



**NOLAND HEALTH
SERVICES, INC.**

RECEIVED

MAY 14 2015

**STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY**

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

May 13, 2015

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

RE: Change of Ownership – The Haven Memory Care Facility (“The Haven”)

Dear Mr. Lambert:

The purpose of this letter is to inform your office that on, or about June 30, 2015, South Alabama Healthcare, LLC¹ will, subject to the receipt of regulatory approvals, finalize an asset purchase agreement for the acquisition of 43 specialty care assisted living facility (“SCALF”) beds known as The Haven. The facility is located at 6848 Gulf Shores Parkway, Gulf Shores, Alabama 36542. The current owner of The Haven is Lifequest of Florence, LLC which is owned by Benson Enterprises, LLC.

Enclosed you will find:

- A Change of Ownership Application executed by both parties.
- The required 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,

Barbara Estep
Director, Regulatory Affairs

cc: Rick Benson, Benson Enterprises, LLC

¹ Noland Health Services, Inc. is the sole member and manager of South Alabama Healthcare, LLC.

CHANGE OF OWNERSHIP**RECEIVED****MAY 14 2015**STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY**Part I: Purchasing Organization Information**

Name of Organization: South Alabama Healthcare, LLC

Facility Name:
(ADPH Licensure name) The Haven Memory Care Facility

SHPDA ID Number: 003-S0207

Address (PO Box #): 600 Corporate Parkway, Suite 100

City, State, Zip, County: Birmingham, AL 35242 Shelby County

Number/Type Licensed Beds: 32 Beds/SCALF

Owner(s): South Alabama Healthcare, LLC (Noland Health Services, Inc. is the sole member and manager of South Alabama, LLC)

Operator(s): Same as Owner

Part II: Selling Organization Information

Name of Organization: Lifquest of Florence, LLC

Address (PO Box #): 1000 Eagle Point Corporate Drive

City, State, Zip, County: Birmingham, AL 35242 Shelby County

Number/Type Licensed Beds: 32 Licensed Beds/SCALF and 11 SCALF beds pending licensure

Owner(s): Benson Enterprises, LLC (Benson is the owner of Lifquest of Florence, LLC)

Operator(s): Preferred Health Services, Inc.

Part III: Value of Consideration

Monetary Value of Purchase: \$ 6,000,000 No./Type Beds: 43/SCALF

Terms of Purchase: Asset Purchase
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: 43

Types of Institutional Health Services: Specialty Care Assisted Living Facility (SCALF)

List Service Area by County for Home Health Agencies: n/a

On an Attached Sheet Please Address the Following: See Attached

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

*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).

*3.) Whether the proposal will include the addition of any new beds. No. The acquisition does not involved any new beds.

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

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

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):

Owner(s):

Richard W. Benson

Operator(s):

Title/Date: Owner 5-7-15

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☒ YES ☐ NO The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature:

Gay N. Glasser

Title/Date:

PRESIDENT 5/13/15

South Alabama Healthcare, LLC
Attachment to Change of Ownership Application
Facility to be Acquired: The Haven Memory Care Facility – SHPDA ID 003-S0207

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

The total cost of the asset purchase is \$6,000,000. There will be no construction. Existing equipment will be acquired through the asset purchase. The annual operating costs are estimated at \$1,700,000.

***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).**

Specialty Care Assisted Living Facility (SCALF) will continue to be offered. Noland Health Services, Inc., the owner of the applicant, is a current provider of SCALF services.

***3.) Whether the proposal will include the addition of any new beds. No. The acquisition does not involve any new beds.**

The Haven Memory Care Facility is currently licensed for 32 SCALF beds and, pursuant to AL 2015-005 CON 2703 SCALF, has Certificate of Need approval for an additional 11 SCALF beds which are pending approval by the Alabama Department of Public. The proposed transaction is an asset purchase and includes all 43 SCALF beds.

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

No.

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

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