



RECEIVED

Nov 09, 2018

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

November 9, 2018

**VIA HAND DELIVERY AND EMAIL**

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

***Re: Change of Ownership – Westminster Memory Care of Cullman (43-S2202) and  
Westminster Memory Care of Decatur (03-S5203)***

Dear Mr. Lambert:

Pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the “Rules”), we respectfully submit the attached Notice of Change of Ownership applications for two facilities: Westminster Memory Care of Cullman, a 16-bed specialty care assisted living facility located in Cullman, Alabama (the “Cullman Facility”) and Westminster Memory Care of Decatur, a 16-bed specialty care assisted living facility located in Decatur, Alabama (the “Decatur Facility” and collectively, the “Facilities”).

The Cullman Facility is currently owned and operated by Cullman ALF Group, LLC. The proposed transaction contemplates that the Cullman Facility will be transferred (by and through a Receiver) to RHCSC Cullman Health Holdings, LLC, who will in turn lease the Cullman Facility to the new operator, RHCSC Cullman AL Holdings, LLC.

Similarly, the Decatur Facility is currently owned and operated by Decatur ALF Group, LLC (Decatur ALF Group, LLC, together with Cullman ALF Group, LLC shall be referred to as the “Current Owners”). The proposed transaction contemplates that the Decatur Facility will be transferred (by and through a Receiver) to RHCSC Decatur Health Holdings, LLC (RHCSC Decatur Health Holdings, LLC, together with RHCSC Cullman Health Holdings, LLC shall be referred to as the “New Owners”), who will in turn lease the Decatur Facility to the new operator, RHCSC Decatur AL Holdings, LLC (RHCSC Decatur AL Holdings, LLC, together with RHCSC Cullman AL Holdings, LLC shall be referred to as the “New Operators”).

The following describes both transactions:

I. Financial Scope of Project.

1. For a fair market price, Current Owners will sell the land, building fixtures, and equipment comprising the Facilities to New Owners.
2. For fair market rental, New Operators will lease the Facilities from the New Owners under operating leases. Other than entering into the new leases, this transaction does not involve any

activities described in Alabama Code §§ 22-21-263(a) (1), (2), (3), or (4) as requiring a certificate of need.

II. Services to be Offered.

1. No New Services: The transaction does not involve the offering of any new services by the Facilities.

III. Beds.

1. New Beds: The proposed transaction does not involve any addition or reduction of beds.
2. Conversion of Beds: The proposed transaction does not involve the conversion of beds.

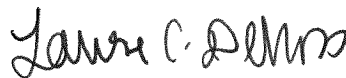
IV. Stock and Assets.

Other than described above, the transaction does not involve the acquisition of stock or assets relating to the operation of the Facilities.

Based on the above showing that there has been no (i) change in health service, (ii) spending in excess of the spending thresholds, (iii) conversion of beds or (iv) increase in bed capacity we respectfully ask that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a CON or other action by SHPDA is not required for the consummation of the above-described proposed transactions. In accordance with the Rules, I attach executed change of ownership forms, and the required fee in the amount of \$2,500.00 for each application. The proposed transactions are anticipated to close on or about December 17, 2018.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Sincerely,



Lauren C. DeMoss

Nov 09, 2018

**NOTICE OF CHANGE OF OWNERSHIP/CON**STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

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: 03-S5203  
 (This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)  
 Name of Facility/Provider: Westminster Memory Care of Decatur  
 (ADPH Licensure Name)  
 Physical Address: 2106 Modaus Rd SW  
Decatur, AL 35603  
 County of Location: MORGAN  
 Number of Beds/ESRD Stations: 16  
 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.) See Exhibit A

Owner (Entity Name) of Facility named in Part I: Decatur ALF Group, LLC  
c/o Ryan Cochran, Attorney for Receiver  
 Mailing Address: 511 Union Street, Ste. 2700, Nashville, TN 37219  
Decatur ALF Group, LLC  
 Operator (Entity Name): \_\_\_\_\_

**Part III: Acquiring Entity Information**

Name of Entity: RHCSC Decatur Health Holdings, LLC  
 Mailing Address: c/o Northwest Registered Agent LLC  
212 W. Troy Street, Suite B, Dothan, AL 36303

Operator (Entity Name): RHCSC Decatur AL Holdings, LLC

Proposed Date of Transaction is on or after: 12/17/2018

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ See attached

Type of Beds: SCALF

Number of Beds/ESRD Stations: 16

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

Projected Equipment Cost: \$ See attached

Projected Construction Cost: \$ See attached

Projected Yearly Operating Cost: \$ See attached

Projected Total Cost: \$ 0.00 -- See attached

**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): \_\_\_\_\_

Operator(s): \_\_\_\_\_

Title/Date: \_\_\_\_\_

Operator (Entity Name): \_\_\_\_\_

Proposed Date of Transaction is on or after: \_\_\_\_\_

**Part IV: Terms of Purchase**

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): *[Signature]* \_\_\_\_\_

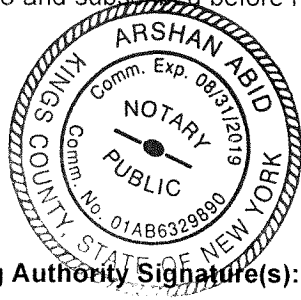
Operator(s): *[Signature]* \_\_\_\_\_

Title/Date: DEREK PIERCE ON BEHALF \_\_\_\_\_

OF HEALTHCARE MANAGEMENT PARTNER, LLC,  
IN ITS CAPACITY AS COURT-APPOINTED  
RECEIVER FOR DELTA ALF, LLC

SWORN to and subscribed before me, this 8 day of Nov 2018

(Seal)



Arshan Abid  
Notary Public  
My Commission Expires: 08/31/2019

**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

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): RHCSC Decatur Health Holdings, LLC

  
\_\_\_\_\_

Operator(s): RHCSC Decatur AL Holdings, LLC

\_\_\_\_\_

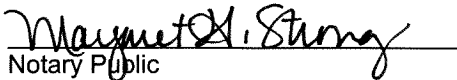
Title/Date: 11/08/18

\_\_\_\_\_

SWORN to and subscribed before me, this 8<sup>th</sup> day of NOVEMBER, 2018.

(Seal)

**Margaret H Strong**  
**NOTARY PUBLIC**  
**Wilford County, NC**

  
Notary Public

My Commission Expires: JUNE 7, 2022

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

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): RHCSC Decatur Health Holdings, LLC \_\_\_\_\_

Operator(s): RHCSC Decatur AL Holdings, LLC \_\_\_\_\_

Title/Date: 11/08/18 \_\_\_\_\_

*[Handwritten Signature]*

SWORN to and subscribed before me, this 8 day of Nov, 2018.

(Seal)

*[Handwritten Signature: Shannon Mead]*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3/1/2023

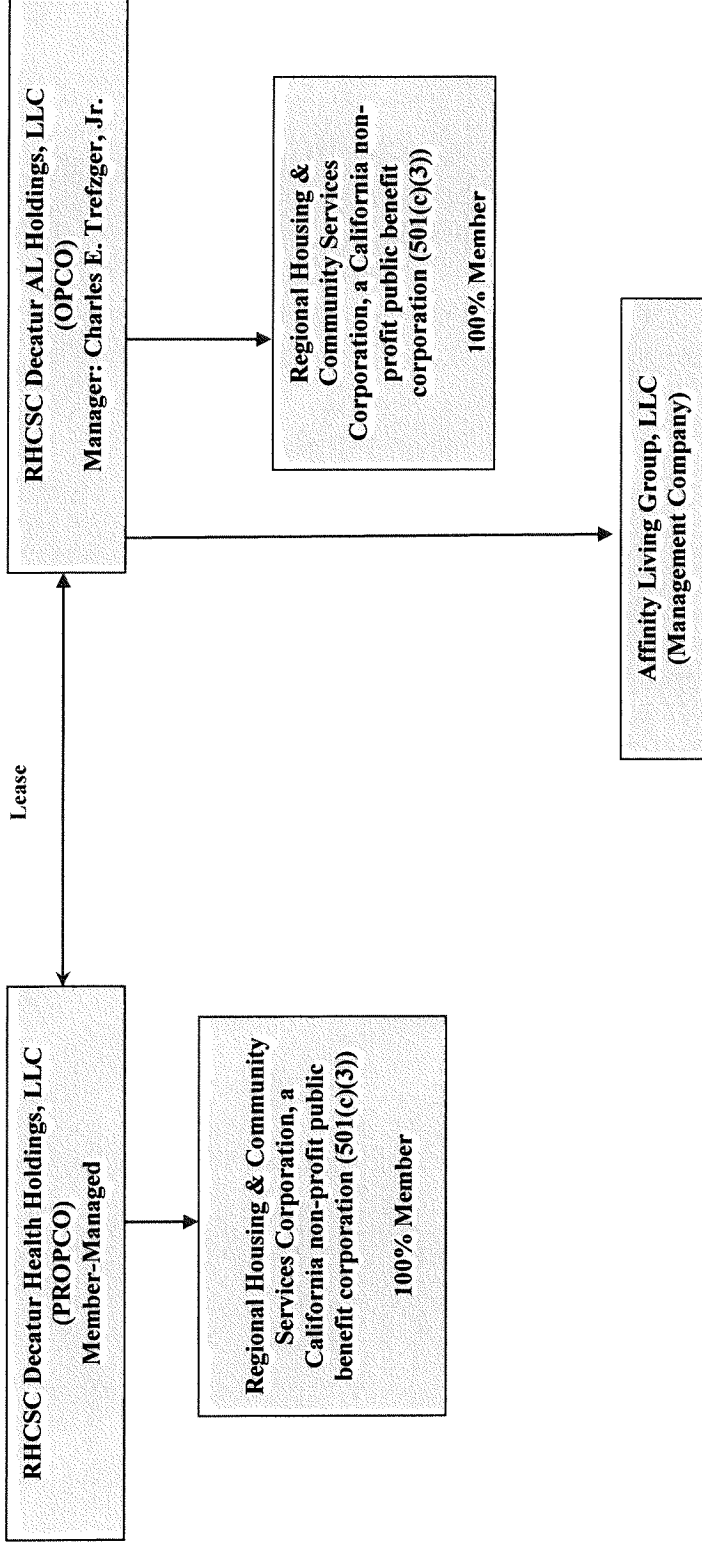


Author: Alva M. Lambert  
Statutory Authority: § 22-21-271(c), Code of Alabama, 1975  
History: New Rule



# EXHIBIT A

**Westminster Assisted Living & Memory Care of Decatur  
Applicant's Organizational Chart**



Lauren C. DeMoss  
DIRECT 205.254.1195  
EMAIL ldemoss@maynardcooper.com



November 19, 2018

**VIA ELECTRONIC SUBMISSION**

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

***Re: Change of Ownership – Westminster Memory Care of Decatur (43-S5203)***

Dear Mr. Lambert:

Pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the “Rules”), we respectfully submit the attached Notice of Change of Ownership application for Westminster Memory Care of Decatur, a 16-bed specialty care assisted living facility located in Decatur, Alabama (the “Facility”).

The Facility is currently owned and operated by Decatur ALF Group, LLC (the “Current Owner”). The proposed transaction contemplates that the Facility will be transferred (by and through a Receiver) to RHCSC Decatur Health Holdings, LLC (the “New Owner”), who will in turn lease the Facility to the new operator, RHCSC Decatur AL Holdings, LLC (the “New Operator”).

The following describes both transactions:

I. Financial Scope of Project.

1. Current Owner will sell the land, building fixtures, and equipment comprising the Facility to New Owner for a fair market value price of \$7,500,000.
2. For fair market rental, New Operator will lease the Facility from the New Owner under an operating lease. Other than entering into the new lease, this transaction does not involve any activities described in Alabama Code §§ 22-21-263(a) (1), (2), (3), or (4) as requiring a certificate of need.

II. Services to be Offered.

1. No New Services: The transaction does not involve the offering of any new services by the Facility.

III. Beds.

1. New Beds: The proposed transaction does not involve any addition or reduction of beds.

Mr. Alva M. Lambert  
November 19, 2018  
Page 2

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2. Conversion of Beds: The proposed transaction does not involve the conversion of beds.

IV. Stock and Assets.

Other than described above, the transaction does not involve the acquisition of stock or assets relating to the operation of the Facility.

Based on the above showing that there has been no (i) change in health service, (ii) conversion of beds or (iii) increase in bed capacity, we respectfully ask that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a CON or other action by SHPDA is not required for the consummation of the above-described proposed transaction. In accordance with the Rules, I attach executed change of ownership form, and the required fee in the amount of \$2,500. The proposed transaction is anticipated to close on or about December 17, 2018.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Sincerely,



Lauren C. DeMoss