

002016-024

**CHANGE OF OWNERSHIP RECEIVED**

**Part I: Purchasing Organization Information**

DEC 30 2015

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

Name of Organization: Dominion Senior Living Operations Azalea Place, LLC

Facility Name:  
(ADPH Licensure name) Azalea Place

SHPDA ID Number: D4108

Address (PO Box #): 1601 Professional Parkway

City, State, Zip, County: Auburn, AL 36830 Lee County

Number/Type Licensed Beds: 56 ALF Beds

Owner(s): Dominion Senior Living at Azalea Place, LLC

Operator(s): Dominion Senior Living Operations Azalea Place, LLC

**Part II: Selling Organization Information**

Name of Organization: The East Alabama Health Care Authority d/b/a East Alabama Medical Center

Address (PO Box #): 2000 Pepperell Parkway

City, State, Zip, County: Opelika, Alabama, 36801, Lee County

Number/Type Licensed Beds: 56 ALF Beds

Owner(s): The East Alabama Health Care Authority d/b/a East Alabama Medical Center

Operator(s): East Alabama Health Services, LLC

**Part III: Value of Consideration**

Monetary Value of Purchase: \$16,531,500\* No./Type Beds: 56 ALF Beds

Terms of Purchase: \*See attached Schedule of Responses  
(add more pages as necessary to describe the sale)

**Part IV: List of Certificate of Need Authority**

Number of Beds: 56

Types of Institutional Health Services: Assisted Living Facility Services

List Service Area by County for Home Health Agencies: N/A



**On an Attached Sheet Please Address the Following:**

- \*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.
- \*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:**

The East Alabama Health Care Authority d/b/a  
East Alabama Medical Center

By: \_\_\_\_\_  
Name: Samuel A. Price, Jr.  
Title: Vice President - Finance

**Operator:**

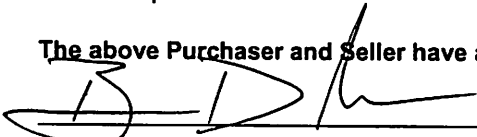
EAST ALABAMA HEALTH SERVICES, LLC  
By: The East Alabama Health Care Authority

Its: Sole Member

By: \_\_\_\_\_  
Name: Samuel A. Price, Jr.  
Title: Vice President - Finance

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:  \_\_\_\_\_

Title/Date:                      Authorized Representative                      12-29-15

## **SCHEDULE OF RESPONSES**

### **Part III: Value of Consideration**

#### ***Terms of Purchase:***

Dominion Partners, LLC (the "Purchaser") has entered into an Agreement for Purchase and Sale (as amended, the "Agreement") with The East Alabama Healthcare Authority, d/b/a East Alabama Medical Center, and East Alabama Health Services, LLC (collectively, the "Sellers"), for Purchaser to acquire from Sellers, and Sellers to convey to Purchaser, a portfolio of three (3) existing senior living facilities located in Auburn, Alabama (the "Portfolio"). The Portfolio includes Azalea Place, which is the subject of this Change of Ownership Application, as well as the nearby Camellia Place at Auburn Medical Park and Magnolia Place Specialty Care Assisted Living Facility. Under the terms of the Agreement, the total purchase price to be paid by Purchaser for the Portfolio is \$16,531,500, and the closing of the transaction is scheduled to occur on or about February 7, 2016. Prior to closing of the transaction, Purchaser shall assign the Agreement to Dominion Senior Living at Azalea Place, LLC, Dominion Senior Living at Camellia Place, LLC and Dominion Senior Living at Magnolia Place, LLC.

### **Part IV: List of Certificate of Need Authority**

#### ***Please Address the Following:***

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

Azalea Place, which is the subject of this Change of Ownership Application (the "Project"), is one of three (3) existing senior living facilities included in the Portfolio being acquired by Purchaser from Sellers under the Agreement for a total purchase price of \$16,531,500. As indicated above, the Portfolio also includes the nearby Camellia Place at Auburn Medical Park and Magnolia Place Specialty Care Assisted Living Facility, which are each the subject of a separate Change of Ownership Application filed contemporaneously herewith.

Sellers currently operate the Project at a total annual cost of approximately \$1,838,924. Purchaser anticipates that it will operate the Project at a total annual cost of approximately \$1,919,220 in year one.

- 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).***

Dominion Partners, LLC, an affiliate of the applicant Dominion Senior Living at Azalea Place, LLC, has previously offered assisted living services at a number of other senior living facilities developed, owned and operated by the applicant since the applicant's inception in December 2005. The services to be provided at Azalea Place will be a continuation of the existing assisted living services offered by Dominion Partners, LLC at its other senior living facilities.

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

NO.

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

NO.

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

YES. The assets of the Sellers currently used in the ownership and operation of Azalea Place will be acquired in connection with the acquisition of the facility itself. No stock or other equity or ownership interest in Sellers will be acquired by the applicant.

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