



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 #:** 2824  
**Facility Name:** Educare Community Living Corporation  
**FID #:** 970285  
**Business Name:** Educare Community Living Corporation – North Carolina  
**Business #:** 2986  
**Project Description:** Change in indirect ownership  
**County:** Wake

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.

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



1233 Main Street, Suite 3000

Writer's Contact Information

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www.steptoe-johnson.com

December 20, 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.

In addition to the licenses set forth in our December 18, 2018, correspondence, the Provider holds the additional license 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,

[Handwritten signature]

Kristen Andrews Wilson

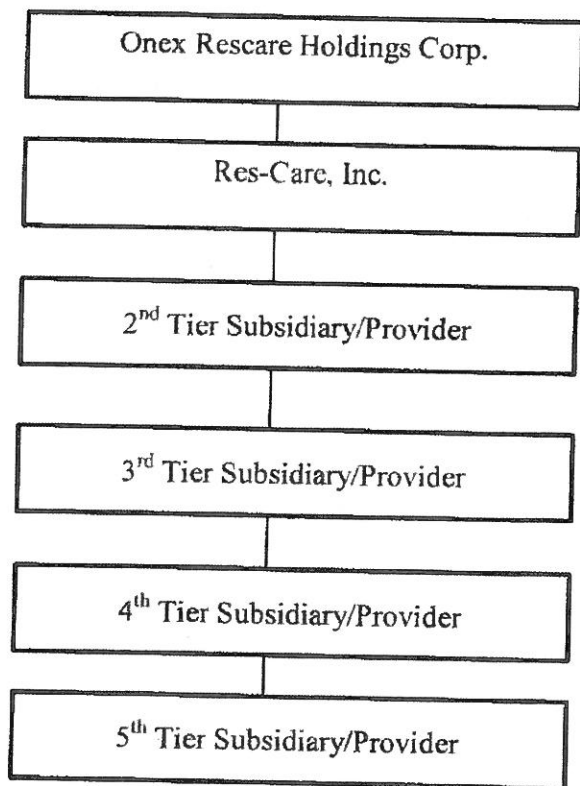
KAW/ssd
Enclosures

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

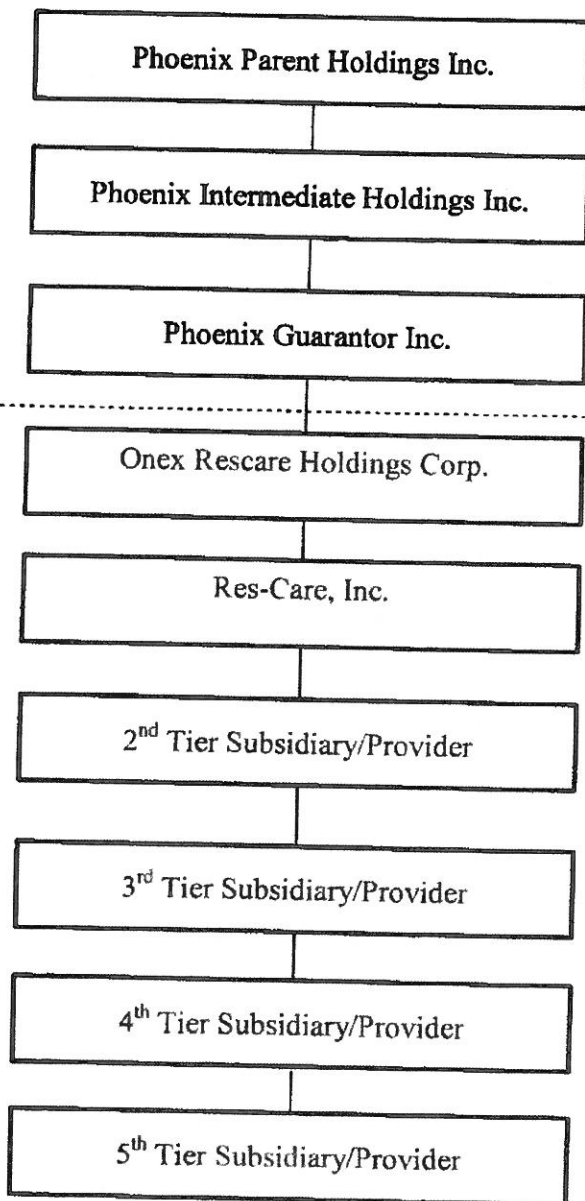


**Exhibit A**  
**Organizational Chart**

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



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



**Exhibit B**  
**License Numbers**

<b>Facility</b>	<b>Number</b>
Educare Community Living Corporation - North Carolina	MHL-092-266

Attachment

License #	Provider	Street	City	County	FID#
MHL-092-266	Educare Community Living Corporation	1200 Navaho Drive	Raleigh	Wake	970285