

October 8, 2015

Phyllis Powell, Director
Larry Carbonneau, CPA
Division of Licensing and Regulatory Services
Certificate of Need Unit
41 Anthony Avenue
State House Station 11
Augusta, ME 04333-0011

**RE: Letter of Intent – Mount St. Joseph and Trinity Senior Living
Communities**

Dear Ms. Powell and Mr. Carbonneau:

Mount St. Joseph ("MSJ") and Trinity Continuing Care Services d/b/a Trinity Senior Living Communities ("TSLC") file this Letter of Intent ("LOI") regarding the proposed change of ownership of MSJ from certain members of the Congregation of the Sisters of St. Joseph of Lyons, United States Province (the "Congregation") to TSLC, or an affiliate to be designated (the "Transaction").

MSJ is a nonprofit Maine corporation, located in Waterville, Maine. MSJ is fully licensed to provide skilled nursing, rehabilitation and long-term care in a residential setting. TSLC is a member of Trinity Health based in Livonia, Michigan. TSLC now provides senior care for more than 35,000 seniors each year at 54 owned and managed communities across the United States.

Consistent with the Certificate of Need for Nursing Facility Level of Care Projects rules, Section 71.05(A), we request a ruling from the Department regarding the applicability of the Certificate of Need program to the Transaction. We also seek to arrange a Technical Assistance Meeting at an early date, as we are targeting January 1, 2016 as the effective date of the Transaction (the "Effective Date").

The Transaction will be carried out through a change in the governance documents of MSJ. Currently, the Members of MSJ consist of certain designated members of the Congregation – the Provincial, the members of the Council of the Congregation and one other Sister. MSJ's governance documents will be amended to substitute TSLC or its designated affiliate as the sole member of MSJ.

There are no capital expenditures, annual operating costs or changes in utilization proposed by the Transaction. In view of the proposed Effective Date, we intend to submit our CON application as soon as practical following the technical assistance meeting.

We request that this CON review be carried out as a "Simplified Review" in accordance with the CON Act, 22 M.R.S. § 336, because the Transaction will not impact the day-to-day operations of MSJ which will continue in their present form. As of the Effective Date, the current MSJ administrator and key staff will continue in their present roles, and all current programs will continue.

We request the opportunity to meet with you in the near term and understand that the Technical Assistance Meeting is to be scheduled within 15 days of the filing of this letter pursuant to the CON Act, 22 M.R.S. § 337(2)(B). John Doyle, counsel to MSJ, and Joe Kozak, counsel to TSLC, will be contacting you shortly to discuss scheduling on a mutually convenient date.

Thank you for your assistance in this matter.

Sincerely,



Kenneth D. Robbins
President & CEO
Trinity Senior Living Communities

Sr. Gilla Dube
Provincial
Congregation of the Sisters of
St. Joseph of Lyons,
United States Province

GD/nc

cc. Diane Sinclair, MSJ Administrator (via email)
William J. Healy, TSLC VP (via email)
Alicia Chandler, Esq. (via email)
Matthew Keuten, Esq. (via email)
John P. Doyle, Jr., Esq. (via email)
Joseph Kozak, Esq. (via email)

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