

entities, and Ms. Rocha participated *in extenso* throughout the hearing. Portions of the transcript discussing APS's conflict appear at pages 5 – 16 and 96 – 136.

Attached at Exhibit 14 is a July 14, 2020 letter from Jessica Rider and Fernanda Lopes to the chair and vicechair of the Health Services Counsel, enclosing Mss. Rider and Lopes's July 3, 2020 letter to Ms. Rocha. The July 3 letter expresses concerns, *inter alia*, about the Prospect entities' "payment of dividends in recent years," which the Receivers contend relates to both the 2013/2014 regulatory approvals and CharterCARE Community Board et al. v. Samuel Lee, et al., PC-2019-3654.

Attached at Exhibit 15 is a July 17, 2020 letter from Ms. Rocha to the members of the Health Services Council. This letter comments on, *inter alia*, the subject matter of CharterCARE Community Board et al. v. Samuel Lee, et al., PC-2019-3654.

In addition, the Receivers wish to clarify a portion of their memorandum concerning APS's fees. On page 6 of their memorandum, the Receivers stated:

APS billed at least \$41,281.75 for its services as SJHSRI's general counsel from the beginning of 2012 until the asset sale to Prospect in June of 2014, and billed at least \$31,847.50 for its services as CCCB's general counsel from 2012 through the end of 2014 (in addition to other amounts Adler Pollock billed on various matters for the Oldcos).

Receivers' July 10, 2020 memorandum at 6. That statement is true but does not fully explain the greater magnitude of APS's billings as reflected in Exhibit 1 to the memorandum, which is summarized here for the convenience of the Court.

As reflected in Exhibit 1, APS billed and was paid at least the following:

- \$41,495.25 for St. Joseph Health Services of Rhode Island, relating to "General Counsel-St. Joseph Health Services of R.I.," from January 10, 2012 to July 10, 2014;
- \$31,847.50 for CharterCARE Community Board relating to "General – CharterCARE," from January 10, 2012 to April 7, 2014;

- \$477,328.93 (including \$9,308.26 in expenses) for CharterCARE Community Board, relating to “Prospect,” from June 11, 2013 to July 10, 2014;
- \$46,364.25 (including \$4,442.00 in expenses) for CharterCARE Community Board and St. Joseph Health Services of Rhode Island, relating to various other matters from January 10, 2012 to September 10, 2014; and
- \$442,976.51 (including \$35,493.31 in expenses) for CharterCARE Community Board and St. Joseph Health Services of Rhode Island, relating to all matters from January 2, 2015 to March 11, 2019.

Altogether, from 2012 to 2019, APS billed and received at least \$1,040,012.44 from the OldCos, *i.e.* over one million dollars.

Respectfully submitted,

Thomas S. Hemmendinger, as Liquidating Receiver
of CharterCARE Community Board,
St. Joseph Health Services of Rhode Island, and
Roger Williams Hospital

/s/ Thomas S. Hemmendinger

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Health Services of Rhode Island Retirement Plan,
By his Attorney,

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Dated: July 27, 2020

CERTIFICATE OF SERVICE

I hereby certify that, on the 27th day of July, 2020, I filed and served the foregoing document through the electronic filing system on the following users of record:

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The document electronically filed and served is available for viewing and/or downloading from the Rhode Island Judiciary's Electronic Filing System.

/s/ Benjamin Ledsham

Exhibit 12

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
PROVIDENCE, SC. SUPERIOR COURT

CHARTERCARE COMMUNITY BOARD)
)
)
V.) C.A.: PC-2019-3654
)
)
SAMUEL LEE, et al)

HEARD BEFORE

THE HONORABLE ASSOCIATE JUSTICE BRIAN P. STERN

REMOTELY ON JUNE 23, 2020

APPEARANCES:

STEPHEN SHEEHAN, ESQUIRE.....PLAN RECEIVER
STEPHEN DEL SESTO, ESQUIRE.....PLAN RECEIVER
BENJAMIN LEDSHAM, ESQUIRE.....FOR THE PLAN RECEIVER
THOMAS HEMMENDINGER, ESQUIRE.....LIQUIDATING RECEIVER
ARLENE VIOLET, ESQUIRE.....FOR THE RETIREES
PRESTON HALPERIN, ESQUIRE.....FOR PROSPECT ENTITIES
VINCENT INDEGLIA, ESQUIRE.....FOR THE DEFENDANTS
MARK FREEL, ESQUIRE.....FOR J.P. MORGAN
DAVID GODOFISKY, ESQUIRE.....FOR ANGELL PENSION

GINA GIANFRANCESCO GOMES
COURT REPORTER

TUESDAY, JUNE 23, 2020

MORNING SESSION

(The following hearing was conducted remotely:)

THE COURT: I would ask the clerk to please turn on the public access on the Court's Youtube channel.

THE CLERK: Public streaming is on, your Honor.

THE COURT: We are going to show a short introductory video and then the clerk will call the case and we will hear the matter before the Court.

(The introductory video was played.)

THE COURT: Madam Clerk, if you would please call the case.

THE CLERK: Your Honor, the matter before the Court is PC-2019-3654, CharterCare Community Board v. Samuel Lee, et al. This on for the Plan and Liquidating Receivers' Motion for Temporary and Permanent Injunction and Equitable Relief, and also the Plan and Liquidating Receivers' Motion to Compel Production of Documents and Other Information from Prospect CharterCare, LLC. Will the Receiver please identify himself for the record?

MR. SHEEHAN: This is Stephen Sheehan. I'm appearing for the Plan Receiver. I'm sorry if it's unclear. There are two receivers involved.

THE COURT: Yes. So we have Attorney Sheehan, and is there anyone else from your firm that's on the video

CERTIFICATION

I, Gina Gianfrancesco Gomes, hereby certify that the succeeding pages 1 through 48, inclusive, are a transcript of a hearing done remotely to the best of my ability.

GINA GIANFRANCESCO GOMES
COURT REPORTER

call this morning?

MR. LEDSHAM: Benjamin Ledsham also for the Plan Receiver, Mr. Del Sesto.

THE COURT: Thank you.

MR. DEL SESTO: Your Honor, Steve Del Sesto, the Plan Receiver.

THE COURT: Thank you. And for the Liquidating Receiver. I see Attorney Hemmendinger.

MR. HEMMENDINGER: Yes, your Honor. Thomas Hemmendinger, Liquidating Receiver for CharterCare Community Board, St. Joseph's Health Services of Rhode Island, and Roger Williams Hospital.

THE COURT: Very good. Also on kind of that side of the V, I see Attorney Violet. If you could enter your appearance and who you present.

MS. VIOLET: Arlene Violet for the elder retirees, age 75 years of age or older.

THE COURT: With respect to the Prospect and Prospect entities if they could enter their appearance.

MR. HALPERIN: Good morning. Preston Halperin for the Prospect entities other than Prospect CharterCare, LLC. So in other words, I've got Prospect Medical Holdings, Prospect East, and Prospect East Advisory.

THE COURT: Thank you very much. And Attorney Indeglia, you are here on behalf of some individual

1 directors.
2 MR. INDEGLIA: Yes, your Honor. Attorney Vincent
3 Indeglia from Indeglia Associates. Jacqueline Carter is
4 here with me as well. We represent Samuel Lee, David
5 Topper, or actually all of the individually named
6 directors. In addition, we represent the newly added
7 Defendants, Ivy Holdings, Inc., Ivy Intermediate
8 Holdings, and the David and Alexa Topper Family Trust.
9 THE COURT: I also see a box that says Mark Russo
10 but that doesn't look like Mark Russo. Would counsel
11 enter their appearance.
12 MR. PIMENTEL: Good morning, your Honor. Matthew
13 Pimental for Prospect CharterCare, LLC.
14 THE COURT: Thank you. Attorney Freel, who do you
15 represent in this case?
16 MR. FREEL: Your Honor, Mark Freel for J.P. Morgan
17 Chase Bank.
18 THE COURT: Thank you very much. And Attorney
19 Godofsky, I believe it's the actuarial firm, if you could
20 enter your appearance.
21 MR. GODOFSKY: Yes, representing Angell.
22 THE COURT: Is there anyone that we missed at this
23 point? Okay. Hearing none, I am going to ask the Plan
24 Receiver and the Liquidating Receiver may proceed on
25 their motions. As was said earlier during the video, I

1 the amount of over \$450 million leaving Prospect
2 CharterCare insolvent, and, hence, there is a claim for
3 fraudulent transfer.
4 Now, the motions before the Court today involve
5 Community Board's rights as a minority shareholder to
6 inspect books and records of the corporation. And the
7 context in which that right is being addressed, though
8 not necessarily defining the right, is the need for the
9 minority shareholder and the Plan Receiver to make an
10 informed decision concerning the value of the 15 percent
11 interest in Prospect CharterCare or whatever the proper
12 percentage interest is, as I will get into, and to decide
13 whether to exercise a Put option.
14 I'd say first that this too is independent of the
15 dispute between the Plan Receiver and Prospect that is
16 pending in Federal Court. It concerns Community Board's
17 rights that preexisted and are independent of that
18 litigation. The only connection legally between the two
19 cases is that the Plan Receiver's standing in the case
20 for which we're having this hearing is based on a
21 settlement in the Federal Court litigation that this
22 Court twice approved in which it was agreed that
23 Community Board would hold its interest in Prospect
24 CharterCare in trust for the Plan Receiver, and that is
25 the basis upon which the Plan Receiver has joined through

1 have had the opportunity to review the papers in both
2 cases as well as the objections and exhibits. I would
3 ask counsel to please proceed.
4 MR. SHEEHAN: Thank you, your Honor. It's Steve
5 Sheehan. If I may proceed first? Mr. Hemmendinger and I
6 have discussed this and he is in agreement with me going
7 first, I believe.
8 THE COURT: Thank you.
9 MR. SHEEHAN: Your Honor, I understand that the
10 Court is reluctant to interrupt with questions, and
11 that's probably a technical issue, but to the extent that
12 it seems that I am going off on a tangent, I would ask
13 the Court to please interrupt.
14 Anyway, as the Court knows this is a lawsuit between
15 the minority shareholder COCB, I'm just going to call
16 them Community Board, as one Plaintiff and the Plan
17 Receiver as the other Plaintiff against the majority
18 shareholder and Prospect CharterCare, LLC, and that's
19 Prospect East Holdings and various entities related to
20 those Prospect entities. The lawsuit involves many
21 issues including -- and what is key, I think, to this
22 hearing today, the allegation that the Prospect Group
23 borrowed millions and millions and millions of dollars
24 and gave the borrowed funds to other shareholders that
25 were up the line that don't involve Community Board in

1 an amended complaint as a Plaintiff in this action and
2 that's the basis in which I'm speaking.
3 Now, with that preliminary done, what we are here on
4 is two independent but related motions. The first is for
5 a writ of mandamus or permanent injunction involving
6 access to books and records, which is coupled with a
7 request for an equitable extension of time to exercise
8 the Put option, and that motion is based on a contractual
9 right of access to the books and records as set forth in
10 the LLC agreement.
11 The second motion, which is related, is to compel
12 production of documents. Now, the document request in
13 this case arose in an unusual context in which the case
14 was otherwise stayed. There is no longer a stay in the
15 case, but at the time there was. And what the parties
16 did is we entered into a stipulation that the Court
17 entered as an order in which Prospect CharterCare agreed
18 that we would provide all documents that the Receivers
19 reasonably required to evaluate and appraise the Put
20 option and their interest in Prospect CharterCare with
21 certain caveats having to do with they don't have to
22 disclose attorney/client documents, they don't have to
23 create documents, but basically they agreed to produce
24 the documents that the Receivers need at the time when
25 the action was otherwise stayed. Now discovery is wide

1 open. Presumably we could proceed, but we have already
2 been well over a over a year planning this initial
3 production so we filed this motion to compel and would
4 like to deal with it.
5 I would like to deal first with the motion for the
6 writ of mandamus or permanent injunction. That motion
7 was first filed in March of 2019, and that motion has
8 been held in abeyance by agreement. Held in abeyance
9 while document production took place, but not subject to
10 the document production being adequate or inadequate.
11 Initially Community Board and then the Liquidating
12 Receiver, now the Liquidating Receiver and the Plan
13 Receiver always had the right to proceed on the motion
14 for a preliminary and permanent injunction and writ of
15 mandamus to obtain access to the books and records.
16 Now, I'm going to just focus on that motion first,
17 if I may, your Honor. There is no dispute that Community
18 Board and by extension the Receivers have a contractual
19 right to direct access to the books and records. It's
20 right in the LLC agreement, and, your Honor, it's
21 unqualified. Unlike various statutory rights to access
22 books and records, which require a showing of cause or a
23 demand that was then denied, this is just an unqualified
24 right of access. And there is no limit or requirement
25 on the motive of the minority shareholder. It's just a

1 straight right of access.
2 Now, there is also no dispute that Prospect
3 CharterCare has refused to permit the Receivers to
4 directly access the books and records of the company. In
5 fact, when we filed the motion for a preliminary
6 injunction, their response was to try to fend this off
7 with a period of document production, but they never gave
8 us access to the books and records.
9 Now, when we went down that route and made document
10 requests, the request included up-to-date financials for
11 Prospect CharterCare. And over a period of time certain
12 production was made, but on a timely basis, specifically
13 on January 21st of 2020, the two Receivers asked for
14 documents that were required under the stipulation and
15 consent order of April 25th that were required to be
16 produced to the extent that they existed. And those
17 documents included updated financials and they included
18 a lot of things, your Honor, but I would like to focus on
19 that because, I think, ultimately, the relief we're going
20 to request is based sufficiently on that one item that we
21 needn't get into all of the specific items that were in
22 the document request.
23 Now, so on January 21st there is a request for
24 updated financials and Prospect completely ignores the
25 request, does not produce any documents, does not respond

1 in writing or otherwise, leaving the Receiver's staff to
2 file a motion to compel. And I know I'm talking about
3 the motion for injunctive relief, and in the context I'm
4 talking about the motion to compel, and I hope it's not
5 being confusing, but they're related because, ultimately,
6 the equities involved in the request for extension of
7 time we're seeking, I think depends somewhat on what
8 happened with the document production. So we had to file
9 a motion to compel, and then for the first time Prospect
10 responded to this document request of January 21st and
11 said that you have all the documents.
12 Now, the document request specifically asked for
13 updated financials through the fiscal year ending
14 September 30, 2019, and we obviously and definitely do
15 not have those documents. There had been some production
16 of financials from earlier years but not those current
17 financials. So in 2020 we're asking for the fiscal year
18 ending 9/30/19. And it's not produced and then they say
19 we already have all the documents. Well, they never
20 produced that.
21 Then, your Honor, we, in the last few weeks through
22 our own investigation, have obtained a copy of an audited
23 financial, audited financials who are Prospect
24 CharterCare and the two subs that own the hospitals.
25 And those financial statements create enormous concern on

1 the part of the Receivers and enormous doubt concerning
2 whether Prospect CharterCare has any value whatsoever
3 other than a potential suit against the shareholders that
4 stripped it of finances through these dividends. What
5 they show, your Honor, is that as of September 30, 2019,
6 Prospect CharterCare and the two subs were pledgees,
7 that's the word that's used, pledgees, on a sale
8 leaseback between Prospect Medical Holdings and certain
9 other Prospect entities and a REIT, a real estate
10 investment trust, called Medical Properties Trust.
11 And the financial statements state that Prospect
12 CharterCare is a pledgee on that obligation. And, your
13 Honor, the current indebtedness on that obligation is
14 \$1.331 billion. And, your Honor, that indebtedness was
15 entered into by Prospect Medical Holdings as a way of
16 paying off the indebtedness that it had entered into to
17 get the funds it used to pay the dividend. So initially
18 it had a straight term loan with a promissory note. It
19 borrows money, it gives the money to certain
20 shareholders, not Community Board, and then it retires
21 that debt with the leaseback arrangement on which
22 Prospect CharterCare is the pledgee for over \$1.33
23 billion.
24 They also state that the same REIT loaned Prospect
25 Medical Holdings another \$112 million based on the value

1 of Prospect CharterCare and the Rhode Island Hospital.
2 If you add those numbers, we're up to over \$1.4 billion
3 in debt that the Prospect CharterCare and the Rhode
4 Island Hospital, that own the Rhode Island Hospital, are
5 on the hook for.
6 Now, I had a discussion with Mr. Halperin yesterday,
7 and I don't want to be in front of your Honor with a
8 dispute about what was said between counsel. So to the
9 extent there is any disagreement between myself and Mr.
10 Halperin, I'm just going to withdraw whatever I have to
11 say, but I don't think there is going to be disagreement.
12 I brought to his attention this situation in which
13 basically the Rhode Island Hospital have been made
14 hostage to the Prospect Group's financing and payment of
15 dividends. By the way, your Honor, the dividends are
16 nearly \$500 million in dividends. And Mr. Halperin got
17 back to me after he spoke to his client and to Attorney
18 Rocha from Adler Pollack and told me that his client
19 informed him that neither Prospect CharterCare nor the
20 two entities that own the Rhode Island Hospital are on
21 the hook for that indebtedness.
22 Well, we, therefore, are in the state of absolute
23 and utter confusion, your Honor, because the financial
24 statements used the term pledgees. And, your Honor, I
25 don't even know if it's possible to download documents,

1 but I'm just going to show the Court, if I can -- well,
2 there's no point to it. Mr. Halperin has these and I
3 have them. And starting with the Prospect CharterCare
4 2019 statement on page 22 there is the statement,
5 "Additionally, as of September 30, 2019, the company,
6 which is defined as Prospect CharterCare, is a pledger
7 for all of the transactions that Prospect Medical
8 Holdings has entered into with affiliates of Medical
9 Properties Trust." So there it is.
10 And then the next page, your Honor -- actually, two
11 pages, on page 24, "Additionally, Prospect Medical
12 Holdings entered into a promissory note under which MP,
13 which is the REIT, has advanced to Prospect Medical \$112
14 million related to the value of the properties in Rhode
15 Island."
16 So here we have these financials that were kept from
17 us, your Honor, that we requested in January, 2020, that
18 we found virtuously by virtue of through the attorney
19 general, your Honor. There was a discussion with the
20 attorney general and we found them through that in the
21 last several weeks that show that this investment that
22 Community Board has, this shareholding it has in Prospect
23 CharterCare may be worth nothing, other than this
24 potential claim for fraudulent transfers.
25 So I focused on that, your Honor, because I really

1 wanted to address the response of Prospect CharterCare
2 that they have given us everything. They haven't given
3 us the big thing, the key thing. We even now in
4 conversations with Mr. Halperin can't get to the bottom
5 of this. If they can satisfy us now that there is no
6 liability of Prospect CharterCare for the two subs for
7 this indebtedness, fine, but they have to do that through
8 some form of document production. We have financial
9 statements. Obviously, Mr. Halperin isn't expecting me
10 to rely on his phone conversation. So there is a
11 situation where our right to direct access to the books
12 and records, which has been frustrated, has prevented us
13 from getting the information we need as shareholders.
14 Now, I would like to address our entitlement,
15 legally why we are entitled to direct access and that has
16 to do with the legal remedy of mandamus. And, typically,
17 mandamus is applied against public entities, but there is
18 a long line of cases in all jurisdictions that I'm aware
19 of across the United States applying it in the private
20 context, specifically in the context of disputes between
21 shareholders over access to books and records, and the
22 elements of mandamus are really simple and are met here.
23 First, you have to show a clear legal right to the
24 relief, and here we have a contract that gave us the
25 right. Second, you have to show that what we're seeking

1 by mandamus, the action that we're asking the mandamus to
2 order is a ministerial duty, which the party being asked
3 to comply has no discretion to refute. And, again, there
4 is no discretion in the LLC to refuse to give direct
5 access to the records. And, third, that there is no
6 other adequate remedy at law, and there certainly is
7 none.
8 The only other possible remedy is the equitable
9 remedy of a mandatory injunction. The problem there is
10 one of the elements of a mandatory injunction is no
11 remedy of law and mandamus is a remedy of law. Plus,
12 mandamus is simpler. And, I think, in this context it
13 fits better. But whether you go under the criteria for
14 mandamus or the criteria for a mandatory injunction, we
15 have met the elements. And I'm not going to recite the
16 elements of mandatory injunction. They're in our papers
17 and we really think they're secondary because I believe
18 the mandamus issue is clear enough that we don't need to
19 go into that.
20 Now, legally, we are also asking for -- not legally
21 I should rephrase that. We're also asking in connection
22 with this motion for writ of mandamus for equitable
23 relief in the form of the court ordering an extension of
24 the time to exercise the Put option until we have the
25 information we need to make an intelligent decision

1 concerning the community board's investment in Prospect
2 CharterCare.
3 And I, in the memo provided to the Court, the
4 supplemental memo back in February, gave the Court the
5 Am Jur citation that notes that an optionor has a duty to
6 provide the optionee with the information the optionee
7 needs. In the cases that say there was a breach of that
8 duty, the Court has the equitable power to extend the
9 period of time to exercise an option. I cited a federal
10 court case out of Mississippi, an older Rhode Island
11 case, actually, 1901 of Gilford v. Mason, a Ten Circuit
12 case, Brown v. Coleman, all saying that equitable relief
13 in this context includes extending the time in which
14 options can be exercised. Of course, equities can always
15 order what needs to -- can fashion a remedy if there is a
16 no remedy heretofore induced by equity, but we're not in
17 that situation. We're within a well-known equitable
18 remedy, which is an extension of time to exercise the
19 option. And we're seeking 90 days from compliance by
20 Prospect CharterCare with either allowing us direct
21 access to the books and records by our accountant, which
22 will entail cooperation by Prospect CharterCare's
23 bookkeeper with our accountant, Mr. Donald Weishart in
24 reviewing the records directly, or alternatively Mr.
25 Halperin and I may be able to work out what documents we

1 Put to decide not to exercise the Put. And, your Honor,
2 the decision not to exercise the Put should be based on
3 an informed decision, just as the decision to exercise it
4 should be and we have a right to that information.
5 That's motion number one.
6 Motion number two is the motion to compel production
7 of documents. And as I said earlier, the context in
8 which the right to documents arose was a little bit
9 unique because it was at a time there was otherwise a
10 stay. And it was limited to documents that the Receiver
11 is reasonably required to evaluate whether to exercise
12 the Put option and in order to value what the Put option
13 is worth. We sent letters requesting documents on a
14 timely basis under the parameters of the April 25th
15 stipulation and order and they were ignored.
16 So I have sent Mr. Halperin a list. If we are going
17 to get into the nitty-gritty of what actual documents it
18 is we want, it probably makes more sense to work off of
19 that list that I have with Mr. Halperin, but that really
20 depends on him agreeing with that and we will get to that
21 in due course.
22 For the time being, I think I have satisfied my
23 burden of showing my obligation to compel based upon this
24 enormous anomaly of there being a pledgee on \$1.33
25 billion and an obligor on another \$112 million at a time

1 need. At least we've tried to. I sent him a list and we
2 have agreed on some of them tentatively. I'm not
3 suggesting Mr. Halperin is bound, but we tried to clear
4 the way a little bit for this hearing by talking about
5 what documents are specifically needed. So 90 days from
6 compliance of either direct access or the production.
7 Now, obviously, there may be a dispute about the
8 adequacy of the production or the adequacy of direct
9 access in which case we would just reserve the right to
10 come back to the Court to ask for additional time on the
11 basis that the 90 days shouldn't start running because we
12 haven't really had direct access. We haven't really had
13 production.
14 So that's the first part of it, the writ of
15 mandamus/mandatory injunction. Your Honor, it is
16 absolutely key and we're in this grotesque situation of
17 being a shareholder in an entity and not being provided
18 with financial information about the entity when we have
19 a clear contractual right to it. And what information
20 we have suggests that there is unbelievable financial
21 strain, to put it mildly, at the time we are being asked
22 to exercise or have an obligation to either exercise or
23 waive a contractual right to a Put option. We were
24 being squeezed, your Honor, with a lack of information.
25 We don't have an informed basis to either exercise the

1 when Prospect CharterCare is telling us they are not on
2 the hook for that at all.
3 So I don't really see the need to get into more
4 specifics than that. I would say, your Honor, that one
5 of the requests that I would like to focus on though
6 specifically is in a letter that the Receiver sent on
7 January 30th. It's an exhibit -- I believe it's attached
8 to the motion to compel production in which the request
9 was made for four categories of documents.
10 And the third category had to do with any pending or
11 contemplated transactions involving Prospect entities
12 that are in any way contingent upon or affected by
13 whether or not the Put option is exercised. What we're
14 focusing on there, your Honor, is there is a lot going on
15 with Prospect but we don't know what it is. We provided
16 your Honor with the letter board members of Congress sent
17 to Prospect Medical Holdings talking about the dire
18 financial circumstances and the stripping of assets to
19 favor Leonard Green.
20 There's also the pending application in front of the
21 Rhode Island Department of Health and the Attorney
22 General for a change in the effective control of the
23 hospitals to enable Prospect East or Prospect Medical
24 Holdings, it's not clear, to buy out Leonard Green for
25 \$12 million plus an unknown amount payable in dividends

1 to unknown unidentified shareholders. And at the same
2 time the current financial statements that I referred to
3 when they talk about this indebtedness of \$112 million
4 that Prospect Medical Holdings entered into based on the
5 value of the Rhode Island facilities say that this was
6 unless and until those facilities are made subject to a
7 sale leaseback agreement.

8 So it appears that there is a plan in the works once
9 Community Board is ironed out of the picture, like a
10 wrinkle, to have the hospitals in Rhode Island enter into
11 sale leaseback, and, in essence, be sold to this REIT and
12 all of that is something that we, as the minority
13 shareholder, and Prospect CharterCare have the right to
14 understand. We're just being completely boxed out.

15 So I would like to just ask the Court if the Court
16 has any questions and then that's where I end.

17 THE COURT: Okay. Counsel, when the Court heard the
18 motion for information, as your side put it, to gather
19 information to be able to make an informed decision of
20 whether or not to exercise the Put, I think Prospect's
21 argument very clearly was, okay, let's look at the
22 agreement between the parties, the LLC agreement. And
23 while there is broad appraisal rights once a decision on
24 the Put is made, if it is, in fact, made, there is
25 sharing of documents, there's appraisal, there's other

1 that we seek through the motion to compel that may be
2 outside of the actual financial books and records of
3 Prospect CharterCare, but we have a right to those
4 documents based upon a stipulation which the Court
5 entered as an order.

6 Now, let me address your Honor's first point with
7 respect to the prior motion to compel. That was a motion
8 to compel that Mr. Fine filed when Community Board still
9 was in control of its assets before the settlement, and
10 there was certain production of documents that took place
11 pursuant to that request that he made and there was a
12 hearing before your Honor on the motion to compel, and
13 pursuant to that certain additional documents were
14 produced.

15 But what we were proceeding on here today, your
16 Honor, is the right that existed from April 25th of 2019
17 and was carried forward first on October 5th of 2019 and
18 then I want to say on November 20th of 2019 and
19 subsequent stipulations that gave the Receivers the right
20 to request additional documents and to move to compel if
21 those documents were not produced. And that stipulation
22 and order is completely separate from the motion that Mr.
23 Fine handled, completely unrelated to that.

24 And, your Honor, even after the hearing that the
25 Court had on Mr. Fine's motion, that obligation under the

1 things, but for good or bad the agreement between the
2 parties is really silent into what information your
3 client or the liquidating Receiver's client is entitled
4 to to make that decision.

5 My recollection is the Court heard a whole list and
6 there was a spread sheet in terms of documents and it
7 issued an order and allowed certain of those documents to
8 be produced. Now, you're coming in asking for other
9 documents, some of which I believe the Court addressed
10 early on that you're saying there has been a change of
11 circumstances here. We have that on one side. On the
12 other side we have an LLC agreement that does have a
13 specific clause with respect to books to records.

14 And I understand Prospect's objection, I will hear
15 from them, that there was a general demand, not a
16 specific demand, and the Court can make a decision on
17 that. But if you're entitled to the books and records,
18 does that alleviate the need for the further motion to
19 compel or the things that you believe you would not get
20 if you had access to the books and records that you're
21 asking for in your motion to compel.

22 MR. SHEEHAN: Let me take the last point first, your
23 Honor.

24 THE COURT: Sure.

25 MR. SHEEHAN: And that is that there are documents

1 stipulation and order of April 25th was continued by
2 further stipulation. And what happened with Mr. Fine's
3 motion, your Honor, is not that it was complied with, but
4 that it was passed. There was never a specific order
5 that the Court entered and there never was an
6 adjudication of whether that order was complied with.

7 So all of that adds to this situation is smoke and
8 confusion. We believe that if Prospect CharterCare did
9 not want to produce all documents the Receivers
10 reasonably required to evaluate the Put option, it
11 shouldn't have entered into the stipulation and order,
12 but, of course, it did that because it didn't want to
13 face the prospect of the injunction. So for a tactical
14 reason it choose to give us that right, and that right is
15 independent of anything Mr. Fine was involved in. So on
16 January 21st -- and unless they can show that was out of
17 time and it wasn't, it's contemplated within the ongoing
18 stipulations that up until the time the option is
19 exercised there will be the right to request additional
20 documents. On January 21st we make a timely request.
21 So this prior hearing on the motion to compel is moot at
22 that point.

23 I don't know if I missed something in which your
24 Honor just said. I just tried to capsule my
25 recollection of it and answer it. I apologize if I

1 missed a point.
2 THE COURT: No. So it's your position that even if
3 you had access to the books and records, there are things
4 that may not fall within the books and records that are
5 requested in the motion to compel.
6 MR. SHEEHAN: That's true, your Honor. And our
7 right to that is based upon the stipulation. By the way,
8 your Honor, now with the opening of discovery, we could
9 simply request it, you know.
10 THE COURT: You answered my question. I appreciate
11 it. I know you said you had worked through arguments
12 with Attorney Hemmendinger. I don't know if he has
13 anything further on these motions or when we move to
14 defense counsel they can address all the issues or now.
15 Attorney Hemmendinger.
16 MR. HEMMENDINGER: Thank you, your Honor. I adopt
17 all the arguments that Mr. Sheehan has made and support
18 them. I would just like to add an observation, if I
19 might.
20 THE COURT: Sure.
21 MR. HEMMENDINGER: Obviously, one of the concerns is
22 the value of this Put, but there is also potential causes
23 of action, an actual cause of action in the amended
24 complaint where I'm seeking and the Plan Receiver is also
25 seeking relief based on these voidable transactions. And

1 the Prospect entities, I don't know if there has been any
2 conversations who is going to respond first to the Plan
3 Receiver and the Liquidating Receiver.
4 MR. HALPERIN: Your Honor, I will start by
5 apologizing for not having a tie. I'm out of town and I
6 was unprepared for the tie. Next time it won't happen.
7 THE COURT: No issue at all. Please proceed.
8 MR. HALPERIN: Your Honor, I feel like we are
9 covering ground that we have covered before and this goes
10 back to the April, 2019 stipulation and order that Mr.
11 Sheehan mentioned. We were before the Court on a motion
12 that was filed on August 19, 2019, which was the
13 expedited motion to compel. It did, in fact, result in
14 an order called order on expedited motion to compel
15 production. It's dated October 3, 2019. And that order
16 followed a hearing in which the Court heard our argument
17 on the spreadsheet request, which is a request that came
18 from ECG Management, the valuation consultant that had
19 been hired by CCCB at the time. In fact, that management
20 consultant is going to be the valuation professional that
21 will perform the valuation if there is an exercise of the
22 Put option.
23 But when we went through that spreadsheet at the
24 time, the position that Prospect took is the exact same
25 position that we are taking today, which is we have no

1 I just wanted to point out that in the financial
2 statements that we do have on Prospect CharterCare,
3 Prospect St. Joseph's Health Services of Rhode Island,
4 and Prospect CharterCare Roger Williams Medical Center
5 that in the years between September 30, 2014 and 2018
6 their cash on hand went to zero, all three entities.
7 And I'm not going to address the intent of the
8 Prospect parties in how they've handled the finances, but
9 the clear effect of everything that Mr. Sheehan pointed
10 out already and the additional information about cash on
11 hand, the effect of all of that is to impair the value
12 and impair the viability of these entities.
13 And I can anticipate that if we do exercise the Put,
14 an argument will be made well, these companies aren't
15 worth very much. Look at how little they have for
16 assets. All of that is because of what Prospect has done
17 and has done, frankly, behind the scenes at a minimum,
18 and the Receiver shouldn't be penalized for that in terms
19 of the ascertaining of the value of the Put. So there is
20 a possibility that we may have to assert causes of action
21 based on these transactions as not impairing what the
22 value of the entities should be. That's another thing we
23 need to be able to explore, and the information we
24 requested goes directly to those points. Thank you.
25 THE COURT: Thank you very much. With respect to

1 problem producing financial information related to the
2 Prospect CharterCare, LLC, entity whether they be audited
3 financials, updated audited financials, unaudited
4 financial statements for the period that has not yet been
5 audited, and other financial information that is readily
6 available.
7 And the stipulation that was entered into
8 specifically says not only that if the Receiver or CCCB
9 at the time was not satisfied they could reasonably
10 request more documents, but it had to relate to the
11 valuation process. That's in the language.
12 Secondly, the stipulated language says that it had
13 to be documents that were available. So we weren't going
14 to have to bring people forward to answer the litany of
15 questions that would be answered in a full-blown
16 appraisal process about the future of the company, the
17 growth, the predictions, the projections, who are your
18 key employees, what are some of your problems. Those are
19 things that we get to once the Put option is exercised.
20 So we have produced all available financial information.
21 We went further than that and the Court may recall
22 there was a little bit of a back and forth on some
23 Medicare cost reports where we agreed to produce them
24 thinking they were our documents. It turned out they
25 were documents of a third party that issues reports on a

1 website. They weren't available yet, but we eventually
2 got them from the third party because we had mistakenly
3 agreed to produce them thinking they were ours, but they
4 eventually got those documents too.

5 What happened after that, your Honor, is we had
6 supplied the documents. The documents had been
7 referenced originally in correspondence that went back to
8 September 20th of '18, October 2nd of '18, October 3rd of
9 '18, and November 6th of '18. Those were incorporated
10 into the stipulation. We have produced all of that. We
11 produced updated financials. We thought we were in full
12 compliance.

13 By December of 2019 and heading into January of '20,
14 I began having direct conversations with Mr. Del Sesto,
15 and that conversation was about a methodology to agree on
16 the identity of the valuation professionals, so we could
17 sort of streamline the process better than it was laid
18 out in the LLC agreement. We got to the point where
19 Prospect formally accepted the valuation professional
20 ECG, and we notified them of the valuation professional
21 that was going to be selected by Prospect.

22 Then suddenly everything changed, and instead of
23 proceeding that way and the way we were talking about
24 proceeding was to have the two valuation professionals
25 create one list that both would agree upon and all those

1 documents would become the documents for the valuation.
2 We were trying to streamline the process. Suddenly it's
3 January of '21 and we're getting new requests with the
4 same spreadsheet that we had gone through. Many of the
5 things were identical, some were new, but clearly coming
6 from the valuation professional yet again. So I took the
7 position that we had provided everything we were supposed
8 to provide. We were not going to provide the category of
9 documents that were either questions or things that
10 didn't exist and that's where things broke down. That's
11 where we ended up with these new motions and these new
12 memos and mandatory injunctions.

13 Yesterday Mr. Sheehan contacted me and he presented
14 me with the list and we went through the list and there
15 were things that we readily agreed to produce. Because
16 time has past there are now more audited financials,
17 there are more new financials. I said no problem. We
18 will update that which we have already provided, but our
19 position is that the documents need to relate to the
20 valuation of the Put option. This is not discovery for
21 the federal court litigation, nor is it discovery for
22 this case. This is specific, for one purpose only.

23 Now, a lot of statements had been made by Mr.
24 Sheehan that are just flat out incorrect factually. I
25 will just say this so that everyone can hear once: The

1 sale leaseback transaction which generated this billion
2 dollar amount or the parent company that relates to
3 hospitals outside of Rhode Island, excluded Prospect
4 CharterCare, LLC, and excluded the Rhode Island Hospital
5 entities intentionally because of the issues relating to
6 this dispute as well as the fifteen percent interest. It
7 was excluded. So they did not pledge their assets. They
8 did not mortgage their assets. They did not guarantee
9 the obligations under that facility.

10 Now, yesterday Mr. Sheehan pointed to some language
11 in the financial statements for the first time. I got on
12 the phone with Pat Rocha because she is the attorney for
13 Prospect in front of the regulators right now on this
14 effective change of control proceeding. I spoke with my
15 client and I learned from Ms. Rocha that, in fact, a 2019
16 financial had what she referred to as a poor choice of
17 words in it that was, in fact, corrected. There was
18 language that suggested that the hospitals in Rhode
19 Island had provided security for the \$112 million that
20 was a loan. That secured language was removed. It was a
21 mistake and an updated financial was provided.

22 Also, new information, there was a title search done
23 back in May, and this again was in connection with the
24 proceeding before the regulators. There is no mortgage
25 of any kind on any of the Rhode Island entities. So I am

1 advised and I can represent based on what my client has
2 told me, there are no liens, there are no security
3 interests, there are no mortgages or guarantees related
4 to that facility that Mr. Sheehan is concerned about. So
5 that can be cleared up. That's black and white. That's
6 a factual matter, and I am happy to work with him to
7 clear that up so he doesn't have to be concerned about
8 that. If I had been asked about it before yesterday, we
9 might have gotten to that by now.

10 Back to the issue at hand, your Honor, documents
11 that are being sought that are outside of that which is
12 needed to value the Put option. As an example, the LLC
13 agreement has a procedure pursuant to which the \$50
14 million capital contribution is to be made, and there is
15 an allegation being made that the I's weren't dotted, the
16 T's weren't crossed, that the minority member CCCB did
17 not agree to the capital contributions. I would suggest
18 that they can litigate that issue. We can get to that.
19 Aside from the fact that they were all on the board and
20 these were all presented to the board for these capital
21 contributions and there was no objection at any time from
22 anyone. They went through unanimously.

23 That's not before the Court. That doesn't have
24 anything to do with today, the value of these entities.
25 We are providing all the financial information we have

1 that will enable them to reasonably decide do they want
2 to exercise the Put option or not, and if they do, then
3 we get into the full-blown appraisals. And that's what
4 we were prepared to do from the beginning, and I don't
5 know exactly why they decided to come back with a whole
6 new effort to relitigate the issues that we did, you
7 know, a year ago back in August.

8 Books and records generally, I just want to comment
9 on that. They're seeking financial information. We've
10 provided that which we have and that which they have
11 requested previously for financial information. Books
12 and records is a very amorphous term. They haven't told
13 us what they want. We have refused to provide something
14 in the category of books and records that have been
15 identified. So if they were to say we want to see the
16 board's minutes, that's the books and records, we could
17 respond to that. We have been responding to the specific
18 information that has been requested rather than this
19 broad request.

20 However, I will remind the Court that when the
21 request for books and records was first made, it was made
22 by CCCB, and our position at the time was we will be
23 happy to give them to you as a member of the entity if
24 you agree that these are not going to be used in a way
25 that is adverse to the company. Sign a confidentiality

1 agreement and you can have them. They made it clear that
2 wasn't possible because they were already working with a
3 party that was suing or planning to sue Prospect
4 CharterCare, LLC, the Plan Receiver. That was the
5 holdup.

6 So it wasn't a refusal to provide the documents to
7 the member. It was a refusal to provide them to them in
8 a manner that they were going to then use them in a way
9 that we felt violated their fiduciary duty and not in the
10 best interest of the entity. That wasn't the dispute.
11 However, I believe, we got past that when we provided all
12 of the financial information that we had that they had
13 requested.

14 I also want to just comment that the regulators have
15 in front of them an application for an effective change
16 of control involved in this Leonard Green transaction.
17 As part of that -- and that is a private equity firm that
18 is simply leaving the company for this \$12 million
19 payment. It's not a material financial transaction at
20 all, and the statement that these entities are insolvent
21 is purely ridiculous speculation. They have no idea.
22 They already said they have the current financials and
23 whether or not -- the insolvency of these companies or
24 solvency has nothing whatsoever to do with transactions
25 by Prospect Medical Holdings that relate to other

1 entities, other real estate, other hospitals.

2 They've got to stay focused on what their interest
3 is. They have an interest in these entities. Nothing
4 has been stripped out of these entities. They will find
5 that out and we will produce these records, but a lot of
6 statements are being made here that could suddenly become
7 newspaper articles tomorrow that are just flat out
8 factually incorrect and I just want it to be known by
9 everyone that we should be asked the questions in
10 advance, have the opportunity to show that there is no
11 stripping of assets coming out of Rhode Island. That is
12 just a false allegation.

13 THE COURT: Counsel, just so I can understand, I
14 understand the representation that basically their 15
15 percent interest, or whatever that number is, is not
16 impaired based on other transactions that may have been
17 entered into. And you're saying that you're willing to
18 not only have a conversation but provide the
19 documentation that will demonstrate that there is not.
20 Because what I'm hearing from the Plaintiff is a concern,
21 which will be a concern of anyone without verifying it
22 is, I go ahead and I exercise the Put option and then all
23 of a sudden I find out that there is impairment of my
24 interest, and, you know, I've run into a buzz saw at that
25 point. So you're saying you're willing to spell that

1 with the information, I understand your client or the
2 parent there was an error in the financial statements, to
3 make sure that that issue is taken care of.

4 MR. HALPERIN: Not only that, your Honor, part of
5 what Mr. Sheehan and I discussed yesterday, is that he
6 said if, in fact, there is some connection between these
7 entities and that sale leaseback transaction, can we
8 agree that that contingent or potential liability will be
9 disregarded by the value of these two professionals? The
10 answer to that is also yes. For purposes of valuation,
11 it will be a non-issue. But we don't really need to get
12 there because I am able to represent that the assets have
13 not been pledged. There is no guarantee.

14 THE COURT: And with respect to the books and
15 records, and I understand it's a little tortured in terms
16 of when it was requested and I remember some of these
17 things happening all along, you would agree that there is
18 a specific provision in the LLC agreement that allows
19 them access to or CCCB access to the books and records,
20 which makes sense as a minority shareholder. You're
21 saying that you are looking for more specifics in terms
22 of what their looking for and then deal with it then in
23 terms of their rights under the LLC agreement. There's a
24 difference, at least the Court sees here. Unfortunately
25 on many of the class actions most corporations, as we

1 know in businesses in Delaware, the LLC agreement can
2 modify the statutory books and records request. So what
3 you're saying is you need more specifics in terms of what
4 exactly they're looking for for books and records?
5 MR. HALPERIN: I think we have to because if you
6 think about, records are maintained on computer data
7 bases. So to someone in today's day and age, you can
8 have access to books and records, what does that mean?
9 They would have to come in or get remote access, know how
10 to use your programs, know what they're looking for.
11 It's not really a practical way to simply enter an order.
12 If we had specifics, we could respond to it and provide
13 it, and that's what I think we have been doing. The only
14 only books and records they have been interested in is
15 that which is related to the valuation of the Put option.
16 If they want to go beyond that, they should just spell it
17 out for us.
18 THE COURT: Okay. Thank you. Please continue.
19 MR. HALPERIN: Your Honor, that really does conclude
20 my presentation. The only other thing I can say is that
21 the specific documents that I now have from Mr. Sheehan
22 was a list that included ten items and then one
23 additional item that he mentioned to me yesterday. And,
24 you know, the items that I told him that we were going to
25 be in disagreement on are items that are not related to

1 individuals? I believe the objection was from your firm
2 and Attorney Russo that wished to be heard on the
3 Plaintiff's motion.
4 MR. HALPERIN: Since Mr. Indeglia is here, I guess
5 we should see if he has anything to say. We haven't
6 discussed that.
7 THE COURT: Yes. Mr. Indeglia.
8 MR. INDEGLIA: Your Honor, I have nothing to add
9 other than the fact I think you let Mr. Halperin off easy
10 on the tie issue but that's okay.
11 THE COURT: Thank you very much, counsel. Would
12 either Attorney Sheehan or Attorney Hemmendinger like to
13 respond before we reach the end of the hearing?
14 MR. SHEEHAN: Tom, you started to speak because I
15 was on mute so you go ahead.
16 MR. HEMMENDINGER: Okay. I just wanted to reply to
17 a couple of points that Mr. Halperin made. He was
18 talking about the sale leaseback as not affecting the
19 Rhode Island entities. That's an open question and
20 documents can establish that one way or the other. But
21 he didn't address the fact that the Rhode Island entities
22 are guarantors for hundreds of millions of dollars in
23 debt to financial institutions and that affects the value
24 and those loans were used in large part at least to
25 finance these dividends paid out to the owners of the

1 the valuation question but they're questions that I
2 mentioned earlier about whether they accepted the capital
3 contributions.
4 On the subject of the \$50 million capital
5 contribution, I should touch on that because we had a lot
6 of discussion on that. Those documents were submitted to
7 the Attorney General and they were provided to the
8 Receiver in that same format that showed the \$50 million
9 capital contribution and all the backup for it. If they
10 are unsatisfied with that or they have questions about
11 that, that seems to me to be a subject for another day or
12 another case or another forum. We provided the
13 information. They have asked me, "Will you tell us if
14 there is an additional column for capital contribution
15 since that last date?" And my answer to that yesterday
16 was, "Yes, because we're going to provide you with
17 updated financial information so we can provide you with
18 that information as well." But their dissatisfaction or
19 their challenge to whether or not any of those are truly
20 capital contributions or not, I just don't think that is
21 something we can deal with it in a production
22 environment. That is something that has to come later
23 with allegations and pleadings not a document production.
24 THE COURT: Thank you, counsel. Do you know is
25 there anyone else from Prospect entities or the

1 Prospect entities. Again, I think those are directly
2 relevant to how we evaluate the Put at this point. They
3 are not relevant only after an exercise is made.
4 As far as the \$50 million in capital contributions,
5 that is also directly relevant to the decision the
6 Receivers have to make, because if those contributions
7 were not made under the terms of the LLC agreement,
8 Prospect East's 85 percent interest is diluted and
9 potentially substantially diluted. If hypothetically
10 nothing had been put in for the capital contributions,
11 your Honor, the interest of CCCB would not be 15 percent
12 but would be over 27 percent.
13 The other point I would like to make is that
14 Prospect Medical Holdings is the guarantor of the
15 obligation of Prospect East to put the \$50 million in and
16 it is directly part of all of these other transactions.
17 So to the extent its finances have been impaired, the
18 ability to get this \$50 million contribution into the
19 Rhode Island entities is also impaired. Thank you.
20 THE COURT: Thank you very much. Attorney Sheehan.
21 MR. SHEEHAN: Thank you, your Honor. The
22 predicament that the Receivers found themselves in in
23 late 2019 was that it was becoming more and more apparent
24 that they were potentially buying a pig in the poke by
25 exercising the Put option because there was never any

1 satisfactory explanation of the \$50 million whether it
2 had been put in or not. The issue of dividending money
3 out had surfaced for the first time in fall of 2019, the
4 first time we learned of it in some detail. We had some
5 prior information, but we learned more information then.
6 The predicament that the Receivers have is that if we
7 exercise the Put, ultimately, it's going to end in the
8 number presumably. I don't want to prejudice our rights
9 to argue this point when the time comes, but there is
10 certainly a risk it will end in a number that we have to
11 accept and we are out of the company. And if that's \$5,
12 it's \$5. And giving up our shareholding, we're giving up
13 the right to bring a derivative action by CCCB against
14 the directors and these other entities.

15 So really the evaluation of the Put option by
16 definition involves what are you giving up and what are
17 going to get. The problem we have arises out of a lack
18 of transparency in the financial disclosure from the very
19 outset, and that goes back to the contractual right of
20 access to the books and records. It's not fair to put us
21 in a position where we don't know what the finances are
22 when we have a specific clause that says we are entitled
23 to get them. And, by the way, that is not conditional.
24 There is no right for them to have expected a
25 confidentiality order. There is no condition that is

1 options. We have no idea whether Prospect Medical
2 Holdings is paying \$11 million and change or \$111 million
3 and change to Leonard Green in connection with buying
4 them out.

5 And, your Honor, we have to go back to what this
6 case is ultimately is about. It's a lawsuit involving
7 fraudulent transfers. It's devolved and narrowed into
8 this issue of exercise of the Put by virtue of the way
9 the case developed over time. But the core issue in the
10 case is that there has been a taking of assets from
11 Prospect Medical, who is our guarantor at the very least,
12 paid to individual shareholders. So we are going to get
13 those documents one way or the other. To find out about
14 every asset that Prospect Medical transferred or every
15 contract that Prospect entered into, we're going to get
16 it in the lawsuit one way or the other.

17 THE COURT: Counsel, isn't that an issue in terms of
18 what is going on in the case before Judge Smith and here?
19 What I have are two motions, one looking to compel
20 further information so you can make a determination, the
21 Receiver, Liquidating Receiver, can make a determination
22 of whether or not to exercise the Put. That's really
23 kind of the box around it. You raised certain issues
24 about pledges and other things. Can you make a
25 reasonable decision based on full information or as close

1 imposed on that right.

2 So it became more and more apparent, and,
3 certainly, since January when Mr. Del Sesto and Mr.
4 Hemmendinger sent the subsequent request, since then it
5 has become even more of an issue whether this company has
6 any value whatsoever, and we cannot close the door on our
7 right to the shareholder by exercising the Put without
8 getting a feel for what that is. We probably would be
9 entitled to that even absent a clause in the contract
10 that entitles us to the books and records. But, given
11 that, it seems to be quite clear to me, your Honor.

12 Now, Mr. Halperin talk about a correction to the
13 financial statements, but the language I read has not
14 been corrected. The statement that the company, meaning
15 Prospect CharterCare and the two subs, are the pledger,
16 that's still in the financials. I'm not relying on some
17 reference to a possible mortgage that was corrected. I
18 am relying on the current and corrected financials that
19 say we are a pledger on a \$1.331 billion sale leaseback.
20 That's the language we're relying on.

21 Now, Mr. Halperin's suggestion that this buyout of
22 Leonard Green is not a material transaction, we don't
23 even know how much it's for. It's for \$11 million plus
24 an undefined amount to be paid for stock options held by
25 undefined individuals concerning an undefined number of

1 to as possible whether or not to exercise the Put and
2 you're saying these are the documents I need to do that.

3 And then the second issue is, there is an
4 entitlement to books and records, and what I'm hearing
5 from counsel at least today, I don't know what the
6 conversation was before, is that we need some specificity
7 in terms of what you're looking for and they recognize
8 that there is an obligation under the LLC agreement to
9 make available books and records. And some of those
10 books and records that you are entitled to may be helpful
11 in making your determination whether or not to exercise
12 the Put. Some of these other issues I agree may be
13 concerns in the cases. The question for the Court is
14 going to be if it's not related to Put is that better
15 dealt with, as you said, in discovery?

16 MR. SHEEHAN: I hear your Honor, and what I guess I
17 would say is that the decision whether or not to exercise
18 the Put weighs on the one hand the potential benefit from
19 the valuation process and payment of the Put against the
20 potential value of staying in as a shareholder. That
21 really opens it up, your Honor, to all of these other
22 issues. Now, it may be that Mr. Halperin and I can work
23 out 80 percent of the documents that we need. I'm quite
24 sure that there is going to be significant, hopefully not
25 a majority, but a significant percentage that we can't

1 work out, and it's going to have to do with this broader
2 issue of what is the financial status of the Prospect
3 Group overall and has there been fraudulent transfers
4 that we're essentially giving up the right to pursue by
5 virtue of exercising the Put.
6 THE COURT: But, counsel, from a practical point of
7 view, and now we're talking practically, is it possible
8 for Attorney Halperin and you, the Liquidating Receiver,
9 to agree on whatever list you're working on of these
10 documents and then you can do it over a short period of
11 time and then say, look, we're going to submit to the
12 Court these are the documents we don't agree on and this
13 is the reason why and why not. Then it becomes a very
14 easy exercise for me to go through, rather than talking
15 in much broader strokes, which, unfortunately, as we all
16 know is going to bring you guys back to me probably in
17 the next month or so.
18 MR. SHEEHAN: I agree a hundred percent, your Honor,
19 with one point, which is that the current stipulation and
20 order provides that the time to exercise the Put will
21 expire on one of two dates, by the thirty days after this
22 hearing or a date that the Court determines. And if
23 we're going to go from this hearing to an exercise of
24 document production, I would hope that we get an
25 extension of time to exercise the Put to allow that to

1 work out so we can come back to your Honor. So we need
2 time to do that. Thirty days from today to exercise the
3 Put and to resolve all this is just not enough time,
4 which is why the initial stipulation and order
5 anticipated the filing of the motion for injunctive
6 relief and the possibility of requesting more time.
7 THE COURT: With respect to that, I don't have an
8 issue having the hearing and reserving on the motion and
9 giving the two of you a week or so to see if you can work
10 through the documents and even have a conversation about
11 based on that what the extensions may be. If it can't be
12 agreed to, the Court is certainly willing to take it up.
13 I don't have enough information right now. I want to see
14 what the conversation is to make a determination whether
15 it should be extended and for what period of time. I am
16 absolutely willing to hear that very shortly. What I
17 just want is the opportunity for the two of you to be
18 able to sit down, see what you can agree to. And,
19 certainly, if you're agreeing to things, it may take
20 Prospect a little bit of time to get that over to you.
21 It may require some sort of an extension. It may require
22 long or it may require none. I don't want to make that
23 decision in a vacuum, but I certainly will.
24 MR. SHEEHAN: What I would ask your Honor is if the
25 date that starts the period running is currently the

1 hearing, now is that today or is that hearing going to
2 extend over a number of days and going to be the last day
3 of the hearing?
4 THE COURT: As far as I'm concerned, I am not
5 completing the hearing today because I'm telling the
6 parties to meet and confer and come back to me. The two
7 of you can decide and no longer than ten days and
8 hopefully in a week you can come back and we can see
9 where we were. If that's the case, it's very easy for me
10 to say, look, we're going to continue this hearing for a
11 week or ten days. Like I said, I don't want to pull an
12 artificial number out of the air until I know how the
13 Court is ruling on these requests or whether there is an
14 agreement on some of them.
15 MR. SHEEHAN: That was my only concern, your Honor,
16 and I think that resolves it.
17 MR. HALPERIN: I would like to respond, your Honor,
18 briefly. I'm not going to go back over the issues and
19 the documents. Just dealing with the practical issues,
20 we already had a conversation yesterday about a list, and
21 this is why the Court hasn't kind of given us any
22 indication and it seems like, as an example, we could
23 tell you right now they are asking for us to provide
24 documents that deal with the question of how the capital
25 contribution process unfolded, whether or not there was

1 something called an analysis, a return on investment
2 analysis or not, whether or not there was an acceptance
3 or not. I would suggest that those are not documents
4 that relate to the current valuation issue and we should
5 not be including those. So we have that question here
6 now, and I'm wondering does it make sense to address some
7 of the things we already have discussed and know are in
8 dispute and let the Court give us some sense so we might
9 not have to come back with the same issues we already
10 know are on the table.
11 THE COURT: It sounds like there is a list that is
12 going back and forth. I have no issue with looking at
13 the list. You may be able to today give me that list and
14 say these are in dispute, and very quickly, you know, it
15 could even be the latter part of this week, after I
16 review them, give both sides guidance. It's just
17 difficult for me if you're going to read off this is the
18 issue. I just prefer to be able to look at it and we can
19 have a conversation.
20 MR. HALPERIN: I understand. That makes sense. We
21 can do that.
22 THE COURT: So if you can get me let's say by
23 tomorrow that list and then contact Carin and we can have
24 a conference or a further hearing, like I said, even the
25 latter part of this week. I think that would be a good

1 exercise if I can at least give the parties the
2 indication of my thoughts of where that belongs and
3 whether it should be produced. So why don't we do that.
4 I'm not locking the two of you in in terms of when it
5 comes in but if you can get me something by the end of
6 the day tomorrow, I don't have a problem on Friday kind
7 of getting back together and going through it.

8 Is there anything else, counsel? Otherwise, what
9 I'm going to do is continue the current hearing. The
10 Court is going to reserve on both motions with a hope
11 that the parties may be able to work some of these issues
12 through. As soon as I get the list of what are the
13 things that are in dispute, we will schedule a conference
14 or a hearing as early as this Friday so we can have a
15 discussion and I can give you an indication. If the
16 parties can't work it out, we'll put it on for a
17 hearing/bench decision and we can put a closure on that.
18 And at that point if need be, I will address the issue of
19 whether or not the Put option should be extended.

20 Okay. Very good. We are at almost an hour and a
21 half point. I want to thank everyone and the Court,
22 again, is going to reserve and continue the hearing and
23 in a moment we will be in recess. I just want to ask the
24 court reporter are there any clarifications that you need
25 at this point?

1 COURT REPORTER: No, thank you, Judge.
2 THE COURT: Very good. Madam Clerk, you can turn
3 off the public streaming and the Court will be in recess.
4 Thank you all very much.

5 (A D J O U R N E D.)
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Exhibit 13

In The Matter Of:
Prospect Chartercare RWMC, LLC
Change in Effective Control
Application

Health Services Council hearing
July 21, 2020



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RHODE ISLAND DEPARTMENT OF HEALTH
HEALTH SERVICES COUNCIL

PROCEEDINGS AT HEARING IN RE:

The application of Chambers Incorporated for the Change in Effective Control of Prospect CharterCARE RWMC, LLC d/b/a Roger Williams Medical Center (RWMC), a licensed acute care hospital, Prospect CharterCARE, SJHSRI, LLC d/b/a Our Lady of Fatima Hospital, a licensed acute care hospital, Prospect Blackstone Valley Surgicare, LLC, a licensed freestanding ambulatory surgery center, and Prospect Rhode Island Home Health and Hospice, LLC, a licensed home nursing care provider.

DATE: July 21, 2020
TIME: 2:00 p.m.
PLACE: Remotely - via Zoom

Members Present:

Bob Mancini - Chair
John Donahue
Stephen Boyle
John Barry
John Sepe
Raymond Coia

Also Present:

Michael Dexter
Jacqueline Kelly
Fernanda Lopes
Sandra Powell

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1 (COMMENCED AT 2:07 P.M.)
2 CHAIRMAN MANCINI: Thank you, Madam Chair.
3 Good afternoon, everybody. This is item number 3,
4 the application of Chambers Incorporated for the Change
5 in Effective Control of Prospect CharterCARE RWMC, LLC
6 d/b/a Roger Williams Medical Center (RWMC), a licensed
7 acute care hospital, Prospect CharterCARE, SJHSRI, LLC
8 d/b/a Our Lady of Fatima Hospital, a licensed acute
9 care hospital, Prospect Blackstone Valley Surgicare,
10 LLC, a licensed freestanding ambulatory surgery center,
11 and Prospect Rhode Island Home Health and Hospice, LLC,
12 a licensed home nursing care provider.
13 MS. LOPES: Thank you. Hi, my name is
14 Fernanda Lopes and I serve as Chief of the Office of
15 Health Systems Development at the Rhode Island
16 Department of Health. I would like to review the
17 framework around the administrative and procedural
18 processes that will be undertaken during today's
19 meeting. I realize that we have a large number in
20 attendance today, and in order for the meeting to be
21 conducted in an organized and orderly manner, I'm
22 requesting that you mute your phones until it is your
23 turn to speak or present. Muting will help avoid any
24 feedback and allow us to hear the presenters.
25 Please refer to the Zoom meeting guidelines for

APPEARANCES:

On behalf of the Applicant:

PATRICIA ROCHA, ESQ.
RICHARD BERETTA, ESQ.
LESLIE PARKER, ESQ.
Adler, Pollock & Sheehan, Inc.
One Citizens Plaza, 8th Floor
Providence, Rhode Island 02903

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1 additional information as to how this meeting will be
2 run virtually. For example, please refrain from
3 posting reactions or chat messages. Please identify
4 yourselves when speaking so the record is clear. As we
5 are working in a COVID-19 environment, we've relied
6 upon electronic methods of keeping you apprized.
7 Information such as the agenda which includes live
8 links to public comments and the applications being
9 heard before us today is posted on the Office of Health
10 Systems Development Web page and e-mail directly to
11 council members and interested parties.
12 We have received numerous written public comments
13 to date, and instead of me identifying them
14 individually into the record during this meeting,
15 please note that they have been shared with the council
16 members and interested parties.
17 To reiterate, these public comments are included
18 for your review in a link which may be accessed online.
19 For your convenience the link is continuously updated
20 as public comments are received, and again it may be
21 located on the agenda for today's meeting.
22 Any member of the public interested in providing
23 comments before the council will be called in the order
24 that he or she signs up, using the live link posted on
25 our Rhode Island Department of Health's Office of

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1 Health Systems Development Web page.
 2 I ask that comments provided by those speaking
 3 today, please be pointed, succinct and concise so we
 4 have the opportunity to hear from all who have public
 5 comments to share. If you have already submitted
 6 written public comments, those are already part of the
 7 record and do not need to be repeated here today. I
 8 really appreciate the flexibility in this virtual
 9 environment.
 10 Thank you.
 11 CHAIRMAN MANCINI: Thank you, Fernanda.
 12 Okay, now we're ready to proceed.
 13 Ms. Rocha?
 14 MS. KELLY: And Bob, actually, this is Jackie
 15 Kelly interrupting for one moment, I apologize.
 16 CHAIRMAN MANCINI: Not at all. Good
 17 afternoon.
 18 MS. KELLY: A late breaking objection,
 19 actually to Pat Rocha representing, I'm going to
 20 actually see if I can share my screen and pull it up.
 21 Can you see it?
 22 CHAIRMAN MANCINI: Yes, I can see it.
 23 MS. KELLY: Literally, I think I got this two
 24 minutes ago. So -- or two minutes before the meeting
 25 started. So I just wanted to put this before the

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1 Health Services Council to their attention that there
 2 was an objection to Adler Pollock & Sheehan
 3 representing in this particular matter filed by Thomas
 4 Hemmendinger and Stephen DelSesto for CharterCARE
 5 Community Board and St. Joseph's Health Services.
 6 CHAIRMAN MANCINI: Okay, counselor, I
 7 appreciate that.
 8 MS. LOPES: Also, this is Fernanda again, I
 9 just wanted to introduce Michael Dexter. He also had a
 10 memo that was introduced to the record and he would
 11 like to read it over with you today. It was shared
 12 earlier with you.
 13 MR. DEXTER: Thank you, Fernanda.
 14 It's a memo to the Health Services Council from
 15 staff of the Office of Health Systems Development dated
 16 July 21, 2020, and it's regarding this Change in
 17 Effective Control, the Hospital Conversion Act review
 18 of Chambers, Ivy Holdings, Prospect Medical Holdings,
 19 Prospect CharterCARE, Our Lady of Fatima Hospital,
 20 Roger Williams Medical Center, and other affiliated
 21 health care facilities in Rhode Island.
 22 I just want to give you a quick chronology and
 23 outline.
 24 The applications were filed in November 2019. The
 25 Change in Effective Control application was deemed

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1 acceptable for initiating review in March 2020.
 2 Hospital conversion application was deemed acceptable
 3 for initiating review in April 2020.
 4 RIDOH, the department, engaged Moss Adams as a
 5 consultant to provide financial information and
 6 analysis to perform both the hospital conversion review
 7 and the Change in Effective Control review, including
 8 before the Health Services Council. RIDOH and the
 9 Rhode Island Attorney General provided notice that
 10 under the circumstances the hospital conversion comment
 11 period and review end date has been extended to October
 12 and November respectively. And I just want to give a
 13 sense as to what's going forward.
 14 The department staff and our consultant will
 15 conduct interviews as required by the hospital
 16 conversion statute. These individuals will be taken
 17 under oath with the principals of the above-named
 18 parties and others during August and September 2020.
 19 Moss Adams will present a written report and a
 20 PowerPoint to the Department in September 2020, hence
 21 the PowerPoint of their findings and analyses to the
 22 Health Services Council in September 2020. And just to
 23 note that this is an outline only. Dates are subject
 24 to change due to circumstances, including COVID-19.
 25 MR. WISTOW: Mr. Vice Chairman? Mr. Vice

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1 Chairman?
 2 CHAIRMAN MANCINI: Yes, I'm here.
 3 MR. WISTOW: Attorney Max Wistow, I just
 4 wanted to make a brief comment. There was a statement
 5 made that we filed within a few minutes ago an
 6 objection to Ms. Rocha presenting the case. We filed a
 7 objection back in April, I believe, setting forth in
 8 extensive what our objections were. So we did this
 9 this morning to formalize the situation. We got very
 10 late notice of this meeting, by the way. And that's
 11 hard to say as we've been saying this for months.
 12 CHAIRMAN MANCINI: Thank you, Mr. Wistow.
 13 MR. WISTOW: Thank you.
 14 CHAIRMAN MANCINI: Jackie?
 15 MS. KELLY: If there was such a filing in
 16 April, I do not believe that it was sent to me. I
 17 received this just today on here.
 18 MR. WISTOW: Did you not see the objection
 19 that we filed to this proceeding?
 20 MS. KELLY: In April?
 21 MR. WISTOW: I believe it was in April. It
 22 was -- it was filed within the deadline that was given
 23 for objections. It was multiple pages, it included
 24 several reasons for the objection. Did you not see it?
 25 We got confirmation that it was filed.

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1 MS. KELLY: I'm sure it came to the office.
 2 MR. WISTOW: Right. Well, I -- believe me, I
 3 don't want to upset you, but when you said you just got
 4 notice of our objection, this has been for months. And
 5 I think Ms. Rocha will confirm that.
 6 MS. KELLY: And I meant that particular
 7 filing.
 8 MR. WISTOW: That's true.
 9 MS. KELLY: When that came in today.
 10 MR. WISTOW: Right.
 11 MS. KELLY: So I literally, like, just was on
 12 and may not have even seen it right before, so.
 13 MR. WISTOW: I understand.
 14 CHAIRMAN MANCINI: Okay. Jackie?
 15 MS. KELLY: The Health Services Council can
 16 take that under advisement. You can proceed if you
 17 like. That is an objection that has been filed. I
 18 don't think that there is any objection to taking the
 19 testimony which is already scheduled for today.
 20 CHAIRMAN MANCINI: Okay. There is also a
 21 PowerPoint, my understanding?
 22 MS. KELLY: Yes.
 23 CHAIRMAN MANCINI: Okay.
 24 MR. WISTOW: Well, we do object to her
 25 participation in any way. I just want to make that

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1 clear.
 2 MS. ROCHA: May I be heard?
 3 CHAIRMAN MANCINI: Yes, Pat, please.
 4 MS. ROCHA: Good afternoon, Mr. Chairman,
 5 members of the council and staff.
 6 First, as Attorney Kelly indicated, I did just
 7 receive this objection to Adler Pollock & Sheehan
 8 participating as counsel for any of the parties just
 9 minutes ago. Mr. Wistow is correct that an objection
 10 was filed in April in which there was a suggestion that
 11 my firm had a conflict of interest in representing the
 12 parties in the matter before you. Mr. Wistow and his
 13 colleagues did not schedule that for a hearing before
 14 Judge Stern in our Superior Court who will rule on that
 15 motion. That motion will be heard on July 30. I'm
 16 sure it comes as no surprise to you, respectfully I
 17 think the motion to disqualify has zero merit, and
 18 unless and until the court instructs me that I may not
 19 represent my clients, I'm proud to do so and I would
 20 ask to be allowed to go forward.
 21 CHAIRMAN MANCINI: Okay.
 22 MR. WISTOW: May I respond?
 23 CHAIRMAN MANCINI: Yes.
 24 MR. WISTOW: What we filed back in April was
 25 not a suggestion. It was an outright statement that

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1 she was disqualified. There's a series of letters that
 2 we had attached. We tried to get a hearing as soon as
 3 possible. We had a series of dates with the superior
 4 court that were offered to us, and Ms. Rocha selected
 5 the last available date.
 6 MS. VIOLET: May I be heard?
 7 MR. WISTOW: I think we should move on. I
 8 don't want to delay this any further. It's clear to me
 9 that my objection is going to be overruled, I just want
 10 to make it for the record.
 11 MS. KELLY: That's fine, we can proceed,
 12 thank you.
 13 CHAIRMAN MANCINI: Okay, thank you. Thank
 14 you, Mr. Wistow.
 15 MS. VIOLET: Could I be heard on this? I had
 16 my hand raised.
 17 CHAIRMAN MANCINI: Yes, Ms. Violet, thank
 18 you. Good afternoon.
 19 MS. VIOLET: May I go forward?
 20 CHAIRMAN MANCINI: Please go forward.
 21 MS. VIOLET: All right, this is Attorney
 22 Arlene Violet and I -- of course I wanted to join in
 23 the objection that Adler Pollock & Sheehan and
 24 Ms. Rocha continue on this. I think the hearing is on
 25 July 30. I support obviously the motion that they

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1 should recuse because I think there is a conflict of
 2 interest. But to allow this presentation in
 3 anticipation, to go forward when we're just around the
 4 corner, nine days away from the actual hearing, I think
 5 is being untoward. So I object to this presentation
 6 going forward till such time as the court has a hearing
 7 on the motion to recuse.
 8 CHAIRMAN MANCINI: Thank you, Ms. Violet.
 9 Jackie, any comment thereafter?
 10 MS. VIOLET: Please, sir?
 11 CHAIRMAN MANCINI: I'm speaking to Jackie
 12 Kelly, our counsel. Thank you, Ms. Violet.
 13 MS. KELLY: So we can note both objections.
 14 However, I would say we can proceed with the
 15 presentation, as the presentation, I'm assuming, is
 16 also a PowerPoint, we have the testimony scheduled for
 17 today, and we can certainly take it under advisement.
 18 To my knowledge there is no temporary restraining order
 19 filed in this, and not -- and I realize that the delay
 20 is close, today being 7/21, but my advice would be to
 21 proceed.
 22 CHAIRMAN MANCINI: Okay, thank you, very
 23 much. That said --
 24 MR. BARRY: May I ask a question?
 25 CHAIRMAN MANCINI: Yes, John, please.

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1 MR. BARRY: Why would the April objections
2 not be in front of us?
3 MR. WISTOW: They should be. I filed them
4 and I've gotten recognition by the office, by
5 Ms. Pullano that they were received. So I can't answer
6 that. I think part of the problem here is that -- I
7 hate to use this homely expression, but I think this
8 panel, to a large extent, is being treated like
9 mushrooms. Being kept in the dark.
10 MS. LOPES: I don't believe that's the case.
11 Any public comments that were received have been
12 shared, both with Health Service Council members and
13 interested parties. They were all or should all be
14 included in the link provided. Anything that was
15 received during the comment period in April should be
16 included in the link.
17 MR. WISTOW: I'm just addressing the comment
18 made by council member. I assume it was a council
19 member.
20 MS. LOPES: Yes.
21 MR. WISTOW: Okay. Again, all I can say is
22 it's been on file, and there's no issue about it being
23 on file. Apparently many people have not seen it. And
24 what --
25 MS. ROCHA: May I be heard?

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1 MR. WISTOW: I want to say one more thing,
2 very very brief.
3 There's a great many people here who signed up who
4 are friends of the hospitals, Roger Williams and Our
5 Lady of Fatima, and want to see the hospitals
6 protected. I want to make one thing very clear before
7 we get going. It is not my desire, at all, to hurt
8 these hospitals in any way. As a matter of fact, the
9 reasons for my objection are because I think what's
10 going to happen, if I'm allowed to speak, what's going
11 to happen is if this proceeding is approved, that these
12 hospitals will suffer and be potentially closed up.
13 And I can get into a lot of detail. I am not here to
14 attack Roger Williams, I am not here to attack Our Lady
15 of Fatima. I want to see them preserved for the
16 thousands of jobs that they provide. And I want to get
17 into the details here of what predatory practices were
18 going on by Mr. Topper and Mr. Lee, who are going to
19 speak in a while. And I -- what I'm concerned about is
20 I've had a great deal of information, a great deal of
21 information that I would like to present. This is an
22 important thing for the state of Rhode Island. This is
23 very very important. And to have some perfunctory --
24 MS. POWELL: Mr. Chairman?
25 CHAIRMAN MANCINI: Yes, Sandra.

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1 MS. POWELL: And Mr. Wistow. Hi, this is
2 Sandra Powell with the health department. I understand
3 that Mr. Wistow, you know, certainly has some things he
4 wants to say but we do have an order and a procedure
5 for these meetings. I would suggest, given that
6 council has ruled relative to the concerns that are
7 raised, the team will check the record to make sure of
8 its concerns. I would recommend that we move forward
9 with these proceedings, allow Mr. Wistow to speak in
10 the appropriate time, but I do think we need to move
11 forward.
12 MR. WISTOW: Okay, thank you, Ms. Powell.
13 CHAIRMAN MANCINI: Thank you, Mr. Wistow.
14 Okay, that said, Counsel Rocha, please proceed.
15 MS. ROCHA: Thank you, Mr. Chairman. And
16 Mr. Boyle -- Mr. Barry, just to answer your question,
17 the April comment has been circulated and is part of
18 the comments filed in this action. Obviously I
19 disagree with what Mr. Wistow has said. We'll address
20 your comments during the course of this hearing.
21 Mr. Wistow's client is the pension plan. I've never
22 represented the pension plan. Mr. Wistow's client is
23 not a party to the transaction that's subject to review
24 in CEC review. He is not an applicant to the
25 proceedings before you, he merely filed a comment as a

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1 matter of the public.
2 So with that, we'll begin our presentation.
3 CHAIRMAN MANCINI: Thank you.
4 MS. ROCHA: First, it is great to see you,
5 and I hope that all of you and your families are
6 remaining safe and healthy during the COVID crisis.
7 Member Boyle, it's good to see you joining us.
8 Second, I hope that the letter we e-mailed to you
9 on Friday was instructive and will make this a
10 productive meeting.
11 Third, the only thing before you is the proposed
12 change in ownership at the top of the corporate chain.
13 And that top of the corporate chain is five entities
14 removed from the Rhode Island licensed hospitals and
15 surgicenter, and six entities removed from the Rhode
16 Island licensed home nursing care provider.
17 Today, at the top of the corporate chain, Leonard
18 Green, the private equity investor, owns the majority
19 interest with about 60 percent, and Sam Lee and David
20 Topper, the original co-founders of Prospect, own
21 approximately 40 percent.
22 Now, with your approval and after confirmation of
23 the merger agreement, Sam Lee and David Topper's
24 ownership interest will increase from 40 percent to a
25 hundred percent. It's as simple as that. That's

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1 what's before you. Nothing more, nothing less.
 2 Now, on the good news front, Prospect's commitment
 3 to the Rhode Island licensed facilities, the hospitals,
 4 the surgicenter, the home health agency, and you're
 5 going to hear from a variety of speakers today talking
 6 about those commitments, both financial and otherwise.
 7 And I think you're going to be very impressed. Listen
 8 carefully to them, but that commitment will continue
 9 under the leadership of Sam Lee and David Topper. And
 10 in that way, it will enable the Rhode Island licensed
 11 facilities to continue to provide quality, cost
 12 effective services to patients in need. That's what
 13 this is all about.
 14 Now, we do have a PowerPoint presentation and
 15 we're happy to answer any questions you may have, and
 16 we look forward to asking you to approve this
 17 application. Because, hands down, we meet the
 18 statutory Change in Effective Control criteria.
 19 Before we begin our presentation, Mr. Mancini,
 20 with your permission I'd like to call on some speakers
 21 who want to comment, and they need to leave early
 22 because of prior commitments, so if I may?
 23 CHAIRMAN MANCINI: That's fine, Pat, please
 24 proceed.
 25 MS. ROCHA: Okay. Our first speaker needs no

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1 introduction, he's the mayor of North Providence.
 2 Mayor Charles Lombardi. And, Mayor, I'll turn it over
 3 to you.
 4 MAYOR LOMBARDI: Good afternoon.
 5 CHAIRMAN MANCINI: Good afternoon, Mayor.
 6 MAYOR LOMBARDI: So, my name is Charles
 7 Lombardi, I'm the mayor of the Town of North
 8 Providence. I, our residents, and our public safety
 9 departments appreciate and thank Fatima Hospital for
 10 their commitment to provide our town, and neighboring
 11 communities by the way, with healthcare services that
 12 are second to none.
 13 I'm gonna talk about Fatima's existence here.
 14 Quite frankly, we need -- our residents, our town needs
 15 this hospital to flourish here. More than I think they
 16 need to be here. Not to mention they are the second
 17 highest taxpayer in our town. I think they've been in
 18 existence for some 60 years. And I can tell you as a
 19 former firefighter and rescue EMT, and also talking
 20 with our first responders, their emergency preparedness
 21 has not wavered one bit.
 22 As the mayor and public safety director, I will
 23 tell you that my relationship with Fatima, and Roger
 24 Williams for that matter, has been enjoyable. They are
 25 very supportive of our businesses in town, our senior

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1 center, our nursing facilities, and all of our local
 2 businesses. And to say that the Fatima is a landmark
 3 in our town would be an understatement.
 4 Thank God Prospect rescued Fatima from insolvency.
 5 You have no idea what this has meant to our community.
 6 And as I understand, this proposed change in control
 7 does not affect Prospect's commitment for excellency in
 8 health care.
 9 So I would respectfully request that this
 10 honorable council approve Prospect's application. And
 11 with that, thank you for your time.
 12 CHAIRMAN MANCINI: Thank you, Mr. Mayor.
 13 Pat, please.
 14 MS. ROCHA: Thank you, Mayor.
 15 Next, I'd like to ask Providence City Council
 16 President Sabina Matos, who I believe has joined the
 17 call.
 18 MS. MATOS: Thank you. Thank you for this
 19 opportunity to speak on behalf of the Providence City
 20 Council and the City of Providence. I can tell you
 21 that we are grateful for this partnership of having
 22 Prospect being part of the community and rescuing
 23 CharterCARE, and especially Roger Williams Hospital,
 24 back in 2014. The investment that they have made in
 25 the hospital, in the inside of the hospital and also

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1 the outside, you can see it and you can really
 2 experience that. I can tell you that because of this,
 3 we have been able to save more than three thousand jobs
 4 here in Rhode Island. Many of those jobs are from
 5 residents of the City of Providence and we're grateful
 6 for that. But also the quality of the -- of the
 7 services that are provided by those employees. I have
 8 to say that I have experiences, my family has
 9 experiences at a personal level. As many of you know,
 10 my family experienced -- one of my relatives was one of
 11 the first individuals with COVID-19, and this person
 12 was taken to the Roger Williams Hospital. And we
 13 cannot thank enough the quality of the service that we
 14 got from the staff of Roger Williams Hospital. It was
 15 amazing. And this is the quality of service that we
 16 need to have available in our city and to our
 17 residents. And especially in a moment of crisis like
 18 this. To know that we have that resource right here in
 19 the neighborhood is very important.
 20 So I would like to also finally say that (audio
 21 difficulties) they are also our second highest tax
 22 base. That means a lot right now with the financial
 23 challenges that the city has.
 24 So with that I would like to say that I look
 25 forward to this transaction. I hope the council would

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1 approve it. And I'm grateful for the experience that
 2 I've had, my family, with the hospital. And if you
 3 have any further questions, I'm available to answer.
 4 Thank you.
 5 CHAIRMAN MANCINI: Thank you, Madam
 6 President.
 7 Ms. Rocha?
 8 MS. ROCHA: Thank you. Now I'd like to
 9 introduce Dick Fossa.
 10 Dick, have you joined the call?
 11 MR. FOSSA: Yes.
 12 MS. ROCHA: Dick is a former mayor of North
 13 Providence, currently chief of staff, but he's going to
 14 share with you today his experience as a patient.
 15 MR. FOSSA: Okay, thank you.
 16 Good afternoon, everyone. My name is Dick Fossa,
 17 as she just said, and I'm the chief of staff and I've
 18 also been the mayor of the Town of North Providence.
 19 I've been on the council, school subcommittee, zoning
 20 board, you name it, I might have forgot a few
 21 positions. I'm not doing that to impress you but I'm
 22 just probably giving away my age and telling you how
 23 long I've been around here with Our Lady of Fatima
 24 Hospital.
 25 I'd like to echo Mayor Lombardi's comments

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1 earlier. Over the years we've had a great relationship
 2 with Our Lady of Fatima Hospital and the
 3 administration, Otis Brown and his staff.
 4 I'd like to speak a minute about my personal
 5 experience as a patient. Approximately five years ago
 6 I was a patient at the Lady of Fatima Hospital for a
 7 full knee transplant. And a full knee transplant is
 8 like a very -- it's an experience that, if you had it
 9 before, you know people who have had it before, and you
 10 discuss it with your friends and neighbors, you get all
 11 kinds of reactions. You'll have people that will tell
 12 you what a terrible experience it was, and then
 13 there'll be people who tell you it wasn't too bad. You
 14 know, it was -- it was okay, it was a little painful.
 15 But I'm happy to report that from the moment of my
 16 admission and to the moment of my discharge three days
 17 later, I experienced nothing but professional and
 18 courteous service and care. Dr. Buonanno, who did the
 19 transplant -- not the transplant but the knee surgery,
 20 and his assistants, performed the perfect knee
 21 replacement. I have not had an issue within five
 22 years. The nursing staff, the aides, the orderlies
 23 were all professional and courteous at all times. In
 24 fact, even the hospital food wasn't that bad. And the
 25 facility itself was great.

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1 As someone who's employed in government, we have
 2 occasion to visit the hospital quite often visiting
 3 our -- at times our employees and our constituents.
 4 And I've always been impressed with the cleanliness and
 5 the upkeep that you see when you enter the hospital.
 6 It's always clean, fresh and smells clean. So I have
 7 no problem recommending the Lady of Fatima Hospital to
 8 anyone who will require any kind of hospital services.
 9 And I look forward to continuing the great partnership
 10 and the relationship we have with Our Lady of Fatima
 11 Hospital.
 12 Not too long ago, maybe five or six weeks ago, our
 13 fire department and our rescue service and our police
 14 department had a motorcade to drive by Our Lady of
 15 Fatima Hospital saluting those essential workers and it
 16 was a great thing. They enjoyed it, and I think we
 17 enjoyed it as much.
 18 And so I would join my colleague Mayor Lombardi in
 19 asking this honorable council to approve Prospect's
 20 application.
 21 CHAIRMAN MANCINI: Thank you, Mr. Fossa.
 22 MR. FOSSA: Thank you very much.
 23 CHAIRMAN MANCINI: Pat?
 24 MS. ROCHA: Thank you. Next I'd like to call
 25 on James "Jamo" Carr, Jr. Mr. Carr is the President

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1 and CEO of H. Carr and Sons, a general contracting
 2 firm, which has done business with CharterCARE. I
 3 would add with union workers. And Mr. Carr is going to
 4 talk about his relationship with Prospect under the
 5 leadership of Sam Lee and David Topper. Jamo?
 6 MR. CARR: Thank you, Pat, I appreciate that.
 7 Just to clarify one thing, we're not the general
 8 contractor, we're trade contractors working for the
 9 CMs, and that client list would include Gilbane, Dimeo,
 10 and some other well-known names in the state.
 11 I'm here in my office in Silver Spring Street,
 12 with my assistant Kate, we're still an essential
 13 industry so we've been open all through this COVID.
 14 And in fact I've had the opportunity to participate
 15 with -- under the direction of Dimeo, where a hundred
 16 people helped build the temporary beds down there at
 17 the Convention Center and Lowe's. And I have to tell
 18 you that I'm very proud of what our guys did, and
 19 ladies did, how they stepped up to the plate, and it
 20 shows what good union people can do when they have a
 21 focus. And it was done 25 percent under budget, and as
 22 you can see it was put together in less than a month.
 23 So I'm very proud of that, and I wanted to get that in
 24 there for those guys and gals.
 25 My background is business. I'm a structural

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1 engineer by trade and education, but I'm really a
 2 contractor and a builder. We have approximately 500
 3 employees here at H. Carr and they are pretty much all
 4 signatory, either carpenters, laborers, painters union,
 5 or the (inaudible). We are based here in Providence,
 6 proud of it, although we work throughout New England
 7 and have offices up in Boston and Connecticut. So,
 8 with that I got to experience other parts of New
 9 England and what's going on in the health care
 10 industry. As I said earlier, we're a commercial
 11 contractor so we've done a lot of work in the
 12 healthcare industry, whether it be Mass General,
 13 whether it be here in Rhode Island, numerous hospitals
 14 here. We just completed in the last couple of years a
 15 one billion dollar expansion out at UConn Medical,
 16 which is west of Hartford, and so on and so forth.
 17 So my other experience in the healthcare industry,
 18 I was ten years on the board of trustees at
 19 Women & Infants, and I also have been serving the last
 20 ten years on the Rhode Island Hospital Foundation
 21 Board. So I am somewhat familiar with hospitals and
 22 what goes on.
 23 As far as my dealings with Roger Williams, in the
 24 last couple of years we were awarded on a competitive
 25 basis renovations to and additions to the Roger

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1 Williams and to the Fatima, and those have met with
 2 success. They were done in a very efficient manner,
 3 very first class manner. I get to do comparisons
 4 because I get to work with some of the finest hospitals
 5 in the country up in Boston. So if you -- make no
 6 mistake, that we are happy to work with CharterCARE and
 7 with Sam Lee. I met him many years ago on a social
 8 level and then on a business level, and I can assure
 9 these -- those listening that every interaction has
 10 been positive. He's been a man of his word, he's done
 11 everything that he said he would do, and I'm proud to
 12 say that I've been affiliated with him and CharterCARE
 13 in general.
 14 So I endorse this proposal and I wish everyone
 15 well. Thank you.
 16 CHAIRMAN MANCINI: Thank you, Mr. Carr.
 17 Pat?
 18 MS. ROCHA: Okay. Let's go to the PowerPoint
 19 presentation if we may.
 20 I can't see the PowerPoint, I just see the video
 21 faces.
 22 MS. LOPES: It's not up on the screen for
 23 you? It's up on my end. Are you able to see it now?
 24 MS. ROCHA: I can't. I just see the video
 25 faces. The PowerPoint's behind it? I don't know, can

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1 other folks see the PowerPoint?
 2 MS. POWELL: Everyone has to adjust their
 3 Zoom so they can see it. You have to adjust Zoom, it's
 4 not the PowerPoint.
 5 MS. ROCHA: Okay, great.
 6 So let's get started. If we could turn to page 2.
 7 Introductions.
 8 Okay, so, I am in my office, I am socially
 9 distancing with my colleague Richard Beretta, and our
 10 colleague Leslie Parker is working from home with two
 11 young children, so Leslie deserves all the kudos.
 12 Next on the list, I want to introduce someone who
 13 needs no introduction, Jeff Liebman. Jeff is the Chief
 14 Executive Officer of CharterCARE. We were recently
 15 with you on CharterCARE's change order for the
 16 relocation of the Peace Street clinic to Chalkstone
 17 Avenue.
 18 Jeff, I don't know if you can do a Zoom shout-out.
 19 I know he's on the screen.
 20 Let me introduce the folks from California.
 21 Sam Lee. Sam is the Chairman and CEO of Prospect
 22 Medical Holdings. Again, I hope you can see him. And,
 23 Sam, if you can do a Zoom shout-out.
 24 With Sam is David Topper, the President of
 25 Hospitals at Prospect.

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1 George Pillari, the Corporate Chief of Integration
 2 and Operations Improvement at Prospect.
 3 Von Crockett, the Senior Vice President of
 4 Corporate Development and Finance.
 5 Lalit Katz, the Vice President of Hospitals
 6 Integration.
 7 Eric Samuels, the Treasurer and Vice President of
 8 Corporate Finance.
 9 And Frank Saidara, the Vice President of Corporate
 10 Development.
 11 Turning to page 3.
 12 And I'm going to go right to the organizational
 13 chart. So this is the current structure. This was
 14 approved in a 2014 CEC application for the joint
 15 venture between CharterCARE and Prospect.
 16 At the bottom are the Rhode Island licensed
 17 facilities. You'll see the Rhode Island Hospital, the
 18 Surgicenter, and the Home Nursing Care. At the top is
 19 Leonard Green, the private equity investor, with about
 20 60 percent ownership, and Sam Lee and David Topper with
 21 about 40 percent ownership.
 22 Now turning to page 4.
 23 With your approval and consummation of the merger
 24 agreement, you see the change at the top. The original
 25 co-founder, Sam Lee and David Topper, will have one

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1 hundred percent ownership. Otherwise there is no
 2 change. The licensed Rhode Island facilities remain at
 3 the bottom, owned by Prospect CharterCARE LLC, with
 4 majority ownership by Prospect East Holdings, Inc.
 5 owned by Prospect Medical, Inc., owned by Ivy
 6 Intermediate Holding, Inc., owned by Ivy Holdings,
 7 owned by Chambers, with a hundred percent ownership
 8 with Sam Lee and David Topper.
 9 Now, turn to page 5.
 10 As you all know, CharterCARE owns and operates two
 11 hospitals: Roger Williams and Fatima. We thought it
 12 would be helpful as a refresher to highlight the state
 13 of the hospitals.
 14 So you all know, Roger Williams is a licensed acute
 15 care hospital located in Providence, accredited by the
 16 Joint Commission. It's an academic medical center
 17 affiliated with Boston University School of Medicine.
 18 And I'm gonna pause here and turn to Dr. Vincent
 19 Armenio. Dr. Armenio is the Chair of the Department of
 20 Medicine, the Program Director of the BU Internal
 21 Medicine Residency Program, and Associate Director of
 22 the Cancer Center.
 23 Dr. Armenio, are you on?
 24 DR. ARMENIO: I am on.
 25 MS. ROCHA: And, Dr. Armenio, could you share

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1 with the members of the council your experience at
 2 Roger Williams under the leadership of Sam Lee and
 3 David Topper?
 4 DR. ARMENIO: Well, Sam Lee and David Topper
 5 are really the face of Roger Williams. At least with
 6 my commitment to the residency program.
 7 For example, there have been many occasions where
 8 I've needed things for the residency program. For
 9 example, we needed a mannequin for, you know, to teach
 10 residents on codes and physical examination. And we
 11 had choices and, you know, Sam Lee and Dave Topper,
 12 they immediately said that you need to get the best.
 13 And when I gave them a bill for \$140,000 for a
 14 mannequin that was needed, they got it. We needed a
 15 teaching ultrasound for residents, we searched for the
 16 best one, Sam Lee and Dave Topper said that's the one I
 17 want the residents to have. They have been extremely
 18 committal in teaching in our institution.
 19 For example, residents have been given --
 20 (Audio difficulties)
 21 MS. ROCHA: Dr. Armenio?
 22 CHAIRMAN MANCINI: We lost him.
 23 MS. ROCHA: I think we may have lost
 24 Dr. Armenio.
 25 (Pause)

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1 MS. ROCHA: All right, let's see if he comes
 2 back and we'll go back to him. One last call.
 3 Dr. Armenio?
 4 DR. ARMENIO: Can you hear me now?
 5 MS. ROCHA: Yes, we can, welcome back.
 6 DR. ARMENIO: Thank you, I'm sorry.
 7 MS. ROCHA: I think you're on mute,
 8 Dr. Armenio.
 9 DR. ARMENIO: How about now?
 10 MS. ROCHA: Better.
 11 DR. ARMENIO: I'm sorry. Well, as I was
 12 saying, there is a commitment to teaching. Especially,
 13 our residents were sent to a review course in New
 14 Jersey, all expenses paid, including review course and
 15 accommodations. And the (inaudible) of all those
 16 commitments from Dave Topper and Sam Lee, our pass rate
 17 for our internal medicine boards were a hundred percent
 18 for this year. In the past it was below 80, and with
 19 their commitment to us, it was now over a hundred
 20 percent.
 21 But on a personal note, a personal note, we're --
 22 unfortunately in April, I -- I was working in the ICU
 23 and I contracted COVID-19. And I had fevers of 104 and
 24 I had a choice of a hospital to go to. My wife is a
 25 practicing physician at Lifespan, which is an excellent

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1 hospital, but I also had friends in which, you know, I
 2 was able to go to Mass General or any other hospital
 3 that I wanted to. But my commitment was to my
 4 hospital, Roger Williams. I was there for ten days.
 5 Received excellent care from the environmental staff to
 6 the CNAs to the nurses to the doctors, everyone in the
 7 hospital. The one thing that I received, that I think
 8 that really touched me, Sam Lee, the owner of Prospect,
 9 sent me a personal text and phone call to make sure
 10 that I was getting the best treatment and that I was on
 11 my road to recovery. And it wasn't just (audio
 12 difficulties) phone call, it was a continuous text and
 13 call that I was doing better and that I was -- I was to
 14 be a hundred percent. I mean, that speaks volumes, for
 15 the owner of a company to take an interest in me while
 16 I was in the hospital, and I will never forget that.
 17 Thank you.
 18 MS. ROCHA: Thank you, Dr. Armenio. Any
 19 questions from the Health Service Council members to
 20 Dr. Armenio?
 21 (No questions forthcoming)
 22 MS. ROCHA: Okay, next, I think you all now,
 23 you're familiar with the Roger Williams Cancer Center,
 24 it's an Academic Comprehensive Cancer Center with a
 25 terrific reputation, providing quality services to

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1 folks in -- suffering from cancer. And I'd like to
 2 call on Dr. Joseph Espot. Dr. Espot is the Chair of
 3 the Department of Surgery, the Chief of Surgical
 4 Oncology, and Director of the Cancer Center.
 5 Dr. Espot, are you on?
 6 DR. ESPAT: Hi. Good afternoon, hopefully
 7 you can see me, or at least hear me. I can't see
 8 myself but I'm assuming you can hear me. Can you
 9 confirm?
 10 MS. ROCHA: I can hear you and I'm hoping
 11 others can see and hear you.
 12 DR. ESPAT: Okay. So I'll give you a few of
 13 my comments. We are a unique institution --
 14 (Audio difficulties)
 15 MS. ROCHA: Dr. Espot, there's a lot of
 16 feedback.
 17 MS. LOPES: Everyone remove yourself except
 18 for the person that is speaking, that would be
 19 appreciated. Thank you.
 20 DR. ESPAT: So we're a unique institution
 21 here in Rhode Island because we're the only
 22 comprehensive cancer center in the state, and we have
 23 had a cancer history going back to the 1960s. And I
 24 will say that when I came out here from Chicago via
 25 Sloane Kettering many years ago, one of the things that

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1 we wanted to do was to build this comprehensive cancer
 2 center, but as you guys know, we ran out of funds.
 3 And, you know, had Prospect not come in when they came
 4 in, I don't think that we would have been able to
 5 elevate our cancer program, our bone marrow transplant
 6 programs, our surgical programs, the level that we've
 7 elevated them to.
 8 So for the last six years, three cycles of
 9 American College of Surgeons Accreditation, we have
 10 been accredited with commendation as a comprehensive
 11 cancer center. And we provide a lot of care to
 12 underserved populations, and we provide amazing
 13 pancreas, liver, and esophageal cancer care. And we
 14 couldn't do that without Prospect.
 15 And Prospect, the face of Prospect, to me, has
 16 been Sam Lee, Von Crockett, and Dave Topper. And I'll
 17 tell you why it's been the face. I have personally
 18 toured all of those individuals for the cancer center
 19 and the operating rooms on numerous occasions. And
 20 every time they've said Joe, whatever it is that you
 21 need to run the program at the level you're running it
 22 or better, let us know and we'll get it for you.
 23 I've gotta tell you that they call in, they check
 24 in with me once a month at least, once a quarter, and
 25 they say what equipment do you need to have replaced.

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1 What programs do you need to build. We've got
 2 navigators in geriatric oncology in bilingual
 3 unrepresented populations. These are things that don't
 4 generate revenue but provide excellent care. And I can
 5 count on a face, I can count on Sam or Dave Topper.
 6 It's not a corporation I'm reaching out to. These are
 7 people I can actually pick up the phone and call and
 8 ask for the needs that we need to serve our patients.
 9 And I will tell you that they call me more often than I
 10 call them just to check in.
 11 In our operating rooms, we have the highest level
 12 ultrasounds, microwave coagulators, linear (inaudible)
 13 generators, anything you can think of that you would
 14 expect at a big university tertiary center, Prospect
 15 has purchased that equipment for us, and we are able to
 16 train the next generation of surgical oncologists and
 17 surgeons here at this institution.
 18 So I certainly hope that the council approves this
 19 application, but I can tell you that Prospect, Sam Lee,
 20 Dave Topper and the whole team have really gone above
 21 and beyond to make sure we are an excellent
 22 institution.
 23 Thank you for taking my comments.
 24 MS. ROCHA: Thank you, Dr. Espot.
 25 Any comments from members of the Health Services

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1 Council?
 2 (No questions forthcoming)
 3 MS. ROCHA: Okay, next, you're all aware that
 4 Roger Williams has the state's most advanced continuum
 5 of eldercare, including specialized geriatric care
 6 hospital units, geriatric medical psychiatry unit,
 7 geriatric oncology program and home care program.
 8 You're also aware it has the only Rhode Island
 9 inpatient Bone Marrow Transplant Program. And I'm
 10 going to pause here and turn to Dr. Todd Roberts. Dr.
 11 Roberts is the director of the Bone Marrow Transplant
 12 Unit.
 13 Dr. Roberts, are you on?
 14 DR. ROBERTS: I am on, thank you for having
 15 me.
 16 As mentioned, Roger Williams has the only bone
 17 marrow transplant program in Rhode Island. The
 18 accrediting body, which is called FACT, which stands
 19 for Foundation for the Accreditation of Cellular
 20 Therapy, has accredited our program for autologous,
 21 allogeneic and cord transplants.
 22 It's important because bone marrow transplant
 23 programs probably have the most rigorous standards of
 24 any medical surgical programs. We have never had any
 25 problem getting the support we need when the new

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1 standards come out routinely through the years. We've
 2 been fully supported by Prospect in regards to
 3 personnel, equipment, and education to meet the
 4 standards of the accreditation.
 5 Most recently, in our last accreditation which
 6 happened in 2019, a new accreditation is for immune
 7 effector cells, which we also got accreditation for.
 8 Immune effector cells you may know as CAR-T cells or
 9 designer T cells. They're cells that manipulate the
 10 immune system in treating relapse and refracturing
 11 hematological liver disease. We have -- you can only
 12 get these at a center that has a transplant program and
 13 so we were lucky that we have been approved for this.
 14 Now, earlier this year we started an onboarding
 15 process working with Novartis for their commercial
 16 CAR-T cell product. These are immensely extensive
 17 treatments. There's been complete support from
 18 Prospect at the administration level, the financial
 19 level, the clinical level, to get this program off the
 20 ground. (Audio difficulties) And someone was going to
 21 talk about the COVID response and make recommendations
 22 on treating these patients with --
 23 (Audio difficulties)
 24 MS. ROCHA: Dr. Roberts, there's a lot of
 25 feedback. I don't know if that's coming from someone

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1 else, they need to mute themselves. Dr. Roberts?
 2 DR. ROBERTS: Yes, can you hear me?
 3 MS. ROCHA: We can.
 4 DR. ROBERTS: Okay, so just in closing, you
 5 know, we are kind of getting back to normal. We are
 6 restarting our onboarding process for our CAR-T cells.
 7 And in regards to COVID response it was great because
 8 there was a national wide Prospect algorithm that we
 9 put up for all the hospitals. So we worked well
 10 together and we had the support for that. And now
 11 we're committing it to our CAR-T cells that we also,
 12 hopefully by the end of (inaudible) will be onboarded,
 13 and we hope to bring in other Prospect hospitals that
 14 are in transmittable distance.
 15 That's it. Thank you.
 16 MS. ROCHA: Thank you, Dr. Roberts. Any
 17 questions from the council members?
 18 (No questions forthcoming)
 19 MS. ROCHA: Next on the slide, you know that
 20 Roger Williams has the only inpatient Level IV
 21 Addiction Medicine Program. And I know you're familiar
 22 with the new Emergency Department because you approved
 23 it in 2017. It's a new 12,000 square foot ED. The
 24 \$15.1 million project created an entirely new
 25 comprehensive emergency department serving metropolitan

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1 Providence area, with brand new equipment and
 2 technology. Includes two rooms, including a dedicated
 3 trauma room, with innovative triage and patient flow
 4 system.
 5 In addition, a dedicated behavioral health
 6 specific ED is currently under construction in the
 7 former space, scheduled to open in November of 2020.
 8 And now I'm going to call on Dr. Candace Wray.
 9 Candy, are you on?
 10 MS. WRAY: I'm here, Pat, can you hear me?
 11 MS. ROCHA: I can.
 12 So Candy has been a veteran. She's been at Roger
 13 Williams forever. So Candy, do you want to tell us a
 14 little bit about your history and your experience with
 15 the new ED and the support from the leadership at
 16 Prospect.
 17 MS. WRAY: Sure. Good afternoon. I've been
 18 actually at CharterCARE for the past 34 years of my
 19 career. I've started here and haven't left since,
 20 which says a lot for our company.
 21 We did open, as Pat said, a brand new emergency
 22 department actually in February of 2019. All the
 23 things she had told us are correct. We have brand new
 24 private rooms for everybody. We are a stroke certified
 25 hospital. Patients are directly brought back from the

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1 triage into their rooms. We have a short registration
 2 process for triage, and then the physician comes
 3 directly into the room to see you, all happening
 4 parallel tracks. So that way the patients are seen
 5 quicker and they are not brought back out to the
 6 waiting room.
 7 We do have a new behavioral health space that will
 8 be opening in November of 2020. We will have a nine
 9 bed separate behavioral health emergency department,
 10 which will have a separate staff, separate waiting area
 11 to treat our large behavioral health population that we
 12 have.
 13 I just want to thank everyone in the team at
 14 CharterCARE as well. As Dr. Espat and some of the
 15 physicians have already stated, especially during this
 16 COVID time, just the support from Sam Lee. Actually
 17 they were out, as Dr. Espat said, touring the area.
 18 There was actually a video made, a thank you video.
 19 There was constant communication with the staff, daily
 20 e-mails back and forth, and so forth, just thanking the
 21 entire staff.
 22 I just want to thank everybody for letting me be
 23 here on the call and just -- it's a wonderful place to
 24 work, obviously, by my 34 years here. And that's all I
 25 have to say.

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1 MS. ROCHA: Okay, thanks, Candy.
 2 Any questions from the council members?
 3 (No questions forthcoming)
 4 MS. ROCHA: Finally, Prospect CharterCARE is
 5 the second largest taxpayer in the City of Providence.
 6 May I have slide 6, please.
 7 You may remember during your review of the new ED
 8 department, comments from Mayor Elorza and Providence
 9 City Council Member Ryan.
 10 Mayor Elorza: Providence is home to so many
 11 institutions of health and higher learning that
 12 improves the quality of life for all residents. This
 13 new addition to the Roger Williams Medical Center
 14 strengthens the capital city's capacity to provide
 15 quality health care and reinforces our reputation as a
 16 regional leader in the health economy.
 17 Majority Leader Ryan: I commend Roger Williams
 18 Medical Center and CharterCARE on its continued
 19 investment in Providence. This beautiful new ED is a
 20 boost to the quality of life in our city.
 21 And I hope none of the council members need the
 22 services of the ED, but if you want a tour, I'm sure
 23 Jeff Liebman would be happy to make arrangements.
 24 Okay, may I have slide 7, please.
 25 Let's turn to Fatima Hospital. You know it's a

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1 licensed acute care hospital located in North
 2 Providence, accredited by the Joint Commission. It's
 3 been recognized as a patient-centered medical home by
 4 the National Committee for Quality Assurance. It's
 5 home to the CARF Accredited Southern New England
 6 Rehabilitation Center, and the state's first
 7 Comprehensive Wound Treatment Center.
 8 So I'm going to pause here and call on
 9 Dr. Beliveau. Dr. Beliveau is the Chair of Medicine.
 10 And, Dr. Beliveau, if you could comment on the
 11 state of the state of Fatima, the support received from
 12 Prospect under Sam Lee and David Topper's leadership,
 13 how that's impacting patient care, and your experience
 14 during the COVID crisis.
 15 Dr. Beliveau, are you on?
 16 DR. BELIVEAU: Yes, I am. And good
 17 afternoon, everyone. Thank you for the opportunity to
 18 speak on behalf of the hospitals.
 19 So, not that I'm competitive but I think I'm gonna
 20 beat Candace's record because I actually started at
 21 Fatima when I was 16, in the kitchen, and to date it
 22 was the best job I ever had. So, I've been involved at
 23 Fatima for many, many years.
 24 And I'd like to talk on two fronts. One is the
 25 hospital support that we receive, and then I'd like to

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1 mention sort of a personal touch on Prospect.
 2 But Fatima, as the slide portrays, is the only --
 3 is a top certified rehabilitation center. And
 4 actually, I started the Wound Center and Hyperbaric
 5 Unit in 1990. Prospect has donated generously to
 6 upgrades and equipment. They replaced the three
 7 monoplance hyperbaric chambers that we have. We --
 8 they've installed pulse oximetry that monitors at the
 9 nursing stations. We have the Smart IQ pumps. All of
 10 these are very costly, costly items.
 11 I can tell you whenever -- I probably have a
 12 unique relationship with the owners. I mean,
 13 Mr. Topper usually will call me at least two or three
 14 times a month just to touch base to see how things are
 15 going, what's needed. Same with Mr. Lee. And to give
 16 you an extent of the -- the camaraderie that they have
 17 with the hospital, I mean, Mr. Topper, I was recently
 18 married in October to an attorney, which, you know,
 19 might not have been so wise, but, and Mr. Topper flew
 20 from California to attend my wedding. So they've been
 21 intimately involved with the medical staff. They
 22 conduct at least two meetings a year to bring in all
 23 the medical staff and have discussions with them.
 24 The last point I would -- and during the COVID
 25 crisis, I mean we had daily phone calls with the CMO

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1 for the system, going through what we needed for
 2 equipment. Allocating drugs. So they were
 3 tremendously involved as an organization in making sure
 4 we had all the necessary equipment that was needed.
 5 And that was very very impressive.
 6 And on -- when I first learned of this Change in
 7 Effective Control, you know, looking at it, I mean, I
 8 was excited because I -- you know, I've never heard
 9 from Mr. Green. And I don't know about you, I know
 10 Dr. Buonanno and I have had some experience -- you
 11 know, private equity firm is sort of French for a
 12 venture capitalist. And Dr. Buonanno and I have had
 13 some experience, and, when things are going great, you
 14 know, you're in a pool with dolphins, and when things
 15 aren't so great, all of a sudden they turn to great
 16 whites.
 17 So I was pleased to see that the ownership would
 18 now be Mr. Lee and Mr. Topper, who all the medical
 19 staff know very well and are very confident in their
 20 leadership ability and their commitment to make these
 21 hospitals successful, and I thank everyone for the
 22 opportunity to speak on their behalf. Thank you.
 23 MS. ROCHA: Thanks, Dr. Beliveau. Any
 24 questions for Dr. Beliveau?
 25 (No questions forthcoming)

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1 MS. ROCHA: Okay, next on the slide. Fatima
2 is the first hospital in Rhode Island to receive
3 certification for Disease Specific Care for Spine
4 Surgery. It recently was recertified by the Joint
5 Commission for another two years with a perfect score.
6 So let me turn it over to Dr. Buonanno, who is the
7 Chair of Surgery.
8 And, Dr. Buonanno, if you can talk about the
9 transformation of the Spine Surgery before and after
10 Prospect acquired CharterCARE.
11 DR. BUONANNO: Thank you for allowing me to
12 say a few words.
13 I've been a practicing surgeon at Fatima for over
14 40 years and I've been chairman of the department for
15 almost 17 years, and I've seen the transformation as a
16 result of the input from Dave Topper and Sam Lee this
17 hospital made over the past several years.
18 The Joint Commission on Hospital Accreditation has
19 Gold certification for Specific Disease Care. These
20 Gold certifications are very very difficult to obtain
21 and also to maintain. Several years ago, under the
22 direction of Prospect Medical and CharterCARE, both
23 financially and with personnel, we were one of four
24 hospitals in New England to receive Gold disease
25 specific certification in hip and knee surgery. We

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1 were on the likes of Mass General, UMass Worcester, and
2 up to even today we still maintain the certification.
3 Now, this certification is reviewed yearly, and then
4 every two years the certification is -- the JCAHO
5 visits the hospital and recertifies us.
6 Recently, as Pat mentioned, we have been -- we are
7 the first hospital in Rhode Island to be Gold Seal
8 Disease Specific certified in Spine Care. We recently
9 recertified for a two-year period with an absolute
10 perfect score. And that's a credit to the direction
11 and the leadership by Prospect and the -- and the
12 surgeons who give this quality care. You have to be
13 cutting edge care in order to receive these
14 certifications. We also have Gold Seal certifications
15 in some of the medical divisions. One also for
16 diabetes.
17 I want to touch briefly a little bit on Prospect's
18 commitment to Rhode Island.
19 Besides the clinics for the underprivileged,
20 poorly insured and no insured, they have clinics in
21 adult medicine, pediatric medicine, dental care. And
22 as an orthopedic surgeon, I'm proud to say we have
23 clinics that meet twice weekly in both pediatry and
24 orthopedic surgery, that are manned by orthopedic
25 surgeons. These clinics, they're located at the Roger

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1 Williams Center, serve those individuals who can't get
2 care because of their poor insurance or no insurance.
3 The third and final thing I just want to mention,
4 I want to reiterate some of the comments of some of the
5 previous speakers, because it's all about
6 relationships. And the medical staff leadership has a
7 really unique relationship with Dave Topper and Sam
8 Lee. They've come in every three months to visit us,
9 and when they do they make it a point to either go out
10 to dinner or meet with the leadership in any kind of a
11 venue to discuss our problems. They know all of us on
12 a personal basis. The -- Sam and Dave, both, have
13 our -- have given all of us their cellphone numbers,
14 they have our cellphone numbers, and it's not unusual
15 on a weekend for me to get a call from Mr. Topper to
16 discuss a problem that I called, or returning a voice
17 mail from me. And I find that highly, highly unusual,
18 but great, in the fact that Prospect Medical has over
19 20 hospitals and they take the -- take the attention to
20 get to know everyone personally, and micromanage and
21 know what's going on on a daily basis.
22 And I can say, after -- with my 40 years of
23 experience at Fatima, that without Prospect, Fatima
24 would not exist today.
25 Thank you for allowing me to say a few words.

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1 MS. ROCHA: Thanks, Dr. Buonanno. Any
2 questions for Dr. Buonanno?
3 (No questions forthcoming)
4 MS. ROCHA: Next on the slide, as
5 Dr. Buonanno mentioned, Fatima provides adult and
6 pediatric primary care clinic services, now on
7 Chalkstone Avenue, serving the traditionally
8 underserved pediatric and adult primary care
9 population.
10 Combined, Roger Williams and Fatima offer the
11 state's second largest and most comprehensive range of
12 behavioral health services.
13 And as Mayor Lombardi noted, Fatima is the largest
14 employer in North Providence and the second largest
15 taxpayer.
16 May I have slide 8.
17 Okay. Prospect Blackstone Valley Surgicare is a
18 licensed freestanding ambulatory surgery center. It's
19 located in Johnston, Rhode Island. And you'll recall
20 you gave approval for the acquisition by Prospect in
21 2017.
22 You know that Blackstone's been a leader in
23 outpatient services for over 30 years and now maintains
24 its commitment to offering high quality, low cost
25 outpatient surgical services.

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1 Now, I want to turn it over to someone who needs
 2 no introduction, Ann Dugan, but let me just make one
 3 comment.
 4 We do live in a small state and everything does
 5 come full circle. And many of you know that Ann began
 6 as an RN at Roger Williams, a not for profit hospital.
 7 She and I appeared before you for approval for
 8 for-profit freestanding ambulatory surgery centers. We
 9 appeared before you on several Change in Effective
 10 Control applications for the for-profit surgery center,
 11 some involving private equity investors, some not. And
 12 now Ann has come full circle and she's returned to the
 13 Prospect CharterCARE family. She is the Vice President
 14 of Surgical Services, she's leading Blackstone Valley
 15 Surgicare. But the point I want to make, each and
 16 every time you heard from Ann Dugan, her number one
 17 priority was patient care. Because whether you're a
 18 non-profit, for profit, PE owned or not, if you don't
 19 focus on patient care, you won't be successful.
 20 Prospect focuses on patient care.
 21 Ann, are you on the line?
 22 MS. DUGAN: I am, Pat. Thank you for that
 23 little intro. I'm not on the video screen but I can
 24 see some of my old friends. John Barry, John Donahue,
 25 all of my friends from the Health Services Council. So

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1 I'm sorry I'm not in the room with you guys, I
 2 certainly would love to see you up close and personal.
 3 Yeah, here I am again. Although all these years
 4 that we've been doing these Health Services Council, I
 5 never thought we'd be doing it on a Zoom meeting
 6 looking at each of us on the screen. But we have to go
 7 with the times.
 8 So yes, I am here to talk about Blackstone again.
 9 A little broader perspective. I -- as Pat said, I've
 10 worked in the healthcare since 1980. I spent the first
 11 nine, ten years at Roger Williams, a place I absolutely
 12 loved and adored but went into the private sector with
 13 Dr. Paul Healy at the Surgery Center in Pawtucket. He
 14 had opened it in 1976, and here we are in 2020, still
 15 plodding along, taking care of thousands and thousands
 16 and thousands of patients through the years, and I'm
 17 happy to still be part of it.
 18 But as Pat said, as many companies as I've worked
 19 for, as the climate changes in health care, you also
 20 have to look at what's the best avenue for you to take,
 21 particularly when you're a standalone outpatient
 22 surgery center, not part of a system.
 23 And with that being said, we had good doctors who
 24 were working with CharterCARE, and we had many many
 25 discussions, and at the end of the day I went to

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1 Surgical Care Affiliates at the time, SCA, and I asked
 2 them to let Blackstone go and let us be sold to
 3 CharterCARE Prospect in order for us to maintain our
 4 business, care for our patients, and be part of a
 5 health system that I felt was strong, quality driven,
 6 and would be able to maintain the services that we've
 7 done for all these past 40 plus years.
 8 So I'm happy to say that three years later it's a
 9 good company. I'm as autonomous as I was for 30 years
 10 with all the other companies, but when needed they're
 11 there. Whether economically, financially, you know,
 12 quality, any kind of issues I have, I'm happy to say
 13 they're there to support me. And crazy as it may be,
 14 they asked me to take over all their surgical services
 15 in both Roger Williams, Fatima and Blackstone. So
 16 perhaps it wasn't the best plan of mine, I thought I
 17 would be working not as hard as I am now but I'm
 18 working more than ever enjoining surgical services in
 19 both Roger Williams, Fatima endoscopy services, and
 20 still at my home, Blackstone Valley.
 21 So again, I can't say enough about the change I've
 22 made, and I felt that it was a good one and I still
 23 feel that it was a good one to be working with this
 24 company.
 25 MS. ROCHA: Thank you, Ann.

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1 Any questions for Ann?
 2 (No questions forthcoming)
 3 MS. ROCHA: May I have slide nine, please.
 4 Okay, Prospect Rhode Island Home Health. Home
 5 nursing care provider. It earned the Joint
 6 Commission's Gold Seal of Approval. It received the
 7 home health patient satisfaction award for 2019 for the
 8 second consecutive year. That award is determined by
 9 reviewing and ranking overall satisfaction scores for
 10 more than 2,400 home health providers and over 950
 11 hospice providers. And as Paula Roberge, the program
 12 director said: Their top priority at CharterCARE Home
 13 Health is to put our patients first. This national
 14 award is a wonderful affirmation from our patients that
 15 we're providing them with the clinical services they
 16 need right in their home, with caring hands and
 17 compassionate hearts.
 18 May I have slide ten.
 19 We thought we would spend a minute on
 20 CharterCARE's commitment to the vulnerable population.
 21 We all know that the elderly are at high risk during
 22 the COVID crisis. I'm going to call on Dr. Rebecca
 23 Brown. Dr. Brown specializes in internal medicine and
 24 geriatrics. As an aside, she's worked with the
 25 department and has done public service announcements,

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1 answering questions by kids about the COVID crisis.
 2 She does a lot of work with the elderly.
 3 Dr. Brown, are you on?
 4 DR. BROWN: Yes.
 5 MS. ROCHA: Okay. Dr. Brown, can you share
 6 with the Council your relationship with Prospect, the
 7 input from Sam Lee and David Topper, and how that's
 8 impacted your practice and your patients?
 9 DR. BROWN: So, I have to say, I've been at
 10 Roger Williams for 15 years now, and I feel so
 11 fortunate to be part of this team. And when Prospect
 12 came in, they have provided, you know, really really
 13 wonderful in-depth resources. This COVID pandemic is
 14 an absolute tragedy for the elderly. It has been an
 15 honor to work at our hospital. I have felt very
 16 supported. Pretty much every single thing I have asked
 17 for from administration, going all the way on up the
 18 line in Prospect, I have received. At first I was
 19 concerned about PPE, and we got it very very quickly to
 20 help with the onslaught of admissions that we had for
 21 our inpatients.
 22 Also, because I practice primarily in assisted
 23 living in addition to being at the hospital, I was no
 24 longer able to see my community patients in the
 25 assisted livings because they had to be closed down for

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1 purposes of not spreading COVID. And I reached out to
 2 administration, and within one and a half weeks, which
 3 I never anticipated that it would be that fast, I had
 4 an outpatient clinic up and running, a 50 mod. Every
 5 single day that I've seen patients there, which is
 6 almost every day of the week, they have been so
 7 grateful to be able to see me again in person. Because
 8 I feel as if Telehealth is not good for what we do.
 9 You know, you really need to, um, to be with your
 10 patients in person so they can see you and they can --
 11 and they can hear you. And the families have been so
 12 grateful. So there's not a day goes by where I am not
 13 so incredibly thankful that Prospect has given me this
 14 office and an ability to continue to do what I do, both
 15 on the inpatient setting and the outpatient setting.
 16 On the inpatient setting for COVID, I have felt
 17 enormously supported by the team, the COVID -- the
 18 COVID team that helps me with every single admission
 19 that I have. They have provided fabulous resources
 20 that I have access to basically 24/7. And because they
 21 are in communication with the entire country, I feel as
 22 if I have a really, really deep group of brilliant,
 23 dynamic, just wonderful people who are doing cutting
 24 edge treatment and are saving my elderly people. So I
 25 really feel very confident when I work with patients,

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1 to tell them come to my hospital, I'm there, I'm gonna
 2 take care of you. We have a wonderful group of
 3 providers all the way on up the line and we have saved
 4 many many lives at Roger Williams. People aging all
 5 the way up to the upper nineties with COVID. We have
 6 gotten, you know, through this first wave so far and I
 7 am really really proud of what we've done.
 8 I was also very grateful when I was asked by PBS
 9 Kids to do public service announcements with them where
 10 kids would ask questions about COVID. They wanted a
 11 geriatrician to help with that in case children had
 12 questions about whether they were going to transmit the
 13 virus to their grandparents, because everybody was
 14 worried about the public aspect of that. And I was a
 15 little bit concerned that maybe the corporation
 16 wouldn't allow me to do that, and everybody all the way
 17 up to the top said that's great, and I've been able to
 18 do that and that's been a wonderful service. My
 19 patients that have actually seen me on television,
 20 they're like Dr. Brown, you're on television, this is
 21 so exciting. Answering questions for kids. Sometimes
 22 a lot of the questions that they're asking are
 23 questions that my patients and their families also want
 24 to have answered. So that's been great.
 25 And I was also able to participate in Hospital

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1 Association of Rhode Island Public Service
 2 Announcement, which I encouraged families to bring
 3 their loved ones to the hospital. Because we -- one of
 4 the big problems in geriatrics was that a lot of people
 5 were afraid to come to the hospital, they were afraid
 6 they were gonna get COVID. But we have worked so hard
 7 at our hospital and been so incredibly fabulously
 8 supported by our administration, on up through the line
 9 with Sam Lee and David Topper, to have everything that
 10 we need for families of patients to feel safe,
 11 including now allowing visitation at the hospitals
 12 where families can come in and be with their loved
 13 ones. And that has made everybody feel a lot more
 14 confident about them being in assisted living.
 15 So, I feel extremely fortunate that I work with
 16 this fabulous group of people.
 17 MS. ROCHA: Thank you, Dr. Brown. Any
 18 questions for Dr. Brown?
 19 (No questions forthcoming)
 20 MS. ROCHA: All right. Could we go to slide
 21 ten, please.
 22 Next I'd like to call on Dr. Calvino. Dr. Calvino
 23 is the Program Director for the Surgical Oncology
 24 Fellowship at the Roger Williams Medical Center's
 25 Cancer Center. He does a lot of outreach to the Latino

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1 community.
 2 Dr. Calvino, are you on?
 3 DR. CALVINO: I am.
 4 MS. ROCHA: Dr. Calvino, could you -- yes.
 5 Could you say a few words about your work and the
 6 support you have from Prospect under Sam Lee and David
 7 Topper's leadership and how that impacts day-to-day
 8 patient care.
 9 DR. CALVINO: Sure, definitely, I'll be glad
 10 to.
 11 So, Abdul Saied Calvino, oncologist here at Roger
 12 Williams Medical Center. And five years ago when I
 13 started working here at Roger Williams, one of the
 14 things that I noticed right from the beginning was that
 15 my Hispanic patients were presenting with later stage
 16 of cancer. Then I started learning a little bit more
 17 about Rhode Island, how 13 percent of the population is
 18 Hispanic, and how 40 percent of that population is
 19 actually in the Providence County. And working
 20 actually with the Department of Health we realized,
 21 well, this is real, many patients with more advanced
 22 cancer. So we thought, well, what can we do.
 23 One of the bigger issues is the language and the
 24 cultural barriers that these patients have. They don't
 25 get their colonoscopies, they don't get their

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1 mammograms done on time. So we said, you know what,
 2 something we can do is to create a program where we can
 3 have a navigator, have someone who can help them to get
 4 the tests they need.
 5 The problem with that is that we needed someone to
 6 support that program. And I can say that Prospect and
 7 Sam Lee, Dave Topper were truly supportive. We have a
 8 program that doesn't bring in any revenue, that pretty
 9 much bring patients that are uninsured and underserved,
 10 but we have a program that ensure that Hispanic
 11 patients in this community can get timely quality
 12 cancer prevention care.
 13 We have more than 700 patients who have received
 14 their colonoscopies throughout the program. We have
 15 more than 200 patients who have received mammograms
 16 since we started a year ago through this program. The
 17 program works in outreach to educate the community with
 18 multiple -- collaborate with multiple groups, and has
 19 been very very active.
 20 The program received the John Cunningham Award
 21 from the Rhode Island Health Centers Association two
 22 years ago. Received an award from the Latino Control
 23 Cancer Task Force. Received a national award for
 24 decreasing disparities in Spanish population, the Carol
 25 Friedman award, from the CDC. And last year we got the

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1 Director's Award from the Department of Health,
 2 Dr. Nicole Alexander.
 3 So the program had a huge impact. We don't have
 4 any extramural funding. So all the support we have
 5 received for a coordinator, for navigators, has been
 6 from Prospect and from Sam Lee and Dave Topper.
 7 And I rest assured that if all these goals and
 8 move forward, we're gonna continue to have their
 9 support and we're gonna be able to provide our Hispanic
 10 and underserved population of the timely and quality
 11 cancer prevention care they need.
 12 MS. ROCHA: Thank you, doctor.
 13 Any questions for Dr. Calvino?
 14 (No questions forthcoming)
 15 MS. ROCHA: Okay, back to slide 10.
 16 You all know CharterCARE's commitment to Level IV
 17 substance abuse patients, long-term care behavioral
 18 health, bone marrow therapy patients, the Suboxone
 19 Center, as well as the emergency behavioral patients in
 20 crisis.
 21 May I have slide ten. We wanted to spend a -- I'm
 22 sorry, slide eleven.
 23 We wanted to spend a few moments talking about
 24 Prospect's leadership and responding to the COVID
 25 crisis. Unfortunately John Miskovsky very much wanted

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1 to speak with you. This morning his mom fell and broke
 2 her hip, so he was traveling to New Jersey, he can't be
 3 with you. Dr. Miskovsky is a hospitalist and he joined
 4 CharterCARE in 2018, he was recruited after Memorial
 5 Hospital closed.
 6 But we're fortunate to have Dr. Stoukides.
 7 Dr. Stoukides is a geriatrician. Dr. Stoukides has
 8 spoken to you on other matters.
 9 And, Dr. Stoukides, do you want to share with the
 10 Council your involvement with the leadership from
 11 Prospect in dealing with the COVID crisis and how that
 12 benefits the patient?
 13 DR. STOUKIDES: Sure, I'm happy to.
 14 When you look at how we did with COVID, it's
 15 really a phenomenal accomplishment we made. For the
 16 third small -- largest health care system in the state,
 17 we cared for the second highest amount of COVID
 18 patients. And at Roger Williams we had the lowest
 19 ventilator-associated mortality rate of COVID patients,
 20 which really is a testament to quality.
 21 Where did quality come from? It really came from
 22 support of our system. And one thing this whole thing
 23 has really done is crystalized us as a national system,
 24 which really helped us achieve our goals of really
 25 providing excellent care. Because we were able to

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1 learn from East Orange, New Jersey, who was right in
 2 the midst of the New York City surge and absolutely
 3 inundated with COVID patients. And through that,
 4 through -- we had daily physician leadership calls
 5 seven days a week at 9:00 in the morning, which wasn't
 6 the most convenient for California but they were there
 7 on the call. Dave Topper and Mitchell Lew(phonetic)
 8 and Von Crockett were involved in the calls. Finding
 9 out what we needed for support, what we needed for PPE.
 10 When one shipment of PPE coming in from Malaysia got
 11 trapped at the border, within a day we had another
 12 shipment coming in on the East Coast to support what we
 13 needed. And we couldn't have done that as a small
 14 little hospital. We did that because we're part of a
 15 national organization that had buying power and we were
 16 able to get all that.

17 From a pharmacy support, I have the privilege of
 18 chairing the National P&T Committee for Prospect where
 19 we look at our drug acquisition and utilization. We
 20 were -- our pharmacy -- national pharmacy director was
 21 tirelessly looking for ways to acquire drugs when we
 22 needed them, for every step of the way, not just
 23 antivirals but drugs to support patients on
 24 ventilators, to provide the necessary treatments that
 25 we needed for the patients.

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1 And also we -- one of the reasons why we did so
 2 well is through a merging of our immunotherapy program
 3 at Roger Williams, utilizing some very advanced types
 4 of treatments that didn't really make it out into the
 5 press a whole lot, but using the IL-6 inhibitors was a
 6 great thing for patients going through what's called a
 7 Cytokine Storm that we at CharterCARE had good
 8 experience with and were able to distribute around the
 9 country using a drug called Tocilizumab, which
 10 seriously helped a lot of patients in extreme crisis on
 11 ventilators get off the ventilators and survive. And
 12 we had no questions asked about this very expensive
 13 drug, utilizing it as much as we needed to, and
 14 supplying it for patients throughout the system.

15 What we also did was we shared best practices from
 16 the hospitals. We organized a number of national grand
 17 rounds that brought in experts at each of our hospitals
 18 to present, via Microsoft Teams and Zoom meetings, to
 19 all the different physicians in our different hospitals
 20 to share what each hospital was doing best. And that's
 21 actually moved forward as we go forward into a monthly
 22 presentation now that we're doing, to continue to share
 23 best practices. We realized that we work best as a
 24 large national organization, not as little individual
 25 hospitals.

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1 And that's one thing that Sam and Dave have really
 2 instilled on the organization is we are a system, we're
 3 not just little hospitals surviving on their own.
 4 We're working together, using our talents to really
 5 support each other. It's helped us immensely in our
 6 ability to reopen safely, utilizing best practices.
 7 When New Jersey started reopening and Philadelphia
 8 started reopening, we were able to draw from their
 9 experiences and use it in our system.

10 You know, California got hit hard initially and
 11 now they're getting hit hard again. Now we're learning
 12 what we have to do for a second wave by sharing best
 13 practices with the California hospitals and what
 14 they're doing. We had a call with them yesterday, and
 15 we just continue to learn and grow because of the size
 16 of the system we are. And I think that's clear in why
 17 we've done so well in our COVID response, clearly
 18 better than any other system in state, so, I'll be
 19 happy to take any questions.

20 MS. ROCHA: Thank you, doctor. Any
 21 questions?
 22 (No questions forthcoming)

23 MS. ROCHA: Okay. Turning to slide 12. We
 24 thought we would spend a minute on Prospect's
 25 commitment to the CharterCARE integrated delivery

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1 system. I think you all know Dr. Joseph Mazza.
 2 Dr. Mazza is the Division Director of Cardiology at
 3 both Fatima and Roger Williams. He's the Board Chair
 4 of the CharterCARE Provider's Group.

5 Dr. Mazza, are you on? Dr. Mazza?
 6 DR. MAZZA: I'm here, can you hear me?
 7 MS. ROCHA: We can, thank you.

8 Dr. Mazza, do you want to spend a couple minutes
 9 talking about the IDS and the support from Prospect and
 10 the importance in the Rhode Island health care delivery
 11 system?
 12 (No response)

13 MS. ROCHA: Dr. Mazza, are you on mute?
 14 Dr. Mazza, I heard you a minute ago.
 15 (No response)

16 MS. ROCHA: Any suggestions?
 17 (No response)

18 MS. ROCHA: All right, Dr. Mazza, I see you
 19 on the screen but I don't know if you're on mute, so
 20 why don't we move on and let us know as soon as you
 21 unmute.
 22 Okay, let's turn to slide 14.
 23 Okay, we thought we'd do a very quick recap of the
 24 2014 joint venture approval.
 25 You will remember in 2008, in an effort to stem

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1 financial losses, Roger Williams Hospital and Our Lady
 2 of Fatima sought and received approval from the
 3 Department and the Attorney General to affiliate
 4 through the creation of CharterCARE Health Partners.
 5 CharterCARE Health Partners did achieve operating
 6 efficiencies, but continued financial losses,
 7 jeopardized its continued financial viability.
 8 For those of you who were present during the 2014
 9 review, you may recall that CharterCARE incurred a nine
 10 million dollar loss through a six-month period ending
 11 in March 2014, before it was acquired by Prospect.
 12 The boards of the hospitals confirmed that the
 13 system did not have the ability to survive long-term
 14 with a go it alone strategy.
 15 After an open and transparent RFP process
 16 CharterCARE chose Prospect.
 17 In May of 2014, the Department of Health and the
 18 Attorney General approved the joint venture.
 19 And as you've heard from many of the speakers,
 20 Prospect saved the failing Rhode Island hospitals.
 21 It's provided significant support, you've heard
 22 financial and otherwise, to the hospitals, the
 23 surgicenter, and the home nursing care provider, and it
 24 will continue to do so in the future.
 25 Let me just try Dr. Mazza one more time?

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1 (No response)
 2 MS. ROCHA: Okay. Let's turn to slide 15.
 3 We thought it would be instructive to take a look
 4 at Prospect's commitment, including capital
 5 expenditures to date.
 6 You're aware, you've heard about the new ED at
 7 Roger Williams with the private bays and emergency
 8 medicine technology, a \$15.1 million project.
 9 You heard about the dedicated Behavioral Health ED
 10 that's under construction, a \$5 million project.
 11 There were ED renovations and expansion at Fatima.
 12 Pharmacy equipment and upgrades at Roger Williams
 13 and Fatima.
 14 There were main entrance redesigns and other
 15 facility renovations at both Roger Williams and Fatima.
 16 Other infrastructure improvements, including
 17 expansion of the Cancer Center that you heard about.
 18 New medical, surgical and imaging equipment and
 19 other upgrades at both hospitals.
 20 Capital to support physician recruitment,
 21 physician retention, and other physician engagement
 22 strategies.
 23 And many of the renovations improved design and
 24 access, including handicap access to the facilities,
 25 involved green energy projects, and allowed for growth

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1 and expansion of service lines such as behavioral and
 2 opioid addiction service lines to meet the community
 3 needs in both Providence and North Providence.
 4 Okay, before I turn to the transaction on 16, I'm
 5 going to ask one more time, Dr. Mazza, I see, and your
 6 mute is on. Do you want to unmute?
 7 (No response)
 8 MS. ROCHA: Okay. Going going gone. Let's
 9 go to Transaction on page 16.
 10 DR. MAZZA: Can you hear me, Pat? I'm sorry.
 11 MS. ROCHA: Yes, I can hear you.
 12 DR. MAZZA: I apologize, I'm sorry. I went
 13 through half the presentation before I heard you, I
 14 apologize.
 15 MS. ROCHA: No problem.
 16 DR. MAZZA: Do you want me to start now? I
 17 apologize. I'm not technically savvy.
 18 MS. ROCHA: Not at all.
 19 Can we just go to slide 12, please.
 20 DR. MAZZA: I'll keep it brief.
 21 MS. ROCHA: Excellent.
 22 DR. MAZZA: So, I apologize again to the --
 23 to the members of the council.
 24 Just for purposes of background, I do serve as the
 25 cardiology chairman at both Roger Williams and Fatima.

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1 I serve as the chairman of the CharterCARE Providers
 2 Group. I actually came to Roger Williams in 1989 as a
 3 resident, and I was a resident and chief resident and
 4 then stayed as a cardiology fellow in the Brown system.
 5 I'm in private practice here in Rhode Island with ten
 6 other cardiologists.
 7 In 2014 when Prospect came, it was clear that we
 8 needed an integrated delivery system. We needed to be
 9 able to provide high quality value based care to the
 10 people of Rhode Island. In order to do this, we knew
 11 we had to get patients, physicians, and hospitals, and
 12 insurers all on the same page and be able to provide
 13 affordable high quality care. CharterCARE Providers
 14 Group was established in 2014 to be a key element of
 15 this.
 16 Back in 2014, to be honest with you, I think a lot
 17 of physicians really didn't understand what managed
 18 care was, what value based care was, population health.
 19 These were concepts that were kind of foreign, because
 20 most of us are busy practicing physicians. What
 21 Prospect did, though, is they brought their resources,
 22 their knowledge and experience in managed care, the
 23 analytics people needed to actually provide this care,
 24 and the on the ground people to create a cohesive
 25 group.

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1 One of the most important but the least spoken
 2 that Prospect did is they provided knowledge and
 3 education. This has been an ongoing process and
 4 Prospect has been there every step of the way to
 5 educate us. This is -- we've had ongoing meetings
 6 where we speak about all these (inaudible) change, and
 7 Prospect has provided the resources we needed to
 8 actually do that.

9 When we started, we had literally a handful of
 10 physicians that were part of the group, and in six
 11 years we've grown into 125 private care physicians and
 12 350 specialists. And with the CharterCARE hospitals
 13 we've been able to provide efficient value, high
 14 quality care.

15 When we began six years ago, I still remember
 16 several physicians raised the question, you know, why
 17 can't we do this by ourselves? Why do we need
 18 Prospect, why do we need a company, why do we need
 19 anything. And it became very apparent quickly that,
 20 really, without the hands-on guidance that Prospect
 21 provided, we really couldn't get to where we are now.
 22 We've actually grown and we've actually succeeded very
 23 quickly compared to other groups.

24 In 2014 -- the slide says that we started actually
 25 in 2015 but we had initially about 2,200, 2,300

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1 patients. We've grown to over 6,400 members under
 2 care. During this time we also formed a Medicare ACO.
 3 We've also become leaders in the Rhode Island
 4 accountable entity Medicare program and are engaged in
 5 helping to shape the future of Rhode Island Medicaid.

6 When we initially started, our membership was
 7 mostly Rhode Island Medicare Advantage patients from
 8 one insurer. We actually very quickly provided value
 9 to those patients. You know, we provided what was
 10 called wraparound care where we provided the care they
 11 needed, where they need it, when they need it. We
 12 provided care in homes, and by doing so we actually
 13 were able to provide good quality care at a value, and
 14 continue to do so.

15 We've also created specialized teams to care for
 16 people with chronic disease process to better manage
 17 them at home, avoid exacerbations. And our results
 18 actually speak for themselves. We were actually -- we
 19 are still the only group that is fully dedicated --
 20 sorry, delegated to conduct care management and
 21 utilization by Medicare Advantage -- by Medicare
 22 Advantage health provider in Rhode Island. Right now
 23 we have 9,000 of those patients under our care.

24 We not only brought care and value to patients but
 25 we also brought value to the physicians that have

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1 joined the group. Over the past six years, we've taken
 2 our percentage of patient-centered medical home
 3 certification from 10 percent in 2017 to 87 percent in
 4 2020. We couldn't have done that without the resources
 5 that Prospect brought to the table to quickly do that.

6 We still have a commitment to ongoing education
 7 which happens literally on a monthly basis.

8 Truly, though, our benefit came out during the
 9 COVID crisis. It's difficult to be a primary care
 10 physician, especially in private practice and have
 11 COVID hit you at once. We immediately created channels
 12 for communications to the physicians. We created
 13 outlets for the physicians to reach out if they became
 14 ill and needed help in their practice. Most
 15 importantly, we actually created a supply chain. And
 16 much like Rebecca Brown spoke about, we created a
 17 supply chain to provide PPE to private practices so
 18 they could go on and function, because without that we
 19 actually (audio difficulties). And obviously our
 20 benefits -- we have been recognized for all the work
 21 we've done. We achieved the highest possible quality
 22 scores in the Neighborhood Health Plan. We achieved
 23 four stars in Blue Cross. Several years running we
 24 actually have been awarded the elite status through the
 25 American Physicians Groups.

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1 We're -- though Prospect is in California, the
 2 group also is local. We have over 45 employees here
 3 which work in quality and care management on a daily
 4 basis.

5 I will echo what everyone said regarding Sam Lee
 6 and Dave Topper. I -- they are available to me if I
 7 need them. They've always responded. I actually have
 8 a relationship with someone called Steve O'Dell at
 9 Prospect who actually deals with me on a regular basis
 10 and he helps us run the group locally. He -- he's
 11 available 24 hours a day, 7 days a week. He actually
 12 flies out here three out of four weeks a month and is
 13 available to us.

14 So there is no doubt that Prospect has come to the
 15 table to provide what we need. Without them we
 16 wouldn't achieve in six years what other groups took 15
 17 or 20 years to actually achieve.

18 And with that I'll stop, and I apologize for my
 19 lack of computer skills.

20 MS. ROCHA: Thanks, Dr. Mazza.
 21 Any questions for Dr. Mazza?
 22 (No questions forthcoming)

23 MS. ROCHA: All right, let's turn to slide
 24 16, The Transaction.
 25 Okay, and as you know well now, the only change

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1 pursuant to the October 2, 2019 merger agreement is the
 2 change at the top of the corporate chain where Sam Lee
 3 and David Topper's ownership interest will increase
 4 from 40 percent to a hundred percent. And based upon
 5 everything you've heard today from doctors, nurses,
 6 health care providers, that's a good thing for patients
 7 needing the services of the two hospitals, the
 8 surgicenter, and the home nursing care provider.
 9 The licensed entities will continue to provide
 10 high quality and cost-efficient care. This merger
 11 agreement, it will not impact the quality services
 12 you've heard about. The populations, including the
 13 underserved populations served, the payor mixes, the
 14 governance, tax ID number, provider numbers, executive
 15 and medical leadership, staffing, financial condition,
 16 policies and procedures, including charity care, or
 17 assets, liabilities and obligations of the Rhode Island
 18 facilities.
 19 Page 17, please.
 20 As we discussed, the only change, you have the
 21 corporate chart, is to Ivy Holdings, Inc., the holding
 22 company five and six times removed from the licensed
 23 entities.
 24 Sam Lee and David Topper will become the sole
 25 shareholders of Chamber, Inc., a newly formed entity,

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1 and Chamber will become the parent of Ivy Holdings.
 2 After the transaction, Leonard Green, the private
 3 equity investors, and other minority management
 4 shareholders will no longer retain ownership in Ivy
 5 Holdings.
 6 Eighteen, please.
 7 We have a few more folks who want to speak to you.
 8 And we've had a lot of speakers and it shows their
 9 dedication to these hospitals under the leadership of
 10 Prospect.
 11 Dr. Mariorenzi, are you on?
 12 DR. MARIONRENZI: I am.
 13 MS. ROCHA: Dr. Mariorenzi is the Chief of
 14 Orthopedics at Roger Williams Medical Center. He's
 15 also a member of the Roger Williams Community Advisory
 16 Board.
 17 And, Dr. Mariorenzi, can you share your experience
 18 with Prospect under the leadership of Sam Lee and David
 19 Topper in terms of the orthopedic services and the
 20 services to your patients?
 21 DR. MARIONRENZI: I'm happy to.
 22 First, I'd like to thank the Health Services
 23 Council for giving me the opportunity to speak on
 24 behalf of this Change in Effective Control application.
 25 As Pat alluded to, I'm Louis Mariorenzi, I'm head

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1 of orthopedics at Roger Williams. I was actually going
 2 to speak more as a longstanding member of the board and
 3 medical staff. I'm gonna suffice it to say that
 4 orthopedics is very solid at the hospital. We have
 5 Joint Commission certification for hip and knee and
 6 spine. We have a lot of awards, I'm going to probably
 7 not promote that as much.
 8 As you already heard, in 2008 -- 14, we were in
 9 need of capital. And we were forced to look to the
 10 private -- to the for profit world. And we were
 11 approached by an awful lot of for profit entities that
 12 really wanted full ownership, full control.
 13 Prospect was different. Prospect was willing to
 14 allow us to maintain some ownership, maintain control.
 15 And they offered us a managed care piece that Dr. Mazza
 16 alluded to that was very attractive.
 17 We soon got to know Sam Lee and Dave Topper. Even
 18 though they're based in California, even though they
 19 have many hospitals under their wings, they made it a
 20 point to show up at our board meetings, our medical
 21 staff meetings, our IPA meetings. They come out every
 22 year for our holiday party, and I'll tell you, it's not
 23 for the party. They have been very strongly supportive
 24 of our needs for infrastructure and new technology.
 25 They've been very strongly supportive of our academic

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1 mission and affiliation with Boston University. And
 2 they've been very very supportive of the medical staff.
 3 You've already heard a lot about during the COVID
 4 outbreak and how they were instrumental in obtaining
 5 the PPEs that were needed by the hospital and the
 6 physician practices. They also identified ventilators
 7 at their other hospitals that were not being swamped by
 8 COVID. Those ventilators were tagged for export to us,
 9 if necessary. It wasn't needed but it was certainly
 10 nice to know we had backup.
 11 They know us and we know them. I, too, get calls
 12 from Dave Topper frequently. Mostly just to check in
 13 and see how I'm doing. I actually never knew that Dave
 14 and Sam were minority owners. I think I would have
 15 been a little bit more anxious if I'd known that was
 16 the case.
 17 I think I speak for the rest of us, we're thrilled
 18 that they got the opportunity to take over full control
 19 of Prospect. Our hospitals are in such a much better
 20 position now than we were six years ago, and I am
 21 confident that with their continued support, we'll
 22 continue to grow and meet the needs of our patients in
 23 our community.
 24 I've also gotten to know Dave Topper a little bit
 25 outside the hospital. He and I have had some fantastic

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1 hikes together. The very first time we ever went
 2 hiking we found ourselves trying to get down Mount
 3 Washington in late fall, middle of the night, pouring
 4 rain with one headlight. Dave is a very kind person,
 5 very generous person. He's got a huge heart. The
 6 reason we had one headlight is he had given our other
 7 one away earlier in the evening to another group in the
 8 mountain. Dave is honest and Dave is true to his word.
 9 I actually am proud to call him a friend. I do hope
 10 that the Health Services Council sees these two people
 11 as the rest of us do and accepts the change in
 12 effective control, really to allow us to continue to
 13 move forward as we have, and provide the care that we
 14 want and need to provide.
 15 I'll leave it at that. I'm just so hopeful that
 16 you see these two the way we do, and thank you very
 17 much for your time this afternoon.
 18 MS. ROCHA: Thank you, doctor.
 19 Any questions for Dr. Mariorenzi?
 20 (No questions forthcoming)
 21 MS. ROCHA: Next I'd like to ask
 22 Dr. Somasunder to share comments. Dr. Somasunder is
 23 the Associate Chief of Surgical Oncology and Director
 24 of Geriatric Oncology at Roger Williams.
 25 Dr. Somasunder, are you on the call?

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1 (No response)
 2 MS. ROCHA: Dr. Somasunder?
 3 DR. SOMASUNDER: Yeah, thank you for
 4 providing me this opportunity to speak today. Do you
 5 hear me?
 6 MS. ROCHA: We do, thank you, doctor, yes.
 7 DR. SOMASUNDER: Yeah, I am Dr. Somasunder,
 8 I'm the Vice Chairman of Surgery and I'm also the
 9 Director of Geriatric Oncology Program which runs here,
 10 and I'm also the immediate past president of the
 11 medical staff.
 12 I will talk to you first in terms of the geriatric
 13 oncology program. What does that entail. It's
 14 essentially taking care of the cancer very early. It
 15 is -- if you look at it, it's also an underrepresented
 16 population in terms of taking care of the cancer very
 17 early. We have very few programs across our country
 18 which does it, and we are one of the few that actually
 19 takes care of it. If you look at the hospitals,
 20 essentially looking at two things, which are geriatrics
 21 and cancer care, that's what our biggest goal towards
 22 taking care of these patients, so we combine both and
 23 we are taking care of them. And we do provide patient
 24 navigation and taking care of these patients to see to
 25 it that they complete their care, whether it be

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1 chemotherapy, radiation, or surgery. Until we complete
 2 the care we do not have good results. And they have
 3 unique problems, and a lot of the such unique problems
 4 are addressed with our program, and that's our goal.
 5 And we have been doing it for the past six years with a
 6 lot of success in taking care of these patients.
 7 In regards to the taking care of the surgical
 8 oncology patients, during COVID response we were one of
 9 the few hospitals which actually continued to take care
 10 of the surgical oncology patients. We did operate on
 11 these patients. Where they are Level II patients, they
 12 were not elective cases, we continued to do -- give
 13 care to these patients, because only because of the
 14 administration's commitment towards taking care of
 15 these patients that we did, we were able to take care
 16 of these patients.
 17 I think we were bombarded with COVID patients. In
 18 spite of that, the administration talked to us like we
 19 were able to give adequate care and operate in timely
 20 care for these patients, which is we know that is one
 21 important aspect of taking care of cancer patients.
 22 Then, in terms of immediate past president of the
 23 medical staff, I have an experience where there were
 24 some issues with the medical staff. They were asked
 25 some questions initially when especially Prospect had

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1 come in, when -- so we had questions about it, and I've
 2 spoken to the -- to Mr. Topper, and there was an
 3 immediate response. Within two weeks they flew in, and
 4 in the quarterly medical staff meeting, they properly
 5 and adequately answered all the questions that were
 6 there from the medical staff and was well received.
 7 And so this was one of my experience with the --
 8 personal experience with the owners. And I think the
 9 hospital is there to stay and we need them for the
 10 hospital to do well. Thank you.
 11 MS. ROCHA: Thank you, doctor.
 12 Any questions for Dr. Somasunder?
 13 (No questions forthcoming)
 14 MS. ROCHA: Next is Andrew Beyer. Andrew
 15 Beyer started his career as a CNA in the ED and today
 16 he's the nursing supervisor.
 17 Andrew, are you on?
 18 MR. BEYER: I am.
 19 MS. ROCHA: Can you share your comments with
 20 the Council?
 21 MR. BEYER: Absolutely. Thank you.
 22 So, I'm speaking on behalf of Prospect Medical
 23 Holdings and the (inaudible) it's brought to our
 24 facility at Roger Williams Medical Center.
 25 I've worked here at Roger Williams for about nine

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1 years. I started as a CNA in the emergency room, as
 2 she had said, and quickly learned that I was interested
 3 in much more. Long story short, I'm now a supervisor.
 4 Prior to Prospect coming in it was fairly
 5 difficult for us to have a sitdown conversation with
 6 upper management about patient growth within our
 7 facility. I personally was met with hardship on
 8 multiple occasions when I was requesting to have
 9 conversations with upper management during that time.
 10 Now, since Prospect has come in, there's a new
 11 mind frame which was also brought in, which, the term
 12 that a lot of management uses here now is the open door
 13 policy. And I'd heard that term in the past; however,
 14 it's never been implemented as well as it has been with
 15 the leadership that was brought in with Prospect coming
 16 in. When they say open door policy, they truly mean an
 17 open door policy, and they will sit down and talk with
 18 anyone.
 19 Thinking back to some of the hardest times that
 20 I've had here in my nursing career was during this
 21 COVID pandemic. Two of the main points that stick out
 22 at me the most for this period was the relief that was
 23 allotted to us with helping hands, which was extra
 24 nursing staff on the COVID units to help aid with the
 25 extensive care that was needed for these critically ill

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1 patients. Without the approval of the system I do not
 2 believe that we would have had as many positive
 3 outcomes for our patients that we had.
 4 Secondly, the meticulous distribution of the PPE
 5 for these patients so that we could have -- for patient
 6 care and the staff safety which was implemented. We
 7 were able to adequately care for the load -- our
 8 patient load with the appropriate PPE during the entire
 9 COVID pandemic.
 10 The leadership which has been crafted by this
 11 company has implemented up to date standards of care to
 12 increase our patient safety, our patient satisfaction,
 13 our patient outcomes, as well as increased the ability
 14 of our employees to better care for our customers and
 15 patients.
 16 I've seen this facility go through numerous
 17 changes in leadership in my time at Roger Williams;
 18 however, I have not seen a more dedicated, caring,
 19 capable, driven group of leaders which has been groomed
 20 by this company, and I am honestly very thankful, and
 21 as are most of my peers for this.
 22 That's all I have. Thank you.
 23 MS. ROCHA: Thanks. Any questions for Andrew
 24 Beyer?
 25 (No questions forthcoming)

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1 MS. ROCHA: And last but certainly not least,
 2 Jeff Liebman, the CEO of CharterCARE whom you all know.
 3 Jeff in his tenure has been involved with several
 4 healthcare systems. But, Jeff, I'm going to ask you,
 5 since you've taken over as CEO, can you share with the
 6 council your relationship with the folks at Prospect
 7 under the leadership of Sam Lee and David Topper, the
 8 impact on the hospitals, your experience during COVID,
 9 and the future of the hospitals and the surgicenter and
 10 the home nursing care provider under Sam Lee and David
 11 Topper's leadership.
 12 MR. LIEBMAN: Right, so thanks, Pat.
 13 So, first it's good to be back again. It was
 14 several months ago the last time I was with the council
 15 members, just before COVID sort of put everything on
 16 the rocks here.
 17 So I've been here about two years now, and as many
 18 of you know I've worked in multiple systems in New
 19 England. [audio difficulties] Beth Israel, Lahey
 20 system. And I will tell you that I get much better
 21 support from Sam Lee and David Topper than I did in
 22 those systems, and I was running some fairly good-sized
 23 operations for them. They have truly showed a personal
 24 and professional interest here that I've not seen
 25 before in many many larger hospital systems and

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1 entities.
 2 You know, my personal involvement is basically
 3 that I never have to ask twice. When I need something
 4 and I pick up the phone or I make a phone call, that
 5 happens very, very quickly. And in addition to that,
 6 they truly believe in what I call the focus on the
 7 community through their shared governance model. We
 8 have a shared governance model at the board level. We
 9 have advisory boards at both hospitals. We have lots
 10 of physician input. And their dedication to being here
 11 that you've heard today, and knowing everyone on a
 12 personal basis, has really been outstanding.
 13 So let me give you three specific examples that I
 14 think a few point to that and verifies what I just
 15 said.
 16 The first as everyone has talked about is in the
 17 COVID response. So as Dr. Stoukides mentioned, we took
 18 care of a lot more patients on a percentage basis than
 19 our size would indicate when it came to COVID patients.
 20 We are closely approaching our four hundredth patient,
 21 COVID positive, that we took care of within the
 22 hospital, with outstanding results between the two
 23 institutions. I believe that's because we never
 24 doubted for a moment whether or not we would have
 25 enough supplies. We were never asked during that time

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1 what's this gonna cost, how are things going to be
 2 taken care of financially. Whenever we had a need,
 3 whether it be for face masks or PPE or ventilators, it
 4 arrived almost the next day. We got daily reports of
 5 how we were doing in terms of supply chain management,
 6 bringing materials and supplies here for our patients,
 7 and the national effort to establish good clinical
 8 standards was outstanding as you've heard from many of
 9 the doctors. Some of those committees continue to
 10 serve and continue to go forward.
 11 The second was facility/management support. You
 12 know, we have spent well over a hundred million dollars
 13 here since Prospect has saved CharterCARE. And I do
 14 mean saved. You know, when I was raising my children
 15 on Orchard Avenue, it was back a ways but I would hear
 16 all the time how Our Lady of Fatima was losing double
 17 digits with millions of dollars. How Roger Williams
 18 was barely breaking even. We don't see those things
 19 today. Today we are a much stronger, more secure
 20 financial situation because of a lot of the support and
 21 expertise that we got. So in terms of spending over a
 22 hundred million dollars here, when you look at the
 23 facility and management support, we couldn't do that
 24 without a national system supported by Sam Lee and
 25 David Topper sending us expertise when we need it.

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1 We've taken on some very, very large projects, and the
 2 only reason we completed those successfully was because
 3 at the very top, people supported us and made sure we
 4 got all the things we needed as quickly as possible.
 5 And then finally, financial support. I don't
 6 worry if there's a crisis or an urgent situation, that
 7 I'm not going to have enough resources to deal with it.
 8 We deal with it now, and then we worry about cost
 9 later. We've always put the patients, the doctors, the
 10 employees and the medical staff first. And that's one
 11 of the reasons our results have gone on so well. You
 12 know, Roger Williams many years ago before
 13 CharterCARE -- before Prospect was involved, was what
 14 we call a One Star hospital, is today a Three Star
 15 hospital, and we think by the end of the year it will
 16 be a Four Star hospital.
 17 I also have to chuckle a little bit about the
 18 whole question here. I've never met anyone from
 19 Leonard Green. No one from Leonard Green has ever
 20 expressed any interest here. This has not been at
 21 any -- in any means or any way any involvement with
 22 Leonard Green at these institutions. So it will have
 23 no impact on a going forward basis on patient care,
 24 community support, quality. The existing leadership
 25 that we're talking about -- Sam Lee and David Topper --

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1 are the ones who have put their heart and soul into
 2 converting these into first class organizations. And I
 3 look forward to working with both of them. You know,
 4 it's been a pleasure and I've been very, very lucky
 5 having their support.
 6 And with that I'll turn it back to you, Pat.
 7 MS. ROCHA: Thanks, Jeff.
 8 Any questions for Jeff?
 9 (No questions forthcoming)
 10 MS. ROCHA: Okay, let's turn to slide 19,
 11 please.
 12 I'm going to briefly highlight some letters of
 13 support but I want to go back to a comment by Mr. Barry
 14 at the beginning of the meeting.
 15 All public comments, pro and con, have been
 16 provided to the applicant. It's my understanding
 17 they've been provided to all the Health Service Council
 18 members. It's in the link that went out with the
 19 notice of this meeting. And as much as I enjoy
 20 mushrooms with my dinner, we are not living in a dark
 21 mushroom world. This is an open, transparent process,
 22 as it should be.
 23 Now, I do want to highlight a few of the letters
 24 of support. I'm not gonna go through these word for
 25 word. But we all know Dr. Ghazal, the CEO at the Rhode

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1 Island Free Clinic and the important role the Free
 2 Clinic plays in the Rhode Island health care community.
 3 Dr. Ghazal said as they opened their new dental clinic
 4 in 2018, they collaborated with Dr. Samartano and other
 5 members of CharterCARE's medical and dental staff.
 6 They continue to add to this relationship with more
 7 interested physicians and medical services. As the
 8 neighbor for many years, CharterCARE has assisted the
 9 clinic with allowing usage of their property for
 10 parking for patients and staff. The Rhode Island Free
 11 Clinic supports the application of Prospect Medical
 12 Holdings and recommends that the application be
 13 approved.
 14 Jo-Ann Ryan, the Majority Leader of the Providence
 15 City Council, she wrote in strong support of the
 16 application. And she said CharterCARE's leadership has
 17 been a responsive corporate citizen and a neighbor in
 18 our area and has not hesitated to partner with us on a
 19 number of initiatives or projects to better our
 20 community and city. All of these positive improvements
 21 came at the direction of the CharterCARE's management
 22 team.
 23 On page 20.
 24 As many of you know Akshay Talwar, the CEO and
 25 Administrator at Briarcliffe Manor. He tells us that

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1 Briarcliffe has had a long and positive relationship
 2 with Roger Williams Medical Center and Fatima Hospital
 3 from back in the sixties. Relationship has grown
 4 stronger since CharterCARE rescued the two hospitals
 5 approximately five years ago. He's hoping for many
 6 more years of this warm and friendly cooperation and
 7 urges the council to approve the application.
 8 Jim Cooney, the President and CEO of PriMedia,
 9 Inc. CharterCARE has always gone out of their way to
 10 support initiatives like the Senior Expo, Latino
 11 Business Expo, and others.
 12 Chris Thomas, the Vice President and Treasurer of
 13 Drapery House. "CharterCARE staff are exceptional in
 14 their community role with the public and businesses
 15 like ours. We're grateful for outstanding companies
 16 like CharterCARE that make a difference."
 17 Armand Toscano, the President of Communications
 18 systems. "We also appreciate the opportunity to
 19 support a health system that counts on local talent and
 20 expertise to meet their operational needs."
 21 Page 20. I'm sorry, 21.
 22 Dr. Gregory Allen. Dr. Allen's the President of
 23 the Roger Williams Medical Staff Association. And he
 24 tells us that as a community-based internal medicine
 25 physician, he's been particularly pleased with the

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1 company's commitment to strengthen the role of primary
 2 care physicians in the network and to help retain and
 3 recruit PCPs, specialty physicians and surgeons to
 4 Rhode Island in the system, not an easy task. Prospect
 5 has also been committed to the valuable teaching
 6 program at Roger Williams. He tells us recently he's
 7 been most pleased and proud of the collective response
 8 to the COVID pandemic these last few months. Roger
 9 Williams and CharterCARE treated an overwhelming number
 10 of Coronavirus patients with unmatched outcomes.
 11 Prospect provided exceptional support and resources
 12 during this time that allowed our clinicians, nurses
 13 and support staff to do the job safely and effectively.
 14 And he concludes that while it's a smaller hospital, we
 15 don't typically get the acknowledgments of other area
 16 systems. He can assure you that the effort and
 17 dedication up and down the organization, from Sam Lee
 18 and David Topper down, was nothing short of
 19 extraordinary.
 20 Page 22.
 21 Joe DeSantis, the President and CEO of Tri-County
 22 Community Action Agency which serves close to 20,000
 23 low to moderate income families, disabled adults,
 24 seniors, children and youth. He tells us that Roger
 25 Williams and Fatima serve as our preferred referral

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1 sites for hospital-based care, including emergency
 2 services, behavioral health and addiction, and a range
 3 of other acute and outpatient specialty programs. He
 4 concludes that, "it's apparent to us that Prospect
 5 Medical has supported CharterCARE in its effort to
 6 continue to provide quality services and outreach to
 7 community organization like ours, and thus help meet
 8 the needs of less fortunate citizens in our state."
 9 Okay, page 23.
 10 My famous green checkmark. I'm gonna end where I
 11 began.
 12 We look forward to asking you to approve the CEC
 13 applications. All the CEC criteria have been met. And
 14 you know me, I'm an advocate, I hope I'm a good
 15 advocate for my clients. But here, this isn't even a
 16 close case. This is hands down. You heard from each
 17 of the speakers who deal with the Prospect management
 18 team and executive. And these applications meet each
 19 and every one of the criteria.
 20 So let's take a look on page 24.
 21 And you're all familiar with the criteria. In
 22 fact I think it was handed out to you at the beginning
 23 of the meeting. Character, Commitment, Competence and
 24 Standing in the Community.
 25 Speaker after speaker affirm Prospect's character,

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1 commitment, competence and standing in the community to
 2 allow the hospitals, the Surgicenter, and the home
 3 health agency to provide quality, cost-effective,
 4 needed services to patients in need.
 5 You know that Roger Williams and St. Joe's serve
 6 as safety net hospitals and are committed to serving
 7 the Rhode Island community. All of the licensed
 8 entities provide needed quality and affordable services
 9 to Rhode Islanders, including the underserved
 10 populations.
 11 Prospect, under the leadership of Sam Lee and
 12 David Topper, will continue to make investments in
 13 Rhode Island. You've heard about them, including the
 14 renovated ED at Roger Williams, the addition of Spanish
 15 speaking primary care physicians, and the licensed
 16 entities have a strong licensure track record of
 17 providing high quality services to their patients.
 18 Slide 25.
 19 Speaker after speaker has affirmed that the
 20 licensed entities will continue to provide safe and
 21 adequate treatment. You know they provide a wide array
 22 of services, ranging from emergency department
 23 services, inpatient and outpatient services, surgical
 24 procedures, pain management, physical therapy and
 25 palliative care. The entities will not terminate or

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1 reduce any of those services as a result of this
 2 transaction. They'll maintain their current
 3 facility-wide quality assurance -- assessment and
 4 assurance program that's part of the application. They
 5 will continue to ensure that residents of Rhode Island
 6 receive exceptional quality care at the right time in
 7 the right setting with the utmost compassion and
 8 efficiency.

9 Page 26. Financing and Financial Viability. This
 10 table is in your application at Appendix E. The
 11 transaction will be funded entirely by cash. No monies
 12 are coming from the Rhode Island entities, and the
 13 transaction will not impact their capital and operating
 14 needs.

15 Page 27, Access to Underserved Populations. You
 16 know that historically CharterCARE has for decades
 17 provided significant levels of care to the underserved,
 18 indigent, low income patients in Rhode Island. Those
 19 efforts have expanded under the joint venture with
 20 Prospect and they will continue in the future.

21 You've heard about Prospect's significant
 22 investment of funds since the joint venture to expand
 23 the primary care base, including in underserved areas
 24 of Rhode Island to recruit Spanish speaking primary
 25 care providers to assist with care to underserved

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1 areas. The entities participate in Medicare and
 2 Medicaid and have robust charity care policy.

3 Also attached to tab 18 of the application.
 4 Slide 28, please.

5 So I am going to end where I began. The
 6 applicants meet all four CEC criteria, as evidenced by
 7 their provision of high quality, cost-effective
 8 services to Rhode Island patients, including the
 9 traditionally underserved population, which will only
 10 continue under the leadership of Sam Lee and David
 11 Topper. And it's been proven since it acquired
 12 CharterCARE in 2014.

13 We are asking that you recommend approval of the
 14 hospital, freestanding ambulatory surgery center, and
 15 home nursing care Change in Effective Control
 16 application.

17 That concludes our preparation and we are happy to
 18 answer any questions you may have.

19 CHAIRMAN MANCINI: Thank you very much, Pat.
 20 And before we move to public commentary are there any
 21 questions from the members of the Council?
 22 (No questions forthcoming)

23 CHAIRMAN MANCINI: Okay. Fernanda, do you
 24 have a list of who is speaking on the opposite side?
 25 MS. LOPES: Yes, thank you. Public comments

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1 are important -- an important part of this process, and
 2 again, I as mentioned before there is a live link if
 3 anyone wants to sign up. You may still do so.

4 The first person to speak today is Miriam
 5 Weizenbaum.

6 Is Miriam available, please?

7 MS. WEIZENBAUM: Yes, thank you. Hi, good
 8 afternoon. I know it's been a -- you've heard a lot
 9 today so I appreciate your patience.

10 My name's Miriam Weizenbaum and I am the
 11 relatively new incoming chief of the Civil Division at
 12 the Office of Attorney General. I will be speaking as
 13 a representative of one of the offices that is
 14 performing a regulatory function with respect to the
 15 same changes for which approval is being sought before
 16 this council. So I'd like to thank the vice chair and
 17 council members and staff for giving me this
 18 opportunity and I'm just going to speak briefly.

19 So in my capacity as representative of the Office
 20 of Attorney General, I am making the strong
 21 recommendation that the Health Services Council not
 22 rush this deliberative process and take all the time
 23 necessary to permit a full investigation into this
 24 matter, knowing that several questions have been
 25 raised. Certainly no one wants an unconsidered

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1 decision. You know, doctors and nurses are on the
 2 ground doing important work, and it's our job, our
 3 collective job to protect that work. That means we
 4 have to look very closely at the integrity of this
 5 corporate change.

6 The oversight of my office is similar to the
 7 oversight of the obligation of the Health Services
 8 Council. So the Health Services Council is to consult
 9 and advise the Department of Health regarding
 10 healthcare facility licensing reviews, and for our
 11 office, similarly, it's to assure the viability of a
 12 safe, accessible, and affordable health care system
 13 that's available to all citizens of -- excuse me, all
 14 citizens of this state.

15 Our office, along with the Department of Health
 16 moved the deadline for the parallel -- in many ways the
 17 parallel process that we are involved in. As I said,
 18 reviewing the same transaction that's before this body
 19 in the Change in Effective Control application. And we
 20 made the decision that we needed to move the deadline
 21 for a number of reasons, and I just want to quickly
 22 list them.

23 First of all, we're looking at the integrity of
 24 the hospital systems that look -- even under the Change
 25 in Effective Control, continue to hold these important

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1 hospitals and noting the important functions they
 2 serve. So in that regard, we really, again, need to
 3 look closely at these entities. The COVID-19 pandemic
 4 has drastically changed the landscape of health care
 5 across the nation and certainly in Rhode Island, and
 6 we -- we need to, and I would urge the council
 7 likewise, needs to take the time to look at the impact
 8 of that massive change on the health care landscape in
 9 the entity that would, even under this Change of
 10 Effective Control, continue to hold these important
 11 hospitals.
 12 Another reason we recommended that -- another
 13 reason we changed the deadline for the conversion
 14 application is because there are -- there are documents
 15 still coming in related to a significant transaction
 16 that they -- a sale leaseback transaction that the
 17 broader national corporate entity engaged in. And
 18 we -- we recognized that we need additional information
 19 in order to fully understand that transaction and its
 20 impact here in Rhode Island.
 21 The -- again, these are some of the factors that
 22 we feel are important and give a reason to -- for this
 23 process to be as deliberative as possible.
 24 Another factor is the questions that remain --
 25 without having decided one way or another, but simply

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1 as a regulator, the questions that remain about the
 2 purchase price for the proposed transaction.
 3 Especially in light of dividends that have been
 4 distributed in recent years.
 5 So those are just some of the reasons that gave us
 6 pause, said to us that we needed to change those
 7 deadlines. And needed to do so in order to fulfill our
 8 statutory obligations. And so it's for that reason
 9 that, again, on behalf of the office of Attorney
 10 General, we urge the council to be very deliberative in
 11 this process and to take all of the time necessary to
 12 do a complete review of the implications of this
 13 decision.
 14 I think those are all the comments I have, and
 15 again I want to thank the council for taking these
 16 comments at the end of a long afternoon.
 17 CHAIRMAN MANCINI: Thank you, Ms. Weizenbaum.
 18 Fernanda?
 19 MS. LOPES: The next person that signed up to
 20 speak is Max Wistow.
 21 MR. WISTOW: Can you hear me now?
 22 CHAIRMAN MANCINI: Yes, we can.
 23 MR. WISTOW: Thank you.
 24 So, let me say that everybody's expecting me to
 25 attack all of those wonderful people who spoke before,

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1 I'm not going to do that. I believe that virtually
 2 everybody that spoke, the witnesses, were totally
 3 sincere and believed everything they said. And I
 4 accept that. What they succeeded in doing is proving
 5 conclusively, in my mind, how important these two
 6 hospitals are to the state of Rhode Island. And how
 7 important it is to protect them. I don't want to put
 8 words into Ms. Weizenbaum's mouth, but one of the
 9 things she's looking at is some of the financial
 10 transactions behind the scenes that these physicians,
 11 these surgeons, these nurses don't know anything about
 12 at this point.
 13 Now, Ms. Rocha flat out said that I represent only
 14 the pensioners who have stewed numerous people because
 15 of the failed pension. That is categorically not
 16 correct. I am authorized and do speak for Thomas
 17 Hemmendinger, who nobody has probably heard of here,
 18 who happens to own, because he's the Receiver of
 19 CharterCARE Community Board and the two old hospital
 20 corporations. In the United States, of the various
 21 hospitals that are owned by the Prospect chain, the
 22 only two hospitals in the United States that have
 23 owners outside of the Leonard Green and Topper and Lee,
 24 the only two hospitals, are Roger Williams and Our Lady
 25 of Fatima. And that entity, and I'll explain how it

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1 happens, the CharterCARE Community Board owns at least
 2 15 percent of these two hospitals. That's what in the
 3 chart that was submitted to you by Ms. Rocha shows the
 4 15 percent ownership. I'll bet you nobody noticed
 5 that. We contend that we own more like 30 percent of
 6 the ownership of those two hospitals. When I say "we,"
 7 CharterCARE Community Board.
 8 Now, let me just go back up just a little bit. We
 9 absolutely -- my clients, the pensioners,
 10 Mr. Hemmendinger, we all absolutely support these two
 11 hospitals. We want to see them flourish. That's why
 12 we're here today.
 13 Now, let me tell you that -- how we got to own
 14 these hospitals.
 15 They're held in trust for the pensioners. I'll
 16 bet you that's the first time anybody on the council
 17 has heard anything about this. What happened was in
 18 2014, Prospect came in and bought the two hospitals
 19 through an entity that at that time owned CharterCARE
 20 Health Partners, now known as CharterCARE Community
 21 Board.
 22 A lot of people want to believe that Prospect came
 23 as a white knight and saved the hospital -- two
 24 hospitals that were potentially going to go out of
 25 business. Which admittedly would have been very bad

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1 for this state. However, there was a company called
 2 Prime. Many of you might remember that Attorney
 3 Flanders, former Justice Flanders in the Supreme Court,
 4 represented Prime and tried to get authority to buy the
 5 hospitals to put them in the Prime system and was
 6 offering more money for the hospitals, at that time in
 7 2014, and more money for the pensioners. The old
 8 hospitals came back -- and their officers went on to
 9 work for Prospect with contracts. They came back and
 10 said no, we've already signed binding commitments with
 11 Prospect. This was before they got approval from the
 12 council, the AG, or anybody to do the deal, they
 13 refused to do anything with Prime.
 14 You may be surprised to know that Prime is now
 15 offering more money for the shares that belong to
 16 Leonard Green than is Topper and Dr. Lee. More money.
 17 And you know what they've been told? Prime? The exact
 18 same thing. Sorry, we have a binding agreement with
 19 Leonard Green and we're going forward with it, and
 20 Leonard Green has a binding agreement and is not
 21 willing to take more money.
 22 Something is going on. Something went on in 2014,
 23 something is going on now.
 24 Let me tell you what the transaction was in 2014.
 25 Because that's how we end up where we are today.

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1 In 2014, Prospect came in and said we would give
 2 you, for at least two hospitals, \$31 million in cash to
 3 pay off bonds that were issued for those two hospitals.
 4 We'll also give you \$14 million to put in to the
 5 pension fund. And they made a to-do about how that
 6 \$14 million would get the pension fund funded to
 7 92.5 percent, and would assure the retirement security
 8 of many of the retirees. That turned out to be
 9 absolute baloney. And they are defendants, Prospect's
 10 a defendant in the federal lawsuit that is pending now.
 11 Now, other defendants in that lawsuit were
 12 CharterCARE Community Board, which owned the 15, to
 13 what we say is more like 30 percent -- the actuaries,
 14 Angel and the bishop. Because originally this was
 15 supposed to be a church plan.
 16 In addition to the \$31 million in cash to pay off
 17 the bonds, the 14 million to go in the pension fund,
 18 there was going to be a \$50 million long-term capital
 19 contribution. There was a commitment made to do that.
 20 And in addition, there were ten million dollar per year
 21 promises to put into these hospitals for routine
 22 capital expenditures. We have been fighting for two
 23 years to find out if they really put the money in.
 24 Instead of coming back and showing what they've done --
 25 and I'm talking about Prospect, about fulfilling this

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1 commitment -- they have danced all over the place.
 2 The attorney general in 2014 hired a monitoring
 3 service to go in and monitor, among other things,
 4 whether or not the capital commitments were made.
 5 Those \$50 million commitments should have been finished
 6 by 2018. It is now 2020. And on July 3, 2020, the
 7 Attorney General turned over to me the monitoring
 8 report that it received. And the monitor who's
 9 supposed to be checking all this and has been checking
 10 all this has reported they are unable to say that these
 11 requisite capital contributions have been made. They
 12 flat out say they can't say it, and they're now two
 13 years past the time the money should have gone in.
 14 So I've heard a lot about how available cash is,
 15 they bought a mannequin for \$148,000 -- and I'm happy
 16 they did that. But all they talk about is a
 17 \$15 million emergency room that they put into Roger
 18 Williams Hospital. Five congressmen have written to
 19 them about the dividends. I imagine none of you have
 20 seen these letters from the congressmen. That's part
 21 of the record. The five congressmen, including
 22 Congressman Cicilline, are from districts where
 23 Prospect had hospitals. Including Texas where they
 24 just sold out a huge operation there to a hotel
 25 developer. A safety net hospital.

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1 By the way, at the end of this presentation, I am
 2 not going to ask you to turn down the application. I'm
 3 going to ask you please, please, please do not just
 4 accept representations made by anybody, including Pat
 5 Rocha, who I know you have a high regard for. Get to
 6 the bottom of this. And don't do as Pat suggested in
 7 her letter to you, which was let somebody else look
 8 into this.
 9 Let me tell you what happened.
 10 Three years after the transaction closed in June
 11 of 2014, this pension, which was supposed to be assured
 12 the 92.5 percent funding by the \$14 million, was
 13 petitioned into receivership in the superior court in
 14 August of 2017. I was appointed to investigate. The
 15 superior court appointed my office, Steve Sheehan,
 16 Benjamin Ledsham in my office, to investigate what went
 17 wrong with the pension plan. We ended up suing the old
 18 hospitals, CharterCARE Community Board, and the two old
 19 hospitals whose assets have been transferred to
 20 Prospect. We sued Prospect for fraud. We sued the
 21 bishop, as I said, and we sued the actuaries, for
 22 misrepresenting, in front of this board and others, the
 23 status of the pension fund. The old hospitals,
 24 including CharterCARE Community Board, which is now an
 25 undisputed owner of a portion of these two hospitals,

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1 either 15 percent or 30 percent, or perhaps more for
 2 reasons I'll get into in a moment, settled with us
 3 after a long period of time, and that settlement was
 4 approved by the superior court in Rhode Island, and
 5 then it went to federal court, and it was approved
 6 after a lot of fighting. I mean a lot of fighting. By
 7 the federal court. And I am now -- and Steve Sheehan
 8 and Benjamin Ledsham, we are all representative of the
 9 class of about 2,700 pensioners who are desperately
 10 wanting these hospitals to survive for obvious reasons.
 11 And by the way, those pensioners, as part of the
 12 settlement, now own whatever that percentage is of the
 13 hospital. And they want it to survive.
 14 And the reason they own it is because part of the
 15 settlement was a assignment of those interests to
 16 Stephen DeSesto who's the Receiver of the pension
 17 fund.
 18 The Receiver -- strike that, let me start over.
 19 The old hospitals, as part of the settlement, went
 20 into a what's called liquidating receivership. That's
 21 Tom Hemmendinger. He now runs those three hospitals.
 22 He now holds that 15 to 30 percent of the two hospitals
 23 and has expressly authorized me to speak on his behalf.
 24 Because he is holding that in trust, really for my
 25 clients and for the Receiver. So we want the hospital

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1 to succeed.
 2 Let me say -- and I -- I don't mean to drag on
 3 your patience, but you allowed the presentation for
 4 about two hours. I'm not gonna speak for two hours, I
 5 know the hour is getting late, and I know I'm talking
 6 about a lot of things that may seem strange to you
 7 people, and I'm gonna do my best to make it
 8 understandable.
 9 Now, one of the reasons you should not
 10 automatically rely on counsel, Ms. Rocha, or Adler
 11 Pollock & Sheehan is because in this very case,
 12 Ms. Rocha represented the old entities in achieving a
 13 Cy Pres petition in the superior court, where about
 14 \$8.2 million of the old company's assets were being
 15 transferred to a new entity called the CharterCARE
 16 Foundation. I think you all know, these were
 17 non-profit hospitals, they had charitable assets. When
 18 they ceased doing business, something has to happen to
 19 that about \$8.2 million.
 20 Judge Stern, who is the judge who's sitting on the
 21 receivership, approved the transfer of \$8.2 million to
 22 the Foundation. Took it away by agreement from the old
 23 entities. And he was presented with hundreds and
 24 hundreds of pages of documents, and he relied on the
 25 representations of Ms. Rocha, among other things. When

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1 we brought suit, we actually alleged that Judge Stern
 2 had been misled, and it was inappropriate to transfer
 3 over that 8 point million dollars, and he had -- he had
 4 been absolutely misled.
 5 That case ended up settling, that portion. That
 6 8.2 million that was transferred settled for more than
 7 half of the transfer. \$4.5 million. And we went to
 8 Judge Stern to get approval of that, and the fear was
 9 he had been misled, and he approved that settlement.
 10 We went over to the federal court and they approved it.
 11 I bring that up now because you're in a position
 12 where you know Ms. Rocha very, very well. And she has,
 13 I'm sure, a high level of credibility with you. You
 14 don't know me from Adam. And maybe what you heard
 15 about me maybe helps destroy my credibility, I don't
 16 know. But it's important that you not simply rely on
 17 representations.
 18 There was a slide put up that showed many, many,
 19 many millions of dollars put into these two hospitals.
 20 Way beyond the 15 million. Where did that come from?
 21 Where is that information substantiated? It's a naked
 22 representation by Ms. Rocha. And if they could prove
 23 that, we would not be litigating in another case that
 24 I'm going to tell you about in a moment, what, if
 25 anything, was put in by these hospitals.

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1 By the way, when a congressman wrote and said what
 2 about these hundreds of millions of dollars of
 3 dividends, which I'll get to in a minute, which I'll
 4 betcha very few people, if anybody, on the Council
 5 knows even what I'm talking about, with the hundreds of
 6 millions of dollars of dividends. When a congressman
 7 wrote complaining that hundreds of millions of dollars
 8 was taken out of safety net hospitals, the response to
 9 them was, wait a minute, we put money into these places
 10 too. Do you know what they referred to? The
 11 \$15.1 million emergency room. That's the only thing
 12 they referred to. And those documents are part of your
 13 record. I submitted them. I'm sure nobody has seen
 14 them yet because of the short notice that we've had to
 15 prepare for this.
 16 Now, the other settlement that we made for --
 17 where we got the 15 percent and where we got an
 18 agreement, there was a payment of substantially all the
 19 assets of the old hospitals that they did have. That
 20 amounted to about 14 point -- excuse me, \$12.5 million.
 21 So that plus the 4.5 is we settled partially that case
 22 for \$17 million. Even more than the 14 million that
 23 had been paid before that was supposed to make this
 24 pension secure. Well, let me tell you, even with the
 25 additional \$17 million, it's nowhere close to being

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1 secure. Nowhere close.
 2 So what happened.
 3 If you look at the papers, you'll see that Leonard
 4 Green and, and, Dr. Lee and Mr. Topper all took out
 5 hundreds of millions of dollars from the Prospect
 6 Medical hospitals. Hundreds of millions of dollars of
 7 dividends. That means it went into their pockets. How
 8 did they do that? They borrowed over a billion
 9 dollars, and took more than half of it and paid
 10 themselves dividends. Guess who got saddled with the
 11 obligation to pay the billion dollars. The hospitals.
 12 In addition, to get rid of that obligation,
 13 because Moody's rating service was giving them a bad
 14 time, they entered into a sale leaseback with a company
 15 called Medical -- Medical Trust. A sale leaseback is
 16 they sold a bunch of the hospitals for over a billion
 17 dollars and entered into lease agreements, which is
 18 another financing transaction. So they got rid of the
 19 straight out debt and now owed lease payments to the
 20 Medical Trust that advanced like \$1.3 billion.
 21 Now, the problem with that is the Rhode Island
 22 hospitals, the Rhode Island hospitals on their own
 23 financial statements, the consolidated finance
 24 statements of the two Rhode Island hospitals, show that
 25 the two Rhode Island hospitals are pledgers. Pledgers

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1 on all of the payments. So if a California -- the way
 2 these financial statements read, if a California
 3 hospital doesn't make the payment to the Medical Trust,
 4 their landlord -- and I put landlords in quote, this
 5 was just a financing transaction -- guess who's on the
 6 hook. The Rhode Island hospitals. And that's why I'm
 7 saying I don't want to hurt the Rhode Island hospitals,
 8 I want to make sure that they stay in business.
 9 Now, think about what we're talking. This is
 10 supposed to be 20 odd hospitals they claim. It's less.
 11 They lost some. Whatever the number of hospitals is.
 12 What is being proposed -- and think about this. You
 13 don't have to be the corporate lawyers or CPAs, all you
 14 have to have is common sense. Sixty-one percent --
 15 it's not 60 percent, though, like Ms. Rocha --
 16 61 percent of all these hospitals through these complex
 17 channels and chains, 61 percent of the hospitals belong
 18 right now to Leonard Green.
 19 What is Leonard Green going to get for 61 percent
 20 of all these hospitals. Twelve million dollars. That
 21 would mean, if you extrapolated what is \$12 million
 22 61 percent of, it would be less than \$20 million grand
 23 total for all of these hospitals. Something wicked is
 24 going on.
 25 There are references to the documents which I'm

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1 sure nobody has looked at.
 2 They talk about options that have to be paid off.
 3 They don't talk about who has to pay off the options,
 4 they don't talk about how much the options have to be.
 5 They don't say who's gonna get the option benefits.
 6 This thing is a complete mystery. And one of the
 7 things that we put in in our objection in April was
 8 these very facts that I'm talking about now. That
 9 nobody can possibly understand what this transaction is
 10 based on the papers that have been submitted. And, I'm
 11 gonna get to what the Attorney General has said, in
 12 writing. It says exactly what I'm saying. They don't
 13 understand what's going on.
 14 Now, Ms. Rocha in her letter to you of July 17
 15 tells you, first she says I know you all know what the
 16 criteria are for a Change in Effective Control, but I'm
 17 gonna tell you anyway. And she lists it. I don't know
 18 how many of you yet have looked at her letter of
 19 July 17. This is last Friday. Her letter
 20 misrepresents what's in the Change in Effective
 21 Control. She leaves out the most important thing for
 22 you to know. And I'm gonna tell you what that is right
 23 now. And it's got nothing to do -- I shouldn't say got
 24 nothing to do. It's something you're charged with, and
 25 it cannot be palmed off to the Attorney General and the

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1 Department of Health in the HCA application.
 2 And what does she leave out? She leaves out a lot
 3 of things. And I refer you to your own regulations
 4 that are posted on the Secretary of State's, the
 5 regulations that guide what they're supposed to be
 6 doing. And that includes, among other things, quote,
 7 the applicant's proposed and demonstrated financial
 8 commitment to the health care facilities.
 9 Now, we've had a lot of generalizations by a lot
 10 of people saying when they want money, these people
 11 have been great. And I know those people who said that
 12 believe that. But Topper and Dr. Lee -- somebody used
 13 the word that they're shrewd businessmen. They are
 14 shrewd businessmen and they've kept everybody very,
 15 very happy while they've walked off, literally, with
 16 hundreds of millions of dollars.
 17 Now, the burden of proof to show that they've
 18 complied with the CECA, according to your own regs, the
 19 burden of proof is on them. The burden of proof is not
 20 on me. That's in the regs, I represent that, check it
 21 out. I see -- I can see Ms. Rocha is making notes to
 22 see if she can find out if I'm wrong. That's in your
 23 regs. The burden of proof is on them, not on me.
 24 Burden of proof for you non-lawyers means that the
 25 party who has the burden has to come forward with the

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1 evidence. They have not done that. Except in
 2 generalities and representations now on the slides that
 3 Ms. Rocha made. And I'm going to talk a little more
 4 about her representations.
 5 MS. KELLY: Excuse me, Attorney Wistow, just
 6 for the record, I just want everybody to know that all
 7 information that is submitted to the Health Services
 8 Council is provided to the members. We will after this
 9 verify that all the submissions in this application
 10 were provided, because I know you -- that you had
 11 questioned that, so we'll verify that. But it is the
 12 usual practice of the Department of Health to forward
 13 those all on to the members.
 14 MR. WISTOW: I'm sorry, did you say I
 15 questioned it?
 16 MS. KELLY: Well, you had asked if people had
 17 had it or not, had --
 18 MR. WISTOW: No, no, no, I don't question
 19 that. What I'm saying is, there's such voluminous
 20 material --
 21 MS. KELLY: That's true.
 22 MR. WISTOW: -- which was submitted, there's
 23 literally -- one of the submissions we made was -- I
 24 want to say it's like seven or eight hundred pages.
 25 I'm sure nobody has read it. That's what I mean. I'm

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1 not saying that anybody's taking it and throwing it in
 2 the garbage. I'm saying that -- and I'll talk about
 3 experiences I have with other state agencies and their
 4 reliance on counsel, and why it's not such a good idea
 5 in a minute. I'm asking you to please look at
 6 everything. We are talking about the future of two
 7 very important hospitals in this state.
 8 MS. KELLY: No, I agree, and you're right,
 9 everything should be examined.
 10 MR. WISTOW: Right, okay.
 11 Now, the letter from the AG and the Department of
 12 Health, that's what was anomalous about this. That
 13 letter that we're talking about that Miriam Weizenbaum
 14 talked about is dated July 14. I suspect that very few
 15 of the members of the Council have had the opportunity.
 16 I'm not suggesting that you're all lazy or anything, I
 17 know you're all busy and you're volunteers and you've
 18 got other things to do, but there's a letter dated
 19 July 14 from -- not from the Attorney General, from the
 20 Attorney General and from the Department of Health, on
 21 a letterhead with the seals of both, and which is
 22 signed not just by the attorney general's office, but
 23 also by Fernanda Lopes, signing that letter. And
 24 that's the letter that says why they're extending the
 25 deadlines for them to review to November 5. And why my

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1 opportunity and other people's opportunity to comment
 2 on this complex mess is extended till October.
 3 And what does the letter say? Ms. Rocha
 4 represented that it was because of the Coronavirus that
 5 this was being extended. In other words people just
 6 don't have the opportunity to get together. That is
 7 not what the letter says at all. It talks about the
 8 Coronavirus, and as Ms. Weizenbaum stated a few minutes
 9 ago, she was interested in what did the Coronavirus do
 10 to the financial situation in these hospitals, not that
 11 they couldn't do it because of the limitations.
 12 But let me read you an important part of the
 13 letter, which was signed by Fernanda Lopes also. And
 14 one of the things they want to extend it for is the
 15 implications of the MPT transaction. That's the
 16 Medical Property's Trust, where I talked about the sale
 17 leaseback, including the TRS note. That's meaningless
 18 to you also. But that's in their documents. It's in
 19 their financial statements. Including the TRS notes,
 20 the implications on the Rhode Island hospitals still
 21 remains unknown and must be resolved prior to any
 22 decision by the reviewing authorities.
 23 Then they say -- I'm quoting from Ms. Lopes and
 24 from the attorney general's office: Overall, questions
 25 still remain about the purchase price for the proposed

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1 transaction and payment of dividends in recent years,
 2 hundreds of millions of dollars of dividends, and now
 3 buying out 61 percent of 17 hospitals at a price that
 4 reflects a grand total valuation of less than
 5 \$20 million. The reviewing authorities anticipate the
 6 need to pose additional supplemental questions and
 7 conduct multiple interviews of senior management and
 8 key individuals to address these questions.
 9 Now, do you know why this happened? I'll tell you
 10 why this happened. This happened because all of a
 11 sudden people have been pushing and trying to find out
 12 about this transaction. And it's going to be a big
 13 deal. It's not a big deal yet in Rhode Island, for
 14 reasons I don't understand, why it hasn't had a big
 15 splash. But I will represent to you that I have been
 16 called by PBS Frontline who wants to do a story, guess
 17 what, about Prospect Medical Holdings. And that can be
 18 confirmed by Arlene Violet, who also got a call from
 19 Frontline.
 20 Not only is Frontline involved in this, I got a
 21 call from The Financial Times. That's the big London
 22 newspaper. They have a New York office, they weren't
 23 calling me from London. They want to know about
 24 Preston -- and by the way, the guy I spoke to in the
 25 New York had a wonderful British accent. But he wants

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1 to know what's going on with all these dividends.
 2 Not only that, NBC -- Frontline is PBS. NBC has
 3 been involved. The Wall Street Journal has published
 4 two articles, which I'll bet you nobody on the council
 5 has seen. I have submitted those, those are part of
 6 the record now. The Wall Street Journal is on this.
 7 Everybody is looking at this thing. And let's be sure,
 8 number one, that we don't lose these hospitals, and
 9 number two, don't end up a laughing stock of the
 10 country.
 11 Bear with me just one moment.
 12 (Brief pause)
 13 MR. WISTOW: I have been bugging the attorney
 14 general's office for months, and I say that because
 15 I've got e-mails and letters, to get the report from
 16 the monitor that was hired, even before the closing in
 17 2014, to check to make sure that Prospect Medical
 18 adhered to all of the conditions that were imposed by
 19 the attorney general's office and the department of
 20 health. Conditions. You know when I got that report?
 21 As I said before, July 3rd. Of this year. Two years
 22 after, when the \$50 million in long-term capital
 23 contributions should have been completed, which would
 24 have been June of 2018, and two years after the ten
 25 million dollars in (inaudible) capital contributions.

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1 Now, I'm going to tell you what the report says.
 2 Oh, before I get to that report, what I want to
 3 address, I want to tell you what Prospect financials
 4 said. Prospect's financials were not given to you.
 5 You don't have them. Even though one of the criteria
 6 that Ms. Rocha didn't tell you about under the CECA was
 7 their financial ability to perform now and in the
 8 future. You don't have the financials.
 9 Let me tell you what they say. The AG has them, I
 10 have them.
 11 The 2019 financials were submitted to the AG.
 12 It's on his website, and it's tab number 16. You never
 13 got it. It -- I'll read you what their financials say.
 14 Prospect CharterCARE LLC's financials.
 15 Prospect CharterCARE is the two Rhode Island
 16 hospitals. That's all. Just those two Rhode Island
 17 hospitals. What does it say? It says the Prospect
 18 CharterCARE is contingently libel as a guarantor, among
 19 others, for amounts borrowed by Prospect Medical
 20 Holdings on senior secured notes through August 23,
 21 2019, credit facilities in September 30, 2019, and 2018
 22 additional -- additionally -- now listen to this,
 23 please. As of September 30, 2019, nine months ago, the
 24 company, that's Prospect CharterCARE, LLC, not the
 25 whole big caboose, just the two hospitals in Rhode

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1 Island -- the company is a pledger, a pledger for all
 2 of the transactions that PMH has entered into with the
 3 affiliates of Medical Properties Trust, Inc. (MPT) a
 4 publicly traded real estate investment trust, on
 5 August 23, 2019. They pledged the credit of all two
 6 local hospitals. That's how wonderful Mr. Topper and
 7 how wonderful Dr. Lee.
 8 Then it goes on to say -- and this is their
 9 financial statements. These are audited certified
 10 financial statements submitted to the regulators of
 11 this state, but not to you. And I'll read and I'll
 12 quote -- and by the way, if you want to look at those
 13 financials, the first quote was from page 22. The next
 14 quote's on page 24. So you can check that, Ms. Rocha.
 15 Quote. Additionally, Prospect Medical Holdings --
 16 that's the big group -- entered into a promissory note,
 17 the, quote, TRS note, under which Medical Property
 18 Trust has advanced to PMH \$112 million -- \$112,937,000.
 19 That's in addition to what we were talking about. And
 20 it says related to the value of the properties in Rhode
 21 Island. \$112,900,000 related to the value of the
 22 properties in Rhode Island.
 23 Then it goes on and explains what the interest is
 24 on the notes, and it says the maturity date of this
 25 note is, guess what. The earlier of July 2022, two

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1 years from now, or the conversion to and sale leaseback
 2 of the properties in Rhode Island.
 3 The balance under this mortgage was \$112,215,000
 4 that September 30, 2019. And get this, ladies and
 5 gentlemen. As reflected in PMH, Prospect Medical
 6 Holdings consolidated financial statements, all of the
 7 agreements with MPT -- Medical Properties Trust -- all
 8 of them are, quote, cross collateralized and cross
 9 defaulted.
 10 For you non-lawyers, but you -- there's a bunch of
 11 businessmen and you know what that means. It means if
 12 there's a default on any of these sale leaseback deals,
 13 everybody's in trouble.
 14 Now, one of the reasons that we haven't been able
 15 to give you the kind of background that we really want
 16 to give you, and we want more time to do it, is we just
 17 got the monitoring report from the attorney general's
 18 office on July 3. That monitoring report, by the way,
 19 is dated as of March 20th, I believe, of 2020.
 20 However, interestingly enough, within the document,
 21 when you look at it, you'll see it contains data that
 22 was generated in late May of 2020. So the document had
 23 changes made to it by the monitor. I'm not suggesting
 24 anything felonious, but it's a very, very current
 25 monitor report.

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1 Now, let me read you something from the monitor
 2 report about the service that's being given to people
 3 of Rhode Island. I heard a lot of wonderful things.
 4 The monitor was specifically charged with the
 5 following:
 6 To determine whether, quote, Prospect will
 7 continue to provide care through sponsorship and
 8 support of community-based health programs, including
 9 cooperation with local organizations that sponsor
 10 health care initiatives to address, identify community
 11 needs and improve the health status of the elderly,
 12 poor and at-risk populations in the community.
 13 The material was requested of Prospect Medical
 14 Holdings by the monitor. However it was the monitor's
 15 response, in writing, was she cannot certify that this
 16 has been accomplished. There's insufficient
 17 information.
 18 Again, we have nice people coming forward and
 19 talking in generalities.
 20 The next question -- and by the way, there's a
 21 whole series of questions that the monitor said we
 22 don't have enough information on. The most important
 23 being, by the way, the \$50 million in capital
 24 contributions. You would think that Prospect, knowing
 25 they would come before you, and knowing that we would

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1 be checking them, would give all of the material to the
 2 monitor. They didn't.
 3 The next question that they were supposed to --
 4 the monitors: Has Prospect CharterCARE adopted the
 5 existing hospital's charity care guidelines. Existing
 6 hospital means in that context the old hospitals.
 7 Because this was what was supposed to be monitored from
 8 2014 on.
 9 Has Prospect CharterCARE adopted existing
 10 hospital's charity care guidelines and continued to
 11 provide all medical necessary services to patients
 12 regardless of their ability to pay. Answer: Cannot
 13 say. Not enough information.
 14 So, some of these doctors, I'm sure they think
 15 that everything is going all right. I don't think
 16 they'd come before you and make it up. But they don't
 17 know what happens in the admitting areas. They don't
 18 know what people are chased away. They don't know any
 19 of this. And that was the monitor's job to find out,
 20 and she can't say -- I say she, it's a big
 21 organization -- how about this, how about this.
 22 One of the things that was a big condition back in
 23 2014 that had to be monitored was has Prospect
 24 CharterCARE maintained a ratio of full-time equivalent
 25 employees to average occupied bed that is consistent

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1 with accepted industry practices. In other words are
 2 they adequately staffed. Give us the data. You know
 3 what Prospect did? Didn't give them enough stuff.
 4 They said -- now, I'm talking about now. They reported
 5 they can't say if that's been satisfied or not.
 6 So, yeah, you bring a lot of people in that said I
 7 love working there, I this, I that. By the way Chris
 8 Colacci(phonetic), who I think put an objection in, he
 9 could get up and talk about what nurses say their
 10 experience has been. But we don't need to muddle this
 11 all.
 12 Now, I want to say something that I think may be
 13 controversial but I'm going to say it anyway. I have
 14 an obligation to my clients. I've got 2,800 people and
 15 their families who are very concerned about this, and
 16 I'm going to be a little bit aggressive.
 17 This reminds me very much of the 38 Studios case,
 18 where Adler Pollock & Sheehan was general counsel to
 19 the EDC, the Economic Development Corporation, which
 20 later became -- had to change its name out of shame to
 21 Commerce Corp. And there were general meetings and the
 22 like, and people expressed general reluctance, some
 23 people came in and opposed this, other people came in
 24 and advocated for it. Adler Pollock was general
 25 counsel and the secretary of the board of the EDC.

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1 They went out, they did due diligence. The money was
 2 lent to Curt Schilling's outfit, 38 Studios, because of
 3 the jobs, the thousands of jobs it would generate, the
 4 millions of dollars it would generate.
 5 I represented Commerce Corp in that case. I sued
 6 Adler Pollock & Sheehan because it became absolutely
 7 clear that they had discovered negative information,
 8 really really really important negative information
 9 that they withheld from the Commerce board.
 10 Now that board is made up of volunteers and
 11 businessmen and the like, and they rely on
 12 representations made to them. Again, you've got
 13 hundreds and thousands of pages.
 14 And by the way, I'm not suggesting Adler Pollock
 15 was the only wrongdoer in that case, there were other
 16 people sued. But I can tell you and I will tell you
 17 that Adler Pollock settled for many millions of
 18 dollars.
 19 So, it is not Ms. Rocha, I'm not suggesting it was
 20 her, but I am saying to you, please, please use your
 21 own intelligence. Use your own integrity. Don't rely
 22 on anybody making representations to you.
 23 I was very impressed with the statements from the
 24 city council members of Providence, from the mayor of
 25 North Providence. And, yes, those hospitals are the

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1 second biggest taxpayers in those respective districts.
 2 What I don't think they realize is that representations
 3 were made to the city councils of both of those cities
 4 in 2014. And I have the tapes and I can tell you
 5 verbatim what was said. And I'm just going to give
 6 you -- I'm not going to drag this out interminably, but
 7 the representatives of Prospect, not -- at that time
 8 Adler Pollock wasn't representing Prospect, they were
 9 representing my current clients. That was before they
 10 did the switch. The lawyer who represented Prospect
 11 told the city council in Providence, and I'll quote:
 12 Some of the commitments that have been made and haven't
 13 been approved by the state are, I think, important to
 14 outline for you.
 15 He was looking for tax stabilization agreement
 16 with the city of Providence.
 17 And so he said, the transaction is a total
 18 transaction of \$135 million. There's a \$45 million
 19 purchase price that will be used to pay off all of the
 20 existing long-term debt of the hospital system. And in
 21 turn, CharterCARE will in turn invest 14 million into
 22 the St. Joe's pension which will help a number of
 23 retirees in our community. It will make sure that that
 24 fund remains sustainable.
 25 He knew damn well it wouldn't.

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1 And by the way, the 45 million that he was talking
 2 about was just what I told you: The 31 million to pay
 3 off the bonds, and the 14 million to go into the
 4 pension fund.
 5 So in -- then he says: In addition to that
 6 \$45 million purchase is a \$90 million commitment over
 7 four years that will be invested in the community to
 8 improve the hospitals. That's the 50 million long-term
 9 capital, and the 40 million routine capital that we
 10 have been trying like the devil to find out if it went
 11 in or not. And we just got an order from the superior
 12 court, literally this morning, requiring Prospect in
 13 another suit, which I will tell you about in a moment,
 14 to reveal information about this. We've been fighting
 15 for two years. The AG hasn't been able to get the
 16 information, and we haven't been able to get the
 17 information.
 18 Now, that statement that was made in Providence --
 19 there were multiple statements made in Providence, I
 20 only quoted one. They appeared verbatim in a lawsuit
 21 brought by Thomas Hemmendinger as the present owner of
 22 CharterCARE Community Board, and which has been joined
 23 by my other client, Stephen DelSesto, the Receiver.
 24 And in that complaint, which I beg you to look at, we
 25 quote verbatim the statements made by Prospect's

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1 lawyers to the City of Providence. The commitments
 2 they said existed, they got tax stabilizations from
 3 Providence that we computed as best we can, got them
 4 about \$26 million in savings.
 5 Remember now, this is a for profit hospital, this
 6 is not a charity anymore.
 7 We also quote verbatim -- and I'm ready to produce
 8 the tapes -- what was told to the North Providence
 9 Chamber. The reason I didn't bring those quotes with
 10 me is I didn't expect that Mayor Lombardi would be
 11 speaking. I thought we would only have the letter from
 12 Jo-Ann Ryan. And I wanted to address that. That
 13 Jo-Ann was not aware -- I'm sure not aware, that -- my
 14 computation is there's about \$16 million in tax savings
 15 from North Providence.
 16 So between those two cities, the taxpayers are out
 17 about \$42 million. And that \$42 million, hey, that is
 18 part of the hundreds of millions of dollars of
 19 dividends that went to our fellows Dr. Lee and David
 20 Topper.
 21 Ms. Rocha said to you flat out in her letter, do
 22 your job, don't worry about the jobs of anybody else,
 23 just approve this thing.
 24 Don't do that. Please don't do that. I'm not
 25 asking you now to turn this down. That would be like

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1 asking you to believe everything I said. I'm not
 2 asking you to do that. I'm asking you to use your
 3 intelligence and use your integrity, and if before you
 4 sign off on this, make sure that you know what is going
 5 on. The attorney general's office has the
 6 investigatory ability to get to the bottom of this, I
 7 believe, and we're certainly going to try to help them.
 8 Why don't you get the benefit of what they find out
 9 before you do this.
 10 And I would like an opportunity to put on a full
 11 presentation. I don't have that opportunity now. And
 12 if you give me a week I won't have it because of all
 13 the new materials that keep flooding in. Including, as
 14 I said, we just got the report from the monitor.
 15 Now, I want to just take a moment, I know this is
 16 anti-climactic, to look at some of my notes and make
 17 sure I covered -- oh, yes, there's one other thing.
 18 I'm very troubled about this, and I hope I'm mistaken.
 19 I found out about this because I got called by
 20 Chris Colacci, a union guy. He's on one of the e-mail
 21 blasts. He gets all the notices. And he told me he
 22 got notice of this hearing today, the 21st at 2 p.m, he
 23 got it on Friday afternoon at 1:36. That's when I
 24 found out about it.
 25 One of the submissions -- one of the

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1 submissions -- and by the way, everybody should have
2 known -- I put in a substantial objection, and
3 everybody should have known I wanted to be heard. And
4 we asked to be heard. We formatively said in our
5 papers we'd like to be heard. So we hear about this,
6 not from any formal notice, but from hearing it from
7 Colacci, and then we go on to the site and see, yes,
8 it's posted. But here's what I want to point out.
9 Go back, ladies and gentlemen, and look at the
10 statements that came in from people who were selling
11 things. For example, said, you know, they always pay
12 our bills, we like them and we're going to extend them
13 credit and so forth. There's a whole series of those.
14 And again, I'm not suggesting that these hospitals
15 are not important to the local economy. They are. I
16 agree. But here's the point.
17 Briarcliffe Manor is one of the endorsements you
18 have. It's in writing. And it was submitted, and you
19 have it. And it's dated July 9, 2020. Eight days
20 before the notice went out. And guess what that letter
21 says. Ms. Rocha showed you an extract of that letter
22 when she went through the points. She didn't read you
23 this part of the letter.
24 She says -- this is Briarcliffe Manor. I'm sure
25 you probably know Mr. Talwar, who's the CEO and

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1 administrator. And he says: I'm writing in support of
2 the application of Prospect Medical Holdings which is
3 an application before the Rhode Island Health Services
4 Council for a Change in Effective Control. My
5 understanding of the transaction is that they will
6 simply buy back the majority share of the company from
7 private investors.
8 Well, that's incorrect. I don't blame them.
9 Prospect Medical Holdings is not buying it back. It's
10 these two individuals.
11 But then he goes on to say: This should be a
12 positive step for CharterCARE. The first hearing on
13 their application is scheduled for July 21, 2020 at
14 2 p.m.
15 I wonder how he knew that. I wonder how he knew
16 that.
17 MR. DEXTER: Excuse me. Mr. Chairman?
18 CHAIRMAN MANCINI: Yes, sir. Yes, Michael.
19 MR. DEXTER: This is Mike Dexter, I just want
20 to, you know, comment on a couple of things.
21 We don't send the agenda until we believe that we
22 have a quorum. This council has had some issues with
23 quorums and we've been challenged. We didn't determine
24 a quorum until Friday. We then posted the application
25 and sent out the notice to all the affected persons,

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1 including, I believe, Mr. Colacci.
2 MR. WISTOW: I don't believe that we've read
3 the letter. So, I don't mean to offend you.
4 MR. DEXTER: No, no, I --
5 MR. WISTOW: The letter says flat out --
6 MR. DEXTER: Don't interrupt.
7 MR. WISTOW: You interrupted me, I feel like
8 I want to respond.
9 The letter says flat out -- I don't know about
10 quorums. Somebody told him --
11 MR. DEXTER: Mr. Chair.
12 MR. WISTOW: -- a hearing was scheduled for
13 July 21st.
14 MR. DEXTER: Mr. Chairman?
15 CHAIRMAN MANCINI: Gentlemen, hold on a
16 second. Yes, Michael. Excuse me, Mr. Wistow, one
17 moment. Yes, sir.
18 MR. DEXTER: We always have to schedule a
19 meeting ahead of time. We have to make sure that the
20 applicant is available.
21 MR. WISTOW: How about finding out if the
22 people who filed objections and said they want to be
23 heard are available. How about giving them some
24 notice. Not just three -- a weekend. Friday
25 afternoon. For the following Tuesday? I don't mean to

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1 be offensive but it really is disturbing to see that
2 this guy knew that it was tentatively scheduled. How
3 about telling us it was tentatively scheduled subject
4 to a quorum. I just ask to be treated the same way
5 that my sister is being treated. Obviously she went
6 out and she got these letters. Again, the reason I say
7 that is if you look at the letters, many of them have
8 the same sentences over and over again. It was written
9 by one person.
10 Anyway, let's -- that's a minor thing. I just --
11 I just want to note that it gives me a feeling of
12 insecurity to know that I am being -- look what
13 happened. There was this wonderful PowerPoint
14 presentation. I find out about this thing the Friday
15 afternoon for Tuesday. And I'm doing the best I can,
16 and probably not a very good job. And by the way, if I
17 sound very aggressive, I don't mean to be offensive, I
18 just -- I hope you don't mistake my vehemence for
19 discourtesy. I'm really very, very motivated to
20 protect my clients, protect the hospital, and to please
21 ask you to slow down.
22 The letter advising -- what is so amazing to me is
23 the department of health itself sends a letter saying
24 we've got to slow down, we're missing all of this
25 information. So let me --

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1 MS. POWELL: Mr. Chair?
 2 CHAIRMAN MANCINI: Yes, Sandra.
 3 MS. POWELL: Could I add one thing? And,
 4 Mr. Wistow, I apologize for interrupting you a second
 5 time.
 6 MR. WISTOW: Not at all.
 7 MS. POWELL: But I want to clarify for
 8 everyone, and it may not be clear, that the meetings of
 9 the Health Services Council are not time limited.
 10 There are -- there can be multiple meetings and
 11 multiple speakers, and sometimes public members
 12 speak -- again, we've had that recently as we went
 13 through the Encompass presentation. There were three
 14 meetings of the council. So just to clarify, it is not
 15 a one and done. There's not one day that this
 16 application, or any application, depending on the need
 17 of it, is presented and there is no opportunity for
 18 further input. There are other members of the public,
 19 I don't know the Chair's wish, but we may not get to
 20 them today, which means that this application will be
 21 continued.
 22 So I just wanted to clarify, it may not be
 23 absolutely fair to everyone, but I wanted to indicate
 24 it is not one meeting and done and if it's not said
 25 today there is no opportunity. I just wanted to

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1 clarify that.
 2 MR. WISTOW: Thank you for that
 3 clarification.
 4 MS. KELLY: And, Jackie Kelly to clarify on
 5 top of that, just to say that I know you found the
 6 notice disconcerting, but sadly that's within the Open
 7 Meetings law, is the amount of time that we gave. But
 8 I agree with you, giving more advanced notice, you
 9 know, is always better, but the notice that was given
 10 is within the statutory requirements.
 11 MR. WISTOW: I'm not suggesting that it was
 12 set up too soon, I'm suggesting that some people had
 13 advanced notice of this and were able to prepare better
 14 than I was.
 15 And let me say this. I'm delighted to hear that
 16 there can be multiple meetings because I learned a
 17 great deal that was presented, in a very professional
 18 way, a very catchy way by Ms. Rocha, and I would like
 19 to, with all this material, respond to that. I'd like
 20 to have an opportunity to come back again and make a
 21 presentation, at your convenience, where I have some
 22 time. But I'd like that to be when I get the
 23 monitoring report concluded.
 24 And let me say one other thing I left out, I think
 25 this is important.

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1 I left it up in the air, people are probably
 2 confused, why am I saying that we own something like
 3 27 percent, perhaps more, perhaps 30 percent, and
 4 Ms. Rocha flat out says we own 15 percent.
 5 By the way, that's one of the reasons I say
 6 there's an enormous conflict. She represented CCB at
 7 the time that the percentages were awarded. She is now
 8 taking a position completely contrary to her client,
 9 CCB. CCB says we own more than our lawyer who
 10 represented us in this transaction is now saying. If
 11 that is not a conflict, I don't know what is.
 12 Now let me tell you why there's an issue about
 13 this. Because the percentage -- and if you look into
 14 the documents we filed, you'll see what I'm talking
 15 about. The percentage that was given to CCB as the
 16 ownership of 15 percent depended -- depended on
 17 \$90 million going in in the first four years. That's
 18 what it depended on. We're saying it didn't, and
 19 therefore our capital contribution is a bigger
 20 percentage.
 21 That's a lot to hit everybody with here, but
 22 please look at that. That's why I'm saying it is so
 23 important to see what the capital contribution is. And
 24 it's also important to realize that you're dealing with
 25 somebody who owns a significant portion of these

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1 hospitals. Even if it's only 15 percent. And contrary
 2 to what Ms. Rocha said, it's not just the pensioners.
 3 So having said all of that, I'm going to subsidize,
 4 with my apologies, and I hope you understand, it's very
 5 difficult to picture the kind of people that would --
 6 by the way, if you think about what happened here,
 7 Topper and Lee walk away with hundreds of millions of
 8 dollars, and the petition filed against the fund, the
 9 pension fund says let's reduce these paltry pensions,
 10 let's reduce them by 40 percent. When is enough
 11 enough? What level of predatory practices, these
 12 people that I'm talking about, these are the kind of
 13 people -- Arlene Violet used this expression and I'll
 14 never forget it, she said these are the kind of people,
 15 the workers there, the nurses, the food service
 16 workers, the janitors, these are the kind of people,
 17 when they go on the bus, they have the right change.
 18 Wait till they find out, they don't even know now that
 19 these guys walked off with hundreds of millions of
 20 dollars.
 21 CHAIRMAN MANCINI: Thank you, Mr. Wistow.
 22 And in reference to Ms. Powell's commentary, and also
 23 in an effort to ensure fairness to everyone who needs
 24 to comment, yourself included, sir, we are going to be
 25 continuing this particular meeting.

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1 So anybody from the council have any questions
2 with regards to that?
3 MS. ROCHA: Mr. Chairman?
4 CHAIRMAN MANCINI: Yes, Pat.
5 MS. ROCHA: As the applicant with the burden
6 of proof, may I make some closing remark? It's
7 important that I respond to comments that have been
8 made, and I'll try my best to be brief.
9 MS. VIOLET: Could I just please add public
10 comments, I've had my hands raised, and then you can do
11 your conclusion?
12 CHAIRMAN MANCINI: Ms. Violet, if we could
13 keep this at a very quick -- in fairness to you.
14 MS. VIOLET: Yes, sir, and in fairness to you
15 all because I want to be very conscious of your time.
16 So I'm not going to reiterate anything, but I agree,
17 95 percent of what Max said has been my concerns. I
18 just want to beg you to, as Ronald Reagan would say,
19 trust but verify. Verify, verify the facts. And
20 secondly to ask you please look at the big picture and
21 ask yourself the question does it make sense that
22 somebody who is looking for close to a billion dollars
23 a little more than a year ago for 61 percent, would
24 settle for ten million, etc. You know, in 1974, my
25 first stint in the attorney general's office, and up to

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1 '84, I looked at a lot of schemes. I'm not saying this
2 is a Ponzi scheme or any of those other schemes, but
3 they all look great, they all do the right thing when
4 they're leading to where they want to go. So I'm just
5 begging you, look at the big picture, trust but verify.
6 Thank you.
7 CHAIRMAN MANCINI: Thank you, Ms. Violet.
8 Pat?
9 MS. ROCHA: May I? First, I want to follow
10 up on Miriam Weizenbaum's comment regarding the role of
11 COVID in enlarging the statutory period of review. And
12 just as an aside, Mr. Wistow said that my
13 representation in my letter to you was a
14 misrepresentation. I said on July 3, 2020, DOH and the
15 AG advised the transacting parties that for a variety
16 of reasons, including the COVID-19 pandemic, it would
17 not be able to complete the review within the statutory
18 period, and it was extended to November 5, 2020. That
19 is an absolutely correct statement, Mr. Wistow's
20 statement was not.
21 With respect to the role of COVID, I know I speak
22 for all Rhode Islanders thanking all the folks at the
23 Department of Health and the Attorney General for
24 addressing the COVID crisis. They have been involved
25 in herculean efforts, and Rhode Island is in a better

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1 place than most of the states in our country, and I
2 know I speak for everyone that we're most appreciative.
3 Number one.
4 Number two, we have worked cooperatively with the
5 Department of Health and the Attorney General on both
6 the CEC application and the HCA application, and we
7 will continue to do so. We look forward to answering
8 any questions you may have, but whether it's today or
9 the next meeting, and Mr. Wistow mentioned I was
10 writing something down. Here's what I wrote down. We
11 have met our burden of proof. We have met our burden
12 of proof in spades. We are going to ask that you
13 approve this application.
14 Now, Mr. Wistow talked about the pensioners'
15 litigation and he said he was representing
16 Mr. Hemmendinger, the Receiver of CharterCARE Community
17 Board, formerly known as CharterCARE Health Partners,
18 Roger Williams Hospital and St. Joe's, what we call the
19 Oldco entities. And many times he said you're probably
20 surprised to know this, you probably don't even know
21 this. I wasn't surprised at all. But what I do know
22 is that Prospect disagrees with all the material
23 allegations and claims made by Mr. Wistow. Who, by the
24 way, is a member of the public, who has provided
25 written comment and has been afforded opportunity to

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1 speak as a member of the public. He shouldn't be
2 treated any better or worse than any member of the
3 public commenting on an application. He is not the
4 applicant and he's not entitled to call witnesses or
5 put on presentations.
6 Mr. Wistow talked about the pension litigation and
7 the litigation before Judge Stern. And unless you've
8 been living under a rock you know that there's very
9 important litigation pending regarding the pensioners'
10 right on the St. Joe's pension. That's pending in our
11 federal court before Judge Smith. You couldn't get a
12 better judge. But respectfully, those issues are not
13 before you. You are not gonna decide the pension
14 litigation. That would be decided in federal court.
15 Mr. Wistow mentioned litigation before Judge Stern
16 in our superior court. You couldn't get a better
17 superior court judge. That litigation involves the
18 Oldco entities and Prospect and business disputes
19 between the parties, including the 15 percent
20 ownership. That is not before you, that will not be
21 impacted by the change of the corporate ownership at
22 the top of the corporate structure.
23 Now, I don't represent any of the parties in those
24 litigations, Preston Halperin does. I know Preston is
25 on. And, Preston, if you could just in two minutes

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1 describe the status of that litigation and Prospect's
 2 response to the litigation. Preston?
 3 MS. VIOLET: I thought we weren't going to
 4 give any more nuances to (inaudible) now that's what
 5 you're asking him to do.
 6 MS. ROCHA: I would ask permission,
 7 Mr. Chairman, for a brief comment.
 8 CHAIRMAN MANCINI: I would -- in fairness to
 9 everybody because we have council members who have to
 10 leave based on earlier assignments, Mr. Halperin, I
 11 think we should reserve your commentary to the next
 12 meeting in fairness to everybody else.
 13 MR. HALPERIN: I will look forward to that
 14 opportunity because there's a lot to say in response to
 15 everything Mr. Wistow had to say today.
 16 CHAIRMAN MANCINI: And you shouldn't be
 17 rushed. No one should be rushed. In the spirit of
 18 fairness, that's what we here would like to see at the
 19 Council. So thank you very much.
 20 MS. LOPES: Mr. Mancini? If I --
 21 CHAIRMAN MANCINI: Yes, Fernanda.
 22 MS. LOPES: Individuals have signed up and
 23 there is an order of when people can speak. So these
 24 have signed up, we can do that at a different meeting,
 25 like I said, but I just want to clarify a little bit

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1 that the Department of Health commenced the initiation
 2 of this review back in March, and notices were posted
 3 and sent out. The application materials were included
 4 in that listing and we requested that public comments
 5 be submitted. This was again back in March. The
 6 application is tied to a link that is included in
 7 today's agenda, along with the public comments that we
 8 have received to date. We've been sending out those
 9 public comments to council members and interested
 10 parties as we received them, and it is a live link, so
 11 as we receive public comments they will continue to be
 12 put on that link and people can access that. So I
 13 wanted to clarify that. And included in the agenda as
 14 well is also a link to the application itself that is
 15 under review, and that also includes the financials.
 16 CHAIRMAN MANCINI: Okay. Thank you,
 17 Fernanda.
 18 MS. ROCHA: Mr. Chairman, I have one final
 19 comment, if I may.
 20 CHAIRMAN MANCINI: Go ahead, Pat.
 21 MS. ROCHA: Okay. As always, we want to
 22 thank you for your time. We look forward to meeting
 23 with you again. And I am going to ask that you do your
 24 job, which you always do, which is review of the Change
 25 in Effective Control litigation -- application. It's

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1 not to decide the pension issues, it's not to decide
 2 the business dispute between the parties pending in
 3 superior court. It's not to decide issues raised by
 4 congress, that will be done at the congressional level.
 5 And, by the way, that was directed to Leonard Green,
 6 we're seeking to buy out Leonard Green. And we know
 7 that when you do your job, you will find that the
 8 applicant has met its burden of proving the four
 9 statutory review criteria.
 10 So thank you very much, I know it's been a long
 11 day, and we look forward to meeting with you again.
 12 CHAIRMAN MANCINI: Thank you everyone, good
 13 evening, have a wonderful evening.
 14
 15 (The meeting was concluded after motion was made
 16 to adjourn)
 17
 18 - - -
 19
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1 C E R T I F I C A T E

2

3 I, Lori P. Hamel, a Certified Shorthand
 4 Reporter in and for the State of Rhode Island,
 5 do hereby certify that the foregoing is a full
 6 and true record of the proceedings held
 7 remotely, via Zoom, transcribed to the best of
 8 my ability.

9
 10
 11 IN WITNESS WHEREOF, I have hereunto set my
 12 hand this 24th day of July, 2020.
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Lori P. Hamel

Lori P. Hamel, CSR
 Certified Shorthand Reporter

Prospect Chartercare RWMC, LLC v.

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Prospect Chartercare RWMC, LLC v.

Health Services Council hearing
July 21, 2020

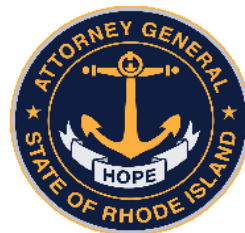
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Exhibit 14



July 14, 2020

Attorney Victoria M. Almeida, Chair
Robert Mancini, CPA, Vice Chair
Raymond C. Coia, Esquire, Secretary
Health Services Council
c/o Office of Health Systems Development
3 Capitol Hill
Providence, RI 02908

Re: Change in Effective Control Applications of Prospect CharterCARE, et al. (the "Licensees") and Hospital Conversion Initial Applications of Chamber, Inc., Ivy Holdings, Inc. and Prospect CharterCARE, et al. (collectively, the "Transacting Parties")

Dear Chair Almeida, Vice Chair Mancini, Secretary Coia and Members of the Council,

As you are likely aware, the Change in Effective Control (CEC) applications submitted on behalf of Prospect CharterCARE, et al., and currently pending before the Rhode Island Department of Health ("RIDOH") and to be presented to the Health Services Council, are related to separate applications submitted by the same entities under the Hospital Conversions Act (HCA), currently pending before the Rhode Island Attorney General ("RIAG") and RIDOH. Both the CEC applications and the HCA applications are seeking approval "to effectuate a buy-out of the private equity investors."

On July 3, 2020, RIAG and RIDOH notified counsel for the Licensees and Transacting Parties of a ninety-day extension of the deadline for a decision from RIAG and RIDOH on the Hospital Conversion Applications, setting November 5, 2020 as the date for their respective decisions. A copy of that notification letter is attached.

Given the related nature of these applications, the Attorney General and RIDOH considered it appropriate and necessary to advise you of this extension.

Sincerely,

Jessica Rider

Jessica Rider, Special Assistant Attorney General
Health Care Advocate
401-274-4400, Ext. 2314

A handwritten signature in blue ink that reads "Fernanda Lopes".

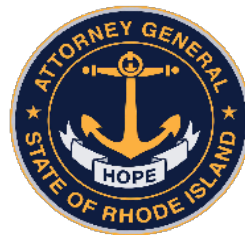
Fernanda Lopes, MPH, Chief
Office of Health Systems Development
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July 14, 2020

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Enclosure

cc: Patricia K. Rocha, Esq., Adler Pollock & Sheehan, P.C.
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Jacqueline Kelley, Esq., Legal Counsel, RIDOH



July 3, 2020

Patricia K. Rocha, Esq. Adler Pollock & Sheehan P.C.
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Re: Hospital Conversion Initial Application of Chamber, Inc.; Ivy Holdings, Inc.; Ivy Intermediate Holdings, Inc.; Prospect Medical Holdings, Inc.; Prospect East Holdings, Inc.; Prospect East Hospital Advisory Services, LLC; Prospect CharterCARE, LLC; Prospect CharterCARE SJHSRI, LLC; Prospect CharterCARE RWMC, LLC (the “Transacting Parties”)

Dear Attorney Rocha:

The Office of the Attorney General and the Department of Health (the “Reviewing Authorities”) write to inform you that, while attempting to complete the statutorily mandated review of the pending Hospital Conversion Initial Application (“Proposed Transaction”), we have come to the conclusion that under current circumstances the deadline for the public informational meeting, completion of review, and the decision on the conversion must be extended.

It is clear to both the Department of Health and to the Attorney General that additional time, in order to ensure a full vetting of the matter, is necessary to fulfill all of the State’s statutory responsibilities and satisfy the purposes of the Hospital Conversions Act, including, *inter alia*, “to assure the viability of a safe, accessible and affordable healthcare system that is available to all of the citizens of the state” and “to review whether for-profit hospitals will maintain, enhance, or disrupt the delivery of healthcare in the state.” RIGL § 23-17.14-3 (1 and 2).

There are multiple factors that have led us to this conclusion, each of which stands on its own as a basis for extending these deadlines. In summary, key factors include the following:

- The COVID-19 pandemic has drastically changed the landscape of healthcare in Rhode Island and nationally. With respect to this Proposed Transaction, the Reviewing Authorities must review financial information that will reflect the impact of the COVID-19 pandemic on hospitals operated by Prospect Medical Holdings (*see* RIGL §§ 23-17.14-6(11), (12), (16), (27) and (41), *inter alia*);

Continued, Page 2, Attorney Rocha

July 3, 2020

- The delay of two months, from April 22, 2020 to June 19, 2020, in receiving documents related to the MPT transaction, including the “TRS Note,” has impacted the Department of Health’s expert consultant’s ongoing analysis and confidentiality determinations by the Attorney General;
- The implications of the MPT transaction, including the “TRS Note,” on the Rhode Island hospitals still remains unknown and must be resolved prior to any decision by the Reviewing Authorities; and
- Overall, questions still remain about the purchase price for the Proposed Transaction and payments of dividends in recent years. The Reviewing Authorities anticipate the need to pose additional supplemental questions and conduct multiple interviews of senior management and key individuals to address these questions.

In order for the Reviewing Authorities to fulfill their statutory obligations, we must extend the deadline for completing the review of the Initial Application under the Hospital Conversions Act. We anticipate the extension to be for ninety (90) days, that is, **November 5, 2020**. Please note that continued cooperation in the timely response to requests for supplemental information and documents and the availability of the aforesaid individuals for interview could shorten the completion of the review, accordingly.

Sincerely,

Jessica Rider

Jessica Rider, Special Assistant Attorney General
Health Care Advocate
401-274-4400, Ext. 2314



Fernanda Lopes, MPH, Chief
Office of Health Systems Development
(401) 222-1628

cc: Leslie Parker, Esq., Adler Pollock & Sheehan, P.C.
Maria R. Lenz, Assistant Attorney General
Michael Dexter, Chief, Center for Health Systems Policy & Regulation, RIDOH
Jacqueline Kelley, Esq., Legal Counsel, RIDOH

Exhibit 15

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July 17, 2020

Via Email

Robert A. Mancini, CPA
Vice Chair
-and-
Health Services Council Members

Re: Change in Effective Control Applications of Prospect CharterCARE RWMC, LLC d/b/a Roger Williams Medical Center, Prospect CharterCARE SJHSRI, LLC d/b/a Our Lady of Fatima Hospital, Prospect Blackstone Valley Surgicare, LLC and Prospect CharterCARE Home Health and Hospice, LLC

Dear Vice Chair Mancini and Members of the Health Services Council:

First, I hope you and your families are remaining safe and healthy during the COVID crisis. Second, we look forward to “seeing” you at the July 21 Health Services Council Zoom meeting on the above-referenced Change in Effective Control Applications (the “CEC Applications”). We will present a Powerpoint presentation that we hope is both instructive and informative, look forward to answering any questions you may have, and will request that you vote to approve the CEC Applications.

I know you are all familiar with the CEC review criteria, but I believe it is helpful to highlight them once again:

- The character, commitment, competence and standing in the community of the proposed owners as evidenced by
 - in cases where the proposed owners currently own, operate or direct a health care facility whether within or outside Rhode Island, the demonstrated commitment and record of that person:
 - in providing safe and adequate treatment to the individuals receiving the health care facility’s services
 - in encouraging, promoting and effecting quality improvement in all aspects of health care facility services and
 - in providing appropriate access to health care facility services.

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- The extent to which the facility will continue without material effect on its viability at the time of change of ownership to provide safe and adequate treatment for individuals receiving the facility services.
- The extent to which the facility will continue to provide safe and adequate treatment for individuals receiving the facility services and the extent to which the facility will encourage quality improvement in all aspects of the operation of the health care facility as evidenced by:
 - the Applicant’s demonstrated record in providing safe and adequate treatment to individuals receiving services at facilities owned by the Applicant and
 - the credibility and demonstrated or potential effectiveness of the Applicant’s proposed quality assurance programs.
- The extent to which the facility will continue to provide appropriate access with respect to traditionally underserved populations.

The CEC Applications seek approval of the transaction set forth in the Agreement and Plan of Merger by and Among Chamber Inc., Chamber Merger Sub Inc., Ivy Holdings Inc., Green Equity Investors V, L.P. and Green Equity Investors Side V, L.P. dated October 2, 2019 (the “2019 Agreement”), a copy of which is attached at Tab 14 to the CEC Applications. Pursuant to the terms of the 2019 Agreement, CEC approval is required for the change in ownership of the licensed entities’ ultimate parent (six companies removed) in order to effectuate a buyout of the private equity investors, Green Equity Investments V, L.P. and Green Equity Investors Side V, L.P. (the “PE investors”) (and other minority shareholders) with the original founders of Prospect Medical Holdings, Inc. (“Prospect”), Samuel Lee and David Topper (through his family trust), retaining 100% ownership interest.¹ Accordingly, the *only* change is to Ivy Holdings, Inc. (“IH”), the holding company six times removed from the Rhode Island licensed health care facilities. The two individual shareholders and original co-founders, Samuel Lee and David Topper (through his family trust) will become the sole shareholders of Chamber Inc., a newly

¹ As set forth in the Organizational Charts attached at Tab 15 to the CEC Application and also attached to this letter for convenience, the licensed health care facilities are owned by Prospect CharterCARE, LLC d/b/a CharterCARE Health Partners, which is owned 15% by CharterCARE Community Board, and 85% by Prospect East Holdings, Inc. Prospect East Holdings, Inc. is owned by Prospect Medical Holdings, Inc., which is owned by Ivy Intermediate Holdings, Inc., which is owned by Ivy Holdings, Inc. Ivy Holdings, Inc is owned by the PE investors with an approximate 60% ownership interest and the remaining 40% owned principally by the original co-founders of Prospect, Sam Lee and David Topper. Post transaction, Sam Lee and David Topper will have 100% ownership interest with Sam Lee owning 66.67% and David Topper owning 33.33%.

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formed entity and the parent of IH. Post transaction the PE investors and other minority management shareholders will no longer retain ownership in IH.

The transaction will not impact the operations or governance of the licensed facilities. The licensed facilities will continue to provide high quality, cost-effective care to patients in the Rhode Island community with no changes to the following:

- the quality services provided by RWMC and Fatima,
- the populations served (including the underserved population),
- the payor mix,
- governance and leadership,
- tax i.d. numbers,
- provider numbers,
- medical staff and leadership,
- financial condition,
- policies and procedures, including charity care and quality assurance, or
- assets, liabilities and obligations.

Moreover, and most importantly, Samuel Lee and David Topper will continue the commitment and support (financial and otherwise) to the licensed Rhode Island facilities.²

By way of background, the CEC Applications were filed on November 8, 2019 and accepted by the Department on March 9, 2020.³ The only states in which PMH provides hospital services requiring regulatory approval for the 2019 Agreement are Connecticut, California and Rhode

² As you may recall, in 2008, Roger Williams Hospital and Our Lady of Fatima sought and received approval from the Department of Health (“DOH”) and the Attorney General (“AG”) to affiliate through the creation of CharterCARE Health Partners (“CCHP”) in an effort to stem financial losses. Although significant operating efficiencies were achieved as a result of the 2009 CCHP affiliation, CCHP realized that the losses it was continuing to experience could not be sustained and still ensure its continued financial viability. Accordingly, CCHP sought and received approval from the DOH and the AG in 2014 for the joint venture with Prospect. Since that approval, Prospect has provided significant support (financial and otherwise) to the licensed health care facilities and will continue to do so through the leadership of Sam Lee and David Topper after the transaction in the 2019 Agreement is consummated.

³ The 2019 Agreement also requires approval under the Hospital Conversions Act. The Transacting Parties have filed the required HCA Applications with the DOH and the AG. The HCA Applications were accepted on April 8, 2020 with the statutory period of review ending on August 7, 2020. On July 3, 2020, DOH and the AG advised the Transacting Parties that for a variety of reasons, including the COVID-19 pandemic, it would not be able to complete the review within the statutory period and it was extended to November 5, 2020.

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Island. Connecticut gave its approval on November 4, 2019. Prospect has received notice from California of its approval of the transaction subject to the execution of certain undertakings, which will be completed within thirty days. Accordingly, the only outstanding regulatory approval is from Rhode Island. PMH appreciates the efforts of DOH and the AG in processing the Applications, understands the delay due to the COVID pandemic, but is very much looking forward to review and decision to allow the transaction to close as soon as possible.

We appreciate that you have received a lot of documentation including the Applications, Exhibits, and many written letters submitted as part of the public comment. We thought it would be helpful to highlight some of the written comments:

- Dr. Marie Ghazal, Chief Executive Officer, Rhode Island Free Clinic
 - St. Joseph Health & Family Dental Center, has been a supportive neighbor of the clinic since the clinic opened. Walter Hollinger, MD, physician at St. Joseph's Primary Care Clinic, has been one of our long standing physician volunteers, and in 2019 was honored as our physician of the year. As we opened our new dental clinic in 2018, we collaborated with Joseph Samartano, DDS, and other members of CharterCARE's medical and dental staff. We continue to add to this relationship with more interested physicians and medical services. Additionally, as our neighbor for many years, CharterCARE assisted the clinic with allowing usage of their property for parking for patients and staff. Rhode Island Free Clinic supports the Application of Prospect Medical Holdings and recommends that the Application be approved.
- Jo-Ann Ryan, Majority Leader, Providence City Council
 - I write in strong support of the Application.
 - It is important to note what the Prospect management team has done to strengthen Roger Williams and to dramatically improve its ability to serve the health interest of my constituents.
 - Prospect's acquisition of CharterCARE saved Roger Williams Medical Center from certain financial failure and saved more than 3,000 good paying jobs across the system for Rhode Island citizens by stabilizing CharterCARE's finances and by providing millions of dollars of desperately needed working capital.
 - This capital has allowed CharterCARE to achieve significant operational improvements, including construction of a new and expanded emergency room at

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Roger Williams Medical Center, the conversion of the old ED to a behavioral health/focus emergency room (under construction), construction of new modern, accessible public entrances at Roger Williams, the purchase of new medical and surgical technology and further development of its cancer center, including a immunotherapy T-cell manufacturing lab at the Roger Williams Cancer Center.

- I am pleased that they are a tax paying entity to the city and state, providing millions of dollars annually.
- CharterCARE leadership has been a responsive corporate citizen and a neighbor in our area and has not hesitated to partner with us on a number of initiatives or projects to better our community and city. All of these positive improvements came at the direction of the CharterCARE's management team.
- Akshay K. Talwar, CEO & Administrator, Briarcliffe Manor
 - Briarcliffe Manor has had a long and positive relationship with Roger Williams Medical Center and Fatima Hospital from back in the 1960s. This relationship has grown stronger since CharterCARE rescued the two hospitals approximately 5 years ago. We hope for many more years of this warm and friendly cooperation and would urge the Health Services Council to approve the Application.
- James J. Cooney, Jr., President/CEO PriMedia Inc.
 - During the time we have worked together, CharterCARE has always gone out of their way to support initiatives like the SENIOR Expo, Latino Business Expo and others. They have also always been very helpful to us in every way possible as various situations arose that required timely intervention and executive level support over the years.
- Christopher Thomas, Vice President/Treasurer, Drapery House Inc./Commercial Services Division
 - The CharterCARE staff are exceptional in their community role with the public and businesses like ours. CharterCARE makes sure their invoices are paid in a timely manner. Their account with us is impeccable. We are grateful for outstanding companies like CharterCARE that make a difference.

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- Armand J. Toscano, President, Communications Systems, Inc.
 - As a Rhode Island based company who provides service and installation to the hospitals' critical systems, we value our strong working relationship with CharterCARE. We also appreciate the opportunity to support a health system that counts on local talent and expertise to meet their operational needs.

- Angelo S. Rotella, President of Berkshire Place Nursing and Rehabilitation Center
 - I write in support of the application by Prospect Medical Holdings for approval of a Change in Effective Control.

 - As one of the largest nursing homes in the area, Berkshire Place Nursing and Rehabilitation Center is a family-owned facility for more than 20 years. Over the time, we have had a close working relationship with both Roger Williams Medical Center and Our Lady of Fatima Hospital. Our patients needing hospital care are often transported to one of these facilities with extraordinary outcomes. Our physician leadership has often included CharterCARE physicians which strengthens the continuity of care. Both hospitals have extensive behavioral health services and specifically geriatric units which is of great comfort to our patients and their families.

 - Since Prospect has acquired CharterCARE, this relationship has only grown stronger. Representatives from the corporate office were quick to meet with us and solicit our feedback on how the relationship should be stronger. And we have continued the dialogue ever since. I have found them responsive to our needs and the quality of care provided to our residents when needed is exceptional. If we ever have questions or issues, their senior management is readily available and willing to meet.

 - I hasten to think what emergency or specialty care access or resources we would have if one or both of these hospitals had closed or were to close. Instead, Prospect and CharterCARE have invested millions in new facilities, such as the Roger Williams ER, attracted new physicians to the area and grown specialty services.

- Dr. Gregory Allen, D.O., President of the Roger Williams Medical Staff Association
 - As President of the Roger Williams Medical Staff Association, I can attest to the significant physical and operational improvements that have been implemented

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since Prospect acquired our hospital more than 5 years ago. In addition to saving thousands of jobs, Prospect has invested in new equipment and technology as well as new programs and services, including a \$15 million emergency department to improve access to care. They have introduced operational and financial efficiencies that have enhanced care and safety for both patients and employees.

- I can tell you that the clinical leadership has an excellent working relationship with the CharterCARE management team and we are equally focused on providing the highest quality care to our patients. This includes easy access to resources of the Prospect corporate office and regional management teams, both of which value and seek out our input on a range of issues.
- As a community-based internal Medicine physician, I have been particularly pleased with the company's commitment to strengthen the role of primary care physicians in our network and to help retain and recruit PCP's, specialty physicians, and surgeons to our state and system; not an easy task. Prospect has also been committed to the valuable teaching program at Roger Williams.
- Recently, I have been most pleased and proud of our collective response to the COVID pandemic these last few months. Roger Williams and CharterCARE treated an overwhelming number of coronavirus patients with unmatched outcomes. Prospect provided exceptional support and resources during this time that allowed our local clinicians, nurses and support staff to do the job safely and effectively. While, as a smaller hospital, we don't typically get the "acknowledgments" of other area systems, I can assure you that the effort and dedication, up and the down the organization, was nothing short of extraordinary.

We also recognize that comments have been submitted in opposition to the Applications and will answer any questions you may have regarding those comments. However, as an initial matter, we thought it would be helpful to identify the comments by category and highlight how they are not within the review criteria the Health Services Council must follow in reviewing the CEC Applications:

- The St. Joseph Health Services of Rhode Island Retirement Plan (the "Retirement Plan").

As you may recall, prior to the 2014 joint venture with Prospect, SJHSRI offered a retirement plan to its employees. All liabilities related to the Retirement Plan were expressly excluded from the liabilities that Prospect agreed to assume as part of the purchase transaction and the Sellers expressly agreed to indemnify and defend

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Prospect from any claims arising out of the Retirement Plan. The Retirement Plan is now in state court receivership and Special Counsel to the Plan Receiver has filed a lawsuit pending in our Federal Court before Justice William E. Smith naming as defendants, among others, CCCB, Roger Williams Hospital and St. Joseph Health Services of Rhode Island (the “Oldco Entities”), The Angell Pension Group, Inc., the Rhode Island Community Foundation, Roman Catholic Bishop of Providence, Diocesan Administration Corporation, Diocesan Service Corporation, and Prospect Medical Holdings, as well as the Rhode Island licensed hospitals, seeking damages and other relief for the benefit of the Plan participants. The litigation involves important issues that will be resolved in the Federal Court. Those issues, however, are not relevant to your review of the CEC Applications. Our firm does not represent any of the parties in the litigation; however, the pleadings show that Prospect denies all material allegations in the Complaint. Respectfully, the Health Services Council (and DOH) does not have jurisdiction to resolve the issues in the litigation. Those issues will be resolved by the Court.

- *CharterCARE Community Board v. Lee, et al.*, PC-2019-3654.

CCCB, now in receivership, brought a Complaint in the Rhode Island Superior Court in March, 2019 alleging breaches of the 2013 Asset Purchase Agreement By and Between the Oldco Entities and the Prospect Entities seeking, among other things, an increase in its membership ownership interest and monetary damages. That lawsuit is pending before Associate Justice Brian P. Stern. Although our firm does not represent the Prospect Entities in the litigation, the pleadings show that the Prospect Entities deny all material allegations in the Complaint. Respectfully, the Health Services Council (and DOH) does not have jurisdiction to resolve the issues in the litigation. Those issues (business disputes between the parties) are not relevant to your review of the CEC Applications and will be decided by the Court.

- Congressional communications.

Certain Congressional members have forwarded communications to Leonard Green & Partners (“LGP”) asking LGP to respond to their inquiry. First, the Applicants are seeking to buy-out LGP to allow sole ownership in Prospect to be held by its original co-founders. Second, any necessary actions related to the issues raised in the Congressional letters will be resolved at the Congressional level. The Health Services Council (and DOH) does not have jurisdiction to address Congressional issues.

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Let me conclude where I began. We look forward to meeting with you on Tuesday, July 21, 2020, demonstrating compliance with all statutory review criteria and asking that you approve the CEC Applications. We hope that this background information is helpful and it will make for a productive meeting on Tuesday. We are confident that you will do what you have always done – apply the CEC criteria and by doing so conclude that the CEC Applications meet the statutory review criteria in all respects requiring approval. In the words of that football coach regarded by most as the greatest of all time, the way to success is to do your job and do it well (and let others do their jobs). We look forward to a successful resolution of the CEC Applications.

As always, thank you for your consideration. Stay safe and healthy.

Sincerely,

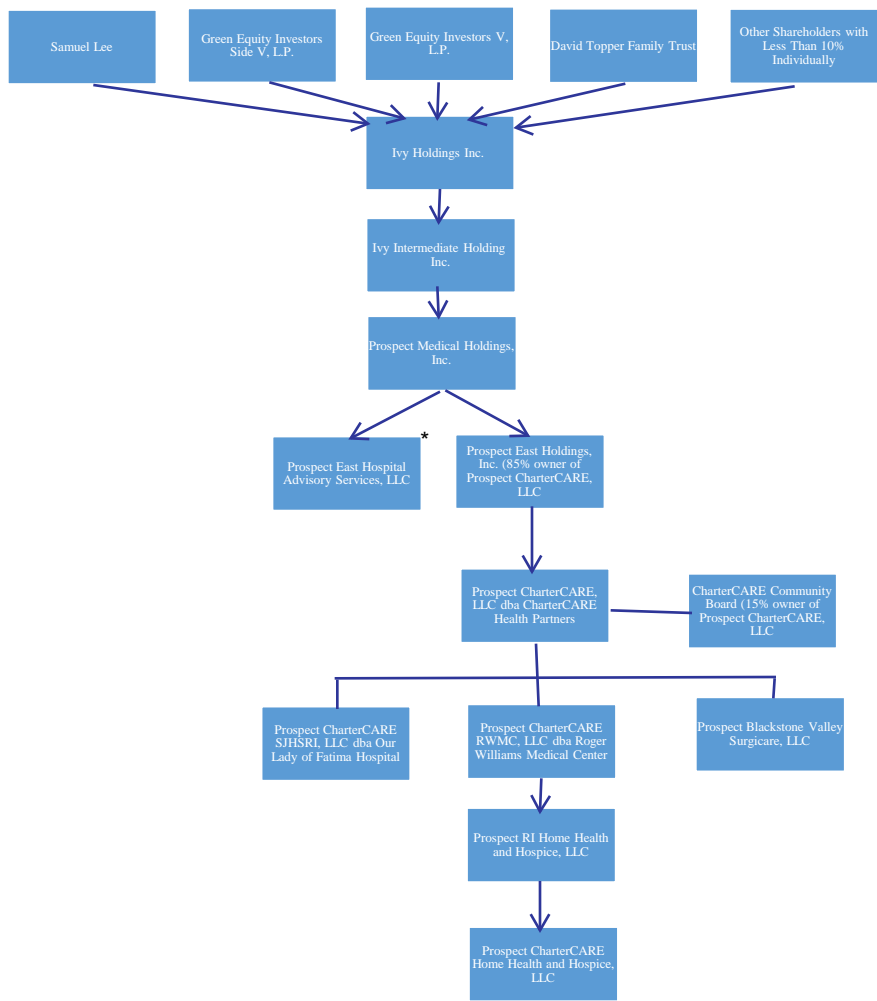
/s/ Patricia K. Rocha

PATRICIA K. ROCHA
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Attachment: Organizational Charts

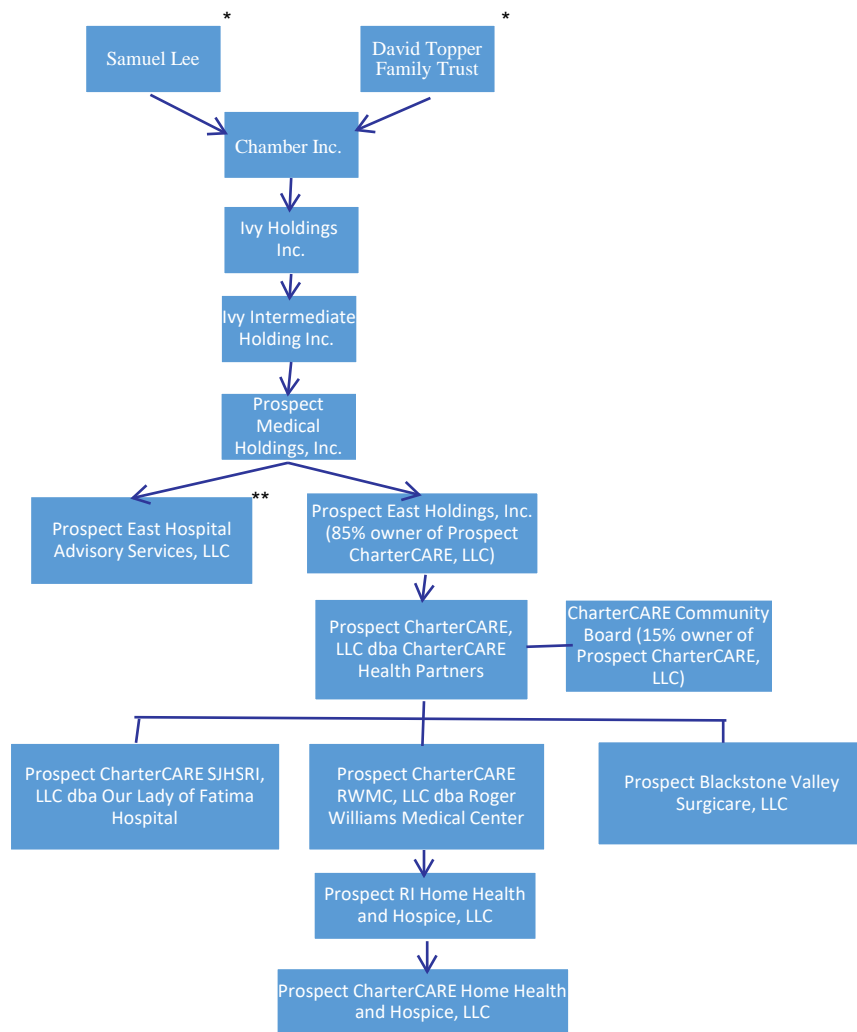
cc: Fernanda M.A. Lopes, Chief
Michael K. Dexter, Chief
Jacqueline Kelley, Esq.
Sandra Powell

Organizational Chart Pre-Transaction Structure



*Prospect East Hospital Advisory Services, LLC serves as manager to Prospect CharterCARE, LLC

Organizational Structure
Post Transaction Structure



*Post transaction change involves ownership of Ivy Holdings, Inc., which will be solely owned by Chamber Inc., owned by Samuel Lee and David Topper through his Family Trust, with ownership interest of 66.67% and 33.33%, respectively.

**Prospect East Hospital Advisory Services, LLC serves as manager to Prospect CharterCARE, LLC