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STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY

**VIA FEDERAL EXPRESS AND  
EMAIL [shpda.online@shpda.alabama.gov](mailto:shpda.online@shpda.alabama.gov)**

June 2, 2016

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

RE: Change of Ownership (CHOW) – Kemp Meadows Specialty Care  
Assisted Living Facility - Marion County

Dear Mr. Lambert:

The purpose of this letter is to inform your office that Noland Kemp Meadows, LLC, subject to the completion and receipt of applicable regulatory approvals, intends to finalize a CHOW for Kemp Meadows Specialty Care Assisted Living Facility (Kemp Meadows SCALF) on or about August 1, 2016.

Kemp Meadows SCALF is a 26 bed specialty care assisted living facility located at 652 Tahoe Road, Winfield, Alabama 35594. St. Clair Services, Inc. is the current owner and operator of Kemp Meadows SCALF.

St. Clair Services, Inc. intends to merge with Noland Health Services, Inc. (Noland) and Noland will be the surviving entity. Noland is the sole member and manager of Noland Kemp Meadows, LLC. Contemporaneously with the merger, Noland will assign Kemp Meadows SCALF to Noland Kemp Meadows, LLC.

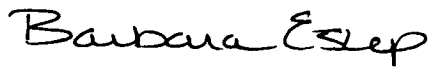
Enclosed you will find:

- A Change of Ownership Application executed by both parties.
- A filing fee of \$2,500.

Please return one (1) date stamped copy of this filing using the enclosed envelope.

If you need additional information or have any questions, please contact me at (205) 783-8444. Thank you in advance for your assistance.

Sincerely,

A handwritten signature in black ink that reads "Barbara Estep". The signature is written in a cursive style with a large initial 'B' and a stylized 'E'.

Barbara Estep  
Director, Regulatory Affairs

cc: George H. Smith, St. Clair Services, Inc.  
Gary Goff, Noland Health Services, Inc.  
Carol Knight, Noland Health Services, Inc.

**CHANGE OF OWNERSHIP****RECEIVED**

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STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY**Part I: Purchasing Organization Information**

Name of Organization: Noland Kemp Meadows, LLC \_\_\_\_\_

Facility Name:  
(ADPH Licensure name) Kemp Meadows Specialty Care Assisted Living Facility

SHPDA ID Number: 093-S4701 \_\_\_\_\_

Address (PO Box #): 652 Tahoe Road \_\_\_\_\_

City, State, Zip, County: Winfield, AL 35594 Marion \_\_\_\_\_

Number/Type Licensed Beds: 26 \_\_\_\_\_

Owner(s): Noland Kemp Meadows, LLC (Noland Health Services, Inc. is the  
sole member and manager of Noland Kemp Meadows, LLC)

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

**Part II: Selling Organization Information**

Name of Organization: St. Clair Services, Inc. \_\_\_\_\_

Address (PO Box #): 2256 Rocky Ridge Road, Suite 109 \_\_\_\_\_

City, State, Zip, County: Vestavia, AL 35216 Jefferson \_\_\_\_\_

Number/Type Licensed Beds: 26 SCALF beds \_\_\_\_\_

Owner(s): St. Clair Services, Inc. \_\_\_\_\_

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

**Part III: Value of Consideration**

Monetary Value of Purchase: \$ \_\_\_ see attached \_\_\_ No./Type Beds: 26 SCALF Beds

Terms of Purchase: Merger \_\_\_\_\_  
(add more pages as necessary to describe the sale)**Part IV: List of Certificate of Need Authority**

Number of Beds: 26 \_\_\_\_\_

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.

\*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): George H. Smith

Operator(s):

Title/Date:

Chairman, BOARD 6/2/2016

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:

EVP/CFO

6/7/2016

**Noland Kemp Meadows, LLC**  
**Attachment to Change of Ownership Application**  
**Facility to be Acquired: Kemp Meadows Specialty Care Assisted Living Facility**  
**SHPDA ID: 093-S4701**

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

*The merger will involve Kemp Meadows Specialty Care Assisted Living Facility (26 SCALF beds), and the transaction will encompass a fair market value exchange of consideration between St. Clair Services, Inc.<sup>1</sup> and Noland Health Services, Inc. There will be no construction. Existing equipment will be acquired through the merger.*

**\*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) services will continue to be offered; therefore, this is not a new service. Noland Health Services, Inc., the sole member and manager of Noland Kemp Meadows, LLC, is a specialty care assisted living provider and operates a number of SCALF facilities throughout Alabama.*

**\*3.) Whether the proposal will include the addition of any new beds.**

*The proposed transaction does not involve the addition of any new beds.*

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

*There will be no conversion of beds as a result of the proposed transaction.*

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

*The proposed transaction is a merger and the surviving entity will be Noland Health Services, Inc. Contemporaneously with the merger, Noland Health Services, Inc. will assign the Kemp Meadows Specialty Care Assisted Living Facility to Noland Kemp Meadows, LLC. The transaction does not involve any stock.*

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<sup>1</sup> St. Clair Services, Inc. is the owner and operator of Kemp Meadows Specialty Care Assisted Living Facility.