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Mar 16 2026

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

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March 16, 2026

VIA EMAIL (shpda.online@shpda.alabama.gov)

Ms. Emily Marsal
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, AL 36104

Re: Specialty Care Assisted Living Facility Change of Ownership – Birmingham Senior Services, LLC d/b/a Pathways Memory Care of Birmingham; SHPDA ID- 073-S3722

Dear Ms. Marsal:

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 the purchase and lease of the 32-bed specialty care assisted living facility located in Birmingham, Jefferson County, Alabama, and currently known as Pathways Memory Care of Birmingham (the "Facility"). Following is a summary of the proposed transaction:

I. Facts.

1. The Facility is currently owned and operated by Birmingham Senior Services, LLC (the "Seller") and is licensed as Pathways Memory Care of Birmingham. Seller owns the real property on which the Facility is located at 285 West Oxmoor Road, Birmingham, AL 35209.
2. Seller has negotiated an agreement (the "Purchase Agreement") with 385 West Oxmoor Road Propco LLC ("Buyer"), for the sale of the real and personal property comprising the Facility, including the Certificate of Need rights required to be a licensed 32-bed specialty care assisted living facility at the current location in Jefferson County, Alabama. Contemporaneously with the closing on the real property, Buyer will execute a lease with Sweet Home Alabama AL Opco LLC ("New Operator"). New Operator will become the licensee of Facility, pending approval by all necessary regulatory agencies.

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3. Under certain documents to be negotiated and entered into in order to effectuate the above described transaction (the “Transaction”), subject to approval by the Alabama Department of Public Health (“ADPH”) and the issuance of a license by ADPH to New Operator to operate the Facility as a 32-bed specialty care assisted living facility, the Transaction is expected to close at 11:59 pm on April 30, 2026, with the New Operator taking over effective as 12:00:01 on May 1, 2026 (the “Commencement”).
4. The resulting “change in ownership and control” requires notification to your agency pursuant to Ala. Admin. Code §410-1-7-.04(1).
5. The change in control of the Facility is documented by the enclosed executed change of ownership form.

II. Financial Scope of Project.

This transaction does not involve the purchase of new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds set forth in Section 22-21-263(a)(2) of the Code of Alabama. The specific costs related to the project are itemized on the attached change of ownership application.

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.

V. Stock and Assets.

Other than 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 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 41017.04(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, the filing fee of \$3,000.00 has been paid via the electronic payment portal. I enclose the executed change of ownership form.

Should you have any questions or need further information, please contact me at 205-458-5209.

Sincerely,

Angie Smith

Angie C. Smith

ACS/ks

Enclosures

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-S3722
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Pathways Memory Care of Birmingham
 (ADPH Licensure Name)

Physical Address: 285 West Oxmoor Road
Birmingham, AL 35209

County of Location: JEFFERSON

Number of Beds/ESRD Stations: 32

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

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: Birmingham Senior Services, LLC

Mailing Address: 6711 Mountain View Road, Suite 105
Ooltewah, TN 37363

Operator (Entity Name): Birmingham Senior Services, LLC

Part III: Acquiring Entity Information

Name of Entity: 385 West Oxmoor Road Propco LLC

Mailing Address: 50 Chestnut Ridge Road, Suite 107
Montvale, NJ 076445

Operator (Entity Name): Sweet Home Alabama AL Opco LLC

Proposed Date of Transaction is on or after: 05/01/2026

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ fair market value

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: \$ 3,950,192

Projected Total Cost: \$ 3,950,192

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.

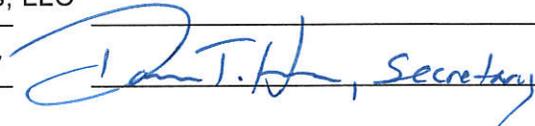
Part V: Certification of Information

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): Birmingham Senior Services, LLC

Title/Date: Donovan T. Howe, Secretary 

SWORN to and subscribed before me, this 13 day of March, 2026.

(Seal)



Gina Lovin
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): 385 West Oxmoor Road Propco LLC

Operator(s): Sweet Home Alabama AL Opco LLC

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.

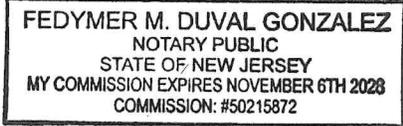
Purchaser(s): 385 West Oxmoor Road Propco LLC [Signature]

Operator(s): Sweet Home Alabama AL Opco LLC [Signature]

Title/Date: Manager Mar 12, 2026

SWORN to and subscribed before me, this 12th day of March, 2026.

(Seal)



[Signature]
Notary Public

My Commission Expires: November 6th, 2028

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

Pre Transaction Organizational Chart



Post Transaction Organizational Chart

