



MetroHealth



SCHOOL OF MEDICINE
CASE WESTERN RESERVE
UNIVERSITY

Akram Boutros, MD, FACHE

President and Chief Executive Officer

Clinical Professor of Medicine

June 18, 2016

The Honorable Michael P. Summers
Mayor, City of Lakewood
Mayor's Office
12650 Detroit Avenue
Lakewood, OH 44107

Dear Mayor Summers:

Over the past three months, multiple factions have emerged in the discussion of the future of Lakewood Hospital. Despite best efforts, MetroHealth continues to be pulled into the maelstrom. I am sending this letter in the hopes that it will help the Lakewood community to move forward.

More than one year has passed since MetroHealth's unsuccessful proposal. Since then, we have developed strategies for the physical transformation of our health system, which do not include an inpatient facility in Lakewood.

As an example, we are starting construction on an expansion of our Critical Care Pavilion, which will house 85 intensive care rooms, that is entirely financed by MetroHealth. While we continue to work with our partners, Cuyahoga County, the City of Cleveland and Greater Cleveland Partnership, to refine the plan and secure financing, there is no role in that plan for an inpatient facility in Lakewood.

As always, we remain committed to improving the health of the Lakewood community and would be happy to develop relationships that would facilitate access to our providers and facilities.

Sincerely,

Akram Boutros, MD
President and Chief Executive Officer

c: Members of Lakewood City Council
County Executive Armond Budish
Members of Cuyahoga County Council
Members of Lakewood Hospital Association Governing Board



June 19, 2015

Brian G. Donley, M.D.
Chief of Staff
Chief of Clinical Operations
Professor of Surgery, Cleveland Clinic Lerner College of Medicine

Akram Boutros, M.D.
President and Chief Executive Officer
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109

RE: Lakewood Hospital

Dear Dr. Boutros:

We understand that The MetroHealth System may be interested in submitting a proposal to Lakewood Hospital Association and the City of Lakewood to operate Lakewood Hospital as part of The MetroHealth System. We are writing to assure you that (1) there is no binding agreement between or among the Cleveland Clinic and Lakewood Hospital Association, Lakewood Hospital Foundation and/or the City of Lakewood regarding changes to the future operation of Lakewood Hospital; (2) the Cleveland Clinic does not object to MetroHealth submitting a proposal to the City and Lakewood Hospital Association to operate Lakewood Hospital; and (3) the Cleveland Clinic would not take legal action against MetroHealth with regard to any such proposal submitted to the City and Lakewood Hospital Association as the future of healthcare in Lakewood is being deliberated by the City.

The Cleveland Clinic understands and supports the need for an expeditious resolution of issues affecting the future of the provision of health care in the City of Lakewood. We strongly believe that to meet Lakewood's health care needs and preserve the long term value of the City's assets, a significant change must be made. Regardless of whether that change involves Cleveland Clinic or MetroHealth, time is of the essence. The continued operations of Lakewood Hospital under the current circumstances are not sustainable.

If you have any questions about the above, please do not hesitate to contact me.

Sincerely,

The Cleveland Clinic Foundation

A handwritten signature in dark ink, appearing to read "B. Donley", written over a horizontal line.

by Brian G. Donley, M.D.

Vice Chairman of the Board of Governors and Chief of Staff



MICHAEL P. SUMMERS
MAYOR

12650 DETROIT AVENUE • 44107 • 216/529-6600 • FAX 216/529-5652
www.onelakewood.com

May 21, 2015

BY REGULAR MAIL AND EMAIL

Akram Boutros, MD, FACHE
President and Chief Executive Officer
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109-1998

c/o kbellflower@metrohealth.org

Dear Dr. Boutros:

Thank you for your letter of May 20. With this letter in response I wish to clarify that the City of Lakewood is not bound to any agreement with the Cleveland Clinic regarding the future of Lakewood Hospital. City Council is now reviewing the January 2015 letter of intent signed by the Clinic, the Lakewood Hospital Association and the Lakewood Hospital Foundation—but not by the city. The letter of intent, in any event, is nonbinding. Because the city may evaluate other proposals regarding the future of healthcare in Lakewood, the MetroHealth System should in turn feel free to submit a proposal to the city.

If there are reasons specific to your institution that dissuade you from making a proposal to the city, I would understand. But I urge you not to rely on concerns over interfering with our consideration of a nonbinding letter of intent, not signed by the city, as the reason you would decline to do so.

I remain committed to identifying the best long-term solution to serve Lakewood residents' healthcare needs, and thus I continue to hope MetroHealth will respond in earnest to my letter of May 18.

Very truly yours,

Michael P. Summers

Akram Boutros, MD, FACHE

May 21, 2015

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copy: Members of Lakewood City Council
County Executive Armond Budish
Members of Cuyahoga County Council
Members of the Lakewood Hospital Association Governing Board

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CASE WESTERN RESERVE
UNIVERSITY**Akram Boutros, MD, FACHE**

President and Chief Executive Officer

Clinical Professor of Medicine

May 20, 2015

The Honorable Michael P. Summers
Mayor, City of Lakewood
Mayor's Office
12650 Detroit Avenue
Lakewood, OH 44107

Dear Mayor Summers:

I have not yet received your actual letter, but do have an e-mail version and am prepared to respond.

We at MetroHealth are committed to responsibly collaborating with others in the interests of improving the health of our community. Therefore, we are uncomfortable re-engaging in any discussion about the proposal that MetroHealth and our partner, Premier Physicians, submitted in May 2014, and augmented with an in-person presentation in September 2014. Our concerns also extend to any new proposal which would require a reassessment of the changes that have occurred since the initial submission, which was based on 2012 and 2013 Lakewood Hospital data.

In addition, it's been widely reported that the City of Lakewood and the Cleveland Clinic Foundation have an agreement regarding the future of Lakewood Hospital. We do not want in any way to interfere with that agreement. This is both a legal concern (tortious interference with any legally binding agreement) and an unwillingness to act with anything less than transparency and cooperation with all the parties involved in the future of Lakewood Hospital.

As always, we remain committed to working with you and other partners in improving the health of the Lakewood community.

Warmest regards,

Akram Boutros, MD, FACHE

c: Members of Lakewood City Council
County Executive Armond Budish
Members of Cuyahoga County Council
Members of Lakewood Hospital Association Governing Board



MICHAEL P. SUMMERS
MAYOR

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www.onelakewood.com

May 18, 2015

BY REGULAR MAIL AND EMAIL

Akram Boutros, MD, FACHE
President and Chief Executive Officer
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109-1998

c/o kbellflower@metrohealth.org

Dear Dr. Boutros:

Recent press comments given by your team related to the MetroHealth System's May 2, 2014 proposal to the Lakewood Hospital Association, which was later withdrawn, suggest that MetroHealth may still be interested in operating a facility at the current site of Lakewood Hospital. Public comments recently made by citizens advocating for MetroHealth's participation in healthcare in Lakewood also suggest your system may have an updated proposal in process.

As you know, we are in the midst of a very public discussion and due diligence work regarding a letter of intent presented to the city in January 2015 by the Lakewood Hospital Association, Cleveland Clinic and Lakewood Hospital Foundation. The proposal would represent the transformation of healthcare delivery in Lakewood from an inpatient model to an outpatient model and would cause the formation of a community wellness foundation to serve citizens' needs. As a hospital trustee and mayor, I have supported the broad strokes of that letter of intent. However, I am duty-bound as mayor to explore every option available to the citizens of Lakewood—especially if such an option were to come from another world-class healthcare organization such as the MetroHealth System.

The aim of my letter, therefore, is to explore the MetroHealth System's intentions. In light of our pressing deadlines with respect to the letter of intent, I ask you to review the questions below

and provide responses by the close of business **Friday, May 29, 2015**. My questions are as follows:

1. Is MetroHealth interested in operating a healthcare facility on the site of Lakewood Hospital?
2. If so, under what service model (e.g., inpatient hospital, ambulatory surgery center, family health center, standalone emergency department, a combination of some of these models) would you envision MetroHealth operating?
3. What healthcare services would MetroHealth provide in any such facility?
4. If the services would involve inpatient care, how many beds would you envision MetroHealth operating in Lakewood?
5. When would you expect to implement this proposal and begin operations in Lakewood?
6. How would MetroHealth find the additional patients to be served under this model?
7. From where would MetroHealth provide the medical doctors necessary to deliver services under this model?
8. One citizen recently remarked publicly that MetroHealth may be interested in operating an inpatient hospital concentrating in birthing and rehabilitation services. Is that accurate? Would any inpatient facility also bear general medical-surgical services? Other services?
9. In what material ways is your proposal today different from your May 2014 proposal offered to Lakewood Hospital Association?
10. Under your proposal, would MetroHealth occupy the existing hospital facilities at the northeast corner of Belle Avenue and Detroit Avenue?
11. If yes to the preceding question, what entity would you envision holding title to the property?
12. If you believe the county or MetroHealth (or any entity other than the city) would hold title to the land or building, would there be a fair-market-value purchase price tendered to the city for the property? If there would be no purchase price, would the conveyance be a gift? If there would be no purchase price and the conveyance were not a gift, what do you envision would be the consideration for the transfer?
13. Would you envision the current hospital garage, professional office building, community health building and residential homes near Lakewood Hospital changing hands from the

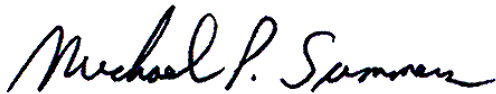
city to a new entity? If so, would there be a fair-market-value purchase price tendered to the city for these properties? If there would be no purchase price, would the conveyance be a gift? If there would be no purchase price and the conveyance were not a gift, what do you envision would be the consideration for the transfer?

14. In what material ways would your proposal differ from the existing outpatient model proposed by the Cleveland Clinic in the January 2015 letter of intent with Lakewood Hospital Association and Lakewood Hospital Foundation?
15. Would MetroHealth consider being a tenant of the city in any city-owned property currently related to the operation of Lakewood Hospital?
16. Who would be responsible for capital investment in and maintenance of any properties coming under the control of MetroHealth?
17. If the answer to the preceding question is an entity other than the city of Lakewood, what is the magnitude of your expected capital expenditures and from where would you propose these funds come?
18. Would MetroHealth guarantee either the provision of services or the quality or volume of services provided at its facility in Lakewood, and if so (a) for how long would this guarantee be in place and (b) how would you envision the city being able to enforce this guarantee (e.g., lease covenant, deed restriction, etc.)?
19. There are two assets related to Lakewood Hospital that are not owned by the city but instead are owned by the Lakewood Hospital Association. One is the medical building at 850 Columbia Road in Westlake. The other is the commercial retail and residential building at the southwest corner of Marlowe Avenue and Detroit Avenue in Lakewood. Does this proposal include the use of those assets? If so, on what terms would MetroHealth acquire an interest?
20. How would you envision MetroHealth beginning operations vis-à-vis existing Lakewood Hospital operations? What would you require from the Cleveland Clinic by way of a turnkey facility? Would MetroHealth be interested in operating its proposed facility if the current hospital were to be closed for any period of time beforehand?
21. Is MetroHealth willing to operate its proposed healthcare facility within a block of a family health center with a standalone emergency department operated by the Cleveland Clinic?
22. Would MetroHealth require the right to approve of any competing healthcare providers operating within a certain distance of MetroHealth's facility under this proposal, or on the sites of any properties currently leased by the city to Lakewood Hospital Association?

23. How would this proposal affect or encumber the assets currently held in the Lakewood Hospital Foundation, if at all?
24. How would this proposal affect or encumber the cash balance currently held by the Lakewood Hospital Association, if at all?
25. How would MetroHealth's service offering in Lakewood align with what you know of Lakewood's population health needs?

I am deeply appreciative of your interest in serving Lakewood's healthcare needs and look forward to your responses, time of course being of the essence. Please let me know if I can clarify any of these questions before you respond.

Very truly yours,

A handwritten signature in black ink that reads "Michael P. Summers". The signature is written in a cursive, flowing style.

Michael P. Summers

copy: Members of Lakewood City Council
County Executive Armond Budish
Members of Cuyahoga County Council
Members of the Lakewood Hospital Association Governing Board



MetroHealth



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UNIVERSITY

Akram Boutros, MD, FACHE

President and Chief Executive Officer

April 30, 2015

The Honorable Michael P. Summers
Mayor, City Of Lakewood
Mayor's Office
12650 Detroit Avenue
Lakewood, OH 44107

Dear Mayor Summers:

Please accept this letter as MetroHealth's consent to publically release our proposal, and subsequent presentations, for the strategic positioning of Lakewood Hospital.

MetroHealth is committed to transparency and accountability so it is appropriate for us to release the City of Lakewood from our confidentiality agreement in this matter.

We at MetroHealth have always enjoyed working with you, members of your team, and the many physicians and citizens we have met over the years. We look forward to continuing our long and valued relationship.

Warmest regards,

Akram Boutros, MD, FACHE