

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.

Please see separate sheet for additional Petitioner.

	Petitioner #1	Petitioner #2
Full Legal Name	Northeast Regional Radiation Oncology Network, Inc.	
Doing Business As	Community Cancer Care, John A. DeQuattro Community Cancer Center, and Phoenix Community Cancer Center	
Name of Parent Corporation	N/A	
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	100 Haynes Street Manchester, CT 06040	
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP (Nonprofit)	

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.	Dennis P. McConville, Chairman	
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	71 Haynes Street Manchester, CT 06040	
Contact Person's Telephone Number	(860) 533-3429	
Contact Person's Fax Number	(860) 647-6860	
Contact Person's e-mail Address	dmconville@echn.org	

SECTION II. GENERAL PROPOSAL INFORMATION

a. Proposal/Project Title:

Reorganization of Northeast Regional Radiation Oncology Network, Inc. from a Corporation to a Limited Liability Company and Restructuring of Membership

b. Estimated Total Project Cost:

There are no capital costs in connection with this project. Fees and costs relating to necessary corporate filings are expected to total approximately \$25,000.

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

Petitioner Northeast Regional Radiation Oncology Network, Inc. ("NRRON") provides radiation therapy at two locations: 100 Haynes Street, Manchester, Connecticut 06040 and 142 Hazard Avenue, Enfield, Connecticut 06082.

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

The following towns are included in NRRON's service area: Andover, Ashford, Bloomfield, Bolton, Columbia, Coventry, East Granby, East Hartford, East Windsor, Ellington, Enfield, Glastonbury, Granby, Hampton, Hebron, Manchester,

Mansfield, Pomfret, Somers, South Windsor, Stafford, Suffield, Tolland, Vernon/Rockville, Willington, Windsor and Windsor Locks and Woodstock.

- e. Estimated starting date for the project:

As soon as possible following receipt of required approvals.

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.

Please see description attached.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

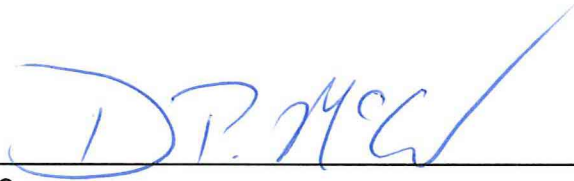
Petitioner: Northeast Regional Radiation Oncology Network, Inc.

Project Title: Reorganization of Northeast Regional Radiation Oncology Network, Inc.
from a Corporation to a Limited Liability Company and Restructuring of
Membership

I, Dennis P. McConville, Chairman
(Name) (Position – CEO or CFO)

of Northeast Regional Radiation Oncology Network, Inc. being duly sworn,
(Organization Name)

depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

 10/10/14
Signature Date

Subscribed and sworn to before me on October 10, 2014


Notary Public/Commissioner of Superior Court

**Yvonne Johnson, Notary Public
My Commission Expires Jan. 31, 2017**

My commission expires: _____

SECTION IV: PROPOSAL DESCRIPTION

Background and Types of Services Provided by Petitioner:

Northeast Regional Radiation Oncology Network, Inc. ("NRRON") provides accessible, community-based radiation oncology care and treatment for cancer patients from north-central and eastern Connecticut at its free-standing centers, the John A. DeQuattro Community Cancer Center in Manchester and the Phoenix Community Cancer Center in Enfield. NRRON's centers are individually licensed as outpatient clinics by the Department of Public Health. Copies of the licenses issued by the Department of Public Health to NRRON are attached as Exhibit A. In addition, NRRON is accredited by the American College of Radiology and licensed by the Nuclear Regulatory Commission.

NRRON was originally formed as a joint enterprise among Hartford Hospital, Johnson Memorial Hospital, Rockville General Hospital, and Manchester Memorial Hospital (Rockville General Hospital and Manchester Memorial Hospital are affiliated under the common control of the Eastern Connecticut Health Network). NRRON was formed as a nonprofit, nonstock corporation with each of the four hospitals as members with equal voting rights. In addition, each member hospital has the right to appoint one (1) representative to NRRON's four (4)-member Board of Directors. The Board has general authority over the affairs of NRRON, except where a member vote is required by Connecticut law.

Summary of Proposal:

Since commencing operations in 1997 (pursuant to approval issued by the Office of Health Care Access in Docket Number 95-534), NRRON has been firmly established as a provider with independent operations. NRRON provides radiation oncology services under its own licenses and auspices and collaborates with various health care providers, including its member hospitals and community physicians, to coordinate broader cancer services for its patients.

NRRON proposes now to dissolve and to reorganize as a limited liability company controlled by three of the four current member hospitals, Johnson Memorial Hospital, Rockville General Hospital, and Manchester Memorial Hospital.¹ Organizational charts depicting the current and proposed structures are set forth in Exhibit B.

This restructuring will:

- Permit NRRON to continue providing services in its service area under the leadership of the three remaining member hospitals.
- Provide, through the limited liability company structure, the remaining hospital owners with a more flexible vehicle for ongoing governance, including mechanisms for controlling future withdrawals from membership or the addition of new members.

As a limited liability company, for so long as NRRON is owned by Johnson Memorial Hospital, Rockville General Hospital, and Manchester Memorial Hospital, NRRON will operate consistently with the charitable purposes of the three hospitals.

Although NRRON will be reorganized without Hartford Hospital as a member, the three remaining hospital members have agreed in principle upon an appropriate allocation of voting rights so there will not be a

¹ Because current Connecticut law does not permit nonstock corporations simply to "convert" to another corporate form, the reorganization will be accomplished by (1) dissolving the existing nonstock corporation and distributing its assets to its members; and then (2) having the members, other than Hartford Hospital, contribute the assets received to a new limited liability company. The assets distributed to Hartford Hospital will consist of cash equal to one-quarter of the fair market value of NRRON, as determined by an independent appraisal process, for use in furtherance of Hartford Hospital's charitable purposes.

substantive change in governance or control of NRRON. The three remaining members who, collectively, held seventy-five percent (75%) of the voting power both at the member level and the Board level will continue the operations of NRRON, but now with total (100%) control. No new members are proposed to be added at this time, nor will any new directors/managers be appointed to NRRON's Board.² NRRON will continue to hold its existing outpatient clinic licenses and no change in the services provided will result from the reorganization as a limited liability company without Hartford Hospital as a member. As described in more detail below, there will be no change to the population served and access to care will not be affected.

NRRON notes that Order Number 2 in the Agreed Settlement in Docket Number 95-534 references the need for NRRON to maintain its membership structure to provide the comprehensive regional services contemplated, and requires NRRON to report changes in the member hospitals and obtain a modification to the Agreed Settlement in connection with such change. NRRON has, however, now operated as an entity independent of its member hospitals for over 15 years and the reorganization without one of its member hospitals will not impact the care that NRRON provides. To the extent that notice and a modification are required, NRRON respectfully requests that this determination request constitute notice and a request for modification of the Agreed Settlement.

Population Served:

The current population served includes cancer patients from the towns of Andover, Ashford, Bloomfield, Bolton, Columbia, Coventry, East Granby, East Hartford, East Windsor, Ellington, Enfield, Glastonbury, Granby, Hampton, Hebron, Manchester, Mansfield, Pomfret, Somers, South Windsor, Stafford, Suffield, Tolland, Vernon/Rockville, Willington, Windsor and Windsor Locks and Woodstock. The target population and current payor mix will not change as a result of the proposed withdrawal of a minority member or the reorganization as a limited liability company.

Benefits/Conclusion: As a result of the reorganization, three of the existing four member hospitals will continue to control NRRON; no new entity will have any role in governance. Operationally, all services will continue in the same manner as they are provided currently. There will be no change in the physical locations of services, facilities or equipment and no changes in the service areas, target populations to be served or current payor mix. Services offered to patients will remain the same and there will be no impact on other providers or on payors.

The proposal will permit both NRRON and the member hospitals flexibility to continue their missions in their respective service areas without a substantive change in ownership, governance or oversight. The proposed reorganization is much like other corporate restructurings that do not result in any substantive change of ownership and, thus, do not require a certificate of need.³

² NRRON and its members acknowledge that future transfers of membership interests in the newly formed limited liability company may constitute a transfer of ownership that would require a Certificate of Need under Conn. Gen. Stat. § 19a-638 and will seek approval from the Office of Health Care Access in the event that such a transfer is contemplated. As an example, as the Office of Health Care Access is aware, the Eastern Connecticut Health Network recently filed a determination letter regarding a proposed acquisition of its assets by a joint venture to be formed by Tenet Healthcare Corporation and Yale-New Haven Health Services Corporation. If approved, these assets would include the interests in NRRON held by Manchester Memorial Hospital and Rockville General Hospital. The parties understand that the transfer of any interest in NRRON to such joint venture or any other party may require a Certificate of Need and, in connection with the proposed transfer to a for-profit, would require approval of the Attorney General under Conn. Gen. Stat. § 19a-486 et seq. In any event, the Operating Agreement of the new limited liability company will include certain protections to ensure that distributions to any remaining tax-exempt member are not subject to unrelated business income tax, and also to ensure that such tax-exempt member's participation in the venture does not jeopardize its tax-exempt status.

³ Although certificate of need decisions and determinations are made on a case by case basis, OHCA has determined that certain internal reorganizations, particularly changes of ownership or membership where a majority of the owners/members do not change, are permitted without a certificate of need where there will be no change in the services provided and no change in ultimate control. The proposed reorganization here will similarly be effected without any change in services or addition of any third party with ultimate governance or control.

EXHIBIT A

Licenses Issued by the Department of Public Health

Please see attached.

STATE OF CONNECTICUT

Department of Public Health

LICENSE

LICENSE NO. 0306

Outpatient Clinic

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

Northeast Regional Radiation Oncology Network, Inc. of Manchester, CT, d/b/a Community Cancer Care is hereby licensed to maintain and operate an Outpatient Clinic.

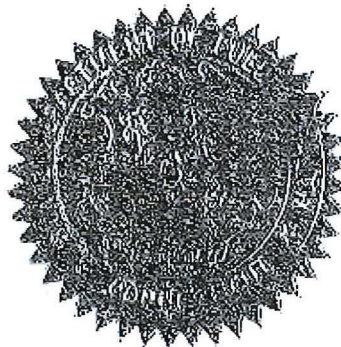
Community Cancer Care is located at 142 Hazard Avenue, Enfield, CT 06082.

This license expires **September 30, 2016** and may be revoked for cause at any time.

Dated at Hartford, Connecticut, October 1, 2012. RENEWAL.

Services:

Primary Care Services



Jewel Mullen

Jewel Mullen, MD, MPH, MPA
Commissioner

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0317

Outpatient Clinic

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

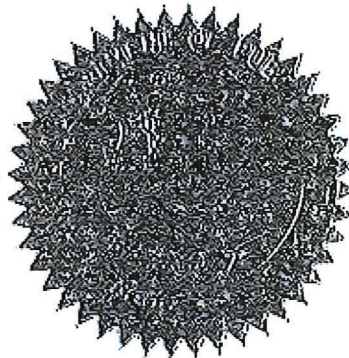
Northeast Regional Radiation Oncology Network, Inc. of Manchester, CT, d/b/a
Community Cancercare is hereby licensed to maintain and operate an Outpatient Clinic.

Community Cancercare is located at 100 Haynes Street, Manchester, CT 06040.

This license expires **March 31, 2017** and may be revoked for cause at any time.

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

Services:
Primary Care Services



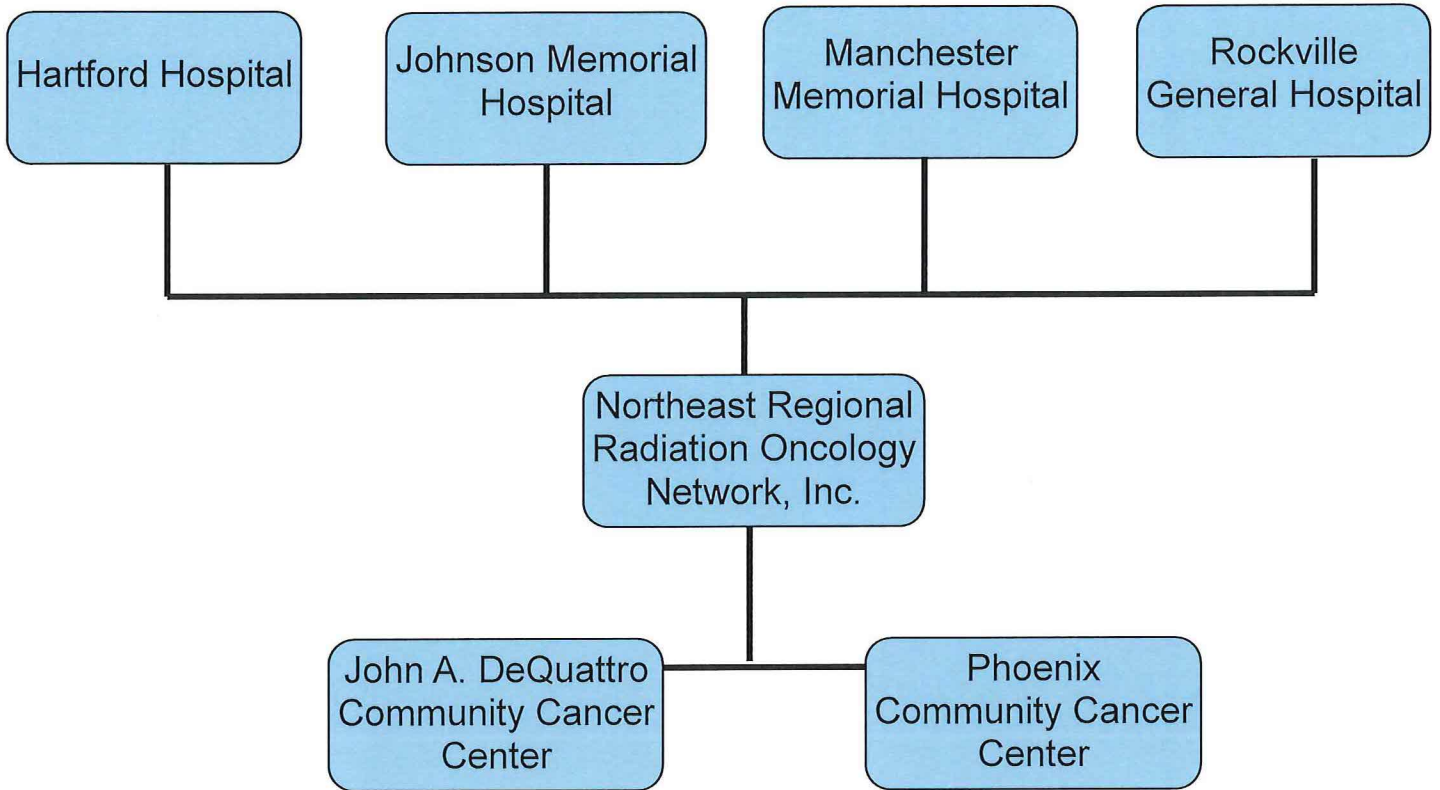
Jewel Mullen

Jewel Mullen, MD, MPH, MPA
Commissioner

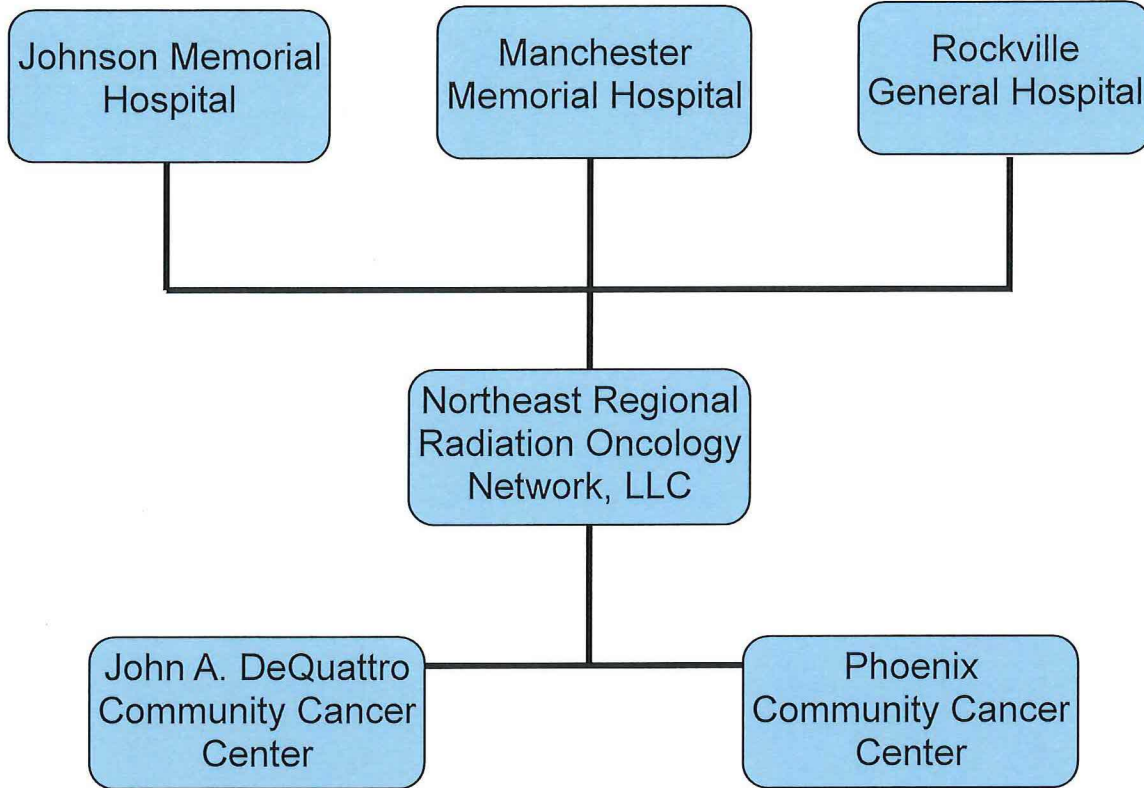
EXHIBIT B

Current and Proposed Organizational Charts

Current:



Proposed:





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

October 23, 2014

VIA FACSIMILE ONLY

Dennis P. McConville
Chairman
Northeast Regional Radiation Oncology Network, Inc.
71 Haynes Street
Manchester, CT 06040

RE: Certificate of Need Determination Report Number 14-31954-DTR
Restructuring of Membership of Northeast Regional Radiation Oncology Network, Inc.
Request for Modification of the Agreed Settlement issued under Docket Number 95-534.

Dear Mr. McConville:

On October 16, 2014, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination request on behalf of Northeast Regional Radiation Oncology Network, Inc. ("Petitioner" or "NRRON")) with respect to an internal corporate restructuring of Northeast Regional Radiation Oncology Network, Inc.

NRRON provides radiation oncology care and treatment for cancer patients from north-central and eastern Connecticut at its free-standing centers, the John A. DeQuattro Community Cancer Center in Manchester and the Phoenix Community Cancer Center in Enfield. NRRON is a joint venture between Manchester Memorial Hospital, Rockville General Hospital, Johnson Memorial Hospital and Hartford Hospital. CON approval for the organization of NRRON was issued by way of an agreed settlement issued under Docket Number 95-534. According to Order Number 3 of the Agreed Settlement, any change in the ownership structure of NRRON must be reported to OHCA and requires a modification of the Agreed Settlement. The Petitioner is seeking to dissolve and reorganize as a limited liability company controlled by Manchester Memorial Hospital, Rockville General Hospital and Johnson Memorial Hospital. As a result, Hartford Hospital will no longer be an owner of NRRON.

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

OHCA hereby accepts the Petitioner's determination filing as notice of an expected change in ownership of NRRON as required pursuant to Order Number 3 of the Agreed Settlement issued under Docket Number 95-534. The Petitioner shall complete and file a Modification form which can be found on OHCA's website.

Sincerely,



Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR
 Rebecca A. Matthews, Esq.
 Saint Francis Hospital and Medical Center
 Johnson Memorial Hospital, Inc.
 Johnson Memorial Corporation n/k/a Johnson Memorial Medical Center, Inc.
 Hartford Hospital
 Manchester Memorial Hospital
 Rockville General Hospital

* * * COMMUNICATION RESULT REPORT (OCT. 23. 2014 10:36AM) * * *

FAX HEADER:

TRANSMITTED/STORED : OCT. 23. 2014 10:35AM
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E-3) NO ANSWER

E-2) BUSY
E-4) NO FACSIMILE CONNECTION



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

FAX SHEET

TO: DENNIS P. MCCONVILLE

FAX: 860 647-6860

AGENCY: NORTHEAST REGIONAL RADIATION ONCOLOGY NETWORK, INC.

FROM: OHCA

DATE: 10/23/14 **Time:** _____

NUMBER OF PAGES: 3
(including transmittal sheet)

Comments:
Determination for Report Number 14-31954 regarding request for modification of Agreed Settlement under DN: 95-534

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

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA
P.O.Box 340308
Hartford, CT 06134