



NC DEPARTMENT OF  
**HEALTH AND  
HUMAN SERVICES**

**ROY COOPER • Governor**  
**KODY H. KINSLEY • Secretary**  
**MARK PAYNE • Director, Division of Health Service Regulation**

**VIA EMAIL ONLY**

May 20, 2022

Jay A. Warmuth  
jay.warmuth@faegredrinker.com

**No Review**

**Record #:** 3893  
**Date of Request:** March 16, 2022  
**Facility Name:** Brookdale Home Health Charlotte  
**FID #:** 953857  
**Business Name:** Innovative Senior Care Home Health of Charlotte, LLC  
**Business #:** 3392  
**Project Description:** Change in indirect corporate ownership structure  
**County:** Mecklenburg

Dear Mr. Warmuth:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence regarding the project described above. Based on the CON law **in effect on the date of this response to your request**, the project as described 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.

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.

Sincerely,

Julie M. Faenza  
Project Analyst

Micheala Mitchell  
Chief

cc: Acute and Home Care Licensure and Certification Section, DHSR

**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: 809 Ruggles Drive, 2704 Mail Service Center, Raleigh, NC 27699-2704  
<https://info.ncdhhs.gov/dhsr/> • TEL: 919-855-3873

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER

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May 16, 2022

**VIA ELECTRONIC MAIL**

inga.m.gaines@dhhs.nc.gov  
micheala.mitchell@dhhs.nc.gov

**Re: Notice of Indirect Change of Control - Grandparent Company of Provider**

To Whom It May Concern:

We are writing to notify you of a pending transaction (the “**Contemplated Transaction**”) involving UnitedHealth Group Incorporated (“**UHG**”), a Delaware corporation and parent company of Lightning Merger Sub Inc., a Delaware corporation (“**Merger Sub**”), on the one hand, and LHC Group, Inc. (“**LHC**”), a Delaware corporation and the ultimate parent company of Innovative Senior Care Home Health of Charlotte, LLC d/b/a Brookdale Home Health Charlotte (the “**Provider**”). The Provider (i) is an indirect subsidiary of LHC and (ii) holds the corresponding permit(s) and/or license(s) set forth on Exhibit A hereto in your state.

**Please note that, in connection with the Contemplated Transaction, the Provider will remain intact** with the same tax identification number, location, NPI and manager-in-charge. Furthermore, there are no current plans to make any material change in the Provider’s business operations or corporate structure.

More specifically, pursuant to an Agreement and Plan of Merger dated as of March 28, 2022 (the “**Agreement**”) and certain other agreements contemplated thereby, Merger Sub shall be merged with and into LHC (the “**Merger**”). Subject to the satisfaction of customary closing conditions, the closing date of the Merger is anticipated to be on or around June 20, 2022. Immediately upon consummation of the Merger, the separate corporate existence of Merger Sub will cease, and LHC will continue as the surviving company of the Merger. Following the consummation of the Contemplated Transaction, (i) the Provider will remain an indirect subsidiary of LHC, (ii) LHC will become a direct, wholly-owned subsidiary of UHG, and (iii) UHG will become the ultimate parent company of LHC and the Provider. A simplified pre-closing and post-closing organizational chart is attached as Exhibit B for ease of reference.

The Contemplated Transaction is subject to certain customary closing conditions. There are no current plans or proposals to merge or consolidate the Provider with any person or persons, or make any other material change in any of the Provider’s business operations or corporate structure.

inga.m.gaines@dhhs.nc.gov  
micheala.mitchell@dhhs.nc.gov

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May 16, 2022

Nonetheless, as a result of the Contemplated Transaction, a new post-closing Secretary and Treasurer will be appointed for Provider, but the Provider will not undergo any other changes to its executive officers. There will also be no changes to the Provider's directors in connection with the Contemplated Transaction. We have enclosed a complete list of the anticipated executive officers of the Provider, which list is attached hereto as Exhibit C.

We appreciate your time and attention to this notice. Please do not hesitate to contact me at (612) 766-8856 or jay.warmuth@faegredrinker.com, or Kristen Clark, Optum Director of Regulatory Licensing, at kristen.c.clark@optum.com with any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Jay A. Warmuth". The signature is stylized with a large, sweeping initial "J" and "W".

Jay A. Warmuth

Enclosures

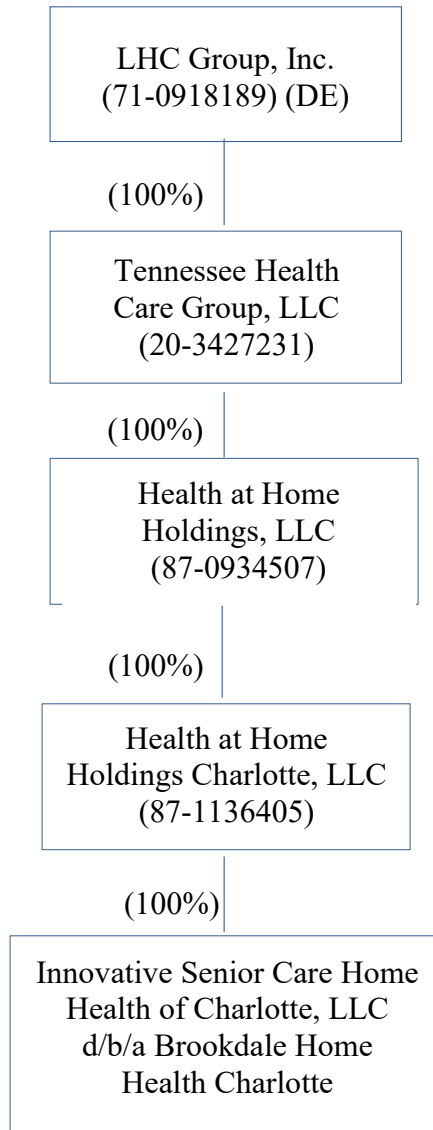
**Exhibit A**  
**Permit(s) and/or License(s)**

1. North Carolina Certificate of Need for Home Health

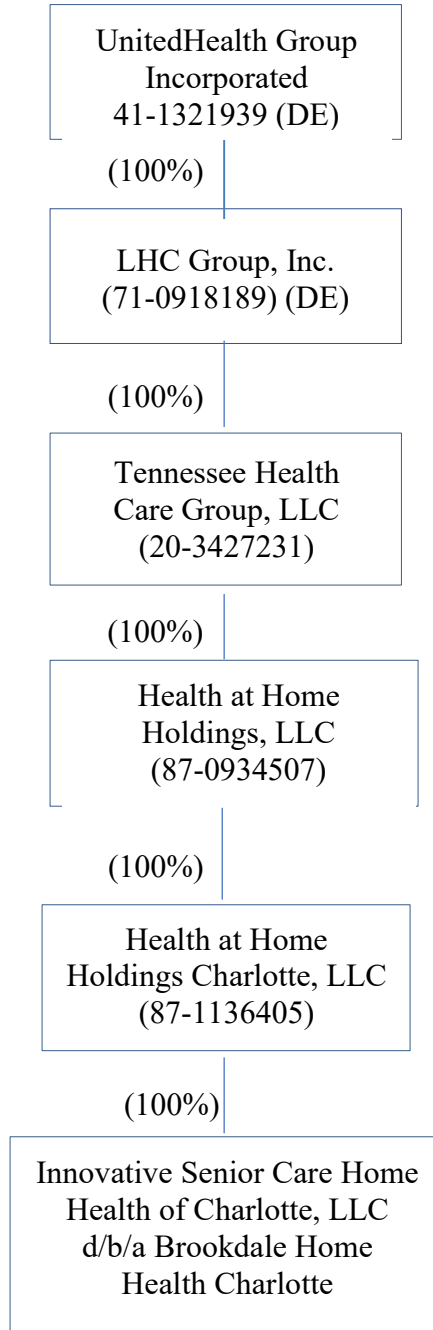
**Exhibit B**

**Organization Chart**

**Pre-Closing Organization Chart**



## Post-Closing Organization Chart



**Exhibit C**  
**Post-Closing Executive Officers**

The Provider will have the following post-closing executive officers:

<b>Officers</b>	
<b>Title</b>	<b>Name</b>
<b>President</b>	<b>Joshua L. Proffitt</b>
<b>Treasurer</b>	<b>Peter Gill</b>
<b>Secretary</b>	<b>Jennifer Harper</b>