

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF RHODE ISLAND

STEPHEN DEL SESTO, AS RECEIVER AND :
ADMINISTRATOR OF THE ST. JOSEPH :
HEALTH SERVICES OF RHODE ISLAND :
RETIREMENT PLAN, ET AL. :

Plaintiffs :

v. :

C.A. No: 1:18-CV-00328-WES-LDA

PROSPECT CHARTERCARE, LLC, ET AL. :

Defendants. :

**DECLARATION OF ANDREW R. DENNINGTON, ESQ. REGARDING
NOTICE OF PROPOSED SETTLEMENT PURSUANT TO
28 U.S.C. § 1715 ON BEHALF OF CHARTERCARE FOUNDATION,
CHARTERCARE COMMUNITY BOARD, ROGER WILLIAMS HOSPITAL,
AND ST. JOSEPH HEALTH SERVICES OF RHODE ISLAND**

Andrew R. Dennington hereby declares and states as follows.

1. I have personal knowledge of the matters stated herein, and if called to testify as a witness, I could and would testify competently to the following facts.
2. I am an attorney with the law firm of Conn Kavanaugh Rosenthal Peisch & Ford, LLP ("Conn Kavanaugh"), which serves as counsel for Defendant CharterCARE Foundation ("CCF") in the above-captioned action.
3. I submit this declaration upon personal knowledge to demonstrate CCF's compliance with the notice requirements of the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 ("CAFA").
4. On January 4, 2019, the Plaintiffs together with Defendants CCF, St. Joseph Health Services of Rhode Island ("SJHSRI"), Roger Williams Hospital ("RWH"), and CharterCARE Community Board ("CCCB") (all collectively referred to herein as the "Settlement B Settling Parties") filed their Joint Motion for Settlement

Class Certification, Appointment of Class Counsel, and Preliminary Settlement Approval.

5. On January 10, 2019, pursuant to 28 U.S.C. §1715 (a) & (b), Conn Kavanaugh staff, acting under my direction and supervision, served the CAFA Notice, which consisted of a cover letter and certain accompanying documents enumerated therein, upon the United States Attorney General and the appropriate government officials for all of the states in which proposed members of the Settlement Class reside, based on information provided to Conn Kavanaugh by Attorney Stephen Del Sesto as Receiver and Administrator for the St. Joseph Health Services of Rhode Island Retirement Plan, by mail using the United States Postal Service First Class Mail.
6. On May 17, 2019, this Court signed a Memorandum and Order preliminarily approving the proposed class action settlement between the Settlement B Settling Parties in the above-captioned action.
7. On May 30, 2019, Conn Kavanaugh staff, acting under my direction and supervision, in accordance with paragraph 6 of the Court's Memorandum and Order dated May 17, 2019, caused the service of the Class Notice upon the United States Attorney General and the appropriate government officials referred to in paragraph 5 of this declaration, by mail using the United States Postal Service First Class Mail.
8. Attached at Exhibit A is a true and accurate copy of the letter that was mailed on January 10, 2019, as described in paragraph 5 of this declaration.
9. Attached at Exhibit B is a true and accurate copy of the letter that was mailed on May 30, 2019, as described in paragraph 7 of this declaration.
10. I note that the letters attached at Exhibits A and B were signed jointly by counsel for CCF, SJHSRI, RWH, CCCB, and Defendant The Rhode Island Community Foundation ("RIF"). Although RIF is not a signatory to the settlement agreement between and among the Settlement B Settling Parties, the proposed settlement obligates Plaintiffs and Defendants SJHSRI, RWH, and CCCB to release RIF from liability, since RIF's sole role in this case is as a custodian for CCF's investment assets.
11. Attached at Exhibit C is the list of names and addresses of the government officials upon whom the CAFA Notice and the Class Notice were served as described in paragraphs 5 and 7 of this declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 14th day of August, 2019 in Boston, Massachusetts.



Andrew R. Dennington, Esq.

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Exhibit A

January 10, 2019

VIA FIRST CLASS MAIL

Attention: CAFA Notice
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Re: Stephen Del Sesto et al. v. Prospect Chartercare LLC, et al., C.A. No: 1:18-CV-00328-WES-LDA (D.R.I.)

Dear Sir or Madam:

Pursuant to the Class Action Fairness Act ("CAFA"), 28 U.S.C. §1715, CharterCARE Foundation ("CCF"), St. Joseph's Health Services of Rhode Island ("SJSHRI"), Roger Williams Hospital ("RWH"), CharterCARE Community Board ("CCCB") (SJHSRI, RWH, and CCCB collectively are referred to herein as the "Heritage Hospital Defendants"), and the Rhode Island Foundation ("RIF") (CCF, the Heritage Hospital Defendants, and RIF collectively are referred to herein as the "Settling Defendants") hereby jointly provide this notice of a proposed class action settlement in the above-referenced matter currently pending in the U.S. District Court for the District of Rhode island.

A motion for preliminary approval of the proposed settlement was filed with the court on January 4, 2019. In compliance with 28 U.S.C. §§ 1715(b)(1) you may find copies of the following documents on the World Wide Web at <https://www.pierceatwood.com/receivership-filings-st-joseph-health-services-rhode-island-retirement-plan>:

1. Complaint, filed June 18, 2018.
2. Amended Complaint, filed October 5, 2018 .

In compliance with 28 U.S.C. §§ 1715(b)(3), (4), (7) & (8), please find enclosed copies of the following documents.

- Settlement Agreement entered into as of November 21, 2018, with Exhibits, including the proposed class notice [Exhibit 1];
- Class participant list for your state [Exhibit 2]; and
- Order of Hon. Brian Stern, Justice, Rhode Island Superior Court, dated December 27, 2018.

With regard to 28 U.S.C. §1715(b)(2), a fairness hearing regarding this settlement has not yet been scheduled.

With regard to 28 USC § 1715(b)(5), there has been no other settlement or agreement contemporaneously made between class counsel and counsel for the Settling Defendants. The Heritage Hospital Defendants note that they previously entered into a separate settlement agreement with Plaintiffs' Counsel, Wistow, Sheehan & Lovely, PC, which was the subject of a prior CAFA notice served on or about December 3, 2018.

With regard to USC § 1715(b)(6) and (8), there has been no final judgment or notice of dismissal yet filed relating to CCF's proposed settlement.

With regard to 28 U.S.C. § 1715(b)(7), the Settling Defendants cannot provide the "estimated proportionate share of the claims of such members to the entire settlement," 28 U.S.C. §§ 1715(b)(7)(A), 1715(b)(7)(B), because the settlement will be paid into the St. Joseph Health Services of Rhode Island Retirement Plan, not distributed to individual class members.

Please contact Russell F. Conn or Andrew R. Dennington, whose contact information is indicated below, if you have any questions about this notice or require additional information.

Sincerely,



Russell F. Conn (admitted *pro hac vice*)
Andrew R. Dennington
Conn Kavanaugh Rosenthal Peisch &
Ford, LLP
One Federal Street, 15th Floor
Boston, MA 02110
(617) 482-8200
Counsel for CharterCARE Foundation



Robert D. Fine
Chace Rутtenberg & Freedman, LLP
One Park Row, Suite 300
Providence, RI 02903
(401) 453-6400
*Counsel for Heritage Hospital
Defendants*



David A. Wollin
Hinckley Allen & Snyder LLP
100 Westminster Street, Suite 1500
Providence, RI 02903-2319
(401) 274-2000
Counsel for Rhode Island Foundation

Enclosures

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Exhibit B

May 30, 2019

VIA FIRST CLASS MAIL

Attention: CAFA Notice
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Re: Stephen Del Sesto et al. v. Prospect Chartercare LLC, et al., C.A. No: 1:18-CV-00328-WES-LDA (D.R.I.)

Dear Sir or Madam:

This notice concerns a proposed class action settlement in the above-referenced matter currently pending in the U.S. District Court for the District of Rhode island.

On January 10, 2019, CharterCARE Foundation ("CCF"), St. Joseph's Health Services of Rhode Island ("SJSHRI"), Roger Williams Hospital ("RWH"), CharterCARE Community Board ("CCCB"), and the Rhode Island Foundation ("RIF") (collectively referred to herein as the "Settling Defendants") jointly provided notice of this proposed settlement to all appropriate state and federal officials pursuant to the Class Action Fairness Act ("CAFA"), 28 U.S.C. §1715.

Information concerning this proposed settlement, including copies of the Complaint, Amended Complaint, and a complete copy of the Settlement Agreement entered into as of November 21, 2018, is available on the World Wide Web at <https://www.pierceatwood.com/receivership-filings-st-joseph-health-services-rhode-island-retirement-plan>:

On May 17, 2019, the Honorable William E. Smith, Chief Judge of the U.S. District Court for the District of Rhode island, issued an order granting preliminary approval of the proposed settlement (hereinafter, the "Order"). The Order further provided that: "The Settling Defendants will file with the Court by no later than August 15, 2019, which is fourteen (14) days prior to the final fairness hearing, proof that the Class Notice was provided by any Settling Parties to the appropriate state and federal officials pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715, if required."

Although the Settling Defendants do not believe that CAFA requires the Class Notice to be provided to appropriate state and federal officials in advance of the final fairness hearing, in an abundance of caution, the Settling Defendants hereby provide your office a copy of the enclosed Class Notice concerning the proposed settlement.

A final fairness hearing concerning the proposed settlement is scheduled to take place on August 29, 2019, at 10:00 am in Courtroom 3 of the United States District

Court for the District of Rhode Island, One Exchange Terrace, Providence, Rhode Island, or at such other date and time later set by Court order.

Please contact Russell F. Conn or Andrew R. Dennington, whose contact information is indicated below, if you have any questions about this notice or require additional information.

Sincerely,



Russell F. Conn (admitted *pro hac vice*)
Andrew R. Dennington
Conn Kavanaugh Rosenthal Peisch &
Ford, LLP
One Federal Street, 15th Floor
Boston, MA 02110
(617) 482-8200
Counsel for CharterCARE Foundation



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Providence, RI 02903
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Defendants*

David A. Wollin
Hinckley Allen & Snyder LLP
100 Westminster Street, Suite 1500
Providence, RI 02903-2319
(401) 274-2000
Counsel for Rhode Island Foundation
Enclosures

Exhibit C

List of Appropriate Government Officials to Whom CharterCARE Foundation Mailed CAFA Notice and Class Notice

Office	Address Line 1	Address Line 2	City	State	Zip Code
Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW	Washington	DC	20530-0001
Office of the Attorney General	P.O. Box 300152		Montgomery	AL	36130-0152
Attorney General Jahna Lindemuth	1031 West 4th Avenue	Suite 200	Anchorage	AK	99501
Office of the Arizona Attorney General	2005 N. Central Avenue		Phoenix	AZ	85004
Office of the Attorney General	Consumer Law Section	455 Golden Gate Ave., Suite 11000	San Francisco	CA	94102
Office of the Attorney General	55 Elm Street		Hartford	CT	06106
Office of the Attorney General	State of Florida	The Capitol PL-01	Tallahassee	FL	32399-1050
Office of the Attorney General	40 Capital Square, SW		Atlanta	GA	30334
Department of the Attorney General	425 Queen Street		Honolulu	HI	96813
OFFICE of the ATTORNEY GENERAL	State of Idaho	700 W. Jefferson Street, Suite 210	Boise	ID	83720-0010
Office of the Illinois Attorney General	100 West Randolph Street		Chicago	IL	60601
Kansas Attorney General	120 SW 10th Ave., 2nd Floor		Topeka	KS	66612
Office of the Attorney General	Post Office Box 94005		Baton Rouge	LA	70804
Office of the Attorney General	1 Ashburton Place		Boston	MA	02108-1518
Office of the Attorney General	200 St. Paul Place		Baltimore	MD	21202
Office of the Attorney General	6 State House Station		Augusta	ME	04333
Office of Minnesota Attorney General	445 Minnesota Street, Suite 1400		St. Paul	MN	55101-2131
Office of the Attorney General	100 North Carson Street		Carson City	NV	89701
NH Department of Justice	Gordon J. MacDonald, Attorney General	33 Capitol Street	Concord	NH	03301
Office of The Attorney General	RJ Hughes Justice Complex	Box 080	Trenton	NJ	08625-0080
Office of the Attorney General	408 Galisteo Street	Villagra Building	Santa Fe	NM	87501
Office of the Attorney General	28 Liberty Street		New York	NY	10005
Attorney General's Office	9001 Mail Service Center		Raleigh	NC	27699-9001
Ohio Attorney General Mike DeWine	30 E. Broad St., 14th Floor		Columbus	OH	43215
Oklahoma Office of the Oklahoma Attorney General	313 NE 21st Street		Oklahoma City	OK	73105
Attorney General	Oregon Department of Justice	1162 Court St. NE	Salem	OR	97301-4096
Pennsylvania Office of Attorney General	Strawberry Square, 16th Fl		Harrisburg	PA	17120
Office of the Attorney General	150 South Main Street		Providence	RI	02903
Attorney General Alan Wilson	P.O. Box 11549		Columbia	SC	29211
Office of the Attorney General	1302 E Hwy 14	Suite 1	Pierre	SD	57501-8501
Office of the Attorney General and Reporter	P.O. Box 20207		Nashville	TN	37202-0207
Office of the Attorney General	PO Box 12548		Austin	TX	78711-2548
Vermont Attorney General's Office	109 State Street		Montpelier	VT	05609
Office of the Attorney General	202 North Ninth Street		Richmond	VA	23219
Wisconsin Department of Justice	P.O. Box 7857		Madison	WI	53707-7857
Office of the Attorney General	Kendrick Building	2320 Capitol Avenue	Cheyenne	WY	82002
Rhode Island Department of Business Regulation	1511 Pontiac Avenue		Cranston	RI	02920