

R E C E I V E D

DEC 03 2012

CERTIFICATE OF NEED PROGRAM
DEPARTMENT OF HEALTH

November 30, 2012

Janis Sigman, Manager
Certificate of Need Program
Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to PeaceHealth Southwest Medical Center.

1. A Description of the Extent of Services Proposed:

PeaceHealth Southwest Medical Center, located in Vancouver, Clark County, proposes to transfer control to the Partnership. PeaceHealth Southwest Medical Center is a 450 bed tertiary hospital providing a comprehensive range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

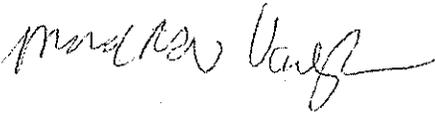
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

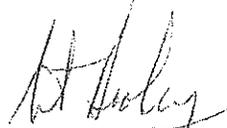
3. Description of the Service Area:

PeaceHealth Southwest Medical Center serves Clark County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to PeaceHealth St. Joseph Medical Center.

1. A Description of the Extent of Services Proposed:

PeaceHealth St. Joseph Medical Center, located in Bellingham, Whatcom County, proposes to transfer control to the Partnership. PeaceHealth St. Joseph Medical Center is a 253 bed tertiary hospital providing a comprehensive range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

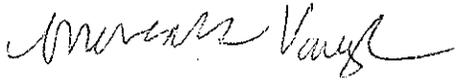
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

3. Description of the Service Area:

PeaceHealth St. Joseph Medical Center serves Whatcom County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to PeaceHealth St. John Medical Center.

1. A Description of the Extent of Services Proposed:

PeaceHealth St. John Medical Center, located in Longview, Cowlitz County, proposes to transfer control to the Partnership. PeaceHealth St. John Medical Center is a 346 bed comprehensive community hospital providing a full range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

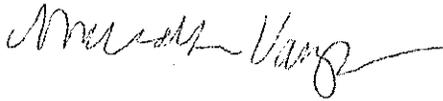
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

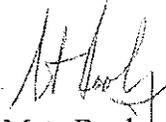
3. Description of the Service Area:

PeaceHealth St. John Medical Center serves Cowlitz County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Janis Sigman, Manager
Certificate of Need Program
Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to PeaceHealth Peace Island Medical Center.

1. A Description of the Extent of Services Proposed:

PeaceHealth Peace Island Medical Center, located in Friday Harbor, San Juan County, proposes to transfer control to the Partnership. PeaceHealth Peace Island Medical Center is a 10 bed critical access hospital. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

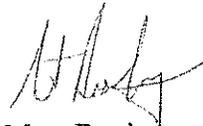
3. Description of the Service Area:

PeaceHealth Peace Island Medical Center serves San Juan County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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November 30, 2012

Janis Sigman, Manager
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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to FHS St. Joseph Medical Center.

1. A Description of the Extent of Services Proposed:

FHS St. Joseph Medical Center, located in Tacoma, Pierce County, proposes to transfer control to the Partnership. FHS St. Joseph Medical Center is a 366 bed tertiary hospital providing a comprehensive range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

3. Description of the Service Area:

FHS St. Joseph Medical Center serves Pierce County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Janis Sigman, Manager
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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to FHS St. Francis Hospital.

1. A Description of the Extent of Services Proposed:

FHS St. Francis Hospital, located in Federal Way, King County, proposes to transfer control to the Partnership. FHS St. Francis Hospital is a 136¹ bed community hospital providing a full range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

¹ 118 licensed beds plus 18 CN approved beds.

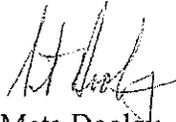
3. Description of the Service Area:

FHS St. Francis Hospital serves Southern King County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Janis Sigman, Manager
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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to FHS St. Clare Hospital.

1. A Description of the Extent of Services Proposed:

FHS St. Clare Hospital, located in Lakewood, Pierce County, proposes to transfer control to the Partnership. FHS St. Clare Hospital is a 106 bed community hospital providing a full range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

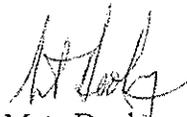
3. Description of the Service Area:

FHS St. Clare Hospital serves portions of Pierce County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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November 30, 2012

Janis Sigman, Manager
Certificate of Need Program
Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to FHS St. Elizabeth Hospital.

1. A Description of the Extent of Services Proposed:

FHS St. Elizabeth Hospital, located in Enumclaw, King County, proposes to transfer control to the Partnership. FHS St. Elizabeth Hospital is a 25 bed critical access hospital. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

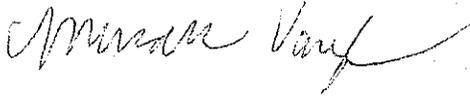
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

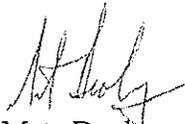
3. Description of the Service Area:

FHS St. Elizabeth Hospital serves Southeast King County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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November 30, 2012

Janis Sigman, Manager
Certificate of Need Program
Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington, and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

The Department of Health has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. As such, and in accordance with WAC 246-310-080, please accept this correspondence as our letter of intent related to FHS St. Anthony Hospital.

1. A Description of the Extent of Services Proposed:

FHS St. Anthony Hospital, located in Gig Harbor, Pierce County, proposes to transfer control to the Partnership. FHS St. Anthony Hospital is an 80 bed community hospital providing a full range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued acute care CNs for this facility will remain unchanged and will therefore continue to be met.

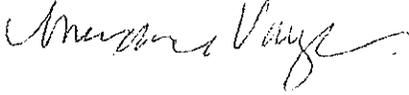
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

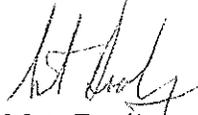
3. Description of the Service Area:

FHS St. Anthony Hospital serves portions of Pierce County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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Janis Sigman, Manager
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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

In addition to its current hospitals, on November 19, 2012 FHS submitted a determination of non-reviewability (DNR) to the Department of Health (Department) related to a proposed affiliation with Highline Medical Center (Highline) wherein FHS will become the sole member of, and the parent entity to Highline. Assuming the DNR is granted, and further assuming that the affiliation with Highline is completed, the control of Highline will be transferred from FHS to the Partnership.

The Department has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. In accordance with WAC 246-310-080, please accept this correspondence as our letter of intent for Highline Medical Center:

1. A Description of the Extent of Services Proposed:

FHS anticipates that an affiliation with Highline Medical Center, located in Burien, King County will be completed on or before December 31, 2012. As part of that affiliation, FHS will become the sole member of, and the parent entity to Highline. Under the proposed new system, the control of Highline will transfer to the Partnership.

Highline is a 239 bed community hospital providing a comprehensive range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued CNs for this facility will remain unchanged and will therefore continue to be met.

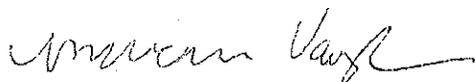
2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

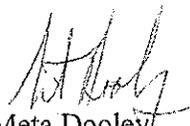
3. Description of the Service Area:

Highline serves Southwest King County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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November 30, 2012

Janis Sigman, Manager
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Department of Health
111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

In addition to its current hospitals, FHS and Harrison Medical Center (Harrison), Bremerton have entered into an affiliation agreement under which it is currently anticipated that FHS will become the sole member of, and the parent entity of Harrison. A DNR will be filed related to this affiliation in the coming weeks. Assuming the DNR is granted, and further assuming that the affiliation with Harrison is completed, the control of Harrison will be subsequently transferred from FHS to the Partnership.

The Department has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. In accordance with WAC 246-310-080, please accept this correspondence as our letter of intent for Harrison Medical Center:

1. A Description of the Extent of Services Proposed:

FHS anticipates that an affiliation with Harrison Medical Center, located in Bremerton, Kitsap County will be completed in early 2013. As part of that affiliation, FHS will become the sole member of, and the parent entity to Harrison. Under the proposed new system, the control of Harrison will transfer to the Partnership.

Harrison is a 347 community hospital providing a comprehensive range of inpatient and outpatient services, including several tertiary services, on its two campuses. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued CNs for this facility will remain unchanged and will therefore continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

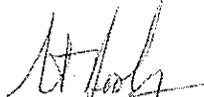
3. Description of the Service Area:

Harrison serves Kitsap County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI

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111 Israel Road SE
Tumwater, WA 98501

Dear Ms. Sigman:

PeaceHealth, which currently owns and operates four hospitals in Washington and Catholic Health Initiatives (CHI) which, through Franciscan Health System (FHS), owns and operates five hospitals in Washington, are creating a new, not for profit, health care system ("the Partnership"). As currently envisioned, the control of each hospital owned or operated by the two entities will transfer to the Partnership.

In addition to its current hospitals, on November 19, 2012, PeaceHealth submitted a certificate of need application to lease United General Hospital from Skagit County Public Hospital District 304, and to operate the Hospital. Assuming the current CN is approved, the control of United will be subsequently transferred from PeaceHealth to the Partnership.

The Department has indicated that the proposed Partnership requires expedited Certificate of Need (CN) review and approval for previously issued acute care CNs as a change in control. In accordance with WAC 246-310-080, please accept this correspondence as our letter of intent for United General Hospital:

1. A Description of the Extent of Services Proposed:

PeaceHealth anticipates that the lease of United General Hospital, located in Sedro-Woolley, Skagit County will be effective July 1, 2013. Under the terms of the proposed lease, PeaceHealth will become the operator of United General. Under the proposed new system, the control of United will transfer to the Partnership.

United is a 25 bed critical access hospital and provides a range of inpatient and outpatient services. No change in licensed beds or services is proposed as a result of this transfer. No diminishment in access, services, or charity care is contemplated by the proposed change in control. All requirements stipulated in previously issued CNs for this facility will continue to be met.

2. Estimated Cost of the Proposed Project:

There is no capital expenditure associated with the transfer of control.

3. Description of the Service Area:

United serves portions of Skagit County and adjoining communities.

Sincerely,



Meredith Vaughan,
System Director
Planning and Strategy
PeaceHealth



Meta Dooley,
Senior Vice President
Strategic Planning and Business Development
Franciscan Health System

CC: Peter Adler, SVP, Strategy, Innovation and Development, PeaceHealth
Stu Hennessey, SVP, General Counsel, PeaceHealth
Terri Rambosek, Corporate Counsel, CHI