

Jun 09 2022

## 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: 073-53702  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Holly Cottage at Country Cottage  
(ADPH Licensure Name)

Physical Address: 4000 Greenwood Drive  
Hoover, AL 35216

County of Location: JEFFERSON 

Number of Beds/ESRD Stations: 16

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: Cottages Hoover, LLC

Mailing Address: 1355 Lynnfield Rd, Suite 110  
Memphis, TN 38119  
Hickory Senior Living Management, LLC

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

### Part III: Acquiring Entity Information

Name of Entity: Cottages SCALF, 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: 06/09/2022

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 0.00

Type of Beds: 0

Number of Beds/ESRD Stations: 16

**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: \$ 315,668.00

Projected Total Cost: \$ 315,668.00

**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):  \_\_\_\_\_

Operator(s):  \_\_\_\_\_

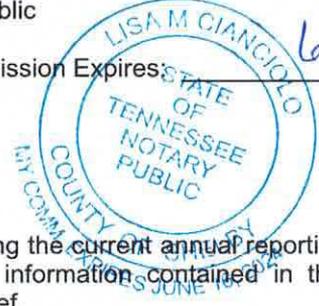
Title/Date: President 6/9/22 \_\_\_\_\_

SWORN to and subscribed before me, this 9<sup>th</sup> day of June, Christ M. Cianciolo

(Seal)

Notary Public

My Commission Expires: 6-16-24



**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): [Signature] \_\_\_\_\_

Operator(s): [Signature] \_\_\_\_\_

Title/Date: President / 6/9/22 \_\_\_\_\_

SWORN to and subscribed before me, this 9<sup>th</sup> day of June, 2022

(Seal)

Notary Public

My Commission Expires: 6-16-24



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

COTTAGES HOOVER, LLC  
1355 Lynnfield Rd, Suite 110  
Memphis, TN 38119

May 26, 2022

Mr. Bradford Williams  
Health Planning Administrator  
State Health Planning and Development Agency  
100 North Union Street  
Suite 870  
Montgomery, AL 36104

**Re: SCALF Change of Ownership – Holly Cottage at Country Cottage**

Dear Mr. Williams:

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 16-bed specialty care assisted living facility located in Hoover, Alabama, and known as Country Cottage Magnolia Cottage (the "**Facility**"). Following is a summary of the proposed transaction:

I. Current Owner / Scope of Transaction.

1. The Facility is currently owned by Cottages Hoover, LLC ("**Current Owner**").
2. Current Owner is transferring its interest to another wholly owned subsidiary, Cottages SCALF, LLC. The parent company and all control are not changing. The only change is the entity that holds the license but both the Current Owner and Cottages SCALF, LLC are wholly owned by the same entity
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.

II. Financial Scope of Project.

Given this is an internal transfer under the same parent company there is no value contemplated.

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. This is an internal transfer under the same parent entity and thus no transfer of stock is occurring.

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. The transaction closed on March 13<sup>th</sup>, 2022.

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

Sincerely,



John H Curtis III

President- Hickory Senior Living

Enclosures

# Your Receipt

## PURCHASE RECEIPT

**SHPDA**

PO Box 303025  
 Montgomery AL 36130-3025  
 (334)242-4109  
 bradford.williams@shpda.alabama.gov  
 OTC Local Ref ID: 70673142  
 5/26/2022 04:19 PM

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

Items	Quantity	TPE Order ID	Total Amount
Change of Ownership	1	84193758	\$2,500.00
Applicant Name: <b>Cottages SCALF LLC -Magnolia</b>			
Filing Date: <b>05262022</b>			
Phone Number: <b>9015317143</b>			
Email Address: <b>jcurtis@hslholdings.com</b>			
Change of Ownership	1	84193758	\$2,500.00
Applicant Name: <b>Cottages SCALF LLC Holly</b>			
Filing Date: <b>05262022</b>			
Phone Number: <b>9015317143</b>			
Email Address: <b>jcurtis@hslholdings.com</b>			
Total remitted to the SHPDA			\$5,000.00
Alabama total amount charged			\$5,176.00

## ASSIGNMENT

THIS ASSIGNMENT is effective as of the 13th day of May 2022, between New Cottages, LLC, a Delaware Limited Liability Company, and Cottages Hoover, LLC an Alabama Limited Liability Company and Cottages SCALF, LLC ("SCALF"), an Alabama Limited Liability Company.

## WITNESSETH

WHEREAS Hoover and SCALF are each a wholly owned subsidiary of New Cottages, LLC; and,

WHEREAS Hoover is the sole owner of the Certificate of Needs described as follows:

Certificate of Need – 1753-SCALF; Date Issued: February 28, 2001; Project Number AL 2001-025 – Conversion of an "existing 16-bed assisted living facility to a 16 -bed specialty care assisted living facility;"

Issued to Greenwood Assisted Living Facility Building II; and

Certificate of Need – 2626-SCALF; Date Issued: July 5, 2013; Project Number AL2013-020 – Conversion of "(16) existing assisted living facility (ALF) beds to sixteen (16) specialty care assisted living facility (SCALF) beds"; Issued to Country Cottage – Hoover, LLC.

Certificate of Need – 2626-SCALF-MOD1; Date Issued: July 5, 2013

Project Number AL2013-020 – – Conversion of "(16) existing assisted living facility (ALF) beds to sixteen (16) specialty care assisted living facility (SCALF) beds". The project modification increases the total project costs from \$349,300.00 to \$444,845.18."

Issued to Country Cottage – Hoover, LLC; and

WHEREAS Hoover desires to transfer to SCALF all of Hoover's right, title, and interest in and to said CON's.

NOW THEREFORE, Hoover does hereby convey, assign, and transfer unto SCALF all of its right, title, and interest in and to the aforementioned CON's.

IN WITNESS WHEREOF, the parties have duly executed this Assignment as of the date set forth above.

*[SIGNATURE PAGE TO FOLLOW.]*

**NEW COTTAGES, LLC,**  
**By its sol member, Cottages Hoover, LLC**  
by its sole member HSL Holdings TN, LLC.

By:   
\_\_\_\_\_  
John H Curtis III, President

**COTTAGES SCALF, LLC,**  
by its sole member, Cottages Hoover, LLC  
by its sole member HSL Holdings TN, LLC.

By:   
\_\_\_\_\_  
John H Curtis III, President

# Organizational Chart Cottages Portfolio

HSL Holdings TN, LLC  
a Delaware limited liability  
company

100%

New Cottages, LLC  
a Delaware limited liability  
company

Cottages Lawrenceburg, LLC  
a Tennessee limited liability  
company

100%

Cottages Corinth, LLC  
a Mississippi limited liability  
company

100%

Cottages Huntsville, LLC  
an Alabama limited liability  
company

100%

100%

Cottages Florence, LLC  
an Alabama limited liability  
company

100%

Cottages Montgomery, LLC  
an Alabama limited liability  
company

Cottages Mountain Brook, LLC  
an Alabama limited liability  
company

Cottages Hartselle, LLC  
an Alabama limited liability  
company

100%

100%

Cottages SCALF, LLC  
an Alabama limited liability  
company

100%

Cottages Hoover, LLC  
an Alabama limited liability  
company

100%

Cottages Russellville, LLC  
an Alabama limited liability  
company

100%

Cottages Decatur, LLC  
an Alabama limited liability  
company

100%

COTTAGES HOOVER, LLC  
1355 Lynnfield Rd, Suite 110  
Memphis, TN 38119

May 26, 2022

Mr. Bradford Williams  
Health Planning Administrator  
State Health Planning and Development Agency  
100 North Union Street  
Suite 870  
Montgomery, AL 36104

**Re: SCALF Change of Ownership – Holly Cottage at Country Cottage**

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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.

II. Financial Scope of Project.

Given this is an internal transfer under the same parent company there is no value contemplated.

III. Services to be Offered.

1. No New Services: The transaction does not involve the offering of any new services by the Facility.

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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. The transaction closed on March 13<sup>th</sup>, 2022.

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

Sincerely,



John H Curtis III

President- Hickory Senior Living

Enclosures

# NOTICE OF CHANGE OF OWNERSHIP/CONTROL

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- 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: 073-53702  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Holly Cottage at Country Cottage  
(ADPH Licensure Name)

Physical Address: 4000 Greenwood Drive  
Hoover, AL 35216

County of Location: CHOOSE ONE Jefferson

Number of Beds/ESRD Stations: 16

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: Cottages Hoover, LLC

Mailing Address: 1355 Lynnfield Rd, Suite 110  
Memphis, TN 38119

Operator (Entity Name): Hickory Senior Living Management, LLC

## Part III: Acquiring Entity Information

Name of Entity: Cottages SCALF, 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:

May 13<sup>th</sup>, 2022

**Part IV: Terms of Purchase**

Monetary Value of Purchase:

\$ 0

Type of Beds:

SCALE

Number of Beds/ESRD Stations:

16

**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: \$ 0

Projected Total Cost: \$ 0.00

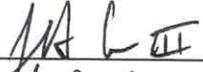
**On an Attached Sheet Please Address the Following:**

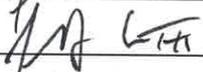
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**Part V: Certification of Information**

**Current Authority Signature(s):**

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

Owner(s):  \_\_\_\_\_

Operator(s):  \_\_\_\_\_

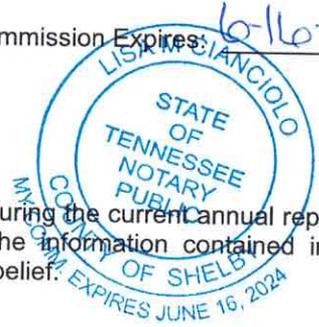
Title/Date: President 5/26/22 \_\_\_\_\_

SWORN to and subscribed before me, this 26 day of May, 2022

(Seal)

Lisa M. Cianciolo  
Notary Public

My Commission Expires: 6-16-24



**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): [Signature] \_\_\_\_\_

Operator(s): [Signature] \_\_\_\_\_

Title/Date: President 5/26/22 \_\_\_\_\_

SWORN to and subscribed before me, this \_\_\_\_\_ day of \_\_\_\_\_.

(Seal)

Lisa M. Cianciolo  
Notary Public

My Commission Expires: 6-16-24



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: 70673142  
 5/26/2022 04:19 PM

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

Items	Quantity	TPE Order ID	Total Amount
Change of Ownership	1	84193758	\$2,500.00
Applicant Name: <b>Cottages SCALF LLC -Magnolia</b>			
Filing Date: <b>05262022</b>			
Phone Number: <b>9015317143</b>			
Email Address: <b>jcurtis@hslholdings.com</b>			
Change of Ownership	1	84193758	\$2,500.00
Applicant Name: <b>Cottages SCALF LLC Holly</b>			
Filing Date: <b>05262022</b>			
Phone Number: <b>9015317143</b>			
Email Address: <b>jcurtis@hslholdings.com</b>			
Total remitted to the SHPDA			\$5,000.00
Alabama total amount charged			\$5,176.00

## ASSIGNMENT

THIS ASSIGNMENT is effective as of the 13th day of May 2022, between New Cottages, LLC, a Delaware Limited Liability Company, and Cottages Hoover, LLC an Alabama Limited Liability Company and Cottages SCALF, LLC ("SCALF"), an Alabama Limited Liability Company.

## WITNESSETH

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Project Number AL2013-020 – – Conversion of "(16) existing assisted living facility (ALF) beds to sixteen (16) specialty care assisted living facility (SCALF) beds". The project modification increases the total project costs from \$349,300.00 to \$444,845.18."

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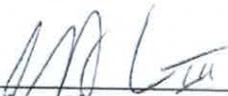
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IN WITNESS WHEREOF, the parties have duly executed this Assignment as of the date set forth above.

***[SIGNATURE PAGE TO FOLLOW.]***

**NEW COTTAGES, LLC,**  
**By its sol member, Cottages Hoover, LLC**  
by its sole member HSL Holdings TN, LLC,

By:   
\_\_\_\_\_  
John H Curtis III, President

**COTTAGES SCALF, LLC,**  
by its sole member, Cottages Hoover, LLC  
by its sole member HSL Holdings TN, LLC,

By:   
\_\_\_\_\_  
John H Curtis III, President

# Organizational Chart Cottages Portfolio

