



Littleton Regional Healthcare

August 13, 2018

VIA E-MAIL AND U.S. FIRST CLASS MAIL

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Ms. Donna Jerry
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Green Mountain Care Board
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Re: Request for Determination of No Jurisdiction Determination

Dear Ms. Henkin and Ms. Jerry:

I am the President of Littleton Regional Healthcare ("LRH"), and I am writing on LRH's behalf to seek a determination from the Green Mountain Care Board that the potential acquisition of Northern Physical Therapy, P.C. ("NPT") under consideration by LRH is not subject to Certificate of Need review jurisdiction under Vermont law regardless of the amount of its purchase price.

As background, NPT is an out-patient physical therapy practice located at 569 Main Street in Lyndonville, VT which is a Vermont professional corporation solely owned by Ben McCormack, P.T., C.E.E.S., C.W.C.E. NPT employs the services of 4 physical therapists, 3 physical therapy assistants and additional supporting staff who work in close collaboration with physicians at LRH as well as others. In June of this year, Ben McCormack died unexpectedly. As a professional corporation which was solely owned by Ben McCormack, a transfer of the NPT practice and assets to an organization capable of maintaining the practice is needed. Currently, the estate is continuing to operate NPT under the license of one of its employed physical therapists pending the sale of the assets. The estate is not able itself to continue to operate the practice indefinitely.

LRH has recently been approached by the estate of Ben McCormack to acquire the assets of NPT and to maintain the physical therapy practice under LRH's ownership for the benefit of patients in the Lyndonville area. LRH is a critical access hospital located in Littleton, New Hampshire. It currently provides inpatient and outpatient physical therapy at the hospital and on site at its

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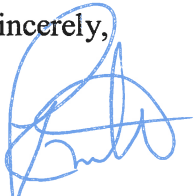
affiliated orthopedic practice, the Alpine Clinic, both in Franconia and in Littleton. LRH has no facilities located in Vermont. LRH has extensively collaborated with NPT regarding the care of mutual patients. LRH is willing to purchase the assets of NPT and continue its operations in its current Vermont location as part of LRH's physical therapy program for the benefit of area patients.

No valuation of NPT or its equipment, personal property or realty has been completed yet, nor has any agreement for the sale of the business or its assets, at any price, been reached at this time. Both parties to the transaction seek to move quickly, however, in order to retain NPT's employed physical therapists, physical therapy assistants and other staff and to avoid interruptions to patient care.

It is our understanding and position that under Vermont's Certificate of Need provisions, 18 VSA 9435(a) that a physical therapy practice is generally considered to be the office of "practitioners of the healing arts" akin to a physician's or dentist's office. Consequently, the intended transfer of the NPT practice to LRH or to any buyer is excluded from Certificate of Need review jurisdiction under 18 VSA 9435(a) and also from the "health care facility" transfer provisions of 18 VSA 9434(a)(3). Additionally, LRH, a hospital licensed and located in Littleton, New Hampshire, falls outside of Vermont's CON jurisdiction because it is not a Vermont licensed hospital as defined in 18 VSA 9402(13) and is not subject to the provisions of 18 VSA 9434(b) that relate to expenditures made for a "new health care project" by a Vermont hospital.

We respectfully ask for your confirmation that any purchase of the business or assets of NPT by LRH in order to maintain the existing physical therapy services which NPT has long provided in Lyndonville, Vermont is not subject to CON review. We will be happy to provide additional information as needed for your consideration. Please contact Jarrett Stern at (917) 405-3535, jsfern@lrhcares.org or Kris van Bergen-Buteau at (603) 444-9349, kvanbergen@lrhcares.org.

Sincerely,



ROBERT F. NUTTER
President