

August 26th, 2021

VIA EMAIL, ORIGINAL TO FOLLOW BY FEDEX

Ms Teresa Lee
State Health Planning and Development Agency
100 North Union Street
Suite 870
Montgomery, AL 36104

Re: SCALF Change of Ownership – The Blake Memory Care Community

Dear Ms. Lee:

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 a 45-bed specialty care assisted living facility located in Daphne, Alabama, and known as The Blake Memory Care (the "**Facility**"). Following is a summary of the proposed transaction:

I. Current Owner / Scope of Transaction.

1. The Facility is currently owned by The Blake at Malbis, LLC ("**Current Owner**").
2. Current Owner, among other parties, has entered into an Asset Purchase Agreement (the "**APA**") to sell the Facility to a new entity, Malbis ALF, LLC ("**New Owner**"). The closing of the APA and purchase and sale of the Facility is subject to applicable regulatory approval and certain closing conditions set forth in the APA. It is anticipated that the APA will close on or near September 16th, 2021. Upon closing of the APA, New Owner will in enter into a Management Agreement with Hickory Senior Living Management, LLC ("**New Operator**") to operate the Facility under the new name, Seabrook Pointe Memory Care.
3. The resulting "change in control" requires notification to your agency pursuant to ALA. ADMIN. CODE §410-1-7-.04(1).
4. The change in control of the Facility will be documented by the enclosed executed change of ownership form.

5. The Name of the Facility will be changed from The Blake Memory Care Community to Seabrook Pointe Memory Care

II. Financial Scope of Project.

For a fair market price, Current Owner will sell the land, building fixtures, equipment and other assets of the Facility to New Owner. This transaction does not involve any activities described in Alabama Code § § 22-21-263(a) (1), (2), (3), or (4) as requiring a certificate of need.

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.

IV. Stock and Assets.

1. The proposed transaction involves the acquisition of assets relating to the operation of the Facility and does not involve the acquisition of stock.

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 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 attach an executed change of ownership form, and the required fee in the amount of \$2,500.00 has been paid online. The transaction is anticipated to close on September 16th, 2021.

Should you have any questions or need further information, please contact me at 901-531-7143 or via email at jcurtis@hslholdings.com

Sincerely,



John H Curtis III
President- Malbis ALF, LLC

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: _____

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

003-50205

Name of Facility/Provider:
(ADPH Licensure Name)

The Blake Memory Care Community

Physical Address:

11626 US Highway 90

Daphne, AL 36526

County of Location:

CHOOSE ONE Baldwin County

Number of Beds/ESRD Stations:

45

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

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:

The Blake at Malbis, LLC

Mailing Address:

11626 US Highway 90

Daphne, AL 36526

Operator (Entity Name):

Blake Management Group, LLC

Part III: Acquiring Entity Information

Name of Entity:

Malbis ALF, LLC

Mailing Address:

1355 Lynnfield Rd, Suite 110

Memphis, TN 38119

Operator (Entity Name):

Hickory Senior Living Management, LLC

Proposed Date of Transaction is on or after:

September 16th, 2021

Part IV: Terms of Purchase

Monetary Value of Purchase:

\$ Fair market value (see cover letter)

Type of Beds:

SCALF

Number of Beds/ESRD Stations:

45

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

Projected Equipment Cost: \$ 0

Projected Construction Cost: \$ 0

Projected Yearly Operating Cost: \$ operating expenses covered by revenue

Projected Total Cost: \$ 0.00

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): K. A. H. C.

The Blake Memory Care Community

Operator(s): K. A. H. C.

Blake Management Group, LLC

Title/Date: Manager 8/26/21

SWORN to and subscribed before me, this 26th day of August, 2021.

(Seal)



Leslie S. Ezelle
Notary Public

My Commission Expires: March 12, 2025

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): _____

Operator(s): _____

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 _____ day of _____, _____.

(Seal)

Notary Public

My Commission Expires: _____

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): John C. III _____

Operator(s): John C. III _____

Title/Date: 8/26/21 President _____

SWORN to and subscribed before me, this 26th day of August, 2021.

(Seal)

Robin Warner
Notary Public

My Commission Expires: 9/7/2022



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

Your Receipt

PURCHASE RECEIPT

SHPDA

PO Box 303025
 Montgomery AL 36130-3025
 (334)242-4109
 bradford.williams@shpda.alabama.gov
 OTC Local Ref ID: 63543406
 8/26/2021 04:24 PM

Status: **APPROVED**
 Customer Name: John Curtis
 Type: Visa
 Credit Card Number: **** * 1544

Items	Quantity	TPE Order ID	Total Amount
Change of Ownership	1	76946344	\$2,500.00
Applicant Name: Malbis ALF, LLC			
Filing Date: 08/26/2021			
Phone Number: 9015317143			
Email Address: jcurtis@hslholdings.com			
Total remitted to the SHPDA			\$2,500.00
Alabama total amount charged			\$2,588.50