



NOLAND HEALTH
SERVICES, INC.

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STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

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

March 7, 2018

Mr. Alva Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, AL 36106

RE: Change in Operator - Kemp Meadows Specialty Care Assisted
Living Facility - Marion County

Dear Mr. Lambert:

The purpose of this letter is to inform your office that Noland Kemp Meadows, LLC, subject to the completion and receipt of applicable regulatory approvals, intends to name CP Alabama Management, LLC as the manager for Kemp Meadows Specialty Care Assisted Living (Kemp Meadows SCALF) on or about April 1, 2018. Based on discussions with your office, it is my understanding that your office must be notified of the change in the operator of the facility via the filing of a Change of Ownership/Control form.

Kemp Meadows SCALF is a 26 bed specialty care assisted living facility located at 652 Tahoe Road, Winfield, Alabama 35594. Noland Kemp Meadows, LLC ("Noland") is the current owner and operator of Kemp Meadows SCALF and Noland will continue to be the owner of the facility following the change in operator.

Enclosed you will find:

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

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

Sincerely,

A handwritten signature in blue ink that reads "Barbara Estep". The signature is written in a cursive style with a large initial 'B'.

Barbara Estep
Director, Regulatory Affairs

cc: Jill Lentini (via email with enclosures)
Nicholas V. Renda, Inc. (without enclosures)
Carol Knight, Noland Health Services, Inc. (without enclosures)

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: 093-S4701
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Kemp Meadows Specialty Care Assisted Living
(ADPH Licensure Name)

Physical Address: 652 Tahoe Road
Winfield, Alabama 35594

County of Location: Marion County

Number of Beds/ESRD Stations: 26 SCALF 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: Noland Kemp Meadows, LLC

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

Operator (Entity Name): Noland Kemp Meadows, LLC

Part III: Acquiring Entity Information Change in Manager Only

Name of Entity: CP Alabama Management LLC

Mailing Address: 3131 McKinney Ave., Suite 475
Dallas, Texas 75204

Operator (Entity Name): same

Proposed Date of Transaction is on or after: On or around 4/1/2018

Part IV: Terms of Purchase N/A this is a change in management only. Noland Kemp Meadows, LLC will continue to be the owner.

Monetary Value of Purchase: \$ _____

Type of Beds: _____

Number of Beds/ESRD Stations: _____

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

Projected Equipment Cost: \$ _____

Projected Construction Cost: \$ _____

Projected Yearly Operating Cost: \$ _____

Projected Total Cost: \$ _____

On an Attached Sheet Please Address the Following:

- 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): Nicholas V. Rensch _____

Operator(s): _____

Title/Date: EVP & CFO _____ 3/6/2018

SWORN to and subscribed before me, this 6th day of March, 2018.

(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): _____

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): _____

Operator(s): Andrew Oksner _____

Title/Date: PRESIDENT _____ MARCH 7, 2018 _____

SWORN to and subscribed before me, this 7th day of MARCH, 2018.

(Seal)

Melissa Kate Keefover
Notary Public

My Commission Expires: APRIL 20, 2020



Author: Alva M. Lambert

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

History: New Rule

**Noland Kemp Meadows, LLC
And
CP Alabama Management LLC
Attachment to Change of Ownership Application
Change in Manager: Kemp Meadows Specialty Care Assisted Living
SHPDA ID: 093-S4701**

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

N/A The proposed transaction is a Management Agreement.

***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).**

SCALF

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

N/A The proposed transaction is a Management Agreement

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

N/A

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

N/A The proposed transaction is a Management Agreement.