



Rhode Island Department of Attorney General
 Office of Health Care Advocate
 150 South Main Street
 Providence, RI 02903-2907
 Phone: 401-274-4400
 Fax: 401-222-2995
www.riag.ri.gov

Rhode Island Department of Health
 Office of Health Systems Development
 Three Capitol Hill, Room 404
 Providence, RI 02908-5097
 Phone: (401) 222-1685
 Fax: (401) 222-1797
www.health.ri.gov/merger/index.php

INITIAL APPLICATION
 (Pursuant to R.I. General Laws § 23-17.14-6)
Instructions

Please respond to every question and each appendix unless directed to do otherwise. When you have completed the Initial Application, submit two (2) copies of the completed Initial Application by certified United States Mail or hand delivery, with return receipt requested (one (1) copy shall be in an electronic format acceptable to the Department of Health and the Department of Attorney General and (1) copy of the Initial Application in three (3) ring binders with a spine label setting forth the volume number and the range of the unique identifier and tab for each question) to:

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

Rhode Island Department of Health
 Hospital Conversions/Mergers Program
 Three Capitol Hill, Room 404
 Providence, RI 02908-5097

For both the electronic formatted version and the hard copy of the Initial Application, each page submitted as part of the Initial Application shall be labeled with a sequential unique identifier, such as the Bates system, and contain a complete index of pages of the Initial Application, setting forth the unique identifier for each page and a description of the document in a format acceptable to the Department of Health and the Department of Attorney General.

All information submitted as part of the Initial Application shall be public except for information submitted pursuant to Rhode Island General Laws §§ 23-17.14-6 (31) and 23-17.14- 6 (c).

Regulatory Requirements: Completion and submission of the Initial Application is a prerequisite. The Initial Application should be completed after a thorough review of Title 23, Chapter 17.14 of the General Laws of Rhode Island, as amended, and any applicable Rules and Regulations.

Review for acceptability: Within 30 days after the receipt of the Initial Application, the Department of Health and the Department of Attorney General shall jointly advise the applicants, in writing, whether the application is complete. If the Initial Application is not complete, the Department of Health and the Department of Attorney General shall specify all additional information that the applicant(s) are required to provide to complete the Initial Application. The applicants are required to submit the additional information within thirty (30) days. Within ten (10) days of the receipt of the additional information, the Department of Health and the Department of Attorney General shall determine the acceptability of the additional information. If the additional information is not submitted by the applicant within thirty (30) business days, or if the Department of Health and the Department of Attorney General determine the additional information submitted by the applicant is insufficient, the application will be rejected, without prejudice, to the applicant's right to resubmit. A rejection will be accompanied by a detailed written explanation of the reasons for rejection. If the Department of Health and the Department of Attorney General determine the additional information requested is sufficient, the applicant will be notified, in writing, of the date acceptance of the application.

Timeline: The Department of Attorney General and Department of Health shall each approve, approve with conditions directly related to the proposed conversion, or disapprove the application within one hundred and eighty (180) days of the date of acceptance of the application.

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

References to other responses shall be accepted. Attachments must be listed under an individual tab at the end of the application form. Applications should not include the instruction pages or appendices not applicable to the proposal.

All information submitted as part of the Initial Application shall be public except for information submitted pursuant to Rhode Island General Laws §§ 23-17.14-6 (31) and 23-17.14-6(c). If the transacting parties seek a determination by the Attorney General that any of the information submitted as part of the Initial Application should be deemed confidential and/or proprietary or otherwise required by law to be maintained as confidential, the transacting parties shall submit, in a separate package clearly labeled "Request for Confidentiality." For both the electronic version and the hard copy, the transacting parties shall submit the request(s) for a determination that document(s) are confidential including the legal citation and/or explanation for the reason that the document(s) should be deemed confidential. One (1) copy of the document(s) shall be clearly marked as confidential on the top and contain the redaction that the transacting parties seek to be deemed confidential by using a black marker to strike those words/section, and one (1) copy of the document(s) shall be clearly marked as confidential on the top in an unredacted version of the identical document.

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

Definitions:

Words and terms used in these instructions, which are defined by the Hospital Conversions Act 23-17.14- 4, *et seq.* , shall have the meaning contained in the Hospital Conversions Act.

The term "document," as used herein, includes, but is not limited to, the following items, whether created, printed or recorded or reproduced by any other mechanical or electronic process, or written or produced by hand and/or any electronic device, and whether sent or received or neither; namely, contracts, agreements and understandings, communications, including intracompany communications, memoranda, statements, handwritten or other types of notes, correspondence, telegrams, notices, books, diaries, forecasts, financials, statistical statements, ledgers, journals, books or records of account, desk calendars and appointment books.

The term "Effective Date" shall mean the date upon which the proposed conversion will become effective.

The word "or" as used herein, means and/or. Whenever an requests asks to "describe" a fact, event, or item, or any variation thereof, please provide a detailed description of the fact, event or item requested.

Whenever a request asks to "identify" a fact, event or item, or any variation thereof, designate the fact, event or item and provide such descriptive information so as to enable the fact, etc. to be ascertained.

When appropriate in this initial application, the singular form shall be interpreted as plural and vice versa, and the present tense includes the past tense and vice versa, and the neuter includes the masculine and feminine.

Reports, use of experts, costs: The Department of Attorney General and Department of Health may engage experts or consultants including, but not limited to, actuaries, investment bankers, accountants, attorneys, or industry analysts. All copies of reports prepared by experts and consultants, and costs associated therewith, shall be made available to the transacting parties and to the public. All costs incurred under this provision shall be the responsibility of one (1) or more transacting parties in an amount to be determined by the Attorney General or the Director, as he/she deems appropriate. No application for a conversion shall be considered complete unless an agreement has been executed with the Director and the Attorney General for the payment of costs, pursuant to Title 23, Chapter 17.14 of the General Laws of Rhode Island, as amended, and all applicable Rules and Regulations.

**All questions concerning this application should be directed to:
Office of Health Care Advocate (401) 274-4400 Ext. 2316.**

HOSPITAL CONVERSION APPLICATION

(Date)

Please provide the following information (please copy the chart as needed):

Name Transacting Party:	
Date Application Submitted:	
Date of Agreement Execution with the Director for the Payment of Costs *	
Date of Agreement Execution with the Attorney General for the Payment of Costs *	
Date of Approval by Transacting Parties' and existing hospitals' parent corporation, council, or religious organization, including the Diocese, Council, and the Vatican * (if applicable)	

* Please provide copies of the responsive documents.

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

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

Signed and dated by the President or Chief Executive Officer

Entity

Subscribed and sworn to before me on this ____ day of _____ 200

Notary Public

My Commission Expires:

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Appendix A

Appendix B

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INSTRUCTIONS: For each transacting party and its hospital affiliates, provide complete answers to the following questions:

1. Please provide an executive summary of the proposed conversion which shall include (1) discussion of the timing, cost, source of funds, etc. of the individual elements that will occur as a result of the proposed conversion (including real estate sales, development of new services and/or facilities, etc.) and (2) identify and quantify benefits to the community from the conversion, starting with the Effective Date, running 10 years forward.

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2. Please demonstrate that each of the individual elements of the proposed conversion benefits the community and whether these benefits could be effected by the transacting parties (whether independently or through collaboration) without undergoing the proposed conversion.

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3. Name and address of each transacting party and the affiliate hospitals of the transacting parties (Please copy the chart as needed):

Name:	Telephone:	
Address:	State:	Zip:

4. Name, title, address, phone, fax and e-mail for each transacting party and the affiliate hospitals of the President or CEO (Please copy the chart as needed):

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

5. Name, title, address, phone, fax and e-mail of one contact person for each transacting party for this application process (only if different from the President/CEO in Question 3):

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

6. **EXISTING AFFILIATE HOSPITALS OF THE TRANSACTING PARTIES:** For each existing affiliate hospital of the transacting parties, please provide the following information and attach a copy of the current license (Please copy the chart as needed):

License Category:				
Name of Facility:			License Number:	
Address:			Telephone Number:	
Type of Ownership:	Individual	Partnership	Corporation	Limited Liability Co.
Tax Status:	For-Profit	Non-Profit		

7. **PROPOSED AFFILIATE HOSPITALS OF THE TRANSACTING PARTY HOSPITALS:** For each proposed affiliate hospitals of the transacting parties, please provide the following information and attach a copy of the current license (Please copy the chart as needed):

License Category:	
Name of Facility:	License Number:
Address:	Telephone Number:
Type of Ownership:	Individual Partnership Corporation Limited Liability Co.
Tax Status:	For-Profit Non-Profit

8. Estimate the date for the implementation of the proposed conversion, if approved:

Month/Year: _____

9. Please provide a copy of the current health care facility's license(s) for the transacting parties and their affiliates.

10. Please provide the name, address, phone number, occupation, and tenure of all officers, members of the board of directors, trustees, executives, and senior level managers, including for each position, current persons and persons holding position during the past three (3) years.
11. Please provide a list of all committees, subcommittees, task forces, or similar entities of the board of directors or trustees, including a short description of the purpose of each committee, subcommittee, task force, or similar entity and the name, address, phone number, occupation, and tenure of each member.
12. Please provide agenda, meeting packages, and minutes of all meetings of the board of directors or trustees and any of its committees, subcommittees, task forces, or similar entities that occurred within the two (2) year period prior to submission of the application (beginning with January 1) to the present; including:
 - a. Finance committee;
 - b. Any committee, which existed and/or was formed to study and/or discuss the proposed conversion;
 - c. Any committee, which existed and/or was formed to study and/or discuss any and all potential "partners" (including affiliations, mergers, acquisitions, purchases, or the like); and
 - d. Any committee, task force and/or other entity that discussed the proposed conversion and/or any other potential "partners" as described in subsection (c) above.
13. Please provide each of the following applicable documents for each of the transacting parties:
 - a. Certificate and Articles of incorporation and by-laws for corporation;
 - b. Certificate of Partnership and Partnership Agreement (for partnerships);
 - c. Certificates of Organization and Operating Agreement (for limited liability companies).

If any of the above documents are proposed to be revised or modified in any way as a result of the proposed conversion, include the proposed revisions or modifications to them.
14. Please provide organizational charts for all of the transacting parties for prior and post conversion, including, but not limited to identifying all legal entities with direct or indirect ownership in or control, all related entities also owned or controlled by the same "parent" entity, the percentage of ownership or controlling interest among and between all such entities.
15. Please provide organizational structure for existing transacting parties and each partner, affiliate, parent, subsidiary or related corporate entity in which the acquiror has a twenty percent (20%) or greater ownership interest.
16. Please provide conflict of interest statements, policies and procedures.
17. Please provide names, addresses and phone numbers of professional consultants engaged in connection with the proposed conversion.
18. Please provide copies of audited income statements, balance sheets, other financial statements, and management letters for the past three (3) years, audited interim financial statements and income statements, together with a detailed description of the financing structure of the proposed conversion including equity contribution, debt restructuring, stock issuance, partnership interests, stock offerings and the like, and unaudited financial statements (where audited financial statements are unavailable), including:

- a. Any and all financial projections for each transacting party and its affiliates for any period included in the fiscal years from prior three fiscal years;
- b. Any and all assessments, reports or evaluations, financial or otherwise, of the transacting parties and/or their affiliates performed in anticipation of any proposed affiliation, purchase, merger, or other such transaction for the prior three calendar years, by whomever prepared (internal or external experts or consultants, or in combination), for the prior three fiscal years, including, but not limited to, analyses of financial strengths, weaknesses and/or viability;
- c. Indicate the financing mix for the capital cost of this proposal (Please complete the chart):

Source	Amount	Percent	Interest Rate	Terms (Yrs.)
Equity*	\$			
Debt**	\$	%	%	
Lease**	\$	%	%	
TOTAL	\$	100%		

Equity means non-debt funds contributed towards the capital cost of an acquisition or project that are free and clear of any repayment obligation or liens against assets, and that result in a like reduction in the portion of the capital cost that is required to be financed or mortgaged (R23-15-CON).

** If debt and/or lease financing is indicated, please complete **Appendix C**.

- d. Estimated post-closing balance sheets, including estimated liabilities and contingent liabilities and scope thereof, for each transacting party and all affiliate entities;
- e. A list of transacting parties and their affiliates' substantial capital needs, including, but not limited to, the projected source(s) of funding to satisfy these needs, the cost of satisfying these needs and a date when the needs are expected to be satisfied, including, but not limited to, funding for systems interface and/or integration:

Capital Needs	Source of Funding for Capital Needs	Cost of Satisfying Capital Needs	State of Projected Completion

- f. A summary schedule of cash receipts and disbursements, including source(s) of cash, payee(s) and reason(s) for disbursement(s), for the prior three fiscal years for the transacting parties and all affiliate entities; and
- g. The following budget information for each transacting party and its affiliates:
 1. Any and all proposed budgets for any fiscal years during the period from next three fiscal years;
 2. Budgets, including comparisons to actuals, for the most recently completed fiscal year; and
 3. Budgets, including comparisons to actuals, for the current year-to date.

19. Please provide a detailed description of real estate issues including title reports for land owned and lease agreements concerning the proposed conversion including the following information for all properties owned, leased, operated, or used by each transacting party and its affiliates within the last three (3) years:
 - a. The address for each property;
 - b. All lease agreements concerning the proposed conversion; and
 - c. Any and all documents related to the proposed sale or development of property owned by the transacting parties and/or their affiliates, including but not limited to, strategic utilization plans of real estate of each of the transacting parties and/or their affiliates, real estate appraisals, encumbrances, business plans, strategic planning, and endowment planning (including a quantification of any current endowments of each such transacting party or their affiliate).
20. Please provide a detailed description as each relates to the proposed transaction for equipment leases, insurance, regulatory compliance, tax status, pending litigation or pending regulatory citations, pension plan descriptions and employee benefits, environmental reports, assessments and organizational goals.
21. Please provide copies of reports analyzing the proposed conversion during the past three (3) years including, but not limited to, reports by appraisers, accountants, investment bankers, actuaries and other experts.
22. Please provide copies of any opinions or memoranda addressing the state and federal tax consequences of the proposed conversion prepared for a transacting party by an attorney, accountant, or other expert.
23. Please provide a description of the manner in which the price was determined including which methods of valuation and what data were used, and the names and addresses of persons preparing the documents, and this information is deemed to be proprietary.
24. Please provide patient statistics for the past three (3) years and patient projections for the next one year including patient visits, admissions, emergency room visits, clinical visits, and visits to each department of the hospital, admissions to nursing care or visits by affiliated home health care entities;
 - a. Including, but not limited to, inpatient and outpatient services, including but not limited to, Alzheimer's/memory loss, behavioral medicine, cardiac surgery, cardiology, emergency medicine, geriatrics, gynecology, hematology, infectious diseases, mental health, nephrology, neurology, neurosurgery, oncology, ophthalmology, orthopedics, pediatrics, pulmonary, radiology, rehabilitative services including, audiology, speech/language pathology, hand & upper extremity therapy, occupational therapy, physical therapy, and sports rehabilitation; psychiatry, internal medicine, and primary care. (Please use the following chart.);

Transacting Parties/Affiliates

Year

Services	Total Visits and/or Admissions	# of RI Residents	# of MA Residents	Other

- b. Please provide the projected census for inpatient adult psychiatric/behavioral health patients and outpatients for the next five (5) years; and
 - c. Please provide the projected census for inpatient pediatric psychiatric/behavioral health patients and outpatients for the next five (5) years.
25. Please provide the name and mailing address of all licensed facilities in which the for-profit corporation maintains an ownership interest or controlling interest or operating authority.
26. Please provide a list of pending or adjudicated citations, violations or charges against the facilities listed in number 3 brought by any governmental agency or accrediting agency within the past three (3) years and the status or disposition of each matter with regard to patient care and charitable asset matters.
27. Please provide copies of all documents related to:
- a. Identification of all charitable assets;
 - b. Accounting of all charitable assets for the past three (3) years; and
 - c. Distribution of the charitable assets including, but not limited to, endowments, restricted, unrestricted and specific purpose funds as each relates to the proposed transaction.
28. Please provide the following information:
- a. A list of uncompensated care provided over the past three (3) years by each facility listed in subdivision (25) and detail as to how that amount was calculated;
 - b. A description of charity care and uncompensated care provided by the existing hospital for the previous five (5) year period to the present, including a dollar amount and a description of services provided to patients (Please complete Appendix D separately for each of the transacting parties and/or their affiliates);
 - c. A description of bad debt incurred by the existing hospital for the previous five (5) years for which payment was anticipated but not received; and,
 - d. Identify the reasons for any discrepancies between responses to sections a through c above, if any.
29. Please description for the donor restricted gifts, including, the date of the gift, the value of the gift at the time it was received by the transacting parties and/or its affiliates, the present value of the gift, and the restriction(s) on the gift and any legal document(s) that created each gift. (Please include the completed attached chart.)

Transacting Parties/Affiliates

Year

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

30. Please provide a description of the plan as to how the new hospital will provide community benefit and charity care during the first five (5) years of operation.
31. Please provide a description of how the new hospital will monitor and value charity care services and community benefit.
32. Please provide the names of persons currently holding a position as an officer, director, board member, or senior level manager who will or will not maintain any position with the new hospital and whether any said person will receive any salary, severance, stock offering or any financial gain, current or deferred, as a result of or in relation to the proposed conversion, including, but not limited to, the individual's job description, employment or other contract or agreement to provide services under this corporate title, and total compensation, including, but not limited to, salary, benefits, expense accounts, membership, 401K, retirement plans, contribution agreements, benefit agreements and any other financial distributions of any kind, including deferred payments or compensation.
33. Please provide copies of capital and operating budgets or other financial projections for the new hospital during the first three (3) years of operation.
34. Please provide copies of plans relative to staffing during the first three (3) years at the new hospital.
35. Please provide:
 - a. A list of all medical services, departments, clinical services, and administrative services that shall be maintained at the new hospital; and,
 - b. A list of all medical services, departments, clinical services, and administrative services that are currently maintained at each affiliate hospital of the transacting parties.
36. Please provide a list of all medical services, that are proposed to be changed at each hospital of the transacting parties.
37. Please provide a description of criteria established by the board of directors of the existing hospital for pursuing a proposed conversion with one or more health care providers.
38. Please provide copies of reports of any due diligence review performed by each transacting party in relation to the proposed conversion. These reports are to be held by the attorney general and department of health as confidential and not released to the public regardless of any determination made pursuant to

RI General Laws § 2347.14-32 and notwithstanding any other provision of the general laws. Please include a description of the plans for ongoing due diligence efforts by the transacting parties and their affiliates throughout the proposed conversion review and other regulatory reviews, up to and including the Effective Date.

39. Please provide a description of request(s) for proposals issued by the existing hospital relating to pursuing a proposed conversion.
40. Please provide copies of reports analyzing affiliations, mergers, or other similar transactions considered by any of the transacting parties during the past three (3) years, including, but not limited to, reports by appraisers, accountants, investment bankers, actuaries; other experts, and any committee investigating the proposed conversion and any and all recommendations from the committee to the Board of Directors for each of the transacting parties and each of its affiliates.
41. Please provide a copy of proposed contracts or description of proposed contracts or arrangements with management, board members, officers, or directors of the existing hospital for severance, consulting services or covenants not to compete following completion of the proposed conversion.
42. Please provide a copy or description of all agreements or proposed agreements reflecting any current and/or future employment or compensated relationship between the acquiror (or any related entity) and any officer, director, board member, or senior level manager of the acquiree (or any related entity).
43. Please provide a copy or description of all agreements executed or anticipated to be executed by any of the transacting parties in connection with the proposed conversion.
44. Please provide copies of documents or descriptions of any proposed plan for any entity to be created for charitable assets, including but not limited to, endowments, restricted, unrestricted and specific purpose funds, the proposed articles of incorporation, by-laws, mission statement, program agenda, method of appointment of board members, qualifications of board members, duties of board members, and conflict of interest policies.
45. Please provide a description of all departments, clinical, social, or other services or medical services that will be eliminated or significantly reduced at the new hospital.
46. Please provide a description of staffing levels of all categories of employees, including full-time, part-time, and contract employees currently working at, or providing services to, the existing hospital and a description of any anticipated or proposed changes in current staffing levels, including, but not limited to, copies of plans relative to staffing during the first three (3) years at the new hospital(s).
47. Please provide current, signed original conflict of interest forms from all incumbent or recently incumbent officers, directors, members of the board, trustees, senior management, chairpersons or department chairpersons and medical directors on a form acceptable to the attorney general; "incumbent or recently incumbent" means those individuals holding the position at the time the application is submitted and any individual who held a similar position within one year prior to the application's acceptance).
48. If the acquiror is a for profit corporation that has acquired a not for profit hospital under the provisions of this chapter, the application shall also include a complete statement of performance during the preceding one year with regard to the terms and conditions of approval of conversion and each projection, plan, or description submitted as part of the application for any conversion completed under an application

submitted pursuant to this section and made a part of an approval for the conversion pursuant to § 23-17.14-7 or 23-17.14-8.

49. Please provide copies of IRS Form 990 for any transacting party required by federal law to file such a form for each of the five (5) years prior to the submission of the application.
50. Please provide the signed Closing Memorandum, including, but not limited to, certification, exhibits, and/or schedules required for the closing documents and/or other closing documents.
51. Please provide all exhibits and schedules (including any updates or supplements) to the Affiliation Agreement and/or Memorandum of Understanding.
52. Please provide a description of all departments, clinical, social, administrative or other services and/or medical services that will be added, eliminated, expanded or reduced at each proposed affiliate hospital if the proposed conversion is completed and state the reason(s).
53. Please provide all documents for plans to develop or change the existing services and/or develop new services and programs relating to facilities improvements, renovation, or construction, include estimated project date, steps/provisions, costs, and source of funding. (Please include the completed attached chart.)

Capital Improvement	Estimated Project Date	Step/ Provision	Cost	Identify Source of Funding

54. Please provide the name, address, phone number, occupation, and tenure of all officers, members of the Board of Directors, Trustee, Executives, and Senior Level Managers, including, for each position, current persons and persons holding position during the past three (3) years. (Please complete the attached chart.)

Transacting Parties/Affiliates

Year

Name:	
Address:	
Phone Number:	
Occupation:	
Tenure:	

55. Please provide any and all documents (including, but not limited to, letters, memoranda, reports, minutes, and the like) reflecting consideration of potential "partners" other than the transacting parties (including

affiliations, mergers, acquisitions, purchases or the like) by the transacting parties for the prior three calendar years, beginning January 1, to the present, including, but not limited to, the following:

- a. Any documents referring or relating to and/or reflecting identification of potential "partners";
 - b. A description of criteria established by the board of directors of the existing hospital(s) for pursuing a proposed conversion with one (1) or more health care providers;
 - c. Copies of reports analyzing affiliations, mergers, or other similar transactions considered by any of the transacting parties during the past three (3) years, including, but not limited to, reports by appraisers, accountants, investment bankers, actuaries and other experts;
 - d. Any documents reflecting the advantages and/or disadvantages of any and all potential "partners";
 - e. Any documents referring or relating to and/or reflecting offers made to the transacting parties and/or their affiliates by potential "partners";
 - f. Any documents referring or relating to and/or reflecting discussions with any and all potential "partners";
 - g. Copies of any and all proposals, bids presentations, correspondence, memoranda, and/or other forms of communication to or from actual or potential strategic partners or acquirors of any interest in the transacting parties and/or its affiliates, including, but not limited to, preliminary, modified or superseded proposals, bids, presentations or communications relating thereto and responses to any said proposals or the like;
 - h. Any proposals, or other presentation and discussion packet materials, both formal and informal, prepared for and/or provided by the transacting parties and their affiliate hospital or their consultants or advisors with respect to both the proposed conversion;
 - i. Copies of any opinions or memoranda addressing the state and federal tax consequences of the proposed conversion prepared for a transacting party or its' affiliates by an attorney, accountant, or other expert, including whether the proposed conversion is proper under applicable federal and state tax code provisions; and
 - j. A list of the transaction costs and expenses by appropriate accounting classification incurred to date or to be incurred by the transacting parties and their affiliate entities involved, with respect to the proposed conversion, including: an itemization of all consulting fees incurred by the transacting parties and/or their affiliates in connection with the proposed transaction, including vendor, dates of service, services(s) provided and cost(s) and projected additional amounts, through closing, by category and payee.
56. Please provide a copy of the transacting parties' affiliated hospital's Credentialing Committee Guidelines, Policies and/or Procedures, including any contemplated changes thereto.
57. Please provide any and all minutes of any Clinical and Quality Monitoring Committee for the transacting parties and their affiliates for the prior 3 years from the date of the application through the present.
58. Please provide a complete description of the relationship of each transacting party and its affiliates within Rhode Island and outside Rhode Island.
59. Please provide any and all contracts, letters of engagement, memoranda and/or other documents referring, reflecting and/or relating to the scope of services to be rendered by each and every consultant or expert engaged, or to be engaged, by the transacting parties in connection with the Proposed Transaction or any other potential strategic partnership or affiliate.
60. Please provide any and all documents referring to agreements reflecting the salary, bonus and all other compensation, including but not limited to, those documents filed with the Securities and Exchange

Commission, Internal Revenue Service and/or any other governmental entity (but not including the individuals' federal or state income tax-returns), expense account, transportation subsidy, cafeteria plan, deferred compensation, pension plan, and retirement plan of the 25 highest compensated employees of each of the transacting parties and each of their affiliates.

61. Please provide any and all severance packages, contracts or any other documents relating to same, given, negotiated or renegotiated with any employee or former employee of the transacting parties and their affiliates for the prior 4 years from the date of the application through the present. Please include in your response any agreements to provide consulting services and/or covenants to not compete following completion of the proposed conversion as well as the existing ERISA benefit plan and severance agreements or arrangements.
62. Please provide an itemization of all loans outstanding, given, and/or forgiven in the last five years to any executive, employee or consultant of the transacting parties and/or their affiliates, including the terms of such loan.
63. Please provide a copy of the resignations of any Directors and Officers of each of the transacting parties and/or their affiliates related to the conversion.
64. Please provide a copy of the plan to integrate acquiree and/or their affiliates into the acquiror's and/or their affiliates model of service delivery, including finance, treasury, human resources, information services, communications, marketing, government relations, risk management and insurance, legal, strategic planning, development, purchasing, payor contracting, internal audit and compliance.
65. Please provide a description and quantification of the outstanding debts of acquiree and/or their affiliates, both between and among acquiree and/or their affiliates and to any third party entities, including, but not limited to:
 - a. The plans for disposition of each such debt if the proposed conversion is approved; and
 - b. A list of any indebtedness acquiree and/or their affiliates could forgive, extinguish, or otherwise write-off for acquiree and/or their affiliates, including:
 1. The amount of the original debt;
 2. The amount that would be forgiven, extinguished or otherwise written-off; and
 3. For any such debts written off within the preceding three (3) years, provide the amount forgiven, extinguished or otherwise written-off, the date of the write off, and the reason for the forgiveness, extinguishing or written-off.
66. Please provide a complete plan for acquiree and/or their affiliates to pay their system capital expenditure allocation for capital expenditures consistent with the approved acquiror's and/or their affiliates system capital budget or budget including, the amount of the share, calculated share, and source of for the payment of that share.
67. Please provide complete information concerning a complete description referring or relating to acquiror's and/or their affiliates development and implementation of an interface between computer information systems of acquiree and/or their affiliates. In your response, please include a complete description of the compatibility of the each of the transacting parties and/or their affiliates computerized information system, including, but not limited to, the ability to exchange information without an additional interface including

software

68. Please provide all existing agreement(s) between each of the transacting parties and/or their affiliates and physicians relating to access to electronic patient medical information.
69. Please provide an executive summary and document what efficiencies and/or inefficiencies were realized from any conversion, merger, affiliation, and/or consolidation involving any of the transacting parties and/or their affiliates since 1984, separately for each such transaction. Your discussion and documentation should include, but not be limited to, identification of efficiencies planned, whether efficiencies were realized or unrealized (including date) and resulting cost impact on the transacting parties and/or their affiliates.
70. Please provide any documents that indicate the efficiencies that are planned and/or projected from the proposed conversion of each of the transacting parties and/or their affiliates for a period starting with the Effective Date, running 10 years forward.
71. Please identify whether the acquirer plans to hold, own, or acquire an ownership or controlling interest greater than twenty percent (20%) in another hospital within one (1) year subsequent to the finalization and implementation.

Yes _____ No _____

72. Please provide a copy of the Hart-Scott-Rodino filing with the Federal Trade Commission and the United States Department of Justice related to the proposed conversion and the final determination by Federal Trade Commission or the United States Department of Justice concerning this filing.
73. Please provide copies of all government permits, licenses, or other approvals necessary to implement the proposed conversion.
74. Please provide a complete description concerning full disclosure of any lawsuits, investigations by foreign, federal, state or municipal boards or governments, administrative agencies, or arbitrators pending against each transacting party and its affiliates including, the amount of the potential claim, the amount of the cost to date, and any insurance coverage, including policy terms and amounts.
75. Please provide a list of insurance contracts in full force and effect for each transacting party and its affiliates, including professional, directors and officers and comprehensive general liability, including coverage limits, purpose of insurance, and duty of coverage, both currently and post conversion.
76. Please provide detailed information concerning any and all coverage provided by self-insured funds and/or captive insurance companies to provide coverage for risks, including but not limited to the amount of the self-insurance fund, claims paid, or claims pending.

77. Please provide a description by each transacting party and its affiliates with respect to Medicare and Medicaid programs, including but not limited to notice of de-certification, revocation, suspension or termination, or of threatened or potential re-certification, revocation, suspension or termination.
78. Please provide copies of Medicare cost reports for the last 5 years through the present for each transacting party and its affiliates.
79. For each transacting party and its affiliates that are not-for-profit entities, please provide the mission, charter, and organizational goals.
80. Please provide documents referring or relating to recent and projected growth in the number of credentialed medical providers for each of the transacting parties and their affiliates.
81. Please provide any and all documents referring and/or relating to the potential and/or actual strategic opportunities to expand services to a wider geographic area, including resources required and capital needs, and economic and demographic factors relating thereto.
82. Please provide all studies, reports, and memoranda analyzing and/or addressing the extent and timing of anticipated inpatient hospital utilization rate changes, both for the transacting parties and for any other entities.
83. Please provide all studies, reports, and memoranda analyzing and/or addressing the ability of the transacting parties and/or their affiliates to support medical and education research in the event the proposed conversion occurs.
84. Please provide all studies, reports, analyses, and plans regarding integration or coordination of clinical programs and related administrative functions post conversion.
85. Please provide all studies, reports, and memoranda analyzing and/or addressing the extent to which the clinical and administrative services provided by the transacting parties and their affiliate entities do and/or do not overlap and/or are complementary of one another.
86. Please provide the Corporate Compliance Program for each of the transacting parties and their affiliates.
87. Please provide agreements of the transacting parties and/or their affiliate medical providers with third-party payors.
88. Please provide By-Laws and Organization Chart for any Physician Services Organization or other medical provider organizations for each of the transacting parties and their affiliates.
89. Please provide a copy of the most recent JCAHO survey of each transacting party's affiliated hospital.
90. Please provide any and all documents referring or relating to cross-privileges of physicians affiliated with either of the transacting parties and their affiliates before and after the proposed conversion.
91. Please provide any and all documents referring or relating to performance measurement and outcomes, that the transacting parties and /or its affiliates have used in the last three (3) years.

92. Please provide copies of the patient satisfaction surveys the transacting parties and/or its affiliates disburse to patients to provide information.
93. Please provide all summary reports concerning patient satisfaction surveys for the transacting parties and/or its affiliates for the last three (3) years.
94. Please provide any and all documents referring or relating to the quality outcome measurements identified by the transacting parties and/or their affiliates for last three (3) fiscal years, including any adjustment factors.
95. Please provide any and all documents referring or relating to comparing hospital efficiency with costs for the transacting parties and /or its affiliates for the past five (5) years.
96. Please provide any and all contracts between any medical school and the transacting parties and/or their affiliates for reimbursement for costs, including, but not limited to, a complete description of the current and future terms and relationship with any medical schools.
97. Please provide any and all documents, agreements, contracts or the like, formal or informal, reflecting any current and/or potential employment or compensated relationship for senior management among or between the transacting parties and/or their affiliates.
98. Please provide any reports, projections, presentations or other documents that demonstrate and/or support the assertions of the transacting parties and/or their affiliates of the need for the proposed conversion to occur, including any similar document which projects the anticipated impact upon the transacting parties and their affiliates if the proposed conversion does not occur.
99. Please describe the direct and indirect medical education revenue received for the last 5 years through the present.
100. Please provide the number of interns and residents, including the sub-specialty, at the affiliate hospitals for the most recent five (5) years.
101. Please provide a complete description of the impact of the proposed conversion upon primary care at the transacting parties, and their affiliates, and the community.
102. Please provide all information referring or relating to the acquiror ensuring that any home care, home nursing care or hospice care providers are included as recognized providers of home care, home nursing care or, hospice care services after the conversion.
103. Please provide census for home care services furnished to patients post discharge and the entity that provided the home care services for each of the transacting parties and/or their affiliates pre-conversion for the last five (5) years.
104. Please provide any and all documents referring or relating to home care, home nursing care, or hospice providers which are transacting parties and/or their affiliates and their proposed conversion, including strategic planning, financial projection, and patient census.
105. Please provide any and all documents related to the development of the sale or that describe the use and any related strategic utilization plans of real estate of each of the transacting parties and/or their affiliates

including, but not limited, to real estate appraisal, business plan, strategic planning, and endowment planning (including a quantification of any current endowment of each such transacting party or their affiliate.)

- 106. Please provide a *Cy Pres* Petition for the proposed conversion(s) of affiliate hospitals, other affiliate 501(c)(3) entities, and all that will be affected by the proposed conversion.
- 107. Please provide names and addresses of the intended board members for the Transacting Parties and their affiliates, post conversion.
- 108. Please complete the following table with regards to average hospital charge per discharge for the last three (3) years [Contact: Center for Health Data and Analysis of the Rhode Island Department of Health at (401) 222-2550].

<u>Name of Hospital</u>	<u>Average Charge per Discharge</u>			
	<u>20</u>	<u>1</u>	<u>2</u>	<u>0</u>
<u>Acquiror & Affiliates (Transacting Parties)</u>				
<u>Acquiree & Affiliates (Transacting Parties)</u>				
<u>All Other Rhode Island Hospitals (Non Transacting Parties)</u>				
<u>Statewide Average</u>				

- 109. Please address the following with regards to hospital based tertiary or specialty care services which shall include cardiac catheterization, positron emission tomography, linear accelerators, open heart surgery, organ transplantation, and neonatal intensive care services:
 - a. Describe and document existing contractual or other agreements between each of the transacting parties and/or their affiliates for tertiary or specialty care services; and
 - b. Describe the plans of each of the transacting parties and/or their affiliates for any future development of any type of tertiary or specialty care service starting from the Effective Date and projected over the period of 5 years thereafter.
- 110. Please address the following regarding projected impact of the proposed conversion on service areas of hospitals in Rhode Island:
 - a. In geographic representation of the state of Rhode Island identify all hospitals on such a map, and identify which hospitals would be impacted by the proposed conversion (those of the acquiror and acquiree and their affiliates);

- b. In a separate geographic representation of the state of Rhode Island identify the primary and secondary services areas of the acquiror and acquiree and their affiliates. Clearly distinguish those primary and/or secondary services areas of the acquiror and acquiree and their affiliates that overlap;
- c. In separate geographic representations of the state of Rhode Island, for each hospital that is not part of the acquiror and acquiree and their affiliates, identify to what extent their primary and/or secondary service areas are served by the acquiror and acquiree and their affiliates (separately for each such hospital); and,
- d. Discuss in detail the appropriateness of the conversion based on the market share of the service area of the acquiror and acquiree and their affiliates in consideration of the charge of the Director of Health to ensure a balanced health care delivery system to the residents of the state. In addition, discuss how the proposed conversion would contribute to a balanced health care delivery system to the residents of the state.

111. Please address the following regarding projected impact of the proposed conversion on hospitals in Rhode Island:

- a. Complete the table below with regards to the financial viability of the acquiror and acquiree and all of their affiliates that are licensed hospitals and all other hospitals in Rhode Island for the last three (3) years [Use the most recent version of the Hospitals Financial Dataset. At present this is: Hospital Financial Dataset 2006, published 12 July 2007, <http://www.health.ri.gov/chic/performance/hospitaldataset.xls>]:

Name of Hospital	20			20			20		
	Total Revenue	Net Income & Gains	Profit Margin %	Total Revenue	Net Income & Gains	Profit Margin %	Total Revenue	Net Income & Gains	Profit Margin %
Acquiror & Affiliates (Transacting Parties)									
Total Acquiror & Affiliates									
% of Statewide Total									
Acquiree & Affiliates (Transacting Parties)									
Total Acquiree & Affiliates									
% of Statewide Total									
All Other Rhode Island Hospitals (Non Transacting Parties)									
Total All Other Hospitals									
% of Statewide Total									
Statewide Total									
Statewide Total									

- b. Discuss in detail the financial viability of the acquiror and acquiree and all of their affiliates that are licensed hospitals following the proposed conversion(s) and compare that to the financial viability of all other hospitals in Rhode Island that are not part of the proposed conversions; and
- c. Discuss in detail the appropriateness of the conversion based on the impact of the proposed conversion(s) on the financial viability of the hospitals that would not be included in the proposed

conversion in consideration of the charge of the Director of Health to ensure a balanced health care delivery system to the residents of the state. In addition, discuss how the proposed conversion would contribute to a balanced health care delivery system to the residents of the state.

112. Please address the following regarding projected impact of the proposed conversion on market share of hospital beds in Rhode Island:

a. Complete the table below with regard to hospital utilization of the acquiror and acquiree and all of their affiliates and all other hospitals in Rhode Island for last three (3) years [Contact: Center for Health Data and Analysis of the Rhode Island Department of Health at (401) 222-2550]. Please reproduce the table below for additional years, as needed:

Name of Hospital	Licensed Bed Capacity (# of beds)	Staffed Bed Capacity (# of Beds)	Hospital Utilization	
			# of Discharges	# of Patient Days
Acquiror & Affiliates (Transacting Parties)				
Total				
% of Statewide Total				
Acquiree & Affiliates (Transacting Parties)				
Total				
% of Statewide Total				
All Other Rhode Island Hospitals (Non Transacting Parties)				
Total				
% of Statewide Total				
Statewide Total				
Statewide Total				

- b. Discuss in detail the market share of the licensed bed capacity, staffed bed capacity and utilization volume of the acquiror and acquiree and all of their affiliates and compare that to the licensed bed capacity, staffed bed capacity and utilization volume of all other Rhode Island based hospitals that are not part of the proposed conversions (including identification of the post-conversion market share of bed capacity and utilization volume); and
- c. Discuss in detail the appropriateness of the conversion based on the share of licensed beds, staffed beds and utilization volume of the acquiror and their affiliates in consideration of the charge of the Director of Health to ensure a balanced health care delivery system to the residents of the state. And discuss how

the proposed conversion would contribute to a balanced health care delivery system to the residents of the state.

113. Please address the following with regards to hospital based tertiary or specialty care services which shall include cardiac catheterization, positron emission tomography, linear accelerators, open heart surgery, organ transplantation, and neonatal intensive care services [contact Office of Health Systems Development of the Rhode Island Department of Health at (401) 222-2788]:

- a. Identify the type, if any, of tertiary or specialty care services provided by each of acquiror and acquiree and all of their affiliates and all other hospital providing those services in Rhode Island for the last three (3) years. Please reproduce the tables for additional years, as needed.

Name of Hospital	Cardiac Catheterization		Linear Accelerators		Positron Tomography # of Units	Emission # of Treatments
	# of Cath Labs	# of Diagnostic Angiography Procedures	# of Coronary Angiography Procedures	# of Radiation Therapy Treatments		
Acquiror & Affiliates (Transacting Parties)						
Acquiror & Affiliates Total						
% of Statewide Total						
Acquiree & Affiliates (Transacting Parties)						
Acquiree & Affiliates Total						
% of Statewide Total						
All Other Rhode Island Hospitals (Non Transacting Parties)						
All Other Entities Total						
% of Statewide Total						
Statewide Total						

Name of Hospital	Open Heart Surgery	Neonatal Services		Organ Transplantation	# of Procedures
	# of Procedures	# of Beds	# of Inpatient Visits	Type	
Acquiror & Affiliates (Transacting Parties)					
Acquiror & Affiliates					

Total					
% of Statewide Total					
Acquiree & Affiliates (Transacting Parties)					
Acquiree & Affiliates Total					
% of Statewide Total					
All Other Rhode Island Hospitals (Non Transacting Parties)					
All Other Entities Total					
% of Statewide Total					
Statewide Total					

- b. Discuss in detail the impact on the market share of the acquiror and its affiliates, if the proposed conversion takes place, on each of the six tertiary or specialty care services (including identification of the post-conversion market share in each of those services); and
- c. Discuss in detail the appropriateness of the conversion based on the share of tertiary care services in consideration of the charge of the Director of Health to ensure a balanced health care delivery system to the residents of the state. And discuss how the proposed conversion would contribute to a balanced health care delivery system to the residents of the state.

APPENDIX B

DISCLOSURE OF OWNERSHIP AND CONTROL INTEREST

All applicants must complete this Appendix.

Please answer the following questions by checking either 'Yes' or 'No'. If any of the questions are answered 'Yes', please list the names and addresses of individuals or corporations on an attached sheet (identify each answer with the appropriate number of the question).

1. Will there be any individuals (or organizations) having a direct (or indirect) ownership or control interest of 5 percent or more in the acquirer or acquiree, that have been convicted of a criminal offense related to the involvement of such persons or organizations in any of the programs established by Titles XVIII, XIX of the Social Security Act?

Yes No

- B. Will there be any directors, officers, agents, or managers of the acquiror or acquiree who have ever been convicted of a criminal offense related to their involvement in such programs established by Titles XVIII, XIX of the Social Security Act?

Yes No

- C. Are there (or will there be) any individuals employed by the acquiror or acquiree in a managerial, accounting, auditing, or similar capacity who were employed by the applicant's fiscal intermediary within the past 12 months (Title XVIII providers only)?

Yes No

- D. Will there be any individuals (or organizations) having direct (or indirect) ownership interests, separately (or in combination), of 5 percent or more in the acquiror? (Indirect ownership interest is ownership in any entity higher in a pyramid than the applicant)

Yes No (Note, if the applicant is a subsidiary of a "parent" corporation, the response is 'Yes')

- E. Will there be any individuals (or organizations) having ownership interest (equal to at least 5 percent of the facility's assets) in a mortgage or other obligation secured by the facility?

Yes No

- F. Will there be any individuals (or organizations) that have an ownership or control interest of 5 percent or more in a subcontractor in which the acquiror or acquiree has a direct or indirect ownership interest of 5 percent or more (please also identify those subcontractors).

Y e s N o

- G. Will there be any individuals (or organizations) having a direct (or indirect) ownership or control interest of 5 percent or more in the acquirer or acquiree, who have been direct (or indirect) owners or employees of a health care facility against which sanctions (of any kind) were imposed by any governmental agency?

Yes No

H. Will there be any directors, officers, agents, or managing employees of the applicant (or facility) who have been direct (or indirect) owners or employees of a health care facility against which any sanctions were imposed by any governmental agency?

Yes No

APPENDIX B

ELIMINATION OR REDUCTION IN EMERGENCY DEPARTMENT AND PRIMARY CARE SERVICES

Please provide a written plan describing the proposed reduction or elimination that shall include, at a minimum, the following information:

- a. description of the services to be reduced or eliminated;
- b. the proposed change in hours of operation, if any;
- c. the proposed changes in staffing, if any;
- d. the documented length of time the services to be reduced or eliminated have been available at the facility;
- e. the number of patients utilizing those services that are to be reduced or eliminated annually during the most recent three (3) years;
- f. aggregate data delineating the insurance status of the individuals served by the facility during the most recent three (3) years;
- g. data describing the insurance status of those individuals utilizing those services that are to be reduced or eliminated annually during the most recent three (3) years;
- h. the geographical area for which the facility provides services; and
- i. identification and description, including supporting data and statistical analyses, of the impact of the proposed elimination or reduction on:
 - 1) access to health care services for traditionally underserved populations, including but not limited to, Medicaid, uninsured and underinsured patients, and racial and ethnic minority populations;
 - 2) the delivery of such services on the affected community: emergency and/or primary care in the cities and towns whose residents are regularly served by the hospital (the "affected" cities and towns);
 - 3) other licensed hospitals or health care providers in the affected community or cities and towns; and
 - 4) other licensed hospitals or health care providers in the state.

APPENDIX C

DEBT FINANCING

Acquirors contemplating the incurrence of a financial obligation for full or partial funding must complete and submit this appendix.

Name of Acquiror: _____

1. Describe the proposed debt by completing the following:

- a.) type of debt contemplated: _____
- b.) term (months or years): _____
- c.) principal amount borrowed: _____
- d.) probable interest rate: _____
- e.) points, discounts, origination fees: _____
- f.) likely security: _____
- g.) disposition of property (if a lease is revoked) _____
- h.) prepayment penalties or call features: _____
- i.) front-end costs (e.g. underwriting spread, feasibility study, legal and printing expense, points, etc.): _____
- j.) debt service reserve fund: _____

- 2. Compare this method of financing with at least two alternative methods including tax-exempt bond or notes. The comparison should be framed in terms of availability, interest rate, term, equity participation, front-end costs, security, prepayment provision and other relevant considerations.
- 3. If this proposal involves refinancing of existing debt, please indicate the original principal, the current balance, the interest rate, the years remaining on the debt and a justification for the refinancing contemplated.
- 4. Present evidence justifying the refinancing in Question 3. Such evidence should show quantitatively that the net present cost of refinancing is less than that of the existing debt, or it should show that this project cannot be financed without refinancing existing debt. What if there's another justification?
- 5. If lease financing for this proposal is contemplated, please compare the advantages and disadvantages of a lease versus the option of purchase. Please make the comparison using the following criteria: term of lease, annual lease payments, salvage value of equipment at lease termination, purchase options, value of insurance and purchase options contained in the lease, discounted cash flows under both lease and purchase arrangements, and the discount rate.
- 6. Present a debt service schedule for the chosen method of financing, which clearly indicates the total amount borrowed and the total amount repaid per year. Of the amount repaid per year, the total dollars applied to principal and total dollars applied to interest must be shown.

7. Please include herewith, an annual analysis of your facility's cash flow for the period between approval of the application and the third year after full implementation of the project.

APPENDIX D

CHARITY CARE, BAD DEBT, AND MEDICAID SHORTFALL

Please complete a separate table for each of the transacting parties and/or their affiliates for the last five (5) years. Charity care and bad debt must be reported at costs (not charges). Please reproduce the table as needed.

For each of the transacting parties and/or their affiliates that are hospitals, charity care and bad debt costs are to be calculated by adjusting charges foregone (from the footnotes to the Audited Financial Statements) by the ratio of costs to charges (from Medicare Cost Report (Wrk. B, Pt. 1, Col. 25, Ln. 95 / Wrk. C, Pt. 1, Col. 8, Ln. 103; Bradley Hospital uses M.C.R Short-Form — Wrk. G-3, Ln. 4 /Lri. 1). [Source: Hospitals Financial Dataset 2006, published 12 July 2007, <http://www.health.ri.gov/chic/performance/hospitaldataset.xls>]

Name

20

Type of Healthcare Service	Charity Care \$	Bad Debt \$	Total Uncompensated Care
Total			
Total as % of Patient Revenue	%	%	%