

Greer, Leslie

From: Jennifer Groves Fusco <jfusco@uks.com>
Sent: Tuesday, June 16, 2015 3:39 PM
To: User, OHCA
Subject: Radiologic Associates of Middletown
Attachments: RAM.PDF

Hi, Leslie.

Attached is a CON Determination for Radiologic Associates of Middletown. The original is in the mail.

Thanks,
Jen

Jennifer Groves Fusco, Esq.
Principal
Updike, Kelly & Spellacy, P.C.
One Century Tower
265 Church Street
New Haven, CT 06510
Office (203) 786.8316
Cell (203) 927.8122
Fax (203) 772.2037
www.uks.com



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Jennifer Groves Fusco
(t) 203.786.8316
(f) 203.772.2037
jfusco@uks.com

June 16, 2015

VIA REGULAR & ELECTRONIC MAIL

Kimberly R. Martone, Director of Operations
Office of Health Care Access
410 Capital Avenue, MS #13HCA
P. O. Box 340308
Hartford, CT 06106

Re: Radiologic Associates of Middletown, P.C.

Dear Ms. Martone,

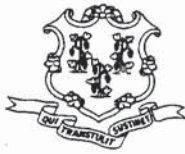
This office represents Radiologic Associates of Middletown, P.C. ("RAM"). Enclosed please find a CON Determination Form 2020 with respect to certain MRI and CT scanners owned by RAM.

Should you have any questions or require additional information, please feel free to contact me at (203) 786-8316.

Very Truly Yours,

Jennifer G. Fusco

cc: Michael Crain, M.D.



**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	Radiologic Associates of Middletown, P.C.	
Doing Business As	West Haven Radiology/ Guilford Radiology	
Name of Parent Corporation	N/A	
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	57 South Main Street, Middletown, CT 06457	
What is the Petitioner's Status: P for profit and NP for Nonprofit	P	
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all	Michael Crain, M.D., President and CEO	

correspondence in this matter.		
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	57 South Main Street, Middletown, CT 06457	
Contact Person's Telephone Number	(860) 346-8481	
Contact Person's Fax Number	(860) 346-8836	
Contact Person's e-mail Address	<u>drmichaelcrain</u> <u>@yahoo.com</u>	

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: Transfer of CT and MRI Equipment Into Wholly-Owned LLC(s)
- b. Estimated Total Project Cost: \$ N/A
- c. Location of proposal, identifying Street Address, Town and Zip Code:
687 Campbell Avenue, West Haven, CT 06516; 1591 Boston Post Road, Guilford, CT 06437
- d. List each town this project is intended to serve:
Orange, West Haven, Guilford, Branford, Madison, and Durham.
- e. Estimated starting date for the project: Pending approval

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.

PROPOSAL DESCRIPTION

This Certificate of Need Determination request is being filed by Radiologic Associates of Middletown, P.C. ("RAM P.C.") to determine whether RAM P.C. may contribute some or all of its imaging equipment, including magnetic resonance imaging ("MRI") and computed tomography ("CT") scanners, into one or more separate limited liability companies in which RAM P.C. would be the sole member.

For the reasons set forth below, RAM P.C. respectfully submits that the formation of one or more separate, wholly-owned, limited liability companies to own the practice's imaging equipment does not constitute the "acquisition" of an MRI or CT scanners for which CON approval is required under Section 19a-638(10) of the Connecticut General Statutes (C.G.S.).

By way of background, RAM P.C. is a private radiology practice with 11 physician shareholders that provides radiology services, including ultrasound, CT and MRI, in Middletown, Guilford and West Haven. Specifically, RAM P.C. owns a 1.5T MRI scanner and 16-slice CT located in Guilford and a 4-slice CT located in West Haven. Upon the proposed transfer of the imaging equipment into the wholly-owned limited liability companies, beneficial ownership of the equipment will remain with RAM P.C. This limited liability company structure will provide greater flexibility and liability protection for the shareholders than the present construct where these assets are owned directly by RAM P.C. It will also provide the practice with an increased ability to raise capital.

While a CON may be necessary when an MRI or CT is "acquired" pursuant to C.G.S. § 19a-638(a)(10), the proposed transfer of RAM P.C.'s imaging equipment to one or more limited liability companies in which RAM P.C. is the sole member does not result in the acquisition of an MRI or CT. Consequently, no CON should be required.

Section 19a-630-1(1) of OHCA's Regulations defines "acquisition" as the "acquisition through purchase, lease, donation or other comparable arrangement of a computed tomography scanner... magnetic resonance imaging scanner..." No purchase, sale, lease or comparable transaction with respect to RAM P.C.'s existing equipment is taking place because beneficial ownership of the equipment will continue to remain with RAM P.C.

This analysis is consistent with OHCA's recent determination that Housatonic Valley Radiological Associates, P.C. ("HVRA PC") was not required to seek CON approval to transfer HVRA PC's MRI and CT assets to limited liability companies that were wholly-owned subsidiaries of HVRA PC under OHCA Docket #14-31970-DTR. This analysis is also consistent with the longstanding approach OHCA has taken in analogous transfers of ownership or services determinations that have involved related entities. *See, e.g.*, OHCA Docket No. 14-31956-DTR (substituting health system parent company as sole member of wholly-owned hospital did not require a CON when parent company was replacing another corporation wholly-owned by parent); OHCA Docket No. 06-30709-DTR (transfers of surgery, endoscopy, gamma knife and radiology services from one wholly-owned subsidiary of parent health system to another did not require a CON).

For all of these reasons, we respectfully submit that OHCA should determine that the proposed transfer of the above imaging equipment from RAM P.C. to one or more limited liability companies of which RAM P.C. will be the sole member does not require a CON.

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.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Radiologic Associates of Middletown, P.C.

Project Title: Transfer of CT and MRI Equipment into Wholly-Owned LLC(s)

I, Michael Crain, M.D. President and CEO
(Name) (Position – CEO or CFO)

of Radiologic Associates of Middletown, P.C., being duly sworn, depose and state that the
(Organization Name)

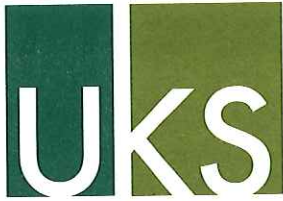
information provided in this CON Determination form is true and accurate to the best of my knowledge.

Michael Crain, M.D. 6/15/15
Signature Date

Subscribed and sworn to before me on 6/15/15

[Signature]
Notary Public/Commissioner of Superior Court

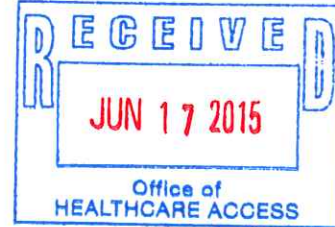
My ~~commission~~ expires: _____



III MERITAS LAW FIRMS WORLDWIDE

Jennifer Groves Fusco
(t) 203.786.8316
(f) 203.772.2037
jfusco@uks.com

June 16, 2015



VIA REGULAR & ELECTRONIC MAIL

Kimberly R. Martone, Director of Operations
Office of Health Care Access
410 Capital Avenue, MS #13HCA
P. O. Box 340308
Hartford, CT 06106

Re: Radiologic Associates of Middletown, P.C.

Dear Ms. Martone,

This office represents Radiologic Associates of Middletown, P.C. ("RAM"). Enclosed please find a CON Determination Form 2020 with respect to certain MRI and CT scanners owned by RAM.

Should you have any questions or require additional information, please feel free to contact me at (203) 786-8316.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'Jennifer G. Fusco'.

Jennifer G. Fusco

cc: Michael Crain, M.D.

Updike, Kelly & Spellacy, P.C.

One Century Tower ■ 265 Church Street ■ New Haven, CT 06510 (t) 203.786.8300 (f) 203.772.2037 www.uks.com



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

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	Petitioner	Petitioner
Full Legal Name	Radiologic Associates of Middletown, P.C.	
Doing Business As	West Haven Radiology/ Guilford Radiology	
Name of Parent Corporation	N/A	
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	57 South Main Street, Middletown, CT 06457	
What is the Petitioner's Status: P for profit and NP for Nonprofit	P	
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all	Michael Crain, M.D., President and CEO	

correspondence in this matter.		
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	57 South Main Street, Middletown, CT 06457	
Contact Person's Telephone Number	(860) 346-8481	
Contact Person's Fax Number	(860) 346-8836	
Contact Person's e-mail Address	<u>drmichaelcrain</u> <u>@yahoo.com</u>	

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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.

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For the reasons set forth below, RAM P.C. respectfully submits that the formation of one or more separate, wholly-owned, limited liability companies to own the practice's imaging equipment does not constitute the "acquisition" of an MRI or CT scanners for which CON approval is required under Section 19a-638(10) of the Connecticut General Statutes (C.G.S.).

By way of background, RAM P.C. is a private radiology practice with 11 physician shareholders that provides radiology services, including ultrasound, CT and MRI, in Middletown, Guilford and West Haven. Specifically, RAM P.C. owns a 1.5T MRI scanner and 16-slice CT located in Guilford and a 4-slice CT located in West Haven. Upon the proposed transfer of the imaging equipment into the wholly-owned limited liability companies, beneficial ownership of the equipment will remain with RAM P.C. This limited liability company structure will provide greater flexibility and liability protection for the shareholders than the present construct where these assets are owned directly by RAM P.C. It will also provide the practice with an increased ability to raise capital.

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This analysis is consistent with OHCA's recent determination that Housatonic Valley Radiological Associates, P.C. ("HVRA PC") was not required to seek CON approval to transfer HVRA PC's MRI and CT assets to limited liability companies that were wholly-owned subsidiaries of HVRA PC under OHCA Docket #14-31970-DTR. This analysis is also consistent with the longstanding approach OHCA has taken in analogous transfers of ownership or services determinations that have involved related entities. *See, e.g.*, OHCA Docket No. 14-31956-DTR (substituting health system parent company as sole member of wholly-owned hospital did not require a CON when parent company was replacing another corporation wholly-owned by parent); OHCA Docket No. 06-30709-DTR (transfers of surgery, endoscopy, gamma knife and radiology services from one wholly-owned subsidiary of parent health system to another did not require a CON).

For all of these reasons, we respectfully submit that OHCA should determine that the proposed transfer of the above imaging equipment from RAM P.C. to one or more limited liability companies of which RAM P.C. will be the sole member does not require a CON.

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.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Radiologic Associates of Middletown, P.C.

Project Title: Transfer of CT and MRI Equipment into Wholly-Owned LLC(s)

I, Michael Crain, M.D., President and CEO
(Name) (Position – CEO or CFO)

of Radiologic Associates of Middletown, P.C., being duly sworn, depose and state that the
(Organization Name)

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

Michael Crain, M.D. 6/15/15
Signature Date

Subscribed and sworn to before me on 6/15/15

[Signature]
Notary Public/Commissioner of Superior Court

My ~~commission expires:~~ _____

Greer, Leslie

From: Hansted, Kevin
Sent: Tuesday, July 14, 2015 11:58 AM
To: Greer, Leslie
Cc: Martone, Kim
Subject: FW: OHCA Determination #15-32004-DTR

Leslie, please add the below to the record.

Thank you,

Kevin T. Hansted
Staff Attorney
Department of Public Health
Office of Health Care Access
410 Capitol Ave., MS #13HCA
P.O. Box 340308
Hartford, CT 06134
Phone: 860-418-7044

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From: Jennifer Groves Fusco [mailto:jfusco@uks.com]
Sent: Tuesday, July 14, 2015 11:02 AM
To: Hansted, Kevin
Subject: RE: OHCA Determination #15-32004-DTR

Hi, Kevin.

1. Thank you for the opportunity to get back to you and sorry again for the delay. As described in our CON Determination request, Radiologic Associates of Middletown, P.C. (“RAM P.C.”) would like to contribute some or all of its imaging equipment, including MRI and CT scanners, into one or more limited liability companies in which RAM P.C. would be the sole member.

With respect to your first question regarding what is meant by “beneficial ownership” in terms of RAM P.C.’s post-transaction ownership of the imaging equipment, we understand the definition of a “beneficial owner” to be the individual or entity that enjoys the benefits of owning an asset, regardless of whose name the title of the property is in. By contributing the equipment into one or more newly-formed LLCs, ownership of the imaging equipment would technically change; however, the economic benefit derived from the equipment would continue to accrue to RAM P.C. and ultimately its physician shareholders. As a result, the “beneficial ownership” of the equipment would remain unchanged. RAM P.C.’s accountants have confirmed that under tax principles, these LLCs would, in fact, be considered “disregarded entities” – meaning the IRS would disregard the LLC as being separate from RAM P.C.

As noted in our CON Determination request, a finding that no CON is required for RAM P.C.'s proposal is entirely consistent with OHCA's historical treatment of intercompany reorganizations of this type. As OHCA has found in the past, these types of arrangements, where imaging equipment is transferred to an affiliated entity for corporate/tax purposes, occur regularly in the industry and have never required CON approval.

With respect to your second question, upon formation of the LLC(s) what arrangement will be utilized to transfer the imaging equipment from RAM P.C. to the LLC(s), this would be accomplished through a tax-free intercompany transaction, according to the accountants.

Thanks for your consideration and please let me know if you have any further questions.

Jen

From: Hansted, Kevin [<mailto:Kevin.Hansted@ct.gov>]
Sent: Wednesday, July 01, 2015 2:18 PM
To: Jennifer Groves Fusco
Subject: RE: OHCA Determination #15-32004-DTR

Hi Jennifer, that will be fine. Thank you for letting me know.

Kevin T. Hansted
Staff Attorney
Department of Public Health
Office of Health Care Access
410 Capitol Ave., MS #13HCA
P.O. Box 340308
Hartford, CT 06134
Phone: 860-418-7044

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From: Jennifer Groves Fusco [<mailto:jfusco@uks.com>]
Sent: Wednesday, July 01, 2015 2:14 PM
To: Hansted, Kevin
Subject: FW: OHCA Determination #15-32004-DTR

Hi, Kevin. Sorry for the delay in responding – Dr. Crain passed this along and I have been tied up with another matter. Is it okay if I get back to you early next week?

From: Michael Crain [<mailto:drmichaelcrain@yahoo.com>]
Sent: Wednesday, July 01, 2015 2:04 PM
To: Jennifer Groves Fusco
Subject: Fw: OHCA Determination #15-32004-DTR

----- Forwarded Message -----

From: "Hansted, Kevin" <Kevin.Hansted@ct.gov>
To: "drmichaelcrain@yahoo.com" <drmichaelcrain@yahoo.com>
Cc: "Martone, Kim" <Kimberly.Martone@ct.gov>
Sent: Wednesday, July 1, 2015 10:05 AM
Subject: FW: OHCA Determination #15-32004-DTR

Dear Dr. Crain,

Please see below and advise.

Thank you,

Kevin T. Hansted
Staff Attorney
Department of Public Health
Office of Health Care Access
410 Capitol Ave., MS #13HCA
P.O. Box 340308
Hartford, CT 06134
Phone: 860-418-7044

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From: Hansted, Kevin
Sent: Wednesday, June 24, 2015 8:57 AM
To: 'drmichaelcrain@yahoo.com'
Cc: Martone, Kim
Subject: OHCA Determination #15-32004-DTR

Dear Dr. Crain,

I am in receipt of your request for a determination regarding the transfer of certain imaging equipment currently owned by RAM P.C. to one or more LLCs. Please address the following questions:

1. The determination request uses the term "beneficial ownership". Please explain what is meant by "beneficial ownership" in terms of RAM P.C.'s post-transaction ownership of the imaging equipment; and
2. Upon formation of the LLC(s), what arrangement will be utilized to transfer the imaging equipment from RAM P.C. to the LLC(s)?

Thank you,

Kevin T. Hansted
Staff Attorney

Department of Public Health
Office of Health Care Access
410 Capitol Ave., MS #13HCA
P.O. Box 340308
Hartford, CT 06134
Phone: 860-418-7044

☀ Please consider the environment before printing this message

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

July 15, 2015

VIA FACSIMILE ONLY

Michael Crain, M.D.
President and CEO
Radiologic Associates of Middletown, P.C.
57 South Main Street
Middletown, CT 06457

RE: Certificate of Need Determination Report Number 15-32004-DTR
Transfer of Imaging Equipment to Wholly Owned Subsidiary

Dear Dr. Staehle:

On June 19, 2015, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination request on behalf of Radiologic Associates of Middletown, P.C. ("Petitioner") with respect to the transfer of imaging equipment to a wholly owned subsidiary.

The Petitioner is a private radiology practice that provides radiology services, including ultrasound, CT and MRI, in Middletown, Guilford and West Haven. The Petitioner currently owns and operates a 1.5T MRI scanner located in Guilford and a 4-slice CT scanner located in West Haven (the "Imaging Equipment"). The Petitioner seeks to restructure its practice and transfer ownership of the Imaging Equipment to a new wholly-owned subsidiary ("NewLLC") via a tax-free intercompany transaction. NewLLC will become the owner of the Imaging Equipment with the Petitioner receiving the economic benefit.

Pursuant to Connecticut General Statutes § 19a-638(a)(10), a CON is required for the acquisition of an MRI or CT. The Petitioner currently owns the Imaging Equipment. Subsequent to the restructuring, NewLLC will own the Imaging Equipment. Consequently, the Petitioner is relinquishing ownership of the Imaging Equipment and NewLLC is acquiring ownership of the Imaging Equipment. Therefore, a **CON is required** for the Petitioner's proposal regarding the Imaging Equipment, regardless of the economic benefit bestowed upon the Petitioner.

Sincerely,

Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR

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

* * * COMMUNICATION RESULT REPORT (JUL. 15. 2015 1:13PM) * * *

FAX HEADER:

TRANSMITTED/STORED : FILE MODE	JUL. 15. 2015 1:12PM OPTION	ADDRESS	RESULT	PAGE
176	MEMORY TX	98603468836	OK	2/2

REASON FOR ERROR
 E-1) HANG UP OR LINE FAIL
 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: MICHAEL CRAIN, M.D.

FAX: (860) 346-8836

AGENCY: RADIOLOGIC ASSOCIATES OF MIDDLETOWN, P.C.

FROM: OHCA

DATE: 7/15/15

NUMBER OF PAGES: 2
(including transmittal sheet)

Comments: DN: 15-32004-DTR

PLEASE PHONE 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