Harry	SFMG	Physician Employment Agreement	11/3/14
12-296	Delphi Healthcare Partners, Inc.	SFMG	PSA - On-Call	10/1/09
N/A	Diver, Daniel	SFMG	Physician Employment Agreement	11/1/00
12-008	Dyquiangco, Rachelle	SFMG	Physician Employment Agreement	
14-1016	Feeney, James	SFMG	Physician Employment Agreement	1/1/15

15-1351	Flaherty, James F.	SFMG	Physician Employment Agreement	11/2/15
NONE	Gerardi, Daniel A.	SFMG	Physician Employment Agreement	7/1/98
14-1079	Gonzalez, Luis Roberto	SFBHG	Physician Employment Agreement	1/1/15
14-0782	Greenberg, Jonathan	SFBHG	Physician Employment Agreement	12/1/14
N/A	Greenstein, Mark	SFMG	Physician Employment Agreement	7/1/97
15-1436	Hickman, Kevin A.	SFMG	Physician Assistant Employment Agreement	8/1/15
15-1304	Hom ,Kenrick	SFMG	Physician Employment Agreement	9/1/15
14-0598	Ibrahim, Lauren	SFMG	Physician Employment Agreement	11/3/14
15-1303	James, Silda	SFMG	Physician Employment Agreement	
14-0592	Joseph, Praveen	SFMG	Physician Employment Agreement	9/15/14
15-1302	Kanapathippillai, Narrani	SFMG	Physician Employment Agreement	

15-1411	Kellerman, Roy, Jr.	SFMG	Physician Employment Agreement	9/8/14
14-1081	Kumar, Varinder	SFMG	Physician Employment Agreement	7/6/15
NONE	Lahiri, Bimalin	SFMG	Physician Employment Agreement	7/1/97
08-409	Lange, Stephan	SFHMC	PSA - On-Call	11/1/11
08-408	Lantner, Howard	SFHMC	PSA - On-Call	11/1/08

15-1301	Mahali, Rakesh Raju	SFMG	Physician Employment Agreement	9/1/15
15-1355	Manzoor, Javeeria	SFBHG	Physician Employment Agreement	10/19/15
15-1100	Mapara, Khubaib	SFMG	Physician Employment Agreement	8/3/15
NONE	Martin, Ralph A.	SFMG	Physician Employment Agreement	7/1/97
13-314	Martinez, William V, Jr.	SFMG	Physician Employment Agreement	1/1/15
NONE	Mayer, Allan R.	SFMG	Physician Employment Agreement	10/1/03
15-1078	Memon, Shafia	SFMG	Physician Employment Agreement	8/17/15

15-1415	Montgomery, Stephanie	SFMG	Physician Employment Agreement	10/5/15
15-1534	Mulay, Sudhanshu	SFMG	Physician Employment Agreement	
NONE	Nelson, Beth E.	SFMG	Physician Employment Agreement	10/1/03
15-1294	Ohri, Smriti	AHFMC	Physician Employment Agreement	7/27/15
15-1385	Pangilinan, Aileen	SFMG	Physician Employment	6/29/15
			Agreement	
15-1180	Patel, Hemal	SFMG	Physician Employment Agreement	8/3/15
15-1094	Pawar, Resham	SFMG	Physician Employment Agreement	8/3/15
14-0618	Pirrello, Jon R., Jr.	SFMG	Physician Employment Agreement	12/15/14
14-0852	Pompa, Scott	SFMG	Physician Employment Agreement	7/6/15
13-712	Radiology Associates of Hartford, P.C.	SFHMC	Services Under Grant	7/1/13
NONE	Ramanan, Sundaram	SFMG	Physician Employment Agreement	7/1/97

15-1533	Raza, Mahreen	SFBHG	Physician Employment Agreement	
15-1431	Rhyee, Sean	SFEMG	Physician Employment Agreement	11/2/15
15-1416	Rodriguez, Alberto	SFMG	Physician Employment Agreement	8/31/15
14-1015	Roland, Phillip Y.	SFMG	Physician Employment Agreement	1/1/15
NONE	Rubinstein, Eytan	SFMG	Physician Employment Agreement	7/1/97

15-1064	Ryan, Emily	SFEMG	Physician Employment Agreement	4/1/15
15-1300	Salcedo, Ingrid	SFMG	Physician Employment Agreement	9/1/15
NONE	Schatz, Phyllis	SFMG	Physician Employment Agreement	7/1/97
14-1046	Schwartz, Daniel	SFMG	Physician Employment Agreement	3/23/15
15-1299	Shah, Kaushal	SFMG	Physician Employment Agreement	
15-1289	Shoukri, Kamal Clark	SFMG	Physician Employment Agreement	10/19/15

15-1305	Song, Jin	SFMG	Physician Employment Agreement	9/1/15
13-913	Soucier, Donald	SFMG	Physician Employment Agreement	2/24/14
NONE	Soucier, Richard J, Jr.	SFMG	Physician Employment Agreement	7/15/97
15-1337	Spear, Jeffrey Peter	SFEMG	Physician Employment Agreement	11/2/15
15-1684	Sullivan, Paul	SFMG	Physician Employment Agreement	8/31/15
13-315	Thayer, John O.	SFMG	Physician Employment	1/1/15

			Agreement	
15-1332	Thumar, Jaykumar	SFMG	Physician Employment Agreement	2/1/15
15-1384	Varilla, Vincent	SFMG	Physician Employment Agreement	7/1/16
12-724	White, Edward	SFMG	Physician Employment Agreement	7/1/13
14-0204	Wilson, Niamey Pender	SFMG	Physician Employment Agreement	9/8/14
14-0553	Woodland Anesthesiology Associates, P.C.		PSA	7/1/13

15-1587	Woodland Anesthesiology Associates, P.C.	SFHMC	Service Agreement	2/1/11
NONE	Yordan, Elaine E.	SFMG	Physician Employment Agreement	7/1/97
14-1066	The Charlotte Hungerford Hospital	SFMG	Service Agreement	2/20/15
15-1172	Yale-New Haven Hospital, Inc.	SFHMC	Service Agreement	6/1/15
13-723	Johnson Memorial Medical Center, Inc.	SFC	PSA	9/1/13
15-1432	Johnson Memorial Medical Center, Inc.	SFC	PSA	5/14/14
14-0565	Johnson Memorial Medical Center, Inc.	SFC	PSA	9/9/14
14-0634	Johnson Memorial Medical Center, Inc.	SFC	PSA	9/15/14

14-0641	Johnson Memorial Medical Center, Inc.	SFMG	PSA	10/1/14
14-0666	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
14-0668	Johnson Memorial Medical Center, Inc.	SFC	PSA	5/13/13
14-0669	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
14-0670-A	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
15-1364	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14

14-0671	Johnson Memorial Hospital, Inc.	SFC	PSA	4/1/14
14-0672	Johnson Memorial Medical Center, Inc.	SFC	PSA	1/6/14
14-0673	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
14-0785	Johnson Memorial Medical Center, Inc.	SFC	PSA	8/1/12
14-0820	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
14-0822	Johnson Memorial Medical Center, Inc.	SFC	PSA	5/22/12
14-0823	Johnson Memorial Medical Center, Inc.	SFC	PSA	6/2/14
14-1038	Johnson Memorial Hospital, Inc.	SFC	PSA	12/8/14

15-1536	Johnson Memorial Hospital, Inc.	SFC	PSA	3/1/15
15-1132	Johnson Memorial Medical Center, Inc.	SFC	PSA	10/1/14
15-1264	Johnson Memorial Hospital, Inc.	SFC	PSA	3/2/15
15-1438	Johnson Memorial Medical Center, Inc.	SFC	PSA	6/30/14

***Note that the original disclosure with respect to provider contracts meeting the materiality criteria set forth in Section 6.09(a)(i) of the Agreement that referenced Saint Francis responses to 6.09(b) “Matters Disclosed in Writing to Trinity Health” appears to have been over inclusive. The responses to 6.09(b) included ALL provider contracts and did not limit those contracts and leases to the materiality criteria. This Updated Disclosure corrects that error and is limited to the**

provider contracts meeting the materiality criteria established in Section 6.09(a)(i), which were not on the original disclosure.

Leases

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Hospital and Medical Center	103 Woodland St., LLC	103 Woodland St., LLC	4/1/2013
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	
Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	4/4/1997
Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	Dorset Crossing, LLC	8/1/2012
Saint Francis GI Endoscopy, LLC	Mattapoissett Properties, LLC	Mattapoissett Properties, LLC	5/11/2007
Saint Francis Hospital and Medical Center	515 West Middle Turnpike Associates Limited Partnership	515 West Middle Turnpike Associates Limited Partnership	4/27/2011
ABP Corp. successor in interest to Au Bon Pain Co., Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2011
Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	Amcap Copaco, LLC	11/1/2008
Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
DVA Rental Healthcare, Inc. a/k/a Gambro Healthcare of Connecticut, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/2014
Saint Francis Hospital and Medical Center	A&L Troiano Family, Inc.	A&L Troiano Family, Inc.	2/1/2013
Saint Francis Hospital and Medical Center	Easter Seals Greater Hartford Rehabilitation Center, Inc.	Easter Seals Greater Hartford Rehabilitation Center, Inc.	10/1/2006
Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	10/1/2007
Saint Francis	BFG&T	BFG&T Associates LLC	5/1/2014

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Medical Group, Inc.	Associates LLC		
Saint Francis Medical Group, Inc.	11 South Road, LLC	11 South Road, LLC	8/1/2011
Saint Francis Hospital and Medical Center; Saint Francis Care, Inc.	Urban League of Greater Hartford, Inc.	Urban League of Greater Hartford, Inc.	12/1/2012
Gilberto Ramirez, MD	Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	9/26/2009
St. Francis Hospital and Medical Center	Bishop's Corner (E&A), LLC	Bishop's Corner (E&A), LLC	11/1/2012
Saint Francis Hospital and Medical Center	M&R Gassner Family II, LLC	M&R Gassner Family II, LLC	12/15/2010
Alcohol and Drug Recovery Centers, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2014
Saint Francis Hospital and Medical Center	Connemara Court, LLC	Connemara Court, LLC	3/15/2011
Saint Francis Hospital and Medical Center	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	7/1/2008
Saint Francis Care Medical Group, P.C.	A&L Troiano Family, LLC	A&L Troiano Family, LLC	2/1/2013
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2011
Saint Francis Care Medical Group, P.C.	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2014
National Multiple Sclerosis Society (Connecticut Chapter)	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/2015
Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Asylum Hill Family Medicine Center	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	8/1/2013
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	7/25/2014

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/2012
Saint Francis Hospital and Medical Center	1598 East Main Street, LLC	1598 East Main Street, LLC	7/1/2011
Saint Francis Hospital and Medical Center	Tyler Development Company	Tyler Development Company	9/1/2011
Saint Francis Behavioral Health Group, P.C.	Tyler Development Company	Tyler Development Company	10/1/2013
Saint Francis Medical Group, Inc.	Corporate Crossing Limited Partnership	Corporate Crossing Limited Partnership	11/1/2010
Saint Francis Medical Group, Inc.	428 Hartford Turnpike Associates, LLP	428 Hartford Turnpike Associates, LLP	10/1/2014
Saint Francis Medical Group, Inc.	RH Medical Center Associates, LLC	RH Medical Center Associates, LLC	9/1/2012
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/2013
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/2012
Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	3/31/2015
Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/2010
Hospital for Special Care	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/30/2003
University of Connecticut Health	Mount Sinai Hospital	Mount Sinai Hospital	7/1/2006

Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Center Finance Corporation	Foundation, Inc.	Foundation, Inc.	
Saint Francis Hospital and Medical Center	Fusco Farmington Associates Limited Partnership	Fusco Farmington Associates Limited Partnership	
Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Saint Francis Hospital and Medical Center	City of Hartford	City of Hartford	5/1/2012
Hartford Special Partners, LLC	St. Francis Hospital and Medical Center		9/1/2007

See the provider agreements and lease agreements listed under Section 6.09(b) of “Matters Disclosed in Writing to Trinity Health.”

Updates from December 17, 2014 through September 22, 2015

Contract Number	Lessee	Lessor	Landlord	Effective Date	Update Action
13-345	Saint Francis HealthCare Partners, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/10	Amended. Contract # 15-0011
11-114	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	Dorset Crossing, LLC	8/1/12	Amended. Contract # 15-1047
12-169	Gilberto Ramirez, MD	Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	9/26/09	Amended. Contract # 15-1276
08-561	Total Laundry Collaborative	Hartford Special Partners, LLC	Hartford Special Partners, LLC	8/1/08	New disclosure (document recently received by SF Legal)
09-046	Saint Francis Hospital and Medical Center	Hartford Special Partners, LLC	Hartford Special Partners, LLC	8/1/08	New disclosure (document recently received by SF Legal)
15-0019	Central Connecticut	Saint Francis	Saint Francis	4/1/15	New Contract

	Cardiologists, LLC	Hospital and Medical Center	Hospital and Medical Center		
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Section 6.09(a)(ii)

Acquired Entity	Contract	Entity	Effective Date
Hartford Urology Group, P.C.	Purchase Agreement	Saint Francis Medical Group, Inc.	1/17/2014
Vascular Associates of Connecticut, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	6/21/2013
Drs. Healy, Macinski, Rao, Wade & Gordon, P.C.	Purchase Agreement	Saint Francis Medical Group, Inc.	3/28/14
Teresa Y. Mangual, M.D., Women's Care Center, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	4/5/2013
Minimally Invasive Surgeons of Greater Hartford, LLC	Purchase Agreement	Saint Francis Medical Group, Inc.	11/1/2013
Historic Asylum Hill Limited Partnership	Purchase and Sale Agreement	Saint Francis Hospital and Medical Center	10/ /2012

Note: No updates to 6.09(a)(ii) since December 17, 2014.

Section 6.09(a)(iii) Contracts with any Governmental Authority

Counter-Party	Contract Type	Entity	Effective Date
University of Connecticut School of Medicine	Affiliation Agreement	Saint Francis Hospital and Medical Center	10/12/2009
University of Connecticut Health Center	Collaboration/Supervisory Agreement	Saint Francis Hospital and Medical Center	1/27/2010
City of Hartford	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	7/15/2011
University of Connecticut School of Medicine	Letter of Intent/Memorandum of Understanding	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut School	Affiliation Agreement	Saint Francis Care, Inc.	6/21/2011

of Medicine			
State of Connecticut, Department of Labor	Letter of Intent/Memorandum of Understanding	Saint Francis Medical Group, Inc.	12/19/2011
Gateway Community College	Clinical Research Agreement	Saint Francis Hospital and Medical Center	12/1/2011
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	1/17/2012
Counter-Party	Contract Type	Entity	Effective Date
University Of Connecticut School of Social Work	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	2/14/2012
State of Connecticut, Department of Mental Health and Addiction Services	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
University of Connecticut Health Center	Services Agreement		6/18/2012
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
City of Hartford, Health and Human Services Department	Services Agreement	Saint Francis Hospital and Medical Center	5/29/2012
State of Connecticut, Board of Regents for Higher Education	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	9/12/2012
Capital Community College	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
Capital Community College	Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
State of Connecticut, Department of Public Health	Professional Services Agreement	Saint Francis Hospital and Medical Center	9/1/2012
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/27/2012
State of Connecticut Judicial Branch Office of Victim Services	Services Agreement	Saint Francis Hospital and Medical Center	10/10/2012

State of Connecticut, Department of Public Health	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
State of Connecticut, Department of Social Services	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	5/18/2012
Connecticut Health and Educational Facilities Authority (CHEFA)	Grant	Saint Francis Hospital and Medical Center	1/30/2013
City of Hartford	Services Agreement	Saint Francis Hospital and Medical Center	5/9/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2013
Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of Mental Health and Addiction Services	Letter of Intent/Memorandum of Understanding	Mount Sinai Rehabilitation Hospital, Inc.	4/9/2013
State of Connecticut, Judicial Branch	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	11/24/2010
State of Connecticut, Department of Children and Families	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
Capital Community College	Education Affiliation Agreement	Saint Francis Care, Inc.	9/1/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/7/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/1/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013

State of Connecticut, Department of Public Health	License Agreement	Collaborative Laboratory Services, LLC	9/25/2013
University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/12/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Medical Group, Inc.	11/14/2013
University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/4/2013
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011
University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2011
University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	11/14/2013
State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	8/15/2013

Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012
University of Connecticut Health	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2014
Centers for Medicare &	Settlement Agreement	Saint Francis Hospital and Medical Center	4/28/2014
State of Connecticut, Judicial Branch	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
University of Connecticut Health	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014

Counter-Party	Contract Type	Entity	Effective Date
University of Connecticut Health	Transfer Agreement	Saint Francis Hospital and Medical Center	6/16/2014
University of Connecticut Health	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
Hartford, City of	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2014
State of Connecticut, Department of Public	License Agreement	Collaborative Laboratory Services,	7/1/2014
City of Hartford, Health and Human Services Department	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	7/1/2013
University of Connecticut Health	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014
State of Connecticut, Department of	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011
Town of Glastonbury	Lease/Real Estate	Saint Francis Hospital and Medical Center	11/10/2014
State of Connecticut, Department of Public		Saint Francis Hospital and Medical Center	6/23/2014
State of Connecticut, Department of Public	Services Agreement	Mount Sinai Rehabilitation	10/1/2014
University of Connecticut Health Center Finance	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014

Counter-Party	Contract Type	Entity	Effective Date
State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2013
University of Connecticut Health Center Finance Corporation	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2004
State of Connecticut, Department of Mental Health and Addiction Services	Services Agreement	Saint Francis Hospital and Medical Center	9/29/2014
State of Connecticut, Office of Early Childhood	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2014
State of Connecticut,	Services Agreement	Saint Francis Hospital	9/1/2014

Department of Public Health		and Medical Center	
State of Connecticut, Department of Social Services	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	10/24/2007
University of Connecticut School of Pharmacy	Confidentiality Agreement	Saint Francis Hospital and Medical Center	5/1/2010

Updates from December 17, 2014 through September 22, 2015

Contract Number	Counter-Party	Contract Type	Entity	Effective Date	Update Action
15-1559	Southern Connecticut State University	Saint Francis Care, Inc.	Education Affiliation Agreement	7/22/2015	New disclosure
15-1561	University of Connecticut Health Center	Saint Francis Hospital and Medical Center	Clinical Research Agreement	1/1/2015	New disclosure
15-1704	University of Connecticut Health Center	Saint Francis Hospital and Medical Center	Clinical Research Agreement	4/1/2015	New disclosure
None	University of Connecticut School of Pharmacy	Saint Francis Hospital and Medical Center	Education Affiliation Agreement	6/2/2015	New disclosure

None	Southern Connecticut State University	Saint Francis Care, Inc.	Education Affiliation Agreement	7/22/2015	New disclosure
12-352	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012	Expired (See renewal at #15-1236)
13-679	State of Connecticut, Department of Children and Families	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2012	Expired (See renewal at #15-1311)

13-807	University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/12/2013	Expired (See renewal at #15-1031)
13-836	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011	Expired (See renewal at #15-1086-A)
13-852	University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2011	Expired (See renewal at #15-1086-C)
13-911	State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	8/15/2013	Amended (see amendment at #15-1109)
14-0156	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2014	Expired (See renewal at #15-1071)
14-0278	U.S. Department of Veterans Affairs, The	Clinical Research Agreement	Saint Francis Hospital and Medical Center	1/20/2015	New disclosure
14-0376	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014	Expired (See renewal at #15-1284)
14-0399	Hartford, City of	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2014	Expired (See renewal at #15-1217)
14-0423	City of Hartford, Health and Human Services Department	Letter of Intent/Memorandum of Understanding	Saint Francis Hospital and Medical Center	7/1/2013	New Disclosure
14-0515	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical	7/1/2014	Expired (See renewal at #15-1495)

	Finance Corporation		Center		
14-0563	University of Connecticut Health Center Finance Corporation	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2004	Expired (See renewal at #15-1513)
14-1024	University of Connecticut, Department of Allied Health Sciences	Education Affiliation Agreement	Saint Francis Care, Inc.	1/1/2015	New disclosure
14-1076	State of Connecticut, Department of Social Services	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2011	Terminated
14-1097	University Of Connecticut School of Social Work	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	6/6/2015	New disclosure
15-0023	U.S. Department of Veterans Affairs, The	Clinical Research Agreement	Saint Francis Hospital and Medical Center	1/28/2015	New disclosure
15-1028	Department of Justice - US	Settlement Agreement	Saint Francis Hospital and Medical Center	2/19/2015	New disclosure
15-1031	University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	11/12/2013	New disclosure Renewal of #13-807 (11/12/2013)
15-1067	Connecticut Health and Educational Facilities Authority	Grant	Saint Francis Hospital and Medical Center	2/1/2015	New disclosure

	(CHEFA)				
15-1071	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2015	New disclosure Renewal of #14-0156 (1/01/14)
15-1079	University of Connecticut Health Center	Professional Services Agreement	Saint Francis Hospital and Medical Center	3/3/2015	New disclosure Renewal of #13-826 (11/04/13)
15-1086-A	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure Renewal of #13-836 (7/01/11)
15-1086-B	University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2014	New disclosure Renewal of #13-852 (7/01/11)
15-1086-C	University of Connecticut Health Center	Professional Services Agreement	Asylum Hill Family Medicine Center, Inc.	7/1/2014	New disclosure Renewal of #13-852 (7/01/11)
15-1107	State of Connecticut, Judicial Branch	LOI/MOU	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure
15-1109	State of Connecticut, Department of Public Health	Services Agreement	Saint Francis Hospital and Medical Center	8/15/2013	New disclosure Amendment to #13-911 (8/15/13)
15-1217	Hartford, City of	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2015	New disclosure Renewal of #14-0399 (3/01/14)
15-1236	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure Renewal of #12-352 (7/01/12)
15-1241	Manchester Community College	Education Affiliation Agreement	Saint Francis Care, Inc.	7/1/2015	New disclosure
15-1284	University of Connecticut Health Center	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure Renewal of #14-0376 (7/01/14)
15-1311	State of Connecticut, Department of Children and Families	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure

					Renewal of #13-679 (7/01/12)
15-1356	Capital Community College	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	9/1/2015	New disclosure
15-1378	State of Connecticut, Judicial Branch	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure Renewal of #14-0193 (7/01/14)
15-1453	University of Connecticut	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New Disclosure
15-1487	State of Connecticut Department of Education	Services Agreement	Saint Francis Hospital and Medical Center	7/15/2015	New Disclosure
15-1495	University of Connecticut Health Center Finance Corporation	Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New Disclosure Renewal of #14-0515 (7/01/14)
15-1513	University of Connecticut Health Center Finance Corporation	Professional Services Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New Disclosure Renewal of #14-0563 (7/01/14)
15-1561	University of Connecticut Health Center	Clinical Research Agreement	Saint Francis Hospital and Medical Center	6/1/2015	New Disclosure
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2015	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut	Education Affiliation	Saint Francis Hospital and	1/1/2015	New disclosure.

	School of Medicine	Agreement	Medical Center		Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2015	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital	10/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2014	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut	Education Affiliation	Saint Francis Hospital and	7/1/2013	New disclosure.

	School of Medicine	Agreement	Medical Center		Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	7/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2103	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/2/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/2/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236

None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of Connecticut School of Medicine	Education Affiliation Agreement	Saint Francis Hospital and Medical Center	1/1/2013	New disclosure. Program Letter of Agreement, related to contract #15-1236
None	University of	Education	Saint Francis	1/1/2013	New disclosure.

	Connecticut School of Nursing	Affiliation Agreement	Francis Care, Inc.		
None	University of Connecticut	Education Affiliation Agreement	Saint Francis Care, Inc.	1/1/2011	New disclosure
None	Manchester Community College	Education Affiliation Agreement	Saint Francis Care, Inc.	9/1/2015	New disclosure

See attached for a list of Medicare and Medicaid Participation Information (a list of Medicare and Medicaid contracts is not available).

SAINT FRANCIS Care

Entity	Tax ID No.	Medicare Provider No.	NPI	CT Medicaid AVRS No.	CT License	PTAN
Saint Francis Hospital and Medical Center (SFHM) 06-0646813						
Inpatient		07-0002	1407833486	004041620	0054	C00035
Outpatient		07-0002	1871713495	004024923		C00035
Psych Exempt Unit		07-S002	1144234428	007228696		C00035
Burgdorf Dental Clinic			1689663791	1689663791		
Saint Francis Dental Group (Attendings)			1003805524	004011375		
Saint Francis Dental Group (Residents)			1780673293	004011136		
Employee Pharmacy			1497816557	1497816557		
CLS Outpatient			1871713495	004024923		
Lifeline			1891901393	007228697		
Enfield - Pharmacy			1437338555			
Podiatry Residents			1285896225			
Mount Sinai Rehabilitation Hospital, Inc. (MSRH) 06-1422973						
Inpatient		07-3025	1053357533	004147717	17CD	C01857
Outpatient		07-3025	1730301169	004147725		D100000269
Saint Francis Care Medical Group, P.C. (SFCMG) 06-1432373						
MD Family/Internal Medicine Group			1760690101	004156437		C01887
Pathology Group			1508172545	008025819		C01887
APRN Family Medicine Group			1760690101	004211215		C01887
Railroad			1760690101			CC2905
Saint Francis Medical Group (SFMG) * 06-1450168						
MD Multispecialty Group			1003882812	004144474		C02085
APRN Multispecialty Group				004197621		C02085
MD OB/GYN Group				004179067		C02085
CNM OB/Gyn Group				004208957		C02085
APRN OB/Gyn Group				004217619		C02085
MD Pedatric Group				004179059		C02085
APRN Pediatric Group				004197689		C02085
APRN Geriatric Group				008030966		C02085
MD Rehab Group				004255742		C02085
APRN Rehab Group				008035513		C02085
MD Cardiology Group				004255221		C02085
MD Surgery Group				004254504		C02085
MD Neurology Group				008004638		C02085
MD Urology Group				008026230		C02085
MD Orthopedic Surgery Group				008026251		C02085
MD Plastic Surgery Group				008026223		C02085
MD Pulmonary Group				008041438		C02085
MD Infectious Diseases				008041385		C02085
MD Rheumatology				008041399		C02085
MD Hospitalist Group				008040858		C02085
MD Dermatology				008040940		C02085
MD Oncology				008040926		C02085
MD Endocrinology				008041511		C02085
MD Geriatrics				008041543		C02085
MD Thoracic Surgery Group				008050163		C02085
Podiatrist Group				008049887		C02085
Family Medicine				008049989		C02085

Entity	Tax ID No.	Medicare Provider No.	NPI	CT Medicaid AVRS No.	CT License	PTAN
Preventative Medicine				008057685		C02085
Gastroenterology				008059165		C02085
Railroad				n/a		CC7549
Department of Surgery			1922407238			
Vascular Associates			1407256415			
* Physician Assistants bill Medicaid using the Physician or APRN Rehab AVRS number.						
Saint Francis Emergency Medical Group (SFEMG)	45-1994612		1356634737			D100055353
Saint Francis Behavioral Health Group (PATH)	06-1384686					
Physician Group			1801834890	004197788		C01722
APRN			1801834890	004210481		C01722
PhD			1801834890	004210069		C01722
LCSW (Social Worker)			1801834890	004255891		C01722
LPC (Licensed Professional Counselor)			n/a	004255966		n/a
LADC (Licensed Alcohol & Drug Counselor)			n/a	004253506		n/a
LMT (Licensed Marriage & Family Therapist)			n/a	004256013		n/a
Asylum Hill Family Medicine Center, Inc.	06-1450170					
Physician Group			1083660096	004139962		C02072
LCSW (Social Worker)			1083660096	004254934		C02072
MFT (Marriage & Family Therapist)				004257300		
Collaborative Laboratory Services (CLS) CLIA = 07d0094176	06-1520109		1629082920	n/a		690000382

Legend:

- Will be terminated; no longer in use
- Added to list
- In process of terminating
- Added to list; will be terminated; no longer in use

Section 6.09(a)(iv)

Entity	Description	Date
Saint Francis GI Endoscopy, LLC	First Amended and Restated Operating Agreement	11/15/2011
Greater Hartford Lithotripsy, LLC	Amended and Restated Limited Liability Operating Agreement	1/24/2012
CT Occupational Health Partners, LLC	CT Occupational Health Partners, LLC - Amended & Restated Operating Agmt	4/29/2013
Masonicare Partners Home Health and Hospice, LLC (f/k/a CT VNA Partners, Inc.)	Bylaws	7/8/2007
New Directions, Inc. of North Central Conn.	Amended and Restated Bylaws of New Directions Inc. of North Central Conn.	--
SFH FF, LLC	Operating Agreement between SFHMC and Fitness Forum, LLC	9/11/1997
SFH FF, LLC	First Amendment to Operating Agreement	1/1/2002
SFH FF, LLC	Second Amendment to Operating Agreement	10/1/2003
SFH FF, LLC	Third Amendment to Operating Agreement	12/1/2003
Saint Francis Healthcare Partners, Inc.	Bylaws	
Total Health Connecticut, LLC	Operating Agreement	4/2/2015
Total Health Connecticut, LLC	First Amendment to Operating Agreement	6/4/2015
Total Health Connecticut, LLC	Second Amendment to Operating Agreement	7/30/2015

Section 6.09(a)(v) Commercial Contracts

Counter-Party	Contract Type	Entity	Effective Date
Asylum Hill Family Medicine Center, Inc.	Services Agreement	Collaborative Laboratory Services, LLC	2/22/2011
Masonicare Home Health and Hospice	Letter of Intent/Memorandum of Understanding	Saint Francis Care, Inc.	5/22/2014
Masonicare Home Health and Hospice	Services Agreement	Saint Francis Hospital	12/2/2008

Counter-Party	Contract Type	Entity	Effective Date
Masonicare Partners Home Health and Hospice, Inc.	Services Agreement	Asylum Hill Family Medicine Center, Inc.	10/1/2012
Masonicare Partners Home Health and Hospice, Inc.	Services Agreement	Mount Sinai Rehabilitation Hospital, Inc.	2/26/2014
Mount Sinai Rehabilitation Hospital, Inc.	Affiliation Agreement	Saint Francis HealthCare Partners ACO, Inc.	1/1/2015
Mount Sinai Rehabilitation Hospital, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	10/1/2011
Mount Sinai Rehabilitation Hospital, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	3/1/2013
New Directions, Inc. of North Central Conn	Affiliation Agreement	Saint Francis Hospital and Medical Center	6/2/1999
Saint Francis Behavioral Health Group, P.C.	Services Agreement	Saint Francis Hospital and Medical Center	1/1/2010
Saint Francis HealthCare Partners, Inc.	Collaboration/Supervisory Agreement	Saint Francis Hospital and Medical Center	8/16/2012
Saint Francis HealthCare Partners, Inc.	Services Agreement	Saint Francis Hospital and Medical Center	5/17/2012
Saint Francis	Services Agreement	Saint Francis Hospital and	9/1/2002

Counter-Party	Contract Type	Entity	Effective Date
HealthCare Partners, Inc.		Medical Center	
Saint Francis Medical Group, Inc.	Services Agreement	Collaborative Laboratory Services, LLC	6/29/2011

Updates from December 17, 2014 through September 22, 2015

Contract Number	Vendor 1	Entity	Contract Type	Effective Date	Update Action
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Contract Number	Vendor 1	Entity	Contract Type	Effective Date	Update Action
15-1014	Saint Francis Behavioral Health Group, P.C.	Saint Francis Hospital and Medical Center	EHR Participation and License Agreement	1/12/2015	New disclosure
15-1484	Malta House of Care, Inc.	Saint Francis Hospital and Medical Center	Management Services Agreement	5/1/2015	New disclosure
None	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	EHR Participation and License Agreement	12/18/2014	New disclosure
None	Asylum Hill Family Medicine Center	Saint Francis Hospital and Medical Center	EHR Participation and License Agreement	3/6/2015	New disclosure
None	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	EHR Participation and License Agreement	1/8/2015	New disclosure
None	Saint Francis Healthcare Partners, Inc.	Saint Francis Emergency Medical Group	Medical Scribe Services Agreement	2/20/2015	New disclosure
None	Saint Francis Healthcare Partners ACO, Inc.	Asylum Hill Family Medicine Center, Inc.	IT Donation Agreement	5/6/2015	New disclosure

Provider Agreements

Provider Name	Entity	Agreement Type	Effective Date
Saint Francis Behavior Health Group, P.C.	SFHMC	PSA	1/20/2010

Saint Francis Medical Group, Inc.	SFMG	PSA	3/12/2012
Saint Francis Medical Group, Inc.	SFHMC	PSA - On-Call	3/1/2013
Woodland Physician Associates	SFHMC Home Health Agency	Medical Director	4/1/2006
Collaborative Laboratory Services, L.L.C.	SFHMC	Services Under Grant	7/1/2013
Greater Hartford Lithotripsy, LLC	SFMG	Medical Director	10/1/2014
Saint Francis Medical Group	SFHMC	Services Under Grant	7/1/2013
Saint Francis Hospital and	SFMG	PSA	7/26/2013

Medical Center			
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Updates from December 17, 2014 through September 22, 2015

Contract Number	Provider Name	Entity	Agreement Type	Effective Date
15-1726	Saint Francis Medical Group, Inc.	SFHMC	Service Agreement	7/27/15
15-1085	Asylum Hill Family Medicine Center, Inc.	SFCMG	PSA	5/18/15
15-1258	Asylum Hill Family Medicine Center, Inc.	SFMG	PSA	7/10/15
15-1178	Masonicare Partners Home Health and Hospice, Inc.	SFHMC	Service Agreement	7/1/15
14-1060	Saint Francis Medical Group, Inc.	SFHMC	PSA	1/1/15
14-1059	Saint Francis Medical Group, Inc.	SFHMC	PSA	12/8/14

Leases

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Hartford	1000 Asylum	2115	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2014
Avon	35 Nod Rd	105	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	9/1/2012

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	3/1/2014
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and	Connemara Court, LLC	4/1/2014

				Medical Center		
Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	12/1/2014
Ellington	137 West Road	800	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	7/1/2012
Enfield	7 Elm St.	207 - Right Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Enfield	7 Elm St.	207 - Left side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	1/14/2014
Enfield	7 Elm St.	307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Enfield	7 Elm St.	207 - Left Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2014
Enfield	7 Elm St.	207 (Left Side)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	5/8/2014
Glastonbury	300 Hebron	207	Saint Francis Medical Group, Inc.	Saint Francis Medical	Woodland Collins	5/1/2014

	Avenue			Group, Inc.	Associates	
Glastonbury	31 Sycamore Commons	202	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Tyler Development Company	9/1/2012
Hartford	1000 Asylum	4304	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/2011
Hartford	1000 Asylum	4320	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/18/2014
Hartford	1000 Asylum	2110, 2130	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/2012
Hartford	1000 Asylum	2109A	Saint Francis Medical Group,	Saint Francis Hospital and	Saint Francis Hospital and	4/1/2013

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
			Inc.	Medical Center	Medical Center	
Hartford	1000 Asylum	2118	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2013
Hartford	1000 Asylum	2120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and	Saint Francis Hospital and	3/1/2014

				Medical Center	Medical Center	
Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2012
Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/2012
Hartford	1000 Asylum	2107A	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/15/2012
Hartford	1000 Asylum	2103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/15/2012
Hartford	1000 Asylum	2112	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2013
Hartford	1000 Asylum	4307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/28/2012
Hartford	1000 Asylum	3201F	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/25/2012
Hartford	1000 Asylum	3215	Saint Francis Medical Group, Inc.	Saint Francis Hospital	Saint Francis Hospital	12/1/2013

				and Medical Center	and Medical Center	
Hartford	1000 Asylum	1019A - Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2014
Hartford	1075 Asylum Ave.	First Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/2013
Hartford	114 Woodland St.	Floor 1, Building 2 (Women's Center)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2014
Hartford	490 Blue	MS Center	Saint Francis	Mount Sinai	Mount Sinai	7/1/2012

Town	Address	Suite No.	Lessee/S ub- lessee	Lessor/Sub- lessor	Landlord	Effecti ve Date
	Hills Ave.		Medical Group, Inc.	Rehabilita tion Hospital	Rehabilitat ion Hospital	
Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilita tion Hospital, Inc.	Mount Sinai Rehabilitat ion Hospital, Inc.	10/1/2013
Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilita tion Hospital, Inc.	Mount Sinai Rehabilitat ion Hospital, Inc.	5/1/2014
Hartford	500 Blue Hills Ave.	3rd Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and	Saint Francis Hospital and	9/1/2014

				Medical Center	Medical Center	
Manchester	515 West Middle Turnpike	120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	515 West Middle Turnpike Associates Limited Partnership	4/1/2014
Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/2012
Suffield	162 Mountain Road	Second Floor	Saint Francis Medical Group	Saint Francis Medical Group	Suffield Medical Center, LLC	11/1/2014
Hartford	131 Coventry Street	Second Floor	Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	4/4/1997
Hartford	95 Woodland St.	Fourth Floor	Saint Francis HealthCare Partners, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2010
Bloomfield	421 Cottage Grove Rd.	C	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	AMCAP Copaco, LLC	1/1/2012
Hartford	114 Woodland St.	Building 4, 5th Floor	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2011
Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical	Saint Francis Hospital and Medical	3/15/2012

				Center	Center	
Simsbury	30 Dorset Crossing Drive	400	Saint Francis Behavioral Health Group, P.C.	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/2012
Hartford	95 Woodland	Third Floor	Mount Sinai Rehabilitation	Saint Francis Hospital and	Saint Francis Hospital and	1/1/2014

Town	Address	Suite No.	Lessee/Sub-lessee	Lessor/Sub-lessor	Landlord	Effective Date
	St.		Hospital Inc.	Medical Center	Medical center	
Hartford	114 Woodland St.	Floor 4-5, Office	Masonicare Partners Home Health and Hospice, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/2014
Enfield	7 Elm St.	207	Collins Medical Associates 2, P.C. d/b/a CT Women OBGYN	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/2013
Hartford	95 Woodland St.	Fourth Floor	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/2/2012
West Hartford	345 No. Main st.	242	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Summit Green LLC	10/1/2012
Hartford	1000 Asylum	3209	Collaborative Laboratory	Saint Francis	Saint Francis	1/1/2013

			Services, LLC	Hospital and Medical Center	Hospital and Medical Center	
Hartford	114 Woodland St.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2014
Hartford	19 Woodland St.	Suite 22	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/2/2011
Hartford	500 Blue Hills Ave.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/2014
Simsbury	30 Dorset Crossing Drive	300	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/2012
West Hartford	345 No. Main st.	240	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Summit Green, LLC	10/1/2012
Hartford	99 Woodland St.	First Floor and lower Level	Asylum Hill Family Medicine Center, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/2013

East Hartford	893 Main St.	101	Asylum Hill Family Medicine Center	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	8/1/2013
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Updates from December 17, 2014 through September 22, 2015:

Contract Number	Town	Address	Suite No.	Lessee	Lessor	Landlord	Effective Date	Update Action
13-386-D	Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12	Terminated
15-1691	Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/15	New Contract
15-1637	Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/15	New Contract
11-609	Bloomfield	421 Cottage Grove Rd.	C	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	AMCAP Copaco, LLC	1/1/12	Terminated
14-1041	Bloomfield	421 Cottage Grove Rd.	C	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	AMCAP Copaco, LLC	1/1/15	New Contract
12-065	Hartford	1000	2110,	Saint	Saint	Saint	5/1/12	Terminated

		Asylum	2130	Francis Medical Group, Inc.	Francis Hospital and Medical Center	Francis Hospital and Medical Center		.
15-1110	Hartford	1000 Asylum	2110, 2130	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/15	New Contract
12-066	Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/12	Terminated
15-0009	Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/15	New Contract
12-163	Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/12	Terminated
15-0010	Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/15	New Contract

12-180	Hartford	1000 Asylum	2107A	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/15/12	Terminated
12-249	Hartford	1000 Asylum	2103	Saint Francis Medical	Saint Francis Hospital	Saint Francis Hospital and Medical	5/15/12	Terminated

				Group, Inc.	and Medical Center	Center		
15-1102	Hartford	1000 Asylum	2103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/15/15	New Contract
12-451	Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12	Amended. Contract # 14-1053
12-734	Hartford	1000 Asylum	3209	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/13	Terminated.
15-1402	Hartford	1000 Asylum	3209	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15	New Contract
13-119	Enfield	7 Elm St.	207	Collins Medical Associates 2, P.C. d/b/a CT Women OBGYN	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/13	Amended. Contract # 15-1237
13-345	Hartford	95 Woodland St.	Fourth Floor	Saint Francis Healthcare Partners, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/10	Amended. Contract # 15-0011
14-0419	Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	5/1/14	Terminated
14-1096	Hartford	1000 Asylum	3201A and 3201	Saint Francis Medical Group,	Saint Francis Hospital and	Saint Francis Hospital and Medical Center	1/1/15	New Contract

			Storage	Inc.	Medical Center			
15-0015	Hartford	1000 Asylum	4301	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/15	New Contract
15-1101	Hartford	675 Tower Rd.	404B	Connecticut Occupational Medicine Partners, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/15	New Contract

15-1272	Hartford	1000 Asylum	4309	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15	New Contract
15-1273	Glastonbury	31 Sycamore Commons	202	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Tyler Development Company	7/1/15	New Contract
15-1274	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15	New Contract
12-378	Avon	35 Nod Rd	105	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	CONNEMARA Court, LLC	9/1/12	Terminated
15-1636	Avon	35 Nod Rd	105	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	CONNEMARA Court, LLC	9/1/15	New Contract
12-435	Hartford	1000 Asylum	4307	Saint Francis Medical	Saint Francis Hospital	Saint Francis Hospital and Medical	8/28/12	Terminated

				Group	and Medical Center	Center		
15-1547	Hartford	1000 Asylum	4307	Saint Francis Medical Group	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15	New Contra ct
13-191	Hartford	1000 Asylum	2109 A	Saint Francis Medical Group	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	4/1/13	Terminated
15-1581	Hartford	1000 Asylum	3213 A	Saint Francis Medical Group	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15	New Contra ct
15-1403	Hartford	490 Blue Hill Avenu e		Saint Francis Medical Group	Mount Sinai Rehabilitati on Hospital, Inc.	Mount Sinai Rehabilitati on Hospital, Inc.	8/1/15	New Contra ct
14-0443	Hartford	490 Blue Hill Avenu e	MS Cente r	Saint Francis Medical Group	Mount Sinai Rehabilitati on Hospital, Inc.	Mount Sinai Rehabilitati on Hospital, Inc.	7/1/12	Terminated
13-751	Hartford	490 Blue Hill Avenu e	MS Cente r	Saint Francis Medical Group	Mount Sinai Rehabilitati on Hospital, Inc.	Mount Sinai Rehabilitati on Hospital, Inc.	10/1/13	Terminated
12-371	Glaston bu ry	31 Sycamo re Commo ns	202	Saint Francis Medical Group	Tyler Developme nt Company	Tyler Developme nt Company	9/1/12	Terminated

15-1635	Glastonb u ry	31 Sycamor e	20 2	Saint Francis Medica	Tyler Developme nt Company	Tyler Developme nt Company	9/1/15	New Contra ct
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		Common s		l Group				
12- 269	Ellington	137 West Road	80 0	Saint Francis Medica l Group	Saint Francis Hospital and Medical Center	Cornerstone Ellington LLC	7/1/1 2	Terminated
15- 163 4	Ellington	137 West Road	80 0	Saint Francis Medica l Group	Saint Francis Hospital and Medical Center	Cornerstone Ellington LLC	9/1/1 5	New Contra ct

Section 6.09(a)(vi)

As of December 17, 2014: Saint Francis Hospital and Medical Center, the Mount Sinai Hospital Campus (the “Medical Center”), and the New England Health Care Employees Union, District 1199, SEIU/AFL-CIO (“District 1199”) are parties to a collective bargaining agreement up through May 26, 2015. By its terms this Agreement will automatically continue thereafter unless either party gives ninety (90) days’ notice of its intention to terminate or modify such Agreement.

As of September 22, 2015: Saint Francis Hospital and Medical Center, the Mount Sinai Hospital Campus (the “Medical Center”), and the New England Health Care Employees Union, District 1199, SEIU/AFL-CIO (“District 1199”) are parties to a recently ratified collective bargaining agreement in effect through May 26, 2018.

Section 6.09(a)(vii)

- Documents executed in connection with issuance of \$39,745,000 CHEFA Revenue Bonds, Series E
- Documents executed in connection with issuance of \$50,000,000 CHEFA Revenue Bonds, Series H
- Documents executed in connection with issuance of \$60,000,000 CHEFA Revenue Bonds, Series I
- Documents executed in connection with issuance of \$40,000,000 CHEFA Revenue Bonds, Series J
- Documents executed in connection with issuance of \$35,000,000 CHEFA Revenue Bonds, Series K
- Documents executed in connection with issuance of \$20,000,000 CHEFA Revenue Bonds, Series L
- Documents executed in connection with issuance of \$8,215,000 CHEFA Revenue

Bonds, Series M

- Documents executed in connection with the \$5,000,000 line of credit with Bank of America.
- Documents executed in connection with interest rate swap arrangements with Bank of America.
- Documents executed in connection with interest rate swap arrangements Morgan Stanley.

Update as of September 22, 2015: Each of the foregoing debt obligations, excluding the \$5,000,000 line of credit with Bank of America, will be redeemed or novated in full as of October 1, 2015.

Capital Leases
Master Lease and Financing Agreement No. 11180 by and between Cisco Systems Capital Corporation and Saint Francis Hospital and Medical Center dated August 1, 2014
Nuance Healthcare Master Agreement by and between Nuance Communications, Inc. and Saint Francis Hospital and Medical Center dated May 22, 2013
License, Support and Implementation Agreement by and between Orion Health Inc. and Saint Francis Hospital and Medical Center dated March 28, 2013
Master Lease Agreement by and between Celtic Leasing Corp. and Saint Francis Hospital and Medical Center, as amended, dated March 26, 2010
Master Loan and Security Agreement by and between Siemens Financial Services, Inc. and Saint Francis Hospital and Medical Center, as amended, dated December 12, 2008
License and Support Agreement by and between Epic Systems Corporation and Saint Francis Hospital and Medical Center dated September 25, 2012

SCHEDULE 6.10

PERMITTED ENCUMBRANCES

1. The matters set forth in the CT Lien Solutions lien search reports dated March 20, 2013, December 11, 2014 and August 28, 2015 copies of which have been provided to Trinity Health.
2. Encumbrances granted in the ordinary course of business since August 28, 2015.

SCHEDULE 6.12(a)

OWNED REAL PROPERTY/ENCUMBRANCES

[SEE ATTACHED]

OWNED

Physical Plant

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

SAINT FRANCIS & MOUNT SINAI CAMPUSES

(including off-campus sites)

LOCATION	OWNED / LEASED	USE	SQ FT	YR BUILT	CONSTRUCTION	# OF FLOORS	FIRE PROTECTION
SF Bldg #7, John T. O'Connell Tower	owned	Patient care	318,000	2011	Steel, concrete	10	AS, A, S, H
SF Bldg #6	owned	Closed	54,611	1949	Brick, concrete	5	AS, A, S
SF Bldg #5	owned	Offices	67,381	1938	Brick, concrete	5	AS, A, S
SF Bldg #4	owned	Offices	44,805	1920	Brick, concrete	5	AS, A, S
SF Bldg #3	owned	Offices	48,986	1916	Brick, concrete	5	AS, A, S
SF Bldg #2	owned	Patient care	97,695	1960	Brick, concrete	8	AS, A, S
SF Bldg #1	owned	Patient care	230,652	1972	Brick, concrete	8	AS, A, S
Rehabilitation Hospital of Connecticut 490 Blue Hills Avenue	owned	Rehabilitation facility	57,000	1997	Brick	2	A, S, A, H
Patient Care Tower	owned	Patient care	358,000	1996	Pre-cast concrete, s	10	As, A, S, H
Mount Sinai Campus (Rehab Hospital) 500 Blue Hills Avenue	owned	Patient care, lab	300,000	1950 68 ¹⁹	Brick	7 / 9	AS, S, A, H
Cancer Center	owned	Medical offices	53,400	1993	Pre-cast concrete, s	2	AS, A, S
Burgdorf Health Center 131 Coventry St. Hartford, CT 06112 (Owned by Mount Sinai Foundation)	owned	Clinics	52,000	1997	Brick	2	AS, S, A
99 Woodland Street	owned	Medical offices, lab	36,000	1965	Brick	2	AS

LOCATION	OWNED / LEASED	USE	SQ FT	YR BUILT	CONSTRUCTION	# OF FLOORS	FIRE PROTECTION
95 Woodland Street	owned	Health Center, Occupational Health, Fitness Center	12,500	1961	Pre-cast concrete, s	4	AS, A, S
675 Tower Avenue	owned	Medical offices	45,000	1979	Brick	4	S, A, AS partial
659 Tower Avenue	owned	Medical Office	20,964	1987	Masonry	2	
45-52 Woodland Park	owned	Resident Housing	5,000	1980	Joisted masonry	2	

LOCATION	OWNED / LEASED	USE	SQ FT	YR BUILT	CONSTRUCTION	# OF FLOORS	FIRE PROTECTION
41-44 Woodland Park	owned	Resident Housing	5,000	1980	Joisted masonry	2	
35-40 Woodland Park	owned	Resident Housing	5,000	1980	Joisted masonry	2	
26-34 Woodland Park	owned	Resident Housing	5,000	1980	Joisted masonry	2	
260 Ashley Street	owned	Innovation Center	40,500	1990	Brick, concrete	3	AS, A, S, H
234-236 Ashley Street, Hartford, CT	owned	Vacant apts	14,385	1927	Frame/brick exterior	2	alarm
19 Woodland Street, Unit 47	owned	medical office	765	1986	Brick	4	
19 Woodland Street, Unit 37	owned	Medical Office	1,317	1986	Brick		
19 Woodland Street, Unit 35	owned	Medical Office	3,608	1986	Brick	4	S
19 Woodland Street #45 & 46	owned	Medical Offices	4,349	1986	Brick	4	S
19 Woodland Street #22	owned	Medical Offices	693	1986	Brick	4	S
18-25 Woodland Park	owned	Resident Housing	5,000	1980	Joisted masonry	2	
137 Woodland Street	owned	Day care	2,230	1942	Wood	2	S, alarm

LOCATION	OWNED / LEASED	USE	SQ FT	YR BUILT	CONSTRUCTION	# OF FLOORS	FIRE PROTECTION
133 Woodland Street	owned	Resident housing/ 4 apartments	2,230	1942	Frame	2	S, alarm
129 Woodland Street	owned	1 apt, vacant office	2,230	1942	Wood	2	S, alarm
1080 Day Hill Rd, Windsor	owned	Medical offices	1,500		Brick	1	S
1075 Asylum Avenue	owned	Outpatient services	7,500	1980	Brick, concrete	1	
1000 Asylum Avenue, Suite 3201A & 3201	owned		medical offic2,382	1941	Pre-cast concrete, s	7	A, S, partial sprinkler
1000 Asylum Avenue, Suite 2120	owned		Medical of2,784	1941	Pre-cast concrete, steel	7	Sprinkler, Alarm
1000 Asylum Avenue	owned	Medical offices, labs	234,000	1941	Pre-cast concrete, s	7	A, S, partial sprinkler

Parking Areas		# SPACES	SQ FT
Collins Garage, 345 Collins St	owned	855	
Woodland Street Garage, 129 Woodland Street, Hartford	owned	700	
Surface Lot A	owned	411	
Surface Lot B	owned	420	
Surface Lot C	owned	47	
Surface Lot D	owned	272	
Surface Lot E	owned	100	
Surface Lot G	owned	385	
ED	owned	21	
Cancer Center	owned	23	
95 Woodland Street	owned	168	
99 Woodland Street	owned	19	
Blue Hills Avenue	owned		65,000
103 Woodland Street	leased	150	10,000
103 Woodland Street	leased	60	

Parking Areas		# SPACES	SQ FT
20 Huntington St, Hartford	leased		17,500
31 Sumner Street, Hartford	leased		17,500
51 Homestead Avenue	owned	Parking Garage	65,360
101 Homestead Avenue	owned	vacant land	.166 acres
Total Parking Spaces		3,631	
Total Parking Square Feet			350,720
Grand total number of parking spaces not assigned by sq. feet		3,631	
Grand Total Square Feet - Property & Parking			350,720

Section 6.12(b)

Leased Real Property & Saint Francis Leases

Real Property Leased by Saint Francis or a Controlled Subsidiary

Contract Number	Town	Address	Suite No.	Lessee	Lessor	Landlord	Effective Date
13-620	East Hartford	893 Main St.	101	Asylum Hill Family Medicine Center	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	8/1/13
12-651	Hartford	99 Woodland St.	First Floor and lower Level	Asylum Hill Family Medicine Center, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/13
N/A	East Hartford	893 Main St.	Storage Space	Asylum Hill Family Medicine Center, Inc.	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	10/1/11
11-085	Avon	35 Nod Rd	202	Collaborative Laboratory Services, LLC	Connemara Court, LLC	Connemara Court, LLC	3/28/11
06-059	East Hartford	893 Main St.	Portion of 1st, 2nd, 3rd floors (1,000 sf) (Suite 102)	Collaborative Laboratory Services, LLC	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	10/1/07
11-271	Farmington	2 Spring Lane	Unit #4	Collaborative Laboratory Services, LLC	Spring Plaza, LLC	Spring Plaza, LLC	10/24/11
12-122	West Hartford	928 Farmington Avenue	First Floor	Collaborative Laboratory Services, LLC	Nine Twenty Eight Company, LLC	NineTwenty Eight Company, LLC	3/15/12
06-057	Enfield	7 Elm St.	305	Collaborative Laboratory Services, LLC	A&L Troiano Family, LLC	A<roiano Family, LLC	5/1/11
13-889	Bloomfield	580 Cottage Grove Rd.	105	Collaborative Laboratory Services, LLC	Corporate Crossing Limited Partnership	Corporate Crossing Limited Partnership	9/1/14
14-0793	Rocky Hill	2301 Silas Deane Highway	1st floor	Collaborative Laboratory Services, LLC	2301 Silas Deane, LLC	2301 Silas Deane, LLC	10/1/14
14-0396	Farmington	220 Farmington Avenue	Lab	Collaborative Laboratory Services, LLC	Salud Primary Care, LLC	85 Bishop Lane Corp.	11/1/14
N/A	Hartford	19	Suite 22	Collaborative	Saint Francis	Saint Francis	5/2/11

Contract Number	Town	Address	Suite No.	Lessee	Lessor	Landlord	Effective Date
		Woodland St.		Laboratory Services, LLC	Hospital and Medical Center	Hospital and Medical Center	
12-515	West Hartford	345 No. Main st.	240	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Summit Green, LLC	10/1/12

07-749	Rocky Hill	506 Cromwell Avenue	lab	Collaborative Laboratory Services, LLC	Jacques Mendelsohn, M.D.	Jacques Mendelsohn, M.D.	9/1/07
14-0350	Hartford	114 Woodland St.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/14
14-0363	Hartford	500 Blue Hills Ave.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/14
14-0397	Bolton	921 Boston Turnpike	Lab Space	Collaborative Laboratory Services, LLC	Ronald Buckman, M.D.	Ronald Buckman, M.D.	12/1/14
12-256	Avon	44 Dale Road	301	Collaborative Laboratory Services, LLC	44 Dale Road, LLC	44 Dale Road, LLC	11/1/12
12-455	Simsbury	30 Dorset Crossing Drive	300	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/12
15-0005	Wethersfield	30 Jordan Lane		Collaborative Laboratory Services, LLC	Prime Healthcare, P.C.	30 Jordan Lane Associates, LLC	4/20/15
14-0600	Ellington	137 West Rd.	Lab Room	Collaborative Laboratory Services, LLC	Cornerstone Ellington, Inc.	Cornerstone Ellington, Inc.	3/1/15
15-1352	Glastonbury	31 Sycamore Commons		Collaborative Laboratory Services, P.C.	Tyler Development Company	Tyler Development Company	8/1/15
15-1402	Hartford	1000 Asylum	3209	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1101	Hartford	675 Tower Rd.	404B	Connecticut Occupational Medicine Partners, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical	5/1/15

						Center	
13-925	Hartford	95 Woodland St.	Third Floor	Mount Sinai Rehabilitation Hospital Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical center	1/1/14
07-825	West Hartford	335 Bloomfield Avenue		Mount Sinai Rehabilitation Hospital, Inc.	The Joyce D. and Andrew J. Mandell Greater Hartford Jewish Community Center, Inc.	The Joyce D. and Andrew J. Mandell Greater Hartford Jewish Community Center, Inc.	12/10/07
12-417	Simsbury	30 Dorset Crossing Drive	400	Saint Francis Behavioral Health Group, P.C.	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	10/1/12
13-639	Glastonbury	27 Sycamore Commons		Saint Francis Behavioral Health Group, P.C.	Tyler Development Company	Tyler Development Company	10/1/13
15-0010	Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/15/15
14-0126	Enfield	151 Hazard Avenue	4,5,6	Saint Francis Behavioral Health Group, P.C.	Karios Properties, LLC	Karios Properties, LLC	9/2/14
N/A	East Hartford	893 Main St.	Portion 1st,2nd,3rd fl	Saint Francis Care Medical Group, P.C.	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	10/1/07
15-0025	Enfield	15 Palomba Drive	13 (also known as Unit 7)	Saint Francis Care Medical Group, P.C.	Prime Healthcare, P.C.	Joseph Brenton, M.D.	2/9/15
11-146	Hartford	114 Woodland St.	Building 4, 5th Floor	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/11
09-132	Ellington	137 West Rd.	Primary Care	Saint Francis Care Medical Group, P.C.	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/10
12-815	Enfield	7 Elm St.	207	Saint Francis Care Medical Group, P.C.	A&L Troiano Family, LLC	A&L Troiano Family, LLC	2/1/13
14-1041	Bloomfield	421 Cottage Grove Rd.	C	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	AMCAP Copaco, LLC	1/1/15
15-0011	Hartford	95	Fourth	Saint Francis	Saint Francis Hospital	Saint Francis	6/1/10

		Woodland St.	Floor	HealthCare Partners, Inc.	and Medical Center	Hospital and Medical Center	
11-067	Avon	35 Nod Rd	103, 104, 105 (MAIN LEASE)	Saint Francis Hospital and Medical Center	Connemara Court, LLC	Connemara Court, LLC	3/15/11
08-431	East Hartford	893 Main St.	3rd floor	Saint Francis Hospital and Medical Center	Merchant East Hartford II, LLC	Merchant East Hartford II, LLC	7/1/08
11-310	Glastonbury	31 Sycamore Commons	3,310 SF (UPSTAIRS)	Saint Francis Hospital and Medical Center	Tyler Development Company	Tyler Development Company	9/1/11
11-551	Hartford	550 Main Street	Ground Floor	Saint Francis Hospital and Medical Center	City of Hartford	City of Hartford	5/1/12
NONE	Hartford	131 Coventry Street	Second Floor	Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	4/4/97
14-0099	Torrington	1598 East Main Street	Suite B	Saint Francis Hospital and Medical Center	1598 East Main Street, LLC	1598 East Main Street, LLC	7/1/11
14-0662	Rocky Hill	506 Cromwell Avenue		Saint Francis Hospital and Medical Center	Rocky Hill Medical Arts Associates	Rocky Hill Medical Arts Associates	10/1/14
N/A	Avon	35 Nod Rd		Saint Francis Hospital and Medical Center	Radiology Associates of Hartford, P.C.		10/1/11
08-582	Bloomfield	421 Cottage Grove Rd.	MAIN LEASE	Saint Francis Hospital and Medical Center	Amcap Copaco, LLC	Amcap Copaco, LLC	11/1/08
14-0572	Manchester	318 West Middle Turnpike	Within Stop and Shop Building	Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	7/25/14
13-960	Simsbury	498 Bushy Hill Road	Within Stop and Shop Building	Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	
14-0989	Glastonbury	New London Turnpike and Oak Street	Within Stop and Shop Building	Saint Francis Hospital and Medical Center	Bellin Memorial Hospital, Inc.	Ahold U.S.A., Inc.	3/31/15
10-309	West Hartford	20 Isham Rd.	1st floor, west wing	Saint Francis Hospital and	M&R Gassner Family II, LLC	M&R Gassner	12/15/10

				Medical Center		Family II, LLC	
06-338	Windsor	100 Deerfield Rd.		Saint Francis Hospital and Medical Center	Easter Seals Greater Hartford Rehabilitation Center, Inc.	Easter Seals Greater Hartford Rehabilitation Center, Inc.	10/1/06
13-012	Farmington	76 Batterson Park Road	First Floor	Saint Francis Hospital and Medical Center	Fusco Farmington Associates Limited Partnership	Fusco Farmington Associates Limited Partnership	6/5/13
13-626	Hartford	999 Asylum Avenue	lower level	Saint Francis Hospital and Medical Center	Wheeler Clinic, Inc.	BostonHartford, LLC	11/1/13
15-1047	Simsbury	30 Dorset Crossing Drive	101, 102, 103, 104, 105 in Building 1	Saint Francis Hospital and Medical Center	Dorset Crossing, LLC	Dorset Crossing, LLC	8/1/12
12-815	Enfield	7 Elm St.	205	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	A&L Troiano Family LLC	2/1/13
12-815	Enfield	7 Elm St.	202, 301, 307	Saint Francis Hospital and Medical Center	A&L Troiano Family, Inc.	A&L Troiano Family, Inc.	2/1/13
10-135	Ellington	137 West Rd.	Behavior Science/Suite 800	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/10
09-129	Ellington	137 West Rd.	Office Time-Share/Suite 200 and 800	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/10
09-126	Ellington	137 West Rd.	Community Room	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/10
09-131	Ellington	137 West Rd.	Suite 700	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	Cornerstone Ellington, LLC	1/1/10
09-046	Hartford	287 Homestead Ave.	Storage Space	Saint Francis Hospital and Medical Center	Hartford Special Partners, LLC	Hartford Special Partners, LLC	8/1/08
11-109	Manchester	515 West Middle	First Floor	Saint Francis Hospital and	515 West Middle Turnpike Associates	515 West Middle	4/27/11

		Turnpike		Medical Center	Limited Partnership	Turnpike Associates Limited Partnership	
13-064	Hartford	103 Woodland Street		Saint Francis Hospital and Medical Center	Brookfield Asset, LLC and Bridgetown, LLC	Brookfield Asset, LLC and Bridgetown, LLC	4/1/13
12-494	West Hartford	345 No. Main st.	Second Floor	Saint Francis Hospital and Medical Center	Bishop's Corner (E&A), LLC	Bishop's Corner (E&A), LLC	11/1/12
12-489	Hartford	140 Woodland Street	First Floor	Saint Francis Hospital and Medical Center; Saint Francis Care, Inc.	Urban League of Greater Hartford, Inc.	Urban League of Greater Hartford, Inc.	12/1/12
14-0425	Suffield	162 Mountain Road	Second Floor	Saint Francis Medical Group	Saint Francis Medical Group	Suffield Medical Center, LLC	11/1/14
15-1634	Ellington	137 West Road	800	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Cornerstone Ellington, LLC	9/1/15
15-1636	Avon	35 Nod Rd	105	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	9/1/15
14-0013	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	3/1/14
14-0210	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	4/1/14
14-0853	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Connemara Court, LLC	12/1/14
13-384-I	Enfield	7 Elm St.	207 - Right Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/13
14-0005	Enfield	7 Elm St.	207 - Left side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	1/14/14
13-126	Enfield	7 Elm St.	307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/13
14-0133	Enfield	7 Elm St.	207 - Left Side	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	3/1/14
14-0283	Enfield	7 Elm St.	207 (Left Side)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	A&L Troiano Family, LLC	5/8/14
15-1635	Glastonbury	31 Sycamore Commons	202	Saint Francis Medical	Saint Francis Hospital and	Tyler Development	9/1/15

				Group, Inc.	Medical Center	Company	
14-0175	Manchester	515 West Middle Turnpike	120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	515 West Middle Turnpike Associates Limited Partnership	4/1/14
14-1053	Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12
14-0577	Hartford	1000 Asylum	1019A - Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/14
13-533	Hartford	1000 Asylum	2112	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/13
13-855	Hartford	1000 Asylum	2118	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/13
14-0107	Hartford	1000 Asylum	2120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/14
12-493	Hartford	1000 Asylum	3201F	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/25/12
13-386-D	Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12
13-941	Hartford	1000 Asylum	3215	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/13
13-384-G	Hartford	1000 Asylum	4304 and 3201-C	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/11
15-1547	Hartford	1000 Asylum	4307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15
13-923	Hartford	1000 Asylum	4320	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/18/14
13-847	Hartford	1075 Asylum Ave.	First Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/13
14-0642	Hartford	114 Woodland St.	Floor 1, Building 2 (Women's Center)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/14

14-1096	Hartford	1000 Asylum	3201A and 3201 Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/15
14-1027	Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	5/1/14
15-0015	Hartford	1000 Asylum	4301	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/15
15-0009	Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/15
15-1581	Hartford	1000 Asylum	3213A	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15
14-0838	Bloomfield	580 Cottage Grove Rd.	201	Saint Francis Medical Group, Inc.	Stone, Goldenberg & Dharan, LLP	Simons Real Estate Group, Inc.	4/1/15
15-0007	Bloomfield	One Northwestern Drive	302	Saint Francis Medical Group, Inc.	One Northwestern Dr. L.L.C.	One Northwestern Dr. L.L.C.	2/1/15
13-531	Enfield	148 Hazard Avenue	107	Saint Francis Medical Group, Inc.	Johnson Memorial Medical Center, Inc.	Johnson Memorial Medical Center, Inc.	7/1/14
11-508	Farmington	11 South Rd.	Second Floor	Saint Francis Medical Group, Inc.	11 South Road, LLC	11 South Road, LLC	8/1/11
13-965	Glastonbury	300 Hebron Avenue	207	Saint Francis Medical Group, Inc.	Saint Francis Medical Group, Inc.	Woodland Collins Associates	5/1/14
13-967	Hartford	19 Woodland St.	Suites 23, 24, and 26	Saint Francis Medical Group, Inc.	BFG&T Associates LLC	BFG&T Associates LLC	5/1/14
15-1403	Hartford	490 Blue Hills Ave.		Saint Francis Medical Group,	Mount Sinai Rehabilitation	Mount Sinai Rehabilitation	8/1/15
				Inc.	Hospital Inc.	Hospital Inc.	
14-0564	Hartford	500 Blue Hills Ave.	3rd Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/14

14-1014	Norwich	113 Salem Turnpike		Saint Francis Medical Group, Inc.	The Circulatory Center of Connecticut, LLC	Unknown	2/10/15
14-0869	Rocky Hill	546 Cromwell Ave.	First Floor	Saint Francis Medical Group, Inc.	RH Medical Center Associates, LLC	RH Medical Center Associates, LLC	9/1/12
14-0199	Sharon	50 Hospital Hill Road	Second Floor (Sharon Hospital)	Saint Francis Medical Group, Inc.	Essent Healthcare of Connecticut, Inc.	Essent Healthcare of Connecticut, Inc.	4/18/14
14-0654	Vernon	428 Hartford Turnpike	Units 201, 203 and 204	Saint Francis Medical Group, Inc.	428 Hartford Turnpike Associates, LLP	428 Hartford Turnpike Associates, LLP	10/1/14
15-1138	Bloomfield	580 Cottage Grove Rd.	205	Saint Francis Medical Group, Inc.	Corporate Crossing Limited Partnership	Corporate Crossing Limited Partnership	11/1/10
14-0831	Enfield	146 Hazard Avenue	102	Saint Francis Medical Group, Inc.	Professional Offices, LLC	Professional Offices, LLC	11/1/14
15-1110	Hartford	1000 Asylum	2110, 2130	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/15
14-1055	East Hartford	893 Main St.	202	Saint Francis Medical Group, Inc.	East Hartford Internal Medicine, LLC	Prime Healthcare	4/1/15
15-1102	Hartford	1000 Asylum	2103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/15/15
15-1272	Hartford	1000 Asylum	4309	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
15-1314	Enfield	146 Hazard Avenue	202	Saint Francis Medical Group, Inc.	MEGS Corp.	MEGS Corp.	6/1/15
14-0443	Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital	Mount Sinai Rehabilitation Hospital	7/1/12
15-1274	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
15-1060	Windsor Locks	2 Concorde Way	Building #2	Saint Francis Medical Group, Inc.	Concorde Enterprises, LLC	Concorde Enterprises, LLC	5/1/15
14-0814	Hartford	1000	2115	Saint Francis	Saint Francis Hospital	Saint Francis	11/1/14

		Asylum		Medical Group, Inc.	and Medical Center	Hospital and Medical Center	
08-561	Hartford	287 Homestead Ave.		Total Laundry Collaborative	Hartford Speical Partners, LLC	Hartford Special Partners, LLC	8/1/08
08-159	Bloomfield	701 Cottage Grove Rd.	A110	Woodland Physician Associates, Inc.	Roy A. Kellerman, MD, LLC	Roy A. Kellerman, MD, LLC	3/31/12
15-1691	Hartford	1000 Asylum	3207	Saint Francis Medical	Saint Francis Hospital and Medical Center	Saint Francis Hospital	10/1/15

***Note that the original disclosure with respect to Real Property Leased by Saint Francis or a Controlled Subsidiary in response to Section 6.12(b), which response referenced “those parcels of real property identified as “Leased” in the Physical Plant Locations list included in the electronic data room . . .as item 11.1.95.” appears to have been over inclusive. The responses to 6.12(b) included all leases in which Saint Francis or a Controlled Subsidiary is a party and was not limited to those properties leased BY Saint Francis or a Controlled Subsidiary (i.e. where Saint Francis is the tenant). This Updated Disclosure corrects that error and is limited to leases for property leased BY Saint Francis or a Controlled Subsidiary.**

Saint Francis Owned Real Property Leases

Contract Number	Town	Address	Suite No.	Lessee	Lessor	Landlord	Effective Date
15-1466	Hartford	129 Woodland Park	38	Khayer, Ali	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/20/15
14-0108	Hartford	1000 Asylum	2109	H. Robert Silverstein, MD	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/14
15-1451	Hartford	114 Woodland St.	4th Fl, Building 7 (CJRI)	Howmedica Osteonics Corp.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/17/15
15-1274	Avon	35 Nod Rd	104	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
15-0022	Hartford	100 Woodland St.	First Floor/ Pharmacy	Arrow Prescription Center, #14. Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/11
14-0458	Hartford	1000 Asylum	3206	Arrhythmia Consultants of Connecticut, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/2/13
13-384- G				Saint Francis Medical	Saint Francis Hospital and	Saint Francis Hospital and	

	Hartford	1000 Asylum	4304 and 3201-C	Group, Inc.	Medical Center	Medical Center	2/1/11
14-0814	Hartford	1000 Asylum	2115	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/14
14-0629	Hartford	1000 Asylum	4300,4305,2110A	Greater Hartford Cardiology Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/14
13-986	Hartford	1000 Asylum	4310, 3201C-3	Jorge L. Diez, M.D.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/14
12-145	Hartford	1000 Asylum	3201E, 3201C-1	Radiology Associates of Hartford, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12
13-923	Hartford	1000 Asylum	4320	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/18/14
15-1110	Hartford	1000 Asylum	2110, 2130	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/15
13-855	Hartford	1000 Asylum	2118	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/13
14-0107	Hartford	1000 Asylum	2120	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/14
14-0816	Hartford	1000 Asylum	2126, MEZZ-B	Greater Hartford Orthopedic Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/14
14-0547	Hartford	1000 Asylum	3220, 3213, Mezzanine D Storage	Paul B. Murray, MD	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/14
13-386- D	Hartford	1000 Asylum	3207	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12
14-0473	Hartford	1000 Asylum	3208/STORAGE BR-F	Stephan C. Lange, MD; Stephen F. Calderon, MD; Howard Lantner, MD	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	4/1/15
15-1548	Hartford	1000	3212, 3201C-2	Connecticut	Saint Francis	Saint Francis	9/1/15

		Asylum		Gastroenterology Associates, PC	Hospital and Medical Center	Hospital and Medical Center	
15-1207	Hartford	1000 Asylum	3218	Bechara J. Barrak, MD and John F. Wenceslao, MD	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
15-1401	Hartford	1000 Asylum	2108	Hartford Orthopedic Surgeons, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/15
15-1320	Hartford	1000 Asylum	2101	Mark R. Silk, M.D.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-0009	Hartford	1000 Asylum	2102	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/15
15-1102	Hartford	1000 Asylum	2103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/15/15
13-533	Hartford	1000 Asylum	2112	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/13
15-1547	Hartford	1000 Asylum	4307	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/28/12
12-493	Hartford	1000 Asylum	3201F	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/25/12
13-833	Hartford	1000 Asylum	3201F	Yale-New Haven Hospital, Inc.	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	9/25/12
15-1402	Hartford	1000 Asylum	3209	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
13-182	Hartford	1000 Asylum	2114	The Hospital of Central Connecticut at New Britain General and Bradley Memorial	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	4/15/13
				Saint Francis	Saint Francis	Saint Francis	

13-941	Hartford	1000 Asylum	3215	Medical Group, Inc.	Hospital and Medical Center	Hospital and Medical Center	12/1/13
14-0577	Hartford	1000 Asylum	1019A - Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/14
14-0815	Hartford	1000 Asylum	3211	Chawla Heart Technologies, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/15
14-1096	Hartford	1000 Asylum	3201A and 3201 Storage	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/15
15-0015	Hartford	1000 Asylum	4301	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/15
15-1272	Hartford	1000 Asylum	4309	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
13-847	Hartford	1075 Asylum Ave.	First Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/13
11-242	Hartford	114 Woodland St.		ABP Corp. successor in interest to Au Bon Pain Co., Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/11
14-0892	Hartford	114 Woodland St.	Floor 4-5, Office	Masonicare Partners Home Health and Hospice, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/14
14-0350	Hartford	114 Woodland St.		Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/14
14-0883	Hartford	114 Woodland St.	4th floor, building 7, auditorium	Davol, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/15/14
14-0020	Hartford	114 Woodland St.	Floor 3-3	Woodland Anesthesiology Associates, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/14
NONE	Hartford	114 Woodland St.		American Messaging Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/3/11
11-146	Hartford	114 Woodland St.	Building 4, 5th Floor	Saint Francis Care Medical Group, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/11
14-0474	Hartford	114 Woodland	Fourth Floor, Building 7	Smith & Nephew	Saint Francis Hospital and	Saint Francis Hospital and	6/27/14

		St.			Medical Center	Medical Center	
NONE	Hartford	114 Woodland St.	rooftop	AT&T Wireless PCS, LLC	AT&T Wireless PCS, LLC	Saint Francis Hospital and Medical Center	1/6/13
14-0642	Hartford	114 Woodland St.	Floor 1, Building 2 (Women's Center)	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/14
15-1218	Hartford	129 Woodland Park	6	Menuba, Elias N.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1220	Hartford	129 Woodland Park	9	Fitzgerald, Thomas	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/20/15
15-1222	Hartford	129 Woodland Park	21	Calender, Jeffrey	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1223	Hartford	129 Woodland Park	23	Ighile, Omosede	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1225	Hartford	129 Woodland Park	31	Zawidniak, John	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1226	Hartford	129 Woodland Park	34	Wilson, Amanda and Bluett, Matt	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1227	Hartford	129 Woodland Park	36	Gulati, Vinay and Gulati, Ashima	Saint Francis Hospital and Medical	Saint Francis Hospital and Medical Center	7/1/15

					Center		
15-1228	Hartford	129 Woodland Park	42	Curry, Melissa	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1231	Hartford	129 Woodland Park	46	Kelley, Christopher	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1233	Hartford	129 Woodland Park	51	Sipusic, Elizabeth	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1234	Hartford	129 Woodland Park	52	Longley, Robin	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1232	Hartford	129 Woodland Park	48	Ashanee Thompson	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1218	Hartford	129 Woodland Park	19	Ward, Meredith	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1230	Hartford	129 Woodland Park	44	Applewhite, Heather	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1219	Hartford	129 Woodland Park	7	Ahram, Haya	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1144	Hartford	129 Woodland Park	41	O'Bryant, Steven	Saint Francis Hospital and	Saint Francis Hospital and	7/1/14

					Medical Center	Medical Center	
15-1224	Hartford	129 Woodland Park	25	Morgan, Elizabeth A.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1229	Hartford	129 Woodland Park	43	Hamilton, Melissa	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1537	Hartford	129 Woodland Park	24	Lomakina, Nadezhda	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15
15-1517	Hartford	129 Woodland Park	18	Kaleel, Mohammed	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15
15-1544	Hartford	129 Woodland Park	4	Umer, Affan	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/24/15
14-0837	Hartford	129 Woodland Park	45	Agosto, Anardi	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/13/14
14-1008	Hartford	129 Woodland Park	12	Kelly, Andrew	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/1/14
14-1030	Hartford	129 Woodland Park	20	DiPasquale, Lisa Marie	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/31/15
15-1143	Hartford	129 Woodland Park	37	Villarreal, Eugenio	Saint Francis Hospital and	Saint Francis Hospital and	4/30/15

					Medical Center	Medical Center	
15-1158	Hartford	129 Woodland Park	29	Arth Patel	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/15
15-1319	Hartford	129 Woodland Park	10	Little, Erin	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/24/15
15-1473	Hartford	129 Woodland Park	22	Kapoor, Ankita Akhil	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/1/15
15-1465	Hartford	129 Woodland Park	28	Frantz, David	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/10/15
15-1503	Hartford	129 Woodland Park	47	Bhulabhai, Bhavik Kiran	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/24/15
15-1502	Hartford	129 Woodland Park	35	Winters, Carolyn	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/15
15-1497	Hartford	129 Woodland Park	22	Lall, Alisha	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/7/15
15-1499	Hartford	129 Woodland Park	27	Janwatanagool, Gitti	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/7/15
15-1505	Hartford	129 Woodland	50	Boka, Emeka	Saint Francis Hospital	Saint Francis Hospital	8/7/15

		Park			and Medical Center	and Medical Center	
15-1496	Hartford	129 Woodland Park	5	Phyoe, Tiffany	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/15
15-1504	Hartford	129 Woodland Park	49	Amarteifio, Francis Oko	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	7/30/15
15-1500	Hartford	129 Woodland Park	32	Chae, Janiper	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/3/15
N/A	Hartford	19 Woodland St.	Suite 22	Collaborative Laboratory Services, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/2/11
15-0019	Hartford	19 Woodland St.	Units 35, 37, 45, 47	Central Connecticut Cardiologists, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	4/1/15
NONE	Hartford	500 Blue Hills Ave.	Sixth and Ninth Floor	Alcohol and Drug Recovery Centers, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/1/15
06-145	Hartford	500 Blue Hills Ave.	Roof Top	Sprint Spectrum Realty Company, L.P.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/29/06
14-0111	Hartford	500 Blue Hills Ave.	Storage Space	Hospital for Special Care	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	2/14/15
14-0363	Hartford	500 Blue		Collaborative Laboratory	Saint Francis Hospital	Saint Francis Hospital	6/1/14

		Hills Ave.		Services, LLC	and Medical Center	and Medical Center	
N/A	Hartford	500 Blue Hills Ave.		T-Mobile Northeast, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	8/1/2015
13-708	Hartford	500 Blue Hills Ave.	Rooftop Space	Cellco Partnership d/b/a Verizon Wireless	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/4/13
NONE	Hartford	500 Blue Hills Ave.	fifth floor	Hospital for Special Care	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/30/03
14-0564	Hartford	500 Blue Hills Ave.	3rd Floor	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/14
NONE	Hartford	500 Blue Hills Ave.	Roof Top	New Cingular Wireless PCS, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/07
14-0894	Hartford	659 Tower Rd.	First Floor	National Multiple Sclerosis Society (Connecticut Chapter)	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/15
15-1549	Hartford	675 Tower Rd.	401	Mark Belesky, MD; and Susan Wikowski, MD	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/15
15-0010	Hartford	675 Tower Rd.	301-office and 306-storage	Saint Francis Behavioral Health Group, PC	Saint Francis Hospital and Medical	Saint Francis Hospital and Medical	3/15/15

					Center	Center	
15-1101	Hartford	675 Tower Rd.	404B	Connecticut Occupational Medicine Partners, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	5/1/15
13-435	Hartford	675 Tower Rd.	Portions of First and Second Floor	DVA Rental Healthcare, Inc. a/k/aGambro Healthcare of Connecticut, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/1/14
12-766	Hartford	675 Tower Rd.	402	Ashanti Medical Associates, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	3/1/13
13-924	Hartford	95 Woodl and St.	200	Connecticut Surgeons, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/14
13-925	Hartford	95 Woodl and St.	Third Floor	Mount Sinai Rehabilitation Hospital Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical center	1/1/14
15-0011	Hartford	95 Woodl and St.	Fourth Floor	Saint Francis HealthCare Partners, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	6/1/10
12-430	Hartford	95 Woodl and St.	Fourth Floor	Collins Medical Associates 2, P.C.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	9/2/12
12-651	Hartford	99 Woodl and St.	First Floor and lower Level	Asylum Hill Family Medicine Center, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	1/1/13
		515 West		Woodland Anesthesiolog	Saint Francis	Saint Francis	

14-0821	Manchester	Middle Turnpike	130	y Associates, P.C.	Hospital and Medical Center	Hospital and Medical Center	11/1/14
14-1054	Windsor	1080 Day Hill Rd.	103	Collins Surgical Associates, PC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	11/1/14
14-1053	Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	10/1/12
14-0643	Windsor	1080 Day Hill Rd.	103	Advanced OB-GYN Doctors, LLC	Saint Francis Hospital and Medical Center	Saint Francis Hospital and Medical Center	12/19/14
14-0499	Hartford	345 Collins St.	second floor	Berkshire Bank	One Thousand Corporation	One Thousand Corporation	6/22/10
15-1131	Hartford	490 Blue Hills Ave.	Third Floor	Hanger Prosthetics & Orthotics, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	4/1/15
13-751	Hartford	490 Blue Hills Ave.	MS Center	Saint Francis Medical Group, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	Mount Sinai Rehabilitation Hospital, Inc.	10/1/13
N/A	Hartford	500 Blue Hills Ave.	Clinical Teaching Space at Burgdorf Fleet Health Center	University of Connecticut Health Center Finance Corporation	Mount Sinai Hospital Foundation, Inc.	Mount Sinai Hospital Foundation, Inc.	7/1/06
NONE	Hartford	131 Coventry Street	Second Floor	Saint Francis Hospital and Medical Center	Mount Sinai Hospital Foundation,	Mount Sinai Hospital Foundation,	4/4/97
15-0021	Hartford	615 Tower	Second Floor/	Burgdorf Pharmacy, Inc.	Saint Francis Hospital	Mount Sinai Hospital Foundation,	6/1/02

15-1501	Hartford	129 Woodland Park	33	Schmid, Nina	Saint Francis Hospital	Saint Francis Hospital	8/15/15
15-1637	Windsor	1080 Day Hill Rd.	103	Saint Francis Medical Group, Inc.	Saint Francis Hospital	Saint Francis Hospital	10/1/15

***Note that the original disclosure provided as of December 17, 2014 with respect to leases of “Saint Francis Owned Real Property” in response to Section 6.12(b), which response referenced “those leases identified in the ‘Summary of Leases’ list included in the electronic data room . . . as item 20.26.1..” appears to have been over inclusive. The responses to 6.12(b) with respect to the Saint Francis Owned Real Property included all leases in which Saint Francis or a Controlled Subsidiary is a party and was not limited to those properties OWNED by Saint Francis or a Controlled Subsidiary. This Updated Disclosure corrects that error and is limited to leases for property owned by Saint Francis or a Controlled Subsidiary.**

SCHEDULE 6.14(a)

LEGAL PROCEEDINGS

The Office of Civil Rights investigated a reportable breach under HIPAA relating to the theft of certain paper records containing patient information from a physician's vehicle. See additional information disclosed in Schedule 6.19. On April 9, 2014, the Office of Civil Rights issued its decision that all matters raised by this complaint have now been resolved through the voluntary compliance actions of Saint Francis and therefore, OCR has closed the case and there were no fines or penalties imposed.

A complaint against Saint Francis Hospital and Medical Center, Saint Francis Hospital and Medical Center Finance Committee, the Saint Francis Hospital and Medical Center Retirement Committee, and John Does 1-20 (the "Committee members") was filed in the United States District Court, District of Connecticut, on July 21, 2015, by a participant in the Saint Francis Hospital and Medical Center Pension Plan ("Plan"), Carol Kemp-DeLisser, on behalf of herself and all others similarly situated. The plaintiffs allege that the Plan does not constitute a church plan exempt from the Employee Retirement Income Security Act ("ERISA"). The complaint seeks to require the defendants to comply with all the requirements of ERISA and to pay damages and penalties as a result of their past failure to do so. Saint Francis has fiduciary liability coverage which provides indemnification and defense to Saint Francis and Committee members with a five-million-dollar limit.

A subcontractor was injured during the construction of the John T. O'Connell Tower when a scaffolding buckled and bricks fell on top of him injuring his legs, shoulder and neck. Claim filed under workers compensation and general liability both having deductibles of \$250,000 each. Medical bills will exceed \$250,000 and demand was made for \$2,500,000. Case in discovery and depositions being scheduled at present.

An employee incurred a shoulder injury moving a bucket of concrete. Saint Francis won the case and it is now in the appeal process. Cost to date is \$150,000.

SCHEDULE 6.14(b)

GOVERNMENTAL ORDERS, JUDGMENTS, PENALTIES, AWARDS

Department of Justice:

On January 19, 2015, Saint Francis Hospital and Medical Center entered into a three year Resolution Agreement with the U.S. Department of Justice and U.S. Attorney's Office for the District of Connecticut ("DOJ") and the U.S. Department of Health and Human Services, Office for Civil Rights ("HHS"). This matter was initiated by a complaint filed with DOJ alleging violations of Title III of the ADA and its implementing regulation. Specifically, the Complainant alleged that SFHMC failed to provide auxiliary aids and services when necessary to ensure effective communication with him during admissions to SFHMC for medical treatment between September 30, 2010 and March 9, 2011. Under the terms of the Agreement, SFHMC has agreed to take a number measures aimed at ensuring compliance with the ADA and Section 504 of the Rehabilitation Act. These include the designation of an ADA/Section 504 Coordinator to be responsible for the coordination of SFHMC's efforts to comply with Title III of the ADA and Section 504, and the review and revision of SFHMC's Grievance Procedure for addressing complaints of discrimination on the basis of disability.

Office of Civil Rights:

The Office of Civil Rights investigated a reportable breach under HIPAA relating to the theft of certain paper records containing patient information from a physician's vehicle on December 27, 2013. See additional information disclosed in Schedule 6.19.

On April 9, 2014, the Office of Civil Rights issued its decision that all matters raised by this complaint have now been resolved through the voluntary compliance actions of Saint Francis and therefore, OCR has closed the case and there were no fines or penalties imposed

SCHEDULE 6.15(a)

COMPLIANCE WITH LAWS/PERMITS

None.

SCHEDULE 6.16

MEDICARE PARTICIPATION/ACCREDITATION/ GOVERNMENT PROGRAM SURVEY REPORTS

Section 6.16(a) Compliance With Laws/Permits

Saint Francis Hospital and Medical Center had its tri-annual Joint Commission survey on October 21-24, 2014. Corrective action plans were submitted and 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 Health conducted a CMS validation survey beginning November 24, 2014 and has been completed. 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

Section 6.16(b) Reimbursement Claims

Saint Francis Hospital has the following appeals filed with the Provider Reimbursement Review Board:

- Group appeal for 2 Midnight rule (rate reduction issue)
- Medicare DSH (SSI)

Saint Francis Hospital has filed the following appeals with the State of Connecticut Department of Social Services relating to Medicaid Reimbursement:

- Inpatient Rate – no inflation since 2008
- Outpatient Rate – Fixed fees no inflation since 2008

Saint Francis Hospital also has appealed various claims for which the Medicare Recovery Audit Contractors had originally determined inappropriate payment was received.

Update as of September 22, 2015:

Saint Francis has filed an appeal relating to a recent Department of Social Services audit for inpatient and outpatient claims, where Medicaid paid for Medicare coinsurance and deductibles for dual-eligible individuals. The audit identified an audit adjustment of \$993,559.

Section 6.16(d) Accreditation Survey Report and Deficiency List

See Section 6.16(a) above.

SCHEDULE 6.19

BREACH NOTIFICATIONS

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 6.22

EMPLOYEE BENEFIT MATTERS

Schedule 6.22(a) Employee Benefit Plans

- Saint Francis Hospital and Medical Center Executive Severance Benefit Plan
- Asylum Hill Family Medicine Center, Inc. Defined Contribution Retirement Plan
- Asylum Hill Family Medicine Center, Inc. Tax-Deferred Annuity Plan
- Asylum Hill Family Medicine Center Point of Service Open Access Plan –ConnectiCare
- Asylum Hill Family Medicine Center Unallocated Medical Reimbursement Plan
- Asylum Hill Family Medicine Center Accrued Time Off Policy
- Asylum Hill Family Practice Center Short Term Disability Insurance
- New England Health Care Employees Pension Plan
- New England Health Care Employees Welfare Fund
- Executive Supplemental Disability
- Executive Supplemental Variable Universal Life Insurance
- Saint Francis Hospital & Medical Center Executive Flexible Benefit Plan
- Saint Francis Hospital & Medical Center Disability Salary Continuation Plan
- Saint Francis Hospital & Medical Center Severance Benefit Plan
- Saint Francis Hospital and Medical Center Cafeteria Plan
- Medical
- Dental
- Group Term Life Insurance
- Short Term Disability Insurance
- Long Term Disability Insurance
- Travel Accident Insurance
- Saint Francis Hospital and Medical Center Flexible Benefit Plan - Flexible Spending Accounts (Health Care, Dependent Care) (Limited Purpose 2015 plan has not been provided in the data room as we are still waiting for the plan document)
- Collaborative Laboratory Services LLC Flexible Benefit Plan
- Employee Assistance Program
- Health Savings Account and Health Reimbursement Account – There are currently no plan documents.
- Voluntary Benefits
 - Supplemental Group Term Life Insurance
 - Hyatt Legal Plans
 - Vision Insurance
 - Whole Life Insurance
 - Supplemental Short Term Disability
 - Supplemental Long Term Disability Pet Insurance Discount
 - Home and Auto Insurance Discounts
- Retirement Plans
 - Defined Benefit Plans
 - Saint Francis Hospital and Medical Center Pension Plan

- Collaborative Laboratory Services Retirement Plan
- Defined Contribution Plans
 - Saint Francis Hospital and Medical Center Defined Contribution Plan
 - Saint Francis Care Defined Contribution Plan
 - Saint Francis Care 401(k) Plan
 - Saint Francis Hospital and Medical Center 403(b) Savings Plan
 - Saint Francis Medical Group, Inc. and Mount Sinai Rehabilitation Hospital are participating employers in the Saint Francis Hospital and Medical Center 403(b) Savings Plan.
- Non-Qualified Plans
 - Saint Francis Hospital and Medical Center 457(b) Plan
 - Deferred Compensation Plan for Saint Francis Behavioral Health Group, P.C.
 - Deferred Compensation Plan for St. Francis HealthCare Partners, Inc.
 - Deferred Compensation Plan for St. Francis Care Medical Group, P.C.
- Post-Retirement Health and Welfare
 - Saint Francis Care Retiree Health Plan
 - Post-age 65 – Medicare supplemental policy or health reimbursement arrangement
 - Dental through age 65 if retired before April 1, 1994
 - Convert life insurance to whole life policy
- Policies/Guidelines
 - Donation of ETO – 26-10
 - Termination of Employment Policy (cashout of ETO on termination) – 27-4
 - ETO – 26-9
 - Holidays – 25-11
 - Sick Time – 25-5
 - Bereavement Leave – 25-6
 - Jury Duty – 25-7
 - FMLA – 25-3
 - Leaves of Absence (Non-FMLA) – 25-2
 - Military Leave – 25-4
 - Saint Francis Hospital and Medical Center Group Health Plan HIPAA Policies and Procedures
 - On Call and Call Back Compensation – 23-20
 - Reduction in Force Policy – 27-6
 - Educational Assistance Program Policy – 26-8
 - Group Term Life Insurance Policy – 26-3
 - Dental Insurance Policy – 26-2
 - Short Term Disability Policy – 26-13
 - Long Term Disability Policy – 26-4
 - Supplemental Disability Income Insurance Policy – 26-19
 - Employee Assistance Policy – 26-12
 - Severance Guidelines
 - Relocation Guidelines (via memo from Jessica Gerundo)

- Incentive/Retention Plans
 - Bonus Structure -MS Center Research Manager – Jennifer Ruiz (Incumbent)
 - CVOR RN Retention Bonus Program – FAQ
 - CVOR Clinical Advisors Retention Bonus Program – FAQ
 - Interim Bonus Dollar Amounts for People in Interim Positions
 - Specialty Pay/Bonus Programs – PA’s, APRN’s Extra Shift Bonus – Block Time
 - Specialty Pay/Bonus Programs – Block Hospitalists – ETO & Sick Leave
 - Specialty Pay/Bonus Programs – Case Managers, Social Workers, Emergency Dept. – Shift Differentials
 - Specialty Pay/Bonus Programs – PA’s, APRN’s – Extra Shift Bonus
 - Specialty Pay/Bonus Programs – Referral Bonus for Hiring of Cardio Vascular Certified Surgical Techs
 - Specialty Pay/Bonus Programs – Sign On Bonus/ETO Accrual for hired Cardio Vascular Certified Surgical Techs
 - Specialty Pay/Bonus Programs – Extra Hours Premium Short Notice Level Two - RN’s, LPN’s, CST’s, RRT’s and RT1’s who meet the competency requirements of a department as defined by the Director of Nursing
 - Specialty Pay/Bonus Programs – CVOR RN Retention Bonus On-Call Bonus Pay Program for Interventional Radiology Technologists
 - Inpatient Coders’ Stay Bonus Program
 - Saint Francis Hospital and Medical Center Short Term Incentive Plan
 - Operating Room RN Differential
 - CJRI – CST Retention Bonus Program
 - Spine Institute – Retention Bonus Program for RN’s and Perioperative Clinical Advisor
 - CJRI Operating Room RN – Premium Differential
 - Spine Institute RN Premium Differential
 - Spine Institute – CST Retention Bonus Program
 - Outpatient Coders’ Stay Bonus Program
 - Emergency Department RN – Premium Differential
 - All Critical Care RN Premium Differential
 - Delivery Room RN Premium Differential

Regarding Section 6.22(a)(ii), Asylum Hill Family Medicine Center, Inc. sponsors two 403(b) Plans: the Asylum Hill Family Medicine Center, Inc. Tax-Deferred Annuity Plan (“AHFMC TDA Plan”) which contains employee deferrals and the Asylum Hill Family Medicine Center, Inc. Defined Contribution Retirement Plan (“AHFMC Defined Contribution Plan”) which contains employer contributions. The plans are funded solely with individually owned annuity contracts through TIAA-CREF and we do not have copies of those annuity contracts.

Regarding Section 6.22(a) (vii), as stated above, the AHFMC TDA Plan and the AHFMC Defined Contribution Plan are 403(b) plans. There is no determination/opinion letter program through the IRS for 403(b) plans.

Schedule 6.22(c) Employee Pension Benefit Plans

The Saint Francis Care Defined Contribution Plan is a money purchase pension plan and the Collaborative Laboratory Services Retirement Plan is a pension plan, both subject to Internal Revenue Code Section 412.

Regarding Section 6.22(c)(iv), Towers Watson, the actuaries since January, 2009, have indicated that there have been no reportable events since 2009 other than one in 2012 for the Collaborative Laboratory Services Retirement Plan. The reportable event in 2012 involved a late payment of the 7/15/12 quarterly contribution to the plan. The notice was filed with the PBGC and it confirmed on 10/8/12 that the notice was received and no further action was required.

Section 6.22(c)(x) requests a representation that 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. Section 4001(a)(18) defines “unfunded benefit liabilities” as liabilities calculated pursuant to Section 4044 of ERISA, which is on a plan termination basis. Our actuaries, Towers Watson, have not performed such a calculation, however, they inform us that it is likely that unfunded benefit liabilities do exist on this basis for the Collaborative Laboratory Services Retirement Plan

Schedule 6.22(h)

A complaint against Saint Francis Hospital and Medical Center, Saint Francis Hospital and Medical Center Finance Committee, the Saint Francis Hospital and Medical Center Retirement Committee, and John Does 1-20 (the “Committee members”) was filed in the United States District Court, District of Connecticut, on July 21, 2015, by a participant in the Saint Francis Hospital and Medical Center Pension Plan (“Plan”), Carol Kemp-DeLisser, on behalf of herself and all others similarly situated. The plaintiffs allege that the Plan does not constitute a church plan exempt from the Employee Retirement Income Security Act (“ERISA”). The complaint seeks to require the defendants to comply with all the requirements of ERISA and to pay damages and penalties as a result of their past failure to do so.

SCHEDULE 6.23

EMPLOYMENT MATTERS

(a)

- Saint Francis Hospital and Medical Center, the Mount Sinai Hospital Campus (the “Medical Center”), and the New England Health Care Employees Union, District 1199, SEIU/AFL- CIO (“District 1199”) are parties to a recently ratified collective bargaining agreement in effect through May 26, 2018. Trinity Health provided a letter signed by the system Chief Human Resources Officer recognizing the Union as of the Closing.
- The Medical Center is a contributing employer to the New England Health Care Welfare Fund and the New England Health Care Pension Fund which create contractual and benefit obligations between the Medical Center and the Funds.
- With respect to labor activity of which the Medical Center is aware, in about November, 2013, District 1199 sent organizing letters to some members of the Engineering Department on the main campus of Saint Francis Hospital and Medical Center. This did not result in a union representation petition or any other formal action by the Union.
- In October 2014, unrepresented employees in the Food and Nutrition Department on Saint Francis Hospital and Medical Center’s main campus volunteered that there was interest in union organizing apparently due to dissatisfaction with the outsourced food service management company. Labor law compliance training was immediately provided to the Medical Center’s leadership and there has been ongoing legal advice and counsel to maintain such compliance. Saint Francis Hospital and Medical Center replaced the outsourced food service management company.. Since such action, the Medical Center is not aware of any continuing union activity among such employees; however, it is monitoring the situation. No union has filed a union representation petition or taken any other formal action to represent such employees.

(b) We are aware of independent contractor and exempt worker classification issues. We are addressing those issues during our review of the proposed rules regarding exemption classification.

SCHEDULE 6.24

TAX RETURNS, TAX PAYMENTS

None.

SCHEDULE 6.25

INSURANCE POLICIES

[SEE ATTACHED]

Saint Francis Care, Inc., et al
Summary of Insurance as of October 1, 2014
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Federal Insurance Company	3576-78-20	10/01/14-15	\$531,756
PROPERTY			
Locations:	Per Schedule on File		
Coverage:	Comprehensive, All Risk Form including Replacement Cost, Agreed Amount		
Policy Limit:	\$1,000,000,000	Blanket Limit - Designated locations. All other locations limit per schedule of reported values. Building, Personal Property, Business Income, Extra Expense, Boiler Machinery.	
	100,000,000	Earthquake	
	100,000,000	Flood, except 129, 133, 137 & 140 Woodland St., Woodland Pk & Laundry Facility (\$5,000,000 Limit/48 Hrs WP)	
	5,000,000	Hospital Nuclear Facility Coverage	
	5,000,000	Business Income - Loss of Utilities	
	1,000,000	Business Income - Loss of Utilities (Overhead Lines)	
	2,000,000	Newly Acquired or Constructed Property (180 Days)	
	25,000,000	Valuable Papers and Records	
	500,000	Fine Arts	
	500,000	Transit - Personal Property (\$50,000 Deductible)	
	25,000,000	Accounts Receivable	
	1,000,000	Electronic Data	
	500,000	Miscellaneous Unnamed Locations - Buildings	
	1,000,000	Miscellaneous Unnamed Locations - Contents	
	2,000,000	Emergency Patient Evacuation Expense	
Deductibles:	\$ 100,000	Including Flood & Earthquake	
	24 Hours	Waiting Period Business Interruption, Loss of Utilities	

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS :
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**People's United
Insurance Agency**

A subsidiary of

Saint Francis Care, Inc., et al
Summary of Insurance
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Hartford Casualty Insurance Company	02 UENUF3442	10/01/14-15	\$189,854

COMMERCIAL AUTOMOBILE

Limits: \$ 1,000,000 Auto Liability - Per Accident (including Hired and Non-Owned Autos)
 10,000 Medical Payments
 1,000,000 Uninsured Motorists w/conversion
 30,000 Hired Auto Physical Damage/Primary
 170,585 Agreed Amount (1998 AirStream)
 30 Day/900 Maximum - Rental Reimbursement

Deductibles: 2,000 Auto Comprehensive/Full Glass Coverage
 2,000 Auto Collision - Applies to specified vehicles

GARAGE LIABILITY (345 Collins Street)

Liability Limits: \$1,000,000 Each Occurrence
 1,000,000 Personal & Advertising Injury
 1,000,000 General Aggregate
 1,000,000 Products-Completed Operations
 300,000 Damage to Rental Property
 10,000 Medical Expense-any one person

GARAGEKEEPERS \$900,000 Direct Primary (345 Collins Street)
 900,000 Direct Primary (114 Woodland Street)

Deductibles: 250/1,000 Garagekeepers - Comprehensive
 500 Garagekeepers - Collision

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.

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People'S *United*
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Summary of Insurance
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Trumbull Insurance Company	02WNC72302	10/01/14-15	\$454,080

WORKERS' COMPENSATION (Large Deductible Program)

Coverage A:	Statutory		
Coverage B:	\$ 500,000	Bodily Injury by Accident (each accident)	
	500,000	Bodily Injury by Disease (each employee)	
	500,000	Bodily Injury by Disease (policy limit)	
Deductible:	\$ 1,500,000	Per Loss Event	

Atlantic Specialty Insurance Company	MML0419014	10/01/14-15	\$152,020
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DIRECTORS & OFFICERS LIABILITY "CLAIMS-MADE"

Limit:	\$ 10,000,000	Each Loss
	10,000,000	Each Policy Period
Retentions:	\$ -0-	Each Insured Person
	150,000	Insured Entity
	350,000	Anti-Trust with 15% coinsurance
	150,000	Employment Practices
	150,000	Third Party Employment Practices

Illinois National Insurance Company	015939985	10/01/14-15	Limit: \$
			15,000,000 Excess of
			<u>EXCESS DIRECTORS AND OFFICERS LIABILITY "CLAIMS MADE"</u>
			\$10,000,000 (Atlantic
			Specialty)

\$159,615

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Saint Francis Care, Inc., et al
Summary of Insurance
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Liberty Insurance Underwriters , Inc.	100006523707	10/01/14-15	\$66,000

EXCESS LIABILITY

Limits of Liability: \$ 25,000,000 Each Occurrence
 25,000,000 Aggregate

Retention: \$ Nil

Excess of: Automobile/Garage Liability
 Employers Liability
 General Liability/Women's Auxiliary
 General Liability/Travelers Championship
 General Liability/Travelers Special Events
 General Liability/Asylum Hill Employee Parking
 General Liability/Ashley Street Apartments
 Helipad Liability

Executive Risk Indemnity, Inc.	8165-4703	4/13/14-15	\$13,000
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EMPLOYED LAWYERS PROFESSIONAL LIABILITY "CLAIMS-MADE"

Limit of Liability: \$ 2,000,000 Aggregate

Defense Sublimit: \$ 500,000

Retentions: \$ 2,500 Each Claim - Agreement A (Attorney)
 10,000 Each Claim - Agreement B (Corporation)

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Saint Francis Care, Inc., et al
Summary of Insurance
People's United Insurance Agency

Company	Policy Number	Policy Period	Annual Premium
Hartford Fire Insurance Company FIDELITY BOND	02BDDAF0733	11/29/11-14	\$270 (3, years)

Medical and Dental Staff of St. Francis Hospital

Bond Limit: \$5,000

AIG Specialty Insurance Company	PLC3125255	2/23/14-17	\$110,981.00
		CT Surplus Lines Tax	4,439.24
<u>POLLUTION & REMEDIATION LEGAL LIABILITY "CLAIMS.MADE"</u>			\$115,420.24

Limits: \$ 5,000,000 Each Incident, including Microbial Matter
coverage 10,000,000 Policy Aggregate

Deductible: \$ 25,000 Each Incident

AIG Specialty Insurance Company	ST5593799	2/23/14-15	\$10,229.00
		CT Surplus Lines Tax	.409.16
			\$10,638.16

TANK LIABILITY

Limits: \$ 1,000,000 Each Incident
2,000,000 Aggregate

Deductible: \$ 25,000 Each Incident

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People's United Insurance Agency

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<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Colony Insurance Co.	AP507792	9/01/14-15	\$5,250.00
		CT Surplus Lines Tax/Fees	310.00
<u>SPECIAL EVENT POLICY "CLAIMS-MADE"</u>			\$5,560.00

First Aid Services for Golf Championship at TPC River Highlands

Limits: \$ 1,000,000 General Liability, Professional Liability included

Deductible: \$ 5,000 Per Claim

Philadelphia Indemnity Insurance Company	PHPK1192653	6/26/14-15	\$230
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GENERAL LIABILITY-SPECIAL EVENT POLICY-Fund Raising for the Foundation

Limits: \$ 3,000,000 Aggregate
 3,000,000 Products/Completed Work
 1,000,000 Personal Injury each Person
 1,000,000 Advertising Injury each Person
 100,000 Premises Damage

Events included in premium are 7/29/14 Miracles Pre-Gala;; 8/07/14 Men's Health Institute Golf Tournament @ Tunxis Plantation; 9/20/14 Miracles Event @ CT Convention Center;
 Others to be added per application.

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**People's United
Insurance Agency**

A subsidiary of

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Summary of Insurance
People's United Insurance Agency

Company	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Lloyd's of London/Beazley	W11097140501	10/1/14-15	\$86,000.00
		CT Surplus Lines Tax	3,440.00
			\$89,440.00

PRIVACY LIABILITY & NETWORK SECURITY "CLAIMS.MADE"

Limits:	\$	5,000,000	Information Security and Privacy Liability
		3,000,000	Regulatory Action Defense/Penalties
		5,000,000	Website Content Liability
		2,500,000	Forensic & Legal Expense and Public Relations Expense
		5,000,000	Cyber Extortion
		250,000	PCI Fines & Penalties
		5,000,000	Security Event Data Restoration
		5,000,000	Security Event Lost Income
		5,000,000	Security Event Extra Expense
Retentions:	\$	100,000	Per Claim
		200,000	Claims arising out of unencrypted portable computing devices
		10,000	Public Relations, Privacy Breach Response Services
		5,000	Legal Expense
Includes:			Privacy Breach Response Services – Notification of up to 2 million individuals TransUnion 3-in-1 Credit Monitoring Breach must require notification of more than 100 people

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF

THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.
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Saint Francis Care, Inc., et al
Summary of Insurance
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Maxum Indemnity Company	BDG300435001	01/14/14-15	\$5,584.00
		CT Surplus Lines Tax/Fees	323.36
			\$5,907.36

GENERAL LIABILITY - EMPLOYEE PARKING (specified locations)

Locations: 20 Huntington Street, Hartford, CT
31 Sumner Street, Hartford, CT

Additional Insured: Asylum Hill Congregational Church

Limits: \$2,000,000 General Aggregate
2,000,000 Products/Completed Operations Aggregate
1,000,000 Per Occurrence
1,000,000 Personal/Advertising Injury
100,000 Damage to Premises Rented to You
5,000 Medical Expense

Deductible: \$500 Per Claim

THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.
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**People!! United
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Summary of Insurance
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
United States Liability Insurance Company	CP1591728	10/03/14-15	\$5,519

PACKAGE - VACANT PROPERTY

Locations: 234 & 236 Ashley Street, Hartford, CT

Property Coverage: Basic excluding Sprinkler Leakage, Actual Cash Value, 80% Coinsurance, Equipment Breakdown included

Limits:

234 Ashley Street: \$750,000 Building

236 Ashley Street: \$750,000 Building

Deductible: \$ 1,000 Building

General Liability Limits: \$2,000,000 General Aggregate
1,000,000 Per Occurrence
1,000,000 Personal/Advertising Injury
100,000 Damage to Premises Rented to You
5,000 Medical Expense

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF

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Summary of Insurance
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Company	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Global Aerospace	10041770	10/01/14-15	\$15,089

HELIPORT LIABILITY & NON-OWNED AIRCRAFT

Limits: \$ 10,000,000 Bodily Injury & Property Damage (each occurrence)
 10,000,000 General Aggregate
 25,000 Fire Damage Limit,
 10,000 Medical Expense (per person)
 10,000,000 Non-Owned (Emergency Services Only)

Federal Insurance Company	82376572	10/01/14-15	\$46,934
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FIDELITY COVERAGE

Limits: \$ 5,000,000 Employee Dishonesty
 5,000,000 Forgery or Alterations
 5,000,000 On Premises
 5,000,000 In Transit
 5,000,000 Money Orders & Counterfeit Currency
 5,000,000 Computer Fraud
 5,000,000 Funds Transfer Fraud
 100,000 Credit Card Fraud
 100,000 Employee Theft of Client Property
 10,000 Claim Expense

Deductible: \$ 100,000
 1,000 Employee Theft of Client Property & Credit Card Fraud
 0 Claim Expense & Theft of Client Property

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.

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Saint Francis Care, Inc., et al
 Summary of Insurance
 People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
<u>FIDUCIARY RESPONSIBILITY INSURANCE</u>			
Limit:	\$ 5,000,000		
Hartford Casualty Insurance Company	02SBAFT3922	10/01/14-15	\$4,252

SPECIAL PACKAGE POLICY .. Women's Auxiliary of Saint Francis Hospital & Medical Center

Property

Coverage: 114 Woodland Street; Hartford, CT
 \$268,500 Gift Shop Contents

500 Blue Hills Avenue; Hartford, CT
 \$ 2,400 Contents

Deductible: \$ 250

Business Income/Extra Expense: 12 Months -Actual Loss Sustained

Empl. Dishonesty: \$250,000

General Liability

Limits: \$2,000,000 General Aggregate
 2,000,000 Products/Completed Operations Aggregate
 1,000,000 Per Occurrence
 1,000,000 Personal/Advertising Injury
 300,000 Fire Damage Liability
 10,000 Medical Payments

THIS SUMMARY OF INSURANCE IS AN OVERVIEW OF YOUR INSURANCE PROGRAM AND DOES NOT CHANGE THE FORMS OR CONDITIONS OF THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.

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SAINT FRANCIS BEHAVIORAL HEALTH GROUP, P.C.
 Summary of Insurance Coverages in Effect as of October 1, 2014
 People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
The Travelers Indemnity Company of Connecticut	680-484Y3596	10/1/14-15	\$4,426

PACKAGE POLICY

Property Section

Locations:

	Contents
1. 675 Tower Avenue, Hartford, CT	\$77,575
2. 27 Sycamore Commons, Suite 400, Glastonbury, CT	\$59,673
3. 1515 Hopmeadow Street, Simsbury, CT	\$59,673
4. 151 Hazard Avenue, Suite 4, Enfield, CT	\$57,935

Coverage: Replacement Cost, Special Form, Equipment Breakdown, Power Pac Enhancement

Fine Arts: \$25,000 Limit

Valuable Papers: \$25,000 Limit each location

Accounts Receivable: \$25,000 Limit each location

Deductible: \$500

Business Income: Actual Loss - Up to 12 Consecutive Months

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Saint Francis Behavioral Health Group, P.C.
Summary of Insurance Coverages
People's United Insurance Agency

Company	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
General Liability Section			
Limits:	\$ 2,000,000 General Aggregate		
	2,000,000 Products/Completed Operations		
	1,000,000 Personal/Advertising Injury		
	1,000,000 Each Occurrence		
	300,000 Damage to Premises Rented to you		
	5,000 Medical Payments		
Significant Exclusions:	Counseling or Referral Errors or Omissions Services furnished by Health Care Providers		
Included:	Hired and Non-Owned Auto Liability		
<hr/>			
The Travelers Indemnity Company of Connecticut	UB-484Y460-0	10/1/14-15	\$40,566

WORKERS' COMPENSATION POLICY

Coverage A: Statutory
Coverage B: \$100,000 Each Accident
\$500,000 Policy Limit Disease
\$100,000 Each Employee Disease

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CONDITIONS OF THE ACTUAL POLICIES. YOU MUST REFER TO YOUR POLICIES FOR FULL TERMS, CONDITIONS AND EXCLUSIONS.

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Saint Francis Behavioral Health Group, P.C.
Summary of Insurance Coverages
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
The Travelers Indemnity Company	CUP-484Y3768	10/1/14-15	\$435

UMBRELLA POLICY

Limits: \$ 1,000,000 Products/Completed Operations Aggregate
 1,000,000 General Aggregate
 10,000 Retained Limit

Significant Exclusions: Counseling or Referral Errors or Omissions
 Services Furnished by Health Care Providers

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**People United
Insurance Agency**

A subsidiary of

Saint Francis Behavioral Health Group, P.C.
Summary of Insurance Coverages
People's United Insurance Agency

<u>Company</u>	<u>Policy Number</u>	<u>Policy Period</u>	<u>Annual Premium</u>
Arch Specialty Insurance Company	FLP0029594-06	10/1/14-15	\$95,743.00 Tax 3.829.72 Total \$99,572.72

PROFESSIONAL LIABILITY POLICY "CLAIMS-MADE"

Limits: \$ 2,000,000 Per Medical Incident
6,000,000 Aggregate

Deductible: \$ 0 Medical Incident

Retroactive Date: October 1, 1999

Steadfast Insurance Company	HPC6558882-05	10/1/14-15	\$55,700.00 Tax 2.228.00 Total \$57,928.00
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EXCESS PROFESSIONAL LIABILITY "CLAIMS-MADE"

Limit: \$ 5,000,000 Specific Loss Limit
5,000,000 Aggregate

Retroactive Date: December 9, 2009

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Church Street Parking Huntington Street and Sumner Street -1/14/2015-1/14/16
Maxum Indemnity Co.
Limits: \$1M per occurrence/\$2M aggregate

Special Event Policy -Fund Raising for Foundation 6/26/15-6/26/16
Philadelphia Insurance Co.
Limits: \$1M occurrence/\$3M aggregate

Tank Liability- 2/23/15-2/23/16
AIG
\$1M occurrence/\$2M aggregate

Fidelity Bond -11/29/14-11/26/16
The Hartford Ins. Co.
Medical/Dental Staff
Limits: \$5,000, \$250 Deductible

Employee Parking - 101 Homestead -2/6/15-2/6/16
Essex Ins. Co. (Markel)
Limits: \$1M occurrence/\$2,000,000 aggregate

SCHEDULE 8.08(a)

OWNED/INSURED REAL PROPERTY

The following properties, all located in Hartford, CT:

1. Properties situated within the block bounded by Ashley Street, Atwood Street, Collins Street and Woodland Street – 59 Woodland Street, 314 Collins Street and 114 Woodland Street.
2. Properties situated within the block bounded by Atwood Street, Asylum Avenue, Collins Street and Woodland Street – 1000 Asylum Avenue, 299 Collins Street and 94 Woodland Street.
3. Properties situated in the Northerly side of Ashley Street – Parcel One (200, 206, 210, 218 & 222 Ashley Street); Parcel Two (260 Ashley Street); Parcel Three (234-236 Ashley Street).
4. Properties situated on the Westerly side of Woodland Street – Parcel One (95 & 99 Woodland Street); Parcel Two (113, 119, 125 & 129 Woodland Street).
5. Parking area situated at the Southeast corner of Ashley Street and Atwood Street – 179 Ashley Street a/k/a 62-64 Atwood Street and 179-181, 185, 189 and 193 Ashley Street.
6. Mount Sinai Campus, 500 Blue Hills Avenue.
7. Burgdorf Health Center, 131 Coventry Street.
8. Rehabilitation Hospital of Connecticut, 490 Blue Hills Avenue.
9. 675 Tower Avenue.
10. 659 Tower Avenue.

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development &
Government Relations

November 2, 2015

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Item 12 of the Order dated August 1, 2015, we have performed a comparison review of the charity care policies to determine which of the policies is more generous and benevolent to our patients. As of November 2, 2015, our policy will be revised to reflect the following items we were able to implement at this time:

- Update our Financial Assistance Policy to include non-covered medically necessary services provided to patients qualifying for other public assistance programs.
- Add members of religious organizations to group of presumptive eligibility members.

We intend to publish this policy on our internal website today and our external website as of November 15, 2015. We anticipate additional changes to this policy as we continue to evaluate Trinity's program and will provide updates as appropriate. It is attached in a hard copy. I have also included in the enclosed CD containing this information.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures

 <p>Policy</p>	<p align="center">Title:</p> <p align="center">Financial Assistance Policy</p>		
<input checked="" type="checkbox"/> Saint Francis Hospital and Medical Center <input checked="" type="checkbox"/> Mount Sinai Rehabilitation Hospital <input type="checkbox"/> Saint Francis Medical Group, Inc. <input type="checkbox"/> Saint Francis Care Medical Group, P.C. <input type="checkbox"/> Asylum Hill Family Medicine Center, Inc. <input type="checkbox"/> Saint Francis Behavioral Health Group, P.C.	<p>Proponent Department</p> <p>Patient Accounting</p>	<p>Number</p> <p>ADM 060</p>	<p>Level</p> <input checked="" type="checkbox"/> System <input type="checkbox"/> Division <input type="checkbox"/> Department
	<p>Category</p> <input checked="" type="checkbox"/> Administrative <input type="checkbox"/> Clinical <input type="checkbox"/> HR <input type="checkbox"/> EOC	<p>Published Date</p> <p>11/2/2015</p>	<p>Review Cycle</p> <input checked="" type="checkbox"/> 1 year <input type="checkbox"/> 3 years

PURPOSE:

It is the policy of Saint Francis Hospital and Medical Center and Mount Sinai Rehabilitation Hospital (the "Hospital") to ensure a socially just practice for billing patients receiving care at any of its facilities. Financial Relief is a financial assistance program offered by the Hospital for the benefit of our uninsured or underinsured patients who are unable to pay for their care. This policy reflects our commitment to individual human dignity with special concern for poor and vulnerable persons.

SCOPE:

This policy relates to all medically necessary inpatient, outpatient, clinic, and emergency department visits. Excluded from this policy are cosmetic procedures, bariatric services and secured liens on liability cases.

Application for Financial Relief

1. Application may be obtained from the appropriate hospital personnel: Financial Counselors, Collection Representatives, and Telephone Representatives.
2. The completed and signed application must be returned to the Business Office with the following requested documentation, in the return envelope provided:
 - a. Family size - as reflected on prior year tax return; and
 - b. Income verification – to include one of the following:
 - i. Four most current pay stubs;
 - ii. A letter from employer or government agency which verifies income and previous year's tax return; or
 - iii. Active Medicaid eligibility screen print that indicates current full Medicaid coverage

If any of the above required documents are not received, the application will be pending for thirty (30) days. A written notification will be sent to the applicant detailing the missing documentation. If the missing documentation is not provided within twenty (20) days, the application will be denied. An approved application will cover all previous covered services and as well as future qualifying services for the next six (6) months.

3. An application for State Medical Assistance (Medicaid) must be completed for those patients with a verified income below 100% of the poverty guidelines. If the patient is ineligible for Medicaid they will be offered hospital financial relief based on the Medicare allowed amounts.

- If a patient is approved for Medicaid with no spenddown, the proof of eligibility determination from the Department of Social Services can be used as verification of their income and be eligible for 100% financial assistance .
- If the balance on an account is the result of a spenddown, the income guidelines will apply to determine eligibility. The Medicare allowed calculation will apply so the balance may not be eligible for financial assistance.

Effective 1/1/2014: Un-insured applicants must complete an application through Access Health during open enrollment for eligibility determination for a qualified health plan, or HUSKY Health..

4. Eligibility is determined on family size and current income.

- a. Income eligibility is based on the federal poverty guidelines. Patients with income levels **under 200%** of the federal poverty guidelines who are ineligible for State Medical Assistance will receive 100% financial relief.
- b. Patients with income levels ranging between **200% to 250%** of the federal poverty guidelines and who are ineligible for State Medical Assistance will be eligible for financial assistance based upon Medicare allowed amount. This may or may not provide a discount on the patient balance that is owed.

Self Pay Patients with income over 250% of the federal poverty guidelines will not be eligible for financial assistance but may still receive a self pay discount if applicable.

Examples:

- If an insurance payment (cash from insurance) is the same or greater than the Medicare allowed amount for the same service, there will be no patient responsibility. The patient balance will be adjusted 100% with the financial assistance code 97000039.
- If the insurance payment is less than the Medicare allowed amount, the patient is responsible to pay up to the Medicare allowed amount. Any amount over the Medicare allowed amount will be adjusted with the financial assistance code 97000039 or 5017.
- Patients with health insurance who have medically necessary inpatient and outpatient services will be eligible to apply for financial assistance in the following instances:
 - Reached their maximum benefits
 - Entire procedure is non covered due to limitations of their policy or diagnosis

Patients within the 200-250% of the federal poverty guidelines will be required to pay the Medicare allowed amount.

Patients over 250% of the federal poverty guidelines will be granted the self pay discount.

5. The Self Pay Manager and appropriate personnel must determine eligibility within thirty (30) days of receipt of a completed application.

6. Assessment for other free bed funding is completed as part of the financial assessment.

PRESUMPTIVE SUPPORT:

The Hospital recognizes that not all patients are able to provide complete financial information. Therefore, approval for Financial Support may be determined based on limited available information. When such approval is granted, it is classified as "Presumptive Support." No application is required for this group.

Examples of presumptive cases include:

- Deceased patients with no known estate;
- Homeless patients;
- Patient bankruptcies;
- Members of religious organizations who have taken a vow of poverty and have no resources individually or through religious order and
- Patients who are qualified for other State Assistance Programs that are income based.

ADJUSTMENTS GREATER THAN \$5,000.00 ARE SUBJECT TO APPROVALS AS FOLLOWS:

<\$4,999 - Customer Service Rep/Financial Counselors/Team Leads

\$5,000-\$24,999 - Supervisor

\$25,000-\$49,999 - Manager

\$50,000-\$99,999 - Director of Patient Financial Services

>\$100,000 - VP, Revenue Cycle

After obtaining approval, staff will apply adjustment.

To be Noted

- For all financial relief cases where the patient or spouse is self employed, the gross income will be used after the business expenses are deducted. This information is obtained from the "Profit and Loss Statement" or income reported on the 1040 or 1040A.
- Patients seeking financial relief who are under sponsorship of relatives are determined eligible if the sponsor provides the appropriate income/household documentation. Eligibility is determined on income.
- Cosmetic and Bariatric Procedures are excluded from financial assistance
- Liability Cases that have secured liens are excluded from financial assistance
- Undocumented patients who are eligible for Medicaid Emergency Medical coverage (for their inpatient emergency account) are automatically eligible for financial assistance when proof of eligibility is determined from the Department of Social Services.
- Applications are approved for six (6) months.
- Patients with non-contracted insurance carriers or medically necessary non-covered services may be eligible for a discount up to 45% on a case by case review (no application required).

CROSS REFERENCES:

Self Pay Billing and AR Management Policy
Emergency Medical Screening and Stabilization/ EMTALA

APPROVED BY: Policy requires Vice President approval.

Nicole Schulz
Vice President

Date:
11/2/2015

REPLACES:

Financial Assistance Policy 1/30/2015

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development &
Government Relations

December 1, 2015

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Items 6 and 7 of the Order dated August 31, 2015, we have enclosed a list of inpatient bed allocation and hours of operation of all outpatient services at Saint Francis Hospital and Medical Center and the Mount Sinai Rehabilitation Hospital. These services may also be accessed through the Saint Francis Hospital and Medical Center website page at www.saintfranciscare.com.

With regard to Trinity Health-New England's plans for inpatient and outpatient services of Saint Francis Hospital and Medical Center and the Mount Sinai Rehabilitation Hospital for the first three years following transfer of ownership to Trinity Health we will describe current plans for consolidation, reduction, elimination or expansion of existing services or the introduction of new services.

"As stated in our application, Saint Francis *Care*'s FY 2010-2014 Strategic Plan was guided by its new vision of delivering Best*Care* for a Lifetime – the perfect patient experience and the highest measurable quality across the continuum of care . . . To achieve its vision of Best*Care* for a Lifetime, Saint Francis *Care* has developed a virtually integrated care delivery network that provides care through a combination of aligned providers, which has been developed through both alliances and select acquisitions. To further its transformation to an integrated delivery system, Saint Francis *Care* has redesigned its organizational structure into a strategic portfolio composed of service lines and support platforms, all of which serve as conduits for the delivery of care across the system . . . The focus of this structure and these aligned providers is to meet the Affordable Care Act Triple Aim objectives of improving population health, enhancing the patient care experience and controlling costs while maintaining a positive financial margin. This transformation will facilitate the transition by Saint Francis *Care* from a provider of clinical services to a manager of the health of populations." (Pages 13-14)

As a result of joining Trinity Health, Trinity Health-New England has become the hub of a new regional health system. This new system has just been approved by OHCA to acquire Johnson Memorial Medical Center as of November 25, 2015. Saint Mary's Hospital and Health System also filed a Certificate of Need application to join this new health system.

Currently, Trinity Health-New England does not plan to consolidate, reduce, eliminate, expand or add any services to Saint Francis Hospital and Medical Center or the Mount Sinai Rehabilitation Hospital for the next three years. However, the mix of services, breadth of services and location at both of these institutions could change as a result of the following actions:

- Completion of the Community Needs Assessment for 2016 currently being performed by Data Haven. This community well-being survey is the largest ever survey on the neighborhood level of quality of life, health and happiness. As a sponsor of this survey the results of the survey should be available to Trinity Health-New England in March 2016 and may result in changes to the services offered at both institutions.
- Completion of a new Trinity Health-New England Strategic Plan. This new strategic plan will begin development in January 2016 with a completion target of December 2016. The results of this strategic planning effort could impact services provided at both institutions.
- In September 2015 Governor Malloy proposed a \$192 million reduction in Medicaid payments to hospitals. This Medicaid budget reduction when combined with the Hospital Tax increase included in the FY2016-17 state budget has placed an unprecedented cost burden on all Connecticut hospitals. Hospitals have asked the Connecticut General Assembly to meet in Special Session to reverse this unplanned reduction in Medicaid spending. It is still too early to tell, what if any, relief in Medicaid reductions will be provided to hospitals as a result of this Special Session. The amount of Medicaid dollars restored to the hospitals as part of the Special Session will have an impact on Trinity Health-New England's ability to avoid consolidation, elimination and reduction of services at both Saint Francis Hospital and Medical Center and the Mount Sinai Rehabilitation Hospital. Trinity Health-New England will make every effort to preserve all current services offered by both organizations but final decisions on service changes must await the results of the Special Session.

I have also enclosed a CD containing the information referenced above.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,



R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures

Inpatient Beds

Allocation of Inpatient Beds at Saint Francis Hospital and Medical Center

Saint Francis Hospital and Medical Center:
Licensed – General hospital beds 617
Bassinets 65

Current staffed bed allocation:

General Medical/Surgical beds 428
OB 30
Medical/Surgical Intensive Care 22
Cardiac Intensive Care 20
Psychiatric Care for adults, adolescents and children 84
Neonatal Intensive Care Bassinets 28
Normal Newborn Bassinets 37

Allocation of Inpatient Beds at Mount Sinai Rehabilitation Hospital:

Licensed beds, Chronic Disease Hospital Beds 60
Current Staff Physical Rehabilitation Beds 30

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0054

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

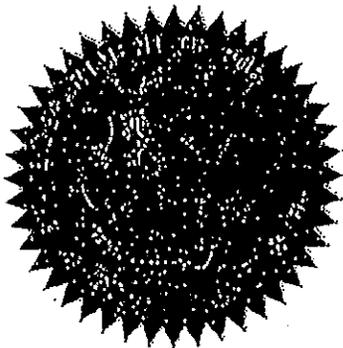
Saint Francis Hospital and Medical Center of Hartford, CT d/b/a Saint Francis Hospital and Medical Center is hereby licensed to maintain and operate a General Hospital.

Saint Francis Hospital and Medical Center is located at 114 Woodland Street and 500 Blue Hills Avenue, Hartford, CT 06105.

The maximum number of beds shall not exceed at any time:

65 Bassinets
617 General Hospital Beds

This license expires **December 31, 2015** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, January 1, 2014. RENEWAL.



Jewel Mullen

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 17CD

Chronic Disease Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

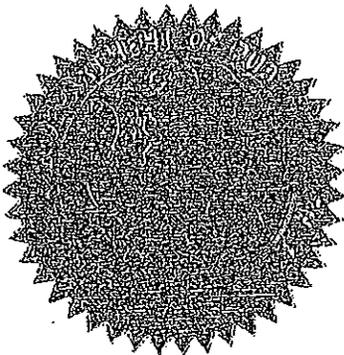
Mount Sinai Rehabilitation Hospital, Inc. of Hartford, CT d/b/a Mount Sinai Rehabilitation Hospital, Inc. is hereby licensed to maintain and operate a Chronic Disease Hospital.

Mount Sinai Rehabilitation Hospital, Inc. is located at 490 Blue Hills Avenue, Hartford, CT 06112.

The maximum number of beds shall not exceed at any time:

60 Licensed Beds

This license expires March 31, 2017 and may be revoked for cause at any time.
Dated at Hartford, Connecticut, April 1, 2015. RENEWAL.



Jewel Mullen, MD

Jewel Mullen, MD, MPH, MPA
Commissioner

Saint Francis Hospital and Medical Center

Access Centers/Medical Offices

Affiliate Health Care Providers

Affiliated Post-Acute Care Network

Affordable Health Insurance

Anticoagulation

Bariatric Services

Behavioral Health

Breast Health

Burgdorf/Bank of America Health Center

Cancer Care

Cardiovascular

Case Management

Center for Diabetes and Metabolic Care

Center for Health Equity

Childrens Advocacy

CJRI

Colorectal Surgery

Community Outreach

Comprehensive Women's Health Center

The Curtis D. Robinson Center for Health Equity

Cyberknife

da Vinci Robotic Surgery

Dental Care

Dermatology

Diabetes Care

Dialysis

Executive Care

Ear, Nose & Throat

Emergency Medicine

Endocrinology

FastCare

Fitness Center

Food Bank

Fragility Fracture Program

Gastroenterology

Geriatric Care

Health Insurance Information

Hoffman Breast Health Center

Hoffman Heart and
Vascular Institute

Hospice Care

Hospital Medicine

Hyperbaric Medicine

Infectious Disease

Integrative Medicine

Joint Replacement (CJRI)

Laboratory Services (CLS)

Lifeline Medical Alarm

Maternity (New Beginnings Family Birth Care)

Medicine

The Men's Health Institute

Minimally Invasive Surgery

Musculoskeletal Oncology

MyCare

Neonatal Intensive Care

Nephrology (Kidneys)

Neurology

Neurosurgery

Nursing

Nurturing Families Network

Obstetrics & Gynecology

Occupational Health

Ophthalmology

Oral and Maxillofacial Surgery

Orthopedic Hospitalists (Delphi Partners) (pdf)

Orthopedics
& Orthopedic Surgery

Pain Management

Palliative Care

Pancreatic Cyst Center

Parent Aide Program

Pastoral Care

Pelvic Floor Disorders

Plastic Surgery

Podiatry

Post-Acute Care Network

Primary Care

Pulmonary Medicine

Pulmonary Rehabilitation

Radiology - X-Ray, MRI,
CT, Ultrasound

Rheumatology

Saint Francis FastCare

Saint Francis Medical Group (SFMG)

Sleep Center

Spine Institute of CT

Sports Medicine Institute

Stroke Center

Supplier Diversity Program

Surgery

Toxicology

Trauma and Critical Care

Urogynecology

Urology

Vascular and Endovascular Surgery

Violence and Injury Prevention

Weight-loss Programs

Women and Infants

Women's Health

Women's Heart Program

Wound Healing

Mount Sinai Rehabilitation Hospital

Mount Sinai Rehabilitation Hospital

Mandell MS Center

Unless otherwise noted at a specific link all outpatient services are available from 9:00 a.m. to 5:00 p.m., Monday-Friday.

Greer, Leslie

From: Martone, Kim
Sent: Tuesday, March 01, 2016 11:55 AM
To: Roberts, Karen; Huber, Jack
Cc: Greer, Leslie
Subject: FW: 15-31979 filing
Attachments: DN 15-31979-CON Order filing 3 1 16.pdf

From: Hartley, Christopher [<mailto:CHartley@stfranciscare.org>]
Sent: Tuesday, March 01, 2016 11:04 AM
To: Martone, Kim
Cc: Roberts, Karen; Rotavera, Liz
Subject: DN: 15-31979 filing

Ms. Martone

Please find attached our response regarding Item 9 of the above referenced CON order. I will also send you this document by regular mail. Please contact me at 860-714-5573 should you have any questions.

Chris Hartley

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 Care 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 Care accepts no liability for any damage caused by any virus transmitted by this email.



114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

March 1, 2016

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Item 9 of the Order dated August 31, 2015, we have enclosed for your
review the Capital Investment Plan.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-
714- 5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley". The signature is written in a cursive, flowing style.

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

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

- | | | |
|---|--|----------|
| 9 | Within one hundred and fifty (150) days following the Closing Date | 3/1/2016 |
| | and thereafter on an annual basis, SFCRHM shall submit to OHCA its | 3/1/2017 |
| | Capital Investment Plan detailing the proposed allocation of the | 3/1/2018 |
| | \$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: | |
| 9 | a. A list of planned capital expenditures with detailed descriptions | |
| | and associated estimated costs; and | |
| 9 | b. A timeframe for the roll out of the capital projects (including | |
| | estimated beginning, ending and startup/operation dates); and | |

Since the approval of the Certificate of Need, Saint Francis' FY 2016 (10/1/2015- 9/30/2016) capital budget was approved by Saint Francis' Finance Committee. A summary of the capital budget, including a description of any projections over \$500,000 is included on Attachment A. This analysis also includes capital expenditures incurred for the period 10/1/2015 through 1/31/2016 as well as the estimated completion date for projects in process or that have not started as of January 31, 2016.

Saint Francis is currently working with Trinity Health to develop its FY 2017 capital budget which will be approved by the local board by June 2016. This plan will be based on both Saint Francis and Trinity Health's strategic plan. Saint Francis will provide to OHCA this approved capital expenditure plan by June 30, 2016. As capital expenditures are identified and approved for fiscal years 2018-2021, detailed reports will be provided.

ATTACHMENT A

Saint Francis Hospital and Medical Center
 Status of FY 2016 Capital Expenditure Plan

Summary of Plan and Expenditures: 10/1/2015-1/31/2016

Entity	Service Line	Project Description	Budget	Actual Through January 31, 2016	Estimated Time Of Completion
Saint Francis Hospital and Medical Center	Facilities	Trinity Signage Branding	\$ 627,000	\$ -	summer 2016
Saint Francis Hospital and Medical Center	Women and Infants	Women and Infants Build Out Addition to Women's Center	1,000,000	-	04/11/2016
Saint Francis Hospital and Medical Center	Facilities	Collins Parking Garage Repairs	750,000	472,998	complete
Saint Francis Hospital and Medical Center	Business Development	Various Construction Projects*	1,000,000	-	TBD
Saint Francis Hospital and Medical Center	Cardiovascular	Cath Lab Renovation and Replacement FY16	1,500,000	-	6/30/2016
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Office Renovations	2,000,000	-	On hold
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Burgdorf Renovation	800,000	-	6/30-9/30
Saint Francis Hospital and Medical Center	Facilities: Engineering	Medical Office Building Renovations	500,000	2,377	6/30/2016
Saint Francis Hospital and Medical Center	Information Technology	Infrastructure Movement and Replacement of Data Center	6,000,000	6,305	9/30/2016
Saint Francis Hospital and Medical Center	Administration	Contingency FY16 Major Items	1,220,229	-	6/30/2016
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Vision Center Renovation - Replace Back Center	975,550	50,000	TBD
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Replace 800K Absorber	520,000	-	05/30/2016
Saint Francis Medical Group	SFMG	Renovation for Rheumatology Bariatrics and Endocrine	1,500,000	-	TBD
Saint Francis Hospital and Medical Center	CJRI	CJRI TWO O.R.s	1,583,500	753,155	Complete
Saint Francis Hospital and Medical Center	Information Technology	Epic Ambulatory Implementation	5,164,190	-	
		Total of projects budgeted over \$500,000 FY2016	\$ 25,140,469	\$ 1,284,835	
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	\$ 8,043,582	
		Total Capital Budget for FY 2016 and Expenditures to Date	\$ 57,934,000	\$ 29,343,417	

* Construction budget reduced to \$250,000 to reallocate capital to other project

** \$18 million funded through an intercompany loan from Trinity Health Corporate



114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

March 1, 2016

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Item 9 of the Order dated August 31, 2015, we have enclosed for your review the Capital Investment Plan.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley".

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

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

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| | and associated estimated costs; and | |
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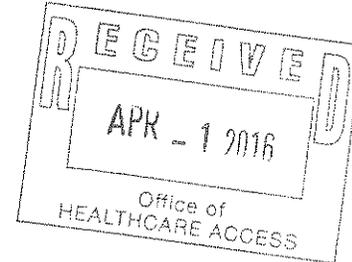
** \$18 million funded through an intercompany loan from Trinity Health Corporate

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

March 30, 2016

Kim Martone
Director of Operations
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 Mrs. Martone:

In accordance with Item 8 of the Order dated August 1, 2015, please see the below response:

When originally approved to join Trinity Health, Trinity Health – New England, Inc. formerly known as Saint Francis Care, Inc. projected the date for completion of the 2016 Community Health Needs Assessment (CHNA) to be March 2016. The CHNA would have been followed by its Strategic Implementation Plan (SIP) 120 days later. Though the Data Haven statewide telephone survey and the Curtis D. Robinson Center for Health Equity (CDRCHE) survey were completed by 2/1/15 this information must be integrated to allow completion of next steps of the process which are the Key Informant Interviews and Community Conversation. Completion of these important steps will delay finalization of the CHNA until 6/30/16. The Strategic Implementation Plan (SIP) will then be developed by 11/15/16.

A more detailed outline of the remaining steps in this important community input process are included in the attachment to this letter. Once the CHNA and the SIP are finished they will be filed with the Office of Health Care Access.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures

COMMUNITY HEALTH NEEDS ASSESSMENT and Implementation Plan
Saint Francis Hospital and Medical Center
Johnson Memorial Medical Center

Dates	Activity	Partners/Leader
10/1/15 – 2/15/15	Data Collection and Analysis of Community Well Being Survey and Curtis D. Robinson Center for Health Equity (CDRCHE) Participant Survey	Data Haven University of Connecticut
2/15/16 – 3/15/16	Community Health Needs Assessment Team Review Survey results and Develop – Key Informant Plan	Connecticut Children’s Medical Center Hartford Foundation for Public Giving Hartford Health and Human Services Johnson Memorial Medical Center Curtis D. Robinson Center for Health Equity at Saint Francis
3/11/16	Engage Consultant	Kristen Tierney Bruce Bernstein, PhD
3/7/16 – 5/4/16	Key Informant Interviews Community Conversation Meeting	Deborah Pacik Rebecca Crowell, PhD Mary Stuart, MPH Lawrence Young, MPH
6/22/16	Board Meeting Approval	Marcus McKinney
6/30/16	Publication and Website Link	Community Health Needs Assessment Team
Dates	Activity	Partners/Leader
7/15/16	File Community Health Needs Assessment with the Office of Health Care Access	Chris Hartley
7/1/16 – 11/1/16	Strategic Implementation Planning Meetings	Mary Stuart
11/15/16	Strategic Implementation	Mary Stuart

	Plan Adopted	
11/30/16	File Strategic Implementation Plan with Office of Health Care Access	Chris Hartley

DataHaven Community Wellbeing Survey (Website posting 2-1-16)

The DataHaven Community Wellbeing Survey traces its roots to a series of locally-based efforts conducted over the past decade to gather information on and promote regional well-being and quality of life. To create the survey, Data Haven and its community and scientific partners have closely studied and drawn questions from national and international surveys to allow comparisons to benchmark data such as Healthy People 2020. The Community Wellbeing Survey is now nationally-recognized and provides critical local-level information not available from any other source to hundreds of communities across Connecticut and parts of New York State - in many cases, at a neighborhood level.

In 2015, Data Haven expanded the Community Wellbeing Survey to encompass the entire State of Connecticut and sections of New York State, while retaining its mission to produce high-quality neighborhood-level and regional estimates for major metropolitan areas throughout the state. The survey is designed with and supported by over 100 government, academic, health care, and community partner organizations, and completed in-depth interviews of nearly 17,000 randomly-selected residents in every town in Connecticut. Saint Francis engaged Data Haven to over-sample the catchment areas for Saint Francis Hospital and Medical Center and for Johnson Memorial Hospital to create a dataset that can be analyzed in more detail.

CDRCHE - Participant Survey – Ongoing Data Collection

The Curtis D. Robinson Center for Health Equity (CDRCHE) periodically surveys program participants to assess the needs so that the services provided continue to address community concerns. This relational approach serves to provide on-going input from community members and to build trust in the work being done in the community. Information from the Participant Surveys completed from 6/14 through 12/15.

Key Informant Interviews and Community Conversation

The process for development of a key informant interview will involve input from a steering committee (see table below). The interviews will be completed in March and the data coded and presented to the Community Health Needs Assessment Team. Once this process has taken place a Community Conversation to identify priority needs in the community will be scheduled.

COMMUNITY HEALTH NEEDS ASSESSMENT Publication

A local consultant with experience in developing documents similar to the Community Health Needs Assessment will be hired to do the writing and layout of the materials. The document will be organized so that it is useful for grant writing and program support; identifying opportunities for collaboration; and highlighting the potential areas of improvement within the hospital catchment area.

Strategic Implementation Plan

The Strategic Implementation Plan will be organized so that progress can be monitored and priority issues addressed with partner organizations identified to support this work. It will be completed and published by 11/15/16.

COMMUNITY HEALTH NEEDS ASSESSMENT Team Members:

Name	Organization
Mary Stuart	Saint Francis Hospital and Medical Center
Marcus McKinney	Trinity Health – New England
Rebecca Crowell	Saint Francis Hospital and Medical Center – Research Department
Lawrence Young	Saint Francis Hospital and Medical Center – Center for Health Equity
Deborah Pacik	University of Connecticut – MPH Student
Tung Nguyen	City of Hartford Health and Human Services Department
Steve Balcanoff	Connecticut Children’s Medical Center
Gregory Palmer	Johnson Memorial Medical Center
Scott Gual	Hartford Foundation for Public Giving
Yvette Bello	Hartford Foundation for Public Giving

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 18, 2016

FACSIMILE TRANSMISSION ONLY

Mr. R. Christopher Hartley
Senior Vice President – Planning,
Business Development & Government Relations
Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105-1299

Re: Compliance with Agreed-Upon Stipulations set forth in the Certificate of Need (“CON”) Authorization under Docket Number: 15-31979-CON for the Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation
Notification of Compliance Reporting Deficiencies Relating to Stipulations 6, 7 and 9

Dear Mr. Hartley:

On August 31, 2015, Saint Francis Care, Inc., and Trinity Health Corporation, collectively hereinafter referred to as the “Applicants”, entered into an Agreed Settlement with the Department of Public Health, Office of Health Care Access (“OHCA”) under Docket Number: 15-31979-CON, to transfer the ownership of Saint Francis Care, Inc. to Trinity Health Corporation.

On December 1, 2015, OHCA received on behalf of the Applicants, Saint Francis Hospital and Medical Center’s (“Hospital’s”) submission in accordance with Stipulations 6 and 7 of the Order authorizing the CON. Additionally, on March 1, 2016, OHCA received the Hospital’s submission in accordance with Stipulation 9 of the agreed upon stipulations. A copy of the relevant stipulations is enclosed as Attachment 1 of this letter for reference proposes.



Phone: (860) 509-8000 • Fax: (860) 509-7184
410 Capitol Avenue, P.O. Box 340308
Hartford, Connecticut 06134-0308
www.ct.gov/dph

Affirmative Action/Equal Opportunity Employer

OHCA has reviewed your compliance reporting in support of Stipulations 6, 7 and 9 and finds that the compliance reporting information provided for each stipulation is insufficient.

OHCA requires the following service information with regard to Stipulation 6:

1. Verify the inpatient bed allocation is reflective of the October 1, 2015, effective date of the ownership change.
2. As agreed to in the Agreed Settlement, provide a document, which can be readily entered into the record of the docket, which identifies each outpatient service by location and hours of operation that is reflective of the October 1, 2015, effective date of the ownership change. This listing must then be posted on the Hospital's website in accordance with Stipulation 6. Be informed that a listing of the links to the Hospital's website is not in compliance with the wording and intent of Stipulation 6.
3. With respect to your response to items 1 and 2 above, identify and explain all service changes undertaken by Saint Francis Hospital and Medical Center since October 1, 2015.

OHCA requires the following service plan information with regard to Stipulation 7:

1. As agreed to in the Agreed Settlement, provide a three-year plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital, including any consolidation, reductions, elimination or expansion of existing services or introduction of new services.

OHCA requires the following capital investment planning information with regard to Stipulation 9:

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
 - b. A timeframe for the rollout of the capital projects, including estimated beginning, ending and start-up/operation dates.

Kindly respond to this letter by the close of business on Friday May 2, 2016. If you have any questions regarding the above, please feel to contact me at (860) 418-7069.

Sincerely,



Jack A. Huber
OHCA Health Care Analyst

Cc: Karen Roberts, DPH, OHCA, Principal Health Care Supervisor

ATTACHMENT 1

• **Stipulation 6 of the agreed settlement reads as follows:**

“Unless on a temporary basis and not before the completion of the March 2016 CHNA for the entire service area, there shall be no reduction or relocation of any inpatient or outpatient services that reduces access to care specific to those services that existed at the Hospital on the date of OHCA’s Final Decision in this matter. A reduction in service shall constitute any reduction in allocated beds, hours of operation or any other act or omission by SFCRHM (“Saint Francis Care Regional Health Ministry”). Within ten (10) days following the date of OHCA’s Final Decision in this matter, Applicants shall submit schedules to OHCA setting forth the Hospital’s inpatient bed allocation and hours of operation for all outpatient services and publish this same information on the SFCRHM Website Page. *FF30*”

• **Stipulation 7 of the agreed settlement reads as follows:**

“Within sixty (60) days following the Closing Date, SFCRHM shall submit to OHCA a plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital for the first three (3) years following the transfer of ownership, including any consolidation, reduction, elimination or expansion of existing services or introduction of new services.”

• **Stipulation 9 of the agreed settlement reads as follows:**

“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.”

* * * COMMUNICATION RESULT REPORT (APR. 18. 2016 10:13AM) * * *

FAX HEADER:

TRANSMITTED/STORED : FILE MODE	APR. 18. 2016 10:11AM OPTION	ADDRESS	RESULT	PAGE
571 MEMORY TX		98607148093	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: R. CHRISTOPHER HARTLEY

FAX: (860) 714-8093

AGENCY: SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

FROM: JACK HUBER

DATE: 4/18/2016 Time: ~ 10:20 AM

NUMBER OF PAGES: 4
(including transmittal sheet)

Comments: Transmitted: CON Compliance Letter
Docket Number: 15-32002-CON
Transfer of Ownership of JMMC to St. Francis Care

**PLEASE PHONE Jack A. Huber at (860) 418-7069
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

Greer, Leslie

From: Roberts, Karen
Sent: Friday, May 20, 2016 8:59 AM
To: Rotavera, Liz
Cc: Hartley, Christopher; Greer, Leslie
Subject: RE: Compliance letter for DN 15-31979 CON

Thanks Liz – I'll be taking a look at the attachments in the next week or so. I will make sure they get into the record for this docket number.

Regarding the Certificate of Need (CON) issued under CON Docket Number 15-31979-CON, please submit any further filings or documentation related to the CON conditions via electronic mail by using the **OHCA general email inbox which is OHCA@ct.gov**. In addition, please continue to reference the CON docket number in the subject line of the email when transmitting. 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. If the submission is 20 pages in length or longer, please mail the document to the Office of Health Care Access using the mailing address below in addition to electronic transmission.

Please note that you may see this email sent to St. Francis and its affiliates related to compliance with other docket numbers as well.

Thank you and let me know if you have any questions on this email.

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



From: Rotavera, Liz [mailto:LRotaver@stfranciscare.org]

Sent: Friday, May 20, 2016 8:52 AM

To: Roberts, Karen

Cc: Hartley, Christopher

Subject: Compliance letter for DN 15-31979 CON

Hi Karen,

On behalf of Chris Hartley, please see above word, pdf and excel documents for our responses to the 15-31979- CON compliance letter that are due today 5/20/16.

Thank you very much.

Liz Rotavera, FACHE
Senior Planning Associate
Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105

From: Roberts, Karen [<mailto:Karen.Roberts@ct.gov>]
Sent: Wednesday, April 20, 2016 1:04 PM
To: Rotavera, Liz
Cc: Hartley, Christopher; Cable, Kimberly; Huber, Jack; Greer, Leslie; Martone, Kim
Subject: RE: Extension of time Request for Compliance letters

Hi Liz – with this email, OHCA is allowing the extension of the date by which the Hospital is required to respond to the matters outlined in the two Compliance Letters sent by OHCA staff on April 18th for DNs 15-31979-CON and 15-32002-CON. The response date is now **May 20, 2016**. This email will be placed in the record for these two docket numbers.

I will email you separately to set up a conference call related to the two compliance letters if the Hospital determines that the follow up call is needed for further clarification on Compliance matters.

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



From: Rotavera, Liz [<mailto:LRotaver@stfranciscare.org>]
Sent: Wednesday, April 20, 2016 12:54 PM
To: Roberts, Karen
Cc: Hartley, Christopher; Cable, Kimberly; Rotavera, Liz
Subject: Extension of time Request for Compliance letters

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

Dear Karen,

Saint Francis Trinity Health – New England, Inc. would like to formally request and extension in the due date for the Compliance letters we received on DN:15-31979-CON and 15-32002- CON from May 2, 2016 to May 20, 2016.

This extension will allow us to better manage work load and availability of key staff in our organization.

We are sorry we missed speaking with you directly about our questions regarding these two letters.

Please give us the times you are available tomorrow afternoon and Chris Hartley will place a follow up call to you.

He can be reached at 860-714-5573.

Thank you for your help.

Chris Hartley

Senior Vice President Planning, Business Development and Government Relations

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.



114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development &
Government Relations

May 20, 2016

Ms. Karen Roberts
Principal Health Care Supervisor
Office of Health Care Access
410 Capitol Avenue
MS13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Compliance with Agreed-Upon Stipulations set forth in the Certificate of Need (CON) Authorization under Docket Number: 15-31979-CON for the Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation
Notification of Compliance Reporting Deficiencies Relating to Stipulations 6, 7 and 9

Stipulation 6

Question 1

Verify the inpatient bed allocation is reflective of the October 1, 2015, effective date of the ownership change.

This is the inpatient bed compliment reflective of the October 1, 2015 effective date of the ownership change.

FY2015 Saint Francis Hospital and Medical Center	
Total Licensed Beds	617
Total Staffed Beds	581
Bassinets Staffed	26
Staffed Beds Breakdown:	
General Medical Surgical	398
Maternity	30
ICU	42
Neonatal Intensive Care	28
Psychiatric	83
Total	581
Mt. Sinai Rehabilitation Hospital - Licensed	60

Question 2:

As agreed to in the Agreed Settlement, provide a document, which can be readily entered into the record of the docket, which identified each outpatient service by location and hours of operation that is reflective of the October 1, 2015, effective date of the ownership change. This listing must then be posted on the Hospital's website in accordance with Stipulation 6. Be informed that a listing of the links to the Hospital's website is not in compliance with the wording and intent of

In an effort to fully comply with the Agreed Settlement Stipulation #6, Saint Francis Hospital and Medical Center added a link on its website labeled www.SaintFrancisCare.org/TrinityCon.aspx. This site provides an electronic link on the website to a wide variety of information inclusive of the health services listed in our previous letter. We have enclosed an Attachment 1 that contains the face page of the health services included on the web page that identifies hours of operation and how to access more information on each particular health service.

Question 3:

With respect to your response to Items 1 and 2 above, identify and explain all service changes undertaken by Saint Francis Hospital and Medical Center since October 1, 2015.

There have been no health service changes undertaken at Saint Francis Hospital & Medical Center since October 1, 2015.

Stipulation 7

Question 1:

As agreed to in the Agreed Settlement, provide a three-year plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital, including any consolidation, reductions, elimination or expansion of existing services or introduction of new services.

As stated in our 12/1/15 letter, Trinity Health-New England, Inc., formerly known as Saint Francis Care, Inc. currently has no plans to consolidate, reduce, eliminate, expand or add any services at Saint Francis Hospital and Medical Center or the Mount Sinai Rehabilitation Hospital in SFY16, SFY17 or SFY18. For purposes of this response, the

health services covered by this stipulation are also identified by Saint Francis Hospital and Medical Center's Annual American Hospital Association Survey. These health services are listed below:

Ablation of Barrett's Esophagus
Adult Cardiac Electrophysiology
Adult Cardiac Surgery
Adult Diagnostic Catheterization
Adult Interventional Cardiac Catheterization
Ambulatory Surgery Center
Assistive Technology Center
Bariatric/Weight Control Services
Birthing Room-LDR Room-LDRP Room
Breast Cancer Screening/Mammograms
Cardiac Rehabilitation
Cardiac Intensive Care
Cardiac Electrophysiology
Cardiology and Cardiac Surgery Services
Chemotherapy
Crisis Prevention
CT Scanner
Dental Services
Diagnostic Radioisotope Facility
Electro diagnostic Services
Emergency Services
Endoscopic Retrograde
Endoscopic Services
Endoscopic Ultrasound
Esophageal Impedance Study
Freestanding Outpatient Care Center
Full-Field Digital Mammography (FFDM)
Genetic Testing/Counseling
Geriatric Services
Health Screenings
Hemodialysis
HIV-AIDS Services
Hospice Program
Hospital-Based Outpatient Care Center-Services
Immunization Program
Indigent Care Clinic
Intensity-Modulated Radiation Therapy (IMRT)
Linguistic/Translation Services
Magnetic Resonance Imaging (MRI)
Medical Surgical Intensive Care
Multi-Slice Spiral Computed Tomography (64+ Slice)
Neonatal Intensive Care
Neurological Services
Obstetrics
Occupational Health Services

Oncology Services
Orthopedic Services
Outpatient Surgery
Pain Management Program
Palliative Care Program
Patient Controlled Analgesia (PCA)
Patient Representative Services
Physical Rehabilitation Outpatient Services
Physical Rehabilitation Services (at Mount Sinai Rehabilitation Hospital, licensed 60 beds)
Positron Emission Tomography/CT (PET/CT)
Primary-Care Department
Prosthetic and Orthotic Services
Psychiatric Child-Adolescent Services
Psychiatric Consultation-Liaison Services
Psychiatric Geriatric Services
Psychiatric Outpatient Services
Psychiatric Services
Radiology Therapeutic
Radiology, Diagnostic
Robot-Assisted Walking Therapy (at Mount Sinai Rehabilitation Hospital)
Robotic Surgery
Shaped Beam Radiation System
Simulated Rehabilitation Environment (at Mount Sinai Rehabilitation Hospital)
Single Photon Emission Computerized Tomography (SPECT)
Sleep Center
Social Work Services
Sports Medicine
Teen Outreach Services
Tobacco Treatment/Cessation Program
Trauma Center
Ultrasound
Women's Health Center/Services
Wound Management Services

The definitions of these health services are included in Attachment 2 of this letter and noted by an asterisk. Furthermore, should Trinity Health-New England, Inc. formerly known as Saint Francis Care, Inc. wish to make changes in these health services or change the number of licenses it operates, such a change would follow all applicable OHCA notification and approval processes.

Stipulation 9

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 Attachments 3 and 3a for FY 2016 actual capital expenditures to date (10/1/2015-4/30/2016) by Trinity Health –New England, Inc. Trinity Health – New England, Inc. is presently in the process of finalizing the FY 2017 (7/1/2016-6/30/2017) Capital Budget. See attachment 3 for the current capital plan for the Saint Francis entities for FY 2017. At this time, Trinity Health is reviewing both the operating and capital FY 2017 budgets for each regional health ministry, including Trinity Health – New England, Inc. The FY 2017 budgets are expected to be reviewed and approved in June 2016. Once approval is obtained, the final capital budget for FY 2017 will be submitted to OHCA. Attachment 3 also contains estimated capital allocations for FY2018-2020.

In addition, we have provided an update to the preliminary capital summary (Attachment 3) that was included on page 635 of the CON application. This summary notes the expected reallocation of a capital relating to strategic growth of the Trinity Health – New England, Inc. inclusive of the addition of Johnson Memorial Medical Center and the anticipated addition of Saint Mary's Health System in the future.

- b. A timeframe for the rollout of the capital projects, including estimated beginning, ending and start-up/operation dates.***

Until the FY2017 capital plan is approved, the timeframe is not formalized within the fiscal year. The majority of the expenditures listed on the FY 2017 capital plan (Attachment 4) are one year projects and will commence and be completed within the 12 month period beginning July 1, 2017. Beginning in July 2017 through July 2020, Trinity Health- New England Inc. will provide OHCA with an

update for this stipulation that confirms the previous fiscal year's capital expenditures as well as the approved capital expenditures for the current fiscal year. Trinity Health –New England, Inc. believes this approach will ensure the greatest accuracy as well as meet the intent of this stipulation.

If you have any questions please do not hesitate to call me at 860-714-5573.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley". The signature is written in a cursive style with a large initial "C" and a long, sweeping tail.

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

Attachment 1

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

PROGRAMS AND SERVICES – www.stfranciscare.com

Behavioral Health

Hours: Inpatient – 24 hours per day/7 days per week

Outpatient – Monday thru Friday 8 a.m. to 5p.m. with the following additional hours: Enfield- Tues until 7p.m.; Glastonbury Wed until 7p.m.; Hartford and Simsbury Thurs until 7p.m.



Behavioral Health Services at Saint Francis

- Behavioral Health Services at Saint Francis**
- Brief Treatment Service Philosophy
- Inpatient Services
- Outpatient Treatment Program
- Outpatient Treatment ▶
- Meet Our Staff
- Behavioral Health Information
- Directions
- Useful Links
- Donate

Behavioral Health Services at Saint Francis

In Times of Challenge or Difficulty

Our Philosophy

Our Behavioral Health Services include a full range of mental health and substance abuse treatment programs for all ages. Common to all of our programs is a dedicated, multidisciplinary team approach to developing an individualized plan of care for each patient. However brief a patient's stay, we have a life-changing opportunity to build trust, intimacy and a healing relationship. The focus of our treatment is to draw out people's strengths and competencies to assist them with coping more effectively in times of significant challenge or difficulty in their lives.

- Honor every person's intrinsic worth, dignity and self-healing potential
- Provide care that encompasses the whole person's psychosocial, medical, cultural, educational and spiritual needs
- Empower every person to recognize his or her strengths and achieve maximum potential
- Foster therapeutic relationships and healing based upon trust, empathy and unconditional positive regard
- Instill hope and a vision for the future

The goal is always to help people see a brighter future and find their way to a more meaningful life.

Burgdorf/Bank of America Health Center

Hours: Monday – Friday 8 a.m. – 5 p.m.

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- Affiliate Health Care Providers
- Alcohol and Drug Recovery Centers, Inc.
- Burgdorf/Bank of America Health Center**
- Center for Occupational Health
- Collaborative Laboratory Services
- Connecticut Occupational Medicine Partners
- Johnson Memorial Medical Center
- Masonicare Partners Home Health
- Saint Francis GI Endoscopy
- Saint Francis Healthcare Partners

Burgdorf/Bank of America Health Center

The Burgdorf/Bank of America Health Center provides a bright, convenient home for medical services operated by Saint Francis Hospital and Medical Center and the University of Connecticut Schools of Medicine and Dentistry, as well as the City of Hartford Department of Public Health.

The center, at 131 Coventry St. on the Mount Sinai Campus of Saint Francis Hospital and Medical Center, represents the success of a unique community collaboration. The Burgdorf/Bank of America Health Center was funded by Saint Francis, Bank of America, the City of Hartford, the U.S. Department of Housing and Urban Development and various grants.

Medical services operated by Saint Francis and UConn are located on the second floor. City programs are located on the first floor.

Primary and preventative services for children and adults are provided by appointment. A full range of women's health services, including prenatal care, is also available. To schedule an appointment, please call one of the following numbers:

- Adult Primary Care - (860) 714-2813
- Pediatric Primary Care - (860) 714-2816
- Pediatric Dentistry - (860) 714-2140
- Women's Health - (860) 714-4327

Medical and surgical sub-specialty services are available and will be arranged by Primary Care providers, as needed. Lab and Radiology services are provided by Saint Francis Hospital and an Arrow Pharmacy is available on-site, as well.

Cancer Center

Hours: Monday – Friday 8 a.m. – 4:30 p.m.

Text Size: A A A e

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Cancer Center Home

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Service Line Physician Leader



Service Line Executive Director



Kathleen Kusone
RNC, BSN, MBA, C

The Saint Francis/Mount Sinai Regional Cancer Center was dedicated in 1993. It is a free-standing building that is connected to the main hospital by a walkway and bridge. It is a handsome two-story building, which has won many architectural awards. In its 45,000 square feet of clinical space, it houses Radiation Oncology on the first floor and Medical Oncology and Hematology on the second floor, along with support services such as a pharmacy, Phlebotomy, a laboratory for the Hematology and Coagulation Service, socialwork, nutrition counseling, genetic counseling, and the research office.

The Cancer Center is staffed by 13 physicians, including nine hematologists and medical oncologists and four radiation oncologists.

The first-floor Radiation Oncology department is equipped with two new linear accelerators, a CT scanning simulator, electron beam therapy, and high dose rate brachytherapy. Treatment technologies include 3-D external beam treatment planning; 3-D conformal external beam radiation treatment; and Intensity Modulated Radiation Therapy, or IMRT.



Saint Francis was the first in the state to introduce the CyberKnife, a remarkable non-surgical option for the treatment of prostate, lung, brain, stomach, and spinal cord tumors. Radiation oncology support staff includes 11 radiation therapists, 3 nurses, 3 dosimetrists and 3 physicists.

On the second floor, Medical Oncology and Hematology occupy 29,000 square feet of clinical space with 16 examination rooms, 3 consultation rooms, and a combination of 35 nurse and communications stations available for face-to-face

Cardiovascular Services

Hours: 24 hours per day / 7 days per week



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The American Heart Association recognizes this hospital for achieving 85% or higher compliance with all Get With The Guidelines®-Heart Failure Achievement Measures and 76% or higher compliance with four or more Get With The Guidelines®-Heart Failure Quality Measures for two or more consecutive years and has demonstrated documentation of all three Target: Heart Failure care components for 50% or more of eligible patients with heart failure discharged from the hospital to improve quality of patient care and outcomes.



Hoffman Heart Home

Connecticut's Largest Heart Bypass Surgery Center

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- Meet Our Physicians

Award-winning cardiac surgery, as well as treatment for heart attack and heart failure, are provided by the cardiac surgeons and specialists at Hoffman Heart and Vascular Institute in Hartford, Connecticut.

Our physicians bring medical excellence to angioplasty, cardiac catheterization, vascular and endovascular surgery, and a host of treatments designed to help you reach your best possible outcomes.

Heart Attack and Heart Failure Treatment

We were recently awarded the Get With The Guidelines®-Heart Failure Gold Plus Quality Achievement Award from the American Heart Association, for implementing specific quality improvement measures outlined by the American Heart Association/American College of Cardiology Foundation secondary prevention guidelines for heart failure patients. This is the third consecutive year that Hoffman Heart has been recognized with the Gold Plus quality achievement award.

Explore this website to learn more. To schedule an appointment, call 1-877-783-7262.

Stories from the Heart

Call for an appointment
1-877-783-7262



School of Cardiac Ultrasound

School of Invasive Cardiovascular Technology

Donate

Cardiovascular Services – Women’s Heart Program

Hours: Monday – Friday 8 a.m. – 5 p.m.



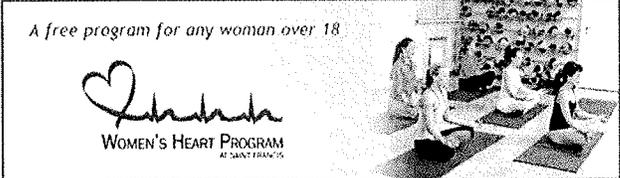
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- Hoffman Heart and Vascular Institute



"Heart disease is the biggest health threat that women will face. It is the number one killer of women in the United States. The good news is that women's heart disease is preventable. There are steps women can take early on to reduce the risk through assessment, exercise and nutrition."
- Dr. Anita Kelsey, director of the Women's Heart Program at the Hoffman Heart and Vascular Institute of Connecticut.

The Women's Heart Program is offered free to any woman over 18. It is designed to help women take a proactive approach to heart disease through education and increased awareness. Participants register for an education session presided by a cardiologist, registered nurse, a registered dietitian, and an exercise physiologist. The staff of the Women's Heart Program will assist you in developing individualized goals for reducing your risk of heart disease, making appropriate dietary changes, and beginning a structured exercise program.

What happens at a typical Women's Heart event?

1. It lasts about 1 1/2 hours, and is led by our team of healthcare professionals that includes a cardiologist, exercise physiologist, a registered dietitian, and a nurse.
2. The team evaluates your heart risk by looking at your BMI, weight, waist circumference, and blood pressure. Our team may also assess your diet history, any available labs you may have, your physical activity and any other pertinent medical history.



To learn more or request an appointment

Physicians may fax patient referral forms to (860) 714-8091.

Download our brochure

Online appointment request

Please print and complete the following form and fax it to (860) 714-8001 or bring it to your first appointment.

Cardiovascular Services – Anticoagulation Service

Hours: Monday – Friday 8 a.m. – 4 p.m.

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Anticoagulation Service

- Directions
- Anticoagulation Service Referral Form

Anticoagulation Service

Specializing in the management of warfarin and other anticoagulants

The Saint Francis Hospital Anticoagulation Service is a hospital based outpatient medication management service specializing in the management of warfarin and other anticoagulants. Our mission is to act in concert with the patient's primary care provider, cardiologist, or other referring physician to provide organized anticoagulation management in an effort to improve the efficacy and safety of anticoagulant medications. Comprehensive care of these patients includes patient assessment, patient education, warfarin dose management, and coordination of care when the interruption of anticoagulation is necessary.

INR testing is done by a point-of-care device for immediate results, so that dosing instructions may be provided to patients in a face-to-face visit. Patients are assessed by registered nurses or pharmacists with specific knowledge in caring for patients on anticoagulants under the supervision of a hematologist.

New Referrals

- New patients must be willing and able to come to the Anticoagulation Service for face-to-face visits. Patients will not be managed over the phone.
- All patients are required to have a PCP and/or cardiologist or other provider whom the patient will regularly see as an outpatient, and who is willing to assume responsibility for the patient's general medical care.

Please note that the turnaround time for a new patient appointment is approximately 1-2 weeks, with priority given to patients being discharged from the hospital. Please note that the referring physician is responsible for the management of the patient's anticoagulation until the patient is seen in the Anticoagulation Service.

If you would like to refer a patient to the Anticoagulation Service, please download, print, and complete the referral form. Fax the completed referral form to (860) 714-7558.

Our Anticoagulation Service Has Moved

The Anticoagulation Service is now located in the Gengras Medical Building, Suite #3222.

Directions

Contact us at (860) 714-5714 with any questions.

Office Hours

Monday thru Friday, 8am - 4pm
Closed 12pm until 1pm daily
Patients require a scheduled appointment; walk-ins cannot be accommodated

Contact

Phone: 860.714.5714
Fax: 860.714.7598

Location

Suite # 3222
Gengras Medical Office Building
1000 Asylum Avenue
Hartford, CT 06105

Cardiovascular Services – Heart Failure Services

Hours: Inpatient 24 hours per day / 7 days per week ; Outpatient Monday – Friday 8 a.m. – 4 p.m.

Heart Failure

Living with heart failure...



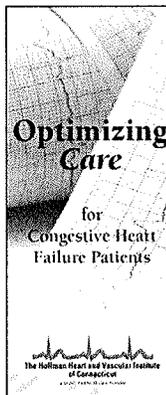
In the Hospital



In the Community

Heart failure is the leading cause of hospitalization for people older than 65. But in the last decade, scientists have come up with a combination of medicines — including ACE inhibitors, beta-blockers and diuretics — that enable the failing heart to pump more efficiently. And defibrillators smaller than an iPod are available to prevent the biggest killer of heart failure patients — a sudden shutdown of the heart. Learn more...

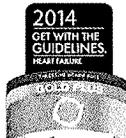
With these advances, people are living full lives. And the Heart Failure Service of the Hoffman Heart and Vascular Institute is providing the high level of coordinated care essential to improving the quality of life for patients with congestive heart failure. The Hoffman Heart and Vascular Institute was the first in the region to offer a dedicated inpatient heart failure unit. Our comprehensive heart failure program is designed to coordinate the care of inpatient and outpatient heart failure services. This allows us to maximize our treatment and offer state-of-the-art therapies to patients with all stages of heart failure. Our affiliation with Yale-New Haven Hospital provides our patients with the most comprehensive approach to end-stage heart failure in the region.



Download and print our brochure



Read more about the Congestive Heart Failure



The American Heart Association recognizes us for achieving BCC or higher adherence to all Get With The Guidelines-Heart Failure Quality Measures to improve quality of patient care. In addition we have demonstrated documentation of all three Target Heart Failure care components for 50% or more of eligible patients with heart failure discharged during our calendar quarter.

Children's Advocacy Center

Hours: Monday – Friday 8:30 a.m. – 5 p.m.

The Greater Hartford Children's Advocacy Center at Saint Francis

The Greater Hartford Children's Advocacy Center at Saint Francis

For Victims of Childhood Sexual Abuse

The Greater Hartford Children's Advocacy Center at Saint Francis is a safe place where children who are suspected victims of sexual abuse can get the support and treatment they need. The center serves 400 children and 700 to 800 parents or caregivers every year. Learn More

About Us

What is Child Sexual Abuse?

Make a Referral

Diagnostic and Forensic Interviews

Services for Families, Children and Professionals

Meet Our Team

Outreach and Prevention Education

Resources and Funders

Directions and Parking

For Investigators and Service Providers

- Diagnostic Interviews

For Families and Service Providers

- Advocacy
- Medical Exams
- Individual Therapy
- Multi-generational Family Therapy

For the Community

- Outreach & Education

Connecticut Joint Replacement Institute

Hours: 24 hours per day / 7 days per week



[Register for Classes](#) | [Choice Matters](#) | [Patient Resource Center](#) | [Our Physicians](#)

Why Choose CJRI?

CJRI provides top quality, state-of-the-art joint replacement, as well as comprehensive non-surgical treatment for rheumatoid arthritis and osteoarthritis, in a compassionate and caring environment.

If knee pain, hip pain, shoulder pain, or pain in other joints in your body prevents you from enjoying your favorite activities, our expert team of orthopedic surgeons and specialists will discuss the options with you, from physical therapy and other non-surgical solutions, to the use of carefully designed, precision-crafted artificial joints. We'll help you put your life back on track.

Explore this website to learn more about The Connecticut Joint Replacement Institute.
Feel free to call us at 1-866-501-2574 (CJRI) with any questions you may have.

Restoring motion - renewing vitality: that's what CJRI is all about.

Here are even more reasons to choose CJRI:

- #1 in Connecticut for joint replacement outcomes
- U.S. News & World Report Named Saint Francis among the Nation's High-Performing Hospitals in Knee Replacement
- Consumer Reports mentioned us in an article on hospital ratings.
- One of America's 100 Best Hospitals for joint replacements
- The only joint replacement institute in the region with a dedicated on-staff musculoskeletal oncologist
- Five Star recipient for Joint Replacement 7 years in a row (2007-2013)
- Over 25,000 joint replacements since the Institute opened in 2007
- Patients ranked CJRI in the 99th percentile of all Connecticut hospitals and the 94th percentile of all U.S. hospitals in overall hospital satisfaction.
- Patients ranked CJRI in the 96th percentile of all Connecticut hospitals and 97th percentile of all U.S. hospitals for recommendation to others.
- CJRI complication rates are among the lowest in the U.S.
- First joint center to enter patient data into national American Joint Replacement Registry

Quality Information

Return soon to see our latest quality information.

Dental Services for General and Specialized Dental Care

Hours: Monday – Friday 8 a.m. – 5 p.m.

[Home](#) | [About Us](#) | [Programs & Services](#) | [For Patients & Families](#) | [Find a Physician](#) | [Classes/Events](#) | [For Health Professionals](#) | [Careers](#)



The Dental Center at Saint Francis

- [Home](#)
- [Dental Services](#)
- [Meet Our Team](#)
- [For Dental Center Patients](#)
- [Dental Center Technology](#)
- [General Practice Residency in Dentistry](#)

Dentists for General and Specialized Dental Care

Welcome to **The Dental Center at Saint Francis Hospital and Medical Center**. We perform a wide range of dental services for preventative and reconstructive care. Our mission is to provide superior dental service, tailored to the individual, in a comfortable manner.

Outside of regular check-ups, when do I need to see a dentist?

Regular dental check-ups will help your dentist spot problems in the early stages, before they become serious. But if you can answer 'yes' to any of the following symptoms, it's probably a good idea to schedule an extra visit soon:

- Are your teeth sensitive?
- Do your teeth hurt when chewing?
- Do you have pain or swelling in your mouth, face, neck, jaw?
- Are you experiencing bleeding or swelling gums?
- Do you have difficulty chewing or swallowing?
- Is your mouth often dry, and/or do you have bad breath?
- Do you have sores or spots inside your mouth?

Call (860) 714-4995 to make an appointment.
We look forward to meeting you!

Call for an appointment
(860) 714-4995

For Dental Emergencies after business hours, call the Saint Francis operator:
(860) 714-4000

A Dental Center staff member will return your call as soon as possible.

The Dental Center at Saint Francis

1000 Asylum Avenue,
Suite 3200
Hartford, CT 06105

Fax: (860) 714-8003
Hours: Monday - Friday,
8:30 am - 5:00 pm

[Directions](#)

Diabetes and Metabolic Care

Hours: Monday – Friday 8 a.m. – 5 p.m.

The Center for Diabetes and Metabolic Care at Saint Francis

Services

Diabetes Support Groups

About Us

Meet Our Team

Educational Presentations

Request a Referral

Resources

Discover Treatment for Diabetes Near You

Gain the control you need for the life you want.

Diabetes Care

Through one-on-one assessments and convenient class sessions, **The Center for Diabetes and Metabolic Care** will help you learn to manage and control diabetes and take back your life. Learn more...

Prediabetes Care

Elevated blood sugar levels that aren't high enough for diabetes can still put you at risk for developing **type 2 diabetes** and other serious health problems, including heart disease and stroke. Learn more...

Pregnancy and Diabetes Care

Pregnancy multiplies concerns about high blood sugar levels, whether you were diabetic prior to pregnancy or became diabetic during pregnancy. Learn more...

Endocrine Care: Thyroid, Pituitary, and Adrenal Disorders
Endocrine disorders can result in low energy, weight difficulties, allergies and recurrent infections; low body temperature; poor memory, focus, and concentration; and other symptoms. Learn more...

Osteoporosis Care

Ten million people in the United States are affected by osteoporosis, and 18 million more are at risk. Learn more...

Do I have diabetes?

It's not always easy to tell. That's why a blood test is so important. Learn about the symptoms of diabetes...

Call for an appointment

860-714-4402



Certified by
The Joint Commission
Learn more...

The Center for Diabetes and Metabolic Care has been recognized by The American Diabetes Association for Quality Self-Management Education.*



Emergency Department

Hours: 24 hours per day / 7 days per week



Emergency Medicine

Meet Our Team



When Every Moment Matters...

The Saint Francis Emergency Department is a leader in the care of:

- Trauma*
- Stroke**
- Heart attack***
- Urgent Care

Physician Transfer Service



Treatment of serious, as well as non-life-threatening emergencies, is provided by board-certified physicians, physician assistants and nurse practitioners. Nurses receive specialty certifications in emergency nursing and trauma care.

The department also supports an active toxicology program for the treatment of accidental and intentional poisonings and medication complications or interactions. Sexual assault victims receive specialized care from SANE-certified nurses (Sexual Assault Nurse Examiners).

Urgent Care through Medical Express

For treatment of minor emergencies, illnesses, and injuries requiring urgent care, the

POWERED BY **InQuicker**

HARTFORD
Saint Francis Hospital
Emergency Room
231 Ashley Street
Hartford, CT (860) 714-4000

Select a date

Select a time

Check in Now

Directions

FastCare

Hours: Monday – Friday 12 p.m. – 8 p.m.; Saturday 8:40 – 4:30; Sunday 9:30 a.m. – 2:30 p.m.



Saint Francis FastCare

Walk-In Care

Our Services

Frequently Asked Questions

Meet Our Staff

Find Us

Saint Francis
Care?

Healthcare at the speed of life



Saint Francis FastCare™ now brings the medical excellence of Saint Francis Hospital and Medical Center to local Super Stop & Shop® stores.

Sunday 9:30am to 2:30pm

Holidays 10:00am to 2:00pm

Closed Christmas Day and Easter Sunday

Walk-ins Welcome

Homecare and Hospice Services

Hours: 24 hours/day, 7 days /week

Specialized Senior Services and Person-Centered Care - Open to All

As Connecticut's largest provider of senior healthcare, senior living, homecare and hospice, Masonicare provides specialized services and person-centered care each day to people all across our state with the same compassion, caring and commitment that began over a century ago.

Founded by the Masons – but open to all, Masonicare's people, services, programs and communities are Here for You.

Masonicare's Senior Healthcare Services:

- Dementia care
- Geriatric Assessment
- GI Services
- Hospital Care & Services
- Home Health – Aging Safely and Healthfully at Home
- Hospice & Palliative Care
- Long-Term Care (skilled nursing care)
- Neuroscience/Behavioral Health
- Primary Care Physicians
- Rehabilitation & Specialty Service
- Support Groups and Community Services



Service Guide

Use our Service Guide to quickly find the services that are right for you.



Masonicare Helpline
888-679-9997



Live Chat

Our representatives are available Monday through Friday, 9:30am-4:00pm.

Hyperbaric Oxygen Therapy

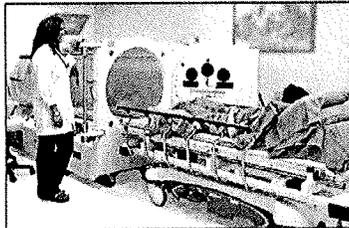
Hours: Monday – Friday 7:30 a.m. – 4 p.m.

Center for Advanced Wound Healing and Hyperbaric Medicine

- Our Services ▶
- Appointment and Referrals
- For Physicians ▶
- Meet Our Team
- Directions and Map
- Related Saint Francis Services ▶

Hyperbaric Oxygen Therapy

Advanced Treatment for Wounds, Infections, and Injuries



Hyperbaric oxygen (HBO) therapy is used to treat many conditions, such as diabetic foot wounds, certain difficult-to-heal wounds, complicated skin or bone infections, carbon monoxide poisoning, and the effects of radiation following cancer treatment. The primary purpose of HBO therapy in wound care is to directly improve the delivery of oxygen to injured tissue, which can help promote healing.

The Center for Advanced Wound Healing and Hyperbaric Medicine provides outpatient hyperbaric oxygen therapy as part of the comprehensive plan of care prescribed by your primary doctor or specialists. Our highly trained hyperbaric medicine team works closely with your physician(s) to develop a customized treatment plan for you. We will do all that we can to make you comfortable and help you understand what we are doing for you.

Hyperbaric oxygen therapy helps patients in a number of ways, including:

- Improved wound healing
- Faster resolution of infection
- Stimulation of new blood vessel formation

To find out if Hyperbaric Oxygen Therapy is right for you, speak with your physician or call

The Center for Advanced Wound Healing and Hyperbaric Medicine at Saint Francis

(860) 714-3010

Monday through Friday
7:30AM - 4PM

The Center for Advanced Wound Healing and Hyperbaric Medicine at Saint Francis

500 Blue Hills Avenue
Hartford, Connecticut 06112

(860) 714-3010

Fax: (860) 714-8592

Directions and Map

Infectious Disease

Hours: 24 hours per day / 7 days per week



Medicine
at Saint Francis

Medicine Programs at Saint Francis

Anticoagulation Service
Diabetes Education
Avita Dialysis Center
Geriatric Medicine
Hospital Medicine
Integrative Medicine
Multiple Sclerosis Center
Palliative and Hospice Care
Pulmonary Medicine
Infectious Disease
Internal Medicine
Coagulation Program

We Are There for You...

Best Care for a Lifetime™

Find a Physician:

- Allergy & Immunology
- Dermatology
- Endocrinology
- Gastroenterology
- Infectious Disease
- Internal Medicine
 - A-L | M-Z
- Nephrology
- Neurology
- Pulmonology
- Rheumatology

Welcome to the Medicine Service at Saint Francis. Most patients will encounter one or more members of our large and experienced team at some point during their hospital stay.

We are the hospitalists responsible for the day-to-day care of most inpatients. We are the infectious disease experts working to ensure that unexpected complications do not interfere with your recovery. We are the specialists in more than a dozen disciplines who work as a team to ensure high-quality, coordinated care. We are your doctors, who recognize that every patient is a person, not an illness or condition.

Frequently, when we enter your room trailed by a group of young clinicians, we are also teachers, fulfilling our mission as a teaching hospital to train the next generation of clinicians and healthcare professionals.

Laboratory Services

Hours: Varies by Location

HARTFORD - SCHEDULE YOUR APPOINTMENT NOW <i>InQuicker</i>	875 Main St.	Phone: 860-268-9608 Fax: 860-262-6038 Hours: 8:00-12:00, 1:00-5:00; 7:00-11:00 Sat
ELLINGTON	127 Main St.	Phone: 860-939-1910 Fax: 860-976-1042 Hours: 7:00-12:00 M-F
NEWELL - SCHEDULE YOUR APPOINTMENT NOW <i>InQuicker</i>	2 Hill St.	Phone: 860-257-0560 Fax: 860-252-6570 Hours: 7:00-12:00, 1:00-5:00 M-F; 7:00-12:00 Sat
FARMINGTON	2 North Main Unit 4	Phone: 860-678-0035 Fax: 860-433-6520 Hours: 7:00-12:00, 12:00-4:00 M-F; 7:00-12:00 Sat (Closed Tues & Hols.)
GLASTONBURY	21 Sacamore St.	Phone: 860-714-9212 Fax: 860-714-8567 Hours: 8:00-12:00, 1:00-5:00 M-F
HARTFORD	19 Woodland St., Suite 22	Phone: 860-947-0745 Fax: 860-947-6795 Hours: 8:00-5:00 M-F
HARTFORD - SCHEDULE YOUR APPOINTMENT NOW <i>InQuicker</i>	1099 Ashford St., Suite 2200	Phone: 860-714-4310 Fax: 860-714-8928 Hours: 7:00-5:00 M-F
HARTFORD	500 Pine Hill Ave.	Phone: 860-714-3703 Fax: 860-714-8533 Hours: 8:00-6:00 M-F
ROCKY HILL	500 Stonewall Ave.	Phone: 860-721-7177 Fax: 860-721-6311 Hours: 8:00-12:00, 1:00-5:00 M-F
ROCKY HILL	2201 Skyline Dr.	Phone: 860-721-9679 Fax: 860-721-9679 Hours: 7:00-12:00, 1:00-4:00 M-F; 7:00-12:00 Sat
SOUTH WINDSOR	415 Mainland Road	Phone: 860-644-2928 Fax: 860-644-8697 Hours: 8:00-12:00, 1:00-5:00 M-F

Department of Medicine

Hours: 24 hours per day / 7 days per week



Medicine at Saint Francis

Medicine Programs at Saint Francis

Allegation Service

Diabetes Education

Vital Diagnostics Center

Geriatric Medicine

Hospital Medicine

Integrative Medicine

Multiple Sclerosis

Infirmary

Intensive and Palliative

Medicine

Intensive Medicine

Stroke Center

Internal Medicine

Residency Program

We Are Here for You...

Best Care for a Lifetime™

Find a Physician:

- Allergy & Immunology
- Dermatology
- Endocrinology
- Gastroenterology
- Infectious Disease
- Internal Medicine
 - A1 | M-2
- Nephrology
- Neurology
- Pulmonology
- Rheumatology

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Frequently, when we enter your room, we are joined by a group of young clinicians. We are also teachers, fulfilling our mission as a teaching hospital to train the next generation of physicians and healthcare professionals.

Close

Men's Health Institute

Hours: Monday – Friday 8:30 a.m. – 5 p.m. and by appointment



The Men's Health Institute at Saint Francis

Men's Health Institute

- Coming Events
- National Resources
- State Cancer Post-Group
- Out the Institute - "We Done This Far 'n' That"
- Local Celebrity Golf Clinic
- Curtis D. Robinson

The Men's Health Institute

"I don't want to see another man die because he has no money for adequate healthcare."

Curtis D. Robinson
 Founder and Board Member
 The Men's Health Institute

The American Cancer Society states that African-American men are more likely to get prostate cancer than Caucasian men, and have a nearly two-fold mortality rate when compared with Caucasian men. To help correct this health disparity, Saint Francis has partnered with more than 30 faith-based and community organizations to develop The Men's Health Institute.

Listen to a recent interview with Curtis D. Robinson on the Sean Hannity show.

The Men's Health Institute was recently mentioned in a New York Times article on men's health. [Read more \(pdf\)...](#)

Mount Sinai Rehabilitation Hospital

Hours: Inpatient - 24 hours per day / 7 days per week; Outpatient - Monday – Friday 8 a.m. – 5 p.m.



Rehabilitation Success Stories

For Details: (860) 714-3500



Amy - Putnam

"I don't think I'd have gotten this much better if it wasn't for Mount Sinai..."



Barbara - Stafford Springs

"The people here really genuinely care..."



Billie - Windsor

"Everybody at Mount Sinai treated me great..."

The Region's Most Comprehensive Acute Care Rehabilitation Hospital

Mount Sinai Rehabilitation Hospital in Hartford, Connecticut, offers rehabilitation for brain and spinal cord injury, stroke, nerve and joint injury, multiple sclerosis, and the effects of major surgery. A nationally recognized staff of rehabilitation specialists in physical and occupational therapy, psychiatry, neurology, neuropsychology, orthopedics, otolaryngology, and speech pathology is equipped to provide you with every service needed to reach your best possible rehabilitative outcomes in one center of medical rehabilitation excellence. Explore this website to learn more.

Annual Reports

Meet Our Medical Team

These physicians are members of Rehabilitation Medicine Associates, a Saint Francis Medical Group affiliated practice



Robert J. Krug, M.D.
 Board Certified in Physical Medicine and Rehabilitation
 Medical Director, Mount Sinai Rehabilitation Hospital PHSR Service Line, Saint Francis Hospital and Medical Center



Kathleen Abbott, M.D.
 Board Certified in Physical Medicine and Rehabilitation
 Physical Medicine and Rehabilitation



Raymond J. Chagnon, M.D.
 Board Certified in Physical Medicine and Rehabilitation
 Board Certified in Internal Medicine
 Board Certified in Geriatric Medicine

We are a Saint Francis Care Affiliated Post-Acute Care Network Provider. [Click here to learn more.](#)



Mount Sinai Rehabilitation Hospital – Mandell Center

Hours: Monday – Friday 8 a.m. – 5 p.m.



Why Choose The Mandell MS Center? [About Us](#) [Meet Our Team](#)
Host to the Multiple Sclerosis Brain Symposium 2016 | About Joyce and Andy Mandell

Why Choose The Mandell MS Center?

We offer comprehensive MS care and services in one central location

- ▶ **A nationally recognized team of MS specialists**
Neurologists, physiatrists, therapists, urologists, a dedicated nursing staff, and support staff, all with one goal in mind: *helping you enjoy life as fully as possible.*
- ▶ **A broad range of therapeutic programs**
Physical therapy, speech therapy, occupational therapy, aquatic therapy, robotic therapy, as well as access to off-site programs such as *Golfers in Motion* and *The Connecticut Adaptive Rowing Program*. We also offer a wide range of support groups.
- ▶ **State-of-the-art facilities**
LOKOMAT® locomotion therapy, ARMECO® hand and arm therapy and other robotic therapy equipment, a hydrotherapy pool temperature-regulated specifically for persons with MS, plus the full facilities support of Mount Sinai Rehabilitation Hospital.
- ▶ **A Dedicated Infusion Therapy Suite**
Our on-site infusion therapy suite allows multiple sclerosis patients to receive infusion therapy treatments conveniently at the Mandell Center.
- ▶ **Ground-breaking research projects and clinical trials**
Through the work of dedicated neuroscience researchers, we're expanding knowledge of MS and laying the groundwork for promising therapies.

For more information (860) 714-2149

[Learn more about Multiple Sclerosis >](#)

[Research Projects and Clinical Trials >](#)

[Resources for Patients and Caregivers >](#)

[Creating Soon
Information For
Health Professionals](#)



Occupational Health

Hours: Monday – Friday 8 a.m. – 5 p.m.

Center for Occupational Health

Connecticut
Occupational Medicine
Partners

Center for Occupational Health

The Center for Occupational Health at Saint Francis provides acute care treatment for work-related injuries and illnesses. As a specialty provider, our job is to treat injured employees, and return them back to work as quickly, and safely, as possible. The continuum of occupational health that we provide restores, maintains and promotes the health of today's workforce.

Saint Francis adds value to our services through our integrated network relationships with our hospital partners. **Connecticut Occupational Medicine Partners, C.O.M.P.**, an affiliation of Saint Francis, Danbury Hospital, Johnson Memorial Medical Center, and Bristol, Manchester and Rockville General Hospitals was formed as a network of integrated occupational health centers providing 24-hour coverage throughout Central Connecticut. With eight facilities in the region, C.O.M.P. is the largest occupational health network in Central Connecticut, serving over 2,000 employees.

Our success is measured by the satisfaction of both our employers and their employees. Each of our locations is a full-service medical facility providing:

- Complete Medical Treatment Of Work-related Injuries
- Employment Physicals
- Drug Screening
- Breath Alcohol Testing
- DOT Physicals & Drug Screening
- On-site X-ray
- On-site Laboratory Services
- On-site Pharmacy Service
- Audiometry and Spirometry Testing
- Physical Therapy
- Functional Capacity Exams
- Independent Medical Evaluations
- Courtesy Van Service at Five Facilities
- Multi-lingual Support

You will find that board-certified physicians, who have extensive experience in occupational medicine, treat all patients.

If an injury occurs after clinic hours, or is an emergency, please dial 911 or go to the Saint Francis Hospital Emergency Room.

Pain Management Center

Hours: Monday – Friday 8 a.m. – 5 p.m.



The Pain Management Center at Saint Francis

Why Pain Management?

- Meet Our Staff
- Pain Conditions, Treatments, and Procedures
- Referral Information

Why Pain Management?

Persistent pain debilitates and ultimately destroys an individual's quality of life. At the Pain Management Center at Saint Francis Hospital and Medical Center, a team of board-certified anesthesiologists with subspecialties in pain management is dedicated to bringing the most current therapies to the relief of patients who suffer from pain.

The Pain Management Center

The largest of its kind in Central Connecticut, the Pain Management Center offers a comprehensive, multidisciplinary approach to treating patients with chronic pain. Each patient first receives an evaluation and diagnosis. A treatment plan is then formulated and implemented after discussions with the patient and referring physician. Treatment will include the use of the latest technologies and techniques, and will often involve collaboration with experts in neurology, neurology, physical therapy,

Locations

Hartford
The Pain Management Center
at Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105
860/714-5861
fax: 860/714-8111
Direct to Parking

Pastoral Care

Hours: Sunday – Saturday 7 a.m. – 4 p.m. Chaplain on-call at other times

For Patients & Families

- Affordable Health Insurance
- Amenities
- Email a Patient
- Ethics at Saint Francis
- Location, Directions & Parking
- In an Emergency
- In case of emergency
- MyCare Online Bill Pay
- Pastoral Care**
- Patient Information
- Visitor Information
- Horario de visitas

Pastoral Care Department

The Pastoral and Spiritual Dimension of Healing

Since its founding by the Sisters of Saint Joseph of Chambers in 1897, Saint Francis Hospital and Medical Center has recognized the spiritual component of healing and wellness.

Through the mission of Saint Francis Hospital and Medical Center each employee and volunteer is encouraged to receive the spirituality of each other and all of our patients and their families. A vibrant staff of professional chaplains in the Department of Pastoral Care supports this commitment by providing spiritual and pastoral care to patients and family members of all beliefs and faith traditions any time during their stay.

Find a chaplain

Chaplains provide care routinely from 7:30 a.m. to 4:00 p.m. daily, including Saturday and Sunday.

- Dial 0 and ask the operator for the on-call chaplain
- Ask your nurse to page the on-call chaplain

For emergencies outside routine hours, a chaplain may be reached by dialing "0" from within the hospital or 860-714-4600 from outside the hospital. Chaplains are also available to provide support to hospital staff.



Physician Referral Service

24 hours per day / 7 days per week



MyCare ▶ Appointments ▶ SMS ▶ Directions ▶ Ways to Give ▶ Flowers, cards and gifts ▶ Medical Offices ▶ Blog ▶ Contact us

Search Site

Go

Text Size: A A A e

- Home
- About Us
- Programs & Services
- For Patients & Families
- Find a Physician
- Classes/Events
- For Health Professionals
- Careers

Meet Our New Physicians

Search All Physicians

Saint Francis Satellite Medical Offices

List all physicians A-Z

Physician Directory

To find a Saint Francis physician, search below by Name, Specialty, Group/Practice, City, Gender or Language OR call HealthConnect at 1-877-STFRANCIS (877-783-7262).

Last Name:	Group/Practice:
Specialty:	Other Language:
City:	Gender:

Search

Podiatric Services

Hours: Monday – Friday by appointment

Podiatric Surgery

at Saint Francis



Podiatric Services

Find a Podiatrist

Podiatric Health Information

Podiatric Medicine and Surgery Residency Program

Podiatric Services

Oh, My Aching Feet!!!

Although 75 percent of people in the United States suffer with foot pain at some time in their lives, foot pain is not normal and is not something anybody should have to live with. At Saint Francis Hospital and Medical Center, our highly skilled team of podiatrists is at the forefront when it comes to treating bone, muscle, and joint disorders affecting the feet, ankle, and lower extremities.

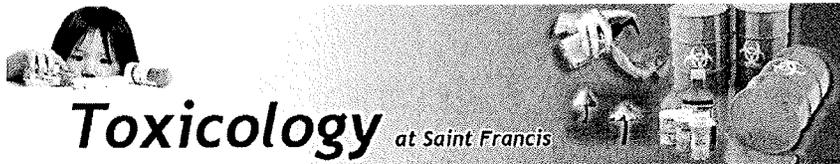
Extensive follow up care includes educating patients about treatments and foot care techniques necessary for the prevention of future problems.

To schedule an appointment with one of our podiatrists, please call 1-877-STFRANCIS (1-877-783-7267).



Poison Treatment and Toxicology Services

Hours: 24 hours per day / 7 days per week



Poison Treatment and Toxicology Services

Toxicology News and Resources

Poison Treatment and Toxicology Services

"In our modern society, we face threats from numerous hazardous substances. Prompt action by a trained specialist can be the critical factor in a successful outcome."

Danyal Ibrahim, M.D.
Director of Services Chief
Medical Toxicology, Service of Saint Francis

Toxicity-Related Conditions

The Medication Safety and Exposure Clinic at Saint Francis provides help for a broad variety of toxicity-related conditions:

- Poisoning
- Specific Complications from Medication
- Exposure to Toxic Substances

Poisoning

Poisoning emergencies are referred to Toxicology through the Emergency Department, and may result in inpatient care. Poisoning emergencies include:

- Overdose of medication
- Accidental swallowing of toxic substances such as cleaning products
- Bites or stings from venomous living things such as snakes, spiders, and wasps

EMERGENCY?

Call 911

or

Poison Help:
1-800-222-1222

Hearing Impaired:
1-866-218-5372

For non-emergencies only, call the Medication Safety and Exposure Clinic at Saint Francis

860-714-5155

The Medication Safety and Exposure Clinic at Saint Francis
114 Woodland Street
Hartford, Connecticut
06105

Primary Care Services

Hours: Monday – Friday 8 a.m. – 5 p.m.



Primary Care at Saint Francis

What is Primary Care?

What is Primary Care?

Our Locations
ology Services
th Education
Panc

Doctors

Best Care for Our Patients

Not long ago, the primary care physician may have been called your family doctor, or maybe your general practitioner. He or she was the doctor who patients generally called first for routine physicals, immunizations, minor ailments and follow-up care for chronic diseases, such as diabetes.

Although the job of primary care physicians is a bit more complex these days, they still are the first step for most people in need of medical attention.

Primary care includes health promotion, disease prevention, health maintenance, counselling, patient education, diagnosis and treatment of acute and chronic illnesses in a variety of health care settings including the doctor's office, the hospital, a nursing home, at home, even in

Service Line Leaders



Adam Silverman, M.D.,
FACP

Physician Leader



Donna Benninger
Executive Director

Listen to Our Patients



Pulmonary Rehabilitation Program

Hours: Monday – Friday 8:30 a.m. – 5 p.m.

Home About Us Programs & Services For Patients & Families Find a Physician Classes/Events For Health Professionals Careers

Pulmonary Medicine

Staff Physicians

Outpatient Pulmonary Rehabilitation Program

Pulmonary Education

Pulmonary Laboratory Diagnostic Services

Respiratory Care

Research and Clinical Trials

Outpatient Pulmonary Rehabilitation Program

The Outpatient Pulmonary Rehabilitation Program at Saint Francis Hospital and Medical Center is designed to help people with pulmonary diseases including:

- Chronic Obstructive Pulmonary Disease (COPD)
 - Chronic Bronchitis
 - Pulmonary Emphysema
- Pulmonary Fibrosis (Interstitial Lung Disease)
- Pulmonary Sarcoidosis
- Other Pulmonary Diseases

Our Goals

The program is designed to achieve a maximum level of functional independence. The program combines education, exercise and individual therapy. The program goals include:

- Decreasing respiratory symptoms
- Relieving anxiety and depression
- Increasing a patient's ability to perform the tasks of daily living
- Increasing capacity of exercise and endurance
- Improving a patient's ability to return to work

The Team

The Pulmonary Rehabilitation Team includes a medical specialist in pulmonary diseases, pulmonary nurse, respiratory therapist, physical therapist, nutritionist, pharmacist and, most importantly, the patient and his or her family. An exercise physiologist provides input on exercise prescriptions.

For more information

Call:
860 714-5288
860 714-4045
Or
Fax:
860 714-8035.

Pulmonary Medicine

Hours: 24 hours per day / 7 days per week

Pulmonary Medicine

Staff Physicians
Outpatient Pulmonary Rehabilitation Program
Pulmonary Education
Pulmonary Laboratory Diagnostic Services
Respiratory Care
Research and Clinical Trials

Pulmonary Medicine

Our team of dedicated physicians specialize in high quality medical care in the areas of prevention, diagnosis and treatment for:

- Critical Care Medicine
- Pulmonary Disease
- Sleep Disorders
- Occupational Lung Disease
- Pulmonary Rehabilitation
- And Numerous Other Pulmonary Related Illnesses

We are conveniently located on the first floor of the Patient Care Tower to allow easy access for our respiratory patients, and offer state-of-the-art diagnostic services as well as a caring, compassionate staff dedicated to the health and well-being of our patients.

Radiology and Imaging Services

Hours: Inpatient - 24 hours per day / 7 days per week; Outpatient - 7:30 a.m. – 5 p.m.

Radiology and Imaging Services

Overview
For Our Patients
For Health Professionals
Meet Our Staff
Locations
Contact Us

Radiology and Imaging Services at Saint Francis

Saint Francis Hospital and Medical Center is the first to introduce a Siemens Biograph-64 PET/CT scanner to Connecticut.

The scanner combines the most advanced Positron Emission Tomography (PET) and Computed Tomography (CT) scanners. The scanners are imaging tools that physicians use to pinpoint various diseases in the body. A PET scan reveals the biological function of the body, while the CT scan provides anatomical information. The ability to fuse both sets of images into one system gives physicians high resolution views of both form and function inside the body.

"As state-of-the-art patient care moves forward into the realm of target therapies and 'molecular medicine', Radiology/Imaging Services at Saint Francis Hospital and Medical Center is at the forefront with tools such as the Biograph-64 which will allow us to detect disease earlier, and to monitor therapy more accurately than ever before by imaging on a cellular level," explains Anthony Posteraro, M.D., Director, Nuclear Medicine, Saint Francis Hospital and Medical Center.

PET/CT is a useful tool for oncologists, for example, in determining an early diagnosis, more accurate tumor detection and precise localization, improved biopsy sampling, and better assessment of patient responses to chemotherapy and radiation therapy.

Sleep Disorders Program

Hours: Monday – Friday by appointment



Sleep Disorders Center

Meet Our Team
What is a Sleep Test?
Sleep Resources
Schedule an Appointment
Physician Referral Forms

Sleep Disorders Center

Poor quality sleep can sour your mood, make you drowsy at work, and can even indicate deeper health problems. The physicians and sleep specialists at The Sleep Disorders Center at Saint Francis stand ready to diagnose your sleep disorder and develop an effective treatment plan just for you.

▶ Sleep Tests: 2 Options

Sleep Tests give your physician important information about your body's sleep patterns. The Sleep Disorders Center offers two kinds:

- Home Testing: the convenient, comfortable way to record your sleep information in your own home, on your schedule. Learn more...
- Sleep Lab Testing performed here at Saint Francis. Learn more...

Whether your Sleep Test is performed at home or in our Sleep Lab, our physicians and sleep specialists will help point the way to better nights ahead, for a better-rested, healthier you.

Get started on the road to a good night's sleep today, in one of these convenient ways:

- Ask your physician to complete our referral form
- Request an appointment
- Call the Sleepline at

(860) 714-6591

The Sleep Disorders Center at Saint Francis is accredited by the American Academy of Sleep Medicine.

The Sleep Disorders Center
at Saint Francis
114 Woodland Street
Hartford, CT 06105
Directions | Parking

The Stroke Center

Hours: 24 hours per day / 7 days per week



The Stroke Center at Saint Francis

The Stroke Center at Saint Francis

Meet Our Staff
About Stroke
Stroke Center News
Events and Support
Group Meetings

Message from the Medical Director



Mansour Afshani, M.D.
Medical Director

The statistic is startling, yet very real: **one in every three people will suffer from a stroke.** Now, Saint Francis Hospital and Medical Center is taking a pre-emptive strike against strokes with the creation of *The Stroke Center at Saint Francis*.

The program was created through the collaboration of combined resources available within the medical center, with the goal of creating a Stroke Center of excellence. The objective is to provide state-of-the-art care to stroke patients. This is reflected in our vision statement as follows:

- The mission of *The Stroke Center at Saint Francis* is to meet the needs of our patients and our community by being the leader in the provision of high-quality, state-of-the-art treatment of stroke.
- We commit to fulfill this mission in an environment of respect, integrity, service,

1-877-896-2276

The Stroke Center
at Saint Francis
114 Woodland St
Hartford, Connecticut 06105



Our *Stroke Center* is a
comprehensive program that has

Department of Surgery

Hours: 24 hours per day / 7 days per week



Department of Surgery

Saint Francis Hospital and Medical Center is proud to provide a full-range of high-quality surgical programs offering safe and effective treatment for patients who require the expert hands of a surgical specialist.



Never has there been a more exciting time to be a surgeon at Saint Francis. And never have our patients had access to a higher level of care and caring than they do now with the opening of our new John T. O'Connell Tower.

Completed in 2011, our new Arthur and Mariko Byrne Surgery Pavilion on the third floor of the Tower brings to 32 the number of operating rooms available for all types of surgery, from ambulatory procedures to joint replacement, and from complex vascular care to robotic surgery.

Combined, our surgeons care for almost 20,000 patients in our operating rooms each year, and we want every patient to return home feeling as though his or her surgery was the most important one – because to us, every surgery is the most important one.

Our joint mission of providing the best care for patients, while training professionals of the future inspires us to develop and test best practices that serve as models for today and paradigms for tomorrow.

Access to the latest technology is crucial to advancing this ambitious mission. All of our new operating rooms are fully integrated with digital imaging technology, allowing us to view MRIs, CT scans, angiograms and x-rays in real time, while we are operating. This video and data transmission capability also allows us to beam live video for consultation with other physicians and for teaching others our craft.

Saint Francis also is home to two state-of-the-art daVinci SI Robotic Surgery Systems. The daVinci surgical system makes it possible to perform complex surgeries through multiple small incisions, resulting in better outcomes, less pain and shorter recovery times for our patients.



David S. Shapiro, M.D.,
FACS, FCCM
Interim Physician Leader



Maureen Gethings, RN, MSN
Surgery Service Line
Executive Director

Department of Surgery – Bariatric Surgery

Hours: 24 hours per day / 7 days per week



Surgical and Non-Surgical Weight-Loss Programs

[Meet the Staff](#)

[Watch Patient Education Video](#)

[Learn More About Obesity and Bariatric Surgery](#)

[MyCare Patient Portal](#)

Bariatric Surgery and Non-Surgical Weight-Loss

New Main Office Location:

220 Farmington Avenue
Farmington, CT 06032

Ph: 860-714-7128

Fax: 860-714-8076

[Map | Bus Route](#)

Weight-loss, with or without surgery

More than one-third of adults in the United States are considered obese. Shedding those extra pounds can help you to look and feel better.

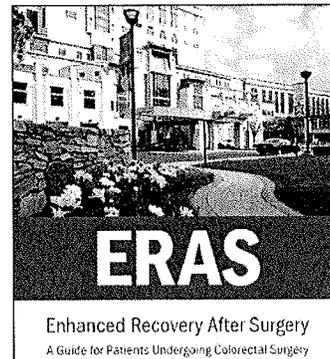
Department of Surgery – Colorectal Surgery

Hours: 24 hours per day / 7 days per week

Colorectal Surgery

The Colon and Rectal Surgery program at Saint Francis is a leader in the treatment of colorectal disease and in teaching physicians who have gone on to practice across the country and around the world. Our surgeons are experts in the surgical and non-surgical treatment of disease of the colon, rectum, anus, and small bowel. Each surgeon is certified by the American Board of Colon and Rectal Surgery and has completed advanced training in the treatment of colon and rectal problems in addition to full training in general surgery.

Our surgeons draw patients from across Connecticut and other New England states and perform approximately 600 procedures a year. In addition, the colon and rectal surgeons at Saint Francis have performed more robotic colorectal surgeries than any other hospital team in New England, and rank in the top 10 for volume in the United States – a record of experience that correlates with better results.



Department of Surgery - The Spine Institute

Hours: 24 hours per day / 7 days per week

AT SAINT FRANCIS

Home

- Meet Our Physicians
- Resources for Patients
- Spinal Conditions
- Treatment Options
- Anatomy of the Spine
- Back and Neck Pain
- Diagnostic Tests
- Contact Us
- News and Events

Expert Spine Surgery and Treatment

The Spine Institute of Connecticut is comprised of a collaborative team of orthopedists, neurosurgeons, nurses, surgical technologists, and a staff of allied health professionals specializing in the diagnosis and treatment of congenital, acute, and chronic spinal disorders.

From minor strains, sprains, and back pains, to more complex spinal issues including herniated discs, scoliosis, degenerative disc, and stenosis, our nationally recognized team of physicians offers the most comprehensive range of treatment options available to meet each patient's unique needs.

Care provided includes collaboration with pain management, physical and occupational therapists for rehabilitation, individualized case management services, and communication with the patient's medical doctor to ensure complete and cost effective care.

Comprehensive Spine Surgery and Treatment

Our goal at The Spine Institute of Connecticut is to provide the most comprehensive care for our patients and their families from the moment they arrive, through their discharge and rehabilitation planning.

More detailed information may be obtained by contacting Zina Ruban, Clinical Manager of the Spine Institute, at 860-714-1755.

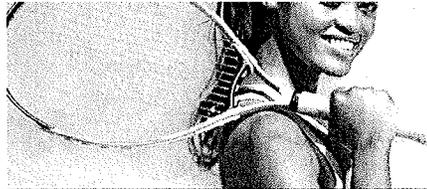
For more information:
860-714-1750



The Spine Institute of Connecticut
at Saint Francis
114 Woodland Street
Hartford, CT 06105
Directors | Parking

Department of Surgery - The Connecticut Sports Medicine

Hours: Monday – Friday by appointment



Connecticut Sports Medicine Institute at Saint Francis



Expert Treatment for Sports Injuries

- Meet Our Team
- Out Sports Injuries
- ItCare
- Conversations: Sports Medicine

Expert Treatment for Sports Injuries

You're athletic. That's good!
But is a sports injury slowing you down?
That could be bad -- and we can help.

You earned that knee sprain, elbow pain, rotator cuff tear, and maybe even a concussion, all by pushing yourself hard.

The sports medicine specialists at The Connecticut Sports Medicine Institute go all the way to help you get back on the field, road, track, mountains, rapids -- wherever your sporting interests drive you.

Whether it's a small sprain or strain; an ACL, PCL, or rotator cuff tear; a joint, muscle, or ligament disorder; or a serious break or injury requiring surgery and rehabilitation, our orthopedic and sports medicine physicians stand ready, trained, and fully equipped to help you get back in the game.

We work hard so you can play hard.

Call now for more information or
to schedule an appointment.

(860) 714-1500

It's Golf Season!
Don't let injuries slow your
game.
Learn how to prevent
golf injuries...



Department of Surgery – Orthopedic Surgery

Hours: 24 hours per day / 7 days per week



at Saint Francis

Orthopedic Surgery

Saint Francis Hospital and Medical Center provides a comprehensive array of world class orthopedic services, including general orthopedic surgery, joint replacement, spine care, sports medicine, hand surgery, foot and ankle surgery, and trauma care. Through our affiliate Mount Sinai Rehabilitation Hospital, we provide a broad range of outpatient and inpatient therapy to orthopedic patients.

Orthopedics at Saint Francis includes dedicated operating rooms and a specialized post-surgical nursing unit. We are the largest provider of orthopedic inpatient procedures in the region. Our inpatient service is complemented by a very active outpatient surgery program.

Orthopedics at Saint Francis includes physicians practicing in 11 different groups, with office locations throughout central Connecticut.

For a referral to a Saint Francis orthopedic specialist call 1-877-783-7262.

To find an orthopedic specialist, click here...

Department of Surgery – Minimally Invasive Surgery

Hours: 24 hours per day / 7 days per week

Text Size: A A A c

Us | Programs & Services | For Patients & Families | Find a Physician | Classes Events | For Health Professionals

The Center for Advanced Minimally Invasive Surgery

A- A+

Loss) One incision, No Scar

Even at a time when most operations are routinely performed through small incisions, The Center for Advanced Minimally Invasive Surgery at Saint Francis continues to be a leader in developing and testing surgical techniques that offer:

- No scars
- Quicker recovery
- Less pain



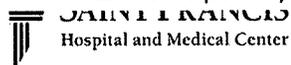
The center's latest innovation is single-incision laparoscopic surgery. Often favored by younger patients or athletes who are concerned about abdominal scarring, this technique uses a single, hidden incision through the belly button to remove organs and repair hernias with excellent clinical and cosmetic results. Added precision has been achieved with the introduction of the da Vinci Robotic Surgical System. Single-incision surgery can be used for hernias and conditions of the:

- Gallbladder



Department of Surgery – Neurosurgery

Hours: 24 hours per day / 7 days per week



Sea

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- For Patients & Families
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- Classes Events
- For Health Pr

urgery at Saint Francis

Neurosurgery

iatric (Weight-Loss) Surgery

Find A Neurosurgeon

Colorectal Surgery

Ear, Nose & Throat

Foot Surgery

General Surgery

Joint Replacement Surgery

Center for Advanced Minimally Invasive



Stephen F. Calderon, M.D.



Bruce S. Chozick, M.D.



Stephan C. Lange, M.D.



Howard Lantner, M.D.



David Spiro, D.O.

Department of Surgery – Oral and Maxillofacial Surgery

Hours: 24 hours per day / 7 days per week

Oral & Maxillofacial Surgery

Find An Oral Surgeon

Department of Surgery – Plastic and Reconstructive Surgery

Hours: 24 hours per day / 7 days per week



Surgery

Plastic & Reconstructive Surgery

Our Plastic and Reconstructive Surgery Team at Saint Francis Hospital and Medical Center is dedicated to addressing your needs and concerns in a safe, caring environment.

With the Surgery

Drs. Sam Buonocore and Leo Otake know that every patient is unique. They'll take the time to understand your concerns and expectations, to counsel you on the most appropriate procedures for your situation, then follow through with safe, skillful treatment. Whether it's cosmetic surgery to refine or restore your appearance, or procedures that can restore function to hand, arm, or leg following an injury or illness, our team is ready to bring you the best care for your needs.

and

Request an appointment, or call with questions: 860-714-5237.

ty of

We're ready to provide the care you need for the life you want.

ty for



Department of Surgery – Trauma and Acute Care Surgery

Hours: 24 hours per day / 7 days per week

Trauma and Acute Care Surgery

Saving Lives...

Nobody plans to visit the trauma center or the Intensive care unit. But when an unexpected life-threatening or life-changing illness or injury strikes, the experts at Saint Francis are ready.

Our Trauma Service responds to almost 2,000 emergency cases a year, with the majority of injuries resulting from falls, motor vehicle accidents, knife, gun, and assault violence.

Once patients are stabilized, their care is frequently transferred to our Medical/Surgical Intensive Care Unit (MSICU), where our team of surgical critical care specialists offers the highest level of life-saving services for patients suffering from life-threatening conditions including:

- Critical injury
- Cardiac arrest
- Sepsis
- Traumatic brain injury
- Spine injury
- Brain aneurysm
- Necrotizing fasciitis (flesh-eating bacteria)



Trauma

- In a life-threatening emergency
- Violence and Injury Prevention

Critical Care

- Caring for the critical patient
- Who will care for me or my loved one?

Department of Surgery – Vascular and Endovascular Surgery

Hours: 24 hours per day / 7 days per week

Vascular and Endovascular Surgery

A Team of Experts

At the Hoffman Heart and Vascular Institute of Connecticut, a team of specialists with extensive experience in vascular surgery, interventional radiology, cardiology and cardiac surgery provides patients a continuum of care. Even our new hybrid operating room is specially designed to give patients and referring physicians access to a comprehensive system, including the advanced technology of minimally invasive catheter-based intervention, and surgical treatment for aneurysms and obstructive arterial disease.

A Dedicated "Hybrid" Operating Room

It looks more like a radiology suite than a standard operating room, with its image intensifier and high definition monitors. In terms of size, it is almost twice as large as other operating rooms at Saint Francis. It is a new breed of operating room – the "hybrid" O.R.

"The concept of a hybrid operating room combines conventional operating room technology with sophisticated radiologic imaging similar to what we would have in an interventional radiology suite. By merging these two technologies, we can do both sophisticated endovascular as well as open procedures in a single room," said Saint Francis vascular surgeon Eugene Sullivan, M.D.



The room can be used for the placement of stents in the carotid and renal arteries and leg angioplasties. Surgeons can view real-time, angiographic digital images as they operate. Previously, many of these procedures were performed in an interventional radiology suite, which lacked the complementary features of an operating room. When an operating room was required, portable x-ray equipment had to be brought in to provide imaging to guide the surgeon.

"The image quality is tremendously improved, and the amount of radiation exposure in the room is greatly reduced thanks to additional lead shielding," Dr. Sullivan said.

The hybrid operating room has also changed the way surgeons treat some patients, sometimes allowing diagnostic and curative procedures to be performed in a single session. For example, a patient with a blockage in a leg artery might now undergo a diagnostic angiogram in the hybrid operating room, and then be treated with a minimally invasive balloon or stent procedure or, if necessary, a traditional open incision, all in the same session.

Violence and Injury Prevention Program

Hours: Monday – Friday 8:30 a.m. – 5 p.m. and by appointment

Careers

Violence and Injury Prevention Program Home

Child Abuse and
Domestic Violence
Resources

Kids In Safety Seats
(KISS) - CT

Let's Not Meet By
Accident

Mock Trauma Slide
Show

Bike Helmet Education
& Distribution Program

Elderly Fall Prevention

School Bus Safety

Fireworks Safety Tips

Violence and Injury Prevention Program

March Into Safety: It Starts With You!

A Child Passenger and Highway Safety Priorities Conference

When: March 29, 2016, 8:00am - 4:30pm

Where: Saint Francis Hospital and Medical Center
114 Woodland Street, Hartford, CT

Fee: \$25

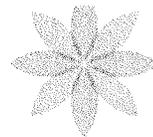
CEU's & Post Credits available

A key feature of this conference will be the opportunity to interact with manufacturers and get hands on experience with car seats you may not get to see every day!

Topics Include: Automotive Technology; Tire Safety on the Road: Consumer Reports; A Parent's Perspective on Safety Panel; MVC Simulations and the ABC's of Care; SKYPE Session with Car Seat Manufacturers; Child Passenger Safety in Ambulances; Recertification & Safety Champion Awards

Women's Services – Comprehensive Women's Health Center

Hours: Monday – Friday 7:30 a.m. – 5 p.m. and by appointment



The Comprehensive
Women's Health Center
at Saint Francis

Expert Care. Caring Experts.

Comprehensive Women's Health Center at Saint Francis

Child Abuse and
Domestic Violence
Resources

Kids In Safety Seats
(KISS) - CT

Let's Not Meet By
Accident

Mock Trauma Slide
Show

Bike Helmet Education
& Distribution Program

Elderly Fall Prevention

School Bus Safety

Fireworks Safety Tips

Women's Health Care for Central Connecticut

Four Centers Dedicated to Women's Health, Served from One Location

Saint Francis Hospital and Medical Center introduces The Comprehensive Women's Health Center at Saint Francis, a new dimension of healthcare for women in our region. This brand new 24,500 square-foot facility is designed to provide a comfortable and inviting place for women to receive coordinated healthcare across a range of specialties: Breast Health, Heart Health, Gynecology, and Integrative Medicine.

Expert Care. Caring Experts.

With its focus on disease prevention, risk assessments, and wellness, the Comprehensive Women's Health Center demonstrates the ongoing commitment of Saint Francis to integrated, coordinated healthcare for women. Patients benefit from world-class expertise and personalized care.



2016
WOMEN'S CHOICE AWARD
AMERICA'S BEST BREAST CENTERS

Same-Day Results
HARTFORD
Comprehensive Women's
Health Center

Women's Services – Hoffman Breast Health Center

Hours: Monday – Friday 7:30 a.m. – 5 p.m. and by appointment



Hoffman Breast Health Center
at Saint Francis 

Hoffman Breast Health Center

Breast Health Center Team

About Us

Schedule a Mammogram

Directions

Screening and Prevention

Living Healthy

Lumps, Bumps, and Other Concerns

Understanding Your

When less waiting means less worrying...

Every woman who has ever had a mammogram knows that, while the procedure itself can be uncomfortable, waiting for the results is the hardest part.

That's why at Saint Francis we never make you wait.

NAP

NATIONAL ACCREDITATION PROGRAM FOR BREAST CENTERS

Accredited by the National Accreditation Program for Breast Centers.

Learn more...

Same-day mammogram results are just one reason to choose Saint Francis. If there's a suspicious finding, you're concerned about changes in your breasts, or if you're worried about a strong family history of breast cancer, we're here to help. Our surgeons and clinical staff are available for follow-up consultations, and to provide ongoing and preventive care.

As experts in treating benign breast disease we remind

our patients that 80 percent of all breast lumps are not cancerous. We closely follow women with a family history of breast cancer to ensure that, if genetics do catch up,



2016
WOMEN'S CHOICE AWARD
AMERICA'S BEST BREAST CENTERS

Same-Day Results

HARTFORD
Comprehensive Women's
Health Center

114 Woodland Street, Hartford, CT
(860) 714-6970

Select a date

Women's Services – Neonatal Intensive Care Unit

Hours: 24 hours/day, 7 days /week

Home | About Us | Programs & Services | For Patients & Families | Find a Physician | Classes Events | For Health Professionals

Neonatal Intensive Care Unit

Beginnings Family Care

Obstetrics and Gynecology

Perinatal Childbirth

Advanced Prenatal Diagnosis

Neonatal Intensive Care Unit

Infant Feeding Support

The Hema DeSilva Neonatal Intensive Care Unit

The birth of a premature or ill baby presents serious challenges for new parents. We're here to help your baby and you through those earliest days.

The Saint Francis NICU is the home of compassionate, comprehensive, and leading-edge intensive care for your newborn. We maintain a warm, nurturing, and healing environment that supports each baby's early development, and includes parents in every aspect of day-to-day care.

At the Saint Francis NICU, parents are key members of each baby's health care team.

Our NICU team will work together with you to develop a plan of care for your baby. We'll ask you to participate in daily medical and nursing rounds. And, of course, you'll hold, cuddle, and, if you choose, breast feed your baby while you're here, to promote bonding and restful sleep, and to keep you in close touch during those important early days.

We'll help you to develop the confidence and skills you'll need to care for your baby when it's time to go home.

A Team of Neonatal Intensive Care Experts

Our NICU team is available for around-the-clock care, and includes



Women's Services – Women and Infants, Maternity (New Beginnings)

Hours: 24 hours/day, 7 days/week

New Beginnings Family Birth Care

OB/GYN
ian

Childbirth

Prenatal
ysis

Intensive
nit

Feeding Support

New Beginnings Family Birth Care

At Saint Francis Hospital and Medical Center, we believe that birth is one of the most joyous and exciting times that a family will share. Our goal is to do all that we can to ensure that the birth experience reflects the needs and desires of every mother and family.

New Beginnings Family Birth Care offers innovative, state-of-the-art care in a comfortable, nurturing, family friendly environment. The New Beginnings model provides a unique birthing experience for each mother and her family. The center offers:

- 14 labor/delivery/recovery rooms
- 30 postpartum beds
- 26-bassinet well-baby nursery
- 28-bassinet Level III Neonatal Intensive Care Unit
- 2 Cesarean section delivery rooms
- State-of-the-art antepartum diagnostic center

The experienced staff works to create a positive and supportive environment. Among the features of the Saint Francis birth experience:

- Fathers or other support persons are invited to share in the labor experience
- Unlimited visiting for partners
- Sibling visiting in the postpartum rooms
- Rooming in for newborns



The International Board of Lactation Consultant Examiners® (IBLCE®) and International Lactation Consultant Association® (ILCA®) have recognized Saint Francis for excellence in lactation care. Learn more...

Search for a Childbirth Education Class

- Breastfeeding Class
- Breastfeeding Support Group
- Classic Beginnings
- E-Beginnings
- Holistic Birthing class

Wound Healing Care

Hours: Monday – Friday 7:30 a.m. – 4 p.m.



and Hyperbaric Medicine at Saint Francis

Center for Advanced Wound Healing and Hyperbaric Medicine

Our Services ▶

Appointment and Referrals

For Physicians ▶

Meet Our Team

Directions and Map

Related Saint Francis Services ▶

Advanced Wound Healing Care

The Center for Advanced Wound Healing and Hyperbaric Medicine at Saint Francis provides specialized, state-of-the-art treatment for patients with acute, chronic and complex wounds. Our team of physicians and allied health professionals has advanced training and accreditation in wound care as well as extensive clinical expertise in wound management. The Center treats patients with virtually every type of wound including:

- Venous and arterial leg ulcers
- Diabetic foot wounds
- Pressure ulcers (decubitus ulcers, bed sores)
- Traumatic wounds
- Non-healing surgical wounds
- Burns
- Other acute and chronic wounds

(860) 714-3010

Monday through Friday
7:30AM - 4PM

The Center for Advanced Wound
Healing and Hyperbaric Medicine
at Saint Francis
500 Blue Hills Avenue
Hartford, Connecticut 06112
(860) 714-3010
Fax: (860) 714-8592

Accredited by The Undersea and
Hyperbaric Medical Society



Attachment 2

**SECTION C
FACILITIES AND SERVICES
Definitions**

Owned/provided by the hospital or its subsidiary. All patient revenues, expenses and utilization related to the provision of the service are reflected in the hospital's statistics reported elsewhere in this survey.

Provided by my Health System (in my local community). Another health care provider in the same system as your hospital provides the service and patient revenue, expenses, and utilization related to the provision of the service are recorded at the point where the service was provided and would not be reflected in your hospital's statistics reported elsewhere in this survey. (A system is a corporate body that owns, leases, religiously sponsors and/or manages health providers)

Provided through a formal contractual arrangement or joint venture with another provider that is not in my system. All patient revenues and utilization related to the provision of the service are recorded at the site where the service was provided and would not be reflected in your hospital statistics reported elsewhere in this survey. (A joint venture is a contractual arrangement between two or more parties forming an unincorporated business. The participants in the arrangement remain independent and separate outside of the venture's purpose.)

- ✗ 1. General medical-surgical care. Provides acute care to patients in medical and surgical units on the basis of physicians' orders and approved nursing care plans.
2. Pediatric medical-surgical care. Provides acute care to pediatric patients on the basis of physicians' orders and approved nursing care plans.
- ✗ 3. Obstetrics. For service owned or provided by the hospital, level should be designated: (1) unit provides services for uncomplicated maternity and newborn cases; (2) unit provides services for uncomplicated cases, the majority of complicated problems, and special neonatal services; and (3) unit provides services for all serious illnesses and abnormalities and is supervised by a full-time maternal/fetal specialist.
- ✗ 4. Medical surgical intensive care. Provides patient care of a more intensive nature than the usual medical and surgical care, on the basis of physicians' orders and approved nursing care plans. These units are staffed with specially trained nursing personnel and contain monitoring and specialized support equipment for patients who because of shock, trauma or other life-threatening conditions require intensified comprehensive observation and care. Includes mixed intensive care units.
- ✗ 5. Cardiac intensive care. Provides patient care of a more specialized nature than the usual medical and surgical care, on the basis of physicians' orders and approved nursing care plans. The unit is staffed with specially trained nursing personnel and contains monitoring and specialized support or treatment equipment for patients who, because of heart seizure, open-heart surgery, or other life-threatening conditions, require intensified, comprehensive observation and care. May include myocardial infarction, pulmonary care, and heart transplant units.
- ✗ 6. Neonatal intensive care. A unit that must be separate from the newborn nursery providing intensive care to all sick infants including those with the very lowest birth weights (less than 1500 grams). NICU has potential for providing mechanical ventilation, neonatal surgery, and special care for the sickest infants born in the hospital or transferred from another institution. A full-time neonatologist serves as director of the NICU.
7. Neonatal Intermediate care. A unit that must be separate from the normal newborn nursery and that provides intermediate and/or recovery care and some specialized services, including immediate resuscitation, intravenous therapy, and capacity for prolonged oxygen therapy and monitoring.
8. Pediatric Intensive care. Provides care to pediatric patients that is of a more intensive nature than that usually provided to pediatric patients. The unit is staffed with specially trained personnel and contains monitoring and specialized support equipment for treatment of patients who, because of shock, trauma, or other life-threatening conditions, require intensified, comprehensive observation and care.
9. Burn care. Provides care to severely burned patients. Severely burned patients are those with any of the following: (1) second-degree burns of more than 25% total body surface area for adults or 20% total body surface area for children; (2) third-degree burns of more than 10% total body surface area; (3) any severe burns of the hands, face, eyes, ears, or feet; or (4) all inhalation injuries, electrical burns, complicated burn injuries involving fractures and other major traumas, and all other poor risk factors.
10. Other special care. Provides care to patients requiring care more intensive than that provided in the acute area, yet not sufficiently intensive to require admission to an intensive care unit. Patients admitted to this area are usually transferred here from an intensive care unit once their condition has improved. These units are sometimes referred to as definitive observation, step-down or progressive care units.
11. Other intensive care. A specially staffed, specialty equipped, separate section of a hospital dedicated to the observation, care, and treatment of patients with life threatening illnesses, injuries, or complications from which recovery is possible. It provides special expertise and facilities for the support of vital function and utilizes the skill of medical nursing and other staff experienced in the management of these problems.
- ✗ 12. Physical rehabilitation. Provides care encompassing a comprehensive array of restoration services for people with disabilities and all support services necessary to help patients attain their maximum functional capacity.
13. Alcoholism-drug abuse or dependency care. Provides diagnosis and therapeutic services to patients with alcoholism or other drug dependencies. Includes care for inpatient/residential treatment for patients whose course of treatment involves more intensive care than provided in an outpatient setting or where patient requires supervised withdrawal.
- ✗ 14. Psychiatric care. Provides acute or long-term care to patients with mental or emotional disorders, including patients admitted for diagnosis and those admitted for treatment of psychiatric disorders, on the basis of physicians' orders and approved nursing care plans. Long-term care may include intensive supervision to persons with chronic/severe mental illness.
15. Skilled nursing care. Provides non-acute medical and skilled nursing care services, therapy, and social services under the supervision of a licensed registered nurse on a 24-hour basis.
16. Intermediate nursing care. Provides health-related services (skilled nursing care and social services) to residents with a variety of physical conditions or functional disabilities. These residents do not require the care provided by a hospital or skilled nursing facility, but do need supervision and support services.
17. Acute long-term care. Provides specialized acute hospital care to medically complex patients who are critically ill, have multisystem complications and/or failure, and require hospitalization averaging 25 days, in a facility offering specialized treatment programs and therapeutic intervention on a 24-hour/7 day a week basis.
18. Other long-term care. Provision of long-term care other than skilled nursing care or intermediate care for those who do not require daily medical or nursing services, but may require some assistance in the activities of daily living. This can include residential care, elderly care, or care facilities for those with developmental or intellectual disabilities.
19. Other care. (specify) Any type of care other than those listed above.
The sum of the beds reported in Section C 1-19 should equal what you have reported in Section D(1b) for beds set up and staffed.
20. Adult day care program. Program providing supervision, medical and psychological care, and social activities for older adults who live at home or in another family setting, but cannot be alone or prefer to be with others during the day. May include intake assessment, health monitoring, occupational therapy, personal care, noon meal, and transportation services.
21. Airborne infection isolation room. A single-occupancy room for patient care where environmental factors are controlled in an effort to minimize the transmission of those infectious agents, usually spread person to person by droplet nuclei associated with coughing and inhalation. Such rooms typically have specific ventilation requirements for controlled ventilation, air pressure and filtration.
22. Alcoholism-drug abuse or dependency outpatient services. Organized hospital services that provide medical care and/or rehabilitative treatment services to outpatients for whom the primary diagnosis is alcoholism or other chemical dependency.

23. Alzheimer center. Facility that offers care to persons with Alzheimer's disease and their families through an integrated program of clinical services, research, and education.
24. Ambulance services. Provision of ambulance service to the ill and injured who require medical attention on a scheduled and unscheduled basis.
- * 25. Ambulatory surgery center. Facility that provides care to patients requiring surgery that are admitted and discharged on the same day. Ambulatory surgery centers are distinct from same day surgical units within the hospital outpatient departments for purposes of Medicare payment.
26. Arthritis treatment center. Specifically equipped and staffed center for the diagnosis and treatment of arthritis and other joint disorders.
27. Assisted living. A special combination of housing, supportive services, personalized assistance and health care designed to respond to the individual needs of those who need help in activities of daily living and instrumental activities of daily living. Supportive services are available, 24 hours a day, to meet scheduled and unscheduled needs, in a way that promotes maximum independence and dignity for each resident and encourages the involvement of a resident's family, neighbor and friends.
28. Auxiliary. A volunteer community organization formed to assist the hospital in carrying out its purpose and to serve as a link between the institution and the community.
- * 29. Bariatric/weight control services. The medical practice of weight reduction.
- * 30. Birthing room/LDR room/LDRP room. A single-room type of maternity care with a more homelike setting for families than the traditional three-room unit (labor/delivery/recovery) with a separate postpartum area. A birthing room combines labor and delivery in one room. An LDR room accommodates three stages in the birthing process--labor, delivery, and recovery. An LDRP room accommodates all four stages of the birth process--labor, delivery, recovery, and postpartum.
31. Blood donor center. A facility that performs, or is responsible for the collection, processing, testing or distribution of blood and components.
- * 32. Breast cancer screening/mammograms. Mammography screening - The use of breast x-ray to detect unsuspected breast cancer in asymptomatic women. Diagnostic mammography - The x-ray imaging of breast tissue in symptomatic women who are considered to have a substantial likelihood of having breast cancer already.
- * 33. Cardiology and cardiac surgery services. Services which include the diagnosis and treatment of diseases and disorders involving the heart and circulatory system.
 - a-b. Cardiology services. An organized clinical service offering diagnostic and interventional procedures to manage the full range of heart conditions.
 - * c-d. Diagnostic catheterization. (also called coronary angiography or coronary arteriography) is used to assist in diagnosing complex heart conditions. Cardiac angiography involves the insertion of a tiny catheter into the artery in the groin then carefully threading the catheter up into the aorta where the coronary arteries originate. Once the catheter is in place, a dye is injected which allows the cardiologist to see the size, shape, and distribution of the coronary arteries. These images are used to diagnose heart disease and to determine, among other things, whether or not surgery is indicated.
 - e-f. Interventional cardiac catheterization. Nonsurgical procedure that utilizes the same basic principles as diagnostic catheterization and then uses advanced techniques to improve the heart's function. It can be a less invasive alternative to heart surgery.
 - * g-h. Cardiac surgery. Includes minimally invasive procedures that include surgery done with only a small incision or no incision at all, such as through a laparoscope or an endoscope and more invasive major surgical procedures that include open chest and open heart surgery.
 - * i-j. Cardiac electrophysiology. Evaluation and management of patients with complex rhythm or conduction abnormalities, including diagnostic testing, treatment of arrhythmias by catheter ablation or drug therapy, and pacemaker/defibrillator implantation and follow-up.
 - * k. Cardiac rehabilitation. A medically supervised program to help heart patients recover quickly and improve their overall physical and mental functioning. The goal is to reduce risk of another cardiac event or to keep an already present heart condition from getting worse. Cardiac rehabilitation programs include: counseling to patients, an exercise program, helping patients modify risk factors such as smoking and high blood pressure, providing vocational guidance to enable the patient to return to work, supplying information on physical limitations and lending emotional support.
34. Case management. A system of assessment, treatment planning, referral and follow-up that ensures the provision of comprehensive and continuous services and the coordination of payment and reimbursement for care.
35. Chaplaincy/pastoral care services. A service ministering religious activities and providing pastoral counseling to patients, their families, and staff of a health care organization.
- * 36. Chemotherapy. An organized program for the treatment of cancer by the use of drugs or chemicals.
37. Children's wellness program. A program that encourages improved health status and a healthful lifestyle of children through health education, exercise, nutrition and health promotion.
38. Chiropractic services. An organized clinical service including spinal manipulation or adjustment and related diagnostic and therapeutic services.
39. Community outreach. A program that systematically interacts with the community to identify those in need of services, alerting persons and their families to the availability of services, locating needed services, and enabling persons to enter the service delivery system.
40. Complementary and alternative medicine services. Organized hospital services or formal arrangements to providers that provide care or treatment not based solely on traditional western allopathic medical teachings as instructed in most U.S. medical schools. Includes any of the following: acupuncture, chiropractic, homeopathy, osteopathy, diet and lifestyle changes, herbal medicine, massage therapy, etc.
41. Computer assisted orthopedic surgery (CAOS). Orthopedic surgery using computer technology, enabling three-dimensional graphic models to visualize a patient's anatomy.
- * 42. Crisis prevention. Services provided in order to promote physical and mental wellbeing and the early identification of disease and ill health prior to the onset and recognition of symptoms so as to permit early treatment.
- * 43. Dental Services. An organized dental service or dentists on staff, not necessarily involving special facilities, providing dental or oral services to inpatients or outpatients.
- * 44. Emergency services. Health services that are provided after the onset of a medical condition that manifests itself by symptoms of sufficient severity, including severe pain, that the absence of immediate medical attention could reasonably be expected by a prudent layperson, who possesses an average knowledge of health and medicine, to result in placing the patient's health in serious jeopardy.
 - a-b. Emergency department. Hospital facilities for the provision of unscheduled outpatient services to patients whose conditions require immediate care.
 - c. Satellite Emergency Department. A facility owned and operated by the hospital but physically separate from the hospital for the provision of unscheduled outpatient services to patients whose conditions require immediate care. A freestanding ED is not physically connected to a hospital, but has all necessary emergency staffing and equipment on-site.
 - * e. Trauma center (certified). A facility to provide emergency and specialized intensive care to critically ill and injured patients. For service owned or provided by the hospital, please specify trauma level. Level 1: A regional resource trauma center, which is capable of providing total care for every aspect of injury and plays a leadership role in trauma research and education. Level 2: A community trauma center, which is capable of providing trauma care to all but the most severely injured patients who require highly specialized care. Level 3: A rural trauma hospital, which is capable of providing care to a large number of injury victims and can resuscitate and stabilize more severely injured patients so that they can be transported to level 1 or 2 facilities. Please provide explanation on page 13 if necessary.
45. Enabling services. A program that is designed to help the patient access health care services by offering any of the following: transportation services and/or referrals to local social services agencies.

- ✕ 46. Endoscopic services.
 - a. Optical colonoscopy. An examination of the interior of the colon using a long, flexible, lighted tube with a small built-in camera.
 - ✕ b. Endoscopic ultrasound. Specially designed endoscope that incorporates an ultrasound transducer used to obtain detailed images of organs in the chest and abdomen. The endoscope can be passed through the mouth or the anus. When combined with needle biopsy the procedure can assist in diagnosis of disease and staging of cancer.
 - ✕ c. Ablation of Barrett's esophagus. Premalignant condition that can lead to adenocarcinoma of the esophagus. The nonsurgical ablation of premalignant tissue in Barrett's esophagus by the application of thermal energy or light through an endoscope passed from the mouth into the esophagus.
 - ✕ d. Esophageal impedance study. A test in which a catheter is placed through the nose into the esophagus to measure whether gas or liquids are passing from the stomach into the esophagus and causing symptoms.
 - e. Endoscopic retrograde cholangiopancreatography (ERCP). A procedure in which a catheter is introduced through an endoscope into the bile ducts and pancreatic ducts. Injection of contrast material permits detailed x-ray of these structures. The procedure is used diagnostically as well as therapeutically to relieve obstruction or remove stones.
- 47. Enrollment (insurance) assistance services. A program that provides enrollment assistance for patients who are potentially eligible for public health insurance programs such as Medicaid, State Children's Health Insurance, or local/state indigent care programs. The specific services offered could include explanation of benefits, assist applicants in completing the application and locating all relevant documents, conduct eligibility interviews, and/or forward applications and documentation to state/local social service or health agency.
- 48. Extracorporeal shock wave lithotripter (ESWL). A medical device used for treating stones in the kidney or urethra. The device disintegrates kidney stones noninvasively through the transmission of acoustic shock waves directed at the stones.
- 49. Fertility clinic. A specialized program set in an infertility center that provides counseling and education as well as advanced reproductive techniques such as: injectable therapy, reproductive surgeries, treatment for endometriosis, male factor infertility, tubal reversals, in vitro fertilization (IVF), donor eggs, and other such services to help patients achieve successful pregnancies.
- 50. Fitness center. Provides exercise, testing, or evaluation programs and fitness activities to the community and hospital employees.
- ✕ 51. Freestanding outpatient care center. A facility owned and operated by the hospital, that is physically separate from the hospital and provides various medical treatments and diagnostic services on an outpatient basis only. Laboratory and radiology services are usually available.
- ✕ 52. Geriatric services. The branch of medicine dealing with the physiology of aging and the diagnosis and treatment of disease affecting the aged. Services could include: Adult day care; Alzheimer's diagnostic-assessment services; Comprehensive geriatric assessment; Emergency response system; Geriatric acute care unit; and/or Geriatric clinics.
- 53. Health fair. Community health education events that focus on the prevention of disease and promotion of health through such activities as audiovisual exhibits and free diagnostic services.
- 54. Community health education. Education that provides health information to individuals and populations as well as support for personal, family and community health decisions with the objective of improving health status.
- ✕ 55. Genetic testing/counseling. A service equipped with adequate laboratory facilities and directed by a qualified physician to advise patients on potential genetic diagnosis of vulnerabilities to inherited diseases. A genetic test is the analysis of human DNA, RNA, chromosomes, proteins, and certain metabolites in order to detect heritable disease-related genotypes, mutations, phenotypes, or karyotypes for clinical purposes. Genetic tests can have diverse purposes, including the diagnosis of genetic diseases in newborns, children, and adults; the identification of future health risks; the prediction of drug responses; and the assessment of risks to future children.
- ✕ 56. Health screening. A preliminary procedure such as a test or examination to detect the most characteristic sign or signs of a disorder that may require further investigation.
- 57. Health research. Organized hospital research program in any of the following areas: basic research, clinical research, community health research, and/or research on innovative health care delivery.
- ✕ 58. Hemodialysis. Provision of equipment and personnel for the treatment of renal insufficiency on an inpatient or outpatient basis.
- ✕ 59. HIV/AIDS services. Diagnosis, treatment, continuing care planning, and counseling services for HIV/AIDS patients and their families. Could include: HIV/AIDS unit, special unit or designated team, general inpatient care, or specialized outpatient program.
- ✕ 60. Home health services. Service providing nursing, therapy, and health-related homemaker or social services in the patient's home.
- ✕ 61. Hospice. A program providing palliative care, chiefly medical relief of pain and supportive services, addressing the emotional, social, financial, and legal needs of terminally ill patients and their families. Care can be provided in a variety of settings, both inpatient and at home.
- ✕ 62. Hospital-based outpatient care center-services. Organized hospital health care services offered by appointment on an ambulatory basis. Services may include outpatient surgery, examination, diagnosis, and treatment of a variety of medical conditions on a nonemergency basis, and laboratory and other diagnostic testing as ordered by staff or outside physician referral.
- ✕ 63. Immunization program. Program that plans, coordinates and conducts immunization services in the community.
- ✕ 64. Indigent care clinic. Health care services for uninsured and underinsured persons where care is free of charge or charged on a sliding scale. This would include "free clinics" staffed by volunteer practitioners, but could also be staffed by employees with the sponsoring health care organization subsidizing the cost of service.
- ✕ 65. Linguistic/translation services. Services provided by the hospital designed to make health care more accessible to non-English speaking patients and their physicians.
- 66. Meals on wheels. A hospital sponsored program which delivers meals to people, usually the elderly, who are unable to prepare their own meals. Low cost, nutritional meals are delivered to individuals' homes on a regular basis.
- 67. Mobile health services. Vans and other vehicles used for delivery to primary care services.
- 68. Neurological services. Services provided by the hospital dealing with the operative and nonoperative management of disorders of the central, peripheral, and autonomic nervous systems.
- 69. Nutrition programs. Services within a health care facility which are designed to provide inexpensive, nutritionally sound meals to patients.
- ✕ 70. Occupational health services. Includes services designed to protect the safety of employees from hazards in the work environment.
- ✕ 71. Oncology services. Inpatient and outpatient services for patients with cancer, including comprehensive care, support and guidance in addition to patient education and prevention, chemotherapy, counseling and other treatment methods.
- ✕ 72. Orthopedic services. Services provided for the prevention or correction of injuries or disorders of the skeletal system and associated muscles, joints and ligaments.
- ✕ 73. Outpatient surgery. Scheduled surgical services provided to patients who do not remain in the hospital overnight. The surgery may be performed in operating suites also used for inpatient surgery, specially designated surgical suites for outpatient surgery, or procedure rooms within an outpatient care facility.
- ✕ 74. Pain management program. A recognized clinical service or program providing specialized medical care, drugs or therapies for the management of acute or chronic pain and other distressing symptoms, administered by specially trained physicians and other clinicians, to patients suffering from acute illnesses of diverse causes.
- ✕ 75. Palliative care program. An organized program providing specialized medical care, drugs or therapies for the management of acute or chronic pain and/or the control of symptoms administered by specially trained physicians and other clinicians; and supportive care services, such as counseling on advanced directives, spiritual care, and social services, to patients with advanced diseases and their families.

76. Palliative care Inpatient unit. An inpatient palliative care ward is a physically discreet, inpatient nursing unit where the focus is palliative care. The patient care focus is on symptom relief for complex patients who may be continuing to undergo primary treatment. Care is delivered by palliative medicine specialists.
- * 77. Patient controlled analgesia (PCA). Intravenously administered pain medicine under the patient's control. The patient has a button on the end of a cord than can be pushed at will, whenever more pain medicine is desired. This button will only deliver more pain medicine at predetermined intervals, as programmed by the doctor's order.
- * 78. Patient education center. Written goals and objectives for the patient and/or family related to therapeutic regimens, medical procedures, and self-care.
- * 79. Patient representative services. Organized hospital services providing personnel through whom patients and staff can seek solutions to institutional problems affecting the delivery of high quality care and services.
- * 80. Physical rehabilitation services. Program providing medical, health-related, therapy, social, and/or vocational services to help people with disabilities attain or retain their maximum functional capacity.
- a. Assistive technology center. A program providing access to specialized hardware and software with adaptations allowing individuals greater independence with mobility, dexterity, or increased communication options.
- b. Electrodiagnostic services. Diagnostic testing services for nerve and muscle function such as nerve conduction studies and needle electromyography.
- * c. Physical rehabilitation outpatient services. Outpatient program providing medical, health-related, therapy, social, and/or vocational services to help people with disabilities attain or retain their maximum functional capacity.
- d. Prosthetic and orthotic services. Services providing comprehensive prosthetic and orthotic evaluation, fitting, and training.
- e. Robot-assisted walking therapy. A form of physical therapy that uses a robotic device to assist patients who are relearning how to walk.
- * f. Simulated rehabilitation environment. Rehabilitation focused on retraining functional skills in a contextually appropriate environment (simulated home and community settings) or in a traditional setting (gymnasium) using motor learning principles.
- * 81. Primary care department. A unit or clinic within the hospital that provides primary care services (e.g., general pediatric care, general internal medicine, family practice, gynecology) through hospital-salaried medical and/or nursing staff, focusing on evaluating and diagnosing medical problems and providing medical treatment on an outpatient basis.
- * 82. Psychiatric services. Services provided by the hospital that offer immediate initial evaluation and treatment to patients with mental or emotional disorders.
- * a. Psychiatric child-adolescent services. Provides care to children and adolescents with mental or emotional disorders, including those admitted for diagnosis and those admitted for treatment.
- * b. Psychiatric consultation-liaison services. Provides organized psychiatric consultation/liaison services to nonpsychiatric hospital staff and/or departments on psychological aspects of medical care that may be generic or specific to individual patients.
- * c. Psychiatric education services. Provides psychiatric educational services to community agencies and workers such as schools, police, courts, public health nurses, welfare agencies, clergy, and so forth. The purpose is to expand the mental health knowledge and competence of personnel not working in the mental health field and to promote good mental health through improved understanding, attitudes, and behavioral patterns.
- * d. Psychiatric emergency services. Services of facilities available on a 24-hour basis to provide immediate unscheduled outpatient care, diagnosis, evaluation, crisis intervention, and assistance to persons suffering acute emotional or mental distress.
- * e. Psychiatric geriatric services. Provides care to elderly patients with mental or emotional disorders, including those admitted for diagnosis and those admitted for treatment.
- * f. Psychiatric outpatient services. Provides medical care, including diagnosis and treatment, of psychiatric outpatients.
- * g. Psychiatric partial hospitalization program. Organized hospital services providing intensive day/evening outpatient services of three hours or more duration, distinguished from other outpatient visits of one hour.
- * h. Psychiatric residential treatment. Overnight psychiatric care in conjunction with an intensive treatment program in a setting other than a hospital.
- * 83. Radiology, diagnostic. The branch of radiology that deals with the utilization of all modalities of radiant energy in medical diagnoses and therapeutic procedures using radiologic guidance. This includes, but is not restricted to, imaging techniques and methodologies utilizing radiation emitted by x-ray tubes, radionuclides, and ultrasonographic devices and the radiofrequency electromagnetic radiation emitted by atoms.
- * a. CT Scanner. Computed tomographic scanner for head or whole body scans.
- * b. Diagnostic radioisotope facility. The use of radioactive isotopes (Radiopharmaceuticals) as tracers or indicators to detect an abnormal condition or disease.
- * c. Electron beam computed tomography (EBCT). A high tech computed tomography scan used to detect coronary artery disease by measuring coronary calcifications. This imaging procedure uses electron beams which are magnetically steered to produce a visual of the coronary artery and the images are produced faster than conventional CT scans.
- * d. Full-field digital mammography (FFDM). Combines the x-ray generators and tubes used in analog screen-film mammography (SFM) with a detector plate that converts the x-rays into a digital signal.
- * e. Magnetic resonance imaging (MRI). The use of a uniform magnetic field and radio frequencies to study tissue and structure of the body. This procedure enables the visualization of biochemical activity of the cell in vivo without the use of ionizing radiation, radioisotopic substances or high-frequency sound.
- * f. Intraoperative magnetic resonance imaging. An integrated surgery system which provides an MRI system in an operating room. The system allows for immediate evaluation of the degree to tumor resection while the patient is undergoing a surgical resection. Intraoperative MRI exists when a MRI (low-field or high-field) is placed in the operating theater and is used during surgical resection without moving the patient from the operating room to the diagnostic imaging suite.
- * g. Magnetoencephalography (MEG). A noninvasive neurophysiological measurement tool used to study magnetic fields generated by neuronal activity of the brain. MEG provides direct information about the dynamics of evoked and spontaneous neural activity and its location in the brain. The primary uses of MEG include assisting surgeons in localizing the source of epilepsy, sensory mapping, and the study of brain function. When it is combined with structural imaging, it is known as *magnetic source imaging* (MSI).
- * h. Multi-slice spiral computed tomography (<64+slice CT). A specialized computed tomography procedure that provides three-dimensional processing and allows narrower and multiple slices with increased spatial resolution and faster scanning times as compared to a regular computed tomography scan.
- * i. Multi-slice spiral computed tomography (64+ slice CT). Involves the acquisition of volumetric tomographic x-ray absorption data expressed in Hounsfield units using multiple rows of detectors. 64+ systems reconstruct the equivalent of 64 or more slices to cover the imaged volume.
- * j. Positron emission tomography (PET). A nuclear medicine imaging technology which uses radioactive (positron emitting) isotopes created in a cyclotron or generator and computers to produce composite pictures of the brain and heart at work. PET scanning produces sectional images depicting metabolic activity or blood flow rather than anatomy.
- * k. Positron emission tomography/CT (PET/CT). Provides metabolic functional information for the monitoring of chemotherapy, radiotherapy and surgical planning.
- * l. Single photon emission computerized tomography (SPECT). A nuclear medicine imaging technology that combines existing technology of gamma camera imaging with computed tomographic imaging technology to provide a clearer and more precise image.

- m. **Ultrasound.** The use of acoustic waves above the range of 20,000 cycles per second to visualize internal body structures.
- * 84. **Radiology, therapeutic.** The branch of medicine concerned with radioactive substances and using various techniques of visualization, with the diagnosis and treatment of disease using any of the various sources of radiant energy. Services could include: megavoltage radiation therapy; radioactive implants; stereotactic radiosurgery; therapeutic radioisotope facility; X-ray radiation therapy.
- a. **Image-guided radiation therapy (IGRT).** Automated system for image-guided radiation therapy that enables clinicians to obtain high-resolution x-ray images to pinpoint tumor sites, adjust patient positioning when necessary, and complete a treatment, all within the standard treatment time slot, allowing for more effective cancer treatments.
- * b. **Intensity-Modulated Radiation Therapy (IMRT).** A type of three-dimensional radiation therapy which improves treatment delivery by targeting a tumor in a way that is likely to decrease damage to normal tissues and allows for varying intensities.
- c. **Proton beam therapy.** A form of radiation therapy which administers proton beams. While producing the same biologic effects as x-ray beams, the energy distribution of protons differs from conventional x-ray beams: proton beams can be more precisely focused in tissue volumes in a three-dimensional pattern, resulting in less surrounding tissue damage than conventional radiation therapy, permitting administration of higher doses.
- * d. **Shaped beam radiation system.** A precise, noninvasive treatment that involves targeted beams of radiation that mirror the exact size and shape of a tumor at a specific area to shrink or destroy cancerous cells. This procedure delivers a therapeutic dose of radiation that conforms precisely to the shape of the tumor, thus minimizing the risk to nearby tissues.
- e. **Stereotactic radiosurgery.** A radiotherapy modality that delivers a high dosage of radiation to a discrete treatment area in as few as one treatment session. Includes Gamma Knife, Cyberknife, etc.
85. **Retirement housing.** A facility that provides social activities to senior citizens, usually retired persons, who do not require health care but some short-term skilled nursing care may be provided. A retirement center may furnish housing and may also have acute hospital and long-term care facilities, or it may arrange for acute and long-term care through affiliated institutions.
- * 86. **Robotic surgery.** The use of mechanical guidance devices to remotely manipulate surgical instrumentation.
87. **Rural health clinic.** A clinic located in a rural, medically under-served area in the United States that has a separate reimbursement structure from the standard medical office under the Medicare and Medicaid programs.
- * 88. **Sleep center.** Specially equipped and staffed center for the diagnosis and treatment of sleep disorders.
- * 89. **Social work services.** Could include: organized services that are properly directed and sufficiently staffed by qualified individuals who provide assistance and counseling to patients and their families in dealing with social, emotional, and environmental problems associated with illness or disability, often in the context of financial or discharge planning coordination.
- * 90. **Sports medicine.** Provision of diagnostic screening, assessment, clinical and rehabilitation services for the prevention and treatment of sports-related injuries.
91. **Support groups.** A hospital sponsored program that allows a group of individuals with common experiences or issues who meet periodically to share experiences, problems, and solutions in order to support each other.
92. **Swing bed services.** A hospital bed that can be used to provide either acute or long-term care depending on community or patient needs. To be eligible a hospital must have a Medicare provider agreement in place, have fewer than 100 beds, be located in a rural area, not have a 24-hour nursing service waiver in effect, have not been terminated from the program in the prior two years, and meet various service conditions.
- * 93. **Teen outreach services.** A program focusing on the teenager which encourages an improved health status and a healthful lifestyle including physical, emotional, mental, social, spiritual and economic health through education, exercise, nutrition and health promotion.
- * 94. **Tobacco treatment/cessation program.** Organized hospital services with the purpose of ending tobacco-use habits of patients addicted to tobacco/nicotine.
95. **Transplant services.** The branch of medicine that transfers an organ or tissue from one person to another or from one body part to another, to replace a diseased structure or to restore function or to change appearance. Services could include: Bone marrow transplant; heart, lung, kidney, intestine, or tissue transplant. Please include heart/lung or other multi-transplant surgeries in "other".
96. **Transportation to health facilities.** A long-term care support service designed to assist the mobility of the elderly. Some programs offer improved financial access by offering reduced rates and barrier-free buses or vans with ramps and lifts to assist the elderly or people with disabilities; others offer subsidies for public transport systems or operate mini-bus services exclusively for use by senior citizens.
97. **Urgent care center.** A facility that provides care and treatment for problems that are not life threatening but require attention over the short term.
98. **Virtual colonoscopy.** Noninvasive screening procedure used to visualize, analyze and detect cancerous or potentially cancerous polyps in the colon.
99. **Volunteer services department.** An organized hospital department responsible for coordinating the services of volunteers working within the institution.
- * 100. **Women's health center/services.** An area set aside for coordinated education and treatment services specifically for and promoted to women as provided by this special unit. Services may or may not include obstetrics but include a range of services other than OB.
- * 101. **Wound management services.** Services for patients with chronic wounds and nonhealing wounds often resulting from diabetes, poor circulation, improper seating and immunocompromising conditions. The goals are to progress chronic wounds through stages of healing, reduce and eliminate infections, increase physical function to minimize complications from current wounds and prevent future chronic wounds. Wound management services are provided on an inpatient or outpatient basis, depending on the intensity of service needed.
- 102a. **Physician arrangements.** An integrated healthcare delivery program implementing physician compensation and incentive systems for managed care services.
- a. **Independent practice association (IPA).** A legal entity that holds managed care contracts. The IPA then contracts with physicians, usually in solo practice, to provide care either on a fee-for-service or capitated basis. The purpose of an IPA is to assist solo physicians in obtaining managed care contracts.
- b. **Group practice without walls.** Hospital sponsors the formation of, or provides capital to physicians to establish, a "quasi" group to share administrative expenses while remaining independent practitioners.
- c. **Open physician-hospital organization (PHO).** A joint venture between the hospital and all members of the medical staff who wish to participate. The PHO can act as a unified agent in managed care contracting, own a managed care plan, own and operate ambulatory care centers or ancillary services projects, or provide administrative services to physician members.
- d. **Closed physician-hospital organization (PHO).** A PHO that restricts physician membership to those practitioners who meet criteria for cost effectiveness and/or high quality.
- e. **Management services organization (MSO).** A corporation, owned by the hospital or a physician/hospital joint venture, that provides management services to one or more medical group practices. The MSO purchases the tangible assets of the practices and leases them back as part of a full-service management agreement, under which the MSO employs all non-physician staff and provides all supplies/administrative systems for a fee.
- f. **Integrated salary model.** Physicians are salaried by the hospital or another entity of a health system to provide medical services for primary care and specialty care.
- g. **Equity model.** Allows established practitioners to become shareholders in a professional corporation in exchange for tangible and intangible assets of their existing practices.

- h. **Foundation.** A corporation, organized either as a hospital affiliate or subsidiary, which purchases both the tangible and intangible assets of one or more medical group practices. Physicians remain in a separate corporate entity but sign a professional services agreement with the foundation.
- 102b. Of all physician arrangements listed in question 102a (a-l), indicate the total number of physicians (count each physician only once) that are engaged in an arrangement with your hospital that allows for joint contracting with payors or shared responsibility for financial risk or clinical performance between the hospital and physician (arrangement may be at the hospital, system or network level). *Joint contracting* does not include contracting between physicians participating in an independent practice.
103. **Joint venture.** A contractual arrangement between two or more parties forming an unincorporated business. The participants in the arrangement remain independent and separate outside of the venture's purpose.
- 104a. **Accountable Care Organization (ACO) Contract.** An ACO contract has two essential elements: (1) accountability for the total costs of care for the population of patients attributed to the primary care physicians in the organization; (2) financial incentives that link the magnitude of bonus payments to performance on quality measures (which could include technical quality, patient experience and/or health outcome measures) This will generally involve a contract where the payor establishes a target budget for one or more years for the total costs of care for the agreed-upon patient population, the payor tracks actual spending and performance on quality; and the provider receives bonus payments that could include a share of savings that are (or are not) contingent on meeting quality targets, with (or without) additional bonuses related to performance on those quality measures.
105. **Patient-Centered Medical Home.** The medical home concept refers to the provision of comprehensive primary care services that facilitates communication and shared decision-making between the patient, his/her primary care providers, other providers, and the patient's family.
106. **Bundling.** Bundling is a payment mechanism whereby a provider entity receives a single payment for services provided across one or parts of the care continuum. For example, an entity might receive a single payment for the hospital and physician services provided as part of an inpatient stay or might receive a single payment for the post-acute care services involved in a single episode of care. The entity then has responsibility for compensating each of the individual providers involved in the episode of care.
109. **Capitation.** An at-risk payment arrangement in which an organization receives a fixed prearranged payment and in turn guarantees to deliver or arrange all medically necessary care required by enrollees in the capitated plan. The fixed amount is specified within contractual agreements between the payor and the involved organization. The fixed payment amount is based on an actuarial assessment of the services required by enrollees and the costs of providing these services, recognizing enrollees' adjustment factors such as age, sex, and family size.
110. **Shared risk payments.** A payment arrangement in which a hospital and a managed care organization share the risk of adverse claims experience. Methods for sharing risk could include: capitation with partial refunds or supplements if billed hospital charges or costs differ from capitated payments, and service or discharge-based payments with withholds and bonus payouts that depend on expenditure targets.
114. **Quality/Safety Survey.** Examples of a patient safety culture survey are the Safety Attitudes Questionnaire and the AHRQ Hospital Survey on Patient Safety Culture. Impromptu surveys of only certain staff or units, and other narrowly based initiatives do not qualify as quality/safety surveys for the purpose of this question.

Attachment 3

Attachment 3
Preliminary Capital Investment Plan for Saint Francis Care, Inc. (Revised as of 5/15 for actual expenditures through 4/30/2016)
Dollars in Thousands

	(a)	(b)	(c)	(d)			Estimated Five Year Capital Spend
	Five Year Total	2016 YTD Capital	FY 2017 Budget	FY 2018 Budget	FY 2019 Budget	FY 2020 Budget	
Preliminary capital expenditures summary							
Investment in facilities, medical and non-medical equipment and technology	\$ 184,000	\$ 22,327	\$ 33,835	\$ 25,000	\$ 25,000	\$ 25,000	\$ 131,162
Capital leases associated with Epic and other	4,500	1,028	1,300				2,328
Facility & program improvements for various service lines (e.g., CIRI, Rehab)	5,000		3,000	1,000	1,000		5,000
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
Unspecified; to be allocated based on organizational priorities each year	48,000	20,015		5,000	5,000	5,000	35,015
Adjustments to preliminary capital expenditure summary:							
Reallocation to Johnson Memorial - part of strategic growth of RHM			3,000	3,000	1,500	1,500	9,000
Reallocation to Saint Mary's-part of strategic growth of RHM (contingent upon CON approval)			20,000	20,000	20,000	20,000	80,000
Total estimated annual capital expenditures	\$ 275,000	\$ 43,370	\$ 65,835	\$ 71,500	\$ 55,000	\$ 54,000	\$ 289,705

(a) Preliminary plan for capital commitment as noted on page 635 of CON.

(b) Capital expenditures 10/1/2015-4/30/2016 see detail at Attachment 3a (SFHMC and Johnson)

(c) FY 2017 Preliminary budget for Saint Francis \$42.8 M and Johnson \$3.0 as of May 15th pending TH approval. St Mary's capital contingent upon approval of CON.

(d) Amounts are very preliminary based on evolving RHM strategy and expected investment necessary for Saint Francis facilities and equipment, etc.

Note: \$20,015 was investment in Johnson Memorial Hospital which closed on 1/1/2016

Attachment 3a

ATTACHMENT A
 Saint Francis Hospital and Medical Center
 Status of FY 2016 Capital Expenditure Plan
 Summary of Plan and Expenditures: 10/1/2015-1/31/2016

Attachment 3a
 Updated Capital Expenditure Summary 10/1/2015-4/30/2016

Entity	Service Line	Project Description	Budget	Actual Through April 30, 2016	Estimated Time Of Completion
Saint Francis Hospital and Medical Center	Facilities	Trinity Signage Branding	\$ 627,000	\$ -	summer 2016
Saint Francis Hospital and Medical Center	Women and Infants	Women and Infants Build Out Addition to Women's Center	1,000,000	237,295	04/11/2016
Saint Francis Hospital and Medical Center	Facilities	Collins Parking Garage Repairs	750,000	612,007	complete
Saint Francis Hospital and Medical Center	Business Development	Various Construction Projects*	1,000,000	-	TBD
Saint Francis Hospital and Medical Center	Cardiovascular	Cath Lab Renovation and Replacement FY16	1,500,000	-	6/30/2016
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Office Renovations	2,000,000	90,309	On hold
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Burgdorf Renovation	800,000	69,276	6/30-9/30
Saint Francis Hospital and Medical Center	Facilities: Engineering	Medical Office Building Renovations	500,000	37,171	6/30/2016
Saint Francis Hospital and Medical Center	Information Technology	Infrastructure Movement and Replacement of Data Center	6,000,000	1,791,372	9/30/2016
Saint Francis Hospital and Medical Center	Administration	Contingency FY16 Major Items	1,220,229	-	6/30/2016
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Vision Center Renovation - Replace Back Center	975,550	-	TBD
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Replace 800K Absorber	520,000	-	05/30/2016
Saint Francis Medical Group	SFMG	Renovation for Rheumatology, Bariatrics and Endocrine	1,500,000	(15,813)	TBD
Saint Francis Hospital and Medical Center	CJRI	CJRI TWO O.R.s	1,583,500	1,552,055	Complete
Saint Francis Hospital and Medical Center	Information Technology	Epic Ambulatory Implementation	5,164,190	2,536,107	
		Total of projects budgeted over \$500,000 FY2016	\$ 25,140,469	\$ 6,909,779	
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	\$ 15,417,113	
		Total Capital Budget for FY 2016 and Expenditures to Date	\$ 57,934,000	\$ 42,341,891	
		Capital expenditures specific to Saint Francis Care (to Attachment 3)	\$	\$ 22,326,891	

* Construction budget reduced to \$250,000 to reallocate capital to other project

** \$18 million funded through an intercompany loan from Trinity Health Corporate

Attachment 4

Attachment 4

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

FY 2017 Preliminary Capital Plan - to be approved by Governance June 2016

				Current Total
Asylum Hill Family Medicine				
Asylum Hill Family Medicine	SFHMC-95010	EKG Machine		\$14,000
Asylum Hill Family Medicine	SFHMC-95010	Centricity EMR		\$40,000
Asylum Hill Family Medicine	SFHMC-95010	Copier Fax		\$0
Asylum Hill Family Medicine	SFHMC-95010	Spirometry (2)		\$0
Asylum Hill Family Medicine	SFHMC-95010	Desk Chairs		\$16,900
Asylum Hill Family Medicine	SFHMC-95010	Cubicle Work Station		\$0
Asylum Hill Family Medicine	SFHMC-95010	Waiting Room Furniture		\$12,000
Asylum Hill Family Medicine	SFHMC-95010	Wheelchair Digital Scale		\$0
				\$82,900
ADMIN-Administration				
Saint Francis Hospital and Medical Center	SFHC-11100	Contingency		\$1,500,000
				\$1,500,000
EMER-Emergency Medicine				
Saint Francis Hospital and Medical Center	SFHMC-66000	GlideScope (2)		\$34,716
Saint Francis Hospital and Medical Center	SFHMC-66000	Stretchers (13)		\$91,400
Saint Francis Hospital and Medical Center	SFHMC-66000	Ultrasound Machines (3)		\$150,000
Saint Francis Hospital and Medical Center	SFHMC-63000	Site Rite 8 Ultrasound Machine (1)		\$25,000
Saint Francis Hospital and Medical Center	SFHMC-66030	Cardiac monitor/defib/pacer with ETCO2 and pulse ox. To REPLACE 10 year old unit		\$35,000
Saint Francis Hospital and Medical Center	SFHMC-66030	Tables and chairs for training center classroom. To replace current scavenged and worn items.		\$10,000
				\$346,116
NURS-Nursing				
Saint Francis Hospital and Medical Center	SFHMC-42100	Patient Recliner chairs for various units		\$340,200
Saint Francis Hospital and Medical Center	SFHMC-42100	Patient Recliner chairs for various units		\$293,400
Saint Francis Hospital and Medical Center	SFHMC-79800	Sharp Copier		\$6,835
Saint Francis Hospital and Medical Center	SFHMC-42100	CareLogistics		\$0
				\$640,435
CRIT-Critical Care				
Saint Francis Hospital and Medical Center	SFHMC-71800	Supply Carts (Nurse Servers)		\$17,574
Saint Francis Hospital and Medical Center	SFHMC-71800	Artic Sun 5000E Temperature Management System (1) (ccoling device after cardiac arrest)		\$55,989
Saint Francis Hospital and Medical Center	SFHMC-71800	Replace Beds		\$1,190,000
Saint Francis Hospital and Medical Center	SFHMC-71000	Phillips SpartQ Ultrasound Machine		\$40,000
Saint Francis Hospital and Medical Center	SFHMC-71000	Lumify Probes (3) (rental, \$199/month)		\$7,200
Saint Francis Hospital and Medical Center	SFHMC-71000	Android-based tablet (screen for Lumify device)		\$2,100
				\$1,312,863
FIN-FINANCE				
Saint Francis Hospital and Medical Center	SFHMC-12115	Mckesson Upgrade		\$30,000

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

FY 2017 Preliminary Capital Plan - to be approved by Governance June 2016

					Current Total
Saint Francis Hospital and Medical Center	SFHMC-91800	Laptops (3)			\$3,900
Saint Francis Hospital and Medical Center	SFHMC-91800	Titmus Eye Machine (1)			\$3,500
Saint Francis Hospital and Medical Center	SFHMC-91810	Spirometry (1)			\$4,250
Saint Francis Hospital and Medical Center	SFHMC-91810	Laptops (2)			\$2,600
Saint Francis Hospital and Medical Center	SFHMC-91810	Titmus Eye Machine			\$3,500
	Sub-total				\$81,095
BEHA-Behavioral Health					
Saint Francis Hospital and Medical Center	SFHMC-41811	TelePsych software- BH Integration/Billing Opportunity			\$4,000
Saint Francis Hospital and Medical Center	SFHMC-71301	BP Monitor Refresh 1267			\$6,000
Saint Francis Hospital and Medical Center	SFHMC-71331	BP Monitor Refresh 1267			\$6,000
Saint Francis Hospital and Medical Center	SFHMC-71331	Couch furniture (asha- couches currently ripped)			\$15,000
	Sub-total				\$31,000
ONCO-Oncology					
Saint Francis Hospital and Medical Center	SFHMC-54300	HDR Cervical Applicator System			\$54,000
Saint Francis Hospital and Medical Center	SFHMC-54300	Positioning and Transfer System (Cervical Cancer Program)			\$69,000
Saint Francis Hospital and Medical Center	SFHMC-54300	Abdominal and Thoracic Cushio and Stabilizer boards			\$15,000
Saint Francis Hospital and Medical Center	SFHMC-54300	Cervical HDR System Software			\$65,000
Saint Francis Hospital and Medical Center	SFHMC-69700	Infusion Chair Replacements			\$8,000
Saint Francis Hospital and Medical Center	SFHMC-69700	Renovation of Space for Research Lab (Smilow)			\$150,000
	Sub-total				\$361,000
WOIN-Women & Infants					
Saint Francis Hospital and Medical Center	SFHMC-53000	Monitor Fetal - Fetal Monitors			\$420,917
Saint Francis Hospital and Medical Center	SFHMC-53000	Warmer Infant - Infant Warmers			\$122,220
Saint Francis Hospital and Medical Center	SFHMC-86500	Replacement Bilirubin Meters NICU (2)			\$14,408
Saint Francis Hospital and Medical Center	SFHMC-86300	Replacement Bilirubin Meters Maternity (2)			\$14,408
Saint Francis Hospital and Medical Center	SFHMC-53400	Replacement Ultrasound Transducers			\$25,000
Saint Francis Hospital and Medical Center	SFHMC-53000	Replace OR Light			\$60,000
	Sub-total				\$656,953
IMAG-Imaging Services					
Saint Francis Hospital and Medical Center	SFHMC-54000	Workstation PACS - Radiologist PACS Reading Workstations - 718			\$45,000
Saint Francis Hospital and Medical Center	SFHMC-54100	C-arm Surgical - Mobile C-Arm Unit for OR - 756			\$200,000
Saint Francis Hospital and Medical Center	SFHMC-54100	Imaging - X-ray Digital - DR Radiographic Suite - 755			\$400,000
Saint Francis Hospital and Medical Center	SFHMC-54100	Imaging - X-ray Portable - Digital Portable X-Ray Unit - 1340			\$181,768
Saint Francis Hospital and Medical Center	SFHMC-54100	Imaging - X-ray Portable - DR Portable X-ray Unit - 758			\$180,000
	Sub-total				\$1,006,768
FACI-Facilities					
Saint Francis Hospital and Medical Center	SFHMC-33200	Roof - Replace Failing Roofs at Woodland Park - 790			\$50,000
Saint Francis Hospital and Medical Center	SFHMC-34000	Boiler Steam - Building 1 Boilers replacement - 1319			\$240,000
Saint Francis Hospital and Medical Center	SFHMC-34000	LING TOWER UPGRADE			\$50,000

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

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					Current Total
Saint Francis Hospital and Medical Center	SFHMC-35200	Other - Radiology Testing and Calibration Tools FY16 - 887			\$12,000
Saint Francis Hospital and Medical Center	SFHMC-35200	Other - Radiology Testing and Calibration Tools FY17 - 888			\$12,017
Saint Francis Hospital and Medical Center	SFHMC-35210	Not Specified - Patient Pillow Speakers-FY17 Major Item - 927			\$30,000
Saint Francis Hospital and Medical Center	SFHMC-35300	Camera Security - - 684			\$50,000
Saint Francis Hospital and Medical Center	SFHMC-35301	Camera Security - - 685			\$20,000
Saint Francis Hospital and Medical Center	SFHMC-79700	Chair - 5YR 79700 Desk Chairs - 826			\$3,257
Saint Francis Hospital and Medical Center	SFHMC-79700	Chair - 5YR 79700 Family Room Chairs - 829			\$1,869
Saint Francis Hospital and Medical Center	SFHMC-79700	Monitor - 5YR 79700 New TeleMons - 789			\$40,281
	Sub-total				\$14,599,851
FAI-Facilities-OPS					
Saint Francis Hospital and Medical Center	SFHMC-21010	Kitchen Renovations			\$60,000
Saint Francis Hospital and Medical Center	SFHMC-21010	Locker Room Renovations			\$20,170
	Sub-total				\$80,170
SURG-Surgery					
Saint Francis Hospital and Medical Center	SFHMC-18200	Flexible Inspection Scope & Software			\$4,500
Saint Francis Hospital and Medical Center	SFHMC-18200	Sterilizer Gas Plasma STERRAD			\$110,000
Saint Francis Hospital and Medical Center	SFHMC-18200	Wash Racks and Trolley			\$18,652
Saint Francis Hospital and Medical Center	SFHMC-50000	Zeiss MediLive Camera Control Unit			\$5,600
Saint Francis Hospital and Medical Center	SFHMC-50000	Intuity Lighted Breast Retractor			\$21,540
Saint Francis Hospital and Medical Center	SFHMC-50000	Hall Microchoice Drill Set (3) and Generator			\$49,383
Saint Francis Hospital and Medical Center	SFHMC-50000	Osteotomy Set			\$17,890
Saint Francis Hospital and Medical Center	SFHMC-50000	Styker Sonopet Cusa generator (1) & hand pieces (2)			\$149,943
Saint Francis Hospital and Medical Center	SFHMC-50000	Holmium Laser			\$41,200
Saint Francis Hospital and Medical Center	SFHMC-50000	Plasma Blade (Dr. Wilson) - Generator			\$0
Saint Francis Hospital and Medical Center	SFHMC-50000	Femoral Distractor			\$5,000
Saint Francis Hospital and Medical Center	SFHMC-50000	TFN Auxillary Set			\$6,430
Saint Francis Hospital and Medical Center	SFHMC-50000	Mediflex Retractor			\$17,990
Saint Francis Hospital and Medical Center	SFHMC-50010	Dr. Gupta Instrument Set			\$17,088
Saint Francis Hospital and Medical Center	SFHMC-50010	Thompson Bolling Retractor			\$9,560
Saint Francis Hospital and Medical Center	SFHMC-50010	Favalaro CV Retractor			\$6,288
Saint Francis Hospital and Medical Center	SFHMC-50030	Endowrist Stapler System			\$15,180
Saint Francis Hospital and Medical Center	SFHMC-50030	Firefly			\$86,400
Saint Francis Hospital and Medical Center	SFHMC-50100	Spyglass			\$0
Saint Francis Hospital and Medical Center	SFHMC-50100	Washer (2) & service contracts (2)			\$133,810
Saint Francis Hospital and Medical Center	SFHMC-50200	2 Skytron Beds			\$82,767
Saint Francis Hospital and Medical Center	SFHMC-50200	2 Sinus Scope sets/2 ear scope sets			\$40,361
Saint Francis Hospital and Medical Center	SFHMC-50200	ENT Laryngoscopy set			\$13,000
Saint Francis Hospital and Medical Center	SFHMC-50200	GYN Myosure controller w instrumentation			\$16,175
Saint Francis Hospital and Medical Center	SFHMC-50200	Novasure console			\$18,620

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

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					Current Total
Saint Francis Hospital and Medical Center	SFHMC-50200	Biotenodesis set or ortho & podiatry			\$6,850
Saint Francis Hospital and Medical Center	SFHMC-50200	ACL Set Biosure Sync Set			\$6,090
Saint Francis Hospital and Medical Center	SFHMC-50200	Ortho Pod Linvatech power drill			\$36,430
Saint Francis Hospital and Medical Center	SFHMC-50200	Smart stitch suture device handle			\$2,873
Saint Francis Hospital and Medical Center	SFHMC-50200	Pod: MBA Instrument set			\$5,550
Saint Francis Hospital and Medical Center	SFHMC-50200	ENT Video System			\$188,100
Saint Francis Hospital and Medical Center	SFHMC-50200	3-9 Storage Area Renovation			\$12,116
Saint Francis Hospital and Medical Center	SFHMC-51100	Sonosite			\$121,714
Saint Francis Hospital and Medical Center	SFHMC-51100	Verathon Glidescope			\$40,792
Saint Francis Hospital and Medical Center	SFHMC-51100	Edwards ClearSight (2)			\$56,400
Saint Francis Hospital and Medical Center	SFHMC-51100	Transthoracic Probe			\$15,292
Saint Francis Hospital and Medical Center	SFHMC-68500	tcpO2/pCO2 UNIT			\$0
Saint Francis Hospital and Medical Center	SFHMC-75500	ASU PACU Stretchers (4)			\$24,617
Saint Francis Hospital and Medical Center	SFHMC-90800	Olympic Sterile Drier			\$10,567
Saint Francis Hospital and Medical Center	SFHMC-90800	Materialise Dental SimPlant Software			\$16,500
Saint Francis Hospital and Medical Center	SFHMC-90800	Biomet Implant Fixation Kit			\$2,950
Saint Francis Hospital and Medical Center	SFHMC-90900	Biomet Navigator System for Guided Surgery with Navigator Tap Kit			\$6,887
	Sub-total				\$1,441,104
LABO-Laboratory					
Saint Francis Hospital and Medical Center	SFHMC-55200	Not Specified - Histology Renovation - 1140			\$750,000
Saint Francis Hospital and Medical Center	SFHMC-55200	Not Specified - Microscopes for Pathologist - 1134			\$20,000
Saint Francis Hospital and Medical Center	SFHMC-55200	Not Specified - Office Renovation - 1139			\$0
Saint Francis Hospital and Medical Center	SFHMC-55200	Not Specified - TV Monitor with wireless computer			\$0
	Sub-total				\$770,000
SUPC-SUPPLY CHAIN					
Saint Francis Hospital and Medical Center	SFHMC-18100	OTHER/ ELECTRIC PALLET TRUCK			\$4,600
	Sub-total				\$4,600
MARK-Marketing					
Saint Francis Hospital and Medical Center	SFHMC-17000	Workstation - HP Z640 Workstation -			\$2,950
Saint Francis Hospital and Medical Center	SFHMC-17000	HP Z5200PS poster printer			\$5,300
Saint Francis Hospital and Medical Center	SFHMC-17000	HP Laserjet enterprise 700 color laser printer 11x17			\$4,300
	Sub-total				\$12,550
PHAR-Pharmacy					
Saint Francis Hospital and Medical Center	SFHMC-65000	Cabinets Automated Dispensing - 2017 upgrade - 814			\$3,500,000
	Sub-total				\$3,500,000
CJRI-CJRI					
Saint Francis Hospital and Medical Center	SFHMC-73300	Blanket warmer			\$5,400
Saint Francis Hospital and Medical Center	SFHMC-73300	Defibrillator			\$21,000
Saint Francis Hospital and Medical Center	SFHMC-79630	Blanket warmer			\$4,500

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

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	Current Total
	\$4,600
	\$7,500
	\$12,000
	\$44,000
	\$7,500
	\$75,000
	\$300,000
	\$73,350
	\$18,000
	\$1,302,000
	\$500,000
	\$2,374,850

Saint Francis Hospital and Medical Center	SFHMC-79630	Dyna Maps (2)	
Saint Francis Hospital and Medical Center	SFHMC-50020	Pegboard positioner	
Saint Francis Hospital and Medical Center	SFHMC-50020	Demayo knee positioner (2)	
Saint Francis Hospital and Medical Center	SFHMC-50020	Total Hip sets (4)	
Saint Francis Hospital and Medical Center	SFHMC-50020	Hawkins Bell retractor	
Saint Francis Hospital and Medical Center	SFHMC-50020	Auditorium upgrade	
Saint Francis Hospital and Medical Center	SFHMC-50020	OR lights upgrade	
Saint Francis Hospital and Medical Center	SFHMC-50020	Aquamantys generator**	
Saint Francis Hospital and Medical Center	SFHMC-50020	Orthopat machine (2)**	
Saint Francis Hospital and Medical Center	SFHMC-50020	Stryker power equipment**	
Saint Francis Hospital and Medical Center	SFHMC-50020	OMNINAV Robotic Unit**	
	Sub-total		

REME-Rehabilitation Medicine

Saint Francis Hospital and Medical Center	SFHMC-60000	Analyzer Middle Ear- Tympanometer JAZZID 1493	\$8,180
Saint Francis Hospital and Medical Center	SFHMC-60000	Other- Simulated Living Environment JAZZID 716	\$48,000
Saint Francis Hospital and Medical Center	SFHMC-60000	Other- Verifit- Medical Equipment Refresh Item FY17	\$15,000
Saint Francis Hospital and Medical Center	SFHMC-60000	Equipment Exercise - Treadmill JAZZID 714	\$0
	Sub-total		\$71,180

SPINE

Saint Francis Hospital and Medical Center	SFHMC-50050	Stryker Sonopet	\$146,519
Saint Francis Hospital and Medical Center	SFHMC-50050	Medtronic midas rex drills	\$103,791
Saint Francis Hospital and Medical Center	SFHMC-50050	Integra headlights (2)	\$12,400
Saint Francis Hospital and Medical Center	SFHMC-50050	Shadowline Retractor	\$0
Saint Francis Hospital and Medical Center	SFHMC-50050	Mizuho Wilson Frame	\$5,700
Saint Francis Hospital and Medical Center	SFHMC-50050	Aquamantys**	\$24,000
	Sub-total		\$292,410

CLS

Collaborative Laboratory Services	CLS-11701	Not Specified - Barcode Scanners - 2033	\$7,500
Collaborative Laboratory Services	CLS-11701	Not Specified - Blasters Intermecc labels - 1012	\$9,100
Collaborative Laboratory Services	CLS-11701	Not Specified - Computers - 995	\$25,000
Collaborative Laboratory Services	CLS-11701	Not Specified - EMR Interface - 1004	\$80,000
Collaborative Laboratory Services	CLS-11701	Not Specified - HP Printers - 1008	\$10,000
Collaborative Laboratory Services	CLS-11701	Not Specified - Large Screen Monitoring Patient/Business Intelligence Display	\$7,500
Collaborative Laboratory Services	CLS-55800	Not Specified - Chairs/ Stools - 1017	\$4,250
Collaborative Laboratory Services	CLS-55800	Not Specified - UV Bacteria Free Water (2)	\$2,500
Collaborative Laboratory Services	CLS-58000	Not Specified - High Volume Printers (2)	\$6,000
Collaborative Laboratory Services	CLS-58000	Specifier - Expand Power Processor Track	\$125,000
Collaborative Laboratory Services	CLS-58800	II Mount TV Monitor for Training Room w/PC wireless	\$3,400

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

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					Current Total
Collaborative Laboratory Services	CLS-55800	New Coagulation Instrumentation (replacement)			\$250,000
Collaborative Laboratory Services	CLS-55802	Not Specified - AFT 2000 Autoimmune - 2015			\$25,000
Collaborative Laboratory Services	CLS-55802	Not Specified - Centrifuge - 2014			\$0
Collaborative Laboratory Services	CLS-55803	Not Specified - Centrifuge - 975			\$2,300
Collaborative Laboratory Services	CLS-55804	Not Specified - Stryker Saw - 2008			\$2,300
Collaborative Laboratory Services	CLS-55805	Centrifuge - Centrifuge for Drawstations - 1990			\$3,000
Collaborative Laboratory Services	CLS-55805	Not Specified - Bar Code Printers for NH - 1043			\$5,000
Collaborative Laboratory Services	CLS-55805	Not Specified - Drawstation Renovation - 1060			\$25,000
Collaborative Laboratory Services	CLS-55805	Not Specified - Upgrade Lab Phone System - 1123			\$20,000
Collaborative Laboratory Services	CLS-55805	Not Specified - Vehicle - 1053			\$46,000
Collaborative Laboratory Services	CLS-55806	Not Specified - Inpatient Phlebotomy Carts - 2040			\$4,500
Collaborative Laboratory Services	CLS-55810	Not Specified - Agglutination Viewers			\$3,500
Collaborative Laboratory Services	CLS-55810	Not Specified - Temp Controlled Centrifuge			\$12,000
Collaborative Laboratory Services	CLS-55810	Not Specified- MTS Card Workstations			\$24,000
Collaborative Laboratory Services	CLS-55820	Not Specified - Microtome - 1992			\$15,000
Collaborative Laboratory Services	CLS-55820	Not Specified - Refrigerator /Freezer			\$5,000
Collaborative Laboratory Services	CLS-55830	Not Specified - CO2 Incubator TB - 1072			\$4,000
Collaborative Laboratory Services	CLS-55830	Not Specified - Laminar Flow Hood Virology - 1067			\$10,000
Collaborative Laboratory Services	CLS-55830	Not Specified - Refrigerator - 1074			\$5,000
Collaborative Laboratory Services	CLS-55910	Analyzers, Point-of-care - ED Interface for New Clinitek Urine Analyzer - 1720			\$18,000
Collaborative Laboratory Services	CLS-55910	AntiCoag Rals Interface			\$18,000
Collaborative Laboratory Services	CLS-55910	Not Specified - RALS Interface Upgrade - 953			\$20,111
Collaborative Laboratory Services	CLS-55910	Not Specified - Renovation - 2024			\$20,000
Collaborative Laboratory Services	CLS-55910	Not Specified - Upgrade Instruments - 1183			\$10,000
Collaborative Laboratory Services	CLS-55910	Not Specified - Upgrade Instruments - 956			\$10,000
	Sub-total				\$837,961
SFMG					
St Francis Medical Group	WDLPA-11100	Not Specified - computer and equipment replacement -			\$100,000
St Francis Medical Group	WDLPA-11100	Not Specified - New Practice Acquisition - 1175			\$250,000
St Francis Medical Group	WDLPA-11100	Not Specified - New Practice Acquisition - 1176			\$250,000
St Francis Medical Group	WDLPA-11100	Not Specified - New Practice Acquisition - 1175			\$250,000
St Francis Medical Group	WDLPA-11100	Not Specified - New Practice Acquisition - 1176			\$250,000
St Francis Medical Group	WDLPA-11100	Renovation General - Renovation/refresh SFMG practice			\$50,000
St Francis Medical Group	WDLPA-41535	Sonosite U/S machine - 1731			\$55,000
St Francis Medical Group	WDLPA-41504	Replace Vascular U/S - Pulse Volume Recorder - 1763			\$55,000
St Francis Medical Group	WDLPA-40400	Cystoscope replacement			\$5,000
St Francis Medical Group	WDLPA-40400	Bladder scanner- Urology			\$10,000
St Francis Medical Group	WDLPA-11100	Bloomfield ASC			\$2,200,000
	Sub-total				\$3,475,000

TH-NE Hartford (Saint Francis)- Capital Requested by Service Line and Project 2017

FY 2017 Preliminary Capital Plan - to be approved by Governance June 2016

					Current Total
MSRH					
Mt Sinai Rehabilitation Hospital	RHCT-11100	Connecticut Adaptive Rowing Program equipment purchased with funds raised SWING Golf Proceeds JAZ.			\$20,000
Mt Sinai Rehabilitation Hospital	RHCT-60300	Bike Exercise Recumbent Bike by SportsArt C521R-JAZZID 1113			\$2,550
Mt Sinai Rehabilitation Hospital	RHCT-60300	Chair-Patient Side Chairs for Exam Rooms - JAZZID 1103			\$4,000
Mt Sinai Rehabilitation Hospital	RHCT-60300	Equipment Exercise-Inflight Fitness CT MHP MultiHip Weight Machine JAZZID 1234			\$3,120
Mt Sinai Rehabilitation Hospital	RHCT-60300	Equipment Exercise-Primus RS JAZZID 1239			\$6,300
Mt Sinai Rehabilitation Hospital	RHCT-60300	Other-Adapta ADP-4-Traction Table with Chattanooga TX Traction Unit JAZZID 1106			\$6,900
Mt Sinai Rehabilitation Hospital	RHCT-60300	Other-POOL LIFT SWIM LIFT GALLATIN JAZZID 1230			\$5,700
Mt Sinai Rehabilitation Hospital	RHCT-60330	Table Hi-low-Medallion Treatment Table Model 2008 - JAZZID 1107			\$2,900
Mt Sinai Rehabilitation Hospital	RHCT-60300	Walker-Rewalk/Ekso-JAZZID 1950			\$100,000
Mt Sinai Rehabilitation Hospital	RHCT-75600	Lift Patient- Arjo maxiLIFT JAZZID 1273			\$10,000
	Sub-total				\$161,470
					\$42,835,375
					\$42,835,375

Grand Total (includes IT capital lease payments)

**Includes \$1.9M in CJRI leased equipment and \$1M donor-funded oncology renovation

Greer, Leslie

From: Rotavera, Liz <LRotaver@stfranciscare.org>
Sent: Tuesday, May 31, 2016 1:36 PM
To: User, OHCA; Roberts, Karen
Cc: Hartley, Christopher; Cable, Kimberly
Subject: CON Docket Number 15 31979
Attachments: Attachment A Detail of 6 month savings.xlsx; Attachment B SAFNS - Reports 100 150 300 350.xlsx; Attachment C Financial Statistics THNE-March 2016 - MTD and YTD for OCHA filing.xlsx; Saint Francis Trinity Health 5-31 order requirements.docx; 5~31~16 Response to Items 10 and 11 of Order.pdf

Karen,

Please see attached compliance report.

Thank you.

Liz Rotavera, FACHE
Senior Planning Associate
Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06015

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114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

May 31, 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 Mrs. Roberts:

In accordance with Items 10 and 11 of the Order dated August 31, 2015, we have enclosed the
attached information for your review.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-
714- 5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley". The signature is written in a cursive, flowing style.

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

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, 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. The first significant change was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. This change has resulted in interest expense savings of \$730,000 for the first six months. 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.

The other more significant item 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.

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 a benefit in pension expense of \$1.3 million for the six month period ended March 31, 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. 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

Attachment A

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
Cost Savings/Synergies 10/1/2015-3/31/2016**

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1-3/31</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension and workers comp)	\$1,155
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$730
H.	Malpractice Insurance Cost	\$722
I.	Utilities	
J.	Business Expenses (insurance)	\$278
K.	Other Operating Expense	
	Total savings 10/1-3/31	<u><u>\$2,885</u></u>

Attachment B

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 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$76,694,000	\$29,788,000	(\$46,906,000)	-61%
2	Short Term Investments	\$9,418,000	\$32,991,000	\$23,573,000	250%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$65,284,000	\$65,924,000	\$640,000	1%
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	\$24,751,000	\$19,887,000	409%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,545,000	(\$1,156,000)	-12%
8	Prepaid Expenses	\$8,457,000	\$7,963,000	(\$494,000)	-6%
9	Other Current Assets	\$2,211,000	\$2,081,000	(\$130,000)	-6%
	Total Current Assets	\$178,150,000	\$172,043,000	(\$6,107,000)	-3%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$48,893,000	\$46,983,000	(\$1,910,000)	-4%
2	Board Designated for Capital Acquisition	\$26,070,000	\$26,544,000	\$474,000	2%
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%
	Total Noncurrent Assets Whose Use is Limited:	\$74,259,000	\$73,527,000	(\$732,000)	-1%
5	Interest in Net Assets of Foundation	\$9,394,000	\$9,537,000	\$143,000	2%
6	Long Term Investments	\$25,350,000	\$21,350,000	(\$4,000,000)	-16%
7	Other Noncurrent Assets	\$7,117,000	\$12,794,000	\$5,677,000	80%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$873,910,000	\$830,351,000	(\$43,559,000)	-5%
2	Less: Accumulated Depreciation	\$427,558,000	\$449,982,000	\$22,424,000	5%
	Property, Plant and Equipment, Net	\$446,352,000	\$380,369,000	(\$65,983,000)	-15%
3	Construction in Progress	\$8,411,000	\$5,973,000	(\$2,438,000)	-29%
	Total Net Fixed Assets	\$454,763,000	\$386,342,000	(\$68,421,000)	-15%
	Total Assets	\$749,033,000	\$675,593,000	(\$73,440,000)	-10%

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 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$36,361,000	\$28,290,000	(\$8,071,000)	-22%
2	Salaries, Wages and Payroll Taxes	\$33,492,000	\$30,239,000	(\$3,253,000)	-10%
3	Due To Third Party Payers	\$12,528,000	\$12,085,000	(\$443,000)	-4%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$8,807,000	\$1,509,000	21%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$6,680,000	\$5,637,000	(\$1,043,000)	-16%
	Total Current Liabilities	\$96,359,000	\$85,058,000	(\$11,301,000)	-12%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$239,252,000	(\$4,902,000)	-2%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	Total Long Term Debt	\$244,154,000	\$239,252,000	(\$4,902,000)	-2%
3	Accrued Pension Liability	\$234,591,000	\$208,618,000	(\$25,973,000)	-11%
4	Other Long Term Liabilities	\$43,991,000	\$0	(\$43,991,000)	-100%
	Total Long Term Liabilities	\$522,736,000	\$447,870,000	(\$74,866,000)	-14%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	\$52,342,000	\$65,865,000	\$13,523,000	26%
2	Temporarily Restricted Net Assets	\$24,417,000	\$25,531,000	\$1,114,000	5%
3	Permanently Restricted Net Assets	\$53,179,000	\$51,269,000	(\$1,910,000)	-4%
	Total Net Assets	\$129,938,000	\$142,665,000	\$12,727,000	10%
	Total Liabilities and Net Assets	\$749,033,000	\$675,593,000	(\$73,440,000)	-10%

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)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 OCT - MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,104,370,392	\$1,109,957,265	(\$994,413,127)	-47%
2	Less: Allowances	\$1,420,599,391	\$760,187,746	(\$660,411,645)	-46%
3	Less: Charity Care	\$13,558,599	\$6,032,004	(\$7,526,595)	-56%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$670,212,402	\$343,737,515	(\$326,474,887)	-49%
5	Provision for Bad Debts	\$20,980,833	\$9,602,108	(\$11,378,725)	-54%
	Net Patient Service Revenue less provision for bad debts	\$649,231,569	\$334,135,407	(\$315,096,162)	-49%
6	Other Operating Revenue	\$31,281,747	\$16,415,682	(\$14,866,065)	-48%
7	Net Assets Released from Restrictions	\$4,156,122	\$1,941,324	(\$2,214,798)	-53%
	Total Operating Revenue	\$684,669,438	\$352,492,413	(\$332,177,025)	-49%
B. Operating Expenses:					
1	Salaries and Wages	\$257,621,228	\$129,336,296	(\$128,284,932)	-50%
2	Fringe Benefits	\$68,082,765	\$37,598,947	(\$30,483,818)	-45%
3	Physicians Fees	\$47,535,764	\$25,076,966	(\$22,458,798)	-47%
4	Supplies and Drugs	\$99,464,711	\$56,024,122	(\$43,440,589)	-44%
5	Depreciation and Amortization	\$37,713,710	\$22,594,877	(\$15,118,833)	-40%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,151,596	\$4,744,843	(\$6,406,753)	-57%
8	Malpractice Insurance Cost	\$10,303,205	\$4,649,339	(\$5,653,866)	-55%
9	Other Operating Expenses	\$149,739,353	\$82,816,741	(\$66,922,612)	-45%
	Total Operating Expenses	\$681,612,332	\$362,842,131	(\$318,770,201)	-47%
	Income/(Loss) From Operations	\$3,057,106	(\$10,349,718)	(\$13,406,824)	-439%
C. Non-Operating Revenue:					
1	Income from Investments	(\$2,527,631)	\$1,824,223	\$4,351,854	-172%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,532,605)	(\$4,402,302)	\$13,130,303	-75%
	Total Non-Operating Revenue	(\$20,060,236)	(\$2,578,079)	\$17,482,157	-87%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$17,003,130)	(\$12,927,797)	\$4,075,333	-24%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$17,003,130)	(\$12,927,797)	\$4,075,333	-24%
	Principal Payments	\$8,785,000	\$3,326,000	(\$5,459,000)	-62%

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 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$102,071,000	\$50,599,000	(\$51,472,000)	-50%
2	Short Term Investments	\$33,496,000	\$49,543,000	\$16,047,000	48%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$77,445,000	\$75,730,000	(\$1,715,000)	-2%
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	\$16,387,000	\$12,987,000	382%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,545,000	(\$1,156,000)	-12%
8	Prepaid Expenses	\$7,851,000	\$8,519,000	\$668,000	9%
9	Other Current Assets	\$6,745,000	\$7,112,000	\$367,000	5%
	Total Current Assets	\$242,230,000	\$216,435,000	(\$25,795,000)	-11%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$48,894,000	\$46,983,000	(\$1,911,000)	-4%
2	Board Designated for Capital Acquisition	\$27,242,000	\$26,544,000	(\$698,000)	-3%
3	Funds Held in Escrow	\$43,133,000	\$39,732,000	(\$3,401,000)	-8%
4	Other Noncurrent Assets Whose Use is Limited	(\$1,521,000)	\$0	\$1,521,000	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$117,748,000	\$113,259,000	(\$4,489,000)	-4%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$25,097,000	\$21,664,000	(\$3,433,000)	-14%
7	Other Noncurrent Assets	\$15,864,000	\$41,245,000	\$25,381,000	160%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$912,915,000	\$867,224,000	(\$45,691,000)	-5%
2	Less: Accumulated Depreciation	\$454,078,000	\$477,503,000	\$23,425,000	\$0
	Property, Plant and Equipment, Net	\$458,837,000	\$389,721,000	(\$69,116,000)	-15%
3	Construction in Progress	\$8,411,000	\$5,975,000	(\$2,436,000)	-29%
	Total Net Fixed Assets	\$467,248,000	\$395,696,000	(\$71,552,000)	-15%
	Total Assets	\$868,187,000	\$788,299,000	(\$79,888,000)	-9%

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)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 MARCH</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
II. <u>LIABILITIES AND NET ASSETS</u>					
A. <u>Current Liabilities:</u>					
1	Accounts Payable and Accrued Expenses	\$41,686,000	\$33,176,000	(\$8,510,000)	-20%
2	Salaries, Wages and Payroll Taxes	\$51,151,000	\$48,129,000	(\$3,022,000)	-6%
3	Due To Third Party Payers	\$13,630,000	\$13,333,000	(\$297,000)	-2%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$9,030,000	\$1,732,000	24%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$8,658,000	\$6,726,000	(\$1,932,000)	-22%
	Total Current Liabilities	\$122,423,000	\$110,394,000	(\$12,029,000)	-10%
B. <u>Long Term Debt:</u>					
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$257,025,000	\$12,871,000	5%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	Total Long Term Debt	\$244,154,000	\$257,025,000	\$12,871,000	5%
3	Accrued Pension Liability	\$276,965,000	\$213,335,000	(\$63,630,000)	-23%
4	Other Long Term Liabilities	\$43,991,000	\$35,944,000	(\$8,047,000)	-18%
	Total Long Term Liabilities	\$565,110,000	\$506,304,000	(\$58,806,000)	-10%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. <u>Net Assets:</u>					
1	Unrestricted Net Assets or Equity	\$101,295,000	\$93,165,000	(\$8,130,000)	-8%
2	Temporarily Restricted Net Assets	\$26,180,000	\$27,167,000	\$987,000	4%
3	Permanently Restricted Net Assets	\$53,179,000	\$51,269,000	(\$1,910,000)	-4%
	Total Net Assets	\$180,654,000	\$171,601,000	(\$9,053,000)	-5%
	Total Liabilities and Net Assets	\$868,187,000	\$788,299,000	(\$79,888,000)	-9%

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 - MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,433,798,000	\$1,294,926,000	(\$1,138,872,000)	-47%
2	Less: Allowances	\$1,621,115,000	\$875,045,231	(\$746,069,769)	-46%
3	Less: Charity Care	\$14,331,000	\$6,370,769	(\$7,960,231)	-56%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$798,352,000	\$413,510,000	(\$384,842,000)	-48%
5	Provision for Bad Debts	\$25,600,000	\$11,900,000	(\$13,700,000)	-54%
	Net Patient Service Revenue less provision for bad debts	\$772,752,000	\$401,610,000	(\$371,142,000)	-48%
6	Other Operating Revenue	\$38,303,000	\$19,795,000	(\$18,508,000)	-48%
7	Net Assets Released from Restrictions	\$10,911,000	\$4,035,000	(\$6,876,000)	-63%
	Total Operating Revenue	\$821,966,000	\$425,440,000	(\$396,526,000)	-48%
B. Operating Expenses:					
1	Salaries and Wages	\$378,595,000	\$198,862,000	(\$179,733,000)	-47%
2	Fringe Benefits	\$86,980,000	\$48,421,000	(\$38,559,000)	-44%
3	Physicians Fees	\$24,836,000	\$14,703,000	(\$10,133,000)	-41%
4	Supplies and Drugs	\$119,805,000	\$67,853,000	(\$51,952,000)	-43%
5	Depreciation and Amortization	\$39,696,000	\$23,562,000	(\$16,134,000)	-41%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,152,000	\$4,745,000	(\$6,407,000)	-57%
8	Malpractice Insurance Cost	\$6,887,000	\$7,111,000	\$224,000	3%
9	Other Operating Expenses	\$148,043,000	\$76,695,000	(\$71,348,000)	-48%
	Total Operating Expenses	\$815,994,000	\$441,952,000	(\$374,042,000)	-46%
	Income/(Loss) From Operations	\$5,972,000	(\$16,512,000)	(\$22,484,000)	-376%
C. Non-Operating Revenue:					
1	Income from Investments	(\$2,530,000)	\$1,075,000	\$3,605,000	-142%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,533,000)	(\$4,407,000)	\$13,126,000	-75%
	Total Non-Operating Revenue	(\$20,063,000)	(\$3,332,000)	\$16,731,000	-83%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$14,091,000)	(\$19,844,000)	(\$5,753,000)	41%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$14,091,000)	(\$19,844,000)	(\$5,753,000)	41%

Attachment C

Trinity Health - New England (Hartford)

Monthly Financial Measurement/Indicators	March 16 YTD	March 15 YTD	March 16 MTD	March 15 MTD	Comments
A. Operating Performance:					
Operating Margin	(3.9%)	1.3%	3.6%	(0.6%)	operating income/operating revenues
Non-Operating Margin	NA	NA	NA	NA	
Total Margin	2.8%	7.6%	12.6%	5.8%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	1.0%	0.6%	1.4%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.0	2.1	2.0	2.1	current assets/current liabilities
Days Cash on Hand	53.5	76.5	53.5	76.5	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	34.5	38.1	34.5	38.1	net ar/net patient serv rev/days in yr
Average Payment Period	48.3	55.0	48.3	55.0	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	149.8%	117.3%	149.8%	117.3%	total debt/total equity(net assets)
Long-term Debt to Capitalization	60.0%	54.0%	60.0%	54.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	46.0%	62.6%	46.0%	62.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(2.5)	1.9	4.7	0.6	EBIT/Interest expense
Debt Service Coverage Ratio	0.9 x	2.1 x	0.9 x	2.1 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	21.8%	23.9%	21.8%	23.9%	Net assets/total assets
D. Additional Statistics (in thousands)					
Income(Loss) from Operations	\$ (16,512)	\$ 5,319	2,908	(376)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (19,844)	\$ (11,271)	4,959	(10,659)	Net gain(loss)
EBITDA	\$ 11,804	\$ 30,785	\$ 10,208	\$ 3,925	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	\$ 100,142	\$ 127,634	100,142	127,634	from cons bs
Net Working Capital	\$ 106,041	\$ 123,695	106,041	123,695	current assets-current liabilities
Unrestricted Assets	\$ 93,165	\$ 125,633	93,165	125,633	from cons bs

Note: Loss from operations primarily a result in timing of state payments; approximately \$11 million due to Saint Francis for the 12 months ending 6/30/2016.

Saint Francis Hospital and Medical Center Consolidated

	March 16 YTD	March 15 YTD	March 16 MTD	March 15 MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	(3.0%)	2.0%	4.4%	0.5%	operating income/operating revenues
Non-Operating Margin	NA	NA	NA	NA	
Total Margin	4.6%	9.2%	14.6%	7.8%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	0.9%	0.6%	1.2%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	2.2	2.3	2.2	2.3	current assets/current liabilities
Days Cash on Hand	51.7	78.4	51.7	78.4	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	35.8	37.6	35.8	37.6	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	46.8	55.7	46.8	55.7	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	140.5%	118.4%	140.5%	118.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	58.4%	54.2%	58.4%	54.2%	LTD/LTD+net assets
Unrestricted Cash to Debt	40.1%	54.4%	40.1%	54.4%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(1.3)	2.3	5.0	1.3	EBIT/Interest expense
Debt Service Coverage Ratio	1.2 x	2.2 x	1.2 x	2.2 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	20.1%	24.2%	20.1%	24.2%	Net assets/total assets
D. Additional Statistics (in thousands)					
Income(Loss) from Operations	\$ (10,912)	\$ 7,159	3,156	292	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (13,490)	\$ (9,432)	5,459	(9,991)	Net gain(loss)
EBITDA	\$ 16,924	\$ 32,129	\$ 10,375	\$ 4,510	based on net income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	\$ 77,295	\$ 106,881	77,295	106,881	from cons bs
Net Working Capital	\$ 105,953	\$ 126,170	105,953	126,170	current assets-current liabilities
Unrestricted Assets	\$ 93,442	\$ 125,549	93,442	125,549	from cons bs

Note: Loss from operations primarily a result in timing of state payments; approximately \$11 million due to Saint Francis for the 12 months ending 6/30/2016.

Trinity Health - New England (Hartford)

	March 16 YTD	March 15 YTD	Explanation
D. Additional Statistics			YTD net patient revenue increased \$19M, supplemental state payments decreased and state tax increased.
Income(Loss) from Operations	(16,512)	5,319	Operating expenses increased \$42M due to costs of drugs and medical supplies; professional fees for EPIC support, nurse registry fees, merger due diligence, JMMC acquisition and purchase accounting including depreciation and SFMG's increased loss of (\$2.7M).
Revenue Over/(Under) Expense	(19,844)	(11,271)	Variance in swap activity of \$17.8M for 6 months ended March 31, 2015. SWAP transferred on 10/1 to Trinity Health
			YTD net patient revenue increased \$19M, supplemental state payments decreased and state tax increased.
EBITDA	11,804	30,785	Operating expenses increased \$42M due to costs of drugs and medical supplies; professional fees for EPIC support, nurse registry fees, merger due diligence and JMMC acquisition. SFMG's YTD loss increased (\$2.7M).
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	100,142	127,634	Decrease in a/p (\$7.3M); increase in due from affiliates \$13.7M; funds expended for tail liability \$8.5M; JMMC purchase \$2.3M; decrease in supplemental payments from the State; SWAP and debt termination expenses
Net Working Capital	106,041	123,695	Decrease in cash and cash equivalents (\$26.7M); decrease in a/r patient (\$4.6M), decrease in a/p (\$7.3M)
Unrestricted Assets	93,165	125,633	YTD loss (\$16.5M); increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

Saint Francis Hospital Consolidation

	March 16 YTD	March 15 YTD	
D. Additional Statistics			YTD net patient revenue increased \$14.8M, supplemental state payments decreased and state tax increased. Operating
Income(Loss) from Operations	(10,912)	7,159	expenses increased \$32.9M 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.
Revenue Over/(Under) Expense	(13,490)	(9,432)	Variance in swap activity of \$17.8M for 6 months ended March 31, 2015. SWAP transferred on 10/1 to Trinity Health
			YTD net patient revenue increased \$14.8M, supplemental state payments decreased and state tax increased. Operating
EBITDA	16,924	32,129	expenses increased \$32.9M due to costs of drugs and medical supplies, professional fees for EPIC support, nurse registry fees, merger due diligence and JMMC acquisition.
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	77,295	106,881	Decrease in a/p (\$7.7M); increase in due from affiliates \$6.1M; funds expended for tail liability \$8.5M; JMMC purchase \$2.3M
Net Working Capital	105,953	126,170	Decrease in cash and cash equivalents (\$30M), decrease in a/p (\$7.7M), increase in due from affiliates \$6.1M.
Unrestricted Assets	93,442	125,549	YTD loss (\$10.9M); increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

Greer, Leslie

From: Rotavera, Liz <LRotaver@stfranciscare.org>
Sent: Thursday, June 30, 2016 2:51 PM
To: User, OHCA
Cc: Hartley, Christopher; Cable, Kimberly
Subject: DN: 15-31979 CON filing requirement
Attachments: DN 15-31979 CON filing 6 30 16.pdf; Cover letter 6 30 16.doc

To Whom it May Concern and Karen Roberts,

Please see the above pdf and word document for the filing requirement under DN: 15-31979 CON.

A copy of this document will be sent regular mail to you as well.

Thank you.

Liz Rotavera (on behalf of Chris Hartley)

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R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

June 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 Mrs. Roberts:

In accordance with Item 8 of the Order dated August 1, 2015, and our March 30, 2016 letter enclosed is the final Community Health Needs Assessment for 2016 that was due June 30th. Also, as stated in our March 30, 2016 letter to OHCA, the Strategic Implementation Plan will be developed by 11/15/16 and will be sent to OHCA by 11/30/16.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley". The signature is written in a cursive, flowing style.

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

June 30, 2016

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Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Chris Hartley".

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures



EXECUTIVE SUMMARY AND KEY FINDINGS

The start of this Community Health Needs Assessment (CHNA) would likely be defined as the first meeting we had as a team back in March of 2015. But really it began as soon as the last CHNA was published in 2013. The lessons learned from that experience informed our approach and led us to the Centers of Disease Control Health Invest Model, which provides a framework for understanding the volumes of available data. We also had the benefit of the DataHaven Community Health and Wellbeing Survey, which provides significant input from community members.

Priority areas of focus and key findings:

- Survey respondents report being impacted by:
 - Obesity (69%)
 - Diabetes (68%)
 - Heart Disease (51%)
 - Substance Abuse (39%)
- Substance Abuse is a problem in urban and rural settings and accounts for 13% of hospital admissions
- Youth and Adult Tobacco Use is similar at 16% of the population
- Mental Health is one of the top 5 reasons for hospitalization.
- 54% of Hartford residents said it was not safe to walk in their neighborhood.
- Above all, poverty is seen as the main reason people suffer with poor health

What became clear as we listened to the community and looked further into the data is that improvements in health will only take place when solutions are designed to be sustainable; when the varied priorities of communities are valued; and when the systems that need improvement are changed. We look forward to finding those solutions and impacting the health and wellbeing of those who live in our community.

Approved and adopted by the Saint Francis Board of Directors June 22, 2016.

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I. ACKNOWLEDGEMENTS

Creating a comprehensive, useful and engaging Community Health Needs Assessment is a difficult task. Including the voices of the community, analyzing the data available and focusing the findings in a meaningful way requires input from many sources. This document would not have been possible without the generous support from the following groups and individuals, who took the time to share their knowledge, tell their stories and engage in discussion about potential solutions.

The CHNA team:

- Hartford Foundation for Public Giving – Scott Gaul, Yvette Bello
- Connecticut Children’s Medical Center – Steve Balcanoff
- City of Hartford Department of Health and Human Services – Tung Nguyen
- Trinity Health - New England – Marcus McKinney
- Saint Francis Hospital and Medical Center – Rebecca Crowell
- Curtis D. Robinson Center for Health Equity – Lawrence Young and Mary Stuart
- University of Connecticut Medical School – Deborah Pacik
- Community Solutions – Gina Federico-Muslim
- DataHaven – Mark Abraham

We also benefited from frank discussions with Key Informants (community leaders and leaders of partner agencies) and significant input from community members without whom we would not have a context for understanding this data. Although these sources remain anonymous, their stories and observations provided critical insight for understanding what we found.

A thank-you as well is owed to our three very helpful (and wonderfully responsive) consultants: analyst Bernie Bernstein, writer Karen Berman and designer Kristen Tierney.

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III. INTRODUCTION

In recent years, the world of health care has undergone tremendous upheaval; old norms have imploded and new expectations have taken hold. Yet, more than a century after its birth, Saint Francis Hospital and Medical Center remains steadfast in its Mission: *to serve in the spirit of the Gospel as a compassionate and transforming healing presence within the community*. Saint Francis is committed to improving and enriching the lives of individuals and families in the region; combining compassionate care, superior technology and prevention-oriented education in centers of clinical excellence; and fulfilling its founders' vision of a hospital as a spiritual and healing environment.

This Community Health Needs Assessment (CHNA) is the first step in a process designed to better understand community needs by engaging health care providers, community leaders and community members in a conversation about how to improve health and well-being.

We are excited to share what we have learned and to find ways to collaborate on solutions. The exchanges that took place during the implementation of the CHNA demonstrate a readiness for collaboration across disciplines, in ways that respect community input. New ideas about how hospitals and health care systems can support community development are beginning to take hold, and Saint Francis Hospital and Medical Center is ready to embrace a leading role in Hartford. Our collaboration with Trinity Health has brought to the table significant expertise in this area. We look forward to the next

steps in the process of developing a strategic plan for Community Health and Wellbeing designed to address the needs identified within this document.

A note about the format:

This CHNA is organized with a "story narrative" at the start of each chapter. These narratives relate the lives of composite characters developed from the many conversations and interviews held with community members and community leaders. They do not represent specific individuals and are fully fictional. However, the settings, challenges and comments reflect the realities of those who live and work in our community.

IV. A MISSION WITH STAYING POWER

The 161 bus rounds the corner at Sigourney Street and Asylum Avenue. As it passes the middle school and a series of community buildings, the Saint Francis Hospital and Medical Center campus rises into view. At the corner of Asylum and Woodland Street, the hospital looms on the right; to the left, the white spire of Grace Lutheran Church gleams in the distance.

At the bus stop, a handful of passengers disembark. The first to step off is a woman cradling her baby in one arm and guiding her six-year-old son with the other. "Cuidado," she says to him. "Watch out." A senior citizen follows, clutching the handrail firmly until he is safely on the terra firma of the sidewalk. A threesome of twenty-somethings come next, one of them maneuvering a wayward get-well balloon through the narrow doorway of the bus.

They join the steady parade of people who arrive by car—or in emergencies, by ambulance. Young and old, alone or in clusters, they form a never-ending procession, ebbing and flowing through the day and into the night, people from every corner of the city of Hartford and more than 50 surrounding communities. All come seeking care for a seemingly infinite number of health needs spanning the first moments of life to the last.

Altogether, this parade of souls added up to more than more than 83,000 emergency department visits and 32,000 inpatient discharges in 2015 alone.¹ Clinic visits for ongoing care add to these numbers, as do services provided at the many access centers affiliated with Saint Francis across the Greater Hartford region.

It's a far cry from the hospital's opening day in 1897, when the Sisters of Saint Joseph of Chambéry—four near-penniless nuns—overcame almost impossible odds to welcome Hartford's Asylum Hill neighborhood to their two-room hospital.

From the very first moment its doors opened, the new hospital offered a refuge for immigrants who wanted to know that their faith and traditions would be understood and appreciated if they ever needed inpatient care.

Saint Francis Hospital and Medical Center serves people from all walks of life, but has always reserved a special place in its efforts for those who most need its help—the poor and the most vulnerable of society. The dignity of every person, the importance of serving the common good and the sustainability of Earth are at the foundation of the hospital's daily practice.

OUR 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.

HEALING THE COMMUNITY

Saint Francis strives to fulfill its Mission in many ways. Hospitals will always be a place people go when they are sick, but in recent years, their role has expanded to that of community resource for the promotion of good health. Saint Francis is no exception; the hospital devotes significant resources to engaging and educating the community in the pursuit of healthful living. In 2015, Saint Francis Hospital and Medical Center contributed over \$104 million in benefits to the community.

The Curtis D. Robinson Center for Health Equity is the prime example of Saint Francis' commitment to both its historic Mission and the newer concept of hospital as champion and promoter of the health of its community. The center is a resource for both the community and the health care system to improve health equity through community engagement, education and training; health advocacy and health care systems change. This innovative model of a dedicated Health Equity team within a hospital system highlights the commitment of Saint Francis to help those most affected by health disparities. The center collaborates with neighborhood organizations, caregivers, health professionals, researchers, foundations, state agencies and others to eliminate health disparities in communities served by Saint Francis Hospital and Medical Center.

This Mission will help ensure health, well-being and improve outcomes by providing better access to less complicated services and eliminating barriers to quality care. This is our version of implementing the Triple Aim of

Healthcare, a set of widely accepted public health goals that emphasize improved outcomes, increased satisfaction and lower cost.

MORE THAN A CENTURY OF CARING

From the beginning, Saint Francis Hospital served on the front lines against outbreaks of then-deadly infectious diseases, from typhoid fever to influenza, and later, polio in a facility that housed 32 patients in a ward. Much has changed since then. Today, Saint Francis Hospital and Medical Center fights newer but no less serious threats to health: cardiovascular disease, cancer, lung disease, diabetes, to name just a few. And it has grown to be New England's largest Catholic hospital, with 617 licensed inpatient beds, 65 bassinets and five centers of excellence that embrace patients at every stage of life (see Appendix 1).

AN EYE TO THE FUTURE

While Saint Francis strives to honor the legacy of the Sisters of Saint Joseph through its Mission of compassionate care, the hospital is hardly focused on the past. Saint Francis is continually looking ahead to anticipate better ways to deliver that care in a rapidly changing environment. The result is a patient-centered model of care designed to produce a patient experience of the highest measurable quality.

In 2015, Saint Francis Care and its affiliates were acquired by Trinity Health, one of the largest health care systems in the nation, and more importantly, an organization whose Mission and values are an ideal match for the hospital. The resources and benefits available to Saint Francis as a result of the

acquisition have positioned the hospital and its affiliates to respond nimbly to the changes in health care that the future will inevitably bring.

THE CHNA: A METRIC AND A MISSION

The federal Patient Protection and Affordable Care Act, passed into law in 2010, requires hospitals to conduct a Community Health Needs Assessment (CHNA)—a periodic evaluation of the health needs of the community they serve. The CHNA may be a modern-day metric, but it fits easily into Saint Francis' ongoing efforts to be a center of healing for its local and regional communities.

Saint Francis Hospital published its first federally mandated Community Health Needs Assessment in 2013 in partnership with the City of Hartford Department of Health and Human Services and the other Hartford-based hospitals. For this 2016 Community Health Needs Assessment the partners agreed to use the Centers for Disease Control's Health Investment Model. This approach affords an opportunity for ongoing assessment of the community's needs; focuses on community transformation and paves the way for the development of strong partnerships.

V. PROGRESS SINCE THE 2013 COMMUNITY HEALTH NEEDS ASSESSMENT: SOME GOOD NEWS, IN INCREMENTS

He never had any trouble breathing until he moved north a few years ago. Maybe it was the climate—so different from what he had known back home. Or maybe it was that old furnace in his uncle's apartment building. One day he felt his chest getting tight—and then it was hard to breathe. His uncle had gotten him to the hospital and they had given him a breathing treatment. And, then he could breathe again.

They gave him inhalers and a prescription for more, but sometimes he forgot them when he went out.

When he had another attack, this time at work, he had gone to the hospital again. The doctors there knew exactly how to ease his symptoms, and anyway, he didn't know where else to go. The Emergency Room seemed like a safe place—a good place—and as his attacks became more frequent, he would go there more often.

Then one time, they told him there was a better way to deal with his asthma. He was assigned a caseworker who helped him find a private doctor and sign up for health insurance to pay for his inhalers and other costs. She walked him through how to deal with the whole thing. And she checked in with him regularly to be sure he was remembering his inhalers and taking his asthma meds, so he wouldn't have to go to the Emergency Room. He was good with that.

The Affordable Care Act's CHNA mandate does not stop with assessment. It also requires hospitals to follow up with a strategic plan to address the needs identified.

In 2013, four goals were identified as priorities for the Saint Francis Hospital Implementation Strategy for Community Benefits. Three years later, here is a progress report:

GOAL 1: IMPROVE COMMUNICATION BETWEEN HEALTHCARE PROVIDERS AND PATIENTS

The Relationship-Based Care program continues to provide high-quality training and support to Saint Francis staff with a focus on cultural change that emphasizes respect. In addition, the Diversity Collaborative Team continues to offer free, rigorous cultural competency training and has embarked on a project to modify the hospital environment to signal inclusion for all patients who come through the door.

The Language Services Program (3+1) is now in effect throughout the entire hospital and its offsite locations. During FY2015, over 15,000 patients and their caregivers took advantage of the improved communication offered by this resource. The hospital now spends over \$300,000 annually to support this program, which includes a new initiative to train bilingual staff who can assist with interpretation. Thus far, 25 staff members have been trained to serve as qualified interpreters.

GOAL 2: ADDRESS STRUCTURAL BARRIERS

Initiatives to support patients with complex health needs and to assist with transitions of care are underway. Navigators (professionals whose job is to help patients coordinate their health care) are now working with the Physicians Healthcare Organization, the Curtis D. Robinson Center for Health Equity, the Department of Surgery and the Cancer Center. These navigators support, advocate and coordinate patient needs. Two initiatives have shown particular success:

- The Emergency Department (ED) developed a partnership with Community Solutions, an international non-profit active in Hartford. The department analyzed ED visits and identified patients who used its services most frequently for conditions that had the potential to be managed more economically in other settings. Community Solutions assigned a case manager to a subgroup of the frequent ED users, assisting them with navigating the various barriers to care outside the ED on an ongoing basis, resulting in a 50 percent reduction in ED visits by this group of patients during the first year of implementation. The case manager served as go-between in communications with medical providers, helped with transportation and worked with clients to adhere to prescribed treatments.
- Saint Francis Hospital and Medical Center played a role in the expansion of health insurance enrollment in Connecticut. Thanks to a partnership between the hospital and Access Health CT (the state insurance exchange, which was established as a result of the

Affordable Care Act), financial assistance counselors from Saint Francis educated over 800 people about health insurance enrollment during the most recent open enrollment period. According to Access Health CT, the percentage of uninsured residents in Connecticut was cut in half from 8 percent to 4 percent in the past three years.

GOAL 3: FOCUS ON SPECIFIC CLINICAL AREAS OF NEED

Saint Francis clinical services include programs that are designed to address diseases known to have a significant impact on the health of those living in its service area. For many of these illnesses, preventive services and support for behavior change can affect the incidence of these diseases.

Some highlights in this area include:

- Development of a comprehensive protocol for smoking cessation in the Behavioral Health Unit, which helps patients quit smoking during hospital stays.
- An increase in the types of prevention screening provided in the community, including: cholesterol, diabetes, prostate cancer, lung cancer, high blood pressure and early childhood development. More than 3,500 people have been served by these programs in the past year.

GOAL 4: TARGET SOCIAL DETERMINANTS OF HEALTH

Saint Francis addresses the social determinants of health largely through partnerships with community organizations that have experience and knowledge about how to engage residents and influence systems for positive change.

Partnerships include the Asylum Hill Neighborhood Association (in an effort to increase affordable housing), the Blue Hills Civic Association and the Urban League (to address issues related to employment for youth), Community Solutions in connection with Harriott Home Health Services (to address cultural and logistical barriers to health care access) and Malta House of Care (to provide care to those who do not qualify for health insurance assistance).

Although progress has been made, the needs of the community served by Saint Francis Hospital continue to be significant.

The CHNA 2016 is intended to identify these needs and develop priority areas of focus.

VI. A BROAD AND DIVERSE SERVICE AREA

He was born at Saint Francis, and he had lived all of his eighty-four years in the city of Hartford, except, of course, for the time he spent in the service. It was his city, and he had never given a thought to living anywhere else. It had changed a lot since his youth, as people became established and moved up and newcomers moved in. A lot of his neighbors had moved to the suburbs long ago, but he was a city boy. He liked the mix of people, all going their different ways. When he struck up a conversation, he liked hearing about where they came from. He liked overhearing bits of foreign languages in the streets. He even liked the bustle of traffic.

He thought of Saint Francis as “his” hospital. All three of his kids had been born there. They lived in the suburbs now, but when it was time for the grandkids to come into the world, they had made their debuts at Saint Francis. These days he visited Saint Francis for a different reason—his diabetes. His kids drove him when they could, and when they couldn’t, he took the bus. It took a while to get there by bus, but he thought of it as another opportunity to enjoy the sights and sounds of his city.

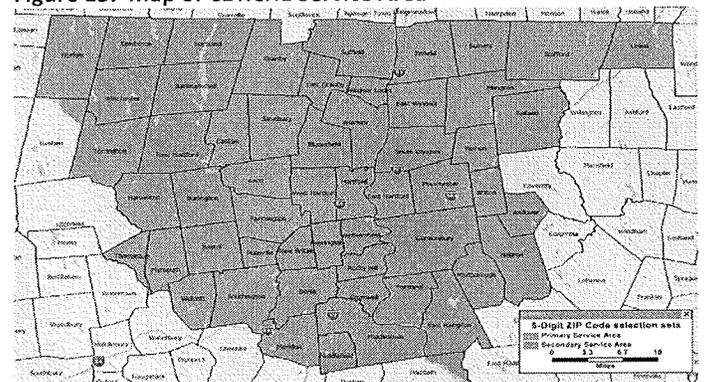
Saint Francis Hospital and Medical Center’s service area comprises urban, suburban and rural communities that together form a rich and complex mixture of highly diverse populations—a rainbow spectrum of races and ethnicities, and a huge range of socioeconomic categories.

Its primary service area includes 18 towns and corresponds largely with the Greater Hartford region. This area includes towns north of Hartford, including Enfield, where our affiliated Care Partner and fellow Trinity Health – New England member Johnson Memorial Hospital is located (see Figure 15, Map of Service Area). A separate CHNA has been completed by Johnson Memorial Hospital, and its available on their [website](http://www.jmmc.com/jmmc/about/communityhealthneeds/).

<http://www.jmmc.com/jmmc/about/communityhealthneeds/>

Seven of these communities have at least 1,000 annual patient discharges (see Table A). Further information can be found in Appendix 4.

Figure 15: Map of CDRCHE Service Area



Source: Saint Francis Hospital Planning Department 2016

Table A

Table A Comparison of Primary Service Area Communities with at least 1000 Annual Hospital Discharges.				
TOWN	ANNUAL DISCHARGES	POPULATION/ DENSITY	MEDIAN AGE	MEDIAN HOUSEHOLD INCOME
HARTFORD	6912	7204	30	\$29,313
EAST HARTFORD	2236	2845	38	\$50,355
ENFIELD	1622	1343	41	\$68,168
BLOOMFIELD	1463	790	48	\$73,519
MANCHESTER	1424	2126	35	\$63,198
WINDSOR	1350	987	43	\$79,244
WEST HARTFORD	2112	2902	42	\$84,092

The hospital's secondary service area includes 14 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 Hospital than any other municipality.

Primary and Secondary Service Areas Graphic

Who We Serve		
The primary service area of Saint Francis Hospital includes the 18 towns that are a part of the Greater Hartford Capitol Region		
Bloomfield	Manchester	Suffield
Bristol	New Britain	Vernon
East Hartford	Newington	West Hartford
Enfield	Rocky Hill	Wethersfield
Glastonbury	Simsbury	Windsor
Hartford	South Windsor	Windsor Locks

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.

It is also clear from this comparison that Hartford is much poorer, younger and more densely populated than the surrounding towns. Not surprisingly, the highest numbers of patients seen at Saint Francis Hospital are from Hartford, in part due to the location of the hospital, its long history of providing services and the needs of Hartford residents. Given this inequity and the percentage of Saint Francis patients who are from the city, this CHNA has a significant focus on Hartford data and the critical health needs facing its residents.

HARTFORD: CITY OF CONTRASTS

Saint Francis Hospital and Medical Center campus is located in the city of Hartford, which is also the largest municipality in its coverage area. The city is best known as both the capital of Connecticut and as a center of the insurance industry (some call it the Insurance Capital of the World).

Located on the Connecticut River, the city became a center of trade, and goods were carried by ship in and out of the port from all around the world. Risky ocean transport gave rise to its famed insurance industry, a major presence in the city to this day. Homegrown industries thrived in Hartford as well. But many other elements have gone into the making of the city.

Hartford is a city of culture, home to the Wadsworth Atheneum, the nation's oldest public art museum; Bushnell Park, the nation's oldest public park and several other artistic and cultural organizations. Opera, symphony, theater and sports all contribute to the city's cultural life. In addition, Hartford is dotted with churches and faith-based organizations of varied denominations and sizes.

A MULTI-FACETED CITY

Today, the major employers in the Greater Hartford region include United Technologies, Hartford Financial Group, Chase Enterprise, St. Paul Travelers Insurance, Hartford Hospital, Aetna, Bank of America and Saint Francis Hospital. Most of those who work as professionals for these corporations do not live in the city; they reside in more

affluent surrounding communities that make up Saint Francis Hospital’s secondary service area.

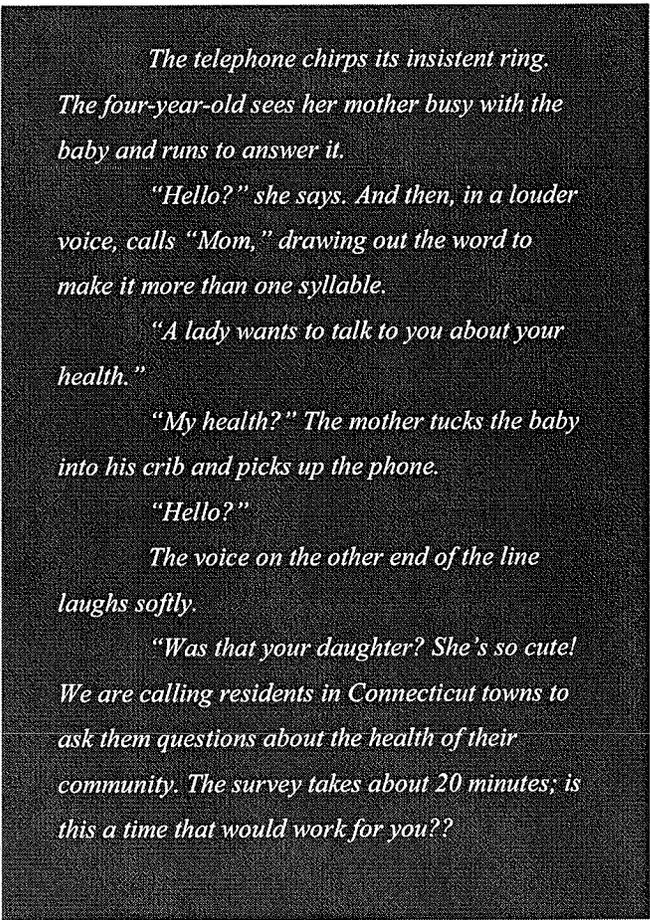
Hartford’s population of 125,000 is composed of all races and myriad ethnicities. Some 44 percent of its citizens are Hispanic/Latino and 35 percent Black/African American, with subgroups that include refugees and immigrants from Africa, Eastern Europe, the Middle East, Asia, South America and the West 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, as compared to 22 percent and 15 percent 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, assimilation of new immigrants, education and historic preservation.

The city’s 18 acres are dotted with green space—more than 20 parks of all sizes, which provide a respite from the commotion of the urban environment.

VII. THE CHNA PROCESS: A REVIEW OF EXISTING DATA AND MEASUREMENT OF COMMUNITY PERSPECTIVE



*The telephone chirps its insistent ring.
The four-year-old sees her mother busy with the baby and runs to answer it.
“Hello?” she says. And then, in a louder voice, calls “Mom,” drawing out the word to make it more than one syllable.
“A lady wants to talk to you about your health.”
“My health?” The mother tucks the baby into his crib and picks up the phone.
“Hello?”
The voice on the other end of the line laughs softly.
“Was that your daughter? She’s so cute!
We are calling residents in Connecticut towns to ask them questions about the health of their community. The survey takes about 20 minutes; is this a time that would work for you??*

Saint Francis’ 2016 CHNA is based on an iterative community engagement and data collection strategy that began in July of 2015 and continued for the next nine months (see Diagram 1). The process commenced with the identification of a team

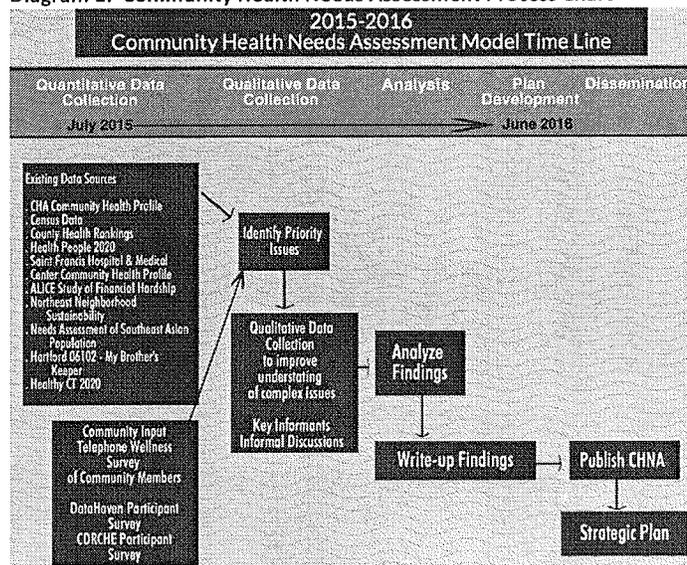
representing health care, community development, government and local groups and community foundation agencies. Work officially began with an agreement among these groups to review existing data sets; to engage DataHaven (a nonprofit data-collection organization specializing in public health) to complete telephone interviews of community residents; to involve program participants and conduct interviews and discuss priorities with “Key Informants” (community leaders and leaders of partner agencies, see Appendix 2).

the health of the Hartford Region. The team collected data at the local level to facilitate and identify *where* the greatest needs are concentrated and gathered information from collaborative partners through Key Informant interviews to maximize *who* should be included for collective impact. The resulting assessment will serve as a starting point to develop data-driven goals and strategies on *how* to address the needs that have been identified.

Findings from the CHNA will be used to develop a balanced portfolio of interventions in the areas of:

- Socioeconomic factors and the physical environment
- Health behaviors
- Clinical care

Diagram 1: Community Health Needs Assessment Process Chart



Mary Stuart, Saint Francis Hospital, 2016

All aspects of the information-gathering process were designed to reach beyond the walls of the hospital to get answers to the questions: *Who? What? Where? How?* Throughout, the emphasis was on significant community input—in the form of telephone interviews with community members, surveys of program participants, informal discussions with community leaders and interviews with Key Informants to gain a better understanding of *what* is affecting

ANALYSIS OF EXISTING DATA SETS

The CHNA research team consulted existing data sets from a variety of sources, including (See Appendix 3 for list of website addresses):

The ALICE Study of Financial Hardship Report was based on 2012 data and commissioned by the Connecticut’s United Way organizations. The study, carried out by the Rutgers University-Newark School of Public Affairs and Administration (SPAA), utilizes substantial community social and economic data to calculate indicators of financial viability and marginality, such as the “ALICE Threshold.” ALICE is an acronym for Asset Limited, Income Constrained, Employed; the ALICE Threshold is “the actual cost of basic household necessities on a per county basis,” i.e., the adequate survival level above the federal poverty guidelines. This metric provides a more realistic assessment of the “working poor.”

Data are provided for the state, by county and major municipal areas, including Hartford.

The Northeast Neighborhood Sustainability Plan – Health Impact Assessment (2014) is the result of a remarkable initiative comprising community organizing, assessment and plan development, led by community residents and stakeholders in Hartford’s impoverished North End. This plan was drafted under the direction of Community Solutions, an international non-profit active in Hartford. It identified community concerns and local resources and mobilized stakeholders to collectively address social determinants known to affect health problems characteristic of the area, such as street safety, deteriorating public and private infrastructure and green spaces, a lack of recreational opportunities and high unemployment.

Needs Assessment on the Southeast Asian Population in Connecticut (2014) was conducted by the Asian Pacific American Affairs Commission. The report presents data from a cross-sectional, face-to-face survey with 300 Asian Pacific residents of Connecticut (100 of Laotian origin, 100 Vietnamese and 100 Cambodian). Extensive data on demographics, health issues, health access were collected.

Hartford 06120 (2015) is a report generated by the My Brother’s Keeper/Violence Free Zone Coalition. The report details the community assessment, program development and preliminary outcomes of the coalition’s efforts to support education, foster employment opportunities and reduce

violence among Hartford’s North End youth. Data presented include a demographic profile and data on employment, educational attendance and graduation and violent injury data. The report concludes with recommendations for sustaining and enhancing the programs developed by the coalition.

Healthy Connecticut 2020: State Health Assessment report (2014) was developed by the Connecticut Department of Public Health with the assistance of the Connecticut Health Improvement Planning Coalition’s Advisory Council. Data was compiled from an abundance of sources from the past year and decade, including 2010 census data, statewide hospital data and numerous other state reports. Seven focus areas were described: maternal, infant and child health; chronic diseases and their risk factors; infectious disease; mental health, alcohol and substance use; injuries and violence, environmental risk factors and health system data.

The Saint Francis Hospital and Medical Center Community Health Profile (2015) was provided by the Connecticut Hospital Association. This document summarizes hospital admissions and related data for the Saint Francis service area, with statewide comparisons extracted from data annually reported to the CHA by most hospitals in the state. The report features a demographic and social profile, summaries and key insights concerning 13 “leading health indicators.”

COMMUNITY INPUT SOURCES

The CHNA research team used multiple techniques to engage community member input, including a comprehensive randomized telephone survey, a written participant survey, interviews and informal discussions with “Key Informants” (community leaders and leaders of partner agencies).

The 2015 DataHaven Community Health and Wellbeing Survey was conducted by DataHaven, a nonprofit public service organization, and was supported by over 100 state and local government, health care, academic and community partners. DataHaven’s Mission is “to improve quality of life by collecting, interpreting and sharing public data for effective decision-making.” The organization designed and conducted a telephone survey that collected information from a sampling of 16,820 residents of Connecticut and several zip codes in Westchester County, New York state. The sample was drawn with a random-digit dialing methodology and included subjects from all 169 Connecticut towns. Questions derived from a variety of standard surveys yielded data on residents’ perceptions of their wellbeing, quality of life, neighborhood, employment and public health. The raw data and weighted data aggregated by various demographic variables are available online. This study represents an enormous resource for health care and social service agencies throughout Connecticut.

The Curtis D. Robinson Center for Health Equity

Participant Survey (2015) generated data by conducting voluntary written participant surveys at public, typically faith-based, health screening events conducted by the center’s staff. Demographic data, checklists of health concerns and access issues were collected in an effort to determine priorities for health education and engagement activities.

“Key Informant” interviews and informal discussions with community leaders were also used to gain insight into issues affecting the health of the community. The CHNA research team conducted qualitative telephone interviews of community leaders. The Key Informants consulted for this study have lived and/or worked in Hartford for decades. Some grew up in Hartford and have worked there all their lives. Others have worked in Hartford for decades. Most have been working in the public health field for 10 to 20 years. Participants were from community-based organizations, such as the Hispanic Health Council, Food Share and the YMCA, while others were from public health agencies, such as the Department of Health and Human Services.

The CHNA research team also engaged with leaders of partner organizations about priority health issues and how to have a positive impact on those they serve.

VIII. CHNA FINDINGS: A MODEL FOR UNDERSTANDING HEALTH NEEDS

They had gotten together over lunch for one of their periodic catch-up sessions. It was easy to feel burned out in this kind of work and sometimes it was just good to talk to someone who understood the challenges. The pair had known each other since their school years, and both had gone into social services. She worked with a public health agency and he was from a youth services program. The modest conference room at her office wasn't being used, so they opened their bag lunches on the table and dug in.

"I have one case that's just so hard," she said. "The father has been out of work for two years. He's hypertensive and he just had a heart attack. No wonder he's also depressed. The mother works part-time and does all of the housework. When I've been to see the father on home visits, the kids are acting out, showing signs of stress."

"That's so typical," he said. "Kids might not be able to express it in words, but their behavior will always tell you when there's stress at home. Were they there when he had the attack? Having a sick parent is hard for a kid."

I don't know where he was," she said. "But even if they weren't with him, it's devastating. Now he's supposed to be on his diet, but it's hard for him to stick to it, because their SNAP benefits typically run out a few days before the end of the month, and anyway, the only place

that sells food in their neighborhood is a convenience store. That's a minefield for a hypertensive cardiac patient! The supermarket is across town, at the beginning of the month she pays for bus fare or a taxi to get home after she stocks up on groceries. She's got it down to a science, but she still winds up at the pantry at the end of the month—and whatever's there is there—salty canned foods, like canned ham and mac 'n' cheese.

"It all comes down to money," he replied. "Everything—what you eat, where you live, the quality of the school your kids go to. And any little hiccup—things that middle class people in the 'burbs wouldn't think twice about—can be a crisis. I had a kid whose brother threw one of his sneakers down the sewer. So he didn't go to school for two weeks because he didn't have shoes. The family had just enough money for rent and food. They're fairly new in town and the parents don't speak English well, so they didn't know where to go for help. When I found out about it, I got the kid a pair of sneakers—and some boots for the snow. But by then he had already missed two weeks of school. Oh, and they don't have a working phone, so when the school tried calling, they couldn't get through. Money again."

"It's really heartbreaking," she replied.

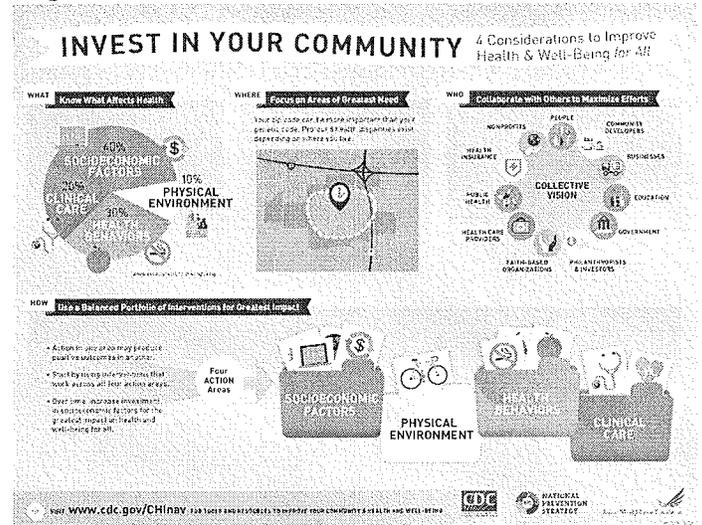
Barriers to good health have a disproportionate effect on those who live in poverty, and those barriers fall into several broad categories. The federal Centers for Disease Control and Prevention (CDC) created a framework that defines the elements of good health and published this framework as an infographic titled “Invest in Your Community: 4 Considerations to Improve Health and Wellbeing for All” (see Diagram 2).

Data collected and reviewed by the CHNA team was analyzed using a modified version of the CDC’s framework. This model is organized to focus the findings into categories that impact health.

- Socioeconomic Factors and Physical Environment, which account for 50 percent of the health “pie”
- Health Behaviors, which account for 30 percent
- Clinical Care, which accounts for 20 percent.

(Note that the CDC model considers socioeconomic factors and the physical environment as two separate elements of good health; however, the Saint Francis CHNA team chose to consider them together, as they are often interdependent.)

Diagram 2



CDC Graphic: Diagram 2: Invest in Your Community

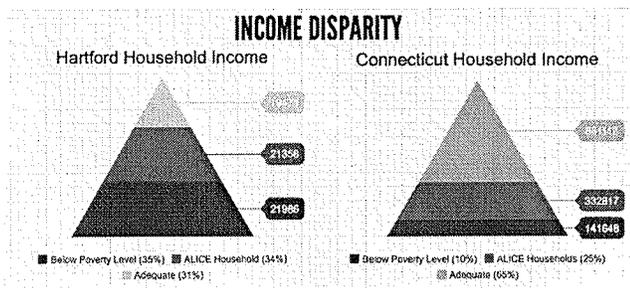
SOCIOECONOMIC FACTORS AND PHYSICAL ENVIRONMENT

Good health owes to a combination of factors: genetics, lifestyle, environment, medical care, education and, most importantly, place. Where you live is the greatest predictor of what how healthy you will be. People are born with their genetic makeup, but the other factors that contribute to health depend on resources like a good education, a safe neighborhood, employment opportunities, affordable housing, appropriate medical care, community support and an environment that allows for good lifestyle choices, these factors are known as the “social determinants” of health. The Key Informants consulted for CHNA 2016 had much to say about the socioeconomic factors impacting health, as did the quantitative demographic and public health sources analyzed.

Income, Employment and Poverty

The data about poverty in Hartford is dramatic. When combined, the numbers of households living below the federally defined poverty level *and* those living at the ALICE Threshold (Asset Limited, Income Constrained, Employed) reveal that only 31 percent of Hartford households had adequate income, compared to statewide figures of 65 percent of households with adequate income (see Figure 1). The DataHaven survey found that the median household income for Hartford is \$29,313; less than half that of the state average of \$69,899.

Figure 1: Income in Hartford and Statewide



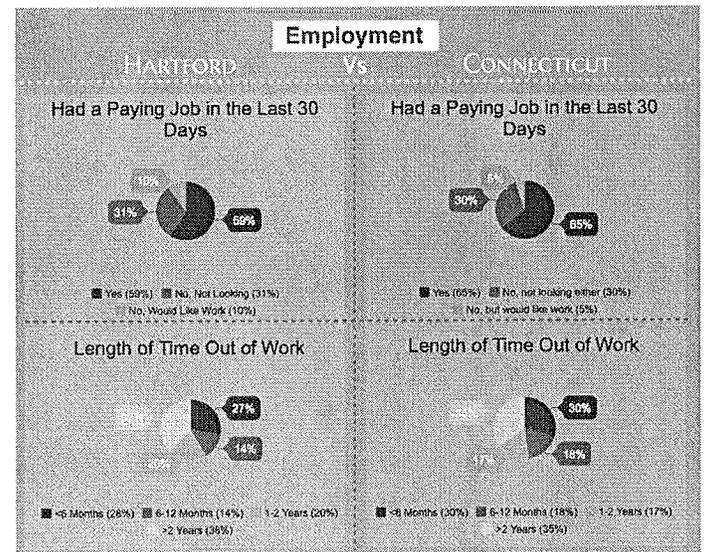
The ALICE report, coordinated by the Connecticut United Way organizations, measures the percentage of families who are financially insecure and may be unable to pay for their families' basic needs, which are: housing, child care, food, health care, and transportation. As shown above, two-thirds of Hartford's residents struggle to pay for their basic needs.

Many interviewees said that access to the resources needed for good health is based on economics—specifically, on an individual or household's income. Good lifestyle choices are easier to make when there is enough income available to follow through on them; healthful environments are likewise more easily accessible when an individual or household has the income to afford them. Time and again, the Key Informants consulted for this CHNA cited poverty and/or low income as a significant barrier to a healthy community. "When

it comes to poverty, you have very, very limited opportunities and options and that absolutely, directly impacts who you are, how you are and your overall wellbeing," said one.

Nor does Hartford's overall employment rate fare well when compared to that of the state as a whole. Some 59 percent of Hartford residents held jobs during the 30 days prior to the survey, as compared to 65 percent statewide. And twice as many Hartford residents were actively seeking employment as residents of the state as a whole (see Fig 2).

Figure 2: Employment in Hartford and Statewide



Source: DataHaven Community Health and Well-being Survey, 2015

Twice as many people are looking for employment in Hartford compared to the state overall.

Some of the Key Informants for this CHNA maintained that poverty is the underlying factor to all the other barriers to health, and said that it impacts all aspects of life and makes it difficult for individuals to meet their basic needs. As one person said, "It affects everything." Another Key Informant

summed up the issue of poverty and its global impact on the quality of life by saying, “The barriers that have been identified [education, employment, and safety]. . . are really about opportunity and resources. . . . It’s a lot more challenging and difficult for individuals to be able to secure employment that is actually able to sustain a quality of life for them and their families.”

EDUCATION

Clearly, the level of educational attainment is correlated with employment and poverty, which determines where children live and, in turn, which schools they attend. One Key Informant put it like this: “In a larger sense, it’s a city that is so poor, it has less of a tax base and that impacts city services, so then it impacts the education system. So it creates, in a sense—I hate to say a cycle of poverty ’cause I hate the way that usually is used—but in this sense, poverty impacts the city’s ability to turn the situation around unless larger systems are changed in a much more fundamental way.”

Only 70 percent of Hartford residents over age 25 have a high school diploma, as compared to 90 percent of state residents. Additionally, just 5 percent of city residents complete college, compared to 37 percent of residents throughout the state. Data from *Hartford 06120* by the My Brother’s Keeper/Violence Free Zone Coalition highlights the issue of chronic absenteeism, which affects the rate of graduation. In the Northeast neighborhood, between 30 and 65 percent of students are absent from school each day. If this were due to illness, it would be seen as an epidemic.

UNSAFE NEIGHBORHOODS

Violence and neighborhood safety have a direct impact on health in areas of Hartford. Some of the residents surveyed noted that they feel unsafe in crosswalks and walking on sidewalks, while others bemoaned the lack of bike lanes. Even more reported feeling threatened walking the streets in their own neighborhoods (see Figure 3). Indeed, homicides and physical violence are a frightening reality in some areas. In 2015, Saint Francis had 2,985 Emergency Department visits and 225 inpatient admissions resulting from attempted homicides and intentional injuries. *Hartford 06120*, the report by My Brother’s Keeper/Violence Free Zone, noted that the city’s homicide rate increased from 15 murders in 2014 to 31 homicides in 2015. A survey by the Curtis D. Robinson Center for Health Equity found that 46 percent of Hispanic respondents had been “impacted by violence” (see Figure 4). This finding is supported by data from the National Center for Children in Poverty, which found between 25 and 90 percent of children and youth experience events that leave them traumatized.

Trauma has a disproportionate effect on members of minority groups. Using statistics from the Saint Francis Hospital Trauma Registry and Medical Center, *Hartford 06120* reported that in 2015, 75 percent of its trauma patients were black/African American; 18.5 percent were Hispanic and 7.3 percent were white or “other.”

Figures 3 & 4: Hartford Neighborhood Safety Concerns and Violence in Hartford

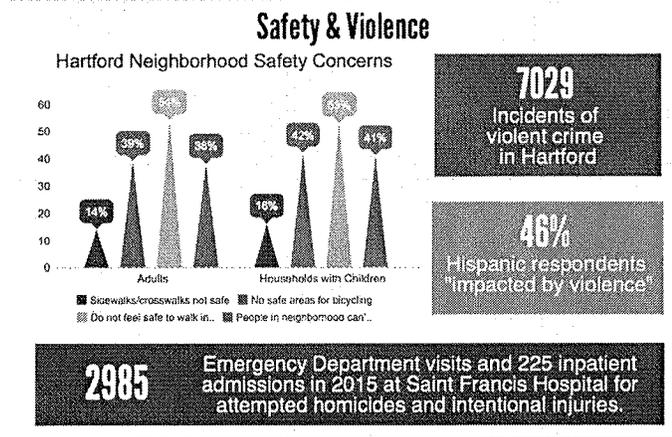


Figure 3 Source: DataHaven Community Health and Well-being Survey, 2015. Figure 4 Source: Northeast Neighborhood Community Solutions Report, 2010 data. Connecticut Hospital Association CHME report. Curtis D. Robinson Center for Community Health Equity Survey.

For some Hartford residents, violence seems to be something they know and live every day. One Key Informant put it this way: “We get a lot of the gunshot victims. So after the gunshot, they’re going home paralyzed, same home, same neighborhood, same idea that violence may be the answer. The nurse goes in and makes a home visit and it is in this environment where they’re plotting and planning that you’re not even certain if you’re safe.”

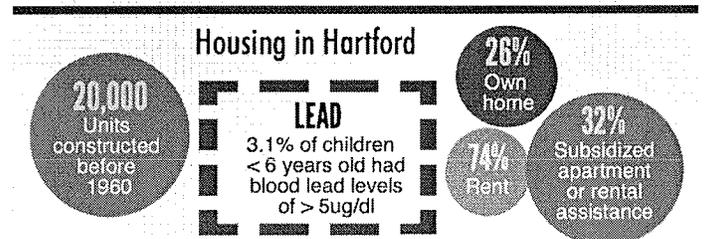
Housing

Housing is a basic human need, and one that contributes to health in innumerable ways, both directly and indirectly. As one of our Key Informants noted, “You may have the most wonderful hospital in the world, but if people are going home to houses that are not properly heated, or going to poison them because of lead, or in neighborhoods where you worry if you send your children outside, then it’s not a healthy community.”

Some 20,000 housing units in Hartford were constructed prior to 1960, according to *Healthy Connecticut 2020* (see Figure 5). Older housing brings with it an assortment of threats to health that range from deteriorated conditions to insufficient heat to high levels of lead. In Hartford, over 3 percent of children less than age 6 have blood lead levels over 5 µg/dl² which puts them in the 97th percentile as compared to national lead levels.

One Key Informant commented that for some city residents, being able to afford any housing at all remains a challenge. Lacking enough income and/or consistent income, “they jump from one housing place to another,” resulting in a lack of stability and continuity in other areas of life, including their health care, the informant said. Home ownership in Hartford is very low, at 26 percent, compared to a state average of 67 percent.

Figure 5: Facts about Housing in Hartford



Sources: Connecticut Department of Public Health, *Healthy Connecticut 2020: State Health Assessment 2014*. Connecticut Department of Public Health, Child Lead Levels 2015. DataHaven Community Health and Well-being Survey 2015

DataHaven developed a “Housing Insecurity Rate” which is made up of a set of questions that measure the cost of housing compared to income; rate of home ownership; satisfaction with current housing; length of residency and plans for

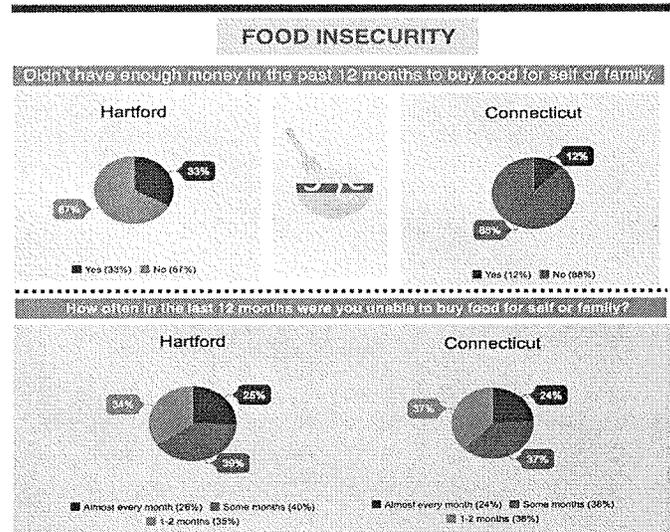
continued residency. The rate of housing insecurity in Hartford is 12 percent, twice that of the state overall. This lack of housing stability impacts both physical and emotional health and is inextricably linked to poverty.

As one Key Informant said, “Poverty impacts housing; if folks don’t have a sustainable job and a sustainable income, they jump from one housing place to another and especially for the young children, it doesn’t create the kind of stability that is needed.”

Food Insecurity

Food insecurity—the lack of regular access to a high-quality, varied and healthful diet, or worse, the lack of regular access to any food at all—is common in Hartford. More than one-third of residents surveyed reported lacking enough money to feed themselves or their families at some point in the 12 months prior to the survey, and of those, 25 percent said this happened repeatedly (see Figure 6). “People who are below poverty [level] tend to need food assistance all the time,” said one Key Informant. Those who are working but still, as the Key Informant said, “‘near poor,’ are not necessarily eligible for any government assistance, but they’re not making enough money to pay all their bills. That makes them food-insecure.” Even for those who can buy food, the availability of *healthful* food is yet another challenge, especially for people who must rely on mass transportation and live in neighborhoods without supermarkets where fresh produce and other healthful choices are available. “You have the mom-and-pop stores and the bodegas, but when we talk about access to healthy foods and vegetables, you don’t see that in Hartford.”

Figure 6: Not Enough Money for Food: Hartford and Statewide



Source: DataHaven Community Health and Well-being Survey, 2015

In Hartford, over one-third of residents surveyed report not having enough money to feed themselves and their families. Of the people who don’t have enough money for food on a regular basis, 25 percent don’t have enough food almost every month. Children were living in over 30 percent of the homes that reported inadequate money for food. Compare this to Connecticut as a whole, where just over 10 percent of residents reported insufficient funds to pay for food on a regular basis.

Transportation

Of those who live in Hartford, only 58 percent indicated they had regular access to a car, as compared to 85 percent in Connecticut as a whole. Access to reliable transportation is correlated with income; low-income residents indicated they had access 33 percent of the time, while upper-income residents had access 92 percent of the time. In Hartford, 25

percent of residents indicated that public transportation is their primary means of getting from place to place. Transportation barriers are also cited as a reason for not going to health care appointments.

HEALTH BEHAVIORS

In the CDC’s model for community health and wellbeing, health behaviors account for 30 percent of the health equation. Health behaviors refer to choices that individuals make with regard to their lifestyle or habits that are known to influence their health. Data about diet and exercise, obesity and substance abuse are included in this section.

Several Key Informants commented that people who face multiple significant challenges--starting with poverty and continuing with the struggles in housing, education, child care, safety and others that result—simply don’t have the bandwidth left over to make health and/or healthy lifestyle choices a priority.

Diet, Exercise and Obesity

The problem of obesity has gained renewed attention in recent years, especially thanks to First Lady Michelle Obama’s efforts to promote healthful eating and exercise. The health risks of obesity have become well known; it has been linked to diabetes, heart disease and high blood pressure.

But despite the widespread publicity about the benefits of a healthy diet and maintaining a healthy weight, making behavioral choices to fight obesity is more of a challenge in

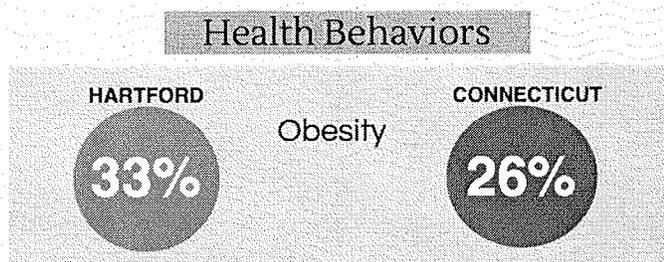
some neighborhoods than others. It’s easier to eat fresh produce on a regular basis when it is available in a nearby supermarket that you can get to in a private car and you have sufficient income. For those who rely on mass transportation, have no local markets that carry fresh foods and can’t afford higher-priced selections, eating for health—a key health behavior—is no easy matter (see Figures 6 and 7).

As one Key Informant said, ““A lot of the general public does not understand the connection between food insecurity—let’s just call it simply someone who’s been hungry—and obesity. They may be eating food because it’s donated food and that’s all they’re being offered. . . . Someone with high blood pressure is eating too much salt because that is what’s donated—a whole lot of canned food. And they’re eating canned food two and three times a day, if that’s what they’re being offered.” Another Key Informant pointed out: “Someone who is working two or three jobs in order to feed their family . . . [has] very little time left in their day to do basic things: go to the food store, prepare a meal, shop, or meal planning. And so they end up needing to do things in the shortest amount of time, which generally means less healthy options.”

The rate of obesity in Hartford is 33 percent, comparable to that of the state of Alabama—which means that the prevalence of obesity among Hartford residents is equivalent to that of the top five states with the highest rates of obesity nationwide. In contrast, the state of Connecticut is ranked 43rd for overall obesity rates.

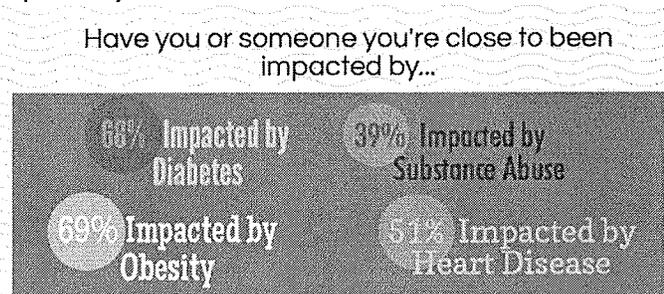
Data from the Curtis D. Robinson Center for Health Equity Participant Survey showed that diseases linked to health-related behaviors impact Hartford residents at alarming rates.

Figure 7: Obesity in Hartford and Statewide



Source: Connecticut Department of Public Health, Healthy Connecticut 2020: State Health Assessment, 2014.

Figure 8: Have you or has someone close to you been impacted by . . .

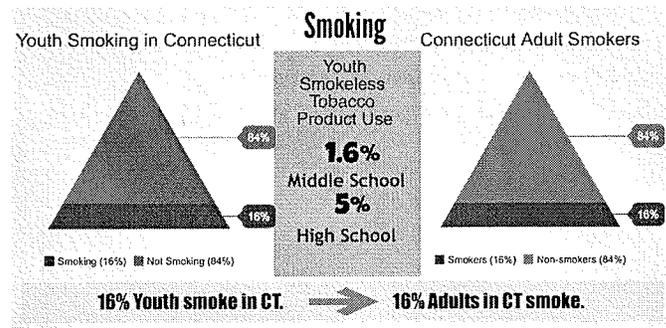


Source: Curtis D. Robinson Center for Health Equity Participant Survey, 2015.

Smoking

Smoking, another individual health choice, causes a spectrum of serious and life-threatening illnesses; it can lead to a host of lung diseases including cancer, as well as cardiovascular disease. Although changes in smoking regulations over the past decade have affected overall smoking rates, the current rates of smoking among youth and adults is similar, highlighting the challenge to further impact this behavior. This is important in part because becoming addicted at a young age makes it harder to quit smoking in adulthood (see Figure 9).

Figure 9: Smoking in Connecticut



Source: Connecticut Department of Public Health, Healthy Connecticut 2020: State Health Assessment, 2014

Substance Abuse

The impact of substance abuse on Hartford residents is significant. As noted in Figure 8, more than one-third of survey respondents indicated that substance abuse is a problem that impacts themselves or their family. For Hispanic respondents, this percentage increased to 46 percent.

Opioid use and abuse of prescription drugs at the national level has increased, and the Hartford region is no different. As noted in Figure 14, alcohol and substance abuse is the number one reason for Emergency Department non-admissions at Saint Francis. The issue of opioid use was also mentioned by health leaders in surrounding towns served by Saint Francis.

CLINICAL CARE

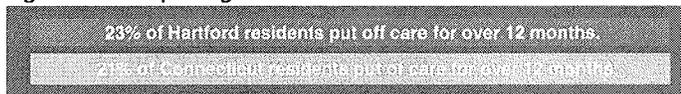
The CDC’s model of community health and well-being identifies one other factor: clinical care. Clinical care encompasses all the many kinds of healthcare that modern society relies on, from preventive care to treatment, from everyday illnesses to serious, chronic conditions, from mental health care to dental care and more.

Access to providers and necessary preventive treatment is the foundation of clinical care. Yet, the data collected for this CHNA showed that, as with the other aspects of the CDC model, socioeconomic barriers can and do interfere with access to care.

Socioeconomic Barriers to Care

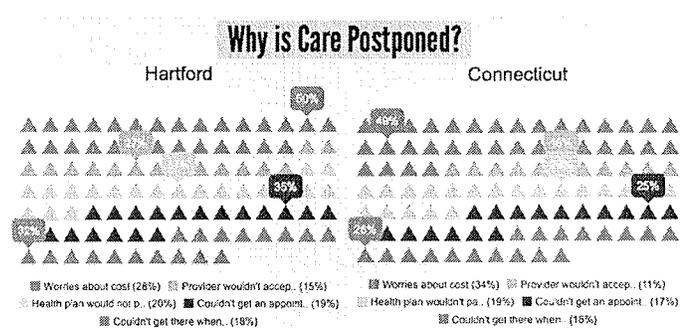
The Affordable Care Act has done much to ensure that citizens can enroll in a health insurance plan, but it is only part of the equation. As with food insecurity, lack of money and reliance on public transportation can limit access to care, and so can the parameters that are set by health insurance plans: copays, referral policies and specific “in-network” providers. Finally, providers’ business hours might not match clients’ needs (see Figures 10,11,12). All of these socioeconomic realities can result in people postponing needed clinical care.

Figure 10: Postponing Care



Source: DataHaven Community Health and Well-being Survey, 2015

Figure 11: Why Care is Postponed



SOURCE: DataHaven Community Health and Well-being Survey, 2015

Access to care continues to be a problem in both Hartford and the entire state of Connecticut. Over 20 percent of residents report delaying care in the past year, primarily due to finances and insurance problems. Remarkably, in a city with a relatively high density of health care facilities, 35 percent of residents could not get an appointment in a timely fashion and 32 percent couldn't get to the facility when it was open.

Cultural Barriers to Care

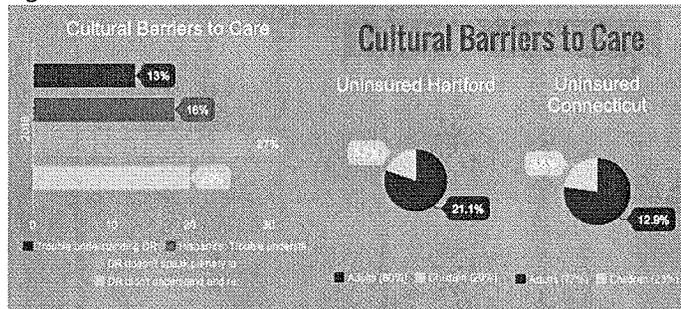
Hartford is diverse, and many of the people interviewed said that health care practitioners do not know enough about the population they serve to provide quality care (see Figure 12). Something as seemingly simple as providers speaking the same language as their clients can make all the difference; if a patient doesn't understand follow-up instructions, there's a good chance the clinical visit will not have the intended outcome.

“I still think that there are pockets of population that—I believe—are completely disconnected from the concept of health,” said one Key Informant. “Thinking about the population we serve, it was a linguistic barrier, and economic barriers that prevented optimal health. I also think when they did access health services, more often than not they perceived—or they experienced—racial bias.”

In the same way that that providers’ lack of cultural knowledge of their patients gives rise to cultural barriers to care, so too, can their clients’ misunderstandings and mistrust of the health care system.

This point was brought out in interviews with Key Informants. “What it boils down to,” said one Key Informant, “[is that] it’s really about communities not having accessibility for the qualified care that they deserve, and that would include being considerate of their culture and language.”

Figure 12: Cultural Barriers to Care



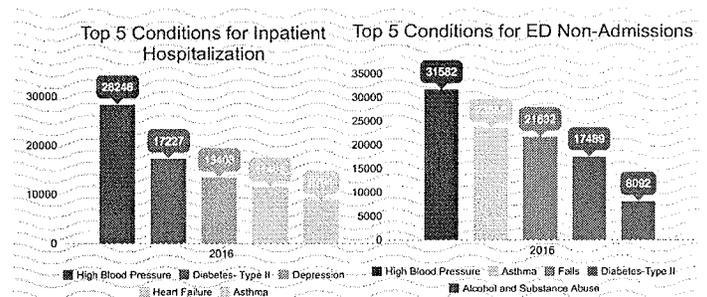
SOURCE: Curtis D. Robinson Center for Health Equity Participation Survey, 2015

LEADING HEALTH CONDITIONS

This CHNA also explored the specific health problems of Hartford’s residents—many of them problems that are exacerbated by both poverty and the barriers to community health detailed earlier.

For example, diabetes is a disease whose control is dependent on at least two of the major barriers to community health (food insecurity and access to clinical care). It was among the top five reasons for both in-patient admissions and Emergency Department non-admissions at Saint Francis. Hospital data also counted high blood pressure, depression, asthma, heart failure, alcohol and substance abuse (see Fig13).

Figure 13: Hospital Use: Saint Francis Service Area: Top 5 Inpatient and Outpatient Diagnoses



Source: Connecticut Hospital Association Saint Francis Hospital and Medical Center Community Health Profile 2015

Community Health Profiles, developed by the Connecticut Hospital Association for the Saint Francis Service Area and for Hartford, reveal significant racial and ethnic differences in the population of these two regions and in the care they receive. The diversity of Hartford is reflected in the profile of patients seen in the ED as noted below.

Cardiovascular Disease

Connecticut is experiencing over 27,000 years of potential life lost due to premature death as a result of heart disease, according to *Healthy Connecticut 2020*. The rates of both high blood pressure and heart disease in Connecticut are approximately 30 percent. Blacks and Hispanics have significantly poorer outcomes than whites.

Cardiac issues can cause a ripple effect that touches every area of life, which is especially hard for those who live in poverty or near-poverty. This, in turn, affects their well-being dramatically. As one of the Key Informants explained, “Any kind of cardiac issue that results in mobility problems impact

your ability to get to your doctors, move around your house, even bathe yourself. It may mean you need help from someone every day.”

Asthma

In Connecticut, 10 percent of adults and 12 percent of children overall suffer from asthma. It is clear when looking at the data more carefully that there are significant disparities in the incidence of asthma in Hartford and the state as a whole, and among different racial and ethnic groups (see Table B).

Table B

Table B Asthma Prevalence in Hartford and Statewide			
	WHITE	BLACK	HISPANIC
HARTFORD	18%	13%	22%
CONNECTICUT	9%	11%	12%

Source: DataHaven, Community Health and Well-being Survey, 2015

Diabetes

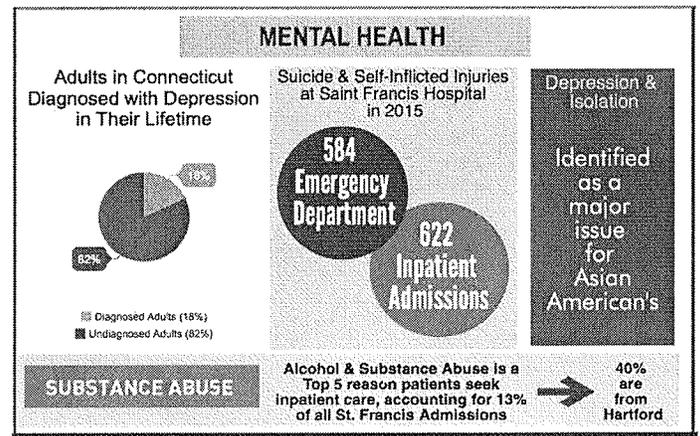
In Connecticut, over 8 percent of adults are diagnosed with diabetes; in Hartford that rate is 12 percent of adults. This represents a significant increase in the past 10 years. Diabetes is often the result of other issues including obesity, limited access to healthful food and lack of physical activity.

Differences are also seen when looking at the data by race. As with obesity, behavior change related to diabetes is a long process and requires that patients remain motivated to make lasting change.

Mental Health

Mental health issues can have a profound effect on quality of life. Depression was among the top-five reasons for admissions at Saint Francis in 2015. The data review and the Key Informant interviews highlight the importance of mental health (see Figure 14). Several Key Informants maintained that it is both a disease that requires care and a barrier to care—and to the challenges of living in poverty. As one Key Informant said, “Integration and collaboration between mental and physical health is critical. People cannot get well if their mental health and their substance abuse issues aren’t addressed.”

Figure 14: Mental Health



Connecticut Department of Public Health, *Healthy Connecticut 2020: State Health Assessment*. Asian Pacific American Affairs Commission, Needs Assessment on Southeast Asian Population in Connecticut, 2014. Connecticut Hospital Association: Saint Francis Hospital and Medical Center Community Health Profile, 2015.

Depression and trauma cut across class, race and geography; however, youth and families of color disproportionately experience trauma. This, according to *Hartford 06120*, the report by My Brother’s Keeper/Violence Free Zone, can lead

to other behaviors that impact the trajectory of a child's life.

For example:

- Truancy, poor academic performance and dropping out of school.
- Frequent encounters with law enforcement and involvement in the juvenile justice system.
- Anxiety and depressive disorders and thoughts of suicide and/or hurting others.
- Difficulty forming trusting and meaningful relationships at home and school, and among peers, with significant others and other positive role models.
- Early initiation of drug use.

As one Key Informant commented, "Mental health is a huge barrier. We have a lot of communities that are suffering with mental health issues. . . . We don't do enough to be able to engage in outreach to these specific communities and tailor it to their cultural and linguistic needs.

IX. GOING FORWARD: MAKING HARTFORD

A HEALTHIER PLACE TO LIVE AND WORK

The warm, sunny day had brought everyone out to the park. The farmer's market was in full swing, the music of a salsa band filled the air, and a gaggle of children danced in front of their makeshift stage.

At the other side of the market, a chef was demonstrating a recipe for a spicy slaw. "It's full of nutrition," she said, handing out samples in tiny paper cups. "And best of all, it's delicious and easy."

Throughout the market, young and old wandered through the farmers' stalls, eyeing the bright greens, vivid reds, and brilliant oranges and yellows of the produce that had been picked that very morning. At one stall, the farmer was selling watermelon. Elsewhere juicy peaches were on offer, along with peppers, carrots, onions, herbs, assorted greens, and even honey. A baker was selling several kinds of fragrant, yeasty breads.

Some of the shoppers paid with cash, but others paid with their vouchers or SNAP cards—and got double the value because they were shopping at the farmer's market. On this day, a health information booth occupied a spot in the market. Nurses were taking people's blood pressure and talking about follow-up care.

Salsa music echoed through the market, putting everyone in a good mood. One couple began to dance. Then another, and then a group of teens joined in. A woman with her arms full of grocery bags had been just about to leave, but she too found herself dancing, still holding her packages. "I can't resist," she said to no one in particular.

A bus rounded the corner and stopped at the bus stop. A half dozen people got off and made their way to the park, headed for the market. A mother and her six-year-old daughter got on. "Cuidado," said the mother, who was carrying bags loaded with fresh fruit, vegetables and bread. "Watch your step."

The six-year old climbed onto the bus; the steps were almost too big for her short legs. Once seated next to her mother, she retrieved a handful of sugar snap peas from the pocket of her jacket and munched on them contentedly. "Mama," she said, "I never knew vegetables tasted so good!"

VISIONS OF A HEALTHY COMMUNITY

Many of the Key Informants consulted during the preparation of this CHNA had strong opinions about the ingredients of a healthy community. These typically focused directly on the socioeconomic factors that affect health outcomes. The socioeconomic factors mentioned most often by the Key Informants were:

- Healthy food options and information about nutrition
- Adequate employment that pays enough for people to support their families without the need to work two or three jobs
- Safe and affordable housing
- Good-quality education for both for children and adults
- Culturally sensitive support systems

Another common theme was the need for communication and dissemination of information between the various organizations and agencies in Hartford and from these organizations and agencies to the residents.

HARTFORD'S ASSETS

The Key Informants who participated in this CHNA noted that despite the numerous problems the city must face, it has many assets as well. They enumerated the city's physical assets, including its neighborhoods, hospitals, and parks. While they acknowledged the city's tangible assets, they also emphasized intangibles. Almost every Key Informant said that diversity enriches the city of Hartford and makes it a more interesting place to live and work.

They also cited the number and quality of its community-based organizations, some of them with national reputations. The leaders and staff of these organizations are passionate, intelligent and have a deep understanding of Hartford, the residents, politics and ecosystem as a whole.

NEXT STEPS/CONCLUSION

Clearly, there is much work ahead for public health organizations, of which Saint Francis Hospital and Medical Center is just one. Setting up a health care infrastructure that is able and equipped to take on the barriers to community health will require:

- Strong leadership and a committed set of coalition partners.
- Maintaining an iterative ongoing community engagement process.
- A broad focus on community health and wellbeing.
- An understanding that the climate for community transformation work has changed.

This information will be used to develop a Strategic Plan for Community Transformation. The groundwork has already begun with the development of the Wellbeing 360 Coalition. This group will play a critical role in reviewing the findings here and working to develop a plan for change. Having affiliated with Trinity Health, Saint Francis Hospital and Medical Center is poised to meet the challenges that will come.

X. APPENDICES

Appendix 1: Centers of Excellence – Saint Francis Hospital and Medical Center

Saint Francis Hospital and Medical Center offers five centers of excellence—easily accessible treatment centers focused on particular conditions—plus a host of other services.

- **The Mount Sinai Rehabilitation Hospital** occupies the former Mount Sinai Hospital campus in the city's North end. In 1990, Saint Francis affiliated with Mount Sinai Hospital, a Jewish-sponsored institution that opened in 1923. Mount Sinai was born of a vision similar to the one that led to the founding of Saint Francis decades earlier. The collaboration marked the first recorded instance of a Catholic and Jewish hospital affiliation in United States history. The arrangement was formalized as a corporate merger in 1995. Today, the 60-bed facility is Connecticut's only freestanding acute care rehabilitation hospital.
- **Smilow Cancer Center Yale-New Haven at Saint Francis** is one of New England's leading outpatient cancer treatment centers, providing the latest technology and the most comprehensive range of treatment options in the region. More than 1,500 cancer patients and their families depend on the center every year. The team approach that distinguishes the center streamlines the diagnosis and consultation process, and individualized care plans can include a combination of conventional and investigational therapies.
- **The Hoffman Heart and Vascular Institute of Connecticut** is the largest open-heart surgery center in Connecticut. In emergencies, Saint Francis delivers the fastest response to heart attack in the area and routinely performs more cardiac catheterizations than any other heart center in the state—numbers that directly correlate with saving lives. With state-of-the-art technology, Saint Francis cardiologists can correct heart rhythm disorders and manage patients with advanced congestive heart failure. Because heart disease is also the leading cause of death in women and frequently overlooked, the **Women's Heart Program at Saint Francis** is a risk-reduction and education program for women designed to prevent both heart attack and stroke.
- **The Connecticut Joint Replacement Institute**, the newest of Saint Francis' Centers of Excellence, is recognized as one of the major arthritis and joint replacement centers on the East Coast. Since it opened in 2007, it has become the largest joint replacement center in Connecticut. Led by fellowship-trained orthopedic surgeons, this "hospital within a hospital," is distinguished by dedicated operating rooms and staff for hip and knee replacement and multidisciplinary teams working together to provide expert care for patients needing joint replacement procedures. The staff is also involved in research in materials used in joint replacement surgery and in post-operative pain control.
- **Women and Children's Health:** Caring for women and children begins before conception and extends beyond retirement. Labor and delivery, gynecological care and comprehensive breast health are flagship programs of Saint Francis' Women and Infants Health program. The **New Beginnings Family Birth Care** model provides a unique birthing experience for each mother and her family. It offers enhanced privacy features, attractive and comfortable surroundings and the latest medical technology, including a Level III neonatal intensive care unit (NICU) and a state-of-the-art antepartum diagnostic center. Delivery by a nurse midwife is among the options available. When gynecological problems arise, expert surgeons and minimally invasive technologies, including robotic surgery, offer quicker recovery with better outcomes. At the **Comprehensive Women's Health Center**, women with breast health concerns, both routine and complex, benefit from a streamlined approach to breast cancer prevention, diagnosis, treatment and recovery.

In addition to its centers of excellence, Saint Francis offers a full range of expert medical and dental care with respected programs in:

- Stroke care
- Surgery
- Surgical weight loss
- Diabetes management
- Orthopedic and sports medicine
- Pain management
- Integrative medicine

Appendix 2: Key Informant Agencies

Community Health Needs Assessment

Organization	Topic Area	Geographic Area
Faith Care	Faith/Health	Hartford
Harriott Home Health Services	Home Health	Hartford
YMCA	Physical Health	Hartford
Hispanic Health Council	Hispanic Health and Well Being	Hartford
Hartford Food System	Food Insecurity	Hartford
Food Share	Food Insecurity	Hartford
Hartford Health and Human Services	Public Health	Hartford
CT Asian Pacific American Affairs Commission	Asian American Well Being	Connecticut
Hartford Foundation For Public Giving	Community Investment	Connecticut
Asylum Hill Neighborhood Association	Community Development	Hartford

Appendix 3: 2106 CHNA Data Resource Website Addresses

- *The ALICE Study of Financial Hardship Report:* http://alice.ctunitedway.org/files/2014/11/14UW-ALICE-Report_CT.pdf
- *The Northeast Neighborhood Sustainability Plan – Health Impact Assessment:* https://cmtysolutions.org/sites/default/files/wysiwyg/nh_healthimpactassessment.pdf
- *Needs Assessment on the Southeast Asian Population in Connecticut (2014):* <http://ctapaac.com/wp-content/uploads/2014/12/APAAC-NEEDS-ASSESSMENT30JUNE2014-REPORT.pdf>
- *Hartford 06120 (2015):* <http://www.mbkhartford.org/>
- *Healthy Connecticut 2020: State Health Assessment report (2014):* http://www.ct.gov/dph/lib/dph/state_health_planning/shaship/hct2020/hct2020_state_hlth_assmt_032514.pdf
- *The 2015 DataHaven Community Health and Wellbeing Survey:* <http://www.ctdatahaven.org>

Appendix 4: Priority Health and Well-being Issues for Surrounding Towns

Priority Health Issues - Community members from Towns surrounding Hartford have some of the same health needs and others that differ due to suburban environment. Discussions with the health leaders from surrounding towns revealed the following information:

Town/Health District	Top Health Priorities
East Hartford	Nutrition/Diet/Exercise; Diabetes; Mental Health; Heart Disease; Substance Abuse
Northeast Health District	Behavioral Health; Substance abuse; Obesity; Access to health care
Windham	Crime/Safety; Sexually transmitted diseases
Enfield	Substance abuse
Bloomfield/West Hartford	Social isolation of Asian population; Diabetes; Exercise; Obesity; Heart disease

ALICE households by town- The Alice Index is a measure of income stability which identifies families who have limited resources but do not meet the federal poverty guidelines. Data about surrounding towns reveal significant pockets of low income residents.

Town	Total (ALICE + poverty households)
Hartford	69%
East Hartford	47%
Vernon	39%
Manchester	35%
Windsor Locks	35%

Average Chronic Absenteeism of Students by School District- Information about school delinquency indicates a significant amount of instability in households in these towns.

School District	Percent
Hartford School District	26%
Manchester School District	16%
East Hartford School District	14%
Somers School District	13%
Enfield School District	12%
East Windsor School District	11%
Windsor Locks School District	11%

Connecticut State Department of Education, via CT Data Collaborative

ENDNOTE

¹ *Why We Can't Wait for Tomorrow: Saint Francis Hospital and Medical Center 2015 Annual Report*, page 16.

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R. Christopher Hartley
Senior Vice President
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June 30, 2016

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Principal Health Care Analyst
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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 Mrs. Roberts:

In accordance with Item 8 of the Order dated August 1, 2015, and our March 30, 2016 letter enclosed is the final Community Health Needs Assessment for 2016 that was due June 30th. Also, as stated in our March 30, 2016 letter to OHCA, the Strategic Implementation Plan will be developed by 11/15/16 and will be sent to OHCA by 11/30/16.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations
Enclosures



EXECUTIVE SUMMARY AND KEY FINDINGS

The start of this Community Health Needs Assessment (CHNA) would likely be defined as the first meeting we had as a team back in March of 2015. But really it began as soon as the last CHNA was published in 2013. The lessons learned from that experience informed our approach and led us to the Centers of Disease Control Health Invest Model, which provides a framework for understanding the volumes of available data. We also had the benefit of the DataHaven Community Health and Wellbeing Survey, which provides significant input from community members.

Priority areas of focus and key findings:

- Survey respondents report being impacted by:
 - Obesity (69%)
 - Diabetes (68%)
 - Heart Disease (51%)
 - Substance Abuse (39%)
- Substance Abuse is a problem in urban and rural settings and accounts for 13% of hospital admissions
- Youth and Adult Tobacco Use is similar at 16% of the population
- Mental Health is one of the top 5 reasons for hospitalization.
- 54% of Hartford residents said it was not safe to walk in their neighborhood.
- Above all, poverty is seen as the main reason people suffer with poor health

What became clear as we listened to the community and looked further into the data is that improvements in health will only take place when solutions are designed to be sustainable; when the varied priorities of communities are valued; and when the systems that need improvement are changed. We look forward to finding those solutions and impacting the health and wellbeing of those who live in our community.

Approved and adopted by the Saint Francis Board of Directors June 22, 2016.

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I. ACKNOWLEDGEMENTS

Creating a comprehensive, useful and engaging Community Health Needs Assessment is a difficult task. Including the voices of the community, analyzing the data available and focusing the findings in a meaningful way requires input from many sources. This document would not have been possible without the generous support from the following groups and individuals, who took the time to share their knowledge, tell their stories and engage in discussion about potential solutions.

The CHNA team:

- Hartford Foundation for Public Giving – Scott Gaul, Yvette Bello
- Connecticut Children’s Medical Center – Steve Balcanoff
- City of Hartford Department of Health and Human Services – Tung Nguyen
- Trinity Health - New England – Marcus McKinney
- Saint Francis Hospital and Medical Center – Rebecca Crowell
- Curtis D. Robinson Center for Health Equity – Lawrence Young and Mary Stuart
- University of Connecticut Medical School – Deborah Pacik
- Community Solutions – Gina Federico-Muslim
- DataHaven – Mark Abraham

We also benefited from frank discussions with Key Informants (community leaders and leaders of partner agencies) and significant input from community members without whom we would not have a context for understanding this data. Although these sources remain anonymous, their stories and observations provided critical insight for understanding what we found.

A thank-you as well is owed to our three very helpful (and wonderfully responsive) consultants: analyst Bernie Bernstein, writer Karen Berman and designer Kristen Tierney.

II. LIST OF TABLES AND GRAPHS

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III. INTRODUCTION

In recent years, the world of health care has undergone tremendous upheaval; old norms have imploded and new expectations have taken hold. Yet, more than a century after its birth, Saint Francis Hospital and Medical Center remains steadfast in its Mission: *to serve in the spirit of the Gospel as a compassionate and transforming healing presence within the community.* Saint Francis is committed to improving and enriching the lives of individuals and families in the region; combining compassionate care, superior technology and prevention-oriented education in centers of clinical excellence; and fulfilling its founders' vision of a hospital as a spiritual and healing environment.

This Community Health Needs Assessment (CHNA) is the first step in a process designed to better understand community needs by engaging health care providers, community leaders and community members in a conversation about how to improve health and well-being.

We are excited to share what we have learned and to find ways to collaborate on solutions. The exchanges that took place during the implementation of the CHNA demonstrate a readiness for collaboration across disciplines, in ways that respect community input. New ideas about how hospitals and health care systems can support community development are beginning to take hold, and Saint Francis Hospital and Medical Center is ready to embrace a leading role in Hartford. Our collaboration with Trinity Health has brought to the table significant expertise in this area. We look forward to the next

steps in the process of developing a strategic plan for Community Health and Wellbeing designed to address the needs identified within this document.

A note about the format:

This CHNA is organized with a "story narrative" at the start of each chapter. These narratives relate the lives of composite characters developed from the many conversations and interviews held with community members and community leaders. They do not represent specific individuals and are fully fictional. However, the settings, challenges and comments reflect the realities of those who live and work in our community.

IV. A MISSION WITH STAYING POWER

The 161 bus rounds the corner at Sigourney Street and Asylum Avenue. As it passes the middle school and a series of community buildings, the Saint Francis Hospital and Medical Center campus rises into view. At the corner of Asylum and Woodland Street, the hospital looms on the right; to the left, the white spire of Grace Lutheran Church gleams in the distance.

At the bus stop, a handful of passengers disembark. The first to step off is a woman cradling her baby in one arm and guiding her six-year-old son with the other. "Cuidado," she says to him. "Watch out." A senior citizen follows, clutching the handrail firmly until he is safely on the terra firma of the sidewalk. A threesome of twenty-somethings come next, one of them maneuvering a wayward get-well balloon through the narrow doorway of the bus.

They join the steady parade of people who arrive by car—or in emergencies, by ambulance. Young and old, alone or in clusters, they form a never-ending procession, ebbing and flowing through the day and into the night, people from every corner of the city of Hartford and more than 50 surrounding communities. All come seeking care for a seemingly infinite number of health needs spanning the first moments of life to the last.

Altogether, this parade of souls added up to more than more than 83,000 emergency department visits and 32,000 inpatient discharges in 2015 alone.¹ Clinic visits for ongoing care add to these numbers, as do services provided at the many access centers affiliated with Saint Francis across the Greater Hartford region.

It's a far cry from the hospital's opening day in 1897, when the Sisters of Saint Joseph of Chambéry—four near-penniless nuns—overcame almost impossible odds to welcome Hartford's Asylum Hill neighborhood to their two-room hospital.

From the very first moment its doors opened, the new hospital offered a refuge for immigrants who wanted to know that their faith and traditions would be understood and appreciated if they ever needed inpatient care.

Saint Francis Hospital and Medical Center serves people from all walks of life, but has always reserved a special place in its efforts for those who most need its help—the poor and the most vulnerable of society. The dignity of every person, the importance of serving the common good and the sustainability of Earth are at the foundation of the hospital's daily practice.

OUR 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.

HEALING THE COMMUNITY

Saint Francis strives to fulfill its Mission in many ways. Hospitals will always be a place people go when they are sick, but in recent years, their role has expanded to that of community resource for the promotion of good health. Saint Francis is no exception; the hospital devotes significant resources to engaging and educating the community in the pursuit of healthful living. In 2015, Saint Francis Hospital and Medical Center contributed over \$104 million in benefits to the community.

The Curtis D. Robinson Center for Health Equity is the prime example of Saint Francis' commitment to both its historic Mission and the newer concept of hospital as champion and promoter of the health of its community. The center is a resource for both the community and the health care system to improve health equity through community engagement, education and training; health advocacy and health care systems change. This innovative model of a dedicated Health Equity team within a hospital system highlights the commitment of Saint Francis to help those most affected by health disparities. The center collaborates with neighborhood organizations, caregivers, health professionals, researchers, foundations, state agencies and others to eliminate health disparities in communities served by Saint Francis Hospital and Medical Center.

This Mission will help ensure health, well-being and improve outcomes by providing better access to less complicated services and eliminating barriers to quality care. This is our version of implementing the Triple Aim of

Healthcare, a set of widely accepted public health goals that emphasize improved outcomes, increased satisfaction and lower cost.

MORE THAN A CENTURY OF CARING

From the beginning, Saint Francis Hospital served on the front lines against outbreaks of then-deadly infectious diseases, from typhoid fever to influenza, and later, polio in a facility that housed 32 patients in a ward. Much has changed since then. Today, Saint Francis Hospital and Medical Center fights newer but no less serious threats to health: cardiovascular disease, cancer, lung disease, diabetes, to name just a few. And it has grown to be New England's largest Catholic hospital, with 617 licensed inpatient beds, 65 bassinets and five centers of excellence that embrace patients at every stage of life (see Appendix 1).

AN EYE TO THE FUTURE

While Saint Francis strives to honor the legacy of the Sisters of Saint Joseph through its Mission of compassionate care, the hospital is hardly focused on the past. Saint Francis is continually looking ahead to anticipate better ways to deliver that care in a rapidly changing environment. The result is a patient-centered model of care designed to produce a patient experience of the highest measurable quality.

In 2015, Saint Francis Care and its affiliates were acquired by Trinity Health, one of the largest health care systems in the nation, and more importantly, an organization whose Mission and values are an ideal match for the hospital. The resources and benefits available to Saint Francis as a result of the

acquisition have positioned the hospital and its affiliates to respond nimbly to the changes in health care that the future will inevitably bring.

THE CHNA: A METRIC AND A MISSION

The federal Patient Protection and Affordable Care Act, passed into law in 2010, requires hospitals to conduct a Community Health Needs Assessment (CHNA)—a periodic evaluation of the health needs of the community they serve. The CHNA may be a modern-day metric, but it fits easily into Saint Francis' ongoing efforts to be a center of healing for its local and regional communities.

Saint Francis Hospital published its first federally mandated Community Health Needs Assessment in 2013 in partnership with the City of Hartford Department of Health and Human Services and the other Hartford-based hospitals. For this 2016 Community Health Needs Assessment the partners agreed to use the Centers for Disease Control's Health Investment Model. This approach affords an opportunity for ongoing assessment of the community's needs; focuses on community transformation and paves the way for the development of strong partnerships.

V. PROGRESS SINCE THE 2013 COMMUNITY HEALTH NEEDS ASSESSMENT: SOME GOOD NEWS, IN INCREMENTS

He never had any trouble breathing until he moved north a few years ago. Maybe it was the climate—so different from what he had known back home. Or maybe it was that old furnace in his uncle's apartment building. One day he felt his chest getting tight—and then it was hard to breathe. His uncle had gotten him to the hospital and they had given him a breathing treatment. And, then he could breathe again.

They gave him inhalers and a prescription for more, but sometimes he forgot them when he went out.

When he had another attack, this time at work, he had gone to the hospital again. The doctors there knew exactly how to ease his symptoms, and anyway, he didn't know where else to go. The Emergency Room seemed like a safe place—a good place—and as his attacks became more frequent, he would go there more often.

Then one time, they told him there was a better way to deal with his asthma. He was assigned a caseworker who helped him find a private doctor and sign up for health insurance to pay for his inhalers and other costs. She walked him through how to deal with the whole thing. And she checked in with him regularly to be sure he was remembering his inhalers and taking his asthma meds, so he wouldn't have to go to the Emergency Room. He was good with that.

The Affordable Care Act's CHNA mandate does not stop with assessment. It also requires hospitals to follow up with a strategic plan to address the needs identified.

In 2013, four goals were identified as priorities for the Saint Francis Hospital Implementation Strategy for Community Benefits. Three years later, here is a progress report:

GOAL 1: IMPROVE COMMUNICATION BETWEEN HEALTHCARE PROVIDERS AND PATIENTS

The Relationship-Based Care program continues to provide high-quality training and support to Saint Francis staff with a focus on cultural change that emphasizes respect. In addition, the Diversity Collaborative Team continues to offer free, rigorous cultural competency training and has embarked on a project to modify the hospital environment to signal inclusion for all patients who come through the door.

The Language Services Program (3+1) is now in effect throughout the entire hospital and its offsite locations. During FY2015, over 15,000 patients and their caregivers took advantage of the improved communication offered by this resource. The hospital now spends over \$300,000 annually to support this program, which includes a new initiative to train bilingual staff who can assist with interpretation. Thus far, 25 staff members have been trained to serve as qualified interpreters.

GOAL 2: ADDRESS STRUCTURAL BARRIERS

Initiatives to support patients with complex health needs and to assist with transitions of care are underway. Navigators (professionals whose job is to help patients coordinate their health care) are now working with the Physicians Healthcare Organization, the Curtis D. Robinson Center for Health Equity, the Department of Surgery and the Cancer Center. These navigators support, advocate and coordinate patient needs. Two initiatives have shown particular success:

- The Emergency Department (ED) developed a partnership with Community Solutions, an international non-profit active in Hartford. The department analyzed ED visits and identified patients who used its services most frequently for conditions that had the potential to be managed more economically in other settings. Community Solutions assigned a case manager to a subgroup of the frequent ED users, assisting them with navigating the various barriers to care outside the ED on an ongoing basis, resulting in a 50 percent reduction in ED visits by this group of patients during the first year of implementation. The case manager served as go-between in communications with medical providers, helped with transportation and worked with clients to adhere to prescribed treatments.
- Saint Francis Hospital and Medical Center played a role in the expansion of health insurance enrollment in Connecticut. Thanks to a partnership between the hospital and Access Health CT (the state insurance exchange, which was established as a result of the

Affordable Care Act), financial assistance counselors from Saint Francis educated over 800 people about health insurance enrollment during the most recent open enrollment period. According to Access Health CT, the percentage of uninsured residents in Connecticut was cut in half from 8 percent to 4 percent in the past three years.

GOAL 3: FOCUS ON SPECIFIC CLINICAL AREAS OF NEED

Saint Francis clinical services include programs that are designed to address diseases known to have a significant impact on the health of those living in its service area. For many of these illnesses, preventive services and support for behavior change can affect the incidence of these diseases.

Some highlights in this area include:

- Development of a comprehensive protocol for smoking cessation in the Behavioral Health Unit, which helps patients quit smoking during hospital stays.
- An increase in the types of prevention screening provided in the community, including: cholesterol, diabetes, prostate cancer, lung cancer, high blood pressure and early childhood development. More than 3,500 people have been served by these programs in the past year.

GOAL 4: TARGET SOCIAL DETERMINANTS OF HEALTH

Saint Francis addresses the social determinants of health largely through partnerships with community organizations that have experience and knowledge about how to engage residents and influence systems for positive change.

Partnerships include the Asylum Hill Neighborhood Association (in an effort to increase affordable housing), the Blue Hills Civic Association and the Urban League (to address issues related to employment for youth), Community Solutions in connection with Harriott Home Health Services (to address cultural and logistical barriers to health care access) and Malta House of Care (to provide care to those who do not qualify for health insurance assistance).

Although progress has been made, the needs of the community served by Saint Francis Hospital continue to be significant.

The CHNA 2016 is intended to identify these needs and develop priority areas of focus.

VI. A BROAD AND DIVERSE SERVICE AREA

He was born at Saint Francis, and he had lived all of his eighty-four years in the city of Hartford, except, of course, for the time he spent in the service. It was his city, and he had never given a thought to living anywhere else. It had changed a lot since his youth, as people became established and moved up and newcomers moved in. A lot of his neighbors had moved to the suburbs long ago, but he was a city boy. He liked the mix of people, all going their different ways. When he struck up a conversation, he liked hearing about where they came from. He liked overhearing bits of foreign languages in the streets. He even liked the bustle of traffic.

He thought of Saint Francis as “his” hospital. All three of his kids had been born there. They lived in the suburbs now, but when it was time for the grandkids to come into the world, they had made their debuts at Saint Francis. These days he visited Saint Francis for a different reason—his diabetes. His kids drove him when they could, and when they couldn’t, he took the bus. It took a while to get there by bus, but he thought of it as another opportunity to enjoy the sights and sounds of his city.

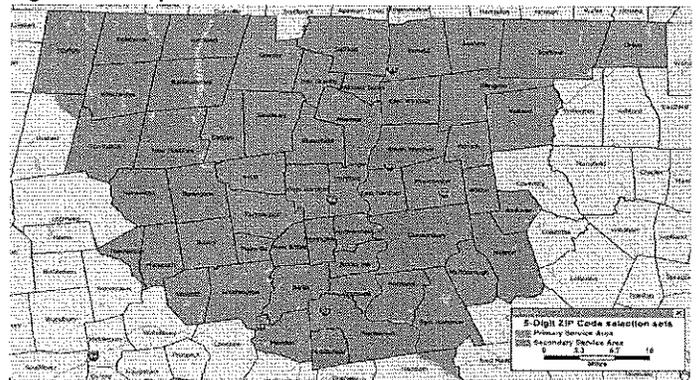
Saint Francis Hospital and Medical Center’s service area comprises urban, suburban and rural communities that together form a rich and complex mixture of highly diverse populations—a rainbow spectrum of races and ethnicities, and a huge range of socioeconomic categories.

Its primary service area includes 18 towns and corresponds largely with the Greater Hartford region. This area includes towns north of Hartford, including Enfield, where our affiliated Care Partner and fellow Trinity Health – New England member Johnson Memorial Hospital is located (see Figure 15, Map of Service Area). A separate CHNA has been completed by Johnson Memorial Hospital, and its available on their [website](http://www.jmmc.com/jmmc/about/communityhealthneeds/).

<http://www.jmmc.com/jmmc/about/communityhealthneeds/>

Seven of these communities have at least 1,000 annual patient discharges (see Table A). Further information can be found in Appendix 4.

Figure 15: Map of CDRCHE Service Area



Source: Saint Francis Hospital Planning Department 2016

Table A

Table A Comparison of Primary Service Area Communities with at least 1000 Annual Hospital Discharges.				
TOWN	ANNUAL DISCHARGES	POPULATION/DENSITY	MEDIAN AGE	MEDIAN HOUSEHOLD INCOME
HARTFORD	8912	7204	30	\$29,313
EAST HARTFORD	2236	2845	38	\$50,355
ENFIELD	1622	1343	41	\$68,188
BLOOMFIELD	1463	790	48	\$73,519
MANCHESTER	1424	2126	35	\$63,198
WINDSOR	1350	987	43	\$79,244
WEST HARTFORD	2112	2902	42	\$84,092

The hospital's secondary service area includes 14 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 Hospital than any other municipality.

Primary and Secondary Service Areas Graphic

Who We Serve		
The primary service area of Saint Francis Hospital includes the 18 towns that are a part of the Greater Hartford Capital Region		
Bloomfield	Manchester	Suffield
Bristol	New Britain	Vernon
East Hartford	Newington	West Hartford
Enfield	Rocky Hill	Wethersfield
Glastonbury	Simsbury	Windsor
Hartford	South Windsor	Windsor Locks

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.

It is also clear from this comparison that Hartford is much poorer, younger and more densely populated than the surrounding towns. Not surprisingly, the highest numbers of patients seen at Saint Francis Hospital are from Hartford, in part due to the location of the hospital, its long history of providing services and the needs of Hartford residents. Given this inequity and the percentage of Saint Francis patients who are from the city, this CHNA has a significant focus on Hartford data and the critical health needs facing its residents.

HARTFORD: CITY OF CONTRASTS

Saint Francis Hospital and Medical Center campus is located in the city of Hartford, which is also the largest municipality in its coverage area. The city is best known as both the capital of Connecticut and as a center of the insurance industry (some call it the Insurance Capital of the World).

Located on the Connecticut River, the city became a center of trade, and goods were carried by ship in and out of the port from all around the world. Risky ocean transport gave rise to its famed insurance industry, a major presence in the city to this day. Homegrown industries thrived in Hartford as well. But many other elements have gone into the making of the city.

Hartford is a city of culture, home to the Wadsworth Atheneum, the nation's oldest public art museum; Bushnell Park, the nation's oldest public park and several other artistic and cultural organizations. Opera, symphony, theater and sports all contribute to the city's cultural life. In addition, Hartford is dotted with churches and faith-based organizations of varied denominations and sizes.

A MULTI-FACETED CITY

Today, the major employers in the Greater Hartford region include United Technologies, Hartford Financial Group, Chase Enterprise, St. Paul Travelers Insurance, Hartford Hospital, Aetna, Bank of America and Saint Francis Hospital. Most of those who work as professionals for these corporations do not live in the city; they reside in more

affluent surrounding communities that make up Saint Francis Hospital's secondary 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, as compared to 22 percent and 15 percent 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, assimilation of new immigrants, education and historic preservation.

The city's 18 acres are dotted with green space—more than 20 parks of all sizes, which provide a respite from the commotion of the urban environment.

VII. THE CHNA PROCESS: A REVIEW OF EXISTING DATA AND MEASUREMENT OF COMMUNITY PERSPECTIVE

*The telephone chirps its insistent ring.
The four-year-old sees her mother busy with the baby and runs to answer it.
"Hello?" she says. And then, in a louder voice, calls "Mom," drawing out the word to make it more than one syllable.
"A lady wants to talk to you about your health."
"My health?" The mother tucks the baby into his crib and picks up the phone.
"Hello?"
The voice on the other end of the line laughs softly.
"Was that your daughter? She's so cute!
We are calling residents in Connecticut towns to ask them questions about the health of their community. The survey takes about 20 minutes; is this a time that would work for you??"*

Saint Francis' 2016 CHNA is based on an iterative community engagement and data collection strategy that began in July of 2015 and continued for the next nine months (see Diagram 1). The process commenced with the identification of a team

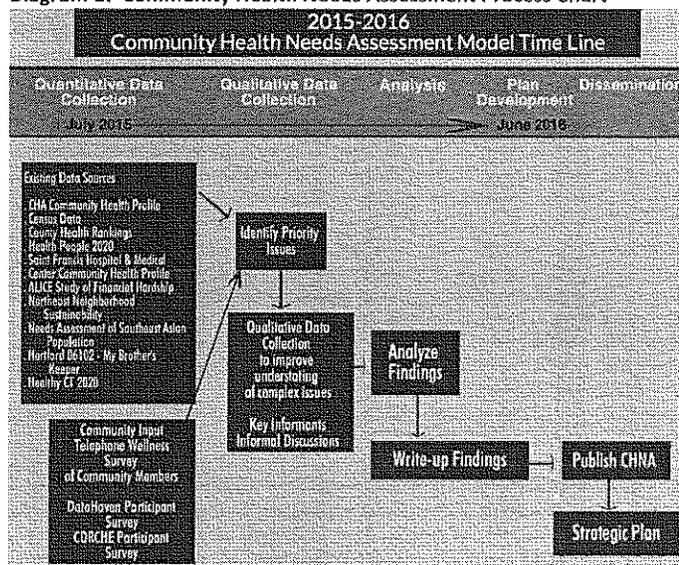
representing health care, community development, government and local groups and community foundation agencies. Work officially began with an agreement among these groups to review existing data sets; to engage DataHaven (a nonprofit data-collection organization specializing in public health) to complete telephone interviews of community residents; to involve program participants and conduct interviews and discuss priorities with “Key Informants” (community leaders and leaders of partner agencies, see Appendix 2).

the health of the Hartford Region. The team collected data at the local level to facilitate and identify *where* the greatest needs are concentrated and gathered information from collaborative partners through Key Informant interviews to maximize *who* should be included for collective impact. The resulting assessment will serve as a starting point to develop data-driven goals and strategies on *how* to address the needs that have been identified.

Findings from the CHNA will be used to develop a balanced portfolio of interventions in the areas of:

- Socioeconomic factors and the physical environment
- Health behaviors
- Clinical care

Diagram 1: Community Health Needs Assessment Process Chart



Mary Stuart, Saint Francis Hospital, 2016

All aspects of the information-gathering process were designed to reach beyond the walls of the hospital to get answers to the questions: *Who? What? Where? How?* Throughout, the emphasis was on significant community input—in the form of telephone interviews with community members, surveys of program participants, informal discussions with community leaders and interviews with Key Informants to gain a better understanding of *what* is affecting

ANALYSIS OF EXISTING DATA SETS

The CHNA research team consulted existing data sets from a variety of sources, including (See Appendix 3 for list of website addresses):

The ALICE Study of Financial Hardship Report was based on 2012 data and commissioned by the Connecticut’s United Way organizations. The study, carried out by the Rutgers University-Newark School of Public Affairs and Administration (SPAA), utilizes substantial community social and economic data to calculate indicators of financial viability and marginality, such as the “ALICE Threshold.” ALICE is an acronym for Asset Limited, Income Constrained, Employed; the ALICE Threshold is “the actual cost of basic household necessities on a per county basis,” i.e., the adequate survival level above the federal poverty guidelines. This metric provides a more realistic assessment of the “working poor.”

Data are provided for the state, by county and major municipal areas, including Hartford.

The Northeast Neighborhood Sustainability Plan – Health Impact Assessment (2014) is the result of a remarkable initiative comprising community organizing, assessment and plan development, led by community residents and stakeholders in Hartford’s impoverished North End. This plan was drafted under the direction of Community Solutions, an international non-profit active in Hartford. It identified community concerns and local resources and mobilized stakeholders to collectively address social determinants known to affect health problems characteristic of the area, such as street safety, deteriorating public and private infrastructure and green spaces, a lack of recreational opportunities and high unemployment.

Needs Assessment on the Southeast Asian Population in Connecticut (2014) was conducted by the Asian Pacific American Affairs Commission. The report presents data from a cross-sectional, face-to-face survey with 300 Asian Pacific residents of Connecticut (100 of Laotian origin, 100 Vietnamese and 100 Cambodian). Extensive data on demographics, health issues, health access were collected.

Hartford 06120 (2015) is a report generated by the My Brother’s Keeper/Violence Free Zone Coalition. The report details the community assessment, program development and preliminary outcomes of the coalition’s efforts to support education, foster employment opportunities and reduce

violence among Hartford’s North End youth. Data presented include a demographic profile and data on employment, educational attendance and graduation and violent injury data. The report concludes with recommendations for sustaining and enhancing the programs developed by the coalition.

Healthy Connecticut 2020: State Health Assessment report (2014) was developed by the Connecticut Department of Public Health with the assistance of the Connecticut Health Improvement Planning Coalition’s Advisory Council. Data was compiled from an abundance of sources from the past year and decade, including 2010 census data, statewide hospital data and numerous other state reports. Seven focus areas were described: maternal, infant and child health; chronic diseases and their risk factors; infectious disease; mental health, alcohol and substance use; injuries and violence, environmental risk factors and health system data.

The Saint Francis Hospital and Medical Center Community Health Profile (2015) was provided by the Connecticut Hospital Association. This document summarizes hospital admissions and related data for the Saint Francis service area, with statewide comparisons extracted from data annually reported to the CHA by most hospitals in the state. The report features a demographic and social profile, summaries and key insights concerning 13 “leading health indicators.”

COMMUNITY INPUT SOURCES

The CHNA research team used multiple techniques to engage community member input, including a comprehensive randomized telephone survey, a written participant survey, interviews and informal discussions with “Key Informants” (community leaders and leaders of partner agencies).

The 2015 DataHaven Community Health and Wellbeing Survey was conducted by DataHaven, a nonprofit public service organization, and was supported by over 100 state and local government, health care, academic and community partners. DataHaven’s Mission is “to improve quality of life by collecting, interpreting and sharing public data for effective decision-making.” The organization designed and conducted a telephone survey that collected information from a sampling of 16,820 residents of Connecticut and several zip codes in Westchester County, New York state. The sample was drawn with a random-digit dialing methodology and included subjects from all 169 Connecticut towns. Questions derived from a variety of standard surveys yielded data on residents’ perceptions of their wellbeing, quality of life, neighborhood, employment and public health. The raw data and weighted data aggregated by various demographic variables are available online. This study represents an enormous resource for health care and social service agencies throughout Connecticut.

The Curtis D. Robinson Center for Health Equity

Participant Survey (2015) generated data by conducting voluntary written participant surveys at public, typically faith-based, health screening events conducted by the center’s staff. Demographic data, checklists of health concerns and access issues were collected in an effort to determine priorities for health education and engagement activities.

“**Key Informant**” interviews and informal discussions with **community leaders** were also used to gain insight into issues affecting the health of the community. The CHNA research team conducted qualitative telephone interviews of community leaders. The Key Informants consulted for this study have lived and/or worked in Hartford for decades. Some grew up in Hartford and have worked there all their lives. Others have worked in Hartford for decades. Most have been working in the public health field for 10 to 20 years. Participants were from community-based organizations, such as the Hispanic Health Council, Food Share and the YMCA, while others were from public health agencies, such as the Department of Health and Human Services.

The CHNA research team also engaged with leaders of partner organizations about priority health issues and how to have a positive impact on those they serve.

VIII. CHNA FINDINGS: A MODEL FOR UNDERSTANDING HEALTH NEEDS

They had gotten together over lunch for one of their periodic catch-up sessions. It was easy to feel burned out in this kind of work and sometimes it was just good to talk to someone who understood the challenges. The pair had known each other since their school years, and both had gone into social services. She worked with a public health agency and he was from a youth services program. The modest conference room at her office wasn't being used, so they opened their bag lunches on the table and dug in.

"I have one case that's just so hard," she said. "The father has been out of work for two years. He's hypertensive and he just had a heart attack. No wonder he's also depressed. The mother works part-time and does all of the housework. When I've been to see the father on home visits, the kids are acting out, showing signs of stress."

"That's so typical," he said. "Kids might not be able to express it in words, but their behavior will always tell you when there's stress at home. Were they there when he had the attack? Having a sick parent is hard for a kid."

I don't know where he was," she said. "But even if they weren't with him, it's devastating. Now he's supposed to be on his diet, but it's hard for him to stick to it, because their SNAP benefits typically run out a few days before the end of the month, and anyway, the only place

that sells food in their neighborhood is a convenience store. That's a minefield for a hypertensive cardiac patient! The supermarket is across town, at the beginning of the month she pays for bus fare or a taxi to get home after she stocks up on groceries. She's got it down to a science, but she still winds up at the pantry at the end of the month—and whatever's there is there—salty canned foods, like canned ham and mac 'n' cheese.

"It all comes down to money," he replied. "Everything—what you eat, where you live, the quality of the school your kids go to. And any little hiccup—things that middle class people in the 'burbs wouldn't think twice about—can be a crisis. I had a kid whose brother threw one of his sneakers down the sewer. So he didn't go to school for two weeks because he didn't have shoes. The family had just enough money for rent and food. They're fairly new in town and the parents don't speak English well, so they didn't know where to go for help. When I found out about it, I got the kid a pair of sneakers—and some boots for the snow. But by then he had already missed two weeks of school. Oh, and they don't have a working phone, so when the school tried calling, they couldn't get through. Money again."

"It's really heartbreaking," she replied.

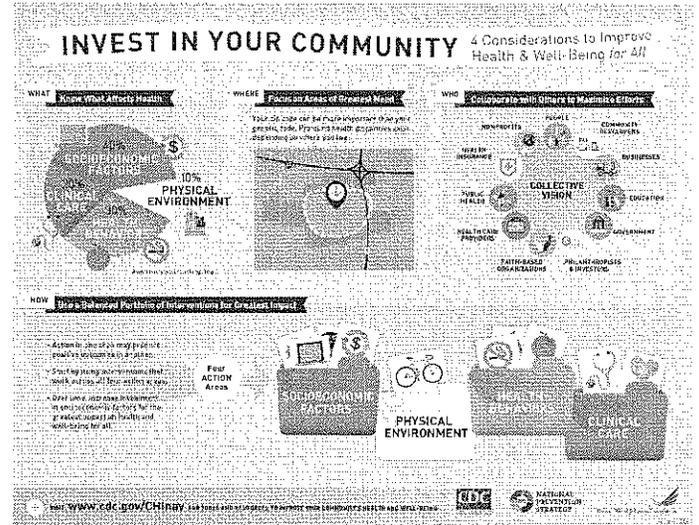
Barriers to good health have a disproportionate effect on those who live in poverty, and those barriers fall into several broad categories. The federal Centers for Disease Control and Prevention (CDC) created a framework that defines the elements of good health and published this framework as an infographic titled “Invest in Your Community: 4 Considerations to Improve Health and Wellbeing for All” (see Diagram 2).

Data collected and reviewed by the CHNA team was analyzed using a modified version of the CDC’s framework. This model is organized to focus the findings into categories that impact health.

- Socioeconomic Factors and Physical Environment, which account for 50 percent of the health “pie”
- Health Behaviors, which account for 30 percent
- Clinical Care, which accounts for 20 percent.

(Note that the CDC model considers socioeconomic factors and the physical environment as two separate elements of good health; however, the Saint Francis CHNA team chose to consider them together, as they are often interdependent.)

Diagram 2



CDC Graphic: Diagram 2: Invest in Your Community

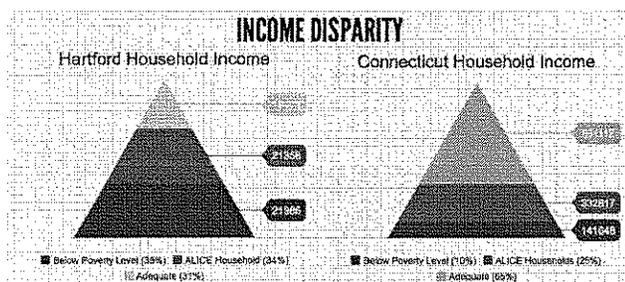
SOCIOECONOMIC FACTORS AND PHYSICAL ENVIRONMENT

Good health owes to a combination of factors: genetics, lifestyle, environment, medical care, education and, most importantly, place. Where you live is the greatest predictor of what how healthy you will be. People are born with their genetic makeup, but the other factors that contribute to health depend on resources like a good education, a safe neighborhood, employment opportunities, affordable housing, appropriate medical care, community support and an environment that allows for good lifestyle choices, these factors are known as the “social determinants” of health. The Key Informants consulted for CHNA 2016 had much to say about the socioeconomic factors impacting health, as did the quantitative demographic and public health sources analyzed.

Income, Employment and Poverty

The data about poverty in Hartford is dramatic. When combined, the numbers of households living below the federally defined poverty level *and* those living at the ALICE Threshold (Asset Limited, Income Constrained, Employed) reveal that only 31 percent of Hartford households had adequate income, compared to statewide figures of 65 percent of households with adequate income (see Figure 1). The DataHaven survey found that the median household income for Hartford is \$29,313; less than half that of the state average of \$69,899.

Figure 1: Income in Hartford and Statewide



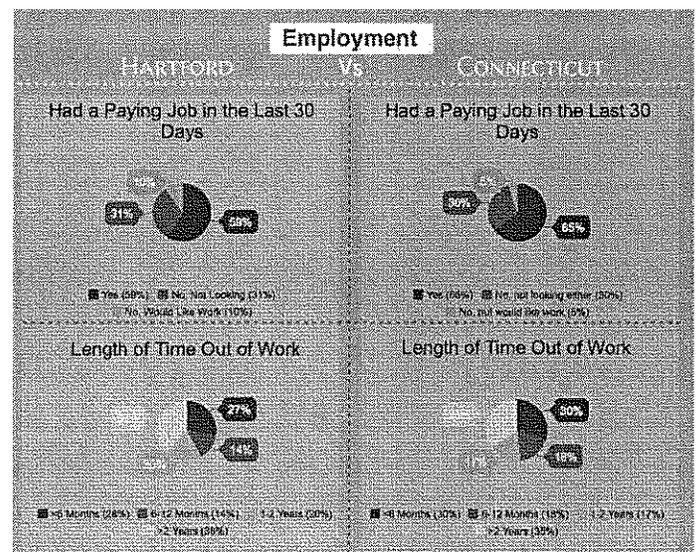
The ALICE report, coordinated by the Connecticut United Way organizations, measures the percentage of families who are financially insecure and may be unable to pay for their families' basic needs, which are: housing, child care, food, health care, and transportation. As shown above, two-thirds of Hartford's residents struggle to pay for their basic needs.

Many interviewees said that access to the resources needed for good health is based on economics—specifically, on an individual or household's income. Good lifestyle choices are easier to make when there is enough income available to follow through on them; healthful environments are likewise more easily accessible when an individual or household has the income to afford them. Time and again, the Key Informants consulted for this CHNA cited poverty and/or low income as a significant barrier to a healthy community. "When

it comes to poverty, you have very, very limited opportunities and options and that absolutely, directly impacts who you are, how you are and your overall wellbeing," said one.

Nor does Hartford's overall employment rate fare well when compared to that of the state as a whole. Some 59 percent of Hartford residents held jobs during the 30 days prior to the survey, as compared to 65 percent statewide. And twice as many Hartford residents were actively seeking employment as residents of the state as a whole (see Fig 2).

Figure 2: Employment in Hartford and Statewide



Source: DataHaven Community Health and Well-being Survey, 2015

Twice as many people are looking for employment in Hartford compared to the state overall.

Some of the Key Informants for this CHNA maintained that poverty is the underlying factor to all the other barriers to health, and said that it impacts all aspects of life and makes it difficult for individuals to meet their basic needs. As one person said, "It affects everything." Another Key Informant

summed up the issue of poverty and its global impact on the quality of life by saying, “The barriers that have been identified [education, employment, and safety]. . . are really about opportunity and resources. . . . It’s a lot more challenging and difficult for individuals to be able to secure employment that is actually able to sustain a quality of life for them and their families.”

EDUCATION

Clearly, the level of educational attainment is correlated with employment and poverty, which determines where children live and, in turn, which schools they attend. One Key Informant put it like this: “In a larger sense, it’s a city that is so poor, it has less of a tax base and that impacts city services, so then it impacts the education system. So it creates, in a sense—I hate to say a cycle of poverty ’cause I hate the way that usually is used—but in this sense, poverty impacts the city’s ability to turn the situation around unless larger systems are changed in a much more fundamental way.”

Only 70 percent of Hartford residents over age 25 have a high school diploma, as compared to 90 percent of state residents. Additionally, just 5 percent of city residents complete college, compared to 37 percent of residents throughout the state. Data from *Hartford 06120* by the My Brother’s Keeper/Violence Free Zone Coalition highlights the issue of chronic absenteeism, which affects the rate of graduation. In the Northeast neighborhood, between 30 and 65 percent of students are absent from school each day. If this were due to illness, it would be seen as an epidemic.

UNSAFE NEIGHBORHOODS

Violence and neighborhood safety have a direct impact on health in areas of Hartford. Some of the residents surveyed noted that they feel unsafe in crosswalks and walking on sidewalks, while others bemoaned the lack of bike lanes. Even more reported feeling threatened walking the streets in their own neighborhoods (see Figure 3). Indeed, homicides and physical violence are a frightening reality in some areas. In 2015, Saint Francis had 2,985 Emergency Department visits and 225 inpatient admissions resulting from attempted homicides and intentional injuries. *Hartford 06120*, the report by My Brother’s Keeper/Violence Free Zone, noted that the city’s homicide rate increased from 15 murders in 2014 to 31 homicides in 2015. A survey by the Curtis D. Robinson Center for Health Equity found that 46 percent of Hispanic respondents had been “impacted by violence” (see Figure 4). This finding is supported by data from the National Center for Children in Poverty, which found between 25 and 90 percent of children and youth experience events that leave them traumatized.

Trauma has a disproportionate effect on members of minority groups. Using statistics from the Saint Francis Hospital Trauma Registry and Medical Center, *Hartford 06120* reported that in 2015, 75 percent of its trauma patients were black/African American; 18.5 percent were Hispanic and 7.3 percent were white or “other.”

Figures 3 & 4: Hartford Neighborhood Safety Concerns and Violence in Hartford

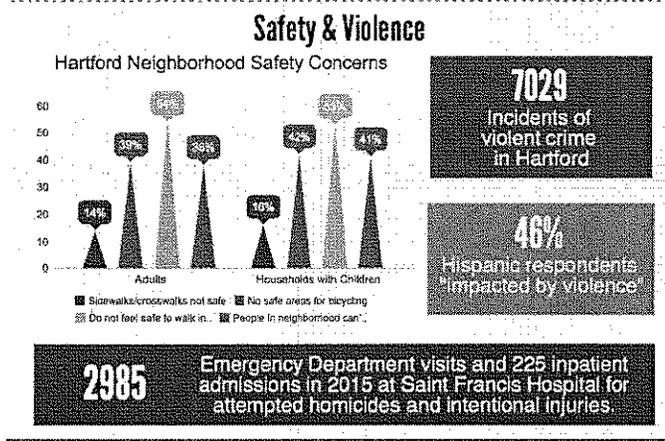


Figure 3 Source: DataHaven Community Health and Well-being Survey, 2015. Figure 4 Source: Northeast Neighborhood Community Solutions Report, 2010 data. Connecticut Hospital Association CHME report. Curtis D. Robinson Center for Community Health Equity Survey.

For some Hartford residents, violence seems to be something they know and live every day. One Key Informant put it this way: “We get a lot of the gunshot victims. So after the gunshot, they’re going home paralyzed, same home, same neighborhood, same idea that violence may be the answer. The nurse goes in and makes a home visit and it is in this environment where they’re plotting and planning that you’re not even certain if you’re safe.”

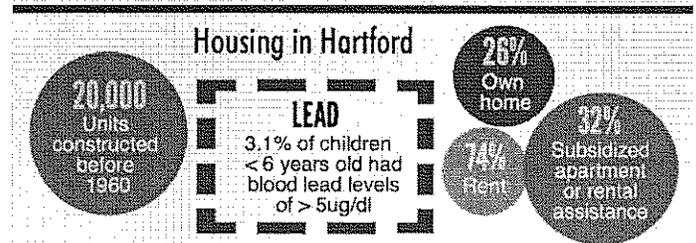
Housing

Housing is a basic human need, and one that contributes to health in innumerable ways, both directly and indirectly. As one of our Key Informants noted, “You may have the most wonderful hospital in the world, but if people are going home to houses that are not properly heated, or going to poison them because of lead, or in neighborhoods where you worry if you send your children outside, then it’s not a healthy community.”

Some 20,000 housing units in Hartford were constructed prior to 1960, according to *Healthy Connecticut 2020* (see Figure 5). Older housing brings with it an assortment of threats to health that range from deteriorated conditions to insufficient heat to high levels of lead. In Hartford, over 3 percent of children less than age 6 have blood lead levels over 5 µg/dl² which puts them in the 97th percentile as compared to national lead levels.

One Key Informant commented that for some city residents, being able to afford any housing at all remains a challenge. Lacking enough income and/or consistent income, “they jump from one housing place to another,” resulting in a lack of stability and continuity in other areas of life, including their health care, the informant said. Home ownership in Hartford is very low, at 26 percent, compared to a state average of 67 percent.

Figure 5: Facts about Housing in Hartford



Sources: Connecticut Department of Public Health, *Healthy Connecticut 2020: State Health Assessment 2014*. Connecticut Department of Public Health, Child Lead Levels 2015. DataHaven Community Health and Well-being Survey 2015

DataHaven developed a “Housing Insecurity Rate” which is made up of a set of questions that measure the cost of housing compared to income; rate of home ownership; satisfaction with current housing; length of residency and plans for

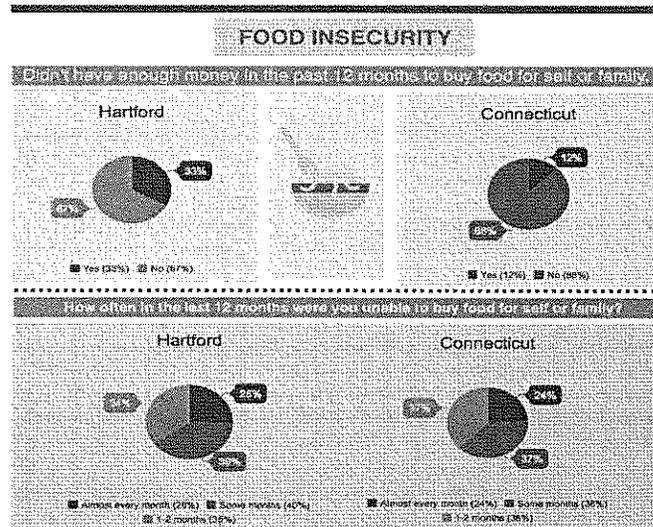
continued residency. The rate of housing insecurity in Hartford is 12 percent, twice that of the state overall. This lack of housing stability impacts both physical and emotional health and is inextricably linked to poverty.

As one Key Informant said, “Poverty impacts housing; if folks don’t have a sustainable job and a sustainable income, they jump from one housing place to another and especially for the young children, it doesn’t create the kind of stability that is needed.”

Food Insecurity

Food insecurity—the lack of regular access to a high-quality, varied and healthful diet, or worse, the lack of regular access to any food at all—is common in Hartford. More than one-third of residents surveyed reported lacking enough money to feed themselves or their families at some point in the 12 months prior to the survey, and of those, 25 percent said this happened repeatedly (see Figure 6). “People who are below poverty [level] tend to need food assistance all the time,” said one Key Informant. Those who are working but still, as the Key Informant said, “‘near poor,’ are not necessarily eligible for any government assistance, but they’re not making enough money to pay all their bills. That makes them food-insecure.” Even for those who can buy food, the availability of *healthful* food is yet another challenge, especially for people who must rely on mass transportation and live in neighborhoods without supermarkets where fresh produce and other healthful choices are available. “You have the mom-and-pop stores and the bodegas, but when we talk about access to healthy foods and vegetables, you don’t see that in Hartford.”

Figure 6: Not Enough Money for Food: Hartford and Statewide



Source: DataHaven Community Health and Well-being Survey, 2015

In Hartford, over one-third of residents surveyed report not having enough money to feed themselves and their families. Of the people who don’t have enough money for food on a regular basis, 25 percent don’t have enough food almost every month. Children were living in over 30 percent of the homes that reported inadequate money for food. Compare this to Connecticut as a whole, where just over 10 percent of residents reported insufficient funds to pay for food on a regular basis.

Transportation

Of those who live in Hartford, only 58 percent indicated they had regular access to a car, as compared to 85 percent in Connecticut as a whole. Access to reliable transportation is correlated with income; low-income residents indicated they had access 33 percent of the time, while upper-income residents had access 92 percent of the time. In Hartford, 25

percent of residents indicated that public transportation is their primary means of getting from place to place. Transportation barriers are also cited as a reason for not going to health care appointments.

HEALTH BEHAVIORS

In the CDC's model for community health and wellbeing, health behaviors account for 30 percent of the health equation. Health behaviors refer to choices that individuals make with regard to their lifestyle or habits that are known to influence their health. Data about diet and exercise, obesity and substance abuse are included in this section.

Several Key Informants commented that people who face multiple significant challenges--starting with poverty and continuing with the struggles in housing, education, child care, safety and others that result--simply don't have the bandwidth left over to make health and/or healthy lifestyle choices a priority.

Diet, Exercise and Obesity

The problem of obesity has gained renewed attention in recent years, especially thanks to First Lady Michelle Obama's efforts to promote healthful eating and exercise. The health risks of obesity have become well known; it has been linked to diabetes, heart disease and high blood pressure.

But despite the widespread publicity about the benefits of a healthy diet and maintaining a healthy weight, making behavioral choices to fight obesity is more of a challenge in

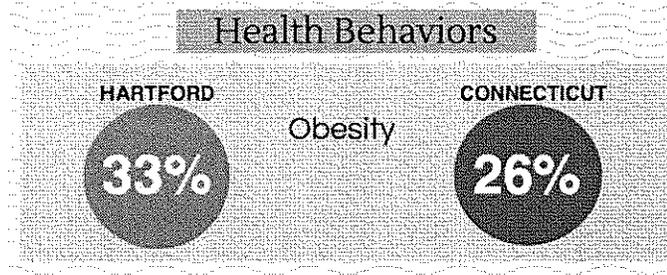
some neighborhoods than others. It's easier to eat fresh produce on a regular basis when it is available in a nearby supermarket that you can get to in a private car and you have sufficient income. For those who rely on mass transportation, have no local markets that carry fresh foods and can't afford higher-priced selections, eating for health—a key health behavior—is no easy matter (see Figures 6 and 7).

As one Key Informant said, ““A lot of the general public does not understand the connection between food insecurity—let's just call it simply someone who's been hungry—and obesity. They may be eating food because it's donated food and that's all they're being offered. . . . Someone with high blood pressure is eating too much salt because that is what's donated—a whole lot of canned food. And they're eating canned food two and three times a day, if that's what they're being offered.” Another Key Informant pointed out: “Someone who is working two or three jobs in order to feed their family . . . [has] very little time left in their day to do basic things: go to the food store, prepare a meal, shop, or meal planning. And so they end up needing to do things in the shortest amount of time, which generally means less healthy options.”

The rate of obesity in Hartford is 33 percent, comparable to that of the state of Alabama—which means that the prevalence of obesity among Hartford residents is equivalent to that of the top five states with the highest rates of obesity nationwide. In contrast, the state of Connecticut is ranked 43rd for overall obesity rates.

Data from the Curtis D. Robinson Center for Health Equity Participant Survey showed that diseases linked to health-related behaviors impact Hartford residents at alarming rates.

Figure 7: Obesity in Hartford and Statewide



Source: Connecticut Department of Public Health, Healthy Connecticut 2020: State Health Assessment, 2014.

Figure 8: Have you or has someone close to you been impacted by . . .

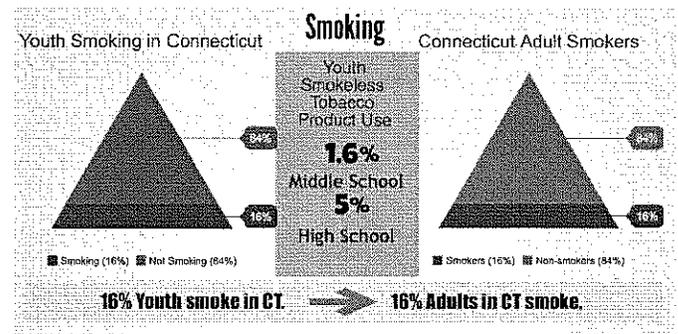


Source: Curtis D. Robinson Center for Health Equity Participant Survey, 2015.

Smoking

Smoking, another individual health choice, causes a spectrum of serious and life-threatening illnesses; it can lead to a host of lung diseases including cancer, as well as cardiovascular disease. Although changes in smoking regulations over the past decade have affected overall smoking rates, the current rates of smoking among youth and adults is similar, highlighting the challenge to further impact this behavior. This is important in part because becoming addicted at a young age makes it harder to quit smoking in adulthood (see Figure 9).

Figure 9: Smoking in Connecticut



Source: Connecticut Department of Public Health, Healthy Connecticut 2020: State Health Assessment, 2014

Substance Abuse

The impact of substance abuse on Hartford residents is significant. As noted in Figure 8, more than one-third of survey respondents indicated that substance abuse is a problem that impacts themselves or their family. For Hispanic respondents, this percentage increased to 46 percent.

Opioid use and abuse of prescription drugs at the national level has increased, and the Hartford region is no different. As noted in Figure 14, alcohol and substance abuse is the number one reason for Emergency Department non-admissions at Saint Francis. The issue of opioid use was also mentioned by health leaders in surrounding towns served by Saint Francis.

CLINICAL CARE

The CDC's model of community health and well-being identifies one other factor: clinical care. Clinical care encompasses all the many kinds of healthcare that modern society relies on, from preventive care to treatment, from everyday illnesses to serious, chronic conditions, from mental health care to dental care and more.

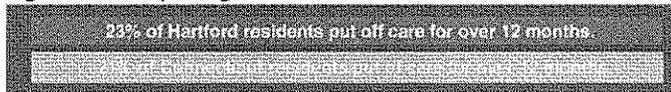
Access to providers and necessary preventive treatment is the foundation of clinical care. Yet, the data collected for this CHNA showed that, as with the other aspects of the CDC model, socioeconomic barriers can and do interfere with access to care.

Socioeconomic Barriers to Care

The Affordable Care Act has done much to ensure that citizens can enroll in a health insurance plan, but it is only part of the equation. As with food insecurity, lack of money and reliance on public transportation can limit access to care, and so can the parameters that are set by health insurance plans: copays, referral policies and specific “in-network” providers.

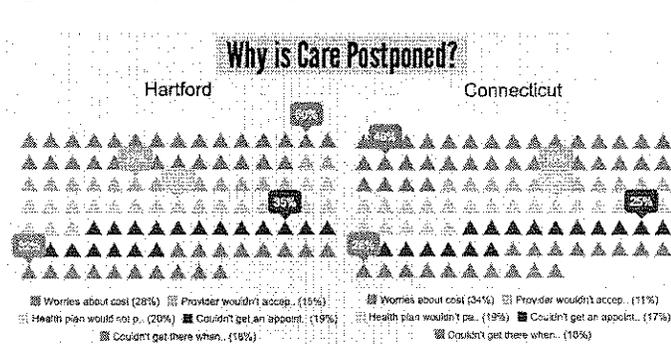
Finally, providers’ business hours might not match clients’ needs (see Figures 10,11,12). All of these socioeconomic realities can result in people postponing needed clinical care.

Figure 10: Postponing Care



Source: DataHaven Community Health and Well-being Survey, 2015

Figure 11: Why Care is Postponed



SOURCE: DataHaven Community Health and Well-being Survey, 2015

Access to care continues to be a problem in both Hartford and the entire state of Connecticut. Over 20 percent of residents report delaying care in the past year, primarily due to finances and insurance problems. Remarkably, in a city with a relatively high density of health care facilities, 35 percent of residents could not get an appointment in a timely fashion and 32 percent couldn't get to the facility when it was open.

Cultural Barriers to Care

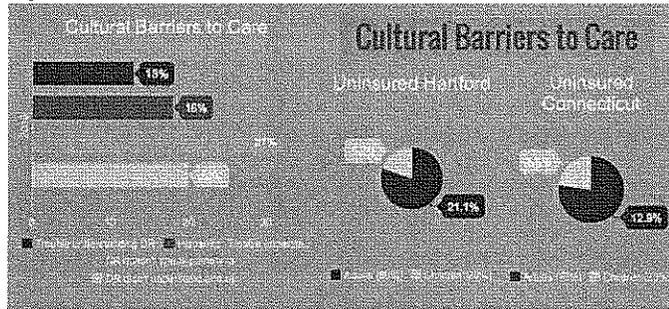
Hartford is diverse, and many of the people interviewed said that health care practitioners do not know enough about the population they serve to provide quality care (see Figure 12). Something as seemingly simple as providers speaking the same language as their clients can make all the difference; if a patient doesn't understand follow-up instructions, there's a good chance the clinical visit will not have the intended outcome.

“I still think that there are pockets of population that—I believe—are completely disconnected from the concept of health,” said one Key Informant. “Thinking about the population we serve, it was a linguistic barrier, and economic barriers that prevented optimal health. I also think when they did access health services, more often than not they perceived—or they experienced—racial bias.”

In the same way that that providers’ lack of cultural knowledge of their patients gives rise to cultural barriers to care, so too, can their clients’ misunderstandings and mistrust of the health care system.

This point was brought out in interviews with Key Informants. “What it boils down to,” said one Key Informant, “[is that] it’s really about communities not having accessibility for the qualified care that they deserve, and that would include being considerate of their culture and language.”

Figure 12: Cultural Barriers to Care



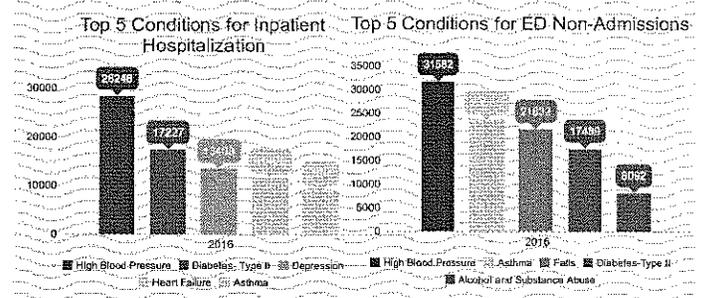
SOURCE: Curtis D. Robinson Center for Health Equity Participation Survey, 2015

LEADING HEALTH CONDITIONS

This CHNA also explored the specific health problems of Hartford’s residents—many of them problems that are exacerbated by both poverty and the barriers to community health detailed earlier.

For example, diabetes is a disease whose control is dependent on at least two of the major barriers to community health (food insecurity and access to clinical care). It was among the top five reasons for both in-patient admissions and Emergency Department non-admissions at Saint Francis. Hospital data also counted high blood pressure, depression, asthma, heart failure, alcohol and substance abuse (see Fig13).

Figure 13: Hospital Use: Saint Francis Service Area: Top 5 Inpatient and Outpatient Diagnoses



SOURCE: Connecticut Hospital Association Saint Francis Hospital and Medical Center Community Health Profile 2015

Community Health Profiles, developed by the Connecticut Hospital Association for the Saint Francis Service Area and for Hartford, reveal significant racial and ethnic differences in the population of these two regions and in the care they receive. The diversity of Hartford is reflected in the profile of patients seen in the ED as noted below.

Cardiovascular Disease

Connecticut is experiencing over 27,000 years of potential life lost due to premature death as a result of heart disease, according to *Healthy Connecticut 2020*. The rates of both high blood pressure and heart disease in Connecticut are approximately 30 percent. Blacks and Hispanics have significantly poorer outcomes than whites.

Cardiac issues can cause a ripple effect that touches every area of life, which is especially hard for those who live in poverty or near-poverty. This, in turn, affects their well-being dramatically. As one of the Key Informants explained, “Any kind of cardiac issue that results in mobility problems impact

your ability to get to your doctors, move around your house, even bathe yourself. It may mean you need help from someone every day.”

Asthma

In Connecticut, 10 percent of adults and 12 percent of children overall suffer from asthma. It is clear when looking at the data more carefully that there are significant disparities in the incidence of asthma in Hartford and the state as a whole, and among different racial and ethnic groups (see Table B).

Table B

	WHITE	BLACK	HISPANIC
HARTFORD	18%	13%	22%
CONNECTICUT	9%	11%	12%

Source: DataHaven, Community Health and Well-being Survey, 2015

Diabetes

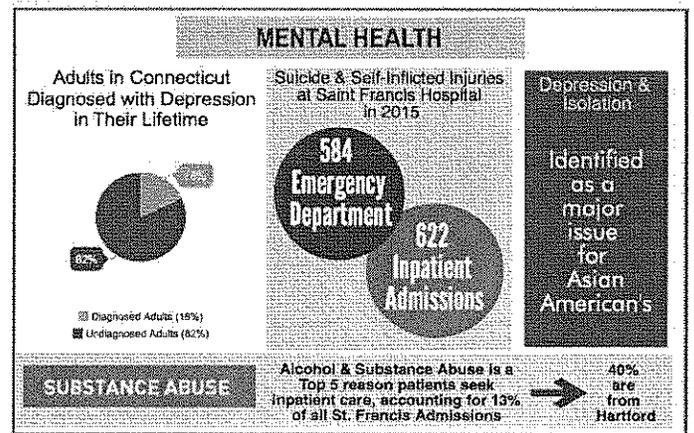
In Connecticut, over 8 percent of adults are diagnosed with diabetes; in Hartford that rate is 12 percent of adults. This represents a significant increase in the past 10 years. Diabetes is often the result of other issues including obesity, limited access to healthful food and lack of physical activity.

Differences are also seen when looking at the data by race. As with obesity, behavior change related to diabetes is a long process and requires that patients remain motivated to make lasting change.

Mental Health

Mental health issues can have a profound effect on quality of life. Depression was among the top-five reasons for admissions at Saint Francis in 2015. The data review and the Key Informant interviews highlight the importance of mental health (see Figure 14). Several Key Informants maintained that it is both a disease that requires care and a barrier to care—and to the challenges of living in poverty. As one Key Informant said, “Integration and collaboration between mental and physical health is critical. People cannot get well if their mental health and their substance abuse issues aren’t addressed.”

Figure 14: Mental Health



Connecticut Department of Public Health, *Healthy Connecticut 2020: State Health Assessment*. Asian Pacific American Affairs Commission, *Needs Assessment on Southeast Asian Population in Connecticut, 2014*. Connecticut Hospital Association: Saint Francis Hospital and Medical Center Community Health Profile, 2015.

Depression and trauma cut across class, race and geography; however, youth and families of color disproportionately experience trauma. This, according to *Hartford 06120*, the report by My Brother’s Keeper/Violence Free Zone, can lead

to other behaviors that impact the trajectory of a child's life.

For example:

- Truancy, poor academic performance and dropping out of school.
- Frequent encounters with law enforcement and involvement in the juvenile justice system.
- Anxiety and depressive disorders and thoughts of suicide and/or hurting others.
- Difficulty forming trusting and meaningful relationships at home and school, and among peers, with significant others and other positive role models.
- Early initiation of drug use.

As one Key Informant commented, "Mental health is a huge barrier. We have a lot of communities that are suffering with mental health issues. . . . We don't do enough to be able to engage in outreach to these specific communities and tailor it to their cultural and linguistic needs.

IX. GOING FORWARD: MAKING HARTFORD

A HEALTHIER PLACE TO LIVE AND WORK

The warm, sunny day had brought everyone out to the park. The farmer's market was in full swing, the music of a salsa band filled the air, and a gaggle of children danced in front of their makeshift stage.

At the other side of the market, a chef was demonstrating a recipe for a spicy slaw. "It's full of nutrition," she said, handing out samples in tiny paper cups. "And best of all, it's delicious and easy."

Throughout the market, young and old wandered through the farmers' stalls, eyeing the bright greens, vivid reds, and brilliant oranges and yellows of the produce that had been picked that very morning. At one stall, the farmer was selling watermelon. Elsewhere juicy peaches were on offer, along with peppers, carrots, onions, herbs, assorted greens, and even honey. A baker was selling several kinds of fragrant, yeasty breads.

Some of the shoppers paid with cash, but others paid with their vouchers or SNAP cards—and got double the value because they were shopping at the farmer's market. On this day, a health information booth occupied a spot in the market. Nurses were taking people's blood pressure and talking about follow-up care.

Salsa music echoed through the market, putting everyone in a good mood. One couple began to dance. Then another, and then a group of teens joined in. A woman with her arms full of grocery bags had been just about to leave, but she too found herself dancing, still holding her packages. "I can't resist," she said to no one in particular.

A bus rounded the corner and stopped at the bus stop. A half dozen people got off and made their way to the park, headed for the market. A mother and her six-year-old daughter got on. "Cuidado," said the mother, who was carrying bags loaded with fresh fruit, vegetables and bread. "Watch your step."

The six-year old climbed onto the bus; the steps were almost too big for her short legs. Once seated next to her mother, she retrieved a handful of sugar snap peas from the pocket of her jacket and munched on them contentedly. "Mama," she said, "I never knew vegetables tasted so good!"

VISIONS OF A HEALTHY COMMUNITY

Many of the Key Informants consulted during the preparation of this CHNA had strong opinions about the ingredients of a healthy community. These typically focused directly on the socioeconomic factors that affect health outcomes. The socioeconomic factors mentioned most often by the Key Informants were:

- Healthy food options and information about nutrition
- Adequate employment that pays enough for people to support their families without the need to work two or three jobs
- Safe and affordable housing
- Good-quality education for both for children and adults
- Culturally sensitive support systems

Another common theme was the need for communication and dissemination of information between the various organizations and agencies in Hartford and from these organizations and agencies to the residents.

HARTFORD'S ASSETS

The Key Informants who participated in this CHNA noted that despite the numerous problems the city must face, it has many assets as well. They enumerated the city's physical assets, including its neighborhoods, hospitals, and parks. While they acknowledged the city's tangible assets, they also emphasized intangibles. Almost every Key Informant said that diversity enriches the city of Hartford and makes it a more interesting place to live and work.

They also cited the number and quality of its community-based organizations, some of them with national reputations. The leaders and staff of these organizations are passionate, intelligent and have a deep understanding of Hartford, the residents, politics and ecosystem as a whole.

NEXT STEPS/CONCLUSION

Clearly, there is much work ahead for public health organizations, of which Saint Francis Hospital and Medical Center is just one. Setting up a health care infrastructure that is able and equipped to take on the barriers to community health will require:

- Strong leadership and a committed set of coalition partners.
- Maintaining an iterative ongoing community engagement process.
- A broad focus on community health and wellbeing.
- An understanding that the climate for community transformation work has changed.

This information will be used to develop a Strategic Plan for Community Transformation. The groundwork has already begun with the development of the Wellbeing 360 Coalition. This group will play a critical role in reviewing the findings here and working to develop a plan for change. Having affiliated with Trinity Health, Saint Francis Hospital and Medical Center is poised to meet the challenges that will come.

X. APPENDICES

Appendix 1: Centers of Excellence – Saint Francis Hospital and Medical Center

Saint Francis Hospital and Medical Center offers five centers of excellence—easily accessible treatment centers focused on particular conditions—plus a host of other services.

- **The Mount Sinai Rehabilitation Hospital** occupies the former Mount Sinai Hospital campus in the city's North end. In 1990, Saint Francis affiliated with Mount Sinai Hospital, a Jewish-sponsored institution that opened in 1923. Mount Sinai was born of a vision similar to the one that led to the founding of Saint Francis decades earlier. The collaboration marked the first recorded instance of a Catholic and Jewish hospital affiliation in United States history. The arrangement was formalized as a corporate merger in 1995. Today, the 60-bed facility is Connecticut's only freestanding acute care rehabilitation hospital.
- **Smilow Cancer Center Yale-New Haven at Saint Francis** is one of New England's leading outpatient cancer treatment centers, providing the latest technology and the most comprehensive range of treatment options in the region. More than 1,500 cancer patients and their families depend on the center every year. The team approach that distinguishes the center streamlines the diagnosis and consultation process, and individualized care plans can include a combination of conventional and investigational therapies.
- **The Hoffman Heart and Vascular Institute of Connecticut** is the largest open-heart surgery center in Connecticut. In emergencies, Saint Francis delivers the fastest response to heart attack in the area and routinely performs more cardiac catheterizations than any other heart center in the state—numbers that directly correlate with saving lives. With state-of-the-art technology, Saint Francis cardiologists can correct heart rhythm disorders and manage patients with advanced congestive heart failure. Because heart disease is also the leading cause of death in women and frequently overlooked, the **Women's Heart Program at Saint Francis** is a risk-reduction and education program for women designed to prevent both heart attack and stroke.
- **The Connecticut Joint Replacement Institute**, the newest of Saint Francis' Centers of Excellence, is recognized as one of the major arthritis and joint replacement centers on the East Coast. Since it opened in 2007, it has become the largest joint replacement center in Connecticut. Led by fellowship-trained orthopedic surgeons, this "hospital within a hospital," is distinguished by dedicated operating rooms and staff for hip and knee replacement and multidisciplinary teams working together to provide expert care for patients needing joint replacement procedures. The staff is also involved in research in materials used in joint replacement surgery and in post-operative pain control.
- **Women and Children's Health:** Caring for women and children begins before conception and extends beyond retirement. Labor and delivery, gynecological care and comprehensive breast health are flagship programs of Saint Francis' Women and Infants Health program. The **New Beginnings Family Birth Care** model provides a unique birthing experience for each mother and her family. It offers enhanced privacy features, attractive and comfortable surroundings and the latest medical technology, including a Level III neonatal intensive care unit (NICU) and a state-of-the-art antepartum diagnostic center. Delivery by a nurse midwife is among the options available. When gynecological problems arise, expert surgeons and minimally invasive technologies, including robotic surgery, offer quicker recovery with better outcomes. At the **Comprehensive Women's Health Center**, women with breast health concerns, both routine and complex, benefit from a streamlined approach to breast cancer prevention, diagnosis, treatment and recovery.

In addition to its centers of excellence, Saint Francis offers a full range of expert medical and dental care with respected programs in:

- Stroke care
- Surgery
- Surgical weight loss
- Diabetes management
- Orthopedic and sports medicine
- Pain management
- Integrative medicine

Appendix 2: Key Informant Agencies

Community Health Needs Assessment

Organization	Topic Area	Geographic Area
Faith Care	Faith/Health	Hartford
Harriott Home Health Services	Home Health	Hartford
YMCA	Physical Health	Hartford
Hispanic Health Council	Hispanic Health and Well Being	Hartford
Hartford Food System	Food Insecurity	Hartford
Food Share	Food Insecurity	Hartford
Hartford Health and Human Services	Public Health	Hartford
CT Asian Pacific American Affairs Commission	Asian American Well Being	Connecticut
Hartford Foundation For Public Giving	Community Investment	Connecticut
Asylum Hill Neighborhood Association	Community Development	Hartford

Appendix 3: 2106 CHNA Data Resource Website Addresses

- *The ALICE Study of Financial Hardship Report:* http://alice.ctunitedway.org/files/2014/11/14UW-ALICE-Report_CT.pdf
- *The Northeast Neighborhood Sustainability Plan – Health Impact Assessment:* https://cmtysolutions.org/sites/default/files/wysiwyg/nh_healthimpactassessment.pdf
- *Needs Assessment on the Southeast Asian Population in Connecticut (2014):* <http://ctapaac.com/wp-content/uploads/2014/12/APAAC-NEEDS-ASSESSMENT30JUNE2014-REPORT.pdf>
- *Hartford 06120 (2015):* <http://www.mbkhartford.org/>
- *Healthy Connecticut 2020: State Health Assessment report (2014):* http://www.ct.gov/dph/lib/dph/state_health_planning/shaship/hct2020/hct2020_state_hlth_assmt_032514.pdf
- *The 2015 DataHaven Community Health and Wellbeing Survey:* <http://www.ctdatahaven.org>

Appendix 4: Priority Health and Well-being Issues for Surrounding Towns

Priority Health Issues - Community members from Towns surrounding Hartford have some of the same health needs and others that differ due to suburban environment. Discussions with the health leaders from surrounding towns revealed the following information:

Town/Health District	Top Health Priorities
East Hartford	Nutrition/Diet/Exercise; Diabetes; Mental Health; Heart Disease; Substance Abuse
Northeast Health District	Behavioral Health; Substance abuse; Obesity; Access to health care
Windham	Crime/Safety; Sexually transmitted diseases
Enfield	Substance abuse
Bloomfield/West Hartford	Social isolation of Asian population; Diabetes; Exercise; Obesity; Heart disease

ALICE households by town- The Alice Index is a measure of income stability which identifies families who have limited resources but do not meet the federal poverty guidelines. Data about surrounding towns reveal significant pockets of low income residents.

Town	Total (ALICE + poverty households)
Hartford	69%
East Hartford	47%
Vernon	39%
Manchester	35%
Windsor Locks	35%

Average Chronic Absenteeism of Students by School District- Information about school delinquency indicates a significant amount of instability in households in these towns.

School District	Percent
Hartford School District	26%
Manchester School District	16%
East Hartford School District	14%
Somers School District	13%
Enfield School District	12%
East Windsor School District	11%
Windsor Locks School District	11%

Connecticut State Department of Education, via CT Data Collaborative

ENDNOTE

¹ *Why We Can't Wait for Tomorrow: Saint Francis Hospital and Medical Center 2015 Annual Report*, page 16.

Greer, Leslie

From: Cotto, Carmen
Sent: Wednesday, August 17, 2016 2:23 PM
To: 'chartley@stfranciscare.org' (chartley@stfranciscare.org); 'Rotavera, Liz' (LRotaver@stfranciscare.org)
Cc: Roberts, Karen; Greer, Leslie
Subject: Compliance with CON_DN 15-31979-CON

Dear Mr. Hartley:

The Office of Health Care Access (OHCA) is notifying you of a filing deficiency related to the Agreed Settlement under DN 15-31979-CON, the merger of Saint Francis Care, Inc. into Trinity Health Corporation.

Stipulations 10 and 11 required the first filing of the semi-annual submission of financial data to be filed on May 31, 2016. A review of the records for this docket number shows that these two filings have not yet been received and are significantly overdue. Please make submission of this missing material to OHCA at the earliest convenience but no later than September 16, 2016. Please continue to file your compliance submission using the OHCA inbox at OHCA@ct.gov and reference the docket number.

If you have any questions please contact me or Karen Roberts at (860) 418-7041 or Karen.Roberts@ct.gov.

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



www.ct.gov/dph

Greer, Leslie

From: Cotto, Carmen
Sent: Friday, September 09, 2016 2:21 PM
To: Rosadini, Mary Lou (MRosadin@stfranciscare.org)
Cc: Cable, Kimberly (KCable@stfranciscare.org); 'Rotavera, Liz' (LRotaver@stfranciscare.org); Roberts, Karen
Subject: Compliance with CON_DN 15-31979-CON, Stipulations 9, 10 & 11

Dear Ms. Rosadini:

The Office of Health Care Access (OHCA) is notifying you of a filing deficiency related to the Agreed Settlement under DN 15-31979-CON, the merger of Saint Francis Care, Inc. into Trinity Health Corporation, Stipulation 10.

- **Stipulation 10** required the Applicants to file on a semi-annual basis a statement of Cash Flow for the Hospital and its immediate parent (SFC or its successor legal entity). A review of the records for this docket number shows that the information filed on May 31, 2016 related to this stipulation is missing the Statements of Cash flows for the hospital and its immediate parent. Please make submission of this missing material to OHCA at the earliest convenience but no later than September 30, 2016.

In addition, in reference to **Stipulations 9 and 11**, please address the following:

- **Stipulation 9:** On your responses to OHCA's compliance completeness letter received on May 20, 2016, page 5, you have indicated that the *"The FY 2017 budgets are expected to be reviewed and approved June 2016. Once approval is obtained, the final capital budget for FY 2017 will be submitted to OHCA."* Please provide a copy of the FY 2017 final capital budget and, if applicable, revised Attachments 3 and 4 (preliminary capital plans); and
- **Stipulation 11:** The data submitted for each of the items listed under the Hospital's Financial Measurement Report, *Attachment C-Section D-Additional Statistics*, on May 31, 2016 does not reconcile with the numbers reported on the submitted Reports 100 and 150. Please reconcile the amounts. If necessary, provide a revised copy of the report.

Please continue to file your compliance submission using the OHCA inbox at OHCA@ct.gov and reference the docket number.

If you have any questions please contact me or Karen Roberts at (860) 418-7041 or Karen.Roberts@ct.gov.

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: Thursday, August 18, 2016 12:15 PM
To: 'Rosadini, Mary Lou'
Cc: Cable, Kimberly (KCable@stfranciscare.org); Roberts, Karen
Subject: RE: Compliance with CON_DN 15-31979-CON, Stipulations 10 & 11

Dear Ms. Rosadini:

Unfortunately, our filing did not reflect the submission of your documents. We apologize for the inconvenience and appreciate your prompt response. We will review your filing as soon as possible.

Thank you,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
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Connecticut Department of Public Health
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From: Rosadini, Mary Lou [<mailto:MRosadin@stfranciscare.org>]
Sent: Thursday, August 18, 2016 12:00 PM
To: Cotto, Carmen; Roberts, Karen
Cc: Schneider, Jennifer; Capone, Claudio; Mody, Amit; Rotavera, Liz; Cable, Kimberly
Subject: RE: Compliance with CON_DN 15-31979-CON, Stipulations 10 & 11

In response to your notice below, please see the attached copy of our response to Stipulations 10 & 11, which was filed on 5/31/2016.

Mary Lou Rosadini
Policies and Procedures Coordinator

Executive Associate to Vice President of Finance
Saint Francis Hospital and Medical Center, Inc.
114 Woodland Street
Hartford, CT 06105
Ph.: 860-714-1066
www.stfranciscare.com

From: Cable, Kimberly
Sent: Wednesday, August 17, 2016 2:48 PM
To: Schneider, Jennifer; Capone, Claudio
Cc: Mody, Amit; Rotavera, Liz
Subject: Compliance with CON_DN 15-31979-CON, Stipulations 10 & 11

A communication was received today from OHCA stating that the semi-annual response to Stipulations 10 & 11 (due 5/31/16) have not yet been received. Attached is a copy of these stipulations. OHCA is requesting a response no later than 9/16/16.

Regards,

Kim Cable

From: Cotto, Carmen
Sent: Wednesday, August 17, 2016 2:23 PM
To: 'chartley@stfranciscare.org' (chartley@stfranciscare.org); 'Rotavera, Liz' (LRotaver@stfranciscare.org)
Cc: Roberts, Karen; Greer, Leslie
Subject: Compliance with CON_DN 15-31979-CON

Dear Mr. Hartley:

The Office of Health Care Access (OHCA) is notifying you of a filing deficiency related to the Agreed Settlement under DN 15-31979-CON, the merger of Saint Francis Care, Inc. into Trinity Health Corporation.

Stipulations 10 and 11 required the first filing of the semi-annual submission of financial data to be filed on May 31, 2016. A review of the records for this docket number shows that these two filings have not yet been received and are significantly overdue. Please make submission of this missing material to OHCA at the earliest convenience but no later than September 16, 2016. Please continue to file your compliance submission using the OHCA inbox at OHCA@ct.gov and reference the docket number.

If you have any questions please contact me or Karen Roberts at (860) 418-7041 or Karen.Roberts@ct.gov.

Thank you,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
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