

In the Matter Of:
HOSPITAL CONVERSIONS ACT INITIAL APP.

CHRISTOPHER CALLACI

May 17, 2024

Confidential



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STATE OF RHODE ISLAND

RE: Hospital Conversions Act Initial Application
of The Centurion Foundation, Inc., CharterCARE
Health of Rhode Island, Inc., CharterCARE Roger
Williams Medical Center, Inc., CharterCARE Our
Lady of Fatima Hospital, Inc., Chamber, Inc.,
Ivy Holdings, Inc., Ivy Intermediate Holdings,
Inc., Prospect Medical Holdings, Inc.,
Prospect East Holdings, Inc.,
Prospect CharterCARE, LLC, Prospect CharterCARE
SJHSRI, LLC, and Prospect CharterCARE RWMC, LLC
(collectively, the "Transacting Parties")

VIDEOCONFERENCE INTERVIEW UNDER OATH OF
CHRISTOPHER CALLACI
CONFIDENTIAL

May 17, 2024

11:13 a.m. EST

Casey A. Bernacchio, CSR

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E X H I B I T S

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(Exhibits furnished with transcript.)

INTERVIEW OF CHRISTOPHER CALLACI

May 17, 2024

CHRISTOPHER CALLACI, having been first
duly sworn, testified as follows:

EXAMINATION BY MS. RIDER:

Q. Good morning, Chris. I know you'd like
me to call you Chris.

Can you state your full name for the
record?

A. First name's Christopher. Last name
Callaci.

Q. And you understand that you're here to
give a statement under oath related to the
Rhode Island Department of Health and the
Rhode Island Attorney General's review of a
hospital conversion application submitted in
connection with the sale of Prospect CharterCARE,
which includes Roger Williams Medical Center and
Our Lady of Fatima to the Centurion Foundation?

A. That's my understanding.

Q. And this is being conducted pursuant to
Rhode Island General Law 23-17.14-14A.

And we know each other, but for the
record, my name's Jessica Rider. I'm an attorney

1 and consultant for the Rhode Island Department of
2 Health in this matter.

3 On the call from the Rhode Island
4 Department of Health is also Michael Dexter,
5 Alana Campbell, Fernanda Lopes, who I know you
6 know very well, all staff at the Rhode Island
7 Department of Health.

8 MS. RIDER: And I will turn it over to
9 the AG's office to introduce her team.

10 MS. BROADBENT: Thank you.

11 My name is Jordan Broadbent. I'm a
12 special assistant attorney general here at the
13 attorney general's office.

14 On the call with me is Danielle Bangs,
15 who is part of the Veralon expert team, retained
16 by the Office of the Attorney General, along with
17 Marc Lombardi, who is with Shipman & Goodwin, our
18 outside counsel.

19 It's nice to meet you, Mr. Callaci.

20 THE WITNESS: Likewise. Please,
21 everybody, call me Chris.

22 BY MS. RIDER:

23 Q. And, Chris, I'm just going to share my
24 screen.

25 MS. RIDER: And I'm going to mark this

1 as Exhibit A.

2 Exhibit A, Amended Notice to Attend, was
3 received in evidence for identification.

4 BY MS. RIDER:

5 Q. And I should confirm, can you see my
6 screen?

7 A. I can.

8 Q. Okay. Great.

9 And do you recognize this -- well, first
10 off, let me say thank you very much for
11 accommodating our schedules. I know we've had to
12 switch this around a little bit.

13 So what you're looking at is the amended
14 notice to attend today's statement under oath.

15 And do you recognize this document?

16 A. I do.

17 Q. And you are here pursuant to that
18 notice; correct?

19 A. I am.

20 Q. Great.

21 And today's -- the focus of today's
22 statement under oath will be your opinion and
23 your opinion on behalf of the union on the
24 proposed conversion.

25 We'll go through a couple of ground

1 rules, even though I know you know them very
2 well.

3 And have you been deposed before?

4 A. I have.

5 Q. And so I think the first and most
6 important thing is that we're here with a court
7 reporter, so we must have all of our answers be
8 verbal. As you know, shakes of the head, nods
9 don't come around on the transcript.

10 Do you understand that?

11 A. I do.

12 Q. And you understand that you're answering
13 your questions under oath today, meaning
14 honestly, accurately, and truthfully?

15 A. That's my understanding.

16 Q. Anything preventing you from being able
17 to do that today?

18 A. Nope.

19 Q. And if you don't understand a question,
20 please ask me to rephrase it.

21 A. Okay.

22 Q. Great.

23 And if you need a break, please ask. I
24 don't know that we'll be here all that long this
25 morning, but happy to give breaks when we need

1 them. I just ask that you finish responding to a
2 question completely before breaking.

3 A. Okay.

4 Q. Is that fair?

5 A. That's fair.

6 Q. Did you do anything to prepare for
7 today?

8 A. I did.

9 Q. And can you tell me briefly what you
10 did?

11 A. Well, I reread the written submission,
12 which I think I submitted -- I think that was due
13 at the end of March.

14 I went back and reread sections of the
15 application, which I've spent a lot of time with.

16 I spent some time going through my notes
17 on my failed negotiations with Centurion on labor
18 matters.

19 I went back and looked at some of the
20 statutory criteria for RIDOH and the AG and the
21 Hospital Conversion Act review process.

22 I think that's about the universe of
23 what I did to prep for today.

24 Q. Great. And I think we'll probably hit
25 most of those items as we go through today.

1 So let's just talk a little bit about
2 your background.

3 Now, you serve as general counsel for
4 the United Nurses and Allied Professionals in
5 Rhode Island; correct?

6 A. Correct.

7 Q. How long have you held that role?

8 A. I've had that position since 2008.

9 Q. And can you tell me a little bit about
10 UNAP and what it does?

11 A. UNAP, United Nurses and Allied
12 Professionals, is an independent healthcare
13 union, representing healthcare workers
14 predominantly in the State of Rhode Island, but
15 we do have some membership in the state of
16 Vermont and a very small bargaining unit in the
17 state of Connecticut. We're not affiliated with
18 any national union.

19 We represent healthcare workers at a
20 majority of the state's acute care hospitals,
21 Landmark Medical Center, the Rehab Hospital of
22 Rhode Island, Rhode Island Hospital, Kent
23 Hospital, Fatima Hospital, Roger Williams Medical
24 Center, Westerly Hospital, Zambarano Hospital.

25 And we represent the folks who do the

1 maintenance work, to the patient transporters, to
2 the folks in the cafeterias, to the RNs at the
3 bedside, to non-nursing professionals, technical
4 employees, all sorts of licensed folks. That
5 gives you a flavor for who we represent.

6 And on this particular application, we
7 happen to represent about 1,200 folks who work at
8 Roger Williams Medical Center, Our Lady of Fatima
9 Hospital, but also the Prospect Rhode Island Home
10 Health and Hospice facility.

11 Q. Well, Chris, you're knocking off a lot
12 of my questions yourself, so thank you for that.

13 So I was going to ask you -- and you
14 said that the Prospect CharterCARE -- the unions
15 that you represent within Prospect CharterCARE
16 are approximately 1,200 people.

17 How many members total do you have in
18 Rhode Island?

19 A. I think it's near 7,000. Let me say
20 that's approximate.

21 Q. Sure.

22 And just to be clear, when I say -- I
23 just want to make sure we have an understanding
24 about the names I'm using.

25 When I say "Prospect CharterCARE," I

1 take that to mean, you know, the existing system
2 in Rhode Island that includes Roger Williams
3 Medical Center and Our Lady of Fatima, and then
4 all the, you know, subsidiaries, which -- so that
5 would include, as well, the home health?

6 A. That's what I mean when I use that term
7 as well.

8 Q. Great.

9 Can you tell me a little bit more about
10 the 1,200 members within the Prospect CharterCARE
11 system as far as how that's broken down at the
12 different facilities and also as -- you know,
13 whether or not it's nurses and other types of
14 professionals?

15 A. Sure.

16 So at Roger Williams, we represent the
17 registered nurses. That one bargaining unit at
18 Roger Williams.

19 At Prospect Rhode Island Home Health and
20 Hospice, we represent all of the professional and
21 the nonprofessional staff. And what I mean by
22 that, is on the professional side, the RNs, all
23 the therapists, OT, PT, speech. We represent all
24 the office staff, the CNAs, the LPNs, the
25 schedulers. All those folks.

1 And then at Fatima, I guess the best way
2 to explain that would be that we represent all
3 the RNs there.

4 We represent all of the non-nursing
5 professionals, so that would include, for
6 example, social workers, pharmacists, medical
7 technologists, occupational speech and physical
8 therapists, folks like that.

9 We also represent all the technical
10 employees at Fatima: OR techs, ER techs, the
11 medical lab technicians in the lab. That's just
12 a few examples.

13 We also, at Fatima, represent all of the
14 support staff. So the folks who work in laundry,
15 environmental, the kitchen. Patient
16 transporters, medical secretaries, phlebotomists.
17 Folks like that.

18 We also represent all of the folks who
19 work in the engineering department. Those are
20 your carpenters, your electricians, your
21 plumbers, your painters, your HVAC folks.

22 I'd say that kind of covers the
23 waterfront.

24 Q. And do you know a breakdown of, you
25 know, of that 1,200, how many are represented at

1 Roger Williams, Our Lady of Fatima, and the home
2 health?

3 A. Yeah. I would say the RNs at Roger
4 Williams, approximate numbers, I would say
5 probably in the neighborhood of 215, 220.

6 At the home health agency, I'd put the
7 membership -- that's a small agency. I'd put the
8 membership there at somewhere in the neighborhood
9 of 20, 25.

10 And then the rest of the folks would be
11 the folks who work at Fatima.

12 Q. And have there been unions at all these
13 facilities -- or I should ask: How long have
14 there been unions at all these facilities?

15 A. The RNs at Fatima voted to join the UNAP
16 way back in 1996.

17 All of the other folks that I've been
18 testifying to have joined the union over the
19 course of the last four or five years.

20 There has been a lot of organizing
21 activity because employees were just very unhappy
22 working for Prospect Medical Holdings and felt
23 compelled to join the union so that they could
24 get better wages, benefits, and working
25 conditions and job security. They were just not

1 at all comfortable with or trusting of Prospect
2 as an employer.

3 Q. Would you say that, you know, for those
4 groups that have just kind of formed in the last
5 four to five years, has that been successful for
6 them in achieving what they're looking for?

7 A. It's been very successful. I can't
8 always say that. We've had, you know, difficult
9 contract negotiations elsewhere in our union.

10 But the contracts that are now in place
11 between the UNAP and Prospect CharterCARE are
12 very solid. Very strong contracts.

13 Q. And then you said that UNAP also
14 represents members in most of the other hospitals
15 in Rhode Island; is that correct?

16 A. Yes.

17 Q. Now, I want to take you back a couple of
18 years.

19 And you're familiar with the Chamber Ivy
20 transaction in 2021 that resulted in
21 Leonard Green exiting Prospect Medical Holdings?

22 A. I am.

23 Q. And at that time, UNAP did express some
24 concerns with that application; is that right?

25 A. We did.

1 Q. Can you just briefly, for the record,
2 remind me of those concerns.

3 A. Well, I'll do my -- I'll do my best.

4 I know that I submitted a number of
5 written objections that you have access to.

6 At the time, I remember that we were
7 deeply concerned with a dividend payment that had
8 taken place in, I believe, 2018, whereby it was
9 our understanding that Prospect Medical Holdings
10 had borrowed somewhere in the neighborhood of
11 \$1.15 billion and then made somewhere in the
12 neighborhood of a 450 to a \$500 million dividend
13 payment. 122 million or so of that went to Sam
14 Lee and David Topper, who were the two -- I will
15 not call them gentlemen -- who were looking to
16 buy out Leonard Green's 60 percent interest.

17 We were concerned about the arrangement
18 with MPT, where outside of Rhode Island they had
19 entered into sale-leaseback agreements with MPT.

20 Our understanding was that they were
21 taking the equity out of those buildings because
22 they had taken on so much debt with the dividend
23 payments.

24 And while the Rhode Island hospitals
25 were not subject to the sale-leaseback

1 agreements, certainly Prospect Medical Holdings
2 hospitals, in our view, were saddled with an
3 enormous amount of debt.

4 And we were deeply concerned about that
5 and about the fact that the two guys who are in
6 the center of that, Sam Lee and David Topper,
7 were now going to have 100 percent interest in
8 the Rhode Island hospitals where our members
9 work. And that was problematic.

10 And, of course, our interests go beyond
11 the interests of our members and their families.
12 We advocate for these facilities to remain
13 full-service hospitals to provide a full range of
14 services to the community because it was
15 important to the health care infrastructure in
16 the state.

17 Now, there were also concerns that we
18 had -- I'm remembering this now -- where we
19 believe that the Health Services Council had
20 deemed an application complete that was not
21 complete.

22 There were requirements -- reporting
23 requirements in the application where they were
24 supposed to report ongoing litigation,
25 violations, and other kinds of things, and there

1 were all sorts of items that they did not report.

2 And one of our objections was to say to
3 the Health Services Council, "Look, you're
4 allowing them to submit an incomplete application
5 and then giving them a review. And without a
6 full application, you're depriving the public of
7 the ability to make a meaningful public comment."

8 So those are some of the concerns that
9 we had then that come to mind. I don't want to
10 say on the record now that those were all the
11 concerns. I mean, we're going back to -- I think
12 that was, what, 2020, 2021. So I don't know that
13 I'm remembering all of our concerns, but those
14 come to mind.

15 Q. Thank you.

16 And, yes, my question was really a
17 general sense. And we won't hold you to it. I
18 think in the -- like you said, you did submit
19 many public comments as well, so if we wanted
20 the -- and provided a statement under oath. So I
21 think if -- for a complete record, we could
22 probably reference those as well.

23 A. Yes.

24 Q. Now, you just mentioned something about,
25 in 2021, the CEC application not being complete.

1 Now, have you looked at -- well,
2 actually, let me ask you this: You did say
3 you've looked at the public HCA application for
4 this current transaction, the Centurion Prospect
5 transaction; correct?

6 A. I have.

7 Q. Have you also looked at the CEC
8 application that they've submitted as well?

9 A. I've not seen it. I went online as
10 recently as last Friday, and I didn't see it.

11 Q. So that's not -- that's not something
12 you've looked at as you sit here today?

13 A. No. I have not.

14 Q. Now, I want to go back just briefly
15 again to 2021. And so you're very familiar with
16 the situation that was going on in 2021 and that
17 transaction.

18 And since that transaction closed with
19 Leonard Green in roughly mid-2021, what's your
20 opinion on how Prospect CharterCARE has changed
21 since that transaction closed, if at all?

22 A. One thing that appears to be
23 significantly worse now than then -- and this is
24 anecdotal, I get this from the people that I
25 represent -- that it is very difficult for them

1 to get ahold of the supplies they need to do
2 their jobs; that they find that when they need
3 supplies, that there is a credit hold, because
4 Prospect hasn't paid their bills.

5 And it's a consistent theme. For
6 example, the folks we represent in the
7 engineering department -- those are the
8 maintenance guys -- say that they have difficulty
9 getting the things they need to make the repairs
10 and do the maintenance work they need to do.

11 Folks who work in other departments in
12 the hospital, nonpatient care settings, can't get
13 the supplies they need. Nurses tell me they
14 can't get the supplies they need.

15 But I want to make it clear here that
16 that's anecdotal, but I hear it a lot. And so it
17 doesn't surprise me that there's -- there's
18 obviously something going on between RIDOH and
19 Prospect and the AG's office and Prospect related
20 to their failure to pay their creditors.

21 Q. And you're hearing from your members
22 that this issue has gotten worse for them in at
23 least the last couple of years.

24 Can you pinpoint it to even a shorter
25 time frame, if possible?

1 A. I know it was a problem during COVID.
2 The complaints about it got louder and louder
3 since then.

4 I don't want to say, however, that it
5 wasn't a problem before then, because there may
6 be folks who work at the hospitals I represent
7 and say, "Look, Chris, we had a problem with this
8 that predates that."

9 Q. And you're -- you said that you're
10 hearing this for both supplies on the clinical or
11 patient-facing side of things, as well as
12 maintenance of the facilities?

13 A. Yes.

14 Q. Now, are you hearing anything from your
15 members as to the condition of the physical
16 plants, like what condition they're in?

17 A. Yes. We've heard from employees on
18 leaky ceilings. We've heard from employees on
19 rodent infestation. We've heard from employees
20 on failure to maintain parts of the physical
21 plant, in particular, the parking areas and
22 access roads around Fatima Hospital.

23 Those come to mind. I can't think of
24 anything else off the top of my head.

25 Q. And I know you just said the failure to

1 maintain the parking area and access was at
2 Fatima.

3 What about the leaky ceiling and the
4 infestation?

5 Is that also at Fatima or Fatima and
6 Roger William?

7 A. The -- the complaints I've heard in that
8 regard were Fatima, but they may -- that may also
9 be occurring at Roger Williams. I don't know.

10 Q. And then other -- other than Fatima and
11 Roger Williams, are you hearing complaints about
12 the physical plants of any of the other
13 facilities, you know, whether or not it be the
14 labs or anything like that?

15 A. I'm not. I want to stress it doesn't
16 mean there aren't problems there, but I'm not
17 hearing anything in that regard.

18 Q. Sure. Yes. And to be clear, you know,
19 I'm asking about, you know, what you're hearing
20 and what your members are telling you. So we
21 won't hold you to anything outside of that.

22 A. Understood.

23 Q. Now, let me ask you about what you're
24 hearing about labor relations from your members,
25 so labor relations with Prospect CharterCARE.

1 A. So the labor relations between the union
2 and Prospect CharterCARE are always difficult.
3 There's a fairly steady traffic of grievances.
4 Contract negotiations with them are always
5 difficult and strained.

6 We oftentimes have to pull teeth to get
7 relevant information from them that we're
8 entitled to under federal labor law that we need
9 so that we can make informed decisions about the
10 proposals they make to us at the bargaining table
11 and the proposals we advance to them.

12 So the labor relations with them have
13 been strained, really, from day one. And the
14 labor relations with Centurion are not good, but
15 I may be getting ahead of myself.

16 Q. Have the labor relations, you know,
17 gotten any worse in the last couple of years, or
18 do you think it's been the same?

19 A. They've consistently been problematic.

20 Q. And let me ask you about your comment on
21 the traffic of grievances.

22 Do you know how many grievances, you
23 know, in the last year there have been?

24 And if you don't, that's fine. I don't
25 want you to guess. But just because you had

1 mentioned it.

2 A. Yeah, I couldn't give you a number for
3 the last year.

4 Q. Do you think it's been more or less than
5 it has been in the past?

6 A. I think it's been more. But I want to
7 make clear the reason why it's been more is that
8 the membership has been expanding. And so as the
9 membership expands, the volume of grievances
10 increases.

11 Q. And what generally are the grievances
12 about?

13 Can you -- can you pinpoint any trends?
14 Are they the same type of grievances?

15 A. They're the same kind of grievances
16 generally, nickel-and-dime stuff that really
17 doesn't make any sense to us.

18 I will give you one example. We
19 litigated a case in labor arbitration last
20 Thursday over the payment of a weekend
21 differential to staff at Prospect Rhode Island
22 Home Health and Hospice. The contract says it
23 goes to all employees, and Prospect flew a lawyer
24 out from Chicago to say that all employees
25 doesn't mean all employees, and not all employees

1 get it.

2 And when I use the term
3 "nickel-and-dime," I mean it. They're not going
4 to win that case. It's a clear contract
5 violation. They complain that money's tight, but
6 they're going to spend thousands, if not 10,000
7 bucks, on that case.

8 And there are cases like that that
9 continue to come up. And we say to them all the
10 time, "Why? Why are we litigating this?"

11 And it's a waste of money and resources.
12 But that's the kind of stuff that we get from
13 them.

14 Q. Now, have any of your members been
15 affected by layoffs at Prospect CharterCARE?

16 A. Yes.

17 Q. Can you tell me about that?

18 A. Well, most recently there have been some
19 satellite sites that have closed. I'm not sure
20 whether those are doctor offices or not, but
21 they've resulted in the layoff of some of our
22 phlebotomists.

23 Q. And were those phlebotomists eligible to
24 severance or something else?

25 Any other benefit under their contract?

1 A. In the contract, there is language that
2 says that if there are vacancies elsewhere, if
3 they're qualified for them, they can fill them.
4 They do have some rights to bump less senior
5 employees. On the details of that, I just don't
6 know. I'd have to speak to the folks who handle
7 that stuff on the ground over there.

8 Q. Now, what about any staffing shortages?
9 Are you hearing about staffing shortages
10 from your members?

11 A. Every department complains about
12 short-staffing.

13 Q. And so that's across -- you know, we've
14 talked about a lot of different areas where your
15 members earn at this.

16 And that's across the whole universe of
17 departments within Prospect CharterCARE?

18 A. Yes.

19 Q. Is that a newer trend, or has that been
20 a consistent trend?

21 A. It's been a consistent trend. I'll
22 leave it at that. It's been a consistent trend.

23 Q. Now, what about patient care?

24 Are you hearing -- you know, I know
25 earlier you talked about the supply issues, you

1 know, and the maintenance of the facilities,
2 which I'm sure absolutely go into patient care.

3 But is there anything else from a
4 patient care perspective that you're hearing from
5 your members about the difficulty to provide
6 quality patient care for something that's going
7 on within corporate?

8 A. I think if you interviewed or talked to
9 any of the folks that are in the union, I think
10 they would tell you the following: That they
11 resent being chronically short-staffed. They
12 resent not having access to the supplies they
13 need when they need it. They resent not having
14 the support that they expect to get from their
15 supervisors and managers in the executive suite.

16 That when they go home at the end of the
17 day, that they resent the fact that they feel
18 like they're having to work a lot harder and take
19 on a lot more stress because of these pressures.

20 And I think that they would also tell
21 you that they're making do, and that they're just
22 working harder with less because they're
23 committed to providing quality care to those
24 folks, that's why they went into that line of
25 work, and that they're doing their best to make

1 sure that that's not compromised.

2 Q. And does Prospect have -- if you know,
3 does Prospect have unions in other states?

4 Do the other facilities have unions?

5 A. They do. They have unions representing
6 employees in one or more of their Connecticut
7 facilities. They have unionized employees in one
8 or more of their Pennsylvania facilities. I
9 don't know about -- I don't know about the West
10 Coast.

11 Q. Do you have any interaction with the
12 union representatives in Connecticut or
13 Pennsylvania?

14 A. I have some -- I've had some
15 communications over the years with the union that
16 represents folks in some of the Pennsylvania
17 hospitals.

18 Q. Do you hear -- the same concerns that
19 you're telling me about that are happening in
20 Rhode Island, do you hear that about the
21 Pennsylvania facilities as well?

22 A. Same exact -- same exact complaints
23 there as we have here.

24 Q. And just generally, do you think you get
25 more complaints from your members at Prospect

1 CharterCARE than the other hospitals in the
2 state?

3 A. I do.

4 Q. And can you explain a little bit -- can
5 you give me a little bit more context with that?

6 Can you explain why you think that is?

7 A. Sure.

8 It's my understanding -- I want to be
9 careful here with the language I use. It's my
10 understanding that the labor relations, for
11 example, between the UNAP and our members at Kent
12 County Hospital -- Memorial Hospital, which is
13 part of the Care New England system, are mature.

14 I think there's a general trust between
15 labor and management there, and that the labor
16 and management relationship is fairly good. It
17 doesn't mean that we don't have our fights and
18 our disagreements.

19 The relationship between our union and
20 our -- and the management at the Westerly
21 Hospital I think is quite good, again, because
22 there is trust there, which leads to good labor
23 relations.

24 I think we fight a little bit more with
25 management at Rhode Island Hospital and the

1 Lifespan system than we do at Care New England
2 and the Westerly, but I think there's a working
3 relationship there that is better than the one we
4 have with Prospect.

5 That just doesn't exist at Prospect
6 because Prospect and their principals, in our
7 view, are not honest. They're not forthcoming.
8 They're not trustworthy. They're not invested in
9 the community.

10 And at the end of the day, we don't
11 think that they really have a particular interest
12 in the well-being of the employees or their
13 families or the delivery of the care.

14 Q. And you mentioned Lifespan and Care New
15 England.

16 You have members at Landmark as well;
17 correct?

18 A. We do.

19 Q. What -- how are things going there?

20 A. I'm really not sure. And let me try to
21 explain why.

22 While my position is general counsel
23 with the union, and I do all the union work for
24 the union, we have staff here who are assigned to
25 negotiate the contracts and handle grievances for

1 each of the locals. I don't do all that work.

2 So, for example, I don't negotiate the
3 contracts with the owner up there,
4 Prime Healthcare. I don't do the grievance work
5 there. I think it's a substandard contract.
6 Prime is continually squeezing folks up there so
7 that they can make their margins.

8 But I really can't say anything more
9 about the day-to-day labor relations there. I
10 just don't have firsthand knowledge of that.

11 Q. Sure.

12 Now, I want to switch to talking a
13 little bit more about this proposed transaction
14 that's in front of us.

15 And you've made public comments on
16 behalf of the UNAP related to this transaction;
17 correct?

18 A. Correct.

19 Q. And you spoke at the public meeting?

20 A. I have.

21 Q. And you also submitted a letter as well,
22 which I think you referenced earlier in your
23 testimony; correct?

24 A. Correct.

25 Q. I want to share my screen.

1 MS. RIDER: I'm going to have this
2 marked as Exhibit B.

3 Exhibit B, Letter submitted on behalf of
4 UNAP, was received in evidence for
5 identification.

6 BY MS. RIDER:

7 Q. And, Chris, can you see my screen?

8 A. I can.

9 Q. And this is an eight-page document, but
10 from the first page, do you recognize this as the
11 letter that you submitted on behalf of UNAP
12 related to this conversion?

13 A. I do.

14 Q. Now, I want to talk you through some of
15 the concerns that you addressed and see if we can
16 hear more about them. So I'm going to go down
17 here.

18 And I think the first one you mentioned
19 here is: "Centurion's Business Model is Not
20 Viable."

21 Correct?

22 A. Correct.

23 Q. Can you briefly speak to -- to this
24 concern, just for the record here?

25 A. Sure.

1 In this submission, I had pulled from
2 other sources because there has been -- there
3 have been ownership changes at Roger Williams and
4 Fatima dating all the way back to 2009.

5 So I mentioned a public document that
6 revealed over 88 million in losses between fiscal
7 year 2015 and 2020.

8 The application we're discussing today,
9 making reference to Centurion saying this is
10 going to be a stand-alone self-sustaining system
11 where they're not going to make any financial
12 commitments with respect to capital expenditure
13 or operational losses, it's 100 percent
14 debt-financed.

15 The bond market thing that the local
16 hospitals have to take on 133 million in debt and
17 secure that somehow with pledge revenues when
18 they're losing enormous amounts of money on the
19 operational side of things.

20 We got at the interest using the figures
21 that we think are unrealistically favorable.
22 They mention interest rates in the 6 to 7, 7 and
23 a quarter percent range. We're worried about the
24 interest when those come due.

25 We say that the business model is not

1 viable because it's -- you're taking failing
2 hospitals, who can't find their way financially,
3 and the model basically works as follows: Borrow
4 a ton of money and magically we'll turn
5 everything around.

6 I would just say that there are other
7 things that have come to my attention since I've
8 submitted this that go to this issue, but I don't
9 want to get ahead of myself. I want to stay with
10 the question you asked.

11 Q. Well, actually, that's a great follow-up
12 question.

13 Why don't you tell me what you've
14 learned since submitting this letter,
15 specifically as it relates to the business model
16 not being viable, and tell me about that.

17 A. Okay.

18 So Jeff Liebman, the CEO of Prospect
19 CharterCARE, sends emails to the employees,
20 updating them on the regulatory process from time
21 to time, I don't know, maybe every couple of
22 weeks.

23 And he sent one out last week to the
24 employees. And in it he said that the new
25 CharterCARE -- not Centurion -- the new

1 CharterCARE is going to assume the PACE loan.
2 And his reference to the PACE loan in the
3 application. And in the application, it reveals
4 that that PACE loan is north of \$60 million.

5 And I also remember -- is it okay if I
6 look at -- I have in front of me on my desk the
7 section of this application.

8 Can I look at that, or is that a no-no?

9 Q. No, of course. Yes. I think just for
10 the record, if you just let us know what you're
11 looking at, that's absolutely fine.

12 A. I'm looking at page 12 of the
13 application. And on page 12, Centurion leaves
14 this impression with the regulators that they
15 might assume that PACE loan.

16 And there are two bullets at the bottom
17 of that page -- and if you read the second one,
18 you will know what I'm talking about -- where
19 Centurion says that they'll evaluate whether or
20 not to assume that loan.

21 And now we find out, in an email from
22 Jeff to employees, that Centurion is not assuming
23 that loan, that the new CharterCARE is. So
24 that's news to us. And maybe you, as regulators
25 who have much more information than I, know that.

1 But that really makes us even -- even --
2 even more terrified of this business model and,
3 in our view, renders it even more non-viable than
4 we thought when I submitted this letter on
5 May 29th. Because not only are they going to
6 take on -- meaning the new CharterCARE, the local
7 hospitals -- the bond debt. They're going to
8 take on this \$60 million note.

9 The other thing that's come to our
10 attention is the Providence Business News
11 published an article in its most recent edition
12 in which it reveals something that I did not find
13 in the application, and I looked for it. Maybe I
14 missed it.

15 And the reporting of that article was
16 that the operating losses for Prospect
17 CharterCARE in 2021 was 34 million. And in
18 fiscal year 2022, it was 37.2 million. I didn't
19 find that in the application. And if it's not in
20 the application, it should've been in the
21 application.

22 And the reason I say that is because
23 they are proposing that this be a stand-alone,
24 self-sustaining system with no money coming from
25 Centurion, and now we find out -- at least it's

1 news to us -- that the losses were 34 million and
2 37 million in 2021 and 2022, respectively, and we
3 gotta take on a \$60 million PACE note.

4 And then the last thing I would say
5 that -- we did touch on, in this document you
6 have up on the screen, about the interest. And
7 it looks like we were right. We thought that it
8 would be somewhere between 93 million and
9 279 million. The PBN is reporting that the
10 interest payments would be approximately 197
11 million.

12 I mean, these numbers just keep getting
13 worse, which further buttresses our argument and
14 our view that this model is simply not viable.

15 Q. And so when you wrote the letter back in
16 March, specifically as it relates to this
17 section, at that time you were writing it under
18 the assumption that the new CharterCARE system
19 was taking over the bond financing. But you've
20 since learned that they may also be assuming the
21 PACE loan.

22 And the other new information that you
23 have is that the operating losses are more than
24 what you thought they were when you wrote the
25 letter?

1 A. Yes, that is true. And in the PBN --
2 look, fair enough. It's an article. Maybe it's
3 accurate; maybe it isn't. But there's a
4 reference to the fact that the new CharterCARE
5 will somehow magically be something in the
6 neighborhood of 22 million in the black by 2028.
7 We're going to see, what, a 50, \$55 million swing
8 in a few years?

9 Q. And I think -- this probably goes to my
10 next question.

11 So in this section here you mention it,
12 and you also mentioned it at the public meeting,
13 that Prospect CharterCARE has not previously been
14 able to identify untapped savings and create more
15 revenue-generating activities since the hospitals
16 first joined together back in 2009.

17 Do you have any opinion as to why you
18 think that is?

19 A. I'm sorry. Can you ask that question
20 again?

21 Q. Sure.

22 So in this letter, and also at the
23 public meeting, you mentioned that Prospect
24 CharterCARE has not previously been able to
25 identify untapped savings and create more

1 revenue-generating activities since the hospitals
2 first joined together in 2009. So essentially
3 the hospitals haven't been able to turn around
4 financially.

5 Do you have any opinion as to why you
6 think that is?

7 A. I do have an opinion about it, and I
8 referenced it in the March 29th submission.

9 Look, I was around during the formation
10 of CharterCARE in 2009. I read that application.
11 And I went back and reread it before I submitted
12 this public -- written public comment.

13 And similarly, I was around during the
14 2014 joint venture between CharterCARE and
15 Prospect. And went back and read that
16 application.

17 And I have an enormous amount of
18 skepticism. What I have found over the years is
19 that applicants are pretty good at saying a whole
20 lot of nothing and painting a pretty rosy
21 picture.

22 And so you've got -- and I quoted in
23 this submission -- all of this fluffy language
24 and all these platitudes about, "We're going to
25 miraculously find savings we never found before,

1 and we're going to find new revenue-generating
2 sources that we never found before, and we're
3 going to get to the promised land."

4 And everybody knows that when
5 CharterCARE was formed in 2009, that's what the
6 applicants were saying. And they didn't get to
7 the Prospect -- they didn't get to the promised
8 land. In fact, they were in deep trouble when
9 they did the joint venture with Prospect.

10 And then we heard the same platitudes
11 when CharterCARE and Prospect did the deal in
12 2014. And here we are ten years later, and they
13 didn't realize any of these savings or any of
14 these new sources of revenue.

15 Now, add to that. When you look at this
16 application and you look at the things that they
17 say -- they point to as savings. In that
18 application, for example, they point to about
19 \$11 million or \$11 1/2 million in savings they
20 claim they're going to get from changes in
21 Medicaid and payer rates. That ain't going to
22 happen.

23 We've had this conversation in this
24 state for a long time. General Neronha has
25 talked a long time about the need for there to be

1 a change in the reimbursement rates. Centurion
2 is not going to come to Rhode Island and snap
3 their fingers and have changes in the rates that
4 are going to deliver \$11.4 million in savings,
5 which is the representation they're making to you
6 guys. That's not going to happen.

7 Q. Is there anything that -- you know, and
8 I'm really just asking, you know, your read of
9 the situation.

10 Is there -- you know, how do you think
11 the hospitals could turn around?

12 They've been struggling financially for
13 many years, and what do you think would need to
14 happen to get them to turn around and be more
15 self-sustaining?

16 A. Well, I'll answer that question as a
17 labor lawyer, not a CEO of a hospital. But first
18 and foremost, I would say that, look, it is a
19 nonstarter to have a buyer not put capital into
20 the transaction. Nonstarter. If you don't
21 invest money in these hospitals, they will fail.
22 So that's number one. And, of course, the model,
23 that's not going to happen. All we're going to
24 do is take on more debt.

25 The second thing is -- and this has been

1 a chronic problem in health care for years,
2 dating back to when Landmark failed before --
3 around 2007, 2008. There has to be a State
4 solution and a federal solution to reimbursement
5 rates. There just has to be.

6 As long as Medicaid and Medicare
7 patients are in the beds in our hospitals, those
8 reimbursement rates are barely covering costs, if
9 at all. And those reimbursement rates have to
10 change. And if they don't, we're going to
11 continue to struggle to keep these hospitals
12 solvent.

13 So right off the -- right off the top of
14 my head, those would be two critical things that
15 would have to take place in order for these
16 hospitals to survive going forward.

17 Q. And is it -- it's -- is it your
18 understanding that the two hospitals at Prospect
19 CharterCARE, their payer mix is majority Medicare
20 and Medicaid patients?

21 A. That's my understanding. I'm not sure
22 of that, though.

23 Q. Now, let me just actually ask you a
24 question about the -- so the information you used
25 to write this letter -- I know you looked at the

1 application, and you also referenced looking at
2 some prior applications and some other public
3 information.

4 Is there any other sources of
5 information that you used to put your comments
6 together?

7 A. The only other thing I guess I would say
8 on that is that I have some experiential
9 knowledge in that regard. Look, I've been
10 representing folks at these hospitals -- at
11 Fatima since 1996.

12 So you see these changes in ownership
13 and you see these initiatives and you listen to
14 the platitudes and all those things, but at the
15 end of the day, it's almost like nothing changes.

16 Q. Now, I want to go a little bit down here
17 to your next item, which you talk about
18 Centurion's lack of competence. And I'm
19 paraphrasing. I know it's more detailed than
20 what I said. But it's generally related to
21 Centurion's lack of relevant experience with
22 hospitals.

23 Is that fair to say?

24 A. That's fair to say.

25 Q. Now, since you -- since you wrote this

1 letter back in -- at the end of March, is there
2 any new information that you have as it relates
3 to this concern of UNAP's?

4 A. The only thing that I would say that has
5 become clear to me, one man's opinion, is that
6 Centurion really, in my view, based on what I've
7 read in the application and what I've heard from
8 Mr. Mingle and his testimony at the public
9 hearings, is they're really more of a consulting
10 firm than anything else.

11 And then, no, there wouldn't be anything
12 in addition to what I -- what I put in this
13 submission, which is up on the screen.

14 I would just also add here that, look,
15 if I'm an applicant and I'm coming to the AG and
16 RIDOH and I'm seeking approval from you to do
17 this deal, I'm going to put my best foot forward.
18 I'm going to paint myself in the most favorable
19 light.

20 And when you look what's up on the
21 screen here and you look at what they point to,
22 which are leasing strategies, sale-leaseback
23 agreements, financing stuff, that's the best they
24 have to offer to you to say that, "We're
25 equipped, not only to own and operate these

1 hospitals, but that somehow this means that we
2 have the knowledge to turn around hospitals that
3 are failing miserably when they've been owned and
4 operated by folks who do own and operate
5 hospitals who have not been able to do so."

6 Q. Now, I want to go down to the next topic
7 here: "Centurion's Gross Misrepresentations
8 Regarding Employee Benefits."

9 Now, in this section here, you stated
10 that you met with Ben Mingle, Greg Grove, and
11 Steve Lovoy in November of 2022; is that correct?

12 A. That's correct.

13 Q. And that -- and that was you that met
14 with them on behalf of UNAP; you weren't --
15 correct?

16 A. I met with them on behalf of UNAP, yes.

17 Q. Can you tell me about that meeting?

18 A. Sure.

19 It was arranged as a -- our first
20 meeting as a meet and greet. The three
21 principals that you mentioned -- that I mentioned
22 in this letter were there on behalf of Centurion,
23 along with Mr. Liebman. Chris Vitale was there.
24 I was there, along with my brother, who works for
25 the UNAP. I think that is the universe of who

1 attended.

2 They went through, in very general
3 terms, what they wanted to do in this
4 transaction. And I told them it was imperative
5 that we had to have a transitional agreement with
6 them on labor matters. And I made it quite clear
7 to them, in particular, that we had to have an
8 agreement with them on the medical benefits.

9 And the reason I made that clear to them
10 then, and many times since then, is because the
11 medical insurance benefits at Prospect
12 CharterCARE are provided through a self-insured
13 plan offered by Prospect. It's not a plan that
14 we get from Blue Cross Blue Shield of
15 Rhode Island or Tufts or United. This is a
16 self-insured plan, which means that if there's an
17 ownership change that you, as regulators,
18 approve, that self-insured plan goes away
19 immediately.

20 And we did not want to be in a
21 situation -- and I made this clear to them. We
22 do not want to be in a situation where we don't
23 have a negotiated benefit in place when that
24 change in ownership -- if that change in
25 ownership is going to take place. That it was

1 there and ready to go.

2 Q. And what's your experience of how long a
3 process like that would take?

4 And what I mean by the "process," I
5 mean, is there a time period where you would
6 actually have to go out and find that plan and
7 make sure it was in place on day one?

8 A. Well, they were trying to make a
9 decision, I think, about whether they wanted to
10 continue providing a self-insured plan or go with
11 a third-party payer, like a Blue Cross, for
12 example.

13 And so in fairness, you know, they
14 needed to make that decision, and I think they
15 needed to get data from Prospect to know whether
16 or not that would be workable for them.

17 But once you make that determination,
18 once you have that data and you know you're
19 either going to go self-insured or you're going
20 to go with a commercial plan, that should move
21 quickly, because what they have told you in their
22 application is that the benefit is going to "meet
23 or exceed the current benefits," or the benefits
24 are going to be "at or above." I'm quoting from
25 their application.

1 Now, all they had to do was take the
2 current benefits and say to the union, "We will
3 incorporate these by reference in a labor
4 agreement, a transitional agreement with you,
5 committing that we will provide these same
6 benefits or better."

7 And to date, that still has not
8 happened.

9 Q. And I do want to ask you about that, but
10 just before I forget, I want to confirm.

11 The meeting that you had with the three
12 principals from Centurion, you also mentioned
13 Jeff Liebman, who you know as the CEO of Prospect
14 CharterCARE, and Chris Vitale.

15 Can you just let me know his role?

16 A. Chris'?

17 Q. Yes.

18 A. Chris' role was minimal at that time. I
19 know Chris. I've known him for years. My
20 understanding was is he was handling the work of
21 taking the Centurion principals around to see
22 folks at the state house, maybe the Senate
23 president, maybe the Speaker's office, maybe the
24 Governor's office. He was not involved in labor
25 relation stuff. So his role was minimal in that

1 regard.

2 Q. Oh, so I think -- here's my question:
3 He was there as a representative of Centurion?

4 A. He was.

5 Q. Okay. Now, I want to talk to you
6 about -- so, you know, at that meeting, you told
7 Centurion what you were looking for, and you said
8 as of right now, you still don't know -- you
9 still don't have resolution on the employee
10 benefits packages; is that correct?

11 A. That is correct.

12 Q. Now, since November 2022, have you had
13 any further discussions or negotiations with
14 Centurion on that?

15 A. Well, so let me work backwards. The
16 last negotiation session we had with them on a
17 number of matters, including benefits, was
18 February 7th of this year, a little over three
19 months ago.

20 Between November 2022 and February of
21 2024, Jeff Liebman told me that he had been
22 designated by Centurion to represent their
23 interest in negotiations with us over a
24 transitional agreement. And as a result, I and
25 my brother, who, as I said, works for the UNAP,

1 had, I'll say, three or four informal meetings
2 with Jeff to discuss medical insurance benefits
3 and a fairly broad range of other issues. We
4 gave them a written proposal.

5 I'm really worried about giving the
6 wrong dates now, but I think that dates back to
7 May of, I'm going to say '23, but I'm going to
8 need to check that.

9 And then Jeff asked a labor attorney to
10 join him in negotiations, which was fine with us,
11 and we had another two or three sessions.

12 So I -- let me put it this way: I think
13 we had at least a half a dozen, if not seven or
14 eight meetings, between the original meet and
15 greet in November of '22 and when negotiations
16 broke off on February 7th of 2024, at which we
17 discussed, among other things, medical insurance
18 benefits.

19 Q. What else would you have discussed
20 besides medical insurance benefits?

21 And they can be -- I'm not looking for
22 necessarily detailed specifics, but just
23 generally what you're negotiating with them.

24 A. Generally speaking, we made proposals
25 whereby we wanted them to commit to not

1 subcontracting people's jobs.

2 We made proposals to them asking them to
3 commit to paycheck security for employees,
4 meaning, you know, you hire employees to work a
5 40-hour week, don't send them home when they show
6 up at work and say, "Sorry, I don't need you
7 today."

8 We asked them to commit to not laying
9 off people for a prescribed period of time after
10 closing.

11 Asked them to commit to not reducing or
12 eliminating patient care services for a
13 prescribed period of time after closing.

14 Asked them to commit to not flipping or
15 closing any facilities post-closing for a
16 prescribed period of time.

17 Asked for some enhancements to the
18 401(k).

19 That's a thumbnail sketch.

20 Q. And have you heard from Centurion or the
21 new CharterCARE system on any of these items?

22 A. Well, during the course of our talks,
23 Jeff expressed the willingness to work with us on
24 providing some employees with paycheck security,
25 not subcontracting jobs, not laying people off,

1 moving quickly to reach an agreement on medical
2 insurance benefits.

3 But then by the time we got to
4 February 7th, he and Centurion reversed their
5 positions on those issues and went backwards,
6 which is why the negotiations broke down on the
7 7th of February.

8 And we've not spoken since, which, when
9 I read that transcript, became an issue for me,
10 because I see in the transcript from the public
11 hearings on the 19th and the 26th that Mr. Mingle
12 has twice said -- and I don't want to misquote
13 him.

14 Do you mind if I look at his quote here?

15 Q. Sure.

16 A. March 19th, he said, quote: "We are
17 confident we will continue to work together with
18 the union," end quote.

19 And then on the 26th, he said: "We are
20 going to continue meeting with your
21 leadership" -- meaning the union leadership --
22 "to make sure we have continued agreement."

23 Well, that's not happening. That hasn't
24 happened. We haven't spoken in three months, and
25 we haven't heard from him.

1 Q. Do you have any plans at this point
2 to -- are there any meetings scheduled or plans
3 to restart negotiations at this point?

4 A. There are no plans at this point to
5 restart the negotiations. We have left the door
6 open to that.

7 But I just want to reiterate that when
8 you're negotiating a labor agreement and the
9 party with whom your bargaining takes positions
10 and then reverses themselves and moves off of
11 those positions, that is an untenable environment
12 within which to bargain.

13 And I've made it clear to them, "We
14 can't get in agreement if that's the way you're
15 going to approach negotiations. And if you want
16 to change your tenor and your approach, the door
17 is open."

18 But three months have gone by, and it's
19 been nothing but silence.

20 Q. So you've had about a half dozen
21 meetings or so after November 2022. And I know
22 you mentioned at some point, Jeff Liebman was
23 designated, you know, as a Centurion -- or the
24 Centurion or the new CharterCARE representative
25 at those meetings.

1 And was there anybody else at those
2 meetings besides Jeff Liebman?

3 I know you mentioned an attorney at some
4 point. But anybody else from, you know, Prospect
5 or Centurion or...

6 A. Yes. There were at least two meetings
7 where Mr. Mingle attended. One was by Zoom. I
8 can't remember whether the second one was by Zoom
9 or in person. And then he left it to Mr. Liebman
10 to continue the negotiations.

11 The labor lawyer, a gentleman by the
12 name of Louis Cannon out of Baltimore, sat with
13 Jeff as their negotiating team in the last three
14 or four sessions that we had.

15 Q. Now, outside of, you know, those
16 meetings and, you know, the letters and the
17 public comment, have you met with anybody else at
18 Prospect CharterCARE to voice your concerns?

19 A. In terms of the negotiation of a
20 transitional agreement with Centurion?

21 Q. I think I mean more broadly, generally
22 speaking about your -- the concerns over the
23 transaction closing and -- as well as the labor
24 relations.

25 I'm just trying to make sure I've

1 captured the world of conversations that you've
2 had with Centurion about this transaction and the
3 labor negotiations.

4 A. We have not had any substantive
5 conversations with Centurion, either about their
6 application or the lack of a labor agreement,
7 since February 7th of 2024.

8 And I don't believe that I have had a
9 conversation on that subject matter with
10 Mr. Liebman since then.

11 Q. Now, I want to go back to the screen and
12 a couple of items here and just make sure that
13 I've gotten all the information on this.

14 So at the time of writing this letter,
15 you identified that no agreement has been reached
16 and that Centurion continues to withhold
17 essential information from the union.

18 And you cite here five different items
19 that Centurion has failed to provide.

20 Has -- I just want to be sure.

21 Have any of these items been addressed,
22 or are all of them outstanding at this point?

23 A. Not only are all of them outstanding at
24 this point, after I have told Mr. Liebman and his
25 labor attorney Mr. Cannon over and over again

1 that I need the details of this plan so the union
2 can do a comparative analysis, not only has
3 nothing moved or changed since March 29th of this
4 year, but Mr. Liebman got up in front of the
5 regulators at the March 26th -- it's in the
6 transcript -- March 26th hearing and told you
7 that the union's representation in that regard,
8 in his words, were not true, and said that we had
9 that information. And we don't, and he knows
10 better.

11 So everything on this screen you have in
12 front of me that we don't have, we still don't
13 have. And I just have to say to you that when
14 you look at that first bullet that speaks to the
15 medical insurance, the reason why this is really
16 important is because, all of you are probably
17 well aware, that a medical plan has dozens of
18 elements to it. So there is an enormous amount
19 of data we were seeking we still don't have from
20 them.

21 Can I refer to my notes while I'm
22 answering this question?

23 Q. Sure.

24 A. So, for example, when we compared the
25 little bit of information that Centurion gave to

1 us on the medical and the current benefits we
2 have -- and we have plenty of detail on those --
3 here's what we don't have -- here's some of the
4 things we don't have: We don't have all the
5 information on what the outpatient services are.
6 We don't have all the information on emergency
7 care. We don't have all the information on
8 preventive care, allergy services, prenatal care,
9 advanced imaging, extended care, home health,
10 hospice benefits, mental health benefits,
11 substance abuse coverage, prescription drug
12 out-of-pocket maxes, what the prescriptions are
13 that are on the formulary list, the non-formulary
14 list.

15 When you start looking at the volume of
16 information we don't have from them, that means
17 we don't know what the benefits are in that
18 regard.

19 So when Jeff Liebman gets up and tells
20 you at a public hearing on March 26th that we
21 have that, I'm giving you this statement under
22 oath. We don't have it, and we still don't have
23 it.

24 Q. And I want to walk through a little bit
25 more of this letter here.

1 So you talk about the statutory review
2 criteria, and, you know, through this you
3 essentially state that the application can't
4 satisfy some of these criteria; correct?

5 That's your understanding?

6 A. Yes.

7 Q. Now, has your opinion changed in any way
8 as to whether or not the application could meet
9 some of the criteria that you said in this letter
10 at the time the application couldn't meet these
11 criteria? Is it your opinion that now some of
12 them could meet the criteria?

13 Or does everything still stand that's in
14 the letter here?

15 A. Not only does everything in the letter
16 still stand, as I said earlier in my statement
17 today, now that we know what the operating losses
18 were in fiscal year '21 and 22, now we know that
19 the new CharterCARE is going to assume a
20 \$60 million PACE note, this -- this model
21 shouldn't even be called a model. It's a farce.

22 And so when I look at the statutory
23 criteria -- I cite it here, but when I look at
24 the statutory criteria, this model doesn't
25 represent a satisfactory commitment to the

1 community. It doesn't represent any semblance of
2 competence.

3 It raises questions in our mind about
4 the character of the applicants, that they think
5 that this is an appropriate path forward for
6 these hospitals.

7 This doesn't -- in terms of the RIDOH
8 criteria, this doesn't -- in our mind, this model
9 doesn't provide the appropriate safeguard so that
10 there can be access to care. This model is not
11 going to result in a continuance of care being
12 provided to traditionally underserved
13 populations. We don't see this as something
14 that's going to serve the public interest.

15 We also wonder about the AG criteria
16 with respect to the board. Like, I can't imagine
17 what the board's role was here. I mean, they're
18 supposed to exercise due care. They're supposed
19 to establish criteria to vet these applications.

20 I mean, there are probably six or seven
21 criteria on the AG side of this thing. I mean, I
22 don't know what that board did. I'm assuming you
23 guys do. But this is what they come up with?

24 Q. Thank you.

25 And I want to talk about the "Conditions

1 of Regulatory Approval" section in your letter.

2 And you say -- and I'll -- let me scroll
3 down a little bit so you can actually see the
4 section that I'm referring to here.

5 So you say that, you know, in the event
6 that the AG and RIDOH approve the application,
7 that you request the following conditions be
8 attached. And you list 13 conditions here.

9 I won't go through them all, but
10 essentially I'm wondering if your opinion that
11 all these conditions of approval -- are they
12 still relevant?

13 Would you add more?

14 Would you delete some?

15 I'd just like to hear your opinion on
16 that.

17 A. I believe that they are all relevant. I
18 can't think of additional ones that we would
19 respectfully ask the regulators to consider. My
20 mind might change in that regard. You know
21 better than I, as regulators, you go through all
22 this paperwork and things continue to emerge.
23 But as I sit here giving this statement now, I
24 can't think of what to add.

25 But I would double down on this, again,

1 because of the new information that we have that
2 I have stated during this statement, that they've
3 got to do these things if this -- if this
4 application's approved; otherwise, you know,
5 we're writing our own eulogy.

6 Q. Now -- and I'll stop sharing my screen.

7 So I just want to ask you: What do you
8 see as the likely -- I think we've gone through
9 quite a bit about what you think about, you know,
10 the consequence if the application is approved.

11 But what about if the application is
12 denied?

13 What do you see as the likely
14 consequence to that and kind of the state of
15 Prospect CharterCARE if this application was
16 denied?

17 A. Well, first and foremost, what will
18 happen is the folks I represent are going to
19 continue to go to work and do their jobs. And
20 we're going to continue to struggle under
21 Prospect ownership. And that's the cold reality.

22 What happens beyond that, I don't want
23 to speculate over. Look, there's a lot of
24 information that I don't have.

25 Has the Board of Trustees relied

1 entirely on this?

2 Do they not have a Plan B?

3 Is their door not open to other
4 opportunities?

5 I just don't know. I don't know what
6 they're up to. We don't represent anybody in the
7 executive suite or on the board. So I don't know
8 what they're up to.

9 Obviously, they continue to try to get
10 out of Connecticut and Pennsylvania. I don't
11 know what's going to happen in that regard.

12 I don't know what happens with the money
13 remaining in the escrow account that the attorney
14 general has access to. I just don't know, other
15 than what's right in front of us, which is that
16 we continue to struggle under their ownership.

17 I would say this, though -- and I said
18 this at the -- I think the March 26th hearing: I
19 refuse to buy for a second any of the three
20 primary talking points that came out at that
21 hearing from Centurion.

22 One was this is the only option.
23 Because it's the only option -- and I'm not
24 convinced it is, but assume it is -- doesn't make
25 it a viable option.

1 Number two, they're pushing this idea
2 that magically, if we go back to not-for-profit
3 status, we're going to make it. These hospitals
4 were nonprofit right through to 2014. They
5 couldn't make it when they had that tax
6 designation. They couldn't make it then. That's
7 not a magical wand that's going to be waved and
8 change things.

9 And the idea on local control -- listen,
10 I'll tell you how I read that. I read between
11 the lines. I looked at some of the earlier
12 iterations of that application when they were
13 advancing the idea that they were going to have a
14 management services contract with a wholly owned
15 private equity firm who was going to manage these
16 facilities.

17 And I think that probably was not viewed
18 favorably by at least the attorney general, if
19 not RIDOH, and, magically, that was stricken from
20 the application and now they're extolling the
21 virtues of going with the local management team.

22 Look, I don't have a problem with the
23 local management team, but they've been there,
24 and they can't make it. So the idea that they're
25 going to remain in place doesn't get us to where

1 we got to go. So we're just going to struggle on
2 with Prospect.

3 Q. Do you have concerns about Prospect
4 staying in the Rhode Island market or any action
5 they might take if the application is denied?

6 A. I am always concerned about Prospect.
7 As I said earlier, they're owned by two people
8 who, in my view, are grossly lacking in
9 character, are not honest, are not trustworthy,
10 and are not committed to our state or our
11 community. I am always worried about what they
12 are going to do.

13 And we had the balance of being the
14 first ones that would love to see them leave the
15 State of Rhode Island with this model, which is
16 dead on arrival.

17 Q. Now, I want to ask you if you've heard
18 from UNAP's members outside of Prospect
19 CharterCARE and whether or not they've expressed
20 any concerns related to this transaction.

21 And what I mean by that is if you've
22 heard, like, "Oh, if" -- something like, "If
23 Prospect stays, you know, we have concerns about
24 that because, you know, maybe we'll see if they
25 close hospitals, will we see an influx of

1 patients, or, you know, we're concerned about the
2 hospitals closing and how that would affect the
3 other hospitals in the state."

4 Have you ever heard anything like that
5 from your members or anything else that they
6 bring to you as concerns related to what's going
7 on with Prospect?

8 A. Yes. When we finished our analysis of
9 that application and we realized it was incumbent
10 upon us to go to our members and tell them that
11 we were going to oppose it and why, we knew it
12 would require that we have a very candid
13 conversation with them about what that could
14 mean.

15 And we had membership meetings and
16 invited all of our members to come if they wanted
17 to come so we could go through them what we
18 thought were the problems with the application,
19 which I put in the March 29th submission.

20 And up until those meetings took place,
21 and since those meetings have taken place, we've
22 gotten hundreds of employees who have been
23 worried about what the future holds. They've
24 asked us what you've asked, what happens if the
25 transaction doesn't go through and what does the

1 future hold.

2 So they are very worried about what's
3 going to happen to the hospitals and to the home
4 health agency.

5 But I will also tell you that I have not
6 had a single member come to me and say, "The
7 union is wrong in opposing this application."

8 And if you were at those public
9 hearings, many of our guys -- it's not easy to
10 speak publicly -- got up and said, "We want you
11 to reject this application, and here's why."

12 We basically went on an education tour
13 and told our members this is why we're rejecting
14 this application.

15 And when we had all that question and
16 answer in those meetings, they realized what the
17 problem was with it.

18 So they're worried, but they're
19 comfortable that as difficult a decision that it
20 is, it was the right one to come out in
21 opposition to this deal.

22 Q. And just to make sure I understand, when
23 you're talking about "the members," you're
24 talking about all the members within UNAP or the
25 ones at these hospitals?

1 A. I'm talking about the people who
2 represent at these hospitals, Roger Williams,
3 Fatima, and home health.

4 Q. And so let me just follow up with a
5 question about whether or not -- have any members
6 from different hospitals come to you to say, "We
7 have concerns about this application"?

8 Or are you hearing anything from members
9 outside of the Prospect CharterCARE realm?

10 A. I've not heard anything else from
11 members who work at other hospitals in the state.

12 MS. RIDER: I think we're probably close
13 to done. If you don't mind if we could just take
14 a brief five-minute break.

15 I'm going to reconvene with the RIDOH
16 team and then we'll probably be close to done on
17 the Department of Health's side, and I'll turn it
18 over to the AG's side, if they have any
19 questions.

20 THE WITNESS: Okay. Do I just stay
21 here?

22 MS. RIDER: Yes.

23 Casey, we can go off the record.

24 (Recess called at 12:31 p.m. The
25 deposition reconvened at 12:39 p.m.)

1 MS. RIDER: Chris, thank you so much for
2 your time today. I don't have any more questions
3 on behalf of the Rhode Island Department of
4 Health. I will turn it over to Attorney
5 Broadbent if she has any questions.

6 MS. BROADBENT: Thanks, Jessica.
7 The RIAG does not have any question for
8 Mr. Callaci, but we thank him for his time.

9 THE REPORTER: Okay. And I am sending
10 one copy -- I have been sending them to Julia.
11 Do you want me to continue to send it to her? Do
12 you want me to send it to you, Jordan?

13 MS. BROADBENT: Yeah, Julia's fine.

14 THE REPORTER: Okay.

15 MR. DEXTER: This is Mike Dexter.
16 Could we go in the breakout room for a
17 second?

18 MS. RIDER: Sure.

19 THE REPORTER: Jordan, that's with the
20 rough draft -- the one rough draft to Julia as
21 well?

22 MS. BROADBENT: Yeah. So the rough
23 draft, that should be done later today; is that
24 correct?

25 THE REPORTER: Right. Yep.

1 MS. BROADBENT: Yeah, so just to Julia.
2 And then when the final transcript and all of
3 that is done, also just one to Julia Harvey.

4 THE REPORTER: Okay.

5 MS. BROADBENT: Thank you.

6 (Brief recess.)

7 MS. RIDER: Chris, sorry, one final
8 question.

9 BY MS. RIDER:

10 Q. Is -- I just want to ask you, is there
11 anything that we didn't cover today or that you
12 didn't get a chance to say that you want to put
13 on the record on behalf of UNAP?

14 A. You know what, thank you. There are
15 just a couple of quick items that I -- that I
16 would want on the record.

17 You know, I mentioned earlier that we
18 were trying to get commitments from Centurion on
19 not laying people off or reducing or eliminating
20 services in our negotiations with them.

21 We advanced that proposal for a number
22 of reasons. We did not think it would be
23 difficult to get an agreement in that regard.
24 And the reason I say that is when I read the
25 application, I found the following quotes in

1 there: One is "There'll be no reduction in
2 employees." The other is "There will not be any
3 reduction in services." And another quote from
4 the application is that they will retain all
5 services.

6 So when we asked for a finite period of
7 time within which they would not lay people off,
8 reduce or eliminate services, that that would be
9 a no-brainer.

10 They are representing to you in their
11 application that that's what's going to happen.

12 Their proposal to us was, "If we're cash
13 flow positive, we won't lay anybody off. If
14 we're cash flow positive, we won't reduce or
15 eliminate services."

16 They can't have it both ways. They
17 can't represent in that application, which is
18 a public document, and to you as regulators,
19 that they're not going to lay anybody off and
20 they're going to preserve services and then
21 tell us, "Well, that's only if we're cash
22 positive."

23 And, of course, on the issue of cash
24 positive, when you've lost over \$70 million in
25 fiscal year '21 and '22 and you're projected to

1 lose another 20, 25, what does that tell you?

2 It tells you they're not cash positive.

3 It tells you that they're not going to be cash
4 positive any time soon, which should tell you
5 that, at least in terms of their representations
6 to us, that layoffs may be imminent, and a
7 reduction or elimination of services may be
8 imminent.

9 So I wanted to have that on the record.

10 And then the other thing I wanted to
11 have on the record was I know RIDOH. I think in
12 their criteria -- that the criteria include, I
13 think, workforce retention and accounting for
14 their needs of employees.

15 And if I have that right, their position
16 in the labor negotiations is anathema to what an
17 employer would need to do to retain the workforce
18 and to account for employee needs.

19 When you fail, after having been asked
20 over and over again, to tell the employees what
21 their medical insurance benefits are going to be,
22 what their prescription drug benefits are going
23 to be, what their dental benefits are going to be
24 and their vision benefits and what the wellness
25 program is; when you refuse, after being asked

1 over and over again to provide a representative
2 of the employees the details of what those
3 benefits are; you can't at the same time take the
4 position that you're doing what you need to do to
5 retain the workforce.

6 One of the core things that people look
7 at when they take a job somewhere or they decide
8 whether or not to stay at a job is what their
9 benefits are.

10 Similarly, when you don't make a
11 commitment that they're going to have paycheck
12 security, that they're going to have a job, that
13 you're not going to subcontract their work or lay
14 them off; when you refuse to make those
15 commitments, you can't possibly be doing the
16 right thing with respect to retaining the
17 workforce.

18 And that's what we're dealing with right
19 now. And I don't want that to be lost in the
20 shuffle. So thank you for the opportunity to add
21 those last few comments.

22 And one last thing is -- and I always
23 try to remember to tell you guys this -- is:
24 I've represented healthcare workers in the state
25 since 1998, and I can't tell you how grateful we

1 are to have the regulatory scheme and
2 infrastructure that we have in place in the
3 Hospital Conversion Act and the CEC and to have
4 you guys in a position to review these
5 applications and look out for the people who work
6 in these hospitals and their families and the
7 patients that they serve and their families.
8 You guys know how important this stuff is. And
9 there are also economic drivers, these
10 facilities, in the state and their respective
11 communities.

12 And I thank you for paying attention and
13 doing your work and doing it well and being there
14 for us.

15 Q. Thank you, Chris. I just have one quick
16 follow-up question from what you said.

17 You talked about some of the
18 representations of Centurion being different than
19 what's in the application.

20 Is that -- are those verbal statements
21 that they've made to you or is there a written
22 record of that?

23 A. Are you talking about what I attributed
24 as quotes to them in the application?

25 Q. No. I'm talking about what you just --

1 you just mentioned a couple things.

2 And the ones I got were that they told
3 you that they wouldn't lay off -- reduce or
4 eliminate services or lay off people if they were
5 cash flow positive --

6 A. Yeah.

7 Q. -- for instance.

8 Is that something that there is a --
9 that they have said to you in writing, or has
10 that been verbal representations during your
11 negotiating meetings?

12 A. I have a proposal from them in writing
13 that makes repeated reference to cash flow
14 positive.

15 MS. RIDER: Great. Thank you very much.
16 And, again, thank you, Chris, for your time
17 today. We really appreciate it.

18 THE WITNESS: Okay. Likewise, folks.
19 Enjoy the rest of the day and the weekend.

20 MS. RIDER: Thank you.

21 Or, Casey, do you need us for anything
22 more?

23 THE REPORTER: I don't think so. I
24 talked to Jordan. Just the one copy to Julia,
25 and the rough draft to her as well.

1 MS. RIDER: Okay. Great.
2 Thanks, everybody.
3 (Time noted at 12:47 p.m.)
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C E R T I F I C A T E

I, CASEY A. BERNACCHIO, Shorthand Reporter and Commissioner, hereby certify that the foregoing is a true, accurate, and complete transcription of my stenographic notes taken at the time of the aforementioned interview.

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

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of May 2024.



CASEY A. BERNACCHIO
SHORTHAND REPORTER

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