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November 11, 2014

VIA EMAIL AND U.S. Mail

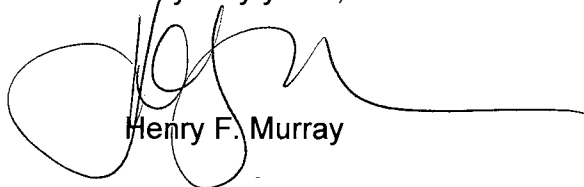
Perry Zinn-Rowthorn, Esq.
Deputy Attorney General
Office of the Attorney General
State of Connecticut
55 Elm Street, P.O. Box 120
Hartford, CT 06106

**Re: Certificate of Need Application, OHCA Docket No. 13-31838-CON,
AG Docket No. 13-486-01 – The Greater Waterbury Health System, Inc.
and Vanguard Health Systems, Inc.**

Dear Deputy Attorney General Zinn-Rowthorn:

This is to inform you, on behalf of intervenors Connecticut Health Care Associates (CHCA-AFSCME), that we were unsuccessful in reaching any agreement with the applicants with respect to any joint stipulated conditions to the transaction. Pursuant to the suggestion of the OAG in the October 30, 2014 *Notice of Closed Record and Deadline for Stipulated Conditions and Written Comment* (attached hereto as Attachment One), CHCA wrote on November 5, 2014, to counsel for the applicants setting out suggested proposed joint stipulations and inviting further discussion (attached hereto as Attachment Two). As of today's date I have received no letters, emails or telephone calls from counsel to discuss our suggested stipulations. I can only conclude from this silence that the applicants do not wish to consider the views of the intervenors on any of the matters raised in our proposed stipulated conditions on the proposed Joint Venture.

Very truly yours,



Henry F. Murray

HFM:vds
Enclosure

Deputy Attorney General Perry Zinn-Rowthorn
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CERTIFICATION

This is to certify that on November 11, 2014 a copy of the foregoing was sent via email and/or first class U.S. mail, postage prepaid, to the following:

Kristin Connor, Esq.
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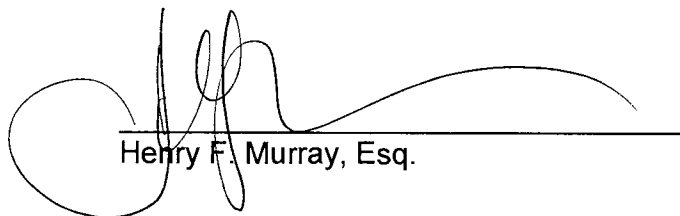
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Henry F. Murray, Esq.

ATTACHMENT ONE

DOCKET NO: 13-486-01

IN RE APPLICATION FOR JOINT VENTURE BETWEEN GREATER WATERBURY HEALTH NETWORK, INC. and VANGUARD HEALTH SYSTEMS, INC. : OFFICE OF THE ATTORNEY GENERAL : : : : OCTOBER 30, 2014

NOTICE OF CLOSED RECORD AND DEADLINE FOR STIPULATED CONDITIONS AND WRITTEN COMMENTS

The Office of the Attorney General (“OAG”) hereby closes its administrative record for the Application for Joint Venture between Greater Waterbury Health Network, Inc., and Vanguard Health Systems, Inc. (the “Application”), filed under OAG Docket No. 13-486-1. The record includes all Application materials submitted in response to the Application Form, the completeness questions, and the interrogatories issued by the OAG and the Office of Health Care Access. In addition, the record includes all written and oral testimony from the applicants, the intervenors, and the public, including any and all conditions that the intervenors and public suggested be imposed on the joint venture.

The OAG encourages the applicants and the intervenors to submit for OAG consideration proposed joint stipulated conditions to the transaction that address the concerns of the intervenors. Such stipulated conditions must be filed with the OAG by 4:30 p.m. on November 11, 2014. The OAG shall issue a Proposed Final Decision on the Application on or about November 14, 2014.

The applicants, intervenors, and members of the public may file written comments on the Proposed Final Decision with the OAG on or before 4:30 p.m. on the tenth day following the issuance of the Proposed Final Decision. The OAG shall issue a Final Decision on the Application on December 5, 2014.

Stipulated conditions and written comments can be e-filed with the OAG at gary.hawes@ct.gov or mailed to the OAG at the Office of the Attorney General, 55 Elm Street, P.O. Box 120, Hartford, CT, 06141-0120, Attn: AAG Gary W. Hawes. All postal mailings must be received by the OAG on the date they are due.



Perry Zinn Rowthorn, Deputy Attorney General

10/30/14
Date

ATTACHMENT TWO

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November 5, 2014

Via Email and USPS

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**Re: CON Application by a Joint Venture of Greater Waterbury Health Network, Inc. and Vanguard Health Systems, Inc.
Docket No. 13-486-01, Office of the Attorney General (OAG)
Docket No. 13-31838- CON, Office of Health Care Access (OHCA)**

Dear Attorneys Connors and Shearin:

Pursuant to the October 30, 2014 Notice from the Office of the Attorney General, I am writing to you on behalf of the Connecticut Health Care Associates (CHCA) to propose joint stipulated conditions to the subject transaction for submission to the Office of the Attorney General prior to the close of business on November 11, 2014.

Although CHCA indicated in the testimony of its president, Barbara Simonetta, RN, that both the OAG and OHCA should place serious restrictions on the transactions because of our concerns associated with the conversion of a not-for profit community hospital to for-profit status, we realize that the applicants do not share all of our concerns and have, therefore, streamlined the conditions we want placed on the transaction in an attempt to reach some common ground with your clients. Therefore we propose the following conditions as joint stipulations from the parties:

1. Creation of a completely independent Community Advisory Board broadly representative of the Greater Waterbury community, including hospital employees, whose members will be chosen by the Office of Health Care Access and the Office of the Attorney General. The Board shall hold at least annual public hearings to gather input from community stakeholders and shall issue

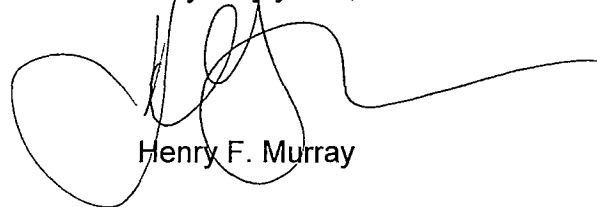
Kristin Connors, Esq.
James T. Shearin, Esq.
November 5, 2014
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annual recommendations to the hospital on changes sought, concerns and successes. At least one member of the Community Board chosen by the Community Board members on an annual basis shall be an ex-officio member of the Hospital Board and at least one shall be an ex-officio member of the Foundation and provide regular updates to the Community Board on the Hospital and Foundation boards' activities. All reports or documents generated by the Community Board will be publically available on the hospital website. The work of this Community Board will be financially underwritten by the Joint Venture with an agreed upon budget in consultation with OHCA and the AG.

2. Appointment by the Office of Health Care Access and the Office of the Attorney General of an independent monitor for the first five (5) years of the Joint Venture. The Independent Monitor shall review regular financial audits and evaluations of the hospital, report changes in pricing and services impacting payers, work with the management and Board of the Hospital and Foundation to ensure that the terms and conditions of the sale are met, and provide regular updates and information to the Community Board. The Independent Monitor will have access to Hospital Board meetings or minutes, and issue an annual report on its activities, including any recommendations for change. All reports or documents issued by the Independent Monitor will be publically available on the hospital's website. The work of this Independent Monitor will be financially underwritten by the Joint Venture.
3. The new Foundation created as a result of the Joint Venture shall have the right of first refusal to purchase the hospital within the first five years of the joint venture should Vanguard decide to sell its interest.

The proposed stipulations listed above represent our good faith effort to attempt to reach some common ground with the applicants on those conditions for the transaction which meet the concerns raised by my client while permitting the joint venture to proceed to approval. Please contact me at your earliest convenience to discuss these proposed joint stipulations. Thank you.

Very truly yours,



Henry F. Murray

HFM:vds