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DELIVERED ELECTRONICALLY AND VIA US MAIL

April 17, 2023

Donna Jerry
Senior Health Policy Analyst
Green Mountain Care Board
144 State Street
Montpelier, VT 05633-3601

RE: Docket No. GMCB-006-23con, Proposed Purchase of 100% Ownership Interest in Silver Pines Partners, LLC

Dear Ms. Jerry:

We are writing on behalf of Integrative Life Network, LLC (“ILN”) in response to your letter of April 14, 2023 seeking additional information regarding ILN’s April 4, 2023 request for a jurisdictional determination. Please see your requests below in **bold**, followed by ILN’s responses.

Request for Membership Interest Purchase Agreement (“MIPA”), with certain information redacted.

Please see enclosed redacted MIPA.

Detailed explanation of the transaction reflected in the MIPA.

Sellers own all of the LLC membership interests, units, and other equity interests (the “Membership Interests”) in Silver Pines Partners, LLC d/b/a Sana at Stowe (“Silver Pines”). By virtue of the MIPA, Sellers are transferring and selling one hundred percent (100%) of the Membership Interests in Silver Pines to ILN. Pursuant to the MIPA, both the assets and the liabilities of Silver Pines are transferred from the seller to the buyer. This differs from an Asset Purchase Agreement, where only specific assets, and not the liabilities, would be sold. Here, ILN is “stepping into the shoes” of the current owners of and will function as Silver Pines for all purposes.

At closing:

- All of Sellers’ rights, title, and interest in the Membership Interests of Silver Pines would be assigned to ILN.
- William Cats-Baril will be offered continued employment.
- A one-year extension to the Professional Services Agreement between Silver Pines and The University of Vermont Medical Center, under which Sanchit Maruti, MD will continue to work for at least one year following the closing in substantially the same capacity and

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performing the scope of services that he currently provides at Sana at Stowe, will go into effect.

- Silver Pines would continue to lease the current residential and operations facility located at 3430 Mountain Road, Stowe, Vermont 05672.
- ILN would continue to operate Silver Pines under and within the confines of both (i) the current certificate of need (“CON”) that was issued by the Green Mountain Care Board (“Board”) on June 23, 2020 (see Docket No. GMCB-016-19con) as amended, and (ii) the Therapeutic Community Residence license (No. 0665) issued by the Vermont Department of Disabilities, Aging and Independent Living for 32 beds.

Analysis of the proposed transaction in relation to 18 V.S.A. § 9434(a)(3).

In accordance with Section 9434(a)(3), the transfer or conveyance of more than a fifty percent (50%) ownership interest in a health care facility other than a hospital or nursing home constitutes a new health care project. It is our understanding, however, based upon multiple, previous determinations by the Board, that this transaction would not constitute a “new health care project” requiring a CON.

Please see:

- Docket No. GMCB-013-13con, Proposed Stock Transaction Affecting an Indirect Owner of a Vermont Facility, Habit Opco, Which Operates an Opioid Treatment Program in Brattleboro, Vermont
- Docket No. GMCB-006-17con, Proposed 100% Stock Transfer from OAS, LLC to Meridian Behavioral Health, LLC
- Docket No. GMCB-001-20con: Valley Vista, Transfer of 100% of Membership Interests of OAS, LLC, d/b/a Valley Vista

Further, and in the alternative, as we previously detailed in our April 4, 2023 letter, even if one were to assume that the transaction constitutes a transfer of ownership, we believe that a CON is not required because the “financial stability” and “legal liability of the operations” will not fundamentally change.

We hope that we have provided the Board with the information needed to make a jurisdictional determination.

Sincerely,

Shireen T. Hart

Shireen T. Hart, Attorney at Law

cc: Elizabeth Wohl

Enclosure