



Rhode Island Department of Attorney General
Office of Health Care Advocate
150 South Main Street
Providence, RI 02903-2907
Phone: 401-274-4400

EXPEDITED REVIEW
HOSPITAL CONVERSION INITIAL APPLICATION
(Pursuant to R.I. Gen. Laws § 23-17.14-12.1(h))

Instructions

Format:

Each and every hospital that is a Transacting Party or an affiliate of a Transacting Party shall provide complete responses to each question. Two (2) copies of the Initial Application (one (1) copy shall be in an electronic format acceptable to the Department of Attorney General and one (1) copy shall be in 3 ring binders with a spine label setting forth the volume number and the range of the sequential unique identifier and tab for each question) are to be submitted. For both the electronic formatted version and the hard copy of the Initial Application, each page submitted as part of the Initial Application shall be labeled with a sequential unique identifier, such as the Bates system, beginning with the first number matching the question. For example, the response to Question 13 would provide a unique identifier beginning with 13- followed by the page number. In addition, a complete index of pages of the Initial Application, setting forth the unique identifier for each page and a description of the document shall be provided. Responses to each question shall begin on a page separate from the prior response. An additional copy of the initial Application (electronic and binders) shall be submitted to the Rhode Island Department of Health.

References to other responses contained in the Initial Application are permitted. Attachments must be listed under an individual tab at the end of the Initial Application form.

All information submitted as part of the Initial Application shall be public except for information determined to be confidential pursuant to R.I. Gen. Laws § 23-17.14-32. If the Transacting Parties seek a determination by the Attorney General that any information submitted as part of the Initial Application should be deemed confidential and/or proprietary or otherwise required by

law to be maintained as confidential, the Transacting Parties shall submit such information, in a separate package clearly labeled "Request for Confidentiality." For both the electronic version and the hard copy, the Transacting Parties shall submit the request(s) for a determination that the information is confidential including the legal citation and/or explanation for the reason that the information should be deemed confidential. One (1) copy of the information shall be clearly marked as confidential on the top and contain the redactions that the Transacting Parties seek to be deemed confidential by using a black marker to strike those words/section, and one (1) copy of the information shall be clearly marked as confidential on the top in an unredacted version of the identical document.

The Transacting Parties shall update and/or supplement responses up and until the time of closing of the proposed conversion.

Review for acceptability:

After review of the Initial Application, the Department of Attorney General shall advise the Transacting Parties, in writing, whether the Initial Application is complete. If the Initial Application is not complete, the Department of Attorney General shall specify the additional information that the Transacting Parties are required to provide to complete the Initial Application. If the additional information is not submitted by the Transacting Parties or if the Department of Attorney General determines that the additional information submitted by the Transacting Parties is insufficient, the Initial Application will be rejected, without prejudice, to the Transacting Parties' right to resubmit. A rejection will be accompanied by a detailed written explanation of the reasons for rejection. If the Department of Attorney General determines the additional information requested is sufficient, the Transacting Parties will be notified, in writing, of the date acceptance of the Initial Application.

Reports, use of experts, costs:

The Department of Attorney General may engage experts or consultants including, but not limited to, actuaries, investment bankers, accountants, attorneys, or industry analysts. All copies of reports prepared by experts and consultants, and costs associated therewith, shall be made available to the Transacting Parties and to the public.¹ All costs incurred under this provision shall be the responsibility of one (1) or more of the Transacting Parties in an amount to be determined by the Attorney General as deemed appropriate and in accordance with R.I. Gen. Laws §23-17.14-12.1(h), R.I. Gen. Laws §23-17.14-13 and R.I. Gen. Laws §23-17.14-12.1(f). No Application shall be considered complete unless an agreement has been executed with the Attorney General for the payment of costs.

¹ If any recitation in a report contains information that is confidential by law or Court order, it may be redacted.

ATTORNEY GENERAL EXPEDITED REVIEW
HOSPITAL CONVERSION INITIAL APPLICATION

Please provide the following information (please replicate as needed):

Name of Transacting Parties:
Date Application Submitted:
Date of Agreement Execution with the Attorney General for Payment of Costs*:

* Please provide copies of the responsive documents.

**All questions concerning this Application should be directed to:
Office of Health Care Advocate (401) 274-4400**

CERTIFICATION

Please provide the attestation/verification for each of the Transacting Parties and licensed hospital affiliates. (Please replicate as needed):

<p><i>I hereby certify that the information contained in this application is complete, accurate and true.</i></p> <p style="text-align: center;">_____ Signed by the President or Chief Executive Officer</p> <p style="text-align: center;">_____ Entity</p> <p>Subscribed and sworn to before me on this _____ day of _____ 20__.</p> <p style="text-align: right;">_____ Notary Public My Commission Expires:</p>

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Question Number/Appendix

Bates Number

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Appendix A

INFORMATION OF TRANSACTING PARTIES AND AFFILIATED HOSPITALS

A. Contact information of President or CEO of each Transacting Party (Please replicate as needed):

Name:	Telephone:	
Address:	State:	Zip:
E-mail:	Fax:	

B. Name, title, address, phone, fax and e-mail of one contact person for each Transacting Party for this application process (only if different from the President/CEO in Question 2) (Please replicate as needed):

Name:	Telephone:	
Address:	State:	Zip:
E-Mail:	Fax:	

C. For each existing affiliate hospital of the Transacting Parties, please provide the following information (Please replicate as needed):

Name of Hospital:	License #:	
Address:	State:	Zip:
Telephone:		
E-Mail of President or CEO:		
Relationship of Hospital to Transacting Party:		

CHARITABLE ASSETS:

1. Please provide copies of all documents related to:
 - (a) Identification of all charitable assets;
 - (b) Accounting of all charitable assets for the past 3 years; and
 - (c) Distribution of the charitable assets including, but not limited to, endowments, restricted, unrestricted and specific purpose funds as each relates to the proposed transaction.
2. Please provide copies of documents or descriptions of any proposed plan for any entity to be created for charitable assets, including but not limited to, endowments, restricted, unrestricted and specific purpose funds, the proposed articles of incorporation, by-laws, mission statement, program agenda, method of appointment of board members, qualifications of board members, duties of board members, and conflict of interest policies.
3. Please provide a *Cy Pres* Petition for the proposed conversion(s) of affiliate hospitals, other affiliate 501(c)(3) entities, and all that will be affected by the proposed conversion.
4. Please provide the following information regarding all donor restricted gifts received by the Transacting Parties and their affiliates and attach copies of any legal documents that created each gift:

Date of Gift	Name of Gift/ Instrument	Restriction(s)	Value of Gift at time of Gift	Current Value of Gift

5. Please list all current donations that include naming privileges relating to the donation.

CONFLICTS OF INTEREST:

6. Please provide the names of persons currently holding a position as an officer, director, board member, or senior level manager who will or will not maintain any position with the new hospital and whether any said person will receive any salary, severance, stock offering or any financial gain, current or deferred, as a result of or in relation to the proposed conversion, including but not limited to, the individual's job description, employment or other contract or agreement to provide services under this corporate title, and total compensation, including, but not limited to, salary, benefits, expense accounts, membership, 401K, retirement plans, contribution agreements, benefit agreements and any other financial distributions of any kind, including deferred payments or compensation.
7. Please provide any and all severance packages, contracts or any other documents relating to same, given, negotiated or renegotiated with any employee or former employee of the

Transacting Parties and their affiliates for the prior 1 year from the date of the application through the present. Please include in your response any agreements to provide consulting services and/or covenants to not compete following completion of the proposed conversion as well as the existing ERISA benefit plan and severance agreements or arrangements.

8. Please provide an itemization of all loans outstanding and their current balances, given, and/or forgiven in the last 5 years to any executive, employee or consultant of the Transacting Parties and/or their affiliates, including the terms of such loan.
9. Please provide a copy of the resignations of any directors and officers of each of the Transacting Parties and/or their affiliates related to the conversion within one year prior to submission.
10. Please provide any and all documents, agreements, contracts or the like, formal or informal, reflecting any current and/or potential employment or compensated relationship for senior management among or between the Transacting Parties and/or their affiliates.
11. Please provide current, signed conflict of interest forms from all incumbent or recently incumbent officers, directors, members of the board, trustee, senior level managers, chairpersons or department chairperson and medical directors on a form acceptable to the Attorney General (“incumbent” or “recently incumbent” means those individuals holding the position at the time the application is submitted and any individual who held a similar position within one year to the application’s acceptance).

BOARD OF DIRECTORS:

12. With regard to the officers, members of the boards of directors, trustees, executives, and senior managers of each of the Transacting Parties and their affiliates, please provide the following for the past 2 years: (a) name; (b) address; (c) phone number; (d) occupation; and (e) tenure.
13. Provide the (a) name; (b) address; (c) phone number; and (d) occupation of the proposed members of the board of directors, trustees, executives and senior managers after the conversion of the Transacting Parties and their affiliates, identifying any additional members or removal of members.
14. Please describe the governance structure of the new hospital after conversion, including a description of how members of any board of directors, trustees or similar type group will be chosen.

TRANSACTION SPECIFIC QUESTIONS:

15. Please answer the additional questions attached hereto as Appendix A to the Initial Application. **[Please contact the Office of the Health Advocate at the Department of Attorney General to determine if there will be any additional questions to the Initial Application. Additional questions may be required based upon information already known to the Department of Attorney General at the time of filing of the Initial Application]**

APPENDIX A