

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

January 8, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center
to Saint Francis *Care*, Inc.

Dear Mrs. Roberts:

In accordance with Item 4 of the above referenced Agreed Settlement Order dated November 24, 2015, the closing relating to the Asset Purchase Agreement between Johnson Memorial Hospital, Inc. and certain affiliates, and Trinity Health – New England, Inc. (formerly known as Saint Francis *Care* Inc.) and Trinity Health occurred on December 31, 2015, with an effective date of January 1, 2016. As requested, a copy of the Certificate of Amendment reflecting the change of name of Saint Francis *Care*, Inc. to Trinity Health – New England, Inc. is included on the enclosed CD.

In response to Item 15, I have also included on the enclosed CD, the following documents:

- Final Asset Purchase Agreement, including all updated schedules and exhibits;
- Amended Certificate of Incorporation and Amended Bylaws of:
 1. HCHS Acquisition Corporation
 2. JHC Acquisition Corporation
 3. JMH Acquisition Corporation
 4. JMMC Acquisition Corporation

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Chris Hartley".

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

Enclosures

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

01/04/2016

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name: **JOHNSON MEMORIAL MEDICAL CENTER, INC.** Type of Request: AMEND NAME

Work Order Number	: 2016001221-005	Business Filing Number	: 0005457839
Filing Date/Time	: 01/04/2016 11:00 AM	Effective Date/Time	: 01/04/2016 11:00 AM
Work Order Payment Total	: \$560.00	Payment Received	: \$70.00
Credit on Account	: \$1,885.00	Customer ID	: 000308053
Business ID	: 1188471		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov

4. VOTE INFORMATION (CHECK A, B or C)


A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF December, 20 15

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher Dadlez	President and Chief Executive Officer of Trinity Health – New England, Inc., sole member	



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06116-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 90 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sofs.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder, LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103		FILING FEE: \$50 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JMMC Acquisition Corp.		
THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.		
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: <input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.		
3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.) A. INDIVIDUAL'S AGENT NAME:		
BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	
B. BUSINESS ENTITY AGENT NAME: CT Corporation System ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: One Corporate Center CITY: Hartford STATE: CT ZIP: 06103		

Certificate of Incorporation of

JMMC Acquisition Corp.

A Connecticut Nonstock Corporation

ARTICLE I

Name

The name of the Corporation is JMMC Acquisition Corp.

ARTICLE II

Definitions

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean JMMC Acquisition Corp., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, to assist JMH Acquisition Corporation ("JMH"), a Connecticut nonstock corporation, in carrying out its tax-exempt functions;

- C. To engage in the teaching and education of medical students, residents and fellows, to perform medical and related research activities, and to render professional medical services to persons in need of such services and to do so in connection with Saint Francis Hospital and Medical Center ("Saint Francis"), and under the common control and direction of Trinity Health - New England, Inc. and in pursuit thereof the corporation may engage in the following activities:
- a. providing and employing physicians to render medical services in the Greater Hartford area including those areas which are in need of additional professional medical services in one or more medical specialties;
 - b. improving and developing the scope, quality and availability of medical care and related services in the Greater Hartford area to the extent possible or reasonably feasible;
 - c. recruiting physicians to the Greater Hartford area;
 - d. promoting high quality medical care and other human services for the benefit of persons suffering from illness and for the benefit of the sick and injured generally;
 - e. providing teaching services to Saint Francis for its programs in undergraduate and graduate medical education;
 - f. conducting medical and related research in cooperation with Saint Francis;
 - g. taking an active part in the planning for and the promotion of the general medical and physician health and human needs of persons in the Greater Hartford area ; and
 - h. providing for a responsive and cost-effective administrative organization and information system as a means of ensuring high-quality management and accountability in the accomplishment of the aforesaid purposes.

deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE IV

Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

ARTICLE V

Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health – New England, Inc., a Connecticut nonstock corporation.

ARTICLE VI

Registered Office and Resident Agent

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Membership

Trinity Health – New England, Inc., a Connecticut nonstock corporation ("Member"), is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a

- (i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
 - (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.
- b. As reserved to Trinity Health:
- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

ARTICLE VIII

Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

Effective Date

This Certificate of Incorporation is effective as of November 24, 2015.

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BYLAWS OF JMMC ACQUISITION CORP.

JMMC Acquisition Corp. (the "Corporation") changed its name to Johnson Memorial Medical Center, Inc. effective January 4, 2015. The Bylaws of the Corporation are attached hereto.

TABLE OF CONTENTS

		Page
Article I.	DEFINITIONS	4
Article II.	PURPOSES	6
Section 2.01	Purposes	6
Section 2.02	Catholic Identity.....	6
Section 2.03	Mission Statement.....	6
Section 2.04	Alienation of Property.....	6
Article III.	MEMBER	6
Section 3.01	Sole Member	6
Section 3.02	Member Authority.....	7
Section 3.03	Reserved Powers of Trinity Health	8
Section 3.04	Meetings of the Member	9
Article IV.	BOARD OF DIRECTORS	10
Section 4.01	Duties and Powers.....	10
Section 4.02	Appointments and Composition.....	10
Section 4.03	Term	11
Section 4.04	Annual Meeting of the Board of Directors.....	11
Section 4.05	Regular Meetings and Notice.....	11
Section 4.06	Special Meetings and Notice.....	11
Section 4.07	Waiver of Notice	11
Section 4.08	Quorum and Valid Director Action.....	12
Section 4.09	Written Consents	12
Section 4.10	Communication Equipment.....	12
Section 4.11	Resignation.....	12
Section 4.12	Removal	12
Section 4.13	Periodic Performance Review.....	12
Article V.	RESERVED	13
Article VI.	COMMITTEES	13
Section 6.01	Committees.....	13
Section 6.02	Executive Committee	13
Section 6.03	Service on Committees.....	13
Section 6.04	Quorum, Meetings, Rules and Procedures.....	14

Article I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Control" or "Ownership" will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one's own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one's own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

Article II. PURPOSES

Section 2.01 Purposes

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

Section 2.02 Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

Section 2.03 Mission Statement

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

Section 2.04 Alienation of Property

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

Article III. MEMBER

Section 3.01 Sole Member

The sole member of the Corporation is Trinity Health -- New England, Inc., a Connecticut nonstock corporation, or its successors or assigns.

Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

Section 3.03 Reserved Powers of Trinity Health

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (c) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (d) Conduct an annual review of the Corporation's quality and safety performance; and
- (e) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve ex officio with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation (who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

Section 4.08 Quorum and Valid Director Action

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

Section 4.09 Written Consents

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 4.10 Communication Equipment

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.11 Resignation

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

Section 4.12 Removal

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

Section 4.13 Periodic Performance Review

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

Section 6.04 Quorum, Meetings, Rules and Procedures

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

Section 6.05 Committee Composition

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

Section 7.02 Appointment and Election of Officers

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The Chair shall serve a term of one (1) year and may be elected for a total of three (3) consecutive complete one year terms. The Chair, Treasurer and Secretary of the

Article VIII. INDEMNIFICATION AND STANDARD OF CARE

Section 8.01 Indemnification

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 8.02 Insurance

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

Section 8.03 Standard of Care

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

Article IX. SUBSIDIARIES AND VOLUNTARY SERVICE ORGANIZATIONS

Section 9.01 Authority

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

Section 9.02 Voluntary Service Organizations

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

Article X. OPERATING UNITS

Section 10.01 Authority

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of September of each year and shall begin on the 1st day of October of each year.

Section 11.02 Required Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

EXHIBIT A

System Authority Matrix

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic Identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

Entities:

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and MHM Strategic Plans	Recommend	Approve	Participate		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation, creation, transfer, sale of all assets)	Recommend	Approve	Approve		Approve as related to Sponsorship obligations
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.

**AMENDED AND RESTATED
ASSET PURCHASE AGREEMENT**

THIS **AMENDED AND RESTATED ASSET PURCHASE AGREEMENT** (this “Agreement”), made as of the 27th day of March, 2015 (the “Execution Date”), by and among Saint Francis Care, Inc., a Connecticut corporation (the “Buyer”), on the one hand, and the entities executing this Agreement as “Sellers” on the signature page hereof (each a “Seller,” and collectively, the “Sellers”), on the other hand.

WITNESSETH:

WHEREAS, on or about January 14, 2015, Sellers filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Bankruptcy Court (the date on which such petitions were filed hereinafter referred to as the “Petition Date”);

WHEREAS, subject to the entry of the Sale Order, this Agreement provides for the sale by Sellers to Buyer of substantially all of the assets, real and personal, tangible and intangible, associated with owning, leasing, managing and operating the Facilities (collectively, the “Business”) and having Buyer assume certain liabilities of Sellers, in accordance with sections 105, 363, and/or 365 of the Bankruptcy Code, as applicable; and

WHEREAS, this Agreement amends, restates, and supersedes the Asset Purchase Agreement among Buyer and Sellers dated as of January 14, 2015 (the “Original Purchase Agreement”);

NOW, THEREFORE, for and in consideration of the foregoing premises and the agreements, covenants, representations and warranties hereinafter set forth, and for other good and valuable consideration, the receipt and adequacy of all of which are acknowledged and agreed, the parties hereto agree as follows:

1. SALE OF ASSETS AND CERTAIN RELATED MATTERS.

1.1 Definitions. Unless otherwise indicated in this Agreement, the following terms shall have the following meanings:

“Accrued Employee Liabilities” shall have the meaning set forth in Section 1.4(a).

“Administrative Expense Escrow” shall mean any escrow established by Sellers or Sellers’ counsel for payment of administrative expenses.

“Administrative Expenses” shall have the meaning set forth in Section 1.6(b)(v).

“Affiliate” shall mean, as to the entity in question, any person or entity that, directly or indirectly, Controls, is Controlled by or is under common Control with the entity in question.

“Affiliation Agreements” shall mean that certain (a) Clinical Affiliation Agreement between Buyer and JMMC, JMH and JEC dated as of July 12, 2012, including all sub-agreements thereto, and (b) Business Process Outsourcing Agreement between Buyer and JMMC,

JMH and JEC dated as of July 12, 2012, including all sub-agreements thereto, each as amended, supplemented and modified from time to time.

“Agreement” shall have the meaning set forth in the introduction.

“Alternative Transaction” shall mean the sale, transfer, lease or other disposition, directly or indirectly, including through an asset sale, stock sale, merger or other transaction, of some or all of the Assets in one or more transactions with one or more persons other than the Buyer.

“Assets” shall have the meaning set forth in Section 1.2.

“Assignment and Assumption Agreement” shall have the meaning set forth in Section 1.4(b).

“Assumed Contracts” shall have the meaning set forth in Section 1.2(h).

“Assumed Leases” shall mean, collectively, the Sellers’ Real Property Expense Leases and the Sellers’ Real Property Income Leases.

“Assumed Liabilities” shall have the meaning set forth in Section 1.4(a).

“Avoidance Actions” means any action that could be brought by any Seller, the trustee in the Bankruptcy Case or any other party in interest in the Bankruptcy Case under Section 544, 545, 547, 548, 549, 550, 551 or 553 of the Bankruptcy Code.

“Bankruptcy Case” means, collectively, the cases instituted by Sellers under the Bankruptcy Code.

“Bankruptcy Code” means title 11 of the United States Code.

“Bankruptcy Court” means the United States Bankruptcy Court for the District of Connecticut.

“Benefit Plans” shall mean all “employee benefit plans” as defined in Section 3(3) of ERISA, all specified fringe benefit plans as defined in Section 6039D of the Code, and all other pension, profit sharing, stock bonus, stock option, deferred compensation, or other retirement plans; welfare benefit plans, including group health and group insurance plans; cafeteria, flexible benefit or tuition assistance plans; executive compensation, bonus, or incentive plans; severance plans; salary continuation plans, programs, or arrangements; vacation, holiday, sick-leave, paid-time-off, or other employee compensation plans, procedures, programs, payroll practices, policies, agreements, commitments, contracts, or understandings; or any annuity contracts, custodial agreements, trusts, escrows or other funding arrangements related thereto, whether oral or written, qualified or nonqualified, funded or unfunded, and all employment agreements, programs, policies or other arrangements (i) that are currently, or have been within the past six (6) years, sponsored, maintained or contributed to by Sellers or any Affiliate thereof; (ii) with respect to which any Seller or any Affiliate thereof has any Liability to any current or former officer, employee or service provider, or the dependents of any thereof, or (iii) which could result in the imposition of Liability of any kind or nature, whether accrued, absolute, contingent, direct,

indirect, perfected or inchoate or otherwise, and whether or not now due or to become due, on Sellers or any Affiliate thereof.

“Bill of Sale” shall have the meaning set forth in Section 2.2(c).

“Break-Up Fee” shall mean a fee of \$750,000 payable in accordance with Section 11.4 hereof.

“Business” shall have the meaning set forth in the recitals.

“Buyer” shall have the meaning set forth in the introduction.

“Cash Payment” shall have the meaning set forth in Section 1.6(a)(iv).

“Casualty Assets” shall have the meaning set forth in Section 1.13(b).

“Casualty Notice” shall have the meaning set forth in Section 1.13(a).

“Certificate of Need” shall mean a certificate of need issued by OHCA pursuant to Connecticut General Statutes Sections 19a-638 *et seq.*

“Charitable Assets” shall have the meaning set forth in Section 1.2.

“Closing” shall have the meaning set forth in Section 2.1.

“Closing Date” shall have the meaning set forth in Section 2.1.

“CMS” shall mean Centers for Medicare and Medicaid Services.

“CMS Investigation” shall mean the matters related to a survey conducted by the Department of Health with respect to Sellers on August 5, 2014 and subsequent re-surveys conducted based on the initial August 5, 2014 survey, the last of which was conducted on November 25, 2014.

“COBRA” shall mean the Consolidated Omnibus Budget Reconciliation Act of 1985, as set forth in Title 42 U.S.C., Section 300bb or, as applicable, Title I, Part 6, of ERISA.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder.

“Collective Bargaining Agreement” means that certain collective bargaining agreement among JMH, the Johnson Memorial Hospital Registered Nurses, Local 5046, AFT Healthcare and AFT Connecticut dated October 1, 2013 to September 30, 2016.

“CON” means a Certificate of Need issued by OHCA.

“Contract” means any written or oral agreement, arrangement, lease, license, sublicense, promissory note, binding arrangement or understanding, mortgage, contract, covenant, commitment or instrument.

“Control” means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of any entity, whether through the ownership of voting securities, by contract or otherwise.

“Credit Support” shall mean the credit support in the amount of up to \$2,000,000 provided by Buyer to JMMC in respect of JMMC’s workers’ compensation insurance policy issued by The Hartford, including without limitation a guaranty provided by Buyer to The Hartford, secured by a letter of credit issued by Bank of America, N.A.

“Cure Costs” means all monetary liabilities and obligations of each Seller that must be paid or otherwise satisfied to cure all of such Seller's defaults under the Assumed Contracts and the Assumed Leases at the time of the assumption thereof and assignment to Buyer as provided hereunder, all in the amounts set forth in specific orders of the Bankruptcy Court.

“DEA Power of Attorney” shall have the meaning set forth in Section 2.2(k).

“Department of Health” shall mean the State of Connecticut Department of Public Health.

“Deposit” shall have the meaning set forth in Section 1.14.

“Deposit Escrow” shall have the meaning set forth in Section 1.14.

“Deposit Escrow Holder” shall have the meaning set forth in Section 1.14.

“Designated Contracts” shall have the meaning set forth in Section 10.5.

“Designated Lock Box Account” shall have the meaning set forth in Section 1.12.

“DIP Financing Agreement” means that certain Debtor In Possession Revolving Loan and Security Agreement, dated January 14, 2015, among the Sellers, Johnson Professional Associates, P.C., JEC, HFG and HFG Healthco-4 LLC.

“Effective Time” shall have the meaning set forth in Section 2.1.

“Estimate” shall have the meaning set forth in Section 1.13(a).

“Employee” shall include individuals rendering personal services to Sellers with respect to the Business or the Facilities as employees, including individuals who are treated as “leased employees” under Code Section 414(n).

“Environmental Laws” means the applicable federal, state (including specifically, but not by way of limitation, the State of Connecticut), and local environmental or health laws, regulations, ordinances, rules and common law in effect on the Petition Date and the Closing Date governing the use, refinement, handling, treatment, removal, storage, production, manufacture, transportation or disposal, emission, discharge, release or threatened release of Materials of Environmental Concern, or otherwise governing protection of the environment (including, without limitation, ambient air, surface water, ground water, land surface or

subsurface strata), as the same may be amended or modified as of the Petition Date and the Closing Date, including, without limitation, the statutes listed below:

- (a) Federal Resource Conservation and Recovery Act of 1976, 42 U.S.C. Section 6901, et seq.;
- (b) Federal Comprehensive Environmental Response, Compensation, and Liability Act of 1980, 42 U.S.C. Section 9601, et seq.;
- (c) Federal Clean Air Act, 42 U.S.C. Section 7401, et seq.;
- (d) Federal Water Pollution Control Act, Federal Clean Water Act of 1977, 33 U.S.C. Section 1251, et seq.;
- (e) Federal Insecticide, Fungicide, and Rodenticide Act, Federal Pesticide Act of 1978, 7 U.S.C. Section 136, et seq.;
- (f) Federal Hazardous Materials Transportation Act, 48 U.S.C. Section 1801, et seq.;
- (g) Federal Toxic Substances Control Act, 15 U.S.C. Section 2601, et seq.; and
- (h) Federal Safe Drinking Water Act, 42 U.S.C. Section 300f, et seq.

“ERISA” shall mean, collectively, the Employee Retirement Income Security Act of 1974, as amended, and the rules and regulations promulgated thereunder.

“Escrow Agreement” shall have the meaning set forth in Section 1.14.

“Evergreen Ground Lease” means the lease between JMH and JEC dated as of January 7, 2015.

“Excluded Assets” shall have the meaning set forth in Section 1.3.

“Excluded Contracts” shall have the meaning set forth in Section 10.5.

“Excluded Liabilities” shall have the meaning set forth in Section 1.5.

“Execution Date” shall have the meaning set forth in the introduction.

“Exemption Certificate” shall mean a written statement from the Department of Health or other applicable Governmental Entity stating that a health care project is not subject to the Certificate of Need requirements under applicable state law.

“Expense Reimbursement” shall have the meaning set forth in Section 11.4.

“Facilities” (each, individually a “Facility”) shall mean Johnson Memorial Hospital, Johnson Surgery Center, Advanced Wound Center, Community Cancer Center, Home &

Community Health Services, Johnson Memorial Cancer Center and Karen Davis Krzynowek Infusion Center and certain real property owned by each Seller as set forth on Schedule 1.2(a).

“Final Order” means an order of the Bankruptcy Court (a) as to which the time to appeal shall have expired and as to which no appeal shall then be pending, or (b) if an appeal shall have been filed or sought, either (i) no stay of the order shall be in effect or (ii) if such a stay shall have been granted by the Bankruptcy Court, then (A) the stay shall have been dissolved or (B) a final order of a court having jurisdiction to hear such appeal shall have affirmed the order and the time allowed to appeal from such affirmance or to seek review or rehearing thereof shall have expired and the taking or granting of any further hearing, appeal or petition for certiorari shall not be permissible, and if a timely appeal of such court order or timely motion to seek review or rehearing of such order shall have been made, any court of appeals having jurisdiction to hear such appeal or motion (or any subsequent appeal or motion to seek review or rehearing) shall have affirmed the court’s (or lower appellate court’s) order upholding the order of the Bankruptcy Court and the time allowed to appeal from such affirmance or to seek hearing, appeal or petition for certiorari shall not be permissible; provided, however, that Buyer in good faith in its reasonable discretion shall have the right to determine that any order for which an appeal, motion to seek review, motion to seek rehearing, or any similar motion is pending is not a Final Order, notwithstanding that such order is not then subject to stay.

“Governmental Entity” means any government or any agency, bureau, board, commission, court, department, official, political subdivision, tribunal or other instrumentality of any government, whether federal, state or local, domestic or foreign.

“Government Patient Receivables” shall mean all accounts receivable arising from the rendering of services and provision of medicine, drugs and supplies to patients by any Seller up to the Effective Time and relating to Government Reimbursement Programs, billed and unbilled, recorded or unrecorded, accrued and existing, and other claims of any Seller for the provision of goods or services to patients due from beneficiaries or governmental third party payors which by law may not be assigned.

“Government Reimbursement Programs” shall mean Medicare, Medicaid and TRICARE and any other federal or state healthcare programs.

“Hazardous Substances” means any toxic or hazardous waste, pollutants or substances, including without limitation asbestos, PCBs, petroleum products and byproducts, substances defined or listed as “hazardous substance,” “toxic substance,” “toxic pollutant,” or similarly identified substance or mixture, in or pursuant to any Environmental Law.

“Healthcare Reimbursement Obligation” means, collectively, Sellers’ reimbursement obligations to their (a) self-paying patients and (b) insurance companies, in each case for any overpayments, duplicate payments or payments in error received by any Seller.

“HFG” means Healthcare Finance Group, LLC and its successors and assigns.

“HFG Debt” means the indebtedness of the Sellers and JEC to HFG, as agent, HFG Healthco-4 LLC, as lender, and the Buyer under the DIP Financing Agreement.

“HIPAA” means the Health Insurance Portability and Accountability Act of 1996 and its implementing regulations as amended by the Health Information Technology for Economic and Clinical Health Act.

“Hospital” shall mean Johnson Memorial Hospital, located in Stafford Springs, Connecticut.

“Hospital Loan” shall mean that certain loan from People’s to JMMC and JMH in the original principal amount of \$13,700,000, dated August 30, 2006, as evidenced by the Hospital Loan Documents.

“Hospital Loan Documents” shall mean all those certain agreements, documents and instruments executed in connection with the Hospital Loan by and among People’s, JMMC and JMH.

“HSR Act” means the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder, and any successor to such statute, rules or regulations.

“Intercompany Obligations” means all intercompany loans, advances, payables and receivables between any Seller and any other Seller or Johnson Professional Associates, P.C., which were made or arose out of transactions occurring prior to the Closing.

“IRS” shall mean the Internal Revenue Service.

“Inventories” shall have the meaning set forth in Section 1.2(c).

“JEC” shall mean The Johnson Evergreen Corporation, a Connecticut corporation.

“JEC Transaction” shall mean the contemplated sale by JEC of substantially all of its assets to a third party.

“JMH” shall mean Johnson Memorial Hospital, Inc., a Connecticut corporation.

“JMMC” shall mean Johnson Memorial Medical Center, Inc., a Connecticut corporation.

“JMH Real Estate” shall mean the fee simple interest of JMH in all real property it owns as identified and set forth in Schedule 1.2(a).

“Justice Department” shall mean the United States Department of Justice.

“Legacy Creditor Debt” shall mean the debt of JMMC, JMH, and JEC to the Legacy Creditors.

“Legacy Creditors” means the Plan Custodian and the PBGC.

“Legacy Creditor Costs” means the fees and expenses actually incurred by the Legacy Creditors in connection with the Sellers’ bankruptcy cases.

“Liability” means any debt, loss, damage, adverse claim, fine, penalty, liability or obligation (whether direct or indirect, known or unknown, asserted or unasserted, absolute or contingent, accrued or unaccrued, matured or unmatured, determined or determinable, liquidated or unliquidated, or due or to become due, and whether in contract, tort, strict liability or otherwise), and all costs and expenses relating thereto including all fees, disbursements and expenses of legal counsel, experts, engineers and consultants and costs of investigation.

“Lien” means any lien, encumbrance, pledge, mortgage, deed of trust, security interest, claim, lease, charge, option, right of first refusal, interest, put, call, easement, servitude, proxy, covenant, hypothecation, voting trust or agreement and transfer restriction under any agreement, against or with respect to tangible or intangible property or rights, whether imposed by agreement, understanding, law, equity or otherwise.

“Material Adverse Effect” shall mean an event, occurrence, condition, change or effect or a series of events, occurrences, conditions, changes or effects that, individually or in the aggregate, is or may be reasonably expected to be materially adverse to the business, financial condition, operations or properties of the person or businesses which has suffered such event, occurrence, condition, change or effect, including, but not limited to (i) the loss or revocation of any provider number or (ii) changes in law or regulations that impose additional burdens or obligations or requirements applicable to operations of not for profit hospitals in Connecticut; provided, however, that Material Adverse Effect shall exclude any changes or conditions as and to the extent such changes or conditions relate to or result from general economic conditions in the United States of America and/or such other conditions that affect the healthcare industry generally.

“Material Loss” shall have the meaning set forth in Section 1.13(b).

“Materials of Environmental Concern” shall mean chemicals, pollutants, contaminants, wastes, toxic substances, petroleum and petroleum products, including Hazardous Substances.

“Medical Records Custody Agreement” shall have the meaning set forth in Section 12.8(a).

“Name Amendments” shall have the meaning set forth in Section 10.2.

“Net Working Capital” shall mean, as of any balance sheet date, an amount equal to (i) the value of Sellers’ current assets, including without limitation, all of Sellers’ cash and cash equivalents, accounts receivables, prepaid expenses, inventories and other current assets, less (ii) Sellers’ accounts payable, accrued payroll and benefits, other accrued expenses and accounts receivable credits due to third parties, unapplied cash, the outstanding amount due from Sellers under the DIP Financing Agreement reduced by any cash payment received by JEC for its receivables and paid to HFG pursuant to the JEC Transaction, in each case determined from Sellers’ balance sheet as of the date thereof on a consolidated basis in accordance with the accounting principles applied by Sellers consistently applied. For purposes of this calculation, other accrued expenses shall exclude accrued interest on any debt which is not being assumed by Buyer pursuant to this Agreement. The applicable line items for this calculation, including numbers attributable to the various line items have been previously provided by Sellers to Buyer.

“OHCA” means the Office of Health Care Access, a division of the Department of Health.

“PBGC” shall mean the Pension Benefit Guaranty Corporation.

“PCBs” shall mean polychlorinated biphenyls.

“People’s” means People’s United Bank.

“People’s Debt” shall mean the Hospital Loan and the Surgery Center Loan together with and as evidenced by the Hospital Loan Documents and the Surgery Center Loan Documents.

“Permits and Licenses” shall have the meaning set forth in Section 1.2(d).

“Permitted Designee” shall have the meaning set forth in Section 1.2.

“Permitted Liens” shall mean Real Property Permitted Encumbrances, liens securing the Restructured People’s Debt, liens securing the HFG Debt if the Buyer and HFG agree that the Buyer will assume the HFG Debt, and the Liens listed in Schedule 1.4(a)(ix).

“Petition Date” shall have the meaning set forth in the recitals.

“Plan Custodian” shall mean Clifford Zucker, Plan Custodian under the plan of reorganization confirmed in the prior bankruptcy cases of JMMC, JMH, and JEC in 2010.

“Prepaid Expenses” shall have the meaning set forth in Section 1.2(j).

“Purchase Price” shall have the meaning set forth in Section 1.6(a).

“Purchase Price Allocation” shall have the meaning set forth in Section 12.10.

“Qualified Beneficiaries” shall have the meaning set forth in Section 10.1.

“Real Property” shall mean, collectively, the Sellers’ Owned Real Property and the Sellers’ Leased Real Property.

“Real Property Permitted Encumbrances” shall mean all of the following: (a) zoning and building laws, ordinances, resolutions and regulations, and land use regulations; (b) real property taxes and assessments for public improvements not due and payable on or before the Closing; (c) such other exceptions as the Title Company shall commit to insure over, without any additional cost to Buyer, whether such insurance is made available in consideration of payment, bonding, or otherwise (but excluding indemnity of Sellers); (d) those encumbrances approved by Buyer, in its sole and absolute discretion; and (e) with respect to the JMH Real Estate, the Evergreen Ground Lease.

“Reimbursement Obligation” shall mean the reimbursement obligations of JMMC, JMH and JEC to Buyer in respect of the Credit Support, as set forth in the Amended and Restated Seventh Amendment to Master Affiliation Agreement dated as of July 14, 2014, among Buyer, JMMC, JMH and JEC, as the same may be amended from time to time.

“Reorganization Plan” means a plan of reorganization under Chapter 11 of the Bankruptcy Code.

“Restructured Legacy Creditor Debt” shall mean the Legacy Creditor Debt, as restructured on terms mutually satisfactory to Buyer and the Legacy Creditors, in their sole and absolute discretion, providing for the assumption by the Buyer of the Legacy Creditor Debt and the payment by Buyer, on the Closing Date, of the sum of (a) \$3,000,000 plus (b) one-half of any then-unpaid Legacy Creditor Costs, up to a maximum of \$50,000, in full and final satisfaction of the Legacy Creditor Debt.

“Restructured People’s Debt” shall mean the People’s Debt, as restructured on terms mutually satisfactory to Buyer and People’s, in their sole and absolute discretion, providing for among other things, the assumption of (a) the entire principal balance of the Surgery Center Loan and (b) Seven Million Four Hundred Thousand Dollars (\$7,400,000) of the principal balance of the Hospital Loan.

“Sale Motion” shall have the meaning set forth in Section 6.2.

“Sale Order” means an order of the Bankruptcy Court in form and substance satisfactory to Buyer, in its sole discretion, with such changes as may be made by Buyer (for the avoidance of doubt, including all exhibits and schedules thereto), that, among other things, finds and provides that: (i) the Assets and Facilities sold to Buyer pursuant to this Agreement shall be transferred to Buyer free and clear of all Liens (other than Permitted Liens) and all Liabilities, causes of action, demands, guaranties, rights, restrictions, remedies, and matters of any kind or nature whatsoever, whether at law or in equity, including, without limitation, free and clear of any rights or claims based on theories of transferee or successor liability under any applicable law, statute, rule, regulation, common law or equitable principle, including, without limitation, any Environmental Laws, labor or employment laws (such as unemployment compensation), ERISA, the Code, and COBRA, of any Governmental Entity, including, without limitation, the Pension Benefit Guaranty Corporation, the IRS, state and local taxing authorities and any Governmental Entity, whether arising before or after the commencement of the Bankruptcy Case and whether imposed by agreement, understanding, law, equity, regulation, custom or otherwise, including, without limitation, the Benefit Plans, save and excepting only those Liabilities expressly assumed by Buyer in writing pursuant to Section 1.4 of this Agreement; (ii) the Bankruptcy Court shall retain jurisdiction over any claims that are not Assumed Liabilities hereunder; (iii) this Agreement was negotiated, proposed and entered into by the parties without collusion, in good faith and from arm’s length bargaining positions; (iv) this Agreement and the transactions contemplated hereby may be specifically enforced against and binding upon, and not subject to rejection or avoidance by, Sellers or any Chapter 7 or Chapter 11 trustee of Sellers appointed pursuant to the Bankruptcy Code or other representative of their respective estates; and (v) the Assumed Contracts and the Assumed Leases shall be properly assigned to and assumed by Buyer pursuant to the procedure set forth in Section 10.5 hereof, with only such exceptions as Buyer may agree in writing.

“Second Deposit Account” shall have the meaning set forth in Section 1.12.

“Seller” and “Sellers” shall have the meanings set forth in the introduction.

“Sellers’ Leased Real Property” shall have the meaning set forth in Section 1.2(b).

“Sellers’ Owned Intellectual Property” shall have the meaning set forth in Section 1.2(m).

“Sellers’ Owned Real Property” shall have the meaning set forth in Section 1.2(a).

“Sellers’ Real Property Expense Leases” shall have the meaning set forth in Section 1.2(b).

“Sellers’ Real Property Income Leases” shall have the meaning set forth in Section 1.2(g).

“Surgery Center Loan” shall mean that certain loan from People’s to JMMC in the original principal amount of \$4,500,000, dated August 24, 2004, guaranteed by JMH, as evidenced by the Surgery Center Loan Documents.

“Surgery Center Loan Documents” shall mean those certain agreements, documents and instruments executed in connection with the Surgery Center Loan by and among People’s, JMMC and JMH.

“Taxes” or “Tax” shall mean all taxes, fees, levies or other assessments, however denominated, including any interest, penalties or other additions to taxes that may become payable in respect thereof, imposed by any federal, territorial, state, local or foreign Governmental Entity, which taxes shall include, without limiting the generality of the foregoing, all income or profits taxes (including, but not limited to, federal income taxes and state income taxes), unrelated business income taxes, payroll and employee withholding taxes, unemployment insurance, social security taxes, sales and use taxes, ad valorem taxes, excise taxes, taxes under Code Section 4958, franchise taxes, gross receipts taxes, business license taxes, occupation taxes, property taxes, stamp taxes, environmental taxes, transfer taxes, workers’ compensation, alternative or add-on minimum estimated or other taxes, levies or assessments for unclaimed property under applicable escheat or unclaimed property laws and other obligations having the same nature or a nature similar to any of the foregoing.

“Tax Return” or “Tax Returns” shall mean any report, return, declaration, claim for refund, or information return or statement relating to Taxes, including any schedule or attachment thereto and including any amendment thereof.

“The Hartford” shall mean Hartford Fire Insurance Company.

“Title Company” shall mean the title company Buyer selects to issue as of the Closing Date one or more ALTA owner’s policies of title insurance (Form 2006), with extended coverage and zoning endorsements and such other endorsements as Buyer shall reasonably require.

“Trade Payables” shall mean accounts payable owed to vendors for goods sold and services rendered, in each case in the ordinary course of business, incurred within the three month period prior to the Petition Date or incurred after the Petition Date, but excluding indebtedness for borrowed money.

“Transfer Taxes” shall have the meaning set forth in Section 1.6(a)(vii).

“Transferred Contracts” shall have the meaning set forth in Section 10.5.

“Transferred Employees” shall have the meaning set forth in Section 9.1(a).

“WARN Act” shall have the meaning set forth in Section 9.1(c).

“Workers’ Compensation Liabilities” shall mean the Liability of the Sellers and JEC under their workers’ compensation insurance policy with The Hartford for the period May 31, 2014 to the Closing Date.

1.2 Sale of Assets. At the Closing, each Seller shall sell, transfer, convey, assign and deliver to Buyer all of such Seller’s respective right, title and interest in, to and under the assets, properties and business of every kind and description that are owned or held by each Seller or used by each Seller in connection with the operation of the Facilities and the Business, except the Excluded Assets (collectively, the “Assets”), including, without limitation, the following assets and properties listed in this Section 1.2. Pursuant to the Sale Order, the Assets shall be sold and conveyed to Buyer free and clear of all Liens (other than Permitted Liens) and Liabilities (other than Assumed Liabilities), including any and all claims that Buyer is a successor, transferee or continuation of Sellers or the Business. The Assets include, without limitation, the following, except as included among the Excluded Assets:

(a) all real property owned by any Seller, as more specifically described on Schedule 1.2(a), together with all buildings, improvements and fixtures located thereupon, all easements, rights of way, and other appurtenances thereto (including appurtenant rights in and to public streets), all architectural plans or design specifications relating to the development thereof and all construction in progress (collectively, the “Sellers’ Owned Real Property”);

(b) to the extent elected by Buyer pursuant to Section 10.5 hereof, the real property leasehold or sub-leasehold estates described on Schedule 1.2(b) (collectively, the “Sellers’ Leased Real Property;” the leases under which Sellers hold a leasehold or sub-leasehold estate in the Sellers’ Leased Real Property are collectively referred to herein as the “Sellers’ Real Property Expense Leases”);

(c) (i) all tangible personal property used in the operation of the Business as of the Effective Time, including, without limitation, all major, minor or other equipment, furniture, fixtures, machinery, office furnishings and instruments, Sellers’ most recent (as of the Petition Date) depreciation list previously provided to Buyer, (ii) all vehicles identified on Schedule 1.2(c)(ii) which continue to be owned by a Seller at the Effective Time, or acquired by a Seller between the Petition Date and the Effective Time and owned at the Effective Time and (iii) all inventories of supplies, non-expired drugs, food, janitorial and office supplies and other disposables and consumables existing at the Effective Time and located at any Facility, or owned or purchased by any Seller for use in connection with the Business (the “Inventories”);

(d) to the extent assignable or transferable, all licenses, Certificates of Need, Exemption Certificates, franchises, accreditations and registrations and other licenses or permits issued by a Governmental Entity or pending for issuance by a Governmental Entity in connection

with the Business, including without limitation those described in Schedule 1.2(d) as the same may be renewed from time to time following the Petition Date (collectively, the “Permits and Licenses”);

(e) all claims, causes of action and judgments in favor of Sellers relating to the physical condition or repair of the Assets, all insurance proceeds due to Buyer under Section 1.13 and, to the extent assignable, all warranties (express or implied) and rights and claims assertable by (but not against) Sellers related to the Assets;

(f) all financial, patient, medical staff, personnel (after obtaining any requisite employee consents) and other records relating to the Business or the Assets, including, without limitation, all accounts receivable records, equipment records, medical and administrative libraries, medical records, patient billing records, documents, construction plans and specifications, catalogs, books, records, files, operating manuals and current personnel records, including any electronic data relating to such records and information stored in any computer, computer server or computer equipment relating to or used in connection with the Business;

(g) to the extent elected by Buyer pursuant to Section 10.5 hereof, all lease agreements pursuant to which any Seller, as landlord, has leased to a third party, as tenant, all or some portion of the Sellers’ Owned Real Property or the Sellers’ Leased Real Property, including without limitation those described on Schedule 1.2(g) to the extent still in effect at the Effective Time or entered into by a Seller between the Petition Date and the Effective Time and in effect at the Effective Time (collectively, the “Sellers’ Real Property Income Leases”);

(h) all rights of any Seller under those Contracts, commitments and agreements and leases (including, without limitation, any design, engineering and construction contracts for planned, pending or ongoing construction projects) described on Schedule 1.2(h) (collectively, the “Assumed Contracts”);

(i) all goodwill associated with the operation of the Business and the Assets;

(j) any deposits, other current assets, other assets, escrows, prepaid taxes or other advance payments relating to any expenses of the Business, including without limitation items of the type previously provided to Buyer (collectively, the “Prepaid Expenses”);

(k) other than the Government Patient Receivables and any other Excluded Assets, and subject to the Healthcare Reimbursement Obligation, all notes, accounts receivable and other rights to receive payment for goods and services provided by Sellers in connection with the Business or otherwise arising from the operation of the Business, billed or unbilled, recorded or unrecorded, including, without limitation, any such notes, reimbursement credit balances, accounts receivable or other rights that have been charged off as bad debt, and all other notes receivable from patients and notes receivable from physicians as identified in a list previously provided to Buyer to the extent not satisfied prior to the Effective Time, and further including, without limitation, any of the same constituting Intercompany Obligations;

(l) the right to receive an amount of cash equal to the value of the Government Patient Receivables actually collected by Sellers as evidenced by statements provided to Buyer from time to time upon Buyer's request;

(m) the names used in connection with the Business, including, without limitation, Johnson Memorial Hospital, Johnson Surgery Center, Advanced Wound Center, Community Cancer Center, Home & Community Health Services, Johnson Memorial Cancer Center and Karen Davis Krzynowek Infusion Center together with all variations thereof, and the goodwill associated therewith, and all patents, trademarks, tradenames, service marks, domain names, trade secrets, copyrights, software (to the extent owned by Sellers), computer programs (to the extent owned by Sellers) and other intellectual property rights of Sellers (to the extent transferable) used in connection with the Business, including without limitation those described on Schedule 1.2(m) hereto (collectively, the "Sellers' Owned Intellectual Property");

(n) if elected by Buyer prior to Closing, each Seller's Medicare or Medicaid and other government healthcare program and commercial payor provider numbers and agreements to the extent assignable, including those items previously provided to Buyer to the extent still in effect as of the Effective Time, and rights of Sellers to settlement and retroactive adjustments, if any, for open cost reporting periods ending on or prior to the Closing Date (whether open or closed) arising from or against the U.S. Government under the terms of the Medicare program or TRICARE and against any state under its Medicaid program and against any third-party payor program that settles on a cost report basis, together with depreciation "recapture", whether recorded as a current or long-term asset;

(o) all nondisclosure or confidentiality, non-compete, or non-solicitation agreements with employees and agents of any Seller or with third parties to the extent relating to the Business or the Assets (or any portion thereof) and which are in favor of such Seller, including those set forth on Schedule 1.2(o) hereto to the extent still in effect as of the Effective Time;

(p) to the extent transferable, all of any Seller's rights under or pursuant to all warranties, representations and guarantees made by suppliers, manufacturers and contractors to the extent affecting any other Asset, other than any warranties, representations and guarantees pertaining to any Excluded Assets;

(q) all of Sellers' cash, cash equivalents, and short-term investments, except as set forth in subsection (t);

(r) all of Sellers' bankruptcy estates' interest in any and all Avoidance Actions;

(s) all equity interests in Tolland Imaging Center, LLC and all non-stock corporation membership interests and/or equity ownership interests in Northeast Regional Radiation Oncology Network, Inc. or any successor entity thereto;

(t) any funds remaining in any Administrative Expense Escrow following payment of all Administrative Expenses, which funds will be remitted by Sellers or their counsel to Buyer promptly following full and final payment of all Administrative Expenses; and

(u) except as expressly excluded in Section 1.3 below, all other property owned by Sellers, whether tangible or intangible, located at any Facility or used in connection with the Business, and any claims in favor of any Seller, whether known or unknown, contingent or otherwise.

The foregoing assets, together with the Excluded Assets, comprise substantially all of the property and assets used in the conduct and operation of the Business as of the Petition Date. Unless otherwise specified herein, the “Assets” also include all assets acquired by or leased by any Seller for use in connection with the Business between the Petition Date and the Effective Time.

The parties agree that Sellers have from time to time received or been made the beneficiaries of charitable gifts, transfers, trusts and bequests, and that these monies or any interest therein (the “Charitable Assets”) are subject to the oversight of the Office of the Attorney General of Connecticut. It is the intention of the parties that, subject to the intentions of the donors and the approval of the Attorney General and the courts, if necessary, for Charitable Assets owned by any of the Sellers, the Charitable Assets will be transferred to the Buyer or an entity selected by the Buyer, to be used for the same charitable purposes for which they were donated, and for purposes thereof included among the Assets. To the extent they cannot be so transferred, they will constitute Excluded Assets, anything in this Agreement to the contrary notwithstanding. Further, it is the intention of the parties that, for Charitable Assets as to which any of the Sellers may be designated as beneficiary, Buyer or an entity selected by the Buyer will be designated as the successor beneficiary thereof in place of the applicable Seller(s).

Notwithstanding any provision of this Agreement identifying Buyer as the purchaser of the Assets, from time to time, prior to Closing, Buyer may designate one or more subsidiaries or Affiliates of Buyer which are entities formed for not-for-profit purposes entitling them to exemption under Section 501(c)(3) of the Code to be the transferee(s) of some or all of the Assets (any such subsidiary or Affiliate being referred to herein as a “Permitted Designee”). Each Permitted Designee shall be bound by all of the terms and conditions of this Agreement affecting Buyer as if such Permitted Designee were a signatory to this Agreement. In the event of any such designation, Buyer shall guarantee the obligations of such Permitted Designee(s) hereunder.

AS IS/WHERE IS. THE ASSETS SHALL BE TRANSFERRED “AS IS” AND “WHERE IS.” EACH SELLER MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND OR NATURE (EXCEPT AS EXPRESSLY SET FORTH IN THIS AGREEMENT). NO STATUTORY OR OTHER WARRANTIES AS TO THE CONDITION OF THE ASSETS OR THE MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE ASSETS SHALL BE IMPLIED, AND EACH SELLER HEREBY EXPRESSLY DISCLAIMS ANY REPRESENTATION OR WARRANTY AS TO THE CONDITION OF THE ASSETS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

1.3 Excluded Assets; Non-Assignable Contracts.

(a) The following items are not intended by the parties to be a part of the purchase and sale of assets hereunder and are excluded from the Assets (collectively, the

“Excluded Assets”): (i) the corporate record books, minute books and Tax records of each Seller; (ii) all Inventories disposed of in the ordinary course of business prior to the Closing and all accounts receivable collected in the ordinary course of business prior to the Closing; (iii) subject to the terms of Section 1.2(l), the Government Patient Receivables; (iv) except if Buyer elects pursuant to Section 1.2(n) to accept assignment of each Seller’s Medicare and Medicaid provider number and provider agreements, rights of Sellers to settlement and retroactive adjustments, if any, for open cost reporting periods ending on or prior to the Closing Date (whether open or closed) arising from or against the U.S. Government under the terms of the Medicare program or TRICARE and against any state under its Medicaid program and against any third-party payor program that settles on a cost report basis, together with depreciation “recapture”, whether recorded as a current or long-term asset; (v) rights of any Seller arising pursuant to this Agreement; (vi) all executory contracts or unexpired leases, whether oral or written, to which any Seller is a party which are not Assumed Contracts or Assumed Leases, and all assets leased, licensed or otherwise held pursuant thereto; (vii) personnel records to the extent the employees subject of such records have not consented in writing to the transfer of such records to the extent required by applicable law; (viii) all rights with respect to attorney-client privilege, attorney work product, accountant-client privilege and similar privileges and doctrines; (ix) all claims, counterclaims, rights and defenses of any Seller with respect to any other Excluded Asset and/or any Excluded Liability; and (x) any other assets as identified in a list previously provided to Buyer.

(b) Notwithstanding anything to the contrary in this Agreement, and subject to the provisions of this Section 1.3, to the extent that the assignment or transfer, or attempted assignment or transfer, to Buyer of any Assumed Contract or Assumed Lease would result in a violation of applicable law, or would require the consent, authorization, approval or waiver of a person who is not a party to this Agreement or an Affiliate of a party to this Agreement (including any Governmental Entity), and such consent, authorization, approval or waiver shall not have been obtained prior to the Closing, this Agreement shall not constitute an assignment, or transfer, or an attempted assignment or transfer, thereof; *provided, however*, that, subject to the satisfaction or waiver of the conditions contained in Articles VII and VIII, the Closing shall occur notwithstanding the foregoing without any adjustment to the Purchase Price on account thereof. Following the Closing, Sellers and Buyer shall use commercially reasonable efforts, and shall cooperate with each other, to obtain any such required consent, authorization, approval or waiver, or any release, substitution or amendment required to novate all Liabilities under any and all Assumed Contracts and Assumed Leases or to obtain in writing the unconditional release of all parties to such arrangements, so that, in any case, Buyer shall be solely responsible for such Liabilities from and after the Closing Date; *provided, however*, that neither Sellers nor Buyer shall be required to pay any consideration therefor. Once such consent, authorization, approval, waiver, release, substitution or amendment is obtained, Sellers shall be deemed, to have assigned and transferred to Buyer the relevant Assumed Contract or Assumed Lease to which such consent, authorization, approval, waiver, release, substitution or amendment relates for no additional consideration retroactive to the Effective Time, without need for further action of any Person, except as may be required by the Bankruptcy Court.

(c) To the extent that any Assumed Contract or Assumed Lease cannot be transferred to Buyer following the Closing, Buyer and Sellers shall use commercially reasonable efforts to enter into such arrangements (such as subleasing, sublicensing or subcontracting) to

provide to the parties the economic and, to the extent permitted under applicable law, operational equivalent of the transfer of such Assumed Contract or Assumed Lease to Buyer as of the Closing and the performance by Buyer of its obligations with respect thereto. To the extent that Buyer is receiving such economic and operational benefit, Buyer shall, as agent or subcontractor for Sellers, pay, perform and discharge fully the Liabilities of Sellers thereunder from and after the Closing Date. To the extent permitted under applicable law, Sellers shall, at Buyer's expense, hold in trust for and pay to Buyer promptly upon receipt thereof, such Assumed Contract or Assumed Lease and all income, proceeds and other monies received by Sellers to the extent related to such Assumed Contract or Assumed Lease in connection with the arrangements under this Section 1.3.

1.4 Assets Free and Clear; Assignment and Assumption Agreement.

(a) Notwithstanding any other provision hereof to the contrary, the Assets shall be sold and transferred to Buyer free and clear of all Liabilities and Liens, except (i) subject to the terms of Section 1.6(b)(i), the HFG Debt and the Liens securing the HFG Debt; (ii) the Restructured People's Debt in an amount not to exceed Ten Million Five Hundred Thousand Dollars (\$10,500,000) of principal plus all outstanding and accrued interest on the Restructured People's Debt and the Liens securing the Restructured People's Debt; (iii) the Trade Payables; (iv) the Reimbursement Obligation directly attributable to the Sellers, in the event Buyer designates a Permitted Designee, and the Workers' Compensation Liabilities directly attributable to the Sellers in an amount not to exceed Two Million Dollars (\$2,000,000); (v) the accrued and unpaid obligations of any Seller with respect to payroll, paid-time-off, incentive compensation and expense reimbursements as of the Effective Time (the "Accrued Employee Liabilities"); (vi) the obligations described in subsection (b) below; (vii) obligations of any Seller which are Intercompany Obligations; (viii) Real Property Permitted Encumbrances and other Permitted Liens; (ix) the Liabilities of Sellers, and Liens relating thereto, if any, set forth on Schedule 1.4(a)(ix); (x) the Healthcare Reimbursement Obligation in an amount not to exceed Two Million Two Hundred Thousand Dollars (\$2,200,000); (xi) only if Buyer elects to accept assignment of each Seller's Medicare and Medicaid provider number and provider agreements pursuant to Section 1.2(n), all Liabilities under Sellers' Medicare and Medicaid provider numbers and agreements; and (xii) the Restructured Legacy Creditor Debt in an amount not to exceed (A) \$3,000,000 plus (B) one-half of the Legacy Creditor Costs, up to a maximum of \$50,000, and the Liens securing the Restructured Legacy Creditor Debt (collectively, the "Assumed Liabilities").

(b) Buyer shall expressly assume the Assumed Liabilities and all of Sellers' obligations with respect to events or periods on and after the Effective Time under the Assumed Contracts and the Assumed Leases, including without limitation the Collective Bargaining Agreement, pursuant to the Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") in substantially the form attached hereto as Exhibit 1.4(b).

(c) Except for the Assumed Liabilities, obligations with respect to events or periods on and after the Effective Time under the Assumed Contracts and obligations with respect to events or periods on and after the Effective Time under the Assumed Leases, Buyer is not assuming, and shall not be deemed to have assumed, any other Liability of any Seller, or any

of their Affiliates, fixed or contingent, disclosed or undisclosed, recorded or unrecorded, currently existing or hereafter arising, or otherwise.

(d) With respect to any indebtedness secured by a Lien on the Assets, if the indebtedness is not expressly assumed by Buyer, any such Lien shall attach to the proceeds of sale.

1.5 Excluded Liabilities. Other than the Assumed Liabilities, Buyer shall not assume and shall not be liable for any Liabilities of any Seller (all Liabilities of any Seller that are not Assumed Liabilities are referred to collectively as the “Excluded Liabilities”).

1.6 Purchase Price.

(a) Subject to the terms and conditions hereof, in consideration for the Assets, the Buyer agrees to assume the Assumed Liabilities and pay an amount equal to or assume the obligations as follows:

(i) the aggregate amount of (A) the Restructured People’s Debt assumed by Buyer in an amount of up to Ten Million Five Hundred Thousand Dollars (\$10,500,000) of principal plus all outstanding and accrued interest on the People’s Debt, (B) the HFG Debt, which will be assumed or paid in full by Buyer as described below, and (C) the Restructured Legacy Creditor Debt assumed by Buyer in the amount of (I) \$3,000,000 plus (II) one-half of the unpaid Legacy Creditor Costs, up to a maximum of \$50,000;

(ii) the Cure Costs under all Assumed Leases and Assumed Contracts in an amount up to Five Hundred Thousand Dollars (\$500,000);

(iii) without duplication, the aggregate amount of the Reimbursement Obligation directly attributable to the Sellers and assumed by Buyer and the aggregate amount of the Workers’ Compensation Liabilities directly attributable to the Sellers and assumed by Buyer in an amount up to Two Million Dollars (\$2,000,000);

(iv) Five Hundred Thousand Dollars (\$500,000) (such amount being referred to herein as the “Cash Payment”);

(v) the aggregate amount of Trade Payables assumed by Buyer;

(vi) the Accrued Employee Liabilities;

(vii) the aggregate amount of any transfer taxes, fees or similar assessments resulting from the sale of the Assets pursuant hereto and paid by Buyer in an amount up to Three Hundred Thousand Dollars (\$300,000) (the “Transfer Taxes”);

(viii) the Healthcare Reimbursement Obligation in an amount up to Two Million Two Hundred Thousand Dollars (\$2,200,000); and

(ix) the aggregate amount of any premiums to obtain the insurance described in Section 5.7 hereof (the items in (i) through (viii) are, together with the assumption of the Assumed Liabilities, collectively, the “Purchase Price”).

(b) The Purchase Price shall be payable as follows:

(i) the HFG Debt will be paid in full or assumed by Buyer on terms and conditions mutually acceptable to the Buyer and HFG;

(ii) the accrued and outstanding interest on the People’s Debt shall be paid at Closing and the Restructured People’s Debt shall be payable over time as set forth in and pursuant to their respective terms;

(iii) the Cure Costs under the Assumed Leases and Assumed Contracts shall be payable as mutually agreed to by Sellers and Buyer;

(iv) the Reimbursement Obligation shall be paid by the applicable Permitted Designee, if any, in the ordinary course of business and the Workers’ Compensation Liabilities shall be payable as and when due, provided that if Buyer does not appoint a Permitted Designee and in fact purchases the Assets directly, the Reimbursement Obligation shall be forgiven;

(v) the Cash Payment will be paid as more specifically set forth in Schedule 1.6(b)(v), such Schedule to be completed by Buyer prior to Closing and to include administrative expenses incurred in the Sellers’ bankruptcy cases (collectively, the “Administrative Expenses”) (Sellers shall have the right to approve the Administrative Expenses set forth in such Schedule, in their reasonable discretion);

(vi) the payment of the premium for the “tail” or other insurance required by Buyer pursuant to Section 5.7 to the applicable insurance carrier;

(vii) the Trade Payables shall be assumed by Buyer;

(viii) the Accrued Employee Liabilities shall be paid to or for the benefit of the applicable employees of Sellers in accordance with applicable law;

(ix) any Transfer Taxes shall be paid by Buyer to the appropriate Governmental Entity on the Closing Date;

(x) the Healthcare Reimbursement Obligation and any other Assumed Liabilities shall be paid by Buyer in the ordinary course of business; and

(xi) the Restructured Legacy Creditor Debt will be assumed and paid in full by Buyer on the Closing Date.

1.7 Additional Investment. In addition to the Purchase Price, Buyer anticipates spending up to Thirteen Million Dollars (\$13,000,000) within the first three (3) years following

the Closing on investments in technology, capital improvements, expanded services and routine replacements for the Facilities.

1.8 Taxes. Subject to the last sentence of Section 1.9 hereof, each Seller shall pay all Taxes, if any, applicable to such Seller, but not including any Transfer Taxes resulting from the sale of the Assets pursuant hereto. Buyer shall pay all Taxes, if any, applicable to Buyer, and all Transfer Taxes payable on account of the transactions contemplated by this Agreement.

1.9 Tax Obligations. To the extent necessary to transfer Assets to Buyer free and clear of Liens (other than Permitted Liens) and Liabilities (except Assumed Liabilities), each Seller shall be responsible for and shall pay any Taxes arising or resulting from or in connection with its ownership and/or operation of the Assets for taxable periods (i) ending before the Effective Time or (ii) for those portions up to the Effective Time of a taxable period that begins prior to, but ends after, the Effective Time. Buyer shall be responsible for and shall pay all Taxes in connection with the ownership of the Assets for taxable periods or portions thereof beginning as of the Effective Time. Notwithstanding the foregoing, prior to the Effective Time, each Seller shall pay when due any and all provider taxes and, after the Effective Time, the Buyer shall pay when due any and all provider taxes regardless of whether such taxes are attributable to taxable periods ending before the Effective Time.

1.10 Cooperation With Respect to Taxes. The parties to this Agreement shall reasonably cooperate, including without limitation during times of audit by taxing authorities and in preparation of Tax Returns, to avoid payment of duplicate or inappropriate Taxes, and each party shall furnish, at the reasonable request of the other, proof of payment of any such Taxes or any other documentation that is a prerequisite to avoiding payment of a duplicate or inappropriate Tax. Such cooperation shall include, without limitation, furnishing information regarding prior years' Tax Returns and related work papers, rulings and determinations by any tax authority.

1.11 Reserved.

1.12 Lock Box. Each Seller hereby appoints, from and after the Closing Date, Buyer, and Buyer agrees to act, as its collection agent with respect to its Government Patient Receivables. In connection therewith, on or before the Closing Date, Buyer shall establish on each Seller's behalf (and with such Seller's tax identification number) a "lock box" at a financial institution selected by Buyer (subject to such Seller's approval, which shall not be unreasonably withheld), or alternatively Buyer and such Seller may agree to designate and use an existing "lock box" bank account owned by Seller (the "Designated Lock Box Account"), and after the Closing, Buyer, as agent for such Seller and on such Seller's behalf, shall deposit in such designated lock box all cash, checks, drafts or other similar items of payment of such Government Patient Receivables. Each Seller shall provide standing instructions in writing to the financial institution at which such account is maintained directing all proceeds deposited in the Designated Lock Box Account be swept out on a daily basis to another deposit account at the financial institution owned by such Seller (the "Second Deposit Account"). Such Seller shall assign all such amounts deposited on its behalf into the Second Deposit Account to Buyer in full satisfaction of its obligation to transfer to Buyer an amount equal to the value of its Government Patient Receivables actually collected, as set forth in Section 1.2(1). Each Seller's agreement

with the financial institution shall require such Seller to provide at least ten (10) days prior written notice to the bank and obtain approval from the Bankruptcy Court before any change to these standing instructions shall become effective and shall require the bank to notify the Buyer of any change to these standing instructions at least five (5) days before becoming effective. Any change in the standing instructions not agreed to in writing in advance by Buyer shall constitute a material breach of the applicable Seller's obligations under this Agreement. The provisions of this Section 1.12 shall be subject to the rights of HFG as it relates to the Government Patient Receivables and in the event the Buyer assumes the HFG Debt, the lock box arrangement must be satisfactory to HFG.

1.13 Casualty and Condemnation Loss Provision.

(a) The risk of loss or damage to any of the Assets shall remain with Sellers until the Effective Time, and Sellers shall maintain their insurance policies covering the Assets and all other property through the Effective Time. If any material part or portion of the Assets is damaged, lost or destroyed (whether by fire, theft or other casualty event) prior to the Effective Time, Sellers shall notify Buyer ("Casualty Notice") as soon as possible of such damage, loss or destruction. The Casualty Notice shall set forth Sellers' good faith, reasonable estimate of the fair market value of the cost to repair, replace or restore (as applicable) such damage, loss or destruction (the "Estimate").

(b) In the event that there is damage, loss or destruction to the Assets (collectively, the "Casualty Assets") and (i) it can reasonably be anticipated that such damage, loss or destruction will prevent Buyer from providing a material service at any Facility for more than sixty (60) days after the Closing Date and so as to cause a Material Adverse Effect; or (ii) the Estimate is greater than \$3,000,000 in excess of any applicable insurance recovery (either (i) or (ii), a "Material Loss"), Buyer may, within ten (10) days after receipt of the Estimate, by written notice to Sellers, terminate this Agreement.

(c) If, prior to the Effective Time, any part or portion of the Assets is destroyed, lost or damaged (i) to an extent that does not result in a Material Loss or (ii) to an extent that there is a Material Loss and Buyer chooses not to terminate this Agreement, Buyer and Sellers shall consummate the transactions contemplated in this Agreement, subject to the other terms and conditions of this Agreement, and, at the Effective Time, Sellers shall deliver possession of the Assets to Buyer in such physical condition as the same may then exist; provided that, in such event, Sellers shall assign to Buyer the right to receive any net insurance proceeds for the property loss or damage to the Assets and reduce the cash portion of the Purchase Price by an amount equal to any deductible or other reduction below fair market value of the applicable Assets of the net insurance proceeds received in connection therewith. For purposes of effecting this Section 1.13, Buyer will be a named additional insured on Sellers' property insurance.

(d) If, prior to the Effective Time, any Seller becomes aware that any condemnation proceeding is threatened or filed in respect of any Real Property, Sellers shall give prompt written notice thereof to Buyer, in which event Sellers agree to negotiate in good faith with Buyer regarding the effect, if any, such a proceeding shall have on the transactions contemplated herein. In the event that the condemnation proceeding relates to a material portion

of any Facility as determined by Buyer in good faith, Buyer shall have the option to terminate this Agreement or proceed with Closing, provided, that Buyer shall be entitled to receive the entire condemnation award. Buyer shall have the right to approve or disapprove any proposed settlement concerning any filed or threatened condemnation proceeding relating to any of the Assets.

(e) The provisions of this Section 1.13 shall be subject to the rights of People's under the Hospital Loan Documents and the Surgery Center Loan Documents.

1.14 Deposit. Concurrently with the execution of the Original Purchase Agreement Buyer deposited into an escrow (the "Deposit Escrow") with the Title Company as escrow agent (the "Deposit Escrow Holder"), an amount equal to Seven Hundred Fifty Thousand Dollars (\$750,000.00) (together with interest earned thereon, the "Deposit") in immediately available, good funds, pursuant to joint instructions to be delivered to the Deposit Escrow Holder. Upon receipt of such funds, the Deposit Escrow Holder deposited the Deposit into an interest-bearing account. The Deposit is held pursuant to an Escrow Agreement (the "Escrow Agreement") entered into by the parties and Deposit Escrow Holder concurrently with the execution of the Original Purchase Agreement. At Closing, the Deposit shall be paid over to Sellers. If this Agreement terminates for any reason, the Deposit shall be paid over to Sellers or returned to Buyer, as set forth in Section 11.3 and the Escrow Agreement.

2. CLOSING.

2.1 Closing. The consummation of the purchase and sale of the Assets (the "Closing") shall take place at the offices of Hinckley, Allen & Snyder LLP or such other agreed upon location, at 10:00 A.M. local time on the last business day of the month in which all of the conditions precedent thereto have been satisfied, except those that are to be satisfied at the time of the Closing, or at such other time as the parties hereto may mutually designate in writing (the "Closing Date"), but in no event later than January 14, 2016, or such other date as the parties may agree in writing. The Closing shall be effective for all purposes at 12:01 A.M. on the first calendar day of the next succeeding month or at such other point in time as the parties may agree in writing (the "Effective Time").

2.2 Actions of Sellers at Closing. At the Closing, each Seller shall deliver, or cause to be delivered, to Buyer the following (each Seller hereby acknowledges and agrees that the agreements described in this Section 2.2 shall expressly provide that the Assets shall be delivered free and clear of all Liens (other than Permitted Liens) and Liabilities (other than Assumed Liabilities)):

(a) One or more quitclaim deeds or deeds in transferable and recordable form, reasonably acceptable to each of Buyer and the Title Company, executed by a duly appointed duly authorized officer and/or representative of such Seller, conveying to Buyer all of such Seller's right and interest to the Sellers' Owned Real Property, subject only to the applicable Real Property Permitted Encumbrances that affect any such parcel;

(b) An Assignment and Assumption Agreement executed by a duly authorized officer and/or representative of such Seller;

(c) A general bill of sale and assignment substantially in the form attached hereto as Exhibit 2.2(c) (the “Bill of Sale”) executed by a duly authorized officer and/or representative of such Seller;

(d) The applicable Name Amendments for filing with the Office of the Connecticut Secretary of the State;

(e) A secretary’s certificate, including copies of resolutions duly adopted by its board of directors or other governing body authorizing and approving the performance of each of the transactions contemplated hereby and the execution and delivery of this Agreement and the documents described herein, together with certificates of incumbency, certified as true and of full force as of the Closing by an appropriate officer of such Seller;

(f) A certificate of the respective President or a Vice President of such Seller, certifying that the conditions set forth in Sections 7.1, 7.3 (as it relates to Sellers), 7.4 and 7.6 have been satisfied;

(g) A certificate of existence of such Seller from the Office of the Connecticut Secretary of the State dated not more than ten (10) days prior to Closing;

(h) A title insurance affidavit substantially in the form of Exhibit 2.2(h) hereto as requested by the Title Company;

(i) Reserved;

(j) Copies of insurance policies and certificates of insurance evidencing the insurance described in Section 5.7;

(k) JMH shall deliver a Drug Enforcement Administration limited power of attorney fully executed by a duly authorized officer of JMH (the “DEA Power of Attorney”), substantially in the form attached hereto as Exhibit 2.2(k);

(l) A certificate of non-foreign status, dated as of the Closing Date, executed by a duly authorized officer of such Seller, in form and substance required under the Treasury Regulations pursuant to Section 1445 of the Code, substantially in the form of Exhibit 2.2(l) hereto;

(m) Reserved;

(n) The Medical Records Custody Agreement; and

(o) Such other instruments and documents as Buyer reasonably deems necessary to effectuate the transactions contemplated hereby.

Simultaneously with the delivery of the foregoing items and as reasonably required at any time thereafter, each Seller will take all steps as may reasonably be required to put Buyer in actual possession and operating control of the Assets following the Closing.

2.3 Actions of Buyer at Closing. At the Closing, Buyer shall deliver, or cause to be delivered, to Sellers or their representatives:

(a) Payment of the Purchase Price less the Deposit as determined in accordance with and payable pursuant to Section 1.6 hereof;

(b) The Assignment and Assumption Agreement, all executed by a duly authorized officer of Buyer;

(c) Reserved;

(d) The Medical Records Custody Agreement;

(e) A copy of resolutions duly adopted by the board of directors of Buyer authorizing and approving Buyer's performance of the transactions contemplated hereby and the execution and delivery of the documents described herein, certified as true and of full force as of the Closing by an appropriate officer of Buyer;

(f) A certificate, dated as of the Closing Date, of an appropriate officer of Buyer certifying that the conditions set forth in Sections 8.1 and 8.2 (as it relates to Buyer) have been satisfied;

(g) A certificate of incumbency, dated as of the Closing Date, for the officers of Buyer making certifications for Closing or executing this Agreement, the Assignment and Assumption Agreement, or any other documents, agreements or certificates contemplated by the terms hereof to be executed and delivered by Buyer; and

(h) A certificate of existence of Buyer from the Office of the Connecticut Secretary of the State dated not more than ten (10) days prior to Closing.

3. REPRESENTATIONS AND WARRANTIES OF SELLERS.

As of the Petition Date and as of the Closing Date, Sellers hereby jointly and severally represent and warrant to Buyer the following:

3.1 Existence and Capacity. Each Seller is a nonstock corporation, duly organized, validly existing and in good standing under the laws of the State of Connecticut with all requisite corporate power and authority to own, operate and lease its properties, including, without limitation, the Assets.

3.2 Binding Agreement. This Agreement constitutes the valid, legal and binding obligation of each Seller, enforceable against such Seller in accordance with its terms. Upon the execution and delivery by each Seller of such other agreements as may be required pursuant to Section 2.2, such agreements will constitute valid, legal and binding obligations of such Seller, enforceable against such Seller in accordance with their terms.

3.3 Powers; Consents; Absence of Conflicts With Other Agreements. The execution, delivery, and performance of this Agreement by each Seller and all other agreements referenced

herein, or ancillary hereto, to which such Seller is a party, and the consummation of the transactions contemplated herein by such Seller:

(a) are within such Seller's authority and power, are not in contravention of law or of the terms of such entity's organizational documents and have been duly authorized by all appropriate action of such Seller;

(b) except as set forth on Schedule 3.3, do not require any approval or consent of, or filing with, any Governmental Entity bearing on the validity of this Agreement which is required by law or the regulations of any such Governmental Entity, assuming the accuracy of Buyer's representation and warranty set forth in Section 4.6; and

(c) assuming the accuracy of Buyer's representation and warranty set forth in Section 4.6, will not violate any statute, law, ordinance, rule or regulation of any Governmental Entity to which any Seller or the Assets may be subject; and will not violate any judgment, decree, order, writ or injunction of any court or Governmental Entity to which any Seller, or the Assets may be subject.

3.4 Sufficiency of Assets. Except for the Excluded Assets, the Assets constitute, in the aggregate, all the assets, interests, rights and property used by Sellers in connection with the operation of the Business as currently conducted.

3.5 Title to Tangible Personal Property. Seller has good and valid title to, or a valid leasehold interest in, all tangible personal property included in the Assets.

3.6 Real Property. Schedule 1.2(a) sets forth the Sellers' Owned Real Property. Seller has good and marketable fee simple title to the Sellers' Owned Real Property. Schedule 1.2(b) sets forth the Sellers' Leased Real Property. No Seller has received any written notice of existing, pending or threatened (i) condemnation proceedings affecting the Sellers' Owned Real Property or Sellers' Leased Real Property, or (ii) zoning, building code or other moratorium proceedings, or similar matters which would reasonably be expected to materially and adversely affect the ability to operate the Sellers' Owned Real Property or Sellers' Leased Real Property as currently operated. Neither the whole nor any material portion of any Sellers' Owned Real Property or Sellers' Leased Real Property has been damaged or destroyed by fire or other casualty.

4. REPRESENTATIONS AND WARRANTIES OF BUYER.

As of the Petition Date and as of the Closing Date, Buyer hereby represents and warrants to Sellers the following:

4.1 Existence and Capacity. Buyer is a nonstock corporation duly organized, validly existing and in good standing under the laws of the State of Connecticut with all requisite corporate power and authority to own, operate and lease its properties.

4.2 Binding Agreement. This Agreement constitutes the valid, legal and binding obligation of Buyer enforceable against Buyer in accordance with its terms. Upon the execution and delivery by Buyer of such other agreements as may be required pursuant to Section 2.3

herein, such agreements will constitute valid, legal and binding obligations of Buyer enforceable against Buyer in accordance with their terms.

4.3 Powers; Consents; Absence of Conflicts With Other Agreements. The execution, delivery, and performance of this Agreement by Buyer and the execution, delivery and performance by Buyer of all other agreements referenced herein, or ancillary hereto, to which Buyer is a party, and the consummation of the transactions contemplated herein by Buyer: are within Buyer's corporate powers, are not in contravention of law or of the terms of Buyer's organizational or governing documents and have been duly authorized by all appropriate action; except as set forth on Schedule 4.3, do not require any approval or consent of, or filing with, any Governmental Entity bearing on the validity of this Agreement which is required by law or the regulations of any such Governmental Entity; will not conflict with, require consent under or result in any breach or contravention of, or the creation of any Lien under, any indenture, agreement, lease, instrument or understanding to which Buyer or its Affiliates is a party or by which any of them is bound or any of their assets is subject; will not violate any statute, law, ordinance, rule or regulation of any Governmental Entity to which Buyer or its Affiliates may be subject; and will not violate any judgment, decree, order, writ or injunction of any court or Governmental Entity to which Buyer or its Affiliates may be subject.

4.4 Continuation of Sellers' business. It is the present intention of Buyer to continue the historic business lines and services of Sellers.

4.5 Wherewithal to Perform Obligations. Buyer has sufficient funds, personnel, property, assets and other resources to undertake and perform its obligations under this Agreement.

4.6 HSR Act. The Board of Directors of the "ultimate parent entity" of the "acquiring person" of which Buyer is a part for purposes of the HSR Act has determined that the fair market value of the Assets and the assets to be sold pursuant to the JEC Transaction is less than \$75,900,000.

5. COVENANTS PRIOR TO CLOSING.

5.1 Operations. Between the Petition Date and the earlier of the Effective Time or the termination of this Agreement, with respect to the ownership and operation of the Assets and Facilities and subject to the terms of the Affiliation Agreements, each Seller will:

(a) carry on the Business in substantially the same manner as it has been heretofore conducted, and not make any material change in personnel or operations and not make any change in its finance or accounting policies or practices;

(b) maintain the Assets in substantially as good working order and condition as at present, ordinary wear and tear excepted;

(c) perform in all respects their obligations under agreements relating to or affecting the Assets, including, without limitation, stay current on all executory contracts to which it is a party;

(d) keep in full force and effect present insurance policies or other comparable insurance coverage;

(e) keep current in payment of its wages and maintenance of its benefits to its employees;

(f) continue to timely dispose of any expired drugs and pharmaceuticals in the ordinary course of business and as required by applicable law; and

(g) use commercially reasonable efforts to maintain and preserve its business organization intact, to retain its present employees, to maintain its relationships with suppliers, physicians, patients and others having business relations with any Facility and to maintain all Permits and Licenses in full force and effect.

5.2 Performance Under Affiliation Agreements. Until the earlier of the Closing Date and the date that is fifteen (15) days following the date of termination of this Agreement, Saint Francis will continue to be a party to and perform its obligations under the Affiliation Agreements, subject to the terms of those agreements.

5.3 Efforts to Close. Each party hereto shall use commercially reasonable efforts to proceed toward the Closing and to cause the other parties' conditions to Closing to be met as soon as practicable and consistent with the other terms contained herein. Each party hereto shall notify the other parties as soon as practicable of any event or matter which comes to such party's attention which may reasonably be expected to prevent the conditions to such party's obligations being met.

5.4 Consents. Each party hereto will use its respective commercially reasonable efforts to obtain all permits, approvals, authorizations and consents of all third parties necessary or desirable for the purpose of (i) consummating the transactions contemplated hereby or (ii) enabling Buyer to operate the Business in the ordinary course after the Closing. Each Seller agrees to cooperate reasonably with Buyer in Buyer's efforts (A) to make any required filings and to obtain any third party consents or governmental approvals necessary in order to consummate the transactions contemplated hereby, (B) to respond to any governmental investigation of such transactions, and (C) to defend any legal or administrative proceedings challenging such transactions. Each Seller will, upon reasonable request, cooperate with Buyer and its representatives and counsel, in the preparation of any document or other material which may be required by any Governmental Entity as a predicate to or result of the transactions herein contemplated. Buyer's and Sellers' obligations pursuant to filings with Governmental Entities shall be controlled by Section 5.9.

5.5 Notice; Efforts to Remedy. Prior to the Closing, each party shall promptly give written notice to the other parties hereto upon becoming aware of the impending occurrence of any event which would cause or constitute a breach of any such party's representations, warranties or covenants in this Agreement or cause a Material Adverse Effect. Prior to the Closing, each party shall use its commercially reasonable efforts to prevent or promptly remedy any breach of its representations, warranties or covenants contained in this Agreement.

5.6 Termination of Employees. Effective as of the Closing Date, Sellers shall take appropriate action to terminate the employment of all Employees and to remove such Employees from their payrolls, with Buyer responsible for all Accrued Employee Liabilities as an Assumed Liability.

5.7 Tail Insurance. Sellers shall obtain “tail” or other insurance, in form and substance (including cost and amount) acceptable to Buyer, in its commercially reasonable discretion, to insure against Liabilities of the Facilities, Employees (including without limitation professional employees) and the Business relating to all periods prior to the Effective Time.

5.8 Evergreen Ground Lease. Buyer agrees to consent to the assignment by JEC and assumption by the purchaser of the assets in the JEC Transaction of the Evergreen Ground Lease, pursuant to an assignment and assumption agreement, in form and substance acceptable to Buyer.

5.9 CON and Other Regulatory Filings.

(a) Buyer and Sellers shall collaborate on the development and prosecution of a joint certificate of need application to be filed with OHCA for approval of the transactions contemplated by this Agreement. The parties agree that Buyer will prepare the first draft of the CON application, including all documents and exhibits related thereto, which shall be subject to review by the parties and shall be approved by Buyer and Sellers before the final CON application is filed with OHCA. Buyer shall pay for the costs relating to the CON application, including the cost of its financial advisors for the CON, except that each party shall be responsible for its own attorney’s fees.

(b) Each Party hereto shall, as promptly as possible, use its reasonable best efforts to obtain, or cause to be obtained, all consents, authorizations, orders and approvals from all Governmental Entities in addition to the CON Filing and OHCA approval under Section 5.9(a), that may be or become necessary for its execution and delivery of this Agreement and the performance of its obligations pursuant to this Agreement. Each party shall cooperate fully with the other party and its Affiliates in promptly seeking to obtain all such consents, authorizations, orders and approvals. The parties hereto shall not willfully take any action that will have the effect of delaying, impairing or impeding the receipt of any required consents, authorizations, orders and approvals.

(c) Buyer and Sellers will coordinate all communications with Governmental Entities. Buyer and Sellers will inform one another of any communication from any Governmental Entity concerning this Agreement and the transactions contemplated herein promptly after receiving such communication.

6. BANKRUPTCY COURT APPROVALS.

6.1 Bankruptcy Court Approvals, Generally. This Agreement is subject to approval by the Bankruptcy Court.

6.2 Sale Procedures Order and Sale Order. Promptly following the Execution Date (and in no event later than two business days following the Execution Date), Sellers shall make a

motion (the “Sale Motion”) seeking entry of the Sale Order, in the form attached hereto as Exhibit 6.2, or in such other form that is satisfactory to Buyer, in its sole discretion.

Sellers shall use reasonable good faith efforts to obtain entry of the Sale Order by the Bankruptcy Court as soon as practicable, and in no event later than May 15, 2015, unless Buyer in its sole discretion agrees to a later date. The Sale Order shall (i) approve the sale of the Assets to Buyer on the terms and conditions set forth in this Agreement and authorize Sellers to proceed with the transactions contemplated herein, (ii) include a specific finding that Buyer or its designee is a good faith buyer of the Assets, and (iii) state that the sale of the Assets to Buyer or its designee shall be free and clear of all Liabilities and Liens whatsoever (other than Assumed Liabilities and Permitted Liens).

7. CONDITIONS PRECEDENT TO OBLIGATIONS OF BUYER.

The obligations of Buyer to purchase the Assets in accordance with the terms of this Agreement are subject to the satisfaction, on or prior to the Closing Date, of the following conditions unless waived in writing by Buyer:

7.1 Representations/Warranties. The representations and warranties of each Seller made in this Agreement qualified as to materiality shall be true and correct, and those not so qualified shall be true and correct in all material respects when made as of the Closing Date as though such representations and warranties had been made on and as of such Closing Date. Each Seller shall have duly performed, complied with and satisfied all covenants, agreements and conditions required by this Agreement to be performed, complied with or satisfied in all material respects by it prior to the time of the Closing.

7.2 Pre-Closing Confirmations. Buyer shall have obtained documentation or other evidence confirming the following:

- (a) The Sale Order shall have been issued and have become a Final Order;
- (b) confirmation and effective transfer or reissuance (upon Closing) of the appropriate registration and/or licensure of the Facilities to the extent required by the State of Connecticut for continued operation of the Facilities by Buyer after the Closing;
- (c) if an assignment of the Medicare and Medicaid provider numbers is elected by Buyer pursuant to Section 1.2(n) hereof, confirmation of Medicare and Medicaid certification of the Facilities or if such assignments are not so elected by Buyer, Buyer and Sellers shall have taken all steps necessary and appropriate, including filing of CMS Form 855 and sending notification and any applicable application to the Connecticut Department of Social Services, to apply for and obtain Medicare and Medicaid certification of the Facilities as soon as practicable after the Closing;
- (d) confirmation from the Department of Health as to any necessary registration and licensure matters with respect to the operation by Buyer of the Facilities and all presently authorized services on and after the Closing;

(e) issuance by OHCA of a CON approving this Agreement and the transactions contemplated herein without the imposition of any condition deemed by Buyer to be materially burdensome, as determined in Buyer's reasonable discretion;

(f) confirmation of receipt of all other required approvals, licenses, consents, authorizations, and permits from all Governmental Entities required to consummate the transactions herein contemplated and to permit Buyer to operate the Facilities and all presently authorized services on and after the Closing; and

(g) confirmation of receipt of all required approvals and consents of the Roman Catholic Church approving the transactions contemplated herein.

7.3 Action/Proceeding. No action, proceeding, investigation or administrative hearing before a court or any other Governmental Entity shall have been instituted or threatened against any Seller or Buyer which seeks injunctive relief in anticipation of the sale of the Assets and may reasonably be expected to prohibit the sale of the Assets to Buyer or seeks damages in a material amount by reason of the consummation of the transactions contemplated hereby.

7.4 Adverse Changes. A Material Adverse Effect on the Business, the Hospital, the Assets or a Facility shall not have occurred after the date hereof and be continuing as of the Closing Date, a Material Adverse Effect shall not be in existence, or there shall not have occurred any event that with reasonable certainty would constitute or cause a Material Adverse Effect.

7.5 Proceedings and Documents Satisfactory. Buyer shall have received such certificates, opinions and other documents, including without limitation, those identified in Section 2.2 hereof in order to consummate the transactions contemplated hereby on the terms set forth herein, all of which shall be in form and substance reasonably satisfactory to it and its counsel. All proceedings in connection with the purchase and sale of the Assets and all certificates and documents delivered to Buyer pursuant to this Agreement shall be reasonably satisfactory in form and substance to Buyer and its counsel acting reasonably and in good faith.

7.6 No Investigation; Satisfactory Resolution of CMS Investigation. Except as previously disclosed in writing by Sellers to Buyer prior to the Petition Date, no regulatory investigation or proceeding involving CMS, the Justice Department or any other federal or state agency and involving or related to Seller that had or reasonably would have a Material Adverse Effect on Seller shall have been commenced. Buyer shall be satisfied, in its reasonable discretion, of the resolution of all matters related to the CMS Investigation.

7.7 Sale Order. The Sale Order shall provide that the Assets shall be conveyed free and clear of all Liens (other than Permitted Liens) and Liabilities (other than Assumed Liabilities) and on the Closing Date shall, in fact, be delivered free and clear of all Liens (other than Permitted Liens) and Liabilities (other than Assumed Liabilities).

7.8 HSR Act. If a filing is required under the HSR Act on account of the transactions contemplated by this Agreement, the waiting period under the HSR Act shall have expired or been terminated.

7.9 Assumed Liabilities. Each category of Assumed Liabilities set forth in Section 1.4(a)(i) – (iv), (vii) and (viii) shall not exceed the amounts set forth in such subsections relative to each such Assumed Liability.

7.10 Tail or Other Insurance. Sellers shall have obtained “tail” or other insurance, in form and substance (including cost and amount) acceptable to Buyer, in its commercially reasonable discretion as set forth in Section 5.7 hereof.

7.11 HFG Debt. The aggregate outstanding amount of the HFG Debt shall not exceed Seven Million Dollars (\$7,000,000).

7.12 Net Working Capital. Sellers’ Net Working Capital shall be no less than One Million Dollars (\$1,000,000) as of the Closing Date. Not more than five (5) days before the Closing Date, Sellers shall provide the Buyer with their computation of estimated Net Working Capital as of the Closing Date. Such computation shall be subject to Buyer’s review and approval.

7.13 Restructured Legacy Creditor Debt. Buyer shall have reached an agreement with the Legacy Creditors regarding the assumption and satisfaction of the Restructured Legacy Creditor Debt that is satisfactory to Buyer in its sole discretion.

8. CONDITIONS PRECEDENT TO OBLIGATIONS OF SELLERS.

The obligations of Sellers to sell the Assets in accordance with the terms of this Agreement are subject to the satisfaction, on or prior to the Closing Date, of the following conditions unless waived in writing by Sellers:

8.1 Representations/Warranties. The representations and warranties of Buyer made in this Agreement qualified as to materiality shall be true and correct, and those not so qualified shall be true and correct in all material respects, when made, as of the Closing Date as though such representations and warranties had been made on and as of such Closing Date. Each and all of the terms, covenants, and conditions of this Agreement to be complied with or performed by Buyer on or before the Closing Date pursuant to the terms hereof shall have been duly complied with and performed in all material respects.

8.2 Action/Proceeding. No action, proceeding, investigation or administrative hearing before a court or any other Governmental Entity shall have been instituted or threatened against any Seller or Buyer which seeks injunctive relief in anticipation of the sale of the Assets and may reasonably be expected to prohibit the sale of the Assets to Buyer or seeks damages in a material amount by reason of the consummation of the transactions contemplated hereby.

8.3 Proceedings and Documents Satisfactory. Sellers shall have received such certificates, opinions and other documents, including without limitation, those identified in Section 2.3 hereof in order to consummate the transactions contemplated hereby, all of which shall be in form and substance reasonably satisfactory to them and their counsel. All proceedings in connection with the purchase and sale of the Assets and all certificates and documents delivered to Sellers pursuant to this Agreement shall be reasonably satisfactory in form and substance to Sellers and their counsel acting reasonably and in good faith.

8.4 Pre-Closing Confirmations. Sellers shall have obtained documentation or other evidence confirming the following:

- (a) The Sale Order shall have been issued and have become a Final Order;
- (b) confirmation and effective transfer or reissuance (upon Closing) of the appropriate registration and/or licensure of the Facilities to the extent required by the State of Connecticut for continued operation of the Facilities by Buyer after the Closing;
- (c) if an assignment of the Medicare and Medicaid provider numbers is elected by Buyer pursuant to Section 1.2(n) hereof confirmation of Medicare and Medicaid certification of the Facilities or if such assignments are not so elected by Buyer, Buyer and Sellers shall have taken all steps necessary and appropriate, including filing of CMS Form 855 and sending notification and any applicable application to the Connecticut Department of Social Services, to apply for and obtain Medicare and Medicaid certification of the Facilities as soon as practicable after the Closing;
- (d) confirmation from the Department of Health as to any necessary registration and licensure matters with respect to the operation by Buyer of the Facilities and all presently authorized services on and after the Closing; and
- (e) issuance by OHCA of a CON approving this Agreement and the transactions contemplated herein; and
- (f) confirmation of receipt of all other required approvals, licenses, consents, authorizations, and permits from all Governmental Entities required to consummate the transactions herein contemplated and to permit Buyer to operate the Facilities and all presently authorized services on and after the Closing.

8.5 HSR Act. If a filing is required under the HSR Act on account of the transactions contemplated by this Agreement, the waiting period under the HSR Act shall have expired or been terminated.

9. EMPLOYEE MATTERS.

9.1 Transfer of Employment.

(a) Effective as of the Closing Date, Buyer shall offer at will employment to substantially all employees who are employed by Sellers immediately prior to the Effective Time, who satisfy Buyer's standard policies and conditions for employment, and as otherwise provided herein below (the employees who accept such an offer and commence employment with Buyer are collectively referred to herein as the "Transferred Employees"). Each offer of employment shall provide for base salary or hourly wage rates at least equal to such employee's base salary or hourly wage rate in effect immediately prior to the Closing Date. Buyer shall provide employee benefits that are in the aggregate substantially similar, as reasonably determined by Buyer, to the benefits provided to Sellers' employees immediately prior to the Closing Date. Nothing herein shall be deemed to affect or limit in any way management prerogatives of Buyer with respect to employees, including the right to amend or terminate any

employee benefit plans and programs or limit the obligations of Buyer to amend its plans as needed to comply with applicable law.

(b) As of the Effective Time, Buyer shall take the following actions: (i) waive any eligibility waiting periods under any health and welfare plans maintained for the benefit of the Transferred Employees and, to the extent possible, waive any limitations regarding pre-existing conditions under any welfare plans maintained for the benefit of the Transferred Employees, (ii) provide each Transferred Employee with credit for any co-payments and deductibles paid prior to the Effective Time in satisfying any applicable deductible or out-of-pocket requirements under such health plans, and (iii) for purposes of eligibility, vesting and the allocation of employer contributions under a defined contribution plan (but not for purposes of benefit accrual under a defined benefit plan) under the plans and policies of Buyer, treat all service by the Transferred Employees with Sellers and their Affiliates immediately prior to the Effective Time as service with Buyer. The Buyer shall also recognize accrued but unused paid time off as part of assuming the Accrued Employee Liabilities with respect to the employment period of the Transferred Employees including the Effective Time, and shall credit each Transferred Employee all service by such Transferred Employee with Sellers and their Affiliates immediately prior to the Effective Time as service with Buyer for purposes of determining subsequent entitlement to paid time off.

(c) In respect of notices and payments relating to events occurring prior to the Effective Time, Sellers shall be responsible for all Liability for any and all notices, payments, fines or assessments due to any Governmental Entity, pursuant to any applicable laws, with respect to the employment, discharge or layoff of employees by Sellers prior to the Effective Time, including but not limited to the Worker Adjustment and Retraining Notification Act and any rules or regulations as have been issued in connection with the foregoing (jointly, referred to throughout this Agreement as the “WARN Act”). Likewise, in respect of notices and payments relating to events occurring at or prior to the Effective Time, Buyer shall be responsible and assume (and shall indemnify and hold each Seller harmless from and against) all Liability for any and all notices, payments, fines or assessments due to any Governmental Entity, pursuant to the WARN Act, with respect to the employment, discharge, layoff of employees employed by Buyer at or after the Effective Time.

9.2 Assumption of Collective Bargaining Agreement. Buyer agrees to assume all rights, liabilities and obligations of the Sellers under the Collective Bargaining Agreement.

9.3 No Third Party Beneficiaries. Nothing herein shall be deemed to create or grant to any such employee or Transferred Employee third-party beneficiary rights or claims or causes of action of any kind or nature.

10. PARTICULAR COVENANTS.

10.1 COBRA Responsibilities. With respect to any current or former employee of Sellers who (including any eligible spouse and dependent thereof) incurs a qualifying event, as defined by Code Section 4980B or Part 6 of Subtitle B of Title I of ERISA, as a result of the transaction contemplated by this Agreement, whether or not hired by Buyer, or who incurred a qualifying event prior to the Effective Time (all such employees together with their spouses and

eligible dependents are referred to herein as “Qualified Beneficiaries”), Sellers shall retain the obligation, if any, for providing notices and continuation coverage under COBRA or other similar continuation coverage obligation and shall offer, if required, such Qualified Beneficiaries continuation coverage under the group health, dental or other medical plans of Sellers to the fullest extent required by COBRA. In the event that Sellers and its Affiliates do not maintain a group health plan after the Closing, the Qualified Beneficiaries shall become eligible for COBRA continuation coverage under a group health, dental or other medical plan of Buyer.

10.2 Name Change; Change in Case Caption. Each Seller acknowledges and agrees that Buyer will acquire as part of the Assets the exclusive right to use the names Johnson Memorial Hospital, Johnson Surgery Center, Advanced Wound Center, Community Cancer Center, Home & Community Health Services, Johnson Memorial Cancer Center and Karen Davis Krzynowek Infusion Center and all variations thereof and the goodwill associated therewith and that no Seller will use such name(s) or any derivative thereof subsequent to the Closing, except that Sellers’ entity names may include such names on a transitional basis until such time as the Name Amendments described below have been effectuated. Sellers further covenant and agree that, on or before the Closing Date, Sellers will have adopted a resolution changing the names of Sellers to such names as mutually agreed to by the parties (the “Name Amendments”). The resolutions and the amendments shall have an effective date that is not more than thirty (30) days following the Closing Date. As contemplated by Section 2.2, Sellers shall deliver the Name Amendments to Buyer at the Closing, and Buyer is hereby authorized to file the Name Amendments with the office of the Connecticut Secretary of the State at any time following the Closing. Within the later of five (5) days of the entry of the Sale Order or two (2) days following Buyer’s notice to Sellers that the Name Amendments have been filed with the office of the Connecticut Secretary of the State, Sellers shall file a motion with the Bankruptcy Court to change the case caption of the Bankruptcy Case and the name of each Seller consistent with the provisions of this Section 10.2.

10.3 Terminating Cost Report. Sellers shall prepare and timely file (and provide Buyer a copy) of all terminating cost reports for the Facilities in respect of the Medicare and Medicaid programs, or any successor governmental program, reflecting consummation of the transactions contemplated hereby no later than one hundred fifty (150) days after the Closing. Buyer, upon reasonable notice from Sellers, during normal business hours, will cooperate with Sellers in regard to the preparation, filing, handling and appeals of Sellers’ cost reports related to the Business for periods prior to the Effective Time. After the Effective Time, Buyer agrees to provide Sellers with reasonable access to records of the Business necessary and appropriate for the preparation or appeal of Sellers’ cost reports and to provide services of Buyer’s employees to Sellers as reasonably necessary and appropriate, subject to Buyer’s discretion, in connection with the preparation and/or appeal of such cost reports.

10.4 Required Creditor Notices. Sellers shall provide prompt and timely notice of the proposed sale of the Assets, in form and substance reasonably acceptable to Buyer and in such manner as may be required by applicable law, to each Seller’s creditors and all parties entitled to notice of the Sale Motion.

10.5 Transferred Contracts. Not less than thirty (30) days prior to the Closing, Buyer shall provide (a) documentation identifying all Contracts Buyer wishes to be assumed by Sellers

and assigned by the Sellers to Buyer at Closing (the "Transferred Contracts"); (b) documentation identifying all Contracts that Buyer may, at a later date, wish to be assigned by the Sellers (the "Designated Contracts"); and (c) all Contracts that Buyer will not be seeking to be assigned by the Sellers (the "Excluded Contracts"). At any time between the Closing and the 10th day following the Closing, Buyer may re-designate any Designated Contract as either a Transferred Contract or an Excluded Contract. If Buyer does not re-designate any Designated Contract by the 10th day following the Closing, such Designated Contract shall be deemed an Excluded Contract as of such date. Sellers agree not to reject any Contract on or before the 10th day following the Closing except for Excluded Contracts. Sellers shall (x) assume in the Bankruptcy Case, any Transferred Contract that is designated by Buyer to Sellers on or before the 10th day following the Closing, provided that Buyer shall pay all cure amounts in connection with such assumption, and (y) assign said Transferred Contracts to Buyer.

10.6 Buyer's Right to Supplement Schedules. Not less than seven (7) days prior to Closing, Buyer shall have the right to supplement the schedules to this Agreement to include any asset acquired by or leased by any Seller after the Petition Date.

10.7 Administrative Expense Escrow. Not more than seven (7) days following full and final satisfaction of all Administrative Expenses, Sellers or their counsel shall remit to Buyer any funds remaining in any Administrative Expense Escrow.

11. TERMINATION.

11.1 Optional Termination. This Agreement may be terminated at any time prior to the Closing as follows:

- (a) by the mutual written consent of Buyer and Sellers;
- (b) by Buyer, in accordance with the provisions of Section 1.13;
- (c) by Sellers or Buyer, if any court of competent jurisdiction in the United States or other Governmental Entity shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the transactions contemplated hereby and such order, decree, ruling or other action shall have become final and non-appealable;
- (d) by Sellers, if Buyer commits a material breach of any of the terms hereof, which cannot be or has not been cured within twenty (20) days after the giving of written notice to Buyer of such breach;
- (e) by Buyer, if any Seller commits a material breach of any of the terms hereof, which cannot be or has not been cured within twenty (20) days after the giving of written notice to Sellers of such breach;
- (f) by Buyer, if Buyer reasonably determines, at any time, that any of the conditions set forth in Article 7 shall not be satisfied on or before the Closing Date; provided, however, that the right to terminate this Agreement under this subsection shall not be available to Buyer if Buyer's failure to fulfill any obligation under this Agreement shall have been the cause of, or shall have resulted in, the failure of the condition;

(g) by Sellers or Buyer, if the Closing has not occurred on or prior to January 14, 2016; provided, however, that the right to terminate this Agreement under this subsection shall not be available to a party if such party's failure to fulfill any obligation under this Agreement shall have been the cause of, or shall have resulted in, the failure of the Closing; or

(h) by Buyer, in the event (i) that the Bankruptcy Court does not approve the transactions contemplated by this Agreement; (ii) an appeal of the Sale Order is filed and not resolved to Buyer's satisfaction, in its sole and absolute discretion, by January 14, 2016; (iii) the Bankruptcy Court orders that an amendment be made to this Agreement or to the schedules or exhibits to this Agreement and such amendment is not acceptable to Buyer, in its sole and absolute discretion; or (iv) a proposed Reorganization Plan is filed by Sellers that is materially inconsistent with the terms of this Agreement.

11.2 Notice of Termination. In the event of any termination pursuant to Section 11.1, written notice shall forthwith be given to the other parties hereto except with respect to a termination pursuant to Section 11.1(a).

11.3 Effect of Termination. Upon termination of this Agreement, no party hereto shall have liability hereunder to any other party, all of which is hereby waived and released; provided, however, (a) if this Agreement is terminated by Sellers pursuant to Section 11.1(d), the Deposit, including all interest accrued thereon, if any, shall be paid over to Sellers in accordance with the Escrow Agreement as liquidated damages and shall be the exclusive remedy of Sellers for any termination or breach of this Agreement by Buyer; (b) if this Agreement is terminated, for any reason other than pursuant to Section 11.1(d), the Deposit, including all interest accrued thereon, if any, shall be paid over to Buyer in accordance with the Escrow Agreement; and (c) if this Agreement is terminated by Buyer pursuant to Section 11.1(e), Buyer shall be entitled to exercise any and all rights and remedies available to Buyer at law or in equity or as set forth in Section 11.4. Notwithstanding any provision herein to the contrary, in the event that Buyer is entitled to terminate this Agreement pursuant to Section 11.1(e), Buyer may elect to seek specific performance of Sellers' obligations hereunder in accordance with the terms of this Agreement.

11.4 Break-Up Fee and Expense Reimbursement.

(a) If this Agreement is terminated pursuant to Section 11.1(h)(i) and the Bankruptcy Court approves an Alternative Transaction within one year after the termination:

- (i) Sellers shall pay to Buyer the Break-Up Fee and Sellers shall reimburse Buyer for all of Buyer's out of pocket costs and expenses in connection with this Agreement and the transactions contemplated herein, not to exceed Two Hundred Thousand Dollars (\$200,000) (the "Expense Reimbursement"); provided, however, if the consideration in the Alternative Transaction is less than the consideration contemplated by this Agreement, the amount of the Break-Up Fee and Expense Reimbursement to which Buyer is entitled shall be reduced proportionately (for example, if the consideration in the Alternative Transaction is 80% of the consideration contemplated by this Agreement, Buyer will be entitled to a Break-Up Fee and Expense Reimbursement of \$760,000 (80% of \$950,000));

- (ii) Seller's obligation to pay the Break-Up Fee and the Expense Reimbursement pursuant to this Section 11.4(a) shall survive the termination of this Agreement and shall constitute a super-priority administrative expense of Seller under Section 503(b) and 507(b) of the Bankruptcy Code, junior to HFG's super-priority claim; and
 - (iii) the Break-Up Fee and Expense Reimbursement shall be paid to Buyer out of the cash proceeds from the Alternative Transaction.
- (b) If this Agreement is terminated pursuant to Section 11.1(e) or Section 11.1(h)(iv):
- (i) Sellers shall pay to Buyer the Break-Up Fee and Expense Reimbursement; and
 - (ii) Seller's obligation to pay the Break-Up Fee and Expense Reimbursement pursuant to this Section 11.4(b) shall survive termination of this Agreement and shall constitute an unsecured claim of the Buyer not entitled to super-priority administrative expense status.

12. GENERAL.

12.1 Additional Assurances. The provisions of this Agreement shall be self-operative and shall not require further agreement by the parties except as may be herein specifically provided to the contrary; provided, however, at the request of either party, the other parties shall execute such additional instruments and take such additional acts as are reasonably necessary to effectuate this Agreement.

12.2 Consents, Approvals and Discretion. Whenever this Agreement requires any consent or approval to be given by a party or a party must or may exercise discretion, the parties agree that such consent or approval shall not be unreasonably withheld or delayed and such discretion shall be reasonably exercised, except as otherwise expressly set forth in any particular provision of this Agreement.

12.3 Choice of Law. THE PARTIES AGREE THAT THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF CONNECTICUT WITHOUT REFERENCE TO ANY PRINCIPLES OF CONFLICTS OF LAWS. FURTHER, THE PARTIES AGREE THAT THE FEDERAL AND STATE COURTS LOCATED IN THE STATE OF CONNECTICUT SHALL RETAIN EXCLUSIVE JURISDICTION OVER ANY AND ALL DISPUTES BETWEEN THE PARTIES ARISING OUT OF OR RELATED TO THIS AGREEMENT.

12.4 Benefit/Assignment. Subject to the provisions herein to the contrary, this Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective legal representatives, successors and assigns; provided, however, that no party may assign this Agreement without the prior written consent of the other parties. Notwithstanding the foregoing, pursuant to Section 1.2 hereof, Buyer may make any such assignment to any Permitted Designee, without obtaining the written consent of Sellers.

12.5 Finders, Brokerage. Sellers agree to indemnify Buyer from and against all loss, cost, damage or expense arising out of claims for fees or commissions of any advisor, agent or

broker employed or alleged to have been employed by Sellers. Buyer agrees to indemnify Sellers from and against all loss, cost, damage or expense arising out of claims for fees or commissions of any advisor, agent or broker employed or alleged to have been employed by Buyer.

12.6 Cost of Transaction. Whether or not the transactions contemplated hereby shall be consummated, the parties agree as follows: (a) Sellers will pay the fees, expenses and disbursements of Sellers and their respective agents, advisers, attorneys and accountants incurred in connection with the subject matter hereof and any amendments hereto; and (b) Buyer shall pay the fees, expenses and disbursements of Buyer and its agents, advisers, attorneys and accountants incurred in connection with the subject matter hereof and any amendments hereto; Buyer shall pay the costs associated with the filing to be made with the Department of Health, if any, and any requisite filing under the HSR Act; and Buyer shall pay all expenses of inspecting the Facilities and Assets, including the cost of any environmental surveys and the cost of establishing the lock box contemplated by Section 1.12.

12.7 Reserved.

12.8 Preservation and Access to Records After the Closing.

(a) With regard to patient records, from and after the Effective Time, Buyer shall use its commercially reasonable efforts to maintain the patient records held at any Facility relating to periods prior to the Effective Time in accordance with applicable state and federal and state law, statutes, regulations and rules, including without limitation HIPAA. Buyer and Sellers shall enter into a Medical Records Custody Agreement in the form attached as Exhibit 12.8 (the “Medical Records Custody Agreement”).

(b) Each party hereto acknowledges that, subsequent to the Closing, the other parties may need access to information or documents in the control or possession of such party for the purposes of concluding the transactions contemplated hereby, audits, compliance with governmental requirements and regulations, confirming compliance herewith and the prosecution or defense of third party claims. Accordingly, Sellers and Buyer agree that after the Effective Time, each shall make reasonably available to the other’s representatives or agents, independent auditors and/or Governmental Entities, upon written request and at the expense of the requesting party, and subject to applicable law, such documents and information as may be available relating to the Business for periods prior and subsequent to the Closing to the extent necessary to facilitate concluding the transactions herein contemplated, audits, compliance with governmental requirements and regulations, confirming compliance herewith and the prosecution or defense of claims.

12.9 Waiver. The waiver by any party of a breach or violation of any term or provision of this Agreement shall not operate as, or be construed to be, a waiver of any subsequent breach of the same provision by any party or of the breach of any other term or provision of this Agreement. The delay of a party to transmit any written notice hereunder shall not constitute a waiver by such party of any default hereunder or of any other or further default under this Agreement except as may expressly be provided for by the terms of this Agreement.

12.10 Tax Allocation. Buyer shall make an allocation of the Purchase Price (the “Purchase Price Allocation”) within 150 days of the Closing Date and shall notify Sellers in writing as to such allocation. Each Seller and Buyer hereby agree that the Purchase Price Allocation shall be used by each of them for all federal and state income tax purposes, and shall be set forth in a statement prepared in accordance with Section 1060 of the Code, which statement shall be prepared in a manner generally consistent with the form of Internal Revenue Service Form 8594. Each party hereto shall file a copy of such statement as required by applicable law.

12.11 Interpretation. Each of the parties has agreed to the use of the particular language of the provisions of this Agreement including all attached Exhibits and Schedules and any questions of doubtful interpretation shall not be resolved by any rule or interpretation against the draftsman but rather in accordance with the fair meaning thereof, having due regard to the benefits and rights intended to be conferred upon the parties hereto and the limitations and restrictions upon such rights and benefits intended to be provided.

12.12 Notice. Any notice, demand or communication required, permitted, or desired to be given hereunder shall be in writing and shall be deemed effectively given when personally delivered or mailed by prepaid certified mail, return receipt requested, addressed as follows:

Sellers:	Johnson Memorial Medical Center, Inc. 201 Chestnut Hill Road Stafford Springs, CT 06076 Attn: CEO
With a copy to:	Eric Henzy and Jon Newton Reid and Riege, P.C. One Financial Plaza Hartford, CT 06103
Buyer:	Saint Francis Care, Inc. 114 Woodland Street Hartford, CT 06105 Attn.: CEO
With copies to:	Thomas S. Marrion and Sarah M. Lombard Hinckley, Allen & Snyder LLP 20 Church Street, 18 th Floor Hartford, CT 06103

or to such other address, and to the attention of such other person or officer as any party may designate, with copies thereof to the respective counsel thereof as notified by such party.

12.13 Severability. In the event any provision of this Agreement is held to be invalid, illegal or unenforceable for any reason and in any respect, such invalidity, illegality, or unenforceability shall in no event affect, prejudice or disturb the validity of the remainder of this Agreement, which shall be in full force and effect, enforceable in accordance with its terms, including, without limitation, those terms which contemplate or require the further agreements of the parties. Furthermore, in lieu of such illegal, invalid or unenforceable provision, there shall be added automatically as a part of this Agreement a provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible and still be legal, valid or enforceable.

12.14 Gender and Number. Whenever the context of this Agreement requires, the gender of all words herein shall include the masculine, feminine and neuter, and the number of all words herein shall include the singular and plural.

12.15 Divisions and Headings. The divisions of this Agreement into Sections and subsections and the use of captions and headings in connection therewith are solely for convenience and shall have no legal effect in construing the provisions of this Agreement.

12.16 Survival. All statements made by the parties hereto herein or in the Schedules or in any certificate delivered pursuant hereto shall be deemed representations and warranties of the parties making or delivering the same regardless of any investigation made by or on behalf of the other parties hereto. Furthermore, the representations, warranties, covenants and agreements made by the parties herein shall survive until the Closing Date and then expire, excepting however covenants and agreements which by their terms are to be performed following the Closing.

12.17 Reserved.

12.18 No Third-Party Beneficiaries. The terms and provisions of this Agreement are intended solely for the benefit of Buyer and Sellers and their respective permitted successors or assigns, and it is not the intention of the parties to confer, and this Agreement shall not confer, third party beneficiary rights upon any other person.

12.19 Entire Agreement/Amendment. This Agreement supersedes all prior contracts, understandings and agreements, whether written or oral, and constitutes the entire agreement of the parties respecting the within subject matter and no party shall be entitled to benefits other than those specified herein. As between or among the parties, no oral statements or prior written material not specifically included herein shall be of any force and effect; the parties specifically acknowledge that in entering into and executing this Agreement, the parties rely solely upon the representations and agreements contained in this Agreement and no others. No terms, conditions, warranties, or representations, other than those contained herein and no amendments or modifications hereto, shall be binding unless made in writing and signed by the party to be charged. The foregoing notwithstanding, this Agreement does not replace or modify that certain Confidentiality Agreement dated as of May 2, 2014 between JMMC and Buyer which remains in full force and effect, provided such Agreement shall terminate without need for further action of any Person upon completion of the Closing.

12.20 Counterparts. This Agreement may be executed in multiple originals or counterparts, each and all of which shall be deemed an original and all of which together shall constitute but one and the same instrument.

12.21 Risk of Loss. Notwithstanding any other provision hereof to the contrary, the risk of loss in respect of casualty to the Assets shall be borne by Sellers through the Effective Time and by Buyer thereafter.

12.22 Press Releases. Except as otherwise required by law, any release to the public of information concerning this Agreement or the transactions contemplated hereby will be made only in the form and manner approved by the parties hereto. Each party shall furnish the others with drafts of all such releases prior to their publication or dissemination.

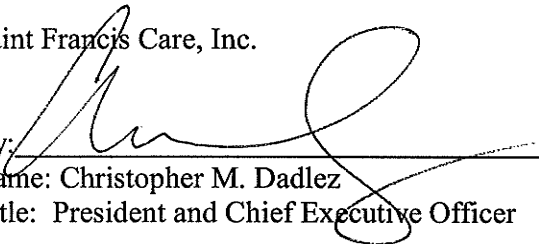
12.23 Bankruptcy Court Approval. As stated herein, this Agreement is expressly subject to the approval of the Bankruptcy Court.

{signature page follows}

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in multiple originals by their duly authorized officers as of the day and year first above written.

BUYER:

Saint Francis Care, Inc.

By: 
Name: Christopher M. Dadlez
Title: President and Chief Executive Officer

SELLERS:

Johnson Memorial Medical Center, Inc.

By: _____
Name: Patrick Mahon
Title: Chairperson of the Board

Johnson Memorial Hospital, Inc.

By: _____
Name: Patrick Mahon
Title: Chairperson of the Board

Home & Community Health Services, Inc.

By: _____
Name: Patrick Mahon
Title: Chairperson of the Board

Johnson Health Care, Inc.

By: _____
Name: Patrick Mahon
Title: Chairperson of the Board

**SAINT FRANCIS HOSPITAL
AND MEDICAL CENTER
LEGAL REVIEW**

CONTRACT NO. BAF0101
DATE: 3/27/15

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in multiple originals by their duly authorized officers as of the day and year first above written.


BUYER:

Saint Francis Care, Inc.


By: _____
Name: Christopher M. Dadlez
Title: President and Chief Executive Officer

SELLERS:


Johnson Memorial Medical Center, Inc.

By:  _____
Name: Patrick Mahon
Title: Chairperson of the Board


Johnson Memorial Hospital, Inc.

By:  _____
Name: Patrick Mahon
Title: Chairperson of the Board

Home & Community Health Services, Inc.

By:  _____
Name: Patrick Mahon
Title: Chairperson of the Board

Johnson Health Care, Inc.

By:  _____
Name: Patrick Mahon
Title: Chairperson of the Board

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

11/17/2015

Attn: LINDA T. LUTZ, PARALEGAL
SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
114 WOODLAND STREET, LEGAL/2-6
HARTFORD, CT 06106

RE: Acceptance of Business Filing THIS IS NOT A BILL

This letter is to confirm the acceptance of the following business filing:

Business Name: TRINITY HEALTH - NEW ENGLAND, INC. Type of Request: AMEND NAME

Work Order Number	: 2015343522-001	Business Filing Number	: 0005431396
Filing Date/Time	: 11/17/2015 12:53 PM	Effective Date/Time	: 11/17/2015 12:53 PM
Work Order Payment Total	: \$70.00	Payment Received	: \$70.00
Credit on Account	: \$0.00	Customer ID	: 002689776
Business ID	: 0568101		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

SHERRI LEMIRE
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sols.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Janeanne Lubin-Szafranski, JD ADDRESS: c/o Hinckley, Allen & Snyder LLP, 20 Church St. CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: SAINT FRANCIS CARE, INC.	
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C): <input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input type="checkbox"/> C. AMENDED AND RESTATED THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT	
3. TEXT OF EACH AMENDMENT / RESTATEMENT: The first paragraph of Article I of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and substituted as follows: "The name of the Corporation is Trinity Health - New England, Inc."	

4. VOTE INFORMATION (CHECK A, B or C)

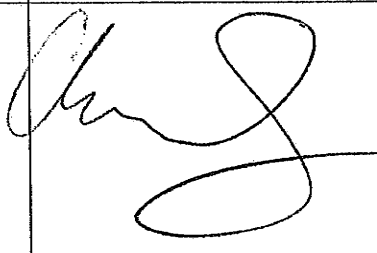
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 17th DAY OF November, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher M. Dadlez	President and CEO	

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

01/04/2016

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name: HOME & COMMUNITY HEALTH SERVICES, INC.
Type of Request: AMEND NAME

Work Order Number	: 2016001221-008	Business Filing Number	: 0005457845
Filing Date/Time	: 01/04/2016 11:00 AM	Effective Date/Time	: 01/04/2016 11:00 AM
Work Order Payment Total	: \$560.00	Payment Received	: \$70.00
Credit on Account	: \$1,885.00	Customer ID	: 000308053
Business ID	: 1188472		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sofs.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: HCHS Acquisition Corp.	
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C): <input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input type="checkbox"/> C. AMENDED AND RESTATED THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT	
3. TEXT OF EACH AMENDMENT / RESTATEMENT: Article I of the Certificate of Incorporation is hereby deleted in its entirety and substituted as follows: "The name of the Corporation is Home & Community Health Services, Inc." The definition of "Corporation" under Article II is hereby deleted in its entirety and substituted as follows: "Corporation" shall mean Home & Community Health Services, Inc., a Connecticut nonstock corporation."	

4. VOTE INFORMATION (CHECK A,B or C)


A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF December, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher Dadlez	President and Chief Executive Officer of Trinity Health – New England, Inc., sole member	

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

11/24/2015

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
HCHS ACQUISITION CORP.

Type of Request:
CERTIFICATE OF INCORPORATION

Work Order Number	: 2015351374-001	Business Filing Number	: 0005436383
Filing Date/Time	: 11/24/2015 12:00 PM	Effective Date/Time	: 11/24/2015 12:00 PM
Work Order Payment Total	: \$100.00	Payment Received	: \$100.00
Credit on Account	: \$2,065.00	Customer ID	: 000308053
Business ID	: 1188472		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

ELISSA MACMILLAN
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov




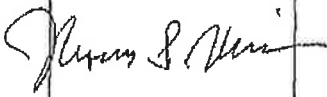
SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder, LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103		FILING FEE: \$50 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: HCHS Acquisition Corp.		
THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.		
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: <input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1056 & -1056.		
3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)		
A. INDIVIDUAL'S AGENT NAME:		
BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	
B. BUSINESS ENTITY AGENT NAME: CT Corporation System ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: One Corporate Center CITY: Hartford STATE: CT ZIP: 06103		

ACCEPTANCE OF APPOINTMENT		
 SIGNATURE OF AGENT		
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:		
See attached.		
5. OTHER INFORMATION:		
See attached.		
6. CORPORATION EMAIL ADDRESS - REQUIRED: (IF NONE, MUST STATE "NONE.")		
None		
7. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR		
DATED THIS <u>24</u> DAY OF <u>November</u> , 20 <u>15</u>		
NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Thomas S. Marlon	ADDRESS: 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	

Certificate of Incorporation of
HCHS Acquisition Corp.
A Connecticut Nonstock Corporation

ARTICLE I

Name

The name of the Corporation is HCHS Acquisition Corp.

ARTICLE II

Definitions

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean HCHS Acquisition Corp., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

"Health System" or "Trinity Health System" means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

"Trinity Health" means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

ARTICLE III

Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To carry out the purposes of Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successor, which is the Member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- B. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Trinity Health and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including,

- without limitation, to assist JMH Acquisition Corporation ("JMH"), a Connecticut nonstock corporation, in carrying out its tax-exempt functions;
- C. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
 - D. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
 - E. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
 - F. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
 - G. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;
 - H. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
 - I. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried

on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE IV

Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

ARTICLE V

Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health – New England, a Connecticut nonstock corporation.

ARTICLE VI

Registered Office and Resident Agent

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Membership

Trinity Health – New England, Inc., a Connecticut nonstock corporation (“Member”), is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member and Trinity Health under the Corporation’s Governance Documents. Action by the Corporation shall not be taken or authorized until the Member and Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member and Trinity Health:

- a. As reserved to the Member:
 - (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
 - (b) Appoint and remove members of the Corporation’s Board of Directors;
 - (c) Appoint and remove the President of the Corporation;
 - (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
 - (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
 - (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

- (i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
 - (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.
- b. As reserved to Trinity Health:
- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

- (e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (h) Appoint and remove the independent fiscal auditor of the Corporation;
- (i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and
- (j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business.

ARTICLE VIII

Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or

have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- d. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 5. Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which

offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 6. Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation.

Section 7. Personal Liability of Director. No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

ARTICLE IX

Dissolution

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for

such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

Effective date

This Certificate of Incorporation is effective as of November 24, 2015.

55294796 v4

BYLAWS OF HCHS ACQUISITION CORP.

HCHS Acquisition Corp. (the “Corporation”) changed its name to Home & Community Health Services, Inc. effective January 4, 2015. The Bylaws of the Corporation are attached hereto.

BYLAWS
OF
HCHS ACQUISITION CORPORATION
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: _____, 2015

TABLE OF CONTENTS

	Page
Article I. DEFINITIONS.....	4
Article II. PURPOSES	6
Section 2.01 Purposes	6
Section 2.02 Catholic Identity	6
Section 2.03 Mission Statement.....	6
Section 2.04 Alienation of Property.....	6
Article III. MEMBER.....	6
Section 3.01 Sole Member	6
Section 3.02 Member Authority.....	7
Section 3.03 Reserved Powers of Trinity Health.....	8
Section 3.04 Meetings of the Member	9
Article IV. BOARD OF DIRECTORS	10
Section 4.01 Duties and Powers.....	10
Section 4.02 Appointments and Composition.....	10
Section 4.03 Term	11
Section 4.04 Annual Meeting of the Board of Directors.....	11
Section 4.05 Regular Meetings and Notice.....	11
Section 4.06 Special Meetings and Notice.....	11
Section 4.07 Waiver of Notice	11
Section 4.08 Quorum and Valid Director Action.....	12
Section 4.09 Written Consents	12
Section 4.10 Communication Equipment.....	12
Section 4.11 Resignation.....	12
Section 4.12 Removal	12
Section 4.13 Periodic Performance Review.....	12
Article V. MEDICAL STAFF	13
Section 5.01 Medical Staff.....	13
Article VI. COMMITTEES	13
Section 6.01 Committees.....	13
Section 6.02 Executive Committee	13
Section 6.03 Service on Committees.....	14

Section 6.04	Quorum, Meetings, Rules and Procedures	14
Section 6.05	Committee Composition	14
Article VII.	OFFICERS.....	15
Section 7.01	Officers.....	15
Section 7.02	Appointment and Election of Officers	15
Section 7.03	Vacancies	15
Section 7.04	Chair	15
Section 7.05	President	15
Section 7.06	Secretary.....	15
Section 7.07	Treasurer.....	16
Article VIII.	INDEMNIFICATION AND STANDARD OF CARE.....	16
Section 8.01	Indemnification	16
Section 8.02	Insurance	16
Section 8.03	Standard of Care.....	17
Section 8.04	Justifiable Reliance	17
Section 8.05	Consideration of Factors	17
Section 8.06	Presumption.....	18
Section 8.07	Personal Liability of Directors	18
Article IX.	SUBSIDIARIES AND VOLUNTARY SERVICE	
	ORGANIZATIONS	18
Section 9.01	Authority	18
Section 9.02	Voluntary Service Organizations	18
Article X.	OPERATING UNITS.....	18
Section 10.01	Authority	18
Article XI.	MISCELLANEOUS.....	19
Section 11.01	Fiscal Year.....	19
Section 11.02	Required Records	19
Section 11.03	Confidentiality.....	19
Section 11.04	Conflict of Interest	19
Article XII.	AMENDMENT AND REVIEW.....	19
Section 12.01	Amendment.....	19
Section 12.02	Periodic Review	20

Article I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Control” or “Ownership” will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

The terms “Controlled,” “Controlling,” “Owned” or “Owning” shall be subsumed within the definitions of “Control” or “Ownership.”

“Corporation” shall mean HCHS Acquisition Corporation, a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

“Key Bylaws Provisions” shall refer to sections of these Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Member and Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Regional Health Ministry" or “RHM” is an Affiliate or operating division within the Health System that maintains a governing body that has day to day management oversight of a designated portion of the Health System, subject to certain authorities that are reserved to Trinity Health. RHMs may be based on a geographical market or dedicated to a service line or business.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, a copy of which is attached and incorporated into these Bylaws as Exhibit A, and as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

Article II. PURPOSES

Section 2.01 Purposes

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

Section 2.02 Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

Section 2.03 Mission Statement

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

Section 2.04 Alienation of Property

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

Article III. MEMBER

Section 3.01 Sole Member

The sole member of the Corporation is Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successors or assigns.

Section 3.02 Member Authority

The following actions shall be reserved exclusively to the Member of the Corporation. Subject to the reserved powers of Trinity Health, the Member may initiate and implement any proposal with respect to any of the following, or if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approvals and other actions shall have been taken by the Member and Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;

(b) Appoint and remove members of the Corporation's Board of Directors;

(c) Appoint and remove the President of the Corporation;

(d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;

(e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;

(g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the

Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

Section 3.03 Reserved Powers of Trinity Health

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(h) Appoint and remove the independent fiscal auditor of the Corporation;

(i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in accordance to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

(j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in Sections 3.02 and 3.03 of these Bylaws, or (iii) transfers in the ordinary course of business.

Section 3.04 Meetings of the Member

Meetings of the Member shall be held at the principal office of the Member or as otherwise provided in the bylaws of the Member at such time and date determined in accordance with the bylaws of the Member. Notice of meetings of the Member shall be given in accordance with the bylaws of the Member.

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (c) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (d) Conduct an annual review of the Corporation's quality and safety performance; and
- (e) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve ex officio with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation (who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by the Member in order to achieve continuity in board composition. Ex officio members of the Board of Directors shall cease to be Directors upon the termination of their service in the office resulting in their ex officio service on the Board of Directors. Other than ex officio members, no Directors may serve for more than nine (9) consecutive years, unless appointed to complete the unexpired term of another Director, in which case a Director may serve for up to ten (10) consecutive years. Former Directors are eligible for reappointment after a one-year absence from service.

Section 4.04 Annual Meeting of the Board of Directors

An annual meeting of the Board of Directors shall be held at any time during the last six months of the calendar year for the purpose of the appointment of officers and the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The meeting notice shall specify the date, time and place of the meeting. Presence at any such meeting shall be deemed to be waiver of notice of said meeting.

Section 4.05 Regular Meetings and Notice

Regular meetings of the Board of Directors shall be held as determined by the Board but no less frequently than quarterly at such time, place and date as determined from time to time by the Board of Directors. An agenda, indicating items requiring a vote of the members of the Board of Directors, together with copies of reports, statements and other supporting information shall be mailed by the Chief Executive Officer prior to meetings. No notice of regular meetings shall be required other than the resolution setting the time, place and date of the meeting.

Section 4.06 Special Meetings and Notice

Special meetings of the Board may be called by or at the request of the Chair, by written request of any two (2) members of the Board, or by the Member. The special meeting shall be held within five (5) days after receipt of such request. Notice of the special meeting shall be given in writing, personally, by telephone, electronic transmission or by facsimile transmission at least forty-eight (48) hours prior to the special meeting. The notice of any special meeting shall state the purpose for which it is called. No other business shall be transacted at the special meeting except for that business stated in the notice.

Section 4.07 Waiver of Notice

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

Section 4.08 Quorum and Valid Director Action

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

Section 4.09 Written Consents

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 4.10 Communication Equipment

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.11 Resignation

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

Section 4.12 Removal

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

Section 4.13 Periodic Performance Review

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

Article V. MEDICAL STAFF

Section 5.01 Medical Staff

The Board of Directors shall have final responsibility for (i) appointment and reappointment of the members of the Medical staff and delineation of their staff privileges; (ii) taking such corrective action relating to Medical staff members as it deems appropriate; (iii) ratifying the selection of Medical staff officers made by the Medical staff; (iv) ratifying the selection of heads of the departments of the Medical staff; (v) reviewing and monitoring the quality improvement programs developed by the Medical staff; and (vi) determining which categories of practitioners are eligible for appointment to the Medical staff. The Board of Directors reserves the authority to take any direct action with respect to any Medical staff appointee action it deems to be in the best interests of the Corporation, whether initiated by the Medical staff or not, and the decision of the Board shall be final.

Article VI. COMMITTEES

Section 6.01 Committees

The Executive Committee of the Board of Directors and such other committees as state law may require shall be standing committees of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees. Those other committees shall serve at the pleasure of the Board. The Corporation shall not have a separate audit committee as matters related to the audit of the Corporation's finances are consolidated at the Trinity Health level. The Board shall establish the purpose, composition, term and other operating matters relative to each such other committee. Each committee shall keep minutes in some manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

Section 6.02 Executive Committee

There shall be an Executive Committee, consisting of the Chair of the Board, who shall serve as chair of the Executive Committee, the Chief Executive Officer, and at least two (2) other Directors selected by vote of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Executive Committee shall meet on the call of the Chair or President. Except as otherwise provided by resolution of the Board or as limited by law, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned from time to time by the Board. The Executive Committee shall report on its actions at the next meeting of the Board and such actions shall be subject to revision and alteration of the Board; provided, however, that the rights of third parties shall not be affected by any such revision or alteration.

Section 6.03 Service on Committees

The committees shall establish rules and regulations for meetings and shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees (except the Executive Committee) shall be appointed for one (1) year by the Chair of the Board of Directors as soon as possible after the annual meeting of the Board. Members of the committees shall serve on their respective committees through the next annual meeting or until their successors are appointed. The Chair of the Board shall fill vacancies on committees (except the Executive Committee) and appointees shall serve through the next annual meeting. The President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

Section 6.04 Quorum, Meetings, Rules and Procedures

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

Section 6.05 Committee Composition

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

Section 7.02 Appointment and Election of Officers

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The Chair shall serve a term of one (1) year and may be elected for a total of three (3) consecutive complete one year terms. The Chair, Treasurer and Secretary of the Corporation shall be elected at the annual meeting of the Directors by the Board of Directors. The Treasurer and Secretary need not be members of the Board.

Section 7.03 Vacancies

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the officer so appointed or elected shall hold office until a successor is chosen and qualified.

Section 7.04 Chair

The Chair shall preside at the Board meetings and shall be an ex-officio voting member of all committees.

Section 7.05 President

The President shall have general and active management responsibility for the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the policies of the Member are carried into effect, consistent with the Mission and Core Values of the Corporation. The President shall be responsible for the appointment, evaluation, compensation and removal of the respective executive officers of those corporations of which the Corporation is the member or other controlling shareholder or owner. The President shall be a voting ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 7.06 Secretary

The Secretary of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all

transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

Section 7.07 Treasurer

The Treasurer of the Corporation shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Treasurer shall further perform such other duties incident to his or her office as the Board of Directors may from time to time determine. The Treasurer may delegate any of the functions, powers, duties, and responsibilities to any agent or employee of the Corporation. In the event of such delegation, the Treasurer shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Article VIII. INDEMNIFICATION AND STANDARD OF CARE

Section 8.01 Indemnification

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 8.02 Insurance

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent,

manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

Section 8.03 Standard of Care

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 8.04 Justifiable Reliance

In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 8.05 Consideration of Factors

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, the Member and Trinity Health, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation, the Member and Trinity Health are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 8.06 Presumption

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation, the Member and Trinity Health.

Section 8.07 Personal Liability of Directors

No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

Article IX. SUBSIDIARIES AND VOLUNTARY SERVICE ORGANIZATIONS

Section 9.01 Authority

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

Section 9.02 Voluntary Service Organizations

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

Article X. OPERATING UNITS

Section 10.01 Authority

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to

them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of September of each year and shall begin on the 1st day of October of each year.

Section 11.02 Required Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

Section 11.03 Confidentiality

Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

Section 11.04 Conflict of Interest

Each of the Corporation's officers and members of the Board shall at all times act in a manner that furthers the Corporation's charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the Corporation's community benefit purposes. The Corporation's officers and members of the Board shall fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. Conflicts of interest shall be resolved in accordance with the Corporation's conflict of interest policy. The Corporation and all its officers and members of the Board shall comply with any policies of the Corporation and Trinity Health regarding conflicts of interest, as well as the requirements of applicable state law regarding such conflicts, and shall complete any and all disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

Article XII. AMENDMENT AND REVIEW

Section 12.01 Amendment

These Bylaws may be amended only in accordance with Article III of these Bylaws.

Section 12.02 Periodic Review

These Bylaws shall be reviewed periodically by the Board of Directors and any recommended revisions shall be forwarded to the Member and Trinity Health for action.

EXHIBIT A

System Authority Matrix

June 25, 2015

Ministry Schedule updated October 1 2015

TRINITY HEALTH
System Authority Matrix

This Authority Matrix summarizes a number of important activities that might be taken by an entity within the Trinity Health System and the corresponding actions or approvals that must be taken before proceeding with such activity. Many of these actions are delegations from the Board of Trinity Health to management, to Committees of the Board of Directors of Trinity Health and to governance of entities affiliated with Trinity Health. Trinity Health has adopted the following Operating Principles which apply to these delegations:

Unity: We act as a unified system, recognizing the interdependency of all its parts in fulfillment of its mission and vision while promoting the strength of our ministries serving our unique communities.

Excellence: We seek to continually innovate and improve our performance excellence and to add value by leveraging our skill and scale.

Simplicity and Clarity: Local, regional and system office leadership work in partnership to make decisions in a timely and collaborative manner that takes into account the variety of interests being affected.

Accountability: We are flexible in shaping roles, responsibilities and accountabilities at all leadership levels of the organization.

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic Identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

Entities:

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

Regional Health Ministries or RHM means a first tier (direct) subsidiary, affiliate or operating division of Trinity Health that maintains a governing body that has day to day management oversight of a designated portion of the Trinity Health System within a geographical market. A list of RHMs is set forth Exhibit A to this Matrix.

Group 1 RHM means an RHM which had a minimum total operating revenue of \$300 million in the previous fiscal year or an RHM that has been selected by management for inclusion in Group 1 RHMs based on operational objectives.

Group 2 RHM means an RHM which is not a Group 1 RHM.

Second Tier Subsidiaries means subsidiaries and affiliates of Ministries.

Actions:

Approve means to have ultimate authority over an action. Approval includes the authority to adopt, accept, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the Trinity Health System. Some actions required approval at more than one level. Final approval authority is exercised by the highest level independently of any recommendation or participation actions. If more than one entity has Approval authority, the matter may be initiated and approved by the highest level of Approval authority when permitted by law.

Participate means a timely, meaningful, collaborative and consultative process among interested parties to inform the decision under consideration.

Ratify means to confirm and adopt the act of another even if it was not approved beforehand. It also means final decision making authority, but without the power to initiate or change a recommendation.

Recommend means to review and present a matter for approval by another entity in the Trinity Health System. Recommending authority does not limit the right of the approving entity to initiate an action without a recommendation.

Other:

Governing documents are documents which establish and describe an entity, including the purposes, the powers reserved to the members or shareholders, and which set forth the rights of partners or joint owners relative to each other. Governing documents include documents filed with the state (such as articles or certificates of incorporation), bylaws (whether a corporation or an unincorporated division which has its own governing body), operating agreements and partnership agreements.

Key Bylaws Provisions are variations from the standard Governing Documents that concern any of the following: (a) the Ministry name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the Ministry and powers exercisable by CHM; (c) the identity of, reserved powers exercisable by and other matters pertaining to Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Ministry Board of Directors. All other variations are not Key Bylaw Provisions.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II c	Governing Documents of Second Tier Subsidiary which operates licensed healthcare facilities consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governance Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
III	Appointments and Removals					
III a	Appointment or removal of CHM Members (which comprise the Trinity Health Board of Directors)					Approve
III b	Appointment or removal of Trinity Health Board Chair				Approve	Ratify
III c	Appointment or removal Ministry Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and MHM Strategic Plans	Recommend	Approve	Participate		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V	Finance Matters					
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V b	Group II RHM and MHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V c	Additional Debt and System Five Year Plan of Finance			Recommends	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM or MHM is financially obligated	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
V j	Auditor Selection (Trinity Health System and separate audits)			Recommend	Approve (upon recommendation by the Audit Committee)	
V k	Annual Trinity Health System Audit			Recommend	Approve (upon recommendation by the Audit Committee)	
VI	New Organizations and Major Transactions					
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation, creation, transfer, sale of all assets)	Recommend	Approve	Approve		Approve as related to Sponsorship obligations
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI f	Formation or acquisition of an entity in which Trinity Health will be the sole parent			Recommend	Approve	Approve as related to Sponsorship obligations
VI g	Joint venture or other enterprise affecting ownership of a Group I RHM or NHM	Recommend	Approve	Recommend	Approve	Approve as related to Sponsorship obligations
VI h	Joint venture or other enterprise affecting ownership of a Group II RHM or MHM	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	People Centered Care					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the People Centered Care Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

EXHIBIT A

MINISTRIES

Based on the FY 2015 Income Statement and Supplemental Materials

October 1, 2015

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP I

Holy Cross Health (Maryland)
Holy Cross Hospital (Florida)
Loyola University Health System (Illinois)
Mercy Health (Michigan)
Mercy Health Services – Iowa (Iowa)
Mercy Health System of Southeastern Pennsylvania (Pennsylvania)
Mount Carmel Health System (Ohio)
Our Lady of Lourdes Health Care Services (New Jersey)
Saint Agnes Medical Center (California)
Saint Alphonsus Health System (Idaho)
St. Francis Care, Inc. (Connecticut)
Saint Joseph Mercy Health System (Michigan)
Saint Joseph Regional Medical Center (Indiana)
St. Joseph's Hospital Health Center (New York)
Sisters of Providence Health System (Massachusetts)
St. Mary Medical Center (Pennsylvania)
St. Mary's Health Care System (Georgia)
St. Peter's Health Partners (New York)

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP II

Mercy Health System of Chicago (Illinois)
Saint Michael's Medical Center (New Jersey)
St. Francis Hospital (Delaware)
St. Francis Medical Center (New Jersey)

NATIONAL HEALTH MINISTRIES (NHMs)

Trinity Home Health Services (multi-state)
Trinity Senior Living Communities (multi-state)
Trinity PACE

MISSION HEALTH MINISTRIES (MHMs)

Allegheny Franciscan Ministries (Florida)
Global Health Ministry (Pennsylvania)
Mercy Medical (Alabama)
Pittsburgh Mercy Health System (Pennsylvania)
Saint Joseph's Health System (Georgia)

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

01/04/2016

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
JOHNSON HEALTH CARE, INC.

Type of Request:
AMEND NAME

Work Order Number	: 2016001221-007	Business Filing Number	: 0005457843
Filing Date/Time	: 01/04/2016 11:00 AM	Effective Date/Time	: 01/04/2016 11:00 AM
Work Order Payment Total	: \$560.00	Payment Received	: \$70.00
Credit on Account	: \$1,885.00	Customer ID	: 000308053
Business ID	: 1188473		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 160470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 90 TRINITY STREET, HARTFORD, CT 06108

PHONE: 860-509-6003

WEBSITE: www.concord-so/sa.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>JHC Acquisition Corp.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>Article I of the Certificate of Incorporation is hereby deleted in its entirety and substituted as follows:</p> <p>"The name of the Corporation is Johnson Health Care, Inc."</p> <p>The definition of "Corporation" under Article II is hereby deleted in its entirety and substituted as follows:</p> <p>"Corporation" shall mean Johnson Health Care, Inc., a Connecticut nonstock corporation."</p>	

4. VOTE INFORMATION (CHECK A, B or C)


A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF December, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher Dadlez	President and Chief Executive Officer of Trinity Health – New England, Inc., sole member	

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

11/24/2015

HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
JHC ACQUISITION CORP.

Type of Request:
CERTIFICATE OF INCORPORATION

Work Order Number	: 2015351361-001	Business Filing Number	: 0005436374
Filing Date/Time	: 11/24/2015 12:00 PM	Effective Date/Time	: 11/24/2015 12:00 PM
Work Order Payment Total	: \$100.00	Payment Received	: \$100.00
Credit on Account	: \$2,165.00	Customer ID	: 000308053
Business ID	: 1188473		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

ELISSA MACMILLAN
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



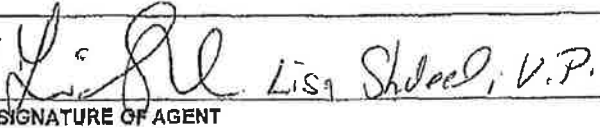

SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sofs.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder, LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103		FILING FEE: \$50 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JHC Acquisition Corp.		
<i>THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.</i>		
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: <input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: <small>PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.</small>		
3. APPOINTMENT OF REGISTERED AGENT:(PLEASE SELECT ONLY ONE A. OR B.) A. INDIVIDUAL'S AGENT NAME:		
BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	
B. BUSINESS ENTITY AGENT NAME: CT Corporation System ADDRESS: (P.O BOX UNACCEPTABLE) ADDRESS: One Corporate Center CITY: Hartford STATE: CT ZIP: 06103		

ACCEPTANCE OF APPOINTMENT		
 SIGNATURE OF AGENT		
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:		
See attached.		
5. OTHER INFORMATION:		
See attached.		
6. CORPORATION EMAIL ADDRESS - REQUIRED : (IF NONE, MUST STATE "NONE.")		
None		
7. EXECUTION; CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR		
DATED THIS <u>24</u> DAY OF <u>November</u> , 20 <u>15</u>		
NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Thomas S. Marrion	ADDRESS: 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	

Certificate of Incorporation of

JHC Acquisition Corp.

A Connecticut Nonstock Corporation

ARTICLE I

Name

The name of the Corporation is JHC Acquisition Corp.

ARTICLE II

Definitions

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean JHC Acquisition Corp., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

"Health System" or "Trinity Health System" means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

"Trinity Health" means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

ARTICLE III

Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To carry out the purposes of Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successor, which is the Member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- B. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Trinity Health and Catholic Health Ministries. The Corporation shall take all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including,

without limitation, to assist JMH Acquisition Corporation ("JMH"), a Connecticut nonstock corporation, in carrying out its tax-exempt functions;

- C. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
- D. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- E. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- F. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- G. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;
- H. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
- I. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried

on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE IV

Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

ARTICLE V

Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health – New England, Inc., a Connecticut nonstock corporation.

ARTICLE VI

Registered Office and Resident Agent

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Membership

Trinity Health -- New England, Inc., a Connecticut nonstock corporation ("Member"), is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member and Trinity Health under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member and Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member and Trinity Health:

- a. As reserved to the Member:
 - (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
 - (b) Appoint and remove members of the Corporation's Board of Directors;
 - (c) Appoint and remove the President of the Corporation;
 - (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
 - (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
 - (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

- (i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
 - (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.
- b. As reserved to Trinity Health:
- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

- (e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (h) Appoint and remove the independent fiscal auditor of the Corporation;
- (i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and
- (j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business.

ARTICLE VIII

Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or

have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- d. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 5. Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which

offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 6. Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation.

Section 7. Personal Liability of Director. No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

ARTICLE IX

Dissolution

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for

such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

Effective Date

This Certificate of Incorporation is effective as of November 24, 2015.

55294843 v4

11/24/2015 10:00:00 AM

BYLAWS OF JHC ACQUISITION CORP.

JHC Acquisition Corp. (the “Corporation”) changed its name to Johnson Health Care, Inc. effective January 4, 2015. The Bylaws of the Corporation are attached hereto.

BYLAWS
OF
JHC ACQUISITION CORPORATION
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: _____, 2015

TABLE OF CONTENTS

	Page
Article I. DEFINITIONS.....	4
Article II. PURPOSES	6
Section 2.01 Purposes	6
Section 2.02 Catholic Identity	6
Section 2.03 Mission Statement.....	6
Section 2.04 Alienation of Property.....	6
Article III. MEMBER.....	6
Section 3.01 Sole Member	6
Section 3.02 Member Authority.....	7
Section 3.03 Reserved Powers of Trinity Health	8
Section 3.04 Meetings of the Member	9
Article IV. BOARD OF DIRECTORS	10
Section 4.01 Duties and Powers.....	10
Section 4.02 Appointments and Composition.....	10
Section 4.03 Term	11
Section 4.04 Annual Meeting of the Board of Directors.....	11
Section 4.05 Regular Meetings and Notice.....	11
Section 4.06 Special Meetings and Notice.....	11
Section 4.07 Waiver of Notice	11
Section 4.08 Quorum and Valid Director Action.....	12
Section 4.09 Written Consents	12
Section 4.10 Communication Equipment.....	12
Section 4.11 Resignation.....	12
Section 4.12 Removal	12
Section 4.13 Periodic Performance Review.....	12
Article V. MEDICAL STAFF	13
Section 5.01 Medical Staff.....	13
Article VI. COMMITTEES	13
Section 6.01 Committees.....	13
Section 6.02 Executive Committee	13
Section 6.03 Service on Committees.....	14

Section 6.04	Quorum, Meetings, Rules and Procedures	14
Section 6.05	Committee Composition	14
Article VII.	OFFICERS.....	15
Section 7.01	Officers.....	15
Section 7.02	Appointment and Election of Officers	15
Section 7.03	Vacancies	15
Section 7.04	Chair	15
Section 7.05	President	15
Section 7.06	Secretary.....	15
Section 7.07	Treasurer.....	16
Article VIII.	INDEMNIFICATION AND STANDARD OF CARE.....	16
Section 8.01	Indemnification	16
Section 8.02	Insurance	16
Section 8.03	Standard of Care.....	17
Section 8.04	Justifiable Reliance	17
Section 8.05	Consideration of Factors	17
Section 8.06	Presumption.....	18
Section 8.07	Personal Liability of Directors	18
Article IX.	SUBSIDIARIES AND VOLUNTARY SERVICE	
	ORGANIZATIONS	18
Section 9.01	Authority	18
Section 9.02	Voluntary Service Organizations	18
Article X.	OPERATING UNITS.....	18
Section 10.01	Authority	18
Article XI.	MISCELLANEOUS.....	19
Section 11.01	Fiscal Year.....	19
Section 11.02	Required Records	19
Section 11.03	Confidentiality.....	19
Section 11.04	Conflict of Interest	19
Article XII.	AMENDMENT AND REVIEW.....	19
Section 12.01	Amendment.....	19
Section 12.02	Periodic Review	20

Article I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Control” or “Ownership” will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

The terms “Controlled,” “Controlling,” “Owned” or “Owning” shall be subsumed within the definitions of “Control” or “Ownership.”

“Corporation” shall mean JHC Acquisition Corporation, a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

“Key Bylaws Provisions” shall refer to sections of these Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Member and Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

“Member” shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Regional Health Ministry" or “RHM” is an Affiliate or operating division within the Health System that maintains a governing body that has day to day management oversight of a designated portion of the Health System, subject to certain authorities that are reserved to Trinity Health. RHMs may be based on a geographical market or dedicated to a service line or business.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, a copy of which is attached and incorporated into these Bylaws as Exhibit A, and as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

Article II. PURPOSES

Section 2.01 Purposes

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

Section 2.02 Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

Section 2.03 Mission Statement

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

Section 2.04 Alienation of Property

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

Article III. MEMBER

Section 3.01 Sole Member

The sole member of the Corporation is Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successors or assigns.

Section 3.02 Member Authority

The following actions shall be reserved exclusively to the Member of the Corporation. Subject to the reserved powers of Trinity Health, the Member may initiate and implement any proposal with respect to any of the following, or if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approvals and other actions shall have been taken by the Member and Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;

(b) Appoint and remove members of the Corporation's Board of Directors;

(c) Appoint and remove the President of the Corporation;

(d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;

(e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;

(g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the

Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

Section 3.03 Reserved Powers of Trinity Health

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(h) Appoint and remove the independent fiscal auditor of the Corporation;

(i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in accordance to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

(j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in Sections 3.02 and 3.03 of these Bylaws, or (iii) transfers in the ordinary course of business.

Section 3.04 Meetings of the Member

Meetings of the Member shall be held at the principal office of the Member or as otherwise provided in the bylaws of the Member at such time and date determined in accordance with the bylaws of the Member. Notice of meetings of the Member shall be given in accordance with the bylaws of the Member.

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (c) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (d) Conduct an annual review of the Corporation's quality and safety performance; and
- (e) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve ex officio with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation (who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by the Member in order to achieve continuity in board composition. Ex officio members of the Board of Directors shall cease to be Directors upon the termination of their service in the office resulting in their ex officio service on the Board of Directors. Other than ex officio members, no Directors may serve for more than nine (9) consecutive years, unless appointed to complete the unexpired term of another Director, in which case a Director may serve for up to ten (10) consecutive years. Former Directors are eligible for reappointment after a one-year absence from service.

Section 4.04 Annual Meeting of the Board of Directors

An annual meeting of the Board of Directors shall be held at any time during the last six months of the calendar year for the purpose of the appointment of officers and the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The meeting notice shall specify the date, time and place of the meeting. Presence at any such meeting shall be deemed to be waiver of notice of said meeting.

Section 4.05 Regular Meetings and Notice

Regular meetings of the Board of Directors shall be held as determined by the Board but no less frequently than quarterly at such time, place and date as determined from time to time by the Board of Directors. An agenda, indicating items requiring a vote of the members of the Board of Directors, together with copies of reports, statements and other supporting information shall be mailed by the Chief Executive Officer prior to meetings. No notice of regular meetings shall be required other than the resolution setting the time, place and date of the meeting.

Section 4.06 Special Meetings and Notice

Special meetings of the Board may be called by or at the request of the Chair, by written request of any two (2) members of the Board, or by the Member. The special meeting shall be held within five (5) days after receipt of such request. Notice of the special meeting shall be given in writing, personally, by telephone, electronic transmission or by facsimile transmission at least forty-eight (48) hours prior to the special meeting. The notice of any special meeting shall state the purpose for which it is called. No other business shall be transacted at the special meeting except for that business stated in the notice.

Section 4.07 Waiver of Notice

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

Section 4.08 Quorum and Valid Director Action

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

Section 4.09 Written Consents

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 4.10 Communication Equipment

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.11 Resignation

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

Section 4.12 Removal

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

Section 4.13 Periodic Performance Review

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

Article V. MEDICAL STAFF

Section 5.01 Medical Staff

The Board of Directors shall have final responsibility for (i) appointment and reappointment of the members of the Medical staff and delineation of their staff privileges; (ii) taking such corrective action relating to Medical staff members as it deems appropriate; (iii) ratifying the selection of Medical staff officers made by the Medical staff; (iv) ratifying the selection of heads of the departments of the Medical staff; (v) reviewing and monitoring the quality improvement programs developed by the Medical staff; and (vi) determining which categories of practitioners are eligible for appointment to the Medical staff. The Board of Directors reserves the authority to take any direct action with respect to any Medical staff appointee action it deems to be in the best interests of the Corporation, whether initiated by the Medical staff or not, and the decision of the Board shall be final.

Article VI. COMMITTEES

Section 6.01 Committees

The Executive Committee of the Board of Directors and such other committees as state law may require shall be standing committees of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees. Those other committees shall serve at the pleasure of the Board. The Corporation shall not have a separate audit committee as matters related to the audit of the Corporation's finances are consolidated at the Trinity Health level. The Board shall establish the purpose, composition, term and other operating matters relative to each such other committee. Each committee shall keep minutes in some manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

Section 6.02 Executive Committee

There shall be an Executive Committee, consisting of the Chair of the Board, who shall serve as chair of the Executive Committee, the Chief Executive Officer, and at least two (2) other Directors selected by vote of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Executive Committee shall meet on the call of the Chair or President. Except as otherwise provided by resolution of the Board or as limited by law, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned from time to time by the Board. The Executive Committee shall report on its actions at the next meeting of the Board and such actions shall be subject to revision and alteration of the Board; provided, however, that the rights of third parties shall not be affected by any such revision or alteration.

Section 6.03 Service on Committees

The committees shall establish rules and regulations for meetings and shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees (except the Executive Committee) shall be appointed for one (1) year by the Chair of the Board of Directors as soon as possible after the annual meeting of the Board. Members of the committees shall serve on their respective committees through the next annual meeting or until their successors are appointed. The Chair of the Board shall fill vacancies on committees (except the Executive Committee) and appointees shall serve through the next annual meeting. The President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

Section 6.04 Quorum, Meetings, Rules and Procedures

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

Section 6.05 Committee Composition

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

Section 7.02 Appointment and Election of Officers

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The Chair shall serve a term of one (1) year and may be elected for a total of three (3) consecutive complete one year terms. The Chair, Treasurer and Secretary of the Corporation shall be elected at the annual meeting of the Directors by the Board of Directors. The Treasurer and Secretary need not be members of the Board.

Section 7.03 Vacancies

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the officer so appointed or elected shall hold office until a successor is chosen and qualified.

Section 7.04 Chair

The Chair shall preside at the Board meetings and shall be an ex-officio voting member of all committees.

Section 7.05 President

The President shall have general and active management responsibility for the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the policies of the Member are carried into effect, consistent with the Mission and Core Values of the Corporation. The President shall be responsible for the appointment, evaluation, compensation and removal of the respective executive officers of those corporations of which the Corporation is the member or other controlling shareholder or owner. The President shall be a voting ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 7.06 Secretary

The Secretary of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all

transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

Section 7.07 Treasurer

The Treasurer of the Corporation shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Treasurer shall further perform such other duties incident to his or her office as the Board of Directors may from time to time determine. The Treasurer may delegate any of the functions, powers, duties, and responsibilities to any agent or employee of the Corporation. In the event of such delegation, the Treasurer shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Article VIII. INDEMNIFICATION AND STANDARD OF CARE

Section 8.01 Indemnification

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 8.02 Insurance

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent,

manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

Section 8.03 Standard of Care

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 8.04 Justifiable Reliance

In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 8.05 Consideration of Factors

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, the Member and Trinity Health, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation, the Member and Trinity Health are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 8.06 Presumption

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation, the Member and Trinity Health.

Section 8.07 Personal Liability of Directors

No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

Article IX. SUBSIDIARIES AND VOLUNTARY SERVICE ORGANIZATIONS

Section 9.01 Authority

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

Section 9.02 Voluntary Service Organizations

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

Article X. OPERATING UNITS

Section 10.01 Authority

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to

them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of September of each year and shall begin on the 1st day of October of each year.

Section 11.02 Required Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

Section 11.03 Confidentiality

Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

Section 11.04 Conflict of Interest

Each of the Corporation's officers and members of the Board shall at all times act in a manner that furthers the Corporation's charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the Corporation's community benefit purposes. The Corporation's officers and members of the Board shall fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. Conflicts of interest shall be resolved in accordance with the Corporation's conflict of interest policy. The Corporation and all its officers and members of the Board shall comply with any policies of the Corporation and Trinity Health regarding conflicts of interest, as well as the requirements of applicable state law regarding such conflicts, and shall complete any and all disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

Article XII. AMENDMENT AND REVIEW

Section 12.01 Amendment

These Bylaws may be amended only in accordance with Article III of these Bylaws.

Section 12.02 Periodic Review

These Bylaws shall be reviewed periodically by the Board of Directors and any recommended revisions shall be forwarded to the Member and Trinity Health for action.

EXHIBIT A

System Authority Matrix

June 25, 2015

Ministry Schedule updated October 1 2015

TRINITY HEALTH
System Authority Matrix

This Authority Matrix summarizes a number of important activities that might be taken by an entity within the Trinity Health System and the corresponding actions or approvals that must be taken before proceeding with such activity. Many of these actions are delegations from the Board of Trinity Health to management, to Committees of the Board of Directors of Trinity Health and to governance of entities affiliated with Trinity Health. Trinity Health has adopted the following Operating Principles which apply to these delegations:

Unity: We act as a unified system, recognizing the interdependency of all its parts in fulfillment of its mission and vision while promoting the strength of our ministries serving our unique communities.

Excellence: We seek to continually innovate and improve our performance excellence and to add value by leveraging our skill and scale.

Simplicity and Clarity: Local, regional and system office leadership work in partnership to make decisions in a timely and collaborative manner that takes into account the variety of interests being affected.

Accountability: We are flexible in shaping roles, responsibilities and accountabilities at all leadership levels of the organization.

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic Identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

Entities:

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

Regional Health Ministries or RHM means a first tier (direct) subsidiary, affiliate or operating division of Trinity Health that maintains a governing body that has day to day management oversight of a designated portion of the Trinity Health System within a geographical market. A list of RHMs is set forth Exhibit A to this Matrix.

Group 1 RHM means an RHM which had a minimum total operating revenue of \$300 million in the previous fiscal year or an RHM that has been selected by management for inclusion in Group 1 RHMs based on operational objectives.

Group 2 RHM means an RHM which is not a Group 1 RHM.

Second Tier Subsidiaries means subsidiaries and affiliates of Ministries.

Actions:

Approve means to have ultimate authority over an action. Approval includes the authority to adopt, accept, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the Trinity Health System. Some actions required approval at more than one level. Final approval authority is exercised by the highest level independently of any recommendation or participation actions. If more than one entity has Approval authority, the matter may be initiated and approved by the highest level of Approval authority when permitted by law.

Participate means a timely, meaningful, collaborative and consultative process among interested parties to inform the decision under consideration.

Ratify means to confirm and adopt the act of another even if it was not approved beforehand. It also means final decision making authority, but without the power to initiate or change a recommendation.

Recommend means to review and present a matter for approval by another entity in the Trinity Health System. Recommending authority does not limit the right of the approving entity to initiate an action without a recommendation.

Other:

Governing documents are documents which establish and describe an entity, including the purposes, the powers reserved to the members or shareholders, and which set forth the rights of partners or joint owners relative to each other. Governing documents include documents filed with the state (such as articles or certificates of incorporation), bylaws (whether a corporation or an unincorporated division which has its own governing body), operating agreements and partnership agreements.

Key Bylaws Provisions are variations from the standard Governing Documents that concern any of the following: (a) the Ministry name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the Ministry and powers exercisable by CHM; (c) the identity of, reserved powers exercisable by and other matters pertaining to Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Ministry Board of Directors. All other variations are not Key Bylaw Provisions.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II c	Governing Documents of Second Tier Subsidiary which operates licensed healthcare facilities consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governance Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
III	Appointments and Removals					
III a	Appointment or removal of CHM Members (which comprise the Trinity Health Board of Directors)					Approve
III b	Appointment or removal of Trinity Health Board Chair				Approve	Ratify
III c	Appointment or removal Ministry Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and	Recommend	Approve	Participate		

	MHM Strategic Plans					
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V	Finance Matters					
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V b	Group II RHM and MHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law

V c	Additional Debt and System Five Year Plan of Finance			Recommends	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	

					Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM or MHM is financially obligated	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
V j	Auditor Selection (Trinity Health System and separate audits)			Recommend	Approve (upon recommendation by the Audit Committee)	
V k	Annual Trinity Health System Audit			Recommend	Approve (upon recommendation by the Audit Committee)	
VI	New Organizations and Major Transactions					

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation,	Recommend	Approve	Approve		Approve as related to Sponsorship obligations

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	creation, transfer, sale of all assets)					
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve		
VI f	Formation or acquisition of an entity in which Trinity Health will be the sole parent			Recommend	Approve	Approve as related to Sponsorship obligations
VI g	Joint venture or other enterprise affecting ownership of a Group I RHM or NHM	Recommend	Approve	Recommend	Approve	Approve as related to Sponsorship obligations
VI h	Joint venture or other enterprise affecting ownership of a Group II RHM or MHM	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	People Centered					

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	Care					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the People Centered Care Committee	
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

EXHIBIT A

MINISTRIES

Based on the FY 2015 Income Statement and Supplemental Materials

October 1, 2015

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP I

Holy Cross Health (Maryland)
Holy Cross Hospital (Florida)
Loyola University Health System (Illinois)
Mercy Health (Michigan)
Mercy Health Services – Iowa (Iowa)
Mercy Health System of Southeastern Pennsylvania (Pennsylvania)
Mount Carmel Health System (Ohio)
Our Lady of Lourdes Health Care Services (New Jersey)
Saint Agnes Medical Center (California)
Saint Alphonsus Health System (Idaho)
St. Francis Care, Inc. (Connecticut)
Saint Joseph Mercy Health System (Michigan)
Saint Joseph Regional Medical Center (Indiana)
St. Joseph's Hospital Health Center (New York)
Sisters of Providence Health System (Massachusetts)
St. Mary Medical Center (Pennsylvania)
St. Mary's Health Care System (Georgia)
St. Peter's Health Partners (New York)

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP II

Mercy Health System of Chicago (Illinois)
Saint Michael's Medical Center (New Jersey)
St. Francis Hospital (Delaware)
St. Francis Medical Center (New Jersey)

NATIONAL HEALTH MINISTRIES (NHMs)

Trinity Home Health Services (multi-state)
Trinity Senior Living Communities (multi-state)
Trinity PACE

MISSION HEALTH MINISTRIES (MHMs)

Allegheny Franciscan Ministries (Florida)
Global Health Ministry (Pennsylvania)
Mercy Medical (Alabama)
Pittsburgh Mercy Health System (Pennsylvania)
Saint Joseph's Health System (Georgia)

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

01/04/2016

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name: JOHNSON MEMORIAL HOSPITAL, INC. Type of Request: AMEND NAME

Work Order Number	: 2016001221-006	Business Filing Number	: 0005457842
Filing Date/Time	: 01/04/2016 11:00 AM	Effective Date/Time	: 01/04/2016 11:00 AM
Work Order Payment Total	: \$560.00	Payment Received	: \$70.00
Credit on Account	: \$1,885.00	Customer ID	: 000308053
Business ID	: 1188474		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JMH Acquisition Corp.	
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C): <input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input type="checkbox"/> C. AMENDED AND RESTATED THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT	
3. TEXT OF EACH AMENDMENT / RESTATEMENT: Article I of the Certificate of Incorporation is hereby deleted in its entirety and substituted as follows: "The name of the Corporation is Johnson Memorial Hospital, Inc." The definition of "Corporation" under Article II is hereby deleted in its entirety and substituted as follows: "Corporation" shall mean Johnson Memorial Hospital, Inc., a Connecticut nonstock corporation."	

4. VOTE INFORMATION (CHECK A, B or C)

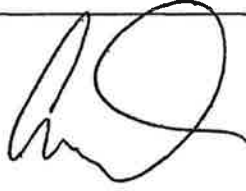
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF December, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher Dadlez	President and Chief Executive Officer of Trinity Health – New England, Inc., sole member	

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

11/24/2015

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
JMH ACQUISITION CORP.

Type of Request:
CERTIFICATE OF INCORPORATION

Work Order Number	: 2015351353-001	Business Filing Number	: 0005436373
Filing Date/Time	: 11/24/2015 12:00 PM	Effective Date/Time	: 11/24/2015 12:00 PM
Work Order Payment Total	: \$100.00	Payment Received	: \$100.00
Credit on Account	: \$2,265.00	Customer ID	: 000308053
Business ID	: 1188474		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

ELISSA MACMILLAN
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06108

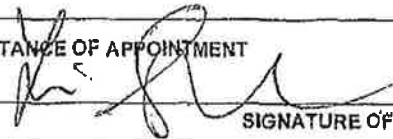
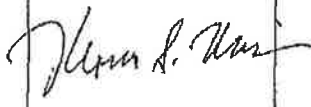
PHONE: 860-509-6003

WEBSITE: www.cqncord-sots.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder, LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103		FILING FEE: \$50 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JMH Acquisition Corp.		
THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.		
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: <input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.		
3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)		
A. INDIVIDUAL'S AGENT NAME:		
BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:	
B. BUSINESS ENTITY AGENT NAME: CT Corporation System ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: One Corporate Center CITY: Hartford STATE: CT ZIP: 06103		

ACCEPTANCE OF APPOINTMENT		
 _____ Lisa Sheel, V.P. SIGNATURE OF AGENT		
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:		
See attached.		
5. OTHER INFORMATION:		
See attached.		
6. CORPORATION EMAIL ADDRESS. - <u>REQUIRED</u> : (IF NONE, MUST STATE "NONE.")		
None		
7. EXECUTION; CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR		
DATED THIS <u>24</u> DAY OF <u>November</u> , 20 <u>15</u>		
NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Thomas S. Marrion	ADDRESS: 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	

Certificate of Incorporation of

JMH Acquisition Corp.

A Connecticut Nonstock Corporation

ARTICLE I

Name

The name of the Corporation is JMH Acquisition Corp.

ARTICLE II

Definitions

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean JMH Acquisition Corp., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

"Health System" or "Trinity Health System" means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

"Trinity Health" means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

ARTICLE III

Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To carry out the purposes of Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successor, which is the Member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- B. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Trinity Health and Catholic Health Ministries. The Corporation shall take

all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, promoting and carrying on scientific research and educational activities related to the care of the sick and promotion of health, and establishing, maintaining, owning, managing, operating, transferring, conveying, supporting, assisting and acquiring institutions, facilities and programs in several states, directly or through one or more affiliates, including, but not limited to, hospitals and clinics, which shall provide diagnosis and treatment to inpatients and outpatients and shall provide such support services as, but not limited to, extended care, shared services, pastoral care, home care, long-term care, operation of senior residences, care of the elderly and the handicapped, care of the economically needy, child care, social services, mental health and substance abuse services;

- C. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
- D. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- E. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- F. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- G. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from

taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;

- H. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
- I. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE IV

Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

ARTICLE V

Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health – New England, Inc., a Connecticut nonstock corporation.

ARTICLE VI

Registered Office and Resident Agent

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Membership

Trinity Health – New England, Inc., a Connecticut nonstock corporation (“Member”) is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member and Trinity Health under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member and Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member and Trinity Health:

- a. As reserved to the Member:
 - (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
 - (b) Appoint and remove members of the Corporation's Board of Directors;
 - (c) Appoint and remove the President of the Corporation;
 - (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
 - (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated

operating and capital budgets of the Regional Health Ministry in which the Corporation participates;

- (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (i) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
- (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

b. As reserved to Trinity Health:

- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health

- receives a recommendation as to any such action, approve such action as recommended;
- (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (e) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (h) Appoint and remove the independent fiscal auditor of the Corporation;
 - (i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

- (j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business.

ARTICLE VIII

Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- d. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 5. Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 6. Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation.

Section 7. Personal Liability of Director. No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

ARTICLE IX

Dissolution

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the

Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

Effective Date

This Certificate of Incorporation is effective as of November 24, 2015.

55293639 v4

BYLAWS OF JMH ACQUISITION CORP.

JMH Acquisition Corp. (the “Corporation”) changed its name to Johnson Memorial Hospital, Inc. effective January 4, 2015. The Bylaws of the Corporation are attached hereto.

BYLAWS
OF
JMH ACQUISITION CORPORATION
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: _____, 2015

TABLE OF CONTENTS

	Page
Article I. DEFINITIONS.....	4
Article II. PURPOSES	6
Section 2.01 Purposes	6
Section 2.02 Catholic Identity	6
Section 2.03 Mission Statement.....	6
Section 2.04 Alienation of Property.....	6
Article III. MEMBER.....	6
Section 3.01 Sole Member	6
Section 3.02 Member Authority.....	7
Section 3.03 Reserved Powers of Trinity Health	8
Section 3.04 Meetings of the Member	9
Article IV. BOARD OF DIRECTORS	10
Section 4.01 Duties and Powers.....	10
Section 4.02 Appointments and Composition.....	10
Section 4.03 Term	11
Section 4.04 Annual Meeting of the Board of Directors.....	11
Section 4.05 Regular Meetings and Notice.....	11
Section 4.06 Special Meetings and Notice.....	11
Section 4.07 Waiver of Notice	12
Section 4.08 Quorum and Valid Director Action.....	12
Section 4.09 Written Consents	12
Section 4.10 Communication Equipment.....	12
Section 4.11 Resignation.....	12
Section 4.12 Removal	12
Section 4.13 Periodic Performance Review.....	13
Article V. MEDICAL/DENTAL STAFF	13
Section 5.01 Medical/Dental Staff Bylaws	13
Section 5.02 Medical/Dental Staff of Operating Units	13
Article VI. COMMITTEES	14
Section 6.01 Committees.....	14
Section 6.02 Executive Committee	14

Section 6.03	Service on Committees.....	14
Section 6.04	Quorum, Meetings, Rules and Procedures	15
Section 6.05	Committee Composition	15
Article VII.	OFFICERS.....	15
Section 7.01	Officers.....	15
Section 7.02	Appointment and Election of Officers	15
Section 7.03	Vacancies	16
Section 7.04	Chair	16
Section 7.05	President.....	16
Section 7.06	Secretary.....	16
Section 7.07	Treasurer.....	16
Article VIII.	INDEMNIFICATION AND STANDARD OF CARE.....	17
Section 8.01	Indemnification	17
Section 8.02	Insurance	17
Section 8.03	Standard of Care.....	17
Section 8.04	Justifiable Reliance	18
Section 8.05	Consideration of Factors	18
Section 8.06	Presumption.....	18
Section 8.07	Personal Liability of Directors	18
Article IX.	SUBSIDIARIES AND VOLUNTARY HOSPITAL SERVICE	
	ORGANIZATIONS	19
Section 9.01	Authority	19
Section 9.02	Voluntary Hospital Service Organizations.....	19
Article X.	OPERATING UNITS.....	19
Section 10.01	Authority	19
Article XI.	MISCELLANEOUS.....	19
Section 11.01	Fiscal Year.....	19
Section 11.02	Required Records	19
Section 11.03	Confidentiality.....	20
Section 11.04	Conflict of Interest	20
Article XII.	AMENDMENT AND REVIEW.....	20
Section 12.01	Amendment.....	20
Section 12.02	Periodic Review	20

Article I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Control” or “Ownership” will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

The terms “Controlled,” “Controlling,” “Owned” or “Owning” shall be subsumed within the definitions of “Control” or “Ownership.”

“Corporation” shall mean JMH Acquisition Corporation, a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

“Key Bylaws Provisions” shall refer to sections of these Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Member and Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

“Operating Unit” shall have the definition set forth in Section 5.04 of these Bylaws.

"Regional Health Ministry" or “RHM” is an Affiliate or operating division within the Health System that maintains a governing body that has day to day management oversight of a designated portion of the Health System, subject to certain authorities that are reserved to Trinity Health. RHMs may be based on a geographical market or dedicated to a service line or business.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, a copy of which is attached and incorporated into these Bylaws as Exhibit A, and as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

Article II. PURPOSES

Section 2.01 Purposes

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

Section 2.02 Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

Section 2.03 Mission Statement

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

Section 2.04 Alienation of Property

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

Article III. MEMBER

Section 3.01 Sole Member

The sole member of the Corporation is Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successors or assigns.

Section 3.02 Member Authority

The following actions shall be reserved exclusively to the Member of the Corporation. Subject to the reserved powers of Trinity Health, the Member may initiate and implement any proposal with respect to any of the following, or if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approvals and other actions shall have been taken by the Member and Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;

(b) Appoint and remove members of the Corporation's Board of Directors;

(c) Appoint and remove the President of the Corporation;

(d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;

(e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;

(g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(i) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the

Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

Section 3.03 Reserved Powers of Trinity Health

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(e) Approve any formation or dissolution of Affiliates, partnerships, cosponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(h) Appoint and remove the independent fiscal auditor of the Corporation;

(i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in accordance to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

(j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in Sections 3.02 and 3.03 of these Bylaws, or (iii) transfers in the ordinary course of business.

Section 3.04 Meetings of the Member

Meetings of the Member shall be held at the principal office of the Member or as otherwise provided in the bylaws of the Member at such time and date determined in accordance with the bylaws of the Member. Notice of meetings of the Member shall be given in accordance with the bylaws of the Member.

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Approve the Medical/Dental staff credentials for the hospital facilities owned and operated by the Corporation;
- (c) Oversee the Corporation's relationship with the Medical/Dental staff as contemplated in Article V of these Bylaws;
- (d) Adopt, amend, or repeal the Medical/Dental staff bylaws;
- (e) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (f) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (g) Conduct an annual review of the Corporation's quality and safety performance; and
- (h) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve *ex officio* with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation

(who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by the Member in order to achieve continuity in board composition. Ex officio members of the Board of Directors shall cease to be Directors upon the termination of their service in the office resulting in their ex officio service on the Board of Directors. Other than ex officio members, no Directors may serve for more than nine (9) consecutive years, unless appointed to complete the unexpired term of another Director, in which case a Director may serve for up to ten (10) consecutive years. Former Directors are eligible for reappointment after a one-year absence from service.

Section 4.04 Annual Meeting of the Board of Directors

An annual meeting of the Board of Directors shall be held at any time during the last six months of the calendar year for the purpose of the appointment of officers and the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The meeting notice shall specify the date, time and place of the meeting. Presence at any such meeting shall be deemed to be waiver of notice of said meeting.

Section 4.05 Regular Meetings and Notice

Regular meetings of the Board of Directors shall be held as determined by the Board but no less frequently than quarterly at such time, place and date as determined from time to time by the Board of Directors. An agenda, indicating items requiring a vote of the members of the Board of Directors, together with copies of reports, statements and other supporting information shall be mailed by the Chief Executive Officer prior to meetings. No notice of regular meetings shall be required other than the resolution setting the time, place and date of the meeting.

Section 4.06 Special Meetings and Notice

Special meetings of the Board may be called by or at the request of the Chair, by written request of any two (2) members of the Board, or by the Member. The special meeting shall be held within five (5) days after receipt of such request. Notice of the special meeting shall be given in writing, personally, by telephone, electronic transmission or by facsimile transmission at least forty-eight (48) hours prior to the special meeting. The notice of any special meeting shall state the purpose for which it is called. No other business shall be transacted at the special meeting except for that business stated in the notice.

Section 4.07 Waiver of Notice

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

Section 4.08 Quorum and Valid Director Action

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

Section 4.09 Written Consents

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 4.10 Communication Equipment

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.11 Resignation

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

Section 4.12 Removal

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

Section 4.13 Periodic Performance Review

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

Article V. MEDICAL/DENTAL STAFF

Section 5.01 Medical/Dental Staff Bylaws

The Medical/Dental staff of the hospital operated by the Corporation shall be organized pursuant to the bylaws of the Medical/Dental staff. The bylaws shall (i) describe the organization of the medical staff, (ii) describe the qualifications and criteria for Medical/Dental staff appointment and privilege determinations, (iii) state the duties and privileges of each category of the Medical/Dental staff, (iv) include procedures for recommendations by the Medical/Dental staff on the appointment of members of the Medical/Dental staff, the delineation of their staff privileges and the initiation of corrective action taken against any member, and (v) state the requirements for completion and documentation of patient histories and physical exams. The Medical/Dental staff bylaws also shall contain procedures for the resolution of disputes that may arise regarding the granting, denial or limitation of staff privileges or corrective action taken against any member of the Medical/Dental staff, including a hearing and appeal process and the circumstances in which such hearing/appeal rights will be made available. Bylaws, rules, regulations, and policies of the Medical/Dental staff may be proposed and adopted by the Medical/Dental staff of the hospital (or other health care provider that has a Medical/Dental staff), but the bylaws, rules, regulations, policies, and amendments thereto shall not become effective until approved by the Corporation's Board of Directors.

The Board of Directors shall have final responsibility for (i) appointment and reappointment of the members of the Medical/Dental staff and delineation of their staff privileges; (ii) taking such corrective action relating to Medical/Dental staff members as it deems appropriate; (iii) ratifying the selection of Medical/Dental staff officers made by the Medical/Dental staff; (iv) ratifying the selection of heads of the departments of the Medical/Dental staff; (v) reviewing and monitoring the quality improvement programs developed by the Medical/Dental staff; and (vi) determining which categories of practitioners are eligible for appointment to the Medical/Dental Staff. The Medical/Dental staff bylaws are not deemed to be a contract and are not intended to create contractual rights or responsibilities. The Board of Directors reserves the authority to take any direct action with respect to any Medical/Dental staff appointee action it deems to be in the best interests of the hospital operated by the Corporation, whether initiated by the Medical/Dental staff or not, and the decision of the Board shall be final.

Section 5.02 Medical/Dental Staff of Operating Units

The powers described in this Article V may be delegated to the governing body of an unincorporated operating division of governance and management of the Corporation

("Operating Unit") where such Operating Unit governing body is responsible for the operation of a hospital under applicable state law or standards of accrediting agencies. Such delegation may be accomplished by resolution or by setting forth the powers and duties of such governing body in the bylaws of the Operating Unit.

Article VI. COMMITTEES

Section 6.01 Committees

The Executive Committee of the Board of Directors and such other committees as state law may require shall be standing committees of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees. Those other committees shall serve at the pleasure of the Board. The Corporation shall not have a separate audit committee as matters related to the audit of the Corporation's finances are consolidated at the Trinity Health level. The Board shall establish the purpose, composition, term and other operating matters relative to each such other committee. Each committee shall keep minutes in some manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

Section 6.02 Executive Committee

There shall be an Executive Committee, consisting of the Chair of the Board, who shall serve as chair of the Executive Committee, the Chief Executive Officer, and at least two (2) other Directors selected by vote of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Executive Committee shall meet on the call of the Chair or President. Except as otherwise provided by resolution of the Board or as limited by law, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned from time to time by the Board. The Executive Committee shall report on its actions at the next meeting of the Board and such actions shall be subject to revision and alteration of the Board; provided, however, that the rights of third parties shall not be affected by any such revision or alteration.

Section 6.03 Service on Committees

The committees shall establish rules and regulations for meetings and shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees (except the Executive Committee) shall be appointed for one (1) year by the Chair of the Board of Directors as soon as possible after the annual meeting of the Board. Members of the committees shall serve on their respective committees through the next annual meeting or until their successors are

appointed. The Chair of the Board shall fill vacancies on committees (except the Executive Committee) and appointees shall serve through the next annual meeting. The President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

Section 6.04 Quorum, Meetings, Rules and Procedures

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

Section 6.05 Committee Composition

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

Section 7.02 Appointment and Election of Officers

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The Chair shall serve a term of one (1) year and may be elected for a total of three (3)

consecutive complete one year terms. The Chair, Treasurer and Secretary of the Corporation shall be elected at the annual meeting of the Directors by the Board of Directors. The Treasurer and Secretary need not be members of the Board.

Section 7.03 Vacancies

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the officer so appointed or elected shall hold office until a successor is chosen and qualified.

Section 7.04 Chair

The Chair shall preside at the Board meetings and shall be an ex-officio voting member of all committees.

Section 7.05 President

The President shall have general and active management responsibility for the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the policies of the Member are carried into effect, consistent with the Mission and Core Values of the Corporation. The President shall be responsible for the appointment, evaluation, compensation and removal of the respective executive officers of those corporations of which the Corporation is the member or other controlling shareholder or owner. The President shall be a voting ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 7.06 Secretary

The Secretary of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

Section 7.07 Treasurer

The Treasurer of the Corporation shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Treasurer shall further perform such other duties incident to his or her office as the Board of Directors may from time to time determine. The Treasurer may delegate any of the functions, powers, duties, and responsibilities to any agent or employee of the Corporation. In the event of such delegation, the Treasurer shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Article VIII. INDEMNIFICATION AND STANDARD OF CARE

Section 8.01 Indemnification

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 8.02 Insurance

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

Section 8.03 Standard of Care

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 8.04 Justifiable Reliance

In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.

(c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 8.05 Consideration of Factors

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, the Member and Trinity Health, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation, the Member and Trinity Health are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 8.06 Presumption

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation, the Member and Trinity Health.

Section 8.07 Personal Liability of Directors

No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

Article IX. SUBSIDIARIES AND VOLUNTARY HOSPITAL SERVICE ORGANIZATIONS

Section 9.01 Authority

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

Section 9.02 Voluntary Hospital Service Organizations

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

Article X. OPERATING UNITS

Section 10.01 Authority

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of September of each year and shall begin on the 1st day of October of each year.

Section 11.02 Required Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

Section 11.03 Confidentiality

Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

Section 11.04 Conflict of Interest

Each of the Corporation's officers and members of the Board shall at all times act in a manner that furthers the Corporation's charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the Corporation's community benefit purposes. The Corporation's officers and members of the Board shall fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. Conflicts of interest shall be resolved in accordance with the Corporation's conflict of interest policy. The Corporation and all its officers and members of the Board shall comply with any policies of the Corporation and Trinity Health regarding conflicts of interest, as well as the requirements of applicable state law regarding such conflicts, and shall complete any and all disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

Article XII. AMENDMENT AND REVIEW

Section 12.01 Amendment

These Bylaws may be amended only in accordance with Article III of these Bylaws.

Section 12.02 Periodic Review

These Bylaws shall be reviewed periodically by the Board of Directors and any recommended revisions shall be forwarded to the Member and Trinity Health for action.

EXHIBIT A

System Authority Matrix

June 25, 2015

Ministry Schedule updated October 1 2015

TRINITY HEALTH
System Authority Matrix

This Authority Matrix summarizes a number of important activities that might be taken by an entity within the Trinity Health System and the corresponding actions or approvals that must be taken before proceeding with such activity. Many of these actions are delegations from the Board of Trinity Health to management, to Committees of the Board of Directors of Trinity Health and to governance of entities affiliated with Trinity Health. Trinity Health has adopted the following Operating Principles which apply to these delegations:

Unity: We act as a unified system, recognizing the interdependency of all its parts in fulfillment of its mission and vision while promoting the strength of our ministries serving our unique communities.

Excellence: We seek to continually innovate and improve our performance excellence and to add value by leveraging our skill and scale.

Simplicity and Clarity: Local, regional and system office leadership work in partnership to make decisions in a timely and collaborative manner that takes into account the variety of interests being affected.

Accountability: We are flexible in shaping roles, responsibilities and accountabilities at all leadership levels of the organization.

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic Identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

Entities:

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

Regional Health Ministries or RHM means a first tier (direct) subsidiary, affiliate or operating division of Trinity Health that maintains a governing body that has day to day management oversight of a designated portion of the Trinity Health System within a geographical market. A list of RHMs is set forth Exhibit A to this Matrix.

Group 1 RHM means an RHM which had a minimum total operating revenue of \$300 million in the previous fiscal year or an RHM that has been selected by management for inclusion in Group 1 RHMs based on operational objectives.

Group 2 RHM means an RHM which is not a Group 1 RHM.

Second Tier Subsidiaries means subsidiaries and affiliates of Ministries.

Actions:

Approve means to have ultimate authority over an action. Approval includes the authority to adopt, accept, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the Trinity Health System. Some actions required approval at more than one level. Final approval authority is exercised by the highest level independently of any recommendation or participation actions. If more than one entity has Approval authority, the matter may be initiated and approved by the highest level of Approval authority when permitted by law.

Participate means a timely, meaningful, collaborative and consultative process among interested parties to inform the decision under consideration.

Ratify means to confirm and adopt the act of another even if it was not approved beforehand. It also means final decision making authority, but without the power to initiate or change a recommendation.

Recommend means to review and present a matter for approval by another entity in the Trinity Health System. Recommending authority does not limit the right of the approving entity to initiate an action without a recommendation.

Other:

Governing documents are documents which establish and describe an entity, including the purposes, the powers reserved to the members or shareholders, and which set forth the rights of partners or joint owners relative to each other. Governing documents include documents filed with the state (such as articles or certificates of incorporation), bylaws (whether a corporation or an unincorporated division which has its own governing body), operating agreements and partnership agreements.

Key Bylaws Provisions are variations from the standard Governing Documents that concern any of the following: (a) the Ministry name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the Ministry and powers exercisable by CHM; (c) the identity of, reserved powers exercisable by and other matters pertaining to Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Ministry Board of Directors. All other variations are not Key Bylaw Provisions.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II c	Governing Documents of Second Tier Subsidiary which operates licensed healthcare facilities consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governance Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
III	Appointments and Removals					
III a	Appointment or removal of CHM Members (which comprise the Trinity Health Board of Directors)					Approve
III b	Appointment or removal of Trinity Health Board Chair				Approve	Ratify
III c	Appointment or removal Ministry Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and	Recommend	Approve	Participate		

	MHM Strategic Plans					
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V	Finance Matters					
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V b	Group II RHM and MHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law

V c	Additional Debt and System Five Year Plan of Finance			Recommends	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	

					Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM or MHM is financially obligated	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
V j	Auditor Selection (Trinity Health System and separate audits)			Recommend	Approve (upon recommendation by the Audit Committee)	
V k	Annual Trinity Health System Audit			Recommend	Approve (upon recommendation by the Audit Committee)	
VI	New Organizations and Major Transactions					

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation,	Recommend	Approve	Approve		Approve as related to Sponsorship obligations

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	creation, transfer, sale of all assets)					
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve		
VI f	Formation or acquisition of an entity in which Trinity Health will be the sole parent			Recommend	Approve	Approve as related to Sponsorship obligations
VI g	Joint venture or other enterprise affecting ownership of a Group I RHM or NHM	Recommend	Approve	Recommend	Approve	Approve as related to Sponsorship obligations
VI h	Joint venture or other enterprise affecting ownership of a Group II RHM or MHM	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	People Centered					

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
	Care					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the People Centered Care Committee	
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

EXHIBIT A

MINISTRIES

Based on the FY 2015 Income Statement and Supplemental Materials

October 1, 2015

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP I

Holy Cross Health (Maryland)
Holy Cross Hospital (Florida)
Loyola University Health System (Illinois)
Mercy Health (Michigan)
Mercy Health Services – Iowa (Iowa)
Mercy Health System of Southeastern Pennsylvania (Pennsylvania)
Mount Carmel Health System (Ohio)
Our Lady of Lourdes Health Care Services (New Jersey)
Saint Agnes Medical Center (California)
Saint Alphonsus Health System (Idaho)
St. Francis Care, Inc. (Connecticut)
Saint Joseph Mercy Health System (Michigan)
Saint Joseph Regional Medical Center (Indiana)
St. Joseph's Hospital Health Center (New York)
Sisters of Providence Health System (Massachusetts)
St. Mary Medical Center (Pennsylvania)
St. Mary's Health Care System (Georgia)
St. Peter's Health Partners (New York)

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP II

Mercy Health System of Chicago (Illinois)
Saint Michael's Medical Center (New Jersey)
St. Francis Hospital (Delaware)
St. Francis Medical Center (New Jersey)

NATIONAL HEALTH MINISTRIES (NHMs)

Trinity Home Health Services (multi-state)
Trinity Senior Living Communities (multi-state)
Trinity PACE

MISSION HEALTH MINISTRIES (MHMs)

Allegheny Franciscan Ministries (Florida)
Global Health Ministry (Pennsylvania)
Mercy Medical (Alabama)
Pittsburgh Mercy Health System (Pennsylvania)
Saint Joseph's Health System (Georgia)

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.



DENISE W. MERRILL
CONNECTICUT SECRETARY OF THE STATE

Connecticut eRegulations System



Official V

[Home](#)

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[Browse](#) > [List of Titles](#) > [Title 19 Contents](#) > [Subtitle 19-13-B](#)

Browse the Regulations of Connecticut State Agencies

Last updated: 12/23/2015

Section 19-13-B102

Title 19 - Public Health and Safety

Department of Public Health

Printer-Friendly

12/23/2015

[Previous Section](#)

[Next S](#)

Regulations of Connecticut State Agencies

Sec. 19-13-B102. Standards for quality of public drinking water

(a) **Definitions.** As used in this section:

- (1) "Action level" means the concentration of lead or copper in water specified in subsection (j)(6)(B) of this section which determines, in some cases, treatment requirements contained in subsection (j)(6) of this section that a system is required to complete;
- (2) "Active source of supply" means all springs, streams, watercourses, brooks, rivers, lakes, ponds, wells, or underground water from which water is taken on a regular or periodic basis for water supply purposes. A number of wells drawing water from a single aquifer or more than 1 surface water body or a combination of surface water and ground water sources connected to a common distribution system may be considered a single source of supply;
- (3) "Annual average" means the arithmetic average of the quarterly averages of 4 consecutive quarters of monitoring;
- (4) "Bag filters" means pressure-driven separation devices that remove particulate matter larger than 1 micrometer using an engineered porous filtration media that are typically constructed of a non-rigid, fabric filtration media housed in a pressure vessel in which the direction of flow is from the inside of the bag to the outside;
- (5) "Bank filtration" means a water treatment process that uses a well to recover surface water that has naturally infiltrated into ground water through a river or bank(s). Infiltration is typically enhanced by the hydraulic gradient imposed by a nearby pumping water supply or other well(s);
- (6) "Cartridge filters" means pressure-driven separation devices that remove particulate matter larger than 1 micrometer using an engineered porous filtration media and are typically constructed as rigid or semi-rigid, self-supporting filter elements housed in pressure vessels in which flow is from the outside of the cartridge to the inside;
- (7) "CFR" means Code of Federal Regulations;
- (8) "Certified distribution system operator" means an operator who has met the education, experience, and examination requirements specified in section 25-32-9 of the Regulations of Connecticut State Agencies and has been certified by the department;
- (9) "Certified operator" means an operator who has met the education, experience, and examination requirements specified in sections 25-32-7a to 25-32-9 of the Regulations of Connecticut State Agencies and has been certified by the department;
- (10) "Certified water treatment plant operator" means an operator who has met the education, experience, and examination requirements of section 25-32-9 of the Regulations of Connecticut State Agencies and has been certified by the department;
- (11) "Coagulation" means a process using coagulant chemicals and mixing by which colloidal and suspended materials are destabilized and agglomerate into flocs;
- (12) "Coliform" means a group of bacteria found in the intestines of warm-blooded animals (including humans) and found in plants, soil, air, and water;
- (13) "Combined distribution system" means the interconnected distribution system consisting of the distribution systems of wholesale systems and

[Previous Section](#)

[Next S](#)

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

01/04/2016

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name: JOHNSON MEMORIAL MEDICAL CENTER, INC. Type of Request: AMEND NAME

Work Order Number	: 2016001221-005	Business Filing Number	: 0005457839
Filing Date/Time	: 01/04/2016 11:00 AM	Effective Date/Time	: 01/04/2016 11:00 AM
Work Order Payment Total	: \$560.00	Payment Received	: \$70.00
Credit on Account	: \$1,885.00	Customer ID	: 000308053
Business ID	: 1188471		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 190470, HARTFORD, CT 06116-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: [WWW.COMREC RD-SOLS.CT.GOV](http://www.comrecrd-sols.ct.gov)

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103	FILING FEE: \$20 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JMMC Acquisition Corp.	
2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C): <input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input type="checkbox"/> C. AMENDED AND RESTATED THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT	
3. TEXT OF EACH AMENDMENT / RESTATEMENT: Article I of the Certificate of Incorporation is hereby deleted in its entirety and substituted as follows: "The name of the Corporation is Johnson Memorial Medical Center, Inc." The definition of "Corporation" under Article II is hereby deleted in its entirety and substituted as follows: "Corporation" shall mean Johnson Memorial Medical Center, Inc., a Connecticut nonstock corporation."	

4. VOTE INFORMATION (CHECK A, B or C)


A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 31st DAY OF December, 2015

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Christopher Dadlez	President and Chief Executive Officer of Trinity Health – New England, Inc., sole member	

SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

11/24/2015

Attn: DANIELLE RYAN-PRAUS
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:	JMMC ACQUISITION CORP.	Type of Request:	CERTIFICATE OF INCORPORATION
Work Order Number	: 2015351379-001	Business Filing Number	: 0005436389
Filing Date/Time	: 11/24/2015 12:00 PM	Effective Date/Time	: 11/24/2015 12:00 PM
Work Order Payment Total	: \$100.00	Payment Received	: \$100.00
Credit on Account	: \$1,965.00	Customer ID	: 000308053
Business ID	: 1188471		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

ELISSA MACMILLAN
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 160470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06109
PHONE: 860-508-6003 WEBSITE: www.concord-sofs.ct.gov

CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): NAME: Danielle Ryan-Praus ADDRESS: Hinckley, Allen & Snyder, LLP 20 Church Street CITY: Hartford STATE: CT ZIP: 06103		FILING FEE: \$50 MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
1. NAME OF CORPORATION: JMMC Acquisition Corp.		
THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.		
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: <input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.		
3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)		
A. INDIVIDUAL'S AGENT NAME:		
BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:		RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: CITY: STATE: ZIP:
B. BUSINESS ENTITY AGENT NAME: CT Corporation System ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: One Corporate Center CITY: Hartford STATE: CT ZIP: 06103		

1. ACCEPTANCE OF APPOINTMENT

Lisa Shreed V.P.
SIGNATURE OF AGENT

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

See attached.

5. OTHER INFORMATION:

See attached.

6. CORPORATION EMAIL ADDRESS - REQUIRED: (IF NONE, MUST STATE "NONE.")

None

7. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR

DATED THIS 24 DAY OF November, 2015

NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Thomas S. Merrion	ADDRESS: 20 Church Street CITY: Hartford STATE: CT ZIP: 06108	<i>Thomas S. Merrion</i>
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	

Certificate of Incorporation of
JMMC Acquisition Corp.
A Connecticut Nonstock Corporation

ARTICLE I

Name

The name of the Corporation is JMMC Acquisition Corp.

ARTICLE II

Definitions

For the purposes of this Certificate, the following defined terms shall have the following meanings:

"Affiliate" means a corporation or other entity that is subject to the direct or indirect Control or Ownership (as defined in the Bylaws) of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

"Certificate of Incorporation" means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Corporation" shall mean JMMC Acquisition Corp., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Code of Regulations, System Authority Matrix, Bylaws or equivalent organizational documents of a corporation or other entity.

"Health System" or "Trinity Health System" means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

"Member" shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Significant Finance Matters" shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

"System Authority Matrix" refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, as may be amended by Trinity Health from time to time.

"Trinity Health" means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

ARTICLE III

Purposes

The Corporation shall be organized and operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall not have or issue shares of stock or make distributions. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote, support, and carry out the purposes of Trinity Health Corporation, an Indiana nonprofit corporation, or its successor, and to further the apostolate and charitable works of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- A. To carry out the purposes of Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successor, which is the Member of the Corporation, and to further the apostolate of Catholic Health Ministries on behalf of and as an integral part of the Roman Catholic Church in the United States;
- B. To engage in the delivery of and to carry on, sponsor or participate, directly or through one or more affiliates, in any activities related to the delivery of health care and health care related services of every kind, nature and description which, in the opinion of the Directors of the Corporation, are appropriate in carrying out the health care mission of the Trinity Health and Catholic Health Ministries. The Corporation shall take

all such actions including, but not limited to, support and assistance of affiliates, as may be necessary or desirable to accomplish the foregoing purpose within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation or applicable law, including, without limitation, to assist JMH Acquisition Corporation ("JMH"), a Connecticut nonstock corporation, in carrying out its tax-exempt functions;

- C. To engage in the teaching and education of medical students, residents and fellows, to perform medical and related research activities, and to render professional medical services to persons in need of such services and to do so in connection with Saint Francis Hospital and Medical Center ("Saint Francis"), and under the common control and direction of Trinity Health – New England, Inc. and in pursuit thereof the corporation may engage in the following activities:
- a. providing and employing physicians to render medical services in the Greater Hartford area including those areas which are in need of additional professional medical services in one or more medical specialties;
 - b. improving and developing the scope, quality and availability of medical care and related services in the Greater Hartford area to the extent possible or reasonably feasible;
 - c. recruiting physicians to the Greater Hartford area;
 - d. promoting high quality medical care and other human services for the benefit of persons suffering from illness and for the benefit of the sick and injured generally;
 - e. providing teaching services to Saint Francis for its programs in undergraduate and graduate medical education;
 - f. conducting medical and related research in cooperation with Saint Francis;
 - g. taking an active part in the planning for and the promotion of the general medical and physician health and human needs of persons in the Greater Hartford area ; and
 - h. providing for a responsive and cost-effective administrative organization and information system as a means of ensuring high-quality management and accountability in the accomplishment of the aforesaid purposes.

- D. To promote, support and further any and all charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Code;
- E. To coordinate and oversee the activities of Affiliates, and to allocate the assets, liabilities and resources of the Corporation and its Affiliates within the Health System;
- F. To acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease and rent all real and personal property of every kind and nature, which may be necessary or incidental to the accomplishment of any and all of the above purposes;
- G. To accept, receive and hold, in trust or otherwise, all contributions, legacies, bequests, gifts and benefactions which may be left, made or given to the Corporation, or its predecessor or constituent corporations, by any person, persons or organizations;
- H. To take all such actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of this Certificate of Incorporation, the Bylaws of the Corporation and applicable law, provided that no substantial part of the activities of the Corporation shall be to carry out propaganda, or to otherwise attempt to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition of any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to corporations exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be amended;
- I. The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein consistent with applicable law; and
- J. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are

deductible under Section 170(c)(2) of the Code; and a corporation described in Section 509(a)(3) of the Code (or, if the Corporation is classified, Section 509(a)(1) or 509(a)(2) of the Code).

ARTICLE IV

Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time). Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

ARTICLE V

Organization

The Corporation is a religious corporation, organized on a non-stock basis as a membership corporation. The Corporation's sole member is Trinity Health – New England, Inc., a Connecticut nonstock corporation.

ARTICLE VI

Registered Office and Resident Agent

The address of the Corporation's registered office is c/o CT Corporation System, One Corporate Center, Hartford, CT 06103. The resident agent of the Corporation is CT Corporation System, One Corporate Center, Hartford, CT 06103. The address of the Corporation's registered office and/or name of the Corporation's resident agent may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Membership

Trinity Health – New England, Inc., a Connecticut nonstock corporation ("Member"), is the sole member of the Corporation. The Member shall be entitled to all rights and powers of a

member under Connecticut law, this Certificate of Incorporation and the Bylaws of the Corporation. Certain rights and powers related to the Corporation are reserved to the Member and Trinity Health under the Corporation's Governance Documents. Action by the Corporation shall not be taken or authorized until the Member and Trinity Health, as required, shall have exercised their respective reserved powers in the manner provided in the Governance Documents. The following powers are reserved to the Member and Trinity Health:

a. As reserved to the Member:

- (a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;
- (b) Appoint and remove members of the Corporation's Board of Directors;
- (c) Appoint and remove the President of the Corporation;
- (d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;
- (e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;
- (g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
- (h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

- (i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;
 - (k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and
 - (l) Approve all other matters and take all other actions reserved to members of nonstock corporations (or shareholders of for-profit corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.
- b. As reserved to Trinity Health:
- (a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
 - (d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

- (e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;
- (h) Appoint and remove the independent fiscal auditor of the Corporation;
- (i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in addition to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and
- (j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in this Certificate, or (iii) transfers in the ordinary course of business.

ARTICLE VIII

Indemnification and Standard of Care

Section 1. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as members, trustees, directors, religious congregations or other canonical persons serving as sponsors, officers, employees, committee members, or agents of the Corporation, and those who are serving or have served at the request of the Corporation as a trustee, director, religious congregation or other canonical person serving as sponsor, officer, manager, partner, employee, committee member, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 2. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, religious congregation or other canonical person serving as sponsor, officer, director, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

Section 3. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 4. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

- d. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 5. Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 6. Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation.

Section 7. Personal Liability of Director. No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

ARTICLE IX

Dissolution

Subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to Trinity Health Corporation, an Indiana nonprofit corporation or its successor, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any assets not so disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time appear in the Official Catholic Directory published annually by

P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Catholic Health Ministries have purposes most closely aligned to those of the Corporation, subject to any approvals described in this Certificate of Incorporation or the Bylaws of the Corporation and applicable law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

Effective Date

This Certificate of Incorporation is effective as of November 24, 2015.

BYLAWS OF JMMC ACQUISITION CORP.

JMMC Acquisition Corp. (the "Corporation") changed its name to Johnson Memorial Medical Center, Inc. effective January 4, 2015. The Bylaws of the Corporation are attached hereto.

BYLAWS
OF
JMMC ACQUISITION CORPORATION
A CONNECTICUT NONSTOCK CORPORATION

Effective Date: _____, 2015

TABLE OF CONTENTS

		Page
Article I.	DEFINITIONS	4
Article II.	PURPOSES	6
Section 2.01	Purposes	6
Section 2.02	Catholic Identity	6
Section 2.03	Mission Statement.....	6
Section 2.04	Alienation of Property.....	6
Article III.	MEMBER	6
Section 3.01	Sole Member	6
Section 3.02	Member Authority.....	7
Section 3.03	Reserved Powers of Trinity Health	8
Section 3.04	Meetings of the Member	9
Article IV.	BOARD OF DIRECTORS	10
Section 4.01	Duties and Powers.....	10
Section 4.02	Appointments and Composition.....	10
Section 4.03	Term	11
Section 4.04	Annual Meeting of the Board of Directors.....	11
Section 4.05	Regular Meetings and Notice.....	11
Section 4.06	Special Meetings and Notice.....	11
Section 4.07	Waiver of Notice	11
Section 4.08	Quorum and Valid Director Action.....	12
Section 4.09	Written Consents	12
Section 4.10	Communication Equipment.....	12
Section 4.11	Resignation.....	12
Section 4.12	Removal	12
Section 4.13	Periodic Performance Review.....	12
Article V.	RESERVED	13
Article VI.	COMMITTEES	13
Section 6.01	Committees.....	13
Section 6.02	Executive Committee	13
Section 6.03	Service on Committees.....	13
Section 6.04	Quorum, Meetings, Rules and Procedures	14

Section 6.05	Committee Composition	14
Article VII.	OFFICERS.....	14
Section 7.01	Officers.....	14
Section 7.02	Appointment and Election of Officers	14
Section 7.03	Vacancies	15
Section 7.04	Chair	15
Section 7.05	President.....	15
Section 7.06	Secretary.....	15
Section 7.07	Treasurer.....	15
Article VIII.	INDEMNIFICATION AND STANDARD OF CARE	16
Section 8.01	Indemnification	16
Section 8.02	Insurance	16
Section 8.03	Standard of Care.....	16
Section 8.04	Justifiable Reliance	17
Section 8.05	Consideration of Factors	17
Section 8.06	Presumption.....	17
Section 8.07	Personal Liability of Directors	17
Article IX.	SUBSIDIARIES AND VOLUNTARY SERVICE	
ORGANIZATIONS		18
Section 9.01	Authority	18
Section 9.02	Voluntary Service Organizations	18
Article X.	OPERATING UNITS.....	18
Section 10.01	Authority	18
Article XI.	MISCELLANEOUS.....	18
Section 11.01	Fiscal Year.....	18
Section 11.02	Required Records	18
Section 11.03	Confidentiality.....	19
Section 11.04	Conflict of Interest	19
Article XII.	AMENDMENT AND REVIEW.....	19
Section 12.01	Amendment.....	19
Section 12.02	Periodic Review	19

Article I. DEFINITIONS

For the purposes of these Bylaws, the following defined terms shall have the following meanings:

“Affiliate” means a corporation or other entity that is subject to the direct or indirect Control or Ownership of the Corporation.

"Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

"Catholic Health Ministries" or "CHM" means Catholic Health Ministries, a public juridic person that is the religious sponsor of the Corporation under the canon law of the Roman Catholic Church.

"Catholic Identity" means the theological, ethical, and canonical underpinnings of a Catholic-sponsored organization without which the entity cannot be considered a Roman Catholic church-related ministry.

“Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Control” or “Ownership” will be deemed to exist:

(i) as to a corporation: (a) through ownership of the majority of voting stock or the ownership of the class of stock which exercises reserved powers, if it is a stock corporation; or (b) through serving as member and having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting members or the class of members which exercises reserved powers, if it is a corporation with members; or (c) through having the power to appoint (including through appointing one’s own directors or officers who then serve *ex officio* as to the Affiliate) the majority of the voting directors or trustees or the controlling class of directors or trustees, if it is a corporation without members; or

(ii) as to a partnership or other joint venture: through the possession of sufficient controls over the activities of the partnership or joint venture that the entity having control is permitted to consolidate the activities of the partnership or joint venture on its financial statements under generally accepted accounting principles.

The terms “Controlled,” “Controlling,” “Owned” or “Owning” shall be subsumed within the definitions of “Control” or “Ownership.”

“Corporation” shall mean JMMC Acquisition Corporation, Inc., a Connecticut nonstock corporation.

"Governance Documents" means the Articles of Incorporation, Certificate of Incorporation, Bylaws, System Authority Matrix, Code of Regulations or equivalent organizational documents of a corporation or other entity.

“Health System” or “Trinity Health System” means the health system which consists of Trinity Health and its subsidiaries and Affiliates.

“Key Bylaws Provisions” shall refer to sections of these Bylaws that concern any of the following: (a) the name and corporate purposes of the Corporation; (b) the Catholic Identity and Mission and Core Values of the Corporation and the powers exercisable by CHM; (c) the identity of, reserved powers exercisable by, and other matters pertaining to, the Member and Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Board of Directors of the Corporation.

“Member” shall refer to Trinity Health – New England, Inc., a Connecticut nonstock corporation which is the sole member of the Corporation.

"Regional Health Ministry" or “RHM” is an Affiliate or operating division within the Health System that maintains a governing body that has day to day management oversight of a designated portion of the Health System, subject to certain authorities that are reserved to Trinity Health. RHMs may be based on a geographical market or dedicated to a service line or business.

“Significant Finance Matters” shall refer to the following matters which pursuant to the System Authority Matrix are subject to the approval of Trinity Health: (a) capital expenditures and dispositions; (b) incurrence of additional debt; and (c) execution of contracts and leases.

“System Authority Matrix” refers to the document that sets forth an allocation of corporate governance authority that is binding on the Corporation and its Affiliates as part of the Health System, a copy of which is attached and incorporated into these Bylaws as Exhibit A, and as may be amended by Trinity Health from time to time.

“Trinity Health” means Trinity Health Corporation, an Indiana nonprofit corporation, its successors and assigns.

Article II. PURPOSES

Section 2.01 Purposes

The purposes of the Corporation are set forth in the Certificate of Incorporation of the Corporation.

Section 2.02 Catholic Identity

The activities of the Corporation shall be carried out in a manner consistent with the teachings of the Roman Catholic Church and "Founding Principles of Catholic Health Ministries" or successor documents which set forth principles describing how the apostolic and charitable works of Catholic Health Ministries are to be carried out, as well as the values and principles inherent in the medical-moral teachings of the Roman Catholic Church (such as the *Ethical and Religious Directives for Catholic Health Care Services* as promulgated from time to time by the United States Conference of Catholic Bishops (or any successor organization), as amended from time to time).

Section 2.03 Mission Statement

The Mission and Core Values of the Corporation shall be as adopted and approved from time to time by Catholic Health Ministries. The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation. The mission statement of the Corporation shall be as follows:

"We serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities."

The mission statement may by action of the Corporation's Board of Directors be supplemented by reference to the purposes of the Corporation.

Section 2.04 Alienation of Property

Under Canon Law, Catholic Health Ministries shall retain its canonical stewardship with respect to those facilities, real or personal property, and other assets that constitute the temporal goods belonging, by operation of Canon Law, to Catholic Health Ministries. No alienation, within the meaning of Canon Law, of property considered to be stable patrimony of Catholic Health Ministries shall occur without prior approval of Catholic Health Ministries.

Article III. MEMBER

Section 3.01 Sole Member

The sole member of the Corporation is Trinity Health – New England, Inc., a Connecticut nonstock corporation, or its successors or assigns.

Section 3.02 Member Authority

The following actions shall be reserved exclusively to the Member of the Corporation. Subject to the reserved powers of Trinity Health, the Member may initiate and implement any proposal with respect to any of the following, or if any proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approvals and other actions shall have been taken by the Member and Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Approve the amendment or restatement of the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, and recommend the same to Trinity Health for adoption;

(b) Appoint and remove members of the Corporation's Board of Directors;

(c) Appoint and remove the President of the Corporation;

(d) Approve the strategic plan of the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption as part of the consolidated strategic plan of the Regional Health Ministry in which the Corporation participates;

(e) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of the Member, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(f) Approve the annual operating and capital budgets of the Corporation, and recommend the same to Trinity Health for adoption as part of the consolidated operating and capital budgets of the Regional Health Ministry in which the Corporation participates;

(g) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(h) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(i) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the

Corporation, and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(j) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), and if required by the System Authority Matrix, recommend the same to Trinity Health for adoption and authorization;

(k) Approve any change to the structure or operations of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and recommend the same to Trinity Health for approval; and

(l) Approve all other matters and take all other actions reserved to members of nonprofit corporations (or shareholders of for-profit-corporations, as the case may be) by the laws of the state in which the Corporation is domiciled or as reserved in the Governance Documents of the Corporation.

Section 3.03 Reserved Powers of Trinity Health

The following actions shall be reserved exclusively to Trinity Health. Trinity Health may initiate and implement any proposal with respect to any of the following, or if a proposal with respect to any of the following is otherwise initiated, it shall not become effective unless the requisite approval and other actions shall have been taken by Trinity Health, as required pursuant to the Corporation's Governance Documents:

(a) Adopt, amend, modify or restate the Certificate of Incorporation and Bylaws of the Corporation, in whole or in part, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(b) Approve those Significant Finance Matters which pursuant to the System Authority Matrix are subject to the authority of Trinity Health, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(c) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation (certain transactions and transfers of real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(d) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(e) Approve any formation or dissolution of Affiliates, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(f) Approve any pledge or encumbrance of assets whether pursuant to a sale, capital lease, mortgage, disposition, hypothecation, or other transaction in excess of limits established by Trinity Health (pledges or encumbrances of certain real property and immovable goods may also be subject to the approval of Catholic Health Ministries), or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(g) Approve any change to the structure or operation of the Corporation which would affect its status as a nonprofit entity, exempt from taxation under Section 501(c) of the Internal Revenue Code, or if Trinity Health receives a recommendation as to any such action, approve such action as recommended;

(h) Appoint and remove the independent fiscal auditor of the Corporation;

(i) In recognition of the benefits accruing to the Corporation from Trinity Health, and in accordance to any other rights reserved to Trinity Health under applicable law or Governance Documents of the Corporation, Trinity Health shall have the power to transfer assets of the Corporation, or to require the Corporation to transfer assets, to Trinity Health or an entity Controlled by, Controlling or under common Control with Trinity Health, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish Trinity Health's goals and objectives. The Corporation shall not be required to violate its corporate or charitable purposes, the terms of any restricted gifts, the covenants of its debt instruments, or the law of any applicable jurisdiction as a result of any asset transfers to be made to or directed by the Member or Trinity Health pursuant to this provision; and

(j) Neither the Corporation, nor any of its Affiliates, shall transfer assets to entities other than Trinity Health without the approval of Trinity Health, except for (i) transfers previously approved by Trinity Health, either individually or as part of Trinity Health's budget process, (ii) transfers to any entity which is a direct or indirect subsidiary of Trinity Health and that is subject to the reserved powers set forth in Sections 3.02 and 3.03 of these Bylaws, or (iii) transfers in the ordinary course of business.

Section 3.04 Meetings of the Member

Meetings of the Member shall be held at the principal office of the Member or as otherwise provided in the bylaws of the Member at such time and date determined in accordance with the bylaws of the Member. Notice of meetings of the Member shall be given in accordance with the bylaws of the Member.

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties and Powers

With the exception of the powers reserved to the Member, Trinity Health or Catholic Health Ministries under the Corporation's Governance Documents or applicable law, the Board of Directors shall govern, regulate and direct the affairs and business of the Corporation, carry out such policies and guidelines as adopted by the Member and Trinity Health and carry out such responsibilities as shall be delegated to it by the Member and Trinity Health, all in a manner consistent with the Mission and Core Values of the Corporation. Additional descriptions of the duties and powers of the Board of Directors are set forth in the System Authority Matrix. Among the matters under the direction of the Corporation's Board of Directors are the following actions:

- (a) Elect the officers of the Corporation (except the President);
- (b) Adopt and amend from time to time rules, regulations, and policies for the conduct of the operations and affairs of the Corporation;
- (c) Develop and monitor the Corporation's quality improvement programs and approve quality and safety standards that shall be consistent with Trinity Health System quality and safety standards;
- (d) Conduct an annual review of the Corporation's quality and safety performance; and
- (e) Recommend to the Member or Trinity Health matters relating to the Corporation that require the approval or other action of the Member or Trinity Health pursuant to the Corporation's Governance Documents.

Section 4.02 Appointments and Composition

The Member shall appoint a Board of Directors on the basis of qualifications and criteria established by the Member. Except as otherwise authorized by action of the Member, the members of the Corporation's Board of Directors shall include: (i) at least one representative of the Member, designated by the Member (who shall serve ex officio with vote) (the "Member Director"), and, unless the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation is designated as the Member Director, the Chief Executive Officer/Executive Vice Chief Executive Officer of the Corporation (who shall serve ex officio with vote), (ii) at least one physician, and (iii) members of the local community or members or associates of a Roman Catholic religious congregation who need not reside in the local community. Any exception to the Board composition requires the approval of the Member. The size of the Board shall be established by the Member, by policy or otherwise.

Section 4.03 Term

Directors shall serve a three-year term, or such shorter term as may be determined by the Member in order to achieve continuity in board composition. Ex officio members of the Board of Directors shall cease to be Directors upon the termination of their service in the office resulting in their ex officio service on the Board of Directors. Other than ex officio members, no Directors may serve for more than nine (9) consecutive years, unless appointed to complete the unexpired term of another Director, in which case a Director may serve for up to ten (10) consecutive years. Former Directors are eligible for reappointment after a one-year absence from service.

Section 4.04 Annual Meeting of the Board of Directors

An annual meeting of the Board of Directors shall be held at any time during the last six months of the calendar year for the purpose of the appointment of officers and the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The meeting notice shall specify the date, time and place of the meeting. Presence at any such meeting shall be deemed to be waiver of notice of said meeting.

Section 4.05 Regular Meetings and Notice

Regular meetings of the Board of Directors shall be held as determined by the Board but no less frequently than quarterly at such time, place and date as determined from time to time by the Board of Directors. An agenda, indicating items requiring a vote of the members of the Board of Directors, together with copies of reports, statements and other supporting information shall be mailed by the Chief Executive Officer prior to meetings. No notice of regular meetings shall be required other than the resolution setting the time, place and date of the meeting.

Section 4.06 Special Meetings and Notice

Special meetings of the Board may be called by or at the request of the Chair, by written request of any two (2) members of the Board, or by the Member. The special meeting shall be held within five (5) days after receipt of such request. Notice of the special meeting shall be given in writing, personally, by telephone, electronic transmission or by facsimile transmission at least forty-eight (48) hours prior to the special meeting. The notice of any special meeting shall state the purpose for which it is called. No other business shall be transacted at the special meeting except for that business stated in the notice.

Section 4.07 Waiver of Notice

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting.

Section 4.08 Quorum and Valid Director Action

At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Certificate of Incorporation, Bylaws or policies of the Corporation.

Section 4.09 Written Consents

Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 4.10 Communication Equipment

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.11 Resignation

Any Director may resign by written notice to the Chair of the Board. The Chair of the Board may resign by written notice to the Corporation's President who shall promptly thereafter notify the entire Board of Directors. Resignations shall be effective upon receipt or at a subsequent time if specified in the notice of resignation.

Section 4.12 Removal

Any Director may be removed with or without cause at any time by the Member. Absences of a Director from three (3) consecutive regular meetings of the Board of Directors may constitute cause for removal from the Board of Directors.

Section 4.13 Periodic Performance Review

The Board of Directors shall periodically review its own performance and issue reports to Trinity Health summarizing the results of its review.

Article V. RESERVED

Article VI. COMMITTEES

Section 6.01 Committees

The Executive Committee of the Board of Directors and such other committees as state law may require shall be standing committees of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and shall define the powers and responsibilities of such committees. Those other committees shall serve at the pleasure of the Board. The Corporation shall not have a separate audit committee as matters related to the audit of the Corporation's finances are consolidated at the Trinity Health level. The Board shall establish the purpose, composition, term and other operating matters relative to each such other committee. Each committee shall keep minutes in some manner reasonably intended to record the business that occurred at the meeting and shall forward these minutes to the Board of Directors.

Section 6.02 Executive Committee

There shall be an Executive Committee, consisting of the Chair of the Board, who shall serve as chair of the Executive Committee, the Chief Executive Officer, and at least two (2) other Directors selected by vote of the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Executive Committee shall meet on the call of the Chair or President. Except as otherwise provided by resolution of the Board or as limited by law, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned from time to time by the Board. The Executive Committee shall report on its actions at the next meeting of the Board and such actions shall be subject to revision and alteration of the Board; provided, however, that the rights of third parties shall not be affected by any such revision or alteration.

Section 6.03 Service on Committees

The committees shall establish rules and regulations for meetings and shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees (except the Executive Committee) shall be appointed for one (1) year by the Chair of the Board of Directors as soon as possible after the annual meeting of the Board. Members of the committees shall serve on their respective committees through the next annual meeting or until their successors are appointed. The Chair of the Board shall fill vacancies on committees (except the Executive Committee) and appointees shall serve through the next annual meeting. The

President shall be an ex officio member of all committees, except for any committee that reviews compliance or executive compensation matters.

Section 6.04 Quorum, Meetings, Rules and Procedures

A quorum for any meeting of a committee shall be a simple majority of the committee members or as otherwise required by applicable law, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one (1) member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

Section 6.05 Committee Composition

The members and all chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board. The chair of each committee shall be a Director. Committees, other than the Executive Committee, may include persons other than members of the Board of Directors; provided that each standing committee shall have at least two (2) Director members in addition to the Chair and Chief Executive Officer who shall serve ex officio; and provided further, that no authority of the Board may be delegated to a committee unless the majority of the members of such committee with Board delegated authority are members of the Board of Directors and otherwise in accordance with applicable law.

Article VII. OFFICERS

Section 7.01 Officers

The officers of the Corporation shall be the Chair, President, Secretary and Treasurer. Additionally, upon recommendation of the President, the Board of Directors may appoint a Vice Chair, an Assistant Secretary, an Assistant Treasurer, and such other officers of the Corporation as shall be deemed necessary and appropriate from time to time. Officers shall hold their respective offices until their successors are chosen and qualified.

Section 7.02 Appointment and Election of Officers

The President of the Corporation shall be appointed, evaluated, reappointed and/or removed by the Member. The President shall be Chief Executive Officer of the Corporation and any vacancy in the office of President shall be filled by the Member. The Chair shall serve a term of one (1) year and may be elected for a total of three (3) consecutive complete one year terms. The Chair, Treasurer and Secretary of the

Corporation shall be elected at the annual meeting of the Directors by the Board of Directors. The Treasurer and Secretary need not be members of the Board.

Section 7.03 Vacancies

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the officer so appointed or elected shall hold office until a successor is chosen and qualified.

Section 7.04 Chair

The Chair shall preside at the Board meetings and shall be an ex-officio voting member of all committees.

Section 7.05 President

The President shall have general and active management responsibility for the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the policies of the Member are carried into effect, consistent with the Mission and Core Values of the Corporation. The President shall be responsible for the appointment, evaluation, compensation and removal of the respective executive officers of those corporations of which the Corporation is the member or other controlling shareholder or owner. The President shall be a voting ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 7.06 Secretary

The Secretary of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

Section 7.07 Treasurer

The Treasurer of the Corporation shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Treasurer shall further perform such other duties incident to his or her office as the Board of Directors may from time to time determine. The Treasurer may delegate any of the functions, powers, duties, and responsibilities to any agent or employee of the Corporation. In the event of such delegation, the Treasurer shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Article VIII. INDEMNIFICATION AND STANDARD OF CARE

Section 8.01 Indemnification

The Corporation shall, to the maximum extent allowed by law, indemnify those persons (including religious congregations and their members or other canonical persons and their members) who

(a) are serving or have served as members, trustees, directors, sponsors, officers, employees, committee or subcommittee members, or agents of the Corporation, or

(b) are serving or have served at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

Section 8.02 Insurance

Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person (including religious congregations and their members or other canonical persons and their members) who

(a) is or was a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, or agent of the Corporation, or

(b) is or was serving at the request of the Corporation as a member, trustee, director, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, to protect against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under state law.

Section 8.03 Standard of Care

Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, the Member and Trinity Health, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 8.04 Justifiable Reliance

In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.

(c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 8.05 Consideration of Factors

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, the Member and Trinity Health, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation, the Member and Trinity Health are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

Section 8.06 Presumption

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interests of the Corporation, the Member and Trinity Health.

Section 8.07 Personal Liability of Directors

No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

Article IX. SUBSIDIARIES AND VOLUNTARY SERVICE ORGANIZATIONS

Section 9.01 Authority

In accordance with policies of Trinity Health, including without limitation those referenced in the System Authority Matrix, each organization of which the Corporation is the sole or majority member or owner shall have reserved certain powers to be exercised by this Corporation.

Section 9.02 Voluntary Service Organizations

The Board of Directors may authorize the establishment or dissolution of voluntary service organizations, such as an auxiliary to the Corporation or any Operating Unit of the Corporation. Such organization may be a non-profit corporation or voluntary association. No service organization may be established without approval of the Board of Directors, subject to the reserved powers of the Member and Trinity Health and any guidelines or policies established by Trinity Health with respect to voluntary organizations.

Article X. OPERATING UNITS

Section 10.01 Authority

The Board of Directors of the Corporation may organize the operations of the Corporation into one or more other Operating Units of governance and management that shall have such powers and shall carry out such responsibilities as shall be delegated to them pursuant to the policies of the Corporation and Trinity Health in effect from time to time.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of September of each year and shall begin on the 1st day of October of each year.

Section 11.02 Required Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as may be from time to time required by the Board of Directors, or required by the laws of the state in which the Corporation is domiciled.

Section 11.03 Confidentiality

Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

Section 11.04 Conflict of Interest

Each of the Corporation's officers and members of the Board shall at all times act in a manner that furthers the Corporation's charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the Corporation's community benefit purposes. The Corporation's officers and members of the Board shall fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. Conflicts of interest shall be resolved in accordance with the Corporation's conflict of interest policy. The Corporation and all its officers and members of the Board shall comply with any policies of the Corporation and Trinity Health regarding conflicts of interest, as well as the requirements of applicable state law regarding such conflicts, and shall complete any and all disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

Article XII. AMENDMENT AND REVIEW

Section 12.01 Amendment

These Bylaws may be amended only in accordance with Article III of these Bylaws.

Section 12.02 Periodic Review

These Bylaws shall be reviewed periodically by the Board of Directors and any recommended revisions shall be forwarded to the Member and Trinity Health for action.

EXHIBIT A

System Authority Matrix

June 25, 2015

Ministry Schedule updated October 1 2015

TRINITY HEALTH
System Authority Matrix

This Authority Matrix summarizes a number of important activities that might be taken by an entity within the Trinity Health System and the corresponding actions or approvals that must be taken before proceeding with such activity. Many of these actions are delegations from the Board of Trinity Health to management, to Committees of the Board of Directors of Trinity Health and to governance of entities affiliated with Trinity Health. Trinity Health has adopted the following Operating Principles which apply to these delegations:

Unity: We act as a unified system, recognizing the interdependency of all its parts in fulfillment of its mission and vision while promoting the strength of our ministries serving our unique communities.

Excellence: We seek to continually innovate and improve our performance excellence and to add value by leveraging our skill and scale.

Simplicity and Clarity: Local, regional and system office leadership work in partnership to make decisions in a timely and collaborative manner that takes into account the variety of interests being affected.

Accountability: We are flexible in shaping roles, responsibilities and accountabilities at all leadership levels of the organization.

The Trinity Health Board retains control over its statutory obligations in carrying out the purposes of the corporation as the parent of a large Catholic health system. The Board is responsible for key strategic decisions and issues that will significantly impact the Trinity Health System. Delegations are established taking into account the balance between making efficient decisions close to the business activity and the need for the board and management to oversee areas of significant impact on the system as a whole in terms of Catholic Identity, strategic direction, risk and value.

The Board has adopted a process of Mission Discernment, which is intended to ensure that in the course of making major decisions, the Mission and Core Values are used as a measure to evaluate the effect of the proposed action.

This Authority Matrix is not intended to be an exclusive listing of the various actions reserved to Trinity Health or its affiliated entities. Trinity Health may clarify these delegations through policies. State law may confer additional rights or require additional actions. Those variations will be set forth in the governing documents of the entity and prevail over any conflicting authorities described in this System Authority Matrix. Different rights may also be set forth in the terms of joint venture organizing documents or other agreements. Decisions related to those joint venture entities should be made in accordance with the organizing documents; however, decisions which exceed financial thresholds or which may, in management's judgment, affect the reputation or identity of the Trinity Health System are required to be reviewed by Trinity Health management, regardless of the minority position held by the CHE Trinity affiliate in the joint venture.

Entities:

Catholic Health Ministries or CHM means the public juridic person that sponsors the Trinity Health system and exercises all canonical responsibilities related to its operations, subject to certain rights retained by sponsoring congregations or public juridic persons until such time as the stable patrimony (property) under the control of those sponsoring congregations or public juridic persons is alienated (transferred) to CHM.

Trinity Health means Trinity Health Corporation, an Indiana nonprofit corporation, which is the parent of the Trinity Health System.

Trinity Health System means Trinity Health, together with its subsidiaries and affiliates.

Ministry or Ministries means any or all RHMs, NHMs, and MHMs.

Mission Health Ministry or MHM means a first tier subsidiary of Trinity Health that maintains a governing body and which has oversight of non-institutional health operations and/or grant making. A list of MHMs is set forth on Exhibit A to this Matrix.

National Health Ministry or NHM means a first tier (direct) subsidiary that maintains a governing body that has day to day management oversight of a business line throughout the Trinity Health System. A list of NHMs is set forth on Exhibit A to this Matrix.

Regional Health Ministries or RHM means a first tier (direct) subsidiary, affiliate or operating division of Trinity Health that maintains a governing body that has day to day management oversight of a designated portion of the Trinity Health System within a geographical market. A list of RHMs is set forth Exhibit A to this Matrix.

Group 1 RHM means an RHM which had a minimum total operating revenue of \$300 million in the previous fiscal year or an RHM that has been selected by management for inclusion in Group 1 RHMs based on operational objectives.

Group 2 RHM means an RHM which is not a Group 1 RHM.

Second Tier Subsidiaries means subsidiaries and affiliates of Ministries.

Actions:

Approve means to have ultimate authority over an action. Approval includes the authority to adopt, accept, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the Trinity Health System. Some actions required approval at more than one level. Final approval authority is exercised by the highest level independently of any recommendation or participation actions. If more than one entity has Approval authority, the matter may be initiated and approved by the highest level of Approval authority when permitted by law.

Participate means a timely, meaningful, collaborative and consultative process among interested parties to inform the decision under consideration.

Ratify means to confirm and adopt the act of another even if it was not approved beforehand. It also means final decision making authority, but without the power to initiate or change a recommendation.

Recommend means to review and present a matter for approval by another entity in the Trinity Health System. Recommending authority does not limit the right of the approving entity to initiate an action without a recommendation.

Other:

Governing documents are documents which establish and describe an entity, including the purposes, the powers reserved to the members or shareholders, and which set forth the rights of partners or joint owners relative to each other. Governing documents include documents filed with the state (such as articles or certificates of incorporation), bylaws (whether a corporation or an unincorporated division which has its own governing body), operating agreements and partnership agreements.

Key Bylaws Provisions are variations from the standard Governing Documents that concern any of the following: (a) the Ministry name and corporate purposes; (b) the Mission, Core Values and Catholic Identity of the Ministry and powers exercisable by CHM; (c) the identity of, reserved powers exercisable by and other matters pertaining to Trinity Health; and (d) the authority and membership (including election, composition and removal) of the Ministry Board of Directors. All other variations are not Key Bylaw Provisions.

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
I	Statements of Identity					
I a	Trinity Health System Mission Statement	-	-	-		Approve
1 b	Trinity Health System Core Values	-	-	-		Approve
II	Governing Documents					
II a	Articles and Bylaws of Trinity Health Corporation	-	-	Recommend	Approve and Recommend	Ratify
II b	Governing Documents of Ministries consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governing Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
II c	Governing Documents of Second Tier Subsidiary which operates licensed healthcare facilities consistent with standard form approved by Trinity Health Board	-	Approve and Recommend	Approve variations from the approved standard Bylaws which are not Key Bylaws Provisions (determination by the General Counsel)	Approval of Governance Documents by Executive and Governance Committee, except as to Bylaws limited to approval of variations from the approved standard which are Key Bylaws Provisions	-
II d	Governing Documents of Second Tier Subsidiary	Recommend	Approve	Approve		
III	Appointments and Removals					
III a	Appointment or removal of CHM Members (which comprise the Trinity Health Board of Directors)					Approve
III b	Appointment or removal of Trinity Health Board Chair				Approve	Ratify
III c	Appointment or removal Ministry Boards of Directors		Recommend	Recommend	Approve (Executive and Governance Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
III d	Appointment or removal of Ministry Board Chairs		Approve		Ratify (Executive and Governance Committee)	
III e	Appointment or removal of Second Tier Subsidiaries Governing Body	Recommend	Approve			
III f	Appointment or removal of Trinity Health CEO				Approve	Ratify
III g	Appointment or removal of Ministry CEOs	Participate	Recommend	Approve		
III h	Appointment or removal of Second Tier Subsidiaries CEOs	Approve				
IV	Strategy					
IV a	Trinity Health System Strategic Plans			Recommend	Approve	
IV b	Group 1 RHM and NHM Strategic Plans	Recommend	Approve	Approve		
IV c	Group 2 RHM and MHM Strategic Plans	Recommend	Approve	Participate		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V	Finance Matters					
V a	Group I RHM and NHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V b	Group II RHM and MHM Capital Acquisitions and Dispositions	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	Approval as required by Canon Law
V c	Additional Debt and System Five Year Plan of Finance			Recommends	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V d	System Operating and Capital Budget			Recommend	Approve (upon recommendation by Stewardship Committee)	
V e	RHM Operating and Capital Budget	Recommend	Approve	Approve		
V f	Second Tier Operating and Capital Budget	Recommend	Approve			
V g	Contracts (including leases) in which the Trinity Health is the financially obligated			Approve up to \$25 million	Approval up to \$50 million by the Stewardship Committee and above that level by the Board (upon recommendation by Stewardship Committee)	
V h	Contracts (including leases) in which a Group I RHM or a NHM is financially obligated	Recommend	Approve up to 2% of net assets with a maximum of \$5million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
V i	Contracts (including leases) in which a Group II RHM or MHM is financially obligated	Recommend	Approve up to 2% of net assets with a minimum of \$250,000 and a maximum of \$2 million	Approve above the RHM Governance level up to \$25 million	Approval \$25-\$50 million by Stewardship Committee and above that level by Board (upon recommendation by Stewardship Committee)	
V j	Auditor Selection (Trinity Health System and separate audits)			Recommend	Approve (upon recommendation by the Audit Committee)	
V k	Annual Trinity Health System Audit			Recommend	Approve (upon recommendation by the Audit Committee)	
VI	New Organizations and Major Transactions					
VI a	Major change affecting Trinity Health (merger, consolidation, creation, transfer, sale of substantially all assets)			Recommend	Approve	Approve

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI b	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) not related to an Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Approve	Approve as related to Sponsorship obligations
VI c	Major change affecting Ministry (merger, consolidation, creation, transfer, sale of all assets) related to a Trinity Health System reorganization	Recommend	Recommend (Approve if required by State law)	Recommend	Stewardship Committee Approve	Approve as related to Sponsorship obligations
VI d	Major change affecting Second Tier Subsidiaries (merger, consolidation, creation, transfer, sale of all assets)	Recommend	Approve	Approve		Approve as related to Sponsorship obligations
VI e	Internal operational reorganization affecting tier structure	Participate	Recommend	Approve		

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VI f	Formation or acquisition of an entity in which Trinity Health will be the sole parent			Recommend	Approve	Approve as related to Sponsorship obligations
VI g	Joint venture or other enterprise affecting ownership of a Group I RHM or NHM	Recommend	Approve	Recommend	Approve	Approve as related to Sponsorship obligations
VI h	Joint venture or other enterprise affecting ownership of a Group II RHM or MHM	Recommend	Approve	Recommend	Approval by Stewardship Committee	Approve as related to Sponsorship obligations
VII	People Centered Care					
VII a	Trinity Health System Wide Quality and Safety Standards	Participates		Recommends	Approves (upon recommendation of the People Centered Care Committee)	

	Action	Ministry Management	Ministry Governance	Trinity Health Management	Trinity Health Governance	Catholic Health Ministries
VII b	RHM Quality and Safety Standards (consistent with Trinity Health System Quality Standards)	Recommends	Approves			
VII c	Annual review of Trinity Health System Quality and Safety			Recommends	People Centered Care Committee Approves, Board Receives Report	
VII d	Annual review of RHM Quality and Safety	Recommends	Approves	Receive Report		

EXHIBIT A

MINISTRIES

Based on the FY 2015 Income Statement and Supplemental Materials

October 1, 2015

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP I

Holy Cross Health (Maryland)
Holy Cross Hospital (Florida)
Loyola University Health System (Illinois)
Mercy Health (Michigan)
Mercy Health Services – Iowa (Iowa)
Mercy Health System of Southeastern Pennsylvania (Pennsylvania)
Mount Carmel Health System (Ohio)
Our Lady of Lourdes Health Care Services (New Jersey)
Saint Agnes Medical Center (California)
Saint Alphonsus Health System (Idaho)
St. Francis Care, Inc. (Connecticut)
Saint Joseph Mercy Health System (Michigan)
Saint Joseph Regional Medical Center (Indiana)
St. Joseph's Hospital Health Center (New York)
Sisters of Providence Health System (Massachusetts)
St. Mary Medical Center (Pennsylvania)
St. Mary's Health Care System (Georgia)
St. Peter's Health Partners (New York)

REGIONAL HEALTH MINISTRIES (RHMs) – GROUP II

Mercy Health System of Chicago (Illinois)
Saint Michael's Medical Center (New Jersey)
St. Francis Hospital (Delaware)
St. Francis Medical Center (New Jersey)

NATIONAL HEALTH MINISTRIES (NHMs)

Trinity Home Health Services (multi-state)
Trinity Senior Living Communities (multi-state)
Trinity PACE

MISSION HEALTH MINISTRIES (MHMs)

Allegheny Franciscan Ministries (Florida)
Global Health Ministry (Pennsylvania)
Mercy Medical (Alabama)
Pittsburgh Mercy Health System (Pennsylvania)
Saint Joseph's Health System (Georgia)

Approved by Trinity Health Executive and Governance Committee 6/18/14, effective 7/1/14; revised and approved by the Trinity Health Executive and Governance Committee on January 27, 2015; revised and approved by the Trinity Health Board of Directors on February 25, 2015; revised and approved by the Trinity Health Executive and Governance Committee on April 9, 2015; approved by Catholic Health Ministries on June 25, 2015.

Greer, Leslie

From: Roberts, Karen
Sent: Monday, February 01, 2016 3:34 PM
To: Huber, Jack; Greer, Leslie
Subject: Fw: 15-32002 Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care CON
Attachments: Cover letter 1 29 to Karen Roberts re JMH Financial Assistance Policy.doc; 1.4.3 Revised Financial Assistance Application Policy effective 3~1~2016.docx; Letter to Karen Roberts 2 1 16 via email and regular mail.pdf

From: Rotavera, Liz <LRotaver@stfranciscare.org>
Sent: Monday, February 1, 2016 12:19 PM
To: Roberts, Karen
Cc: Hartley, Christopher
Subject: DN: 15-32002 Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care CON

Hi Karen,

Happy New Year.

We hope all is well.

See above documents for the filing requirements for the above referenced CON in word and pdf.

I will put the original in the regular mail today.

Thanks

Liz and Chris

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Care has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Care accepts no liability for any damage caused by any virus transmitted by this email.

114 Woodland Street
Hartford, CT 06105
860-714-5573
Fax: 860-714-8093

R. Christopher Hartley
Senior Vice President
Planning, Business Development &
Government Relations

February 1, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts:

In accordance with Item 12 of the above-referenced Agreed Settlement Order dated November 24, 2015, the revised JMH Charity Care and Financial Assistance Policy, effective March 1, 2016, is attached. This policy will be published on the JMH website on March 1, 2016 after education and changes to the system have been put in place.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Chris Hartley". The signature is written in a cursive, flowing style.

R. Christopher Hartley
Senior Vice President
Planning, Business Development & Government Relations

Enclosures

JOHNSON MEMORIAL MEDICAL CENTER
PATIENT ACCOUNTS DEPARTMENT
FINANCIAL ASSISTANCE APPLICATION POLICY

I. POLICY:

Johnson Memorial Hospital (JMH) recognizes that there are times when patients in need of medical care will have difficulty paying for services provided. JMH's financial assistance program may provide discounts to qualifying individuals based on their income and assets. Excluded from this policy are cosmetic procedures, bariatric services and liability cases.

II. APPLIES TO:

Patient Accounting Department, Customer Service Representative

III. PROCEDURE:

Application for Financial Relief

1. Application may be obtained from the appropriate hospital personnel: Financial Counselors, Collection Representatives, and Telephone Representatives.
2. The completed and signed application must be returned to the Business Office with the following requested documentation, in the return envelope provided:
 - a. Family size - as reflected on prior year tax return; and
 - b. Income verification – to include one of the following:
 - i. Four most current pay stubs;
 - ii. A letter from employer or government agency which verifies income and previous year's tax return; or
 - iii. Active Medicaid eligibility screen print that indicates current full Medicaid coverage

If any of the above required documents are not received, the application will be pending for thirty (30) days. A written notification will be sent to the applicant detailing the missing documentation. If the missing documentation is not provided within twenty (20) days, the application will be denied. An approved application will cover all previous covered services and as well as future qualifying services for the next six (6) months.

3. An application for State Medical Assistance (Medicaid) must be completed for those patients with a verified income below 100% of the poverty guidelines. If the patient is ineligible for Medicaid they will be offered hospital financial relief based on the Medicare allowed amounts.

- If a patient is approved for Medicaid with no spenddown, the proof of eligibility determination from the Department of Social Services can be used as verification of their income and be eligible for 100% financial assistance .
- If the balance on an account is the result of a spenddown, the income guidelines will apply to determine eligibility. The Medicare allowed calculation will apply so the balance may not be eligible for financial assistance.

Effective 1/1/2014: Un-insured applicants must complete an application through Access Health during open enrollment for eligibility determination for a qualified health plan, or HUSKY Health..

4. Eligibility is determined on family size and current income.

- a. Income eligibility is based on the federal poverty guidelines. Patients with income levels **under 200%** of the federal poverty guidelines who are ineligible for State Medical Assistance will receive 100% financial relief.
- b. Patients with income levels ranging between **200% to 250%** of the federal poverty guidelines and who are ineligible for State Medical Assistance will be eligible for financial assistance based upon Medicare allowed amount. This may or may not provide a discount on the patient balance that is owed.

Self Pay Patients with income over 250% of the federal poverty guidelines will not be eligible for financial assistance but may still receive a self pay discount if applicable.

Examples:

- If an insurance payment (cash from insurance) is the same or greater than the Medicare allowed amount for the same service, there will be no patient responsibility. The patient balance will be adjusted 100% with the financial assistance code 97000039.
- If the insurance payment is less than the Medicare allowed amount, the patient is responsible to pay up to the Medicare allowed amount. Any amount over the Medicare allowed amount will be adjusted with the financial assistance code 97000039 or 5017.
- Patients with health insurance who have medically necessary inpatient and outpatient services will be eligible to apply for financial assistance in the following instances:
 - Reached their maximum benefits
 - Entire procedure is non covered due to limitations of their policy or diagnosis

C-tag: 1.4.3

Patients within the 200-250% of the federal poverty guidelines will be required to pay the Medicare allowed amount.

Patients over 250% of the federal poverty guidelines will be granted the self pay discount.

5. The Self Pay Manager and appropriate personnel must determine eligibility within thirty (30) days of receipt of a completed application.
6. Assessment for other free bed funding is completed as part of the financial assessment.

PRESUMPTIVE SUPPORT:

The Hospital recognizes that not all patients are able to provide complete financial information. Therefore, approval for Financial Support may be determined based on limited available information. When such approval is granted, it is classified as “Presumptive Support.” No application is required for this group.

Examples of presumptive cases include:

- Deceased patients with no known estate;
- Homeless patients;
- Patient bankruptcies;
- Members of religious organizations who have taken a vow of poverty and have no resources individually or through religious order and
- Patients who are qualified for other State Assistance Programs that are income based.

ADJUSTMENTS GREATER THAN \$5,000.00 ARE SUBJECT TO APPROVALS AS FOLLOWS:

<\$4,999 - Customer Service Rep/Financial Counselors/Team Leads

\$5,000-\$24,999 - Supervisor

\$25,000-\$49,999 - Manager

\$50,000-\$99,999 - Director of Patient Financial Services

>\$100,000 - VP, Revenue Cycle

After obtaining approval, staff will apply adjustment.

To be Noted

- For all financial relief cases where the patient or spouse is self employed, the gross income will be used after the business expenses are deducted. This information is obtained from the “Profit and Loss Statement” or income reported on the 1040 or 1040A.

C-tag: 1.4.3

- Patients seeking financial relief who are under sponsorship of relatives are determined eligible if the sponsor provides the appropriate income/household documentation. Eligibility is determined on income.
- Cosmetic and Bariatric Procedures are excluded from financial assistance
- Liability Cases that have secured liens are excluded from financial assistance
- Undocumented patients who are eligible for Medicaid Emergency Medical coverage (for their inpatient emergency account) are automatically eligible for financial assistance when proof of eligibility is determined from the Department of Social Services.
- Applications are approved for six (6) months.
- Patients with non-contracted insurance carriers or medically necessary non-covered services may be eligible for a discount up to 45% on a case by case review (no application required).

Date of Origination:

Signature

12/28/11, 10/17/12, 02/01/15; 3/01/16
Revision Dates



Johnson Memorial Medical Center

Health care. The way it should be.

February 24, 2016

Ms. Kimberly Martone
Director of Operations
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Hospital, Inc. to Trinity Health-New England

Dear Ms. Martone:

In accordance with Items 6 and 7 of the Order dated November 24, 2015, we have enclosed a list of inpatient bed allocation and hours of operation of all outpatient services at Johnson Memorial Hospital. These services may also be accessed through the Johnson Memorial webpage at www.jmmc.com.

With regard to Trinity Health-New England's plans for inpatient and outpatient services of Johnson Memorial Hospital for the first three years following transfer of ownership, we will describe current plans for consolidation, reduction, elimination or expansion of existing services or the introduction of new services.

As stated in our application, after working together under the Affiliation Agreement, Johnson and SFC (now Trinity Health-New England), determined that a greater integration of Johnson and SFC was needed to ensure the continuity of services in the communities served by Johnson. On January 1, 2016 Johnson Memorial Hospital Inc. became a formal part of Trinity Health - New England.. The integration of Johnson under the Trinity Health-New England umbrella will benefit both organizations and the community by ensuring the ongoing operation of Johnson, thereby continuing the 104-year legacy of providing quality healthcare services in North Central Connecticut. Both Trinity Health-New England and Johnson understand the importance of treating and improving the overall health of its populations. Johnson will benefit from Trinity Health-New England's knowledge and experience with improving chronic diseases.

Currently, Trinity Health-New England does not have any plans to consolidate, reduce, eliminate, expand or add any services to Johnson Memorial Hospital during the next three years. However, the mix of services, breadth of services and location could change as a result of the following actions:

- Completion of the Community Health Needs Assessment for 2016 currently being performed by Data Haven. This community well-being survey is the largest survey on the neighborhood level of quality of life, health and happiness. As a sponsor of this survey, the results of the survey should be available to Trinity Health-New England in June 2016 and may result in changes to the services offered at Johnson.

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-4251/860-749-2201
TTY: 860-684-8441

Evergreen Health Care Center
205 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-6341

Home & Community Health Services
101 Phoenix Avenue
P.O. Box 1199
Enfield, CT 06083
860-763-7600

- In February 2016 Governor Malloy proposed a \$90 million reduction in Medicaid payments to hospitals. This Medicaid budget reduction when combined with the Hospital Tax increase included in the FY2016-2017 state budget has placed an unprecedented cost burden on Connecticut hospitals. This is in addition to the \$90 million Medicaid reduction that occurred as a result of the Special Session in December 2015. . Moreover, under current State guidelines, Johnson Memorial is no longer eligible for Small Hospital Funding. In addition to the impact of the Tax Increase, Johnson's allocation will be reduced by an additional \$1 million. Trinity Health-New England will make every effort to preserve all current services offered by Johnson but final decisions on service changes must await the results of the current 2016 legislative session.

Please do not hesitate to contact me if you have any questions regarding this matter at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,



Stuart E. Rosenberg
President

Enclosures

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0072

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

Johnson Memorial Hospital, Inc. of Stafford Springs, CT d/b/a Johnson Memorial Hospital is hereby licensed to maintain and operate a General Hospital.

Johnson Memorial Hospital is located at 201 Chestnut Hill Road, Stafford Springs, CT 06076-4005.

The maximum number of beds shall not exceed at any time:

9 Bassinets
92 General Hospital Beds

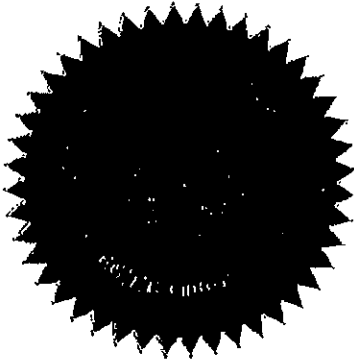
This license expires **December 31, 2017** and may be revoked for cause at any time.
Dated at Hartford, Connecticut, January 1, 2016.

Satellites:

Johnson Surgery Center, 148 Hazard Avenue, Enfield, CT
JMH Behavioral Health, 151 Hazard Avenue, Enfield, CT
JMH Advanced Wound Center, 140 Hazard Avenue, Enfield, CT

License revised to reflect:

*Amended name of Licensee effective 2/4/16



A handwritten signature in black ink, appearing to read "Raul Pino".

Raul Pino, MD, MPH
Acting Commissioner

JOHNSON MEMORIAL HOSPITAL SERVICES

Advanced Wound Care

Behavioral Health

Cancer Center

Cardiac and Pulmonary Rehabilitation

Cardiology and Cardiovascular Services

Chemical Dependency Program

Diagnostic Imaging

Electroencephalography

Emergency Department

Hospice Services

Hospitalist Services

Infusion Services

Laboratory and Pathology

Obstetrics

Occupational Medicine

Palliative Care

Physical and Rehabilitative Medicine

Sleep Laboratory and Pulmonary Medicine

Surgical Services

Allocation of Inpatient Beds at Johnson Memorial Hospital:

Licensed Beds – General Hospital beds 92

Bassinets - 9

Current staffed bed allocation:

General Medical/Surgical beds - 37 (includes observation)

OB - 6

Medical/Surgical Intensive Care - 6

Cardiac Intensive Care - 0

Psychiatric Care for Adults, adolescents and children - 18

Neonatal intensive care bassinette - 0

Normal Newborn Bassinets - 6

Greer, Leslie

From: Roberts, Karen
Sent: Monday, February 29, 2016 9:02 AM
To: Huber, Jack; Greer, Leslie
Cc: Cotto, Carmen
Subject: FW: OHCA Letter - revised
Attachments: OHCA Letter - Transfer of Ownership.PDF

Jack and Leslie – please see attached CON compliance submission. Karen

From: Hartley, Christopher [<mailto:CHartley@stfranciscare.org>]
Sent: Monday, February 29, 2016 8:01 AM
To: Martone, Kim
Cc: Rotavera, Liz; Rosenberg, Stuart E (Stuart.Rosenberg@jmmc.com); Lubin-Szafranski, Janeanne; Schneider, Jennifer; Roberts, Karen
Subject: OHCA Letter - revised

Dear Ms. Martone

Please find a replacement letter for our earlier 2/24/16 letter on this topic .This letter more accurately reflects the corporate names and relationships of the entities involved . Please call me if you have any questions regarding this matter at 860-714-5573.We are also sending you a copy of this letter by regular mail.

Thank you for your assistance in this matter.

Chris Hartley

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Care has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Care accepts no liability for any damage caused by any virus transmitted by this email.



Johnson Memorial Medical Center

Health care. The way it should be.

February 29, 2016

Ms. Kimberly Martone
Director of Operations
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Hospital, Inc. to Trinity Health - New England, Inc.

Dear Ms. Martone:

In accordance with Items 6 and 7 of the Order dated November 24, 2015, we have enclosed a list of inpatient bed allocation and hours of operation of all outpatient services at Johnson Memorial Hospital, Inc. These services may also be accessed through the Johnson Memorial Medical Center, Inc. webpage at www.jmmc.com.

With regard to Trinity Health - New England, Inc.'s plans for inpatient and outpatient services of Johnson Memorial Hospital, Inc for the first three years following transfer of ownership, this letter will describe current plans for consolidation, reduction, elimination or expansion of existing services or the introduction of new services.

As stated in our application, after working together since 2012 under an Affiliation Agreement, it was determined that a greater integration of Johnson Memorial Hospital, Inc and the Saint Frances Care, Inc. (now Trinity Health - New England, Inc.) was needed to ensure the continuity of services in the communities served by Johnson Memorial Hospital, Inc. On January 1, 2016 Johnson Memorial Hospital Inc. became a wholly owned subsidiary of Trinity Health - New England, Inc. The integration of Johnson Memorial Hospital, Inc. under the Trinity Health - New England, Inc. umbrella will benefit both organizations and the community by ensuring the ongoing operation of Johnson Memorial Hospital, Inc., thereby continuing the 104-year legacy of providing quality healthcare services in North Central Connecticut. Both Trinity Health - New England, Inc. and Johnson Memorial Hospital, Inc. understand the importance of treating and improving the overall health of its populations. Johnson Memorial Hospital, Inc. will benefit from Trinity Health - New England's knowledge and experience with improving chronic diseases.

Currently, Trinity Health - New England, Inc. does not have any plans to consolidate, reduce, eliminate, expand or add any services to Johnson Memorial Hospital, Inc. during the next three years. However, the mix of services, breadth of services and location could change as a result of the following actions:

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860-763-7600

England, Inc. in June 2016 and may result in changes to the services offered at Johnson Memorial Hospital, Inc.

- In February 2016, Governor Malloy proposed a \$90 million reduction in Medicaid payments to hospitals. This Medicaid budget reduction when combined with the hospital tax increase included in the FY2016-2017 state budget has placed an unprecedented cost burden on Connecticut hospitals. This is in addition to the \$90 million Medicaid reduction that occurred as a result of the Special Session in December 2015. Moreover, under current State guidelines, Johnson Memorial Hospital, Inc. is no longer eligible for small hospital funding. In addition to the impact of the tax increase, Johnson Memorial Hospital Inc.'s allocation will be reduced by an additional \$1 million. Trinity Health - New England, Inc. will make every effort to preserve all current services offered by Johnson but final decisions on service changes must await the results of the current 2016 legislative session.

Please do not hesitate to contact me if you have any questions regarding this matter at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,



Stuart E. Rosenberg
President

Enclosures

STATE OF CONNECTICUT

Department of Public Health

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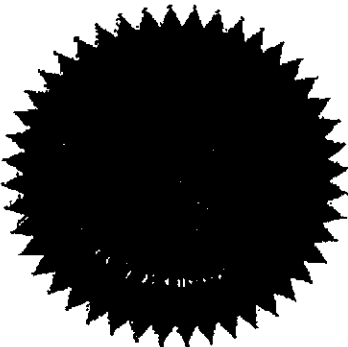
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JMH Advanced Wound Center, 140 Hazard Avenue, Enfield, CT

License revised to reflect:

*Amended name of Licensee effective 2/4/16



A handwritten signature in black ink, appearing to read "Raul Pino", is written over a horizontal line.

Raul Pino, MD, MPH
Acting Commissioner

JOHNSON MEMORIAL HOSPITAL SERVICES

Advanced Wound Care

Behavioral Health

Cancer Center

Cardiac and Pulmonary Rehabilitation

Cardiology and Cardiovascular Services

Chemical Dependency Program

Diagnostic Imaging

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Emergency Department

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Obstetrics

Occupational Medicine

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Licensed Beds – General Hospital beds 92
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Current staffed bed allocation:

General Medical/Surgical beds - 37 (includes observation)

OB | - 6

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Normal Newborn Bassinets - 6



Johnson Memorial Medical Center

Health care. The way it should be.

February 24, 2016

Ms. Kimberly Martone
Director of Operations
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308



Re: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Hospital, Inc. to Trinity Health-New England

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Stuart E. Rosenberg
President

Enclosures

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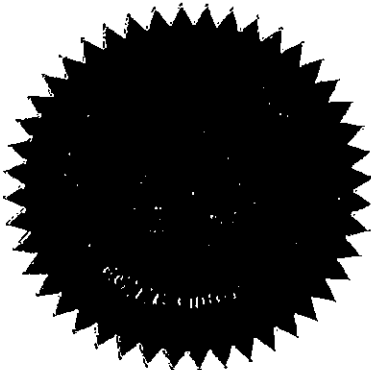
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License revised to reflect:

*Amended name of Licensee effective 2/4/16



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Raul Pino, MD, MPH
Acting Commissioner

JOHNSON MEMORIAL HOSPITAL SERVICES

Advanced Wound Care

Behavioral Health

Cancer Center

Cardiac and Pulmonary Rehabilitation

Cardiology and Cardiovascular Services

Chemical Dependency Program

Diagnostic Imaging

Electroencephalography

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Medical/Surgical Intensive Care - 6
Cardiac Intensive Care - 0
Psychiatric Care for Adults, adolescents and children - 18
Neonatal intensive care bassinette - 0
Normal Newborn Bassinets - 6

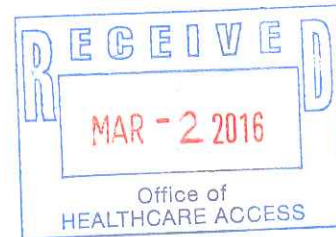


Johnson Memorial Medical Center

Health care. The way it should be.

February 29, 2016

Ms. Kimberly Martone
Director of Operations
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308



Re: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Hospital, Inc. to Trinity Health - New England, Inc.

Dear Ms. Martone:

In accordance with Items 6 and 7 of the Order dated November 24, 2015, we have enclosed a list of inpatient bed allocation and hours of operation of all outpatient services at Johnson Memorial Hospital, Inc. These services may also be accessed through the Johnson Memorial Medical Center, Inc. webpage at www.jmmc.com.

With regard to Trinity Health - New England, Inc.'s plans for inpatient and outpatient services of Johnson Memorial Hospital, Inc for the first three years following transfer of ownership, this letter will describe current plans for consolidation, reduction, elimination or expansion of existing services or the introduction of new services.

As stated in our application, after working together since 2012 under an Affiliation Agreement, it was determined that a greater integration of Johnson Memorial Hospital, Inc and the Saint Frances Care, Inc. (now Trinity Health - New England, Inc.) was needed to ensure the continuity of services in the communities served by Johnson Memorial Hospital, Inc. On January 1, 2016 Johnson Memorial Hospital Inc. became a wholly owned subsidiary of Trinity Health - New England, Inc. The integration of Johnson Memorial Hospital, Inc. under the Trinity Health - New England, Inc. umbrella will benefit both organizations and the community by ensuring the ongoing operation of Johnson Memorial Hospital, Inc., thereby continuing the 104-year legacy of providing quality healthcare services in North Central Connecticut. Both Trinity Health - New England, Inc. and Johnson Memorial Hospital, Inc. understand the importance of treating and improving the overall health of its populations. Johnson Memorial Hospital, Inc. will benefit from Trinity Health - New England's knowledge and experience with improving chronic diseases.

Currently, Trinity Health - New England, Inc. does not have any plans to consolidate, reduce, eliminate, expand or add any services to Johnson Memorial Hospital, Inc. during the next three years. However, the mix of services, breadth of services and location could change as a result of the following actions:

- Completion of the Community Health Needs Assessment for 2016 currently being performed by Data Haven. This community well-being survey is the largest survey on the neighborhood level of quality of life, health and happiness. As a sponsor of this survey, the results of the survey should be available to Trinity Health - New

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-4251/860-749-2201
TTY: 860-684-8441

Evergreen Health Care Center
205 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-6341

Home & Community Health Services
101 Phoenix Avenue
P.O. Box 1199
Enfield, CT 06083
860-763-7600

England, Inc. in June 2016 and may result in changes to the services offered at Johnson Memorial Hospital, Inc.

- In February 2016, Governor Malloy proposed a \$90 million reduction in Medicaid payments to hospitals. This Medicaid budget reduction when combined with the hospital tax increase included in the FY2016-2017 state budget has placed an unprecedented cost burden on Connecticut hospitals. This is in addition to the \$90 million Medicaid reduction that occurred as a result of the Special Session in December 2015. Moreover, under current State guidelines, Johnson Memorial Hospital, Inc. is no longer eligible for small hospital funding. In addition to the impact of the tax increase, Johnson Memorial Hospital Inc.'s allocation will be reduced by an additional \$1 million. Trinity Health - New England, Inc. will make every effort to preserve all current services offered by Johnson but final decisions on service changes must await the results of the current 2016 legislative session.

Please do not hesitate to contact me if you have any questions regarding this matter at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,



Stuart E. Rosenberg
President

Enclosures

STATE OF CONNECTICUT

Department of Public Health

LICENSE

License No. 0072

General Hospital

In accordance with the provisions of the General Statutes of Connecticut Section 19a-493:

Johnson Memorial Hospital, Inc. of Stafford Springs, CT d/b/a Johnson Memorial Hospital is hereby licensed to maintain and operate a General Hospital.

Johnson Memorial Hospital is located at 201 Chestnut Hill Road, Stafford Springs, CT 06076-4005.

The maximum number of beds shall not exceed at any time:

9 Bassinets

92 General Hospital Beds

This license expires December 31, 2017 and may be revoked for cause at any time.
Dated at Hartford, Connecticut, January 1, 2016.

Satellites:

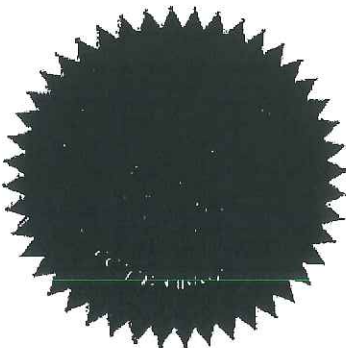
Johnson Surgery Center, 148 Hazard Avenue, Enfield, CT

JMH Behavioral Health, 151 Hazard Avenue, Enfield, CT

JMH Advanced Wound Center, 140 Hazard Avenue, Enfield, CT

License revised to reflect:

*Amended name of Licensee effective 2/4/16



A handwritten signature in black ink, appearing to read "Raul Pino", is written over a horizontal line.

Raul Pino, MD, MPH
Acting Commissioner

JOHNSON MEMORIAL HOSPITAL SERVICES

Advanced Wound Care

Behavioral Health

Cancer Center

Cardiac and Pulmonary Rehabilitation

Cardiology and Cardiovascular Services

Chemical Dependency Program

Diagnostic Imaging

Electroencephalography

Emergency Department

Hospice Services

Hospitalist Services

Infusion Services

Laboratory and Pathology

Obstetrics

Occupational Medicine

Palliative Care

Physical and Rehabilitative Medicine

Sleep Laboratory and Pulmonary Medicine

Surgical Services

Allocation of Inpatient Beds at Johnson Memorial Hospital:

Licensed Beds – General Hospital beds 92

Bassinets - 9

Current staffed bed allocation:

General Medical/Surgical beds - 37 (includes observation)

OB - 6

Medical/Surgical Intensive Care - 6

Cardiac Intensive Care - 0

Psychiatric Care for Adults, adolescents and children - 18

Neonatal intensive care bassinette - 0

Normal Newborn Bassinets - 6

STATE OF CONNECTICUT

DEPARTMENT OF PUBLIC HEALTH



Dannel P. Malloy
Governor
Nancy Wyman
Lt. Governor

Raul Pino, M.D., M.P.H.
Commissioner

Office of Health Care Access

April 18, 2016

FACSIMILE TRANSMISSION ONLY

Mr. R. Christopher Hartley
Senior Vice President – Planning,
Business Development & Government Relations
Saint Francis Hospital and Medical Center
114 Woodland Street
Hartford, CT 06105-1299

Re: Compliance with Agreed-Upon Stipulations set forth in the Certificate of Need (“CON”) Authorization under Docket Number: 15-32002-CON for the Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.
Notification of Compliance Reporting Deficiencies Relating to Stipulations 6 and 7

Dear Mr. Hartley:

On November 24, 2015, Johnson Memorial Medical Center, Saint Francis Care, Inc., and Trinity Health Corporation, collectively hereinafter referred to as the “Applicants”, entered into an Agreed Settlement with the Department of Public Health, Office of Health Care Access (“OHCA”) under Docket Number: 15-32002-CON, to transfer the ownership of Johnson Memorial Medical Center and substantially all of its assets to Trinity Health – New England f/k/a Saint Francis Care, Inc., including the assets of Johnson Memorial Hospital.

On February 29, 2016, OHCA received on behalf of all the Applicants, Johnson Memorial Medical Center’s (“Hospital’s”) submission in accordance with Stipulations 6 and 7 of the Order authorizing the CON. A copy of the relevant stipulations is enclosed as Attachment 1 of this letter for reference proposes.



Phone: (860) 509-8000 • Fax: (860) 509-7184
410 Capitol Avenue, P.O. Box 340308
Hartford, Connecticut 06134-0308
www.ct.gov/dph

Affirmative Action/Equal Opportunity Employer

OHCA has reviewed your compliance reporting in support of Stipulations 6 and 7 and finds that the compliance reporting information provided for each stipulation is insufficient.

OHCA requires the following service information with regard to Stipulation 6:

1. Verify the inpatient bed allocation is reflective of the January 1, 2016, effective date of the ownership change.
2. As agreed to in the Agreed Settlement, provide a document, which can be readily entered into the record of the docket, which identifies each outpatient service by location and hours of operation that is reflective of January 1, 2016, date of the ownership change. This listing must be posted on the Hospital's website in accordance with Stipulation 6. Be informed that a listing of the links to the Hospital's website is not in compliance with the wording and intent of Stipulation 6.
3. With respect to your response to items 1 and 2 above, identify and explain all service changes undertaken by Johnson Memorial Medical Center since January 1, 2016.

OHCA requires the following service plan information with regard to Stipulation 7:

1. As agreed to in the Agreed Settlement, provide a three-year plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital, including any consolidation, reductions, elimination or expansion of existing services or introduction of new services.

Kindly respond to this letter by the close of business on Friday May 2, 2016. If you have any questions regarding the above, please feel to contact me at (860) 418-7069.

Sincerely,



Jack A. Huber
OHCA Health Care Analyst

Cc: Stuart E. Rosenberg, President & CEO, Johnson Memorial Medical Center
Karen Roberts, DPH, OHCA, Principal Health Care Supervisor

ATTACHMENT 1

- **Stipulation 6 of the agreed settlement reads as follows:**

“Unless on a temporary basis and not before the completion of the next CHNA for the JMMC service area, there shall be no reduction or relocation of any inpatient or outpatient services that reduces access to care specific to those services that existed at JMH on the date of OHCA’s Final Decision in this matter. A reduction in service shall constitute any reduction in allocated beds, hours of operation or any other act or omission by the Applicants. Within twenty (20) days following the date of OHCA’s Final Decision in this matter, the Applicants shall submit schedules to OHCA setting forth JMH’s inpatient bed allocation and hours of operation for all outpatient services and publish this same information on the JMMC website page.”

- **Stipulation 7 of the agreed settlement reads as follows:**

“Within sixty (60) days following the Closing Date, the Applicant shall submit to OHCA a plan demonstrating how inpatient and outpatient health care services will be provided by the New JMH for the first three (3) years following the transfer of ownership, including any consolidation, reduction, elimination or expansion of existing services or introduction of new services.”

* * * COMMUNICATION RESULT REPORT (APR. 18. 2016 10:12AM) * * *

FAX HEADER:

TRANSMITTED/STORED : APR. 18. 2016 10:10AM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

570 MEMORY TX

98607148093

OK

4/4

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
E-3) NO ANSWERE-2) BUSY
E-4) NO FACSIMILE CONNECTION

STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: R. CHRISTOPHER HARTLEY

FAX: (860) 714-8093

AGENCY: SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

FROM: JACK HUBER

DATE: 4/18/2016 Time: ~ 10:20 AM

NUMBER OF PAGES: 4
(including transmittal sheet)

Comments: Transmitted: CON Compliance Letter
Docket Number: 15-31979-CON
Transfer of Ownership of Saint Francis Care, Inc. to
Trinity Health Corporation

**PLEASE PHONE Jack A. Huber at (860) 418-7069
IF THERE ARE ANY TRANSMISSION PROBLEMS.**

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA
P.O.Box 340308
Hartford, CT 06134

* * * COMMUNICATION RESULT REPORT (APR. 18. 2016 10:11AM) * * *

FAX HEADER:

TRANSMITTED/STORED : FILE MODE	APR. 18. 2016 10:09AM OPTION	ADDRESS	RESULT	PAGE
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REASON FOR ERROR
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E-3) NO ANSWER

E-2) BUSY
E-4) NO FACSIMILE CONNECTION



STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: MR. STUART E. ROSENBERG

FAX: (860) 684-8165

AGENCY: JOHNSON MEMORIAL HOSPITAL

FROM: JACK HUBER

DATE: 4/18/2016 Time: ~ 10:20 AM

NUMBER OF PAGES: 4
(including transmittal sheet)

Comments: Transmitted: CON Compliance Letter
Docket Number: 15-32002-CON
Transfer of Ownership of JMMC to St. Francis Care

**PLEASE PHONE Jack A. Huber at (860) 418-7069
IF THERE ARE ANY TRANSMISSION PROBLEMS.**

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA
P.O.Box 340308
Hartford, CT 06134

Greer, Leslie

Subject: FW: Extension of time Request for Compliance letters

From: Rotavera, Liz [<mailto:LRotaver@stfranciscare.org>]
Sent: Wednesday, April 20, 2016 12:54 PM
To: Roberts, Karen
Cc: Hartley, Christopher; Cable, Kimberly; Rotavera, Liz
Subject: Extension of time Request for Compliance letters

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Dear Karen,

Saint Francis Trinity Health – New England, Inc. would like to formally request and extension in the due date for the Compliance letters we received on DN:15-31979-CON and 15-32002- CON from May 2, 2016 to May 20, 2016.

This extension will allow us to better manage work load and availability of key staff in our organization.

We are sorry we missed speaking with you directly about our questions regarding these two letters.

Please give us the times you are available tomorrow afternoon and Chris Hartley will place a follow up call to you.

He can be reached at 860-714-5573.

Thank you for your help.

Chris Hartley
Senior Vice President Planning, Business Development and Government Relations

NOTICE: This email and/or attachments may contain confidential or proprietary information which may be legally privileged. It is intended only for the named recipient(s). If an addressing or transmission error has misdirected this email, please notify the author by replying to this message. If you are not the named recipient, you are not authorized to use, disclose, distribute, make copies or print this email, and should immediately delete it from your computer system. Saint Francis Hospital and Medical Center has scanned this email and its attachments for malicious content. However, the recipient should check this email and any attachments for the presence of viruses. Saint Francis Hospital and Medical Center and its affiliated entities accepts no liability for any damage caused by any virus transmitted by this email.

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Chris Hartley

Senior Vice President Planning, Business Development and Government Relations

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Greer, Leslie

From: Roberts, Karen
Sent: Wednesday, April 20, 2016 1:04 PM
To: Rotavera, Liz
Cc: Hartley, Christopher; Cable, Kimberly; Huber, Jack; Greer, Leslie; Martone, Kim
Subject: RE: Extension of time Request for Compliance letters

Hi Liz – with this email, OHCA is allowing the extension of the date by which the Hospital is required to respond to the matters outlined in the two Compliance Letters sent by OHCA staff on April 18th for DNs 15-31979-CON and 15-32002-CON. The response date is now **May 20, 2016**. This email will be placed in the record for these two docket numbers.

I will email you separately to set up a conference call related to the two compliance letters if the Hospital determines that the follow up call is needed for further clarification on Compliance matters.

Sincerely,

Karen Roberts

Principal Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov



From: Rotavera, Liz [<mailto:LRotaver@stfranciscare.org>]
Sent: Wednesday, April 20, 2016 12:54 PM
To: Roberts, Karen
Cc: Hartley, Christopher; Cable, Kimberly; Rotavera, Liz
Subject: Extension of time Request for Compliance letters

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue
MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Dear Karen,

Saint Francis Trinity Health – New England, Inc. would like to formally request and extension in the due date for the Compliance letters we received on DN:15-31979-CON and 15-32002- CON from May 2, 2016 to May 20, 2016.

This extension will allow us to better manage work load and availability of key staff in our organization.

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He can be reached at 860-714-5573.

Thank you for your help.

Chris Hartley

Senior Vice President Planning, Business Development and Government Relations

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Greer, Leslie

From: Roberts, Karen
Sent: Friday, May 20, 2016 10:03 AM
To: Verny, Kristina L
Cc: Christopher Hartley; Liz Rotavera; Stuart Rosenberg; Greer, Leslie
Subject: RE: Docket # 15-32002-CON - Transfer of Ownership of Johnson to Saint Francis - Compliance with Reporting Deficiencies

Thanks Kristina – I'll be taking a look at the attachments in the next week or so. I will make sure they get into the record for this docket number.

Regarding the Certificate of Need (CON) issued under CON Docket Number 15-32002-CON, please submit any further filings or documentation related to the CON conditions via electronic mail by using the **OHCA general email inbox which is OHCA@ct.gov**. In addition, please continue to reference the CON docket number in the subject line of the email when transmitting. Please be assured that any material that will be received in this general inbox referenced above will become part of the public record for this docket number. If the submission is 20 pages in length or longer, please mail the document to the Office of Health Care Access using the mailing address below in addition to electronic transmission.

Thank you and let me know if you have any questions on this email.

Sincerely,

Karen Roberts

Principal Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov



From: Verny, Kristina L [<mailto:Kristina.Verny@jmmc.com>]
Sent: Friday, May 20, 2016 9:50 AM
To: Roberts, Karen
Cc: Christopher Hartley; Liz Rotavera; Stuart Rosenberg
Subject: Docket # 15-32002-CON - Transfer of Ownership of Johnson to Saint Francis - Compliance with Reporting Deficiencies

Good Morning,

Attached please find Johnson Memorial Hospital's response to your letter dated April 18, 2016, together with the requested information related to the above-referenced Certificate of Need. The original is being mailed to you today.

Should you have any questions, or require additional information, I can be reached at (860) 684-8235.

Thank you.

Kris

Kris Verny

**Executive Assistant to the President
Johnson Memorial Hospital, Inc.**

201 Chestnut Hill Road
Stafford Springs, CT 06076

P: (860) 684-8235

F: (860) 684-8165

C: (860) 207-0604

Email: kristina.verny@jmmc.com



Johnson Memorial Medical Center

May 20, 2016

Ms. Karen Roberts
Principal Health Care Supervisor
Office of Health Care Access
410 Capitol Avenue
P.O. Box 340308
Hartford, CT 06134-0308

Re: Compliance with Agreed-Upon Stipulations set forth in the Certificate of Need ("CON") Authorization under Docket Number: 15-32002-CON for the Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc. Notification of Compliance Reporting Deficiencies Relating to Stipulations 6 and 7

Dear Ms. Roberts:

Pursuant to your letter dated April 18, 2016, our responses to the requested information with regard to Stipulations 6 and 7 of the above-referenced Certificate of Need Authorization are as follows:

With regard to Stipulation 6:

- 1. Verify the inpatient hospital bed allocation is reflective of the January 1, 2016, effective date of the ownership change.

This is the inpatient bed compliment reflective of the January, 2016 effective date of the ownership change:

FY2015 Johnson Memorial Hospital

Table with 2 columns: Category and Value. Rows include Total Licensed Beds (92), Total Staffed Beds (67), Bassinets Staffed (6), Staffed Beds Breakdown (General Medical Surgical: 37, Maternity: 6, ICU: 6, Neonatal Intensive Care: 0, Psychiatric: 18), and Total (67).

- 2. As agreed to in the Agreed Settlement, provide a document, which can be readily entered into the record of the docket, which identifies each outpatient service by location and hours of operation that is reflective of the January 1, 2016, effective date of the ownership change. This listing must then be posted on the Hospital's website in accordance with Stipulation 6.

Be informed that a listing of the links to the Hospital's website is not in compliance with the wording and intent of Stipulation 6.

In an effort to fully comply with the Agreed Settlement Stipulation 6, Johnson Memorial Hospital added a link on its website labeled www.jmmc.com/about/ohcareportiongrequi/. This site provides an electronic link on the website to all of the services listed on our February 29, 2016 letter. The organization will keep this site available on its website and notify OHCA should any changes occur in the site affecting the listing of services and programs included on this website. We have enclosed an Attachment 1 that contains the face page of each health service included on the web page that identifies hours of operation and how to access more information on each particular health service.

3. With respect to your response to Items 1 and 2, identify and explain all service changes undertaken by Johnson Memorial Hospital since January 1, 2016.

There have been no service changes undertaken at Johnson Memorial Hospital since January 1, 2016.

With regard to Stipulation 7:

1. As agreed to in the Agreed Settlement, provide a three-year plan demonstrating how inpatient and outpatient health care services will be provided by the Hospital, including any consolidation, reductions, elimination or expansion of existing services or introduction of new services.

As stated in our February 29, 2016 letter, Trinity Health-New England, Inc., previously known as Saint Francis Care, Inc. has no written plan to consolidate, reduce, eliminate, expand or add any services at Johnson Memorial Hospital in SFY16, SFY17 or SFY18 as of this date.

For purposes of this response, the health services covered by this stipulation are also identified by Johnson Memorial Medical Center's American Hospital Association's Survey. These health services are listed below:

Ambulatory Surgery Center
Birthing Room – LDR Room – LDRP Room
Breast Cancer Screening/Mammograms
Cardiology Services
Cardiac Rehabilitation
Chemotherapy
Electrodiagnostic Services
Emergency Services
Endoscopic Services
Free Standing Outpatient Care Center
Hospital Based Outpatient Care Center
Infusion Services
Medical Surgical Care
Medical Surgical Intensive Care

Ms. Karen Roberts
May 20, 2016
Page 3

Neonatal Care
Obstetrics
Oncology Services
Outpatient Surgery
Physical Rehabilitation Outpatient Services
Psychiatric Care
Psychiatric Partial Hospital Services
Radiology, Diagnostic CT Scanner
Magnetic Resonance Imaging
Multi-slice spiral computer tomography
Radiation Therapy Services
Sleep Center Services
Ultrasound
Wound Care Management Services

The definitions of each of these health services are included in Attachment 2 of this letter and noted by an asterisk. Furthermore, should Johnson Memorial Medical Center Inc. wish to make changes in the health services offered at Johnson Memorial Medical Center or change the number of licenses it operates, such a change would follow all applicable OHCA notification and approval processes.

Please do not hesitate to contact me if you have any questions with regarding these responses at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,



Stuart E. Rosenberg
President

Enclosures

c: R. Christopher Hartley, Sr. Vice President- Planning, Business Development & Government Relations – Saint Francis Hospital and Medical Center

Attachment 1

Advanced Wound Center
140 Hazard Avenue, Suite 106
Enfield, CT 06082

Hours:
Monday-Friday, 8 a.m. - 5 p.m.

Contact: Phone: 860-272-2960

Cancer Center
142 Hazard Avenue
Enfield, CT 06082

Hours:
Monday - Friday, 8 a.m. - 5 p.m.

Contact: 860-272-2911

Cardiac and Pulmonary Rehabilitation
15 Palomba Drive, Unit 4
Enfield, CT 06082

Hours:
Monday & Wednesday, 7:30 a.m. - 5:30 p.m.
Tuesday, 12 - 2 p.m.
Friday, 7:30 a.m. - 4:00 p.m.

Contact: 860-763-7683

Cardiology and Cardiovascular Services

Locations:
Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT 06082

Hours:
Cardiology Services (Stafford)
Monday - Friday, 7 a.m. - 3:30 p.m.
Saturday & Sunday - 7 a.m. - 12 p.m.

Cardiovascular Services (Stafford)
Monday - Friday, 8 a.m. - 4 p.m.
Saturday & Sunday, 8 a.m. - 12 p.m.

Cardiovascular Services (Enfield)
Monday, Tuesday, Thursday & Friday
8:00 a.m. - 4:00 p.m.

Contact:
Stafford: 860-684-8183
Enfield: 860-763-7681

Chemical Dependency Program
151 Hazard Avenue
Enfield, CT 06082

Hours:
Monday - Friday, 9 a.m. - 4:30 p.m.

Contact: 860-684-8287

Diagnostic Imaging

Stafford Location:
201 Chestnut Hill Road
Stafford Springs, CT 06076

Enfield Location:
148 Hazard Avenue
Enfield, CT 06082

Hours:
X-ray Services
(Stafford) 24/7
(Enfield) Monday - Friday, 8 a.m. - 5 p.m.
Saturday, 8 a.m. - 12 p.m.

MRI Services - 8 a.m. - 4:30 p.m.
(Stafford) - Monday, Wednesday & Friday
(Enfield) - Tuesday & Thursday

Nuclear Medicine Services
(Stafford) - 7 days a week, 7 a.m. - 3 p.m.
(Enfield) - Tuesday & Wednesday, 7 a.m. - 3 p.m.

Ultrasound Services
(Stafford) - Monday - Saturday, 7 a.m. - 7 p.m.
(Enfield) - Monday - Friday, 8 a.m. - 4 p.m.

Scheduled CT/Fluoro/Elective Procedures
(Stafford) - Monday - Friday, 8 a.m. - 5 p.m.
(Enfield) - Monday - Friday, 8 a.m. - 4:30 p.m.

Contact:
Stafford: 860-684-8170
Enfield: 860-763-7651

Electroencephalography
201 Chestnut Hill Road
Stafford Springs, CT 06076

Hours:
Monday - Friday, by appointment only

Contact: 860-763-8241

Karen Davis Krzynowek Infusion Center
148 Hazard Avenue
Enfield, CT 06082

Hours:
Monday – Friday, 8 a.m. – 5 p.m.

Contact: 860-272-2920

Laboratory Services

Locations:
Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT 06082

15 Palomba Drive
Enfield, CT 06082

Tolland Medical Specialists
Twin Ponds Centre
384 Merrow Road, Suite L
Tolland, CT 06084

Hours:
Johnson Memorial Hospital (Stafford)
Monday – Saturday, 7 a.m. – 7 p.m.

Johnson Surgery Center (Enfield)
Monday – Friday, 7 a.m. – 5 P.m.
Saturday, 7 a.m. – 12 p.m.

15 Palomba Drive (Enfield)
Monday – Friday, 6* a.m. – 4 p.m.
* early hours for fasting patients

Tolland Medical Specialists (Tolland)
Monday – Wednesday and Friday
8 a.m. – 5 p.m.

Contact:
Stafford – 860-684-8500
Enfield Surgery Center – 860-763-7658
Enfield (Palomba) – 860-272-2951
Tolland – 860-871-0891

Physical Medicine & Rehabilitation

Locations:
Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076

151 Hazard Avenue
Enfield, CT 06082

Hours:
Stafford
Monday – Thursday, 8 a.m. – 5:30 p.m.
Friday – (OT only), 8 a.m. – 12 p.m.

Enfield
Monday & Thursday, 8 a.m. – 7 p.m.
Tuesday & Wednesday, 8 a.m. – 4:30 p.m.
Friday, 8 a.m. – 4 p.m.

Contact:
Stafford: 860-684-8260
Enfield: 860-763-7637

Sleep Laboratory & Pulmonary Medicine

151 Hazard Avenue, Suite 9
Enfield, CT 06082

Hours:
Office Hours: Monday-Friday, 8 a.m. – 4:30 p.m.
Testing Hours: 7 days a week, 7 a.m. – 7 p.m.

Contact: 860-684-8569

Surgical Services

Locations:
Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT 06082

Hours:
Johnson Memorial Hospital (Stafford)
Monday – Friday, 6:30 a.m. – 6:30 p.m.

Johnson Surgery Center (Enfield)
Monday – Thursday, 7:30 a.m. – 4:00 p.m.

Contact:
Stafford: 860-684-8210
Enfield: 860-763-7650



Johnson Memorial Medical Center
(<http://www.jmmc.com/>)

860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Surgical Services

Johnson Memorial Hospital (JMH) enables local residents to access cutting-edge surgical services in the comfort of their own community.

Inpatient and outpatient surgeries are offered at JMH's main campus in Stafford Springs, and outpatient surgeries are also offered in Enfield at The Johnson Surgery Center. Both locations are supported by skilled, credentialed physicians representing many surgical and medical specialties.

Services:

- Adult and Pediatric Services
- Anesthesia Services
- Cosmetic and Reconstructive Surgery
- Dental/Oral Maxillofacial Surgery
- Ear, Nose and Throat Surgery
- Eye Surgery
- Gastrointestinal Surgery
- General Surgery
- Gynecological Surgery
- High-Definition Laparoscopic, Arthroscopic and Endoscopic Surgery
- Mammotome Breast Biopsy

- Neoprobe Sentinel Lymph Node Biopsy
- Orthopedic Surgery
- Pain Management
- Podiatric Surgery
- Thoracic Surgery
- Vascular Surgery



Surgical Team Supporting Breast Cancer Awareness

Locations:

Johnson Memorial Hospital
 201 Chestnut Hill Road
 Stafford Springs, CT 06076

[Get Directions \(././contact/locations/\)](#)

Outpatient Surgery at Johnson Surgery Center
 148 Hazard Avenue
 Enfield, CT 06082

[Get Directions \(././contact/locations/\)](#)

Contact:

Stafford Springs: 860-684-8210
 Enfield: 860-763-7650

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Johnson Memorial Medical Center
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860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Nirenberg Center for Woman and Infants

Johnson Memorial Hospital (JMH) strives to make each family's childbirth experience as positive, comfortable and memorable as possible.

Childbirth is an experience to be cherished. JMH incorporates the most modern birthing technology available, a knowledgeable staff that shares in the joy of each new arrival, and highly personalized attention that's hard to find anywhere else.

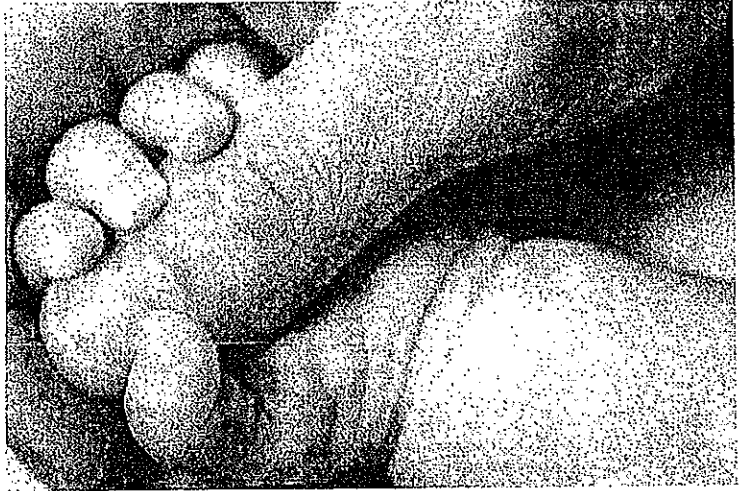
(["/getimage.asp?id=/components/medialibrary/&filename=Nirenberg_Women_Infants.jpg&mode=6"](#))

The six birthing suites at JMH are designed to accommodate patients throughout their stay - for labor, delivery, recovery and postpartum care. A highly advanced monitoring system to constantly assess mother's contractions and baby's heartbeat, ultrasound equipment, and state-of-the-art anesthesia technology are all tucked within the attractive furnishings of each suite. Each suite's adjustable birthing bed increases the mother's comfort during labor and delivery. In addition, each suite contains its own bathroom and shower; a rocking chair; television and DVD player; a refrigerator; and other comforting touches of home. If a cesarean birth is necessary, a sophisticated surgical suite is located adjacent to the suites.

The birthing suites at JMH are staffed by caring and compassionate nurses and physicians, all of whom possess high standards and credentials. Each nurse has been specially trained in all aspects of childbirth and newborn care to guide the family through the birth experience and the days to follow. For mothers and babies requiring

highly specialized care, JMH is affiliated with Hartford Hospital, guaranteeing access to the area's top perinatologists and neonatologists.

To help families through pregnancy, birth and early parenting, a full range of educational programs are offered by JMH. These programs cover such topics as childbirth, breastfeeding, sibling and more. For more information about these and other programs, please visit Johnson Memorial Medical Center's class and events page.



Location:

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-BABY

[Get Directions \(././contact/locations/\)](#)

Hours:

24 hours a day, seven days a week

Contact:

Terri Spencer, RN
Director of Perinatal Services
860-684-8119
terri.spencer@jmmc.com (<mailto:terri.spencer@jminc.com>)



Good Afternoon,

I have been meaning to reach out to you for many weeks now, but haven't had a chance to do so yet as work has been hectic. So at 4:40 here on a rainy Monday, I finally have an opportunity to do so. I wanted to tell you what a fantastic experience my wife and I had at your birthing center. Without going into too much detail, it has been a very hard 10-year journey for us to have a child. We have been to many facilities over those 10 years including Fletcher Allen Healthcare in Burlington, VT, McGill University Healthcare in Montreal, Quebec, Canada, Massachusetts General Hospital in Boston, MA, Brigham and Women's Hospital in Boston, MA, and Boston IVF, in Waltham, MA, and none were more welcoming and professional than your staff at the birthing center. Don't get me wrong, we had some good experiences at the aforementioned institutions, but in terms of courteousness, professionalism, patience, and knowledge sharing, yours was the best.

Our son, was born at JMMC on March 18, 2015. He is our first child and the only one we will ever have as my wife and I are in our 40's. The 2-day stay at JMMC was relaxing, informative, and just what we needed as new parents in our 40's. I also like the fact that our son very rarely left us during those first 2 days. I would highly recommend JMMC to anyone who approached me asking my advice on whether or not they should go there to give birth. The care we received from both a personal

and technical perspective was top notch.

I want to give special thanks to the staff who helped us out during those two days. They include Daphnie, Kim, Lorrie, Stacy, and Jackie. They were all fantastic!

Allen W

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Johnson Memorial Medical Center
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860-684-4251
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Stafford Springs, CT 06076

Cancer Center

Local residents living with cancer benefit from convenient access to a range of cancer care services, thanks to the Johnson Memorial Cancer Center.

From radiation therapy to medical oncology, and American Cancer Society resources to support services, the Center offers virtually every component of cancer care. Saint Francis Care provides medical directorship of the Johnson Memorial Cancer Center.

Located within the JMMC is the 14-chair Karen Davis Krzynowek Infusion Center (KDKIC), which provides chemotherapy and biotherapy administration, transfusions, injections and other outpatient services in a comfortable environment. KDKIC also houses a pharmacy and laboratory onsite.

A full-time oncology/hematology practice is located within the JMMC, and it is staffed by Jay Thumar, M.D., a member of Saint Francis Medical Group.

The Center features a radiation therapy provided by Community CancerCare, a unique partnership of four area hospitals. Clinical oversight for radiation therapy is provided by Hartford Hospital's highly-acclaimed Helen & Harry Gray Cancer Center.

In addition to radiation therapy and medical oncology services, patients also have access to a wide variety of programs offered by JMMC, including social work services, nutrition consultation, educational programs, pastoral care consultation, support groups, and visiting nurse services. The Cancer Program's Enfield location is also home to a satellite office of the American Cancer Society.

Learn more about Johnson Memorial Cancer Center's clinical services, support services, and multidisciplinary team.

Location:

Johnson Memorial Cancer Center
142 Hazard Avenue
Enfield, CT 06082
860-272-2911

[Get Directions \(/jmmc/contact/locations/\)](#)

Hours:

Monday-Friday, 8 a.m. to 5 p.m.

**Contact:**

Maria Frassinelli Sierra, LCSW
Director, Cancer Program

860-272-2929

(mailto:maria.sierra@jmmc.com)maria.sierra@jmmc.com

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Johnson Memorial Medical Center
(<http://www.jmmc.com/>)

860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Cardiology and Cardiovascular Services

Cardiology and Cardiovascular Services

Johnson Memorial Hospital (JMH) offers cardiology and cardiovascular services in Stafford Springs and Enfield.

Our cardiology and cardiovascular services include:

- Stress Tests (JMH only)
- EKGs
- Holter Monitors
- 30-Day Event Monitors
- Echocardiograms
- Carotid Doppler Ultrasound
- Lower Extremity Arterial Examinations

JMH offers cardiology and cardiovascular services at both its Stafford Springs location and at the Johnson Surgery Center in Enfield.

Locations:

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06082
860-684-8183

[Get Directions \(/jmmc/contact/locations/\)](/jmmc/contact/locations/)

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT 06082
860-763-7650

[Get Directions \(/jmmc/contact/locations/\)](/jmmc/contact/locations/)

Stafford Springs Cardiology Hours:

Monday-Friday, 7 a.m. to 3:30 p.m.
Saturday and Sunday, 7 a.m. to 12 p.m.

Stafford Springs Cardiovascular Services Hours:

Monday-Friday, 8 a.m. to 4 p.m.
Saturday and Sunday, 8 a.m. to 12 p.m.

Enfield Cardiovascular Services Hours:

Monday, Tuesday, Thursday, Friday 8 a.m. to 4 p.m.

Contacts:

Mary Turley
Manager, Cardiopulmonary Services
860-684-8175
Mary.Turley@jmmc.com (<mailto:james.lietz@jmmc.com>)

Harry White, RCS
Supervisor (Stafford Springs)
860-684-8183
harry.white@jmmc.com (<mailto:harry.white@jmmc.com>)

Pat Cecere, RDCS, RVS
Supervisor (Enfield)
860-763-7681
patricia.cecere@jmmc.com (<mailto:patricia.cecere@jmmc.com>)

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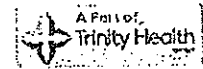
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Johnson Memorial Medical Center
(<http://www.jmmc.com/>)

Cardiac and Pulmonary Rehabilitation

Cardiac and Pulmonary Rehabilitation

Johnson Memorial Hospital's (JMH) Heart Helpers Cardiac Rehabilitation Program is intended for those who have had a heart attack, heart surgery or angioplasty.

Our focus is on helping each patient change his or her lifestyle to prevent a second occurrence. Services include phase II and III cardiac rehabilitation.

JMH's Pulmonary Rehabilitation Program helps patients combat chronic obstructive pulmonary disease through education and exercise. It helps patients enjoy an improved quality of life and fewer hospital admissions. Services include phase II and III pulmonary rehabilitation and the Better Breathers Club.

[View Our Cardiac and Pulmonary Rehab Rack Card \(http://www.jmmc.com/Data/mediafiles/rackcards/jmmc_cardiac_pulmonary.pdf\)](http://www.jmmc.com/Data/mediafiles/rackcards/jmmc_cardiac_pulmonary.pdf)

[View Our Better Breathers Club Rack Card \(http://www.jmmc.com/Data/mediafiles/rackcards/Better_Breathers_Rack_Card.pdf\)](http://www.jmmc.com/Data/mediafiles/rackcards/Better_Breathers_Rack_Card.pdf)

Location:

15 Palomba Drive, Unit 4
Enfield, CT 06082

[Get Directions \(/jmmc/contact/locations/\)](#)

Hours:

Monday and Wednesday, 7:30 a.m. to 5:30 p.m.
Tuesday, 12 to 2 p.m.
Friday, 7:30 a.m. to 4 p.m.

Contact:

Diane Kessler-Hartnett, RN
Supervisor, Cardiology/Cardiopulmonary Rehabilitation Services
860-763-7683 or 860-763-7684
Dianne.Kessler-Hartnett@jmmc.com (mailto:Dianne.Kessler-Hartnett@jmmc.com)

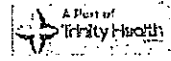
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Cardiac and Pulmonary Rehabilitation | JMMC

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Chemical Dependency Program

Chemical Dependency Program

The Chemical Dependency Program (CDP) is part of the psychiatric services offered by Johnson Memorial Medical Center (JMMC). The outpatient program, located in Enfield, treats individuals who have substance abuse disorders, as well as those with co-occurring disorders.

Many complete acute care detoxification at JMMC, receive treatment at CDP during early recovery, then transition to outpatient services provided by JMMC. CDP has been providing evening, intensive outpatient treatment for over 20 years.

The staff at CDP focuses on education and support of those in early recovery, easing the transition toward healthier functioning. Groups are led by licensed professionals trained in substance abuse treatment. In addition, the program provides psychiatric consults. CDP treats adults age 18 and over. The cost of the program is generally covered by insurance.

Chemical Dependency Program Services Include:

<http://www.jmmc.com/jmmc/services/chemicaldependency/>

- Substance Abuse Assessments
- In-patient Substance Abuse Consults
- Psychiatric Consults
- Group Counseling
- Individualized Treatment Planning
- Aftercare Planning
- Referrals
- Addiction Education
- Disease Management
- Relapse Prevention Skills
- Twelve Step Education
- Family Education
- Alumni Services

Referrals of self-referrals should be directed to CDP at 860-763-8043. CDP staff members are available to meet with providers and other organizations to explain services and treatment.

Location:

151 Hazard Ave.
Enfield, CT 06082
860-763-8043

Get Directions (<http://maps.google.com/?q=153 Hazard Ave., Enfield, CT 06082>)

Hours:

Monday-Friday: 9 a.m. to 4:30 p.m.

Contacts:

Charlene Baker
Addiction Counselor
860-763-8043
charlene.baker@jmmc.com (<mailto:charlene.baker@jmmc.com>)

Julio Duran
Director of Behavioral Health
860-684-8287
Julio.Duran@jmmc.com (<mailto:lisa.gagnon@jmmc.com>)

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Johnson Memorial Medical Center
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860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Electroencephalography

Electroencephalography

Johnson Memorial Hospital offers electroencephalography for a variety of neurological disorders.

Location:

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
860-763-8241

[Get Directions \(././contact/locations/\)](#)

Hours:

Monday-Friday, by appointment only

Contact:

Clinical EEG Service
Kathy Choinski
Registered Electroencephalographic Technologist
860-324-7800 or 860-871-9340

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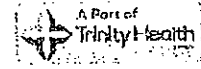


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JMMC | Electroencephalography | CT Hospital

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Karen Davis Krzynowek Infusion Center

Karen Davis Krzynowek Infusion Center

The Karen Davis Krzynowek Infusion Center (KDKIC) at the Johnson Memorial Cancer Center offers each patient a pleasant, comfortable and safe setting to accommodate their infusion needs.

Keeping patients' needs and efficiency in mind, the KDKIC has a laboratory onsite and offers medication mixing by a pharmacist. The laboratory is open not only to infusion patients, but for community members needing blood draws.

[/getimage.asp?id=/components/medialibrary/&filename=Cancer_Infusion_Center_JMMC.png&mode=6](#)

The amenities for infusion patients include:

- 14 Power-controlled recliners with heat and massage
- Individual 19" televisions with expanded cable, DVD, CD, and Bluetooth
- Free wireless internet
- Collections of DVDs, books and magazines
- Walls of windows for natural light
- Divider cabinets for semi-private space and storage for belongings
- Refreshments



The services provided by KDKIC include most medications that can be administered intravenously in an outpatient setting.

- Chemotherapy and Biotherapy Administration
- Medication Administration
- IVIG
- Reclast for Osteoporosis
- Remicade for Rheumatoid Arthritis and Crohn's Disease
- Iron Infusions
- Antibiotic Therapy
- Antiemetic Therapy
- Central Line Catheter Maintenance (port flushes) and Blood Draws
- Injections and Injection Teaching
- Blood and Blood Product Transfusions
- Hydration Therapy
- Therapeutic Phlebotomy

These services are also offered at Johnson Memorial Hospital Stafford on certain days.

The KDKIC is led by a nurse manager, certified in oncology care, and staffed with registered nurses who have received special training and certification in the administration of chemotherapy and other types of intravenous therapy.

Medical Directorship and clinical oversight of KDKIC is provided by Saint Francis Care's Jonathan Sporn, M.D., Chief of Hematology/Oncology from Saint Francis Medical Group. Jay Thumar, M.D., Hematologist/Oncologist, staffs the Medical Oncology practice onsite and provides full-time, clinical management with a compassionate touch. He is available for consultation services and exams onsite in Enfield and in-patient at JMHC.

4/18/2016

JMMC | Cancer Center | Karen Davis Krzymowek Infusion Center

Radiation oncology, provided by Community Cancer Care, is housed within the Johnson Memorial Cancer Center, as well as an American Cancer Society satellite office, monthly support groups, and a free energy healing program.

To schedule an appointment, please contact OneCall Scheduling at 860-684-8555, and select infusion. For more information about the Infusion Center, or to speak to one of our Infusion Nurses, please contact us at 860-272-2911 or toll-free 888-511-3311. We are open 8:30 a.m. to 5 p.m., Monday through Friday.

For laboratory questions, please call 860-272-2920. Laboratory services are available from 8 a.m. to 4:30 p.m. and closed noon to 12:30 p.m.

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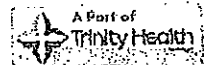
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JMMC Diagnostic Imaging

JMMC Diagnostic Imaging

X-rays (xrays/)

- Abdominal X-ray
- Chest X-ray
- Extremity X-ray
- Facial X-ray
- Skull X-ray
- Spinal X-ray

Fluoroscopy (fluoroscopy/)

- Arthrogram (Joint X-ray)
- Barium Enema
- Esophagram
- Small Bowel Series
- Upper Gastrointestinal Series

CT SCAN (ctscan/)

- Angiography
- Chest
- Abdomen
- Pelvis

- Extremities
- Head

Ultrasound (ultrasound/)

- Abdominal X-ray
- Obstetrical (pregnancy) Ultrasound
- Pelvic/Gyn Ultrasound
- Renal Ultrasound
- Leg or Arm Venous Doppler
- Testicular/Scrotal
- Thyroid

MRI/MRA (mrimra/)

- Magnetic Resonance Imaging
- Angiography (MRA)

Mammography (mammography/)

- Screening Mammogram
- Diagnostic Mammogram
- Breast Biopsy
- DEXA

Nuclear Medicine (nuclearmedicine)

- Bone Scan
- Gastric Emptying Study
- Hepatobiliary (HIDA) Scan
- Stress Test
- Thyroid and Thyroid Uptake Scans
- Captopril Renal Scan

[Ultrasound Accreditation Report \(../..../files/JMMC_FR_UAP_01350.pdf\)](#)

FOR ALL PATIENTS

PLEASE BRING A LIST OF ALL MEDICATIONS AND DOSAGES (including over-the-counter medicines, herbal supplements and vitamins) WITH YOU TO YOUR APPOINTMENT.

FOR CHILDREN AND DIABETICS, CONTACT RADIOLOGY AT (860) 684-8170 OR (860) 749-2201 EXT. 8170.

Location:

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06082
860-684-8170

[Get Directions \(../..../contact/locations/\)](#)

Location:

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT 06082
860-763-7651

[Get Directions \(http://maps.google.com/?q=148 Hazard Avenue, Enfield, CT 06082\)](http://maps.google.com/?q=148 Hazard Avenue, Enfield, CT 06082)

Contacts:

Karl P. Kamyk
MBA, BS, RT(R)(CT)
Interim Director of Radiology
(860) 684-8173
Karl.Kamyk@jmmc.com (<mailto:Karl.Kamyk@jmmc.com>)

CT SCAN - Computerized Tomography

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Mammography

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MRI/MRA

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Ultrasound

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X-Rays

More » ([jmmc/services/jmmcradiology/xrays/](http://www.jmmc.com/services/jmmcradiology/xrays/))

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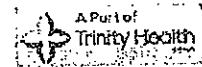
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Johnson Memorial Medical Center
(<http://www.jmmc.com/>)

860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Laboratory and Pathology Services

Laboratory and Pathology Services

Johnson Memorial Hospital's (JMH) Laboratory is accredited by the College of American Pathologists. The hospital offers outpatient collection centers in Stafford Springs, Enfield and Tolland.

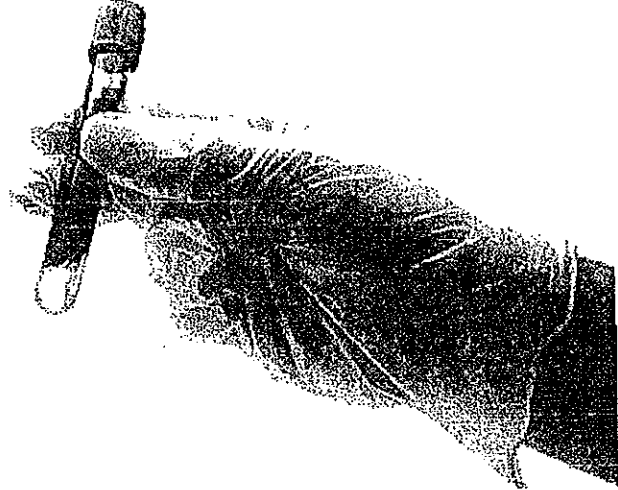
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Services:

- Home Draw Phlebotomy
- Routine Laboratory Tests
- Stat Laboratory Tests
- Anatomic Pathology
- Cytopathology
- Blood Gases

- Hematology and Coagulation
- Clinical Chemistry
- Urinalysis and Clinical Microscopy
- Microbiology
- Point-of-Care Testing
- Immunology
- Transfusion Medicine



Forms:
[CLICK HERE](#)

(http://www.jmmc.com/Data/forms/outpatientauthrequ/outpatient_auth_request_form2012.docm) for the Medicaid Pre-Authorization Laboratory Form.

Locations:

Johnson Memorial Hospital
201 Chestnut Hill Road
Stafford Springs, CT 06076
Phone: 860-684-8230
Fax: 860-684-8500

[Get Directions \(http://maps.google.com/?q=201+Chestnut+Hill+Road,+Stafford+Springs,+CT+06076\)](http://maps.google.com/?q=201+Chestnut+Hill+Road,+Stafford+Springs,+CT+06076)

Johnson Surgery Center
148 Hazard Avenue
Enfield, CT
Phone: 860-763-7658
Fax: 860-272-2909

[Get Directions \(http://maps.google.com/?q=148+Hazard+Avenue,+Enfield,+CT\)](http://maps.google.com/?q=148+Hazard+Avenue,+Enfield,+CT)

15 Palomba Drive
Suite 1
Enfield, CT
Phone: 860-272-2951
Fax: 860-272-2955

[Get Directions \(http://maps.google.com/?q=15+Palomba+Drive,+Suite+1,+Enfield,+CT\)](http://maps.google.com/?q=15+Palomba+Drive,+Suite+1,+Enfield,+CT)

Tolland Medical Specialists
Twin Ponds Centre
384 Merrow Road, Suite L
Tolland, CT
Phone: 860-871-0891
Fax: 860-871-0860

[Get Directions \(http://maps.google.com/?q=384+Merrow+Road,+Suite+L,+Tolland,+CT\)](http://maps.google.com/?q=384+Merrow+Road,+Suite+L,+Tolland,+CT)

Stafford Springs Hours:

Monday-Saturday, 7 a.m. to 7 p.m.

Johnson Surgery Center Hours:

Monday-Friday, 7 a.m. to 5 p.m.

Saturday, 7 a.m. to 12 p.m.

15 Palomba Drive Hours:

Monday-Friday, *6 a.m. to 4 p.m. - *early hours for fasting patients

Tolland Medical Specialists

Monday - Wednesday and Friday, 8 a.m. to 5 p.m.

Contact:

Claudia Simard, BS, MT(ASCP)
Manager, Technical Services
(860) 684-8514

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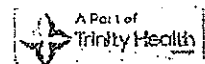
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Johnson Memorial Medical Center
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860-684-4251
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Physical Medicine and Rehabilitation

Johnson Memorial Hospital's (JM) Physical Medicine and Rehabilitation Services enjoy a reputation for excellence, successfully restoring health, and functional capabilities to thousands of area residents coping with a vast array of conditions or injuries.

While services are offered at the hospital's Stafford Springs location on an inpatient and outpatient basis, a full-service, outpatient Physical Medicine and Rehabilitation office is conveniently located at 151 Hazard Avenue - in The Hazard Place Plaza - in Enfield.

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JMH's experienced team consists of licensed physical therapists, occupational therapists and speech and language pathologists. No matter what their specialty, members of the team share a common goal - to improve the quality of life for those in their care.

Physical Medicine and Rehabilitation Services Include:

- Breast Cancer Rehabilitation
- General Strength Training and Conditioning
- Injured Workers Rehabilitation
- Lymphedema Management
- Pediatric Therapy
- Sports Related Injuries
- Physical Therapy
- Neurological and Orthopedic Condition Rehabilitation
- Neck, Back and Musculoskeletal Injury Rehabilitation
- Speech Therapy



If you think you could benefit from JMH's Physical Medicine and Rehabilitation Services, talk to your doctor today. Physician referrals are required for most programs.

Locations:

201 Chestnut Hill Road
Stafford Springs, CT 06076
860-684-8260

[Get Directions \(/jmmc/contact/locations/\)](/jmmc/contact/locations/)

Speech Rehabilitation Therapy

We offer rehabilitative services for adults and adolescents with speech, language, cognitive-linguistic, and swallowing disorders, including:

- Stroke, Traumatic Brain Injury, Brain Tumor
- Head and Neck Cancer, Laryngectomy, Vocal Fold Nodules
- Multiple Sclerosis, Parkinson's disease, or other neurological conditions
- Intellectual and Developmental Disorders (IDD)

We also offer Modified Barium Swallow evaluations (MBS)



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Sleep Laboratory & Pulmonary Medicine

Sleep Laboratory and Pulmonary Medicine

Forty million Americans are chronically ill with various sleep disorders, and an additional 20 to 30 million experience intermittent sleep problems.

Among the most prominent and costly disorders are insomnia and obstructive sleep apnea. With health consequences such as congestive heart failure, increased risk of heart attack, higher accident rates, reduced productivity, lowered cognitive performance and decreased quality of life, these disorders can have a major impact on those who suffer from them. Fortunately, help is available.

Since 1993, Johnson Memorial Hospital's (JMH) Pulmonary Department has conducted hundreds of sleep studies for those suffering from various sleep disorders, including snoring, sleep apnea, insomnia, restless leg syndrome and narcolepsy. Now, the Hospital is pleased to offer fully expanded services and a technologically advanced Sleep Center located at 151 Hazard Avenue, Enfield.

The new Sleep Center, which is accredited by The American Association of Sleep Medicine, is equipped with the most advanced software and hardware technology available and features a more expansive array of services than found at most sleep laboratories. Services include:



- Testing for obstructive sleep apnea, restless limb movement and narcolepsy
- CPAP testing
- Insomnia behavior modification
- Testing for daytime wakefulness (required for trucking licenses) and narcolepsy
- Daytime testing for third-shift workers
- Pediatric sleep services
- Pre-surgical screenings for bariatric patients
- 24-hour "fast-track" turnaround for those requiring immediate intervention
- "Awake" monthly support groups
- A comprehensive sleep management program

Four tastefully appointed private rooms featuring "Sleep-By-Number[®]" adjustable beds help to ensure patients' comfort during their stay in the Sleep Center. Patients arrive in the early evening and retire for the night wearing a simple telemetric halter. As they sleep, staff members in an adjoining room monitor oxygen in the blood, restlessness, body position, snoring, heart and brain activity and other pertinent factors. Upon departing early the next morning, patients are free to resume their daily routine and activities.

Sleep studies are covered by most major health insurers, including Medicare and Medicaid. For more information about JMH's Sleep Center, please call 860-684-8569. You may also take JMH's online sleep test, which will be returned to the Pulmonary Department for assessment.

Location:

151 Hazard Avenue, Suite 9
Enfield, CT 06082
860-684-8569

Get Directions (<http://maps.google.com/?q=151 Hazard Avenue, Enfield, CT 06082>)

Hours:

Office hours: Monday-Friday, 8 to 4:30 p.m.
Testing hours: seven days a week, 7 p.m. to 7 a.m.

Contact:

Dilpreet Singh
Supervisor, Sleep Laboratory
860-684-8569



Johnson Memorial Medical Center
(<http://www.jmmc.com/>)

860-684-4251
201 Chestnut Hill Road
Stafford Springs, CT 06076

Advanced Wound Center

Advanced Wound Center

The Advanced Wound Center offers expert care for difficult wounds.

Its team of physicians, nurses, dietitians, and other staff are specially trained in wound care evaluation and treatment, including hyperbaric oxygen therapy. We recognize that each patient's wounds and circumstances are different. At the initial consultation, a team member evaluates the patient's wound and any factors that

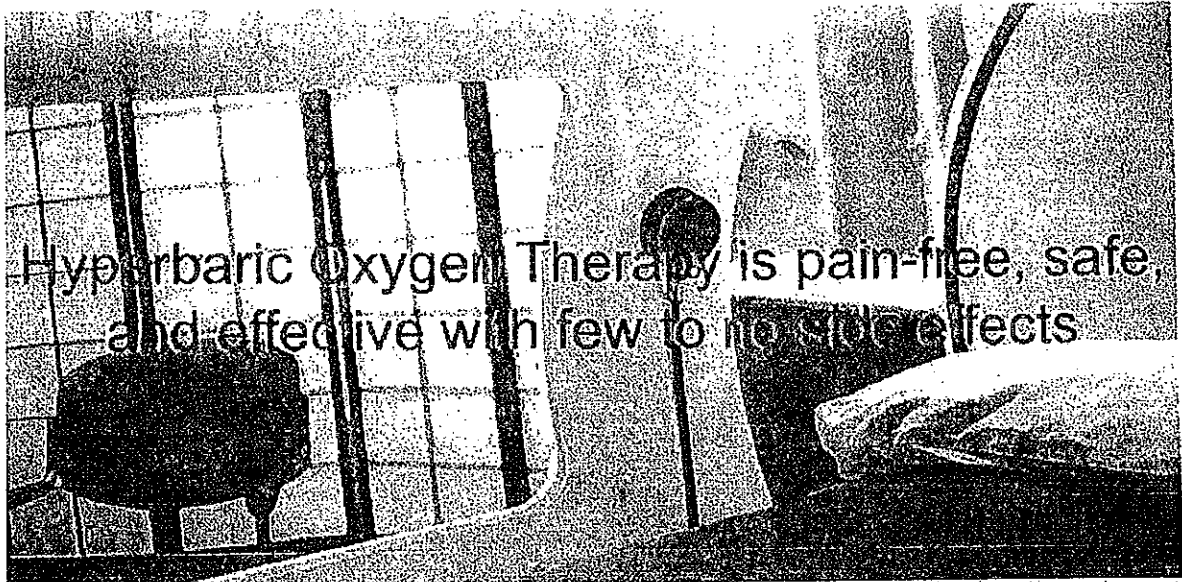
may be delaying the healing process.

Our Services Include:

- » **Hyperbaric Oxygen Therapy** – breathing pure oxygen in a pressurized chamber to promote healing
- » **Debridement** – removal of damaged or infected tissue to improve the healing potential of remaining healthy tissue
- » **Specialized wound dressings** – application of medication and bandages to promote healing and reduce infection
- » **Compression therapy** – compression bandaging or hosiery to heal leg ulcers
- » **Bio-engineered skin grafts** – surgery to transplant skin and promote healing
- » **Vacuum-assisted closure therapy** – removal of blood or fluid from a wound
- » **Infectious disease management** – controlling disease as a result of a wound
- » **Patient and family education** – providing information to help you become informed about your condition and care

Wounds that can be healed at the Advanced Wound Center include:

- » **Diabetic Wounds**
- » **Pressure Ulcers**
- » **Venous Stasis Ulcers**
- » **Arterial Ulcers**
- » **Vasculitic Ulcers**
- » **Non-Healing Surgical Wounds**
- » **Complex Soft Tissue Wounds**
- » **Traumatic Wounds**
- » **Infected Wounds**
- » **Radiation-Induced Injuries**
- » **Burn Wounds**



During Hyperbaric Oxygen Therapy patients lie in a see-through atmosphere-controlled chamber that allows freedom of movement. All treatment sessions are supervised by specialty trained Physicians, Nurse Practitioners and Nursing staff. During treatment patients are monitored at all times by a trained technician. Most patients listen to music, watch TV or nap during their treatment. Individual treatments last 90 to 120 minutes. Therapy may be considered for many conditions, including:

- » Chronic Refractory Osteomyelitis
- » Compromised Surgical Flap/Graft
- » Diabetic Ulcer of the lower extremities
- » Progressive necrotizing infection/fasciitis
- » Soft Tissue Radionecrosis and Osteoradionecrosis
- » Crush Injury
- » Acute Peripheral Arterial Insufficiency
- » Central Retinal Artery Occlusion
- » Acute Sensorineural Hearing Loss

View Our Wound Center Rack Card (/Data/mediafiles/rackcards/jmmc_Wound_Center.pdf)

Location:

Advanced Wound Center
140 Hazard Avenue, Suite 106

4/18/2016

Johnson Memorial Medical Center - Advanced Wound Center

Enfield, CT 06082

Hours:

Monday-Friday, 8 a.m. to 5 p.m.

Contact:

Phone - 860-272-2960

Fax - 860-684-8756

Directions

[More » \(/advancedwoundcarecenter/directions/\)](/advancedwoundcarecenter/directions/)

Wound Care Center Photo Gallery

[More » \(/advancedwoundcarecenter/woundcarecenterphoto/\)](/advancedwoundcarecenter/woundcarecenterphoto/)

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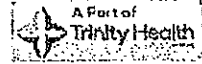
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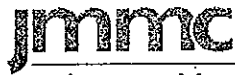


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Volunteer Opportunities

Learn About Volunteering at JMMC

Volunteers are terrific members of the JMMC care team, and we are proud of their commitment. Frankly, we think they are the best! They are kind, generous individuals whose work supports our mission to provide excellent care to patients, residents and clients.

Volunteering is a very rewarding experience. Studies have demonstrated that it can be a positive factor in a long, healthy life. Also, if you're considering healthcare as a career, it's an excellent opportunity to experience it.

We offer many different volunteer opportunities at our three entities and we are committed to finding one that matches your interests, skills and schedule. Let us help you to understand more about volunteering at JMMC today.

Learn more about volunteering at Johnson Memorial Hospital (JMH)
(</jmmc/supportjmmc/johnsonmemorialhospital/>)

Johnson Memorial is an acute care hospital with outpatient offices

Learn more about volunteering at Home & Community Health Services and Hospice (</jmmc/supportjmmc/homeandcommunityhealthservices/>)

Home & Community Health provides in home care and hospice services

We have volunteers from Enfield, Somers, Stafford, Willington, Ellington, Ashford, East Granby, Windsor Locks, South Windsor, Storrs,

Suffield, Tolland, East Longmeadow, MA and Longmeadow, MA.

Entity Menu

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(<http://www.jmmc.com/components/entitymenu/#johnsonmemorialhos>)

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Emergency Department (</jmmc/services/emergencydepartment/>)

Laboratory & Pathology Services (</jmmc/services/laboratory/>)

Diagnostic Imaging (</jmmc/services/jmmcradiology/>)

Contact

(</johnsonmemorialhos/contact/>)

Johnson Memorial Hospital

201 Chestnut Hill Road

Stafford Springs, CT 06076

Tel: (Phone) (860) 684-4251

Tel: (Phone) (860) 749-2201

TTY: (Phone) (860) 684-8441

➤ Enfield Campus (<http://www.jmmc.com/components/entitymenu/#enfieldcampus>)

➤ Home and Community Health Services
(<http://www.jmmc.com/components/entitymenu/#homeandcommunityhe>)

➤ Johnson Memorial Cancer Center
(<http://www.jmmc.com/components/entitymenu/#johnsonmemorialcan>)

➤ Advanced Wound Center
(<http://www.jmmc.com/components/entitymenu/#advancedwoundcente>)

➤ Johnson Surgery Center

<http://www.jmmc.com/components/entitymenu/#johnsonsurgerycent>

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Attachment 2

**SECTION C
FACILITIES AND SERVICES
Definitions**

Owned/provided by the hospital or its subsidiary. All patient revenues, expenses and utilization related to the provision of the service are reflected in the hospital's statistics reported elsewhere in this survey.

Provided by my Health System (in my local community). Another health care provider in the same system as your hospital provides the service and patient revenue, expenses, and utilization related to the provision of the service are recorded at the point where the service was provided and would not be reflected in your hospital's statistics reported elsewhere in this survey. (A system is a corporate body that owns, leases, religiously sponsors and/or manages health providers)

Provided through a formal contractual arrangement or joint venture with another provider that is not in my system. All patient revenues and utilization related to the provision of the service are recorded at the site where the service was provided and would not be reflected in your hospital statistics reported elsewhere in this survey. (A joint venture is a contractual arrangement between two or more parties forming an unincorporated business. The participants in the arrangement remain independent and separate outside of the venture's purpose.)

- X 1. General medical-surgical care. Provides acute care to patients in medical and surgical units on the basis of physicians' orders and approved nursing care plans.
2. Pediatric medical-surgical care. Provides acute care to pediatric patients on the basis of physicians' orders and approved nursing care plans.
- X 3. Obstetrics. For service owned or provided by the hospital, level should be designated: (1) unit provides services for uncomplicated maternity and newborn cases; (2) unit provides services for uncomplicated cases, the majority of complicated problems, and special neonatal services; and (3) unit provides services for all serious illnesses and abnormalities and is supervised by a full-time maternal/fetal specialist.
- X 4. Medical surgical intensive care. Provides patient care of a more intensive nature than the usual medical and surgical care, on the basis of physicians' orders and approved nursing care plans. These units are staffed with specially trained nursing personnel and contain monitoring and specialized support equipment for patients who because of shock, trauma or other life-threatening conditions require intensified comprehensive observation and care. Includes mixed intensive care units.
5. Cardiac intensive care. Provides patient care of a more specialized nature than the usual medical and surgical care, on the basis of physicians' orders and approved nursing care plans. The unit is staffed with specially trained nursing personnel and contains monitoring and specialized support or treatment equipment for patients who, because of heart seizure, open-heart surgery, or other life-threatening conditions, require intensified, comprehensive observation and care. May include myocardial infarction, pulmonary care, and heart transplant units.
- X 6. Neonatal intensive care. A unit that must be separate from the newborn nursery providing intensive care to all sick infants including those with the very lowest birth weights (less than 1500 grams), NICU has potential for providing mechanical ventilation, neonatal surgery, and special care for the sickest infants born in the hospital or transferred from another institution. A full-time neonatologist serves as director of the NICU.
7. Neonatal intermediate care. A unit that must be separate from the normal newborn nursery and that provides intermediate and/or recovery care and some specialized services, including immediate resuscitation, intravenous therapy, and capacity for prolonged oxygen therapy and monitoring.
8. Pediatric intensive care. Provides care to pediatric patients that is of a more intensive nature than that usually provided to pediatric patients. The unit is staffed with specially trained personnel and contains monitoring and specialized support equipment for treatment of patients who, because of shock, trauma, or other life-threatening conditions, require intensified, comprehensive observation and care.
9. Burn care. Provides care to severely burned patients. Severely burned patients are those with any of the following: (1) second-degree burns of more than 25% total body surface area for adults or 20% total body surface area for children; (2) third-degree burns of more than 10% total body surface area; (3) any severe burns of the hands, face, eyes, ears, or feet; or (4) all inhalation injuries, electrical burns, complicated burn injuries involving fractures and other major traumas, and all other poor risk factors.
10. Other special care. Provides care to patients requiring care more intensive than that provided in the acute area, yet not sufficiently intensive to require admission to an intensive care unit. Patients admitted to this area are usually transferred here from an intensive care unit once their condition has improved. These units are sometimes referred to as definitive observation, step-down or progressive care units.
11. Other intensive care. A specially staffed, specially equipped, separate section of a hospital dedicated to the observation, care, and treatment of patients with life threatening illnesses, injuries, or complications from which recovery is possible. It provides special expertise and facilities for the support of vital function and utilizes the skill of medical nursing and other staff experienced in the management of these problems.
12. Physical rehabilitation. Provides care encompassing a comprehensive array of restoration services for people with disabilities and all support services necessary to help patients attain their maximum functional capacity.
13. Alcoholism-drug abuse or dependency care. Provides diagnosis and therapeutic services to patients with alcoholism or other drug dependencies. Includes care for inpatient/residential treatment for patients whose course of treatment involves more intensive care than provided in an outpatient setting or where patient requires supervised withdrawal.
- X 14. Psychiatric care. Provides acute or long-term care to patients with mental or emotional disorders, including patients admitted for diagnosis and those admitted for treatment of psychiatric disorders, on the basis of physicians' orders and approved nursing care plans. Long-term care may include intensive supervision to persons with chronic/severe mental illness.
15. Skilled nursing care. Provides non-acute medical and skilled nursing care services, therapy, and social services under the supervision of a licensed registered nurse on a 24-hour basis.
16. Intermediate nursing care. Provides health-related services (skilled nursing care and social services) to residents with a variety of physical conditions or functional disabilities. These residents do not require the care provided by a hospital or skilled nursing facility, but do need supervision and support services.
17. Acute long-term care. Provides specialized acute hospital care to medically complex patients who are critically ill, have multisystem complications and/or failure, and require hospitalization averaging 25 days, in a facility offering specialized treatment programs and therapeutic intervention on a 24-hour/7 day a week basis.
18. Other long-term care. Provision of long-term care other than skilled nursing care or intermediate care for those who do not require daily medical or nursing services, but may require some assistance in the activities of daily living. This can include residential care, elderly care, or care facilities for those with developmental or intellectual disabilities.
19. Other care. (specify) Any type of care other than those listed above.
The sum of the beds reported in Section C 1-19 should equal what you have reported in Section D(1b) for beds set up and staffed.
20. Adult day care program. Program providing supervision, medical and psychological care, and social activities for older adults who live at home or in another family setting, but cannot be alone or prefer to be with others during the day. May include intake assessment, health monitoring, occupational therapy, personal care, noon meal, and transportation services.
21. Airborne infection isolation room. A single-occupancy room for patient care where environmental factors are controlled in an effort to minimize the transmission of those infectious agents, usually spread person to person by droplet nuclei associated with coughing and inhalation. Such rooms typically have specific ventilation requirements for controlled ventilation, air pressure and filtration.
22. Alcoholism-drug abuse or dependency outpatient services. Organized hospital services that provide medical care and/or rehabilitative treatment services to outpatients for whom the primary diagnosis is alcoholism or other chemical dependency.

23. Alzheimer center. Facility that offers care to persons with Alzheimer's disease and their families through an integrated program of clinical services, research, and education.
- * 24. Ambulance services. Provision of ambulance service to the ill and injured who require medical attention on a scheduled and unscheduled basis.
- * 25. Ambulatory surgery center. Facility that provides care to patients requiring surgery that are admitted and discharged on the same day. Ambulatory surgery centers are distinct from same day surgical units within the hospital outpatient departments for purposes of Medicare payment.
26. Arthritis treatment center. Specifically equipped and staffed center for the diagnosis and treatment of arthritis and other joint disorders.
27. Assisted living. A special combination of housing, supportive services, personalized assistance and health care designed to respond to the individual needs of those who need help in activities of daily living and instrumental activities of daily living. Supportive services are available, 24 hours a day, to meet scheduled and unscheduled needs, in a way that promotes maximum independence and dignity for each resident and encourages the involvement of a resident's family, neighbor and friends.
28. Auxiliary. A volunteer community organization formed to assist the hospital in carrying out its purpose and to serve as a link between the institution and the community.
- * 29. Bariatric/weight control services. The medical practice of weight reduction.
- * 30. Birthing room/LDR room/LDRP room. A single-room type of maternity care with a more homelike setting for families than the traditional three-room unit (labor/delivery/recovery) with a separate postpartum area. A birthing room combines labor and delivery in one room. An LDR room accommodates three stages in the birthing process--labor, delivery, and recovery. An LDRP room accommodates all four stages of the birth process--labor, delivery, recovery, and postpartum.
- * 31. Blood donor center. A facility that performs, or is responsible for the collection, processing, testing or distribution of blood and components.
- * 32. Breast cancer screening/mammograms. Mammography screening - The use of breast x-ray to detect unsuspected breast cancer in asymptomatic women. Diagnostic mammography - The x-ray imaging of breast tissue in symptomatic women who are considered to have a substantial likelihood of having breast cancer already.
- * 33. Cardiology and cardiac surgery services. Services which include the diagnosis and treatment of diseases and disorders involving the heart and circulatory system.
 - a-b. Cardiology services. An organized clinical service offering diagnostic and interventional procedures to manage the full range of heart conditions.
 - c-d. Diagnostic catheterization. (also called coronary angiography or coronary arteriography) is used to assist in diagnosing complex heart conditions. Cardiac angiography involves the insertion of a tiny catheter into the artery in the groin then carefully threading the catheter up into the aorta where the coronary arteries originate. Once the catheter is in place, a dye is injected which allows the cardiologist to see the size, shape, and distribution of the coronary arteries. These images are used to diagnose heart disease and to determine, among other things, whether or not surgery is indicated.
 - e-f. Interventional cardiac catheterization. Nonsurgical procedure that utilizes the same basic principles as diagnostic catheterization and then uses advanced techniques to improve the heart's function. It can be a less invasive alternative to heart surgery.
 - g-h. Cardiac surgery. Includes minimally invasive procedures that include surgery done with only a small incision or no incision at all, such as through a laparoscope or an endoscope and more invasive major surgical procedures that include open chest and open heart surgery.
 - i-j. Cardiac electrophysiology. Evaluation and management of patients with complex rhythm or conduction abnormalities, including diagnostic testing, treatment of arrhythmias by catheter ablation or drug therapy, and pacemaker/defibrillator implantation and follow-up.
 - * k. Cardiac rehabilitation. A medically supervised program to help heart patients recover quickly and improve their overall physical and mental functioning. The goal is to reduce risk of another cardiac event or to keep an already present heart condition from getting worse. Cardiac rehabilitation programs include: counseling to patients, an exercise program, helping patients modify risk factors such as smoking and high blood pressure, providing vocational guidance to enable the patient to return to work, supplying information on physical limitations and lending emotional support.
34. Case management. A system of assessment, treatment planning, referral and follow-up that ensures the provision of comprehensive and continuous services and the coordination of payment and reimbursement for care.
35. Chaplaincy/pastoral care services. A service ministering religious activities and providing pastoral counseling to patients, their families, and staff of a health care organization.
- * 36. Chemotherapy. An organized program for the treatment of cancer by the use of drugs or chemicals.
37. Children's wellness program. A program that encourages improved health status and a healthful lifestyle of children through health education, exercise, nutrition and health promotion.
38. Chiropractic services. An organized clinical service including spinal manipulation or adjustment and related diagnostic and therapeutic services.
39. Community outreach. A program that systematically interacts with the community to identify those in need of services, alerting persons and their families to the availability of services, locating needed services, and enabling persons to enter the service delivery system.
40. Complementary and alternative medicine services. Organized hospital services or formal arrangements to providers that provide care or treatment not based solely on traditional western allopathic medical teachings as instructed in most U.S. medical schools. Includes any of the following: acupuncture, chiropractic, homeopathy, osteopathy, diet and lifestyle changes, herbal medicine, massage therapy, etc.
41. Computer assisted orthopedic surgery (CAOS). Orthopedic surgery using computer technology, enabling three-dimensional graphic models to visualize a patient's anatomy.
42. Crisis prevention. Services provided in order to promote physical and mental wellbeing and the early identification of disease and ill health prior to the onset and recognition of symptoms so as to permit early treatment.
43. Dental Services. An organized dental service or dentists on staff, not necessarily involving special facilities, providing dental or oral services to inpatients or outpatients.
- * 44. Emergency services. Health services that are provided after the onset of a medical condition that manifests itself by symptoms of sufficient severity, including severe pain, that the absence of immediate medical attention could reasonably be expected by a prudent layperson, who possesses an average knowledge of health and medicine, to result in placing the patient's health in serious jeopardy.
 - a-b. Emergency department. Hospital facilities for the provision of unscheduled outpatient services to patients whose conditions require immediate care.
 - c. Satellite Emergency Department. A facility owned and operated by the hospital but physically separate from the hospital for the provision of unscheduled outpatient services to patients whose conditions require immediate care. A freestanding ED is not physically connected to a hospital, but has all necessary emergency staffing and equipment on-site.
 - e. Trauma center (certified). A facility to provide emergency and specialized intensive care to critically ill and injured patients. For service owned or provided by the hospital, please specify trauma level. Level 1: A regional resource trauma center, which is capable of providing total care for every aspect of injury and plays a leadership role in trauma research and education. Level 2: A community trauma center, which is capable of providing trauma care to all but the most severely injured patients who require highly specialized care. Level 3: A rural trauma hospital, which is capable of providing care to a large number of injury victims and can resuscitate and stabilize more severely injured patients so that they can be transported to level 1 or 2 facilities. Please provide explanation on page 13 if necessary.
45. Enabling services. A program that is designed to help the patient access health care services by offering any of the following: transportation services and/or referrals to local social services agencies.

46. Endoscopic services.
- a. Optical colonoscopy. An examination of the interior of the colon using a long, flexible, lighted tube with a small built-in camera.
 - b. Endoscopic ultrasound. Specially designed endoscope that incorporates an ultrasound transducer used to obtain detailed images of organs in the chest and abdomen. The endoscope can be passed through the mouth or the anus. When combined with needle biopsy the procedure can assist in diagnosis of disease and staging of cancer.
 - c. Ablation of Barrett's esophagus. Premalignant condition that can lead to adenocarcinoma of the esophagus. The nonsurgical ablation of premalignant tissue in Barrett's esophagus by the application of thermal energy or light through an endoscope passed from the mouth into the esophagus.
 - d. Esophageal impedance study. A test in which a catheter is placed through the nose into the esophagus to measure whether gas or liquids are passing from the stomach into the esophagus and causing symptoms.
 - e. Endoscopic retrograde cholangiopancreatography (ERCP). A procedure in which a catheter is introduced through an endoscope into the bile ducts and pancreatic ducts. Injection of contrast material permits detailed x-ray of these structures. The procedure is used diagnostically as well as therapeutically to relieve obstruction or remove stones.
47. Enrollment (insurance) assistance services. A program that provides enrollment assistance for patients who are potentially eligible for public health insurance programs such as Medicaid, State Children's Health Insurance, or local/state indigent care programs. The specific services offered could include explanation of benefits, assist applicants in completing the application and locating all relevant documents, conduct eligibility interviews, and/or forward applications and documentation to state/local social service or health agency.
48. Extracorporeal shock wave lithotripter (ESWL). A medical device used for treating stones in the kidney or urethra. The device disintegrates kidney stones noninvasively through the transmission of acoustic shock waves directed at the stones.
49. Fertility clinic. A specialized program set in an infertility center that provides counseling and education as well as advanced reproductive techniques such as: injectable therapy, reproductive surgeries, treatment for endometriosis, male factor infertility, tubal reversals, in vitro fertilization (IVF), donor eggs, and other such services to help patients achieve successful pregnancies.
50. Fitness center. Provides exercise, testing, or evaluation programs and fitness activities to the community and hospital employees.
51. Freestanding outpatient care center. A facility owned and operated by the hospital, that is physically separate from the hospital and provides various medical treatments and diagnostic services on an outpatient basis only. Laboratory and radiology services are usually available.
52. Geriatric services. The branch of medicine dealing with the physiology of aging and the diagnosis and treatment of disease affecting the aged. Services could include: Adult day care; Alzheimer's diagnostic-assessment services; Comprehensive geriatric assessment; Emergency response system; Geriatric acute care unit; and/or Geriatric clinics.
53. Health fair. Community health education events that focus on the prevention of disease and promotion of health through such activities as audiovisual exhibits and free diagnostic services.
54. Community health education. Education that provides health information to individuals and populations as well as support for personal, family and community health decisions with the objective of improving health status.
55. Genetic testing/counseling. A service equipped with adequate laboratory facilities and directed by a qualified physician to advise patients on potential genetic diagnosis of vulnerabilities to inherited diseases. A genetic test is the analysis of human DNA, RNA, chromosomes, proteins, and certain metabolites in order to detect heritable disease-related genotypes, mutations, phenotypes, or karyotypes for clinical purposes. Genetic tests can have diverse purposes, including the diagnosis of genetic diseases in newborns, children, and adults; the identification of future health risks; the prediction of drug responses; and the assessment of risks to future children.
56. Health screening. A preliminary procedure such as a test or examination to detect the most characteristic sign or signs of a disorder that may require further investigation.
57. Health research. Organized hospital research program in any of the following areas: basic research, clinical research, community health research, and/or research on innovative health care delivery.
58. Hemodialysis. Provision of equipment and personnel for the treatment of renal insufficiency on an inpatient or outpatient basis.
59. HIV/AIDS services. Diagnosis, treatment, continuing care planning, and counseling services for HIV/AIDS patients and their families. Could include: HIV/AIDS unit, special unit or designated team, general inpatient care, or specialized outpatient program.
60. Home health services. Service providing nursing, therapy, and health-related homemaker or social services in the patient's home.
61. Hospice. A program providing palliative care, chiefly medical relief of pain and supportive services, addressing the emotional, social, financial, and legal needs of terminally ill patients and their families. Care can be provided in a variety of settings, both inpatient and at home.
62. Hospital-based outpatient care center-services. Organized hospital health care services offered by appointment on an ambulatory basis. Services may include outpatient surgery, examination, diagnosis, and treatment of a variety of medical conditions on a nonemergency basis, and laboratory and other diagnostic testing as ordered by staff or outside physician referral.
63. Immunization program. Program that plans, coordinates and conducts immunization services in the community.
64. Indigent care clinic. Health care services for uninsured and underinsured persons where care is free of charge or charged on a sliding scale. This would include "free clinics" staffed by volunteer practitioners, but could also be staffed by employees with the sponsoring health care organization subsidizing the cost of service.
65. Linguistic/translation services. Services provided by the hospital designed to make health care more accessible to non-English speaking patients and their physicians.
66. Meals on wheels. A hospital sponsored program which delivers meals to people, usually the elderly, who are unable to prepare their own meals. Low cost, nutritional meals are delivered to individuals' homes on a regular basis.
67. Mobile health services. Vans and other vehicles used for delivery to primary care services.
68. Neurological services. Services provided by the hospital dealing with the operative and nonoperative management of disorders of the central, peripheral, and autonomic nervous systems.
69. Nutrition programs. Services within a health care facility which are designed to provide inexpensive, nutritionally sound meals to patients.
70. Occupational health services. Includes services designed to protect the safety of employees from hazards in the work environment.
71. Oncology services. Inpatient and outpatient services for patients with cancer, including comprehensive care, support and guidance in addition to patient education and prevention, chemotherapy, counseling and other treatment methods.
72. Orthopedic services. Services provided for the prevention or correction of injuries or disorders of the skeletal system and associated muscles, joints and ligaments.
73. Outpatient surgery. Scheduled surgical services provided to patients who do not remain in the hospital overnight. The surgery may be performed in operating suites also used for inpatient surgery, specially designated surgical suites for outpatient surgery, or procedure rooms within an outpatient care facility.
74. Pain management program. A recognized clinical service or program providing specialized medical care, drugs or therapies for the management of acute or chronic pain and other distressing symptoms, administered by specially trained physicians and other clinicians, to patients suffering from acute illnesses of diverse causes.
75. Palliative care program. An organized program providing specialized medical care, drugs or therapies for the management of acute or chronic pain and/or the control of symptoms administered by specially trained physicians and other clinicians; and supportive care services, such as counseling on advanced directives, spiritual care, and social services, to patients with advanced diseases and their families.

76. Palliative care inpatient unit. An inpatient palliative care ward is a physically discreet, inpatient nursing unit where the focus is palliative care. The patient care focus is on symptom relief for complex patients who may be continuing to undergo primary treatment. Care is delivered by palliative medicine specialists.
77. Patient controlled analgesia (PCA). Intravenously administered pain medicine under the patient's control. The patient has a button on the end of a cord than can be pushed at will, whenever more pain medicine is desired. This button will only deliver more pain medicine at predetermined intervals, as programmed by the doctor's order.
78. Patient education center. Written goals and objectives for the patient and/or family related to therapeutic regimens, medical procedures, and self-care.
79. Patient representative services. Organized hospital services providing personnel through whom patients and staff can seek solutions to institutional problems affecting the delivery of high quality care and services.
80. Physical rehabilitation services. Program providing medical, health-related, therapy, social, and/or vocational services to help people with disabilities attain or retain their maximum functional capacity.
- a. Assistive technology center. A program providing access to specialized hardware and software with adaptations allowing individuals greater independence with mobility, dexterity, or increased communication options.
 - b. Electrodiagnostic services. Diagnostic testing services for nerve and muscle function such as nerve conduction studies and needle electromyography.
 - c. Physical rehabilitation outpatient services. Outpatient program providing medical, health-related, therapy, social, and/or vocational services to help people with disabilities attain or retain their maximum functional capacity.
 - d. Prosthetic and orthotic services. Services providing comprehensive prosthetic and orthotic evaluation, fitting, and training.
 - e. Robot-assisted walking therapy. A form of physical therapy that uses a robotic device to assist patients who are relearning how to walk.
 - f. Simulated rehabilitation environment. Rehabilitation focused on retraining functional skills in a contextually appropriate environment (simulated home and community settings) or in a traditional setting (gymnasium) using motor learning principles.
81. Primary care department. A unit or clinic within the hospital that provides primary care services (e.g., general pediatric care, general internal medicine, family practice, gynecology) through hospital-salaried medical and/or nursing staff, focusing on evaluating and diagnosing medical problems and providing medical treatment on an outpatient basis.
82. Psychiatric services. Services provided by the hospital that offer immediate initial evaluation and treatment to patients with mental or emotional disorders.
- a. Psychiatric child-adolescent services. Provides care to children and adolescents with mental or emotional disorders, including those admitted for diagnosis and those admitted for treatment.
 - b. Psychiatric consultation-liaison services. Provides organized psychiatric consultation/liaison services to nonpsychiatric hospital staff and/or departments on psychological aspects of medical care that may be generic or specific to individual patients.
 - c. Psychiatric education services. Provides psychiatric educational services to community agencies and workers such as schools, police, courts, public health nurses, welfare agencies, clergy, and so forth. The purpose is to expand the mental health knowledge and competence of personnel not working in the mental health field and to promote good mental health through improved understanding, attitudes, and behavioral patterns.
 - d. Psychiatric emergency services. Services of facilities available on a 24-hour basis to provide immediate unscheduled outpatient care, diagnosis, evaluation, crisis intervention, and assistance to persons suffering acute emotional or mental distress.
 - e. Psychiatric geriatric services. Provides care to elderly patients with mental or emotional disorders, including those admitted for diagnosis and those admitted for treatment.
 - f. Psychiatric outpatient services. Provides medical care, including diagnosis and treatment, of psychiatric outpatients.
 - g. Psychiatric partial hospitalization program. Organized hospital services providing intensive day/evening outpatient services of three hours or more duration, distinguished from other outpatient visits of one hour.
 - h. Psychiatric residential treatment. Overnight psychiatric care in conjunction with an intensive treatment program in a setting other than a hospital.
83. Radiology, diagnostic. The branch of radiology that deals with the utilization of all modalities of radiant energy in medical diagnoses and therapeutic procedures using radiologic guidance. This includes, but is not restricted to, imaging techniques and methodologies utilizing radiation emitted by x-ray tubes, radionuclides, and ultrasonographic devices and the radiofrequency electromagnetic radiation emitted by atoms.
- a. CT Scanner. Computed tomographic scanner for head or whole body scans.
 - b. Diagnostic radiology facility. The use of radioactive isotopes (Radiopharmaceuticals) as tracers or indicators to detect an abnormal condition or disease.
 - c. Electron beam computed tomography (EBCT). A high tech computed tomography scan used to detect coronary artery disease by measuring coronary calcifications. This imaging procedure uses electron beams which are magnetically steered to produce a visual of the coronary artery and the images are produced faster than conventional CT scans.
 - d. Full-field digital mammography (FFDM). Combines the x-ray generators and tubes used in analog screen-film mammography (SFM) with a detector plate that converts the x-rays into a digital signal.
 - e. Magnetic resonance imaging (MRI). The use of a uniform magnetic field and radio frequencies to study tissue and structure of the body. This procedure enables the visualization of biochemical activity of the cell in vivo without the use of ionizing radiation, radioisotopic substances or high-frequency sound.
 - f. Intraoperative magnetic resonance imaging. An integrated surgery system which provides an MRI system in an operating room. The system allows for immediate evaluation of the degree to tumor resection while the patient is undergoing a surgical resection. Intraoperative MRI exists when a MRI (low-field or high-field) is placed in the operating theater and is used during surgical resection without moving the patient from the operating room to the diagnostic imaging suite.
 - g. Magnetoencephalography (MEG). A noninvasive neurophysiological measurement tool used to study magnetic fields generated by neuronal activity of the brain. MEG provides direct information about the dynamics of evoked and spontaneous neural activity and its location in the brain. The primary uses of MEG include assisting surgeons in localizing the source of epilepsy, sensory mapping, and the study of brain function. When it is combined with structural imaging, it is known as *magnetic source imaging (MSI)*.
 - h. Multi-slice spiral computed tomography (64+ slice CT). A specialized computed tomography procedure that provides three-dimensional processing and allows narrower and multiple slices with increased spatial resolution and faster scanning times as compared to a regular computed tomography scan.
 - i. Multi-slice spiral computed tomography (64+ slice CT). Involves the acquisition of volumetric tomographic x-ray absorption data expressed in Hounsfield units using multiple rows of detectors. 64+ systems reconstruct the equivalent of 64 or more slices to cover the imaged volume.
 - j. Positron emission tomography (PET). A nuclear medicine imaging technology which uses radioactive (positron emitting) isotopes created in a cyclotron or generator and computers to produce composite pictures of the brain and heart at work. PET scanning produces sectional images depicting metabolic activity or blood flow rather than anatomy.
 - k. Positron emission tomography/CT (PET/CT). Provides metabolic functional information for the monitoring of chemotherapy, radiotherapy and surgical planning.
 - l. Single photon emission computerized tomography (SPECT). A nuclear medicine imaging technology that combines existing technology of gamma camera imaging with computed tomographic imaging technology to provide a clearer and more precise image.

- m. **Ultrasound.** The use of acoustic waves above the range of 20,000 cycles per second to visualize internal body structures.
84. **Radiology, therapeutic.** The branch of medicine concerned with radioactive substances and using various techniques of visualization, with the diagnosis and treatment of disease using any of the various sources of radiant energy. Services could include: megavoltage radiation therapy; radioactive implants; stereotactic radiosurgery; therapeutic radiolotope facility; X-ray radiation therapy.
- a. **Image-guided radiation therapy (IGRT).** Automated system for image-guided radiation therapy that enables clinicians to obtain high-resolution x-ray images to pinpoint tumor sites, adjust patient positioning when necessary, and complete a treatment, all within the standard treatment time slot, allowing for more effective cancer treatments.
- b. **Intensity-Modulated Radiation Therapy (IMRT).** A type of three-dimensional radiation therapy which improves treatment delivery by targeting a tumor in a way that is likely to decrease damage to normal tissues and allows for varying intensities.
- c. **Proton beam therapy.** A form of radiation therapy which administers proton beams. While producing the same biologic effects as x-ray beams, the energy distribution of protons differs from conventional x-ray beams: proton beams can be more precisely focused in tissue volumes in a three-dimensional pattern, resulting in less surrounding tissue damage than conventional radiation therapy, permitting administration of higher doses.
- d. **Shaped beam radiation system.** A precise, noninvasive treatment that involves targeted beams of radiation that mirror the exact size and shape of a tumor at a specific area to shrink or destroy cancerous cells. This procedure delivers a therapeutic dose of radiation that conforms precisely to the shape of the tumor, thus minimizing the risk to nearby tissues.
- e. **Stereotactic radiosurgery.** A radiotherapy modality that delivers a high dosage of radiation to a discrete treatment area in as few as one treatment session. Includes Gamma Knife, Cyberknife, etc.
85. **Retirement housing.** A facility that provides social activities to senior citizens, usually retired persons, who do not require health care but some short-term skilled nursing care may be provided. A retirement center may furnish housing and may also have acute hospital and long-term care facilities, or it may arrange for acute and long-term care through affiliated institutions.
86. **Robotic surgery.** The use of mechanical guidance devices to remotely manipulate surgical instrumentation.
87. **Rural health clinic.** A clinic located in a rural, medically under-served area in the United States that has a separate reimbursement structure from the standard medical office under the Medicare and Medicaid programs.
88. **Sleep center.** Specially equipped and staffed center for the diagnosis and treatment of sleep disorders.
89. **Social work services.** Could include: organized services that are properly directed and sufficiently staffed by qualified individuals who provide assistance and counseling to patients and their families in dealing with social, emotional, and environmental problems associated with illness or disability, often in the context of financial or discharge planning coordination.
90. **Sports medicine.** Provision of diagnostic screening, assessment, clinical and rehabilitation services for the prevention and treatment of sports-related injuries.
91. **Support groups.** A hospital sponsored program that allows a group of individuals with common experiences or issues who meet periodically to share experiences, problems, and solutions in order to support each other.
92. **Swing bed services.** A hospital bed that can be used to provide either acute or long-term care depending on community or patient needs. To be eligible a hospital must have a Medicare provider agreement in place, have fewer than 100 beds, be located in a rural area, not have a 24-hour nursing service waiver in effect, have not been terminated from the program in the prior two years, and meet various service conditions.
93. **Teen outreach services.** A program focusing on the teenager which encourages an improved health status and a healthful lifestyle including physical, emotional, mental, social, spiritual and economic health through education, exercise, nutrition and health promotion.
94. **Tobacco treatment/cessation program.** Organized hospital services with the purpose of ending tobacco-use habits of patients addicted to tobacco/nicotine.
95. **Transplant services.** The branch of medicine that transfers an organ or tissue from one person to another or from one body part to another, to replace a diseased structure or to restore function or to change appearance. Services could include: Bone marrow transplant; heart, lung, kidney, intestine, or tissue transplant. Please include heart/lung or other multi-transplant surgeries in "other".
96. **Transportation to health facilities.** A long-term care support service designed to assist the mobility of the elderly. Some programs offer improved financial access by offering reduced rates and barrier-free buses or vans with ramps and lifts to assist the elderly or people with disabilities; others offer subsidies for public transport systems or operate mini-bus services exclusively for use by senior citizens.
97. **Urgent care center.** A facility that provides care and treatment for problems that are not life threatening but require attention over the short term.
98. **Virtual colonoscopy.** Noninvasive screening procedure used to visualize, analyze and detect cancerous or potentially cancerous polyps in the colon.
99. **Volunteer services department.** An organized hospital department responsible for coordinating the services of volunteers working within the institution.
100. **Women's health center/services.** An area set aside for coordinated education and treatment services specifically for and promoted to women as provided by this special unit. Services may or may not include obstetrics but include a range of services other than OB.
101. **Wound management services.** Services for patients with chronic wounds and nonhealing wounds often resulting from diabetes, poor circulation, improper seating and immunocompromising conditions. The goals are to progress chronic wounds through stages of healing, reduce and eliminate infections, increase physical function to minimize complications from current wounds and prevent future chronic wounds. Wound management services are provided on an inpatient or outpatient basis, depending on the intensity of service needed.
- 102a. **Physician arrangements.** An integrated healthcare delivery program implementing physician compensation and incentive systems for managed care services.
- a. **Independent practice association (IPA).** A legal entity that holds managed care contracts. The IPA then contracts with physicians, usually in solo practice, to provide care either on a fee-for-service or capitated basis. The purpose of an IPA is to assist solo physicians in obtaining managed care contracts.
- b. **Group practice without walls.** Hospital sponsors the formation of, or provides capital to physicians to establish, a "quasi" group to share administrative expenses while remaining independent practitioners.
- c. **Open physician-hospital organization (PHO).** A joint venture between the hospital and all members of the medical staff who wish to participate. The PHO can act as a unified agent in managed care contracting, own a managed care plan, own and operate ambulatory care centers or ancillary services projects, or provide administrative services to physician members.
- d. **Closed physician-hospital organization (PHO).** A PHO that restricts physician membership to those practitioners who meet criteria for cost effectiveness and/or high quality.
- e. **Management services organization (MSO).** A corporation, owned by the hospital or a physician/hospital joint venture, that provides management services to one or more medical group practices. The MSO purchases the tangible assets of the practices and leases them back as part of a full-service management agreement, under which the MSO employs all non-physician staff and provides all supplies/administrative systems for a fee.
- f. **Integrated salary model.** Physicians are salaried by the hospital or another entity of a health system to provide medical services for primary care and specialty care.
- g. **Equity model.** Allows established practitioners to become shareholders in a professional corporation in exchange for tangible and intangible assets of their existing practices.

- h. **Foundation.** A corporation, organized either as a hospital affiliate or subsidiary, which purchases both the tangible and intangible assets of one or more medical group practices. Physicians remain in a separate corporate entity but sign a professional services agreement with the foundation.
- 102b. Of all physician arrangements listed in question 102a (a-f), indicate the total number of physicians (count each physician only once) that are engaged in an arrangement with your hospital that allows for joint contracting with payors or shared responsibility for financial risk or clinical performance between the hospital and physician (arrangement may be at the hospital, system or network level). *Joint contracting* does not include contracting between physicians participating in an independent practice.
103. **Joint venture.** A contractual arrangement between two or more parties forming an unincorporated business. The participants in the arrangement remain independent and separate outside of the venture's purpose.
- 104a. **Accountable Care Organization (ACO) Contract.** An ACO contract has two essential elements: (1) accountability for the total costs of care for the population of patients attributed to the primary care physicians in the organization; (2) financial incentives that link the magnitude of bonus payments to performance on quality measures (which could include technical quality, patient experience and/or health outcome measures) This will generally involve a contract where the payor establishes a target budget for one or more years for the total costs of care for the agreed-upon patient population, the payor tracks actual spending and performance on quality; and the provider receives bonus payments that could include a share of savings that are (or are not) contingent on meeting quality targets, with (or without) additional bonuses related to performance on those quality measures.
105. **Patient-Centered Medical Home.** The medical home concept refers to the provision of comprehensive primary care services that facilitates communication and shared decision-making between the patient, his/her primary care providers, other providers, and the patient's family.
106. **Bundling.** Bundling is a payment mechanism whereby a provider entity receives a single payment for services provided across one or parts of the care continuum. For example, an entity might receive a single payment for the hospital and physician services provided as part of an inpatient stay or might receive a single payment for the post-acute care services involved in a single episode of care. The entity then has responsibility for compensating each of the individual providers involved in the episode of care.
109. **Capitation.** An at-risk payment arrangement in which an organization receives a fixed prearranged payment and in turn guarantees to deliver or arrange all medically necessary care required by enrollees in the capitated plan. The fixed amount is specified within contractual agreements between the payor and the involved organization. The fixed payment amount is based on an actuarial assessment of the services required by enrollees and the costs of providing these services, recognizing enrollees' adjustment factors such as age, sex, and family size.
110. **Shared risk payments.** A payment arrangement in which a hospital and a managed care organization share the risk of adverse claims experience. Methods for sharing risk could include: capitation with partial refunds or supplements if billed hospital charges or costs differ from capitated payments, and service or discharge-based payments with withholds and bonus payouts that depend on expenditure targets.
114. **Quality/Safety Survey.** Examples of a patient safety culture survey are the Safety Attitudes Questionnaire and the AHRQ Hospital Survey on Patient Safety Culture. Impromptu surveys of only certain staff or units, and other narrowly based initiatives do not qualify as quality/safety surveys for the purpose of this question.

Greer, Leslie

From: Verny, Kristina L <Kristina.Verny@jmmc.com>
Sent: Tuesday, May 31, 2016 2:58 PM
To: Roberts, Karen; User, OHCA
Cc: Liz Rotavera; Rosadini, Mary Lou; Christopher Hartley; Stuart Rosenberg; jschneider@stfranciscare.org
Subject: Docket Number: 15-32002 CON Transfer of Ownership - Items 10 and 11 of Agreed Settlement Order
Attachments: Docket Number -15-32002 -CON.ITEMS 10 and 11.05-31-2016.PDF

Ms. Roberts:

Attached please find the requested information with regard to the above-referenced Docket Number and Agreed Settlement Order Item numbers.

Thank you.

Kris

Kris Verny

**Executive Assistant to the President
Johnson Memorial Hospital, Inc.**

201 Chestnut Hill Road
Stafford Springs, CT 06076

P: (860) 684-8235

F: (860) 684-8165

C: (860) 207-0604

Email: kristina.verny@jmmc.com



Johnson Memorial Medical Center

May 31, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts:

In accordance with Items 10 and 11 of the above referenced Agreed Settlement Order dated November 24, 2015, we have enclosed the required information for your review.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Stuart E. Rosenberg'. The signature is fluid and cursive, with a large, sweeping 'S' at the beginning.

Stuart E. Rosenberg
President

Enclosures

CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended March 31, 2016

10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016:

a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:

1. the major cost savings achieved for each expense category; and

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. One benefit was successful restructure of Johnson’s debt as of 12/31/2015 with an intercompany loan from Trinity Health – New England. In addition, Saint Francis Hospital and Medical Center forgave a loan from Johnson of a \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$34,000 for the three month period ended March 31, 2016 with expected annual savings of approximately \$137,000.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This was an overall decrease in annual premiums of approximately \$695,000 with savings realized to date of \$174,000, exclusive of one time tail coverage costs incurred as part of the transaction.

Lastly, on March 7th, the Johnson Physician Associates operations were consolidated into Saint Francis Medical Group. Quantification of the savings has not been completed at this time, however, decrease in costs are expected in administrative and overhead costs as these physicians and other staff are now part of a larger physician practice.

Interest and insurance savings related to JMMC are included in the amounts described above. We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health

system contracts. These cost savings will be reported when realized in future reporting periods. See **Attachment A** for expense savings by category.

2. *the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.

See **Attachment B**.

11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.

See **Attachment C** for Financial Indicators.

Attachment A

Attachment A

Johnson Memorial Hospital
Cost Savings/Synergies 1/1/2016-3/31/2016

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 1/1-3/31</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension and workers comp)	
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$34
H.	Malpractice Insurance Cost	\$174
I.	Utilities	
J.	Business Expenses (insurance)	
K.	Other Operating Expense	
	Total savings 1/1-3/31	<u>\$208</u>

Attachment B

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$1,675,853	\$255,865	(\$1,419,988)	-85%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$9,554,938	\$13,005,342	\$3,450,404	36%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,506,354	\$1,510,725	\$4,371	0%
8	Prepaid Expenses	\$1,497,131	\$960,351	(\$536,780)	-36%
9	Other Current Assets	\$329,908	\$247,287	(\$82,621)	-25%
	Total Current Assets	\$14,564,184	\$15,979,570	\$1,415,386	10%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$3,425,921	\$0	(\$3,425,921)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$18,809	(\$206,108)	-92%
4	Other Noncurrent Assets Whose Use is Limited	\$843,587	\$0	(\$843,587)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$4,494,425	\$18,809	(\$4,475,616)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$3,362,073	(\$105,001)	-3%
7	Other Noncurrent Assets	\$8,986,456	\$0	(\$8,986,456)	-100%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$66,495,422	\$67,716,112	\$1,220,690	2%
2	Less: Accumulated Depreciation	\$45,821,926	\$47,158,368	\$1,336,442	3%
	Property, Plant and Equipment, Net	\$20,673,496	\$20,557,744	(\$115,752)	-1%
3	Construction in Progress	\$0	\$0	\$0	0%
	Total Net Fixed Assets	\$20,673,496	\$20,557,744	(\$115,752)	-1%
	Total Assets	\$52,185,635	\$39,918,196	(\$12,267,439)	-24%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$8,861,782	\$8,093,590	(\$768,192)	-9%
2	Salaries, Wages and Payroll Taxes	\$1,895,078	\$1,844,876	(\$50,202)	-3%
3	Due To Third Party Payers	\$2,212,362	\$1,600,272	(\$612,090)	-28%
4	Due To Affiliates	\$0	\$5,674,015	\$5,674,015	0%
5	Current Portion of Long Term Debt	\$11,987,500	\$0	(\$11,987,500)	-100%
6	Current Portion of Notes Payable	\$838,274	\$800,839	(\$37,435)	-4%
7	Other Current Liabilities	\$10,142,734	\$432,990	(\$9,709,744)	-96%
	Total Current Liabilities	\$35,937,730	\$18,446,582	(\$17,491,148)	-49%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$4,194,516	(\$377,541)	-8%
3	Other Long Term Debt	\$0	\$21,264,260	\$21,264,260	0%
	Total Long Term Debt	\$4,572,057	\$25,458,776	\$20,886,719	457%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$7,433,424	\$739,031	(\$6,694,393)	-90%
	Total Long Term Liabilities	\$12,005,481	\$26,197,807	\$14,192,326	118%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	(\$498,600)	(\$4,717,193)	(\$4,218,593)	846%
2	Temporarily Restricted Net Assets	\$471,516	(\$9,000)	(\$480,516)	-102%
3	Permanently Restricted Net Assets	\$4,269,508	\$0	(\$4,269,508)	-100%
	Total Net Assets	\$4,242,424	(\$4,726,193)	(\$8,968,617)	-211%
	Total Liabilities and Net Assets	\$52,185,635	\$39,918,196	(\$12,267,439)	-24%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$171,319,321	\$42,014,049	(\$129,305,272)	-75%
2	Less: Allowances	\$102,596,531	\$26,280,078	(\$76,316,453)	-74%
3	Less: Charity Care	\$221,056	\$3,316	(\$217,740)	-98%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$68,501,734	\$15,730,655	(\$52,771,079)	-77%
5	Provision for Bad Debts	\$3,114,000	\$782,425	(\$2,331,575)	-75%
	Net Patient Service Revenue less provision for bad debts	\$65,387,734	\$14,948,230	(\$50,439,504)	-77%
6	Other Operating Revenue	\$590,810	\$148,736	(\$442,074)	-75%
7	Net Assets Released from Restrictions	\$23,905	\$0	(\$23,905)	-100%
	Total Operating Revenue	\$66,002,449	\$15,096,966	(\$50,905,483)	-77%
B. Operating Expenses:					
1	Salaries and Wages	\$24,833,219	\$6,454,474	(\$18,378,745)	-74%
2	Fringe Benefits	\$6,111,895	\$1,465,112	(\$4,646,783)	-76%
3	Physicians Fees	\$4,050,496	\$1,455,408	(\$2,595,088)	-64%
4	Supplies and Drugs	\$10,665,670	\$2,275,687	(\$8,389,983)	-79%
5	Depreciation and Amortization	\$1,804,654	\$607,463	(\$1,197,191)	-66%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$975,626	\$222,172	(\$753,454)	-77%
8	Malpractice Insurance Cost	\$1,058,521	\$74,313	(\$984,208)	-93%
9	Other Operating Expenses	\$20,739,982	\$3,963,206	(\$16,776,776)	-81%
	Total Operating Expenses	\$70,240,063	\$16,517,835	(\$53,722,228)	-76%
	Income/(Loss) From Operations	(\$4,237,614)	(\$1,420,869)	\$2,816,745	-66%
C. Non-Operating Revenue:					
1	Income from Investments	\$228,556	\$29,251	(\$199,305)	-87%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$0	(\$100,342)	(\$100,342)	0%
	Total Non-Operating Revenue	\$228,556	(\$71,091)	(\$299,647)	-131%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$4,009,058)	(\$1,491,960)	\$2,517,098	-63%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
	Excess/(Deficiency) of Revenue Over Expense	(\$4,009,058)	(\$1,491,960)	\$2,517,098	-63%
	Principal Payments	\$184,222	\$10,740	(\$173,482)	-94%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$1,805,602	\$759,956	(\$1,045,646)	-58%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$12,246,951	\$13,755,352	\$1,508,401	12%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,523,756	\$1,510,725	(\$13,031)	-1%
8	Prepaid Expenses	\$1,880,119	\$1,043,720	(\$836,399)	-44%
9	Other Current Assets	\$537,387	\$286,540	(\$250,847)	-47%
	Total Current Assets	\$17,993,815	\$17,356,293	(\$637,522)	-4%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$4,452,119	\$0	(\$4,452,119)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$18,809	(\$206,108)	-92%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	Total Noncurrent Assets Whose Use is Limited:	\$4,677,036	\$18,809	(\$4,658,227)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$3,362,073	(\$105,001)	-3%
7	Other Noncurrent Assets	\$1,486,054	\$7,134	(\$1,478,920)	-100%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$97,485,005	\$78,651,426	(\$18,833,579)	-19%
2	Less: Accumulated Depreciation	\$70,147,136	\$54,394,287	(\$15,752,849)	(\$0)
	Property, Plant and Equipment, Net	\$27,337,869	\$24,257,139	(\$3,080,730)	-11%
3	Construction in Progress	\$0	\$0	\$0	0%
	Total Net Fixed Assets	\$27,337,869	\$24,257,139	(\$3,080,730)	-11%
	Total Assets	\$54,961,848	\$45,001,448	(\$9,960,400)	-18%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$12,652,911	\$8,835,801	(\$3,817,110)	-30%
2	Salaries, Wages and Payroll Taxes	\$2,677,952	\$2,035,434	(\$642,518)	-24%
3	Due To Third Party Payers	\$2,446,731	\$1,752,378	(\$694,353)	-28%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$29,141,197	\$3,809,664	(\$25,331,533)	-87%
6	Current Portion of Notes Payable	\$838,274	\$837,749	(\$525)	0%
7	Other Current Liabilities	\$11,243,011	\$519,007	(\$10,724,004)	-95%
	Total Current Liabilities	\$59,000,076	\$17,790,033	(\$41,210,043)	-70%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$4,194,516	(\$377,541)	-8%
3	Other Long Term Debt	\$0	\$21,292,961	\$21,292,961	0%
	Total Long Term Debt	\$4,572,057	\$25,487,477	\$20,915,420	457%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$4,932,692	\$739,031	(\$4,193,661)	-85%
	Total Long Term Liabilities	\$9,504,749	\$26,226,508	\$16,721,759	176%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	(\$18,535,995)	\$994,837	\$19,530,832	-105%
2	Temporarily Restricted Net Assets	\$553,275	(\$9,930)	(\$563,205)	-102%
3	Permanently Restricted Net Assets	\$4,439,743	\$0	(\$4,439,743)	-100%
	Total Net Assets	(\$13,542,977)	\$984,907	\$14,527,884	-107%
	Total Liabilities and Net Assets	\$54,961,848	\$45,001,448	(\$9,960,400)	-18%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$206,688,056	\$43,042,368	(\$163,645,688)	-79%
2	Less: Allowances	\$113,763,631	\$26,531,504	(\$87,232,127)	-77%
3	Less: Charity Care	\$221,056	\$3,316	(\$217,740)	-98%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$92,703,369	\$16,507,548	(\$76,195,821)	-82%
5	Provision for Bad Debts	\$3,470,135	\$899,305	(\$2,570,830)	-74%
	Net Patient Service Revenue less provision for bad debts	\$89,233,234	\$15,608,243	(\$73,624,991)	-83%
6	Other Operating Revenue	\$1,190,422	\$258,829	(\$931,593)	-78%
7	Net Assets Released from Restrictions	\$36,593	\$0	(\$36,593)	-100%
	Total Operating Revenue	\$90,460,249	\$15,867,072	(\$74,593,177)	-82%
B. Operating Expenses:					
1	Salaries and Wages	\$40,500,652	\$7,225,328	(\$33,275,324)	-82%
2	Fringe Benefits	\$10,064,877	\$1,621,980	(\$8,442,897)	-84%
3	Physicians Fees	\$4,050,496	\$1,459,908	(\$2,590,588)	-64%
4	Supplies and Drugs	\$12,485,965	\$2,331,212	(\$10,154,753)	-81%
5	Depreciation and Amortization	\$2,419,144	\$680,775	(\$1,738,369)	-72%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$1,503,067	\$222,172	(\$1,280,895)	-85%
8	Malpractice Insurance Cost	\$1,056,331	\$81,719	(\$974,612)	-92%
9	Other Operating Expenses	\$25,211,129	\$4,054,817	(\$21,156,312)	-84%
	Total Operating Expenses	\$97,291,661	\$17,677,911	(\$79,613,750)	-82%
	Income/(Loss) From Operations	(\$6,831,412)	(\$1,810,839)	\$5,020,573	-73%
C. Non-Operating Revenue:					
1	Income from Investments	\$159,517	\$29,251	(\$130,266)	-82%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$69,138	(\$100,342)	(\$169,480)	-245%
	Total Non-Operating Revenue	\$228,655	(\$71,091)	(\$299,746)	-131%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$6,602,757)	(\$1,881,930)	\$4,720,827	-71%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
		FY 2015	FY 2016	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	JAN - MARCH	DIFFERENCE	DIFFERENCE
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$6,602,757)	(\$1,881,930)	\$4,720,827	-71%

Attachment C

Provide monthly financial reports that include statistics for the current month, year-to-date and comparable month from the previous year for the following:

Johnson Memorial Hospital

	Mar 16 YTD*	Mar 15 YTD*	Mar 16 MTD	Mar 15 MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	(9.4%)	4.8%	(13.7%)	5.8% operating income/operating revenues	
Non-Operating Margin	NA	NA	NA	NA	
Total Margin	(3.9%)	8.2%	(5.6%)	7.3% Operating cash flow margin (EBIDA/operating revenue)	
Bad Debt as % of Gross Revenue	1.9%	1.9%	1.9%	2.1% bad debt/total patient serv. Revenue(before allowances)	
B. Liquidity:					
Current Ratio	1.3	0.5	1.3	0.5 current assets/current liabilities	
Days Cash on Hand	1.4	10.5	1.4	10.5 (cash and cash equiv+board restr. cash)/(total exp-depr)/YT	
Days in Net Accounts Receivables	78.3	50.9	78.3	50.9 net ar/net patient ser rev/days in yr	
Average Payment Period	72.3	183.8	72.3	183.8 current liabilities/(total exp-depr)/YTD days in yr	
C. Leverage and Capital Structure:					
Long-term Debt to Equity	(397.6%)	177.4%	(397.6%)	177.4% total debt/total equity(net assets)	
Long-term Debt to Capitalization	135.6%	22.2%	135.6%	22.2% LTD/LTD+net assets	
Unrestricted Cash to Debt	1.4%	12.6%	1.4%	12.6% (cash and cash equiv+board restr. cash)/total debt (lt & st)	
Times Interest Earned Ratio	(5.4)	6.6	(5.9)	(5.3) EBIT/Interest expense	
Debt Service Coverage Ratio	(0.58)	0.11	(0.58)	0.11 (Net inc+int+depr)/(st debt+int exp)	
Equity Financing Ratio	(11.8%)	16.9%	(11.8%)	16.9% Net assets/total assets	
D. Additional Statistics (in thousands)					
Income(Loss) from Operations**	\$ (1,421)	\$ 817	\$ (708)	\$ 341	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (1,492)	\$ (370)	\$ (800)	\$ 6	Net gain(loss)
EBIDA	\$ (592)	\$ 1,404	\$ (291)	\$ 433	based on net Income(loss) from operations
Patient Cash Collected	NA	NA	NA	NA	
Cash and Cash Equivalents	\$ 256	\$ 1,847	\$ 256	\$ 1,847	from bs
Net Working Capital	\$ 3,207	\$ (16,940)	\$ 3,207	\$ (16,940)	current assets-current liabilities
Unrestricted Assets	\$ (4,717)	\$ 3,005	\$ (4,717)	\$ 3,005	from bs

*1/1-3/31

**Loss from operations due to timing of State payments including Small Hospital Funding of approximately \$770 for period ending June 30, 2016

Provide monthly financial reports that include statistics for the current month, year-to-date and comparable month from the previous year for the following:

Johnson Memorial Medical Center

	Mar 16	Mar 15	Mar 16	Mar 15	
	YTD*	YTD*	MTD	MTD	Comments
Monthly Financial Measurement/Indicators					
A. Operating Performance:					
Operating Margin	42.2%	32.1%	22.0%	22.0%	operating income/operating revenues
Non-Operating Margin	NA	NA	NA	NA	NA
Total Margin	67.6%	59.7%	47.3%	49.0%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	NA	NA	NA	NA	NA bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:					
Current Ratio	3.3	0.04	3.3	0.04	current assets/current liabilities
Days Cash on Hand	90.0	63.0	90.0	63.0	(cash and cash equiv+board restr. cash)/(total exp-depr)/YT
Days in Net Accounts Receivables	7.2	2.8	7.2	2.8	net ar/net patient ser rev/days in yr
Average Payment Period	38.0	0.3	38.0	0.3	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:					
Long-term Debt to Equity	1.0%	380.7%	1.0%	380.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	0.4%	3.5%	0.4%	3.5%	LTD/LTD+net assets
Unrestricted Cash to Debt	136.4%	3.0%	136.4%	3.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	NA**	8.8	NA**	6.5	EBIT/Interest expense
Debt Service Coverage Ratio	2.8	4.3	2.82	4.3	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	99.0%	20.2%	99.0%	20.2%	Net assets/total assets
D. Additional Statistics (in thousands)					
Income(Loss) from Operations	\$ 116	\$ 94	\$ 20	\$ 22	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 116	\$ 92	\$ 20	\$ 22	Net gain(loss)
EBIDA	\$ 186	\$ 175	\$ 43	\$ 49	based on net income(loss) from operations
Patient Cash Collected	\$ NA	\$ NA	\$ NA	\$ NA	NA
Cash and Cash Equivalents	\$ 90	\$ 91	\$ 90	\$ 91	from bs
Net Working Capital	\$ 88	\$ (2,972)	\$ 88	\$ (2,972)	current assets-current liabilities
Unrestricted Assets	\$ 6,623	\$ 3,887	\$ 6,623	\$ 3,887	from bs

*1/1-3/31

**no interest exp incurred

Greer, Leslie

From: Verny, Kristina L <Kristina.Verny@jmmc.com>
Sent: Wednesday, June 01, 2016 1:14 PM
To: Roberts, Karen; User, OHCA
Cc: Rosenberg, Stuart; Liz Rotavera; Rosadini, Mary Lou; Christopher Hartley; jschneider@stfranciscare.org
Subject: Docket #15-32002-CON - Response to Item 9 of Agreed Settlement Order
Attachments: Docket #15-32002-CON - Transfer of Ownership. Item 9 of Agreed Settlement Order.PDF

Good Afternoon,

Attached please find the response to Item 9 of the above-referenced Agreed Settlement Order dated November 24, 2015. Should you have any questions or require additional information, please do not hesitate to contact our office.

Thank you.

Kris

Kris Verny

**Executive Assistant to the President
Johnson Memorial Hospital, Inc.**

201 Chestnut Hill Road
Stafford Springs, CT 06076

P: (860) 684-8235

F: (860) 684-8165

C: (860) 207-0604

Email: kristina.verny@jmmc.com



Johnson Memorial Medical Center

June 1, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts:

In accordance with Item 9 of the above referenced Agreed Settlement Order dated November 24, 2015, please see the attached Capital Investment Plan.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-5573.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Stuart E. Rosenberg', written over a horizontal line.

Stuart E. Rosenberg
President

Enclosures

CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Response to Item #9 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended March 31, 2016

9. Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis, the Applicants shall submit to OHCA its Capital Investment Plan specific to JMMC and JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:

a) A list of planned capital expenditures with detailed descriptions and associated estimated costs; and b) A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and c) Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order. Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the JMMC's operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by JMMC's Chief Financial Officer.

Since the approval of the Certificate of Need, Johnson has been in the process of developing the capital budget for FY 2017 (July 1, 2016 through June 30, 2017).

For the period January 1, 2016 through March 31, 2016, Johnson incurred capital expenditures of \$790,019 (See **Attachment A**). Due to the ICD-10 requirements that were effective October 1, 2015, Trinity Health – New England (formerly known as Saint Francis Care, Inc.) and Johnson accelerated the timing of the implementation of the Epic electronic medical record system. The total capital cost of this system implementation relating to Johnson was approximately \$6.8 million which was paid by Saint Francis Hospital and Medical Center and ultimately structured as a capital lease to Johnson. Annual capital lease payments from Johnson to Saint Francis Hospital and Medical Center total \$960,000 annually for seven years, \$240,000 for the 3 month period ended March 31, 2016 which has been included in the capital expenditure report attached.

The FY 2017 preliminary capital budget for Johnson (see **Attachment B**) was developed as part of the Trinity Health capital and operating budget processes. Trinity Health's overall budget will be reviewed with Trinity Health governance in mid-June. It is likely that the total Trinity Health's capital spend will be reduced for FY 2017 due to unfavorable financial performance across the System including that of the Connecticut hospitals. This could impact Trinity Health – New England and therefore Johnson. In addition, individual items on Johnson's capital request will be continuously evaluated as we are constantly assessing the strategic needs of the facilities and expect this draft capital list may change in the future. Johnson will provide to OHCA the approved capital expenditure budget for FY 2017 as well as details regarding the final plan.

As noted in Trinity Health – New England’s submission regarding 15-31979-CON stipulation #9 on May 19, 2015, the minimum capital commitment to be incurred relating to Johnson is expected to be approximately \$3.0 million in both FY 2017 and 2018 and \$1.5M in 2019 and 2020. However, depending upon financial performance and strategic priorities, the capital commitment could shift between years with no change in the overall total capital commitment.

Attachment A
Johnson Memorial Hospital
Capital Expenditures - Jan 1, 2016 - March 31, 2016

Description of Project	Project Total	Payment Date	Payment Amount	Vendor	Other Sources
CMEC Renovations	\$ 357,215	4/1, 4/29	\$ 249,264	All-Phase Enterprises, Inc	Insurance payment of \$214,727
Rebuild due to water		4/8, 5/6	\$ 56,351	All-Phase Enterprises, Inc	
Damage		4/8	\$ 40,790	All-Phase Enterprises, Inc	
		4/8	\$ 6,013	All-Phase Enterprises, Inc	
			\$ 4,797	misc vendors	
Cardiac - New office	\$ 67,954	2/12, 4/1	\$ 49,980	All-Phase Enterprises, Inc	
Build out and move		3/11	\$ 11,130	Valcore Communications Corp	
		2/26	\$ 4,454	More Direct	
		4/22	\$ 2,390	Commercial Moving	
Software	\$ 13,052.99	3/4	\$ 13,052.99	Draeger Medical	
HD LED CD monitor/stand/basket	\$ 14,259.79	3/25	\$ 14,259.79	Olympus America Inc	
Endo cleaning station	\$ 7,311.79	3/25	\$ 7,311.79	ARC healthcare solutions	
Upgrad to hum/temp controls	\$ 20,423.00	2/26,3/25,4/1	\$ 20,423.00	Automated Building Systems	
Analog video monitor syste -icu	\$ 4,987.00	4/15	\$ 4,987.00	Raintech	
Pneumatic Tube system	\$ 10,276.00	3/18	\$ 10,276.00	Aerocom	
Accudose door locks	\$ 15,949.00	2/19	\$ 15,949.00	Aesynt Inc	
Professional fees - waste water tie to town	\$ 38,590	3/4,3/11,4/1,4/1,4/1	\$ 38,590	GZA Geoenvironmental Inc.	
EPIC (electronic medical record)	\$ 240,000	Jan/Feb/Mar	\$ 240,000	Saint Francis Hospital	
Total Capital	\$ 790,019		\$ 790,019		

**Johnson Memorial Medical Center
Preliminary Capital Budget Summary
FY 2017 to FY 2019**

<u>Year</u>	
FY 2017	\$ 3,766,513
FY 2018	\$ 3,326,418
FY 2019 and after	\$ 2,846,240
Total	\$ 9,939,171

Johnson Memorial Medical Center
Preliminary Capital Budget Requests by Year
FY 2017 to FY 2019

Entity/Leader/Dept	Item Description	FY 2017	FY 2018	FY 2019 and after
Plant Operations (8060)	Electrical upgrades - Phase One (FY18= \$600k, FY19=\$100k)	700,000		
Pharmacy (7330)	IV room @ JMH	500,000		
Radiology (7240)	Digital Mammography upgrad 2D @ JSC and Digital @J	430,000		
Radiology (7240)	R&F Digital room - remove old equip, install	369,750		
Pharmacy (7330)	AcuDose Equipment for OR suites @ JSC OR suites	274,001		
Plant Operations (8060)	Kitchen Exhaust System	235,797		
Radiology (7240)	Digital Radiology room - remove old equip, install	210,000		
Nursing Admin (6010)	R Series ALC biphasic ZOLL Defibrillators (11 defibrillat	208,611		
Plant Operations (8060)	Paving Visitor Parking Lot	126,165		
Plant Operations (8060)	Boiler,Energy Saving Controls/Hawk system	125,915		
Plant Operations (8060)	Paving Roadway, Loading Dock area, parking	122,841		
Administration (9110)	Upgrade LCD Projector and Screen in Amphitheater	85,000		
Pharmacy (7330)	AcuDose Software Upgrade Connect	76,118		
Pharmacy (7330)	Guardrails Service contract for Alaris IV pumps	72,000		
Plant Operations (8060)	Repairs to main Entrance Canopy	65,418		
Plant Operations (8060)	Uranium System	35,000		
Perioperative Svcs (6610)	Urology Instrumentation	34,000		
Food & Nutrition (8050)	Reach in & Roll Thru Refrigerator	21,876		
Radiology (7240)	Raometeric - one for JSC & JMH	18,000		
Plant Operations (8060)	I-Net Sysetm Upgrade	13,285		
Pharmacy (7330)	3-card reader controller Locks (2 Stfd, 1 Enf)	10,000		
Radiology (7240)	Stryker Stretcher - trauma - JMH	9,100		
Plant Operations (8060)	Remove & install new Fire Hydrant	8,100		
Plant Operations (8060)	Install 9 bollards in front of Generator	7,786		
Plant Operations (8060)	New Doors at Physician Entrance	7,750		
Nuclear Medicine (7300)	Siemens Symbia T6 Spect/CT camera		599,600	
CT Scan (7230)	Siemens Somatome Perspective 64 slice scanner		\$525,000	
Radiology (7240)	RadSpeed Auto Dr Radiographic Room		273,350	
Radiology (7240)	GE OEC C-Arm		200,000	
Information Tech. (9101)	Complete Refreshed of all workstations		200,000	

**Johnson Memorial Medical Center
Preliminary Capital Budget Requests by Year
FY 2017 to FY 2019**

Entity/Leader/Dept	Item Description	FY 2017	FY 2018	FY 2019 and after
Information Tech. (9101)	Replace old Clarion SAN		200,000	
Information Tech. (9101)	Cisco Phone Upgrade		190,000	
Ultrasound (7280)	Ultrasound room & removal of old u/s equip		135,395	
Ultrasound (7280)	Philips EPIQ 7 Diamond Select System		118,000	
Information Tech. (9101)	Fee to have Core Switch move to Saint Francis		90,000	
Nursing Admin (6010)	Carefusion Alaris PCA modules, Unites, ETC02 modules		75,768	
Cardiovascular (7250)	Cardiovascular Ultrasound Scanner		\$75,150	
Plant Operations (8060)	Bobcat for Snow removal & grounds work		70,000	
Central Sterile Proc. (6760)	Getinge 733 sterilizer		\$69,636	
JSC (Surgery Ctr) (6600)	OR Surgical Lights in OR 1, 2 & 3		66,492	
Plant Operations (8060)	ABS - JMH OR/Pharmacy/Heat Exchanger		61,320	
Plant Operations (8060)	Lighting Protections: Main Bldg; BH; PH; & WWTP		55,550	
Plant Operations (8060)	Truck		50,000	
JSC (Surgery Ctr) (6600)	Stryker Video Equipment Incl display & camera heads		40,101	
Enfield Phys Med (7093)	Mediware MediLinks OP CUL License		\$39,960	
Nursing Admin (6010)	Carefusion Alaris syringe modules and software		33,252	
Nursing Admin (6010)	3 EZZ way 1000 lb ceiling lifts w continuous charge		32,262	
Plant Operations (8060)	Paint Boiler House Smoke Stack		31,180	
Psychiatry (6070)	Psychiatric Safe Medical Beds - 5 beds @ \$5,900		29,500	
CT Scan (7230)	ACR CT phantoms for JSC & JMH		26,000	
Pharmacy (7330)	Camera Security System for pharm (4 Stfd, 2 Enf)		12,000	
Plant Operations (8060)	Fleet Guard Key System - control system		11,818	
Plant Operations (8060)	Backup Myers Pump for Bed 6 WWTP		9,084	
Ultrasound (7280)	Stryker OB Stretcher for JSC		6,000	
CT Scan (7230)	64 slice Ct Scanner with install & remove old equip,			569,170
Plant Operations (8060)	Contingency - Emergency Repairs			500,000
Anesthesia (7370)	Anesthesia Machines			400,000
Plant Operations (8060)	Nirenberg - Generators			350,000
Laboratory (7020)	Hematology replacements (2) Sysmex XN2000 analyzers			173,918
Same Day Surgery (6605)	GE patient monitors & Central station monitor			145,834
Plant Operations (8060)	Hot Water System			130,000

**Johnson Memorial Medical Center
Preliminary Capital Budget Requests by Year
FY 2017 to FY 2019**

Entity/Leader/Dept	Item Description	FY 2017	FY 2018	FY 2019 and after
Laboratory (7020)	(2) ACL TOP 300 Coagulation analyzers			90,000
Perioperative Svcs (6610)	Mammotome			\$65,526
Radiology (7240)	Bone Density (remove old equip, install)			65,000
Central Sterile Proc. (6760)	Getinge 8668 Washer Disinfecter 12 Tray unit			55,598
Plant Operations (8060)	Fuel duplex pump set			47,919
Home & Community	Upgrade computer system to EPIC home care standards			34,000
Plant Operations (8060)	Medical Vacuum System			31,997
Respiratory Therapy (7400)	Maquet SERVO - 1 Universal Core			30,681
Cardiac Rehab (7590)	complete phase 3 of business plan for relocation			23,100
Radiology (7240)	C-Arm Table			20,000
Plant Operations (8060)	New Well Install #9 - LaFamboise			17,155
Anesthesia (7370)	Glide Scope			14,422
CT Scan (7230)	Renovation of Ct area - stretcher, curtain, paint/floor			10,000
Radiology (7240)	renovation of main xray viewing room			10,000
Emergency Rm (6850)	Stryker Stretcher - Trauma/2 Big Wheel			9,405
Post Anesthesia Care (6660)	Transport Monitor			8,530
Laboratory (7020)	Ortho Workstation for ID-MTS Gel Cards			7,060
Central Sterile Proc. (6760)	Getinge Prep & Pack table			6,883
Enfield Phys Med (7093)	NuStep Recumbent Cross Trainer w/oversized seat			6,670
Laboratory (7020)	Hematology micro scope			6,400
CT Scan (7230)	Countertop Blanket Warmer			6,000
Radiology (7240)	GE 9" Laser Aimer for OEC 9899 +C-Arm Part			6,000
Enfield Phys Med (7093)	AC5000M Treadmill w handrails/wght cap of 550 lbs			4,972
Grand Totals JMMC		\$ 3,766,513	\$ 3,326,418	\$ 2,846,240

Preliminary Capital Investment Plan for Saint Francis Care, Inc. (Revised as of 5/15 for actual expenditures through 4/30/2016)
Dollars in Thousands

	(a)	(b)	(c)	(d)			
	Five Year Total	2016 YTD Capital	FY 2017 Budget	FY 2018 Budget	FY 2019 Budget	FY 2020 Budget	Estimated Five Year Capital Spend
Preliminary capital expenditures summary							
Investment in facilities, medical and non-medical equipment and technology	\$ 194,000	\$ 22,327	\$ 33,835	\$ 25,000	\$ 25,000	\$ 25,000	\$ 131,162
Capital leases associated with Epic and other	4,500	1,028	1,300				2,328
Facility & program improvements for various service lines (e.g., CIRI, Rehab)	5,000	3,000	3,000	1,000	1,000		5,000
Expansion/renovations of clinical facilities	10,000	1,500	1,500	15,000			16,500
Physician acquisitions/ambulatory network development	23,500		3,200	2,500	2,500	2,500	10,700
Unspecified; to be allocated based on organizational priorities each year	48,000	20,015		5,000	5,000	5,000	35,015
Adjustments to preliminary capital expenditure summary:							
Reallocation to Johnson Memorial - part of strategic growth of RHM			3,000	3,000		1,500	9,000
Reallocation to Saint Mary's-part of strategic growth of RHM (contingent upon CON approval)			20,000	20,000	20,000	20,000	80,000
Total estimated annual capital expenditures	\$ 275,000	\$ 43,370	\$ 65,835	\$ 71,500	\$ 55,000	\$ 54,000	\$ 289,705

(a) Preliminary plan for capital commitment as noted on page 635 of CON.

(b) Capital expenditures 10/1/2015-4/30/2016 see detail at Attachment 3a (SFHMC and Johnson)

(c) FY 2017 Preliminary budget for Saint Francis \$42.8 M and Johnson \$3.0 as of May 15th pending TH approval. St Mary's capital contingent upon approval of CON.

(d) Amounts are very preliminary based on evolving RHM strategy and expected investment necessary for Saint Francis facilities and equipment, etc.

Note: \$20,015 was investment in Johnson Memorial Hospital which closed on 1/1/2016



Johnson Memorial Medical Center



July 5, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts:

In accordance with Item 8 of the above-referenced Agreed Settlement Order dated November 24, 2015, the 2016 Community Health Needs Assessment "CHNA" for Johnson is enclosed. In addition, we will notify OHCA within 30 days of the CHNA Implementation Plan being completed.

Please do not hesitate to contact me if you have any questions regarding this matter at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,

Stuart E. Rosenberg
President

Enclosures

c: R. Christopher Hartley, Sr. Vice President- Planning, Business Development & Government Relations – Saint Francis Hospital and Medical Center



Johnson Memorial Hospital
Trinity Health – New England
Community Health Needs Assessment
2016

Table of Contents

Executive Summary..... 3

Introduction 3

A Mission with Staying Power 4

More Than A Century of Caring 4

The CHNA: A Metric and a Mission 5

Report on Progress Since 2013 CHNA 5

Overview of Hospital Service Area and Facilities..... 6

The CHNA Process..... 9

CHNA Findings: The Health Needs of the Communities..... 12

Going Forward: Making our Community a Healthier Place to Live and Work..... 21

Invest in Your Community Template..... 22

Acknowledgements..... 23

Executive Summary

Johnson Memorial Hospital conducted a Community Health Needs Assessment for its service area, targeting the Connecticut towns of East Windsor, Ellington, Enfield, Somers, Stafford/Union, Suffield, Tolland, Willington, Windsor and Windsor Locks and the Massachusetts towns of East Longmeadow, Hampden, Longmeadow, Monson, and Wilbraham.

The purpose of the assessment was to gather information about perceived health needs from the citizens and health care providers of this area.

Over the last year, the assessment consisted of a series of interviews with local providers, a community phone survey and information gathered from local health departments, community-based organizations and focus groups.

Health needs identified through this process include: asthma, behavioral health, cardiovascular disease, diabetes, obesity, and substance abuse. A Strategic Plan for Community Transformation is being designed to address those needs with activities that align with Johnson Memorial Hospital's mission, vision and values. With the guidance of the Trinity Health New England partners, the Corporate Strategic Planning Team and identified community partners, the goals, objectives and outcome measures identified for the Strategic Plan will be reviewed annually for the positive impact and improvement of the perceived health needs of the community.

Introduction

In recent years, the world of healthcare has undergone tremendous upheaval; old norms have imploded and new expectations have taken hold. Yet, more than a century after its birth, Johnson Memorial Hospital remains steadfast in its mission: *to serve in the spirit of the Gospel as a compassionate and transforming healing presence in the community*. Johnson Memorial Hospital is committed to improving and enriching the lives of individuals and families in north central Connecticut and western Massachusetts; through readily accessible emergency care, lifespan health care services, and prevention-orientated education in a warm, caring environment.

The Community Health Needs Assessment (CHNA) is the first step in a process designated to better understand community needs by engaging healthcare providers, community leaders and community members in a conversation about how to improve health and wellbeing. We are excited to share what we have learned and to find ways to collaborate on solutions. The exchanges that took place during the implementation of the CHNA point to readiness for the collaboration across disciplines and in ways that respect community input. New ideas about the role of hospitals and healthcare systems in supporting community development are beginning to take hold, and Johnson Memorial Hospital is ready to embrace a leading role in north central Connecticut and western Massachusetts. Becoming part of Trinity Health has brought to the table significant expertise in this area. We look

forward to the next steps in the process of developing a strategic plan for community health and wellbeing designed to address the needs identified within this document.

A Mission with Staying Power

Mission

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

Our Core Values

Reverence

We honor the sacredness and dignity of every person.

Commitment to Those Who are Poor

We stand with and serve those who are poor, especially those most vulnerable.

Justice

We foster right relationships to promote the common good, including sustainability of Earth.

Stewardship

We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.

Integrity

We are faithful to who we say we are.

More Than a Century of Caring

Johnson Memorial Hospital is a 92-bed hospital located in Stafford Springs Connecticut that has been an anchor institution in north central Connecticut for 104 years. The Hospital moved from its original location on East Street in Stafford Springs to its present location on Chestnut Hill Road in 1975. During the 1980s, few health care organizations throughout the United States were branching out by creating subsidiaries, and Johnson Memorial Medical Center (JMMC) - known then as Johnson Memorial Corporation - was one of the first to bring this type of business structure to Connecticut. Early in the decade, Johnson Health Care, Johnson Development Fund and Wellcare joined Johnson Memorial Hospital under the Johnson Memorial Corporation umbrella. Soon after, the organization opened Connecticut's first free-standing, hospital-affiliated outpatient surgery center, Johnson Surgery Center. In the intervening years, Johnson has continued expanding services to meet the community's needs. In September 2010, JMMC emerged from Chapter 11 as an independent, community-based health care provider as it had been for nearly a century. In July of 2012, JMMC and Saint Francis Care signed an Affiliation Agreement, resulting in a mutually beneficial relationship that has provided the community with a sustainable, high quality

healthcare resource. As a result, JMMC has experienced improved operations by all measures of financial performance.

In 2016, Johnson Memorial Hospital and the other Johnson entities became part of Trinity Health - New England, an integrated health care delivery system that is a member of Trinity Health, Livonia, MI, one of the largest multi-institutional Catholic health care delivery systems in the nation. Today, Johnson Memorial Hospital, Johnson Health Care and Home & Community Health Services provide a continuum of health care services to those living and working in north central Connecticut and western Massachusetts.

While Johnson Memorial Hospital strives to honor the legacy of the Hospital's founders, Cyril and Julia C. Johnson, through its mission of compassionate care, the hospital is hardly focused on the past. Johnson Memorial Hospital is continually looking ahead to anticipate better ways to deliver care in a rapidly changing environment. The result is a patient-centered model of care designed to produce a patient experience of the highest measureable quality for the communities the hospital serves. The resources and benefits available to Johnson Memorial Hospital as a result of the acquisition have positioned the hospital to respond nimbly to the changes in health care that the future will inevitably bring.

The CHNA: A Metric and a Mission

The federal Patient Protection and Affordable Care Act, passed into law in 2010, requires hospitals to conduct a CHNA – a periodic evaluation of the health needs of the community they serve. The CHNA may be a modern-day metric, but it fits easily into Johnson Memorial Hospital's ongoing efforts to be a center of healing for its local and regional communities.

Johnson Memorial Hospital published its first federal mandated CHNA in 2013. The 2016 assessment will serve as a starting point for data-based goals and strategies on how to address the needs that have been identified. The health needs acknowledged by the CHNA will be integrated into a three-year community outreach plan and implementation strategy to combat the issues. By utilizing existing resources, strengthening partnerships and creating innovative programs on both the hospital campus and within the community, Johnson Memorial Hospital hopes to make a positive impact on these identified needs

Report on Progress Since 2013 CHNA

In 2013, the top health concerns conveyed by the survey interviewees of the Johnson Memorial Hospital service area included obesity, diabetes, behavioral health, substance abuse (including alcoholism and tobacco use) and heart failure. The health needs acknowledged by the 2013 Community Health Needs Assessment were integrated into a three-year community outreach plan. After reviewing current community collaborations and partnerships, and internal resources, Johnson Memorial Hospital identified its strengths and weaknesses for the four prioritized health needs. The difficult economic climate for all Hospitals in the state of Connecticut, but especially smaller community Hospitals, was an obstacle that Johnson Memorial Hospital had to overcome in order to provide the desired outcomes. Because of these challenges Johnson Memorial Hospital relied on the Medical Staff and other health care professionals in the Johnson Memorial Medical Center health system to put an emphasis on community outreach education and screenings. Fortunately,

that request was met with great excitement and Johnson Memorial Hospital was able to increase the number of educational programs and screenings it provided. This led to an increase in programs centered on obesity and behavioral health (Weight Loss Programs, Healthy Eating Programs, Depression Programs and monthly Grief Groups, etc) and the creation of a monthly diabetic support group. Johnson also worked with community partners by offering space in the Community Medical Education Center on the Stafford Springs campus to groups such as the American Red Cross, Nar-Anon, TOPS (Take off Pounds Sensibly), and local churches to increase the availability of health and wellbeing services to the community.

During the past three years, Johnson Memorial Hospital worked closely with St. Francis Hospital and Medical Center to build up its community outreach presence in the community. The two hospitals' worked as partners and leveraged existing resources to coordinate community outreach initiatives in an effective and efficient way. For example, the two hospitals jointly attended numerous health fairs and free public screening events. By working together, the hospitals were able to avoid duplicate efforts and strengthen their presence in the Johnson Memorial Hospital service area.

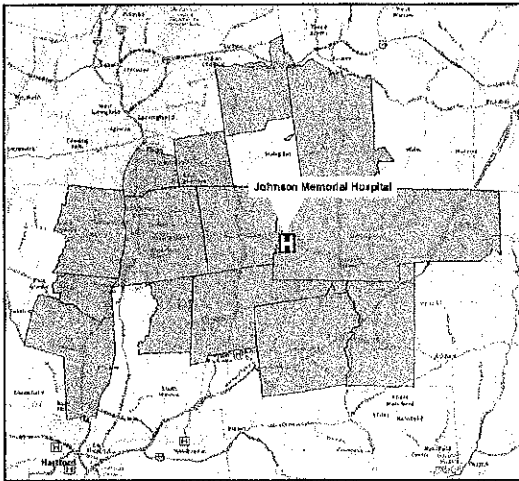
The affiliation also gave Johnson Memorial Hospital access to Saint Francis Medical Office buildings, the Saint Francis call center, and increased marketing opportunities for educational programs. Johnson Memorial Hospital is now able to offer programs more frequently and to a wider audience due to the availability of the Medical Offices in Enfield, Manchester and Glastonbury. The Saint Francis Call Center gives Johnson Memorial Hospital the ability to track who attends outreach programs allowing Johnson to identify what populations are and are not being reached. Finally, Johnson Memorial Hospital's community outreach programs are now included in the Saint Francis BestCare magazine, on its website, in advertisements and other marketing materials.

Overview of Hospital Service Area and Facilities

Service Area

The Johnson Memorial Hospital service area covers 15 U.S. Census zip code tabulation areas. The primary service area of Johnson Memorial Hospital encompasses ten zip codes, which relate to the towns of East Windsor, Ellington, Enfield, Somers, Stafford/Union, Suffield, Tolland, Willington, Windsor and Windsor Locks. These Connecticut towns are located in Tolland and Hartford Counties.

Johnson Memorial Hospital's secondary service area consists of five towns in Massachusetts, all of which fall under Hampden County. These towns are: East Longmeadow, Hampden, Longmeadow, Monson, and Wilbraham.



*JMH Community Health Profile

Demographic Category	Indicator	Service Area Total %	CT Total
Total Population	Total Population	222,746	100%
Age	Less than 18 Years Old	47,773	21%
	Over 64 Years Old	33,801	15%
Race and Ethnicity	White	184,610	83%
	Black	17,003	8%
	Hispanic	11,437	5%
	Asian	5,834	3%
	Other	3,862	2%
Gender	Male	111,899	50%
	Female	110,847	50%
Socio-economics	Below Poverty	12,219	6%
	w/BA or Higher	53,113	34%

* US Census Data 2009-2012

Population

The combined population for these communities is roughly 222,746 residents. The population is mostly white (83%), followed by Black/African American (8%), Hispanic/Latino (5%), and Asian (3%). This makes the Johnson service area less diverse than the state as a whole (CT Total 70% white). That being said, the service area meets state averages for age and gender demographics. 21% of the Johnson service area is younger than 18 years old and 15% is over 64 years of age. The state total is 22% and 15% respectively. The Johnson service area population has an even 50-50 split in terms of gender, which is almost identical to the state total of 49% male and 51% female. According to County Health Rankings, published by countyhealthrankings.org, 91% of residents in Tolland County have a high school degree and 72% have some college experience. This is higher than the CT average of 86% having a high school degree and 68% with college experience. Hampden County has a high school graduation rate of 73% while 57.9% of residents have college experience. This falls below the 85% High School graduation and 71% college experience Massachusetts average.

Connecticut Health Rankings were reviewed for 2015 and 2016 with regard to Health Outcomes and Health Factors. Health Outcome rankings are based on mortality and morbidity measures (weighted equally) and Health Factors are weighted on scores with regard to behavioral health, clinical, social and economic and environmental factors. Of the eight counties in Connecticut, Tolland County is ranked #1 for Health Outcomes and #2 in the state for Health Factors for both years. Hartford County is ranked #7 for Health Outcomes and #5 for Health Factors. These rankings put Tolland County in the 90th percentile, meaning only 10% in the country are better.

Massachusetts Health Rankings with regard to Health Outcome and Health Factors for 2015 and 2016 for Hampden County were not as favorable. Hampden County ranked last in Massachusetts at number 14 in both areas for both years.

Description of Facilities

Johnson Memorial Hospital

Johnson Memorial Hospital, which is located in Stafford Springs Connecticut, is a general, acute-care facility offering a comprehensive span of inpatient and outpatient services, including medical and surgical care, obstetrics and gynecology, pediatrics, mental health, emergency and intensive care, oncology, rehabilitation, pain management, and more. The hospital achieved the maximum award for its quality of care from The Joint Commission, which accredits Health Care organizations. It is also accredited by the College of American Pathologists, the American Association of Blood Banks, and the American College of Radiology Mammography Accreditation Program. The 92-bed hospital, which has been an anchor institution in north central Connecticut and neighboring Massachusetts towns for over 100 years, and Johnson Memorial Hospital's other entities are now members of Trinity Health - New England.

Home & Community Health Services

Since 1908, Home & Community Health Services has provided home health and hospice care to residents of north central Connecticut and the bordering towns of western Massachusetts. Home & Community Health Services is located on 101 Phoenix Avenue in Enfield, CT and is licensed by both the states of Connecticut and Massachusetts.

Johnson Occupational Medicine Center

Johnson Occupational Medicine Center is an occupational health facility in Enfield, CT which provides occupational and industrial medicine services to local businesses.

Johnson Surgery and Outpatient Services Center

An outpatient department of Johnson Memorial Hospital located on the Enfield, CT Campus, offering technologically advanced same-day surgical procedures. The Center also offers a state-of-the-art diagnostic imaging center which features a full range of radiology, nuclear medicine and laboratory services,

Johnson Memorial Cancer Center

The Johnson Memorial Cancer Center is a state-of-the-art facility located on the Enfield, CT Campus that offers a full range of cancer care services. Located within the Cancer Center is the 14-chair Karen Davis Krzynowek Infusion Center (KDKIC), which provides chemotherapy and biotherapy administration, transfusions, injections and other outpatient services in a comfortable environment. KDKIC also houses a pharmacy and laboratory onsite. Saint Francis Hospital and Medical Center provides medical directorship for the Johnson Memorial Cancer Center.

Advanced Wound Center

The Advanced Wound Center, which is located on the Enfield, CT Campus, offers expert care for difficult wounds. Its team of physicians, nurses, dietitians and other staff are specially trained in wound care evaluation and treatment, including hyperbaric oxygen therapy.

Cardiac and Pulmonary Rehabilitation

Johnson Memorial Hospital's Cardiac and Pulmonary Rehabilitation Center is located in Enfield, CT. The Cardiac Rehabilitation Program is intended for those who have had a heart attack, heart surgery or angioplasty. Johnson Memorial Hospital's Pulmonary Rehabilitation Program helps patients combat chronic obstructive pulmonary disease through education and exercise. It helps patients enjoy an improved quality of life and fewer hospital admissions. Services include phase II and III pulmonary rehabilitation and the Better Breathers Club support group.

Johnson Chemical Dependency

The Chemical Dependency Program is part of the psychiatric services offered by Johnson Memorial Hospital. The outpatient program, located in Enfield, CT treats individuals who have substance abuse disorders, as well as those with co-occurring disorders.

Laboratory and Pathology Services

Johnson Memorial Hospital's Laboratory is accredited by the College of American Pathologists. The hospital offers outpatient collection centers in Stafford Springs, Enfield and Tolland.

Outpatient Rehabilitation

Johnson Memorial Hospital's Physical Medicine and Rehabilitation Services enjoy a reputation for excellence, successfully restoring health, and functional capabilities to thousands of area residents coping with a vast array of conditions or injuries. Outpatient Physical Medicine and Rehabilitation services are provided in Enfield and Stafford.

Sleep Laboratory Center

The Sleep Center, which is accredited by The American Association of Sleep Medicine, is equipped with the most advanced software and hardware technology available and features a more expansive array of services than found at most sleep laboratories. The Sleep Laboratory is located in Enfield CT.

The CHNA Process

Johnson Memorial Hospital's 2016 CHNA is based on an iterative community engagement and data collection strategy that began in July of 2015 and continued for the next eleven months. The goal: long-term community transformation, resulting in stronger community engagement that can lead to improved health.

The process began with the identification of a team representing healthcare, community development, government and local groups and community foundation agencies. Work officially began with an agreement among these groups to review existing data sets; engage DataHaven, a nonprofit data-collection organization specializing in public health, to complete telephone interviews of community residents; involve program participants and conduct interviews with "Key Informants" (community leaders and leaders of partner agencies).

All aspects of the information-gathering process were designed to reach beyond the walls of the hospital to get answers to the questions: *Who? What? Where? How?* Throughout, the emphasis was on significant community input—in the form of telephone interviews with community members, surveys of program participants, informal discussions with community leaders and interviews with Key Informants & Focus Groups to gain a better understanding of *what* is affecting the health of the Johnson Memorial Hospital service area. The team collected data at the local level to facilitate and identify *where* the greatest needs are concentrated and gathered information from collaborative partners through Key Informant interviews to maximize *who* should be included for collective impact. The resulting assessment will serve as a starting point for data-based goals and strategies on *how* to address the needs that have been identified.

Findings from the CHNA will be used to develop a balanced portfolio of interventions in the areas of:

- Socioeconomic factors and the physical environment
- Health behaviors
- Clinical care

Analysis of Existing Data Sets

The CHNA team consulted existing data sets from a variety of sources including:

Healthy Connecticut 2020: State Health Assessment report (2014)

Healthy Connecticut 2020: State Health Assessment Report (2014) was developed by the Connecticut Department of Public Health with the assistance of the Connecticut Health Improvement Planning Coalition's Advisory Council. Data was compiled from an abundance of sources from the past year and decade, including 2010 census data, hospital and numerous state reports. Seven focus areas were described: maternal, infant, child health; chronic diseases and their risk factors; infectious disease, mental health, alcohol and substance use; injuries and violence, environmental risk factors, and health system data. http://www.ct.gov/dph/lib/dph/state_health_planning/shaship/hct2020/hct2020_state_hlth_assmt_032514.pdf

The ALICE Study of Financial Hardship Report

This study is based on 2012 data and commissioned by the Connecticut United Ways. The study, carried out by the Rutgers University – Newark School of Public Affairs and Administration (SPAA), utilizes substantial community social and economic data to calculate

indicators of financial viability and marginality, such as the "ALICE Threshold". ALICE is an acronym for Asset Limited Income Constrained Employed; the ALICE Threshold is "the actual cost of basic household necessities on a per county basis" i.e., the adequate survival level above the federal poverty guidelines. This metric provides a more realistic assessment of the "working poor". Data are provided by state, by county and major municipal areas.

http://alice.ctunitedway.org/files/2014/11/14UW-ALICE-Report_CT.pdf

US Center for Disease Control and Prevention

US Center for Disease Control and Prevention (CDC) works 24/7 to protect America from health, safety and security threats, both foreign and in the U.S. CDC researchers, scientists, doctors, nurses, economists, communicators, educators, technologists, epidemiologists and many other professionals all contribute their expertise to improving public health.

<http://www.cdc.gov/>

Johnson Memorial Hospital Community Health Profile (2015)

The Johnson Memorial Hospital Community Health Profile (2015) was provided by the Connecticut Hospital Association. This document summarizes the Johnson Memorial service area hospital admissions and related data, with statewide comparisons extracted from data annually reported to the CHA by most hospitals in the state. The report features a demographic and social profile, summaries and key insights concerning 13 "leading health indicators."

Community Input Sources

The CHNA research team used multiple techniques to engage community member input, including a comprehensive randomized telephone survey, a written participant survey, interviews and informal discussions with "Key Informants"—community leaders and leaders of partner agencies.

The 2015 DataHaven Community Health and Wellbeing Survey

The 2015 DataHaven Community Health and Wellbeing Survey was conducted by DataHaven, a nonprofit public service organization, and was supported by over 100 state and local government, healthcare, academic and community partners. DataHaven, whose mission is "to improve quality of life by collecting, interpreting and sharing public data for effective decision-making," designed and conducted a telephone survey that collected information from a sampling of 16,820 residents of Connecticut and several zip codes in Westchester County, New York State. The sample was drawn with a random-digit dialing methodology and included subjects from all 169 Connecticut towns. Questions derived from a variety of standard surveys yielded data on residents' perceptions of their wellbeing, quality of life, neighborhood, employment and public health. The raw data and weighted data aggregated by various demographic variables are available online. This study represents an enormous resource for healthcare and social service agencies throughout Connecticut. 469 residents were surveyed in the Johnson Memorial Hospital service area.

Community Program Survey

The data was gathered from information residents who attended Johnson Memorial Hospital's community outreach programs. This came in the form of questionnaires and verbal conversations.

"Key Informant" interviews and informal discussions with community leaders (focus groups)

"Key Informant" interviews and informal discussions with community leaders (focus groups) were also used to gain insight into issues affecting the health of the community. The CHNA research team conducted qualitative interviews of community leaders. The majority of Key Informants consulted for this study have lived and/or worked in the Johnson Memorial Hospital service area for many years. Some grew up in the area and have worked there all their lives. Most have been working in the public health field for 10 to 20 years.

CHNA Findings: The Health Needs of the Communities

The top health concerns in the Johnson Memorial Hospital service area identified through analysis of existing data, community survey results and key informant interviews were asthma, behavioral health, diabetes, heart failure, obesity, and substance abuse. Socioeconomic factors identified include employment and poverty, transportation, access to healthcare, & wellness/prevention education.

Once the CHNA team collected all of the data, they analyzed and organized it using a modified version of the "Invest in Your Community: 4 Considerations to Improve Health and Wellbeing for All", as a guide and framework for its work. The "Invest in Your Community", graphic model for community health and wellbeing published by the federal Centers for Disease Control and Prevention (CDC), which can be found on page 22 of the CHNA, proved to be an effective way to frame the data and organize the findings into focused categories that impact health.

The team focused on the CDC's breakdown of the elements of good health:

- Socioeconomic Factors and Physical Environment, which accounts for 50% of the health "pie"
- Health Behaviors, which account for 30%
- Clinical Care, which accounts for 10%

Please note, that the CDC model considers socioeconomic factors and the physical environment as two separate elements of good health; however, the CHNA team chose to consider them together, as they are often interdependent.

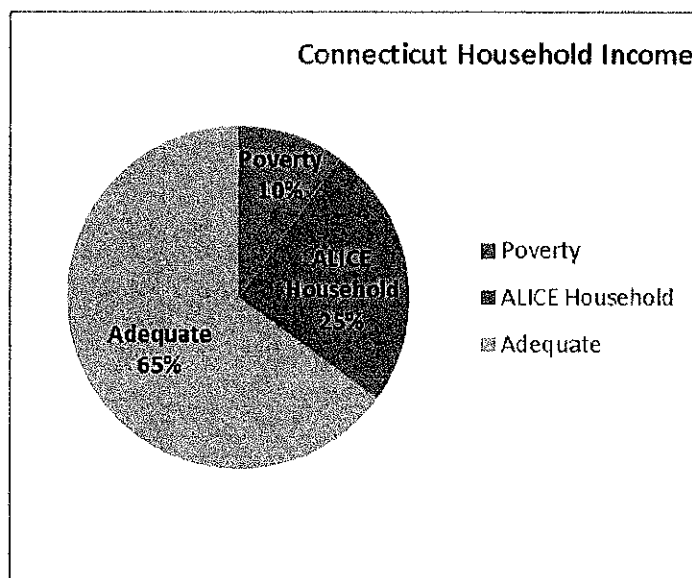
Socioeconomic Factors and Physical Environment

Socioeconomic factors and physical environment have the largest impact on ones health according the CDC model of community health and wellbeing. Good health can be credited to a combination of factors: genetics, lifestyle, environment, medical care, education, and

most importantly, place. Where you live is the greatest predictor of how healthy you will be. People are born with their genetic makeup, but the other factors that contribute to health depend on resources like a good education, safe neighborhood, employment opportunities, affordable housing, appropriate medical care, community support, and an environment that allows for good lifestyle choices. These factors are known as the “social determinates” of health. The key informants consulted for CHNA 2016 had much to say about the socioeconomic factors impacting health, as did the quantitative demographic and public health sources analyzed. Many interviewees said that access to the resources needed for good health is based on economics – specifically, on an individual’s or household’s income. Good lifestyle choices are easier to make when there is enough money available to follow through on them; healthy environments are likewise more easily accessible when an individual or household has the income to afford them.

Employment & Poverty

Connecticut is rarely associated with significant poverty. According to the ALICE Report, the state’s poverty rate of 10% is well below the U.S. average of 15%, and the median household income of \$67,276 is 24% above the U.S. median of \$51,371. That being said, when combined, the numbers of households living below the federal defined poverty level and those living at the ALICE Threshold (Asset Limited Income Constrained Employment) reveal that 35% of households in Connecticut struggle to support themselves. Because income is distributed unequally in Connecticut, there is both great wealth and significant economic hardship. Currently, the top 20% of Connecticut’s population earns 53% of all income earned in the state, while the bottom 20 percent earns only 3%.



*ALICE Report

Many interviewees said that access to the resources needed for good health is based on economics – specifically, on an individual’s or household’s income. According to the DataHaven community survey, 19% of residents in the service area chose a rating of “poor”

when asked "Ability of residents to obtain suitable employment". According to that same survey, 23% of participants answered yes when asked "Was there anytime during past 12 months when you put off or postponed getting medical care you thought you needed?" Of those that answered yes, their reason for postponing broke down as follows:

If Postponed	Connecticut	JMMC
Because of Cost	49%	56%
Dr of Hospital wouldn't accept health insurance	16%	11%
Your health plan wouldn't pay for the treatment	28%	27%
You couldn't get an appointment soon enough	25%	25%
You couldn't get there when the doctor's office or clinic was open	26%	27%

*DataHaven Health and Wellbeing Survey

Key Informants for this CHNA maintained that poverty is the underlying factor in all the other barriers to good health. This impacts all aspects of life and makes it difficult for individuals to meet their basic needs, including food. A troubling 12% of participants from the DataHaven Health and Wellbeing survey reported not having enough money to buy food for themselves and/or their family; and 17% of those respondents said this is a monthly trend.

Have there been times in the past 12 months when you did not have enough money to buy food that you or your family needed?	Connecticut	JMMC
Yes	12%	12%
No	87%	87%
Don't know	0%	0%
Refused	1%	1%

How often did this happen - almost every month, some months but not every month, or in only 1 or 2 months?	Connecticut	JMMC
Almost every month	24%	17%
Some months but not every month	37%	46%
Only 1 or 2 months	37%	34%
Don't know	1%	3%
Refused	0%	0%

* DataHaven Health and Wellbeing Survey

As mentioned, underemployment and lack of financial resources provide barriers to health care in this area, which leads to other issues and tough decisions for families. Both also lead to issues with health insurance, delayed medical appointments and housing. Although the

town has services to help people with underemployment and limited financial resources, many ALICE Households don't meet the established criteria and therefore don't qualify for assistance. These people may rely on the food bank, other local services and their church rather than social services.

Education

Clearly, the level of educational attainment is correlated with employment and poverty. According to County Health Rankings 91% of residents in Tolland County have a high school degree and 72% have some college experience. For Hampden County, 73% have high school degrees and 59% have some college experience. The high school graduation rate for the United States is about 80% so overall the Johnson Memorial Hospital service area is a well educated population.

Neighborhoods

Violence and neighborhood safety have a direct impact on health. Neighborhoods and towns in the Johnson Memorial Hospital service area are extremely safe when compared to the rest of the country. Tolland County has a crime rate of .47 per 1000 residents. That's well below the 2.3 state rate and the national rate of 3.8. The DataHaven Health supports the CDC data which shows that residents believe the live in a safe community.

Percent that strongly agree		
	Connecticut	JMMC
There are places to bicycle in or near my neighborhood that are safe from traffic, such as on the street or on special lanes, separate paths or trails.	59%	59%
I do not feel safe to go on walks in my neighborhood at night.	28%	20%
People in this neighborhood can be trusted.	83%	88%

The job done by the police to keep residents safe	Connecticut	JMMC
Excellent	30%	30%
Good	45%	48%
Fair	15%	12%
Poor	6%	5%
Don't know enough about it in order to say	4%	4%
Refused	0%	1%

*DataHaven Health and Wellbeing Survey

Transportation

Most residents in the Johnson Memorial Hospital service area have their own car or have access to a car, but the lack of public transportation prevents access to health care and

services among people without a car or those who are unable to drive. This has a negative impact on their health by making it difficult to get to medical appointments, grocery stores to buy healthy food, and can contribute to depression and loneliness.

Most people have access to transportation but the small percentage who don't are often from the most vulnerable population. There are a few transportation services for this population such as car or taxi services, but there are many limitations. People need to notify the services ahead of time and even so, the service may not be available due to high demand. This can make it difficult if someone has multiple appointments in one week or if someone has an acute illness. In some cases the criteria to be eligible for a ride is so strict that people don't qualify for the services.

Do you have access to a car when you need it? Would you say you have access...	Connecticut	JMMC
Very often	85%	89%
Fairly often	4%	3%
Sometimes	5%	4%
Almost never	1%	1%
Never at all	5%	4%
Don't know	0%	0%
Refused	0%	0%

* DataHaven Survey Results

Health Behaviors

In the CDC's model for community health and wellbeing, healthy behaviors account for 30% of the "health equation". The term refers to choices that individuals make with regard to their lifestyle that are know to influence their health.

Yet, as the CHNA research team discovered, individual choices are profoundly affected by socioeconomic factors and physical environment. Simple activities like walking around the block for exercise or sending the kids to play in a park are out of the question for many residents in the Johnson Memorial Hospital service area because sidewalks are limited and most of the population lives outside of walking distance for parks. Likewise, choosing healthy foods to prevent or fight obesity can be a struggle for those with limited funds who do not have easy access to healthy choices.

Obesity

The problem of obesity has gained renewed attention in recent years, especially thanks to First Lady Michelle Obama's efforts to promote healthy eating. The health risks of obesity have become well known; it has been linked to diabetes, heart disease, and high blood pressure. Although Connecticut has a lower obesity rank than the National average, 26.3% compared to 28.9% according to the US Center for Disease and Prevention, it remains a key concern among providers. Hampden County has an adult obesity rate of 29% according to County Health Rankings.

BMI (Based on Q24 Weight and Q25 Height)	Connecticut	JMMC
Underweight	2%	2%
Normal weight	37%	32%
Overweight	36%	43%
Obese	26%	23%

*DataHaven Health and Wellbeing Survey

66% of participants from the Johnson Memorial Hospital service area in the DataHaven Health and Wellbeing were either overweight or obese. The obesity problem in the Johnson Memorial Hospital service area, which in many cases is caused by individual health choices, is also evident when looking at data for the top conditions for inpatient hospitalizations at Johnson Memorial Hospital. Of the top five conditions, four have a direct relationship with obesity: High Blood Pressure (1), Diabetes (2), Heart Failure (4) and COPD (5).

Substance Abuse

Smoking – Smoking, an individual health choice, causes a spectrum of serious and life threatening illnesses. It can lead to a host of lung diseases including cancer, as well as cardiovascular disease. Yet smoking is a habit among both adults and young people. It is well known that becoming addicted at a young age makes it harder to quit smoking in adulthood. Changes in smoking regulations over the past decade have affected overall smoking rates, but the current rates of smoking among youth and adults is similar, highlighting the challenges to further impact the behavior. Smoking can be influenced by socioeconomic forces, but its addictive properties reach across economic classes. In Connecticut, 16% of adults smoked cigarettes in 2012, a decrease of 1.1% from the previous year. Overall, Connecticut ranked 4th lowest among all states (Healthy Connecticut 2020).

Other Substances - The misuse and abuse of prescription medication and opioid-based drugs has increased significantly over the years to become a public health concern in Connecticut. This misuse or abuse includes taking these medications in higher doses than prescribed, for a purpose other than that for which it was prescribed, or taking a medication that was prescribed for another person or obtained off the streets. In Connecticut, residents are more likely to die from unintentional drug overdose than from a motor vehicle accident. The majority of these deaths are linked to overdose of prescription opioid painkillers. Key Informants stressed that the misuse/abuse of painkillers often leads to heroin abuse. According to 2013 CDC report, the Connecticut age-adjusted rate for drug induced mortality is 16.4 per 100,000 population compared to the nation rate of 14.6. Alcohol abuse was frequently mentioned by key informants also.

Clinical Care

The CDC's model of community health and wellbeing identifies one other factor: clinical care. Clinical care encompasses the many types of health care services that modern society relies on, from preventive care to treatment - everyday illnesses to serious, chronic conditions - mental health care to dental care and more.

Access to providers and necessary preventives and treatments is the foundation of clinical care. Yet, the data collected for this CHNA showed that, as with other aspects of the CDC, socioeconomic barriers can and do interfere with access to care.

Socioeconomic Barriers to Care

The Affordable Care Act has done much to ensure that citizens can enroll in a health insurance plan, but it is only part of the equation. As with food insecurity, lack of money and reliance on public options for transportation can and do interfere with access to care. Further, so can the parameters that are set by insurance plans: co-pays, referral policies and specific “in-network” providers.

Finally, certain providers may not be available in our community due to the population, or a provider’s business hours might not match the clients’ needs. All of these socioeconomic realities can result in people postponing needed clinical care.

Access to care continues to be a problem in both our service area and the state of Connecticut as a whole. In Johnson Memorial Hospital’s service area, 23% of residents reported delaying care in the past, primarily due to finances, availability of care and insurance concerns.

Was there any time during the past 12 months when you put off or postponed getting medical care you thought you needed?	Connecticut	
	Connecticut	JMMC
Yes	21%	23%
No	79%	77%
Don't know	0%	0%
Refused	1%	1%

If Postponed	Connecticut	
	Connecticut	JMMC
Because of Cost	49%	56%
Dr of Hospital wouldn't accept health insurance	16%	11%
Your health plan wouldn't pay for the treatment	28%	27%
You couldn't get an appointment soon enough	25%	25%
You couldn't get there when the doctor's office or clinic was open	26%	27%

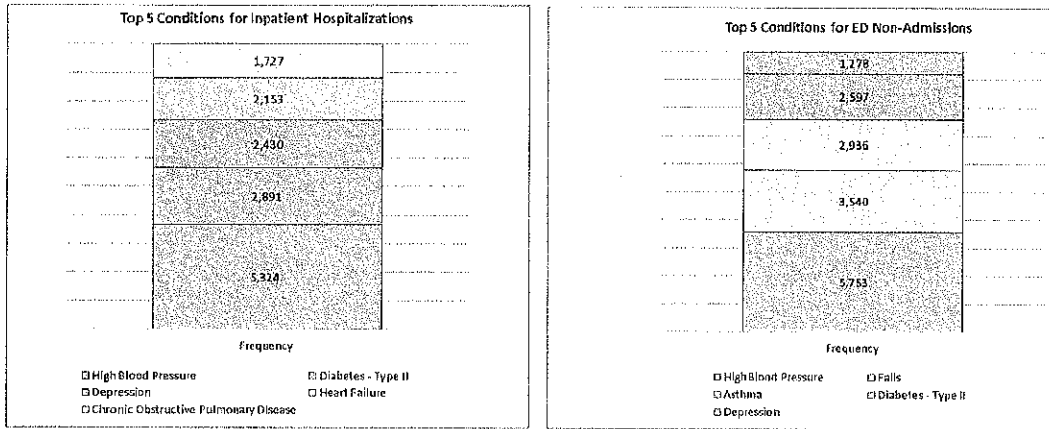
*DataHaven Health and Wellbeing Survey Results

Health Problems of Community’s Residents

As mentioned earlier, this CHNA explored the specific health problems in the community – many of which are exacerbated by both poverty and barriers to health outlined above. For example, diabetes is a disease where control is dependent on at least two of the major barriers to community health (food insecurity and access to clinical care). It was among the

top-five reasons for both inpatient admissions and Emergency Department non-admissions at Johnson Memorial Hospital. Hospital data also counted high blood pressure, depression, substance abuse, heart failure and asthma.

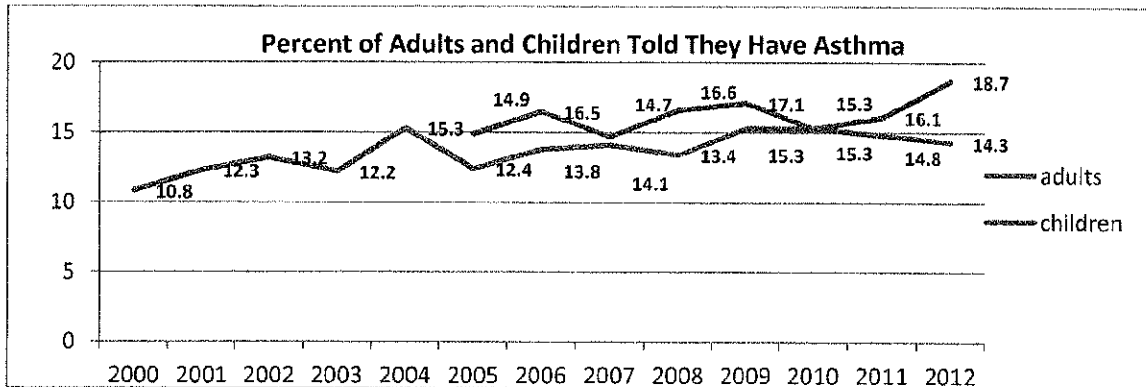
Community Health Profiles, developed by the Connecticut Hospital Association for the Johnson Memorial service area, show the top five reasons for both inpatient admissions and Emergency Department non-admissions at Johnson Memorial Hospital



* JMH CHA Health Profile

Asthma

According to Healthy Connecticut 2020, the prevalence of asthma among adults increased significantly from a low of 10.8% in 2000 to 15.3% in 2010. In 2012, 14.3% of Connecticut adults were told that they have asthma. The proportion of children with asthma ranged from 14.9% in 2005 to 18.7% in 2012. In 2012, asthma affected an estimated 400,000 adults. In 2012, the proportion of children with asthma was significantly greater than that for adults, suggesting that childhood asthma may be increasing at a greater rate than asthma among adults.



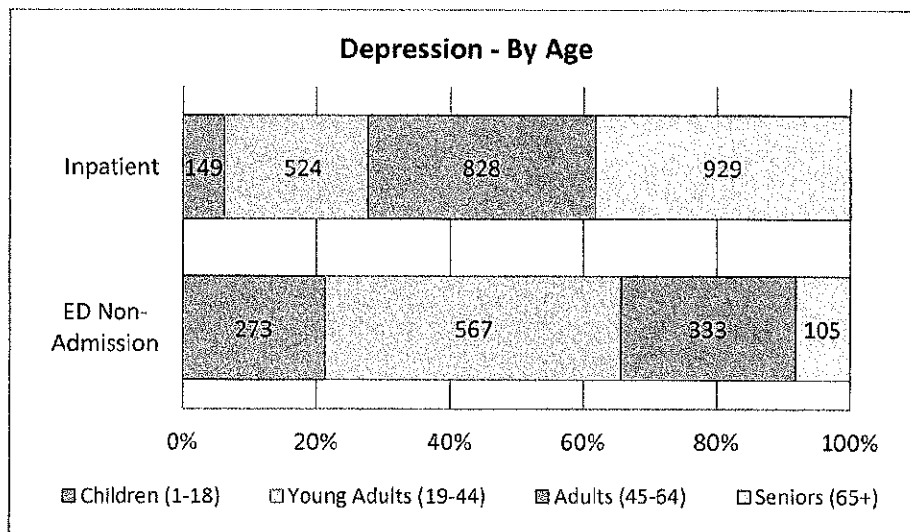
*Healthy CT 2020

Behavioral Health

Mental health can have profound effect on quality of life. According the Healthy Connecticut 2020, 18% of adults in Connecticut will have a diagnosis of depression in their lifetime. The quantitative data and key informant interviews highlight the magnitude of the mental health issue. It is a well-recognized fact that poverty has important implications for both physical and mental health. Several key informants advocated that mental health is a disease that requires care, but the challenges of living in poverty are a barrier to care when treating the disease.

One example used by a key informant to demonstrate the relationship between depression and poverty was a hypothetical story of a senior resident who didn't have access to a vehicle. Because this individual didn't have access to a vehicle, and public transportation isn't an option in the community, the result is missed doctor appointments and spending all of their time alone in their house. This barrier can lead to isolation, which leads to depression and other health concerns. According to the U.S. Census Bureau 11 million, or 28% of people aged 65 and older in the United States, lived alone in 2010. While living alone doesn't inevitably lead to social isolation, it is certainly a predisposing factor.

Depression was the third most prevalent condition among hospitalizations in the inpatient setting and the fifth most prevalent condition in the emergency department non-admission setting. Seniors had the largest number of inpatient encounters for depression, closely followed by adults, while young adults had the largest number of emergency department non-admission encounters for depression. During FY2014, Johnson Memorial Hospital had 132 emergency department non- admission visits and 151 inpatient admissions for suicides and self-inflicted injuries.



*JMH Community Health Profile

Cardiovascular Disease (heart failure)

Connecticut is experiencing over 27,000 years of potential life lost due to premature death as a result of heart disease, according to Healthy Connecticut 2020. The rates of high blood pressure and heart disease in Connecticut are approximately 30%.

Cardiac issues can cause a ripple effect that touches every area of life, which is especially hard for those who live in poverty or near-poverty. This, in turn, affects their wellbeing dramatically. For example, cardiac issues can result in mobility problems, which impact an individual's ability to get to the doctor, move around in the house and even bathe.

Diabetes

In Connecticut, over 9% of adults are diagnosed with diabetes. This represents a significant increase in the past 10 years. Diabetes is often the result of other health concerns, including obesity, limited access to healthy food, and lack of physical activity. As with obesity, behavior changes related to diabetes is a long process and requires patients to remain motivated to make lasting changes.

Going Forward: Making our Community a Healthier Place to Live and Work

Many of the key informants consulted during this CHNA had strong opinions on the ingredients for a healthy community. These typically focused directly on the socioeconomic and clinical care factors that affect health outcomes. The socioeconomic and clinical care factors mentioned most often were:

- Adequate employment that pays enough for people to support their families
- Safe and Affordable Housing/Neighborhoods
- Healthy food options and information about nutrition
- Leadership that promotes healthy living and lifestyles
- Quality education for children
- Access to health care and physicians
- Access to health education services
- Supportive community with high community involvement

Another common theme was the need for communication and dissemination of information between the various organizations and local and state agencies to each other and residents.

Johnson Memorial Hospital will use the information gathered from the 2016 CHNA to develop a Strategic Plan for Community Transformation. This Strategic Plan will be framed using the CDC model of community health and welling. Johnson Memorial Hospital will work with community residents, local organizations, the CHNA team, and partners from Trinity

Health - New England to develop a plan that is consistent with its mission. Having affiliated with Trinity-Health, Johnson Memorial is poised to meet the challenges that will come.

The Hospital reserves the right to amend the implementation strategy, which will be finalized by mid-November of 2016, as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending 6/30/2019, other organizations in the community may address certain needs, indicating that the Hospital could then refocus its limited resources to best serve the community.

Invest in Your Community Template

INVEST IN YOUR COMMUNITY

4 Considerations to Improve Health & Well-Being for All

WHAT Know What Affects Health

www.trinityhealthrankings.org

WHERE Focus on Areas of Greatest Need

Your zip code can be more important than your genetic code. Profound health disparities exist depending on where you live.

WHO Collaborate with Others to Maximize Efforts

HOW Use a Balanced Portfolio of Interventions for Greatest Impact

- Action in one area may produce positive outcomes in another.
- Start by using interventions that work across all four action areas.
- Over time, increase investment in socioeconomic factors for the greatest impact on health and well-being for all.

Four ACTION Areas

→ VISIT www.cdc.gov/CHInav FOR TOOLS AND RESOURCES TO IMPROVE YOUR COMMUNITY'S HEALTH AND WELL-BEING

Acknowledgments

Creating a comprehensive, useful and engaging CHNA is a difficult task. Including the voices of the community, analyzing the data available and focusing the findings in a meaningful way requires input from many sources. This document would not have been possible without the generous support from the following groups and individuals, who took the time to share their knowledge, tell their stories and engage in discussion about potential solutions.

CHNA Team	
Name	Organization
Tung Nguyen	City of Hartford Department of Health and Human Services
Gina Federico-Musli	Community Solutions
Steve Balcanoff	Connecticut Children's Medical Center
Mary Stuart	Curtis D. Robinson Center for Health Equity
Lawrence Young	Curtis D. Robinson Center for Health Equity
Mark Abraham	DataHaven
Yvette Bello	Hartford Foundation for Public Giving
Scott Gaul	Hartford Foundation for Public Giving
Greg Palmer	Johnson Memorial Hospital
Rebecca Crowell	Saint Francis Hospital and Medical Center
Marcus McKinney	Trinity Health - New England
Deborah Pacik	University of Connecticut Medical School

Key Informants		
Name	Title	Organization
Ian S Tucker	M.D.	Family Practice Doctor
Laura Panciera	Director, Elderly Outreach & Municipal Agent on Aging	Town of Stafford
Patrice Sulik	Director of Health	North Central District Health Department
Laura Marin	Board Member & Director	Safe Net Ministries

Focus Group	
Group	Description
Enfield Hunger Action Team	Hunger Action Teams aim to jumpstart the conversation about food insecurity and the causes of hunger.



Johnson Memorial Medical Center



July 5, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts:

In accordance with Item 8 of the above-referenced Agreed Settlement Order dated November 24, 2015, the 2016 Community Health Needs Assessment "CHNA" for Johnson is enclosed. In addition, we will notify OHCA within 30 days of the CHNA Implementation Plan being completed.

Please do not hesitate to contact me if you have any questions regarding this matter at (860) 684-8101.

Thank you for your attention to this matter.

Sincerely,

Stuart E. Rosenberg
President

Enclosures

c: R. Christopher Hartley, Sr. Vice President- Planning, Business Development & Government Relations – Saint Francis Hospital and Medical Center



Johnson Memorial Hospital
Trinity Health – New England
Community Health Needs Assessment
2016

Table of Contents

Executive Summary..... 3

Introduction 3

A Mission with Staying Power 4

More Than A Century of Caring 4

The CHNA: A Metric and a Mission 5

Report on Progress Since 2013 CHNA 5

Overview of Hospital Service Area and Facilities..... 6

The CHNA Process..... 9

CHNA Findings: The Health Needs of the Communities..... 12

Going Forward: Making our Community a Healthier Place to Live and Work..... 21

Invest in Your Community Template..... 22

Acknowledgements..... 23

Executive Summary

Johnson Memorial Hospital conducted a Community Health Needs Assessment for its service area, targeting the Connecticut towns of East Windsor, Ellington, Enfield, Somers, Stafford/Union, Suffield, Tolland, Willington, Windsor and Windsor Locks and the Massachusetts towns of East Longmeadow, Hampden, Longmeadow, Monson, and Wilbraham.

The purpose of the assessment was to gather information about perceived health needs from the citizens and health care providers of this area.

Over the last year, the assessment consisted of a series of interviews with local providers, a community phone survey and information gathered from local health departments, community-based organizations and focus groups.

Health needs identified through this process include: asthma, behavioral health, cardiovascular disease, diabetes, obesity, and substance abuse. A Strategic Plan for Community Transformation is being designed to address those needs with activities that align with Johnson Memorial Hospital's mission, vision and values. With the guidance of the Trinity Health New England partners, the Corporate Strategic Planning Team and identified community partners, the goals, objectives and outcome measures identified for the Strategic Plan will be reviewed annually for the positive impact and improvement of the perceived health needs of the community.

Introduction

In recent years, the world of healthcare has undergone tremendous upheaval; old norms have imploded and new expectations have taken hold. Yet, more than a century after its birth, Johnson Memorial Hospital remains steadfast in its mission: *to serve in the spirit of the Gospel as a compassionate and transforming healing presence in the community*. Johnson Memorial Hospital is committed to improving and enriching the lives of individuals and families in north central Connecticut and western Massachusetts; through readily accessible emergency care, lifespan health care services, and prevention-orientated education in a warm, caring environment.

The Community Health Needs Assessment (CHNA) is the first step in a process designated to better understand community needs by engaging healthcare providers, community leaders and community members in a conversation about how to improve health and wellbeing. We are excited to share what we have learned and to find ways to collaborate on solutions. The exchanges that took place during the implementation of the CHNA point to readiness for the collaboration across disciplines and in ways that respect community input. New ideas about the role of hospitals and healthcare systems in supporting community development are beginning to take hold, and Johnson Memorial Hospital is ready to embrace a leading role in north central Connecticut and western Massachusetts. Becoming part of Trinity Health has brought to the table significant expertise in this area. We look

forward to the next steps in the process of developing a strategic plan for community health and wellbeing designed to address the needs identified within this document.

A Mission with Staying Power

Mission

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

Our Core Values

Reverence

We honor the sacredness and dignity of every person.

Commitment to Those Who are Poor

We stand with and serve those who are poor, especially those most vulnerable.

Justice

We foster right relationships to promote the common good, including sustainability of Earth.

Stewardship

We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.

Integrity

We are faithful to who we say we are.

More Than a Century of Caring

Johnson Memorial Hospital is a 92-bed hospital located in Stafford Springs Connecticut that has been an anchor institution in north central Connecticut for 104 years. The Hospital moved from its original location on East Street in Stafford Springs to its present location on Chestnut Hill Road in 1975. During the 1980s, few health care organizations throughout the United States were branching out by creating subsidiaries, and Johnson Memorial Medical Center (JMMC) - known then as Johnson Memorial Corporation - was one of the first to bring this type of business structure to Connecticut. Early in the decade, Johnson Health Care, Johnson Development Fund and Wellcare joined Johnson Memorial Hospital under the Johnson Memorial Corporation umbrella. Soon after, the organization opened Connecticut's first free-standing, hospital-affiliated outpatient surgery center, Johnson Surgery Center. In the intervening years, Johnson has continued expanding services to meet the community's needs. In September 2010, JMMC emerged from Chapter 11 as an independent, community-based health care provider as it had been for nearly a century. In July of 2012, JMMC and Saint Francis Care signed an Affiliation Agreement, resulting in a mutually beneficial relationship that has provided the community with a sustainable, high quality

healthcare resource. As a result, JMMC has experienced improved operations by all measures of financial performance.

In 2016, Johnson Memorial Hospital and the other Johnson entities became part of Trinity Health - New England, an integrated health care delivery system that is a member of Trinity Health, Livonia, MI, one of the largest multi-institutional Catholic health care delivery systems in the nation. Today, Johnson Memorial Hospital, Johnson Health Care and Home & Community Health Services provide a continuum of health care services to those living and working in north central Connecticut and western Massachusetts.

While Johnson Memorial Hospital strives to honor the legacy of the Hospital's founders, Cyril and Julia C. Johnson, through its mission of compassionate care, the hospital is hardly focused on the past. Johnson Memorial Hospital is continually looking ahead to anticipate better ways to deliver care in a rapidly changing environment. The result is a patient-centered model of care designed to produce a patient experience of the highest measureable quality for the communities the hospital serves. The resources and benefits available to Johnson Memorial Hospital as a result of the acquisition have positioned the hospital to respond nimbly to the changes in health care that the future will inevitably bring.

The CHNA: A Metric and a Mission

The federal Patient Protection and Affordable Care Act, passed into law in 2010, requires hospitals to conduct a CHNA – a periodic evaluation of the health needs of the community they serve. The CHNA may be a modern-day metric, but it fits easily into Johnson Memorial Hospital's ongoing efforts to be a center of healing for its local and regional communities.

Johnson Memorial Hospital published its first federal mandated CHNA in 2013. The 2016 assessment will serve as a starting point for data-based goals and strategies on how to address the needs that have been identified. The health needs acknowledged by the CHNA will be integrated into a three-year community outreach plan and implementation strategy to combat the issues. By utilizing existing resources, strengthening partnerships and creating innovative programs on both the hospital campus and within the community, Johnson Memorial Hospital hopes to make a positive impact on these identified needs

Report on Progress Since 2013 CHNA

In 2013, the top health concerns conveyed by the survey interviewees of the Johnson Memorial Hospital service area included obesity, diabetes, behavioral health, substance abuse (including alcoholism and tobacco use) and heart failure. The health needs acknowledged by the 2013 Community Health Needs Assessment were integrated into a three-year community outreach plan. After reviewing current community collaborations and partnerships, and internal resources, Johnson Memorial Hospital identified its strengths and weaknesses for the four prioritized health needs. The difficult economic climate for all Hospitals in the state of Connecticut, but especially smaller community Hospitals, was an obstacle that Johnson Memorial Hospital had to overcome in order to provide the desired outcomes. Because of these challenges Johnson Memorial Hospital relied on the Medical Staff and other health care professionals in the Johnson Memorial Medical Center health system to put an emphasis on community outreach education and screenings. Fortunately,

that request was met with great excitement and Johnson Memorial Hospital was able to increase the number of educational programs and screenings it provided. This led to an increase in programs centered on obesity and behavioral health (Weight Loss Programs, Healthy Eating Programs, Depression Programs and monthly Grief Groups, etc) and the creation of a monthly diabetic support group. Johnson also worked with community partners by offering space in the Community Medical Education Center on the Stafford Springs campus to groups such as the American Red Cross, Nar-Anon, TOPS (Take off Pounds Sensibly), and local churches to increase the availability of health and wellbeing services to the community.

During the past three years, Johnson Memorial Hospital worked closely with St. Francis Hospital and Medical Center to build up its community outreach presence in the community. The two hospitals' worked as partners and leveraged existing resources to coordinate community outreach initiatives in an effective and efficient way. For example, the two hospitals jointly attended numerous health fairs and free public screening events. By working together, the hospitals were able to avoid duplicate efforts and strengthen their presence in the Johnson Memorial Hospital service area.

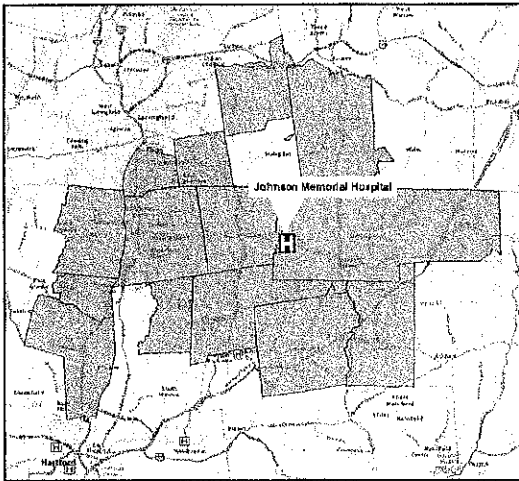
The affiliation also gave Johnson Memorial Hospital access to Saint Francis Medical Office buildings, the Saint Francis call center, and increased marketing opportunities for educational programs. Johnson Memorial Hospital is now able to offer programs more frequently and to a wider audience due to the availability of the Medical Offices in Enfield, Manchester and Glastonbury. The Saint Francis Call Center gives Johnson Memorial Hospital the ability to track who attends outreach programs allowing Johnson to identify what populations are and are not being reached. Finally, Johnson Memorial Hospital's community outreach programs are now included in the Saint Francis BestCare magazine, on its website, in advertisements and other marketing materials.

Overview of Hospital Service Area and Facilities

Service Area

The Johnson Memorial Hospital service area covers 15 U.S. Census zip code tabulation areas. The primary service area of Johnson Memorial Hospital encompasses ten zip codes, which relate to the towns of East Windsor, Ellington, Enfield, Somers, Stafford/Union, Suffield, Tolland, Willington, Windsor and Windsor Locks. These Connecticut towns are located in Tolland and Hartford Counties.

Johnson Memorial Hospital's secondary service area consists of five towns in Massachusetts, all of which fall under Hampden County. These towns are: East Longmeadow, Hampden, Longmeadow, Monson, and Wilbraham.



*JMH Community Health Profile

Demographic Category	Indicator	Service Area Total %	CT Total
Total Population	Total Population	222,746	100%
Age	Less than 18 Years Old	47,773	21%
	Over 64 Years Old	33,801	15%
Race and Ethnicity	White	184,610	83%
	Black	17,003	8%
	Hispanic	11,437	5%
	Asian	5,834	3%
	Other	3,862	2%
Gender	Male	111,899	50%
	Female	110,847	50%
Socio-economics	Below Poverty	12,219	6%
	w/BA or Higher	53,113	34%

* US Census Data 2009-2012

Population

The combined population for these communities is roughly 222,746 residents. The population is mostly white (83%), followed by Black/African American (8%), Hispanic/Latino (5%), and Asian (3%). This makes the Johnson service area less diverse than the state as a whole (CT Total 70% white). That being said, the service area meets state averages for age and gender demographics. 21% of the Johnson service area is younger than 18 years old and 15% is over 64 years of age. The state total is 22% and 15% respectively. The Johnson service area population has an even 50-50 split in terms of gender, which is almost identical to the state total of 49% male and 51% female. According to County Health Rankings, published by countyhealthrankings.org, 91% of residents in Tolland County have a high school degree and 72% have some college experience. This is higher than the CT average of 86% having a high school degree and 68% with college experience. Hampden County has a high school graduation rate of 73% while 57.9% of residents have college experience. This falls below the 85% High School graduation and 71% college experience Massachusetts average.

Connecticut Health Rankings were reviewed for 2015 and 2016 with regard to Health Outcomes and Health Factors. Health Outcome rankings are based on mortality and morbidity measures (weighted equally) and Health Factors are weighted on scores with regard to behavioral health, clinical, social and economic and environmental factors. Of the eight counties in Connecticut, Tolland County is ranked #1 for Health Outcomes and #2 in the state for Health Factors for both years. Hartford County is ranked #7 for Health Outcomes and #5 for Health Factors. These rankings put Tolland County in the 90th percentile, meaning only 10% in the country are better.

Massachusetts Health Rankings with regard to Health Outcome and Health Factors for 2015 and 2016 for Hampden County were not as favorable. Hampden County ranked last in Massachusetts at number 14 in both areas for both years.

Description of Facilities

Johnson Memorial Hospital

Johnson Memorial Hospital, which is located in Stafford Springs Connecticut, is a general, acute-care facility offering a comprehensive span of inpatient and outpatient services, including medical and surgical care, obstetrics and gynecology, pediatrics, mental health, emergency and intensive care, oncology, rehabilitation, pain management, and more. The hospital achieved the maximum award for its quality of care from The Joint Commission, which accredits Health Care organizations. It is also accredited by the College of American Pathologists, the American Association of Blood Banks, and the American College of Radiology Mammography Accreditation Program. The 92-bed hospital, which has been an anchor institution in north central Connecticut and neighboring Massachusetts towns for over 100 years, and Johnson Memorial Hospital's other entities are now members of Trinity Health - New England.

Home & Community Health Services

Since 1908, Home & Community Health Services has provided home health and hospice care to residents of north central Connecticut and the bordering towns of western Massachusetts. Home & Community Health Services is located on 101 Phoenix Avenue in Enfield, CT and is licensed by both the states of Connecticut and Massachusetts.

Johnson Occupational Medicine Center

Johnson Occupational Medicine Center is an occupational health facility in Enfield, CT which provides occupational and industrial medicine services to local businesses.

Johnson Surgery and Outpatient Services Center

An outpatient department of Johnson Memorial Hospital located on the Enfield, CT Campus, offering technologically advanced same-day surgical procedures. The Center also offers a state-of-the-art diagnostic imaging center which features a full range of radiology, nuclear medicine and laboratory services,

Johnson Memorial Cancer Center

The Johnson Memorial Cancer Center is a state-of-the-art facility located on the Enfield, CT Campus that offers a full range of cancer care services. Located within the Cancer Center is the 14-chair Karen Davis Krzynowek Infusion Center (KDKIC), which provides chemotherapy and biotherapy administration, transfusions, injections and other outpatient services in a comfortable environment. KDKIC also houses a pharmacy and laboratory onsite. Saint Francis Hospital and Medical Center provides medical directorship for the Johnson Memorial Cancer Center.

Advanced Wound Center

The Advanced Wound Center, which is located on the Enfield, CT Campus, offers expert care for difficult wounds. Its team of physicians, nurses, dietitians and other staff are specially trained in wound care evaluation and treatment, including hyperbaric oxygen therapy.

Cardiac and Pulmonary Rehabilitation

Johnson Memorial Hospital's Cardiac and Pulmonary Rehabilitation Center is located in Enfield, CT. The Cardiac Rehabilitation Program is intended for those who have had a heart attack, heart surgery or angioplasty. Johnson Memorial Hospital's Pulmonary Rehabilitation Program helps patients combat chronic obstructive pulmonary disease through education and exercise. It helps patients enjoy an improved quality of life and fewer hospital admissions. Services include phase II and III pulmonary rehabilitation and the Better Breathers Club support group.

Johnson Chemical Dependency

The Chemical Dependency Program is part of the psychiatric services offered by Johnson Memorial Hospital. The outpatient program, located in Enfield, CT treats individuals who have substance abuse disorders, as well as those with co-occurring disorders.

Laboratory and Pathology Services

Johnson Memorial Hospital's Laboratory is accredited by the College of American Pathologists. The hospital offers outpatient collection centers in Stafford Springs, Enfield and Tolland.

Outpatient Rehabilitation

Johnson Memorial Hospital's Physical Medicine and Rehabilitation Services enjoy a reputation for excellence, successfully restoring health, and functional capabilities to thousands of area residents coping with a vast array of conditions or injuries. Outpatient Physical Medicine and Rehabilitation services are provided in Enfield and Stafford.

Sleep Laboratory Center

The Sleep Center, which is accredited by The American Association of Sleep Medicine, is equipped with the most advanced software and hardware technology available and features a more expansive array of services than found at most sleep laboratories. The Sleep Laboratory is located in Enfield CT.

The CHNA Process

Johnson Memorial Hospital's 2016 CHNA is based on an iterative community engagement and data collection strategy that began in July of 2015 and continued for the next eleven months. The goal: long-term community transformation, resulting in stronger community engagement that can lead to improved health.

The process began with the identification of a team representing healthcare, community development, government and local groups and community foundation agencies. Work officially began with an agreement among these groups to review existing data sets; engage DataHaven, a nonprofit data-collection organization specializing in public health, to complete telephone interviews of community residents; involve program participants and conduct interviews with "Key Informants" (community leaders and leaders of partner agencies).

All aspects of the information-gathering process were designed to reach beyond the walls of the hospital to get answers to the questions: *Who? What? Where? How?* Throughout, the emphasis was on significant community input—in the form of telephone interviews with community members, surveys of program participants, informal discussions with community leaders and interviews with Key Informants & Focus Groups to gain a better understanding of *what* is affecting the health of the Johnson Memorial Hospital service area. The team collected data at the local level to facilitate and identify *where* the greatest needs are concentrated and gathered information from collaborative partners through Key Informant interviews to maximize *who* should be included for collective impact. The resulting assessment will serve as a starting point for data-based goals and strategies on *how* to address the needs that have been identified.

Findings from the CHNA will be used to develop a balanced portfolio of interventions in the areas of:

- Socioeconomic factors and the physical environment
- Health behaviors
- Clinical care

Analysis of Existing Data Sets

The CHNA team consulted existing data sets from a variety of sources including:

Healthy Connecticut 2020: State Health Assessment report (2014)

Healthy Connecticut 2020: State Health Assessment Report (2014) was developed by the Connecticut Department of Public Health with the assistance of the Connecticut Health Improvement Planning Coalition's Advisory Council. Data was compiled from an abundance of sources from the past year and decade, including 2010 census data, hospital and numerous state reports. Seven focus areas were described: maternal, infant, child health; chronic diseases and their risk factors; infectious disease, mental health, alcohol and substance use; injuries and violence, environmental risk factors, and health system data. http://www.ct.gov/dph/lib/dph/state_health_planning/shaship/hct2020/hct2020_state_hlth_assmt_032514.pdf

The ALICE Study of Financial Hardship Report

This study is based on 2012 data and commissioned by the Connecticut United Ways. The study, carried out by the Rutgers University – Newark School of Public Affairs and Administration (SPAA), utilizes substantial community social and economic data to calculate

indicators of financial viability and marginality, such as the "ALICE Threshold". ALICE is an acronym for Asset Limited Income Constrained Employed; the ALICE Threshold is "the actual cost of basic household necessities on a per county basis" i.e., the adequate survival level above the federal poverty guidelines. This metric provides a more realistic assessment of the "working poor". Data are provided by state, by county and major municipal areas.

http://alice.ctunitedway.org/files/2014/11/14UW-ALICE-Report_CT.pdf

US Center for Disease Control and Prevention

US Center for Disease Control and Prevention (CDC) works 24/7 to protect America from health, safety and security threats, both foreign and in the U.S. CDC researchers, scientists, doctors, nurses, economists, communicators, educators, technologists, epidemiologists and many other professionals all contribute their expertise to improving public health.

<http://www.cdc.gov/>

Johnson Memorial Hospital Community Health Profile (2015)

The Johnson Memorial Hospital Community Health Profile (2015) was provided by the Connecticut Hospital Association. This document summarizes the Johnson Memorial service area hospital admissions and related data, with statewide comparisons extracted from data annually reported to the CHA by most hospitals in the state. The report features a demographic and social profile, summaries and key insights concerning 13 "leading health indicators."

Community Input Sources

The CHNA research team used multiple techniques to engage community member input, including a comprehensive randomized telephone survey, a written participant survey, interviews and informal discussions with "Key Informants"—community leaders and leaders of partner agencies.

The 2015 DataHaven Community Health and Wellbeing Survey

The 2015 DataHaven Community Health and Wellbeing Survey was conducted by DataHaven, a nonprofit public service organization, and was supported by over 100 state and local government, healthcare, academic and community partners. DataHaven, whose mission is "to improve quality of life by collecting, interpreting and sharing public data for effective decision-making," designed and conducted a telephone survey that collected information from a sampling of 16,820 residents of Connecticut and several zip codes in Westchester County, New York State. The sample was drawn with a random-digit dialing methodology and included subjects from all 169 Connecticut towns. Questions derived from a variety of standard surveys yielded data on residents' perceptions of their wellbeing, quality of life, neighborhood, employment and public health. The raw data and weighted data aggregated by various demographic variables are available online. This study represents an enormous resource for healthcare and social service agencies throughout Connecticut. 469 residents were surveyed in the Johnson Memorial Hospital service area.

Community Program Survey

The data was gathered from information residents who attended Johnson Memorial Hospital's community outreach programs. This came in the form of questionnaires and verbal conversations.

"Key Informant" interviews and informal discussions with community leaders (focus groups)

"Key Informant" interviews and informal discussions with community leaders (focus groups) were also used to gain insight into issues affecting the health of the community. The CHNA research team conducted qualitative interviews of community leaders. The majority of Key Informants consulted for this study have lived and/or worked in the Johnson Memorial Hospital service area for many years. Some grew up in the area and have worked there all their lives. Most have been working in the public health field for 10 to 20 years.

CHNA Findings: The Health Needs of the Communities

The top health concerns in the Johnson Memorial Hospital service area identified through analysis of existing data, community survey results and key informant interviews were asthma, behavioral health, diabetes, heart failure, obesity, and substance abuse. Socioeconomic factors identified include employment and poverty, transportation, access to healthcare, & wellness/prevention education.

Once the CHNA team collected all of the data, they analyzed and organized it using a modified version of the "Invest in Your Community: 4 Considerations to Improve Health and Wellbeing for All", as a guide and framework for its work. The "Invest in Your Community", graphic model for community health and wellbeing published by the federal Centers for Disease Control and Prevention (CDC), which can be found on page 22 of the CHNA, proved to be an effective way to frame the data and organize the findings into focused categories that impact health.

The team focused on the CDC's breakdown of the elements of good health:

- Socioeconomic Factors and Physical Environment, which accounts for 50% of the health "pie"
- Health Behaviors, which account for 30%
- Clinical Care, which accounts for 10%

Please note, that the CDC model considers socioeconomic factors and the physical environment as two separate elements of good health; however, the CHNA team chose to consider them together, as they are often interdependent.

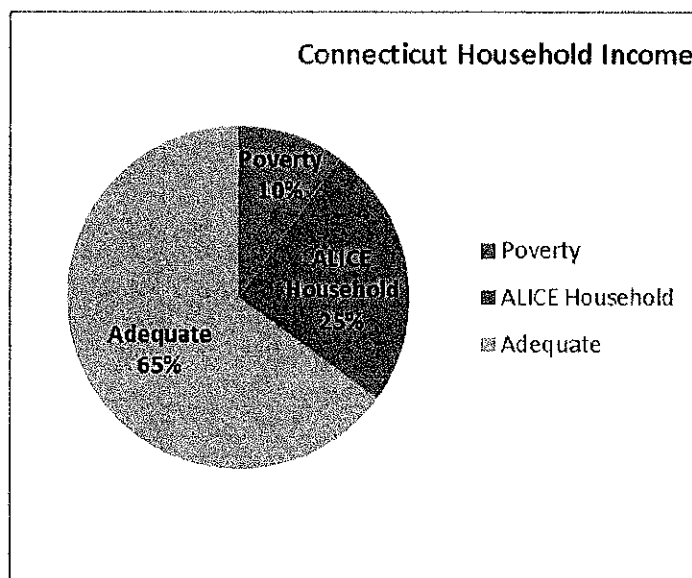
Socioeconomic Factors and Physical Environment

Socioeconomic factors and physical environment have the largest impact on ones health according the CDC model of community health and wellbeing. Good health can be credited to a combination of factors: genetics, lifestyle, environment, medical care, education, and

most importantly, place. Where you live is the greatest predictor of how healthy you will be. People are born with their genetic makeup, but the other factors that contribute to health depend on resources like a good education, safe neighborhood, employment opportunities, affordable housing, appropriate medical care, community support, and an environment that allows for good lifestyle choices. These factors are known as the “social determinates” of health. The key informants consulted for CHNA 2016 had much to say about the socioeconomic factors impacting health, as did the quantitative demographic and public health sources analyzed. Many interviewees said that access to the resources needed for good health is based on economics – specifically, on an individual’s or household’s income. Good lifestyle choices are easier to make when there is enough money available to follow through on them; healthy environments are likewise more easily accessible when an individual or household has the income to afford them.

Employment & Poverty

Connecticut is rarely associated with significant poverty. According to the ALICE Report, the state’s poverty rate of 10% is well below the U.S. average of 15%, and the median household income of \$67,276 is 24% above the U.S. median of \$51,371. That being said, when combined, the numbers of households living below the federal defined poverty level and those living at the ALICE Threshold (Asset Limited Income Constrained Employment) reveal that 35% of households in Connecticut struggle to support themselves. Because income is distributed unequally in Connecticut, there is both great wealth and significant economic hardship. Currently, the top 20% of Connecticut’s population earns 53% of all income earned in the state, while the bottom 20 percent earns only 3%.



*ALICE Report

Many interviewees said that access to the resources needed for good health is based on economics – specifically, on an individual’s or household’s income. According to the DataHaven community survey, 19% of residents in the service area chose a rating of “poor”

when asked "Ability of residents to obtain suitable employment". According to that same survey, 23% of participants answered yes when asked "Was there anytime during past 12 months when you put off or postponed getting medical care you thought you needed?" Of those that answered yes, their reason for postponing broke down as follows:

If Postponed	Connecticut	JMMC
Because of Cost	49%	56%
Dr of Hospital wouldn't accept health insurance	16%	11%
Your health plan wouldn't pay for the treatment	28%	27%
You couldn't get an appointment soon enough	25%	25%
You couldn't get there when the doctor's office or clinic was open	26%	27%

*DataHaven Health and Wellbeing Survey

Key Informants for this CHNA maintained that poverty is the underlying factor in all the other barriers to good health. This impacts all aspects of life and makes it difficult for individuals to meet their basic needs, including food. A troubling 12% of participants from the DataHaven Health and Wellbeing survey reported not having enough money to buy food for themselves and/or their family; and 17% of those respondents said this is a monthly trend.

Have there been times in the past 12 months when you did not have enough money to buy food that you or your family needed?	Connecticut	JMMC
Yes	12%	12%
No	87%	87%
Don't know	0%	0%
Refused	1%	1%

How often did this happen - almost every month, some months but not every month, or in only 1 or 2 months?	Connecticut	JMMC
Almost every month	24%	17%
Some months but not every month	37%	46%
Only 1 or 2 months	37%	34%
Don't know	1%	3%
Refused	0%	0%

* DataHaven Health and Wellbeing Survey

As mentioned, underemployment and lack of financial resources provide barriers to health care in this area, which leads to other issues and tough decisions for families. Both also lead to issues with health insurance, delayed medical appointments and housing. Although the

town has services to help people with underemployment and limited financial resources, many ALICE Households don't meet the established criteria and therefore don't qualify for assistance. These people may rely on the food bank, other local services and their church rather than social services.

Education

Clearly, the level of educational attainment is correlated with employment and poverty. According to County Health Rankings 91% of residents in Tolland County have a high school degree and 72% have some college experience. For Hampden County, 73% have high school degrees and 59% have some college experience. The high school graduation rate for the United States is about 80% so overall the Johnson Memorial Hospital service area is a well educated population.

Neighborhoods

Violence and neighborhood safety have a direct impact on health. Neighborhoods and towns in the Johnson Memorial Hospital service area are extremely safe when compared to the rest of the country. Tolland County has a crime rate of .47 per 1000 residents. That's well below the 2.3 state rate and the national rate of 3.8. The DataHaven Health supports the CDC data which shows that residents believe the live in a safe community.

Percent that strongly agree		
	Connecticut	JMMC
There are places to bicycle in or near my neighborhood that are safe from traffic, such as on the street or on special lanes, separate paths or trails.	59%	59%
I do not feel safe to go on walks in my neighborhood at night.	28%	20%
People in this neighborhood can be trusted.	83%	88%

The job done by the police to keep residents safe	Connecticut	JMMC
Excellent	30%	30%
Good	45%	48%
Fair	15%	12%
Poor	6%	5%
Don't know enough about it in order to say	4%	4%
Refused	0%	1%

*DataHaven Health and Wellbeing Survey

Transportation

Most residents in the Johnson Memorial Hospital service area have their own car or have access to a car, but the lack of public transportation prevents access to health care and

services among people without a car or those who are unable to drive. This has a negative impact on their health by making it difficult to get to medical appointments, grocery stores to buy healthy food, and can contribute to depression and loneliness.

Most people have access to transportation but the small percentage who don't are often from the most vulnerable population. There are a few transportation services for this population such as car or taxi services, but there are many limitations. People need to notify the services ahead of time and even so, the service may not be available due to high demand. This can make it difficult if someone has multiple appointments in one week or if someone has an acute illness. In some cases the criteria to be eligible for a ride is so strict that people don't qualify for the services.

Do you have access to a car when you need it? Would you say you have access...	Connecticut	JMMC
Very often	85%	89%
Fairly often	4%	3%
Sometimes	5%	4%
Almost never	1%	1%
Never at all	5%	4%
Don't know	0%	0%
Refused	0%	0%

* DataHaven Survey Results

Health Behaviors

In the CDC's model for community health and wellbeing, healthy behaviors account for 30% of the "health equation". The term refers to choices that individuals make with regard to their lifestyle that are know to influence their health.

Yet, as the CHNA research team discovered, individual choices are profoundly affected by socioeconomic factors and physical environment. Simple activities like walking around the block for exercise or sending the kids to play in a park are out of the question for many residents in the Johnson Memorial Hospital service area because sidewalks are limited and most of the population lives outside of walking distance for parks. Likewise, choosing healthy foods to prevent or fight obesity can be a struggle for those with limited funds who do not have easy access to healthy choices.

Obesity

The problem of obesity has gained renewed attention in recent years, especially thanks to First Lady Michelle Obama's efforts to promote healthy eating. The health risks of obesity have become well known; it has been linked to diabetes, heart disease, and high blood pressure. Although Connecticut has a lower obesity rank than the National average, 26.3% compared to 28.9% according to the US Center for Disease and Prevention, it remains a key concern among providers. Hampden County has an adult obesity rate of 29% according to County Health Rankings.

BMI (Based on Q24 Weight and Q25 Height)	Connecticut	JMMC
Underweight	2%	2%
Normal weight	37%	32%
Overweight	36%	43%
Obese	26%	23%

*DataHaven Health and Wellbeing Survey

66% of participants from the Johnson Memorial Hospital service area in the DataHaven Health and Wellbeing were either overweight or obese. The obesity problem in the Johnson Memorial Hospital service area, which in many cases is caused by individual health choices, is also evident when looking at data for the top conditions for inpatient hospitalizations at Johnson Memorial Hospital. Of the top five conditions, four have a direct relationship with obesity: High Blood Pressure (1), Diabetes (2), Heart Failure (4) and COPD (5).

Substance Abuse

Smoking – Smoking, an individual health choice, causes a spectrum of serious and life threatening illnesses. It can lead to a host of lung diseases including cancer, as well as cardiovascular disease. Yet smoking is a habit among both adults and young people. It is well known that becoming addicted at a young age makes it harder to quit smoking in adulthood. Changes in smoking regulations over the past decade have affected overall smoking rates, but the current rates of smoking among youth and adults is similar, highlighting the challenges to further impact the behavior. Smoking can be influenced by socioeconomic forces, but its addictive properties reach across economic classes. In Connecticut, 16% of adults smoked cigarettes in 2012, a decrease of 1.1% from the previous year. Overall, Connecticut ranked 4th lowest among all states (Healthy Connecticut 2020).

Other Substances - The misuse and abuse of prescription medication and opioid-based drugs has increased significantly over the years to become a public health concern in Connecticut. This misuse or abuse includes taking these medications in higher doses than prescribed, for a purpose other than that for which it was prescribed, or taking a medication that was prescribed for another person or obtained off the streets. In Connecticut, residents are more likely to die from unintentional drug overdose than from a motor vehicle accident. The majority of these deaths are linked to overdose of prescription opioid painkillers. Key Informants stressed that the misuse/abuse of painkillers often leads to heroin abuse. According to 2013 CDC report, the Connecticut age-adjusted rate for drug induced mortality is 16.4 per 100,000 population compared to the nation rate of 14.6. Alcohol abuse was frequently mentioned by key informants also.

Clinical Care

The CDC's model of community health and wellbeing identifies one other factor: clinical care. Clinical care encompasses the many types of health care services that modern society relies on, from preventive care to treatment - everyday illnesses to serious, chronic conditions - mental health care to dental care and more.

Access to providers and necessary preventives and treatments is the foundation of clinical care. Yet, the data collected for this CHNA showed that, as with other aspects of the CDC, socioeconomic barriers can and do interfere with access to care.

Socioeconomic Barriers to Care

The Affordable Care Act has done much to ensure that citizens can enroll in a health insurance plan, but it is only part of the equation. As with food insecurity, lack of money and reliance on public options for transportation can and do interfere with access to care. Further, so can the parameters that are set by insurance plans: co-pays, referral policies and specific “in-network” providers.

Finally, certain providers may not be available in our community due to the population, or a provider’s business hours might not match the clients’ needs. All of these socioeconomic realities can result in people postponing needed clinical care.

Access to care continues to be a problem in both our service area and the state of Connecticut as a whole. In Johnson Memorial Hospital’s service area, 23% of residents reported delaying care in the past, primarily due to finances, availability of care and insurance concerns.

Was there any time during the past 12 months when you put off or postponed getting medical care you thought you needed?		
	Connecticut	JMMC
Yes	21%	23%
No	79%	77%
Don't know	0%	0%
Refused	1%	1%

If Postponed		
	Connecticut	JMMC
Because of Cost	49%	56%
Dr of Hospital wouldn't accept health insurance	16%	11%
Your health plan wouldn't pay for the treatment	28%	27%
You couldn't get an appointment soon enough	25%	25%
You couldn't get there when the doctor's office or clinic was open	26%	27%

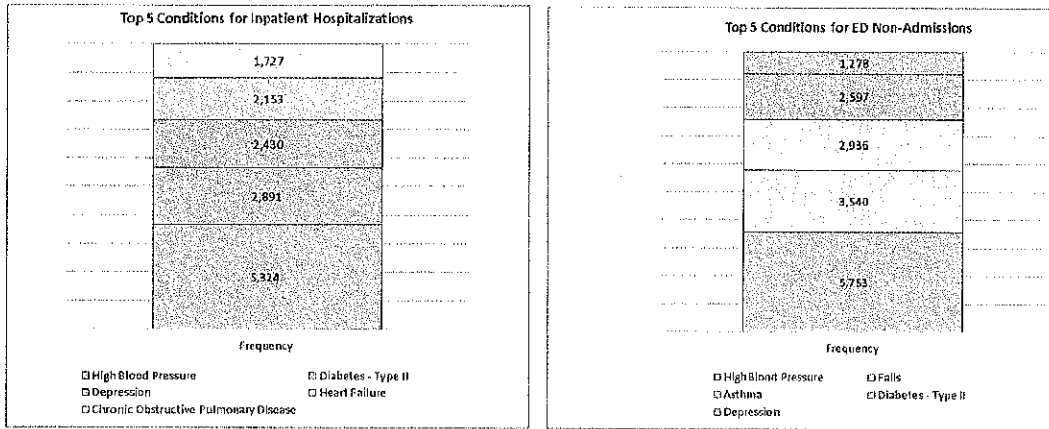
*DataHaven Health and Wellbeing Survey Results

Health Problems of Community’s Residents

As mentioned earlier, this CHNA explored the specific health problems in the community – many of which are exacerbated by both poverty and barriers to health outlined above. For example, diabetes is a disease where control is dependent on at least two of the major barriers to community health (food insecurity and access to clinical care). It was among the

top-five reasons for both inpatient admissions and Emergency Department non-admissions at Johnson Memorial Hospital. Hospital data also counted high blood pressure, depression, substance abuse, heart failure and asthma.

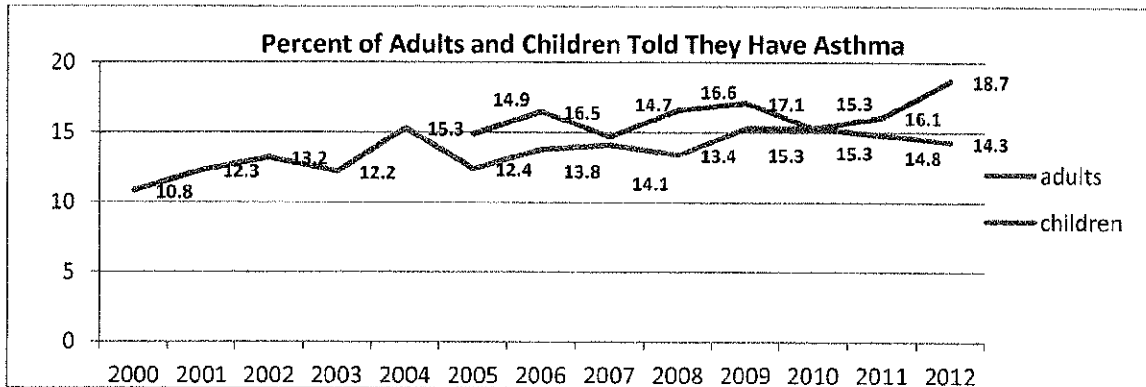
Community Health Profiles, developed by the Connecticut Hospital Association for the Johnson Memorial service area, show the top five reasons for both inpatient admissions and Emergency Department non-admissions at Johnson Memorial Hospital



* JMH CHA Health Profile

Asthma

According to Healthy Connecticut 2020, the prevalence of asthma among adults increased significantly from a low of 10.8% in 2000 to 15.3% in 2010. In 2012, 14.3% of Connecticut adults were told that they have asthma. The proportion of children with asthma ranged from 14.9% in 2005 to 18.7% in 2012. In 2012, asthma affected an estimated 400,000 adults. In 2012, the proportion of children with asthma was significantly greater than that for adults, suggesting that childhood asthma may be increasing at a greater rate than asthma among adults.



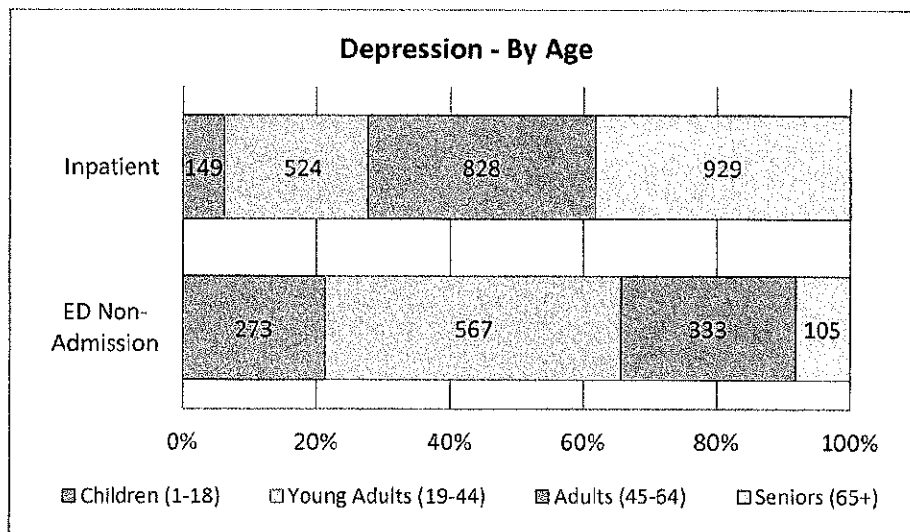
*Healthy CT 2020

Behavioral Health

Mental health can have profound effect on quality of life. According the Healthy Connecticut 2020, 18% of adults in Connecticut will have a diagnosis of depression in their lifetime. The quantitative data and key informant interviews highlight the magnitude of the mental health issue. It is a well-recognized fact that poverty has important implications for both physical and mental health. Several key informants advocated that mental health is a disease that requires care, but the challenges of living in poverty are a barrier to care when treating the disease.

One example used by a key informant to demonstrate the relationship between depression and poverty was a hypothetical story of a senior resident who didn't have access to a vehicle. Because this individual didn't have access to a vehicle, and public transportation isn't an option in the community, the result is missed doctor appointments and spending all of their time alone in their house. This barrier can lead to isolation, which leads to depression and other health concerns. According to the U.S. Census Bureau 11 million, or 28% of people aged 65 and older in the United States, lived alone in 2010. While living alone doesn't inevitably lead to social isolation, it is certainly a predisposing factor.

Depression was the third most prevalent condition among hospitalizations in the inpatient setting and the fifth most prevalent condition in the emergency department non-admission setting. Seniors had the largest number of inpatient encounters for depression, closely followed by adults, while young adults had the largest number of emergency department non-admission encounters for depression. During FY2014, Johnson Memorial Hospital had 132 emergency department non-admission visits and 151 inpatient admissions for suicides and self-inflicted injuries.



*JMH Community Health Profile

Cardiovascular Disease (heart failure)

Connecticut is experiencing over 27,000 years of potential life lost due to premature death as a result of heart disease, according to Healthy Connecticut 2020. The rates of high blood pressure and heart disease in Connecticut are approximately 30%.

Cardiac issues can cause a ripple effect that touches every area of life, which is especially hard for those who live in poverty or near-poverty. This, in turn, affects their wellbeing dramatically. For example, cardiac issues can result in mobility problems, which impact an individual's ability to get to the doctor, move around in the house and even bathe.

Diabetes

In Connecticut, over 9% of adults are diagnosed with diabetes. This represents a significant increase in the past 10 years. Diabetes is often the result of other health concerns, including obesity, limited access to healthy food, and lack of physical activity. As with obesity, behavior changes related to diabetes is a long process and requires patients to remain motivated to make lasting changes.

Going Forward: Making our Community a Healthier Place to Live and Work

Many of the key informants consulted during this CHNA had strong opinions on the ingredients for a healthy community. These typically focused directly on the socioeconomic and clinical care factors that affect health outcomes. The socioeconomic and clinical care factors mentioned most often were:

- Adequate employment that pays enough for people to support their families
- Safe and Affordable Housing/Neighborhoods
- Healthy food options and information about nutrition
- Leadership that promotes healthy living and lifestyles
- Quality education for children
- Access to health care and physicians
- Access to health education services
- Supportive community with high community involvement

Another common theme was the need for communication and dissemination of information between the various organizations and local and state agencies to each other and residents.

Johnson Memorial Hospital will use the information gathered from the 2016 CHNA to develop a Strategic Plan for Community Transformation. This Strategic Plan will be framed using the CDC model of community health and welling. Johnson Memorial Hospital will work with community residents, local organizations, the CHNA team, and partners from Trinity

Health - New England to develop a plan that is consistent with its mission. Having affiliated with Trinity-Health, Johnson Memorial is poised to meet the challenges that will come.

The Hospital reserves the right to amend the implementation strategy, which will be finalized by mid-November of 2016, as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending 6/30/2019, other organizations in the community may address certain needs, indicating that the Hospital could then refocus its limited resources to best serve the community.

Invest in Your Community Template

INVEST IN YOUR COMMUNITY

4 Considerations to Improve Health & Well-Being for All

WHAT Know What Affects Health

SOCIOECONOMIC FACTORS 40%

PHYSICAL ENVIRONMENT 10%

HEALTH BEHAVIORS 30%

CLINICAL CARE 20%

www.trinityhealthrankings.org

WHERE Focus on Areas of Greatest Need

Your zip code can be more important than your genetic code. Profound health disparities exist depending on where you live.

WHO Collaborate with Others to Maximize Efforts

HOW Use a Balanced Portfolio of Interventions for Greatest Impact

- Action in one area may produce positive outcomes in another.
- Start by using interventions that work across all four action areas.
- Over time, increase investment in socioeconomic factors for the greatest impact on health and well-being for all.

Four ACTION Areas

SOCIOECONOMIC FACTORS

PHYSICAL ENVIRONMENT

HEALTH BEHAVIORS

CLINICAL CARE

→ VISIT www.cdc.gov/CHInav FOR TOOLS AND RESOURCES TO IMPROVE YOUR COMMUNITY'S HEALTH AND WELL-BEING

Acknowledgments

Creating a comprehensive, useful and engaging CHNA is a difficult task. Including the voices of the community, analyzing the data available and focusing the findings in a meaningful way requires input from many sources. This document would not have been possible without the generous support from the following groups and individuals, who took the time to share their knowledge, tell their stories and engage in discussion about potential solutions.

CHNA Team	
Name	Organization
Tung Nguyen	City of Hartford Department of Health and Human Services
Gina Federico-Musli	Community Solutions
Steve Balcanoff	Connecticut Children's Medical Center
Mary Stuart	Curtis D. Robinson Center for Health Equity
Lawrence Young	Curtis D. Robinson Center for Health Equity
Mark Abraham	DataHaven
Yvette Bello	Hartford Foundation for Public Giving
Scott Gaul	Hartford Foundation for Public Giving
Greg Palmer	Johnson Memorial Hospital
Rebecca Crowell	Saint Francis Hospital and Medical Center
Marcus McKinney	Trinity Health - New England
Deborah Pacik	University of Connecticut Medical School

Key Informants		
Name	Title	Organization
Ian S Tucker	M.D.	Family Practice Doctor
Laura Panciera	Director, Elderly Outreach & Municipal Agent on Aging	Town of Stafford
Patrice Sulik	Director of Health	North Central District Health Department
Laura Marin	Board Member & Director	Safe Net Ministries

Focus Group

Group	Description
Enfield Hunger Action Team	Hunger Action Teams aim to jumpstart the conversation about food insecurity and the causes of hunger.



Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

November 30, 2016

RE: Docket Number: Trinity Health – New England Transfer of Ownership CON Conditions for:

- Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-31979-CON Transfer of Ownership of Saint Francis Care, Inc. to Trinity Health Corporation and Trinity Health - New England
- Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Dear Mrs. Roberts,

In accordance with Trinity Health – New England's approved CONs for the transfers of ownership of Saint Francis Care, Inc., and Saint Mary's Health Systems, Inc. to Trinity Health Corporation and Trinity Health - New England and for the transfer of ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc. (*NKA Trinity Health – New England*), attached are the responses to the conditions set forth in each of the CON decisions.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone
Regional Vice President
Strategic Planning and Business Development

Enc.

Docket Number: 15-32045-CON
Transfer of ownership of Saint
Mary's Health System, Inc. to Trinity
Health Corporation and Trinity
Health - New England



Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

November 30, 2016

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England

Dear Mrs. Roberts:

In accordance with Items 6, 7, 8, 9 & 10 of the Order dated July 27, 2016, enclosed is responses for each of the conditions noted above. Responses to the remaining conditions will be submitted prior to the requested deadline.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone
Regional Vice President
Strategic Planning and Business Development

Enc.

- 6. Until such time as the Services Plan is submitted, TH-NE shall provide OCHA with notice of any reallocation of inpatient beds and relocation of outpatient services for the Hospital specific to those services that existed at the Hospital as of the Decision Date. Such notice shall be provided within ten (10) of any such reallocation or relocation and published on the website pages of Saint Mary's Hospital. OHCA is imposing this Condition to ensure continued access to health care services for patient population.**

In accordance with Condition 6 of the Order, Trinity Health – New England, Inc. (“TH-NE”) is notifying OCHA that there are no plans to reallocate inpatient beds or relocate any outpatient services for Saint Mary’s Hospital at this time.

- 7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:**
- A. A list of the of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and**
 - B. An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending, and startup/operation dates); and**
 - C. The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.**

The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer.

See Attachment 1.

- 8. For three (3) years following the Closing Date, TH-NE shall file the following information with OHCA on a semi-annual basis for the Hospital and TH-NE:**
- a. The cost saving totals achieved in the following Operating Expense Categories for the Hospital and TH-NE: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The**

categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:

1. the major cost savings achieved for each expense category for the semi-annual period; and

Since August 1, 2016, the leaders within the functional areas at Saint Mary’s Hospital have been working closely with Trinity Health and Trinity Health New England to identify and implement changes to realize cost savings opportunities. This process takes time to implement and we have not implemented any significant costs savings in the two month period ending September 30, 2016.

2. the effect of these cost savings on the clinical quality of care.

There has been no impact to clinical quality of care.

b. A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and TH-NE. The format shall be consistent with that which is in use at the time of reporting in OHCA’s HRS Reports 100/300 (balance sheets), 150/300 (statement of operations), or successor reports.

See Attachment 2.

9. For three (3) years following the Closing Date, TH-NE shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for TH-NE. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning November 30, 2016.

See Attachment 3 for financial indicators.

10. TH-NE shall ensure that the Hospital maintains and adheres to the Hospital’s current policies regarding charity care, indigent care and community volunteer services after the Closing Date, or adopt other policies that are at least as generous and benevolent to the community as the Hospital’s current policies, consistent with state and federal law. These policies shall be posted on the website pages of the Hospital and as additionally required by applicable law. OHCA is imposing this Condition to ensure continued access to health care services for the patient population.

In accordance with Condition 10 of the Order, Trinity Health – New England, Inc. will ensure that Saint Mary’s will maintain and adhere to all of their current policies regarding charity care, indigent care and community volunteer services. Currently, all policies are located on the Saint Mary’s Hospital website (www.stmh.org).

ATTACHMENT 2

DESCRIPTION	CLASS	TYPE	ACQ DATE	AMT	Explanation	To be paid from
FABIUSTIRO ANESTHESIA MACHINES	MOVEABLE	MEDICAL	8/31/2016	59,992.08	2 new Anesthesia Fabious Tiro machines	Operating cash
INTELLIVUE MONITORS & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	50,254.20	2 new patient monitors with easy care cuffs	Operating cash
STERILIZATION CONTAINER	MOVEABLE	MEDICAL	8/31/2016	13,894.57	new sterilization container w/accessories	Operating cash
ISTAT 1 WIRELESS ANALYZER	MOVEABLE	MEDICAL	8/31/2016	28,060.47	new ISTAT 1 WIRELESS ANALYZER	Operating cash
SCOPES 0 DEG & 30 DEG CURETTATE	MOVEABLE	MEDICAL	8/31/2016	9,618.00	new scopes and tray sterilization sterrads	Operating cash
VC- 10 VACUUM	MOVEABLE	MEDICAL	8/31/2016	5,205.50	VC- 10 VACUUM curettate system	Operating cash
BLADDER SCAN BVI 9400	MOVEABLE	MEDICAL	8/31/2016	18,316.00	new Bladder scan w/rolling cart	Operating cash
LIPOSCULTPTOR & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	19,376.45	new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
SUTURE RETRIEVER ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	38,916.00	SUTURE RETRIEVER ACCESSORIES	Operating cash
SCOPE HOPKINS 11 30 DEG	MOVEABLE	MEDICAL	8/31/2016	9,300.40	Sheath High flow arthroscopy & Hopkins scope	Operating cash
B3000 BLACK BADGE & BATTERIES	MOVEABLE	MEDICAL	8/31/2016	20,552.00	B3000 BLACK BADGE & BATTERIES	Operating cash
CO2 MONITOR & ACCESSORIES	MOVEABLE	MEDICAL	8/31/2016	5,453.04	CO2 MONITOR & ACCESSORIES	Operating cash
ARTIC SUN 5000E TEMP	MOVEABLE	NONMEDICAL	8/31/2016	50,494.00	Artic Sun 5000E Temp manage system & calibration test unit	Operating cash
OPTIPLEX 7040 PC & MONITORS	MOVEABLE	NONMEDICAL	8/31/2016	27,050.40	20 monitors & 10 Optiplex 7040 SFF w/dual monitor stands	Operating cash
BUILDING SIGN	MOVEABLE	NONMEDICAL	8/31/2016	2,200.00	new bldg signage	Operating cash
CONDENSING UNIT	MOVEABLE	NONMEDICAL	8/31/2016	23,316.00	replace condensing unit	Operating cash
HVAC CLEANING & SANTIZING	MOVEABLE	NONMEDICAL	8/31/2016	23,203.50	HVAC duct CLEANING & SANTIZING	Operating cash
FIRE & SMOKE DAMPER	MOVEABLE	NONMEDICAL	8/31/2016	3,650.00	FIRE & SMOKE DAMPER	Operating cash
FLOOR SCRUBBERS SINGLE & DUAL	MOVEABLE	NONMEDICAL	8/31/2016	14,248.40	New Floor scrubbers (single & dual) and burnisher	Operating cash
DEHUMIDIFIER TRAGER BASEMENT	MOVEABLE	NONMEDICAL	8/31/2016	2,647.50	deposit for DEHUMIDIFIER in TRAGER BASEMENT	Operating cash
EXPANSION VALVE TRAGER	MOVEABLE	NONMEDICAL	8/31/2016	2,618.00	depoisit for EXPANSION VALVE in TRAGER office	Operating cash
WALL COVERING - AUDITORIUM	MOVEABLE	NONMEDICAL	8/31/2016	10,530.30	deposit for WALL COVERING in AUDITORIUM	Operating cash
COOLONG COL REPLACEMENT	MOVEABLE	NONMEDICAL	8/31/2016	45,350.00	AHU-1 Cooling coil replacement	Operating cash
CATH LAB # 2 RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	70,203.36	CATH LAB # 2 RENOVATION	Operating cash
SLEEP LAB RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	24,400.75	SLEEP LAB RENOVATION	Operating cash
BOARDROOM RENOVATION	BLDG IMPR	NONMEDICAL	8/31/2016	18,518.50	Boardroom Project is now complete	Operating cash
10 FT HOSES	MOVEABLE	NONMEDICAL	8/31/2016	647.44	4 each of 02 CS hoses & Air CS hoses 10FT Diss Hand	Operating cash
REVERSE OSMOSIS SYSTEM	MOVEABLE	NONMEDICAL	8/31/2016	16,500.00	REVERSE OSMOSIS SYSTEM	Operating cash
HARMONYAIR LIGHT SYSTEM	FIXED	NONMEDICAL	8/31/2016	49,805.83	2 Harmonyair G5 Dual Pkg Light systems	Operating cash
RECUMBENT CROSS TRAINER	MOVEABLE	MEDICAL	9/30/2016	4,189.00	RECUMBENT CROSS TRAINER-the Foundation reimbursed us for this purchase	Foundation Funds
CONTAINERS FOR STERILIZATION	MOVEABLE	MEDICAL	9/30/2016	5,130.40	75 sterilization containers	Operating cash
TITANIUM GE MRI TOOL KIT	MOVEABLE	MEDICAL	9/30/2016	3,775.95	TITANIUM GE MRI TOOL KIT	Operating cash
LIPOTOWER ASPIRATOR / INFIL	MOVEABLE	MEDICAL	9/30/2016	6,922.35	new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
LIGHT HANDLE CAMERA COVER	MOVEABLE	MEDICAL	9/30/2016	295.92	LIGHT HANDLE CAMERA COVER	Operating cash
CART, SINGLE TIER CORNER	MOVEABLE	MEDICAL	9/30/2016	10,865.17	CART, SINGLE TIER CORNER	Operating cash
CAMERA, CODER & STORAGE	MOVEABLE	MEDICAL	9/30/2016	5,500.00	CAMERA, CODER & STORAGE	Operating cash
VOLUSON P8	MOVEABLE	MEDICAL	9/30/2016	8,480.00	VOLUSON P8	Operating cash
CARBON FIBER BOARD	MOVEABLE	NONMEDICAL	9/30/2016	2,250.00	Board, Carbon fiber TTL ACS Radial	Operating cash

CHESHIRE UC INSTALL	FIXED	NONMEDICAL	9/30/2016	8,485.00	Security Alarm install	Operating cash
DELL OPTOPLEX 7040	MOVEABLE	NONMEDICAL	9/30/2016	14,596.44	24 monitors & 12 Optiplex 7040 SFF w/dual monitor stands, plus software	Operating cash
MARKETING FURNITURE	MOVEABLE	NONMEDICAL	9/30/2016	7,144.73	MARKETING FURNITURE-chairs, credenza, tabletop, etc	Operating cash
NVSC PAINTING (WATER DAMAGE)	BLDG IMPR	NONMEDICAL	9/30/2016	5,020.00	interior painting from water damage	Operating cash
NVSC PAINTING (WATER DAMAGE)	BLDG IMPR	NONMEDICAL	9/30/2016	28,024.00	interior painting from water damage	Operating cash
COUNTER FOR PSYCHIATRIC WARD	FIXED	NONMEDICAL	9/30/2016	2,527.20	Counter Fabrication	Operating cash
FEASABILITY STUDY OPEN OFFICE	BLDG IMPR	NONMEDICAL	9/30/2016	2,545.00	Prof srvs for FEASABILITY STUDY OPEN OFFICE	Operating cash
COUNTER TOPS THROUGHOUT HOSPITAL	FIXED	NONMEDICAL	9/30/2016	15,880.90	Labor & Materials for COUNTER TOPS THROUGHOUT HOSPITAL	Operating cash
AUDITORIUM RENOVATION	BLDG IMPR	NONMEDICAL	9/30/2016	18,662.55	Prof Srvs for AUDITORIUM RENOVATION	Operating cash
FIRE STOP	BLDG IMPR	NONMEDICAL	9/30/2016	9,818.00	FIRE STOP Labor & Materials	Operating cash
MAIN MEGAWATT METER REPLACEMENT	FIXED	NONMEDICAL	9/30/2016	2,750.00	MAIN MEGAWATT METER REPLACEMENT	Operating cash
EPOXY COATED SHOWER BASE	MOVEABLE	NONMEDICAL	9/30/2016	10,455.00	EPOXY COATED SHOWER BASE	Operating cash
BLASIOUS 2014 CHEVROLET CRUZE	AUTO	NONMEDICAL	9/30/2016	12,805.60	BLASIOUS 2014 CHEVROLET CRUZE	Operating cash
SLEEP LAB BUDGETED CONTRACT	BLDG IMPR	NONMEDICAL	9/30/2016	49,863.27	SLEEP LAB RENOVATION	Operating cash
MEP	BLDG IMPR	NONMEDICAL	9/30/2016	1,400.00	MEP-SLEEP LAB RENOVATION	Operating cash
RODI PIPING & INSTALL	FIXED	NONMEDICAL	9/30/2016	13,500.00	RODI PIPING & INSTALL	Operating cash

Regular additions	915,209.17
CIP project addtions	2,156,778.13
Total additions	3,071,987.30

Project Name	Project Description	Balance as of 7/31/16	Aug-Sep Additions	Balance as of 9/30/16	Project Start Date	Project expected end date	Project Budget	To be paid from
Oncology Center Project	Renovations to Dr Bowen's office located in the HLRCC	495,723.17	145,129.30	640,852.47	Apr-16	FY 2017	940,000	Operating cash
MRI Project	Renovations to new MRI area and Behavioral Health in Emer Rm - 4 Phases to project	3,387,211.50	591,856.05	3,979,067.55	Sep-15	FY 2017	5,800,000	Operating cash, plus a 767,013 from a State grant
Atrion Project	Phase I of new phone system project	529,483.69	38,021.76	567,505.45	Jan-16	Nov-16	652,550	Operating cash
Cheshire Project	New construction for a Cheshire Urgent Care Ctr and a Primary Care/Specialty Practice	411,202.86	1,173,005.58	1,584,208.44	Mar-16	FY 2017	2,320,388	Operating cash
Northwest 911 Project	Renovations to 2nd floor of Lawlor Bldg for 911 Call Center	342,014.94	6,475.00	348,489.94	Feb-16	Nov-16	250,000	Operating cash
Cardiac Cath Lab Project	Renovations for a new Cardiac Cath Lab	450,631.00	198,601.69	649,232.69	May-16	FY 2017	815,823	Operating cash
Naugatuck Urgent Care	Construction for a new Urgent Care Ctr in Naugatuck - Project was put off until after FY2017, expenses were for Architect designs	7,377.50	3,688.75	11,066.25	FY 2018	FY 2019	2,100,000	Operating cash
Total			2,156,778.13					

ATTACHMENT 2

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	ASSETS				
A.	<u>Current Assets:</u>				
1	Cash and Cash Equivalents	\$13,310,000	\$20,572,000	\$7,262,000	55%
2	Short Term Investments	\$17,000	\$23,000	\$6,000	35%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$28,548,000	\$24,965,000	(\$3,583,000)	-13%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,701,000	\$3,889,000	\$188,000	5%
8	Prepaid Expenses	\$3,301,000	\$2,930,000	(\$371,000)	-11%
9	Other Current Assets	\$3,792,000	\$3,114,000	(\$678,000)	-18%
	Total Current Assets	\$52,669,000	\$55,493,000	\$2,824,000	5%
B.	<u>Noncurrent Assets Whose Use is Limited:</u>				
1	Held by Trustee	\$14,764,000	\$15,480,000	\$716,000	5%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$20,166,000	\$6,000	(\$20,160,000)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$34,930,000	\$15,486,000	(\$19,444,000)	-56%
5	Interest in Net Assets of Foundation	\$4,908,000	\$5,549,000	\$641,000	13%
6	Long Term Investments	\$124,000	\$10,973,000	\$10,849,000	8749%
7	Other Noncurrent Assets	\$25,663,000	\$25,740,000	\$77,000	0%
C.	<u>Net Fixed Assets:</u>				
1	Property, Plant and Equipment	\$205,415,000	\$91,358,000	(\$114,057,000)	-56%
2	Less: Accumulated Depreciation	\$139,994,000	\$2,656,000	(\$137,338,000)	-98%
	Property, Plant and Equipment, Net	\$65,421,000	\$88,702,000	\$23,281,000	36%
3	Construction in Progress	\$0	\$7,780,000	\$7,780,000	0%
	Total Net Fixed Assets	\$65,421,000	\$96,482,000	\$31,061,000	47%
	Total Assets	\$183,715,000	\$209,723,000	\$26,008,000	14%

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$21,871,000	\$15,420,000	(\$6,451,000)	-29%
2	Salaries, Wages and Payroll Taxes	\$3,962,000	\$5,045,000	\$1,083,000	27%
3	Due To Third Party Payers	\$727,000	\$1,262,000	\$535,000	74%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$3,180,000	\$89,000	(\$3,091,000)	-97%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$13,976,000	\$15,912,000	\$1,936,000	14%
	Total Current Liabilities	\$43,716,000	\$37,728,000	(\$5,988,000)	-14%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$10,589,000	\$0	(\$10,589,000)	-100%
	Total Long Term Debt	\$10,589,000	\$0	(\$10,589,000)	-100%
3	Accrued Pension Liability	\$74,894,000	\$83,306,000	\$8,412,000	11%
4	Other Long Term Liabilities	\$9,352,000	\$10,485,000	\$1,133,000	12%
	Total Long Term Liabilities	\$94,835,000	\$93,791,000	(\$1,044,000)	-1%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	\$27,411,000	\$59,686,000	\$32,275,000	118%
2	Temporarily Restricted Net Assets	\$1,922,000	\$1,970,000	\$48,000	2%
3	Permanently Restricted Net Assets	\$15,831,000	\$16,548,000	\$717,000	5%
	Total Net Assets	\$45,164,000	\$78,204,000	\$33,040,000	73%
	Total Liabilities and Net Assets	\$183,715,000	\$209,723,000	\$26,008,000	14%

SAINT MARY'S HOSPITAL (Hospital Only)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
		FY 2015	FY 2016*	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	ACTUAL	DIFFERENCE	DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$746,752,000	\$136,060,000	(\$610,692,000)	-82%
2	Less: Allowances	\$483,477,000	\$90,093,000	(\$393,384,000)	-81%
3	Less: Charity Care	\$3,174,000	\$1,021,000	(\$2,153,000)	-68%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$260,101,000	\$44,946,000	(\$215,155,000)	-83%
5	Provision for Bad Debts	\$8,180,000	\$935,000	(\$7,245,000)	-89%
	Net Patient Service Revenue less provision for bad debts	\$251,921,000	\$44,011,000	(\$207,910,000)	-83%
6	Other Operating Revenue	\$8,206,000	\$1,078,000	(\$7,128,000)	-87%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	Total Operating Revenue	\$260,127,000	\$45,089,000	(\$215,038,000)	-83%
B. Operating Expenses:					
1	Salaries and Wages	\$88,793,000	\$15,392,000	(\$73,401,000)	-83%
2	Fringe Benefits	\$27,562,000	\$4,065,000	(\$23,497,000)	-85%
3	Physicians Fees	\$6,099,000	\$1,655,000	(\$4,444,000)	-73%
4	Supplies and Drugs	\$41,890,000	\$7,502,000	(\$34,388,000)	-82%
5	Depreciation and Amortization	\$11,023,000	\$2,659,000	(\$8,364,000)	-76%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$963,000	\$5,000	(\$958,000)	-99%
8	Malpractice Insurance Cost	\$3,338,000	\$798,000	(\$2,540,000)	-76%
9	Other Operating Expenses	\$61,720,000	\$9,341,000	(\$52,379,000)	-85%
	Total Operating Expenses	\$241,388,000	\$41,417,000	(\$199,971,000)	-83%
	Income/(Loss) From Operations	\$18,739,000	\$3,672,000	(\$15,067,000)	-80%
C. Non-Operating Revenue:					
1	Income from Investments	\$1,315,000	\$56,000	(\$1,259,000)	-96%
2	Gifts, Contributions and Donations		\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$1,207,000	(\$11,000)	(\$1,218,000)	-101%
	Total Non-Operating Revenue	\$2,522,000	\$45,000	(\$2,477,000)	-98%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$21,261,000	\$3,717,000	(\$17,544,000)	-83%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$21,261,000	\$3,717,000	(\$17,544,000)	-83%
* FY16 represents the period 8/1/16 - 9/30/16					

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<u>ASSETS</u>				
A.	<u>Current Assets:</u>				
1	Cash and Cash Equivalents	\$15,091,000	\$22,818,000	\$7,727,000	51%
2	Short Term Investments	\$17,000	\$23,000	\$6,000	35%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$32,905,000	\$29,301,000	(\$3,604,000)	-11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$3,418,000	\$3,418,000	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$3,701,000	\$3,889,000	\$188,000	5%
8	Prepaid Expenses	\$3,300,000	\$3,515,000	\$215,000	7%
9	Other Current Assets	\$4,618,000	\$3,192,000	(\$1,426,000)	-31%
	Total Current Assets	\$63,050,000	\$66,156,000	\$3,106,000	5%
B.	<u>Noncurrent Assets Whose Use is Limited:</u>				
1	Held by Trustee	\$14,764,000	\$15,480,000	\$716,000	5%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$43,057,000	\$19,537,000	(\$23,520,000)	-55%
	Total Noncurrent Assets Whose Use is Limited:	\$57,821,000	\$35,017,000	(\$22,804,000)	-39%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$4,244,000	\$15,428,000	\$11,184,000	264%
7	Other Noncurrent Assets	\$11,454,000	\$6,263,000	(\$5,191,000)	-45%
C.	<u>Net Fixed Assets:</u>				
1	Property, Plant and Equipment	\$219,963,000	\$95,973,000	(\$123,990,000)	-56%
2	Less: Accumulated Depreciation	\$149,672,000	\$2,835,000	(\$146,837,000)	-98%
	Property, Plant and Equipment, Net	\$70,291,000	\$93,138,000	\$22,847,000	33%
3	Construction in Progress	\$0	\$7,873,000	\$7,873,000	0%
	Total Net Fixed Assets	\$70,291,000	\$101,011,000	\$30,720,000	44%
	Total Assets	\$206,860,000	\$223,875,000	\$17,015,000	8%

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 ACTUAL	AMOUNT DIFFERENCE	% DIFFERENCE
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$22,665,000	\$16,465,000	(\$6,200,000)	-27%
2	Salaries, Wages and Payroll Taxes	\$6,002,000	\$8,160,000	\$2,158,000	36%
3	Due To Third Party Payers	\$727,000	\$1,262,000	\$535,000	74%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$3,409,000	\$337,000	(\$3,072,000)	-90%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$12,980,000	\$13,842,000	\$862,000	7%
	Total Current Liabilities	\$45,783,000	\$40,066,000	(\$5,717,000)	-12%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$11,018,000	\$586,000	(\$10,432,000)	-95%
	Total Long Term Debt	\$11,018,000	\$586,000	(\$10,432,000)	-95%
3	Accrued Pension Liability	\$74,894,000	\$83,306,000	\$8,412,000	11%
4	Other Long Term Liabilities	\$24,062,000	\$22,539,000	(\$1,523,000)	-6%
	Total Long Term Liabilities	\$109,974,000	\$106,431,000	(\$3,543,000)	-3%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$955,000	\$2,588,000	\$1,633,000	171%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	\$32,395,000	\$56,272,000	\$23,877,000	74%
2	Temporarily Restricted Net Assets	\$1,922,000	\$1,970,000	\$48,000	2%
3	Permanently Restricted Net Assets	\$15,831,000	\$16,548,000	\$717,000	5%
	Total Net Assets	\$50,148,000	\$74,790,000	\$24,642,000	49%
	Total Liabilities and Net Assets	\$206,860,000	\$223,875,000	\$17,015,000	8%

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016* ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
A. <u>Operating Revenue:</u>					
1	Total Gross Patient Revenue	\$832,217,000	\$152,831,000	(\$679,386,000)	-82%
2	Less: Allowances	\$536,081,000	\$100,069,000	(\$436,012,000)	-81%
3	Less: Charity Care	\$1,072,000	\$1,021,000	(\$51,000)	-5%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$295,064,000	\$51,741,000	(\$243,323,000)	-82%
5	Provision for Bad Debts	\$9,675,000	\$1,442,000	(\$8,233,000)	-85%
	Net Patient Service Revenue less provision for bad debts	\$285,389,000	\$50,299,000	(\$235,090,000)	-82%
6	Other Operating Revenue	\$10,072,000	\$1,365,000	(\$8,707,000)	-86%
7	Net Assets Released from Restrictions	\$0	\$0	\$0	0%
	Total Operating Revenue	\$295,461,000	\$51,664,000	(\$243,797,000)	-83%
B. <u>Operating Expenses:</u>					
1	Salaries and Wages	\$123,197,000	\$22,400,000	(\$100,797,000)	-82%
2	Fringe Benefits	\$32,298,000	\$4,765,000	(\$27,533,000)	-85%
3	Physicians Fees	\$9,916,000	\$1,659,000	(\$8,257,000)	-83%
4	Supplies and Drugs	\$43,411,000	\$7,978,000	(\$35,433,000)	-82%
5	Depreciation and Amortization	\$11,636,000	\$2,834,000	(\$8,802,000)	-76%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$980,000	\$8,000	(\$972,000)	-99%
8	Malpractice Insurance Cost	\$4,154,000	\$1,088,000	(\$3,066,000)	-74%
9	Other Operating Expenses	\$67,708,000	\$11,150,000	(\$56,558,000)	-84%
	Total Operating Expenses	\$293,300,000	\$51,882,000	(\$241,418,000)	-82%

SAINT MARY'S HEALTH SYSTEM (Consolidated)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016* ACTUAL</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
	Income/(Loss) From Operations	\$2,161,000	(\$218,000)	(\$2,379,000)	-110%
C.	<u>Non-Operating Revenue:</u>				
1	Income from Investments	\$1,565,000	\$53,000	(\$1,512,000)	-97%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$963,000	(\$11,000)	(\$974,000)	-101%
	Total Non-Operating Revenue	\$2,528,000	\$42,000	(\$2,486,000)	-98%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$4,689,000	(\$176,000)	(\$4,865,000)	-104%
	Other Adjustments:				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$4,689,000	(\$176,000)	(\$4,865,000)	-104%
	* FY16 represents the period 8/1/16 - 9/30/16				

ATTACHMENT 3

Saint Mary's Hospital (Hospital Only)

	Month		Year to Date	
	Sept 2016	Prior Year	Sept 2016*	Prior Year
A. <u>Operating Performance</u>				
Operating Margin	10.9%	9.0%	8.1%	7.2%
Non-Operating Margin	0.1%	-6.0%	0.1%	1.0%
Total Margin	11.0%	3.0%	8.2%	8.2%
Bad Debt as % of Gross Revenue	0.1%	0.4%	0.7%	1.2%
B. <u>Liquidity</u>				
Current Ratio	1.76	1.62	1.79	1.62
Days Cash on Hand	31	23	31	23
Days in Net Accounts Receivable	37	41	37	41
Average Payment Period	52	61	52	61
C. <u>Leverage and Capital Structure</u>				
Long-term Debt to Equity	-	0.32	-	0.32
Long-term Debt to Capitalization	-	0.24	-	0.24
Unrestricted Cash to Debt	231.15	0.97	231.15	0.97
Times Interest Earned Ratio	1170.1	30.5	735.40	22.65
Debt Service Coverage Ratio	214.8	11.3	71.20	9.82
Equity Financing Ratio	2.70	4.23	2.70	4.23
D. <u>Additional Statistics (in thousands)</u>				
Income from Operations	\$ 2,523	\$ 1,821	\$ 3,672	\$ 18,739
Revenue Over/(Under) Expense	\$ 2,537	\$ 601	\$ 3,717	\$ 21,261
EBITDA	\$ 3,866	\$ 2,835	\$ 6,335	\$ 30,507
Patient Cash Collected	\$ 20,601	\$ 18,920	\$ 42,323	\$ 239,372
Cash and Cash Equivalents	\$ 20,572	\$ 13,310	\$ 20,572	\$ 13,310
Net Working Capital	\$ 17,764	\$ 8,953	\$ 17,764	\$ 8,953
Unrestricted Assets	\$ 59,686	\$ 27,411	\$ 59,686	\$ 27,411
Credit Ratings (S&P, FITCH and Moody's)				

Note: September 2016 YTD is only for the period 8/1-9/30. The prior year YTD is the full fiscal year for FY15

Saint Mary's Health System (Consolidated)

	Month		Year to Date	
	Sept 2016	Prior Year	Sept 2016*	Prior Year
A. <u>Operating Performance</u>				
Operating Margin	1.3%	-0.1%	-0.4%	0.7%
Non-Operating Margin	0.1%	-5.0%	0.1%	0.9%
Total Margin	1.4%	-5.0%	-0.3%	1.6%
Bad Debt as % of Gross Revenue	0.5%	0.7%	0.9%	1.1%
B. <u>Liquidity</u>				
Current Ratio	1.65	1.38	1.65	1.38
Days Cash on Hand	27	19	27	19
Days in Net Accounts Receivable	37	42	37	42
Average Payment Period	52	58	52	58
C. <u>Leverage and Capital Structure</u>				
Long-term Debt to Equity	0.01	0.29	0.01	0.28
Long-term Debt to Capitalization	0.01	0.23	0.01	0.22
Unrestricted Cash to Debt	24.72	0.98	24.72	0.98
Times Interest Earned Ratio	37.4	-57.7	(26.30)	3.20
Debt Service Coverage Ratio	44.4	4.9	7.79	4.33
Equity Financing Ratio	2.88	4.05	2.88	4.05
D. <u>Additional Statistics (in thousands)</u>				
Income from Operations	\$ 332	\$ (3)	\$ (218)	\$ 2,161
Revenue Over/(Under) Expense	\$ 373	\$ (1,137)	\$ (176)	\$ 4,689
EBITDA	\$ 1,776	\$ 1,240	\$ 2,624	\$ 14,777
Patient Cash Collected	\$ 23,617	\$ 21,477	\$ 48,614	\$ 272,841
Cash and Cash Equivalents	\$ 22,818	\$ 15,091	\$ 22,818	\$ 15,091
Net Working Capital	\$ 27,488	\$ 17,267	\$ 27,488	\$ 17,267
Unrestricted Assets	\$ 56,272	\$ 32,395	\$ 56,272	\$ 32,395
Credit Ratings (S&P, FITCH and Moody's)				

Note: September 2016 YTD is only for the period 8/1-9/30. The prior year YTD is the full fiscal year for FY15

Docket Number: 15-31979-CON
Transfer of Ownership of Saint
Francis Care, Inc. to Trinity Health
Corporation and Trinity Health -
New England



1000 Asylum Street
Hartford, CT 06105
860-714-6165

November 30, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-
referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at
860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a stylized flourish at the end.

Claudio Capone
Regional Vice President of
Business Development and Strategic Planning
claudio.capone@trinityhealth-ne.org

Enclosures

CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation

Response to Item 9 of the Settlement and Order dated 8/1/2015
Annual Report for the Capital Investment Plan due 11/30/2016

Question 1

Provide a five-year post-closing capital investment plan detailing the proposed allocation of the \$275 million capital investment commitment. The submitted plan shall account for the full \$275 million commitment as stated in the proposal and include the following information:

- a. A list of planned capital expenditures with detailed descriptions and associated estimated costs, and*

Please refer to Attachment 1 for FY 2016 actual capital expenditures for the twelve month period ended September 30, 2016.

Attachment 2 includes the final approved capital budget (see column C) for Trinity Health –New England, Inc. (TH-NE) which has been approved by both Trinity Health’s governing body as well as TH-NE’s finance committee. The FY 2017 budget is for the period 7/1/2016-6/30/2017.

Attachment 2 has also been updated to reflect preliminary capital budget for FY 2018-2020. TH-NE, including Saint Francis Hospital and Medical Center, is in the process of developing their three to five year strategic plan. Future year’s capital expenditures will be further defined and aligned with the outcome of the strategic planning process.

Since our last filing, Saint Mary’s Hospital joined Trinity Health-New England.

Attachment 2 has also been updated to reflect Saint Mary’s FY 2017 routine and strategic capital budget. Furthermore, one critical investment necessary to effectively provide care to members of our community is to implement a single electronic health record across all of the hospitals and ambulatory providers. TH-NE will be investing in this technology at Saint Mary’s and has allocated \$20.5 million to this project.

b. A timeframe for the rollout of the capital projects, including estimated beginning, ending and start-up/operation dates.

See Attachment 3 for the FY 2017 individual capital projects greater than \$500,000 that have been approved to proceed at Saint Francis. The remaining dollars relating to the capital budget will be allocated based upon current priorities and any critical needs that arise.

As the strategic plan is finalized and the more significant capital investments are identified, TH-NE will provide OHCA with an update for this stipulation. Trinity Health – New England, Inc. believes this approach will ensure the greatest accuracy as well as meet the intent of this stipulation.

Updated Capital Expenditure Summary 10/1/2015-9/30/2016

Entity	Service Line	Project Description	Budget	Actual Expenditures
Saint Francis Hospital and Medical Center	Facilities	Trinity Signage Branding	\$ 627,000	\$ -
Saint Francis Hospital and Medical Center	Facilities	Facilities Gen. - Renoc-Elect.Wholesalers Facility For Parking		\$ 878,286
Saint Francis Hospital and Medical Center	Facilities	Gengras 5th Floor Renovations		\$ 763,217
Saint Francis Hospital and Medical Center	Women and Infants	Women and Infants Build Out Addition to Women's Center	\$ 1,000,000	553,569
Saint Francis Hospital and Medical Center	Facilities	Collins Parking Garage Repairs	\$ 750,000	776,371
Saint Francis Hospital and Medical Center	Business Development	Various Construction Projects*	\$ 1,000,000	-
Saint Francis Hospital and Medical Center	Cardiovascular	Cath Lab Renovation and Replacement FY16	\$ 1,500,000	770,948
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Office Renovations	\$ 2,000,000	120,636
Saint Francis Hospital and Medical Center	Facilities	Renovation General - Burgdorf Renovation	\$ 800,000	437,271
Saint Francis Hospital and Medical Center	Facilities: Engineering	Medical Office Building Renovations	\$ 500,000	161,967
Saint Francis Hospital and Medical Center	Information Technology	Infrastructure Movement and Replacement of Data Center	\$ 6,000,000	4,997,817
Saint Francis Hospital and Medical Center	Information Technology	EMC Project-Buid and Archive SFS Data To EMC		747,634
Saint Francis Hospital and Medical Center	Administration	Contingency FY16 Major Items	\$ 1,220,229	-
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Vision Center Renovation - Replace Back Center ***	\$ 975,550	-
Mount Sinai Hospital	Physical Medicine and Rehabilitation	Replace 800K Absorber	\$ 520,000	-
Saint Francis Medical Group	SFMG	Renovation for Rheumatology Bariatrics and Endocrine	\$ 1,500,000	93,213
Saint Francis Hospital and Medical Center	CJRI	CJRI TWO O.R.s	\$ 1,583,500	1,686,256
Saint Francis Hospital and Medical Center	Information Technology	Epic Ambulatory Implementation	\$ 5,164,190	4,206,039
		Total of projects budgeted over \$500,000 FY2016	\$ 25,140,469	\$ 16,193,224
Saint Francis Hospital and Medical Center	Strategic Investments	Acquisition of Johnson Memorial**	\$ 20,015,000	\$ 20,015,000
		Total of projects budgeted under \$500,000 FY 2016	\$ 12,778,531	\$ 13,292,542
		Johnson Capital Expenditures		1,496,335
		Total Capital Budget for FY 2016 and Expenditures to Date	\$ 57,934,000	\$ 50,997,102
		Capital expenditures specific to Saint Francis	\$ 37,919,000	\$ 29,485,767

* Construction budget reduced to \$250,000 to reallocate capital to other project

** \$18 million funded through an intercompany loan from Trinity Health Corporate

Attachment 2
Preliminary Capital Investment Plan for Saint Francis Care , Inc.
Dollars in Thousands

	(a)	(b)	(C)	(d)			
		Expenditures	FY 2017 Budget	FY 2018 Budget	FY 2019 Budget	FY 2020 Budget	
		(10/1/2015-	(7/1/2016-	(7/1/2017-	(7/1/2018-	(7/1/2019-	
		9/30/2016)	6/30/2017]	6/30/2018]	6/30/2019]	6/30/2020]	Estimated Five Year
	Five Year Total						Capital Spend
Preliminary capital expenditures summary							
Investment in facilities, medical and non-medical equipment and technology	\$ 184,000	21,428	\$ 10,355	\$ 25,000	\$ 20,000	\$ 20,000	\$ 96,783
Capital leases associated with Epic and other	4,500	1,028	1,300				2,328
Facility & program improvements for various service lines (e.g., CJRI, Rehab)	5,000	3,104	3,000	1,000	1,000		8,104
Expansion/renovations of clinical facilities	10,000		1,500	15,000			16,500
Physician acquisitions/ambulatory network development	23,500		3,200	2,500	2,500	2,500	10,700
Information Technology		3,926					3,926
Unspecified; to be allocated based on organizational priorities each year	48,000	20,015		5,000	10,000	15,000	50,015
							-
Adjustments to preliminary capital expenditure summary:							
Reallocation to Johnson Memorial - part of strategic growth of RHM		1,496	1,512	3,000	3,000	1,500	10,508
Reallocation to Saint Mary's-part of strategic growth of RHM			20,272	15,000	15,000	20,000	70,272
Saint Mary's Epic Implementation			20,475				20,475
Total estimated annual capital expenditures	\$ 275,000	\$ 50,997	\$ 61,614	\$ 66,500	\$ 51,500	\$ 59,000	\$ 289,611

(a) Preliminary plan for capital commitment as noted on page 635 of CON.

(b) Capital expenditures 10/1/2015-9/30/2016 see detail at Attachment 2 (SFHMC and Johnson acquisition)

(C) Budget for FY 2017 reduced due to Trinity Corporate financial objectives. Approved Trinity Health-New England Capital budget for Saint Francis and Johnson was \$20,867,000

Saint Mary's routine and strategic capital for FY 2017 is \$20,272,000. In addition, the implementation of Epic is \$20,475,000 million.

(d) Amounts continue to be preliminary based on evolving RHM strategy and expected investment necessary for Saint Francis facilities and equipment, etc. Strategic plan currently being developed.

\$15 million in FY 2018 for expansion of clinical facilities is for an Ambulatory Surgery Center (pending any required approvals and finalization of strategic plan)

Note: \$20,015 in FY 2016 was investment in Johnson Memorial Hospital which closed on 1/1/2016

CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation

Stipulation # 9

Attachment 3: Saint Francis Hospital and Medical Center Specific Projects Approved for FY 2017 (7/1/2016-6/30/2017) > \$500,000

Project Type	Project Name (50 characters)	Long Description (250 characters)	2017 Budget
Clinical	Replace Beds	Critical Care SL, Department # 71800 - CICU	\$ 881,136
IT	Infrastructure - Primary Backup Data Domain / Centera Growth	IT SL, Department # 15130 - IES	\$ 600,000
Clinical	Stryker Power Equipment	CJRI SL, Department # 50020 - CJRI OR	\$ 1,302,000
Clinical	OMNINAV Robotic Unit	CJRI SL, Department # 50020 - CJRI OR	\$ 500,000
Clinical	Tele monitors for Bldg 1 and 2	Tele monitors for Bldg 1 and 2	\$ 1,018,000
Furniture, Fixtures & Non-Clinical Equipment	Miscellaneous General - Trinity Signage - 2054	Facilities SL, Engineering Department # 35100	\$ 600,000
Facilities	Facilities & Infrastructure	Fairbanks Energy LED: Energy Audit SFHMC, RHHCT, JMMC	\$ 766,961
IT	New maintenance management system	New maintenance management system	\$ 756,950
IT	IT system	Replacment of the treatment planning system; Pinnacle and transition to Raytstation.	\$ 500,000
Clinical	Philips Medical System		\$ 885,970
Planning, Design & Construction	Renovation of oncology units	Renovate 8-1, 8-1a (donor funded)	\$ 2,599,759
Planning, Design & Construction	Renovation of oncology units	Renovate 8-2	\$ 675,000

Sub-total projects > \$500,000

\$ 11,085,776.00



1000 Asylum Street
Hartford, CT 06105
860-714-6165

November 30, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Re: Docket Number: 15-31979 CON Transfer of Ownership of Saint Francis Care, Inc. to
Trinity Health Corporation

Dear Ms. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the
above-referenced Agreed Settlement Order dated August 1, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at
860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio Capone
Regional Vice President of
Business Development and Strategic Planning
claudio.capone@trinityhealth-ne.org

Enclosures

CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation

Response to Items #10 and #11 of the Settlement and Order dated 8/1/2015 for the Six Month Period Ended September 30, 2016

10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both the Hospital and its immediate parent (SFC or its successor legal entity) for purposes of this Order, semi-annual periods are October 1 - March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31 and November 30, beginning May 31, 2016:

a) The cost saving totals achieved in the following Operating Expense Categories for both the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM): Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The information shall also contain narratives describing:

1. the major cost savings achieved for each expense category; and

Since October 1, 2015, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Trinity Health to identify and implement changes to realize cost savings opportunities. As previously reported, a significant benefit with annual ongoing savings for Saint Francis was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. In addition, the Series F Fixed Pay SWAP was novated to Trinity Health on October 1, 2015. The result of this SWAP was an improvement in Saint Francis' net assets of \$44 million. Furthermore, the transfer of this SWAP removes the financial risks associated with the change in interest rates and the impact on Saint Francis net assets. For example, in FY 2015, Saint Francis recorded a \$14.8 million non-operating loss related to this interest rate SWAP. Interest expense savings for the twelve months ended September 30, 2016 was \$2.5 million with \$2.0 million being realized in the six month period ended September 30, 2016 due to an interest rate rebate from system office received in June 2016 for approximately \$1.0 million.

Another significant change was the inclusion of Saint Francis into the Trinity Health insurance program. This was an overall decrease in annual premiums of approximately \$1.3 million exclusive of one time tail coverage costs incurred as part of the transaction. The benefit related to this change was \$621,000 for the six month period ended 9/30/2016.

Lastly, leveraging the Trinity Health actuarial expertise whose approach is to more closely align mortality assumptions with plan participant demographics in the Trinity Health pension plans, Saint Francis' projected benefit obligation was further evaluated. As a result, Saint Francis

recognized an annual benefit in pension expense of \$4.2 million for the twelve month period ended September 30, 2016. For the period from April 1, 2016 to September 30, 2016, the realized benefit was \$2.9 million.

Since the last report provide to OHCA on May 31st, Saint Francis transitioned to the Trinity Health Group Purchasing Organization, HPG. This has resulted in supply chain savings of approximately \$713,000 for the period April 1, 2016 to September 30, 2016. In addition, Saint Francis received HPG rebates of approximately \$214,000 in September 2016. In addition to the pricing benefits realized under the HPG agreement, the Supply Chain leadership has been identifying contracts at Saint Francis that can be shifted to Trinity contracts which will also result in incremental savings in FY 2017.

As Saint Francis benefits from Trinity Health's pricing arrangements with vendors, we have also realized \$1.2 million in cost savings for capital information technology relating to Epic hardware in the twelve months ended September 30, 2016. Operating expense savings relating to information technology was \$53,000 for the six month period ended September 30, 2016.

There were no cost savings specific to Trinity Health – New England, Inc. (formerly known as Saint Francis *Care*, Inc.) as there are no operating expenses currently within this entity.

Except where otherwise noted, these cost savings will continue to be realized in future years. Furthermore, we continue to identify cost saving opportunities with vendors and will report those cost savings when realized in future reporting periods. See **Attachment A** for expense savings by category.

2. the effect of these cost savings on the clinical quality of care.

There has been no negative impact to clinical quality of care as a result of these cost savings.

b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM). The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.

See **Attachment B**.

11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.

See **Attachment C** for Financial Indicators.

Attachment A

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
Cost Savings/Synergies 4/1/2016-9/30/2016

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1/2016-9/30/2016</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension)	\$2,921
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	\$927
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$1,953
H.	Malpractice Insurance Cost	\$621
I.	Utilities	
J.	Business Expenses (insurance and IT)	\$141
K.	Other Operating Expense	
	Total savings 10/1-3/31	<hr/> <u>\$6,563</u>

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 SEPTEMBER</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
I.	<u>ASSETS</u>				
A.	<u>Current Assets:</u>				
1	Cash and Cash Equivalents	\$76,694,000	\$22,557,000	(\$54,137,000)	-71%
2	Short Term Investments	\$9,418,000	\$33,338,000	\$23,920,000	254%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$65,284,000	\$67,940,000	\$2,656,000	4%
4	Current Assets Whose Use is Limited for Current Liabilities	\$1,521,000	\$0	(\$1,521,000)	-100%
5	Due From Affiliates	\$4,864,000	\$47,485,000	\$42,621,000	876%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,912,000	(\$789,000)	-8%
8	Prepaid Expenses	\$8,457,000	\$4,378,000	(\$4,079,000)	-48%
9	Other Current Assets	\$2,211,000	\$2,134,000	(\$77,000)	-3%
	Total Current Assets	\$178,150,000	\$186,744,000	\$8,594,000	5%
B.	<u>Noncurrent Assets Whose Use is Limited:</u>				
1	Held by Trustee	\$48,893,000	\$51,025,000	\$2,132,000	4%
2	Board Designated for Capital Acquisition	\$26,070,000	\$27,789,000	\$1,719,000	7%
3	Funds Held in Escrow	\$817,000	\$0	(\$817,000)	-100%
4	Other Noncurrent Assets Whose Use is Limited	(\$1,521,000)	\$0	\$1,521,000	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$74,259,000	\$78,814,000	\$4,555,000	6%
5	Interest in Net Assets of Foundation	\$9,394,000	\$11,681,000	\$2,287,000	24%
6	Long Term Investments	\$25,350,000	\$20,027,000	(\$5,323,000)	-21%
7	Other Noncurrent Assets	\$7,117,000	\$12,802,000	\$5,685,000	80%
C.	<u>Net Fixed Assets:</u>				
1	Property, Plant and Equipment	\$873,910,000	\$418,811,000	(\$455,099,000)	-52%
2	Less: Accumulated Depreciation	\$427,558,000	\$43,734,000	(\$383,824,000)	-90%
	Property, Plant and Equipment, Net	\$446,352,000	\$375,077,000	(\$71,275,000)	-16%
3	Construction in Progress	\$8,411,000	\$14,907,000	\$6,496,000	77%
	Total Net Fixed Assets	\$454,763,000	\$389,984,000	(\$64,779,000)	-14%
	Total Assets	\$749,033,000	\$700,052,000	(\$48,981,000)	-7%
II.	<u>LIABILITIES AND NET ASSETS</u>				
A.	<u>Current Liabilities:</u>				
1	Accounts Payable and Accrued Expenses	\$36,361,000	\$24,750,000	(\$11,611,000)	-32%
2	Salaries, Wages and Payroll Taxes	\$33,492,000	\$35,638,000	\$2,146,000	6%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
3	Due To Third Party Payers	\$12,528,000	\$13,400,000	\$872,000	7%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$6,926,000	(\$372,000)	-5%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$6,680,000	\$5,962,000	(\$718,000)	-11%
	Total Current Liabilities	\$96,359,000	\$86,676,000	(\$9,683,000)	-10%
	B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$237,731,000	(\$6,423,000)	-3%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	Total Long Term Debt	\$244,154,000	\$237,731,000	(\$6,423,000)	-3%
3	Accrued Pension Liability	\$234,591,000	\$226,613,000	(\$7,978,000)	-3%
4	Other Long Term Liabilities	\$43,991,000	\$15,130,000	(\$28,861,000)	-66%
	Total Long Term Liabilities	\$522,736,000	\$479,474,000	(\$43,262,000)	-8%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	C. Net Assets:				
1	Unrestricted Net Assets or Equity	\$52,342,000	\$49,025,000	(\$3,317,000)	-6%
2	Temporarily Restricted Net Assets	\$24,417,000	\$29,566,000	\$5,149,000	21%
3	Permanently Restricted Net Assets	\$53,179,000	\$55,311,000	\$2,132,000	4%
	Total Net Assets	\$129,938,000	\$133,902,000	\$3,964,000	3%
	Total Liabilities and Net Assets	\$749,033,000	\$700,052,000	(\$48,981,000)	-7%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2015	FY 2016	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -SEPT</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,104,370,392	\$2,252,204,000	\$147,833,608	7%
2	Less: Allowances	\$1,420,599,391	\$1,498,710,000	\$78,110,609	5%
3	Less: Charity Care	\$13,558,599	\$8,463,000	(\$5,095,599)	-38%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$670,212,402	\$745,031,000	\$74,818,598	11%
5	Provision for Bad Debts	\$20,980,833	\$14,575,000	(\$6,405,833)	-31%
	Net Patient Service Revenue less provision for bad debts	\$649,231,569	\$730,456,000	\$81,224,431	13%
6	Other Operating Revenue	\$31,281,747	\$38,574,000	\$7,292,253	23%
7	Net Assets Released from Restrictions	\$4,156,122	\$3,397,000	(\$759,122)	-18%
	Total Operating Revenue	\$684,669,438	\$772,427,000	\$87,757,562	13%
B. Operating Expenses:					
1	Salaries and Wages	\$257,621,228	\$258,412,000	\$790,772	0%
2	Fringe Benefits	\$68,082,765	\$63,421,000	(\$4,661,765)	-7%
3	Physicians Fees	\$47,535,764	\$52,062,000	\$4,526,236	10%
4	Supplies and Drugs	\$99,464,711	\$115,390,000	\$15,925,289	16%
5	Depreciation and Amortization	\$37,713,710	\$44,179,000	\$6,465,290	17%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,151,596	\$8,115,000	(\$3,036,596)	-27%
8	Malpractice Insurance Cost	\$10,303,205	\$8,753,000	(\$1,550,205)	-15%
9	Other Operating Expenses	\$149,739,353	\$211,691,000	\$61,951,647	41%
	Total Operating Expenses	\$681,612,332	\$762,023,000	\$80,410,668	12%
	Income/(Loss) From Operations	\$3,057,106	\$10,404,000	\$7,346,894	240%
C. Non-Operating Revenue:					
1	Income from Investments	(\$2,527,631)	\$6,882,000	\$9,409,631	-372%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,532,605)	(\$4,960,000)	\$12,572,605	-72%
	Total Non-Operating Revenue	(\$20,060,236)	\$1,922,000	\$21,982,236	-110%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$17,003,130)	\$12,326,000	\$29,329,130	-172%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$17,003,130)	\$12,326,000	\$29,329,130	-172%
	Principal Payments	\$8,785,000	\$0	(\$8,785,000)	-100%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$102,071,000	\$54,842,000	(\$47,229,000)	-46%
2	Short Term Investments	\$33,496,000	\$43,685,000	\$10,189,000	30%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$77,445,000	\$78,467,000	\$1,022,000	1%
4	Current Assets Whose Use is Limited for Current Liabilities	\$1,521,000	\$0	(\$1,521,000)	-100%
5	Due From Affiliates	\$3,400,000	\$30,984,000	\$27,584,000	811%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$9,701,000	\$8,912,000	(\$789,000)	-8%
8	Prepaid Expenses	\$7,851,000	\$4,819,000	(\$3,032,000)	-39%
9	Other Current Assets	\$6,745,000	\$5,743,000	(\$1,002,000)	-15%
	Total Current Assets	\$242,230,000	\$227,452,000	(\$14,778,000)	-6%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$48,894,000	\$51,025,000	\$2,131,000	4%
2	Board Designated for Capital Acquisition	\$27,242,000	\$27,789,000	\$547,000	2%
3	Funds Held in Escrow	\$43,133,000	\$0	(\$43,133,000)	-100%
4	Other Noncurrent Assets Whose Use is Limited	(\$1,521,000)	\$0	\$1,521,000	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$117,748,000	\$78,814,000	(\$38,934,000)	-33%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$25,097,000	\$22,193,000	(\$2,904,000)	-12%
7	Other Noncurrent Assets	\$15,864,000	\$41,494,000	\$25,630,000	162%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$912,915,000	\$429,833,000	(\$483,082,000)	-53%
2	Less: Accumulated Depreciation	\$454,078,000	\$45,381,000	(\$408,697,000)	(\$1)
	Property, Plant and Equipment, Net	\$458,837,000	\$384,452,000	(\$74,385,000)	-16%
3	Construction in Progress	\$8,411,000	\$14,931,000	\$6,520,000	78%
	Total Net Fixed Assets	\$467,248,000	\$399,383,000	(\$67,865,000)	-15%
	Total Assets	\$868,187,000	\$769,336,000	(\$98,851,000)	-11%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$41,686,000	\$30,149,000	(\$11,537,000)	-28%
2	Salaries, Wages and Payroll Taxes	\$51,151,000	\$57,548,000	\$6,397,000	13%
3	Due To Third Party Payers	\$13,630,000	\$15,584,000	\$1,954,000	14%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,298,000	\$7,292,000	(\$6,000)	0%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$8,658,000	\$6,583,000	(\$2,075,000)	-24%
	Total Current Liabilities	\$122,423,000	\$117,156,000	(\$5,267,000)	-4%
	B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$244,154,000	\$255,276,000	\$11,122,000	5%
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0	0%
	Total Long Term Debt	\$244,154,000	\$255,276,000	\$11,122,000	5%
3	Accrued Pension Liability	\$276,965,000	\$230,820,000	(\$46,145,000)	-17%
4	Other Long Term Liabilities	\$43,991,000	\$18,208,000	(\$25,783,000)	-59%
	Total Long Term Liabilities	\$565,110,000	\$504,304,000	(\$60,806,000)	-11%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	C. Net Assets:				
1	Unrestricted Net Assets or Equity	\$101,295,000	\$61,336,000	(\$39,959,000)	-39%
2	Temporarily Restricted Net Assets	\$26,180,000	\$31,229,000	\$5,049,000	19%
3	Permanently Restricted Net Assets	\$53,179,000	\$55,311,000	\$2,132,000	4%
	Total Net Assets	\$180,654,000	\$147,876,000	(\$32,778,000)	-18%
	Total Liabilities and Net Assets	\$868,187,000	\$769,336,000	(\$98,851,000)	-11%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 OCT -SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,433,798,000	\$2,622,172,000	\$188,374,000	8%
2	Less: Allowances	\$1,621,115,000	\$1,728,774,000	\$107,659,000	7%
3	Less: Charity Care	\$14,331,000	\$9,009,000	(\$5,322,000)	-37%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$798,352,000	\$884,389,000	\$86,037,000	11%
5	Provision for Bad Debts	\$25,600,000	\$18,334,000	(\$7,266,000)	-28%
	Net Patient Service Revenue less provision for bad debts	\$772,752,000	\$866,055,000	\$93,303,000	12%
6	Other Operating Revenue	\$38,303,000	\$49,826,000	\$11,523,000	30%
7	Net Assets Released from Restrictions	\$10,911,000	\$7,952,000	(\$2,959,000)	-27%
	Total Operating Revenue	\$821,966,000	\$923,833,000	\$101,867,000	12%
B. Operating Expenses:					
1	Salaries and Wages	\$378,595,000	\$402,540,000	\$23,945,000	6%
2	Fringe Benefits	\$86,980,000	\$86,331,000	(\$649,000)	-1%
3	Physicians Fees	\$24,836,000	\$28,805,000	\$3,969,000	16%
4	Supplies and Drugs	\$119,805,000	\$137,840,000	\$18,035,000	15%
5	Depreciation and Amortization	\$39,696,000	\$45,487,000	\$5,791,000	15%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$11,152,000	\$8,116,000	(\$3,036,000)	-27%
8	Malpractice Insurance Cost	\$6,887,000	\$12,151,000	\$5,264,000	76%
9	Other Operating Expenses	\$148,043,000	\$201,439,000	\$53,396,000	36%
	Total Operating Expenses	\$815,994,000	\$922,709,000	\$106,715,000	13%
	Income/(Loss) From Operations	\$5,972,000	\$1,124,000	(\$4,848,000)	-81%
C. Non-Operating Revenue:					
1	Income from Investments	(\$2,530,000)	\$5,904,000	\$8,434,000	-333%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$17,533,000)	(\$4,960,000)	\$12,573,000	-72%
	Total Non-Operating Revenue	(\$20,063,000)	\$944,000	\$21,007,000	-105%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$14,091,000)	\$2,068,000	\$16,159,000	-115%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$58,589,000	\$58,589,000	0%
	Total Other Adjustments	\$0	\$58,589,000	\$58,589,000	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$14,091,000)	\$60,657,000	\$74,748,000	-530%

TRINITY HEALTH - NEW ENGLAND, INC.
(FORMERLY SAINT FRANCIS CARE, INC.)
CONSOLIDATED STATEMENT OF CASH FLOW

	Twelve Months Ended September 30 2016
Operating activities and non-operating income	
Excess of revenues over expenses	\$ 60,657,000
Adjustments to reconcile excess of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	45,487,000
Bad debts	18,334,000
Increase in assets held in trust by others	(2,131,000)
Increase in accrued pension liability	(46,145,000)
Decrease in other long term liabilities	(25,783,000)
Purchase accounting	(30,319,000)
Transfer of swap to TH-NE	(44,000,000)
Other changes in net assets	(19,116,000)
Change in working capital, other than cash and cash equivalents	(45,857,000)
Net cash used in operating activities	(88,873,000)
Investing activities	
Purchase of property, plant and equipment, net	(36,317,000)
Purchase accounting, property, plant and equipment	58,695,000
Increase in investments	(7,285,000)
Increase in other noncurrent assets	(25,630,000)
Decrease in noncurrent assets whose use is limited	41,065,000
Net cash used in investing activities	30,528,000
Financing activities	
Issuance of long term debt	18,000,000
Principal payments on long-term debt	(6,884,000)
Net cash provided by financing activities	11,116,000
Net decrease in cash and cash equivalents	(47,229,000)
Cash and cash equivalents at beginning of period	102,071,000
Cash and cash equivalents at end of period	\$ 54,842,000

(FORMERLY SAINT FRANCIS CARE , INC.)
**CONSOLIDATED STATEMENT OF CHANGES IN
COMPONENTS OF WORKING CAPITAL OTHER THAN
CASH AND CASH EQUIVALENTS**

	Twelve Months Ended September 30 2016
Changes in current assets:	
Assets whose use is limited	
required for current liabilities	\$ 1,521,000
Accounts receivable--patients, net	(19,356,000)
Other current assets	1,002,000
Inventory of supplies	789,000
Prepaid expenses	3,032,000
Due from affiliated entities	(27,584,000)
	(40,596,000)
Changes in current liabilities:	
Accounts payable	(11,537,000)
Salary and wages, payroll taxes and amounts withheld from employees	6,397,000
Other current liabilities	(2,075,000)
Due to third party reimbursement agencies	1,954,000
	(5,261,000)
Changes in working capital other than cash and cash equivalents	\$ (45,857,000)

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
CONSOLIDATED STATEMENT OF CASH FLOW

	Twelve Months Ended September 30 2016
Operating activities and non-operating income	
Excess of revenues over expenses	\$ 12,326,000
Adjustments to reconcile excess of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	44,179,000
Bad debts	14,575,000
Increase in interest in Saint Francis Hospital and Medical Center Foundation	(2,287,000)
Increase in assets held in trust by others	(2,132,000)
Increase in accrued pension liability	(7,978,000)
Decrease in other long term liabilities	(28,861,000)
Other changes in net assets	(8,362,000)
Change in working capital, other than cash and cash equivalents	(62,697,000)
Net cash used in operating activities	(41,237,000)
Investing activities	
Purchase of property, plant and equipment, net	(34,704,000)
Purchase accounting, property, plant and equipment	55,304,000
Increase in investments	(18,597,000)
Increase in other noncurrent assets	(5,685,000)
Increase in noncurrent assets whose use is limited	(2,423,000)
Net cash used in investing activities	(6,105,000)
Financing activities	
Principal payments on long-term debt	(6,795,000)
Net cash used in financing activities	(6,795,000)
Net decrease in cash and cash equivalents	(54,137,000)
Cash and cash equivalents at beginning of period	76,694,000
Cash and cash equivalents at end of period	\$ 22,557,000

**SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
CONSOLIDATED STATEMENT OF CHANGES IN
COMPONENTS OF WORKING CAPITAL OTHER THAN
CASH AND CASH EQUIVALENTS**

	Twelve Months Ended September 30 2016
Changes in current assets:	
Assets whose use is limited required for current liabilities	\$ 1,521,000
Accounts receivable--patients, net	(17,231,000)
Other current assets	77,000
Inventory of supplies	789,000
Prepaid expenses	4,079,000
Due from affiliated entities	(42,621,000)
	(53,386,000)
Changes in current liabilities:	
Accounts payable	(11,611,000)
Salary and wages, payroll taxes and amounts withheld from employees	2,146,000
Accrued expenses and interest payable	(718,000)
Due to third party reimbursement agencies	872,000
	(9,311,000)
Changes in working capital other than cash and cash equivalents	\$ (62,697,000)

Attachment C

Saint Francis Hospital and Medical Center

	Sept 16 YTD	Sept 15 YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	1.3%	0.4%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	8.1%	7.6%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.6%	1.0%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	2.2	1.8	current assets/current liabilities
Days Cash on Hand	42.6	63.6	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	33.9	36.7	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	44.1	54.6	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	182.7%	193.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	64.0%	65.3%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.2%	44.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.3	1.3	EBIT/Interest expense
Debt Service Coverage Ratio	4.2 x	2.8 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	19.1%	17.3%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 10,404	\$ 3,057	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 12,326	\$ (17,003)	Net gain(loss)
EBITDA	\$ 62,698	\$ 51,923	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 55,895	\$ 86,112	from cons bs
Net Working Capital	\$ 100,068	\$ 81,791	current assets-current liabilities
Unrestricted Assets	\$ 49,025	\$ 52,342	from cons bs

Attachment C

Trinity Health - New England (Hartford)

	Sept 16 YTD	Sept 15 YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	0.1%	0.7%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	5.9%	6.9%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	1.1%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	1.9	2.0	current assets/current liabilities
Days Cash on Hand	52.6	76.5	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	33.1	36.6	net ar/net patient ser rev/days in yr
Average Payment Period	48.7	57.6	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	177.6%	139.2%	total debt/total equity(net assets)
Long-term Debt to Capitalization	63.3%	57.5%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.5	0.6	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	1.1	1.5	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	3.1 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	19.2%	20.8%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 1,124	\$ 5,972	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 60,657	* \$ (14,091)	Net gain(loss)
EBITDA	\$ 54,727	\$ 56,820	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 98,527	\$ 135,567	from cons bs
Net Working Capital	\$ 110,296	\$ 119,807	current assets-current liabilities
Unrestricted Assets	\$ 61,336	\$ 101,295	from cons bs

* includes purchase accounting goodwill adjustment

Attachment C

Trinity Health - New England (Hartford)

	Sept 16 YTD	Sept 15 YTD	Explanation
D. Additional Statistics			YTD net patient revenue increased \$93.3M, Operating expenses increased \$106.7M due to costs of drugs and medical supplies, professional fees for EPIC support, merger due diligence, JMMC acquisition and purchase accounting including depreciation and SFMG's increased loss of (\$5.4M).
Income(Loss) from Operations	1,124	5,972	
Revenue Over/(Under) Expense	60,657	(14,091)	Purchase accounting goodwill adjustment of \$58.6 million. Swap activity of \$15.5M for year end Sept 2015. SWAP transferred on 10/1 to Trinity Health.
			YTD net patient revenue increased \$93.3M, Operating expenses increased \$106.7M due to costs of drugs and medical supplies, professional fees for EPIC support, merger due diligence, JMMC acquisition and purchase accounting including depreciation and SFMG's increased loss of (\$5.4M).
EBITDA	54,727	56,820	
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	98,527	135,567	Decrease in a/p (\$11.5M); increase in due from affiliates \$27.5M; funds expended for tail liability \$8.5M; JMMC purchase \$2.3M; SWAP and debt termination expenses.
Net Working Capital	110,296	119,807	Decrease in cash and cash equivalents (\$37M), decrease in a/p (\$11.5M).
Unrestricted Assets	61,336	101,295	Change in PPE (\$74M) due to purchase accounting adjustments; Increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

Saint Francis Hospital

	Sept 16 YTD	Sept 15 YTD	Explanation
D. Additional Statistics			YTD net patient revenue increased \$87M. Operating expenses increased \$80M due to costs of drugs and medical supplies, professional fees for EPIC support, nurse registry fees, merger due diligence, JMMC acquisition and purchase accounting adjustments including depreciation.
Income(Loss) from Operations	10,404	3,057	
Revenue Over/(Under) Expense	12,326	(17,003)	Swap activity of (\$15.5M) for year end Sept 2015. SWAP transferred on 10/1 to Trinity Health.
			YTD net patient revenue increased \$87M. Operating expenses increased \$80M due to costs of drugs and medical supplies, professional fees for EPIC support, nurse registry fees, merger due diligence, JMMC acquisition and purchase accounting adjustments including depreciation.
EBITDA	62,698	51,923	
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	55,895	86,112	Decrease in a/p (\$11.6M), increase in due from affiliates \$42.6M
Net Working Capital	100,068	81,791	Decrease in cash and cash equivalents (\$30M), decrease in a/p (\$11.6M), increase in due from affiliates \$42.6M.
Unrestricted Assets	49,025	52,342	YTD income \$10.4M; Change in PPE (\$71M) due to purchase accounting adjustments; Increase pension liability due to change in mortality tables offset by transfer of SWAP liability to Trinity

Docket Number: 15-32002-CON Transfer of
Ownership of Johnson Memorial Medical Center to
Saint Francis Care, Inc.



1000 Asylum Street
Hartford, CT 06105
860-714-6165

November 30, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Mrs. Roberts:

Please see the attached documents in satisfaction of Stipulation 9 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a long, sweeping horizontal line extending to the right.

Claudio Capone
Regional Vice President of
Business Development and Strategic Planning
claudio.capone@trinityhealth-ne.org

Enclosures

CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Response to Item #9 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2017

9. Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis, the Applicants shall submit to OHCA its Capital Investment Plan specific to JMMC and JMHC detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:

a) A list of planned capital expenditures with detailed descriptions and associated estimated costs; and b) A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and c) Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order. Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the JMMC's operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by JMMC's Chief Financial Officer.

Since the approval of the Certificate of Need, Johnson has been in the process of developing the capital budget for FY 2017 (July 1, 2016 through June 30, 2017).

For the period April 1, 2016 through September 30, 2016, Johnson incurred capital expenditures of \$1.1 million (See **Attachment A**). As previously reported, Trinity Health – New England (formerly known as Saint Francis Care, Inc.) and Johnson accelerated the timing of the implementation of the Epic electronic medical record system. The total capital cost of this system implementation relating to Johnson was approximately \$6.8 million, which was paid by Saint Francis Hospital and Medical Center and ultimately structured as a capital lease to Johnson. Annual capital lease payments from Johnson to Saint Francis Hospital and Medical Center total \$960,000 annually for seven years, \$480,000 for the six month period ended September 30, which has been included in the capital expenditure report attached.

The FY 2017-FY2020 preliminary capital budget for Johnson (see **Attachment B**) was developed as part of the Trinity Health-New England's capital and operating budget processes as well as the current strategic financial planning process for the fiscal years 2018-2020. While capital projects are inventoried and identified during the strategic planning process, the actual expenditure for FY 2017, 2018 and 2019 will likely be \$1.5 million, \$3.0 million and \$3.0 million, respectively. Individual items on Johnson's capital request will be continuously evaluated as we are constantly assessing the strategic needs of the facilities.

Johnson Memorial Hospital/Johnson Memorial Medical Center
New Acquisition Jan - Sept 16
Stipulation # 9 Attachment A

Row Labels	Sum of ORIGINAL COST	
1/1/2016	\$	102,509
AccuDose Door Lock	\$	50,603
MRI Portico work	\$	31,904
software	\$	13,053
(blank)	\$	6,949
2/1/2016	\$	40,656
HD LED CD monitor/stand/basket	\$	14,260
JSC humidity & temp control	\$	26,396
3/1/2016	\$	43,475
AccuDose Door Lock	\$	7,425
analog video monitor syste -icu	\$	4,987
Endo cleaning station	\$	7,312
JSC humidity & temp control	\$	4,695
pneumatic Tube system	\$	10,276
upgrad to hum/temp controls	\$	8,780
4/1/2016	\$	55,385
Anesthesia monitors- lease buyout	\$	12,000
Psych room renovations	\$	19,825
renov for steris washer/sink,counter	\$	11,900
Steris/Amsco Washer	\$	11,660
5/1/2016	\$	111,352
Centricity Perinatal Intrapartum System	\$	86,343
Cystoscope equipment	\$	25,009
6/1/2016	\$	279,465
EPIQ 7G Ultrasound System	\$	259,640
Psych room renovations	\$	19,825
7/1/2016	\$	23,496
Endo cleaning station	\$	17,061
LF-DP Tracheal Intubation Fib rscope	\$	6,435
8/1/2016	\$	119,998
Kawneed series alum doors	\$	7,750
PeopleSoft Licenses	\$	112,248
Grand Total	\$	776,335
Epic Capital Lease	\$	720,000
Total Capital Expenditures including Lease 1/1-9/30	<u>\$</u>	<u>1,496,335</u>
Total Capital Expenditures including Lease 4/1-9/30	<u>\$</u>	<u>1,069,696</u>

Johnson Memorial Medical Center/Johnson Memorial Hospital

FY 2017 to FY 2020 Preliminary Capital Plan

Stipulation #9 Attachment B

N=New
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Plant Operations (8060)	Electrical upgrades - Phase One (FY18= \$600k, FY19=\$100k)	1		460,909	239,091		
Plant Operations (8060)	Kitchen Exhaust System	1		235,797			
Radiology (7240)	Digital Radiology room - remove old equip, install	1	R	210,000			
Nursing Admin (6010)	R Series ALC biphasic ZOLL Defibrillators (11 defibrillators)	1	R	208,611			
Plant Operations (8060)	Paving Visitor Parking Lot	2	R	126,165			
Plant Operations (8060)	Patient Room windows - recalk for blurry			50,000			
Pharmacy (7330)	Guardrails Service contract for Alaris IV pumps	1	R	72,000			
Plant Operations (8060)	Repairs to main Entrance Canopy	1		65,418			
Plant Operations (8060)	Uranium System	1		35,000			
Radiology (7240)	Raometric - one for JSC & JMH	1	N	18,000			
Pharmacy (7330)	3-card reader controller Locks (2 Stfd, 1 Enf)	1	N	10,000			
Plant Operations (8060)	Remove & install new Fire Hydrant	1		8,100			
Pharmacy (7330)	IV room @ JMH	1	N		500,000		
Radiology (7240)	Digital Mammography upgrad 2D @ JSC and Digital @JMH	1	R		430,000		
Radiology (7240)	R&F Digital room - remove old equip, install	1	R		\$369,750		
Pharmacy (7330)	AcuDose Equipment for OR suites @ JSC OR suites	1	N	-	274,001		
Radiology (7240)	GE OEC C-Arm	2	R		200,000		
Ultrasound (7280)	Ultrasound room & removal of old u/s equip	1	R		135,395		
Ultrasound (7280)	Philips EPIQ 7 Diamond Select System	1	R		118,000		
Plant Operations (8060)	Boiler,Energy Saving Controls/Hawk system	1	R		125,915		
Plant Operations (8060)	Paving Roadway, Loading Dock area, parking	2	R		\$122,841		
Pharmacy (7330)	AcuDose Software Upgrade Connect	1	R		76,118		
Nursing Admin (6010)	Carefusion Alaris PCA modules, Unites, ETC02 modules	1	R		75,768		
Cardiovascular (7250)	Cardiovascular Ultrasound Scanner	1	R		75,150		
Plant Operations (8060)	Bobcat for Snow removal & grounds work	2			\$70,000		
Central Sterile Proc. (6760)	Getinge 733 sterilizer	1	N		69,636		
JSC (Surgery Ctr) (6600)	OR Surgical Lights in OR 1, 2 & 3	1	R		66,492		
Plant Operations (8060)	ABS - JMH OR/Pharmacy/Heat Exchanger	2			61,320		
Plant Operations (8060)	Lighting Protections: Main Bldg; BH; PH; & WWTP	2			\$55,550		
Plant Operations (8060)	Truck	2			50,000		

Johnson Memorial Medical Center/Johnson Memorial Hospital
FY 2017 to FY 2020 Preliminary Capital Plan
Stipulation #9 Attachment B

N=New
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
JSC (Surgery Ctr) (6600)	Stryker Video Equipment Incl display & camera heads	2	R		40,101		
Enfield Phys Med (7093)	Mediware MediLinks OP CUL License	1	N		39,960		
Perioperative Svcs (6610)	Urology Instrumentation	1	R		34,000		
Nursing Admin (6010)	Carefusion Alaris syringe modules and software	2	R		33,252		
Nursing Admin (6010)	3 EZZ way 1000 lb ceiling lifts w continuous charge	2	N		32,262		
Plant Operations (8060)	Paint Boiler House Smoke Stack	2			\$31,180		
Psychiatry (6070)	Psychiatric Safe Medical Beds - 5 beds @ \$5,900	2	N		29,500		
CT Scan (7230)	ACR CT phantoms for JSC & JMH	1	N		26,000		
Plant Operations (8060)	I-Net Sysetm Upgrade	1			13,285		
Pharmacy (7330)	Camera Security System for pharm (4 Stfd, 2 Enf)	1	N		12,000		
Plant Operations (8060)	Fleet Guard Key System - control system	2			11,818		
Radiology (7240)	Stryker Stretcher - trauma - JMH	1	R		\$9,100		
Plant Operations (8060)	Backup Myers Pump for Bed 6 WWTP	2			9,084		
Ultrasound (7280)	Stryker OB Stretcher for JSC	1	N		6,000		
Plant Operations (8060)	Install 9 bollards in front of Generator	1			\$7,786		
	Carefusion					2,000,000	
	Pixis						
Nuclear Medicine (7300)	Siemens Symbia T6 Spect/CT camera	1	R			599,600	
CT Scan (7230)	Siemens Somatome Perspective 64 slice scanner	1	R			525,000	
Radiology (7240)	RadSpeed Auto Dr Radiographic Room	2	R			273,350	
Laboratory (7020)	Hematology replacemnt (2) Sysmex XN2000 analyzers	2	R			173,918	
Same Day Surgery (6605)	GE patient monitors & Central station monitor	2	R			145,834	
Plant Operations (8060)	Hot Water System	3				130,000	
Laboratory (7020)	(2) ACL TOP 300 Coagulation analyzers	1	R			90,000	
Perioperative Svcs (6610)	Mammotome	1	N			\$65,526	
Radiology (7240)	Bone Density (remove old equip, install)	3	R			65,000	
Central Sterile Proc. (6760)	Getinge 8668 Washer Disinfecter 12 Tray unit	3	N			55,598	
Plant Operations (8060)	Fuel duplex pump set	3				47,919	
Plant Operations (8060)	Medical Vacuum System	3				\$31,997	
Respiratory Therapy (7400)	Maquet SERVO - 1 Universal Core	1	N			30,681	

Johnson Memorial Medical Center/Johnson Memorial Hospital

FY 2017 to FY 2020 Preliminary Capital Plan

Stipulation #9 Attachment B

N=New
R = Replace

Entity/Leader/Dept	Item Description	Priority		FY 2017	FY 2018	FY 2019	FY 2020
Cardiac Rehab (7590)	complete phase 3 of business plan for relocation	1	N			23,100	
Radiology (7240)	C-Arm Table	3	R			20,000	
Plant Operations (8060)	New Well Install #9 - LaFamboise	3				17,155	
Anesthesia (7370)	Glide Scope	1	R			\$14,422	
CT Scan (7230)	Renovation of Ct area - stretcher, curtain, paint/floor		R			10,000	
Radiology (7240)	renovation of main xray viewing room		N			10,000	
Emergency Rm (6850)	Stryker Stretcher - Trauma/2 Big Wheel	1	N			9,405	
Post Anesthesia Care (6660)	Transport Monitor	1	N	-		8,530	
Laboratory (7020)	Ortho Workstation for ID-MTS Gel Cards	1	N			7,060	
Central Sterile Proc. (6760)	Getinge Prep & Pack table	3	N			6,883	
Enfield Phys Med (7093)	NuStep Recumbent Cross Trainer w/oversized seat	2	R			6,670	
Laboratory (7020)	Hematology micro scope	1	R			\$6,400	
CT Scan (7230)	Countertop Blanket Warmer		N			6,000	
Radiology (7240)	GE 9" Laser Aimer for OEC 9899 +C-Arm Part		N			6,000	
Enfield Phys Med (7093)	AC5000M Treadmill w handrails/wght cap of 550 lbs	3	R			4,972	
CT Scan (7230)	64 slice Ct Scanner with install & remove old equip,	2	R				\$569,170
Plant Operations (8060)	Contingency - Emergency Repairs	3					500,000
Anesthesia (7370)	Anesthesia Machines	3	R				400,000
Plant Operations (8060)	Nirenberg - Generators	3					350,000
Grand Totals JMMC				\$ 1,500,000	\$ 3,450,355	\$ 4,391,020	\$ 1,819,170

Note: Based on current infrastructure issues at Johnson, the creation of a sewer system is expected over the next three years. The estimated costs for Johnson relating to this project is approximately \$4.0 million. This amount is not included in the schedule above.



1000 Asylum Street
Hartford, CT 06105
860-714-6165

November 30, 2016

Karen Roberts
Principal Health Care Analyst
Office of Health Care Access
410 Capitol Avenue
MS# 13HCA
P.O. Box 340308
Hartford, CT 06134-0308

RE: Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis *Care*, Inc.

Dear Mrs. Roberts:

Please see the attached documents in satisfaction of Stipulations 10 and 11 of the above-referenced Agreed Settlement Order dated November 24, 2015.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone" with a stylized flourish at the end.

Claudio Capone
Regional Vice President of
Business Development and Strategic Planning
claudio.capone@trinityhealth-ne.org

Enclosures

CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended September 30, 2016

10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016:

a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:

1. the major cost savings achieved for each expense category; and

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. As previously reported, one immediate benefit was the successful restructuring of Johnson’s debt as of December 31, 2015 with an intercompany loan from Trinity Health – New England, Inc. In addition, Saint Francis Hospital and Medical Center forgave a loan due from Johnson in the amount of \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$49,000 for the six month period ended September 30, 2016.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This produced an overall decrease in annual premiums for malpractice, workers compensation and other business policies of approximately \$1.0 million with savings realized for the six month period ended September 30, 2016 of \$496,000, exclusive of one time tail coverage costs incurred as part of the transaction.

There have been significant efforts to centralize support functions across Trinity Health-New England including Finance, Revenue Cycle, and Information Systems. This has resulted in reduction of costs at Johnson of \$315,000 for the six months ended September 30, 2016.

In addition, Johnson has benefited from the utilization of regional Legal Services and Compliance and Audit departments. The decrease in legal and auditing costs associated with this transition were \$258,000 for the six month period ended September 30, 2016.

In addition to the cost savings, Johnson has been able to leverage the expertise and resources at Saint Francis Hospital and Medical Center, Trinity Health-New England and Trinity Health in each of the areas identified above.

The above savings are offset by a regional allocation of \$319,000 for the six month period included in other operating expenses in **Attachment A**.

Interest and insurance savings related to JMMC are included in the amounts described above. There are no additional cost savings within JMMC.

In addition to the synergies realized to date, Johnson is in the process of transitioning to the Trinity Total Rewards program for employee compensation and benefits. Johnson provided its employees with a 2% pay increase on September 1st. This was the first across the board, cost of living increase that Johnson has been able to give its employees since 2008. In addition, effective 1/1/2017, Johnson employees will be participating in Trinity Health's defined contribution plan which provides for a core employer contribution for all employees and matching contributions funded bi-weekly for those employees who make deferrals into the plan.

We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health system contracts. These cost savings will be reported when realized in future reporting periods. See **Attachment A** for expense savings by category.

2. the effect of these cost savings on the clinical quality of care.

There has been no negative impact to clinical quality of care as a result of these cost savings.

Since joining Trinity Health – New England, Johnson has received the Gold Seal 3-year Joint Commission Accreditation, and has experienced improvements in both patient experience and clinical quality. Areas of clinical quality improvement have been in decreased Sepsis rates, decreased readmission rates and notices of serious safety events were marginal.

Also, Johnson's average daily census during the months of September and October have been two of the higher months since prior to filing for bankruptcy.

b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.

See **Attachment B**.

11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The

required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.

See **Attachment C** for Financial Indicators.

Attachment A

Johnson Memorial Hospital
 Cost Savings/Synergies 4/1/2016-9/30/2016

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 4/1/2016-9/30/2016</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	\$315
B.	Fringe Benefits (workers comp)	\$101
C.	Contractual Labor Fees	\$0
D.	Medical Supplies and Pharmaceutical Cost	\$30
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$49
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$395
K.	Other Operating Expense	<u>(\$61)</u>
	Total savings 1/1-3/31	<u><u>\$829</u></u>

**JOHNSON MEMORIAL HOSPITAL
TWELVE MONTHS ACTUAL FILING**

FISCAL YEAR 2016

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$1,675,853	\$0	(\$1,675,853)	-100%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$9,554,938	\$0	(\$9,554,938)	-100%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,506,354	\$0	(\$1,506,354)	-100%
8	Prepaid Expenses	\$1,497,131	\$0	(\$1,497,131)	-100%
9	Other Current Assets	\$329,908	\$0	(\$329,908)	-100%
	Total Current Assets	\$14,564,184	\$0	(\$14,564,184)	-100%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$3,425,921	\$0	(\$3,425,921)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$843,587	\$0	(\$843,587)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$4,494,425	\$0	(\$4,494,425)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$0	(\$3,467,074)	-100%
7	Other Noncurrent Assets	\$8,986,456	\$0	(\$8,986,456)	-100%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$66,495,422	\$0	(\$66,495,422)	-100%
2	Less: Accumulated Depreciation	\$45,821,926	\$0	(\$45,821,926)	-100%
	Property, Plant and Equipment, Net	\$20,673,496	\$0	(\$20,673,496)	-100%
3	Construction in Progress	\$0	\$0	\$0	0%
	Total Net Fixed Assets	\$20,673,496	\$0	(\$20,673,496)	-100%
	Total Assets	\$52,185,635	\$0	(\$52,185,635)	-100%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				
1	Accounts Payable and Accrued Expenses	\$8,861,782	\$0	(\$8,861,782)	-100%
2	Salaries, Wages and Payroll Taxes	\$1,895,078	\$0	(\$1,895,078)	-100%

JOHNSON MEMORIAL HOSPITAL
TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2015 ACTUAL</u>	<u>FY 2016 SEPTEMBER</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
3	Due To Third Party Payers	\$2,212,362	\$0	(\$2,212,362)	-100%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$11,987,500	\$0	(\$11,987,500)	-100%
6	Current Portion of Notes Payable	\$838,274	\$0	(\$838,274)	-100%
7	Other Current Liabilities	\$10,142,734	\$0	(\$10,142,734)	-100%
	Total Current Liabilities	\$35,937,730	\$0	(\$35,937,730)	-100%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$0	(\$4,572,057)	-100%
	Total Long Term Debt	\$4,572,057	\$0	(\$4,572,057)	-100%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$7,433,424	\$0	(\$7,433,424)	-100%
	Total Long Term Liabilities	\$12,005,481	\$0	(\$12,005,481)	-100%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	(\$498,600)	\$0	\$498,600	-100%
2	Temporarily Restricted Net Assets	\$471,516	\$0	(\$471,516)	-100%
3	Permanently Restricted Net Assets	\$4,269,508	\$0	(\$4,269,508)	-100%
	Total Net Assets	\$4,242,424	\$0	(\$4,242,424)	-100%
	Total Liabilities and Net Assets	\$52,185,635	\$0	(\$52,185,635)	-100%

JOHNSON MEMORIAL HOSPITAL
TWELVE MONTHS ACTUAL FILING
FISCAL YEAR 2016

REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3) FY 2015 ACTUAL	(3) FY 2016 JAN - SEPT	(5) AMOUNT DIFFERENCE	(6) % DIFFERENCE
<u>LINE</u>	<u>DESCRIPTION</u>				
A. <u>Operating Revenue:</u>					
1	Total Gross Patient Revenue	\$171,319,321	\$0	(\$171,319,321)	-100%
2	Less: Allowances	\$102,596,531	\$0	(\$102,596,531)	-100%
3	Less: Charity Care	\$221,056	\$0	(\$221,056)	-100%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$68,501,734	\$0	(\$68,501,734)	-100%
5	Provision for Bad Debts	\$3,114,000	\$0	(\$3,114,000)	-100%
	Net Patient Service Revenue less provision for bad debts	\$65,387,734	\$0	(\$65,387,734)	-100%
6	Other Operating Revenue	\$590,810	\$0	(\$590,810)	-100%
7	Net Assets Released from Restrictions	\$23,905	\$0	(\$23,905)	-100%
	Total Operating Revenue	\$66,002,449	\$0	(\$66,002,449)	-100%
B. <u>Operating Expenses:</u>					
1	Salaries and Wages	\$24,833,219	\$0	(\$24,833,219)	-100%
2	Fringe Benefits	\$6,111,895	\$0	(\$6,111,895)	-100%
3	Physicians Fees	\$4,050,496	\$0	(\$4,050,496)	-100%
4	Supplies and Drugs	\$10,665,670	\$0	(\$10,665,670)	-100%
5	Depreciation and Amortization	\$1,804,654	\$0	(\$1,804,654)	-100%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$975,626	\$0	(\$975,626)	-100%
8	Malpractice Insurance Cost	\$1,058,521	\$0	(\$1,058,521)	-100%
9	Other Operating Expenses	\$20,739,982	\$0	(\$20,739,982)	-100%
	Total Operating Expenses	\$70,240,063	\$0	(\$70,240,063)	-100%
	Income/(Loss) From Operations	(\$4,237,614)	\$0	\$4,237,614	-100%
C. <u>Non-Operating Revenue:</u>					
1	Income from Investments	\$228,556	\$0	(\$228,556)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$0	\$0	\$0	0%
	Total Non-Operating Revenue	\$228,556	\$0	(\$228,556)	-100%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$4,009,058)	\$0	\$4,009,058	-100%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$4,009,058)	\$0	\$4,009,058	-100%
	Principal Payments	\$184,222	\$0	(\$184,222)	-100%

JOHNSON MEMORIAL MEDICAL CENTER, INC.

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$1,805,602	\$0	(\$1,805,602)	-100%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$12,246,951	\$0	(\$12,246,951)	-100%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,523,756	\$0	(\$1,523,756)	-100%
8	Prepaid Expenses	\$1,880,119	\$0	(\$1,880,119)	-100%
9	Other Current Assets	\$537,387	\$0	(\$537,387)	-100%
	Total Current Assets	\$17,993,815	\$0	(\$17,993,815)	-100%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$4,452,119	\$0	(\$4,452,119)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	Total Noncurrent Assets Whose Use is Limited:	\$4,677,036	\$0	(\$4,677,036)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$0	(\$3,467,074)	-100%
7	Other Noncurrent Assets	\$1,486,054	\$0	(\$1,486,054)	-100%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$97,485,005	\$0	(\$97,485,005)	-100%
2	Less: Accumulated Depreciation	\$70,147,136	\$0	(\$70,147,136)	(\$1)
	Property, Plant and Equipment, Net	\$27,337,869	\$0	(\$27,337,869)	-100%
3	Construction in Progress	\$0	\$0	\$0	0%
	Total Net Fixed Assets	\$27,337,869	\$0	(\$27,337,869)	-100%
	Total Assets	\$54,961,848	\$0	(\$54,961,848)	-100%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				

JOHNSON MEMORIAL MEDICAL CENTER, INC.

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$12,652,911	\$0	(\$12,652,911)	-100%
2	Salaries, Wages and Payroll Taxes	\$2,677,952	\$0	(\$2,677,952)	-100%
3	Due To Third Party Payers	\$2,446,731	\$0	(\$2,446,731)	-100%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$29,141,197	\$0	(\$29,141,197)	-100%
6	Current Portion of Notes Payable	\$838,274	\$0	(\$838,274)	-100%
7	Other Current Liabilities	\$11,243,011	\$0	(\$11,243,011)	-100%
	Total Current Liabilities	\$59,000,076	\$0	(\$59,000,076)	-100%
	B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$0	(\$4,572,057)	-100%
	Total Long Term Debt	\$4,572,057	\$0	(\$4,572,057)	-100%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$4,932,692	\$0	(\$4,932,692)	-100%
	Total Long Term Liabilities	\$9,504,749	\$0	(\$9,504,749)	-100%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	C. Net Assets:				
1	Unrestricted Net Assets or Equity	(\$18,535,995)	\$0	\$18,535,995	-100%
2	Temporarily Restricted Net Assets	\$553,275	\$0	(\$553,275)	-100%
3	Permanently Restricted Net Assets	\$4,439,743	\$0	(\$4,439,743)	-100%
	Total Net Assets	(\$13,542,977)	\$0	\$13,542,977	-100%
	Total Liabilities and Net Assets	\$54,961,848	\$0	(\$54,961,848)	-100%

JOHNSON MEMORIAL MEDICAL CENTER, INC.

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$206,688,056	\$0	(\$206,688,056)	-100%
2	Less: Allowances	\$113,763,631	\$0	(\$113,763,631)	-100%
3	Less: Charity Care	\$221,056	\$0	(\$221,056)	-100%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$92,703,369	\$0	(\$92,703,369)	-100%
5	Provision for Bad Debts	\$3,470,135	\$0	(\$3,470,135)	-100%
	Net Patient Service Revenue less provision for bad debts	\$89,233,234	\$0	(\$89,233,234)	-100%
6	Other Operating Revenue	\$1,190,422	\$0	(\$1,190,422)	-100%
7	Net Assets Released from Restrictions	\$36,593	\$0	(\$36,593)	-100%
	Total Operating Revenue	\$90,460,249	\$0	(\$90,460,249)	-100%
B. Operating Expenses:					
1	Salaries and Wages	\$40,500,652	\$0	(\$40,500,652)	-100%
2	Fringe Benefits	\$10,064,877	\$0	(\$10,064,877)	-100%
3	Physicians Fees	\$4,050,496	\$0	(\$4,050,496)	-100%
4	Supplies and Drugs	\$12,485,965	\$0	(\$12,485,965)	-100%
5	Depreciation and Amortization	\$2,419,144	\$0	(\$2,419,144)	-100%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$1,503,067	\$0	(\$1,503,067)	-100%
8	Malpractice Insurance Cost	\$1,056,331	\$0	(\$1,056,331)	-100%
9	Other Operating Expenses	\$25,211,129	\$0	(\$25,211,129)	-100%
	Total Operating Expenses	\$97,291,661	\$0	(\$97,291,661)	-100%
	Income/(Loss) From Operations	(\$6,831,412)	\$0	\$6,831,412	-100%
C. Non-Operating Revenue:					
1	Income from Investments	\$159,517	\$0	(\$159,517)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$69,138	\$0	(\$69,138)	-100%
	Total Non-Operating Revenue	\$228,655	\$0	(\$228,655)	-100%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$6,602,757)	\$0	\$6,602,757	-100%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$6,602,757)	\$0	\$6,602,757	-100%

JOHNSON MEMORIAL MEDICAL CENTER, INC.
CONSOLIDATED STATEMENT OF CASH FLOW

	Nine months ended September 30, 2016
Operating activities and non-operating income	
Deficiency of revenues over expenses	\$ (3,989,078)
Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	2,481,154
Bad debts	3,183,064
Increase in pension and other accrued expenses	801,386
Other changes in net assets	96,063
Change in working capital, other than cash and cash equivalents	2,513,860
Net cash provided by operating activities	5,086,449
Investing activities	
Purchase of property, plant and equipment, net	(1,679,032)
Decrease in long term investments	269,872
Increase in other assets	(798,396)
Net cash used in investing activities	(2,207,556)
Financing activities	
Principal payments on long-term debt	(819,824)
Net cash used in financing activities	(819,824)
Net increase in cash and cash equivalents	2,059,069
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	\$ 2,059,069

JOHNSON MEMORIAL MEDICAL CENTER, INC.
CONSOLIDATED STATEMENT OF CHANGES IN COMPONENTS OF WORKING CAPITAL OTHER THAN CASH AND CASH EQUIVALENTS

	Nine months ended September 30, 2016
Changes in current assets:	
Assets whose use is limited required for current liabilities	\$ 208,225
Accounts receivable--patients, net	(13,228,768)
Other current assets	(3,413,454)
Inventory of supplies	63,398
Prepaid expenses	719,973
	(15,650,626)
Changes in current liabilities:	
Accounts payable	(4,509,604)
Salary and wages, payroll taxes and amounts withheld from employees	1,886,309
Due to affiliates	22,551,291
Other current liabilities	(573,651)
Due to third party reimbursement agencies	(1,189,859)
	18,164,486
Changes in working capital other than cash and cash equivalents	\$ 2,513,860

JOHNSON MEMORIAL HOSPITAL
CONSOLIDATED STATEMENT OF CASH FLOW

	September 30 2016
Operating activities and non-operating income	
Deficiency of revenues over expenses	\$ (3,473,942)
Adjustments to reconcile deficiency of revenues over expenses to net cash provided in operating activities and non-operating activities:	
Depreciation and amortization	2,839,922
Bad debts	2,385,036
Decrease in pension and other accrued expenses	(1,889,312)
Other changes in net assets	(160,459)
Change in working capital, other than cash and cash equivalents	5,287,169
Net cash provided by operating activities	4,988,414
Investing activities	
Purchase of property, plant and equipment, net	(2,002,371)
Decrease in long term investments	269,872
Decrease in other assets	(805,530)
Net cash used in investing activities	(2,538,029)
Financing activities	
Principal payments on long-term debt	(754,213)
Net cash used in financing activities	(754,213)
Net increase in cash and cash equivalents	1,696,172
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	\$ 1,696,172

JOHNSON MEMORIAL MEDICAL CENTER, INC.
CONSOLIDATED STATEMENT OF CHANGES IN
COMPONENTS OF WORKING CAPITAL OTHER THAN
CASH AND CASH EQUIVALENTS

	September 30 2016
Assets whose use is limited required for current liabilities	\$ 208,225
Accounts receivable--patients, net	(11,271,174)
Other current assets	(3,309,083)
Inventory of supplies	63,398
Prepaid expenses	694,257
	(13,614,377)
Changes in current liabilities:	
Accounts payable	(4,954,229)
Salary and wages, payroll taxes and amounts withheld from employees	1,658,036
Due to affiliates	23,268,975
Other current liabilities	98,693
Due to third party reimbursement agencies	(1,169,929)
	18,901,546
Changes in working capital other than cash and cash equivalents	\$ 5,287,169

Attachment C

Johnson Memorial Hospital			
	Sept 16 YTD*	Sept 15 YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	(6.8%)	(6.4%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	(0.4%)	(2.2%)	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	2.3%	1.8%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	0.8	0.4	current assets/current liabilities
Days Cash on Hand	9.6	8.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	100.8	53.3	net ar/net patient ser rev/days in yr
Average Payment Period	183.7	191.7	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	(399.0%)	410.1%	total debt/total equity(net assets)
Long-term Debt to Capitalization	135.5%	51.9%	LTD/LTD+net assets
Unrestricted Cash to Debt	7.6%	9.6%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(4.0)	(3.3)	EBIT/Interest expense
Debt Service Coverage Ratio	(0.12)	(0.11)	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	(11.3%)	8.1%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations**	\$ (3,227)	\$ (4,238)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (3,474)	\$ (4,009)	Net gain(loss)
EBIDA	\$ (195)	\$ (1,458)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,696	\$ 1,676	from bs
Net Working Capital	\$ (7,781)	\$ (21,374)	current assets-current liabilities
Unrestricted Assets	\$ (6,169)	\$ (499)	from bs

*1/1/-9/30/16

Attachment C

Johnson Memorial Medical Center, Inc.

Monthly Financial Measurement/Indicators	Sept 16 YTD*	Sept 15 YTD	Comments
A. Operating Performance:			
Operating Margin	(7.4%)	(7.6%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	(1.2%)	(3.2%)	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	2.5%	1.7%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	0.8	0.30	current assets/current liabilities
Days Cash on Hand	10.8	6.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	106.2	50.1	net ar/net patient serv rev/days in yr
Average Payment Period	175.0	227.0	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	3117.9%	(255.1%)	total debt/total equity(net assets)
Long-term Debt to Capitalization	96.8%	(51.0%)	LTD/LTD+net assets
Unrestricted Cash to Debt	9.2%	5.2%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	(4.8)	(3.5)	EBIT/Interest expense
Debt Service Coverage Ratio	(0.4)	(0.1)	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	1.3%	-24.6%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ (3,744)	\$ (6,831)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ (3,989)	\$ (6,603)	Net gain(loss)
EBIDA	\$ (617)	\$ (2,909)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 2,059	\$ 1,806	from bs
Net Working Capital	\$ (5,887)	\$ (41,006)	current assets-current liabilities
Unrestricted Assets	\$ 84	\$ (18,536)	from bs

*1/1-9/30/16

Greer, Leslie

From: Roberts, Karen
Sent: Friday, January 27, 2017 4:03 PM
To: Greer, Leslie; Olejarz, Barbara
Cc: Cotto, Carmen
Subject: FW: Trinity Health Care CON compliance

Put this in the 32002 as well - Karen

From: Capone, Claudio [mailto: Claudio.Capone@TrinityHealth-NE.org]
Sent: Friday, January 27, 2017 3:49 PM
To: Roberts, Karen
Cc: Cotto, Carmen; Schneider, Jennifer; Janeanne C. Lubin-Szafranski
Subject: RE: Trinity Health Care CON compliance

Thanks Karen. We also look forward to working with you on the coordination of our CON filings.

Claudio A. Capone, FACHE

Regional VP of Strategic Planning and Business Development
Trinity Health - New England

claudio.capone@trinityhealth-ne.org

W 860-714-6165

C 860-276-7975

1000 Asylum Avenue, 4th Floor
Hartford, CT 06105

trinityhealth-ne.org | [facebook](#) | [twitter](#) | [instagram](#)



From: Roberts, Karen [mailto:Karen.Roberts@ct.gov]
Sent: Friday, January 27, 2017 3:46 PM
To: Capone, Claudio < Claudio.Capone@TrinityHealth-NE.org >
Cc: Cotto, Carmen < Carmen.Cotto@ct.gov >
Subject: RE: Trinity Health Care CON compliance

Hi Claudio – regarding the setting of compliance due dates for the Trinity - JMH CON, please be advised that we will consider the coordination of these filings in relation to the due dates for the other filings required within this CON and other Trinity CON approvals. Until such time as we can review this matter further and communicate with you, please do not file the material. We will not consider the Applicant(s) to be in non-compliance. Thank you for your patience in this matter and we will be in contact regarding this. Karen

Karen Roberts

Principal Health Care Analyst

Office of Health Care Access

Connecticut Department of Public Health



CONDITIONS BEING CONSIDERED FOR COORDINATION OF FILING DATES:

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3rd) anniversary of the Closing Date. The Annual Report shall be furnished to OHCA **within thirty (30) days of each anniversary of the Closing Date.**

- a. All reports and other information required shall be posted on JMMC’s website page.
- b. All reports shall remain posted until the third (3rd) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.

9. Within **one hundred and fifty (150) days following the Closing Date** and thereafter on an annual basis, the Applicants shall submit to OHCA its Capital Investment Plan specific to JMMC and JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:

- a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
- b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
- c. Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order. Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the JMMC’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by JMMC’s Chief Financial Officer.

14. JMMC and JMH shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, JMMC and JMH shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. For **three (3) years following the Closing Date**, SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual Report. The written report shall be posted on JMMC website Page simultaneously with the submission of the Annual Report.

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Olejarz, Barbara

From: Cotto, Carmen
Sent: Monday, February 06, 2017 10:22 AM
To: Olejarz, Barbara
Cc: Roberts, Karen
Subject: FW: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Barbara,

Please add the email below in the paper/pdf file for the following docket number's record: TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045).

Thanks,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

From: Cotto, Carmen
Sent: Thursday, February 02, 2017 4:23 PM
To: Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org)
Cc: Roberts, Karen
Subject: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Claudio,

Below you will see some compliance follow up questions or issues for the Applicants to address.

Please note that this email is a follow up to your compliance submissions, for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045), on December 1, 2016 and that the separate issue related to the coordination of future filings due dates for the three Dockets will be discussed at a future time.

Please submit your responses via electronic mail by using the OHCA general email inbox which is OHCA@ct.gov. In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You can contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thanks,
Carmen

For Trinity Health-New England (TH-NE) (Docket#15-31979)

1. Condition#8 - Applicants provided the Hospital's Community Health Needs Assessment (CHNA) Implementation Strategy Plan. In reference to this plan, provide a narrative describing how the plan will address the community health needs listed on its CHNA.
2. Condition#14 - Applicants provided a written report that describes the culturally and linguistically appropriate services that are currently in place at the Hospital. In reference to this report, indicate how the Hospital utilized the standards published by the U.S. Department of Health and Human Services' Office of Minority Health as guidance for the development of the report.

For Johnson Memorial (Docket#15-32002)

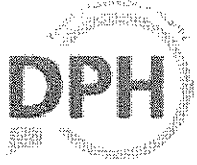
3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.
4. Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.
5. Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.

For Saint Mary's Hospital (Docket#15-32045)

6. Condition#4 - Elaborate on how Saint Mary's Hospital utilized the Healthy Connecticut State Health Improvement Plan data and priorities, as well as any applicable community health improvement plan issued by local health departments in the service area, as the starting point for the development of the Hospital's CHNA.

7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

Olejarz, Barbara

From: Cotto, Carmen
Sent: Tuesday, February 14, 2017 9:47 AM
To: Olejarz, Barbara
Cc: Roberts, Karen
Subject: FW: Johnson Memorial (Docket#15-32002)
Attachments: Copy of JNSON - Reports 100 150 300 350 9 30 16.pdf

Hi Barbara,

Please add this email and attachment to Johnson's record, Docket# 15-32002.

Thank you,
Carmen

From: Rosadini, Mary Lou [mailto:MRosadin@stfranciscare.org]
Sent: Monday, February 13, 2017 3:36 PM
To: User, OHCA; Cotto, Carmen; Roberts, Karen
Cc: Capone, Claudio; Schneider, Jennifer
Subject: Johnson Memorial (Docket#15-32002)

Carmen,

In response to your request dated 2/2/2017 to Claudio Capone, attached is the correct version of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period which includes the missing data.

Thank you,

Mary Lou Rosadini

Executive Associate to Vice President, Finance
Saint Francis Hospital and Medical Center
A Member of Trinity Health – New England

mrosadin@stfranciscare.org
W 860-714-1066

114 Woodland Street
Hartford, CT 06105

stfranciscare.com | [facebook](#) | [twitter](#) | [Instagram](#) | [LinkedIn](#)

Begin forwarded message:

From: "Cotto, Carmen" <Carmen.Cotto@ct.gov>
Date: February 2, 2017 at 4:22:58 PM EST
To: "Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org)" <Claudio.Capone@TrinityHealth-NE.org>
Cc: "Roberts, Karen" <Karen.Roberts@ct.gov>
Subject: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Claudio,

Below you will see some compliance follow up questions or issues for the Applicants to address.

Please note that this email is a follow up to your compliance submissions, for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045), on December 1, 2016 and that the separate issue related to the coordination of future filings due dates for the three Dockets will be discussed at a future time.

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Carmen

For Trinity Health-New England (TH-NE) (Docket#15-31979)

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For Johnson Memorial (Docket#15-32002)

3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.
4. Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.
5. Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.

For Saint Mary's Hospital (Docket#15-32045)

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7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.

Carmen Cotto, MBA
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P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov

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JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$1,675,853	\$1,696,173	\$20,320	1%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$9,554,938	\$17,416,700	\$7,861,762	82%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,506,354	\$1,513,473	\$7,119	0%
8	Prepaid Expenses	\$1,497,131	\$776,713	(\$720,418)	-48%
9	Other Current Assets	\$329,908	\$3,443,017	\$3,113,109	944%
	Total Current Assets	\$14,564,184	\$24,846,076	\$10,281,892	71%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$3,425,921	\$0	(\$3,425,921)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$843,587	\$0	(\$843,587)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$4,494,425	\$0	(\$4,494,425)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$3,202,165	(\$264,909)	-8%
7	Other Noncurrent Assets	\$8,986,456	\$0	(\$8,986,456)	-100%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$66,495,422	\$21,133,133	(\$45,362,289)	-68%
2	Less: Accumulated Depreciation	\$45,821,926	\$377,122	(\$45,444,804)	-99%
	Property, Plant and Equipment, Net	\$20,673,496	\$20,756,011	\$82,515	0%
3	Construction in Progress	\$0	\$0	\$0	0%
	Total Net Fixed Assets	\$20,673,496	\$20,756,011	\$82,515	0%
	Total Assets	\$52,185,635	\$48,804,252	(\$3,381,383)	-6%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				
1	Accounts Payable and Accrued Expenses	\$8,861,782	\$3,702,288	(\$5,159,494)	-58%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
2	Salaries, Wages and Payroll Taxes	\$1,895,078	\$2,069,255	\$174,177	9%
3	Due To Third Party Payers	\$2,212,362	\$1,617,582	(\$594,780)	-27%
4	Due To Affiliates	\$0	\$13,460,826	\$13,460,826	0%
5	Current Portion of Long Term Debt	\$11,987,500	\$0	(\$11,987,500)	-100%
6	Current Portion of Notes Payable	\$838,274	\$992,452	\$154,178	18%
7	Other Current Liabilities	\$10,142,734	\$90,336	(\$10,052,398)	-99%
	Total Current Liabilities	\$35,937,730	\$21,932,739	(\$14,004,991)	-39%
	B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$21,457,110	\$16,885,053	369%
	Total Long Term Debt	\$4,572,057	\$21,457,110	\$16,885,053	369%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$7,433,424	\$11,040,620	\$3,607,196	49%
	Total Long Term Liabilities	\$12,005,481	\$32,497,730	\$20,492,249	171%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
	C. Net Assets:				
1	Unrestricted Net Assets or Equity	(\$498,600)	(\$6,168,689)	(\$5,670,089)	1137%
2	Temporarily Restricted Net Assets	\$471,516	\$542,472	\$70,956	15%
3	Permanently Restricted Net Assets	\$4,269,508	\$0	(\$4,269,508)	-100%
	Total Net Assets	\$4,242,424	(\$5,626,217)	(\$9,868,641)	-233%
	Total Liabilities and Net Assets	\$52,185,635	\$48,804,252	(\$3,381,383)	-6%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$171,319,321	\$125,148,528	(\$46,170,793)	-27%
2	Less: Allowances	\$102,596,531	\$75,020,725	(\$27,575,806)	-27%
3	Less: Charity Care	\$221,056	\$106,845	(\$114,211)	-52%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$68,501,734	\$50,020,958	(\$18,480,776)	-27%
5	Provision for Bad Debts	\$3,114,000	\$2,839,922	(\$274,078)	-9%
	Net Patient Service Revenue less provision for bad debts	\$65,387,734	\$47,181,036	(\$18,206,698)	-28%
6	Other Operating Revenue	\$590,810	\$433,585	(\$157,225)	-27%
7	Net Assets Released from Restrictions	\$23,905	\$9,000	(\$14,905)	-62%
	Total Operating Revenue	\$66,002,449	\$47,623,621	(\$18,378,828)	-28%
B. Operating Expenses:					
1	Salaries and Wages	\$24,833,219	\$19,306,685	(\$5,526,534)	-22%
2	Fringe Benefits	\$6,111,895	\$4,538,798	(\$1,573,097)	-26%
3	Physicians Fees	\$4,050,496	\$4,080,467	\$29,971	1%
4	Supplies and Drugs	\$10,665,670	\$7,477,413	(\$3,188,257)	-30%
5	Depreciation and Amortization	\$1,804,654	\$2,385,036	\$580,382	32%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$975,626	\$646,780	(\$328,846)	-34%
8	Malpractice Insurance Cost	\$1,058,521	\$102,815	(\$955,706)	-90%
9	Other Operating Expenses	\$20,739,982	\$12,312,821	(\$8,427,161)	-41%
	Total Operating Expenses	\$70,240,063	\$50,850,815	(\$19,389,248)	-28%
	Income/(Loss) From Operations	(\$4,237,614)	(\$3,227,194)	\$1,010,420	-24%
C. Non-Operating Revenue:					
1	Income from Investments	\$228,556	\$0	(\$228,556)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$0	(\$246,748)	(\$246,748)	0%
	Total Non-Operating Revenue	\$228,556	(\$246,748)	(\$475,304)	-208%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$4,009,058)	(\$3,473,942)	\$535,116	-13%

JOHNSON MEMORIAL HOSPITAL					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
	Other Adjustments:				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$4,009,058)	(\$3,473,942)	\$535,116	-13%
	Principal Payments	\$184,222	\$109,419	(\$74,803)	-41%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
I. ASSETS					
A. Current Assets:					
1	Cash and Cash Equivalents	\$1,805,602	\$2,059,017	\$253,415	14%
2	Short Term Investments	\$0	\$0	\$0	0%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$12,246,951	\$19,341,362	\$7,094,411	58%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,523,756	\$1,513,473	(\$10,283)	-1%
8	Prepaid Expenses	\$1,880,119	\$842,626	(\$1,037,493)	-55%
9	Other Current Assets	\$537,387	\$3,624,221	\$3,086,834	574%
	Total Current Assets	\$17,993,815	\$27,380,699	\$9,386,884	52%
B. Noncurrent Assets Whose Use is Limited:					
1	Held by Trustee	\$4,452,119	\$0	(\$4,452,119)	-100%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$224,917	\$0	(\$224,917)	-100%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	Total Noncurrent Assets Whose Use is Limited:	\$4,677,036	\$0	(\$4,677,036)	-100%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,467,074	\$3,202,165	(\$264,909)	-8%
7	Other Noncurrent Assets	\$1,486,054	\$7,134	(\$1,478,920)	-100%
C. Net Fixed Assets:					
1	Property, Plant and Equipment	\$97,485,005	\$24,806,605	(\$72,678,400)	-75%
2	Less: Accumulated Depreciation	\$70,147,136	\$468,850	(\$69,678,286)	(\$1)
	Property, Plant and Equipment, Net	\$27,337,869	\$24,337,755	(\$3,000,114)	-11%
3	Construction in Progress	\$0	\$870,370	\$870,370	0%
	Total Net Fixed Assets	\$27,337,869	\$25,208,125	(\$2,129,744)	-8%
	Total Assets	\$54,961,848	\$55,798,123	\$836,275	2%
II. LIABILITIES AND NET ASSETS					

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 SEPTEMBER	AMOUNT DIFFERENCE	% DIFFERENCE
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$12,652,911	\$4,238,037	(\$8,414,874)	-67%
2	Salaries, Wages and Payroll Taxes	\$2,677,952	\$2,310,842	(\$367,110)	-14%
3	Due To Third Party Payers	\$2,446,731	\$1,668,003	(\$778,728)	-32%
4	Due To Affiliates	\$0	\$13,460,826	\$13,460,826	0%
5	Current Portion of Long Term Debt	\$29,141,197	\$0	(\$29,141,197)	-100%
6	Current Portion of Notes Payable	\$838,274	\$1,029,362	\$191,088	23%
7	Other Current Liabilities	\$11,243,011	\$203,019	(\$11,039,992)	-98%
	Total Current Liabilities	\$59,000,076	\$22,910,089	(\$36,089,987)	-61%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$4,572,057	\$21,475,969	\$16,903,912	370%
	Total Long Term Debt	\$4,572,057	\$21,475,969	\$16,903,912	370%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$4,932,692	\$10,706,202	\$5,773,510	117%
	Total Long Term Liabilities	\$9,504,749	\$32,182,171	\$22,677,422	239%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	(\$18,535,995)	\$111,690	\$18,647,685	-101%
2	Temporarily Restricted Net Assets	\$553,275	\$594,173	\$40,898	7%
3	Permanently Restricted Net Assets	\$4,439,743	\$0	(\$4,439,743)	-100%
	Total Net Assets	(\$13,542,977)	\$705,863	\$14,248,840	-105%
	Total Liabilities and Net Assets	\$54,961,848	\$55,798,123	\$836,275	2%

JOHNSON MEMORIAL MEDICAL CENTER, INC.

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2016

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
		FY 2015	FY 2016	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	JAN - SEPT	DIFFERENCE	DIFFERENCE
A.	Operating Revenue:				
1	Total Gross Patient Revenue	\$206,688,056	\$128,592,375	(\$78,095,681)	-38%
2	Less: Allowances	\$113,763,631	\$75,542,906	(\$38,220,725)	-34%
3	Less: Charity Care	\$221,056	\$106,845	(\$114,211)	-52%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$92,703,369	\$52,942,624	(\$39,760,745)	-43%
5	Provision for Bad Debts	\$3,470,135	\$3,183,064	(\$287,071)	-8%
	Net Patient Service Revenue less provision for bad debts	\$89,233,234	\$49,759,560	(\$39,473,674)	-44%
6	Other Operating Revenue	\$1,190,422	\$803,296	(\$387,126)	-33%
7	Net Assets Released from Restrictions	\$36,593	\$9,930	(\$26,663)	-73%
	Total Operating Revenue	\$90,460,249	\$50,572,786	(\$39,887,463)	-44%
B.	Operating Expenses:				
1	Salaries and Wages	\$40,500,652	\$21,689,957	(\$18,810,695)	-46%
2	Fringe Benefits	\$10,064,877	\$4,991,248	(\$5,073,629)	-50%
3	Physicians Fees	\$4,050,496	\$4,086,467	\$35,971	1%
4	Supplies and Drugs	\$12,485,965	\$7,695,533	(\$4,790,432)	-38%
5	Depreciation and Amortization	\$2,419,144	\$2,481,154	\$62,010	3%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$1,503,067	\$646,780	(\$856,287)	-57%
8	Malpractice Insurance Cost	\$1,056,331	\$110,494	(\$945,837)	-90%
9	Other Operating Expenses	\$25,211,129	\$12,614,805	(\$12,596,324)	-50%
	Total Operating Expenses	\$97,291,661	\$54,316,438	(\$42,975,223)	-44%
	Income/(Loss) From Operations	(\$6,831,412)	(\$3,743,652)	\$3,087,760	-45%
C.	Non-Operating Revenue:				
1	Income from Investments	\$159,517	\$1,325	(\$158,192)	-99%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$69,138	(\$246,751)	(\$315,889)	-457%
	Total Non-Operating Revenue	\$228,655	(\$245,426)	(\$474,081)	-207%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$6,602,757)	(\$3,989,078)	\$2,613,679	-40%

JOHNSON MEMORIAL MEDICAL CENTER, INC.					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2016					
REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2015 ACTUAL	FY 2016 JAN - SEPT	AMOUNT DIFFERENCE	% DIFFERENCE
	Other Adjustments:				
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	(\$6,602,757)	(\$3,989,078)	\$2,613,679	-40%

Olejarz, Barbara

From: Cotto, Carmen
Sent: Monday, February 06, 2017 10:22 AM
To: Olejarz, Barbara
Cc: Roberts, Karen
Subject: FW: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Barbara,

Please add the email below in the paper/pdf file for the following docket number's record: TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045).

Thanks,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

From: Cotto, Carmen
Sent: Thursday, February 02, 2017 4:23 PM
To: Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org)
Cc: Roberts, Karen
Subject: Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)

Hi Claudio,

Below you will see some compliance follow up questions or issues for the Applicants to address.

Please note that this email is a follow up to your compliance submissions, for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045), on December 1, 2016 and that the separate issue related to the coordination of future filings due dates for the three Dockets will be discussed at a future time.

Please submit your responses via electronic mail by using the OHCA general email inbox which is OHCA@ct.gov. In addition, please continue to reference the CON docket number in the subject line of the email when transmitting.

You can contact me at (860) 418-7039 or Karen Roberts, Principal Health Analyst at (860) 418-7041, if you have any questions regarding this request.

Thanks,
Carmen

For Trinity Health-New England (TH-NE) (Docket#15-31979)

1. Condition#8 - Applicants provided the Hospital's Community Health Needs Assessment (CHNA) Implementation Strategy Plan. In reference to this plan, provide a narrative describing how the plan will address the community health needs listed on its CHNA.
2. Condition#14 - Applicants provided a written report that describes the culturally and linguistically appropriate services that are currently in place at the Hospital. In reference to this report, indicate how the Hospital utilized the standards published by the U.S. Department of Health and Human Services' Office of Minority Health as guidance for the development of the report.

For Johnson Memorial (Docket#15-32002)

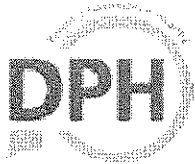
3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.
4. Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.
5. Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.

For Saint Mary's Hospital (Docket#15-32045)

6. Condition#4 - Elaborate on how Saint Mary's Hospital utilized the Healthy Connecticut State Health Improvement Plan data and priorities, as well as any applicable community health improvement plan issued by local health departments in the service area, as the starting point for the development of the Hospital's CHNA.

7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

User, OHCA

From: Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>
Sent: Thursday, March 09, 2017 11:35 PM
To: User, OHCA; Cotto, Carmen
Cc: Janeanne C. Lubin-Szafranski; Schneider, Jennifer
Subject: TH-NE Responses to Conditions for CONs 15_32045 15_31979 15_32002
Attachments: Responses to Conditions 15_32045 15_31979 15_32002.pdf

Hello Carmen,

In response to your February 2, 2017 email titled, " Compliance Follow up issues for TH-NE (DN:15-31979), Johnson (DN:15-32002) and ST Mary's (DN:15-32045)," attached are Trinity Health - New England's responses.

Please feel free to contact me with any questions you may have.

Regards,

Claudio A. Capone, FACHE

Regional VP of Strategic Planning and Business Development
Trinity Health - New England

claudio.capone@trinityhealth-ne.org

W 860-714-6165

C 860-276-7975

1000 Asylum Avenue, 4th Floor
Hartford, CT 06105

trinityhealth-ne.org | [facebook](#) | [twitter](#) | [instagram](#)



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Carmen Cotto
Office of Health Care Access
Connecticut Department of Public Health
410 Capital Avenue
MS#13HCA
P.O Box 340308
Hartford, CT 06134-0308

March 9, 2017

RE: Docket Number: 15-32045-CON Transfer of ownership of Saint Mary's Health System, Inc. to Trinity Health Corporation and Trinity Health-New England; Docket Number 15-31979-CON for Trinity Health – New England; Docket Number 15-32002-CON for Johnson Memorial

Dear Ms. Cotto:

In accordance with the TH-NE compliance follow up questions for the above CONs, enclosed is responses for each of the conditions noted.

Please do not hesitate to contact me if you have any questions regarding this matter at 860-714-6165.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Claudio Capone".

Claudio A. Capone
Regional Vice President
Strategic Planning and Business Development

Enc.

For Trinity Health-New England (TH-NE) (Docket#15-31979)

- 1. Condition#8 - Applicants provided the Hospital's Community Health Needs Assessment (CHNA) Implementation Strategy Plan. In reference to this plan, provide a narrative describing how the plan will address the community health needs listed on its CHNA.**

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13, 2016. The 5 significant health needs identified in the Community Conversation Meeting included: Community Safety & Violence, Housing Insecurity, Family & Social Support, Employment & Poverty, Access to Care.

In addition to findings from the Community Conversations, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services. And finally for the city of Hartford in particular the issues of unstable housing; violence; employment and education were all identified as significant needs.

- **See Attachment 1** for the Implementation Strategy for Saint Francis Hospital and Medical Center
- **See Attachment 2** for the Implementation Strategy for Mount Sinai Rehabilitation Hospital

- 2. Condition#14 - Applicants provided a written report that describes the culturally and linguistically appropriate services that are currently in place at the Hospital. In reference to this report, indicate how the Hospital utilized the standards published by the U.S. Department of Health and Human Services' Office of Minority Health as guidance for the development of the report.**

The Curtis D. Robinson Center for Health Equity was given the work of developing a comprehensive Language Services Program. In the last two years, phase I of the program has successfully been implemented around Saint Francis Medical Center, the Mount Sinai campus and our various off-site locations. The services include language

interpretation and translation of documents to assist patients who are deaf or hard of hearing, have a speech disability or have limited English skills. These resources are referred to as the 3 +1 Options and include telephone-based interpreting, video remote interpreting (VRI-MARTTI), in-person interpreting/ ASL or CDI and written translation of vital and non-vital documents. Each department on both campuses is equipped with dual handset phones for telephonic interpretation and there are 40 Video Remote Interpreter (VRI) - Martti carts on site on both campuses that are readily used by staff for patients and their companions. Off-site St. Francis Care physicians and non-St. Francis Care physician offices and affiliates who are on site also have access to language resources.

In addition to the already established Language Services Program, phase II of the program, the Qualified Medical Interpreter training, began shortly after. The training entails identifying qualified bi-lingual/multilingual staff to become Qualified Medical Interpreters. Thus far, there have been 4 cohorts to complete this training and a total of 30 staff members to successfully complete and pass the course. To partake in this training, each staff had to successfully pass the language proficiency assessment administered by Interpreters and Translators, Inc., (iTi), and complete the 40 hour in person training offered once a week for 5 weeks on-site at the Center for Health Equity. The training includes content such as the foundation of the profession of community interpreting, the code of ethics and standards of practice, culture and mediation and guides interpreters on how to intervene when a communication barrier arrives.

Most recently, based on OCR's Section 1557, all language service notices and signage were updated to include the top 15 Non-English Spoken languages indicating to all patients that language resources were available to them at no cost. As for the current state of the program, there are on-going in-person educational trainings for all medical staff, volunteers, learners and contractors. A newly revised annual health stream training for all current employees and new employees is available and there has been an update and enhancement of Martti software and distribution system. The medical interpreter training for qualified staff will continue as well bi-annually.

For Johnson Memorial (Docket#15-32002)

- 3. Condition#8 - Provide Johnson Memorial's CHNA Implementation Strategy Plan and a narrative describing how the plan will address the community health needs listed on its CHNA. If not available, indicate when it will be available.**

The CHNA conducted in 2016 identified significant health needs within the JMHS community. Those needs were then prioritized based on a Community Conversation and focus groups with key stakeholders held during 2016. Significant health needs identified, in order of priority include: Healthy Behavior Change Diet & Exercise, Substance Abuse & Tobacco Use, Access to health care, and Poverty & Employment.

- **See Attachment 3** for the Implementation Strategy for Johnson Memorial

- 4. Condition#10 - Explain the zero amounts submitted as part of the Balance Sheet and Statement of Operations for the 1/1/16 to 9/30/16 period and resubmit the documents to include the missing data.**

Please reference the response for the above condition in the email submission from Mary Lou Rosadini on February 13, 2017.

- 5. Condition#14 - Applicants did not provide a written report describing activities meeting culturally and linguistically appropriate services at the Johnson Memorial Hospital. Provide the missing report and indicate how the standards published by the U.S. Department of Health and Human Services' Office of Minority Health were used as guidance for the development of the report.**

Johnson Memorial Hospital has adopted the work done at Saint Francis Hospital and Medical Center as it relates to linguistically appropriate services. The Curtis D. Robinson Center for Health Equity was given the work of developing a comprehensive Language Services Program. In the last two years, Phase I of the program has successfully been implemented at Johnson Memorial Hospital and its off-site locations. The services include language interpretation and translation of documents to assist patients who are deaf or hard of hearing, have a speech disability or have limited English skills. These resources are referred to as the 3 +1 Options and include telephone-based interpreting, video remote interpreting (VRI-MARTTI), in-person interpreting/ ASL or CDI and written translation of vital and non-vital documents. Each department on both campuses is equipped with dual handset phones for telephonic interpretation and there are 40 Video Remote Interpreter (VRI) - Martti carts on site on both campuses that are readily used by staff for patients and their companions. Off-site Johnson Memorial Hospital physicians and non- Johnson Memorial Hospital physician offices and affiliates who are on site also have access to language resources.

Most recently, based on OCR's Section 1557, all language service notices and signage were updated to include the top 15 Non-English Spoken languages indicating to all

patients that language resources were available to them at no cost. As for the current state of the program, there are on-going in-person educational trainings for all medical staff, volunteers, learners and contractors. A newly revised annual health stream training for all current employees and new employees is available and there has been an update and enhancement of Martti software and distribution system. The medical interpreter training for qualified staff will continue as well bi-annually. There is an annual review of language access needs of the patient population served by Johnson Memorial Hospital.

For Saint Mary's Hospital (Docket#15-32045)

- 6. Condition#4 - Elaborate on how Saint Mary's Hospital utilized the Healthy Connecticut State Health Improvement Plan data and priorities, as well as any applicable community health improvement plan issued by local health departments in the service area, as the starting point for the development of the Hospital's CHNA.**

In collaboration with the Greater Waterbury Health Improvement Partnership (GWHIP), Saint Mary's Hospital along with five additional organizations, including the City of Waterbury Health Department utilized the Healthy Connecticut State Health Improvement Plan (2014). The data and priorities within the Healthy Connecticut State Health Improvement Plan were observed and the roadmap to complete the stated initiatives were noted throughout the community-wide coalition. In addition, the Greater Waterbury Health Improvement Partnership used the data to ensure that the service areas that are included within the 2016 Community Health Needs Assessment will benefit and see successful results in advancing Connecticut's population health. With the seven focus areas that were touched on in the Healthy Connecticut State Health Improvement Plan, the Greater Waterbury Health Improvement Partnership plans to address the following five which all fall into the addressed priorities of the state including: Access to Care, Mental Health/Substance Abuse, Chronic Disease, Tobacco Use and Asthma, and Health Communications. It should be noted that Saint Mary's Hospital 2016 Community Health Needs Assessment Implementation Plan was filed publicly on Wednesday, February 15, 2017 and shows the direct alignment with the Healthy Connecticut State Health Improvement Plan.

- **See Attachment 4** for the Saint Mary's Hospital 2016 Community Health Needs Assessment Implementation Plan

7. Condition#14 - Provide the status of the Community Representative selected to serve as a voting member of the Hospital's Board of Directors. Provide a narrative describing the selection process.

As required in the Agreed Settlement, the Saint Mary's Hospital Board Chair, and the President, consulted Waterbury Mayor Neil O'Leary in August 2016 regarding the appointment of a community representative to serve as a voting member of the Saint Mary's Hospital Board. The Mayor recommended Attorney Linda Wihbey, Corporation Counsel for the City of Waterbury, as a person who will effectively and without bias, consider matters affecting quality and safety, and the health needs of the local community. Attorney Wihbey's appointment was approved by the Saint Mary's and the Trinity Health-New England boards in September 2016.

ATTACHMENT 1

Saint Francis Hospital and Medical Center Community Health Needs Assessment Implementation Strategy 2016 - 2019

Saint Francis Hospital and Medical Center (SFHMC) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on June 22, 2016. SFHMC performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from community members, and various community organizations.

The complete CHNA report is available electronically at http://www.saintfranciscare.com/About_Us/Hospital_Publications.aspx or printed copies are available by emailing: plarivie@stfranciscare.org

Hospital Information and Mission Statement

MISSION

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

CORE VALUES

- **Reverence:**
We honor the sacredness and dignity of every person.
- **Commitment to Those who are Poor:**
We stand with and serve those who are poor, especially those most vulnerable.
- **Justice:**
We foster right relationships to promote the common well, including sustainability of Earth.
- **Stewardship:**
We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.
- **Integrity:**
We are faithful to who we say we are.

Saint Francis Hospital and Medical Center's service area comprises urban, suburban, and rural communities that together form a rich mixture of highly diverse races and ethnicities, and a wide range of socioeconomic categories.

Its primary service area includes 25 towns and corresponds largely with the greater Hartford region. The Hospital's secondary service area includes 28 towns largely to the west and south of the primary service area. These towns are more rural, and their needs are very different than those of the city of Hartford, which has more than three times as many patients discharged from Saint Francis than any other municipality.

A comparison of population density, household income, and median age reveal that these communities are anything but uniform, and the resources for addressing concerns and needs of their residents differ as well. Yet, many of the health issues they face are similar; obesity, diabetes, heart disease, and behavioral health were all mentioned by the leaders of health districts who serve these towns.

Hartford's population of 125,000 is composed of all races and myriad ethnicities. Some 44 percent of its citizens are Hispanic/Latino and 35 percent Black/African American, with subgroups that include refugees and immigrants

from Africa, Eastern Europe, the Middle East, Asia, South America, and the West Indies. Additionally, 22 percent of the total population in Hartford is foreign born, bringing a tremendous diversity to the city.

The city is proportionately younger than the rest of the state as well as the country; over 25 percent of its residents are under age 17 and only 9 percent are over age 65, compared to 22 percent and 15 percent respectively for the state as a whole. This affects age-related health issues, such as some forms of cancer, violence, and accidental injury.

Hartford is a city of vibrant neighborhoods – 17 distinct neighborhoods, to be exact – with a variety of housing stock ranging from high-rise downtown luxury apartments and condos to historic houses to single-family homes and a variety of rental options. The city’s many neighborhoods are supported by a roster of community organizations that focus on issues, such as economic development, housing, and assimilation of new immigrants, education, and historic preservation.

Health Needs of the Community

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13th. The 5 significant health needs identified in the Community Conversation Meeting included:

Community Safety & Violence	<ul style="list-style-type: none"> Ranked as the highest priority at the Community Conversation Meeting 54% of Hartford residents said it was not safe to walk in their neighborhood
Housing Insecurity	<ul style="list-style-type: none"> Home ownership is only 26% in Hartford 32% of renters are subsidized
Family & Social Support	<ul style="list-style-type: none"> 59% of residents said they “do not trust neighbors” Limited support for positive health behaviors
Employment & Poverty	<ul style="list-style-type: none"> Only 59% of Hartford residents are regularly employed 79% of Hartford household are below adequate income levels
Access to Care	<ul style="list-style-type: none"> 50% of residents are worried about the cost of care 23% of residents don’t have a regular doctor

In addition to findings from the Community Conversation, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services. And finally for the city of Hartford in particular the issues of unstable housing; violence; employment and education were all identified as significant needs.

Hospital Implementation Strategy

Saint Francis Hospital and Medical Center’s resources, mission, goals, strategic priorities and the significant health needs identified through the most recent CHNA process were all considered during the development of the hospital’s Implementation Strategy. The Hospital’s Well Being 360 (WB360) project, which was selected to be part of Trinity Health’s national Transforming Communities Initiative, combines resources from the hospital, community groups, state and local government departments, and national resources to create a collaborative approach to improving the health of the community.

The WB360 project will address identified health needs by:

- Engaging in an **anchor institution** approach designed to impact high-need neighborhoods in Hartford's North End by addressing social determinants of health.
- Encouraging health behavior change through the support of evidence-based programs in the areas of **diet, exercise** and support for changes in **tobacco policy**.
- Testing a model of clinical care that integrates the healthcare delivery system with social support programs, with a specific focus on **behavioral health**.
- Transforming the physical environment through support of local partner agencies working to improve **housing, neighborhood safety** and opportunities for **physical activity**.

Transforming Communities - Well Being 360

The Implementation Strategy to be executed by SFHMC is called the Well Being 360 and includes an investment from the hospital as well as leveraged resources from the Trinity Health system and community partnering agencies. The work will include the development of a coalition with the goal of bringing all of the varied resources to the table for collective impact approaches to address the social determinants of health that are so significant in the city's poorest neighborhoods. The work will involve community investments based on a set of principles agreed upon by the WB360 Steering Committee. Well Being 360 investments will be made based on:

1. Alignment with CHNA identified needs and health system priorities;
2. Strong evidence of effectiveness in achieving targeted outcomes;
3. Capacity to implement solutions and build coalition with community partners and residents;
4. Value of the investment (impact per dollar invested) in achieving short-term and longer-term outcomes; and
5. Sustainability of solution after initial investment.

Significant Health Needs That Will Not be Addressed:

SFHMC acknowledges the wide range of priority health issues that emerged from the CHNA process, and determined that it could effectively focus on only those health needs which it deemed most pressing, under-addressed, and within its ability to influence. SFHMC will not take action on the following health needs:

- Housing Insecurity
The Partnership for Stronger Communities has done significant work in the area of homelessness prevention and is taking the lead on this community health issue. We will collaborate with them on this work but expect to serve in a supportive role.
- Employment and Poverty:
The health collaborative being developed by our partner Community Solutions in the North End of Hartford will serve as the leader for this work.
- Sexual Activity:
The City of Hartford has a strong program in this area and this issue was rated as a low priority in our Community Conversation.
- Air and Water Quality:
Although these were mentioned by community members as a concern, the City of Hartford and its partner agencies are focused on this work.

This implementation strategy specifies community health needs that the Hospital has determined to meet in whole or in part and that are consistent with its mission. The Hospital reserves the right to amend this implementation strategy as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending in September of 2019, other organizations in the community may decide to address certain needs, indicating that the Hospital then should refocus its limited resources to best serve the community.

CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 - 2019			
HOSPITAL FACILITY:	SFHMC		
CHNA SIGNIFICANT HEALTH NEED:	Community Safety and Violence		
CHNA REFERENCE PAGE:	P. 23	PRIORITIZATION #: 1	
BRIEF DESCRIPTION OF NEED:			
Excessive violence, concerns for safety in neighborhoods, and lack of opportunities for diversion.			
GOAL:			
Create partnerships with four local organizations to increase diversionary options for youth and improve the physical environment to promote safety.			
OBJECTIVE:			
Work with local community agencies and develop a work group on violence prevention.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:			
<ol style="list-style-type: none"> 1. Develop a coalition work group focused on violence prevention. 2. Provide monetary support to community agencies. 3. Identify best practices for small cities. 			
ANTICIPATED IMPACT OF THESE ACTIONS:			
<ol style="list-style-type: none"> 1. Stronger collaborative relationships. 2. Strengthened community agencies focused on violence prevention. 3. By next survey, increased feelings of safety. 			
PLAN TO EVALUATE THE IMPACT:			
DataHaven Survey – Comparison of 2019 and 2016. Community Conversations			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:			
Coalition Leadership Monetary Support of Partners.			
COLLABORATIVE PARTNERS:			
Hartford Communities That Care Community Solutions Peace Builders			

**CHNA IMPLEMENTATION STRATEGY
FISCAL YEARS 2016 - 2019**

HOSPITAL FACILITY:	SFHMC		
CHNA SIGNIFICANT HEALTH NEED:	Family and Social Support (Healthy Behaviors - Diet & Exercise)		
CHNA REFERENCE PAGE:	20	PRIORITIZATION #: 2a	
BRIEF DESCRIPTION OF NEED:			
High rates of Obesity, Diabetes and Heart Disease are impacted significantly by behaviors. In Hartford, the Obesity rate is 33% and those impacted by diabetes in a survey completed by the CDRCHE included 68% of participants.			
GOAL:			
Provide easily accessible programs that focus on healthy eating and active living behaviors that result in positive health changes.			
OBJECTIVE:			
Engage 120 participants in the first year of the programs and establish and on-going, sustainable process for providing the programs to those residents with the highest need.			
Collaborate with the Complete Streets Committee to move forward on changes to the environment that encourage physical activity.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:			
Identify appropriate partners to provide the programs in community settings. Develop a referral system to identify high need patients and provide high quality actionable referrals. Invest in programs to they can provide free of charge to patients and residents in need of these support services.			
ANTICIPATED IMPACT OF THESE ACTIONS:			
Better relationships with program participants. Increase knowledge and healthy behaviors for those who complete the programs. Improved long term health outcomes.			
PLAN TO EVALUATE THE IMPACT:			
Pre and post-test screening of knowledge and behavior. Development of Patient Advisory Board to support on-going engagement. In year 3 - Review of health records for up to 10% of program participants.			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:			
Well Being 360 Investment In-Kind support for data collection and program evaluation.			
COLLABORATIVE PARTNERS:			
YMCA - Diabetes Prevention Program Live Well – Diabetes Prevention Program Cooking Matters – Food Access and Budgeting Program City of Hartford Complete Streets Committee			

**CHNA IMPLEMENTATION STRATEGY
FISCAL YEARS 2016 - 2019**

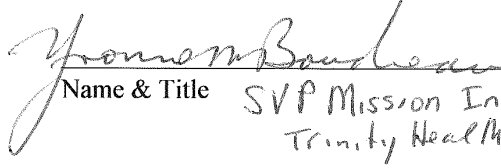
HOSPITAL FACILITY:	SFHMC		
CHNA SIGNIFICANT HEALTH NEED:	Family and Social Support (Resources for Tobacco Use)		
CHNA REFERENCE PAGE:	21	PRIORITIZATION #: 2b	
BRIEF DESCRIPTION OF NEED: Tobacco Use in Connecticut is at 16%, well above the Healthy People 2020 goal of 12%. Rates among Connecticut youth are similar to adults, which highlight an opportunity to have an impact on health outcomes.			
GOAL: Make changes to tobacco policy at the state and local level to support tobacco cessation. Focus on youth smoking rates			
OBJECTIVE: Collaborate with a statewide coalition to encourage tobacco use cessation. Develop relationships with clinical leaders to improve tobacco screening and referral.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED: Identify local resources for patients and others to access. Engage youth and others in messaging about tobacco cessation.			
ANTICIPATED IMPACT OF THESE ACTIONS: Change in legislation that makes it harder to market e-cigarettes. Improved messaging on campus about the prohibition of tobacco products of all kinds including e-cigarettes. Decreased uptake of smoking among young adults.			
PLAN TO EVALUATE THE IMPACT: Review legislative accomplishments for the past 12 months. Identify signage changes regarding tobacco free campus. Examine rates of smoking in young adults.			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT: Well Being 360 Investment Changes in campus wide signage			
COLLABORATIVE PARTNERS: MATCH Coalition Regional Health Ministry Sites: Johnson Memorial; Mount Sinai; Saint Mary's; Mercy Medical Center			

**CHNA IMPLEMENTATION STRATEGY
FISCAL YEARS 2016 - 2019**

HOSPITAL FACILITY:	SFHMC		
CHNA SIGNIFICANT HEALTH NEED:	Access to Healthcare (Focus on Behavioral Health)		
CHNA REFERENCE PAGE:	23	PRIORITIZATION #: 3	
BRIEF DESCRIPTION OF NEED: Access to behavioral health services is limited for patients on Medicaid and over 40 of survey respondents said they feel down sometimes or often. According to the report, My Brothers Keeper 06120, trauma and behavioral health impact academic performance; criminal behavior; ability to develop trusting relationships; employment and drug use.			
GOAL: Develop and pilot an electronic referral system embedded in the EMR that enables providers to make referrals and monitor follow through.			
OBJECTIVE: Enroll 300 patients in the program and monitor the delivery of support services to those referred.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED: Partner with community agency to develop the project. Collaborate with home care agencies who provide in home clinical and social support services. Monitor outcomes of the project to determine feasibility of large scale implementation.			
ANTICIPATED IMPACT OF THESE ACTIONS: Improved satisfaction for patients enrolled in the project. Decreased need for urgent care services. Increased stability in patient's lives.			
PLAN TO EVALUATE THE IMPACT: Survey of patient satisfaction. Monitor use of ED services. Interview sample of patients about quality of life changes.			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT: Coordination of project activities in safety net clinics. Collaboration with partner agencies in meetings; problem solving and monitoring of program outcomes. Support for grant funding applications.			
COLLABORATIVE PARTNERS: Community Solutions Ambulatory Care Clinic Home Care Agency (yet to be identified) Intercommunity; Wheeler Clinic			

Adoption of Implementation Strategy

On 1-20-17 the Mission Committee of the Board of Directors for Saint Francis Hospital & Medical Center met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. Upon review, the Mission Committee recommends approval by the full Board of Directors at their next meeting of this Implementation Strategy and the related budget.

	<u>01 / 25 / 2017</u>
Name & Title	Date
SVP Mission Integration Trinity Health - New England	

ATTACHMENT 2

Mount Sinai Rehabilitation Hospital Community Health Needs Assessment Implementation Strategy 2016 - 2019

Mount Sinai Hospital (MSRH) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on September 30, 2016. SFHMC performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from community members, and various community organizations.

The complete CHNA report is available electronically at http://www.saintfranciscare.com/About_Us/Hospital_Publications.aspx or printed copies are available by emailing: plarivie@stfranciscare.org

Hospital Information and Mission Statement

MISSION

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CORE VALUES

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- **Commitment to Those who are Poor:**
We stand with and serve those who are poor, especially those most vulnerable.
- **Justice:**
We foster right relationships to promote the common well, including sustainability of Earth.
- **Stewardship:**
We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.
- **Integrity:**
We are faithful to who we say we are.

Mount Sinai Rehabilitation Hospital's service area comprises urban, suburban, and rural communities that together form a rich mixture of highly diverse races and ethnicities, and a wide range of socioeconomic categories. Most patients seen have disabilities; spinal cord injuries; brain injuries; and complications due to stroke. Stroke is the most common reason for hospitalization and risk factors include diabetes, obesity and smoking; all of which were identified in the CHNA as priorities. Additionally, patients with Multiple Sclerosis and other neurological diseases are frequently served by Mount Sinai Rehabilitation Hospital. Trauma due to gunshots, violence, motor vehicle accidents and other accidents are also common; as are amputees who suffer with diabetes. Mount Sinai serves to treat the consequences of these conditions with primary treatment and engages in secondary prevention through education, community outreach and programs to reduce incidence.

Mount Sinai serves the entire State of Connecticut. Its primary service area includes 25 towns and corresponds largely with the greater Hartford region. The Hospital's secondary service area includes 28 towns largely to the west and south of the primary service area.

Hartford’s population of 125,000 is composed of all races and myriad ethnicities. Some 44 percent of its citizens are Hispanic/Latino and 35 percent Black/African American, with subgroups that include refugees and immigrants from Africa, Eastern Europe, the Middle East, Asia, South America, and the West Indies. Additionally, 22 percent of the total population in Hartford is foreign born, bringing a tremendous diversity to the city. The city is proportionately younger than the rest of the state as well as the country; over 25 percent of its residents are under age 17 and only 9 percent are over age 65, compared to 22 percent and 15 percent respectively for the state as a whole. This affects age-related health issues, such as some forms of cancer, violence, and accidental injury. The MSRH has a special focus on veterans and on neurological illnesses especially multiple sclerosis

Health Needs of the Community

The CHNA conducted in 2016 identified 5 significant health needs within the Greater Hartford community. Those needs were then prioritized based on a Community Conversation Meeting that took place on September 13th. The 5 significant health needs identified in the Community Conversation Meeting included:

Community Safety & Violence	<ul style="list-style-type: none"> • Ranked as the highest priority at the Community Conversation Meeting • 54% of Hartford residents said it was not safe to walk in their neighborhood
Housing Insecurity	<ul style="list-style-type: none"> • Home ownership is only 26% in Hartford • 32% of renters are subsidized
Family & Social Support	<ul style="list-style-type: none"> • 59% of residents said they “do not trust neighbors” • Limited support for positive health behaviors
Employment & Poverty	<ul style="list-style-type: none"> • Only 59% of Hartford residents are regularly employed • 79% of Hartford household are below adequate income levels
Access to Care	<ul style="list-style-type: none"> • 50% of residents are worried about the cost of care • 23% of residents don’t have a regular doctor

In addition to findings from the Community Conversation, the quantitative CHNA data identified other areas of need within the Hartford community and beyond. High rates of obesity, diabetes and heart disease are of concern for both residents and health professionals; tobacco use rates in Hartford are higher than national averages and are similar in adult and youth populations; concerns about access to healthcare are particularly acute for those in need of behavioral health services.

Hospital Implementation Strategy

Mount Sinai Rehabilitation Hospital’s resources, mission, goals, strategic priorities and the significant health needs identified through the most recent CHNA process were all considered during the development of the hospital’s Implementation Strategy.

The health priorities for the Mount Sinai Rehabilitation Hospital and the Mandell Center for Comprehensive Multiple Sclerosis Care include:

1. Access to comprehensive rehabilitation facilities (focus on Veterans)
2. Patient frustration with disjointed rehabilitation care
3. Lack of coordinated and comprehensive care for MS patients
4. Increased need for research to better understand MS treatment options

The Physical Medicine and Rehabilitation (PM&R) Service Line at Mount Sinai Rehabilitation Hospital strives to facilitate and enhance individual recovery, function, and optimal performance with an emphasis on those populations with impairments that either place them at risk or result in temporary and/or permanent disability.

It serves as a regional and national leader in the delivery of coordinated rehabilitation services providing;

2015

- Neurology
 - Neurologist 4 days/wk
 - PA Full time
 - Recruiting second neurologist
- Physiatry
- Urology
 - Urologist 1.5 days/wk
 - Urodynamics RN
 - Ultrasound tech
- Infusion Center
 - Infusion Nurse Full time
 - Per diem Infusion Nurses-2
 - Medical Assistant
- Case Management
- Skilled Therapy:
 - PT (3), OT (2), ST (1) –dedicated MS team
- Neuropsychology
- New Services
 - Pharmacy
 - Integrative Medicine(yoga, accupuncture)

CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019			
HOSPITAL FACILITY:	Mount Sinai Rehabilitation Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Access to Rehabilitation Healthcare Services (focus on veterans)		
CHNA REFERENCE PAGE:	22	PRIORITIZATION #: 1	
BRIEF DESCRIPTION OF NEED: Veterans are in need of support programs focusing on their unique set of needs.			
GOAL: Improve the resources, and increase the quality of the programs available for Veterans			
OBJECTIVE: Enhance the relationship with the Veterans Administration to provide high quality accessible rehabilitation services across the state to veterans in need of support.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED: <ul style="list-style-type: none"> • Increase staff appropriately • Establish referral coordinator program to facilitate proper patient transitions to MSRH • Create educational/training programs 			
ANTICIPATED IMPACT OF THESE ACTIONS: <ul style="list-style-type: none"> • Improve access of programs for Veterans • Broaden array of resources • Increase participation of Veterans in support programs 			
PLAN TO EVALUATE THE IMPACT: <ul style="list-style-type: none"> • Patient Satisfaction Survey Responses • Conversations with Veterans Administration Leadership • Number of veterans participating in programs 			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT: <ul style="list-style-type: none"> • Staffing for Outreach to the Veteran population • Leadership participation at board level or committees with a focus on Healthcare for Veterans • Amputee Informational series • Health & Fitness Initiatives through Outpatient Services • Community Outreach Programs including: Adaptive Rowing; Golfers in Motion; and others. 			
COLLABORATIVE PARTNERS: <ol style="list-style-type: none"> 1. Quinnipiac University 2. Department of Veterans Affairs 			

CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019			
HOSPITAL FACILITY:	Mount Sinai Rehabilitation Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Access to Rehabilitative Services (continuity of rehabilitation services)		
CHNA REFERENCE PAGE:	22	PRIORITIZATION #: 2	
BRIEF DESCRIPTION OF NEED: Provide comprehensive rehabilitation services to those who suffer from brain injury, stroke, heart disease and other chronic illness.			
GOAL: Enhance efficiency in recovery, community reintegration and secondary prevention.			
OBJECTIVE: Improve long-term functional and health status and improve the likelihood of independent living and a high quality of life			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED: <ul style="list-style-type: none"> • Education and Training for rehabilitation professionals, patients, and the community • Research and clinical innovation to advance in the field of rehabilitation medicine • Advocacy in partnerships to ensure the needs of those with disabilities are recognized, understood, and addressed by policy makers 			
ANTICIPATED IMPACT OF THESE ACTIONS: <ul style="list-style-type: none"> • Reduce the likelihood of complications, relapse, and/or re-hospitalizations • Halt or slow the progression of primary and secondary disabilities (maintain functioning and prevent further deterioration) 			
PLAN TO EVALUATE THE IMPACT: <ul style="list-style-type: none"> • Monitor discharge, transfers and readmissions rates • Report on capability to manage patient population • Outline set of added services 			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT: <ul style="list-style-type: none"> • Powerful Tools For Caregivers • Integrative Medicine- Acupuncture, massage on campus • Monthly Stroke Survivors Support Group • Spinal Cord injury Informational Series • Community Outreach Programs including: Adaptive Rowing; Golfers in Motion and others 			
COLLABORATIVE PARTNERS: <ul style="list-style-type: none"> • Acute Care Hospitals and Trauma Centers across the state • Emergency Department staff • CT State Department of Public Health • Stoke Center at SFHMC 			

CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 - 2019			
HOSPITAL FACILITY:	Mount Sinai Rehabilitation Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Access to Healthcare (rehabilitation services for patients with MS)		
CHNA REFERENCE PAGE:	22	PRIORITIZATION #: 3 & 4	
BRIEF DESCRIPTION OF NEED: Provide comprehensive interdisciplinary care for those with Multiple Sclerosis to achieve optimal outcomes.			
GOAL: Become Center of Excellence for MS. Provide high quality state of the art care to those suffering from Multiple Sclerosis. Expand community access for our Center of Excellence for MS.			
OBJECTIVE:			
<ul style="list-style-type: none"> • Expand services area reach beyond current primary service area. • Increase partners in order to address disjointed care • Advocate at the payor and legislative level regarding access to services 			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:			
<ul style="list-style-type: none"> • Enhance the coordination of MS Care • Improve research portfolio and numbers of patients involved in trials • Integrate State of the art technologies to enhance clinical outcomes 			
ANTICIPATED IMPACT OF THESE ACTIONS:			
<ul style="list-style-type: none"> • Value driven rehabilitation care across the continuum • Work with partners to ensure the needs of those with MS are addressed by policymakers 			
PLAN TO EVALUATE THE IMPACT:			
<ul style="list-style-type: none"> • Measure the development of innovative interdisciplinary care programs • Increase in portfolio of new technology, trials and robotics (hyperbaric chamber treatment) • Improved research infrastructure 			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:			
<ul style="list-style-type: none"> • C.A.R.P. Community Adaptive Rowing Program • Golfers in Motion and other Physical Therapy Programs • Men's MS Support Group • Patient Led Support Group for individuals with MS • MS International Symposium Patient Day (Education, Resources, support for individuals with MS, families & clinicians) • MS center facilitated Education Seminars for Patients with MS/families related to DMT options 			
COLLABORATIVE PARTNERS:			
<ol style="list-style-type: none"> 1. Multiple Sclerosis Society 2. Research Support 3. Mandell Family Foundation 			

Adoption of Implementation Strategy

On 1-24-17 the Mission Committee of the Board of Directors for Mount Sinai Rehabilitation Hospital met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. Upon review, the Mission Committee recommends approval by the full Board of Directors at their next meeting of this this Implementation Strategy and the related budget.

Howard Orr

Howard Orr
Mount Sinai Rehabilitation Hospital
Board Chairman

1 / 25 / 17

Date

ATTACHMENT 3

Trinity Health – New England
Johnson Memorial Hospital
Community Health Needs Assessment Implementation Strategy
Fiscal years 2016-2019

Johnson Memorial Hospital (JMH) completed a comprehensive Community Health Needs Assessment (CHNA) that was adopted by the Board of Directors on 2-7-17. JMH performed the CHNA in adherence with certain federal requirements for not-for-profit hospitals set forth in the Affordable Care Act and by the Internal Revenue Service. The assessment took into account input from representatives of the community, community members, and various community organizations.

The complete CHNA report is available electronically at www.jmmc.com or printed copies are available from Patricia Lariviere plarivie@stfranciscare.org

Hospital Information and Mission Statement

Mission

We, Trinity Health, serve together in the spirit of the Gospel as a compassionate and transforming healing presence within our communities.

Our Core Values

Reverence

We honor the sacredness and dignity of every person.

Commitment to those who are poor

We stand with and serve those who are poor, especially those most vulnerable.

Justice

We foster right relationships to promote the common good, including sustainability of Earth.

Stewardship

We honor our heritage and hold ourselves accountable for the human, financial and natural resources entrusted to our care.

Integrity

We are faithful to who we say we are.

Johnson Memorial Hospital is a 92-bed hospital located in Stafford Springs Connecticut that has been an anchor institution in north central Connecticut for 104 years. The Hospital moved from its original location on East Street in Stafford Springs to its present location on Chestnut Hill Road in 1975. During the 1980s, few health care organizations throughout the United States were branching out by creating subsidiaries, and Johnson Memorial Hospital (JMH) was one of the first to bring this type of business structure to Connecticut. Early in the decade, Johnson Health Care, Johnson Development Fund and Wellcare joined Johnson Memorial Hospital under the Johnson Memorial Corporation umbrella. Soon after, the

organization opened Connecticut's first free-standing, hospital-affiliated outpatient surgery center, Johnson Surgery Center. In the intervening years, Johnson has continued expanding services to meet the community's needs. In September 2010, JMH emerged from Chapter 11 as an independent, community-based health care provider as it had been for nearly a century. In July of 2012, JMH and Saint Francis Care signed an Affiliation Agreement, resulting in a mutually beneficial relationship that has provided the community with a sustainable, high quality healthcare resource. As a result, JMH has experienced improved operations by all measures of financial performance.

In 2016, Johnson Memorial Hospital and the other Johnson entities became part of Trinity Health - New England, an integrated health care delivery system that is a member of Trinity Health, Livonia, MI, one of the largest multi-institutional Catholic health care delivery systems in the nation. Today, Johnson Memorial Hospital and Home & Community Health Services provide a continuum of health care services to those living and working in north central Connecticut and western Massachusetts.

Health Needs of the Community

The CHNA conducted in 2016 identified significant health needs within the JMH community. Those needs were then prioritized based on a Community Conversation and focus groups with key stakeholders held during 2016. Significant health needs identified, in order of priority include:

<p>Healthy Behavior Change: Diet & Exercise</p>	<ul style="list-style-type: none"> • 66% of JMH survey respondents are either overweight or obese • High Blood Pressure is the leading cause of hospitalization.
<p>Substance Abuse & Tobacco Use</p>	<ul style="list-style-type: none"> • Opioid use had increased significantly • 16% of CT adult smoke and youth rates are similar
<p>Access to health care:</p>	<ul style="list-style-type: none"> • 23% of residents indicate postponing care due to access. • Of those 56% said that cost was a significant factor.
<p>Poverty and Employment</p>	<ul style="list-style-type: none"> • Although the population is educated, employment opportunities are limited. • 12% of residents indicated the need to participate in food pantries due to limited income for food.

Hospital Implementation Strategy

JMH resources and overall alignment with the hospital's mission, goals and strategic priorities were taken into consideration of the significant health needs identified through the most recent CHNA process.

Significant health needs that will not be addressed

Johnson Memorial Hospital acknowledges the wide range of priority health issues that emerged from the CHNA process, and determined that it could effectively focus on only

those health needs which it deemed most pressing, under-addressed, and within its ability to influence. JMH will not take action on the following community needs:

- **Poverty and lack of employment opportunities.**
- **Lack of public transportation resources.**

This implementation strategy specifies community health needs that the Hospital has determined to meet in whole or in part and that are consistent with its mission. The Hospital reserves the right to amend this implementation strategy as circumstances warrant. For example, certain needs may become more pronounced and require enhancements to the described strategic initiatives. During the three years ending 2019, other organizations in the community may decide to address certain needs, indicating that the Hospital then should refocus its limited resources to best serve the community.

**CHNA IMPLEMENTATION STRATEGY
FISCAL YEARS 2016 – 2019**

HOSPITAL FACILITY:	Johnson Memorial Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Support for Healthy Behavior Change: Diet & Exercise		
CHNA REFERENCE PAGE:	Pages 15,17,18	PRIORITIZATION #: 2	
BRIEF DESCRIPTION OF NEED:			
High rates of Obesity, Diabetes and Heart Disease are impacted significantly by behaviors. In the JMH service area 66% of residents are either overweight or obese. And high blood pressure is the most common reason for hospitalization.			
GOAL:			
Provide easily accessible programs that focus on healthy eating and active living behaviors that result in positive health changes.			
OBJECTIVE:			
Engage 60 participants in the first year of the programs and establish and on-going, sustainable process for providing the programs to those residents with the highest need.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:			
Identify appropriate partners to provide the programs in community settings. Develop a referral system to identify high need patients and provide high quality actionable referrals. Invest in programs so they can be provide free of charge to patients and residents in need of these support services.			
ANTICIPATED IMPACT OF THESE ACTIONS:			
Better relationships with program participants. Increase knowledge and healthy behaviors for those who complete the programs. Improved long term health outcomes.			
PLAN TO EVALUATE THE IMPACT:			
Pre and post-test screening of knowledge and behavior for program participants. In year 3 - Review of health records for up to 10% of program participants.			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:			
In-Kind support for data collection and program evaluation.			
COLLABORATIVE PARTNERS:			
American Heart Association Diabetes Prevention Programs			

CHNA IMPLEMENTATION STRATEGY FISCAL YEARS 2016 – 2019			
HOSPITAL FACILITY:	Johnson Memorial Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Substance Abuse and Tobacco Use		
CHNA REFERENCE PAGE:	17	PRIORITIZATION #: 3	
BRIEF DESCRIPTION OF NEED: Tobacco Use in Connecticut is at 16%, well above the Healthy People 2020 goal of 12%. Rates among Connecticut youth are similar to adults, which highlight an opportunity to have an impact on health outcomes. Opioid use has increased significantly in the rural areas of the service area.			
GOAL: Make changes to tobacco policy at the state and local level to support tobacco cessation. Engage programs that focus on youth smoking rates Develop a set of substance abuse prevention and treatment resources.			
OBJECTIVE: Collaborate with a statewide coalition to encourage tobacco use cessation. Develop relationships with clinical leaders to improve tobacco screening and referral. Engage partners in development of resources for opioid abuse.			
ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED: Identify local resources for patients and others to access. Engage youth and others in messaging about tobacco cessation.			
ANTICIPATED IMPACT OF THESE ACTIONS: Change in legislation that makes it harder to market e-cigarettes. Improved messaging on campus about the prohibition of tobacco products of all kinds including e-cigarettes. Decreased uptake of smoking among young adults. Identification and education of providers and others about resources to address substance abuse.			
PLAN TO EVALUATE THE IMPACT: Review legislative accomplishments for the past 12 months. Identify signage changes regarding tobacco free campus. Examine rates of smoking in young adults with Data Haven support. Survey of providers and patients about knowledge of substance abuse resources.			
PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT: Changes in campus wide signage In-Kind support for resource identification			
COLLABORATIVE PARTNERS: MATCH Coalition Regional Health Ministry Sites: Johnson Memorial; Mount Sinai; Saint Mary's; Mercy Medical Center			

**CHNA IMPLEMENTATION STRATEGY
FISCAL YEARS 2016 – 2019**

HOSPITAL FACILITY:	Johnson Memorial Hospital		
CHNA SIGNIFICANT HEALTH NEED:	Access to Healthcare		
CHNA REFERENCE PAGE:	20	PRIORITIZATION #:	1

BRIEF DESCRIPTION OF NEED:
23% of survey participants indicated they have postponed healthcare in the past 12 months because of limited access. The most common reason cited was cost with 56% of those who said the postponed care attributing cost to the reason for doing so.

GOAL:
Work to improve understanding of healthcare costs; improve enrollment in health insurance and decrease the numbers reporting that care is postponed due to access.

OBJECTIVE:
Enroll 100 patients in health insurance or programs or screen them for financial assistance for healthcare resources. Educate providers and patients about the resources available for those with limited income.

ACTIONS THE HOSPITAL FACILITY INTENDS TO TAKE TO ADDRESS THE HEALTH NEED:
Partner with community agency to develop an outreach effort about health insurance resources and the importance of financial screening.

ANTICIPATED IMPACT OF THESE ACTIONS:
Improved satisfaction for patients and greater access to needed health resources.
Increased stability in patient’s lives.

PLAN TO EVALUATE THE IMPACT:
Survey of patient satisfaction.
Measure of patient health insurance coverage.

PROGRAMS AND RESOURCES THE HOSPITAL PLANS TO COMMIT:
Coordination of financial screening resources from Saint Francis with Johnson staff.
Staffing of educational programs about health resources in the community.

COLLABORATIVE PARTNERS:
Saint Francis Hospital
Financial Aid Counselors
ACCESS Health CT

Adoption of Implementation Strategy

On 2-7-17 the Board of Directors for Johnson Memorial Hospital met to discuss the 2016-2019 Implementation Strategy for addressing the community health needs identified in the 2016 Community Health Needs Assessment. The Board adopted the plan and related budget and designated the chairman of the board to sign the documents for approval.



Patrick Mahon, Chairman

2, 15, 17

Date

ATTACHMENT 4

Saint Mary's Hospital
**Community Health
Needs Assessment**

Implementation Plan



2016 Community Health Needs Assessment Implementation Plan

Following the 2016 Community Health Needs Assessment, Saint Mary's Hospital developed an Implementation Strategy to illustrate the hospital's specific programs and resources that support ongoing efforts to address the identified community health priorities. This work is supported by community-wide efforts and leadership from the executive team and board of directors at Saint Mary's Hospital. The goal statements, objectives and initiatives, and inventory of existing community assets and resources for each of the five priority areas are listed below.

I. Access to Care

Goal: Improve access to comprehensive, culturally competent, quality health services.

Objectives:

- Increase the proportion of patients with health insurance
- Increase the proportion of persons who have a specific source of ongoing care

Key Indicators

- Number of uninsured patients approved for health insurance programs
- Number of patients who report having a primary care provider
- Number of patients participating in the Children & Youth Medical Home Initiative

Existing Programs

Hospital-Based Access to Care Programs

- Saint Mary's has patient financial advocates who help patients qualify for insurance programs such as Medicaid. In 2016, these advocates assisted 1,558 individuals in obtaining insurance coverage.
- In January 2014, Saint Mary's began the insurance and cost estimate program was implemented. Patients, who request an estimate, now receive a document that estimates the cost of care.
- Saint Mary's has a patient tracking system for its Same Day Surgery department as of September 2013.
- Saint Mary's has a comprehensive communication strategy to promote primary care and urgent care through direct patient education, community health events and marketing communications such as search engine optimization, online appointment booking and digital media strategies.
- Saint Mary's promotes the use of a patient's electronic health record as a means of providing access to patient's health information including medications, providers and office visits.
- In October 2016, Saint Mary's installed signage in multiple languages that educates patients and visitors to use our language and interpretation services.
- Saint Mary's is a partner in the Waterbury Health Access Program which improves access to high-quality medical care for uninsured and underinsured residents of Greater Waterbury.
- Saint Mary's Family Health Center and Outpatient Behavioral Health Center provide services to patients who are uninsured, under-insured or have Medicaid. Thousands of patients receive services through these clinics.

Grant-Funded

- Saint Mary's has grant funding from the Connecticut Department of Public Health for The Connecticut Breast and Cervical Cancer Early Detection Program (CBCCEDP), which was formerly known as the Connecticut Cancer and Heart Disease Integrated Health Screening program (CHDIHS). This program provides screening for breast, cervical and colorectal cancer and if a cancer is diagnosed through the grant, funds are available for treatment.
- As one of five hospitals in the state of Connecticut, Saint Mary's received grant funding from the Connecticut Department of Public Health for the Children and Youth with Special Health Care Needs (CYSHCN). This program develops care plans and provides healthcare regardless of income for children and youth with chronic physical and/or behavioral issues not only to Saint Mary's practices but to the community as well.

Initiatives

- Explore further options of care using the PUMP Club model (see section III., Healthy Lifestyles) of direct-to-care access.
- Provide appropriate technology in hospital to enhance patient experience across multiple settings.
- Educate health care providers on resources (e.g., Malta House of Care, Waterbury Health Access Program) for uninsured/underinsured and low income patients and families.
- Explore further development of nurse navigator programs to improve access to primary care and behavioral health.
- Evaluate need for additional mobile screening vehicles in the Greater Waterbury market
- Continue to enhance Autism-friendly space and training for emergency department providers

II. Mental Health and Substance Abuse

Goal: Improve mental health and reduce substance abuse through awareness, access to services, and promoting positive environments.

Objectives:

- Increase mental health and substance abuse screening by primary care providers
- Increase number of points of access for referral to services

Key Indicators

- Number and percent of patients in the Emergency Department whose primary diagnosis is related to mental or behavioral health.
- Length of stay in ED for mental or behavioral health patients.
- Number of ED referrals for mental or behavioral health care services.
- Number of patients who utilize outpatient behavioral health services.

Existing Programs

- Saint Mary's has a twelve-bed inpatient psychiatric unit. In FY 15, 637 patients were discharged from the unit. The average length of stay in the unit is 6.5 days.
- Saint Mary's has an intensive outpatient behavioral health program. Approximately, 1,700 patients receive services through this program each year.
- Saint Mary's Emergency Department is a resource for patients with behavioral health needs. In 2015, 13,254 ED patients had a primary or secondary diagnosis related to behavioral health. These patients represent 18% of total visits (71,762). The average length of stay for behavioral health patients in 2015 the ED was 33 hours or 1.4 days.
- In 2016, Saint Mary's implemented Enhanced Recovery After Surgery (ERAS), a program designed to reduce or eliminate the use of narcotics in surgery.

Initiatives

- Spearhead efforts to create and organize a Community Care Team focused on high risk behavioral health patients with efforts from the Greater Waterbury Health Improvement Partnership.
- Complete construction of Behavioral Health unit in the Emergency Department to better meet patient needs.
- Continue to participate in the Connecticut Behavioral Health Partnership, which is organized through ValueOptions, Association of Ambulatory Behavioral Health, and the Mental Health Association of Connecticut.
- Increase education and percentage of narcotic-free surgeries completed at Saint Mary's Hospital.
- Continue to evaluate use of telemedicine for mental and behavioral health.

III. Healthy Lifestyles (Obesity, Heart Disease, and Diabetes)

Goal: Reduce chronic health disease through awareness and education.

Objectives:

- Enact process to collect data within Physician Network Organization on patient Body Mass Index (BMI) levels.

Key Indicators

- Number of patients with a Body Mass Index (BMI) screening.
- Number of patients with a calculated Body Mass Index (BMI) of overweight or obese that were referred to additional care.
- Number and percent of patients receiving inpatient and outpatient nutritional counseling.
- Number of children who receive meals through the Health Nutrition Grant.
- Number and percent of hospital meals that meet Sodexo's Mindful Meal Selection Program.
- Percent of healthy options placed in vending machines on hospital campus.

Existing Programs

Hospital-Based Healthy Lifestyles Programs

- Saint Mary's offers inpatient nutritional counseling and a significantly expanded outpatient nutritional counseling services that provide support groups and education.
- Saint Mary's has a bariatric program. Services offered through the program include monthly educational seminars, nutritional counseling, gastric bypass and gastric banding surgery, and support groups. In FY 2015, 131 patients had bariatric surgery.
- Saint Mary's has expanded and enhanced Cardiac Rehabilitation wellness program.
- Food services at Saint Mary's are provided by Sodexo. Sodexo offers a program titled Mindful by Sodexo that includes healthy and nutritious food options.
- Beginning in 2016, Saint Mary's now offers breastfeeding classes taught by a certified lactation consultant specifically for mothers returning to work.
- Saint Mary's was awarded a grant to pilot the American College of Cardiology Nurse Navigator Program in 2014. Since then, the pilot has expanded into the PUMP Club; this program provides patients with Congestive Heart Failure education and coordination of post-acute care services.
- In 2016, Saint Mary's Hospital achieved its Chest Pain Center Accreditation with Primary PCI and Resuscitation from the American College of Cardiology Accreditation Services (formerly Society of Cardiovascular Patient Care).
- In 2016, Saint Mary's added a new Diabetes and Endocrinology Center.

Grant-Funded

- Saint Mary's is also a grant recipient of the WISEWOMEN™ program which helps women understand and reduce their risk for heart disease and stroke by providing services and screenings to promote lasting heart healthy lifestyles.
- Saint Mary's Children's Development Center has a Bureau of Health Nutrition Grant to provide lunch and snacks for children who live in poverty. This grant is partially funded by the Department of Education.

Initiatives

- Evaluate ways to continue to improve meal choices and healthy vending options at the hospital.
- Enhance existing breast feeding policies and procedures through exploration of Baby Friendly designation.
- Continue to promote education about heart disease including preventions such as Early Heart Attack Care and Hands-Only CPR.
- Support the Waterbury Department of Public Health's food and nutrition programs (such as the Healthy Corner Stores Initiative Food Prescription Programs).
- Explore potential to facilitate training for and hosting of American Diabetes Association's Live Well with Diabetes within the hospital network.

IV. Tobacco Use and Asthma

Goal: Become a leader in expanding our role with tobacco control to reduce illness, disability, and death related to tobacco use and secondhand smoke exposure. In addition, reduce the incidence and progression of asthma in the Greater Waterbury region.

Objectives:

- Following Connecticut Department of Public Health guidelines and Connecticut Hospital Association tools to reduce asthma hospitalizations and Emergency Department visits.
- Increase tobacco screening, counseling, and education about health risks of using tobacco
- Increase publicity of Saint Mary's tobacco and e-cigarette free environments.
- Enact process to collect data within Physician Network Organization on the percentage of adult patients screened for tobacco use and cessation intervention.

Key Indicators

- Number of patients that receive a tobacco screening.
- Number of patients who receive a smoking cessation referral.
- Number of patients who successfully complete smoking cessation counseling.
- Number of physicians participating in the Easy Breathing Program.

Existing Programs

- All patients who are discharged from Saint Mary's Hospital receive Smoking Cessation educational materials in their discharge packets.
- The Easy Breathing program works to inform physician practices and foster a community-based approach to pediatric asthma and review program data at the community level.
- Continue to explore efforts Greater Waterbury Region Asthma Coalition and the statewide health improvement initiative by Connecticut Hospital Association.

Initiatives

- Evaluate opportunities to pilot incentive program to increase smoking cessation rates.
- Support Regional Health Ministry in efforts on Tobacco 21, Smoke Free Movies and other tobacco control policies in the state of Connecticut
- Initiate and properly educate patients on Smoke Free Campuses including the use of E-cigarettes
- Upon implementation of new Electronic Health Record, report to Trinity Health System Office the number of patients screened for tobacco use and cessation intervention.
- Support Greater Waterbury Region Asthma Coalition in implementing Asthma Action Plan in Emergency Department.
- Increase education to patients regarding asthma triggers including poor air quality days and second-hand smoke.

V. Health Communications

Goal: As a member of the Greater Waterbury Health Improvement Partnership, Saint Mary's Hospital will be a leader in advancing the ability for quality health information and increase the target area's health literacy.

Objectives:

- Increase visibility of health and well-being programs in the Greater Waterbury community through various community tools and provider education
- Increase availability of Greater Waterbury Health Improvement Partnership reports and data

Key Indicators

- Number of people who engage in Greater Waterbury Health Improvement Partnership website and social media posts.

Existing Programs

- A communications workgroup has been formed within the Greater Waterbury Health Improvement Partnership.

Initiatives

- Assist with creation and promotion of Greater Waterbury Health Improvement Partnership website, social media and communication vehicles.

Appendix A: CHNA Implementation Plan Resources

Bridge to Success Community Partnership
Catholic Charities
Catholic Family Services
Chesprocott Health District
City of Waterbury
Community Health Centers, Inc.
Connecticut Community Foundation
End Hunger Connecticut
Family Services of Greater Waterbury
Greater Waterbury Health Improvement Partnership (GWHIP)
Harold Leever Regional Cancer Center
Healthcare without Harm
Local and national legislators
Malta House of Care
Neighborhood Housing Services of Waterbury
New Opportunities, Inc.
Pomperaug District Department of Health
Public and Private School Systems
StayWell Health Center, Inc.
Trinity Health
Trinity Health – New England
United Way of Greater Waterbury
Value Options
Visiting Nurses Association
Waterbury Department of Public Health
Waterbury Health Access Program
Waterbury Youth Services
Wellmore Behavioral Health

User, OHCA

From: Cotto, Carmen
Sent: Thursday, May 25, 2017 2:23 PM
To: Capone, Claudio
Cc: Roberts, Karen; User, OHCA
Subject: RE: Trinity Health -New England CON filing requirements

Hi Claudio,

We will get back to you on the matter of coordinating the due dates.

Meantime, please provide us with a reason for your request for an extension by no later than midday tomorrow, Friday, May 26, 2017.

Thanks,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

From: Capone, Claudio [mailto:Claudio.Capone@TrinityHealth-NE.org]
Sent: Thursday, May 25, 2017 7:09 AM
To: Cotto, Carmen <Carmen.Cotto@ct.gov>
Cc: Roberts, Karen <Karen.Roberts@ct.gov>
Subject: RE: Trinity Health -New England CON filing requirements

Hi Carmen...I spoke to Jennifer and Finance would like to keep the reporting on our current 6 months schedule October 1 – March 31st due May 31 and April-September due November 30. It should be the same for all TH-NE facilities.

That said, can we get a 2 week extension on our May 31st filing?

Thanks,

Claudio

From: Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]
Sent: Tuesday, May 16, 2017 4:26 PM
To: Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>
Cc: Roberts, Karen <Karen.Roberts@ct.gov>
Subject: FW: Trinity Health -New England CON filing requirements

Hi Claudio,

This is to follow up on our request below for feedback on our suggested wording to help coordinate the various required filings from Trinity Health-New England.

Last time we spoke you were waiting for Ms. Schneider's return from vacation to provide us with a feedback.

We need to hear from you prior to finalizing the wording in question.

Thanks,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

From: Roberts, Karen
Sent: Friday, February 24, 2017 11:38 AM
To: Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org) <Claudio.Capone@TrinityHealth-NE.org>
Cc: Cotto, Carmen <Carmen.Cotto@ct.gov>
Subject: FW: Trinity Health -New England CON filing requirements

Hi Claudio – the wording below is what OHCA staff is thinking will help to better coordinate the various required filings to OHCA from Trinity Health –New England for the three recent transfer of ownership agreed settlements. Before we have this put in an email from our Director, Kim Martone, please take a look and let us know if this will help TH-NE out with having less filing dates to hit for these three CONs. The yellow highlights show where the words “**following the Closing Date**” appear in the conditions and OHCA’s clarifying statement appears then in Red/Bold. Thanks. Karen

Karen Roberts

Principal Health Care Analyst

Office of Health Care Access

Connecticut Department of Public Health

410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308

P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov



I. Certain Agreed Upon Conditions from Docket Number 15-31979-CON, St. Francis/Trinity - CLOSING/TRANSACTION DATE WAS OCTOBER 1, 2015

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3rd) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
 - a. All reports and other information required shall be posted on SFCRHM’s website page.
 - b. All reports shall remain posted until the third (3rd) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.

9. Within one hundred and fifty (150) days **following the Closing Date and thereafter on an annual basis**, SFCRHM shall submit to OHCA its Capital Investment Plan detailing the proposed allocation of the \$275 million capital investment commitment over the five-year period post-closing. The submitted plans shall account for the full \$275M commitment as stated in this proposal and include the following in a format to be agreed upon:
 - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
 - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
 - c. **SFCRHM shall submit written reports updating the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the Hospital’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by SFCRHM’s Chief Financial Officer.

14. SFCRHM shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, SFCRHM shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. For three (3) years following the Closing Date, **SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual**

Report. The written report shall be posted on SFCRHM Website Page simultaneously with the submission of the Annual Report.

THIRTY DAYS OF THE CLOSING DATE IS NOVEMBER 1ST. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON NOVEMBER 30TH ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.

II. Certain Agreed Upon Conditions from Docket Number 15-32002-CON, Johnson Memorial/Trinity - CLOSING/TRANSACTION DATE WAS JANUARY 1, 2016

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3rd) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
 - a. All reports and other information required shall be posted on New JMMC’s website page.
 - b. All reports shall remain posted until the third (3rd) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.

9. **Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis,** the Applicants shall submit to OHCA its Capital Investment Plan specific to New JMMC and New JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:
 - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
 - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
 - c. **Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from New JMMC’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by New JMMC’s Chief Financial Officer.

14. New JMMC and New JMH shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, New JMMC and New JMH shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. **For three (3) years following the Closing Date, SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual Report.** The written report shall be posted on New JMMC website Page simultaneously with the submission of the Annual Report.

THIRTY DAYS OF THE CLOSING DATE IS FEBRUARY 1ST. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON MAY 31ST ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.

III. *Certain Agreed Upon Conditions from Docket Number 15-32045-CON, St. Mary's/Trinity*
- *CLOSING/TRANSACTION DATE WAS AUGUST 1, 2016*

5. Within one hundred and eighty (180) days following the Closing Date, TH-NE shall submit a plan demonstrating how health care services will be provided by the Hospital for the first three years following the Transfer Agreement, including any consolidation, reduction, or elimination of existing services or introduction of new services (the "Services Plan"). The Services Plan will be provided in a format mutually agreed upon by OHCA and TH-NE. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Conn. Stat. §§ 19a-613(b), 19a-639(a)(5),(6) (7),(8),(9),(11) & (12); FF 21-22, 24-25.*

180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL REMAINS DUE AT THIS TIME.

7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:
- A list of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and
 - An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending and startup/operation dates); and
 - The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.

The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer. OHCA is imposing this Condition to ensure continued access to health care services for the patient population and to verify the continued financial feasibility of the project. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(3),(4) & (5); FF 47-49, 53*

180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL MAY BE FILED EACH MAY 31ST AND NOVEMBER 30TH AS SET FORTH IN CONDITION #8 AS REFERENCED WITHIN #7.

12. TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.

In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.

- On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(5),(6) & (11); FF 35.*

THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31ST. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30TH ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.

13. TH-NE shall work toward making culturally and linguistically appropriate services available and integrated throughout the Hospital's operations. Specifically, TH-NE shall ensure that the Hospital shall take reasonable steps to provide meaningful access to each individual with limited English proficiency eligible to be served or likely to be encountered in its health programs and activities, in accordance with the implementing regulations of Section 1557 of the Patient Protection and Affordable Care Act. Additionally, TH-NE shall provide at the Hospital, appropriate insurance navigator services for patients and, where appropriate, English as a second language and cultural competency training for employees. In complying with this Condition, TH-NE shall ensure that the Hospital shall be guided by the National Standards for Culturally and Linguistically Appropriate Services in Health and Health Care published by the U.S. Department of Health and Human Services' Office of Minority Health. For three (3) years following the Closing Date, TH-NE shall submit a written report on its activities directed at meeting this Condition. Such reporting shall be filed within thirty (30) days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition so as to ensure continued access to health care services for the patient population. *Legal and Factual Basis: 45 C.F.R. §92.201; Stat. §§ 19a-486d(a), 19a-613(b), 19a-639(a)(5),(6) & (11); FF 29.*

THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31ST. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30TH ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.

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User, OHCA

From: Roberts, Karen
Sent: Friday, May 26, 2017 4:37 PM
To: Capone, Claudio
Cc: Cotto, Carmen; Clarke, Ormand; Martone, Kim; Cable, Kimberly (KCable@stfranciscare.org); User, OHCA
Subject: RE: Trinity Health -New England CON filing requirements

Hi Claudio – we have received your request below for additional time to file the required May 31st semi-annual reports for the three Trinity-related transfer of ownership CONs, as follows:

St. Francis – Trinity	DN 15-31979-CON
Johnson – Trinity	DN 15-32002-CON
St. Mary's –Trinity	DN 15-32045-CON

We find it acceptable for the reason that you expressed in your email to Mr. Cotto on May 25th, to provide you with additional time to fulfill this filing for these three docket numbers, but we would appreciate it if the filings are received by end of business day on Wednesday, June 7th.

Sincerely,

Karen Roberts

Principal Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308
P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov



From: Capone, Claudio [mailto:Claudio.Capone@TrinityHealth-NE.org]
Sent: Thursday, May 25, 2017 7:09 AM
To: Cotto, Carmen <Carmen.Cotto@ct.gov>
Cc: Roberts, Karen <Karen.Roberts@ct.gov>
Subject: RE: Trinity Health -New England CON filing requirements

Hi Carmen...I spoke to Jennifer and Finance would like to keep the reporting on our current 6 months schedule October 1 – March 31st due May 31 and April-September due November 30. It should be the same for all TH-NE facilities.

That said, **can we get a 2 week extension on our May 31st filing?**

Thanks,

Claudio

From: Cotto, Carmen [<mailto:Carmen.Cotto@ct.gov>]
Sent: Tuesday, May 16, 2017 4:26 PM
To: Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>
Cc: Roberts, Karen <Karen.Roberts@ct.gov>
Subject: FW: Trinity Health -New England CON filing requirements

Hi Claudio,

This is to follow up on our request below for feedback on our suggested wording to help coordinate the various required filings from Trinity Health-New England.

Last time we spoke you were waiting for Ms. Schneider's return from vacation to provide us with a feedback.

We need to hear from you prior to finalizing the wording in question.

Thanks,
Carmen

Carmen Cotto, MBA
Associate Health Care Analyst
Office of Health Care Access
Connecticut Department of Public Health
410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, CT 06134
P: (860) 418-7039 | F: (860) 418-7053 | E: carmen.cotto@ct.gov



www.ct.gov/dph

From: Roberts, Karen
Sent: Friday, February 24, 2017 11:38 AM
To: Capone, Claudio (Claudio.Capone@TrinityHealth-NE.org) <Claudio.Capone@TrinityHealth-NE.org>
Cc: Cotto, Carmen <Carmen.Cotto@ct.gov>
Subject: FW: Trinity Health -New England CON filing requirements

Hi Claudio – the wording below is what OHCA staff is thinking will help to better coordinate the various required filings to OHCA from Trinity Health –New England for the three recent transfer of ownership agreed settlements. Before we have this put in an email from our Director, Kim Martone, please take a look and let us know if this will help TH-NE out with having less filing dates to hit for these three CONs. The yellow highlights show where the words “**following the Closing Date**” appear in the conditions and OHCA’s clarifying statement appears then in Red/Bold. Thanks. Karen

Karen Roberts

Principal Health Care Analyst

Office of Health Care Access

Connecticut Department of Public Health

410 Capitol Avenue, MS #13HCA, P.O. Box 340308, Hartford, CT 06134-0308

P: (860) 418-7041 / F: (860) 418-7053 / E: karen.roberts@ct.gov



I. Certain Agreed Upon Conditions from Docket Number 15-31979-CON, St. Francis/Trinity - CLOSING/TRANSACTION DATE WAS OCTOBER 1, 2015

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3rd) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
 - a. All reports and other information required shall be posted on SFCRHM’s website page.
 - b. All reports shall remain posted until the third (3rd) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.
9. Within one hundred and fifty (150) days **following the Closing Date and thereafter on an annual basis**, SFCRHM shall submit to OHCA its Capital Investment Plan detailing the proposed allocation of the \$275 million capital investment commitment over the five-year period post-closing. The submitted plans shall account for the full \$275M commitment as stated in this proposal and include the following in a format to be agreed upon:
 - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
 - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
 - c. **SFCRHM shall submit written reports updating the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from the Hospital’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by SFCRHM’s Chief Financial Officer.
14. SFCRHM shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, SFCRHM shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. For three (3) years following the Closing Date, **SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual**

Report. The written report shall be posted on SFCRHM Website Page simultaneously with the submission of the Annual Report.

THIRTY DAYS OF THE CLOSING DATE IS NOVEMBER 1ST. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON NOVEMBER 30TH ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.

II. Certain Agreed Upon Conditions from Docket Number 15-32002-CON, Johnson Memorial/Trinity - CLOSING/TRANSACTION DATE WAS JANUARY 1, 2016

5. Applicants shall submit to OHCA certain information as required by these Conditions on an annual basis (the “Annual Report”) up to and including the third (3rd) anniversary of the Closing Date. **The Annual Report shall be furnished to OHCA within thirty (30) days of each anniversary of the Closing Date.**
 - a. All reports and other information required shall be posted on New JMMC’s website page.
 - b. All reports shall remain posted until the third (3rd) anniversary of the Closing Date, except to the extent they are superseded or otherwise rendered inaccurate by subsequent reports and/or information required to be posted pursuant to these Conditions.

9. **Within one hundred and fifty (150) days following the Closing Date and thereafter on an annual basis,** the Applicants shall submit to OHCA its Capital Investment Plan specific to New JMMC and New JMH detailing the proposed allocation of the capital investment commitment over the three-year period post-closing. The submitted plans shall account for the full commitment as stated in this proposal and include the following in a format to be agreed upon:
 - a. A list of planned capital expenditures with detailed descriptions and associated estimated costs; and
 - b. A timeframe for the roll out of the capital projects (including estimated beginning, ending and startup/operation dates); and
 - c. **Written reports updating OHCA on the implementation of the Capital Investment Plan in each Annual Report submitted under this Order.** Such reports shall describe all activities and expenditures undertaken as part of the Capital Investment Plan, including but not limited to, a description of the capital project, the dates and amounts of withdrawals from New JMMC’s operating account and/or any other sources of funding used to fulfill the capital commitment. The reports shall be signed by New JMMC’s Chief Financial Officer.

14. New JMMC and New JMH shall ensure that culturally and linguistically appropriate services are available and integrated throughout its hospital operations, including appropriate interpreter and insurance navigator services for patients, English as a second language training for employees, and cultural competency training for employees. In complying with this Condition, New JMMC and New JMH shall be guided by the culturally and linguistically appropriate standards published by the U.S. Department of Health and Human Services’ Office of Minority Health. **For three (3) years following the Closing Date, SFCRHM shall submit a written report on its activities directed at meeting this Condition as part of the Annual Report.** The written report shall be posted on New JMMC website Page simultaneously with the submission of the Annual Report.

THIRTY DAYS OF THE CLOSING DATE IS FEBRUARY 1ST. FOR EACH OF THE CONDITIONS NOTED ABOVE (#5,# 9, #14) TRINITY HEALTH – NEW ENGLAND MAY INSTEAD FILE THE MATERIAL ON MAY 31ST ALONG WITH THE FILINGS REQUIRED PURSUANT TO CONDITIONS #10 AND #11.

III. Certain Agreed Upon Conditions from Docket Number 15-32045-CON, St. Mary's/Trinity
- CLOSING/TRANSACTION DATE WAS AUGUST 1, 2016

5. Within one hundred and eighty (180) days following the Closing Date, TH-NE shall submit a plan demonstrating how health care services will be provided by the Hospital for the first three years following the Transfer Agreement, including any consolidation, reduction, or elimination of existing services or introduction of new services (the "Services Plan"). The Services Plan will be provided in a format mutually agreed upon by OHCA and TH-NE. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Conn. Stat. §§ 19a-613(b), 19a-639(a)(5),(6) (7),(8),(9),(11) & (12); FF 21-22, 24-25.*

180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL REMAINS DUE AT THIS TIME.

7. Within one hundred and eighty (180) days following the Closing Date and thereafter on the same semi-annual schedule as set forth in Condition 8 below until the capital commitment is satisfied TH-NE shall submit to OHCA a report on the capital investments ("Capital Investment Report") it has made in the Hospital and its affiliates from the minimum \$100 million Commitment Amount. The Capital Investment Report shall include the following in a format to be agreed upon:
- A list of the capital expenditures that have been made in the prior one hundred and eighty (180) days with descriptions of each associated project; and
 - An explanation of why each expenditure was made and a timeframe for the roll out of the associated capital project (including estimated beginning, ending and startup/operation dates); and
 - The funding source of the capital investment; indicate whether it was drawn from intercompany loans, operating revenue, capital contributions from THC or another source. If funding was drawn from another source, indicate the source.

The reports shall be signed by the Hospital's or TH-NE's Chief Financial Officer. OHCA is imposing this Condition to ensure continued access to health care services for the patient population and to verify the continued financial feasibility of the project. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(3),(4) & (5); FF 47-49, 53*

180 DAYS OF THE CLOSING DATE IS JANUARY 28, 2017. THIS MATERIAL MAY BE FILED EACH MAY 31ST AND NOVEMBER 30TH AS SET FORTH IN CONDITION #8 AS REFERENCED WITHIN #7.

12. TH-NE shall maintain community benefit programs and community building activities for the Hospital for three (3) years after the Closing Date consistent with the Hospital's most recent Schedule H of IRS Form 990 or shall provide such other community benefit programs and community building activities that are at least as generous and benevolent to the community as the Hospital's current programs, and TH-NE shall apply no less than a 1% increase per year for the next three (3) years toward the Hospital's community building activities in terms of dollars spent.

In determining the Hospital's participation and investment in both community benefits and community building activities, TH-NE shall address the health needs identified by the applicable CHNA in effect at the time and the population health management objectives, including social determinants of health, contained in the related Implementation Strategy.

- On an annual basis, TH-NE shall identify the amounts and uses related to community benefits and community building and shall discuss how such investments and support are being applied toward the health needs identified in the CHNA and population health management objectives. Such reporting shall be filed within thirty days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition to ensure continued access to health care services for the patient population. *Legal and Factual Basis: Stat. §§ 19a-613(b), 19a-639(a)(5),(6) & (11); FF 35.*

THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31ST. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30TH ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.

13. TH-NE shall work toward making culturally and linguistically appropriate services available and integrated throughout the Hospital's operations. Specifically, TH-NE shall ensure that the Hospital shall take reasonable steps to provide meaningful access to each individual with limited English proficiency eligible to be served or likely to be encountered in its health programs and activities, in accordance with the implementing regulations of Section 1557 of the Patient Protection and Affordable Care Act. Additionally, TH-NE shall provide at the Hospital, appropriate insurance navigator services for patients and, where appropriate, English as a second language and cultural competency training for employees. In complying with this Condition, TH-NE shall ensure that the Hospital shall be guided by the National Standards for Culturally and Linguistically Appropriate Services in Health and Health Care published by the U.S. Department of Health and Human Services' Office of Minority Health. For three (3) years following the Closing Date, TH-NE shall submit a written report on its activities directed at meeting this Condition. Such reporting shall be filed within thirty (30) days of the anniversary date of the closing for three years and shall be posted on the Hospital's website. OHCA is imposing this Condition so as to ensure continued access to health care services for the patient population. *Legal and Factual Basis: 45 C.F.R. §92.201; Stat. §§ 19a-486d(a), 19a-613(b), 19a-639(a)(5),(6) & (11); FF 29.*

THIRTY DAYS OF THE CLOSING DATE IS AUGUST 31ST. THIS MATERIAL MAY INSTEAD BE FILED EACH NOVEMBER 30TH ALONG WITH THE MATERIAL DUE PURSUANT TO CONDITIONS #8 AND #9.

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User, OHCA

From: Capone, Claudio <Claudio.Capone@TrinityHealth-NE.org>
Sent: Wednesday, June 07, 2017 3:47 PM
To: User, OHCA; Cotto, Carmen; Roberts, Karen
Cc: Schneider, Jennifer; John Rodis; Kyle Jurczyk; Janeanne C. Lubin-Szafranski
Subject: Trinity Health - New England Conditions of CON Filings
Attachments: Saint Francis Trinity Health order requirements Summary of Cost Savingpdf; Saint Francis Trinity Health order requirements Summary of Cost Saving draft v1.docx; Johnson Trinity Health New England 5-30 order requirements.pdf; Attachment C Supplemental Stats for JMH.XLSX; Attachment A Detail of 6 month savings 10-1-2016 to 3-31-2017.xlsx; Attachment B JMH report 100-150.xlsx; Saint Mary's Key CON stats Mar 2017.xlsx; Saint Mary's Capital Exp - FA OCHA Info thur MAR17.xlsx; Saint Mary's Report 100_150_300_350_March 2017.xlsx; 15_31979 Attachment C TH-NE Financial Statistics -Mar 17- comp to Sept 16.xlsx; 15_31979 Attachment B2 Cashflow.xls; 15_31979 Attachment B1 TH-NE - CT - SAFNS - Reports 100 150 300 350 3.31.17.xlsx; 15_31979 Attachment A Detail of 6 month savings 3-31-2016.xlsx

Importance: High

Hello,

Attached are Trinity Health – New England’s June 7th filings pursuant to our CON Conditions as delineated in Docket Numbers:

- 15-31979-CON, St. Francis/Trinity
- 15-32002-CON, Johnson Memorial/Trinity
- 15-32045-CON, St. Mary’s/Trinity

Please feel free to contact me with any questions you may have regarding the attached.

Regards,

Claudio A. Capone, FACHE

Regional VP of Strategic Planning and Business Development
Trinity Health - New England

claudio.capone@trinityhealth-ne.org

W 860-714-6165

C 860-276-7975

1000 Asylum Avenue, 4th Floor
Hartford, CT 06105

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CON Docket No. 15-31979-CON- Transfer of ownership of Saint Francis Care, Inc. to Trinity Health Corporation

Response to Items #10 and #11 of the Settlement and Order dated 8/1/2015 for the Six Month Period Ended March 31, 2017

10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both the Hospital and its immediate parent (SFC or its successor legal entity) for purposes of this Order, semi-annual periods are October 1 - March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31 and November 30, beginning May 31, 2016:

a) The cost saving totals achieved in the following Operating Expense Categories for both the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM): Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System ("HRS") Report 175 or successor report. The information shall also contain narratives describing:

1. the major cost savings achieved for each expense category; and

Since October 1, 2015, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Trinity Health to identify and implement changes to realize cost saving opportunities. As previously reported, a significant benefit with annual ongoing savings for Saint Francis was the defeasance of Saint Francis' long term debt of approximately \$246 million with proceeds from an intercompany loan. In addition, the Series F Fixed Pay SWAP was novated to Trinity Health on October 1, 2015. The result of this SWAP was an improvement in Saint Francis' net assets of \$44 million. Furthermore, the transfer of this SWAP removes the financial risks associated with the change in interest rates and the impact on Saint Francis net assets. For example, in FY 2015, Saint Francis recorded a \$14.8 million non-operating loss related to this interest rate SWAP. Additional interest expense savings for the six months ended March 31, 2017 was approximately \$226,000 as a result of favorable interest rates.

Another significant change was the inclusion of Saint Francis into the Trinity Health insurance program. This created an overall decrease in annual premiums of approximately \$1.3 million exclusive of one time tail coverage costs incurred as part of the transaction. The benefit related to this change was \$650,000 for the six month period ended 3/31/2017. In addition, Saint Francis will realize an additional annual savings in insurance premiums of \$1.8 million effective 7/1/2017.

Lastly, leveraging the Trinity Health actuarial expertise whose approach is to more closely align mortality assumptions with plan participant demographics in the Trinity Health pension plans, Saint Francis' projected benefit obligation was further evaluated. As a result, Saint Francis recognized an annual benefit in pension expense of \$4.2 million for the twelve month period

ended September 30, 2016. For the period from October 1, 2016 to March 31, 2017 the realized benefit was \$2.3 million. Furthermore, Trinity and Saint Francis have developed a plan to continue to adequately fund the Saint Francis defined benefit plan consistent with the Trinity Health funding policy. Based on the current obligations under the plan and current funding level, Saint Francis will make contributions of \$32.9 million to the plan during the period 7/1/2017-6/30/2018. Historically, Saint Francis was only able to contribute approximately \$9 million to the plan annually.

Just prior to Saint Francis joining Trinity Health, a class action lawsuit was brought against Saint Francis relating to the question as to whether Saint Francis' defined benefit plan should be administered as a qualified "church plan" or a plan subject to Employee Retirement Income Security Act (ERISA). Trinity Health system office risk management collaborated with local leadership and was instrumental in resolving this matter. Furthermore, \$800,000 of legal fees associated with this matter was paid for by Trinity Health on behalf of Saint Francis.

In January 2017, the employees of Saint Francis were brought onto to Trinity Health benefit programs which provided several enhancements to their benefits. The most significant change is that colleagues working more than twenty hours per week are participating in a defined contribution retirement program which provides a base core contribution of 3% for everyone and a matching contribution for the first 6% of a colleague's contribution. The new health insurance program provides comprehensive coverage at a lower average employee contribution compared to what had previously been provided.

Saint Francis continues with the transition to the Trinity Health Group Purchasing Organization, HPG. During the period October 1, 2016 to March 31, 2017, this effort has resulted in net supply chain savings of approximately \$1.7 million. Most of the current saving was achieved by reducing the cost on existing goods through the implementation of the Trinity Health National Agreements. Other contract savings were realized with various revenue cycle vendors and totaled \$219,000 during the same period. Supply Chain integration activity will continue in FY17 and FY18.

Trinity Health – New England, Inc. (TH – NE, formerly known as Saint Francis *Care*, Inc.), on behalf of its member hospitals including Saint Francis Hospital and Medical Center, Johnson Memorial Hospital and Saint Mary's Hospital, is currently working with Trinity Health on ensuring these hospitals continue to deliver high quality care and remain low cost providers within the community. TH-NE and Trinity Health have engaged external consultants to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.0 million benefit to the Connecticut hospitals within TH - NE.

Except where otherwise noted, these cost savings will continue to be realized in future years. Furthermore, we continue to identify cost saving opportunities with vendors and will report those cost savings when realized in future reporting periods. See **Attachment A** for expense savings by category.

2. *the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings. Saint Francis continues to have a strong census as well as being recognized for its clinical excellence.

See **Attachment D**.

b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for the Hospital and its immediate parent (SFC or its successor legal entity, SFCRHM). The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.

See **Attachment B**.

11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.

See **Attachment C** for Financial Indicators.

Attachment A

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
Cost Savings/Synergies 10/1/2016-3/31/2017

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension)	\$2,300
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	\$1,664
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$226
H.	Malpractice Insurance Cost	\$650
I.	Utilities	
J.	Business Expenses (insurance and IT)	
K.	Other Operating Expense	<u>\$219</u>
	Total savings 10/1-3/31	<u><u>\$5,059</u></u>

Attachment B1

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I. ASSETS					
A. Current Assets:					
1	Cash and Cash Equivalents	\$17,282,000	\$14,863,000	(\$2,419,000)	-14%
2	Short Term Investments	\$37,626,000	\$22,759,000	(\$14,867,000)	-40%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$64,589,000	\$84,118,000	\$19,529,000	30%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$47,486,000	\$36,994,000	(\$10,492,000)	-22%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$8,913,000	\$8,964,000	\$51,000	1%
8	Prepaid Expenses	\$3,861,000	\$2,797,000	(\$1,064,000)	-28%
9	Other Current Assets	\$3,498,000	\$3,950,000	\$452,000	13%
	Total Current Assets	\$188,768,000	\$175,120,000	(\$13,648,000)	-7%
B. Noncurrent Assets Whose Use is Limited:					
1	Held by Trustee	\$55,311,000	\$56,453,000	\$1,142,000	2%
2	Board Designated for Capital Acquisition	\$42,931,000	\$45,721,000	\$2,790,000	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$2,118,000	\$0	(\$2,118,000)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$100,360,000	\$102,174,000	\$1,814,000	2%
5	Interest in Net Assets of Foundation	\$13,266,000	\$10,935,000	(\$2,331,000)	-18%
6	Long Term Investments	\$48,717,000	\$51,061,000	\$2,344,000	5%
7	Other Noncurrent Assets	\$7,050,000	\$8,864,000	\$1,814,000	26%
C. Net Fixed Assets:					
1	Property, Plant and Equipment	\$418,811,000	\$428,235,000	\$9,424,000	2%
2	Less: Accumulated Depreciation	\$43,734,000	\$62,758,000	\$19,024,000	43%
	Property, Plant and Equipment, Net	\$375,077,000	\$365,477,000	(\$9,600,000)	-3%
3	Construction in Progress	\$14,905,000	\$28,823,000	\$13,918,000	93%
	Total Net Fixed Assets	\$389,982,000	\$394,300,000	\$4,318,000	1%
	Total Assets	\$748,143,000	\$742,454,000	(\$5,689,000)	-1%
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$34,163,000	\$30,624,000	(\$3,539,000)	-10%
2	Salaries, Wages and Payroll Taxes	\$38,144,000	\$31,397,000	(\$6,747,000)	-18%
3	Due To Third Party Payers	\$8,953,000	\$7,509,000	(\$1,444,000)	-16%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$6,925,000	\$6,690,000	(\$235,000)	-3%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$9,045,000	\$9,764,000	\$719,000	8%
	Total Current Liabilities	\$97,230,000	\$85,984,000	(\$11,246,000)	-12%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
	Total Long Term Debt	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
3	Accrued Pension Liability	\$227,408,000	\$209,405,000	(\$18,003,000)	-8%
4	Other Long Term Liabilities	\$51,868,000	\$52,668,000	\$800,000	2%
	Total Long Term Liabilities	\$517,008,000	\$497,290,000	(\$19,718,000)	-4%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	\$49,222,000	\$70,673,000	\$21,451,000	44%
2	Temporarily Restricted Net Assets	\$29,372,000	\$32,054,000	\$2,682,000	9%
3	Permanently Restricted Net Assets	\$55,311,000	\$56,453,000	\$1,142,000	2%
	Total Net Assets	\$133,905,000	\$159,180,000	\$25,275,000	19%
	Total Liabilities and Net Assets	\$748,143,000	\$742,454,000	(\$5,689,000)	-1%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,252,204,000	\$1,225,669,000	(\$1,026,535,000)	-46%
2	Less: Allowances	\$1,498,710,000	\$828,362,000	(\$670,348,000)	-45%
3	Less: Charity Care	\$8,463,000	\$9,103,000	\$640,000	8%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$745,031,000	\$388,204,000	(\$356,827,000)	-48%
5	Provision for Bad Debts	\$14,575,000	\$8,642,000	(\$5,933,000)	-41%
	Net Patient Service Revenue less provision for bad debts	\$730,456,000	\$379,562,000	(\$350,894,000)	-48%
6	Other Operating Revenue	\$38,574,000	\$18,266,000	(\$20,308,000)	-53%
7	Net Assets Released from Restrictions	\$3,397,000	\$1,993,000	(\$1,404,000)	-41%
	Total Operating Revenue	\$772,427,000	\$399,821,000	(\$372,606,000)	-48%
B. Operating Expenses:					
1	Salaries and Wages	\$258,412,000	\$122,840,000	(\$135,572,000)	-52%
2	Fringe Benefits	\$63,421,000	\$27,879,000	(\$35,542,000)	-56%
3	Physicians Fees	\$52,062,000	\$22,292,000	(\$29,770,000)	-57%
4	Supplies and Drugs	\$115,390,000	\$65,971,000	(\$49,419,000)	-43%
5	Depreciation and Amortization	\$44,179,000	\$19,210,000	(\$24,969,000)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,115,000	\$4,421,000	(\$3,694,000)	-46%
8	Malpractice Insurance Cost	\$8,753,000	\$4,721,000	(\$4,032,000)	-46%
9	Other Operating Expenses	\$211,691,000	\$115,900,000	(\$95,791,000)	-45%
	Total Operating Expenses	\$762,023,000	\$383,234,000	(\$378,789,000)	-50%
	Income/(Loss) From Operations	\$10,404,000	\$16,587,000	\$6,183,000	59%
C. Non-Operating Revenue:					
1	Income from Investments	\$6,882,000	\$4,945,000	(\$1,937,000)	-28%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,960,000)	(\$421,000)	\$4,539,000	-92%
	Total Non-Operating Revenue	\$1,922,000	\$4,524,000	\$2,602,000	135%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$12,326,000	\$21,111,000	\$8,785,000	71%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$12,326,000	\$21,111,000	\$8,785,000	71%
	Principal Payments	\$0	\$0	\$0	0%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$72,316,000	\$49,467,000	(\$22,849,000)	-32%
2	Short Term Investments	\$49,401,000	\$30,955,000	(\$18,446,000)	-37%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$124,168,000	\$137,830,000	\$13,662,000	11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$5,754,000	\$0	(\$5,754,000)	-100%
5	Due From Affiliates	\$3,147,000	\$6,481,000	\$3,334,000	106%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$14,316,000	\$15,242,000	\$926,000	6%
8	Prepaid Expenses	\$8,569,000	\$7,391,000	(\$1,178,000)	-14%
9	Other Current Assets	\$13,155,000	\$13,435,000	\$280,000	2%
	Total Current Assets	\$296,339,000	\$261,476,000	(\$34,863,000)	-12%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$71,841,414	\$73,184,000	\$1,342,586	2%
2	Board Designated for Capital Acquisition	\$67,971,586	\$72,277,000	\$4,305,414	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$24,717,000	\$0	(\$24,717,000)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$164,530,000	\$145,461,000	(\$19,069,000)	-12%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$52,748,000	\$58,285,000	\$5,537,000	10%
7	Other Noncurrent Assets	\$18,518,000	\$17,556,000	(\$962,000)	-5%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$551,097,000	\$570,246,000	\$19,149,000	3%
2	Less: Accumulated Depreciation	\$49,168,000	\$79,463,000	\$30,295,000	\$1
	Property, Plant and Equipment, Net	\$501,929,000	\$490,783,000	(\$11,146,000)	-2%
3	Construction in Progress	\$23,674,000	\$40,973,000	\$17,299,000	73%
	Total Net Fixed Assets	\$525,603,000	\$531,756,000	\$6,153,000	1%
	Total Assets	\$1,057,738,000	\$1,014,534,000	(\$43,204,000)	-4%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
II. LIABILITIES AND NET ASSETS					
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$68,313,000	\$63,707,000	(\$4,606,000)	-7%
2	Salaries, Wages and Payroll Taxes	\$75,613,000	\$67,903,000	(\$7,710,000)	-10%
3	Due To Third Party Payers	\$15,903,000	\$16,154,000	\$251,000	2%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,821,000	\$7,479,000	(\$342,000)	-4%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$11,999,000	\$13,487,000	\$1,488,000	12%
	Total Current Liabilities	\$179,649,000	\$168,730,000	(\$10,919,000)	-6%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
	Total Long Term Debt	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
3	Accrued Pension Liability	\$314,044,000	\$288,664,000	(\$25,380,000)	-8%
4	Other Long Term Liabilities	\$79,162,000	\$61,880,000	(\$17,282,000)	-22%
	Total Long Term Liabilities	\$649,362,000	\$604,002,000	(\$45,360,000)	-7%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	\$123,226,000	\$132,238,000	\$9,012,000	7%
2	Temporarily Restricted Net Assets	\$33,642,000	\$36,380,000	\$2,738,000	8%
3	Permanently Restricted Net Assets	\$71,859,000	\$73,184,000	\$1,325,000	2%
	Total Net Assets	\$228,727,000	\$241,802,000	\$13,075,000	6%
	Total Liabilities and Net Assets	\$1,057,738,000	\$1,014,534,000	(\$43,204,000)	-4%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
LINE	DESCRIPTION	ACTUAL	OCT -MAR	DIFFERENCE	DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,903,594,000	\$1,990,018,000	(\$913,576,000)	-31%
2	Less: Allowances	\$1,902,814,000	\$1,329,832,000	(\$572,982,000)	-30%
3	Less: Charity Care	\$16,893,000	\$14,729,000	(\$2,164,000)	-13%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$983,887,000	\$645,457,000	(\$338,430,000)	-34%
5	Provision for Bad Debts	\$21,382,000	\$16,997,000	(\$4,385,000)	-21%
	Net Patient Service Revenue less provision for bad debts	\$962,505,000	\$628,460,000	(\$334,045,000)	-35%
6	Other Operating Revenue	\$48,990,000	\$36,152,000	(\$12,838,000)	-26%
7	Net Assets Released from Restrictions	\$7,991,000	\$2,494,000	(\$5,497,000)	-69%
	Total Operating Revenue	\$1,019,486,000	\$667,106,000	(\$352,380,000)	-35%
B. Operating Expenses:					
1	Salaries and Wages	\$447,852,000	\$314,233,000	(\$133,619,000)	-30%
2	Fringe Benefits	\$94,930,000	\$52,558,000	(\$42,372,000)	-45%
3	Physicians Fees	\$33,406,000	\$24,902,000	(\$8,504,000)	-25%
4	Supplies and Drugs	\$162,109,000	\$107,533,000	(\$54,576,000)	-34%
5	Depreciation and Amortization	\$50,735,000	\$30,251,000	(\$20,484,000)	-40%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$9,056,000	\$5,047,000	(\$4,009,000)	-44%
8	Malpractice Insurance Cost	\$12,300,000	\$9,480,000	(\$2,820,000)	-23%
9	Other Operating Expenses	\$212,471,000	\$114,986,000	(\$97,485,000)	-46%
	Total Operating Expenses	\$1,022,859,000	\$658,990,000	(\$363,869,000)	-36%
	Income/(Loss) From Operations	(\$3,373,000)	\$8,116,000	\$11,489,000	-341%
C. Non-Operating Revenue:					
1	Income from Investments	\$5,917,000	\$6,960,000	\$1,043,000	18%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$54,901,000	(\$448,000)	(\$55,349,000)	-101%
	Total Non-Operating Revenue	\$60,818,000	\$6,512,000	(\$54,306,000)	-89%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$57,445,000	\$14,628,000	(\$42,817,000)	-75%
	Other Adjustments:				

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$57,445,000	\$14,628,000	(\$42,817,000)	-75%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
CONSOLIDATED STATEMENT OF CASH FLOW

	Six Months Ended March 31 2017
Operating activities:	
Increase in net assets	\$ 21,111,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	19,210,000
Bad debts	8,642,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,682,000
Equity transfer	340,000
Changes in:	
Accounts receivable--patients, net	(28,171,000)
Due from affiliated entities	10,492,000
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(51,000)
Prepaid expenses	1,064,000
Other assets	(2,266,000)
Accounts payable	(3,539,000)
Salary and wages, payroll taxes and amounts withheld from employees	(6,747,000)
Due to third party reimbursement agencies	(1,444,000)
Other current liabilities	719,000
Accrued pension and retiree health costs	(18,003,000)
Other long term liabilities	800,000
Net cash provided by operating activities	10,819,000
Investing activities:	
Purchases of property, plant and equipment, net	(23,528,000)
Decrease in assets whose use is limited	(1,814,000)
Decrease in investments	14,854,000
Net cash used in investing activities	(10,488,000)
Financing activities	
Principal payments on long-term debt	(2,750,000)
Net cash used in financing activities	(2,750,000)
Net decrease in cash and cash equivalents	(2,419,000)
Cash and cash equivalents at beginning of period	17,282,000
Cash and cash equivalents at end of period	14,863,000

TRINITY HEALTH - NEW ENGLAND, INC.
CONSOLIDATED STATEMENT OF CASH FLOW

	Six Months Ended March 31 2017
Operating activities:	
Increase in net assets	\$ 14,628,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	30,251,000
Bad debts	16,997,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,738,000
Equity transfer	(5,433,000)
Changes in:	
Accounts receivable--patients, net	(30,659,000)
Due from affiliated entities	(3,334,000)
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(926,000)
Prepaid expenses	1,178,000
Other assets	682,000
Accounts payable	(4,606,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,710,000)
Due to third party reimbursement agencies	251,000
Other current liabilities	1,488,000
Accrued pension and retiree health costs	(25,380,000)
Other long term liabilities	(17,282,000)
Net cash used in operating activities	(21,137,000)
Investing activities:	
Purchases of property, plant and equipment, net	(36,404,000)
Decrease in assets whose use is limited	24,823,000
Decrease in investments	12,909,000
Net cash provided by investing activities	1,328,000
Financing activities	
Principal payments on long-term debt	(3,040,000)
Net cash used in financing activities	(3,040,000)
Net decrease in cash and cash equivalents	(22,849,000)
Cash and cash equivalents at beginning of period	72,316,000
Cash and cash equivalents at end of period	49,467,000

Saint Francis Hospital and Medical Center

	Mar 17 YTD	Sept 16 YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	4.1%	1.3%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	10.1%	8.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	0.6%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	2.0	1.9	current assets/current liabilities
Days Cash on Hand	41.7	49.7	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	39.4	33.9	net ar/net patient ser rev(after bd)/days in yr
Average Payment Period	43.0	44.1	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	152.0%	182.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	59.6%	64.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.5%	40.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	4.8	2.3	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	4.2 x	(Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	21.4%	17.9%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 16,587	\$ 10,404	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 21,111	\$ 12,326	Net gain(loss)
EBITDA	\$ 40,218	\$ 62,698	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 37,622	\$ 54,908	from cons bs
Net Working Capital	\$ 89,136	\$ 91,538	current assets-current liabilities
Unrestricted Assets	\$ 70,673	\$ 49,222	from cons bs

Trinity Health - New England, Inc (Formerly Saint Francis Care, Inc.)

Monthly Financial Measurement/Indicators	Mar 17 YTD	Sept 16 YTD	Comments
A. Operating Performance:			
Operating Margin	1.2%	(0.3%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.5%	5.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	0.7%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	1.6	1.6	current assets/current liabilities
Days Cash on Hand	44.2	71.2	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	38.9	46.1	net ar/net patient ser rev/days in yr
Average Payment Period	48.8	67.5	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	107.9%	115.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	51.2%	52.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.6	0.7	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.6	0.6	EBIT/Interest expense
Debt Service Coverage Ratio	3.5 x	3.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	23.8%	21.6%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 8,116	\$ (3,373)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 14,628	\$ 57,445	Net gain(loss)
EBITDA	\$ 43,414	\$ 56,418	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 80,422	\$ 121,717	from ct0cons hfm
Net Working Capital	\$ 92,746	\$ 116,690	current assets-current liabilities
Unrestricted Assets	\$ 132,238	\$ 123,226	from ct0cons hfm

Saint Francis Awards, Accreditations and Recognitions
Fiscal Year 2016 and 2017

Connecticut Joint Replacement Institute ISO 9001:2015 Certified

The Connecticut Joint Replacement Institute at Saint Francis Hospital and Medical Center (CJRI) has been recertified in compliance with the International Standards Organization's (ISO) 9001:2015 standard for health care. First certified in 2014 as an ISO 9001:2008 Quality Management System compliant organization, the Connecticut Joint Replacement Institute (CJRI) remains the only health care facility in Connecticut to be compliant with ISO standards. There are approximately 500 health care providers nationwide with this distinction. The three-year re-certification is awarded by DNV-GL Certification Inc., of Houston, TX, following an intensive audit of CJRI's workflows, quality and safety measurement tools. (Feb. 2017)

2017 Women's Choice Award® as one of America's Best Hospitals for Heart Care

Saint Francis Hospital and Medical Center has been named one of America's Best Hospitals for Heart Care by the Women's Choice Award®, America's trusted referral source for the best in healthcare. The award signifies that Saint Francis Hospital and Medical Center is in the top 9% of 4,789 U.S. hospitals offering heart care services. (Jan. 2017)

2017 Women's Choice Award®, America's Best Hospitals for Bariatric Surgery

Saint Francis Hospital and Medical Center has been named as one of America's Best Hospitals for Bariatric Surgery by the Women's Choice Award®, America's trusted referral source for the best in healthcare. The award signifies that Saint Francis Hospital and Medical Center is in the top 8% of 4,789 U.S. hospitals reviewed. This is the second consecutive year that Saint Francis Hospital and Medical Center has received the Women's Choice Award for Bariatric Surgery. (Jan. 2017)

2017 Women's Choice Award®, America's Best Hospitals for Obstetrics

Saint Francis Hospital and Medical Center has been named as one of America's Best Hospitals for Obstetrics by the Women's Choice Award®, America's trusted referral source for the best in health care. The award signifies Saint Francis Hospital and Medical Center is in the top 17% of 2,815 U.S. hospitals offering obstetrics. (Jan. 2017)

Electronic Medical Record Adoption Model (EMRAM) Stage 7 Award

In recognition of its collaboration among operational, IT resources and partnering vendors to create the best system for delivering care to their patients, Saint Francis Hospital and Medical Center has been awarded with the Electronic Medical Record Adoption Model (EMRAM) Stage 7 Award. Saint Francis collaborated with a specialized niche electronic medical record (EMR) software company and one large vendor to build, test workflow, study, report and exchange data between the two systems. (Nov. 2016)

Transforming Communities Initiative

Saint Francis Hospital and Medical Center, through the Curtis D. Robinson Center for Health Equity, launched the Transforming Communities Initiative that will unite health care systems, community groups and development agencies to address health disparities in Hartford's North End. The Transforming Communities Initiative will bring together Saint Francis, the City of Hartford and Community Solutions to develop programs and strategies aimed at reducing obesity, promoting tobacco-free living, and addressing social determinants that impact current and future health outcomes for the people of the North End of Hartford.

Saint Francis Awards, Accreditations and Recognitions
Fiscal Year 2016 and 2017

Saint Francis is the second Trinity Health – New England provider to be chosen to be part of a larger Transforming Communities Initiative launched by Trinity Health. The first six participants announced in April included Mercy Medical Center. Over the next five years, Trinity Health will invest approximately \$80 million in grants, loans, community match dollars and services in those communities.

“A” Rating for the Leapfrog Group

Saint Francis Hospital and Medical Center is one of only six hospitals in the state designated with an “A” safety score rating by the Leapfrog Group. This is the 8th “A” rating since 2012, something no other hospital has attained. The Hospital Safety ScoreSM grades hospitals on their overall performance in keeping patients safe from harm and preventable errors. The grades are derived from analysis of publicly available data using evidence-based, national measures of hospital safety. Leapfrog assigned scores to more than 2,500 hospitals nationwide, including 27 hospitals in Connecticut.

Becker’s Hospital Review - “100 Hospitals with Great Orthopedic Programs”

Saint Francis Hospital and Medical Center has been named to Becker’s Hospital Review 2016 list recognizing it as one of the “100 Hospitals with Great Orthopedic Programs” in the United States. Saint Francis is the only Connecticut hospital on the list and appears for the third consecutive year.

Women’s Choice Award

Saint Francis Hospital and Medical Center has received the 2016 Women’s Choice Award® as one of America’s Best Breast Centers. This evidence-based designation is the only award that identifies the country’s best breast centers based on robust criteria that considers female patient satisfaction and clinical excellence. The list of over 374 award winners, including the Maximilian E. and Marion O. Hoffman Foundation Breast Health Center at Saint Francis, represents breast centers that have met the high standards of the National Accreditation Program for Breast Centers (NAPBC) and carry the Breast Imaging Center of Excellence (BICOE) seal from the American College of Radiology. They have also scored above the national average on the Centers for Medicare and Medicaid Services patient recommendation measures, or their equivalent.

Johnson Memorial Hospital

	Mar 17 YTD	Sept16* YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	1.2%	-7.0%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.4%	-0.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.3%	1.0%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	0.8	0.8	current assets/current liabilities
Days Cash on Hand	15.5	9.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD
Days in Net Accounts Receivables	76.9	109.4	net ar/net patient ser rev/days in yr
Average Payment Period	164.0	186.9	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	823.7%	-402.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	89.0%	133.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	8.1%	7.5%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.0	(4.5)	EBIT/Interest expense
Debt Service Coverage Ratio	2.59 x	-0.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	6.1%	-11.3%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations*	\$ 399	\$ (3,214)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 350	\$ (3,474)	Net gain(loss)
EBIDA	\$ 2,107	\$ (247)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,766	\$ 1,696	from bs
Net Working Capital	\$ (2,835)	\$ (7,177)	current assets-current liabilities
Unrestricted Assets	\$ 2,084	\$ (6,169)	from bs

*reflects 01/16-09/30/16

Saint Mary's Health System (Consolidated)

	Month		Year to Date	
	Mar 2017	Prior Year	Mar 2017	Prior Year
A. <u>Operating Performance</u>				
Operating Margin	7.3%	6.6%	2.4%	2.4%
Non-Operating Margin	1.3%	-0.2%	0.3%	0.3%
Total Margin	8.6%	6.4%	2.8%	2.7%
Bad Debt as % of Gross Revenue	0.1%	1.3%	1.0%	1.3%
B. <u>Liquidity</u>				
Current Ratio	1.89	2.13	1.89	2.13
Days Cash on Hand	26	24	26	24
Days in Net Accounts Receivable	38	41	38	41
Average Payment Period	50	55	50	55
C. <u>Leverage and Capital Structure</u>				
Long-term Debt to Equity	0.01	0.24	0.01	0.24
Long-term Debt to Capitalization	0.01	0.20	0.01	0.20
Unrestricted Cash to Debt	28.23	1.44	28.23	1.44
Times Interest Earned Ratio	595.9	86.4	209.20	33.87
Debt Service Coverage Ratio	14.0	11.5	8.38	6.64
Equity Financing Ratio	2.63	3.85	2.63	3.85
D. <u>Additional Statistics (in thousands)</u>				
Income from Operations	\$ 2,044	\$ 1,854	\$ 3,871	\$ 3,725
Revenue Over/(Under) Expense	\$ 2,398	\$ 1,807	\$ 4,411	\$ 4,199
EBITDA	\$ 3,512	\$ 2,872	\$ 12,568	\$ 9,959
Patient Cash Collected	\$ 27,894	\$ 28,833	\$ 149,302	\$ 148,473
Cash and Cash Equivalents	\$ 20,937	\$ 19,016	\$ 20,937	\$ 19,016
Net Working Capital	\$ 23,409	\$ 25,933	\$ 23,409	\$ 2,533
Unrestricted Assets	\$ 60,607	\$ 36,777	\$ 606,607	\$ 36,777
Credit Ratings (S&P, FITCH and Moody's)				

Trinity Health - New England, Inc (Formerly Saint Francis Care, Inc.)

Monthly Financial Measurement/Indicators	Mar 17 YTD	Sept 16 YTD	Comments
A. Operating Performance:			
Operating Margin	1.2%	(0.3%)	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.5%	5.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.9%	0.7%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	1.6	1.6	current assets/current liabilities
Days Cash on Hand	44.2	71.2	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	38.9	46.1	net ar/net patient ser rev/days in yr
Average Payment Period	48.8	67.5	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	107.9%	115.4%	total debt/total equity(net assets)
Long-term Debt to Capitalization	51.2%	52.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	0.6	0.7	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.6	0.6	EBIT/Interest expense
Debt Service Coverage Ratio	3.5 x	3.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	23.8%	21.6%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 8,116	\$ (3,373)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 14,628	\$ 57,445	Net gain(loss)
EBITDA	\$ 43,414	\$ 56,418	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 80,422	\$ 121,717	from ct0cons hfm
Net Working Capital	\$ 92,746	\$ 116,690	current assets-current liabilities
Unrestricted Assets	\$ 132,238	\$ 123,226	from ct0cons hfm

Saint Francis Hospital and Medical Center

	Mar 17 YTD	Sept 16 YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	4.1%	1.3%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	10.1%	8.1%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	0.7%	0.6%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	2.0	1.9	current assets/current liabilities
Days Cash on Hand	41.7	49.7	(cash and cash equiv+board restr. cash)/(total exp-depr)/YTD days in yr
Days in Net Accounts Receivables	39.4	33.9	net ar/net patient serv rev(after bd)/days in yr
Average Payment Period	43.0	44.1	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	152.0%	182.7%	total debt/total equity(net assets)
Long-term Debt to Capitalization	59.6%	64.0%	LTD/LTD+net assets
Unrestricted Cash to Debt	34.5%	40.0%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	4.8	2.3	EBIT/Interest expense
Debt Service Coverage Ratio	3.6 x	4.2	x (Net income+int+depr)/(st debt+int exp)
Equity Financing Ratio	21.4%	17.9%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations	\$ 16,587	\$ 10,404	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 21,111	\$ 12,326	Net gain(loss)
EBITDA	\$ 40,218	\$ 62,698	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 37,622	\$ 54,908	from cons bs
Net Working Capital	\$ 89,136	\$ 91,538	current assets-current liabilities
Unrestricted Assets	\$ 70,673	\$ 49,222	from cons bs

Attachment A

Johnson Memorial Hospital
Cost Savings/Synergies 10/1/2016-3/31/2017

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	\$1,675
B.	Fringe Benefits (workers comp)	\$335
C.	Contractual Labor Fees	(\$1,204)
D.	Medical Supplies and Pharmaceutical Cost	\$75
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$30
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$114
K.	Other Operating Expense	<u>\$373</u>
	Total savings 10/1/2016-3/31/2017	<u><u>\$1,398</u></u>

DESCRIPTION	DEPT	QUAN	CLASS	TYPE	ACQ DATE	ENTRY PER
FABIUSTIRO ANESTHESIA MACHINES	7220	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
INTELLIVUE MONITORS & ACCESSORIES	7220	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
STERILIZATION CONTAINER	7570	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
ISTAT 1 WIRELESS ANALYZER	7361	3	MOVEABLE	MEDICAL	8/31/2016	11/2016
SCOPES 0 DEG & 30 DEG CURETTATE	7850	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
VC- 10 VACUUM	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
BLADDER SCAN BVI 9400	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
LIPOSCULTPTOR & ACCESSORIES	7850	1	MOVEABLE	MEDICAL	8/31/2016	11/2016
SUTURE RETRIEVER ACCESSORIES	7850	40	MOVEABLE	MEDICAL	8/31/2016	11/2016
SCOPE HOPKINS 11 30 DEG	7850	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
B3000 BLACK BADGE & BATTERIES	7010	40	MOVEABLE	MEDICAL	8/31/2016	11/2016
CO2 MONITOR & ACCESSORIES	7540	4	MOVEABLE	MEDICAL	8/31/2016	11/2016
ARTIC SUN 5000E TEMP	6500	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
OPTIPLEX 7040 PC & MONITORS	9080	10	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
BUILDING SIGN	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
CONDENSING UNIT	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
HVAC CLEANING & SANTIZING	7850	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
FIRE & SMOKE DAMPER	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
FLOOR SCRUBBERS SINGLE & DUAL	8100	2	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
DEHUMIDIFIER TRAGER BASEMENT	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
EXPANSION VALVE TRAGER	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
WALL COVERING - AUDITORIUM	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
COOLONG COL REPLACEMENT	8300	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
CATH LAB # 2 RENOVATION	8300	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
SLEEP LAB RENOVATION	8300	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
BOARDROOM RENOVATION	9000	1	BLDG IMPR	NONMEDICAL	8/31/2016	11/2016
10 FT HOSES	7540	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
REVERSE OSMOSIS SYSTEM	7010	1	MOVEABLE	NONMEDICAL	8/31/2016	11/2016
HARMONYAIR LIGHT SYSTEM	7070	1	FIXED	NONMEDICAL	8/31/2016	11/2016
RECUMBENT CROSS TRAINER	7420	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CONTAINERS FOR STERILIZATION	7570	75	MOVEABLE	MEDICAL	9/30/2016	12/2016
TITANIUM GE MRI TOOL KIT	8320	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
LIPOTOWER ASPIRATOR / INFIL	7850	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
LIGHT HANDLE CAMERA COVER	7010	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CART, SINGLE TIER CORNER	7280	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CAMERA, CODER & STORAGE	8350	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
VOLUSON P8	7070	1	MOVEABLE	MEDICAL	9/30/2016	12/2016
CARBON FIBER BOARD	7460	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
CHESHIRE UC INSTALL	7700	1	FIXED	NONMEDICAL	9/30/2016	12/2016
DELL OPTOPLEX 7040	9080	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
MARKETING FURNITURE	9190	1	MOVEABLE	NONMEDICAL	9/30/2016	12/2016
NVSC PAINTING (WATER DAMAGE)	7850	1	BLDG IMPR	NONMEDICAL	9/30/2016	12/2016

NVSC PAINTING (WATER DAMAGE)	7850	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
COUNTER FOR PSYCHIATRIC WARD	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
FEASABILITY STUDY OPEN OFFICE	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
COUNTER TOPS THROUGHOUT HOSPITAL	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
AUDITORIUM RENOVATION	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
FIRE STOP	8300	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
MAIN MEGAWATT METER REPLACEMENT	8300	1 FIXED	NONMEDICAL	9/30/2016	12/2016
EPOXY COATED SHOWER BASE	8300	1 MOVEABLE	NONMEDICAL	9/30/2016	12/2016
BLASIUS 2014 CHEVROLET CRUZE	7361	1 AUTO	NONMEDICAL	9/30/2016	12/2016
SLEEP LAB BUDGETED CONTRACT	7980	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
MEP	7980	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
RODI PIPING & INSTALL	7010	1 FIXED	NONMEDICAL	9/30/2016	12/2016
SEER 1000	7901	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
MAMMOTEST	7280	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
EMERGENCY TEMP WALL	8300	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
FURNISH & INSTALL CARPET & TILE	7850	1 FIXED	NONMEDICAL	10/31/2016	01/2017
DAYCARE REMEDIATION	8460	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
BRIO BEDSIDE CABINETS & OVERHEAD ART	7180	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
AAON RTU GAS METERING	8300	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
SYNGO DYNAMICS SYSTEM	9080	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
REMOVE OLD HTP/ PUT NEW IN ITS PLACE	8300	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
BRAINLAB OPTICAL	7010	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
V500 WORKSTATIONS	7540	4 MOVEABLE	MEDICAL	10/31/2016	01/2017
SMART CARE MONITORING	7540	4 MOVEABLE	MEDICAL	10/31/2016	01/2017
AQUILLION PRIME 80	7280	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
MOB 4TH FLOOR LOBBY	8300	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
FLEX-X UTRETERSCOPE	7010	1 MOVEABLE	MEDICAL	10/31/2016	01/2017
SLEEP DESIGN MOB	7980	1 BLDG IMP	NONMEDICAL	10/31/2016	01/2017
CDIS MULTIGROUPING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
LICENSE/ SUPPORT/ TRAINING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
CARBON FIBER BOARD	7460	1 MOVEABLE	NONMEDICAL	9/30/2016	12/2016
TRANSDUCER CONVEX & LINEAR	7461	2 MOVEABLE	MEDICAL	11/30/2016	02/2017
OR ROOM REPAIRS	7010	1 FIXED	NONMEDICAL	11/30/2016	02/2017
DEHUMIDIFIER INSTALL - TRAGER	8300	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
VIDEO INTERCOM	7980	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
SOFTWARE LICENSE FEES	8400	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
DOOR ACCESS SYSTEM	8460	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
HARMONY LIGHTS/ FP	7850	7 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
CABLING	7980	1 FIXED	NONMEDICAL	10/31/2016	01/2017
CABINET & SHELVES	8300	8 FIXED	NONMEDICAL	11/30/2016	02/2017
FRAME NEW WALL	8300	1 FIXED	NONMEDICAL	11/30/2016	02/2017
CABINETS	7850	1 FIXED	NONMEDICAL	11/30/2016	02/2017
CIRCUIT FOR INBND/OUTBND SWITCHING	8300	1 FIXED	NONMEDICAL	11/30/2016	02/2017
DISPOSABLE LINERS	8100	24 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
PCKGO HEAT EXCHGE/PUMP REPLACEMENT	8300	1 MOVEABLE	NONMEDICAL	11/30/2016	02/2017
SLEEP LAB PROJECT	7980	1 FIXED	NONMEDICAL	11/30/2016	02/2017

SLEEP LAB PROJECT	7980	1	FIXED	NONMEDICAL	11/30/2016	02/2017
CARPET CHILD DEV	8460	1	FIXED	NONMEDICAL	11/30/2016	02/2017
INTUITIVE ROBOT BUYOUT	7010	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
EV100 CLINICAL PLTFM & SERVICE	7220	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
EV100 CLINICAL PLTFM & SERVICE	6510	1	MOVEABLE	MEDICAL	11/30/2016	02/2017
FURNISH & INSTALL CARPET & TILE	7850	1	FIXED	NONMEDICAL	11/30/2016	02/2017
FURNITURE	9170	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
DOUBLE CATCH BASIN	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- BLOCK WINDOWS IN LAWLOR	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- CONSTRUCTION PROCESS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- FLOORING VINYL	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- DUCTWORK & EXHAUST FANS INSTAL	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- ELECTRICAL CONTROLS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- PAINTING STAIRWELLS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- SECURITY WORK SPACE	8300	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
911 PJT- STRIPPING AND WAXING FLOORS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT- INTERIOR SIGNS	8300	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
911 PJT-ACCESS CONTROL SYSTEM	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
911 PJT-SPRINKLER HEADS	8300	1	BLDG IMP	NONMEDICAL	11/30/2016	02/2017
INTERIOR SIGN BRAILLE	7980	1	MOVEABLE	NONMEDICAL	11/30/2016	02/2017
V500 WORKSTATIONS	7540	4	MOVEABLE	MEDICAL	10/31/2016	01/2017
1320 WEST MAIN ADDITION	8300	1	BLD IMP	NONMEDICAL	12/31/2016	03/2017
BOLLAND AT OXYGEN TANKS REMOVE & INSTA	8300	1	LAND IMP	NONMEDICAL	12/31/2016	03/2017
4 FT POS PRESS RECIRC COMP	7120	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
HARMONY DUAL & SINGLE LIGHTING	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
DR TRAGER NEW FLOOR & FURNITURE	9831	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
ULTRASOUND SPARQ	7290	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ATRION TELEPHONE SYSTEM	9100	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
LIFE POLE W/LIFT & ASSIST	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
BRAVO RECEIVER/SOFTWARE/RECORDER	7850	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
PROFESSIONAL DESIGN	8300	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
TITAN 450 WATT ZENON LIGHT	7010	3	MOVEABLE	MEDICAL	12/31/2016	03/2017
LIGHT HANDLE CAMERA COVER	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
CDIS TRAINNG/LICENSE	8400	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
ATOMLAB 500 DOSE CALIB	7630	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ULTRAFIN LITHO STIRUP PAIR	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
IS4000 DA VINCI XI	7010	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
STERRAD 100NX ™	7570	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
SEER 1000	7901	6	MOVEABLE	MEDICAL	12/31/2016	03/2017
WEST MAIN TRANSFORMER RELOCATION	8300	1	FIXED	NONMEDICAL	12/31/2016	03/2017
ROBOTIC CARRIER FOR NIGARA	7570	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
FLOORING	7010	1	FIXED	NONMEDICAL	12/31/2016	03/2017
BASE BID	8300	1	FIXED	NONMEDICAL	12/31/2016	03/2017
CART W ACCESSORIES	7570	10	MOVEABLE	MEDICAL	12/31/2016	03/2017
PROFUSION UPGRADE	9080	1	MOVEABLE	NONMEDICAL	12/31/2016	03/2017
CADAVER LIFT CONVEYOR	7361	1	MOVEABLE	MEDICAL	12/31/2016	03/2017
ENTERAL SYRINGE PUMP	6750	3	MOVEABLE	MEDICAL	12/31/2017	03/2018

COMPELLENT SC220 ENCLOSURE	9080	3 MOVEABLE	NONMEDICAL	12/31/2016	03/2017
POWER LED 175 LIGHT SOURCE	7010	2 MOVEABLE	MEDICAL	12/31/2017	03/2018
NVSC PAINTING (WATER DAMAGE)	7850	1 BLDG IMPR	NONMEDICAL	9/30/2016	12/2016
HP DL380 G9 8GB RAM	7280	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
LICENSE/ SOFTWARE/ SUPPORT	7010	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
POWEREDGE R730 SERVER	9080	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SHELVING	7180	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
COMPELLENT SC220 ENCLOSURE	9080	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
same					
same					
same					
WEST MAIN ADDITION	8300	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
TRUSYSTEM 7000DV & ROBOTIC PKG	7010	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MOB SLEEP LAB RENOVATION	7980	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
PARKING GARAGE ASSESSMENT CONDITION	8300	1 BLDG IMP	NONMEDICAL	1/31/2017	04/2017
LIGHTING UPGRADE	8300	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SUNQUEST PJT/ TV, DESK,ACCESS	7361	3 MOVEABLE	MEDICAL	1/31/2017	04/2017
same					
OR LIGHT SUPPORT SYSTEM	7070	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
SHIMADZU PORTABLE X-RAY	7280	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
WALLS IN SLEEP LAB	7980	1 FIXED	NONMEDICAL	1/31/2017	04/2017
GAS CHARBOILER	8000	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
WARMING CABINET #5524	7340	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MOB 4TH FL LOBBY NEW WALL & DOOR	8300	1 FIXED	NONMEDICAL	1/31/2017	04/2017
FIRE ALARM PANEL	8300	1 MOVEABLE	NONMEDICAL	1/31/2017	04/2017
O'BRIEN PLUMBING	8300	1 FIXED	NONMEDICAL	1/31/2017	04/2017
PACEMAKER EXTERNAL	6510	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
AQUILION CT SCAN PYMT	7280	1 MOVEABLE	MEDICAL	1/31/2017	04/2017
MONITORS, CAMERAS, LIGHT PKG	7010	MOVEABLE	MEDICAL	42094	6/2015
LICENSE/ SUPPORT/ TRAINING	8400	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
TABLE MOTION UPGRADE	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
FLOORING	7010	1 FIXED	NONMEDICAL	2/28/2017	05/2017
FLOORING	8300	1 FIXED	NONMEDICAL	2/28/2017	05/2017
GAS CHARBOILER INSTALL	8000	1 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
SERVERS	9080	4 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
PROFESSIONAL SERVICES WMUC	7903	1 BLDG IMP	NONMEDICAL	2/28/2017	05/2017
FIBROSCAN 502 TOUCH	7850	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
LIGHT HANDLE CAMERA COVER	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
ACUSON SC2000 MAINFRAME	7220	1 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
CHAIRS, ALL STEEL TASK	7070	15 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
SPECTRUM IV PUMPS	7800	50 MOVEABLE	MEDICAL	2/28/2017	05/2017
same					
ADDITIONAL CAMERAS	8350	9 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
same					
SHELVING & CABINETS	7909	2 MOVEABLE	NONMEDICAL	2/28/2017	05/2017

BASE CABINET & COUNTERTOPS	7070	2 MOVEABLE	NONMEDICAL	2/28/2017	05/2017
URETERSCOPE FLEXIBLE	7010	1 MOVEABLE	MEDICAL	2/28/2017	05/2017
SYNGO DYNAMICS SYSTEM	9080	1 MOVABLE	NONMEDICAL	10/31/2016	01/2017
CART W ACCESSORIES	7570	10 MOVEABLE	MEDICAL	12/31/2016	03/2017
SOFTWARE SERVICES	7280	2 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
INFUSION ANALYZER	8320	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
APPLICATION & CERTIFICATE	7980	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
ARCHITECTUAL/MEP	7980	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
ARCHITECTUAL/MEP	7980	BLDG IMP	NONMEDICAL	3/31/2017	06/2017
TRIAGE PROJECT	8300	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
				3/31/2017	06/2017
PF6001 MAIN UNIT	7550	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
FLOORING/INSTALL	7570	1 FIXED	NONMEDICAL	3/31/2017	06/2017
MARTINS ARM RETRACTOR	7010	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
ESPRESSO MACHINE	8000	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
UPGRADE VIRTUAL SIS SERVER	9080	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
SPECTRUM IV PUMPS	7800	30 MOVEABLE	MEDICAL	3/31/2017	06/2017
PIPE TESTING PJT 911	8300	1 BLDG IMP	NONMEDICAL	3/31/2017	06/2017
MONITOR DEMOSURE SIGNVS4	6150	2 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
MONITOR DEMOSURE SIGNVS4	6130	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
DEPT OF MEDICINE DOOR	8300	1 FIXED	NONMEDICAL	3/31/2017	06/2017
FLEX-X URETERSCOPE	7010	1 MOVEABLE	MEDICAL	3/31/2017	06/2017
INTELLIVUE MULTI SERVER	6500	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
PRINTER CONNEX 3D	8320	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
ASTER TEE (WATER & AIR) SYSTEM	7440	1 MOVEABLE	NONMEDICAL	3/31/2017	06/2017
PROFESSIONAL SERVICES WMUC	7903	1 BLDG IMP	NONMEDICAL	2/28/2017	05/2017

LOCATION	AMT	VENDOR	PO	SCHEDULE 1 METHOD	EST MO.
ANES	59,992.08	DRAEGER MED	1614690		60 Aug-16
ANES	50,254.20	PHILIPS 19413	1615589		60 Aug-16
NVSC	13,894.57	AESFULAP	1618025		84 Aug-16
LAB	28,060.47	ABBOTT LAB	1617180		60 Aug-16
NVSC	9,618.00	KARL STORZ	1616167		84 Aug-16
NVSC	5,205.50	OLYMPUS 17199	1616166		84 Aug-16
NVSC	18,316.00	VERATHON	1616110		84 Aug-16
NVSC	19,376.45	MICROAIRE	1616161		84 Aug-16
NVSC	38,916.00	ARTHREX	1616174		84 Aug-16
NVSC	9,300.40	KARL STORZ	1616164		84 Aug-16
OR	20,552.00	VOCERA	1616606		84 Aug-16
RESP	5,453.04	DRAEGER MED	1614719		120 Aug-16
CCU	50,494.00	BARD MED	1616616		84 Aug-16
IT	27,050.40	DELL - 18065	1616179		60 Aug-16
NVSC	2,200.00	CONNECTICUT SIGN	1615432		120 Aug-16
NVSC	23,316.00	SARRACCO	1614100		120 Aug-16
NVSC	23,203.50	STEAMATIC OF CT	1616595		60 Aug-16
PLANT	3,650.00	BRAND	1611712		120 Aug-16
PLANT	14,248.40	GRAINGER	1616342		60 Aug-16
PLANT	2,647.50	GOODHILL	1616795		60 Aug-16
PLANT	2,618.00	GOODHILL	1616840		60 Aug-16
PLANT	10,530.30	H2Z DESIGN	1615047		60 Aug-16
PLANT	45,350.00	MACRI	1609255		120 Aug-16
PLANT	70,203.36	O & G IND	1617840		120 Aug-16
PLANT	24,400.75	O & G IND	1617844		120 Aug-16
PLANT	18,518.50	ALL-PHASE	1512213		120 Aug-16
PRESP	647.44	DRAEGER MED	1614693		60 Aug-16
SURGERY	16,500.00	AMERICAN AQUA	1614998		84 Aug-16
WIC	49,805.83	STERIS	1616347		120 Aug-16
CARD REH	4,189.00	NUSTEP	1619582		84 Sep-16
CENTRAL STI	5,130.40	AESFULAP	1618052		84 Sep-16
CLINICAL	3,775.95	IMPRES INTERNATIONAL	1618781		84 Sep-16
NVSC	6,922.35	MICROAIRE	1616161		120 Sep-16
OR	295.92	STERIS	1618734		60 Sep-16
RAD	10,865.17	AFC IND	1616283		120 Sep-16
SECURITY	5,500.00	STERLING SECURITY	1617528		60 Sep-16
WIC	8,480.00	GE HEALTHCARE	1615162		84 Sep-16
CATH LAB	2,250.00	TZ MEDICAL	1600810		84 Sep-16
CHESHIRE UC	8,485.00	STERLING SECURITY	1615061		60 Sep-16
IT	14,596.44	DELL MARKETING	1619402		60 Sep-16
MARKETING	7,144.73	WB MASON	1615438		120 Sep-16
NVSC	5,020.00	D AND D PAINTING	1615061		60 Sep-16

NVSC	28,024.00	D AND D PAINTING	1614102	60	Sep-16
PLANT	2,527.20	DISPLAY WRIGHT	1618457	180	Sep-16
PLANT	2,545.00	H2Z DESIGN	1618458	36	Sep-16
PLANT	15,880.90	DISPLAY WRIGHT	1618662	180	Sep-16
PLANT	18,662.55	H2Z DESIGN	1618858	60	Sep-16
PLANT	9,818.00	BRAND SERVICES	1611773	120	Sep-16
PLANT	2,750.00	MCPHEE	1618701	120	Sep-16
PLANT	10,455.00	THE S CARPENTER	1618624	120	Sep-16
SECURITY	12,805.60	BLASIUS	NA	60	Sep-16
SLEEP	49,863.27	O & G IND	1618810	36	Sep-16
SLEEP	1,400.00	MOSER	1619208	36	Sep-16
SURGERY	13,500.00	HARRY GRODSKY & CO	1615004	120	Sep-16
CARD	1,362.24	GE HEALTHCARE	1616173	84	Oct-16
RAD	121,500.00	MAMMOTONE	1615447	60	Oct-16
PLANT	3,057.97	THE S CARPENTER	1620226	60	Oct-16
NVSC	9,575.00	M FRANK HIGGINS	1620228	60	Oct-16
DAYCARE	4,689.00	COMMUNITY PLAYTHING	1620270	60	Oct-16
PLANT	19,699.20	HILL ROM 17746	1616344	180	Oct-16
PLANT	3,500.00	SIEMENS 3898	1605035	60	Oct-16
IT	67,061.70	SIEMENS 3898	1612127	60	Oct-16
PLANT	2,031.00	INDUSTRIAL RIGGERS	1700378	60	Oct-16
OR	105,000.00	OLYMPUS 16331	1700259	84	Oct-16
RESP	95,513.30	DRAEGER	1614693	60	Oct-16
RESP	26,079.32	DRAEGER	1614719	60	Oct-16
DIAG	265,401.30	TOSHIBA	15209.17	84	Oct-16
PLANT	4,200.00	CLASSIC BLDRS	1700836	120	Oct-16
OR	19,989.90	KARL STORZ	1701017	84	Oct-16
SLEEP	19,940.00	MOSER PILON	NA	120	Oct-16
HEALTH INFC	6,000.00	3M HEALTH	1616620	60	Oct-16
HEALTH INFC	51,927.10	3M HEALTH	1616705	60	Oct-16
CATH LAB	(180.00)	TZ MEDICAL	1600810	84	Oct-16
IR	14,250.00	HITACHI ALOKA	1700321	60	Nov-16
OR	38,156.25	WB MASON	1608995-BL	120	Nov-16
PLANT	2,647.50	GOOD HILL	1616795	84	Nov-16
SLEEP	2,350.00	STERLING SEC	1617656	60	Nov-16
HEALTH INFC	11,645.16	3M HEALTH	1616705	60	Nov-16
CHILD DEV	4,400.00	STERLING SEC	1617874	120	Nov-16
NVSC	9,383.41	STERIS 16811	1613193	180	Nov-16
NVSC	815.00	COMNET CONN	1617660	240	Nov-16
PLANT	2,550.00	DISPLAY WRIGHT	1701804	180	Nov-16
PLANT	5,080.00	DISPLAY WRIGHT	1701803	120	Nov-16
NVSC	9,093.50	DISPLAY WRIGHT	1614233	180	Nov-16
PLANT	13,180.00	ELECTRICAL WHOLESALERS	1700192	240	Nov-16
ENVIRON	182.40	HILL ROM	1616344	24	Nov-16
PLANT	75,031.00	MACRI ASSOCIATES	1613188	120	Nov-16
SLEEP	25,118.76	O AND G	1702057	120	Nov-16

SLEEP	78,461.40	O AND G	1702014	120	Nov-16
CHILD DEV	11,532.38	CORPORATE DESIGN	1701974	60	Nov-16
SURERY	310,500.00	DELAGE LANDEN FINANCIA NA		84	Nov-16
ANES	52,570.00	EDWARDS LIFE	1701214	84	Nov-16
CVU	52,570.00	EDWARDS LIFE	1701215	84	Nov-16
NVSC	4,766.00	M FRANK HIGGINS	1620228	60	Nov-16
QUAL MNGMT	2,895.21	WB MASON	1619347	120	Nov-16
PLANT	10,750.00	LOUREIRO CONTRACTORS	1619902	300	Nov-16
PLANT	1,494.00	NAUGATUCK WINDOW & GL	1606756	120	Nov-16
PLANT	280,237.70	S CARPENTER	VARIOUS	120	Nov-16
PLANT	1,069.96	CORPORATE DESIGN	1608144	120	Nov-16
PLANT	5,028.00	GOOD HILL	1610915	120	Nov-16
PLANT	23,803.46	VULCAN SECURITY	1610516	120	Nov-16
PLANT	8,185.00	D AND D PAINTING	1608155	120	Nov-16
PLANT	10,500.00	RED THREAD	1604378	120	Nov-16
PLANT	1,932.82	PREFERRED BUILDING MAI NA		120	Nov-16
PLANT	900.00	CONNECTICUT SIGNCRAFT NA		60	Nov-16
PLANT	6,350.00	TPC ASSOCIATES	1609806	120	Nov-16
PLANT	6,475.00	MACK FIRE	1612267	120	Nov-16
SLEEP	1,400.00	CONNECTICUT SIGNCRAFT NA		60	Nov-16
RESP	(1,324.81)	DRAEGER	1614693	60	Nov-16
PLANT	7,333.62	CHIANIS & ANDERSON	1703283	180	Dec-16
PLANT	4,450.00	COCCHIOLA PAYING	1620008	180	Dec-16
PHARMACY	16,028.00	NUAIRE	1616345	84	Dec-16
OR	965.00	STERIS	1502633	180	Dec-16
TRAGER	26,143.50	WB MASON	1616821	60	Dec-16
ULTRASOUNI	56,658.23	PHILIPS HEALTH	1703124	60	Dec-16
COMM	567,760.45	ATRION PROJECT	VARIOUS	120	Dec-16
OR	8,899.16	ALIMED	1703472	60	Dec-16
NVSC	6,495.00	COVIDEN	1703750	60	Dec-16
PLANT	9,100.00	MILONE	1620105	120	Dec-16
OR	26,040.00	CARDIO MED	1703743	84	Dec-16
OR	295.92	STERIS	1703058	84	Dec-16
HIS	11,645.16	3M HEALTH 18731	1616705	60	Dec-16
NUCLEAR	5,850.00	PINESTAR	1703759	84	Dec-16
OR	7,370.28	ALIMED	1703469	84	Dec-16
OR	1,860,000.00	INTUITIVE SURGICAL	1704039	84	Dec-16
CENTRAL STI	110,000.00	ADVANCED STERILIZATION	1703849	84	Dec-16
CARDIOLOGY	5,448.96	GE MEDICAL	1616173	84	Dec-16
PLANT	15,588.14	PARK WEST	1704063	120	Dec-16
CENTRAL STI	7,287.00	MEDISAFE	1703738	84	Dec-16
OR	10,750.00	WB MASON	1608995-BL	120	Dec-16
PLANT	10,688.17	O AND G	1704238	120	Dec-16
CENTRAL STI	26,580.10	CARDINAL HEALTH	1704227	120	Dec-16
IT	70,496.00	COMPUMEDICS	1703948	60	Dec-16
BIOMEDICAL	21,945.00	RYAN MEDICAL	1619073	120	Dec-16
NICU	7,125.00	MEDELA	1704567	84	Dec-16

IT	7,411.52	DELL MRKTG 18065	1704225	60	Dec-16	
OR	13,990.00	KARL STORZ	1704414	120	Dec-16	
NVSC	(24,287.46)	D AND D PAINTING	1614102	60	Dec-16	
RAD	10,994.91	MERGE	1704457	60	Jan-17	
	(479.91)	MERGE	1704457	60	Jan-17	
OR	46,542.00	VOCERA	1703737	60	Jan-17	
IT	38,052.03	DELL - 18065	1704231	60	Jan-17	
INVENTORY	1,123.49	INTERMETRO	1703952	240	Jan-17	
	112.06	INTERMETRO	1703952	240	Jan-17	
IT	80.16	DELL - 18065	1704225	60	Jan-17	
	2,778.16	DELL - 18065	1704225	60	Jan-17	
	57,993.94	DELL - 18065	1704225	60	Jan-17	
	28,841.24	DELL - 18065	1704225	60	Jan-17	
PLANT	12,109.81	CHAINIS	1704879	240	Jan-17	
OR	92,620.00	TRUMPF	1704988	84	Jan-17	
SLEEP	1,455.00	MOSER PILON	1705376	240	Jan-17	
PLANT	14,350.00	WALKER RESTORATION	1700043	240	Jan-17	
PLANT	63,329.38	ENVIRONMENTAL SERVICE	1702731	120	Jan-17	
LAB	2,414.88	CDW	1705569	84	Jan-17	
	2,936.13	CDW	1705569	84	Jan-17	
WIC	12,875.00	CHALLENGE ENG	1616364	180	Jan-17	
RAD	44,900.00	MEDICAL IMAGING	1704180	120	Jan-17	
PLANT	4,043.49	O AND G IND	1703278	120	Jan-17	
FOOD	3,186.69	PERFORMANCE INT	1705599	120	Jan-17	
MRI	6,262.80	GETINGE	1705520	120	Jan-17	
PLANT	4,200.00	CLASSIC BLDRS	1700836	240	Jan-17	
PLANT	10,807.00	SIMPLEX	1705425	120	Jan-17	
PLANT	13,063.00	THE S CARPENTER	1703623	300	Jan-17	
CVICU	5,800.00	MEDTRONIC 17359	1706312	60	Jan-17	
RAD	265,401.30	TOSHIBA	1520917	60	Jan-17	
OR	(19,166.00)	STERIS CORP - 16811	1502633	SCHEDULE 1 STRAIGHT	60	Jan-17
HEALTH INFC	(36,162.58)	3M HEALTH	1616705	SCHEDULE 1 STRAIGHT	60	Jan-17
OR	50,000.00	INTUITIVE SURGICAL	1704039	84	Feb-17	
OR	7,333.15	WB MASON	1705901-BL	120	Feb-17	
PLANT	6,565.60	WB MASON	1608995-BL	120	Feb-17	
FOOD	7,838.00	PERFORMANCE INT	1705599	120	Feb-17	
IT	81,007.00	SIEMENS - 20981	1615801	60	Feb-17	
WMUC	12,780.33	CHIANIS & ANDERSON	12780.33	240	Feb-17	
NVSC	85,000.00	ECHOSENS	1704624	84	Feb-17	
OR	295.92	STERIS	1707248	84	Feb-17	
ANES	123,659.00	SIEMENS - 20981	1704630	60	Feb-17	
WIC	6,926.90	WB MASON	1704424	120	Feb-17	
CLIN ENG	62,500.00	BAXTER	1706273	84	Feb-17	
	34.00	BAXTER	1706273	84	Feb-17	
WIC	29,077.00	STERLING SEC	1705797	60	Feb-17	
	(5,577.00)			60	Feb-17	
BARIATRICS	3,350.00	DISPLAY WRIGHT	1708051	180	Feb-17	

WIC	3,500.00	DISPLAY WRIGHT	1708057	180	Feb-17
OR	9,994.95	KARL STORZ	1707452	84	Feb-17
IT	(7,451.29)	SIEMENS 3898	1612127 SCHEDULE 1 STRAIGHT	60	Feb-17
CENTRAL STI	(1,172.80)	CARDINAL HEALTH	1704227	120	Feb-17
RAD	12,085.02	MERGE	1704455	60	Mar-17
	12,085.02	MERGE	1704455	60	Mar-17
CLINICAL ENC	14,429.55	FLUKE	1706335	84	Mar-17
	(24.15)	FLUKE	1706335	84	Mar-17
SLEEP LAB	58,354.02	O AND G	1705880	120	Mar-17
SLEEP LAB	2,910.00	MOSER	1708476	120	Mar-17
SLEEP LAB	2,425.00	MOSER	1708062	120	Mar-17
PLANT	30,549.00	O AND G	1700873	120	Mar-17
	(2,000.00)	O AND G	1700873	120	Mar-17
WOUNDCARE	38,390.00	PERIMED	1705191	84	Mar-17
CENTRAL STI	16,816.50	WB MASON	1705901BL	120	Mar-17
OR	3,699.00	HAYDEN MED	1704106	84	Mar-17
FOOD	11,663.25	PERFORMANCE	1708641	60	Mar-17
IT	90,882.00	SIEMENS	160729	60	Mar-17
EMER	59,250.00	BAXTER	1706273	60	Mar-17
PLANT	12,429.54	GOODHILL	NA (MIKE)	120	Mar-17
OB4 ORTHO	4,769.08	PHILIPS	1706091	60	Mar-17
SH5 MED	2,384.54	PHILIPS	1706091	60	Mar-17
PLANT	5,198.20	VULCAN SEC	1708449	120	Mar-17
OR	9,994.95	KARL STORZ	1708952	84	Mar-17
CRITICAL CAI	7,179.29	PHILIPS	1706111	60	Mar-17
BIO MED	147,360.00	STRATASYS	1709090	60	Mar-17
CARD	22,940.00	CIVCO	1709562	10	Mar-17
WMUC	(12,727.08)	CHIANIS & ANDERSON	12780.33	240	Mar-17
	7,440,759.52				

Explanation	To be paid from
2 new Anesthesia Fabious Tiro machines	Operating cash
2 new patient monitors with easy care cuffs	Operating cash
new sterilization container w/accessories	Operating cash
new ISTAT 1 WIRELESS ANALYZER	Operating cash
new scopes and tray sterilization sterrads	Operating cash
VC- 10 VACUUM curettate system	Operating cash
new Bladder scan w/rolling cart	Operating cash
new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
SUTURE RETRIEVER ACCESSORIES	Operating cash
Sheath High flow arthroscopy & Hopkins scope	Operating cash
B3000 BLACK BADGE & BATTERIES	Operating cash
CO2 MONITOR & ACCESSORIES	Operating cash
Artic Sun 5000E Temp manage system & calibration test unit	Operating cash
20 monitors & 10 Optiplex 7040 SFF w/dual monitor stands	Operating cash
new bldg signage	Operating cash
replace condensing unit	Operating cash
HVAC duct CLEANING & SANTIZING	Operating cash
FIRE & SMOKE DAMPER	Operating cash
New Floor scrubbers (single & dual) and burnisher	Operating cash
deposit for DEHUMIDIFIER in TRAGER BASEMENT	Operating cash
depoisit for EXPANSION VALVE in TRAGER office	Operating cash
deposit for WALL COVERING in AUDITORIUM	Operating cash
AHU-1 Cooling coil replacement	Operating cash
CATH LAB # 2 RENOVATION	Operating cash
SLEEP LAB RENOVATION	Operating cash
Boardroom Project is now complete	Operating cash
4 each of 02 CS hoses & Air CS hoses 10FT Diss Hand	Operating cash
REVERSE OSMOSIS SYSTEM	Operating cash
2 Harmonyair G5 Dual Pkg Light systems	Operating cash
RECUMBENT CROSS TRAINER-the Foundation reimbursed us for this purchase	Foundation Funds
75 sterilization containers	Operating cash
TITANIUM GE MRI TOOL KIT	Operating cash
new LIPOSCULTPTOR handpiece & ACCESSORIES	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
CART, SINGLE TIER CORNER	Operating cash
CAMERA, CODER & STORAGE	Operating cash
VOLUSON P8	Operating cash
Board, Carbon fiber TTL ACS Radial	Operating cash
Security Alarm install	Operating cash
24 monitors & 12 Optiplex 7040 SFF w/dual monitor stands, plus software	Operating cash
MARKETING FURNITURE-chairs, credenza, tabletop, etc	Operating cash
interior painting from water damage	Operating cash

interior painting from water damage	Operating cash
Counter Fabrication	Operating cash
Prof srvs for FEASABILITY STUDY OPEN OFFICE	Operating cash
Labor & Materials for COUNTER TOPS THROUGHOUT HOSPITAL	Operating cash
Prof Srvs for AUDITORIUM RENOVATION	Operating cash
FIRE STOP Labor & Materials	Operating cash
MAIN MEGAWATT METER REPLACEMENT	Operating cash
EPOXY COATED SHOWER BASE	Operating cash
BLASIOUS 2014 CHEVROLET CRUZE	Operating cash
SLEEP LAB RENOVATION	Operating cash
MEP-SLEEP LAB RENOVATION	Operating cash
RODI PIPING & INSTALL	Operating cash
SEER 1000	Operating cash
MAMMOTEST	Operating cash
EMERGENCY TEMP WALL	Operating cash
FURNISH & INSTALL CARPET & TILE	Operating cash
DAYCARE REMEDIATION	Operating cash
BRIO BEDSIDE CABINETS & OVERHEAD ART	Operating cash
AAON RTU GAS METERING	Operating cash
SYNGO DYNAMICS SYSTEM	Operating cash
REMOVE OLD HTP/ PUT NEW IN ITS PLACE	Operating cash
BRAINLAB OPTICAL	Operating cash
V500 WORKSTATIONS	Operating cash
SMART CARE MONITORING	Operating cash
AQUILLION PRIME 80	Operating cash
MOB 4TH FLOOR LOBBY	Operating cash
FLEX-X UTRETERSCOPE	Operating cash
SLEEP DESIGN MOB	Operating cash
CDIS MULTIGROUPING	Operating cash
LICENSE/ SUPPORT/ TRAINING	Operating cash
CARBON FIBER BOARD	Operating cash
TRANSDUCER CONVEX & LINEAR	Operating cash
OR ROOM REPAIRS	Operating cash
DEHUMIDIFIER INSTALL - TRAGER	Operating cash
VIDEO INTERCOM	Operating cash
SOFTWARE LICENSE FEES	Operating cash
DOOR ACCESS SYSTEM	Operating cash
HARMONY LIGHTS/ FP	Operating cash
CABLING	Operating cash
CABINET & SHELVES	Operating cash
FRAME NEW WALL	Operating cash
CABINETS	Operating cash
CIRCUIT FOR INBND/OUTBND SWITCHING	Operating cash
DISPOSABLE LINERS	Operating cash
PCKGO HEAT EXCHGE/PUMP REPLACEMENT	Operating cash
SLEEP LAB PROJECT	Operating cash

SLEEP LAB PROJECT	Operating cash
CARPET CHILD DEV	Operating cash
INTUITIVE ROBOT BUYOUT	Operating cash
EV100 CLINICAL PLTFM & SERVICE	Operating cash
EV100 CLINICAL PLTFM & SERVICE	Operating cash
FURNISH & INSTALL CARPET & TILE	Operating cash
FURNITURE	Operating cash
DOUBLE CATCH BASIN	Operating cash
911 PJT- BLOCK WINDOWS IN LAWLOR	Operating cash
911 PJT- CONSTRUCTION PROCESS	Operating cash
911 PJT- FLOORING VINYL	Operating cash
911 PJT- DUCTWORK & EXHAUST FANS INSTALL	Operating cash
911 PJT- ELECTRICAL CONTROLS	Operating cash
911 PJT- PAINTING STAIRWELLS	Operating cash
911 PJT- SECURITY WORK SPACE	Operating cash
911 PJT- STRIPPING AND WAXING FLOORS	Operating cash
911 PJT- INTERIOR SIGNS	Operating cash
911 PJT-ACCESS CONTROL SYSTEM	Operating cash
911 PJT-SPRINKLER HEADS	Operating cash
INTERIOR SIGN BRAILLE	Operating cash
V500 WORKSTATIONS	Operating cash
1320 WEST MAIN ADDITION	Operating cash
BOLLAND AT OXYGEN TANKS REMOVE & INSTALL	Operating cash
4 FT POS PRESS RECIRC COMP	Operating cash
HARMONY DUAL & SINGLE LIGHTING	Operating cash
DR TRAGER NEW FLOOR & FURNITURE	Operating cash
ULTRASOUND SPARQ	Operating cash
ATRION TELEPHONE SYSTEM	Operating cash
LIFE POLE W/LIFT & ASSIST	Operating cash
BRAVO RECEIVER/SOFTWARE/RECORDER	Operating cash
PROFESSIONAL DESIGN	Operating cash
TITAN 450 WATT ZENON LIGHT	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
CDIS TRAINNG/LICENSE	Operating cash
ATOMLAB 500 DOSE CALIB	Operating cash
ULTRAFIN LITHO STIRUP PAIR	Operating cash
IS4000 DA VINCI XI	Operating cash
STERRAD 100NX [™]	Operating cash
SEER 1000	Operating cash
WEST MAIN TRANSFORMER RELOCATION	Operating cash
ROBOTIC CARRIER FOR NIGARA	Operating cash
FLOORING	Operating cash
BASE BID	Operating cash
CART W ACCESSORIES	Operating cash
PROFUSION UPGRADE	Operating cash
CADAVER LIFT CONVEYOR	Operating cash
ENTERAL SYRINGE PUMP	Operating cash

COMPELLENT SC220 ENCLOSURE	Operating cash
POWER LED 175 LIGHT SOURCE	Operating cash
NVSC PAINTING (WATER DAMAGE)	Operating cash
HP DL380 G9 8GB RAM	Operating cash
HP DL380 G9 8GB RAM	Operating cash
LICENSE/ SOFTWARE/ SUPPORT	Operating cash
POWEREDGE R730 SERVER	Operating cash
SHELVING	Operating cash
SHELVING	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
COMPELLENT SC220 ENCLOSURE	Operating cash
WEST MAIN ADDITION	Operating cash
TRUSYSTEM 7000DV & ROBOTIC PKG	Operating cash
MOB SLEEP LAB RENOVATION	Operating cash
PARKING GARAGE ASSESSMENT CONDITION	Operating cash
LIGHTING UPGRADE	Operating cash
SUNQUEST PJT/ TV, DESK,ACCESS	Operating cash
SUNQUEST PJT/ TV, DESK,ACCESS	Operating cash
OR LIGHT SUPPORT SYSTEM	Operating cash
SHIMADZU PORTABLE X-RAY	Operating cash
WALLS IN SLEEP LAB	Operating cash
GAS CHARBOILER	Operating cash
WARMING CABINET #5524	Operating cash
MOB 4TH FL LOBBY NEW WALL & DOOR	Operating cash
FIRE ALARM PANEL	Operating cash
O'BRIEN PLUMBING	Operating cash
PACEMAKER EXTERNAL	Operating cash
AQUILION CT SCAN PYMT	Operating cash
MONITORS, CAMERAS, LIGHT PKG	Operating cash
LICENSE/ SUPPORT/ TRAINING	Operating cash
TABLE MOTION UPGRADE	Operating cash
FLOORING	Operating cash
FLOORING	Operating cash
GAS CHARBOILER INSTALL	Operating cash
SERVERS	Operating cash
PROFESSIONAL SERVICES WMUC	Operating cash
FIBROSCAN 502 TOUCH	Operating cash
LIGHT HANDLE CAMERA COVER	Operating cash
ACUSON SC2000 MAINFRAME	Operating cash
CHAIRS, ALL STEEL TASK	Operating cash
SPECTRUM IV PUMPS	Operating cash
SPECTRUM IV PUMPS	Operating cash
ADDITIONAL CAMERAS	Operating cash
ADDITIONAL CAMERAS	Operating cash
SHELVING & CABINETS	Operating cash

BASE CABINET & COUNTERTOPS	Operating cash
URETERSCOPE FLEXIBLE	Operating cash
SYNGO DYNAMICS SYSTEM	Operating cash
CART W ACCESSORIES	Operating cash
SOFTWARE SERVICES	Operating cash
SOFTWARE SERVICES	Operating cash
INFUSION ANALYZER	Operating cash
INFUSION ANALYZER	Operating cash
APPLICATION & CERTIFICATE	Operating cash
ARCHITECTUAL/MEP	Operating cash
ARCHITECTUAL/MEP	Operating cash
TRIAGE PROJECT	Operating cash
TRIAGE PROJECT	Operating cash
PF6001 MAIN UNIT	Operating cash
FLOORING/INSTALL	Operating cash
MARTINS ARM RETRACTOR	Operating cash
ESPRESSO MACHINE	Operating cash
UPGRADE VIRTUAL SIS SERVER	Operating cash
SPECTRUM IV PUMPS	Operating cash
PIPE TESTING PJT 911	Operating cash
MONITOR DEMOSURE SIGNVS4	Operating cash
MONITOR DEMOSURE SIGNVS4	Operating cash
DEPT OF MEDICINE DOOR	Operating cash
FLEX-X URETERSCOPE	Operating cash
INTELLIVUE MULTI SERVER	Operating cash
PRINTER CONNEX 3D	Operating cash
ASTER TEE (WATER & AIR) SYSTEM	Operating cash
PROFESSIONAL SERVICES WMUC	Operating cash

Acct # Project Name

1600-0001 CIP Holding

1600-0002 Oncology Center Project

1600-0003 MRI Project

1600-0004 Atrion Project

1600-0005 Cheshire Project

1600-0006 Northwest 911 Project

1600-0007 Cardiac Cath Lab Project

1600-0008 Naugatuck Urgent Care

1600-0009 EPIC Project

1600-0010 East Main Street Urgent Care

1600-0011 Wound Care Lobby

1600-0012 Ambulatory Pavillion

1600-0013 West Main Street Urgent Care

Project Description	Balance as of 7/31/16	Aug-Sep Additions
CIP Holding	448,951.00	(445,893.03)
Renovations to Dr Bowen's office located in the HLRCC	495,723.17	145,129.30
Renovations to new MRI area and Behavioural Health in Emer Rm - 4 Phases to project	3,387,211.50	588,798.05
Phase I of new phone system project	529,483.69	38,021.76
New construction for a Cheshire Urgent Care Ctr and a Primary Care/Specialty Practice	411,202.86	1,173,005.58
Renovations to 2nd floor of Lawlor Bldg for 911 Call Center	342,014.94	6,475.00
Renovations for a new Cardiac Cath Lab	1,680.00	647,552.69
Construction for a new Urgent Care Ctr in Naugatuck - Project was put off until after FY2017, expenses were for Architect designs	7,377.50	3,688.75
Project to convert our systems to EPIC to be consistent with Trinity Systems	-	-
Construction for a new Urgent Care Ctr in Waterbury located near Costco	-	-
Renovations to the Wound Care Lobby	-	-
Construction of new Ambulatory Pavillion	-	-
Renovations to West Main Street Urgent Care - Additions	-	-

Balance as of 9/30/16	of Oct-Mar Additions	Balance as of 3/31/17	Project Start Date	Project expected end date	Project Budget
3,057.97	1,202.03	4,260.00			
640,852.47	568,487.73	1,209,340.20	Apr-16	FY 2017	940,000
3,976,009.55	818,747.88	4,794,757.43	Sep-15	Jun-17	5,800,000
567,505.45	(567,505.45)	-	Jan-16	Nov-16	567,505
1,584,208.44	323,873.45	1,908,081.89	Mar-16	FY 2017	2,320,388
348,489.94	(348,489.94)	-	Feb-16	Nov-16	250,000
649,232.69	41,566.49	690,799.18	May-16	FY 2017	815,823
11,066.25	41,884.50	52,950.75	FY 2018	FY 2019	2,100,000
-	2,638,475.44	2,638,475.44	Oct-16	FY 2018	20,000,000
-	588,004.49	588,004.49	Jan-17	Jul-17	3,400,000
-	6,273.90	6,273.90	Mar-17	FY 2017	49,750
-	48,528.48	48,528.48	Jan-17	FY 2019	38,000,000
-	14,495.27	14,495.27	Mar-17	FY 2018	585,000

To be paid from

Operating cash

Operating cash

Operating cash, plus a
767,013 from a State
grant

Operating cash

Operating cash

Operating cash

Operating cash

Operating cash

Operating cash &
possible loan from
Trinity

Operating cash

Operating Cash
Needs Approval

Operating Cash

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
CONSOLIDATED STATEMENT OF CASH FLOW

	Six Months Ended March 31 2017
Operating activities:	
Increase in net assets	\$ 21,111,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	19,210,000
Bad debts	8,642,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,682,000
Equity transfer	340,000
Changes in:	
Accounts receivable--patients, net	(28,171,000)
Due from affiliated entities	10,492,000
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(51,000)
Prepaid expenses	1,064,000
Other assets	(2,266,000)
Accounts payable	(3,539,000)
Salary and wages, payroll taxes and amounts withheld from employees	(6,747,000)
Due to third party reimbursement agencies	(1,444,000)
Other current liabilities	719,000
Accrued pension and retiree health costs	(18,003,000)
Other long term liabilities	800,000
Net cash provided by operating activities	10,819,000
 Investing activities:	
Purchases of property, plant and equipment, net	(23,528,000)
Decrease in assets whose use is limited	(1,814,000)
Decrease in investments	14,854,000
Net cash used in investing activities	(10,488,000)
 Financing activities	
Principal payments on long-term debt	(2,750,000)
Net cash used in financing activities	(2,750,000)
 Net decrease in cash and cash equivalents	(2,419,000)
 Cash and cash equivalents at beginning of period	17,282,000
Cash and cash equivalents at end of period	14,863,000

TRINITY HEALTH - NEW ENGLAND, INC.
CONSOLIDATED STATEMENT OF CASH FLOW

	Six Months Ended March 31 <u>2017</u>
Operating activities:	
Increase in net assets	\$ 14,628,000
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	30,251,000
Bad debts	16,997,000
Unrealized and realized gains on investment	1,142,000
Restricted contributions and investment income	2,738,000
Equity transfer	(5,433,000)
Changes in:	
Accounts receivable--patients, net	(30,659,000)
Due from affiliated entities	(3,334,000)
Due from third party reimbursement agencies	4,838,000
Inventory of supplies	(926,000)
Prepaid expenses	1,178,000
Other assets	682,000
Accounts payable	(4,606,000)
Salary and wages, payroll taxes and amounts withheld from employees	(7,710,000)
Due to third party reimbursement agencies	251,000
Other current liabilities	1,488,000
Accrued pension and retiree health costs	(25,380,000)
Other long term liabilities	(17,282,000)
Net cash used in operating activities	<u>(21,137,000)</u>
Investing activities:	
Purchases of property, plant and equipment, net	(36,404,000)
Decrease in assets whose use is limited	24,823,000
Decrease in investments	12,909,000
Net cash provided by investing activities	<u>1,328,000</u>
Financing activities	
Principal payments on long-term debt	(3,040,000)
Net cash used in financing activities	<u>(3,040,000)</u>
Net decrease in cash and cash equivalents	<u>(22,849,000)</u>
Cash and cash equivalents at beginning of period	<u>72,316,000</u>
Cash and cash equivalents at end of period	<u><u>49,467,000</u></u>

Attachment A

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER
Cost Savings/Synergies 10/1/2016-3/31/2017

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	
B.	Fringe Benefits (pension)	\$2,300
C.	Contractual Labor Fees	
D.	Medical Supplies and Pharmaceutical Cost	\$1,664
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$226
H.	Malpractice Insurance Cost	\$650
I.	Utilities	
J.	Business Expenses (insurance and IT)	
K.	Other Operating Expense	<u>\$219</u>
	Total savings 10/1-3/31	<u><u>\$5,059</u></u>

CON Docket Number: 15-32002-CON Transfer of Ownership of Johnson Memorial Medical Center to Saint Francis Care, Inc.

Response to Items #10 and #11 of the Settlement and Order dated 11/24/2015 for the Six Month Period Ended March 31, 2017

10. For three (3) years following the Closing Date, the Applicants shall file the following information with OHCA on a semi-annual basis for both JMH and its immediate parent, JMMC. For purposes of this Order, semi-annual periods are October 1- March 31 and April 1 - September 30. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016:

a) The cost saving totals achieved in the following Operating Expense Categories for both JMH and its immediate parent, JMMC: Salaries and Wages, Fringe Benefits, Contractual Labor Fees, Medical Supplies and Pharmaceutical Costs, Depreciation and Amortization, Interest Expense, Malpractice Expense, Utilities, Business Expenses and Other Operating Expenses. The categories shall be consistent with the major operating expense categories (Categories A,B,C,D,E,G,H,I,J, and K) which are in use at the time of reporting in the OHCA Hospital Reporting System (“HRS”) Report 175 or successor report. The semi-annual submission shall also contain narratives describing:

1. the major cost savings achieved for each expense category; and

Since January 1, 2016, the leaders within the functional areas at Saint Francis Hospital and Medical Center have been working closely with Johnson to identify and implement changes to realize cost savings opportunities. As previously reported, one immediate benefit was the successful restructuring of Johnson’s debt as of December 31, 2015 with an intercompany loan from Trinity Health – New England, Inc. In addition, Saint Francis Hospital and Medical Center forgave a loan due from Johnson in the amount of \$2,350,000 upon the closing of the transaction. The restructured debt has resulted in a decrease of interest expense in the amount of \$30,000 for the six month period ended March 31, 2017.

Another significant savings realized to date was the inclusion of Johnson into the Trinity Health insurance program. This produced an overall decrease in annual premiums for malpractice, workers compensation and other business policies of approximately \$1.0 million. Savings realized for the six month period ended March 31, 2017 of \$114,000. Furthermore, additional insurance premium savings of \$198,000 will be realized for the annual period 7/1/2017 through 6/30/2018.

There have been significant efforts to centralize support functions across Trinity Health-New England including Finance, Revenue Cycle, and Information Systems. This has resulted in reduction of costs at Johnson of \$720,000 for the six months ended March 31, 2017.

In addition, Johnson has benefited from the utilization of both regional and system office Legal Services, Compliance and Audit departments. The decrease in legal fees, consulting and auditing costs associated with this transition was \$615,000 for the six month period ended March 31, 2017.

Non-salary information technology costs of \$308,000 were transferred to the region at the beginning of FY 2017. Other cost reductions due to regionalization were \$47,000 and \$43,000 in advertising and recruitment expenses. Johnson's portion of these costs are now included in the regional allocation.

The above savings are offset by a regional allocation of \$639,660 for the six month period included in other operating expenses in **Attachment A**.

During the first calendar quarter of 2017, the Enfield Oncology staff transitioned to employees of Saint Francis. This transition allows both Saint Francis and Johnson to share resources across both campuses, provide enhanced compensation packages for employees and has resulted in a lower cost to Johnson through this arrangement. Annual savings associated with this staffing restructure is \$137,000 and \$86,000 was realized for the six month period ended March 31, 2017.

In addition to the cost savings, Johnson has been able to leverage the expertise and resources at Saint Francis Hospital and Medical Center, Trinity Health-New England and Trinity Health in each of the areas identified above.

Interest and insurance savings related to JMMC are included in the amounts described above. There are no additional cost savings within JMMC.

Johnson transitioned to the Trinity Total Rewards program for employee compensation and benefits. Johnson provided its employees with a 2% pay increase on September 1st. Effective 1/1/2017, Johnson employees are participating in Trinity Health's defined contribution plan which provides for a core employer contribution for all employees and matching contributions funded bi-weekly for those employees who make deferrals into the plan. The new health insurance program provides comprehensive coverage at a lower average employee contribution compared to what had previously been provided.

Lastly, Trinity Health – New England, Inc. (TH – NE) working with Trinity Health has engaged consultants to continue to assist in performance improvement, integration, regionalization strategy, productivity improvements and other cost reductions. Resources from Trinity Health system office are supporting these efforts and are on-site on a regular basis. Furthermore, Trinity Health has assumed 50% of these costs totaling over \$1.0 million benefit to the Connecticut hospitals within TH - NE.

We continue to identify cost saving opportunities as we align our vendor contracts with Trinity Health system contracts. Supply chain savings Savings realized during the six month period was \$75,000.

See **Attachment A** for expense savings by category. Also, refer to financial statistics noting significant improvement in financial performance since the acquisition of Johnson by TH – NE.

2. *the effect of these cost savings on the clinical quality of care.*

There has been no negative impact to clinical quality of care as a result of these cost savings.

Since joining Trinity Health – New England, Johnson has received the Gold Seal 3-year Joint Commission Accreditation, and has experienced improvements in both patient experience and clinical quality. Areas of clinical quality improvement have been in decreased sepsis in readmission rates, and a reduction in serious safety events were marginal.

Also, Johnson's average daily census and year to date discharges continue to remain strong and Johnson's overall financial performance has improved significantly since the affiliation.

b) A consolidated Balance Sheet, Statement of Operations, and Statement of Cash Flows for JMH and its immediate parent, JMMC. The format shall be consistent with that which is in use at the time of reporting in OHCA's HRS Reports 100/150, 300/350 or successor reports.

See **Attachment B**.

11) For three (3) years following the Closing Date, SFCRHM shall submit to OHCA a financial measurement report. This report shall be submitted on a semi-annual basis and show current month and year-to-date data, and comparable prior year period data for the Hospital and for SFCRHM. The required information is due no later than two (2) months after the end of each semi-annual period. Due dates are May 31st and November 30th, beginning May 31, 2016.

See **Attachment C** for Financial Indicators.

Attachment A

Johnson Memorial Hospital
Cost Savings/Synergies 10/1/2016-3/31/2017

<u>LINE</u>	<u>DESCRIPTION</u>	<u>Savings 10/1/2016-3/31/2017</u> <u>(In 000's)</u>
I.	<u>OPERATING EXPENSE BY CATEGORY</u>	
A.	Salaries & Wages	\$1,675
B.	Fringe Benefits (workers comp)	\$335
C.	Contractual Labor Fees	(\$1,204)
D.	Medical Supplies and Pharmaceutical Cost	\$75
E.	Depreciation and Amortization	
F.	Bad Debts	
G.	Interest Expense	\$30
H.	Malpractice Insurance Cost	
I.	Utilities	
J.	Business Expenses (insurance)	\$114
K.	Other Operating Expense	\$373
	Total savings 10/1/2016-3/31/2017	<u><u>\$1,398</u></u>

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$85,944	\$369,304	\$283,360	330%
2	Short Term Investments	\$1,610,228	\$1,396,623	(\$213,605)	-13%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$9,060,046	(\$8,356,653)	-48%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$1,717,728	\$204,255	13%
8	Prepaid Expenses	\$676,712	\$694,419	\$17,707	3%
9	Other Current Assets	\$3,525,137	\$2,632,601	(\$892,536)	-25%
	Total Current Assets	\$24,828,193	\$15,870,721	(\$8,957,472)	-36%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	Total Noncurrent Assets Whose Use is Limited:	\$0	\$0	\$0	0%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,180,806	(\$21,359)	-1%
7	Other Noncurrent Assets	\$805,530	\$693,519	(\$112,011)	-14%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$20,747,175	\$26,423,836	\$5,676,661	27%
2	Less: Accumulated Depreciation	\$861,533	\$2,364,255	\$1,502,722	174%
	Property, Plant and Equipment, Net	\$19,885,642	\$24,059,581	\$4,173,939	21%
3	Construction in Progress	\$870,370	\$88,188	(\$782,182)	-90%
	Total Net Fixed Assets	\$20,756,012	\$24,147,769	\$3,391,757	16%
	Total Assets	\$49,591,900	\$43,892,815	(\$5,699,085)	-11%
II.	LIABILITIES AND NET ASSETS				

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Current Liabilities:					
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$3,250,101	(\$1,232,369)	-27%
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,527,469	\$37,957	2%
3	Due To Third Party Payers	\$843,823	\$1,538,891	\$695,068	82%
4	Due To Affiliates	\$23,268,975	\$10,527,920	(\$12,741,055)	-55%
5	Current Portion of Long Term Debt	\$388,912	\$392,827	\$3,915	1%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$531,683	\$469,090	(\$62,593)	-12%
	Total Current Liabilities	\$32,005,375	\$18,706,298	(\$13,299,077)	-42%
B. Long Term Debt:					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Other Long Term Debt	\$0	\$0	\$0	0%
	Total Long Term Debt	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$954,733	\$1,000,286	\$45,553	5%
	Total Long Term Liabilities	\$23,212,741	\$22,525,818	(\$686,923)	-3%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. Net Assets:					
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,084,231	\$8,252,920	-134%
2	Temporarily Restricted Net Assets	\$542,473	\$576,468	\$33,995	6%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	Total Net Assets	(\$5,626,216)	\$2,660,699	\$8,286,915	-147%
	Total Liabilities and Net Assets	\$49,591,900	\$43,892,815	(\$5,699,085)	-11%

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$168,025,861	\$87,365,340	(\$80,660,521)	-48%
2	Less: Allowances	\$106,771,249	\$53,863,364	(\$52,907,885)	-50%
3	Less: Charity Care	\$160,880	\$73,514	(\$87,366)	-54%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$61,093,732	\$33,428,462	(\$27,665,270)	-45%
5	Provision for Bad Debts	\$1,977,084	\$1,137,539	(\$839,545)	-42%
	Net Patient Service Revenue less provision for bad debts	\$59,116,648	\$32,290,923	(\$26,825,725)	-45%
6	Other Operating Revenue	\$2,726,640	\$634,205	(\$2,092,435)	-77%
7	Net Assets Released from Restrictions	\$18,000	\$23,149	\$5,149	29%
	Total Operating Revenue	\$61,861,288	\$32,948,277	(\$28,913,011)	-47%
B. Operating Expenses:					
1	Salaries and Wages	\$25,747,624	\$11,734,864	(\$14,012,760)	-54%
2	Fringe Benefits	\$6,228,877	\$2,764,667	(\$3,464,210)	-56%
3	Physicians Fees	\$5,219,086	\$1,363,342	(\$3,855,744)	-74%
4	Supplies and Drugs	\$10,205,613	\$5,686,294	(\$4,519,319)	-44%
5	Depreciation and Amortization	\$3,012,066	\$1,288,094	(\$1,723,972)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$913,249	\$420,217	(\$493,032)	-54%
8	Malpractice Insurance Cost	\$293,627	(\$27,394)	(\$321,021)	-109%
9	Other Operating Expenses	\$15,310,826	\$9,319,622	(\$5,991,204)	-39%
	Total Operating Expenses	\$66,930,968	\$32,549,706	(\$34,381,262)	-51%
	Income/(Loss) From Operations	(\$5,069,680)	\$398,571	\$5,468,251	-108%
C. Non-Operating Revenue:					
1	Income from Investments	\$33,526	\$0	(\$33,526)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$241,788)	(\$48,615)	\$193,173	-80%
	Total Non-Operating Revenue	(\$208,262)	(\$48,615)	\$159,647	-77%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$5,277,942)	\$349,956	\$5,627,898	-107%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	(\$605,078)	\$0	\$605,078	-100%
	Total Other Adjustments	(\$605,078)	\$0	\$605,078	-100%

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
	Excess/(Deficiency) of Revenue Over Expense	(\$5,883,020)	\$349,956	\$6,232,976	-106%

Johnson Memorial Hospital

	Mar 17 YTD	Sept16* YTD	Comments
Monthly Financial Measurement/Indicators			
A. Operating Performance:			
Operating Margin	1.2%	-7.0%	operating income/operating revenues
Non-Operating Margin	NA	NA	
Total Margin	6.4%	-0.5%	Operating cash flow margin (EBIDA/operating revenue)
Bad Debt as % of Gross Revenue	1.3%	1.0%	bad debt/total patient serv. Revenue(before allowances)
B. Liquidity:			
Current Ratio	0.8	0.8	current assets/current liabilities
Days Cash on Hand	15.5	9.9	(cash and cash equiv+board restr. cash)/(total exp-depr)/YT
Days in Net Accounts Receivables	76.9	109.4	net ar/net patient ser rev/days in yr
Average Payment Period	164.0	186.9	current liabilities/(total exp-depr)/YTD days in yr
C. Leverage and Capital Structure:			
Long-term Debt to Equity	823.7%	-402.5%	total debt/total equity(net assets)
Long-term Debt to Capitalization	89.0%	133.8%	LTD/LTD+net assets
Unrestricted Cash to Debt	8.1%	7.5%	(cash and cash equiv+board restr. cash)/total debt (lt & st)
Times Interest Earned Ratio	2.0	(4.5)	EBIT/Interest expense
Debt Service Coverage Ratio	2.59 x	-0.3 x	(Net inc+int+depr)/(st debt+int exp)
Equity Financing Ratio	6.1%	-11.3%	Net assets/total assets
D. Additional Statistics (in thousands)			
Income(Loss) from Operations*	\$ 399	\$ (3,214)	Net income(loss) from operations
Revenue Over/(Under) Expense	\$ 350	\$ (3,474)	Net gain(loss)
EBIDA	\$ 2,107	\$ (247)	based on net income(loss) from operations
Patient Cash Collected	NA	NA	
Cash and Cash Equivalents	\$ 1,766	\$ 1,696	from bs
Net Working Capital	\$ (2,835)	\$ (7,177)	current assets-current liabilities
Unrestricted Assets	\$ 2,084	\$ (6,169)	from bs

*reflects 01/16-09/30/16

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$85,944	\$369,304	\$283,360	330%
2	Short Term Investments	\$1,610,228	\$1,396,623	(\$213,605)	-13%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$17,416,699	\$9,060,046	(\$8,356,653)	-48%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$0	\$0	\$0	0%
6	Due From Third Party Payers	\$0	\$0	\$0	0%
7	Inventories of Supplies	\$1,513,473	\$1,717,728	\$204,255	13%
8	Prepaid Expenses	\$676,712	\$694,419	\$17,707	3%
9	Other Current Assets	\$3,525,137	\$2,632,601	(\$892,536)	-25%
	Total Current Assets	\$24,828,193	\$15,870,721	(\$8,957,472)	-36%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$0	\$0	\$0	0%
2	Board Designated for Capital Acquisition	\$0	\$0	\$0	0%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$0	\$0	\$0	0%
	Total Noncurrent Assets Whose Use is Limited:	\$0	\$0	\$0	0%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$3,202,165	\$3,180,806	(\$21,359)	-1%
7	Other Noncurrent Assets	\$805,530	\$693,519	(\$112,011)	-14%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$20,747,175	\$26,423,836	\$5,676,661	27%
2	Less: Accumulated Depreciation	\$861,533	\$2,364,255	\$1,502,722	174%
	Property, Plant and Equipment, Net	\$19,885,642	\$24,059,581	\$4,173,939	21%
3	Construction in Progress	\$870,370	\$88,188	(\$782,182)	-90%
	Total Net Fixed Assets	\$20,756,012	\$24,147,769	\$3,391,757	16%
	Total Assets	\$49,591,900	\$43,892,815	(\$5,699,085)	-11%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
1	Accounts Payable and Accrued Expenses	\$4,482,470	\$3,250,101	(\$1,232,369)	-27%
2	Salaries, Wages and Payroll Taxes	\$2,489,512	\$2,527,469	\$37,957	2%
3	Due To Third Party Payers	\$843,823	\$1,538,891	\$695,068	82%
4	Due To Affiliates	\$23,268,975	\$10,527,920	(\$12,741,055)	-55%
5	Current Portion of Long Term Debt	\$388,912	\$392,827	\$3,915	1%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$531,683	\$469,090	(\$62,593)	-12%
	Total Current Liabilities	\$32,005,375	\$18,706,298	(\$13,299,077)	-42%
B.	<u>Long Term Debt:</u>				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Other Long Term Debt	\$0	\$0	\$0	0%
	Total Long Term Debt	\$22,258,008	\$21,525,532	(\$732,476)	-3%
3	Accrued Pension Liability	\$0	\$0	\$0	0%
4	Other Long Term Liabilities	\$954,733	\$1,000,286	\$45,553	5%
	Total Long Term Liabilities	\$23,212,741	\$22,525,818	(\$686,923)	-3%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C.	<u>Net Assets:</u>				
1	Unrestricted Net Assets or Equity	(\$6,168,689)	\$2,084,231	\$8,252,920	-134%
2	Temporarily Restricted Net Assets	\$542,473	\$576,468	\$33,995	6%
3	Permanently Restricted Net Assets	\$0	\$0	\$0	0%
	Total Net Assets	(\$5,626,216)	\$2,660,699	\$8,286,915	-147%
	Total Liabilities and Net Assets	\$49,591,900	\$43,892,815	(\$5,699,085)	-11%

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$168,025,861	\$87,365,340	(\$80,660,521)	-48%
2	Less: Allowances	\$106,771,249	\$53,863,364	(\$52,907,885)	-50%
3	Less: Charity Care	\$160,880	\$73,514	(\$87,366)	-54%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$61,093,732	\$33,428,462	(\$27,665,270)	-45%
5	Provision for Bad Debts	\$1,977,084	\$1,137,539	(\$839,545)	-42%
	Net Patient Service Revenue less provision for bad debts	\$59,116,648	\$32,290,923	(\$26,825,725)	-45%
6	Other Operating Revenue	\$2,726,640	\$634,205	(\$2,092,435)	-77%
7	Net Assets Released from Restrictions	\$18,000	\$23,149	\$5,149	29%
	Total Operating Revenue	\$61,861,288	\$32,948,277	(\$28,913,011)	-47%
B. Operating Expenses:					
1	Salaries and Wages	\$25,747,624	\$11,734,864	(\$14,012,760)	-54%
2	Fringe Benefits	\$6,228,877	\$2,764,667	(\$3,464,210)	-56%
3	Physicians Fees	\$5,219,086	\$1,363,342	(\$3,855,744)	-74%
4	Supplies and Drugs	\$10,205,613	\$5,686,294	(\$4,519,319)	-44%
5	Depreciation and Amortization	\$3,012,066	\$1,288,094	(\$1,723,972)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$913,249	\$420,217	(\$493,032)	-54%
8	Malpractice Insurance Cost	\$293,627	(\$27,394)	(\$321,021)	-109%
9	Other Operating Expenses	\$15,310,826	\$9,319,622	(\$5,991,204)	-39%
	Total Operating Expenses	\$66,930,968	\$32,549,706	(\$34,381,262)	-51%
	Income/(Loss) From Operations	(\$5,069,680)	\$398,571	\$5,468,251	-108%
C. Non-Operating Revenue:					
1	Income from Investments	\$33,526	\$0	(\$33,526)	-100%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$241,788)	(\$48,615)	\$193,173	-80%
	Total Non-Operating Revenue	(\$208,262)	(\$48,615)	\$159,647	-77%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	(\$5,277,942)	\$349,956	\$5,627,898	-107%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	(\$605,078)	\$0	\$605,078	-100%
	Total Other Adjustments	(\$605,078)	\$0	\$605,078	-100%
	Excess/(Deficiency) of Revenue Over Expense	(\$5,883,020)	\$349,956	\$6,232,976	-106%

JOHNSON MEMORIAL HOSPITAL					
NINE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE

SAINT MARY'S HOSPITAL (Hospital Only)				
TWELVE MONTHS ACTUAL FILING				
31-Mar-17				
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
I.	ASSETS			
A.	Current Assets:			
1	Cash and Cash Equivalents	\$20,572,000	\$19,853,000	(\$719,000)
2	Short Term Investments	\$23,000	\$0	(\$23,000)
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$26,298,000	\$27,705,000	\$1,407,000
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0
5	Due From Affiliates	\$0	\$0	\$0
6	Due From Third Party Payers	\$0	\$0	\$0
7	Inventories of Supplies	\$3,889,000	\$4,559,000	\$670,000
8	Prepaid Expenses	\$2,930,000	\$2,561,000	(\$369,000)
9	Other Current Assets	\$3,114,000	\$2,185,000	(\$929,000)
	Total Current Assets	\$56,826,000	\$56,863,000	\$37,000
B.	Noncurrent Assets Whose Use is Limited:			
1	Held by Trustee	\$15,480,000	\$15,681,000	\$201,000
2	Board Designated for Capital Acquisition	\$0	\$0	\$0
3	Funds Held in Escrow	\$0	\$0	\$0
4	Other Noncurrent Assets Whose Use is Limited	\$6,000	\$6,000	\$0
	Total Noncurrent Assets Whose Use is Limited:	\$15,486,000	\$15,687,000	\$201,000
5	Interest in Net Assets of Foundation	\$5,549,000	\$5,810,000	\$261,000
6	Long Term Investments	\$10,973,000	\$11,487,000	\$514,000
7	Other Noncurrent Assets	\$25,740,000	\$10,565,000	(\$15,175,000)
C.	Net Fixed Assets:			
1	Property, Plant and Equipment	\$91,358,000	\$97,843,000	\$6,485,000
2	Less: Accumulated Depreciation	\$2,656,000	\$10,694,000	\$8,038,000
	Property, Plant and Equipment, Net	\$88,702,000	\$87,149,000	(\$1,553,000)
3	Construction in Progress	\$7,780,000	\$11,956,000	\$4,176,000
	Total Net Fixed Assets	\$96,482,000	\$99,105,000	\$2,623,000
	Total Assets	\$211,056,000	\$199,517,000	(\$11,539,000)

SAINT MARY'S HOSPITAL (Hospital Only)				
TWELVE MONTHS ACTUAL FILING				
31-Mar-17				
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
II. LIABILITIES AND NET ASSETS				
A. Current Liabilities:				
1	Accounts Payable and Accrued Expenses	\$15,420,000	\$18,915,000	\$3,495,000
2	Salaries, Wages and Payroll Taxes	\$5,045,000	\$4,123,000	(\$922,000)
3	Due To Third Party Payers	\$1,262,000	\$416,000	(\$846,000)
4	Due To Affiliates	\$0	\$0	\$0
5	Current Portion of Long Term Debt	\$89,000	\$0	(\$89,000)
6	Current Portion of Notes Payable	\$0	\$0	\$0
7	Other Current Liabilities	\$15,913,000	\$11,558,000	(\$4,355,000)
	Total Current Liabilities	\$37,729,000	\$35,012,000	(\$2,717,000)
B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0
2	Notes Payable (Net of Current Portion)	\$0	\$0	\$0
	Total Long Term Debt	\$0	\$0	\$0
3	Accrued Pension Liability	\$83,306,000	\$80,137,000	(\$3,169,000)
4	Other Long Term Liabilities	\$9,341,000	\$8,303,000	(\$1,038,000)
	Total Long Term Liabilities	\$92,647,000	\$88,440,000	(\$4,207,000)
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0
C. Net Assets:				
1	Unrestricted Net Assets or Equity	\$62,162,000	\$57,279,000	(\$4,883,000)
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,055,000	\$85,000
3	Permanently Restricted Net Assets	\$16,548,000	\$16,731,000	\$183,000
	Total Net Assets	\$80,680,000	\$76,065,000	(\$4,615,000)
	Total Liabilities and Net Assets	\$211,056,000	\$199,517,000	(\$11,539,000)

SAINT MARY'S HOSPITAL (Hospital Only)				
TWELVE MONTHS ACTUAL FILING				
6 MONTHS ENDED MARCH 31, 2017 AND 2016				
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
A. Operating Revenue:				
1	Total Gross Patient Revenue	\$406,827,000	\$440,801,000	\$33,974,000
2	Less: Allowances	\$268,852,000	\$300,974,000	\$32,122,000
3	Less: Charity Care	\$855,000	\$2,834,000	\$1,979,000
4	Less: Other Deductions	\$0	\$0	\$0
	Total Net Patient Revenue	\$137,120,000	\$136,993,000	(\$127,000)
5	Provision for Bad Debts	\$4,961,000	\$3,494,000	(\$1,467,000)
	Net Patient Service Revenue less provision for bad debts	\$132,159,000	\$133,499,000	\$1,340,000
6	Other Operating Revenue	\$5,743,000	\$4,849,000	(\$894,000)
7	Net Assets Released from Restrictions	\$0	\$0	\$0
	Total Operating Revenue	\$137,902,000	\$138,348,000	\$446,000
B. Operating Expenses:				
1	Salaries and Wages	\$45,110,000	\$48,444,000	\$3,334,000
2	Fringe Benefits	\$14,267,000	\$7,923,000	(\$6,344,000)
3	Physicians Fees	\$9,153,000	\$7,176,000	(\$1,977,000)
4	Supplies and Drugs	\$22,612,000	\$23,419,000	\$807,000
5	Depreciation and Amortization	\$5,737,000	\$8,042,000	\$2,305,000
6	Bad Debts	\$0	\$0	\$0
7	Interest Expense	\$119,000	\$2,000	(\$117,000)
8	Malpractice Insurance Cost	\$2,351,000	\$1,560,000	(\$791,000)
9	Other Operating Expenses	\$25,121,000	\$26,618,000	\$1,497,000
	Total Operating Expenses	\$124,470,000	\$123,184,000	(\$1,286,000)
	Income/(Loss) From Operations	\$13,432,000	\$15,164,000	\$1,732,000
C. Non-Operating Revenue:				
1	Income from Investments	\$218,000	\$490,000	\$272,000
2	Gifts, Contributions and Donations		\$0	\$0
3	Other Non-Operating Gains/(Losses)	\$55,000	\$50,000	(\$5,000)
	Total Non-Operating Revenue	\$273,000	\$540,000	\$267,000
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$13,705,000	\$15,704,000	\$1,999,000
Other Adjustments:				
	Unrealized Gains/(Losses)	\$0	\$0	\$0
	All Other Adjustments	\$0	\$0	\$0
	Total Other Adjustments	\$0	\$0	\$0

SAINT MARY'S HOSPITAL (Hospital Only)				
TWELVE MONTHS ACTUAL FILING				
6 MONTHS ENDED MARCH 31, 2017 AND 2016				
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
	Excess/(Deficiency) of Revenue Over Expenses	\$13,705,000	\$15,704,000	\$1,999,000

(6)
%
<u>DIFFERENCE</u>
15%

SAINT MARY'S HEALTH SYSTEM (Consolidated)				
TWELVE MONTHS ACTUAL FILING				
31-Mar-16				
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
I.	ASSETS			
A.	Current Assets:			
1	Cash and Cash Equivalents	\$22,818,000	\$22,077,000	(\$741,000)
2	Short Term Investments	\$23,000	\$0	(\$23,000)
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$30,634,000	\$32,040,000	\$1,406,000
4	Current Assets Whose Use is Limited for Current Liabilities	\$3,418,000	\$0	(\$3,418,000)
5	Due From Affiliates	\$0	\$0	\$0
6	Due From Third Party Payers	\$0	\$0	\$0
7	Inventories of Supplies	\$3,889,000	\$4,560,000	\$671,000
8	Prepaid Expenses	\$3,515,000	\$2,998,000	(\$517,000)
9	Other Current Assets	\$3,192,000	\$2,200,000	(\$992,000)
	Total Current Assets	\$67,489,000	\$63,875,000	(\$3,614,000)
B.	Noncurrent Assets Whose Use is Limited:			
1	Held by Trustee	\$15,480,000	\$15,681,000	\$201,000
2	Board Designated for Capital Acquisition	\$0	\$0	\$0
3	Funds Held in Escrow	\$0	\$0	\$0
4	Other Noncurrent Assets Whose Use is Limited	\$19,537,000	\$6,000	(\$19,531,000)
	Total Noncurrent Assets Whose Use is Limited:	\$35,017,000	\$15,687,000	(\$19,330,000)
5	Interest in Net Assets of Foundation	\$0	\$0	\$0
6	Long Term Investments	\$15,428,000	\$16,137,000	\$709,000
7	Other Noncurrent Assets	\$6,263,000	\$9,726,000	\$3,463,000
C.	Net Fixed Assets:			
1	Property, Plant and Equipment	\$95,973,000	\$102,544,000	\$6,571,000
2	Less: Accumulated Depreciation	\$2,835,000	\$11,477,000	\$8,642,000
	Property, Plant and Equipment, Net	\$93,138,000	\$91,067,000	(\$2,071,000)
3	Construction in Progress	\$7,873,000	\$12,062,000	\$4,189,000
	Total Net Fixed Assets	\$101,011,000	\$103,129,000	\$2,118,000
	Total Assets	\$225,208,000	\$208,554,000	(\$16,654,000)

SAINT MARY'S HEALTH SYSTEM (Consolidated)				
TWELVE MONTHS ACTUAL FILING				
31-Mar-16				
REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
II. LIABILITIES AND NET ASSETS				
A. Current Liabilities:				
1	Accounts Payable and Accrued Expenses	\$16,465,000	\$19,545,000	\$3,080,000
2	Salaries, Wages and Payroll Taxes	\$8,160,000	\$6,515,000	(\$1,645,000)
3	Due To Third Party Payers	\$1,262,000	\$416,000	(\$846,000)
4	Due To Affiliates	\$0	\$0	\$0
5	Current Portion of Long Term Debt	\$337,000	\$228,000	(\$109,000)
6	Current Portion of Notes Payable	\$0	\$0	\$0
7	Other Current Liabilities	\$13,842,000	\$12,603,000	(\$1,239,000)
	Total Current Liabilities	\$40,066,000	\$39,307,000	(\$759,000)
B. Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0
2	Notes Payable (Net of Current Portion)	\$586,000	\$514,000	(\$72,000)
	Total Long Term Debt	\$586,000	\$514,000	(\$72,000)
3	Accrued Pension Liability	\$83,306,000	\$80,137,000	(\$3,169,000)
4	Other Long Term Liabilities	\$21,395,000	\$9,203,000	(\$12,192,000)
	Total Long Term Liabilities	\$105,287,000	\$89,854,000	(\$15,433,000)
5	Interest in Net Assets of Affiliates or Joint Ventures	\$2,588,000	\$2,479,000	(\$109,000)
C. Net Assets:				
1	Unrestricted Net Assets or Equity	\$58,749,000	\$58,128,000	(\$621,000)
2	Temporarily Restricted Net Assets	\$1,970,000	\$2,055,000	\$85,000
3	Permanently Restricted Net Assets	\$16,548,000	\$16,731,000	\$183,000
	Total Net Assets	\$77,267,000	\$76,914,000	(\$353,000)
	Total Liabilities and Net Assets	\$225,208,000	\$208,554,000	(\$16,654,000)

SAINT MARY'S HEALTH SYSTEM (Consolidated)				
TWELVE MONTHS ACTUAL FILING				
6 MONTHS ENDED MARCH 31, 2017 AND 2016				
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
A. Operating Revenue:				
1	Total Gross Patient Revenue	\$454,966,000	\$491,688,000	\$36,722,000
2	Less: Allowances	\$297,453,000	\$330,877,000	\$33,424,000
3	Less: Charity Care	\$855,000	\$2,834,000	\$1,979,000
4	Less: Other Deductions	\$0	\$0	\$0
	Total Net Patient Revenue	\$156,658,000	\$157,977,000	\$1,319,000
5	Provision for Bad Debts	\$5,798,000	\$4,885,000	(\$913,000)
	Net Patient Service Revenue less provision for bad debts	\$150,860,000	\$153,092,000	\$2,232,000
6	Other Operating Revenue	\$6,156,000	\$5,429,000	(\$727,000)
7	Net Assets Released from Restrictions	\$0	\$0	\$0
	Total Operating Revenue	\$157,016,000	\$158,521,000	\$1,505,000
B. Operating Expenses:				
1	Salaries and Wages	\$64,454,000	\$69,508,000	\$5,054,000
2	Fringe Benefits	\$16,909,000	\$10,886,000	(\$6,023,000)
3	Physicians Fees	\$9,294,000	\$7,401,000	(\$1,893,000)
4	Supplies and Drugs	\$23,572,000	\$24,435,000	\$863,000
5	Depreciation and Amortization	\$6,107,000	\$8,676,000	\$2,569,000
6	Bad Debts	\$0	\$0	\$0
7	Interest Expense	\$128,000	\$22,000	(\$106,000)
8	Malpractice Insurance Cost	\$3,343,000	\$2,368,000	(\$975,000)
9	Other Operating Expenses	\$29,484,000	\$31,355,000	\$1,871,000
	Total Operating Expenses	\$153,291,000	\$154,651,000	\$1,360,000
	Income/(Loss) From Operations	\$3,725,000	\$3,870,000	\$145,000
C. Non-Operating Revenue:				
1	Income from Investments	\$218,000	\$490,000	\$272,000
2	Gifts, Contributions and Donations		\$0	\$0
3	Other Non-Operating Gains/(Losses)	\$55,000	\$50,000	(\$5,000)
	Total Non-Operating Revenue	\$273,000	\$540,000	\$267,000
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$3,998,000	\$4,410,000	\$412,000
Other Adjustments:				
	Unrealized Gains/(Losses)	\$0	\$0	\$0
	All Other Adjustments	\$0	\$0	\$0
	Total Other Adjustments	\$0	\$0	\$0

SAINT MARY'S HEALTH SYSTEM (Consolidated)				
TWELVE MONTHS ACTUAL FILING				
6 MONTHS ENDED MARCH 31, 2017 AND 2016				
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION				
(1)	(2)	(3)	(4)	(5)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 ACTUAL	AMOUNT DIFFERENCE
	Excess/(Deficiency) of Revenue Over Expenses	\$3,998,000	\$4,410,000	\$412,000

(6)
%
<u>DIFFERENCE</u>
10%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 100 - HOSPITAL BALANCE SHEET INFORMATION

(1)	(2)	(3)	(3)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 MARCH	AMOUNT DIFFERENCE	% DIFFERENCE
I.	ASSETS				
A.	Current Assets:				
1	Cash and Cash Equivalents	\$17,282,000	\$14,863,000	(\$2,419,000)	-14%
2	Short Term Investments	\$37,626,000	\$22,759,000	(\$14,867,000)	-40%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$64,589,000	\$84,118,000	\$19,529,000	30%
4	Current Assets Whose Use is Limited for Current Liabilities	\$0	\$0	\$0	0%
5	Due From Affiliates	\$47,486,000	\$36,994,000	(\$10,492,000)	-22%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$8,913,000	\$8,964,000	\$51,000	1%
8	Prepaid Expenses	\$3,861,000	\$2,797,000	(\$1,064,000)	-28%
9	Other Current Assets	\$3,498,000	\$3,950,000	\$452,000	13%
	Total Current Assets	\$188,768,000	\$175,120,000	(\$13,648,000)	-7%
B.	Noncurrent Assets Whose Use is Limited:				
1	Held by Trustee	\$55,311,000	\$56,453,000	\$1,142,000	2%
2	Board Designated for Capital Acquisition	\$42,931,000	\$45,721,000	\$2,790,000	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$2,118,000	\$0	(\$2,118,000)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$100,360,000	\$102,174,000	\$1,814,000	2%
5	Interest in Net Assets of Foundation	\$13,266,000	\$10,935,000	(\$2,331,000)	-18%
6	Long Term Investments	\$48,717,000	\$51,061,000	\$2,344,000	5%
7	Other Noncurrent Assets	\$7,050,000	\$8,864,000	\$1,814,000	26%
C.	Net Fixed Assets:				
1	Property, Plant and Equipment	\$418,811,000	\$428,235,000	\$9,424,000	2%
2	Less: Accumulated Depreciation	\$43,734,000	\$62,758,000	\$19,024,000	43%
	Property, Plant and Equipment, Net	\$375,077,000	\$365,477,000	(\$9,600,000)	-3%
3	Construction in Progress	\$14,905,000	\$28,823,000	\$13,918,000	93%
	Total Net Fixed Assets	\$389,982,000	\$394,300,000	\$4,318,000	1%
	Total Assets	\$748,143,000	\$742,454,000	(\$5,689,000)	-1%
II.	LIABILITIES AND NET ASSETS				
A.	Current Liabilities:				
1	Accounts Payable and Accrued Expenses	\$34,163,000	\$30,624,000	(\$3,539,000)	-10%
2	Salaries, Wages and Payroll Taxes	\$38,144,000	\$31,397,000	(\$6,747,000)	-18%
3	Due To Third Party Payers	\$8,953,000	\$7,509,000	(\$1,444,000)	-16%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$6,925,000	\$6,690,000	(\$235,000)	-3%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$9,045,000	\$9,764,000	\$719,000	8%
	Total Current Liabilities	\$97,230,000	\$85,984,000	(\$11,246,000)	-12%
B.	Long Term Debt:				
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
	Total Long Term Debt	\$237,732,000	\$235,217,000	(\$2,515,000)	-1%
3	Accrued Pension Liability	\$227,408,000	\$209,405,000	(\$18,003,000)	-8%
4	Other Long Term Liabilities	\$51,868,000	\$52,668,000	\$800,000	2%
	Total Long Term Liabilities	\$517,008,000	\$497,290,000	(\$19,718,000)	-4%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C.	Net Assets:				
1	Unrestricted Net Assets or Equity	\$49,222,000	\$70,673,000	\$21,451,000	44%
2	Temporarily Restricted Net Assets	\$29,372,000	\$32,054,000	\$2,682,000	9%
3	Permanently Restricted Net Assets	\$55,311,000	\$56,453,000	\$1,142,000	2%
	Total Net Assets	\$133,905,000	\$159,180,000	\$25,275,000	19%
	Total Liabilities and Net Assets	\$748,143,000	\$742,454,000	(\$5,689,000)	-1%

SAINT FRANCIS HOSPITAL AND MEDICAL CENTER					
TWELVE MONTHS ACTUAL FILING					
FISCAL YEAR 2017					
REPORT 150 - HOSPITAL STATEMENT OF OPERATIONS INFORMATION					
(1)	(2)	(3)	(4)	(5)	(6)
LINE	DESCRIPTION	FY 2016 ACTUAL	FY 2017 OCT -MAR	AMOUNT DIFFERENCE	% DIFFERENCE
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,252,204,000	\$1,225,669,000	(\$1,026,535,000)	-46%
2	Less: Allowances	\$1,498,710,000	\$828,362,000	(\$670,348,000)	-45%
3	Less: Charity Care	\$8,463,000	\$9,103,000	\$640,000	8%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$745,031,000	\$388,204,000	(\$356,827,000)	-48%
5	Provision for Bad Debts	\$14,575,000	\$8,642,000	(\$5,933,000)	-41%
	Net Patient Service Revenue less provision for bad debts	\$730,456,000	\$379,562,000	(\$350,894,000)	-48%
6	Other Operating Revenue	\$38,574,000	\$18,266,000	(\$20,308,000)	-53%
7	Net Assets Released from Restrictions	\$3,397,000	\$1,993,000	(\$1,404,000)	-41%
	Total Operating Revenue	\$772,427,000	\$399,821,000	(\$372,606,000)	-48%
B. Operating Expenses:					
1	Salaries and Wages	\$258,412,000	\$122,840,000	(\$135,572,000)	-52%
2	Fringe Benefits	\$63,421,000	\$27,879,000	(\$35,542,000)	-56%
3	Physicians Fees	\$52,062,000	\$22,292,000	(\$29,770,000)	-57%
4	Supplies and Drugs	\$115,390,000	\$65,971,000	(\$49,419,000)	-43%
5	Depreciation and Amortization	\$44,179,000	\$19,210,000	(\$24,969,000)	-57%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$8,115,000	\$4,421,000	(\$3,694,000)	-46%
8	Malpractice Insurance Cost	\$8,753,000	\$4,721,000	(\$4,032,000)	-46%
9	Other Operating Expenses	\$211,691,000	\$115,900,000	(\$95,791,000)	-45%
	Total Operating Expenses	\$762,023,000	\$383,234,000	(\$378,789,000)	-50%
	Income/(Loss) From Operations	\$10,404,000	\$16,587,000	\$6,183,000	59%
C. Non-Operating Revenue:					
1	Income from Investments	\$6,882,000	\$4,945,000	(\$1,937,000)	-28%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	(\$4,960,000)	(\$421,000)	\$4,539,000	-92%
	Total Non-Operating Revenue	\$1,922,000	\$4,524,000	\$2,602,000	135%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$12,326,000	\$21,111,000	\$8,785,000	71%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$12,326,000	\$21,111,000	\$8,785,000	71%
	Principal Payments	\$0	\$0	\$0	0%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1) <u>LINE</u>	(2) <u>DESCRIPTION</u>	(3) <u>FY 2016 ACTUAL</u>	(4) <u>FY 2017 MARCH</u>	(5) <u>AMOUNT DIFFERENCE</u>	(6) <u>% DIFFERENCE</u>
I.	<u>ASSETS</u>				
A.	<u>Current Assets:</u>				
1	Cash and Cash Equivalents	\$72,316,000	\$49,467,000	(\$22,849,000)	-32%
2	Short Term Investments	\$49,401,000	\$30,955,000	(\$18,446,000)	-37%
3	Accounts Receivable (Less: Allowance for Doubtful Accounts)	\$124,168,000	\$137,830,000	\$13,662,000	11%
4	Current Assets Whose Use is Limited for Current Liabilities	\$5,754,000	\$0	(\$5,754,000)	-100%
5	Due From Affiliates	\$3,147,000	\$6,481,000	\$3,334,000	106%
6	Due From Third Party Payers	\$5,513,000	\$675,000	(\$4,838,000)	-88%
7	Inventories of Supplies	\$14,316,000	\$15,242,000	\$926,000	6%
8	Prepaid Expenses	\$8,569,000	\$7,391,000	(\$1,178,000)	-14%
9	Other Current Assets	\$13,155,000	\$13,435,000	\$280,000	2%
	Total Current Assets	\$296,339,000	\$261,476,000	(\$34,863,000)	-12%
B.	<u>Noncurrent Assets Whose Use is Limited:</u>				
1	Held by Trustee	\$71,841,414	\$73,184,000	\$1,342,586	2%
2	Board Designated for Capital Acquisition	\$67,971,586	\$72,277,000	\$4,305,414	6%
3	Funds Held in Escrow	\$0	\$0	\$0	0%
4	Other Noncurrent Assets Whose Use is Limited	\$24,717,000	\$0	(\$24,717,000)	-100%
	Total Noncurrent Assets Whose Use is Limited:	\$164,530,000	\$145,461,000	(\$19,069,000)	-12%
5	Interest in Net Assets of Foundation	\$0	\$0	\$0	0%
6	Long Term Investments	\$52,748,000	\$58,285,000	\$5,537,000	10%
7	Other Noncurrent Assets	\$18,518,000	\$17,556,000	(\$962,000)	-5%
C.	<u>Net Fixed Assets:</u>				
1	Property, Plant and Equipment	\$551,097,000	\$570,246,000	\$19,149,000	3%
2	Less: Accumulated Depreciation	\$49,168,000	\$79,463,000	\$30,295,000	\$1
	Property, Plant and Equipment, Net	\$501,929,000	\$490,783,000	(\$11,146,000)	-2%
3	Construction in Progress	\$23,674,000	\$40,973,000	\$17,299,000	73%
	Total Net Fixed Assets	\$525,603,000	\$531,756,000	\$6,153,000	1%
	Total Assets	\$1,057,738,000	\$1,014,534,000	(\$43,204,000)	-4%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 300 - PARENT CORPORATION CONSOLIDATED BALANCE SHEET INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
<u>LINE</u>	<u>DESCRIPTION</u>	<u>FY 2016 ACTUAL</u>	<u>FY 2017 MARCH</u>	<u>AMOUNT DIFFERENCE</u>	<u>% DIFFERENCE</u>
II. <u>LIABILITIES AND NET ASSETS</u>					
A. <u>Current Liabilities:</u>					
1	Accounts Payable and Accrued Expenses	\$68,313,000	\$63,707,000	(\$4,606,000)	-7%
2	Salaries, Wages and Payroll Taxes	\$75,613,000	\$67,903,000	(\$7,710,000)	-10%
3	Due To Third Party Payers	\$15,903,000	\$16,154,000	\$251,000	2%
4	Due To Affiliates	\$0	\$0	\$0	0%
5	Current Portion of Long Term Debt	\$7,821,000	\$7,479,000	(\$342,000)	-4%
6	Current Portion of Notes Payable	\$0	\$0	\$0	0%
7	Other Current Liabilities	\$11,999,000	\$13,487,000	\$1,488,000	12%
	Total Current Liabilities	\$179,649,000	\$168,730,000	(\$10,919,000)	-6%
B. <u>Long Term Debt:</u>					
1	Bonds Payable (Net of Current Portion)	\$0	\$0	\$0	0%
2	Notes Payable (Net of Current Portion)	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
	Total Long Term Debt	\$256,156,000	\$253,458,000	(\$2,698,000)	-1%
3	Accrued Pension Liability	\$314,044,000	\$288,664,000	(\$25,380,000)	-8%
4	Other Long Term Liabilities	\$79,162,000	\$61,880,000	(\$17,282,000)	-22%
	Total Long Term Liabilities	\$649,362,000	\$604,002,000	(\$45,360,000)	-7%
5	Interest in Net Assets of Affiliates or Joint Ventures	\$0	\$0	\$0	0%
C. <u>Net Assets:</u>					
1	Unrestricted Net Assets or Equity	\$123,226,000	\$132,238,000	\$9,012,000	7%
2	Temporarily Restricted Net Assets	\$33,642,000	\$36,380,000	\$2,738,000	8%
3	Permanently Restricted Net Assets	\$71,859,000	\$73,184,000	\$1,325,000	2%
	Total Net Assets	\$228,727,000	\$241,802,000	\$13,075,000	6%
	Total Liabilities and Net Assets	\$1,057,738,000	\$1,014,534,000	(\$43,204,000)	-4%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
A. Operating Revenue:					
1	Total Gross Patient Revenue	\$2,903,594,000	\$1,990,018,000	(\$913,576,000)	-31%
2	Less: Allowances	\$1,902,814,000	\$1,329,832,000	(\$572,982,000)	-30%
3	Less: Charity Care	\$16,893,000	\$14,729,000	(\$2,164,000)	-13%
4	Less: Other Deductions	\$0	\$0	\$0	0%
	Total Net Patient Revenue	\$983,887,000	\$645,457,000	(\$338,430,000)	-34%
5	Provision for Bad Debts	\$21,382,000	\$16,997,000	(\$4,385,000)	-21%
	Net Patient Service Revenue less provision for bad debts	\$962,505,000	\$628,460,000	(\$334,045,000)	-35%
6	Other Operating Revenue	\$48,990,000	\$36,152,000	(\$12,838,000)	-26%
7	Net Assets Released from Restrictions	\$7,991,000	\$2,494,000	(\$5,497,000)	-69%
	Total Operating Revenue	\$1,019,486,000	\$667,106,000	(\$352,380,000)	-35%
B. Operating Expenses:					
1	Salaries and Wages	\$447,852,000	\$314,233,000	(\$133,619,000)	-30%
2	Fringe Benefits	\$94,930,000	\$52,558,000	(\$42,372,000)	-45%
3	Physicians Fees	\$33,406,000	\$24,902,000	(\$8,504,000)	-25%
4	Supplies and Drugs	\$162,109,000	\$107,533,000	(\$54,576,000)	-34%
5	Depreciation and Amortization	\$50,735,000	\$30,251,000	(\$20,484,000)	-40%
6	Bad Debts	\$0	\$0	\$0	0%
7	Interest Expense	\$9,056,000	\$5,047,000	(\$4,009,000)	-44%
8	Malpractice Insurance Cost	\$12,300,000	\$9,480,000	(\$2,820,000)	-23%
9	Other Operating Expenses	\$212,471,000	\$114,986,000	(\$97,485,000)	-46%
	Total Operating Expenses	\$1,022,859,000	\$658,990,000	(\$363,869,000)	-36%
	Income/(Loss) From Operations	(\$3,373,000)	\$8,116,000	\$11,489,000	-341%
C. Non-Operating Revenue:					
1	Income from Investments	\$5,917,000	\$6,960,000	\$1,043,000	18%
2	Gifts, Contributions and Donations	\$0	\$0	\$0	0%
3	Other Non-Operating Gains/(Losses)	\$54,901,000	(\$448,000)	(\$55,349,000)	-101%
	Total Non-Operating Revenue	\$60,818,000	\$6,512,000	(\$54,306,000)	-89%
	Excess/(Deficiency) of Revenue Over Expenses (Before Other Adjustments)	\$57,445,000	\$14,628,000	(\$42,817,000)	-75%
Other Adjustments:					
	Unrealized Gains/(Losses)	\$0	\$0	\$0	0%
	All Other Adjustments	\$0	\$0	\$0	0%

TRINITY HEALTH - NEW ENGLAND, INC. (FORMERLY SAINT FRANCIS CARE, INC.)

TWELVE MONTHS ACTUAL FILING

FISCAL YEAR 2017

REPORT 350 - PARENT CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS INFORMATION

(1)	(2)	(3)	(4)	(5)	(6)
		FY 2016	FY 2017	AMOUNT	%
<u>LINE</u>	<u>DESCRIPTION</u>	<u>ACTUAL</u>	<u>OCT -MAR</u>	<u>DIFFERENCE</u>	<u>DIFFERENCE</u>
	Total Other Adjustments	\$0	\$0	\$0	0%
	Excess/(Deficiency) of Revenue Over Expenses	\$57,445,000	\$14,628,000	(\$42,817,000)	-75%