

LOREE J. SKELTON, LLC
P.O. BOX 26214 – BIRMINGHAM, AL. 35260
(205)790-1930 (O) - (205)824-3721 (F)

CO2020-040

RECEIVED

Oct 06 2020

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

October 5, 2020

ELECTRONICALLY FILED VIA EMAIL TO:

shpda.online@shpda.alabama.gov

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

Re: **CORRECTED ADDENDUM to Notice of Change of Ownership: AL 2018-024; CON 2845-SCALF Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC**

Dear Ms. Marsal:

On September 24, 2020, Dominion Holdings II, LLC submitted a Change of Ownership Application request pursuant to Section 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program.

The CHOW application form submitted was done so as a “Change in Certificate of Need holder (Alabama Code §22-20-271 (f))” pursuant to the cited code section which provides that “[t]he transfer of equity interests in, or change of name or merger of, any legal entity which holds a certificate of need shall not constitute a transfer, assignment, or conversion of the certificate of need....” Dominion Senior Living at Fleming Farms, LLC, (DSLFF), is a legal entity to be comprised of Dominion Holdings II, LLC and Rime IV, LLC. Dominion Holdings II, LLC, transferred its’ equity interest in the subject CON to Dominion Senior Living at Fleming Farms, LLC, and is the manager of this entity. Rime IV, LLC is an added member, but serves as an investment member only in DSLFF.

Please accept the following information to be added to and incorporated by reference therein, to the previously filed letter and CHOW application, which relates to the name change of the facility.

I. Scope of the Proposed Transaction

The facility name was previously referred to in the CON application as “Somerby Fleming Farms.” “Somerby Senior Living Services,” (SSLS), was previously the operational arm of Dominion Holdings II, LLC. In December of 2018, SSLS was sold to Bridge Investment Group, now referred to as Bridge Senior Living, (as referred to in the CHOW application), hereinafter referred to as Bridge). SSLS, now referred to as Bridge, will still be the operator of Dominion Senior Living at Fleming Farms, LLC. Thus, resulting in the name change of the facility to

simply Fleming Farms.

By way of submitting this corrected addendum, I respectfully request withdrawal of the previously submitted addendum filed earlier today.

Please accept and incorporate this corrected addendum to be included in your review and consideration of our request for approval of the previously submitted CHOW application filed on behalf of Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC.

Thank you for the opportunity to submit this additional information and explanation of relevant information applicable to your review.

Please feel free to contact me if you have any questions or comments.

Very truly yours,

A handwritten signature in black ink that reads "Loree J. Skelton". The signature is written in a cursive, flowing style.

Loree J Skelton,
Attorney, on behalf of Dominion Holdings II, LLC,
and Dominion Senior Living at Fleming Farms, LLC

LOREE J. SKELTON, LLC
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Montgomery, Alabama 36104

Re: **ADDENDUM to Notice of Change of Ownership: AL 2018-024; CON 2845-SCALF
Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC**

Dear Ms. Marsal:

On September 24, 2020, Dominion Holdings II, LLC submitted a Change of Ownership Application request pursuant to Section 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program.

The CHOW application form submitted was done so as a “Change in Certificate of Need holder (Alabama Code §22-20-271 (f))” pursuant to the cited code section which provides that “[t]he transfer of equity interests in, or change of name or merger of, any legal entity which holds a certificate of need shall not constitute a transfer, assignment, or conversion of the certificate of need.” Dominion Senior Living at Fleming Farms, LLC, (DSLFF), is a legal entity to be comprised of Dominion Holdings II, LLC and Rime IV, LLC. Dominion Holdings II, LLC, transferred its’ equity interest in the subject CON to Dominion Senior Living at Fleming Farms, LLC, and is the manager of this entity. Rime IV, LLC is an added member, but serves as an investment member only in DSLFF.

Please accept the following information to be added to and incorporated by reference therein, to the previously filed letter and CHOW application, which relates to the name change of the facility.

I. Scope of the Proposed Transaction

The facility name was previously referred to in the CON application as “Somerby Fleming Farms.” “Somerby Senior Living Services,” (SSLS), was previously the operational arm of Dominion. In December of 2018, SSLS was sold to Bridge Investment Group, now referred to as Bridge Senior Living, (as referred to in the CHOW application), hereinafter referred to as Bridge). SSLS, now referred to as Bridge, will still be the manager of Dominion Senior Living at Fleming Farms, LLC. Thus, resulting in the name change of the facility to simply Fleming

Farms.

Please accept and incorporate this addendum to be included in your review and consideration of our request for approval of the previously submitted CHOW application filed on behalf of Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC.

Thank you for the opportunity to submit this additional information and explanation of relevant information applicable to your review.

Please feel free to contact me if you have any questions or comments.

Very truly yours,

A handwritten signature in cursive script that reads "Loree J. Skelton". The signature is written in black ink and is positioned below the text "Very truly yours,".

Loree J Skelton,
Attorney, on behalf of Dominion Holdings II, LLC,
and Dominion Senior Living at Fleming Farms, LLC

LOREE J. SKELTON, LLC
P.O. BOX 26214 – BIRMINGHAM, AL. 35260
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September 24, 2020

ELECTRONICALLY FILED VIA EMAIL TO:

shpda.online@shpda.alabama.gov

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

Re: Notice of Change of Ownership: AL 2018-024; CON 2845-SCALF Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC

Dear Ms. Marsal:

Please accept this Notice of Change of Ownership, and the attached Change of Ownership application, submitted pursuant to Section 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program.

This CHOW application form is submitted as a “Change in Certificate of Need holder (Alabama Code §22-20-271 (f))” pursuant to the cited code section which provides that “[t]he transfer of equity interests in, or change of name or merger of, any legal entity which holds a certificate of need shall not constitute a transfer, assignment, or conversion of the certificate of need....” Dominion Senior Living at Fleming Farms, LLC, (DSLFF), is a legal entity to be comprised of Dominion Holdings II, LLC and Rime IV, LLC. Dominion Holdings II, LLC, transferred its’ equity interest in the subject CON to Dominion Senior Living at Fleming Farms, LLC, and is the manager of this entity. Rime IV, LLC is an added member, but serves as an investment member only in DSLFF.

This notice is submitted in anticipation of the proposed transaction which is described below.

I. Scope of the Proposed Transaction

Dominion Holdings II, LLC d/b/a Dominion Partners, LLC, (the “Seller”), is the owner and authorized operator of a Certificate of Need for 32 SCALF beds in Madison County, Alabama, of which this Notice of Change of Ownership approval is requested.

Dominion Holdings II, LLC, intends to transfer its’ equity interest in the above-referenced entity to Dominion Senior Living at Fleming Farms, LLC. Rime IV, LLC, becomes a member of DSLFF, as an investment partner only. DHII, LLC is and will continue to be the Manager of DSLFF. DSLFF will receive the entire equity interest from DHII, LLC, pursuant to the transfer

of the underlying equity interest in the current CON holder, of AL 2018-024; CON 2845-SCALF Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC.

II. Financial Scope of the Project

The proposed transaction does not involve new construction, the purchase of new equipment, or the incurrence of new operating costs.

III. Services to be Offered

1. The proposed transaction does not involve the offering of any new institutional health services.
2. The proposed transaction will not result in the addition of any new beds.
3. The Purchaser has not previously offered SCALF services in the Madison County service area related to the transaction.
4. The proposed transaction will not result in the conversion of any beds.

In compliance with the CON Rules and Regulations as found in 410-1-7-.04, payment of two thousand, five hundred and no/100 dollars, (\$2,500.00), has been submitted contemporaneously herewith to the SHPDA approved email account. Also submitted herewith is the completed Change of Ownership Application.

Therefore, based upon the aforementioned and compliance demonstrated with all applicable CON Rules and Regulations, we respectfully request that you approve the request herein, and in so doing, conclude that neither a certificate of need, nor any further certificate of need or regulatory review is required in order to complete and approve the proposed transaction.

Please feel free to contact me at (205)790-1930, or loreeskelton@bellsouth.net, if you have any questions or comments.

Thank you in advance for your review and prompt response.

Very truly yours,



Loree J Skelton,
Attorney, on behalf of Dominion Holdings II, LLC,
and Dominion Senior Living at Fleming Farms, LLC

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: AL 2018-024; CON 2845-SCALF

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

Name of Facility/Provider: Fleming Farms
(ADPH Licensure Name)

Physical Address: 4670 Bellewood Drive, SE,
Huntsville, Al. 35802

County of Location: Madison

Number of Beds/ESRD Stations: 32

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Madison County, Al.

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: Dominion Holdings II, LLC, d/b/a Dominion Partners, LLC

Mailing Address: 1200 Corporate Drive, Suite, 225,
Birmingham, Al. 35242

Operator (Entity Name): Somerby Senior Living Services, LLC

Part III: Acquiring Entity Information

Name of Entity: Dominion Senior Living at Fleming Farms, LLC

Mailing Address: 1200 Corporate Drive, Suite, 225,
Birmingham, Al. 35242

Operator (Entity Name): Bridge Senior Living

Proposed Date of Transaction is on or after: October 24, 2020

Part IV: Terms of Purchase

Monetary Value of Purchase: Please see attached letter

Type of Beds: SCALF

Number of Beds/ESRD Stations: 32

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

Projected Equipment Cost: \$ N/A

Projected Construction Cost: \$ N/A

Projected Yearly Operating Cost: \$ N/A

Projected Total Cost: \$ N/A

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): Dominion Senior Living at Fleming Farms, LLC - members are Dominion Holdings II, LLC and Rime, LLC

Operator(s): Bridge Senior Living

Title/Date:

Ala Westphal Owner, 9/24/2020

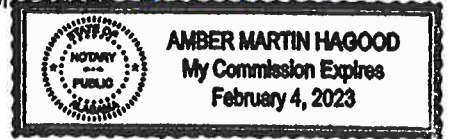
SWORN to and subscribed before me, this 24TH day of SEPTEMBER, 2020.

(Seal)

A-84

Amber Martin Hagood
Notary Public

My Commission Expires: 02/04/2023



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): Dominion Senior Living at Fleming Farms, LLC

Operator(s): Bridge Senior Living

Title/Date:

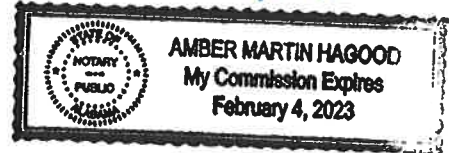
Alva Lambert Owner, 9/24/2020

SWORN to and subscribed before me, this 24TH day of SEPTEMBER, 2020.

(Seal)

Amber Martin Hagood
Notary Public

My Commission Expires: 02/04/2023



Author: Alva M. Lambert

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

History: New Rule

Dominion Holdings II, LLC

Original CON Holder

Transfers all Equity Interest in CON to Dominion Senior Living at Fleming Farms, LLC



Dominion Senior Living at Fleming Farms, LLC

CON Holder

Dominion Holdings II, LLC was Original 100% Owner and Manager of Dominion Senior Living at Fleming Farms, LLC

Adds member, Rime IV, LLC as Investor only to Dominion Senior Living at Fleming Farms, at 50%