

October 10, 2014

Kimberly Martone
Director of Operations
Office of Health Care Access
Division of the Department of Public Health
410 Capital Avenue, MS#13HCA
Hartford, CT 06106

Re: Certificate of Need Determination:
Internal Corporate Reorganization involving Hartford HealthCare, The Hospital of Central Connecticut and Central Connecticut HealthCare Alliance, Inc.

Dear Ms. Martone:

Enclosed please find a Certificate of Need Determination Form for the proposed corporate reorganization involving the above named entities. The proposed reorganization will be accomplished by amending the relevant corporate governance documents to substitute HHC as HOCC's sole corporate member in place of Central Connecticut HealthCare Alliance, Inc.

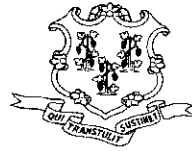
Please do not hesitate to contact me at 860-972-4231 if you have any questions or if you require additional information.

Sincerely,

A handwritten signature in cursive script, appearing to read "Barbara A. Durdy".

Barbara A. Durdy
Director, Strategic Planning
Hartford HealthCare

Enclosures



**State of Connecticut
Office of Health Care Access
CON Determination Form
Form 2020**

All persons who are requesting a determination from OHCA as to whether a CON is required for their proposed project must complete this Form 2020. The completed form should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If this proposal has more than two Petitioners, please attach a separate sheet, supplying the same information for each Petitioner in the format presented in the following table.

	Petitioner
Full Legal Name	The Hospital of Central Connecticut at New Britain General and Bradley Memorial
Doing Business As	The Hospital of Central Connecticut
Name of Parent Corporation	Hartford HealthCare Corporation
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	<u>Bradley Memorial Campus:</u> 81 Meriden Avenue Southington, CT 06489 <u>New Britain General Campus:</u> 100 Grand Street New Britain, CT 06050
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP
Contact Person at Facility , including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Barbara A. Durdy Director, Strategic Planning Hartford HealthCare

Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	181 Patricia Genova Blvd., Newington, CT 06111
Contact Person's Telephone Number	860-972-4231
Contact Person's Fax Number	860-972-9025
Contact Person's e-mail Address	barbara.durdy@hhchealth.org

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: **Internal Corporate Reorganization**
- b. Estimated Total Project Cost: **There are no capital costs associated with this project.**
- c. Location of proposal, identifying Street Address, Town and Zip Code: **N/A**
- d. List each town this project is intended to serve: **N/A**
- e. Estimated starting date for the project: **Upon OHCA notification that a CON is not required.**

SECTION IV. PROPOSAL DESCRIPTION

Please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following elements need to be addressed, if applicable: **Please see Exhibit A attached hereto for a description of the proposed project.**

- 1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner. **N/A**
- 2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable. **N/A**
- 3. Identify the current population served and the target population to be served. **N/A**

SECTION V. AFFIDAVIT

Petitioner: The Hospital of Central Connecticut

Project Title: Corporate Reorganization

I, Lucille Janatka, Hartford HealthCare Senior Vice President and Central Region President, being duly sworn, depose and state that the information provided in this CON Determination form is true and accurate to the best of my knowledge.

Signature  Date 10/9/14

Subscribed and sworn to before me on October 9, 2014


Notary Public/Commissioner of Superior Court

My commission expires: 11/30/2017

EXHIBIT A

Background and Current Organizational Status:

Hartford HealthCare Corporation (“HHC”) is the parent corporation of an integrated health care delivery system composed of several acute and specialty care hospitals (the “HHC System”). HHC is a nonstock corporation governed by a self-perpetuating Board of Directors. The Petitioner is The Hospital of Central Connecticut at New Britain General and Bradley Memorial, a nonstock corporation (“HOCC”). HOCC is one of the HHC System affiliated hospitals. HHC is the sole corporate member of Central Connecticut Healthcare Alliance, Inc., also a nonstock corporation (“CCHA”). CCHA is the corporate member of HOCC and HOCC recognizes HHC as its HHC System parent. As the parent of the HHC System, HHC has that ultimate control over the significant activities of CCHA and HOCC.¹

Proposed Internal Corporate Reorganization:

The current organizational structure provides for HOCC to be an indirect subsidiary of HHC. HHC will pursue either merging CCHA into HHC or dissolving CCHA and substituting HHC as the sole corporate member of HOCC. The final decision of whether to merge or dissolve CCHA will be based on which option is most advantageous to HOCC from a corporate reorganization and liability perspective. Regardless of the option chosen to implement this corporate reorganization, HOCC will become a direct subsidiary of HHC. All CCHA subsidiaries, other than HOCC, will become subsidiaries of either HHC or HOCC.² The updated organizational chart for HHC and HOCC as a result of this proposed corporate reorganization is attached hereto as Schedule 2. The proposed reorganization will be accomplished by amending the relevant corporate governance documents to substitute HHC as HOCC’s sole corporate member in place of CCHA. HHC has the ultimate control over the HHC System members through its powers to appoint/remove all board members and approve all fundamental actions taken by the HHC System members including CCHA, HOCC and all other CCHA subsidiaries.

Impact of the Proposed Internal Corporate Reorganization:

CCHA currently serves no independent governance function with respect to either HOCC or other CCHA affiliated subsidiaries. The board members of HOCC and CCHA are identical and their respective meetings are held on the same day. The Board of Directors of HOCC will not change as a result of this reorganization. The proposed reorganization will not result in any changes to the governance or controlling body of any CCHA affiliated subsidiaries including, HOCC.

As reflected in Schedule 1, HOCC is currently a direct subsidiary of CCHA and an indirect subsidiary of HHC. The proposed corporate reorganization will not result in any effective change in the governance, control or operations of HOCC, but would eliminate repetitive and duplicative governance costs and increase efficiencies.

¹ Please see Schedule 1 attached hereto for HHC’s current organizational chart with respect to CCHA and HOCC.

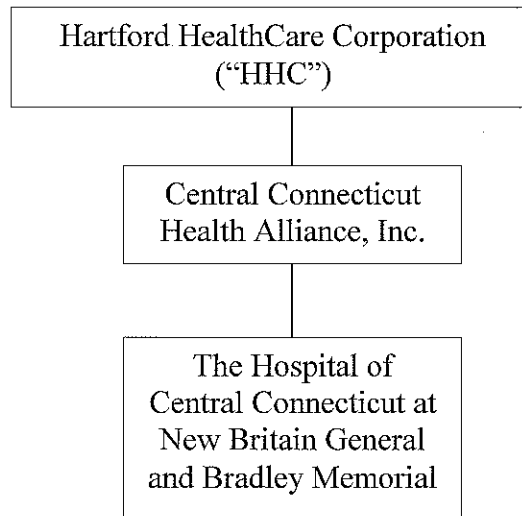
² The HOCC structure of having a corporate parent, CCHA, prior to affiliation with HHC was popular in the 1990s when many hospitals, even small community hospitals, were attempting to create their own independent health care delivery systems.

In conclusion, HOCC is currently under the ultimate control of HHC and, as a result of this proposed corporate reorganization, HOCC will continue to be controlled by HHC in the same manner as it is today. Moreover, the proposed corporate reorganization will have no impact on services, other providers or patients. Accordingly, HOCC respectfully requests that OHCA determine that the proposed reorganization does not result in a “transfer of ownership” and that a Certificate of Need is not required to effectuate the proposed corporate reorganization.



SCHEDULE 1

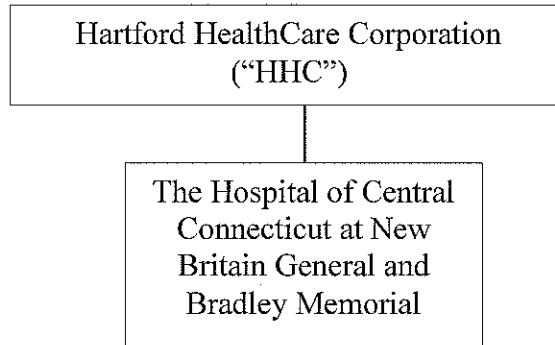
CORPORATE ORGANIZATION CHART

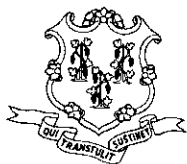




SCHEDULE 2

CORPORATE ORGANIZATION CHART





STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
Office of Health Care Access

October 23, 2014

VIA FACSIMILE ONLY

Barbara Durdy
Director, Strategic Planning
Hartford Healthcare Corporation
181 Patricia Genova Blvd.
Newington, CT 06111

RE: Certificate of Need Determination Report Number 14-31956-DTR
Internal Corporate Reorganization

Dear Ms. Durdy:

On October 14, 2014, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination request on behalf of The Hospital of Central Connecticut at New Britain General and Bradley Memorial ("HOCC" or "Petitioner") with respect to an internal corporate reorganization.

Hartford Healthcare Corporation ("HHC") is the parent corporation of an integrated health care delivery system composed of several acute and specialty care hospitals, including HOCC. HHC is also the sole corporate member of Central Connecticut Healthcare Alliance, Inc. ("CCHA"). HHC seeks to either merge CCHA into HHC or dissolve CCHA. Regardless of the option chosen, HOCC will become a direct subsidiary of HHC. All CCHA subsidiaries, other than HOCC, will become subsidiaries of either HHC or HOCC. CCHA currently serves no independent governance function with respect to HOCC. The board members of HOCC and CCHA are identical and will not change as a result of the proposed reorganization. Nor will the proposed reorganization result in any changes to the governance or controlling body of any CCHA affiliated subsidiaries, including HOCC.

Connecticut General Statutes § 19a-638(a)(2) requires CON authorization for the "transfer of ownership of a health care facility". Connecticut General Statutes §19a-630(14) defines a "transfer of ownership" as "a transfer that impacts or changes the governance or controlling body of a health care facility..." Since there will be no impact or change to the governance or controlling body of any CCHA affiliated subsidiaries, including HOCC, OHCA hereby determines that a **CON is not required** for the proposal.

Sincerely,

Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR

An Equal Opportunity Provider

(If you require aid/accommodation to participate fully and fairly, contact us either by phone, fax or email)

410 Capitol Ave., MS#13HCA, P.O.Box 340308, Hartford, CT 06134-0308
Telephone: (860) 418-7001 Fax: (860) 418-7053 Email: OHCA@ct.gov

* * * COMMUNICATION RESULT REPORT (OCT. 23. 2014 10:37AM) * * *

FAX HEADER:

TRANSMITTED/STORED : OCT. 23. 2014 10:36AM
FILE MODE OPTION

ADDRESS

RESULT

PAGE

708 MEMORY TX

98609729025

OK

2/2

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
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: BARBARA DURDY
FAX: 860 972-9025
AGENCY: HARTFORD HEALTHCARE CORPORATION
FROM: OHCA
DATE: 10/23/14 Time: _____
NUMBER OF PAGES: 2
(including transmittal sheet)

Comments:
Determination for Report Number 14-31956, Internal Corporate Reorganization

PLEASE PHONE Barbara K. Olejarsz 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