

**ATTORNEY GENERAL EXPEDITED REVIEW**  
**HOSPITAL CONVERSION INITIAL APPLICATION**

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

**Name of Transacting Parties:** W. Mark Russo, Esq. solely in his capacity as the Court-appointed Special Master for Westerly Hospital Healthcare, Inc., The Westerly Hospital, LMW Healthcare, Inc., LMW Physicians, Inc. and Lawrence + Memorial Corporation.

**Date Application Submitted:** November 2, 2012

**Date of Agreement Execution with the Attorney General for Payment of Costs\*:** To be provided upon Attorney General providing agreement to the parties,

\* 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):

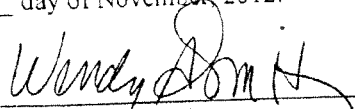
I hereby certify that the information contained in this application is complete, accurate and true.

Westerly Hospital Healthcare, Inc.



By: W. Mark Russo, Esq. solely in his capacity as  
the Court-appointed Special Master

Subscribed and sworn to before me on this 1<sup>st</sup> day of November, 2012.



Notary Public

My Commission Expires:

CERTIFICATION

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

I hereby certify that the information contained in this application is complete, accurate and true.

The Westerly Hospital



By: W. Mark Russo, Esq. solely in his capacity as  
the Court-appointed Special Master

Subscribed and sworn to before me on this 1<sup>st</sup> day of November, 2012.



Notary Public

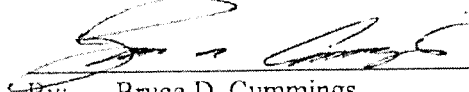
My Commission Expires:

CERTIFICATION

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

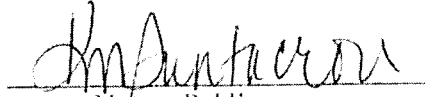
I hereby certify that the information contained in this application is complete, accurate and true.

LMW Healthcare, Inc.



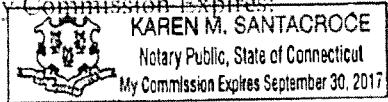
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this 1 day of November, 2012.



Notary Public

My Commission Expires:



CERTIFICATION

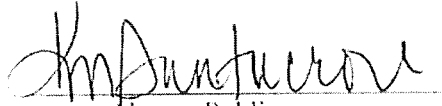
Please provide the attestation/verification for each of the Transacting Parties and licensed hospital affiliates. (Please replicate as needed):

I hereby certify that the information contained in this application is complete, accurate and true.

LMW Physicians, Inc.

  
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this 1 day of November, 2012.




Notary Public  
My Commission Expires September 30, 2017  
 **KAREN M. SANTACROCE**  
Notary Public, State of Connecticut  
My Commission Expires September 30, 2017

CERTIFICATION

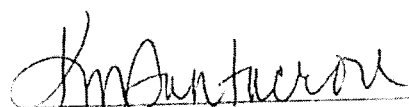
Please provide the attestation/verification for each of the Transacting Parties and licensed hospital affiliates. (Please replicate as needed):


I hereby certify that the information contained in this application is complete, accurate and true.

Lawrence + Memorial Corporation

  
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this 1 day of November, 2012.

  
Notary Public  
My Commission Expires:

 <b>KAREN M. SANTACROCE</b> Notary Public, State of Connecticut My Commission Expires September 30, 2017
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**ATTORNEY GENERAL EXPEDITED REVIEW**  
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**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):

I hereby certify that the information contained in this application is complete, accurate and true.

Westerly Hospital Healthcare, Inc.

\_\_\_\_\_  
By: W. Mark Russo, Esq. solely in his capacity as  
the Court-appointed Special Master

Subscribed and sworn to before me on this \_\_\_\_\_ day of November, 2012.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

CERTIFICATION

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

I hereby certify that the information contained in this application is complete, accurate and true.

The Westerly Hospital

\_\_\_\_\_  
By: W. Mark Russo, Esq. solely in his capacity as  
the Court-appointed Special Master

Subscribed and sworn to before me on this \_\_\_\_ day of November, 2012.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

CERTIFICATION

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

I hereby certify that the information contained in this application is complete, accurate and true.

LMW Healthcare, Inc.

\_\_\_\_\_  
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this \_\_\_\_\_ day of November, 2012.

\_\_\_\_\_  
Notary Public  
My Commission Expires:



CERTIFICATION

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

I hereby certify that the information contained in this application is complete, accurate and true.

LMW Physicians, Inc.

\_\_\_\_\_  
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this \_\_\_\_\_ day of November, 2012.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

CERTIFICATION

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

I hereby certify that the information contained in this application is complete, accurate and true.

Lawrence + Memorial Corporation

\_\_\_\_\_  
By: Bruce D. Cummings  
President

Subscribed and sworn to before me on this \_\_\_\_\_ day of November, 2012.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

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**INFORMATION OF TRANSACTING PARTIES AND AFFILIATED HOSPITALS**

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

**Westerly Hospital Healthcare, Inc.**

Name: W. Mark Russo, Esq., solely as the Court-appointed Special Master	Telephone: (401) 455-1000	
Address: 55 Pine Street, 4 <sup>th</sup> Floor Providence	State: Rhode Island	Zip: 02903
E-mail: mrusso@frlawri.com	Fax: (401) 455-7778	

**The Westerly Hospital**

Name: W. Mark Russo, Esq., solely as the Court-appointed Special Master	Telephone: (401) 455-1000	
Address: 55 Pine Street, 4 <sup>th</sup> Floor Providence	State: Rhode Island	Zip: 02903
E-mail: mrusso@frlawri.com	Fax: (401) 455-7778	

**Lawrence + Memorial Corporation**

Name: Bruce D. Cummings	Telephone: (860) 442-0711 ext. 2221	
Address: 365 Montauk Avenue New London	State: Connecticut	Zip: 06320
E-mail: bcummings@lmhosp.org	Fax: (860) 444-3741	

**LMW Healthcare, Inc.**

Name: Bruce D. Cummings	Telephone: (860) 442-0711 ext. 2221	
Address: 365 Montauk Avenue New London	State: Connecticut	Zip: 06320
E-mail: bcummings@lmhosp.org	Fax: (860) 444-3741	

**LMW Physicians, Inc.**

Name: Bruce D. Cummings	Telephone: (860) 442-0711 ext. 2221	
Address: 365 Montauk Avenue New London	State: Connecticut	Zip: 06320
E-mail: bcummings@lmhosp.org	Fax: (860) 444-3741	

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):

**LMW Healthcare, Inc.  
LMW Physicians, Inc.  
Lawrence + Memorial Corporation**

Name: Stephen D. Zubiago	Telephone: (401) 454-1017	
Address: Suite 500 One Citizens Plaza Providence	State: RI	Zip: 02903
E-Mail: szubiago@nixonpeabody.com	Fax: (401) 454-1030	

**Westerly Hospital Healthcare, Inc.  
The Westerly Hospital**

Name: Patricia K. Rocha	Telephone: (401) 274-7200	
Address: Suite 800 One Citizens Plaza Providence	State: RI	Zip: 02903
E-Mail: procha@apslaw.com	Fax: (401) 351-4607	

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

Name of Hospital:	Lawrence + Memorial Hospital, Inc.	License #: 0047	
Address:	365 Montauk Avenue New London	State: Connecticut	Zip: 06320
Telephone:	(860) 442-0711		
E-Mail of President or CEO:	bcummings@lmhosp.org		
Relationship of Hospital to Transacting Party:	Wholly owned subsidiary		

Name of Hospital:	The Westerly Hospital	License #: HOS00112	
Address:	25 Wells Street Westerly	State: Rhode Island	Zip: 02891
Telephone:	(800) 933-5960		
E-Mail of President or CEO:	mrusso@frlawri.com		
Relationship of Hospital to Transacting Party:	Transacting Party and wholly owned subsidiary of a 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.

Response: Attached hereto as Exhibit 1, please find documentation identifying all of the Transacting Parties' charitable assets, accounting for all such charitable assets for the past three years, and the distribution of the charitable assets including, but not limited to, endowments, restricted, unrestricted and specific purpose funds as each relates to the proposed transaction.

Please also see Confidential Exhibit 1 for additional information responsive to this question.



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.

Response: As part of the conversion, The Westerly Hospital assets will be transferred to LMW Healthcare, Inc. which will do business under the name The Westerly Hospital. Such entity and its Board of Trustees will control the charitable assets after the conversion. The charitable assets will be managed in the same manner that they were managed prior to the conversion and consistent with the donors' intent. The articles of incorporation and bylaws of LMW Healthcare, Inc. are attached hereto as Exhibit 2. Note that the LMW Healthcare, Inc. bylaws as attached are expected to be approved by the Board on or around November 2, 2012.

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.

Response: A copy of the *Cy Pres* Petition is attached hereto as Exhibit 3.

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

Response: The requested information regarding donor restricted gifts for Westerly Hospital Healthcare and The Westerly Hospital is attached hereto as Exhibit 4.

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

Response: Set forth below is an explanation and description of all donations in excess of \$10,000 with naming rights<sup>1</sup> for The Westerly Hospital as of October 2012. Please also see Confidential Exhibit 5 for additional information responsive to this question.

Champion Building (35 Wells Street) – Named in memory of Sarah Alexander Champion, by virtue of a gift of Charles P. Champion at the time of the construction of the original hospital in 1925. The purposes of the building have changed; the name remains in use.

Henry J. Nardone Conference Center – Named in recognition of Mr. Nardone’s chairmanship of and personal contribution to the \$3.5 million capital campaign completed in the mid 1990s.

Joseph J. Kirby Community Care Center – Named in recognition of Mr. Kirby’s chairmanship of and personal contribution to the \$10 million capital campaign completed in 2003.

Medical Care Unit – Given by Mr. & Mrs. Finn M. W. Caspersen, \$1 million contribution to 2000+ campaign.

Surgical Care Unit – Given by Mr. & Mrs. Frederick B. Whittemore, \$1 million contribution to 2000+ campaign.

Main Lobby – Given by The Washington Trust Company with major gifts to two capital campaigns.

Courtyard – Given by The Moore Company with major capital campaign gifts.

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<sup>1</sup> Numerous other individual patient rooms and treatment areas bear plaques recognizing donors or in memory of loved ones, etc., for gifts of lesser amounts starting at \$10,000.

**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.

Response: Attached hereto as Exhibit 6, please find a list of all 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.

L + M has not yet determined the specific appointments of directors, officers, and senior staff of the new hospital. None of the persons listed in Exhibit 6 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.

Response: Attached hereto as Confidential Exhibit 7 are documents relating to this request.

The Confidential Exhibits provided in response to this question are considered confidential and/or proprietary and shall be subject to the confidentiality protections contained in R.I. General Laws Section 23-17.14-32. R.I. General Laws Section 38-2-2 specifically defines the following as “non-public” records: “trade secrets and commercial or financial information which is a of a privileged or confidential nature;” “all tax returns;” “preliminary drafts, notes, impressions, memoranda, working papers, and work products;” and, “any records which would not be available by law or rule of court to an opposing party in litigation.” Specifically, this Confidential Exhibit 7 is confidential because it contains proprietary business records whose disclosure to the public could adversely affect the parties involved.

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.

Response: Attached hereto as Confidential Exhibit 8, please find an itemization of all loans outstanding and their current balances for The Westerly Hospital, Westerly Hospital Healthcare, Inc. and Lawrence + Memorial Corporation and Lawrence + Memorial Hospital, Inc.

The Confidential Exhibits provided in response to this question are considered confidential and/or proprietary and shall be subject to the confidentiality protections contained in R.I. General Laws Section 23-17.14-32. R.I. General Laws Section 38-2-2 specifically defines the following as “non-public” records: “trade secrets and commercial or financial information which is a of a privileged or confidential nature;” “all tax returns;” “preliminary drafts, notes, impressions, memoranda, working papers, and work products;” and, “any records which would not be available by law or rule of court to an opposing party in litigation.” Specifically, this Confidential Exhibit 8 is confidential because it contains proprietary business records whose disclosure to the public could adversely affect the parties involved.

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.

Response: Please see below. Additionally, attached hereto as Exhibit 9, please find copies of communications regarding the resignations of any directors and officers of The Westerly Hospital and affiliates. There were no resignations of directors or officers from L + M Corporation or L + M Hospital related to the conversion.

**The Westerly Hospital and Affiliates List of Board Resignations  
from January 1, 2011 to the Present Date**

<b>Name</b>	<b>Board</b>	<b>Date of resignation</b>
David Devault	Westerly Hospital Healthcare ; The Westerly Hospital	December 2, 2011  (leave of absence starting July 2011)
Barbara Perino	Westerly Hospital Healthcare; The Westerly Hospital; North Stonington Health Center; Atlantic Medical Group	December 2, 2011  (leave of absence starting July 2010)
David Bailey	Westerly Hospital Healthcare; The Westerly Hospital	January 3, 2011.
Entire Board	Women's Health of Westerly	January 3, 2011.
Paul Nunes	Westerly Hospital Foundation for 2012	Mr. Nunes was on the Board until 2009. He was nominated again to participate for the 2012 Board, but he did not accept the nomination.



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.

Response: Attached hereto as Confidential Exhibit 10 are 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 Westerly Hospital, Westerly Hospital Healthcare, Inc., and/or their affiliates.

The Confidential Exhibits provided in response to this question are considered confidential and/or proprietary and shall be subject to the confidentiality protections contained in R.I. General Laws Section 23-17.14-32. R.I. General Laws Section 38-2-2 specifically defines the following as “non-public” records: “trade secrets and commercial or financial information which is of a privileged or confidential nature;” “all tax returns;” “preliminary drafts, notes, impressions, memoranda, working papers, and work products;” and, “any records which would not be available by law or rule of court to an opposing party in litigation.” Specifically, this Confidential Exhibit 10 is confidential because it contains proprietary business records whose disclosure could adversely affect the parties involved.

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).

Response: Attached hereto as Confidential Exhibit 11 are current, signed conflict of interest forms from all incumbent or recently incumbent officers, directors, members of the board, trustees or senior level managers. The Confidential Exhibits provided in response to this question are considered confidential and/or proprietary and shall be subject to the confidentiality protections contained in R.I. General Laws Section 23-17.14-32 due to the personally identifiable information contained therein.

## **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.

Response: Attached hereto as Exhibit 12, please find information from certain L+M affiliates, Westerly Healthcare, Inc. and The Westerly Hospital and affiliates responsive to this request.

Set forth below is the information from L + M Corporation responsive to this request:

### **Board of Directors 2012**

Ulysses B. Hammond, Chairman  
Vice President Administration  
Connecticut College  
270 Mohegan Avenue  
New London, CT 06320  
Phone: 860-439-2046  
Tenure: December 2002-December 2013

Granville Morris, Vice Chairman  
Essex Savings Bank, Senior Vice President/Senior Trust Officer  
35 Plains Road, BX 950  
Essex, CT 06426  
Phone: 860-767-4414  
Tenure: December 2005-December 2014

Fred A. Conti, CPA, Treasurer  
Regional Manager, Financial Security Group  
P.O. Box 314  
West Mystic, CT 06388  
Phone: 860-536-8153  
Tenure: December 2008-December 2013

Marilynn Malerba, Secretary  
Chair, Mohegan Tribe  
4 Glen Craig Place  
Uncasville, CT 06382  
Phone: 860-862-6192  
Tenure: December 2002-December 2012

John E. Allen, DMD  
464 Montauk Avenue  
New London, CT 06320  
Phone: 860-443-3634  
Tenure: December 2004-December 2013

Scott D. Bates  
Senior Policy Advisor  
118 Water Street  
Stonington, CT 06378  
Phone: 860-535-3858  
Tenure: December 2009-December 2012

R. Alan Hunter  
Retired  
24 Palmer Court  
Noank, CT 06340  
Phone: 860-536-7010  
Tenure: December 2005-December 2013

Mary Ellen Jukoski, EdD  
Mitchell College, President  
7 MacKinnon Place  
East Lyme, CT 06333  
Phone: 860-701-5027  
Tenure: December 2009-December 2012

Robert Keltner, M.D.  
SE Pulmonary Associates  
155 Montauk Avenue  
New London, CT 06320  
Phone: 860-444-2223  
Tenure: December 2003-December 2012

Lee J. Olivier  
Northeast Utilities  
Executive Vice President/Chief Operating Officer, P.O. Box 270  
Hartford, CT 06141  
Phone: 860-728-4800  
Tenure: December 2006-December 2012

B. Michael Rauh, Jr  
Chelsea Groton Bank-  
President and CEO  
904 Poquonnock Road  
Groton, CT 06340  
Phone: 860-448-4104  
Tenure: December 2011-December 2014  
Carol O. Ridgway  
Volunteer  
68 Neck Road  
Old Lyme, CT 06371  
Phone: 860-434-8975  
Tenure: December 2008-December 2014

Kathleen Steamer, CPA  
Doherty Beals & Banks, PC  
Principal, Accounting Firm  
187 Williams Street  
New London, CT  
Phone: 860-443-2033  
Tenure: December 2007-December 2013

**Ex-Officio Members:**

Bruce D. Cummings  
President/CEO  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711  
Tenure: October, 2005 to present

Henry Amdur, M.D.  
Past President, Medical Staff  
L + M Physicians Obstetrics and Gynecology  
470 Bank Street  
New London, CT 06320  
Phone: 860-444-8021  
Tenure: December 2007 to present

Donald J. Felitto, M.D.  
President, Medical Staff  
SE Connecticut Nephrology Associates  
88 Norwich-New London Tpke. Suite 2  
Uncasville, CT 06382  
Phone: 860-367-0087  
Tenure: December 2009 to present

David F. Reisfeld, M.D.  
Vice President, Medical Staff  
L + M Physicians General Surgery  
50 Faire Harbour Place, Suite 2C  
New London, CT 06320  
Phone: 860-442-0711  
Tenure: December 2011 to present

**Non-Director/ Board Officer:**

Maureen Anderson, Assistant Secretary  
Lawrence + Memorial Hospital  
Vice President and General Counsel  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711  
Tenure: since 7/2008

**Senior Management:**

Crista F. Durand, Vice President Strategic Planning  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x2073  
Tenure: since 1/2009

Donna Epps, Vice President Human Resources  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x2611  
Tenure: since 8/1991 (began as VPHR 10/2011)

Lugene A. Inzana, Chief Financial Officer  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711  
Tenure: since 1/2008

Pamela J. Kane, Vice President Physician Practice Management  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x4633  
Tenure: since 3/2010

Kimberly A. Kalajainen, Vice President and Chief Information Officer  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x3171  
Tenure: since 4/2006

Daniel Rissi, Vice President/CMO  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x2071  
Tenure: June, 2006 to present

William A. Stanley, Vice President Development and Community Relations  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x2659  
Tenure: March, 1999 to present

Lauren Williams, RN  
Vice President, Patient Care Services and Chief Nursing Officer  
Lawrence + Memorial Hospital  
365 Montauk Avenue  
New London, CT 06320  
Phone: 860-442-0711 x2212  
Tenure: July, 2008 to present

**Former Board Members:**

L. James Carroll, CPA  
P.O. Box 3424  
Groton Long Point, CT 06340  
Phone: 860- 823-0655  
Tenure: Tenure ended December 2011

Daniel P. O'Shea  
9 Meetinghouse Lane  
Old Lyme, CT 06371  
Phone: 860 434-3790  
Tenure: Tenure ended December 2011

Mary Ann D. Bentz, MD  
Dermatology Associates of SE Connecticut, P.C.  
425 Montauk Avenue  
New London, CT 06320  
Phone: 860- 442-1346  
Tenure: Tenure ended December 2011

Timothy D. Bates  
Robinson & Cole, LLP, Partner  
75 Eugene O'Neill Drive  
New London, CT 06320  
Phone: 860-437-5000



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.

Response: Attached hereto please find Exhibit 13 regarding the selection of proposed members of the board of directors, trustees, executives and senior managers after the conversion of the Transacting Parties and their affiliates.

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.

Response: Attached hereto please find Exhibit 14 regarding governance structure of the new hospital after conversion.

**TRANSACTION SPECIFIC QUESTIONS:**

15. Please answer the additional questions attached hereto as Appendix A to the Initial Application.

Appendix A attached hereto is completed.

## APPENDIX A

### Westerly Hospital/Lawrence + Memorial Hospital Corporation

#### Please note the following definitions:

- “L + M” means Lawrence + Memorial Corporation and its affiliates
- “Hospital” means The Westerly Hospital
- “APA” means the Asset Purchase Agreement governing the Proposed Transaction
- “Sale Order” means the order entered by the Rhode Island Superior Court on September 10, 2012.

#### **BOARD OF DIRECTORS:**

**A-1** Please explain how L + M will accomplish its stated goal of including board members drawn from residents of the Westerly service area on: (a) the Hospital Board; and (b) L + M’s Board of Trustees. (Sale Order Para. 6 pgs 2-3).

Response: Attached hereto please find Exhibit Appendix A-1 regarding governance structure of the new hospital after conversion.

## CHARITABLE ASSETS:

**A-2** Please provide details regarding L + M's intention to carry out a broad-based community capital campaign in support of The Westerly Hospital with all funds raised to be in the Hospital's name for the benefit of the Hospital's non-profit and community mission. (Sale Order Para.7 pg 3 and APA Section 10.2)

Response: It is L + M's intention that fundraising for The Westerly Hospital is to be conducted through The Westerly Hospital Foundation, which by its Articles of Incorporation exists exclusively to support the charitable mission and purposes of The Westerly Hospital. Specifically, at The Westerly Hospital, L + M will seek to carry out a broad-based community capital campaign as follows:

1. Institute the use of the CBISA software for tracking, reporting and evaluating community benefit activities. Develop processes for gathering data, recording, and creating reports necessary for the IRS 990 Schedule H as well as for the community.
2. Analyze the Community Health Needs Assessment (CHNA) report scheduled to be completed in conjunction with the Hospital Association of Rhode Island and augment with additional data as indicated. Comply with reporting requirements per PPACA.
3. Utilize the CHNA to develop a Community Health Improvement Plan as well as to audit existing community education efforts to ensure that community benefit activities align with identified community needs. Conduct program planning and implementation based on the Community Health Improvement Plan.
4. Continue and develop community education programs that align with the CHNA.

L + M's community commitment is profound and well documented in southeastern Connecticut. L + M anticipates investing similarly in the Westerly community.

**A-3** Please explain how L + M will ensure that any restricted funds or charitable bequests transferred to L + M in the proposed transaction shall be used for such purposes and in compliance with any and all restrictions for the benefit of The Westerly Hospital and Related Entities. (APA Section 10.2)

Response: Funds restricted to specific purposes, and in fact all funds contributed as gifts to The Westerly Hospital and/or to The Westerly Hospital Foundation, are being accounted for and separated, to be spent only for the donor restricted purposes. If not specifically restricted by the donor, the funds are to be used only for the charitable mission and purposes of The Westerly Hospital. It is L + M's intention to continue this practice.

**A-4** In regard to the Charles A. Morgan Trust:

- a. Please provide the current corpus amount;
- b. Please describe how L + M plans to become the successor beneficiary to the Charles A. Morgan Trust and for what purpose L + M intends to use the trust funds (APA Section 5.16); and
- c. Please detail how the \$3,500,000.00 disbursement to The Westerly Hospital in the Fall of 2011 was utilized.

Response:

A-4(a) Please see attached hereto as Exhibit Appendix A-4(a), a document providing the current corpus amount.

A-4(b) L + M plans to become the successor beneficiary to the Charles A. Morgan Trust (the "Trust") following review and approval of its *Cy Pres* Petition (Attached hereto as Exhibit 3) by the Rhode Island Attorney General's office and the Rhode Island Superior Court. L + M intends to use the trust funds according to the terms of the Trust and in accordance with the donor's intent.

A-4(c) The funds were received in two separate payments. On September 22, 2011, \$2,000,000 was received and on September 28, 2011 \$1,500,000 was received.

The funds were used as follows:

- Payroll on September 28, 2011 in the amount of \$1,344,656.59
- Pantheon Lease payment on September 30, 2011 in the amount of \$1,035,000.
- Washington Trust Loan Payment on September 30, 2011 in the amount of \$485,915
- The remaining \$634,428.41 was used for hospital operations and for payroll on October 5, 2011.