

Late File Exhibits 2, 3, 4, 6 and 7

Greater Waterbury Health Network, Inc.

Prospect Medical Holdings, Inc.

OHCA Docket Number 15-32017-486

Attorney General Docket Number 15-486-02

May 27, 2016

**Late File Exhibit 2 – List of Grants That Will Pass to
Waterbury Hospital Post-Closing**

{N5232547}

Grants Awarded During FY 2015-2016 - For Profit Organization

Name	Funder	Grant Period	Total Award	Comment
Bioterrorism	CT Department of Public Health	07/01/15-06/30/16	\$ 26,605.00	Five year contract through 06/30/17
H-1B Visa Grant	Northwest Regional Workforce Investment Board	04/02/12-06/30/16	\$ 94,813.00	Four year contract through 06/30/16
Private Foundations-Summer Bridge	The Harold Leever Cancer Center	05/01/15-08/31/15	\$ 5,000.00	Must request every year.
	Northwest Regional Workforce Investment Board	07/01/15-08/30/15	\$ 8,610.21	Must apply every year.
	Gear Up Program	05/01/15-08/31/15	\$ 2,800.00	Must request every year.
	Waterbury Department of Public Health	05/01/15-08/31/15	\$ 2,000.00	Must apply every year.
	Waterbury Public Schools	05/01/15-08/31/15	\$ 6,000.00	Must apply every year.
WHAP	CT Department of Public Health	07/01/15-06/30/16	\$ 246,376.00	Three year contract through 06/30/16
	Malta House of Care Van	10/01/15-09/30/16	\$ 19,560.00	MOU
	Saint Mary's Hospital	10/01/14-09/30/15	\$ 13,684.00	Partner Shortfall Contribution
	Staywell Health Center	10/01/14-09/30/15	\$ 6,842.00	Partner Shortfall Contribution
Clinical Trials	University of Connecticut	01/20/15-03/31/16	\$ 34,684.00	Ended on 03/31/16
HIV Testing Initiative	CT Department of Public Health	01/01/16-12/31/16	\$ 70,035.00	Four year contract through 12/31/16
Biomarkers	National Cancer Institute	08/01/15-03/31/16	\$ 18,750.00	Contract through 03/31/16, applied for no-cost extension until 03/01/2017
Total			\$ 555,759.21	

Late File Exhibit 3 – Update to Net Proceeds Analysis
(See Bates page 1419)

GWHN FILING TABLES

	Balance Sheet as of 4/31/2016 (Ownership Adjusted)	Pro Forma				
		Retained by Surviving Entity	Purchased/ Assumed by Prospect	Cash Accounts	Liquid	Restricted
Assets						
Current Assets:						
Cash and Cash Equivalents	\$21,541,092	\$21,541,092	\$ -	\$21,541,092	\$19,358,904	\$2,182,188
Short-term Investments	\$1,561,149	\$1,561,149	\$ -	\$1,561,149	\$1,360,746	\$200,403
Net Accounts Receivable	\$31,231,555	\$120,745	\$31,110,810			
Accts Receivable - Other	\$6,967,935	\$3,036,237	\$3,931,698			
Inventories	\$3,382,956	\$ -	\$3,382,956			
Prepaid Insurance and Other Expenses	\$2,990,897	\$1,412,548	\$1,578,349			
Due From Affiliates	\$ (199,317)	\$ (199,317)	\$ -			
Total Current Assets	\$67,476,267	\$27,472,454	\$40,003,813			
Noncurrent Assets Who Use Is Limited:						
CHEFA Bond Issue Cost	\$276,491	\$276,491	\$ -			
Investments	\$26,133,525	\$26,133,525	\$ -	\$26,133,525	\$14,454,996	\$11,678,529
Board Designated Funds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Loans and Other Receivables	\$358,967	\$358,967	\$ -			
Funds Held in Trust by Others	\$44,360,163	\$44,360,163	\$ -	\$44,360,163	\$ -	\$44,360,163
Goodwill	\$1,813,567	\$ -	\$1,813,567	\$93,595,930	\$35,174,646	\$58,421,284
Net PP&E	\$32,859,094	\$2,017,680	\$30,841,415			
Total Assets	\$173,278,075	\$100,619,280	\$72,658,795			
Liabilities						
Current Liabilities						
Accounts Payable and Accrued Expenses	\$(24,590,513.26)	\$(2,845,611)	\$(21,744,901.97)			
Current Portion of Accrued Pension Liability	\$(3,867,000)	\$ -	\$(3,867,000)			
Current Portion of Long Term Debt	\$(1,868,842)	\$(730,171)	\$(1,138,671)			
Due to Third-Party Payors	\$(9,892,308)	\$(9,892,308)	\$ -			
Total Current Liabilities	\$(40,218,663)	\$(13,468,090)	\$(26,750,573)			
Long-Term Debt	\$(27,238,731)	\$(24,392,518)	\$(2,846,213)			
Other Long-Term Liabilities:						
Workers Compensation	\$(12,108,687)	\$(12,108,687)	\$ -			
Pension	\$(8,496,507)	\$ -	\$(8,496,507)			
Malpractice	\$(1,792,061)	\$ -	\$(1,792,061)			
Asbestos Abatement	\$(2,898,529)	\$ -	\$(2,898,529)			
Other Long-Term Liabilities	\$(2,338,428)	\$(2,338,428)	\$ -			
Total Other Liabilities	\$(54,872,943)	\$(38,839,633)	\$(16,033,310)			
Total Liabilities	\$(95,091,606)	\$(52,307,723)	\$(42,783,883)			

Net Assets	\$78,186,469	\$48,311,557	\$29,874,912
Net Balance Sheet Items	<u>\$173,278,075</u>	<u>\$100,619,280</u>	<u>\$72,658,795</u>

4/30/2016

Proceeds Calculation

Proceeds

Enterprise Value	\$25,000,000
Working Capital Adjustment	<u>18,258,911</u>
Total Gross Proceeds	\$43,258,911

PM Assumed Liabilities

Asbestos Abatement	\$(2,898,529)
Nurses Pension	\$(27,000,000)
Hospital Cash Balance Plan	<u>\$(12,363,507)</u>
Total Assumed Liabilities	\$(42,262,036)

Net Proceeds

	\$996,875
Unrestricted Cash	<u>\$35,174,646</u>
Total Unrestricted Cash and Net Proceeds	\$36,171,521

Cash Needs at Closing

Estimated Transaction Costs	<u>\$(1,450,000)</u>
Bank Debt	\$(23,783,297)
Debt Swap	<u>\$(1,851,544)</u>
Total Cash Needs at Closing	\$(27,084,841)

Net Cash Post Closing Liabilities & Expenses

\$9,086,680

** Please note that all figures in this Exhibit are current through April 30, 2016, with the exception of the Children's Center, which is current through March 31, 2016

Late File Exhibit 4 – All Amendments to LOI and Proposed Changes to APA

To date, there are no executed amendments to the LOI that have not been previously submitted. The parties will provide amendments to the LOI and an updated Asset Purchase Agreement upon execution by both parties.

Late File Exhibit 6 – Updated Value of Charitable Funds

{N5232547}

Late File Exhibit 6

Fund (3/31/2016)	Amount	Restricted	Unrestricted	Charity Care	Nursing Education	Behavioral Health	Hospitalized Children	Chase Clinic	Scholarship Assistance	Breast Cancer Research	Equipment	Lab Conferences	Pediatrics Unit
Charles F Booker	\$163,611	-	\$163,611										
Clara A Forester (Fobert) Karl and Margaret Hallden	\$77,834	-	\$77,834										
George R. Lamb	\$92,260	-	\$92,260										
	\$267,050	-	\$267,050										
Subtotal	\$600,756	0	\$600,756										
Hattie/Harriet Schlegel Anderson	\$111,965	\$111,965	0			111,965							
At Risk Kids Theodore Bevans Edith M. Chase (Memorial Despens)	949	949	0				949	8,761					
Mildred Crozier Marguerite B. Fulling	8,761	8,761	0						742,151	289,004	78,984		
Grad Nurse Margery K. Hayden (Elizabeth)	7,360	7,360	0			7,360							
Hayden (Elizabeth) Merritt	32,281	32,281	0		32,281								
Herrinway Junior League Fund (Special Med)	226,452	226,452	0		226,452								
Saran B. Kazanlian (Memorial) Saran B. Kazanlian (Ed Seminar) Scovill- Kingsbury	2,007	2,007	0		2,007							66,168	
LJ Mayo	66,168	66,168	0			45,220							
Mary L. Meigs Dr. M.H. Merriman Mary Kingsbury Bill Fund	45,220	45,220	0		230,039	13,396							
	230,039	230,039	0										
	13,396	13,396	0										
	1,135,330	1,135,330	0		1,135,330								
	5,489	5,489	0									5,489	
	20,982	20,982	0										20,982

{NS220486}

Fund (3/31/2016)	Amount	Restricted	Unrestricted	Charity Care	Nursing Education	Behavioral Health	Hospitalized Children	Chase Clinic	Scholarship Assistance	Breast Cancer Research	Equipment	Lab Conferences	Pediatrics Unit
Edith F. Poole Flora F. Page&George W/ Smith (Curtis Hurbut)	-	-	0	-	182,028	-	-	-	-	-	-	-	-
Ruth Sperry (Mark)	180,286	180,286	0	-	180,286	-	-	-	-	-	-	-	-
Dwight Terry&Martha Terry Olive Rogers Wamer	629,021	629,021	0	-	629,021	-	-	-	-	-	-	-	-
Subtotal	\$4,007,871	\$4,007,871	\$ -	\$2,617,443	\$177,942	\$949	\$8,761	\$742,151	\$289,004	\$78,984	\$66,168	\$5,489	\$20,982
Funds Held In Trust													
Harriet/Hattie Anderson Edith Blakesley Fund	\$81,916	\$81,916	0	81,916	-	-	-	-	-	-	-	-	-
Almon B. Dayton	107,775	0	107,775	-	-	-	-	-	-	-	-	-	-
Natalie M. Dodd	0	0	0	-	-	-	-	-	-	-	-	-	-
John Elton #2	286,568	0	286,568	-	-	-	-	-	-	-	-	-	-
J Lincoln Fenn	0	0	0	-	-	-	-	-	-	-	-	-	-
L Kent Fulton Donald F. Gibson	6,490,643	0	6,490,643	-	-	-	-	-	-	-	-	-	-
Charles Hellman Rhoda M. Hellman Abbie C. Hopkins	9,999,451	0	9,999,451	-	-	-	-	-	-	-	-	-	-
Frank Keeling	3,136,709	0	3,136,709	-	-	-	-	-	-	-	-	-	-
Jacob Keeling	2,416,113	0	2,416,113	-	-	-	-	-	-	-	-	-	-
Harriet Kirk	470,834	0	470,834	-	-	-	-	-	-	-	-	-	-
Henry H. Peck	7,979,013	0	7,979,013	-	-	-	-	-	-	-	-	-	-
Edith F. Poole	138,493	0	138,493	-	-	-	-	-	-	-	-	-	-
W. Easton Smith	121,447	0	121,447	-	-	-	-	-	-	-	-	-	-
Wilma A. Snowden Kenneth J. Stoughton Oscar L. Warner	0	0	0	-	-	-	-	-	-	-	-	-	-
Subtotal	2,341,724	2,341,724	0	2,341,724	\$8,046,848	\$36,246,465	\$8,046,848	\$9,046,848	\$2,341,724	\$8,046,848	\$36,246,465	\$8,046,848	\$2,341,724

(N5220486)

Fund (3/31/2016)	Amount	Restricted	Unrestricted	Charity Care	Nursing Education	Behavioral Health	Hospitalized Children	Chase Clinic	Scholarship Assistance	Breast Cancer Research	Equipment	Lab Conferences	Pediatrics Unit
Miscellaneous													
Thomas P Crean	\$ -	-	0 \$	-									
Gift Annuity Stephen J. Pecka	127,798	0	0										
Pooled Income Fund	-	-	0										
Subtotal	\$127,798	0 \$	-										
Permanent Bed Funds	\$4,801,340	\$4,801,340	0		\$4,801,340								
General Endowment	\$ -	0 \$	-										
Grand Total	\$53,831,077	\$16,856,058	\$36,847,221	\$15,465,630	\$177,942	\$949	\$8,761	\$742,151	\$289,004	\$78,984	\$66,168	\$5,489	\$20,982
													\$16,856,058

**Late File Exhibit 7 – List of Funds/Grants That Will Not
Pass to Waterbury Hospital Post-Closing**

Grants Awarded During FY 2015-2016 - Non Profit Organization

Name	Funder	Grant Period	Total Award	Comment
Parent Trust Grant	State Education Resource Center	09/01/15-06/30/16	\$ 36,492.00	Must apply every year. Reapply around July/Aug. 2016
Ryan White Part C	Health Resources & Services Administration	04/01/16-03/31/17	\$ 426,543.00	Must apply every two years. Must reapply around September/October 2016.
Ryan White Part A	City of New Haven	04/01/15-03/31/16	\$ 995,644.00	No longer Lead Agency for the region due to transition to for-profit. Now a subcontractor under Staywell Health Center. (1 year subcontract, renewed every year)
Private Foundations-Summer Bridge	ION Bank Foundation	05/01/15-08/31/15	\$ 3,000.00	Must apply every year around February. (Did not apply in FY 16)
	George A. & Grace L. Long Foundation	03/01/15-08/31/15	\$ 3,026.00	Must apply every year around January. (Did not apply in FY 16)
	Connecticut Community Foundation	01/01/15-12/31/15	\$ 25,000.00	Must apply every year around January. (Did not apply in FY 16)
WHAP	New Opportunities, Inc.	10/01/14-09/30/15	\$ 51,034.00	MOU through October 2016
340B Ryan White Part C	Health Resources & Services Administration	Ongoing	\$ 1,356,942.99	Eligible through RW Part C grant, 340B Contract with Mail Order Pharmacy (revenue goes back into ID Clinic)
Total			\$ 2,909,765.99	

Fund (3/31/2016)	Amount	Restricted	Unrestricted		Charity Care	Nursing Education	Behavioral Healin	Hospitalized Children	Chase Clinic	Scholarship Assistance	Breast Cancer Research	Equipment	Lab Conferences	Pediatrics Unit	
Charles F Booker Clara A Forrester (Robert)	\$163,611	-	\$163,611	0	Y										
Karl and Margaret Hallden	77,834	-	\$77,834	0	Y			8,761	742,151						
George R. Lamb	92,260	-	\$92,260	0	Y					289,004					
George R. Lamb	267,050	-	\$267,050	0	Y						78,984				
Subtotal	\$600,756	0	\$600,756	0	Y										
Hattie/Harriet Schlegel Anderson	\$111,965	111,965		0	Y		111,965								
At Risk Kids	949	949		0	Y			949							
Theodore Bevans Edith M. Chase (Memorial Despens)	8,761	8,761		0	Y			8,761							
Mildred Crozier	742,151	742,151		0	Y				742,151						
Marguerite B. Fulling	289,004	289,004		0	Y					289,004					
Grad Nurse Margery K. Hayden (Elizabeth)	78,984	78,984		0	Y		7,360				78,984				
Grad Nurse Margery K. Hayden (Elizabeth)	7,360	7,360		0	Y										
Merritt Herminway Junior League Fund (Special Med)	32,281	32,281		0	N										
Sarann B. Kazanjian (Memorial)	226,452	226,452		0	N										
Sarann B. Kazanjian (Ed Seminar)	2,007	2,007		0	N				2,007						
Sarann B. Kazanjian (Ed Seminar)	66,168	66,168		0	Y						66,168				
Scoville-Kingsbury	45,220	45,220		0	Y		45,220								
LJ Mayo	230,039	230,039		0	N			230,039							
Mary L. Meigs	13,396	13,396		0	Y		13,396								
Dr. M.H. Merriman Mary Kingsbury Bull Fund	1,135,330	1,135,330		0	N			1,135,330							
Edith F. Poole Flora F. Page&George W Smith (Curtis Hulbur)	5,489	5,489		0	N								5,489		
Ruth Sperry (Mark) Dwight Terry&Martha Terry	20,982	20,982		0	N									20,982	
Olive Rogers Warner	-	-		0	N										
Subtotal	\$4,007,871	\$4,007,871	\$	-	0	\$2,617,443	\$1,777,942	\$949	\$8,761	\$742,151	\$289,004	\$78,984	\$66,168	\$5,489	20,982
[N5220662]															

Fund (3/31/2016) Amount Restricted Unrestricted Charity Care Nursing Education Behavioral Health Hospitalized Children Chase Clinic Scholarship Assistance Breast Cancer Research Equipment Lab Conferences Pediatrics Unit

Funds Held in Trust

Harriet/Frattie Anderson	\$81,916	\$81,916	0	0	81,916	-								
Edith Blakesley Fund	-	-	0	0										
Almon B. Dayton	107,775	0	107,775	0										
Natalie M. Dodd	0	0	0	0										
John Elton #2	286,568	0	286,568	0										
J Lincoln Fann	0	0	0	0										
I. Kent Fulton	6,490,643	0	6,490,643	0										
Donald F. Gibson	0	0	0	0										
Charles Hellman	9,999,451	0	9,999,451	0										
Rhoda M. Hellman	5,099,419	0	5,099,419	0										
Abbie C. Hopkins	5,623,207	5,623,207	0	0	5,623,207									
Frank Keeling	3,136,709	0	3,136,709	0										
Jacob Keeling	2,416,113	0	2,416,113	0										
Harriet Kirk	470,834	0	470,834	0										
Henry/H. Peck	7,979,013	0	7,979,013	0										
Edith F. Poole	138,493	0	138,493	0										
W. Easton Smith	121,447	0	121,447	0										
Wilma A. Snowden	0	0	0	0										
Kenneth J. Sloughton	0	0	0	0										
Oscar L. Warner	2,341,724	2,341,724	0	0	2,341,724									
Subtotal	\$44,293,313	\$6,046,848	\$36,246,465	0	2,341,724	\$6,046,848								

Miscellaneous

Thomas P Crean	\$ -	0	\$ -	-										
Gift Annuity	127,798	0												
Stephen J. Peck	-	0	-	-										
Pooled Income Fund	-	0	-	-										
Subtotal	\$127,798	0	\$ -	-										

{NS220662}

Fund (3/31/2016)	Amount	Restricted	Unrestricted	Charity Care	Nursing Education	Behavioral Health	Hospitalized Children	Chase Clinic	Scholarship Assistance	Breast Cancer Research	Equipment	Lab Conferences	Pediatrics Unit	
Permanent Bed Funds	\$4,801,340	\$4,801,340	0	N	4,801,340									
General Endowment	\$ -	0	\$ -											
Grand Total	\$53,831,077	\$16,856,058	\$36,847,221	\$15,465,630	\$177,942	\$949	\$8,761	\$742,151	\$289,004	\$78,984	\$66,168	\$5,489	\$ 20,992	\$16,856,058
Y = \$\$\$ to Foundation		1,363,958												
N = \$\$\$ Not to Foundation		<u>15,492,100</u>												
Total		16,856,058												