



DEPARTMENT OF HEALTH AND HUMAN SERVICES  
DIVISION OF HEALTH SERVICE REGULATION

ROY COOPER  
GOVERNOR

MANDY COHEN, MD, MPH  
SECRETARY

MARK PAYNE  
DIRECTOR

February 3, 2017

Opal Ferraro, Chief Financial Officer  
PSA Healthcare  
Six Concourse Parkway, Suite 1100  
Atlanta GA 30328

**No Review**

**Record #:** 2155  
**Facility Name:** PSA Healthcare  
**FID #:** 924040  
**Business Name:** Pediatric Services of America, Inc.  
**Business #:** 2563  
**Project Description:** Change in indirect ownership  
**County:** Wake

Dear Ms. Ferraro:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your letter of January 25, 2017 regarding the above referenced proposal. Based on the CON law **in effect on the date of this response to your request**, the proposal described in your correspondence is not governed by, and therefore, does not currently require a certificate of need. However, please note that if the CON law is subsequently amended such that the above referenced proposal would require a certificate of need, this determination does not authorize you to proceed to develop the above referenced proposal when the new law becomes effective.

However, you need to contact the Agency's Acute and Home Care Licensure and Certification Section to determine if they have any requirements for development of the proposed project.

It should be noted that this determination is binding only for the facts represented in your correspondence. Consequently, if changes are made in the project or in the facts provided in your correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office. Changes in a project include, but are not limited to: (1) increases in the capital cost; (2) acquisition of medical equipment not included in the

**HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION**

WWW.NCDHHS.GOV

TELEPHONE 919-855-3873

LOCATION: EDGERTON BUILDING • 809 RUGGLES DRIVE • RALEIGH, NC 27603

MAILING ADDRESS: 2704 MAIL SERVICE CENTER • RALEIGH, NC 27699-2704

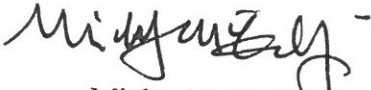
AN EQUAL OPPORTUNITY/ AFFIRMATIVE ACTION EMPLOYER



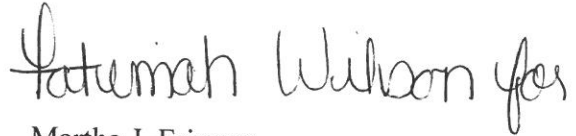
original cost estimate; (3) modifications in the design of the project; (4) change in location; and (5) any increase in the number of square feet to be constructed.

Please contact this office if you have any questions. Also, in all future correspondence you should reference the Facility ID # (FID) if the facility is licensed.

Sincerely,



Michael J. McKinnip  
Project Analyst



Martha J. Frisone  
Assistant Chief, Certificate of Need

cc: Acute and Home Care Licensure and Certification Section, DHSR  
Paige Bennett, Assistant Chief, Healthcare Planning, DHSR

January 25, 2017



**VIA UNITED PARCEL SERVICE  
TRACKING # 1z322 485 13 9243 7722**

Ms. Martha Frisnone  
Assistant Chief, Certificate of Need Division  
Division of Health Service Regulation  
NC Department of Health & Human Services  
2704 Mail Service Center  
Raleigh, North Carolina 27699-2701

**Re: No Review Request – Change in Indirect Ownership  
Pediatric Services of America, Inc., d/b/a PSA Healthcare  
FEIN 58-1584862**

Dear Ms. Frisnone:

Pediatric Services of America, Inc., a Georgia corporation (“PSA”), owns and operates a licensed Home Care Services agency (the “Agency”) in North Carolina that has a certificate of need (“CON”). Attached hereto at Exhibit A are additional details about this Agency, including its location, county and license number. The purpose of this letter is to provide notice to the North Carolina Department of Health and Human Services, Division of Health Service Regulation, Certificate of Need Section (the “CON Section”) that the Agency will undergo a change in indirect ownership as described herein, which we believe is not currently governed by North Carolina certificate of need (“CON”) law, and therefore, does not currently require a CON. Respectfully, we request that the CON Section confirm that this change in ownership does not require CON review.

PSA is a wholly-owned subsidiary of Pediatric Services of America, Inc., a Delaware corporation, which in turn is a wholly-owned subsidiary of Pediatric Services Holding Corporation, a Delaware corporation, which in turn is a wholly-owned subsidiary of PSA Healthcare Intermediate Holding Inc., a Delaware corporation (the “Holding Corporation”), which in turn is a wholly-owned subsidiary of PSA Healthcare Holding LLC, a Delaware limited liability company (“Seller”). The effective date of the proposed transaction will be on or around March 23, 2017 (the “Closing Date”), which, upon closing of the proposed transaction (the “Closing”), will result in a change to the indirect ownership interest of PSA. Specifically, on the Closing Date, following the merger of a wholly-owned subsidiary of BCPE Eagle Buyer LLC, a Delaware limited liability company (the “Buyer”) with Holding Corporation, Buyer will own One Hundred Percent (100%) of the outstanding stock of the Holding Corporation and, in exchange, Seller will receive equity interests in the indirect parent company of the Buyer. For your reference, we have attached the current organizational chart for PSA at Exhibit B. We have also attached the proposed post-Closing organizational chart for PSA at Exhibit C, but please note that Exhibit C reflects near-final ownership and is subject to minor modification prior to Closing.

January 25, 2017

Page 2

The proposed transaction will not in any way affect the direct ownership, operations, location or management of the Agency. Rather, PSA will remain the owner and operator of the Agency and PSA's Federal Employment Identification Number (noted above) will remain the same. In addition, there are no planned changes to the legal name, location, clinical operations, services, staffing or day-to-day operations of the Agency as a result of the proposed transaction. We would greatly appreciate if you would let us know at your earliest possible convenience whether any additional information or documentation should be provided regarding this change in indirect ownership. We will be happy to supplement this correspondence with the finalized post-Closing organizational chart as soon as we are able to do so.

Please do not hesitate to contact PSA's legal counsel if you have questions or need additional information. Please direct all such questions/requests to:

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200  
Dallas, Texas 75201  
ATTN: Lindzi Timberlake  
[timberlakel@gtlaw.com](mailto:timberlakel@gtlaw.com)  
214-665-3645 – Direct line

If you need to contact PSA directly, please do so at the following:

PSA Healthcare  
Six Concourse Parkway, Suite 1100  
Atlanta, Georgia 30328  
ATTN: Vicki Whiteside, Director of Regulatory Licensing  
[vwhiteside@psahealthcare.com](mailto:vwhiteside@psahealthcare.com)  
770.248.8740 – Direct line

Thank you for your assistance with this matter.

Regards,



Opal Ferraro  
Chief Financial Officer

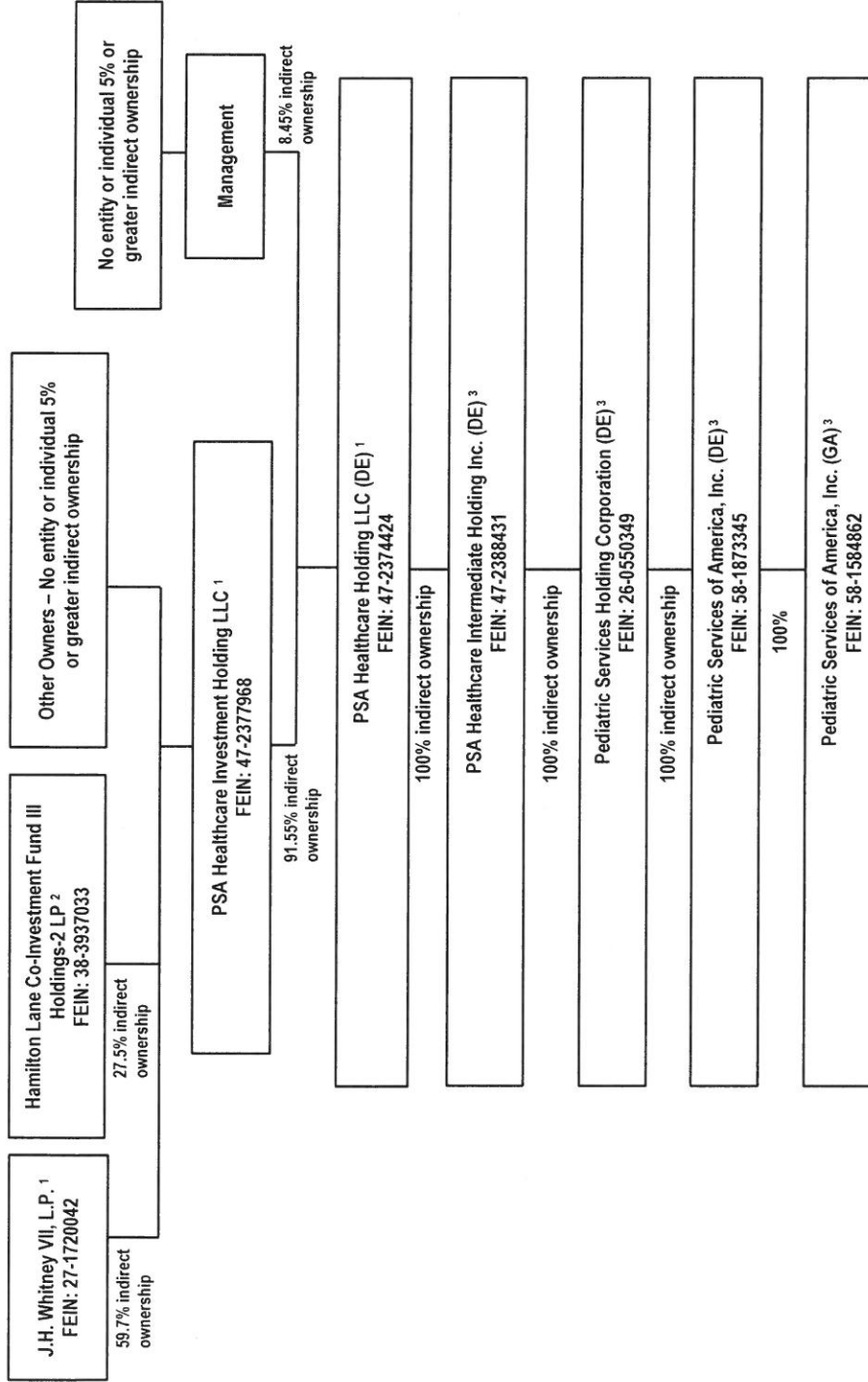
Exhibit A

Home Care Services Agency Locations and License Numbers

<u>Location</u>	<u>County</u>	<u>Address</u>	<u>State License Number</u>
Cary	Wake	125 Edinburgh South, Suite 106, Cary, NC 27511	HC0828

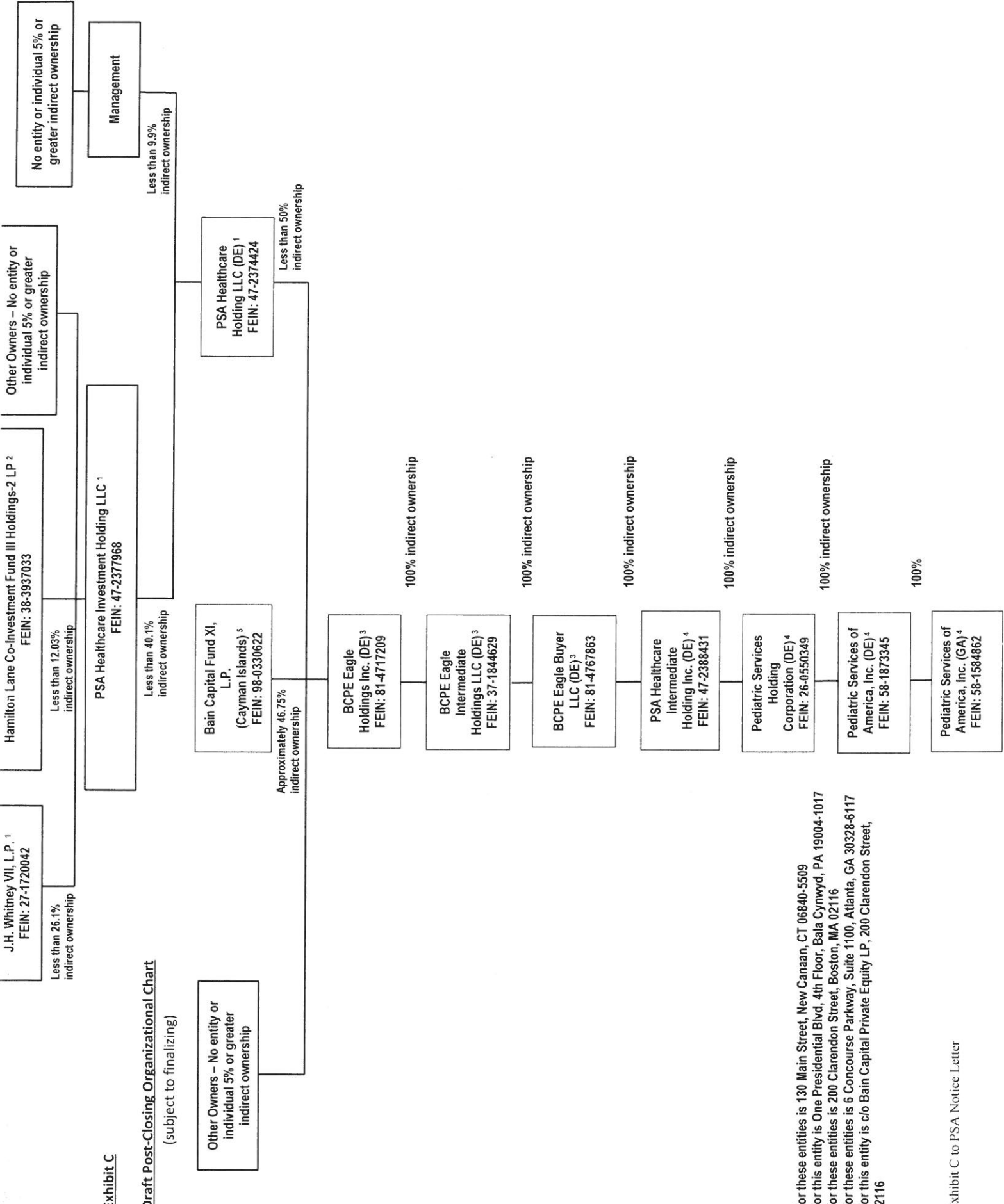
Exhibit B

Pre-Closing Organizational Chart



1. The address for these entities is 130 Main Street, New Canaan, CT 06840-5509
2. The address for these entities is One Presidential Blvd, 4th Floor, Bala Cynwyd, PA 19004-1017
3. The address for these entities is 6 Concourse Parkway, Suite 1100, Atlanta, GA 30328-6117





**Exhibit C**

**Draft Post-Closing Organizational Chart**  
(subject to finalizing)

1. The address for these entities is 130 Main Street, New Canaan, CT 06840-5509
2. The address for this entity is One Presidential Blvd, 4th Floor, Bala Cynwyd, PA 19004-1017
3. The address for these entities is 200 Clarendon Street, Boston, MA 02116
4. The address for these entities is 6 Concourse Parkway, Suite 1100, Atlanta, GA 30328-6117
5. The address for this entity is c/o Bain Capital Private Equity LP, 200 Clarendon Street, Boston, MA 02116