

From: Donald Keelan <[REDACTED]>
Sent: Thursday, April 13, 2023 9:22 PM
To: Jandl, Lauren <Lauren.Jandl@vermont.gov>
Subject: Re: AGO Inquiry

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Hello Lauren, I wish to thank you for such a quick and through response to my inquiry. I would ask (request) if your office would email me a copy of the document noted in the attachment approval letter, titled, "The Affiliation and Integration Agreement, Dated December 5, 2022." Thank you and best wishes. Don

PS. It has been awhile since I was involved with your office—several years and two AG's ago when I was an advisor to the Office on putting together the 20 page brochure, "How to be a Board of Trustee Member in Vermont." Even at 83 my interest in Vermont nonprofits has not decreased.



STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

March 9, 2023

Peter J. Millock, Esq.
Nixon Peabody LLP
Via email to [REDACTED]

Re: Non-Objection to Proposed Affiliation and Integration Agreement as between Dartmouth-Hitchcock Health and Southwestern Vermont Health Care Corporation/Southwestern Vermont Medical Center

Dear Attorney Millock:

On February 17, 2023, on behalf of Southwestern Vermont Health Care Corporation (“SVHC”)/Southwestern Vermont Medical Center, Inc. (“SVMC”), you provided notice to our Office of the Affiliation and Integration Agreement as between Dartmouth-Hitchcock Health (“D-HH”) and SVHC/SVMC. To the extent the proposed transaction constitutes a transfer of “all, or substantially all” assets by SVHC, SVMC, the SVHC Foundation, and/or each VT non-profit SVHC Affiliate pursuant to 11B V.S.A. § 12.02(g), our Office has reviewed it as such.

In support of your notice, you provided, and my Office has reviewed, the following documents:

- The Affiliation and Integration Agreement as between D-HH and SVHC/SVMC dated December 5, 2022;
- The Articles of Incorporation and Bylaws of D-HH, SVHC, SVMC, the SVHC Foundation, Mount Anthony Housing Corporation, and SVHC Realty, Inc.;
- Various Resolutions of the respective Board of Trustees of SVHC, SVMC, and SVHC Foundation, Inc.;
- A February 7, 2023 correspondence from the CFO of SVHC regarding donor restricted funds held by the SVHC Foundation and by SVHC-Hoosick Falls LLC; and

- Your letter of February 17, 2023, concerning the parties' agreements that all donor restricted gifts received by any of the relevant entities will be used as directed by donors, and that all unrestricted gifts to said will be used for the benefit of the communities now served by SVHC and SVMC.

Based on my Office's review of these documents and your related representations, we have no objection to the proposed transaction.

Thank you for your notice, and please let me know if you have any questions.

Regards,

A handwritten signature in cursive script that reads "Jamie Renner".

Jamie Renner
Assistant Attorney General
802-828-5947