

ROBERT J. ANTHONY  
direct dial: (860) 509-6517  
[ranthony@brownrudnick.com](mailto:ranthony@brownrudnick.com)

185 Asylum  
Street  
Hartford  
Connecticut  
06103  
tel 860.509.6500  
fax 860.509.6501

October 9, 2014

**VIA HAND DELIVERY**

Office of the Attorney General  
55 Elm Street, P.O. Box 120  
Hartford, CT 06141-0120  
Attn.: Gary W. Hawes, Esq., Assistant Attorney General

Office of Health Care Access, Department of Public Health  
410 Capitol Avenue  
Hartford, CT 06134  
Attn.: Steven W. Lazarus

**RE: Application of Saint Mary's Health System, Inc.'s and Tenet Healthcare Corporation for Transfer of Assets, OAG Docket No. 14-486-02 and OHCA Docket No. 14-31927-486**

Dear Attorney Hawes and Mr. Lazarus:

Saint Mary's Health System, Inc. ("Saint Mary's") hereby submits the following Pre-Filed Testimony:

- Chad Wable, President & CEO of Saint Mary's Health System and Saint Mary's Hospital
- Robert Mazaika, Chairman, Saint Mary's Health System, Saint Mary's Board of Directors, Board Task Force
- Dr. Steven Schneider, President, Franklin Medical Group & Chief Medical Officer at Saint Mary's Hospital

In addition, we are filing Appearances in this matter for Robert J. Anthony and Douglas A. Cohen on behalf of Saint Mary's Health System, Inc.

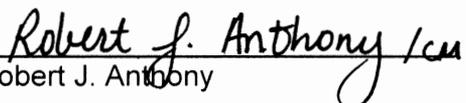


The original, three (3) hard copies and one (1) electronic copy of these filings will be hand delivered to Mr. Lazarus' office. Two (2) hard copies and one (1) electronic copy will be hand delivered to Attorney Hawes' office.

Please contact me if you have any questions or need anything further. Thank you for your assistance in this matter.

Very truly yours,

**BROWN RUDNICK LLP**

  
Robert J. Anthony

Enclosures

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**STATE OF CONNECTICUT**  
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**Department of Public Health, Office of Health Care Access**

**SAINT MARY'S HEALTH** :  
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**HEALTHCARE CORPORATION** :  
 :  
**DOCKET AG No. 14-486-02 and** :  
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**APPEARANCE**

Please enter my appearance as co-counsel for Saint Mary's Health System, Inc. in the above referenced matter.

**SAINT MARY'S HEALTH SYSTEM, INC.**

By: Robert J. Anthony / cn  
Robert J. Anthony  
Brown Rudnick LLP  
CityPlace I, 185 Asylum Street  
Hartford, CT 06103  
Tel. (860) 509-6517  
Fax (860) 509-6501  
[ranthony@brownrudnick.com](mailto:ranthony@brownrudnick.com)  
Its Attorney

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**APPEARANCE**

Please enter my appearance as co-counsel for Saint Mary's Health System, Inc. in the above referenced matter.

**SAINT MARY'S HEALTH SYSTEM, INC.**

By: *Douglas A. Cohen /cm*  
Douglas A. Cohen  
Brown Rudnick LLP  
CityPlace I, 185 Asylum Street  
Hartford, CT 06103  
Tel. (860) 509-6511  
Fax (860) 509-6501  
[dcohen@brownrudnick.com](mailto:dcohen@brownrudnick.com)  
Its Attorney

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**PRE-FILED TESTIMONY OF CHAD WABLE**

**(President and Chief Executive Officer, Saint Mary’s Health System and Saint Mary’s Hospital)**

*Introduction*

Good afternoon. My name is Chad Wable and I am Chief Executive Officer for Saint Mary’s Health System and Saint Mary’s Hospital. I am delighted to be here today to speak about the agreement with Tenet and our plans for the future.

As Bob mentioned, Tenet has agreed to pay \$150 million for substantially all of Saint Mary’s assets. These assets include Saint Mary’s Hospital, which is a 347-bed acute care hospital. Saint Mary’s has more than 11,000 inpatient discharges per year. Approximately 1,100 babies are born at our hospital each year. Saint Mary’s has a Level 2 Trauma Center and a Level 2 NICU. The Emergency Department is one of the busiest in the state, with nearly 70,000 visits per year. The hospital is the single most important asset in this transaction.

In addition to Tenet’s hospital acquisition, Tenet’s medical foundation will also purchase the assets of Franklin Medical Group, PC (FMG), a medical group practice with nearly 100 physicians and midlevel providers. FMG has 14 office locations in greater Waterbury and provides primary and specialty care.

Tenet will also acquire Saint Mary’s ownership interests in various Joint Ventures, such as Saint Mary’s share of Diagnostic Imaging of Southbury and the membership interests in the Heart Center of Greater Waterbury and The Harold Leever Regional Cancer Center. Saint Mary’s also recently formed an Accountable Care Organization called “Saint Mary’s Physician Partners,” which is also being acquired by Tenet.

The key terms of the agreement include keeping our Catholic identity and honoring the hospital’s Catholic heritage. As you will see in Exhibit 12A (p. 197, et seq.) to our Completeness responses, Tenet has Catholic hospitals in its system, and they have continued to operate in keeping with their Catholic traditions after acquisition. Saint Mary’s will retain its name and

will continue to operate in accordance with the Ethical and Religious Directives for Catholic Health Care Services (the Directives). There will be an Ethics Committee, which will be responsible for the day-to-day monitoring of compliance with the Directives and other ethics-related matters. The Chairman of the Ethics Committee will be approved by the Archbishop of Hartford. Saint Mary's will continue to have a Pastoral Care Department, whose Director will be appointed by the Archbishop and will serve on the Senior Leadership Team of the hospital.

Another key term of the agreement is that Saint Mary's will continue to operate in accordance with the "community benefit standards" required of tax-exempt hospitals as set forth in Internal Revenue Service Ruling 69-545. Under these standards, Saint Mary's will continue to accept all patients enrolled in Government Payment Programs and accept all emergency patients without regard to age, race or ability to pay. The standards also require the hospital to maintain an open medical staff and promote public health, wellness and welfare in the community. The hospital will also continue our commitment to partner with local organizations to continue conducting a Community Health Needs Assessment every three years and will continue to work with the community to develop an implementation strategy that addresses those needs.

Tenet will offer employment to all active employees in good standing as of the closing. Currently, Saint Mary's has 1,900 employees, which include full-time, part-time and per diem staff members. Employees will be offered positions and salaries at least equal to those being provided by Saint Mary's. The employee benefit structure will be fair-market based and similar to the employee benefits offered by other hospitals operated by Tenet in similar markets. Medical staff members of the Hospital who are in good standing as of the closing will maintain medical staff privileges following the Closing.

Tenet has also agreed to local governance. This was a priority for the Board Task Force. There will be a local Advisory Board in Waterbury at Saint Mary's to oversee the hospital and provide meaningful input into decisions affecting the hospital. The initial members of the Advisory Board will include the Archbishop of Hartford (or his designee), two representatives of the Archbishop, the Hospital CEO, local community leaders from the Hospital's current Board of Directors and members of the Hospital's Medical Staff Leadership.

The Advisory Board will be responsible for developing recommendations concerning the vision, mission, and values statement, the strategic plan, and the operating and capital budgets. The Advisory Board will provide recommendations concerning the selection of the Hospital's CEO. The Advisory Board will also monitor performance improvement initiatives; grant medical staff privileges; assure the quality of medical care; support physician recruitment; and foster community relationships.

The Advisory Board will have a standing committee, the Mission Integration Committee, which will be responsible for the oversight of integration of mission and core values. The Advisory Board will also play an active role regarding any proposed merger or sale of Saint Mary's Hospital. For the first five years following the closing, the Advisory Board would have to approve a merger, sale or any proposal to close the hospital.

### *The Foundation Proceeds*

One of the most exciting parts of the transaction is the cash infusion to the Saint Mary's Foundation. Tenet has agreed to pay \$150 million for Saint Mary's assets, subject to certain adjustments, including the amount of the accrued liability of the Saint Mary's Pension Plan, for which Tenet has agreed to assume responsibility. Saint Mary's Pension Plan has been underfunded for many years. Current and former employees, who earned pension benefits, can now count on receiving them through Tenet.

After adjustments done at closing, it is estimated that the Saint Mary's Foundation will have a net worth of \$135 million. As a previous Chairman of the United Way of Greater Waterbury and active participant in the local non-profit sector, I can assure you that this is a significant amount of money that will truly help greater Waterbury. The Saint Mary's Foundation will be able to support many local programs to help meet community health needs.

### *Capital Commitment*

In addition to the \$150 million, Tenet has also agreed to spend at least \$85 million over seven years for healthcare services and capital improvements in the greater Waterbury area.

This capital commitment will help Saint Mary's implement our new five-year strategic plan, which our Board has just approved and Tenet has reviewed and supported. Implementing this strategic plan will help Saint Mary's grow and continue to provide exceptional care to every patient every day. Currently, over 40% of the Saint Mary's market migrates outside of greater Waterbury for inpatient services.

One of our goals is to reduce this outmigration. Our five-year strategic plan includes developing an ambulatory care network for which we will need additional capital. The goal is to have Saint Mary's primary care services, urgent care services, basic imaging and blood drawing available within a ten-minute drive from any town in the Saint Mary's service area. We plan to open additional urgent care centers in our service area within the next two years. Saint Mary's currently operates urgent care centers in Naugatuck and Wolcott. Other areas in the market are in need of urgent care and other healthcare services. Over three to five years, Saint Mary's plans to have multiple ambulatory care centers in our market. Saint Mary's currently leases 180,000 square feet of space and has more than 20 locations of care in the community. We are developing an ambulatory care master plan to consolidate care locations. Consolidating locations will help our consumers and patients so they can get multiple services in an accessible and convenient single location, with multiple sites throughout our market.

We also plan to offer new ambulatory services in our community. We plan to develop a Digestive Disorders Center, which will include gastrointestinal services as well as bariatric medicine and bariatric surgery. We also plan to begin offering a Medical-Based Fitness and Wellness Program in conjunction with Occupational Therapy and Physical Therapy. Saint Mary's is also looking to develop a Women's Health service line among several other clinical service lines such as cardiac care, neuro-spine care, orthopedic care, surgical services and oncology services. All of these efforts will improve care for our patients and provide greater access for the population that we serve.

The Strategic Plan lays the foundation for Saint Mary's to grow its healthcare services in various areas needed by the patients in our community. Implementing this plan will require significant capital, and Tenet has agreed to provide it. As a final note, I would like to say that if this opportunity to work under a common ownership with Waterbury Hospital and its affiliates becomes a reality this would be the best solution for healthcare in Waterbury. Our longstanding collaborative activities with Waterbury Hospital in the Heart Center of Greater Waterbury and the Harold Leever Cancer Center have been very meaningful and important to our community and to all the patients we have collectively served. Any additional collaboration is something we encourage and welcome.

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**PRE-FILED TESTIMONY OF ROBERT MAZAIKA**

**(Chairman, Saint Mary’s Health System, Saint Mary’s Hospital Board of Directors  
and Board Task Force)**

*Introduction*

Good afternoon. My name is Bob Mazaika. I am the Chairman of the Saint Mary’s Health System Board and the Board Task Force. I am delighted to be here today to review with you the process that Saint Mary’s undertook in choosing a partner and why, after a long search, we chose Tenet. The most recent search for a capital partner began in 2010 when I was asked to chair the Board Task Force (Task Force). The search process was intensive and extensive and involved significant diligence on our part.

*Guiding Principles and Process*

The Task Force first focused on defining guiding principles of affiliation. These guiding principles included finding a partner who could fulfill our community-based Catholic Mission and expand the delivery of care as needed in the future. We also wanted a partner who would allow Saint Mary’s to adhere to the Catholic Ethical and Religious Directives and continue to enrich our Catholic identity. In addition, we needed a partner with sufficient access to capital who could help Saint Mary’s fully satisfy our unfunded pension liability and appropriately fund our operating and capital needs.

Once we established these guiding principles, the Saint Mary’s Hospital Board hired Morgan Keegan, acquirer of Shattuck Hammond, to solicit offers from potential partners. During the summer of 2010, Morgan Keegan contacted 19 potential strategic partners. Those potential partners included both not-for-profit and for-profit companies. Saint Mary’s received offers from six companies and met with four of those six companies to more fully evaluate their qualifications. In the fall of 2010, Saint Mary’s signed a Letter of Intent with a for-profit

company for an Asset Purchase. Despite significant effort, we could not come to an agreement with that company on key terms. Saint Mary's then contacted LHP Hospital Group, Inc. (LHP).

In January 2011, Saint Mary's signed a Letter of Intent to form a Joint Venture with LHP. After several months, Waterbury Hospital was invited to enter into this Joint Venture. The plans for the greater Waterbury community were exciting because LHP was committing to build a new hospital in downtown Waterbury and the two Waterbury hospitals would work together. Ultimately, plans for this Joint Venture did not work for several reasons, and LHP terminated discussions with both Saint Mary's Hospital and Waterbury Hospital in August 2012.

Then, in October 2012, Saint Mary's signed a Letter of Intent with a national, faith-based organization. Despite several rounds of negotiations, Saint Mary's and this organization could not reach agreement on key terms.

In the spring of 2013, Hammond Hanlon Camp, LLC (a newly formed group founded by individuals that had advised Saint Mary's through Morgan Keegan), contacted six organizations to solicit bids. Two parties submitted indications of interest. At about the same time, Waterbury Hospital engaged with Vanguard Healthcare Services ("Vanguard") to create a joint venture. After evaluating the two potential partners, Saint Mary's chose Tenet, which offered the most competitive bid. During the time that St. Mary's was conducting our process, Tenet bought Vanguard. So we find ourselves, once again, in a position where Waterbury's two hospitals could be working together in some way in the future. This makes eminent good sense. As you can see, the search has been very extensive. After four years of looking for a high-quality partner, we are very happy to be working with Tenet.

#### *About Tenet*

Tenet is a for-profit, investor-owned health care services company. It was founded in 1976 and has been headquartered in Dallas, Texas since 2004. Tenet owns and operates more than 80 acute-care hospitals in 14 states and 189 outpatient centers in 16 states. In addition, Tenet owns Conifer Health Solutions, LLC, which provides business process solutions to more than 700 hospitals nationwide.

Tenet is also well-positioned for health care reform. The company owns six health plans and 12 accountable-care networks. Significantly, Tenet has participated in some groundbreaking trials established by the Centers for Medicare and Medicaid Services (CMS) to redirect healthcare to a new business model, which focuses on value rather than volume.

An example of Tenet's readiness for healthcare reform is Baptist Health System (Baptist) in San Antonio, Texas. Baptist, a Tenet Hospital, is participating in the CMS Acute Care Episode (ACE) demonstration project. Baptist was one of only five systems nationally to participate in this innovative three-year project focused on orthopedic and cardiac conditions. Through this project, physicians were able to coordinate care on a case-by-case basis, which improved quality and saved money. In summary, the project generated \$10.1 million in savings in surgical implants and \$1.2 million in gain share payments to participating physicians. The project also saved the Medicare program more than \$3.9 million, of which \$1.4 million was shared with patients.

Experience in preparing for healthcare reform is just one of the reasons Saint Mary's chose Tenet. Other reasons include Tenet's network of more than 80 hospitals. Saint Mary's will have access to observe best practices in a variety of areas from these hospitals. Tenet also made a generous offer of \$150 million for Saint Mary's assets. The Saint Mary's Foundation will receive the residual proceeds from the transaction. As a result, the Foundation will have a significant capital infusion and will focus on meeting community health needs. Saint Mary's Hospital Foundation will continue as a separate tax-exempt 501(c)(3) Catholic organization. The main purpose of the Foundation will be to support charitable health-related activities in the community to supplement the services that will continue to be provided by the new Hospital in accordance with community benefit standards. The Foundation's governing documents, including its Certificate of Incorporation and By-laws, will be amended and restated, and the mission and purpose of the Foundation will be changed. The Board of Directors will be reconstituted and will transition to an entirely new membership over a 2-year period. It is anticipated that representatives of the Catholic Church, including the Archbishop or his designee, will participate on the Foundation's board at all times. We have representatives of the Foundation here with us today to answer any questions you may have.

In addition, Tenet has committed to spend at least \$85 million over the next seven years in healthcare services and capital expenditures for the greater Waterbury community.

As part of the St. Mary's team, I have visited with Tenet and have toured one of their facilities, Saint Vincent Hospital in Worcester, Massachusetts. It appears to be well-run and appear to serve their communities. Board members and administrators of these hospitals have indicated that patient care and access to services have greatly improved under Tenet.

I have personally met with executives from Tenet on several occasions. I am always impressed with their professionalism, knowledge of the healthcare market and plans for the Connecticut healthcare market.

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**PRE-FILED TESTIMONY OF DR. STEVEN SCHNEIDER**

**(President of Franklin Medical Group and Chief Medical Officer, Saint Mary's Hospital)**

*Introduction*

Thank you and good afternoon. My name is Steven Schneider, I am a doctor as well as the President of the Franklin Medical Group and Chief Medical Officer for Saint Mary's Hospital. I am delighted to speak to you today about Saint Mary's plans for a clinically-integrated network and how Tenet can help us implement this plan. I will also speak about how the asset purchase will help with physician recruitment, quality of care and access to services.

*Clinically-Integrated Network*

Saint Mary's has developed a population health management strategy in response to healthcare reform. Population health management can reduce the total cost of care when implemented correctly. Population health management can also increase patient and consumer satisfaction as care is managed closely by a coordinated care team and nurse navigators.

This year, Saint Mary's set up an Accountable Care Organization (ACO) called the Saint Mary's Physician Partners, LLC. At this point, the ACO includes four independent primary-care physicians as well as the primary-care physicians employed through Franklin Medical Group, PC. We have applied to be a Medicare Shared Savings Plan ACO.

Saint Mary's is now in the process of setting up ACO operations. This includes setting up a governing body, which will implement all ACO functions. We are putting together a management structure for the ACO. This structure will include an executive director and a medical director, as well as IT and quality-assurance staff. Saint Mary's is also developing the infrastructure and processes for the ACO. These processes include: describing how shared savings will be distributed and used to further ACO aims; developing internal performance standards for quality and efficiency; and collecting, evaluating and sharing data to influence decisions at the point of care.

Because this is a new undertaking for Saint Mary's, it will be very helpful to learn from Tenet organizations that have developed ACOs. As mentioned earlier, Tenet has 12 accountable care networks, and they can share best practices on accountable care with Saint Mary's. For example, Saint Mary's may reach out to Detroit Medical Center (DMC), which is a Tenet/Vanguard Hospital. DMC was one of only 32 health systems selected to participate in a Centers for Medicare and Medicaid Services (CMS) Pioneer ACO. DMC is the only Pioneer ACO consisting entirely of private physicians. In 2012, the DMC ACO generated savings of \$8 million. It is expected that the 2013 savings will exceed savings achieved the previous year. Access to experts at DMC and other Tenet resources will help us tremendously as we further develop our ACO. Additionally, Saint Mary's cannot afford to buy the expensive data analytics and information technology infrastructure to fully optimize our population health strategy on our own, but Tenet already has this infrastructure in place.

### *Physician Recruitment*

In addition to helping with ACO development, being part of Tenet will help with physician recruitment. Saint Mary's has had great difficulty recruiting physicians for certain specialties such as gastroenterology, rheumatology, endocrinology, neurology, general surgery and oncology. Many of the potential recruits have expressed concern about the financial future of the hospitals in Waterbury. Physicians who have interviewed at Saint Mary's also mention the importance of state-of-the-art facilities and the newest technology, and they question our ability to offer this in the future. Tenet has agreed to invest significant capital in the greater Waterbury community, so our facilities will be more modern and appealing to physicians who are considering working in Waterbury. In addition, Tenet has 80 hospitals. Physicians at the 80 hospitals can network with one another. More physicians will likely want to practice in the area because of all that Tenet can offer.

### *Quality of Care*

Saint Mary's is a provider of high quality care, and this is evident in our quality achievements. Saint Mary's has won five gold awards from the American Heart Association and the American Stroke Association. Saint Mary's door-to-balloon times are more than 30 minutes faster than the national standards require. We also have strong performance with CMS Core Measures. Saint Mary's is looking forward to helping other hospitals in the Tenet network achieve these types of results for cardiac and stroke care. This will happen as a part of sharing best practices, enhancing St. Mary's reputation and helping us to recruit high quality medical talent.

Although Saint Mary's has strong performance in many quality and safety measures, we need to be able to learn and improve in the future. Being part of a large network of hospitals will create a substantial pool of experience and talent around quality and safety that will inevitably help us improve. We will be able to more readily migrate to best practices and pilot good ideas to test for outcomes. Saint Mary's has new leadership in the Emergency Department and has implemented a "Super Track" initiative. Wait times are decreasing rapidly and satisfaction is greatly improving. We are excited to be part of the Tenet network because we can learn from Tenet hospitals about their patient flow processes and best practices.

Another advantage to joining the Tenet network is the resources Tenet can provide to help us reduce outmigration. As Chad mentioned earlier, 40% of the overall inpatient market in Saint

Mary's 18-town service area migrates outside greater Waterbury for service. Outmigration is even greater in select specialties, such as orthopedics. Saint Mary's Hospital and Waterbury Hospital together only capture 46% of the orthopedics market; 54% of patients leave the area for orthopedics services. When patients choose to leave the service area, they most commonly go to Saint Francis in Hartford for orthopedic care. This is a long drive for caregivers who need to make multiple trips for their loved ones. Care is better coordinated locally and the care provided at Saint Mary's is certainly more cost effective. Tenet will help us to build a strong orthopedics program in Waterbury so more patients will choose to stay local.

#### *Access to Care*

As Chad mentioned earlier, partnering with Tenet will allow Saint Mary's to implement the new strategic plan. The plan focuses on developing new ambulatory care centers. Patients will be able to get multiple services (primary care, urgent care, imaging, and blood draw) in single, convenient locations. In Waterbury, those centers will be close to bus stops so City residents, including vulnerable populations, can access these services.

Tenet is committed to serving the needs of vulnerable populations, as Saint Mary's currently does. Tenet has agreed to adhere to the same community benefit standards currently required of tax-exempt hospitals such as Saint Mary's Hospital. Tenet will also continue to work with local organizations, such as the Waterbury Department of Public Health and United Way, on conducting the Community Health Needs Assessment (CHNA) every three years and developing an implementation strategy to address those needs.

A program implemented during the previous CHNA is the Nurse Navigator in the Emergency Department. The Nurse Navigator helps patients get the resources they need for their health conditions. For example, the Nurse Navigator helped a family whose child was frequently in the Emergency Department due to asthma. The family could not afford his maintenance medications, and therefore, frequently visited the Emergency Department. The Nurse Navigator identified community resources so the family could get the maintenance medications for free.

As part of the CHNA, we are also working more closely with Federally Qualified Health Centers (FQHC) so low income patients have access to the services they need. We are in the process of transitioning the Children's Health Center, a pediatric clinic currently operated by Franklin Medical Group, to StayWell Health Center. StayWell Health Center is the largest FQHC in Waterbury. Children's Health Center patients will now have access to StayWell's extensive service offerings, which include social services and access to multiple school-based health centers.

Tenet's proposed Asset Purchase will also help vulnerable populations in Waterbury because of the cash infusion into the Saint Mary's Foundation, which will focus on meeting community health needs.