



RECEIVED

Sep 15 2017

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

EMAIL: shpda.online@shpda.alabama.gov

September 15, 2017

Mr. Alva Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, AL 36104

RE: Change of Ownership (CHOW) for Fairhope Health and Rehab
Baldwin County

Dear Mr. Lambert,

As per your request a Change of Ownership Application is being refiled without a copy of the check.

If you need additional information or have any questions, please contact me at (205)783-8444. Thank you in advance for your assistance.

Sincerely,

Barbara Estep
Director, Regulatory Affairs



NOLAND HEALTH
SERVICES, INC.

Since 1913

VIA FEDERAL EXPRESS AND
EMAIL shpda.online@shpda.alabama.gov

September 13, 2017

Mr. Alva Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, AL 36104

RE: Change of Ownership (CHOW) for Fairhope Health and Rehab
Baldwin County

Dear Mr. Lambert:

The purpose of this letter is to inform your office that Noland Fairhope, LLC (Noland), subject to the completion and receipt of applicable regulatory approvals will finalize an Asset Purchase Agreement ("APA") and an Operations Transfer Agreement ("OTA") for the acquisition of Fairhope Health and Rehab. The effective date of the CHOW will be dependent upon the receipt of the necessary legal and regulatory approvals; however, it is anticipated that the transaction will be completed on or around November 1, 2017.

Fairhope Health and Rehab is a 131 bed nursing home located at 108 Church Street, Fairhope, AL 36533. Noland will acquire the facility (inclusive of property and Certificate of Need assets) pursuant to the APA and the OTA. The current operator and holder of the Certificate of Need is Fairhope Health and Rehab, LLC.

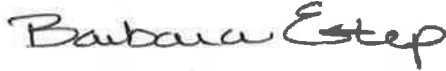
Enclosed you will find:

- A Change of Ownership Application executed by both parties.
- A filing fee of \$2,500.

Contemporaneously with the online filing, the original application and filing fee are being sent to your office via Federal Express.

If you need additional information or have any questions, please contact me at (205) 783-8444. Thank you in advance for your assistance.

Sincerely,



Barbara Estep
Director, Regulatory Affairs

cc: C Ross Management
P.O. Box 69
Bolingbroke, GA 31004
Attention: Mike Winget, Sr.

Spivey Pope Green and Greer
P.O. Box 899
Macon, GA 31202
Attention: David Pope

Fairhope Nursing, LLC
Two Buckhead Plaza
3050 Peachtree Road, NW, Suite 355
Atlanta, GA 30305
Attention: Michael Brogdon

Holt Ney Zatcoff & Wasserman, LLP
100 Galleria Parkway, Suite 1800
Atlanta, GA 30339
Attention Gregory P. Youra, Esq.

NOTICE OF CHANGE OF OWNERSHIP/CONTROL

The following notification of intent is provided pursuant to all applicable provisions of ALA. CODE § 22-21-270 (1975 as amended) and ALA. ADMIN. CODE r. 410-1-7-.04. This notice must be filed at least twenty (20) days prior to the transaction.

- Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))
 - Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))
 - Change in Facility Management (Facility Operator)
- Any transaction other than those above-described requires an application for a Certificate of Need.

Part I: Facility Information

SHPDA ID Number: 003-N0001
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Fairhope Health and Rehab
 (ADPH Licensure Name)

Physical Address: 108 Church Street, Fairhope, AL 36533

County of Location: Baldwin

Number of Beds/ESRD Stations: 131 Nursing Home Beds

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. N/A

Part II: Current Authority (Note: If this transaction will result in a change in direct ownership or control, as defined under ALA. CODE § 22-20-271(e), please attach organizational charts outlining current and proposed structures.)

Owner (Entity Name) of Facility named in Part I: Fairhope Health and Rehab, LLC
 c/o C Ross Management

Mailing Address: P.O. Box 69
 Bolingbroke, GA 31004

Operator (Entity Name): Fairhope Health and Rehab, LLC

Part III: Acquiring Entity Information

Name of Entity: Noland Fairhope, LLC

Mailing Address: 600 Corporate Parkway, Suite 100
 Birmingham, AL 35242

Operator (Entity Name): Noland Fairhope, LLC _____

Proposed Date of Transaction is on or after: November 1, 2017 _____

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 6,000,000 _____

Type of Beds: Nursing Home _____

Number of Beds/ESRD Stations: 131 beds _____

Financial Scope: to Include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost: ***See Attached**

Projected Equipment Cost: \$ _____

Projected Construction Cost: \$ _____

Projected Yearly Operating Cost: \$ _____

Projected Total Cost: \$ _____

On an Attached Sheet Please Address the Following: *See Attached

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 3.) Whether the proposal will involve the conversion of beds.
- 4.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

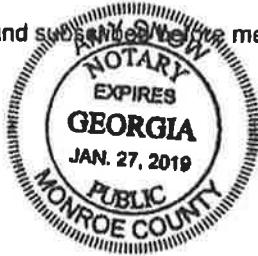
Owner(s): _____

Operator(s): [Signature] _____

Title/Date: MANAGER / 8/13/17 _____

SWORN to and subscribed before me, this 13 day of September, 2017

(Seal)



[Signature]
Notary Public

My Commission Expires: 1-27-19

Acquiring Authority Signature(s):

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): _____

Operator(s): _____

Title/Date: _____

SWORN to and subscribed before me, this _____ day of _____

(Seal)

Notary Public

My Commission Expires: _____

Author: Alva M. Lambert
 Statutory Authority: § 22-21-271(c), Code of Alabama, 1975
 History: New Rule

Part V: Certification of Information

Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): _____

Operator(s): _____

Title/Date: _____

SWORN to and subscribed before me, this _____ day of _____.

(Seal)

Notary Public

My Commission Expires: _____

Acquiring Authority Signature(s):

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): *[Signature]* _____

Operator(s): _____

Title/Date: EVP/CFO _____

SWORN to and subscribed before me, this 7 day of September, 2018

Carol S. Mitchell

(Seal)

Notary Public

My Commission Expires: 10/0/18



Author: Alva M. Lambert

Statutory Authority: § 22-21-271(c), Code of Alabama, 1975

History: New Rule

Noland Fairhope, LLC
Attachment to Change of Ownership Application
Facility to be Acquired: Fairhope Health and Rehab
SHPDA ID: 003-N0001

Part IV. Financial Scope of the Project.

The asset purchase is for Fairhope Health and Rehab (131 nursing home beds) which includes the CON asset and real property assets. The physical plant and existing equipment will be acquired through the asset purchase. The transaction does not involve any construction. The annual operating costs are estimated at approximately \$5,000,000.

Part IV. Additional Questions

1.) 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).

Nursing Home (SNF) services will continue to be offered; therefore, this is not a new service. Noland Health Services, Inc., the sole member and manager of Noland Fairhope, LLC, is a nursing home provider and operates a number of SNF facilities throughout Alabama.

2.) Whether the proposal will include the addition of any new beds.

No, the proposed acquisition does not involve the addition of any new beds.

3.) Whether the proposal will involve the conversion of beds.

No, the acquisition does not involve the conversion of beds.

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

The proposed transaction is an asset purchase. The transaction does not involve any stock.



NOLAND HEALTH SERVICES, INC.

