



NOLAND HEALTH
SERVICES, INC.

Since 1913

RECEIVED

SEP 28 2015

STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

VIA FEDERAL EXPRESS AND
EMAIL shpda.online@shpda.alabama.gov

September 22, 2015

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

RE: Change of Ownership – Angels for the Elderly I, Angels for the Elderly II, Angels for the Elderly III, and Angels for the Elderly IV

Dear Mr. Lambert:

The purpose of this letter is to inform your office that on, or about November 16, 2015, Noland Management Services, LLC¹ will, subject to the receipt of regulatory approvals, finalize an asset purchase agreement for the acquisition of Angels for the Elderly I, Angels for the Elderly II, Angels for the Elderly III, and Angels for the Elderly IV (collectively the "Facilities").

Each facility is licensed for 16 SCALF beds and the Facilities are located at 52 Angels Court, Montgomery, Alabama 36109, 44 Angels Court, Montgomery, AL 36109, 48 Angels Court, Montgomery, AL 36109, and 40 Angels Court, Montgomery, AL 36109 respectively. The current owner and operator of the Facilities is Angels For The Elderly I, Inc.

Enclosed you will find:

- A Change of Ownership Application executed by both parties for each of facility.
- A filing fee of \$2,500 per application.

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

Sincerely,

Barbara Estep
Director, Regulatory Affairs

cc: Jerry Durden, Angels For The Elderly I, Inc.

¹ Noland Health Services, Inc. is the sole member and manager of Noland Management Services, LLC.

CHANGE OF OWNERSHIP**RECEIVED****Part I: Purchasing Organization Information**

SEP 28 2015

Name of Organization: Noland Management Services, LLCSTATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

Facility Name:

(ADPH Licensure name)

Angels for the Elderly III

SHPDA ID Number:

101-S5102

Address (PO Box #):

600 Corporate Parkway, Suite 100

City, State, Zip, County:

Birmingham, AL 35242 Shelby County

Number/Type Licensed Beds:

16 Beds/SCALF

Owner(s):

Noland Management Services, LLC (Noland Health Services, Inc. is the sole member and manager of Noland Management Services, LLC)

Operator(s):

Same**Part II: Selling Organization Information**

Name of Organization:

Angels for the Elderly I, Inc.

Address (PO Box #):

525 Derby Lane

City, State, Zip, County:

Montgomery, AL 36109 Montgomery County

Number/Type Licensed Beds:

16 SCALF Beds

Owner(s):

Angels for the Elderly I, Inc.

Operator(s):

Same**Part III: Value of Consideration**Monetary Value of Purchase: \$ *see noteNo./Type Beds: 16 /SCALF

Terms of Purchase:

Asset Purchase*(add more pages as necessary to describe the sale)*

**Noland Management Services, LLC will acquire Angels for the Elderly I, Angels for the Elderly II, Angels for the Elderly III, and Angels for the Elderly IV from Angels for the Elderly I, Inc. from Angels for the Elderly I, Inc. pursuant to an asset purchase for a total purchase price of \$4,480,000 for all 4 facilities.*

Part IV: List of Certificate of Need AuthorityNumber of Beds: 16Types 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):

Operator(s):

Title/Date:

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.

☒ **X** **YES** ☐ **NO** The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: _____

Title/Date: _____

Part IV: List of Certificate of Need AuthorityNumber of Beds: 16Types 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): _____

Operator(s): _____

Title/Date: _____

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.

☒ **X** YES ☐ **NO** The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: Title/Date: PRESIDENT 9/24/15

Noland Management Services, LLC
Attachment to Change of Ownership Applications
Facilities to be Acquired: Angels for the Elderly I – SHPDA ID 101-S5115, Angels for the Elderly II – SHPDA ID 101-S5101, Angels for the Elderly III – SHPDA ID 101-S5102, and Angels for the Elderly IV – SHPD ID 101-S5110

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

Noland Management Services, LLC intends to acquire Angels for the Elderly I, Angels for the Elderly II, Angels for the Elderly III, and Angels for the Elderly, IV via an asset purchase. The total cost of the asset purchase is \$4,480,000. There will be no construction. Existing equipment will be acquired through the asset purchase. The annual operating costs are estimated at \$2,800,000.

***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) will continue to be offered. Noland Health Services, Inc., the owner of the applicant, is a current provider of SCALF services.

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

No, the acquisition does not involve any new beds:

- *Angels for the Elderly I is currently licensed for 16 SCALF beds.*
- *Angels for the Elderly II is currently licensed for 16 SCALF beds.*
- *Angels for the Elderly III is currently licensed for 16 SCALF beds.*
- *Angels for the Elderly IV is currently licensed for 16 SCALF beds.*

The proposed transaction is an asset purchase and includes all 64 SCALF beds.

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

No.

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

The proposed transaction is an asset purchase. The transaction does not involve any stock.