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2009 MAR -5 P 3:30

March 5, 2009

CONNECTICUT OFFICE OF
HEALTH CARE ACCESS

Hon. Cristine A. Vogel
Commissioner
Office of Health Care Access
410 Capital Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

Dear Commissioner Vogel:

Re: Sale of certain assets associated with the operation of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill by Stamford Health System., Inc. and Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill to The Jewish Home for the Elderly of Fairfield County, Inc. and TJH Senior Living LLC for \$69,300,000 and Change of Ownership of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill through appointment of TJH Holding LLC as sole member

Please find enclosed an original and five copies of The Stamford Health System's Letter of Intent regarding the above. The appropriate forms are attached and will provide the required information to allow your office to prepare the Certificate of Need application forms.

Please contact me at 203-276-7510 with any questions.

Respectfully submitted,

David L. Smith
Senior Vice President,
Strategy and Market Development

cc: Maureen Weaver
Wiggin & Dana

Project Description

Sale of certain assets associated with the operation of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill by Stamford Health System., Inc. and Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill to The Jewish Home for the Elderly of Fairfield County, Inc. and TJH Senior Living LLC for \$69,300,000 and Change of Ownership of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill through appointment of TJH Holding LLC as sole member

Stamford Health System, Inc. ("SHS") and Continuing Care Retirement Community of Greater Stamford, Inc.d/b/a Edgehill ("Edgehill") are proposing to sell certain assets associated with the operation of Edgehill to The Jewish Home for the Elderly of Fairfield County, Inc. ("TJH") and the TJH Senior Living LLC ("TJHSL") for \$69,300,000. SHS is the parent company and is the sole member of Edgehill. TJHSL is a single member limited liability company of which TJH is the sole member. In addition, once the sale of assets concludes, Edgehill proposes to change its ownership by amending its certificate of incorporation and by-laws to name as sole member, TJH Holding LLC. ("TJH Holding"). TJH Holding is a single member LLC of which TJH is the sole member.

Edgehill is the premier continuing care retirement community ("CCRC") in southern Fairfield County. Opened in 1999, Edgehill consists of 207 independent living apartments, 20 assisted living apartments and 60 skilled nursing beds on a 22-acre property located in Stamford, CT. Edgehill is registered as a CCRC with the Connecticut Department of Social Services. In addition, Edgehill holds a chronic and convalescent nursing home license for the 60 skilled nursing beds and is a licensed Assisted Living Services Agency ("ALSA"). Edgehill is also registered with the Connecticut Department of Public Health as a managed residential community. SHS operates Stamford Hospital, a 305-bed acute care facility and has owned Edgehill since its original construction.

Edgehill provides a continuum of services and care for the lifetime of its residents. Residents of the community purchase lifetime use of a residential apartment, assisted living services and nursing home care if needed. Amenities include dining facilities, weekly housekeeping and linen services, a health club, swimming pool and a variety of activities that stimulate and entertain residents.

Initial management of Edgehill was provided by Marriott Senior Living Services which was acquired by Sunrise Senior Living, Inc. in 2003. As of October 2007, operations were transferred to Greystone Management Services, LLC (the "Manager") under a management contract expiring September 30, 2010. The Manager is a wholly-owned subsidiary of Sunrise Senior Living, Inc.

Edgehill has consistently had occupancy rates above 96% in its independent living and assisted living units and at or above 85% in its skilled nursing beds. In addition, there is an active waiting list of future residents which included 197 names as of July 1, 2008. Although admissions to Edgehill's nursing home consist primarily of Edgehill's CCRC residents, Edgehill admits non-CCRC residents to the nursing home and has received permission from the Department of Social Services to continue such admissions through July 21, 2012.

In 2008, SHS announced its intent to sell Edgehill and issued an Offering Memorandum to several interested parties. Following a formal bidding process that included input from Edgehill's residents, SHS and Edgehill selected TJH and TJHSL as buyer. The parties have entered into a Definitive Agreement pursuant to which SHS and Edgehill will sell certain assets associated with the operations of Edgehill to TJH and TJHSL, provided certain conditions are met, including but not limited to, TJH and TJHSL's receipt of required regulatory approvals and financing. SHS and Edgehill anticipate that closing will occur by the Fall of 2009.

The primary market area ("PMA") population is defined as those zip codes from which Edgehill draws 63% of its residents and include the following towns: Greenwich, Cos Cob, Riverside, Old Greenwich, Stamford Darien and New Canaan. Due to its uniqueness and desirable location, Edgehill also draws residents from beyond its PMA, including 8% from Florida as well as New York and Other Connecticut. It is anticipated that there will be no change in population as a result of this proposal.

There are no other CCRCs in Edgehill's primary market area. There is one CCRC in northern Fairfield County: Meadow Ridge in Redding, CT. There are three CCRCs in Westchester County, New York: The Osborn, Rye, NY; Westchester Meadows, Valhalla, NY and Kendal on Hudson in Sleepy Hollow, NY.

It is anticipated that there will be no effect on the health care system. Services will continue to be provided to the current Edgehill residents so that they may continue to achieve healthy, productive and fulfilled lives.

As a result of this proposal, TJH and TJHSL will be responsible for providing the services.

The primary payers of the independent living and assisted living services are private or self pay. The primary payers of skilled nursing home services include private pay as well as Medicare. It is anticipated that payer mix will not change as a result of this transaction.



**State of Connecticut
Office of Health Care Access
Letter of Intent Form
Form 2030**

All Applicants involved with the proposal must be listed for identification purposes. A proposal's Letter of Intent (LOI) form must be submitted prior to a Certificate of Need application submission to OHCA by the Applicant(s), pursuant to Sections 19a-638 and 19a-639 of the Connecticut General Statutes and Section 19a-643-79 of OHCA's Regulations. Please complete and submit Form 2030 to the Commissioner of the Office of Health Care Access, 410 Capitol Avenue, MS# 13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. APPLICANT INFORMATION

If this proposal has more than two Applicants, please attach a separate sheet, supplying the same information for each additional Applicant in the format presented in the following table.

	Applicant One	Applicant Two
Full legal name	Stamford Health System, Inc.	
Doing Business As	Stamford Health System, Inc.	
Name of Parent Corporation	Stamford Health System, Inc.	
Applicant's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail (Zip Code Required)	30 Shelburne Road, P.O. Box 9317, Stamford, CT 06904	
Identify Applicant Status: P for Profit or NP for Nonprofit	NP	
Does the Applicant have Tax Exempt Status?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Contact Person, including Title/Position: This Individual will be the Applicant Designee to receive all correspondence in this matter.	David L. Smith Senior Vice President, Strategy and Market Development	
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail (Zip Code Required)	30 Shelburne Road, P.O. Box 9317, Stamford, CT 06904	
Contact Person Telephone Number	(203) 276-7510	
Contact Person Fax Number	(203) 276-5529	

Contact Person e-mail Address

dsmith@stamhealth.org

SECTION II. GENERAL APPLICATION INFORMATION

a. Project Title: Sale of Continuing Care Retirement Community of Greater Stamford, Inc. ("Edgehill") by Stamford Health System, Inc. ("SHS") to The Jewish Home for the Elderly, Inc. ("TJH") and The Jewish Home for the Elderly Senior Living LLC ("TJHSL")

b. Project Proposal: SHS is proposing the sale of the assets of Edgehill to TJH and TJHSL for the purchase price of \$69,300,000 and change of ownership or control in the Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill through appointment of TJH Holding LLC as sole member.

c. Type of Project/Proposal, please check all that apply:

Inpatient Service(s):

Medical/Surgical Cardiac Pediatric Maternity

Trauma Center Transplantation Programs

Rehabilitation (specify type) _____

Behavioral Health (Psychiatric and/or Substance Abuse Services)

Other Inpatient (specify) _____

Outpatient Service(s):

Ambulatory Surgery Center Primary Care Oncology

New Hospital Satellite Facility Emergency Urgent Care

Rehabilitation (specify type) _____ Central Services Facility

Behavioral Health (Psychiatric and/or Substance Abuse Services)

Other Outpatient (specify) _____

Imaging:

MRI CT Scanner PET Scanner

CT Simulator PET/CT Scanner Linear Accelerator

Cineangiography Equipment New Technology: _____

Non-Clinical:

Facility Development Non-Medical Equipment Renovations

Change in Ownership or Control Land and/or Building Acquisitions

Organizational Structure (Mergers, Acquisitions, & Affiliations)

Other Non-Clinical: _____

d. Does the proposal include a Change in Facility (F), Service (S)/Function (Fnc) pursuant to Section 19a-638, C.G.S.?

Yes No

If you checked "Yes" above, please check the appropriate box below:

New (F, S, Fnc) Additional (F, S, Fnc) Replacement
 Expansion (F, S, Fnc) Relocation Termination of Service
 Reduction Change in Ownership/Control

e. Will the Capital Expenditure/Cost of the proposal exceed \$3,000,000, pursuant to Section 19a-639, C.G.S.?

Yes No

If you checked "Yes" above, please check the boxes below, as appropriate:

New equipment acquisition and operation
 Replacement equipment with disposal of existing equipment
 Major medical equipment
 Change in ownership or control

f. Location of proposal, identifying Street Address, Town and Zip Code:

122 Palmers Hill Road, Stamford, CT 06902

g. List each town this project is intended to serve:

The primary and secondary market areas of Edgehill which are anticipated will not change include the following towns: Primary – Greenwich, Cos Cob, Riverside, Old Greenwich, Stamford, Darien, New Canaan; Secondary – Florida, New York, New York, Other New York, Other Connecticut.

h. Estimated starting date for the project: 60 days after CON approval.

i. If the proposal includes change in the number of beds provide the following information:

Type	Existing Staffed	Existing Licensed	Proposed Increase or (Decrease)	Proposed Total Licensed
N/A				

SECTION III. ESTIMATED CAPITAL EXPENDITURE/COST INFORMATION

a. Estimated Total Project Expenditure/Cost: \$69,300.000

b. Please provide the following tentative capital expenditure/costs related to the proposal:

Major Medical Equipment Purchases*	
Medical Equipment Purchases*	
Non-Medical Equipment Purchases*	
Land/Building Purchases	
Construction/Renovation	
Other (Non-Construction) Specify:	
Total Capital Expenditure	\$69,300,000
Major Medical Equipment – Fair Market Value of Leases Medical Equipment – Fair Market Value of Leases	
Non-Medical Equipment – Fair Market Value of Leases*	
Fair Market Value of Space – Capital Leases Only	
Total Capital Cost	\$69,300,000
Total Project Cost	\$69,300,000
Capitalized Financing Costs (Informational Purpose Only)	

* Provide an itemized list of all medical and non-medical equipment to be purchased and leased.

c. If the proposal has a total capital expenditure/cost exceeding \$20,000,000 or if the proposal is for major medical equipment exceeding \$3,000,000, you may request a Waiver of Public Hearing pursuant to Section 19a-643-45 of OHCA's Regulations? Please check your preference.

Yes No

- If you checked "Yes" above: please check the appropriate box below indicating the basis of the projects eligibility for a waiver of hearing

Energy Conservation Health, Fire, Building and Life Safety Code

Non Substantive
- Provide supporting documentation from elected town officials (i.e. letter from Mayor's Office).

d. Major Medical and/or Imaging Equipment Acquisition:

Equipment Type	Name	Model	Number of Units	Cost per unit
N/A				

Note: Provide a copy of the vendor contract or quotation for each major medical/imaging equipment.

e. Type of financing or funding source (more than one can be checked):

<input type="checkbox"/> Applicant's Equity	<input type="checkbox"/> Capital Lease	<input type="checkbox"/> Conventional Loan
<input type="checkbox"/> Charitable Contributions	<input type="checkbox"/> Operating Lease	<input type="checkbox"/> CHEFA Financing
<input type="checkbox"/> Funded Depreciation	<input type="checkbox"/> Grant Funding	
<input type="checkbox"/> Other (specify) _____		

N/A

SECTION IV. PROJECT DESCRIPTION

In paragraph format, please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following items need to be addressed, if applicable.

1. List the types of services are currently being provided. If applicable, provide a copy of each Department of Public Health (DPH) license held by the Applicant.
2. List the types of services being proposed and what DPH licensure categories will be sought, if applicable.
3. Identify the current population served and the target population to be served.
4. Identify any unmet need and describe how this project will fulfill that need.
5. Are there any similar existing service providers in the proposed geographic area?
6. Describe the anticipated effect of this proposal on the health care delivery system in the State of Connecticut.
7. Who will be responsible for providing the service?
8. Who are the current payers of this service and identify any anticipated payer changes when the proposed project becomes operational?

AFFIDAVIT**To be completed by each Applicant**Applicant: Stamford Health System, Inc.

Project Title: Sale of certain assets associated with the operation of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill by Stamford Health System, Inc. and Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill to The Jewish Home for the Elderly of Fairfield County, Inc. and TJH Senior Living LLC for \$69,300,000 and Change of Ownership of Continuing Care Retirement Community of Greater Stamford, Inc. d/b/a Edgehill through appointment of TJH Holding LLC as sole member

I, John B. Ansorge, Interim, Chief Financial Officer
(Name) (Position – CEO or CFO)

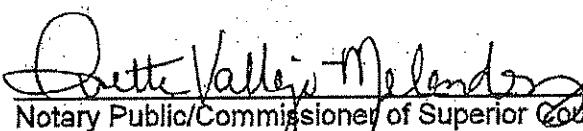
of Stamford Health System, Inc. being duly sworn, depose and state that the information provided in this CON Letter of Intent (Form 2030) is true and accurate to the best of my knowledge, and that Stamford Health System, Inc. complies with the appropriate end. (Facility Name) applicable criteria as set forth in the Sections 19a-630, 19a-637, 19a-638, 19a-639, 19a-486 and/or 4-181 of the Connecticut General Statutes.

John B. Ansorge
Signature

3/5/09

Date

Subscribed and sworn to before me on March 5, 2009

Ivette Valles-Melendez
Notary Public/Commissioner of Superior Court

IVETTE VALLES-MELENDEZ
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2013

My commission expires: 7/31/13

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March 5, 2009

CONNECTICUT OFFICE OF
HEALTH CARE ACCESS

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Commissioner
Office of Health Care Access
410 Capital Avenue, MS #13HCA
P.O. Box 340308
Hartford, CT 06134-0308

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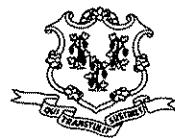
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State of Connecticut Office of Health Care Access Letter of Intent Form Form 2030

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SECTION I. APPLICANT INFORMATION

If this proposal has more than two Applicants, please attach a separate sheet, supplying the same information for each additional Applicant in the format presented in the following table.

	Applicant One	Applicant Two
Full legal name	Stamford Health System, Inc.	
Doing Business As	Stamford Health System, Inc.	
Name of Parent Corporation	Stamford Health System, Inc.	
Applicant's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail (Zip Code Required)	30 Shelburne Road, P.O. Box 9317, Stamford, CT 06904	
Identify Applicant Status: P for Profit or NP for Nonprofit	NP	
Does the Applicant have Tax Exempt Status?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Contact Person, including Title/Position: This Individual will be the Applicant Designee to receive all correspondence in this matter.	David L. Smith Senior Vice President, Strategy and Market Development	
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail (Zip Code Required)	30 Shelburne Road, P.O. Box 9317, Stamford, CT 06904	
Contact Person Telephone Number	(203) 276-7510	
Contact Person Fax Number	(203) 276-5529	

Contact Person e-mail Address	dsmith@stamhealth.org	
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SECTION II. GENERAL APPLICATION INFORMATION

a. Project Title: Sale of Continuing Care Retirement Community of Greater Stamford, Inc. ("Edgehill") by Stamford Health System, Inc. ("SHS") to The Jewish Home for the Elderly, Inc. ("TJH") and The Jewish Home for the Elderly Senior Living LLC ("TJHSL")

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c. Type of Project/Proposal, please check all that apply:

Inpatient Service(s):

Medical/Surgical Cardiac Pediatric Maternity
 Trauma Center Transplantation Programs
 Rehabilitation (specify type) _____
 Behavioral Health (Psychiatric and/or Substance Abuse Services)
 Other Inpatient (specify) _____

Outpatient Service(s):

Ambulatory Surgery Center Primary Care Oncology
 New Hospital Satellite Facility Emergency Urgent Care
 Rehabilitation (specify type) _____ Central Services Facility
 Behavioral Health (Psychiatric and/or Substance Abuse Services)
 Other Outpatient (specify) _____

Imaging:

MRI CT Scanner PET Scanner
 CT Simulator PET/CT Scanner Linear Accelerator
 Cineangiography Equipment New Technology: _____

Non-Clinical:

Facility Development Non-Medical Equipment Renovations
 Change in Ownership or Control Land and/or Building Acquisitions
 Organizational Structure (Mergers, Acquisitions, & Affiliations)
 Other Non-Clinical: _____

d. Does the proposal include a Change in Facility (F), Service (S)/Function (Fnc) pursuant to Section 19a-638, C.G.S.?

Yes No

If you checked "Yes" above, please check the appropriate box below:

New (F, S, Fnc) Additional (F, S, Fnc) Replacement
 Expansion (F, S, Fnc) Relocation Termination of Service
 Reduction Change in Ownership/Control

e. Will the Capital Expenditure/Cost of the proposal exceed \$3,000,000, pursuant to Section 19a-639, C.G.S.?

Yes No

If you checked "Yes" above, please check the boxes below, as appropriate:

New equipment acquisition and operation
 Replacement equipment with disposal of existing equipment
 Major medical equipment
 Change in ownership or control

f. Location of proposal, identifying Street Address, Town and Zip Code:

122 Palmers Hill Road, Stamford, CT 06902

g. List each town this project is intended to serve:

The primary and secondary market areas of Edgehill which are anticipated will not change include the following towns: Primary – Greenwich, Cos Cob, Riverside, Old Greenwich, Stamford, Darien, New Canaan; Secondary – Florida, New York, New York, Other New York, Other Connecticut.

h. Estimated starting date for the project: 60 days after CON approval.

i. If the proposal includes change in the number of beds provide the following information:

Type	Existing Staffed	Existing Licensed	Proposed Increase or (Decrease)	Proposed Total Licensed
N/A				

SECTION III. ESTIMATED CAPITAL EXPENDITURE/COST INFORMATION

a. Estimated Total Project Expenditure/Cost: \$69,300,000

b. Please provide the following tentative capital expenditure/costs related to the proposal:

Major Medical Equipment Purchases*	
Medical Equipment Purchases*	
Non-Medical Equipment Purchases*	
Land/Building Purchases	
Construction/Renovation	
Other (Non-Construction) Specify: _____	
Total Capital Expenditure	\$69,300,000
Major Medical Equipment – Fair Market Value of Leases Medical	
Equipment – Fair Market Value of Leases	
Non-Medical Equipment – Fair Market Value of Leases*	
Fair Market Value of Space – Capital Leases Only	
Total Capital Cost	\$69,300,000
Total Project Cost	\$69,300,000
Capitalized Financing Costs (Informational Purpose Only)	

* Provide an itemized list of all medical and non-medical equipment to be purchased and leased.

c. If the proposal has a total capital expenditure/cost exceeding \$20,000,000 or if the proposal is for major medical equipment exceeding \$3,000,000, you may request a Waiver of Public Hearing pursuant to Section 19a-643-45 of OHCA's Regulations? Please check your preference.

Yes No

1. If you checked "Yes" above: please check the appropriate box below indicating the basis of the projects eligibility for a waiver of hearing

Energy Conservation Health, Fire, Building and Life Safety Code
 Non Substantive

2. Provide supporting documentation from elected town officials (i.e. letter from Mayor's Office).

d. Major Medical and/or Imaging Equipment Acquisition:

Equipment Type	Name	Model	Number of Units	Cost per unit
N/A				

Note: Provide a copy of the vendor contract or quotation for each major medical/imaging equipment.

e. Type of financing or funding source (more than one can be checked):

<input type="checkbox"/> Applicant's Equity	<input type="checkbox"/> Capital Lease	<input type="checkbox"/> Conventional Loan
<input type="checkbox"/> Charitable Contributions	<input type="checkbox"/> Operating Lease	<input type="checkbox"/> CHEFA Financing
<input type="checkbox"/> Funded Depreciation	<input type="checkbox"/> Grant Funding	
<input type="checkbox"/> Other (specify) _____		

N/A

SECTION IV. PROJECT DESCRIPTION

In paragraph format, please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following items need to be addressed, if applicable.

1. List the types of services are currently being provided. If applicable, provide a copy of each Department of Public Health (DPH) license held by the Applicant.
2. List the types of services being proposed and what DPH licensure categories will be sought, if applicable.
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4. Identify any unmet need and describe how this project will fulfill that need.
5. Are there any similar existing service providers in the proposed geographic area?
6. Describe the anticipated effect of this proposal on the health care delivery system in the State of Connecticut.
7. Who will be responsible for providing the service?
8. Who are the current payers of this service and identify any anticipated payer changes when the proposed project becomes operational?

AFFIDAVIT**To be completed by each Applicant**Applicant: Stamford Health System, Inc.

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I, John B. Ansorge, Interim, Chief Financial Officer
 (Name) (Position – CEO or CFO)

of Stamford Health System, Inc. being duly sworn, depose and state that the information provided in this CON Letter of Intent (Form 2030) is true and accurate to the best of my knowledge, and that Stamford Health System, Inc. complies with the appropriate and (Facility Name) applicable criteria as set forth in the Sections 19a-630, 19a-637, 19a-638, 19a-639, 19a-486 and/or 4-181 of the Connecticut General Statutes.

John B. Ansorge
Signature3/5/9
Date
 CONNECTICUT
 OFFICE OF
 HEALTH CARE
 ACCESS
 100 W. Main St. - 9th Fl.
 Hartford, CT 06103
 (860) 541-1151
 FAX: (860) 541-1152
RECEIVED
MAY 19 - 2009
A 11:51Subscribed and sworn to before me on March 5, 2009Ivette Valdez-Melendez
Notary Public/Commissioner of Superior Court
 IVETTE VALDEZ-MELENDEZ
 NOTARY PUBLIC
 MY COMMISSION EXPIRES JULY 31, 2013
My commission expires: 7/31/13