



State of Tennessee

Health Facilities Commission

665 Mainstream Drive, 2nd Floor, Nashville, TN 37243

www.tn.gov/hfc

Phone: 615-741-7221

July 3, 2024

Sent Via Email

Daphney Grisham
The McKendree Senior Living
4347 Lebanon Road
Hermitage, Tennessee 37076

Facility Type: Assisted Care Living Facility
License Number: 237

Dear Administrator:

It is my pleasure to inform you that your application for change of ownership of The Mckendree Senior Living located at 4347 Lebanon Road, Hermitage, Tennessee 37076 has been initially approved; effective June 1, 2024. The license number shall be 237. For this initial approval to become final and permanent, your application must be ratified by the Commission pursuant to T.C.A. §68-11-206. The Commission will consider your application at its next meeting, scheduled for July 31, 2024. **You are hereby authorized to commence operation pending the final decision of the Commission.** No further action is necessary on your part at this time.

If the Commission **does** ratify the approval of your application, the license number listed above will become your permanent license number and a letter will be forwarded to you within three (3) business days; notifying you of the Board's final decision.

If the Commission **does not** ratify the initial approval of your application, a letter will be forwarded to you providing an explanation and specific instructions as to any action(s) you may take to have the decision reviewed, at which time this authorization shall cease to be effective.

Please contact me if I can be of further assistance.

Sincerely,

Victoria Salmeri

Victoria Salmeri, A.S.A II
Health Facilities Commission
665 Mainstream Drive, 2nd Floor
Nashville, TN 37243
p. 615-741-7300
Victoria.salmeri@tn.gov

cc: Middle Tennessee Regional Administrator
Office for Information Technology Services-
Office of Health Statistics
THCA
Nerissa Harvey, Policy Planning and assessment
Amanda Shaefer, Medicaid Provider Enrollment



ACLF 237
npp # 968172
MTRO

RECEIVED APR 21 2024

**ASSISTED CARE LIVING FACILITY
APPLICATION FOR CHANGE OF OWNERSHIP**

All applicable laws, rules, policies, and guidelines affecting your practice are available for viewing at <https://www.tn.gov/content/tn/health/health-program-areas/hcf-professionals/applications.html>. Please check this website periodically for updates.

Name of the Facility/Agency FBD The McKendree Senior Living - 4/30/24 VS

Location of the Facility

Street 4347 Lebanon Rd City Hermitage

County Davidson State TN Zip 37090

Telephone Number (615) 871-8200 Fax Number (615) 871-8180

Twenty-four (24) Hour Emergency Telephone Number (615) 871-8200

E-Mail Address administrator@mckendreealtc.org

Total Bed Capacity 99

Does the facility have a secured unit? Yes ☒ No ☐ Number of Secured Beds 30

Administrator Information

Administrator Daphney Grisham

Certificate number or Nursing Home Administrator Number #3588

Have you (Administrator) ever been convicted of a crime involving injury or harm to person(s), financial or business management (e.g., assault, battery, robbery, embezzlement or fraud)? Yes ☐ No ☒

If yes, what charge(s)? _____

Location of Conviction _____ Date _____
(City) (County) (State)

Mailing address if different from the Facility location address

Name McKendree ALF Operations LLC

Street 1007 Broadway

City Woodmere State NY Zip 11598

Ownership of Building

Name McKendree SNF Property Holdings, LLC Telephone Number (847) 745-7012

Street 3450 Oakton Street

City Skokie State IL Zip 60076

Division of Health Licensure and Regulation, Office of Health Care Facilities, 665 Mainstream Drive, Second Floor, Nashville, Tennessee 37228-1254 Phone: 615-741-7221/Fax: 615-253-8789

FEE SCHEDULE (FEES ARE NON-REFUNDABLE)

<u>Bed Capacity</u>	<u>Fee</u>	<u>Bed Capacity</u>	<u>Fee</u>
Less than 25	\$1,040	100 thru 124	\$2,080
25 thru 49	\$1,300	125 thru 149	\$2,340
50 thru 74	\$1,560	150 thru 174	\$2,600
75 thru 99	\$1,820	175 thru 199	\$2,860

Facilities with 200 beds or more shall pay a flat rate of \$2,860 + \$200 for each additional 25 beds or fraction thereof (i.e., 200-224 pays \$3,060; 225-249 pays \$3,260).

OWNERSHIP OF BUSINESS

1. a. Check the type of Legal Entity:

Individual _____ Partnership _____ Corporation _____ Limited Liability Company ☒

Church Related _____ Government/County _____ Other _____

- b. Check One: ☒ For Profit ☐ Non-profit

- c. Legal Entity checked in 1.a:

Name Mckendree ALF Operations LLC Phone Number (516) 855-5504

Address 1007 Broadway, Woodmere NY 11598

- d. List name(s) and address(es) of individual owners, partners, directors of the corporation, or head of the governmental entity:

~~N/A~~ Steven Schwartz 1007 Broadway Woodmere, NY 11598
 Name Street City, State, Zip
Shimon Idels 1007 Broadway Woodmere, NY 11598
 Name Street City, State, Zip

(If additional space is needed, please use a separate sheet.)

2. a. In accordance with Rule 1200-08-25, is this CHOW a lease of operation? Yes _____ No ☒

- b. If yes, please provide the lessor's information below:

Name _____ Phone Number () _____

Address _____

3. a. Is your facility/organization accredited by a **federally approved** accrediting body including but not limited to JCAHO, CARF, etc.?

Yes _____ No ☒ Expiration Date _____

- b. Is your facility/organization deemed by a **federally approved** accrediting body including but not limited to JCAHO, CARF, etc.?

Yes _____ No ☒ Expiration Date _____

4. If you have a parent company please provide the information:

Name TN 2 SNF Operations Holdings LLC Telephone Number (516) 855-5504

Address 1007 Broadway, Woodmere NY 11598

5. a. Are any owners of the disclosing entity also owners of other health care facilities in Tennessee and/or other states? Yes _____ No ☒
- b. If yes, list names and addresses of all such facilities:
N/A

6. a. Do you have a contract with a management firm to operate this facility? Yes _____ No ☒
If yes, specify dates: From _____ To _____
- b. If yes, please specify name of firm: _____
Phone Number (____) _____

Street _____ City _____ State _____ Zip _____

7. For any item in (7) a-h below, please identify, explain and provide documentation of the item(s) noted if response is "Yes". Have either the licensed entity for any of the other health care facilities in Tennessee and/or other states on the list in question (5.b.) above, OR the management firm listed in question (6.) above; been subjected to any of the following within the last (5) years:

a. **Licensure**

- i) denied a license ? Yes _____ No ☒
- ii) had a license suspended or revoked by any state licensure agency? Yes _____ No ☒
- iii) been subject to a final order or judgment in a state licensure action? Yes _____ No ☒

b. **Convictions**

i) convicted of a criminal offense related to that person's involvement in any program under any state or Federal health care program (including Medicare, Medicaid, and Tricare)? Yes _____ No ☒

c. **Exclusion**

- i) excluded from participation in Federal health care programs (Medicare, Medicaid, CHIP, or Tricare) in the past?
Yes _____ No ☒

(Note: "Excluded" is defined as a provider or entity has been told by the Department of Health and Human Services, Office of the Inspector General (HHS-OIG) that they may no longer be a provider for any federally funded healthcare program).

d. **Termination/Suspension**

- i) suspended or terminated from participation in Medicare or Medicaid/TennCare programs? Yes _____ No ☒

(Note: This would include involuntary termination of a nursing facility or skilled nursing facility by the Centers for Medicare and Medicaid Services (CMS) or state Medicaid agency).

e. **Fraud and Abuse**

- i) paid through settlement, or civil or criminal fines, any monies to the federal government or any state as a result of any administrative or judicial proceeding based on allegations of fraud or abuse involving claims related to the provision of health care items and services? Yes _____ No ☒

Division of Health Licensure and Regulation, Office of Health Care Facilities, 665 Mainstream Drive, Second Floor, Nashville, Tennessee 37228-1254 Phone: 615-741-7221/Fax: 615-253-8789

f. Corporate Integrity Agreement

i) Is presently an entity covered by and subject the terms of a corporate integrity agreement? Yes _____ No ☒

(Note: If yes, provide a copy of CIA)

g. Bankruptcy

i) filed bankruptcy under any provision of the United States Bankruptcy Code? Yes _____ No ☒

h. Civil Monetary Penalty (CMP)

i) paid to the Centers for Medicare and Medicaid Services or any state Medicaid agency a civil money penalty equal to or greater than \$250,000.00 as a result of an enforcement action during a survey? Yes _____ No ☒

VERIFICATION BY NOTARY PUBLIC

Signee for application certifies that he or she is of responsible character and able to comply with the minimum standards and regulations established by Tennessee pertaining to the type of facility or agency for which application for licensure is made and with the rules promulgated under Tennessee Code Annotated (TCA) §68-11-201.

Signee also certifies that a policy has been implemented to inform all employees of their obligation under TCA §71-6-103 to report incidents of abuse or neglect.

Signee acknowledges that the State of Tennessee may share information regarding the activities and compliance of the licensee, if the submitted CHOW application is a lessor and/or lessee transaction as described in the above Ownership of Business section of this application.

[Signature]
Applicant Signature

CEO
Title

2/21/24
Date

STATE OF TENNESSEE

County of Nashua

The above named applicant (print name) Shimen Ideli, being by me duly sworn on his/her oath, deposes and says that he/she has read the forgoing application and knows the contents thereof: that the statements concerning the above named facility or agency, therein contained, are correct and true to his/her own knowledge.

Subscribed to and sworn to on this 21 day of February 2024
Month Year

JOSEPH LIEBERMAN
Notary Public, State of New York
Reg. No. 01LI6338012
Qualified in Kings County
Commission Expires February 29, 2024

Notary Public: [Signature]

My commission expires: 2/29/24



CHANGE OF OWNERSHIP (CHOW) APPROVAL/DENIAL FORM
(For Health Facilities Commission USE ONLY)

Instructions: This form is to be completed upon receipt of a CHOW application for all facility types. The effective date of a change of ownership will be the date the closing documents are signed & dated by seller/buyer or lessee; or the date recommended by the Regional Office if occurring after the date of the signed closing documents.

Facility Type: Assisted Living Facility County: Davidson

Facility Name (Current D/B/A): McKendree Village

Facility Name (New D/B/A if applicable): The McKendree Senior Living

Street Address: 4347 Lebanon Rd

City/State/Zip Code: Hermitage, TN 37076

Health Licensure Last Survey Date: 10/1/22 Annual or Complaint (circle one) Survey 9/14/23

****Review of three (3) year survey history including both annual and/or complaint surveys**

Outstanding Complaint(s): Y or N (circle one; if yes, proceed to next question)

Number of Outstanding Complaint(s): 0

Date(s) of Outstanding Complaint(s): _____

Life Safety Last Survey Date: 10/1/22 Annual or Complaint (circle one) Survey

****Review of three (3) year survey history including both annual and/or complaint surveys**

Outstanding Complaint(s): Y or N (circle one; if yes, proceed to next question)

Number of Outstanding Complaint(s): 0

Date(s) of Outstanding Complaint(s): _____

Approved: ✓ Denied: _____

Reason for denial: _____

Recommended CHOW Approval Date: 6/1/24

Gail Lanigan
Regional Administrator Signature

5/14/24
Date



State of Tennessee

Health Facilities Commission

665 Mainstream Drive, 2nd Floor, Nashville, TN 37243

www.tn.gov/hfc

Phone: 615-741-7221

May 16, 2024

Sent Via Email

Daphney Grisham
The Mckendree Village Senior Living
4347 Lebanon Road
Hermitage, Tennessee 37076

Dear Administrator:

License number 237 has been initially approved due to the change of ownership for Mckendree Village pending completion and submission of the Bill of Sale; effective the date of the closing document(s) is signed and dated by the seller/ buyer or lessee. The previous owner of the facility was Nashville Senior Care, LLC. The new owner of the facility is McKendree ALF Operations, LLC.

The administrator of this facility is Daphney Grisham.

For certification purposes, please be advised that it is your responsibility to contact your Health Care Facility's Middle regional office to make changes to your Medicare/Medicaid participation including a name change of the facility. The phone number is 615-532-7000.

Please contact me if I can be of further assistance.

Sincerely,

Victoria Salmeri

Victoria Salmeri, A.S.A II
Health Facilities Commission
665 Mainstream Drive, 2nd Floor
Nashville, TN 37243
p. 615-741-7300
Victoria.salmeri@tn.gov



State of Tennessee
Health Facilities Commission
665 Mainstream Drive, 2nd Floor, Nashville, TN 37243
www.tn.gov/hfc Phone: 615-741-7221

July 2, 2024

Sent Via Email

The Mckendree Senior Living
4347 Lebanon Road
Hermitage, Tennessee 37076

Dear Administrator:

This letter acknowledges receipt of the application and fee for a change of ownership for The Mckendree Senior Living Assisted Care Living Facility, license number 237, located at 4347 Lebanon Road Hermitage, Tennessee 37076.

A closing document showing the effective date of transfer to the new owner must be submitted to this office after the transaction is finalized. Prior to issuing a license the charter will be verified with the office of the Secretary of State in Tennessee to ensure that the legal entity is registered as a Limited Liability Company.

Your application and fee will be held in a pending status until your application is recommended by the regional office for a change of ownership. Once the recommendation for a change of ownership is received from the regional office you will be initially approved, and your application will then be presented before the **Board for Licensing Health Care Facilities** for ratification at the next regularly scheduled board meeting.

This application will only be good for one (1) year from the date of receipt. If the change of ownership has not occurred within that one (1) year period you will be required to submit a new application and fee, unless you have contacted our office in writing extending your application.

Should you have any questions or need further assistance please feel free to contact me at (615) 741-7221.

Sincerely,

Victoria Salmeri

Victoria Salmeri, A.S.A II
Health Facilities Commission
665 Mainstream Drive, 2nd Floor
Nashville, TN 37243
p. 615-741-7300
Victoria.salmeri@tn.gov



State of Tennessee

Health Facilities Commission

665 Mainstream Drive, 2nd Floor, Nashville, TN 37243

www.tn.gov/hsda Phone: 615-741-7221

MEMO

To: Gail Lanigan, Middle Tennessee Regional Office Administrator (emailed)

From: Victoria Salmeri

Date: May 1, 2024

Subject: CHOW

A change of ownership will be occurred on or about June 1, 2024 for McKendree ALF Operations, LLC who will be doing business as (d/b/a) The McKendree Senior Living 4347 Lebanon Road Hermitage, Tennessee 37076. This facility was previously owned by Nashville Senior Care, LLC (Lic #237).

Please review your files to determine if there has been a survey conducted within the last fifteen (15) months with no major deficiencies. If a survey has not been conducted due to the facility being accredited, please review the file to determine if there have been any complaints that would prevent a recommendation for approval of the change of ownership at this time

If you are unable to approve this change of ownership due to the survey being beyond the fifteen (15) months, please schedule an on-site survey as soon as possible.

If you have any questions, please call me at 615-741-7300 or email me at Victoria.Salmeri@tn.gov.

**OFFICE OF HEALTHCARE FACILITIES, LICENSURE DOES
NOT HAVE TO WAIT FOR AN APPROVED 855 TO MOVE
FORWARD, IF APPLICABLE.**

LETTER OF INTENT

February 22, 2024

Via mail

Nashville Senior Care, LLC
4347 Lebanon Rd
Hermitage, TN 37090

Re: Proposal to Buy the Assets of Nashville Senior Care, LLC

To Whom It May Concern:

This letter sets forth the principal terms of a proposal being considered by McKendree ALF Operations, LLC ("Buyer") regarding its possible acquisition of the assets of Nashville Senior Care, LLC ("Seller").

This letter is not binding on either Buyer or Seller. It merely sets forth the general terms and conditions as currently contemplated by the parties for the proposed transaction (the "Proposed Transaction") and is subject to, among other things, Buyer and Seller executing a definitive purchase agreement for the Proposed Transaction. Based on the foregoing and information currently known to Buyer, Buyer proposes the following terms:

1. On or about May 1, 2024, Buyer shall acquire the assets Seller for a price to later be determined.
2. As the result of the Proposed Transaction, Buyer shall become the owner and operator of McKendree Village, a licensed assisted care living facility located at 4347 Lebanon Rd, Hermitage, TN 37090 (the "Facility"), as well as all other assets of Seller used in operation of the Facility (together, with the Facility, the "Assets").

Upon acceptance by Seller of this letter, Buyer's counsel will promptly commence the drafting of a definitive purchase agreement for submission to Seller and its counsel for review. Buyer and Seller will each be responsible for and bear all of its respective costs and expenses incurred in connection with pursuing or consummating the Proposed Transaction.

If the foregoing is acceptable to you, please sign and return the enclosed copy of this letter.

Very truly yours,
McKendree ALF Operations, LLC

By: [Signature]

Name: Shirley Hells

Title: CEO

Accepted and Agreed to:

Nashville Senior Care, LLC

By: [Signature]

Name: Thomas D. Johnson

Title: Ex DIR

Holland & Knight

Nashville City Center | 511 Union Street, Suite 2700 | Nashville, TN 37219 | T 615.244.6380 | F 615.244.6804
Holland & Knight LLP | www.hklaw.com

Jane Feist
+1 615-850-8748
Jane.Feist@hklaw.com

April 23, 2024

VIA EMAIL

Tennessee Dept. of Health
Office of Health Care Facilities
665 Mainstream Drive
Second Floor
Nashville, TN 37243

Victoria.Salmeri@tn.gov

**Re: Updated Closing Date Change of Ownership Application – Acquisition of
McKendree Village (License No. 00000000237)**

Ms. Salmeri:

I am writing regarding the Assisted Care Living Facility Change of Ownership Application that was submitted on behalf of McKendree ALF Operations LLC (the “Buyer”), regarding the change of ownership transaction between Nashville Senior Care, LLC (the “Seller”) and Buyer. Seller currently holds owns a nursing home doing business as McKendree Village, located at 4347 Lebanon Rd., Hermitage TN 37090 (the “Facility”). The Facility has been issued license number 0000000237 by the Department of Health (the “Department”).

When the application was submitted the parties initially intended to close the transaction on May 1, 2024. The parties have agreed to change the closing date to June 1, 2024.

Should you have any questions or require any additional information, please do not hesitate to contact me at jane.feist@hklaw.com or (615)-850-8748. Thank you in advance.

Sincerely,



Jane Feist

Holland & Knight

Nashville City Center | 511 Union Street, Suite 2700 | Nashville, TN 37219 | T 615.244.6380 | F 615.244.6804
Holland & Knight LLP | www.hklaw.com

Jane Feist
+1 615-850-8748
Jane.Feist@hklaw.com

RECEIVED FEB 23 2024

February 21, 2024

VIA OVERNIGHT COURIER

Tennessee Dept. of Health
Office of Health Care Facilities
665 Mainstream Drive
Second Floor
Nashville, TN 37243

Re: **Change of Ownership Application – Acquisition of McKendree Village (License No. ACL0000000237)**

To Whom It May Concern:

On behalf of Mckendree ALF Operations LLC (the “Buyer”), please find enclosed an Assisted Care Living Facility Change of Ownership Application in connection with an anticipated change of ownership transaction between Nashville Senior Care, LLC (the “Seller”) and Buyer. Seller currently holds owns an assisted care living facility doing business as McKendree Village, located at 4347 Lebanon Rd., Hermitage TN 37090 (the “Facility”). The Facility has been issued license number ACL0000000237 by the Department of Health (the “Department”).

Buyer anticipates acquiring the operations of the Facility from the Seller effective May 1, 2024 (the “Transaction”). Based on our research and conversations with the Department, we understand that the Transaction necessitates the submission of a Change of Ownership application. To that end, please find the following documents and information enclosed with this letter:

- A check made out to the Tennessee Office of Health Care Facilities in the amount of \$1,820.00;
- A completed Assisted Care Living Facility Change of Ownership Application; and
- A Letter of Intent authorizing the sale of the Facility’s Operations.

Tennessee Dept. of Health
February 21, 2024
Page 2

Please note that we have not disclosed any individual owners, partners or directors in response to item 1.d under the Ownership of Business Section. This is because the Buyer, as a limited liability company, does not have directors and there are no individual owners or partners of Buyer.

At this time, Buyer has not selected a facility name. We will update the Department as soon as a facility name has been selected.

Should you have any questions or require any additional information, please do not hesitate to contact me at jane.feist@hklaw.com or (615)-850-8748. Thank you in advance.

Sincerely,

Jane Feist

BILL OF SALE

Nashville Senior Care, LLC, a Tennessee nonprofit limited liability company ("Old Operator"), in consideration of the Ten and No/100 Dollars, receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over to McKendree ALF Operations, LLC, a Nevada limited liability company ("New Operator") as of June 18th, 2024, all of its right, title and interest in and to the following described personal property, to-wit:

All of the Operating Assets, as defined in that certain Operations Transfer Agreement by and among the Old Operator and certain affiliates of Old Operator and New Operator and certain affiliates of New Operator, dated as of June 18th, 2024 (the "OTA") which may be transferred pursuant to a bill of sale and are utilized in the operations of that certain assisted living facility located at 4347 Lebanon Rd, Hermitage, TN 37090.

Old Operators hereby represent and warrant to New Operators that Old Operators are the absolute owner of said property and assets that said property and assets are free and clear of all liens, charges and encumbrances, other than Permitted Encumbrances (as defined in that certain Asset Purchase Agreement dated as of August 4, 2023 by and between Cincinnati Senior Care, LLC, Dayton Senior Care, LLC, Florida Senior Living, LLC, Nashville Senior Care, LLC, Sebring Senior Living, Inc., and Waynesboro Healthcare, LLC and Cascasis LLC (the "APA")), and that Old Operators have full right, power and authority to sell said personal property and to make this Bill of Sale. Except as set forth in the OTA, all warranties of quality, fitness and merchantability are hereby excluded.

Capitalized terms not otherwise defined in the Bill of Sale have the meanings ascribed to such terms in the APA

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their duly authorized representatives, effective as of the day and year first written above.

OLD OPERATOR:

NASHVILLE SENIOR CARE, LLC

By: _____
Name: Thomas Johnson
Title: Executive Director

NEW OPERATOR:

MCKENDREE ALF OPERATIONS, LLC

By: _____
Name: Shimon Idels
Title: Authorized Representative