



North Carolina Department of Health and Human Services  
Division of Health Service Regulation

Pat McCrory  
Governor

Aldona Z. Wos, M.D.  
Ambassador (Ret.)  
Secretary DHHS

Drexdal Pratt  
Division Director

March 17, 2014

Randi S. Nathanson  
One Union Square  
600 University Street, Suite 2000  
Seattle, WA 98101-1192

**Exempt from Review – Acquisition of Facility**

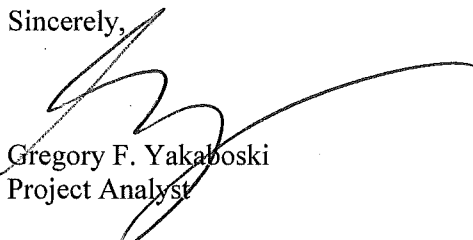
Facility: Pacifica Senior Living Wilmington  
Acquisition by: CLP Wilmington NC Senior Living, LLC  
County: New Hanover  
FID #: 970703

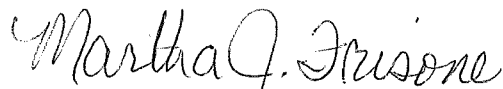
Dear Ms. Nathanson:

In response to your letter of December 6, 2013, the above referenced proposal is exempt from certificate of need review in accordance with G.S 131E-184(a)(8). Therefore, CLP Wilmington NC Senior Living, LLC, may proceed to acquire the above referenced health service facility without first obtaining a certificate of need. However, you need to contact the Adult Care Licensure Section of the Division of Health Service Regulation to obtain instructions for changing ownership of the existing facility. Note that pursuant to G.S. 131E-181(b): *“A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need.”*

It should be noted that this Agency's position is based solely on the facts represented by you and that any change in facts as represented would require further consideration by this Agency and a separate determination. If you have any questions concerning this matter, please feel free to contact this office.

Sincerely,

  
Gregory F. Yakaboski  
Project Analyst

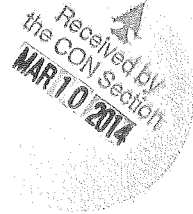

  
Martha J. Frisone, Interim Chief  
Certificate of Need Section

cc: Medical Facilities Planning Branch, DHSR  
Adult Care Licensure Section, DHSR



**Certificate of Need Section**  
www.ncdhhs.gov  
Telephone: 919-855-3873 • Fax: 919-733-8139  
Location: Edgerton Building • 809 Ruggles Drive • Raleigh, NC 27603  
Mailing Address: 2704 Mail Service Center • Raleigh, NC 27699-2704  
An Equal Opportunity/ Affirmative Action Employer





March 6, 2014

Division of Health Service Regulation  
Certificate of Need Section  
2704 Mail Service Center  
Raleigh, NC 27699-2704

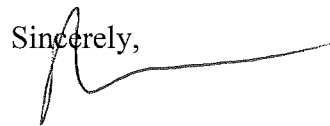
**Re: Request for Certificate of Need Exemption**

Ladies and Gentlemen:

I am writing to follow up on the Request for Certificate of Need Exemption dated December 6, 2013 (the "Request") which our office submitted to you regarding the assisted living facility known as Pacifica Senior Living Wilmington and located at 2747 South 17<sup>th</sup> Street, Wilmington, NC, Facility License No. HAL-065-032 (the "Facility"). It has come to our attention that the Request may have appeared to have been submitted on behalf of the seller of the Facility. Accordingly, this letter will serve to clarify that, as required by 10A NCAC 13F.0207(3), the Request was submitted on behalf of CLP Wilmington NC Senior Living, LLC (DE) (the "Purchaser"). It is our understanding that the Purchaser was authorized to proceed with the closing upon submission of the Request. However, we would appreciate receiving formal confirmation of the approval of the Request and would ask that you direct the same to my attention once it is available.

Should you have any questions or concerns, please do not hesitate to contact me.  
Thank you.

Sincerely,



Randi S. Nathanson  
Special Regulatory Counsel to Purchaser

cc: Adam Bandel  
Tom Sayer  
Deepak Israni

Received by  
the CON Section  
DEC 17 2013

*Reg*

December 6, 2013

Division of Health Service Regulation  
Certificate of Need Section  
2704 Mail Service Center  
Raleigh, NC 27699-2704

**Re: Request for Certificate of Need Exemption**

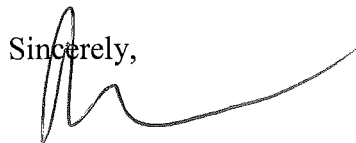
Ladies and Gentlemen:

I am writing with regard to the assisted living facility, Pacifica Senior Living Wilmington, located at 2747 South 17<sup>th</sup> Street, Wilmington, NC, Facility License No. HAL-065-032 (the "Facility"). The current owner and licensed operator of the Facility is Pacifica Wilmington, LLC ("Pacifica"). The Facility is licensed by the Adult Care Licensure Section of the Division of Health Service Regulation ("ACLS") as an Adult Care Home. Pacifica has entered into an agreement to sell the Facility to CLP Wilmington NC Senior Living, LLC (DE) (the "Purchaser") and to concurrently lease the Facility back from the Purchaser (the "Sale/Leaseback Transaction"). The precise closing date is not yet known but it is currently anticipated that the closing of the Sale/Leaseback Transaction will occur in January, 2014. The Sale/Leaseback Transaction will not result in any change in the number of beds/units, or in the management or services rendered, at the Facility

As required by 10A NCAC 13F .0207(3), this letter will serve as a request for a determination that the Sale/Leaseback transaction is exempt from Certificate of Need ("CON") review. I would appreciate it if you would direct your response to my attention.

Should you have any questions or concerns, please do not hesitate to contact me.  
Thank you.

Sincerely,



Randi S. Nathanson  
Special Regulatory Counsel to Pacifica

cc: Adam Bandel  
Tom Sayer  
Deepak Israni