

STATE OF RHODE ISLAND  
PROVIDENCE, S.C.

SUPERIOR COURT

\_\_\_\_\_  
ST. JOSEPH HEALTH SERVICES OF )  
RHODE ISLAND, INC. )

vs. )

C.A. No.: PC-2017-3856

ST. JOSEPH HEALTH SERVICES OF )  
RHODE ISLAND RETIREMENT PLAN, )  
as amended. )  
\_\_\_\_\_ )

**PROSPECT ENTITIES' MOTION TO ADJUDGE STEPHEN DELSESTO, AS RECEIVER, IN CONTEMPT AND FOR AN AWARD OF ATTORNEYS' FEES**

Prospect Medical Holdings, Inc., Prospect East Holdings, Inc. and Prospect Chartercare, LLC (collectively, the “Prospect Entities”) jointly move this Court to adjudge Stephen DelSesto, in his capacity as Receiver for St. Joseph Health Services of Rhode Island Retirement Plan (the “Plan Receiver”), in contempt of this Court’s Order dated November 16, 2018 (the “November 16, 2018 Order”), and for the issuance of an order directing the Plan Receiver, Thomas Hemmendinger, as Liquidating Receiver of CharterCare Community Board (“CCCB”) (the “Liquidating Receiver”) and the law firm of Wistow Sheehan and Lovely, PC (“the Special Counsel”) to refrain from further exercise of any rights whatsoever under the Proposed Settlement Agreement (the “PSA”)<sup>1</sup> relating to CCCB’s 15% interest in Prospect CharterCARE, LLC (“PCC”)(other than exercising the Put Option), without first providing the Prospect Entities with the required twenty (20) days’ notice. This November 16, 2018 order is attached hereto as ***Exhibit A.***

<sup>1</sup> Following preliminary approval by this Court, the United States District Court for the District of Rhode Island (Smith, J.) granted final approval of the settlement on or about October 9, 2019. *See Del Sesto v. Prospect CharterCARE, LLC*, 2019 U.S. Dist. LEXIS 175173, 2019 WL 5067200.

The PSA provides that the “Settling Defendants” including CCCB, shall hold “CCCB’s Hospital Interest” in trust for the Plan Receiver and that the Plan Receiver will have the full beneficial interest therein.<sup>2</sup> See PSA at ¶17. Moreover, the PSA provides that CCCB must comply with all of the Plan Receiver’s reasonable requests to maximize and realize the full value of CCCB’s Hospital Interest. However, this Court explicitly conditioned its preliminary approval of the PSA on the Plan Receiver providing all parties with twenty (20) days’ written notice prior to implementing, or directing that CCCB implement, any rights whatsoever derivative of CCCB’s 15% interest in PCC.

In direct violation of this express condition of the November 16, 2018 Order, beginning in April of 2020, the Plan Receiver, the Liquidating Receiver and Special Counsel sought to use CCCB’s 15% interest in PCC to intervene and object to the Change In Effective Control Application of Prospect CharterCARE RWMC, LLC et al. entitled *In the Matter of: Prospect Chartercare RWMC, LLC Change in Effective Control Application* (the “CEC Application”). This included filing a thirty (30) page Opposition Memorandum and hundreds of pages of additional submissions as well as seeking to intervene on behalf of CCCB’s 15% interest in PCC at a hearing of the Health Services Council on July 21, 2020. In addition, beginning in July of 2020, the Plan Receiver and Special Counsel also directed the Liquidating Receiver to replace four directors of PCC and to seek to use the newly appointed directors to obtain documents and information to benefit the Plan Receiver and the Liquidating Receiver in the various lawsuits that they filed against the Prospect Entities, without providing the requisite 20 days’ notice. See discussion *infra*.

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<sup>2</sup> CCCB’s Hospital Interest is defined in the PSA to mean all of the claims, rights and interest against or in Prospect CharterCARE, LLC that CCCB received in connection with the Prospect CharterCARE, LLC Limited Liability Company Agreement or that CCCB subsequently obtained, including but not limited to the 15% membership interest in Prospect CharterCARE, LLC. See PSA at ¶1(d).

## STANDARD OF REVIEW

This Court has previously outlined the applicable standard. “The authority to find a party in civil contempt is among the inherent powers of our courts.” *Town of Coventry v. Baird Props., LLC*, 13 A.2d 614, 621 (R.I. 2011) (quoting *Now Courier, LLC v. Better Carrier Corp.*, 965 A.2d 429, 434 (R.I. 2009)). The purpose of holding a party in contempt is to “Coerce the contemnor into compliance with [a] court order and to compensate the complaining party for losses sustained.” *See Now Courter, LLC*, 965 A.2d at 434. A finding of contempt is committed to the sound discretion of the trial justice. *See Durfee v. Ocean State Steel, Inc.*, 636 A.2d 698, 704 (R.I. 1994). Establishing civil contempt requires a demonstration by “clear and convincing evidence” that a court order – “sufficiently specific in its directive to the parties” – has been violated. *See Now Courier, LLC*, 965 A.2s at 434 (citing *State v. lead Industries, Ass’n, Inc.*, 951 A.2d 434, 464 (R.I. 2008)); *see also, Ventures Mgmt. Co., Inc. v. Geruso*, 434 A.2d 252, 254 (R.I. 1981) (explaining that a finding of contempt is only appropriate where an order has been violated, and that order is “clear and certain and its terms [are] sufficient to enable one reading the [ ] order to learn” what types of conduct are permissible thereunder).

## ARGUMENT

The Order dated October 27, 2017 Appointing Stephen DeSesto as Permanent Receiver for the St. Josephs Health Services of Rhode Island Retirement Plan gave the Plan Receiver broad powers, including the authority to prosecute claims on the Plan’s behalf. *See St. Joseph Health Services of RI v. St. Joseph Health Services of RI Ret. Plan*, 2018, R.I. Super. LEXIS 94 at 11. However, in the Court’s decision dated October 29, 2018 (the “Decision”) conditionally approving the PSA, and in the November 16, 2018 Order, the Plan Receiver’s broad authority was specifically

limited with regard to the Receiver exercising “any rights, whatsoever” derivative of CCCB’s 15% interest of PCC without first providing all parties with twenty (20) days’ written notice.

As the Court is aware, the Prospect Entities objected to the PSA for a number of reasons, including that the proposed assignment of CCCB’s 15% interest in PCC to the Plan Receiver violates the terms of the Amended & Restated Limited Liability Company Agreement of Prospect Chartercare (“LLC Agreement”) between Prospect and CCCB. The Prospect Entities were likewise concerned that the Plan Receiver would attempt to exercise rights in CCCB’s 15% interest in PCC to the detriment of PCC and the Prospect Entities and in a manner that would interfere with the operation of the hospitals and/or create regulatory issues. In the Decision preliminarily approving the PSA, the Court determined that at that time the Prospect Entities “cannot possibly point to any injury in fact much less legal prejudice, because CCCB has not even attempted to exercise any rights in favor of the Receiver.” *Id.* at 24. Accordingly, the Court determined that “the Prospect Entities’ claim of future harm is not yet ripe because CCCB has not attempted to exercise any rights in favor of the Receiver”. *Id.* at 25 (emphasis added). The Court determined that the Prospect Entities lacked standing and their objections were not yet ripe. However, the Court’s preliminary approval of the PSA was subject to two explicit conditions. The Court in its Decision instructed the Plan Receiver as follows:

Therefore, this Court hereby approves the PSA for purposes of this proceeding, subject to the following two conditions: (1) the Receiver refrains from exercising any rights under the PSA prior to the federal-court’s determination of whether to approve the PSA; and (2) **prior to implementing, or directing that CCCB implement, any rights, whatsoever, in favor of the Receiver (of the Plan) derivative of CCCB’s rights in CCF or PCC, the Receiver provides all parties, including but not limited to the Objectors, with twenty (20) days written notice.** These two conditions are designed to ensure the Objectors have an appropriate opportunity – in an appropriate proceeding – to contest objectionable terms prior to their implementation by the Receiver.

Further these conditions strike a balance between allowing the Receiver to proceed with the PSA while **protecting the Objectors from any possible prejudice.**

*St. Joseph Health Servs. of R.I. v. St. Josephs Health Servs. of R.I. Ret. Plan*, 2018 R.I. Super. LEXIS 94, 42-43 (Oct. 29, 2018) (emphasis added). This Court's Decision was incorporated into the November 16, 2018 Order which is attached hereto as ***Exhibit A***.

Thus, the Court was very specific in its instruction to the Plan Receiver and his Special Counsel, that the Receiver was prohibited from exercising any rights under the PSA whatsoever, including any rights derivative of CCCB's 15% interest in PCC, without first providing all parties, including the Prospect Entities, with twenty (20) days' written notice. The purpose of the notice was to provide the Prospect Entities with an opportunity to be heard by this Court before the Receiver and Special Counsel exercised any rights related to the 15% interest in PCC.

Moreover, there is no dispute that the November 16, 2018 Order remains in full force and effect, nor should there be any dispute that the November 16, 2018 Order has never been modified to eliminate the 20-days' notice requirement for all purposes. Earlier this year, the Plan Receiver and the Liquidating Receiver joined in a Motion for Clarification of the Order Entered November 16, 2018 for the limited purpose of exercising the put option under the Prospect Chartercare LLC Agreement. After no objections were filed, the Court granted the motion and held that "[t]he notice requirement contained in the Order entered on November 16, 2018 does not apply to the Plan Receiver's direction of [CCCB] or the Liquidating Receiver to exercise the Put Option at such time (if any) as the Plan Receiver may select." A copy of this Court's Order dated January 31, 2020 is attached hereto as ***Exhibit B***.

In April of 2020, contrary to the express condition of the November 16, 2018 Order, the Plan Receiver and the Liquidating Receiver, acting through Special Counsel submitted to the

Health Services Council, a thirty page memorandum entitled *Objection by Tomas Hemmendinger as Liquidating Receiver for Chartercare Community Board and Stephen DelSesto as Receiver for St. Joseph Health Services of Rhode Island Retirement Plan to the Change of Effective Control Applications Filed Purportedly by Prospect Chartercare RWMC, LLC, Prospect Chartercare SJHSRI, LLC, and Other Prospect Entities* (the “Receivers’ CEC Objection”). By inserting themselves into the CEC proceeding before the Health Services Council, without seeking instructions from this Court or providing the 20-days’ notice required by the November 16, 2018 Order, the Plan Receiver and his counsel are in direct violation of this Court’s Order. In addition to the CEC Objection, Special Counsel purportedly submitted “seven or eight hundred pages” of documents. See *Exhibit C*, transcription of July 21, 2020 Health Services Council Meeting (“7/21/20 Meeting”) at 113.

Moreover, on July 21, 2020, the Health Services Council conducted a hearing on the CEC Application. Special Counsel appeared on behalf of the Plan Receiver, the pensioners, and the Liquidating Receiver and sought to intervene in the proceedings. See 7/21/20 Meeting at 8, 15, 99, 100, 105). The Special Counsel objected to Prospect’s counsel, Adler Pollock & Sheehan (“APS”) “participating in any way” in the proceeding and made extensive arguments in opposition to the CEC Application. 7/21/20 Meeting at 9. The Special Counsel made it clear that he was speaking as the party in control of CCCB’s 15% interest in PCC. 7/21/20 Meeting at 105 (“The old hospitals, as part of the settlement, went into a [sic] what’s called liquidating receivership. That’s Tom Hemmendinger. He now runs those three hospitals. He now holds that 15 to 30 percent of the two hospitals and has expressly authorized me to speak on his behalf. Because he is holding that in trust, really for my clients and for the [Plan] Receiver.” See also 7/21/20 Meeting at 99,

100, 105, 135. Special Counsel clearly sought to exercise rights derivative of CCCB's 15% interest in PCC without first providing all parties the requisite 20-days' notice.

Moreover, on or about September 21, 2020, the Receivers sought to intervene in the Office of the Attorney General's (the "Attorney General") regulatory review conducted pursuant to the Hospital Conversion Act ("HCA"). *See* letter dated September 21, 2020 from the Attorney General attached hereto as *Exhibit D* ("[T]he Attorney General will not grant your request to allow the Liquidating Receiver and Plan Receiver (collectively, the "Receivers") to be involved with the investigatory and regulatory process of this HCA review...")

The Plan Receiver's filing of the Objection to Prospect's CEC Application, causing his Special Counsel to attempt to intervene in the proceedings, and attempting to intervene in the Attorney Generals' HCA review, without first providing twenty (20) days' written notice to all parties, including the Prospect Entities, clearly violates this Court's November 16, 2018 Order.

In addition to inserting themselves into the CEC proceeding, on July 22, 2020, without providing the Prospect Entities with the 20-days' notice required by the November 16, 2018 Order, the Plan Receiver and Special Counsel also directed the Liquidating Receiver to replace four directors of PCC without providing the Prospect Entities with the requisite 20-days' notice. *See Exhibit E*. Thereafter, the Plan Receiver and Special Counsel instructed the Liquidating Receiver to send a letter, dated August 25, 2020, to PCC's Chief Executive Officer, Jeffrey H. Liebman, DMD, purportedly at the request of the four newly appointed Category A directors. *See Exhibit F*. In the letter sent by Mr. Hemmendinger on behalf of the newly appointed directors, the Liquidating Receiver asked for confirmation that the directors were covered by directors and officer's liability insurance and requested that the directors be provided with certain documents, including, without limitation, documents "authorizing and justifying the pending Hospital

Conversion Act and Change in Effective Control applications” filed by PCC. PCC and its counsel responded by sending letters to the Liquidating Receiver and to the new Category A directors responding to the matters raised by the Liquidating Receiver in his August 25, 2020 letter. *See Exhibits G and Exhibit H.* PCC was and remains concerned that the newly appointed directors are using their position to obtain documents and information to benefit the Plan Receiver and the Liquidating Receiver in the various lawsuits that they have filed against the Prospect Entities. The Plan Receiver’s direction to the Liquidating Receiver to replace the directors and for the directors to demand documents and information is yet another example of the Plan Receiver “implementing, or directing that CCCB implement” rights that are derivative of CCCB’s rights in PCC.

In accord therewith, the Prospect Entities request that the Plan Receiver be adjudged in contempt. In addition, to purge such contempt the Prospect Entities request that the Plan Receiver and the Liquidating Receiver, through Special Counsel, withdraw their Objection to the CEC proceeding, cease instructing the Category A directors to supply them with documents and information relevant to the pending lawsuits, and that the Prospect Entities be awarded legal fees incurred in the enforcement of the November 16, 2018 Order.

PROSPECT MEDICAL HOLDINGS, INC., AND  
PROSPECT EAST HOLDINGS, INC.

By its attorneys,

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*/s/ Dean J. Wagner*

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PROSPECT CHARTERCARE, LLC,  
By its attorneys,

/s/ W. Mark Russo

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Dated: September 29, 2020

**CERTIFICATE OF SERVICE**

I hereby certify that on this 29<sup>th</sup> day of September, 2020, the within document was electronically filed through the Rhode Island Superior Court Case Management System by means of the EFS and is available for downloading by all counsel of record.

/s/ Allison Y. Charette

# EXHIBIT A



determination of whether to approve the PSA; and (2) ~~until such time as the~~  
~~determination in condition 1 is made, then,~~ prior to implementing, or directing that CCCB  
implement, any rights, whatsoever, in favor of the Receiver (or the Plan) derivative of  
CCCB's rights in CCF or PCC, the Receiver must provide all parties, including but not  
limited to the Objectors, with twenty (20) days written notice. ~~These conditions are~~  
~~without prejudice to the Receiver's right directly and through Special Counsel to issue~~  
~~subpoenas and conduct depositions in furtherance of the Receiver's administration of~~  
~~the Receivership Estate and investigation of possible claims.~~ All prior Orders remain in full

ORDERED: force and effect.

ENTERED:

  
Brian P. Stern  
Associate Justice

Stern, J.

/s/ Carin Miley

Dep. Clerk

Dated: November 16, 2018

Dated: November 16, 2018

Presented by:

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# **EXHIBIT B**





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/s/ Max Wistow

# EXHIBIT C

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

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*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

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.

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.

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

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 subside,  
 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)  
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C E R T I F I C A T E

1  
 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*

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Lori P. Hamel, CSR  
 Certified Shorthand Reporter

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| <p>71:1,23;72:16,17;<br/>76:20;79:5;81:1;83:17;<br/>86:12;88:8;89:5,6;<br/>98:4;102:23;103:13;<br/>104:10;116:1;117:21,<br/>24;120:1;126:7,15;<br/>135:17<br/><b>yesterday (1)</b> 63:14<br/><b>York (3)</b> 61:2;116:22,<br/>25<br/><b>young (1)</b> 27:11<br/><b>youth (1)</b> 90:24</p>  | <p><b>20,000 (1)</b> 90:22<br/><b>200 (1)</b> 58:15<br/><b>2008 (2)</b> 64:25;75:8<br/><b>2014 (22)</b> 19:24;28:14;<br/>64:24;65:8,11,17;68:7,<br/>14,16;69:24;94:12;<br/>100:18;101:7,22,24;<br/>102:1;103:2;104:11;<br/>117:17;122:8,23;125:4<br/><b>2015 (1)</b> 69:25<br/><b>2017 (4)</b> 38:23;48:21;<br/>71:3;104:14<br/><b>2018 (5)</b> 60:4;88:4;<br/>103:6;117:24;118:21<br/><b>2019 (11)</b> 6:24;37:6;<br/>39:22;52:7;73:1;<br/>118:11,21,21,23;119:5;<br/>120:4<br/><b>2020 (18)</b> 6:16;7:1,3,<br/>18,20,22;39:7;40:8;<br/>50:14;71:4;103:6,6;<br/>120:19,22;129:19;<br/>130:13;138:14,18<br/><b>2022 (1)</b> 119:25<br/><b>20th (1)</b> 120:19<br/><b>21 (3)</b> 6:16;89:21;<br/>130:13<br/><b>21st (2)</b> 128:22;131:13<br/><b>22 (2)</b> 90:20;119:13<br/><b>23 (3)</b> 91:9;118:20;<br/>119:5<br/><b>24 (3)</b> 72:11;91:20;<br/>119:14<br/><b>24/7 (1)</b> 54:20<br/><b>25 (2)</b> 24:21;92:18<br/><b>26 (1)</b> 93:9<br/><b>27 (2)</b> 93:15;135:3<br/><b>28 (1)</b> 94:4</p> | <p><b>5</b></p> <p><b>5 (3)</b> 29:9;114:25;<br/>138:18<br/><b>50 (2)</b> 54:4;126:8<br/><b>500 (1)</b> 25:2</p>  |  |  |
| <p><b>Z</b></p>   |   |   |  |  |
| <p><b>zero (1)</b> 10:17<br/><b>zoning (1)</b> 21:19<br/><b>Zoom (7)</b> 3:25;27:3,3,<br/>18,23;50:5;62:18</p>  |   | <p><b>6</b></p> <p><b>6 (1)</b> 41:6<br/><b>6,400 (1)</b> 70:1<br/><b>60 (4)</b> 16:19;18:18;<br/>28:20;110:15<br/><b>61 (6)</b> 110:16,17,19,22;<br/>116:3;137:23</p>  |  |  |
| <p><b>1</b></p>   |   | <p><b>7</b></p> <p><b>7 (2)</b> 41:24;72:11<br/><b>7/21 (1)</b> 12:20<br/><b>700 (1)</b> 58:13</p>  |  |  |
| <p><b>1:36 (1)</b> 128:23<br/><b>10 (2)</b> 59:15;71:3<br/><b>104 (1)</b> 31:23<br/><b>12 (2)</b> 63:23;67:19<br/><b>12,000 (1)</b> 38:23<br/><b>125 (1)</b> 69:11<br/><b>13 (1)</b> 57:17<br/><b>14 (9)</b> 64:22;75:8;<br/>102:17;108:20,22;<br/>114:14,19;125:21;<br/>126:3<br/><b>15 (14)</b> 53:10;66:2;<br/>72:16;100:2,4;102:12;<br/>105:1,22;107:20;<br/>108:17;135:4,16;<br/>136:1;140:19<br/><b>16 (5)</b> 42:21;67:4,9;<br/>72:24;118:12<br/><b>17 (5)</b> 45:15;73:19;<br/>111:14,19;116:3<br/><b>18 (1)</b> 94:3<br/><b>19 (1)</b> 87:10<br/><b>1960s (1)</b> 33:23<br/><b>1974 (1)</b> 137:24<br/><b>1976 (1)</b> 50:14<br/><b>1980 (1)</b> 50:10<br/><b>1989 (1)</b> 68:2<br/><b>1990 (1)</b> 43:5</p> | <p><b>3</b></p> <p><b>3 (5)</b> 3:3;28:11;103:6;<br/>120:18;138:14<br/><b>30 (12)</b> 10:15;11:25;<br/>48:23;51:9;100:5;<br/>102:13;105:1,22;<br/>118:21,23;120:4;135:3<br/><b>31 (1)</b> 126:2<br/><b>34 (2)</b> 39:18;40:24<br/><b>350 (1)</b> 69:12<br/><b>38 (2)</b> 123:17;124:2<br/><b>3rd (1)</b> 117:21</p>   | <p><b>8</b></p> <p><b>8 (2)</b> 48:16;107:3<br/><b>8.2 (1)</b> 107:6<br/><b>80 (1)</b> 31:18<br/><b>84 (1)</b> 138:1<br/><b>87 (1)</b> 71:3</p> <p><b>9</b></p> <p><b>9 (1)</b> 129:19<br/><b>9,000 (1)</b> 70:23<br/><b>9:00 (1)</b> 61:5<br/><b>92.5 (2)</b> 102:7;104:12<br/><b>95 (1)</b> 137:17<br/><b>950 (1)</b> 52:10</p> |  |  |
| <p><b>2</b></p>   |   |   |  |  |
| <p><b>2 (4)</b> 27:6;73:1;128:22;<br/>130:14<br/><b>2,200 (1)</b> 69:25<br/><b>2,300 (1)</b> 69:25<br/><b>2,400 (1)</b> 52:10<br/><b>2,700 (1)</b> 105:9<br/><b>2,800 (1)</b> 123:14<br/><b>2:07 (1)</b> 3:1<br/><b>20 (5)</b> 47:19;72:17;<br/>88:23;89:21;110:10</p>  | <p><b>4</b></p> <p><b>4 (1)</b> 28:22<br/><b>4.5 (1)</b> 108:21<br/><b>40 (10)</b> 16:21,24;<br/>28:21;45:14;47:22;<br/>51:7;57:18;73:4;126:9;<br/>136:10<br/><b>45 (2)</b> 72:2;126:1</p>  |   |  |  |

# EXHIBIT D



# STATE OF RHODE ISLAND

## OFFICE OF THE ATTORNEY GENERAL

150 South Main Street • Providence, RI 02903  
(401) 274-4400 • www.riag.ri.gov

*Peter F. Neronha*  
*Attorney General*

September 21, 2020

### ***Via Electronic Mail Only***

Thomas S. Hemmendinger, Esq.  
Brennan, Recupero, Cascione, Scungio, McAllister LLP  
322 Broadway  
Providence, Rhode Island 02909  
themmendinger@brcsm.com

***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 Hemmendinger:

The Office of the Attorney General ("Attorney General") is in receipt of your letter dated September 15, 2020 regarding the above-referenced matter. The Attorney General is conducting a robust review of the Proposed Transaction pursuant to the Hospital Conversions Act ("HCA"), Rhode Island General Laws § 23-17.14, *et seq.* To date, subsequent to receiving responses to questions contained in the comprehensive initial application, the Attorney General has requested three sets of questions from the parties and has been reviewing the several thousand pages received in response.

For the reasons set out below, the Attorney General will not grant your request to allow the Liquidating Receiver and Plan Receiver (collectively, the "Receivers") to be involved with the investigatory and regulatory process of this HCA review through participation in interviews and document exchanges. The HCA gives explicit and exclusive regulatory authority to the Attorney General and the Department of Health to approve, disapprove, or modify a proposed hospital conversion upon completion of review. The sole statutory provision for third-party participation in that review is through public comment and review of publicly available material. *See R.I. Gen. Laws § 23-17.14, et seq.*

BRCSM LLP

September 21, 2020

Page 2 of 3

While the Receivers will not have involvement in the investigatory and regulatory process of the HCA review, there are several ways in which the Receivers can stay informed and engaged in the HCA process for this Proposed Transaction. It is likely that the Attorney General and the Department of Health will interview at least one of the newly appointed Category A Prospect CharterCARE board members. This will give the Category A board representative an opportunity to speak under oath about the transaction and to answer questions about his appointment, background, and understanding of fiduciary duty to the local hospitals, among other topics. Any stakeholder can and is encouraged to provide public comment, both in written form and at the public meeting. We also suggest that you periodically check our website for updated information and invite you to request copies of documents or information provided by the Transacting Parties. To the extent documents provided to the Attorney General in connection with the HCA review are public and not prevented from being disclosed for another reason, these documents will be provided to the Receivers upon request.

Historically, interviews were conducted between the regulators and the parties in closed sessions in an effort to obtain candid information, while maintaining confidentiality. In an effort to create transparency around the interview process, the previous Attorney General supported a 2018 amendment to the HCA which has since become law that now requires interviews to be conducted under oath and in the presence of a stenographer. *See R.I. Gen. Laws § 23-17.14-14(a)*. The Transacting Parties have an opportunity to review the interview transcript and request confidentiality for some or all of the information contained therein. To the extent a transcript is not deemed confidential in whole or in part, any non-confidential portions of a transcript would be available for public review assuming no other prohibition on disclosure. The Attorney General is empowered to make all confidentiality determinations which are binding on all parties and the Department of Health. *See R.I. Gen. Laws § 23-17.14-32(a)*.

Finally, one point of clarification. On page two of your September 15<sup>th</sup> letter, you state that “earlier this year Affiliated Monitors, Inc. [AMI] has concluded that Prospect has documented less than \$6.6 million in improvements, a mere fraction of the total requirement.” This statement is incorrect and does not reflect the most recent findings by AMI in its interim report dated March 20, 2020 (made public June 26, 2020) which confirms that close to \$30 million in long-term capital commitment has been spent by Prospect to date. *See enclosed AMI interim report, p. 25*. A copy of that interim report is attached for your reference and was previously provided upon request to the Plan Receiver through his legal counsel, Attorney Max Wistow, on July 2, 2020. A final report will be forthcoming after AMI reviews

BRCM LLP  
September 21, 2020  
Page 3 of 3

supplemental information submitted by Prospect in response to AMI's request for further documentation.

Thank you for your interest in our Office's HCA regulatory process.

Regards,

*Jessica Rider*

Jessica Rider  
Special Assistant Attorney General  
Health Care Advocate  
jrider@riag.ri.gov  
Ext. 2314

Enclosures

JDR/dbm

cc: Via Email Only  
Nicole Alexander-Scott, M.D., MPH, Director, RIDOH  
Miriam Weizenbaum, Chief, Civil Division, Office of the Attorney General  
Maria Lenz, Asst. Attorney General, Office of Attorney General  
Adi Goldstein Deputy Attorney General, Office of the Attorney General  
Jacqueline Kelley, Esq. Legal Counsel, RIDOH  
Fernanda Lopes, MPH, Chief, RIDOH  
Michael Dexter, Chief, RIDOH  
Stephen Del Sesto, Esq. Pierce, Atwood, LLC  
Preston Halperin, Esq., Sheckman, Halperin & Savage LLP  
Patricia Rocha, Esq. Adler Pollock & Sheehan P.C.  
W. Mark Russo, Esq. Ferrucci Russo Law



# **EXHIBIT E**



Thomas S. Hemmendinger, of counsel  
E-mail [themmendinger@brcsm.com](mailto:themmendinger@brcsm.com)

**BY OVERNIGHT COURIER**

July 22, 2020

Prospect CharterCARE, LLC  
Attn: Chief Executive Officer  
825 Chalkstone Avenue  
Providence, RI 02908

Prospect East Holdings, Inc.  
Attn: President or Chief Executive Officer  
10780 Santa Monica Boulevard, Suite 400  
Los Angeles, CA 90025

Prospect CharterCARE, LLC  
Attn: Chief Executive Officer  
3415 South Sepulveda Blvd., 9th Floor  
Los Angeles, CA 90034

Prospect East Holdings, Inc.  
Attn: President or Chief Executive Officer  
3415 South Sepulveda Blvd., 9th Floor  
Los Angeles, CA 90034

Re: Category A Directors of Prospect CharterCARE, LLC ("Prospect CharterCARE")

Ladies and Gentlemen:

As you know, the Rhode Island Superior Court has appointed me permanent liquidating receiver of CharterCARE Community Board, f/k/a CharterCARE Health Partners. Enclosed is a copy of the appointment order.

Pursuant to Section 12.1 of the June 20, 2014 Amended and Restated Limited Liability Company Agreement of Prospect CharterCARE, I hereby appoint the following individuals as Category A Directors (also referred to as Class A Directors) each for a three-year term starting today:

James H. Aceto, CPA  
Ward Fisher & Company, LLP  
250C Centerville Road  
Warwick, RI 02886-4353  
Tel. 401.384.6464  
Email [jaceto@wardfisher.com](mailto:jaceto@wardfisher.com)

William J. Lynch, Esq.  
WJ Lynch Law  
320 Newport Ave  
Rumford, RI 02916  
Tel. 401.648.2100  
Email [bill@wjlynchlaw.com](mailto:bill@wjlynchlaw.com)

James P. Riley  
38 Captain John Jacobs Road, #411  
East Providence, RI 02914  
Tel. 401.640.5293  
Email [jimriley011150@gmail.com](mailto:jimriley011150@gmail.com)

Marc Weinberg, M.D.  
Marc Weinberg MD Personal HealthCare, Ltd.  
One Randall Square, Suite 304  
Providence, RI 02904  
Tel. 401.228.4444  
Email [mweinberg@marcweinbergmd.com](mailto:mweinberg@marcweinbergmd.com)

These individuals replace the existing Category A Directors, Edwin Santos, Joseph DiStefano, Esq, Ed Quinlan, and Andrea Doyle, M.D., each of whom is hereby removed as a director effective today.

Cordially,

/s/ Thomas S. Hemmendinger

Thomas S. Hemmendinger, permanent liquidating receiver of CharterCARE Community Board, f/k/a CharterCARE Health Partners, both individually and as trustee for the Plan Receiver

TSH:jl

Encl.

cc: James H. Aceto, CPA (by email)  
Ronald F. Cascione, Esq. (by email)  
Sean J. Clough, Esq. (by email)  
Stephen Del Sesto, Esq. (by email)  
Christopher Fragomeni, Esq. (by email)  
Preston Halperin, Esq. (by email)  
Vincent Indeglia, Esq. (by email)  
Lisa M. Kresge, Esq. (by email)  
Benjamin Ledsham, Esq. (by email)  
Christopher Lee, Esq. (by email)  
William J . Lynch, Esq. (by email)  
James P. Riley (by email)  
Stephen Sheehan, Esq. (by email)  
Thomas Reichert, Esq. (by email)  
Ekwan Rhow, Esq. (by email)  
Mark Russo, Esq. (by email)  
Marc Weinberg, M.D. (by email)  
Max Wistow, Esq. (by email)

STATE OF RHODE ISLAND  
PROVIDENCE, SC.

SUPERIOR COURT

In Re:

CharterCARE Community Board, St. Joseph  
Health Services of Rhode Island, and Roger  
Williams Hospital

C.A. No. PC-2019-11756

**ORDER APPOINTING PERMANENT LIQUIDATING RECEIVER**

This cause came on to be heard before Justice Stern, on January 17, 2020, on the Petition for the Judicial Dissolution and Liquidation of Assets and Affairs Pursuant to R.I. Gen. Laws § 7-6-60(a)(8) and § 7-6-61 (the "Petition"), and it appearing that the notice provided by the Order of this Court previously entered herein has been given, and on consideration thereof, it is hereby ORDERED:

1. That pursuant to R.I. Gen. Laws §7-6-61, Thomas S. Hemmendinger of Providence, Rhode Island, be and is hereby appointed Permanent Liquidating Receiver (the "Liquidating Receiver") of CharterCARE Community Board, St. Joseph Health Services of Rhode Island, and Roger Williams Hospital (collectively, the "Petitioners"), and of all real property and all tangible and intangible personal property of each Petitioner with the powers and duties specifically set forth herein, which may be modified or supplemental by further order of this Court.

2. The Liquidating Receiver shall continue in effect the Liquidating Receiver's bond for the faithful performance of the Liquidating Receiver's duties as Liquidating Receiver in the sum of Ten Thousand Dollars (\$10,000.00) with surety of a surety company authorized to do business in the State of Rhode Island, conditioned that the Liquidating Receiver will well and truly perform the duties of the Liquidating Receiver's said office.

3. That said Liquidating Receiver is authorized to take control of the Petitioners as described in the Petition for the purpose of accomplishing the dissolution and liquidation pursuant to R.I. Gen. Laws § 7-6-60(a)(3) and § 7-6-61.

4. That said Liquidating Receiver is authorized, until further Order of this Court, in the Liquidating Receiver's discretion and as said Liquidating Receiver deems appropriate and advisable, to the extent necessary to accomplish said dissolution and liquidation, to continue

Filed in Open Court *PSC*  
Date 1/17/2020  
Carin Miley *Deputy* Clerk

administration of the Petitioners, to engage employees and assistants, clerical or otherwise, and other professionals necessary or appropriate for the efficient administration of the Petitioners, and to pay all such individuals and entities in the usual course of business.

5. That said Liquidating Receiver is authorized and directed:

(a) to be substituted for and act as trustee of all of the claims, rights and interests against or in Prospect CharterCare, LLC that CharterCARE Community Board received in connection with the AMENDED & RESTATED LIMITED LIABILITY COMPANY AGREEMENT OF PROSPECT CHARTERCARE, LLC (a Rhode Island Limited Liability Company) or subsequently obtained, including but not limited to the membership interest of at least 15% in Prospect CharterCare, LLC, and any rights or interests that St. Joseph Health Services of Rhode Island or Roger Williams Hospital may have in connection therewith (collectively the "Hospital Interests") which Petitioners have been holding in trust for Stephen Del Sesto solely in his capacity as the Permanent Receiver of the St. Joseph Health Services of Rhode Island Retirement Plan ("Plan Receiver") pursuant to that certain Settlement Agreement dated as of August 31, 2018 between and among the Plan Receiver, the Petitioners, and others ("the Settlement A Agreement"); and

(b) to hold and administer the Hospital Interests in trust solely for the benefit of the Plan Receiver according to and subject to the terms of the Settlement Agreement, including but not limited to prosecution of CharterCARE Community Board v. Samuel Lee, et al., PC-2019-3654.

6. That said Liquidating Receiver is authorized and directed to hold the funds that Roger Williams Hospital has been holding pursuant to paragraph 4 of the Order of April 20, 2015 in In re: CharterCARE Health Partners Foundation, Roger Williams Hospital and St. Joseph Health Services of Rhode Island, C.A. No. KM-2015-0035, pending further order of this Court.

7. That the Liquidating Receiver on behalf of the Petitioners shall perform and continue to perform their obligations under the Settlement Agreement, including, but not limited to paragraph 24 of the Settlement A Agreement and that the Liquidating Receiver on behalf of the Petitioners shall perform and continue to perform their obligations under that certain Settlement Agreement dated as of November 21, 2018 between and among the Plan Receiver, the Petitioners, and others;

8. That, pursuant to and in compliance with Rhode Island Supreme Court Executive Order No. 2000-2, this Court finds that the designation of the aforescribed person for appointment as Liquidating Receiver herein is warranted and required because of the Liquidating Receiver's specialized expertise and experience in operating businesses in Receivership and in administrating nonroutine Receiverships which involve unusual or complex legal, financial, or business issues.

9. That the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Petitioners or any of their property, in any Court, agency, tribunal, or elsewhere, or before any arbitrator, or otherwise by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon Petitioners or against any property of said Petitioners, or the taking or attempting to take into possession any property in the possession of the Petitioners or of which the Petitioners have the right to possession or legal title thereto, or the interference with the Liquidating Receiver's taking possession of or retaining possession of any such property, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract relating to the Petitioners, by any of such parties aforesaid, other than the Liquidating Receiver designated as aforesaid, or the termination of services relating to the Petitioners, without obtaining prior approval thereof from this Honorable Court, in which connection said Liquidating Receiver shall be entitled to prior notice and an opportunity to be heard, is hereby restrained and enjoined until further Order of this Court. However, (1) this injunction shall neither restrain nor enjoin the Plan Receiver and his attorneys and agents in any way concerning Hospital Interests, and the Plan Receiver and his attorneys and agents are authorized to take such steps as they deem appropriate to protect such Hospital Interests; and (2) this injunction shall neither restrain nor enjoin the continuation of the prosecution of the suit *Stephen Del Sesto, et al. v. Prospect ChaterCare, LLC, et al.*, C.A. No.:1:18-CV-00328-WES-LDA against any of the defendants therein other than the Petitioners.

10. The Liquidating Receiver shall continue to discharge the Liquidating Receiver's duties and trusts hereunder until further Order of this Court and from time to time make reports of the Liquidating Receiver's doings in the premises as directed by this Court; and that the right is reserved to the Liquidating Receiver and to the parties hereto to apply to this Court for any other or further instructions to the Liquidating Receiver; and that this Court reserves the right, on such notice, if any, as it shall deem proper, to make such further orders herein as may be proper, and to modify this Order from time to time.

11. All creditors of Petitioners in order to be entitled to be paid from the assets of Petitioners are required to file with the Liquidating Receiver at the Liquidating Receiver's office at 362 Broadway, Providence, RI 02909, on or before MAY 18, 2020 statements showing the amount of indebtedness claimed by them to be due, the consideration therefor, and the security or lien or priority, if any, which any creditor claims to be entitled to.

12. Notice of the entry of this Order be given (a) by the Clerk of this Court by publication of a copy of the annexed Liquidating Receivership Notice in the Providence Journal on or before JANUARY 31, 2020, and (b) by the Liquidating Receiver by mailing on or before JANUARY 31, 2020 a copy of the said Liquidating Receivership Notice to each creditor

and stockholder of Petitioners as shown on the books and records of Petitioners, addressed to such creditor or stockholder at his, her or its last known address.

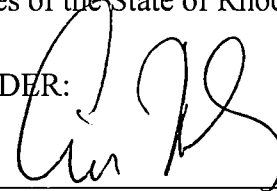
13. This Order is entered by virtue of and pursuant to this Court's equity powers and pursuant to its powers as authorized by the laws and statutes of the State of Rhode Island.

ENTER:



\_\_\_\_\_  
Stern, J.

PER ORDER:



\_\_\_\_\_  
Deputy Clerk I 1/17/2020

Date: January 17, 2020

Presented by: Lisa M. Kresge #8707, Brennan, Recupero, Cascione, Scungio & McAllister, LLP, 362 Broadway, Providence, RI 02909, tel. (401) 453-2300, fax (401) 453-2345, e-mail lkresge@brasm.com

# EXHIBIT F





Thomas S. Hemmendinger, of counsel  
E-mail [themmendinger@brcsm.com](mailto:themmendinger@brcsm.com)

***By email [jeffrey.liebman@chartercare.org](mailto:jeffrey.liebman@chartercare.org)***

August 25, 2020

Jeffrey H. Liebman, DMD  
Chief Executive Officer  
Prospect CharterCARE, LLC  
825 Chalkstone Avenue  
Providence, RI 02908

Re: Prospect CharterCARE, LLC

Dear Dr. Liebman:

I write to you in my capacity as permanent liquidating receiver of CharterCARE Community Board, f/k/a CharterCARE Health Partners and at the request of James H. Aceto, CPA, William J. Lynch, Esq., James P. Riley, and Marc Weinberg, M.D., the four new Category A Directors of Prospect CharterCARE, LLC.

You have kindly reached out to the new directors to arrange initial meetings with them. The new directors appreciate this and look forward to serving the interests of Prospect CharterCARE, LLC and the communities served by its local healthcare facilities, together with you, the rest of management, and their colleagues on the board of directors.

The new directors would be glad to meet with you, and they suggest that you all meet together—probably through Zoom or WebEx for health reasons. Please circulate directly to them some proposed dates and times. They also would like to see the following ahead of time so they can prepare for the meeting:

- ❖ An agenda for the meeting.
- ❖ Year-to-date financial reports on Prospect CharterCARE, LLC and its subsidiaries.

362 Broadway  
Providence, RI 02909  
401.453.2300

One Church Green  
PO Box 488  
Taunton, MA 02780  
508.822.0178

[www.brcsm.com](http://www.brcsm.com)

- ❖ The revised financial statements submitted to the R.I. Attorney General and the R.I. Department of Health on August 11.
- ❖ The documents authorizing and justifying the pending Hospital Conversion Act and Change in Effective Control applications from the perspective of Prospect CharterCARE, LLC and its subsidiaries.

In housekeeping matters, the new directors would like to know the schedule for board meetings, get copies of any policies or codes governing all directors or officers, get confirmation that they are covered by Prospect CharterCARE, LLC's directors and officers liability insurance policy to the same extent as all other directors, and get a copy of the policy.

However, the new directors have grave concerns that Mark Russo's August 6 letters to each of them will impair their ability to do their job as directors.

One point in Mr. Russo's letter is not controversial. The new directors acknowledge that they owe a fiduciary duty to Prospect CharterCARE, LLC. The same is true for the Category B Directors and for all officers.

On the other hand, the new directors read other points in Mr. Russo's letter as an improper attempt to hobble their ability to do their jobs. For example, without justification he demands that the new directors not communicate at all with me, my counsel, the pension plan receiver, or his counsel, except through Mr. Russo himself.

The new directors understand that, subject to applicable law that requires or permits disclosure to protect the interests of the entity, a director may not, on his or her own, disclose information that is covered by a valid (i) privilege held by the entity or (ii) obligation not to disclose confidential information. In particular, a director may not share the entity's litigation strategy with the entity's opponent in litigation.

But outside of those limited situations, there is no basis for Mr. Russo's demand. A director must otherwise have the freedom to communicate with the minority member who appointed him or her and with the beneficial owner of the minority member's interest. This is especially important where the majority member and the directors appointed by the majority member have been accused of breaching their own duties to the entity and to the minority member.

Therefore, the Category A Directors have asked me to convey to you their request that Mr. Russo retract his letter or clarify it consistent with the law.

Cordially,

*/s/ Thomas S. Hemmendinger*

Thomas S. Hemmendinger, permanent  
liquidating receiver of CharterCARE  
Community Board, f/k/a CharterCARE Health  
Partners, both individually and as trustee for  
the Plan Receiver

TSH:jl

Encl.

cc: James H. Aceto, CPA (by email)  
William J . Lynch, Esq. (by email)  
James P. Riley (by email)  
Marc Weinberg, M.D. (by email)  
Mark Russo, Esq. (by email)

# EXHIBIT G



55 PINE STREET, PROVIDENCE, RI 02903  
401.455.1000 WWW.FRLAWRI.COM

W. Mark Russo  
mrusso@frlawri.com

September 15, 2020

*Via e-mail*

Thomas S. Hemmendinger  
Brennan, Recupero, Cascione, Scungio & McAllister, LLP  
362 Broadway  
Providence, RI 02909

**RE: Prospect CharterCARE, LLC**

Dear Tom:

I am responding to your August 25, 2020 correspondence to my client with copy to the Category A Director nominees and Bill Lynch's most recent correspondence dated September 14, 2020 .

You state in your correspondence dated August 25, 2020, that you are writing in your capacity as Permanent Liquidating Receiver of the Chartercare Community Board. In addition, you acknowledge the fiduciary duty due and owing by the Category A nominees to Prospect CharterCARE, LLC.

You do not represent the Category A nominees and to do so would be a clear conflict of interest. Furthermore, it is a clear conflict of interest to be requesting documents on behalf of the Category A nominees based upon the fact that we are currently involved in litigation with you in your capacity as Permanent Liquidating Receiver and also with the Receiver for the St. Joseph's Pension Plan.

In turn, it would be a violation of the acknowledged fiduciary duties, if directors were seeking documents and/or financial information to pass on to you in your position as Permanent Liquidating Receiver of Chartercare Community Board in light of such litigation and your relationship to the Receiver for the St. Joseph's Pension Plan.

However, based upon Bill's correspondence dated September 14, 2020, it appears that this is exactly what is taking place and it is a conflict. In order to try and work with the Category A Director nominees, Conflict of Interest and Disclosure Policy documents were delivered on August 31 to the nominees for completion and filing. I do not believe that we have received any completed responses. Upon receipt of completed responses, we were prepared to provide the nominees with requested documents. However, in light of Bill's correspondence, we are also going to require all Directors, including the nominees to execute Confidentiality and Non-Disclosure Agreements in the form attached hereto. Again, once we have these forms completed, we will produce the requested documents.

September 15, 2020

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Sincerely,

A handwritten signature in blue ink, appearing to read "W. Mark Russo".

W. MARK RUSSO

WMR/was

Enclosure

Cc: Dr. Jeffrey H. Liebman, CEO (via e-mail [jeffrey.liebman@chartercare.org](mailto:jeffrey.liebman@chartercare.org))

# **EXHIBIT H**



W. Mark Russo  
mrusso@frlawri.com

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September 15, 2020

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[mweinberg@marcweinbergmd.com](mailto:mweinberg@marcweinbergmd.com)

**RE: Prospect CharterCARE, LLC – Category A Director Nominees  
Request for Documents**

To all:

I am responding to Attorney Hemmendinger's correspondence dated August 25, 2020 and Bill Lynch's most recent correspondence dated September 14, 2020. You were all copied on both pieces of correspondence.

I responded directly to Attorney Hemmendinger and that response is attached hereto for your convenience.

As I stated to Attorney Hemmendinger, we are prepared to provide copies of the documents requested. However, we would require conflict of interest and disclosure policy documents that were delivered to you on August 31, 2020, be completed and returned to:

Miriam G. Cauley  
Hospital Operations Counsel, RI  
Prospect CharterCARE, LLC  
825 Chalkstone Avenue  
Simpson Bldg., 3<sup>rd</sup> Floor, Room 319  
Providence, RI 02908

If you could also e-mail a copy of the transmittal to me, so that I know that it has been provided, it would be greatly appreciated. In turn, if you need additional copies of any forms, just let me know.



September 15, 2020

Page 2

In addition, as I referenced in my correspondence to Attorney Hemmendinger, we will also require execution and return to Ms. Cauley of the attached Confidentiality and Non-Disclosure Agreements.

Once we have these forms completed, we will produce the requested documents.

Sincerely,

A handwritten signature in blue ink, appearing to read "W. Mark Russo".

W. MARK RUSSO

WMR/was

Enclosure

Cc: Dr. Jeffrey H. Liebman, CEO (via e-mail [jeffrey.liebman@chartercare.org](mailto:jeffrey.liebman@chartercare.org))