



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**

JOSH STEIN • Governor

DEVPUTTA SANGVAI • Secretary

MARK PAYNE • Director, Division of Health Service Regulation

VIA EMAIL ONLY

April 25, 2025

Patricia A. Markus

Trish.markus@nelsonmullins.com

Exempt from Review – Acquisition of Facility

Record #: 4763

Date of Request: March 24, 2025

Facility Name: Parkwood Village

Type of Facility: Adult Care Home

FID #: 970990

Acquisition by: Wilson NC SLC LLC

Business #: 3944

County: Wilson

Dear Ms. Markus:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) determined that the project described above is exempt from certificate of need (CON) review in accordance with G.S. 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 new tenant leasing the facility will be Wilson NC SLC Tenant LLC and will be the new licensee. The operator of the facility will continue to be FVE Managers, Inc. There will be no change to the facility name. The Agency's determination is limited to the question of whether 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 G.S. 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.*"

If 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 a certificate of need would be required. If you have any questions concerning this matter, please feel free to contact this office.

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

Patricia A. Markus
April 25, 2025
Page 2

Sincerely,

A handwritten signature in black ink, appearing to read 'G. Yakaboski', with a long horizontal flourish extending to the right.

Gregory F. Yakaboski
Project Analyst

A handwritten signature in black ink, appearing to read 'Micheala Mitchell', written in a cursive style.

Micheala Mitchell
Chief

cc: Adult Care Licensure Section, DHSR

Patricia A. Markus, CIPP/US
T: (919) 329-3853
trish.markus@nelsonmullins.com

301 Hillsborough Street, Suite 1400
Raleigh, NC 27603
T: (919) 329-3800 F: (919) 329-3799
nelsonmullins.com

March 21, 2025

VIA E-MAIL ONLY

Ms. Micheala Mitchell
Chief, Healthcare Planning and Certificate of Need Section
Division of Health Service Regulation
N.C. Department of Health and Human Services
2704 Mail Service Center
Raleigh, NC 27699-2704

Re: Diversified Healthcare Trust – Request for No Review Determinations Due to Change in Corporate Structure of Parent Company

Dear Ms. Mitchell:

We are seeking a determination by the Healthcare Planning and Certificate of Need Section (the “Agency”) that Diversified Healthcare Trust (“DHC”), our client and the ultimate parent company of the adult care homes identified below, is not required to obtain Certificates of Need (“CON”) due to its planned corporate restructuring.

This restructuring (the “Transaction”) involves changes in the current licensees and the real property owners of the four North Carolina adult care homes listed in the chart below (each, a “Facility” and collectively, the “Facilities”). Currently, wholly-owned DHC subsidiaries (each, a “Current Licensee” and collectively, the “Current Licensees”) hold the licenses for the Facilities and lease the Facility buildings from different wholly-owned DHC subsidiaries (each, a “Current Property Owner” and, collectively, the “Current Property Owners”).

As a result of the Transaction, the Current Licensees will no longer hold the Facility licenses, and the Current Property Owners will no longer lease the Facilities. Instead, four newly-formed DHC subsidiaries (each, a “New Licensee” and collectively, the “New Licensees”) will become the Facility license holders. Simultaneously, four different newly-formed DHC subsidiaries (each, a “New Property Owner” and collectively, the “New Property Owners”) will acquire from the Current Property Owners the Facility buildings. Each New Licensee will lease a Facility from its New Property Owner and will enter into

a new management services agreement with FVE Managers, Inc. (the current manager of the Facilities).

Following the Transaction, the staffing, day-to-day operations, policies and procedures, and scope of resident services provided at each Facility will not change. The manager of each Facility also will remain the same. For purposes of licensure, the Transaction will be effective as of the date the Adult Care Licensure Section of the North Carolina Division of Health Service Regulation issues new Facility licenses to the New Licensees, which we anticipate will occur in early- to mid-May 2025.

The following chart lists the Facilities involved in the Transaction, their license numbers, the Current and New Property Owners, and the Current and New Licensees. Visual depictions of the organizational structures before and after the Transaction are enclosed as Exhibit A.

Facility Name and Address	License Number	Current Property Owner	Current Licensee	New Property Owner	New Licensee
Parkwood Village and The Landing 1720 and 1730 Parkwood Boulevard Wilson, NC, 27893	HAL-098-030	<i>Parkwood Village:</i> SNH/LTA SE Wilson LLC <i>The Landing:</i> SNH/LTA Properties Trust	SNH NC Tenant LLC	Wilson NC SLC LLC	Wilson NC SLC Tenant LLC
Morningside of Concord 500 Penny Lane, N.E. Concord, NC 28025	HAL-013-047	SNH/LTA Properties Trust	SNH NC Tenant LLC	Concord NC SLC LLC	Concord NC SLC Tenant LLC
Home Place of Burlington 118 Alamance Road Burlington, NC 27215	HAL-001-141	SNH SE Burlington LLC	SNH SE Burlington Tenant LLC	Burlington NC SLC LLC	Burlington NC SLC Tenant LLC
Morningside of Gastonia 2755 Union Road Gastonia, NC 28054	HAL-036-037	SNH/LTA Properties Trust	SNH NC Tenant LLC	Gastonia NC SLC LLC	Gastonia NC SLC Tenant LLC

In North Carolina, a CON is required for the offering or development of a “new institutional health service.” N.C. Gen. Stat. § 131E-178(a). The term “new institutional health service” is defined to include the “construction, development, or other establishment of a ‘new health service facility.’” N.C. Gen. Stat. § 131E-176(16). An “adult care home” is an enumerated “health service facility” under N.C. Gen. Stat. § 131E-176(9b). Because the change in corporate structure of the parent company of a health service facility does not

Ms. Micheala Mitchell
Chief, Healthcare Planning and Certificate of Need Section
Page 3

constitute the development of a new institutional health service, we believe that the planned Transaction will not require issuance of new CONs. Accordingly, we respectfully request the Agency to issue a written determination that DHC may pursue the Transaction without first obtaining CONs.

Please contact us if you need any further information regarding this request. We appreciate your prompt attention to this matter.

Very truly yours,

NELSON MULLINS RILEY & SCARBOROUGH LLP

A handwritten signature in blue ink, appearing to read "Patricia A. Markus", is enclosed in a light blue rectangular box.

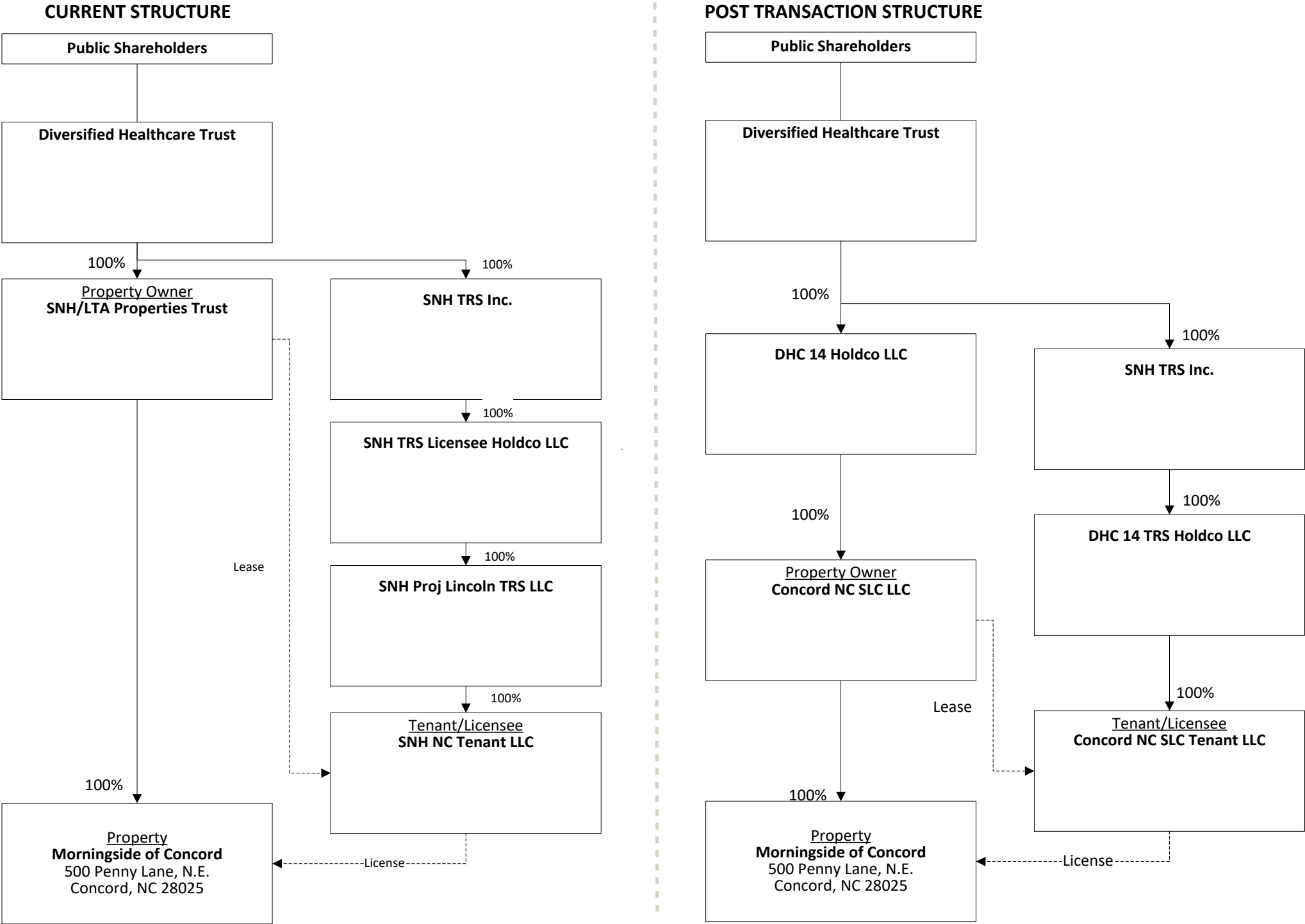
Patricia A. Markus

Ms. Micheala Mitchell
Chief, Healthcare Planning and Certificate of Need Section
Page 4

EXHIBIT A

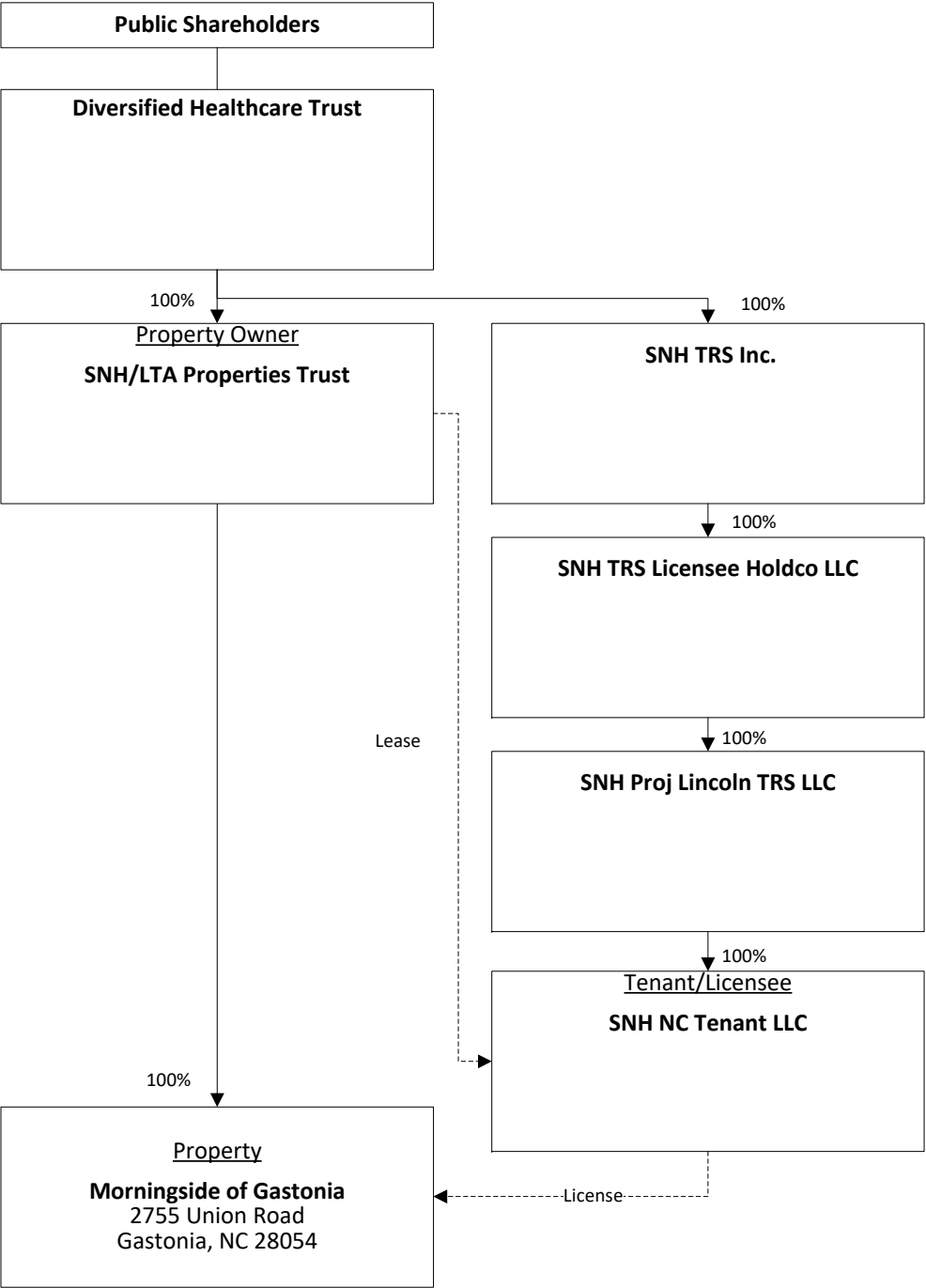
[Attached.]

Morningside of Concord
Organization Structure

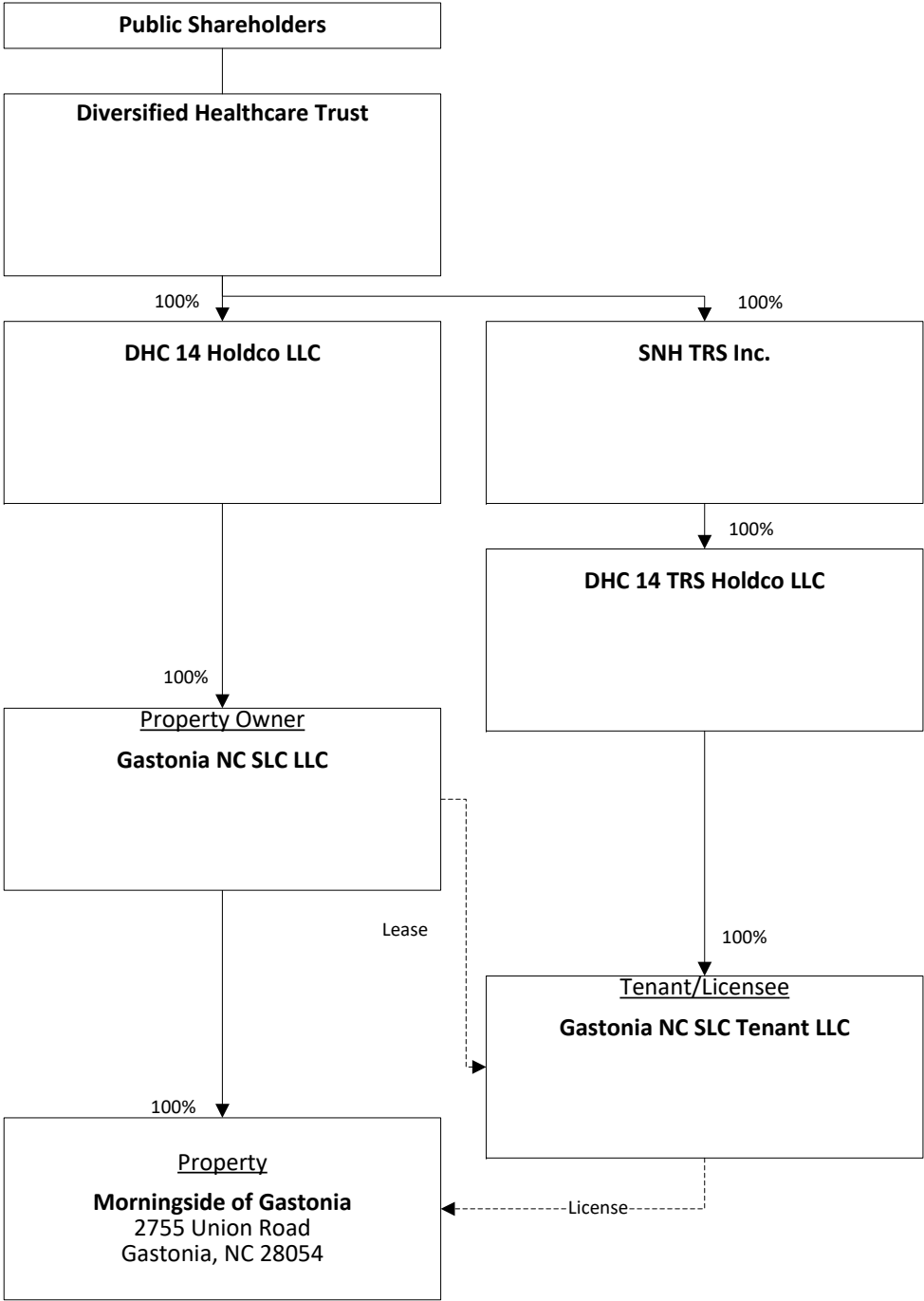


**Morningside of Gastonia
Organization Structure**

CURRENT STRUCTURE

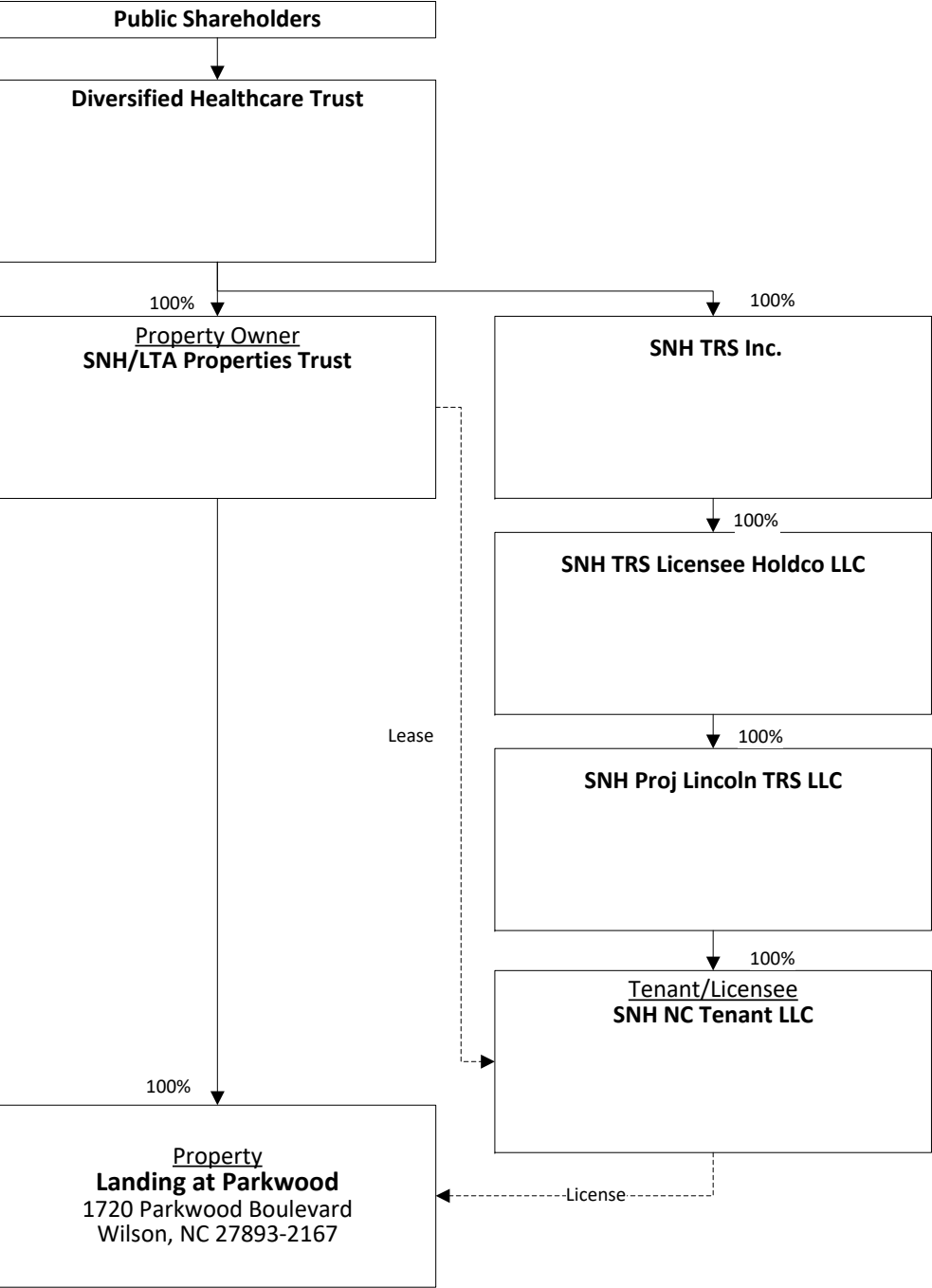


POST TRANSACTION STRUCTURE

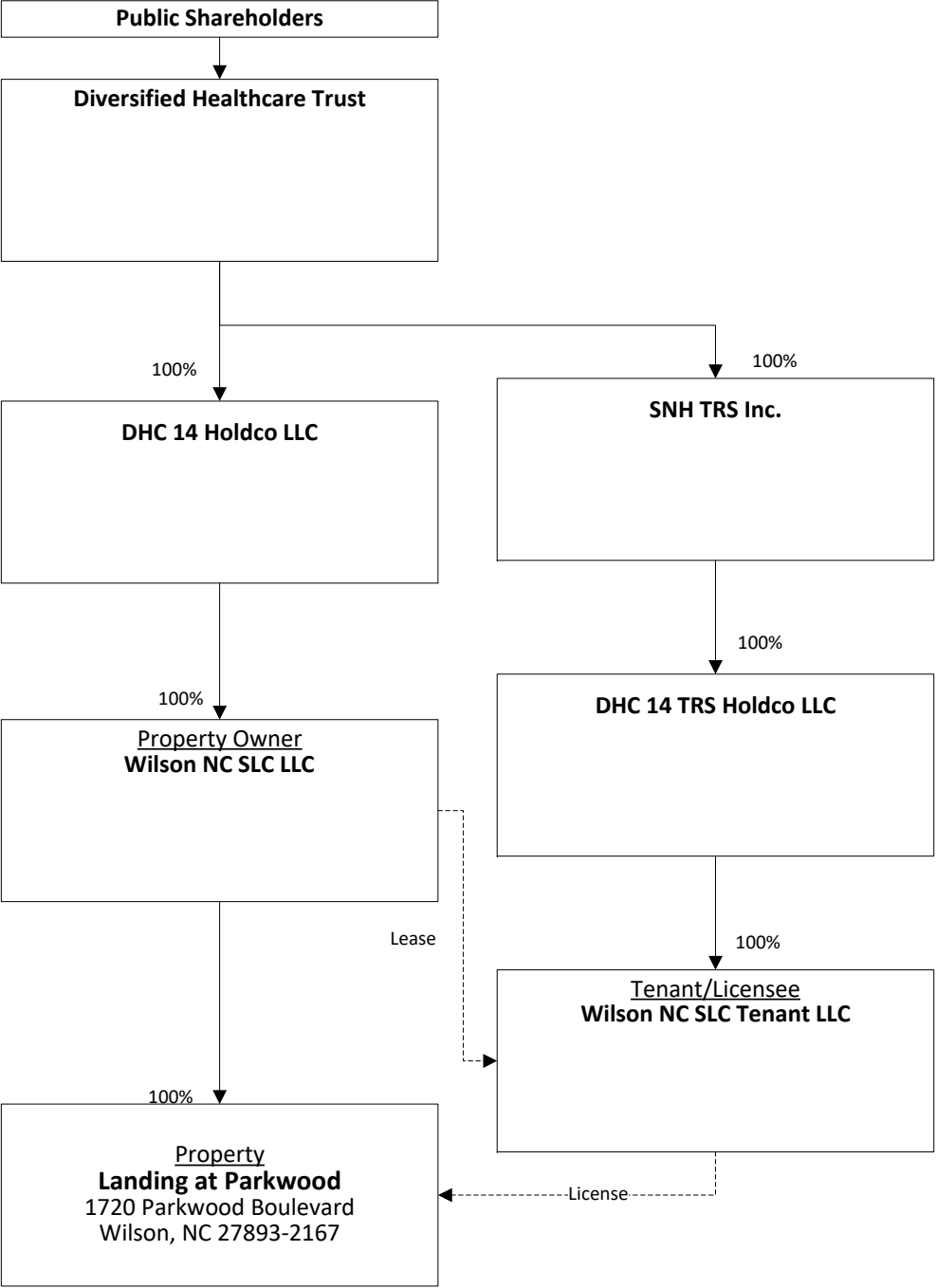


**Landing at Parkwood
Organizational Structure**

CURRENT STRUCTURE

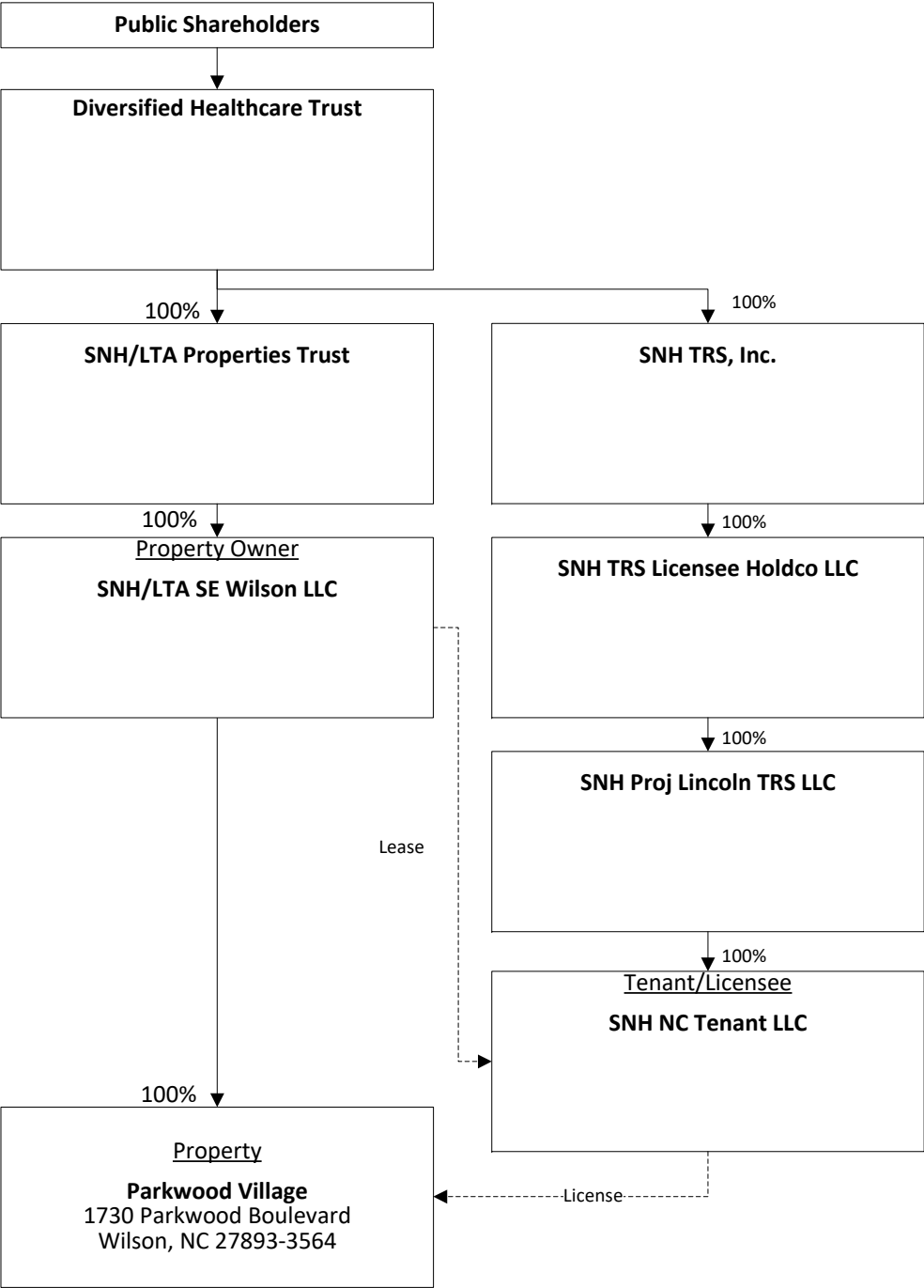


POST TRANSACTION STRUCTURE

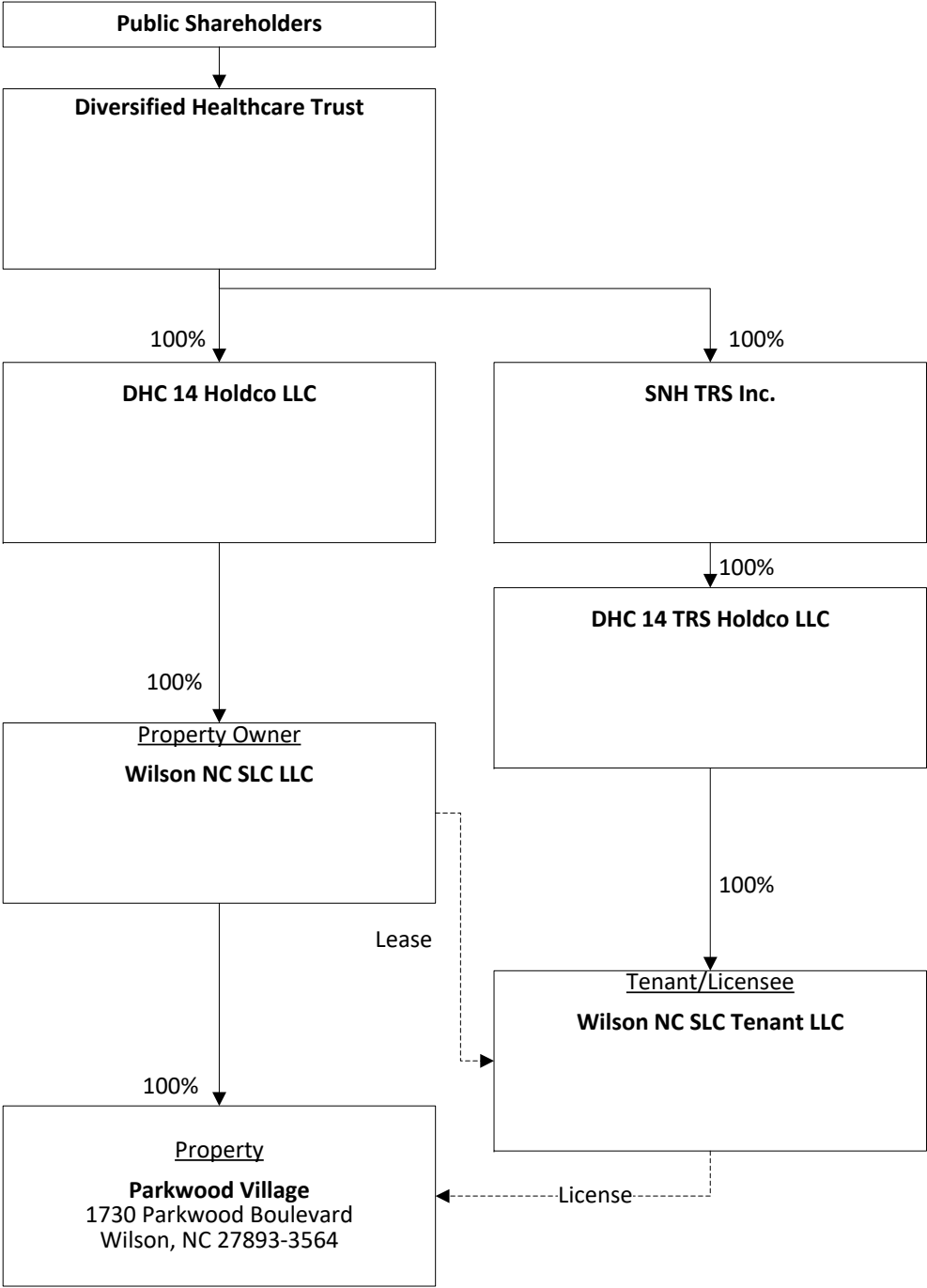


**Parkwood Village
Organizational Structure**

CURRENT STRUCTURE

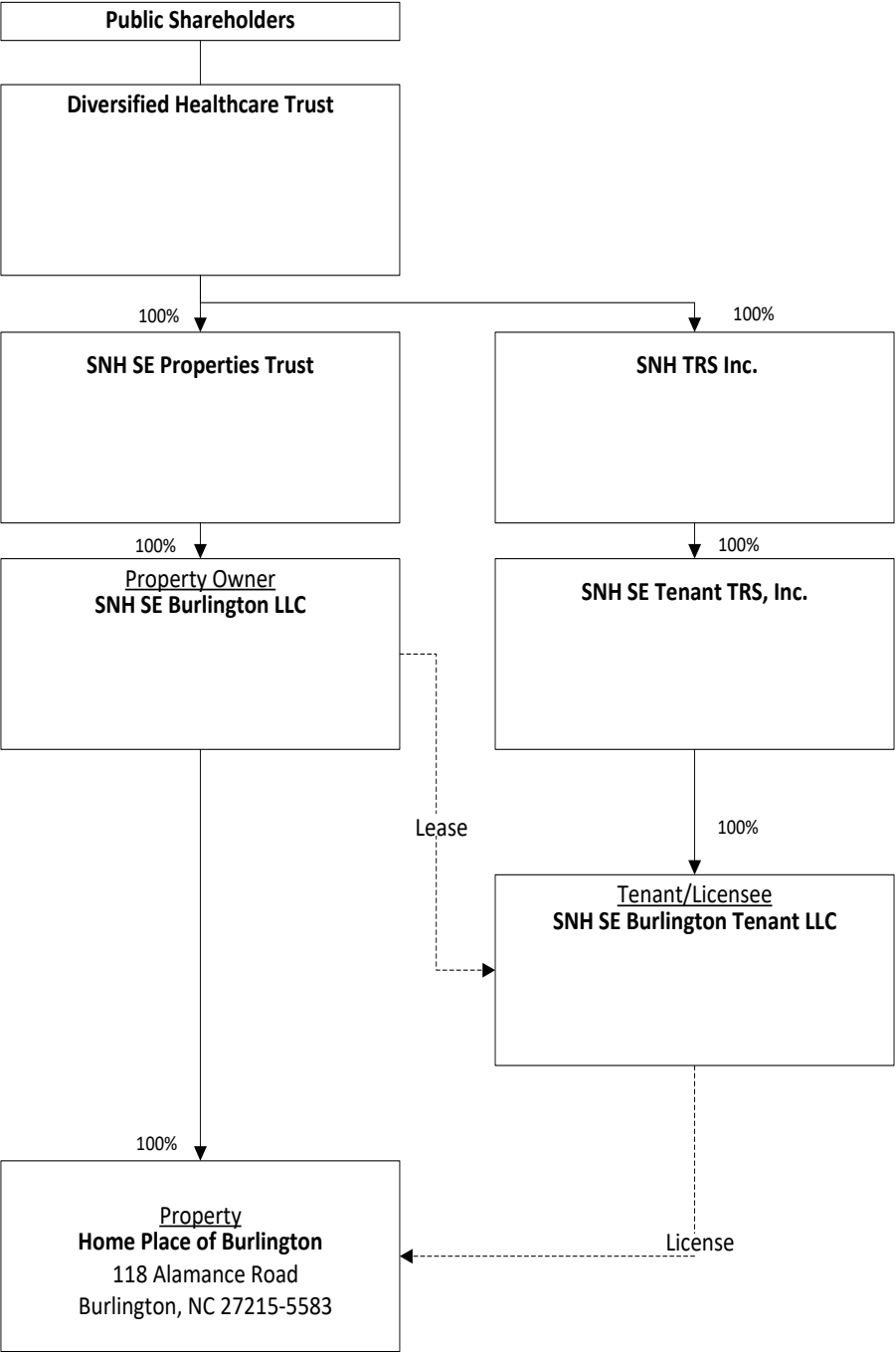


POST TRANSACTION STRUCTURE

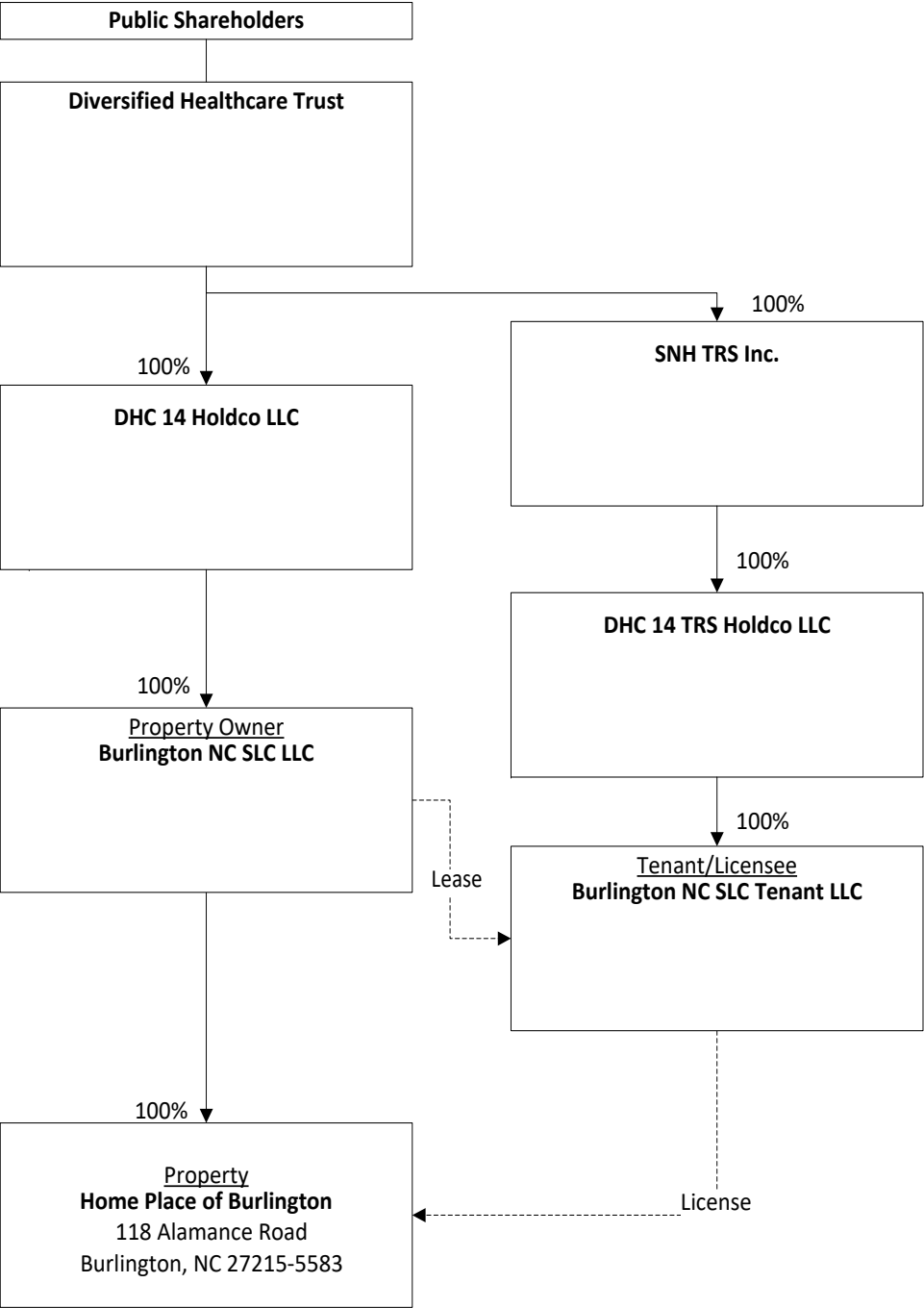


Home Place of Burlington
Organization Structure

CURRENT STRUCTURE



POST TRANSACTION STRUCTURE



From: [Mitchell, Micheala L](#)
To: [Stancil, Tiffany C](#)
Subject: FW: [External] Request for No Review
Date: Sunday, March 23, 2025 9:00:53 PM
Attachments: [DHT - CON Request for No Review Determinations 4923-8379-8315 v.5.pdf](#)
[Morningside of Concord - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4922-3980-8812 1.pdf](#)
[Morningside of Gastonia - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4928-4680-2988 1.pdf](#)
[Parkwood Village and The Landing at Parkwood - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4936-3729-7708 1.pdf](#)
[Home Place of Burlington - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4903-2851-2556 1.pdf](#)

Tiffany,

Most of the counties address in this no review are assigned to Greg. Would you mind logging this review and the attachments and assigning to him?

Thanks,

Micheala Mitchell, JD
[NC Department of Health and Human Services](#)
[Division of Health Service Regulation](#)
Section Chief, Healthcare Planning and CON Section
809 Ruggles Drive, Edgerton Building
2704 Mail Service Center
Raleigh, NC 27699-2704
Office: 919 855 3879
Micheala.Mitchell@dhhs.nc.gov

From: Trish Markus <trish.markus@nelsonmullins.com>
Sent: Friday, March 21, 2025 4:05 PM
To: Mitchell, Micheala L <Micheala.Mitchell@dhhs.nc.gov>
Subject: [External] Request for No Review

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Good afternoon, Ms. Mitchell:

Enclosed please find correspondence seeking no review determinations from the CON Section, along with visual depictions of the transactions that are the subject of the request. Please do not hesitate to contact me if you have any questions or need further information.

Kind regards,

Trish



PATRICIA A. MARKUS, JD, CIPP/US **PARTNER**

trish.markus@nelsonmullins.com

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RALEIGH, NC 27603

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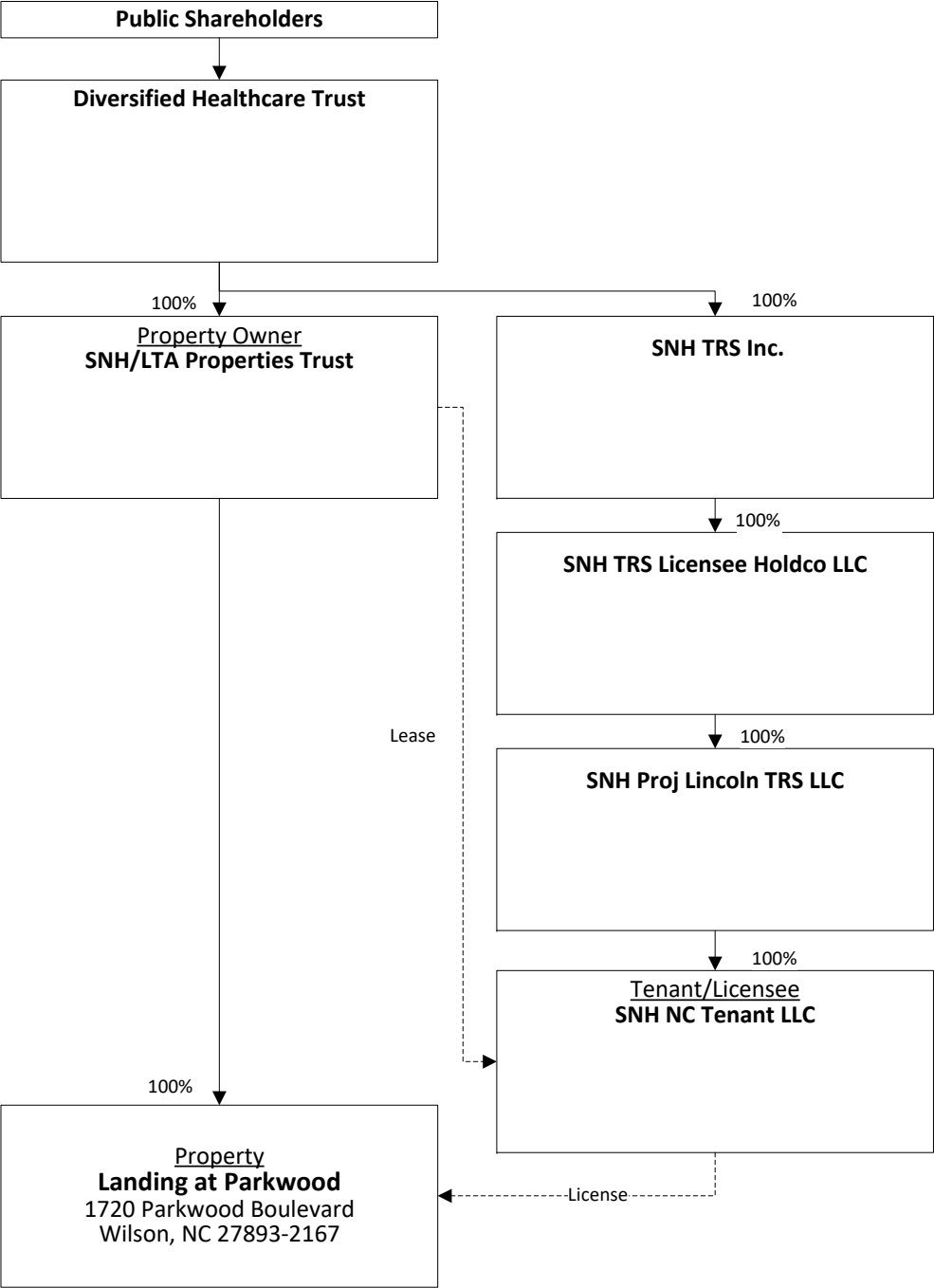
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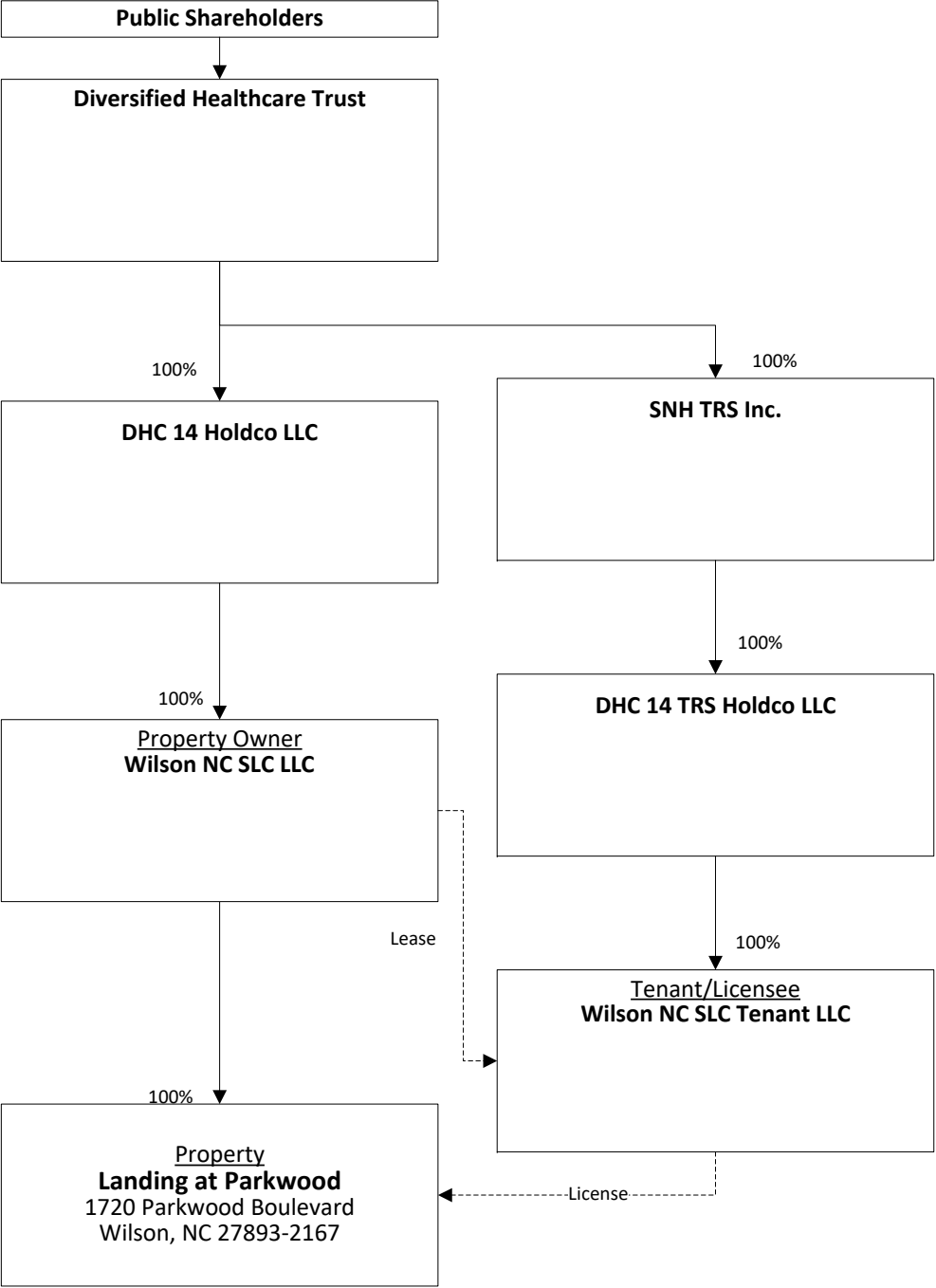
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**Landing at Parkwood
Organizational Structure**

CURRENT STRUCTURE

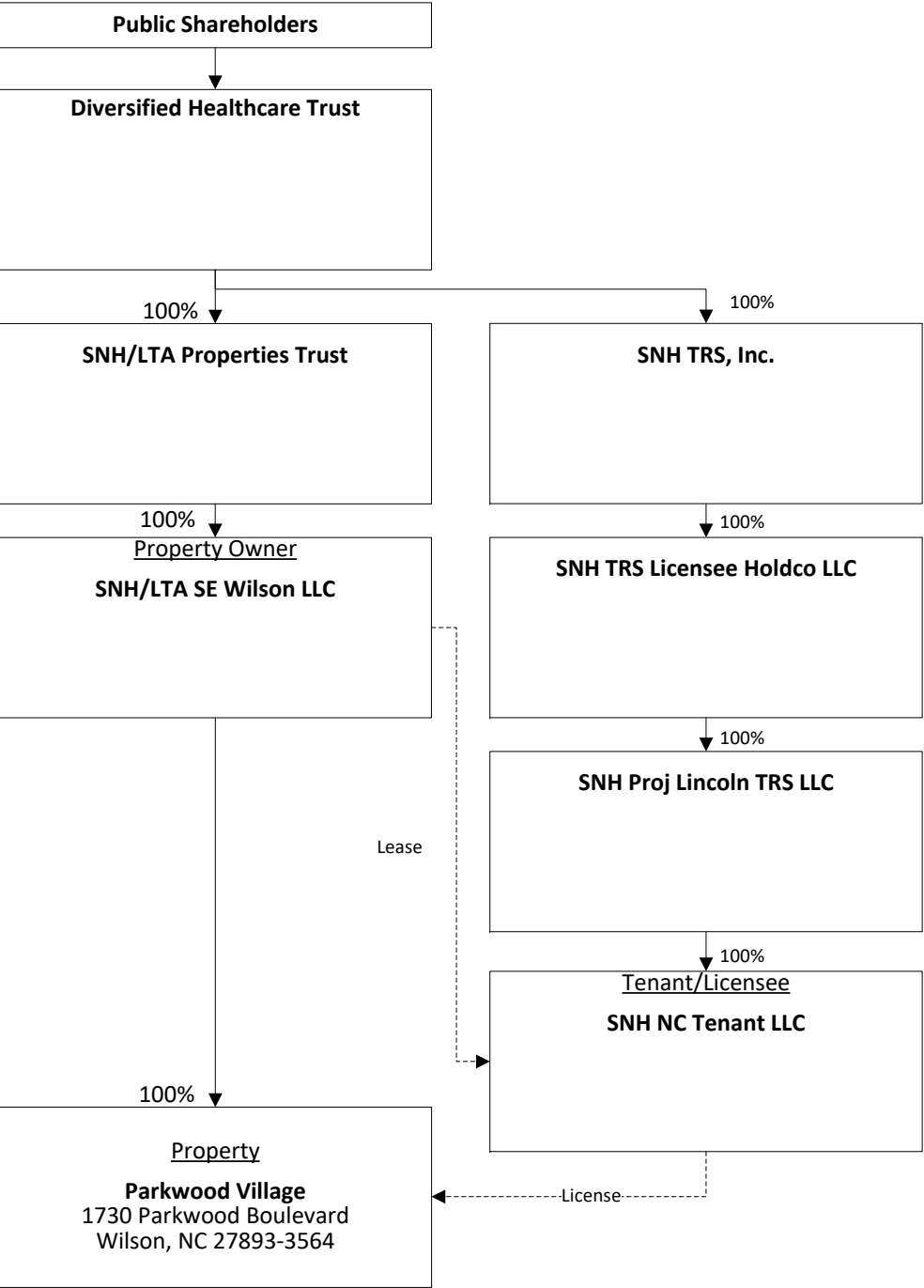


POST TRANSACTION STRUCTURE

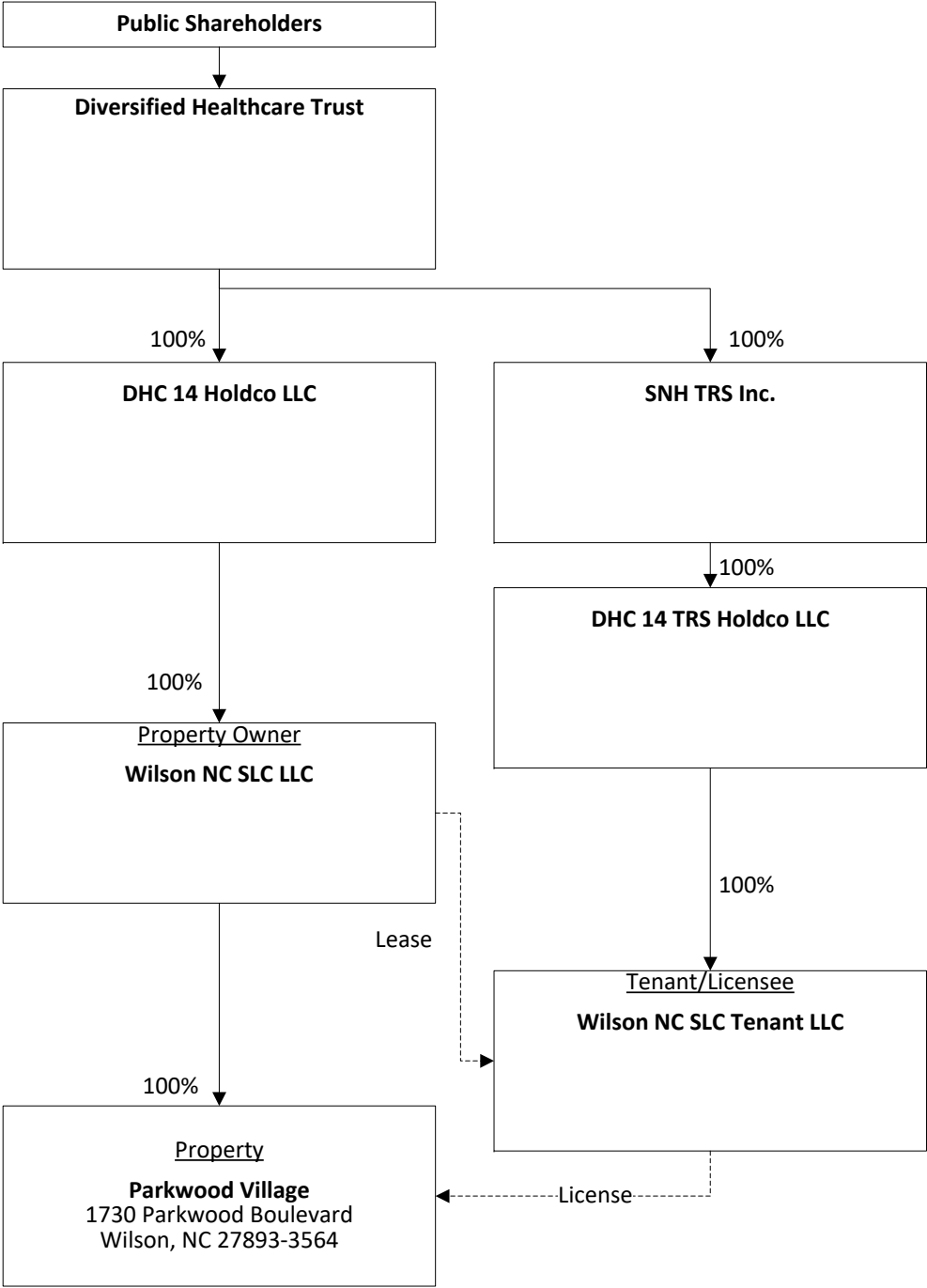


**Parkwood Village
Organizational Structure**

CURRENT STRUCTURE



POST TRANSACTION STRUCTURE



From: [Trish Markus](#)
To: [Yakaboski, Greg](#)
Subject: [External] Follow-up Information regarding DHC No Review Request
Date: Tuesday, April 8, 2025 1:25:11 PM
Attachments: [Home Place of Burlington - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4903-2851-2556 1.pdf](#)
[Morningside of Concord - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4922-3980-8812 1.pdf](#)
[Morningside of Gastonia - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4928-4680-2988 1.pdf](#)
[Parkwood Village and The Landing at Parkwood - Org Chart Attachment to CON Letter \(Pre and Post CHOW\) - 4936-3729-7708 1.pdf](#)

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Hi Greg:

As we discussed by phone, here is additional information pertaining to our March 21, 2025 letter to the CON Section on behalf of Diversified Healthcare Trust. Diversified Healthcare Trust seeks exemption and no review determinations related to its restructuring transaction involving the four facilities described below:

1. Exemption Requests Due to Change in Property Owners

Home Place of Burlington - Facility ID: 970680

- The property owner, SNH SE Burlington LLC, is changing to a new entity, **Burlington NC SLC LLC**.
- The contact information for the new property owner is:
Two Newton Place
255 Washington Street, Suite 300
Newton, MA 02458
(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH SE Burlington Tenant LLC, is changing to a new entity, **Burlington NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility
- The facility will still be known as Home Place of Burlington

Morningside of Concord - Facility ID: 960752

- The property owner, SNH/LTA Properties Trust, is changing to a new entity, **Concord NC SLC LLC**
- The contact information for the new property owner is:
Two Newton Place
255 Washington Street, Suite 300
Newton, MA 02458
(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH NC Tenant LLC, is changing to a new entity, **Concord NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility
- The facility will still be known as Morningside of Concord

Morningside of Gastonia - Facility ID: 970732

- The property owner, SNH/LTA Properties Trust, is changing to a new entity, **Gastonia NC SLC LLC**
- The contact information for the new property owner is:
Two Newton Place
255 Washington Street, Suite 300
Newton, MA 02458
(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH NC Tenant LLC, is changing to a new entity, **Gastonia NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility
- The facility will still be known as Morningside of Gastonia

Parkwood Village and The Landing at Parkwood - Facility ID: 970990

- The property owners, SNH/LTA SE Wilson LLC (Parkwood Village) and SNH/LTA Properties Trust (The Landing), are changing to a new entity, **Wilson NC SLC LLC**
- The contact information for the new property owner is:
Two Newton Place
255 Washington Street, Suite 300
Newton, MA 02458
(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH NC Tenant LLC, is changing to a new entity, **Wilson NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility
- The facility will still be known as Parkwood Village and The Landing at Parkwood

2. No Review Determinations Due to Changes in Indirect Ownership

As indicated in the pre- and post- change of ownership diagrams provided with our letter and attached for your reference, the entities that own 100% of the property owners and the tenant/licensees are all changing, so Diversified Healthcare Trust also requests the CON Section to issue no review determinations based upon these indirect ownership changes. Thank you for your assistance in this matter, and please let me know if you have questions or need additional information.

Kind regards,

Trish



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From: [Trish Markus](#)
To: [Yakaboski, Greg](#)
Subject: [External] RE: Follow-up Information regarding DHC No Review Request
Date: Monday, April 14, 2025 11:55:53 AM

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Hi Greg:

Thanks for your call just now. In response to your question, the name of the adult care home facility holding Facility ID 970990 is Parkwood Village.

To clarify each of the exemption requests below:

1. The facility identified as Home Place of Burlington, which is currently owned by SNH SE Burlington LLC, is being sold (both the real property and the building) to Burlington NC SLC LLC.
2. The facility identified as Morningside of Concord, which is currently owned by SNH LTA Properties Trust, is being sold (both the real property and the building) to Concord NC SLC LLC.
3. The facility identified as Morningside of Gastonia, which is currently owned by SNH LTA Properties Trust, is being sold (both the real property and the building) to Gastonia NC SLC LLC.
4. The facility identified as Parkwood Village, which is currently owned by SNH/LTA SE Wilson LLC, is being sold (both the real property and the building) to Wilson NC SLC LLC.

Please let me know if you have any additional questions, and thank you again for your assistance in this matter.

Kind regards,

Trish



PATRICIA A. MARKUS, JD, CIPP/US PARTNER

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From: Trish Markus

Sent: Tuesday, April 8, 2025 1:25 PM

To: Greg.Yakaboski@dhhs.nc.gov

Subject: Follow-up Information regarding DHC No Review Request

Hi Greg:

As we discussed by phone, here is additional information pertaining to our March 21, 2025 letter to the CON Section on behalf of Diversified Healthcare Trust. Diversified Healthcare Trust seeks exemption and no review determinations related to its restructuring transaction involving the four facilities described below:

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(617) 796-8350
licensing@5ssl.com
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Morningside of Concord - Facility ID: 960752

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- The contact information for the new property owner is:
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255 Washington Street, Suite 300
Newton, MA 02458
(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH NC Tenant LLC, is changing to a new entity, **Concord NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility
- The facility will still be known as Morningside of Concord

Morningside of Gastonia - Facility ID: 970732

- The property owner, SNH/LTA Properties Trust, is changing to a new entity, **Gastonia NC SLC LLC**
- The contact information for the new property owner is:
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255 Washington Street, Suite 300
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(617) 796-8350
licensing@5ssl.com
- The tenant/licensee, SNH NC Tenant LLC, is changing to a new entity, **Gastonia NC SLC Tenant LLC**
- FVE Managers, Inc. will continue to operate the facility

- The facility will still be known as Morningside of Gastonia

Parkwood Village and The Landing at Parkwood - Facility ID: 970990

- The property owners, SNH/LTA SE Wilson LLC (Parkwood Village) and SNH/LTA Properties Trust (The Landing), are changing to a new entity, **Wilson NC SLC LLC**
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licensing@5ssl.com
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2. No Review Determinations Due to Changes in Indirect Ownership

As indicated in the pre- and post- change of ownership diagrams provided with our letter and attached for your reference, the entities that own 100% of the property owners and the tenant/licensees are all changing, so Diversified Healthcare Trust also requests the CON Section to issue no review determinations based upon these indirect ownership changes. Thank you for your assistance in this matter, and please let me know if you have questions or need additional information.

Kind regards,

Trish



PATRICIA A. MARKUS, JD, CIPP/US PARTNER

trish.markus@nelsonmullins.com

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