

STATE OF RHODE ISLAND
 PROVIDENCE, SC.

SUPERIOR COURT

St. Joseph Health Services of Rhode Island, Inc.,	:	
	:	
	:	
vs.	:	C.A. No. 2017-3856
	:	
St. Josephs Health Services of Rhode Island	:	
Retirement Plan, as amended	:	
	:	

**THE RHODE ISLAND DEPARTMENT OF ATTORNEY GENERAL’S
 PARTIAL OBJECTION TO SUBPOENA**

I. Introduction

Now comes counsel for the Rhode Island Department of Attorney General (hereinafter “Attorney General”) and provides this Partial Objection to the Subpoena served on November 3, 2017, which seeks:

1. All documents related to the **Plan**¹;
2. All documents related to **SJHSRI, RWH, CHARTERCARE**, or **Prospect**²;
3. All documents relating to any **Hospital Conversion Act Proceedings** (as defined above), including all documents relating to applications, amended applications, supplemental applications, exhibits, supporting documentation, or other documents submitted in connections with **Hospital Conversion Act Proceedings**;
4. All notices or documents submitted or obtained in accordance with any of the conditions of the **May 16, 2014 Decision**, including CONDITIONS ## 3, 4, 5, 6, 7, 8, 11, 12, 13, 18, 19, 23, 24, 27, and 30;
5. All documents concerning the “engage[ment] with counsel for the Petitioner and the Court-appointed receiver” as stated in the **August 24, 2017 Statement**; and
6. All documents concerning the “broken promises” referred to in the **August 24, 2017 Statement**.

¹ The Subpoena defines “Plan” as referring to “the St. Joseph Health Services of Rhode Island Retirement Plan and any of its versions or amendments.

² The parties conferred on this matter and Special Counsel agreed to withdraw Request #2 at this time because it is redundant and unnecessary.

See Subpoena, attached as Exhibit A.

II. Background

The majority of the documents requested relate to the 2009 Hospital Conversions Act (“HCA”) review of St. Joseph Health Services of Rhode Island (“SJHSRI”), Roger Williams Hospital and Roger Williams Medical Center (“RWMC”) to CharterCARE Health Partners (“CharterCARE”) and the subsequent 2014 HCA review of CharterCARE, RWMC, SJHSRI, Prospect Medical Holdings, Inc., Prospect East Holdings, Inc., Prospect East Hospital Advisory Services, LLC, Prospect CharterCARE, LLC, Prospect CharterCARE RWMC, LLC and Prospect CharterCARE, SJHSRI, LLC.

The HCA, at R.I. Gen. Laws §§ 23-17.14-1, *et seq.*, establishes standards and procedures for certain hospital conversions to be reviewed by the Department of Health (“DOH”) and the Attorney General. The HCA endeavors to protect public health and welfare through the standards and procedures established for hospital conversions. R.I. Gen. Laws. § 23-17.14-2. Among other identified purposes, provisions of the HCA attempt to promote the goal of assuring a safe and accessible healthcare system for Rhode Island citizens. R.I. Gen. Laws § 23-17.14-3. The statutory criteria within the HCA forms the basis for the information collected by the regulators. As a general matter, the material provided by the transacting parties typically focuses on operations at the existing hospital(s), as well as what is envisioned for the hospital(s) post-conversion. See e.g. R.I. Gen. Laws § 23-17.14-6.

III. Objections

a. The Subpoena Fails to Allow a Reasonable Time for Compliance³

³ The parties have agreed to rolling production.

Pursuant to Superior Court Rule of Civil Procedure 45(c)(3)(A)(i), a court “shall quash or modify a subpoena if it fails to allow reasonable time for compliance.” The Attorney General was served with the Subpoena on November 3, 2017, with a returnable date just two weeks later, on November 17, 2017. This is an unreasonable time for compliance given the scope of the Subpoena. In addition to other requests, this Subpoena seeks the Attorney General’s entire record for the 2009 and 2014 HCA reviews, as well as documents related to the Attorney General’s monitoring of the 2014 Decision. The Attorney General estimates this involves a review of approximately thirty (30) boxes of documents.

Because of the breadth of documents to be produced, the Attorney General requests additional time to respond, with rolling production of documents and a privilege log to be produced ninety (90) days from the return date, on February 15, 2018. The Attorney General has estimated ninety (90) days as a sufficient time frame to respond, assuming that publicly available documents would be exempt from production in response to the Subpoena.

As the Attorney General relayed to Special Counsel, many of the documents requested are publicly available through the websites maintained by the Attorney General and/or DOH, so Special Counsel’s review of these documents can commence immediately. Further, in an effort to conserve government resources, the Attorney General should not have to produce documents that are already readily accessible to the issuing party. See Memorandum and Order, Costa v. Rasch, USDC No. 11-336L at 10. (D.R.I. April 25, 2013) (declining to order production of documents “readily available...at the click of a mouse”); see also Super. R. Civ. P. 26(b)(1)(A) (court may limit discovery methods if discovery sought is “obtainable from some other source that is more convenient, less burdensome, and less expensive”). The Attorney General estimates that approximately 3,000 pages of responsive documents are publicly available, including:

- The 2014 HCA Initial Application with Public Exhibits, the Attorney General’s 2014 Decision and DOH’s 2014 Decision;

- The 2009 joint HCA application and DOH’s 2009 Decision; and
- DOH’s 2009 and 2014 Change in Effective Control (“CEC”) Decisions.

See Screenshots of Attorney General and DOH websites, attached as Exhibit B.

Additionally, any and all documents related to the *cy pres* petitions are publicly available through court files and should be exempt from disclosure pursuant to the Subpoena. See In re: CharterCARE Health Partners Foundation, Roger Williams Hospital and St. Joseph Health Services of Rhode Island, Ca No. KM-2015-0035; In re: CharterCARE Health Partners Foundation, Ca No. 11-6822; Roger Williams Medical Center v. Patrick Lynch, Ca No. 09-665.

b. The Subpoena Requires Disclosure of Confidential and/or Privileged Information

Rhode Island Superior Court Rule of Civil Procedure 45(c)(3)(A)(ii) states that a court by which a subpoena was issued shall quash or modify the subpoena if it “requires disclosure of privileged or other protected matter and no exception or waiver applies...” The Attorney General expects many responsive documents will be privileged, either under the deliberative process or other doctrines. As mentioned above, privilege logs will be provided as the Attorney General provides responses. The Subpoena also requests production of documents deemed confidential by statute, which are different than those documents that are privileged. These two (2) categories of documents are discussed in greater detail below.

i. Confidential Documents

For both the 2009 and 2014 HCA reviews, the Attorney General deemed many documents confidential at the request of a transacting party/parties pursuant to R.I. Gen Laws § 23-17.14-32(a), which states:

The attorney general has the power to decide whether any information required by this chapter of an applicant is confidential and/or proprietary. The decisions by the attorney general shall be made prior to any public notice of an initial application or any public review of any information and shall be binding on the

attorney general, the department of health, and all experts or consultants engaged by the attorney general or the department of health.

This provision enables the Attorney General to obtain documents that the transacting parties might otherwise withhold if protection were not available. The applicant's ability to request confidential status for certain documents facilitates a comprehensive and thorough review, which is vital to the regulatory function of the Attorney General. Because the Attorney General is bound by the confidentiality determination, confidential documents can only be disclosed pursuant to a waiver from the transacting parties, or an Order of this Court. Should the Court order production of the confidential documents, the Attorney General respectfully requests an appropriate protective order or in camera review.⁴

ii. Privileged Documents

The Subpoena requests all documents for the 2009 and 2014 HCA reviews, which would include documents such as attorney notes, communication between staff and drafts. Such documents are protected by the deliberative process privilege as the Attorney General is functioning in its role as a government regulator in conducting an HCA review. These documents are also protected by the work product privilege. In addition to the types of documents that typically qualify as privileged, the Attorney General will claim privilege for documents and communications with experts retained pursuant to R.I. Gen Laws § 23-17.14-13, with the exclusion on any final reports produced by the expert, which would be public.

a. Deliberative Process Privilege

⁴ The Attorney General notes that in Prime Healthcare Services, Inc. v. State of Rhode Island Attorney General, et al., PB-2014-1992, certain CharterCARE board minutes deemed confidential were released (in a redacted form) over the objection of the Attorney General. In his ruling, Justice Silverstein relied on the absence of rules and regulations as contemplated by R.I. Gen. Laws § 23-17.14-32(b). To address this, on December 15, 2014, Rules and Regulations Pertaining to the HCA became effective. See <http://sos.ri.gov/documents/archives/regdocs/released/pdf/AG/7926.pdf>

Under the deliberative process privilege, the opinions, recommendations, and evaluations which may or may not have been made by the Attorney General, or any other individual within the Department of Attorney General, cannot be the subject of inquiry. During a Hospital Conversion review, the Attorney General is acting within its regulatory authority pursuant to R.I. Gen Laws § 23-17.14-5, stating that “a conversion shall require review and approval from the department of attorney general ... in accordance with the provisions of this chapter.” The Attorney General, like other attorneys, has a privilege protecting thought process and decisions made during the review, and the reasoning as to strategy determinations throughout the review, from disclosure. Such disclosure would improperly divulge mental processes protected by the privilege and seriously impede the continuing ability of the Attorney General to perform its regulatory function.

Courts have long recognized the “governmental” or “deliberative process” privilege. Williams v. City of Boston, 213 F.R.D. 99, 100 (D.Mass. 2003). This privilege protects against “exploring the minds and mental processes of governmental decision makers.” See Gomez v. City of Nashua, N.H., 126 F.R.D. 432, 434 (D.N.H. 1989) (*citing* N.O. v. Callahan, 110 F.R.D. 637, 642 (D.Mass. 1986)). The purpose of this long-standing privilege is to prevent injury to the quality of governmental decisions. N.L.R.B. v. Sears Roebuck and Company, 421 U.S. 132, 151 (1975). The United States Supreme Court has described the privilege as necessary to further the policy of “protect[ing] the decision making process of government agencies and [particularly] documents reflecting advisory opinions, recommendations and deliberations...” Id. at 150 (internal quotations and citations omitted).

The Department of Attorney General must have the benefit of free and candid input on deliberative matters and in determining how to proceed during a regulatory review pursuant to the HCA. Thus, communications between the Attorney General’s staff, as well as communications

between the Attorney General and experts, within the confines of the regulatory review are subject to the deliberative process privilege. Any recommendation or advisement made regarding a particular course of action falls squarely within the privilege, as such disclosure would reveal internal thought processes. Pursuant to the deliberative process privilege, mental impressions, evaluations, recommendations, advisory opinions, and any further deliberations the Department of Attorney General made during the HCA reviews are immune from production.

b. Work Product Privilege

Under the additional protections afforded by the work product doctrine, the mental impressions and opinions of an attorney and his or her legal theories and conclusions are “opinion” work product and qualify for absolute immunity from disclosure. Crowe Countryside Realty Associates Co. LLC v. Novare Engineers, Inc., 891 A.2d 838, 842 (R.I. 2006). The Supreme Court has said that the policy against invading the privacy of an attorney's course of preparation was both well recognized and essential to an orderly working of the adversarial system. Id. at 841. The immunity afforded such mental impressions of counsel is embedded in Rule 26(b)(3) of the Rhode Island Superior Court Rules of Civil Procedure: “... the court shall protect against disclosure of the mental impressions, conclusions, opinions, or legal theories of an attorney...” Super. Ct. R. Civ. 26(b)(3).

IV. Conclusion

For the foregoing reasons, pursuant to Rule 45 of the Superior Court Rules of Civil Procedure, the Attorney General respectfully requests that this Honorable Court modify the subpoena as it relates to both the Keeper of Records deposition and the items listed in Schedule A.

WHEREFORE, the Attorney General prays that:

- (1) The Court allow production on a rolling basis;
- (2) Publicly available documents will be exempt from production;

- (3) Time to respond to the Subpoena be extended ninety (90) days or until February 15, 2018;
- (4) Time to provide a privilege log identifying all documents withheld pursuant to privilege be extended to February 15, 2018; and
- (5) Time to provide a log identifying all documents withheld as confidential pursuant to R.I. Gen Laws § 23-17.14-32(a) be extended to February 15, 2018.

Respectfully submitted,

STATE OF RHODE ISLAND
BY ITS ATTORNEY,

PETER F. KILMARTIN
ATTORNEY GENERAL

/s/ Kathryn Enright

/s/ Jessica D. Rider

Kathryn Enright #7208
Assistant Attorney General
Jessica D. Rider #8801
Special Assistant Attorney General
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Providence, RI 02903
Tel.: (401) 274-4400 Ext. 2236/2314
Fax: (401) 222-2995
Email: kenright@riag.ri.gov/jrider@riag.ri.gov

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 16th day of November, 2017, I electronically filed and served this document through the electronic filing system to all on record. The document electronically filed is available for viewing and/or downloading from the Rhode Island Judiciary's Electronic Filing System.

/s/ Diane Milia

EXHIBIT A



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

SUPERIOR COURT
SUBPOENA - CIVIL

Plaintiff/Petitioner St. Joseph Health Services of Rhode Island, Inc.	Civil Action File Number PC-2017-3856
Defendant/Respondent St. Josephs Health Services of Rhode Island Retirement Plan	

<input type="checkbox"/> Murray Judicial Complex Newport County 45 Washington Square Newport, Rhode Island 02840-2913 *(401) 841-8330	<input type="checkbox"/> Noel Judicial Complex Kent County 222 Quaker Lane Warwick, Rhode Island 02886-0107 *(401) 822-6900
<input type="checkbox"/> McGrath Judicial Complex Washington County 4800 Tower Hill Road Wakefield, Rhode Island 02879-2239 *(401) 782-4121	<input checked="" type="checkbox"/> Licht Judicial Complex Providence/Bristol County 250 Benefit Street Providence, Rhode Island 02903-2719 *(401) 222-3230

TO: Keeper of Records, Office of the Attorney General
 of 150 South Main St, Providence, RI, 02903

YOU ARE HEREBY COMMANDED to appear in the Superior Court listed above at the date, time, and courtroom specified below to testify in the above-entitled case and bring with you:

Courtroom	Date	Time

If you need language assistance, please contact the Office of Court Interpreters at (401) 222-8710 or by email at interpreterfeedback@courts.ri.gov before your court appearance.

* If an accommodation for a disability is necessary, please contact the Superior Court Clerk's Office at the telephone number listed above as soon as possible. TTY users can contact the Superior Court through Rhode Island Relay at 7-1-1 or 1-800-745-5555 (TTY) to voice number.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

SUPERIOR COURT

YOU ARE HEREBY COMMANDED to appear at the location, date, and time specified below to testify at the taking of a deposition in the above-entitled case.

Location of Deposition	Date	Time

YOU ARE HEREBY COMMANDED to produce and permit inspection and copying of the following documents or objects at location, date, and time specified below (list documents or objects):

See Schedule A hereto for requests for documents.

Location	Date	Time
61 Weybosset St, Providence, RI 02903	November 17, 2017	11:00 a.m.

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf and may set forth, for each person designated, the matters on which the person will testify. (Rule 30(b)(6) of the Superior Court Rule of Civil Procedure).

/s/ Max Wistow Attorney for the <input type="checkbox"/> Plaintiff/Petitioner <input checked="" type="checkbox"/> Defendant/Respondent or <input type="checkbox"/> Plaintiff/Petitioner <input type="checkbox"/> Defendant/Respondent	Rhode Island Bar Number: 0330
	Date: 11/3/2017
Telephone Number: (401) 831-2700	

Issued by <input type="checkbox"/> Clerk, <input checked="" type="checkbox"/> Notary, or <input type="checkbox"/> Issuing Official pursuant to G.L. 1956 § 9-17-3	Date: 11/3/2017
---	--------------------

/s/ _____
 Clerk

Benjamin Ledsham Name of Notary
 Signature of Notary
Notary commission expires: 11/9/2019
Notary identification number: 753498

_____ Name of Issuing Official
_____ Signature of Issuing Official

STATE OF RHODE ISLAND AND



PROVIDENCE PLANTATIONS

SUPERIOR COURT

The following information is being provided pursuant to Rule 45(c), (d), and (e) of the Superior Court Rules of Civil Procedure.

(c) Protection of Persons Subject to Subpoenas.

- (1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.
- (2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents, or tangible things or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing, or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within fourteen (14) days after service of the subpoena or before the time specified for compliance if such time is less than fourteen (14) days after service, serve upon the self-represented litigant or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.
- (3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it:
 - (i) Fails to allow reasonable time for compliance;
 - (ii) Requires disclosure of privileged or other protected matter and no exception or waiver applies; or
 - (iii) Subjects a person to undue burden.
(B) If a subpoena
 - (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
 - (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) Duties in Responding to Subpoena.

- (1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.
 - (2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.
- (e) Contempt.** Failure by any person without adequate excuse to obey a subpoena served upon that person may be deemed a contempt of the court in which the action is pending.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS



SUPERIOR COURT

Plaintiff/Petitioner St. Joseph Health Services of Rhode Island, Inc.	Civil Action File Number PC-2017-3856
Defendant/Petitioner St. Josephs Health Services of Rhode Island Retirement Plan	

PROOF OF SERVICE

I hereby certify that on the date below I served a copy of this Subpoena on State of R.I. Attorney General / K, 390 WOOD, AAG personally. 11/3/17

I hereby certify that I was unable to make service after the following reasonable attempts:

SERVICE DATE: <u>11 / 3 / 17</u> Month Day Year	SERVICE FEE \$ <u>95.00</u> <u>11.00 # 3855</u>
--	--

Signature of SHERIFF or DEPUTY SHERIFF or CONSTABLE

SIGNATURE OF PERSON OTHER THAN A SHERIFF or DEPUTY SHERIFF or CONSTABLE MUST BE NOTARIZED.

Signature: [Handwritten Signature]
 Thomas Noury
 P.O. Box 114026
 North Providence, RI 02911

State of RI
 County of Providence

On this 3 day of Nov., 2017, before me, the undersigned notary public, personally appeared Thomas Noury
 personally known to the notary or proved to the notary through satisfactory evidence of identification, which was _____, to be the person who signed above in my presence, and who swore or affirmed to the notary that the contents of the document are truthful to the best of his or her knowledge.

Notary Public: [Handwritten Signature]
 My commission expires: _____
 Notary identification number: Dora Noury-Keating
 Notary Public

My Commission Exp. 5-17-21

SCHEDULE A

Definitions

- a. The word "**documents**" as used herein is meant in the broad and liberal sense and includes hand-written, typed, recorded, electronically stored, or graphic material of any kind and description, and whether a draft, copy, original, or master, including, but not limited to, e-mails, electronic versions of documents, accounts, advertisements, letters, memoranda, prospectuses, resolutions, legislation, notes of conversations, contracts, agreements, drawings, tape recordings, inter-office and intra-office memoranda, studies, working papers, corporate records, minutes of meetings, checks, diaries, diary entries, appointment books, desk calendars, photographs, transcriptions or sound recordings or any type, and documents stored on data storage modules, databases, servers, computers, tapes, discs or other memory devices, or other information retrievable from storage systems. If any document has been prepared in multiple copies which are not identical, each modified copy or non-identical copy is a separate "document." The word "document" also includes data compilations from which information can be obtained and translated, if necessary, by the requesting party in a reasonably usable form.
- b. The term "**any**" and the term "**all**" are intended to mean "any and all."
- c. Any word in the singular also includes the plural and vice versa.
- d. The term "**Plan**" refers to the St. Joseph Health Services of Rhode Island Retirement Plan and any of its versions or amendments.
- e. The term "**SJHSRI**" refers to St. Joseph Health Services of Rhode Island and each of its predecessors or successors.
- f. The term "**CHARTERCARE**" refers to CharterCARE Health Partners and CharterCARE Community Board, and each of their predecessors or successors.
- g. The term "**RWH**" refers to Roger Williams Medical Center and Roger Williams Hospital, and each of their predecessors or successors.
- h. The term "**Prospect**" refers to Prospect CharterCARE, LLC, Prospect CharterCare SJHSRI, LLC, Prospect CharterCare RWMC, LLC, Prospect East Holdings, Inc., Prospect Medical Holdings, Inc., and Prospect East Hospital Advisory Services, LLC, and each of their predecessors or successors.
- i. The term "**Hospital Conversions Act Proceedings**" means all applications or proceedings pursuant to the Hospital Conversions Act (R.I. Gen. Laws § 23-17.14-1 *et seq.*), or regulations promulgated thereunder, pertaining to **SJHSRI**, **RWH**, **CHARTERCARE**, or **Prospect**. Hospital Conversions Act Proceedings include (a) the *Proposed Affiliation of St. Joseph Health Services of Rhode*

Island, Roger Williams Hospital, Roger Williams Medical Center, and CharterCARE Health Partners Under the Hospital Conversions Act of Rhode Island in 2009, and (b) the Hospital Conversion Application of Prospect Medical Holdings, Inc., Prospect East Holdings, Inc., Prospect East Hospital Advisory Services, LLC, Prospect CharterCARE, LLC, Prospect CharterCARE RWMC, LLC, Prospect CharterCARE SJHSRI, LLC, and Roger Williams Medical Center, St. Joseph Health Services of Rhode Island, CharterCARE Health Partners in 2013 and 2014;

j. The term "**May 16, 2014 Decision**" means the Decision captioned "DECISION Re: Initial Hospital Conversion Application of Prospect Medical Holdings, Inc., Prospect East Holdings, Inc., Prospect East Hospital Advisory Services, LLC, Prospect CharterCARE, LLC, and Roger Williams Medical Center, St. Joseph Health Services of Rhode Island, CharterCARE Health Partners," dated May 16, 2014;

k. The term "**August 24, 2017 Statement**" means the email sent by or on behalf of the Attorney General on August 24, 2017, titled *Statement on St. Joseph's Health Services Pension Fund*;

Instructions

- (1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.
- (2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Documents Requested

1. All documents relating to the **Plan**;
2. All documents relating to **SJHSRI, RWH, CHARTERCARE, or Prospect**;
3. All documents relating to any **Hospital Conversion Act Proceedings** (as defined above), including all documents relating to applications, amended applications, supplemental applications, exhibits, supporting documentation, or other documents submitted in connection with **Hospital Conversion Act Proceedings**;
4. All notices or documents submitted or obtained in accordance with any of the conditions of the **May 16, 2014 Decision**, including **CONDITIONS ## 3, 4, 5, 6, 7, 8, 11, 12, 13, 18, 19, 23, 24, 27, and 30**;
5. All documents concerning the “engage[ment] with counsel for the Petitioner and the Court-appointed receiver” as stated in the **August 24, 2017 Statement**; and
6. All documents concerning the “broken promises” referred to in the **August 24, 2017 Statement**.

EXHIBIT B



State of Rhode Island
Attorney General Peter F. Kilmartin

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Office of the Health Care Advocate

The Office of Health Care Advocate advocates for Rhode Islanders through the following duties that




the Attorney General may direct: to appear as an amicus curiae in civil actions, to intervene in or request initiation of administrative action related to health care and health insurance, to investigate complaints to assure the delivery of quality health care, to educate the public, to engage in legislative advocacy, to initiate formal legal actions concerning health care and to advocate for changes to support quality and affordable health care. Many patients, family members and providers turn to the Office of Health Care Advocate for assistance.

The Health Care Advocate is appointed to or attends several health care-related boards and committees, and reviews proposed regulations and legislation. The Health Care Advocate also assists consumers with various issues, including access to medical records, privacy questions and assistance with navigating the various agencies governing health care complaints.

To contact the Office of the Health Care Advocate please call (401) 274-4400.

Yale-New Haven Health Services and L+M Corporation (Westerly Hospital) HCA





On September 1, 2016, Attorney General Peter F. Kilmartin approved, with conditions, the proposed affiliation between LMW Healthcare (Westerly Hospital) and Yale-New Haven Health Services Corporation.










-  [LMW \(Westerly Hospital\) and Yale-New Haven Services Decision](#)
-  [Yale-New Haven/L+M Application and Appendix A](#)
-  [Public Notice: Yale-New Haven/L+M \(Westerly Hospital\)](#)

+ Hospital Conversions Act (HCA)

+ HCA Forms

+ Recent HCA Reviews

- * CharterCARE/Prospect
 - *  CharterCARE/Prospect Final Decision
 - *  CharterCARE Initial Application
 - *  CharterCARE/Prospect 1st Amendment to Asset Purchase Agreement
 - * Public Exhibits
 - * Additional Public Exhibits
- * Landmark/Prime
 - *  Landmark/Prime Final Decision

- *  Notice of Public Informational Hearing held on September 30, 2013
- *  Prime Hospital Conversion Application - Part 1
- *  Prime Hospital Conversion Application - Part 2
- * Public Exhibits
- * Memorial/Care New England
 - *  Memorial Final Decision
 - *  Memorial Initial Application
 - *  Public Notice - MHRI/CNE
- * Westerly/L&M
 - *  Westerly Final Decision
 - *  Westerly Application and Appendix A
 - *  Westerly Public Exhibits

CONTACT US

RI Office of the Attorney General

150 South Main Street

Providence, RI 02903

Phone: (401) 274-4400

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Hospital Conversions / Mergers Program

Mission

Assure the viability of a safe, accessible and affordable healthcare system that is available to all of the citizens of the state.

Hospital Merger / Conversion Review Process

Proposals Subject to Review

Since 1997, transfers of 20% or more of ownership, assets, membership interest, authority or control of a hospital in Rhode Island require approval by both the Department of Health and the Rhode Island Department of the Attorney General (RIAG) under the authority of the Hospital Conversions Act (HCA). [MORE](#)

Review Criteria

The Department of Health reviews completed application in consideration of nine statutory criteria:

1. Satisfactory character, commitment, competence, and standing in the community;
2. Sufficient safeguards to assure the affected community continued access to affordable care;
3. Clear and convincing* evidence to provide health care and access for traditionally underserved populations in the affected community;
4. Procedures or safeguards to insure that ownership interests will not be used as incentives for hospital employees or physicians to refer patients to the hospital;

5. Commitment to assure the continuation of collective bargaining rights and workplace retention;
6. Estimated future employment needs under the conversion, and retraining of employees who may be impacted by the proposed restructuring;
7. Demonstration that public interest will be served, including access to essential medical services needed to provide safe and adequate treatment, and assurance of a balanced health care delivery system;
8. Issues of market share, especially as they affect quality, access, and affordability of services; and
9. Applicants must meet the Conditions of Approval for any previous Conversion under the Act (For-Profit conversions only)

*for non-profit corporations the consideration is 'satisfactory' rather than 'clear and convincing'

Procedure

Upon submission of an application, the Department of Health reviews the submission to determine if it is complete. If the application is determined to be incomplete, the applicants are advised of the additional information required to complete the application. Once the application is complete, the Department of Health reviews the application in consideration of statutory criteria. Public input is sought through written comment and informational public meetings, as applicable.

Decision

The Director of Health's decision may be:

- ☞ To approve the application
- ☞ To reject the application, or
- ☞ To approve the application with conditions

Completed Decisions

- ☞ Yale-New Haven Health Services Corporations and Westerly Hospital *September 2016+*
- ☞ Care New England Health System and Southcoast Health System *June 2016+*
- ☞ Prospect/CharterCare *May 2014-*
 - ☞ HCA Decision
 - ☞

Change in Effective Control Decision

Application

- ☞ Prime/Landmark Medical Center *October 2013+*
- ☞ Care New England / Memorial *June 2013 +*
- ☞ L & M / Westerly Hospital: completed *April 2013+*
- ☞ Steward/Landmark: completed *May 2012+*
- ☞ Lifespan/CNE Merger: withdrawn, *February 2010+*
- ☞ CharterCARE Health Partners (St. Joseph and Roger Williams Affiliation-
 - ☞ HCA Approval: Cover Letter | Full Decision
 - ☞ Change in Effective Control (Ownership) Decision (CEC)
 - ☞ Application

Program Publications

Applications

- ☞ Hospital Conversion Application Expedited
- ☞ Hospital Conversion or Merger

Forms

Request

- ☞ Hospital Conversion Expeditious Review

Summaries

- ☞ 2013 Hospital Conversion Act Summary

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