

STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

ST. JOSEPH HEALTH SERVICES OF
RHODE ISLAND, INC

v.

C.A. No. PC-2017-3856

ST. JOSEPH'S HEALTH SERVICES OF
RHODE ISLAND RETIREMENT PLAN, as
amended

AFFIDAVIT OF THOMAS S. HEMMENDINGER

Thomas S. Hemmendinger, having been duly sworn, states as follows:

1. The statements in this affidavit are based on my personal knowledge.
2. I am the permanent liquidating receiver of CharterCARE Community Board (“CCCB”), St. Joseph Health Services of Rhode Island, and Roger Williams Hospital (collectively, the “Legacy Hospital Entities”).
3. I am of counsel to Brennan, Recupero, Cascione, Scungio & McAllister, LLP (“BRCSM”). BRCSM represents me in my capacity as liquidating receiver.
4. Stephen Del Sesto, Esq. (the “Plan Receiver”) is the permanent receiver of the St. Joseph Health Services of Rhode Island Retirement Plan (the “Plan”).
5. Wistow, Sheehan & Loveley, PC (“Special Counsel”) represents the Plan Receiver.
6. Both the temporary and permanent orders appointing me as liquidating receiver direct me to perform the Legacy Hospital Entities’ obligations under that certain Settlement Agreement dated as of August 31, 2018 among the Legacy Hospital Entities, the Plan Receiver, and putative class action representatives (the “Settlement Agreement”). Under the Settlement Agreement, in my capacity as liquidating receiver of CCCB, I hold CCCB’s minority interest in Prospect CharterCARE, LLC and related rights (collectively, the “Hospital Interests”) in trust for the Plan Receiver.
7. Without having assumed the Settlement Agreement, I have been performing all of the

Legacy Hospital Entities' current obligations under the Settlement Agreement.

8. In the course of such work, I have consulted from time to time with the Plan Receiver and with Special Counsel, and I have received information and documents from them.

9. From time to time, the Plan Receiver or Special Counsel have suggested to me a particular course of action or asked me to take a particular action. On those occasions where I believed that such action is consistent with my duties as liquidating receiver, I have taken such action. However, at no time have the Plan Receiver or Special Counsel demanded, directed or instructed me to do or refrain from doing anything as liquidating receiver, and I would not have accepted any such instructions.

10. On July 22, 2020, after seeking, interviewing and researching various candidates, I appointed James H. Aceto, CPA, William J. Lynch, Esq., James P. Riley, and Marc Weinberg, M.D. as Category A Directors of Prospect CharterCARE, LLC. The Hospital Interests include the right to appoint these directors.

11. I selected these gentlemen based on their integrity, skills, commitment to supporting the long-term success of Prospect CharterCARE, LLC and the local hospitals, and commitment to the communities that these hospitals serve.

12. In my communications with the new Category A Directors, I have shared information and documents related to (a) the governance of Prospect CharterCARE, LLC and (b) my concerns about the financial condition of Prospect CharterCARE, LLC and its subsidiaries.

13. I also made it clear to the new directors that they should not take my claims on faith, but should make their own independent determinations and take such actions as they deem consistent with their duties and rights as directors.

14. At no time have I demanded, directed, instructed, recommended or asked the Category A Directors to share with me, BRCSM, the Plan Receiver, or Special Counsel any

confidential information or documents of Prospect CharterCARE, LLC which they obtained in the course of their service as directors.

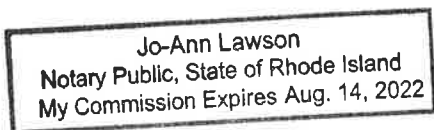
15. Throughout my tenure as Liquidating Receiver, I have acted pursuant to my independent judgment and within the scope of my authority as Liquidating Receiver.




Thomas S. Hemmendinger

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Subscribed and sworn to (or affirmed) before me on this 6th day of October, 2020, by Thomas S. Hemmendinger, who proved to me through satisfactory evidence of identification to be the person who appeared before me.




Notary Public
Name: Jo-Ann LAWSON # 39718
My commission expires: 8-14-22

CERTIFICATE OF SERVICE

I hereby certify that, on the 6th day of October, 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 _____