

David S. Hardy
Main: 203-777-5501
Direct: 203-784-3119
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dhardy@carmodylaw.com

195 Church Street
P.O. Box 1950
New Haven, CT 06509-1950

July 20, 2016

VIA HAND DELIVERY

Kimberly R. Martone, Director of Operations
Department of Public Health - Office of Healthcare Access
410 Capitol Avenue
MS# 13HCA
Hartford, CT 06134



**Re: Greater Waterbury Health Network, Inc.
Prospect Medical Holdings, Inc.
Certificate of Need Determination Request – The Harold Leever Regional Cancer
Center, Inc.**

Dear Ms. Martone:

I enclose for filing a Certificate of Need Determination Request concerning the Transfer of The Waterbury Hospital's Joint Venture Interest in The Harold Leever Regional Cancer Center, Inc. to a subsidiary of Prospect Medical Holdings, Inc. as part of the Proposed Asset Purchase by Prospect Medical Holdings, Inc. under OHCA Docket Number 15-32017-486.

Please feel free to contact me with any questions. Thank you for your attention to this matter.

Very truly yours,

David S. Hardy

DSH/cf
Enc.

cc: Michele Volpe, Esq., Counsel for Prospect Medical Holdings, Inc.

{N5252245}



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 receive all correspondence in this matter.	Darlene Stromstad, President/CEO	Jonathan Spees, SVP, Corporate Development

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 Joint Venture Interest in The Harold Leever Regional Cancer Center, Inc. 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: **1075 Chase Parkway, Waterbury, CT 06708**
- d. List each town this project is intended to serve: **This project is intended to serve the towns currently served by Greater Waterbury Health Network 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 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.

GWHN is the sole member of The Waterbury Hospital. The Harold Leever Regional Cancer Center, Inc. ("HLRCC") is a 50/50 joint venture between The Waterbury Hospital and Saint Mary's Hospital. Formed in October 2002, the HLRCC combined both hospitals' existing medical and radiation oncology businesses into one combined program to better meet the needs of the community. HLRCC provides state of the art cancer diagnostic and radiation services with two (2) linear accelerators and a PET/CT Scanner. The community's two private medical oncology practices provide services at HLRCC. It is located at 1075 Chase Parkway, Waterbury, Connecticut. HLRCC is licensed by the Department of Public Health as an Outpatient Clinic. A copy of HLRCC's license information record is submitted herewith.

HLRCC serves 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 Waterbury Hospital will transfer its joint venture interest in HLRCC to a subsidiary of Prospect. The transfer of this interest in HLRCC to Prospect is an integral component of the proposed acquisition; and is therefore already subject to CON review by OHCA.

As described in the transaction under review in OHCA Docket Number 15-32017-486, no changes in services or licensure are being proposed. After the acquisition, HLRCC will continue providing the same services to residents of the same service area from the same location.

Based on the foregoing, GWHN and Prospect respectfully request a determination that the transfer of Waterbury Hospital's joint venture interest in HLRCC 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.

SECTION IV. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

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


Project Title: **Transfer of The Waterbury Hospital's Joint Venture Interest in The Harold Leever Regional Cancer Center, Inc. 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

7/19/16
Date

Subscribed and sworn to before me on 7/19/16


Notary Public/Commissioner of Superior Court

My commission expires: 7/31/16

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: PROSPECT MEDICAL HOLDINGS, INC.

Project Title: Transfer of The Waterbury Hospital's Joint Venture Interest in The Harold Leever Regional Cancer Center, Inc. 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, Sam Lee, CEO
(Name) (Position – CEO or CFO)

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

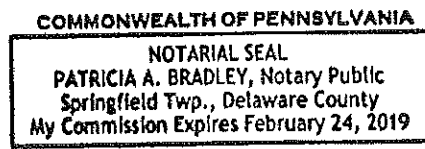
information provided in this CON Determination form is true and accurate to the best of my knowledge.

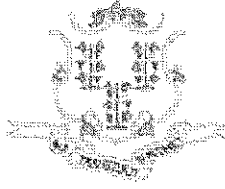
[Signature] 7/13/16
Signature Date

Subscribed and sworn to before me on July 13, 2016

Patricia A. Bradley
Notary Public/Commissioner of Superior Court

My commission expires: 2-24-19





State of Connecticut

Lookup Detail View

Name

Name
THE HAROLD LEEVER REGIONAL CANCER CENTER INC.

License Information

FLIS

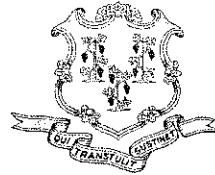
License Type	License Number	Expiration Date	Granted Date	License Name	License Status
Outpatient Clinic	377	09/30/2016	10/01/2008	THE HAROLD LEEVER REGIONAL CANCER CENTER INC.	ACTIVE

Generated on: 7/20/2016 12:19:00 PM

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

August 5, 2016

VIA FACSIMILE ONLY

Darlene Stromstad
President/CEO
The Waterbury Hospital
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 16-32108-DTR
The Harold Leever Regional Cancer Center, Inc.

Dear Ms. Stromstad and Mr. Spees:

On July 21, 2016, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination Form on behalf of Greater Waterbury Health Network, Inc. {"GWHN"} and Prospect Medical Holdings, Inc. ("PMH") with respect to The Waterbury Hospital's interest in The Harold Leever Regional Cancer Center, Inc. (the "Center")

The Harold Leever Regional Cancer Center, Inc. is a 50/50 joint venture between The Waterbury Hospital and Saint Mary's Hospital. It combined both hospitals' existing medical and radiation oncology businesses into one combined program. GWHN is the sole member of The Waterbury Hospital. GWHN and PMH submitted to the Attorney General and the Commissioner of the Department of Public Health an application for approval of a proposed asset purchase by PMH under OHCA Docket Number 15-32017-486. GWHN and PMH are seeking a determination that the transfer of GWHN's interest in the Center to PMH does not require CON review.

Connecticut General Statutes § 19a-638(a)(2) requires a CON for the "transfer of ownership of a health care facility." Pursuant to Conn. Gen. Stat. § 19a-630(11) "Health care facility includes any parent company, subsidiary, affiliate or joint venture, or any combination thereof, of any such facility." Since the Center is a joint venture, it qualifies as a health care facility whose ownership transfer requires CON authorization. Therefore, a CON is required for the aforementioned proposal.

Sincerely,

Handwritten signature of Kimberly R. Martone in black ink.

Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR
Chad Wable, Saint Mary's Hospital



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

* * * COMMUNICATION RESULT REPORT (AUG. 5. 2016 3:08PM) * * *

FAX HEADER:

TRANSMITTED/STORED : AUG. 5. 2016 3:08PM

FILE MODE	OPTION	ADDRESS	RESULT	PAGE
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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: DARLENE STROMSTAD

FAX: 203-573-6161

AGENCY: THE WATERBURY HOSPITAL

FROM: OHCA

DATE: 8/516 **Time:** _____

NUMBER OF PAGES: _____
(including transmittal sheet)

Comments:
Please see attached determination for Report Number: 16-32108-DTR.
for the Harold LEEVER Regional Cancer Center, Inc.

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 (AUG. 5. 2016 3:09PM) * * *

FAX HEADER:

TRANSMITTED/STORED : AUG. 5. 2016 3:08PM	FILE MODE	OPTION	ADDRESS	RESULT	PAGE
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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: JONATHAN SPEES

FAX: 714 560-7320

AGENCY: PROSPECT MEDICAL HOLDINGS, INC.

FROM: OHCA

DATE: 8/516 Time: _____

NUMBER OF PAGES: _____
(including transmittal sheet)

Comments:

Please see attached determination for Report Number: 16-32108-DTR
 for the Harold Leever Regional Cancer Center, Inc.

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 (AUG. 5. 2016 3:10PM) * * *

FAX HEADER:

TRANSMITTED/STORED : AUG. 5. 2016 3:09PM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

725 MEMORY TX

912037093238

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: CHAD WABLE
FAX: 203 709-3238
AGENCY: ST. MARY'S HOSPITAL
FROM: OHCA
DATE: 8/516 Time: _____
NUMBER OF PAGES: _____
(including transmittal sheet)

Comments:

Please see attached determination for Report Number: 16-32108-DTR for the Harold Leever Regional Cancer Center, Inc.

PLEASE PHONE Barbara K. Olejarcz 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