ORIGINAL

STATE OF CONNECTICUT

DEPARTMENT OF PUBLIC HEALTH

OFFICE OF HEALTH CARE ACCESS

SAINT MARY'S HEALTH SYSTEM, INC.

AND TENET HEALTH CARE CORPORATION, INC.

PURCHASE OF SAINT MARY'S HEALTH SYSTEM'S ASSETS

DOCKET NUMBERS: OHCA 14-31927-486 AND OAG 14-486-02

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. . . Verbatim proceedings of a hearing before the State of Connecticut, Department of Public Health, Office of Health Care Access, in the matter of Saint Mary's Health Systems, Inc. and Tenet Health Care Corporation, Inc., Purchase of Saint Mary's Health System's Assets, held at the Courtyard by Marriott Waterbury, 63 Grand Street, Waterbury, Connecticut, on October 16, 2014 at 1:00 p.m. . . .

HEARING OFFICER KEVIN HANSTED: Good afternoon, everyone. This public hearing before the Office of the Attorney General and the Office of Health Care Access identified by Docket Nos. OAG 14-486-02 and OHCA 14-31927-486 is being held on October 16, 2014 to consider Tenet Health Care Corporation and St. Mary's Health System, Inc., application for a transfer of assets from St. Mary's Health System, Inc. to Tenet Health Care Corporation.

The hearing is part of the procedure under what is commonly referred to as the Conversion Statute which requires the Commissioner of the Office of Health Care Access and the Attorney General to evaluate any

proposal which would convert a nonprofit Connecticut hospital to a for profit entity. For OHCA's purposes, this public hearing is being held pursuant to Connecticut General Statutes Section 19a-639a and 19a-486e and will be conducted as a contested case in accordance with the provisions of Chapter 54 of the Connecticut General Statutes.

My name is Kevin Hansted, and I have been designated by Commissioner Jewel Mullen of the Department of Public Health to serve as the Hearing Officer for this matter. Staff members assigned to assist me in this case are Ms. Kimberly Martone, Director of our Operations for OHCA and Mr. Steven Lazarus. The hearing is being reported -- recorded by Post Reporting Services.

OHCA will make its determination on this application pursuant to Sections 19a-486d and 19a-639 of the Connecticut General Statutes. Specifically, OHCA will consider the following.

Whether the affected community will be assured of continued access to affordable health care; whether the purchaser has made a commitment to provide health care to the uninsured and underinsured; whether safeguards are in place to avoid a conflict of interest in patient referral and will take into consideration and

make written findings concerning each of the statutory certificate of need guidelines and principles.

Saint Mary's Health System, Inc. and Tenet Health Care Corporation have been designated as parties in this proceeding. The Massachusetts Nurses Association has requested and has been designated as an intervenor with limited rights of participation in this proceeding.

And, at this time, I'll turn it over to Deputy Attorney General Perry Zinn Rowthorn for his comments.

MR. PERRY ROWTHORN: Good afternoon, everybody. I am Perry Zinn Rowthorn, Deputy Attorney General for the State of Connecticut. Attorney General George Jepsen has designated me as his Hearing Officer for this matter. I want to thank our applicants, our intervenor, the witnesses who we'll hear from and most importantly, the members of the public. The sale of Saint Mary's Hospital, like any nonprofit community hospital, is a very significant matter for the communities that it serves. So, we are pleased that you have the opportunity to hear about this transaction and -- and just as importantly, perhaps more importantly, that we have the opportunity to hear from you. We're going to give everybody the opportunity to be heard.

I want to say a couple things about the Attorney General's role in this process and the criteria that he uses in evaluating this application. I apologize for those who had to hear this yesterday. I'll try to keep my remarks brief.

The Attorney General has a traditional role, and it's a role that's also reflected in the Conversion Act to represent and protect the public's interest in charitable assets, in assets, moneys or properties that are devoted to charitable purposes. His role is to make sure that those purposes are, in fact, served and that charitable resources aren't diverted to other purposes. In the context of a hospital conversion, a nonprofit hospital like Saint Mary's Hospital hold its assets essentially for charitable purpose, that is, for a -- for the purposes of providing healthcare services in the communities that it serves. It does not hold assets for the purpose of generating profits for owners or shareholders. And in that respect, nonprofit hospitals differ from for profit hospitals who have, as at least one purpose, a profit making motive.

So, what we will do -- what the Attorney General will do, focusing on the charitable assets of Saint Mary's Hospital is ask whether the administrators

of the hospital, the decision makers in the hospital who really are the stewards of the charitable assets of the hospital, have acted responsibly in deciding to sell the hospital's assets, whether they've been -- we will ask whether they have been careful in -- in selecting a purchaser. In negotiating the terms of the deal, we will make sure that the terms of the deal are, in fact, fair, that fair market value is being received. And then importantly, after the transaction, we will make sure that the proceeds of the sale, which themselves will become and remain charitable assets, are safely in a position to be used exclusively for nonprofit health purposes in the Waterbury community. We are on track to decide this application in December as the current deadline. A decision will be either to approve the application as it is, to deny it or to approve it with conditions or modifications that relate to the purposes of the Conversion Act. And with respect to the Attorney General's involvement in the Conversion Act that means primarily conditions that relate to the safeguarding of charitable assets going forward.

OHCA has a different charge and that is to make sure that as Kevin talked about, to make sure that this transaction does not impede access to healthcare in

the community. We don't in the Attorney General's office primarily have a role with respect to going forward the operations of the -- of the resulting for profit hospital. So, that is essentially our charge. We're going to try to hear everybody. We were able to, I think, hear everybody who wanted to be heard last night. We were here 'til 8:30. The hope is with the cooperation of the parties, we can -- we can move business along but we do -- we are going to stay here as along as we need to to hear whoever wants to be heard.

So, with that, thank you. Let me introduce Gary Hawes next to me on my right, your left. Gary has been coordinating this review for the Office of the Attorney General. Next to him is Henry Salton who runs our Health and Education Department. He's been providing legal advice to the Attorney General and to OHCA in this proceeding.

Thank you.

HEARING OFFICER HANSTED: Thank you, Perry.

And, at this time, I'll ask staff to read into the record those documents already appearing on the table for the record. All documents have been identified in the table for reference purposes.

Mr. Lazarus.

MR. STEVEN LAZARUS: Good afternoon. Steven Lazarus. I'd like to enter into the record Exhibits A through EE.

HEARING OFFICER HANSTED: Thank you. And, are there any other exhibits to be received and be entered into the record?

MR. LAZARUS: There is one additional. That would be a motion.

HEARING OFFICER HANSTED: Okay.

MR. LAZARUS: We're going to enter that we received this morning from Saint Mary's, and that's for -- to include certain portions of the testimony yesterday into the record -- into this record from Waterbury and that's something to be ruled on at a later time. We will call that exhibit FF.

HEARING OFFICER HANSTED: Thank you.

Counsel, are there any objections to any of the exhibits in the table on the record?

MR. DOUGLAS COHEN: No objection.

MR. JAMES SHEARIN: No, sir.

HEARING OFFICER HANSTED: Thank you.

For today's hearing, we will first hear from the applicants for an overview of the proposal.

Then the intervenor will have 15 minutes to provide its testimony. The applicants may cross-examine the intervenor, but the intervenor may not cross-examine the applicants.

Then we will hear from the public. Out of deference to legislators and municipal officials, we will call them first and then we will go to the public section of the signup sheets. People who wish to speak should write their name on the signup sheets which are located outside the door at the table when you first walked in. So, if anyone has not done that, please do so at your earliest convenience so we know whose names to call during the public portion.

And, at this time, would all the individuals who are going to testify on behalf of the applicants and the intervenor, please stand, raise your right hand and be sworn in by the court reporter.

INDIVIDUALS

having been called as witnesses, having been duly sworn, testified on their oaths as follows:

HEARING OFFICER HANSTED: Thank you, all. And, just one -- one bit of housekeeping

before the applicant presents its opening statement. There was a -- a motion filed by the applicants to submit the testimony of Vanguard Health Systems, Inc. and Greater Waterbury Health Network, Inc. from last night's hearing into this evening's record. And, that motion is hereby granted.

MR. COHEN: Thank you.

HEARING OFFICER HANSTED: And the applicants may proceed at this time.

MR. BOB MAZAIKA: Thank you. I'm Bob Mazaika, Chairman of the Board of Saint Mary's Health System. And, I thank you very much for allowing us to discuss the proposed transaction between Saint Mary's Health System and Tenet Health Care Corporation.

As you know, the new statute had us have a public hearing which we did on July 28 of this year. And, I want to start the meeting by thanking all of those in the public who attended that meeting. It was well attended. Their comments were well intentioned and we appreciate it very, very much.

I think you'll see today some differences between yesterday's hearing and today's hearing. First of all, we are not a financially distressed institution. Second, we are not facing a financial cliff in 2015. The

similarity is that we also have identified a need for a capital partner.

Ten years ago, our strategic planning process identified a need for a capital partner in order to completely implement our strategy to increase access to high quality healthcare in the Waterbury -- Greater Waterbury area. And, I will interrupt myself. I forgot to adopt my pre-filed testimony. I so do.

HEARING OFFICER HANSTED: Thank you.

MR. MAZAIKA: Over the last four years, we had a taskforce made up of seven community members and we've met at least weekly over those past four years. We explored nonprofit Catholic systems. We explored nonprofit non-Catholic systems, for profit health systems, and for profit Catholic health systems. We visited five for profit hospitals in five states, and you can see they go from ocean to ocean and coast to coast.

I attended four of those. I missed the Idaho visit. I will have to tell you from my own personal experience, I was very impressed on how the for profits operated hospitals. In every case, ER access had increased and we had private conversations with the Board and in every case, the Boards felt the hospitals were being better run under a for profit organization than

they were when they were for a not for profit hospital.

We spent a lot of time on planning, having discussions with potential partners and doing our due diligence. We established guiding principles of affiliation before we started this process. And, they were under these four headings. Philosophical. We determined at the beginning that we wanted to remain a Catholic hospital. That was very important, not only to us, but to the Archbishop of Hartford. We were looking for a strong financial partner because we felt we needed a capital infusion to help us complete our strategy. We wanted a partner who agreed with us on our strategic vision of the Waterbury marketplace. And, we needed help in recruitment of doctors and also we wanted someone who would accept our underfunded pension liability.

We chose Tenet because they met all of these principles as well as having a history of running Catholic hospitals. They have in these four places preserved the culture and religious mission of Catholic hospitals. And, they kept their commitments regarding the ethical and religious directives and charity care.

I personally visited with Saint Vincent Hospital in Worchester, Massachusetts. I toured the facility with a Vice President of Nursing and was very

impressed with how that hospital was being run. And, we were allowed to have a private conversation with no management present with the Board of Directors and to in person, they all had nothing but good things to say about how Tenet lived up to their commitments, honored the Catholic heritage and they've been in business with Tenet for about 15 years.

I'd like to spend a few minutes talking about the new foundation. As you know, from this transaction, there will be a significant cash flow into the -- into the -- our corporation. We will develop a new Saint Mary's Hospital Foundation with a new purpose and a new mission. It will be a Catholic nonprofit foundation. And, we will be spending the money in the Greater Waterbury area, to direct -- to direct community health needs that we will determine.

In conclusion, I look forward to your approval of this transaction so that we can continue to improve the access, the high quality healthcare for the Greater Waterbury region. I thank you for your time and I will now have Chad Wable, President.

HEARING OFFICER HANSTED: Thank you.

MR. CHAD WABLE: Thank you, Bob.

Good afternoon. My name is Chad Wable,

and I'm the President and CEO of Saint Mary's Health System and Saint Mary's Hospital, and I hereby adopt my pre-filed testimony.

HEARING OFFICER HANSTED: Thank you.

MR. CHAD WABLE: First, I want to thank the Attorney General's Office, the Department of Public Health, the Office of Health Care Access for their time and effort and careful review in consideration of our proposal. And, I want to thank all those interested community members that attended our previous public hearing on this matter on July 28, and those here today for their interest in this opportunity and the community at large for their support and encouragement for this once in a lifetime opportunity to positively transform health and healthcare in Waterbury.

I am delighted to be before you today in support of our proposal. We are fortunate in many ways to have Tenet Health Care Corporation as our partner and we are very excited about the opportunity to join the Tenet network of hospitals.

Saint Mary's has over 20 locations for healthcare services throughout the Greater Waterbury area. Our hospital is located in one of the poorest and neediest areas in Connecticut from a health and

healthcare perspective. We consider it a great privilege to serve as a safety net hospital offering a central services for the neediest in our community and our community at large. And, we take this responsibility very seriously.

As a Level II trauma center, we have one of the busiest emergency departments in Connecticut caring for more than 70,000 patients a year. We offer a full array of services as a progressive comprehensive community teaching hospital. We have a robust teaching service with four residency programs and many other allied health professional education services. Our affiliated employed medical practice, the Franklin Medical Group, employs over 90 providers to support our teaching services and to provide medical and specialty care throughout our service area.

Saint Mary's is one of the largest employers in Waterbury with nearly 2,000 staff and 400 employed and independent physicians and other allied health professionals. Saint Mary's Hospital was the most important asset in this transaction with 86 percent of our system revenues and 94 percent of our assets derived from the hospital.

Tenet has agreed to pay 150 million for

Saint Mary's. In addition they have agreed to follow along capital of at least 85 million for the community. This consideration is very important to our ability to continue to thrive in serving our community's health needs well into the future, especially given the tremendous pressure on hospitals to be more efficient, maintain access to care, and improve quality despite continued reductions in funding from nearly all payers for hospital services.

Saint Mary's has recently completed a thoughtful and thorough strategic planning process. The process included members of the Board of Directors, our medical staff, and our hospital staff. It was based on both clinical and financial data specific to our market. Through this process, we have developed a clear picture of what we anticipate the future of healthcare will hold. Based on this, we believe -- we believe the future of Saint Mary's is not best served as an independent hospital but rather as a member of a large sophisticated well capitalized network. Tenet provides those resources and will help us achieve our vision for the future.

Beyond enhancing access to care, improving quality and safety and offering comprehensive care locally, this transaction will enable us to properly care

for our pensioners for their retirement which was very important to our Board of Directors. Additionally, it will allow us to satisfy our long-term debt and liabilities at closing. This transaction will leave significant residual cash for the resulting foundation that will end up with over 100 million dollars in cash and a net worth of over $135 million to further serve the health needs in the Waterbury community.

As a Catholic health system and hospital, we treasure our Catholic mission, ministry and values and are confident in Tenet's commitment to maintain our Catholic heritage and abide by the ethical and religious directives. We are further comforted by the fact that the regional CEO, Erik Wexler, is a former Catholic hospital CEO and Tenet's overall support and commitments to other Catholic hospitals in their network. Tenet's support of our Catholic mission and ministry is highlighted by their strong support and unwavering commitment to maintain our current community benefit standards and charity care among other commitments.

This means that we will continue to accept all Medicare and Medicaid patients, accept all emergency patients regardless of their ability to pay, maintain an open medical staff, promote public health while providing

services at a reasonable cost. And, not only adopt, but actively address our community health needs assessment which is focused on access to care, mental health, chronic disease and tobacco use.

There will be a local advisory board with broad community representation that will have a meaningful role with the hospital. It will be given a great deal of local responsibility for overseeing the day to day activities of the hospital and they will consult with Tenet on strategic plans and add valuable input to operating and capital plans.

There will be a Mission Integration Committee of this Board to further protect our Catholic identity and advance the culture that our founder, Monseigneur Slocum started and our founding administrators, the Sisters of St. Joseph, has built over 105 years.

What is compelling for us at Saint Mary's was how similar Tenet's strategic thinking was to ours. As I previously mentioned, we've recently completed our strategic plan and we're in the process of implementing it. We feel that a partnership with Tenet and joining their network of hospitals will be a catalyst for implementing our strategic plan. They will help us

accelerate our implementation. Our vision is very much aligned with Tenet. We want to become an integrated network of healthcare providers and with Tenet, this becomes a local regional and national opportunity.

Tenet is thought of in the industry as a leader, a pioneer for accountable care in the emerging models of value based care. They have vast experience and expertise in delivering clinically integrated networks and accountable care organizations aimed at reducing the total cost of care while increasing access and improving quality. They will bring this expertise and experience to Waterbury and to the State of Connecticut where it is desperately needed. We believe Tenet is a trusted partner, and they will work with us to enlist other trusted partners throughout the medical community to help us empower and transform lives locally throughout our community.

With over 50 percent of cancer and orthopedic patients and nearly 40 percent of patients leaving the Waterbury area for inpatient care, we believe that Tenet is the very best partner for us to help us attract and retain patients for care close to home. We know that the care that we currently deliver is more efficient, that our quality is as good if not better, and

that we can drive value to employers and to future healthcare consumers as a member of the Tenet network.

The strategic initiatives contained in our plan are aligned with Tenet. They will bring significant resources and expertise and experience to help us achieve our strategic objectives. We believe that strengthening the core is essential. This is all about providing the very best quality and safety, ensuring a very good patient experience and being relentless in the way we learn and improve how we deliver care to meet our patients' needs. And, we believe in financial discipline which is being the most efficient, productive and effective inpatient and outpatient operation possible in serving our patients. We have made terrific progress in all these areas and Tenet will help us continue to make -- to meet these objectives.

As I mentioned earlier, Tenet will help us build a clinically integrated network that will better coordinate care among providers locally as we transition towards value based care models. Dr. Schneider will address this in more detail momentarily.

Tenet will also help us build clinical service lines that will be consumer driven and consumer facing so that we provide the right care to the right

patient in the right setting. We will focus on patients' outcomes and the patient's experience across the continuum of care regardless of their entry point into our system.

Lastly, Tenet will help us deliver a more contemporary convenient and accessible ambulatory care network. And as more care moves away from the acute care setting, Tenet will provide the necessary resources and expertise that they have gathered through the development of their nearly 200 ambulatory facilities across the country.

As a final note, I've been at Saint Mary's for more than 12 years. I was previously the Chair of the local United Way and very involved in the local business and healthcare community. This proposal is very important to improving the health and vitality of Waterbury. As a CEO of Saint Mary's, I've spoken to many interested partners across the country, and we have entertained several options to merging, affiliating, and partnering over the years. This proposal is the very best proposal that we've ever considered and Tenet is clearly the very best partner for us. I encourage you to support and approve our application and proposal.

I now introduce our Chief Medical Officer,

Steve Schneider.

DR. STEVE SCHNEIDER: Thank you very much. I am Dr. Steve Schneider. I'm the Chief Medical Officer for Saint Mary's Hospital. And, I do adopt my pre-filed testimony.

HEARING OFFICER HANSTED: Thank you.

DR. SCHNEIDER: One thing I would like to say is that when I first got to the Waterbury community 25 years ago, I was part of the practicing medical staff at Waterbury Hospital. I've served for many years, close to 17 years, as Chief Medical Officer at Waterbury Hospital before coming over to Saint Mary's three years ago. I've been Chief Medical Officer at Saint Mary's since that time. And, I've seen an evolution of the community. When I first got here, it was relatively easy to recruit very high quality physicians. A lot of our medical staff were people trained at Yale, trained at the University of Connecticut and other institutions. Fortunately for us, most of those doctors are still practicing today. And, the reason I say that is that it is really crucial to have a core medical staff and a medical staff development plan that really addresses the community needs and that can replenish itself. That has really presented some great difficulties over the last

few years. As I've been interviewing more and more candidates for positions, we're right now interviewing, for example, and trying to recruit six more new primary care doctors that we need right now in our primary care practices. We just successfully recruited an endocrinologist after about a year and a half search. We're still looking for a rheumatologist. We've been looking a long time to recruit a medical oncologist and other specialties, gastroenterology.

Where as I meet the candidates, what they basically tell me is they love the hospital. They like the culture. They like the people that they're meeting. They have great fears about coming into a small isolated single hospital. They see what's happening nationally and we try to recruit nationally, and what they tell us is they have a 35 year career ahead of them. They want to know what guarantees we have that a small hospital in isolation from anything else is going to have the resources to ensure that their careers will be successful. Those are exactly the kind of forward thinking doctors we want to recruit and we have lost many recruits just because of their concerns about, will we have enough capital to buy the equipment they need? Are we sustainable independently over the long haul? And our

yield in candidates therefore has been very low. Our overall age of physician in the community, as you heard yesterday, is in their late 50's. We actually have some whole specialties where the average is 60 or greater. And, by any stretch, we should be actively bringing in new people now to replenish that supply. But, it has been quite difficult to do that and present a compelling case for young physicians coming right out of training.

I do believe that the network that Tenet has will give us the credibility in the national reach to convince those people that have not wanted to come here to be part of an eighty hospital system, to be part of a large integrated medical group, and to be part of a forward thinking and well financially endowed organization that can assure them that the kind of equipment and supplies they need and want will continue to be available in the future for them.

One of the activities that we're undertaking right now is the development of a clinically integrated network and that is a partnership between our own Franklin Medical Group and a lot of the community physicians at Saint Mary's Hospital to provide integrated care for our community which, I think, in the long run will provide a much better quality of care because there

will be communication between the primary care doctors, the specialists, etcetera. There will be much less of a duplication of testing, much less delay in diagnosis and treatment and all of that requires great expense. We have now put together our first attempt at that which is an accountable care organization that has an application for the Medicare Shared Savings Program for January 2015. And, that has gone very well. We've got a large enough network to qualify. We've gotten all the positive feedback from Medicare that we are ready to go. And, so we actually will have that experience. Just putting that network together in our community alone with our own employed medical group and a handful of other primary care doctors and some specialists in the community is well over a million dollar enterprise for year one. And, at that, it took us a very long time to do a search and find the information technology that enables you to get the data that you need to coordinate care. And, so we're going to start that process.

I've also seen what Tenet brings to the table both in their own expertise and their own already possessing of numerous ACO's, having a relationship with Conifer that has astounding quality of informatics and experience in putting together ACO's at a national level.

I think that what they will do is not so much change what we do but they will amplify it, catalyze it, make it happen much more quickly and robustly to enable us to really truly do population management at a very high level. So, I look very much forward to being a part of that organization.

In terms of quality of care, that is something that has been very important to Saint Mary's since I've been there and since a long time before I was there. Some of the accolades and awards that have been earned are listed on the slides, and essentially have to do with very focused efforts in coordinating cardiac care, in coordinating the initial acute heart attack treatment, to get patients into definitive treatment in a very quick fashion. All of our core measures have been really excellent so that over the last several years, St. Mary's has truly offered already very high quality as measured by any of the metrics that are available and very low cost to the point where in this past year, Saint Mary's was the number one value hospital in the state as a ratio of quality outcomes to cost.

So, it's a tradition that we're already very proud of, but again, it is not a cheap enterprise to put together the data, to put together the clinical

efforts in the management and integration of care to make those things happen. And, again, we truly believe that with the resources and experience that Tenet brings to the table for us, that it will take the momentum that we already have established and really propel us a lot faster and further along. And, I truly believe that that will be a major, major benefit to the community in terms of quality of care, in terms of renewed vigor and optimism for the community as a whole and in terms of access for patients who will be able to reach out to much more effectively with a bigger infrastructure behind us.

And, that concludes my testimony. Thank you very much.

MR. TRIP PILGRIM: Good morning. I guess it is afternoon. Isn't it? Good afternoon for the record. I'm Trip Pilgrim, Senior Vice President of Health Care Corporation. And, I, too, would like to adopt the testimony I've previously given.

HEARING OFFICER HANSTED: Thank you.

MR. PILGRIM: I introduce myself and then introduce my colleague, Erik. I've been in Health Care 28 years, worked both on the for profit and on the nonprofit side. I've actually been a hospital CEO as well. So, this is something I've been doing sometime and

before I get started, since Erik and I are going to be doing this presentation together, I wanted Erik to introduce himself.

MR. ERIK WEXLER: Good evening. I mean good afternoon. I'm Erik Wexler. I'm the CEO for the Northeast Region of Tenet Health Care and I adopt my pre-filed testimony.

HEARING OFFICER HANSTED: Thank you.

MR. WEXLER: Thank you.

MR. PILGRIM: And, the clicker? Tenet Health Care was founded in 1976 as an investor on Health Care Services Company. It went through some major restructuring in 2002-2003 due to some issues that our intervenors have pointed out that we'll discuss a little bit later. The summary of that restructuring was a brand new Board of Directors, brand new management team, new clients, new governance and a number of measures to ensure transparency in everything we do.

Today we're 80 hospitals, 105,000 plus employees, close to 200 outpatient centers, over 23,000 affiliated physicians. We touch patients nearly 12 million times on an annual basis. And, then as it relates to some of the things we're going to talk about in terms of the changing environment, we do have 12

accountable care organizations and operate six health plans.

And, Erik, you want to talk about Northeast?

MR. WEXLER: Sure. The Northeast region of Tenet includes hospitals in Massachusetts, MetroWest Medical Center in Framingham and also in Natick. And, then Saint Vincent Hospital which is located in Worchester, Massachusetts. In Philadelphia, we have two hospitals, Hahnemann University Hospital which is an academic medical center affiliated with Drexel School of Medicine. And then St. Chris Hospital for Children which is a pediatric hospital also affiliated with Drexel School of Medicine.

You'll notice at the bottom of this slide, but more specifically on the slide to follow, some of the achievements that we've been able to earn within the Northeast region and they include some highlights that I think I'd like to address specifically and that is in Massachusetts, Saint Vincent Hospital is known as one of the top 100 hospitals in the United States. It has been awarded that recognition for four years in a row. And, as well, is recognized as a top 50 hospital for cardio vascular care and has received that award also over

multiple years.

But, other accolades that we've received are on this slide. And, one of the areas, I would say, we are also proud of is our magnet status in several of our hospitals across the region. Both of our Philadelphia hospitals have magnet status, St. Chris and Hahnemann. And, one of our hospitals in Chicago which is also under my responsibility is of magnet status and that's MacNeal.

Trip is going to talk about our partnerships. I'll turn it over to him.

MR. PILGRIM: Thank you, Erik.

And, just quickly, on the magnet status, I know that issue was raised previously. Ten percent of our hospitals or eight out of 80 have magnet status and nationally that number is seven percent. So, we're at the national average.

One of the things that we, as a company, have been able to do in the last several years is form successful partnerships. And, again, I think that's one of the things that's attracted Tenet to Saint Mary's is that -- is that track record. And, since 2008, Tenet's acquired 30 acute care hospitals. Now, 28 of those were in one slug when they acquired Vanguard Health System a

little over a year ago. And, of those 28 hospitals, 25 were previously not for profit. And, I think that's important to note given we're talking about a conversion of charitable assets. This is something we've done many times in -- in states across the country and done them very successfully. Some in 100 percent acquisition; some in joint ventures as well.

We've demonstrated, we believe, to regulators, healthcare providers, accreditation -- company accreditation organizations that we're a company that you can trust. We're a company that's going to be transparent and we're a company that you can work with really to achieve one primary goal and that is to get the highest quality of patient care possible.

Tenet facts. A couple of things we really would like to focus on. One is that it's a public traded company in a very regulated industry. We are subject to a high degree of scrutiny. Just from the public market, the quarterly filings we're required to make. The annual filings we're required to make. And then on top -- and then that's on top of what's already a highly regulated industry at the state level and federal level. And, we're proud. We're very proud to work with our regulators at the state and federal level. Very proud

working with investors that understand that we're in the business to give great healthcare, and then healthcare itself is a unique business. We have great relationships with our physicians, our employees and most importantly, the partners that we have developed across the country.

I mentioned earlier a year ago, Tenet closed the transaction with Vanguard Health Systems where I came from. I was previously with Vanguard. And, it was really a -- a great marriage of two companies that had many complementary strengths. Tenet was a company that had been around 46 years. They developed some great processes around operating hospitals in the scale platform. They've had some good times. They've had some bad times. Vanguard was a relatively younger company. We focused more on innovation, trying new reimbursement models, new approaches to providing value to those that purchase our services. So, it really came together bringing really the best of two worlds to have merged an entity that did share some core -- core beliefs around compliance, around quality, around patients' safety. So, that merger now is a year and 16 days old. The integration of that transaction has gone very, very smoothly.

Tenet's core principles, not unusual to

see companies operate around a core set of values, core set of principles. We're no different. At the top of that list is quality. And, for us, quality drives everything. Financial performance is a lagging indicator. If we're doing a great job providing great patient care, the financial picture will take care of itself.

Integrity. We have to be compliant. We have to be able to look at the people that buy our services, the people that consume our services, the states that we operate in, the communities we operate in and be able to -- you know, be able to show that we are operating in a compliant and fair way.

Service. This is the ultimate service industry. And, we want to provide great service first and foremost to our patients. High quality care in an environment that generates a great experience for them and their families. We also want to provide a great experience, a great service to our physician partners. They're the ones that actually practice medicine. It's their licenses that are at risk when they're prescribing care for their patients. And, we finally want to provide a great service environment and experience for our employees who are our number one asset.

Innovation. We're in a time where healthcare is changing rapidly. The world that we lived in for 40 years really is changing. It was not sustainable and we want to be a part of that change, be a catalyst for that change and be proactive. And so, we very much embrace new ways of doing things. We can talk about specifics there later.

Transparency, again, is back to the theme of being compliant, being transparent to those who pay for our services, those who consume our services and those who regulate us.

I'll mention a little bit about the environment. You know, we've been in an industry for really since the institution of Medicare back in the early 60's where our rewards or compensation as providers, be it hospitals or physicians, it's based upon how much we did. It was a volume based reimbursement. The more -- the more volume, the more reimbursement. We're moving away from that system. We're moving into a system that where our rewards and compensations are going to be based upon how well we did, the value that we provide. The quality of care and the quality of care delivered in a cost efficient manner. And, that's really kind of the future state. One of the analogies that was

mentioned yesterday, we're kind of in a place where we have one foot on the dock and one foot on the boat as we're moving from a fee for service to a fee for value. But, as a large company, we believe we have the skill, we have the resources to be able to straddle that -- that transformation currently.

Erik is going to talk a little bit about more specifics of our business model and how we're approaching this -- this change in our industry.

MR. WEXLER: Thank you, Trip.

Well, first of all, I want to just point out because I think it's important that we believe as an organization that healthcare is local. Decisions have to be made locally, and we embrace our Boards of Trustees that will be in these hospitals should this application be accepted by you. And, so decisions that are made here, while I'm going to talk about some of the things that we're doing across the country are largely led by the executives that are responsible for this organization by the medical staff and the trustees.

But, we have a number of innovative approaches that we've been using across the United States and we've been very successful with them. And, in particular, as Trip pointed out, we've got accountable

care organizations, twelve of those operating successfully. One in Massachusetts that we helped form as part of my region. Recently, we got the results of that accountable care organization's performance and not only was it creating a type of alignment that you would hope and expect with physicians and medical staff and payers, but the quality outcomes of the patients that were served seem to be quite superb.

We've also employed the use of bundle payments and this is, again, another alignment opportunity for us with our medical staff and those that are outside of our structure. It could be long-term care facilities. It could be dialysis centers. But, it brings us all together to make sure that under one payment system, we coordinate care very well.

In Massachusetts, as some of you've heard me say, this is a state that is on healthcare steroids. In some ways, it's even ahead of California. And, we have used the risk platform quite successfully in creating alignment. And for an organization our size, we're able to sustain that type of a risk platform where if I were operating an independent hospital, I would have some concerns about entering into those types of situations.

In terms of best talent, Dr. Schneider pointed something out earlier that resonated with me. And that's the importance of recruiting medical staff. And, our efforts around that type of important initiative these days, given that especially in the primary care space, there are very few of those physicians to go around, we've been able to develop a national platform through what's called Tenet Physician Resources that assists our hospitals in that recruitment effort. We've got national recruiters. We've got recruiters that will be placed within the state of Connecticut just like we do in Massachusetts and in our other markets.

We believe that to retain staff, you've got to have not only an absolutely outstanding work environment that any one of us in this room would choose to want to be a part of, but that we've also got to be able to compensate competitively for that. And, we work very hard with a fairly robust group of people situated not only in Dallas but also in our region to make sure that we do that properly.

And, of course as, I think, Dr. Schneider also pointed out having access to state of art technology is really critical to our delivery of healthcare. And, our capital investment in our hospitals to allow our

institutions to get that type of equipment is something we work on day and night and are proud to be deploying.

Finally, efficiencies. I've worked in independent hospitals right here in this great city. I've worked in small systems and in Maryland. And, when I worked in Vanguard, I got to work in a bigger system. But, I have never experienced in my career the opportunity to work in an organization this size that has a negotiating ability, that has the benchmark information, the deep data that we need to make sure that we are very efficient in the purchases that we do. This helps us keep our staff on the ground by the bedside here so that we can deliver high quality care.

And, later, when perhaps we have questions, we'll talk more about performance management and innovation. Dr. Diaz, who is sitting behind me, is a Chief Medical Officer of the Northeast region will be able to address this more specifically should questions come up. But, we operate on a balance scorecard platform that allows us to measure over 150 different indicators crossing not -- not only into the clinical side which is the most important thing that we do, but as well into the business and management side of what we do. And, the clinical councils that I referenced up here are an

important part of that. They include multi-disciplinary physicians from around the United States in our hospitals that talk about, for example, in our emergency department council, the type of protocols that we have -- should have in our hospitals to ensure good delivery of care.

And, Dr. Kelvin Baggett who is sitting behind me, this gentleman right here in the blue suit, he is the Senior Vice President and Chief Medical Officer for Tenet, came in for this meeting. He not only leads these clinical councils along with the gentleman, Mark Matney, but is the chief architect of our Ebola strategy which, I think, is important to mention here and he might address later for you if you'd like. Our corporation is at the forefront of putting protocols together and of deploying what are called Ebola care teams to our hospitals so that we address this issue aggressively.

Trip's going to talk about our capital expenditures. So, I'll turn it over to you, Trip.

MR. PILGRIM: Erik, thank you very much.

And, as part of Erik's deep dive in some of the things we're doing, the constant theme, and that is the capital intensity of what we do as -- as an organization. That capital intensity exists if you're investor run or -- or a not for profit. This slide

demonstrates really a couple of things.

First, that if we are committed to reinvesting in our communities and in the facilities that serve the communities we're in. One of the myths that has been put forth about, you know, the risk or the down sides of investor run healthcare is that, you know, we're going to pack all our cash up in suitcases in Waterbury and send it down to New York City to the investors and not make the kind of investments that otherwise would be made. The facts don't support that. You can see just in the fiscal year, our fiscal year 2013, we made over 816 million in capital investments across our -- our enterprise and that actually was in excess of the free cash flow that was generated. But, these were investments we knew needed to be made. We've got a strong balance sheet access to lines of credit that will allow us to do that.

We've made significant capital investments in the markets that we've acquired. San Antonio, Texas. We acquired five hospital system there. Had a 200 million dollar capital commitment in the first six years. We actually spent 400 million. In the ten years we've owned that system, actually 11 years now, we put over a billion dollars of capital investment into San Antonio.

That includes a replacement hospital in a side of town that was -- had a higher percent of vulnerable populations, socioeconomically challenged part of town.

We've also built a brand new hospital in New Braunfels, Texas, about 20 miles outside of San Antonio. We've got a capital commitment in Detroit, Michigan, 850 million dollars. Five hundred million of that was new construction. The DMC is eight hospital system. Lost access to capital. They were making money on an operating income basis, but they were in Detroit, Michigan. And, Wall Street would not even consider providing them the kind of credit necessary to sustain a large enterprise like that. Hence, they went and looked for a capital partner, selected us. And, as a part of that transaction, we -- we've embarked upon a new series of construction. Several of those projects are now complete and open. The new specialty care center for the Children's Hospital of Michigan, is top 25 children's hospital in the country. It's a six story 100,000 square foot ambulatory care center for the pediatric population.

We just opened up a brand new heart hospital in the DMC campus. That, too, is about 80,000 square feet. So, we make significant capital investments. So, two things from this slide

to remember. One is that we're committed to the communities. We do make capital investments. We believe we have a growth model and we believe in making those investments throughout the growth. And, secondly, don't let someone tell you that because we're investor run, we're not going to make those capital investments. The facts obviously don't support it.

And, just to echo something Erik mentioned, we do understand that that healthcare very much is a local business. We're not packaging up appendectomies and shipping them from Dallas, Texas. We care what happens locally. The patients are local, the nurses are local and we appreciate it greatly and care as given in an organization such as Saint Mary's has been serving this community for 105 years. And, we very much don't want to delude or take away from that history or legacy of that facility and what it's meant to this community.

Someone mentioned yesterday that hospitals occupy a very unique position. They're actually woven in the fabric of community very, very differently than any other type of enterprise. We understand that. We want to recognize it and actually invest and enhance it.

Erik is going to talk about some of our

Connecticut rationale and why Saint Mary's.

MR. WEXLER: Well, I think I'd start by saying that Tenet doesn't go where it's not welcome. And, we have been warmly embraced here in Connecticut by the institutions that we've been talking with and the communities that we hope to serve and also by you. So, I would start by saying that is the most important thing for us to begin our entry into a new place like Connecticut for us.

The demographics are good in Connecticut. You know that. You have seen them, and we -- we believe that bodes for our ability to help change healthcare here and improve upon healthcare here. No doubt, the potential affiliation with Yale-New Haven Health System is important. Their clinical expertise combined with the expertise of the medical staff in these institutions, we think, will provide more access and better care to the patients that we will serve.

The regional infrastructure that I talked to you about earlier that serves the several markets that I've described, that team, like Dr. Diaz, will be deployed here to help our hospitals in any way we possibly can either through protocols and standardization opportunities or just for advice. But, we will take that

regional infrastructure and use it here in Connecticut and not recreate it.

The other thing that is clear is there are hospitals in need. And, we are good at turning around hospitals and helping to stabilize them. That's something we're very proud of and that we can do here in Waterbury with Saint Mary's and for that matter, with Waterbury Hospital.

Turn the slide for me. Thank you, sir.

So, Saint Mary's. Well, a personal note, first you probably know that I was an executive at Waterbury Hospital. But, I enjoyed my time here very much, and I am absolutely delighted that Saint Mary's would be part of this transaction. In this room behind me somewhere is a woman by the name of Peg Wahler and she was an executive at Saint Mary's. She and I worked together to actually get the contribution that was necessary to start the Harold Leever Cancer Center. So, our ability to come here and help Saint Mary's achieve its goals and objectives is very exciting. This is a hospital that has a full range of services. They provide care there expertly, and we're very proud of that. And, that's the kind of hospital we would want to join with.

Their Catholicity meets our objectives in

the other markets that we have, Catholic hospitals, and we respect the ethical and religious directives and was mentioned earlier, I was a CEO of a hospital where we -- where we were a Catholic hospital with the ERD's and do everything to make sure that those ERD's are fully respected.

The -- the other aspect of Saint Mary's that's important to us is that they are a high value institution as described, I believe, by Chad. They have an efficient cost structure with high quality and that fits perfectly within the platform that we believe we need to achieve not only here but around the country.

Excellent medical staff and employees and leadership. And, a very, very strong following from the community.

Let me speak briefly about our due diligence process. We studied Saint Mary's. We -- we turned over every piece of paper. We looked in every corner of the hospital. We talked with just about everybody we possibly could in that institution to understand how Saint Mary's runs. We have met with members of the archdiocese. We have consulted explicitly about what we could do and what is needed from members of medical staff leadership. We have talked with the mayor

and consulted with local business leaders. We had met with community leaders to understand what they believe is necessary at Saint Mary's and at that -- that opportunity, ask them about their knowledge of Saint Mary's to help with our due diligence. We've looked carefully at the demographics. We've analyzed -- mostly these two gentlemen behind me -- every bit of the numbers of that institution. And, we decided that we could make a difference there and it made sense for us to move forward and do so.

Trip.

MR. PILGRIM: Specifically, the transaction that is proposed and is before you is 150 million dollar purchase price. As a result of that transaction, the long-term debt would be paid. Pension plan obligations would be satisfied per ERISA. Currently it's a charge plan. There will be a local advisory board, and that includes three representatives from the archbishop, three community representatives including two physicians, and then six reps from Tenet. We're talking about an additional 30 million dollar capital commitment for the community of Waterbury that will bring the total in light of the proposal that you heard yesterday to 85 million and at some point down the road we do expect

there will be participation from our partner, Yale-New Haven.

A couple things about the transaction that I'd like to echo and has already been mentioned is our commitment to maintain this institution as a Catholic institution. That is what the community here has come to know Saint Mary's as. It's 105 year legacy and heritage to the facility. Again, healthcare is a local business. And, you know, the character, the culture, the heritage of these hospitals has been defined by those communities over many decades and many years.

And, as a company, we recognize that. We want to bring thought leadership. We want to bring economies to scale. We want to bring the benefits and the scale ability of being a part of a large organization. But, we don't want to take away from the essence of what this facility represents to this community and that's what we've done in several other cases.

So, what do we end up with? I think one word can sum it up and that's sustainability. As Chad and Mr. Mazaika mentioned earlier, Saint Mary's is not on the ropes. Saint Mary's is doing fine today. But, their Board recognizes that there's a sustainability question

given the changes in our healthcare delivery system, given the capital intensity of operating a hospital and they're looking long-term and seeing not unlike many hospitals around the country that the prospects of being an independent community hospital are extremely dim. And, we -- we as a company want to be able to participate and be a partner to maintain these hospitals, create sustainability for the communities to have continued access to high quality care and actually increased access through a broader comprehensive -- geographically comprehensive network of care.

We've mentioned economy scale, and I don't want to go through every one of these. We've already talked about, but there are a lot of benefits, we believe, to bring to the community of Waterbury by bringing a sustainable option to Saint Mary's Hospital.

We have a commitment as does Chad. You've heard Chad talk about it We have a commitment to efficiency. We have a commitment to controlling cost. And, that's secondary to the commitment to providing the highest possible quality of care we can -- we can provide. And, Dr. Diaz, Dr. Baggett can speak to, you know, the kind of quality programs we have in place. The first and foremost, the best practice of identification

across an 80 hospital platform because we know somewhere across those 80 hospitals, there's one critical care department that's doing it better than the other 79. How do we identify that? How do we capture the reasons why? How do we formulize those in the process and turn around and cascade it back to the other 79? That's the benefit of being a part of the big platform when it comes to patient care.

Commitment to the community, charity care policy stays the same. We -- we are the safety net provider in Detroit, Michigan. We are the safety net provider in San Antonio, Texas. We're the safety net provider in the Rio Grande Valley in Harlingen, Texas. We understand that role and we take on that responsibility and embrace that responsibility. One out of four Medicaid patients in the state of Michigan gets their care at the Detroit Medical Center. So, in terms of charity care, in terms of a commitment to serve all of the community, we've got a long track record of doing that.

We also want to be a great corporate citizen. And, what do I mean by that? I mean, that means being involved. That means being a part of this community, not negating the fact that hospitals occupy a

unique place in the community but actually investing and enhancing that.

I talked a little bit about our compliance program earlier. We're very committed to compliance. We'll talk a little bit later about some of the things we've done as a company to ensure that we are compliant and that we are indeed a very different company that existed ten, twelve years ago.

In conclusion, we are proud of who we are and what we do. I hope you heard that today and I hope you heard it yesterday. We know how to provide high quality care. We know how to do it at a cost effective platform. We want to provide value. Value to our patients, value to their physicians, value to the people that are paying for the care. We have strong -- strong finances. We have a very strong balance sheet. We bring experience and best practices from across the country. Erik mentioned Ebola. This is real-time. And, hopefully we have an opportunity to share to this room exactly the things that we've been doing over the last four to six weeks to be prepared for something that's now already manifested itself. And, that kind of proactive ability to take something on and then turn around and cascade it to 80 hospitals is a benefit to Saint Mary's that it

doesn't have today. And, they would have that as part of our network.

Finally, we're committed to Connecticut. And, I mentioned yesterday, I pulled out the first presentation I did for a hospital in the state. It was dated July 11, 2011. So, I'm definitely committed. I've been here three years. You know, I'm an honorary Nutmegger and we're looking forward to getting a UConn cap and going to see some basketball.

And, just to finally say, thank you. Thank you to OHCA for your time and effort and energy to put in this process. I know it's not been insignificant. Thank you to the AGs of staff similarly. We appreciate the opportunity to come before you and stand ready to answer any questions you may have.

Thank you.

HEARING OFFICER HANSTED: Thank you.

Anything further from the applicants?

MR. COHEN: No.

HEARING OFFICER HANSTED: Okay, before we get to our questions, let's take a ten-minute break.

MR. PILGRIM: Thank you.

(Off the record.)

HEARING OFFICER HANSTED: Okay, we're back on the record. And, at this time, we'll go to our questioning. We'll start with OHCA.

MR. LAZARUS: Good afternoon. Steven Lazarus. We'll start. I'll direct the question towards the table and you can decide who can best answer the question.

Can you discuss the priorities for the 30 million dollar capital that is projected for the -- for the Saint Mary's?

MR. WEXLER: Let's let Chad speak first.

MR. WABLE: Okay. As I mentioned earlier in our strategic plan, we have the five areas. One is ambulatory care network development. So, there's a significant portion of that that's going to go towards ambulatory care development. There's clearly infrastructure that needs to be improved within the facilities. We continue to improve infrastructure each year, buy new medical equipment, etcetera. As we develop service lines, we're going to need to replace certain clinical equipment that's beyond its depreciable years. And, then there's other strategic capital that we'll need to have as we build a clinical integrated network. As Dr. Schneider mentioned, we're bringing on physicians.

Any time you bring on a physician, you're going to need to build out space and develop services along those lines. So, that's -- that's the focus of the 30 million.

MR. LAZARUS: And, are those priorities which you mentioned right there consistent with the Freeman Report?

MR. WABLE: The Freeman White Master Facility Report was done prior to our most recent strategic planning exercise. So, we had to reprioritize a lot of those efforts. A lot of the Freeman White Report was directed at the facility. As we studied the market, we found that we're going to put less capital into actual bricks and mortars in the acute care setting as care is going to be moved more to the ambulatory care setting. We're going to need to invest a little bit more capital in that.

As we renovate and improve the facilities at the hospital, there's definitely capital that's going to be needed there to move more towards a private bed model. A lot of the direction in that Freeman White Report was moving towards an all private bed model. I think we'll continue to increase the percentage of private beds on the campus of Saint Mary's Hospital. But, we're going to need to balance that a little bit as

we see more patients seek the ambulatory environment.

MR. LAZARUS: All right. Thank you.

What's the source of the funding for the 30 million?

MR. WEXLER: We are going to be providing 85 million dollars worth of capital to the community. As you know, 30 million of it is designated to be towards Saint Mary's. But, we think of it as a total of 85 million for the community.

MR. LAZARUS: But, what's the source of the 30 or the 85 million --

MR. PILGRIM: From our operating cash flow.

MR. LAZARUS: Okay. And, is that the same thing as you mentioned yesterday. If there's insufficient funds or for one reason or another, would that be from the line of credit?

MR. PILGRIM: Well, in the Saint Mary's case, it's not a joint venture.

MR. LAZARUS: Okay.

MR. PILGRIM: So, it would just -- Tenet would be providing that capital --

MR. LAZARUS: Okay.

MR. PILGRIM: -- from our free cash flow.

MS. MARTONE: Okay. From Tenet's cash flow?

MR. PILGRIM: Correct.

MS. MARTONE: Okay.

MR. PILGRIM: And, to clarify, the letter of credit to the JV or the line of credit is -- is coming from our cash flow, too.

MS. MARTONE: Okay.

MR. LAZARUS: Right. The priority that you mentioned, can you please provide OHCA with the -- that as a late file, list of the priorities for the 30 million? And, also, the estimated cost of some of those priorities and a timeline?

MR. WEXLER: Be glad to do that.

MR. LAZARUS: Okay.

HEARING OFFICER HANSTED: And, I'll order that as Late File No. 1.

MS. MARTONE: And, Chad, is Saint Mary's expecting to receive more than 30 million in capital improvements from this transaction or strictly 30 or is there any discussion about --

MR. WABLE: The agreement is --

MS. MARTONE: -- more than 30?

MR. WABLE: -- the agreement is a minimum

of 85 million dollars for the community and that is --

MS. MARTONE: No specification for --

MR. WABLE: No specification.

MS. MARTONE: -- Saint Mary's itself?

MR. WABLE: Yes.

MS. MARTONE: Okay. So, in your testimony you had mentioned, you know, as you just said, development of urgent care services, blood drawing stations, inventory care and so forth. So, what reassurances has Saint Mary's received that Tenet will adopt again the strategic plan and implement these programs that you're speaking of?

MR. WABLE: Well, we -= in the meetings that we've had with Tenet, you start to gain a lot of confidence in the fact that they want to build ambulatory care networks. They're going to want to develop high quality programs and they're going to want to have a physician alignment as a top priority. So, through a lot of conversations, we have gotten to that point. Now 85 million dollars can still go a long way to satisfy a lot of what I spoke of earlier.

MS. MARTONE: Are you concerned at all, either yourself or the Board, that if, say, Waterbury needs the majority of that capital, that Saint Mary's

will not receive or the money for their improvements and their programs that the community needs?

MR. WABLE: I'm not concerned, and I'll let Mr. Mazaika, our Board Chair speak to that as well.

MR. MAZAIKA: I guess the short answer is no, I'm not concerned. We -- we've done a lot of due diligence and as I mentioned in my testimony, the strategic vision that we have for the Greater Waterbury area meshes very well with Tenet's and I think we look at their commitment as sort of a minimum. If we have good projects, they will fund them. So, I'm not concerned at all from the Board perspective.

MS. MARTONE: Okay. Can I also ask, in terms of these outpatient centers we're talking about, will they be branded as part of Saint Mary's? I mean will it be 80/20 ownership structure and do you feel that will continue?

MR. MAZAIKA: I'm sorry. You're asking about the ownership structure?

MS. MARTONE: Yeah, in terms of the new, I'll say centers, programs that will be set up.

MR. WABLE: We've not made a determination yet in terms of the branding of those particular centers. But, some discussions that we've had is that there be one

ambulatory strategy for the community. That's the most efficient effective way to provide ambulatory care services. Whether or not you have Saint Mary's physicians in the beginning of this and Waterbury Hospital physicians, and independent physicians comingling together in that center, that's not yet been determined. You know, and that's part of the work that's going to come post-closing for us to be able to figure that out with the physicians at the table, with Tenet at the table so that we can get the right solution that attracts the patients to the right setting for care.

MS. MARTONE: Okay. Thank you.

I'm sorry. Go ahead.

MR. LAZARUS: Turning towards the interrogatory a little bit, in the response to Question 4c, you had indicated that there was -- that Tenet was unable to provide Leapfrog letter scores for certain number of hospitals. And, then it's listed a number of possible reasons why Leapfrog would not be able to provide safety scores for the hospitals including that the hospitals are missing data for more than nine process instructional measures or more than four measure outcomes.

From the reasons that you provided, is

there any other reasons besides that one that resulted in Leapfrog not being able to generate safety scores for the Tenet owned hospitals?

And, if you could please, introduce yourself before you speak.

DR. KELVIN BAGGETT: My name is Kelvin Baggett. I'm the Senior Vice President for Clinical Operations for Tenet and the Chief Clinical Officer. A cough, my cold.

So, the criteria that you're discussing. I don't have the document in front of us. But, Leapfrog has their own exclusionary criteria. So, I just feel -- okay. So, the things that we've listed here are the reasons that Leapfrog does not score them. It has nothing to do with our submission of data. It has to do with our eligibility based upon the inclusion and exclusion criteria that they've set.

MR. LAZARUS: And, does Tenet plan to meet the criteria so the Leapfrog can --

DR. BAGGETT: We can't -- we can't meet some of these criteria. Like Leapfrog does not do safety scores for critical access hospitals. They don't do safety scores for hospitals that don't care for certain conditions or diagnosis. They don't do it if you don't

meet the minimum volume numbers. We've been very participatory with Leapfrog. I've been engaged with Leapfrog and their CEO around the transparency movement both there and nationally. And, so we continue as one of our values to be transparent. But, they've established these criteria and this applies to all hospitals around the country which is why you'll see that of the 5,000 hospitals, the safety score's only given for about 55 percent of them.

MR. LAZARUS: All right. All right. Thank you.

DR. BAGGETT: Oh, I'm sorry. And, also I was passed a note that I need to -- I do adopt my pre-filed testimony.

MR. LAZARUS: Thank you.

HEARING OFFICER HANSTED: Thank you.

MS. MARTONE: Could we ask as a late file for a summary of the CMS Core Measure Compliance Scores by the Tenet Hospitals for the past two years?

MR. PILGRIM: Yes. We'll give that information.

DR. BAGGETT: If you don't mind. Thank you. So, one of the things that we've had longstanding organizationally has been our commitment to quality.

And, the commitment to quality started in 2003. And, I bring that up in relationship to the question that you posed because we started it based upon core measures. At that time, there were ten core measures. They were not at all widely embraced or widely adopted. This preceded my joining the company, but I'm very familiar with this aspect of our -- our company's history. We promoted that and we have been a leader in core measure performance since that time even as the measures have gone from ten to 83 and more. Our latest core measure scores place us at about 99 percent which means 99 percent of the time the core measures evidence base that has been established is being met within all of our care environments where it has application in aggregate.

MS. MARTONE: While I have you, can I also ask, Doctor, the clinical council initiatives that you talked about.

DR. BAGGETT: Yes.

MS. MARTONE: I know others have as well. Have you discussed them with the Board or the medical staff at Saint Mary's and is it something that's been approved that you're going to implement and what would that timeframe be?

DR. BAGGETT: So, the answer is yes, they

have been discussed. We see that as being a core part of our structure for driving improvement in clinical care across the organization. And, so the timeframe for implementation will be as soon as we -- the transaction is completed.

And so what I mean by that is the clinical councils are comprised of representatives, medical experts across the country who are part of our system who come in in 16 different councils and advisories and really help to shape standard, standardization, policies, protocol, practices, processes and so -- and then they then as a community representative help to disseminate that across the organization. So, we want to get that implemented as quickly as possible and we would start to work with the medical staff and leaders here immediately after the transaction to both give them more information around the councils as well as help work with them to identify existing medical staff members who could participate on the councils.

MS. MARTONE: Thank you.

HEARING OFFICER HANSTED: And, the Leapfrog scores will be ordered as Late File No. 2.

MS. MARTONE: That's CMS.

HEARING OFFICER HANSTED: Oh, I'm sorry.

CMS.

MR. LAZARUS: On page 8 of the interrogatories, the applicant had provided a table of cash balance after debt satisfaction for the foundation. And, it indicates in the footnote that 15 million dollars of the cash purchase price is restricted as an indemnity in reserve per the asset purchase agreement and will be held outside the foundation. Could you please confirm the amount of the -- is 15 million dollars and elaborate on where would these health funds be held specifically, which accounts, entity, etcetera?

MR. KYLE JURCZYK: Kyle Jurczyk, Saint Mary's Hospital.

The 15 million will be held in the existing hospital that will run out. That hospital will be maintained to run out the liabilities that Tenet's not assuming and then after that time, if there -- if the 15 million is not needed, it will then be transferred into the foundation.

MR. LAZARUS: All right. Thank you.

In response to the interrogatories, again, Question 1E in the Exhibit B, the applicants have provided the payer mix tables for some of the other hospitals that Tenet currently owns. Can you explain the

reason for some of the hospitals, for example, Detroit receiving hospital that indicates or actually shows the decrease in uninsured patients compared to the payer mix to Vanguard's acquisition?

MR. PILGRIM: The shift in the payer mix I'm trying to get that in front of me, but the --

MR. LAZARUS: Yeah.

MR. PILGRIM: -- the qualitative explanation for that in Detroit, Michigan is definitely a participant under the exchange program as laid out by the Affordable Care Act. So, the number of uninsured patients in Michigan have decreased, you know, materially the DMC itself as Tenet as a company have been very aggressive for providing community education around enrollment and making those segments of the population that are eligible aware that they are eligible and providing them the information so that they can therefore roll in the exchanges.

MS. MARTONE: So, is there a consideration to actually put navigators in place?

MR. PILGRIM: We've done that actually. We've got -- 350 navigators we have throughout the company.

MS. MARTONE: What about in Waterbury?

Would that be a consideration to place them in Waterbury?

MR. PILGRIM: Absolutely.

MS. MARTONE: Okay.

MR. PILGRIM: It's -- it's -- the part that's really in the Affordable Care Act is, you know, providing the extension and provide coverage for those who aren't able to get anywhere else. And, we -- we as the healthcare provider want to see that coverage. We were a big advocate for the Affordable Care Act back in 2010 first as an industry and secondly as a company, we were very -= so, anything we can do to help people want to be aware, be educated and know how to enroll, we definitely are going to participate in that.

MS. MARTONE: It did seem to be a main issue in the community assessment that individuals are not able to find insurance or know where to go for insurance.

MR. PILGRIM: I -- I -- I lived it. We had 27 percent uninsured in Texas.

MS. MARTONE: And, the Waterbury Health Access Program as well, if that is in jeopardy of losing funding, is there a possibility that would be continued as well?

MR. PILGRIM: Which program is that?

That's our program, Path to Health, right? Our interim program is Path to Health. What about the Waterbury?

MR. WEXLER: Don't know about the Waterbury Program but we can augment a program like that with something that we used throughout Tenet called the Path to Health. And, I'd like Dr. Baggett to talk about -- to talk about that with you if I could.

MS. MARTONE: Sure.

DR. BAGGETT: So, as Trip said, we were a proponent and work with the government in terms of the Affordable Care Act and getting it in place. And, one of the things that we have done very effectively is we create what's called a Path to Health which is addressing -- I think what I'm hearing from you which is helping those who are qualified to identify, one, that they are qualified and get them enrolled and what we've done across the nation is we work through community partnerships to bring in expertise using Conifer, using other assets within Tenet. We sponsor -- the last report I got was that we had done over 400 events where we had gone in. We had provided these educations. We had directed them to places where they could get enrolled and then move them along through the Path. So, it's been one of the more effective things we've done. We've been

recognized in various communities for doing it, and we've also been -- received some national attention and recognition for it as well.

MR. PILGRIM: And, just to refer back to the schedule, Detroit receiving hospital, where you saw the uninsured get from 13 and a half percent to 8.1 percent. You almost see a -- almost identical increase in the Medicaid mix, not quite -- not quite equates, but the difference is in the Medicare. So, you've seen a shift away from the uninsured into the Medicaid population which is what you would have expected to see.

MR. LAZARUS: Thank you.

In response to the interrogatories, Question No. 13, Tenet outlined certain approval rights that Yale has with regards to the actions of the RPO or the hospitals owned by the RPO. This includes approval rights per RPO owned hospital to enter into such things as joint ventures and service line agreements with the healthcare facilities not owned by the RPO. Let's say that Tenet favors a joint venture but Yale opposes it. What mechanisms are in place to reach a settlement?

MR. PILGRIM: Well, first, I'm not sure settlements. We're not in a, you know, in a -- in a process that requires a settlement, and we're partners.

And, there are governance rights associated with that partnership and, you know, so Tenet controls -- controls RPO. We control the day to day operations of RPO. We control the operating capital budgets, the RPO. Yale is not involved in any of the day to day. Some of those examples that you're referring to where Yale might have the concern if we proposed a partnership with a competitor of Yale. And, so, in terms of -- if it's something that we feel very, very strongly about, we control the buzz on the Board.

MR. LAZARUS: I think -- can we also get a copy of -- for this record of the Strategic Alliance Agreement between Tenet and Yale for this record as well and as a late file?

HEARING OFFICER HANSTED: Late File No. 3.

MR. LAZARUS: Same thing I had requested yesterday. I just want to get one for this record.

MR. SHEARIN: I think, Mr. Lazarus, we spoke to Attorney General's Office and what we'd like to do, with your permission, is I believe the AG's Office already has the Strategical Alliance Agreement and direct OHCA to that agreement since it does contain proprietary information and so they would be willing to have you have access to it but prefer not to have it posted on the

website.

MR. ROWTHORN: And, we should continue a discussion about procedurally how we should effectuate OHCA's access. The Attorney General's Office has that information pursuant to its antitrust authority which is -- brings with it some obligations of confidentiality on our office. So, I think that's a discussion that we're going to have to continue to have among ourselves and also with Tenet.

MR. LAZARUS: All right. Thank you.

HEARING OFFICER HANSTED: So, I'll strike File No. 3.

MR. LAZARUS: Thank you. I have a couple more late files if we can get to, and just a couple left, and that's in the interrogatory referencing Question IE, those are the payer mix. For each of the hospitals, the worker's compensation, the Champus and the Tricare, which are lumped together in -= in the commercial, and we'd like to have that broken out to have those payer mix resubmitted.

MR. PILGRIM: That's fine.

HEARING OFFICER HANSTED: Okay. That will be Late File No. 3.

MR. LAZARUS: I think I'm all set with my

questions.

MS. MARTONE: What plans does Tenet have to enter into the insurance market in Connecticut?

MR. PILGRIM: We don't have any current plans to enter into the insurance market in Connecticut.

MS. MARTONE: None. Okay, I'll be more specific. Is the Regional Risk Organization going to operate health insurance plan and seek a certificate of authority from CID?

MR. PILGRIM: That's not on the current planning to do list for -- for the regional risk network today.

MS. MARTONE: Today? It could be in the future?

MR. PILGRIM: It could be.

MS. MARTONE: Okay.

MR. PILGRIM: It could not be.

MS. MARTONE: Okay. All right. Then, sort of along the lines of yesterday's questioning, Mr. Pilgrim, you had talked about in your testimony a geographic comprehensive system of care that Tenet wants to set up. And, you also recognized the changes in healthcare and the capital intensity that's involved. So, my question is, are there plans to close either of

the hospitals in Waterbury and create one hospital?

MR. PILGRIM: No.

MS. MARTONE: Is it at this time?

MR. PILGRIM: There are no plans at this time and I would actually have to say that given the existing capacity of each of the facilities and the demands in the community, that I can't -- at this point, I can't foresee there ever being plans to shut either one of those campuses.

MS. MARTONE: Okay. Then a different level, are there plans to consolidate any of the services at one or the other hospitals? And, obviously, that would be to improve efficiencies and not to have duplication of service.

MR. PILGRIM: And -- and -- and obviously that's the opportunity before us as a common owner of two campuses in a community to rationalize kind of the clinical care. We don't have any current plans or any -- or any identified service lines to do that today. We think those opportunities will present themselves, but how we do that, the timing of how we effectuate that really is dependent upon planning processes that would involve, you know, the local medical staff, the local hospital leadership, the local governing boards. This is

something, again, as I mentioned yesterday, would be presumptive for Tenet to make those determinations somewhat in a vacuum. It does require a comprehensive planning process.

I know that Saint Mary's and as Chad indicated has gone through a recent strategic planning process for Saint Mary's Hospital. And, you know, the work that they've done will be very informative and actually accelerates the effort that we're going to need to do once we're -- assuming this goes through, once we're -- we're a corporate citizen in Waterbury, to conduct a thorough planning process, not just using Saint Mary's, but conducting that in the light of being a common owner of two campuses, existing service lines, the needs of the community, the availability and capacity of the medical staffs that exist, what their desires are. It would be a very comprehensive approach to understanding where those opportunities could be. And, then put the timeline to those as well.

So, the intention is to go through that analysis. I couldn't tell you today which service line that would be.

MS. MARTONE: Okay. Do you know how long the analysis would take in case we would like to see the

results of that?

MR. PILGRIM: Well, I mean I'll ask Erik to chime in kind of on the realities of going through a planning process. But, it was something that, you know, from our perspective, we would kick off immediately, and I see there's no reason we couldn't have a -- a workable plan in 90 days.

MR. WEXLER: Well, thanks for that, Trip. So, I'm still going to need you here in Connecticut with me. But, I do think that you could begin in 90 days to understand what the opportunities are because there may be some things that are obvious to the leadership teams here in Waterbury. I think implementation of something like that could take six to 12 months.

MR. PILGRIM: Or years.

MR. WEXLER: Yeah. And some even years depending on the difficulty and --

MS. MARTONE: But, an assessment with the report would be in 90 days?

MR. WEXLER: I frankly believe that's aggressive, but I appreciate Trip's aggressiveness. I love that. So, we would certainly shoot for that but I can't promise it.

MS. MARTONE: Okay. And, then as we kind

of talked about yesterday, is there a set of essential services that you feel should be provided at Saint Mary's?

MR. WEXLER: Well, Saint Mary's employs the -- if I can use that word -- the ethical and religious directives. And, so there are services that they provide there. There are requirements, the ERD's, that define how that institution operates. I think that's the first thing we have to keep in mind. I think both hospitals in Waterbury have essential services and again, that goes back to your very good question about how long would it take for us to figure out what is needed and where. And, that strategic planning process would be critical to that.

MS. MARTONE: Okay. Now, is Tenet committed to implement and fund all the programs at Saint Mary's as identified in the Saint Mary's Community Health Needs Assessment Implementation Strategy and any additional programs that the community needs and has identified?

MR. WEXLER: Well, we would have to review that. I -- I can't imagine us eliminating those important programs. So, it's hard to say at this moment. And, if there are other needs that are identified in the

community, we would certainly, you know, through local leadership, make decisions about what else can be implemented here.

MS. MARTONE: Okay. I'll just give you a couple of examples. It talks about a community crisis center, a geriatric emergency department program, a community care team program, an ambulatory detox program. And, that was from Mental Health and Substance Abuse Services. Those are the initiatives that have been identified by Saint Mary's for their Mental Health and Substance Abuse concerns that the community has identified.

MR. WEXLER: I think the key would be if these are programs and services that are currently in place, we would want to maintain them. So, I would have to turn to my colleague at the other end of the table and get clarification on whether they're doing these or not.

MS. MARTONE: Okay.

MR. WABLE: Sorry about that. As I heard you say the words of detox and some of the other things that you mentioned, most of the words, I believe, in there -- it's not right in front of me -- were explore and evaluate the opportunity to implement those types of programs. And, we absolutely would want to evaluate

those types of opportunities. I believe that's correct.

MS. MARTONE: You're absolutely correct. Utilize and evaluate, yes.

MR. WABLE: So, so we don't currently provide those --

MS. MARTONE: No.

MR. WABLE: -- but we know that mental health is a major initiative that we need to provide certain resources for.

MS. MARTONE: Yes.

MR. WABLE: Tenet understands that. They understand the need for mental health services. We need to improve mental health services in general in Waterbury. And, I think we're dedicated to continue to address that along with tobacco use, chronic disease and access to care.

MR. WEXLER: And, I'd be happy to have Dr. Diaz talk to our commitment of mental health services in our region and specifically what we're doing in Massachusetts because I think that would relate well to what you're describing for what could happen here in Connecticut if you'd like.

MS. MARTONE: Thank you.

MR. WEXLER: Dr. Diaz.

DR. OCTAVIO DIAZ: Sure. Good afternoon. My name is Octavio Diaz. I'm the Chief Medical Officer for the Northeast Region for Tenet. And, I do adopt my pre-filed testimony.

HEARING OFFICER HANSTED: Thank you.

DR. DIAZ: You know, at Saint Vincent and at MetroWest are two hospitals in the Massachusetts region. We've taken psychiatric services very seriously. Within the last 18 months or so, we opened a new psychiatric unit in our Worcester campus, 12 beds, state of the art modern facility that was co-designed with many of our practitioners in mind. We also had expanded significantly our Leonard Morse campus which is one of the two campuses of the MetroWest Medical Center in the Framingham area. We've added additional beds that opened up on October 1, and I believe that was 18.

Erik, am I correct?

MR. WEXLER: Yes, sir.

DR. DIAZ: Eighteen additional beds that we opened there, adult beds. We also have an adolescent program there as well as a geri-psych program there that we are maintaining upwards of 70 beds right now. We know that this is a -- really a public health crisis in many of our communities and we are addressing that very

seriously in both Massachusetts communities.

I also want to add that in addition to that we also recognize that emergency medicine and psychiatric patients in our emergency department pose a very serious threat to our ability to continue to deliver safe and efficient care. So, we have expanded our emergency departments in one campus and are in the process of planning on another campus, again, up in Massachusetts to accommodate that need as well.

MS. MARTONE: Thank you.

MR. WEXLER: Excuse me, just one correction. It's 14 beds and not 18 beds that he just described. Sorry about that.

MS. MARTONE: No, that's okay. And, I know we had some discussion about this yesterday, but how does Tenet envision incorporating community input into the annual capital needs strategic planning process that was described? It's in Question 11 of the completeness questions.

MR. WEXLER: It would be done through the Board of Trustees of the hospital.

MS. MARTONE: Okay. Okay. I'm all set.

MR. LAZARUS: I had one more question and this is directed toward Saint Mary's. What protocols are

currently in place relating to the ERD's to coordinate care between the two Waterbury Hospitals?

MR. WABLE: Well, first of all, I've been at Saint Mary's for 12 -- 12 years, and I've never had a situation where we've had to sort of coordinate care or transfer or deal with the situation with a patient in response to the ethical and religious directives. So, I've never had that situation ever occur in 12 years. We would always do what's right for the patients, and we would always want to make sure that we follow the ethical and religious directives.

MR. LAZARUS: All right. Thank you.

MR. ROWTHORN: I have a few questions, and I think I have a few initially for Saint Mary's.

One of the topics as I mentioned before that the Attorney General needs to look at is the thought process on the part of the administrators and decision makers of the nonprofit hospital in deciding to -- to engage in a transaction. And, I think, yesterday we had a -- I think a fairly stark and clear presentation of a fiscal need to engage in a joint venture between Waterbury and Tenet. And, I don't mean at all by my question to suggest that fiscal strain -- fiscal crisis is a necessary prerequisite to -- for us determining that

a sound decision was made. But, it would be, I think, helpful perhaps for you to put in -- in perhaps clearer context for us and for the public what -- what led Saint Mary's to decide that it needed to essentially to sell itself? We've heard a lot of talk about access to capital markets. And, if -- if -- if a concern about future access to capital markets was, you know, perhaps was necessary or important to your decision making, perhaps you can talk about whether that was based on experience, whether Saint Mary's had attempted to seek capital in the capital markets and been unsuccessful. So, whatever -- whatever further, I think, elaboration you could give us and what -- on the basic decision to sell, I think, would be appreciated.

MR. MAZAIKA: Yes. As I said, we've had a strategic planning process in effect for a long time at Saint Mary's. And, at about ten years ago, we looked at our strategic plan, identified what we felt were the needs for the Waterbury area and developed a plan to get there. But, it was very clear to us very quickly as we ran out the numbers that we could not generate internally the cash flow needed to -- to put all the plans that we thought were needed in the -- in the Waterbury area into effect. And, that's when the Board said, "We ought to

look at finding a strategic capital partner that would support that -- support that vision." We did not -- we have debt outstanding. At the rating of our bonds back then, we did not have access to borrowing more money than what we -- what we had borrowed.

So, again, we went out and I think originally we sat there and said, our preferred path would be a not for profit Catholic entity. And, we went down and explored that in great detail. When we could not find a partner that met our criteria, we took, literally took the next step and looked at non-profit non-Catholic entities. And, again, we were unable to find someone that had the financial strength that we could bring to the party because most nonprofit corporations in Connecticut are having -- had the same problems we did in trying to float more bonds.

And so, then we went to the position of, let's look at for profit companies and that led us down that path and the last one we looked at because they were a little bit late coming into the market was a for profit Catholic entity which was not able to meet our criteria. And, so I think again, it started with our strategic planning process. We just saw that we were -- we would not be able to generate enough cash flow internally to do

all of the things that we -- that we felt needed to be done to increase access to healthcare in the Waterbury area.

DR. SCHNEIDER: Hi. I wanted to address that in a little different way. It is very much a bricks and mortar issue to a certain extent. But, I think, again, it ignores an entire huge part of our thinking and our need perception that does not have anything to do with capital for bricks and mortar. As I said before during my testimony and I really mean this, I live it every day. The ability to recruit new young physicians into the community is truly, I believe, contingent upon attracting them to something and they are looking for something greater than a small isolated hospital in the middle of a state.

And, I do believe that as integrated healthcare and the Accountable Care Act becomes more and more the prevalent method of payment in the country. You're going to see almost no hospitals that are able to attract good young doctors to replenish the medical community in that kind of an environment. It's way too uncertain. I hear this every day from multiple specialists that, you know, I really like it there, but, you know, I just don't have confidence you're going to be

able to buy the equipment I need or you're going to have the staying power or you're going to have the sophistication to do the kind of integrated managed care as a stand alone institution.

The amount of time and effort that we put into building our own little ACO to do the Medicare managed savings plan this past year has been an enormous undertaking by itself for a small single hospital when you try to look at larger populations that need to be managed and the intensive management needs that they will have. And, again, the more you get into expanding this into populations that have a huge amount of psychosocial needs as well as medical needs, the expense and sophistication of being able to manage that really overwhelms any single hospital's ability to do that. I think the only way you can do that is doing it with a large team in an integrated support network.

MR. WABLE: I'd like to add a little bit to this. I mean we certainly have wanted to maintain a forward looking approach so that we don't get in a position where we're -- our backs are against the wall, and we're having to make certain decisions like many, many hospitals across the country are. We don't want to be in that -- that position. So, a lot of our efforts

have been to look at the future. But, there are some realities with respect to our own structure, earning structure that I think we need to understand.

We've been fortunate enough to earn about 20 million from operations at Saint Mary's. And, when you break that down, we're having to fund our pension plan at around five and that's going to increase to almost eight million dollars of funding per our Board policy because we want to take care of our pensioners. So, it's eight million dollars of cash going towards that. We have two millions dollars of debt service that's got to be funded. And, then we're seeing the same thing at all hospitals, we're seeing our funding go down. So, there's about two to five million dollars that we're planning for in the future of our funding to get decreased over time from whether it be Medicaid or Medicare or perhaps other payers.

And, when you add that all together, and you consider that we -- our depreciation is 11 million dollars, we need to have at least 11 million dollars to spend on keeping the facilities up and just maintaining the capital structure that we have let alone the strategic capital that -- that Dr. Schneider is mentioning and the needs that we need to transform into a

new system over the next five, maybe even ten years. We've got to be able to start that process now and that's a big reason why, you know, we're joining Tenet so we don't have to get in that situation and these factors that I just mentioned are real factors that -- that have contributed to our decision.

MR. ROWTHORN: Well, I thank you for that. I appreciate that. The -- so, I'm probably asking you for an over simplification, but would it -- from where you stood at the time you made the decision to sell, projecting forward was the concern that you would not be able to grow and increase your presence and the services you provided or was it a concern about because of changing circumstances and stresses, the inability to maintain the level of service that you were currently providing?

MR. WABLE: It's both.

MR. ROWTHORN: Well, let me ask you a little bit about another due diligence consideration that we have to look at in choosing a particular partner for a transaction. And, we had a bit of a discussion about this yesterday and I know you know that Tenet has been criticized about some of its corporate responsibility and its corporate behavior in other places at other times.

And, I want to, if you could, tell us what you -- what Saint Mary's did to satisfy itself about the responsibility of its partner in this transaction.

MR. MAZAIKA: Yes. We as, you know, we basically started with Vanguard and did most of the negotiations with the Vanguard people with some of them sitting here and when -- when Tenet and Vanguard decided to join forces, we asked our financial advisor, Shada Tamen, to go back and give us a background check on Tenet and they're very well known in the -- in the healthcare industry. And, they came back and reassured us that the issues that Tenet had in the past were indeed in the past and that they had changed their management team and that mainly pretty much all of the people that we had dealt with with Vanguard were staying on. And, that reassured us because we had a lot of confidence in Trip and Keith Pitts which we had been dealing with for several years.

MR. WABLE: When it comes down to it in this business, it's all about people, people taking care of people. And, we've had the opportunity to meet a lot of the folks from Tenet as well as from Vanguard. In the previous life, Brett Reynolds, who's the president of Hospital of Operations, worked for another company. We spent a lot of time with him at one point, five, six

years ago, and actually got to know him and got to understand his character and who he is as a person. And, I think that also gave a lot of comfort to us, you know, along with Erik and Trip and Keith and all the others that these are the right people with the right character that what they said about making a difference and a change in 2003 is real and that they -- they're going to be forward looking and try to move beyond this in a meaningful way to be a better company. And, I think they're starting to demonstrate that and we believe that they're going to demonstrate that here locally.

MR. ROWTHORN: We've talked a lot over the last couple of days about the capital commitments. And, in particular, we spoke yesterday with Waterbury and Tenet about the 55 million which, I'll confess, I'm not entirely clear about whether all -- all of that will be committed specifically to the Waterbury Hospital projects. But, I'm clearer about that capital commitment to Waterbury Hospital than I am about the capital commitment to Saint Mary's Hospital. The -- the other 30 million dollars, I think, is collectively talked about as part of a commitment to the Greater Waterbury community.

Does Saint Mary's have a concrete sense

about how much of that capital commitment specifically is going to be committed to projects within the four walls of Saint Mary's Hospital or its other existing facilities, either to attract and compensate medical staff working in Saint Mary's facilities or to purchase equipment which will help to attract doctors to -- to Saint Mary's? And, maybe to put it in the starkest context, if you got five years out and after the assessments that are going to be undertaken starting when the deals close, if -- if it turned out that all 85 million dollars was spent somewhere else, not in the four walls of Saint Mary's Hospital, would you feel like you got the benefit of your bargain?

MR. WABLE: Well, first of all, I think we need to appreciate the 150 million dollars that's being spent that goes towards a foundation that's going to make a meaningful difference in this community in the decision we made to have that go into a foundation that can make a difference in terms of healthcare. So, I think all of this is in our minds is totaled up. It's a total aggregate number that goes into this.

I think the ongoing follow-up capital question is a question of earnings potential and what we can earn as a hospital and Saint Mary's. I just

mentioned the 20 million to you. We need a little bit in addition to that to fund strategy and do the things we need to do. It's also about the four walls question. Healthcare is changing. The investments in the four walls are going to need to be made. That's more about infrastructure and making sure that our systems are up to date and that we're not letting major systems go beyond their depreciable life.

And I'm very -- feel very confident that with the investments that we've already made at Saint Mary's, that we're not going to need a great deal of capital investments there, and I'm also convinced that if we did have that situation, that Tenet would commit the capital to deal with those types of issues. I do believe that there would be one ambulatory strategy that will get funded in a meaningful way throughout the community and that's not within the four walls, and I think that would be -- that will come out of 85 million dollars of capital that's being committed in this transaction.

MR. PILGRIM: Might I add a couple of things. We were going through our conversations with Saint Mary's Hospital and their Board and their management team that the Waterbury Hospital transaction was already public. And -- and so the decision and the

conversations were around, okay, as a common owner of two campuses, what's the way to approach this? And, the way we approached it and the way that the conversations were is that well, you will be a common owner of two -- two campuses that will be tasked to operate in an efficient way, the best quality of care, comprehensive access to the care -- increased access to the care.

And, so instead of a capital commitment for a specific project or a specific in the four walls, the capital commitment was along -- we want to increase and -- and the Saint Mary's Board wanted to hear that we were willing to increase what we wanted to commit and dedicate to the community. And, hence, that was the -- kind of the conversations. We'll increase our commitment by 30 million, so we know we're going to put 85 million into the broader Waterbury community.

And, you know, with the current healthcare environment, you know, the shift away as Chad articulated from inpatient care and more to an ambulatory platform and increasing distribution points, access points to care. You know, a good target for us right now is probably 60/40 ambulatory, main campus, main facility. Not a standard, you know, but that's kind of working target. So, I would -- I would expect, you know, the 60

percent, the bulk of that 85 would be to increasing access points into building that ambulatory platform.

And, so when we looked at it in the conversations with Saint Mary's, it was more of a community consideration, more of a community conversation. The Waterbury number was already out there. We knew we had already committed 55 million. That was a public transaction. And, I think what the Board at Saint Mary's was looking, let's increase what the community benefit is going to be in the capital investments that we're going to be making as a common owner of two campuses.

MR. ROWTHORN: I appreciate that and I'm glad that Chad referenced the 150 million dollars which I in no way am diminishing. Maybe that's how we need to look at it which is that the concrete specific consideration is 150 million dollars and then the additional 30 million dollars is -- is -- is less tied to Saint Mary's specific purposes but more community purposes and that -- and that -- but we have to look at, really focus on and evaluating whether the terms of this deal for Saint Mary's are fair at 150 million dollars. Is that -- do you agree with that approach?

MR. WABLE: Yes.

MR. ROWTHORN: I want to ask one question about the -- about the foundation and its relationship vis-à-vis with the going forward for profit hospital. You know, one of the values, I think, we -- we want to keep in mind is that that foundation and its resources be committed solely to advancing charitable health purposes in Waterbury, and there not be a risk that those resources be subject to being used in the service of the for profit purposes of the existing hospital.

We though -- we do though have a circumstance where the -- the hospital will have a Catholic mission and the foundation will have a Catholic identity. We'd be interested to hear anything that anybody has to say about maintaining the independence of -- of the foundation from -- from the for profit purposes of the hospital in light of some overlap with respect to governance as it is anticipated in the documents at least.

MR. MAZAIKA: We obviously haven't finalized the bylaws and the whole governance issue with the foundation. It will be, as I said, a Catholic foundation. The intent is certainly to -- for us to comply with all of the statutes applying there and the intent of our foundation, although it hasn't been all

filled out, is to address the community needs of the -- of the Greater Waterbury area and not have any relationship, if you will, from a financial point of view of funding the new hospital. That is not the intent. The intent is we think there's plenty of needs in the Waterbury area that -- that aren't served by the hospital and we will probably take on things like screening for people, transportation, getting people transported to where they can get screening, giving free mammograms, those kinds of things where we see a great need in the -- in the Waterbury area.

We understand the archbishop wants to have some authority over the hospital -- new hospital, particularly with the ERD's and the ethics issue. And, he also wants to be involved, he or his designees, in the new foundation. But, I guess we're struggling and we will attempt not to have that overlap there.

MR. ROWTHORN: Bob, I appreciate that and we understand that and respect that very much as well. And, that's -- I don't have a conclusion or an approach in mind, but I appreciate that you're thinking about that, and will continue to think about that with the goal of working that out to achieve assuming if this were to be approved to achieve that to permit that.

MR. MAZAIKA: We will do whatever we need to do.

MR. ROWTHORN: Thank you. That's all I have. Thank you very much. Go ahead.

MR. PILGRIM: Well, I just was -- from our experience on the investor run side, and having gone through this process a number of times where other states, AG sitting in the exact same seat. I just would offer any connectivity in any of those markets, if you want to see how those foundations have been structured, I'd be happy to facilitate. You know, great example, in San Antonio where the foundation -- the foundation that was created still appoints three Board members to our local Board. So, there's still that kind of connectivity that's inherent in your question.

And, yet, that foundation is not connected to the hospital system. We have no input in that -- in that 175, 180 million dollar foundation and where they devote their -- their -- make their grants. But, as Mr. Mazaika mentioned, the kinds of things they do are nursing scholarships, screenings, wellness testing, funding several United Way agencies. They've done diabetes research. All of these kinds of things that, you know, really are for the whole community very

beneficial.

And, so to the extent, I could -- I'd be happy with -- we've traveled that road before.

MR. ROWTHORN: All right. Well, we appreciate that. We may take you up on that.

Thanks, everybody, for their answers.

MR. GARY HAWES: Gary Hawes from the Attorney General's Office. Let me just follow up on that, if I can. So, it's my understanding you have a situation in San Antonio where you -- you have a hospital that you own, but that follows the ethical and religious directives that has a Catholic identity?

MR. SHEARIN: No, no, no, it's faith based system, but it's a Baptist affiliated system.

MR. HAWES: Okay, okay. I wanted --

MR. SHEARIN: A little bit different.

MR. HAWES: Okay, okay. I was just going to see how certain things were handled there and if it's not, if not's identically similar, I don't think it's worth going down that road.

I would like to ask, you know, I've been noticing as I sit up here that even though this isn't a joint venture, there's a lot of "we" that's used. You know, if we need this in the future. And, we for the

foundation. So, I guess I want to -- I want to just spend a little -- little energy and ask for a little more description about the -- let's say, the Catholic identity that the hospital is going to have going forward. And, it seems to me that comes into play, certainly through the ERD's.

But, I'd like to hear a little bit more about a couple of the committees. I guess, it's the Mission Integration Committee and the -- what's the -- Pastoral Care Department. I don't know what those are. Can you please describe to me specifically what roles -- hand it back -- what roles those departments currently play now, I guess? And then what's expected, the role of those departments or committees that will play in the future.

MR. WABLE: Our bylaws at Saint Mary's right now afford the archbishop the ability to approve the appointment of the Director of the Ethics Committee. The Ethics Committee oversees clinical ethics within the hospital -- clinical ethics issues. We have the clinical ethics team that works within the hospital to deal with patients' specific issues. And, then also to oversee the ethical and religious directives and to make sure that there's a mechanism to report back to the archbishop and

to the archdiocese any concerns or issues that -- that arise with respect to those ethical and religious directives.

The second thing is that the archbishop appoints the Director of the Pastoral Care Program. Most hospitals across the country have Pastoral Care Programs. Our Pastoral Care Program at -- at Saint Mary's has a -- a director of that program and they essentially provide spiritual care and pastoral care to all of our patients. They also administer various other directives to patients and sacraments to patients as well. We have a couple of priests, for instance, in our Pastoral Care Program that are able to offer those services. We're not a lot -- we're not different than any other Catholic hospital in that we have priests on staff to offer the sacraments to patients. That's not the way it always is. Some Catholic hospitals will have community priests that rotate through to do that as well. We don't -- we have priests primarily on site to be able to deliver those -- those services.

The other thing that's in -- in -- with respect to the agreement that we have is the protection of the Catholic identity. And, that's how big the signs are to make sure that, you know, we continue to respect

Saint Mary's Hospital and -- and show people that it is Catholic and that we are following those principles so that we're honest about our values and within the community and to also offer mass every day which we offer today. I mean, we offer today and every day, we offer Mass as well as on the weekends as well for the community at large.

So, those are the types of things that we're doing currently and the type of responsibilities that the archbishop has today. And, those are fairly transferrable as you can imagine to what we have in our agreements. The archbishop appoints the Ethics Chair and the Pastoral -- Director of Pastoral Care. And, then there's a Mission Integration Committee which will be a different committee than Pastoral Care. Those services that are clinically directed at patients, that's more about making sure that this Catholic identity, the signage, the symbols, the acknowledgment that we are a Catholic facility is continued and that the staff and everyone there understand the ethical and religious directives and practice that and can explain them and we can understand them. A lot of times I hear people think of them as voodoo. They're about really the common good and respect and care and doing good things for patients.

And, that's the way we view them. That's the way they need to be viewed. And we want to make sure that that translates well moving forward with our staff and with patients and anyone that chooses to come to Saint Mary's.

MR. HAWES: Thank you, and I just have one other question. It's more of a confirmation question to Tenet and this mirrors a question that I had yesterday. You know, it's my understanding that -- that the archbishop retains the power if he so chooses to, I'll say, remove the Catholic identity from the hospital if -- if for some reason there is a disagreement or he's unhappy with however he might see the running of the hospital. So, similar to the Waterbury Hospital matter where we suddenly have, you know, 100 percent buyout and the operational agreement might be moot. Here we have the Catholic identity being removed but we have many agreements that are provisions in the agreement that go to the ERD's and certainly the Charity Care. And, I'd heard you testify earlier about how in some of the different communities that you are a safety net provider.

And, so, I guess -- I heard that, and so I'm asking you if for some reason the Catholic identity is removed from this hospital for whatever reason, are

those commitments to, I guess, maintain the ERD's going forward and certainly Charity Care and the -- the -- I'm not coming up with the right term but the different requirements that are necessary for nonprofit hospitals for Charity Care. Will those still be honored by Tenet going forward?

MR. PILGRIM: Yeah. I can't speculate under what circumstance might precipitate the archbishop taking the Catholic identity away. You know, I think our intention at this point and our plan at this point is to maintain not just the ERD's but the philanthropic nature of a hospital. I mean you take care of all people that come through the front door, charity care being a component of that. So, would we maintain the ERD's? I think I'd have to defer to whatever that circumstance exists at the time as to why we're having a break with the archbishop. I don't know. You know, the ERD's are -- are there and we've agreed to follow them as propagated. And, but in terms of the role of a hospital and providing care, providing the Charity Care, that absolutely will continue.

MR. WEXLER: Let me just add to that. Just hearing you describe that gives me anxiety. Truthfully, you know, that would be absolutely

catastrophic. And, we work very, very closely with the Diocese of Worchester to make sure that we abide clearly effectively without exception to what the ethical and religious directives require. So, to have a violation of that first would be unlikely and second to even think that the archdiocese would be in a position of removing the designation from Saint Mary's, I can't even imagine that. I think that it would be worthwhile if you'd like to hear a little bit about because there's a very -- what Chad described so beautifully before about what they're doing at Saint Mary's is pretty much a mirror image to what we're doing in Saint Vincent with the bishop having a similar role. And, if you'd like, it might be helpful to hear from Dr. Diaz about our ethical mission there and our religious mission if you so desire.

MR. HAWES: It would be great. Thank you.

MR. WEXLER: Dr. Diaz.

DR. DIAZ: Thanks, Erik.

So, I've been at Saint Vincent Hospital for a little over ten years. I started there as the Chief of the Emergency Department, then the Chief Medical Officer before I took this position on the region. And, the reason I'm saying that is because as I'm sitting here listening to Chad talking about what is going on at Saint

Mary's with pastoral care, it's almost as if he had read our play book over at Saint Vincent Hospital. I can't tell you how identical the two processes are.

I'd go one step further and one of the things that we enjoy is a very close working relationship with Monseigneur Bullio who's our pastoral care lead. He does everything that Chad was saying. But, in addition to that, he's also an avid participant in our Palliative of Care Council and our Palliative Care Team that assists with patients at chronic illness and end of life scenarios. In addition to that, he also sits in a very active council that we have, Patient and Family Care Council, which we hold monthly meetings with our nursing staff, some physicians, board members and also pastoral care. And, from that activity we learn a lot about what the community needs are and how we can adapt our care delivery to fit the needs of the community. So, almost identical with a couple maybe additions and maybe you have them, Chad, as well with the Palliative Care Council. But, it's a dynamic coincidence that we're so closely aligned.

MR. HAWES: I have no further questions. Thank you.

MR. HENRY SALTON: I didn't want to go

without one opportunity to ask a couple questions for over two days. I want to follow up on the Deputy Attorney General's questions regarding the 85 million dollars and I appreciate Tenet saying that it's a kind of -- how you expend that is to be determined, an open ended kind of question at this point as to Saint Mary's. Is that also equally true as to Waterbury that it's -- that we don't really have a firm commitment at this point as to what money would go within the four walls or on the campus of Waterbury as opposed to other kinds of uses within the whole community?

MR. PILGRIM: That's -- that's -- that's correct at the, you know, in terms of is there any firm commitment as -- as Ms. Trumpsted testified yesterday and you heard Chad testify today. There are a number of identified capital needs in both those facilities. And, we want to address those needs whether they're physical plant needs or outdated equipment needs, maybe what patient flow needs in terms of renovation. We absolutely want to address those. But, in terms of which, where and when, that -- those decisions are subject to, you know, the plan -- the planning process we've discussed previously.

MR. SALTON: And, it's my understanding

from the testimony yesterday and I think today as well is that the first cut for those funds will come from their earnings of both Waterbury Hospital and Tenet to supply that 85 million and then from Waterbury there would be a backup -- fall back to the credit line.

MR. PILGRIM: On the JV, there's the back up -- the back stop, you know, for Saint Mary's. I mean it's just Tenet free cash flow.

MR. SALTON: And, the -- as far as utilization of earnings from Waterbury Hospital, would that include earnings that would be due and accrued to the 20 percent partner and the JV?

MR. PILGRIM: The -- it would be the cash flow from operations to fund cap backs from the JV would occur before any distributions.

MR. SALTON: Okay, so --

MR. PILGRIM: To answer your question, yes, both the 80 partner and the 20 partner would be -- and that Board would be overseeing both the capital and operating budgets. So, we would find projects and then if -- when we have distributions, those distributions come after those capital investments.

MR. SALTON: And, in instances where you made an allocation of the capital -- of that money for,

let's say, an ambulatory center that's off campus and, you know, in order to provide access to the community at a different location, would that center be -- would the JV have ownership or title over the product of those investments?

MR. PILGRIM: That's -- that's a great question. And, I think really subject to the additional planning process.

MR. SALTON: But, you're suggesting that the JV is going to be contributing in a way some portion of its earnings towards that facility and then not having sort of the -- the junior partner won't have any interest on the earnings from that facility.

MR. PILGRIM: Well, that's not necessarily what I'm suggesting. What I'm suggesting is subject to kind of how we configure the ultimate plan for the whole community. For instance, let's say there's a service at Waterbury Hospital. I don't know. Pick a service. And, we decide that there needs to be an ambulatory extension of that service. That would be a Waterbury Hospital service and Waterbury Hospital ambulatory extension. Conversely, if there's a service to Saint Mary's that's not offered at Waterbury Hospital, but needed an ambulatory extension, then that would be a Saint Mary's

extension. If there is an ambulatory facility that benefits both, I can see where you'd have, you know, equal interest on part of those hospitals that particular -- particular ambulatory distribution plan.

MR. SALTON: Okay, so, let's say that you're opening an urgent care center which is seen as a need but not really an extension of an existing service in the hospital. It's going to be funded in part by -- and you might quibble with this, but I'll say it could be seen as being funded in part by earnings that could accrue to the foundation at Waterbury Hospital. And, what would be -- what could we -- and you're going to have to file, I think, a CON to open a new urgent care center. I mean, who's going to be the title holder or the applicant for that urgent care center?

MR. PILGRIM: I don't know who's the applicant at this point in time. We don't own the hospital. So, you know, it's hard --

MR. SALTON: Well --

MR. PILGRIM: I understand what you're asking seriously, but, I think, you think about it from this context. If it's an urgent care center that's going to benefit us, Saint Mary's and Waterbury Hospital, one option is that the ownership interest is the entity of

Saint Mary's owns one half and the JV owns one half. That is one approach.

MR. SALTON: The other approach being?

MR. PILGRIM: The other approach would be one owns 75, one owns 25.

MR. SALTON: Or Tenet owns it as a separate entity.

MR. PILGRIM: Or Tenet owns it. We actually have a subsidiary urgent care company called Med Plus. But, you know, I think the point I want to try to make is that this is not a decision that Tenet's going to make in a vacuum. You know, we're going to be making this decision with input from, you know, the governing bodies of both these hospitals and what makes the most sense for the community in terms of configuring the resources to, you know, increase access and continue to improve the quality of care of this provider.

MR. SALTON: Okay, let me move to -- I only have one other thing I want to ask you about. I understand there's going to be a single medical foundation that is going to be serving whatever facilities you acquire in the state as far as hospital scale. Is that correct?

MR. PILGRIM: Per statute, we only can

form as a member one foundation in the state.

MR. SALTON: And, both today and yesterday, both hospitals legitimately made a very strong point about the need for physician recruitment.

MR. PILGRIM: Right.

MR. SALTON: Would that be -- will that foundation be the vehicle for physician recruitment?

MR. PILGRIM: It would be one vehicle definitely. Not all physicians want to pursue an employment model. And increasing number do, but there's still physicians that look for private practice opportunity and there are ways to recruit those physicians or mechanisms to recruit those. That would be outside the foundation if they were going to be private practice physicians.

MR. SALTON: Would the foundation be sort of the leading -- the leader in trying to do the recruitment or would there be some -- or would it be both, the hospitals?

MR. PILGRIM: Typically it would be the hospital, the member of the -- the organizing member of the foundation would be the kind of the driving -- you know, in order to be compliant with -- with Stark recs. you have to have a delineated physician recruitment plan.

It has to be approved by your governing board. And how you ultimately fulfill that plan can be, you know, either you assist in recruiting a physician to the existing practice, you assist in a physician setting up his own practice or you can recruit and employ that physician. That last option would be the option that would go into the foundation.

Now, in terms of -- I may be anticipating your next question, our intention is to have pods. And, so you have Waterbury pods, Saint Mary's -- well, Saint Mary's currently is a friendly PC model. Again, how we -- how we approach that is done as much with the input of the local medical staff and what makes the most sense for that particular organization. We're fairly agnostic as a company as to the physician practice model. What we want to drive is the level of clinical integration with our physician partners. That's -- that's the strategy. The tactic is how -- you know, the employment's tactic. But, we would have a Bristol pod. We would have an ECHN pod. You'd have the umbrella single organization. But, you would give the local leadership, local autonomy or field, if you would, to each pod.

MR. SALTON: And, would each pod then be -- so, for example, we haven't heard yet but we may hear

at some point about recruitment needs in Bristol or recruitment needs east of the river and those would be separate recruitment efforts by those different pods and there wouldn't be a single recruiting entity for the whole system?

MR. PILGRIM: Well, there's a leverage or we can leverage some economies by having a concentrated recruiting effort. We have a physician recruiter sitting in the home office, for instance. We have physician recruiters in our regional markets as well. And, they coordinate. The have a list of what our needs are, what -- what's our priorities for medical staff recruitment. And, so you might have recruiters working, you know, on recruitment plans for multiple hospitals.

MR. SALTON: Okay. Thank you.

MS. MARTONE: I just want to summarize and this is for clarification purposes. Overall, there's going to be two late files filed. One for the 55 million and one for the 30, and that's listing the priorities at this point in time.

MR. PILGRIM: I'm sorry. Could you clarify? I'm sorry. I didn't hear the first part of your question.

MS. MARTONE: Okay. We have two late

files that will be coming in for each hearing, okay. One late file addresses the 55 capital expenditure for Waterbury. We're asking for a list of the projects and the timeline, okay. That was discussed yesterday.

MR. PILGRIM: My understanding -- okay. That's not -- that was not -- my understanding was you were looking for a list of potential projects.

MS. MARTONE: Correct. Correct. That's what I'm saying, yes. I'm saying they're priorities, potentials, correct. I'm just clarifying because of the line of questioning.

MR. PILGRIM: I didn't know if we were saying we had agreed to a plan.

MS. MARTONE: No, no, no, no, no. And, then the same for this late file as well. So, it's a list of the 30, okay, of potential projects. So, my understanding is after your strategic planning process moves forward, if this project is approved, you're going to have, I'm assuming, at the ends of your assessment, your analysis, a confirmation of the capital projects that will total 85 million. Is that correct?

MR. PILGRIM: Whether they total 85 or 105, I don't know.

MS. MARTONE: Right, that's fine. I'm

just trying to get a timeframe, an idea of when there will be a concrete plan for both the needs in the area and the programs as well as the capital that's going to go into them. I'm just trying to get an idea of when that will happen.

MR. WEXLER: I think that goes back to the discussion we had earlier about trying to do this within 90 days.

MS. MARTONE: Yes.

MR. WEXLER: And, frankly that list to you and us is just help along -- along the pathway -- along the journey. So --

MS. MARTONE: Okay.

MR. WEXLER: -- you know, Saint Mary's has ideas for what they want to do. Waterbury has ideas for what they want to do and having access to that on Day 1 when the transactions are done begins the strategic planning process.

MS. MARTONE: Okay.

MR. PILGRIM: So, I mean to make sure we understand what you're requesting and that we understand and we want to make sure we satisfy that request --

MS. MARTONE: Yes.

MR. PILGRIM: -- you understand what we

think we're giving.

MS. MARTONE: Yes. That's why I wanted to ask.

MR. PILGRIM: It's -- we provide a list of capital needs for each of the existing facilities. My -- my guess is that that list of immediate capital needs is not going to add up to 85 million. And, that there are a significant number of other projects yet to be scoped, programmatically planned, locations identified. These would be the ambulatory opportunities. So, I think we certainly can provide you a list of existing capital needs at these facilities and I know Chad and I know Darlene both have probably a couple of -- you know, a couple of wish lists that they would like to get to in the next 24 months. We can give you that list, but I would -- I would caution you not to try to tie that hard to the 85 million commitment. We're going to spend 85 million. And, we're committed to doing that. And, if there's any concern that we may or are looking ways not to do that, you know, I would just point you to Detroit. I would point you to our other markets where we've had similar capital commitments and not only have executed against those commitments but exceeded them.

MS. MARTONE: Yeah, I'm not questioning

the amount. I'm just questioning when there will be a plan developed addressing both the service needs as well as the capital projects. That's all. I'm looking for a timeframe.

MR. PILGRIM: I think -- I think I had indicated 90 days. Erik kicked me under the table. So, we're going to say anywhere from 100 to 150 days.

MS. MARTONE: Okay. For both?

MR. WEXLER: Yes.

MR. PILGRIM: From the closing transaction for each of those. Assuming they closed on the same day, then that would be great.

MS. MARTONE: Thank you.

HEARING OFFICER HANSTED: All set?

MS. MARTONE: Yes.

HEARING OFFICER HANSTED: And just one housekeeping matter before we take a break, the late files ordered in this matter will be due November 2, 2014. And, we'll take a ten-minute break at this point.

(Off the record.)

HEARING OFFICER HANSTED: Okay, folks. If everyone can take their seats, please. Okay, we're back on the record. And, at this time, I think we'd like to

hear from the Massachusetts Nurses Association who has been deemed an intervenor in this matter with limited rights.

MR. MICHAEL FADEL: Thank you. My name is Mike Fadel. And, I'm director of campaigns for the Massachusetts Nurses Association. I'd like to thank you for the opportunity -- I'd like to thank you for the opportunity to present the testimony and at the risk of disappointing your anticipation, I would just adopt the pre-filed testimony and allow that to speak for itself if that's okay with you.

HEARING OFFICER HANSTED: That's fine. Thank you, sir. And, is there any cross-examination?

MR. SHEARIN: No.

HEARING OFFICER HANSTED: Thank you. Thank you, Mr. Fadel.

Now moving along to the public comments section, we have -- we have the mayor of Waterbury here. We will defer to him and allow him to speak first.

MAYOR NEIL O'LEARY: Thank you. Thank you very much. Do I sit here or stand here?

HEARING OFFICER HANSTED: You may stand, and there should be a microphone there even.

MAYOR O'LEARY: Thank you.

Good afternoon, everyone. My name is Neil O'Leary, and I'm the mayor of the city of Waterbury. I would like to thank you for this opportunity to comment here today. As you know, I previously provided a letter entered into the record of this proceeding that indicated my strong support for this transaction. Please know that I do not offer this support lightly. Saint Mary's and Waterbury Hospitals are absolutely vital institutions in this region. They provide critical health care services, serve vulnerable populations, are a leading employer and as you have heard, are deeply embedded into the fabric of this community. As mayor, I felt it my responsibility to gain the fullest understanding possible of this transaction and what it would mean for the residents of our city and its region. I really believe that Tenet is, in fact, the right partner in developing an even stronger world-class health system for our region. I want to spend a brief moment to discuss with you how I came to that conclusion.

As a mayor, I am very familiar with issues facing the Waterbury Hospital and Saint Mary's Hospital as well as healthcare needs of the Greater Waterbury community. I am close to the staffs of both hospitals. Both hospitals are under increasing financial pressures

with decreasing reimbursements and access to capital becoming more and more difficult. Both have assumed significant financial obligations. Meanwhile, the healthcare needs of the Greater Waterbury area have continued to grow.

City leaders, myself included, have been concerned for years about the sustainability of two hospitals in a city the size of Waterbury and its region and the risk of losing the ability to serve our population. Such concerns matter not only from a delivery of healthcare standpoint but also from an economic development standpoint. For year, as two of the city's three largest employers, these hospitals have been dominant economic drivers for the city. We want that to continue.

When I learned that Waterbury Hospital and later Saint Mary's planned to enter into transactions with Vanguard Health Systems and Tenet, I learned all I could about the transactions and about the companies. I wanted to make sure that regardless of whether it was for profit or not for profit entity, Tenet was committed to delivering the highest quality of healthcare to our citizens of Waterbury and the surrounding towns including meeting the needs of our Medicare, Medicaid and uninsured

patients. And, in the case of St. Mary's Hospital, doing so in a manner that is consistent with the Catholic principles that govern that institution.

As part of my diligence, I traveled to Dallas in June to meet with senior management folks at Tenet. We had very productive meetings and conversations about the future of the hospitals in Waterbury. The delivery of affordable quality healthcare to all residents in our community and Tenet's expected capital investment in my city, and I am now assured that they will do the right thing for this community. I spoke with the officers of the Waterbury Hospital and Saint Mary's Hospital who confirmed that the affiliation with Tenet was in the best interest of both hospitals and the community at large.

I also traveled to Worchester, Massachusetts and met with regional management of Tenet and to tour Saint Vincent Hospital which had become a member of Tenet Health. I witnessed firsthand the positive impacts of Tenet's significant capital investment in the hospital facility. I also had the opportunity to speak with a number of employees who expressed positive feelings about the hospital's association with Tenet.

As a result, I've concluded that Tenet is the right answer for our community. Tenet is a large healthcare provider that owns and operates 80 acute care hospitals in 14 states and is well positioned to address the capital needs of both Waterbury hospitals. They know how to operate hospitals efficiently so that there are resources available to provide the best care possible. Its track record of rebuilding similar institutions throughout the United States speaks for itself. And its commitment to invest 85 million dollars to improve the hospitals over the next seven year means that the hospitals will be able to maintain their prominence and continue to meet the healthcare needs of Waterbury citizens for years to come.

Tenet is making a commitment upon which Waterbury can rely. I urge you to please grant this application. Thank you.

HEARING OFFICER HANSTED: Thank you, Mr. Mayor.

Now, we're ready to move onto the public portion. The folks who wish to speak should have written their names on the signup sheet that's provided outside of this door on the table. And, we'll begin calling those folks in the order that they've signed up.

And, Mr. Lazarus, if you want to start?

MR. LAZARUS: Sure. The first name I have is John DiCarlo from Waterbury Chamber of Commerce.

MR. JOHN DICARLO: Good afternoon. I'm John DiCarlo, Public Policy of Economic Development Director for the Waterbury Regional Chamber which serves 13 towns in the Greater Waterbury region and represents the collective interests of nearly a thousand businesses in matters of public policy and economic development. The Chamber strongly supports the proposed acquisition of Saint Mary's Hospital by Tenet Health Care Corporation.

We are proud to partner on numerous economic development efforts in our region. In that regard, the proposed acquisition represents a very positive initiative. Today's hospitals operate in a continually changing, highly competitive environment. Recognizing this, the proposal now before us would provide Saint Mary's Hospital the resources needed to continue its role as a leading local company that serves as one of the city's largest employers.

The chamber's public policy programming also continually advocates for measures that improve the local quality of life. We're aware that a strong healthcare system plays a crucial role in where companies

choose to do business. That Tenet, a healthcare provider with an excellent track record of operating state of the art facilities, would invest in Saint Mary's Hospital is welcome news in our business community. The investment would provide resources that ensure the facility can continue to deliver the high level of healthcare needed in Greater Waterbury.

In addition, the chamber's municipal agenda supports initiatives and programs that expand the commercial segment of Waterbury's grand list. Growth in the tax base will have a major impact in making the city more attractive to companies looking to expand or relocate. Because this proposal will provide a significant increase in local tax revenue, it both directly fosters economic development as well as the City's ability to attract future economic development. Therefore, the Chamber is very supportive of the proposed acquisition before you today.

HEARING OFFICER HANSTED: Thank you.

MR. LAZARUS: Dr. Corvo.

DR. PHILIP CORVO: Good afternoon. Thank you for your time today. My name is Philip Corvo. I'm the Chairman of Surgery and the Director of Surgical and Critical Care Services at Saint Mary's Hospital. I've

been here for approximately one year. Prior to that, I was in private solo surgical practice in Stamford at both Stamford and Greenwich Hospitals.

I'm here to tell you that I completely support Tenet's proposed purchase of Saint Mary and Waterbury Hospital systems. I strongly believe that Tenet will bring much needed capital to the area so that we can keep more patients in the city of Waterbury for their care. Saint Mary's Hospital has the proud history and reputation for providing the highest level of quality care at the lowest possible costs and that is quite literally the mathematical definition of high value. But it also comes at a cost. And that cost is that at the end of the day there's very little capital left over for anything else. And over time, if you can't improve what you have, you're simply sliding backwards.

Currently, approximately 40 percent of patients leave this service area to go somewhere else for care that they should be able to get here. For instance, approximately 70, 7-0, percent of basic neurosurgical care leaves this area to go down the state and outside the service area for inpatient neurosurgical care. These are services that could be provided at Saint Mary's if we had the proper technology and were able to -- to train

our staff properly.

One opportunity for this would be to have a dedicated neurosurgical ICU at Saint Mary's with state of the art monitoring equipment. Another example of this is cardiac electrophysiology basically which is the study of looking at reasons why the heart has rhythm problems. Currently, over a hundred patients each year leave the service area to go to New Haven for this cardiac electrophysiology testing and treatment. Saint Mary's Hospital already provides topnotch cardiac surgery and interventional cardiology services and an electrophysiology lab in the area would allow us to round out those offerings and would allow the Waterbury area to be a single go to place for all of cardiac care across the spectrum.

I'm sure that you've heard before. I've heard it in the brief time I've been sitting here and I am sure that you will continue to hear about the financial advantages of Tenet coming to the city of Waterbury. And money is clearly important, but this is not just about money. It's about our continued ability as a -- as a community especially in the coming uncertain times with the Affordable Care Act with the fact that hospitals are forced to operate on razor thin margins in

an environment where the normal rules of supply and demand and economics simply can't apply to us because there's third party payers, because we have to take care of people that aren't able to pay and we still take care of them with the same level of quality and passion and intensity as people that pay with insurance or every once in a while even cash.

We've done it for the last hundred years and we need the ability to do it for the next hundred years. Each hospital system by itself is not in a position to be able to do that and if either one were to collapse for whatever reason, the one that's left standing is going to collapse very shortly afterwards. The infrastructure of each place is barely able to sustain things the way they are now.

I hope you will approve Tenet's proposed asset purchase. I see many benefits for our patients as well as for the community and I'd like to thank you for your time and you consideration.

HEARING OFFICER HANSTED: Thank you, Doctor.

MR. LAZARUS: Dr. Chien.

DR. PETER CHIEN: Good afternoon. My name is Peter Chien. I'm a cardiologist at Saint Mary's

Hospital. I've been here for about three and a half years and prior to this, I worked in various practices across the state. So, I have some experience dealing with different hospitals of different sizes and functionality.

I'd like to obviously offer my support for the proposed asset purchase for numerous reasons, most of which, I think, that this would provide more optimal patient care for our service area. Obviously, it is becoming increasingly difficult for a small independent hospital to remain viable in the current economic climate given the precipitous decrease in federal and state reimbursement payments in addition to numerous unfunded mandates and regulations promulgated by the federal government.

As such, it would be fiscally prudent to join a larger organization such as Tenet with its resources so that we can use their efficiencies and economies of scale in order to maintain our current level of care and to expand enhanced services. As Dr. Corvo already spoke about, we currently do not offer cardiac electrophysiology services at Saint Mary's and many of those patients are transferred to New Haven to receive them.

Obviously, I think it would be a boon for Saint Mary's to acquire these services as more than 100 patients would be able to be serviced here locally as opposed to being transferred. Obviously, aside from convenience, this may also reduce overall healthcare costs by precluding transfers and a lot of redundant testing that occurs at the receiving facility having seen it myself at a larger facility. A lot of workups get repeated and the same studies are done over and over again because of the unfamiliarity with the reader and what not.

In order to provide cardiac electrophysiology services, Saint Mary's would need to recruit and hire a doctor trained specifically in cardiac electrophysiology which includes catheter ablations for regular heartbeats, specialized pacemaker defibrillators and electrophysiological studies which we currently don't entirely offer right now. It would be much easier to recruit a physician to a large hospital network of over 80 hospitals with much more aggregate demand than a stand alone independent hospital. In fact, we just hired a new interventional cardiologist last year, but it was very difficult to actually find many people to come to this area who did not have roots here.

In addition, in terms of providing these services, Saint Mary's would need to invest in both capital equipment and infrastructure additionally to provide these services.

In conclusion, by working with Tenet, we would be able to affect these services by utilizing its resources to make these capital purchases. I hope that you will approve this application so that we continue to enhance and expand services along with improving access to care in this community.

Thank you for your consideration.

HEARING OFFICER HANSTED: Thank you, Doctor.

MR. LAZARUS: Bill Quinn.

Dr. Forscha.

Jim Tucker.

Peter Marcuse.

MR. PETER MARCUSE: Thank you. My name is Peter Marcuse. I practiced law in Waterbury for 20 years and since then have moved into urban planning and so policy planning and teaching at Columbia.

I agree with -- with my neighbors who have just spoken on the importance of the two hospitals in Waterbury. But, there is a problem with realizing their

potential and I'm very happy of the questions that the panel has been moving towards because I think it addresses the real elephant in the room which is no surprise, money, the financing of what is being talked about.

The clear argument for this merger for this purchase is that it will provide a financial base for an expansion of hospital services that could not be otherwise provided. And, I think there is a strong reason why one should examine very carefully what the financial basis for that expectation is. Very simply, if Tenet is going to put 85 million plus 30 million and a good bit of staff time and so forth into it, they are doing that on the expectation of a profit. If they simply go on the capital market for it, they have just issued a large note at five and a quarter percent. They are now adding to it. They are not -- the 85 million is not a gift and the 30 is not a gift. It carries a cost. And that cost is an additional burden on the operations of Saint Mary's. How will that be met?

I think that raises a serious question that has not been asked or at least I have not heard the answers to it. I noticed that there was a real absence of discussion of financing in the presentation even

though it seems to me that's at the heart of it.

I think the legislature in passing the legislation that brings us to this hearing indicated a real concern, a real worry about the movement of hospitals from nonprofit to profit. And, I think they did that because of a longstanding public policy favoritism for nonprofits and charities providing services that the profit motivated sector would not -- could not -- would not be expected to provide. And, I think that -- that expectation applies with hospitals also.

And thus, the legislature sets standards by which one could -- by which you were asked to approve or disapprove an acquisition. That might be looked at as a two stage process with this reading of the legislative intent.

The first is -- the first question to be asked is, what is being proposed here through the acquisition that could not be done without the acquisition? And, I would ask why, if the kind of cardiac services that were just mentioned have a real demand in Waterbury, and one that Tenet can provide and make a profit at, why Saint Mary's couldn't do that without Tenet? Why can't they go to Webster Bank? Why

can't they go to the State Bonding Commission? Why can't they go on the private market and make exactly the argument that Tenet has to make in order to -- for it to raise the money to put into Waterbury?

So, the first question that needs to be addressed is what -- what is holding Saint Mary's back from doing what Tenet says it can do on top of making a profit on 85 or 115 million dollars?

And, it would lead then to the second question, if there is some reason to examine the advantages, perhaps, of -- although it carries disadvantages, too. That's a whole new additional level of bureaucracy and decision making and Dallas will have something to say about the decisions here. But, in addition to that, if -- if Tenet can do it, how will it pay for it? What will be -- what will be saved? What will be cut? There is --

MR. LAZARUS: Sir, if I could just ask you to wrap up your commentary.

MR. MARCUSE: There is ample research evidence that -- that the move from nonprofit to profit results in a change in the mix of services that are provided from those that are non-remunerative to those that are remunerative. And, I would simply urge the

panel to look carefully both at Saint Mary's actual potential and Tenet's. And to look at the worksheets that they are using to see if they are really using the same set of figures when they take the positions that they're taking.

Thank you.

HEARING OFFICER HANSTED: Thank you.

MR. LAZARUS: Mr. Bill Quinn.

MR. BILL QUINN: My name is Bill Quinn. I'm the director of the Waterbury Health Department. I've submitted testimony and I've also submitted verbal testimony last night. So, I'm just going to add a couple of things to what I said last night.

And, the first issue, Jim Rawlings, who is a friend of mine brought up equity. I want to assure you that both hospitals are very, very much at the population level -- at the community level into equity. Part of our partnership has -- we use a health equity index. As you know, people end up with things. People die at a certain age. Different groups, whether they're cultural, racial, no matter what, that's how we talk about public health. Life expectancy of female Latinos is. And, that's the disparity. That's an inequity that we're talking about.

Also, in those populations, the quality of life is different depending on ethnicity, race, gender. You know, that's something that none of us like, none of us want and it's what we deal with all the time in public health. And hospitals are right with us all the way.

For instance, people -- social determinants. We've all heard about it. The reason that people who are of one race or a gender don't live as long or have the quality of life is because they're poor, have less education. They have less status in the community. All of those three indicators are historically ones that we all know are going to lead to a shorter and a less quality of life.

The health equity index and there's also civic engagement, job opportunity. There's about seven or eight indicators that are used in our health equity index to look at health outcomes. So, Waterbury scores as all urban centers is pretty low. It's one to ten. In most of them, Waterbury is two or three compared to surrounding towns or the towns with people who have the better opportunity because of social standings, so to speak. And, this is well documented.

So, the hospitals, and especially both hospitals, have historically been involved with being

sure that is not happening. So, I want to make sure it's very clear that in terms of equity, in terms of all of those things, both hospitals are clearly onboard and match up and those are the populations that they target. Those are the populations that they serve. And, they serve them very well.

And, one other thing, I'd just like to read a quote because last night I was trying to say, how, you know, why is Waterbury different? I mean I was born at Saint Mary's, brought up in Waterbury. So, I totally understand the culture. My family is still here. Waterbury -- two Waterbury hospitals are very different because they are really a part of an extended family. You -- if you grew up in Waterbury, where you go for your medical care is extremely important and if the hospitals were -- I'm not saying they're going to go away but if their ability to serve people is lessened because of economic factors, because of fiscal issues that is going on with medical care right now, that's going to hurt what they can do. It's going to lessen with what they can do.

So, I just want to leave by reading a quote from Ibart Giamatti on the 20th anniversary of the Hill Health Center which is a very important part of New Haven. And, he talks about families.

"If a family is an expression of continuity through biology, a city is an expression of continuity through will. Only human beings have ever made cities and only human beings can kill them. By the same means, they make them. Acts of choice."

People in Waterbury again see the two hospitals as a part of a family. It's an integral part of the city. And, so again, I obviously hope that your decision helps the hospitals do the best possible job they can do.

Thank you.

HEARING OFFICER HANSTED: Thank you, sir.

MR. LAZARUS: Tom Swan.

MR. TOM SWAN: Good afternoon. Thank you for having this hearing and for your work today. I followed the reports the last two days and am very encouraged by the process that you've been leading and undertaking.

My name is Tom Swan. I'm the executive director of the Connecticut Citizen Action Group. We have over 20,000 member families throughout the state and over 500 within this service area around the hospitals here included within here.

A bit more about myself. The legislature

prior to the passage of the Affordable Care Act created two authorities. One a Health First authority that was designed to help the State to prepare for universal health care and possibly go on its own. The second was the State-wide Primary Care Access Authority. I served as co-chair of each of these authorities. I've engaged hundreds of people from providers to hospitals to businesses to consumers across the board in a process that really, I think, helped us to be a leader that we are at this spot in implementing the Affordable Care Act to state level.

We strongly urge you to reject the proposed deals for two primary reasons. First, the legislature in the state is an entity, not you all, have not done their due diligence in defining what we want for the future of hospitals in Connecticut for which you determine whether these deals would be meeting it. And, second, because Tenet has such an appalling record as an unscrupulous corporate player.

We recognize that healthcare is rapidly changing and, the role of hospitals in Connecticut should change, too. It is clear that we probably do not need two full service acute care hospitals serving the Greater Waterbury service area. But, this should be determined

through a public process to make sure that we meet future health needs. Not some back room Wall Street deals.

I do not know how the hospital Board of Directors can really claim they did their due diligence without fully exploring the option of some type of a merger including engaging the State for possible capital support. For its part, the State should consider the creation of a health bank similar to the green bank that they have for energy to help meet capital needs of hospitals going forward. There should be criteria about community health, employment levels and standards, data sharing, standards of care, consumer protections and charity care tied to any health bank.

Study after study show that hospital consolidations and for profit healthcare are likely to have an adverse impact on quality of care and costs. We find it impossible to believe that it is in the public's interest to turn over these community assets, which as Mayor O'Leary pointed out, represent two of the three largest employers in Waterbury, to a for profit entity, allowing for the corporate practice of medicine while eliminating competition. There are enough grounds in our CON statute for you to reject the application on this criteria alone.

As to my second point, the Tenet Corporation is unrivaled in terms of fines and payments in fees and settlements in terms of any healthcare company across the country. Tenet claims that they have changed. But, these claims are not credible. And, the fact they profess this so strenuously should raise additional alarms. Just this year, the Federal Justice Department signed on to a whistleblower complaint that claims Tenet paid kickbacks to obstetric clinics serving primarily undocumented Hispanic women in return for referral of those patients for labor and delivery at the hospitals. That is an exact quote from the U.S. Department of Justice's press release announcing that they were signing on to this whistleblower complaint. Kickbacks for around the delivery of babies. This is not a company that we should enter in this state lightly.

And then furthermore, we should look at their behavior in trying to move in and acquire hospitals in Connecticut. On the last night of the legislative session in 2013, they tried to sneak in a secret RAC amendment that would allow them to practice -- to engage in the corporate practice of medicine in Connecticut without any public hearing. And then they imperatively misled the public about the position of the Attorney

General's Office on a workaround to try to strengthen your hand vis-à-vis the legislature. If that's how they act in trying to get approval for a deal, what's going to happen if you approve this?

Furthermore, the fact that this is a leverage deal on top of Tenet's existing leverage should be sending off alarms all over the place in terms of Tenet's ability to fulfill any promises and the long-term viability of Tenet and of these hospitals.

Finally, I'd like to point out that according to Public Citizen and Citizens for Tax Justice, Tenet had a negative tax liability while spending hundreds of thousands if not millions of dollars every year between 2008 and 2011 at the federal level. We do not need that type of corporate behavior here in Connecticut. It is highly likely that this practice continued in subsequent years and these types of corporate games will be played if you open up the door to let them move into Connecticut. It's another example about why we need to make sure that Connecticut's hospitals are driven by the needs of our residents and not by a bunch of investors.

Thank you.

HEARING OFFICER HANSTED: Thank you, Tom.

MR. LAZARUS: Jim Tucker.

MR. JIM TUCKER: Good afternoon. My name is Jim Tucker. I'm the vice president of Quality and the chief nursing officer at Saint Mary's Hospital. I've been working at Saint Mary's for about ten years. And I'm personally extraordinarily committed to providing the best care possible on Waterbury and for the community both on behalf of myself and my family who are healthcare consumers as well as the patients that we serve.

We've been working on improving healthcare at Saint Mary's for a long time and have made great strides. We've been able to dramatically reduce the number of hospital acquired infections, a major concern in healthcare. And to reduce the number of falls that patients have while in the hospital. Dramatic improvements over the years. We've been recognized for excellence in healthcare, specifically in cardiac care and care of stroke patients with numerous gold awards and recognition from the American Heart Association, American Stroke Association.

With that in mind, I have met with folks from Tenet and see a shared commitment to excellence and it is my perspective that together with Tenet, we'll be able to extend our ability to provide excellent care to

the community. So, my request is that you all also support this endeavor as I do wholeheartedly and without reservation.

Thank you.

HEARING OFFICER HANSTED: Thank you.

MR. LAZARUS: Blair Bertacinni.

Janice Sullivan-Wiley.

MS. JANICE SULLIVAN-WILEY: Good afternoon and thank you for the opportunity to speak. And, I'd like to say the best preamble to what I have to say actually came from some of the earlier speakers, Mr. Wable of Saint Mary's Hospital, where he said that we need to improve the mental health services and Dr. Diaz of Tenet, we know this is a public health crisis in many of our communities and I would say that Waterbury is certainly one of those communities.

I'm the director of the Northwest Regional Mental Health Board, and I've got written testimony with the background. The regional boards were created by the legislature over 35 years ago to study the needs of the region and develop plans for improved and increased mental health services. And, our region covers the 43 towns of northwest Connecticut including Greater Waterbury. Also, by statute, we assure that all of the

grassroots members, people in recovery, family members, providers, are all heard and we see those viewpoints.

Part of our statutory responsibility is a major biannual study. It's a needs assessment and priority planning process and I have -- and, I believe it's already been submitted, our full report. But, of particular relevance and why I'm here this afternoon is the situation for outpatient mental health services in the Greater Waterbury area that are largely provided by between Saint Mary's Hospital and Waterbury Hospital. At this time, there is a very real and a very deep crisis which probably doesn't kind of hit the Hartford level but there's a huge crisis in the Waterbury area now where access to mental health services on an outpatient level is severely, severely restricted. We've had big stretches where we've actually had one program that closed. Wellmore ended their adults mental health services. Saint Mary's Hospital had spoken with some of their staff deeply grieved as way more people apply that need services for their mental health issues than can get them. In Waterbury Hospital it's the same thing. It's my understanding that their ER's have largely become an outpatient service provider.

Given that context, I am very concerned of

an acquisition that does not assure -- and I kind of throw that ball back to you all -- assure that outpatient behavioral health services are maintained or better yet expanded and I'm not sure how you can do that. I did love the questions of Ms. Martone, you know, immediately. I'm quite sure nothing wi11 happen immediately and I'm not sure if it's in your purview to assure that there are no reductions five years out or ten years out because behavioral health services are not a money maker. So, my concern with the for profit entity is that they will be at risk and this community cannot afford that at a11.

Thank you for your consideration.

HEARING OFFICER HANSTED: Thank you.

MR. LAZARUS: Nick Coscia.

MR. NICK COSCIA: Don't worry. I'm not going to read this whole thing.

First of all, I want to concur that I support the mayor's testimony with the testimony that I'm about to give.

I'm a retired electrician from the power company. I'm also a community --

MR. LAZARUS: Cou1d you please use the microphone?

MR. COSCIA: Oh, excuse me, I'm sorry.

My name is Nick Coscia. I'm a community activist over 25 years in the community. I've done television shows for the last 25 years in the community. So, I'm very well -- very well versed on the community. I'm also a retired electrician from the power company.

As I stand here right now, I want to thank both Saint Mary's Hospital and Waterbury Hospital since I've been an open heart patient. So, my open heart surgery is going good. So, what I'd like to say, as you can see, still alive.

All right. Good afternoon, ladies and gentlemen, I would like to thank Chad Wable, Joe Connolly and all the Saint Mary's Hospital staff for the fine services that I have received. I would also like to thank Dr. Anthony and Dr. Preisler and Dr. Bokowski for all the care my family has received. And in view of all the things that are going on, I'd like to see both hospitals to work together because I'm still going to work with both hospitals because they saved my life. And, the performance -- I would like to see the same performances put forth that both of these hospitals have given me and my family down through the years.

Now, that's the positive side. These concerns that I have is the outsourcing. Are we going to

cut workforces? Are we going to maintain the same quality of care? Naturally, if you've got to go to a profit, do you cut somewhere? Do you cut labor? Do you keep the same quality of care? Do you keep the same long-term benefits? We need jobs here. We need people to keep jobs. We can't be outsourcing -- and I've got nothing against contractors or anything else. I know this is strictly business. But, the bottom line here is, if we cut -- how are we going to make a profit if you don't start cutting in areas and benefits? Everybody all over the country is cutting benefits all over the place. I don't think that's the way to go entirely. I'm seeing the business quality of it, but I also understand that we have to maintain services here in Waterbury. If these two hospitals go down, we're in trouble. If people go out of work and lose their jobs, we're in trouble. So, we have to maintain continuity. Maybe we can do it both ways. Maybe we can keep some contractors. Maybe we can't. I know what's going on in CL&P. Half the company right now has got contractors. The other half is working full-time. That's why I mentioned that I'm a retired electrician from the power company because I am concerned about all the power outages and all the things that are going on.

Are the hospitals able to maintain their quality of service if we are out of work for one month, two months or three months? We're going to need all the help we can get if we're in serious trouble. That's my point.

Thank you.

HEARING OFFICER HANSTED: Thank you.

MR. LAZARUS: Bill O'Brien.

Excuse me, sir. Sir, you left your bag up here.

MR. BILL O'BRIEN: Good afternoon. My name is Bill O'Brien and I'm president of Connecticut Right to Life. We're a statewide organization of several thousand people in our mailing list and we're based right here in Waterbury. And, we have a big commitment to Saint Mary's Hospital. You know, we'd like to see it remain in the community as it is. Obviously, things may have to change, but, you know, I'd like to make some constructive comments and raise some issues that may not have been addressed too much.

First off, we're obviously going towards a lot of consolidation in Connecticut. A lot of the hospitals merged and I'm not sure that that's such a good thing for competition. Wall Street Journal had a couple

of articles recently about -- about medical services, hospitals being combined and saying that often results in higher prices. Of course, that means higher insurance rates for individuals, for businesses and for the state budget.

This is going to be a big change. It's not only moving from a nonprofit to a profit making entity and we're not against profit, but it's a big change. It's also moving from a Catholic to a non-Catholic hospital. And, I think that needs to be made clear. I know they are trying to sell it as a Catholic hospital or Catholic identity and that's certainly going to be part of it and that's good. However, it's going to be a New York Stock Exchange corporation. And, it's not going to be -- fall under the First Amendment, religious freedom things that it had as it does presently and so on. So, it's going to be a big change in the way it may operate.

I'm glad that they will be retaining the ERD's. But, that's as far as patient care. There's a lot of other policies that hospitals use. Personnel and benefits and investments and so on which we really haven't heard much as to how those are going to be handled, whether it will be according to Catholic

principles or not.

Now, Saint Mary's has over a hundred year history in the community. I know these offices are mainly concerned with the charities that its foundation, moneys and such. But, of course, money has been given to the hospital over the last hundred years. So, to honor those people that have given their money, I think we need to consider them as well as moneys that are going to be given in the future.

So, again, back to the ERD's. We're glad that those are going to be in there. We're glad that there will be a local advisory board. However, a couple years ago, the two hospitals were considering a merger and at that time, I believe, a local advisory board was more representative or more balanced. Here it's going to be nine members but three appointed by the archbishop and six appointed by Tenet. Now, the archbishop, I guess, would have a say over a veto power, I guess, over the six. But, it's still -- it's not the way it was a couple years ago as opposed, and I think it should be just the reverse.

You know, the enforcement of the ERD's, that's -- I have a question how that's going to happen. Just a couple months ago before the other hearing, I

called up Saint Vincent Hospital in Worcester, and just got an operator and I asked her about a certain procedure that would be in violation of the Catholic ERD's. And, I -- and for Catholics and the ERD's, it's not only a violation but it's a violation to refer someone for that. So, if the hospital or the -- I asked them about this service, you know, they immediately gave me a referral which again is against ERD's. To some -- not at their place, but to somewhere else. So, in five minutes I found a violation of the ERD's. What else is going on? I don't know.

You know there seems to be some kind of -- even though you have an advisory board, that's what I take it it will be. There's still a Board of Trustees or Directors for Tenet in Texas and I would assume they're able to overrule most anything that the advisory board may come up with. So, you know, again, we don't know how far the Catholic identity will extend.

And, then as far as the extent of basic healthcare services, what will be continued or not, yesterday, I believe, it was someone from the Permanent Commission on the Status of Women mentioned that Tenet has discontinued, I guess, OB services in three different hospitals that it owns just in one way or another. And,

I'd be very concerned about that. We're obviously as an organization very concerned about the beginning of life and the end of life issues.

And, it's just not -- and it's just not the ObGyn part. You know, there's the nursery and the NICU and so on. That all comes into it. I think someone mentioned before there's a thousand deliveries at the hospital and that seems like quite a few. And, I would certainly hope that the -- those services would continue at Saint Mary's. I'm not sure how you -- if someone feels that it might be better placed over at Waterbury, I don't know how -- how you regulate that as far as putting more money into the Waterbury Hospital and Saint Mary's and so on.

Someone mentioned the number of services that they'd like to see. There's one that I would like to see which is NaPro TECHNOLOGY. No one in the state offers it.

MR. ROWTHORN: I'm sorry. What kind of technology?

MR. O'BRIEN: NaPro TECHNOLOGY. Natural Procreative Technology. It's a fairly new area for infertility treatments which gets down to the basic cause of -- interestingly, I was on a website for the Catholic

Diocese in South Carolina. And they had about, I think, it was nine people on their staff that you could go to for this service. And, here in Connecticut there's not a single doctor that practices NaPro TECHNOLOGY.

So, those are just a few issues I wanted to raise today. I thank you very much.

HEARING OFFICER HANSTED: Thank you, sir.

Mr. O'Brien was the last name I had on the list. Is there anybody else from the public that wishes to speak that I didn't read off my list?

Paul, come on up.

MR. PAUL PERNEREWSKI: Thank you. Paul Pernerewski. I am the President of the Board of Alderman here in Waterbury. And, I just wanted to briefly comment again and tell you that we're in support of this -- this acquisition with the long-term viability of the hospitals are very important to us here in Waterbury and we believe that this is the best approach to being sure that the hospitals are there and continue to be a part of our community and continue to employ people in our community and deliver high quality healthcare. So, I would urge you to approve the acquisition that's before you now.

Thank you.

HEARING OFFICER HANSTED: Thank you.

Is there anyone else that did not give public comment here today that wishes to do so?

Okay. Sir, did you sign up to speak?

MR. BLAIR BERTACCINI: Yes.

HEARING OFFICER HANSTED: Come right up.

MR. BERTACCINI: My name is Blair Bertaccini. I was before you yesterday. I won't repeat my comments of yesterday.

HEARING OFFICER HANSTED: Can you just pick up --

MR. BERTACCINI: Oh, sorry, I forgot. Yes, okay. My name is Blair Bertaccini. I'm a resident of Waterbury. I was here yesterday. I am not going to repeat my comments of yesterday, but I believe they're perfectly applicable to this application as well as the one that you heard yesterday. But, yesterday I didn't have the time to say some other comments I want to which I can say today.

I think you're looking at two applications in terms of looking at the larger picture where basically you've got a company that is coming here that is basically going to loan money to two hospitals and load up their debt and who knows what's going to become of them or that. And, they're going to also supposedly

manage these hospitals better than they're being managed now. If we're to believe the Boards of these two hospitals, they are on the brink of practically imminent disaster, and that's why we need Tenet Corporation to come here and save them.

But, in using that as a plan "to save them," I think, you have to look at what is going to be the implications when Tenet carries out what they're going to do. And, I think ultimately, as a citizen of Waterbury, I think what I'm going to be faced with is poor care in these hospitals, two hospitals that are not going to contribute to the economy of this community because there are going to be less people working there and, I think, ultimately I'm not sure that they're really going to contribute that much to the tax base of this community. I'm sure in the first few years things could possibly be better. But, I think in the long run, you've got to look at what they're doing and what ultimately is going to happen. And, if we don't want that to happen, what conditions you're going to have to put on them to prevent that from happening.

So, I appreciate you listening to me and I hope you take it into account as just a consumer here in Waterbury.

Thank you very much.

HEARING OFFICER HANSTED: Thank you.

Okay, one more time, is there anyone else who wishes to give public comment this evening who has not had a chance to do so? Okay, I don't see anyone else. It's just now a little after 5:00 p.m. I want to give folks who may be just getting out of work a chance to travel here to give public comment if they choose to do so. So, we're going to break until 6:00 p.m. and then we'll go back on the record to see if there's any more public comment.

(Off the record.)

Back on the record. And, just one last time, are there any individuals here who would like to give public comment on the application before the panel here this evening?

Seeing none, I want to thank everyone and with that, I will adjourn the hearing.

(Whereupon, the hearing was adjourned at 6:00 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 27th day of October, 2014.

Paul Landman
President

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