

In The Matter Of:

Public Hearing

Hospital Conversion Initial Applications

December 10, 2020



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1 RHODE ISLAND OFFICE OF THE ATTORNEY GENERAL AND
 2 RHODE ISLAND DEPARTMENT OF HEALTH

3
 4 PUBLIC MEETING

5
 6 NOTICE OF APPLICATIONS:
 7
 8 HOSPITAL CONVERSION INITIAL APPLICATIONS OF
 9 CHAMBER, INC.; IVY HOLDINGS, INC.; IVY
 10 INTERMEDIATE HOLDINGS, INC.; PROSPECT MEDICAL
 11 HOLDINGS, INC.; PROSPECT EAST HOLDINGS, INC.;
 12 PROSPECT EAST HOSPITAL ADVISORY SERVICES, LLC;
 13 PROSPECT CHARTERCARE, LLC; PROSPECT CHARTERCARE
 14 SJHSRI, LLC; PROSPECT CHARTERCARE RWMC, LLC

15
 16
 17 DATE: DECEMBER 10, 2020
 18 TIME: 5:00 P.M.
 19 PLACE: ZOOM CONFERENCE

20
 21 APPEARANCES:
 22 Rhode Island Department of Health
 23 Rhode Island Office of the Attorney General
 24 Counsel to Transacting Parties
 25

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1 (MEETING COMMENCED AT 5:02 P.M.)

2 MS. WEIZENBAUM: Hello, everyone.

3 I'm going to start this meeting. We are a
 4 little past 5:00, and I know that there are a
 5 number of people who want to speak, so I want to
 6 get us going, try to keep us on schedule, and
 7 make sure that we have time for everybody.

8 So, hello. My name is Miriam
 9 Weizenbaum, and I am the chief of the civil
 10 division for the Office of Attorney General here
 11 in Rhode Island, and I'd like to -- I'd like to
 12 first welcome everybody who is here and ready to
 13 participate and thank you for, I guess I should
 14 say, coming -- with air quotes, because we're
 15 not actually together -- and also for braving
 16 this format and helping to make it work and
 17 helping to make public participation happen.

18 This is the joint public
 19 informational meeting of the Office of the
 20 Attorney General and the Rhode Island Department
 21 of Health regarding the proposed hospital
 22 conversion of Chamber, Incorporated, and Ivy
 23 Holding, Incorporated, owner of Prospect Medical
 24 Holdings.
 25 At the local level, Prospect

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1 CharterCARE, a subsidiary of Prospect Medical
 2 Holdings, owns and operates Roger Williams
 3 Medical Center and Our Lady of Fatima Hospital
 4 in Rhode Island.

5 Here on behalf of the attorney
 6 general's office is Attorney General Peter
 7 Neronha; the attorney general's healthcare
 8 advocate, Jessica Rider; the attorney general's
 9 insurance advocate, Maria Lenz; and, again,
 10 myself, Miriam Weizenbaum, chief of the civil
 11 division.

12 Tonight we will initially be hearing
 13 from the attorney general and then from the
 14 Department of Health, followed by a description
 15 of the format that we'll be following for this
 16 meeting, and then public comments.

17 Again, I would like to thank
 18 everybody for participating and turn it over to
 19 Attorney General Peter Neronha.

20 MS. RIDER: Peter, you're on mute.
 21 MR. NERONHA: Thank you.

22 I feel like I've been Zooming all
 23 day, so I apologize for -- you would think that
 24 would enhance my Zoom skills, but, obviously, it
 25 has just hurt them.

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1 Let me begin by thanking everybody
 2 for participating in this public hearing, even
 3 under these unusual circumstances. You know, it
 4 is critical important -- critically important
 5 that we hear from the public as we conduct our
 6 review of the proposed transaction.

7 The transaction that is under review
 8 by my office and the Rhode Island Department of
 9 Health is the buyout of the corporate investor.
 10 Leonard Green and other minority shareholders
 11 collectively own approximately 60 percent of
 12 Prospect Medical Holdings by Samuel Lee, and the
 13 David & Alexa Topper Family Trust currently
 14 owning -- oh, excuse me. My Alexa here is
 15 acting up here. This only happens in the era of
 16 COVID.

17 -- the David & Alexa Topper Family
 18 Trust currently owning approximately 40 percent
 19 of PMH. If the proposed transaction is
 20 approved, Lee and Topper would own 100 percent
 21 of Prospect Medical Holdings.

22 Under the law and the Hospital
 23 Conversions Act, the State's review is to ensure
 24 the viability of a safe, accessible, and
 25 affordable health care system that is available

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1 to all of the citizens of the state and to
 2 review whether for-profit hospitals will
 3 maintain, enhance, or disrupt the delivery of
 4 health care in the state.

5 We know, I know, how important this
 6 matter is to Rhode Island and particularly the
 7 communities that Fatima and Roger Williams
 8 Medical Center are serving, especially during
 9 the COVID-19 pandemic. I'm committed and my
 10 office is committed to a thorough and complete
 11 vetting of this transaction, which includes a
 12 review of the parties to the transaction.

13 Hearing from the public tonight is a key part of
 14 that review and continuing to hear from the
 15 public is critical to the review, and I'm
 16 looking forward to hearing from all of you who
 17 are here tonight. I appreciate the opportunity
 18 to welcome everyone, and I want to thank you for
 19 your willingness to give comments and to give
 20 your perspective.

21 MS. WEIZENBAUM: I think with that, I
 22 will turn it over to the Department of Health.

23 Thank you, Attorney General Neronha.

24 MS. NOVAIS: I'm trying to get off
 25 mute, which I successfully did. So, thank you.

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1 Good evening, everyone. My name is
 2 Ana Novais -- and thank you attorney general.

3 My name is Ana Novais. I'm currently
 4 the assistant secretary of the executive office
 5 of Health and Human Services, a position that I
 6 very recently started back in August, and then
 7 most recently I was the deputy director of the
 8 Rhode Island Department of Health.

9 So on behalf of the Rhode Island
 10 Department of Health, on behalf of our director,
 11 Dr. Alexander-Scott, who could not be here --
 12 she's busy with responding to COVID at this
 13 moment, so she couldn't be here. If not, she
 14 would be here, because this is a critical and
 15 important meeting -- I wanted to acknowledge
 16 everyone. We are here to listen to everyone's
 17 observations and comments regarding this
 18 hospital conversion application that is before
 19 both the department of attorney general and the
 20 Rhode Island Department of Health.

21 I would also like to let you know
 22 that the following members of the RIDOT team are
 23 in attendance: We have Director Powell, Sandra
 24 Powell, our associate director of health; Jackie
 25 Kelley, legal counsel; Mike Dexter, the chief of

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1 the center that's processing the application;
 2 and Fernanda Lopes, the chief of the office
 3 that's processing, also, the application along
 4 with Powell, Polano, and Deb Brown. As you can
 5 see, a large team that, in alignment and in
 6 partnership with the attorney general's team,
 7 has been working to get here today.

8 We're putting a lot of resources into
 9 this project, and so we want to make sure that
 10 it is evident how much of a priority this review
 11 is and how much we are looking forward to
 12 hearing from all of you so that we can be the
 13 most informed in making these important
 14 decisions.

15 Fernanda Lopes will commence with the
 16 public comments. And so I want to thank you on
 17 behalf of the department and on behalf of
 18 everyone on the team for being here today and
 19 for sharing your comments. Thank you.

20 MS. LOPES: Thank you, Ana.

21 My name is Fernanda Lopes, and I
 22 serve as the chief of the Office of Health
 23 Systems Development at the Rhode Island
 24 Department of Health. I'd like to review the
 25 framework around the administrative and

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1 procedural processes that will be undertaken
 2 during today's meeting.

3 First, I'd like to note that this
 4 meeting is being recorded. We also have with us
 5 a stenographer. So we should have an audio
 6 recording and a transcript of this meeting for
 7 the record. We have a large number in
 8 attendance today.

9 As you know, this meeting is being
 10 run virtually, and in order for it to be
 11 conducted in an organized and an orderly manner,
 12 I am asking that everyone please remain on mute
 13 until it is your turn to provide comments.
 14 Muting will help avoid any feedback and allow us
 15 all to hear those speaking one at a time. I
 16 really appreciate your flexibility in this
 17 virtual environment.

18 As the link posted in the public
 19 notice for this joint public meeting is a live
 20 link, if you haven't already done so and are
 21 interested in providing comment during today's
 22 meeting, please sign up. Participants will be
 23 called on to provide their public comments
 24 according to that active list. It is important
 25 that the person speaking during the course of

<p style="text-align: right;">Page 9</p> <p>1 today's meeting identify themselves by name, 2 affiliation, if any, and please spell it for the 3 stenographer so the record is clear.</p> <p>4 Please refrain from posting reactions 5 or engaging in chats on Zoom.</p> <p>6 Finally, each participant in this 7 meeting will have up to six minutes to speak. I 8 ask that comments provided by those speaking 9 today please be pointed, succinct, and concise 10 so that we have an opportunity to hear from all 11 who have public comments to share.</p> <p>12 If you have already submitted written 13 comments, those are part of the record and do 14 not need to be repeated here today. Written 15 comments will continue to be accepted in place 16 of or should you want to supplement your verbal 17 comments today. We're here to listen to the 18 public's comments. All verbal and written 19 comments will be considered by our agencies.</p> <p>20 And with all of that said, I will 21 turn it over to Attorney Rocha for a brief 22 overview of the proposed transaction. Thank 23 you.</p> <p>24 MS. ROCHA: Thank you, Fernanda. 25 General Neronha and the attorney</p>	<p style="text-align: right;">Page 11</p> <p>1 have the same structure with one change: At the 2 top of the corporate chain, 100 percent 3 ownership will be with the original cofounders 4 of Prospect, Mr. Lee and Mr. Topper. Mr. Lee 5 will have approximately 66 percent ownership and 6 Mr. Topper, approximately 33 percent.</p> <p>7 You may take that down. Thanks, 8 Fernanda.</p> <p>9 Now, what does this transaction mean 10 to the two Rhode Island community hospitals? It 11 means that the support that Mr. Lee and 12 Mr. Topper have given to those hospitals since 13 2014 will continue; operational support, 14 clinical support, financial support. It means 15 the local leadership under Jeff Leibman will 16 continue. It means that the same medical staff 17 and other health care providers will continue to 18 provide quality health care. It means that 19 these two very important local community 20 hospitals will continue to provide access to 21 high-quality affordable care to their patient 22 populations, many of whom live in underserved 23 areas.</p> <p>24 Now, we do want to thank the attorney 25 general's office and the Department of Health</p>
<p style="text-align: right;">Page 10</p> <p>1 general team, Ms. Novais, and the Department of 2 Health team, good evening.</p> <p>3 With Leslie Parker and Richard 4 Beretta, we represent the transacting parties. 5 As you've heard this evening, the reason we're 6 here is because of a proposed change of 7 ownership at the top of the corporate chain.</p> <p>8 And, Fernanda, you anticipated my 9 next request.</p> <p>10 This is the current organizational 11 chart. And if we scroll down to the bottom, and 12 if you take out your magnifying glasses, you 13 will see the two licensed Rhode Island 14 hospitals, Roger Williams Medical Center and Our 15 Lady of Fatima. And then if we scroll up -- 16 thank you -- scroll up to the top of the 17 corporate chain, you'll see the Leonard Green 18 private equity entities with the majority 19 ownership of approximately 60 percent, and 20 Mr. Samuel Lee and Mr. Dave Topper, through its 21 family trust, with approximately 30-plus 22 percent.</p> <p>23 May I have the next slide? 24 With approval from the Department of 25 Health and the attorney general's office, we'll</p>	<p style="text-align: right;">Page 12</p> <p>1 for your time and efforts. We've been at this a 2 long time. We believe the transacting parties 3 have proved that they meet all statutory review 4 criteria, and we look forward to an approval in 5 the near term.</p> <p>6 Now, before I turn it over to 7 Jeff Leibman, because it is December 10th, let 8 me wish everyone and their families happy 9 holidays, and I hope that 2021 is bright for 10 everyone in all respects.</p> <p>11 So having said that, thank you. And, 12 Jeff, I'm going to turn it over to you.</p> <p>13 MR. LEIBMAN: Thank you, Pat. Can 14 everybody hear me? Can you hear me, folks? 15 Anybody?</p> <p>16 MS. LOPES: Yes. 17 MR. LEIBMAN: Okay. Great. Thank 18 you.</p> <p>19 Thank you for giving me some time 20 tonight to say a few comments before we get into 21 the meeting. And, obviously, Pat Rocha's done a 22 great job for an introduction.</p> <p>23 Let me say that what we're dealing 24 here tonight -- or I should mention that this is 25 an essential community health care system. If</p>

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1 you look just at the recent pandemic of COVID
 2 and give you a quick update, we have treated
 3 over 800 inpatient COVID patients with
 4 spectacular outcomes, that really the credit
 5 belongs to our dedicated physicians, nurses, and
 6 staff members here.

7 We have continued to invest so that
 8 there's always 90 days of PPE supplies on-site,
 9 lots of ventilators, and we do have available
 10 ICU beds. We have always been able to take care
 11 of these patients on our campuses without having
 12 to go towards a field hospital solution or
 13 transferring patients out.

14 This is the core of what we do. We
 15 feel we actually deal with two pandemics:
 16 One -- the one I'm discussing -- is COVID. The
 17 other is our huge investment in the behavioral
 18 health pandemic that occurs in this state.
 19 That's not a topic for tonight, though, but we
 20 can mention it at another time.

21 Let me ask you to reflect on where
 22 these hospitals were before Prospect got
 23 involved. These hospitals were on the verge of
 24 closing. I wasn't here then, but it's easy to
 25 look back and see they had no cash, they were

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1 losing caregivers, and they had a decaying
 2 physical plant. Prospect literally saved these
 3 institutions. Sam Lee and Dave Topper are the
 4 ones that led the charge. They brought outside
 5 financing to the situation. They brought --
 6 helped bring new management systems. And
 7 without those, we would not have seen improved
 8 performance across the board. And that has led
 9 to transformational change. Where we are today
 10 is in a much stronger position, in fact, a very
 11 strong position.

12 Let me give you a few examples. I
 13 don't have enough time to give all the examples
 14 'cause we only have six minutes. But Roger
 15 Williams now has the newest emergency room in
 16 the state; state-of-the-art modern equipment,
 17 better than any other institution has right now.
 18 We have the only Level IV inpatient addiction
 19 medicine program, and we have the only inpatient
 20 bone marrow therapy program in the state that we
 21 continue to support.

22 Turning to Our Lady of Fatima and
 23 giving you another -- a few more examples, we
 24 have the largest number of inpatient behavioral
 25 health beds for any acute care hospital with an

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1 active emergency room. We have a huge
 2 investment there with over 70 licensed beds
 3 there. We also have invested in the North
 4 Providence community and South Providence with
 5 other programs from Our Lady of Fatima,
 6 including a Suboxone center, as well as a dental
 7 residency training program that has a huge
 8 benefit for the children and the adults in South
 9 Providence. We don't make money off of those
 10 programs, I assure you. When it comes to
 11 Suboxone and dental residency, we do that
 12 because that is part of our core mission.

13 These are now financially sound
 14 institutions. We have a large number of loyal
 15 doctors, some of whom you'll hear from tonight,
 16 and we've greatly improved our infrastructure;
 17 new emergency rooms, new pharmacies, new fire
 18 alarm systems, new entryways to the hospital.
 19 All this was done because Sam Lee and David
 20 Topper helped bring outside funding, funding
 21 from outside the state, to us so that we could
 22 do a better job.

23 We've also expanded our access to
 24 care. When you look at certain areas, primary
 25 care, behavioral health services, emergency

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1 services, those are the keys for creating a
 2 solid statewide health care system that we've
 3 been investing in. Other additional investments
 4 have been graduate medical education, where we
 5 trained 70 residents and fellows. And we have a
 6 unique community position in many ways. I'll
 7 just give you two examples: One is we're the
 8 only hospital in North Providence, and that's a
 9 very, very important community to the state, and
 10 we continue to treat many socioeconomically
 11 challenged citizens. That has always been the
 12 policy for over a 100-year history for each one
 13 of these hospitals. That has not changed.

14 When we look forward, we will
 15 continue on an annual basis to make multimillion
 16 dollar investments in infrastructure and program
 17 development. One good example is, within the
 18 next 30 days, we'll be opening the only
 19 behavioral health emergency department in the
 20 state at Roger Williams. This will be a unique
 21 program and one that will be dedicated towards,
 22 again, that other pandemic that a lot of people
 23 don't talk about.

24 We're also in the process of
 25 recruiting more doctors to the state of Rhode

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1 Island, especially, and again, those essential
 2 services that have been identified by both us
 3 and the Department of Health, such as primary
 4 care, behavioral health, and emergency room
 5 doctors.

6 Again, thank you so much for giving
 7 me your few minutes to speak tonight, and I
 8 appreciate it.

9 MS. LOPES: Thank you, Mr. Leibman.
 10 I would like to call upon Mayor
 11 Polisena, please.

12 MS. ROCHA: Mayor, you're on mute.
 13 MR. POLISENA: How's that?
 14 MS. ROCHA: Better.
 15 MR. POLISENA: Sorry about that.

16 First of all, I want to say hello to
 17 everybody and happy holidays to everybody in
 18 these unprecedented times.

19 I've been asked to say some words
 20 tonight, and I just want to say, for those of
 21 you who don't know who I am, I've been the mayor
 22 of Johnston since 2007. I've also served in the
 23 Rhode Island State Senate. I was elected there
 24 for 12 years. And I was a firefighter -- proud
 25 to say I was a firefighter for 22 years. 18 of

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1 those 22 years, I served as the -- on rescue as
 2 a rescue coordinator, so we made numerous trips
 3 to Fatima Hospital -- well, back then,
 4 St. Joe's, and then, of course, when Fatima went
 5 to an emergency room, we transported patients in
 6 there. And I'm also a licensed registered
 7 nurse -- have been since 1985 -- as well as an
 8 EMT cardiac technician, and I teach the EMT
 9 program. Now, I'm not looking for a job. It's
 10 not a résumé, but I just want to give you a
 11 background of -- I think I speak from a position
 12 of strength, so to speak.

13 So Fatima Hospital has also been
 14 there for the residents of my town, always, and
 15 I started in this business since 1974. They
 16 have always -- I repeat -- always been there for
 17 my community regardless -- now, that's
 18 regardless of their ability to pay.

19 They've been a partner to our fire
 20 and rescue personnel when it comes to training.
 21 We were the only fire department that started
 22 the endotracheal intubation program via Fatima
 23 Hospital in their operating room. They took,
 24 obviously, our firefighters in, which I thought
 25 was great. They're always ready, willing, and

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1 able to help the EMS community. They're one of
 2 the few institutions who actually reached out to
 3 our community to see if there's anything they
 4 can do for our citizens, as well as our EMS
 5 personnel. As mayor of the town of Johnston, I,
 6 along with the fire department and rescue, have
 7 never -- I repeat -- never, ever been refused
 8 anything from, obviously, Fatima Hospital.

9 Their ER docs are very active in
 10 reaching out to the community. They do a lot of
 11 good for a lot of people, let me say that. As a
 12 registered nurse, I can tell you that their care
 13 is exceptional, exceptional. I can speak from
 14 experience as a nurse. I will tell you that
 15 they have the best -- the best nurses in the
 16 state. Those nurses are unbelievable.

17 I can tell you also from a position
 18 of experience, my son was admitted several times
 19 into Fatima Hospital and spent some time on the
 20 floor, and he had exceptional nursing care. The
 21 staff is just unbelievable. I'm so impressed
 22 with the nursing staff there. Just two weeks
 23 ago my wife was in the emergency room and was
 24 treated for a fracture. She had fallen down
 25 outside and broke her leg, and she got -- once

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1 again, she's also a nurse. She got exceptional
 2 care. It was unbelievable.

3 As I said -- I have to repeat myself
 4 in closing that their nurses and ancillary staff
 5 are simply phenomenal. Their care, compassion,
 6 and their professional medical knowledge just
 7 makes the -- obviously Fatima the best place to
 8 be, and Roger Williams also. Obviously, I've
 9 dealt with Roger Williams. You know, there's no
 10 need to travel to Boston for care, not when you
 11 have Fatima and Roger Williams right in Rhode
 12 Island.

13 So, once again, in closing, I want to
 14 say that if any one of my residents need
 15 anything from -- whether it's Fatima or whether
 16 it's Roger Williams, they'd get the care that
 17 they need. And as I said, it's a great
 18 institution.

19 So I want to thank you for listening,
 20 and, of course, please all have a safe holiday.
 21 And I don't know if there's any questions to be
 22 asked, but if you have any questions, I'd be
 23 glad to answer them. As you can tell, I'm not
 24 shy when it comes to answering questions. Thank
 25 you.

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1 MS. LOPES: Thank you, Mayor.
 2 I'd like to call on Dr. Steven Katz
 3 next, please.
 4 DR. KATZ: Thank you for the
 5 opportunity to speak this evening.
 6 I'm Dr. Steven Katz. I'm a surgical
 7 oncologist and immunotherapy researcher working
 8 out of Roger Williams. I'm going to share with
 9 you some things about Roger Williams,
 10 CharterCARE, and Prospect that some of you may
 11 not know.
 12 First, I'll give you a little bit of
 13 background as to who I am. I trained at NYU and
 14 then Sloan Kettering. I moved to Rhode Island
 15 in 2009 to begin my career at Roger Williams,
 16 and I've been here ever since. I'm currently
 17 the leader of the Immuno-Oncology Institute at
 18 Roger Williams. I serve on multiple scientific
 19 editorial boards. I'm an examiner for the
 20 American Board of Surgery in the field of
 21 surgical oncology.
 22 Over the past 11 years, the time that
 23 I've been at Roger Williams, we have done things
 24 at our small hospital in Rhode Island that most
 25 would never have imagined possible. Our

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1 immunotherapy program has been cutting-edge and
 2 has brought patients and companies from around
 3 the country and around the world to work with us
 4 and to get their care at Roger Williams in our
 5 state.
 6 Immunotherapy or using our immune
 7 systems to treat cancer has become incredibly
 8 important to cancer care. It's at the cutting
 9 edge. And we've witnessed advances and
 10 remarkable benefits to our patients that we
 11 never would've thought possible in our
 12 lifetimes. When I began my training, Stage IV
 13 melanoma, for example, was a death sentence, and
 14 now we're curing patients using the power of
 15 immunotherapy.
 16 Our program at Roger Williams is
 17 focused on more difficult-to-treat tumors that
 18 grow in the liver and pancreas. It is through
 19 the tremendous support that Sam Lee, Dave
 20 Topper, Prospect, CharterCARE, and Roger
 21 Williams have provided to this program that have
 22 allowed us to make great strides and that have
 23 brought patients from Rhode Island and from
 24 across the world and have attracted biotech and
 25 pharmaceutical companies to work with us and

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1 make investments in our state and, above all
 2 else, have allowed us to develop new therapeutic
 3 approaches that will one day hopefully save many
 4 lives.
 5 When Prospect came to Rhode Island,
 6 it was immediately clear to me that they were
 7 committed to our immunotherapy research program
 8 and to developing new treatments for cancer
 9 patients in desperate need. Prospect has
 10 invested millions of dollars in maintaining a
 11 world-class team of scientists, technicians, and
 12 support staff that allow this critical research
 13 to take place at Roger Williams. Prospect has
 14 invested heavily in research equipment and
 15 infrastructure to allow our work to be done at
 16 the highest level and to attract the companies
 17 to come to our state and make the investments.
 18 We have invented new immunotherapies. We have
 19 invented new treatment methods. Companies, like
 20 Takeda, a top-10 global pharmaceutical company,
 21 have partnered with us. And, again, none of
 22 this would've been possible without a
 23 substantial commitment and investment from
 24 Sam Lee and Dave Topper.
 25 Patients have come to Rhode Island to

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1 receive care at Roger Williams from China, from
 2 India, from Australia, from the United Kingdom,
 3 and from across the U.S. We have brought in
 4 funding from the NIH, other public sources, and
 5 private sources in excess of \$12 million. All
 6 of this was made possible by a substantial
 7 commitment and investment in research, training,
 8 and education.
 9 I have gotten to know Sam Lee, Dave
 10 Topper, and others in Prospect very well. They
 11 are very sincere about developing new cancer
 12 treatments and bettering the life of the
 13 patients that come through the Prospect system
 14 and well beyond. Recently, Prospect committed
 15 \$1.4 million to our Rhode Island Innovation
 16 Campus bond program. This investment in
 17 immunotherapy is substantial, and they will, in
 18 fact, invest much more than this over the
 19 five-year program period to help build a new
 20 cell manufacturing facility on the Roger
 21 Williams campus. This will also support the
 22 bone marrow transplant program that Jeff
 23 mentioned.
 24 The nursing training program that
 25 we're going to conduct with URI as part of the

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1 innovation campus bond program will train the
 2 next generation of immunotherapy experts. We're
 3 also collaborating with Dr. David Rowley's lab
 4 at URI developing new cutting-edge treatments
 5 with them. This program is not only going to
 6 hopefully lead to new cancer therapies, but will
 7 create new jobs, bring additional companies into
 8 the state, and hopefully create remarkable and
 9 meaningful benefit for patients in need. We've
 10 had the privilege of working with the governor,
 11 the secretary of commerce, and all of commerce
 12 in creating this remarkable program, and I'm so
 13 excited about the impact it will have on our
 14 state for years to come.

15 I couldn't be prouder of what we've
 16 accomplished at Roger Williams thus far and what
 17 lies ahead, and I couldn't be more grateful for
 18 the tremendous support that Sam and Dave have
 19 provided and all that Prospect has provided as
 20 well.

21 Based upon the substantial commitment
 22 to date and what's coming down the road, we
 23 believe the immunotherapy program at Roger
 24 Williams is going to grow even more, and we look
 25 forward to attracting more biotech and

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1 pharmaceutical partners into our state, creating
 2 more jobs and bringing patients from around the
 3 world, and above all else, we look forward to
 4 advancing immunotherapy science and medicine to
 5 help patients in need of better treatment
 6 options.

7 So thank you for your time, and happy
 8 holidays to everybody.

9 MS. LOPES: Thank you, Dr. Katz.
 10 Dr. Joseph Espat, please.

11 DR. ESPAT: Hi. Good evening. Happy
 12 holidays, everyone. Hopefully you can hear me.

13 My name is Joseph Espat. I'm the
 14 chairman of surgery, the chief of the division
 15 of surgical oncology, and the director of the
 16 cancer center here at Roger Williams. A couple
 17 words I just want to say.

18 In the six years that we have been
 19 owned by Prospect, we have had a tremendous
 20 amount of investment from Prospect, and
 21 particularly the attention of Sam Lee and David
 22 Topper. In those six years, we've been able to
 23 assemble a world-class team of cancer surgeons.
 24 I, too, am a Sloan Kettering graduate. We have
 25 assembled a world-class team of surgeons, and

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1 we -- I was actually recruited so that we could
 2 be one of the two hospitals in Rhode Island that
 3 is actually certified by the Rhode Island
 4 Department of Health to do pancreatic and
 5 esophageal surgery. I don't know that a lot of
 6 people know that, but only two hospitals in this
 7 entire state are able to be certified to do that
 8 tertiary type of surgery, and we are one of
 9 them.

10 In addition to our cancer prowess,
 11 which my colleague, Dr. Katz, mentioned quite
 12 succinctly, we also have tremendous history at
 13 having some of the most experienced and best
 14 outcomes in bariatric surgery. One of the most
 15 experienced bariatric surgeons in the state,
 16 probably the East Coast, Dr. Pohl, heads up our
 17 bariatric surgical group. And Dr. Mariorenzi
 18 heads up one of the best established, best
 19 outcomes -- nationally recognized in outcomes in
 20 orthopedic surgery.

21 Just a couple of words about our
 22 cancer center. We do have the privilege of
 23 serving a significantly underrepresented
 24 population, both in demographics and in age. We
 25 have very specific outcomes programs and

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1 clinical programs that are directed at geriatric
 2 oncology, as well as underrepresented
 3 populations. Several of us are multilingual.
 4 I'm half Hispanic, and Dr. Calvino is also
 5 Hispanic, so we are able to communicate with our
 6 patients directly, which is something very
 7 necessary in the neighborhoods that we live here
 8 in Roger Williams and in Fatima.

9 I think the most important thing
 10 about our cancer center is that we would not
 11 have been able to accomplish the level that we
 12 have to date -- and by the way, that level is we
 13 are the only comprehensive community cancer
 14 center in the state, and we have been with
 15 commendation for three consecutive cycles, which
 16 is six years from the American College of
 17 Surgeons. That is just unparalleled in our
 18 state, and in the East Coast, very uncommon,
 19 except in some of the major cities.

20 So we could've done none of this with
 21 the cutting-edge equipment, with the modern
 22 equipment that we have, the modern training, the
 23 best personnel if Sam Lee and David Topper
 24 hadn't supported us. So I want to say thank you
 25 to them for the opportunities to put these

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1 programs in place here in Rhode Island.
 2 And those are my only comments.
 3 Thank you very much.
 4 MS. LOPES: Thank you, Doctor.
 5 Max Wistow, please.
 6 Please unmute.
 7 MR. WISTOW: I keep getting
 8 distracted. I see an old man at the top of the
 9 screen. It looks just like my father, and it's
 10 very difficult to concentrate.
 11 Let me say first that we continue to
 12 object to the participation of Pat Rocha. I'm
 13 not going to go into a whole to-do about it.
 14 We've received permission from Judge Stern in
 15 the superior court to petition the supreme court
 16 for certiorari. We're going to be doing that in
 17 the next couple of days. I don't want to get
 18 involved in that. I don't think you want to
 19 hear it. I just want to make clear there's no
 20 waiver here by our not objecting to her
 21 participation.
 22 The second thing that I want to say
 23 is, the various comments about how important
 24 these hospitals are to the community is
 25 something I don't contest at all. Let me

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1 explain, by the way, for those of you who don't
 2 know what I'm doing here and who I represent.
 3 The owner of at least 15 percent of
 4 these two hospitals is a liquidating receiver,
 5 Thomas Hemmendinger. I'm not sure if he's on
 6 the Zoom or not. I have his permission to speak
 7 for him as a part owner of these hospitals. I
 8 also speak as a member of the public who wants
 9 to see these hospitals preserved.
 10 We have no quarrel with these
 11 hospitals whatever. We keep hearing about the
 12 Lee and Topper investments in these hospitals.
 13 Lee and Topper have invested nothing in these
 14 hospitals. They have borrowed billions of
 15 dollars, along with Leonard Green, and taken and
 16 put in their own pocket hundreds of millions of
 17 dollars of those dividends, taking Prospect
 18 Medical hospitals as a whole from a position of
 19 solvency to a position of insolvency. I'm not
 20 going to get into any details about this. I've
 21 sent a 33-page letter to the Department of
 22 Health and the attorney general's office.
 23 Everything I've said in there is substantiable.
 24 I do hope, because this is so
 25 technical, that somebody will pay attention not

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1 to the issue of are these good hospitals, but to
 2 the issue of what are you going to do to these
 3 hospitals. Does anybody understand? What is
 4 this transaction supposed to accomplish? Why is
 5 that good for the state, for Lee and Topper to
 6 end up with 100 percent ownership? Why are they
 7 able to get 100 percent ownership and buy
 8 60 percent from Leonard Green, 60 percent of all
 9 the other hospitals for \$12 million? That
 10 question has never been answered.
 11 Let me say that we have obtained from
 12 the attorney general, through APRA, certain
 13 documents that are not available to the public
 14 that are part of this application, supplemental
 15 questions. Some of the responses that have been
 16 made by the applicants -- one of whom, by the
 17 way, is Prospect CharterCARE. And you're going
 18 to hear from the representatives of four of the
 19 boards of -- members of the board of directors
 20 about that in a few moments, Mr. Oliverio.
 21 Some of the answers that were given
 22 to the attorney general, as far as I'm
 23 concerned, are absolutely insulting. For
 24 example -- and I refer the attorney general to
 25 this. I know many of you are unfamiliar with

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1 what I'm talking about. In many of the
 2 supplemental questions, for example, S-315,
 3 which is asking for a calculation of how the
 4 dividends were obtained -- these are hundreds of
 5 millions of dollars. And the answer is, in
 6 effect -- take a look at S-315 -- none of your
 7 business.
 8 Also, the materials I've been able to
 9 obtain from the attorney general's office have
 10 massive redactions of matters that are supposed
 11 to be, quote, confidential relating to these
 12 things. If the attorney general and the
 13 Department of Health want to take the solo
 14 responsibility and keep secret some of these
 15 considerations and run the risk that we are
 16 seriously afraid of, that this is a method for
 17 Lee and Topper to continue to use these
 18 hospitals as their private piggy banks. The
 19 hospitals have benefited over these years, but
 20 they've benefited through borrowings that -- the
 21 day is going to come when payments have to be
 22 made.
 23 Now, I'm going to get off of that.
 24 And I've got so little time here for something
 25 that's so important. It's really, on some

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1 level -- forgive me for saying this --
 2 ridiculous that we're talking about something
 3 this important, and I've got six minutes to
 4 speak.

5 I intend to follow up before the
 6 January 15th deadline with a massive amount of
 7 new information we've gotten of why Lee and
 8 Topper are predators. As much as they've
 9 convinced some of these doctors that the
 10 hospital's improved, which apparently it has,
 11 it's done so at the expense of the overall
 12 indebtedness of the whole system and to the
 13 benefit of these two people for hundreds of
 14 millions of dollars. In 1918 [sic], those two
 15 individuals took out in dividends nearly
 16 \$200 million to put in their pocket. That's not
 17 with any regard to Leonard Green.

18 Now, the predecessor of the current
 19 attorney general really -- and the public were
 20 taken for a ride in various respects back in
 21 2014. I'm not going to get into them. We don't
 22 have time. They're referred to in detail in our
 23 33-page letter and in some of the lawsuits we've
 24 brought.

25 But I do want to say that we're --

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1 the -- CharterCARE Health Partners, which is now
 2 called CharterCARE Community Board, is
 3 controlled and operated by Thomas Hemmendinger.
 4 He appointed four out of the eight directors of
 5 that applicant, four out of the eight. And in
 6 2014 -- I want to quote you what the application
 7 for the HCA said. It said, and I quote from the
 8 applicant's word -- it said that the board of
 9 directors -- Prospect CharterCARE, LLC's board
 10 of directors will be structured as follows:
 11 Eight members. 50 percent of its members will
 12 be appointed by PMH, Prospect Medical Holdings,
 13 and 50 percent of its members will be appointed
 14 by CharterCARE Health Partners. That's Thomas
 15 Hemmendinger's entity now that's under the
 16 supervision of the court. The purpose of the
 17 structure is to ensure a strong local presence
 18 admission. The board of directors will include
 19 at least one physician representative.

20 On February 11, 2014, Kenneth
 21 Belcher, who was a representative of the old
 22 companies, talked about the board being set up
 23 so that there was, and I quote -- it's to the
 24 Department of Health's project review
 25 committee -- and I quote, Ideally a joint

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1 venture where we would have, the old hospitals,
 2 a high percentage of local control, Rhode
 3 Island-based local control. And Thomas Reardon,
 4 who was the president of Prospect East, the
 5 acquirer, said, We are really committed to the
 6 idea of local control and local input.

7 On May 12th, The Providence
 8 Journal -- this is part of the propaganda that
 9 these people have put forward and have
 10 absolutely gotten past any reasonable detailed
 11 inquiry of what these people are up to. All we
 12 hear is generalities about how these hospitals
 13 are so important. One of the things that they
 14 convinced the public -- because this was
 15 controversial --

16 MS. RIDER: Mr. Wistow --
 17 MR. WISTOW: Yes.
 18 MS. RIDER: -- I don't want -- I
 19 don't want to --
 20 MR. WISTOW: May I have three
 21 minutes, please?
 22 MS. RIDER: Sure. I will -- I just
 23 wanted to give a little warning, but we'll let
 24 you finish up your comments. Thank you.

25 MR. WISTOW: Okay. I'm trying to be

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1 very -- you do realize how important this is,
 2 obviously, and to allow six minutes...

3 On May 12th, The Providence Journal
 4 published an op-ed, coauthored by Belcher from
 5 the old hospitals and Reardon from the new, and
 6 it said, flat-out, In the face of all the
 7 controversy about an out-of-state profit-making
 8 company coming here, we are pleased that our
 9 proposal will assure preservation of local
 10 governance as our joint venture board will have
 11 equal representation from CharterCARE and
 12 Prospect with a local board with real veto
 13 powers.

14 And on May 13th -- I won't read it.
 15 I ask you, please, to read the public statements
 16 made on May 13th to the Department of Health's
 17 project where they talk about the fifty-fifty.
 18 And I want to say what your office wrote on
 19 May 16th. They wrote, Prospect CharterCARE --
 20 this is in your decision -- Prospect CharterCARE
 21 would operate under a fifty-fifty board
 22 composition, which will permit CCHP, the old
 23 hospital situation, to attain a significant
 24 degree of control in the ongoing ownership and
 25 governance of Prospect CharterCARE to ensure the

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1 continuance of its local mission. Same from the
 2 Department of Health's decision on May 19th.
 3 Please read that.

4 I, now, at some point, would like you
 5 to hear from Matt Oliverio, who represents four
 6 of the present members of the board of Prospect
 7 CharterCARE, to tell you how completely those
 8 promises and those conditions have been
 9 violated, and I would ask -- I don't know the
 10 order here. But Mr. Oliverio, if you would
 11 allow him to speak, will tell you exactly what
 12 Prospect, what Lee and Topper have been doing to
 13 prevent the local control that they promised and
 14 which was a condition. I'm asking you, please,
 15 to allow Mr. Oliverio to speak now.

16 MS. LOPES: Thank you, Mr. Wistow.
 17 And, again, to repeat, the entirety
 18 of the testimony will be part of the record if
 19 you submit it in writing as well.

20 And the next person I would like to
 21 call up is Matthew Oliverio.

22 MR. WISTOW: Thank you.
 23 MS. LOPES: Thank you.
 24 MR. OLIVERIO: Good evening,
 25 everyone. My name is Matthew Oliverio, and for

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1 the record, that's O-l-i-v-e-r-i-o. And
 2 Mr. Wistow is a tough act to follow.

3 So I do represent -- I was recently
 4 retained to represent half of the board of
 5 Prospect CharterCARE, the Category A directors,
 6 and they are local individuals who were
 7 appointed by Mr. Hemmendinger as the liquidating
 8 receiver for CCP, and they are William Lynch,
 9 James Aceto, James Riley, and Dr. Marc Weinberg
 10 of Roger Williams Hospital.

11 And my presentation is just to put
 12 certainly the attorney general and the
 13 Department of Health on notice that since their
 14 appointment on July 22nd of this year, and after
 15 filling out the various conflict of interest
 16 forms, acknowledging confidentiality obligations
 17 as board members, my clients have attempted, on
 18 numerous occasions, to convene meetings, board
 19 meetings, request information to which they're
 20 entitled, board minutes, financial information,
 21 all in connection with an -- in part, this very
 22 proposed transaction.

23 As Mr. Wistow indicated, back in
 24 2014, that whole category of directors were
 25 created to have that local presence in the

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1 community, and Mr. Hemmendinger appointed
 2 them -- these directors last summer. And there
 3 have been attempts to meet and obtain
 4 information, and, candidly, they've been frozen
 5 out of the process. They don't have the
 6 information to make informed decisions about
 7 this application or any other business related
 8 to Prospect CharterCARE. Now, I think that
 9 should very much concern the attorney general
 10 and members of the public. How can you have a
 11 transaction go forward where there is an
 12 orchestrated attempt, at least from everything
 13 that I've seen, to freeze out half of the board
 14 of directors, and in particular, the local
 15 directors? And that issue will be taken up, and
 16 it may have to be taken up in court.

17 So I'm not going to get into the
 18 details, but I will tell you, from what I have
 19 seen from the public record and also public
 20 reportings about the ownership at the top -- and
 21 I don't know if any of that is true. But
 22 certainly, as board members, they ought to have
 23 that information to evaluate that information.

24 There are allegations that under the 2014
 25 agreement -- operating agreement, that Prospect

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1 has failed to meet many of its obligations. But
 2 my clients need to look into that. They need to
 3 be participants with the Category B directors,
 4 who seem to be calling the shots.

5 And so, you know, that's the extent
 6 of my comments. At this juncture, without being
 7 able to participate as equal members of the
 8 boards, they must object to this transaction.
 9 And so we'll follow the process that we need to
 10 follow, but I wanted to bring that to the
 11 attention -- to the attorney general's attention
 12 and the public's attention. Thank you.

13 MS. LOPES: Thank you.
 14 Peter Rotelli, please.
 15 MR. ROTELLI: My name is Peter
 16 Rotelli. I've been practicing law in Rhode
 17 Island for 42 years. Apparently I look like
 18 Max Wistow's father. He's an old friend of
 19 mine.

20 Hi, Max.
 21 Look, I've been -- I've been a
 22 patient at Fatima. I've been a patient at
 23 Rogers Williams. Total hip replacements, kidney
 24 stones. My father was the head of urology at
 25 Fatima for many years. I know the Mariorenzis

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1 and many people on this call.

2 Thank you, Peter Neronha -- I know

3 you're not feeling well, but -- for attending

4 and all that are attending, and I hope you have

5 a nice holiday.

6 I would only say this: I know

7 Mr. Lee, and I know his kids. I also am on the

8 board of AccessPoint Rhode Island, and

9 CharterCARE has been a partner with us. We --

10 we provide services to developmentally disabled

11 children and adults in Rhode Island on a large

12 level. Not a lot of people know who we are, but

13 that's okay. I've raised a lot of money for

14 them, and they've been a great partner of ours.

15 So they're a community partner and leader, and

16 the care and the physicians that I know that are

17 associated with this are all in support.

18 And I totally understand Mr. Wistow's

19 position. He is a great litigator and one of

20 the great Rhode Island icons in the legal field,

21 and I respect him tremendously.

22 So I only say this: Use your best

23 judgment. In my opinion, these are great

24 people, and if they're borrowing money to do

25 whatever they say they're going to do, they're

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1 on the hook for it. So, ultimately, it comes

2 back to them.

3 You know, Fatima and Roger Williams

4 have come up in the world so far from when my

5 dad was practicing there back in the '50s and

6 '60s. They are tremendous facilities for Rhode

7 Island, and I would not go to -- I'm --

8 (Zoom technical difficulties.)

9 MR. ROTELLI: Okay. Thank you.

10 MS. POWELL: Sorry. Please continue.

11 We removed them.

12 MR. ROTELLI: No. I'm -- I mean,

13 sometimes, on these Zoom meetings, you get cut

14 off.

15 But I think they've done a great job

16 for Rhode Island, and I've been around a long

17 time. Yeah, I respect everyone's opinion, but,

18 you know, everyone will have their say. Thank

19 you.

20 (Zoom technical difficulties.)

21 MR. ROTELLI: Thank you.

22 MS. POWELL: I would say it looks

23 like we have a few uninvited attendees. We will

24 try to remove them from the call as much as is

25 possible, and hopefully we can finish the

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1 meeting successfully. We'll keep trying to do

2 that.

3 MR. ROTELLI: I'm all set. Thank

4 you.

5 MS. NOVAIS: We can stop screen

6 sharing for everyone and have that being only

7 for the host.

8 MS. LOPES: Yes. I just did that.

9 MS. NOVAIS: And you can mute

10 everybody too.

11 MS. POWELL: Let me just add one

12 thing: So what we did is we muted everybody.

13 Fernanda, I will unmute each person

14 who's going to speak, and then what we'll do is

15 we'll cut off the comments as well. So we'll

16 keep working on that. So, Fernanda, if you say

17 the name of the next person, we will unmute that

18 person who's going to speak.

19 MS. LOPES: Thank you.

20 And I just changed what participants

21 are allowed to do, so hopefully that will help.

22 MS. POWELL: Okay. That's great.

23 And maybe we can shut down the chat. We'll work

24 on that.

25 MS. LOPES: Yeah. All right.

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1 So the next person to speak is Dr.

2 Colagiovanni.

3 MS. POWELL: And, Doctor, I hope you

4 are able to unmute.

5 DR. COLAGIOVANNI: I'm not able to

6 unmute.

7 MS. POWELL: We can hear you.

8 MS. LOPES: Nope, not anymore. It

9 was muted again. Sorry.

10 MS. POWELL: Doctor, you have to

11 unmute yourself. I've given you the permission.

12 DR. COLAGIOVANNI: Can you hear me?

13 MS. LOPES: Yes.

14 DR. COLAGIOVANNI: You can hear me?

15 Okay. Great. Thank you.

16 I'd like to introduce myself. My

17 name is Dr. Steve Colagiovanni. I'm a

18 physician. I was born at St. Joe's Providence.

19 I worked at St. Joe's Fatima in high school,

20 transporting patients. When I finished my

21 residency, I came to Fatima and have been

22 practicing here since 1994.

23 And what I have seen Prospect do to

24 raise the quality at Fatima and Roger Williams

25 is amazing and makes me very proud. Fatima was

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1 always a hospital -- it was a family. We would
 2 have parents and children working here together,
 3 and it was something that, you know, patients
 4 and -- were able to benefit from the employees
 5 having a ton of pride and feeling of family
 6 here.

7 As the economy got bad and the
 8 hospitals began to fail, morale began to suffer,
 9 and Fatima and Roger Williams were in dire
 10 straits. Were it not for Prospect coming in and
 11 saving the hospitals, we would be closed like
 12 Pawtucket Memorial.

13 I met Mr. Topper back when he first
 14 came through for his first passthrough to Rhode
 15 Island, and I was the first physician that he
 16 met. And when I met him, his first words to me
 17 were -- their mantra is "Happy patients, happy
 18 doctors," and that they understand that if they
 19 don't work to make our patients satisfied and
 20 the doctors be able to provide the quality of
 21 care that they want to, that they'll have empty
 22 buildings. And so far, he's done a pretty good
 23 job with this, and I was impressed to hear that
 24 from someone who was in the business of --
 25 health care from a business side.

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1 Since Prospect has come on, they've
 2 invested in hiring physicians and buying
 3 equipment and making this a better hospital.
 4 They've invested in our IPA, our independent
 5 practice association, which they've done things
 6 to raise the overall level of health in the
 7 state of Rhode Island. The quality metrics for
 8 care for patients in the Medicare and Medicaid
 9 group for the Prospect IPA are outstanding. Our
 10 numbers have gotten better. They have done
 11 initiatives to keep patients out of the
 12 hospital.

13 Instead of looking at it from a pure
 14 profit point of view of having people admitted
 15 to the hospital repetitively, their motto and
 16 their method is to try to, you know, manage
 17 health and make patients better. They do
 18 assorted things to try to keep chronic
 19 diseases -- patients who have heart failure,
 20 patients who have severe COPD -- out of the
 21 hospital, and some of the thinking outside of
 22 the box initiatives, such as having the patients
 23 weigh themselves on a daily basis, and if we see
 24 patients gaining weight, dispatch someone out
 25 there to give them a diuretic to keep these

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1 heart failure patients from bouncing in, that
 2 saves -- it saves money, it saves admissions,
 3 and it's much better care for the patients. And
 4 the commitment of the infrastructure that they
 5 have brought to Rhode Island to set up this IPA
 6 is something that is not present anywhere else.

7 I'm a urologist, and they've added
 8 two docs to our practice, myself and my partner,
 9 Dr. Olsson. At the same time that we were
 10 adding to, Brown University and Lifespan lost
 11 six. One was due to retirement, and five packed
 12 up and left because of practicing in Rhode
 13 Island. It's very hard to recruit doctors to
 14 come to Rhode Island, but we were able to get
 15 fellowship-trained, well-trained docs to want to
 16 come and work here at CharterCARE, at Fatima,
 17 and at Roger Williams.

18 I am proud to be a doctor here. I am
 19 proud to work here and have my patients taken
 20 care of by some of the best nurses, the best
 21 technicians. Everyone here has a ton of pride
 22 in what we do, and I'm very thankful -- everyone
 23 is stressed with what's going on with COVID. To
 24 see everyone chip in, to see our staff, our ESD
 25 staff trying hard -- it's a quality place. And

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1 if it were not for Prospect coming in and saving
 2 this hospital, Roger Williams and Fatima would
 3 be shuttered just like at Pawtucket Memorial.
 4 And this has allowed us to grow the services
 5 that we provide to the people in Rhode Island,
 6 and I'm -- I'm proud and happy to be here, and
 7 I'm thankful for what they've allowed us to do.

8 And I thank you for your time.
 9 MS. LOPES: Thank you, Doctor.
 10 Can I have Dr. Colvin, please?
 11 DR. COLVIN: Good afternoon -- good
 12 afternoon, everyone. I'm Dr. Gerald Colvin,
 13 C-o-l-v-i-n. I'm a medical
 14 hematologist-oncologist, and I finished my
 15 training at UMass Memorial Medical Center. And
 16 I've been practicing more or less in Rhode
 17 Island since 2001, and I joined CharterCARE
 18 earlier this year. This has been a homecoming
 19 of sorts, as I was previously an employee of
 20 Roger Williams Medical Center beginning in 2001
 21 through around 2005. After that, I was part of
 22 Lifespan System and then South County Health
 23 system.

24 I joined CharterCARE this year out of
 25 a desire to return to a well-established,

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1 well-respected, strong and growing
 2 multispecialty cancer program with an
 3 opportunity to engage in academic activities
 4 with a vibrant hematology and oncology
 5 fellowship program. I have noticed a very
 6 positive change, very positive, since -- from
 7 when I was with Roger Williams Medical Center in
 8 the past, and I am privileged to be able to,
 9 once again, help underserved and underprivileged
 10 patients.

11 I have worked closely with
 12 Dr. Jeffrey Leibman in terms of getting my
 13 agreement and contract done, and I really want
 14 to emphasize how welcoming people have been
 15 since I joined and how supportive the
 16 administration has been providing adequate
 17 administrative support. This organization in
 18 general has been extremely supportive.

19 This is a good organization with good
 20 people doing good work, and I'm very
 21 appreciative of CharterCARE and Prospect Health,
 22 and I do support their application. And it is
 23 my hope that the regulators will support these
 24 applications so that CharterCARE can continue to
 25 perform its good work for Rhode Island. Thank

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1 you.

2 MS. LOPES: Thank you.
 3 Could I have Dr. John Miskovsky,
 4 please?

5 MS. POWELL: I'm sorry, Fernanda.
 6 Can you spell the last name so I can unmute him?

7 MS. LOPES: I apologize.
 8 M-i-s-k-o-v-s-k-y.

9 MS. POWELL: He may be on under
 10 another -- he's not on under Miskovsky.
 11 Hand waving? I see you right there.
 12 All righty. There you go.

13 DR. MISKOVSKY: Am I on mute? Can
 14 you hear me? We're good.

15 MS. LOPES: We can hear you.

16 DR. MISKOVSKY: I am Dr. John
 17 Miskovsky. I am presently a hospitalist at
 18 Roger Williams Medical Center, and I want to
 19 sort of pick up on Steve Colagiovanni's
 20 comments.

21 I lived through the ultimate closure
 22 of Memorial Hospital as an active member of its
 23 staff for 15 years before coming here to
 24 CharterCARE. I still maintain my outpatient
 25 primary care practice in Pawtucket, Rhode

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1 Island, and they and I suffered tremendously
 2 with the loss of that community hospital
 3 resource in Pawtucket. And I can -- I cannot
 4 adequately express the amount of support that
 5 I've been provided here by John Holiver, the
 6 preceding president of Roger Williams, and now
 7 by Jeff Leibman in trying to accommodate my
 8 patients and the needs both in an inpatient and
 9 outpatient manner for the Pawtucket and Central
 10 Falls community.

11 The contrast between the approach of
 12 the administration of Care New England in the
 13 final days of Memorial Hospital and the
 14 administration here at CharterCARE could not be
 15 more stark, could not be more different. Every
 16 time that I have approached Jeff or John or a
 17 member of the administration here, I have been
 18 engaged in a discussion about trying to
 19 accomplish what I thought would be in the best
 20 interest of my patients and, further, the health
 21 of my patients in the community and in the
 22 hospital setting.

23 I have had tremendous opportunities
 24 here to provide care for my patients. I have
 25 had opportunities to continue to educate medical

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1 residents here. We have seen continued focus on
 2 medical education and additional resources to
 3 medical education to provide primary care
 4 physicians here for the state of Rhode Island
 5 and focus on recruiting residents into our
 6 residency programs to provide primary care for
 7 me when I'm ready to retire and for the next
 8 generation of Rhode Islanders, which are really
 9 not seen at the other residency programs in the
 10 state, with the exception of the family
 11 residency and internal medicine residencies
 12 previously based at Pawtucket.

13 I had the privilege of working here
 14 with the staff, as Dr. Colagiovanni alluded to,
 15 during the COVID pandemic and to see the support
 16 that we were provided with from the
 17 administration with respect to availability of
 18 personal protective equipment; as Dr. Leibman
 19 alluded to, never any shortage of ventilators or
 20 other medications that were needed; with
 21 teamwork with Dr. Katz and others in the
 22 hematology/oncology immunotherapy division; the
 23 ability to deliver immunotherapy and other
 24 immunomodulatory medications that had not been
 25 utilized elsewhere in the state and achieve what

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1 I think are incredible outcomes given the
 2 circumstances in which we found ourselves early
 3 on in the pandemic.
 4 So I only want to echo the comments
 5 of my colleagues with respect to the support for
 6 the administration here that I have received and
 7 from the administration here that I have
 8 received and would like to endorse this
 9 application for change in effect or control.
 10 MS. LOPES: Thank you, Dr. Colvin --
 11 I'm sorry -- Miskovsky.
 12 The next person is Deb Giannini.
 13 MS. GIANNINI: Hello? Hi. Can you
 14 hear me?
 15 MS. LOPES: Yes, I can now.
 16 MS. GIANNINI: Okay. How are you?
 17 Thank you.
 18 So thank you very much for inviting
 19 me. I just want to make sure that you can hear
 20 me speaking.
 21 MS. LOPES: Yes.
 22 MS. GIANNINI: Okay. Great.
 23 So I would break this up into two
 24 parts. So, first, who am I? Okay?
 25 My name is Deborah Giannini. Last

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1 name is G-i-a-n-n-i-n-i. I am a realtor in
 2 Rhode Island, Massachusetts, and Connecticut,
 3 and my connection to CharterCARE is that I was a
 4 patient at St. Joe's Rehab many years ago. I
 5 was paralyzed completely for six months. And
 6 once I got back to sort of my normal life, I
 7 wrote a letter to Otis Brown, thanking him and
 8 everyone that participated in helping me get my
 9 life back together.
 10 So I want to say that I've heard
 11 people today discuss different things. And I
 12 didn't write a speech because I like to do
 13 things from my heart. So I heard people talk
 14 today about having Rhode Island-based presence,
 15 local control, you know, a local presence so
 16 that we can make it a more sort of local
 17 mission. So I want to let you know, everyone
 18 that's listening, that I decided to become
 19 committed to CharterCARE because of the care
 20 that I received as a patient. So I'm here today
 21 speaking as a patient. I'm a practicing
 22 Catholic. I have two children, 20 and 26. So
 23 that's who I am. Okay?
 24 Why am I committed to this hospital?
 25 I have a very busy business. I

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1 really don't have time for such responsibility,
 2 but I really take it serious, because when I
 3 wrote to Otis Brown and he welcomed my desire to
 4 participate in helping the hospital -- I wanted
 5 to give back to this hospital, and Otis -- you
 6 know, they welcomed me in. So I'm a member of
 7 the board. I also participated in the joint
 8 venture back in April of 2014 in support of the
 9 merger with Prospect. So now I can speak to
 10 the -- my presence at the board meetings.
 11 When I first started doing this, I
 12 thought to myself, What am I doing? I'm with
 13 people -- you know, doctors and, you know --
 14 sort of above my head on -- and I wondered what
 15 my position would be here and if I was really
 16 going to be able to make a difference, and I can
 17 tell you, from my heart, I have made such
 18 positive suggestions that were well received by
 19 everyone in the -- you know, the board meetings.
 20 And I'll give you some examples.
 21 So when I -- and I'm not afraid to
 22 speak up, because I -- this is why I love to do
 23 this, because I know that if I'm committed and
 24 if I speak something, they're actually listening
 25 to me. They're actually taking my local-based

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1 presence to heart.
 2 So when we, you know, meet and we try
 3 to figure ways of making the hospital the best
 4 it can be, I have seen the other members of the
 5 board and staff of the hospital speaking of
 6 issues that come up that are very competitive
 7 with other hospitals, attacks from other
 8 hospitals, and I always see everyone
 9 hardworking. They are very -- leaders. They
 10 don't bow down. They don't waiver. They fight
 11 hard. And their commitment to this hospital is
 12 great. Okay?
 13 The other thing that I would like to
 14 say is one meeting -- for example, we were
 15 talking about ways of becoming more vocal to the
 16 people of the state of Rhode Island, and I kept
 17 telling -- or mentioned in this meeting that
 18 your patients are your strengths. I am the
 19 patient. I am the strength of your hospital,
 20 because I can attest to being paralyzed --
 21 okay? -- in the hospital. And I suggested that
 22 we should use the patient's voice to bring out
 23 the mission of the hospital to the state of
 24 Rhode Island, and it wasn't long before we came
 25 together and collaborated on making local

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1 commercials. Otis, I know, had something to do
 2 with this, you know, and the whole board agreed.
 3 And I was actually one of the first people
 4 sponsored in the commercial, showing the state
 5 of Rhode Island my commitment and my passion for
 6 something that I really have no part of other
 7 than the fact that I'm a local person who was a
 8 patient.
 9 So my small suggestion about just
 10 these four words: Patients are your strengths,
 11 and they turned that into commercials that were
 12 very effective. I had all -- you know, people
 13 mentioning to me that they saw me on TV, and I
 14 think it really went a long way as far as making
 15 the hospital, you know, local and have a
 16 presence in the state of Rhode Island.
 17 The other suggestion -- a few that
 18 I've made -- I have discussed early on -- I've
 19 been on the board -- I don't know -- maybe over
 20 eight to ten years. I haven't had a chance to
 21 figure that out. But I mentioned how important
 22 it was to me, being paralyzed in a hospital,
 23 that the little things matter, like the shiny
 24 floors, you know, the clean windows, and many
 25 things of that nature. And it wasn't long

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1 before I heard things being done about redoing
 2 entrances of the hospitals.
 3 So I'm not going to tell you that
 4 everyone's doing this because I said, but I can
 5 tell you that my voice in the board meetings is
 6 strong. And it's Rhode Island-based local
 7 presence, and it's making a huge impact.
 8 And in conclusion -- I mean, there
 9 were other things that have gone over, you know,
 10 through these meetings, but every time I suggest
 11 something, it seems like there's a thread of it
 12 that gets put into a blanket of -- that covers
 13 the state and covers the hospitals.
 14 Now, I guess in conclusion, because I
 15 really have no more that I'm thinking of here,
 16 is I have really enjoyed meeting
 17 Dr. Colagiovanni and all the other doctors that
 18 I've met, and working with Otis Brown. I truly
 19 believe in my heart that CharterCARE is a
 20 quality organization. They are good people, and
 21 we all have the same passion of good work. And
 22 the support of Prospect and the owners -- I have
 23 to tell you that it's for this reason that I am
 24 committed to continue on the board, because I
 25 feel like my involvement matters.

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1 MS. LOPES: Thank you.
 2 MS. GIANNINI: Thank you.
 3 MS. LOPES: Could I have Toni-Ann
 4 Nunes, please?
 5 Is there a Toni Nunes?
 6 I will move on to the next person,
 7 which would be Christy Burns.
 8 I will ask for Cori Chandler, please.
 9 Cori, can you hear us?
 10 MS. CHANDLER: Yes. Can you hear me?
 11 MS. LOPES: Yes. Thank you.
 12 MS. CHANDLER: Perfect.
 13 Good evening, everyone. My name is
 14 Cori Chandler, and I'm the government relations
 15 director here in Rhode Island for the American
 16 Cancer Society Cancer Action Network. We're the
 17 nonprofit, nonpartisan advocacy affiliate of the
 18 American Cancer Society. Thank you for the
 19 opportunity to provide comment on CharterCARE
 20 Health Partners community collaboration.
 21 ACS CAN supports evidence-based
 22 policy and legislative solutions designed to
 23 eliminate cancer as a major health problem. We
 24 empower advocates across the country to make
 25 their voices heard and influence these changes

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1 that will reduce the cancer burden. Here in
 2 Rhode Island that entails making cancer a top
 3 priority for public officials and policymakers.
 4 In order to achieve this goal, we have the
 5 pleasure of collaborating with community
 6 partners and stakeholders across the state.
 7 CharterCARE Health Partners is a
 8 primary partner in these efforts as we
 9 collectively work to increase screening
 10 prevention and access to care and improve
 11 outcomes for cancer patients. Our policy maker
 12 and community engagement has evolved into a wide
 13 array of events, activities, and opportunities
 14 for collaboration to educate on our priority
 15 issues, emphasize the importance of reducing the
 16 impact of cancer on Rhode Island, and provide
 17 opportunity for actions to meet this goal.
 18 One such event is our annual Rhode
 19 Island Research Breakfast. The event attracts
 20 over 200 leaders from business, education, life
 21 science innovation, health care, government, and
 22 research, who come together to support ACS CAN's
 23 efforts to fight cancer across the country.
 24 This year's seventh annual event highlighted the
 25 sophisticated university and hospital research

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1 that happens here in Rhode Island, the
 2 innovation and growth and the cancer care and
 3 research space, and the impact of COVID-19.
 4 CharterCARE Health Partners has been a sponsor
 5 of the event every year since the beginning, and
 6 their involvement has only increased over time.
 7 In 2016, we recognized the Roger
 8 Williams Cancer Center for receiving the
 9 Commission on Cancer's Outstanding Achievement
 10 Award, which recognizes cancer programs that
 11 strive for excellence and are committed to
 12 ensuring high-quality cancer care. For the past
 13 three years, CharterCARE Health Partners has
 14 provided invaluable expertise to provide our
 15 participation in the panel discussion.
 16 In 2018, Dr. Steven Katz, who we
 17 actually heard from earlier this evening, spoke
 18 on the event regarding his extensive
 19 immunotherapy research, and he described that
 20 much better than I ever could so I won't attempt
 21 to right now. But that research was, as he
 22 shared, funded by NIH research grants secured
 23 for our state.
 24 In 2019, Dr. Abdul Saied Calvino
 25 participated in the hour-long panel discussion

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1 providing insight on his research and
 2 opportunities for addressing disparities in
 3 cancer care in Rhode Island. Dr. Calvino has
 4 established an active community outreach in
 5 cancer navigation program to improve the access
 6 to surgical care in underserved populations.
 7 The impact -- for the impact of his
 8 work on our community, he has received numerous
 9 awards and recognitions at both the local and
 10 the national level, including the CDC's Carol
 11 Friedman National Award for Excellence in
 12 addressing cancer care disparities. Dr. Calvino
 13 has continued to be a key in our effort to
 14 eliminate barriers to colorectal cancer
 15 screenings here in Rhode Island.
 16 This year, we had the pleasure of
 17 welcoming Dr. Ponnandai Somasundar, another
 18 distinguished member of CharterCARE Health
 19 Partners, who serves as the associate chief of
 20 surgical oncology and director of geriatric
 21 oncology at Roger Williams Medical Center.
 22 Dr. Somasundar clarified the impacts of
 23 innovations and care on the geriatric population
 24 and the potential to harness research to improve
 25 outcomes for these patients.

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1 Simply put, our impact on the fight
 2 against cancer is greater due to CharterCARE
 3 Health Partners' willingness and ability to
 4 collaborate.
 5 Thank you again for the opportunity
 6 to speak tonight.
 7 MS. LOPES: Thank you.
 8 I'd like to call on Thomas
 9 Hemmendinger, please. And the last name is
 10 spelled H-e-m-m-e-n-d-i-n-g-e-r. Thank you.
 11 You're unmuted.
 12 MR. HEMMENDINGER: Thank you. Can
 13 you hear me?
 14 MS. LOPES: Yes.
 15 MR. HEMMENDINGER: I appreciate the
 16 opportunity to speak before the regulators and
 17 thank you for holding this forum today. And I
 18 do wish everybody good health and safety in this
 19 critical time.
 20 I'd like to just explain briefly what
 21 my stake is in the outcome here.
 22 As receiver for CharterCARE Community
 23 Board, I am actually a part owner of Prospect
 24 CharterCARE, and, therefore, these local safety
 25 net hospitals, and I have two reasons why it's

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1 important that these hospitals succeed in their
 2 mission to provide quality health care to Rhode
 3 Islanders: First, because I'm a citizen of
 4 Rhode Island, and I do care personally about
 5 this; but, second, because the pensioners of the
 6 old Fatima pension plan are depending on the
 7 recovery in this case and in other litigation
 8 for -- to make up a drastic shortfall in their
 9 pension. So I want these hospitals to succeed
 10 for -- for these reasons.
 11 The director's counsel, Mr. Oliverio,
 12 spoke about the difficulty they've had in
 13 getting information so they can do their jobs.
 14 I'd like to point out that it's not that they've
 15 gotten some information but not enough; it's
 16 that they've gotten absolutely nothing. They've
 17 been completely shut out by the campaign of
 18 obstruction and intimidation, and I'll be
 19 supplementing the record to show that with some
 20 documents from court filings. The -- so the
 21 directors, they don't know what's going on, and
 22 as Mr. Oliverio pointed out, they have to oppose
 23 this transaction, and I oppose it as well.
 24 The -- the only thing we do know is
 25 that Prospect CharterCARE and its subsidiaries

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1 are grossly undercapitalized. The successes
 2 that you've heard tonight -- and you'll probably
 3 hear some more about the successes of these
 4 hospitals before this hearing is over -- are not
 5 because of Mr. Lee and Mr. Topper and their
 6 support for the local hospitals. They are
 7 despite their actions in treating these
 8 companies like piggy banks, borrowing money to
 9 pay dividends, hundreds of millions of dollars
 10 to themselves. And I would just point out that
 11 the publicly available financial statements for
 12 Prospect CharterCARE and the two hospital
 13 subsidiaries show zero -- and I mean zero
 14 unrestricted cash and nominal restricted cash
 15 for the last couple of financial years. So
 16 these hospitals may have been on the brink when
 17 Prospect CharterCARE came in in 2014, but
 18 they're on the brink now because of Prospect
 19 CharterCARE.

20 If this transaction is approved,
 21 Prospect's going to continue to bleed out more
 22 cash from these hospitals, and the local safety
 23 net hospitals are going to join a sale leaseback
 24 transaction and basically mortgage their futures
 25 to enrich their new 100 percent owners.

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1 So at this point, we don't have any
 2 information sufficient to justify this
 3 transaction to ascertain the effect of the
 4 transaction on the delivery of quality health
 5 care, other than we know that the financial
 6 situation is worse, and it's going to get worse
 7 with these hospitals if this transaction goes
 8 forward.

9 I'd ask you to reject the
 10 applications for effective change in control, or
 11 at least put this whole proceeding on hold until
 12 the directors can -- Category A directors can
 13 report back to you in good faith that they are
 14 in a position to do their job, because they've
 15 given enough -- been given enough information,
 16 documents to do their jobs.

17 Thank you.

18 MS. LOPES: Thank you.

19 The next person I'm going to call on
 20 is Mr. Christopher Callaci, please.

21 You should be able to speak.

22 MR. CALLACI: Good evening, folks.

23 You just made a critical mistake by unmuting me.

24 MS. LOPES: No.

25 MR. CALLACI: I hope you are all

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1 well. My name is Chris Callaci. I am general
 2 counsel for United Nurses & Allied
 3 Professionals. We are the largest health care
 4 union in the state of Rhode Island, and we
 5 represent among 7,000 members. We represent
 6 well over 6,00 folks at Fatima Hospital. Our
 7 union supported the joint venture in 2014, and I
 8 cannot tell you how much we regret having done
 9 so.

10 Let me also say in terms of
 11 housekeeping, I think Mr. Wistow was commenting
 12 on having gotten documents from the AG's office
 13 in response to an APRA request. I would hope
 14 that those documents, if they haven't already,
 15 will be posted on the AG's website. It's
 16 difficult to make public comment if you don't
 17 have access to all of the relevant information.
 18 So I ask you to please consider that.

19 This applicant is lacking in
 20 character, lacking in competence. They have
 21 failed to meet their commitments to our
 22 community, and for that reason, they are not in
 23 good standing in our community. And those are
 24 some of the key criteria that go to the heart of
 25 this review process and the way that our

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1 regulators measure the application against the
 2 statute. And for those reasons alone, the
 3 application should be rejected, which is our
 4 request.

5 2014 and the joint venture. These
 6 guys made representations to the town of North
 7 Providence, to the city of Providence, to the
 8 union, to the Department of Health, to the AG
 9 that putting \$14 million in a pension plan would
 10 secure that plan, when they knew that it
 11 wouldn't. They also made those same
 12 misrepresentations to that same universe of
 13 people, that contributions would be made going
 14 forward to the plan by the old hospitals, when
 15 they knew those old hospitals did not have the
 16 financial wherewithal. And now that plan is in
 17 bankruptcy, and almost 3,000 people who are
 18 participants in that plan and their families are
 19 wondering whether or not they will be able to
 20 get the money that they need out of that pension
 21 to pay their bills.

22 We also know they were supposed to
 23 put \$50 million in long-term capital
 24 commitments, \$40 million in routine capital
 25 commitments, and the AMI report can't confirm

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1 that that has happened. And the lawsuit by
 2 their joint venture partners, CharterCARE, also
 3 known as CharterCARE Community Board, has sued,
 4 saying that those contributions have not been
 5 made, which is remarkable, because that was one
 6 of the big reasons why the deal was approved
 7 back in 2014.

8 Let me turn my attention to the AMI
 9 report -- and I'm speaking as fast as I can,
 10 because I've got six minutes or something like
 11 that, and this stuff is important.

12 Here we are six years after the joint
 13 venture was approved, and the monitors for
 14 the -- I believe the AG's office cannot confirm
 15 that Prospect has complied with the conditions
 16 that were attached to that approval, which was
 17 six years ago or more. They can't confirm that
 18 employees maintain their salaries and wage
 19 rates. They can't confirm that employees were
 20 provided with comparable benefits with respect
 21 to vacation, sick, holiday, life, health
 22 insurance, and the 401(k). They can't confirm
 23 that there are comparable severance packages.
 24 They can't confirm that Prospect has continued
 25 to provide care through sponsorship and support

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1 of community-based health programs that serve,
 2 in particular, the elderly, the poor, the
 3 at-risk. They can't confirm that Prospect
 4 adopted the hospital's charity care guidelines
 5 and medically necessary services to patients
 6 regardless of their ability to pay. They cannot
 7 confirm that Prospect has maintained an
 8 appropriate level of full-time equivalence or
 9 have done their due diligence with respect to
 10 appropriate staffing levels. And their failure
 11 to do that and AMI's inability to confirm that
 12 they did that means that they have not confirmed
 13 with the conditions of 2014 when they were
 14 supposed to, and that they have failed,
 15 therefore, to satisfy the criteria, numbers 1
 16 through 8, that the DOH reviews under HCA
 17 review. By failing to satisfy these conditions,
 18 their claim on page 29 in their application that
 19 they have performed with regard to the terms and
 20 conditions of the 2014 approval, is false.

21 The other thing I have to note in
 22 that AMI report -- and I'm quoting from that
 23 report -- the entity, meaning Prospect, did not
 24 seem to be focused on collecting and organizing
 25 the information necessary to demonstrate its

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1 compliance with the conditions set forth in the
 2 HCA decision until pressed by the AG. Why
 3 should the AG or anybody in this state have to
 4 press Prospect to do what they were supposed to
 5 do and what they were committed to do and
 6 legally bound to do over six years ago?
 7 Outrageous.

8 Question 20 of the application on the
 9 CEC side of things, which speaks to character
 10 and competence and standing in the community and
 11 the like, which are criteria relevant in an HCA
 12 review -- they were supposed to reveal
 13 citations, violations, charges, enforcement
 14 actions, civil proceedings in the courts, and
 15 they didn't. They withheld that information
 16 from our regulators, just like they were
 17 pedaling a bunch of nonsense about the pension
 18 back in 2014.

19 And so what do we have here? They
 20 didn't tell you anything about the lawsuit
 21 pending in superior court in Providence;
 22 CharterCARE versus Lee. There -- there
 23 CharterCARE, the business partner, has alleged
 24 that they failed and refused to provide the
 25 financial information demonstrating that they

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1 put in the \$50 million and the \$40 million.
 2 They say in the lawsuit they don't think it was
 3 put in. They say that the current CEC
 4 application and the HCA application confers no
 5 benefit on Prospect Medical Holdings and is a
 6 fraud upon its creditors and CharterCARE. They
 7 say that the dividends to Lee and Topper to the
 8 tune of hundreds of millions of dollars were a
 9 fraudulent transfer. Now, if they didn't put
 10 the \$50 million in -- they've got \$41.8 million
 11 in tax breaks from North Providence and
 12 Providence. That's a pretty expensive
 13 bait-and-switch.

14 Then we get to some other things they
 15 should've reported that they didn't.

16 We had a lawsuit we won against them
 17 where they were withholding information about
 18 over 30 deficiencies that JACHO found at Fatima
 19 Hospital and horrible deficiencies that were
 20 found in the OR at Fatima Hospital during a mock
 21 survey. They refused to give us the details of
 22 that. We sued. We got the federal government
 23 involved, the National Labor Relations Board.
 24 They sued.

25 To this date, they still haven't

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1 provided all of the information, and now there
 2 are enforcement proceedings in the First
 3 Circuit. They haven't said anything to you guys
 4 about that, I'm pretty sure.

5 They have failed to talk about the
 6 CMS reduction in their Medicare payments in
 7 fiscal year '08 because of high rates of patient
 8 injury and infection at Roger Williams and
 9 Fatima. Nobody said a word about that. None.

10 They finished in the bottom quartile of 3,200
 11 hospitals nationwide in that category.

12 They didn't tell you about the
 13 steepest fine they suffered in their hospitals
 14 in Connecticut because of high readmission
 15 rates. They didn't tell you about how state
 16 health inspectors in Connecticut found immediate
 17 jeopardies -- patients placed in immediate
 18 jeopardy in two of their hospitals in
 19 Connecticut, Waterbury and Manchester.

20 They didn't tell you about a lawsuit
 21 that we beat them back on when they illegally
 22 tried to discontinue dental and vision benefits
 23 for the spouses of employees in our union at
 24 Fatima Hospital. How do you collect over
 25 \$200 million in dividends and then cheat people

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1 out of their vision and dental benefits? Who
 2 does that? And why didn't they tell you that
 3 that was -- that case that was out there?

4 And of course in a footnote in
 5 objection that was filed by Mr. Hemmendinger and
 6 Mr. Del Sesto on the CEC side, footnote 48,
 7 pages 14 and 15, scores of cases pending in the
 8 civil -- in civil cases in our courts -- in
 9 courts all over the country. Never said a word
 10 to you about that.

11 And then we have the ProPublica
 12 article. Extraordinary. Pulitzer Prize-winning
 13 publication, award-winning reporter. What do we
 14 have? They're not paying their bills. They're
 15 bouncing checks. They're putting hospitals in
 16 bankruptcy. They're putting out aggressive
 17 financial statements to make their bottom line
 18 look better. They're hiking reported profits by
 19 booking inflated estimates of forthcoming
 20 revenue; issuing junk bonds to make dividend
 21 payments; closing hospitals like the ones they
 22 closed in Texas; not holding out their comitance
 23 to a hospital in Orange, New Jersey; improper
 24 Medicaid billing practice. The list goes on and
 25 on and on.

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1 No word about any of that stuff, none
 2 of it. They didn't share any of that. Instead,
 3 what they did was they had the lawyers go after
 4 ProPublica and say, We refute all of this. It's
 5 not true. Swiftly, thoroughly, ProPublica
 6 responded and discredited their response. And
 7 there's an enormous amount of information out
 8 there.

9 Their failure to give that
 10 information to our regulators was not a
 11 ministerial oversight. It wasn't a clerical
 12 error. This is not their first rodeo. They did
 13 it intentionally. They withheld the information
 14 intentionally, just like they did in 2014 when
 15 they pedaled a bunch of BS about the pension.

16 The St. Joe's pension lawsuit -- I'm
 17 trying to wrap this up as best I can, and my
 18 mouth is getting dry -- what are the allegations
 19 there? They violated their duty of good faith
 20 and fair dealing. They conspired to conceal
 21 through fraudulent and intentional
 22 misrepresentations and omissions. They
 23 willingly, they knowingly gave false
 24 information. This is all about the pension.
 25 They abetted, aided, participated in breaches of

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1 financial duties. And that case is out there.

2 And now we have a submission by
 3 Mr. Del Sesto, Mr. Hemmendinger, and Mr. Wistow,
 4 which was referred to by Mr. Wistow, where there
 5 are alarming concerns about the financial
 6 condition of Prospect Medical Holding. We have
 7 Wisheart CPAs and consultants from North
 8 Kingstown, Rhode Island, saying, and I quote, I
 9 believe bankruptcy is imminent unless there is a
 10 significant infusion of capital and a return of
 11 all the dividends previously paid out. There is
 12 worry about liabilities for our local hospitals
 13 of Roger Williams and Fatima, and there is
 14 concern about inadequacies of the AMI reporting.

15 Now, I have thrown an enormous volume
 16 of information from you that I know most of
 17 which was withheld from the Department of Health
 18 on the CEC side. Please -- please, I am begging
 19 you on behalf of the people that I have the
 20 privilege to represent, vet all of these things,
 21 all of the stuff in the ProPublica article, all
 22 of the things that are in these lawsuits. You
 23 have to get to the bottom of that, because if
 24 you don't, you can't, in my humble opinion,
 25 respectfully, do a thorough review of these

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1 applications. And I think when you look at that
 2 information, you will find that you do not want
 3 these guys, Mr. Lee and Mr. Topper, getting
 4 ahold of 100 percent of an interest of Prospect
 5 Medical Holdings and, therefore, having more
 6 influence on these two hospitals in Rhode
 7 Island. Please do this work and please reject
 8 this application.

9 Thank you.

10 MS. LOPES: Thank you. I'll call
 11 upon Lynn Blais, B-l-a-i-s.

12 MS. POWELL: We don't have a Lynn
 13 Blais, but we have a Lynn's iPhone. I'm not
 14 sure if that is the same person.

15 MS. LOPES: It may be Lynn's phone.
 16 That's who I'll unmute.

17 MS. POWELL: No, unfortunately.

18 MR. CALLACI: She may be at work.
 19 Can you put her off closer to 7:00 p.m.?

20 MS. POWELL: We can circle back to
 21 the people who haven't responded. We will ask
 22 once again at the end of the meeting.

23 MR. CALLACI: Thank you.

24 MS. POWELL: You're welcome.

25 MS. LOPES: I will go to Cindy

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1 Fenchel, F-e-n-c-h-e-l.

2 MS. POWELL: Cindy, can you unmute?

3 MS. FENCHEL: Okay. Can you hear me?

4 MS. LOPES: Yes.

5 MS. POWELL: Yes, we can.

6 MS. FENCHEL: Okay. So my name is
 7 Cindy Fenchel, F, as in "Frank," e-n-c-h-e-l. I
 8 am a 42-year employee at Fatima Hospital. I'm
 9 also the president of Local 5110 UNAP for the
 10 service workers.

11 In my years there, I have worked in
 12 many departments, and I am currently a medical
 13 secretary, and I work 40 hours at the hospital.
 14 I have been through many administrations, and
 15 the bottom line is Prospect is about how much
 16 money they can gain, and they put profit before
 17 patients.

18 It used to be a community hospital
 19 that everyone enjoyed working, but Prospect
 20 makes that very hard, although they are
 21 fortunate to have the staff that cares about
 22 their jobs and the patients, as I have heard
 23 many compliments tonight. My members are very
 24 good to the patients. They're frontline in the
 25 most difficult situations, and Prospect never

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1 makes that easy for them.

2 Some of the ways Prospect makes
 3 working difficult is -- a few examples: I have
 4 seen reports of 50 employees who were assaulted
 5 by patients, and this happened between the years
 6 of 2016 and 2017 and mostly on the behavioral
 7 health units, the behavioral health units that
 8 Prospect tonight has bragged about. But I know
 9 from my members what goes on in those four walls
 10 at Fatima hospital.

11 I have seen reports, such as pregnant
 12 woman getting kicked in the stomach, others
 13 getting punched, hot coffee thrown in their
 14 face. They end up in the emergency room with
 15 concussions. So in -- during the negotiations,
 16 we asked for what we thought was a simple
 17 request, to have security guards assigned close
 18 to these units. And the answer that we received
 19 from administration was there are not enough
 20 security guards, and they don't intend to hire
 21 anybody. Another example of profit before
 22 safety.

23 Since Prospect took over, there has
 24 been a 24 percent turnover of -- in 2018 alone
 25 out of 420 service workers. So a 24 percent

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1 turnover out of 420 people in one year alone.
 2 Another example of Prospect putting profit
 3 before patients and staff. I have never seen
 4 such a turnover since Prospect in my 42 years
 5 there. As one of the doctors testified tonight,
 6 it was a -- it was a family place to work with a
 7 lot of longevity. Not so much these days.

8 Then in the midst of a pandemic, a
 9 manager asked some people who work in the
 10 environmental service department to sign a
 11 training form for understanding how to wear
 12 their PPE. The manager said he would fill it
 13 out later. So he just said to them, Sign the
 14 form, say you know how to put on your PPE, and
 15 we'll figure it all out later. He had a -- just
 16 a brief 10-minute meeting with them and sent the
 17 employees on their way.

18 Well, one of the employees went back
 19 to the manager, said he was not comfortable with
 20 what just took place. The manager said, Just go
 21 ask a coworker. Well, they were observed doing
 22 this incorrectly, putting their PPE on
 23 incorrectly, and a nurse manager luckily --
 24 thank God -- stepped in and helped them. It was
 25 determined by the union, after speaking with

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1 other people in this department, that training
 2 was inconsistent, not thorough, and employees
 3 were not demonstrating an understanding of how
 4 to wear their PPE back to their trainers.

5 So think about housekeepers who go
 6 into COVID rooms and do not have an
 7 understanding of how to protect themselves.
 8 Prospect does not even care about keeping
 9 frontline employees, my members, who keep these
 10 rooms clean -- they do not care about keeping
 11 them safe. These are daily battles in that
 12 hospital. These are only a few examples.

13 The most basic thing an employee
 14 would expect is for their place of employment,
 15 especially a hospital, to keep them safe. In
 16 turn, keeping employees safe will keep patients
 17 safe.

18 Furthermore, there is a high rate of
 19 employees who tested positive in the
 20 environmental housekeeping department and
 21 behavioral health units. As if it wasn't enough
 22 with all of this going on, we are currently
 23 battling with the company about phlebotomists at
 24 our off-sites who are testing COVID patients
 25 who -- they should only be testing asymptomatic

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1 patients, but then when a patient is before them
 2 with symptoms, well, they're told by the
 3 managers and the directors of the lab, We'll
 4 just test them again. Profit before employees
 5 and before safety.

6 We actually right now have two
 7 class-action grievances about the situation with
 8 the phlebotomists, and we ask that they have the
 9 proper PPE, social distancing, proper
 10 ventilation in some of their offices that are as
 11 small as a closet, et cetera, et cetera, while
 12 they're doing COVID testing.

13 It never ends with this company. And
 14 after all the wonderful stories of -- the
 15 physicians had tonight, wining, dining with
 16 Prospect, a great lovefest, I asked for my
 17 members to get hazard pay in the thick of COVID.
 18 Well, after asking many times, they said that
 19 they will not give them anything. So I asked
 20 again. And I said, A little bit will go a long
 21 way, but nothing will be -- but nothing will
 22 never be forgotten.

23 So I was told that there was no
 24 money, and they were not going to give them
 25 anything. But the VP of HR stated, We did give

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1 out ice cream last week. These -- these are the
 2 real stories that go on inside that hospital.
 3 Luckily, like I said, there are good people who
 4 work there, good, dedicated people.

5 So we respectfully urge you to not
 6 grant this application. Hospitals should be
 7 about saving lives and providing care to
 8 communities, but those simply are not the
 9 applicant's priorities. They've done enough
 10 damage, so we're asking this to stop as soon as
 11 it can.

12 So I have heard many compliments
 13 tonight about how clean the hospital is, and I
 14 take a lot of pride with that, because that is
 15 my members, probably the lowest paid members in
 16 that hospital, who keep it really clean, and I'm
 17 really proud of that. Unfortunately, when we
 18 are negotiating -- when we are at the
 19 negotiating table with this company, I feel that
 20 that group of housekeeping is the most
 21 disrespected by this company.

22 So all that they asked was simple
 23 things, like they want job assignments. They
 24 want to know where they're going every day, what
 25 floor to work on. They -- this is not anything

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1 to do with money for Prospect, God forbid, but
 2 it's just something that means a lot to that
 3 group, and they repeatedly keep getting denied.

4 So these are just a few examples of
 5 why it is important to not grant this to
 6 Prospect. Thank you.

7 MS. LOPES: Thank you.

8 Dr. Louis Mariorenzi.

9 DR. MARIORENZI: Thank you.

10 I am Louis Mariorenzi. It's
 11 M-a-r-i-o-r-e-n-z-i. And I've just had -- I
 12 have a very different relationship or experience
 13 with Prospect.

14 I am the chief of orthopedic surgery
 15 at Roger Williams, and I'm a member on the
 16 advisory board at Roger Williams. And as an
 17 orthopedist, Fatima and Roger Williams have
 18 really been able to provide excellent care. We
 19 have lots of awards. We've got numerous firsts.
 20 Our outcomes are excellent. To date, that's
 21 because we've got some very good and very
 22 dedicated surgeons.

23 Health care is entering a period of
 24 technology now, and technology, such as computer
 25 navigation, robotic surgery, they're becoming

<p style="text-align: right;">Page 85</p> <p>1 necessary to enhance the skills of the surgeons 2 and to come out with -- and to provide better 3 outcomes. They're expensive. They're way more 4 expensive than a small hospital system can 5 afford. And we've been very fortunate that 6 Prospect has been receptive to us and has 7 invested in some of those technologies that we 8 need to keep providing the care that we do. I 9 don't know that we could provide the services we 10 are with the results we do without that -- 11 deeper pockets from the national entity.</p> <p style="padding-left: 40px;">I'm also a member of the advisory 12 board at Roger Williams, and, like 13 Dr. Colagiovanni, I was on the board when we 14 couldn't pay our bills. We interviewed a lot of 15 entities, and Prospect was the only one that was 16 willing to allow us to maintain some ownership 17 and to share our board governance fifty-fifty. 18 They have been very receptive of us. Obviously 19 we would like to maintain our identity and our 20 culture. They've worked closely with us to 21 allow us to do that as much as we can and still 22 incorporate the best practices of the Prospect 23 national system.</p> <p style="padding-left: 40px;">I think most of the medical staff</p>	<p style="text-align: right;">Page 87</p> <p>1 to have two headlights. And the reason we only 2 had one is that David had given his to another 3 group on the mountain in the same situation that 4 we were. So I cannot speak for Dave's survival 5 skills, but I can certainly speak for his big, 6 big heart.</p> <p style="padding-left: 40px;">To me, these people are genuine and 7 good. I hear the other comments. I don't know 8 what to say. That's not the people I know. 9 CharterCARE right now is a quality organization. 10 We've got good support with Prospect and its 11 owners.</p> <p style="padding-left: 40px;">I do hope that the Department of 12 Health and the attorney general will support 13 this application for effective change of control 14 because I do think that Prospect and CharterCARE 15 together can meet our mission and provide for 16 the care in the community.</p> <p style="padding-left: 40px;">Thank you for your time, and I 17 appreciate the opportunity to speak.</p> <p style="padding-left: 40px;">MS. LOPES: Thank you.</p> <p style="padding-left: 40px;">I'm going to circle back to Toni-Ann 18 Nunes. Is there a Toni-Ann Nunes?</p> <p style="padding-left: 40px;">If I call on you, you can wave or use 19 the chat to let us know anything.</p>
<p style="text-align: right;">Page 86</p> <p>1 didn't even know that Sam Lee and Dave Topper 2 didn't own the company. It was news to me that 3 they were minority owners. The two of them have 4 been very engaged. The two of them show up at 5 our medical staff meetings. They show up at our 6 IPA meetings. They come to the board meetings. 7 They are a phone call away. If they -- if you 8 ask them to show up, they will fly out, and they 9 will attend. They even attend our hospital 10 holiday party. It is a horrible party with a 11 bunch of doctors talking about medicine, and if 12 you are not a physician, you wouldn't go there 13 unless you were completely dedicated to the 14 entity.</p> <p style="padding-left: 40px;">And lastly, I've actually gotten to 15 know Dave Topper personally. The two of us like 16 to hike, and we've had a number of terrific 17 hikes in upstate New York and New Hampshire, and 18 I've gotten to know him, I think, pretty well. 19 I'm going to share a story the very first time I 20 ever hiked with David.</p> <p style="padding-left: 40px;">We were on Mount Washington, late 21 October, 9:30 at night, pitch-black and pouring 22 rain, and we had one headlight between us, and 23 it was -- it was fading. And we were supposed</p>	<p style="text-align: right;">Page 88</p> <p>1 Again, Toni-Ann Nunes, N-u-n-e-s. 2 Okay. Christy Burns, B-u-r-n-s. 3 And then Lynn Blais, B-l-a-i-s. 4 MS. BLAIS: Hi. This is Lynn. 5 MS. LOPES: Hi. We can hear you. 6 MS. BLAIS: Okay. Thank you. And 7 thank you for circling around, because I'm just 8 finishing my -- my shift here at Fatima 9 Hospital.</p> <p style="padding-left: 40px;">My name is Lynn Blais, B-l-a-i-s. 10 I'm a registered nurse of 36 years. My entire 11 career has been spent with St. Joseph's Health 12 Services of Rhode Island and/or CharterCARE. 13 I'm also a graduate from the school of nursing. 14 And I come before you to request that 15 you deny the change in ownership and control, 16 and I really come here saddened to have to make 17 this request, because six years ago, I came 18 before many committees requesting that you 19 approve the purchase and sales of CharterCARE to 20 Prospect Medical Holdings. And I went with good 21 faith, based on the promises that were made to 22 all of us, not just to me as an employee, but to 23 the community at whole, of the changes that they 24 were going to make, and that quality was the</p>

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1 utmost importance to them, job preservation was
 2 important, and that they were going to be the --
 3 the knight in shining armor to come in and
 4 rescue our system. But I'm saddened to say it
 5 truly feels like it was a bait-and-switch.

6 I see as I come into work every day
 7 that it's really not about quality, it's really
 8 not about the patients, and it's really not
 9 about the employees. It truly is about the
 10 dollar. Every decision that's made is made
 11 based on what the cost factors are. I can give
 12 you a few examples of that.

13 You can walk into a supply room, go
 14 to grab some equipment, go to grab some
 15 supplies, and the shelf is empty. You make a
 16 phone call looking for the supplies. You're
 17 told, Oh, sorry. Backordered. Oh, national
 18 shortage on that. We've all come to learn that
 19 means they haven't paid the invoice. And until
 20 the invoice is paid, we can't get those supplies
 21 and equipment.

22 The equipment that we do get and the
 23 supplies that we get, you can see the quality is
 24 changing. They've become substandard.
 25 Something as simple as the gloves we wear every

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1 single day, you put your hand in, and your hand
 2 goes through the gloves more times than not. IV
 3 catheters. They bring in these new IV catheters
 4 that end up -- you can't thread them. They
 5 don't work right. And now you're using multiple
 6 catheters, and the patients are suffering
 7 because you have to stick them multiple times to
 8 get IV access. Tubing that we use, equipment
 9 that we use. The list goes on and on and on.
 10 And it's all because when you put it out for
 11 bid, you don't look at quality. You don't ask
 12 the people that are using the equipment what
 13 they would prefer. All you do is take the bid
 14 that's the lowest, and that's what you use for
 15 equipment. We have equipment that is old, that
 16 is broken, that can't be replaced, that can't be
 17 repaired because of the age of the equipment.
 18 But those things go unanswered.

19 When it comes to taking care of the
 20 patients, I am thrilled when I hear the stories
 21 that the patients don't feel the impact that we
 22 feel every day, and that's because of the hard
 23 work that the nurses do every single day so that
 24 these consequences do not reach the patients.
 25 And if it wasn't for the hard working nurses and

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1 the Allied professionals in this building, the
 2 patients would definitely feel the impact of a
 3 for-profit health care system.

4 We have vacancies that go unfilled.
 5 There's a running theme that we have to do more
 6 with less. You're constantly hearing about
 7 productivity numbers. So every day we look at
 8 how many patients are in beds, and that means
 9 how many -- what's the minimum number of people
 10 we can have working to take care of the number
 11 of patients in those beds. Nothing is
 12 calculated in on how sick those patients are,
 13 what care that they need. It's strictly a
 14 dollar number. And we want the least amount of
 15 people working to take care of the patients that
 16 are in this facility.

17 And with COVID on the scene, this
 18 hospital should be ashamed of themselves. This
 19 organization should be ashamed of themselves.
 20 We were at least two weeks behind where we
 21 needed to be, and that was because we didn't
 22 have PPEs on supply. When every other hospital
 23 in the state were wearing surgical masks upon
 24 entering the building, we were told, No, not
 25 needed. Don't need to have them. And that's

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1 because they were sitting over in China, and
 2 they couldn't get them delivered to the United
 3 States to get them distributed. So we started
 4 off behind the eight ball, and we've paid dearly
 5 for that.

6 We probably have the number -- the
 7 highest number of patients that converted to a
 8 COVID-positive status while being an inpatient
 9 in the hospital. Our geriatric psych unit, for
 10 example, 21 patients. 19 of those 21 patients
 11 converted to a COVID-positive status while
 12 admitted at this hospital. Of those 19,
 13 unfortunately, six of them did not survive. We
 14 have the highest number of health care workers
 15 that have converted to a COVID-positive status
 16 while employed here at the hospital. And that
 17 sadly goes back to quality, supplies, training,
 18 and the lack of leadership and the lack of
 19 responsibility of Prospect Medical Holding.

20 Let's see.

21 I mean, it's the end of the night.
 22 You've heard a lot of people talking, and I
 23 don't want to reiterate what everybody else has
 24 said, but the problem becomes for-profit
 25 medicine is not good medicine because that means

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1 you are looking for a profit. I understand you
 2 have to have a positive bottom line, you have to
 3 finish in the black, but there should be a limit
 4 of how much money goes back to the investors,
 5 and the millions and millions of dollars that
 6 these investors have recouped off the back of my
 7 members and all of the employees that work here
 8 is unacceptable.

9 So, again, I respectfully urge you
 10 not to grant this application. The hospital
 11 should be saving lives and providing care to the
 12 community that we serve, but that is not the
 13 priorities of these applicants.

14 So, thank you. And thank you as I
 15 get in at the 19th hour as you finish this
 16 conference.

17 MS. LOPES: Thank you.

18 I'm going to circle back again once
 19 more. Last chance to Toni-Ann Nunes or Christy
 20 Burns.

21 Having -- not hearing anything from
 22 Toni-Ann Nunes or Christy Burns, is there anyone
 23 that would like to provide comment that did not
 24 sign up to speak today?

25 Thank you, then. We are at 7:00

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1 exactly, and this meeting can be concluded,
 2 unless anyone has any other remarks.

3 I thank you for your time and your
 4 input. I appreciate all the comments that we've
 5 heard here today. Thank you.

6 MS. POWELL: One moment. I just want
 7 to take one quick moment to just apologize to
 8 everyone for what happened in this meeting.
 9 It's not something that's happened before, but
 10 we will make changes to reduce, once again, the
 11 risk of that type of Zoom bombing that I do
 12 think we've all heard about. And we usually
 13 operate in a way to try to prevent that from
 14 occurring.

15 So thank you all for your patience as
 16 well with that as we tried to shut that down as
 17 quickly as we could. And as Fernanda said,
 18 thank you all for attending and sharing your
 19 comments and your perspectives with us. They
 20 were well heard. Thank you.

21 (MEETING CONCLUDED AT 7:01 P.M.)
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 23
 24
 25

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C E R T I F I C A T E

1
 2
 3 I, CASEY A. BERNACCHIO, Shorthand Reporter
 4 and Commissioner, hereby certify that the
 5 foregoing is a true, accurate, and complete
 6 transcription of my stenographic notes taken at
 7 the time of the aforementioned matter.

8 This proceeding was done remotely via web
 9 conference and may result in some inaccuracies
 10 and/or dropped words created by audio conflicts
 11 that may arise during any web-based event.

12 IN WITNESS WHEREOF, I have hereunto set my
 13 hand this 17th day of December, 2020.

Casey A. Bernacchio

 CASEY A. BERNACCHIO
 SHORTHAND REPORTER

17
 18
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 20
 21
 22
 23
 24 MY COMMISSION EXPIRES:
 25 DECEMBER 31, 2023

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