

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

6-14-11

Stephen M. Cowherd, Esquire
Jeffers Cowherd, P.C.
55 Walls Drive
Fairfield, CT 06824

Re: Certificate of Need Determination; Report Number: 11-31700-DTR
Wilton Surgery Center, LLC
Merger of National Surgical Care, Inc. into AmSurg Corporation

Dear Attorney Cowherd:

On May 4, 2011, the Office of Health Care Access ("OHCA") received your determination request on behalf of Wilton Surgery Center, LLC ("WSC"), a subsidiary of National Surgical Care, Inc. ("NSC") with respect to whether a certificate of need ("CON") is required for NSC to merge into AmSurg Corp. ("AmSurg").

Under this proposal, NSC has entered into a merger agreement with AmSurg and AmSurg will pay cash for the stock of NSC and a new, wholly-owned subsidiary of AmSurg, which will merge with and into NSC. NSC will be the surviving entity and will retain its name and will be wholly-owned by AmSurg. Following the merger, NSC will continue to own its interest in a total of eighteen (18) ambulatory surgery centers across the United States.


The governance of WSC is controlled by the company's Operating Agreement, which is not being amended or changed in any way as a result of the proposed Merger between NSC and AmSurg. The Operating Agreement provides that Stamford/NSC Management, LLC ("Stamford/NSC"), is the Managing Member of WSC and has sole authority to manage the day to day operations and affairs of WSC. Stamford/NSC is a 50/50 joint venture between Stamford Health System, Inc. and Wilton NSC, LLC, a wholly owned subsidiary of NSC.

Stamford/NSC owns a 53.966% interest in WSC and thirteen (13) community physicians collectively hold the remaining 46.033% interest. None of the ownership interests in WSC will change as a result of the proposed Merger, nor will any assets of WSC be transferred or sold. Stamford/NSC will also remain in place as the Managing Member of WSC with no changes to the entity's governance being made.

Based upon the foregoing, it appears that the merger of NSC and AmSurg will not impact or change the governance or controlling body of WSC. Accordingly, a CON is not required for this proposal pursuant to General Statutes § 19a-638a (2).

Thank you for informing OHCA of your plans and if you have any questions regarding this letter, please contact Steven W. Lazarus, Associate Health Care Analyst at (860) 418-7012.

Sincerely,



Jeannette B. DeJesús, MPA, MSW
Deputy Commissioner, OHCA

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