

April 25, 2016

Mr. Jeff Ockerman, Director
Tennessee Department of Health
Division of Health Planning
710 James Robertson Parkway
Nashville, TN 37243

Re: Request for Information #2

Dear Mr. Ockerman:

We are in receipt of your letter dated April 22, 2016 ("Request for Information #2"), and want to thank you and the Tennessee Department of Health for the ongoing guidance.

We appreciate the fact that our cooperative agreement is the first to be evaluated by the Department under the Certificate of Public Advantage statute. Thus, this is a new experience for the Department, as well as for us.

Using as a guide COPAs and consent decrees approved or agreed to by other states, we strove to craft an application that went far beyond any other application or agreement we found in our research, proposing measures such as reductions in established pricing, pricing limitations, hundreds of millions of dollars of new investment in our region's public health, and specific limitations on how we interact with payers, among other examples.

Notwithstanding these detailed proposals, we anticipated the Department would need additional information in order to exercise its statutory responsibilities, and we welcome the opportunity to further elaborate on the many ways in which the benefits of our proposed merger significantly exceed the disadvantages, if any. The application has been well received in public meetings, and we believe the final product, once it incorporates the Department's supplemental requests and further input from stakeholders, will enhance the public's health care opportunities for many years to come.

We look forward to talking with you and the rest of the Department team in the near future as we work to complete the application.

Cordially,



Alan Levine
President/CEO
Mountain States Health Alliance



Bart Hove
President/CEO
Wellmont Health System

cc: John J. Dreyzehner, MD, MPH, FACOEM
J. Richard Lodge
Richard G. Cowart