

CO2026-079
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Oct 09 2026

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

October 9, 2026

Via Electronic Mail: shpda.online@shpda.alabama.gov

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

**Re: Certificate of Need Change of Ownership / Control Notification
Residences at Wellpoint Memory Care – SHPDA ID: 089-S4519**

We are submitting this letter to the Alabama State Health Planning and Development Agency ("SHPDA") as an attachment to the Notice of Change of Ownership / Control form that we are filing pursuant to all applicable provisions of the Alabama Certificate of Need Program Rules and Regulations (the "CON Rules") ALA. CODE § 22-21-270 and ALA ADMIN. CODE r. 410-1-7-.04. Effective on October 7, 2026, the real property located at 2940 Mill Run Road SE, Owens Cross Roads, AL 35763 (the "Property"), which is used by Wellpoint Assisted Living as a licensed Assisted Living Facility and Residences at Wellpoint Memory Care as a licensed Specialty Care Assisted Living Facility (collectively, the "Facility") will be sold by the Current Licensee (as defined below) to Owens Cross Roads Holdco 2940, LLC, a Delaware limited liability company (the "New Property Owner"). LC Big Cove, LLC, the Current CON Holder (as defined below), is the current CON authority for the Facility. The proposed CON change of ownership ("CHOW") relates to the purchase of the 32-bed specialty care assisted living facility ("SCALF") known as Residences at Wellpoint Memory Care (SHPDA ID: 089-S4519) (the "Memory Care Facility").

The following summarizes the transaction proposed to take place and addresses SHPDA requirements under the CON Rules for a CHOW.

I. Facts

1. LC Big Cove, LLC (the "Current CON Holder") is the current CON authority.
2. Hampton Cove Health Partners, LLC (the "Current Licensee") is the current licensed operator, the 100% fee owner of the Facility, and the parent company of the Current CON Holder. Michael Kitchens is authorized to sign on behalf of the Current CON Holder and the Current Licensee. The Current Authority signatures provided on the attached CHOW notification are for both the Current CON Holder and the Current Licensee.
3. Effective on October 7, 2026 (the "Close Date"), the Current Licensee will sell the Facility to the New Property Owner. The New Property Owner is an indirect wholly owned subsidiary of LTC Properties, Inc. ("LTC"), a publicly traded healthcare real estate investment trust. The new CON holder, pending SHPDA approval, will be Owens Cross Roads 2940, LLC (the "New Licensee"), which is also an indirect subsidiary of LTC.

4. On the Close Date, the Facility will be immediately leased back to the Current Licensee (the "Leaseback"). The Current Licensee will thereby retain the legal ownership of the right to occupy the Facility's premises, consistent with Ala. Admin. Code r. 420-5-4-.02 and Ala. Admin. Code r. 420-5-20-.02. The Current Licensee will continue to hold and operate under its existing ALF and SCALF licenses.
5. Charter Senior Living, LLC ("Charter") will continue to be engaged by the Current Licensee to manage the Facility. However, the existing management agreement between the Current Licensee and Charter will terminate on the Close Date and on the same date, Current Licensee and Charter will enter into an interim agreement. The Current Licensee will retain its full governing authority over the Facility, including responsibility for appointing and supervising the administrator, establishing and implementing facility policies, and overseeing all resident care and services. All resident care and services will continue without interruption.
6. Allison Yancey will remain the Administrator of Record, ensuring consistency and continuity of care for residents.
7. In connection with this transaction, a change of ownership application has been filed with ADPH on behalf of the New Licensee. Upon the date that ADPH issues a SCALF license to the New Licensee: (i) the Leaseback with the Current Licensee will terminate, (ii) New Licensee as the licensed operator of the Facility will have legal ownership of the right to occupy the Facility's premises pursuant to a master / subleasing arrangement with the New Property Owner, (iii) the interim management agreement between the Current Licensee and Charter will terminate, (iv) Charter will continue to manage the Facility pursuant to a new management agreement with the New Licensee.
8. Under the new management agreement between New Licensee and Charter, the New Licensee will retain its full governing authority over the Facility, including responsibility for appointing and supervising the administrator, establishing and implementing facility policies, and overseeing all resident care and services. Charter will act solely as the New Licensee's managing agent, and the New Licensee will retain ultimate control and responsibility for the Facility, including the indicia of ownership described in Ala. Admin. Code r. 420-5-20-.02(3)(f).
9. For the avoidance of doubt, the interim arrangement described above through the Leaseback and interim management agreement will commence on the Close Date and terminate on the date that ADPH issues New Licensee a SCALF license. Until ADPH approval is received, Current Licensee will remain in place as the licensed operator and will retain ultimate control and responsibility for the Facility as required by Alabama law.
10. The resulting change in control described above requires notification to your agency pursuant to Ala. Admin. Code 410-1-7-.04(1). The change in ownership and control will be documented by the attached executed change of ownership form.

II. Financial Scope of Project.

As outlined in the attached change of ownership form, the real estate and CHOW transaction does not involve the purchase of new equipment or other capital expenditures in excess of the applicable spending thresholds set forth in Alabama Code 22-21-263(a)(2). As disclosed in the attached CHOW notification, it is anticipated that first year annual operating costs for the Facility

will be approximately \$7,000,000.00, which does not represent an increase in such annual operating costs in excess of the applicable spending threshold. Furthermore, the monetary value of the purchase listed in Part IV of the attached CHOW notification is for the Facility in its entirety, not just the SCALF licensed area. As requested by SHPDA, we want to make clear in this letter that the parties did not contemplate or intend any allocation of the price or operating costs to apply solely to either the ALF or SCALF respectively.

III. No New Services to be Offered.

The real estate and CHOW transaction will not involve the offering of any new services by the Facility. The Facility will continue to operate as a SCALF.

IV. No New Beds or Conversion of Beds.

The real estate and CHOW transaction does not involve any addition or reduction of beds, neither does it involve the conversion of any beds.

V. Acquisition of Stock and Assets.

The real estate and CHOW transaction involves the acquisition of substantially all assets used in the operation of the Facility. However, it does not involve the acquisition of stock or any other interests relating to the operation of the Facility.

Based on the above showing that there will be no change in health service, no conversion of beds or increase in bed capacity, or any capital expenditure in excess of the applicable spending thresholds set forth in Alabama Code § 22-21-263(a)(2), we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the CON Rules and determine that a new Certificate of Need is not required for the consummation of the above-described transaction. In accordance with the CON Rules, the Purchaser has paid the filing fee of \$3,000 through SHPDA's online payment portal (OTC Local Ref ID: 152714210).

If you have any questions or need further information, please contact me at (415) 995-5050, or you may reach me via email at dschonfeldt@hansonbridgett.com.

Very truly yours,



Deidré A. Schönfeldt
Partner

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: 089-S4519
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Residences at Wellpoint Memory Care
(ADPH Licensure Name)

Physical Address: 2940 Mill Run RD SE
Owens Cross Roads, AL 35763

County of Location: MADISON 

Number of Beds/ESRD Stations: 32

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: LC Big Cove, LLC

Mailing Address: 9300 Shelbyville RD, STE 100
Louisville, KY 40222

Operator (Entity Name): Hampton Cove Health Partners, LLC

Part III: Acquiring Entity Information

Name of Entity: Owens Cross Roads 2940, LLC

Mailing Address: 3011 Townsgate RD, STE 220
Westlake Village, CA 91361

Operator (Entity Name): Owens Cross Roads 2940, LLC

Proposed Date of Transaction is on or after: 10/07/2026

The figures below reflect the total Facility purchase, not just the SCALF licensed area.

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 71,000,000.00

Type of Beds: SCALF

Number of Beds/ESRD Stations: 32

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: \$ 7,000,000.00

Projected Total Cost: \$ 7,000,000.00

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): NS/S Michael J. Kitchen, mgr.

Operator(s): _____

Title/Date: manager 9.9.26 _____



Subscribed before me, this 9th day of September, 2026.

Rebecca N. Best

Notary Public

My Commission Expires: 10/8/28

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):

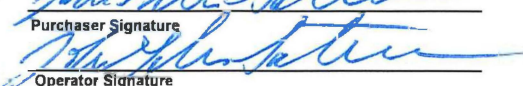
I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): Owens Cross Roads Holdco 2940, LLC

Operator(s): Owens Cross Roads 2940, LLC

Title/Date: John Gibson Satterwhite
EVP, Asset Management

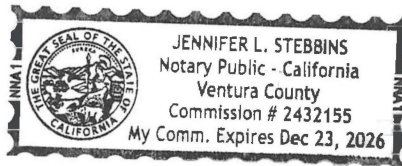

Purchaser Signature

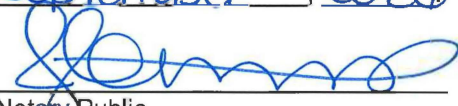

Operator Signature

9/9/2026

SWORN to and subscribed before me, this 9 day of September, 2026

(Seal)




Notary Public

My Commission Expires: 12.23.26

Author: Alva M. Lambert

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

History: New Rule

Part II: Additional Supporting Information

Certificate of Need Holder
Organizational Chart
Residences at Wellpoint Memory Care

