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**DELIVERED ELECTRONICALLY**

May 8, 2023

Shireen T. Hart  
Primmer Piper Eggleston & Cramer PC  
30 Main Street, Suite 500  
P.O. Box 1489  
Burlington, VT 05402-1489

RE: Integrative Life Network, LLC Request for Jurisdictional Determination

Dear Ms. Hart:

Thank you for the April 4, 2023, Letter of Intent describing the proposed transfer of 100% of the membership interest in Silver Pines Partners, LLC (Silver Pines) to Integrative Life Network, LLC (ILN), and your April 17, 2023, and May 5, 2023, responses to Board requests for additional information.

Silver Pines owns and operates Sana at Stowe (Sana), a 32-bed rehabilitation facility located in Stowe, Vermont, pursuant to a certificate of need (CON) issued on June 23, 2020, in Docket No. GMCB-016-19con. ILN proposes to acquire the ownership interest in Silver Pines from the current owners such that Silver Pines would become a wholly owned subsidiary of ILN and would continue to operate Sana with the same programs and services currently offered.

In the Letter of Intent, you write that the controlling regulation for determining whether the transaction is subject to CON review is GMCB Rule 4.000, § 4.203, which considers an ownership change to constitute a “new health care project” when it requires a new state or federal license or it fundamentally changes the financial stability or legal liability of the facility in question.

Your position is that because the Agency of Human Services Department of Disabilities, Aging, and Independent Living (DAIL) did not require a new license for the transaction, it should not be subject to CON review. However, the March 27, 2023, communication from DAIL submitted with the Letter of Intent does not reflect a determination that no license is required; instead DAIL grants a hardship variance from the licensing requirement. The variance is not a licensing action anticipated in Rule 4.000, § 4.203(1), and does not present a sufficient basis for proceeding under your proposed rationale.

Moreover, the transaction falls under the statutory CON review requirement of 18 V.S.A. § 9434(a)(3) (including “the transfer or conveyance of more than a 50 percent ownership interest in a health care facility other than a hospital or nursing home” in the definition of a “new health care project”). *See also In re: Application of Coleen Condon Kohaut and Callie Kohaut to Purchase Equity Interests of Franklin County Rehab Center, LLC*, GMCB-012-15con (Dec. 23, 2016).



As such, the transaction is subject to CON review. Given that the circumstances surrounding the transaction appear to be quite urgent, however, ILN is encouraged to submit an application for an Emergency Certificate of Need pursuant to GMCB Rule 4.000, § 4.303. Please let Donna Jerry or me know if you have any additional questions about this recommended course of action.

Sincerely,

*/s/ Laura Beliveau*  
Laura Beliveau  
Staff Attorney

