



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**

ROY COOPER • Governor

MANDY COHEN, MD, MPH • Secretary

MARK PAYNE • Director, Division of Health Service Regulation

October 2, 2018

Patience Ndikom
1420 E. Club Blvd.
Durham, NC 27713

Exempt from Review – Acquisition of Facility

Record #: 2720
Facility Name: Ellison Rest Home
Type of Facility: Adult Care Home
FID #: 920361
Acquisition by: Ideal Home Health Services, Inc.
Business #: 2916
County: Durham

Dear Ms. Ndikom:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) determined that based on your representations, the above referenced proposal is exempt from certificate of need (CON) review in accordance with N.C. Gen. Stat. §131E-184(a)(8). Therefore, the above referenced business may proceed to acquire the health service facility identified above without first obtaining a CON. The Agency's determination is limited to the question of whether or not the above referenced business would have to obtain a CON if the current owners of the health service facility do in fact sell it to the business listed above. Note that pursuant to N.C. Gen. Stat. §131E-181(b): *"A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need."*

In the event that the business listed above does acquire the facility, you should contact the Agency's Adult Care Licensure Section to obtain instructions for changing ownership of the existing facility.

It should be noted that this Agency's position is based solely on the facts represented by you and that any change in facts as represented would require further consideration by this Agency and a separate determination regarding whether or not a certificate of need would be required. If you have any questions concerning this matter, please feel free to contact this office.

Sincerely,

Bernetta Thorne-Williams
Project Analyst

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

cc: Adult Care Licensure Section, DHSR
Melinda Boyette, Administrative Assistant, Healthcare Planning, 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: 2701 Mail Service Center, Raleigh, NC 27699-2701
www.ncdhhs.gov/dhsr/ • TEL: 919-855-3750 • FAX: 919-733-2757

"Ideal people providing Ideal care"
www.idealhomehealthservices.com

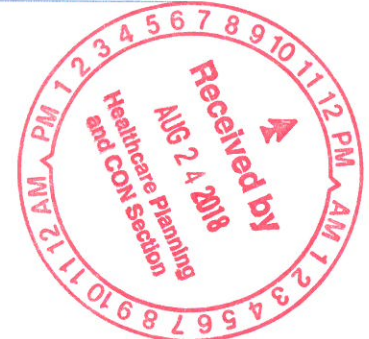
1420 E. Club Blvd.
Durham, NC 27704

(919) 937-9964
(919) 596-6866

LETTER OF INTENT TO PURCHASE ELLISON REST HOME BEDS

August 21, 2018

Ellison Rest Home
100 Ellison Drive
Durham, NC 27713.



This letter is to disclose the intent of Ideal Home Health Services, Inc. dba Green Valley Cottage to purchase all licensed 29 beds at Ellison Rest Home located in Durham North Carolina.

This letter will be forwarded to the Division of Health Service Regulation at the North Carolina Department of Health and Human Services for the application of Certificate of Need.

Sincerely,

Grace Nwabueze 8/21/18

Grace Nwabueze
President
Ideal Home Health Services, Inc

Patience Ndikom 8/21/18

Patience Ndikom, RN, MHA
Chief Administrative Officer
Ideal Home Health Services, Inc

919-201 3265

State of North Carolina
County of DURHAM
I, Susan A Critchfield, a Notary Public of said County and State
do hereby certify that PATIENCE NDIKOM AND GRACE NWA BUEZE
personally appeared before me this day and acknowledged
the due execution of the foregoing instrument. Witness
my hand and official seal, this the 21 day of AUG, 20 18
Susan A Critchfield
Notary Public
My commission expires 11/19/2018

Susan A Critchfield
NOTARY PUBLIC
Durham County, NC
My Commission Expires 11/19/2018

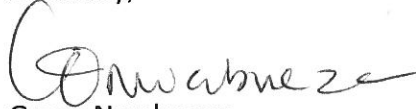
IDEAL HOME HEALTH SERVICES INC

08/21/2018

ADDENDUM TO THE LETTER OF INTENT TO PURCHASE

The purchased licensed beds will remain in Durham County, and will not be relocated outside the area.

Sincerely,

A handwritten signature in black ink, appearing to read "Grace Nwabueze". The signature is written in a cursive style with a large initial "G".

Grace Nwabueze

President

Thelmon Ellison (Deceased)
Lamon H. Akagbor (Daughter of Thelmon Ellison)
3105 Duke of York St.
Suffolk, Va. 23434
757-995-8900

August 6, 2018

Department of Health and Human Services
Division of Health Service Regulations
Attn: Bernetta Thorne-Williams
Project Analyst for Durham, North Carolina

Attn: Martha Frisone
Chief of Certificate of Need Section [CON]
Physical Address: 809 Ruggles Drive
Raleigh, NC 27603
919-855-3873
Mailing Address: 2704 Mail Service Center
Raleigh, NC 27699-2704



To Whom it may concern:

I Lamon H. Akagbor, one of the principal shareholders of Ellison Rest Home, agree to the sale of the 29 beds through a [CON], Certificate of Need. I accept the agreed upon negotiated price of \$7,500.00 per bed, which is a total purchase price of \$217,500.00 to acquire the aggregate 29 bed count. I also agree that all subsequent incoming funds will remain with the company, Ellison Rest Home, as these funds will be needed to offset any existing, ongoing or future expenses that the company incurs after closing. The actual physical building [Real Estate], or land that the building sits on does not convey in the sale of the aggregate 29 bed count.

Sincerely,

Lamon H. Akagbor

Signature Lamon H. Akagbor

State of Virginia

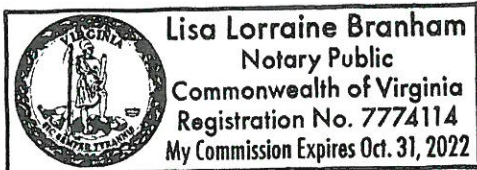
County of Chesapeake

Subscribed and sworn to (or affirmed) before me this 9th day of August 2018 by Lamon Akagbor

Notary Signature: Lisa Lorraine Branham

Print, Type or Stamp Name of Notary LISA Lorraine Branham

My commission expires 10-31-2022



ACQUISITION AGREEMENT

This Acquisition agreement is effective July 15th, 2018

BETWEEN **ELLISON REST HOME, [the Company]**, a company organized as a corporation and existing under state laws of North Carolina. It is located at 100 Ellison Drive, Durham, NC 27713.

AND **IDEAL HOME HEALTH SERVICES, INC. dba GREEN VALLEY COTTAGE, [the Purchasers]**, a company organized and existing under the state laws of North Carolina. It is located at 1420 East Club Boulevard, Durham, NC 27704.

The Company operates a business known as Ellison Rest Home that engages in the business of providing Assisted Living Services to patients and residents in a residential setting. These services include, but are not limited to, assisting patients and residents with activities of daily living in accordance with North Carolina State rules and regulations.

The Company, Ellison Rest Home, desires to sell to Purchaser, and Purchaser, Ideal Home Health Services, Inc. dba Green Valley Cottage, desires to purchase from the Company, substantially all 29 beds of Ellison Rest Home. While it is understood by the purchaser that the physical building and actual real estate of Ellison Rest Home is not for sale, only the bed count [29] is for sale, the purchaser agrees to make application to the Department of Health and Human Services [DHHS], a Division of Health Service Regulation [DHSR] through what is termed a Certificate of Need [CON] thereby granting permission to build a 29 bed facility in the State of North Carolina.

Consideration: The aggregate consideration for the 29 beds to be purchased would be \$7,500.00 [seven thousand-five hundred dollars] per bed. The total amount for the purchase of 29 beds is two hundred- seventeen thousand- five hundred dollars [29 x \$7,500.00 = \$217,500.00].

Business Terms: The purchaser will be responsible for all fees associated with applying for the Certificate of Need [CON] application. The purchaser will not assume any liabilities of the business of the company prior to closing and finalizing the total sell of the 29 beds. The seller is only selling the 29 bed count and not the operation of the business nor any tangible or intangible assets that the business currently owns. All subsequent incoming funds will remain with the company, Ellison Rest Home, as these funds will be needed to offset any existing, ongoing or future expenses that the company incurs after closing.

The company, **ELLISON REST HOME**, currently holds [100 shares] together among four [4] shareholders. Attached to this document are the names, phone contacts and addresses of all four [4] shareholders, together with their respective notarized signatures as their attestation to the agreement to sell to the purchaser, **IDEAL HOME HEALTH SERVICES, INC. dba GREEN VALLEY COTTAGE**.

The four [4] shareholders of Ellison Rest Home are as follows:

1.) Viola Woodard

1149 East 40th Street
Erie, Pa. 16504
814-825-3379
814-392-7478

2.) Mildred M. Clay

Barbara A. Copeland
(Daughter & POA for Mildred M. Clay)
3676 Guess Rd.
Durham, NC 27705
919-360-1300
919-477-6717

3.) Thelmon Ellison (Deceased)

Lamon H. Akagbor (Daughter of Thelmon Ellison)
3105 Duke of York St.
Suffolk, Va. 23434
757-995-8900

4.) Helen M. Ellison

100 Ellison Drive
Durham, NC 27713
919-544-3714

Williams, Bernetta

From: PATIENCE NDIKOM <pndikom@yahoo.com>
Sent: Wednesday, August 29, 2018 6:04 PM
To: Williams, Bernetta
Subject: [External] Addendum
Attachments: CCF08292018.pdf

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

Dear Ms. Williams, Please see attached the addendum to the letter of intent to purchase of Ellison Rest Home.
Have a great day.

Patience Ndikom, RN, MHA

Don't leave this life exhausted, rather, when happiness shows up, give it a comfortable seat.

Confidentiality Note

This message is intended for the use of the person or entity to which it is addressed and may contain information, including health information, that is privileged, confidential, and the disclosure of which is governed by applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this information is STRICTLY PROHIBITED.

If you have received this in error, please notify us immediately and destroy the related message.

Mildred M. Clay
3676 Guess Rd
Durham, NC 27705

August 6, 2018

Department of Health and Human Services
Division of Health Service Regulations
Attn: Bernetta Thorne-Williams
Project Analyst for Durham, North Carolina

Attn: Martha Frisone

Chief of Certificate of Need Section [CON]
Physical Address: 809 Ruggles Drive
Raleigh, NC 27603
919-855-3873
Mailing Address: 2704 Mail Service Center
Raleigh, NC 27699-2704



To Whom it may concern:

I Mildred M. Clay, one of the principal shareholders of Ellison Rest Home, agree to the sale of the 29 beds through a [CON], Certificate of Need. I accept the agreed upon negotiated price of \$7,500.00 per bed, which is a total purchase price of \$217,500.00 to acquire the aggregate 29 bed count. I also agree that all subsequent incoming funds will remain with the company, Ellison Rest Home, as these funds will be needed to offset any existing, ongoing or future expenses that the company incurs after closing. The actual physical building [Real Estate], or land that the building sits on does not convey in the sale of the aggregate 29 bed count.

Sincerely,

Mildred M. Clay

Signature Mildred M. Clay

State of North Carolina

County of Durham

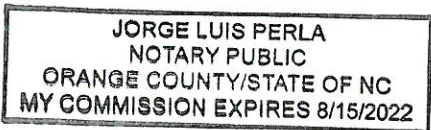
Subscribed and sworn to (or affirmed) before me this 6th day of August 2018 by

Mildred M. Clay

Notary Signature: Jorge Luis Perla

Print, Type or Stamp Name of Notary

My commission expires 8/15/2022



Viola Woodard
1149 East 40th Street
Erie, Pa. 16504

August 6, 2018

Department of Health and Human Services
Division of Health Service Regulations
Attn: Bernetta Thorne-Williams
Project Analyst for Durham, North Carolina

Attn: Martha Frisone
Chief of Certificate of Need Section [CON]
Physical Address: Mailing Address:
809 Ruggles Drive 2704 Mail Service Center
Raleigh, NC 27603 Raleigh, NC 27699-2704
919-855-3873

To whom it may concern,
I Viola Woodard, one of the principal shareholders of Ellison Rest Home, agree to the sale of the 29 beds through a [CON], Certificate of Need. I accept the agreed upon negotiated price of \$7,500.00 per bed, which is a total purchase price of \$217,500.00 to acquire the aggregate 29 bed count. I also agree that all subsequent incoming funds will remain with the company, Ellison Rest Home, as these funds will be needed to offset any existing, ongoing or future expenses that the company incurs after closing. The actual physical building [Real Estate], or land that the building sits on does not convey in the sale of the aggregate 29 bed count.

Sincerely,

Viola Woodard
Signature *Viola Woodard*

State of PA

County of Erie

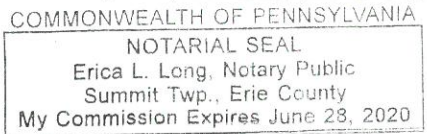
Subscribed and sworn to (or affirmed) before me this 10th day of August 2018 by

Viola Woodard

Notary Signature: *Erica L. Long*

Print, Type or Stamp Name of Notary

My commission expires June 28, 2020



Ideal Home Health Services, Inc.

"Ideal people providing Ideal care"
www.idealhomehealthservices.com

1420 E. Club Blvd.
Durham, NC 27704

(919) 937-9964
(919) 596-6866

August 29, 2018

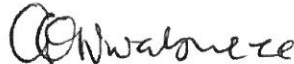
Dear Ms. Bernetta Williams,

Re: Addendum to letter of intent to Purchase Ellison Rest Home Facility


This addendum is to clarify that Ideal Home Health Services, Inc dba Green Valley Cottage intends to purchase the Facility; Ellison Rest Home located at 100 Ellison Drive, Durham, NC 27713 in Durham County.

The facility at some point in the future will be relocated in Durham County.

Sincerely,

 8-29-18

Grace Nwabueze
President
Ideal Home Health Services, Inc

 8/29/18

Patience Ndikom
Chief Administrative Officer
Ideal Home Health Services, Inc