Norris
McLaughlin
& Marcus, P.A.
ATTORNEYS AT LAW

RECEIVED
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Department of Public Health
Office of the Commissioner

Direct Dial: 484-765-2293
Direct Email: sjarvaweiss@nmmlaw.com

July 21, 2014

**VIA HAND DELIVERY**

The Honorable George C. Jepsen
Attorney General
Office of the Attorney General
55 Elm Street
Hartford, CT 06106

The Honorable Jewel Mullen
Commissioner
Department of Public Health Care Access
410 Capitol Avenue
Hartford, CT 06134

**Re: Bristol Hospital and Health Care Group, Inc.**

Dear Attorney General Jepsen and Commissioner Mullen:

Please be advised that Norris McLaughlin & Marcus, P.A. represents Bristol Hospital and Health Care Group, Inc. and its affiliated entities (collectively "BHHCG") in connection with the proposed transfer of certain assets of BHHCG to a to-be-formed, for profit entity owned by a joint venture between Tenet Healthcare Corporation ("Tenet") and Yale-New Haven Health Services Corporation ("YNHHSC").

Please accept the enclosed CON Determination Form submitted by BHHCG, Tenet and YNHHSC to begin the review process for the proposed transaction as required by Connecticut General Statutes §§19a-486 et seq. and 19a-630 et seq. The BHHCG Board has carefully reviewed this proposal and concluded that it will ensure continued access to high quality health care services for the Bristol community and is in the best interests of BHHCG.

Please enter the appearance of Norris McLaughlin & Marcus, P.A. on behalf of BHHCG for matters conducted both at the Office of Attorney General and the Department of Public Health, Office of Health Care Access and forward all subsequent materials to my attention.

We look forward to working with your offices on this proposal.

Thank you for your time and attention.

Very truly yours,
Norris McLaughlin & Marcus, P.A.

By: Sandra Jarva Weiss
Sandra Jarva Weiss
Member

cc: Kurt A. Barwis, President and CEO, Bristol Hospital and Healthcare Group, Inc.
Michael Blau, Esquire, Foley and Lardner
Trip Pilgrim, Senior Vice President of Development, Tenet
Jeffrey Peterson, Senior Counsel, Tenet
Collin P. Baron, Esquire, Pullman & Comley, LLC
Gayle Capozzalo, Executive Vice President, Strategy and System Development, YNHHSC
William J. Aseltyne, Senior Vice President & General Counsel, YNHHSC

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

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

## SECTION I. PETITIONER INFORMATION

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

| | Petitioner | Petitioner |
|---|---|---|
| Full Legal Name | Bristol Hospital and Health Care Group, Inc. | Tenet Healthcare Corporation |
| Doing Business As | Bristol Hospital | |
| Name of Parent Corporation | Bristol Hospital and Health Care Group, Inc. | |
| Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail | 41 Brewster Road<br>Bristol, CT 06010 | 1445 Ross Avenue,<br>Suite 1400<br>Dallas, Texas 75202 |
| What is the Petitioner's Status:<br>P for profit and<br>NP for Nonprofit | NP | P |
| **Contact Person at Facility**, including Title/Position:<br>This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter. | Kurt A. Barwis, FACHE<br>President & CEO | Jeffrey Peterson<br>Senior Counsel |

| | | |
|---|---|---|
| Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail | 41 Brewster Road<br>Bristol, CT 06010 | 1445 Ross Avenue,<br>Suite 1400<br>Dallas, Texas 75202 |
| Contact Person's Telephone Number | 860-585-3222 | 469-893-6104 |
| Contact Person's Fax Number | 860-585-3301 | 469-893-7104 |
| Contact Person's e-mail Address | kbarwis@bristolhospital.org | jeff.peterson@tenethealth.com |

| | **Petitioner** | **Petitioner** |
|---|---|---|
| Full Legal Name | Yale-New Haven Health Services Corporation | |
| Doing Business As | Yale New Haven Health System | |
| Name of Parent Corporation | | |
| Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail | 20 York Street<br>New Haven, CT, 06510 | |
| What is the Petitioner's Status:<br>P for profit and<br>NP for Nonprofit | NP | |
| **Contact Person at Facility**, including Title/Position:<br>This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter. | Gayle Capozzalo<br>Executive Vice President, Strategy & System Development | |

| | | |
|---|---|---|
| Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail | 20 York Street New Haven, CT, 06510 | |
| Contact Person's Telephone Number | (203) 688-2605 | |
| Contact Person's Fax Number | (203) 688-3472 | |
| Contact Person's e-mail Address | gayle.capozzalo @ynhh.org | |

## SECTION II. GENERAL PROPOSAL INFORMATION

a. Proposal/Project Title: Application for Approval of Transfer of Assets of Bristol Hospital and Health Care Group, Inc. and its Affiliates to VHS Bristol Health System, LLC and Conversion of Bristol Hospital, Inc. to a For Profit Hospital.

b. Estimated Total Project Cost: Sale of assets for an estimated purchase price of $50,000,000 (subject to certain adjustments) with a commitment to provide $45,000,000 in additional capital projects to benefit Bristol Hospital.

c. Location of proposal, identifying Street Address, Town and Zip Code: 41 Brewster Road, Bristol, CT 06010 and locations served by joint ventures to be transferred.

d. List each town this project is intended to serve: Bristol, Terryville, Plymouth, Plainville, Burlington, Farmington, Southington, Wolcott, Thomaston and Harwinton.

e. Estimated starting date for the project: Following regulatory approvals and satisfaction of closing conditions.

## SECTION IV. PROPOSAL DESCRIPTION

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

1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner.

   See Exhibit 1 attached – Licenses.

2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable.

   Not applicable. No service changes are being requested as part of this proposal. Tenet has committed to preserve for at least ten years all essential Bristol Hospital services.

3. Identify the current population served and the target population to be served.

   The population to be served by the proposal are the residents in Bristol Hospital's current service area consisting of the towns of Bristol, Terryville, Plymouth, Plainville, Burlington, Farmington, Southington, Wolcott, Thomaston and Harwinton.

Description Of Proposal

Bristol Hospital and Health Care Group, Inc. ("BHHCG") is proposing to transfer certain of the assets of BHHCG and its affiliates and subsidiaries including Bristol Hospital Inc. and Bristol Hospital Multispecialty Group, Inc. (but excluding Bristol Hospital Development Foundation, Inc.) to VHS Bristol Health System, LLC, a to-be-formed, for profit entity owned by a joint venture between Tenet Healthcare Corporation ("Tenet") and Yale-New Haven Health Services Corporation ("YNHHSC"). Tenet will own 80% of the membership interest in the joint venture and YNHHSC will own 20%. The estimated purchase price is $50,000,000 (less certain adjustments for capital leases, pension liabilities, retirement obligations and certain assumed liabilities) with a commitment to provide $45,000,000 in additional capital projects to benefit Bristol Hospital.

The proposed transfer will include the properties, assets and businesses of the following entities affiliated with BHHCG:

- Bristol Hospital and Healthcare Group, Inc.
- Bristol Hospital, Inc., a licensed general hospital and home health care provider
- Bristol Hospital EMS, LLC, a licensed EMS organization
- Bristol Health Care, Inc. including its subsidiary Ingraham Manor, a licensed chronic and convalescent nursing home

Copies of the Connecticut licenses of each licensed entity listed above are attached as Exhibit 1.

The proposed transfer will also include BHHCG's or its affiliate's ownership interests (reflected in the parentheticals below) in the following joint ventures subject to approvals required by the joint venture governing documents or applicable laws:

- Bristol MSO, LLC (50%)
- Medworks, LLC (49%)
- Connecticut Occupational Medicine Partners, LLC (33%)
- MedConn Collection Agency, LLC (20%)
- Total Laundry Cooperative, LLC (9%)
- Central Connecticut Endoscopy Center, LLC (6.5%)
- Health Connecticut, LLC (5.4%)

To the extent required by the Office of Health Care Access, BHHCG will submit separate CON applications for the transfer of ownership of the affiliates or joint venture interests listed above.

As part of the proposed transfer, BHHCG and Tenet will restructure BHHCG's medical foundation, Bristol Hospital Multispecialty Group, Inc., ("BHMSG"). Consistent with Connecticut law, this restructuring will take the form of a transfer of the assets and liabilities of BHMSG to a new medical foundation, the sole member of which will be Tenet or an affiliate of Tenet.

There are a number of terms of the proposal that will significantly benefit employees and residents in the communities served by BHHCG. These terms include:

(1) A commitment to preserve all essential Bristol Hospital services for at least 10 years.

(2) Offers of employment to all active BHHCG employees at compensation no less than current levels and with benefits consistent with those offered to employees at other hospitals operated by Tenet. All collective bargaining agreements will be assumed and honored.

(3) Assumption of the assets and liabilities of the BHHCG Retirement Plan, a frozen employee pension benefit plan.

(4) A commitment to maintain and adhere to Bristol Hospital's current policies on charitable care, indigent care and community benefit or adopt policies at least as favorable as Bristol Hospital's current policies.

(5) A commitment to provide care through community-based health programs, including cooperating with local organizations that sponsor health care initiatives to address community needs and improve the health status of the elderly, poor, and at-risk populations in the community.

(6) A commitment to maintain the Bristol Hospital Medical Staff to ensure continuity of care in the community and to involve Bristol Hospital physicians in the strategic and capital planning processes for Bristol Hospital to meet the needs of the Medical Staff and their patients.

(7) A commitment to maintain and enhance Bristol Hospital's historic commitment to quality, safety and patient satisfaction.

(8) Establishment of a Local Board of Trustees for Bristol Hospital consisting of four physician members of the Bristol Hospital Medical Staff, five community leaders from the current BHHCG Board of Directors and the Bristol Hospital CEO. The Local Hospital Board will be responsible for and make recommendations on the establishment of Bristol Hospital policies, maintenance of patient care quality, medical staff credentialing, and the provision of clinical service and community service planning in a manner responsive to the community needs.

(9) A commitment to spend in the next six years not less than $45,000,000 on capital projects including routine and non-routine capital expenditures for facility upgrades and renovations, and the development and improvement of hospital, ambulatory or other health care services in the community.

In general terms, this proposal will allow BHHCG to: retire all of its existing debt; provide needed capital for improvements; provide greater opportunities for new and expanded service line development; improve physician recruitment and retention; improve the Hospital's ability to respond to incentives under healthcare reform; realize economies of scale to reduce costs; realize operating efficiencies; and improve the quality of care and services to patients in the BHHCG community.

**SECTION V. AFFIDAVIT**

**(Each Petitioner must submit a completed Affidavit.)**

Petitioner: Bristol Hospital and Health Care Group, Inc.

Project Title: Application for Approval of Transfer of Assets of Bristol Hospital and Health Care Group, Inc. and its Affiliates to VHS Bristol Health System, LLC and the Conversion of Bristol Hospital, Inc. to a For Profit Hospital.

I, Kurt A. Barwis, FACHE (Name) President & CEO (Position – CEO or CFO)

of Bristol Hospital and Health Care Group, Inc. (Organization Name) being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

Signature 7/21/2014 Date

Subscribed and sworn to before me on July 21, 2014

Cynthia A. White
Notary Public/Commissioner of Superior Court

My commission expires: 07/31/2014

CYNTHIA A. WHITE
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2014

**SECTION V. AFFIDAVIT**

**(Each Petitioner must submit a completed Affidavit.)**

Petitioner: Tenet Healthcare Corporation

Project Title: Application for Approval of Transfer of Assets of Bristol Hospital and Health Care Group, Inc. and its Affiliates to VHS Bristol Health System, LLC and the Conversion of Bristol Hospital, Inc. to a For Profit Hospital.

I, Harold H. Pilgrim, III (Name) Senior Vice President, Development (Position – CEO or CFO)

of Tenet Healthcare Corporation (Organization Name) being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

Signature

July 18, 2014
Date

Subscribed and sworn to before me on 7-18-2014

Gigi Aldrete
Notary Public/Commissioner of Superior Court

My commission expires: 4-4-15

NOTARY PUBLIC STATE OF TEXAS
GIGI ALDRETE
My Commission Expires
April 04, 2015

**SECTION V. AFFIDAVIT**

**(Each Petitioner must submit a completed Affidavit.)**

Petitioner: Yale-New Haven Health Services Corporation

Project Title: Application for Approval of Transfer of Assets of Bristol Hospital and Health Care Group, Inc. and its Affiliates to VHS Bristol Health System, LLC and the Conversion of Bristol Hospital, Inc. to a For Profit Hospital.

I, Gayle Capozzalo (Name) Executive Vice President, Strategy & System Development (Position – CEO or CFO)

of Yale-New Haven Health Services Corporation (Organization Name) being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

Signature 7 21 14 Date

Subscribed and sworn to before me on 7 21 14

Irene Noel

Notary Public/Commissioner of Superior Court

Irene Noel
NOTARY PUBLIC
State of Connecticut
My Commission Expires 5/31/2019

My commission expires:

**EXHIBIT 1**

**LICENSES**

# STATE OF CONNECTICUT

## Department of Public Health

## LICENSE

## License No. 0041

## General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

Bristol Hospital. Inc. of Bristol. CT d/b/a Bristol Hospital, Inc. is hereby licensed to maintain and operate a General Hospital.

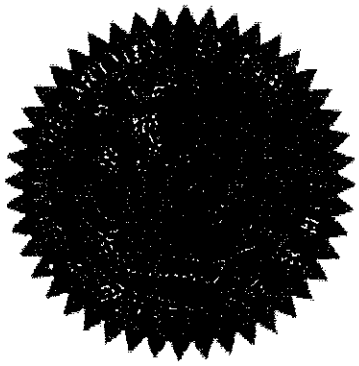
**Bristol Hospital, Inc.** is located at 41 Brewster Road, Bristol. CT 06010.

The maximum number of beds shall not exceed at any time:

20 Bassinets
134 General Hospital Beds

This license expires **March 31, 2015** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, April 1, 2013. RENEWAL.

Satellites:
The Counseling Center, 440 North Main Street, Bristol, CT



Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

**Department of Public Health**

**LICENSE**

**License No. C8311410**

**Home Health Care Agency**

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:
PERMISSION IS GRANTED TO:

**Bristol Hospital, Inc.**
**d/b/a Bristol Hospital Home Care Agency**

located at 222 Main Street, Bristol, CT 06010

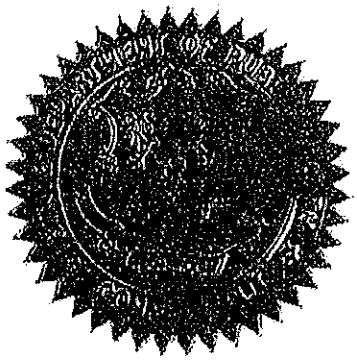
To provide the following Home Health Care Services:

**Home-Maker Home Health Aide**
**Hospice**
**Medical Social Work**
**Nursing**
**Occupational Therapy**
**Physical Therapy**
**Speech Therapy**

in the patient's home or a substantially equivalent environment in the towns named in the agency's application for licensure.

This license expires **September 30, 2016** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, October 1, 2013. RENEWAL.



Jewel Mullen, MD, MPH, MPA
Commissioner

# 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

**LICENSE L017P2**

FOR

**Bristol Hospital EMS, LLC**

Located at **371 Terryville Ave, Bristol, CT 06010** is hereby authorized to operate 15 VEHICLE (S) in a BA/MIC-P category beginning Date **1/1/2014** and ending Date **12/31/2014.**

The licensed ambulance service, which the licensee is authorized to operate, shall consist of the provision of all forms of medical service allowed by law through the use of the following ambulance vehicles:

> Of the **15** authorized vehicles, the licensee will be permitted to equip and use not more than **8** as Ambulance(s), **5** as Invalid **Coach (es),** as defined by Chapter 368d, Section 19a-175 of the Connecticut General Statues, and **2** as **Non-Transporting Emergency Medical Service Vehicle(s)** as defined in Section 19a-180-1(b)(4) of the Regulations of Connecticut State Agencies. Applicant is also authorized to operate 0 branch locations. Addresses of the authorized branch locations are on file in the Department of Public Health

This license is transferable only with the prior approval of the Department of Public Health and is issued subject to payment of such fees as required by law, compliance by licensee with all motor vehicle laws and statutes of the State of Connecticut, and orders as the State Department of Public Health may from time to time promulgate. The licensee above-named is permitted by this license to operate emergency medical service from its principal place of business at **371 Terryville Ave, Bristol, CT.**

A copy of this certificate shall be displayed prominently in the above stated operational headquarters and at each location from which the provider is granted to operate under this certificate.

Dated: January 9, 2014
Reprint of Cert

Jewel Mullen MD

Jewel Mullen, M.D., M.P.H., M.P.A., Commissioner

Connecticut Department of Public Health

Phone: (860) 509-8000 • Fax: (860) 509-7184 • VP: (860) 899-1611
410 Capitol Avenue, P.O. Box 34038
Hartford, Connecticut 06134-0308
www.ct.gov/dph
*Affirmative Action/Equal Opportunity Employer*

# STATE OF CONNECTICUT

## Department of Public Health

## LICENSE

## License No. 2056-C

## Chronic & Convalescent Nursing Home

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

Bristol Health Care, Inc. of Bristol, CT d/b/a Ingraham Manor is hereby licensed to maintain and operate a Chronic & Convalescent Nursing Home.

**Ingraham Manor** is located at 400 North Main Street, Bristol, CT 06010-4923 with:

Doris L. Altherr, MD as Medical Director
Linda A. Urbanski as Administrator
Mary C. Smith, RN as Director of Nurses

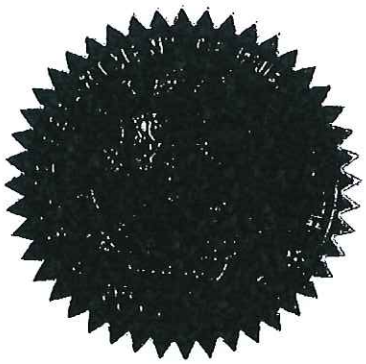
The maximum number of beds shall not exceed at any time:

128 Chronic and Convalescent Nursing Home Beds

This license expires **September 30, 2014** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, October 1, 2012.

Waiver Sec. 19-13-D8t(f)(3) Exp. N/A
Waiver Sec. 19-13-D8t(v)(7)(C) Exp. N/A
Waiver Sec. 19-13-D8t(v)(9)(A);(v)(8)(B) Exp. N/A
Waiver Sec. 19-13-D8t(v)(20)(I) Exp. N/A
*Waiver Sec. 19-13-D8u(a)(1) Exp. N/A

Revised to include:
*Added (1) Waiver effective 1/17/14



Jewel Mullen, MD, MPH, MPA
Commissioner