

May 23, 2024

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

Hon. Emily T. Marsal  
Executive Director  
State Health Planning and Development Agency  
100 N. Union Street, Suite 870  
Montgomery, Alabama 36104

**Re: Change of Ownership/Control Notice – Extendicare Health Center (ID 069-N0001).**

Dear Ms. Marsal:

This letter is intended to provide you with written notice of a proposed change of ownership/control (“CHOW”) concerning the Certificate of Need for Extendicare Health Center (the “Facility”).

Extendicare, Inc. (the “Current Owner”) currently maintains Certificate of Need (Facility ID no. 069-N0001), to operate the Facility as a one hundred seventy (170) bed skilled nursing facility located at 950 South St. Andrews Street, Dothan, Alabama 36301 (the “CON”).

Pursuant to an asset purchase agreement (the “Agreement”), anticipated to close on or after July 1, 2024 (the “Effective Date”), Noland Extendicare, LLC d/b/a Extendicare Health & Rehab (the “New Owner”) intends to acquire from the Current Owner all of the real and personal property comprising the Facility, including the Certificate of Need rights required to be a licensed 170-bed nursing facility at its current location (the “Proposed Transaction”). New Owner is owned one hundred percent (100%) by Noland Health Services, Inc., a not-for-profit corporation with 501(c)(3) status (“Noland”).

In addition to the foregoing, the following facts provide additional information in response to the required items:

**1) 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).**

The Proposed Transaction does not involve the offering of any new services by the New Owner. The Facility is currently a skilled nursing facility (“SNF”) and will continue to operate as a SNF. Noland is a nursing home provider and operates a number of SNF facilities throughout Alabama.

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

May 23, 2024

Page 2

The Proposed Transaction does not include the addition of any new beds.

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

The Proposed Transaction does not involve the conversion of beds.

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

The Proposed Transaction will involve the acquisition by the New Owner of certain assets currently owned by the Current Operator used in the operation of the Facility. The Proposed Transaction does not involve acquisition of any stock.

Under the Proposed Transaction, the New Owner will make a fair market value payment to the Current Owner to acquire the assets of the Facility. The Proposed Transaction will not involve construction, nor will it involve the purchase of any new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds of \$3,322,582 for new equipment, \$1,327,734 for new operating costs, or \$6,638,679 for capital expenditures.

Please consider this letter as official notice of the Proposed Transaction and the corresponding CHOW, and find enclosed the following documents: (i) a completed Notice of Change of Ownership/Control Form; and (ii) the required fee in the amount of Two Thousand Five Hundred Dollars (\$2,500.00).

Based on the information above and enclosed showing that the Proposed Transaction will not involve (i) a change in health services, (ii) an expenditure in excess of the spending thresholds, or (iii) a change in existing bed capacity, we respectfully ask that you exercise your authority under Ala. Admin. Code r. 410-1-1-.01, *et seq.* to determine that a certificate of need or other action by SHPDA is not required for the consummation of the Proposed Transaction.

Should you have any questions or require any additional information, please contact me by phone at 205.226.5739 or email at [Chris.Thompson@hklaw.com](mailto:Chris.Thompson@hklaw.com).

Sincerely yours,

HOLLAND & KNIGHT LLP

*Chris Thompson*

Chris Thompson

## 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: 069-N0001  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Extendicare Health Center  
(ADPH Licensure Name)

Physical Address: 950 South St. Andrews Street  
Dothan, AL 36301

County of Location: HOUSTON ▼

Number of Beds/ESRD Stations: 170

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

**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: Extendicare, Inc.

Mailing Address: 950 South St. Andrews Street  
Dothan, AL 36301  
Extendicare, Inc. d/b/a Extendicare Health Center

Operator (Entity Name): \_\_\_\_\_

### Part III: Acquiring Entity Information

Name of Entity: Noland Extendicare, LLC

Mailing Address: 600 Corporate Parkway, Suite 100  
Birmingham, AL 35242

Operator (Entity Name): Noland Extendicare, LLC d/b/a Extendicare Health & Rehab

Proposed Date of Transaction is on or after: July 1, 2024

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ fair market value

Type of Beds: Nursing Home

Number of Beds/ESRD Stations: 170

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

Projected Equipment Cost: \$ 0.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 0.00

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.

See Cover Letter

**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):	<u>Extendicare, Inc.</u>	<u><i>James Dennis</i></u>
Operator(s):	<u>Extendicare, Inc.</u>	<u><i>James Dennis</i></u>
Title/Date:	<u>Owner/Operator</u>	Date: <u>5/23/2024</u>

SWORN to and subscribed before me, this 23<sup>rd</sup> day of May, 2024.

(Seal)

Andrea D. Parker  
Notary Public

My Commission Expires: 10-6-2025

**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): Noland Extendicare, LLC \_\_\_\_\_

Operator(s): Noland Extendicare, LLC \_\_\_\_\_

Title/Date: President/CEO \_\_\_\_\_

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.

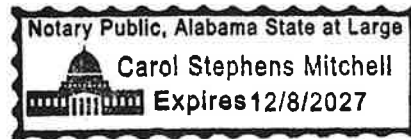
Purchaser(s):	<u>Noland Extencicare, LLC</u>	<u>Barbara Estep</u>
Operator(s):	<u>Noland Extencicare, LLC</u>	<u>Barbara Estep</u>
Title/Date:	<u>President/CEO</u>	<u>President/CEO</u>

SWORN to and subscribed before me, this 23 day of May, 2024.

(Seal)

Carol Stephens Mitchell  
Notary Public

My Commission Expires: 12/8/2027



Author: Alva M. Lambert

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

History: New Rule