



MARYLAND HEALTH CARE COMMISSION

4160 PATTERSON AVENUE – BALTIMORE, MARYLAND 21215
TELEPHONE: 410-764-3460 FAX: 410-358-1236

January 29, 2020

Via E-Mail and USPS

Howard L. Sollins, Esquire
Baker Donelson
100 Light Street
Baltimore, Maryland 21202

Re: Acquisition of Health Care Facilities:
(1) Western Maryland Regional Medical Center
12500 Willowbrook Road
Cumberland, Maryland 21502
(2) Western Maryland Health System Frostburg Nursing
and Rehabilitation Center
48 Tarn Terrace
Frostburg, Maryland 21532
(3) Western Maryland Health System Home Care
1050 West Industrial Boulevard, Suite 19
Cumberland, Maryland 21502
(4) Western Maryland Health System Hospice Services
1050 West Industrial Boulevard, Suite 19
Cumberland, Maryland 21502

Dear Mr. Sollins:

I write in response to your letter of December 16, 2019, notifying the Maryland Health Care Commission (MHCC) of the intent of University of Pittsburgh Medical Center (UPMC) to become the sole member of Western Maryland Health System (WMHS) through an integration and affiliation agreement. This acquisition of WMHS will constitute the acquisition of four Maryland “health care facilities,” as that term is defined in Maryland Certificate of Need Law. Those facilities are:

1. Western Maryland Regional Medical Center, a general hospital, which operates a special rehabilitation hospital on its campus;
2. Western Maryland Health System Frostburg Nursing and Rehabilitation Center (FNRC), a comprehensive care facility or nursing home;

3. Western Maryland Health System Home Care, a home health agency, authorized to serve patients in Allegany and Garrett Counties; and
4. Western Maryland Health System Hospice Services, a general hospice, authorized to serve patients in Allegany County.

Upon completion of the transaction, WMHS will do business as UPMC Western Maryland. Your letter states that the transaction will not result in any changes to the health care facilities or services provided by WMHS. You also indicate WMHS will retain all of its identifying corporate characteristics, including but not limited to its federal tax identification number, its various Medicare and other provider agreements, and its federal and state licenses. WMHS's existing subsidiaries will remain subsidiaries of WMHS following the closing of the transaction.

It is anticipated that the acquisition will be finalized on February 1, 2020. You have requested a determination as to whether a Certificate of Need (CON) is required for this transaction, or any of its subparts. While this notice was not provided by "the person acquiring the facility," your letter includes the information required in a notice of acquisition of a health care facility, as stated in COMAR 10.24.01.03A. Additionally, you have provided the information required under COMAR 10.24.20.04D with respect to the acquisition of FNRC. I have determined that a CON is not required for this transaction. This finding is valid for 180 days following the date of this letter. WMHS and UPMC will need to comply with the requirements of COMAR 10.24.01.03A(5)-(6) with respect to each of the facility acquisitions, as applicable. Those requirements are as follows:

"(5) If the acquisition is completed, both buyer and seller shall sign a notice of completion of acquisition and file it with the Commission within 15 days of the completion of the acquisition.¹

(6) Within 90 days of the completion of the acquisition, the buyer shall seek licensure or certification from the Office of Health Care Quality, as appropriate, or file a letter of intent under Regulation .02 of this chapter to relocate the health care facility."

Additionally, UPMC, as acknowledged in your letter, agrees to provide, for the four facilities being acquired, the information collected by MHCC, through annual surveys, to be completed by hospitals, nursing homes, home health agencies, and general hospices.

Should you have any questions concerning this determination, please contact Kevin McDonald, Chief, CON Division, at 410-764-5982 or Suellen Wideman, Assistant Attorney General, at 410-764-3326.

¹ WMHS and UPMC should send a copy of the notice of completion to the Office of Health Care Quality of the Maryland Department of Health (MDH). *Failure to document completion of this sale by the end of the 180-day period will require a new determination of coverage.*

Howard L. Sollins, Esquire

January 29, 2020

Page 3

Sincerely,

A handwritten signature in black ink that reads "Ben Steffen". The signature is written in a cursive, slightly slanted style.

Ben Steffen,
Executive Director

cc: Matthew Gilmore, Esquire, WMHS
Stephen Nimmo, Esquire, UPMC
James Buck, Esquire
Jenelle P. Mayer, Health Officer, Allegany County
Robert T. Stephens, Health Officer, Garrett County
Katie Wunderlich, Executive Director, Health Services Cost Review Commission
Patricia Nay, M.D., Director, Office of Health Care Quality, MDH
Kevin McDonald, Chief, Certificate of Need, MHCC
Suellen Wideman, Assistant Attorney General, MHCC

BAKER DONELSON

100 LIGHT STREET • BALTIMORE, MARYLAND 21202 • 410.685.1120 • bakerdonelson.com

HOWARD L. SOLLINS, SHAREHOLDER

Direct Dial: 410.862.1101

Direct Fax: 443.263.7569

E-Mail Address: hsollins@bakerdonelson.com

December 16, 2019

VIA U.S. MAIL AND E-MAIL

Kevin McDonald, Chief
Certificate of Need
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, Maryland 21215-2299

Re: **Request for Determination of CON Exemption for Acquisition of:**
Western Maryland Regional Medical Center
Western Maryland Health System Hospice Services
Western Maryland Health System Home Care
Western Maryland Health System Frostburg Nursing and
Rehabilitation Center

Dear Mr. McDonald:

On behalf of the University of Pittsburgh Medical Center ("UPMC") we are hereby providing the required thirty (30) day notice necessary to obtain a determination of non-coverage from certificate of need ("CON") requirements regarding the acquisition and affiliation (the "Affiliation Transaction") of health care facilities¹ of the Western Maryland Health System Corporation d/b/a Western Maryland Health System ("WMHS") (the "WMHS Facilities"). The Affiliation Transaction will be accomplished by UPMC becoming the sole member of the existing WMHS, which provides a range of services including those provided by the WMHS Facilities subject to the CON laws under the Maryland Health Care Commission's ("MHCC" or "Commission") jurisdiction. They include: (1) the Western Maryland Regional Medical Center ("WMRMC"), licensed as both an Acute General Hospital and Special Hospital-Rehabilitation located at 12500 Willowbrook Road in Cumberland Maryland 21502; (2) Western Maryland Health System Hospice Services ("WMHS Hospice"), a hospice agency providing home-based and general inpatient hospice services, located at 1050 West Industrial Boulevard, Suite 19, Cumberland, Maryland 21502; (3) Western Maryland Health System Home Care ("WMHS Home Care"), a home health agency

¹ The term health care facilities refers to those defined under COMAR 10.04.01.01B(12).

located at 1050 West Industrial Boulevard, Suite 19, Cumberland, Maryland 21502 and (4) the Western Maryland Health System Frostburg Nursing and Rehabilitation Center ("Frostburg NRC"). The Affiliation Transaction is planned to close on February 1, 2020. After the Affiliation Transaction, WMHS' name will become UPMC Western Maryland.

Attached as Exhibit 1 is a 20-page organization chart for UPMC, prepared for submission to the MHCC. Upon closing on the Affiliation Transaction, UPMC Western Maryland will appear among the top-level UPMC affiliates on the first page of the organization chart. At the closing, the WMHS Facilities will remain providers or subsidiaries under WMHS. Exhibits 2 and 3 provide the organization charts for WMHS both "Before" and "After" the Affiliation Transaction, respectively.

Also attached as Exhibit 4 is a detailed description of UPMC and its affiliates and operations, including lists of providers that are comparable to the WMHS Facilities.

UPMC and WMHS are entering into an Integration and Affiliation Agreement that outlines the terms of the Affiliation Transaction (the "Affiliation Agreement"). The Affiliation Agreement contains a number of material conditions to closing, including *inter alia* requirements that all regulatory approvals required for completion of the Affiliation Transaction have been received. The following paragraphs provide background on WMHS and UPMC and generally describe the Affiliation Transaction as contemplated by the Affiliation Agreement.

- (1) WMHS, an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code ("IRC"), is a Maryland non-profit, non-stock corporation with its primary offices located at 12500 Willowbrook Road, Cumberland, Maryland 21502. Either directly or through affiliates WMHS currently provides acute general hospital and acute rehabilitation hospital services as well as other non-acute care services including, without limitation, a nursing home/comprehensive care facility, a hospice, a home health agency, dialysis services, physician and other community-based services.
- (2) UPMC is an organization exempt from federal income taxation under Section 501(a) of the IRC, as an organization described in Section 501(c)(3) of the IRC, and is a Pennsylvania non-profit, non-stock corporation with its primary offices located at 200 Lothrop Street, Pittsburgh, Pennsylvania 15213. UPMC is governed by its Board of Directors and serves as the parent corporation of an academic medical center that includes acute care

and specialty hospitals, physician practice corporations, post-acute and community-based services, and various other business components.

- (3) Pursuant to the Affiliation Agreement, WMHS will become a subsidiary of UPMC via a change of control. Amended and Restated Articles of Incorporation will be filed with the Maryland Department of State and amended Bylaws will be adopted for WMHS naming UPMC as WMHS' sole member.
- (4) Except for the change in its corporate name. WMHS will retain all of its identifying corporate characteristics, including but not limited to its federal tax identification number, its various Medicare and other provider agreements, and its federal and state licenses. It is currently contemplated that WMHS's existing subsidiaries will remain subsidiaries of WMHS immediately following the closing of the transaction.
- (5) Following the Affiliation Transaction, WMHS will be governed by its Board of Directors, subject to certain reserved powers of UPMC as its sole member. Two-thirds of UPMC Western Maryland's Board of Directors will be appointed by the current members of WMHS's Board (the "WMHS Designees") and the remaining one-third will be appointed by UPMC. The WMHS Designees will be self-perpetuating for a period of at least eight years after the effective date of the Affiliation Transaction.
- (6) There is no purchase price. In addition to governance-related provisions, the Affiliation Transaction documents include commitments by UPMC related to financial support, preservation of the mission of WMHS, maintenance and enhancement of WMHS's programs and services, and leveraging UPMC's administrative and information technology infrastructure, as well as other resources and expertise, in pursuit of the delivery of high value care in WMHS' service area.

The following information is provided in response to specific regulatory requirements governing acquisitions of health care facilities as identified in COMAR 10.24.01.03(A)(1) (the "General CON Regulations"), and in applicable chapters of the State Health Plan:

Western Maryland Regional Medical Center

(a) **The health care services provided by the facility:** WMRMC will continue to offer acute general hospital and acute rehabilitation hospital services² in a hospital certified for both Medicare and Medicaid purposes.

(b) **Bed capacity:** WMRMC will be licensed for all 191 acute general hospital beds and 13 special hospital-rehabilitation beds for which it is currently licensed.

(c) **Complete data on facility admissions or visits for the prior calendar year:** During calendar year 2018, there were 10,927 acute general hospital admissions to WMRMC, and 333 acute rehabilitation hospital admissions.

(d) **Gross operating revenue generated during the last fiscal year:** During the last fiscal year, 2019, the gross operating revenue generated by WMRMC was \$423,242,966, including \$6,521,084 for the rehabilitation hospital services.

Western Maryland Health System Home Care

(a) **The health care services provided by the facility:** WMHS Home Care will continue to offer home health services under its license and Medicare and Medicaid certification as a home health agency.

(b) **Bed capacity:** Not applicable.

(c) **Complete data on facility admissions or visits for the prior calendar year:** During calendar year 2018, there were 2,154 admissions to WMHS Home Care.

(d) **Gross operating revenue generated during the last fiscal year:** During the last fiscal year, 2019, the gross operating revenue generated by WMHS Home Care was \$5,128,144.

(e) **Authorized Jurisdictions.** Under the General CON Regulations at COMAR 10.24.01.03A(2), language has not yet been removed pertaining to home health agency acquisitions to conform to more recently adopted regulations embodied in the Home Health Agency Services Chapter (COMAR 10.24.16) (the "HHA Chapter") of the State Health Plan ("SHP"). That section of the General CON Regulations provides: "In

² The acute general hospital beds and special hospital rehabilitation beds are demarcated on the hospital license.

an acquisition of a home health agency, the purchaser may only acquire the authority to offer home health agency services in jurisdictions in which Commission records show that the facility being acquired either provided that service during fiscal year 2001, or was granted a Certificate of Need after that date." Attached as Exhibit 5 is a May 5, 2010 letter from the Maryland Health Care Commission confirming WMHS Home Care has been authorized to provide services in both Allegany and Garrett Counties. WMHS and its antecedent health systems have been providing home health services since 1969. This has continued in these counties including during 2001.

Additional disclosure requirements incident to the acquisition of a home health agency are identified in the HHA Chapter of the SHP. The following information is provided in response to those requirements.

A. Acquisition of Authority to Serve Jurisdictions.

(1) UPMC will be serving Allegany and Garrett Counties, which are the jurisdictions that WMHS is currently authorized to serve.

(2) There is a provision in the HHA Chapter applicable to hospital-based home health agencies. It defines a hospital-based home health agency to mean a home health agency directly operated as a department of a hospital whose cost report data is included as part of a hospital's overall cost report. We are advised that WMHS Home Care is not operated as a department of the hospital and is not included on the WMHC hospital overall cost report.

B. Persons Who May Acquire a HHA.

UPMC is not an entity with an owner or member of senior management or an owner or member of senior management of a related or affiliated entity who has been convicted of a felony or crime or pleaded guilty, nolo contendere, entered a best interests plea of guilty, or received a diversionary disposition regarding a felony or crime within the last ten years.

C. Commitment to Serve All Payor Types and the Uninsured.

UPMC commits to serving Medicare, Medicaid, commercial, self-pay and uninsured clients, as well as to providing charitable services and reduced charge services for indigent and low income clients.

D. Acquisition of the Entire HHA.

UPMC is acquiring WMHS Home Care in its entirety.

E. Acquisition of an HHA with Ongoing CON Conditions.

We are advised there are no ongoing CON conditions applicable to WMHS Home Care.

F. Information Required to Obtain a Determination of Coverage for an HHA Acquisition.

(1) UPMC affirms that it will provide, at a minimum, the services historically provided by the HHA being acquired.

(2) Information and Disclosures Required.

(i) Corporate structure and affiliations of the purchaser: Exhibit 1 provides a UPMC organization chart for the MHCC. Exhibit 4 includes a list of UPMC home health agencies.

(ii) Purchase price: N/A as noted above.

(iii) Source of funds: N/A

(3) Neither UPMC nor any of its principals, a related entity, or a principal of a related entity have pled guilty to, been convicted of, or received a diversionary disposition for a felony within the last ten years.

(4) Neither UPMC nor any of its principals, a related entity, or a principal of a related entity have pled guilty to, been convicted of, or received a diversionary disposition for a felony involving Medicare or Medicaid fraud or abuse within the last ten years.

(5) UPMC agrees to maintain Medicare and Medicaid certification.

(6) UPMC is maintaining the seller's Medicare provider agreement.

(7) UPMC does not provide home health services in Maryland. UPMC provides home health services in Pennsylvania through multiple entities identified on

the attached UPMC organization chart. Exhibit 4 includes a list of these UPMC home health agencies.

(8) UPMC and WMHS will collaborate in providing a full 12-months of data to the Commission's Annual HHA Survey for the reporting year in which the acquisition occurs, and to participate in the Annual HHA Survey going forward. Note that under the Affiliation Transaction WMHS Home Care will continue to provide services without interruption so that there will be continuity of data.

In response to the HHA Chapter, UPMC is disclosing two instances in which a UPMC home health agency was cited by the Pennsylvania Department of Health for condition level deficiencies during the most recent two survey cycles and is providing documentation of compliance with the applicable plan of correction.

On March 20, 2017, Jefferson Regional Home Health, now UPMC Home Healthcare, was cited for a condition level deficiency at G202 relating to competency evaluation and training of one nursing aide which the home health agency had not been permitted to conduct. Attached as Exhibit 6 is documentation that compliance with the applicable plan of correction was demonstrated during a May 3, 2017 revisit.

On June 15, 2016, another UPMC Home Health Agency, Visiting Nursing Association of Venango County was cited for a condition-level deficiency at G122 for failure to ensure that services furnished down to the patient care level were clearly set forth in writing and that supervisory services were properly delegated and remotely monitored. Attached as Exhibit 7 is documentation that compliance with the applicable plan of correction was demonstrated during a July 24, 2017 revisit.

Also attached as Exhibit 8 is the Commission's required form regarding transfer of HHA ownership interests which summarizes this information regarding Western Maryland Health System Home Care.

Western Maryland Health System Hospice Services

(a) **The health care services provided by the facility:** WMHS Hospice will continue to offer home-based and general inpatient hospice services in a facility certified for both Medicare and Medicaid purposes in Allegany County, the jurisdiction in which WMHS Hospice is licensed to provide such services. WMHS' inpatient hospice services are provided only in WMHS affiliates, including WMRMC and Frostburg NRC.

(b) **Bed capacity:** Not applicable.

(c) **Complete data on facility admissions or visits for the prior calendar year:** During calendar year 2018, there were 261 admissions to WMHS Hospice.

(d) **Gross operating revenue generated during the last fiscal year:** During the last fiscal year, 2019, the gross operating revenue generated by WMHS Hospice was \$1,674,143.

Western Maryland Health System Frostburg Nursing and Rehabilitation Center

Frostburg NRC is a Maryland comprehensive care facility (the “CCF”), located at 48 Tarn Terrace in Frostburg, Maryland 21532. WMHS owns the land, building and related assets, including the CON “bed rights.”

UPMC understands that a transaction between WMHS and an unrelated entity is pending for the sale of the CCF that is expected to close on or before the Affiliation Transaction. However, UPMC cannot be certain that such a transaction will occur on or before the Affiliation Transaction closing date. Thus, out of an abundance of caution, and assuming that WMHS does not sell the CCF prior to the Affiliation Transaction, UPMC is submitting information related to its potential acquisition of the CCF as of February 1, 2020.

(a) **The health care services provided by the facility:** The CCF will continue to offer comprehensive care services in a facility certified for both Medicare and Medicaid purposes. The CCF will be operated as Frostburg NRC as previously authorized with no planned changes in the staffing, services or bed complement.

(b) **Bed capacity:** The CCF will be licensed for all 88 beds for which it is currently licensed.

(c) **Complete data on facility admissions or visits for the prior calendar year:** During calendar year 2018, there were 71 admissions to the CCF.

(d) **Gross operating revenue generated during the last fiscal year:** During the last fiscal year, 2019, the gross operating revenue generated by the CCF was \$6,707,201.

Additional disclosure requirements incident to purchase of a comprehensive care facility are identified in the Nursing Home Services section of the State Health Plan in COMAR 10.24.20.04D. The following information is provided in response to those requirements:

(1) Notice of Acquisition.

(a) **The identity of each person with an ownership interest in the acquiring entity or a related or affiliated entity.** The attached organization chart at Exhibit 1 identifies UPMC's ownership and its affiliates.

(b) **The percentage of ownership interest of each such person.** UPMC will own 100% of WMHS and WMHS will, in turn, operate the CCF.

(c) **The history of each such person's experience in ownership or operation of health care facilities.** Exhibit 4 describes UPMC's ownership and operation of health care facilities.

(2) Information and Disclosures Required.

(a) UPMC affirms that the services provided will not change as a result of the proposed acquisition;

(b) UPMC affirms that the commitment to Medicaid participation will not change as a result of the proposed acquisition, and provides the following required information on corporate structure and affiliations of the purchaser, purchase price, and source of funds:

(i) Corporate structure and affiliations of the purchaser: These are disclosed in the organization chart at Exhibit 1 and the narrative, detailed overview of UPMC at Exhibit 4.

(ii) Purchase price: N/A as described above.

(iii) Source of funds: N/A.

(c) Ownership and control of comprehensive care facility beds:

UPMC does not presently own or control any CCF beds in Maryland. WMHS owns the 88 beds of Frostburg NRC, which represents 9.7% of the 908 beds in

Allegany County, and .02% of the 4,366 beds in the Western Maryland region. Following the Affiliation Transaction, and assuming the CCF is not sold to a third party prior to the Affiliation Transaction, UPMC will have the same ownership interests in the CCF presently held by WMHS. These calculations are based upon the Commission's September 27, 2019 publication in the Maryland Register entitled Gross, Net and Effective Bed Need Projections for Comprehensive Care Facility or Nursing Home Beds, Target Year 2022, which includes an inventory of licensed beds, temporarily delicensed beds, CON approved beds, and waiver beds.

(d) UPMC affirms under penalties of perjury, that within the last ten years no owner or former owner, or member of senior management or management organization, or a current or former owner or senior manager of any related or affiliated entity has been convicted of felony or crime, or pleaded guilty, nolo contendere, entered a best interest plea of guilty, received a diversionary disposition regarding a felony or crime, and that the applicant or a related or affiliated entity has not paid a civil penalty in excess of \$10 million dollars that relates to the ownership or management of a health care facility.

While UPMC has not engaged in any conduct resulting in a CMP at this level, UPMC has determined to disclose one particular matter. In 2010, Hamot Medical Center of the City of Erie, then unrelated to UPMC, was the subject of a civil complaint in the US District Court of Pennsylvania, Western Division Civil Action No. 10-cv-245. It alleged various violations of law against the hospital and with a private physician practice. The US Department of Justice ("US DOJ") was approached by a qui tam Relator and the US DOJ declined to intervene and pursue the case. As is permitted by applicable law, the Relator continued to pursue the matter. Various proceedings and motions occurred and ultimately the case was settled in March, 2018. The US DOJ and federal Office Inspector General of the US Department of Health and Human Services did become parties to the settlement. UPMC, the entity acquiring WMHS was not alleged to have engaged in the disputed conduct. By the time of the settlement, UPMC had acquired Hamot hospital and it had become UPMC Hamot. To settle the case, both UPMC Hamot and the physician group agreed to be jointly responsible for a \$20,750,000 and were released from liability. UPMC was not a Defendant, was not a party to the settlement and did not sign the settlement agreement. While we do not believe the provision in the applicable SHP chapter applies to the situation, we disclose it to avoid any confusion about the matter.

(3) Disqualification for Acquisition. Not applicable.

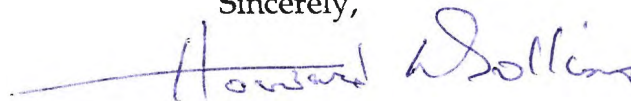
Also attached as Exhibit 9 is the Commission's required form regarding transfer of CCF ownership interests which summarizes this information regarding Frostburg NRC.

The Commission's regulations provide for non-coverage from CON requirements for acquisition of existing health care facilities or services. This letter provides the notice of the acquisition to satisfy applicable regulatory requirements. We therefore request a written determination of non-coverage from CON review for acquisition of the health care facilities discussed above.

Please advise us if any further information is required.

Thank you for your assistance.

Sincerely,

A handwritten signature in blue ink, appearing to read "Howard L. Sollins", is written over a horizontal line.

Howard L. Sollins

Enclosure

cc: Matthew Gilmore, Esq., WMHS
James Buck, Esq.
Stephen Nimmo, Esq., UPMC
Jenelle Mayer, MPH, Health Officer, Allegany County
Robert Stephens, MS, Health Officer, Garrett County
Tricia Nay, M.D., Director, Office of Health Care Quality, MDH
Suellen Wideman, Asst. Attorney General, MHCC
Jane Sacco, MDH
Marquis Finch, MDH
Ms. Ruby Potter, MHCC

List of Exhibits

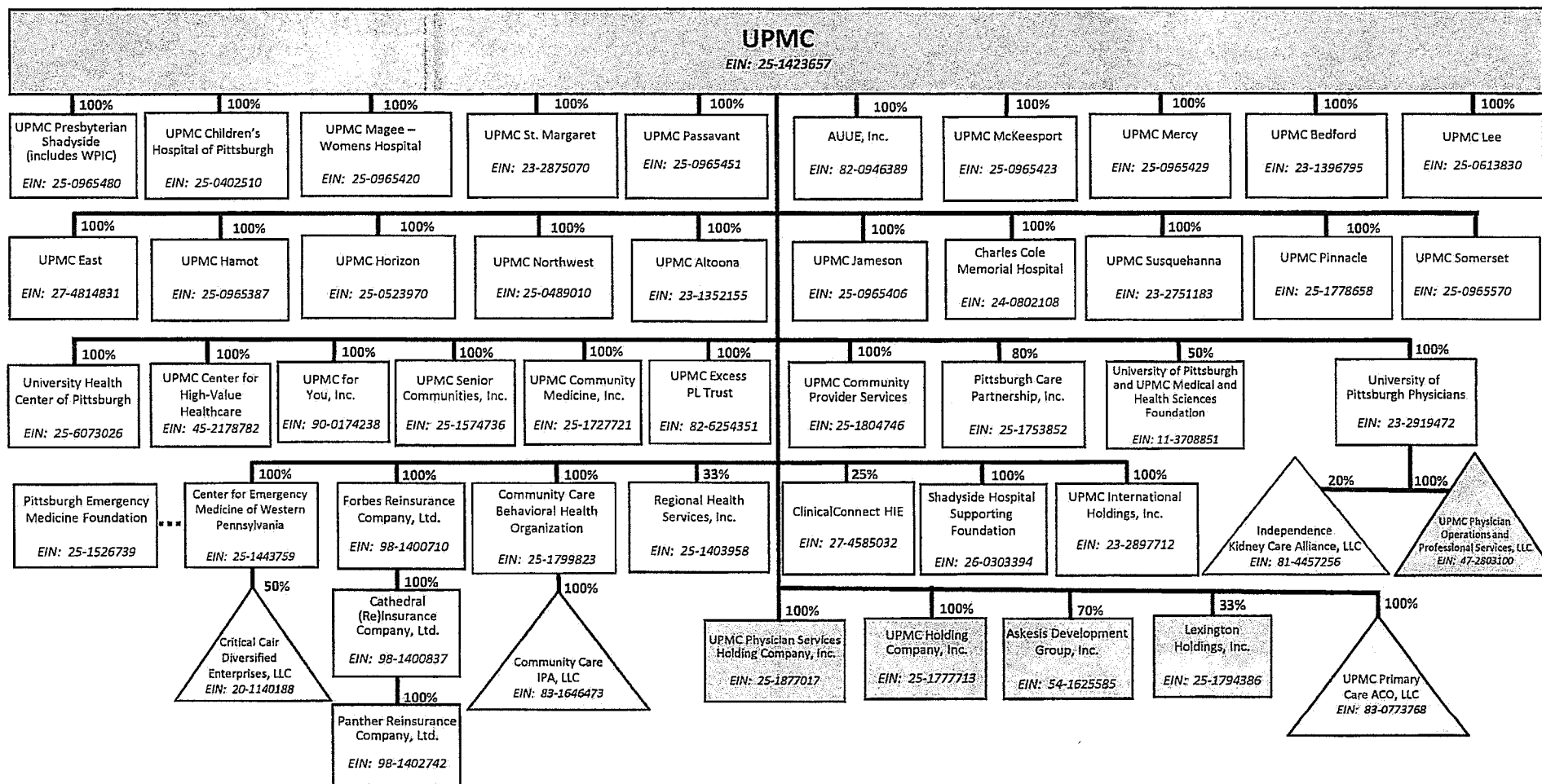
1. UPMC Organizational Structure as of 6/30/19
2. WMHS “Before” Organizational Chart
3. WMHS “After” Organizational Chart
4. Description of UPMC and Its Affiliates, Operations and Providers
5. Commission Confirmation of Western Maryland Health Systems Home Care Authorized Service Area
6. UPMC Home Healthcare/Jefferson Regional Home Health: Confirmation of Compliance with Plan of Correction
7. Visiting Nurse Association of Venango County: Confirmation of Compliance with Plan of Correction
8. Notice of Acquisition/Transfer of Ownership Interest of a Home Health Agency
9. Notice of Acquisition/Transfer of Ownership Interest of a Comprehensive Care Facility (*i.e.*, Nursing Home)

EXHIBIT 1

UPMC | University of Pittsburgh Medical Center

Legal Organizational Structure as of 6/30/19

For Submission to the Maryland Health Care Commission

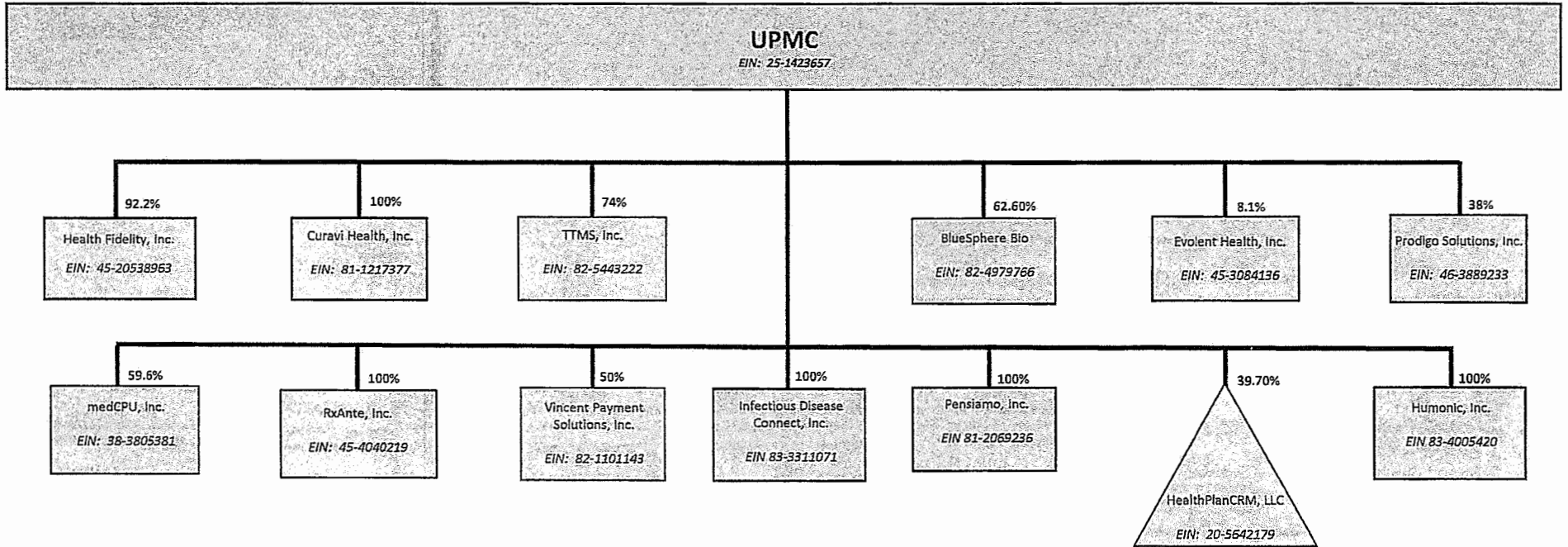


Corporation



Partnership or Limited Liability Company

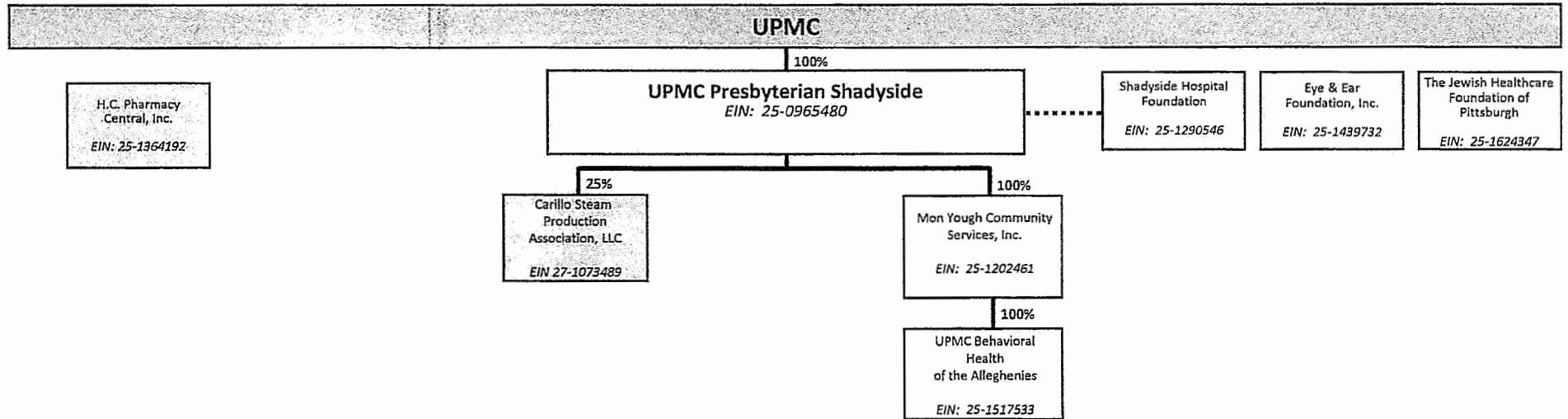
UPMC | University of Pittsburgh Medical Center
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



UPMC Presbyterian Shadyside

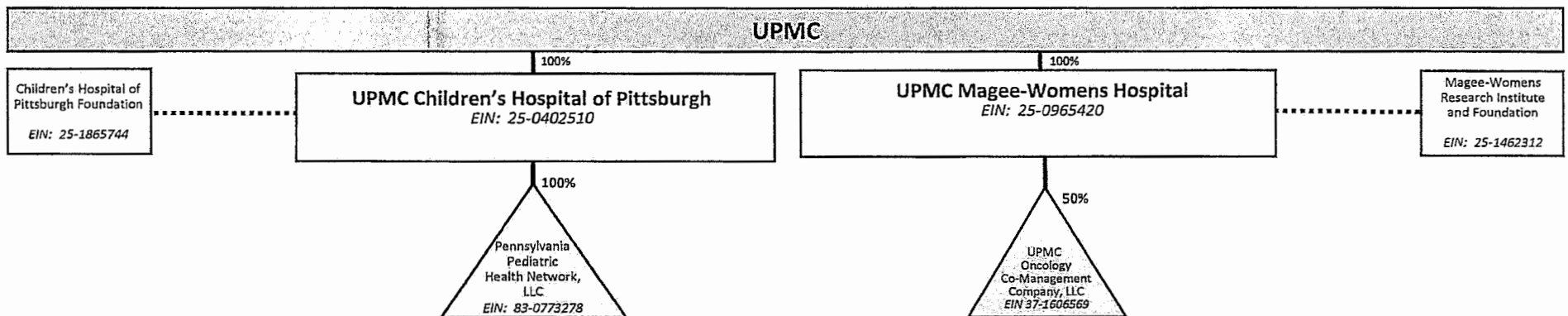
Legal Organizational Structure as of 6/30/19

For Submission to the Maryland Health Care Commission



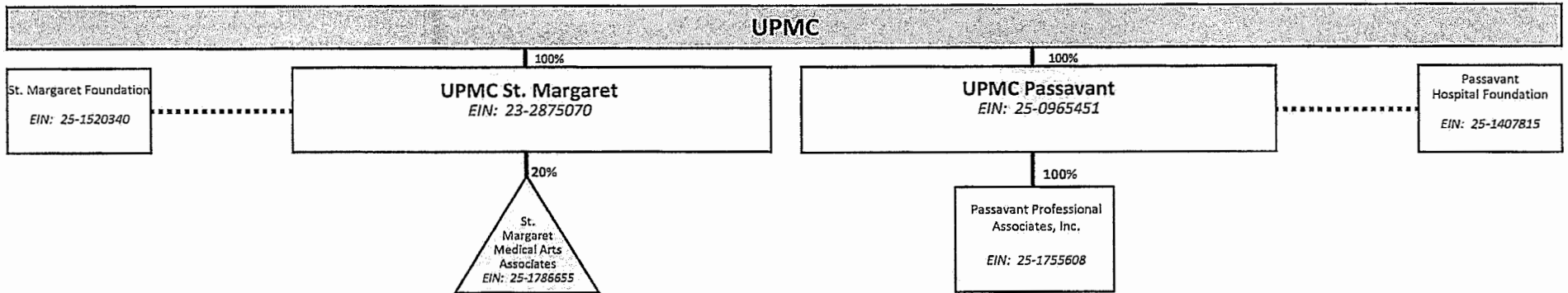
Children's Hospital of Pittsburgh of UPMC & Magee-Womens Hospital of UPMC

Legal Organizational Structure as of 6/30/19

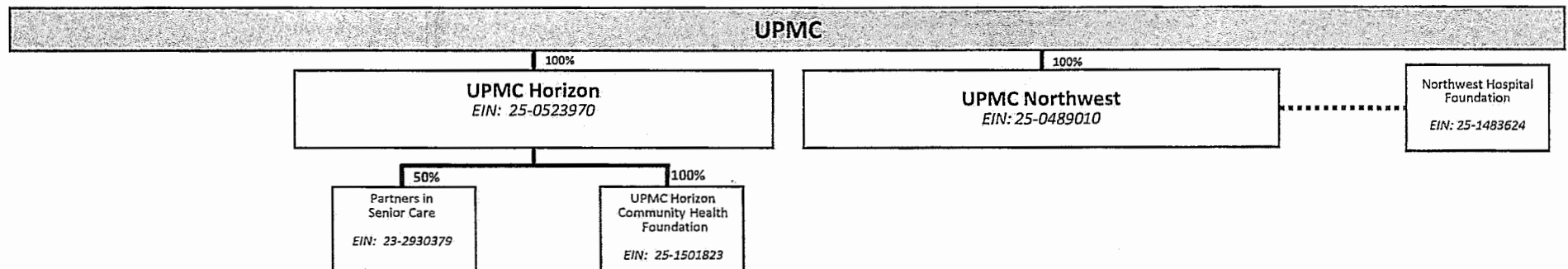


UPMC St. Margaret & UPMC Passavant Legal Organizational Structure as of 6/30/19

For Submission to the Maryland Health Care Commission

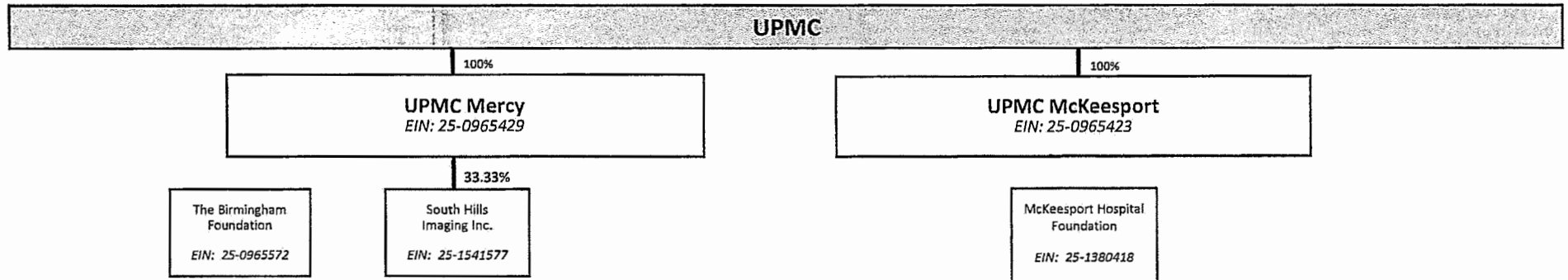


UPMC Horizon & UPMC Northwest Legal Organizational Structure as of 6/30/19



UPMC Mercy & UPMC McKeesport
Legal Organizational Structure as of 6/30/19

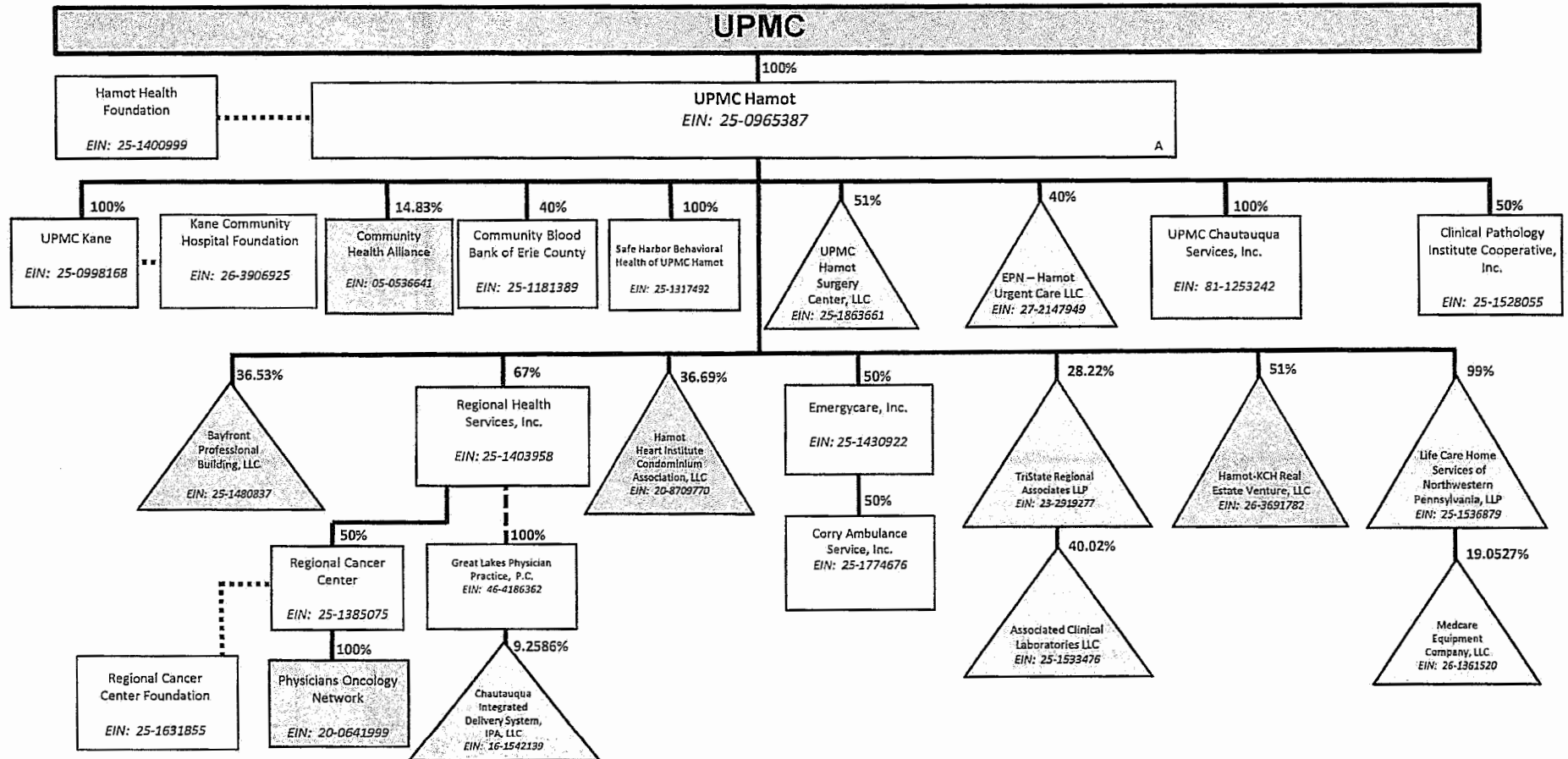
For Submission to the Maryland Health Care Commission



UPMC Hamot

Legal Organizational Structure as of 6/30/19

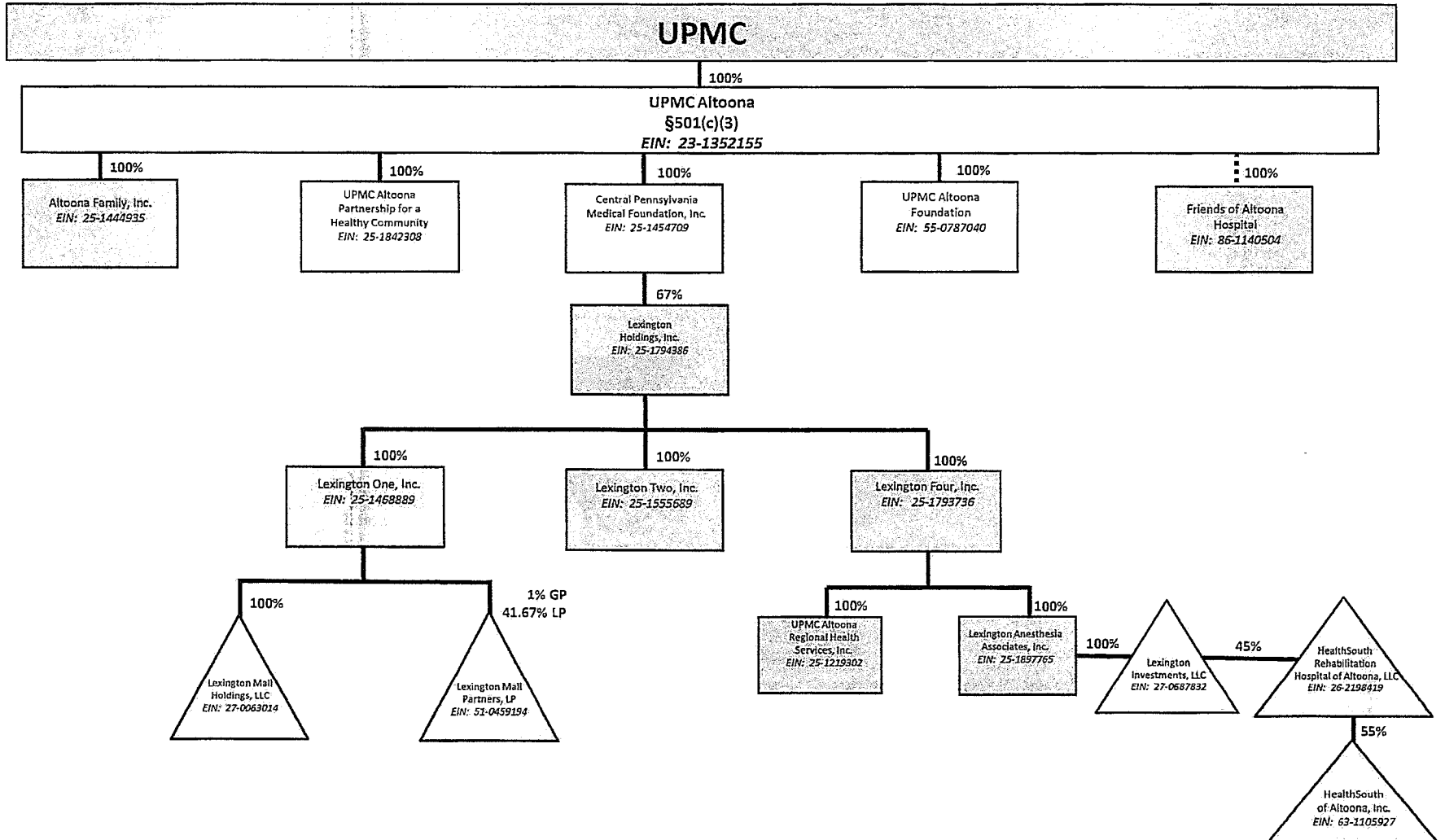
For Submission to the Maryland Health Care Commission



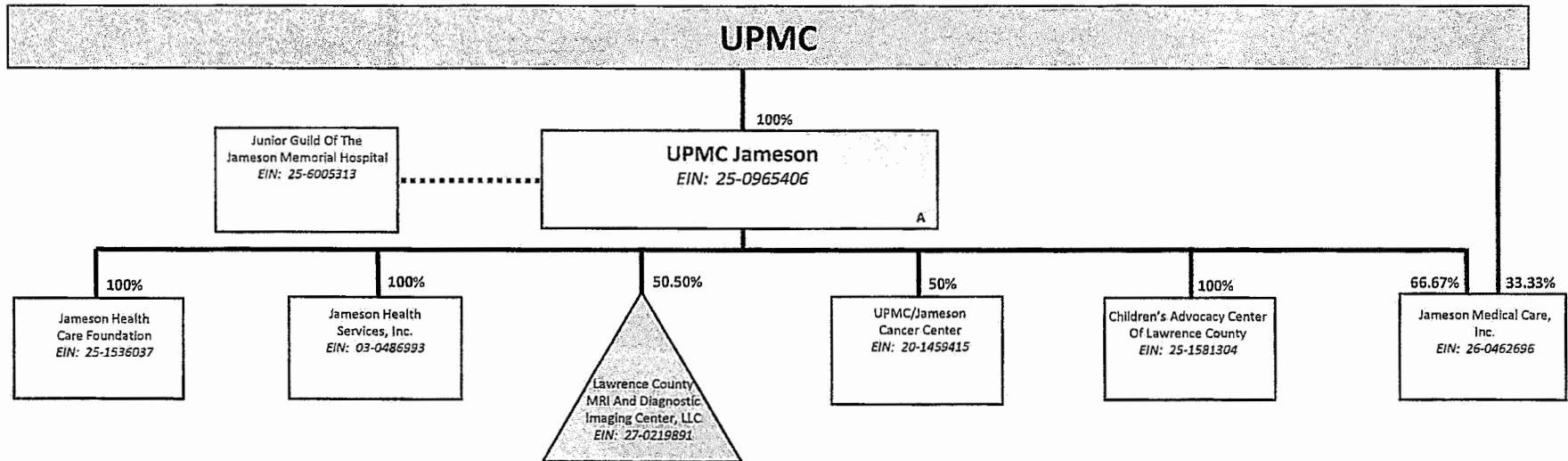
UPMC Altoona

Legal Organizational Structure as of 6/30/19

For Submission to the Maryland Health Care Commission



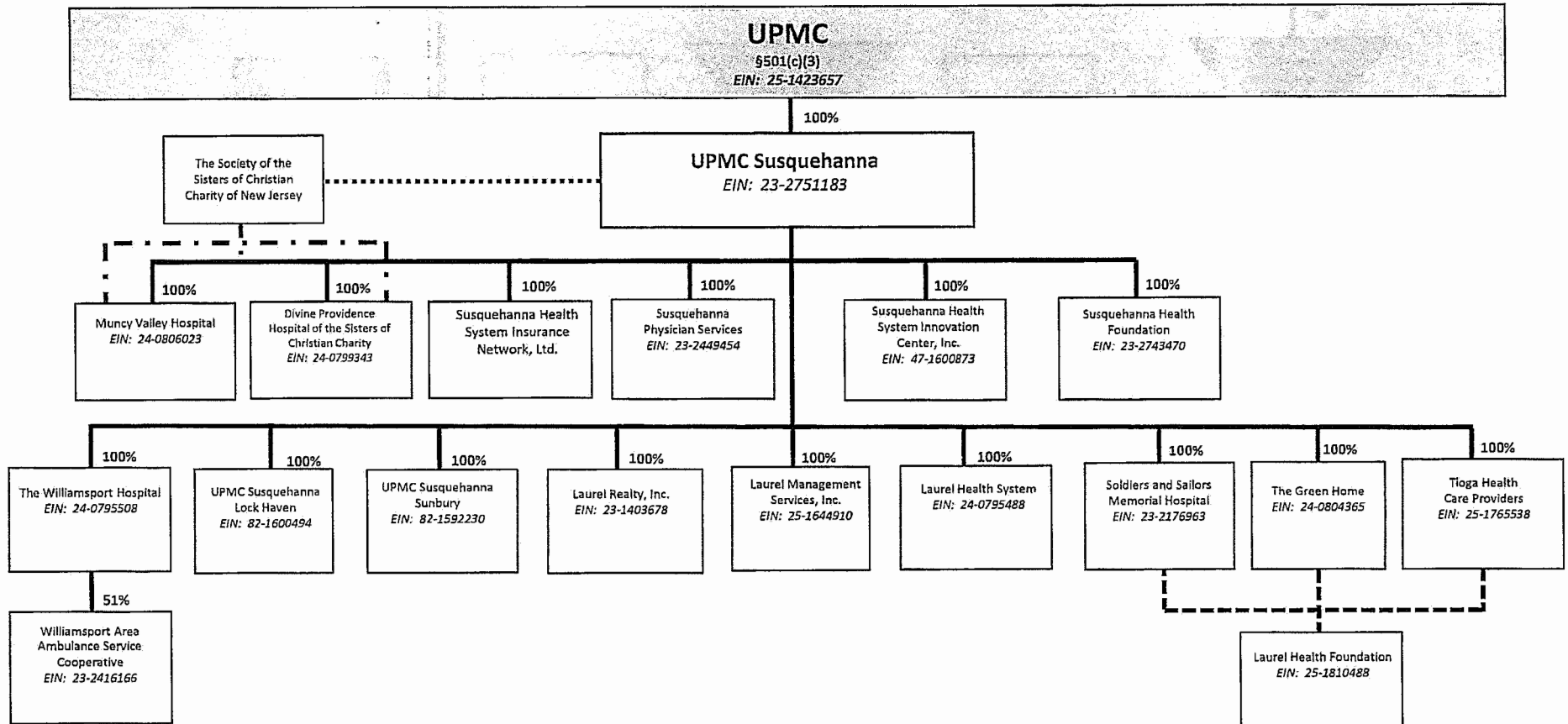
UPMC Jameson
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



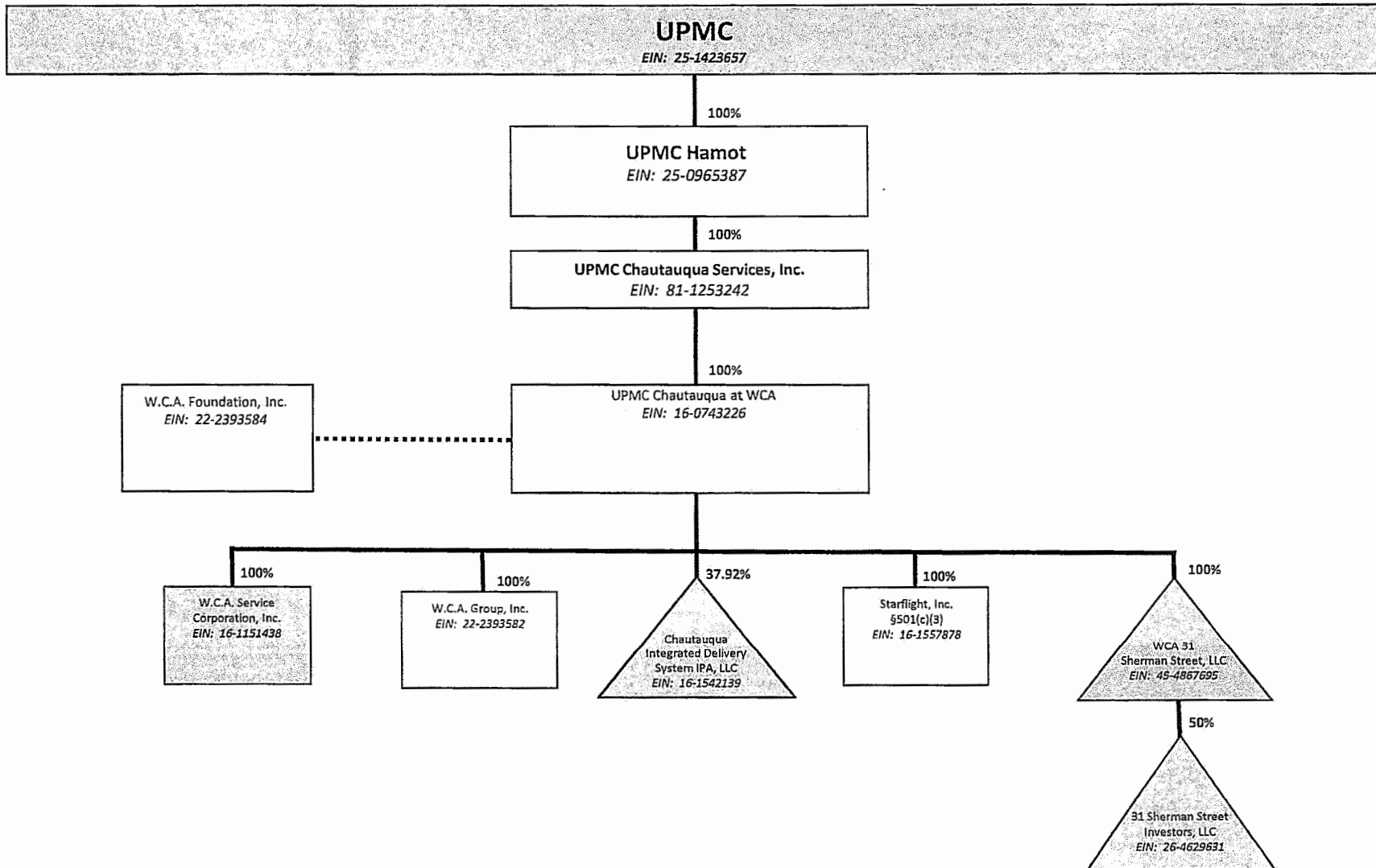
UPMC Susquehanna

Legal Organizational Structure as of 6/30/19

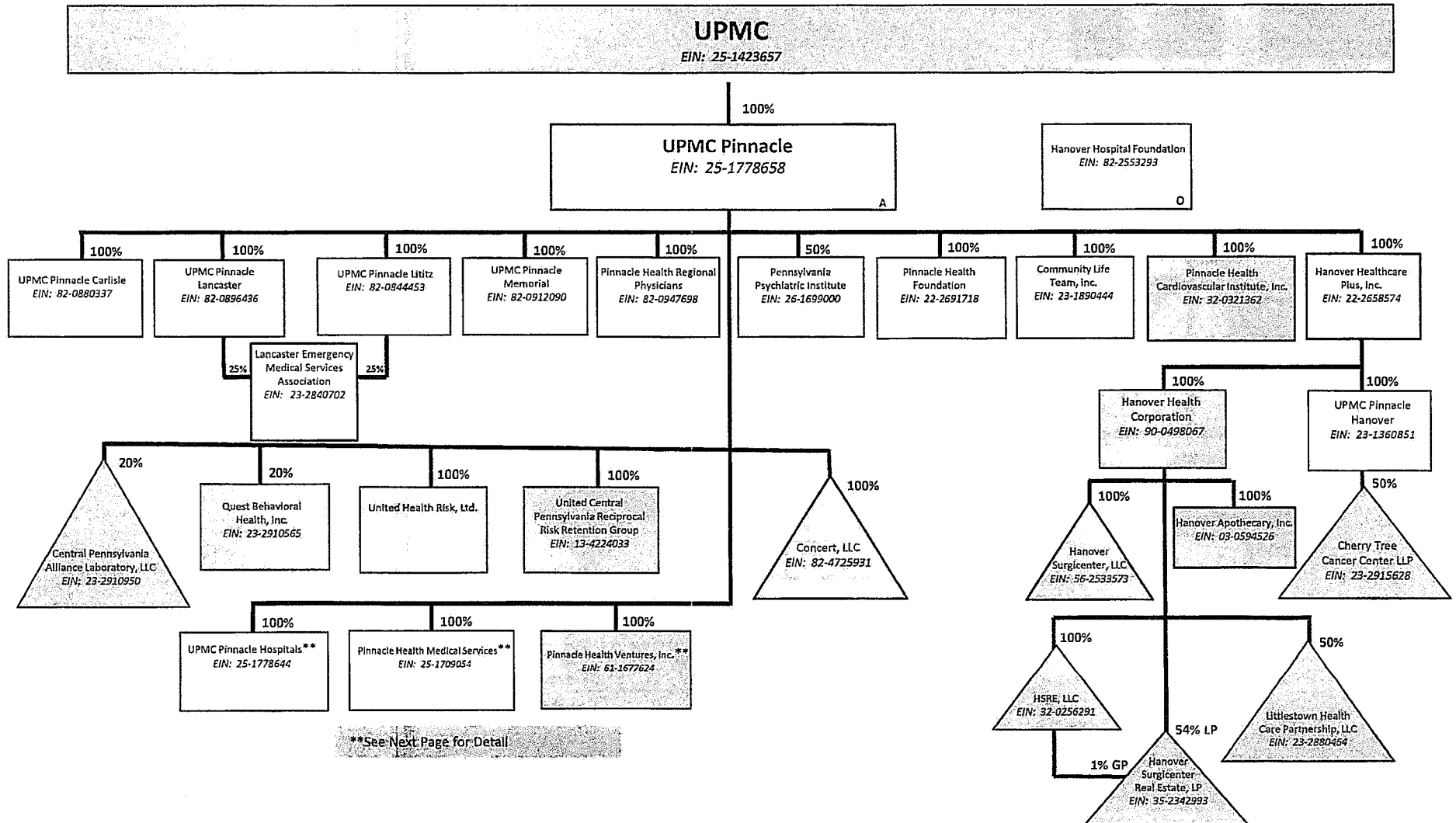
For Submission to the Maryland Health Care Commission



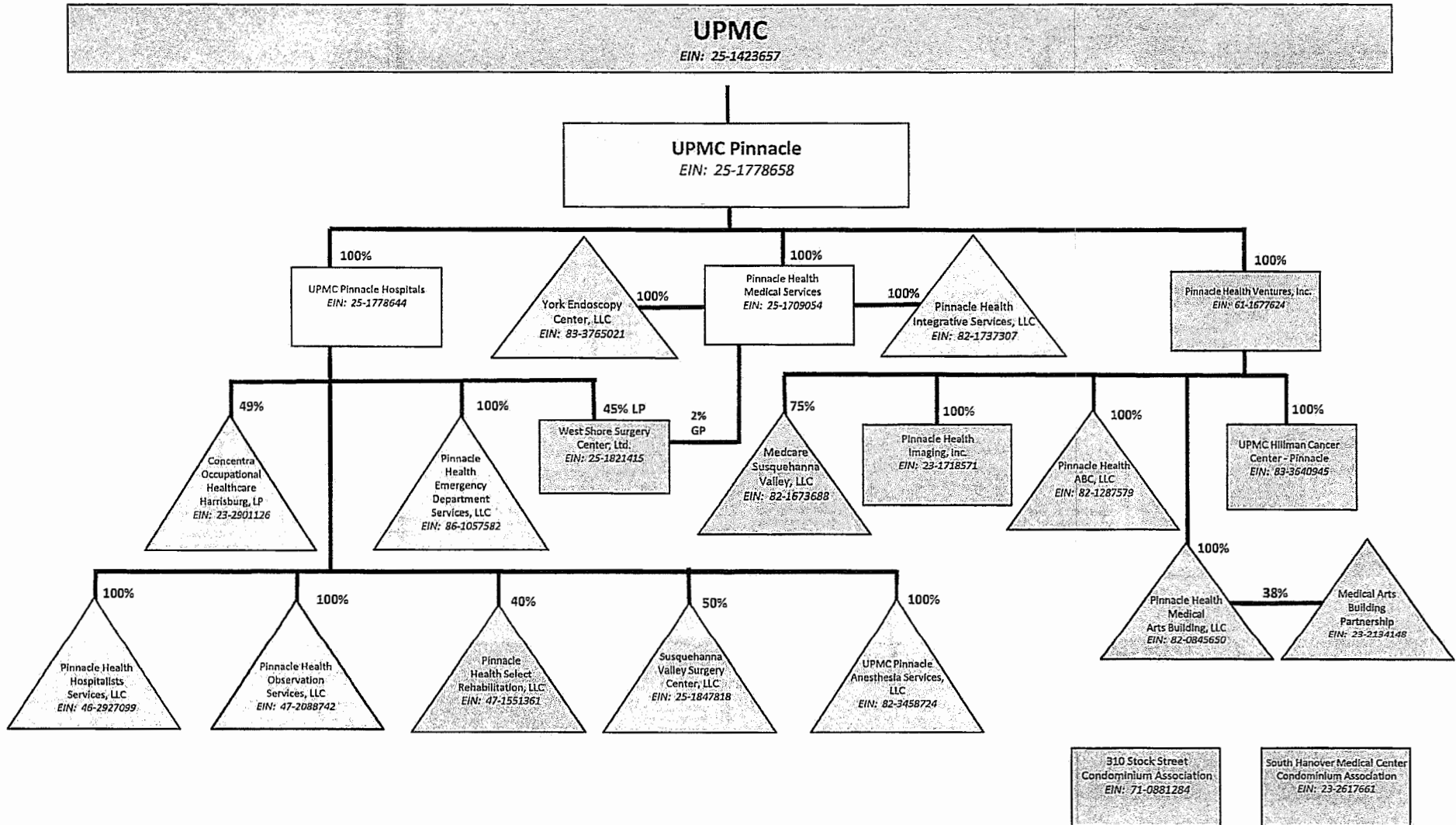
UPMC Chautauqua at WCA
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



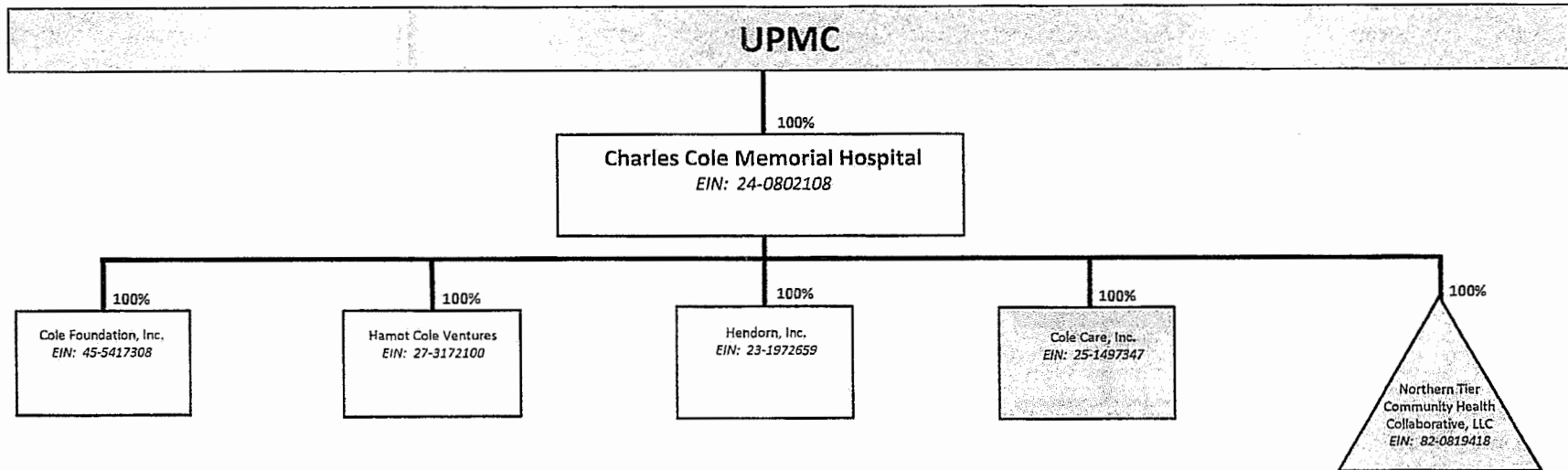
UPMC Pinnacle
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



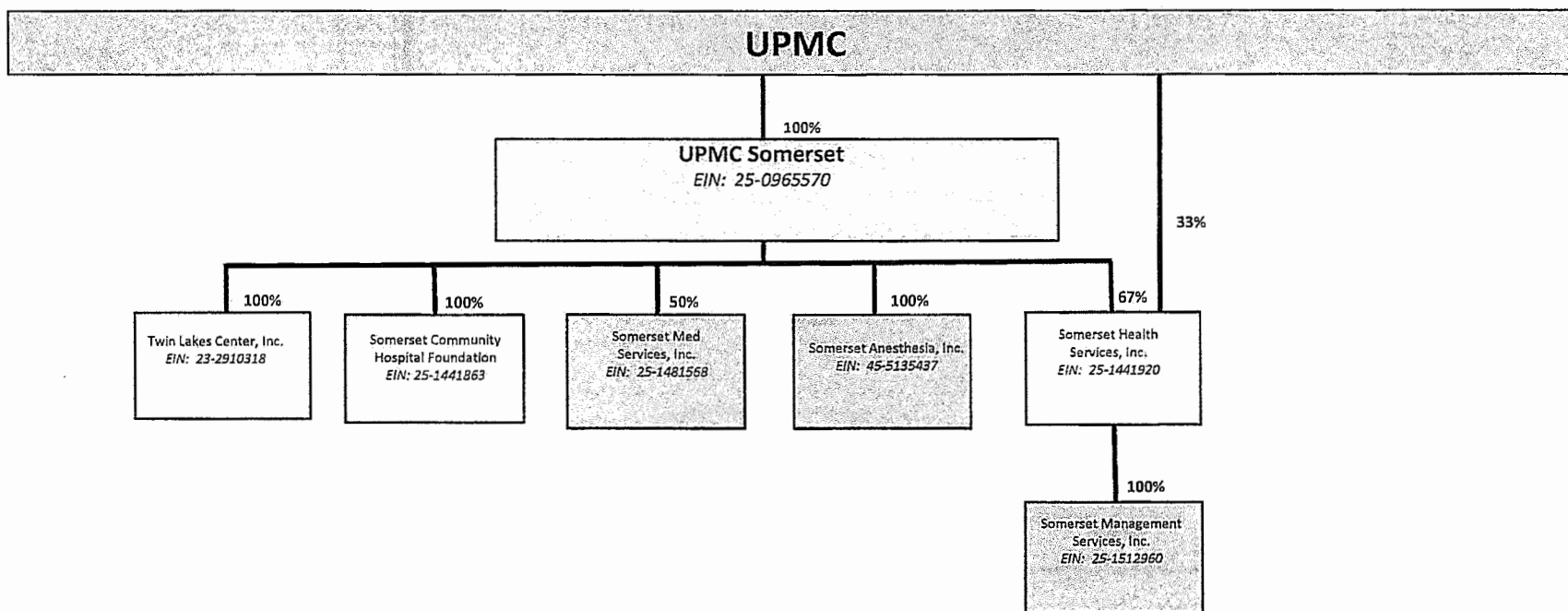
UPMC Pinnacle
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



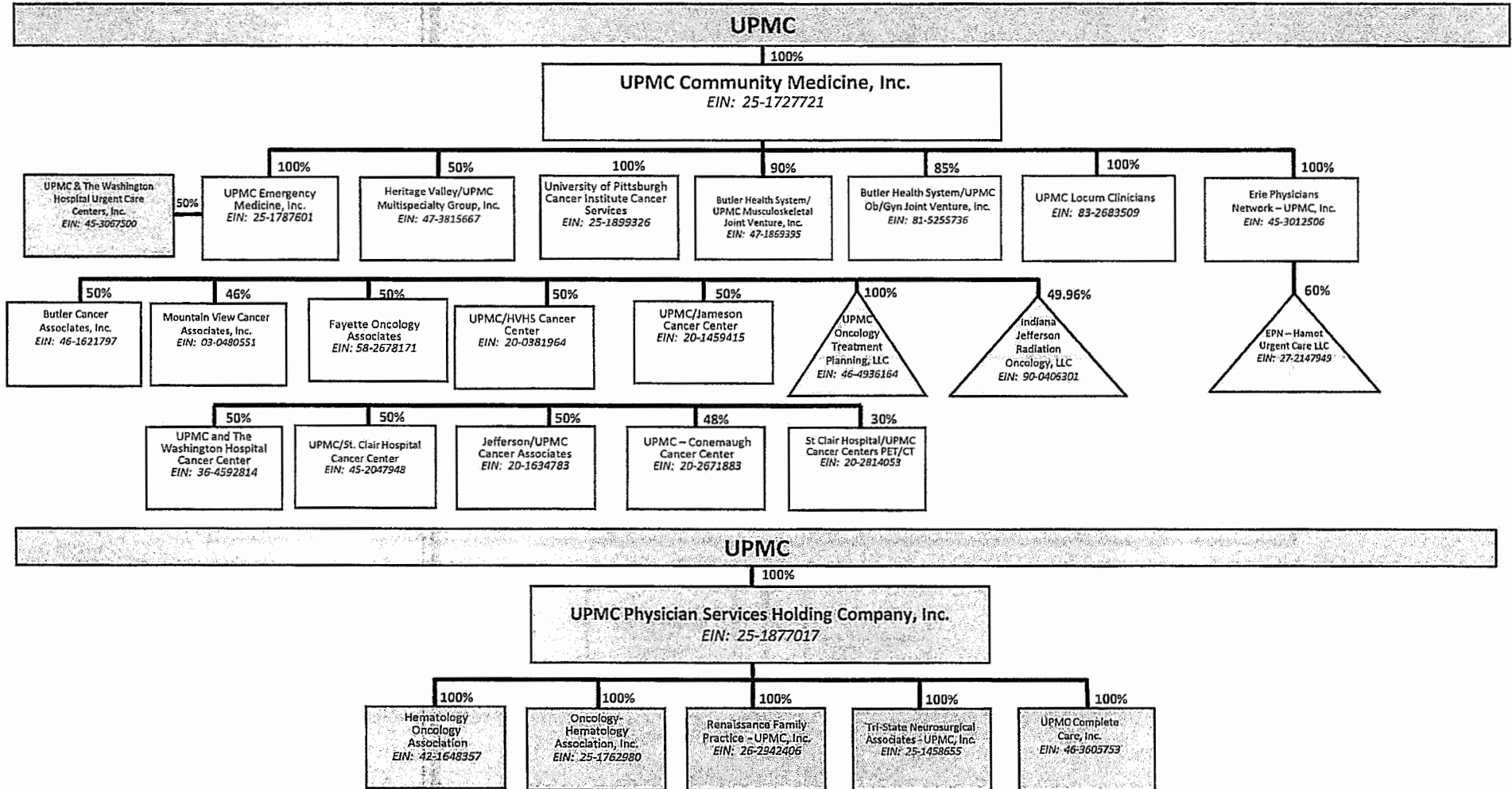
Charles E. Cole Memorial Hospital
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



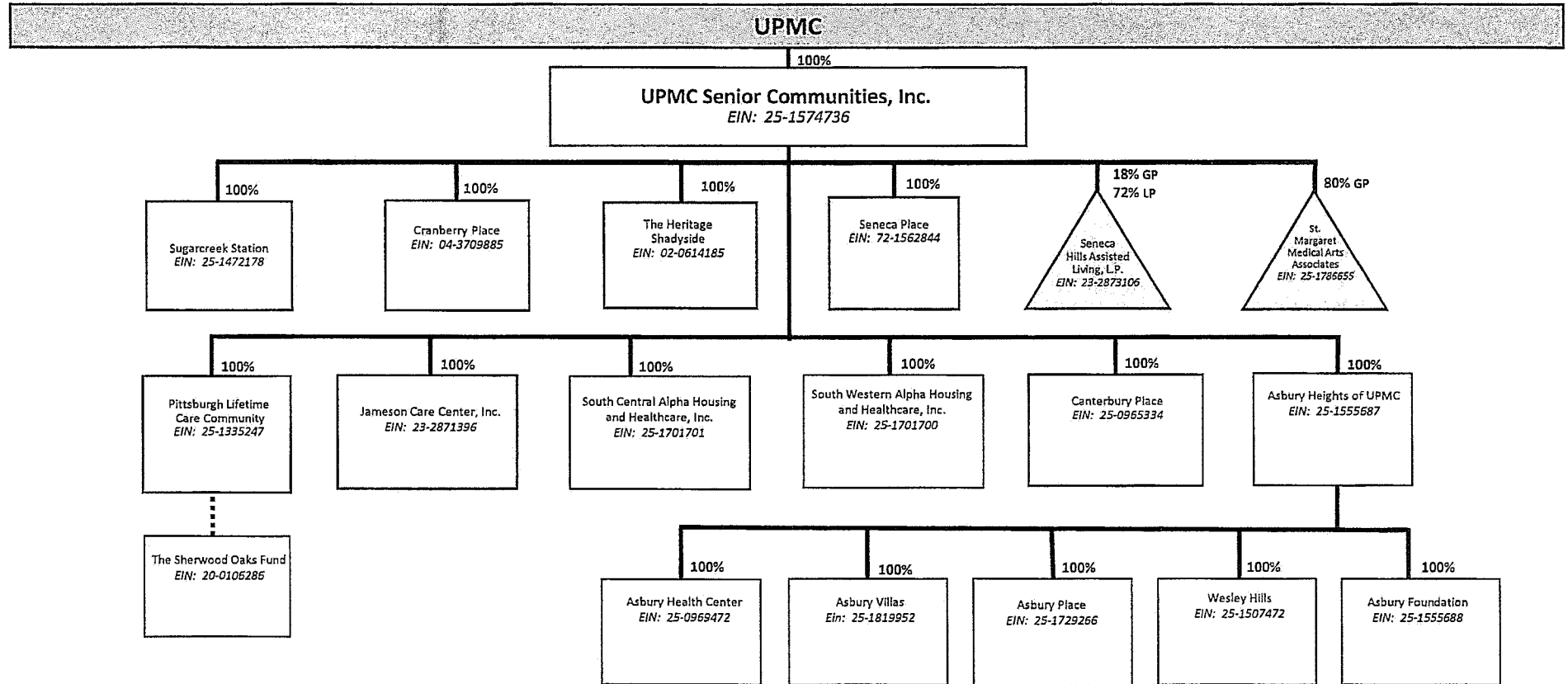
UPMC Somerset
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



UPMC Community Medicine, Inc. & UPMC Physician Services Holding Company, Inc.
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



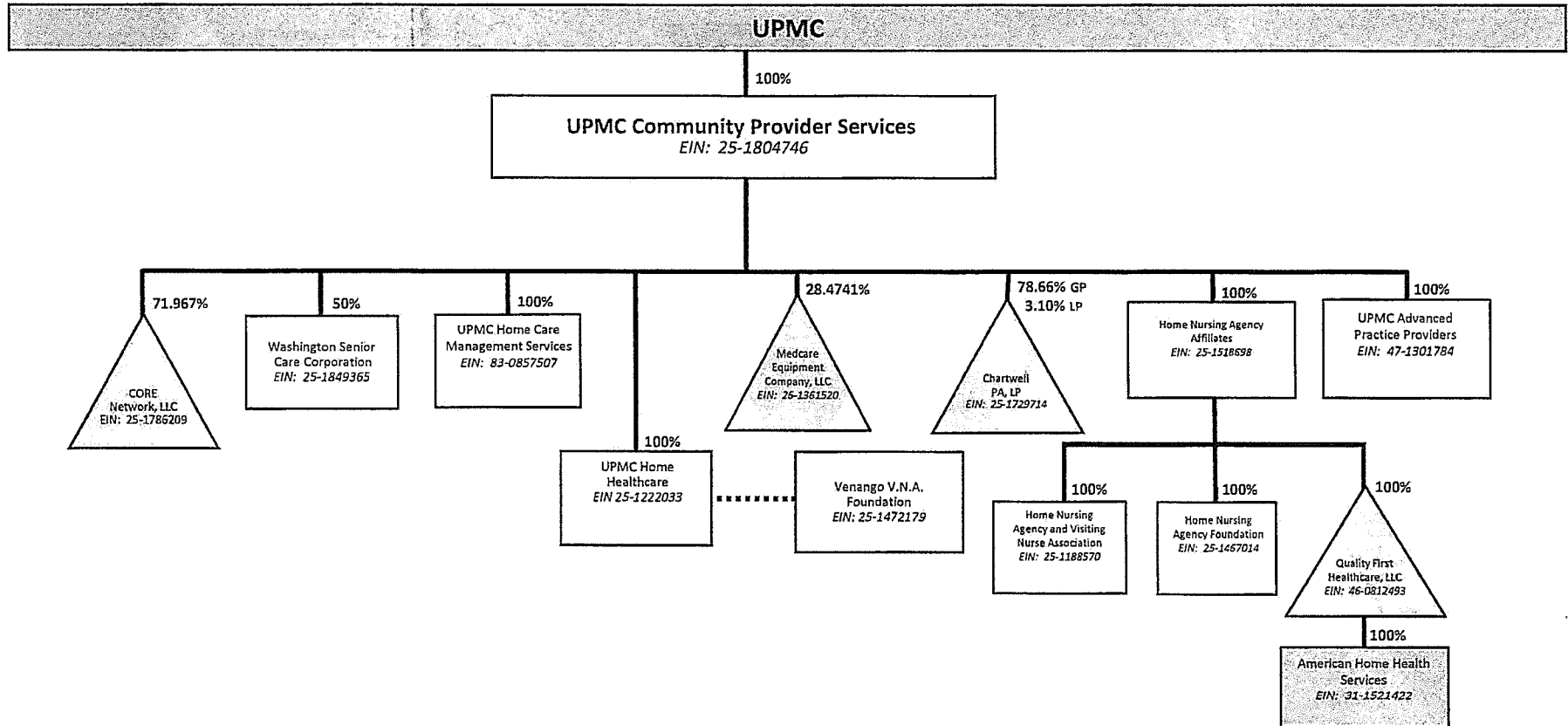
UPMC Senior Communities, Inc.
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission



UPMC Community Provider Services

Legal Organizational Structure as of 6/30/19

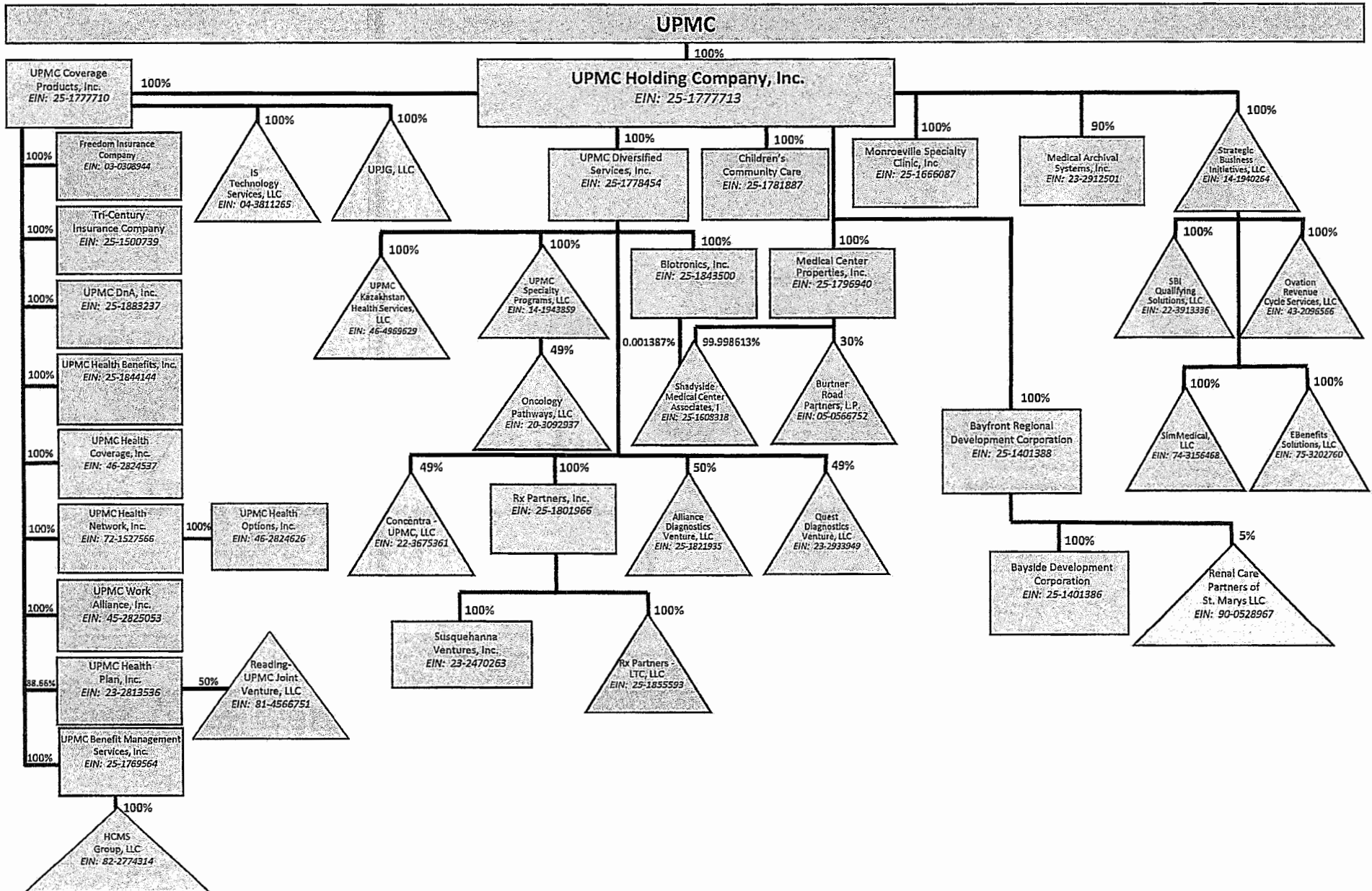
For Submission to the Maryland Health Care Commission



UPMC Holding Company, Inc.

Legal Organizational Structure as of 6/30/19

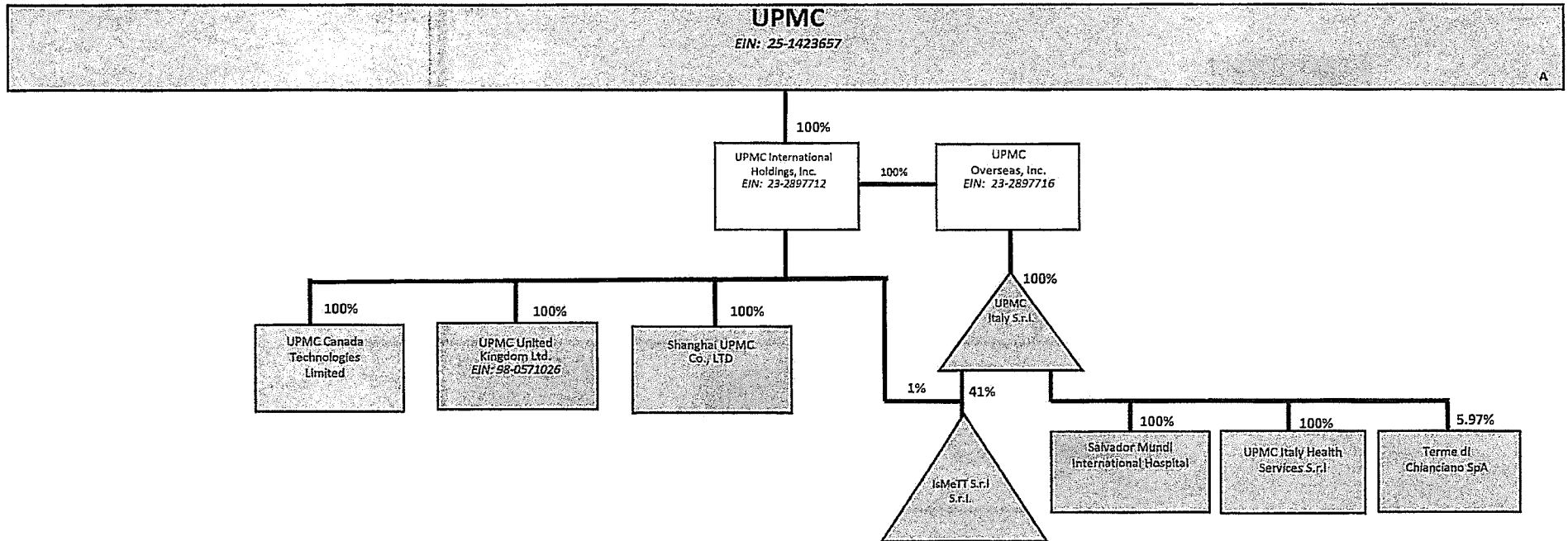
For Submission to the Maryland Health Care Commission



UPMC | University of Pittsburgh Medical Center

Legal Organizational Structure as of 6/30/19

For Submission to the Maryland Health Care Commission



UPMC | University of Pittsburgh Medical Center
Legal Organizational Structure as of 6/30/19
For Submission to the Maryland Health Care Commission

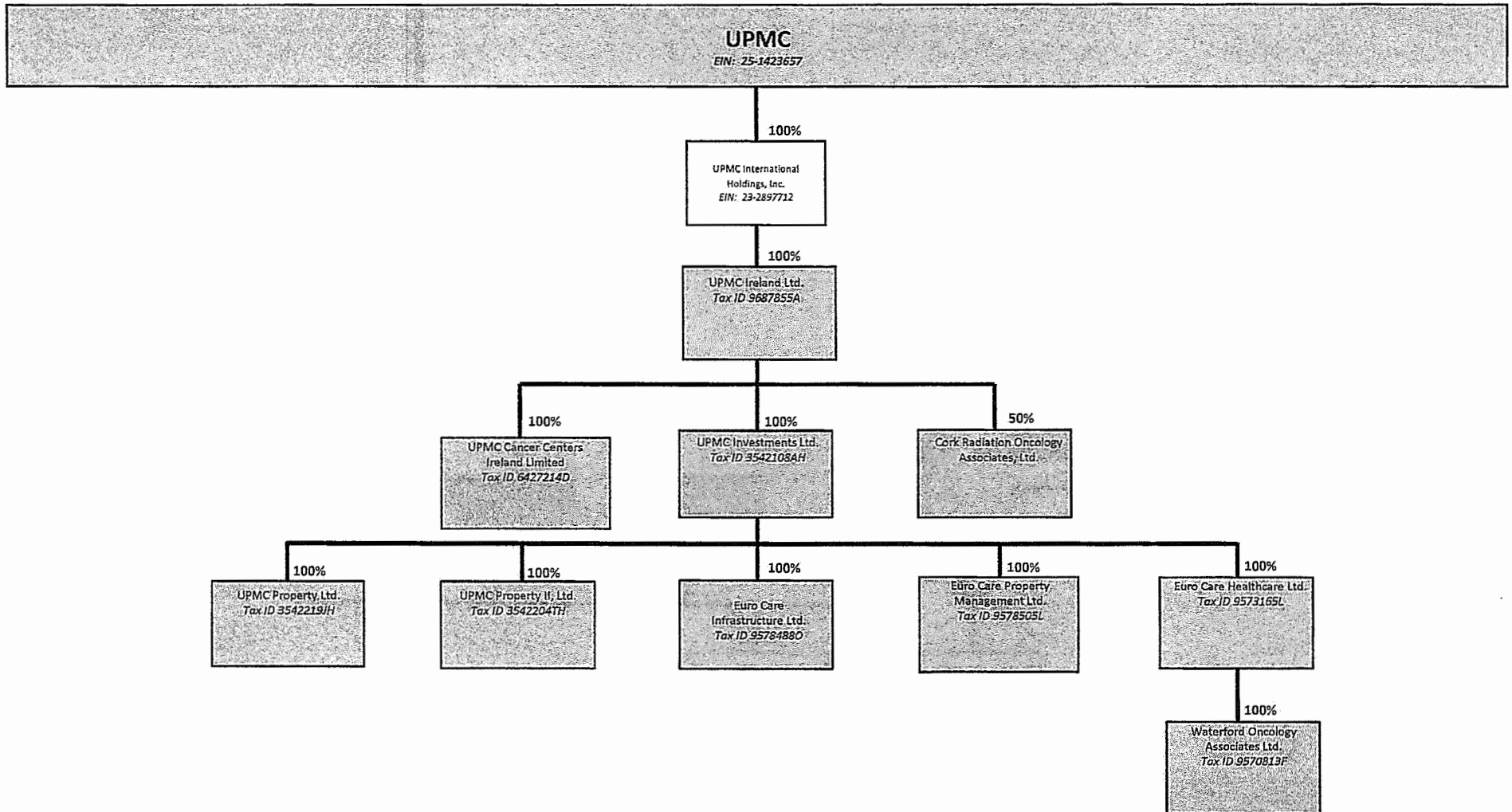


EXHIBIT 2

Western Maryland Health System

Legal Organizational Structure Pre-Affiliation Transaction

For Submission to the Maryland Health Care Commission

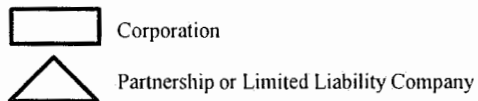
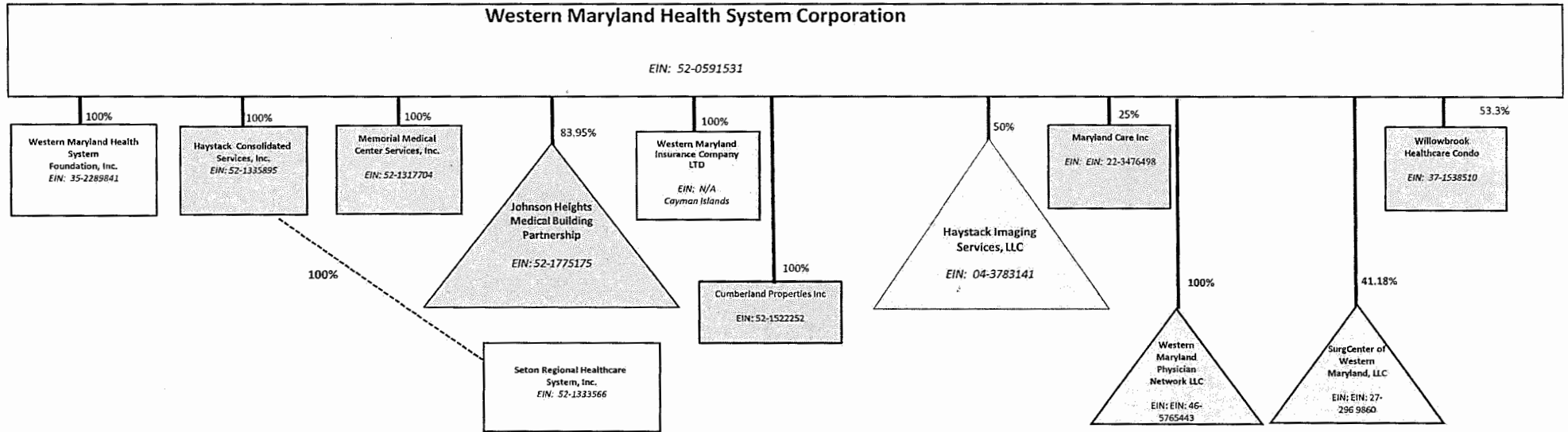


EXHIBIT 3

UPMC Western Maryland (f/k/a Western Maryland Health System)
 Legal Organizational Structure Post-Affiliation Transaction
 For Submission to the Maryland Health Care Commission

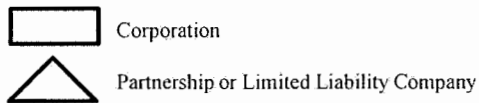
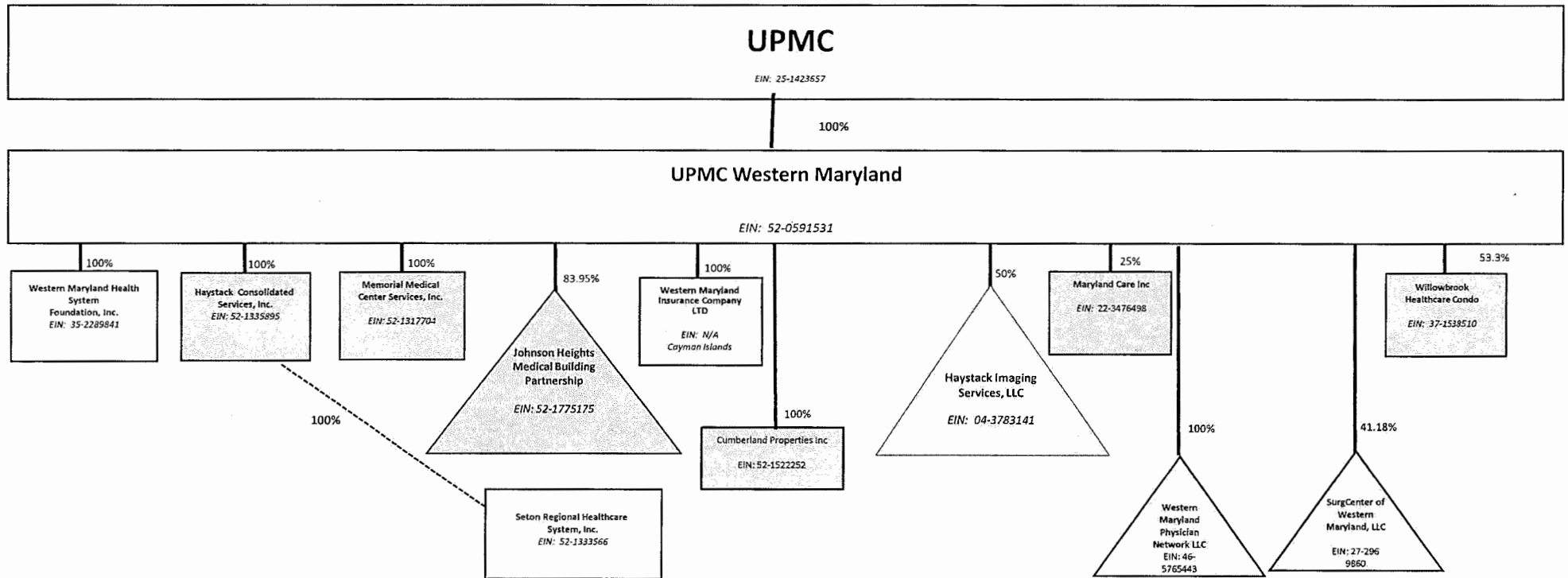


EXHIBIT 4

Introduction

UPMC, doing business as University of Pittsburgh Medical Center, is one of the world's leading integrated delivery and financing systems. Headquartered in Pittsburgh, Pennsylvania, UPMC serves the residents of its communities as both a provider and as an insurer. UPMC's approximately 40 hospitals, 17 skilled nursing facilities, 12 home health agency locations, 8 hospice locations, and 700 doctors' offices and outpatient sites comprise one of the largest non-profit health care systems in the United States, primarily serving patients in 48 Pennsylvania counties and one county in New York state, but drawing patients for highly specialized services from across the nation and around the world. UPMC also offers, through various insurance subsidiaries, a variety of insurance products that cover 3.5 million lives throughout Pennsylvania. In addition, UPMC exports its expertise to other parts of the world and to the health care industry.

UPMC is widely recognized for its innovations in patient care, research, technology and health insurance offerings. For example, UPMC Presbyterian Shadyside is listed on the prestigious *U.S. News & World Report* annual Honor Roll of America's Best Hospitals. Eight UPMC hospitals have earned MAGNET® Recognition for Nursing Excellence. UPMC is closely affiliated with the University of Pittsburgh of the Commonwealth System of Higher Education (the "University"), which is among the top five recipients of National Institutes of Health research funding with more than \$528 million during the federal fiscal year ended September 30, 2017. In addition, as an early adopter of electronic health records and solutions that tie them together, UPMC Children's Hospital of Pittsburgh was the first children's hospital in the nation to achieve the highest level of EHR adoption (HIMSS stage 7), and 12 other UPMC hospitals have since joined in that achievement. Also, UPMC Health Plan's various private and government insurance products have earned impressive ratings from the National Committee for Quality Assurance, which evaluates health plans on quality management and improvement, population health management, network management, utilization management, credentialing and recredentialing, members' rights and responsibilities, member connections, and Medicaid benefits and services.

Total operating revenues of UPMC were \$18.8 billion during the twelve months ended December 31, 2018. In addition, during fiscal year 2018, UPMC contributed community benefits valued at \$1.2 billion to the communities it serves. See <https://www.upmc.com/about/facts/community-benefits>.

Governance

UPMC is ultimately governed by a parent corporation of the same name (the "Corporation"), which was established in 1982 as a Pennsylvania nonprofit corporation, exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) of the Code. The Corporation is operated exclusively for charitable, educational, and scientific purposes, and in furtherance of such purposes, guides, directs, develops, and supports activities related to the construction, purchase, ownership, maintenance, operation, and financing of hospitals and related educational and service facilities. The Corporation provides governance and supervision for UPMC's subsidiary corporations, including, among others, various health insurance companies, entities that operate hospitals, and entities that operate other health care providers including but not limited to nursing facilities, home health agencies and hospice providers, for which the

Corporation serves as the sole member or sole ultimate parent company, holding certain reserved powers and having the power to initiate certain actions, and in several cases any action, at the subsidiary level. The Corporation is a supporting organization pursuant to Section 509(a)(3) of the Code with respect to its subsidiary hospitals and with respect to the University. A UPMC organizational chart is attached.

UPMC voluntarily complied with all relevant provisions of the Sarbanes-Oxley Act for its fiscal year ended December 31, 2018. UPMC began meeting the requirements of these provisions in fiscal year 2006.

Operating Structure

UPMC has four major operating components -- Health Services, Insurance Services, International Services and UPMC Enterprises – and is supported by an array of integrated, enterprise-wide capabilities, including information services, human resources, regulatory/compliance, legal, finance, treasury, risk management, facilities, quality, and government relations.

Health Services

The major operating units within Health Services include Hospitals, Physician Services, and Community Provider Services.

Hospitals

UPMC's United States-based Hospitals include:

Hospitals (by Campus)		
Charles Cole Memorial Hospital	1001 E. 2 nd Street Coudersport, PA 16915	Hospital
UPMC Children's Hospital of Pittsburgh	One Children's Hospital Drive 4401 Penn Avenue Pittsburgh, PA 15224	Hospital
UPMC Magee-Womens Hospital	300 Halket Street Pittsburgh, PA 15213	Hospital
Muncy Valley Hospital	215 East Water Street Muncy, PA 17756	Hospital
Soldiers and Sailors Memorial Hospital	32-34 Central Avenue Wellsboro, PA 16901	Hospital
UPMC Altoona	620 Howard Avenue Altoona, PA 16601	Hospital
UPMC Bedford Memorial	10455 Lincoln Highway Everett, PA 15537	Hospital
UPMC Chautauqua WCA	207 Foote Ave. Jamestown, NY 14701	Hospital
UPMC East	2775 Mossie Boulevard Monroeville, PA 15146	Hospital

Hospitals (by Campus)		
UPMC Hamot	201 State Street Erie, PA 16550	Hospital
UPMC Horizon Greenville Campus	110 N. Main Street Greenville, PA 16125	Hospital
UPMC Horizon Shenango Valley Campus	2200 Memorial Drive Farrell, PA 16121	Hospital
UPMC Jameson	1211 Wilmington Avenue New Castle, PA 16105	Hospital
UPMC Kane	4372 Route 6 Kane, PA 16735	Hospital
UPMC McKeesport	1500 Fifth Avenue McKeesport, PA 15132	Hospital
UPMC Mercy	1400 Locust Street Pittsburgh, PA 15219	Hospital
UPMC Northwest	100 Fairfield Drive Seneca, PA 16346	Hospital
UPMC Passavant McCandless Campus	9100 Babcock Boulevard Pittsburgh, PA 15237	Hospital
UPMC Passavant Cranberry Campus	1 St. Francis Way Cranberry Township, PA 16066	Hospital
UPMC Pinnacle Carlisle	361 Alexander Spring Road Carlisle, PA 17015	Hospital
UPMC Pinnacle Hanover	300 Highland Avenue Hanover, PA 17331	Hospital
UPMC Pinnacle Hospitals	409 South Second Street Harrisburg, PA 17104	Hospital
UPMC Pinnacle Lititz	1500 Highlands Drive Lititz, PA 17543	Hospital
UPMC Pinnacle Memorial	325 South Belmont Street York, PA 17403	Hospital
UPMC Presbyterian/Shadyside Presbyterian Campus	200 Lothrop Street Pittsburgh, PA 15213	Hospital
UPMC Presbyterian/Shadyside Shadyside Campus	5230 Centre Avenue Pittsburgh, PA 15232	Hospital
UPMC Somerset	225 South Center Avenue Somerset, PA 15501	Hospital
UPMC St. Margaret's	815 Freeport Road Pittsburgh, PA 15215	Hospital
UPMC Susquehanna Lock Haven	700 High Street Williamsport, PA 17701	Hospital
UPMC Susquehanna Sunbury	700 High Street Williamsport, PA 17701	Hospital
Western Psychiatric Institute and Clinic of UPMC	3811 O'Hara Street Pittsburgh, PA 15213	Hospital

Hospitals (by Campus)		
The Williamsport Hospital d/b/a Williamsport Regional Medical Center	700 High Street Williamsport, PA 17701	Hospital

As of the date of this application, UPMC’s domestic hospitals are licensed primarily by the Commonwealth of Pennsylvania Department of Health, and in one case by the New York State Department of Health. All are fully accredited by the Joint Commission on Accreditation of Health Care Organizations.

Upon consummation of the transaction contemplated by the proposed Integration and Affiliation Agreement by and between Western Maryland Health System Corporation d/b/a Western Maryland Regional Medical Center and UPMC d/b/a University of Pittsburgh Medical Center (“Transaction” and “Affiliation Agreement,” respectively), and subject to approval by the Maryland Health Care Commission, the parties intend that Western Maryland will be added to the above list.

Hospital Delivery Model

Health Services’ clinical care delivery model leverages its Pittsburgh-based academic medical center to create an interconnected system of seven regional “hubs” that extend across Pennsylvania and into surrounding areas. Through this model, UPMC seeks to keep high-quality care and resources local, establish centers of excellence for complex care, and effectively disseminate best practices across the network. Communities also benefit from reduced travel time and costs for residents who would otherwise need to travel out of area for care.

In each of the areas, collaborating UPMC providers function as a regional hub to deliver an array of specialized programs and services to residents of the surrounding communities. The hospital components of each hub jointly complete Community Health Needs Assessments to identify important local health issues, while supporting a coordinated, system-wide community health strategy that extends across the region. Working together, UPMC’s hospitals are committed to advancing health for residents in their respective communities as efficiently as possible.

Upon consummation of the Transaction, Western Maryland will be considered a part of the regional hub that currently encompasses Blair County, Pennsylvania and surrounding region, joining UPMC Altoona (Blair County, Pennsylvania), UPMC Bedford (Bedford County, Pennsylvania) and UPMC Somerset (Somerset County, Pennsylvania). UPMC Altoona is a tertiary-care teaching hospital. The hospital delivers comprehensive services, such as cancer care, heart and vascular services, and neurosurgery; and its Level II Trauma and Primary Stroke Centers serve patients in a 20-county region. UPMC Bedford is an acute-care hospital in Bedford County. It is the county’s only hospital and provides area residents with access to medical, surgical, and rehabilitation care, as well as cutting-edge medical services not typically found at a local community hospital. UPMC Somerset joined UPMC on February 1, 2019, and current efforts are underway to expand clinical programs, establish a multi-specialty consultation program, add a new primary care center, recruit and retain medical staff, and update information technology capabilities at the hospital. Following the consummation of the Transaction, the parties contemplate that Western Maryland’s existing programs and services will continue to be

maintained, and subject to applicable regulatory requirements, enhanced to meet the needs of the communities served by Western Maryland. The intent is that the four hospitals in the hub will work together to coordinate the provision of services in a manner that maximizes efficiency and quality while minimizing cost.

Physician Services

UPMC employed more than 4,900 faculty and community physicians as of December 31, 2018. Centralized management oversight services are provided to these employed physicians by UPMC Physician Services.

Community Provider Services

Community Provider Services includes UPMC's senior living, skilled nursing, home care services, and ambulatory rehabilitation that together provide comprehensive long-term care services to support and assist over 2,700 mostly senior residents each day in maintaining their health and quality of life. The levels of care offered include independent living, assisted living, personal care, skilled nursing, and dementia care. UPMC's skilled nursing facilities are listed below.

Skilled Nursing Facilities		
Asbury Health Center	700 Bower Hill Road Pittsburgh, PA 15243	Skilled Nursing Facility
Canterbury Place	310 Fisk Street Pittsburgh, PA 15201	Skilled Nursing Facility
Cranberry Place	5 St. Francis Way Cranberry Township, PA 16066	Skilled Nursing Facility
Haven Skilled Rehabilitation and Nursing	700 High Street Williamsport, PA 17701	Skilled Nursing Facility
Heritage Place	5701 Phillips Ave. Pittsburgh, PA 15217	Skilled Nursing Facility
Jameson Care Center	3349 Wilmington Road New Castle, PA 16105	Skilled Nursing Facility
Seneca Place	5360 Saltsburg Road Verona, PA 15147	Skilled Nursing Facility
Sherwood Oaks	100 Norman Drive Cranberry Township, PA 16066	Skilled Nursing Facility
South Central Alpha Housing and Health Care, Inc.	3410 W. Pittsburgh Road New Castle, PA 16101	Skilled Nursing Facility
South Western Alpha Housing and Health Care, Inc.	745 Greenville Road Mercer, PA 16137	Skilled Nursing Facility
Sugar Creek Station	351 Causeway Drive Franklin, PA 16323	Skilled Nursing Facility

Skilled Nursing Facilities		
Susquehanna Health Skilled Nursing & Rehabilitation Center	215 East Water Street Muncy, PA 17726	Skilled Nursing Facility
The Green Home d/b/a The Laurels Assisted Living	37 Central Avenue Wellsboro, PA 16901	Skilled Nursing Facility
UPMC Cole Skilled Nursing and Rehabilitation Unit	1001 E. 2 nd Street Coudersport, PA 16915	Skilled Nursing Facility
UPMC Magee-Women's TCU	300 Halket Street Pittsburgh, PA 15213	Skilled Nursing Facility
UPMC McKeesport TCU	1500 Fifth Avenue McKeesport, PA 15132	Skilled Nursing Facility
UPMC Northwest TCU	100 Fairfield Drive Seneca, PA 16346	Skilled Nursing Facility

Upon consummation of the Transaction, and subject to approval by the Maryland Health Care Commission, the parties intend that Western Maryland Health System's Frostburg Nursing Home and Rehabilitation Center will be added to the above list.

Community Provider Services' home health and hospice agencies are listed below.

Home Health and Hospice		
Great Lakes Home Healthcare	1700 Peach Street Erie, PA 16501	Home Health
Home Nursing Agency	201 Chestnut Avenue Altoona, PA 16601	Home Health
Susquehanna Home Care and Hospice Services	1100 Grampian Boulevard, Williamsport, PA 17701	Home Health
UPMC Senior Communities	500 Chapel Harbor Drive Pittsburgh, PA 15238	Home Health
UPMC /Jefferson Regional Home Health	300 Northpointe Circle, Suite 201 Seven Fields, PA 16046	Home Health
Home Nursing Agency & Visiting Nurses Association	50 Moffett St. Pittsburgh, PA 15243	Home Health
UPMC Cole Home Health and Hospice Services	1001 E. 2 nd Street Coudersport, PA 16915	Home Health
UPMC Visiting Nurses Association d/b/a Visiting Nurses Association of Venango County	491 Allegheny Blvd. Franklin, PA 16323	Home Health
UPMC Visiting Nurses Association d/b/a Fayette Home Care	110 Youngstown Road Lemont Furnace, PA 15456	Home Health
UPMC Visiting Nurses Association d/b/a Community Nursing and Home Health	2447 Bedford Street Suite 101 Johnstown, PA 15904	Home Health

Home Health and Hospice		
Kane Community Hospital Home Health	4372 Route 6 Kane, PA 16735	Home Health
UPMC Somerset Home Health and Hospice	223 S. Pleasant Avenue Somerset, PA 15501	Home Health
Home Nursing Agency and Visiting Nurses Association	201 Chestnut Avenue Altoona, PA 16601	Hospice
Home Nursing Agency & Visiting Nurse Association d/b/a Family Hospice and Palliative Care	50 Moffett St. Pittsburgh, PA 15243	Hospice
Susquehanna Home Care and Hospice Services	1100 Grampian Boulevard, Williamsport, PA 17701	Hospice
UPMC Cole Home Health and Hospice Services	1001 E. 2 nd Street Coudersport, PA 16915	Hospice
UPMC Visiting Nurses Association d/b/a Visiting Nurses Association of Venango County, Hospice	491 Allegheny Blvd. Franklin, PA 16323	Hospice
UPMC Visiting Nurses Association d/b/a Fayette Home Care Hospice	110 Youngstown Road Lemont Furnace, PA 15456	Hospice
UPMC Hamot d/b/a Great Lakes Hospice	1700 Peach Street Erie, PA 16501	Hospice
UPMC Somerset Home Health and Hospice	223 S. Pleasant Avenue Somerset, PA 15501	Hospice
UPMC Somerset In Touch Hospice	1474 N. Center Avenue Somerset, PA 15501	Hospice

Upon consummation of the Transaction, and subject to approval by the Maryland Health Care Commission, the parties intend that Western Maryland Health System Home Care and Western Maryland Health System Hospice Services will be added to the above list.

Insurance Services

UPMC controls and operates a number of subsidiaries that provide health care financing products and network care delivery operations through its Insurance Services division. These investments were undertaken in the late 1990s in response to the evolving influence of the managed care marketplace and the need to integrate the full continuum of services necessary to effectively meet customer expectations. The insurance subsidiaries together constitute the largest health insurer in western Pennsylvania, offering a full range of commercial and government health insurance programs. They are instrumental in UPMC's population health management endeavors.

UPMC International

The objective of UPMC's International Services Division ("UPMC International") is to leverage UPMC's capabilities to generate new revenue streams. UPMC International exports UPMC's medical and operational expertise and transformational medical and information technologies internationally with the goal of improving patient care and maximizing operational efficiencies. These activities support UPMC's strategic framework by creating jobs locally, attracting investment capital and generating returns on investments that fund UPMC's core activities, research and investments that result in direct benefit to the communities UPMC serves. UPMC International's current strategy focuses efforts in four countries: Ireland, Italy, Kazakhstan and China.

UPMC Enterprises

The mission of UPMC Enterprises is to shape the future of health care through innovation. UPMC Enterprises harnesses the strength of UPMC's clinical, technical, business, and capital resources to develop, test, and deploy health care products and services that improve the lives of patients at reduced costs. This involves both internal development of technologies utilized by UPMC, with a path to commercialization, as well as actively working with external companies in developing products, implementing them at UPMC, and ultimately demonstrating their value proposition to facilitate broader market acceptance. UPMC Enterprises and its partners are actively working across two focus areas: Digital Enterprises, focused on connecting the entire health system with technology products that will empower clinicians and payers to provide patient-centered, high-quality, compassionate care at the lowest cost while engaging consumers in all steps of their health care journey; and Translational Science, aimed at accelerating the application of scientific discoveries to deliver new models of care, narrowing the gap between bench and bedside.

EXHIBIT 5

Marilyn Moon, Ph.D.
CHAIR

STATE OF MARYLAND



Rex W. Cowdry, M.D.
EXECUTIVE DIRECTOR

MARYLAND HEALTH CARE COMMISSION

4160 PATTERSON AVENUE – BALTIMORE, MARYLAND 21215
TELEPHONE: 410-764-3460 FAX: 410-358-1236

May 5, 2010

Mrs. Pamela Ackerman
Western Maryland Health System Home Care
1050 W. Industrial Blvd, Suite 19
Cumberland, MD 21502

Re: HHA Authorized Service Area

Dear Mrs. Ackerman:

The Maryland Health Care Commission is currently conducting a verification and update of its home health agency (HHA) inventory. The Commission's records show that Western Maryland Health System Home Care (Maryland license number HH7031) is authorized to serve HHA clients in the following jurisdictions: Allegany and Garrett Counties.

On or before June 7, 2010, please advise the Commission by email, addressed to Cathy Weiss of my staff at cweiss@mhcc.state.md.us, whether the agency agrees that its authority is as listed above. If the agency disagrees with the listed authority, it should provide documentation of other jurisdictions where the HHA is authorized to provide home health agency services on or before June 7, 2010, addressed to Ms. Weiss. If an agency does not respond and/or provide documentation to the Commission on or before June 7, 2010, the Commission will take such silence as the agency's agreement that the Commission's above listing of authorized jurisdictions is correct.

Thank you for your prompt attention. Should you have any questions, please email Ms. Weiss or call her at 410-764-3339.

Sincerely,

Rex W. Cowdry, M.D.

cc: Bruce Kozlowski
Linda Cole
Suellen Wideman, Assistant Attorney General

EXHIBIT 6

Pennsylvania Department of Health
UPMC HOME HEALTHCARE
Deficiency Listing

[Return To Add Response Page](#)
[Message Board](#)
[Print](#)
[Back to Survey Selection](#)

Exit Date:	Initial Comments:	Plan of Correction:	Completion Date:
05/03/17	Based on the findings of an unannounced followup survey completed May 3, 2017, UPMC/Jefferson Regional Home Health had corrected the deficiencies cited under 42 CFR, Part 484, Subparts B and C, Conditions of Participation: Home Health Agencies. The deficiencies were cited as a result of a Medicare recertification and state relicensure survey completed March 29, 2017.		
05/03/17	Based on the findings of an unannounced followup survey completed May 3, 2017, UPMC/Jefferson Regional Home Health had corrected the deficiency cited under PA Code, Title 28, Health and Safety, Part IV, Health Facilities, Subpart G, Chapter 601, Home Health Care Agencies. The deficiency was cited as a result of a Medicare recertification and state relicensure survey completed March 29, 2017.		

EXHIBIT 7

(X6) DATE:

This form is a printed electronic version of the CMS 2567L. It contains all the information found on the standard document in much the same form. This electronic form once printed and signed by the facility administrator and appropriately posted will satisfy the CMS requirement to post survey information found on the CMS 2567L.

[illegible]

(X6) DATE:

EXHIBIT 8

MARYLAND HEALTH CARE COMMISSION

Notice of Acquisition / Transfer of Ownership Interest of a Home Health Agency

Please complete this form in order to assure that you provide all of the information needed for the MHCC to issue a determination of CON coverage under **COMAR 10.24.01.03A** when a person intends to acquire a Home Health Agency (HHA), or when there is a 25% or greater change in ownership of a HHA. **Note that an affirmation regarding the accuracy of the information provided must be signed by an authorized individual. Supplying MHCC with a Word version of your letter and this form would help assure a timely response.**

Name, Address, and Current HHA License # of AGENCY BEING ACQUIRED:

Agency Name: Western Maryland Health System Home Care

Address: 1050 West Industrial Boulevard, Suite 19, Cumberland, Maryland 21502

License #: HH7031

Name and address of ACQUIRING ENTITY:

Name: University of Pittsburgh Medical Center

Address: 200 Lothrop Street, Pittsburgh, PA 15213

In addition to completing the information in the table below, please provide a separate narrative summarizing the proposed acquisition / transfer of ownership interest. Unless otherwise stated, the information provided should refer to the ENTITY BEING ACQUIRED. (Form will expand to accept more lengthy responses, but use additional pages if needed.)

1	The name and address of the agency post-acquisition.	Western Maryland Health System Home Care 1050 West Industrial Boulevard, Suite 19, Cumberland, Maryland 21502	
2	Describe the corporate structure and affiliations of the purchaser. <u>Attach a chart that completely delineates the ownership structure.</u>	See Exhibit 1 which provides a UPMC organization chart, and Exhibit 4 which includes a list of UPMC HHAs.	
3	Please provide some background on the acquiring organization , i.e., who are they, when founded, where have they provided services?	See Exhibit 4 which provides a detailed description of UPMC and its affiliates, operations and providers	
4	The operator of the HHA (and the relationship of the operator to the owner).	Current WMHS	After transaction WMHS, which will become a wholly owned subsidiary of UPMC.
5	Disclose whether any of the purchaser's principals have ever pled guilty to, or been convicted of, a criminal offense in any way connected with the ownership, development, or management of a health care facility, including Medicare or Medicaid fraud or abuse in the last 10 years..	N/A	
6	a) Describe the range of health care services provided by the HHA.	Home health services	
	b) Will the services change as a result of the acquisition? If so, how? Note: A purchaser shall affirm that it will provide, at a minimum, the services historically provided by the HHA being acquired	There will be no change in services. UPMC hereby affirms that it will provide, at a minimum, the services historically provided by the HHA being acquired.	

7	a) Jurisdiction(s) served currently	Allegany and Garrett Counties
	b) Jurisdiction(s) to be served after acquisition	Allegany and Garrett Counties
8	Number of admissions for the prior calendar year.	2,154
9	Gross operating revenue generated during the last fiscal year.	\$5,128,144
10	Purchase price.	N/A
11	Source of funds.	N/A
12	If the acquiring entity is an existing Medicare-certified HHA provider: a) disclose condition-level deficiencies cited in the two most-recent survey cycles, and;	Jefferson Regional Home Health, now UPMC Home Healthcare: G202 citation (re competency evaluation and training of a nursing aide) Visiting Nurse Association of Venango County: G122 citation (re documentation of provision of patient care services, and delegation/monitoring of supervisory services)
	b) if such deficiencies, document completion of any required plan of correction.	See Exhibits 6 and 7 which document compliance with the respective Plans of Correction.
13	Will the acquiring entity be taking automatic assignment of the existing Medicare provider number? --If no, what is the expected timeline for obtaining Medicare certification, as well as plans for operation prior to obtaining Medicare certification.	There will be no change in the provider entity or the Medicare provider number.
14	a) Does the existing HHA currently have a Medicaid contract?	Yes
	b) If yes, will the purchaser/acquiring entity agree to continue to be bound by that contract?	Yes. There will be no change in the provider entity or Medicaid provider number.
15	Anticipated date of closing or transfer.	February 1, 2020
16	Purchaser affirms a commitment to serving Medicare, Medicaid, commercial, self-pay and uninsured clients, as well as to providing charitable services and reduced charge services for indigent and low income clients. (COMAR 10.24.16.11C.) Note: Provide a yes or no response.	Yes
17	Purchaser affirms a commitment to collaborating with the Seller in providing a full 12-months of data to the Commission's Annual HHA Survey for the reporting year in which the acquisition occurs and the purchaser shall agree to participate in the Annual HHA Survey going forward. Note: Provide a yes or no response.	Yes

The Notice of Acquisition must be accompanied by an affirmation attesting to the truthfulness of the information provided by the purchaser. The form for the affirmation is below.

Affirmation of Purchaser/Acquiring Entity/Transferee

I solemnly affirm under penalties of perjury that the information provided to the Maryland Health Care Commission regarding the proposed acquisition or transfer of ownership interests of the above-named facility is true and correct to the best of my knowledge, information, and belief, and that I have been duly authorized by the purchaser/ acquiring entity/ transferee to provide this information on its behalf.

Date signed: 12/13/19

David C. Russell

Signature

David Russell, Vice President, Strategic Planning
UPMC

600 Grant Street, Room 5743, Pittsburgh, PA 15213-258
412-647-3797
russelldc@upmc.edu

cc: Matthew Gilmore, Esq., WMHS
James Buck, Esq.
Stephen Nimmo, Esq., UPMC
Jenelle Mayer, MPH, Health Officer, Allegany County
Robert Stephens, MS, Health Officer, Garrett County
Margie Heald, Deputy Director, Office of Health Care Quality, MDH
Suellen Wideman, Asst. Attorney General, MCC
Jane Sacco, MDH
Marquis Finch, MDH
Ms. Ruby Potter, MHCC
Cherisa Moore, DHMH
Ruby Potter, MHCC

EXHIBIT 9

MARYLAND HEALTH CARE COMMISSION

Notice of Acquisition / Transfer of Ownership Interest of a Comprehensive Care Facility (i.e., nursing home).

Please submit this form to MHCC at least thirty (30) days prior to desired closing date in order to assure that you provide all of the information MHCC needs in order to issue a determination of CON coverage under **COMAR 10.24.01.03A** and **10.24.20.04D** when a person intends to acquire a comprehensive care facility (CCF), or when there is a 25% or greater change in ownership of a CCF. **Note that an affirmation regarding the accuracy of the information provided must be signed by an authorized individual. Supplying MHCC with a Word version of your letter and this form, if utilized, would help assure a timely response.**

Facility Name (i.e., trade name under which the facility currently operates):

Western Maryland Health System Frostburg Nursing and Rehabilitation Center

Address: 48 Tarn Terrace, Frostburg, MD 21532

Please provide a separate narrative summarizing the proposed acquisition / transfer of ownership interest.

Information that the prospective purchaser/ acquiring entity must file with MHCC when seeking to acquire a CCF or when there is a 25% or greater change in ownership of a CCF.						
1.	a) Describe the health care services provided by the facility. b) Will the services change as a result of the acquisition? If so, how?	a) Comprehensive Care Facility services. (b) There will be no change in services.				
2.	Describe the corporate structure and affiliations of the purchaser. Attach a chart that completely delineates the ownership structure. Include: the identity of each person with an ownership interest in the acquiring entity or a related or affiliated entity; the percent ownership interest of each person; and the history of each person's experience in ownership or operation of health care facilities.	See Exhibit 1 which provides a UPMC organization chart, and Exhibit 4 which provides a detailed description of UPMC and its affiliates, operations and providers				
3.	Purchase price	N/A				
4.	Source of funds	N/A				
5.	Bed capacity	88				
6.	Number of admissions for the prior calendar year.	71				
7.	Gross operating revenue generated during the last fiscal year.	\$6,707,201				
8.	Number and percentage of nursing home beds in the jurisdiction and planning region controlled by the purchaser (or by an entity in which a person in the ownership structure of the purchaser has an interest, specifying each person, facility, and interest) before and after the proposed purchase.	<table border="1"> <thead> <tr> <th>Before</th> <th>After</th> </tr> </thead> <tbody> <tr> <td>-0-</td> <td>88 beds = 9.5% of beds in Allegany County and .02% of Western Maryland beds.</td> </tr> </tbody> </table>	Before	After	-0-	88 beds = 9.5% of beds in Allegany County and .02% of Western Maryland beds.
Before	After					
-0-	88 beds = 9.5% of beds in Allegany County and .02% of Western Maryland beds.					

Information that the prospective purchaser/ acquiring entity must file with MHCC when seeking to acquire a CCF or when there is a 25% or greater change in ownership of a CCF.			
9.	The name and address of the owner of the real property and improvements.	Current WMHS 12500 Willowbrook Road Cumberland, MD 21502	After transaction UPMC 200 Lothrop Street Pittsburgh, PA 15213
10.	The owner of the bed rights (i.e., the person/entity that could sell the beds to a third party).	Current WMHS	After transaction UPMC
11.	The operator of the facility (and the relationship of the operator to the owner). Attach a chart that completely delineates the ownership structure.	Current WMHS See organization chart at Exhibit 2.	After transaction WMHS See Exhibits 1 and 3 which provide the UPMC and WMHS organization charts.
12.	a) Does the existing CCF currently have a Medicaid MOU? If so, what is the required Medicaid percentage? b) Will the purchaser/acquiring entity agree to continue to be bound by the MOU?	a) Yes---60.7% b) Yes	
13.	Disclose: whether any of the purchaser's principals — i.e., any owner or former owner, member of senior management or management organization, or current or former owner or senior manager of any related or affiliated entity during the past ten years has been convicted of felony or crime, or pleaded guilty, nolo contendere, entered a best interest plea of guilty, received a diversionary disposition regarding a felony or crime that relates to the ownership or management of a health care facility; and whether the applicant has paid a civil penalty in excess of \$10 million dollars .	No. However, though these provisions do not apply to UPMC, and in order to avoid confusion, please see a detailed explanation in the letter with regard to a settlement involving Hamot Medical Center that was acquired by UPMC, and is now known as UPMC Hamot. UPMC was neither a Defendant, a party to the settlement, nor a signatory to the settlement agreement.	
14..	Disclose whether the acquiring entity will be taking automatic assignment of the existing Medicare provider number.	There will be no change in provider entity or the Medicare provider number.	
15.	Anticipated date of closing or transfer.	February 1, 2020	

The Notice of Acquisition must be accompanied by an affirmation attesting to the truthfulness of the information provided by the purchaser. The form for the affirmation is below.

Affirmation of Purchaser/Acquiring Entity/Transferee

I solemnly affirm under penalties of perjury that within the last ten years no owner or former owner, or member of senior management or management organization, or a current or former owner, senior manager of any related or affiliated entity has been convicted of felony or crime, or pleaded guilty, nolo contendere, entered a best interest plea of guilty, received a diversionary disposition regarding a felony or crime, and that the applicant or a related or affiliated entity has not paid a civil penalty in excess of \$10 million dollars that relates to the ownership or management of a health care facility.

I solemnly affirm under penalties of perjury that the information provided to the Maryland Health Care Commission regarding the proposed acquisition or transfer of ownership interests of the above-named facility is true and correct to the best of my knowledge, information, and belief, and that I have been duly authorized by the purchaser/ acquiring entity/ transferee to provide this information on its behalf.

Date signed: 12/13/19

David C. Russell
David Russell, Vice President, Strategic Planning
UPMC

600 Grant Street, Room 5743, Pittsburgh, PA 15213

412-647-3797

russelldc@upmc.edu

cc: Jenelle Mayer, MPH, Health Officer, Allegany County
Margie Heald, Office of Health Care Quality
Suellen Wideman, Asst. Attorney General
Jane Sacco, DHMH
Marquis Finch, DHMH
Ruby Potter, MHCC