

September 14, 2020

VIA EMAIL

Jessica D. Rider, Esq.
Healthcare Advocate
Special Assistant Attorney General
Office of the Attorney General
150 South Main Street
Providence, RI 02903

Re: Hospital Conversion Initial Application of Chamber Inc.; Ivy Holdings Inc.; Ivy Intermediate Holdings, Inc.; Prospect Medical Holdings, Inc.; Prospect East Holdings, Inc.; Prospect East Hospital Advisory Services, LLC; Prospect CharterCARE, LLC; Prospect CharterCARE SJHSRI, LLC; Prospect CharterCARE RWMC, LLC (the “Transacting Parties”)

Dear Jessica:

The Transacting Parties submitted their responses to the Office of Attorney General’s (“RIAG”) Second Set of Supplemental Questions on September 14, 2020. The Transacting Parties respectfully request that the documents Bates No. C-CIIH-007606 to C-CIIH-007708 be maintained as confidential.

These documents constitute confidential and proprietary commercial and/or financial information subject to the confidentiality protections set forth in R.I. Gen. Laws §23-17.14-32. Pursuant to R.I. Gen. Laws § 38-2-2, “non-public” records include “commercial or financial information obtained from a person, firm, or corporation that is of a privileged or confidential nature.” As set forth below, the above documents involve commercial and financial information obtained from the Transacting Parties that is highly confidential. The disclosure of such confidential information could adversely affect the Transacting Parties and their affiliates.

Specifically, first, the written responses at C-CIIH-007606 – C-CIIH-007630 have been redacted in the non-confidential version (CIIH-007709 – CIIH-007733) only for such confidential and financial information of a privileged nature. This includes information regarding (i) confidential financial information and (ii) confidential commercial information. Such confidential and proprietary commercial and/or financial information should not be publically disclosed and is subject to the confidentiality protections set forth in R.I. Gen. Laws §23-17.14-32.

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Second, documents with the Bates Nos. C-CIIH-007631 to C-CIIH-007642 are confidential transaction documents that contain proprietary terms and confidential financial information. Such documents contain highly confidential commercial information regarding PMH and the individuals signing the agreements and were prepared with the expectation that they would remain confidential.

Third, the documents at Bates Nos. C-CIIH-007643 to C-CIIH-007657 are conflict of interest forms that contain confidential personal information that should not be publically disclosed.

Fourth, the document Bates No. C-CIIH007658 to C-CIIH-007666 contains highly confidential financial information regarding PMH. The public disclosure of such highly confidential information would adversely affect the Transacting Parties.

Fifth, the documents at Bates No. C-CIIH-007667 and C-CIIH-007668 constitute confidential unaudited financial information of the Transacting Parties. Such information is proprietary financial information and should not be publically disclosed pursuant to R.I. Gen. Laws § 38-2-2.

Sixth, the document at Bates No. C-CIIH-007669 to C-CIIH-007675 constitutes a confidential management services agreement containing negotiated terms between the parties. The public disclosure of those confidential and negotiated terms would adversely affect all of the parties to the agreement and their subsidiaries.

Seventh, the document at Bates No. C-CIIH-007676 to C-CIIH-007692 constitutes board minutes reflecting confidential discussions and deliberation of the PMH board. Those Board had the expectation of confidentiality when discussing the nonpublic matters and strategy at their meeting. The disclosure of such highly confidential board minutes would adversely affect PMH's board, as well as all of the Transacting Parties.

Finally, the documents at Bates No. C-CIIH-007693 to C-CIIH-007707 constitute agreements subject to confidentiality provisions and containing negotiated terms between the parties. The public disclosure of such documents would not only be contrary the confidentiality agreement between the parties but also disclose the parties' highly confidential negotiated terms and conditions. The disclosure of such confidential information could adversely affect the Transacting Parties, their affiliates, and MPT.

In light of the highly confidential nature of the above-referenced documents, we respectively request that these documents be maintained confidentially. Please contact us if you have any questions.

Please contact us if you have any questions or comments. As always, thank you for your consideration.

ADLER POLLOCK & SHEEHAN P.C.

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Sincerely,

/s/ Patricia K. Rocha

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