

CO2016-024

CHANGE OF OWNERSHIP

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STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

Part I: Purchasing Organization Information

Name of Organization: Dominion Senior Living Operations Magnolia Place, LLC

Facility Name:
(ADPH Licensure name) Magnolia Place Specialty Care Assisted Living Facility

SHPDA ID Number: P4102

Address (PO Box #): 1553 Professional Parkway

City, State, Zip, County: Auburn, AL 36830 Lee County

Number/Type Licensed Beds: 42 SCALF Beds

Owner(s): Dominion Senior Living at Magnolia Place, LLC

Operator(s): Dominion Senior Living Operations Magnolia Place, LLC

Part II: Selling Organization Information

Name of Organization: The East Alabama Health Care Authority d/b/a East Alabama Medical Center

Address (PO Box #): 2000 Pepperell Parkway

City, State, Zip, County: Opelika, Alabama, 36801, Lee County

Number/Type Licensed Beds: 42 SCALF Beds

Owner(s): The East Alabama Health Care Authority d/b/a East Alabama Medical Center

Operator(s): East Alabama Health Services, LLC

Part III: Value of Consideration

Monetary Value of Purchase: \$16,531,500* No./Type Beds:42 SCALF Beds

Terms of Purchase: *See attached Schedule of Responses
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: 42

Types of Institutional Health Services: Specialty Care Assisted Living Facility Services

List Service Area by County for Home Health Agencies: N/A

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):

Owner:

The East Alabama Health Care Authority d/b/a
East Alabama Medical Center

By: _____
Name: Samuel A. Price, Jr.
Title: Vice President - Finance

Operator:

EAST ALABAMA HEALTH SERVICES, LLC
By: The East Alabama Health Care Authority

Its: Sole Member

By: _____
Name: Samuel A. Price, Jr.
Title: Vice President - Finance

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

YES NO The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature:  _____

Title/Date: Authorized Representative 12-27-15

SCHEDULE OF RESPONSES

Part III: Value of Consideration

Terms of Purchase:

Dominion Partners, LLC (the "Purchaser") has entered into an Agreement for Purchase and Sale (as amended, the "Agreement") with The East Alabama Healthcare Authority, d/b/a East Alabama Medical Center, and East Alabama Health Services, LLC (collectively, the "Sellers"), for Purchaser to acquire from Sellers, and Sellers to convey to Purchaser, a portfolio of three (3) existing senior living facilities located in Auburn, Alabama (the "Portfolio"). The Portfolio includes Magnolia Place Specialty Care Assisted Living Facility, which is the subject of this Change of Ownership Application, as well as the nearby Camellia Place at Auburn Medical Park and Azalea Place facilities. Under the terms of the Agreement, the total purchase price to be paid by Purchaser for the Portfolio is \$16,531,500, and the closing of the transaction is scheduled to occur on or about February 7, 2016. Prior to closing of the transaction, Purchaser shall assign the Agreement to Dominion Senior Living at Azalea Place, LLC, Dominion Senior Living at Camellia Place, LLC and Dominion Senior Living at Magnolia Place, LLC.

Part IV: List of Certificate of Need Authority

Please Address the Following:

- 1. The financial scope of the Project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.***

Magnolia Place Specialty Care Assisted Living Facility, which is the subject of this Change of Ownership Application (the "Project"), is one of three (3) existing senior living facilities included in the Portfolio being acquired by Purchaser from Sellers under the Agreement for a total purchase price of \$16,531,500. As indicated above, the Portfolio also includes the nearby Camellia Place at Auburn Medical Park and Azalea Place, which are each the subject of a separate Change of Ownership Application filed contemporaneously herewith.

Sellers currently operate the Project at a total annual cost of approximately \$1,439,146. Purchaser anticipates that it will operate the Project at a total annual cost of approximately \$1,560,778 in year one.

2. ***The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).***

Dominion Partners, LLC, an affiliate of the applicant Dominion Senior Living at Magnolia Place, LLC, has previously offered specialty care assisted living services at a number of other senior living facilities developed, owned and operated by the applicant since the applicant's inception in December 2005. The services to be provided at Magnolia Place Specialty Care Assisted Living Facility will be a continuation of the existing specialty care assisted living services offered by Dominion Partners, LLC at its other senior living facilities.

3. ***Whether the proposal will include the addition of new beds.***

NO.

4. ***Whether the proposal will involve the conversion of beds.***

NO.

5. ***Whether the assets and stock (if any) will be acquired.***

YES. The assets of the Sellers currently used in the ownership and operation of Magnolia Place Specialty Care Assisted Living Facility will be acquired in connection with the acquisition of the facility itself. No stock or other equity or ownership interest in Sellers will be acquired by the applicant.

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