

Greer, Leslie

From: Martone, Kim
Sent: Thursday, July 31, 2014 3:54 PM
To: Hansted, Kevin
Cc: Greer, Leslie
Subject: FW: OHCA Determination Request - NHSC Merger
Attachments: WCHN OHCA determination request- NHSC merger 07 31 2014.pdf

From: Johnson, Michelle [<mailto:Michelle.Johnson@wchn.org>]
Sent: Thursday, July 31, 2014 3:44 PM
To: Martone, Kim
Cc: Herlihy, Sally
Subject: OHCA Determination Request - NHSC Merger

Sent on behalf of Sally Herlihy, VP Planning, Western Connecticut Health Network:

Please find attached a Determination Request on behalf of Western Connecticut Health Network, Inc. If you have any questions please contact Sally Herlihy, VP Planning at 203-739-4903, or sally.herlihy@wchn.org.

The original document will be sent to the OHCA offices by mail.

Thank you.

Michelle Johnson
Executive Assistant to Senior Administrators
Western Connecticut Health Network

203-739-4935



This transmittal is intended for a particular addressee(s). If it is not clear that you are the intended recipient, you are hereby notified that you have received this transmittal in error; any review, copying or distribution or dissemination is strictly prohibited. If you suspect that you have received this transmittal in error, please notify Western Connecticut Health Network immediately by email reply to the sender, and delete the transmittal and any attachments.

READER BEWARE: Internet e-mail is inherently insecure and occasionally unreliable. Please contact the sender if you wish to arrange for secure communication or to verify the contents of this message.



**WESTERN CONNECTICUT
HEALTH NETWORK**

DANBURY HOSPITAL • NEW MILFORD HOSPITAL

24 Hospital Ave.
Danbury, CT 06810
203.739.4903

WesternConnecticutHealthNetwork.org
DanburyHospital.org
NewMilfordHospital.org

July 31, 2014

Kimberly R. Martone
Director of Operations
Department of Public Health
Office of Health Care Access
410 Capitol Avenue: MS# 13HCA
P.O. Box 340308
Hartford CT 06134-0308

Dear Ms. Martone:

Western Connecticut Health Network, Inc. ("WCHN") received notification on July 1, 2014 that its request to merge Norwalk Health Services Corporation ("NHSC") into its parent corporation, WCHN, would require a Certificate of Need (Docket # 14-3192-DTR). We have reviewed the CON determination and are submitting a new Request for Determination in order to more fully explain the transaction, which is merely an internal reorganization which does not transfer ownership of a health care facility or institution. The proposed transaction will not result in any change to the governance or controlling body of any health care facility or institution involved. In fact, this proposed transaction is very similar to the transactions described in OHCA's recent CON Determination, # 14-31904-DTR, issued March 13, 2014 (for the Yale-New Haven Health System, Inc. Bridgeport Hospital and Greenwich Hospital reorganization) for which a CON was not required for the proposed transaction. Accordingly, a copy of CON Determination Form 2020 is submitted for your consideration.

Please contact me if you have any questions, 203-739-4903.

Sincerely,

Sally F. Herlihy, MBA, FACHE
Vice President, Planning

Enclosures



**State of Connecticut
Office of Health Care Access
CON Determination Form
Form 2020**

All persons who are requesting a determination from OHCA as to whether a CON is required for their proposed project must complete this Form 2020. The completed form should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If this proposal has more than two Petitioners, please attach a separate sheet, supplying the same information for each Petitioner in the format presented in the following table.

	Petitioner	Petitioner
Full Legal Name	Western Connecticut Health Network, Inc.	
Doing Business As	WCHN	
Name of Parent Corporation	N/A	
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	24 Hospital Avenue, Danbury, Connecticut 06810	
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Sally F. Herlihy, MBA, FACHE Vice President, Planning	

Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	24 Hospital Avenue, Danbury, Connecticut 06810	
Contact Person's Telephone Number	203-739-4903	
Contact Person's Fax Number	203-739-1974	
Contact Person's e-mail Address	Sally.herlihy@wchn.org	

SECTION II. GENERAL PROPOSAL INFORMATION

a. Proposal/Project Title:

Internal Reorganization within Western Connecticut Health Network (WCHN)

b. Estimated Total Project Cost:

This project will require no capital expenditures. Any fees or expenses associated with the necessary corporate filings with the Secretary of State will be handled within WCHN's existing operating budget.

c. Location of proposal, identifying Street Address, Town and Zip Code:

24 Hospital Avenue, Danbury, Connecticut 06810

d. List each town this project is intended to serve:

This project will serve all patients in Norwalk Hospital's service area, which is described on Exhibit A.

e. Estimated starting date for the project:

October 1, 2014

SECTION IV. PROPOSAL DESCRIPTION

Please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following elements need to be addressed, if applicable:

1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner.
2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable.
3. Identify the current population served and the target population to be served.

Project Description: Internal Reorganization within Western Connecticut Health Network, Inc. (WCHN)

Western Connecticut Health Network, Inc. (“WCHN”) is an integrated health system comprised of three hospitals (Danbury Hospital (“DH”), New Milford Hospital (“NMH”) and Norwalk Hospital (“NH”)) and other related entities. The current licenses for DH, NMH and NH are attached as Exhibit B. The current organizational chart for WCHN is attached as Exhibit C. NH was added to WCHN effective as of January 1, 2014 through a member substitution (also known as an affiliation), in accordance with CON Docket Number 13-31832-CON. As part of that transaction, WCHN became the ultimate parent of and assumed control of The Norwalk Hospital Association (“NHA”), although Norwalk Health Services Corporation (“NHSC”) was left as the nominal parent of NHA until such time as it could be eliminated through an internal reorganization which was contemplated in the Affiliation Agreement between the parties.

NHSC conducts no operations of its own, and WCHN now proposes to merge NHSC into WCHN through an internal reorganization in order to eliminate the duplication. WCHN submitted a request for certificate of need determination on June 23, 2014 and received notification on July 1, 2014 that its request to merge NHSC into WCHN would require a Certificate of Need (Docket #14-3192-DTR). We have reviewed the CON determination (Docket #14-3192-DTR) and our counsel, Attorney Lisa Boyle of Robinson & Cole, has discussed the CON determination and the details of the transactions with Kimberly Martone. WCHN is submitting a new Request for Determination since it appears that there may have been some confusion regarding the proposed transaction.

Specifically, this proposed transaction is very similar to that described in OHCA’s recent CON Determination, #14-31904-DTR, issued March 13, 2014 for the Yale-New Haven Health System, Inc. Bridgeport Hospital and Greenwich Hospital reorganization for which a CON was not required. Like the Yale New Haven Health System, WCHN is an integrated health system and like Yale-New Haven Health Services Corporation, WCHN serves as the “parent” of the System with “ultimate control and authority over the significant activities of the System members” including DH, NMH, and NH. As with the transaction described in CON Determination, 14-31904-DTR, under WCHN’s current organizational structure, NHA is an indirect subsidiary of WCHN and NHSC is an intermediate entity which serves as the direct subsidiary of WCHN and the nominal parent of NHA. Although NHSC and NHA are separate legal entities, by the terms of their organizational documents, the Boards of NHSC and NHA are identical and WCHN has ultimate control over both NHSC and NHA through its reserved powers which include the right to appoint and remove directors, amend certificates of incorporation and bylaws and approve any fundamental transactions. There will be no change to the Board of Directors of NHA and the same individuals who currently manage NHSC and NHA will continue to manage NHA. Similarly, the transaction will not result in any change to the management or services of NHA or any other health care institution of facility.

This proposal reflects an internal reorganization whereby NHSC will merge into WCHN resulting in NHA becoming a direct subsidiary of WCHN. The merger of NHSC into WCHN will assure that there is no impact on NHA by merely eliminating the redundancy in the organizational structure. Simplifying the WCHN corporate structure to eliminate NHSC will result in various efficiencies and cost-savings through the elimination of repetitive governance structures and financial reporting. As the proposed internal reorganization will be achieved through a statutory merger, all of NHSC’s rights as the sole member of the Norwalk Subsidiaries will automatically succeed to WCHN as the surviving entity. An organizational chart depicting the propose relationships between the WCHN system entities is attached

as Exhibit D. This proposed transaction will not result in any changes to the governance or controlling body of NHA or any other health care facility.¹ WCHN will remain the parent of the System and will retain ultimate control over appointment and removal of directors, amendment of the certificates of incorporation and bylaws and approval of all fundamental transactions for NHA, DH and NMH.

The current population served by NHA includes patients from the towns set forth on Exhibit A. As a result of the proposed reorganization, there will be no change in the population served by WCHN, NHA or any of its subsidiaries. Also, the proposed reorganization will not result in a change to any of the services provided by NHA (or any other entity within the WCHN corporate structure). All of the subsidiaries of NHSC, including but not limited to NHA (the “Norwalk Subsidiaries”), are currently indirect subsidiaries of WCHN and, as such, are currently governed by WCHN. As a result of the proposed reorganization, NHA will continue to be governed by WCHN as a direct subsidiary. The current Board of Directors of each of the Norwalk Subsidiaries will remain in place with no changes to either board composition or structure. The proposed reorganization will simplify WCHN’s corporate structure without any effective impact or change to the governance or controlling body or to the management or services of a health care facility or institution. As such, the Applicant asks that OHCA determine that the proposed reorganization does not result in a “transfer of ownership” (as such term is defined in Conn. Gen. Stat. §19a-630(14)) and that a certificate of need is not required in order to effectuate the proposed reorganization.

¹ Connecticut General Statutes 190-638(a)(2) requires CON authorization for a “transfer of ownership of a health care facility.” Connecticut General Statutes 19a-630(14) defines a transfer of ownership as “a transfer that impacts or changes the governance or controlling body of a health care facility or institution.”

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Western Connecticut Health Network, Inc.

Project Title: Reorganization within Western Connecticut Health Network, Inc.

I, John M. Murphy, M.D., CEO of Western Connecticut Health Network, Inc., being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

John M. Murphy MD Signature 7/31/14 Date

Subscribed and sworn to before me on July 31, 2014

Alvin B. Picardi
Notary Public/Commissioner of Superior Court

My commission expires: May 31, 2019

Exhibit A
Norwalk Hospital Service Area

NHSC serves a large and diverse population of approximately 275,000 in its primary and secondary service areas. The primary service area is defined as Norwalk, Westport, New Canaan, Wilton and Weston. The secondary service area includes Darien, Fairfield, Redding and Ridgefield.

Primary Service Area	Population
Norwalk	87,014
Westport	26,420
New Canaan	19,866
Wilton	18,641
Weston	10,224
TOTAL PSA	161,715
Secondary Service Area	Population
Darien	19,777
Fairfield	59,625
Redding	9,181
Ridgefield	24,784
TOTAL SSA	113,367
Total Service Area	275,082
<i>Source: www.CERC, Town Profiles, downloaded 3/20/2013</i>	

Exhibit B
WCHN Hospital Licenses

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0053

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

The Norwalk Hospital Association of Norwalk, CT d/b/a Norwalk Hospital is hereby licensed to maintain and operate a General Hospital.

Norwalk Hospital is located at 34 Maple Street, Norwalk, CT 06856.

The maximum number of beds shall not exceed at any time:

38 Bassinets
328 General Hospital Beds

This license expires **June 30, 2015** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, July 1, 2013. RENEWAL.



A handwritten signature in black ink that reads "Jewel Mullen" followed by a small mark that appears to be "MD".

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0039

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

The Danbury Hospital of Danbury, CT d/b/a The Danbury Hospital is hereby licensed to maintain and operate a General Hospital.

The Danbury Hospital is located at 24 Hospital Avenue, Danbury, CT 06810.

The maximum number of beds shall not exceed at any time:

- 26 Bassinets
- 345 General Hospital Beds

This license expires **September 30, 2015** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, October 1, 2013, RENEWAL.

Satellites:

- Center for Child and Adolescent Treatment Services, 152 West Street, Danbury, CT
- Community Center for Behavioral Health (ADH-PHP), 152 West Street, Danbury, CT
- The Pediatric Health Center, 70 Main Street, Danbury, CT
- Seifert & Ford Community Health Center, 70 Main Street, Danbury, CT
- Ridgefield Surgical Center, 901 Ethan Allen Highway, Ridgefield, CT



A handwritten signature in cursive script that reads "Jewel Mullen, MD".

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0032

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

New Milford Hospital, Inc. of New Milford, CT d/b/a New Milford Hospital is hereby licensed to maintain and operate a General Hospital.

New Milford Hospital is located at 21 Elm Street, New Milford, CT 06776.

The maximum number of beds shall not exceed at any time:

0 Bassinets

85 General Hospital Beds

This license expires **June 30, 2015** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, July 1, 2013. RENEWAL.

Satellite:

New Milford Hospital Community Mental Health Services, 23 Poplar Street, New Milford, CT



Handwritten signature of Jewel Mullen in black ink.

Jewel Mullen, MD, MPH, MPA
Commissioner

Exhibit C
Current WCHN Organizational Chart

Western Connecticut Health Network, Inc.
May 27, 2014

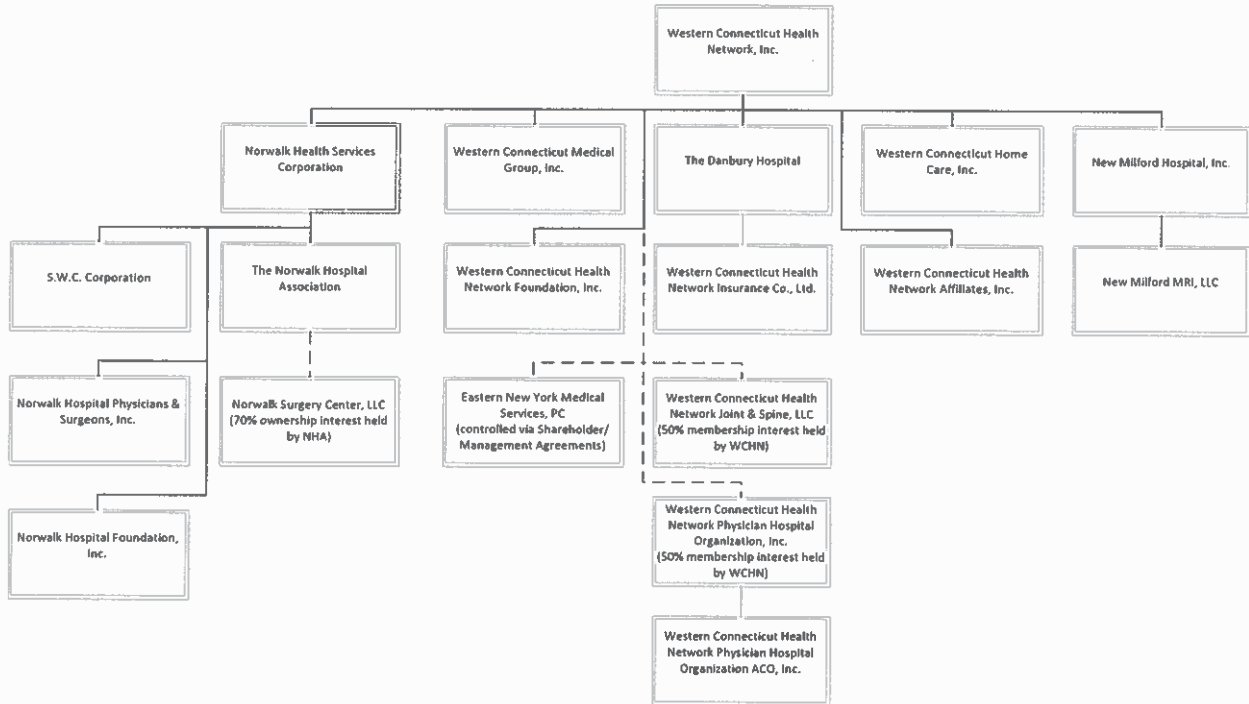
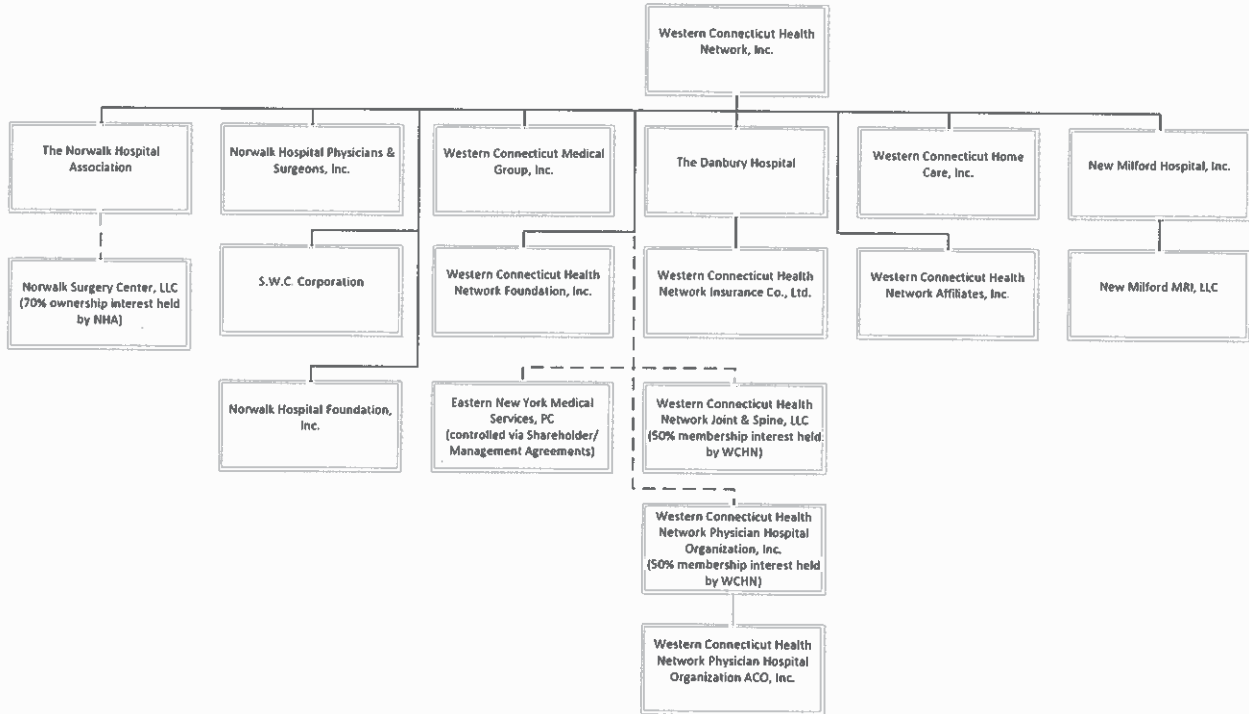


Exhibit D

Proposed WCHN Organizational Chart

Western Connecticut Health Network, Inc.

Post-NHSC Merger





24 Hospital Ave.
Danbury, CT 06810
203.739.4903

WesternConnecticutHealthNetwork.org
DanburyHospital.org
NewMilfordHospital.org

July 31, 2014

Kimberly R. Martone
Director of Operations
Department of Public Health
Office of Health Care Access
410 Capitol Avenue: MS# 13HCA
P.O. Box 340308
Hartford CT 06134-0308

Dear Ms. Martone:

Western Connecticut Health Network, Inc. ("WCHN") received notification on July 1, 2014 that its request to merge Norwalk Health Services Corporation ("NHSC") into its parent corporation, WCHN, would require a Certificate of Need (Docket # 14-3192-DTR). We have reviewed the CON determination and are submitting a new Request for Determination in order to more fully explain the transaction, which is merely an internal reorganization which does not transfer ownership of a health care facility or institution. The proposed transaction will not result in any change to the governance or controlling body of any health care facility or institution involved. In fact, this proposed transaction is very similar to the transactions described in OHCA's recent CON Determination, # 14-31904-DTR, issued March 13, 2014 (for the Yale-New Haven Health System, Inc. Bridgeport Hospital and Greenwich Hospital reorganization) for which a CON was not required for the proposed transaction. Accordingly, a copy of CON Determination Form 2020 is submitted for your consideration.

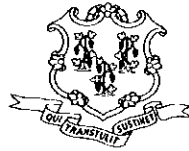
Please contact me if you have any questions, 203-739-4903.

Sincerely,

A handwritten signature in blue ink that reads "Sally F. Herlihy".

Sally F. Herlihy, MBA, FACHE
Vice President, Planning

Enclosures



State of Connecticut Office of Health Care Access CON Determination Form Form 2020

All persons who are requesting a determination from OHCA as to whether a CON is required for their proposed project must complete this Form 2020. The completed form should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If this proposal has more than two Petitioners, please attach a separate sheet, supplying the same information for each Petitioner in the format presented in the following table.

	Petitioner	Petitioner
Full Legal Name	Western Connecticut Health Network, Inc.	
Doing Business As	WCHN	
Name of Parent Corporation	N/A	
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	24 Hospital Avenue, Danbury, Connecticut 06810	
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Sally F. Herlihy, MBA, FACHE Vice President, Planning	

Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	24 Hospital Avenue, Danbury, Connecticut 06810	
Contact Person's Telephone Number	203-739-4903	
Contact Person's Fax Number	203-739-1974	
Contact Person's e-mail Address	Sally.herlihy@wchn.org	

SECTION II. GENERAL PROPOSAL INFORMATION

a. Proposal/Project Title:

Internal Reorganization within Western Connecticut Health Network (WCHN)

b. Estimated Total Project Cost:

This project will require no capital expenditures. Any fees or expenses associated with the necessary corporate filings with the Secretary of State will be handled within WCHN's existing operating budget.

c. Location of proposal, identifying Street Address, Town and Zip Code:

24 Hospital Avenue, Danbury, Connecticut 06810

d. List each town this project is intended to serve:

This project will serve all patients in Norwalk Hospital's service area, which is described on Exhibit A.

e. Estimated starting date for the project:

October 1, 2014

SECTION IV. PROPOSAL DESCRIPTION

Please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following elements need to be addressed, if applicable:

1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner.
2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable.
3. Identify the current population served and the target population to be served.

Project Description: Internal Reorganization within Western Connecticut Health Network, Inc. (WCHN)

Western Connecticut Health Network, Inc. ("WCHN") is an integrated health system comprised of three hospitals (Danbury Hospital ("DH"), New Milford Hospital ("NMH") and Norwalk Hospital ("NH")) and other related entities. The current licenses for DH, NMH and NH are attached as Exhibit B. The current organizational chart for WCHN is attached as Exhibit C. NH was added to WCHN effective as of January 1, 2014 through a member substitution (also known as an affiliation), in accordance with CON Docket Number 13-31832-CON. As part of that transaction, WCHN became the ultimate parent of and assumed control of The Norwalk Hospital Association ("NHA"), although Norwalk Health Services Corporation ("NHSC") was left as the nominal parent of NHA until such time as it could be eliminated through an internal reorganization which was contemplated in the Affiliation Agreement between the parties.

NHSC conducts no operations of its own, and WCHN now proposes to merge NHSC into WCHN through an internal reorganization in order to eliminate the duplication. WCHN submitted a request for certificate of need determination on June 23, 2014 and received notification on July 1, 2014 that its request to merge NHSC into WCHN would require a Certificate of Need (Docket #14-3192-DTR). We have reviewed the CON determination (Docket #14-3192-DTR) and our counsel, Attorney Lisa Boyle of Robinson & Cole, has discussed the CON determination and the details of the transactions with Kimberly Martone. WCHN is submitting a new Request for Determination since it appears that there may have been some confusion regarding the proposed transaction.

Specifically, this proposed transaction is very similar to that described in OHCA's recent CON Determination, #14-31904-DTR, issued March 13, 2014 for the Yale-New Haven Health System, Inc. Bridgeport Hospital and Greenwich Hospital reorganization for which a CON was not required. Like the Yale New Haven Health System, WCHN is an integrated health system and like Yale-New Haven Health Services Corporation, WCHN serves as the "parent" of the System with "ultimate control and authority over the significant activities of the System members" including DH, NMH, and NH. As with the transaction described in CON Determination, 14-31904-DTR, under WCHN's current organizational structure, NHA is an indirect subsidiary of WCHN and NHSC is an intermediate entity which serves as the direct subsidiary of WCHN and the nominal parent of NHA. Although NHSC and NHA are separate legal entities, by the terms of their organizational documents, the Boards of NHSC and NHA are identical and WCHN has ultimate control over both NHSC and NHA through its reserved powers which include the right to appoint and remove directors, amend certificates of incorporation and bylaws and approve any fundamental transactions. There will be no change to the Board of Directors of NHA and the same individuals who currently manage NHSC and NHA will continue to manage NHA. Similarly, the transaction will not result in any change to the management or services of NHA or any other health care institution of facility.

This proposal reflects an internal reorganization whereby NHSC will merge into WCHN resulting in NHA becoming a direct subsidiary of WCHN. The merger of NHSC into WCHN will assure that there is no impact on NHA by merely eliminating the redundancy in the organizational structure. Simplifying the WCHN corporate structure to eliminate NHSC will result in various efficiencies and cost-savings through the elimination of repetitive governance structures and financial reporting. As the proposed internal reorganization will be achieved through a statutory merger, all of NHSC's rights as the sole member of the Norwalk Subsidiaries will automatically succeed to WCHN as the surviving entity. An organizational chart depicting the propose relationships between the WCHN system entities is attached

as Exhibit D. This proposed transaction will not result in any changes to the governance or controlling body of NHA or any other health care facility.¹ WCHN will remain the parent of the System and will retain ultimate control over appointment and removal of directors, amendment of the certificates of incorporation and bylaws and approval of all fundamental transactions for NHA, DH and NMH.

The current population served by NHA includes patients from the towns set forth on Exhibit A. As a result of the proposed reorganization, there will be no change in the population served by WCHN, NHA or any of its subsidiaries. Also, the proposed reorganization will not result in a change to any of the services provided by NHA (or any other entity within the WCHN corporate structure). All of the subsidiaries of NHSC, including but not limited to NHA (the “Norwalk Subsidiaries”), are currently indirect subsidiaries of WCHN and, as such, are currently governed by WCHN. As a result of the proposed reorganization, NHA will continue to be governed by WCHN as a direct subsidiary. The current Board of Directors of each of the Norwalk Subsidiaries will remain in place with no changes to either board composition or structure. The proposed reorganization will simplify WCHN’s corporate structure without any effective impact or change to the governance or controlling body or to the management or services of a health care facility or institution. As such, the Applicant asks that OHCA determine that the proposed reorganization does not result in a “transfer of ownership” (as such term is defined in Conn. Gen. Stat. §19a-630(14)) and that a certificate of need is not required in order to effectuate the proposed reorganization.

¹ Connecticut General Statutes 190-638(a)(2) requires CON authorization for a “transfer of ownership of a health care facility.” Connecticut General Statutes 19a-630(14) defines a transfer of ownership as “a transfer that impacts or changes the governance or controlling body of a health care facility or institution.”

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Western Connecticut Health Network, Inc.

Project Title: Reorganization within Western Connecticut Health Network, Inc.

I, John M. Murphy, M.D., CEO of Western Connecticut Health Network, Inc., being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

Signature John M. Murphy, MD Date 7/31/14

Subscribed and sworn to before me on July 31, 2014

Allison B. Riccardi
Notary Public/Commissioner of Superior Court

My commission expires: May 31, 2019

Exhibit A
Norwalk Hospital Service Area

NHSC serves a large and diverse population of approximately 275,000 in its primary and secondary service areas. The primary service area is defined as Norwalk, Westport, New Canaan, Wilton and Weston. The secondary service area includes Darien, Fairfield, Redding and Ridgefield.

Primary Service Area	Population
Norwalk	87,014
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New Canaan	19,866
Wilton	18,641
Weston	10,224
TOTAL PSA	161,715
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Fairfield	59,625
Redding	9,181
Ridgefield	24,784
TOTAL SSA	113,367
Total Service Area	275,082
<i>Source: www.CERC, Town Profiles, downloaded 3/20/2013</i>	

Exhibit B
WCHN Hospital Licenses

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0053

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

The Norwalk Hospital Association of Norwalk, CT d/b/a Norwalk Hospital is hereby licensed to maintain and operate a General Hospital.

Norwalk Hospital is located at 34 Maple Street, Norwalk, CT 06856.

The maximum number of beds shall not exceed at any time:

38 Bassinets
328 General Hospital Beds

This license expires **June 30, 2015** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, July 1, 2013. RENEWAL.



Handwritten signature of Jewel Mullen in cursive script.

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0039

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

The Danbury Hospital of Danbury, CT d/b/a The Danbury Hospital is hereby licensed to maintain and operate a General Hospital.

The Danbury Hospital is located at 24 Hospital Avenue, Danbury, CT 06810.

The maximum number of beds shall not exceed at any time:

26 Bassinets
345 General Hospital Beds

This license expires **September 30, 2015** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, October 1, 2013. RENEWAL.

Satellites:

Center for Child and Adolescent Treatment Services, 152 West Street, Danbury, CT
Community Center for Behavioral Health (ADH-PHP), 152 West Street, Danbury, CT
The Pediatric Health Center, 70 Main Street, Danbury, CT
Seifert & Ford Community Health Center, 70 Main Street, Danbury, CT
Ridgefield Surgical Center, 901 Ethan Allen Highway, Ridgefield, CT



A handwritten signature in cursive script that reads "Jewel Mullen, MD".

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0032

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

New Milford Hospital, Inc. of New Milford, CT d/b/a New Milford Hospital is hereby licensed to maintain and operate a General Hospital.

New Milford Hospital is located at 21 Elm Street, New Milford, CT 06776.

The maximum number of beds shall not exceed at any time:

0 Bassinets
85 General Hospital Beds

This license expires **June 30, 2015** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, July 1, 2013. RENEWAL.

Satellite:

New Milford Hospital Community Mental Health Services, 23 Poplar Street, New Milford, CT



Handwritten signature of Jewel Mullen in cursive script.

Jewel Mullen, MD, MPH, MPA
Commissioner

Exhibit C
Current WCHN Organizational Chart

Western Connecticut Health Network, Inc.

May 27, 2014

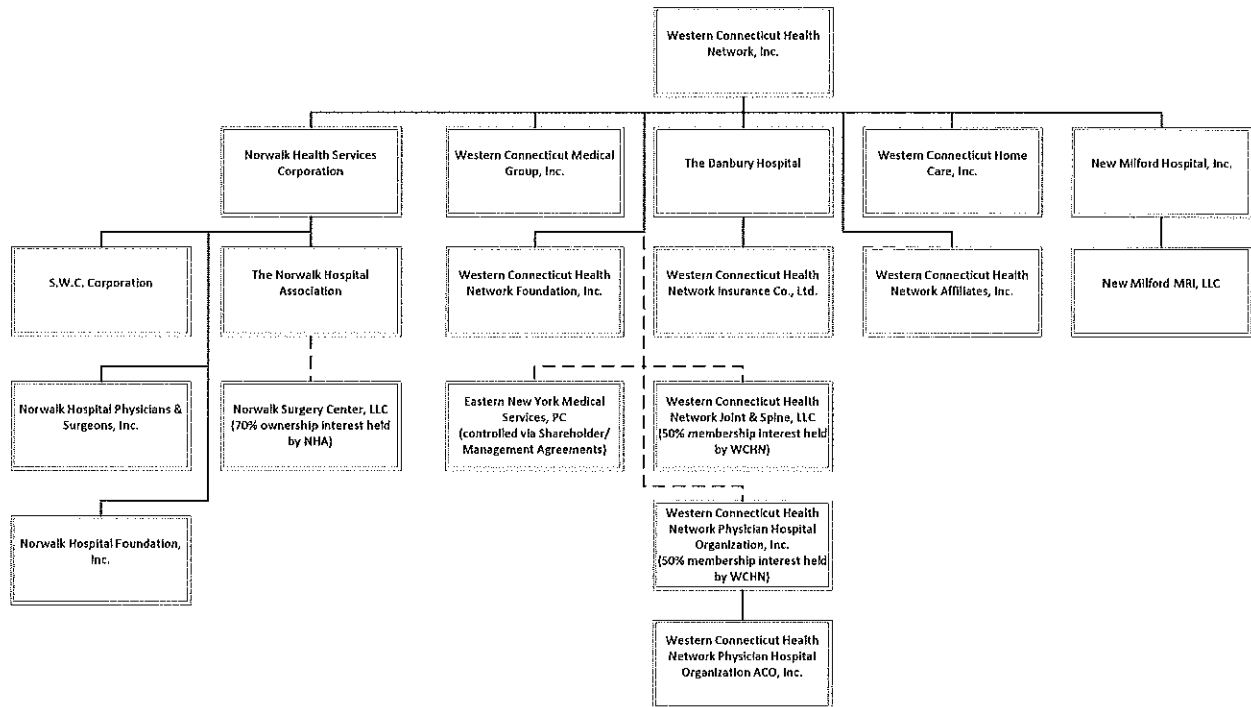
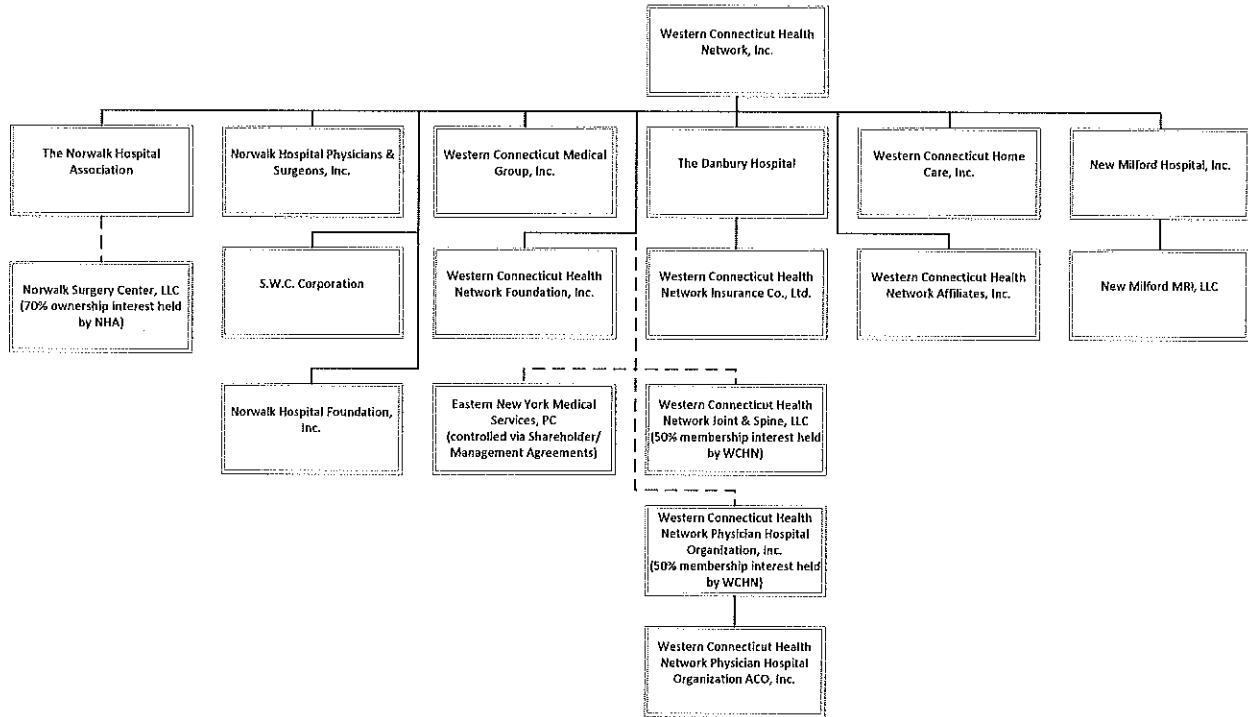


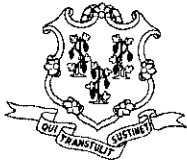
Exhibit D

Proposed WCHN Organizational Chart

Western Connecticut Health Network, Inc.

Post-NHSC Merger





STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
Office of Health Care Access

August 26, 2014

VIA FACSIMILE ONLY

Sally F. Herlihy
Vice President, Planning
Western Connecticut Health Network, Inc.
24 Hospital Avenue
Danbury, CT 06810

RE: Certificate of Need Determination Report Number 14-31930-DTR
Reorganization of Western Connecticut Health Network, Inc.

Dear Ms. Herlihy:

On July 31, 2014, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination Form on behalf of Western Connecticut Health Network, Inc. ("Petitioner" or "WCHN") with respect to the merger of Norwalk Health Services Corporation into Western Connecticut Health Network, Inc. This determination request follows a determination issued by OHCA under Docket No. 14-31924-DTR, wherein OHCA determined that a CON was required for the merger of Norwalk Health Services Corporation into Western Connecticut Health Network, Inc. The Petitioner filed the current determination request believing that OHCA misunderstood its initial determination request.

WCHN is an integrated health system comprised of three hospitals and their subsidiaries: Danbury Hospital, New Milford Hospital and Norwalk Hospital. Norwalk Health Services Corporation serves as the parent entity for The Norwalk Hospital Association, the entity that owns and operates Norwalk Hospital. Norwalk Health Services Corporation is a direct subsidiary of WCHN. Norwalk Health Services Corporation and Norwalk Hospital Association are separate legal entities. The Petitioner is proposing the merger of Norwalk Health Services Corporation into WCHN in order to eliminate Norwalk Health Services Corporation. The Norwalk Hospital Association will continue to exist as a separate corporation with a separate hospital license for Norwalk Hospital, and with the same assets and liabilities and the exact same Board of Directors as currently in place. Copies of the current and proposed organizational structures are attached hereto.

An Equal Opportunity Provider

(If you require aid/accommodation to participate fully and fairly, contact us either by phone, fax or email)
410 Capitol Ave., MS#13HCA, P.O.Box 340308, Hartford, CT 06134-0308
Telephone: (860) 418-7001 Fax: (860) 418-7053 Email: OHCA@ct.gov

Report Number: 14-31930-DTR

Connecticut General Statutes § 19a-638(a)(2) requires CON authorization for the “transfer of ownership of a health care facility”. Connecticut General Statutes §19a-630(14) defines a “transfer of ownership” as “a transfer that impacts or changes the governance or controlling body of a health care facility...” Since there is no impact or change to the governance or controlling body of The Norwalk Hospital Association, OHCA hereby determines that a *CON is not required* for the proposed reorganization.

Sincerely,



Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR
Lisa M. Boyle, Esq.

* * * COMMUNICATION RESULT REPORT (AUG. 26. 2014 2:35PM) * * *

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**STATE OF CONNECTICUT
 DEPARTMENT OF PUBLIC HEALTH
 OFFICE OF HEALTH CARE ACCESS**

FAX SHEET

TO: SALLY HERLIHY

FAX: 203-739-1974

AGENCY: WCHN

FROM: OHCA

DATE: 8/26/14 **Time:** _____

NUMBER OF PAGES: 3
(including transmittal sheet)

Comments:
 Determination is attached.

PLEASE PHONE Barbara K. Olejarz IF THERE ARE ANY TRANSMISSION PROBLEMS.

Phone: (860) 418-7001

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