



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**

September 29, 2022

Gary S. Qualls  
Gary.Qualls@klgates.com

**No Review**

**Record #:** 4041-4045  
**Date of Request:** September 21, 2022  
**Business Name:** See Attachment A  
**Business #:** See Attachment A  
**Project Description:** Become affiliated with Advocate Aurora Health, Inc. via a joint operating company to be called Advocate Health, Inc. with no change in ownership or operating rights of existing facilities  
**County:** See Attachment A

Dear Mr. Qualls:

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  
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AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER

**ATTACHMENT A**

<b>Record #</b>	<b>Business Name</b>	<b>Business ID #</b>
4041	Atrium Health, Inc.	3609
4042	The Charlotte-Mecklenburg Hospital Authority	1770
4043	Wake Forest University Baptist Medical Center	1324
4044	North Carolina Baptist Hospital	1819
4045	Wake Forest University Health Sciences	1983

September 21, 2022

Gary S. Qualls  
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**Via E-Mail**

Micheala Mitchell, Chief  
Healthcare Planning and Certificate of Need Section  
Division of Health Service Regulation  
N.C. Department of Health and Human Services  
809 Ruggles Drive  
Raleigh, NC 27603

Re: No Review Requested Related to Atrium / Advocate Health Affiliation

Dear Ms. Mitchell:

I am writing on behalf of the following related parties:

1. Atrium Health, Inc. (“Atrium”);
2. The Charlotte-Mecklenburg Hospital Authority (“CMHA”); and
3. the Wake Forest Baptist Entities.<sup>1</sup>

The purpose of this letter is to:

- a. inform you of a proposed transaction whereby CMHA and the Wake Forest Baptist Entities will affiliate (the “Affiliation”) with Advocate Aurora Health, Inc. (“AAH”)<sup>2</sup> through a joint operating company, Advocate Health, Inc. (“Advocate Health”), in the manner described in this letter; and

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<sup>1</sup> The “Wake Forest Baptist Entities” include the following entities: (1) Wake Forest University Baptist Medical Center, a joint operating company (“WFBMC”); (2) North Carolina Baptist Hospital, a North Carolina nonprofit corporation (“NCBH”); and (3) Wake Forest University Health Sciences, a North Carolina nonprofit corporation (“WFUHS”), an affiliate of Wake Forest University (“WFU”). WFBMC’s corporate members include NCBH, WFUHS/WFU, and Atrium. WFBMC operates an integrated clinical, research and academic enterprise, which includes all of the assets and operations of WFBMC, NCBH, and WFUHS.

<sup>2</sup> AAH is a Delaware nonprofit corporation that owns and operates health care facilities in Illinois and Wisconsin. After the Affiliation, AAH will continue to own and operate those Illinois and Wisconsin facilities.

- b. request that the Department of Health and Human Services, Division of Health Service Regulation, Healthcare Planning and Certificate of Need Section (the “Agency”) confirm that the Affiliation is not subject to CON review.

**I. Retention of Ownership and Operational Control By CMHA and the Wake Forest Baptist Entities.**

After the Affiliation takes effect, Advocate Health will manage and oversee (but not govern) the overall activities, finances, shared services, operations, and academic affairs of CMHA, WFBMC together with the other Wake Forest Baptist Entities, and AAH. However, after the Affiliation:

1. CMHA will retain its ownership rights<sup>3</sup> and the statutorily required operational control of CMHA’s CON-regulated health service facilities (as listed in Exhibit 1) and CMHA’s proposed health service facilities (as listed in Exhibit 2) that it possessed prior to the proposed Affiliation; and
2. the Wake Forest Baptist Entities will retain their ownership rights in, and WFBMC will retain the operational control of, the Wake Forest Baptist Entities’ CON-regulated health service facilities (as listed in Exhibit 3) and the Wake Forest Baptist Entities’ proposed health service facilities (as listed in Exhibit 4) that they possessed prior to the proposed Affiliation.

Since 2020, Atrium has served as the joint operating company that manages and oversees, on a system-wide, integrated basis, the activities, finances, shared services, and operations of CMHA and WFBMC together with the other Wake Forest Baptist Entities, subject to the retained authorities of those organizations to manage certain of their affairs. After the Affiliation, Advocate Health will be a common subsidiary entity and joint operating company of Atrium and AAH subject to the retained authorities of Atrium and AAH and those of CMHA and the existing rights of WFBMC and the Wake Forest Baptist Entities.

Thus, after the Affiliation, CMHA, WFBMC, the Wake Forest Baptist Entities and AAH, as affiliated but separate entities, will each continue to exercise their retained operational control over their respective systems and facilities (existing and proposed), with a central, related managing entity, Advocate Health. Specifically, as to operational control retention, the proposed Affiliation documents contemplate that CMHA will retain its powers to operate all CMHA facilities (existing and proposed) consistently with the North Carolina Hospital Authorities Act in Chapter 131E, Part 2 of the North Carolina General Statutes. Similarly, the proposed Affiliation documents contemplate that WFBMC will retain all its operational control rights that existed prior to the proposed Affiliation.

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<sup>3</sup> For ease of reference, “ownership rights” will refer to 100% ownership, partial ownership, or ownership of long-term lease rights by CMHA and the Wake Forest Baptist Entities, respectively. Exhibits 1 through 4 delineate which type of ownership applies to each facility.

## **II. Facilities Impacted.**

### **A. CMHA's CON-Regulated Facilities.**

CMHA's current North Carolina CON-regulated health service facilities are listed in Exhibit 1 to this letter and outstanding CON projects are listed in Exhibit 2. As explained in Part I above, the Affiliation will not result in a change in ownership or statutorily required control of any such facility, or any proposed facility. Likewise, the Affiliation will not cause any change in any existing or proposed facility's licensure or certification status.

### **B. The Wake Forest Baptist Entities' CON-Regulated Facilities.**

The Wake Forest Baptist Entities' current North Carolina CON-regulated health service facilities are listed in Exhibit 3 to this letter and outstanding CON projects are listed in Exhibit 4. As explained in Part I above, as with CMHA, the Affiliation will not result in a change in ownership or existing control of any such facility, or any proposed facility. Likewise, the Affiliation will not cause any change in any existing or proposed facility's licensure or certification status.

## **III. No Review Request to the Agency.**

As described above, CMHA and the Wake Forest Baptist Entities will retain the ownership and existing operational control of their respective CON-regulated health service facilities after the Affiliation. Therefore, we request that the Agency confirm that the Affiliation:

1. is not reviewable because the Affiliation does not trigger any new institutional health service definitions in N.C. Gen. Stat. § 131E-176(16);
2. does not rise to the level of an acquisition of any existing CMHA or Wake Forest Baptist Entity health service facilities listed in Exhibits 1 and 3 requiring an exemption under N.C. Gen. Stat. § 131E-184(a)(8); and
3. does not trigger any change in ownership or control of any outstanding, incomplete CON projects of CMHA or the Wake Forest Baptist Entities and thus no good cause transfer approvals are needed under N.C. Gen. Stat. § 131E-189(c).<sup>4</sup>

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<sup>4</sup> For informational purposes, we have included lists of outstanding, incomplete CON projects of CMHA (Exhibit 2) and the Wake Forest Baptist Entities (Exhibit 4).

Pursuant to the maxim of statutory construction *expressio unius est exclusio alterius*, those transactions not included in Sections 131E-176(16) or 131E-189(c) -- such as this Affiliation -- do not require a CON. See e.g., In re Miller, 357 N.C. 316, 325, 584 S.E.2d 772, 780 (2003) (stating that “[u]nder the doctrine of *expressio unius est exclusio alterius*, when a statute lists the situation to which it applies, it implies the exclusion of situations not contained in the list”); see also Jackson v. A Woman’s Choice, Inc., 130 N.C. App. 590, 594, 503 S.E.2d 422, 425 (1998) (internal citations omitted) (“[W]here a statute is explicit on its face, the courts have no authority to impose restrictions that the statute does not expressly contain.”).

**IV. Conclusion.**

Based on the foregoing, we request your confirmation that:

1. the Affiliation is not subject to CON review; and
2. the Affiliation does not trigger a change in ownership or control sufficient to require an exemption notice or good cause transfer approval.

Thank you for your assistance in regard to this matter. Please feel free to contact me at the number above if you have any questions or need further information.

Sincerely,

  
Gary S. Qualls

**Exhibits**

1. CMHA's CON-Regulated Health Service Facilities
2. List of Outstanding, Incomplete CON Projects of CMHA
3. The Wake Forest Baptist Entities' CON-Regulated Health Service Facilities
4. List of Outstanding, Incomplete CON Projects of the Wake Forest Baptist Entities

# Exhibit 1



The Charlotte-Mecklenburg Hospital Authority - North Carolina		
Owned and Leased Facilities		As of July 8, 2022
Facility	Location	Relationship
<b>Hospitals</b>		
Atrium Health Anson	Wadesboro	Owned
Atrium Health Cabarrus	Concord	Owned
Atrium Health Cabarrus Imaging (Copperfield)	Concord	Owned
Atrium Health Cabarrus MRI	Concord	Owned
Atrium Health Harrisburg Emergency Department, a facility of Atrium Health Cabarrus	Harrisburg	Owned
Atrium Health Kannapolis Emergency Department, a facility of Atrium Health Cabarrus	Kannapolis	Owned
Atrium Health Cleveland	Shelby	Owned
Atrium Health Cleveland Imaging	Shelby	Owned
Atrium Health Kings Mountain, a facility of Atrium Health Cleveland	Kings Mountain	Owned
Atrium Health Lincoln	Lincolnton	Owned
Atrium Health Lincoln Imaging	Denver	Owned
Atrium Health Lincoln Surgery	Denver	Owned
Atrium Health Pineville	Charlotte	Owned
Atrium Health Providence Emergency Department, a facility of Atrium Health Pineville	Charlotte	Owned
Atrium Health Steele Creek Emergency Department, a facility of Atrium Health Pineville	Charlotte	Owned
Atrium Health Stanly	Albemarle	Owned
Atrium Health Union	Monroe	Owned/Lease
Atrium Health Union West, a facility of Atrium Health Union	Mathews	Owned
Atrium Health Waxhaw Emergency Department, a facility of Atrium Health Union	Waxhaw	Owned
Atrium Health University City	Charlotte	Owned
Atrium Health Huntersville Emergency Department, a facility of Atrium Health University City	Huntersville	Owned
Atrium Health Huntersville Surgery	Huntersville	Owned
Atrium Health Mountain Island Emergency Department, a facility of Atrium Health University City	Charlotte	Owned
Carolinas Medical Center	Charlotte	Owned
Atrium Health Behavioral Health Charlotte	Charlotte	Owned
Atrium Health Behavioral Health Davidson	Davidson	Owned
Atrium Health Imaging Center Morehead	Charlotte	Owned
Atrium Health Mercy, a facility of Carolinas Medical Center	Charlotte	Owned
Atrium Health SouthPark Emergency Department, a facility of Carolinas Medical Center	Charlotte	Owned
Levine Children's Hospital	Charlotte	Owned
Carolinas Rehabilitation	Charlotte	Owned
Carolinas Rehabilitation-Mount Holly	Mount Holly	Owned
Carolinas Rehabilitation-NorthEast	Concord	Owned
<b>Other</b>		
Atrium Health At Home - Albemarle	Albemarle	Owned
Atrium Health At Home - Blue Ridge	Valdese	Owned
Atrium Health At Home - Charlotte	Charlotte	Owned
Atrium Health At Home - Cleveland	Shelby	Owned
Atrium Health At Home - Lincoln	Lincolnton	Owned
Atrium Health At Home - Union	Monroe	Owned
Atrium Health At Home - University	Charlotte	Owned
Atrium Health Endoscopy Center Ballantyne	Charlotte	Owned
Atrium Health Endoscopy Center Kenilworth	Charlotte	Owned
Atrium Health Imaging Indian Trail	Indian Trail	Owned
Atrium Health Imaging Kannapolis	Kannapolis	Owned
Atrium Health Imaging Locust	Locust	Owned
Atrium Health Surgery Center Indian Trail	Indian Trail	Owned
Atrium Health Surgery Center Shelby	Shelby	Owned
Ballantyne Imaging Center (CIS)	Charlotte	Owned (60%)
Carolina Center for Specialty Surgery (WaveCo, LLC)	Charlotte	Owned (50%)
Charlotte Surgery Center—Museum Campus and Wendover Campus	Charlotte	Owned (45%)
Cleveland Pines	Shelby	Affiliated <sup>1</sup>
Endoscopy Center-Huntersville, LLC	Huntersville	Owned (60%)
Endoscopy Center-Monroe, LLC	Monroe	Owned (60%)
Endoscopy Center-Pineville, LLC	Pineville	Owned (60%)
Endoscopy Center-University, LLC	Charlotte	Owned (60%)
Gateway Surgery Center, LLC	Concord	Owned (50%)
Hospice and Palliative Care of Cabarrus County	Kannapolis	Owned
Hospice of Anson County	Wadesboro	Owned
Hospice of Union County	Monroe	Owned
Huntersville Imaging Center (CIS)	Huntersville	Owned (60%)
Huntersville Oaks	Huntersville	Affiliated <sup>1</sup>
Iredell Surgical Center	Statesville	Owned (61.55%)
Jesse Helms Nursing Center	Monroe	Affiliated <sup>1</sup>
Mathews Imaging Center (CIS)	Mathews	Owned (60%)
Sardis Oaks	Charlotte	Affiliated <sup>1</sup>
Southpark Imaging Center (CIS)	Charlotte	Owned (60%)
Stanly Manor	Albemarle	Affiliated <sup>1</sup>
Atrium Health Ballantyne MOB Diagnostic Center	Charlotte	Owned
Atrium Health Kenilworth Diagnostic Center #1	Charlotte	Owned
Atrium Health Kenilworth Diagnostic Center #2	Charlotte	Owned
Atrium Health Pineville Medical Plaza I Diagnostic Center	Charlotte	Owned
Atrium Health Pineville Medical Plaza II Diagnostic Center	Charlotte	Owned
Atrium Health Providence MOB Diagnostic Center	Charlotte	Owned
Atrium Health Union West MOB Diagnostic Center	Mathews	Owned
Sanger Heart and Vascular Institute at Medical Center Plaza	Charlotte	Owned
Women's Institute NorthEast Diagnostic Center	Concord	Owned

**\*Note:**

This data represents The Charlotte-Mecklenburg Hospital Authority's (CMHA) North Carolina Hospitals, Independent Diagnostic Testing Facilities, Ambulatory Surgery Centers, Hospice, Home Care, and Nursing Homes. CMHA also operates numerous Physician Practices, Urgent Care Centers, Radiation Therapy locations, Sleep Centers, Outpatient Therapy and Pain Centers.

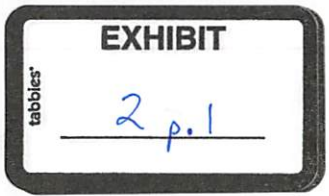
**Additional Notes:**

<sup>1</sup> Owned by AHSNF, Inc., which is a controlled affiliate of CMHA, with operations managed by and integrated into CMHA

# Exhibit 2

Key	
	Project is complete and functionally operational, however, we do not yet have a 'Development Complete' letter

CON Project ID	Facility	Project Description from Certificate* <i>*Taken from most recently issued CON if project involves multiple project IDs</i>	Notes
F-07709-06 / F-08740-11	AH Providence ED, a facility of AH Pineville	Mercy Hospital, Inc. d/b/a Carolinas Medical Center - Pineville shall develop a Satellite Emergency Department near the intersection of Providence Road and I-485 and change of site for the imaging equipment approved in Project I.D. #F-7709-06 (CMC Mint Hill Imaging Center). The capital cost to develop the satellite ED is \$24,887,665. The total capital cost for the two projects is \$27,725,000 / Mecklenburg County	
F-11210-16	CMC	Acquire an intraoperative MRI scanner pursuant to Policy TE-2, which will be located in a renovated OR / Mecklenburg County	
F-11268-16 / F-11696-19	AH Mercy, a facility of CMC	Change of scope and cost overrun for Project I.D. #F-11268-16 (renovate existing space related to surgical services and relocate one operating room from Carolinas Medical Center) which involves consolidating surgical services into one location as well as renovating acute care bed rooms and non-clinical areas / Mecklenburg County	
F-11348-17 / F-11862-20	AH Union West, a facility of AH Union	Change of scope for Project I.D. #F-11348-17 (add a third OR to Union West Surgery Center pursuant to the need determination in the 2017 SMFP) which involves adding the approved OR to the approved Atrium Health Union West hospital campus for a total of 3 ORs and 1 dedicated C-Section OR upon completion of this project and Project I.D. #F-11618-18 (develop a new satellite campus of Atrium Health Union) / Union County	
F-11349-17 / F-12025-21	AH Huntersville ASC	Cost overrun for Project ID #F-11349-17 (convert facility from a hospital-based outpatient surgery center to a separately licensed freestanding ASF) / Mecklenburg County	
F-11424-17	LCI Pineville	Expand and relocate the existing LCI-Pineville outpatient infusion therapy clinic, including adding 18 additional infusion therapy chairs for a total of 30 infusion therapy chairs, from its existing location to new construction within medical office building space also on the CHS Pineville campus / Mecklenburg County	
F-11425-17	AH Pineville	Acquire no more than one new fixed MRI scanner pursuant to the Need Determination in the 2017 SMFP for a total of no more than two fixed MRI scanners / Mecklenburg County	
F-11440-17 / F-12064-21	CIS-Denver	Cost overrun and change of scope for Project ID #F-11440-17 (develop a new diagnostic center) to include CT scanner, MRI, x-ray, ultrasound, mammography and bone density services / Lincoln County	CON issued to CMHA and Carolinas Imaging Services, LLC (own 60%)
F-11463-18	Carolinas Rehabilitation Pineville	Consolidate and relocate outpatient rehabilitation services in Pineville to a new medical office building in Pineville / Mecklenburg County	
F-11536-18	AH Union West, a facility of AH Union	Acquire a second fixed MRI scanner / Union County	Originally approved to be developed at AH Union; subsequently approved to be developed at AHUW via material compliance request
F-11618-18 / F-12026-21	AH Union West	Cost overrun for Project ID #F-11618-18 (develop a new satellite acute care hospital campus which will be licensed as part of Atrium Health Union's existing hospital license) / Union County	
F-11619-18	CCSS	Develop one additional dedicated ambulatory OR pursuant to the need identified in the 2018 SMFP	CON issued to WaveCo, LLC (own 50%)
F-11620-18	CMC	Develop no more than two additional ORs pursuant to the 2018 SMFP need determination for a total of no more than 62 ORs upon completion of this project and Project ID #F-11106-15 (relocate 2 ORs) / Mecklenburg County	
F-11621-18	AH Pineville	Develop one additional OR pursuant to the 2018 SMFP need determination for a total of no more than 13 ORs upon project completion / Mecklenburg County	
F-11622-18	AH Pineville	Add 38 additional acute care beds pursuant to the 2018 SMFP need determination for a total of no more than 259 acute care beds upon completion of this project and Project I.D. #F-11361-17 (add 15 beds) / Mecklenburg County	
F-11658-19	AH Mountain Island ED, a facility of AH University City	Develop a satellite emergency department with diagnostic and treatment services essential to providing emergency care, including a CT scanner, ultrasound, x-ray, laboratory services and pharmacy services, to be operated as a part of Atrium Health University / Mecklenburg County	
F-11700-19	AH Kenilworth Diagnostic Center #1	Develop a new diagnostic center in MOB #1 by relocating existing cardiology, vascular, pulmonology, and imaging equipment, including a CT scanner, and adding a diagnostic ultrasound machine, diagnostic x-ray equipment, two echocardiogram machines, and two pulmonary function test machines / Mecklenburg	
F-11706-19	AH Endoscopy Center Kenilworth	Relocate the existing ambulatory surgical facility with two gastrointestinal endoscopy rooms and change the name to Carolinas Gastroenterology Center - Kenilworth / Mecklenburg County	
F-11722-19	AH Kenilworth Diagnostic Center #2	Develop a new diagnostic center in MOB #2 by relocating existing GI, neurology, and urology equipment and adding a fluoroscopy unit, prostate biopsy unit, and two bladder scanners / Mecklenburg County	
F-11723-19	Kenilworth MOB #2	Relocate hospital-based specialty neurology providers to Atrium Health Kenilworth, a medical campus currently under development in Charlotte / Mecklenburg County	
F-11760-19	AH Kenilworth Diagnostic Center #1	Acquire no more than one fixed MRI scanner pursuant to the need determination in the 2019 SMFP	
F-11811-19	CMC	Add no more than 18 acute care beds pursuant to the need determination in the 2019 SMFP for a total of no more than 1,073 acute care beds upon project completion / Mecklenburg County	As a result of the issuance of the CON for AH Lake Norman (CON Project I.D. #F-12010-20), these beds were approved to be developed at AH Lake Norman instead of at CMC.
F-11812-19	AH University City	Add no more than 4 acute care beds pursuant to the need determination in the 2019 SMFP for a total of no more than 104 acute care beds upon completion / Mecklenburg County	Original CON was for the development of 16 additional acute care beds. As a result of the issuance of the CON for AH Lake Norman (CON Project I.D. #F-12010-20), a revised certificate that adjusted the number of approved additional beds from 16 to 4 was issued on June 3, 2021.
F-11813-19	AH Pineville	Add no more than 12 acute care beds pursuant to the need determination in the 2019 SMFP for a total of no more than 271 acute care beds upon completion of this project and Project I.D. #F-11622-18 (add 38 acute care beds) / Mecklenburg County	
F-11814-19	AH Pineville	Add no more than 2 ORs pursuant to the need determination in the 2019 SMFP for a total of no more than 15 ORs upon completion of this project and Project I.D. #F-11621-18 (add 1 OR) / Mecklenburg County	CON Project ID #F-12084-21, which was approved by the Agency in September 2021, proposed to add inpatient and surgical services to the Atrium Health Steele Creek campus and involved a change of scope to Project ID #F-11814-19 such that one of the operating rooms previously approved to be developed on the AH Pineville main campus will now be developed on the AH Steele Creek campus.
F-11815-19	CMC	Add no more than 1 OR pursuant to the need determination in the 2019 SMFP for a total of no more than 63 ORs upon completion of this project. Project I.D. #F-11106-15 (relocate 2 ORs to Charlotte Surgery Center-Wendover Campus), and Project I.D. #F-11620-18 (add 2 ORs) / Mecklenburg County	Original CON was for the development of 2 additional ORs. As a result of the issuance of the CON for AH Lake Norman (CON Project I.D. #F-12010-20), a revised certificate that adjusted the number of approved additional ORs from 2 to 1 was issued on June 3, 2021.
F-11823-19	CMC	Acquire one unit of proton therapy equipment / Mecklenburg County	
F-11863-20	AH Pineville Medical Plaza I Diagnostic Center	Develop a new diagnostic center by acquiring one new cystoscopy system and one new PFT machine in addition to existing cystoscopy systems, PFT machines, bladder scanners, echocardiography equipment, ultrasound machines, Parks Flo Lab systems, X-ray machines, a Mohs Lab, a DEXA scanner, and a capsule endoscopy system located in an existing medical office building, Pineville Medical Plaza I, on the campus of Atrium Health Pineville / Mecklenburg County	
F-11896-20	AH Providence MOB Diagnostic Center	Develop a new diagnostic center with ultrasound, X-ray, and colposcope / Mecklenburg County	



F-11898-20	CMC	Acquire a gamma knife pursuant to the adjusted need determination in the 2020 SMFP / Mecklenburg County	
F-11901-20	AH Pineville Medical Plaza II Diagnostic Center	Develop a new diagnostic center with X-ray, ultrasound, EMG, and RMR / Mecklenburg County	
F-11902-20	LGI-Union West	Develop a new location of Levine Cancer Institute-Union West, including a hematology/ oncology clinic and outpatient infusion therapy services, in a MOB currently under development on the campus of Atrium Health Union West / Union County	
F-11903-20	AH Union West MOB Diagnostic Center	Develop a new diagnostic center in a MOB to include cardiac ECHO ultrasound, vascular ultrasound, Parks Flow Lab, Ob/Gyn ultrasound, colposcope, endocrinology ultrasound, pulmonary function test, and capsule endoscopy system / Union	
F-11905-20	AH Ballantyne MOB Diagnostic Center	Develop a new diagnostic center in an existing MOB to include Ob/Gyn ultrasound, urodynamics system, ECHO ultrasound, vascular ultrasound, nuclear medicine camera, X-ray and DEXA scanner / Mecklenburg County	
F-11906-20	Gateway Surgery Center	Acquire and relocate no more than 2 ORs from Atrium Health Cabarrus to its existing ASF in Concord for a total of no more than 6 ORs / Cabarrus County	CON issued to Gateway Ambulatory Surgery Center, LLC (own 50%)
F-12006-20	CMC	Add no more than 87 acute care beds pursuant to the need determination in the 2020 SMFP for a total of no more than 1,142 acute care beds upon project completion / Mecklenburg County	
F-12008-20	CMC	Add no more than 10 ORs pursuant to the need determination in the 2020 SMFP for a total of no more than 73 ORs upon completion of this project and Project I.D. #F-11815-19 (add 1 OR) / Mecklenburg County	
F-12009-20	AH Pineville	Add no more than 7 acute care beds pursuant to the need determination in the 2020 SMFP for a total of no more than 278 acute care beds upon completion of this project, Project ID #F-11622-18 (add 38 beds), and Project ID #F-11813-19 (add 12 beds) / Mecklenburg County	
F-12010-20	AH Lake Norman	Develop a new separately licensed hospital by relocating 18 undeveloped acute care beds and 1 undeveloped OR from CMC and 12 undeveloped acute care beds and 1 existing OR from Atrium Health University City which is a change of scope for Project ID #F-11811-19 (add 18 beds to CMC), Project ID #F 11812-19 (develop 16 beds at Atrium Health University City), and Project ID #F-11815-19 (add 2 ORs to CMC) / Mecklenburg County	
F-12024-21	Endoscopy Center-Monroe	Relocate existing 2-room GI/Endo Center / Union County	CON issued to Endoscopy Center-Monroe, LLC (own 60%)
F-12084-21	AH Steele Creek	Develop a new satellite hospital by relocating 26 acute care beds and 1 OR from Atrium Health Pineville and develop 1 new C-Section OR and 1 procedure room. The relocation of 1 OR from Atrium Health Pineville is a change of scope for Project ID# F-11814-19 (add two ORs) / Mecklenburg County	
F-12086-21	AH Cabarrus	Develop no more than 1 unit of fixed cardiac cath equipment pursuant to the need determination in the 2021 SMFP for a total of no more than 3 units of fixed cardiac cath equipment upon project completion / Cabarrus County	
F-12088-21	AH Ballantyne ED, a facility of AH Pineville	Develop a new satellite emergency department to be licensed as part of Atrium Health Pineville / Mecklenburg County	
F-12116-21	AH Cabarrus	Develop no more than 22 acute care beds pursuant to the need determination in the 2021 SMFP for a total of no more than 469 acute care beds upon project completion / Cabarrus County	
F-12117-21	CMC	Acquire no more than one fixed MRI scanner pursuant to the need determination in the 2021 SMFP / Mecklenburg County	
F-12146-21	AH University City	Develop no more than 8 acute care beds pursuant to the need determination in the 2021 SMFP for a total of no more than 112 acute care beds upon project completion / Mecklenburg County	
F-12147-21	AH Pineville	Develop no more than 25 acute care beds pursuant to the need determination in the 2021 SMFP for a total of no more than 303 acute care beds upon completion of this project, Project ID #F-11622-18 (add 38 beds), and Project ID #F-12009-20 (add 7 beds) / Mecklenburg County	
F-12149-21	CMC	Develop no more than 75 acute care beds pursuant to the need determination in the 2021 SMFP for a total of 1,217 acute care beds upon completion of this project and Project ID #F-12008-20 (add 87 beds) / Mecklenburg County	
F-12186-22	AH Concord ED, a facility of AH Cabarrus	Develop a satellite emergency department to be licensed under Atrium Health Cabarrus / Cabarrus County	
F-12187-22	Carolinas Rehabilitation	Relocate no more than 2 inpatient rehabilitation beds from Carolinas Rehabilitation-NorthEast for a total of no more than 72 inpatient rehabilitation beds / Mecklenburg County	
F-12216-22	Atrium Health Cabarrus Imaging	Replace existing fixed PET/CT Scanner / Cabarrus County	

# Exhibit 3

AHWFBH			
Owned and Leased Facilities	As of July 7, 2022		
Facility	Location	Relationship	Legal Entity
<b>Hospitals</b>			
Atrium Health Wake Forest Baptist - Lexington Medical Center	Lexington	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist - Wilkes Medical Center	North Wilkesboro	Owned/Lease	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist - Wake Forest Baptist Medical Center	Winston-Salem	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist - High Point Medical Center	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist - Davie Medical Center	Bermuda Run	Owned	Wake Forest University Baptist Medical Center
Alleghany Memorial Hospital	Sparta	Owned (50%)	Alleghany Health, LLC (WFUBMC 50% ownership)
<b>Other</b>			
Atrium Health Wake Forest Baptist Outpatient Endoscopy - Quaker Lane	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist Outpatient Endoscopy - Charlois	Winston-Salem	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist High Point Surgery Center	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist Premier Surgery Center	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist Outpatient Surgery - Clemmons	Clemmons	Owned (80%)	Wake Forest Ambulatory Ventures, LLC (WFUHS 80% ownership)
Lexington Dialysis Center of Wake Forest University	Lexington	Owned	Wake Forest University Health Sciences
North Davidson Dialysis Center of Wake Forest University	Winston Salem	Owned	Wake Forest University Health Sciences
Thomasville Dialysis Center of Wake Forest University	Thomasville	Owned	Wake Forest University Health Sciences
Davie Kidney Center of Wake Forest University	Mocksville	Owned	Wake Forest University Health Sciences
Highland Oaks Dialysis Center of Wake Forest University	Winston-Salem	Owned	Wake Forest University Health Sciences
Miller Street Dialysis Center of Wake Forest University	Winston-Salem	Owned	Wake Forest University Health Sciences
Northside Dialysis Center of Wake Forest University	Winston-Salem	Owned	Wake Forest University Health Sciences
Piedmont Dialysis Center of Wake Forest University	Winston-Salem	Owned	Wake Forest University Health Sciences
Salem Kidney Center of Wake Forest University	Winston-Salem	Owned	Wake Forest University Health Sciences
High Point Kidney Center of Wake Forest University	High Point	Owned	Wake Forest University Health Sciences
Triad Dialysis Center of Wake Forest University	High Point	Owned	Wake Forest University Health Sciences
Lake Norman Dialysis Center of Wake Forest University	Mooreville	Owned	Wake Forest University Health Sciences
Statesville Dialysis Center of Wake Forest University	Statesville	Owned	Wake Forest University Health Sciences
West Iredell Dialysis Center of Wake Forest University	Statesville	Owned	Wake Forest University Health Sciences
North Randolph Dialysis Center of Wake Forest University	Archdale	Owned	Wake Forest University Health Sciences
King Dialysis Center of Wake Forest University	King	Owned	Wake Forest University Health Sciences
Elkin Dialysis Center of Wake Forest University	Elkin	Owned	Wake Forest University Health Sciences
Mt. Airy Dialysis Center of Wake Forest University	Mt. Airy	Owned	Wake Forest University Health Sciences
Wilkes Dialysis Center of Wake Forest University	North Wilkesboro	Owned	Wake Forest University Health Sciences
Yadkin Dialysis Center of Wake Forest University	Yadkinville	Owned	Wake Forest University Health Sciences
Atrium Health Wake Forest Baptist OP Imaging - Kernersville	Kernersville	Owned (75%)	Wake Forest Baptist Imaging, LLC (WFUBMC 75% ownership)
Atrium Health Wake Forest Baptist OP Imaging - Executive Park	Winston-Salem	Owned (75%)	Wake Forest Baptist Imaging, LLC (WFUBMC 75% ownership)
Atrium Health Wake Forest Baptist Cornerstone Imaging	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Baptist Premier Imaging	High Point	Owned	Wake Forest University Baptist Medical Center
Atrium Health Wake Forest Health Network Westchester	High Point	Owned	Wake Forest University Baptist Medical Center
Clemmons Medical Park (Diagnostic Center)	Clemmons	Owned	Clemmons Medical Park, LLC (NCBH 100% ownership)

**\*Note:**

*This data represents Atrium Health Wake Forest Baptist North Carolina Hospitals, Imaging Centers, Ambulatory Surgery Centers, Dialysis Centers. Atrium Health Wake Forest Baptist also operates numerous Physician Practices, Urgent Care Centers, Radiation Therapy locations, Sleep Centers, Outpatient Therapy and Pain Centers.*



# Exhibit 4

CON Project ID	Project Description
G-8460-10	NCBH will add seven outpatient ORs per policy AC-3
G-11519-18	NCBH will add no more than four operating rooms pursuant to Policy AC-3 for a total of no more than 51 ORs upon completion of this project and Project ID #G-8460-10*
G-8842-12	NCBH Proposal to Acquire 4 Incremental Burn ICU Beds
G-11915-20	Develop 68 additional acute care beds.
G-11844-20	NDDC New 12- Dialysis Station Facility Comprised of Existing Stations, Davidson County (Completed - Development Complete Letter not issued )
G-11989-20	HODC Develop a new home dialysis training facility offering PD training and support.(Development Complete Letter not issued )
G-12011-21	NDDC Transfer 7 additional dialysis stations from TVDC to NDDC for a total of 19 stations at NDDC upon certification. (Completed - Development Complete Letter not issued )
G-12036-21	TVDC Add back 20 dialysis stations for a total of 36 stations after transfer of 19 stations to NDDC via CON Project ID's G-11844-20 and G-12011-21 (Completed - Development Complete Letter not issued )
G-12108-21	DKC Add 6 dialysis stations for 24 stations, Davie County (Completed - Development Complete Letter not issued )
G-12107-21	MADC Add 5 dialysis stations for 32 stations, Surry County (Completed - Development Complete Letter not issued)
G-12137-21	KVDC New 24 Station Dialysis Facility, Forsyth County
G-12172-22	SKC Transfer 19 Dialysis Stations from MSDC and 11 Stations from NDC for 65 stations at SKC in conjunction with transfer of 24 Stations from SKC to KVDC, Forsyth County
G-12206-22	MSDC Add back 19 Dialysis stations for 50 stations, Forsyth County
G-12205-22	NDC Add back 11 Dialysis stations for 48 stations, Forsyth County





**From:** [Mitchell, Micheala L](#)  
**To:** [Waller, Martha K](#)  
**Subject:** FW: [External] No Review Request Related to Atrium / Advocate Health Affiliation  
**Date:** Wednesday, September 21, 2022 10:26:01 AM  
**Attachments:** [20220921\\_Via E-Mail Micheala Mitchell, Chief Healthcare Planning.pdf](#)

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Martha would you mind logging this as a no review?

Thanks,

**Micheala Mitchell, JD**  
(*she/her/hers*)  
Section Chief, Healthcare Planning and CON Section  
[NC Department of Health and Human Services](#)  
[Division of Health Service Regulation](#)  
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**From:** Qualls, Gary <Gary.Qualls@klgates.com>  
**Sent:** Wednesday, September 21, 2022 10:24 AM  
**To:** Mitchell, Micheala L <Micheala.Mitchell@dhhs.nc.gov>  
**Subject:** [External] No Review Request Related to Atrium / Advocate Health Affiliation

**CAUTION:** External email. Do not click links or open attachments unless you verify. Send all suspicious email as an attachment to [Report Spam](#).

Micheala:

Please accept for filing the attached No Review Request Related to Atrium / Advocate Health Affiliation. Please confirm receipt for my records.

Thanks

Gary



**Gary S. Qualls**

Partner

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