

Ann H. Zucker
Partner
707 Summer Street, 3rd Floor
Stamford, Connecticut 06901

July 1, 2016

203.252.2652

azucker@carmodylaw.com

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

Re: Greater Waterbury Health Network, Inc. Proposed Asset Purchase by Prospect Medical Holdings, Inc.; Attorney General Docket Number: 15-486-02 (the "Dockets")

Dear Mr. Hawes :

We reference the proposed decision of the Office of the Attorney General issued June 24, 2016 in the above referenced docket.

We note the following minor items for your consideration:

1. References to the reduction in the Capital Commitment could be clarified to refer to the APA for additional details:

A. Pursuant to the APA, PMH will commit to spend not less than \$55,000,000 on capital items over seven years less certain amounts such as capital leases in excess of \$3,000,000, the cash shortfall of GWHN at closing and certain post closing losses, all as more particularly described in the APA. (Page 5, the last sentence of the first full paragraph).

B. Subject to the limitations set forth in the APA, the Commitment Amount may be reduced as a result of capital lease obligations greater than \$3,000,000, a GWHN cash shortfall at closing and /or for unpaid losses. (Page 19, the last sentence of the last full paragraph).

2. The legal name of the hospital that is the subject of the Docket is "The Waterbury Hospital".

3. The Proposed Decision describes the activities of the group that reviewed PMH's quality issues. Please note that this group was comprised not only of physicians but also included The Waterbury Hospital's Chief Nursing Officer and the Director of Performance Improvement. Not all of the members of this group visited both the California and Rhode Island hospitals.

Thank you and your colleagues for your professionalism and diligence in reviewing this Application.

Please feel free to contact Ann Zucker at (203) 252-2652 or Michele Volpe at (203) 777-6995. Thank you for your assistance in this matter.

Very truly yours,

Carmody Torrance Sandak & Hennessey LLP

By: 

Ann H. Zucker
Its Partner

cc. Kimberly Martone, Director of Operations, Department of Public Health
Division of Office of Health Care Access
Jonathan Spees, Prospect Medical Holdings, Inc. (via email)
Darlene Stromstad, Greater Waterbury Health Network, Inc. (via email)