

In the Matter Of:

IN RE: HOSPITAL CONVERSIONS ACT

2487658

GEORGE PILLARI

May 08, 2024



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3 IN RE: Hospital Conversions Act Initial Application of
4 The Centurion Foundation, Inc., CharterCARE Health of
5 Rhode Island, Inc., CharterCARE Roger Williams Medical
6 Center, Inc., CharterCARE Our Lady of Fatima Hospital,
7 Inc., Chamber, Inc., Ivy Holdings, Inc., Ivy
8 Intermediate Holdings, Inc., Prospect Medical Holdings,
9 Inc., Prospect East Holdings, Inc., Prospect
10 CharterCARE, LLC, Prospect CharterCARE SJHSRI, LLC, and
11 Prospect CharterCARE RWMC, LLC (collectively, the
12 "Transacting Parties")
13
14
15

16 VIDEOCONFERENCE SWORN STATEMENT UNDER OATH OF:

17 GEORGE PILLARI

18 May 8, 2024

19 10:41 a.m.
20

21 Remote Proceedings
22 Los Angeles, California
23

24 REBECCA ROBERTS
25 Notary Public
Commission No. 2487658

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Danielle Bangs, Consultant with Veralon
Angelina Cai, Consultant with Veralon

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(Exhibits A, C, D and G through J were
attached to the original transcript.)

1 THE RECORDER: And we are now on the record
2 at approximately 10:41 a.m. Pacific time, on Wednesday,
3 May 8, 2 -- 2024, to take the sworn statement of
4 George Pillari in the matter of RIAG and RIDOH proposed
5 Centurion Foundation and CharterCARE purchase.

6 My name is Rebecca Roberts, a notary public
7 in and for the State of California, Commission Number
8 2328249. I will be capturing the verbatim record of
9 today's proceeding using electronic audio equipment, a
10 computer and specialized recording software, which is
11 not a form of stenography. Any references to me, going
12 forward, as a digital reporter, stenographer, court
13 reporter or certified shorthand reporter are incorrect.
14 I am a digital recorder, and I am not using
15 stenographic means to capture the record.

16 The witness is located in Los Angeles,
17 California, and has confirmed his identity with a
18 Florida driver's license.

19 Will everyone in attendance please identify
20 yourselves for the record and state whom you represent,
21 starting with noticing counsel.

22 MR. OSTROWSKI: Good afternoon. My name is
23 Mark Ostrowski from the firm of Shipman & Goodwin.
24 With me is my -- are my colleagues, Joan Feldman and
25 Mark Lombardi. We represent and are here on behalf of

1 the Office of the Rhode Island Attorney General.

2 MS. ROCHA: Pat Rocha, Leslie Parker and
3 Richard Beretta for the transacting parties and
4 Mr. Pillari.

5 MS. RIDER: Jessica Rider. I am here on
6 behalf of the Rhode Island Department of Health, and on
7 the call with me is also attorney Julia Wyman from the
8 Rhode Island Department of health, as well as
9 Fernanda Lopes and Michael Dexter. And we have two
10 consultants on the call, Jessica Scouten and
11 Whitney Rains.

12 MS. LINDQUIST: My name is Dorothea
13 Lindquist. I'm with the Rhode Island Attorney
14 General's Office. My colleague Jordan Groton
15 (phonetic) is not here with me now, but she may join me
16 later in the afternoon, and I believe our consultants
17 can introduce themselves.

18 MS. BANGS: My name is Danielle Bangs. I'm
19 with Veralon. We are a consulting firm supporting the
20 Rhode Island Attorney General, and I'm joined by my
21 colleague, Angelina Cai.

22 MS. RIDER: And just for the record, I -- I'm
23 sorry, I forgot to identify Alana Campbell, who is also
24 from the Rhode Island Department of Health, for the
25 record.

1 MR. OSTROWSKI: All right. I think we've got
2 everybody. Why don't we start.

3 THE RECORDER: Yep, give me one second.

4 All right. So absent any objection at this
5 time, counsel and the witness agree to my remote
6 administration of the oath to this witness, and that
7 the final transcript may be used for all purposes
8 allowed under all applicable rules and laws.

9 And then hearing no objection, this shall
10 constitute agreement and stipulation of such, and I
11 will now swear in the witness.

12 Let me find -- if you can put your -- if you
13 can please raise your right hand, Mr. Pillari.

14 GEORGE PILLARI,
15 having being first duly sworn, testified as follows:

16 THE WITNESS: I do.

17 THE RECORDER: Thank you very much. You can
18 put your hand down.

19 And Counsel, your witness.

20 MR. OSTROWSKI: Thank you very much.

21 EXAMINATION

22 BY MR. OSTROWSKI:

23 Q. Good morning I guess for you, good afternoon
24 for me, Mr. Pillari. Nice to -- nice to meet you via
25 Zoom here. My name is Mark Ostrowski, and I'll be

1 starting the interview this morning, just a few things
2 that I want to go over.

3 You understand that we're here today to give
4 a statement under oath as part of the Rhode Island
5 Attorney General and the Rhode Island Department of
6 Health's review of a hospital conversion application
7 submitted in connection with the proposed sale of
8 Roger Williams Medical Center and Our Lady of Fatima
9 Hospital.

10 This statement is being conducted pursuant to
11 the Hospital Conversion Act, Rhode Island General Law,
12 Section 23-17.14-14, and is being digitally recorded
13 here.

14 I'll be taking the interview under oath on
15 behalf of the Office of the Attorney General.
16 Jessica Rider will be taking the interview on behalf of
17 the Rhode Island Department of Health. Only agency
18 counsel or representatives will be asking questions.

19 As part of this proceeding, we'd like the
20 agreement that there will be no audio or video
21 recordings of this interview under oath by or on behalf
22 of the transacting parties, the interviewee or any of
23 the other participants, and that if such authorized
24 audio or video recording occurs, such unauthorized
25 audio or video will not be used for any public purpose.

1 If you disagree with that, please speak up; otherwise,
2 we can move on.

3 (Exhibit A marked for identification.)

4 BY MR. OSTROWSKI:

5 Q. And with that, Mr. Pillari, I'm going to
6 first share my screen, as I want to share with you the
7 Notice to Attend.

8 I'm showing you what we've marked as
9 Exhibit A. It's entitled "Notice to Attend." And do
10 you recognize the document that's up on the screen?

11 A. Well, the pieces of it I see, yes.

12 Q. All right. And I'm happy to scroll through
13 it if you want to read it. You don't have to. It's --
14 it's fair to say --

15 A. Yes.

16 Q. -- you're here pursuant to a notice to
17 attend; is that right?

18 A. Yes.

19 Q. Okay. And the focus of your interview today
20 is going to be on the proposed sale of Roger Williams
21 Medical Center and Our Lady of Fatima Hospital as set
22 forth in the parties' hospital conversion application.

23 A couple of real simple ground rules, and
24 then we can dive in. The most important thing is for
25 you to keep your voice up and answer -- answer

1 verbally. The court reporter won't take down nods or
2 gestures or anything like that, so it's important for
3 us to respond verbally.

4 It's also important for us not to speak over
5 each other. Please let me finish my question before
6 you start to answer, and I will show you the same
7 courtesy of allowing you to finish your answer before I
8 leap into my next question. If I cut you off, please
9 stop me. I don't intend to do that. We want to have a
10 complete record.

11 Also, I want to remind you, you're under oath
12 today, so you're truthful, honest responses are
13 important. If you don't know the answer, that's fine.
14 Just let us know that you don't know the answer. We
15 may have follow-ups on that. But rather than guessing
16 or surmising, if you don't know, you don't know.

17 It's not intended to be a marathon. If you
18 need to take a break, feel free to speak up, and I'll
19 be happy to accommodate your break. The only thing I
20 would ask is, if a question is pending, that we at
21 least answer the pending question before we -- we
22 break. Does that sound fair to you?

23 A. Yes.

24 Q. I understand you're in Los Angeles,
25 California right now; is that correct?

1 A. Yes.

2 Q. Is there anybody with you in the room?

3 A. No.

4 Q. And do you have any materials that you're
5 going to rely on or consult with during the course of
6 this statement under oath?

7 A. No.

8 Q. Okay. Now, am I correct in understanding
9 that you currently serve as the corporate chief of
10 integration and operations improvement for Prospect
11 Medical Holdings?

12 A. Yes.

13 Q. All right. And just for the record, can you
14 just give us a general understanding of what Prospect
15 Medical Holdings is?

16 A. It's a -- it's a holding company that owns
17 hospitals and health plans across the US.

18 Q. And how long have you been in the role as
19 chief integration and operations improvement officer?

20 A. Will be six years.

21 Q. Okay. And so when did you join?

22 A. 2018.

23 Q. And can you describe for us your duties and
24 responsibilities in your capacity as chief integration
25 and operations improvement officer?

1 A. Sure. I spend a lot of my time on a lot of
2 infrastructure, IT, things like that, as well as
3 helping to manage the company's cash on a day-to-day
4 basis. And I spend a lot of effort managing outside
5 parties, our lenders, people like that, landlords.

6 Q. Okay. And you said infrastructure and IT.
7 Did you mean anything other than IT when you -- when
8 you said "infrastructure"?

9 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15 Q. We've been using the word "initiatives" to
16 mean improvement plans and things like that in some of
17 our other statements under oath. When you say
18 "initiatives," what do you mean?

19 A. I would just say corporate-wide contracts --

20 Q. Okay.

21 A. -- for a simple definition.

22 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9

Q. And -- and prior to you filling that role,

10 who filled that role?

11

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 Q. And do you manage cash on the system level?
2 And what I mean by the system level, for Prospect
3 CharterCARE?

4	A.	
---	----	--

[REDACTED]

[REDACTED]

20 Q. Okay. Do you -- or are you familiar with the
21 CMS citation of Prospect medi -- of -- of Prospect
22 CharterCARE back in November of 2023 relating to its
23 inability to fund certain materials and supplies that
24 they need pro -- for procedures; and therefore,
25 procedures were canceled.

1 A. Generally, but not -- not in detail.

2 Q. Okay. Were you aware -- did there come a
3 point in time where you learned that Prospect
4 CharterCARE had to either reschedule procedures or
5 cancel procedures, because it was unable to pay for the
6 supplies necessary?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15 Q. So are you saying --

16 A. -- you're talking about.

17 Q. Are you attributing --

18 THE RECORDER: I'm sorry, "as far as" -- "as
19 far as," what was the last part?

20 THE WITNESS: I wouldn't consider them to be
21 normal, you know, anything close to normal operation,
22 operating times for CharterCARE or for Prospect in
23 general.

24 BY MR. OSTROWSKI:

25

1 [REDACTED]

2 A. Yes. You're talking about the cases in
3 November?

4 Q. They were October, sir --

5 A. October -- yes.

6 THE RECORDER: I'm sorry. You're -- you're
7 talking over one another. Please be sure to speak one
8 at a time. The last thing I heard was "October."

9 MR. OSTROWSKI: Okay.

10 BY MR. OSTROWSKI:

11 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16 Q. Tell me how it is that you draw that causal
17 connection.

18 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8

Q. Now, did anybody tell you that the

9

cyberattack was the reason why the -- there weren't the

10

necessary supplies for the procedures?

11

A. [REDACTED]

12

Q. Did you have a discussion with Mr. Leedman

13

(phonetic) as to why he believes there was not

14

sufficient supplies for the procedures?

15

A. [REDACTED]

16

Q. So it's your testimony that there just wasn't

17

enough money to pay the vendors; and therefore, that's

18

why there weren't sufficient supplies for the

19

procedures?

20

A. [REDACTED]

[REDACTED]

[REDACTED]

23

Q. Well, tell me why the -- tell me --

24

A. I don't know -- I don't know the reasons, the

25

specific details around the cancellation of those

1 cases.

2 Q. Okay.

3 A. The doctor could have woke up and had a bad
4 day and wanted to reschedule them. The doctor could
5 have changed his mind, all right. He could have
6 checked the supplies the day before, maybe they came in
7 the next day. I don't know the details around those
8 handful of cases of the thousands of cases that have
9 run through that system, those handful that everybody
10 likes to talk about. I -- I just don't understand why
11 that has to be so complicated, okay. I just don't.

12 Q. Do you consider it a serious issue when a
13 hospital cancels procedures for a patient?

14 A. I don't -- I don't know. I'm not -- I don't
15 work at that level in the system. I know that I've had
16 my own experience where I've had cancellations. And if
17 it's to remove a bunion from my toe, I'm bothered by
18 it, but it's not life-threatening, so I don't -- I
19 don't know.

20 Q. We'll -- we'll circle back to this. I don't
21 want to get bogged down in this at this moment.

22 Can you tell me what role you play, if any,
23 in the operations and management of Prospect
24 CharterCARE?

25 A. I don't -- I don't really play a role in --

1 if you're talking about the -- the day-to-day decision
2 making and the -- and the operations. I -- I don't
3 have a role in that.

4 Q. Well, let's get broader than the day-to-day
5 decision making. The strategic planning and the
6 strategic initiatives of the system, do you play a role
7 in that?

8 A. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

13 Q. Do you interact on a regular basis with
14 anyone at CharterCARE?

15 THE RECORDER: I -- I'm sorry. Counsel, can
16 you repeat that?

17 BY MR. OSTROWSKI:

18 Q. Do you interact on a regular basis with
19 anyone from Prospect CharterCARE?

20 A. Other than a weekly call that Mr. Leedman is
21 on with many others, no.

22 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8

Q. Now, you indicated that you might take part

9

in a review if there are -- with other members of the

10

executive team, if there are plans to do something at

11

Prospect CharterCARE, like a new service line; is that

12

right?

13

A. Yes.

14

Q. All right. Have you been involved in any

15

operational improvement initiatives at Prospect

16

CharterCARE?

17

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Can you tell me how that

14 works? How does the corporate parent fund Prospect

15 CharterCARE?

16

A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

22 Q. Okay. So if it -- so if they don't have the

23 support, if they didn't have the support of their

24 parent company, they would not be able to pay their

25 bills, pay their employees, treat their patients; is

1 that right?

2 [REDACTED]

3 Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] It's pretty simple. They're

12 audited financial statements, or they're not some

13 statements we cook up, all right.

14 And if we take those for the last couple

15 years -- I don't have them in front of me -- but they

16 add up to a pretty -- pretty big number --

17 Q. Do you have --

18 A. -- to be funded?

19 THE RECORDER: [REDACTED]

[REDACTED]

21 THE WITNESS: [REDACTED]

[REDACTED]

[REDACTED]

24 BY MR. OSTROWSKI:

25 [REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11 Q. Okay. And you're aware there's a proposal,
12 or we're here to talk about a proposed transaction to
13 buy those entities. If the transaction doesn't go
14 through, how long could Prospect CharterCARE survive
15 without the contribution of Prospect Medical Holdings?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

18 Q. I'm going to come back to that in a second.
19 I want to ask you, you had indicated that in -- in
20 addition to the -- [REDACTED]
[REDACTED]
[REDACTED] that you were -- that Prospect
23 Medical Holdings was fulfilling its capital
24 requirements over the last several years.
25 Can you just tell me a little bit more about

1 what you meant by that and what those amounts are?

2 A. Well, CharterCARE, part of the deal was
3 CharterCARE had to spend a certain amount each year on
4 capital. I think the -- the number was in the range of
5 \$10 million a year, and that number gets reviewed and
6 audited by RSM, the financial consultant for the AG's
7 office.

8 And, you know, as far as I know, the first
9 couple years underneath the -- underneath the
10 conditions that we agreed to, we've satisfied that
11 number. I don't think that's in dispute. So that's --
12 that's part of our obligation.

13 [REDACTED]

15 A. Well, money's fungible. So you could say all
16 the capital, right? [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

But as far as, you know, the
dollars of support, you know, that it's -- it's -- it's
pretty hard, almost impossible to -- to break that
apart as to whether it went to capital or whether it
went to operating.

17 Q. But it's your testimony today that Prospect
18 Medical Holdings and Prospect CharterCARE have met its
19 capital obligations as agreed to with the State of
20 Rhode Island; is that right?

21 A. I'll say this. I'll say that we've submitted
22 documentation that we believe demonstrates that we
23 fulfilled those conditions. We have not been notified
24 that we were delinquent or short on those numbers yet.

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8 A. No. As I said previously, we don't know. I
9 just was giving a general -- a general guideline,
10 because she did ask two or three times on that point.
11 We would have to run the -- you know, CharterCARE would
12 have to be operated differently than it is now, because
13 it's just not sustainable for -- for it to be funded,
14 you know, indefinitely --

15 Q. Well, I apologize if I've asked two or
16 three --

17 [REDACTED]

18 Q. It's prob -- I apologize if I've asked two or
19 three times. It's probably because I didn't think I
20 got a complete answer, but I'll try not to duplicate my
21 questions to the extent I get complete answers.

22 Now, I understand that, at one point in time,
23 you were employed by Alvarez & Marsal; is that right?

24 A. Yes.

25 Q. And can you tell me what you did for A & M?

1 A. I was a managing director. I was part of the
2 executive committee of the healthcare group and mostly
3 worked in distressed or crisis-type situations, all in
4 healthcare, and helped companies operationally improve,
5 and when needed, raise additional capital or help them
6 get over the hump so they could be sustainable.

7 Q. And would you characterize the situation of
8 Prospect CharterCARE as a distressed or crisis-type
9 situation?

10 A. [REDACTED]

11 Q. And -- and why is that?

12 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 Q. Now is A & M currently engaged with Prospect
18 CharterCARE; do you know?

19 A. Yes.

20 Q. And what's the nature of that engagement?

21 [REDACTED]

[REDACTED]

23 Q. Are you involved at all in managing that
24 relationship between A & M and Prospect CharterCARE?

25 A. Loosely, you know, being the person who knows

1 both firms well, I -- you know, I -- I help manage, you
2 know, the relationship, but mostly it -- it runs
3 through the normal operating channels.

4 Q. Yeah. And so have you been involved in
5 overseeing any of A & M's consulting services, not
6 necessarily the CFO, but any other consulting services
7 between A & M -- A & M and Prospect CharterCARE?

8 A. Generally, generally, no. What I -- what
9 I -- my role is, is I -- I try to make sure we get the
10 right people, the right kinds of people from A & M
11 into -- into the projects.

12 And then I'm -- I'm part of, again, that sort
13 of executive team that might, you know, listen in every
14 week or every two weeks to a presentation and -- and
15 make some suggestions based on our own experiences,
16 presentations made by the A & M and management teams
17 jointly, you know, to us.

18 Q. You -- you said helping get the right people
19 and the right kind of people in place. Did you do that
20 with Prospect CharterCARE and A & M?

21 A. Yes.

22 Q. And who -- who are the people that you helped
23 get from A & M, Prospect CharterCARE?

24 A. The people that are there now.

25 Q. And -- and who is that?

1 A. Cici and Phil.

2 Q. And who is Phil, what's his last name?

3 A. Phil Criscione is more of a -- he's the more
4 senior person kind of overseeing, you know, a couple of
5 projects that A & M has going with us.

6 Q. Okay. And do you know what those projects
7 are?

8 A. Yes.

9 Q. Can you tell me?

10 A. Well, they relate to stuff outside of
11 Rhode Island.

12 Q. Oh, okay. I don't need to know that.

13 A. I'm sorry.

14 [REDACTED]

[REDACTED]

16 Q. Okay. Do you know if A & M will play any
17 role in the transaction that's proposed between
18 Centurion and Prospect Medical Holdings?

19 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

23 Q. Are you familiar with QHR Health?

24 A. Yes.

25 Q. Are they still providing Prospect CharterCARE

1 with any services, do you know?

2 A. No.

3 Q. And do you know why not?

4 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14 A. Well, they didn't --

15 Q. So these --

16 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11 Q. And -- and when -- when was that initiative?

12 When did that initiative begin, the supply initiative?

13

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

3 Q. Okay.

4 A. [REDACTED]

6 Q. And do you recall what the savings that were
7 hoped to have been achieved by that transition?

8 A. [REDACTED]

1 I guess what I'm saying is they're good guys.
2 They tried, but you know, we just didn't really get
3 much out of the relationship.

4 Q. Now are there any ongoing initiatives right
5 now started by A & M at Prospect CharterCARE that
6 you're aware of?

7 A. I'm aware that there are initiatives, but I'm
8 not aware of the details or the specifics about -- you
9 about, any of them.

10 Q. In your role as chief of integration and
11 operations management, are there financial metrics that
12 you review on a periodic basis to assess the
13 performance of Prospect CharterCARE?

14 A. [REDACTED]

15 Q. If you were in a position to need to assess
16 Prospect CharterCARE's financial situation, what
17 financial metrics would you look to?

18 A. Do you want me to speculate as to how I would
19 do something?

20 Q. Yeah -- No, I don't want you to speculate. I
21 want me to -- you to tell me how you think you might do
22 it.

1 Q. Okay.

2 [REDACTED]

5 Q. And -- well, would you look at monthly
6 EBITDA?

7 THE RECORDER: I'm sorry, Counsel. "Would
8 you look at"...

9 BY MR. OSTROWSKI:

10 Q. Would you look at EBITDA on a monthly basis,
11 E-B-I-T-D-A?

12 A. Yes.

13 [REDACTED]

17 Q. Okay. And can you quantify that for me?

18 A. No.

19 Q. [REDACTED]

21 A. Well, we've recovered substantially from the
22 cyberattack, and we've had A & M, Alvarez & Marsal in
23 there helping to fortify the efforts of Mr. Leedman and
24 his team.

25 [REDACTED]

1

3 A. No, I -- I don't have enough information
4 to --

5 Q. Okay.

6 A. -- to talk about whether it's declining or
7 not declining, I just don't.

8 Q. I asked you if you considered Prospect
9 CharterCARE to be distressed or in crisis, and you
10 said -- you said yes. When would -- when did you
11 recognize that state of affairs to exist?

12 A. I don't know, because as a company, we've had
13 these big shocks to our system between COVID and a
14 cyberattack. I would say everything here has been
15 crisis since the cyberattack, to make it simple,
16 everything across Prospect.

17

21 Q. You don't know?

22

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 Q. This is June --

18 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

4

Q. Can you tell me, are there -- what are the
benefits to Prospect CharterCARE to being owned by PMH?
And I'm then going to ask you, likewise, the question,
what are the detriments being owned by PMH?

8

A. Well, the benefits are financial support.
That's -- that's the clear benefit. There are some
benefits to some of the global contracts where they
probably get certain services or supplies at -- at
better prices than they could if they were standalone,
like back to the discussion about the GPO.

14

Other than that, given the continual attacks
we've been under in Rhode Island as an entity, as, you
know, Prospect Holdings, this has been under attack
ever since I've been here, whatever it is, five or six
years, whether it's -- I don't know, the original deal
that was attacked, but it's always something. I think
they'd be so much better off without us. We're not --
you know, we're -- we're not helping them in any way
there.

23

Q. Well, you need to get a little more specific
for me. How -- how do these, what you've described as
attacks in Rhode Island, how do they impact the

1 operation of Prospect CharterCARE?

2 A. Well, if there's a hospital down the block
3 from where you live, then there's another hospital two
4 blocks away. Let's say that hospital that's down the
5 block from where you live is in the news every week
6 about something negative, about whatever has been going
7 on. The union's whipping things up over the years,
8 just the constant drumbeat of negativity. You're
9 probably going to go an extra block past that hospital
10 and go to that hospital that's two blocks away. So why
11 would I go there? All I hear is bad stuff about that
12 place.

13 Q. So you're saying the affiliation with
14 Prospect Medical Holdings has put Prospect CharterCARE
15 at a competitive disadvantage?

16 A. Yes.

17 Q. Has Prospect Medical Holding -- I'm sorry.
18 Go ahead.

19 A. In my opinion.

20 Q. Right, and that's what I want to ask you
21 about. The -- has that opinion been validated in any
22 way by any surveys, any studies?

23 A. No, but I'm sure -- I'm sure it could be.

24 Q. But you haven't done it?

25 A. No. I'm -- I'm the one testifying, right?

1 I'm telling you what I think.

2 Q. No. And I'm asking you if you've done
3 anything to validate, that's all.

4 A. No. What exactly -- yeah.

5 Q. I'm -- I'm not trying to pick a fight with
6 you, sir. It'd be a lot easier for the two of us today
7 if we just asked and answered questions.

8 So -- so is it the sense, then, that somehow
9 Prospect CharterCARE has been victimized by its
10 affiliation with Prospect Medical Holdings?

11 A. In my opinion, and I think if we asked
12 anybody on this call whether Prospect Medical has been
13 a benefit to CharterCARE, I'd like to have them under
14 oath and have them answer, and every one of them would
15 say no.

16 Q. [REDACTED]
[REDACTED]

18 A. Generally, that's -- that's it, yeah.

19 Q. And the -- and the negative is the
20 reputational damage as a result of its affiliation with
21 PMH; is that right?

22 A. Yes.

23 Q. Okay. And I think we've already talked about
24 the financial support. Is there any way to quantify
25 the value of the global contracts?

1 A. That takes some analysis.

2 Q. Is that something --

3 A. No. I don't know, but that would require a
4 bit of work. But I think any -- I don't know if any
5 hospitals -- I don't know if many hospitals at all are
6 not a part of some kind of GPO. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11 But I don't have, at my fingertips, those
12 numbers, but I think it's accepted industry convention
13 that, you know, your unit costs from buying bulk
14 through a GPO are better than you would get on your
15 own.

16 Q. So they would need a GPO?

17 A. I -- I would think so, yeah. I think buying
18 on their own, they'll be -- they'll pay a lot more.

19 Q. [REDACTED]

20 A. I don't see why they wouldn't, unless there's
21 a better -- a better situation for them. You know,
22 being -- if they, you know, become a nonprofit, they
23 might have more options.

24 [REDACTED]

[REDACTED]

1

3 A. Well, they would be part of a different
4 buying group. They wouldn't be part of the Prospect
5 buying group anymore, so I don't know what that would
6 look like.

7 Q. Okay. So you can't tell me whether they
8 would be better off with another GPO or staying with
9 the current GPO; is that right?

10 A. No. That -- that's -- that's an in-depth
11 piece of work to do that.

12 Q. [REDACTED]

16 A. Well, we think it is. I mean, we -- you
17 know, we test these things, or we have people who do
18 that. We think we're -- you know, I think we have good
19 pricing.

20 Q. Now, there was a -- a board, a Prospect
21 CharterCARE special board meeting back in November of
22 2022, and the board discussed -- and this is a quote
23 out of the minutes, and I don't expect you to have been
24 there, but I want to use this to -- to ground my next
25 set of questions.

1

5

Were you part of the PMH team that made the decision to sell the hospitals and that the financial status quo was not sustainable?

8

A. Yes.

9

Q. Okay. Tell me -- tell me why PMH decided to sell the hospitals. What was the -- what was the decision, what was the basis of that decision?

12

A. Well, we talked about the constant attacks that we're under in Rhode Island for whatever reasons. Whether they're deserved or not, there's just been constant attacks against us.

16

But the bigger reason is the fact that, for the whole time we've been there, which is -- I don't know how long it is now, eight or nine years, despite our requests, despite our lobbying, we still are paid at rates that are inferior and at the bottom of what everybody else is paid in the state.

22

1

5 Q. And do you have an understanding as to why
6 you've been unable to get -- well, let me back up.

7

15 A. Well, it might have something to do with
16 the -- you know, the total, you know, negative attitude
17 towards us ever since we got there to save the
18 hospitals. It's been a nonstop fight, you know, with
19 the unions or with whomever.

20 But we -- we just realized we were never
21 going to get fair treatment on the [REDACTED] and if we
22 would have got fair treatment on the [REDACTED] which I
23 hope the new owner can get, you have a much more
24 sustainable business. That's the heart of it.

25

[REDACTED]

4 Q. And what's --

5 A. But I don't have the whole list at my
6 fingertips.

7 Q. What's the payer mix there, do you know?

8 A. I -- I don't know. It's -- it's a decent
9 amount, though. We're -- we're heavily governmental,
10 right, like -- like all of our other locations, but
11 Rhode Island has a -- a pretty decent size commercial
12 payer base.

13 Q. And when you say you're heavily governmental,
14 you mean Medicaid, Medicare?

15 A. Yes.

16 Q. And those rates are standard across all the
17 providers in that market; isn't that right?

18 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9 Q. Well --

10 A. -- have a much different business.

11 THE RECORDER: I -- I'm sorry. "Everybody
12 else gets paid and" -- was the last part "run a much
13 different business"?

14 THE WITNESS: But you'll -- you'll have a
15 much different business.

16 BY MR. OSTROWSKI:

17 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

24 Q. Now, when was the decision made to sell the
25 hospitals?

1

2

3

4

5

6

7

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10

11

12

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21

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24

25

[REDACTED]

THE RECORDER: I'm -- I'm so sorry. I -- I missed that. Can -- just for clarity, can you repeat the question?

MR. OSTROWSKI: It said, "or try and sell the hospitals."

THE WITNESS: [REDACTED]

[REDACTED]

BY MR. OSTROWSKI:

Q. Were -- were there options other than the sale that were considered by PMH?

A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

A. Well, we had -- we hired outside bankers, who went out, and I'm sure their -- all their reports have been made available, that -- well, we looked for every -- any -- any -- anything and everything we could and didn't come up with much.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

4 Q. In order -- I'm sorry.

5 THE RECORDER: I -- I'm sorry. "Regulators
6 of the state"...

7 [REDACTED]

[REDACTED]

[REDACTED]

10 BY MR. OSTROWSKI:

[REDACTED]

[REDACTED]

[REDACTED]

14 A. I don't know. I don't have the data in front
15 of me, but a lot more than we've been getting.

16 THE RECORDER: I'm so sorry to interrupt. Do
17 you mind if we go off record? I'm having technical
18 difficulties.

19 MR. OSTROWSKI: Sure. You know what, why
20 don't we take our afternoon -- why don't we take a
21 break right now. We've been going for about an hour
22 and 10 minutes.

23 THE RECORDER: Okay. Give me just one second
24 here. So we are off the record at 11:42 a.m. Pacific
25 time.

1 (A recess was taken.)

2 THE RECORDER: And we are back on the record
3 at 12:01 p.m. Pacific time.

4 THE WITNESS: All right. Why don't we get
5 back at it.

6 BY MR. OSTROWSKI:

7 Q. Mr. Pillari, we talked a little bit about QHR
8 before, earlier in the day. How did -- how did you end
9 up retaining QHR? How did they come to Prospect
10 Medical Holdings?

11 A. Oh, I'm trying to think. I don't remember,
12 but I think I was involved someplace along the way. I
13 don't remember exactly, but I -- I'd -- I'm sorry. I
14 don't remember exactly how we got them, but there's not
15 that many firms out there who do this kind of stuff,
16 so -- but I don't --

17 Q. Have you --

18 A. -- remember.

19 THE RECORDER: I'm sorry. "There's not" --
20 "there's not a lot of firms out there that do this kind
21 of stuff"...

22 THE WITNESS: I don't remember exactly how
23 they -- you know, how we -- how we found them.

24 THE RECORDER: Was the last part "how we
25 found them"?

1 THE WITNESS: Yes.

2 BY MR. OSTROWSKI:

3 Q. Have you worked with them on any other
4 engagements?

5 A. No.

8 A. I don't think so.

9 (Exhibit C marked for identification.)

10 BY MR. OSTROWSKI:

11 Q. I'm going to share my screen, and I'm going
12 to show you what we've marked as Exhibit C. It's
13 titled "Initiative summary." It includes a baseline
14 EBITDA, and it is labeled C-CNT-PMH-012885. Bear with
15 me for a second.

16 Mr. Pillari, can you see the Excel
17 spreadsheet that I've shared with you that we've marked
18 as Exhibit C, and in the upper left-hand corner, it
19 says "Initiative Summary"?

20 A. Yes.

21 Q. Okay. Are you at all familiar with this
22 document?

23 A. No.

24 Q. Has it -- has -- do you know if it's been
25 shared with you or with anyone at Prospect Medical

1 Holdings?

2 A. I -- I don't know.

3 Q. Okay. But you haven't seen it before; is
4 that right?

5 A. I -- if I have, it might have just been in
6 passing, but I don't have any recollection of this
7 level of detail and all of that so...

8 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

22 A. Am I looking at what the -- the yellow shaded
23 stuff at the bottom?

24 [REDACTED]

[REDACTED]

[REDACTED]

2 A. Oh, okay. Okay. I'm sorry.

3 Q. [REDACTED], those things.

4 And then there are -- to the right, there are
5 dollar values associated --

6 A. Okay.

7 Q. -- with -- with those initiatives.

8 And -- and I'm going to ask you just to --
9 well, [REDACTED]

[REDACTED]

[REDACTED]

12 A. I know generally what the descriptions mean,
13 okay. As far as the specifics of what is going to
14 happen in Rhode Island, no.

15 Q. Okay. Let's start with the -- the
16 descriptions. [REDACTED]

[REDACTED]

18 A. I don't know what the -- the acronym is at
19 the front or -- but usually, this just -- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13 Q. And you say, "probably some pick up." Can
14 you quantify that in any way?

15 A. Well, to quantify it on the page, I --

16 Q. Fine --

17 A. -- because I don't -- I don't have the level
18 of detailed knowledge other than what -- what's here.

19 Q. So you're not in the position to validate
20 one -- validate any of the numbers on this page as to
21 whether they're reasonable or not?

22 A. [REDACTED]

[REDACTED]

[REDACTED]

4

Q. [REDACTED]

[REDACTED]

[REDACTED]

7

A. We don't have the bandwidth or the resources
8 to do it.

9

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

20

A. I don't, no.

21

Q. Okay. Do you know what DSH payments are?

22

A. Yes.

23

Q. All right. And -- and what are they?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

3 Q. And that extra compensation is determined by
4 the state; is that right?

5 A. Or -- or sometimes Medicaid. So, yeah, the
6 state if it -- I'm sorry -- if it's Medicaid, yes.

7 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16 Q. I see. So you can't tell me whether these
17 numbers are realistic or not?

18 A. No.

19 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7 A. I -- I don't know. Look, I'm -- I'm really
8 not the guy on this table. It's the first time I'm
9 seeing it.

10 Q. Okay.

11 A. I can speak in generalities that's just going
12 to kind of frustrate all of us, but I don't -- I
13 don't -- it looks like somebody did some work that put
14 this together and would -- would have the assumptions
15 behind it.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 Q. Okay.

18 A. I didn't -- I didn't -- I didn't work on
19 this.

20 Q. All right. If we go [REDACTED] I'm
21 presuming it's the same answer here; is that right?

22 A. Yeah, I don't -- I don't have the detail
23 to -- to really answer your questions here on this
24 table.

[REDACTED]

[REDACTED]



[REDACTED]

23 Q. So -- so you would be speculating as to
24 whether any of the restrictions limited his ability to
25 take -- take on any of these initiatives; is that

1 right?

2 A. No. I -- I know that the restrictions
3 limited his ability.

4 Q. All right. So tell me -- tell me more about
5 that. Which restrictions limited his ability?

6 A. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED] You gotta go through
10 the whole -- the whole drill because we pledged --
11 excuse me -- you know, that we would, you know, keep
12 things running the way they were or something.

13 So even that risk that we wanted to do with
14 nonclinical personnel took, like, I don't know how many
15 months. Everybody had to approve it. Everybody had to
16 look at it for 30 or 60 days each before we could do
17 it.

18 Q. Anything other than the [REDACTED] in the
19 RIF that -- that restrictions would have prevented
20 Mr. Leedman from doing any -- any of the other
21 initiatives?

22 A. So I gave you an anecdotal list, not one that
23 I deem exhaustive. I was giving some examples. I'm
24 not --

25 Q. That's why I asked.

1 A. I didn't --

2 Q. That's why I asked --

3 A. -- come prepared.

4 THE RECORDER: I'm sorry. One at a -- one at
5 a time. I only heard "giving some examples."
6 Everything else after that lost.

7 THE WITNESS: I -- I didn't come prepared
8 with an exhaustive analysis or list of those items.
9 BY MR. OSTROWSKI:

10 Q. Understood, but that -- that's why I asked
11 you if there were any others, because I know that you
12 gave me --

13 A. There may have been.

14 Q. Okay.

15 A. Is what I'm saying. I -- I'm just telling
16 you, as I sit here now, to answer the question, I --
17 you know, I -- I don't have a full inventory of every
18 management meeting for the last three years. I just
19 don't.

20 Q. Well, but it's fair to say, then, that
21 Prospect Medical Holdings has not held Mr. Leedman back
22 from doing any initiatives?

23 A. Correct.

24 Q. So to -- to the extent that an initiative is
25 permitted under the restrictions or to the extent that

1 he had the bandwidth, he had the free will to do it; is
2 that right?

3 A. He did, but we weren't dealing in normal
4 times, ever, where he -- where -- where Mr. Leedman had
5 the opportunity to study and execute and make these
6 things happen.

7 And then there's always the -- the -- the
8 negative reaction on any change to any of the services
9 at the hospital that would come from the community.
10 Any -- the backlash would always be swift and loud, so
11 that -- that had to be factored into his thinking.

12 I -- I don't want to speculate, but I just
13 know that Mr. Leedman, you know, had his hands full
14 just, you know, keeping the ER running and -- and
15 keeping everything working, never mind trying to, you
16 know, build out a full-blown improvement plan like
17 this.

18 Q. Did he ever come to Prospect Medical and ask
19 for the resources to hire the people needed to initiate
20 some of these initiatives?

21 A. I don't recall.

22 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13 Q. If you look at the expense reduction total,
14 we see an [REDACTED] expense reduction in year one,
15 followed [REDACTED] year two and [REDACTED] year three. Based
16 on what you know about the system, are those expense
17 reductions reasonable expectations without jeopardizing
18 the scope and quality of services?

19 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

25 Q. And is that something that he could have done

1 already?

2

[REDACTED]

11 (Exhibit D marked for identification.)

12 MR. OSTROWSKI: I'm going to now share with
13 you what we've marked as Exhibit D. Bear with me for a
14 moment. It's titled --

15 THE RECORDER: Was that B as in boy or D as
16 in dog?

17 MR. OSTROWSKI: D as in dog.

18 BY MR. OSTROWSKI:

19 Q. It's titled "Transition Plan." Can you see
20 the front page of this CharterCARE Health System
21 Transition Plan?

22 A. Yes.

23 Q. Have you ever -- has this document ever been
24 shared with you before?

25 A. I don't remember seeing it, but maybe if I

1 saw more than the cover page, but I -- I don't think
2 so.

3 Q. Did you play any role in helping prepare the
4 CharterCARE Health System Transition Plan?

5 A. Well, I had no role in preparing the artwork
6 I'm looking at on the front page so...

7 Q. Okay.

8 A. I don't -- I don't know what's in the
9 document, so I -- I can't tell you.

10 Q. All right. Well, here's the table of
11 contents. Does that jog your memory as to whether you
12 provided --

13 A. Yeah, I -- No. I -- if I did, it would've
14 been at an extremely high level. But, no, I haven't
15 been -- I wasn't involved in this.

16 THE RECORDER: Someone just joined.

17 MS. PARKER: Yes, Leslie Parker.

18 BY MR. OSTROWSKI:

19 Q. And I know that you've only had a brief
20 opportunity to look at what we had marked as Exhibit C.
21 I want to just put it back up on the screen for a
22 moment.

23 Having seen these proposed initiatives, and
24 if you don't have an opinion, that's fine, but I'm
25 going to ask you, do you believe that it's feasible for

1 somebody's done all the work here so...

2 Q. And would you -- part of this plan is a
3 transition to a not-for-profit status, which drives a
4 significant part of the savings. Would that be
5 something you could do?

6 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 Q. And I'm -- I'm just curious. So does that
18 mean that there could be a path to doing this without a
19 buyer, but by creating a new not-for-profit structure?

20 A. Who's going to be ultimately responsible
21 would be my question, all right. If we -- if we create
22 a new nonprofit, and we -- you know, we -- we gifted
23 the entity into the nonprofit, right, for just lack --
24 for lack of a better description --

25 Q. Uh-huh.

1 A. -- right? Does Prospect walk away? Does
2 Prospect leave Rhode Island, or do we stay there and
3 continue to be tortured and told we -- you know, we're
4 no good, and you know, you're never getting your
5 escrows back? I mean, tell me how it works, and then
6 I -- then I can answer the question.

7 Q. Right.

8 A. We're trying to sell and gracefully leave,
9 okay, without creating a mess. And so far we're doing
10 okay despite the fact that we were crippled for like
11 the last nine months by the cyberattack, all right? So
12 if you could explain to me how we would make that work,
13 sure we'd listen.

14 MR. OSTROWSKI: Okay. All right. Why don't
15 we -- why don't we take a break? I think I'm just
16 about at my end. I know that Rhode Island Department
17 of Health has questions. I'm going to just suggest
18 a -- a quick 10-minute break if that works for
19 everybody. It's 3:30, come back at 3:40?

20 THE RECORDER: Do you want to go off record
21 now?

22 MR. OSTROWSKI: Sure.

23 THE RECORDER: Okay. Stand by. So we are
24 off the record at 12:31 p.m. Pacific time.

25 (A recess was taken.)

1 THE RECORDER: And we are back on the record
2 at 12:44 p.m. Pacific time.

3 MR. OSTROWSKI: Mr. Pillari, thank you for
4 your time today. I have no further questions at this
5 moment on behalf of the Rhode Island Attorney General's
6 Office. I'll now turn it over to Jessica Rider.

7 MS. RIDER: Thank you.

8 EXAMINATION

9 BY MS. RIDER:

10 Q. Good afternoon, Mr. Pillari. I know you know
11 me, but I'll just introduce myself again for the
12 record. My name is Jessica Rider. I'm an attorney
13 representing the Rhode Island Department of Health in
14 this matter, and I will be questioning you further.

15 So I just want to clarify your understanding
16 about the HCA application. Are you familiar with the
17 actual -- when I say "the application," the one that
18 was filed on November 14, 2023, related to this
19 transaction?

20 A. I'm aware it was filed.

21 Q. Did you assist in preparing it in any way?

22 A. I may have answered a question or something
23 from general counsel when they were filling it out, but
24 I -- I was not involved in the -- the compilation or
25 the preparation of the application.

1 Q. And then prior to the proposed transaction,
2 did you know anybody from Centurion?

3 A. No.

4 Q. And I want to talk a little bit more about
5 the process to actually find a buyer and Prospect
6 retained HIIC Consulting to attempt to find a buyer; is
7 that correct?

8 A. Yes.

9 Q. And were you involved in that process?

10 A. Yes.

11 Q. Can you explain to me the -- your level of
12 involvement?

13 A. Well, I spoke to several different investment
14 banks, and HIIC had the availability and the interest
15 in taking on the project.

16 Q. And did you assist HIIC in any way to
17 identify potential buyers?

18 A. Myself and the team here told them everything
19 we knew about the market and where buyers might be.

20 Q. And is it your understanding that Centurion
21 wasn't initially identified as a potential buyer?

22 A. That's correct. I think HIIC identified
23 them.

24 Q. And do you know why they were later
25 identified?

1 A. HIIC was trying to help us get a deal done is
2 what I would -- you know, the way I understood it.

3 Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7 A. [REDACTED]

8 Q. Were you involved with any of the phone calls
9 to potential buyers?

10 A. I don't recall. I don't recall.

11 Q. Do you know whether or not any for profit
12 buyers were considered?

13 A. I -- I don't recall. I think HIIC probably
14 has materials that detail a lot of this. So that's
15 what I would rely on if -- if -- if I had to be -- if I
16 had to give you an answer.

17 Q. Is it your understanding or is it your
18 opinion that Centurion was the only viable option at
19 the time?

20 A. Yeah, yes.

21 Q. Do you think that that would be any different
22 now?

23 A. I don't know.

24 Q. And since -- this -- this process started
25 somewhere around 2021; is that correct?

1 A. I think so. At least -- I think it had to be
2 at least two years ago.

3 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

12 Q. And then moving now to the -- the time of the
13 actual transaction, entering into the transaction, you
14 were involved in that process as well?

15 A. When you say "the transaction"...

16 Q. Well, let me put it this way, actually. Were
17 you involved in negotiating the asset purchase
18 agreement?

19 A. In the background, not -- not directly. HIIC
20 and our -- our lawyers did -- you know, did all of --
21 almost all of -- of that work.

22 Q. Have you read the asset purchase agreement?

23 A. No.

24 Q. Have you been advised, whether maybe a -- a
25 memo or something as to the major terms of the asset

1 purchase agreement?

2 A. Yes.

3 Q. Are you familiar with the amendments to the
4 asset purchase agreement?

5 A. If you said what they were, I might know
6 what -- what you're -- what they are, but I don't -- I
7 couldn't tell you what amendment one or amendment two
8 or anything like that was.

9 Q. Is there anyone else at Prospect that would
10 know more information or that was more involved with
11 the negotiations?

12 A. General counsel.

13 Q. And who -- who was that at the time?

14 A. Frank Saidera.

15 Q. And it -- it's your understanding that
16 initially the proposal was to have a manager that was
17 identified as QHR to manage the hospitals; is that
18 correct?

19 A. Either as a manager or as a consultant, but
20 yes.

21 Q. Are you aware of Centurion's decision not
22 to -- not to engage them as a proposed manager?

23 A. Yes.

24 Q. Have you discussed that decision with them?

25 A. Yes.

3	A.
---	----

8	A.
---	----

3 Q. Well, I'm going to -- I'm going to represent
4 to you that in -- in the application, they've told us
5 that the local Prospect CharterCARE management team is
6 equipped to run the local system on their own. Has --
7 have you heard that before?

8 A. Yes.

9 Q. Okay. And would you agree with that
10 statement?

11 A. Yes.

12 Q. And are you familiar with -- I'm not going to
13 pull up the asset purchase agreement, but I'm just
14 going to ask you about some provisions to ask if you're
15 familiar with them.

16 Are you familiar with the provision relating
17 to seller financing?

18 A. No.

19 Q. Are you generally aware of the closing
20 covenants that you -- that Prospect would have to meet
21 in order to close the deal?

22 A. Boy, I know there's a working capital test,
23 but -- but I'm -- I don't know the whole litany of all
24 the --

25 Q. Do you have --

1 THE RECORDER: I'm sorry. "I don't know the
2 whole litany of all"...

3 THE WITNESS: The other conditions. I'm
4 sorry.

5 Q. As you sit here today, do you have any
6 concerns that Prospect wouldn't be able to meet closing
7 covenants in order to close a transaction?

8 A. No. I think we're -- I think we will be able
9 to meet them.

10 Q. Is it your understanding that you would have
11 to pay down the accounts payable or otherwise true it
12 up in order to close?

13 A. I don't know if that's been made explicit to
14 us yet, but we're assuming that that's -- will be a
15 condition of closing.

16 Q. And you are confident that Prospect will be
17 able to do that?

18 A. Yes.

19 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

2 Q. So you -- so is it your expectation that you
3 will true all that up at clo -- at the closing table,
4 essentially?

5 A. Yes.

6 Q. And are you aware that it could take
7 Centurion up to six months after receiving regulatory
8 approval to close the transaction?

9 A. Yeah, that's probably an outside estimate.

10 Q. Does that concern you in any way?

11 A. [REDACTED]

12 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

21 THE RECORDER: I'm sorry --

22 THE WITNESS: We have to --

23 THE RECORDER: I'm sorry, Counsel, can you
24 repeat that for me?

25 MS. RIDER: Sure.

1 BY MS. RIDER:

2

[REDACTED]

13 Q. And you are aware that the regulators, RIDOH
14 and the RIAG, typically impose conditions of approval
15 on a transaction, correct?

16 A. Yes.

17 [REDACTED]

20 Q. Has anyone else at Prospect, that you know
21 of?

22 A. I don't know.

23 Q. And when I say "your discussions with
24 Centurion," if you talk to anybody from Centurion, who
25 is it, usually?

1 A. Ben Mingle.

2 Q. Now, I want to talk a little bit about the
3 financial status of -- of Prospect Medical Holdings,
4 and earlier, you described it as a crisis state; is
5 that correct?

6 A. Yes.

7 Q. And you said that that was largely due to the
8 cyberattack that occurred around August 2023, right?

9 A. Yes.

10 Q. Now, prior to the cyberattack, Prospect
11 Medical Holdings had entered into a restructuring
12 agreement with MPT; is that correct?

13 A. Yes.

14 THE RECORDER: I'm sorry, Counsel, was that
15 MPT?

16 MS. RIDER: Yes, MPT.

17 BY MS. RIDER:

18 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

22 Q. Why not?

23 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 Q. Now, since 2021, has Prospect sold any of its
18 hospitals?

19 A. I'm trying to remember. We -- we sold a
20 hospital in Texas, and we sold the hospital in
21 New Jersey. I'm not sure if that was before or after
22 '21. Right around that time, I don't know.

23 Q. Right now Prospect's currently trying to sell
24 their New York, Connecticut hospitals, correct?

25 A. We're trying to sell Pennsylvania,

1 Connecticut and Rhode island.

2 Q. Is there a reason you're trying to sell so
3 many systems at -- so many hospitals at once?

4 A. Yeah. We can't -- we can't run them well
5 enough to justify keeping them. This was a company
6 that was based on the West Coast in California and did
7 and still does a really nice job running its California
8 hospitals, but that management expertise hasn't
9 translated to the -- to the East Coast. It's a
10 different environment, and you know, we decided it --
11 it's -- it's not fruitful to keep trying to do it.

12 Q. And let me ask you about your current plans
13 in Connecticut. Right now that sale is, essentially,
14 on hold; is that right?

15 A. Well, it's been on hold for two years through
16 a regulatory process. We got regulatory clearance a
17 little while ago, and now the buyer is, you know,
18 trying to play hardball to get a better price.

19 Q. And when you say "the buyer," that's
20 Yale New Haven, and -- and they filed a lawsuit against
21 Prospect to, essentially, get out --

22 A. Well, they --

23 Q. -- of that contract?

24 A. Yeah, they filed a lawsuit that effectively
25 would try to get them out of their obligation to close

1 the deal, right, and it's -- you know, it is what it
2 is. We'll see where it goes over the next couple of
3 weeks.

4 Q. Now, if that sale in Connecticut doesn't go
5 through, would that have an impact on Prospect's
6 liquidity and cash position?

7 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5 A. I would -- I would -- that would be a hard
6 no, all right, in a -- in the response to that. And as
7 we've said in the press reports, last time we checked,
8 we're regulated by the DOH and -- or the DEPH, whatever
9 in -- in Connecticut, not by the media and not by
10 competitors and [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 A. Yeah, there are two -- two buildings that
2 were -- that were closed that were, you know, extremely
3 low volume kind of setups. It just didn't make sense
4 to keep running them. They were ancillary to the two
5 main hospitals. They weren't -- they weren't a big
6 part of the system.

7 Q. Did that require regulatory approval in
8 Pennsylvania?

9 A. No.

10 Q. And there was a court case related to the
11 closure of the Dela -- Delaware County Memorial
12 Hospital. I'm not sure if it also included
13 Springfield, but what is the status of that --

14 A. That --

15 Q. -- court case?

16 [REDACTED]

18 Q. And I want to go back to MPT for just a
19 minute. That transaction was entered into -- into
20 May -- in May 2023, and I -- I just want to understand,
21 did the agreement achieve the results that you were
22 seeking, from entering into that transaction?

23 A. [REDACTED]

[REDACTED]

[REDACTED] So, you know, usually, you judge these

1 things over time and in the rearview mirror. We
2 haven't had that much time with it. It hasn't been
3 quite a year, but you know, so far it's okay.

4 Q. Are you in good standing with MPT?

5 A. [REDACTED]

6 Q. And is it your understanding that they will
7 have to consent to this transaction?

8 A. In Rhode Island?

9 Q. Yes.

10 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

16 Q. Now, I know -- and I don't have a lot of the
17 details -- that there was some action related to that
18 MPT transaction by the California Department of Managed
19 Healthcare. What -- what is the status of that?

20 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

1

5

MS. RIDER: Just going to share my screen, if
you just give me a minute. I'm going to mark this
Exhibit G.

8

(Exhibit G marked for identification.)

9

BY MS. RIDER:

10

Q. And Mr. Pillari, do you sit on any of the
boards at -- within Prospect Medical Holdings?

12

A. No.

13

Q. Do -- do you attend board meetings?

14

A. Yes.

15

Q. Do you attend -- well -- well, let's just
talk about -- I guess we should identify which boards
there are. So there is a -- the chamber, Ivy Holdings,
Ivy Intermediary Holdings and Prospect Medical
Holdings. They all have a board, but they're,
essentially, all the same members, and you hold those
meetings jointly; is that correct?

22

A. Yes.

23

Q. Okay. And you attend those meetings?

24

A. Yes.

25

Q. Are there any other board or committee

1 meetings that you regularly attend within the system?

2 A. I'm the -- the chairman of the Management
3 Audit Committee, you know, which reports to the board
4 and to the auditor, but other than that, no.

5 Q. Can you remind me what that committee does?

6 A. The -- the committee effectively approves the
7 financial statements before they're released to the
8 auditors for their review and also works with the
9 auditor to make improvements year over year.

10 So when you get a financial audit completed,
11 many times they'll say, "Hey, here's a list of things
12 we want you guys to do better on next year, keep an eye
13 on this stuff." And then the Management Audit
14 Committee, basically, you know, meets once a quarter
15 and makes sure these things are getting done so that,
16 you know, when the auditor comes back the next year,
17 you know, we took care of these things before they
18 turned into issues.

19 Q. And when you say that you're responsible for
20 looking at the financial statements, are you looking at
21 the Prospect Medical Holdings, financial statements and
22 as well as, you know, for instance, of Prospect
23 CharterCARE and what -- whatever other entities there
24 are under Prospect Medical Holdings?

25 A. Technically, yes. But, really, the focus is

1 on the -- the parent company financials.

2 Q. And back to my screen here, Exhibit G, this
3 is the minutes of the board of chamber, the
4 Ivy Entities and Prospect Medical Holdings on July 24,
5 2023.

6 A. Yeah.

7 Q. And it was represented that you attended that
8 meeting. Do you remember attending that meeting?

9 A. I remember. I -- I'm not going to dispute
10 it. I mean, I don't remember the exact meeting or the
11 day and the time but...

12 Q. And in this meeting -- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16 Q. Oh.

17 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

23 Q. So is it a reference to kind of the third
24 iteration of Prospect?

25 A. Yeah, something like that, loosely.

1 Q. And what were the first two iterations?

2 A. Like I said, loosely, so...

3 Q. Generally speaking, how would you define the
4 first two iterations?

5 A. [REDACTED]

[REDACTED]

12 Q. And it says that these calls include senior
13 management and members of the board. And you're
14 involved in those calls?

15 A. Yes.

16 Q. [REDACTED]

[REDACTED]

25 Q. And we asked in responses whether or not

1 there was any record of what happened on these calls,
2 and we were told there isn't. Do you keep any notes
3 related to these calls?

4 A. No.

5 Q. And there's reference here that, on these
6 calls, you discuss significant issues for the company.
7 How -- can you further explain that? What type of
8 significant issues would you be discussing?

9 A. Well, for, I don't know, the last year we
10 talked about the cyberattack, recovery of insurance
11 proceeds related with the cyberattack, bringing systems
12 back online because of the cyberattack.

13 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

17 Q. And these calls are still occurring?

18 A. Yes.

19 Q. At the same frequency, twice a week?

20 A. Yes.

21 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7

THE RECORDER: I'm sorry.

8

THE WITNESS: -- things like that.

9

THE RECORDER: "What we're going to do with

10 Yale"?

11

THE WITNESS: Yes.

12

BY MS. RIDER:

13

Q.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

20

And that was a recommendation from

21

Mr. Topper, who is the -- the co -- referring to

22

David Topper, correct?

23

A. Yes.

24

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6 Q. I'm going to go down a little bit in the same
7 document, and it looks like -- I'm looking at this
8 paragraph that starts "Mr. Pillari," so that's
9 referring to you, correct?

10 A. Yes.

11 Q. And you are under the -- the heading of
12 "Financial Cash Planning," and -- and that's consistent
13 with what you said your role is for the company. So
14 you regularly report to the board on financial and cash
15 planning?

16 A. Yes.

17 Q. And there's a sentence here that says

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7 Q. So timelines have changed. Has the liquidity
8 changed?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15 MS. RIDER: I'm going to stop sharing and
16 let's go -- we'll -- we'll pull up another exhibit.
17 I'm going to have this marked as Exhibit H.
18 (Exhibit H marked for identification.)

19 BY MS. RIDER:

20 Q. Mr. Pillari, do you see my screen?

21 A. Yes.

22 Q. So this is titled the "Minutes of the Board
23 of Directors of Chamber, Inc., the Ivy Entities and
24 Prospect Medical Holding." And it looks like these are
25 minutes from a meeting held on December 20, 2023; do

1 you see that?

2 A. Yes.

3 Q. And you were in attendance at this meeting?

4 A. Yes.

5 Q. And this is a more recent meeting, so now
6 we've -- we are past the point of the cyberattack,
7 correct?

8 A. Of the actual attack, yes.

9 Q. And in this meeting under "Cash Forecast,"
10 which it looks like in that meeting, Mr. Sabillo
11 presented the company's cash forecast, and he's the
12 CFO?

13 A. Yes.

14 Q. [REDACTED]

[REDACTED]
[REDACTED] Can you elaborate on the --
17 that statement and what was going on at that time?

18 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[illegible]

1

3

A. Oh, goodness. I

15

Q. Now, let me just ask you a question about the

16

vendor relationships. Now, you're aware that the

17

Prospect CharterCARE accounts payables is somewhere

18

around

19

A. I -- I will take your word for it. I don't

20

know the exact number, but that sounds about right.

21

Excuse me one second. Oh, just let me -- thank you.

22

I'm sorry. I'm back.

23

Q. And that, you know, I don't have the number

24

in front of me, but that's -- some portion of that is

25

more than a days aging, and you --

1 A. Sure.

2 Q. -- you would agree with that?

3 A. Yes.

4 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 A. Yes. Well, we never expected to close in --
18 in December, I don't think --

19 Q. Well -- excuse me.

20 A. -- but --

21 Q. When I say December, I mean at the time of
22 the -- the board meeting, that which --

23 A. Yeah.

24 Q. -- which was in December.

25 A. That's right. We thought we could get this

1 done in the first quarter, but I think what happened
2 was -- I know what happened was -- if you're familiar
3 with Steward Healthcare, that kind of shook the markets
4 a little bit for -- for healthcare lending. [REDACTED]

[REDACTED]

[REDACTED]

7 Q. Yeah. And so you're referencing Steward
8 Health Care's recent bankruptcy filing, correct?

9 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16 Q. Now, Steward is -- is one of MPT's biggest
17 tenants; is that correct?

18 A. Yes.

19 Q. And do you have any concerns for Prospect or
20 Prospect's relationship with MPT as a result of
21 Steward's filing bankruptcy?

22 A. No. We have an excellent relationship with
23 MPT.

24 [REDACTED]

[REDACTED]

2 A. I don't know. That -- that's a pretty
3 in-depth analysis. I -- I don't know.

4 Q. Is it something that you will need to
5 consider or plan for in relation to your arrangements
6 with MPT?

7 A. I don't know. I don't know what we can do,
8 right. They own our real estate, so I -- I don't -- I
9 haven't really thought about what to do there.

10 MS. RIDER: I'm going to stop sharing my
11 screen for a minute. I'm going to pull up the next
12 document here. I'm going to have this marked as
13 Exhibit I.

14 (Exhibit I marked for identification.)
15 BY MS. RIDER:

16 Q. And again, Mr. Pillari, we're looking at some
17 more board minutes of chamber, the Ivy Entities and
18 Prospect Medical Holdings.

19 A. Yes.

20 Q. And this was for a meeting that was held on
21 January 18, 2024, and you were in attendance at that
22 meeting, correct?

23 A. Yes.

24 Q. Now, the first thing I want to ask you about
25 this is, there was a reference -- and let me just get

1 to it here. So there was a reference -- and I have it
2 highlighted here -- that Mr. Crockett, and that's
3 Von Crockett, the co-CEO of the company, correct?

4 A. Yes.

5

11 Q. And bear with me, Mr. Pillari. I've got one
12 more set of board minutes to look at.

13 A. Let me guess, the February board meeting
14 or...

15 Q. Not quite, not quite. And actually, I -- I
16 should ask, are you okay to keep -- do you need a
17 break? Because I'm happy to keep going --

18 A. No.

19 Q. -- if --

20 A. I'm fine. I'm -- this is -- I -- I wouldn't
21 want to be doing anything else right now.

22 THE RECORDER: For my purposes, do you mind
23 if we just take a real quick, like five-minute?

24 MS. RIDER: Sure, sure.

25 THE RECORDER: Okay. Just give me one second

1 here. So we are off the record at 1:32 p.m. Pacific
2 time.

3 (A recess was taken.)

4 THE RECORDER: And we are back on the record
5 at 1:32 p.m. Pacific time.

6 MS. RIDER: Mr. Pillari, I'm going to share
7 my screen one more time here, and I'm going to have
8 this marked as Exhibit J.

9 (Exhibit J was marked for identification.)

10 BY MS. RIDER:

11 Q. And what I'm showing you now is the Minutes
12 of the Board of Directors of Chamber, Inc., the Ivy
13 Entities and Prospect Medical Holdings. And you were
14 close, but it looks like this meeting was held on
15 January 31, 2024. And it looks like you were in
16 attendance, and you would agree with that?

17 A. Yes.

18 Q. And has the board met since January 31 of
19 2024?

20 A. I don't -- I don't recall, honestly. I -- I
21 don't know.

22 Q. And now I want to talk about -- the first
23 statement here says "[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

3 So can you tell me what prompted you to send
4 that e-mail and -- [REDACTED]

[REDACTED]

6 A. Can I -- can I see the rest of the minutes
7 just to help me?

8 Q. Sure, sure. And let me know if I'm going too
9 fast or slow.

10 A. Okay. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

A horizontal bar chart consisting of 20 black bars of varying lengths. The bars are arranged vertically, one above the other. The lengths of the bars vary significantly, with some being very long (nearly the full width of the chart) and others being very short. Small red vertical lines are visible at the right end of several bars, including the 4th, 7th, 8th, 9th, 10th, 11th, 12th, 13th, 14th, 15th, 16th, 17th, 18th, 19th, and 20th bars from the top.

[REDACTED]

2 Q. And the deals that had to be made, what --
3 what were those deals?

4 A. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

14 Q. Uh-huh, yes.

15 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

A horizontal bar chart with 20 bars of varying lengths, all colored black. The bars are arranged in a single column. The lengths vary significantly, with some being very long and others very short. The bars are separated by thin white gaps. The chart is set against a white background with a vertical gray line on the left side.

2

A. Yes.

3

[REDACTED]

2 Q. And --

3 A. -- key variable.

4 THE RECORDER: I'm sorry. "So that was a"...

5 THE WITNESS: A key variable.

6 BY MS. RIDER:

7 Q. And as we sit here today, you're going --
8 you're working on the ABL. Is there anything that you
9 are actively doing to improve the cash -- cash position
10 and liquidity of Prospect Medical Holdings?

11 A. That's all I do.

12 Q. And --

13 A. That's all.

14 Q. [REDACTED]

[REDACTED]

[REDACTED]

17 A. Not -- not that many, all right. We -- you
18 know, we're not -- not many. We don't --

19 Q. Is it --

20 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

Category	Value (approximate)
1	95
2	85
3	95
4	85
5	95
6	45
7	95
8	85
9	95
10	85
11	85
12	95
13	45
14	95
15	85
16	10
17	35
18	95
19	95
20	95
21	95
22	85
23	95

[REDACTED]



[REDACTED]

13 Q. Now, I want to ask you a couple of questions
14 about the audited financials for Prospect Medical
15 Holdings, and as we sit here today, you do not have
16 those for fiscal year 2023; is that correct?

17 A. I don't have final audits, all right.
18 They're -- you know, they're going to -- they're going
19 to the auditor like this week. We should have it by
20 the end of the month.

21 Q. And that -- that's pretty late for you, isn't
22 it?

23 A. It is, but I'm going to say it again. You
24 know, we had this thing called a cyberattack that shut
25 us down for three to four months, and what one of the

1 real extra kicking the shins you get when you have a
2 cyberattack is other organizations will not hook up to
3 you until you actually prove you're clear. You might
4 think you're -- ever -- you've got everything running
5 and it's great, but then you have to somehow bring in
6 another organization to certify that it's okay for --
7 for our auditor, for example, to go into our systems
8 and it's not going to drag an infection into their
9 systems.

10 So the audit never really got started.
11 Usually, would start over the summer, and it didn't
12 even get close. So everything is kind of delayed four,
13 five months. So, normally, we'd have an audit end of
14 January, roughly, for our September year end. So it's
15 going to be, you know, end of May, plus or minus.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

20 Q. Now, I want to dig in a little bit to
21 discussions that you've had, if you've had them, if
22 this transaction's not approved. If -- what do you see
23 as the potential options if the transaction's not
24 approved?

25 [REDACTED]

[REDACTED]

9 You know, I know people are always saying,
10 "If we give you more money, you're just going to take
11 it and send it to California." You know, whatever we
12 have to do to convince people that won't happen, we
13 will, because we don't want to -- we don't want to be
14 the guys who have to close these hospitals. We don't
15 want to do that.

16 Q. Is that something you've considered?

17 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

24 Q. And I want to ask you a couple more questions
25 about -- you know, we're talking about Prospect, you

1 know, being in crisis for the last 6 to 12 months. And
2 during that time period, has there been any reduction
3 or elimination of senior management positions?

4 A. Well, there isn't much in senior management.
5 Let me put it to you that way, that like PMH,
6 there's -- you probably know that there -- on this page
7 right here, that's your senior management. There --
8 there's not -- that's it, so is seven or eight people.

9 Q. Thanks for reminding me. I'll stop sharing
10 just for ease, not -- not because I didn't like your
11 answer.

12 And have any salaries of senior managers been
13 reduced, bonuses reduced?

14 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6 A. Yes. But again, that doesn't stand on its
7 own, right? There's not anybody to let go. You know,
8 we have one general counsel, we have one CFO. There's
9 not -- there's not a lot of staff to reduce.

10 Q. And Sam Lee was the former CEO of Prospect
11 Medical Holdings; is that correct?

12 A. Yes.

13 Q. And he resigned last summer?

14 A. Yeah, he -- yes. Yes, that's correct.

15 Q. Now, in -- in the information that's been
16 submitted as part of this application, he's still
17 listed as the CEO of Chamber, Inc.; is that correct?

18 A. Yeah, he may be. He's just not CEO of the --
19 of the operating company, right. He's chairman of
20 everything, but he probably retained the -- I guess,
21 the CEO title. I -- I'll believe you if that's what it
22 says, of Chamber.

23 Q. Do you know -- do you know why he would have
24 remained the CEO of Chamber?

25 A. No, but there aren't any real operating

1 responsibilities with that job. It's much different
2 than CEO of Prospect.

3 [REDACTED]

4 [REDACTED]
5 A. I don't know. He's -- he's an owner, so he
6 can do what he wants.

7 Q. Do you know why he resigned from his position
8 at Prospect Medical Holdings?

9 A. I think he would rather be chairman and -- in
10 my opinion, and let others run the business day-to-day.

11 Q. Is that something -- you said, in your
12 opinion. Is that something you would know or have
13 discussed with him?

14 A. No.

15 Q. And other than being chairman of the board,
16 is he interacting with the operations of the company in
17 any capacity at this point?

18 A. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

22 Q. Do you know if he has involvement with
23 Prospect CharterCARE?

24 A. [REDACTED]
[REDACTED]

[REDACTED]

2 MS. RIDER: I think it's a good time to take
3 a break. I -- I don't think I have much more, if -- if
4 anything. So if we can just take a -- like a 10-minute
5 break, maybe we'll come back and -- and release you.

6 THE WITNESS: Okay.

7 THE RECORDER: So off record?

8 MS. RIDER: Off the record, please.

9 MR. OSTROWSKI: Well --

10 THE RECORDER: Stand by. So we are -- so we
11 are off the record --

12 MR. OSTROWSKI: I was just --

13 THE RECORDER: -- at 1:50 --

14 MR. OSTROWSKI: Yeah, we could be off the
15 record.

16 (A recess was taken.)

17 THE RECORDER: And we are now back on the
18 record at 2:03 p.m. Pacific time.

19 MS. RIDER: Thanks.

20 BY MS. RIDER:

21 Q. Mr. Pillari, just a few more questions from
22 my side. I want to talk a little bit more about the --

23 [REDACTED]

[REDACTED]

[REDACTED]

A.

ESQUIRE
DEPOSITION SOLUTIONS

1

[REDACTED]

24 Q. And I -- I want to switch gears, briefly,
25 now. You're familiar with the PACE loans that the



1 Rhode Island hospitals have, correct?

2 A. Generally.

3 Q. [REDACTED]

5 A. That's out of our control.

6 Q. That's okay. I just want to know if that's
7 your understanding, if that --

8 A. There's a new --

9 Q. -- that's happening.

10 THE RECORDER: One at a time, one at a time.
11 Sorry, for clarity, please. One at a time.

12 THE WITNESS: Yes.

13 BY MS. RIDER:

14 [REDACTED]

[REDACTED]

22 MS. RIDER: Nothing further from me at this
23 time.
24
25

1 FURTHER EXAMINATION

2 BY MR. OSTROWSKI:

3 Q. Pillari, this is Mark Ostrowski. I have just
4 a couple of follow-up questions on some of the areas of
5 inquiry that Attorney Rider went down.

6

[REDACTED]

10

A horizontal bar chart with 20 bars, all black, representing a distribution. The bars vary in length, with the longest bar at the 10th position and the shortest at the 3rd. A vertical line is at the 5th bar. A red vertical line is at the 3rd bar. A red dot is at the 10th bar.

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] We've -- we've told people we want to

24 leave, and we want to try to leave as gracefully as we

25 can.

1 MR. OSTROWSKI: I have no further questions
2 at this time. Thank you for your time.

3 THE WITNESS: Thank you.

4 MR. OSTROWSKI: All right. I think with
5 that, we can conclude our time on the record.

6 THE RECORDER: Okay. So the -- the only
7 thing that I need on record is just confirmation of the
8 transcript orders, so I'll run down through and grab
9 those.

10 Counsel Lindquist, with the Rhode Island
11 Office of the Attorney General, I down for an
12 electronic copy ready within three business days. So
13 ready by Monday, May 13; is that correct? I need a
14 verbal answer, I'm sorry.

15 MR. OSTROWSKI: He says -- on behalf -- on
16 behalf of them, I'll say yes, great.

17 THE RECORDER: Okay. Perfect.

18 And then let's see here. So Counsel
19 Ostrowski, your office, I have you down for an
20 electronic certified copy; is that correct?

21 MR. OSTROWSKI: That's correct.

22 THE RECORDER: All right. And then
23 Counsel Rocha, I have you down for an electronic copy,
24 and we're sending the read and sign to you; is that
25 correct?

1 MS. ROCHA: That's fine.

2 THE RECORDER: All right. Counsel Rider, I
3 have you down for an electronic certified copy; is that
4 correct?

5 MS. RIDER: Yes, that's correct.

6 THE RECORDER: All right. And then
7 Counsel Wyman for the Rhode Island Department of
8 Health, I have you down for an electronic certified
9 copy; is that correct?

10 MS. WYMAN: Yes.

11 THE RECORDER: All right. Perfect. That --
12 I think that's everybody. So with that, we are off the
13 record at 2:15 p.m. Pacific time.

14

15

16

17

18

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20

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23

24

25

CERTIFICATE

I, REBECCA ROBERTS, a Notary Public in and
for the State of California do hereby certify:

That the foregoing witness was duly sworn;
that the proceeding took place before me at the time
and place herein set forth; that the testimony and
proceedings were accurately captured by me with
annotations using electronic recording means not
related to stenography.

I further certify that I am not related to
any of the parties to this action by blood or marriage
and that I am not interested in the outcome of this
matter, financial or otherwise.

IN WITNESS THEREOF, I have hereunto set my
hand this 13th of May, 2024.



REBECCA ROBERTS
Notary Commission CA No. 2487658
Commission Expires: May 15, 2028

CERTIFICATE OF TRANSCRIPTIONIST

I, SHAWN WEBER, Registered Professional
Reporter, do hereby certify:

That the foregoing is a complete and true
transcription of the original digital audio recording
of the testimony and proceedings captured in the
above-entitled matter. As the transcriptionist, I have
reviewed and transcribed the entirety of the original
digital audio recording of the proceeding to ensure a
verbatim record to the best of my ability.

I further certify that I am neither attorney
for nor a relative or employee of any of the parties to
the action; further, that I am not a relative or
employee of any attorney employed by the parties
hereto, nor financially or otherwise interested in the
outcome of this matter.

IN WITNESS THEREOF, I have hereunto set my
hand this 13th day of May, 2024.

Shawn Weber
SHAWN WEBER, RPR

DEPOSITION ERRATA SHEET

Esquire Job No. J11183771

Case Caption: In Re: Hospital Conversions Act Initial
Application of the Centurion Foundation, et al.

DECLARATION UNDER PENALTY OF PERJURY

I declare under penalty of perjury that I
have read the entire transcript of my deposition taken
in the above-captioned matter or the same has been read
to me, and the same is true and accurate, save and
except for changes and/or corrections, if any, as
indicated by me on the DEPOSITION ERRATA SHEET hereof,
with the understanding that I offer these changes as if
still under oath.

Signed on the _____ day of _____,
20____.

GEORGE PILLARI

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GEORGE PILLARI

GEORGE PILLARI
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