

September 30, 2026

CO2027-001

RECEIVED

Oct 01 2026

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

VIA ELECTRONIC MAIL

Emily T. Marsal, Executive Director
Alabama State Health Planning &
Development Agency
100 North Union Street, Suite 870
Montgomery, Alabama 35104
shpda.online@shpda.alabama.gov

Re: Notice of Change of Ownership
Pathways Intentional Memory Care – Huntsville

Dear Ms. Marsal:

We respectfully submit this letter to the Alabama State Health Planning and Development Agency (“SHPDA”) as an attachment to the Notice of Change of Ownership form that we are filing pursuant to the Alabama Certificate of Need Program Rules and Regulations (the “CON Rules”) Chapter 410-1-7-.04. The proposed change of ownership involves the purchase of the 104-bed specialty care assisted living facility (“SCALF”) located in Huntsville, Madison County, Alabama and known as Pathways Intentional Memory Care – Huntsville (“Facility”). The following summarizes the transaction proposed to take place and addresses SHPDA requirements under the CON Rules for changes of ownership.

I. Facts

1. The Facility is currently owned by Huntsville Investors, LLC (“Current Owner”) and operated by Huntsville Senior Services, LLC (the “Current Operator”) pursuant to a lease agreement between Current Owner and Current Operator.
2. Current Owner and Huntsville SNF Property Holdings LLC (“Purchaser”) entered into an asset purchase agreement (the “APA”) effective January 30, 2026, and as amended on March 16, 2026, March 30, 2026, April 7, 2026, and April 13, 2026 for the sale of substantially all of the assets used in operation of the Facility (the “Transaction”).

3. Simultaneously with the Commencement (as defined below), Purchaser shall lease the Facility under a new lease agreement (“Lease Agreement”) to Huntsville AL Opco LLC (“New Operator”) so that New Operator will be responsible for the operation of the Facility as of the Commencement.
4. Under certain documents to be negotiated and executed to effectuate the Transaction, subject to approval by the Alabama Department of Public Health (“ADPH”) and the issuance of a license to New Operator to operate the Facility as a 104-bed AL, the Transaction is expected to close on or after November 1, 2026 (the “Commencement”).
5. The resulting “change in control” requires notification to your agency pursuant to Ala. Admin. Code 410-1-7-.04(1). The change in control will be documented by the enclosed executed change of ownership form.

II. Financial Scope of Project.

As outlined on the enclosed change of ownership form, the Transaction does not involve the purchase of new equipment, new operating costs, or other capital expenditures in excess of the applicable spending thresholds set forth in Alabama Code 22-21-263(a)(2). The specific costs related to the Transaction are provided on the enclosed executed change of ownership form.

III. No New Services to be Offered.

The Transaction will not involve the offering of any new services by the Facility. The Facility will continue to operate as a specialty care assisted living facility.

IV. No New Beds or Conversion of Beds.

The Transaction does not involve any addition or reduction of beds. The Transaction does not involve the conversion of any beds.

V. Acquisition of Stock and Assets.

Other than as described above, The Transaction does not involve the acquisition of stock or assets relating to the operation of the Facility.

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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.

If you have any questions or need any additional information, please let me know.

Sincerely,

STARNES DAVIS FLORIE LLP

A handwritten signature in blue ink, appearing to read "Brandon Jackson", followed by a long horizontal line extending to the right.

Brandon A. Jackson

Attorney for Purchaser and New Operator

BAJ/mwk

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-S4507
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Pathways Intentional Memory Care - Huntsville
(ADPH Licensure Name)

Physical Address: 2004 Max Luther Dr. NW
Huntsville, Alabama 35810

County of Location: MADISON

Number of Beds/ESRD Stations: 104

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: Huntsville Investors, LLC

Mailing Address: 6711 Mountain View Rd Ste 105
Ooltewah, TN 37363

Operator (Entity Name): Huntsville Senior Services, LLC

Part III: Acquiring Entity Information

Name of Entity: Huntsville SNF Property Holdings LLC

Mailing Address: 3450 Oakton St.
Skokie, IL 60076

Operator (Entity Name): Huntsville AL Opco LLC

Proposed Date of Transaction is on or after: November 1, 2026

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ FAIR MARKET VALUE

Type of Beds: Specialty Care Assisted Living Facility

Number of Beds/ESRD Stations: 104

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: \$ 2,500,000.00

Projected Total Cost: \$ 2,500,000.00

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):**

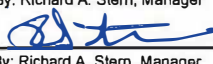
The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): Huntsville Investors, LLC

Operator(s): Huntsville Senior Services, LLC

Title/Date: Manager


By: Richard A. Stern, Manager


By: Richard A. Stern, Manager

9-30-26

SWORN to and subscribed before me, this 30 day of Sept, 2026

(Seal)



Notary Public

My Commission Expires: NOV. 13, 2028**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): Huntsville SNF Property Holdings LLC

By: Yehuda Herz, Authorized Signatory

Operator(s): Huntsville AL Opco LLC

By: Yehuda Herz, Authorized Signatory

Title/Date: Authorized Signatory

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): Huntsville SNF Property Holdings LLCBy: [Signature]
By: Yehuda Herz, Authorized SignatoryOperator(s): Huntsville AL Opco LLCBy: [Signature]
By: Yehuda Herz, Authorized SignatoryTitle/Date: Authorized Signatory9/30/2026SWORN to and subscribed before me, this 30 day of September, 2026.

(Seal)

[Signature]
Notary PublicMy Commission Expires: 9/12/2031

Author: Alva M. Lambert

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

History: New Rule

Pathways Intentional Memory Care - Huntsville

SHPDA ID: 089-S4507

Pre and Post Transaction Organizational Structure

