

September 5, 2014

**VIA HAND DELIVERY**

Office of the Attorney General  
55 Elm Street, P.O. Box 120  
Hartford, CT 06141-0120  
Attn: Perry Zinn Rowthorn, Deputy Attorney General

Office of Health Care Access, Dept. of Public Health  
410 Capitol Avenue  
Hartford, CT 06134  
Attn: Lisa Davis, Deputy Commissioner

**Re: Proposal for Joint Venture between Greater Waterbury Health Network, Inc., and Vanguard Health Systems, Inc. – OHCA Docket No. 13-31838-CON and Attorney General Docket No. 13-486-01**

Dear Mr. Rowthorn and Ms. Davis:

Greater Waterbury Health Network, Inc. and Vanguard Healthcare Services, Inc., a wholly owned subsidiary of Tenet Healthcare Corporation, hereby notify your offices that the August 25, 2014 correspondence and revision to question 6 of OHCA's supplemental questions and to the organizational chart in question 19 of the Attorney General's Interrogatories were inadvertently filed without sequential numbering and request that the attached be substituted for that filing. There has been no change to these documents other than the numbering of the same (1926-1931).

If you have any questions or need anything further, please contact me at (203) 252.2652. Thank you for your assistance in this matter.

Very truly yours,

CARMODY TORRANCE SANDAK & HENNESSEY LLP

By   
Ann H. Zucker

Office of the Attorney General  
Office of Health Care Access, Dept. of Public Health  
September 5, 2014  
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Enclosures

- c: Gary Hawes, Esq. (via electronic mail and disc)  
Office of the Attorney General
- Steven Lazarus (via electronic mail and disc)  
Office of Health Care Access
- Darlene Stromstad (via electronic mail and disc)  
Greater Waterbury Health Network, Inc.
- Jeffrey Peterson, Esq. (via electronic mail and disc)  
Tenet Healthcare Corporation
- Collin Baron, Esq. (via electronic mail and disc)  
Pullman & Comley LLC

August 25, 2014

***VIA FEDERAL EXPRESS***

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

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

**Re: Proposal for Joint Venture between Greater Waterbury Health Network, Inc.  
and Vanguard Health Systems, Inc.-OHCA Docket. No. 13-31838-CON and  
Attorney General Docket No. 13-486-01**

Dear Mr. Hawes and Mr. Lazarus:

On August 18, 2014, Greater Waterbury Health Network, Inc. ("GWHN") and Vanguard Health Systems, Inc. ("Vanguard") (collectively, the "Applicants") filed responses to Attorney General's First Set of Interrogatories and Request for Production and OHCA's Supplemental Questions and Request for Information and Materials, both dated July 28, 2014. Subsequent to that filing, Applicants determined that it was necessary to make a modification to the initial ownership structure of VHS Waterbury Health System, LLC. While Applicants' August 18, 2014, filing indicated that an 80-20 joint venture between Vanguard and Yale-New Haven Health Services Corporation ("YNHH") would be the acquirer of the 80% interest in VHS Waterbury Health System, LLC not owned by GWIIN, the Applicants now have decided that a wholly owned affiliate of Vanguard, VHS of Connecticut, LLC, will acquire the 80% interest in question. It is, however, the intention of VHS of Connecticut, LLC to transfer this 80% ownership interest post-closing to an 80-20 joint venture between a Vanguard affiliate and YNHH. Thus, post-closing, the ownership structure of VHS Waterbury Health System, LLC would be identical to that described in Applicants' response to OHCA supplemental question number 6a.

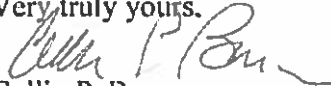
This change in the initial ownership structure will have no impact on the CON hearing process or on the scope of review of this transaction by the Office of the Attorney General or the Office of Health Care Access. In addition, it will not impact the management or operations of VHS Waterbury Health System, LLC. In fact, as you will see from the attachments, the only changes to Applicants' August 18, 2014, filing are to question 6 of OHCA's supplemental questions and to the organizational chart in question 19 of the Attorney General's Interrogatories.

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To formalize the above-described change, Applicants are submitting herewith revisions to Applicants' responses to Attorney General's First Set of Interrogatories and Request for Production and their responses to OHCA's Supplemental Questions and Request for Information and Materials. Also enclosed is an affidavit signed by Mr. Pilgrim as to the one change to Applicants' responses to the Attorney General's interrogatories.

Thank you for your cooperation.

Very truly yours.



Collin P. Baron

CPB:dmb

cc: Trip Pilgrim (via electronic mail)  
Jeffrey Peterson (via electronic mail)  
Darlene Stromstad (via electronic mail)  
Attorney Ann Zucker (via electronic mail)

**Waterbury Health Systems & Vanguard Health Network  
Docket Number 13-31838**

6. In follow-up to Applicants' response to Question 11 in Applicants' June 27, 2014 submission, please provide the following:

- a. A detailed explanation of the proposed relationship that VHS Waterbury Health System, LLC would have to the Regional Provider Organization ("RPO") described in the response to Question 11 and the impact the RPO would have on VIIS Waterbury Health System, LLC's operations.

**A wholly owned subsidiary of Vanguard Health Systems, Inc., VHS of Connecticut, LLC, will acquire an 80% interest in VHS Waterbury Health System, LLC with the other 20% being acquired by Greater Waterbury Health Network, Inc. It is, however, the intention, however, of VHS of Connecticut, LLC to transfer its ownership interest in VHS Waterbury Health System, LLC post-closing to an 80-20 joint venture between a Vanguard affiliate and Yale-New Haven Health Services Corporation ("YNHH"). While VHS Waterbury Health System, LLC would not be a member of the RPO at closing, it would be a member of the RPO upon the transfer of VHS of Connecticut, LLC's ownership interest to the 80-20 joint venture between a Vanguard affiliate and YNHH. The day-to-day operations of the RPO subsidiaries will be managed by an affiliate of Vanguard and, therefore, the RPO will have no management responsibilities or authority and no impact on the operations of VHS Waterbury Health System, LLC.**

- b. A detailed explanation of the proposed relationship that VHS Waterbury Health System, LLC would have to the Regional Risk Organization ("RRO") described in the response to Question 11 and the impact the RRO would have on VHS Waterbury Health System, LLC's operations.

**It is anticipated that once ownership of VHS Waterbury Health System, LLC is transferred from VHS of Connecticut, LLC to the 80-20 Tenet-YNHH joint venture, that VHS Waterbury Health System, LLC will participate in the Regional Risk Organization ("RRO") described in response to Question #11 of Applicants' June 27, 2014, submission and, as a result, will benefit from the clinical integration required by the RRO.**

- c. A detailed explanation of the proposed relationship that VHS Waterbury Health System, LLC would have to the Regional Physician Network Organization ("RPNO") described in the response to Question 11 and the impact the RPNO would have on VHS Waterbury Health System, LLC's operations.

**It is anticipated that physicians employed by VHS Waterbury Health System, LLC and its affiliated medical foundation will participate in the Regional Physician Network Organization ("RPNO") described in response to Question #11 of Applicants' June 27, 2014, submission and that VHS Waterbury Health System, LLC will benefit from clinical integration initiatives made by the RPNO.**

DOCKET NO: 13-486-01

IN RE APPLICATION FOR JOINT : STATE OF CONNECTICUT  
VENTURE BETWEEN GREATER :  
WATERBURY HEALTH NETWORK, INC. : OFFICE OF THE ATTORNEY  
and VANGUARD HEALTH SYSTEMS, : GENERAL  
INC. :  
: AUGUST 25, 2014

**APPLICANTS' RESPONSES TO ATTORNEY GENERAL'S  
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION**

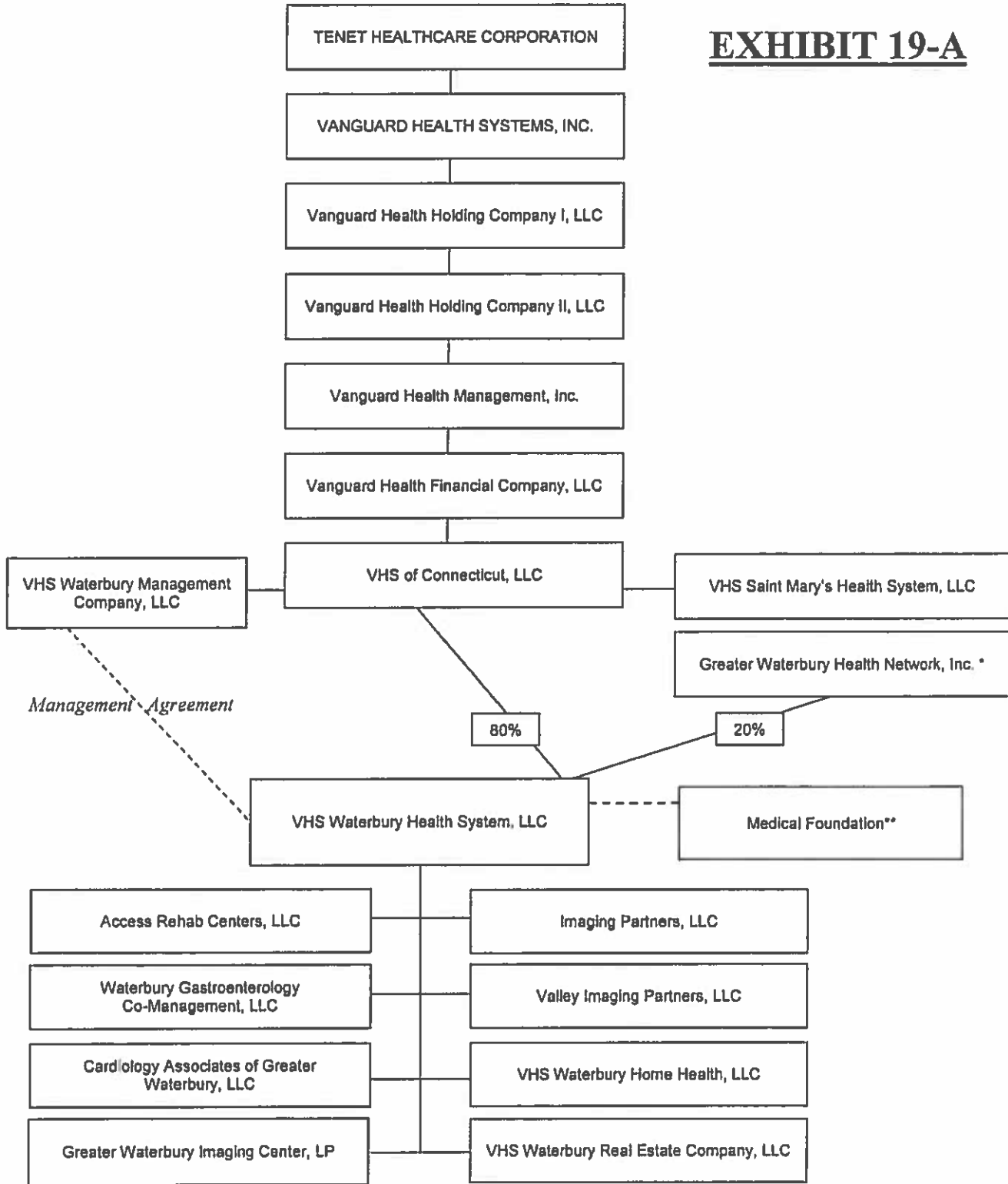
*The Applicants' responses to Interrogatories are identical to the responses filed on August 18, 2014, except where indicated below.*

**INTERROGATORIES**

19. What will be the corporate relationship, if any, between the JV Hospital and the entity that will own the assets of SMHS? Please provide a full description and an organizational chart of the relationships of the affiliated entities.

They will both be affiliates of VHS of Connecticut, LLC. See Exhibit 19-A.

# EXHIBIT 19-A



\*To be merged into Waterbury Hospital with Waterbury Hospital as the surviving entity and renamed Waterbury Hospital Foundation, Inc.

\*\*The parties will work to restructure GWHN's medical foundation, Alliance Medical Group, Inc., in a manner consistent with Public Act No. 14-168 by a transfer of the assets and liabilities of Alliance Medical Group, Inc., to a new medical foundation, the sole member of which will be Tenet or an affiliate of Tenet.

**AFFIDAVIT**

**Applicant:** Tenet Healthcare Corporation

**Project Title:** Application for Approval of a Joint Venture By and Among Greater Waterbury Health Network, Inc. and Vanguard Health Systems, Inc.

I, Harold H. Pilgrim III, Senior Vice President, Development, of Tenet Healthcare Corporation being duly sworn, depose and state that Tenet Healthcare Corporation's information submitted to this Response to Interrogatories and Requests for Production is accurate and correct to the best of my knowledge.

Harold H. Pilgrim III  
Signature

August 25, 2014  
Date

Subscribed and sworn to before me on this 25<sup>th</sup> day of August, 2014.

Gigi Aldrete  
Notary Public/Commissioner of the Superior Court



My commission expires: 4-4-15