



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**

ROY COOPER • Governor

MANDY COHEN, MD, MPH • Secretary

MARK PAYNE • Director, Division of Health Service Regulation

December 27, 2018

Kristen Andrews Wilson
Steptoe & Johnson
400 White Oaks Boulevard
Bridgeport, WV 26330

No Review

Record #: 2823
Facility Name: See attached list
FID #: See attached list
Business Name: Educare Community Living Corporation – North Carolina
Business #: 2986
Project Description: Change in indirect ownership
County: See attached list

Dear Ms. Wilson:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence 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 that correspondence is not governed by, and therefore, does not currently require a certificate of need. 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.

You may need to contact the Agency's Mental Health Licensure and Certification Section to determine if they have any requirements for development of the proposed project.

This determination is binding only for the facts represented in your correspondence. If changes are made in the project or in the facts provided in the correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office.

Please do not hesitate to contact this office if you have any questions.

NC DEPARTMENT OF HEALTH AND HUMAN SERVICES • DIVISION OF HEALTH SERVICE REGULATION

HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION

LOCATION: 809 Ruggles Drive, Edgerton Building, Raleigh, NC 27603
MAILING ADDRESS: 2701 Mail Service Center, Raleigh, NC 27699-2701
www.ncdhhs.gov/dhsr/ • TEL: 919-855-3750 • FAX: 919-733-2757

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER

Ms. Kristen Andrews Wilson
December 27, 2018
Page 2

Sincerely,



Gloria C. Hale
Team Leader



Martha J. Frisone, Chief
Healthcare Planning and Certificate of Need Section

cc: Mental Health Licensure and Certification Section, DHSR
Melinda Boyette, Administrative Assistant, Healthcare Planning, DHSR

Exhibit A Educare Community Living Corporation - North Carolina

License #	Facility Name	Street	City	County	FID #
MHL-023-150	Wooding Place Group Home	112 Wooding Place	Kings Mountain	Cleveland	080102
MHL-060-125	Starnes Group Home	2823 Starnes Road	Charlotte	Mecklenberg	952399
MHL-060-224	Heathcroft	2046 Heathcroft Court	Charlotte	Mecklenburg	945043
MHL-060-236	Leaves	7106 Leaves Lane	Charlotte	Mecklenberg	925240
MHL-060-245	Browne Group Home	8205 Browne Road	Charlotte	Mecklenberg	061106
MHL-064-057	South Rocky Mount Home	3192 Gypsy Trail	Rocky Mount	Nash	030150
MHL-092-022	Dartmouth Road Group Home	210 Dartmouth Road	Raleigh	Wake	921735
MHL-092-041	Georgia Court	107 Miss Georgia Court	Cary	Wake	921907
MHL-092-044	Forest Creek Group Home	5117 Forest Creek Drive	Raleigh	Wake	921876
MHL-092-045	Rolling Meadows	2533 Rolling Meadows Drive	Raleigh	Wake	922502
MHL-092-057	Blanche Drive	6208 Blance Drive	Raleigh	Wake	921504
MHL-092-107	Helmsdale Group Home	1317 Helmsdale Drive	Cary	Wake	921963
MHL-092-119	Lockley Road	4617 Lockley Road	Holly Springs	Wake	090940
MHL-092-137	Stonegate	8609 Stonegate Drive	Raleigh	County	955748
MHL-092-138	Rockwood	4409 Rockwood Drive	Raleigh	Wake	955749
MHL-092-261	Huntleigh	3300 Huntleigh Drive	Raleigh	Wake	970227
MHL-092-266	Vesta Drive	3906 Vesta Drive	Garner	Wake	970285
MHL-092-444	Goshawk Lane	2022 Fordgates Drive	Garner	Wake	956347
Total		18			



400 White Oaks Boulevard
 Bridgeport, WV 26330
 (304) 933-8000 (304) 933-8183 Fax
 www.steptoe-johnson.com

Writer's Contact Information
 (304) 231-0444
 kristen.andrews-wilson@steptoe-johnson.com

December 18, 2018

Via E-Mail (martha.frisone@dhhs.nc.gov) and
 Federal Express - Standard Overnight



Attn: Martha Frisone, Chief
 North Carolina Department of Health and Human Services
 Division of Health Services Regulation
 Healthcare Planning and Certificate of Need Section
 809 Ruggles Drive
 Raleigh, NC 27603

Re: Notice of Change of Indirect Owner

To Whom It May Concern:

We represent Educare Community Living Corporation - North Carolina (“Provider”) and are writing to advise you of a change of information arising from an upcoming transaction where the ownership of Onex Rescare Holdings Corp. (“Rescare Holdings”) will change and a subsidiary of Phoenix Parent Holdings Inc. (“Buyer”) will be the owner of Rescare Holdings. Rescare Holdings will continue to hold, through a chain of wholly-owned subsidiaries, its indirect ownership of the Provider post-closing. The organizational chart attached as **Exhibit A** shows the ownership structure pre and post transfer of the ownership interest.

The Provider holds the licenses set forth on **Exhibit B**, and is five entities below Rescare Holdings (a “5th Tier Subsidiary” as demonstrated on **Exhibit A**). The ownership of the four entities between Rescare Holdings and Provider will not change as a result of the transaction, and these entities will retain their current federal tax identification numbers and NPI numbers.

The Provider will continue to conduct business at the same location(s) under the same legal entity name, federal tax identification number and NPI number(s). There will be no change to the Provider’s direct ownership, equipment, assets, personnel, policies and procedures, operations, or services provided. In sum, this transaction will have no effect on the Provider’s business, operations, customers or patients. This transfer of indirect ownership is currently expected to occur in the first quarter of 2019.

We trust that this letter provides all of the necessary information for disclosure of the change in indirect ownership of the Provider, and no further action is required. Please advise if any additional action is required. If you have any questions or require any additional information, please do not hesitate to contact me at (304) 231-0444 or kristen.andrews-wilson@steptoe-johnson.com.

Sincerely,

Kristen Andrews Wilson

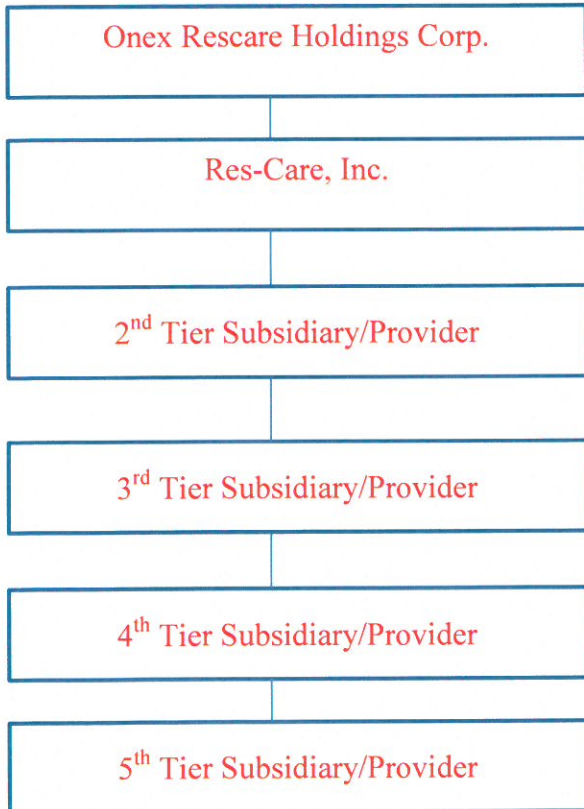
KAW/ssd
 Enclosures

West Virginia • Ohio • Kentucky • Pennsylvania • Texas • Colorado



Exhibit A
Organizational Chart

**PRE CHANGE OF OWNERSHIP
ORGANIZATIONAL/OWNERSHIP CHART**



**POST CHANGE OF OWNERSHIP
ORGANIZATIONAL/OWNERSHIP CHART**

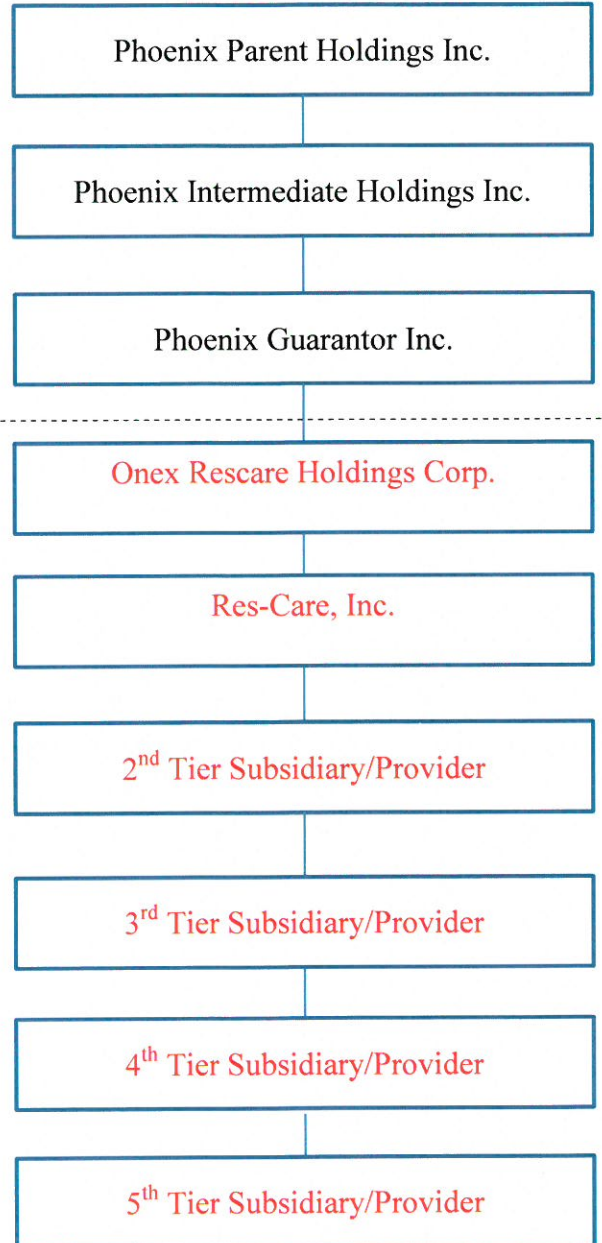


Exhibit B
License Numbers

Facility	Number
Educare Community Living Corporation - North Carolina	MHL-023-150
Educare Community Living Corporation - North Carolina	MHL-060-125
Educare Community Living Corporation - North Carolina	MHL-060-224
Educare Community Living Corporation - North Carolina	MHL-060-236
Educare Community Living Corporation - North Carolina	MHL-060-245
Educare Community Living Corporation - North Carolina	MHL-064-057
Educare Community Living Corporation - North Carolina	MHL-092-022
Educare Community Living Corporation - North Carolina	MHL-092-041
Educare Community Living Corporation - North Carolina	MHL-092-044
Educare Community Living Corporation - North Carolina	MHL-092-045
Educare Community Living Corporation - North Carolina	MHL-092-057
Educare Community Living Corporation - North Carolina	MHL-092-107
Educare Community Living Corporation - North Carolina	MHL-092-119
Educare Community Living Corporation - North Carolina	MHL-092-137
Educare Community Living Corporation - North Carolina	MHL-092-138
Educare Community Living Corporation - North Carolina	MHL-092-261
Educare Community Living Corporation - North Carolina	MHL-092-444