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707 Summer Street
Stamford, CT 06901

July 16, 2015

VIA FAX and 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
Office of Health Care Access
410 Capitol Avenue
Hartford, CT 06134

Re: Greater Waterbury Health Network, Inc.

Dear Attorney General Jepsen and Commissioner Mullen:

Please be advised that Carmody Torrance Sandak & Hennessey, LLP represents Greater Waterbury Health Network, Inc. and its affiliated entities (collectively, "GWHN") in connection with the proposed transfer of certain assets of GWHN to a subsidiary of Prospect Medical Holdings, Inc. ("Prospect"). Please accept the enclosed Determination Letter submitted by GWHN and Prospect to begin the approval process for the proposed transaction as required under Conn. Gen. Stat. § 19a-486 et seq.

We kindly request that the appearance of Carmody Torrance Sandak & Hennessey LLP be entered for matters conducted both at the Office of the Attorney General and the Department of Public Health, Office of Health Care Access. We look forward to working with your offices on the details of the proposed transaction in order to reach a successful conclusion that will ensure continuity of healthcare services throughout the greater Waterbury community.

Thank you for your consideration and please feel free to contact me if you have any questions.

The Honorable George C. Jepsen
The Honorable Jewel Mullen
July 16, 2015
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Very truly yours,

CARMODY TORRANCE SANDAK & HENNESSEY LLP

By 

Ann H. Zucker
Its Partner

cc: Darlene Stromstad
President, Waterbury Hospital

Carl Contadini
Chairman, Waterbury Hospital

Garrison DeLee, Esq.
Assistant General Counsel
Prospect Medical Holdings, Inc.

Thomas Reardon
President
Prospect East

Michele Volpe, Esq.
Bershtein, Volpe & McKeon, P.C.



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

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

SECTION I. PETITIONER INFORMATION

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

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

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

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: **Proposed Transfer of Assets of Greater Waterbury Health Network, Inc. and affiliates to Prospect Medical Holdings, Inc. or its affiliate**
- b. Estimated Total Project Cost: **\$100 Million (subject to certain adjustments based on the terms of the transaction documents)**
- c. Location of proposal, identifying Street Address, Town and Zip Code: **64 Robbins Street, Waterbury, CT 06708**
- d. List each town this project is intended to serve: **This project is intended to serve the towns currently served by Waterbury Hospital including Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury.**
- e. Estimated starting date for the project: **Following regulatory approval and satisfaction of other closing conditions.**

SECTION IV. PROPOSAL DESCRIPTION

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

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

PROPOSAL DESCRIPTION

This proposal concerns Greater Waterbury Health Network, Inc. ("GWHN"), which is a Connecticut non-stock, 501(c)(3) corporation that holds interests in numerous entities, joint ventures, and affiliates. GWHN is the parent company of The Waterbury Hospital (the "Hospital"). The Hospital, which was built in 1902, is GWHN's primary asset, and is an acute care facility with 357 licensed beds plus 36 bassinets, located in the heart of Waterbury, Connecticut. The towns served by the Hospital include Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury ("Service Area"). The Hospital is licensed by the State of Connecticut Department of Public Health ("DPH").

Prospect Medical Holdings, Inc. ("PMH") is a Delaware corporation with its principal place of business located in Los Angeles, California. PMH is a healthcare services company that owns and operates hospitals, including, but not limited to, Roger Williams Medical Center and Our Lady of Fatima Hospital in Rhode Island. PMH is the parent entity to thirteen (13) acute care and behavioral hospitals located in Rhode Island, Texas and California. PMH also owns a network of specialty and primary care clinics in each of its regions. Through PMH's medical group segment, PMH manages the provision of physician services to approximately 300,000 patients in southern California, South Central Texas and Rhode Island through a network of over 9,000 physicians. Through PMH's Coordinated-Regional-Care model, PMH works closely with hospitals and affiliated medical groups for the benefit of every person who comes to them for care, building comprehensive networks of quality healthcare services that are designed to offer patients highly coordinated, personalized care and help them live healthier lives. Through collaboration, PMH strives to provide every patient with the quality, affordable healthcare they need and deserve.

The estimated total project cost is \$100,000,000, which is subject to certain adjustments based on the terms of the transaction documents. The proposed transaction will include the following GWHN entities or their assets:

- The Waterbury Hospital, a licensed general Hospital;
- VNA Health at Home, Inc., a licensed home health care agency;
- Greater Waterbury Management Resources, Inc., management company;
- Greater Waterbury Health Services, Inc.
- Alliance Medical Group, Inc., a medical foundation;
- Cardiology Associates of Greater Waterbury, LLC, cardiology medical practice;
- Greater Waterbury Imaging Center, LP;
- Access Rehab Centers, LLC;
- Imaging Partners, LLC;
- Waterbury Gastroenterological Co-Management, LLC;
- Harold Leever Regional Cancer Center, Inc.;
- Heart Center of Greater Waterbury, Inc.; and
- Valley Imaging, LLC.

The proposed transaction is subject to a number of approvals including the consent of GWHN joint venture partners in the case of joint ventures. To the extent required, the Applicants will submit separate CON applications relating to the transfers of certain of the assets.

No services changes are currently anticipated in connection with the proposed transaction. PMH will continue to provide care to the residents in the service area towns that have historically been served by GWHN. This proposed transaction will benefit the current employees and communities served by GWHN. Copies of licenses issued by the Department of Public Health to each of the above licensed entities are attached in Exhibit A.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: **GREATER WATERBURY HEALTH NETWORK, INC.**

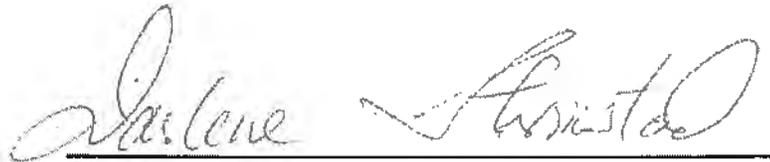
Project Title: **Prospect Medical Holdings, Inc.'s Acquisition of Certain Assets of Greater Waterbury Health Network, Inc.**

I, **DARLENE STROMSTAD**,
(Name)

PRESIDENT
(Position – CEO or CFO)

of **GREATER WATERBURY HEALTH NETWORK, INC.** being duly sworn, depose and state
that the **GREATER WATERBURY HEALTH NETWORK, INC**
(Organization Name)

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



Signature

7/16/15
Date

Subscribed and sworn to before me on 7/16/15


Notary Public/Commissioner of Superior Court

My commission expires: 7-31-16

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: **PROSPECT MEDICAL HOLDINGS, INC.**

Project Title: **Proposed Transfer of Assets of Greater Waterbury Health Network, Inc. and affiliates to Prospect Medical Holdings, Inc. or its affiliate**

I, Samuel Lee, CEO
(Name) (Position – CEO or CFO)

of **PROSPECT MEDICAL HOLDINGS, INC.** being duly sworn, depose and state
that the **PROSPECT MEDICAL HOLDINGS, INC.**
(Organization Name)

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


Signature _____ Date 7/16/2015

Subscribed and sworn to before me on _____

E. Suenes
Notary Public/Commissioner of Superior Court

My commission expires: 5/9/2018

Pls. see attached 2015 CA Jurat.

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California,
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 16th
day of July, 2015, by Sang Bum Lee

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



(Seal)

Signature

E. Lucas

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0060

General Hospital

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

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

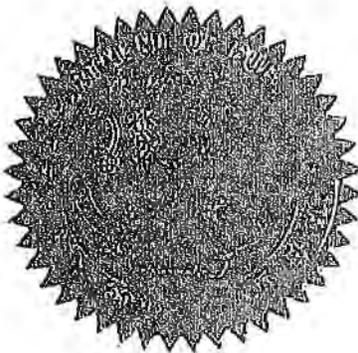
Waterbury Hospital is located at 64 Robbins Street, Waterbury, CT 06721.

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

36 Bassinets
357 General Hospital Beds

This license expires September 30, 2015 and may be revoked for cause at any time.

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



Jewel Mullen MD

Jewel Mullen, MD, MPH, MPA
Commissioner