



STATE OF CONNECTICUT
OFFICE OF HEALTH CARE ACCESS

M. JODI RELL
GOVERNOR

CRISTINE A. VOGEL
COMMISSIONER

November 24, 2004

Robert J. Anthony, Esq.
Brown, Rodnick, Berlack, Israels, LLP
CityPlace I
Hartford, CT 06103

Re: Slocum Corporation and St. Mary's Hospital
CON Determination Report Number 04-30404-DTR
Changes In The Bylaws of Slocum Corporation and Saint Mary's Hospital

Dear Attorney Anthony:

On November 5, 2004, the Office of Health Care Access ("OHCA") received Slocum Corporation and Saint Mary's Hospital's ("Petitioner") letter notifying OHCA of Slocum Corporation's intention to make changes to its bylaws and the bylaws of its wholly-owned subsidiary, Saint Mary's Hospital.

OHCA has carefully reviewed the information submitted by the Petitioner and makes the following findings:

1. Slocum Corporation ("SC") is the parent corporation of Saint Mary's Hospital ("SMH").
2. SC proposes to make changes to its bylaws and the bylaws of its wholly-owned subsidiary, SMH.
3. The proposed changes do not include a transfer of power or control.
4. SC's name will be changed to Saint Mary's Health System, Inc. ("SMHS").

5. The changes are intended to ensure that SMHS operates more efficiently and effectively to plan, coordinate and oversee all of the Saint Mary's affiliates, including SMH. The proposed changes also delineate and clarify powers reserved to the Archdiocese of Hartford.
6. Changes are also being made to the size and composition of the SC's/SMHS and SMH's Board of Directors and certain Board Committees, the frequency of meetings, and terms lengths.
7. The proposed changes bring the bylaws of these organizations into compliance with the Connecticut Revised Nonstock Corporation Act.
8. There is no associated capital expenditure with this proposal.
9. Section 19a-638 (1) of the Connecticut General Statutes ("C.G.S."), states, in part, that each health care facility or institution, that intends to (A) transfers all or part of its ownership or control, (B) change the governing powers of the board of a parent company or any affiliate, or (C) change or transfer the power or control of a governing or controlling body of an affiliate shall request permission to undertake such transfer or change control.

Based on the above findings, OHCA has determined that the proposed changes to the bylaws of Slocum Corporation and Saint Mary's Hospital, do not constitute a change of ownership or control, pursuant to Section 19a-638, C.G.S. and the capital expenditure associated with this proposal does not exceed the \$1,000,000 threshold pursuant to Section 19a-639 C.G.S. Therefore, Certificate of Need approval from the Office of Health Care Access is not required to proceed with the proposed changes to the bylaws of Slocum Corporation and Saint Mary's Hospital. If in the future, the Petitioners propose any changes in services, please inform OHCA.

If you have any questions concerning this letter or the Certificate of Need process, please contact Steven Lazarus, Certification, Financial Analysis and Forecasting, at (860) 418-7012.

Sincerely,

Signed by Cristine A. Vogel
Commissioner

CAV:sl