

**In The Matter Of:**

*Public Hearing*

*Hospital Conversion Initial Applications*

*December 10, 2020*



1 RHODE ISLAND OFFICE OF THE ATTORNEY GENERAL AND  
2 RHODE ISLAND DEPARTMENT OF HEALTH

3  
4 PUBLIC MEETING

5  
6 NOTICE OF APPLICATIONS:

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8 HOSPITAL CONVERSION INITIAL APPLICATIONS OF  
9 CHAMBER, INC.; IVY HOLDINGS, INC.; IVY  
10 INTERMEDIATE HOLDINGS, INC.; PROSPECT MEDICAL  
11 HOLDINGS, INC.; PROSPECT EAST HOLDINGS, INC.;  
12 PROSPECT EAST HOSPITAL ADVISORY SERVICES, LLC;  
13 PROSPECT CHARTERCARE, LLC; PROSPECT CHARTERCARE  
14 SJHSRI, LLC; PROSPECT CHARTERCARE RWMC, LLC

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DATE: DECEMBER 10, 2020  
TIME: 5:00 P.M.  
PLACE: ZOOM CONFERENCE

APPEARANCES:

Rhode Island Department of Health  
Rhode Island Office of the Attorney General  
Counsel to Transacting Parties

1 (MEETING COMMENCED AT 5:02 P.M.)

2 MS. WEIZENBAUM: Hello, everyone.  
3 I'm going to start this meeting. We are a  
4 little past 5:00, and I know that there are a  
5 number of people who want to speak, so I want to  
6 get us going, try to keep us on schedule, and  
7 make sure that we have time for everybody.

8 So, hello. My name is Miriam  
9 Weizenbaum, and I am the chief of the civil  
10 division for the Office of Attorney General here  
11 in Rhode Island, and I'd like to -- I'd like to  
12 first welcome everybody who is here and ready to  
13 participate and thank you for, I guess I should  
14 say, coming -- with air quotes, because we're  
15 not actually together -- and also for braving  
16 this format and helping to make it work and  
17 helping to make public participation happen.

18 This is the joint public  
19 informational meeting of the Office of the  
20 Attorney General and the Rhode Island Department  
21 of Health regarding the proposed hospital  
22 conversion of Chamber, Incorporated, and Ivy  
23 Holding, Incorporated, owner of Prospect Medical  
24 Holdings.

25 At the local level, Prospect

1 CharterCARE, a subsidiary of Prospect Medical  
2 Holdings, owns and operates Roger Williams  
3 Medical Center and Our Lady of Fatima Hospital  
4 in Rhode Island.

5 Here on behalf of the attorney  
6 general's office is Attorney General Peter  
7 Neronha; the attorney general's healthcare  
8 advocate, Jessica Rider; the attorney general's  
9 insurance advocate, Maria Lenz; and, again,  
10 myself, Miriam Weizenbaum, chief of the civil  
11 division.

12 Tonight we will initially be hearing  
13 from the attorney general and then from the  
14 Department of Health, followed by a description  
15 of the format that we'll be following for this  
16 meeting, and then public comments.

17 Again, I would like to thank  
18 everybody for participating and turn it over to  
19 Attorney General Peter Neronha.

20 MS. RIDER: Peter, you're on mute.

21 MR. NERONHA: Thank you.

22 I feel like I've been Zooming all  
23 day, so I apologize for -- you would think that  
24 would enhance my Zoom skills, but, obviously, it  
25 has just hurt them.

1           Let me begin by thanking everybody  
2 for participating in this public hearing, even  
3 under these unusual circumstances. You know, it  
4 is critical important -- critically important  
5 that we hear from the public as we conduct our  
6 review of the proposed transaction.

7           The transaction that is under review  
8 by my office and the Rhode Island Department of  
9 Health is the buyout of the corporate investor.  
10 Leonard Green and other minority shareholders  
11 collectively own approximately 60 percent of  
12 Prospect Medical Holdings by Samuel Lee, and the  
13 David & Alexa Topper Family Trust currently  
14 owning -- oh, excuse me. My Alexa here is  
15 acting up here. This only happens in the era of  
16 COVID.

17           -- the David & Alexa Topper Family  
18 Trust currently owning approximately 40 percent  
19 of PMH. If the proposed transaction is  
20 approved, Lee and Topper would own 100 percent  
21 of Prospect Medical Holdings.

22           Under the law and the Hospital  
23 Conversions Act, the State's review is to ensure  
24 the viability of a safe, accessible, and  
25 affordable health care system that is available

1 to all of the citizens of the state and to  
2 review whether for-profit hospitals will  
3 maintain, enhance, or disrupt the delivery of  
4 health care in the state.

5 We know, I know, how important this  
6 matter is to Rhode Island and particularly the  
7 communities that Fatima and Roger Williams  
8 Medical Center are serving, especially during  
9 the COVID-19 pandemic. I'm committed and my  
10 office is committed to a thorough and complete  
11 vetting of this transaction, which includes a  
12 review of the parties to the transaction.  
13 Hearing from the public tonight is a key part of  
14 that review and continuing to hear from the  
15 public is critical to the review, and I'm  
16 looking forward to hearing from all of you who  
17 are here tonight. I appreciate the opportunity  
18 to welcome everyone, and I want to thank you for  
19 your willingness to give comments and to give  
20 your perspective.

21 MS. WEIZENBAUM: I think with that, I  
22 will turn it over to the Department of Health.

23 Thank you, Attorney General Neronha.

24 MS. NOVAIS: I'm trying to get off  
25 mute, which I successfully did. So, thank you.

1           Good evening, everyone. My name is  
2 Ana Novais -- and thank you attorney general.

3           My name is Ana Novais. I'm currently  
4 the assistant secretary of the executive office  
5 of Health and Human Services, a position that I  
6 very recently started back in August, and then  
7 most recently I was the deputy director of the  
8 Rhode Island Department of Health.

9           So on behalf of the Rhode Island  
10 Department of Health, on behalf of our director,  
11 Dr. Alexander-Scott, who could not be here --  
12 she's busy with responding to COVID at this  
13 moment, so she couldn't be here. If not, she  
14 would be here, because this is a critical and  
15 important meeting -- I wanted to acknowledge  
16 everyone. We are here to listen to everyone's  
17 observations and comments regarding this  
18 hospital conversion application that is before  
19 both the department of attorney general and the  
20 Rhode Island Department of Health.

21           I would also like to let you know  
22 that the following members of the RIDOT team are  
23 in attendance: We have Director Powell, Sandra  
24 Powell, our associate director of health; Jackie  
25 Kelley, legal counsel; Mike Dexter, the chief of

1 the center that's processing the application;  
2 and Fernanda Lopes, the chief of the office  
3 that's processing, also, the application along  
4 with Powell, Polano, and Deb Brown. As you can  
5 see, a large team that, in alignment and in  
6 partnership with the attorney general's team,  
7 has been working to get here today.

8 We're putting a lot of resources into  
9 this project, and so we want to make sure that  
10 it is evident how much of a priority this review  
11 is and how much we are looking forward to  
12 hearing from all of you so that we can be the  
13 most informed in making these important  
14 decisions.

15 Fernanda Lopes will commence with the  
16 public comments. And so I want to thank you on  
17 behalf of the department and on behalf of  
18 everyone on the team for being here today and  
19 for sharing your comments. Thank you.

20 MS. LOPES: Thank you, Ana.

21 My name is Fernanda Lopes, and I  
22 serve as the chief of the Office of Health  
23 Systems Development at the Rhode Island  
24 Department of Health. I'd like to review the  
25 framework around the administrative and

1 procedural processes that will be undertaken  
2 during today's meeting.

3 First, I'd like to note that this  
4 meeting is being recorded. We also have with us  
5 a stenographer. So we should have an audio  
6 recording and a transcript of this meeting for  
7 the record. We have a large number in  
8 attendance today.

9 As you know, this meeting is being  
10 run virtually, and in order for it to be  
11 conducted in an organized and an orderly manner,  
12 I am asking that everyone please remain on mute  
13 until it is your turn to provide comments.  
14 Muting will help avoid any feedback and allow us  
15 all to hear those speaking one at a time. I  
16 really appreciate your flexibility in this  
17 virtual environment.

18 As the link posted in the public  
19 notice for this joint public meeting is a live  
20 link, if you haven't already done so and are  
21 interested in providing comment during today's  
22 meeting, please sign up. Participants will be  
23 called on to provide their public comments  
24 according to that active list. It is important  
25 that the person speaking during the course of

1 today's meeting identify themselves by name,  
2 affiliation, if any, and please spell it for the  
3 stenographer so the record is clear.

4 Please refrain from posting reactions  
5 or engaging in chats on Zoom.

6 Finally, each participant in this  
7 meeting will have up to six minutes to speak. I  
8 ask that comments provided by those speaking  
9 today please be pointed, succinct, and concise  
10 so that we have an opportunity to hear from all  
11 who have public comments to share.

12 If you have already submitted written  
13 comments, those are part of the record and do  
14 not need to be repeated here today. Written  
15 comments will continue to be accepted in place  
16 of or should you want to supplement your verbal  
17 comments today. We're here to listen to the  
18 public's comments. All verbal and written  
19 comments will be considered by our agencies.

20 And with all of that said, I will  
21 turn it over to Attorney Rocha for a brief  
22 overview of the proposed transaction. Thank  
23 you.

24 MS. ROCHA: Thank you, Fernanda.

25 General Neronha and the attorney

1 general team, Ms. Novais, and the Department of  
2 Health team, good evening.

3 With Leslie Parker and Richard  
4 Beretta, we represent the transacting parties.  
5 As you've heard this evening, the reason we're  
6 here is because of a proposed change of  
7 ownership at the top of the corporate chain.

8 And, Fernanda, you anticipated my  
9 next request.

10 This is the current organizational  
11 chart. And if we scroll down to the bottom, and  
12 if you take out your magnifying glasses, you  
13 will see the two licensed Rhode Island  
14 hospitals, Roger Williams Medical Center and Our  
15 Lady of Fatima. And then if we scroll up --  
16 thank you -- scroll up to the top of the  
17 corporate chain, you'll see the Leonard Green  
18 private equity entities with the majority  
19 ownership of approximately 60 percent, and  
20 Mr. Samuel Lee and Mr. Dave Topper, through its  
21 family trust, with approximately 30-plus  
22 percent.

23 May I have the next slide?

24 With approval from the Department of  
25 Health and the attorney general's office, we'll

1 have the same structure with one change: At the  
2 top of the corporate chain, 100 percent  
3 ownership will be with the original cofounders  
4 of Prospect, Mr. Lee and Mr. Topper. Mr. Lee  
5 will have approximately 66 percent ownership and  
6 Mr. Topper, approximately 33 percent.

7           You may take that down. Thanks,  
8 Fernanda.

9           Now, what does this transaction mean  
10 to the two Rhode Island community hospitals? It  
11 means that the support that Mr. Lee and  
12 Mr. Topper have given to those hospitals since  
13 2014 will continue; operational support,  
14 clinical support, financial support. It means  
15 the local leadership under Jeff Leibman will  
16 continue. It means that the same medical staff  
17 and other health care providers will continue to  
18 provide quality health care. It means that  
19 these two very important local community  
20 hospitals will continue to provide access to  
21 high-quality affordable care to their patient  
22 populations, many of whom live in underserved  
23 areas.

24           Now, we do want to thank the attorney  
25 general's office and the Department of Health

1 for your time and efforts. We've been at this a  
2 long time. We believe the transacting parties  
3 have proved that they meet all statutory review  
4 criteria, and we look forward to an approval in  
5 the near term.

6 Now, before I turn it over to  
7 Jeff Leibman, because it is December 10th, let  
8 me wish everyone and their families happy  
9 holidays, and I hope that 2021 is bright for  
10 everyone in all respects.

11 So having said that, thank you. And,  
12 Jeff, I'm going to turn it over to you.

13 MR. LEIBMAN: Thank you, Pat. Can  
14 everybody hear me? Can you hear me, folks?  
15 Anybody?

16 MS. LOPES: Yes.

17 MR. LEIBMAN: Okay. Great. Thank  
18 you.

19 Thank you for giving me some time  
20 tonight to say a few comments before we get into  
21 the meeting. And, obviously, Pat Rocha's done a  
22 great job for an introduction.

23 Let me say that what we're dealing  
24 here tonight -- or I should mention that this is  
25 an essential community health care system. If

1 you look just at the recent pandemic of COVID  
2 and give you a quick update, we have treated  
3 over 800 inpatient COVID patients with  
4 spectacular outcomes, that really the credit  
5 belongs to our dedicated physicians, nurses, and  
6 staff members here.

7 We have continued to invest so that  
8 there's always 90 days of PPE supplies on-site,  
9 lots of ventilators, and we do have available  
10 ICU beds. We have always been able to take care  
11 of these patients on our campuses without having  
12 to go towards a field hospital solution or  
13 transferring patients out.

14 This is the core of what we do. We  
15 feel we actually deal with two pandemics:  
16 One -- the one I'm discussing -- is COVID. The  
17 other is our huge investment in the behavioral  
18 health pandemic that occurs in this state.  
19 That's not a topic for tonight, though, but we  
20 can mention it at another time.

21 Let me ask you to reflect on where  
22 these hospitals were before Prospect got  
23 involved. These hospitals were on the verge of  
24 closing. I wasn't here then, but it's easy to  
25 look back and see they had no cash, they were

1 losing caregivers, and they had a decaying  
2 physical plant. Prospect literally saved these  
3 institutions. Sam Lee and Dave Topper are the  
4 ones that led the charge. They brought outside  
5 financing to the situation. They brought --  
6 helped bring new management systems. And  
7 without those, we would not have seen improved  
8 performance across the board. And that has led  
9 to transformational change. Where we are today  
10 is in a much stronger position, in fact, a very  
11 strong position.

12 Let me give you a few examples. I  
13 don't have enough time to give all the examples  
14 'cause we only have six minutes. But Roger  
15 Williams now has the newest emergency room in  
16 the state; state-of-the-art modern equipment,  
17 better than any other institution has right now.  
18 We have the only Level IV inpatient addiction  
19 medicine program, and we have the only inpatient  
20 bone marrow therapy program in the state that we  
21 continue to support.

22 Turning to Our Lady of Fatima and  
23 giving you another -- a few more examples, we  
24 have the largest number of inpatient behavioral  
25 health beds for any acute care hospital with an

1 active emergency room. We have a huge  
2 investment there with over 70 licensed beds  
3 there. We also have invested in the North  
4 Providence community and South Providence with  
5 other programs from Our Lady of Fatima,  
6 including a Suboxone center, as well as a dental  
7 residency training program that has a huge  
8 benefit for the children and the adults in South  
9 Providence. We don't make money off of those  
10 programs, I assure you. When it comes to  
11 Suboxone and dental residency, we do that  
12 because that is part of our core mission.

13           These are now financially sound  
14 institutions. We have a large number of loyal  
15 doctors, some of whom you'll hear from tonight,  
16 and we've greatly improved our infrastructure;  
17 new emergency rooms, new pharmacies, new fire  
18 alarm systems, new entryways to the hospital.  
19 All this was done because Sam Lee and David  
20 Topper helped bring outside funding, funding  
21 from outside the state, to us so that we could  
22 do a better job.

23           We've also expanded our access to  
24 care. When you look at certain areas, primary  
25 care, behavioral health services, emergency

1 services, those are the keys for creating a  
2 solid statewide health care system that we've  
3 been investing in. Other additional investments  
4 have been graduate medical education, where we  
5 trained 70 residents and fellows. And we have a  
6 unique community position in many ways. I'll  
7 just give you two examples: One is we're the  
8 only hospital in North Providence, and that's a  
9 very, very important community to the state, and  
10 we continue to treat many socioeconomically  
11 challenged citizens. That has always been the  
12 policy for over a 100-year history for each one  
13 of these hospitals. That has not changed.

14           When we look forward, we will  
15 continue on an annual basis to make multimillion  
16 dollar investments in infrastructure and program  
17 development. One good example is, within the  
18 next 30 days, we'll be opening the only  
19 behavioral health emergency department in the  
20 state at Roger Williams. This will be a unique  
21 program and one that will be dedicated towards,  
22 again, that other pandemic that a lot of people  
23 don't talk about.

24           We're also in the process of  
25 recruiting more doctors to the state of Rhode

1 Island, especially, and again, those essential  
2 services that have been identified by both us  
3 and the Department of Health, such as primary  
4 care, behavioral health, and emergency room  
5 doctors.

6 Again, thank you so much for giving  
7 me your few minutes to speak tonight, and I  
8 appreciate it.

9 MS. LOPES: Thank you, Mr. Leibman.  
10 I would like to call upon Mayor  
11 Polisenena, please.

12 MS. ROCHA: Mayor, you're on mute.

13 MR. POLISENA: How's that?

14 MS. ROCHA: Better.

15 MR. POLISENA: Sorry about that.

16 First of all, I want to say hello to  
17 everybody and happy holidays to everybody in  
18 these unprecedented times.

19 I've been asked to say some words  
20 tonight, and I just want to say, for those of  
21 you who don't know who I am, I've been the mayor  
22 of Johnston since 2007. I've also served in the  
23 Rhode Island State Senate. I was elected there  
24 for 12 years. And I was a firefighter -- proud  
25 to say I was a firefighter for 22 years. 18 of

1 those 22 years, I served as the -- on rescue as  
2 a rescue coordinator, so we made numerous trips  
3 to Fatima Hospital -- well, back then,  
4 St. Joe's, and then, of course, when Fatima went  
5 to an emergency room, we transported patients in  
6 there. And I'm also a licensed registered  
7 nurse -- have been since 1985 -- as well as an  
8 EMT cardiac technician, and I teach the EMT  
9 program. Now, I'm not looking for a job. It's  
10 not a résumé, but I just want to give you a  
11 background of -- I think I speak from a position  
12 of strength, so to speak.

13 So Fatima Hospital has also been  
14 there for the residents of my town, always, and  
15 I started in this business since 1974. They  
16 have always -- I repeat -- always been there for  
17 my community regardless -- now, that's  
18 regardless of their ability to pay.

19 They've been a partner to our fire  
20 and rescue personnel when it comes to training.  
21 We were the only fire department that started  
22 the endotracheal intubation program via Fatima  
23 Hospital in their operating room. They took,  
24 obviously, our firefighters in, which I thought  
25 was great. They're always ready, willing, and

1 able to help the EMS community. They're one of  
2 the few institutions who actually reached out to  
3 our community to see if there's anything they  
4 can do for our citizens, as well as our EMS  
5 personnel. As mayor of the town of Johnston, I,  
6 along with the fire department and rescue, have  
7 never -- I repeat -- never, ever been refused  
8 anything from, obviously, Fatima Hospital.

9 Their ER docs are very active in  
10 reaching out to the community. They do a lot of  
11 good for a lot of people, let me say that. As a  
12 registered nurse, I can tell you that their care  
13 is exceptional, exceptional. I can speak from  
14 experience as a nurse. I will tell you that  
15 they have the best -- the best nurses in the  
16 state. Those nurses are unbelievable.

17 I can tell you also from a position  
18 of experience, my son was admitted several times  
19 into Fatima Hospital and spent some time on the  
20 floor, and he had exceptional nursing care. The  
21 staff is just unbelievable. I'm so impressed  
22 with the nursing staff there. Just two weeks  
23 ago my wife was in the emergency room and was  
24 treated for a fracture. She had fallen down  
25 outside and broke her leg, and she got -- once

1 again, she's also a nurse. She got exceptional  
2 care. It was unbelievable.

3 As I said -- I have to repeat myself  
4 in closing that their nurses and ancillary staff  
5 are simply phenomenal. Their care, compassion,  
6 and their professional medical knowledge just  
7 makes the -- obviously Fatima the best place to  
8 be, and Roger Williams also. Obviously, I've  
9 dealt with Roger Williams. You know, there's no  
10 need to travel to Boston for care, not when you  
11 have Fatima and Roger Williams right in Rhode  
12 Island.

13 So, once again, in closing, I want to  
14 say that if any one of my residents need  
15 anything from -- whether it's Fatima or whether  
16 it's Roger Williams, they'd get the care that  
17 they need. And as I said, it's a great  
18 institution.

19 So I want to thank you for listening,  
20 and, of course, please all have a safe holiday.  
21 And I don't know if there's any questions to be  
22 asked, but if you have any questions, I'd be  
23 glad to answer them. As you can tell, I'm not  
24 shy when it comes to answering questions. Thank  
25 you.

1 MS. LOPES: Thank you, Mayor.

2 I'd like to call on Dr. Steven Katz  
3 next, please.

4 DR. KATZ: Thank you for the  
5 opportunity to speak this evening.

6 I'm Dr. Steven Katz. I'm a surgical  
7 oncologist and immunotherapy researcher working  
8 out of Roger Williams. I'm going to share with  
9 you some things about Roger Williams,  
10 CharterCARE, and Prospect that some of you may  
11 not know.

12 First, I'll give you a little bit of  
13 background as to who I am. I trained at NYU and  
14 then Sloan Kettering. I moved to Rhode Island  
15 in 2009 to begin my career at Roger Williams,  
16 and I've been here ever since. I'm currently  
17 the leader of the Immuno-Oncology Institute at  
18 Roger Williams. I serve on multiple scientific  
19 editorial boards. I'm an examiner for the  
20 American Board of Surgery in the field of  
21 surgical oncology.

22 Over the past 11 years, the time that  
23 I've been at Roger Williams, we have done things  
24 at our small hospital in Rhode Island that most  
25 would never have imagined possible. Our

1 immunotherapy program has been cutting-edge and  
2 has brought patients and companies from around  
3 the country and around the world to work with us  
4 and to get their care at Roger Williams in our  
5 state.

6 Immunotherapy or using our immune  
7 systems to treat cancer has become incredibly  
8 important to cancer care. It's at the cutting  
9 edge. And we've witnessed advances and  
10 remarkable benefits to our patients that we  
11 never would've thought possible in our  
12 lifetimes. When I began my training, Stage IV  
13 melanoma, for example, was a death sentence, and  
14 now we're curing patients using the power of  
15 immunotherapy.

16 Our program at Roger Williams is  
17 focused on more difficult-to-treat tumors that  
18 grow in the liver and pancreas. It is through  
19 the tremendous support that Sam Lee, Dave  
20 Topper, Prospect, CharterCARE, and Roger  
21 Williams have provided to this program that have  
22 allowed us to make great strides and that have  
23 brought patients from Rhode Island and from  
24 across the world and have attracted biotech and  
25 pharmaceutical companies to work with us and

1 make investments in our state and, above all  
2 else, have allowed us to develop new therapeutic  
3 approaches that will one day hopefully save many  
4 lives.

5           When Prospect came to Rhode Island,  
6 it was immediately clear to me that they were  
7 committed to our immunotherapy research program  
8 and to developing new treatments for cancer  
9 patients in desperate need. Prospect has  
10 invested millions of dollars in maintaining a  
11 world-class team of scientists, technicians, and  
12 support staff that allow this critical research  
13 to take place at Roger Williams. Prospect has  
14 invested heavily in research equipment and  
15 infrastructure to allow our work to be done at  
16 the highest level and to attract the companies  
17 to come to our state and make the investments.  
18 We have invented new immunotherapies. We have  
19 invented new treatment methods. Companies, like  
20 Takeda, a top-10 global pharmaceutical company,  
21 have partnered with us. And, again, none of  
22 this would've been possible without a  
23 substantial commitment and investment from  
24 Sam Lee and Dave Topper.

25           Patients have come to Rhode Island to

1 receive care at Roger Williams from China, from  
2 India, from Australia, from the United Kingdom,  
3 and from across the U.S. We have brought in  
4 funding from the NIH, other public sources, and  
5 private sources in excess of \$12 million. All  
6 of this was made possible by a substantial  
7 commitment and investment in research, training,  
8 and education.

9 I have gotten to know Sam Lee, Dave  
10 Topper, and others in Prospect very well. They  
11 are very sincere about developing new cancer  
12 treatments and bettering the life of the  
13 patients that come through the Prospect system  
14 and well beyond. Recently, Prospect committed  
15 \$1.4 million to our Rhode Island Innovation  
16 Campus bond program. This investment in  
17 immunotherapy is substantial, and they will, in  
18 fact, invest much more than this over the  
19 five-year program period to help build a new  
20 cell manufacturing facility on the Roger  
21 Williams campus. This will also support the  
22 bone marrow transplant program that Jeff  
23 mentioned.

24 The nursing training program that  
25 we're going to conduct with URI as part of the

1 innovation campus bond program will train the  
2 next generation of immunotherapy experts. We're  
3 also collaborating with Dr. David Rowley's lab  
4 at URI developing new cutting-edge treatments  
5 with them. This program is not only going to  
6 hopefully lead to new cancer therapies, but will  
7 create new jobs, bring additional companies into  
8 the state, and hopefully create remarkable and  
9 meaningful benefit for patients in need. We've  
10 had the privilege of working with the governor,  
11 the secretary of commerce, and all of commerce  
12 in creating this remarkable program, and I'm so  
13 excited about the impact it will have on our  
14 state for years to come.

15 I couldn't be prouder of what we've  
16 accomplished at Roger Williams thus far and what  
17 lies ahead, and I couldn't be more grateful for  
18 the tremendous support that Sam and Dave have  
19 provided and all that Prospect has provided as  
20 well.

21 Based upon the substantial commitment  
22 to date and what's coming down the road, we  
23 believe the immunotherapy program at Roger  
24 Williams is going to grow even more, and we look  
25 forward to attracting more biotech and

1 pharmaceutical partners into our state, creating  
2 more jobs and bringing patients from around the  
3 world, and above all else, we look forward to  
4 advancing immunotherapy science and medicine to  
5 help patients in need of better treatment  
6 options.

7 So thank you for your time, and happy  
8 holidays to everybody.

9 MS. LOPES: Thank you, Dr. Katz.

10 Dr. Joseph Espat, please.

11 DR. ESPAT: Hi. Good evening. Happy  
12 holidays, everyone. Hopefully you can hear me.

13 My name is Joseph Espat. I'm the  
14 chairman of surgery, the chief of the division  
15 of surgical oncology, and the director of the  
16 cancer center here at Roger Williams. A couple  
17 words I just want to say.

18 In the six years that we have been  
19 owned by Prospect, we have had a tremendous  
20 amount of investment from Prospect, and  
21 particularly the attention of Sam Lee and David  
22 Topper. In those six years, we've been able to  
23 assemble a world-class team of cancer surgeons.  
24 I, too, am a Sloan Kettering graduate. We have  
25 assembled a world-class team of surgeons, and

1 we -- I was actually recruited so that we could  
2 be one of the two hospitals in Rhode Island that  
3 is actually certified by the Rhode Island  
4 Department of Health to do pancreatic and  
5 esophageal surgery. I don't know that a lot of  
6 people know that, but only two hospitals in this  
7 entire state are able to be certified to do that  
8 tertiary type of surgery, and we are one of  
9 them.

10 In addition to our cancer prowess,  
11 which my colleague, Dr. Katz, mentioned quite  
12 succinctly, we also have tremendous history at  
13 having some of the most experienced and best  
14 outcomes in bariatric surgery. One of the most  
15 experienced bariatric surgeons in the state,  
16 probably the East Coast, Dr. Pohl, heads up our  
17 bariatric surgical group. And Dr. Mariorenzi  
18 heads up one of the best established, best  
19 outcomes -- nationally recognized in outcomes in  
20 orthopedic surgery.

21 Just a couple of words about our  
22 cancer center. We do have the privilege of  
23 serving a significantly underrepresented  
24 population, both in demographics and in age. We  
25 have very specific outcomes programs and

1 clinical programs that are directed at geriatric  
2 oncology, as well as underrepresented  
3 populations. Several of us are multilingual.  
4 I'm half Hispanic, and Dr. Calvino is also  
5 Hispanic, so we are able to communicate with our  
6 patients directly, which is something very  
7 necessary in the neighborhoods that we live here  
8 in Roger Williams and in Fatima.

9 I think the most important thing  
10 about our cancer center is that we would not  
11 have been able to accomplish the level that we  
12 have to date -- and by the way, that level is we  
13 are the only comprehensive community cancer  
14 center in the state, and we have been with  
15 commendation for three consecutive cycles, which  
16 is six years from the American College of  
17 Surgeons. That is just unparalleled in our  
18 state, and in the East Coast, very uncommon,  
19 except in some of the major cities.

20 So we could've done none of this with  
21 the cutting-edge equipment, with the modern  
22 equipment that we have, the modern training, the  
23 best personnel if Sam Lee and David Topper  
24 hadn't supported us. So I want to say thank you  
25 to them for the opportunities to put these

1 programs in place here in Rhode Island.

2 And those are my only comments.  
3 Thank you very much.

4 MS. LOPES: Thank you, Doctor.  
5 Max Wistow, please.

6 Please unmute.

7 MR. WISTOW: I keep getting  
8 distracted. I see an old man at the top of the  
9 screen. It looks just like my father, and it's  
10 very difficult to concentrate.

11 Let me say first that we continue to  
12 object to the participation of Pat Rocha. I'm  
13 not going to go into a whole to-do about it.  
14 We've received permission from Judge Stern in  
15 the superior court to petition the supreme court  
16 for certiorari. We're going to be doing that in  
17 the next couple of days. I don't want to get  
18 involved in that. I don't think you want to  
19 hear it. I just want to make clear there's no  
20 waiver here by our not objecting to her  
21 participation.

22 The second thing that I want to say  
23 is, the various comments about how important  
24 these hospitals are to the community is  
25 something I don't contest at all. Let me

1 explain, by the way, for those of you who don't  
2 know what I'm doing here and who I represent.

3 The owner of at least 15 percent of  
4 these two hospitals is a liquidating receiver,  
5 Thomas Hemmendinger. I'm not sure if he's on  
6 the Zoom or not. I have his permission to speak  
7 for him as a part owner of these hospitals. I  
8 also speak as a member of the public who wants  
9 to see these hospitals preserved.

10 We have no quarrel with these  
11 hospitals whatever. We keep hearing about the  
12 Lee and Topper investments in these hospitals.  
13 Lee and Topper have invested nothing in these  
14 hospitals. They have borrowed billions of  
15 dollars, along with Leonard Green, and taken and  
16 put in their own pocket hundreds of millions of  
17 dollars of those dividends, taking Prospect  
18 Medical hospitals as a whole from a position of  
19 solvency to a position of insolvency. I'm not  
20 going to get into any details about this. I've  
21 sent a 33-page letter to the Department of  
22 Health and the attorney general's office.  
23 Everything I've said in there is substantiable.

24 I do hope, because this is so  
25 technical, that somebody will pay attention not

1 to the issue of are these good hospitals, but to  
2 the issue of what are you going to do to these  
3 hospitals. Does anybody understand? What is  
4 this transaction supposed to accomplish? Why is  
5 that good for the state, for Lee and Topper to  
6 end up with 100 percent ownership? Why are they  
7 able to get 100 percent ownership and buy  
8 60 percent from Leonard Green, 60 percent of all  
9 the other hospitals for \$12 million? That  
10 question has never been answered.

11 Let me say that we have obtained from  
12 the attorney general, through APRA, certain  
13 documents that are not available to the public  
14 that are part of this application, supplemental  
15 questions. Some of the responses that have been  
16 made by the applicants -- one of whom, by the  
17 way, is Prospect CharterCARE. And you're going  
18 to hear from the representatives of four of the  
19 boards of -- members of the board of directors  
20 about that in a few moments, Mr. Oliverio.

21 Some of the answers that were given  
22 to the attorney general, as far as I'm  
23 concerned, are absolutely insulting. For  
24 example -- and I refer the attorney general to  
25 this. I know many of you are unfamiliar with

1 what I'm talking about. In many of the  
2 supplemental questions, for example, S-315,  
3 which is asking for a calculation of how the  
4 dividends were obtained -- these are hundreds of  
5 millions of dollars. And the answer is, in  
6 effect -- take a look at S-315 -- none of your  
7 business.

8 Also, the materials I've been able to  
9 obtain from the attorney general's office have  
10 massive redactions of matters that are supposed  
11 to be, quote, confidential relating to these  
12 things. If the attorney general and the  
13 Department of Health want to take the solo  
14 responsibility and keep secret some of these  
15 considerations and run the risk that we are  
16 seriously afraid of, that this is a method for  
17 Lee and Topper to continue to use these  
18 hospitals as their private piggy banks. The  
19 hospitals have benefited over these years, but  
20 they've benefited through borrowings that -- the  
21 day is going to come when payments have to be  
22 made.

23 Now, I'm going to get off of that.  
24 And I've got so little time here for something  
25 that's so important. It's really, on some

1 level -- forgive me for saying this --  
2 ridiculous that we're talking about something  
3 this important, and I've got six minutes to  
4 speak.

5 I intend to follow up before the  
6 January 15th deadline with a massive amount of  
7 new information we've gotten of why Lee and  
8 Topper are predators. As much as they've  
9 convinced some of these doctors that the  
10 hospital's improved, which apparently it has,  
11 it's done so at the expense of the overall  
12 indebtedness of the whole system and to the  
13 benefit of these two people for hundreds of  
14 millions of dollars. In 1918 [sic], those two  
15 individuals took out in dividends nearly  
16 \$200 million to put in their pocket. That's not  
17 with any regard to Leonard Green.

18 Now, the predecessor of the current  
19 attorney general really -- and the public were  
20 taken for a ride in various respects back in  
21 2014. I'm not going to get into them. We don't  
22 have time. They're referred to in detail in our  
23 33-page letter and in some of the lawsuits we've  
24 brought.

25 But I do want to say that we're --

1 the -- CharterCARE Health Partners, which is now  
2 called CharterCARE Community Board, is  
3 controlled and operated by Thomas Hemmendinger.  
4 He appointed four out of the eight directors of  
5 that applicant, four out of the eight. And in  
6 2014 -- I want to quote you what the application  
7 for the HCA said. It said, and I quote from the  
8 applicant's word -- it said that the board of  
9 directors -- Prospect CharterCARE, LLC's board  
10 of directors will be structured as follows:  
11 Eight members. 50 percent of its members will  
12 be appointed by PMH, Prospect Medical Holdings,  
13 and 50 percent of its members will be appointed  
14 by CharterCARE Health Partners. That's Thomas  
15 Hemmendinger's entity now that's under the  
16 supervision of the court. The purpose of the  
17 structure is to ensure a strong local presence  
18 admission. The board of directors will include  
19 at least one physician representative.

20 On February 11, 2014, Kenneth  
21 Belcher, who was a representative of the old  
22 companies, talked about the board being set up  
23 so that there was, and I quote -- it's to the  
24 Department of Health's project review  
25 committee -- and I quote, Ideally a joint

1 venture where we would have, the old hospitals,  
2 a high percentage of local control, Rhode  
3 Island-based local control. And Thomas Reardon,  
4 who was the president of Prospect East, the  
5 acquirer, said, We are really committed to the  
6 idea of local control and local input.

7 On May 12th, The Providence  
8 Journal -- this is part of the propaganda that  
9 these people have put forward and have  
10 absolutely gotten past any reasonable detailed  
11 inquiry of what these people are up to. All we  
12 hear is generalities about how these hospitals  
13 are so important. One of the things that they  
14 convinced the public -- because this was  
15 controversial --

16 MS. RIDER: Mr. Wistow --

17 MR. WISTOW: Yes.

18 MS. RIDER: -- I don't want -- I  
19 don't want to --

20 MR. WISTOW: May I have three  
21 minutes, please?

22 MS. RIDER: Sure. I will -- I just  
23 wanted to give a little warning, but we'll let  
24 you finish up your comments. Thank you.

25 MR. WISTOW: Okay. I'm trying to be

1 very -- you do realize how important this is,  
2 obviously, and to allow six minutes...

3           On May 12th, The Providence Journal  
4 published an op-ed, coauthored by Belcher from  
5 the old hospitals and Reardon from the new, and  
6 it said, flat-out, In the face of all the  
7 controversy about an out-of-state profit-making  
8 company coming here, we are pleased that our  
9 proposal will assure preservation of local  
10 governance as our joint venture board will have  
11 equal representation from CharterCARE and  
12 Prospect with a local board with real veto  
13 powers.

14           And on May 13th -- I won't read it.  
15 I ask you, please, to read the public statements  
16 made on May 13th to the Department of Health's  
17 project where they talk about the fifty-fifty.  
18 And I want to say what your office wrote on  
19 May 16th. They wrote, Prospect CharterCARE --  
20 this is in your decision -- Prospect CharterCARE  
21 would operate under a fifty-fifty board  
22 composition, which will permit CCHP, the old  
23 hospital situation, to attain a significant  
24 degree of control in the ongoing ownership and  
25 governance of Prospect CharterCARE to ensure the

1 continuance of its local mission. Same from the  
2 Department of Health's decision on May 19th.  
3 Please read that.

4 I, now, at some point, would like you  
5 to hear from Matt Oliverio, who represents four  
6 of the present members of the board of Prospect  
7 CharterCARE, to tell you how completely those  
8 promises and those conditions have been  
9 violated, and I would ask -- I don't know the  
10 order here. But Mr. Oliverio, if you would  
11 allow him to speak, will tell you exactly what  
12 Prospect, what Lee and Topper have been doing to  
13 prevent the local control that they promised and  
14 which was a condition. I'm asking you, please,  
15 to allow Mr. Oliverio to speak now.

16 MS. LOPES: Thank you, Mr. Wistow.

17 And, again, to repeat, the entirety  
18 of the testimony will be part of the record if  
19 you submit it in writing as well.

20 And the next person I would like to  
21 call up is Matthew Oliverio.

22 MR. WISTOW: Thank you.

23 MS. LOPES: Thank you.

24 MR. OLIVERIO: Good evening,  
25 everyone. My name is Matthew Oliverio, and for

1 the record, that's O-l-i-v-e-r-i-o. And  
2 Mr. Wistow is a tough act to follow.

3 So I do represent -- I was recently  
4 retained to represent half of the board of  
5 Prospect CharterCARE, the Category A directors,  
6 and they are local individuals who were  
7 appointed by Mr. Hemmendinger as the liquidating  
8 receiver for CCP, and they are William Lynch,  
9 James Aceto, James Riley, and Dr. Marc Weinberg  
10 of Roger Williams Hospital.

11 And my presentation is just to put  
12 certainly the attorney general and the  
13 Department of Health on notice that since their  
14 appointment on July 22nd of this year, and after  
15 filling out the various conflict of interest  
16 forms, acknowledging confidentiality obligations  
17 as board members, my clients have attempted, on  
18 numerous occasions, to convene meetings, board  
19 meetings, request information to which they're  
20 entitled, board minutes, financial information,  
21 all in connection with an -- in part, this very  
22 proposed transaction.

23 As Mr. Wistow indicated, back in  
24 2014, that whole category of directors were  
25 created to have that local presence in the

1 community, and Mr. Hemmendinger appointed  
2 them -- these directors last summer. And there  
3 have been attempts to meet and obtain  
4 information, and, candidly, they've been frozen  
5 out of the process. They don't have the  
6 information to make informed decisions about  
7 this application or any other business related  
8 to Prospect CharterCARE. Now, I think that  
9 should very much concern the attorney general  
10 and members of the public. How can you have a  
11 transaction go forward where there is an  
12 orchestrated attempt, at least from everything  
13 that I've seen, to freeze out half of the board  
14 of directors, and in particular, the local  
15 directors? And that issue will be taken up, and  
16 it may have to be taken up in court.

17 So I'm not going to get into the  
18 details, but I will tell you, from what I have  
19 seen from the public record and also public  
20 reportings about the ownership at the top -- and  
21 I don't know if any of that is true. But  
22 certainly, as board members, they ought to have  
23 that information to evaluate that information.  
24 There are allegations that under the 2014  
25 agreement -- operating agreement, that Prospect

1 has failed to meet many of its obligations. But  
2 my clients need to look into that. They need to  
3 be participants with the Category B directors,  
4 who seem to be calling the shots.

5 And so, you know, that's the extent  
6 of my comments. At this juncture, without being  
7 able to participate as equal members of the  
8 boards, they must object to this transaction.  
9 And so we'll follow the process that we need to  
10 follow, but I wanted to bring that to the  
11 attention -- to the attorney general's attention  
12 and the public's attention. Thank you.

13 MS. LOPES: Thank you.

14 Peter Rotelli, please.

15 MR. ROTELLI: My name is Peter  
16 Rotelli. I've been practicing law in Rhode  
17 Island for 42 years. Apparently I look like  
18 Max Wistow's father. He's an old friend of  
19 mine.

20 Hi, Max.

21 Look, I've been -- I've been a  
22 patient at Fatima. I've been a patient at  
23 Rogers Williams. Total hip replacements, kidney  
24 stones. My father was the head of urology at  
25 Fatima for many years. I know the Mariorenzis

1 and many people on this call.

2 Thank you, Peter Neronha -- I know  
3 you're not feeling well, but -- for attending  
4 and all that are attending, and I hope you have  
5 a nice holiday.

6 I would only say this: I know  
7 Mr. Lee, and I know his kids. I also am on the  
8 board of AccessPoint Rhode Island, and  
9 CharterCARE has been a partner with us. We --  
10 we provide services to developmentally disabled  
11 children and adults in Rhode Island on a large  
12 level. Not a lot of people know who we are, but  
13 that's okay. I've raised a lot of money for  
14 them, and they've been a great partner of ours.  
15 So they're a community partner and leader, and  
16 the care and the physicians that I know that are  
17 associated with this are all in support.

18 And I totally understand Mr. Wistow's  
19 position. He is a great litigator and one of  
20 the great Rhode Island icons in the legal field,  
21 and I respect him tremendously.

22 So I only say this: Use your best  
23 judgment. In my opinion, these are great  
24 people, and if they're borrowing money to do  
25 whatever they say they're going to do, they're

1 on the hook for it. So, ultimately, it comes  
2 back to them.

3 You know, Fatima and Roger Williams  
4 have come up in the world so far from when my  
5 dad was practicing there back in the '50s and  
6 '60s. They are tremendous facilities for Rhode  
7 Island, and I would not go to -- I'm --

8 (Zoom technical difficulties.)

9 MR. ROTELLI: Okay. Thank you.

10 MS. POWELL: Sorry. Please continue.  
11 We removed them.

12 MR. ROTELLI: No. I'm -- I mean,  
13 sometimes, on these Zoom meetings, you get cut  
14 off.

15 But I think they've done a great job  
16 for Rhode Island, and I've been around a long  
17 time. Yeah, I respect everyone's opinion, but,  
18 you know, everyone will have their say. Thank  
19 you.

20 (Zoom technical difficulties.)

21 MR. ROTELLI: Thank you.

22 MS. POWELL: I would say it looks  
23 like we have a few uninvited attendees. We will  
24 try to remove them from the call as much as is  
25 possible, and hopefully we can finish the

1 meeting successfully. We'll keep trying to do  
2 that.

3 MR. ROTELLI: I'm all set. Thank  
4 you.

5 MS. NOVAIS: We can stop screen  
6 sharing for everyone and have that being only  
7 for the host.

8 MS. LOPES: Yes. I just did that.

9 MS. NOVAIS: And you can mute  
10 everybody too.

11 MS. POWELL: Let me just add one  
12 thing: So what we did is we muted everybody.

13 Fernanda, I will unmute each person  
14 who's going to speak, and then what we'll do is  
15 we'll cut off the comments as well. So we'll  
16 keep working on that. So, Fernanda, if you say  
17 the name of the next person, we will unmute that  
18 person who's going to speak.

19 MS. LOPES: Thank you.

20 And I just changed what participants  
21 are allowed to do, so hopefully that will help.

22 MS. POWELL: Okay. That's great.  
23 And maybe we can shut down the chat. We'll work  
24 on that.

25 MS. LOPES: Yeah. All right.

1                   So the next person to speak is Dr.  
2 Colagiovanni.

3                   MS. POWELL: And, Doctor, I hope you  
4 are able to unmute.

5                   DR. COLAGIOVANNI: I'm not able to  
6 unmute.

7                   MS. POWELL: We can hear you.

8                   MS. LOPES: Nope, not anymore. It  
9 was muted again. Sorry.

10                  MS. POWELL: Doctor, you have to  
11 unmute yourself. I've given you the permission.

12                  DR. COLAGIOVANNI: Can you hear me?

13                  MS. LOPES: Yes.

14                  DR. COLAGIOVANNI: You can hear me?  
15 Okay. Great. Thank you.

16                  I'd like to introduce myself. My  
17 name is Dr. Steve Colagiovanni. I'm a  
18 physician. I was born at St. Joe's Providence.  
19 I worked at St. Joe's Fatima in high school,  
20 transporting patients. When I finished my  
21 residency, I came to Fatima and have been  
22 practicing here since 1994.

23                  And what I have seen Prospect do to  
24 raise the quality at Fatima and Roger Williams  
25 is amazing and makes me very proud. Fatima was

1 always a hospital -- it was a family. We would  
2 have parents and children working here together,  
3 and it was something that, you know, patients  
4 and -- were able to benefit from the employees  
5 having a ton of pride and feeling of family  
6 here.

7 As the economy got bad and the  
8 hospitals began to fail, morale began to suffer,  
9 and Fatima and Roger Williams were in dire  
10 straits. Were it not for Prospect coming in and  
11 saving the hospitals, we would be closed like  
12 Pawtucket Memorial.

13 I met Mr. Topper back when he first  
14 came through for his first passthrough to Rhode  
15 Island, and I was the first physician that he  
16 met. And when I met him, his first words to me  
17 were -- their mantra is "Happy patients, happy  
18 doctors," and that they understand that if they  
19 don't work to make our patients satisfied and  
20 the doctors be able to provide the quality of  
21 care that they want to, that they'll have empty  
22 buildings. And so far, he's done a pretty good  
23 job with this, and I was impressed to hear that  
24 from someone who was in the business of --  
25 health care from a business side.

1           Since Prospect has come on, they've  
2           invested in hiring physicians and buying  
3           equipment and making this a better hospital.  
4           They've invested in our IPA, our independent  
5           practice association, which they've done things  
6           to raise the overall level of health in the  
7           state of Rhode Island. The quality metrics for  
8           care for patients in the Medicare and Medicaid  
9           group for the Prospect IPA are outstanding. Our  
10          numbers have gotten better. They have done  
11          initiatives to keep patients out of the  
12          hospital.

13                 Instead of looking at it from a pure  
14          profit point of view of having people admitted  
15          to the hospital repetitively, their motto and  
16          their method is to try to, you know, manage  
17          health and make patients better. They do  
18          assorted things to try to keep chronic  
19          diseases -- patients who have heart failure,  
20          patients who have severe COPD -- out of the  
21          hospital, and some of the thinking outside of  
22          the box initiatives, such as having the patients  
23          weigh themselves on a daily basis, and if we see  
24          patients gaining weight, dispatch someone out  
25          there to give them a diuretic to keep these

1 heart failure patients from bouncing in, that  
2 saves -- it saves money, it saves admissions,  
3 and it's much better care for the patients. And  
4 the commitment of the infrastructure that they  
5 have brought to Rhode Island to set up this IPA  
6 is something that is not present anywhere else.

7 I'm a urologist, and they've added  
8 two docs to our practice, myself and my partner,  
9 Dr. Olsson. At the same time that we were  
10 adding to, Brown University and Lifespan lost  
11 six. One was due to retirement, and five packed  
12 up and left because of practicing in Rhode  
13 Island. It's very hard to recruit doctors to  
14 come to Rhode Island, but we were able to get  
15 fellowship-trained, well-trained docs to want to  
16 come and work here at CharterCARE, at Fatima,  
17 and at Roger Williams.

18 I am proud to be a doctor here. I am  
19 proud to work here and have my patients taken  
20 care of by some of the best nurses, the best  
21 technicians. Everyone here has a ton of pride  
22 in what we do, and I'm very thankful -- everyone  
23 is stressed with what's going on with COVID. To  
24 see everyone chip in, to see our staff, our ESD  
25 staff trying hard -- it's a quality place. And

1 if it were not for Prospect coming in and saving  
2 this hospital, Roger Williams and Fatima would  
3 be shuttered just like at Pawtucket Memorial.  
4 And this has allowed us to grow the services  
5 that we provide to the people in Rhode Island,  
6 and I'm -- I'm proud and happy to be here, and  
7 I'm thankful for what they've allowed us to do.

8 And I thank you for your time.

9 MS. LOPES: Thank you, Doctor.

10 Can I have Dr. Colvin, please?

11 DR. COLVIN: Good afternoon -- good  
12 afternoon, everyone. I'm Dr. Gerald Colvin,  
13 C-o-l-v-i-n. I'm a medical  
14 hematologist-oncologist, and I finished my  
15 training at UMass Memorial Medical Center. And  
16 I've been practicing more or less in Rhode  
17 Island since 2001, and I joined CharterCARE  
18 earlier this year. This has been a homecoming  
19 of sorts, as I was previously an employee of  
20 Roger Williams Medical Center beginning in 2001  
21 through around 2005. After that, I was part of  
22 Lifespan System and then South County Health  
23 system.

24 I joined CharterCARE this year out of  
25 a desire to return to a well-established,

1 well-respected, strong and growing  
2 multispecialty cancer program with an  
3 opportunity to engage in academic activities  
4 with a vibrant hematology and oncology  
5 fellowship program. I have noticed a very  
6 positive change, very positive, since -- from  
7 when I was with Roger Williams Medical Center in  
8 the past, and I am privileged to be able to,  
9 once again, help underserved and underprivileged  
10 patients.

11 I have worked closely with  
12 Dr. Jeffrey Leibman in terms of getting my  
13 agreement and contract done, and I really want  
14 to emphasize how welcoming people have been  
15 since I joined and how supportive the  
16 administration has been providing adequate  
17 administrative support. This organization in  
18 general has been extremely supportive.

19 This is a good organization with good  
20 people doing good work, and I'm very  
21 appreciative of CharterCARE and Prospect Health,  
22 and I do support their application. And it is  
23 my hope that the regulators will support these  
24 applications so that CharterCARE can continue to  
25 perform its good work for Rhode Island. Thank

1 you.

2 MS. LOPES: Thank you.

3 Could I have Dr. John Miskovsky,  
4 please?

5 MS. POWELL: I'm sorry, Fernanda.  
6 Can you spell the last name so I can unmute him?

7 MS. LOPES: I apologize.  
8 M-i-s-k-o-v-s-k-y.

9 MS. POWELL: He may be on under  
10 another -- he's not on under Miskovsky.

11 Hand waving? I see you right there.  
12 All righty. There you go.

13 DR. MISKOVSKY: Am I on mute? Can  
14 you hear me? We're good.

15 MS. LOPES: We can hear you.

16 DR. MISKOVSKY: I am Dr. John  
17 Miskovsky. I am presently a hospitalist at  
18 Roger Williams Medical Center, and I want to  
19 sort of pick up on Steve Colagiovanni's  
20 comments.

21 I lived through the ultimate closure  
22 of Memorial Hospital as an active member of its  
23 staff for 15 years before coming here to  
24 CharterCARE. I still maintain my outpatient  
25 primary care practice in Pawtucket, Rhode

1 Island, and they and I suffered tremendously  
2 with the loss of that community hospital  
3 resource in Pawtucket. And I can -- I cannot  
4 adequately express the amount of support that  
5 I've been provided here by John Holiver, the  
6 preceding president of Roger Williams, and now  
7 by Jeff Leibman in trying to accommodate my  
8 patients and the needs both in an inpatient and  
9 outpatient manner for the Pawtucket and Central  
10 Falls community.

11 The contrast between the approach of  
12 the administration of Care New England in the  
13 final days of Memorial Hospital and the  
14 administration here at CharterCARE could not be  
15 more stark, could not be more different. Every  
16 time that I have approached Jeff or John or a  
17 member of the administration here, I have been  
18 engaged in a discussion about trying to  
19 accomplish what I thought would be in the best  
20 interest of my patients and, further, the health  
21 of my patients in the community and in the  
22 hospital setting.

23 I have had tremendous opportunities  
24 here to provide care for my patients. I have  
25 had opportunities to continue to educate medical

1 residents here. We have seen continued focus on  
2 medical education and additional resources to  
3 medical education to provide primary care  
4 physicians here for the state of Rhode Island  
5 and focus on recruiting residents into our  
6 residency programs to provide primary care for  
7 me when I'm ready to retire and for the next  
8 generation of Rhode Islanders, which are really  
9 not seen at the other residency programs in the  
10 state, with the exception of the family  
11 residency and internal medicine residencies  
12 previously based at Pawtucket.

13 I had the privilege of working here  
14 with the staff, as Dr. Colagiovanni alluded to,  
15 during the COVID pandemic and to see the support  
16 that we were provided with from the  
17 administration with respect to availability of  
18 personal protective equipment; as Dr. Leibman  
19 alluded to, never any shortage of ventilators or  
20 other medications that were needed; with  
21 teamwork with Dr. Katz and others in the  
22 hematology/oncology immunotherapy division; the  
23 ability to deliver immunotherapy and other  
24 immunomodulatory medications that had not been  
25 utilized elsewhere in the state and achieve what

1 I think are incredible outcomes given the  
2 circumstances in which we found ourselves early  
3 on in the pandemic.

4 So I only want to echo the comments  
5 of my colleagues with respect to the support for  
6 the administration here that I have received and  
7 from the administration here that I have  
8 received and would like to endorse this  
9 application for change in effect or control.

10 MS. LOPES: Thank you, Dr. Colvin --  
11 I'm sorry -- Miskovsky.

12 The next person is Deb Giannini.

13 MS. GIANNINI: Hello? Hi. Can you  
14 hear me?

15 MS. LOPES: Yes, I can now.

16 MS. GIANNINI: Okay. How are you?  
17 Thank you.

18 So thank you very much for inviting  
19 me. I just want to make sure that you can hear  
20 me speaking.

21 MS. LOPES: Yes.

22 MS. GIANNINI: Okay. Great.

23 So I would break this up into two  
24 parts. So, first, who am I? Okay?

25 My name is Deborah Giannini. Last

1 name is G-i-a-n-n-i-n-i. I am a realtor in  
2 Rhode Island, Massachusetts, and Connecticut,  
3 and my connection to CharterCARE is that I was a  
4 patient at St. Joe's Rehab many years ago. I  
5 was paralyzed completely for six months. And  
6 once I got back to sort of my normal life, I  
7 wrote a letter to Otis Brown, thanking him and  
8 everyone that participated in helping me get my  
9 life back together.

10 So I want to say that I've heard  
11 people today discuss different things. And I  
12 didn't write a speech because I like to do  
13 things from my heart. So I heard people talk  
14 today about having Rhode Island-based presence,  
15 local control, you know, a local presence so  
16 that we can make it a more sort of local  
17 mission. So I want to let you know, everyone  
18 that's listening, that I decided to become  
19 committed to CharterCARE because of the care  
20 that I received as a patient. So I'm here today  
21 speaking as a patient. I'm a practicing  
22 Catholic. I have two children, 20 and 26. So  
23 that's who I am. Okay?

24 Why am I committed to this hospital?

25 I have a very busy business. I

1 really don't have time for such responsibility,  
2 but I really take it serious, because when I  
3 wrote to Otis Brown and he welcomed my desire to  
4 participate in helping the hospital -- I wanted  
5 to give back to this hospital, and Otis -- you  
6 know, they welcomed me in. So I'm a member of  
7 the board. I also participated in the joint  
8 venture back in April of 2014 in support of the  
9 merger with Prospect. So now I can speak to  
10 the -- my presence at the board meetings.

11 When I first started doing this, I  
12 thought to myself, What am I doing? I'm with  
13 people -- you know, doctors and, you know --  
14 sort of above my head on -- and I wondered what  
15 my position would be here and if I was really  
16 going to be able to make a difference, and I can  
17 tell you, from my heart, I have made such  
18 positive suggestions that were well received by  
19 everyone in the -- you know, the board meetings.  
20 And I'll give you some examples.

21 So when I -- and I'm not afraid to  
22 speak up, because I -- this is why I love to do  
23 this, because I know that if I'm committed and  
24 if I speak something, they're actually listening  
25 to me. They're actually taking my local-based

1 presence to heart.

2 So when we, you know, meet and we try  
3 to figure ways of making the hospital the best  
4 it can be, I have seen the other members of the  
5 board and staff of the hospital speaking of  
6 issues that come up that are very competitive  
7 with other hospitals, attacks from other  
8 hospitals, and I always see everyone  
9 hardworking. They are very -- leaders. They  
10 don't bow down. They don't waiver. They fight  
11 hard. And their commitment to this hospital is  
12 great. Okay?

13 The other thing that I would like to  
14 say is one meeting -- for example, we were  
15 talking about ways of becoming more vocal to the  
16 people of the state of Rhode Island, and I kept  
17 telling -- or mentioned in this meeting that  
18 your patients are your strengths. I am the  
19 patient. I am the strength of your hospital,  
20 because I can attest to being paralyzed --  
21 okay? -- in the hospital. And I suggested that  
22 we should use the patient's voice to bring out  
23 the mission of the hospital to the state of  
24 Rhode Island, and it wasn't long before we came  
25 together and collaborated on making local

1 commercials. Otis, I know, had something to do  
2 with this, you know, and the whole board agreed.  
3 And I was actually one of the first people  
4 sponsored in the commercial, showing the state  
5 of Rhode Island my commitment and my passion for  
6 something that I really have no part of other  
7 than the fact that I'm a local person who was a  
8 patient.

9           So my small suggestion about just  
10 these four words: Patients are your strengths,  
11 and they turned that into commercials that were  
12 very effective. I had all -- you know, people  
13 mentioning to me that they saw me on TV, and I  
14 think it really went a long way as far as making  
15 the hospital, you know, local and have a  
16 presence in the state of Rhode Island.

17           The other suggestion -- a few that  
18 I've made -- I have discussed early on -- I've  
19 been on the board -- I don't know -- maybe over  
20 eight to ten years. I haven't had a chance to  
21 figure that out. But I mentioned how important  
22 it was to me, being paralyzed in a hospital,  
23 that the little things matter, like the shiny  
24 floors, you know, the clean windows, and many  
25 things of that nature. And it wasn't long

1 before I heard things being done about redoing  
2 entrances of the hospitals.

3 So I'm not going to tell you that  
4 everyone's doing this because I said, but I can  
5 tell you that my voice in the board meetings is  
6 strong. And it's Rhode Island-based local  
7 presence, and it's making a huge impact.

8 And in conclusion -- I mean, there  
9 were other things that have gone over, you know,  
10 through these meetings, but every time I suggest  
11 something, it seems like there's a thread of it  
12 that gets put into a blanket of -- that covers  
13 the state and covers the hospitals.

14 Now, I guess in conclusion, because I  
15 really have no more that I'm thinking of here,  
16 is I have really enjoyed meeting  
17 Dr. Colagiovanni and all the other doctors that  
18 I've met, and working with Otis Brown. I truly  
19 believe in my heart that CharterCARE is a  
20 quality organization. They are good people, and  
21 we all have the same passion of good work. And  
22 the support of Prospect and the owners -- I have  
23 to tell you that it's for this reason that I am  
24 committed to continue on the board, because I  
25 feel like my involvement matters.

1 MS. LOPES: Thank you.

2 MS. GIANNINI: Thank you.

3 MS. LOPES: Could I have Toni-Ann  
4 Nunes, please?

5 Is there a Toni Nunes?

6 I will move on to the next person,  
7 which would be Christy Burns.

8 I will ask for Cori Chandler, please.

9 Cori, can you hear us?

10 MS. CHANDLER: Yes. Can you hear me?

11 MS. LOPES: Yes. Thank you.

12 MS. CHANDLER: Perfect.

13 Good evening, everyone. My name is  
14 Cori Chandler, and I'm the government relations  
15 director here in Rhode Island for the American  
16 Cancer Society Cancer Action Network. We're the  
17 nonprofit, nonpartisan advocacy affiliate of the  
18 American Cancer Society. Thank you for the  
19 opportunity to provide comment on CharterCARE  
20 Health Partners community collaboration.

21 ACS CAN supports evidence-based  
22 policy and legislative solutions designed to  
23 eliminate cancer as a major health problem. We  
24 empower advocates across the country to make  
25 their voices heard and influence these changes

1 that will reduce the cancer burden. Here in  
2 Rhode Island that entails making cancer a top  
3 priority for public officials and policymakers.  
4 In order to achieve this goal, we have the  
5 pleasure of collaborating with community  
6 partners and stakeholders across the state.

7 CharterCARE Health Partners is a  
8 primary partner in these efforts as we  
9 collectively work to increase screening  
10 prevention and access to care and improve  
11 outcomes for cancer patients. Our policy maker  
12 and community engagement has evolved into a wide  
13 array of events, activities, and opportunities  
14 for collaboration to educate on our priority  
15 issues, emphasize the importance of reducing the  
16 impact of cancer on Rhode Island, and provide  
17 opportunity for actions to meet this goal.

18 One such event is our annual Rhode  
19 Island Research Breakfast. The event attracts  
20 over 200 leaders from business, education, life  
21 science innovation, health care, government, and  
22 research, who come together to support ACS CAN's  
23 efforts to fight cancer across the country.  
24 This year's seventh annual event highlighted the  
25 sophisticated university and hospital research

1 that happens here in Rhode Island, the  
2 innovation and growth and the cancer care and  
3 research space, and the impact of COVID-19.  
4 CharterCARE Health Partners has been a sponsor  
5 of the event every year since the beginning, and  
6 their involvement has only increased over time.

7 In 2016, we recognized the Roger  
8 Williams Cancer Center for receiving the  
9 Commission on Cancer's Outstanding Achievement  
10 Award, which recognizes cancer programs that  
11 strive for excellence and are committed to  
12 ensuring high-quality cancer care. For the past  
13 three years, CharterCARE Health Partners has  
14 provided invaluable expertise to provide our  
15 participation in the panel discussion.

16 In 2018, Dr. Steven Katz, who we  
17 actually heard from earlier this evening, spoke  
18 on the event regarding his extensive  
19 immunotherapy research, and he described that  
20 much better than I ever could so I won't attempt  
21 to right now. But that research was, as he  
22 shared, funded by NIH research grants secured  
23 for our state.

24 In 2019, Dr. Abdul Saied Calvino  
25 participated in the hour-long panel discussion

1 providing insight on his research and  
2 opportunities for addressing disparities in  
3 cancer care in Rhode Island. Dr. Calvino has  
4 established an active community outreach in  
5 cancer navigation program to improve the access  
6 to surgical care in underserved populations.

7           The impact -- for the impact of his  
8 work on our community, he has received numerous  
9 awards and recognitions at both the local and  
10 the national level, including the CDC's Carol  
11 Friedman National Award for Excellence in  
12 addressing cancer care disparities. Dr. Calvino  
13 has continued to be a key in our effort to  
14 eliminate barriers to colorectal cancer  
15 screenings here in Rhode Island.

16           This year, we had the pleasure of  
17 welcoming Dr. Ponnandai Somasundar, another  
18 distinguished member of CharterCARE Health  
19 Partners, who serves as the associate chief of  
20 surgical oncology and director of geriatric  
21 oncology at Roger Williams Medical Center.  
22 Dr. Somasundar clarified the impacts of  
23 innovations and care on the geriatric population  
24 and the potential to harness research to improve  
25 outcomes for these patients.

1           Simply put, our impact on the fight  
2 against cancer is greater due to CharterCARE  
3 Health Partners' willingness and ability to  
4 collaborate.

5           Thank you again for the opportunity  
6 to speak tonight.

7           MS. LOPES: Thank you.

8           I'd like to call on Thomas  
9 Hemmendinger, please. And the last name is  
10 spelled H-e-m-m-e-n-d-i-n-g-e-r. Thank you.

11           You're unmuted.

12           MR. HEMMENDINGER: Thank you. Can  
13 you hear me?

14           MS. LOPES: Yes.

15           MR. HEMMENDINGER: I appreciate the  
16 opportunity to speak before the regulators and  
17 thank you for holding this forum today. And I  
18 do wish everybody good health and safety in this  
19 critical time.

20           I'd like to just explain briefly what  
21 my stake is in the outcome here.

22           As receiver for CharterCARE Community  
23 Board, I am actually a part owner of Prospect  
24 CharterCARE, and, therefore, these local safety  
25 net hospitals, and I have two reasons why it's

1 important that these hospitals succeed in their  
2 mission to provide quality health care to Rhode  
3 Islanders: First, because I'm a citizen of  
4 Rhode Island, and I do care personally about  
5 this; but, second, because the pensioners of the  
6 old Fatima pension plan are depending on the  
7 recovery in this case and in other litigation  
8 for -- to make up a drastic shortfall in their  
9 pension. So I want these hospitals to succeed  
10 for -- for these reasons.

11 The director's counsel, Mr. Oliverio,  
12 spoke about the difficulty they've had in  
13 getting information so they can do their jobs.  
14 I'd like to point out that it's not that they've  
15 gotten some information but not enough; it's  
16 that they've gotten absolutely nothing. They've  
17 been completely shut out by the campaign of  
18 obstruction and intimidation, and I'll be  
19 supplementing the record to show that with some  
20 documents from court filings. The -- so the  
21 directors, they don't know what's going on, and  
22 as Mr. Oliverio pointed out, they have to oppose  
23 this transaction, and I oppose it as well.

24 The -- the only thing we do know is  
25 that Prospect CharterCARE and its subsidiaries

1 are grossly undercapitalized. The successes  
2 that you've heard tonight -- and you'll probably  
3 hear some more about the successes of these  
4 hospitals before this hearing is over -- are not  
5 because of Mr. Lee and Mr. Topper and their  
6 support for the local hospitals. They are  
7 despite their actions in treating these  
8 companies like piggy banks, borrowing money to  
9 pay dividends, hundreds of millions of dollars  
10 to themselves. And I would just point out that  
11 the publicly available financial statements for  
12 Prospect CharterCARE and the two hospital  
13 subsidiaries show zero -- and I mean zero  
14 unrestricted cash and nominal restricted cash  
15 for the last couple of financial years. So  
16 these hospitals may have been on the brink when  
17 Prospect CharterCARE came in in 2014, but  
18 they're on the brink now because of Prospect  
19 CharterCARE.

20 If this transaction is approved,  
21 Prospect's going to continue to bleed out more  
22 cash from these hospitals, and the local safety  
23 net hospitals are going to join a sale leaseback  
24 transaction and basically mortgage their futures  
25 to enrich their new 100 percent owners.

1           So at this point, we don't have any  
2 information sufficient to justify this  
3 transaction to ascertain the effect of the  
4 transaction on the delivery of quality health  
5 care, other than we know that the financial  
6 situation is worse, and it's going to get worse  
7 with these hospitals if this transaction goes  
8 forward.

9           I'd ask you to reject the  
10 applications for effective change in control, or  
11 at least put this whole proceeding on hold until  
12 the directors can -- Category A directors can  
13 report back to you in good faith that they are  
14 in a position to do their job, because they've  
15 given enough -- been given enough information,  
16 documents to do their jobs.

17           Thank you.

18           MS. LOPES: Thank you.

19           The next person I'm going to call on  
20 is Mr. Christopher Callaci, please.

21           You should be able to speak.

22           MR. CALLACI: Good evening, folks.  
23 You just made a critical mistake by unmuting me.

24           MS. LOPES: No.

25           MR. CALLACI: I hope you are all

1 well. My name is Chris Callaci. I am general  
2 counsel for United Nurses & Allied  
3 Professionals. We are the largest health care  
4 union in the state of Rhode Island, and we  
5 represent among 7,000 members. We represent  
6 well over 6,00 folks at Fatima Hospital. Our  
7 union supported the joint venture in 2014, and I  
8 cannot tell you how much we regret having done  
9 so.

10 Let me also say in terms of  
11 housekeeping, I think Mr. Wistow was commenting  
12 on having gotten documents from the AG's office  
13 in response to an APRA request. I would hope  
14 that those documents, if they haven't already,  
15 will be posted on the AG's website. It's  
16 difficult to make public comment if you don't  
17 have access to all of the relevant information.  
18 So I ask you to please consider that.

19 This applicant is lacking in  
20 character, lacking in competence. They have  
21 failed to meet their commitments to our  
22 community, and for that reason, they are not in  
23 good standing in our community. And those are  
24 some of the key criteria that go to the heart of  
25 this review process and the way that our

1 regulators measure the application against the  
2 statute. And for those reasons alone, the  
3 application should be rejected, which is our  
4 request.

5 2014 and the joint venture. These  
6 guys made representations to the town of North  
7 Providence, to the city of Providence, to the  
8 union, to the Department of Health, to the AG  
9 that putting \$14 million in a pension plan would  
10 secure that plan, when they knew that it  
11 wouldn't. They also made those same  
12 misrepresentations to that same universe of  
13 people, that contributions would be made going  
14 forward to the plan by the old hospitals, when  
15 they knew those old hospitals did not have the  
16 financial wherewithal. And now that plan is in  
17 bankruptcy, and almost 3,000 people who are  
18 participants in that plan and their families are  
19 wondering whether or not they will be able to  
20 get the money that they need out of that pension  
21 to pay their bills.

22 We also know they were supposed to  
23 put \$50 million in long-term capital  
24 commitments, \$40 million in routine capital  
25 commitments, and the AMI report can't confirm

1 that that has happened. And the lawsuit by  
2 their joint venture partners, CharterCARE, also  
3 known as CharterCARE Community Board, has sued,  
4 saying that those contributions have not been  
5 made, which is remarkable, because that was one  
6 of the big reasons why the deal was approved  
7 back in 2014.

8 Let me turn my attention to the AMI  
9 report -- and I'm speaking as fast as I can,  
10 because I've got six minutes or something like  
11 that, and this stuff is important.

12 Here we are six years after the joint  
13 venture was approved, and the monitors for  
14 the -- I believe the AG's office cannot confirm  
15 that Prospect has complied with the conditions  
16 that were attached to that approval, which was  
17 six years ago or more. They can't confirm that  
18 employees maintain their salaries and wage  
19 rates. They can't confirm that employees were  
20 provided with comparable benefits with respect  
21 to vacation, sick, holiday, life, health  
22 insurance, and the 401(k). They can't confirm  
23 that there are comparable severance packages.  
24 They can't confirm that Prospect has continued  
25 to provide care through sponsorship and support

1 of community-based health programs that serve,  
2 in particular, the elderly, the poor, the  
3 at-risk. They can't confirm that Prospect  
4 adopted the hospital's charity care guidelines  
5 and medically necessary services to patients  
6 regardless of their ability to pay. They cannot  
7 confirm that Prospect has maintained an  
8 appropriate level of full-time equivalence or  
9 have done their due diligence with respect to  
10 appropriate staffing levels. And their failure  
11 to do that and AMI's inability to confirm that  
12 they did that means that they have not confirmed  
13 with the conditions of 2014 when they were  
14 supposed to, and that they have failed,  
15 therefore, to satisfy the criteria, numbers 1  
16 through 8, that the DOH reviews under HCA  
17 review. By failing to satisfy these conditions,  
18 their claim on page 29 in their application that  
19 they have performed with regard to the terms and  
20 conditions of the 2014 approval, is false.

21 The other thing I have to note in  
22 that AMI report -- and I'm quoting from that  
23 report -- the entity, meaning Prospect, did not  
24 seem to be focused on collecting and organizing  
25 the information necessary to demonstrate its

1 compliance with the conditions set forth in the  
2 HCA decision until pressed by the AG. Why  
3 should the AG or anybody in this state have to  
4 press Prospect to do what they were supposed to  
5 do and what they were committed to do and  
6 legally bound to do over six years ago?

7 Outrageous.

8 Question 20 of the application on the  
9 CEC side of things, which speaks to character  
10 and competence and standing in the community and  
11 the like, which are criteria relevant in an HCA  
12 review -- they were supposed to reveal  
13 citations, violations, charges, enforcement  
14 actions, civil proceedings in the courts, and  
15 they didn't. They withheld that information  
16 from our regulators, just like they were  
17 pedaling a bunch of nonsense about the pension  
18 back in 2014.

19 And so what do we have here? They  
20 didn't tell you anything about the lawsuit  
21 pending in superior court in Providence;  
22 CharterCARE versus Lee. There -- there  
23 CharterCARE, the business partner, has alleged  
24 that they failed and refused to provide the  
25 financial information demonstrating that they

1 put in the \$50 million and the \$40 million.  
2 They say in the lawsuit they don't think it was  
3 put in. They say that the current CEC  
4 application and the HCA application confers no  
5 benefit on Prospect Medical Holdings and is a  
6 fraud upon its creditors and CharterCARE. They  
7 say that the dividends to Lee and Topper to the  
8 tune of hundreds of millions of dollars were a  
9 fraudulent transfer. Now, if they didn't put  
10 the \$50 million in -- they've got \$41.8 million  
11 in tax breaks from North Providence and  
12 Providence. That's a pretty expensive  
13 bait-and-switch.

14 Then we get to some other things they  
15 should've reported that they didn't.

16 We had a lawsuit we won against them  
17 where they were withholding information about  
18 over 30 deficiencies that JACHO found at Fatima  
19 Hospital and horrible deficiencies that were  
20 found in the OR at Fatima Hospital during a mock  
21 survey. They refused to give us the details of  
22 that. We sued. We got the federal government  
23 involved, the National Labor Relations Board.  
24 They sued.

25 To this date, they still haven't

1 provided all of the information, and now there  
2 are enforcement proceedings in the First  
3 Circuit. They haven't said anything to you guys  
4 about that, I'm pretty sure.

5 They have failed to talk about the  
6 CMS reduction in their Medicare payments in  
7 fiscal year '08 because of high rates of patient  
8 injury and infection at Roger Williams and  
9 Fatima. Nobody said a word about that. None.  
10 They finished in the bottom quartile of 3,200  
11 hospitals nationwide in that category.

12 They didn't tell you about the  
13 steepest fine they suffered in their hospitals  
14 in Connecticut because of high readmission  
15 rates. They didn't tell you about how state  
16 health inspectors in Connecticut found immediate  
17 jeopardies -- patients placed in immediate  
18 jeopardy in two of their hospitals in  
19 Connecticut, Waterbury and Manchester.

20 They didn't tell you about a lawsuit  
21 that we beat them back on when they illegally  
22 tried to discontinue dental and vision benefits  
23 for the spouses of employees in our union at  
24 Fatima Hospital. How do you collect over  
25 \$200 million in dividends and then cheat people

1 out of their vision and dental benefits? Who  
2 does that? And why didn't they tell you that  
3 that was -- that case that was out there?

4 And of course in a footnote in  
5 objection that was filed by Mr. Hemmendinger and  
6 Mr. Del Sesto on the CEC side, footnote 48,  
7 pages 14 and 15, scores of cases pending in the  
8 civil -- in civil cases in our courts -- in  
9 courts all over the country. Never said a word  
10 to you about that.

11 And then we have the ProPublica  
12 article. Extraordinary. Pulitzer Prize-winning  
13 publication, award-winning reporter. What do we  
14 have? They're not paying their bills. They're  
15 bouncing checks. They're putting hospitals in  
16 bankruptcy. They're putting out aggressive  
17 financial statements to make their bottom line  
18 look better. They're hiking reported profits by  
19 booking inflated estimates of forthcoming  
20 revenue; issuing junk bonds to make dividend  
21 payments; closing hospitals like the ones they  
22 closed in Texas; not holding out their comitance  
23 to a hospital in Orange, New Jersey; improper  
24 Medicaid billing practice. The list goes on and  
25 on and on.

1           No word about any of that stuff, none  
2 of it. They didn't share any of that. Instead,  
3 what they did was they had the lawyers go after  
4 ProPublica and say, We refute all of this. It's  
5 not true. Swiftly, thoroughly, ProPublica  
6 responded and discredited their response. And  
7 there's an enormous amount of information out  
8 there.

9           Their failure to give that  
10 information to our regulators was not a  
11 ministerial oversight. It wasn't a clerical  
12 error. This is not their first rodeo. They did  
13 it intentionally. They withheld the information  
14 intentionally, just like they did in 2014 when  
15 they pedaled a bunch of BS about the pension.

16           The St. Joe's pension lawsuit -- I'm  
17 trying to wrap this up as best I can, and my  
18 mouth is getting dry -- what are the allegations  
19 there? They violated their duty of good faith  
20 and fair dealing. They conspired to conceal  
21 through fraudulent and intentional  
22 misrepresentations and omissions. They  
23 willingly, they knowingly gave false  
24 information. This is all about the pension.  
25 They abetted, aided, participated in breaches of

1 financial duties. And that case is out there.

2 And now we have a submission by  
3 Mr. Del Sesto, Mr. Hemmendinger, and Mr. Wistow,  
4 which was referred to by Mr. Wistow, where there  
5 are alarming concerns about the financial  
6 condition of Prospect Medical Holding. We have  
7 Wisehart CPAs and consultants from North  
8 Kingstown, Rhode Island, saying, and I quote, I  
9 believe bankruptcy is imminent unless there is a  
10 significant infusion of capital and a return of  
11 all the dividends previously paid out. There is  
12 worry about liabilities for our local hospitals  
13 of Roger Williams and Fatima, and there is  
14 concern about inadequacies of the AMI reporting.

15 Now, I have thrown an enormous volume  
16 of information from you that I know most of  
17 which was withheld from the Department of Health  
18 on the CEC side. Please -- please, I am begging  
19 you on behalf of the people that I have the  
20 privilege to represent, vet all of these things,  
21 all of the stuff in the ProPublica article, all  
22 of the things that are in these lawsuits. You  
23 have to get to the bottom of that, because if  
24 you don't, you can't, in my humble opinion,  
25 respectfully, do a thorough review of these

1 applications. And I think when you look at that  
2 information, you will find that you do not want  
3 these guys, Mr. Lee and Mr. Topper, getting  
4 ahold of 100 percent of an interest of Prospect  
5 Medical Holdings and, therefore, having more  
6 influence on these two hospitals in Rhode  
7 Island. Please do this work and please reject  
8 this application.

9 Thank you.

10 MS. LOPES: Thank you. I'll call  
11 upon Lynn Blais, B-l-a-i-s.

12 MS. POWELL: We don't have a Lynn  
13 Blais, but we have a Lynn's iPhone. I'm not  
14 sure if that is the same person.

15 MS. LOPES: It may be Lynn's phone.  
16 That's who I'll unmute.

17 MS. POWELL: No, unfortunately.

18 MR. CALLACI: She may be at work.  
19 Can you put her off closer to 7:00 p.m.?

20 MS. POWELL: We can circle back to  
21 the people who haven't responded. We will ask  
22 once again at the end of the meeting.

23 MR. CALLACI: Thank you.

24 MS. POWELL: You're welcome.

25 MS. LOPES: I will go to Cindy

1 Fenchel, F-e-n-c-h-e-l.

2 MS. POWELL: Cindy, can you unmute?

3 MS. FENCHEL: Okay. Can you hear me?

4 MS. LOPES: Yes.

5 MS. POWELL: Yes, we can.

6 MS. FENCHEL: Okay. So my name is  
7 Cindy Fenchel, F, as in "Frank," e-n-c-h-e-l. I  
8 am a 42-year employee at Fatima Hospital. I'm  
9 also the president of Local 5110 UNAP for the  
10 service workers.

11 In my years there, I have worked in  
12 many departments, and I am currently a medical  
13 secretary, and I work 40 hours at the hospital.  
14 I have been through many administrations, and  
15 the bottom line is Prospect is about how much  
16 money they can gain, and they put profit before  
17 patients.

18 It used to be a community hospital  
19 that everyone enjoyed working, but Prospect  
20 makes that very hard, although they are  
21 fortunate to have the staff that cares about  
22 their jobs and the patients, as I have heard  
23 many compliments tonight. My members are very  
24 good to the patients. They're frontline in the  
25 most difficult situations, and Prospect never

1 makes that easy for them.

2           Some of the ways Prospect makes  
3 working difficult is -- a few examples: I have  
4 seen reports of 50 employees who were assaulted  
5 by patients, and this happened between the years  
6 of 2016 and 2017 and mostly on the behavioral  
7 health units, the behavioral health units that  
8 Prospect tonight has bragged about. But I know  
9 from my members what goes on in those four walls  
10 at Fatima hospital.

11           I have seen reports, such as pregnant  
12 woman getting kicked in the stomach, others  
13 getting punched, hot coffee thrown in their  
14 face. They end up in the emergency room with  
15 concussions. So in -- during the negotiations,  
16 we asked for what we thought was a simple  
17 request, to have security guards assigned close  
18 to these units. And the answer that we received  
19 from administration was there are not enough  
20 security guards, and they don't intend to hire  
21 anybody. Another example of profit before  
22 safety.

23           Since Prospect took over, there has  
24 been a 24 percent turnover of -- in 2018 alone  
25 out of 420 service workers. So a 24 percent

1 turnover out of 420 people in one year alone.  
2 Another example of Prospect putting profit  
3 before patients and staff. I have never seen  
4 such a turnover since Prospect in my 42 years  
5 there. As one of the doctors testified tonight,  
6 it was a -- it was a family place to work with a  
7 lot of longevity. Not so much these days.

8           Then in the midst of a pandemic, a  
9 manager asked some people who work in the  
10 environmental service department to sign a  
11 training form for understanding how to wear  
12 their PPE. The manager said he would fill it  
13 out later. So he just said to them, Sign the  
14 form, say you know how to put on your PPE, and  
15 we'll figure it all out later. He had a -- just  
16 a brief 10-minute meeting with them and sent the  
17 employees on their way.

18           Well, one of the employees went back  
19 to the manager, said he was not comfortable with  
20 what just took place. The manager said, Just go  
21 ask a coworker. Well, they were observed doing  
22 this incorrectly, putting their PPE on  
23 incorrectly, and a nurse manager luckily --  
24 thank God -- stepped in and helped them. It was  
25 determined by the union, after speaking with

1 other people in this department, that training  
2 was inconsistent, not thorough, and employees  
3 were not demonstrating an understanding of how  
4 to wear their PPE back to their trainers.

5 So think about housekeepers who go  
6 into COVID rooms and do not have an  
7 understanding of how to protect themselves.  
8 Prospect does not even care about keeping  
9 frontline employees, my members, who keep these  
10 rooms clean -- they do not care about keeping  
11 them safe. These are daily battles in that  
12 hospital. These are only a few examples.

13 The most basic thing an employee  
14 would expect is for their place of employment,  
15 especially a hospital, to keep them safe. In  
16 turn, keeping employees safe will keep patients  
17 safe.

18 Furthermore, there is a high rate of  
19 employees who tested positive in the  
20 environmental housekeeping department and  
21 behavioral health units. As if it wasn't enough  
22 with all of this going on, we are currently  
23 battling with the company about phlebotomists at  
24 our off-sites who are testing COVID patients  
25 who -- they should only be testing asymptomatic

1 patients, but then when a patient is before them  
2 with symptoms, well, they're told by the  
3 managers and the directors of the lab, We'll  
4 just test them again. Profit before employees  
5 and before safety.

6 We actually right now have two  
7 class-action grievances about the situation with  
8 the phlebotomists, and we ask that they have the  
9 proper PPE, social distancing, proper  
10 ventilation in some of their offices that are as  
11 small as a closet, et cetera, et cetera, while  
12 they're doing COVID testing.

13 It never ends with this company. And  
14 after all the wonderful stories of -- the  
15 physicians had tonight, wining, dining with  
16 Prospect, a great lovefest, I asked for my  
17 members to get hazard pay in the thick of COVID.  
18 Well, after asking many times, they said that  
19 they will not give them anything. So I asked  
20 again. And I said, A little bit will go a long  
21 way, but nothing will be -- but nothing will  
22 never be forgotten.

23 So I was told that there was no  
24 money, and they were not going to give them  
25 anything. But the VP of HR stated, We did give

1 out ice cream last week. These -- these are the  
2 real stories that go on inside that hospital.  
3 Luckily, like I said, there are good people who  
4 work there, good, dedicated people.

5 So we respectfully urge you to not  
6 grant this application. Hospitals should be  
7 about saving lives and providing care to  
8 communities, but those simply are not the  
9 applicant's priorities. They've done enough  
10 damage, so we're asking this to stop as soon as  
11 it can.

12 So I have heard many compliments  
13 tonight about how clean the hospital is, and I  
14 take a lot of pride with that, because that is  
15 my members, probably the lowest paid members in  
16 that hospital, who keep it really clean, and I'm  
17 really proud of that. Unfortunately, when we  
18 are negotiating -- when we are at the  
19 negotiating table with this company, I feel that  
20 that group of housekeeping is the most  
21 disrespected by this company.

22 So all that they asked was simple  
23 things, like they want job assignments. They  
24 want to know where they're going every day, what  
25 floor to work on. They -- this is not anything

1 to do with money for Prospect, God forbid, but  
2 it's just something that means a lot to that  
3 group, and they repeatedly keep getting denied.

4 So these are just a few examples of  
5 why it is important to not grant this to  
6 Prospect. Thank you.

7 MS. LOPES: Thank you.

8 Dr. Louis Mariorenzi.

9 DR. MARIOREZZI: Thank you.

10 I am Louis Mariorenzi. It's  
11 M-a-r-i-o-r-e-n-z-i. And I've just had -- I  
12 have a very different relationship or experience  
13 with Prospect.

14 I am the chief of orthopedic surgery  
15 at Roger Williams, and I'm a member on the  
16 advisory board at Roger Williams. And as an  
17 orthopedist, Fatima and Roger Williams have  
18 really been able to provide excellent care. We  
19 have lots of awards. We've got numerous firsts.  
20 Our outcomes are excellent. To date, that's  
21 because we've got some very good and very  
22 dedicated surgeons.

23 Health care is entering a period of  
24 technology now, and technology, such as computer  
25 navigation, robotic surgery, they're becoming

1 necessary to enhance the skills of the surgeons  
2 and to come out with -- and to provide better  
3 outcomes. They're expensive. They're way more  
4 expensive than a small hospital system can  
5 afford. And we've been very fortunate that  
6 Prospect has been receptive to us and has  
7 invested in some of those technologies that we  
8 need to keep providing the care that we do. I  
9 don't know that we could provide the services we  
10 are with the results we do without that --  
11 deeper pockets from the national entity.

12 I'm also a member of the advisory  
13 board at Roger Williams, and, like  
14 Dr. Colagiovanni, I was on the board when we  
15 couldn't pay our bills. We interviewed a lot of  
16 entities, and Prospect was the only one that was  
17 willing to allow us to maintain some ownership  
18 and to share our board governance fifty-fifty.  
19 They have been very receptive of us. Obviously  
20 we would like to maintain our identity and our  
21 culture. They've worked closely with us to  
22 allow us to do that as much as we can and still  
23 incorporate the best practices of the Prospect  
24 national system.

25 I think most of the medical staff

1 didn't even know that Sam Lee and Dave Topper  
2 didn't own the company. It was news to me that  
3 they were minority owners. The two of them have  
4 been very engaged. The two of them show up at  
5 our medical staff meetings. They show up at our  
6 IPA meetings. They come to the board meetings.  
7 They are a phone call away. If they -- if you  
8 ask them to show up, they will fly out, and they  
9 will attend. They even attend our hospital  
10 holiday party. It is a horrible party with a  
11 bunch of doctors talking about medicine, and if  
12 you are not a physician, you wouldn't go there  
13 unless you were completely dedicated to the  
14 entity.

15           And lastly, I've actually gotten to  
16 know Dave Topper personally. The two of us like  
17 to hike, and we've had a number of terrific  
18 hikes in upstate New York and New Hampshire, and  
19 I've gotten to know him, I think, pretty well.  
20 I'm going to share a story the very first time I  
21 ever hiked with David.

22           We were on Mount Washington, late  
23 October, 9:30 at night, pitch-black and pouring  
24 rain, and we had one headlight between us, and  
25 it was -- it was fading. And we were supposed

1 to have two headlights. And the reason we only  
2 had one is that David had given his to another  
3 group on the mountain in the same situation that  
4 we were. So I cannot speak for Dave's survival  
5 skills, but I can certainly speak for his big,  
6 big heart.

7 To me, these people are genuine and  
8 good. I hear the other comments. I don't know  
9 what to say. That's not the people I know.  
10 CharterCARE right now is a quality organization.  
11 We've got good support with Prospect and its  
12 owners.

13 I do hope that the Department of  
14 Health and the attorney general will support  
15 this application for effective change of control  
16 because I do think that Prospect and CharterCARE  
17 together can meet our mission and provide for  
18 the care in the community.

19 Thank you for your time, and I  
20 appreciate the opportunity to speak.

21 MS. LOPES: Thank you.

22 I'm going to circle back to Toni-Ann  
23 Nunes. Is there a Toni-Ann Nunes?

24 If I call on you, you can wave or use  
25 the chat to let us know anything.

1 Again, Toni-Ann Nunes, N-u-n-e-s.

2 Okay. Christy Burns, B-u-r-n-s.

3 And then Lynn Blais, B-l-a-i-s.

4 MS. BLAIS: Hi. This is Lynn.

5 MS. LOPES: Hi. We can hear you.

6 MS. BLAIS: Okay. Thank you. And  
7 thank you for circling around, because I'm just  
8 finishing my -- my shift here at Fatima  
9 Hospital.

10 My name is Lynn Blais, B-l-a-i-s.

11 I'm a registered nurse of 36 years. My entire  
12 career has been spent with St. Joseph's Health  
13 Services of Rhode Island and/or CharterCARE.

14 I'm also a graduate from the school of nursing.

15 And I come before you to request that  
16 you deny the change in ownership and control,  
17 and I really come here saddened to have to make  
18 this request, because six years ago, I came  
19 before many committees requesting that you  
20 approve the purchase and sales of CharterCARE to  
21 Prospect Medical Holdings. And I went with good  
22 faith, based on the promises that were made to  
23 all of us, not just to me as an employee, but to  
24 the community at whole, of the changes that they  
25 were going to make, and that quality was the

1 utmost importance to them, job preservation was  
2 important, and that they were going to be the --  
3 the knight in shining armor to come in and  
4 rescue our system. But I'm saddened to say it  
5 truly feels like it was a bait-and-switch.

6 I see as I come into work every day  
7 that it's really not about quality, it's really  
8 not about the patients, and it's really not  
9 about the employees. It truly is about the  
10 dollar. Every decision that's made is made  
11 based on what the cost factors are. I can give  
12 you a few examples of that.

13 You can walk into a supply room, go  
14 to grab some equipment, go to grab some  
15 supplies, and the shelf is empty. You make a  
16 phone call looking for the supplies. You're  
17 told, Oh, sorry. Backordered. Oh, national  
18 shortage on that. We've all come to learn that  
19 means they haven't paid the invoice. And until  
20 the invoice is paid, we can't get those supplies  
21 and equipment.

22 The equipment that we do get and the  
23 supplies that we get, you can see the quality is  
24 changing. They've become substandard.

25 Something as simple as the gloves we wear every

1 single day, you put your hand in, and your hand  
2 goes through the gloves more times than not. IV  
3 catheters. They bring in these new IV catheters  
4 that end up -- you can't thread them. They  
5 don't work right. And now you're using multiple  
6 catheters, and the patients are suffering  
7 because you have to stick them multiple times to  
8 get IV access. Tubing that we use, equipment  
9 that we use. The list goes on and on and on.  
10 And it's all because when you put it out for  
11 bid, you don't look at quality. You don't ask  
12 the people that are using the equipment what  
13 they would prefer. All you do is take the bid  
14 that's the lowest, and that's what you use for  
15 equipment. We have equipment that is old, that  
16 is broken, that can't be replaced, that can't be  
17 repaired because of the age of the equipment.  
18 But those things go unanswered.

19           When it comes to taking care of the  
20 patients, I am thrilled when I hear the stories  
21 that the patients don't feel the impact that we  
22 feel every day, and that's because of the hard  
23 work that the nurses do every single day so that  
24 these consequences do not reach the patients.  
25 And if it wasn't for the hard working nurses and

1 the Allied professionals in this building, the  
2 patients would definitely feel the impact of a  
3 for-profit health care system.

4 We have vacancies that go unfilled.  
5 There's a running theme that we have to do more  
6 with less. You're constantly hearing about  
7 productivity numbers. So every day we look at  
8 how many patients are in beds, and that means  
9 how many -- what's the minimum number of people  
10 we can have working to take care of the number  
11 of patients in those beds. Nothing is  
12 calculated in on how sick those patients are,  
13 what care that they need. It's strictly a  
14 dollar number. And we want the least amount of  
15 people working to take care of the patients that  
16 are in this facility.

17 And with COVID on the scene, this  
18 hospital should be ashamed of themselves. This  
19 organization should be ashamed of themselves.  
20 We were at least two weeks behind where we  
21 needed to be, and that was because we didn't  
22 have PPEs on supply. When every other hospital  
23 in the state were wearing surgical masks upon  
24 entering the building, we were told, No, not  
25 needed. Don't need to have them. And that's

1 because they were sitting over in China, and  
2 they couldn't get them delivered to the United  
3 States to get them distributed. So we started  
4 off behind the eight ball, and we've paid dearly  
5 for that.

6 We probably have the number -- the  
7 highest number of patients that converted to a  
8 COVID-positive status while being an inpatient  
9 in the hospital. Our geriatric psych unit, for  
10 example, 21 patients. 19 of those 21 patients  
11 converted to a COVID-positive status while  
12 admitted at this hospital. Of those 19,  
13 unfortunately, six of them did not survive. We  
14 have the highest number of health care workers  
15 that have converted to a COVID-positive status  
16 while employed here at the hospital. And that  
17 sadly goes back to quality, supplies, training,  
18 and the lack of leadership and the lack of  
19 responsibility of Prospect Medical Holding.

20 Let's see.

21 I mean, it's the end of the night.  
22 You've heard a lot of people talking, and I  
23 don't want to reiterate what everybody else has  
24 said, but the problem becomes for-profit  
25 medicine is not good medicine because that means

1 you are looking for a profit. I understand you  
2 have to have a positive bottom line, you have to  
3 finish in the black, but there should be a limit  
4 of how much money goes back to the investors,  
5 and the millions and millions of dollars that  
6 these investors have recouped off the back of my  
7 members and all of the employees that work here  
8 is unacceptable.

9 So, again, I respectfully urge you  
10 not to grant this application. The hospital  
11 should be saving lives and providing care to the  
12 community that we serve, but that is not the  
13 priorities of these applicants.

14 So, thank you. And thank you as I  
15 get in at the 19th hour as you finish this  
16 conference.

17 MS. LOPES: Thank you.

18 I'm going to circle back again once  
19 more. Last chance to Toni-Ann Nunes or Christy  
20 Burns.

21 Having -- not hearing anything from  
22 Toni-Ann Nunes or Christy Burns, is there anyone  
23 that would like to provide comment that did not  
24 sign up to speak today?

25 Thank you, then. We are at 7:00

1 exactly, and this meeting can be concluded,  
2 unless anyone has any other remarks.

3 I thank you for your time and your  
4 input. I appreciate all the comments that we've  
5 heard here today. Thank you.

6 MS. POWELL: One moment. I just want  
7 to take one quick moment to just apologize to  
8 everyone for what happened in this meeting.  
9 It's not something that's happened before, but  
10 we will make changes to reduce, once again, the  
11 risk of that type of Zoom bombing that I do  
12 think we've all heard about. And we usually  
13 operate in a way to try to prevent that from  
14 occurring.

15 So thank you all for your patience as  
16 well with that as we tried to shut that down as  
17 quickly as we could. And as Fernanda said,  
18 thank you all for attending and sharing your  
19 comments and your perspectives with us. They  
20 were well heard. Thank you.

21 (MEETING CONCLUDED AT 7:01 P.M.)  
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C E R T I F I C A T E

I, CASEY A. BERNACCHIO, Shorthand Reporter and Commissioner, hereby certify that the foregoing is a true, accurate, and complete transcription of my stenographic notes taken at the time of the aforementioned matter.

This proceeding was done remotely via web conference and may result in some inaccuracies and/or dropped words created by audio conflicts that may arise during any web-based event.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of December, 2020.



---

CASEY A. BERNACCHIO  
SHORTHAND REPORTER

MY COMMISSION EXPIRES:  
DECEMBER 31, 2023

**WORD INDEX**

&lt; \$ &gt;

**\$1.4** 24:15  
**\$12** 24:5 31:9  
**\$14** 68:9  
**\$200** 33:16 73:25  
**\$40** 68:24 72:1  
**\$41.8** 72:10  
**\$50** 68:23 72:1,  
 10

&lt; 0 &gt;

**08** 73:7

&lt; 1 &gt;

**1** 70:15  
**10** 1:10  
**100** 4:20 11:2  
 31:6, 7 65:25  
 77:4  
**100-year** 16:12  
**10-minute** 80:16  
**10th** 12:7  
**11** 21:22 34:20  
**12** 17:24  
**12th** 35:7 36:3  
**13th** 36:14, 16  
**14** 74:7  
**15** 30:3 50:23  
 74:7  
**15th** 33:6  
**16th** 36:19  
**17th** 95:13  
**18** 17:25  
**19** 92:10, 12  
**1918** 33:14  
**1974** 18:15  
**1985** 18:7  
**1994** 44:22  
**19th** 37:2 93:15

&lt; 2 &gt;

**20** 54:22 71:8  
**200** 60:20  
**2001** 48:17, 20  
**2005** 48:21  
**2007** 17:22  
**2009** 21:15  
**2014** 11:13 33:21  
 34:6, 20 38:24  
 39:24 55:8 65:17  
 67:7 68:5 69:7  
 70:13, 20 71:18  
 75:14

**2016** 61:7 79:6  
**2017** 79:6  
**2018** 61:16 79:24  
**2019** 61:24  
**2020** 1:10 95:13  
**2021** 12:9  
**2023** 95:25  
**21** 92:10  
**22** 17:25 18:1  
**22nd** 38:14  
**24** 79:24, 25  
**26** 54:22  
**29** 70:18

&lt; 3 &gt;

**3,000** 68:17  
**3,200** 73:10  
**30** 16:18 72:18  
**30-plus** 10:21  
**31** 95:25  
**33** 11:6  
**33-page** 30:21  
 33:23  
**36** 88:11

&lt; 4 &gt;

**40** 4:18 78:13  
**401(k)** 69:22  
**42** 40:17 80:4  
**420** 79:25 80:1  
**42-year** 78:8  
**48** 74:6

< 5 >

**5:00** 1:14 2:4  
**5:02** 2:1  
**50** 34:11, 13 79:4  
**50s** 42:5  
**5110** 78:9

&lt; 6 &gt;

**6,00** 67:6  
**60** 4:11 10:19  
 31:8  
**60s** 42:6  
**66** 11:5

< 7 >

**7,000** 67:5  
**7:00** 77:19 93:25  
**7:01** 94:21  
**70** 15:2 16:5

&lt; 8 &gt;

**8** 70:16**800** 13:3

&lt; 9 &gt;

**9:30** 86:23  
**90** 13:8

&lt; A &gt;

**Abdul** 61:24  
**abetted** 75:25  
**ability** 18:18  
 52:23 63:3 70:6  
**able** 13:10 19:1  
 26:22 27:7 28:5,  
 11 31:7 32:8  
 40:7 44:4, 5 45:4,  
 20 47:14 49:8  
 55:16 66:21  
 68:19 84:18  
**absolutely** 31:23  
 35:10 64:16  
**academic** 49:3  
**accepted** 9:15  
**access** 11:20  
 15:23 60:10 62:5  
 67:17 90:8  
**accessible** 4:24  
**AccessPoint** 41:8  
**accommodate**  
 51:7  
**accomplish** 28:11  
 31:4 51:19  
**accomplished**  
 25:16  
**according** 8:24  
**accurate** 95:5  
**Aceto** 38:9  
**achieve** 52:25  
 60:4  
**Achievement** 61:9  
**acknowledge** 6:15  
**acknowledging**  
 38:16  
**acquirer** 35:5  
**ACS** 59:21 60:22  
**Act** 4:23 38:2  
**acting** 4:15  
**Action** 59:16  
**actions** 60:17  
 65:7 71:14  
**active** 8:24 15:1  
 19:9 50:22 62:4  
**activities** 49:3  
 60:13  
**actually** 2:15  
 13:15 19:2 27:1,  
 3 55:24, 25 57:3

61:17 63:23 82:6  
 86:15

**acute** 14:25**add** 43:11**added** 47:7**addiction** 14:18**adding** 47:10**addition** 27:10**additional** 16:3  
25:7 52:2**addressing** 62:2,  
12**adequate** 49:16**adequately** 51:4**administration**  
49:16 51:12, 14,  
17 52:17 53:6, 7  
79:19**administrations**  
78:14**administrative**  
7:25 49:17**admission** 34:18**admissions** 47:2**admitted** 19:18

46:14 92:12

**adopted** 70:4**adults** 15:8 41:11**advances** 22:9**advancing** 26:4**ADVISORY** 1:9

84:16 85:12

**advocacy** 59:17**advocate** 3:8, 9**advocates** 59:24**affiliate** 59:17**affiliation** 9:2**afford** 85:5**affordable** 4:25

11:21

**aforementioned**

95:7

**afraid** 32:16

55:21

**afternoon** 48:11,  
12**AG** 68:8 71:2, 3**against** 63:2 68:1  
72:16**age** 27:24 90:17**agencies** 9:19**aggressive** 74:16**ago** 19:23 54:4

69:17 71:6 88:18

**agreed** 57:2**agreement** 39:25  
49:13**AG's** 67:12, 15  
69:14**ahead** 25:17**ahold** 77:4**aided** 75:25**air** 2:14**alarm** 15:18**alarming** 76:5**Alexa** 4:13, 14, 17**Alexander-Scott**  
6:11**alignment** 7:5**allegations** 39:24  
75:18**alleged** 71:23**Allied** 67:2 91:1**allow** 8:14 23:12,  
15 36:2 37:11, 15

85:17, 22

**allowed** 22:22  
23:2 43:21 48:4,  
7**alluded** 52:14, 19**although** 78:20**always** 13:8, 10

16:11 18:14, 16,

25 45:1 56:8

**amazing** 44:25**American** 21:20

28:16 59:15, 18

**AMI** 68:25 69:8

70:22 76:14

**AMI's** 70:11**amount** 26:20

33:6 51:4 75:7

91:14

**Ana** 6:2, 3 7:20**ancillary** 20:4**and/or** 88:13

95:10

**annual** 16:15

60:18, 24

**answer** 20:23

32:5 79:18

**answered** 31:10**answering** 20:24**answers** 31:21**anticipated** 10:8**Anybody** 12:15

31:3 71:3 79:21

**anymore** 44:8**apologize** 3:23

50:7 94:7

<p><b>apparently</b> 33:10 40:17</p> <p><b>APPEARANCES</b> 1:14</p> <p><b>applicant</b> 34:5 67:19</p> <p><b>applicants</b> 31:16 93:13</p> <p><b>applicant's</b> 34:8 83:9</p> <p><b>application</b> 6:18 7:1, 3 31:14 34:6 39:7 49:22 53:9 68:1, 3 70:18 71:8 72:4 77:8 83:6 87:15 93:10</p> <p><b>APPLICATIONS</b> 1:4 49:24 66:10 77:1</p> <p><b>appointed</b> 34:4, 12, 13 38:7 39:1</p> <p><b>appointment</b> 38:14</p> <p><b>appreciate</b> 5:17 8:16 17:8 63:15 87:20 94:4</p> <p><b>appreciative</b> 49:21</p> <p><b>approach</b> 51:11</p> <p><b>approached</b> 51:16</p> <p><b>approaches</b> 23:3</p> <p><b>appropriate</b> 70:8, 10</p> <p><b>approval</b> 10:24 12:4 69:16 70:20</p> <p><b>approve</b> 88:20</p> <p><b>approved</b> 4:20 65:20 69:6, 13</p> <p><b>approximately</b> 4:11, 18 10:19, 21 11:5, 6</p> <p><b>APRA</b> 31:12 67:13</p> <p><b>April</b> 55:8</p> <p><b>areas</b> 11:23 15:24</p> <p><b>arise</b> 95:11</p> <p><b>armor</b> 89:3</p> <p><b>array</b> 60:13</p> <p><b>article</b> 74:12 76:21</p> <p><b>ascertain</b> 66:3</p> <p><b>ashamed</b> 91:18, 19</p> <p><b>asked</b> 17:19 20:22 79:16 80:9 82:16, 19 83:22</p>	<p><b>asking</b> 8:12 32:3 37:14 82:18 83:10</p> <p><b>assaulted</b> 79:4</p> <p><b>assemble</b> 26:23</p> <p><b>assembled</b> 26:25</p> <p><b>assigned</b> 79:17</p> <p><b>assignments</b> 83:23</p> <p><b>assistant</b> 6:4</p> <p><b>associate</b> 6:24 62:19</p> <p><b>associated</b> 41:17</p> <p><b>association</b> 46:5</p> <p><b>assorted</b> 46:18</p> <p><b>assure</b> 15:10 36:9</p> <p><b>asymptomatic</b> 81:25</p> <p><b>at-risk</b> 70:3</p> <p><b>attached</b> 69:16</p> <p><b>attacks</b> 56:7</p> <p><b>attain</b> 36:23</p> <p><b>attempt</b> 39:12 61:20</p> <p><b>attempted</b> 38:17</p> <p><b>attempts</b> 39:3</p> <p><b>attend</b> 86:9</p> <p><b>attendance</b> 6:23 8:8</p> <p><b>attendees</b> 42:23</p> <p><b>attending</b> 41:3, 4 94:18</p> <p><b>attention</b> 26:21 30:25 40:11, 12 69:8</p> <p><b>attest</b> 56:20</p> <p><b>ATTORNEY</b> 1:1, 19 2:10, 20 3:5, 6, 7, 8, 13, 19 5:23 6:2, 19 7:6 9:21, 25 10:25 11:24 30:22 31:12, 22, 24 32:9, 12 33:19 38:12 39:9 40:11 87:14</p> <p><b>attract</b> 23:16</p> <p><b>attracted</b> 22:24</p> <p><b>attracting</b> 25:25</p> <p><b>attracts</b> 60:19</p> <p><b>audio</b> 8:5 95:10</p> <p><b>August</b> 6:6</p> <p><b>Australia</b> 24:2</p> <p><b>availability</b> 52:17</p> <p><b>available</b> 4:25 13:9 31:13 65:11</p> <p><b>avoid</b> 8:14</p>	<p><b>Award</b> 61:10 62:11</p> <p><b>awards</b> 62:9 84:19</p> <p><b>award-winning</b> 74:13</p> <p><b>away</b> 86:7</p> <p>&lt; B &gt;</p> <p><b>back</b> 6:6 13:25 18:3 33:20 38:23 42:2, 5 45:13 54:6, 9 55:5, 8 66:13 69:7 71:18 73:21 77:20 80:18 81:4 87:22 92:17 93:4, 6, 18</p> <p><b>background</b> 18:11 21:13</p> <p><b>Backordered</b> 89:17</p> <p><b>bad</b> 45:7</p> <p><b>bait-and-switch</b> 72:13 89:5</p> <p><b>ball</b> 92:4</p> <p><b>bankruptcy</b> 68:17 74:16 76:9</p> <p><b>banks</b> 32:18 65:8</p> <p><b>bariatric</b> 27:14, 15, 17</p> <p><b>barriers</b> 62:14</p> <p><b>Based</b> 25:21 52:12 88:22 89:11</p> <p><b>basic</b> 81:13</p> <p><b>basically</b> 65:24</p> <p><b>basis</b> 16:15 46:23</p> <p><b>battles</b> 81:11</p> <p><b>battling</b> 81:23</p> <p><b>beat</b> 73:21</p> <p><b>become</b> 22:7 54:18 89:24</p> <p><b>becomes</b> 92:24</p> <p><b>becoming</b> 56:15 84:25</p> <p><b>beds</b> 13:10 14:25 15:2 91:8, 11</p> <p><b>began</b> 22:12 45:8</p> <p><b>begging</b> 76:18</p> <p><b>beginning</b> 48:20 61:5</p> <p><b>behalf</b> 3:5 6:9, 10 7:17 76:19</p> <p><b>behavioral</b> 13:17 14:24 15:25</p>	<p>16:19 17:4 79:6, 7 81:21</p> <p><b>behind</b> 91:20 92:4</p> <p><b>Belcher</b> 34:21 36:4</p> <p><b>believe</b> 12:2 25:23 58:19 69:14 76:9</p> <p><b>belongs</b> 13:5</p> <p><b>benefit</b> 15:8 25:9 33:13 45:4 72:5</p> <p><b>benefited</b> 32:19, 20</p> <p><b>benefits</b> 22:10 69:20 73:22 74:1</p> <p><b>Beretta</b> 10:4</p> <p><b>BERNACCHIO</b> 95:3, 18</p> <p><b>best</b> 19:15 20:7 27:13, 18 28:23 41:22 47:20 51:19 56:3 75:17 85:23</p> <p><b>better</b> 14:17 15:22 17:14 26:5 46:3, 10, 17 47:3 61:20 74:18 85:2</p> <p><b>bettering</b> 24:12</p> <p><b>beyond</b> 24:14</p> <p><b>bid</b> 90:11, 13</p> <p><b>big</b> 69:6 87:5, 6</p> <p><b>billing</b> 74:24</p> <p><b>billions</b> 30:14</p> <p><b>bills</b> 68:21 74:14 85:15</p> <p><b>biotech</b> 22:24 25:25</p> <p><b>bit</b> 21:12 82:20</p> <p><b>black</b> 93:3</p> <p><b>Blais</b> 77:11, 13 88:3, 4, 6, 10</p> <p><b>B-l-a-i-s</b> 77:11 88:3, 10</p> <p><b>blanket</b> 58:12</p> <p><b>bleed</b> 65:21</p> <p><b>board</b> 14:8 21:20 31:19 34:2, 8, 9, 18, 22 36:10, 12, 21 37:6 38:4, 17, 18, 20 39:13, 22 41:8 55:7, 10, 19 56:5 57:2, 19 58:5, 24 63:23 69:3 72:23 84:16 85:13, 14, 18 86:6</p>	<p><b>boards</b> 21:19 31:19 40:8</p> <p><b>bombing</b> 94:11</p> <p><b>bond</b> 24:16 25:1</p> <p><b>bonds</b> 74:20</p> <p><b>bone</b> 14:20 24:22</p> <p><b>booking</b> 74:19</p> <p><b>born</b> 44:18</p> <p><b>borrowed</b> 30:14</p> <p><b>borrowing</b> 41:24 65:8</p> <p><b>borrowings</b> 32:20</p> <p><b>Boston</b> 20:10</p> <p><b>bottom</b> 10:11 73:10 74:17 76:23 78:15 93:2</p> <p><b>bouncing</b> 47:1 74:15</p> <p><b>bound</b> 71:6</p> <p><b>bow</b> 56:10</p> <p><b>box</b> 46:22</p> <p><b>bragged</b> 79:8</p> <p><b>braving</b> 2:15</p> <p><b>breaches</b> 75:25</p> <p><b>break</b> 53:23</p> <p><b>Breakfast</b> 60:19</p> <p><b>breaks</b> 72:11</p> <p><b>brief</b> 9:21 80:16</p> <p><b>briefly</b> 63:20</p> <p><b>bright</b> 12:9</p> <p><b>bring</b> 14:6 15:20 25:7 40:10 56:22 90:3</p> <p><b>bringing</b> 26:2</p> <p><b>brink</b> 65:16, 18</p> <p><b>broke</b> 19:25</p> <p><b>broken</b> 90:16</p> <p><b>brought</b> 14:4, 5 22:2, 23 24:3 33:24 47:5</p> <p><b>Brown</b> 7:4 47:10 54:7 55:3 58:18</p> <p><b>BS</b> 75:15</p> <p><b>build</b> 24:19</p> <p><b>building</b> 91:1, 24</p> <p><b>buildings</b> 45:22</p> <p><b>bunch</b> 71:17 75:15 86:11</p> <p><b>burden</b> 60:1</p> <p><b>Burns</b> 59:7 88:2 93:20, 22</p> <p><b>B-u-r-n-s</b> 88:2</p> <p><b>business</b> 18:15 32:7 39:7 45:24, 25 54:25 60:20</p>
---	---	--	---	---

71:23 <b>busy</b> 6:12 54:25 <b>buy</b> 31:7 <b>buying</b> 46:2 <b>buyout</b> 4:9  < C > <b>calculated</b> 91:12 <b>calculation</b> 32:3 <b>call</b> 17:10 21:2 37:21 41:1 42:24 63:8 66:19 77:10 86:7 87:24 89:16 <b>Callaci</b> 66:20, 22, 25 67:1 77:18, 23 <b>called</b> 8:23 34:2 <b>calling</b> 40:4 <b>Calvino</b> 28:4 61:24 62:3, 12 <b>campaign</b> 64:17 <b>Campus</b> 24:16, 21 25:1 <b>campuses</b> 13:11 <b>cancer</b> 22:7, 8 23:8 24:11 25:6 26:16, 23 27:10, 22 28:10, 13 49:2 59:16, 18, 23 60:1, 2, 11, 16, 23 61:2, 8, 10, 12 62:3, 5, 12, 14 63:2 <b>Cancer's</b> 61:9 <b>candidly</b> 39:4 <b>CAN's</b> 60:22 <b>capital</b> 68:23, 24 76:10 <b>cardiac</b> 18:8 <b>care</b> 4:25 5:4 11:17, 18, 21 12:25 13:10 14:25 15:24, 25 16:2 17:4 19:12, 20 20:2, 5, 10, 16 22:4, 8 24:1 41:16 45:21, 25 46:8 47:3, 20 50:25 51:12, 24 52:3, 6 54:19 60:10, 21 61:2, 12 62:3, 6, 12, 23 64:2, 4 66:5 67:3 69:25 70:4 81:8, 10 83:7 84:18, 23 85:8 87:18 90:19 91:3, 10, 13, 15 92:14 93:11	<b>career</b> 21:15 88:12 <b>caregivers</b> 14:1 <b>cares</b> 78:21 <b>Carol</b> 62:10 <b>case</b> 64:7 74:3 76:1 <b>cases</b> 74:7, 8 <b>CASEY</b> 95:3, 18 <b>cash</b> 13:25 65:14, 22 <b>Category</b> 38:5, 24 40:3 66:12 73:11 <b>catheters</b> 90:3, 6 <b>Catholic</b> 54:22 <b>cause</b> 14:14 <b>CCHP</b> 36:22 <b>CCP</b> 38:8 <b>CDC's</b> 62:10 <b>CEC</b> 71:9 72:3 74:6 76:18 <b>cell</b> 24:20 <b>Center</b> 3:3 5:8 7:1 10:14 15:6 26:16 27:22 28:10, 14 48:15, 20 49:7 50:18 61:8 62:21 <b>Central</b> 51:9 <b>certain</b> 15:24 31:12 <b>certainly</b> 38:12 39:22 87:5 <b>certified</b> 27:3, 7 <b>certify</b> 95:4 <b>certiorari</b> 29:16 <b>cetera</b> 82:11 <b>chain</b> 10:7, 17 11:2 <b>chairman</b> 26:14 <b>challenged</b> 16:11 <b>CHAMBER</b> 1:8 2:22 <b>chance</b> 57:20 93:19 <b>Chandler</b> 59:8, 10, 12, 14 <b>change</b> 10:6 11:1 14:9 49:6 53:9 66:10 87:15 88:16 <b>changed</b> 16:13 43:20 <b>changes</b> 59:25 88:24 94:10 <b>changing</b> 89:24	<b>character</b> 67:20 71:9 <b>charge</b> 14:4 <b>charges</b> 71:13 <b>charity</b> 70:4 <b>chart</b> 10:11 <b>CHARTERCARE</b> 1:10 3:1 21:10 22:20 31:17 34:1, 2, 9, 14 36:11, 19, 20, 25 37:7 38:5 39:8 41:9 47:16 48:17, 24 49:21, 24 50:24 51:14 54:3, 19 58:19 59:19 60:7 61:4, 13 62:18 63:2, 22, 24 64:25 65:12, 17, 19 69:2, 3 71:22, 23 72:6 87:10, 16 88:13, 20 <b>chat</b> 43:23 87:25 <b>chats</b> 9:5 <b>cheat</b> 73:25 <b>checks</b> 74:15 <b>chief</b> 2:9 3:10 6:25 7:2, 22 26:14 62:19 84:14 <b>children</b> 15:8 41:11 45:2 54:22 <b>China</b> 24:1 92:1 <b>chip</b> 47:24 <b>Chris</b> 67:1 <b>Christopher</b> 66:20 <b>Christy</b> 59:7 88:2 93:19, 22 <b>chronic</b> 46:18 <b>Cindy</b> 77:25 78:2, 7 <b>circle</b> 77:20 87:22 93:18 <b>circling</b> 88:7 <b>Circuit</b> 73:3 <b>circumstances</b> 4:3 53:2 <b>citations</b> 71:13 <b>cities</b> 28:19 <b>citizen</b> 64:3 <b>citizens</b> 5:1 16:11 19:4 <b>city</b> 68:7 <b>civil</b> 2:9 3:10 71:14 74:8	<b>claim</b> 70:18 <b>clarified</b> 62:22 <b>class-action</b> 82:7 <b>clean</b> 57:24 81:10 83:13, 16 <b>clear</b> 9:3 23:6 29:19 <b>clerical</b> 75:11 <b>clients</b> 38:17 40:2 <b>clinical</b> 11:14 28:1 <b>close</b> 79:17 <b>closed</b> 45:11 74:22 <b>closely</b> 49:11 85:21 <b>closer</b> 77:19 <b>closet</b> 82:11 <b>closing</b> 13:24 20:4, 13 74:21 <b>closure</b> 50:21 <b>CMS</b> 73:6 <b>Coast</b> 27:16 28:18 <b>coauthored</b> 36:4 <b>coffee</b> 79:13 <b>cofounders</b> 11:3 <b>Colagiovanni</b> 44:2, 5, 12, 14, 17 52:14 58:17 85:14 <b>Colagiovanni's</b> 50:19 <b>collaborate</b> 63:4 <b>collaborated</b> 56:25 <b>collaborating</b> 25:3 60:5 <b>collaboration</b> 59:20 60:14 <b>colleague</b> 27:11 <b>colleagues</b> 53:5 <b>collect</b> 73:24 <b>collecting</b> 70:24 <b>collectively</b> 4:11 60:9 <b>College</b> 28:16 <b>colorectal</b> 62:14 <b>Colvin</b> 48:10, 11, 12 53:10 <b>C-o-l-v-i-n</b> 48:13 <b>come</b> 23:17, 25 24:13 25:14 32:21 42:4 46:1 47:14, 16 56:6 60:22 85:2 86:6	88:15, 17 89:3, 6, 18 <b>comes</b> 15:10 18:20 20:24 42:1 90:19 <b>comfortable</b> 80:19 <b>coming</b> 2:14 25:22 36:8 45:10 48:1 50:23 <b>comitance</b> 74:22 <b>commence</b> 7:15 <b>COMMENCED</b> 2:1 <b>commendation</b> 28:15 <b>comment</b> 8:21 59:19 67:16 93:23 <b>commenting</b> 67:11 <b>comments</b> 3:16 5:19 6:17 7:16, 19 8:13, 23 9:8, 11, 13, 15, 17, 18, 19 12:20 29:2, 23 35:24 40:6 43:15 50:20 53:4 87:8 94:4, 19 <b>commerce</b> 25:11 <b>commercial</b> 57:4 <b>commercials</b> 57:1, 11 <b>Commission</b> 61:9 95:19 <b>Commissioner</b> 95:4 <b>commitment</b> 23:23 24:7 25:21 47:4 56:11 57:5 <b>commitments</b> 67:21 68:24, 25 <b>committed</b> 5:9, 10 23:7 24:14 35:5 54:19, 24 55:23 58:24 61:11 71:5 <b>committee</b> 34:25 <b>committees</b> 88:19 <b>communicate</b> 28:5 <b>communities</b> 5:7 83:8 <b>community</b> 11:10, 19 12:25 15:4 16:6, 9 18:17 19:1, 3, 10 28:13 29:24 34:2 39:1 41:15 51:2, 10, 21 59:20 60:5, 12
---	--	---	--	---

62:4, 8 63:22 67:22, 23 69:3 71:10 78:18 87:18 88:24 93:12 <b>community-based</b> 70:1 <b>companies</b> 22:2, 25 23:16, 19 25:7 34:22 65:8 <b>company</b> 23:20 36:8 81:23 82:13 83:19, 21 86:2 <b>comparable</b> 69:20, 23 <b>compassion</b> 20:5 <b>competence</b> 67:20 71:10 <b>competitive</b> 56:6 <b>complete</b> 5:10 95:5 <b>completely</b> 37:7 54:5 64:17 86:13 <b>compliance</b> 71:1 <b>complied</b> 69:15 <b>compliments</b> 78:23 83:12 <b>composition</b> 36:22 <b>comprehensive</b> 28:13 <b>computer</b> 84:24 <b>conceal</b> 75:20 <b>concentrate</b> 29:10 <b>concern</b> 39:9 76:14 <b>concerned</b> 31:23 <b>concerns</b> 76:5 <b>concise</b> 9:9 <b>concluded</b> 94:1, 21 <b>conclusion</b> 58:8, 14 <b>concussions</b> 79:15 <b>condition</b> 37:14 76:6 <b>conditions</b> 37:8 69:15 70:13, 17, 20 71:1 <b>conduct</b> 4:5 24:25 <b>conducted</b> 8:11 <b>CONFERENCE</b> 1:14 93:16 95:9 <b>confers</b> 72:4 <b>confidential</b> 32:11 <b>confidentiality</b> 38:16	<b>confirm</b> 68:25 69:14, 17, 19, 22, 24 70:3, 7, 11 <b>confirmed</b> 70:12 <b>conflict</b> 38:15 <b>conflicts</b> 95:10 <b>Connecticut</b> 54:2 73:14, 16, 19 <b>connection</b> 38:21 54:3 <b>consecutive</b> 28:15 <b>consequences</b> 90:24 <b>consider</b> 67:18 <b>considerations</b> 32:15 <b>considered</b> 9:19 <b>conspired</b> 75:20 <b>constantly</b> 91:6 <b>consultants</b> 76:7 <b>contest</b> 29:25 <b>continuance</b> 37:1 <b>continue</b> 9:15 11:13, 16, 17, 20 14:21 16:10, 15 29:11 32:17 42:10 49:24 51:25 58:24 65:21 <b>continued</b> 13:7 52:1 62:13 69:24 <b>continuing</b> 5:14 <b>contract</b> 49:13 <b>contrast</b> 51:11 <b>contributions</b> 68:13 69:4 <b>control</b> 35:2, 3, 6 36:24 37:13 53:9 54:15 66:10 87:15 88:16 <b>controlled</b> 34:3 <b>controversial</b> 35:15 <b>controversy</b> 36:7 <b>convene</b> 38:18 <b>CONVERSION</b> 1:4 2:22 6:18 <b>Conversions</b> 4:23 <b>converted</b> 92:7, 11, 15 <b>convinced</b> 33:9 35:14 <b>coordinator</b> 18:2 <b>COPD</b> 46:20 <b>core</b> 13:14 15:12 <b>Cori</b> 59:8, 9, 14	<b>corporate</b> 4:9 10:7, 17 11:2 <b>cost</b> 89:11 <b>could've</b> 28:20 <b>Counsel</b> 1:19 6:25 64:11 67:2 <b>country</b> 22:3 59:24 60:23 74:9 <b>County</b> 48:22 <b>couple</b> 26:16 27:21 29:17 65:15 <b>course</b> 8:25 18:4 20:20 74:4 <b>court</b> 29:15 34:16 39:16 64:20 71:21 <b>courts</b> 71:14 74:8, 9 <b>covers</b> 58:12, 13 <b>COVID</b> 4:16 6:12 13:1, 3, 16 47:23 52:15 81:6, 24 82:12, 17 91:17 <b>COVID-19</b> 5:9 61:3 <b>COVID-positive</b> 92:8, 11, 15 <b>coworker</b> 80:21 <b>CPAs</b> 76:7 <b>cream</b> 83:1 <b>create</b> 25:7, 8 <b>created</b> 38:25 95:10 <b>creating</b> 16:1 25:12 26:1 <b>credit</b> 13:4 <b>creditors</b> 72:6 <b>criteria</b> 12:4 67:24 70:15 71:11 <b>critical</b> 4:4 5:15 6:14 23:12 63:19 66:23 <b>critically</b> 4:4 <b>culture</b> 85:21 <b>curing</b> 22:14 <b>current</b> 10:10 33:18 72:3 <b>currently</b> 4:13, 18 6:3 21:16 78:12 81:22 <b>cut</b> 42:13 43:15 <b>cutting</b> 22:8	<b>cutting-edge</b> 22:1 25:4 28:21 <b>cycles</b> 28:15  < D > <b>dad</b> 42:5 <b>daily</b> 46:23 81:11 <b>damage</b> 83:10 <b>DATE</b> 1:10 25:22 28:12 72:25 84:20 <b>Dave</b> 10:20 14:3 22:19 23:24 24:9 25:18 86:1, 16 <b>Dave's</b> 87:4 <b>David</b> 4:13, 17 15:19 25:3 26:21 28:23 86:21 87:2 <b>day</b> 3:23 23:3 32:21 83:24 89:6 90:1, 22, 23 91:7 95:13 <b>days</b> 13:8 16:18 29:17 51:13 80:7 <b>deadline</b> 33:6 <b>deal</b> 13:15 69:6 <b>dealing</b> 12:23 75:20 <b>dealt</b> 20:9 <b>dearly</b> 92:4 <b>death</b> 22:13 <b>Deb</b> 7:4 53:12 <b>Deborah</b> 53:25 <b>decaying</b> 14:1 <b>DECEMBER</b> 1:10 12:7 95:13, 25 <b>decided</b> 54:18 <b>decision</b> 36:20 37:2 71:2 89:10 <b>decisions</b> 7:14 39:6 <b>dedicated</b> 13:5 16:21 83:4 84:22 86:13 <b>deeper</b> 85:11 <b>deficiencies</b> 72:18, 19 <b>definitely</b> 91:2 <b>degree</b> 36:24 <b>Del</b> 74:6 76:3 <b>deliver</b> 52:23 <b>delivered</b> 92:2 <b>delivery</b> 5:3 66:4 <b>demographics</b>	27:24 <b>demonstrate</b> 70:25 <b>demonstrating</b> 71:25 81:3 <b>denied</b> 84:3 <b>dental</b> 15:6, 11 73:22 74:1 <b>deny</b> 88:16 <b>DEPARTMENT</b> 1:1, 14 2:20 3:14 4:8 5:22 6:8, 10, 19, 20 7:17, 24 10:1, 24 11:25 16:19 17:3 18:21 19:6 27:4 30:21 32:13 34:24 36:16 37:2 38:13 68:8 76:17 80:10 81:1, 20 87:13 <b>departments</b> 78:12 <b>depending</b> 64:6 <b>deputy</b> 6:7 <b>described</b> 61:19 <b>description</b> 3:14 <b>designed</b> 59:22 <b>desire</b> 48:25 55:3 <b>desperate</b> 23:9 <b>despite</b> 65:7 <b>detail</b> 33:22 <b>detailed</b> 35:10 <b>details</b> 30:20 39:18 72:21 <b>determined</b> 80:25 <b>develop</b> 23:2 <b>developing</b> 23:8 24:11 25:4 <b>Development</b> 7:23 16:17 <b>developmentally</b> 41:10 <b>Dexter</b> 6:25 <b>difference</b> 55:16 <b>different</b> 51:15 54:11 84:12 <b>difficult</b> 29:10 67:16 78:25 79:3 <b>difficulties</b> 42:8, 20 <b>difficult-to-treat</b> 22:17 <b>difficulty</b> 64:12 <b>diligence</b> 70:9 <b>dining</b> 82:15 <b>dire</b> 45:9
--	--	---	---	---

<p><b>directed</b> 28:1  <b>directly</b> 28:6  <b>director</b> 6:7, 10, 23, 24 26:15  59:15 62:20  <b>directors</b> 31:19  34:4, 9, 10, 18  38:5, 24 39:2, 14, 15 40:3 64:21  66:12 82:3  <b>director's</b> 64:11  <b>disabled</b> 41:10  <b>discontinue</b> 73:22  <b>discredited</b> 75:6  <b>discuss</b> 54:11  <b>discussed</b> 57:18  <b>discussing</b> 13:16  <b>discussion</b> 51:18  61:15, 25  <b>diseases</b> 46:19  <b>disparities</b> 62:2, 12  <b>dispatch</b> 46:24  <b>disrespected</b> 83:21  <b>disrupt</b> 5:3  <b>distancing</b> 82:9  <b>distinguished</b> 62:18  <b>distracted</b> 29:8  <b>distributed</b> 92:3  <b>diuretic</b> 46:25  <b>dividend</b> 74:20  <b>dividends</b> 30:17  32:4 33:15 65:9  72:7 73:25 76:11  <b>division</b> 2:10  3:11 26:14 52:22  <b>docs</b> 19:9 47:8, 15  <b>Doctor</b> 29:4 44:3, 10 47:18 48:9  <b>doctors</b> 15:15  16:25 17:5 33:9  45:18, 20 47:13  55:13 58:17 80:5  86:11  <b>documents</b> 31:13  64:20 66:16  67:12, 14  <b>DOH</b> 70:16  <b>doing</b> 29:16 30:2  37:12 49:20  55:11, 12 58:4  80:21 82:12  <b>dollar</b> 16:16  89:10 91:14</p>	<p><b>dollars</b> 23:10  30:15, 17 32:5  33:14 65:9 72:8  93:5  <b>done</b> 8:20 12:21  15:19 21:23  23:15 28:20  33:11 42:15  45:22 46:5, 10  49:13 58:1 67:8  70:9 83:9 95:8  <b>down</b> 10:11 11:7  19:24 25:22  43:23 56:10  94:16  <b>Dr</b> 6:11 21:2, 4, 6 25:3 26:9, 10, 11 27:11, 16, 17  28:4 38:9 44:1, 5, 12, 14, 17 47:9  48:10, 11, 12  49:12 50:3, 13, 16  52:14, 18, 21  53:10 58:17  61:16, 24 62:3, 12, 17, 22 84:8, 9  85:14  <b>drastic</b> 64:8  <b>dropped</b> 95:10  <b>dry</b> 75:18  <b>due</b> 47:11 63:2  70:9  <b>during</b> 5:8 8:2, 21, 25 52:15  72:20 79:15  95:11  <b>duties</b> 76:1  <b>duty</b> 75:19</p> <p>&lt; E &gt;  <b>earlier</b> 48:18  61:17  <b>early</b> 53:2 57:18  <b>EAST</b> 1:9 27:16  28:18 35:4  <b>easy</b> 13:24 79:1  <b>echo</b> 53:4  <b>economy</b> 45:7  <b>edge</b> 22:9  <b>editorial</b> 21:19  <b>educate</b> 51:25  60:14  <b>education</b> 16:4  24:8 52:2, 3  60:20</p>	<p><b>effect</b> 32:6 53:9  66:3  <b>effective</b> 57:12  66:10 87:15  <b>effort</b> 62:13  <b>efforts</b> 12:1 60:8, 23  <b>eight</b> 34:4, 5, 11  57:20 92:4  <b>elderly</b> 70:2  <b>elected</b> 17:23  <b>eliminate</b> 59:23  62:14  <b>elsewhere</b> 52:25  <b>emergency</b> 14:15  15:1, 17, 25 16:19  17:4 18:5 19:23  79:14  <b>emphasize</b> 49:14  60:15  <b>employed</b> 92:16  <b>employee</b> 48:19  78:8 81:13 88:23  <b>employees</b> 45:4  69:18, 19 73:23  79:4 80:17, 18  81:2, 9, 16, 19  82:4 89:9 93:7  <b>employment</b> 81:14  <b>empower</b> 59:24  <b>empty</b> 45:21  89:15  <b>EMS</b> 19:1, 4  <b>EMT</b> 18:8  <b>e-n-c-h-e-l</b> 78:7  <b>end</b> 31:6 77:22  79:14 90:4 92:21  <b>endorse</b> 53:8  <b>endotracheal</b> 18:22  <b>ends</b> 82:13  <b>enforcement</b> 71:13 73:2  <b>engage</b> 49:3  <b>engaged</b> 51:18  86:4  <b>engagement</b> 60:12  <b>engaging</b> 9:5  <b>England</b> 51:12  <b>enhance</b> 3:24 5:3  85:1  <b>enjoyed</b> 58:16  78:19  <b>enormous</b> 75:7  76:15</p>	<p><b>enough</b> 14:13  64:15 66:15  79:19 81:21 83:9  <b>enrich</b> 65:25  <b>ensure</b> 4:23  34:17 36:25  <b>ensuring</b> 61:12  <b>entails</b> 60:2  <b>entering</b> 84:23  91:24  <b>entire</b> 27:7 88:11  <b>entirety</b> 37:17  <b>entities</b> 10:18  85:16  <b>entitled</b> 38:20  <b>entity</b> 34:15  70:23 85:11  86:14  <b>entrances</b> 58:2  <b>entryways</b> 15:18  <b>environment</b> 8:17  <b>environmental</b> 80:10 81:20  <b>equal</b> 36:11 40:7  <b>equipment</b> 14:16  23:14 28:21, 22  46:3 52:18 89:14,  21, 22 90:8, 12, 15,  17  <b>equity</b> 10:18  <b>equivalence</b> 70:8  <b>ER</b> 19:9  <b>era</b> 4:15  <b>error</b> 75:12  <b>ESD</b> 47:24  <b>esophageal</b> 27:5  <b>Espat</b> 26:10, 11,  13  <b>especially</b> 5:8  17:1 81:15  <b>essential</b> 12:25  17:1  <b>established</b> 27:18  62:4  <b>estimates</b> 74:19  <b>et</b> 82:11  <b>evaluate</b> 39:23  <b>evening</b> 6:1 10:2,  5 21:5 26:11  37:24 59:13  61:17 66:22  <b>event</b> 60:18, 19,  24 61:5, 18 95:11  <b>events</b> 60:13  <b>everybody</b> 2:7, 12  3:18 4:1 12:14</p>	<p>17:17 26:8 43:10,  12 63:18 92:23  <b>everyone's</b> 6:16  42:17 58:4  <b>evidence-based</b> 59:21  <b>evident</b> 7:10  <b>evolved</b> 60:12  <b>exactly</b> 37:11  94:1  <b>examiner</b> 21:19  <b>example</b> 16:17  22:13 31:24 32:2  56:14 79:21 80:2  92:10  <b>examples</b> 14:12,  13, 23 16:7 55:20  79:3 81:12 84:4  89:12  <b>excellence</b> 61:11  62:11  <b>excellent</b> 84:18, 20  <b>except</b> 28:19  <b>exception</b> 52:10  <b>exceptional</b> 19:13,  20 20:1  <b>excess</b> 24:5  <b>excited</b> 25:13  <b>excuse</b> 4:14  <b>executive</b> 6:4  <b>expanded</b> 15:23  <b>expect</b> 81:14  <b>expense</b> 33:11  <b>expensive</b> 72:12  85:3, 4  <b>experience</b> 19:14,  18 84:12  <b>experienced</b> 27:13, 15  <b>expertise</b> 61:14  <b>experts</b> 25:2  <b>EXPIRES</b> 95:19  <b>explain</b> 30:1  63:20  <b>express</b> 51:4  <b>extensive</b> 61:18  <b>extent</b> 40:5  <b>Extraordinary</b> 74:12  <b>extremely</b> 49:18</p> <p>&lt; F &gt;  <b>face</b> 36:6 79:14  <b>facilities</b> 42:6  <b>facility</b> 24:20  91:16</p>
---	--	--	---	--

<b>fact</b> 14:10 24:18 57:7	<b>field</b> 13:12 21:20 41:20	<b>following</b> 3:15 6:22	31:12, 22, 24 32:12 33:19	55:16 58:3 64:21
<b>factors</b> 89:11	<b>fifty-fifty</b> 36:17, 21 85:18	<b>follows</b> 34:10	38:12 39:9 49:18	65:21, 23 66:6, 19
<b>fading</b> 86:25	<b>fight</b> 56:10 60:23 63:1	<b>footnote</b> 74:4, 6	67:1 87:14	68:13 81:22
<b>fail</b> 45:8	<b>figure</b> 56:3 57:21 80:15	<b>forbid</b> 84:1	<b>generalities</b> 35:12	82:24 83:24
<b>failed</b> 40:1 67:21 70:14 71:24 73:5	<b>filed</b> 74:5	<b>foregoing</b> 95:5	<b>general's</b> 3:6, 7, 8	86:20 87:22
<b>failing</b> 70:17	<b>filings</b> 64:20	<b>forgive</b> 33:1	7:6 10:25 11:25	88:25 89:2 93:18
<b>failure</b> 46:19 47:1 70:10 75:9	<b>fill</b> 80:12	<b>forgotten</b> 82:22	30:22 32:9 40:11	<b>gone</b> 58:9
<b>fair</b> 75:20	<b>filling</b> 38:15	<b>form</b> 80:11, 14	<b>generation</b> 25:2	<b>Good</b> 6:1 10:2
<b>faith</b> 66:13 75:19 88:22	<b>final</b> 51:13	<b>format</b> 2:16 3:15	52:8	16:17 19:11
<b>fallen</b> 19:24	<b>Finally</b> 9:6	<b>forms</b> 38:16	<b>genuine</b> 87:7	26:11 31:1, 5
<b>Falls</b> 51:10	<b>financial</b> 11:14 38:20 65:11, 15	<b>for-profit</b> 5:2	<b>Gerald</b> 48:12	37:24 45:22
<b>false</b> 70:20 75:23	66:5 68:16 71:25	91:3 92:24	<b>geriatric</b> 28:1	48:11 49:19, 20,
<b>families</b> 12:8 68:18	74:17 76:1, 5	<b>forth</b> 71:1	62:20, 23 92:9	25 50:14 58:20,
<b>Family</b> 4:13, 17	<b>financially</b> 15:13	<b>forthcoming</b> 74:19	<b>getting</b> 29:7	21 59:13 63:18
10:21 45:1, 5	<b>financing</b> 14:5	<b>fortunate</b> 78:21	49:12 64:13	66:13, 22 67:23
52:10 80:6	<b>find</b> 77:2	85:5	75:18 77:3 79:12,	75:19 78:24 83:3,
<b>far</b> 25:16 31:22	<b>fine</b> 73:13	<b>forum</b> 63:17	13 84:3	4 84:21 87:8, 11
42:4 45:22 57:14	<b>finish</b> 35:24	<b>forward</b> 5:16	<b>Giannini</b> 53:12,	88:21 92:25
<b>fast</b> 69:9	42:25 93:3, 15	7:11 12:4 16:14	13, 16, 22, 25 59:2	<b>gotten</b> 24:9 33:7
<b>father</b> 29:9 40:18, 24	<b>finished</b> 44:20	25:25 26:3 35:9	<b>G-i-a-n-n-i-n-i</b>	35:10 46:10
<b>Fatima</b> 3:3 5:7	48:14 73:10	39:11 66:8 68:14	54:1	64:15, 16 67:12
10:15 14:22 15:5	<b>finishing</b> 88:8	<b>found</b> 53:2 72:18,	<b>give</b> 5:19 13:2	86:15, 19
18:3, 4, 13, 22	<b>fire</b> 15:17 18:19,	20 73:16	14:12, 13 16:7	<b>governance</b> 36:10,
19:8, 19 20:7, 11,	21 19:6	20 73:16	18:10 21:12	25 85:18
15 28:8 40:22, 25	<b>firefighter</b> 17:24,	<b>four</b> 31:18 34:4,	35:23 46:25 55:5,	<b>government</b>
42:3 44:19, 21, 24,	25	5 37:5 57:10	20 72:21 75:9	59:14 60:21
25 45:9 47:16	<b>firefighters</b> 18:24	79:9	82:19, 24, 25	72:22
48:2 64:6 67:6	<b>first</b> 2:12 8:3	<b>fracture</b> 19:24	89:11	<b>governor</b> 25:10
72:18, 20 73:9, 24	17:16 21:12	<b>framework</b> 7:25	<b>given</b> 11:12	<b>grab</b> 89:14
76:13 78:8 79:10	29:11 45:13, 14,	<b>Frank</b> 78:7	31:21 44:11 53:1	<b>graduate</b> 16:4
84:17 88:8	15, 16 53:24	<b>fraud</b> 72:6	66:15 87:2	26:24 88:14
<b>February</b> 34:20	55:11 57:3 64:3	<b>fraudulent</b> 72:9	<b>giving</b> 12:19	<b>grant</b> 83:6 84:5
<b>federal</b> 72:22	73:2 75:12 86:20	75:21	14:23 17:6	93:10
<b>feedback</b> 8:14	<b>firsts</b> 84:19	<b>freeze</b> 39:13	<b>glad</b> 20:23	<b>grants</b> 61:22
<b>feel</b> 3:22 13:15	<b>fiscal</b> 73:7	<b>Friedman</b> 62:11	<b>glasses</b> 10:12	<b>grateful</b> 25:17
58:25 83:19	<b>five</b> 47:11	<b>friend</b> 40:18	<b>global</b> 23:20	<b>Great</b> 12:17, 22
90:21, 22 91:2	<b>five-year</b> 24:19	<b>frontline</b> 78:24	<b>gloves</b> 89:25 90:2	18:25 20:17
<b>feeling</b> 41:3 45:5	<b>flat-out</b> 36:6	81:9	<b>go</b> 13:12 29:13	22:22 41:14, 19,
<b>feels</b> 89:5	<b>flexibility</b> 8:16	<b>frozen</b> 39:4	39:11 42:7 50:12	20, 23 42:15
<b>fellows</b> 16:5	<b>floor</b> 19:20 83:25	<b>full-time</b> 70:8	67:24 75:3 77:25	43:22 44:15
<b>fellowship</b> 49:5	<b>floors</b> 57:24	<b>funded</b> 61:22	80:20 81:5 82:20	53:22 56:12
<b>fellowship-trained</b>	<b>fly</b> 86:8	<b>funding</b> 15:20	83:2 86:12 89:13,	82:16
47:15	<b>focus</b> 52:1, 5	24:4	14 90:18 91:4	<b>greater</b> 63:2
<b>Fenichel</b> 78:1, 3, 6, 7	<b>focused</b> 22:17 70:24	<b>further</b> 51:20	<b>goal</b> 60:4, 17	<b>greatly</b> 15:16
<b>F-e-n-c-h-e-l</b> 78:1	<b>folks</b> 12:14 66:22 67:6	<b>Furthermore</b>	<b>God</b> 80:24 84:1	<b>Green</b> 4:10
<b>Fernanda</b> 7:2, 15, 21 9:24 10:8	<b>follow</b> 33:5 38:2 40:9, 10	81:18	<b>goes</b> 66:7 74:24	10:17 30:15 31:8
11:8 43:13, 16	<b>followed</b> 3:14	<b>futures</b> 65:24	79:9 90:2, 9	33:17
50:5 94:17		< G >	92:17 93:4	<b>grievances</b> 82:7
		<b>gain</b> 78:16	<b>going</b> 2:3, 6	<b>grossly</b> 65:1
		<b>gaining</b> 46:24	12:12 21:8 24:25	<b>group</b> 27:17 46:9
		<b>gave</b> 75:23	25:5, 24 29:13, 16	83:20 84:3 87:3
		<b>GENERAL</b> 1:1, 19 2:10, 20 3:6, 13, 19 5:23 6:2, 19 9:25 10:1	30:20 31:2, 17	<b>grow</b> 22:18
			32:21, 23 33:21	25:24 48:4
			39:17 41:25	<b>growing</b> 49:1
			43:14, 18 47:23	<b>growth</b> 61:2

**guards** 79:17, 20  
**guess** 2:13 58:14  
**guidelines** 70:4  
**guys** 68:6 73:3  
 77:3

## &lt; H &gt;

**half** 28:4 38:4  
 39:13  
**Hampshire** 86:18  
**Hand** 50:11 90:1  
 95:13  
**happen** 2:17  
**happened** 69:1  
 79:5 94:8, 9  
**happens** 4:15  
 61:1  
**happy** 12:8  
 17:17 26:7, 11  
 45:17 48:6  
**hard** 47:13, 25  
 56:11 78:20  
 90:22, 25  
**hardworking** 56:9  
**harness** 62:24  
**hazard** 82:17  
**HCA** 34:7 70:16  
 71:2, 11 72:4  
**head** 40:24 55:14  
**headlight** 86:24  
**headlights** 87:1  
**heads** 27:16, 18  
**HEALTH** 1:1, 14  
 2:21 3:14 4:9, 25  
 5:4, 22 6:5, 8, 10,  
 20, 24 7:22, 24  
 10:2, 25 11:17, 18,  
 25 12:25 13:18  
 14:25 15:25 16:2,  
 19 17:3, 4 27:4  
 30:22 32:13 34:1,  
 14 38:13 45:25  
 46:6, 17 48:22  
 49:21 51:20  
 59:20, 23 60:7, 21  
 61:4, 13 62:18  
 63:3, 18 64:2  
 66:4 67:3 68:8  
 69:21 70:1 73:16  
 76:17 79:7 81:21  
 84:23 87:14  
 88:12 91:3 92:14  
**healthcare** 3:7  
**Health's** 34:24  
 36:16 37:2

**hear** 4:5 5:14  
 8:15 9:10 12:14  
 15:15 26:12  
 29:19 31:18  
 35:12 37:5 44:7,  
 12, 14 45:23  
 50:14, 15 53:14,  
 19 59:9, 10 63:13  
 65:3 78:3 87:8  
 88:5 90:20  
**heard** 10:5 54:10,  
 13 58:1 59:25  
 61:17 65:2 78:22  
 83:12 92:22 94:5,  
 12, 20  
**hearing** 3:12 4:2  
 5:13, 16 7:12  
 30:11 65:4 91:6  
 93:21  
**heart** 46:19 47:1  
 54:13 55:17 56:1  
 58:19 67:24 87:6  
**heavily** 23:14  
**Hello** 2:2, 8  
 17:16 53:13  
**help** 8:14 19:1  
 24:19 26:5 43:21  
 49:9  
**helped** 14:6  
 15:20 80:24  
**helping** 2:16, 17  
 54:8 55:4  
**hematologist-**  
**oncologist** 48:14  
**hematology** 49:4  
**hematology/oncolo-**  
**gy** 52:22  
**Hemmendinger**  
 30:5 34:3 38:7  
 39:1 63:9, 12, 15  
 74:5 76:3  
**H-e-m-m-e-n-d-i-n-**  
**g-e-r** 63:10  
**Hemmendinger's**  
 34:15  
**hereunto** 95:12  
**Hi** 26:11 40:20  
 53:13 88:4, 5  
**high** 35:2 44:19  
 73:7, 14 81:18  
**highest** 23:16  
 92:7, 14  
**highlighted** 60:24  
**high-quality**  
 11:21 61:12

**hike** 86:17  
**hiked** 86:21  
**hikes** 86:18  
**hiking** 74:18  
**hip** 40:23  
**hire** 79:20  
**hiring** 46:2  
**Hispanic** 28:4, 5  
**history** 16:12  
 27:12  
**hold** 66:11  
**Holding** 2:23  
 63:17 74:22 76:6  
 92:19  
**HOLDINGS** 1:8,  
 9 2:24 3:2 4:12,  
 21 34:12 72:5  
 77:5 88:21  
**holiday** 20:20  
 41:5 69:21 86:10  
**holidays** 12:9  
 17:17 26:8, 12  
**Holiver** 51:5  
**homecoming**  
 48:18  
**hook** 42:1  
**hope** 12:9 30:24  
 41:4 44:3 49:23  
 66:25 67:13  
 87:13  
**hopefully** 23:3  
 25:6, 8 26:12  
 42:25 43:21  
**horrible** 72:19  
 86:10  
**HOSPITAL** 1:4,  
 9 2:21 3:3 4:22  
 6:18 13:12 14:25  
 15:18 16:8 18:3,  
 13, 23 19:8, 19  
 21:24 36:23  
 38:10 45:1 46:3,  
 12, 15, 21 48:2  
 50:22 51:2, 13, 22  
 54:24 55:4, 5  
 56:3, 5, 11, 19, 21,  
 23 57:15, 22  
 60:25 65:12 67:6  
 72:19, 20 73:24  
 74:23 78:8, 13, 18  
 79:10 81:12, 15  
 83:2, 13, 16 85:4  
 86:9 88:9 91:18,  
 22 92:9, 12, 16  
 93:10  
**hospitalist** 50:17

**hospitals** 5:2  
 10:14 11:10, 12,  
 20 13:22, 23  
 16:13 27:2, 6  
 29:24 30:4, 7, 9,  
 11, 12, 14, 18 31:1,  
 3, 9 32:18, 19  
 35:1, 12 36:5  
 45:8, 11 56:7, 8  
 58:2, 13 63:25  
 64:1, 9 65:4, 6, 16,  
 22, 23 66:7 68:14,  
 15 73:11, 13, 18  
 74:15, 21 76:12  
 77:6 83:6  
**hospital's** 33:10  
 70:4  
**host** 43:7  
**hot** 79:13  
**hour** 93:15  
**hour-long** 61:25  
**hours** 78:13  
**housekeepers** 81:5  
**housekeeping**  
 67:11 81:20  
 83:20  
**How's** 17:13  
**HR** 82:25  
**huge** 13:17 15:1,  
 7 58:7  
**Human** 6:5  
**humble** 76:24  
**hundreds** 30:16  
 32:4 33:13 65:9  
 72:8  
**hurt** 3:25  
 < I >  
**ice** 83:1  
**icons** 41:20  
**ICU** 13:10  
**idea** 35:6  
**Ideally** 34:25  
**identified** 17:2  
**identify** 9:1  
**identity** 85:20  
**illegally** 73:21  
**imagined** 21:25  
**immediate** 73:16,  
 17  
**immediately** 23:6  
**imminent** 76:9  
**immune** 22:6  
**immunomodulator**  
**y** 52:24

**Immuno-Oncology**  
 21:17  
**immunotherapies**  
 23:18  
**immunotherapy**  
 21:7 22:1, 6, 15  
 23:7 24:17 25:2,  
 23 26:4 52:22, 23  
 61:19  
**impact** 25:13  
 58:7 60:16 61:3  
 62:7 63:1 90:21  
 91:2  
**impacts** 62:22  
**importance** 60:15  
 89:1  
**important** 4:4  
 5:5 6:15 7:13  
 8:24 11:19 16:9  
 22:8 28:9 29:23  
 32:25 33:3 35:13  
 36:1 57:21 64:1  
 69:11 84:5 89:2  
**impressed** 19:21  
 45:23  
**improper** 74:23  
**improve** 60:10  
 62:5, 24  
**improved** 14:7  
 15:16 33:10  
**inability** 70:11  
**inaccuracies** 95:9  
**inadequacies**  
 76:14  
**include** 34:18  
**includes** 5:11  
**including** 15:6  
 62:10  
**inconsistent** 81:2  
**incorporate** 85:23  
**Incorporated**  
 2:22, 23  
**incorrectly** 80:22,  
 23  
**increase** 60:9  
**increased** 61:6  
**incredible** 53:1  
**incredibly** 22:7  
**indebtedness**  
 33:12  
**independent** 46:4  
**India** 24:2  
**indicated** 38:23  
**individuals** 33:15  
 38:6

<p><b>infection</b> 73:8  <b>inflated</b> 74:19  <b>influence</b> 59:25  77:6  <b>information</b> 33:7  38:19, 20 39:4, 6,  23 64:13, 15 66:2,  15 67:17 70:25  71:15, 25 72:17  73:1 75:7, 10, 13,  24 76:16 77:2  <b>informational</b>  2:19  <b>informed</b> 7:13  39:6  <b>infrastructure</b>  15:16 16:16  23:15 47:4  <b>infusion</b> 76:10  <b>INITIAL</b> 1:4  <b>initially</b> 3:12  <b>initiatives</b> 46:11,  22  <b>injury</b> 73:8  <b>Innovation</b> 24:15  25:1 60:21 61:2  <b>innovations</b> 62:23  <b>inpatient</b> 13:3  14:18, 19, 24 51:8  92:8  <b>input</b> 35:6 94:4  <b>inquiry</b> 35:11  <b>inside</b> 83:2  <b>insight</b> 62:1  <b>insolvency</b> 30:19  <b>inspectors</b> 73:16  <b>Instead</b> 46:13  75:2  <b>Institute</b> 21:17  <b>institution</b> 14:17  20:18  <b>institutions</b> 14:3  15:14 19:2  <b>insulting</b> 31:23  <b>insurance</b> 3:9  69:22  <b>intend</b> 33:5 79:20  <b>intentional</b> 75:21  <b>intentionally</b>  75:13, 14  <b>interest</b> 38:15  51:20 77:4  <b>interested</b> 8:21  <b>INTERMEDIATE</b>  1:8</p>	<p><b>internal</b> 52:11  <b>interviewed</b> 85:15  <b>intimidation</b> 64:18  <b>introduce</b> 44:16  <b>introduction</b> 12:22  <b>intubation</b> 18:22  <b>invaluable</b> 61:14  <b>invented</b> 23:18, 19  <b>invest</b> 13:7 24:18  <b>invested</b> 15:3  23:10, 14 30:13  46:2, 4 85:7  <b>investing</b> 16:3  <b>investment</b> 13:17  15:2 23:23 24:7,  16 26:20  <b>investments</b> 16:3,  16 23:1, 17 30:12  <b>investor</b> 4:9  <b>investors</b> 93:4, 6  <b>inviting</b> 53:18  <b>invoice</b> 89:19, 20  <b>involved</b> 13:23  29:18 72:23  <b>involvement</b>  58:25 61:6  <b>IPA</b> 46:4, 9 47:5  86:6  <b>iPhone</b> 77:13  <b>ISLAND</b> 1:1, 14,  19 2:11, 20 3:4  4:8 5:6 6:8, 9, 20  7:23 10:13 11:10  17:1, 23 20:12  21:14, 24 22:23  23:5, 25 24:15  27:2, 3 29:1  40:17 41:8, 11, 20  42:7, 16 45:15  46:7 47:5, 13, 14  48:5, 17 49:25  51:1 52:4 54:2  56:16, 24 57:5, 16  59:15 60:2, 16, 19  61:1 62:3, 15  64:4 67:4 76:8  77:7 88:13  <b>Island-based</b> 35:3  54:14 58:6  <b>Islanders</b> 52:8  64:3  <b>issue</b> 31:1, 2  39:15  <b>issues</b> 56:6 60:15  <b>issuing</b> 74:20</p>	<p><b>its</b> 10:20 34:11,  13 37:1 40:1  49:25 50:22  64:25 70:25 72:6  87:11  <b>IV</b> 14:18 22:12  90:2, 3, 8  <b>IVY</b> 1:8 2:22    &lt; J &gt;  <b>JACHO</b> 72:18  <b>Jackie</b> 6:24  <b>James</b> 38:9  <b>January</b> 33:6  <b>Jeff</b> 11:15 12:7,  12 24:22 51:7, 16  <b>Jeffrey</b> 49:12  <b>jeopardies</b> 73:17  <b>jeopardy</b> 73:18  <b>Jersey</b> 74:23  <b>Jessica</b> 3:8  <b>job</b> 12:22 15:22  18:9 42:15 45:23  66:14 83:23 89:1  <b>jobs</b> 25:7 26:2  64:13 66:16  78:22  <b>Joe's</b> 18:4 44:18,  19 54:4 75:16  <b>John</b> 50:3, 16  51:5, 16  <b>Johnston</b> 17:22  19:5  <b>join</b> 65:23  <b>joined</b> 48:17, 24  49:15  <b>joint</b> 2:18 8:19  34:25 36:10 55:7  67:7 68:5 69:2,  12  <b>Joseph</b> 26:10, 13  <b>Joseph's</b> 88:12  <b>Journal</b> 35:8  36:3  <b>Judge</b> 29:14  <b>judgment</b> 41:23  <b>July</b> 38:14  <b>junction</b> 40:6  <b>junk</b> 74:20  <b>justify</b> 66:2    &lt; K &gt;  <b>Katz</b> 21:2, 4, 6  26:9 27:11 52:21  61:16</p>	<p><b>keep</b> 2:6 29:7  30:11 32:14 43:1,  16 46:11, 18, 25  81:9, 15, 16 83:16  84:3 85:8  <b>keeping</b> 81:8, 10,  16  <b>Kelley</b> 6:25  <b>Kenneth</b> 34:20  <b>kept</b> 56:16  <b>Kettering</b> 21:14  26:24  <b>key</b> 5:13 62:13  67:24  <b>keys</b> 16:1  <b>kicked</b> 79:12  <b>kidney</b> 40:23  <b>kids</b> 41:7  <b>Kingdom</b> 24:2  <b>Kingstown</b> 76:8  <b>knew</b> 68:10, 15  <b>knight</b> 89:3  <b>know</b> 2:4 4:3  5:5 6:21 8:9  17:21 20:9, 21  21:11 24:9 27:5,  6 30:2 31:25  37:9 39:21 40:5,  25 41:2, 6, 7, 12,  16 42:3, 18 45:3  46:16 54:15, 17  55:6, 13, 19, 23  56:2 57:1, 2, 12,  15, 19, 24 58:9  64:21, 24 66:5  68:22 76:16 79:8  80:14 83:24 85:9  86:1, 16, 19 87:8,  9, 25  <b>knowingly</b> 75:23  <b>knowledge</b> 20:6  <b>known</b> 69:3    &lt; L &gt;  <b>lab</b> 25:3 82:3  <b>Labor</b> 72:23  <b>lack</b> 92:18  <b>lacking</b> 67:19, 20  <b>Lady</b> 3:3 10:15  14:22 15:5  <b>large</b> 7:5 8:7  15:14 41:11  <b>largest</b> 14:24  67:3  <b>lastly</b> 86:15</p>	<p><b>late</b> 86:22  <b>law</b> 4:22 40:16  <b>lawsuit</b> 69:1  71:20 72:2, 16  73:20 75:16  <b>lawsuits</b> 33:23  76:22  <b>lawyers</b> 75:3  <b>lead</b> 25:6  <b>leader</b> 21:17  41:15  <b>leaders</b> 56:9  60:20  <b>leadership</b> 11:15  92:18  <b>learn</b> 89:18  <b>leaseback</b> 65:23  <b>led</b> 14:4, 8  <b>Lee</b> 4:12, 20  10:20 11:4, 11  14:3 15:19 22:19  23:24 24:9 26:21  28:23 30:12, 13  31:5 32:17 33:7  37:12 41:7 65:5  71:22 72:7 77:3  86:1  <b>left</b> 47:12  <b>leg</b> 19:25  <b>legal</b> 6:25 41:20  <b>legally</b> 71:6  <b>legislative</b> 59:22  <b>Leibman</b> 11:15  12:7, 13, 17 17:9  49:12 51:7 52:18  <b>Lenz</b> 3:9  <b>Leonard</b> 4:10  10:17 30:15 31:8  33:17  <b>Leslie</b> 10:3  <b>letter</b> 30:21  33:23 54:7  <b>level</b> 2:25 14:18  23:16 28:11, 12  33:1 41:12 46:6  62:10 70:8  <b>levels</b> 70:10  <b>liabilities</b> 76:12  <b>licensed</b> 10:13  15:2 18:6  <b>lies</b> 25:17  <b>life</b> 24:12 54:6, 9  60:20 69:21  <b>Lifespan</b> 47:10  48:22</p>
---	---	--	--	--

<p>lifetimes 22:12  limit 93:3  line 74:17 78:15  93:2  link 8:18, 20  liquidating 30:4  38:7  list 8:24 74:24  90:9  listen 6:16 9:17  listening 20:19  54:18 55:24  literally 14:2  litigation 64:7  litigator 41:19  little 2:4 21:12  32:24 35:23  57:23 82:20  live 8:19 11:22  28:7  lived 50:21  liver 22:18  lives 23:4 83:7  93:11  LLC 1:9, 10  LLC's 34:9  local 2:25 11:15,  19 34:17 35:2, 3,  6 36:9, 12 37:1,  13 38:6, 25 39:14  54:15, 16 56:25  57:7, 15 58:6  62:9 63:24 65:6,  22 76:12 78:9  local-based 55:25  long 12:2 42:16  56:24 57:14, 25  82:20  longevity 80:7  long-term 68:23  look 12:4 13:1,  25 15:24 16:14  25:24 26:3 32:6  40:2, 17, 21 74:18  77:1 90:11 91:7  looking 5:16  7:11 18:9 46:13  89:16 93:1  looks 29:9 42:22  Lopes 7:2, 15, 20,  21 12:16 17:9  21:1 26:9 29:4  37:16, 23 40:13  43:8, 19, 25 44:8,  13 48:9 50:2, 7,  15 53:10, 15, 21</p>	<p>59:1, 3, 11 63:7,  14 66:18, 24  77:10, 15, 25 78:4  84:7 87:21 88:5  93:17  losing 14:1  loss 51:2  lost 47:10  lot 7:8 16:22  19:10, 11 27:5  41:12, 13 80:7  83:14 84:2 85:15  92:22  lots 13:9 84:19  Louis 84:8, 10  love 55:22  lovefest 82:16  lowest 83:15  90:14  loyal 15:14  luckily 80:23  83:3  Lynch 38:8  Lynn 77:11, 12  88:3, 4, 10  Lynn's 77:13, 15</p> <p>&lt; M &gt;  magnifying 10:12  maintain 5:3  50:24 69:18  85:17, 20  maintained 70:7  maintaining 23:10  major 28:19  59:23  majority 10:18  maker 60:11  making 7:13  46:3 56:3, 25  57:14 58:7 60:2  man 29:8  manage 46:16  management 14:6  manager 80:9, 12,  19, 20, 23  managers 82:3  Manchester 73:19  manner 8:11  51:9  mantra 45:17  manufacturing  24:20  Marc 38:9  Maria 3:9</p>	<p>Mariorenzi 27:17  84:8, 9, 10  M-a-r-i-o-r-e-n-z-i  84:11  Mariorenzis 40:25  marrow 14:20  24:22  masks 91:23  Massachusetts  54:2  massive 32:10  33:6  materials 32:8  Matt 37:5  matter 5:6 57:23  95:7  matters 32:10  58:25  Matthew 37:21, 25  Max 29:5 40:18,  20  Mayor 17:10, 12,  21 19:5 21:1  mean 11:9 42:12  58:8 65:13 92:21  meaning 70:23  meaningful 25:9  means 11:11, 14,  16, 18 70:12 84:2  89:19 91:8 92:25  measure 68:1  Medicaid 46:8  74:24  MEDICAL 1:8  2:23 3:1, 3 4:12,  21 5:8 10:14  11:16 16:4 20:6  30:18 34:12  48:13, 15, 20 49:7  50:18 51:25 52:2,  3 62:21 72:5  76:6 77:5 78:12  85:25 86:5 88:21  92:19  medically 70:5  Medicare 46:8  73:6  medications  52:20, 24  medicine 14:19  26:4 52:11 86:11  92:25  meet 12:3 39:3  40:1 56:2 60:17  67:21 87:17</p>	<p>MEETING 1:4  2:1, 3, 19 3:16  6:15 8:2, 4, 6, 9,  19, 22 9:1, 7  12:21 43:1 56:14,  17 58:16 77:22  80:16 94:1, 8, 21  meetings 38:18,  19 42:13 55:10,  19 58:5, 10 86:5,  6  melanoma 22:13  member 30:8  50:22 51:17 55:6  62:18 84:15  85:12  members 6:22  13:6 31:19 34:11,  13 37:6 38:17  39:10, 22 40:7  56:4 67:5 78:23  79:9 81:9 82:17  83:15 93:7  Memorial 45:12  48:3, 15 50:22  51:13  mention 12:24  13:20  mentioned 24:23  27:11 56:17  57:21  mentioning 57:13  merger 55:9  met 45:13, 16  58:18  method 32:16  46:16  methods 23:19  metrics 46:7  midst 80:8  Mike 6:25  million 24:5, 15  31:9 33:16 68:9,  23, 24 72:1, 10  73:25  millions 23:10  30:16 32:5 33:14  65:9 72:8 93:5  mine 40:19  minimum 91:9  ministerial 75:11  minority 4:10  86:3  minutes 9:7  14:14 17:7 33:3</p>	<p>35:21 36:2 38:20  69:10  Miriam 2:8 3:10  Miskovsky 50:3,  10, 13, 16, 17  53:11  M-i-s-k-o-v-s-k-y  50:8  misrepresentations  68:12 75:22  mission 15:12  37:1 54:17 56:23  64:2 87:17  mistake 66:23  mock 72:20  modern 14:16  28:21, 22  moment 6:13  94:6, 7  moments 31:20  money 15:9  41:13, 24 47:2  65:8 68:20 78:16  82:24 84:1 93:4  monitors 69:13  months 54:5  morale 45:8  mortgage 65:24  most 6:7 7:13  21:24 27:13, 14  28:9 76:16 78:25  81:13 83:20  85:25  mostly 79:6  motto 46:15  Mount 86:22  mountain 87:3  mouth 75:18  move 59:6  moved 21:14  multilingual 28:3  multimillion 16:15  multiple 21:18  90:5, 7  multispecialty  49:2  mute 3:20 5:25  8:12 17:12 43:9  50:13  muted 43:12 44:9  Muting 8:14</p> <p>&lt; N &gt;  name 2:8 6:1, 3  7:21 9:1 26:13  37:25 40:15</p>
---	--	---	---	---

43:17 44:17 50:6 53:25 54:1 59:13 63:9 67:1 78:6 88:10 <b>national</b> 62:10, 11 72:23 85:11, 24 89:17 <b>nationally</b> 27:19 <b>nationwide</b> 73:11 <b>nature</b> 57:25 <b>navigation</b> 62:5 84:25 <b>near</b> 12:5 <b>nearly</b> 33:15 <b>necessary</b> 28:7 70:5, 25 85:1 <b>need</b> 9:14 20:10, 14, 17 23:9 25:9 26:5 40:2, 9 68:20 85:8 91:13, 25 <b>needed</b> 52:20 91:21, 25 <b>needs</b> 51:8 <b>negotiating</b> 83:18, 19 <b>negotiations</b> 79:15 <b>neighborhoods</b> 28:7 <b>Neronha</b> 3:7, 19, 21 5:23 9:25 41:2 <b>net</b> 63:25 65:23 <b>Network</b> 59:16 <b>never</b> 19:7 21:25 22:11 31:10 52:19 74:9 78:25 80:3 82:13, 22 <b>new</b> 14:6 15:17, 18 23:2, 8, 18, 19 24:11, 19 25:4, 6, 7 33:7 36:5 51:12 65:25 74:23 86:18 90:3 <b>newest</b> 14:15 <b>news</b> 86:2 <b>nice</b> 41:5 <b>night</b> 86:23 92:21 <b>NIH</b> 24:4 61:22 <b>Nobody</b> 73:9 <b>nominal</b> 65:14 <b>nonpartisan</b> 59:17 <b>nonprofit</b> 59:17 <b>nonsense</b> 71:17 <b>Nope</b> 44:8 <b>normal</b> 54:6	<b>North</b> 15:3 16:8 68:6 72:11 76:7 <b>note</b> 8:3 70:21 <b>notes</b> 95:6 <b>NOTICE</b> 1:4 8:19 38:13 <b>noticed</b> 49:5 <b>NOVAIS</b> 5:24 6:2, 3 10:1 43:5, 9 <b>number</b> 2:5 8:7 14:24 15:14 86:17 91:9, 10, 14 92:6, 7, 14 <b>numbers</b> 46:10 70:15 91:7 <b>numerous</b> 18:2 38:18 62:8 84:19 <b>Nunes</b> 59:4, 5 87:23 88:1 93:19, 22 <b>N-u-n-e-s</b> 88:1 <b>nurse</b> 18:7 19:12, 14 20:1 80:23 88:11 <b>nurses</b> 13:5 19:15, 16 20:4 47:20 67:2 90:23, 25 <b>nursing</b> 19:20, 22 24:24 88:14 <b>NYU</b> 21:13  < O > <b>object</b> 29:12 40:8 <b>objecting</b> 29:20 <b>objection</b> 74:5 <b>obligations</b> 38:16 40:1 <b>observations</b> 6:17 <b>observed</b> 80:21 <b>obstruction</b> 64:18 <b>obtain</b> 32:9 39:3 <b>obtained</b> 31:11 32:4 <b>obviously</b> 3:24 12:21 18:24 19:8 20:7, 8 36:2 85:19 <b>occasions</b> 38:18 <b>occurring</b> 94:14 <b>occurs</b> 13:18 <b>October</b> 86:23 <b>off</b> 5:24 15:9 32:23 42:14	43:15 77:19 92:4 93:6 <b>OFFICE</b> 1:1, 19 2:10, 19 3:6 4:8 5:10 6:4 7:2, 22 10:25 11:25 30:22 32:9 36:18 67:12 69:14 <b>offices</b> 82:10 <b>officials</b> 60:3 <b>off-sites</b> 81:24 <b>oh</b> 4:14 89:17 <b>Okay</b> 12:17 35:25 41:13 42:9 43:22 44:15 53:16, 22, 24 54:23 56:12, 21 78:3, 6 88:2, 6 <b>old</b> 29:8 34:21 35:1 36:5, 22 40:18 64:6 68:14, 15 90:15 <b>Oliverio</b> 31:20 37:5, 10, 15, 21, 24, 25 64:11, 22 <b>O-l-i-v-e-r-i-o</b> 38:1 <b>Olsson</b> 47:9 <b>omissions</b> 75:22 <b>once</b> 19:25 20:13 49:9 54:6 77:22 93:18 94:10 <b>oncologist</b> 21:7 <b>oncology</b> 21:21 26:15 28:2 49:4 62:20, 21 <b>ones</b> 14:4 74:21 <b>ongoing</b> 36:24 <b>on-site</b> 13:8 <b>op-ed</b> 36:4 <b>opening</b> 16:18 <b>operate</b> 36:21 94:13 <b>operated</b> 34:3 <b>operates</b> 3:2 <b>operating</b> 18:23 39:25 <b>operational</b> 11:13 <b>opinion</b> 41:23 42:17 76:24 <b>opportunities</b> 28:25 51:23, 25 60:13 62:2 <b>opportunity</b> 5:17 9:10 21:5 49:3 59:19 60:17 63:5,	16 87:20 <b>oppose</b> 64:22, 23 <b>options</b> 26:6 <b>Orange</b> 74:23 <b>orchestrated</b> 39:12 <b>order</b> 8:10 37:10 60:4 <b>orderly</b> 8:11 <b>organization</b> 49:17, 19 58:20 87:10 91:19 <b>organizational</b> 10:10 <b>organized</b> 8:11 <b>organizing</b> 70:24 <b>original</b> 11:3 <b>orthopedic</b> 27:20 84:14 <b>orthopedist</b> 84:17 <b>Otis</b> 54:7 55:3, 5 57:1 58:18 <b>ought</b> 39:22 <b>outcome</b> 63:21 <b>outcomes</b> 13:4 27:14, 19, 25 53:1 60:11 62:25 84:20 85:3 <b>out-of-state</b> 36:7 <b>outpatient</b> 50:24 51:9 <b>Outrageous</b> 71:7 <b>outreach</b> 62:4 <b>outside</b> 14:4 15:20, 21 19:25 46:21 <b>outstanding</b> 46:9 61:9 <b>overall</b> 33:11 46:6 <b>oversight</b> 75:11 <b>overview</b> 9:22 <b>owned</b> 26:19 <b>owner</b> 2:23 30:3, 7 63:23 <b>owners</b> 58:22 65:25 86:3 87:12 <b>ownership</b> 10:7, 19 11:3, 5 31:6, 7 36:24 39:20 85:17 88:16 <b>owning</b> 4:14, 18 <b>owns</b> 3:2  < P >	<b>P.M</b> 1:14 2:1 77:19 94:21 <b>packages</b> 69:23 <b>packed</b> 47:11 <b>page</b> 70:18 <b>pages</b> 74:7 <b>paid</b> 76:11 83:15 89:19, 20 92:4 <b>pancreas</b> 22:18 <b>pancreatic</b> 27:4 <b>pandemic</b> 5:9 13:1, 18 16:22 52:15 53:3 80:8 <b>pandemics</b> 13:15 <b>panel</b> 61:15, 25 <b>paralyzed</b> 54:5 56:20 57:22 <b>parents</b> 45:2 <b>Parker</b> 10:3 <b>part</b> 5:13 9:13 15:12 24:25 30:7 31:14 35:8 37:18 38:21 48:21 57:6 63:23 <b>participant</b> 9:6 <b>Participants</b> 8:22 40:3 43:20 68:18 <b>participate</b> 2:13 40:7 55:4 <b>participated</b> 54:8 55:7 61:25 75:25 <b>participating</b> 3:18 4:2 <b>participation</b> 2:17 29:12, 21 61:15 <b>particular</b> 39:14 70:2 <b>particularly</b> 5:6 26:21 <b>Parties</b> 1:19 5:12 10:4 12:2 <b>partner</b> 18:19 41:9, 14, 15 47:8 60:8 71:23 <b>partnered</b> 23:21 <b>partners</b> 26:1 34:1, 14 59:20 60:6, 7 61:4, 13 62:19 63:3 69:2 <b>partnership</b> 7:6 <b>parts</b> 53:24 <b>party</b> 86:10 <b>passion</b> 57:5 58:21 <b>passthrough</b> 45:14
--	---	--	---	---

<b>Pat</b> 12:13, 21 29:12	5, 6 30:3 31:6, 7, 8 34:11, 13 65:25 77:4 79:24, 25	20:20 21:3 26:10 29:5, 6 35:21 36:15 37:3, 14 40:14 42:10 48:10 50:4 59:4, 8 63:9 66:20 67:18 76:18 77:7	<b>practice</b> 46:5 47:8 50:25 74:24	<b>proceedings</b> 71:14 73:2
<b>patience</b> 94:15	<b>percentage</b> 35:2	<b>perform</b> 49:25	<b>practices</b> 85:23	<b>process</b> 16:24 39:5 40:9 67:25
<b>patient</b> 11:21 40:22 54:4, 20, 21 56:19 57:8 73:7 82:1	<b>Perfect</b> 59:12	<b>performance</b> 14:8	<b>practicing</b> 40:16 42:5 44:22 47:12 48:16 54:21	<b>processes</b> 8:1
<b>patients</b> 13:3, 11, 13 18:5 22:2, 10, 14, 23 23:9, 25 24:13 25:9 26:2, 5 28:6 44:20 45:3, 17, 19 46:8, 11, 17, 19, 20, 22, 24 47:1, 3, 19 49:10 51:8, 20, 21, 24 56:18 57:10 60:11 62:25 70:5 73:17 78:17, 22, 24 79:5 80:3 81:16, 24 82:1 89:8 90:6, 20, 21, 24 91:2, 8, 11, 12, 15 92:7, 10	<b>perform</b> 49:25	<b>performed</b> 70:19	<b>preceding</b> 51:6	<b>processing</b> 7:1, 3
<b>pay</b> 18:18 30:25 65:9 68:21 70:6 82:17 85:15	<b>period</b> 24:19 84:23	<b>period</b> 24:19 84:23	<b>predators</b> 33:8	<b>productivity</b> 91:7
<b>paying</b> 74:14	<b>permission</b> 29:14 30:6 44:11	<b>permitted</b> 70:19 84:23	<b>predecessor</b> 33:18	<b>professional</b> 20:6
<b>payments</b> 32:21 73:6 74:21	<b>permit</b> 36:22	<b>permitted</b> 70:19 84:23	<b>prefer</b> 90:13	<b>Professionals</b> 67:3 91:1
<b>pedaled</b> 75:15	<b>person</b> 8:25 37:20 43:13, 17, 18 44:1 53:12 57:7 59:6 66:19 77:14	<b>permitted</b> 70:19 84:23	<b>pregnant</b> 79:11	<b>profit</b> 46:14 78:16 79:21 80:2 82:4 93:1
<b>pedaling</b> 71:17	<b>personally</b> 64:4 86:16	<b>permitted</b> 70:19 84:23	<b>presence</b> 34:17 38:25 54:14, 15 55:10 56:1 57:16 58:7	<b>profit-making</b> 36:7
<b>pending</b> 71:21 74:7	<b>personnel</b> 18:20 19:5 28:23	<b>permitted</b> 70:19 84:23	<b>present</b> 37:6 47:6	<b>profits</b> 74:18
<b>pension</b> 64:6, 9 68:9, 20 71:17 75:15, 16, 24	<b>perspective</b> 5:20	<b>permitted</b> 70:19 84:23	<b>presentation</b> 38:11	<b>program</b> 14:19, 20 15:7 16:16, 21 18:9, 22 22:1, 16, 21 23:7 24:16, 19, 22, 24 25:1, 5, 12, 23 49:2, 5 62:5
<b>pensioners</b> 64:5	<b>perspectives</b> 94:19	<b>permitted</b> 70:19 84:23	<b>presently</b> 50:17	<b>programs</b> 15:5, 10 27:25 28:1 29:1 52:6, 9 61:10 70:1
<b>people</b> 2:5 16:22 19:11 27:6 33:13 35:9, 11 41:1, 12, 24 46:14 48:5 49:14, 20 54:11, 13 55:13 56:16 57:3, 12 58:20 68:13, 17 73:25 76:19 77:21 80:1, 9 81:1 83:3, 4 87:7, 9 90:12 91:9, 15 92:22	<b>Peter</b> 3:6, 19, 20 40:14, 15 41:2	<b>permitted</b> 70:19 84:23	<b>preservation</b> 36:9 89:1	<b>project</b> 7:9 34:24 36:17
<b>percent</b> 4:11, 18, 20 10:19, 22 11:2,	<b>petition</b> 29:15	<b>permitted</b> 70:19 84:23	<b>preserved</b> 30:9	<b>promised</b> 37:13
	<b>pharmaceutical</b> 22:25 23:20 26:1	<b>permitted</b> 70:19 84:23	<b>president</b> 35:4 51:6 78:9	<b>promises</b> 37:8 88:22
	<b>pharmacies</b> 15:17	<b>permitted</b> 70:19 84:23	<b>press</b> 71:4	<b>propaganda</b> 35:8
	<b>phenomenal</b> 20:5	<b>permitted</b> 70:19 84:23	<b>pressed</b> 71:2	<b>proper</b> 82:9
	<b>phlebotomists</b> 81:23 82:8	<b>permitted</b> 70:19 84:23	<b>pretty</b> 45:22 72:12 73:4 86:19	<b>proposal</b> 36:9
	<b>phone</b> 77:15 86:7 89:16	<b>permitted</b> 70:19 84:23	<b>prevent</b> 37:13 94:13	<b>proposed</b> 2:21 4:6, 19 9:22 10:6 38:22
	<b>physical</b> 14:2	<b>permitted</b> 70:19 84:23	<b>prevention</b> 60:10	<b>ProPublica</b> 74:11 75:4, 5 76:21
	<b>physician</b> 34:19 44:18 45:15 86:12	<b>permitted</b> 70:19 84:23	<b>previously</b> 48:19 52:12 76:11	<b>PROSPECT</b> 1:8, 9, 10 2:23, 25 3:1 4:12, 21 11:4 13:22 14:2 21:10 22:20 23:5, 9, 13 24:10, 13, 14 25:19 26:19, 20 30:17 31:17 34:9, 12 35:4 36:12, 19, 20, 25 37:6, 12 38:5 39:8, 25 44:23 45:10 46:1, 9 48:1 49:21 55:9 58:22 63:23 64:25 65:12, 17, 18 69:15, 24 70:3, 7, 23 71:4 72:5
	<b>physicians</b> 13:5 41:16 46:2 52:4 82:15	<b>permitted</b> 70:19 84:23	<b>pride</b> 45:5 47:21 83:14	
	<b>pick</b> 50:19	<b>permitted</b> 70:19 84:23	<b>primary</b> 15:24 17:3 50:25 52:3, 6 60:8	
	<b>piggy</b> 32:18 65:8	<b>permitted</b> 70:19 84:23	<b>priorities</b> 83:9 93:13	
	<b>pitch-black</b> 86:23	<b>permitted</b> 70:19 84:23	<b>priority</b> 7:10 60:3, 14	
	<b>PLACE</b> 1:14 9:15 20:7 23:13 29:1 47:25 80:6, 20 81:14	<b>permitted</b> 70:19 84:23	<b>private</b> 10:18 24:5 32:18	
	<b>placed</b> 73:17	<b>permitted</b> 70:19 84:23	<b>privilege</b> 25:10 27:22 52:13 76:20	
	<b>plan</b> 64:6 68:9, 10, 14, 16, 18	<b>permitted</b> 70:19 84:23	<b>privileged</b> 49:8	
	<b>plant</b> 14:2	<b>permitted</b> 70:19 84:23	<b>Prize-winning</b> 74:12	
	<b>please</b> 8:12, 22 9:2, 4, 9 17:11	<b>permitted</b> 70:19 84:23	<b>probably</b> 27:16 65:2 83:15 92:6	
		<b>permitted</b> 70:19 84:23	<b>problem</b> 59:23 92:24	
		<b>permitted</b> 70:19 84:23	<b>procedural</b> 8:1	
		<b>permitted</b> 70:19 84:23	<b>proceeding</b> 66:11 95:8	

76:6 77:4 78:15, 19, 25 79:2, 8, 23 80:2, 4 81:8 82:16 84:1, 6, 13 85:6, 16, 23 87:11, 16 88:21 92:19 <b>Prospect's</b> 65:21 <b>protect</b> 81:7 <b>protective</b> 52:18 <b>proud</b> 17:24 44:25 47:18, 19 48:6 83:17 <b>prouder</b> 25:15 <b>proved</b> 12:3 <b>provide</b> 8:13, 23 11:18, 20 41:10 45:20 48:5 51:24 52:3, 6 59:19 60:16 61:14 64:2 69:25 71:24 84:18 85:2, 9 87:17 93:23 <b>provided</b> 9:8 22:21 25:19 51:5 52:16 61:14 69:20 73:1 <b>Providence</b> 15:4, 9 16:8 35:7 36:3 44:18 68:7 71:21 72:11, 12 <b>providers</b> 11:17 <b>providing</b> 8:21 49:16 62:1 83:7 85:8 93:11 <b>prowess</b> 27:10 <b>psych</b> 92:9 <b>PUBLIC</b> 1:4 2:17, 18 3:16 4:2, 5 5:13, 15 7:16 8:18, 19, 23 9:11 24:4 30:8 31:13 33:19 35:14 36:15 39:10, 19 60:3 67:16 <b>publication</b> 74:13 <b>publicly</b> 65:11 <b>public's</b> 9:18 40:12 <b>published</b> 36:4 <b>Pulitzer</b> 74:12 <b>punched</b> 79:13 <b>purchase</b> 88:20 <b>pure</b> 46:13 <b>purpose</b> 34:16 <b>put</b> 28:25 30:16 33:16 35:9 38:11	58:12 63:1 66:11 68:23 72:1, 3, 9 77:19 78:16 80:14 90:1, 10 <b>putting</b> 7:8 68:9 74:15, 16 80:2, 22  < Q > <b>quality</b> 11:18 44:24 45:20 46:7 47:25 58:20 64:2 66:4 87:10 88:25 89:7, 23 90:11 92:17 <b>quarrel</b> 30:10 <b>quartile</b> 73:10 <b>question</b> 31:10 71:8 <b>questions</b> 20:21, 22, 24 31:15 32:2 <b>quick</b> 13:2 94:7 <b>quickly</b> 94:17 <b>quite</b> 27:11 <b>quote</b> 32:11 34:6, 7, 23, 25 76:8 <b>quotes</b> 2:14 <b>quoting</b> 70:22  < R > <b>rain</b> 86:24 <b>raise</b> 44:24 46:6 <b>raised</b> 41:13 <b>rate</b> 81:18 <b>rates</b> 69:19 73:7, 15 <b>reach</b> 90:24 <b>reached</b> 19:2 <b>reaching</b> 19:10 <b>reactions</b> 9:4 <b>read</b> 36:14, 15 37:3 <b>readmission</b> 73:14 <b>ready</b> 2:12 18:25 52:7 <b>real</b> 36:12 83:2 <b>realize</b> 36:1 <b>really</b> 8:16 13:4 32:25 33:19 35:5 49:13 52:8 55:1, 2, 15 57:6, 14 58:15, 16 83:16, 17 84:18 88:17 89:7, 8 <b>realtor</b> 54:1 <b>Reardon</b> 35:3 36:5	<b>reason</b> 10:5 58:23 67:22 87:1 <b>reasonable</b> 35:10 <b>reasons</b> 63:25 64:10 68:2 69:6 <b>receive</b> 24:1 <b>received</b> 29:14 53:6, 8 54:20 55:18 62:8 79:18 <b>receiver</b> 30:4 38:8 63:22 <b>receiving</b> 61:8 <b>recent</b> 13:1 <b>recently</b> 6:6, 7 24:14 38:3 <b>receptive</b> 85:6, 19 <b>recognitions</b> 62:9 <b>recognized</b> 27:19 61:7 <b>recognizes</b> 61:10 <b>record</b> 8:7 9:3, 13 37:18 38:1 39:19 64:19 <b>recorded</b> 8:4 <b>recording</b> 8:6 <b>recouped</b> 93:6 <b>recovery</b> 64:7 <b>recruit</b> 47:13 <b>recruited</b> 27:1 <b>recruiting</b> 16:25 52:5 <b>redactions</b> 32:10 <b>redoing</b> 58:1 <b>reduce</b> 60:1 94:10 <b>reducing</b> 60:15 <b>reduction</b> 73:6 <b>refer</b> 31:24 <b>referred</b> 33:22 76:4 <b>reflect</b> 13:21 <b>refrain</b> 9:4 <b>refused</b> 19:7 71:24 72:21 <b>refute</b> 75:4 <b>regard</b> 33:17 70:19 <b>regarding</b> 2:21 6:17 61:18 <b>regardless</b> 18:17, 18 70:6 <b>registered</b> 18:6 19:12 88:11 <b>regret</b> 67:8	<b>regulators</b> 49:23 63:16 68:1 71:16 75:10 <b>Rehab</b> 54:4 <b>reiterate</b> 92:23 <b>reject</b> 66:9 77:7 <b>rejected</b> 68:3 <b>related</b> 39:7 <b>relating</b> 32:11 <b>relations</b> 59:14 72:23 <b>relationship</b> 84:12 <b>relevant</b> 67:17 71:11 <b>remain</b> 8:12 <b>remarkable</b> 22:10 25:8, 12 69:5 <b>remarks</b> 94:2 <b>remotely</b> 95:8 <b>remove</b> 42:24 <b>removed</b> 42:11 <b>repaired</b> 90:17 <b>repeat</b> 18:16 19:7 20:3 37:17 <b>repeated</b> 9:14 <b>repeatedly</b> 84:3 <b>repetitively</b> 46:15 <b>replaced</b> 90:16 <b>replacements</b> 40:23 <b>report</b> 66:13 68:25 69:9 70:22, 23 <b>reported</b> 72:15 74:18 <b>reporter</b> 74:13 95:3, 19 <b>reporting</b> 76:14 <b>reportings</b> 39:20 <b>reports</b> 79:4, 11 <b>represent</b> 10:4 30:2 38:3, 4 67:5 76:20 <b>representation</b> 36:11 <b>representations</b> 68:6 <b>representative</b> 34:19, 21 <b>representatives</b> 31:18 <b>represents</b> 37:5 <b>request</b> 10:9 38:19 67:13 68:4 79:17 88:15, 18 <b>requesting</b> 88:19	<b>rescue</b> 18:1, 2, 20 19:6 89:4 <b>research</b> 23:7, 12, 14 24:7 60:19, 22, 25 61:3, 19, 21, 22 62:1, 24 <b>researcher</b> 21:7 <b>residencies</b> 52:11 <b>residency</b> 15:7, 11 44:21 52:6, 9, 11 <b>residents</b> 16:5 18:14 20:14 52:1, 5 <b>resource</b> 51:3 <b>resources</b> 7:8 52:2 <b>respect</b> 41:21 42:17 52:17 53:5 69:20 70:9 <b>respectfully</b> 76:25 83:5 <b>respectively</b> 93:9 <b>respects</b> 12:10 33:20 <b>responded</b> 75:6 77:21 <b>responding</b> 6:12 <b>response</b> 67:13 75:6 <b>responses</b> 31:15 <b>responsibility</b> 32:14 55:1 92:19 <b>restricted</b> 65:14 <b>result</b> 95:9 <b>results</b> 85:10 <b>résumé</b> 18:10 <b>retained</b> 38:4 <b>retire</b> 52:7 <b>retirement</b> 47:11 <b>return</b> 48:25 76:10 <b>reveal</b> 71:12 <b>revenue</b> 74:20 <b>review</b> 4:6, 7, 23 5:2, 12, 14, 15 7:10, 24 12:3 34:24 67:25 70:17 71:12 76:25 <b>reviews</b> 70:16 <b>RHODE</b> 1:1, 14, 19 2:11, 20 3:4 4:8 5:6 6:8, 9, 20 7:23 10:13 11:10 16:25 17:23 20:11 21:14, 24
---	--	---	---	---

22:23 23:5, 25 24:15 27:2, 3 29:1 35:2 40:16 41:8, 11, 20 42:6, 16 45:14 46:7 47:5, 12, 14 48:5, 16 49:25 50:25 52:4, 8 54:2, 14 56:16, 24 57:5, 16 58:6 59:15 60:2, 16, 18 61:1 62:3, 15 64:2, 4 67:4 76:8 77:6 88:13 <b>Richard</b> 10:3 <b>ride</b> 33:20 <b>Rider</b> 3:8, 20 35:16, 18, 22 <b>ridiculous</b> 33:2 <b>RIDOT</b> 6:22 <b>right</b> 14:17 20:11 43:25 50:11 61:21 82:6 87:10 90:5 <b>rightly</b> 50:12 <b>Riley</b> 38:9 <b>risk</b> 32:15 94:11 <b>road</b> 25:22 <b>robotic</b> 84:25 <b>Rocha</b> 9:21, 24 17:12, 14 29:12 <b>Rocha's</b> 12:21 <b>rodeo</b> 75:12 <b>Roger</b> 3:2 5:7 10:14 14:14 16:20 20:8, 9, 11, 16 21:8, 9, 15, 18, 23 22:4, 16, 20 23:13 24:1, 20 25:16, 23 26:16 28:8 38:10 42:3 44:24 45:9 47:17 48:2, 20 49:7 50:18 51:6 61:7 62:21 73:8 76:13 84:15, 16, 17 85:13 <b>Rogers</b> 40:23 <b>room</b> 14:15 15:1 17:4 18:5, 23 19:23 79:14 89:13 <b>rooms</b> 15:17 81:6, 10 <b>Rotelli</b> 40:14, 15, 16 42:9, 12, 21	43:3 <b>routine</b> 68:24 <b>Rowley's</b> 25:3 <b>run</b> 8:10 32:15 <b>running</b> 91:5 <b>RWMC</b> 1:10  < S > <b>S-315</b> 32:2, 6 <b>saddened</b> 88:17 89:4 <b>sadly</b> 92:17 <b>safe</b> 4:24 20:20 81:11, 15, 16, 17 <b>safety</b> 63:18, 24 65:22 79:22 82:5 <b>Saied</b> 61:24 <b>salaries</b> 69:18 <b>sale</b> 65:23 <b>sales</b> 88:20 <b>Sam</b> 14:3 15:19 22:19 23:24 24:9 25:18 26:21 28:23 86:1 <b>Samuel</b> 4:12 10:20 <b>Sandra</b> 6:23 <b>satisfied</b> 45:19 <b>satisfy</b> 70:15, 17 <b>save</b> 23:3 <b>saved</b> 14:2 <b>saves</b> 47:2 <b>saving</b> 45:11 48:1 83:7 93:11 <b>saw</b> 57:13 <b>saying</b> 33:1 69:4 76:8 <b>scene</b> 91:17 <b>schedule</b> 2:6 <b>school</b> 44:19 88:14 <b>science</b> 26:4 60:21 <b>scientific</b> 21:18 <b>scientists</b> 23:11 <b>scores</b> 74:7 <b>screen</b> 29:9 43:5 <b>screening</b> 60:9 <b>screenings</b> 62:15 <b>scroll</b> 10:11, 15, 16 <b>second</b> 29:22 64:5 <b>secret</b> 32:14 <b>secretary</b> 6:4 25:11 78:13	<b>secure</b> 68:10 <b>secured</b> 61:22 <b>security</b> 79:17, 20 <b>see</b> 7:5 10:13, 17 13:25 19:3 29:8 30:9 46:23 47:24 50:11 52:15 56:8 89:6, 23 92:20 <b>seen</b> 14:7 39:13, 19 44:23 52:1, 9 56:4 79:4, 11 80:3 <b>Senate</b> 17:23 <b>sent</b> 30:21 80:16 <b>sentence</b> 22:13 <b>serious</b> 55:2 <b>seriously</b> 32:16 <b>serve</b> 7:22 21:18 70:1 93:12 <b>served</b> 17:22 18:1 <b>serves</b> 62:19 <b>service</b> 78:10 79:25 80:10 <b>SERVICES</b> 1:9 6:5 15:25 16:1 17:2 41:10 48:4 70:5 85:9 88:13 <b>serving</b> 5:8 27:23 <b>Sesto</b> 74:6 76:3 <b>set</b> 34:22 43:3 47:5 71:1 95:12 <b>setting</b> 51:22 <b>seventh</b> 60:24 <b>several</b> 19:18 28:3 <b>severance</b> 69:23 <b>severe</b> 46:20 <b>share</b> 9:11 21:8 75:2 85:18 86:20 <b>shared</b> 61:22 <b>shareholders</b> 4:10 <b>sharing</b> 7:19 43:6 94:18 <b>shelf</b> 89:15 <b>shift</b> 88:8 <b>shining</b> 89:3 <b>shiny</b> 57:23 <b>shortage</b> 52:19 89:18 <b>shortfall</b> 64:8 <b>Shorthand</b> 95:3, 19 <b>shots</b> 40:4 <b>should've</b> 72:15 <b>show</b> 64:19	65:13 86:4, 5, 8 <b>showing</b> 57:4 <b>shut</b> 43:23 64:17 94:16 <b>shuttered</b> 48:3 <b>shy</b> 20:24 <b>sic</b> 33:14 <b>sick</b> 69:21 91:12 <b>side</b> 45:25 71:9 74:6 76:18 <b>sign</b> 8:22 80:10, 13 93:24 <b>significant</b> 36:23 76:10 <b>significantly</b> 27:23 <b>simple</b> 79:16 83:22 89:25 <b>simply</b> 20:5 63:1 83:8 <b>sincere</b> 24:11 <b>single</b> 90:1, 23 <b>sitting</b> 92:1 <b>situation</b> 14:5 36:23 66:6 82:7 87:3 <b>situations</b> 78:25 <b>six</b> 9:7 14:14 26:18, 22 28:16 33:3 36:2 47:11 54:5 69:10, 12, 17 71:6 88:18 92:13 <b>SJHSRI</b> 1:10 <b>skills</b> 3:24 85:1 87:5 <b>slide</b> 10:23 <b>Sloan</b> 21:14 26:24 <b>small</b> 21:24 57:9 82:11 85:4 <b>social</b> 82:9 <b>Society</b> 59:16, 18 <b>socioeconomically</b> 16:10 <b>solid</b> 16:2 <b>solo</b> 32:13 <b>solution</b> 13:12 <b>solutions</b> 59:22 <b>solvency</b> 30:19 <b>Somasundar</b> 62:17, 22 <b>somebody</b> 30:25 <b>sometimes</b> 42:13 <b>son</b> 19:18 <b>soon</b> 83:10 <b>sophisticated</b> 60:25	<b>Sorry</b> 17:15 42:10 44:9 50:5 53:11 89:17 <b>sort</b> 50:19 54:6, 16 55:14 <b>sorts</b> 48:19 <b>sound</b> 15:13 <b>sources</b> 24:4, 5 <b>South</b> 15:4, 8 48:22 <b>space</b> 61:3 <b>speak</b> 2:5 9:7 17:7 18:11, 12 19:13 21:5 30:6, 8 33:4 37:11, 15 43:14, 18 44:1 55:9, 22, 24 63:6, 16 66:21 87:4, 5, 20 93:24 <b>speaking</b> 8:15, 25 9:8 53:20 54:21 56:5 69:9 80:25 <b>speaks</b> 71:9 <b>specific</b> 27:25 <b>spectacular</b> 13:4 <b>speech</b> 54:12 <b>spell</b> 9:2 50:6 <b>spelled</b> 63:10 <b>spent</b> 19:19 88:12 <b>spoke</b> 61:17 64:12 <b>sponsor</b> 61:4 <b>sponsored</b> 57:4 <b>sponsorship</b> 69:25 <b>spouses</b> 73:23 <b>St</b> 18:4 44:18, 19 54:4 75:16 88:12 <b>staff</b> 11:16 13:6 19:21, 22 20:4 23:12 47:24, 25 50:23 52:14 56:5 78:21 80:3 85:25 86:5 <b>staffing</b> 70:10 <b>Stage</b> 22:12 <b>stake</b> 63:21 <b>stakeholders</b> 60:6 <b>standing</b> 67:23 71:10 <b>stark</b> 51:15 <b>start</b> 2:3 <b>started</b> 6:6 18:15, 21 55:11 92:3 <b>state</b> 5:1, 4 13:18 14:16, 20 15:21 16:9, 20, 25 17:23
---	--	---	---	--

19:16 22:5 23:1,  
17 25:8, 14 26:1  
27:7, 15 28:14, 18  
31:5 46:7 52:4,  
10, 25 56:16, 23  
57:4, 16 58:13  
60:6 61:23 67:4  
71:3 73:15 91:23  
**stated** 82:25  
**statements** 36:15  
65:11 74:17  
**state-of-the-art**  
14:16  
**States** 92:3  
**State's** 4:23  
**statewide** 16:2  
**status** 92:8, 11, 15  
**statute** 68:2  
**statutory** 12:3  
**steepest** 73:13  
**stenographer** 8:5  
9:3  
**stenographic** 95:6  
**stepped** 80:24  
**Stern** 29:14  
**Steve** 44:17 50:19  
**Steven** 21:2, 6  
61:16  
**stick** 90:7  
**stomach** 79:12  
**stones** 40:24  
**stop** 43:5 83:10  
**stories** 82:14  
83:2 90:20  
**story** 86:20  
**straits** 45:10  
**strength** 18:12  
56:19  
**strengths** 56:18  
57:10  
**stressed** 47:23  
**strictly** 91:13  
**strides** 22:22  
**strive** 61:11  
**strong** 14:11  
34:17 49:1 58:6  
**stronger** 14:10  
**structure** 11:1  
34:17  
**structured** 34:10  
**stuff** 69:11 75:1  
76:21  
**submission** 76:2  
**submit** 37:19  
**submitted** 9:12  
**Suboxone** 15:6, 11

**subsidiaries** 64:25  
65:13  
**subsidiary** 3:1  
**substandard** 89:24  
**substantiable**  
30:23  
**substantial** 23:23  
24:6, 17 25:21  
**succeed** 64:1, 9  
**successes** 65:1, 3  
**successfully** 5:25  
43:1  
**succinct** 9:9  
**succinctly** 27:12  
**sued** 69:3 72:22,  
24  
**suffer** 45:8  
**suffered** 51:1  
73:13  
**suffering** 90:6  
**sufficient** 66:2  
**suggest** 58:10  
**suggested** 56:21  
**suggestion** 57:9,  
17  
**suggestions** 55:18  
**summer** 39:2  
**superior** 29:15  
71:21  
**supervision** 34:16  
**supplement** 9:16  
**supplemental**  
31:14 32:2  
**supplementing**  
64:19  
**supplies** 13:8  
89:15, 16, 20, 23  
92:17  
**supply** 89:13  
91:22  
**support** 11:11, 13,  
14 14:21 22:19  
23:12 24:21  
25:18 41:17  
49:17, 22, 23 51:4  
52:15 53:5 55:8  
58:22 60:22 65:6  
69:25 87:11, 14  
**supported** 28:24  
67:7  
**supportive** 49:15,  
18  
**supports** 59:21  
**supposed** 31:4  
32:10 68:22

70:14 71:4, 12  
86:25  
**supreme** 29:15  
**sure** 2:7 7:9  
30:5 35:22 53:19  
73:4 77:14  
**surgeons** 26:23,  
25 27:15 28:17  
84:22 85:1  
**Surgery** 21:20  
26:14 27:5, 8, 14,  
20 84:14, 25  
**surgical** 21:6, 21  
26:15 27:17 62:6,  
20 91:23  
**survey** 72:21  
**survival** 87:4  
**survive** 92:13  
**Swiftly** 75:5  
**symptoms** 82:2  
**system** 4:25  
12:25 16:2 24:13  
33:12 48:22, 23  
85:4, 24 89:4  
91:3  
**Systems** 7:23  
14:6 15:18 22:7  
  
< T >  
**table** 83:19  
**take** 10:12 11:7  
13:10 23:13 32:6,  
13 55:2 83:14  
90:13 91:10, 15  
94:7  
**Takeda** 23:20  
**taken** 30:15  
33:20 39:15, 16  
47:19 95:6  
**talk** 16:23 36:17  
54:13 73:5  
**talked** 34:22  
**talking** 32:1 33:2  
56:15 86:11  
92:22  
**tax** 72:11  
**teach** 18:8  
**team** 6:22 7:5, 6,  
18 10:1, 2 23:11  
26:23, 25  
**teamwork** 52:21  
**technical** 30:25  
42:8, 20  
**technician** 18:8  
**technicians** 23:11

47:21  
**technologies** 85:7  
**technology** 84:24  
**tell** 19:12, 14, 17  
20:23 37:7, 11  
39:18 55:17 58:3,  
5, 23 67:8 71:20  
73:12, 15, 20 74:2  
**telling** 56:17  
**ten** 57:20  
**term** 12:5  
**terms** 49:12  
67:10 70:19  
**terrific** 86:17  
**tertiary** 27:8  
**test** 82:4  
**tested** 81:19  
**testified** 80:5  
**testimony** 37:18  
**testing** 81:24, 25  
82:12  
**Texas** 74:22  
**thank** 2:13 3:17,  
21 5:18, 23, 25  
6:2 7:16, 19, 20  
9:22, 24 10:16  
11:24 12:11, 13,  
17, 19 17:6, 9  
20:19, 24 21:1, 4  
26:7, 9 28:24  
29:3, 4 35:24  
37:16, 22, 23  
40:12, 13 41:2  
42:9, 18, 21 43:3,  
19 44:15 48:8, 9  
49:25 50:2 53:10,  
17, 18 59:1, 2, 11,  
18 63:5, 7, 10, 12,  
17 66:17, 18 77:9,  
10, 23 80:24 84:6,  
7, 9 87:19, 21  
88:6, 7 93:14, 17,  
25 94:3, 5, 15, 18,  
20  
**thankful** 47:22  
48:7  
**thanking** 4:1  
54:7  
**Thanks** 11:7  
**theme** 91:5  
**therapeutic** 23:2  
**therapies** 25:6  
**therapy** 14:20  
**thick** 82:17  
**thing** 28:9 29:22  
43:12 56:13

64:24 70:21  
81:13  
**things** 21:9, 23  
32:12 35:13 46:5,  
18 54:11, 13  
57:23, 25 58:1, 9  
71:9 72:14 76:20,  
22 83:23 90:18  
**think** 3:23 5:21  
18:11 28:9 29:18  
39:8 42:15 53:1  
57:14 67:11 72:2  
77:1 81:5 85:25  
86:19 87:16  
94:12  
**thinking** 46:21  
58:15  
**Thomas** 30:5  
34:3, 14 35:3  
63:8  
**thorough** 5:10  
76:25 81:2  
**thoroughly** 75:5  
**thought** 18:24  
22:11 51:19  
55:12 79:16  
**thread** 58:11  
90:4  
**three** 28:15  
35:20 61:13  
**thrilled** 90:20  
**through** 10:20  
22:18 24:13  
31:12 32:20  
45:14 48:21  
50:21 58:10  
69:25 70:16  
75:21 78:14 90:2  
**thrown** 76:15  
79:13  
**TIME** 1:14 2:7  
8:15 12:1, 2, 19  
13:20 14:13  
19:19 21:22 26:7  
32:24 33:22  
42:17 47:9 48:8  
51:16 55:1 58:10  
61:6 63:19 86:20  
87:19 94:3 95:7  
**times** 17:18  
19:18 82:18 90:2,  
7  
**today** 7:7, 18 8:8  
9:9, 14, 17 14:9  
54:11, 14, 20  
63:17 93:24 94:5

<p><b>today's</b> 8:2, 21 9:1 <b>to-do</b> 29:13 <b>together</b> 2:15 45:2 54:9 56:25 60:22 87:17 <b>told</b> 82:2, 23 89:17 91:24 <b>ton</b> 45:5 47:21 <b>Toni</b> 59:5 <b>Toni-Ann</b> 59:3 87:22, 23 88:1 93:19, 22 <b>Tonight</b> 3:12 5:13, 17 12:20, 24 13:19 15:15 17:7, 20 63:6 65:2 78:23 79:8 80:5 82:15 83:13 <b>top</b> 10:7, 16 11:2 29:8 39:20 60:2 <b>top-10</b> 23:20 <b>topic</b> 13:19 <b>Topper</b> 4:13, 17, 20 10:20 11:4, 6, 12 14:3 15:20 22:20 23:24 24:10 26:22 28:23 30:12, 13 31:5 32:17 33:8 37:12 45:13 65:5 72:7 77:3 86:1, 16 <b>Total</b> 40:23 <b>totally</b> 41:18 <b>tough</b> 38:2 <b>towards</b> 13:12 16:21 <b>town</b> 18:14 19:5 68:6 <b>train</b> 25:1 <b>trained</b> 16:5 21:13 <b>trainers</b> 81:4 <b>training</b> 15:7 18:20 22:12 24:7, 24 28:22 48:15 80:11 81:1 92:17 <b>Transacting</b> 1:19 10:4 12:2 <b>transaction</b> 4:6, 7, 19 5:11, 12 9:22 11:9 31:4 38:22 39:11 40:8 64:23 65:20, 24 66:3, 4,</p>	<p>7 <b>transcript</b> 8:6 <b>transcription</b> 95:6 <b>transfer</b> 72:9 <b>transferring</b> 13:13 <b>transformational</b> 14:9 <b>transplant</b> 24:22 <b>transported</b> 18:5 <b>transporting</b> 44:20 <b>travel</b> 20:10 <b>treat</b> 16:10 22:7 <b>treated</b> 13:2 19:24 <b>treating</b> 65:7 <b>treatment</b> 23:19 26:5 <b>treatments</b> 23:8 24:12 25:4 <b>tremendous</b> 22:19 25:18 26:19 27:12 42:6 51:23 <b>tremendously</b> 41:21 51:1 <b>tried</b> 73:22 94:16 <b>trips</b> 18:2 <b>true</b> 39:21 75:5 95:5 <b>truly</b> 58:18 89:5, 9 <b>Trust</b> 4:13, 18 10:21 <b>try</b> 2:6 42:24 46:16, 18 56:2 94:13 <b>trying</b> 5:24 35:25 43:1 47:25 51:7, 18 75:17 <b>Tubing</b> 90:8 <b>tumors</b> 22:17 <b>tune</b> 72:8 <b>turn</b> 3:18 5:22 8:13 9:21 12:6, 12 69:8 81:16 <b>turned</b> 57:11 <b>Turning</b> 14:22 <b>turnover</b> 79:24 80:1, 4 <b>TV</b> 57:13 <b>two</b> 10:13 11:10, 19 13:15 16:7 19:22 27:2, 6 30:4 33:13, 14 47:8 53:23 54:22 63:25 65:12</p>	<p>73:18 77:6 82:6 86:3, 4, 16 87:1 91:20 <b>type</b> 27:8 94:11  &lt; U &gt; <b>U.S</b> 24:3 <b>ultimate</b> 50:21 <b>ultimately</b> 42:1 <b>UMass</b> 48:15 <b>unacceptable</b> 93:8 <b>unanswered</b> 90:18 <b>UNAP</b> 78:9 <b>unbelievable</b> 19:16, 21 20:2 <b>uncommon</b> 28:18 <b>undercapitalized</b> 65:1 <b>underprivileged</b> 49:9 <b>underrepresented</b> 27:23 28:2 <b>underserved</b> 11:22 49:9 62:6 <b>understand</b> 31:3 41:18 45:18 93:1 <b>understanding</b> 80:11 81:3, 7 <b>undertaken</b> 8:1 <b>unfamiliar</b> 31:25 <b>unfilled</b> 91:4 <b>unfortunately</b> 77:17 83:17 92:13 <b>uninvited</b> 42:23 <b>union</b> 67:4, 7 68:8 73:23 80:25 <b>unique</b> 16:6, 20 <b>unit</b> 92:9 <b>United</b> 24:2 67:2 92:2 <b>units</b> 79:7, 18 81:21 <b>universe</b> 68:12 <b>University</b> 47:10 60:25 <b>unmute</b> 29:6 43:13, 17 44:4, 6, 11 50:6 77:16 78:2 <b>unmuted</b> 63:11 <b>unmuting</b> 66:23 <b>unparalleled</b> 28:17 <b>unprecedented</b></p>	<p>17:18 <b>unrestricted</b> 65:14 <b>unusual</b> 4:3 <b>update</b> 13:2 <b>upstate</b> 86:18 <b>urge</b> 83:5 93:9 <b>URI</b> 24:25 25:4 <b>urologist</b> 47:7 <b>urology</b> 40:24 <b>use</b> 32:17 41:22 56:22 87:24 90:8, 9, 14 <b>usually</b> 94:12 <b>utilized</b> 52:25 <b>utmost</b> 89:1  &lt; V &gt; <b>vacancies</b> 91:4 <b>vacation</b> 69:21 <b>various</b> 29:23 33:20 38:15 <b>ventilation</b> 82:10 <b>ventilators</b> 13:9 52:19 <b>venture</b> 35:1 36:10 55:8 67:7 68:5 69:2, 13 <b>verbal</b> 9:16, 18 <b>verge</b> 13:23 <b>versus</b> 71:22 <b>vet</b> 76:20 <b>veto</b> 36:12 <b>vetting</b> 5:11 <b>viability</b> 4:24 <b>vibrant</b> 49:4 <b>view</b> 46:14 <b>violated</b> 37:9 75:19 <b>violations</b> 71:13 <b>virtual</b> 8:17 <b>virtually</b> 8:10 <b>vision</b> 73:22 74:1 <b>vocal</b> 56:15 <b>voice</b> 56:22 58:5 <b>voices</b> 59:25 <b>volume</b> 76:15 <b>VP</b> 82:25  &lt; W &gt; <b>wage</b> 69:18 <b>waiver</b> 29:20 56:10 <b>walk</b> 89:13 <b>walls</b> 79:9 <b>want</b> 2:5 5:18 7:9, 16 9:16</p>	<p>11:24 17:16, 20 18:10 20:13, 19 26:17 28:24 29:17, 18, 19, 22 32:13 33:25 34:6 35:18, 19 36:18 45:21 47:15 49:13 50:18 53:4, 19 54:10, 17 64:9 77:2 83:23, 24 91:14 92:23 94:6 <b>wanted</b> 6:15 35:23 40:10 55:4 <b>wants</b> 30:8 <b>warning</b> 35:23 <b>Washington</b> 86:22 <b>Waterbury</b> 73:19 <b>wave</b> 87:24 <b>waving</b> 50:11 <b>way</b> 28:12 30:1 31:17 57:14 67:25 80:17 82:21 85:3 94:13 <b>ways</b> 16:6 56:3, 15 79:2 <b>wear</b> 80:11 81:4 89:25 <b>wearing</b> 91:23 <b>web</b> 95:8 <b>web-based</b> 95:11 <b>website</b> 67:15 <b>week</b> 83:1 <b>weeks</b> 19:22 91:20 <b>weigh</b> 46:23 <b>weight</b> 46:24 <b>Weinberg</b> 38:9 <b>WEIZENBAUM</b> 2:2, 9 3:10 5:21 <b>welcome</b> 2:12 5:18 77:24 <b>welcomed</b> 55:3, 6 <b>welcoming</b> 49:14 62:17 <b>well</b> 15:6 18:3, 7 19:4 24:10, 14 25:20 28:2 37:19 41:3 43:15 55:18 64:23 67:1, 6 80:18, 21 82:2, 18 86:19 94:16, 20 <b>well-established</b> 48:25 <b>well-respected</b> 49:1 <b>well-trained</b> 47:15</p>
--	---	---	---	--

**went** 18:4 57:14  
 80:18 88:21  
**we're** 2:14 7:8  
 9:17 10:5 12:23  
 16:7, 24 22:14  
 24:25 25:2 29:16  
 33:2, 25 50:14  
 59:16 83:10  
**We've** 12:1  
 15:16, 23 16:2  
 22:9 25:9, 15  
 26:22 29:14 33:7,  
 23 84:19, 21 85:5  
 86:17 87:11  
 89:18 92:4 94:4,  
 12  
**WHEREOF** 95:12  
**wherewithal** 68:16  
**wide** 60:12  
**wife** 19:23  
**William** 38:8  
**Williams** 3:2 5:7  
 10:14 14:15  
 16:20 20:8, 9, 11,  
 16 21:8, 9, 15, 18,  
 23 22:4, 16, 21  
 23:13 24:1, 21  
 25:16, 24 26:16  
 28:8 38:10 40:23  
 42:3 44:24 45:9  
 47:17 48:2, 20  
 49:7 50:18 51:6  
 61:8 62:21 73:8  
 76:13 84:15, 16,  
 17 85:13  
**willing** 18:25  
 85:17  
**willingly** 75:23  
**willingness** 5:19  
 63:3  
**windows** 57:24  
**wining** 82:15  
**Wishart** 76:7  
**wish** 12:8 63:18  
**Wistow** 29:5, 7  
 35:16, 17, 20, 25  
 37:16, 22 38:2, 23  
 67:11 76:3, 4  
**Wistow's** 40:18  
 41:18  
**withheld** 71:15  
 75:13 76:17  
**withholding** 72:17  
**WITNESS** 95:12  
**witnessed** 22:9

**woman** 79:12  
**won** 72:16  
**wondered** 55:14  
**wonderful** 82:14  
**wondering** 68:19  
**word** 34:8 73:9  
 74:9 75:1  
**words** 17:19  
 26:17 27:21  
 45:16 57:10  
 95:10  
**work** 2:16 22:3,  
 25 23:15 43:23  
 45:19 47:16, 19  
 49:20, 25 58:21  
 60:9 62:8 77:7,  
 18 78:13 80:6, 9  
 83:4, 25 89:6  
 90:5, 23 93:7  
**worked** 44:19  
 49:11 78:11  
 85:21  
**workers** 78:10  
 79:25 92:14  
**working** 7:7 21:7  
 25:10 43:16 45:2  
 52:13 58:18  
 78:19 79:3 90:25  
 91:10, 15  
**world** 22:3, 24  
 26:3 42:4  
**world-class** 23:11  
 26:23, 25  
**worry** 76:12  
**worse** 66:6  
**would've** 22:11  
 23:22  
**wrap** 75:17  
**write** 54:12  
**writing** 37:19  
**written** 9:12, 14,  
 18  
**wrote** 36:18, 19  
 54:7 55:3  
  
**< Y >**  
**Yeah** 42:17 43:25  
**year** 38:14 48:18,  
 24 61:5 62:16  
 73:7 80:1  
**years** 17:24, 25  
 18:1 21:22 25:14  
 26:18, 22 28:16  
 32:19 40:17, 25  
 50:23 54:4 57:20  
 61:13 65:15

69:12, 17 71:6  
 78:11 79:5 80:4  
 88:11, 18  
**year's** 60:24  
**York** 86:18

**< Z >**  
**zero** 65:13  
**ZOOM** 1:14  
 3:24 9:5 30:6  
 42:8, 13, 20 94:11  
**Zooming** 3:22