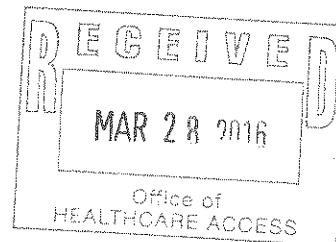


March 28, 2016

HAND DELIVERY

Office of Health Care Access
ATTN: Director
410 Capitol Avenue
MS#13HCA
P.O. Box 340308
Hartford, CT 06134-0308



Dear Director:

Enclosed please find CON Determination forms submitted by Greater Waterbury Health Network, Inc. ("GWHN") and Prospect Medical Holdings, Inc. ("PMH") pertaining to the proposed transfer of GWHN's ownership interest in Valley Imaging Partners, LLC, Greater Waterbury Imaging Center, LP and Imaging Partners, LLC to PMH. These transactions are part of the Proposed Asset Purchase by PMH of substantially all of GWHN's assets, which is currently pending under OCHA Docket Number 15-32017-488. Thank you very much for your consideration.

Very truly yours,

Anne D. Peterson

ADP/tia
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	Greater Waterbury Health Network, Inc.	Prospect Medical Holdings, Inc.
Doing Business As		
Name of Parent Corporation		
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	64 Robbins Street, Waterbury, CT 06708	10780 Santa Monica Blvd., Suite 400, Los Angeles, CA 90025
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	P
Contact Person at Facility, including Title/Position: This Individual at the facility will be the Petitioner's Designee to	Darlene Stromstad, President/CEO	Jonathan Spees, SVP, Corporate Development

receive all correspondence in this matter.		
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	See above	See above
Contact Person's Telephone Number	203-573-7101	310-696-4738
Contact Person's Fax Number	203-573-6161	714-560-7320
Contact Person's e-mail Address	dstromstad@wtbyhosp.org	jonathan.spees@prospectmedical.com

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: **Transfer of The Waterbury Hospital's Ownership Interest in Imaging Partners, LLC to a subsidiary of Prospect Medical Holdings, Inc. as part of Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.**
- b. Estimated Total Project Cost: **\$0**
- c. Location of proposal, identifying Street Address, Town and Zip Code: **134 Grandview Avenue, Waterbury, CT 06708.**
- d. List each town this project is intended to serve: **This project is intended to serve the towns currently served by Waterbury Hospital including, but not limited to, Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury.**
- e. Estimated starting date for the project: **Following regulatory approval and satisfaction of other closing conditions.**

SECTION III. 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

Greater Waterbury Health Network, Inc. ("GWHN") and Prospect Medical Holdings, Inc., ("Prospect") (collectively, the "Applicants") submitted to the Attorney General and the Commissioner of the Department of Public Health an application for approval of a proposed asset purchase of GWHN by Prospect under OHCA Docket Number 15-32017-486. That proposed transaction involves the acquisition of substantially all of the assets of GWHN by a subsidiary of Prospect including the ownership interests of Imaging Partners, LLC ("Imaging Partners") as described below, pursuant to the terms of the draft Asset Purchase Agreement ("APA") as set forth in OHCA Docket Number 15-32017-486.

Imaging Partners is currently owned by The Waterbury Hospital (the "Hospital") and a private radiology practice. GWHN is the sole member of the Hospital. The Hospital holds an 85% ownership interest in Imaging Partners and the private radiology practice owns 15% of the ownership interest. Imaging Partners provides advanced imaging services and owns and operates a 32 Slice CT Scanner located on the Hospital campus at 134 Grandview Avenue. It exclusively leases this CT Scanner to the Hospital. Imaging Partners is not a health care facility and is therefore not licensed.

The Hospital uses the Imaging Partners CT Scanner to serve patients in towns including, but not limited to, Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, and Woodbury.

Under the proposed asset purchase under review in OHCA Docket Number 15-32017-486, the Hospital will transfer its interest in Imaging Partners to a subsidiary of Prospect. The transfer of this interest in Imaging Partners to Prospect is an integral component of the proposed acquisition; and is therefore already subject to CON review by OHCA. The proposed transaction does not affect the ownership of the CT Scanner. The CT Scanner will remain the sole property of the Imaging Partners and no other person, physician or provider will acquire any interest. Exclusive ownership of Imaging Partners assets will remain with Imaging Partners and will not change after GWHN sells its interest to PMH or its subsidiary.

As described in the transaction under review in OHCA Docket Number 15-32017-486, no changes in services are being proposed. After the acquisition, the Hospital will continue to serve the residents of the same service area from the same location at the present Waterbury Hospital campus. Moreover, Imaging Partners does not provide patient services, and it will continue to lease its CT Scanner to a subsidiary of Prospect after the closing of the acquisition.

Based on the foregoing, GWHN and Prospect respectfully request a determination that the transfer of the Hospital's interest in Imaging Partners to a subsidiary of Prospect as

contemplated in the proposed asset purchase under review in OHCA Docket Number 15-32017-486 does not require separate CON approval pursuant to Conn. Gen. Stat. Sec. 19a-638 because Imaging Partners will retain sole ownership of and continue to operate the CT Scanner subsequent to the sale of GWHN's interest to PMH or its subsidiary.

SECTION IV. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: **GREATER WATERBURY HEALTH NETWORK, INC.**

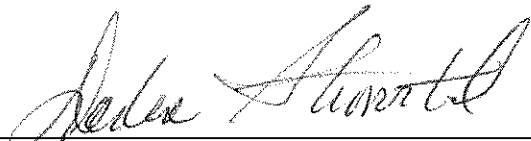
Project Title: **Transfer The Waterbury Hospital's Ownership Interest in Imaging Partners, LLC to a subsidiary of Prospect Medical Holdings, Inc. as part of Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.**

I, DARLENE STROMSTAD,
(Name)

PRESIDENT
(Position – CEO or CFO)

of **GREATER WATERBURY HEALTH NETWORK, INC.** being duly sworn, depose and state that the **GREATER WATERBURY HEALTH NETWORK, INC.**
(Organization Name)

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



Signature

2/18/16

Date

Subscribed and sworn to before me on 2/18/16



Notary Public/Commissioner of Superior Court

My commission expires: 8-31-18

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: PROSPECT MEDICAL HOLDINGS, INC.

Project Title: Transfer of The Waterbury Hospital's Ownership Interest in Imaging Partners, LLC to a subsidiary of Prospect Medical Holdings, Inc. as part of Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.

I, SAMUEL LEE,
(Name)

CEO
(Position - CEO or CFO)

of PROSPECT MEDICAL HOLDINGS, INC. being duly sworn, depose and state
that the PROSPECT MEDICAL HOLDINGS, INC.
(Organization Name)

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

Signature

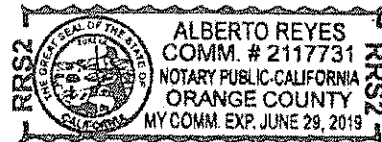
Date

3/24/16

Subscribed and sworn to before me on March 24th 2016

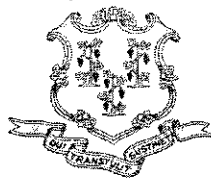
Notary Public/Commissioner of Superior Court

My commission expires: June 29, 2019



STATE OF CONNECTICUT

DEPARTMENT OF PUBLIC HEALTH



Raul Pino, M.D., M.P.H.
Commissioner

Dannel P. Malloy
Governor
Nancy Wyman
Lt. Governor

Office of Health Care Access

March 31, 2016

Darlene Stromstad
President/CEO
Greater Waterbury Health Network, Inc.
64 Robbins Street
Waterbury, CT 06708

Jonathan Spees
Senior Vice President, Corporate Development
Prospect Medical Holdings, Inc.
10780 Santa Monica Blvd., Suite 400
Los Angeles, CA 90025

RE: Certificate of Need Determination Report Number 16-32078-DTR
Transfer of Ownership Interest in Imaging Center

Dear Ms. Stromstad and Mr. Spees:

On March 29, 2016, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination request on behalf of Greater Waterbury Health Network, Inc. ("GWHN") and Prospect Medical Holdings, Inc. ("PMH") with respect to the transfer of ownership of The Waterbury Hospital's ("Hospital") ownership interest in Greater Waterbury Imaging Center Limited Partnership ("GWIC").

GWIC is an imaging center currently owned by the Hospital and individual physician members. GWHN is the sole member of the Hospital. The Hospital holds a 64% ownership interest in GWIC, with the remaining 36% ownership interest held by the physician members. GWIC owns and operates two MRI scanners under existing Certificate of Need authorizations.

Currently, there is a pending certificate of need application (Docket Number 15-32017-486) under review by OHCA and the Office of the Attorney General for a proposed asset purchase of GWHN by PMH. That proposal involves the Hospital transferring its interest in GWIC to a subsidiary of PMH. The proposed transaction does not affect the ownership of the two MRIs. Both MRIs will remain the sole property of GWIC and no other person, physician or provider will acquire any interest. Exclusive ownership of GWIC assets will remain with GWIC and will not change after GWHN sells its interest to PMH or its subsidiary.



Phone: (860) 418-7001 • Fax: (860) 418-7053
410 Capitol Avenue, MS#13HCA
Hartford, Connecticut 06134-0308
www.ct.gov/dph

Affirmative Action/Equal Opportunity Employer

Pursuant to Connecticut General Statutes § 19a-638(a)(10), a CON is required for the acquisition of an MRI Scanner by any person, physician or provider. GWIC currently owns the two MRI Scanners. Subsequent to the proposed asset purchase by PMH, GWIC will continue to own both MRI Scanners. Consequently, no other person, physician or provider will acquire any interest in the MRI Scanners. Therefore, a **CON is not required** for the proposal.

Sincerely,

A handwritten signature in black ink, appearing to read "Kim M.", with a stylized flourish at the end.

Kimberly R. Martone
Director of Operations

* * * COMMUNICATION RESULT REPORT (MAR. 31. 2016 1:52PM) * * *

FAX HEADER:

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



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

FAX SHEET

TO: DARLENE STROMSTAD
FAX: 203 573-6161
AGENCY: GREATER WATERBURY HALTH NETWORK, INC.
FROM: OHCA
DATE: 3/31/16 Time: _____
NUMBER OF PAGES: _____
(including transmittal sheet)

Comments: Attached is a determination for the Transfer of Ownership Interest in Imaging Center, Report Number: 16-32078-DTR

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

* * * COMMUNICATION RESULT REPORT (MAR. 31. 2016 1:57PM) * * *

FAX HEADER:

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

FAX SHEET

TO: JONATHAN SPEES

FAX: 714-560-7320

AGENCY: PROSPECT MEDICAL HOLDINGS, INC.

FROM: OHCA

DATE: 3/31/16 **Time:** _____

NUMBER OF PAGES: _____
(including transmittal sheet)

Comments: Attached is a determination for the Transfer of Ownership Interest in Imaging Center, Report Number: 16-32078-DTR

PLEASE PHONE Barbara K. Olejars 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