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May 16, 2016

**VIA HAND-DELIVERY**

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

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

**Re: *Eastern Connecticut Health Network, Inc.  
Proposed Asset Purchase by Prospect Medical Holdings, Inc.  
OHCA Docket Number: 15-32016-486  
Attorney General Docket Number: 15-486-01***

Dear Mr. Hawes and Mr. Lazarus:

On behalf of Eastern Connecticut Health Network, Inc. ("**ECHN**"), we are enclosing with this letter Late File 20 for the above proceedings. As with previous filings, one (1) hard copy and one (1) electronic copy of this submission have been provided to each Office.

Please note that Late File 20 corrects typographical errors in Paragraphs 2 and 14 of Exhibit Q10-1, the draft of the Certificate of Incorporation of the new community foundation that will be established.

If you have any questions or need anything further, please feel free to contact Rebecca Matthews at (203) 498-4502 or Melinda Agsten at (203) 498-4326. Thank you for your assistance in this matter.

New Haven Stamford New York Hartford Philadelphia


WIGGIN AND DANA

*Counsellors at Law*

Mr. Gary W. Hawes  
Mr. Steven W. Lazarus  
May 16, 2016  
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Sincerely,

Wiggin and Dana LLP

By   
\_\_\_\_\_  
Rebecca A. Matthews  
Its Partner

By   
\_\_\_\_\_  
Melinda A. Agsten  
Its Partner

cc: Kevin Hansted, Staff Attorney, Department of Public Health Division of Office of Health Care Access  
Kimberly Martone, Director of Operations, Department of Public Health Division of Office of Health Care Access  
Perry Zinn-Rowthorn, Deputy Attorney General, Office of the Attorney General  
Dennis P. McConville, Senior Vice President and Chief Strategy Officer, Eastern Connecticut Health Network, Inc.  
Thomas M. Reardon, President, Prospect Medical Holdings-East, Inc.  
Frank Saidara, Vice President, Corporate Development, Prospect Medical Holdings, Inc.  
Jonathan Spees, Senior Vice President, Corporate Development, Prospect Medical Holdings, Inc.  
Joyce Tichy, Senior Vice President and General Counsel, Eastern Connecticut Health Network, Inc.  
Michele M. Volpe, Esq., Bershtein, Volpe & McKeon, P.C.

Exhibit Q10-1

CERTIFICATE OF INCORPORATION

[NAME TO BE DETERMINED]

1. The name of the Corporation is \_\_\_\_\_, Inc. (the "Corporation").
  
2. The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue Law ("the Code") that benefit, further, support, and carry out the purposes, missions, and objectives of [name the supported municipalities and public charities] (the "Supported Organizations") to the extent such purposes, missions, and objectives exclusively support or promote the following purposes:
  - (a) To maintain and improve the health of the residents of the area historically served by Eastern Connecticut Health Network, Inc., Manchester Memorial Hospital, Inc., and Rockville General Hospital, Inc., specifically, the nineteen communities of Manchester, Vernon (including Rockville), Andover, Ashford, Bolton, Columbia, Coventry, East Hartford, East Windsor, Ellington, Glastonbury, Hebron, Mansfield, Somers, South Windsor, Stafford, Tolland, Union, and Willington (the "Communities");
  - (b) To support or conduct community health needs assessments and encourage and support efforts to improve the health of the Communities, including the poor, the elderly, the disabled, children, and other underserved and at-risk populations;
  - (c) To support and engage in community projects, activities, and programs that will improve access to care and enhance the health of residents, including, but not limited to, preventative health programs and health education;
  - (d) To solicit and accept additional funds to support the Corporation's purposes, and to make grants and provide financial and other support to other non-profit organizations engaged in activities that further the Corporation's purposes;
  - (e) To support and promote the education and training of medical professionals and providers in the area;
  - (f) To work cooperatively with Prospect Medical Holdings, Inc. ("PMH") to ensure and augment a network of affordable and accessible health and medical care in the region; provided, however, that the Corporation will not support programs operated by or for the direct benefit of PMH while it operates as a for profit entity; and

- (g) To engage in any lawful act or activity for which a corporation may be organized under the Revised Nonstock Corporation Act of the State of Connecticut in furtherance of the foregoing.

The Corporation shall not replace or support any activities or programs that are now or in the future are properly the obligation or responsibility of the government, whether municipal, state, or federal.

- 3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.
- 4. The Corporation shall have no members.
- 5. The Corporation shall operate under the management of its Board of Directors, all of whom shall reside or work in the Communities. Each of the Supported Organizations shall have the right to appoint one Director to the Board of Directors as further provided in the Bylaws, and at least a majority of the Board of Directors shall be comprised of individuals appointed by the Supported Organizations..

The following individuals are not eligible to serve on the Board of Directors of the Corporation:

- (a) A member of the governing board of Eastern Connecticut Health Network, Inc. ("ECHN"), Manchester Memorial Hospital, Inc., Rockville General Hospital, Inc. or any corporate affiliate of ECHN ("ECHN and its Affiliates") for two (2) years after the later of (1) the date of sale of the assets of ECHN and its Affiliates to PMH and (2) the date on which their service on the governing board in question ends;
- (b) An employee of ECHN or an ECHN Affiliate for two (2) years after such employment has ended;
- (c) A member of the local (or advisory) board established pursuant to the Asset Purchase Agreement for the hospitals owned and operated by PMH for two(2) years after the member's service on the local (or advisory) board ends; and
- (d) A member of the governing board or an employee of PMH or one of its affiliates for two years after their service on the board in question or employment ends, as the case may be.

6. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the

Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c)(3) of the Code or by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

7. If in any taxable year the Corporation is a private foundation as defined by section 509 of the Code, the Corporation will distribute its income for each such tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code. Further, in any such year the Corporation will not (1) engage in any act of self-dealing as defined in section 4941(d) of the Code, (2) retain any excess business holdings as defined in section 4943(c) of the Code, (3) make any investments in a manner as to subject it to tax under section 4944 of the Code, or (4) make any taxable expenditures as defined in section 4945(d) of the Code.

8. Upon any dissolution or termination of the existence of the Corporation, [and following notice to the Attorney General of the State of Connecticut,] all its property and assets shall, subject to any donor restrictions and after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to one or more organizations selected by the Board of Directors, each of which at the time of such grant qualifies as an exempt organization under section 501(c)(3) of the Code and each of which maintains purposes and engages in activities deemed by the Board of Directors to be consistent with the purposes of the Corporation, in such proportions and for such exclusively charitable or educational purposes as the Board of Directors may determine.

9. In addition to and not in derogation of any other rights conferred by law, a Director of the Corporation shall not be personally liable for monetary damages for breach of duty as a Director in an amount greater than the compensation received by the Director for serving the Corporation during the year of the violation if the breach did not (1) involve any knowing and culpable violation of law by the Director, (2) enable the Director or an associate, as defined by section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

10. The Corporation shall indemnify a Director for liability, as defined in subdivision (5) of section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director, except liability that (1) involved a knowing and culpable violation of law by the Director; (2) enabled the Director or an associate, as defined in section 33-840 of the Connecticut General Statutes, to receive an improper personal gain; (3) showed a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation; or (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

11. The Corporation's initial registered office is \_\_\_\_\_ Connecticut \_\_\_\_\_. The Corporation's initial registered agent at that office is \_\_\_\_\_, with a business address of \_\_\_\_\_, Connecticut \_\_\_\_\_, and a residence address of \_\_\_\_\_, Connecticut \_\_\_\_\_.

Acceptance of Appointment

\_\_\_\_\_

12. The incorporator of the Corporation is \_\_\_\_\_, with an address of \_\_\_\_\_, Connecticut.

13. A Supported Organization that ceases to be exempt under section 501(c)(3) of the Code or that becomes a private foundation under section 509(a) of the Code shall immediately cease to be a "Supported Organization" of the Corporation and shall have no rights or powers with respect to the Corporation; a Director appointed by any such Supported Organization shall immediately be disqualified and removed from the Board of Directors.

14. This Certificate of Incorporation may be amended at any meeting of the Board of Directors by a two-thirds vote of the Directors present and voting, a quorum being present, provided that notice of the proposed amendment shall have been given to each Director at least ten (10) days in advance of the meeting [, and further provided, that any amendment of Paragraphs 2, 5, 8, and 14 requires the consent of the Attorney General of the State of Connecticut].

Dated at \_\_\_\_\_, Connecticut, this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

\_\_\_\_\_  
Incorporator

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