

**PUBLIC HEARING FOR THE DEPARTMENT OF HEALTH**

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**PUBLIC MEETING**

**September 29, 2016**

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1 Tennessee Department of Health Public Hearing  
2 Regarding the Application for the Issuance  
3 of a Certificate of Public Advantage,  
4 Submitted September 29, 2016, by Mountain States  
5 Health Alliance and Wellmont Health System

6 Pursuant to T.C.A 68-11-1303  
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14 Commissioner: John Dreyzehner, MD, MPH, FACOEM

15 Jeff Ockerman, Division of Health Planning

16 Allison Rajaratnam, Health System Improvement Coordinator  
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21 TAKEN AT: TENNESSEE TOWER, NASHVILLE ROOM  
22 312 ROSA PARKS BOULEVARD  
23 NASHVILLE, TN

24 TAKEN ON: SEPTEMBER 29, 2016

25 TAKEN BY: JENNY CHECUGA, RPR, LCR

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P R O C E E D I N G S

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COMMISSIONER DREYZEHNER: Good afternoon. It's our pleasure to be here today to give people of Tennessee an opportunity to comment on what is a precedent setting decision for our state and also for the region encompassed by the proposed merger.

As many of you may know, there's a proposed merger between systems in northeast Tennessee and southwest Virginia. It's the Department's responsibility by law to ensure that the proposal will meet a clear and convincing standard. We are seeking now to obtain comment from members of the public and others to help us determine whether or not that clear and convincing standard will be met by the applicants.

As many of you know, we have declared the application complete as of a few weeks ago. We have additional questions, and we will likely need to request additional information from the parties as the COPA process continues.

Department's also currently developing an index, that's called for in the rules, that will detail a preventative approach to care and healthier outcomes that the COPA will require. We believe that this COPA process is important for the citizens of Tennessee, and the Department is working diligently to fulfill our requirements in a timely and responsive manner throughout this complex process.

1                   We are also endeavoring to be as transparent as we  
2 possibly can. Many of you will know that almost everything we  
3 are in receipt of that's publicly available, is on our COPA  
4 website available for you to review. There's also an opportunity  
5 on that website to provide comment to us as we make our  
6 deliberation and considerations throughout this process. That's  
7 in addition to this opportunity and others.

8                   We want to thank you again for being here. This  
9 is, again, a very important process. As many of you know, it's  
10 occurring simultaneously in two states. We are also witnessing  
11 this process unfold in the neighboring state of Virginia where  
12 the entities that have applied for this state granted immunity  
13 are also endeavoring to do the same.

14                   To give you a little bit more of a background on  
15 this process and where we stand at this point in time and before  
16 we go into taking public comments, we'll turn to the Director of  
17 the State Health Planning Agency for our Tennessee Department of  
18 Health, who is also in this process. And, again, everything we  
19 do as a part of this process, we are covering new ground. This  
20 process has not unfolded before the state, this is the first  
21 application, so let me just take this opportunity to publicly  
22 thank Mr. Jeff Ockerman and his team, as well as Ms. Jane Young,  
23 our General Counsel, and her team for all the work that they have  
24 done in this process. There's a lot of other people to thank,  
25 that will come later, but I just wanted to acknowledge that today

1 and, again, welcome and I'll turn it to Jeff.

2 MR. OCKERMAN: Thank you, Dr. Dreyzehner. Again,  
3 my name is Jeff Ockerman. I'm the Director of Health Planning  
4 for the State Department of Health. And I am going to give you a  
5 little bit of background on the Certificate of Public Advantage  
6 process right now and everything we have been working on.

7 So what is a Certificate of Public Advantage.  
8 Some of you have seen some of this information before, but a lot  
9 of you are new to this, so this is a real opportunity for the  
10 Department to provide some education to you on all of this.

11 Certificate of Public Advantage, we are calling it  
12 a COPA. A COPA is the written approval by the Department of  
13 Health that governs a cooperative agreement among two or more  
14 hospitals or hospital systems. A cooperative agreement may  
15 create an anticompetitive environment, in other words a monopoly,  
16 that would normally not be permitted by state and federal  
17 antitrust laws.

18 So the purpose of the COPA is to provide immunity  
19 to the hospitals that want to cooperate from state and federal  
20 antitrust laws, while also providing state active supervision  
21 that ensures that the likely benefits to the public outweigh the  
22 disadvantages that result from any reduction in competition. The  
23 ability to grant a COPA is authorized by Tennessee's Hospital  
24 Cooperation Act of the 1993, which was amended in 2015 to  
25 specifically permit hospital systems to merge.

1                   To apply for a COPA, hospitals are required to  
2 submit an application to the Department of Health with detailed  
3 information and data about the proposed cooperative agreement.  
4 Examples of the information that must be submitted include that  
5 cooperative agreement itself, plans to integrate services,  
6 financial details, a plan of separation, and actually a lot more  
7 detail that I want to won't go into at this moment.

8                   The applicants, as Dr. Dreyzehner said, had the  
9 burden of showing by clear and convincing evidence that the  
10 likely benefits of the proposed cooperative agreement outweigh  
11 any disadvantages resulting in the loss of health.

12                   So we have before us an application for a COPA  
13 from Mountain States Health Alliance and Wellmont Health System.  
14 They submitted the application minus certain confidential and  
15 competitively sensitive information, and we knew they were not  
16 going to be able submit that information at their first  
17 submission. So they submitted their application for a  
18 cooperative agreement to merge on February 16th of this year.

19                   The Department received access to that  
20 confidential and competitively sensitive information on May 17,  
21 2016, about three months later. The State requested additional  
22 information required to review the application, including a  
23 revised plan of separation. We received that plan of separation  
24 on September 9th of this year. And then Commissioner Dreyzehner,  
25 in consultation with our attorney general, deemed the application

1 complete on September 15, 2016, so just this month.

2 This is a visual, for those of you who are visual  
3 learners, that will show basically the timeline Wellmont was  
4 exploring merging with other hospital systems as early as  
5 April 2014, as we understand. In November of 2014, as you see  
6 below the year one line, the two hospital systems had an initial  
7 meeting with regional stakeholders to kind of introduce the idea  
8 of a merger.

9 They announced their intent to merge on April 2,  
10 2015, and the General Assembly of the State of Tennessee amended  
11 the COPA law to permit hospital mergers, and that was effective  
12 May 18, 2015. So here we are now at this point, as I am talking  
13 about the process of the year two, the Department filed its  
14 emergency rules. As required by law, the applicants filed their  
15 letter of intent with us on September 16, 2015. January 7, 2016,  
16 they filed their required presubmission report, and then again  
17 they submitted their partial application on February 16, 2016.  
18 And then it shows the other dates that I have already talked  
19 about in requesting additional information, receiving it, and  
20 deeming the application complete.

21 So it's been a really lengthy process overall.  
22 The Department itself has been actively involved since we  
23 received the application back in February of this year. So once  
24 the application was deemed complete, a 120-day review period  
25 began. We now have 106 days left in order to make a decision.

1           The Department will consider the likely benefits  
2 and disadvantages of the proposed cooperative agreement to merge,  
3 and under the law, our Department will deny a COPA application if  
4 the likely benefits fail to outweigh by clear and convincing  
5 evidence any disadvantages caused in potential reduction of  
6 competition.

7           This is another visual showing -- it's just  
8 basically weighing the benefits versus the disadvantages, and we  
9 have listed potential benefits and potential disadvantages here.  
10 I won't go through these, you can read them probably more quickly  
11 than I can say them.

12           If a COPA application is approved, the Department  
13 of Health will provide active supervision to protect the public  
14 to assure that the production of healthcare services competition  
15 continues to be outweighed by the evidence of benefits, including  
16 improvements in health in the service area, healthcare cost, and  
17 access to services.

18           Dr. Dreyzehner mentioned the COPA index. I want  
19 to talk a little bit about that. Under the law, an index will be  
20 created, should a COPA be granted, and used for the Department to  
21 evaluate the proposed and continuing public advantage of the  
22 COPA. The Department will send baseline score and ranges for  
23 that score to determine whether the advantage is clear and  
24 convincing and remains clear and convincing over time.

25           The index score will be reported on a regular

1 basis. If the advantage is not evident, that's when the  
2 Department may either renegotiate with the parties or terminate  
3 the COPA. The merge system within that under the determination  
4 would then have to complete the plan of separation that's  
5 required by law be filed with us.

6 I want to tell you a little bit about that index  
7 advisory group. It's a group of citizens representing northeast  
8 Tennessee, because that's the geographic service area for this  
9 proposed merger. They were appointed by Commissioner Dreyzehner.  
10 They recommended measures to be considered for an index for the  
11 Department to use in that, should a COPA be granted, and this  
12 index advisory group represents community concerns.

13 The goal is for the Department to have a clear and  
14 well-defined index that can be easily understood by the hospital  
15 systems, the industry stakeholders, and the general public. This  
16 group did not make the recommendation whether to approve the  
17 COPA, that's not their charge under the law. Here's a list of  
18 the names of those individuals. You may know some of them. And,  
19 again, I am not going to read their names off individually, but  
20 you can glance through them. And all of this information is  
21 online, by the way, on the website of the Department of Health.

22 The advisory group had a number of listening  
23 sessions, actually they had four, and their goal was to figure  
24 out what measures they would recommend to be included in an index  
25 and what outcomes matter to them, if a COPA was issued. They

1 heard from the general community two times, from internal  
2 stakeholders one time, and from external stakeholders,  
3 competitors, at another. At the end of the fifth meeting they  
4 presented their proposed measures.

5 Now, we are in the middle of our public hearing  
6 schedule. We actually set the first one June 7th in Blountville  
7 because we thought that we would have had a completed application  
8 and that would have been the date under the law and the rules  
9 that we are required to hold at least one public hearing. We  
10 held that and then we realized we didn't have a completed  
11 application, we needed to revise that schedule. And we decided  
12 to hold at least three others in the general area of east  
13 Tennessee and one in Nashville, and that's the one we are at  
14 today September 29th.

15 And the reason we are holding one in Nashville is  
16 because our COPA statute, unlike the one in Virginia, is -- it  
17 covers the entire state. And so whatever we do with this  
18 application is important to the rest of the state, and so we  
19 wanted to make sure that we gave importance to that fact by  
20 holding a meeting in Nashville.

21 We decided not to go to west Tennessee. I don't  
22 think we did that really deliberately, except we are an upper  
23 east Tennessee almost every week at this point and the travel  
24 schedules have been getting pretty tight. We have another public  
25 hearing on October 6th in Bristol and then tentatively the really

1 official public hearing is November 15th in Johnson City. It's  
2 tentative because we don't have the location firmed up yet, but  
3 that should happen within the next couple days. Again, all of  
4 this is on our website.

5                   So let me go in today's process, and then I am  
6 nearly done, I promise. The question is, should this COPA be  
7 issued. Commissioner Dreyzehner and the Department of Health  
8 staff are here to listen. Speakers will be called from the  
9 sign-up sheet. If you haven't signed up, please go back over to  
10 that table and sign up. We have been providing speakers 3 to  
11 5 minutes. At this moment I think we only have six people  
12 scheduled to speak, we will be a little bit more lenient than 3  
13 to 5 minutes. However, Alison Rajaratnam is going to be our  
14 timekeeper up there, and she'll be able to hold up a sign that  
15 you can see when we think your time is up. We want everyone to  
16 be courteous to everyone else. If for any reason we ask you to  
17 stop speaking and there's time at end of this process, you are  
18 going to be more than welcome to come back up and speak again.  
19 You can send your comments to us via e-mail, mail or online, and  
20 here's the information for that. I want to remind you this  
21 session is being video recorded and transcribed.

22                   So here's a good question. How will we use your  
23 comments? We have actually used comments we have received  
24 previously to form questions that we have asked the applicants.  
25 Your comments are going to help us be aware of potential benefits

1 and potential disadvantages that we may not have otherwise  
2 considered. And, again, your comments today might help us form  
3 additional questions to ask the applicants. Because even though  
4 the application is complete, we do have the ability and we have  
5 told the applicants we have the need to receive some additional  
6 information and they are expecting that from us.

7           So I want to thank you for your patience while I  
8 went through this PowerPoint presentation, and now with a little  
9 bit of logistics, I am going to move the podium so you all will  
10 be facing Dr. Dreyzehner, Mrs. Rajaratnam and myself when you  
11 give your comments.

12           COMMISSIONER DREYZEHNER: I would just also make  
13 mention as Jeff answered the question how we are using your  
14 comments, the other way we have used the comments is to look at  
15 them each in detail, study them, and get comments on the  
16 comments. So we are taking -- we are really taking that input  
17 and using it in a process that helps us understand whether or not  
18 people that were looking for information believe those comments  
19 are accurate or inaccurate or whether they are advantages or  
20 disadvantages, and then we are taking the opportunity to review  
21 that information and come to our own conclusions. So your  
22 comments are both valued and quite extensively used in this  
23 process.

24           MR. OCKERMAN: Thank you, Dr. Dreyzehner. The  
25 first speaker is Courtney Pearre.

1 MR. PEARRE: Thank you, Jeff. Courtney Pearre  
2 with Amerigroup Tennessee, and I appeared in the hearing in  
3 Blountville back in June. I want to stand by those comments and  
4 reiterate one comment I made at the June public hearing.

5 And the original application where it addressed  
6 how they would monitor the increase in rates on the commercial  
7 side, and a footnote and said that this did not apply to Medicaid  
8 and Medicare because those rates are non-negotiable. And that is  
9 not correct for Amerigroup of Tennessee and the two hospitals.  
10 We do negotiate rates. And we urge, if the application is  
11 granted, there is a mechanism to monitor rates as often as found  
12 any time there's a monopoly. So we would urge that.

13 My good friend Dick Lodge with Bass Berry & Sims  
14 tells me in this mountain of paper they might have addressed that  
15 issue, I have not able to find it. I did review the response to  
16 the -- I believe the April 22nd questions, and the way I read  
17 them, I think on Page 6, it was consistent with the application  
18 that the monitoring of rates did not apply to Medicare and  
19 Medicaid. We think that's a real problem.

20 I think I'm well below my 3 to 5 minutes. I  
21 appreciate your time. I am not being disrespectful to the other  
22 speakers, but I have another meeting I need to get to. Thank you  
23 very much.

24 MR. OCKERMAN: Thank you very much. I'll just  
25 add, we received over 8,000 pages in this application. So when

1 Mr. Pearre mentioned a mountain of documents, he was not being  
2 facetious. The next speaker is Bo Robertson.

3 MR. ROBERTSON: Good afternoon, how are y'all.  
4 Thank you for letting me speak today. My name is Bo Robertson,  
5 I'm with Medtronic. I represent the cardiology division for this  
6 company and for middle Tennessee and eastern Tennessee. We do  
7 business with both Mountain States and Wellmont Health Systems.  
8 We have competitors with similar products that do the same thing.

9 We have over 4,000 patients in that market, it's  
10 probably a little higher than that, I'm trying to be  
11 conservative, who have medical devices that require frequent  
12 interrogation. So proximity to any facility is a real value.  
13 And the program we have seen so far from Wellmont and Mountain  
14 States, it looks like it will keep the most facilities open for  
15 the greatest amount of time.

16 Under the current reimbursement system in  
17 healthcare today, we are still in a service business, but as we  
18 move into global billing and global payments, the hospitals are  
19 responsible for the status of that patient for a period of time.  
20 So if our patients have to delay their ability to have medical  
21 care for even 30 minutes to an hour, it could change the total  
22 impact of that cost of care for the next 60 to 90 days. So we  
23 feel like there'll be some real value in keeping those facilities  
24 open. What we have talked about so far has been impressive, and  
25 we support you.

1 MR. OCKERMAN: Thank you very much. Any  
2 questions? No, thank you very much. Paige Kisber.

3 MS. KISBER: Good afternoon. I am Paige Kisber,  
4 and I represent the Hospital Alliance of Tennessee. We are an  
5 organization of Tennessee's not-for-profit hospitals that are  
6 speaking in support of the application for Certificate of Public  
7 Advantage submitted by Mountain States Health Alliance and  
8 Wellmont Health System.

9 There are several reasons why we think the merger  
10 of these two health systems will best serve the patients and  
11 communities in which their hospitals are located. First, as  
12 not-for-profit hospital systems, Mountain States and Wellmont  
13 have a long-standing tradition of following a mission that  
14 enhances community and patient wellness and deliver care to all  
15 members of the community, regardless of their ability to pay.  
16 Several of their facilities are located in rural areas offering  
17 an indispensable service by providing a significant amount of  
18 charity care and providing and serving a high percentage of  
19 TennCare and Medicare patients.

20 Second, Mountain States and Wellmont specifically  
21 direct resources toward the community health improvement by  
22 conducting health needs assessments. Through this data driven  
23 and collaborative process, the health systems partner with  
24 stakeholders in the community to identify and address the most  
25 significant health needs facing their primary service areas.

1                   In this application, they have pledged to invest  
2 at least 75 million in population health improvements over the  
3 next ten years to meet the unique health needs of this region.

4                   Finally, not-for-profit healthcare providers  
5 Mountain States and Wellmont endeavor to be good stewards of the  
6 healthcare resources in their area. Their plan to invest in  
7 enhancing healthcare services, expanding access and choice, and  
8 extending healthcare research and graduate medical education,  
9 will ensure that cost-effective, high-quality, and accessible  
10 healthcare for the region will remain viable.

11                   Also, maintaining local governance protects  
12 patients and community benefits by keeping merger related savings  
13 and jobs in those communities served by the healthcare systems.  
14 HAT urges the Tennessee Department of Health to approve this  
15 application for a Certificate of Public Advantage.

16                   We are confident that the health systems and the  
17 State of Tennessee can work together to ensure citizens of  
18 Tennessee receive the quality healthcare they deserve.

19                   MR. OCKERMAN: Thank you. Thank you very much.  
20 Representative Mike Harrison.

21                   MR. HARRISON: Good afternoon. That's former  
22 representative. Please say that. Again, I'm Mike Harrison, I  
23 serve as the executive director of the Association of County  
24 Mayors. I was a former state representative. I served the  
25 people from the 9th House District from 2003 to 2015.

1                   During the latter stages of my legislative career,  
2 I was pleased to sponsor the bill to update the statute  
3 pertaining to the Certificate of Public Advantage.

4                   This legislation, approved by both chambers and  
5 signed by Governor Haslam, enabled us to modernize this law to  
6 meet the healthcare needs of the state. I was pleased with the  
7 outcome of this bill because it provides an appropriate mechanism  
8 for the state review a proposed merger to determine whether the  
9 benefits of a cooperative agreement outweigh by clear and  
10 convincing evidence any disadvantages attributable to the  
11 reduction in competition. And even if a COPA is granted, the  
12 state will still supervise the new organizations afterwards to  
13 ensure they comply with the provisions of the statute.

14                   Wellmont Health Systems and Mountain States Health  
15 Alliance are now proposing to merge through this law, and I share  
16 my enthusiastic support for their innovative and comprehensive  
17 COPA application. These two organizations closely followed the  
18 drafting of this updated law, understood its provisions and  
19 produced a plan that will stand the test of time.

20                   In drafting their application for a COPA.  
21 Wellmont and Mountain States worked diligently to craft a  
22 proposal that would advance the quality of care for patients and  
23 the quality of life for the broader communities in northeast  
24 Tennessee and southwest Virginia. The two organizations have  
25 developed a vision to create a national model for healthcare

1 quality, preserve regional access to services and build new  
2 service offerings, reduce the pavs of healthcare cost growth and  
3 improve the health status of communities they serve. They have  
4 crafted groundbreaking proposals to address major needs in mental  
5 health and addiction recovery, two pressing issues in the  
6 northeast Tennessee region.

7           Having served northeast Tennessee in the  
8 legislature, I am pleased with the direction Wellmont and  
9 Mountain States are taking. They've looked at the area  
10 short-term and long-term needs and developed a thoughtful and  
11 fundamentally -- how to address them.

12           When I sponsored the legislation to modernize the  
13 COPA statute, I was confident people throughout the state would  
14 be well served. Having seen what Wellmont and Mountain States  
15 have proposed, I can unequivocally say their application will  
16 achieve exactly what was intended. I encourage you to grant  
17 Wellmont and Mountain States a COPA so they can proceed with  
18 making a fundamental difference in the health and wellbeing of  
19 northeast Tennessee. Thank you all.

20           MR. OCKERMAN: Thank you. Dick Lodge?

21           MR. LODGE: I waive my right.

22           MR. OCKERMAN: You may do so. Craig Becker?

23           MR. BECKER: Thank you, Commissioner Dreyzehner  
24 and Jeff for allowing me to come speak today. I am Craig Becker,  
25 president of the Tennessee Hospital Association. And I really

1 appreciate your time and the effort that's gone into this whole  
2 process. I know it's been a long and weary one perhaps, but one  
3 that's most important, particularly for the people in northeast  
4 Tennessee.

5                   These are two of our members, Mountain States and  
6 Wellmont, they both belong to the Tennessee Hospital Association.  
7 And one of the things that I wanted to talk about a little bit  
8 today was that healthcare itself, and hospital care in  
9 particular, are really undergoing some transformations that put  
10 tremendous pressures on these hospitals, and others within our  
11 state.

12                   And I think what we are seeing is things that  
13 other industries have seen. I don't care whether you are talking  
14 about banking, airlines, communications, it's the same thing.  
15 They have all seen the same market forces that are going in  
16 technology that's changing, particularly government oversight,  
17 which is forcing a lot of our hospitals to spend a lot of money,  
18 resources, and effort to keep afloat. And also probably the last  
19 one is the increasing need for capital cost just to keep up with  
20 a lot of the technology that are out there.

21                   So what do you is when you put all these resources  
22 and put all this into quite the stew, it leads to consolidation  
23 within these and as we have seen notice other industries as well.  
24 So what I see here is that this is an effort to basically realize  
25 the economies of scale and certainly the whole idea behind this

1 is to preserve services to the people of northeast Tennessee.

2           Also, obviously hospitals are not immune to all  
3 the forces we are seeing, and they find themselves in a situation  
4 where consolidation certainly is a necessity and not just a  
5 market issue.

6           The hospital business model is certainly changing.  
7 I think primarily because of the significant changes in the  
8 delivery of care as well. Lower reimbursement certainly doesn't  
9 help when it comes from our government and commercial payers and  
10 you get coupled with the significant shift in focus and value  
11 over volume and greater demands to provide the highest quality of  
12 care to patients in a time of limited resources.

13           So, again, it's clear that these pressures are  
14 calling many hospitals and health systems, such as Wellmont and  
15 Mountain States, across the country to merge or at least to  
16 partner so they can assure that they can continue to provide the  
17 care that certainly is expected.

18           You know, while it's true that these two systems  
19 could have gone with a different partner, but it seems to me that  
20 these two communities made the decision that they wanted this --  
21 the two communities made the decision that they wanted this to  
22 happen, this consolidation, and it certainly was what was best  
23 for their region. And I am a really strong believer that the  
24 communities are the most important voices in these types of  
25 decisions. And in this case the merging of the Wellmont Health

1 Systems and Mountain States Health Alliance certainly are going  
2 to allow to keep healthcare local in northeast Tennessee and  
3 certainly to provide for those unique needs of the season.

4           So I certainly appreciate the opportunity to  
5 address this. I think what we are seeing here is something  
6 that's happening throughout the rest of the state. Certainly  
7 this is a unique opportunity, a unique situation. I think you'll  
8 probably see other consolidations going on throughout the state,  
9 but it's hard for me to fathom where that would happen where we  
10 would need another situation of a COPA. But we will see, time  
11 will tell. Anyway, thank you for your time, and we appreciate,  
12 again, all of your efforts on our behalf.

13           MR. OCKERMAN: Thank you very much. Are there any  
14 other people who want to speak? Now is your chance, unless you  
15 want to join us in upper east Tennessee two more times. Again,  
16 feel free to submit your written comments to us either by mail,  
17 online. If you have them here, you can drop them off with us, we  
18 will an enjoy having those.

19           Dr. Dreyzehner, any following comments?

20           COMMISSIONER DREYZEHNER: If anyone would like to  
21 return to the podium to add any additional comments, we would  
22 welcome that. Hearing none, seeing none, thank you for being  
23 here, we appreciate your time as well, and the next public  
24 opportunity will be in Bristol Tennessee. Thanks.

25           (WHEREUPON, the meeting was concluded at 2:32

1 p.m.)

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COUNTY OF SUMNER

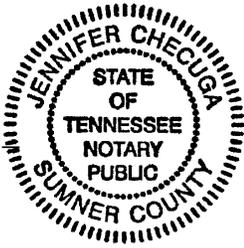
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