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**DELIVERED ELECTRONICALLY AND VIA US MAIL**

May 5, 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 May 4, 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.

**1. A version of the Membership Interest Purchase Agreement (MIPA) in which only Tax Identification Numbers, Employer Identification Numbers, Social Security Numbers, and Protected Health Information are redacted.**

Please see enclosed MIPA. There are no applicable redactions.

**Assertion re proprietary and confidential material:**

There are proprietary terms in the MIPA that the parties to the transfer would redact in response to a public records request, as they represent trade secrets. See 1 V.S.A. § 317(c)(9). These terms relate to specific economic or transactional terms that are confidential to the business interests involved. The public release of same would diminish the business advantage these terms provide. This analysis holds true to terms relating to legal liabilities (e.g., indemnification requirements) contained in these documents.

**2. Integrative Life Network, LLC's Profit and Loss Statement for the most recently completed fiscal year.**

Please see enclosed Profit and Loss Statement for calendar year 2022. With the addition of recent acquisitions and new programming, ILN’s revenues for 2023 and 2024 is projected to exceed \$29m and \$44m, respectively.

**Assertion re proprietary and confidential material:**

The financial details in the Profit and Loss Statement represent trade secrets. The Public Records Act defines a trade secret as “confidential business records or information, including any formulae, plan, pattern, process, tool, mechanism, compound, procedure, production data, or compilation of information which is not patented, which a commercial concern makes efforts that are reasonable under the circumstances to keep secret, and which gives its user or owner an opportunity to obtain business advantage over competitors who do not know it or use it.” 1 V.S.A. § 317(c)(9); see *Springfield Terminal Ry. Co. v. Agency of Transp.*, 174 Vt. 341, 345 (2002).

The information relating to the business operations of Integrative Life Network, LLC was created and produced for the exclusive use of Integrative Life Network, LLC and is “nontechnical, competitively useful business information,” giving Integrative Life Network, LLC a business advantage. They have reasonably endeavored to keep this information confidential. *See id.* at 346. A competitor obtaining this information could gain considerable advantage over Integrative Life Network, LLC. *See Long v. City of Burlington*, 2018 VT 103, ¶¶ 23-27, 208 Vt. 418; *Springfield Terminal*, 174 Vt. at 347.

**3. The investment memo regarding Integrative Life Network, LLC's decision to purchase ownership interest in Silver Pines.**

There is no formalized investment memo, however, we have enclosed what is believed to be most responsive to this request, a pro forma created to evaluate the decision to pursue a purchase of ownership interest in Silver Pines. This pro forma was approved by ILN’s Board of Directors and was compiled after ILN completed its initial due diligence on Silver Pines, at Silver Pines’ request.

**Assertion re proprietary and confidential material:**

The financial details in the pro forma constitutes trade secrets. The Public Records Act defines a trade secret as “confidential business records or information, including any formulae, plan, pattern, process, tool, mechanism, compound, procedure, production data, or compilation of information which is not patented, which a commercial concern makes efforts that are reasonable under the circumstances to keep secret, and which gives its user or owner an opportunity to obtain business advantage over competitors who do not know it or use it.” 1 V.S.A. § 317(c)(9); see *Springfield Terminal Ry. Co. v. Agency of Transp.*, 174 Vt. 341, 345 (2002).

The redacted information is “nontechnical, competitively useful business information” giving Integrative Life Network, LLC a business advantage. They have reasonably endeavored to keep this information confidential. *See id.* at 346. A competitor obtaining this information could gain considerable advantage over Integrative Life Network, LLC.

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Page 3

**4. A list of all legal or regulatory complaints, actions, or investigations involving Integrative Life Network, LLC.**

There are no legal or regulatory complaints, actions, or investigations involving Integrative Life Network, LLC.

**5. For the period of 2018 to present, a list of all legal or regulatory complaints, actions, or investigations involving health care facilities, including but not limited to, substance use disorder treatment facilities, in which Martin Ventures is an investor.**

To the knowledge of Devin Carty, Martin Ventures' CEO, there are no legal or regulatory complaints, actions, or investigations involving health care facilities, including but not limited to, substance use disorder treatment facilities, in which Martin Ventures has a majority ownership and/or is a controlling investor.

Please let me know if you need me to send a copy of this submission to any other address.

Sincerely,

*/s/ Shireen T. Hart*

Shireen T. Hart, Attorney at Law

cc: Elizabeth Wohl

Enclosure