

NIXON PEABODY LLP ATTORNEYS AT LAW

NIXONPEABODY.COM @NIXONPEABODYLLP Laurie T. Cohen
Partner
T 518-427-2708
lauriecohen@nixonpeabody.com

677 Broadway, 10th Floor Albany, NY 12207-2996 518-427-2650

January 3, 2020

Via Federal Express and E-Mail Diane. Quinlan@doj.nh.gov

Diane Murphy Quinlan Assistant Director of Charitable Trusts Department of Justice 33 Capital Street Concord, New Hampshire 03301

RE: Notice of Proposed Transaction to Sell Charitable Assets of Frisbie Memorial Hospital to FMH Health Services, LLC

PUBLIC COPY

Dear Ms. Quinlan:

On behalf of Frisbie Memorial Hospital ("FMH"), we are submitting additional information in response to the requests set forth in your letters dated December 11, 2019 and December 20, 2019 regarding the notice of proposed transaction to sell the charitable assets of FMH to FMH Health Services, LLC ("FHS") which is attached hereto as Attachment A.

This packet is to be considered the **public copy.** A confidential copy is being submitted under separate cover which contains confidential commercial, financial, and/or proprietary information that is protected from misappropriation under RSA §350-B and exempt from disclosure under RSA §91-A:5, IV. Accordingly, FMH respectfully requests that the confidential information be afforded confidential treatment pursuant to all applicable provisions of law. Should the Department receive any request for the materials described above, FMH respectfully requires that (i) FMH be notified in advance of any proposed disclosure by the Department and (ii) FMH be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

We appreciate your consideration of the transaction. The parties are available to respond to any questions and/or meet to review the materials submitted.

Sincerely,

Laurie T. Cohen

Partner

Enclosures

EXHIBIT A

45. Describe the roles and responsibilities that will be delegated to the Board of Trustees of FMH Health Services, LLC ("FHS") following the acquisition of FMH.

The board of trustees of the hospital located at 11 Whitehall Road, Rochester, New Hampshire (the "Hospital") will be responsible for the following functions: (a) act as a medicoadministrative liaison among the board of trustees, the medical staff of the Hospital, FHS, and the board of directors of FHS, (b) oversee the implementation of a process for managing and, to the extent possible, resolving conflicts among leaders and the individuals under their leadership so as to protect the quality and safety of patient care, (c) advise FHS on compliance with all applicable laws and Medicare hospital conditions of participation, (d) in conjunction with FHS, require the Hospital, the medical staff, and affiliated entities to comply with applicable accreditation, (e) oversee the planning and implementation of methods for providing for the safety, protection, and care of patients of the Hospital, (f) adopt and periodically review a written plan regarding (and review regular reports about performance related to) safety management, life safety/fire prevention, emergency operations, hazardous materials, security management, medical equipment management, and utility management, (g) make recommendations to the chief executive officer and FHS regarding (i) the Hospital's annual operating budget, and (ii) three year capital expenditure plan, (h) review and update the overall plan and budget recommendations, (i) establish a collaborative planning process within the Hospital that promotes the quality of patient care, patient privacy, and patient safety and the economic viability of the Hospital, (j) oversee and recommend resources and support systems for an effective, Hospital-wide quality assessment and performance improvement program, (k) oversee and recommend resources and support systems for risk management, (1) require that the Hospital's leaders and other relevant personnel collaborate in the development of Hospitalwide patient care programs, policies, and procedures, and (m) through the chairman and the chief executive officer, provide resources necessary to enable all members of the board of trustees to understand and fulfill their responsibilities, particularly as related to patient safety, quality assessment and performance improvement, in granting medical staff appointments and reappointments, and in granting clinical privileges to members of the medical staff and other individuals.

As a follow up to the responses delivered to the New Hampshire Attorney General, Division of Charitable Trusts on December 6, 2019, FHS wants to update information that was provided in response to Question 31. The response to Question 31 indicated that FHS anticipated that the total number of individuals on the Hospital's board of trustees would be between nine and twelve. It is now anticipated that the total number of individuals on the Hospital's board of trustees will be between eight and twelve.

46. Has the Foundation determined whom it will appoint to serve on the Board of Trustees and/or Advisory Board? If so, whom will it appoint to the Boards? Will the Foundation appoint any of the current members of the Board of Trustees for FMH?

The Frisbie Foundation has constituted a nominating committee to solicit and vet individuals living and working in the greater Rochester community to serve on the Advisory Board as well as individuals to nominate to serve on the Hospital's board of trustees. The eligible individuals are expected to include current members of the board of directors of Frisbie

Memorial Hospital, a New Hampshire nonprofit corporation ("<u>FMH</u>"), as well as other community members. By January 15, 2020, the board of directors of The Frisbie Foundation expects to select those individuals to be recommended for appointment to the Hospital's board of trustees and appointment to the Advisory Board, in each case as of the closing of the transaction.

47. Does FHS intend within the first two years after the transaction is completed to sell any of the buildings currently owned by FMH?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

48. What transportation options will be available for Frisbie service area patients who need services that will be offered only at Portsmouth Regional Hospital, due to integration of services or otherwise?

In addition to personal automobile travel, FHS is aware of the following other available transportation options for patients in the Rochester service area to Portsmouth Regional Hospital ("PRH"):

- Private ride services, including taxi, Uber and Lyft
- Cooperative Alliance for Seacoast Transportation (COAST) bus line
- Granite State Independent Living (serves persons with disabilities)
- American Cancer Society (serves certain cancer patients)

Additional organizations providing transportation options may be available.

49. What plans does FHS have for the continuation of Frisbie's existing primary care services? Will FHS seek to expand its primary care physician network in the Frisbie service area?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

50. What, if any, plans does FHS have for working with Greater Seacoast Community Health and with Community Partners to provide services in conjunction with FHS?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

51. Describe how FHS and HCA plan to strengthen and support the OB/GYN practice and labor and delivery services at the hospital over the next 5 years.

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

52. Please describe the plans of FHS and HCA to ensure continued or improved patient experience at the hospital following the transaction.

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

53. Please describe the plans of FHS and HCA following completion of the transaction to improve health care outcomes and reduce preventable hospitalizations and readmissions.

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

54. Does FHS or HCA anticipate that the prices it will charge consumers and insurers for services at the hospital will increase following the transaction? If so, what benchmarks will FHS and HCA use for pricing at FHS?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

55. Does FHS plan to enter into more risk-based contracts or to accept more risk in contracts with insurers?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

56. Does FHS or HCA expect that after the transaction FHS will have the same overall volume of service, a larger volume of service, or a smaller volume of service? Do the parties expect that the volume of certain services will increase while the volume of other services will decrease? If so, please explain the changes expected and what will cause those changes.

FHS does not anticipate a material change in the volume of services in the immediate future following the closing of the transaction. Although it is FHS' goal that volume increases as a result of greater access to care, it is difficult to predict with certainty future changes in volume for certain services.

57. Do the parties expect their overall payor mix to change as a result of the acquisition? In what way?

FHS does not anticipate that the overall payor mix will materially change in the immediate future following the transaction. FHS cannot comment on this question beyond the immediate future as it is difficult to predict with certainty any long-term changes in payor mix at the Hospital.

58. FMH currently participates in the Anthem exchange network. Will the hospital continue to participate after the transaction with FHS is completed?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

59. Do the parties plan to negotiate contracts with health insurers jointly (with other HCA-affiliated hospitals) or separately?

With respect to those health insurers that are national, HCA utilizes a centralized contracting system that negotiates those contracts on a nationwide basis. Contracts with local health insurers are negotiated on behalf of each local HCA hospital. In many cases, contracts with local payors are negotiated separately on behalf of each hospital, but, on a case by case basis, contracts may include all hospitals within a particular state or market.

60. For electronic health records, both FMH and HCA use versions of systems supplied by Meditech. Explain how FMH's electronic health records system will integrate with HCA's.

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

61. Does FHS intend to conduct community health needs or other assessments to determine the needs of the surrounding communities? (Note use of term "community needs analysis" in relation to PRH in response to Request 24.) If so, describe the assessment process that is contemplated.

Conducting and evaluating community health needs analyses is a core function within HCA. The evaluation of community health needs is a critical component to considering the development and expansion of services and facilities. HCA's policy is to conduct community needs analyses on a minimum of every two years, however, HCA hospitals can elect to do so on a more frequent basis. As an example, PRH believes frequent evaluation of community health needs is important for its service area and conducts a community health needs analysis on an annual basis. A recent PRH community needs analysis identified a need for increased access to primary care, which was a major component in PRH's decision to develop the primary care graduate medical education program mentioned in the response to Question #50. FHS intends to conduct a community health needs analysis with respect to the Hospital following the closing of the transaction.

62. What steps do FHS and HCA plan to take to address the prevalence of substance use disorder in the Frisbie service area (in addition to the responses to Requests 25 and 42)?

HCA and, specifically the HCA Capital Division within HCA, which the Hospital would be a part of following the closing, has some of the most robust experience nationally in meeting community demand through behavioral health planning. At most HCA facilities, a strong focus on outpatient behavioral health services, including partial hospitalization, intensive outpatient, and outpatient substance use disorder programs are offered to support comprehensive inpatient behavioral health services. HCA facilities in New Hampshire have initiated several programs to help address the prevalence of substance abuse, which have included, in some cases, partnering with local community health organizations. Examples include the following programs:

- PRH's Medical Addiction Therapy (MAT) program, which is in development to launch in March 2020, in collaboration with the New Hampshire Medical Society.
- Standardized opioid-sparing pain management strategies at PRH.
- Enhanced Surgical Recovery, which aims to improve surgical outcomes and reduce the use of opioids in patients receiving surgery in HCA hospitals.
- Alternatives to Opioids in the emergency department (ALTO), which focuses on using non-opioid analysics to treat common painful conditions in patients presenting to the emergency department.
- Crush the Crisis, a nationwide controlled substance "take back" day that led to collecting over 5,000 lbs. of medications in 2019.
- PRH and Parkland each have inpatient behavioral health units that provide patients with critical psychiatric care. With a combined 48 licensed beds, those two facilities admit more behavioral health patients than any other provider in New Hampshire.
- PRH and Parkland each have an adult partial hospitalization program that focuses on anxiety, depression, and other mental health needs.
- The Reflections[™] Eating Disorders Treatment Center at Parkland offers highly individualized eating disorders treatments to patients.

FHS is also evaluating the possibility of expanding inpatient offerings to treat a larger patient population and provide more comprehensive care for patients presenting in the ER with behavioral health diagnoses.

63. What steps do the parties plan to take to address unmet physical health needs in the community, such as poorly controlled asthma and diabetes?

As noted in the response to Question #61, FHS intends to conduct a community health needs analysis with respect to the Hospital following the closing of the transaction. Any decisions regarding addressing unmet physical health needs in the community would be made to take into account the results of such analysis. This is a vital part of HCA operations and would be coordinated closely by FHS with community leaders in the greater Rochester area through the Hospital's board of trustees. In addition, HCA will actively monitor quality and safety data to help identify healthcare needs in the community.

As an example, one of PRH's most recent community health needs analyses identified the lack of an orthopedic traumatologist in the Seacoast region, which led to the recruitment of a physician that now provides those services to the region. As an additional example, with respect to outpatient services, PRH has utilized its quality data to identify several unmet health needs in the community, which has allowed PRH to successfully address significant unmet health needs including breast cancer screening (80% screening rate), colon cancer screening (75% screening rate), diabetes control (77% rate), and blood pressure conditions control (72% rate).

Additionally, to the extent that it does not violate the restrictive covenants set forth in the APA, the Frisbie Foundation would be able to provide grants to community based organizations addressing social determinants of health impacting individuals with asthma or diabetes. For example, such grants might provide transportation to local pharmacies to ensure that prescriptions for rescue and controller inhalers are filled or access to and provision of healthy food options or exercise classes for individuals with diabetes.

64. If the proposed transaction with FHS is not completed, what are FMH's alternative plans?

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

65. Excerpts of minutes of FMH board of trustees or board committee meetings from July 1, 2017 through May 29, 2018 related to discussions about the possibility of entering into an affiliation, merger, acquisition, and/or combination transaction with HCA and/or other hospitals or health care systems.

Please see the enclosed excerpts from the minutes of the board of directors of FMH (the "FMH Board") dated October 27, 2017 and March 29, 2018. Also enclosed is a copy of the November 21, 2017 presentation to the FMH Board from John Malmberg, Orr and Reno, regarding the hospital affiliation process.

66. Provide an explanation of problems associated with the implementation of the billing functionality of the Meditech electronic health records system consisting of copies of any reports, minutes of board meetings, or other documentation presented to the board of trustees regarding those problems and the steps taken by FMH to address them.

The parties assert that the response to this Question is confidential, commercial, or financial information that is exempt from public inspection and copying pursuant to RSA 91-A:5, IV.

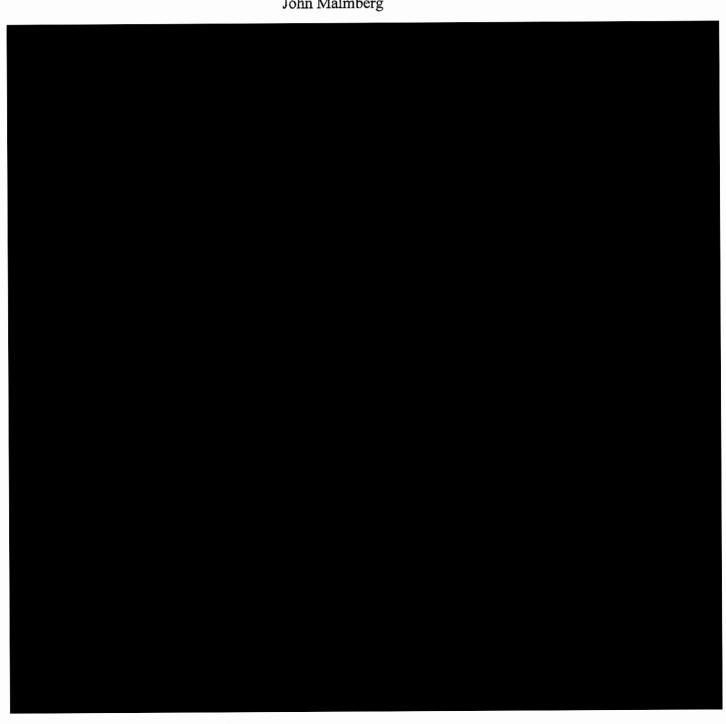
Orr&Reno

FRISBIE MEMORIAL HOSPITAL BOARD OF TRUSTEES AFFILIATION PROCESS

November 21, 2017

Confidential Attorney-Client Communication

John Malmberg





Board of Trustees March 29, 2018 Belknap Room

Present: John Britton, Jocelyn Caple, Bill Cormier, Mark Farrell, John Hall, Brian Hughes,

T.J. Jean, Frank Jones, Shannon Nedelka, Jeanette Poulin, Ron Poulin, Julie

Reynolds, Lisa Stanley, Brian Szymanski

Excused: Jim Jalbert

Staff: Bob Cochrane, Karen Gravel, Christi Green, John Levitow, Laurie Melanson, Joe

Shields

Guests: Nick Vailis, Bedford Surgical Center

Neil Faux, Prism Healthcare Consultants

Chairman Hughes called the meeting to order at 4:08 pm.

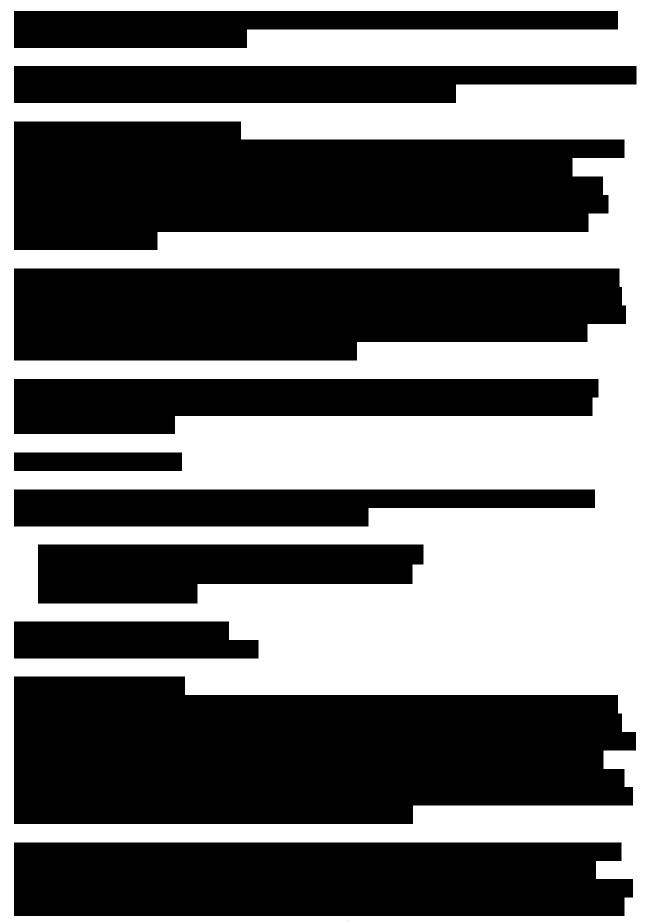




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With no further business, the meeting adjourned at 6:25 pm and went into Executive Session.

Respectfully submitted,



Board of Trustees October 26, 2017 Belknap Room

Present: John Britton, Mark Farrell, John Hall, T.J. Jean, Frank Jones, John Marzinzik,

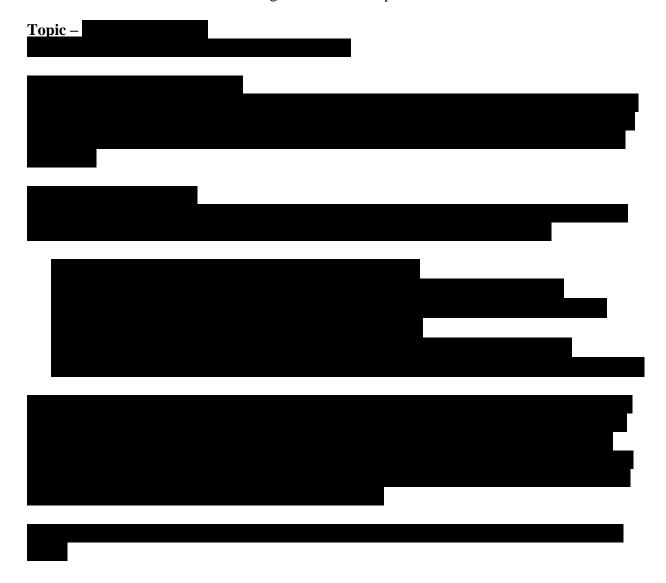
Jeanette Poulin, Ron Poulin, Julie Reynolds, Brian Szymanski

Excused: Bill Cormier, Brian Hughes, Jim Jalbert, Shannon Nedelka, Lisa Stanley

Staff: Jocelyn Caple, Bob Cochrane, Karen Gravel, Christi Green, John Levitow, Paula

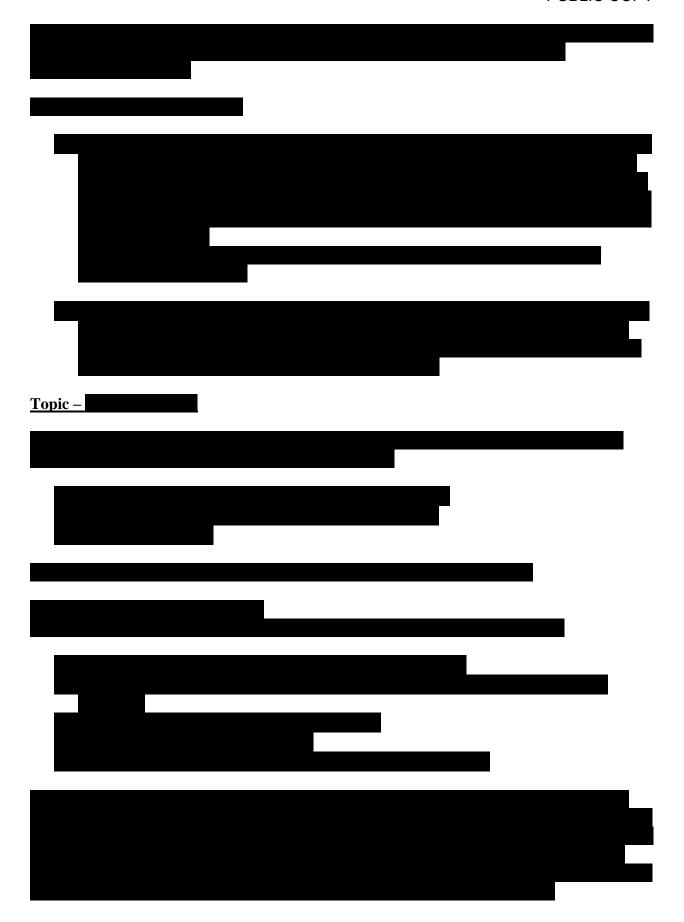
Mahoney, Joe Shields

Vice Chairman Jean called the meeting to order at 4:05 pm.

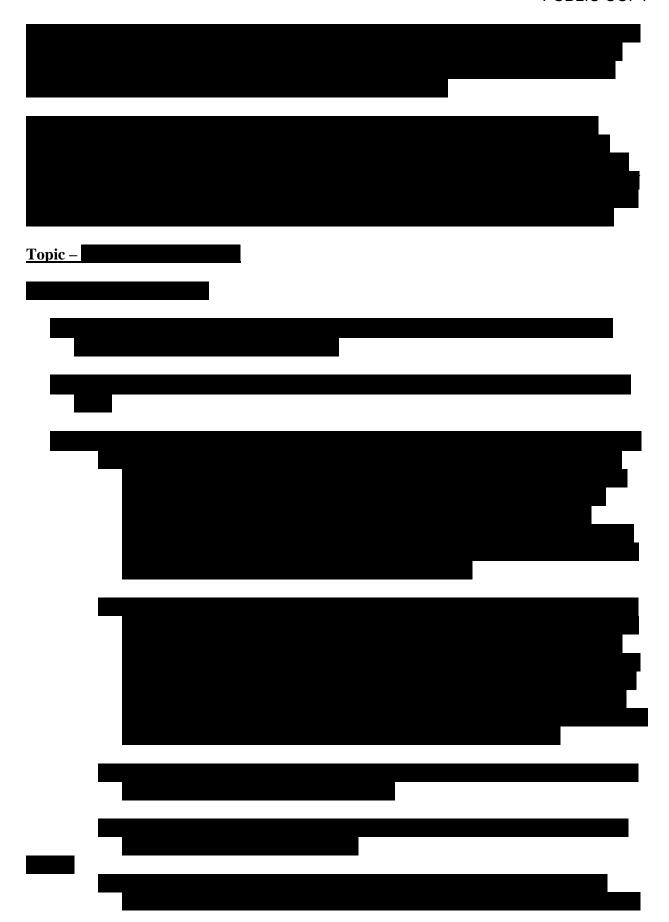




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With no further business, a motion to adjourn the meeting at 5:50 pm was unanimously approved.

Respectfully submitted,



Board of Trustees Prism Healthcare Consultants January 24, 2018 Belknap Room

Present: John Britton, MD, Bill Cormier, Brian Hughes, T.J. Jean, Frank Jones, John

Marzinzik, Shannon Nedelka, MD, Jeanette Poulin, Ron Poulin, Brian

Szymanski, MD

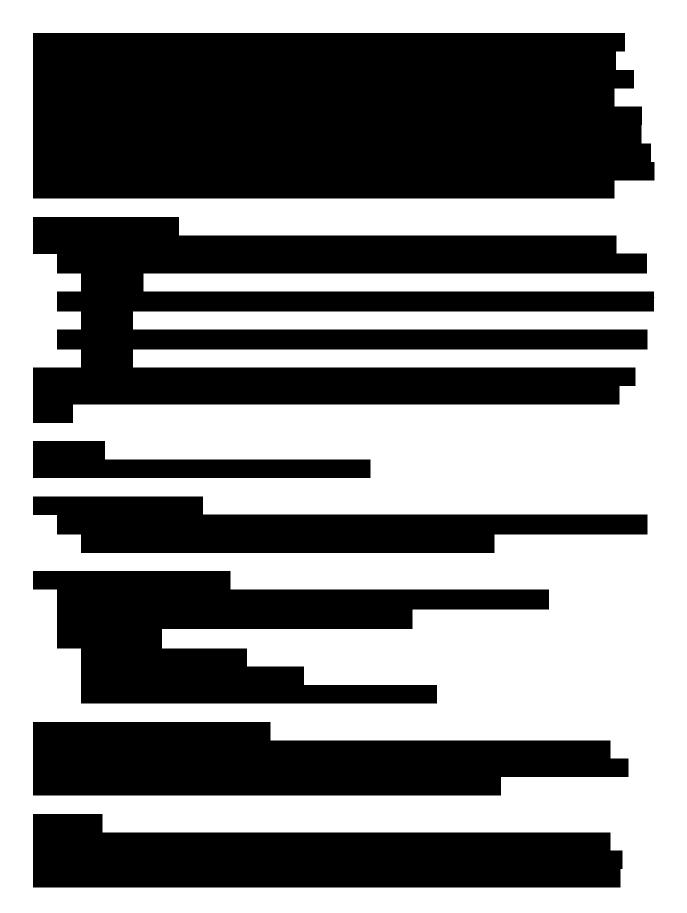
Excused: Mark Farrell, John Hall, Jim Jalbert, Julie Reynolds, Lisa Stanley

Staff: Jocelyn Caple, Bob Cochrane, Karen Gravel, Christi Green, John Levitow, Joe

Shields

Consultants: Barbara Bryan, Brad Fetters, Ramona Lacy, Douglas Monroe, John Storino





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Respectfully submitted,



Board of Trustees Thursday, February 22, 2018 Belknap Room

Present: John Britton, MD, Bill Cormier, Mark Farrell, John Hall, Jim Jalbert, T.J. Jean,

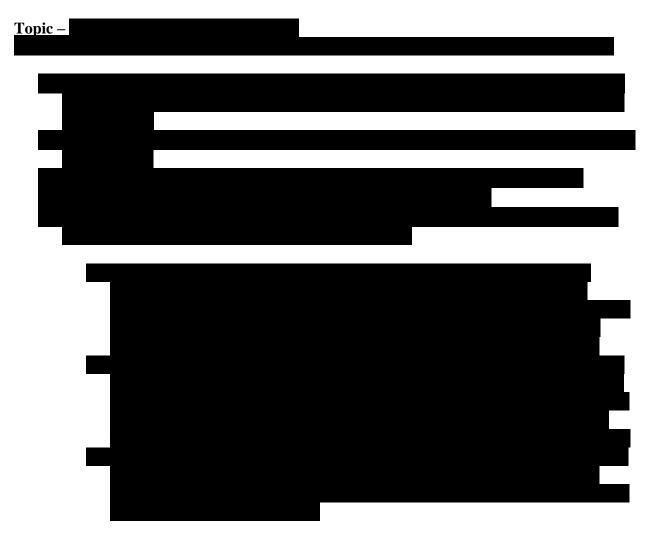
Frank Jones, Jocelyn Caple, MD, Shannon Nedelka, MD, Jeanette Poulin, Ron

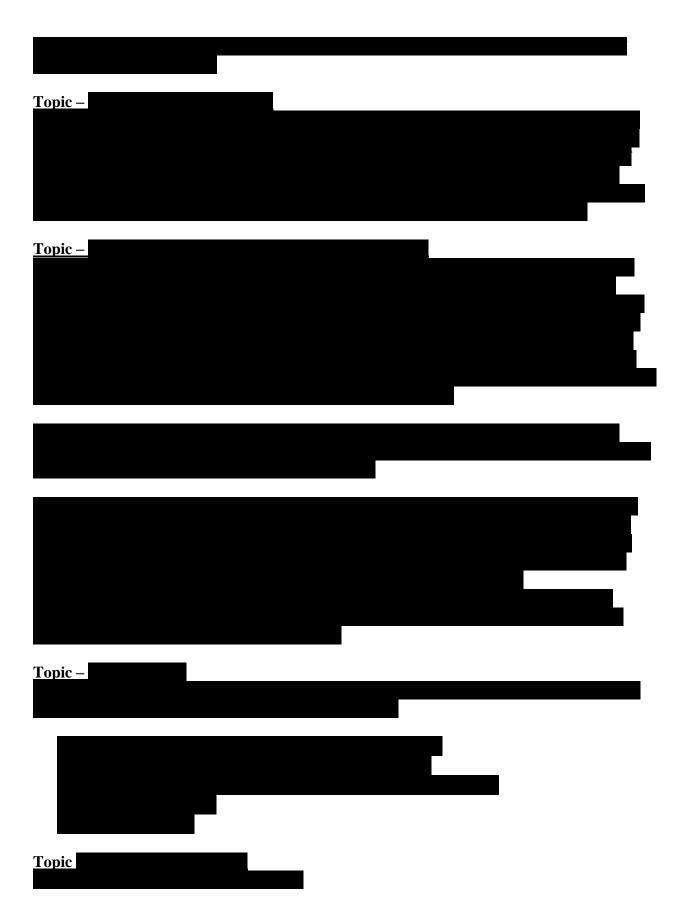
Poulin, Julie Reynolds, Lisa Stanley, Brian Szymanski, MD

Excused: Brian Hughes

Staff: Bob Cochrane, Christi Green, John Levitow, Karen Gravel, Joe Shields

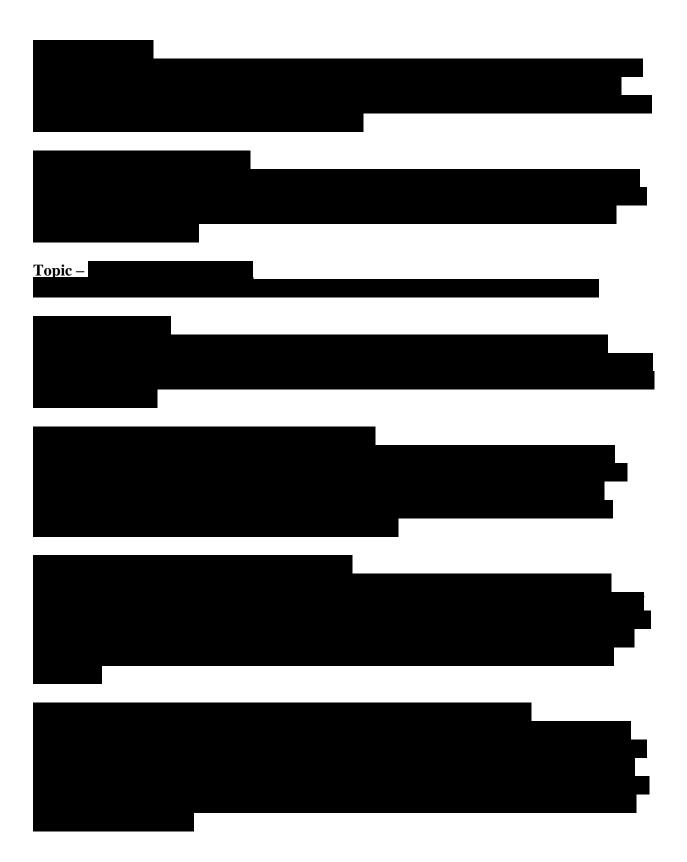
Vice Chairman Jean called the meeting to order at 4:03 p.m.





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With no further business to discuss, a motion to adjourn the meeting at 4:45 pm was made by Mr. Jones, seconded by Mr. Jalbert, and unanimously approved. The Board of Trustees went into Executive Session.

Respectfully submitted,



Board of Trustees February 23, 2017 Belknap Room

Present: John Britton, William Cormier, John Hall, Brian Hughes, TJ Jean, Frank Jones,

John Marzinzik, Shannon Nedelka, Jeanette Poulin, Ron Poulin, Lisa Stanley,

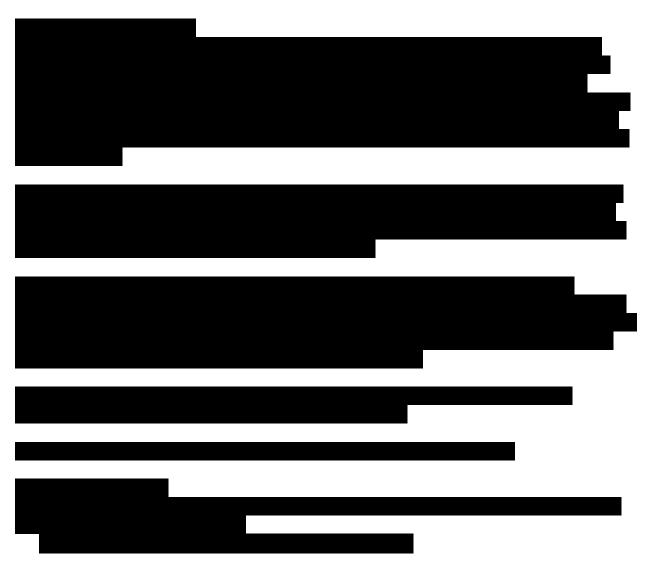
Brian Szymanski

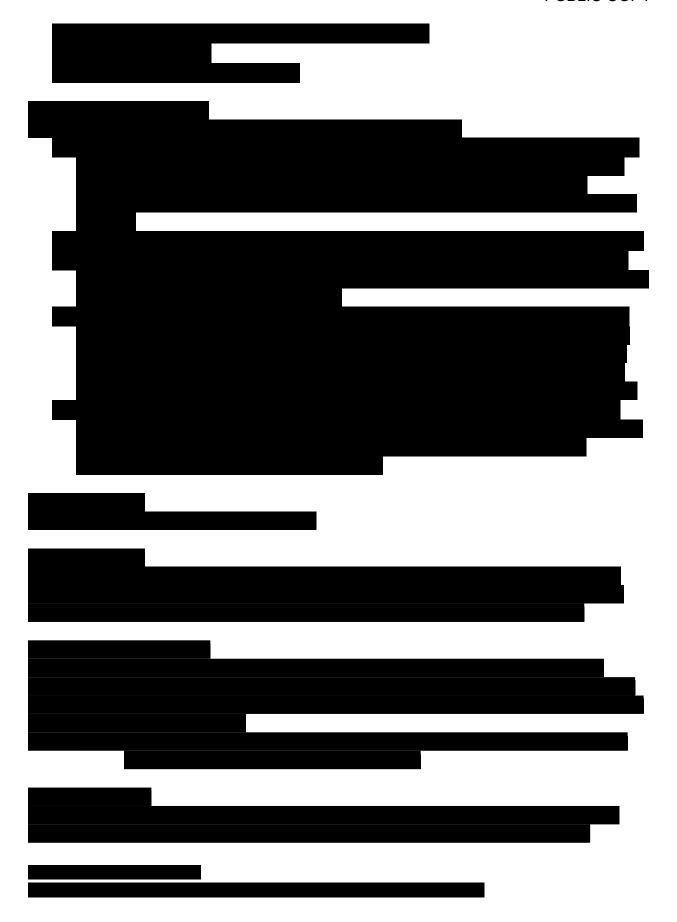
Excused: James Jalbert

Staff: Jocelyn Caple, Karen Gravel, Christi Green, Steve Guimond, Paula Mahoney, Joe

Shields

Chairman Hughes called the meeting to order at 4:07 p.m.



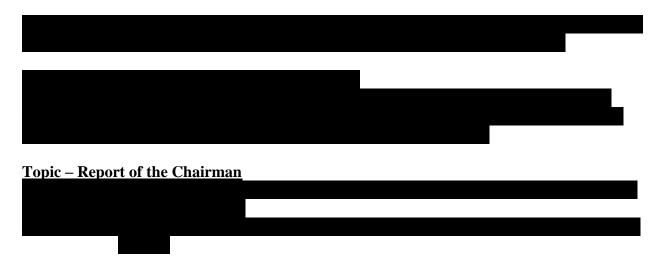




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There being no further business, a motion to adjourn the meeting at 6:00 p.m. was unanimously approved. The Board went into executive session.

Respectfully submitted,

Karen Gravel, CAP-OM Executive Administrative Assistant



Board of Trustees March 16, 2017 Belknap Room

Present: John Britton, William Cormier, John Hall, Brian Hughes, Jim Jalbert, Frank

Jones, John Marzinzik, Jeanette Poulin, Ron Poulin, Lisa Stanley

Excused: Mark Farrell, TJ Jean, Shannon Nedelka, Brian Szymanski

Staff: Jocelyn Caple, Bob Cochrane, Mike Dupuis, Karen Gravel, Christi Green, John

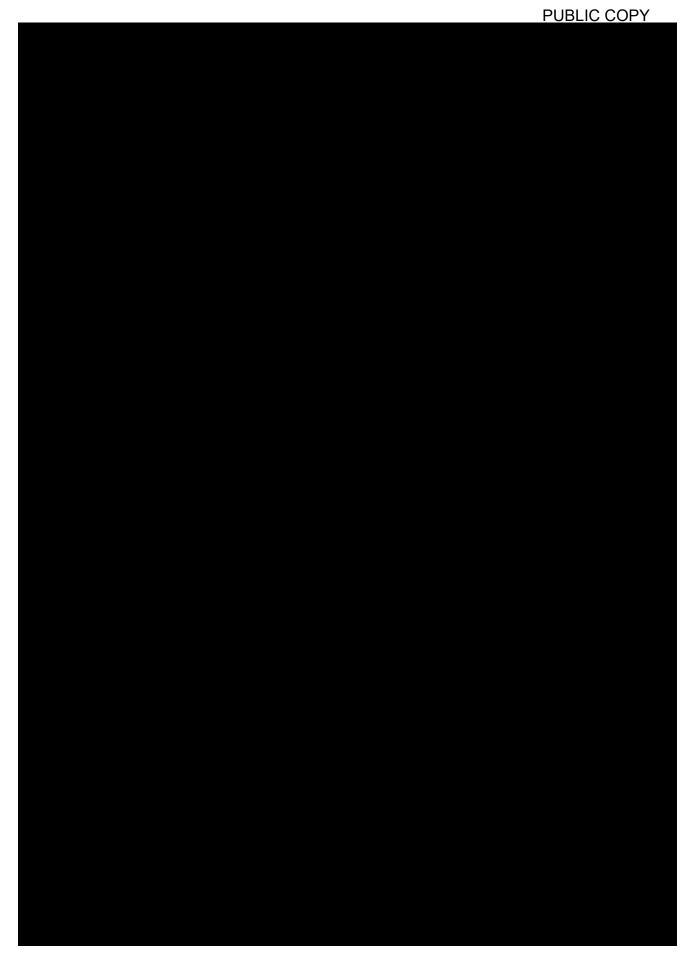
Levitow, Paula Mahoney, Joe Shields

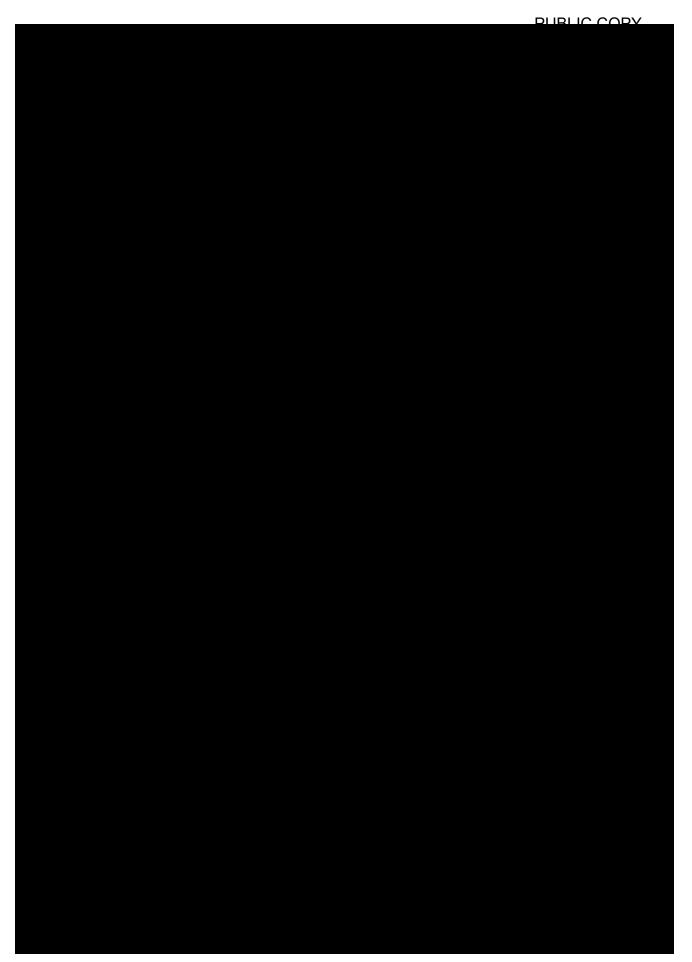
Guest: Christine Devine, Corporate Compliance Officer/Risk Manager

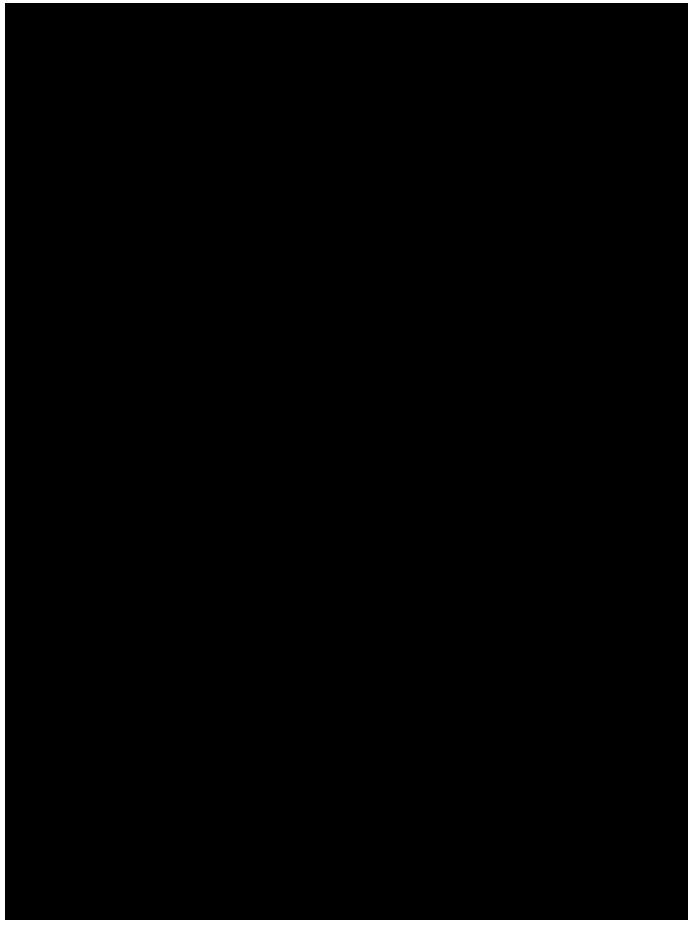
Chairman Hughes called the meeting to order at 4:03 p.m. He welcomed Bob Cochrane, VP, Finance/CFO to the organization.











There being no further business, a motion to adjourn the meeting at 5:45 p.m. was unanimously approved. The Board went into Executive Session.

Respectfully submitted,

Karen Gravel, CAP-OM Executive Administrative Assistant



Board of Trustees May 24, 2017 Belknap Room

Present: William Cormier, Mark Farrell, John Hall, Brian Hughes, Jim Jalbert, TJ Jean, Frank

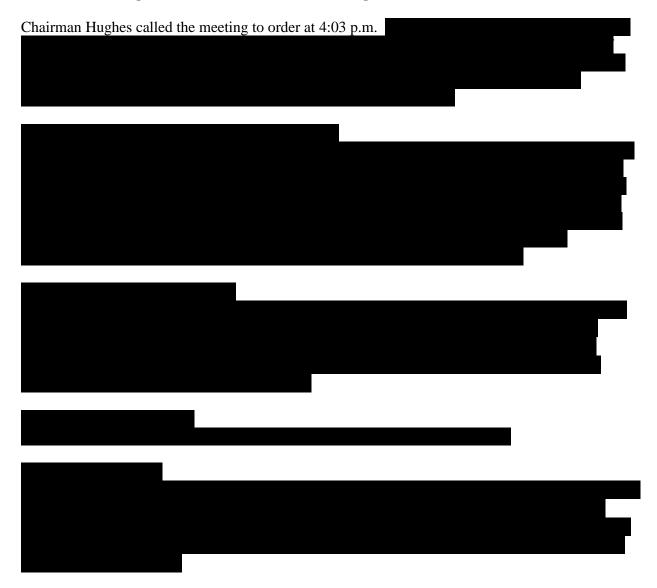
Jones, John Marzinzik, Lisa Stanley

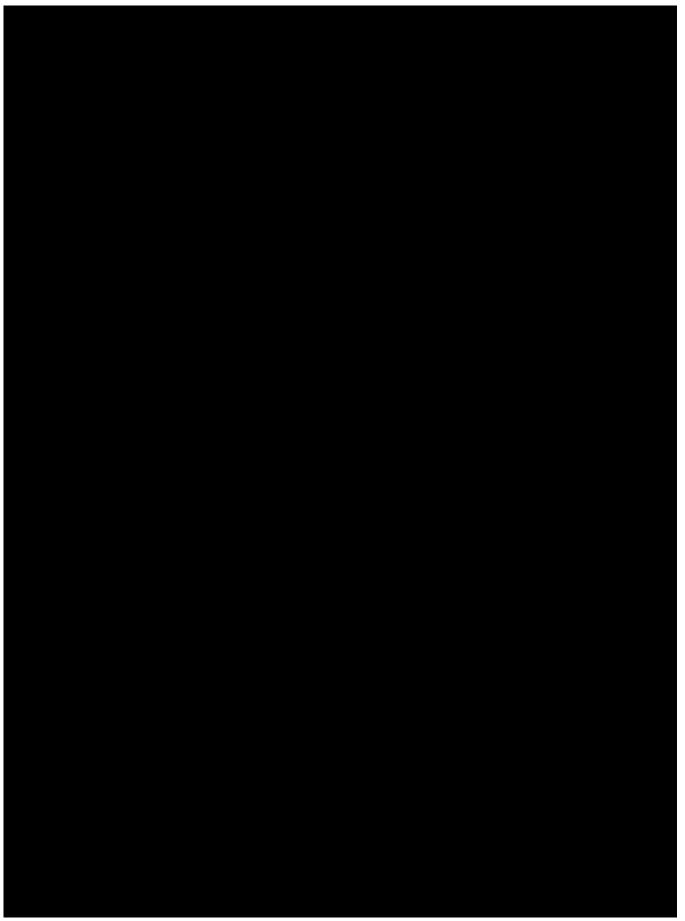
Excused: John Britton, Shannon Nedelka, Brian Szymanski, Jeanette Poulin, Ron Poulin Staff: Jocelyn Caple, Bob Cochrane, Mike Dupuis, Karen Gravel, Christi Green, John

Levitow, Paula Mahoney, Joe Shields

Guests: Christine Devine, Risk Manager, Brooks McQuade, Director, Materiels Management,

Stephanie Turek, Director, Fund Development







<u>Topic – Report of the President</u>





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There being no further business, a motion to adjourn the meeting at 5:58 p.m. was unanimously approved.

Respectfully submitted,



Board of Trustees May 30, 2018 Belknap Room

Present: John Britton, Jocelyn Caple, Bill Cormier, Mark Farrell, John

Hall, Brian Hughes, Jim Jalbert, Bill Kiley, Frank Jones,

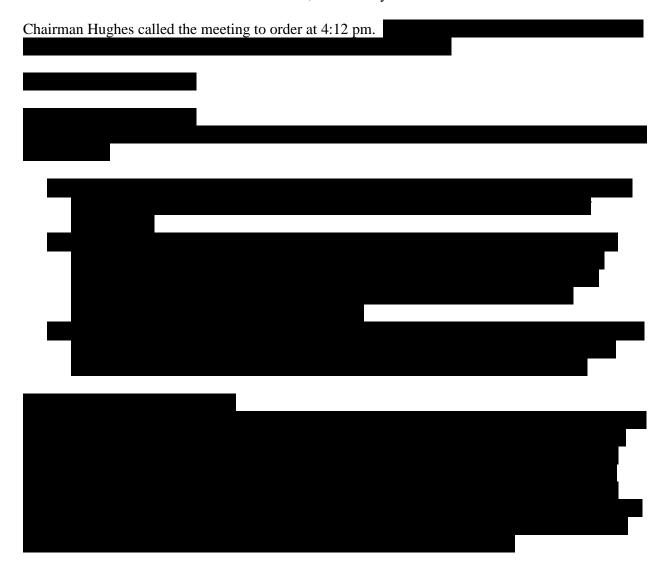
Jeanette Poulin, Ron Poulin, Julie Reynolds, Brian Szymanski

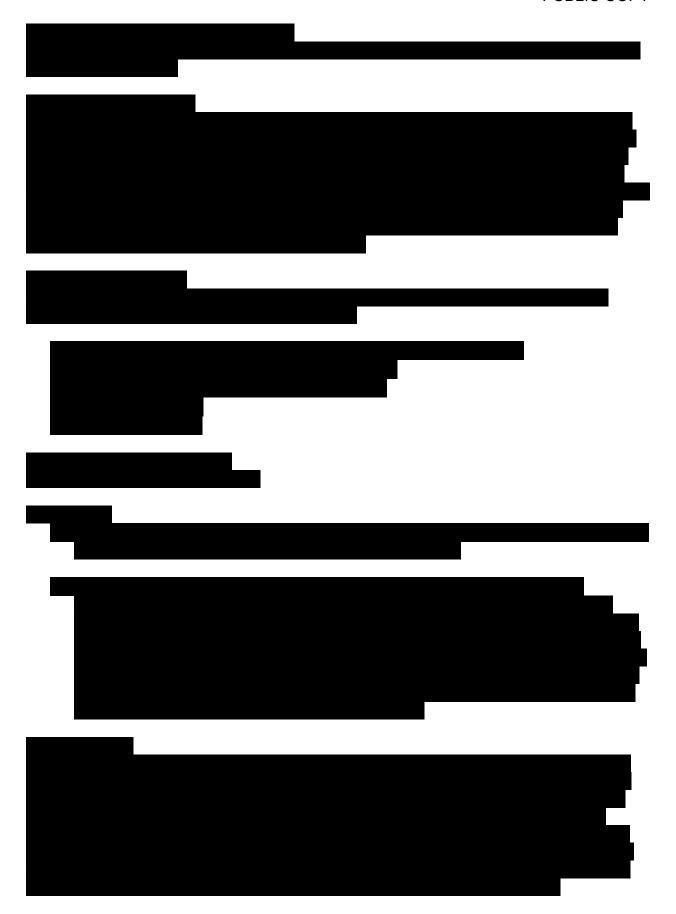
Excused: Lisa Stanley

Prism Healthcare Consultants: Neil Faux and via telephone Ramona Lacy

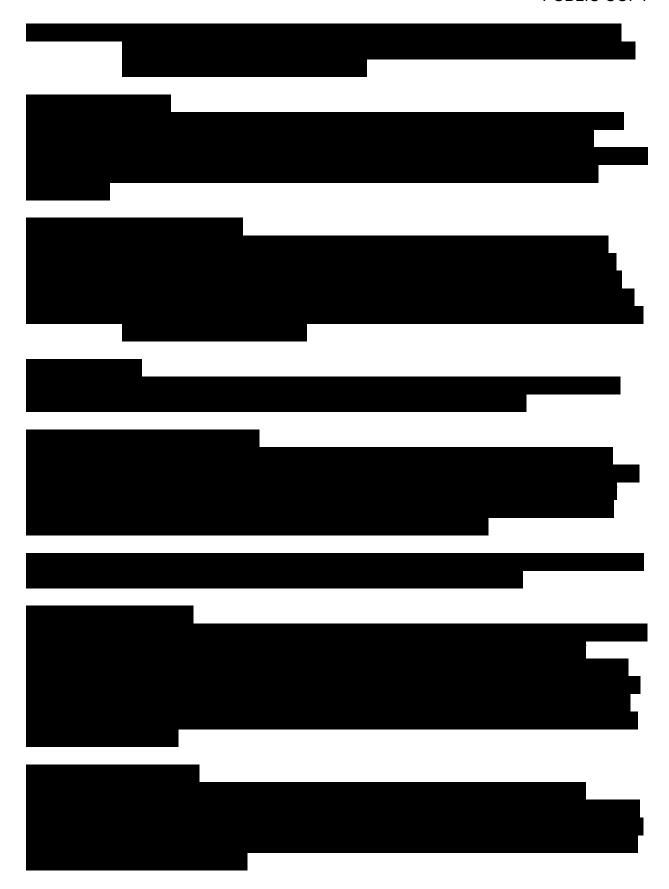
Staff: Bob Cochrane, Karen Gravel, T.J. Jean, John Levitow, Joe

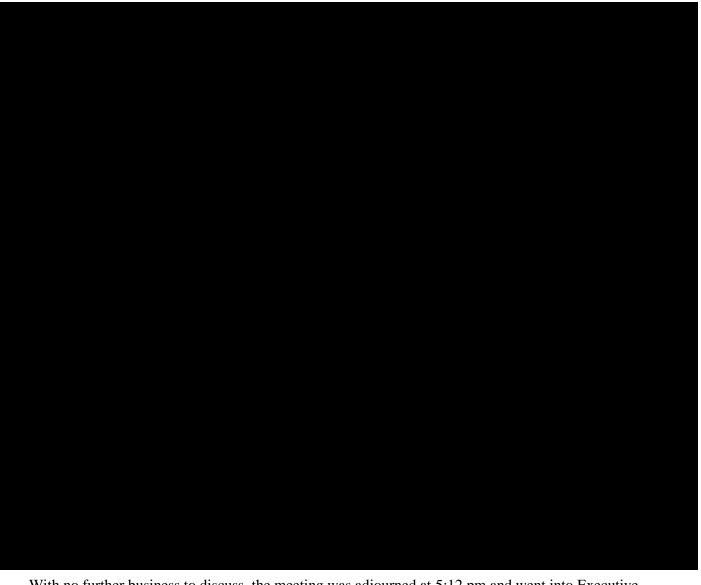
Shields, Sara Stacey





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With no further business to discuss, the meeting was adjourned at 5:12 pm and went into Executive Session.

Respectfully submitted,



Board of Trustees August 31, 2017 Strafford Room

Present: John Hall, Mark Farrell, Jim Jalbert, T.J. Jean, Frank Jones, John Marzinzik,

Jeanette Poulin, Lisa Stanley, Brian Szymanski

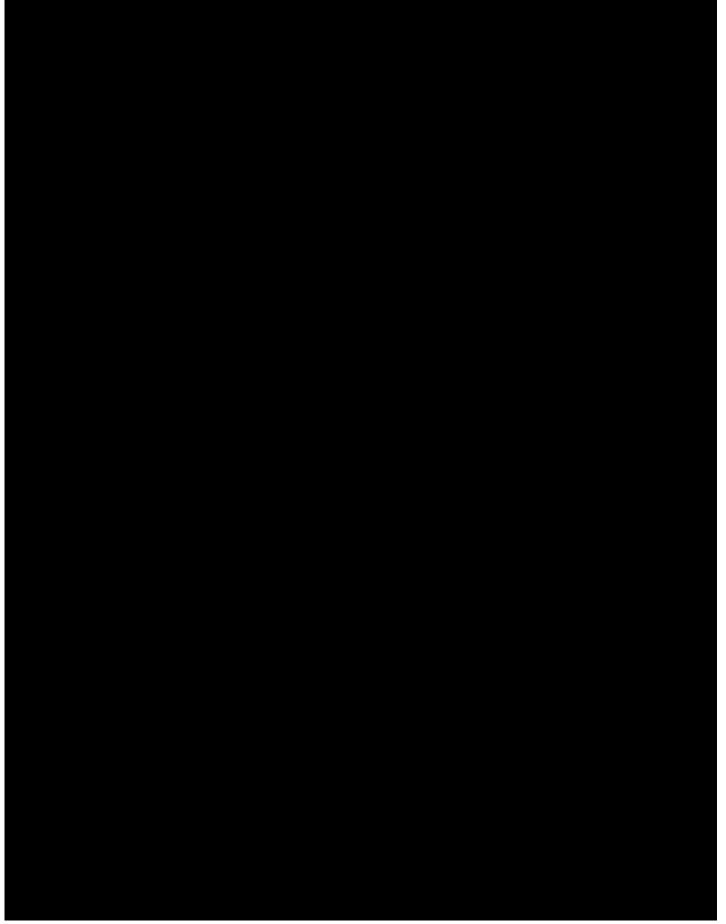
Excused: John Britton, William Cormier, Brian Hughes, Shannon Nedelka, Ron Poulin Staff: Jocelyn Caple, Bob Cochrane, Mike Dupuis, Karen Gravel, Christi Green, John

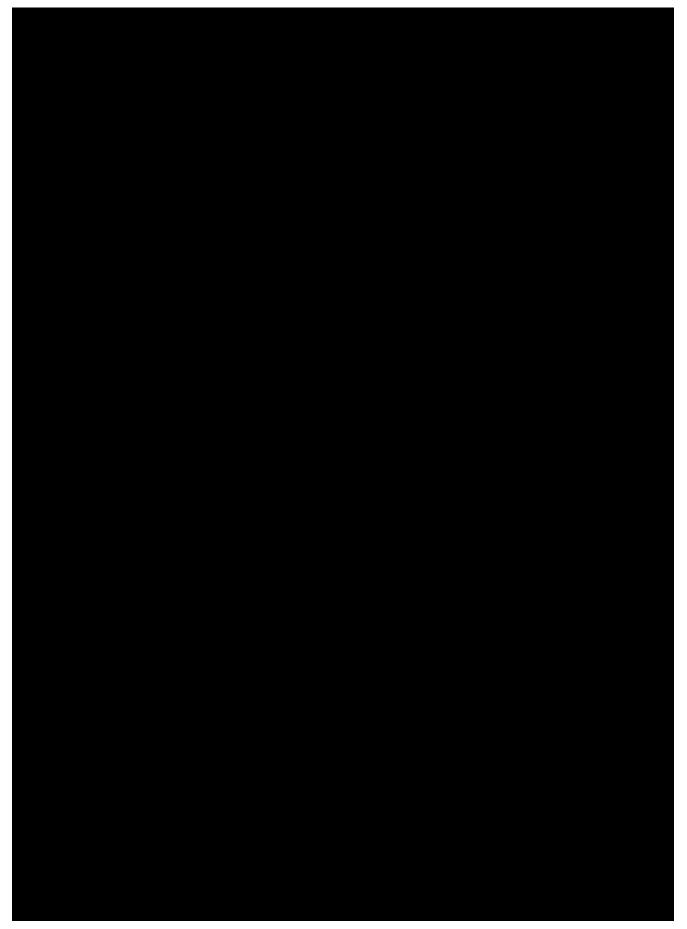
Levitow, Paula Mahoney, Joe Shields, Stephanie Turek

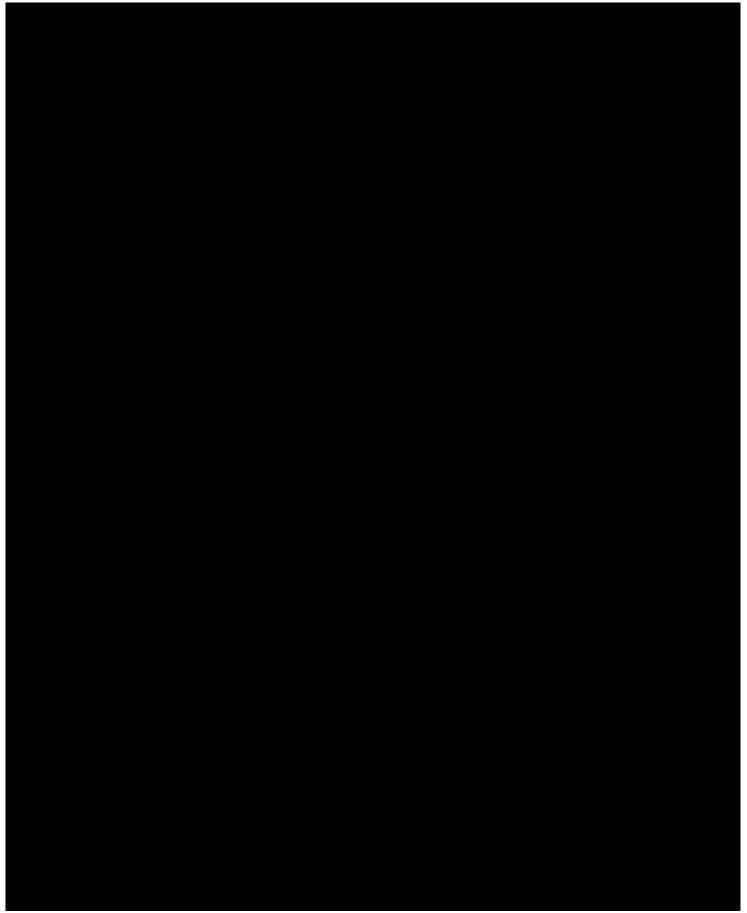
Guests: Mike Allen, Director, Security, Jessica Gionet, Director, Emergency Department

Vice Chairman Jean called the meeting to order at 4:00 p.m.

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With no further business to discuss, a motion to adjourn the meeting at 5:33 pm was unanimously approved.

Respectfully submitted,



Board of Trustees September 28, 2017 Belknap Room

Present: John Britton, Bill Cormier, John Hall, Brian Hughes, Frank Jones, John Marzinzik,

Shannon Nedelka, Jeanette Poulin, Ron Poulin, Lisa Stanley

Excused: Mark Farrell, Jim Jalbert, T.J. Jean, Julie Reynolds, Brian Szymanski

Staff: Jocelyn Caple, Bob Cochrane, Mike Dupuis, Karen Gravel, Christi Green, John

Levitow, Paula Mahoney, Joe Shields

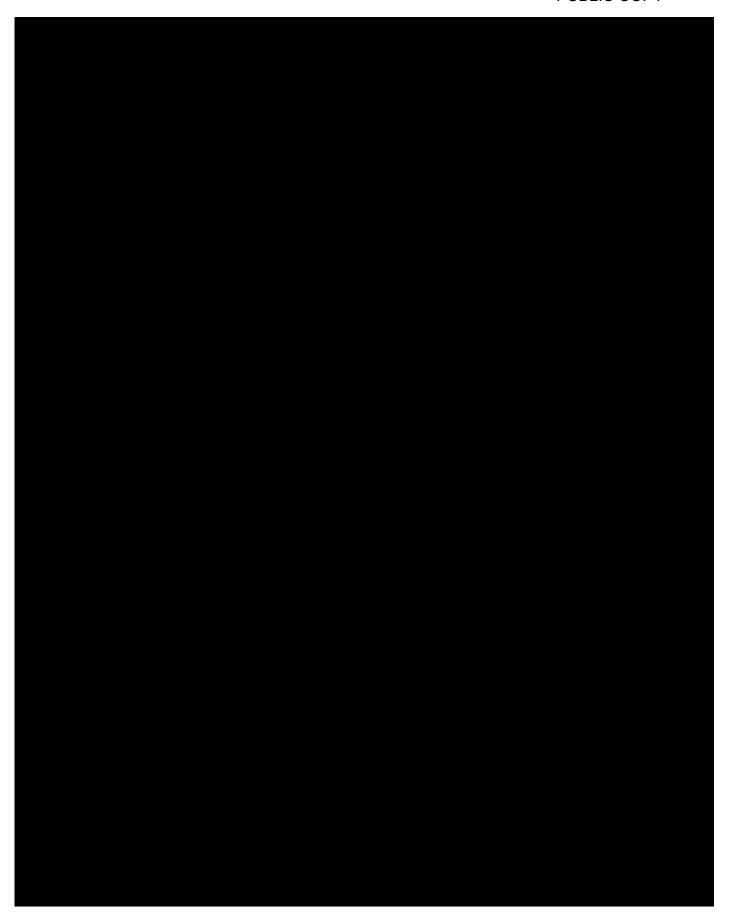
Chairman Hughes called the meeting to order at 4:07 p.m.



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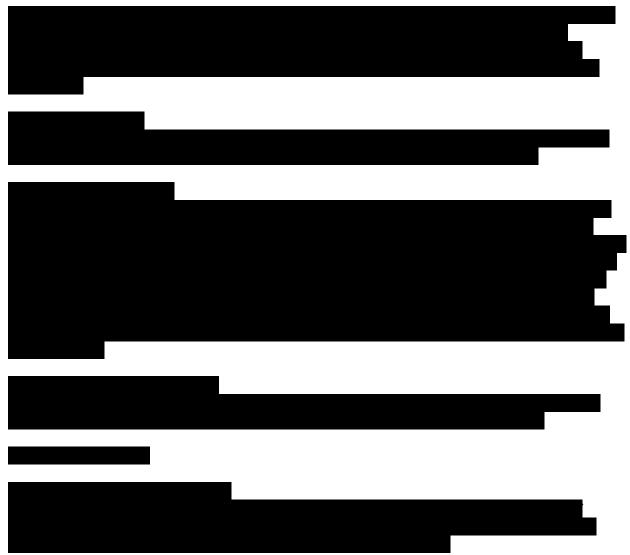


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With no further business to discuss, Chairman Hughes adjourned the meeting at 5:42 p.m. and went into Executive Session.

Respectfully submitted,



Board of Trustees October 26, 2017 Belknap Room

Present: John Britton, Mark Farrell, John Hall, T.J. Jean, Frank Jones, John Marzinzik,

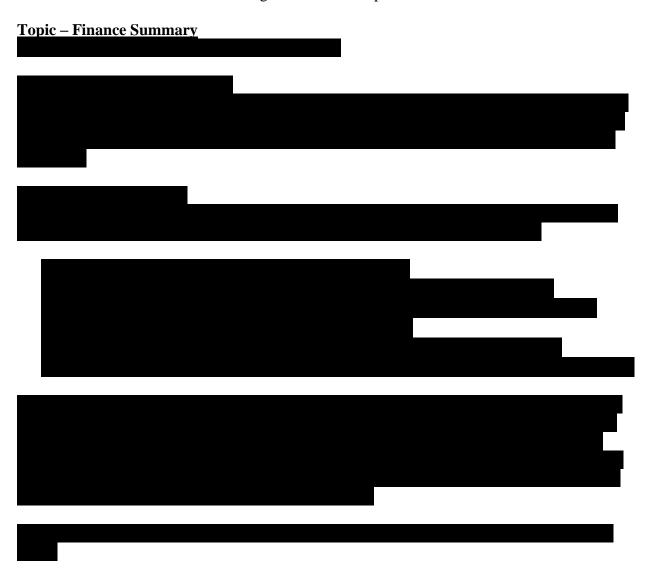
Jeanette Poulin, Ron Poulin, Julie Reynolds, Brian Szymanski

Excused: Bill Cormier, Brian Hughes, Jim Jalbert, Shannon Nedelka, Lisa Stanley

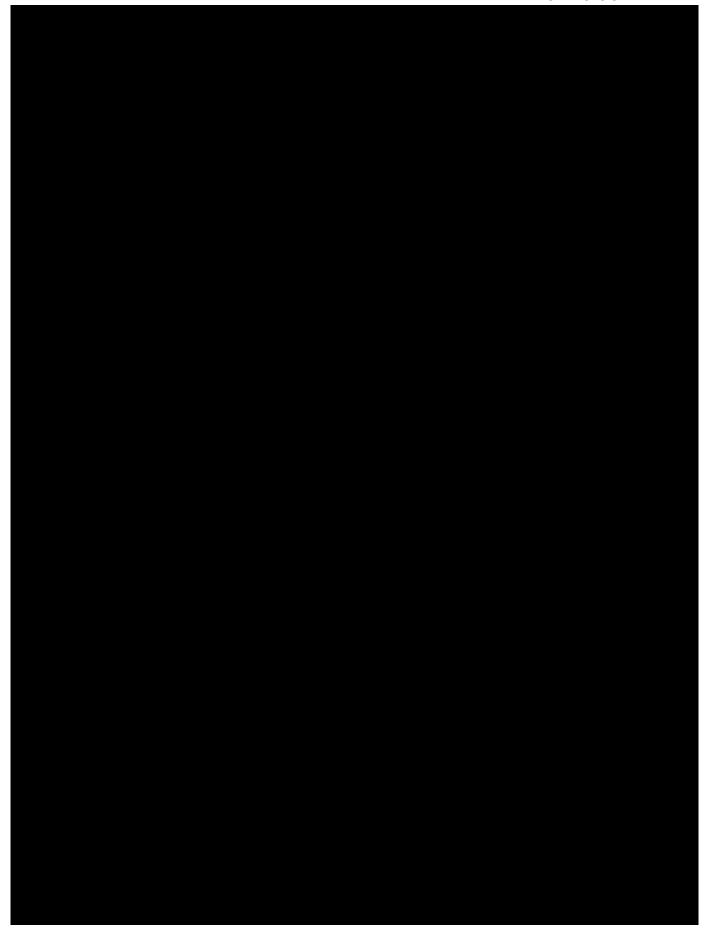
Staff: Jocelyn Caple, Bob Cochrane, Karen Gravel, Christi Green, John Levitow, Paula

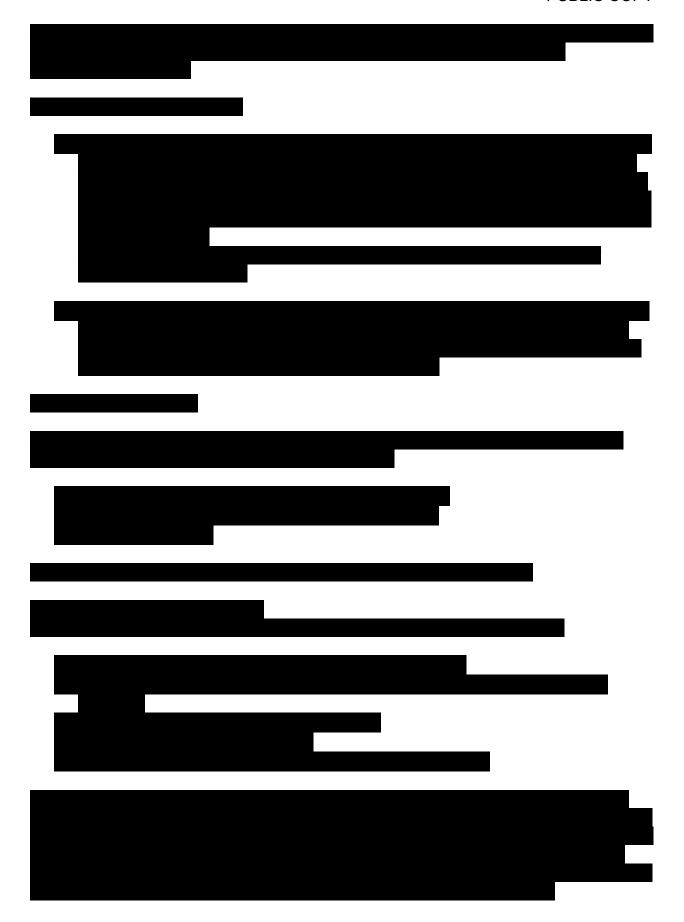
Mahoney, Joe Shields

Vice Chairman Jean called the meeting to order at 4:05 pm.



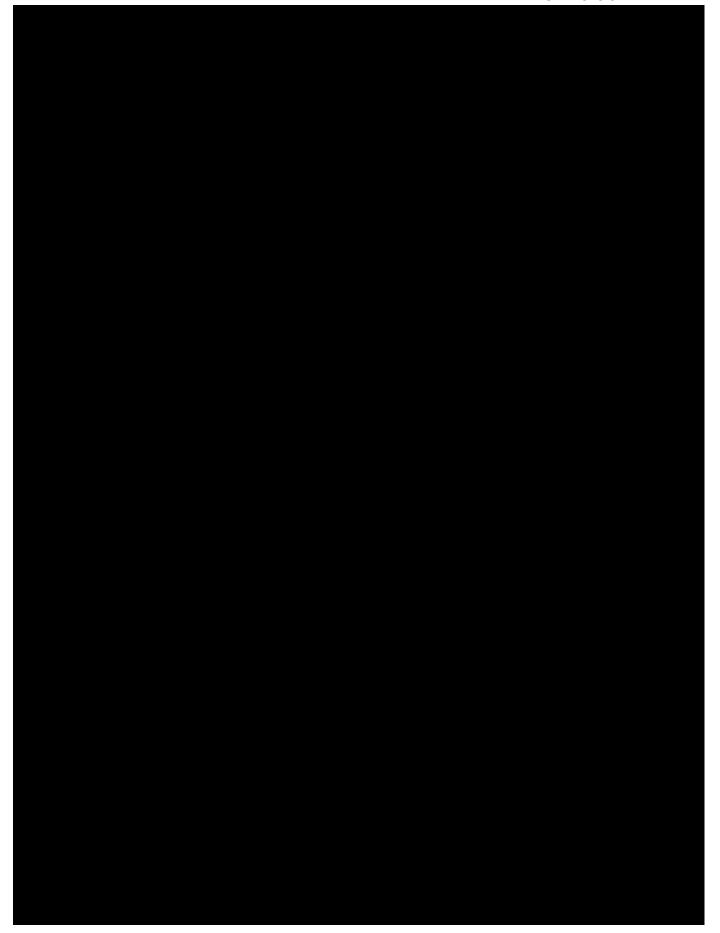
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With no further business, a motion to adjourn the meeting at 5:50 pm was unanimously approved.

Respectfully submitted,