



Angie C. Smith  
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CO 2020-015

RECEIVED

Feb 12 2020

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

Burr & Forman LLP  
420 North 20th Street  
Suite 3400  
Birmingham, AL 35203

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Office (205) 251-3000  
Fax (205) 458-5100

BURR.COM

February 12, 2020

**VIA EMAIL**

Ms. Emily Marsal  
Executive Director  
State Health Planning and Development Agency  
100 North Union Street  
Suite 870  
Montgomery, AL 36104

**Re: Skilled Nursing Facility Change of Ownership - Perry County Nursing Home**

Dear Ms. Marsal:

In response to your correspondence of February 11, 2020, I provide the following additional information for the Change of Ownership involving Perry County Nursing Home.

Perry County Hospital Board is the current operator of Perry County Nursing Home. Your agency lists Perry County Nursing Home in its record. The Change of Ownership application contained the correct name – Perry County Hospital Board. I apologize for the mistake in the cover letter identifying the Health Care Authority of Perry County as the current operator.

As for the financial scope of the project, because this is a change of ownership involving a lease, there will be no equipment or construction costs. The new annual operating costs are \$102,570, which is the difference between the current annual operating costs and the estimated/projected annual operating costs following the change of ownership. It has been our understanding that the reason for the questions regarding financial scope are to ensure that the costs of the project do not exceed the threshold requirements for a certificate of need, which is the reason for the reference to 22-21-263(a) in our cover letter. As indicated, the financial scope of the project does not exceed those thresholds. I enclose an updated page for this portion of the change of ownership application.

Based on the previously submitted information and the information included herewith, we respectfully request that the change of ownership be approved.

Ms. Emily Marsal  
February 12, 2020  
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Please let us know if you need any additional information. We have an anticipated closing date of March 1, 2020, and would appreciate any assistance in expediting this approval so that the licensure change of ownership can process as well.

Should you have any questions or need further information, please contact me at 205-458-5209.

Sincerely,

*Angie Smith*

Angie C. Smith

ACS/jlr  
Enclosures

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January 21, 2020

**VIA EMAIL, ORIGINAL TO FOLLOW BY U.S. MAIL**

Ms. Emily Marsal  
Executive Director  
State Health Planning and Development Agency  
100 North Union Street  
Suite 870  
Montgomery, AL 36104

**Re: Skilled Nursing Facility Change of Ownership - Perry County Nursing Home**

Dear Ms. Marsal:

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. The Change of Ownership involves the lease of the 71-bed skilled nursing facility located in Marion, Perry County, Alabama, and known as Perry County Nursing Home (the "Facility"). The Facility is owned by the Health Care Authority of Perry County (the "Lessor"). Following is a summary of the proposed transaction:

I. Facts.

1. Lessor owns the real property on which the Facility is located and operates the Facility located at 1768 South Washington Street, Marion, AL 37656.
2. Lessor and Skilled Partners, LLC, an Alabama limited liability company ("SP") have negotiated and intend to enter into an operating lease agreement (the "Lease") whereby the Facility shall be leased by Lessor to SP. The term of the Lease exceeds two (2) years.
3. Under certain transaction documents by and among Lessor and SP, subject to approval by the Alabama Department of Public Health ("ADPH") of the license

application to be filed by SP and the issuance of a license by ADPH to SP to operate the Facility as a 71-bed nursing facility, the Lease will become effective (the "Commencement")

4. On November 7, 2019, Lessor and SP entered into an Operations Transfer Agreement providing for the transfer of operations of the Facility to SP.
5. The resulting "change in control" requires notification to your agency pursuant to ALA. ADMIN. CODE §410-1-7-.04(1).
6. The change in control of the Facility will be documented by the enclosed executed change of ownership form.

II. Financial Scope of Project.

This transaction does not involve the purchase of any new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds set forth in Section 22-21-263(a)(2) of the Code of Alabama.

III. Services to be Offered.

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

IV. 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.

V. 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) 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

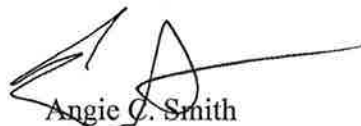
Ms. Emily Marsal  
January 21, 2020  
Page 3

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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 am enclosing a check in the amount of \$2,500.00, and an executed change of ownership form.

Should you have any questions or need further information, please contact me at 205-458-5209.

Sincerely,



Angie C. Smith

ACS/jlk  
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: 105-N0001  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Perry County Nursing Home  
(ADPH Licensure Name)

Physical Address: 1768 South Washington Street  
Marion, AL 37656

County of Location: Perry County

Number of Beds/ESRD Stations: 71 skilled nursing facility beds

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

**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: Perry County Hospital Board

Mailing Address: P.O. Box 1330  
Selma, AL 36702

Operator (Entity Name): Perry County Hospital Board

### Part III: Acquiring Entity Information

Name of Entity: Skilled Partners, LLC

Mailing Address: Four Tower Bridge, 200 Barr Harbor Drive, Suite 400  
West Conshohocken, PA 19428

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Operator (Entity Name): Skilled Partners, LLC  
Proposed Date of Transaction is on or after: 3/1/2020

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ see attached correspondence  
Type of Beds: skilled nursing facility  
Number of Beds/ESRD Stations: 71 beds

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

Projected Equipment Cost: \$ None  
Projected Construction Cost: \$ None  
Projected Yearly Operating Cost: \$ 102,570  
Projected Total Cost: \$ 102,570

**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): Perry County Hospital Board  
Operator(s): Perry County Hospital Board  
Title/Date: \_\_\_\_\_

SWORN to and subscribed before me, this 14<sup>th</sup> day of January, 2020.

(Seal)

A-84

Zymerelle Ang  
Notary Public

My Commission Expires: October 3, 2021

**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.

Less<sup>ce</sup>or(s): Skilled Partners, LLC

Operator(s): Skilled Partners, LLC

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 14<sup>th</sup> day of JANUARY, 2020

(Seal)

A-84

Therese Ann  
Notary Public

My Commission Expires: October 3, 2021

**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.

Less ee (s): Skilled Partners, LLC

W. A. C.

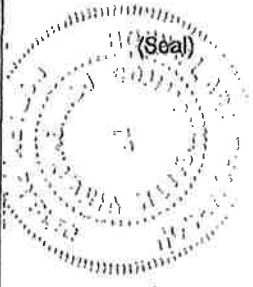
Operator(s): Skilled Partners, LLC

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

SWORN to and subscribed before me, this 21<sup>st</sup> day of January 2020

Bonnie Lara Thompson  
Notary Public

My Commission Expires: 9/20/2022



Commonwealth of Pennsylvania - Notary Seal  
BONNIE LARA THOMPSON - Notary Public  
Delaware County  
My Commission Expires Sep 20, 2022  
Commission Number 1281000

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