

March 20, 2019

**Via Email**

Michael K. Dexter  
Chief, Center for Health Systems Policy & Regulation  
Rhode Island Department of Health  
3 Capitol Hill  
Cannon Building - Room 410  
Providence, RI 02908

**Re: *Brigham Health, Inc. Change In Effective Control Application***

Dear Mike:

We represent Rhode Island Hospital (“RIH”) in connection with the Change in Effective Control (“CEC”) Application filed by Brigham Health, Inc. (“BHI”) and posted on the Department of Health website last week. In response to Question 24 in the CEC Application, which requires evidence of site control sufficient to enable the applicant to have use and possession of the subject property, BHI asserts that Women & Infants Hospital of Rhode Island (“W&I”) “has legal site control for the remaining term under the W&I Ground Lease” because the applicable provisions of the W&I Ground Lease “are not triggered and do not apply to the Transaction.” As previously communicated to BHI, and contrary to its assertion, the provisions of the W&I Ground Lease do apply to the Transaction. Accordingly, W&I does not have legal site control.

As confirmed in response to Question 24 in the CEC Application, the main hospital location of W&I is on land owned by RIH pursuant to a Ground Lease between RIH, as Landlord, and W&I, as Tenant, dated as of November 1, 1983 and attached at Tab 24 of the CEC Application (the “W&I Ground Lease”). Although BHI accurately references Section 18.5 of the W&I Ground Lease to address site control, its conclusion that such provision is not triggered and does not apply to the underlying transaction in which BHI will acquire Care New England Health System is without merit. The clear and unambiguous language of Section 18.5 requires that W&I obtain prior written consent from RIH.

W&I and BHI have not sought nor have they received prior written consent of RIH. Accordingly, contrary to the claim in response to Question 24, W&I does not have legal site control for the remaining term under the W&I Ground Lease. Unless and until W&I receives prior written consent of RIH, legally binding evidence of site control is lacking. We respectfully submit that the Department should not accept the CEC Application as complete.

ADLER POLLOCK & SHEEHAN P.C.

Michael K. Dexter  
March 20, 2019  
Page 2

If you have any questions, please contact me. As always, thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Patricia K. Rocha".

PATRICIA K. ROCHA

cc: Timothy J. Babineau, M.D.  
Paul Adler, Esq.  
John A. Tarantino, Esq.  
Richard R. Beretta, Jr., Esq.