



April 29, 2022

Victoria Veltri, JD, LLM
Executive Director
Department of Public Health
Office of Health Strategy
P.O. Box 340308
450 Capital Avenue, MS# 51OHS
Hartford, CT 06134

Docket Number: 18-32238-CON

Project Title: Transfer of Ownership of Western Connecticut Health Network, Inc. with Health Quest Systems, Inc. to a New Not-for-Profit Parent Corporation

Dear Victoria,

As stipulated in the Agreed Settlement executed on April 1, 2019 (“Closing Date”) regarding approval for the transfer of ownership of the two organizations - Western Connecticut Health Network, Inc. (“WCHN”) and Health Quest Systems, Inc. (“HQ”) – Conditions one (1), two (2), thirteen (13), sixteen (16) and twenty-one (21) require annual updates. Please find attached our associated responses.

If you should have any questions, please feel free to give me a call directly at 203-739-4903 or e-mail me at sally.herlihy@nuvancehealth.org.

Sincerely,

Sally F. Herlihy

Sally F. Herlihy, FACHE
Vice President, Strategic Planning & Business Development



Annual Updates

April 30, 2022

Condition #1 and #2

Condition one (1) and two (2) request notification of the appointment of new board members for Danbury, Norwalk and Sharon Hospitals.

Response:

Please find descriptions below of the Board member updates for the three CT hospitals:

Danbury Hospital: Two new board members for 2022.

1) Robert Hackney, MBA, JD

Robert Hackney retired from active involvement at First Eagle Investment Management in January 2022. He most recently served as senior advisor to First Eagle's leadership team on strategic initiatives. Prior to joining First Eagle, Robert was a research analyst and portfolio manager at Kellner, DiLeo & Company; Coniston Partners; and S.B. Lewis & Co. He began his career in 1979 as an investment banker at Loeb Rhoades, Hornblower & Company. He earned a BA, an MBA and a JD from the University of North Carolina at Chapel Hill, where he was a Morehead Scholar. He was admitted to the Bar of the State of North Carolina.

Robert has been a member of the External Advisory Board for the Institute for the Arts and Humanities at the University of North Carolina at Chapel Hill for over 20 years, serving as Chair of its finance committee for much of that time. He has been a member of the Board of Visitors at UNC-Chapel Hill. He has served as a Trustee and a member of the Investment Committee for Barton College. He is currently a Trustee of the Hunter College Foundation, where he is a member of the Executive Committee and Chair of the Investment Committee.

Robert has been Chair of the Committee on Admissions and a member of the Council at The University Club of New York; Treasurer of The Lake Waramaug Country Club and a member of the Board of Directors of The Bull's Bridge Golf Club, Inc. He is currently on the Membership Committee of the Lake Waramaug Country Club and a member of the Board of Trustees of the Lake Waramaug Association. He and his wife have been active members of the Litchfield County community since buying their home on Lake Waramaug in 1984.

2) Don Jones

In 2009 Mr. Jones co-founded Verite Capital Partners to focus on assisting minorities, women, and people of color in new business ventures. Verite Capital Partners has evolved into a trailblazing portfolio of impact investment, brand incubation, strategic advisement, and retail aggregation which, above all, amplifies untapped potential and uplifts the voices of under-served entrepreneurs throughout the country.

Mr. Jones started his retail career as a janitor at Fischer's Men's Shoes in his hometown of Louisville, Kentucky. A renowned retail executive and advisor with nearly five decades of experience and achievement, Mr. Jones has held chief executive positions in nearly a dozen major retail organizations such as Macy's, Marshall Fields, IKEA, GAP and Target. Simultaneously passionate and visionary about the potential of under-served markets, Mr. Jones engineered the urban strategy at Target as well as the rural and inner-city retail expansion at Gap. These carve-out strategies are now intrinsic to both companies' retail footprint.

Mr. Jones serves on the Board of Directors of New York City Investment Fund, SportsEd TV, Rodier Flowers Group, and the Trinity High School Foundation. He sits on the Ridgefield Library Advisory Board and is a Board of Trustee Member of Felician University. He is a 2007 inductee to the Trinity High School Hall of Fame, and a 2009 Recipient of Catholic Foundation Lifetime Achievement Award. Mr. Jones has appeared on the hit show 'Shark Tank,' as a CEO contributor. He is a lecturer and speaker about Small Business, Retail and Consumer Products, and a contributor to CNBC.com. Mr. Jones resides in Ridgefield, CT with his wife where they raised their five children.

Norwalk Hospital: Three new board members for 2022.

1) Amy Ahasic, MD, MPH, FCCP, ATSF

Dr. Ahasic, of Wilton, is chief of pulmonary and critical care medicine and the medical director of pulmonary rehabilitation at Norwalk Hospital. She has advanced training in occupational and environmental medicine and holds a Master of Public Health degree.

Fairfield and Westchester County Doctors of Distinction recognized Dr. Ahasic as a 2021 Female Trailblazer for her dedication to addressing equity in leadership and wellness for women physicians. Dr. Ahasic is on the frontlines of patient care and medical education and will contribute her firsthand knowledge to augment Norwalk Hospital's clinical strengths, identify opportunities and overcome challenges.

2) James DiMonekas

James Dimonekas, of Darien, is the senior corporate director of Wheels Up and responsible for growing new business and nurturing existing clients. He has 35 years of publishing experience

including business development, editorial, marketing and sales initiatives. He will bring creativity and negotiating strategies to the board of directors.

3) Leonard DiNardo

Leonard DiNardo, of Norwalk, is vice president of Peter DiNardo Enterprises, a family-owned commercial real estate investment, development and property management business. He is skilled at identifying ideal environments for tenants to thrive and cultivating lasting relationships with them and industry professionals.

DiNardo and his family have been dedicated to building healthier communities through leadership and philanthropy from Norwalk to New Haven for three generations. DiNardo has been a Norwalk Hospital Foundation Board of Director for more than a decade and has worked with multiple charities such as Habitat for Humanity, the Maritime Center and Operation Hope.

Sharon Hospital: No New Board Members for 2022

Condition #13

Nuvance Health shall, for a period of three (3) years, **comply with the terms and price constraints specified in Attachment A and submit an annual report demonstrating compliance** with the requirements below within one (1) year of the Closing Date.

- a. Nuvance Health shall use reasonable efforts to promote ongoing, annual increases of the number of unduplicated patients attributed to an APM or an Advanced Alternative Payment Model in which employed physicians participating in the WCHN network are accountable for quality and total cost of care during the specified calendar years, and that pursue or continue APMs with public and private payers to improve population health, reduce the rate of unnecessary cost or utilization growth, improve access to primary care, address social determinants of health and to help the state achieve its vision of overall cost containment, and improved quality and access to affordable health care. Such relationships may include value-based purchasing and alternative payment methods that account for total cost of care and quality and address social determinants of health and needs identified in the most recent CHNA.

Response:

Nuvance health understands that social and structural determinants of health are leading drivers of health and wellbeing in our communities and to our patients. The ability to address underlying or root causes of morbidity requires new skill sets and a new lens. Nuvance Health recently hired an AVP of Health Equity, Diversity and Inclusion as well as a Medical Director of Health Equity to identify, assess, and implement programs that address health inequality in our communities.

The PHO is actively pursuing additional APM models with both commercial and government payers (above and beyond current arrangements), to actively address quality, total cost of care and underlying social determinants of health that impact overall health. The PHO has negotiated fee for service contracts since the affiliation of WCHN and HQ but have adhered to the requirements of the Agreed Settlement.

- b. Consistent with the terms of Attachment A, WCHN will maintain its participation in the Medicare Shared Savings Program following the Closing Date.

Response:

The WCHN PHO ACO is still in good standing with CMS as a Medicare Shared Savings Program.

Condition #16

- a. A **written report describing the achievement of the Strategic Plan components** to retain and enhance healthcare services in the Danbury, Norwalk and Sharon Hospital communities, including with respect to physician recruitment and resource commitments for clinical service programming.

Response:

As submitted 3/9/20 in response to Condition #14, the Nuvance Health Strategic Plan 2025 focuses on six key imperatives, and progress reporting submitted 4/30/21 provided highlights for FY 2020. Noted below is an updated status for FY 2021:

- **Person-Centered Care - Cultivate a personalized lifetime relationship between Nuvance Health and the people we serve**
 - The new website for Nuvance Health was launched in May 2021, which incorporated enhanced search capabilities for providers (Find-a-Doctor), a unified patient portal, and introduced a self-scheduling pilot for some services with 56 providers. It has been observed that 25% of appointments have been booked after hours. Target enrollment was not achieved and will continue to be pursued.
 - Approximately 100 individuals across the network participated in the initial Relationship-Centered communications training (RN Preceptors, educators and supervisors, Quality, Risk, Hospitalist and ED providers), with over 925 post-discharge phone calls attempted. The value of connecting with patients early after discharge has been recognized and the program is expanding.
 - Human-centered design training and initial journey mapping was initiated for the primary care and breast care patient activities.
- **Primary Care - Use the Nuvance Health primary care network to establish relationships with customers throughout the service area**
 - A Covid-Recovery program has been developed and implemented in Norwalk, CT and Rhinebeck, NY to address long-term impacts of Covid-19.
 - A Personalized Preventative Program has been implemented at the New Milford Hospital primary care practice.
 - A metabolic obesity practice has been opened in Wilton, CT with plans to expand into Newtown, CT.
 - Established a framework and implemented onboarding orientation and checklist for new clinical staff within the Medical Practices.
 - Initiated exploration of Graduate Medical Education feasibility to create a primary care pipeline.
- **Ambulatory Care - Expand the ambulatory network and customer-facing services as a gateway into the Nuvance Health system**
 - Evaluation of current state capabilities and potential gaps in person-facing services to complement primary care is currently underway.

- Standardized patient experience training with a focus on ensuring quality, access and relationship-centered care completed in breast imaging centers and urgent care centers.
- Digital Health - Develop and deploy digital health solutions that support and transform the Nuvance Health system of care to serve its community
 - 25% of primary care practices are active on the self-scheduling platform.
 - Significant activities automated through digital communications to patients for practice availability, vaccine recommendations, and other programs tailored by real-time needs of the medical groups.
 - HIMSS AMAM Level 3 achieved and development of infrastructure to support comprehensive data analytics program providing accessible, meaningful, and actionable information in progress.
- Value-Based Care - Position Nuvance Health to be the strategic partner of choice through payer and community partnerships
 - Primary focus on increased participation of annual wellness visits.
 - Community Care Team navigators implemented at Vassar Brothers Medical Center (similar to those already in place in CT) and community stakeholders engaged in weekly meetings.
- Network Optimization - Identify specific strategic opportunities to optimize the network and advance enterprise strategy in each Nuvance Health community
 - Focused efforts on evaluating and strengthening operational and financial performance of each network hospital, including the Sharon Transformation planning underway.
 - Primary care needs assessment to support the core service footprint.

b. A **written report on its activities directed at meeting condition 4**, regarding efforts toward making culturally and linguistically appropriate service available and integrated throughout the Hospital's operations.

Response:

The Nuvance Health hospitals continue to be guided by The Joint Commission (TJC) Hospital Standards and Elements of Performance. The National CLAS Standards can be directly cross-walked to the standards and elements of performance that TJC accredited hospitals follow. This cross-walk, published by TJC, is available online [here](#).

In 2020, Nuvance Health launched a HEDI Initiative – Health Equity, Diversity and Inclusion – to deliver on our commitment to health equity, cultural humility, and anti-racism; and to provide an environment where every member of the Nuvance Health community – including and at the forefront – patients and colleagues – have opportunity and feel welcomed, valued, respected, supported and accepted.

HEDI FY2022 key goals include:

- Employee Resource Groups (ERGs) – Establishing and/or participating in internally and externally focused groups that foster community engagement and inclusivity around organizational goals, including:
 - Participating in community events for Black and Latinx community around vaccine hesitancy;
 - Hosting LGBTQ ERG programming; and
 - Launching Working Moms ERG in April 2022.
- Hosting Candid Conversations for Employees around Asian American Racism and Disabilities

In early 2022, Nuvance welcomed its first AVP of Health Equity, Diversity and Inclusion and a part-time Medical Director of Health Equity. Their responsibilities will include identifying, assessing, and implementing programs that address health inequality in our communities.

To further our work in community health equity, in 2021 Nuvance Health became part of the Healthcare Anchor Network (HAN), a nationally recognized collaboration of health systems intentionally leveraging their purchasing, hiring and investing power to improve health and well-being by addressing economic and racial inequities in the communities they serve. HAN works to achieve a critical mass of health systems adopting the anchor mission, a proactive commitment to leverage their economic, political, and human capital in partnership with community to drive equitable, local economic impact. HAN strives to build a healthcare and anchor institution movement focused on addressing economic and racial inequities in community conditions that create poor health by 1) defining the healthcare leadership standard, 2) promoting industry collaboration, 3) incubating and scaling anchor strategies, and 4) leading innovations in implementation.

To compliment the work of the HAN, Nuvance Health hired a Director of Workforce and Career Development in FY2022. The Director focuses on both external and internal workforce development with an eye on equality. In addition to working with the local schools and community colleges to focus on paths to early entry into the workforce, the Director will be working to ensure all communities we serve are targeted equally and career communications are available in multiple languages. Nuvance Health has recently hired one bilingual Career Navigator and is actively recruiting for additional bilingual navigators.

There have been no changes to the insurance navigation services. Danbury Hospital and Norwalk Hospital have bilingual financial counselors. Sharon Hospital continues to use Quality Billing Services (QBS) for their insurance navigation services. QBS has bilingual financial counselors on staff. All hospitals utilize interpretation services when needed. All materials regarding applying for financial assistance are now available in seven languages - English, Spanish, Portuguese, Mandarin, Haitian Creole, Arabic and Albanian.

- c. An updated plan demonstrating how health care services are currently provided and will be provided by Danbury, Norwalk and Sharon Hospital for the first five (5) years**

following the Closing, including any consolidation, reduction or elimination of existing services/group practices or introduction of new services/ group practices (the “Services Plan”).

Response:

HOSPITAL SERVICE PLAN FOR FIRST THREE FISCAL YEARS

(Please note some services may have been temporarily adjusted due to COVID-19¹)

Service Category	# of Available Inpatient Beds	Address of Service	Hours of Operation	Consolidating	Reducing	Eliminating	Expanding	Adding New Service
Inpatient (list existing & planned)								
DANBURY HOSPITAL								
Danbury/New Milford Adult/Peds Med/Surg	317	24 Hospital Avenue, Danbury, CT and 21 Elm Street, New Milford CT 06776	24/7					
Danbury ICU/Progressive Care	49							
Danbury Maternity	29							
Danbury NICU	19							
Danbury Psych	22							
Danbury Rehab	14							
NORWALK HOSPITAL								
Norwalk Adult/Peds Med/Surg	179	34 Maple Street, Norwalk, CT	24/7					
Norwalk ICU/CCU/Telemetry	48							
Norwalk Maternity	27							
Norwalk NICU	18							
Norwalk Psych	21						X ²	
SHARON HOSPITAL								
Sharon Med/Surg	28	50 Hospital Hill Rd, Sharon, CT	24/7					
Sharon ICU	9				X ³			
Sharon Maternity	8						X ⁴	
Sharon Psych	17							

¹ See response to 18-32238-CON OHS Inquiry filed on 11/22/21, pages 4-7.

² Pending OHS approval, pursuant to Docket No. 22-32513-CON.

³ Pending OHS approval, CON to be filed per Docket No. 21-32504-DTR.

⁴ Pending OHS approval, pursuant to Docket No. 22-32511-CON.

Service Category	Address of Service	Hours of Operation	Consolidating	Reducing	Eliminating	Expanding	Adding New Service
Outpatient (list existing & planned)							
DANBURY HOSPITAL							
Danbury/New Milford Therapies & Diagnostics (e.g. Lab, Nutrition, Chemo, Infusion, etc.)	24 Hospital Avenue Danbury, CT	Varies by program					
	21 Elm Street New Milford, CT	Varies by program					
Danbury Hospital Medical Arts Center (e.g. Cardiovascular and Gastroenterology, etc.)	111 Osborne Street Danbury, CT	Varies by specialty					
Lab Service Center	120 Park Lane Road New Milford, CT	M-F 7am-4pm					
	79 Sand Pit Road Danbury CT	M-Sat variable					
	60 Old New Milford Road Brookfield, CT	M-F 7:30am-4pm					
	10 South Street Ridgefield, CT	M-F 7:30am-4pm					
	22 Old Waterbury Road Southbury, CT	M-F 7:30am-4pm					
Diagnostic Imaging	20 Germantown Road Danbury, CT	Varies by modality					
	901 Ethan Allen Highway Ridgefield, CT	Varies by modality					
Cardiac Rehab	24 Hospital Avenue Danbury, CT	M-F 6:30am-7:15pm					
	21 Elm Street New Milford, CT	M-Sat variable					
Rehab and Physical Therapy	235 Main Street Danbury, CT	M-F variable					
	22 Old Waterbury Road Southbury, CT	M-F variable					
Sleep Center	21 Lake Avenue Extension Danbury CT	M-F variable					
	21 Elm Street New Milford, CT	M-F variable					
Ambulatory Surgery	24 Hospital Avenue Danbury, CT	M-F					
Wound Care	24 Hospital Avenue Danbury, CT	M-F 8am-5pm					
	21 Elm Street New Milford, CT	Tue 1-5pm					

Service Category	Address of Service	Hours of Operation	Consolidating	Reducing	Eliminating	Expanding	Adding New Service
NORWALK HOSPITAL							
Norwalk Therapies & Diagnostics (e.g. Lab, Nutrition, Chemo, Infusion, etc.)	34 Maple Street Norwalk, CT	Varies by program					
Norwalk Cardiovascular Center	34 Maple Street Norwalk, CT	9:15am-2:45pm					
Lab Service Center	40 Cross Street Norwalk, CT	M-F 7:30am-4pm					
	333 Post Road West Westport, CT	M-F 8:30am-4:45pm					
Norwalk Radiology	761 Main Ave ⁵ Norwalk, CT	Varies by specialty					
Norwalk Rehab and Physical Therapy	520 West Avenue Norwalk, CT	M-F, Varies					
Norwalk Sleep Center	520 West Avenue Norwalk, CT	M-F 9am-5pm					
Norwalk Wound Care	34 Maple Street Norwalk, CT	8am-4:30pm					
Sharon Hospital							
Sharon Therapies (e.g. Lab, Rehab, Nutrition, Respiratory, etc.)	50 Hospital Hill Rd Sharon, CT	Varies by program					
Sharon Radiology	50 Hospital Hill Rd Sharon, CT	MRI M-F, Varies Diagnostic and CT 24/7					
Sharon Wound Care	50 Hospital Hill Rd Sharon, CT	M-F, Varied					

⁵ Relocation per Docket No. 21-32450-DTR

Condition #21

Status of any outstanding initiatives submitted in a written report every six (6) months following the initial annual report until all items are addressed.

Response:

The only remaining item from the report submitted in November 2021, is the consolidation to one electronic medical record (“EMR”) and enterprise resource planning (ERP) system. Phase 2 is the unification of the two Cerner EMR systems maintained by Nuvance Health, and this remains on track to be achieved over incremental phases across multiple sites with an expected completion date of 6/1/2023.



April 21, 2022

I am writing on behalf of Nuvance Health and its subsidiaries Vassar Health Connecticut, Inc. d/b/a Sharon Hospital, The Danbury Hospital and The Norwalk Hospital Association, to make attestations as required in Condition 16(d) of the Agreed Settlement dated April 1, 2019 with the Department of Public Health Office of Health Care Access, regarding the transfer of Western Connecticut Health Network, Inc. and Health Quest Systems, Inc. to a New Not-for-Profit Parent Corporation (Nuvance Health), under docket number 18-32238-CON.

As agent/representative of Nuvance Health, I affirm the following regarding Condition number 16(d) to the Agreed Settlement:

- i. Nuvance Health is meeting the obligations of Conditions 1-2.
- ii. No Danbury, Norwalk or Sharon Hospital physician office has been converted to hospital-based status.
- iii. All Danbury, Norwalk and Sharon Hospital commercial health plan contracts in place as of the Date of Closing are/were maintained through the remainder of their terms, and that any new contracts are consistent with the commitments of Condition 13.
- iv. Danbury, Norwalk and Sharon Hospital have each continued to maintain separate emergency room services, inpatient general medicine services, cardiology services, inpatient obstetrics/gynecology services, inpatient behavioral health services, critical care unit services and oncology services, such services shall assure patient affordability and adhere to standards of care, quality, and accessibility and reflect local community need.
- v. There has been no change in the service provision plan submitted on pages 66-69 of "Repaginated Exhibit A 18-32238-CON WCHN HQ Affiliation."

Dated: April 25, 2022

Signed: Kerry Eaton
Name: Kerry Eaton

Title: Chief Operating Officer

Sworn to before me this 25 day of April, 2022

Virginia Marie DeLillo
Name: Virginia Marie DeLillo

Notary Public

Virginia Marie DeLillo
Notary Public, State of New York
No. 01DE6136957
Qualified in Ulster County
Term Expires November 14, 2025