

March 20, 2020

**VIA EMAIL / ORIGINAL BY U.S. MAIL**

Michael Barber  
General Counsel  
State of Vermont  
Green Mountain Care Board  
89 Main Street  
Montpelier, VT 05620-3101

**RE: OAS, LLC (VALLEY VISTA) REQUEST FOR JURISDICTIONAL  
DETERMINATION**

Dear Mr. Barber:

Thank you for your March 12, 2020 letter in response to the request made by Meridian Behavioral Health, LLC (“Meridian”) for a jurisdictional determination in connection with the proposed transfer of its membership interests in OAS LLC (“OAS”) d/b/a Valley Vista. In your letter, you requested more information on whether the proposed transfer would fundamentally change the financial stability or legal liability of the facility.

Financial Stability

The following factors support a finding that the financial stability of Valley Vista will not change in connection with the sale of Meridian’s membership interests in OAS:

- Like the 2017 transaction, the proposed transaction will not materially alter the operations of Valley Vista which will continue at the same location and offer identical services through existing staff.
- Valley Vista will be managed by Richard DiStefano and John Duffy, the long-time owner/operators of Valley Vista prior to the 2017 transaction.
- The Vermont Division of Alcohol & Drug Abuse Programs (“ADAP”) intends to support the financial stability of Valley Vista after the proposed transfer through a working capital grant.
- Meridian will indemnify Valley Vista from damages that arise from the operation of Valley Vista prior to the proposed transfer.
- As is typical of limited liability companies, the obligations of OAS are non-recourse to its current members. In this case, that means that OAS, rather than its members, will continue to be responsible for financial obligations of Valley Vista going forward, as it has been in the past.

Legal Liability

The following factors support a finding that the legal liability of Valley Vista will not change in connection with the sale of Meridian’s membership interests in OAS:

- Like the 2017 transaction, and as confirmed by the letter attached hereto as Exhibit A, the proposed transaction will not cause a change in the license issued by the Vermont Department of Disabilities, Aging and Independent Living, Division of Licensing and Protections. Additionally, Medicare will not classify the proposed transaction as a change of ownership and Valley Vista will maintain its existing Medicare Provider Agreement after the proposed transaction.
- The proposed transaction will not cause a change in OAS's employer identification number.
- OAS will not undergo a name change and it will continue to be a Vermont limited liability company.
- All contracts relating to the operation of Valley Vista shall continue to be the obligations of OAS.

I am hopeful that this letter provides the additional information that the Green Mountain Care Board needs in order to make a jurisdictional determination, but please let me know if more information is needed.

Sincerely,



Craig T. Miskovich

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