COPY

Woodridge of West Tennessee, LLC

CN1610-037

Woodridge of West Tennessee, LLC
Addition of 16 beds to Oak Hills Behavioral Center

Certificate of Need Application
October 14, 2016

State of Tennessee
Health Services and Development Agency
Andrew Jackson Building, 9th Floor, 502 Deaderick Street, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-2364 Fax: 615-741-9884

CERTIFICATE OF NEED APPLICATION

SECTION A: APPLICANT PROFILE

1. *Name of Facility, Agency, or Institution*

Woodridge of West Tennessee, LLC
Name

49 Old Hickory Blvd. — Street or Route
Madison — County

Jackson — City
TN — State
38305 — Zip Code

Website address: www.woodridgecare.com

*Note: The facility's name and address **must be** the name and address of the project and **must be** consistent with the Publication of Intent.*

2. *Contact Person Available for Responses to Questions*

Cecelia Hunt — Name
Executive Vice-President of Operations — Title

Woodridge Behavioral Care — Company Name
ceceliah@woodridgecare.com — Email address

162 Cude Lane — Street or Route
Madison — City
TN — State
37115 — Zip Code

employee — Association with Owner
615-860-9230 — Phone Number
615-860-9228 — Fax Number

NOTE: ***Section A*** is intended to give the applicant an opportunity to describe the project. ***Section B*** addresses how the project relates to the criteria for a Certificate of Need by addressing: Need, Economic Feasibility, and the Contribution to the Orderly Development of Health Care.

Please answer all questions on ***8½" X 11" white paper, clearly typed and spaced, single or double-sided, in order and sequentially numbered. In answering, please type the question and the response.*** All questions must be answered. If an item does not apply, please indicate *"N/A" (not applicable)*. ***Attach appropriate documentation as an Appendix at the end of the application and reference the applicable Item Number on the attachment, i.e., Attachment***

A.1, A.2, etc. The last page of the application should be a completed signed and notarized affidavit.

3. SECTION A: EXECUTIVE SUMMARY

A. Overview

Please provide an overview not to exceed three pages in total explaining each numbered point.

1) Description – Address the establishment of a health care institution, initiation of health services, bed complement changes, and/or how this project relates to any other outstanding but unimplemented certificates of need held by the applicant;

The applicant, Woodridge of West Tennessee, LLC ("WWT"), is seeking to expand its existing mental health hospital in order to serve children and adolescents. WWT is a wholly-owned subsidiary of Woodridge Behavioral Care, LLC ("Woodridge") headquartered in Madison, Tennessee. Woodridge is a behavioral health care provider bringing a broad range of integrated services to the communities it serves. Woodridge has residential treatment centers, group homes, and an acute care hospital for children and adolescents in Jackson, TN, West Memphis, AR, Forrest City, AR, and Waynesville, MO. Woodridge has a total of 262 licensed beds for children in its residential treatment centers, acute care hospital, and group homes. Woodridge's psychiatric treatment centers and hospitals offer treatment of children and adolescents having difficulty with psychiatric, behavioral and emotional issues, and co-occurring disorders.

Woodridge currently owns and operates Madison Oaks Academy and Oak Hills Behavioral Center ("Oak Hills") in Jackson. The facilities are on the same campus, which was formerly an acute care hospital. The proposed project will be in a currently unused wing of the same building. Madison Oaks is a residential treatment center for adolescents with behavioral disorders. The first adolescent resident was admitted in September of 2007 and the center began with programming that provided comprehensive treatment services to females, ages 12 to 18 years. As the need grew, sections of the building were remodeled to accept male adolescent patients. Today, Madison Oaks has 73 licensed beds with adequate space for new development. Oak Hills is an inpatient psychiatric hospital with 16 beds serving geriatric patients. Oak Hills received a Certificate of Need in 2013 and admitted its first patient in April of 2015. WWT proposes to add 16 beds to Oak Hills to serve pediatric psychiatric patients and their families who currently have to travel to Nashville or Memphis for care. This 90-130 mile travel distance is an unacceptable hardship and burden on the patient and on the families and caregivers of this very fragile population. Currently, an acute mental health patient has to be transported for over an hour and a half in their most vulnerable and delicate state, either in a parents' care or by EMS or police. When EMS or police provide the transportation, those emergency personnel can be out of service for several hours.

The Madison Oaks/Oak Hills building is a former hospital and is large enough to accommodate the full continuum of care of psychiatric services beyond the programs currently in place. The adolescent residential program occupies the second level of the building, and the geriatric psychiatric unit occupies one nursing unit on the first floor of the building, leaving 3 unoccupied nursing units on the first floor for future

development. WWT proposes to add a child and adolescent psychiatric unit ("Pediatric Unit") in one of the 3 available nursing units to address the needs of the pediatric population in the Jackson, Tennessee market area. WWT will renovate approximately 8,800 square feet of space to meet current standards.

Jackson and the surrounding counties have no inpatient pediatric psychiatric programs. The nearest units are in Shelby and Davidson Counties – at Saint Francis Hospital, Lakeside Behavioral Health System, Crestwyn Behavioral Health, Vanderbilt Psychiatric Hospital, and TriStar Skyline Medical Center Madison Campus. The population of the service area is over 510,000. More than 110,000 of these residents are under the age of 18. This project would add to the existing community resources and allow children and adolescents needing psychiatric care to receive the full continuum of care closer to home and closer to their natural support system and family. Research consistently shows that family involvement in treatment leads to better treatment outcomes. The proposed project supports family involvement by bringing the treatment location closer to the patients' homes. Providing services closer to patients' homes is particularly important in this service area which is poorer than the state average, making travel to Memphis or Nashville especially burdensome for families. With the proposed project, Woodridge is trying to eliminate barriers to care for some of the state's most vulnerable patients – disadvantaged children with mental health problems.

The typical support services and hotel services needed to operate a Pediatric Unit are already available within the facility supporting the adolescent residential units. Local physicians and acute care hospitals are immediately available to Oak Hills for unexpected medical needs of patients.

Future plans for the Madison Oaks/Oak Hills campus may include expansion of the geriatric acute unit, the addition of an acute adult psychiatric service, and an acute detox and chemical dependency treatment unit. WWT plans to add outpatient services to the geriatric program in late 2016 or early 2017. After WWT began treating the geriatric population it became clear that only one aspect of treatment was not sufficient. The organization quickly identified the need for a broader continuum of care. The outpatient program will be designed to support patients in their recovery, either after an acute hospitalization or in an attempt to avoid an acute hospitalization episode.

2) Ownership structure;

Please see Attachment A.3.A.(2).

3) Service area;

The service area includes Madison, Benton, Carroll, Chester, Crockett, Dyer, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, McNairy, Obion, and Weakley Counties.

4) Existing similar service providers;

There are no existing providers of acute, inpatient pediatric psychiatric services in the service area. The nearest providers are in Shelby and Davidson Counties.

5) Project cost;

The Project cost is $1,335,250.

6) Funding;

The Project will be funded out of cash reserves.

7) Financial Feasibility including when the proposal will realize a positive financial margin; and

The Project is financially feasible. Because the project only involves renovation of existing hospital space, construction costs will be minimal. All patients will be pediatric patients; therefore, all will have the ability to pay for services, either through TennCare or commercial insurance. The project will have a profitable run rate by the end of 2017 and will realize a positive financial margin in year 2 (2018).

8) Staffing.

A total of 28.1 FTEs will be required to operate the Pediatric Unit, including 23.6 clinical FTEs and 4.5 non-clinical FTEs.

B. Rationale for Approval

A certificate of need can only be granted when a project is necessary to provide needed health care in the area to be served, can be economically accomplished and maintained, will provide health care that meets appropriate quality standards, and will contribute to the orderly development of adequate and effective health care in the service area. This section should provide rationale for each criterion using the data and information points provided in Section B. of this application. Please summarize in one page or less each of the criteria:

1) Need;

The Project is needed. There are no pediatric psychiatric inpatient units in the service area. Patients currently have to travel between 90 and 130 miles from Jackson to either Memphis or Nashville for inpatient care. (The time and distance can be significantly greater for patients in the more rural counties.) This is particularly detrimental for pediatric patients for whom family support and therapy are essential. The population of the service area is poorer that the state average. Families simply cannot afford to miss work and pay for travel to Memphis or Nashville.

2) Economic Feasibility;

The project will be funded from cash reserves and is projected to be profitable in year 2. Construction costs are minimal because the facility will be renovated.

3) Appropriate Quality Standards; and

The project will meet or exceed all quality of care standards. The existing geriatric psychiatric unit is Joint Commission accredited, and the pediatric unit will likewise be

accredited by the Joint Commission. Woodridge strives to provide the highest level of care to each patient and family served – implementing research and evidence-based treatment programs to provide the best possible outcome. Woodridge brings significant experience with child and adolescent psychiatric care to this project.

4) Orderly Development to adequate and effective health care.

This project will contribute to the orderly development of adequate and effective health care. There are no providers of acute pediatric psychiatric services in the service area. Patients are currently traveling a minimum of 90 miles for services.

C. Consent Calendar Justification

If Consent Calendar is requested, please provide the rationale for an expedited review.

A request for Consent Calendar must be in the form of a written communication to the Agency's Executive Director at the time the application is filed.

4. SECTION A: PROJECT DETAILS

A. ***Owner of the Facility, Agency or Institution***

Woodridge of West Tennessee, LLC — Name
615-860-9230 — Phone Number
162 Cude Lane — Street or Route
Davidson — County
Madison — City
TN — State
37115 — Zip Code

B. ***Type of Ownership of Control (Check One)***

A.	Sole Proprietorship		F.	Government (State of TN or Political Subdivision)	
B.	Partnership		G.	Joint Venture	
C.	Limited Partnership		H.	Limited Liability Company	X
D.	Corporation (For Profit)		I.	Other (Specify)_____	
E.	Corporation (Not-for-Profit)				

Attach a copy of the partnership agreement, or corporate charter and certificate of corporate existence. Please provide documentation of the active status of the entity from the Tennessee Secretary of State's web-site at https://tnbear.tn.gov/ECommerce/FilingSearch.aspx. **Attachment Section A-4B.**

Describe *the existing or proposed ownership structure of the applicant, including an ownership structure organizational chart. Explain the corporate structure and the manner in which all entities of the ownership structure relate to the applicant. As applicable, identify the members of the ownership entity and each member's percentage of ownership, for those members with 5% ownership (direct or indirect) interest.*

5. *Name of Management/Operating Entity (If Applicable)*

N/A — Name

Street or Route

County

City

State

Zip Code

Website address: _____

For new facilities or existing facilities *without a current management agreement, attach a copy of a draft management agreement that at least includes the anticipated scope of management services to be provided, the anticipated term of the agreement, and the anticipated management fee payment methodology and schedule. For facilities with existing management agreements, attach a copy of the fully executed final contract.* **Attachment Section A-5**.

6A. ***Legal Interest in the Site of the Institution*** ***(Check One)***

A.	Ownership	X	D.	Option to Lease	_____
B.	Option to Purchase	_____	E.	Other (Specify) _____	_____
C.	Lease of _____ Years	_____		_____	

Check appropriate line above: *For applicants or applicant's parent company/owner that currently own the building/land for the project location, attach a copy of the title/deed. For applicants or applicant's parent company/owner that currently lease the building/land for the project location, attach a copy of the fully executed lease agreement. For projects where the location of the project has not been secured, attach a fully executed document including Option to Purchase Agreement, Option to Lease Agreement, or other appropriate documentation. Option to Purchase Agreements* ***must include*** *anticipated purchase price. Lease/Option to Lease Agreements* ***must include*** *the actual/anticipated term of the agreement* ***and*** *actual/anticipated lease expense. The legal interests described herein* ***must be valid*** on the date of the Agency's consideration of the certificate of need application.

A copy of the deed is attached as Attachment A.6.A.

6B. Attach **a copy of the site's plot plan, floor plan, and if applicable, public transportation route to and from the site** on an 8 1/2" x 11" sheet of white paper, single or double-sided. ***DO NOT SUBMIT BLUEPRINTS***. Simple line drawings should be submitted and need not be drawn to scale.

1) Plot Plan **must include**:

   a. Size of site (***in acres***);

   b. Location of structure on the site;

   c. Location of the proposed construction/renovation; and

   d. Names of streets, roads or highway that cross or border the site.

2) Attach a floor plan drawing for the facility which includes legible labeling of patient care rooms (noting private or semi-private), ancillary areas, equipment areas, etc. On an 8 ½ by 11 sheet of paper or as many as necessary to illustrate the floor plan.

3) Describe the relationship of the site to public transportation routes, if any, and to any highway or major road developments in the area. Describe the accessibility of the proposed site to patients/clients.

   Oak Hills is located in the central Jackson area. It is next to two major highways (45 and 412) and Interstate 40. Bus transportation is available throughout Jackson. See Attachment 6B-3.

Attachments A.6.B.(1), A.6.B.(2), and A.6.B.(3).

7. ***Type of Institution*** ***(Check as appropriate--more than one response may apply)***

A. Hospital (Specify)_____ _____
B. Ambulatory Surgical Treatment Center (ASTC), Multi-Specialty _____
C. ASTC, Single Specialty _____
D. Home Health Agency _____
E. Hospice _____
F. Mental Health Hospital __X__
G. Intellectual Disability Institutional Habilitation Facility ICF/IID _____
H Nursing Home _____
I. Outpatient Diagnostic Center _____
J. Rehabilitation Facility _____
K. Residential Hospice _____
L. Nonresidential Substitution-Based Treatment Center for Opiate Addiction _____
M. Other (Specify)_____ _____
_____

Check appropriate lines(s).

8. **Purpose of Review** ***(Check appropriate lines(s) – more than one response may apply)***

A. New Institution _____
B. Modifying an ASTC with limitation still required per CON _____
C. Addition of MRI Unit _____
D. Pediatric MRI _____
E. Initiation of Health Care Service as defined in T.C.A. §68-11-1607(4) (Specify) _____
F. Change in Bed Complement __X__
[Please note the type of change by underlining the appropriate response: Increase, Decrease, Designation, Distribution, Conversion, Relocation]
G. Satellite Emergency Dept. _____
H. Change of Location _____
I. Other (Specify)_____ _____
_____

9. **Medicaid/TennCare, Medicare Participation**

MCO Contracts [Check all that apply]

_X_AmeriGroup _X_United Healthcare Community Plan _X_BlueCare ___TennCare Select

Medicare Provider Number 444023

Medicaid Provider Number 210599125

Certification Type hospital

If a new facility, will certification be sought for Medicare and/or Medicaid/TennCare?

Medicare __Yes __No __N/A Medicaid/TennCare __Yes __No __N/A

10. Bed Complement Data

A. Please indicate current and proposed distribution and certification of facility beds.

	Current Licensed	Beds Staffed	Beds Proposed	*Beds Approved	**Beds Exempted	TOTAL Beds at Completion
1) Medical						
2) Surgical						
3) ICU/CCU						
4) Obstetrical						
5) NICU						
6) Pediatric						
7) Adult Psychiatric						
8) Geriatric Psychiatric	16	16				16
9) Child/Adolescent Psychiatric	0	0	16			16
10) Rehabilitation						
11) Adult Chemical Dependency						
12) Child/Adolescent Chemical Dependency						
13) Long-Term Care Hospital						
14) Swing Beds						
15) Nursing Home – SNF (Medicare only)						
16) Nursing Home – NF (Medicaid only)						
17) Nursing Home – SNF/NF (dually certified Medicare/Medicaid)						
18) Nursing Home – Licensed (non-certified)						
19) ICF/IID						
20) Residential Hospice						
TOTAL	16	16	16			32

**Beds approved but not yet in service* ***Beds exempted under 10% per 3 year provision*

B. Describe the reasons for change in bed allocations and describe the impact the bed change will have on the applicant facility's existing services. *The applicant proposes to add 16 beds. This addition will not affect any existing services because the space is currently unused.*

C. Please identify all the applicant's outstanding Certificate of Need projects that have a licensed bed change component. If applicable, complete chart below. N/A

CON Number(s)	CON Expiration Date	Total Licensed Beds Approved
N/A		

11. Home Health Care Organizations – Home Health Agency, Hospice Agency (excluding Residential Hospice), identify the following by checking all that apply:

	Existing Licensed County	Parent Office County	Proposed Licensed County		Existing Licensed County	Parent Office County	Proposed Licensed County
Anderson	☐	☐	☐	Lauderdale	☐	☐	☐
Bedford	☐	☐	☐	Lawrence	☐	☐	☐
Benton	☐	☐	☐	Lewis	☐	☐	☐
Bledsoe	☐	☐	☐	Lincoln	☐	☐	☐
Blount	☐	☐	☐	Loudon	☐	☐	☐
Bradley	☐	☐	☐	McMinn	☐	☐	☐
Campbell	☐	☐	☐	McNairy	☐	☐	☐
Cannon	☐	☐	☐	Macon	☐	☐	☐
Carroll	☐	☐	☐	Madison	☐	☐	☐
Carter	☐	☐	☐	Marion	☐	☐	☐
Cheatham	☐	☐	☐	Marshall	☐	☐	☐
Chester	☐	☐	☐	Maury	☐	☐	☐
Claiborne	☐	☐	☐	Meigs	☐	☐	☐
Clay	☐	☐	☐	Monroe	☐	☐	☐
Cocke	☐	☐	☐	Montgomery	☐	☐	☐
Coffee	☐	☐	☐	Moore	☐	☐	☐
Crockett	☐	☐	☐	Morgan	☐	☐	☐
Cumberland	☐	☐	☐	Obion	☐	☐	☐
Davidson	☐	☐	☐	Overton	☐	☐	☐
Decatur	☐	☐	☐	Perry	☐	☐	☐
DeKalb	☐	☐	☐	Pickett	☐	☐	☐
Dickson	☐	☐	☐	Polk	☐	☐	☐
Dyer	☐	☐	☐	Putnam	☐	☐	☐
Fayette	☐	☐	☐	Rhea	☐	☐	☐
Fentress	☐	☐	☐	Roane	☐	☐	☐
Franklin	☐	☐	☐	Robertson	☐	☐	☐
Gibson	☐	☐	☐	Rutherford	☐	☐	☐
Giles	☐	☐	☐	Scott	☐	☐	☐
Grainger	☐	☐	☐	Sequatchie	☐	☐	☐
Greene	☐	☐	☐	Sevier	☐	☐	☐
Grundy	☐	☐	☐	Shelby	☐	☐	☐
Hamblen	☐	☐	☐	Smith	☐	☐	☐
Hamilton	☐	☐	☐	Stewart	☐	☐	☐
Hancock	☐	☐	☐	Sullivan	☐	☐	☐
Hardeman	☐	☐	☐	Sumner	☐	☐	☐
Hardin	☐	☐	☐	Tipton	☐	☐	☐
Hawkins	☐	☐	☐	Trousdale	☐	☐	☐
Haywood	☐	☐	☐	Unicoi	☐	☐	☐
Henderson	☐	☐	☐	Union	☐	☐	☐
Henry	☐	☐	☐	Van Buren	☐	☐	☐
Hickman	☐	☐	☐	Warren	☐	☐	☐
Houston	☐	☐	☐	Washington	☐	☐	☐
Humphreys	☐	☐	☐	Wayne	☐	☐	☐
Jackson	☐	☐	☐	Weakley	☐	☐	☐
Jefferson	☐	☐	☐	White	☐	☐	☐
Johnson	☐	☐	☐	Williamson	☐	☐	☐
Knox	☐	☐	☐	Wilson	☐	☐	☐
Lake	☐	☐	☐				

12. Square Footage and Cost Per Square Footage Chart

Unit/Department	Existing Location	Existing SF	Temporary Location	Proposed Final Location	Proposed Final Square Footage		
					Renovated	New	Total
Child and Adolescent Dept.	NA	NA	NA	NW Wing of 1st floor	8818	0	8818
Unit/Department GSF Sub-Total					8818	0	8818
Other GSF Total					0	0	0
Total GSF					8818	0	8818
*Total Cost					$1,102,250.00	0	$1,102,250.00
**Cost Per Square Foot					$125		$125
Cost per Square Foot Is Within Which Range *(For quartile ranges, please refer to the Applicant's Toolbox on www.tn.gov/hsda)*					■ Below 1st Quartile ☐ Between 1st and 2nd Quartile ☐ Between 2nd and 3rd Quartile ☐ Above 3rd Quartile	☐ Below 1st Quartile ☐ Between 1st and 2nd Quartile ☐ Between 2nd and 3rd Quartile ☐ Above 3rd Quartile	■ Below 1st Quartile ☐ Between 1st and 2nd Quartile ☐ Between 2nd and 3rd Quartile ☐ Above 3rd Quartile

* The Total Construction Cost should equal the Construction Cost reported on line A5 of the Project Cost Chart.

** Cost per Square Foot is the construction cost divided by the square feet. Please do not include contingency costs.

13. MRI, PET, and/or Linear Accelerator

1. Describe the acquisition of any Magnetic Resonance Imaging (MRI) scanner that is adding a MRI scanner in counties with population less than 250,000 or initiation of pediatric MRI in counties with population greater than 250,000 and/or
2. Describe the acquisition of any Positron Emission Tomographer (PET) or Linear Accelerator if initiating the service by responding to the following:

A. Complete the chart below for acquired equipment.

☐ Linear Accelerator	Mev _____ Types:	☐ SRS ☐ IMRT ☐ IGRT ☐ Other _____	
	Total Cost*: _____	☐ By Purchase ☐ By Lease	Expected Useful Life (yrs) ___
	☐ New ☐ Refurbished	☐ If not new, how old? (yrs)	____
☐ MRI	Tesla: ___ Magnet:	☐ Breast ☐ Extremity ☐ Open ☐ Short Bore ☐ Other _____	
	Total Cost*: _____	☐ By Purchase ☐ By Lease	Expected Useful Life (yrs) ___
	☐ New ☐ Refurbished	☐ If not new, how old? (yrs)	____
☐ PET	☐ PET only ☐ PET/CT ☐ PET/MRI		
	Total Cost*: _____	☐ By Purchase ☐ By Lease	Expected Useful Life (yrs) ___
	☐ New ☐ Refurbished	☐ If not new, how old? (yrs)	____

* As defined by Agency Rule 0720-9-.01(13)

B. In the case of equipment purchase, include a quote and/or proposal from an equipment vendor. In the case of equipment lease, provide a draft lease or contract that at least includes the term of the lease and the anticipated lease payments along with the fair market value of the equipment.

C. Compare lease cost of the equipment to its fair market value. Note: Per Agency Rule, the higher cost must be identified in the project cost chart.

D. Schedule of Operations:

Location	Days of Operation	Hours of Operation

	(*Sunday through Saturday*)	(*example: 8 am – 3 pm*)
Fixed Site *(Applicant)*	_____	_____
Mobile Locations *(Applicant)*	_____	_____
(Name of Other Location)	_____	_____
(Name of Other Location)		

E. Identify the clinical applications to be provided that apply to the project.

F. If the equipment has been approved by the FDA within the last five years provide documentation of the same.

SECTION B: GENERAL CRITERIA FOR CERTIFICATE OF NEED

In accordance with T.C.A. § 68-11-1609(b), "no Certificate of Need shall be granted unless the action proposed in the application for such Certificate is necessary to provide needed health care in the area to be served, can be economically accomplished and maintained, will provide health care that meets appropriate quality standards, and will contribute to the orderly development of health care." Further standards for guidance are provided in the State Health Plan developed pursuant to
T.C.A. § 68-11-1625.

The following questions are listed according to the four criteria: (1) Need, (2) Economic Feasibility, (3) Applicable Quality Standards, and (4) Contribution to the Orderly Development of Health Care. Please respond to each question and provide underlying assumptions, data sources, and methodologies when appropriate. *Please type each question and its response on an 8 1/2" x 11" white paper, single-sided or double sided*. All exhibits and tables must be attached to the end of the application in correct sequence identifying the question(s) to which they refer, unless specified otherwise. ***If a question does not apply to your project, indicate "Not Applicable (NA)."***

QUESTIONS

NEED

1. Provide a response to each criterion and standard in Certificate of Need Categories in the State Health Plan that are applicable to the proposed project. Criteria and standards can be obtained from the Tennessee Health Services and Development Agency or found on the Agency's website at http://www.tn.gov/hsda/article/hsda-criteria-and-standards.

    a. *Need. The total child and adolescent population of the service area is 113,107. There are no existing child or adolescent psychiatric beds in the service area; therefore, there is a need for 34 beds (30 beds per 100,000 children and adolescents). The applicant proposes to add 16 beds.*

    b. *Service Area. The service area is reasonable and corresponds to the service area for the applicant's existing geriatric psychiatric unit. The proposed service area encompasses much of west Tennessee, which is, generally, more rural and poorer than other parts of Tennessee.*

    c. *Relationship to Existing Applicable Plans. The proposed service fits into the existing State Health Plan by providing services to a population that currently has to travel significant distances to receive services. The proposed child and adolescent psychiatric unit will not have an impact on any state-funded programs because Tennessee's mental health institutes do not serve children or adolescents. The proposed unit will provide acute services and will accept involuntary admissions. Because the proposed unit will serve only children and adolescents, it will participate in TennCare but not in Medicare. The*

geriatric unit participates in Medicare. The applicant will contract with all three TennCare MCOs in the service area.

d. *Relationship to Existing Similar Services in the Area. There are no inpatient child and adolescent services in the proposed services area. The proposed services will add an important service to the existing community resources, including residential and outpatient services.*

e. *Feasibility. The applicant already operates a licensed geriatric psychiatric unit and is confident that it will satisfy the licensure requirements for the child and adolescent unit.*

2. Describe the relationship of this project to the applicant facility's long-range development plans, if any, and how it relates to related previously approved projects of the applicant.
The applicant has long range plans to provide more psychiatric services on the Madison Oaks / Oak Hills campus, including adult acute services and chemical dependence services. The same campus already includes a geriatric psychiatric unit, which was approved in 2013 and opened in 2015, and an adolescent residential treatment center.

3. Identify the proposed service area and justify the reasonableness of that proposed area. Submit a county level map for the Tennessee portion of the service area using the map on the following page, clearly marked to reflect the service area as it relates to meeting the requirements for CON criteria and standards that may apply to the project. Please include a discussion of the inclusion of counties in the border states, if applicable. *The proposed service area is reasonable. It includes a few more counties than the service area for the geriatric unit because there are other geriatric units in west Tennessee. There are no pediatric acute beds between Memphis and Nashville. The service area does not include any counties in border states.*
Attachment – Section – Need-3.

Please complete the following tables, if applicable: *N/A*

Service Area Counties	Historical Utilization-County Residents	% of total procedures
County #1		
County #2		
Etc.		
Total		100%

Service Area Counties	Projected Utilization-County Residents	% of total procedures
County #1		
County #2		
Etc.		
Total		100%

4. A. 1) Describe the demographics of the population to be served by the proposal.

This project will serve children and adolescents who need inpatient psychiatric care. The population of the service area is poorer and more rural than much of Tennessee. The proposed project will bring services closer to patients who need them and who currently travel to Memphis or Nashville for treatment.

2) Using current and projected population data from the Department of Health, the most recent enrollee data from the Bureau of TennCare, and demographic information from the US Census Bureau, complete the following table and include data for each county in your proposed service area.

Projected Population Data: http://www.tn.gov/health/article/statistics-population

TennCare Enrollment Data: http://www.tn.gov/tenncare/topic/enrollment-data

Census Bureau Fact Finder:
http://factfinder.census.gov/faces/nav/jsf/pages/index.xhtml

Demographic Variable/ Geographic Area	Department of Health/Health Statistics						
	Total Population-Current Year[1]	Total Population-Projected Year	Total Population-% Change	*Target Population-Current Year	*Target Population-Project Year	*Target Population-% Change	Target Population Projected Year as % of Total
Madison County	103,234	104,799	1.5	24,762	25,039	1.1	23.9
Benton County	16,672	16,711	0.2	3,098	3,045	-1.7	18.2
Carroll County	28,380	28,298	-0.3	6,107	6,000	-1.8	21.2
Chester County	18,260	18,633	2	3,959	3,913	-1.2	21
Crockett County	14,884	14,982	0.7	3,567	3,570	0.2	23.8
Dyer County	39,306	39,607	0.8	9,295	9,316	0.2	23.5
Gibson County	51,394	51,934	1.1	12,355	12,372	0.1	23.8
Hardeman County	27,283	27,284	0	5,383	5,270	-2.1	19.3
Hardin County	26,557	26,680	0.5	5,353	5,290	-1.2	19.8
Haywood County	18,410	18,274	-0.7	4,386	4,284	-2.3	23.4

[1] 2015

Henderson County	29,349	29,836	1.7	6,825	6,889	0.9	23.1
Henry County	33,439	33,771	1	6,896	6,846	-0.7	20.3
Lake County	8,299	8,441	1.7	1,250	1,207	-3.4	14.3
McNairy County	27,719	27,486	1.1	5,986	5,921	-1.1	21.5
Obion County	31,692	31,625	-0.2	6,842	6,706	-2.0	21.2
Weakley County	36,066	36,300	0.6	7,043	7,017	-0.4	19.3
Service Area Total	510,944	514,661	0.7	113,107	112,685	-0.4	21.9
State of TN Total	6,812,005	6,962,031	2.2	1,570,687	1,593,967	1.5	22.9

Demographic Variable/ Geographic Area	Bureau of the Census[2]				TennCare	
	Median Age	Median Household Income	Person Below Poverty Level	Person Below Poverty Level as % of Total	TennCare Enrollees[3]	TennCare Enrollees as % of Total
Madison County	37.3	$42,069	19,046	20.1%	26,223	25.4
Benton County	45.9	$34,087	3,521	21.8%	4,442	26.6
Carroll County	42.8	$36,168	5,346	19.4%	8,203	28.9
Chester County	36.6	$41,028	3,229	20%	4,121	22.6
Crockett County	39.9	$37,298	2,549	17.9%	4,212	28.3
Dyer County	40.4	$41,426	5,988	16%	11,367	28.9
Gibson County	39.9	$37,460	9,393	19.3%	13,959	27.2
Hardeman County	40.3	$30,260	5,985	25.9%	7,531	27.6
Hardin County	43.9	$34,084	5,673	22.2%	7,668	28.9
Haywood County	39.7	$33,922	4,297	23.7%	14,550	33
Henderson County	40.5	$38,696	5,702	20.7%	6,071	25.6
Henry County	44.8	$38,694	6,260	19.8%	7,528	25.4

[2] 2014 American Community Survey
[3] As of August 2016

Lake County	39.1	$29,214	1,495	29.7%	2,339	28.2
McNairy County	42.1	$32,214	5,845	22.7%	8,176	29.5
Obion County	41.8	$40,327	5,903	19.1%	8,590	27.7
Weakley County	36.8	$35,845	6,900	21.5%	7,811	21.7
Service Area Total	40.3	$36,733	97,132	19%	142,791	28%
State of TN Total	38.3	$44,621	1,121,344	17.8%	1,553,725	22.8

** Target Population is population that project will primarily serve. For example, nursing home, home health agency, hospice agency projects typically primarily serve the Age 65+ population; projects for child and adolescent psychiatric services will serve the Population Ages 0-19. Projected Year is defined in select service-specific criteria and standards. If Projected Year is not defined, default should be four years from current year, e.g., if Current Year is 2016, then default Projected Year is 2020.*

B. Describe the special needs of the service area population, including health disparities, the accessibility to consumers, particularly the elderly, women, racial and ethnic minorities, and low-income groups. Document how the business plans of the facility will take into consideration the special needs of the service area population.

The project will serve children and adolescents from a service area that is poorer than the state average. Parents cannot afford to travel frequently to and from Memphis or Nashville for family therapy or to visit their children. Adding inpatient pediatric psychiatric services in Madison County will help alleviate this financial burden on families who are already dealing with a difficult situation. Additionally, the service area has a higher percentage of minority residents than the state average, averaging 38.2% minority residents in the service area versus 21.3% for the state as a whole.

5. Describe the existing and approved but unimplemented services of similar healthcare providers in the service area. Include utilization and/or occupancy trends for each of the most recent three years of data available for this type of project. List each provider and its utilization and/or occupancy individually. Inpatient bed projects must include the following data: Admissions or discharges, patient days, average length of stay, and occupancy. Other projects should use the most appropriate measures, e.g., cases, procedures, visits, admissions, etc. This doesn't apply to projects that are solely relocating a service.

N/A. There are no pediatric acute providers in the service area. Compass Intervention Center recently filed an application for a pediatric psychiatric hospital in Shelby County (outside of the applicant's service area).

6. Provide applicable utilization and/or occupancy statistics for your institution for each of the past three years and the projected annual utilization for each of the two years following completion of the project. Additionally, provide the details regarding the methodology used to project utilization. The methodology **must include** detailed

calculations or documentation from referral sources, and identification of all assumptions. *The applicant projected utilization based upon the best data available to it, including the Department of Health and Human Services' data on hospitalization rates (See Attachment B.Need.6.), historical utilization, experience in other markets, and utilization data for the counties in the service area. WWT's assumptions are conservative and represent an appropriate ramp-up period for a market in which acute pediatric services have not been available. WWT assumes that approximately one-third of potential eligible patient days in the service area will be at the project.*

	2015 (April-Dec.)	*2016 (annualized)*	*2017 (projected)*	*2018 (projected)*
Geriatric Program	*1,283*	*2,775*	*3,524*	*4,380*
Pediatric Program			*2,920*	*4,380*

See also the Letters of Support for additional verification of the need for services.

ECONOMIC FEASIBILITY

1. Provide the cost of the project by completing the Project Costs Chart on the following page. Justify the cost of the project.

   A. All projects should have a project cost of at least $15,000 (the minimum CON Filing Fee). (See Application Instructions for Filing Fee)

   B. The cost of any lease (building, land, and/or equipment) should be based on fair market value or the total amount of the lease payments over the initial term of the lease, whichever is greater. Note: This applies to all equipment leases including by procedure or "per click" arrangements. The methodology used to determine the total lease cost for a "per click" arrangement must include, at a minimum, the projected procedures, the "per click" rate and the term of the lease.

   C. The cost for fixed and moveable equipment includes, but is not necessarily limited to, maintenance agreements covering the expected useful life of the equipment; federal, state, and local taxes and other government assessments; and installation charges, excluding capital expenditures for physical plant renovation or in-wall shielding, which should be included under construction costs or incorporated in a facility lease.

   D. Complete the Square Footage Chart on page 8 and provide the documentation. Please note the Total Construction Cost reported on line 5 of the Project Cost Chart should equal the Total Construction Cost reported on the Square Footage Chart.

   E. For projects that include new construction, modification, and/or renovation— **documentation must be** provided from a licensed architect or construction

professional that support the estimated construction costs. Provide a letter that includes the following:

1) A general description of the project;
2) An estimate of the cost to construct the project;
3) A description of the status of the site's suitability for the proposed project; and
4) Attesting the physical environment will conform to applicable federal standards, manufacturer's specifications and licensing agencies' requirements including the AIA Guidelines for Design and Construction of Hospital and Health Care Facilities in current use by the licensing authority.

See Attachment B.Economic Feasibility.1.E.

PROJECT COST CHART

A.	Construction and equipment acquired by purchase:		
	1.	Architectural and Engineering Fees	$83,000
	2.	Legal, Administrative (Excluding CON Filing Fee), Consultant Fees	$35,000
	3.	Acquisition of Site	_____
	4.	Preparation of Site	_____
	5.	Total Construction Costs	$1,102,250
	6.	Contingency Fund	$100,000
	7.	Fixed Equipment (Not included in Construction Contract)	_____
	8.	Moveable Equipment (List all equipment over $50,000 as separate attachments)	_____
	9.	Other (Specify) _____	_____
B.	Acquisition by gift, donation, or lease:		
	1.	Facility (inclusive of building and land)	_____
	2.	Building only	_____
	3.	Land only	_____
	4.	Equipment (Specify)_____	_____
	5.	Other (Specify) _____	_____
C.	Financing Costs and Fees:		
	1.	Interim Financing	_____
	2.	Underwriting Costs	_____
	3.	Reserve for One Year's Debt Service	_____
	4.	Other (Specify) _____	_____
D.	Estimated Project Cost (A+B+C)		**$1,320,250**
E.	CON Filing Fee		$15,000
F.	Total Estimated Project Cost (D+E)	**TOTAL**	**$1,335,250**

2. Identify the funding sources for this project.

   Check the applicable item(s) below and briefly summarize how the project will be financed. ***(Documentation for the type of funding MUST be inserted at the end of the application, in the correct alpha/numeric order and identified as Attachment B, Economic Feasibility-2.)***

   __ A. Commercial loan – Letter from lending institution or guarantor stating favorable initial contact, proposed loan amount, expected interest rates, anticipated term of the loan, and any restrictions or conditions;

   __ B. Tax-exempt bonds – Copy of preliminary resolution or a letter from the issuing authority stating favorable initial contact and a conditional agreement from an underwriter or investment banker to proceed with the issuance;

   __ C. General obligation bonds – Copy of resolution from issuing authority or minutes from the appropriate meeting;

   __ D. Grants – Notification of intent form for grant application or notice of grant award;

   _X_ E. Cash Reserves – Appropriate documentation from Chief Financial Officer of the organization providing the funding for the project and audited financial statements of the organization; and/or

   __ F. Other – Identify and document funding from all other sources.

3. Complete Historical Data Charts on the following two pages—***Do not modify the Charts provided or submit Chart substitutions!***

   Historical Data Chart represents revenue and expense information for the last *three (3)* years for which complete data is available. Provide a Chart for the total facility and Chart just for the services being presented in the proposed project, if applicable. **Only complete one chart if it suffices.**

   Note that "Management Fees to Affiliates" should include management fees paid by agreement to the parent company, another subsidiary of the parent company, or a third party with common ownership as the applicant entity. "Management Fees to Non-Affiliates" should include any management fees paid by agreement to third party entities not having common ownership with the applicant.

□ Total Facility
□ Project Only

HISTORICAL DATA CHART

Give information for the last *three (3)* years for which complete data are available for the facility or agency. The fiscal year begins in January.

		2015 (April-Dec)	2016 (to Aug. 31)	Year_____
A.	Utilization Data (patient days)	1,283	1,850	_____
B.	Revenue from Services to Patients			
	1. Inpatient Services	$705,927	$1, 327,608	$_____
	2. Outpatient Services	_____	_____	_____
	3. Emergency Services	_____	_____	_____
	4. Other Operating Revenue (Specify) medical records	$22	_____	_____
	Gross Operating Revenue	$705,949	$1,327,608	$_____
C.	Deductions from Gross Operating Revenue			
	1. Contractual Adjustments	$_____	$_____	$_____
	2. Provision for Charity Care	_____	_____	_____
	3. Provisions for Bad Debt	$117,906	$75,609	_____
	Total Deductions	$117,906	$75,609	$_____
NET OPERATING REVENUE		$588,043	$1,251,999	$_____
D.	Operating Expenses			
	1. Salaries and Wages			
	a. Direct Patient Care	$504,997	$447,602	_____
	b. Non-Patient Care	$103,433	$91,677	_____
	2. Physician's Salaries and Wages	$106,315	$124,300	_____
	3. Supplies	$116,872	$106,360	_____
	4. Rent			
	a. Paid to Affiliates	_____	_____	_____
	b. Paid to Non-Affiliates	_____	_____	_____
	5. Management Fees:			
	a. Paid to Affiliates	_____	_____	_____
	b. Paid to Non-Affiliates	_____	_____	_____
	6. Other Operating Expenses	$327,021	$212,397	_____
	Total Operating Expenses	$1,158,638	$982,336	$_____
E.	**Earnings Before Interest, Taxes and Depreciation**	$(570,595)	$269,663	$_____
F.	Non-Operating Expenses			
	1. Taxes	$_____	$_____	$_____
	2. Depreciation	$124,769	$140,645	_____
	3. Interest	_____	_____	_____
	4. Other Non-Operating Expenses	_____	_____	_____
	Total Non-Operating Expenses	$124,769	$140,645	$_____
NET INCOME (LOSS)		$(695,364)	$129,018	$_____

Chart Continues Onto Next Page

NET INCOME (LOSS)	$(695,364)	$129,018	$_____
G. Other Deductions			
1. Annual Principal Debt Repayment	$_____	$_____	$_____
2. Annual Capital Expenditure	$1,921,967	$39,650	_____
Total Other Deductions	$1,921,967	$39,650	$_____
NET BALANCE	$(2,617,331)	$89,368	$_____
DEPRECIATION	$124,769	$140,645	$_____
FREE CASH FLOW (Net Balance + Depreciation)	$(2,492,562)	$230,013	$_____

☐ Total Facility

☐ Project Only

HISTORICAL DATA CHART-OTHER EXPENSES

OTHER EXPENSES CATEGORIES	2015	2016	*Year*_____
1. Employee Benefits	$82,591	$86,650	$_____
2. Advertising and Marketing	$5,901	$12,593	_____
3. Purchased Services (legal, accounting, etc.)	$147,875	$56,983	_____
4. Recruiting and Relocation	$6,150	$25	_____
5. Travel	$37,185	$8,524	_____
6. Repairs and Maintenance	$14,264	$8,366	_____
7. Utilities	$15,040	$16,992	_____
8. Insurance	$4,353	$7,576	
9. Property Taxes	$988	$1,304	
10. Other (postage, office supplies, etc.)	$12,674	$13,384	
Total Other Expenses	**$327,021**	**$212,397**	**$_____**

4. Complete Projected Data Charts on the following two pages – ***Do not modify the Charts provided or submit Chart substitutions!***

   The Projected Data Chart requests information for the two years following the completion of the proposed services that apply to the project. Please complete two Projected Data Charts. One Projected Data Chart should reflect revenue and expense projections for the ***Proposal Only*** (*i.e.*, if the application is for additional beds, include anticipated revenue from the proposed beds only, not from all beds in the facility). The second Chart should reflect information for the total facility. **Only complete one chart if it suffices.**

   Note that "Management Fees to Affiliates" should include management fees paid by agreement to the parent company, another subsidiary of the parent company, or a third party with common ownership as the applicant entity. "Management Fees to Non-Affiliates" should include any management fees paid by agreement to third party entities not having common ownership with the applicant.

☐ Total Facility
■ Project Only

PROJECTED DATA CHART

Give information for the two (2) years following the completion of this proposal. The fiscal year begins in January.

		Year 1	Year 2
A.	Utilization Data (patient days)	2,920	4,380
B.	Revenue from Services to Patients		
	1. Inpatient Services	$2,920,000	$4,380,000
	2. Outpatient Services	_____	_____
	3. Emergency Services	_____	_____
	4. Other Operating Revenue (Specify)_____	_____	_____
	Gross Operating Revenue	$2,920,000	$4,380,000
C	Deductions from Gross Operating Revenue		
	1. Contractual Adjustments	$1,357,800	$2,080,500
	2. Provision for Charity Care	_____	_____
	3. Provisions for Bad Debt	$58,400	$87,600
	Total Deductions	$1,416,200	$2,168,100
NET OPERATING REVENUE		$1,503,800	$2,211,900
D.	Operating Expenses		
	1. Salaries and Wages	_____	_____
	a. Direct Patient Care	$675,329	$890,822
	b. Non-Patient Care	$139,263	$170,939
	2. Physician's Salaries and Wages	$176,943	$265,414
	3. Supplies	$85,410	$128,115
	4. Rent		
	a. Paid to Affiliates	_____	_____
	b. Paid to Non-Affiliates	_____	_____
	5. Management Fees:		
	a. Paid to Affiliates	_____	_____
	b. Paid to Non-Affiliates	_____	_____
	6. Other Operating Expenses	$259,485	$323,354
	Total Operating Expenses	$1,336,431	$1,778,644
E.	**Earnings Before Interest, Taxes and Depreciation**	$167,368	$433,256
F.	Non-Operating Expenses		
	1. Taxes	$_____	$_____
	2. Depreciation	$53,333	$53,333
	3. Interest	_____	_____
	4. Other Non-Operating Expenses	_____	_____
	Total Non-Operating Expenses	$53,333	$53,333
NET INCOME (LOSS)		$114,035	$379,923

Chart Continues Onto Next Page

NET INCOME (LOSS)	$114,035	$379,923
G. Other Deductions		
1. Estimated Annual Principal Debt Repayment	$_____	$_____
2. Annual Capital Expenditure	$1,335,250	$50,000
Total Other Deductions	$1,335,250	$50,000
NET BALANCE	$(1,221,215)	$329,923
DEPRECIATION	$53,333	$53,333
FREE CASH FLOW (Net Balance + Depreciation)	$(1,167,882)	$383,256

☐ Total Facility

■ Project Only

PROJECTED DATA CHART-OTHER EXPENSES

OTHER EXPENSES CATEGORIES	Year 1	Year 2
1. Employee Benefits	$142,918	$172,352
2. Advertising and Marketing	$9,000	$12,000
3. Purchased Services (legal, accounting, etc.)	$40,484	$57,726
4. Recruiting and Relocation	$3,000	$3,600
5. Travel	$8,000	$10,000
6. Repairs and Maintenance	$5,840	$8,760
7. Utilities	$38,000	$42,000
8. Insurance	$5,320	$6,780
9. Property Taxes	$500	$500
10. Other (postage, office supplies, etc.)	$6,423	$9,636
Total Other Expenses	**$253,485**	**$317,354**

■ Total Facility
□ Project Only

PROJECTED DATA CHART

Give information for the two (2) years following the completion of this proposal. The fiscal year begins in January.

		Year 1	Year 2
A.	Utilization Data (patient days)	6,444	8,760
B.	Revenue from Services to Patients		
	1. Inpatient Services	$6,443,500	$8,759,379
	2. Outpatient Services	$546,000	$1,310,400
	3. Emergency Services	_____	_____
	4. Other Operating Revenue (Specify)_____	_____	_____
	Gross Operating Revenue	$6,989,500	$10,069,779
C	Deductions from Gross Operating Revenue		
	1. Contractual Adjustments	$2,672,430	$3,987,635
	2. Provision for Charity Care	_____	_____
	3. Provisions for Bad Debt	$119,968	$171,963
	Total Deductions	$2,792,398	$4,159,598
NET OPERATING REVENUE		$4,197,103	$5,910,181
D.	Operating Expenses		
	1. Salaries and Wages	_____	_____
	a. Direct Patient Care	$1,644,984	$2,119,767
	b. Non-Patient Care	$300,876	$382,342
	2. Physician's Salaries and Wages	$386,943	$532,594
	3. Supplies	$241,835	$330,842
	4. Rent		
	a. Paid to Affiliates	_____	_____
	b. Paid to Non-Affiliates	_____	_____
	5. Management Fees:		
	a. Paid to Affiliates	_____	_____
	b. Paid to Non-Affiliates	_____	_____
	6. Other Operating Expenses	$597,718	$750,260
	Total Operating Expenses	$3,172,356	$4,115,805
E.	**Earnings Before Interest, Taxes and Depreciation**	$1,024,747	$1,794,377
F.	Non-Operating Expenses		
	1. Taxes	$_____	$_____
	2. Depreciation	$264,812	$381,983
	3. Interest	_____	_____
	4. Other Non-Operating Expenses	_____	_____
	Total Non-Operating Expenses	$264,812	$381,983
NET INCOME (LOSS)		$759,935	$1,412,394

Chart Continues Onto Next Page

NET INCOME (LOSS)	$759,935	$1,412,394
G. Other Deductions		
1. Estimated Annual Principal Debt Repayment	$_____	$_____
2. Annual Capital Expenditure	$1,345,250	$110,000
Total Other Deductions	$1,345,250	$110,000
NET BALANCE	($585,316)	$1,302,394
DEPRECIATION	$264,812	$381,983
FREE CASH FLOW (Net Balance + Depreciation)	($320,504)	$1,684,377

■ Total Facility

☐ Project Only

PROJECTED DATA CHART-OTHER EXPENSES

OTHER EXPENSES CATEGORIES	Year 1	Year 2
1. Employee Benefits	$358,558	$446,887
2. Advertising and Marketing	$15,000	$19,457
3. Purchased Services (legal, accounting, etc.)	$101,786	$133,921
4. Recruiting and Relocation	$4,200	$5,091
5. Travel	$14,000	$17,457
6. Repairs and Maintenance	$12,887	$17,519
7. Utilities	$55,208	$63,388
8. Insurance	$15,616	$19,577
9. Property Taxes	$2,156	$2,558
10. Other (postage, office supplies, etc.)	$18,307	$24,405
Total Other Expenses	**$597,718**	**$750,260**

5. A. Please identify the project's average gross charge, average deduction from operating revenue, and average net charge using information from the Projected Data Chart for Year 1 and Year 2 of the proposed project. Please complete the following table.

	Previous Year	Current Year	Year One	Year Two	% Change (Current Year to Year 2)
Gross Charge *(Gross Operating Revenue/Utilization Data)*	N/A	N/A	$1,000	$1,000	N/A
Deduction from Revenue *(Total Deductions/Utilization Data)*	N/A	N/A	$475	$475	N/A
Average Net Charge *(Net Operating Revenue/Utilization Data)*	N/A	N/A	$525	$525	N/A

B. Provide the proposed charges for the project and discuss any adjustment to current charges that will result from the implementation of the proposal. Additionally, describe the anticipated revenue from the project and the impact on existing patient charges.

The gross charge will be $1,000, and the average net charge will be $525. Because the project is for a new unit, there are no current charges. Revenue from the project will not affect charges for the geriatric unit.

C. Compare the proposed charges to those of similar facilities in the service area/adjoining service areas, or to proposed charges of projects recently approved by the Health Services and Development Agency. If applicable, compare the proposed charges of the project to the current Medicare allowable fee schedule by common procedure terminology (CPT) code(s).

There are no other providers of pediatric psychiatric services in the service area. The project's proposed charges are similar to or slightly lower than charges of providers in other areas.

6. A. Discuss how projected utilization rates will be sufficient to support the financial performance. Indicate when the project's financial breakeven is expected and demonstrate the availability of sufficient cash flow until financial viability is achieved. Provide copies of the balance sheet and income statement from the most recent reporting period of the institution and the most recent audited financial statements with accompanying notes, if applicable. For all projects, provide financial information for the corporation, partnership, or principal parties that will be a source of funding for the project. Copies must be inserted at the end of the application, in the correct alpha-numeric order and labeled as Attachment C, Economic Feasibility. **NOTE: Publicly held entities only need to reference their SEC filings.**

The projected utilization rates are sufficient to support financial performance. The projected financials show a positive run rate by the end of the first year of operation. WWT and Woodridge have sufficient cash to support the project until it is profitable. ***Attachment B.Economic Feasibility.6.A.***

B. Net Operating Margin Ratio – Demonstrates how much revenue is left over after all the variable or operating costs have been paid. The formula for this ratio is: (Earnings before interest, Taxes, and Depreciation/Net Operating Revenue).

Utilizing information from the Historical and Projected Data Charts please report the net operating margin ratio trends in the following table:

Year	2nd Year previous to Current Year	1st Year previous to Current Year	Current Year	Projected Year 1	Projected Year 2
Net Operating Margin Ratio	N/A	N/A	N/A	0.11	0.20

C. Capitalization Ratio (Long-term debt to capitalization) – Measures the proportion of debt financing in a business's permanent (Long-term) financing mix. This ratio best measures a business's true capital structure because it is not affected by short-term financing decisions. The formula for this ratio is: (Long-term debt/(Long-term debt/Total Equity (Net assets)) x 100).

For the entity (applicant and/or parent company) that is funding the proposed project please provide the capitalization ratio using the most recent year available from the funding entity's audited balance sheet, if applicable. The Capitalization Ratios are not expected from outside the company lenders that provide funding.

The capitalization ratio for Woodridge (parent company) is 118,211.

[9,870,640 / ((9,870,640/11,820,282) x 100) = 118,211]

7. Discuss the project's participation in state and federal revenue programs including a description of the extent to which Medicare, TennCare/Medicaid and medically indigent patients will be served by the project. Additionally, report the estimated gross operating revenue dollar amount and percentage of projected gross operating revenue anticipated by payor classification for the first year of the project by completing the table below.

Applicant's Projected Payor Mix, Year 1

Payor Source	Projected Gross Operating Revenue	As a % of total
Medicare/Medicare Managed Care	N/A	N/A
TennCare/Medicaid	$1,752,000	60
Commercial/Other Managed Care	$1,168,000	40
Self-Pay	N/A	N/A
Charity Care	N/A	N/A
Other (Specify)_____	N/A	N/A
Total	$2,920,000	100

The Applicant does not anticipate significant revenue from self-pay or charity care because most children and adolescents have insurance either under TennCare or through commercial insurance. The applicant will provide indigent care as necessary to serve the community.

8. Provide the projected staffing for the project in Year 1 and compare to the current staffing for the most recent 12-month period, as appropriate. This can be reported using full-time equivalent (FTEs) positions for these positions. Additionally, please identify projected salary amounts by position classifications and compare the clinical staff salaries to prevailing wage patterns in the proposed service area as published by the Department of Labor & Workforce Development and/or other documented sources.

The project will add 28 new jobs to the area. Woodridge has a strong history of recruiting qualified staff, both clinical and non-clinical.

Position Classification	Existing FTEs (enter year)	Projected FTEs Year 1	Average Wage (Contractual Rate)	Area Wide/Statewide Average Wage
A. Direct Patient Care Positions				
Technicians	N/A	15.4	$10.50	$11.86
RNs	N/A	4.2	$27	$25.50
Therapists	N/A	1.5	$21.67	
Recreational Therapists	N/A	1	$14	$15.77
Tutors	N/A	.5	$20	*
Transports	N/A	1	$10.50	$12.98
Total Direct Patient Care Positions	N/A	23.6	$17.28	$16.53

B. Non-Patient Care Positions				
Business Office	N/A	0.5	$17.5	$16.15
Medical Records	N/A	0.5	$20	$15.97
Marketing	N/A	1	$30	$31.28
Utilization Review	N/A	0.5	$20	*
Housekeeping	N/A	1	$10	$9.87
Diet/Maint	N/A	1	$9.50	$10.52
Total Non-Patient Care Positions	N/A	4.5	$17.83	$16.76
Total Employees *(A+B)*	N/A	28.1	$17.55	$16.65
C. Contractual Staff	N/A	0	0	0
Total Staff *(A+B+C)*	N/A	28.1	$17.55	$16.65

** information not available from the Tennessee Department of Labor and Workforce Development*

9. Describe all alternatives to this project which were considered and discuss the advantages and disadvantages of each alternative including but not limited to:

   A. Discuss the availability of less costly, more effective and/or more efficient alternative methods of providing the benefits intended by the proposal. If development of such alternatives is not practicable, justify why not, including reasons as to why they were rejected.

   This project is the least costly and most efficient way to add pediatric inpatient psychiatric services to the service are. It utilizes existing, unused space by renovating old acute hospital space and complements existing healthcare services.

   B. Document that consideration has been given to alternatives to new construction, e.g., modernization or sharing arrangements.

   This project is a renovation and modification of existing, unused space.

CONTRIBUTION TO THE ORDERLY DEVELOPMENT OF HEALTH CARE

1. List all existing health care providers (i.e., hospitals, nursing homes, home care organizations, etc.), managed care organizations, alliances, and/or networks with which the applicant currently has or plans to have contractual and/or working relationships, that may directly or indirectly apply to the project, such as, transfer agreements, contractual agreements for health services.

   WWT has a transfer agreement with Jackson-Madison County General Hospital. WWT also has contractual agreements for health services including pharmacy, lab, and x-ray. Additionally, WWT has working relationships with area outpatient mental health clinics, community mental health centers, schools, the Department of Children's services, and the juvenile justice system.

2. Describe the effects of competition and/or duplication of the proposal on the health care system, including the impact to consumers and existing providers in the service area. Discuss any instances of competition and/or duplication arising from your proposal including a description of the effect the proposal will have on the utilization rates of existing providers in the service area of the project.

   A. Positive Effects

   This project will bring a needed service to the service area. There are no providers of pediatric acute psychiatric services in the service area. The project will not compete with existing providers or duplicate services. It will allow children and adolescents to be treated closer to home, where their families can visit and participate in treatment.

   B. Negative Effects

   The project will not negatively affect any providers in the service area. There are no pediatric acute psychiatric providers in the service area.

3. A. Discuss the availability of and accessibility to human resources required by the proposal, including clinical leadership and adequate professional staff, as per the State of Tennessee licensing requirements and/or requirements of accrediting agencies, such as the Joint Commission and Commission on Accreditation of Rehabilitation Facilities.

   Qualified staff are available in the Jackson area. Woodridge has been successful in recruiting staff for its existing geriatric psychiatric unit and residential treatment center. Woodridge has good relationships with the local colleges and has had success recruiting graduates of those schools. Psychiatrists in Jackson will provide clinical leadership.

   B. Verify that the applicant has reviewed and understands all licensing and/or certification as required by the State of Tennessee and/or accrediting agencies such as the Joint Commission for medical/clinical staff. These include, without limitation, regulations concerning clinical leadership, physician supervision, quality assurance policies and programs, utilization review policies and programs, record keeping, clinical staffing requirements, and staff education.

   The applicant has reviewed and understands all applicable licensing and accreditation requirements. The applicant's geriatric unit is currently licensed by the Department of Mental Health and Substance Abuse Services and accredited by the Joint Commission.

   C. Discuss the applicant's participation in the training of students in the areas of medicine, nursing, social work, etc. (e.g., internships, residencies, etc.).

   WWT works with local educational institutions to provide volunteer opportunities that benefit both the students and the patients. In the past, WWT has been an internship and nursing rotation site for students and would be open to that in the future.

4. Identify the type of licensure and certification requirements applicable and verify the applicant has reviewed and understands them. Discuss any additional requirements, if applicable. Provide the name of the entity from which the applicant has received or will receive licensure, certification, and/or accreditation.

   Licensure: *Tennessee Department of Mental Health and Substance Abuse Services*

   Certification Type (e.g. Medicare SNF, Medicare LTAC, etc.): *N/A*

   Accreditation (i.e., Joint Commission, CARF, etc.): *Joint Commission*

   A. If an existing institution, describe the current standing with any licensing, certifying, or accrediting agency. Provide a copy of the current license of the facility and accreditation designation.

      The existing geriatric psychiatric program is licensed by the Department of Mental Health and Substance Abuse Services and is accredited by the Joint Commission. Copies of the license and accreditation are attached as Attachment B.Contribution to Orderly Development.4.A.

   B. For existing providers, please provide a copy of the most recent statement of deficiencies/plan of correction and document that all deficiencies/findings have been corrected by providing a letter from the appropriate agency.

      The applicant's most recent survey and plan of correction is attached as Attachment B.Contribution to Orderly Development.4.B.

   C. Document and explain inspections within the last three survey cycles which have resulted in any of the following state, federal, or accrediting body actions: suspension of admissions, civil monetary penalties, notice of 23-day or 90-day termination proceedings from Medicare/Medicaid/TennCare, revocation/denial of accreditation, or other similar actions. *N/A*

      1) Discuss what measures the applicant has or will put in place to avoid similar findings in the future. .

5. Respond to all of the following and for such occurrences, identify, explain and provide documentation:

   A. Has any of the following:

      1) Any person(s) or entity with more than 5% ownership (direct or indirect) in the applicant (to include any entity in the chain of ownership for applicant);

      2) Any entity in which any person(s) or entity with more than 5% ownership (direct or indirect) in the applicant (to include any entity in the chain of ownership for applicant) has an ownership interest of more than 5%; and/or

      3) Any physician or other provider of health care, or administrator employed by any entity in which any person(s) or entity with more than 5% ownership in the applicant (to include any entity in the chain of ownership for applicant) has an ownership interest of more than 5%.

B. Been subjected to any of the following:

1) Final Order or Judgment in a state licensure action;

2) Criminal fines in cases involving a Federal or State health care offense;

3) Civil monetary penalties in cases involving a Federal or State health care offense;

4) Administrative monetary penalties in cases involving a Federal or State health care offense;

5) Agreement to pay civil or administrative monetary penalties to the federal government or any state in cases involving claims related to the provision of health care items and services; and/or

6) Suspension or termination of participation in Medicare or Medicaid/TennCare programs.

7) Is presently subject of/to an investigation, regulatory action, or party in any civil or criminal action of which you are aware.

8) Is presently subject to a corporate integrity agreement. *No. None of the people described in 5.A. have been subjected to any of the actions described in 5.B.*

6. Outstanding Projects: *N/A.*

A. Complete the following chart by entering information for each applicable outstanding CON by applicant or share common ownership; and

B. Provide a brief description of the current progress, and status of each applicable outstanding CON.

7. Equipment Registry – For the applicant and all entities in common ownership with the applicant.

A. Do you own, lease, operate, and/or contract with a mobile vendor for a Computed Tomography scanner (CT), Linear Accelerator, Magnetic Resonance Imaging (MRI), and/or Positron Emission Tomographer (PET)? _____*No*_____

B. If yes, have you submitted their registration to HSDA? If you have, what was the date of submission?__*N/A*____

C. If yes, have you submitted your utilization to Health Services and Development Agency? If you have, what was the date of submission? _____*N/A*_____

QUALITY MEASURES

Please verify that the applicant will report annually using forms prescribed by the Agency concerning continued need and appropriate quality measures as determined by the Agency pertaining to the certificate of need, if approved.
The applicant will report all information required by the Agency.

STATE HEALTH PLAN QUESTIONS

T.C.A. §68-11-1625 requires the Tennessee Department of Health's Division of Health Planning to develop and annually update the State Health Plan (found at http://www.tn.gov/health/topic/health-planning). The State Health Plan guides the State in the development of health care programs and policies and in the allocation of health care resources in the State, including the Certificate of Need program. The 5 Principles for Achieving Better Health are from the State Health Plan's framework and inform the Certificate of Need program and its standards and criteria.

Discuss how the proposed project will relate to the 5 Principles for Achieving Better Health found in the State Health Plan.

1. The purpose of the State Health Plan is to improve the health of the people of Tennessee. *The proposed project will improve the health and well-being of children and adolescents in the service area by providing a service previously unavailable in the service area – inpatient psychiatric care.*

2. People in Tennessee should have access to health care and the conditions to achieve optimal health. *Lack of access mental health care is a major problem across the state. This project increases access to and availability of mental health care by locating inpatient psychiatric services in an area of the state that does not currently have such services. The nearest inpatient psychiatric care providers for children and adolescents are in Memphis and Nashville. It is a burden on children and their families to have to travel for such care. Additionally, family participation is an important component of psychiatric treatment for pediatric patients. This project will enable families to participate more fully in their children's' treatment.*

3. Health resources in Tennessee, including health care, should be developed to address the health of people in Tennessee while encouraging economic efficiencies. *This project encourages economic efficiencies. It will use existing physical resources and will not duplicate services. This project will provide the missing link in the continuum of pediatric psychiatric services in the service area, which include outpatient and residential treatment options.*

4. People in Tennessee should have confidence that the quality of health care is continually monitored and standards are adhered to by providers. *Woodridge strives to provide the highest quality of care in its acute and residential programs. Woodridge's programs are CARF and Joint Commission accredited.*

5. The state should support the development, recruitment, and retention of a sufficient and quality health workforce. *Woodridge has successfully recruited quality staff from the Jackson area. Clinical leadership for the acute programs and residential treatment center is provided by area psychiatrists.*

PROOF OF PUBLICATION

Attach the full page of the newspaper in which the notice of intent appeared with the mast and dateline intact or submit a publication affidavit from the newspaper that includes a copy of the publication as proof of the publication of the letter of intent.

DEVELOPMENT SCHEDULE

T.C.A. §68-11-1609(c) provides that a Certificate of Need is valid for a period not to exceed three (3) years (for hospital projects) or two (2) years (for all other projects) from the date of its issuance and after such time shall expire; provided, that the Agency may, in granting the Certificate of Need, allow longer periods of validity for Certificates of Need for good cause shown. Subsequent to granting the Certificate of Need, the Agency may extend a Certificate of Need for a period upon application and good cause shown, accompanied by a non-refundable reasonable filing fee, as prescribed by rule. A Certificate of Need which has been extended shall expire at the end of the extended time period. The decision whether to grant such an extension is within the sole discretion of the Agency, and is not subject to review, reconsideration, or appeal.

1. **Complete the Project Completion Forecast Chart on the next page. If the project will be completed in multiple phases, please identify the anticipated completion date for each phase.**
2. **If the response to the preceding question *indicates that the applicant does not anticipate completing the project within the period of validity as defined in the preceding paragraph,* please state below any request for an extended schedule and document the "good cause" for such an extension.**

PROJECT COMPLETION FORECAST CHART

Assuming the Certificate of Need (CON) approval becomes the final HSDA action on the date listed in Item 1. below, indicate the number of days from the HSDA decision date to each phase of the completion forecast.

Phase	Days Required	Anticipated Date [Month/Year]
1. Initial HSDA decision date		February 2017
2. Architectural and engineering contract signed	1	February 2017
3. Construction documents approved by the Tennessee Department of Health	30	March 2017
4. Construction contract signed	30	March 2017
5. Building permit secured	35	April 2017
6. Site preparation completed	35	April 2017
7. Building construction commenced	40	April 2018
8. Construction 40% complete	120	June 2017
9. Construction 80% complete	190	August 2017
10. Construction 100% complete (approved for occupancy	230	September 2017
11. *Issuance of License	260	October 2017
12. *Issuance of Service	270	October 2017
13. Final Architectural Certification of Payment	275	November 2017
14. Final Project Report Form submitted (Form HR0055)	275	November 2017

***For projects that *DO NOT* involve construction or renovation, complete Items 11 & 12 only.**

NOTE: If litigation occurs, the completion forecast will be adjusted at the time of the final determination to reflect the actual issue date

AFFIDAVIT

STATE OF _____

COUNTY OF _____

_____, being first duly sworn, says that he/she is the applicant named in this application or his/her/its lawful agent, that this project will be completed in accordance with the application, that the applicant has read the directions to this application, the Rules of the Health Services and Development Agency, and T.C.A. §68-11-1601, *et seq.*, and that the responses to this application or any other questions deemed appropriate by the Health Services and Development Agency are true and complete.

_____
SIGNATURE/TITLE

Sworn to and subscribed before me this _____ day of _____, _____ a Notary
(Month) (Year)

Public in and for the County/State of _____.

_____
NOTARY PUBLIC

My commission expires _____, _____.
(Month/Day) (Year)

AFFIDAVIT

STATE OF Tennessee

COUNTY OF Davidson

Cecelia Hunt, being first duly sworn, says that he/she is the applicant named in this application or his/her/its lawful agent, that this project will be completed in accordance with the application, that the applicant has read the directions to this application, the Rules of the Health Services and Development Agency, and T.C.A. §68-11-1601, *et seq.*, and that the responses to this application or any other questions deemed appropriate by the Health Services and Development Agency are true and complete.

Cecelia Hunt, EVP of Operations
SIGNATURE/TITLE

Sworn to and subscribed before me this 13 day of October (Month), 2016 (Year) a Notary Public in and for the County/State of Madison / Tennessee.

VALERIE KIBLER
STATE OF TENNESSEE NOTARY PUBLIC
MADISON COUNTY
My Commission Expires 06-28-2020

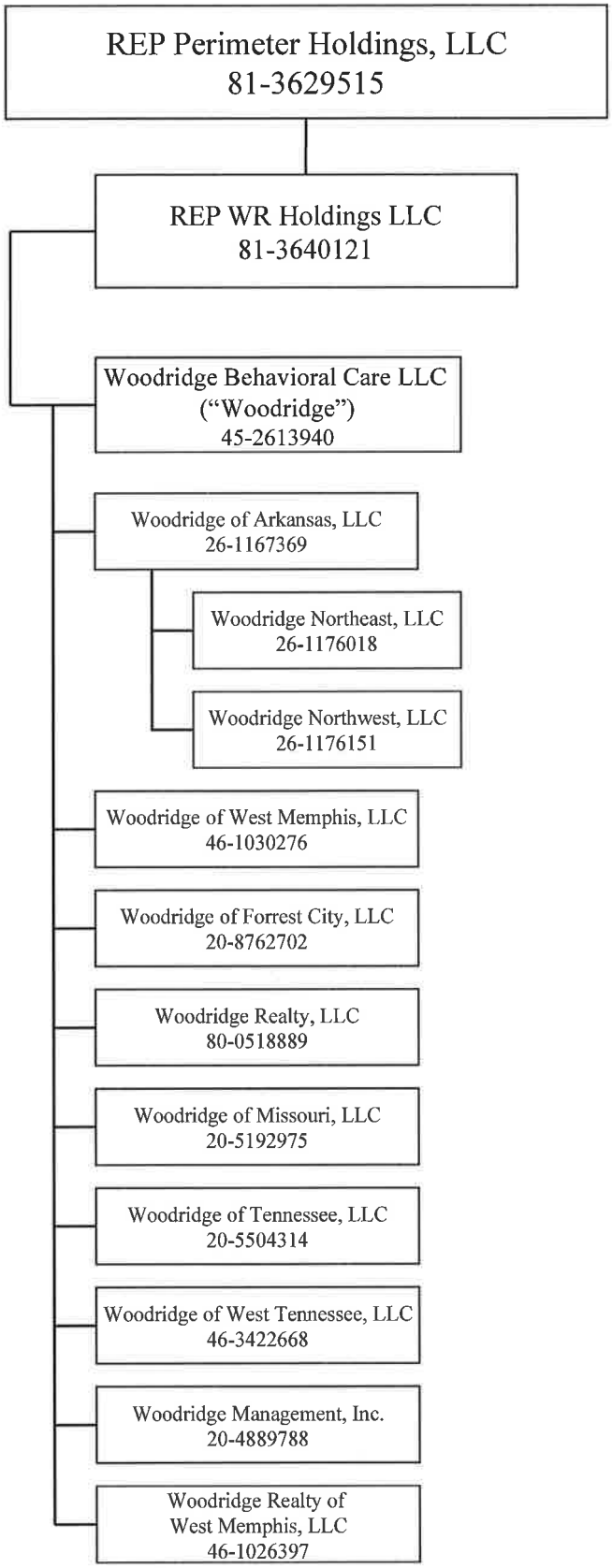
Valerie Kibler
NOTARY PUBLIC

My commission expires 06/28 (Month/Day), 2020 (Year).

{01431546.3 }

Attachment A.3.A.(2)
Organization Chart

Legal Org Chart – September 2016



Attachment A.4.B
Articles of Organization

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WOODRIDGE OF WEST TENNESSEE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WOODRIDGE OF WEST TENNESSEE, LLC" WAS FORMED ON THE EIGHTH DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

Jeffrey W. Bullock, Secretary of State

5379207 8300

SR# 20165557626

Authentication: 202902817

Date: 08-29-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WOODRIDGE OF WEST TENNESSEE, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE EIGHTH DAY OF AUGUST, A.D. 2013, AT 4:25 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "WOODRIDGE OF WEST TENNESSEE, LLC".

Jeffrey W. Bullock, Secretary of State

5379207 8100H
SR# 20165557626

Authentication: 202902814
Date: 08-29-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:25 PM 08/08/2013
FILED 04:25 PM 08/08/2013
SRV 130960378 - 5379207 FILE

CERTIFICATE OF FORMATION

OF

WOODRIDGE OF WEST TENNESSEE, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is Woodridge of West Tennessee, LLC.

2. The name of the registered agent and the address of the registered office of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, County of Kent, Delaware 19904.

By signing this Certificate of Formation, the undersigned is acting solely in the capacity of organizer for the purpose of forming the Company and he shall have no liability whatsoever for acts done or purportedly done on behalf of the Company.

Executed on August 6, 2013.

/s/ Glen A. Civitts
Glen A. Civitts, Organizer

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

BONE MCALLESTER NORTON PLLC
L. LANIUS
SUITE 1600
511 UNION STREET, NASHVILLE CITY CENTER
NASHVILLE, TN 37219

August 31, 2016

Request Type: Certificate of Existence/Authorization
Request #: 0213037

Issuance Date: 08/31/2016
Copies Requested: 1

Document Receipt

Receipt # : 002870517 Filing Fee: $20.00

Payment-Credit Card - State Payment Center - CC #: 3682346614 $20.00

Regarding: Woodridge of West Tennessee, LLC
Filing Type: Limited Liability Company - Foreign
Formation/Qualification Date: 08/13/2013
Status: Active
Duration Term: Perpetual

Control # : 727784
Date Formed: 08/06/2013
Formation Locale: DELAWARE
Inactive Date:

CERTIFICATE OF AUTHORIZATION

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Woodridge of West Tennessee, LLC

* is a Limited Liability Company formed in the jurisdiction set forth above and is authorized to transact business in this State;

* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has filed the most recent annual report required with this office;

* has appointed a registered agent and registered office in this State;

* has not filed an Application for Certificate of Withdrawal.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 018848129

Attachment A.6.A.
Deed and Name Change Documentation

THIS INSTRUMENT PREPARED BY
RAINEY, KIZER, REVIERE & BELL, P.L.C.
Attorneys at Law (LAW-08329/62615)
105 S. Highland Avenue
Jackson, Tennessee 38301

Without Survey or Title Examination
Without Serving as Closing Attorney

PROPERTY OWNER & ADDRESS:

Amicare of Tennessee, LLC
49 Old Hickory Blvd.
Jackson, TN

PERSON OR ENTITY RESPONSIBLE FOR THE PAYMENT OF REAL PROPERTY TAXES & ADDRESS:

Amicare of Tennessee, LLC
162 Cude Lane
Madison, TN 37115

I, OR WE, HEREBY SWEAR OR AFFIRM THAT THE ACTUAL CONSIDERATION FOR THIS TRANSFER OR VALUE OF THE PROPERTY TRANSFERRED, (WHICHEVER IS GREATER) IS $ 0 .

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE 19th DAY OF March, 2007.

Sue Pittman
NOTARY PUBLIC

SUE PITTMAN STATE OF TENNESSEE NOTARY PUBLIC MADISON COUNTY, TENN.

COMMISSION EXPIRATION: 11-21-2010

Map 56P Group B Parcel 21.02 (001)

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS: That FAMILY WORSHIP CENTER MINISTRIES OF JACKSON, TENNESSEE, a Tennessee non-profit corporation, for good and valuable consideration, receipt of all of which is hereby acknowledged, does hereby quitclaim and convey unto AMICARE OF TENNESSEE, LLC all of its right, title and interest in and to that certain lot or parcel of real estate located in the Sixth Ward of the City of Jackson, Madison County, Tennessee, and more particularly bounded and described as follows:

BEGINNING at an iron pin at the northeast corner of the Social Security Building property, said pin being South 82 degrees 12 minutes East 525.60 feet from the east margin of Highland Avenue, said point in the east margin of Highland Avenue, being the northwest corner of John Thomas McKnight property; runs thence south 82 degrees 12 minutes East 85.39 feet to an iron pin, thence south 52 degrees 22 minutes East 297.86 feet to an iron pin, thence South 22 degrees 22 minutes East 150.00 feet to an iron pin, thence South 82 degrees 22 minutes East 450.00 feet to an iron pin, thence South 10 degrees 20 minutes West 306.00 feet to an iron pin, thence north 82 degrees 08 minutes West 849.12 feet to a point in Old Hickory Boulevard east, runs thence North 27 degrees 44 minutes 45 seconds West with the east margin of said boulevard 214.40 feet to a point, thence runs in a Northerly direction following a curve having a radius of 335.00 feet, a distance of 51.27 feet, thence runs in a Northeasterly direction following a curve having a radius of 15.00 feet, a distance of 35.81 feet to a point, thence runs South 79 degrees 44 minutes 45 seconds East 95.30 feet to a point, thence runs North 10 degrees 56 minutes East 60.00 feet to a point, thence runs South 79 degrees 44 minutes 45 seconds East 28.91 feet to a point; thence North 10 degrees 15 minutes 00 seconds East 287.92 feet to the point of beginning. Said description being taken from a survey of TLM Associates, Inc., Consulting Engineers, Tennessee No. 662, dated May 1, 1975, Robert W. Martin, Tennessee Registration No. 488. (Description from prior deed of conveyance.)

Madison County Assessor
Map 56P GP B Par 21.02 CP ___ PR ___
Value QC Date 2/9/07

Being the same property conveyed to Jackson Family Worship Center, a Tennessee non-profit corporation, by deed dated December 1, 2003, appearing of record in Book D657, page 654, in the Register's Office of Madison County, Tennessee. By Articles of Amendment recorded in Charter Book 40, page 382, in said Register's Office, the name was changed to Family Worship Center Ministries of Jackson, a Tennessee non-profit corporation.

TO HAVE AND TO HOLD the above-described real estate, together with all easements and appurtenances thereunto belonging, unto the said AMICARE OF TENNESSEE, LLC, its successors and assigns forever.

The Grantor covenants that it is lawfully seized and possessed of the above property; that it has full right to sell and convey the same as aforesaid; that said property is free of all liens and encumbrances with the exception of (1) city and county real property taxes for the year 2007, which are to be prorated between Grantor and Grantee and assumed by the Grantee, (2) restrictive covenants of record in Deed Book 523, Page 711, in the Register's Office of Madison County, Tennessee, and (3) Electrical Distribution Line Easements of record in Deed Book 324, Page 357, and Deed Book 132, Page 108, both in the Register's Office of Madison County, Tennessee; to which this conveyance is made subject. With such exception Grantor will forever warrant and defend the title to said property unto the Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused its name to be hereunto subscribed by its authorized officer on this the 9th day of February, 2007.

BK/PG:D686/1134-1135

07004641

2 PGS : AL - DEED	
SHARLA BATCH: 46495	
03/19/2007 - 02:02 PM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	10.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	12.00

FAMILY WORSHIP CENTER MINISTRIES
OF JACKSON, TENNESSEE

By: Val Treece

Title: CEO Family Worship Center Ministries

STATE OF TENNESSEE
COUNTY OF MADISON

Before me personally appeared Val Treece, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be CEO of FAMILY WORSHIP CENTER MINISTRIES OF JACKSON, TENNESSEE, the within named grantor, and that he/she executed the foregoing instrument for the purposes therein contained, by personally signing the name of the corporation as such officer.

Witness my hand this 9th day of February, 2007

NOTARY PUBLIC

LAURA M. WILLIAMS
STATE OF TENNESSEE NOTARY PUBLIC
MADISON COUNTY

My commission expires: 6-23-09

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMICARE OF TENNESSEE, LLC", CHANGING ITS NAME FROM "AMICARE OF TENNESSEE, LLC" TO "WOODRIDGE OF TENNESSEE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2011, AT 2:29 O'CLOCK P.M.

4202393 8100

110858473

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8928610

DATE: 07-26-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:40 PM 07/26/2011
FILED 02:29 PM 07/26/2011
SRV 110858473 - 4202393 FILE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION

OF

AMICARE OF TENNESSEE, LLC

AMICARE OF TENNESSEE, LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is AmiCare of Tennessee, LLC.

2. The certificate of formation of the company is hereby amended by striking out Article 1 thereof and substituting the following new Article 1:

"1. The name of the limited liability company is **Woodridge of Tennessee, LLC.**"

Executed on this 26th day of July, 2011.

/s/ H. Neil Campbell
H. Neil Campbell
Authorized Person

BK/PG:CH41/448-449
11008868

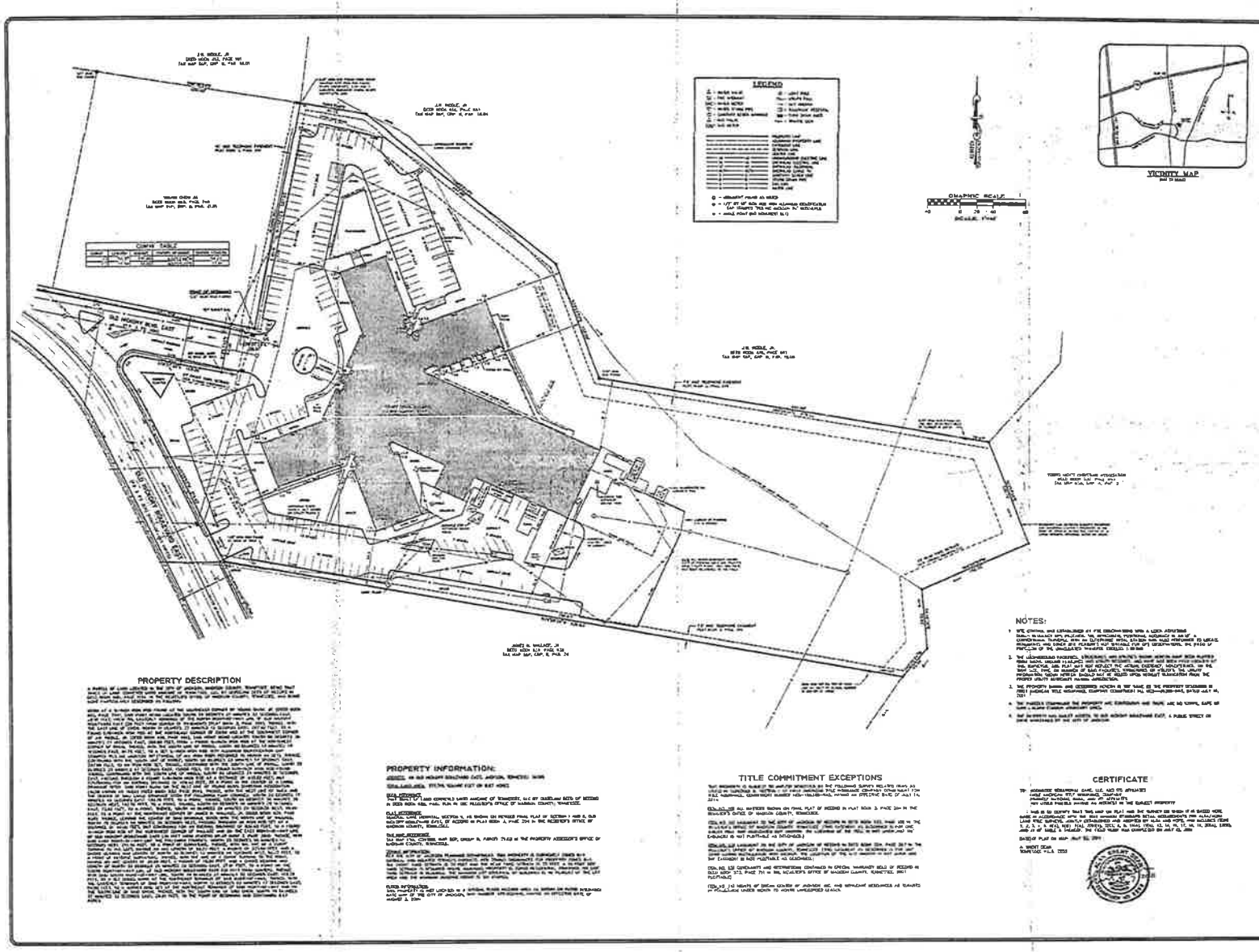
2 PGS : AL - CHARTER
LINDA BATCH: 100832
08/08/2011 - 09:18 AM

VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

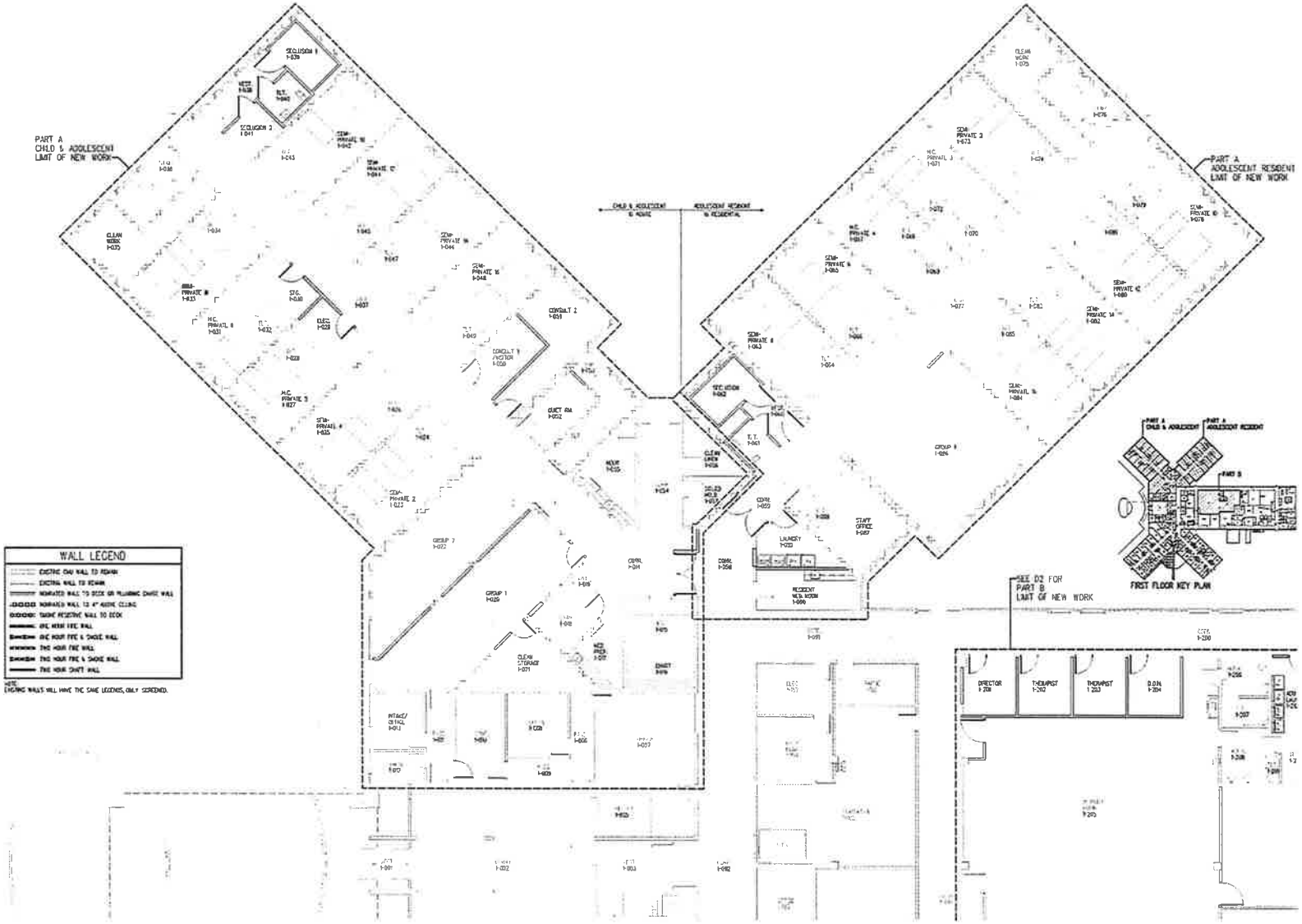
STATE of TENNESSEE, MADISON COUNTY
LINDA WALDON
REGISTER OF DEEDS

458399-01

Attachment A.6.B(1)
Site Plan


LEGEND
GRAPHIC SCALE
VICINITY MAP
PROPERTY DESCRIPTION
PROPERTY INFORMATION:
TITLE COMMITMENT EXCEPTIONS
NOTES:
CERTIFICATE
Professional Land Services
LAND SURVEYING - MAPPING - PLANNING
118 Miller Avenue
Jackson, Tennessee 38305
Phone (731) 658-7171 Fax (731) 664-6775
ALTA/ACSM LAND TITLE SURVEY
OF THE
AMICABLE OF TENNESSEE PROPERTY
49 OLD HICKORY BOULEVARD EAST
IN THE CITY OF JACKSON
MADISON COUNTY, TENNESSEE
SHT 1 of 1

Attachment A.6.B(2)
Floor Plan



FIRST FLOOR PART A NEW WORK PLAN

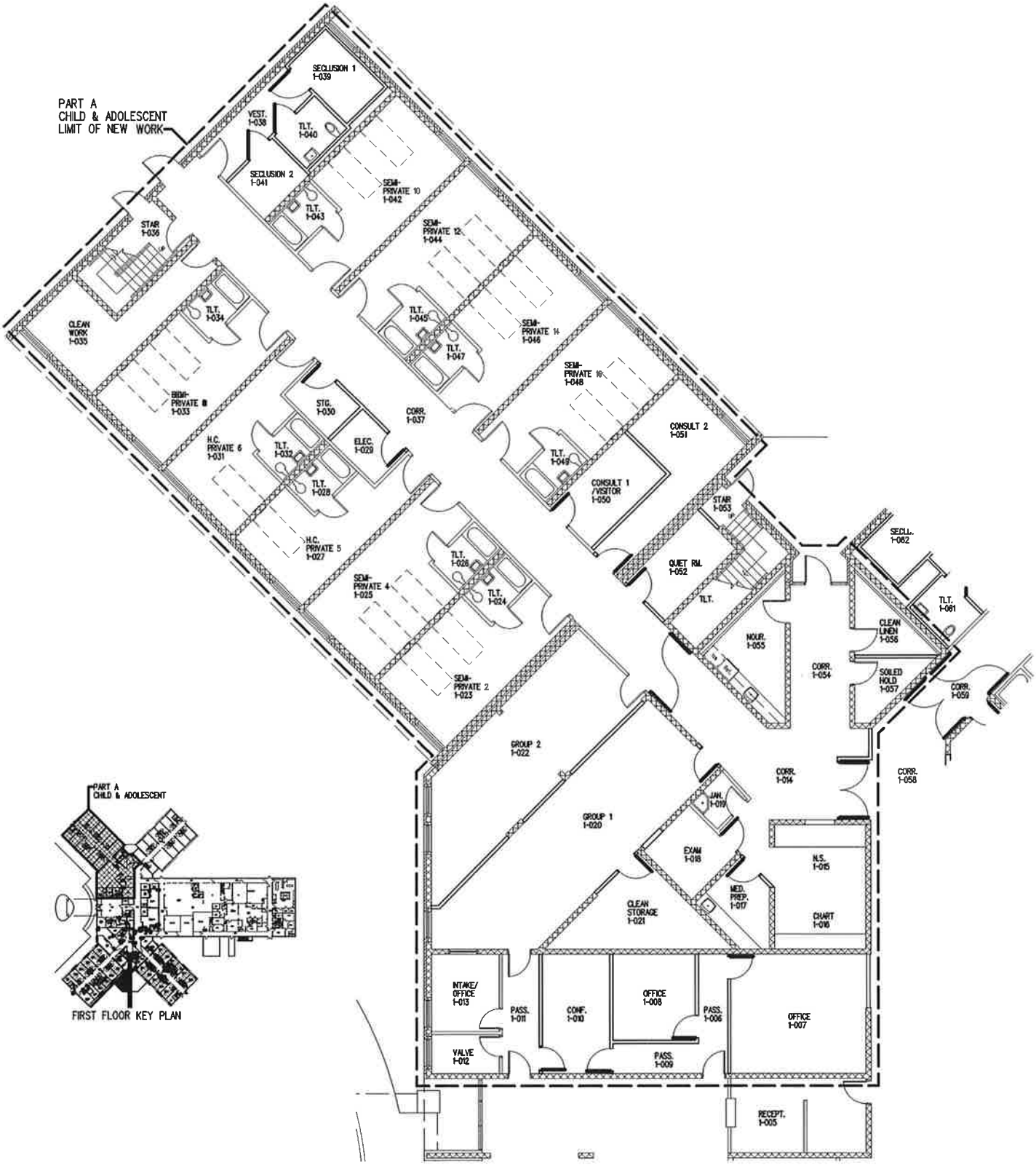
9,878 s.f. - PART A CHILD & ADOLESCENT
6,003 s.f. - PART A ADOLESCENT RESIDENT
14,521 s.f. - TOTAL PART A BUILDING RENOVATION

C. ROSS ARCHITECTURE L.L.C.
Chris Ross, Architect
3617 Charlotte Avenue
Phone 615.383.1942
Nashville, Tennessee 37209
Fax 615.385.1918

Adolescent and Residentail Care Renovation
WoodRidge Behavorial Care
Madison Oaks Hospital
Jackson, Tennessee

Project Number 06254
ISO 9002
Date 07/22/16
Revisions
1.
2.
Sheet Number

A1

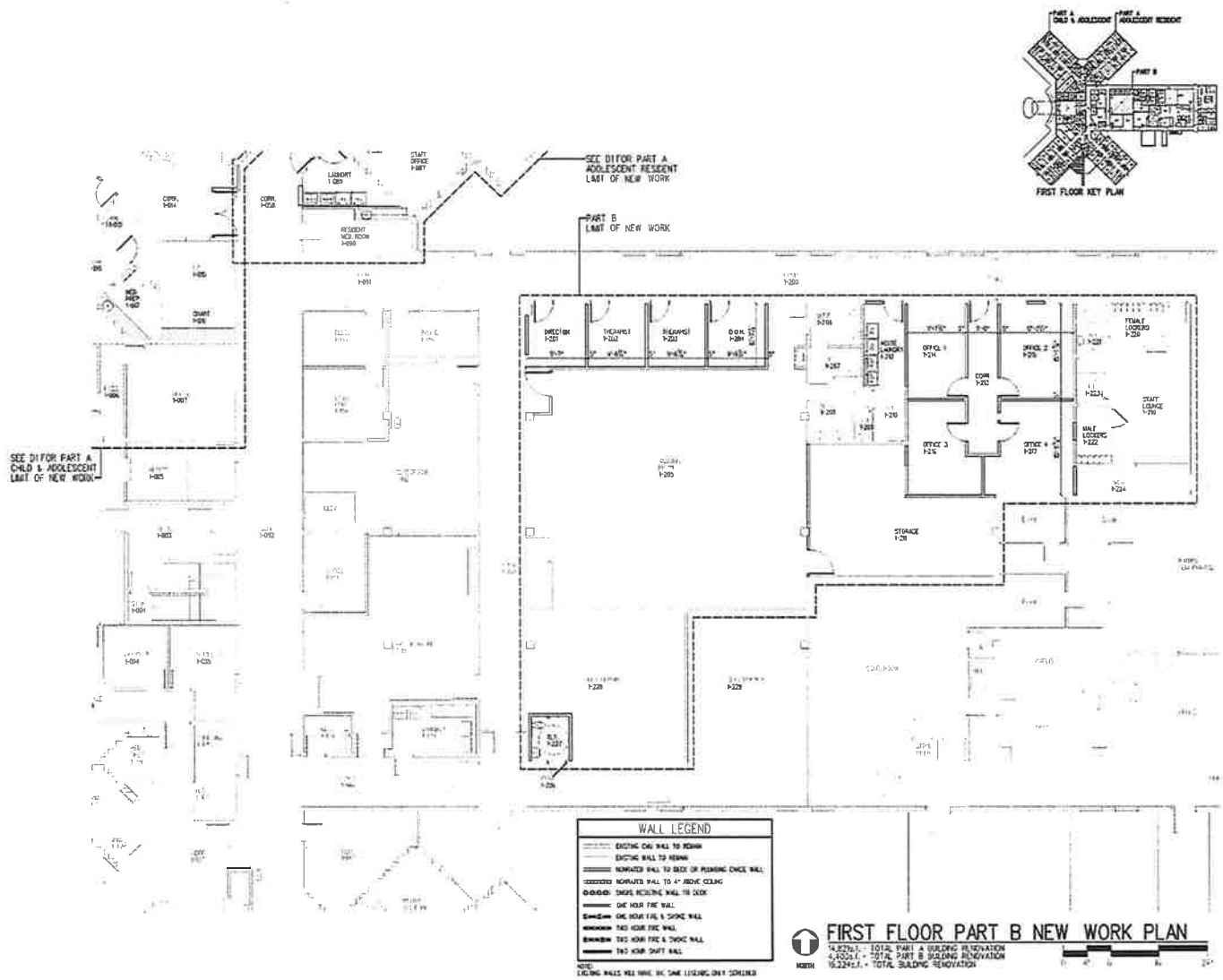


FLOOR PLAN

NORTH

10/3/16

Child and Adolescent Renovation
WoodRidge Behavorial Care
Madison Oaks Hospital
Jackson, Tennessee

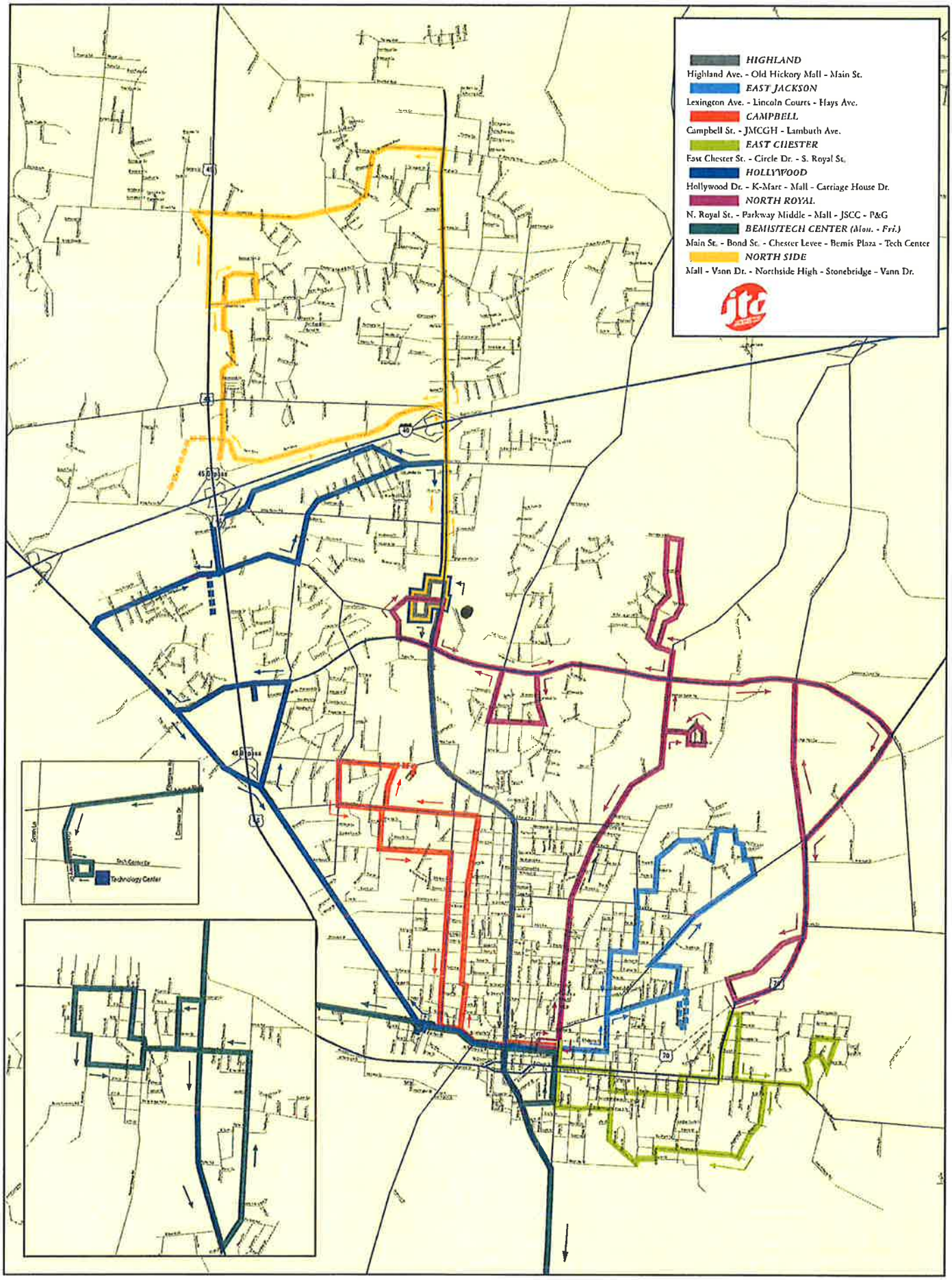


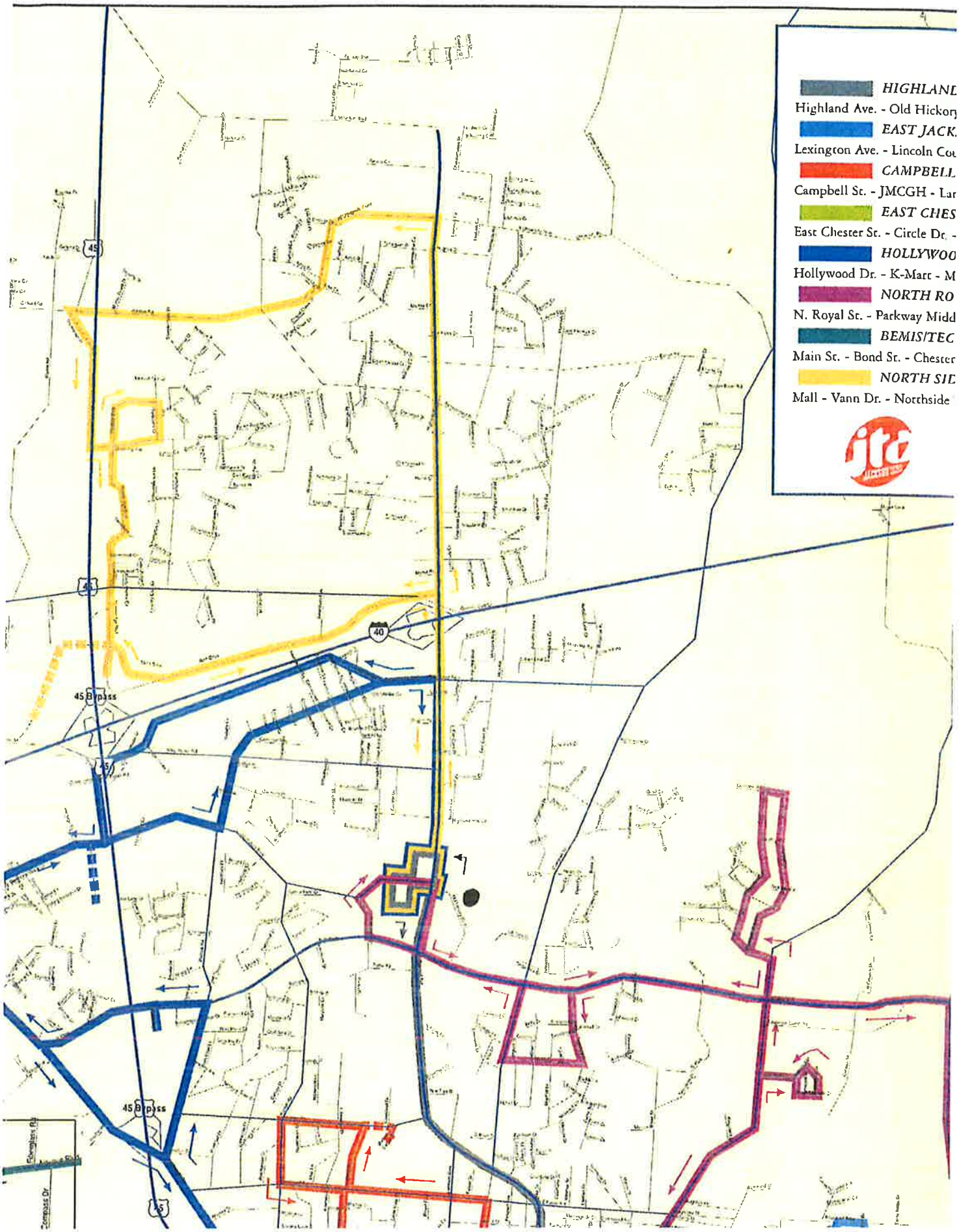
C. ROSS ARCHITECTURE L.L.C.
Chris Ross, Architect

Adolescent and Residentail Care Renovation
WoodRidge Behavorial Care
Madison Oaks Hospital
Jackson, Tennessee

Project Number: 20706
CSO: 8002
Date: 07/22/16
Revisions
1.
2.
Sheet Number:
A2

Attachment A.6.B(3)
Transportation Routes


HIGHLAND
Highland Ave. - Old Hickory Mall - Main St.
EAST JACKSON
Lexington Ave. - Lincoln Courts - Hays Ave.
CAMPBELL
Campbell St. - JMCGH - Lambuth Ave.
EAST CHESTER
East Chester St. - Circle Dr. - S. Royal St.
HOLLYWOOD
Hollywood Dr. - K-Mart - Mall - Carriage House Dr.
NORTH ROYAL
N. Royal St. - Parkway Middle - Mall - JSCC - P&G
BEMIS/TECH CENTER (Mon. - Fri.)
Main St. - Bond St. - Chester Levee - Bemis Plaza - Tech Center
NORTH SIDE
Mall - Vann Dr. - Northside High - Stonebridge - Vann Dr.
Technology Center


HIGHLANI
Highland Ave. - Old Hickor
EAST JACK
Lexington Ave. - Lincoln Co
CAMPBELL
Campbell St. - JMCGH - Lar
EAST CHES
East Chester St. - Circle Dr. -
HOLLYWOO
Hollywood Dr. - K-Mart - M
NORTH RO
N. Royal St. - Parkway Midd
BEMIS/TEC
Main St. - Bond St. - Chester
NORTH SIE
Mall - Vann Dr. - Northside
45
40
45 Bypass
45 Bypass
Fiberglass Rd
Compass Dr

Attachment B.Need.3
Service Area Map

County Level Map

Attachment B.Need.6
Department of Health and Human Services Data

CHILD HEALTH USA **2011**

An illustrated collection of current and historical data, published annually.

Health Status > Children > Hospitalization

Hospitalization

Narrative

In 2009, there were over 3.1 million hospital discharges among people aged 1–21 years, equaling 3.6 hospital discharges per 100 children, adolescents and young adults. While injuries are the leading cause of death among this age group, they were not the most common cause of hospitalization. In 2009, diseases of the respiratory system, including asthma and pneumonia, were the most common causes of hospitalization among children aged 1–4 and 5–9 years. Among children aged 1-4 years, diseases of the respiratory system accounted for nearly 40 percent of discharges; the same was true for about one-quarter of 5-9 year-olds. Mental disorders were the most common cause of hospitalization among children aged 10–14 years (22.5 percent of discharges) and the second most common cause among adolescents aged 15-19 years (15.7 percent of discharges) and young adults aged 20–21 years (8.4 percent). Among adolescents aged 15-19 years and young adults aged 20–21 years, labor and delivery (among females) was the most common cause of hospitalization resulting 49.6 and 62.3 percent of discharges, respectively.

Between 1990 and 2009, overall hospital discharge rates for children aged 1-14 years did not change significantly. However, there was a change in the rates for some of the most common individual categories of discharges: the rate of discharges for diseases of the respiratory system increased by 19.6 percent between 1990 and 2009, while discharges related to injury and poisoning decreased by 31.5 percent during the same period.

Graphs

Data

Information on this page can be found in the print version of *Child Health USA 2011*. Suggested Citation: U.S. Department of Health and Human Services, Health Resources and Services Administration, Maternal and Child Health Bureau. *Child Health USA 2011*. Rockville, Maryland: U.S. Department of Health and Human Services, 2011.

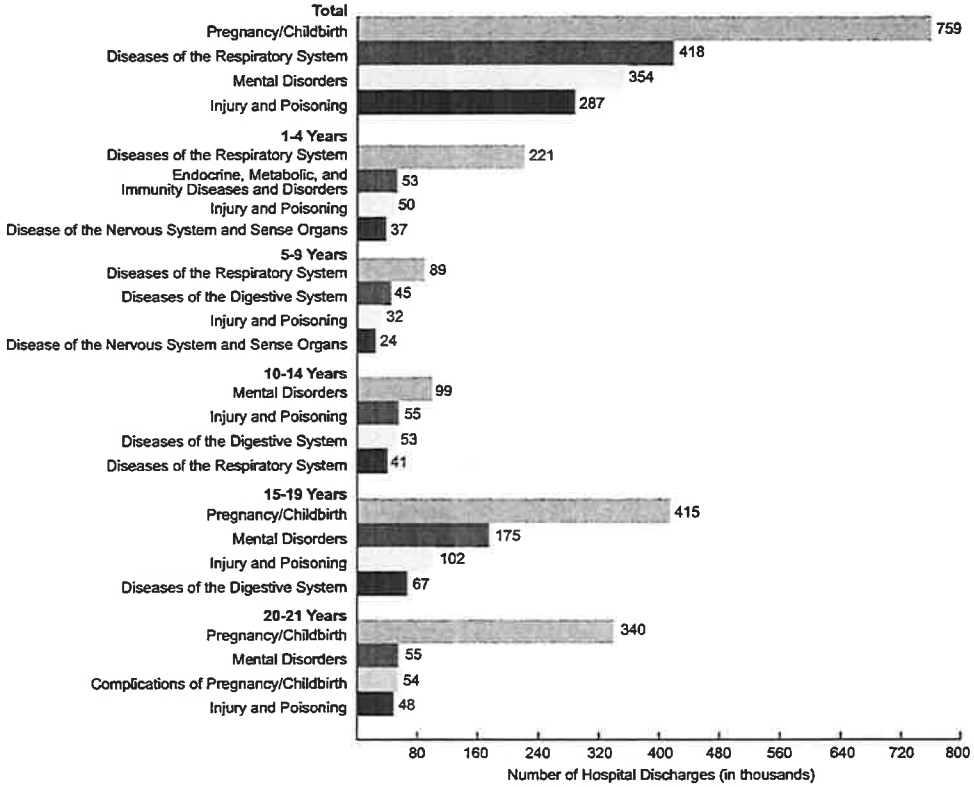
HOSPITALIZATION

In 2009, there were over 3.1 million hospital discharges among people aged 1–21 years, equaling 3.6 hospital discharges per 100 children, adolescents and young adults. While injuries are the leading cause of death among this age group, they were not the most common cause of hospitalization. In 2009, diseases of the respiratory system, including asthma and pneumonia, were the most common causes of hospitalization among children aged 1–4 and 5–9 years. Among children aged 1-4 years, diseases of the respiratory system accounted for nearly 40 percent of discharges; the same was true for about one-quarter of 5-9 year-olds. Mental disorders were the most common cause of hospitalization among children aged 10–14 years (22.5 percent of discharges) and the second most common cause among adolescents aged 15-19 years (15.7 percent of discharges) and young adults aged 20–21 years (8.4 percent). Among adolescents aged 15-19 years and young adults aged 20–21 years, labor and delivery (among females) was the most common cause of hospitalization resulting 49.6 and 62.3 percent of discharges, respectively.

Between 1990 and 2009, overall hospital discharge rates for children aged 1–14 years did not change significantly. However, there was a change in the rates for some of the most common individual categories of discharges: the rate of discharges for diseases of the respiratory system increased by 19.6 percent between 1990 and 2009, while discharges related to injury and poisoning decreased by 31.5 percent during the same period.

Major Causes of Hospitalization, by Age Group, 2009

Source (II.8): Centers for Disease Control and Prevention, National Hospital Discharge Survey



Attachment B.Economic Feasibility.1.E
Letter from Architect

C. ROSS ARCHITECTURE L.L.C.

October 3, 2016

Subject: **Verification of Construction Cost Estimate**
Madison Oaks Hospital
Woodridge Behavioral Care
Child and Adolescent Renovation
Jackson, Tennessee

To Whom It May Concern:

C. Ross Architect L.L.C., an architectural firm in Nashville, Tennessee, has reviewed the construction cost data for the above referenced project. The stated construction cost for this 8,818 square foot renovation is approximately $1,102,250.00. (In providing opinions of probable construction cost, the Client understands that the Consultant has no control over the cost or availability of labor, equipment or materials, or over market conditions, or the Contractor's method of pricing, or the Code Reviewer's interpretation at a later date of the requirements for the project, and that the Consultant's opinion of probable construction costs are made on the basis of the Consultant's professional judgment and experience. The Consultant makes no warranty, expressed or implied, that the bids or the negotiated cost of the work will not vary from the Consultants opinion or probable construction cost.)

It is our opinion at this time the projected construction cost is reasonable for this type and size of project and compares appropriately with similar projects in this market. However, it should be noted that the construction costs re increasing rapidly due to economic factors beyond Contractor's controls.

The building codes applicable to this project will be:

State:

1. 2010 Guidelines for Design and Construction of Hospitals and Health Care Facilities
2. 2012 International Building Code
3. 2012 International Mechanical Code
4. 2012 International Plumbing Code
5. 2012 International Fuel and Gas Code
6. 2011 National Electric Code
7. 2012 NFPA 101 Life Safety Code
8. 1999 North Carolina Handicap Accessibility Code with 2004 Amendments
9. 2012 U S Public health Code

Federal:

1. The Americans with Disabilities Act (ADA), Accessibility Guidelines for Buildings and Facilities – 2010 Edition

Sincerely,

C. ROSS ARCHITECTURE, L.L.C.

R. Christopher Ross, III, AIA

3807 Charlotte Avenue ▼ Nashville, Tennessee 37209
Phone: 615.385.1942 ▲ Fax: 615.385.1943 ▲ Mobile: 615.430.4072 ▲ Email: rossarch@comcast.net

Attachment B.Economic Feasibility.2
Letter from CFO

WOODRIDGE
BEHAVIORAL CARE

October 12, 2016

Health Services and Development Agency
502 Deaderick St.
Andrew Jackson Bldg., 9th Floor
Nashville, TN 37243

Dear Agency member:

This letter is to certify that Woodridge of West Tennessee, LLC, d/b/a Oak Hills Behavioral Center, has sufficient cash of $1,335,250, to fund the project as described in the Certificate of Need application for the 16-bed expansion of Oak Hills Behavior Center, located at 49 Old Hickory Blvd., Jackson, TN 38305.

Should you have questions or require further information, feel free to call me or Cecelia Hunt at 615-860-9230.

Yours truly,

Rod Laughlin

Rod Laughlin
Chief Executive Officer

{01456451.1 }

162 CUDE LANE • MADISON, TN 37115 • TEL 615.860.9230 • FAX 615.860.9228 • woodridgecare.com

Attachment B.Economic Feasibility.6.A
Financial Statements

Woodridge of West Tennessee LLC
Balance Sheet
As of December 31, 2016

	Aug 31, 16
ASSETS	
Current Assets	
Checking/Savings	
1100 . Cash and Equivalents	
1132. Pinnacle Bank - Operatin	-
1140. Cash - Petty Cash	500
Total 1100 . Cash and Equivalents	500
Total Checking/Savings	500
Accounts Receivable	
1200. Patient Recievables	
1201. Patient A/R	347,615
1203. Unbilled A/R	92,050
Total 1200. Patient Recievables	439,665
1240 . Allowance Accounts	
1250. Allowance Doubtful Acct	(87,932)
Total 1240 . Allowance Accounts	(87,932)
Total Accounts Receivable	351,733
Other Current Assets	
1300. Other Receivables	
1307. A/R Misc	1,000
1350. Employee Travel Advance	-
Total 1300. Other Receivables	1,000
1400. Prepaid Expenses	6,810
Total Other Current Assets	7,810
Total Current Assets	360,043
Fixed Assets	
1500. Fixed Assets	
1540. Leasehold Improvements	1,795,281
1550. Automobiles	37,071
1570. Furniture & Equipment	129,266
Total 1500. Fixed Assets	1,961,617
1745 . Accumulated Depreciation	
1541. AccDepr-Leasehold Improve	(224,311)
1551. AccumDepr- Auto	(3,088)
1571. AccumDepre- F & E	(38,016)
Total 1745 . Accumulated Depreciation	(265,414)
Total Fixed Assets	1,696,203
Other Assets	
1600. Other Assets	
1610. Deposits	1,051
Total 1600. Other Assets	1,051
Total Other Assets	1,051
TOTAL ASSETS	**2,057,298**
LIABILITIES & EQUITY	
Liabilities	

Woodridge of West Tennessee LLC
Balance Sheet
As of December 31, 2016

	Aug 31, 16
Current Liabilities	
Accounts Payable	
2000 . Accounts Payable	
2005 . Accounts Payable	41,267
Total 2000 . Accounts Payable	41,267
Total Accounts Payable	41,267
Other Current Liabilities	
2100 . Payroll Liabilities	
2200 . Salaries Payable	24,673
2201 . Accrued Vacations	8,579
2207 . HSA	-
2208. 401K	-
2220 . FUTA	0
2221 . Tennessee SUTA	-
2230 . Federal W/H	2,502
2232 . FICA Employer	(0)
2260. Other Insurance	-
Total 2100 . Payroll Liabilities	35,754
2400. Other Current Liabilities	
2405. Accrued Other	10,725
2410. Accrued Real Estate Taxes	-
Total 2400. Other Current Liabilities	10,725
2500 . Income Tax Payable	
2530 . State Francise Tax	-
Total 2500 . Income Tax Payable	-
Total Other Current Liabilities	46,479
Total Current Liabilities	87,746
Long Term Liabilities	
2700 . Intercompany	
2701 . Intercompany Mgmt	2,609,591
Total 2700 . Intercompany	2,609,591
Total Long Term Liabilities	2,609,591
Total Liabilities	2,697,336
Equity	
3900 . Retained Earnings	(769,056)
Net Income	129,017
Total Equity	(640,039)
TOTAL LIABILITIES & EQUITY	2,057,298

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	Jan 16	Feb 16	Mar 16	Apr 16
Ordinary Income/Expense				
Income				
4000 . Patient Revenue				
4125. Medicare	131,902	108,670	237,253	150,551
4200 . Revenue - Commercial	-	-	(47,533)	(12,938)
4218. Tenn Medicaid	-	-	-	35,264
Total 4000 . Patient Revenue	131,902	108,670	189,719	172,877
5000. A/R Discount				
5002 .Administrative Adjustment	-	-	296	(296)
Total 5000. A/R Discount	-	-	296	(296)
Total Income	131,902	108,670	190,015	172,581
Gross Profit	131,902	108,670	190,015	172,581
Expense				
7000 . Gross Salaries				
7001. Payroll	72,037	70,082	70,163	66,973
Total 7000 . Gross Salaries	72,037	70,082	70,163	66,973
7050. Employee Benefits				
7051. Payroll Taxes - FICA	5,324	5,198	5,224	4,989
7052. Payroll Taxes - SUI/FUI	2,079	1,528	967	698
7071. Health Insurance	3,495	2,417	2,528	2,639
7073. Dental	420	260	299	360
7074. Workman's Compensation	1,988	1,988	1,988	1,988
7075. Life Insurance	86	86	86	82
7076. 401k Match	-	-	-	-
7080. HSA Company Contribution	162	162	167	167
7090. Employee Activities	-	-	-	-
Total 7050. Employee Benefits	13,554	11,640	11,258	10,923
7100. Professional Fees				
7111. Prof. Fees - Medical Dir	12,500	12,500	12,500	12,500
7120. Prof Fees - H & P	3,000	3,000	3,000	3,000
7130. Prof Fees - Other	-	-	300	-
Total 7100. Professional Fees	15,500	15,500	15,800	15,500
7200. Advertising & Marketing				
7211. Marketing Supplies	1,004	1,154	271	64
7220 . TV Placements	-	-	2,797	-
Total 7200. Advertising & Marketing	1,004	1,154	3,068	64
7300. Purchase Services				
7301. Accounting Fees	-	-	5,000	-
7302. Dietary Consultant	-	-	-	-
7304. Housekeep & Maint.	1,073	1,073	1,930	-
7305. Lab Work	2,000	448	1,522	555
7306. Laundry	880	896	1,134	1,582
7307. Legal Fees	-	-	-	-
7308. Outside Medical Services	1,800	605	2,200	1,240
7312. JCAHO	775	775	775	775

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	Jan 16	Feb 16	Mar 16	Apr 16
7313. Therapist	205	-	-	-
7320. Transcription	112	114	-	-
7321 . Maintenance Agreements	694	706	690	619
7325. Psychologist	-	-	-	-
7327. Pre Employment	497	300	285	325
7375. Contract Labor - Other	-	-	-	50
Total 7300. Purchase Services	8,035	4,916	13,537	5,148
7380. Recruitment & Relocation				
7381. Recruitment Ads	-	-	-	-
Total 7380. Recruitment & Relocation	-	-	-	-
7400. Food and Supplies				
7401. Office Supplies	654	387	241	338
7405. Food Costs	1,904	1,316	4,168	3,269
7406. Dietary Supplies	150	140	320	118
7407. Minor Equipment	1,047	2,863	-	-
7408. Housekeeping Supplies	1,031	1,271	692	575
7410. Recreation/Activity	209	150	193	150
7411. Medical Supplies	1,212	578	660	1,671
7412. Pharmacy Supplies	6,000	6,240	9,699	10,000
7400. Food and Supplies - Other	-	-	-	-
Total 7400. Food and Supplies	12,208	12,946	15,974	16,121
7500. Travel & Entertainment				
7501. Travel & Mileage	383	704	515	427
7502. Meals	40	169	79	100
7503. Conference And Seminars	500	-	-	200
7521. Transport Gas	-	-	-	-
7524. Transport Other	80	20	40	240
Total 7500. Travel & Entertainment	1,003	893	634	967
7550. Repair and Maintenance				
7552. R & M Buildings	482	244	626	349
Total 7550. Repair and Maintenance	482	244	626	349
7580. Rent/Lease				
7581. Rent Equipment	25	25	25	25
Total 7580. Rent/Lease	25	25	25	25
7600. Utilities				
7601. Telephone	35	34	35	35
7602. Telephone Long Distance	7	10	9	9
7603. Electric	704	674	604	563
7604. Water	60	50	55	52
7605. Sewer	115	88	107	94
7606. Natural Gas	160	158	87	63
7607. Waste	690	715	767	682
7609. Fuel - Generators	-	-	-	-
7610. Mobile Phones	295	250	244	232
7612. Cable	10	10	10	10

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	Jan 16	Feb 16	Mar 16	Apr 16
Total 7600. Utilities	2,076	1,989	1,917	1,740
7650. Insurance				
7651. Auto Insurance	-	-	-	250
7654. Professional Insurance	633	633	633	633
7655. Property Insurance	75	75	75	75
Total 7650. Insurance	708	708	708	958
7680. Bad Debt Expense				
7681. Bad Debt Exp	1,230	(21,263)	5,199	8,338
Total 7680. Bad Debt Expense	1,230	(21,263)	5,199	8,338
7700. Property Taxes				
7701. Property Taxes Real	168	138	138	138
Total 7700. Property Taxes	168	138	138	138
7900. Other Operating Expenses				
7901. Taxes & Licenses	233	533	233	533
7902. Resident Supplies	427	474	3	809
7906. Overnight Mail	23	15	76	27
7907. Printing & Reproduction	-	-	-	-
7910. Late Fees/Charges	-	-	-	-
7913. Postage	11	-	88	23
Total 7900. Other Operating Expenses	695	1,023	400	1,393
Total Expense	128,725	99,996	139,446	128,635
Net Ordinary Income	3,176	8,674	50,569	43,946
Other Income/Expense				
Other Expense				
8500 . Depreciation & Amort.				
8501 . Depreciation Exp.	17,176	17,176	17,176	17,792
Total 8500 . Depreciation & Amort.	17,176	17,176	17,176	17,792
Total Other Expense	17,176	17,176	17,176	17,792
Net Other Income	(17,176)	(17,176)	(17,176)	(17,792)
Net Income	**(14,000)**	**(8,502)**	**33,393**	**26,154**

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	May 16	Jun 16	Jul 16	Aug 16
Ordinary Income/Expense				
Income				
4000 . Patient Revenue				
4125. Medicare	185,987	83,146	170,530	205,227
4200 . Revenue - Commercial	(33,357)	17,850	-	36,078
4218. Tenn Medicaid	29,408	2,680	1,181	25,711
Total 4000 . Patient Revenue	182,038	103,675	171,711	267,016
5000. A/R Discount				
5002 .Administrative Adjustment	-	(1)	(50,177)	-
Total 5000. A/R Discount	-	(1)	(50,177)	-
Total Income	182,038	103,674	121,534	267,016
Gross Profit	182,038	103,674	121,534	267,016
Expense				
7000 . Gross Salaries				
7001. Payroll	65,738	55,756	64,878	73,652
Total 7000 . Gross Salaries	65,738	55,756	64,878	73,652
7050. Employee Benefits				
7051. Payroll Taxes - FICA	4,902	4,153	4,846	5,503
7052. Payroll Taxes - SUI/FUI	760	580	791	562
7071. Health Insurance	424	2,411	934	2,436
7073. Dental	323	314	(215)	150
7074. Workman's Compensation	1,988	2,364	2,364	2,360
7075. Life Insurance	90	62	62	66
7076. 401k Match	-	-	-	277
7080. HSA Company Contribution	169	128	192	128
7090. Employee Activities	76	-	-	76
Total 7050. Employee Benefits	8,730	10,013	8,974	11,559
7100. Professional Fees				
7111. Prof. Fees - Medical Dir	12,500	12,500	12,500	12,500
7120. Prof Fees - H & P	3,000	2,000	2,000	2,000
7130. Prof Fees - Other	-	1,000	1,000	1,000
Total 7100. Professional Fees	15,500	15,500	15,500	15,500
7200. Advertising & Marketing				
7211. Marketing Supplies	143	241	1,202	3,653
7220 . TV Placements	1,064	1,000	-	-
Total 7200. Advertising & Marketing	1,207	1,241	1,202	3,653
7300. Purchase Services				
7301. Accounting Fees	500	-	-	-
7302. Dietary Consultant	260	-	-	650
7304. Housekeep & Maint.	-	-	-	-
7305. Lab Work	2,922	1,219	1,450	471
7306. Laundry	1,978	1,582	1,626	2,051
7307. Legal Fees	189	-	-	-
7308. Outside Medical Services	215	584	421	533
7312. JCAHO	1,400	900	900	900

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	May 16	Jun 16	Jul 16	Aug 16
7313. Therapist	-	240	165	240
7320. Transcription	103	300	126	245
7321 . Maintenance Agreements	619	783	173	146
7325. Psychologist	-	-	-	250
7327. Pre Employment	26	482	126	200
7375. Contract Labor - Other	75	-	195	100
Total 7300. Purchase Services	8,288	6,090	5,182	5,787
7380. Recruitment & Relocation				
7381. Recruitment Ads	-	-	-	25
Total 7380. Recruitment & Relocation	-	-	-	25
7400. Food and Supplies				
7401. Office Supplies	200	662	291	597
7405. Food Costs	1,530	1,811	2,493	4,215
7406. Dietary Supplies	277	143	279	355
7407. Minor Equipment	-	-	372	-
7408. Housekeeping Supplies	699	198	412	1,020
7410. Recreation/Activity	181	150	202	-
7411. Medical Supplies	1,964	1,063	1,137	674
7412. Pharmacy Supplies	8,164	5,000	1,753	13,248
7400. Food and Supplies - Other	-	-	24	-
Total 7400. Food and Supplies	13,014	9,027	6,963	20,109
7500. Travel & Entertainment				
7501. Travel & Mileage	1,631	181	487	644
7502. Meals	(148)	34	72	160
7503. Conference And Seminars	1,050	79	-	-
7521. Transport Gas	-	32	100	100
7524. Transport Other	235	371	-	-
Total 7500. Travel & Entertainment	2,768	697	659	904
7550. Repair and Maintenance				
7552. R & M Buildings	626	661	627	4,751
Total 7550. Repair and Maintenance	626	661	627	4,751
7580. Rent/Lease				
7581. Rent Equipment	-	25	25	-
Total 7580. Rent/Lease	-	25	25	-
7600. Utilities				
7601. Telephone	38	36	36	36
7602. Telephone Long Distance	10	9	7	11
7603. Electric	653	767	1,043	959
7604. Water	54	53	56	49
7605. Sewer	97	93	108	83
7606. Natural Gas	53	45	44	38
7607. Waste	690	1,410	903	528
7609. Fuel - Generators	23	-	-	-
7610. Mobile Phones	322	107	508	357
7612. Cable	11	11	11	11

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	May 16	Jun 16	Jul 16	Aug 16
Total 7600. Utilities	1,951	2,531	2,716	2,071
7650. Insurance				
7651. Auto Insurance	125	125	125	114
7654. Professional Insurance	709	1,137	1,188	647
7655. Property Insurance	75	75	75	97
Total 7650. Insurance	909	1,338	1,389	858
7680. Bad Debt Expense				
7681. Bad Debt Exp	11,305	14,307	2,659	3,656
Total 7680. Bad Debt Expense	11,305	14,307	2,659	3,656
7700. Property Taxes				
7701. Property Taxes Real	168	168	218	168
Total 7700. Property Taxes	168	168	218	168
7900. Other Operating Expenses				
7901. Taxes & Licenses	245	233	4,833	383
7902. Resident Supplies	589	1,350	630	1,049
7906. Overnight Mail	31	28	31	60
7907. Printing & Reproduction	-	-	71	-
7910. Late Fees/Charges	-	-	-	9
7913. Postage	176	-	-	5
Total 7900. Other Operating Expenses	1,041	1,611	5,565	1,506
Total Expense	131,246	118,965	116,556	144,199
Net Ordinary Income	50,792	(15,291)	4,978	122,816
Other Income/Expense				
Other Expense				
8500 . Depreciation & Amort.				
8501 . Depreciation Exp.	17,827	17,827	17,827	17,843
Total 8500 . Depreciation & Amort.	17,827	17,827	17,827	17,843
Total Other Expense	17,827	17,827	17,827	17,843
Net Other Income	(17,827)	(17,827)	(17,827)	(17,843)
Net Income	**32,965**	**(33,118)**	**(12,849)**	**104,973**

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	TOTAL
Ordinary Income/Expense	
Income	
4000 . Patient Revenue	
4125. Medicare	1,273,265
4200 . Revenue - Commercial	(39,900)
4218. Tenn Medicaid	94,243
Total 4000 . Patient Revenue	1,327,608
5000. A/R Discount	
5002 .Administrative Adjustment	(50,178)
Total 5000. A/R Discount	(50,178)
Total Income	1,277,430
Gross Profit	1,277,430
Expense	
7000 . Gross Salaries	
7001. Payroll	539,279
Total 7000 . Gross Salaries	539,279
7050. Employee Benefits	
7051. Payroll Taxes - FICA	40,139
7052. Payroll Taxes - SUI/FUI	7,965
7071. Health Insurance	17,283
7073. Dental	1,911
7074. Workman's Compensation	17,027
7075. Life Insurance	620
7076. 401k Match	277
7080. HSA Company Contribution	1,276
7090. Employee Activities	152
Total 7050. Employee Benefits	86,650
7100. Professional Fees	
7111. Prof. Fees - Medical Dir	100,000
7120. Prof Fees - H & P	21,000
7130. Prof Fees - Other	3,300
Total 7100. Professional Fees	124,300
7200. Advertising & Marketing	
7211. Marketing Supplies	7,732
7220 . TV Placements	4,861
Total 7200. Advertising & Marketing	12,593
7300. Purchase Services	
7301. Accounting Fees	5,500
7302. Dietary Consultant	910
7304. Housekeep & Maint.	4,075
7305. Lab Work	10,587
7306. Laundry	11,730
7307. Legal Fees	189
7308. Outside Medical Services	7,598
7312. JCAHO	7,203

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	TOTAL
7313. Therapist	850
7320. Transcription	999
7321 . Maintenance Agreements	4,431
7325. Psychologist	250
7327. Pre Employment	2,241
7375. Contract Labor - Other	420
Total 7300. Purchase Services	56,983
7380. Recruitment & Relocation	
7381. Recruitment Ads	25
Total 7380. Recruitment & Relocation	25
7400. Food and Supplies	
7401. Office Supplies	3,371
7405. Food Costs	20,706
7406. Dietary Supplies	1,783
7407. Minor Equipment	4,282
7408. Housekeeping Supplies	5,898
7410. Recreation/Activity	1,235
7411. Medical Supplies	8,958
7412. Pharmacy Supplies	60,103
7400. Food and Supplies - Other	24
Total 7400. Food and Supplies	106,360
7500. Travel & Entertainment	
7501. Travel & Mileage	4,972
7502. Meals	505
7503. Conference And Seminars	1,829
7521. Transport Gas	232
7524. Transport Other	986
Total 7500. Travel & Entertainment	8,524
7550. Repair and Maintenance	
7552. R & M Buildings	8,366
Total 7550. Repair and Maintenance	8,366
7580. Rent/Lease	
7581. Rent Equipment	150
Total 7580. Rent/Lease	150
7600. Utilities	
7601. Telephone	285
7602. Telephone Long Distance	72
7603. Electric	5,967
7604. Water	429
7605. Sewer	785
7606. Natural Gas	648
7607. Waste	6,385
7609. Fuel - Generators	23
7610. Mobile Phones	2,314
7612. Cable	84

Woodridge of West Tennessee LLC
Profit & Loss
January through August 2016

	TOTAL
Total 7600. Utilities	16,992
7650. Insurance	
7651. Auto Insurance	739
7654. Professional Insurance	6,212
7655. Property Insurance	625
Total 7650. Insurance	7,576
7680. Bad Debt Expense	
7681. Bad Debt Exp	25,431
Total 7680. Bad Debt Expense	25,431
7700. Property Taxes	
7701. Property Taxes Real	1,304
Total 7700. Property Taxes	1,304
7900. Other Operating Expenses	
7901. Taxes & Licenses	7,229
7902. Resident Supplies	5,331
7906. Overnight Mail	291
7907. Printing & Reproduction	71
7910. Late Fees/Charges	9
7913. Postage	303
Total 7900. Other Operating Expenses	13,234
Total Expense	1,007,768
Net Ordinary Income	269,663
Other Income/Expense	
Other Expense	
8500 . Depreciation & Amort.	
8501 . Depreciation Exp.	140,645
Total 8500 . Depreciation & Amort.	140,645
Total Other Expense	140,645
Net Other Income	(140,645)
Net Income	129,017

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2015

(With Independent Auditors' Report Thereon)

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

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LBMC MAKE A GOOD BUSINESS BETTER

INDEPENDENT AUDITORS' REPORT

The Members
Woodridge Behavioral Care, LLC and Subsidiaries:

We have audited the accompanying consolidated financial statements of Woodridge Behavioral Care, LLC and Subsidiaries (collectively the "Company"), which comprise the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of operations, changes in members' equity and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting polices used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Woodridge Behavioral Care, LLC and Subsidiaries as of December 31, 2015, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

LBMC, PC

Brentwood, Tennessee
April 4, 2016

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

Consolidated Balance Sheet

December 31, 2015

Assets

Current assets:	
Cash	$ 12,092
Accounts receivable, less allowance for doubtful accounts of $230,386	3,066,390
Other receivables	86,682
Prepaid expenses	426,027
Total current assets	3,591,191
Property and equipment, net	12,558,301
Goodwill	7,600,000
Loan costs, net of accumulated amortization of $37,034	88,662
Other assets	657,313
	$ 24,495,467

Liabilities and Members' Equity

Current liabilities:	
Current installments of long-term debt	$ 594,136
Accounts payable	503,260
Accrued expenses and other current liabilities	2,301,285
Total current liabilities	3,398,681
Long-term debt, excluding current installments	9,276,504
Total liabilities	12,675,185
Members' equity	11,820,282
	$ 24,495,467

See accompanying notes to the consolidated financial statements.

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

Consolidated Statement of Operations

Year ended December 31, 2015

Revenue:	
Net patient revenues before provision for doubtful accounts	$ 25,821,855
Provision for doubtful accounts	(193,639)
Net revenue	25,628,216
Total operating expenses:	
Salaries and benefits	17,528,114
Purchased services	2,438,367
Supplies	416,643
Rent	710,670
Depreciation and amortization	1,080,989
Travel and entertainment	351,943
Professional services	1,199,256
Repairs and maintenance	333,761
Other expenses	2,206,652
Total operating expenses	26,266,395
Loss from operations	(638,179)
Other expense:	
Interest expense, net	(297,386)
Loss on equity method investments in joint ventures	(78,737)
Total other expense	(376,123)
Net loss	$ (1,014,302)

See accompanying notes to the consolidated financial statements.

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

Consolidated Statement of Changes in Members' Equity

Year ended December 31, 2015

	Member Contributions	Retained Earnings	Total Members' Equity
Balance at December 31, 2014	$ 11,985,960	$ 826,233	$ 12,812,193
Contributions from members	-	59,959	59,959
Distributions to members	-	(37,568)	(37,568)
Net loss	-	(1,014,302)	(1,014,302)
Balance at December 31, 2015	$ 11,985,960	$ (165,678)	$ 11,820,282

See accompanying notes to the consolidated financial statements.

WOODRIDGE BEHAVIORAL CARE, LLC AND SUBSIDIARIES

Consolidated Statement of Cash Flows

Year ended December 31, 2015

Cash flows from operating activities:	
Net loss	$ (1,014,302)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	1,080,989
Provision for doubtful accounts	193,639
Gain on disposal of property and equipment	(1,700)
Equity in loss of joint ventures	78,737
Increase in operating assets:	
Receivables	(469,623)
Prepaid expenses	(159,176)
Other assets	(806)
Increase in operating liabilities:	
Accounts payable	94,570
Accrued expenses and other current liabilities	426,581
Total adjustments	1,243,211
Net cash provided by operating activities	228,909
Cash flows from investing activities:	
Purchases of property and equipment	(882,512)
Investment in joint ventures	(28,163)
Distributions from joint ventures	68,614
Net cash used by investing activities	(842,061)
Cash flows from financing activities:	
Proceeds from line of credit, net	154,997
Proceeds from member notes	500,000
Proceeds from related party note	500,000
Proceeds from long-term debt	31,931
Payments of long-term debt	(593,648)
Contributions from members, net	22,391
Net cash provided by financing activities	615,671
Increase in cash	2,519
Cash at beginning of year	9,573
Cash at end of year	$ 12,092

See accompanying notes to the consolidated financial statements.

(1) Nature of operations

Woodridge Behavioral Care, LLC and Subsidiaries (collectively, the "Company" or "Woodridge") was formed on June 24, 2011 to provide comprehensive psychiatric treatment to children and adolescents. During 2015, the Company opened a 24-bed acute care unit for children, adolescents and adults in West Memphis, Arkansas and a 16-bed senior adult psychiatric unit in Jackson, TN. The Company currently serves patients in Arkansas, Missouri and Tennessee. The Company's corporate office is located in Madison, Tennessee.

(2) Summary of significant accounting policies

(a) Principles of consolidation

These consolidated financial statements include the accounts of all of the Company's wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

(b) Accounts receivable

The Company receives payment for services rendered from federal and state agencies (including Medicaid or other state programs), private insurance carriers, managed care programs and patients. The Company states patient accounts receivable for services rendered at net realizable amounts. The Company manages receivables by regularly reviewing its accounts and contracts and by providing appropriate allowances for uncollectible amounts. The Company records an allowance for uncollectible accounts on a weighted scale based on days outstanding. As a service to the patients, Woodridge bills third-party payers directly and bills the patients when the patient's liability is determined. Patient accounts receivable are due in full when billed. Delinquent accounts are turned over to a third party collection agency, and any subsequent recoveries are recognized in the period received.

(c) Property and equipment

Property and equipment are stated at cost or the value on the date of contribution. Depreciation and amortization are provided over the assets' estimated useful lives using the straight-line method. Leasehold improvements are amortized over the shorter of their estimated lives or the respective lease term. Buildings and improvements are generally depreciated over thirty years. Automobiles are generally depreciated over five years and furniture and fixtures are generally depreciated over three to five years.

Expenditures for maintenance and repairs are expensed when incurred. Expenditures for renewals or betterments are capitalized. When property is retired or sold, the cost and the related accumulated depreciation or amortization are removed from the accounts, and the resulting gain or loss is included in operations.

(d) Goodwill

The Company reviews goodwill for impairment on an annual basis or more frequently if impairment indicators arise. In the event goodwill is considered to be impaired, a charge to earnings would be recorded during the period in which management makes such impairment assessment.

(e) Loan costs

Loan costs are amortized on a straight-line basis over the term of the related loans.

(f) Investment in joint ventures

Other assets include investments in joint ventures of $650,812. The Company accounts for its investments using the equity method. Under the equity method, the investments are initially recorded at cost and are increased or decreased by the Company's share of the net earnings or losses since acquisition. The carrying value is reduced by any distributions received from the joint ventures.

(g) Net patient service revenue

Substantially all revenues of the Company are derived from comprehensive psychiatric treatment to residential, inpatient and outpatient patients. It is the Company's policy to recognize revenues as services are provided to patients. In accordance with professional standards, revenues are reported at the estimated net realizable amount from patients, third-party payors and others for services rendered.

The Company has also entered into payment agreements with certain commercial insurance carriers and preferred provider organizations. The basis for payment to the Company under these arrangements includes global payment rates, prospectively-determined rates per patient day and discounts from established charges.

(h) Income taxes

The Company is organized as a limited liability company and is taxed as a partnership for federal and state income tax purposes. Under federal and state income tax provisions, the Company is not subject to income taxes on its taxable income. Instead, the Company's income and loss pass through to the members and are taxed at the individual level. Certain subsidiaries in Arkansas, Missouri and Tennessee, however, are subject to various state income taxes. State income taxes are not material to the Company.

Under generally accepted accounting principles, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax purposes not meeting the "more likely than not" test, no tax benefit is recorded. The Company has no material uncertain tax positions that qualify for either recognition or disclosure in the consolidated financial statements.

As of December 31, 2015, the Company has accrued no interest and no penalties related to uncertain tax positions. It is the Company's policy to recognize interest and/or penalties related to income tax matters in income tax expense.

The Company files U.S. Federal and various state income tax returns. The Company is generally open to audit under that statute of limitations by the Internal Revenue Service and various states for the periods ended December 31, 2012 through 2014.

(i) Advertising costs

Advertising costs are expensed as incurred.

(j) Equity incentive compensation

The Company has a unit option plan, which is described more fully in Note 13. Equity based compensation cost is measured at the grant date based upon the fair value of the award and is recognized as expense on a straight line basis over the requisite service period, which is generally the vesting period.

(k) Realization of long-lived assets

Management evaluates the recoverability of the investment in long-lived assets on an ongoing basis and recognizes any impairment in the year of determination. It is reasonably possible that relevant conditions could change in the near term and necessitate a change in management's estimate of the recoverability of these assets.

(l) Use of estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(m) New accounting pronouncements

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-02, *Intangibles - Goodwill and Other* ("ASC 2014-02"). This update allows certain entities to elect an accounting alternative to amortize goodwill on a straight-line basis over 10 years, or less than 10 years if the entity demonstrates that another useful life is more appropriate. An entity that elects the accounting alternative is further required to make an accounting policy election to test goodwill for impairment at either the entity level or the reporting unit level. Goodwill would be tested for impairment when a triggering event occurs that indicates that the fair value of the entity (or a reporting unit) may be below its carrying value. The accounting alternative, if elected, would be applied prospectively to goodwill existing as of the beginning of the period of adoption and new goodwill recognized in annual periods beginning after December 15, 2014. The Company elected not to adopt this pronouncement.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which created a global, comprehensive revenue recognition model. This accounting standard amends substantially all current revenue recognition guidance by providing a single framework for addressing revenue recognition issues and improving comparability of application across all entities and industries. The standard affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets. Under the standard, an entity should follow a five step model in order to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, ASU No. 2015-04, *Revenue from Contracts with Customers* ("ASU 2015-04"), was issued which deferred the effective date of ASU 2014-09 by one year. This standard is now effective for financial statements for fiscal years beginning after December 15, 2018. Therefore, the Company expects to adopt this standard at the beginning of fiscal year 2019. The Company is currently assessing the impact of adopting this accounting standard.

In April 2015, the FASB issued ASU 2015-03, *Interest - Imputation of Interest* ("ASU 2015-03"). ASU 2015-03 simplifies the presentation of debt issuance costs. Under this amendment, costs related to issuing debt will be presented on the balance sheet as a direct deduction from the debt liability rather than recorded as a separate asset, consistent with the presentation of a debt discount. The guidance in ASU 2015-03 is effective for nonpublic companies for fiscal years beginning after December 15, 2015 and can be early adopted. Management elected not to early adopt the provisions of ASU 2015-03 for the year ended December 31, 2015.

The FASB's new lease accounting standard, which was issued on February 25, 2016, will generally require on-balance sheet recognition for all leases with terms that exceed twelve months. The new lease accounting model will continue to reflect two types of leases. Under the new rules, a lessee would account for most existing capital leases as finance leases (that is, recognizing amortization of the right-of-use ("ROU") asset, as well as separately recognizing interest on the lease liability in the statement of operations). Most existing operating leases will remain as operating leases (that is, recognizing a single total lease expense). Both finance leases and operating leases will result in the lessee recognizing a ROU asset and a lease liability. The new leasing standard is effective for nonpublic companies for fiscal years beginning after December 15, 2019, with required retrospective application to prior years. The Company is currently assessing the impact of adopting this accounting standard.

(n) Fair value measurements

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity including quoted market prices in active markets for identical assets (Level 1), or significant other observable inputs (Level 2) and the reporting entity's own assumptions about market participant assumptions (Level 3). The Company does not have any fair value measurements using significant unobservable inputs (Level 3) as of December 31, 2015.

(o) Events occurring after reporting date

The Company has evaluated events and transactions that occurred between December 31, 2015 and April 4, 2016, which is the date that the consolidated financial statements were available to be issued, for possible recognition or disclosure in the consolidated financial statements and determined no additional disclosures were necessary.

(3) Credit risk and other concentrations

The Company may maintain cash on deposit at banks in excess of federally insured amounts. The Company has not experienced any losses in such accounts and management believes the Company is not exposed to any significant credit risk related to cash.

The Company grants credit without collateral to its patients, most of whom are individuals that are insured under third-party payor agreements. Substantially all of the Company's revenues and accounts receivable were from participation in Medicaid and other state programs.

(4) Investment in joint ventures

During 2012, the Company entered into a joint venture with other investors to own and operate a real estate entity. The Company contributed approximately $700,000 in cash to the joint venture prior to 2015 for an ownership interest of approximately 33% as of December 31, 2015. The joint venture used the contributions by investors to purchase and develop real estate in Arkansas.

During 2014, the Company entered into a joint venture with other investors to own and utilize an airplane. The Company contributed approximately $70,000 in cash to the joint venture for their initial investment and for an ownership interest of 25% as of December 31, 2014. An additional $28,163 was invested during 2015.

Summary unaudited information for both joint ventures as of December 31, 2015 and for the year then ended, is as follows:

Total assets	$ 8,948,000
Total liabilities	$ 7,414,000
Net loss	$ 262,000

During 2015, the real estate joint venture completed construction of the facility in West Memphis, Arkansas. The Company leases the building from the real estate joint venture. Rental payments to the real estate joint venture were approximately $600,000 during 2015 and are expected to be approximately $924,000 each year through 2030. The Company received distributions from the joint venture of approximately $69,000 during 2015.

At December 31, 2015, the real estate joint venture owed the Company approximately $55,000 for various expenses the Company paid on behalf of the joint venture.

(5) Property and equipment

A summary of property and equipment as of December 31, 2015 is as follows:

Land	$ 595,000
Buildings and improvements	11,169,853
Leasehold improvements	3,064,551
Transportation equipment	334,300
Furniture and fixtures	1,033,602
	16,197,306
Less accumulated depreciation	3,639,005
	$ 12,558,301

(6) Line of credit

The Company has a $2,000,000 line of credit available with a bank. Borrowings of $800,997 were outstanding under the line of credit at December 31, 2015. Borrowings under the line of credit bear interest, payable monthly, at an annual interest rate equal to 30-day LIBOR plus 275 basis points, with a floor of 3.25% (3.25% at December 31, 2015) and matures in May 2017. The line of credit is secured by substantially all assets of the Company and places certain restrictions and limitations upon the Company (see Note 7).

(7) Long-term debt

A summary of long-term debt as of December 31, 2015 is as follows:

Term loan to bank; interest at an annual rate equal to 30-day LIBOR plus 275 basis points, with a floor of 3.25% (3.25% at December 31, 2015); monthly principal payments of $41,178 plus accrued interest with all unpaid principal and interest due May 2019; secured by substantially all assets of the Company.	$ 6,627,976
Term loan to bank; interest at an annual rate equal to 30-day LIBOR plus 275 basis points, with a floor of 3.25% (3.25% at December 31, 2015); monthly principal payments of $8,333 plus accrued interest with all unpaid principal and interest due May 2019; secured by substantially all assets of the Company.	1,441,667
Subordinated promissory notes to members; monthly interest only payments at a fixed annual rate equal of 10%; all outstanding principal and interest due December 2020; unsecured.	500,000
Subordinated promissory note to related party; monthly interest only payments at a fixed annual rate equal of 10%; all outstanding principal and interest due December 2020; unsecured.	500,000
Line of credit (see Note 6)	800,997
Total long-term debt	9,870,640
Less current installments	594,136
Long-term debt, excluding current installments	$ 9,276,504

Payments of principal and interest on the notes to members and a related party are subordinated to the bank term loans and line of credit as defined in the agreements. In addition, the notes are subject to call rights by the Company and put rights by the lender. Should either of those rights be executed, the notes are subject to a prepayment premium at an additional interest rate of 5% (15% total).

A summary of approximate future maturities of long-term debt as of December 31, 2015, is as follows:

Year	
2016	$ 594,136
2017	1,395,133
2018	594,136
2019	6,287,235
2020	1,000,000
	$ 9,870,640

The provisions of the line of credit (see Note 6) and the long-term debt require the maintenance of certain covenants. The Company was not in compliance with certain financial covenants at December 31, 2015. The default was waived and the lender has amended certain financial covenants. The Company was in compliance with the revised covenants. Based on an estimate of 2016 financial position and operations prepared by management, the Company expects to be in compliance with its amended covenants through December 31, 2016.

(8) Employee benefit plan

The Company sponsors a 401(k) plan covering substantially all employees. Company contributions are made at management's discretion. The Company contributed approximately $91,000 to the plan in 2015.

(9) Income taxes

Deferred income taxes are provided for the temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities. At December 31, 2015, the Company has approximately $3,519,000 of Tennessee state net operating losses available to offset future taxable income. The net operating loss carryforwards begin to expire in 2022. Deferred tax assets of approximately $229,000 at December 31, 2015, which relate to the net operating losses, have not been reflected within the accompanying consolidated balance sheet due to the establishment of a full valuation allowance. The valuation allowance was established to reduce the deferred income tax assets to the amount that will more likely than not be realized. This reduction is provided due to the uncertainty of the Company's ability to utilize the net operating loss carryforwards before they expire.

(10) Lease commitments

The Company utilizes various office space, healthcare facilities and equipment under operating leases. Rent expense under these leases amounted to approximately $711,000 in 2015. A summary of approximate future minimum payments under these leases, substantially all of which is with a related party (see Note 4), as of December 31, 2015 is as follows:

Year	
2016	$ 943,000
2017	935,000
2018	926,000
2019	926,000
2020	924,000
Thereafter	8,471,000
	$ 13,125,000

(11) Contingent liabilities

General liability

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on these consolidated financial statements.

Healthcare Industry

The delivery of personal and health care services entails an inherent risk of liability. Participants in the health care services industry have become subject to an increasing number of lawsuits alleging negligence or related legal theories, many of which involve large claims and result in the incurrence of significant exposure and defense costs. The Company and its subsidiaries are insured with respect to medical malpractice risk on a claims-made basis. The Company also maintains insurance for general liability, director and officer liability and property. Certain policies are subject to deductibles. In addition to the insurance coverage provided, the Company indemnifies certain officers and directors for actions taken on behalf of the Company and its subsidiaries. Management is not aware of any claims against the Company or its subsidiaries which would have a material financial impact.

The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services, and Medicare fraud and abuse. Recently, government activity has increased with respect to investigations and/or allegations concerning possible violations of fraud and abuse statutes and/or regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as repayments for patient services previously billed. Management believes that the Company is in compliance with fraud and abuse statutes, as well as other applicable government laws and regulations.

Healthcare Reform

In March 2010, Congress adopted comprehensive health care insurance legislation, the Patient Care Protection and Affordable Care Act and the Health Care and Education Reconciliation Act ("collectively, the "Health Care Reform Legislation"). The Health Care Reform Legislation, among other matters, is designed to expand access to health care coverage to substantially all citizens through a combination of public program expansion and private industry health insurance. Provisions of the Health Care Reform Legislation became effective in 2014. Due to the complexity of the Health Care Reform Legislation, reconciliation and implementation of the legislation continues to be under consideration by lawmakers, and it is not certain as to what changes may be made in the future regarding health care policies. The Company does not anticipate a significant impact to occur for the Medicaid population. While the full impact of Health Care Reform Legislation is not yet fully known, changes to policies regarding reimbursement, universal health insurance and managed competition may materially impact the Company's operations.

(12) Related party transactions

The Company paid a related party fees for certain counseling, casework and administrative support services amounting to approximately $975,000 in 2015.

The Company has notes payable to members of the Company totaling $500,000. The Company also has a note payable to a related party totaling $500,000 at December 31, 2015.

(13) Unit option plan

The Company may grant unit options under the Woodridge Behavioral Care LLC 2011 Unit Option Plan (the "Plan"). The Plan is designed to promote the interest and long-term success of the Company by granting non-voting unit options to selected employees. The Plan is administered by the Company and 200,000 non-voting unit options are available to be issued, of which 116,500 have been issued at December 31, 2015. Under the Plan, the Company has the sole discretion to grant unit options with exercise prices determined at the time of grant but not less than the fair market value of the units at the date of grant. The unit option term and vesting period will be determined at the date of grant. The Company did not recognize compensation costs during 2015 as management determined it was not material to the consolidated financial statements.

(14) Supplemental disclosures of cash flow statement information

Interest paid	$ 294,442

Attachment B.Contribution to Orderly Development.4.A.
Current License and Accreditation

STATE OF TENNESSEE
DEPARTMENT OF MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES

LICENSE

THE DEPARTMENT OF MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES GRANTS THIS FULL LICENSE IN ACCORDANCE WITH TENNESSEE CODE ANNOTATED TITLE 33, CHAPTER 2, PART 4 TO:

WOODRIDGE OF WEST TENNESSEE

(Name of Licensee)

TO OPERATE A FACILITY OR SERVICE IDENTIFIED AND LOCATED AS FOLLOWS FOR THE PROVISION OF MENTAL HEALTH, PERSONAL SUPPORT, OR ALCOHOL AND DRUG ABUSE SERVICES:

Woodridge of West Tennessee, LLC DBA Oak Hills Behavioral Center

(Name of Facility or Service as Known to the Public)

49 Old Hickory Blvd, Jackson, TN 38305

(Street Address or Location, City or Town)

THE LICENSEE HAS DEMONSTRATED COMPLIANCE WITH T.C.A. TITLE 33, CHAPTER 2, PART 4 AND WITH RULES OF THE DEPARTMENT OF MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES

THIS LICENSE AUTHORIZES LIFE SAFETY OCCUPANCY CLASSIFICATIONS AND THE FOLLOWING DISTINCT CATEGORY OF FACILITY OR SERVICES TO BE PROVIDED.

License Category	Accessible to mobile, non-ambulatory individuals	Approved for persons w		Capacity
		hearing loss	vision loss	
Mental Health Hospital	Y	n/a	n/a	16

April 01, 2016	March 31, 2017	L000000017958
Effective Date	Date License Expires	License Number

Commissioner of Mental Health and Substance Abuse Services

THIS LICENSE IS NON-TRANSFERABLE AND NON-ASSIGNABLE.
POST THIS LICENSE IN A CONSPICUOUS PLACE.

17958

Site ID: 4768

WoodRidge of West Tennessee LLC

Jackson, TN

has been Accredited by

The Joint Commission

Which has surveyed this organization and found it to meet the requirements for the

Hospital Accreditation Program

July 9, 2015

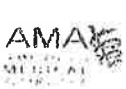
Accreditation is customarily valid for up to 36 months.

Rebecca J. Patchin, MD
Chair, Board of Commissioners

ID #572088
Print/Reprint Date: 07/13/2015

Mark R. Chassin, MD, FACP, MPP, MPH
President

The Joint Commission is an independent, not-for-profit national body that oversees the safety and quality of health care and other services provided in accredited organizations. Information about accredited organizations may be provided directly to The Joint Commission at 1-800-994-6610. Information regarding accreditation and the accreditation performance of individual organizations can be obtained through The Joint Commission's web site at www.jointcommission.org.



Attachment B.Contribution to Orderly Development.4.B.
Survey and Plan of Correction

STATE OF TENNESSEE
DEPARTMENT OF MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES
West Tennessee Regional Office of Licensure
951 Court Avenue
MEMPHIS, TENNESSEE 38103

BILL HASLAM
GOVERNOR

E DOUGLAS VARNEY
COMMISSIONER

COMPLIANCE EVENT STATUS REPORT

LICENSEE: Licensee ID: 1915	FACILITY: Site ID: 4768
Woodridge of West Tennessee, LLC DBA Oak Hills Behavioral Center 49 Old Hickory Blvd	Woodridge of West Tennessee, LLC DBA Oak Hills Behavioral Center 49 Old Hickory Blvd

NOTICE TO LICENSEE: A review has been completed of your recently submitted plan of compliance. The approval status given your plan is indicated below. Read the approval status given below carefully. This approval status form and your plan of compliance should become part of your records.

DATE OF NOTICE / REPORT: 03/21/16 **DATE OF ASSOCIATED NOTICE OF NON-COMPLIANCE:** 2/9/16
COMPLIANCE EVENT & DATE: Annual Inspection 2/2/16 Site ID:4768 Event ID:7,162

I. REVIEW OF PLAN OF NON-COMPLIANCE COMPLETED BY:

Sandra Randle

Sandy Randle, West Tennessee Licensure

II. APPROVAL STATUS OF PLAN OF NON-COMPLIANCE:

POC Approved

Your plan of compliance has been accepted. You are expected to meet the terms of your plan. Re-inspection may be conducted to verify compliance. With re-inspection, you will incur a $50 re-inspection fee.

EVENT SUMMARY

09450-5-02 Licensure Administration and Procedures	0 deficiencies
09450-5-04-.02 Life Safety: HealthCare Occupancies	1 deficiency
09450-5-04-.09 Life Safety: Mobile Non-ambulatory	0 deficiencies
09450-5-05-.02 Adequacy of Facility Environment and Ancillary Services (ALL FACILITIES)	7 deficiencies
09450-5-05-.03 Adequacy of Facility Environment & Ancillary Services (RESIDENTIAL)	1 deficiency
09450-5-05-.05 Adequacy of Facility Environment & Ancillary Services (FOOD SERVICE)	0 deficiencies
09450-5-05-.06 Adequacy of Facility Environment & Ancillary Services (TRANSPORTATION)	0 deficiencies
09450-5-06 Program Requirements for All Services and Facilities (DEEMED)	1 deficiency
09450-5-16 Mental Health Hospital Facilities	2 deficiencies
09450-5-16 Mental Health Hospital Facilities (DEEMED)	0 deficiencies

STATE OF TENNESSEE
DEPARTMENT OF MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES
West Tennessee Regional Office of Licensure
951 Court Avenue
MEMPHIS, TENNESSEE 38103

BILL HASLAM
GOVERNOR

E. DOUGLAS VARNEY
COMMISSIONER

LICENSURE NOTICE OF NON-COMPLIANCE

TO: Woodridge of West Tennessee, LLC DBA Oak Hills Behavioral Center
49 Old Hickory Blvd
Jackson, TN 38305

DATE OF NOTICE:
February 09, 2016
Page 1 of 5

FACILITY IN NON-COMPLIANCE: **Plan of Compliance due by: 2/23/16**
Woodridge of West Tennessee, LLC DBA Oak Hills Behavioral Center
49 Old Hickory Blvd
Jackson, TN 38305
Site ID: 4768

EVENT & DATE RESULTING IN THIS NOTICE:
Annual Inspection
February 2, 2016

NOTICE TO LICENSEE: The facility above has been found to be non-compliant with the rule(s) listed herein. You must provide a plan for complying with each rule cited. Your plan of compliance may be specified in the space provided below or by separate document. If a separate document, your plan should reference each rule by item or rule number, must include the date by which you will be compliant, and an authorizing signature. Your plan must be received by the TDMHSAS regional office listed above by the date indicated herein.

PLEASE RETAIN A COPY OF YOUR PLAN OF COMPLIANCE UPON SUBMISSION
IT WILL NOT BE RETURNED TO YOU BY THIS OFFICE

Re-inspection may be conducted to verify compliance. With re-inspection, you will incur a $50 re-inspection fee.

YOUR PLAN OF COMPLIANCE MUST BE RETURNED NO LATER THAN: February 23, 2016

Item | Rule Number | Rule Description & Findings | event ID:7,162

0940-5-4 Life Safety Licensure Rules

0940-5-4-.02 HEALTH CARE OCCUPANCIES

0940-5-4-.02(2) Criteria. For the purpose of life safety facilities required to meet Health Care Occupancies must comply with the applicable standards of the Life Safety Code of the National Fire Protection Association, 1985 Edition, Health Care Occupancies, Chapter 12 (new) or Chapter 13 (existing) or equivalent standards hereafter adopted by the Office of the State Fire Marshal. *** critical ***

1 **Fire drills documented as being conducted during the 3rd shift actually occurred prior to or after the end of the 3rd shift, resulting in no drills being conducted during 3rd shift (11P-7A).**

Licensee's Planned Date of Completion: 02 / 17 / 16 — 2,754

Licensee's Plan of Compliance (use a separate page if more space is needed):
Fire Drill to be conducted between 11pm-7am on or before 2/17/16 with the 3rd shift being (11pm-7a) to included in quarterly drills.

0940-5-5 Adequacy of Facility Environment and Ancillary Services

0940-5-5-.02 GENERAL ENVIRONMENTAL REQUIREMENTS FOR ALL FACILITIES.

0940-5-5-.02(1) The facility must be maintained in a safe manner and a continuing effort made to eliminate potential hazards.

2 **Lint from more than one load of clothes was in the lint trap of the dryer, creating a potential fire hazard.**

Licensee's Planned Date of Completion: 02 / 04 / 16 — 2,552

Item Rule Number Rule Description & Findings

event ID:7,162

0940-5-5 Adequacy of Facility Environment and Ancillary Services

Licensee's Plan of Compliance (use a separate page if more space is needed):

Psychiatric Care Technicians on all shifts have been instructed to clean the lint trap after every load. The lint trap will be checked at the change of each shit to ensure compliance. The charge nurse on each shift is responsible for assigning and reviewing task assigned to Psychiatric Care Tech at the end of his/her shift. See attached assignment sheet. Sign to be posted above dryer reminding staff to clean the lint trap after every load.

0940-5-5-.02(1) The facility must be maintained in a safe manner and a continuing effort made to eliminate potential hazards.

3 **A partially used bottle of milk was in the refrigerator in the nutrition room.**

Licensee's Planned Date of Completion: 02 / 04 / 16 4,588

Licensee's Plan of Compliance (use a separate page if more space is needed):

All staff have been instructed to discard any and all unused food/liquids for patients after each meal/snack. Patient refrigerator will be checked at the beginning of each shift by charge nurse for compliance.

0940-5-5-.02(1) The facility must be maintained in a safe manner and a continuing effort made to eliminate potential hazards.

4 **A table in the activity room was missing a caster and had been propped up on a stack of magazines, creating a potential hazard.**

Licensee's Planned Date of Completion: 02 / 04 / 16 4,589

Licensee's Plan of Compliance (use a separate page if more space is needed):

Table in activity room was removed. Missing coaster to be replaced at which time table will be returned to activity room.

0940-5-5-.02(1) The facility must be maintained in a safe manner and a continuing effort made to eliminate potential hazards.

5 **One of the ceiling tiles in the dirty linen room was covered with a thick accumulation of a black substance (mold?).**

Licensee's Planned Date of Completion: 02 / 03 / 16 4,590

Licensee's Plan of Compliance (use a separate page if more space is needed):

The Ceiling tiles were immediately replaced. Enviroment rounds will be done each month by facilities Manager at which time repairs will be made. Psychiatric Care Technicians will do daily rounds and report any necessary issues/repairs to unit clerk who will submit work order.

0940-5-5-.02(2) The facility must be maintained in a sanitary and clean condition, free from all accumulation of dirt and rubbish, well-ventilated, and free from foul, stale or musty odors.

6 **The sink in the laundry room was dirty.**

Item	Rule Number	Rule Description & Findings	event ID:7,162
		0940-5-5 Adequacy of Facility Environment and Ancillary Services	
		Licensee's Planned Date of Completion: 0 2 / 0 3 / 1 6 Licensee's Plan of Compliance (use a separate page if more space is needed): Environmental service technician to complete checklist daily, making note of any task not completed. Director of Nursing to monitor for compliance. Environmental rounds to completed each shift by charge nurse and psychiatric care technician. Any uncleaned or dirty areas with be reported and addressed immediately.	2.553
7		0940-5-5-.02(2) The facility must be maintained in a sanitary and clean condition, free from all accumulation of dirt and rubbish, well-ventilated, and free from foul, stale or musty odors. **The toilet bowl in #5 was dirty.** Licensee's Planned Date of Completion: 0 2 / 0 3 / 1 6 Licensee's Plan of Compliance (use a separate page if more space is needed): see above compliance plan and attached environmental checklist for daily cleaning	4.564
8		0940-5-5-.02(2) The facility must be maintained in a sanitary and clean condition, free from all accumulation of dirt and rubbish, well-ventilated, and free from foul, stale or musty odors. **Dead bugs were in the ceiling light in the conference room.** Licensee's Planned Date of Completion: 0 2 / 0 5 / 1 6 Licensee's Plan of Compliance (use a separate page if more space is needed): dead bugs removed and ceiling light clean. Daily and monthly environmental rounds to be done. Staff to notify unit clerk of any immediate repairs. Unit clerk to submit work order and follow-up for compliance.	4.585
9		0940-5-5-.03 ENVIRONMENTAL REQUIREMENTS FOR RESIDENTIAL FACILITIES. Bathrooms must be provided within the facility which are equipped as follows: 0940-5-5-.03(4)(e) Adequate and sanitary soap and towels provided at each lavatory; and **Towels were not provided at the lavatory in Bedroom #4.** Licensee's Planned Date of Completion: 0 2 / 0 3 / 1 6 Licensee's Plan of Compliance (use a separate page if more space is needed): see complaince plan listed in section six and attached environmental checklist for daily cleaning.	2.588
		0940-5-6 Program Requirements for All Facilities	
		0940-5-6-.01 GOVERNANCE REQUIREMENTS FOR ALL FACILITIES.	

Item Rule Number Rule Description & Findings event ID:7,162

0940-5-6 Program Requirements for All Facilities

0940-5-6-.01(1) The governing body must ensure that the facility complies with all applicable federal, state, and local laws, ordinances, rules, and regulations.

10 **There was no documentation of a criminal background check within 10 days of employment or check of the TN Abuse Registry prior to providing direct care in the personnel record for Dr. Akinwumiju.**

Licensee's Planned Date of Completion: 0 2 / 0 5 / 1 6 2,655

Licensee's Plan of Compliance (use a separate page if more space is needed):

Dr Akinwumiju has signed consent and release forms for background. Background check in progress. to conduct monthly personnel audits to to monitor and ensure compliance.

0940-5-16 Mental Health Hospital Facilities

0940-5-16-.15 HOSPITAL CENTRAL STERILE SUPPLY AND CONTROL

0940-5-16-.15(10) Storage must be provided for keeping equipment and supplies in a clean, convenient and orderly manner.

11 **Patient supplies were stored in a storage room in a haphazard manner.**

Licensee's Planned Date of Completion: 0 2 / 0 5 / 1 6 241

Licensee's Plan of Compliance (use a separate page if more space is needed):

Storage room has been cleaned and organized. inventory list developed to ensure proper stock for space. review of storage room to be added to environmental rounds to ensure it remains neat and organized.

0940-5-16-.16 HOSPITAL LAUNDRY PLAN REQUIREMENTS

The laundry facility within the hospital must comply with the following:
0940-5-16-.16(1)(e) Space must be provided for storage of clean linen within nursing units and for bulk storage within a clean area of the hospital;

12 **Bags of clean linen had been left in an empty patient's bedroom on the beds rather than an area designated only for bulk storage of clean linen.**

Licensee's Planned Date of Completion: 0 2 / 0 4 / 1 6 249

Licensee's Plan of Compliance (use a separate page if more space is needed):

clean linen was removed and returned to laundry company. inventory list developed to ensure that the right quantity of linen is ordered to accommodate the designated space for storage of linen.

Please contact me if you have questions.

Sandy Randle
West Tennessee Surveyor

SIGNATURE OF LICENSEE OR AUTHORIZED AGENT

2/11/16
DATE OF SIGNATURE

NOTICE TO LICENSEE: Please note that the finding of deficiencies herein may subject you to Department issued civil penalties, pursuant to Tenn. Code Ann. § 33-2-409. Civil penalties are issued based off of the severity of the violation(s) or the repeat offense of such violation(s). A department representative will contact you, pursuant to Tenn. Code Ann. § 33-2-411, if you are subject to such a sanction.

Proof of Publication

The Jackson Sun
West Tennessee's Marketplace for buyers, sellers and job seekers.

ALL CLASSIFIED ADS are subject to the applicable rate card, copies of which are available from our Advertising Dept. All ads are subject to approval before publication. The Jackson Sun reserves the right to edit, refuse, reject, classify or cancel any ad at any time. Errors must be reported in the first day of publication. The Jackson Sun shall not be liable for any loss or expense that results from an error in or omission of an advertisement. No refunds for early cancellation of order.

In some cases, statutes or regulations apply to advertising; you should consult a legal advisor in appropriate circumstances. We make no certifications, warranties, or representations that your advertising complies with laws. You are solely and exclusively responsible for your own advertising or advertising which you have placed.

Your Source
Public Notices
for the latest...

Public Notices

0001619008
NOTICE OF COMPLETION OF FILMING: Allen Radio, LLC has completed principle photography on the motion picture "Brave New Jersey". Any creditor claims with the production must be filed by December 1, 2016. Claims should be sent to:
Allen Radio, LLC /
"Brave New Jersey"
c/o Taylor Williams, Producer
4936 Carpenter Ave.
Valley Village, CA 91607
310-435-9755

Continued from last column

0001636581
CITY OF THREE WAY
INVITATION TO BID
Sealed bids will be received at the office of the Mayor at Three Way City Hall, 174 Three Way Lane, Three Way, Tennessee 38343 until 10:00 am Monday, October 24, 2016, for the following:
One (1) New or Used One Ton Truck with Dump Bed
Specifications are available and on file at the office of the Mayor at City Hall, 174 Three Way Lane, Three Way, Tennessee 38343.
The Board of Mayor and Aldermen reserves the right to reject any and all bids and to waive formalities.
Larry W. Sanders
Mayor/Purchasing Agent

Go Beyond the Job Search.
It's not just about getting the job. It's also about what comes next. CareerBuilder has the competitive insights and expert advice you need to get you where you want to be.
CAREER BUILDER
Check out the new CareerBuilder.com

Public Notices

0001645128
NOTIFICATION OF INTENT TO APPLY FOR A CERTIFICATE OF NEED
This is to provide official notice to the Health Services and Development Agency and all interested parties, in accordance with T.C.A. § 68-11-1601 et. seq., and the Rules of the Health Services and Development Agency, that:
Woodridge of West Tennessee, LLC, a mental health hospital owned by Woodridge Behavioral Care, LLC, with an ownership type of limited liability company and to be managed by itself intends to file an application for a Certificate of Need for the addition of 16 beds to provide inpatient services for child and adolescent patients. The project's address is 49 Old Hickory Blvd., Jackson, TN 38305. The project will occupy 8,818 square feet of renovated space, which is currently unused. The estimated project cost is $1,335,250.
The anticipated date of filing the application is: October 15, 2016
The contact person for this project is Cecelia Hunt, Executive Vice President of Operations, who may be reached at: Woodridge Behavioral Care, LLC. 162 Cude Lane, Madison, TN 37115 (615)860-9228.
Upon written request by interested parties, a local Fact-Finding public hearing shall be conducted. Written requests for hearing should be sent to:

Health Services and Development Agency
Andrew Jackson Building, 9th Floor
502 Deaderick Street
Nashville, Tennessee 37243

The published Letter of Intent must contain the following statement pursuant to T.C.A. § 68-11-1607(c)(1). (A) Any health care institution wishing to oppose a Certificate of Need application must file a written notice with the Health Services and Development Agency no later than fifteen (15) days before the regularly scheduled Health Services and Development Agency meeting at which the application is originally scheduled; and (B) Any other person wishing to oppose the application must file written objection with the Health Services and Development Agency at or prior to the consideration of the application by the Agency.

Go to **classifieds.jacksonsun.com** or call **615.242.7253*** to place your classified ad today!
classifieds The Jackson Sun
*Monday-Friday during normal business hours. Restrictions apply.

tn media
To advertise call 615-881-7905 and press option 3 or email servicedirectory@gannett.com
service directory

AFFIDAVIT OF PUBLICATION

0001645128
Newspaper Jackson Sun

State of Tennessee

Account Number NAS-524123
Advertiser BONE, MCALLESTER, NORTON

BONE, MCALLESTER, NORTON
511 UNION ST STE 1600
NASHVILLE, TN
37219

TEAR SHEET ATTACHED

Jackie Cooper Sales Assistant for the above mentioned newspaper,

hereby certify that the attached advertisement appeared in said newspaper on the following dates:

✓
10/10/16

Jackie Cooper

Subscribed and sworn to before me this 10 day of October 2016

Angela Murray
Notary Public

ANGELA MURRAY
STATE OF TENNESSEE NOTARY PUBLIC
JOHNSON COUNTY
MY COMMISSION EXPIRES 1-6-2020

Affidavits Requested:

1

0001645128NOTIFICATIONOFINTENTTOAPPLYFORACE
Re: Woodridge of West TN

Letters of Support

West Tennessee Healthcare™

620 Skyline Drive • Jackson, Tennessee 38301 • 731-541-5000 • www.wth.org

Ms. Melanie Hill
Executive Director
Tennessee Health Services and Development Agency
502 Deadrick Street, 9th Floor
Nashville, TN 37243

Dear Ms. Hill:

I am writing to express the support of West Tennessee Healthcare for Woodridge of West Tennessee's application for the addition of 16 pediatric and adolescent beds at Oak Hills Behavioral Center. I serve as the Executive Vice President, System Services, at West Tennessee Healthcare and as the Medical Director for the Madison County Child Advocacy Center. I am also a faculty member at Vanderbilt University School of Medicine and am board-certified in Pediatrics, Child Abuse Pediatrics, and Healthcare Management.

I have seen firsthand the difficulty in getting inpatient care for children and adolescents with mental illness. There are no inpatient facilities for children and adolescents with mental illnesses in Jackson or the surrounding area. Family participation is an important component of any mental health treatment for children. Currently patients have to travel to Memphis or the Nashville area for treatment, which makes it difficult for families to participate in treatment and provide support to their children.

This facility will complement the existing outpatient services in the area and will help ensure continuity of care. West Tennessee Healthcare, through its Pathways program, already provides mobile crisis services and outpatient services. An inpatient program has been the missing link. With the addition of the facility, children and adolescents will be able to receive the full spectrum of mental healthcare in their community.

This project will bring a much-needed resource to the community. West Tennessee Healthcare supports Agency approval of this project. We ask that the Agency approve this project.

Sincerely,

Lisa Piercey, MD, MBA, FACHE
Executive Vice President
West Tennessee Healthcare
Phone (731) 541-6736

• Ayers Children's Medical Center
• Bolivar General Hospital
• Bradford Family Medical Center
• Camden Family Medical Center
• Camden General Hospital
• CardioThoracic Surgery Center
• East Jackson Family Medical Center
• Emergency Services
• Employer Services
• Gibson General Hospital
• Humboldt General Hospital
• Jackson-Madison County General Hospital
• Kirkland Cancer Center
• Kiwanis Center for Child Development
• Medical Center EMS
• Medical Center Home Health
• Medical Center Infusion Services
• Medical Center Laboratory
• Medical Center Medical Products
• Medical Clinic of Jackson
• MedSouth Medical Center
• Milan General Hospital
• Pathways Behavioral Health Services
• Physician Services
• Sports Plus Rehab Centers
• Tennessee Heart and Vascular Center
• West Tennessee Healthcare Foundation
• West Tennessee Imaging Center
• West Tennessee Neurosciences
• West Tennessee OB/GYN Services
• West Tennessee Rehabilitation Center
• West Tennessee Surgery Center
• West Tennessee Women's Center
• Work Partners
• Work Plus Rehab Center

121 East Main Street, Suite 301
P.O. Box 2508
Jackson, Tennessee 38302-2508

Telephone: 731-425-8240
Fax: 731-425-8605
E-Mail: jgist@cityofjackson.net

City of Jackson

Jerry Gist
Mayor

August 22, 2016

Ms. Melanie Hill, Executive Director
Tennessee Health Services
and Development Agency
502 Deadrick Street, 9th Floor
Nashville, TN 37243

Dear Ms. Hill:

I am writing to express my support for Woodridge of West Tennessee's application for the addition of 16 pediatric and adolescent beds at Oak Hills Behavioral Center. As Mayor of Jackson, I have seen the need for resources to be made available to our children and their families. There are no inpatient facilities for children and adolescents with mental illnesses in Jackson or the surrounding area. Children and adolescents with mental illness have to travel to Memphis or the Nashville area for treatment, which creates a significant hardship for them and their families.

Seeing how the addition of the pediatric and adolescent beds at Oak Hills Behavioral Center will bring a much-needed resource for the residents to be served in their own community, I ask that the Agency approve this Certificate of Need.

Sincerely,

Jerry Gist
Mayor

{01432685.1 }

OFFICE OF
Jimmy Harris
Madison County Mayor

100 East Main, Suite 302
Jackson, Tennessee 38301
Phone: 731-423-6020
Fax: 731-988-3820

August 30, 2016

Ms. Melanie Hill, Executive Director
Tennessee Health Services & Development Agency
502 Deadrick Street, 9th Floor
Nashville, Tennessee 37243

Re: Woodridge of West Tennessee

Dear Ms. Hill:

This letter is being written in support of Woodridge of West Tennessee's application for the addition of 16 pediatric and adolescent beds at Oak Hills Behavioral Center. Because there are no inpatient facilities for children and adolescents with mental illnesses in Madison County and the surrounding area, there is a lack of resources available to the children and their families. This lack of resources causes children and adolescents with mental illnesses to have to travel to Memphis or Nashville for treatment causing a hardship for them and their families.

I fully support the application of Woodridge of West Tennessee and ask that you to consider funding this worthwhile project which will bring much needed resources for children and adolescents with mental illnesses to Madison County.

Thank you for your consideration and if I can be of further assistance, please feel free to contact me.

Sincerely,

Jimmy Harris

Jimmy Harris, County Mayor
Madison County, Tennessee

JH/rn

HENDERSON COUNTY JUVENILE COURT
170 Justice Center Drive
Lexington, Tennessee 38351
731-968-8057 **731-968-7138**

STEVE BEAL, JUVENILE JUDGE
Jenny Dininger, YSO
Sheila Todd, Deputy Clerk
FAX 731-967-1347

September 27, 2016

Ms. Melanie Hill
Executive Director
Tennessee Health Services
And Development Agency
502 Deadrick Street, 9th Floor
Nashville, Tennessee 37243

Dear Ms. Hill

This letter is to express my support for Woodridge of West Tennessee's application for the addition of 16 pediatric and adolescent beds at Oak Hills Behavioral Center (Madison Oaks). The lack of resources in this rural area is a great concern. With families having to travel to Memphis or Nashville area for treatment, it is a tremendous hardship for the children and their families.

With no inpatient facilities for children and adolescents with mental illnesses in Jackson or the surrounding area, this project will bring a much needed resource to the community. I ask that the Agency approve this project.

Sincerely,

Steve Beal
Juvenile Judge

Judge Blake Anderson
City of Jackson, Tennessee

August 22, 2016

Ms. Melanie Hill, Executive Director
Tennessee Health Services
and Development Agency
502 Deadrick Street, 9th Floor
Nashville, TN 37243

Dear Ms. Hill:

I am writing to express my support for Woodridge of West Tennessee's application for the addition of 16 pediatric and adolescent beds at Oak Hills Behavioral Center. I see the need for resources to be made available to our children and their families. There are no inpatient treatment facilities for children and adolescents with mental illnesses in Jackson or the surrounding area. Children and adolescents with mental illness have to travel to Memphis or the Nashville area for treatment. This creates a significant hardship for them and their families.

Seeing how the addition of the pediatric and adolescent beds at Oak Hills Behavioral Center will bring a needed resource for the residents to be served in their own community, I ask that the Agency approve this Certificate of Need.

Sincerely,

Judge Blake Anderson
City of Jackson, Tennessee

State of Tennessee
Health Services and Development Agency
Andrew Jackson, 9th Floor, 502 Deaderick Street, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-2364 Fax: 615-741-9884

December 1, 2016

Cecelia Hunt
Woodridge Behavioral Care, LLC
162 Cude Lane
Madison, TN 37115

RE: Certificate of Need Application -- Woodridge of West Tennessee, Inc - CN1610-037
The addition of 16 child/adolescent inpatient psychiatric beds to an existing 16 licensed bed geriatric inpatient mental health hospital located at 49 Old Hickory Blvd., Jackson (Madison County), TN 38305. The estimated project cost is $1,335,250.

Dear Ms. Hunt:

This is to acknowledge the receipt of supplemental information to your application for a Certificate of Need. Please be advised that your application is now considered to be complete by this office.

Your application is being forwarded to Marthagem Whitlock at the Tennessee Department of Mental Health and Substance Abuse Services for Certificate of Need review by the Division of Planning, Research, & Forensics. You may be contacted by Ms. Whitlock or someone from her office for additional clarification while the application is under review by the Department. Ms. Whitlock's contact information is Marthagem.Whitlock@tn.gov or 615-532-6717.

In accordance with Tennessee Code Annotated, §68-11-1601, et seq., as amended by Public Chapter 780, the 60-day review cycle for this project will begin on December 1, 2016. The first 60 days of the cycle are assigned to the Department of Mental Health and Substance Abuse Services, during which time a public hearing may be held on your application. You will be contacted by a representative from this Agency to establish the date, time and place of the hearing should one be requested. At the end of the 60-day period, a written report from the Department of Mental Health and Substance Abuse Services or its representative will be forwarded to this office for Agency review. You will receive a copy of their findings. The Health Services and Development Agency will review your application on February 22, 2017.

Any communication regarding projects under consideration by the Health Services and Development Agency shall be in accordance with T.C.A. § 68-11-1607(d):

(2) No communications are permitted with the members of the agency once the Letter of Intent initiating the application process is filed with the agency. Communications between agency members and agency staff shall not be prohibited. Any communication received by an agency member from a person unrelated to the applicant or party opposing the application shall be reported to the Executive Director and a written summary of such communication shall be made part of the certificate of need file.

(3) All communications between the contact person or legal counsel for the applicant and the Executive Director or agency staff after an application is deemed complete and placed in the review cycle are prohibited unless submitted in writing or confirmed in writing and made part of the certificate of need application file. Communications for the purposes of clarification of facts and issues that may arise after an application has been deemed complete and initiated by the Executive Director or agency staff are not prohibited.

Should you have questions or require additional information, please contact me.

Sincerely,

Melanie M. Hill
Executive Director

cc: Marthagem Whitlock, TDMHSAS, PRF

State of Tennessee
Health Services and Development Agency
Andrew Jackson, 9th Floor, 502 Deaderick Street, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-2364 Fax: 615-741-9884

MEMORANDUM

TO: Marthagem Whitlock, Assistant Commissioner
of Planning Research & Forensics
TN Department of Mental Health and Substance Abuse Services
Division of Planning, Research & Forensics
Andrew Jackson Building, 5th Floor
500 Deaderick Street
Nashville, Tennessee 37243

FROM: Melanie M. Hill
Executive Director

DATE: December 1, 2016

RE: Certificate of Need Application
Woodridge of West Tennessee, Inc - CN1610-037

Please find enclosed an application for a Certificate of Need for the above-referenced project.

This application has undergone initial review by this office and has been deemed complete. It is being forwarded to your agency for a sixty (60) day review period to begin on December 1, 2016 and end on February 1, 2017.

Should there be any questions regarding this application or the review cycle, please contact this office.

Enclosure

cc: Cecelia Hunt

State of Tennessee
Health Services and Development Agency
Andrew Jackson Building, 9th Floor
502 Deaderick Street
Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-2364 Fax: 615-741-9884

LETTER OF INTENT

The Publication of Intent is to be published in the Jackson Sun (Name of Newspaper) which is a newspaper of general circulation in Madison (County), Tennessee, on or before October 10 (Month / day), 2016 (Year) for one day.

This is to provide official notice to the Health Services and Development Agency and all interested parties, in accordance with T.C.A. § 68-11-1601 *et seq.*, and the Rules of the Health Services and Development Agency, that: Woodridge of West Tennessee, LLC (Name of Applicant) mental health hospital (Facility Type-Existing) owned by: Woodridge Behavioral Care, LLC with an ownership type of limited liability company and to be managed by: itself intends to file an application for a Certificate of Need for [PROJECT DESCRIPTION BEGINS HERE]: the addition of 16 beds to serve pediatric patients. The project's address is 49 Old Hickory Blvd., Jackson, TN 38305. The project will occupy 8,818 square feet of renovated space, which is currently unused. The estimated project cost is $1,335,250.

The anticipated date of filing the application is: October 15, 2016

The contact person for this project is Cecelia Hunt (Contact Name) Executive Vice President of Operations (Title)

who may be reached at: Woodridge Behavioral Care, LLC (Company Name) 162 Cude Lane (Address)

Madison (City) TN (State) 37115 (Zip Code) 615 / 860-9228 (Area Code / Phone Number)

(Signature) 10/10/2016 (Date) ceceliah@woodridgecare.com (E-mail Address)

The Letter of Intent must be filed in triplicate and received between the first and the tenth day of the month. If the last day for filing is a Saturday, Sunday or State Holiday, filing must occur on the preceding business day. File this form at the following address:

Health Services and Development Agency
Andrew Jackson Building, 9th Floor
502 Deaderick Street
Nashville, Tennessee 37243

The published Letter of Intent must contain the following statement pursuant to T.C.A. § 68-11-1607(c)(1). (A) Any health care institution wishing to oppose a Certificate of Need application must file a written notice with the Health Services and Development Agency no later than fifteen (15) days before the regularly scheduled Health Services and Development Agency meeting at which the application is originally scheduled; and (B) Any other person wishing to oppose the application must file written objection with the Health Services and Development Agency at or prior to the consideration of the application by the Agency.

Supplemental #1
-COPY-

Woodridge of West Tennessee

CN1610-037

BONE
MCALLESTER
NORTON PLLC

SUPPLEMENTAL #1
October 27, 2016
12:44 pm

Sarah L. Tally
(615) 238-6332 Phone
(615) 687-8332 Fax
stally@bonelaw.com

October 27, 2016

Phillip M. Earhart
Health Services and Development Agency
Andrew Jackson Building, Ninth Floor
502 Deaderick Street
Nashville, TN 37243

RE: Certificate of Need Application CN1610-037
Woodridge of West Tennessee, LLC

Dear Mr. Earhart:

Woodridge of West Tennessee's responses to your questions are below. Please do not hesitate to contact me or Ms. Hunt if you have additional questions.

Sincerely,

Sarah Lodge Tally

Nashville City Center, Suite 1600 - 511 Union Street - Nashville, Tennessee 37219
615.238.6300 (Phone) - 615.238.6301 (Fax)

SUPPLEMENTAL #1

October 27, 2016
12:44 pm

1. **Section A. , Executive Summary, (1)**

Please specify the age range and gender of patients who will be admitted to the proposed pediatric inpatient unit.
The unit will accept patients of both gender between the ages of 5 and 17. Very occasionally, there is the need for inpatient care for a younger child. The unit would accept those children but does not anticipate any significant volume of patients under the age of 5.

Please clarify if children in state custody will be admitted to the adolescent unit.
Yes, children in state custody will be admitted. Through its related residential treatment center, the applicant has a strong working relationship with the Department of Children's Services.

Please clarify if the proposed pediatric unit will serve those that are dually diagnosed with a psychiatric and chemical dependency diagnosis.
Yes, the unit will serve children with a dual diagnosis, if the primary diagnosis is psychiatric. The unit will not accept patients in need of detoxification or with a primary diagnosis of chemical dependency.

Please clarify if the applicant will also offer pediatric/adolescent partial hospitalization and intensive outpatient programs.
The applicant will not offer partial hospitalization or intensive outpatient programs at this time. It is anticipated that the community may offer that resource in the near future.

Please clarify if the proposed hospital will admit patients with intellectual disabilities.
Yes, the hospital will admit patients with intellectual disabilities on a case-by-case basis, depending on the hospital's ability to meet the patient's needs.

Please describe the support services and hotel services needed to operate a pediatric unit that are already in place within the applicant's facility.
The pediatric unit will share and supplement certain support services with the geriatric unit. These services will include: housekeeping, maintenance, dietary, business office support, performance improvement activities, and human resources.

What is the age of the wing that will house the proposed 16 bed pediatric inpatient unit?
The building is approximately 40 years old. The area that will house the proposed pediatric unit will undergo a major renovation to allow for a state of the art facility with a focus on an environment that promotes and enhances safety.

What is the name of the former acute hospital located on the applicant's current campus?
Regional Hospital of Jackson was previously located on the applicant's current campus.

Please clarify if the space where the proposed 16 pediatric inpatient psychiatric was previously licensed by the Department of Mental Health and Substance Abuse Services or the Department of Health.
The hospital has been licensed by the Department of Health in the past. This space is currently a donated space for a women's homeless shelter. With support from the applicant and the Community, the shelter is relocating its services, and the space will be renovated to become the new 16-bed pediatric inpatient psychiatric unit.

Please clarify if pediatric and adolescent patients will be segregated.

This unit will be a total of 16-beds on one unit. The operational and clinical separation of age groups is very important to enhance the most positive clinical outcome. There will be separate areas for day room activities, and general programming. Additionally, the children may all eat at the same time but would be segregated by ages at their tables. In order to share bedrooms, patients cannot be more than three years apart in age.

2. **Section A. Facility Owner**

Please list the members and each member's percentage of ownership of the following four legal entities:

1. REP Perimeter Holdings, LLC

REP PH II, L.P.	90.92%
Ridgemont Equity Partners Affiliates II-B, L.P.	0.83%
H. Neil Campbell	5.12%
Campbell Family 2011 Gift Trust Dtd 10/3/11	2.12%
Mike White	0.52%
Rod Laughlin	0.40%
Bill Mohon	0.10%

2. REP WR Holdings, LLC – *100% owned by REP Perimeter Holdings, LLC*
3. Woodridge Behavioral Care, LLC – *100% owned by REP WR Holdings, LLC*
4. Woodridge of Tennessee, LLC – *100% owned by Woodridge Behavioral Care, LLC*
5. Woodridge of West Tennessee, LLC – *100% owned by Woodridge of Tennessee, LLC*

3. **Section 6B.(1) Plot Plan**

The plot plan is noted. However, the plot plan is not legible. Please provide a legible **simple** line drawing that includes all the required elements.
A revised plot plan is attached.

Please clarify if there will be a secured area for triage and assessment.
Behavioral health services typically do not triage patients. Once a patient presents for admission at the facility, the patient will be taken to a secured area for assessment. If the assessment reveals that inpatient treatment is required then the complete admission process will continue at that time. If the patient does not meet medical necessity for admission then they would be provided with other outpatient treatment recommendations and released into the custody of the legal guardian.

Please clarify if the proposed psychiatric unit will have a restraint room.
The applicant will not utilize mechanical restraints for this population; therefore there will be no restraint room.

Please indicate if the proposed pediatric unit will be secured.
The pediatric unit will be secured with key-locked doors, accessible by appropriate staff members.

4. **Section 6B. (2) Floor Plan**

The floor plan is noted. However, please indicate where patients will dine, participate in recreational and leisure activities, and receive educational services.
Group Room 2, show on the attached floor plan will serve as group meeting space and as the dining area. Both Group Room 1 and 2 will serve as recreational and leisure areas, when not being used for group therapy or dining.

5. **Section 9. Medicare/TennCare Participation**

Please clarify if the applicant will contract with TennCare Select.
The applicant will contract with TennCare Select.

6. **Section B, Need, Item l.a. (Psychiatric Inpatient Services-Service Specific Criteria-)**

Please note revised Psychiatric Inpatient Services Standards and Criteria were recently approved. The criteria is located at the following web-site:
http://tennessee.gov/assets/entities/hsda/attachments/FINAL_Certificate_of_Need_Standards_and_Criteria_for_Psychiatric_Inpatient_Services.pdf
Please address the Psychiatric Inpatient Service Specific Criteria by listing each question and providing a response underneath.

1. Determination of Need
The guideline for inpatient psychiatric beds is 30 beds per 100,000 general population. The applicant proposes serving pediatric patients. Because data is not broken down by specific age groups, the applicant uses ages 0-19 to determine bed need in the service area. There are no pediatric inpatient beds in the proposed service area. The nearest inpatient pediatric psychiatric beds are in Memphis and Nashville. The pediatric population of the service area is 113,107, which means there is a need for 33.9 beds under the guideline.

2. Additional Factors
The applicant will serve the TennCare population. Given that the proposed project is a pediatric project, there will be almost no indigent care because virtually all children will be covered by TennCare if they do not have commercial insurance. The applicant is committed to serving all children who need treatment.

The applicant will not have specialty beds but will treat patients with co-occurring chemical dependency, as long as the primary diagnosis is psychiatric. The applicant will serve patients will intellectual disabilities. Patients with an IQ below 70 will be evaluated on a case-by-case basis to ensure that the facility can properly meet the needs of the patient. The facility will not accept patients for whom it cannot provide optimal care.

The applicant has strong relationships with community providers. It has a transfer agreement with Jackson-Madison County General Hospital. The community does not yet have intensive outpatient treatment or partial hospitalization, but the applicant expects that resource to be available in the community in the near future. The applicant's parent company has a residential treatment center on the same campus in Jackson, and the applicant and its sister facility work closely with primary care physicians and pediatric mental health professionals in the area.

The state mental health institutes do not accept pediatric patients, so no patients at the proposed unit could otherwise be treated at a state mental health institute. The applicant does contract with the Department of Mental Health and Substance Abuse Services to provide inpatient care for children in state custody.

3. Incidence and Prevalence
The only available data is the County and Region Behavioral Health Prevalence Estimates from the Department of Mental Health and Substance Abuse Services. According to that data, incidence of a major depressive episode for children ages 12-17 in the proposed service area is in line with rates statewide.

4. Planning Horizon
The projected pediatric population of the service area in 2018 is 112,685, which shows a need for 33.8 beds under the guidelines. The projected pediatric population of the service area in 2019 is 127,351, which shows a need for 38.2 beds under the guidelines. (Note: the demographic data is broken down in categories that include through age 19. There is no way to isolate the data for 17 year olds.)

5. Establishment of Service Area
The applicant's projected service area is based on the applicant's existing geriatric service area and the additional underserved areas of west Tennessee. There are no pediatric inpatient beds in rural west Tennessee. The applicant believes that more patients will be able to access inpatient psychiatric services if those services are available closer to the patients' homes. The applicant did not include the immediate border counties to Shelby and Davidson in the service area because the applicant assumes that patients in those counties would prefer to receive services in Memphis or Nashville. The facility is easily accessible to residents in Jackson and Madison County via bus lines. In addition, the facility is near Interstate 40 and major state highways, making it accessible to patients from the surrounding areas. None of the proposed service area is greater than 90 miles from Jackson.

6. Composition of Services
The applicant will treat patients will co-occurring chemical dependency if the primary diagnosis is psychiatric. Additionally, the applicant will be able to treat patients with some medical co-morbidities. The applicant will not take a patient if the applicant cannot provide the appropriate level of care for the patient. The applicant has a transfer agreement with Jackson-Madison County General Hospital in the event that a patient needs more intensive medical care than the applicant can provide.

7. Patient Age Categorization
The applicant will serve children and adolescents. The applicant anticipates that the youngest children will be around 5 years old, but, in rare instances, there could be child patients under age 5.

8. Services to High-Need Populations
The applicant will serve children and adolescents who currently have to travel to Nashville or Memphis to receive treatment. The applicant will serve all pediatric patients, regardless of insurance status; although, the applicant assumes that most pediatric patients will be covered either by TennCare or commercial insurance. The applicant will take children who are in state custody and children who are involuntarily committed.

9. Relationship to Existing Applicable Plans
The proposed project will serve an underserved area of the state. Rural west Tennessee currently has no pediatric, inpatient psychiatric beds. The nearest beds are in Memphis and Nashville. This project will add 16 beds to the service area. Additionally, the population of the service area is poorer than the state overall. The project will not affect any state mental health hospitals because the state mental health hospitals do not treat pediatric patients. The applicant works closely with the Department of Children's

Services to take patients who are in state custody. The applicant will participate in TennCare and anticipates that a high percentage of patients will be TennCare patients.

10. Expansion of Established Facility
This project will expand an existing facility by adding a new unit. The existing facility only serves geriatric patients. The project will serve child and adolescent patients. The geriatric unit opened in the spring of 2015 and has had utilization of approximately 69%. The existing facility has operated as proposed in the CON application that was approved in 2013. The historical utilization is included with the application, and the projected financials include financials for the full facility as well as the project.

11. Licensure and Quality Considerations
The facility is licensed by the Department of Mental Health and Substance Abuse Services and accredited by the Joint Commission. The applicant has been successful in providing quality services to the geriatric population and is confident of its ability to provide quality services to the pediatric population. The applicant's parent organization currently operates a pediatric psychiatric hospital in West Memphis, Arkansas, and multiple adolescent residential treatment centers. This experience will help the applicant provide excellent care for its pediatric patients.

12. Institution for Mental Disease Classification
No. Because the facility will serve geriatric and pediatric patients, it will not be classified as an IMD.

13. Continuum of Care
The applicant has a transfer agreement and works closely with Jackson-Madison County General Hospital to provide medical care beyond what the applicant can provide. The facility is centrally located in Jackson, and staff are able to efficiently transfer patients who need more intensive medical care.

14. Data Usage
There are no licensed or CON-approved pediatric psychiatric beds in the service area. There are pediatric psychiatric beds in Shelby and Davison Counties. Utilization data for those facilities is not readily available.

15. Adequate Staffing
The applicant has been able to staff its existing geriatric unit with high-quality staff and does not anticipate problems staffing the pediatric unit. The applicant has strong relationships with the colleges and universities in the Jackson area and anticipates continuing to higher graduates of those programs. Additionally, the applicant has successfully recruited and retained physicians for its other programs and is actively working on recruiting physicians for the pediatric program.

16. Community Linkage Plan
The applicant has strong working relationships with community partners, including Jackson-Madison County General Hospital, local pediatricians, the Department of Children's Services, and the juvenile justice system. Letters of support are included with the application.

17. Access
The applicant is committed to providing services to all patients who need care. The proposed service area is poorer than the state average, and, currently, there are not any inpatient pediatric psychiatric beds in the service area. The applicant believes that this

project will provide much improved access to mental health services for an underserved population.

18. Quality Control and Monitoring
The applicant is committed to providing the highest quality care. Its existing facilities are licensed by the Tennessee Department of Mental Health and Substance Abuse Services and are Joint Commission accredited. The applicant's license and accreditation are attached to the application.

19. Data Requirements
The applicant will comply with all requests for information and statistical date from any state agency.

Please complete the following table to determine psychiatric bed need (1).
The Department of Health's population projections do not break down the age ranges into child and adolescent categories.

	Population 2019	**Gross Need Pop. X (30 beds/100,000)**	**Current licensed beds**	**Net Need**
Proposed Service Area	*127,351*	*38.2*	*0*	*38.2*

7. Section B, Need Item 3

Please complete the following table for the Year One of the proposed project.

Service Area Counties	**Projected Utilization-County Residents**
Madison	104
Benton	2
Carroll	4
Chester	15
Crockett	4
Dyer	14
Gibson	55
Hardeman	18
Hardin	8
Haywood	5
Henderson	15
Henry	3
Lake	8
McNairy	6
Obion	2
Weakley	4
Total	**296**

Additionally, the applicant expects a few patients from outside the service area, as follows:

Decatur	3
Lauderdale	8
Obion	4
Davidson	2
Fayette	4
Shelby	8

8. **Section B, Need Item 4.A**
   The population tables of the proposed project are noted. The applicant's population tables will need to reflect CY 2016 and PY 2018 as prescribed in the most recent Psychiatric Inpatient Services-Service Specific Criteria. Please verify the population tables are current year (CY) 2016 and Projected Year (PY) 2018. If not, please revise the population tables on pages 17-19 and provide replacement pages.
   The population tables are current year (2016) and projected year (2018).
9. **Section C. Need, Item 5**

   Your response to this item is noted. However residents 0-17 of the proposed 16 county service area are currently receiving inpatient psychiatric care at hospitals surrounding counties. Please provide data of where psychiatric patients 0-17 in the proposed service area are receiving inpatient psychiatric for the most recent year available.
   Unfortunately, the applicant does not have data to answer this question. The Joint Annual Reports do no break out county origin information by service line or age.

10. **Section C, Need, Item 6**

    Please complete the following tables for Year One and Year Two:

Projected Inpatient Utilization

Variable	2018	2019
Ages 0-12 Psych Licensed Beds	4	4
Ages 0-12 Psych. Admissions	160	240
Ages 0-12 Psych. Pat. Days	720	1080
Ages 0-12 Psych ALOS	4.5	4.5
Ages 0-12 Psych ADC	1.97	2.96
Ages 0-12 % Lic. Occ.	49%	74%
Ages 13-17 Psych Licensed Beds	12	12
Ages 13-17 Psych. Admissions	396	594
Ages 13-17 Psych. Pat. Days	2200	3300
Ages 13-17 Psych ALOS	5.5	5.5
Ages 13-17 Psych ADC	6.03	9.04
Ages 13-17 % Lic. Occ.	50%	75%

11. **Section C. Economic Feasibility Item 2 Funding**

The funding letter verifying the applicant has sufficient cash of $1,335,250 to fund the project is noted. However, the Woodridge Behavioral Care, LLC and Subsidiaries Consolidated Balance Sheet for the period ending December 31, 2015 reflect $3,591,191 in current assets and current liabilities of $3,398,681 with a current of 1.05:1. Current ratio is a measure of liquidity and is the ratio of current assets to current liabilities which measures the ability of an entity to cover its current liabilities with its existing current assets. A ratio of 1:1 would be required to have the minimum amount of assets needed to cover current liabilities. Please clarify how the applicant has sufficient cash to cover current liabilities and plus fund the proposed project.
The ultimate parent company, REP Perimeter Holdings LLC, will provide financial support to fund the proposed project. A letter from REP Perimeter Holdings, LLC attesting to that is attached.

12. Section C. Economic Feasibility Item 3 and 4 (Historical and Projected Data Chart)

Please indicate why there are no Provisions for Charity Care and Taxes allocated for the LLC in the Historical and Projected Data Charts.

Total Operating Expenses in D.6 in the Projected Data Chart do not match the breakout of expenses on page 28. If needed, please revise and provide a corrected page 28.
Because the amount of charity care is so low, due to the high insurance coverage rate via TennCare for the pediatric population and Medicare for the geriatric population, the applicant does not break out charity care. Additionally, because the owner is an LLC, taxes are passed through to the ultimate owner and are not separately broken out for the facility. Revised pages 28-29 with the corrected other operating expenses are attached.

13. Section C, Economic Feasibility, Item 5.A. and 5.C.

The table identifying the project's average gross charge, average deduction from operating revenue, and average net charge is noted. However, deduction from revenue and average net charge for Year One and Year Two appears to be incorrectly calculated. If needed, please revise.
The revised chart is below.

	Previous Year	Current Year	Year One	Year Two	% Change (Current Year to Year 2)
Gross Charge *(Gross Operating Revenue/Utilization Data)*	N/A	N/A	$1,000	$1,000	N/A
Deduction from Revenue *(Total Deductions/Utilization Data)*	N/A	N/A	$485	$495	N/A
Average Net Charge *(Net Operating Revenue/Utilization Data)*	N/A	N/A	$515	$505	N/A

Please compare proposed charges to the project Compass Intervention Center, CN1606-025 that will be heard by the Agency on October 26, 2016.

The applicant's charges are significantly less that the charges projected by Compass Intervention Center. The applicant believes that this difference is due to lower labor and services costs in Jackson versus Memphis.

	Compass Year One	Applicant Year One
Gross Charge *(Gross Operating Revenue/Utilization Data)*	$1,824	$1,000
Deduction from Revenue *(Total Deductions/Utilization Data)*	$1,183	$475
Average Net Charge *(Net Operating Revenue/Utilization Data)*	$641	$525

14. Section C. Economic Feasibility, Item 6.C. Capitalization Ratio

Please recalculate the capitalization ratio using the following formula: Long Term Debt/(Long Term Debt + Total Equity) x 100.
A revised calculation is below.

The capitalization ratio for Woodridge (parent company) is 43.97.
[(9,276,504 / (9,276,504+11,820,282)) x 100 = 43.97]

15. Section C, Contribution to Orderly Development, Item 7

Please provide a copy of the results of the applicant's Joint Commission survey.
The survey is attached.

16. Section C, Contribution to Orderly Development, Item 8

Please indicate if a Board Certified Psychiatrist specializing in Pediatrics is available to provide medical services if this application is approved.
Yes, board certified psychiatrists are available, and the applicant is actively recruiting physicians for the project.

SUPPLEMENTAL #1
October 27, 2016
12:44 pm

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Davidson

NAME OF FACILITY: Woodridge of West Tennessee

I, Cecelia Hunt, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.

Cecelia Hunt
Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 25th day of October, 2016, witness my hand at office in the County of Davidson, State of Tennessee.

Jane E. McDaniel
NOTARY PUBLIC

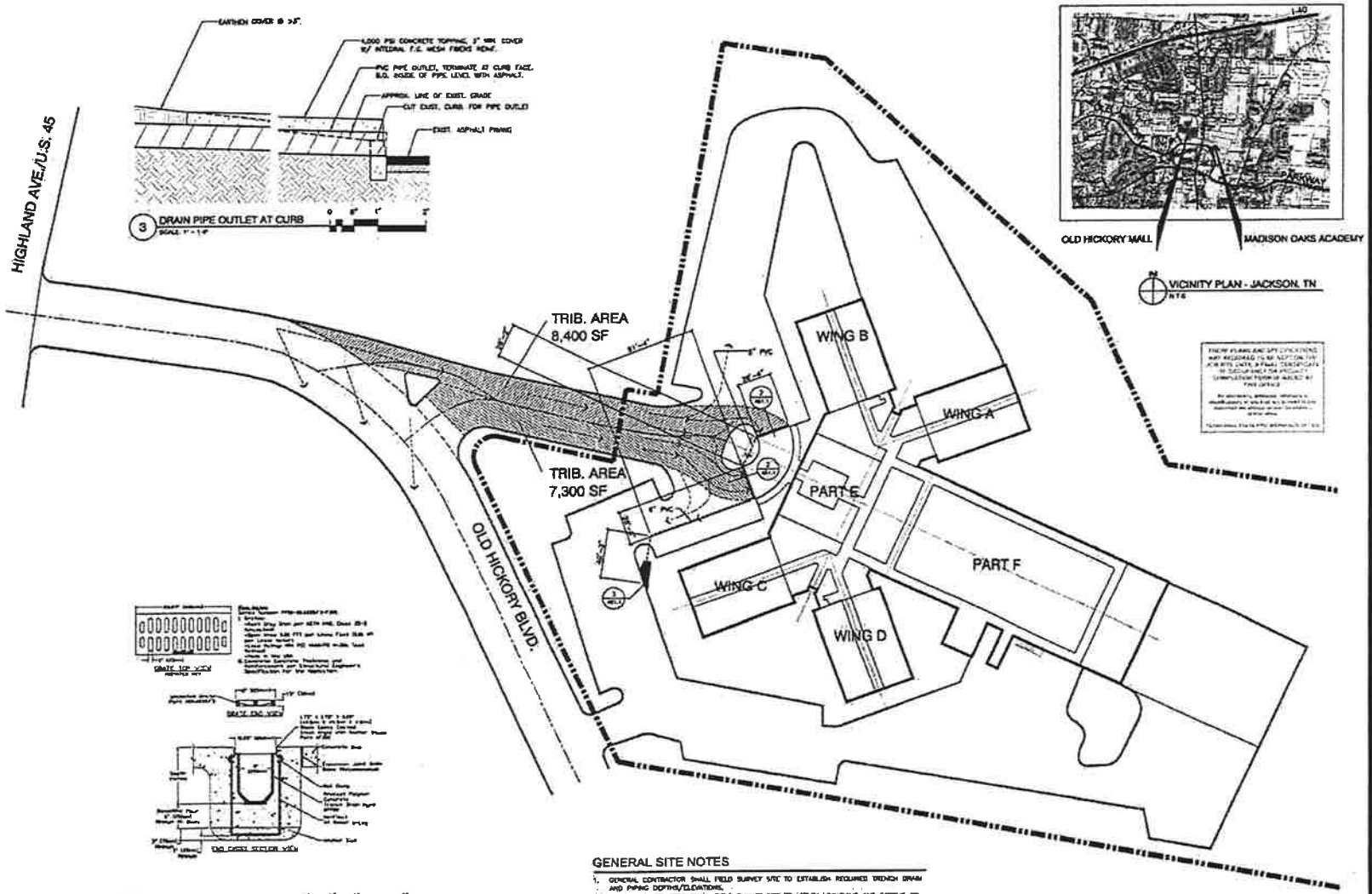
My commission expires March 3, 2019.

HF-0043

Revised 7/02

SUPPLEMENTAL #1

October 27, 2016
12:44 pm



GENERAL SITE NOTES

1. GENERAL CONTRACTOR SHALL FIELD SURVEY SITE TO ESTABLISH REQUIRED TRENCH DRAIN AND PIPING DEPTHS/ELEVATIONS.
2. GENERAL CONTRACTOR SHALL FIELD SURVEY SITE TO VERIFY LOCATIONS AND DEPTHS OF UNDERGROUND UTILITIES ALONG THE PATH OF PROPOSED STORMWATER DRAINAGE TRENCH AND PIPING.
3. GENERAL CONTRACTOR SHALL FIELD VERIFY TRENCH DRAIN AND PIPING LINEAR DIMENSIONS. ARCH. DIMS SHOWN DIAGRAMMATIC, APPROXIMATE, BASED ON AERIAL PHOTO/SURVEY.

Anderson Boehler Architects

Madison Oaks Academy
Phase I: Educational Component Renovation

49 Old Hickory Blvd,
Jackson, TN 38305

11 April 2012
Issue For SFM Rvw., Bid, Const.

ABA 1118

Architectural Site Plan

sheet
AS1.1

© anderson boehler architects 2011

SUPPLEMENTAL #1
October 27, 2016
12:44 pm

Ridgemont EQUITY PARTNERS

CONFIDENTIAL

October 26, 2016

To Whom It May Concern:

Ridgemont Equity Partners is the financial sponsor of OakHills Behavioral Center. As the majority financial investor, we are committed to funding the expansion of the hospital including the financing requirements related to the Certificate of Need application for additional licensed acute beds. These expenses are currently estimated to total $1.35 million plus additional working capital.

REP PERIMETER HOLDINGS, LLC

Name: PETRI T. LINDBERG

Title: MEMBER

SUPPLEMENTAL #1
October 27, 2016
12:44 pm

Official Accreditation Report

WoodRidge of West Tennessee LLC
49 Old Hickory Blvd.
Jackson, TN 38305

Organization Identification Number: 572088

Initial Unannounced Full Event: 6/8/2015 - 6/10/2015

Report Contents

Executive Summary

Requirements for Improvement

Observations noted within the Requirements for Improvement (RFI) section require follow up through the Evidence of Standards Compliance (ESC) process. The timeframe assigned for completion is due in either 45 or 60 days, depending upon whether the observation was noted within a direct or indirect impact standard. The identified timeframes of submission for each observation are found within the Requirements for Improvement Summary portion of the final onsite survey report. If a follow-up survey is required, the unannounced visit will focus on the requirements for improvement although other areas, if observed, could still become findings. The time frame for performing the unannounced follow-up visit is dependent on the scope and severity of the issues identified within the Requirements for Improvement.

Opportunities for Improvement

Observations noted within the Opportunities for Improvement (OFI) section of the report represent single instances of non-compliance noted under a C category Element of Performance. Although these observations do not require official follow up through the Evidence of Standards Compliance (ESC) process, they are included to provide your organization with a robust analysis of all instances of non-compliance noted during survey.

Plan for Improvement

The Plan for Improvement (PFI) items were extracted from your Statement of Conditions™ (SOC) and represent all open and accepted PFIs during this survey. The number of open and accepted PFIs does not impact your accreditation status, and is fully in sync with the self-assessment process of the SOC. The implementation of Interim Life Safety Measures (ILSM) must have been assessed for each PFI. The Projected Completion Date within each PFI replaces the need for an individual ESC (Evidence of Standards Compliance) so the corrective action must be achieved within six months of the Projected Completion Date. Future surveys will review the completed history of these PFIs.

Executive Summary

Program(s)	Survey Date(s)
Hospital Accreditation	06/08/2015-06/10/2015

Hospital Accreditation : As a result of the accreditation activity conducted on the above date(s), Requirements for Improvement have been identified in your report.

You will have follow-up in the area(s) indicated below:

- Evidence of Standards Compliance (ESC)

If you have any questions, please do not hesitate to contact your Account Executive.

Thank you for collaborating with The Joint Commission to improve the safety and quality of care provided to patients.

Requirements for Improvement – Summary

Observations noted within the Requirements for Improvement (RFI) section require follow up through the Evidence of Standards Compliance (ESC) process. The timeframe assigned for completion is due in either 45 or 60 days, depending upon whether the observation was noted within a direct or indirect impact standard. The identified timeframes of submission for each observation are found within the Requirements for Improvement Summary portion of the final onsite survey report. If a follow-up survey is required, the unannounced visit will focus on the requirements for improvement although other areas, if observed, could still become findings. The time frame for performing the unannounced follow-up visit is dependent on the scope and severity of the issues identified within the Requirements for Improvement.

Evidence of DIRECT Impact Standards Compliance is due within 45 days from the day the survey report was originally posted to your organization's extranet site:

Program:	Hospital Accreditation Program	
Standards:	EC.02.05.05	EP3,EP5
	EC.02.05.07	EP5
	MM.01.02.01	EP2
	MM.04.01.01	EP8,EP13
	NPSG.15.01.01	EP1
	PC.01.03.01	EP1,EP5,EP22
	PC.02.01.03	EP20
	WT.03.01.01	EP5

Evidence of INDIRECT Impact Standards Compliance is due within 60 days from the day the survey report was originally posted to your organization's extranet site:

Program:	Hospital Accreditation Program	
Standards:	APR.04.01.01	EP11
	EC.02.03.05	EP13
	HR.01.02.05	EP1
	IC.02.01.01	EP1
	LD.04.03.09	EP5
	LS.02.01.10	EP9
	MS.01.01.01	EP5

Evidence of INDIRECT Impact Standards Compliance is due within 60 days from the day the survey report was originally posted to your organization's extranet site:

MS.03.01.01	EP6
MS.06.01.03	EP6
MS.06.01.05	EP7,EP8
MS.08.01.01	EP1
MS.08.01.03	EP1
PC.01.02.03	EP4
PC.02.03.01	EP1
RC.01.01.01	EP19
RC.01.02.01	EP4

CoP: §482.11 **Tag:** A-0020 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.11 Condition of Participation: Compliance with Federal, State and Local Laws

CoP Standard	Tag	Corresponds to	Deficiency
§482.11(c)	A-0023	HAP - HR.01.02.05/EP1	Standard

CoP: §482.23 **Tag:** A-0385 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.23 Condition of Participation: Nursing Services

The hospital must have an organized nursing service that provides 24-hour nursing services. The nursing services must be furnished or supervised by a registered nurse.

CoP Standard	Tag	Corresponds to	Deficiency
§482.23(c)(3)	A-0406	HAP - MM.04.01.01/EP13	Standard

CoP: §482.24 **Tag:** A-0431 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.24 Condition of Participation: Medical Record Services

The hospital must have a medical record service that has administrative responsibility for medical records. A medical record must be maintained for every individual evaluated or treated in the hospital.

CoP Standard	Tag	Corresponds to	Deficiency
§482.24(c)(2)	A-0450	HAP - RC.01.02.01/EP4	Standard
§482.24(c)(1)	A-0450	HAP - RC.01.01.01/EP19	Standard

CoP: §482.41 **Tag:** A-0700 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.41 Condition of Participation: Physical Environment

The hospital must be constructed, arranged, and maintained to ensure the safety of the patient, and to provide facilities for diagnosis and treatment and for special hospital services appropriate to the needs of the community.

CoP Standard	Tag	Corresponds to	Deficiency
§482.41(b)(1)(i)	A-0710	HAP - LS.02.01.10/EP9	Standard
§482.41(c)(2)	A-0724	HAP - EC.02.03.05/EP13, EC.02.05.05/EP3, EP5, EC.02.05.07/EP5	Standard

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CoP: §482.42 **Tag:** A-0747 **Deficiency:** Standard

Corresponds to: HAP - IC.02.01.01/EP1

Text: §482.42 Condition of Participation: Infection Control

The hospital must provide a sanitary environment to avoid sources and transmission of infections and communicable diseases. There must be an active program for the prevention, control, and investigation of infections and communicable diseases.

CoP: §482.61 **Tag:** B103 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.61 Condition of Participation: Special medical record requirements for psychiatric hospitals.

The medical records maintained by a psychiatric hospital must permit determination of the degree and intensity of the treatment provided to individuals who are furnished services in the institution.

CoP Standard	Tag	Corresponds to	Deficiency
§482.61(c)(1)(ii)	B121	HAP - PC.01.03.01/EP5	Standard
§482.61(a)(5)	B109	HAP - PC.01.02.03/EP4	Standard
§482.61(c)(1)(iii)	B122	HAP - PC.01.03.01/EP5	Standard
§482.61(d)	B132	HAP - PC.01.03.01/EP22	Standard

CoP: §482.62 **Tag:** B136 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.62 Condition of Participation: Special staff requirements for psychiatric hospitals.

The hospital must have adequate numbers of qualified professional and supportive staff to evaluate patients, formulate written, individualized comprehensive treatment plans, provide active treatment measures, and engage in discharge planning.

CoP Standard	Tag	Corresponds to	Deficiency
§482.62(a)(2)	B138	HAP - PC.01.03.01/EP1	Standard

CoP: §482.21 **Tag:** A-0263 **Deficiency:** Standard

Corresponds to: HAP - LD.04.03.09/EP5

Text: §482.21 Condition of Participation: Quality Assessment and Performance Improvement Program

The hospital must develop, implement, and maintain an effective, ongoing, hospital-wide, data-driven quality assessment and performance improvement program. The hospital's governing body must ensure that the program reflects the complexity of the hospital's organization and services; involves all hospital departments and services (including those services furnished under contract or arrangement); and focuses on indicators related to improved health outcomes and the prevention and reduction of medical errors. The hospital must maintain and demonstrate evidence of its QAPI program for review by CMS.

CoP: §482.22 **Tag:** A-0338 **Deficiency:** Standard

Corresponds to: HAP

Text: §482.22 Condition of Participation: Medical staff

The hospital must have an organized medical staff that operates under bylaws approved by the governing body, and which is responsible for the quality of medical care provided to patients by the hospital.

CoP Standard	Tag	Corresponds to	Deficiency
§482.22(c)	A-0353	HAP - MS.01.01.01/EP5	Standard
§482.22(a)(1)	A-0340	HAP - MS.08.01.03/EP1	Standard
§482.22(a)(2)	A-0341	HAP - MS.06.01.03/EP6	Standard

Requirements for Improvement – Detail

Chapter: Accreditation Participation Requirements

Program: Hospital Accreditation

Standard: APR.04.01.01

Standard Text: The hospital selects and uses core performance measure sets from among those available through its listed ORYX® vendor.
Note 1: If core measures are not applicable, the hospital identifies clinical measures based on current ORYX® requirements.
Note 2: Hospitals are encouraged to keep up-to-date on any changes in the ORYX® requirements by reviewing recent issues of The Joint Commission Perspectives® or by going to the 'Performance Measurement' area on The Joint Commission website at http://www.jointcommission.org.

Element(s) of Performance:

11. The hospital selects a sufficient number of core performance measure sets to meet current ORYX® requirements.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 11
Observed in Data Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site. The organization had not selected the core performance measure sets to meet ORYX requirements.

Chapter: Environment of Care

Program: Hospital Accreditation

Standard: EC.02.03.05

Standard Text: The hospital maintains fire safety equipment and fire safety building features.
Note: This standard does not require hospitals to have the types of fire safety equipment and building features described below. However, if these types of equipment or features exist within the building, then the following maintenance, testing, and inspection requirements apply.

Element(s) of Performance:

13. Every 6 months, the hospital inspects any automatic fire-extinguishing systems in a kitchen. The completion dates of the inspections are documented.
Note 1: Discharge of the fire-extinguishing systems is not required.
Note 2: For additional guidance on performing inspections, see NFPA 96, 1998 edition.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 13
§482.41(c)(2) - (A-0724) - (2) Facilities, supplies, and equipment must be maintained to ensure an acceptable level of safety and quality.
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The semiannual inspections for the kitchen automatic fire-extinguishing system were done on 2/12/14 and 9/29/14. The length of time between these inspections were greater than the allowable time of +/- 20 days from the date of the previous inspection.

Chapter: Environment of Care

Program: Hospital Accreditation

Standard: EC.02.05.05 ESC 45 days

Standard Text: The hospital inspects, tests, and maintains utility systems.
Note: At times, maintenance is performed by an external service. In these cases, hospitals are not required to possess maintenance documentation but must have access to such documentation during survey and as needed.

Element(s) of Performance:

3. The hospital inspects, tests, and maintains the following: High-risk utility system components on the inventory. These activities are documented. (See also EC.02.05.01, EPs 2 and 4)
Note: High-risk utility system components includes life-support utility system components.

Scoring Category : A
Score : Insufficient Compliance

5. The hospital inspects, tests, and maintains the following: Non–high-risk utility system components on the inventory. These activities are documented. (See also EC.02.05.01, EPs 2 and 4)

Scoring Category : C
Score : Partial Compliance

Observation(s):

EP 3
§482.41(c)(2) - (A-0724) - (2) Facilities, supplies, and equipment must be maintained to ensure an acceptable level of safety and quality.
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization did not have a written inventory of pull stations, water flow devices, valve tamper devices, heat detectors, audio/visual devices, or fire department connections.

EP 5
§482.41(c)(2) - (A-0724) - (2) Facilities, supplies, and equipment must be maintained to ensure an acceptable level of safety and quality.
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization did not have a written inventory of magnetic door hold-open devices.

Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization did not have a written inventory of fire and smoke dampers.

Chapter: Environment of Care
Program: Hospital Accreditation
Standard: EC.02.05.07

ESC 45 days

Standard Text: The hospital inspects, tests, and maintains emergency power systems.
Note: This standard does not require hospitals to have the types of emergency power equipment discussed below. However, if these types of equipment exist within the building, then the following maintenance, testing, and inspection requirements apply.

Element(s) of Performance:

5. The monthly tests for diesel-powered emergency generators are conducted with a dynamic load that is at least 30% of the nameplate rating of the generator or meets the manufacturer's recommended prime movers' exhaust gas temperature. If the hospital does not meet either the 30% of nameplate rating or the recommended exhaust gas temperature during any test in EC.02.05.07, EP 4, then it must test the emergency generator once every 12 months using supplemental (dynamic or static) loads of 25% of nameplate rating for 30 minutes, followed by 50% of nameplate rating for 30 minutes, followed by 75% of nameplate rating for 60 minutes, for a total of 2 continuous hours.
Note: Tests for non–diesel-powered generators need only be conducted with available load.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 5
§482.41(c)(2) - (A-0724) - (2) Facilities, supplies, and equipment must be maintained to ensure an acceptable level of safety and quality.
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC | 49 Old Hickory Blvd., Jack (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Monthly generator tests did not document the dynamic load at the time of the test.

Chapter: Human Resources

Program: Hospital Accreditation

Standard: HR.01.02.05

ESC 60 days

Standard Text: The hospital verifies staff qualifications.

Element(s) of Performance:

1. When law or regulation requires care providers to be currently licensed, certified, or registered to practice their professions, the hospital both verifies these credentials with the primary source and documents this verification when a provider is hired and when his or her credentials are renewed. (See also HR.01.02.07, EP 2)
Note 1: It is acceptable to verify current licensure, certification, or registration with the primary source via a secure electronic communication or by telephone, if this verification is documented.
Note 2: A primary verification source may designate another agency to communicate credentials information. The designated agency can then be used as a primary source.
Note 3: An external organization (for example, a credentials verification organization [CVO]) may be used to verify credentials information. A CVO must meet the CVO guidelines identified in the Glossary.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 1
§482.11(c) - (A-0023) - (c) The hospital must assure that personnel are licensed or meet other applicable standards that are required by State or local laws.
This Standard is NOT MET as evidenced by:
Observed in HR File Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Primary source verification had not been completed for the contract Dietitian licensure and registration upon hire. The Tennessee for Licensed Dietitian/ Nutritionist verification and the Commission on Dietetic Registration had not been found and verification was obtained during the survey.

Observed in HR File Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Primary source verification had not been found for the DON upon hire 02/29/2015. The HR staff reported the office had been moved and the verification may have been misplaced. The primary source had been completed late on 06/02/2015.

Observed in HR File Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Primary source verification had not been found for a Music Therapist- Board Certified upon hire. The verification had been completed late on 06/09/2015.

Observed in HR File Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Primary source verification had not been found upon renewal of an LMSW 05/31/2015. License was verified during survey.

Chapter: Infection Prevention and Control

Program: Hospital Accreditation

Standard: IC.02.01.01

Standard Text: The hospital implements its infection prevention and control plan.

Element(s) of Performance:

1. The hospital implements its infection prevention and control activities, including surveillance, to minimize, reduce, or eliminate the risk of infection.

Scoring Category : C
Score : Partial Compliance

Observation(s):

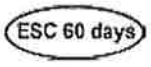
EP 1
§482.42 - (A-0747) - §482.42 Condition of Participation: Condition of Participation: Infection Control
This Standard is NOT MET as evidenced by:
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization did not have a process or documentation for testing the dishwasher rinse and wash cycles. During the survey, training, competency, and logs were implemented for testing the rinse and wash cycles of the dishwasher. All dietary staff(5) were trained.

Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization did not have documentation of sanitizer usage or testing strip results for the 3 part dishwashing sink. During the survey, all dietary staff were trained and a documentation of the test strip results was implemented.

Chapter: Leadership

Program: Hospital Accreditation

Standard: LD.04.03.09



Standard Text: Care, treatment, and services provided through contractual agreement are provided safely and effectively.

Element(s) of Performance:

5. Leaders monitor contracted services by communicating the expectations in writing to the provider of the contracted services.
Note: A written description of the expectations can be provided either as part of the written agreement or in addition to it.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 5
§482.21 - (A-0263) - §482.21 Condition of Participation: Condition of Participation: Quality Assessment and Performance Improvement Program
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The lab contract did not have performance measurements the organization was monitoring.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The X-ray contract did not have performance measurements the organization was monitoring.

Chapter: Life Safety

Program: Hospital Accreditation

Standard: LS.02.01.10

ESC 60 days

Standard Text: Building and fire protection features are designed and maintained to minimize the effects of fire, smoke, and heat.

Element(s) of Performance:

9. The space around pipes, conduits, bus ducts, cables, wires, air ducts, or pneumatic tubes that penetrate fire-rated walls and floors are protected with an approved fire-rated material.
Note: Polyurethane expanding foam is not an accepted fire-rated material for this purpose. (For full text and any exceptions, refer to NFPA 101-2000: 8.2.3.2.4.2)

Scoring Category : C
Score : Partial Compliance

Observation(s):

EP 9
§482.41(b)(1)(i) - (A-0710) - (i) The hospital must meet the applicable provisions of the 2000 edition of the Life Safety Code of the National Fire Protection Association. The Director of the Office of the Federal Register has approved the NFPA 101®2000 edition of the Life Safety Code, issued January 14, 2000, for incorporation by reference in accordance with 5 U.S.C. 552(a) and 1 CFR part 51. A copy of the Code is available for inspection at the CMS Information Resource Center, 7500 Security Boulevard, Baltimore, MD or at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA, call 202-741-6030, or go to: http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html.

Copies may be obtained from the National Fire Protection Association, 1 Batterymarch Park, Quincy, MA 02269. If any changes in this edition of the Code are incorporated by reference, CMS will publish notice in the Federal Register to announce the changes.
This Standard is NOT MET as evidenced by:
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Above the ceiling at the cross-corridor doors by Activity Room #2, two large water pipes were not protected with an approved fire-rated material.

Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
Above the ceiling at the cross-corridor doors by Activity Room #2, two 1 inch pipes were not protected with an approved fire-rated material.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.01.01.01

Standard Text: Medical staff bylaws address self-governance and accountability to the governing body.

Element(s) of Performance:

5. The medical staff complies with the medical staff bylaws, rules and regulations, and policies.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 5
§482.22(c) - (A-0353) - §482.22(c) Standard: Medical Staff Bylaws

The medical staff must adopt and enforce bylaws to carry out its responsibilities.
The bylaws must:
This Standard is NOT MET as evidenced by:
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The bylaws state physicians must live within 1 hour of the hospital. One of the physicians lived in Memphis an hour and a half away. The last day of the survey, the by laws were revised to delete the statement, approved by the Medical staff and Governing Board.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.03.01.01

Standard Text: The organized medical staff oversees the quality of patient care, treatment, and services provided by practitioners privileged through the medical staff process.

Element(s) of Performance:

6. The organized medical staff specifies the minimal content of medical histories and physical examinations, which may vary by setting or level of care, treatment, and services. (See also PC.01.02.03, EP 4)

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 6
Observed in Document Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The bylaws, rules and regulations did not define minimal content. During the last day of the survey, the content of the H&P was specified and added to the by-laws, approved by the medical staff and Governing Board.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.06.01.03

Standard Text: The hospital collects information regarding each practitioner's current license status, training, experience, competence, and ability to perform the requested privilege.

Element(s) of Performance:

6. The credentialing process requires that the hospital verifies in writing and from the primary source whenever feasible, or from a credentials verification organization (CVO), the following information:
- The applicant's current licensure at the time of initial granting, renewal, and revision of privileges, and at the time of license expiration
- The applicant's relevant training
- The applicant's current competence
(See also PC.03.01.01, EP 1)

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 6
§482.22(a)(2) - (A-0341) - (2) The medical staff must examine the credentials of all eligible candidates for medical staff membership and make recommendations to the governing body on the appointment of these candidates in accordance with State law, including scope-of-practice laws, and the medical staff bylaws, rules, and regulations. A candidate who has been recommended by the medical staff and who has been appointed by the governing body is subject to all medical staff bylaws, rules, and regulations, in addition to the requirements contained in this section.
This Standard is NOT MET as evidenced by:
Observed in Medical Management Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
One physician did not have primary source verification in his file. This was corrected on site.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.06.01.05

Standard Text: The decision to grant or deny a privilege(s), and/or to renew an existing privilege(s), is an objective, evidence-based process.

Element(s) of Performance:

7. The hospital queries the National Practitioner Data Bank (NPDB) when clinical privileges are initially granted, at the time of renewal of privileges, and when a new privilege(s) is requested.

Scoring Category : A
Score : Insufficient Compliance

8. Peer recommendation includes written information regarding the practitioner's current:
- Medical/clinical knowledge
- Technical and clinical skills
- Clinical judgment
- Interpersonal skills
- Communication skills
- Professionalism

Note: Peer recommendation may be in the form of written documentation reflecting informed opinions on each applicant's scope and level of performance, or a written peer evaluation of practitioner-specific data collected from various sources for the purpose of validating current competence.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 7

Observed in Medical Management Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The hospital had not queried the NPDB for any of the three practitioners, as they had technical difficulties with their registration with the NPDB. This was corrected on site.

EP 8

Observed in Medical Management Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The internist did not have any peer recommendations in his credentialing file.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.08.01.01

ESC 60 days

Standard Text: The organized medical staff defines the circumstances requiring monitoring and evaluation of a practitioner's professional performance.

Element(s) of Performance:

1. A period of focused professional practice evaluation is implemented for all initially requested privileges.

Scoring Category : A
Score : Insufficient Compliance

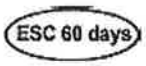
Observation(s):

EP 1
Observed in Medical Management Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
There was not a defined process of FPPE given the hospital has only been open 2 months, all practitioners should be on FPPE, but the policy was in the process of being developed.

Chapter: Medical Staff

Program: Hospital Accreditation

Standard: MS.08.01.03



Standard Text: Ongoing professional practice evaluation information is factored into the decision to maintain existing privilege(s), to revise existing privilege(s), or to revoke an existing privilege prior to or at the time of renewal.

Element(s) of Performance:

1. The process for the ongoing professional practice evaluation includes the following: There is a clearly defined process in place that facilitates the evaluation of each practitioner's professional practice.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 1
§482.22(a)(1) - (A-0340) - (1) The medical staff must periodically conduct appraisals of its members.
This Standard is NOT MET as evidenced by:
Observed in Medical Management Session at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The organization was still developing their OPPE process and policy.

Chapter: Medication Management

Program: Hospital Accreditation

Standard: MM.01.02.01

Standard Text: The hospital addresses the safe use of look-alike/sound-alike medications.

Element(s) of Performance:

2. The hospital takes action to prevent errors involving the interchange of the medications on its list of look-alike/sound-alike medications. Note: This element of performance is also applicable to sample medications.

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

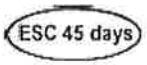
EP 2

Observed in Medication Management Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The pharmacist stated that there was no special handling of look alike sound alike medications. However, the policy suggest that Tall Man lettering should be used. In review of the medication cart despite having several look alike/sound alike medications, there was no Tall Man lettering.

Chapter: Medication Management

Program: Hospital Accreditation

Standard: MM.04.01.01



Standard Text: Medication orders are clear and accurate.

Element(s) of Performance:

8. The hospital prohibits summary (blanket) orders to resume previous medications.

Scoring Category : A
Score : Insufficient Compliance

13. The hospital implements its policies for medication orders.

Scoring Category : C
Score : Partial Compliance

Observation(s):

EP 8

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A telephone medication order for a female patient had stated to start all physical medications on 05/30/2015 in AM that were not available out of the night cabinet. The order had not been specific and against policy of prohibited use of a blanket order.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A telephone medication order on 05/31/2016 for a female patient had stated to change all physical medication times from 8 pm to 7 p.m. and give before going to bed. The order had identified a listing of medications, however they had not been specific and against policy of prohibited use of a blanket order.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A second telephone medication order on 05/31/2016 for a female patient had stated to change all physical medication times from 8 pm to 7 p.m. and give before going to bed. The order had identified a different listing of medications, however they had not been specific and against policy of prohibited use of a blanket order.

EP 13
§482.23(c)(3) - (A-0406) - (3) With the exception of influenza and pneumococcal polysaccharide vaccines, which may be administered per physician-approved hospital policy after an assessment of contraindications, orders for drugs and biologicals must be documented and signed by a practitioner who is authorized to write orders in accordance with State law and hospital policy, and who is responsible for the care of the patient as specified under §482.12(c).
This Standard is NOT MET as evidenced by:
Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A telephone medication order on 05/31/2016 for a female patient had stated to change all physical medication times from 8 pm to 7 p.m. and give before going to bed. The order had identified a listing of medications, however the list had not contained the elements of complete orders as identified by policy.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A second telephone medication order on 05/31/2016 for a female patient had stated to change all medication times from 8 pm to 7 p.m. and give before going to bed. The order had identified a listing of medications, however the list of medications had not contained the elements of complete orders as identified by policy.

Chapter:	National Patient Safety Goals
Program:	Hospital Accreditation
Standard:	NPSG.15.01.01 ESC 45 days
Standard Text:	Identify patients at risk for suicide. Note: This requirement applies only to psychiatric hospitals and patients being treated for emotional or behavioral disorders in general hospitals.

Element(s) of Performance:

1. Conduct a risk assessment that identifies specific patient characteristics and environmental features that may increase or decrease the risk for suicide.

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 1

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The risk assessment for a female patient had not identified specific patient characteristics that would decrease the risk of suicide.

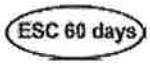
Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The risk assessment for a male patient had not identified specific patient characteristics that would decrease the risk of suicide.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
The risk assessment for a discharged female patient had not identified specific patient characteristics that would decrease the risk of suicide.

Chapter: Provision of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: PC.01.02.03



Standard Text: The hospital assesses and reassesses the patient and his or her condition according to defined time frames.

Element(s) of Performance:

4. The patient receives a medical history and physical examination no more than 30 days prior to, or within 24 hours after, registration or inpatient admission, but prior to surgery or a procedure requiring anesthesia services. (See also MS.03.01.01, EP 6; RC.02.01.03, EP 3)

Scoring Category : C
Score : Partial Compliance

Observation(s):

EP 4
§482.61(a)(5) - (B109) - (5) When indicated, a complete neurological examination must be recorded at the time of the admission physical examination.
This Standard is NOT MET as evidenced by:
Observed in Record Review at WoodRidge of West Tennessee LLC | 49 Old Hickory Blvd., Jack (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The H and P did not include a Cranial Nerve assessment for a geriatric psychiatric patient.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The h and p for another geriatric psychiatric patient did not contain and cranial nerve exam in the file.

Chapter: Provision of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: PC.01.03.01 ESC 45 days

Standard Text: The hospital plans the patient's care.

Element(s) of Performance:

1. The hospital plans the patient's care, treatment, and services based on needs identified by the patient's assessment, reassessment, and results of diagnostic testing. (See also RC.02.01.01, EP 2 and PC.01.02.13, EP 2) 3

Scoring Category : C
Score : Insufficient Compliance

5. The written plan of care is based on the patient's goals and the time frames, settings, and services required to meet those goals.
Note: For psychiatric hospitals that use Joint Commission accreditation for deemed status purposes: The patient's goals include both short- and long-term goals. 4

Scoring Category : A
Score : Insufficient Compliance

22. Based on the goals established in the patient's plan of care, staff evaluate the patient's progress. 4

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 1
§482.62(a)(2) - (B138) - (2) Formulate written individualized, comprehensive treatment plans;
This Standard is NOT MET as evidenced by:
Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The assessment data for a female patient had identified depression, anxiety, and paranoia, however these needs had not been identified on the treatment plan. In discussion with staff, the treatment plan had been identified as a PI project. A treatment has been developed, however had not been implemented.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The assessment data for a male patient had identified paranoia and auditory hallucinations, however these needs had not been identified on the treatment plan. In discussion with staff, the treatment plan had been identified as a PI project. A new treatment plan has been developed, however had not been implemented.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The assessment data for a female patient had identified depression, anxiety, and psychosis, however these needs had not been identified on the treatment plan. In discussion with staff, the treatment plan had been identified as a PI project. A new treatment plan format has been developed, however had not been implemented.

EP 5
§482.61(c)(1)(ii) - (B121) - (ii) Short-term and long-range goals;
This Standard is NOT MET as evidenced by:
§482.61(c)(1)(iii) - (B122) - (iii) The specific treatment modalities utilized;
This Standard is NOT MET as evidenced by:

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
For one patient the only goal stated was to reduce confusion. The goal did not have any specific measures.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
For another patient she had 3 goals, but none were specific nor measurable. The goals included to reduce chronic pain.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The treatment plan had 2 general goals which were not measurable and did not contain time frames. The first goal was to reduce hallucinations and the second to reduce symptoms.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The treatment plan had 2 general goals that did not have timeframes or measurable goals. the first was to "reduce symptoms" and the second goal was to "reduce aggression."

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The written plan of care for a female patient had identified long term and short term goals related to medication, however had not developed long term and short term goals related to anxious, depressive, and psychotic behavior.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The written plan of care for a second female patient had identified long term and short term goals related to medication, however had not developed long term and short term goals related to paranoia, and auditory hallucinations.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The treatment interventions identified in the treatment plan for a male patient had listed social groups, and recreation, however had not identified the specific named group modality and focus of the group to meet the needs of the patient.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The treatment interventions identified in the treatment plan for a female patient had listed social groups, and recreation, however had not identified the specific named group modality and focus of the group to meet the needs of the patient.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The treatment interventions identified in the treatment plan for a second female patient had listed social groups, and recreation, however had not identified the specific named group modality and focus of the group to meet the needs of the patient.

EP 22
§482.61(d) - (B132) - §482.61(d) a precise assessment of the patient's progress in accordance with the original or revised treatment plan.
This Standard is NOT MET as evidenced by:

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A goal in the treatment plan of a male patient had not been stated to evaluate progress. One goal had been medication compliance, which had not been specific to provide a precise assessment of progress.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A goal in the treatment plan of a female patient had not been stated to evaluate progress. One goal had been medication compliance, which had not been specific to provide a precise assessment of progress.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A goal in the treatment plan of a second female patient had not been stated to evaluate progress. The goal had been to reduce aggression, which had not been specific to provide a precise assessment of progress.

Chapter: Provision of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: PC.02.01.03 ESC 45 days

Standard Text: The hospital provides care, treatment, and services as ordered or prescribed, and in accordance with law and regulation.

Element(s) of Performance:

20. Before taking action on a verbal order or verbal report of a critical test result, staff uses a record and 'read back' process to verify the information.

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 20
Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site. A telephone order on 04/25/2015 at 9:30 related to transfer of a female patient for fall and head injury had not identified a read back and verified per policy.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site. A second telephone order on 04/25/2015 at 8:47 pm related to transfer of the same female patient with a second fall and head injury had not identified a read back and verified per policy.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site. A verbal medication order on 04/25/2015 of Ativan 1 mg IM x1 now for extreme agitation and combativeness for a female patient had not identified a read back and verified per policy.

Chapter: Provision of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: PC.02.03.01

Standard Text: The hospital provides patient education and training based on each patient's needs and abilities.

Element(s) of Performance:

1. The hospital performs a learning needs assessment for each patient, which includes the patient's cultural and religious beliefs, emotional barriers, desire and motivation to learn, physical or cognitive limitations, and barriers to communication.

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 1

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A learning needs assessment of cultural and religious beliefs, emotional barriers, desire and motivation to learn, physical or cognitive limitations and barriers to communication that affect the learning process had not been found in the record of a female. This assessment data would be important in providing individual and group treatment.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A learning needs assessment of cultural and religious beliefs, emotional barriers, desire and motivation to learn, physical or cognitive limitations and barriers to communication that affect the learning process had not been found in the record of a second female. This assessment data would be important in providing individual and group treatment.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A learning needs assessment of cultural and religious beliefs, emotional barriers, desire and motivation to learn, physical or cognitive limitations and barriers to communication that affect the learning process had not been found in the record of a male patient. This assessment data would be important in providing individual and group treatment.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site.
A learning needs assessment of cultural and religious beliefs, emotional barriers, desire and motivation to learn, physical or cognitive limitations and barriers to communication that affect the learning process had not been found in the record of a 3 more patients. This assessment data would be important in providing individual and group treatment.

Chapter: Record of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: RC.01.01.01

Standard Text: The hospital maintains complete and accurate medical records for each individual patient.

Element(s) of Performance:

19. For hospitals that use Joint Commission accreditation for deemed status purposes: All entries in the medical record, including all orders, are timed.

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 19
§482.24(c)(1) - (A-0450) - (1) All patient medical record entries must be legible, complete, dated, timed, and authenticated in written or electronic form by the person responsible for providing or evaluating the service provided, consistent with hospital policies and procedures.
This Standard is NOT MET as evidenced by:
Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
The H and P of a one female patient had been dated but not timed.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
One patients admission order set had been dated but not timed.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
One patient had a dated, but not timed H and P.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
One record reviewed did not have the discharge summary or the intake worksheet timed.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
For another closed record a set of orders had been dated but not timed.

Chapter: Record of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: RC.01.02.01

Standard Text: Entries in the medical record are authenticated.

Element(s) of Performance:

4. Entries in the medical record are authenticated by the author. Information introduced into the medical record through transcription or dictation is authenticated by the author.
Note 1: Authentication can be verified through electronic signatures, written signatures or initials, rubber-stamp signatures, or computer key.
Note 2: For paper-based records, signatures entered for purposes of authentication after transcription or for verbal orders are dated when required by law or regulation or hospital policy. For electronic records, electronic signatures will be date -stamped.
Note 3: For hospitals that use Joint Commission accreditation for deemed status purposes: All orders, including verbal orders, are dated and authenticated by the ordering practitioner or another practitioner who is responsible for the care of the patient, and who, in accordance with hospital policy; law and regulation; and medical staff bylaws, rules, and regulations, is authorized to write orders.

Scoring Category : C
Score : Insufficient Compliance

Observation(s):

EP 4
§482.24(c)(2) - (A-0450) - (2) All orders, including verbal orders, must be dated, timed, and authenticated promptly by the ordering practitioner or by another practitioner who is responsible for the care of the patient only if such a practitioner is acting in accordance with State law, including scope-of-practice laws, hospital policies, and medical staff bylaws, rules, and regulations.
This Standard is NOT MET as evidenced by:
Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A telephone medication order on 04/23/2015 for a female patient had been authenticated and dated, however had not been timed. Time would be important for determination of physician required authentication within 72 hours.

Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A telephone medication order on 04/24/2015 for a female patient had been authenticated and dated, however had not been timed. Time would be important for determination of physician required authentication within 72 hours.

Observed in Individual Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site for the Psychiatric Hospital deemed service.
A telephone medication order on 05/29/2015 for a female patient had been authenticated and dated, however had not been timed. Time would be important for determination of physician required authentication within 72 hours and to meet COP.

Chapter: Waived Testing

Program: Hospital Accreditation

Standard: WT.03.01.01 ESC 45 days

Standard Text: Staff and licensed independent practitioners performing waived tests are competent.

Element(s) of Performance:

5. Competency for waived testing is assessed using at least two of the following methods per person per test:
- Performance of a test on a blind specimen
- Periodic observation of routine work by the supervisor or qualified designee
- Monitoring of each user's quality control performance
- Use of a written test specific to the test assessed

Scoring Category : A
Score : Insufficient Compliance

Observation(s):

EP 5

Observed in HR File Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd., Jackson, TN) site. The staff of the organization had been trained, however had utilized one method to assess competency. Six of six had been trained and monitored, however evidence of a test had not been found.

Opportunities for Improvement – Summary

Observations noted within the Opportunities for Improvement (OFI) section of the report represent single instances of non-compliance noted under a C category Element of Performance. Although these observations do not require official follow up through the Evidence of Standards Compliance (ESC) process, they are included to provide your organization with a robust analysis of all instances of non-compliance noted during survey.

Program:	Hospital Accreditation Program	
Standards:	EC.02.03.01	EP1
	EC.02.03.05	EP15
	LS.02.01.30	EP11
	LS.02.01.35	EP4
	MM.03.01.01	EP7
	PC.02.02.03	EP6
	RC.02.03.07	EP4

Opportunities for Improvement – Detail

Chapter: Environment of Care

Program: Hospital Accreditation

Standard: EC.02.03.01

Standard Text: The hospital manages fire risks.

Element(s) of Performance:

1. The hospital minimizes the potential for harm from fire, smoke, and other products of combustion.

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP1
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site. Above the ceiling at the cross-corridor doors by Activity Room #2, a junction box with high-voltage electrical wires was missing a cover.

Chapter: Environment of Care

Program: Hospital Accreditation

Standard: EC.02.03.05

Standard Text: The hospital maintains fire safety equipment and fire safety building features. Note: This standard does not require hospitals to have the types of fire safety equipment and building features described below. However, if these types of equipment or features exist within the building, then the following maintenance, testing, and inspection requirements apply.

Element(s) of Performance:

15. At least monthly, the hospital inspects portable fire extinguishers. The completion dates of the inspections are documented.
Note 1: There are many ways to document the inspections, such as using bar-coding equipment, using check marks on a tag, or using an inventory.
Note 2: Inspections involve a visual check for the presence and correct type of extinguisher, broken parts, full charge, and ease of access.
Note 3: For additional guidance on inspection of fire extinguishers, see NFPA 10, Standard for Portable Fire Extinguishers, 1998 edition (Sections 1-6, 4-3, and 4-4).

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP15
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site. The fire extinguisher in the nursing station last documented inspection was in March

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Chapter: Life Safety

Program: Hospital Accreditation

Standard: LS.02.01.30

Standard Text: The hospital provides and maintains building features to protect individuals from the hazards of fire and smoke.

Element(s) of Performance:

11. Corridor doors are fitted with positive latching hardware, are arranged to restrict the movement of smoke, and are hinged so that they swing. The gap between meeting edges of door pairs is no wider than 1/8 inch, and undercuts are no larger than 1 inch. Roller latches are not acceptable.
Note: For existing doors, it is acceptable to use a device that keeps the door closed when a force of 5 foot-pounds are applied to the edge of the door.
(For full text and any exceptions, refer to NFPA 101-2000: 18/19.3.6.3.2, 18/19.3.6.3.1, and 7.2.1.4.1)

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP11
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site. The corridor door to room 2A/2B did not positively latch. The latching mechanism was stuck in the lockset.

Chapter: Life Safety

Program: Hospital Accreditation

Standard: LS.02.01.35

Standard Text: The hospital provides and maintains systems for extinguishing fires.

Element(s) of Performance:

4. Piping for approved automatic sprinkler systems is not used to support any other item. (For full text and any exceptions, refer to NFPA 25-1998: 2-2.2)

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP4
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site. Above the ceiling at the cross-corridor doors by Activity Room #2, data wires were resting on top of a sprinkler pipe.

Chapter: Medication Management

Program: Hospital Accreditation

Standard: MM.03.01.01

Standard Text: The hospital safely stores medications.

Element(s) of Performance:

7. All stored medications and the components used in their preparation are labeled with the contents, expiration date, and any applicable warnings. Note: This element of performance is also applicable to sample medications.

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP7
Observed in Medication Management Tracer at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site.
The boxes of two vials of insulin had been labeled when they were opened , but not when they expired.

Chapter: Provision of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: PC.02.02.03

Standard Text: The hospital makes food and nutrition products available to its patients.

Element(s) of Performance:

6. The hospital prepares food and nutrition products using proper sanitation, temperature, light, moisture, ventilation, and security.

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP6
Observed in Building Tour at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site.
Several yoghurts in the patient care refrigerator expired on 5/29/15 and the survey was conducted on 6/8/15.

Chapter: Record of Care, Treatment, and Services

Program: Hospital Accreditation

Standard: RC.02.03.07

Standard Text: Qualified staff receive and record verbal orders.

Element(s) of Performance:

4. Verbal orders are authenticated within the time frame specified by law and regulation.

Scoring Category : C
Score : Satisfactory Compliance

Observation(s):

EP4
Observed in Record Review at WoodRidge of West Tennessee LLC (49 Old Hickory Blvd.,Jackson,TN) site.
The was a telephone order in a closed chart given on 6/1/15 to increase Levemir that had not been authenticated at the time of survey. Another order in teh same chart given on 5/28/15 to hold the 5 pm dose of Levemir had also not been authenticated.

SUPPLEMENTAL #1
October 27, 2016
12:44 pm

Plan for Improvement - Summary

The Plan for Improvement (PFI) items were extracted from your Statement of Conditions™ (SOC) and represent all open and accepted PFIs during this survey. The number of open and accepted PFIs does not impact your accreditation status, and is fully in sync with the self-assessment process of the SOC. The implementation of Interim Life Safety Measures (ILSM) must have been assessed for each PFI. The Projected Completion Date within each PFI replaces the need for an individual ESC (Evidence of Standards Compliance) so the corrective action must be achieved within six months of the Projected Completion Date. Future surveys will review the completed history of these PFIs.

Number of PFIs: 0

Supplemental #2
-COPY-

Woodridge of West TN

CN1610-037

BONE
MCALLESTER
NORTON PLLC

SUPPLEMENTAL #2
October 31, 2016
10:57 am

Sarah L. Tally
(615) 238-6332 Phone
(615) 687-8332 Fax
stally@bonelaw.com

October 31, 2016

Phillip M. Earhart
Health Services and Development Agency
Andrew Jackson Building, Ninth Floor
502 Deaderick Street
Nashville, TN 37243

RE: Certificate of Need Application CN1610-037
Woodridge of West Tennessee, LLC

Dear Mr. Earhart:

Woodridge of West Tennessee's responses to your second supplemental questions are below. Please do not hesitate to contact me or Ms. Hunt if you have additional questions.

Sincerely,

Sarah Lodge Tally

Nashville City Center, Suite 1600 - 511 Union Street - Nashville, Tennessee 37219
615.238.6300 (Phone) - 615.238.6301 (Fax)

SUPPLEMENTAL #2
October 31, 2016
10:57 am

1. **Section 6B.(1) Plot Plan**

   The plot plan is noted. What is the size in acres?
   The property is 8.67 acres.

2. **Section B, Need, Item I.a. (Psychiatric Inpatient Services-Service Specific Criteria-)**

   It is noted the applicant addressed the revised Psychiatric Inpatient Services Standards and Criteria that were recently approved. **<u>However, please address the following and provide a response under each question.</u>**

1. **Determination of Need**

   Please complete the following table to determine psychiatric bed need (1).
   The Department of Health's population projections do not break down the age ranges into child and adolescent categories.

	Population 2020	Gross Need Pop. X (30 beds/100,000)	Current licensed beds	Net Need
Proposed Service Area	*126,537*	*38*	*0*	*38*

2. **Additional Factors**

a. The willingness of the applicant to accept emergency involuntary and non-emergency indefinite admissions;

   The applicant will accept emergency involuntary and non-emergency indefinite admissions.

b. The extent to which the applicant serves or proposes to serve the TennCare population and the indigent population;

   The applicant will serve the TennCare population and the indigent population. The applicant does not anticipate significant amounts of charity or indigent care for the project because the project will serve pediatric patients, the vast majority of whom are insured either by TennCare or commercial insurance. The applicant is committed to serving all children who need care.

c. The number of beds designated as "specialty" beds (including units established to treat patients with specific diagnoses);

   The applicant will not have specialty beds, beyond the fact that the unit will only treat child and adolescent patients.

d. The ability of the applicant to provide a continuum of care such as outpatient, intensive outpatient treatment (IOP), partial hospitalization, or refer to providers that do;

   The applicant works closely with existing community resources, including Jackson-Madison County General Hospital, Pathways (the community mental health center), and primary care physicians. The community does not current have intensive outpatient treatment or partial hospitalization, but the applicant anticipates that that

resource will be available in the near future. In addition, the applicant's parent company has a residential treatment center on the same campus, which can provide continuity of care for patients.

e. Psychiatric units for patients with intellectual disabilities;

The applicant will serve patients with intellectual disabilities. Patients with an IQ under 70 will be evaluated on a case-by-case basis to ensure that the applicant can provide appropriate care for the patient. The applicant will not accept patients for whom it cannot provide optimal care.

f. Free standing psychiatric facility transfer agreements with medical inpatient facilities;

The applicant has a transfer agreement with Jackson-Madison County General Hospital, which is located less than two miles from the applicant's facility.

g. The willingness of the provider to provide inpatient psychiatric services to all populations (including those requiring hospitalization on an involuntary basis, individuals with co-occurring substance use disorders, and patients with comorbid medical conditions); and

The applicant will treat patients with co-occurring chemical dependency, as long as the primary diagnosis is psychiatric. The applicant will treat patients will medical co-morbidities if appropriate. The applicant will not treat patients for whom it cannot provide optimal care. For patients with medical co-morbidities who cannot be appropriately treated at the applicant's facility, the applicant will work closely with Jackson-Madison County General Hospital to ensure that the applicant receives appropriate care.

h. The applicant shall detail how the treatment program and staffing patterns align with the treatment needs of the patients in accordance with the expected length of stay of the patient population.

The applicant's treatment programs and staffing patterns are based on national best practices and guidance from the applicant's medical directors. Average length of stay for pediatric psychiatric patients is approximately 5 days, during which time, the acute crisis has been stabilized. Generally, after such time, a different setting and type of treatment is more appropriate. The unit will be under the medical direction of a psychiatrist. The facility will have licensed, master-level therapists, registered nursing staff, patient care technicians, and a wide variety of support personnel. The unit will have PRN staffing available in the event that a physician determines that a patient needs one-to-one staffing. The applicant has experience in providing acute services and is confident in its ability to align staffing and treatment needs in the most efficient and effective manner.

i. Special consideration shall be given to an inpatient provider that has been specially contracted by the TDMHSAS to provide services to uninsured patients in a region that would have previously been served by a state operated mental health hospital that has closed.

The state mental health hospitals do not serve pediatric patients, so this project will not serve patients who otherwise might have been treated by a state mental health hospital. The applicant will work closely with the TDMHSAS and the Department of Children's Services to ensure that all children who need care receive it. The related

residential treatment center contracts with state agencies to care for children in need.

j. Special consideration shall be given to a service area that does not have a crisis stabilization unit available as an alternative to inpatient psychiatric care.
The service area does not have a pediatric crisis stabilization unit.

4. Planning Horizon

Please address the planning Horizon criterion by using 2016 and 2020 population statistics.
The projected pediatric population of the service area in 2016 is 113,107, which shows a need for 33.9 beds under the guidelines. The projected pediatric population of the service area in 2020 is 126,537, which shows a need for 38 beds under the guidelines. (Note: the demographic data is broken down in categories that include through age 19. There is no way to isolate the data for 17 year olds.)

7. Patient Age Categorization

Applicants shall specify how patient care will be specialized in order to appropriately care for the chosen patient category.
The applicant will serve children and adolescents. The applicant anticipates that the youngest children will be around 5 years old, but, in rare instances, there could be child patients under age 5. Staff and physicians will have appropriate backgrounds and training in pediatric psychiatric care. Training will include development phases and milestones and age appropriate behaviors and care. Treatment programs will be based on national best practices as well as the parent company's experience in providing pediatric inpatient care in other states.

8. Relationship to Existing Applicable Plans

The impact of the proposal on similar services in the community supported by state appropriations shall be assessed and considered; the applicant's proposal as to whether or not the facility takes voluntary and/or involuntary admissions, and whether the facility serves acute and/or long-term patients, shall also be assessed and considered.
There are no similar services in the service area. The applicant will accept both voluntary and involuntary admission. The project will only provide acute care. The applicant will work with patients in need of longer term care to find the most appropriate setting for that patient. The project will not affect any state mental health hospitals because the state mental health hospitals do not treat pediatric patients. The applicant works closely with the Department of Children's Services to take patients who are in state custody. The applicant will participate in TennCare and anticipates that a high percentage of patients will be TennCare patients.

11. Licensure and Quality Considerations

Any existing applicant for this CON service category shall be in compliance with the appropriate rules of the TDH and/or the TDMHSAS. The applicant shall also demonstrate its accreditation status with the Joint Commission, the Commission on

Accreditation of Rehabilitation Facilities (CARF), or other applicable accrediting agency. Such compliance shall provide assurances that applicants are making appropriate accommodations for patients (e.g., for seclusion/restraint of patients who present management problems, and children who need quiet space). Applicants shall also make appropriate accommodations so that patients are separated by gender in regards to sleeping as well as bathing arrangements. Additionally, the applicant shall indicate how it would provide culturally competent services in the service area (e.g., for veterans, the Hispanic population, and LBGT population).
The facility is licensed by the Department of Mental Health and Substance Abuse Services and accredited by the Joint Commission. Children will be appropriately segregated by gender for both sleeping and bathing. Additionally, children will only room with other children who are close in age, within 3 years. The applicant does not use physical restraints for children but has appropriate management techniques including quiet spaces. The parent organization is attuned to the need for culturally competent staff and has a training program in place that addresses culturally competent care. This training will be included in the training for staff at this unit. The organization is also sensitive to the cultural mix of staffing patterns and tries to ensure a variety of race, gender, and beliefs in an attempt mirror the communities in which it provides services. The applicant follows national best practices for providing culturally competent care, including for minority and LGBT patients.

15. Adequate Staffing

An applicant shall document a plan demonstrating the intent and ability to recruit, hire, train, assess competencies of, supervise, and retain the appropriate numbers of qualified personnel to provide the services described in the application and that such personnel are available in the proposed Service Area. Each applicant shall outline planned staffing patterns including the number and type of physicians. Additionally, the applicant shall address what kinds of shifts are intended to be utilized (e.g., 8 hour, 12 hour, or Baylor plan). Each unit is required to be staffed with at least two direct patient care staff, one of which shall be a nurse, at all times. This staffing level is the minimum necessary to provide safe care. The applicant shall state how the proposed staffing plan will lead to quality care of the patient population served by the project.
The applicant shall have a robust training and recruitment plan. The parent company has an established orientation and mentoring/shadowing program in place. This plan helps to ensure the best care delivery is provided to the patients, and it also helps with retention. The organization will be Joint Commission accredited and will continue to adhere to all competency based training as outlined in the standards of elements performance. Competency training will be confirmed via, training with post-test performance, direct observation of the skill by a supervisor, or return demonstration of the skill. The location of the site provides a large staffing pool from which to recruit and hire. Jackson has six local colleges and universities, including: Jackson State Community College, Lambuth University, Lane College, Tennessee Technology Center – Jackson, Union University, and West Tennessee Business College. The hiring process for the organization is in-depth and includes a wide variety of background checks, including, but not limited to, an internal check, child

protective services check, adult protective services check, police background check, and in some cases fingerprint checks. These checks are in place in an effort to ensure that the most thorough research is completed so that only quality staff are hired. The organization is also a drug free workplace and tests its employees randomly.

Due to the small number of beds in the unit, the unit would only have the need for two physicians: a psychiatrist, and a general internist. The applicant would not be opposed to the use of physician extenders should the provider utilize this service delivery plan, and of course there would be back up coverage for each physician. The applicant is well-versed in the assessment of staffing needs. The registered nurses would work 12-hour shifts and the patient care technicians would work 8-hour shifts. The staffing plan would be a minimum of one registered nurse and a minimum ratio of 1:5 patient care technicians. The applicant would give consideration to the following: age, gender, acuity of the assessed patient needs, possible size, as well as diagnosis. Should the needs of the unit require additional staff the registered nurse would be in close communication with the Director and staffing patterns would be adjusted as needed.

3. **Section B, Need Item 4.A**

The population tables of the proposed project are noted. The applicant's population tables will need to reflect CY 2016 and PY 2020 as prescribed in the most recent Psychiatric Inpatient Services-Service Specific Criteria. Please verify the population tables are current year (CY) 2016 and Projected Year (PY) 2020. If not, please revise the population tables on pages 17-19 and provide replacement pages.
Revised pages 17-19, reflecting current year 2016 and projected year 2020, rather than projected year 2018, are attached.

4. **Section C, Need, Item 6**

It is noted the following tables for Year One and Year Two were completed. However, the tables below do not match the Projected Utilization of County residents in Year One and Year Two for Section Need Item 3 on page 7 of the supplemental response. Please clarify.
Please see the following revised County Origin Chart (Section Need Item 3 on page 7 of the first supplemental response). The applicant inadvertently included projected utilization from counties outside the service area in the response to the first supplemental questions. That information should not have been included because those potential patients are not included in the applicant's financial projections.

Service Area Counties	Projected Utilization-Patient Days
Madison	649
Benton	79
Carroll	155
Chester	101
Crockett	93
Dyer	241
Gibson	321

Hardeman	137
Hardin	137
Haywood	111
Henderson	179
Henry	177
Lake	31
McNairy	153
Obion	174
Weakley	182
Total	**2920**

5. **Section C. Economic Feasibility Item 2 Funding**

   The funding letter from REP Perimeter Holdings, LLC verifying the applicant has sufficient cash of $1,335,250 to fund the project is noted. However, please provide the most recent audited financial documentation of REP Perimeter Holdings, LLC.
   REP Perimeter Holdings, LLC, is a new entity and does not have audited financial statements yet. The current income statement for REP Perimeter Holdings, LLC, is attached.

6. **Section C. Economic Feasibility Item 3 and 4 (Historical and Projected Data Chart)**

   Revised pages 28-29 could not be found. Please provide.
   The applicant inadvertently omitted the revised pages from the previous supplemental response. The revised pages 28-29 are attached.

7. **Section C, Economic Feasibility, Item 5.A. and 5.C.**

   The table identifying the project's average gross charge, average deduction from operating revenue, and average net charge is noted. However, deduction from revenue and average net charge for Year One and Year Two appears to be incorrectly calculated. Please use the total amount (including outpatient) in your calculations. If needed, please revise.

   If necessary, please revise the table on page 10 of the supplemental response that compares the applicant's charges to Compass in Year One.
   The revised table is below.

	Compass Year One	Applicant Year One
Gross Charge *(Gross Operating Revenue/Utilization Data)*	$1,824	$1,000
Deduction from Revenue *(Total Deductions/Utilization Data)*	$1,183	$485
Average Net Charge *(Net Operating Revenue/Utilization Data)*	$641	$515

SUPPLEMENTAL #2
October 31, 2016
10:57 am

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Davidson

NAME OF FACILITY: Woodridge of West Tennessee, LLC

I, Cecelia Hunt, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.

Cecelia Hunt VP Operations
Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 31st day of October, 2016, witness my hand at office in the County of Davidson, State of Tennessee.

Cledia Ann Eby
NOTARY PUBLIC

My commission expires July 3, 2017.

CLEDIA ANN EBY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

HF-0043

Revised 7/02

SUPPLEMENTAL #2

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Revised pages 17-19

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Demographic Variable/ Geographic Area	Department of Health/Health Statistics						
	Total Population- Current Year[1]	Total Population- Projected Year	Total Population-% Change	*Target Population- Current Year	*Target Population- Project Year	*Target Population- % Change	Target Population Projected Year as % of Total
Madison County	103,234	106,352	3%	24,762	28,373	14.6%	26.7%
Benton County	16,672	16,741	0.4%	3,098	3,364	8.6%	20%
Carroll County	28,380	28,207	-0.6%	6,107	6,711	9.9%	23.8%
Chester County	18,260	18,978	3.9%	3,959	4,542	14.7%	23.9%
Crockett County	14,884	15,080	1.3%	3,567	3,966	11.2%	26.3%
Dyer County	39,306	39,872	1.4%	9,295	10,417	12%	26%
Gibson County	51,394	52,438	2%	12,355	13,954	12.9%	26.6%
Hardeman County	27,283	27,278	-0.02%	5,383	5,797	7.7%	21.3%
Hardin County	26,557	26,783	0.85%	5,353	5,862	9.5%	21.9%
Haywood County	18,410	18,128	-1.5%	4,386	4,703	7.2%	25.9%
Henderson County	29,349	30,298	3.23%	6,825	7,713	13%	25%
Henry County	33,439	34,055	1.8%	6,896	7,612	10.4%	22.4%
Lake County	8,299	8,579	3.4%	1,250	1,361	8.9%	15.9%
McNairy County	27,179	27,760	2.1%	5,986	6,640	10.9%	23.9%
Obion County	31,692	31,559	0%	6,842	7,452	8.9%	23.6%
Weakley County	36,066	36,360	0.8%	7,043	8,070	14.6%	22.2%
Service Area Total	510,944	518,468	1.5%	113,107	126,537	11.9%	24.4%
State of TN Total	6,812,005	7,108,031	4.3%	1,570,687	1,805,491	14.9%	25.4%

[1] 2015

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Demographic Variable/ Geographic Area	Bureau of the Census[2]				TennCare	
	Median Age	Median Household Income	Person Below Poverty Level	Person Below Poverty Level as % of Total	TennCare Enrollees[3]	TennCare Enrollees as % of Total
Madison County	37.3	$42,069	19,046	20.1%	26,223	25.4
Benton County	45.9	$34,087	3,521	21.8%	4,442	26.6
Carroll County	42.8	$36,168	5,346	19.4%	8,203	28.9
Chester County	36.6	$41,028	3,229	20%	4,121	22.6
Crockett County	39.9	$37,298	2,549	17.9%	4,212	28.3
Dyer County	40.4	$41,426	5,988	16%	11,367	28.9
Gibson County	39.9	$37,460	9,393	19.3%	13,959	27.2
Hardeman County	40.3	$30,260	5,985	25.9%	7,531	27.6
Hardin County	43.9	$34,084	5,673	22.2%	7,668	28.9
Haywood County	39.7	$33,922	4,297	23.7%	14,550	33
Henderson County	40.5	$38,696	5,702	20.7%	6,071	25.6
Henry County	44.8	$38,694	6,260	19.8%	7,528	25.4
Lake County	39.1	$29,214	1,495	29.7%	2,339	28.2
McNairy County	42.1	$32,214	5,845	22.7%	8,176	29.5
Obion County	41.8	$40,327	5,903	19.1%	8,590	27.7
Weakley County	36.8	$35,845	6,900	21.5%	7,811	21.7
Service Area Total	40.3	$36,733	97,132	19%	142,791	28%
State of TN Total	38.3	$44,621	1,121,344	17.8%	1,553,725	22.8

[2] 2014 American Community Survey
[3] As of August 2016

SUPPLEMENTAL #2

October 31, 2016
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Income Statement for REP Perimeter Holdings

SUPPLEMENTAL #2

October 31, 2016
10:57 am

REP Perimeter Holdings Consolidated
SUMMARY OPERATING INDICATORS
September 2016

CURRENT MONTH ACTUAL	CURRENT MONTH BUDGET	CURRENT MONTH VARIANCE		YEAR-TO-DATE ACTUAL	YEAR-TO-DATE BUDGET	YEAR-TO-DATE VARIANCE
			UTILIZATION INDICATORS			
290	285	5	BEDS IN SERVICE	289	285	4
84.1%	85.6%	-1.5%	PERCENT OCCUPANCY	83.1%	85.0%	-1.9%
7,318	7,320	(2)	INPATIENT DAYS	65,722	66,381	(659)
243.9	244.0	(0.1)	AVERAGE DAILY CENSUS	239.9	242.3	(2.4)
107	137	(30)	NUMBER OF ADMISSIONS	832	1,108	(276)
64.2	53.5	10.7	ALOS (DISCHARGE BASIS)	79.4	59.9	19.5
82	137	(55)	NUMBER OF DISCHARGES	804	1,108	(304)
5,266	7,320	(2,054)	NUMBER OF DISCHARGE DAYS	63,838	66,381	(2,543)
			SUMMARY OF PROFIT & LOSS			
2,756,326	2,758,590	(2,264)	NET REVENUE	25,147,954	24,415,291	732,663
2,281,752	2,296,439	(14,687)	OPERATING EXPENSES	21,214,726	20,927,151	287,575
474,574	462,151	12,423	EBITDA	3,933,228	3,488,139	445,089
376,974	360,621	16,353	EBIT	3,045,778	2,596,142	449,636
284,586	350,307	(65,721)	NET INCOME	2,723,373	2,492,366	231,007
			PATIENT DAY STATISTICS			
$377	$377	($0)	NET REVENUE	$383	$368	$15
$312	$314	($2)	OPERATING EXPENSES	$323	$315	$8
$65	$63	$2	EBITDA	$60	$53	$7
$39	$48	($9)	NET INCOME	$41	$38	$4
			PROFITABILITY RATIOS			
17.2%	16.8%	0.4%	EBITDA MARGIN	15.6%	14.3%	1.3%
10.3%	12.7%	-2.4%	NET INCOME MARGIN	10.8%	10.2%	0.6%
			CREDIT AND COLLECTIONS			
35.6	40.0	(4.4)	NET DAYS IN ACCOUNTS RECEIVABLE			
2,452,153	2,778,951	(326,798)	PATIENT COLLECTIONS TO GOAL/NR	24,099,226	24,677,729	(578,503)
88.2%			PATIENT COLLECTIONS % GOAL/NR	97.7%		
1.0%	0.5%	0.6%	PERCENT BAD DEBT (NET REVENUE)	0.1%	0.4%	-0.3%
			LABOR COST MANAGEMENT			
502.6	460.9	41.7	PAID FTE'S	467.5	460.4	7.1
450.7	427.1	23.6	WORKED FTE'S	422.0	426.5	(4.5)
2.06	1.89	0.17	EPOB - PAID	1.95	1.90	0.05
1.85	1.75	0.10	EPOB - WORKED	1.76	1.76	(0.00)
$16.64	$17.59	($0.95)	HOURLY RATE	$16.93	$17.06	($0.13)
4.8%	3.5%	1.3%	OVERTIME HOURS AS % OF WORKED	6.2%	3.5%	2.7%
53.0%	49.8%	3.1%	PAYROLL AS A % OF NET REVENUE	49.9%	51.1%	-1.2%
			INCLUDES T&C			
502.6	491.3	11.3	PAID FTE'S	493.5	490.8	2.7
450.7	455.2	(4.5)	WORKED FTE'S	445.9	454.6	(8.7)
2.06	2.01	0.05	EPOB - PAID	2.06	2.03	0.03
1.85	1.87	(0.02)	EPOB - WORKED	1.86	1.88	(0.02)
$17.48	$17.36	$0.12	HOURLY RATE	$16.79	$16.83	($0.04)
5.5%	3.5%	2.0%	OVERTIME HOURS AS % OF WORKED	6.4%	3.5%	2.9%
53.7%	54.8%	-1.1%	PAYROLL AS A % OF NET REVENUE	52.3%	53.8%	-1.5%

SUPPLEMENTAL #2

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REP Perimeter Holdings Consolidated
SUMMARY OPERATING INDICATORS
September 2016

CURRENT MONTH ACTUAL	CURRENT MONTH PRIOR YEAR	CURRENT MONTH VARIANCE		YEAR-TO-DATE ACTUAL	YEAR-TO-DATE PRIOR YEAR	YEAR-TO-DATE VARIANCE
			UTILIZATION INDICATORS			
290	285	5	BEDS IN SERVICE	289	262	26
84.1%	81.5%	2.6%	PERCENT OCCUPANCY	83.1%	93.8%	-10.7%
7,318	6,972	346	INPATIENT DAYS	65,722	60,070	5,652
243.9	232.4	11.5	AVERAGE DAILY CENSUS	239.9	220.0	19.8
107	102	5	NUMBER OF ADMISSIONS	832	547	285
64.2	66.6	(2.4)	ALOS (DISCHARGE BASIS)	770	646	123.2
82	92	(10)	NUMBER OF DISCHARGES	804	519	285
5,266	6,131	(865)	NUMBER OF DISCHARGE DAYS	63,838	57,607	6,231
			SUMMARY OF PROFIT & LOSS			
2,756,326	2,356,340	399,986	NET REVENUE	25,147,954	18,526,321	6,621,633
2,281,752	2,513,300	(231,548)	OPERATING EXPENSES	21,214,726	18,490,367	2,724,359
474,574	(156,960)	631,534	EBITDA	3,933,228	35,954	3,897,274
376,974	(252,701)	629,675	EBIT	3,045,778	(756,758)	3,802,536
284,586	(271,326)	555,912	NET INCOME	2,723,373	(926,963)	3,650,336
			PATIENT DAY STATISTICS			
$377	$338	$39	NET REVENUE	$383	$308	$74
$312	$360	($49)	OPERATING EXPENSES	$323	$308	$15
$65	($23)	$87	EBITDA	$60	$1	$59
$39	($39)	$78	NET INCOME	$41	($15)	$57
			PROFITABILITY RATIOS			
17.2%	-6.7%	23.9%	EBITDA MARGIN	15.6%	0.2%	15.4%
10.3%	-11.5%	21.8%	NET INCOME MARGIN	10.8%	-5.0%	15.8%
			CREDIT AND COLLECTIONS			
35.6	30.6	4.9	NET DAYS IN ACCOUNTS RECEIVABLE			
2,452,153	1,729,774	722,379	PATIENT COLLECTIONS TO PAT COLI	20,315,999	18,035,413	2,280,586
141.8%			PATIENT COLLECTIONS % PAT COLL	112.6%		
1.0%	-0.1%	1.1%	PERCENT BAD DEBT (NET REVENUE)	0.1%	0.4%	-0.3%
			LABOR COST MANAGEMENT			
502.6	444.6	58.0	PAID FTE'S	467.5	403.9	63.5
450.7	400.7	50.0	WORKED FTE'S	422.0	366.3	55.7
2.06	1.91	0.15	EPOB - PAID	1.95	1.84	0.11
1.85	1.72	0.12	EPOB - WORKED	1.76	1.66	0.09
$16.64	$15.28	$1.35	HOURLY RATE	$16.93	$16.64	$0.29
4.8%	6.6%	-1.8%	OVERTIME HOURS AS % OF WORKED	6.2%	6.9%	-0.7%
53.0%	56.4%	-3.4%	PAYROLL AS A % OF NET REVENUE	49.9%	57.8%	-7.9%
			INCLUDES T&C			
502.6	469.5	33.1	PAID FTE'S	493.5	431.3	62.2
450.7	423.8	26.9	WORKED FTE'S	445.9	391.6	54.2
2.06	2.02	0.04	EPOB - PAID	2.06	1.96	0.10
1.85	1.82	0.02	EPOB - WORKED	1.86	1.78	0.08
$17.48	$14.95	$2.52	HOURLY RATE	$16.79	$16.38	$0.42
5.5%	6.8%	-1.3%	OVERTIME HOURS AS % OF WORKED	6.4%	6.9%	-0.4%
53.7%	56.4%	-2.6%	PAYROLL AS A % OF NET REVENUE	52.3%	518.0%	-465.7%

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Revised pages 28-29

SUPPLEMENTAL #2

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☐ Total Facility
■ Project Only

PROJECTED DATA CHART

Give information for the two (2) years following the completion of this proposal. The fiscal year begins in January.

	Year 1	Year 2
A. Utilization Data (patient days)	2,920	4,380
B. Revenue from Services to Patients		
1. Inpatient Services	$2,920,000	$4,380,000
2. Outpatient Services		
3. Emergency Services		
4. Other Operating Revenue (Specify)_____		
Gross Operating Revenue	$2,920,000	$4,380,000
C Deductions from Gross Operating Revenue		
1. Contractual Adjustments	$1,357,800	$2,080,500
2. Provision for Charity Care		
3. Provisions for Bad Debt	$58,400	$87,600
Total Deductions	$1,416,200	$2,168,100
NET OPERATING REVENUE	$1,503,800	$2,211,900
D. Operating Expenses		
1. Salaries and Wages		
a. Direct Patient Care	$675,329	$890,822
b. Non-Patient Care	$139,263	$170,939
2. Physician's Salaries and Wages	$176,944	$265,414
3. Supplies	$85,410	$128,115
4. Rent		
a. Paid to Affiliates		
b. Paid to Non-Affiliates		
5. Management Fees:		
a. Paid to Affiliates		
b. Paid to Non-Affiliates		
6. Other Operating Expenses	$259,485	$323,354
Total Operating Expenses	$1,336,431	$1,778,644
E. **Earnings Before Interest, Taxes and Depreciation**	$167,368	$433,256
F. Non-Operating Expenses		
1. Taxes	$_____	$_____
2. Depreciation	$53,333	$53,333
3. Interest		
4. Other Non-Operating Expenses		
Total Non-Operating Expenses	$53,333	$53,333
NET INCOME (LOSS)	$114,035	$379,923

Chart Continues Onto Next Page

SUPPLEMENTAL #2

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NET INCOME (LOSS)	$114,035	$379,923
G. Other Deductions		
1. Estimated Annual Principal Debt Repayment	$_____	$_____
2. Annual Capital Expenditure	$1,335,250	$50,000
Total Other Deductions	$1,335,250	$50,000
NET BALANCE	$(1,221,215)	$329,923
DEPRECIATION	$53,333	$53,333
FREE CASH FLOW (Net Balance + Depreciation)	$(1,167,882)	$383,256

☐ Total Facility
■ Project Only

PROJECTED DATA CHART-OTHER EXPENSES

OTHER EXPENSES CATEGORIES	Year 1	Year 2
1. Employee Benefits	$142,918	$172,352
2. Advertising and Marketing	$9,000	$12,000
3. Purchased Services (legal, accounting, etc.)	$40,484	$57,726
4. Recruiting and Relocation	$3,000	$3,600
5. Travel	$8,000	$10,000
6. Repairs and Maintenance	$5,840	$8,760
7. Utilities	$38,000	$42,000
8. Insurance	$5,320	$6,780
9. Property Taxes	$500	$500
10. Other (postage, office supplies, etc.)	$6,423	$9,636
Total Other Expenses	**$259,485**	**$323,354**

Supplemental #3
-Original-

Woodridge of West TN, LLC

CN1610-037

BONE
MCALLESTER
NORTON PLLC

SUPPLEMENTAL #3
November 7, 2016
1:43 pm

Sarah L. Tally
(615) 238-6321 Phone
(615) 687-8332 Fax
stally@bonelaw.com

November 7, 2016

Phillip M. Earhart
Health Services and Development Agency
Andrew Jackson Building, Ninth Floor
502 Deaderick Street
Nashville, TN 37243

RE: Certificate of Need Application CN1610-037
Woodridge of West Tennessee, LLC

Dear Mr. Earhart:

Woodridge of West Tennessee's responses to your third supplemental questions are below. Please do not hesitate to contact me or Ms. Hunt if you have additional questions.

Sincerely,

Sarah Lodge Tally

Nashville City Center, Suite 1600 - 511 Union Street - Nashville, Tennessee 37219
615.238.6300 (Phone) - 615.238.6301 (Fax)

Section B, Need, Item l.a. (Psychiatric Inpatient Services-Service Specific Criteria-)

It is noted the applicant addressed the revised Psychiatric Inpatient Services Standards and Criteria that were recently approved. However, please address the following and provide a response under each question.

1. **Determination of Need**

Please complete the following table to determine psychiatric bed need (1). Please refer to Department of Health excel population tables for 0-12 and 0-17 to complete the following.

	Population 2020		Gross Need Pop. X (30 beds/100,000)		Current licensed beds		Net Need	
	Child 0-12	Adolescent 13-17	Child 0-12	Adolescent 13-17	Child 0-12	Adolescent 13-17	Child 0-12	Adolescent 13-17
Proposed Service Area	77,802	34,284	23.3	10.3	0	0	23.3	10.3

The guideline for inpatient psychiatric beds is 30 beds per 100,000 general population. The applicant proposes serving pediatric patients. There are no pediatric inpatient beds in the proposed service area. The nearest inpatient pediatric psychiatric beds are in Memphis and Nashville. The 2020 projected population of ages 0-12 in the service area is 77,802, which means there is a need for 23.3 beds for that portion of the population. The 2020 projected population of ages 13-17 in the service area is 34,284, which means there is a need for 10.3 beds for that portion of the population. When the need is calculated for the projected 2020 combined total of 112,086, there is a need for a total of 33.6 beds. The 2016 projected population of ages 0-12 is 78,410, which means there is a need for 23.5 beds in the service area for that portion of the population. The 2016 projected population of ages 13-17 is 34,694, which means there is a need for 10.4 beds in the service area for that portion of the population. The total need based on 2016 population projections is 33.9.

4. **Planning Horizon**

Please address the planning Horizon criterion by using revised projected year 2020 target 0-17 age category population statistics.
The projected pediatric population of the service area in 2016 is 113,104, which shows a need for 33.9 beds under the guidelines. The projected pediatric population of the service area in 2020 is 112,086, which shows a need for 33.6 beds under the guidelines. The applicant is seeking approval for 16 beds.

2. **Section B, Need Item 4.A**

The revised population tables of the proposed project are noted. However, the current service area population of 510,944 appears to be incorrect. Also, please revise the projected year 2020 target 0-17 age category for the proposed service area counties and total. Please revise and provide replacement pages 17-19.
The revised pages 17-19 are attached.

What is the proposed service area 0-12 population for CY2016 and PY2020? What is the percentage change in 0-12 population from 2016 to 2020 for the proposed service area?

CY2016	PY2020	Percentage Change
78,410	77,802	-0.1%

What is the proposed service area 13-17 population for CY2016 and PY2020? What is the percentage change in 13-17 population from 2016 to 2020 for the proposed service area?

CY2016	PY2020	Percentage Change
34,694	34,284	-1.2%

3. **Section C. Economic Feasibility Item 2 Funding**
The unaudited Income Statement for REP Perimeter Holdings, LLC is noted. However, please provide the most recent financial balance sheet for REP Perimeter Holdings, LLC that will verify the applicant has sufficient cash to fund the project.
REP PH II, L.P., is the majority member of REP Perimeter Holdings, LLC, holding over 90% of the membership interests. REP PH II, L.P. is 100% owned by a private equity fund, Ridgemont Equity Management II, L.P. For reference, the ownership information from the first supplemental filing is below.

REP Perimeter Holdings, LLC, will not keep the cash on its books to fund this project, rather funds will be provided as needed by the majority member and Ridgemont Equity Management, II, L.P. Ridgemont Equity Management, II, L.P. is a privately held equity fund and, as such, does not make its financial statements public; however, it is regulated by the Securities and Exchange Commission. The Form ADV filing of Ridgemont Equity Management, II, L.P., showing the assets under management, is attached.[1]

1. REP Perimeter Holdings, LLC

REP PH II, L.P.	90.92%
Ridgemont Equity Partners Affiliates II-B, L.P.	0.83%
H. Neil Campbell	5.12%
Campbell Family 2011 Gift Trust Dtd 10/3/11	2.12%
Mike White	0.52%
Rod Laughlin	0.40%
Bill Mohon	0.10%

2. REP WR Holdings, LLC – *100% owned by REP Perimeter Holdings, LLC*
3. Woodridge Behavioral Care, LLC – *100% owned by REP WR Holdings, LLC*
4. Woodridge of Tennessee, LLC – *100% owned by Woodridge Behavioral Care, LLC*
5. Woodridge of West Tennessee, LLC – *100% owned by Woodridge of Tennessee, LLC*

[1] The Agency will note that the name on the filing is Ridgemont Partners Management, LLC. That entity is the management entity for the fund and handles all administrative matters (payroll, HR, etc.) for the fund, including filings with the SEC. Ridgemont Equity Management II, L.P., is shown on page 19 as the "legal related person."

SUPPLEMENTAL #3
November 7, 2016
1:43 pm

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Davidson

NAME OF FACILITY: Woodridge of West Tennessee

I, Cecelia Hunt, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.

Cecelia Hunt VP Operations
Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 31st day of October, 2016, witness my hand at office in the County of Davidson, State of Tennessee.

Cledia Ann Eby
NOTARY PUBLIC

My commission expires July 3, 2017.

CLEDIA ANN EBY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

HF-0043

Revised 7/02

4. A. 1) Describe the demographics of the population to be served by the proposal.

This project will serve children and adolescents who need inpatient psychiatric care. The population of the service area is poorer and more rural than much of Tennessee. The proposed project will bring services closer to patients who need them and who currently travel to Memphis or Nashville for treatment.

2) Using current and projected population data from the Department of Health, the most recent enrollee data from the Bureau of TennCare, and demographic information from the US Census Bureau, complete the following table and include data for each county in your proposed service area.

Projected Population Data: http://www.tn.gov/health/article/statistics-population

TennCare Enrollment Data: http://www.tn.gov/tenncare/topic/enrollment-data

Census Bureau Fact Finder:
http://factfinder.census.gov/faces/nav/jsf/pages/index.xhtml

Demographic Variable/ Geographic Area	Department of Health/Health Statistics						
	Total Population-Current Year[1]	Total Population-Projected Year	Total Population-% Change	*Target Population-Current Year	*Target Population-Project Year	*Target Population-% Change	Target Population Projected Year as % of Total
Madison County	103,234	106,352	3%	24,762	25,201	1.8%	23.7%
Benton County	16,672	16,741	0.4%	3,098	2,977	-3.9%	17.8%
Carroll County	28,380	28,207	-0.6%	6,107	5,927	-2.9%	21%
Chester County	18,260	18,978	3.9%	3,959	3,880	-2%	20.4%
Crockett County	14,884	15,080	1.3%	3,564	3,554	-0.3%	23.6%
Dyer County	39,306	39,872	1.4%	9,295	9,309	0.2%	23.3%
Gibson County	51,394	52,438	2%	12,355	12,397	0.3%	23.6%
Hardeman County	27,283	27,278	-0.02%	5,383	5,193	-4.5%	18.9%
Hardin County	26,557	26,783	0.85%	5,353	5,204	-2.8%	19.4%
Haywood County	18,410	18,128	-1.5%	4,386	4,178	-4.7%	23%
Henderson County	29,349	30,298	3.23%	6,825	6,898	1.1%	22.8%

[1] 2015

Henry County	33,439	34,055	1.8%	6,896	6,777	-1.7%	19.9%
Lake County	8,299	8,579	3.4%	1,250	1,187	-5%	13.8%
McNairy County	27,179	27,760	2.1%	5,986	5,860	-2.1%	21.1%
Obion County	31,692	31,559	0%	6,842	6,619	-3.3%	21%
Weakley County	36,066	36,360	0.8%	7,043	6,975	-1%	19.2%
Service Area Total	510,944	518,468	1.5%	113,107	112,086	-0.01	21.6%
State of TN Total	6,812,005	7,108,031	4.3%	1,570,687	1,805,491	14.9%	25.4%

Demographic Variable/ Geographic Area	Bureau of the Census[2]				TennCare	
	Median Age	Median Household Income	Person Below Poverty Level	Person Below Poverty Level as % of Total	TennCare Enrollees[3]	TennCare Enrollees as % of Total
Madison County	37.3	$42,069	19,046	20.1%	26,223	25.4
Benton County	45.9	$34,087	3,521	21.8%	4,442	26.6
Carroll County	42.8	$36,168	5,346	19.4%	8,203	28.9
Chester County	36.6	$41,028	3,229	20%	4,121	22.6
Crockett County	39.9	$37,298	2,549	17.9%	4,212	28.3
Dyer County	40.4	$41,426	5,988	16%	11,367	28.9
Gibson County	39.9	$37,460	9,393	19.3%	13,959	27.2
Hardeman County	40.3	$30,260	5,985	25.9%	7,531	27.6
Hardin County	43.9	$34,084	5,673	22.2%	7,668	28.9
Haywood County	39.7	$33,922	4,297	23.7%	14,550	33
Henderson County	40.5	$38,696	5,702	20.7%	6,071	25.6
Henry County	44.8	$38,694	6,260	19.8%	7,528	25.4
Lake County	39.1	$29,214	1,495	29.7%	2,339	28.2

[2] 2014 American Community Survey
[3] As of August 2016

McNairy County	42.1	$32,214	5,845	22.7%	8,176	29.5
Obion County	41.8	$40,327	5,903	19.1%	8,590	27.7
Weakley County	36.8	$35,845	6,900	21.5%	7,811	21.7
Service Area Total	40.3	$36,733	97,132	19%	142,791	28%
State of TN Total	38.3	$44,621	1,121,344	17.8%	1,553,725	22.8

** Target Population is population that project will primarily serve. For example, nursing home, home health agency, hospice agency projects typically primarily serve the Age 65+ population; projects for child and adolescent psychiatric services will serve the Population Ages 0-19. Projected Year is defined in select service-specific criteria and standards. If Projected Year is not defined, default should be four years from current year, e.g., if Current Year is 2016, then default Projected Year is 2020.*

A. Describe the special needs of the service area population, including health disparities, the accessibility to consumers, particularly the elderly, women, racial and ethnic minorities, and low-income groups. Document how the business plans of the facility will take into consideration the special needs of the service area population.

The project will serve children and adolescents from a service area that is poorer than the state average. Parents cannot afford to travel frequently to and from Memphis or Nashville for family therapy or to visit their children. Adding inpatient pediatric psychiatric services in Madison County will help alleviate this financial burden on families who are already dealing with a difficult situation. Additionally, the service area has a higher percentage of minority residents than the state average, averaging 38.2% minority residents in the service area versus 21.3% for the state as a whole.

5. Describe the existing and approved but unimplemented services of similar healthcare providers in the service area. Include utilization and/or occupancy trends for each of the most recent three years of data available for this type of project. List each provider and its utilization and/or occupancy individually. Inpatient bed projects must include the following data: Admissions or discharges, patient days, average length of stay, and occupancy. Other projects should use the most appropriate measures, e.g., cases, procedures, visits, admissions, etc. This doesn't apply to projects that are solely relocating a service.

N/A. There are no pediatric acute providers in the service area. Compass Intervention Center recently filed an application for a pediatric psychiatric hospital in Shelby County (outside of the applicant's service area).

Provide applicable utilization and/or occupancy statistics for your institution for each of the past three years and the projected annual utilization for each of the two years following completion of the project. Additionally, provide the details regarding the methodology used to project utilization. The methodology **must include** detailed

SUPPLEMENTAL #3

November 7, 2016
1:43 pm

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: RIDGEMONT PARTNERS MANAGEMENT, LLC **CRD Number: 157421**
Annual Amendment - All Sections **Rev. 10/2012**
3/28/2016 11:31:25 AM

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
RIDGEMONT PARTNERS MANAGEMENT, LLC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:
RIDGEMONT PARTNERS MANAGEMENT, LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
☐ your legal name or ☐ your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-73313**
(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

E. If you have a number ("*CRD* Number") assigned by the *FINRA's CRD* system or by the IARD system, your *CRD* number: **157421**

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. *Principal Office and Place of Business*
(1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
150 NORTH COLLEGE STREET		SUITE 2500	
City:	State:	Country:	ZIP+4/Postal Code:
CHARLOTTE	North Carolina	United States	28202-2398

If this address is a private residence, check this box: ☐

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your *principal office and place of business:*
◉ Monday - Friday ○ Other:
Normal business hours at this location:
8:30 AM - 5:00 PM
(3) Telephone number at this location:
704-944-0914
(4) Facsimile number at this location:
704-944-0973

G. Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

H. If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

	Yes	No
I. Do you have one or more websites?	◉	○

If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

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J. Provide the name and contact information of your Chief Compliance Officer: If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name: MR. EDWARD A. BALOGH, JR.		Other titles, if any: COO, CFO	
Telephone number: 704/944-0966		Facsimile number: 704/944-0973	
Number and Street 1: 150 NORTH COLLEGE STREET		Number and Street 2: SUITE 2500	
City: CHARLOTTE	State: North Carolina	Country: United States	ZIP+4/Postal Code: 28202

Electronic mail (e-mail) address, if Chief Compliance Officer has one:
EBALOGH@RIDGEMONTEP.COM

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name: J. TRAVIS HAIN		Titles: MEMBER	
Telephone number: 704/944-0915		Facsimile number: 704/944-0973	
Number and Street 1: 150 NORTH COLLEGE STREET		Number and Street 2: SUITE 2500	
City: CHARLOTTE	State: North Carolina	Country: United States	ZIP+4/Postal Code: 28202

Electronic mail (e-mail) address, if contact person has one:
THAIN@RIDGEMONTEP.COM

	Yes	No
L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?	◉	○

If "yes," complete Section 1.L. of Schedule D.

	Yes	No
M. Are you registered with a *foreign financial regulatory authority*?	○	◉

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

	Yes	No
N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?	○	◉

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

	Yes	No
O. Did you have $1 billion or more in assets on the last day of your most recent fiscal year?	○	◉

P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: RIDGEMONT EQUITY PARTNERS

Jurisdictions

☑ AL	☑ ID	☑ MO	☑ PA
☑ AK	☑ IL	☑ MT	☑ PR
☑ AZ	☑ IN	☑ NE	☑ RI
☑ AR	☑ IA	☑ NV	☑ SC
☑ CA	☑ KS	☑ NH	☑ SD
☑ CO	☑ KY	☑ NJ	☑ TN
☑ CT	☑ LA	☑ NM	☑ TX
☑ DE	☑ ME	☑ NY	☑ UT
☑ DC	☑ MD	☑ NC	☑ VT
☑ FL	☑ MA	☑ ND	☑ VI
☑ GA	☑ MI	☑ OH	☑ VA
☑ GU	☑ MN	☑ OK	☑ WA
☑ HI	☑ MS	☑ OR	☑ WV

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☑ WI
☑ Other: THE REGISTRANT USES THE BUSINESS NAME "RIDGEMONT EQUITY PARTNERS" ACROSS ALL JURISDICTIONS

SECTION 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of *employees*).

Number and Street 1:		Number and Street 2:	
3811 TURTLE CREEK BLVD.		SUITE 2125	
City:	State:	Country:	ZIP+4/Postal Code:
DALLAS	Texas	United States	75219

If this address is a private residence, check this box: ☐

Telephone Number:	Facsimile Number:
(214) 780-0560	(214) 780-0531

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: HTTP://RIDGEMONTPE.COM

Website Address: HTTP://RIDGEMONTPE.NET

Website Address: HTTP://WWW.RIDGEMONTEP.COM

Website Address: HTTP://RIDGEMONTEQUITY.COM

Website Address: HTTP://RIDGEMONTEQUITY.NET

Website Address: HTTP://RIDGEMONTEQUITYPARTNERS.COM

Website Address: HTTP://RIDGEMONTEQUITYPARTNERS.NET

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept:
BANK OF AMERICA, ATTN: BRIDGET FERGUS

Number and Street 1:		Number and Street 2:	
135 S. LA SALLE STREET		IL4-135-17-41	
City:	State:	Country:	ZIP+4/Postal Code:
CHICAGO	Illinois	United States	60603

If this address is a private residence, check this box: ☐

Telephone Number:	Facsimile number:
(312) 828 - 5412	

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This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location:
IN ACCORDANCE WITH A MANAGEMENT AGREEMENT, THE GAAP ACCOUNTING RECORDS FOR CERTAIN FUNDS MANAGED BY RIDGEMONT ARE MAINTAINED BY ITS LIMITED PARTNER.

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

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Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

☑ (1) are a **large advisory firm** that either:

(a) has regulatory assets under management of $100 million (in U.S. dollars) or more, or

(b) has regulatory assets under management of $90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;

☐ (2) are a **mid-sized advisory firm** that has regulatory assets under management of $25 million (in U.S. dollars) or more but less than $100 million (in U.S. dollars) and you are either:

(a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or

(b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;

*Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.*

☐ (3) have your *principal office and place of business* **in Wyoming** (which does not regulate advisers);

☐ (4) have your *principal office and place of business* **outside the United States**;

☐ (5) are **an investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;

☐ (6) are **an investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least $25 million of regulatory assets under management;

☐ (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least $200,000,000 that qualifies for the exemption in rule 203A-2(a);

☐ (8) are a **related adviser** under rule 203A-2(b) that *controls*, is *controlled* by, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

If you check this box, complete Section 2.A.(8) of Schedule D.

☐ (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

☐ (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

☐ (11) are an **Internet adviser** relying on rule 203A-2(e);

☐ (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

☐ (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings* and State Reporting by *Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

☐ AL	☐ ID	☐ MO	☐ PA
☐ AK	☐ IL	☐ MT	☐ PR
☐ AZ	☐ IN	☐ NE	☐ RI
☐ AR	☐ IA	☐ NV	☐ SC
☐ CA	☐ KS	☐ NH	☐ SD
☐ CO	☐ KY	☐ NJ	☐ TN
☐ CT	☐ LA	☐ NM	☐ TX
☐ DE	☐ ME	☐ NY	☐ UT
☐ DC	☐ MD	☑ NC	☐ VT
☐ FL	☐ MA	☐ ND	☐ VI
☐ GA	☐ MI	☐ OH	☐ VA
☐ GU	☐ MN	☐ OK	☐ WA
☐ HI	☐ MS	☐ OR	☐ WV
			☐ WI

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If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser
801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- ☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- ☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- ☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(12) SEC Exemptive *Order*

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:
803-

Date of *order*:

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Item 3 Form of Organization

A. How are you organized?

- ○ Corporation
- ○ Sole Proprietorship
- ○ Limited Liability Partnership (LLP)
- ○ Partnership
- ◉ Limited Liability Company (LLC)
- ○ Limited Partnership (LP)
- ○ Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?
DECEMBER

C. Under the laws of what state or country are you organized?

State	Country
Delaware	United States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

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Item 4 Successions

	Yes	No
A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?	○	●

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

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Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.
27

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?
27

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
0

(3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
0

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?
0

(5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?
0

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?
0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

0 | 1-10 | 11-25
26-100 | More than 100
If more than 100, how many?
(round to the nearest 100)

(2) Approximately what percentage of your *clients* are non-*United States persons*?
0%

D. *For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).*

(1) What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than *high net worth individuals*)							
(b) *High net worth individuals*							
(c) Banking or thrift institutions							
(d) Investment companies							
(e) Business development companies							
(f) Pooled investment vehicles (other than investment companies)							
(g) Pension and profit sharing plans (but not the plan participants)							
(h) Charitable organizations							
(i) Corporations or other businesses not listed above							
(j) State or municipal *government entities*							
(k) Other investment advisers							
(l) Insurance companies							
(m) Other:							

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(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

	None	Up to 25%	Up to 50%	Up to 75%	>75%
(a) Individuals (other than *high net worth individuals*)					
(b) *High net worth individuals*					
(c) Banking or thrift institutions					
(d) Investment companies					
(e) Business development companies					
(f) Pooled investment vehicles (other than investment companies)					
(g) Pension and profit sharing plans (but not the plan participants)					
(h) Charitable organizations					
(i) Corporations or other businesses not listed above					
(j) State or municipal *government entities*					
(k) Other investment advisers					
(l) Insurance companies					
(m) Other:					

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- [x] (1) A percentage of assets under your management
- [ ] (2) Hourly charges
- [ ] (3) Subscription fees (for a newsletter or periodical)
- [x] (4) Fixed fees (other than subscription fees)
- [ ] (5) Commissions
- [x] (6) *Performance-based fees*
- [ ] (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

	Yes	No
F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?	◉	○

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) $ 2,010,708,716	(d) 8
Non-Discretionary:	(b) $ 212,958,040	(e) 6
Total:	(c) $ 2,223,666,756	(f) 14

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- [ ] (1) Financial planning services
- [ ] (2) Portfolio management for individuals and/or small businesses
- [ ] (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- [x] (4) Portfolio management for pooled investment vehicles (other than investment companies)
- [ ] (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- [ ] (6) Pension consulting services
- [ ] (7) Selection of other advisers (including *private fund* managers)
- [ ] (8) Publication of periodicals or newsletters
- [ ] (9) Security ratings or pricing services
- [ ] (10) Market timing services
- [ ] (11) Educational seminars/workshops
- [ ] (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- ◉ 0
- ○ 1 - 10
- ○ 11 - 25

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- ○ 26 - 50
- ○ 51 - 100
- ○ 101 - 250
- ○ 251 - 500
- ○ More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):
- ☐ (1) *sponsor* the *wrap fee program*?
- ☐ (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

	Yes	No
J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	○	◉

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) *Wrap Fee Programs*

No Information Filed

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Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- ☐ (1) broker-dealer (registered or unregistered)
- ☐ (2) registered representative of a broker-dealer
- ☐ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (4) futures commission merchant
- ☐ (5) real estate broker, dealer, or agent
- ☐ (6) insurance broker or agent
- ☐ (7) bank (including a separately identifiable department or division of a bank)
- ☐ (8) trust company
- ☐ (9) registered municipal advisor
- ☐ (10) registered security-based swap dealer
- ☐ (11) major security-based swap participant
- ☐ (12) accountant or accounting firm
- ☐ (13) lawyer or law firm
- ☐ (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

		Yes	No
B. (1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	○	◉
(2)	If yes, is this other business your primary business?	○	○

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

		Yes	No
(3)	Do you sell products or provide services other than investment advice to your advisory *clients*?	○	◉

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- ☐ (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- ☐ (2) other investment adviser (including financial planners)
- ☐ (3) registered municipal advisor
- ☐ (4) registered security-based swap dealer
- ☐ (5) major security-based swap participant
- ☐ (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (7) futures commission merchant
- ☐ (8) banking or thrift institution
- ☐ (9) trust company
- ☐ (10) accountant or accounting firm
- ☐ (11) lawyer or law firm
- ☐ (12) insurance company or agency
- ☐ (13) pension consultant
- ☐ (14) real estate broker or dealer
- ☐ (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- ☑ (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each *related person* listed in Item 7.A.

1. Legal Name of *Related Person*:
   RIDGEMONT CAPITAL MANAGEMENT, L.P.

2. Primary Business Name of *Related Person*:
   RIDGEMONT CAPITAL MANAGEMENT, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
   -
   or
   Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
   - (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
   - (b) ☐ other investment adviser (including financial planners)
   - (c) ☐ registered municipal advisor
   - (d) ☐ registered security-based swap dealer
   - (e) ☐ major security-based swap participant
   - (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
   - (g) ☐ futures commission merchant
   - (h) ☐ banking or thrift institution
   - (i) ☐ trust company
   - (j) ☐ accountant or accounting firm
   - (k) ☐ lawyer or law firm
   - (l) ☐ insurance company or agency
   - (m) ☐ pension consultant
   - (n) ☐ real estate broker or dealer
   - (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
   - (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

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6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?
   (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?
   (c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:
   Number and Street 1: Number and Street 2:
   City: State: Country: ZIP+4/Postal Code:
   If this address is a private residence, check this box: ☐

Yes No

9. (a) If the *related person* is an investment adviser, is it exempt from registration?
   (b) If the answer is yes, under what exemption?

10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?
    (b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered.
    No Information Filed

11. Do you and the *related person* share any *supervised persons*?

12. Do you and the *related person* share the same physical location?

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1. Legal Name of *Related Person*:
   RIDGEMONT CAPITAL MANAGEMENT V, L.P.

2. Primary Business Name of *Related Person*:
   RIDGEMONT CAPITAL MANAGEMENT V, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
   -
   or
   Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
   (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
   (b) ☐ other investment adviser (including financial planners)
   (c) ☐ registered municipal advisor
   (d) ☐ registered security-based swap dealer
   (e) ☐ major security-based swap participant
   (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
   (g) ☐ futures commission merchant
   (h) ☐ banking or thrift institution
   (i) ☐ trust company
   (j) ☐ accountant or accounting firm
   (k) ☐ lawyer or law firm
   (l) ☐ insurance company or agency
   (m) ☐ pension consultant
   (n) ☐ real estate broker or dealer
   (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
   (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?
   (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?
   (c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:
   Number and Street 1: Number and Street 2:
   City: State: Country: ZIP+4/Postal Code:

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If this address is a private residence, check this box: ☐

		Yes	No
9. (a)	If the *related person* is an investment adviser, is it exempt from registration?		
(b)	If the answer is yes, under what exemption?		
10. (a)	Is the *related person* registered with a *foreign financial regulatory authority* ?		
(b)	If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered. No Information Filed		
11.	Do you and the *related person* share any *supervised persons*?		
12.	Do you and the *related person* share the same physical location?		

1. Legal Name of *Related Person*:
RE SBIC MANAGEMENT, LLC

2. Primary Business Name of *Related Person*:
RE SBIC MANAGEMENT, LLC

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
-
or
Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
(b) ☐ other investment adviser (including financial planners)
(c) ☐ registered municipal advisor
(d) ☐ registered security-based swap dealer
(e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ futures commission merchant
(h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

		Yes	No
6.	Do you *control* or are you *controlled* by the *related person*?		
7.	Are you and the *related person* under common *control*?		
8. (a)	Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?		
(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?		

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:
Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

		Yes	No
9. (a)	If the *related person* is an investment adviser, is it exempt from registration?		
(b)	If the answer is yes, under what exemption?		
10. (a)	Is the *related person* registered with a *foreign financial regulatory authority* ?		
(b)	If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered. No Information Filed		
11.	Do you and the *related person* share any *supervised persons*?		
12.	Do you and the *related person* share the same physical location?		

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1. Legal Name of *Related Person*:
RIDGEMONT CAPITAL MANAGEMENT SBIC, LLC

2. Primary Business Name of *Related Person*:
RIDGEMONT CAPITAL MANAGEMENT SBIC, LLC

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
-
or
Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
(b) ☐ other investment adviser (including financial planners)
(c) ☐ registered municipal advisor
(d) ☐ registered security-based swap dealer
(e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ futures commission merchant
(h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

	Yes	No
6. Do you *control* or are you *controlled* by the *related person*?	○	●
7. Are you and the *related person* under common *control*?	●	○
8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?	○	●
(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?	○	○

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:
Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

	Yes	No
9. (a) If the *related person* is an investment adviser, is it exempt from registration?	○	○
(b) If the answer is yes, under what exemption?		
10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?	○	●

(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered.
No Information Filed

11. Do you and the *related person* share any *supervised persons*?	●	○
12. Do you and the *related person* share the same physical location?	●	○

1. Legal Name of *Related Person*:
RE EQUITY MANAGEMENT, L.P.

2. Primary Business Name of *Related Person*:
RE EQUITY MANAGEMENT, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
-

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or
Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
   - (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
   - (b) ☐ other investment adviser (including financial planners)
   - (c) ☐ registered municipal advisor
   - (d) ☐ registered security-based swap dealer
   - (e) ☐ major security-based swap participant
   - (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
   - (g) ☐ futures commission merchant
   - (h) ☐ banking or thrift institution
   - (i) ☐ trust company
   - (j) ☐ accountant or accounting firm
   - (k) ☐ lawyer or law firm
   - (l) ☐ insurance company or agency
   - (m) ☐ pension consultant
   - (n) ☐ real estate broker or dealer
   - (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
   - (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

	Yes	No
6. Do you *control* or are you *controlled* by the *related person*?	○	◉
7. Are you and the *related person* under common *control*?	◉	○
8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?	○	◉
(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?	○	○

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

	Yes	No
9. (a) If the *related person* is an investment adviser, is it exempt from registration?	○	○
(b) If the answer is yes, under what exemption?		
10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?	○	◉
(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered. No Information Filed		
11. Do you and the *related person* share any *supervised persons*?	◉	○
12. Do you and the *related person* share the same physical location?	◉	○

---

1. Legal Name of *Related Person*:
   RIDGEMONT SECONDARY MANAGEMENT I, L.P.

2. Primary Business Name of *Related Person*:
   RIDGEMONT SECONDARY MANAGEMENT I, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
   -
   or
   Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
   - (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
   - (b) ☐ other investment adviser (including financial planners)
   - (c) ☐ registered municipal advisor
   - (d) ☐ registered security-based swap dealer
   - (e) ☐ major security-based swap participant

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(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ futures commission merchant
(h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

	Yes	No
6. Do you *control* or are you *controlled* by the *related person*?	○	●
7. Are you and the *related person* under common *control*?	●	○
8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?	○	●
(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?	○	○

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:
Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

	Yes	No
9. (a) If the *related person* is an investment adviser, is it exempt from registration?	○	○
(b) If the answer is yes, under what exemption?		
10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?	○	●
(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered. No Information Filed		
11. Do you and the *related person* share any *supervised persons*?	●	○
12. Do you and the *related person* share the same physical location?	●	○

1. Legal Name of *Related Person*:
RIDGEMONT EQUITY MANAGEMENT I, L.P.

2. Primary Business Name of *Related Person*:
RIDGEMONT EQUITY MANAGEMENT I, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
-
or
Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)
(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
(b) ☐ other investment adviser (including financial planners)
(c) ☐ registered municipal advisor
(d) ☐ registered security-based swap dealer
(e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ futures commission merchant
(h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

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6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: ☐

Yes No

9. (a) If the *related person* is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?

(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered.

No Information Filed

11. Do you and the *related person* share any *supervised persons*?

12. Do you and the *related person* share the same physical location?

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1. Legal Name of *Related Person*:
RIDGEMONT EQUITY MANAGEMENT II, L.P.

2. Primary Business Name of *Related Person*:
RIDGEMONT EQUITY MANAGEMENT II, L.P.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
-
or
Other

4. *Related Person's CRD* Number (if any):

5. *Related Person* is: (check all that apply)

(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
(b) ☐ other investment adviser (including financial planners)
(c) ☐ registered municipal advisor
(d) ☐ registered security-based swap dealer
(e) ☐ major security-based swap participant
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(g) ☐ futures commission merchant
(h) ☐ banking or thrift institution
(i) ☐ trust company
(j) ☐ accountant or accounting firm
(k) ☐ lawyer or law firm
(l) ☐ insurance company or agency
(m) ☐ pension consultant
(n) ☐ real estate broker or dealer
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

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If this address is a private residence, check this box: ☐

	Yes	No
9. (a) If the *related person* is an investment adviser, is it exempt from registration?	○	○
(b) If the answer is yes, under what exemption?		
10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?	○	◉
(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered. No Information Filed		
11. Do you and the *related person* share any *supervised persons*?	◉	○
12. Do you and the *related person* share the same physical location?	◉	○

Item 7 *Private Fund* Reporting

	Yes	No
B. Are you an adviser to any *private fund*?	◉	○

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) *Private Fund* Reporting

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
   BA CAPITAL COMPANY, L.P.
   (b) *Private fund* identification number:
   (include the "805-" prefix also)
   805-1503437089

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RE SBIC MANAGEMENT, LLC

4. The *private fund* (check all that apply; you must check at least one):
   ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
   ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.
   No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	◉	○

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
BA EQUITY HOLDINGS, L.P.	805-4071878367

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	◉

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

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Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the *private fund*:
BA EQUITY HOLDINGS, L.P.

(b) *Private fund* identification number:
(include the "805-" prefix also)
805-4071878367

(c) Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RE EQUITY MANAGEMENT, L.P.

(e) The *private fund* (check all that apply; you must check at least one):
- ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.
No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?	○	●
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?	○	○

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	○	●

10. What type of fund is the *private fund*?

○ hedge fund ○ liquidity fund ● private equity fund ○ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 525,812

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 456,915,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
1

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14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
0%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?
(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHICAGO	Illinois	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?
(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?	○	●

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	●	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 3 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BANK OF AMERICA, N.A.

(c) Primary business name of custodian:
BANK OF AMERICA, N.A.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(c) Primary business name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
NEW YORK	New York	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b)

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Legal name of custodian:
MORGAN STANLEY SMITH BARNEY

(c) Primary business name of custodian:
MORGAN STANLEY SMITH BARNEY

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
BANC OF AMERICA CAPITAL INVESTORS SBIC, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-2349881893

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT CAPITAL MANAGEMENT SBIC, LLC

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

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5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	◉	○

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
BANC OF AMERICA CAPITAL HOLDINGS, L.P.	805-2987456250

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	◉

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the *private fund*:
BANC OF AMERICA CAPITAL HOLDINGS, L.P.

(b) *Private fund* identification number:
(include the "805-" prefix also)
805-2987456250

(c) Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT CAPITAL MANAGEMENT, L.P.

(e) The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?	○	◉
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?	○	○

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	○	◉

10. What type of fund is the *private fund*?

○ hedge fund ○ liquidity fund ◉ private equity fund ○ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other *private fund*

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NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 1,679,406

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 175,000,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
4

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
1%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

	Yes	No
17. (a) Are you a subadviser to this *private fund*?	○	●

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

	Yes	No
18. (a) Do any other investment advisers advise the *private fund*?	○	●

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

	Yes	No
19. Are your *clients* solicited to invest in the *private fund*?	○	●

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

	Yes	No
21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	○	●

22. If yes, provide the *private fund*'s Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

	Yes	No
23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?	●	○
(2) Are the financial statements prepared in accordance with U.S. GAAP?	○	●

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

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City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(d) Is the auditing firm an *independent public accountant*?	◉	○
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	◉	○
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	◉	○

	Yes	No
(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?	◉	○

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

○ Yes ◉ No ○ Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?	○	◉

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	◉	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BANK OF AMERICA, N.A.

(c) Primary business name of custodian:
BANK OF AMERICA

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(c) Primary business name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

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City:	State:	Country:
NEW YORK	New York	United States

(e) Is the custodian a *related person* of your firm? Yes ○ No ●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the *private fund* use an administrator other than your firm? Yes ○ No ●

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes? Yes ○ No ●

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:

BANC OF AMERICA CAPITAL INVESTORS V, L.P.

(b) *Private fund* identification number:

(include the "805-" prefix also)

805-1670956140

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT CAPITAL MANAGEMENT V, L.P.

4. The *private fund* (check all that apply; you must check at least one):

☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes ○ No ●

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

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Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this *private fund* a "fund of funds"?

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the *private fund*?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 210,752,821

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 995,000,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
1

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
0%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

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(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BANK OF AMERICA, N.A.

(c) Primary business name of custodian:
BANK OF AMERICA

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(e) Is the custodian a *related person* of your firm?

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(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(c) Primary business name of custodian:
MERRILL LYNCH PIERCE FENNNER & SMITH, INC.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
NEW YORK	New York	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
BANC OF AMERICA CAPITAL INVESTORS, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-5464946487

2. Under the laws of what state or country is the *private fund* organized:

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State: Delaware
Country: United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT CAPITAL MANAGEMENT, L.P.

4. The *private fund* (check all that apply; you must check at least one):
   - ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
   - ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No

   (b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

   (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

   (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
   Name of the *Private Fund*:

   Private Fund Identification Number:
   (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this *private fund* a "fund of funds"? Yes No

   (b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

   NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

10. What type of fund is the *private fund*?

    hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

    NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
    $ 0

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
    $ 175,000,000
    NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
    4

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14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
0%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?
(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?
If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?
(h) Does the report prepared by the auditing firm contain an unqualified opinion?
Yes No Report Not Yet Received
If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?
If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BANK OF AMERICA, N.A.

(c) Primary business name of custodian:
BANK OF AMERICA

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS AFFILIATES I, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-5938914849

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

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3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT I, L.P.

4. The *private fund* (check all that apply; you must check at least one):
   - ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
   - ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?
   (b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

Yes No

   (c) Is this a "feeder fund" in a master-feeder arrangement?
   (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
   Name of the *Private Fund*:

   Private Fund Identification Number:
   (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this *private fund* a "fund of funds"?
   (b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

   NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the *private fund*?

   hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

   NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
   $ 13,285,180

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
   $ 100,000
   NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
   23

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
   0%

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15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
0%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
4%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?
(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-194814

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?
If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
KPMG LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?
(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

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	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?	○	●

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	●	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	●

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	●

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

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1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS AFFILIATES II, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-3127197392

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT II, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.
No Information Filed

Yes No
6. (a) Is this a "master fund" in a master-feeder arrangement?
(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?
No Information Filed

Yes No
(c) Is this a "feeder fund" in a master-feeder arrangement?
(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No
8. (a) Is this *private fund* a "fund of funds"?
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the *private fund*?
hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 13,581,345

Ownership

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12. Minimum investment commitment required of an investor in the *private fund*:
$ 50,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
34

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
0%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
17%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
2%

Your Advisory Services

	Yes	No
17. (a) Are you a subadviser to this *private fund*?	○	●

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

	Yes	No
18. (a) Do any other investment advisers advise the *private fund*?	○	●

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

	Yes	No
19. Are your *clients* solicited to invest in the *private fund*?	○	●

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

	Yes	No
21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	●	○

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-251103

B. SERVICE PROVIDERS

Auditors

	Yes	No
23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?	●	○
(2) Are the financial statements prepared in accordance with U.S. GAAP?	●	○

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(d) Is the auditing firm an *independent public accountant*?	●	○
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	●	○

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(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

	Yes	No
(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?	◉	○

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

◉ Yes ○ No ○ Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?	○	◉

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	◉	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

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28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes? ○ ◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS AFFILIATES II-B, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-9091902984

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT II, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☑ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	○	◉

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	◉

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?	○	◉
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?	○	○

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9.	○	◉

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During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the *private fund*?

○ hedge fund ○ liquidity fund ● private equity fund ○ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 10,413,792

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 100,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
30

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
0%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
12%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

	Yes	No
17. (a) Are you a subadviser to this *private fund*?	○	●

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

	Yes	No
18. (a) Do any other investment advisers advise the *private fund*?	○	●

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

	Yes	No
19. Are your *clients* solicited to invest in the *private fund*?	○	●

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

	Yes	No
21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	●	○

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-251101

B. SERVICE PROVIDERS

Auditors

	Yes	No
23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?	●	○
(2) Are the financial statements prepared in accordance with U.S. GAAP?	●	○

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

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If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(d) Is the auditing firm an *independent public accountant*?		
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?		

	Yes	No
(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?		

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?		

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?		

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?		

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?		

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If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS I, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-2317258624

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT I, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	○	◉

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	◉

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

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No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?		
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?		

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		

10. What type of fund is the *private fund*?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 340,459,954

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 350,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
24

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
6%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
42%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

	Yes	No
17. (a) Are you a subadviser to this *private fund*?		

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

	Yes	No
18. (a) Do any other investment advisers advise the *private fund*?		

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

	Yes	No
19. Are your *clients* solicited to invest in the *private fund*?		

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

	Yes	No
21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number

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021-176525

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
KPMG LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

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(e) Is the custodian a *related person* of your firm? ○ ◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
COMERICA BANK

(c) Primary business name of custodian:
COMERICA BANK

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
WALTHAM	Massachusetts	United States

Yes No

(e) Is the custodian a *related person* of your firm? ○ ◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the *private fund* use an administrator other than your firm? ○ ◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes? ○ ◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS I-B, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-4204190936

2. Under the laws of what state or country is the *private fund* organized:

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State: Delaware
Country: United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT I, L.P.

4. The *private fund* (check all that apply; you must check at least one):
   - ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
   - ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

   No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No

   (b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

   No Information Filed

   (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

   (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
   Name of the *Private Fund*:

   Private Fund Identification Number:
   (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

   No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this *private fund* a "fund of funds"? Yes No

   (b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

   NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

10. What type of fund is the *private fund*?

    hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

    NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
    $ 431,843,093

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
    $ 773,440
    NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
    28

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14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
6%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
41%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
84%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-176528

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
KPMG LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

	Yes	No
24. (a) Does the *private fund* use one or more prime brokers?	○	●

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	●	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
COMERICA BANK

(c) Primary business name of custodian:
COMERICA BANK

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
WALTHAM	Massachusetts	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	●

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	●

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

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No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS II, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-5853212800

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT II, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	○	◉

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	◉

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this *private fund* a "fund of funds"?
   (b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the *private fund*?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 815,338,970

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 384,615
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
37

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
8%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
22%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?
   (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?
   (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-243274

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B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(e) Is the custodian a *related person* of your firm?

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(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	●

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?
0%
Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	●

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT EQUITY PARTNERS II-B, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-2115952161

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT EQUITY MANAGEMENT II, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	○	●

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	●

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

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Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?		
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?		

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		

10. What type of fund is the *private fund*?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 156,793,729

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 150,000
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
12

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
8%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
80%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
75%

Your Advisory Services

	Yes	No
17. (a) Are you a subadviser to this *private fund*?		

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

	Yes	No
18. (a) Do any other investment advisers advise the *private fund*?		

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

	Yes	No
19. Are your *clients* solicited to invest in the *private fund*?		

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20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number (if any):

Form D file number
021-243277

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
PRICEWATERHOUSECOOPERS LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

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(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

(e) Is the custodian a *related person* of your firm? Yes ○ No ◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

26. (a) Does the *private fund* use an administrator other than your firm? Yes ○ No ◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes? Yes ○ No ◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:
RIDGEMONT PARTNERS SECONDARY FUND I, L.P.
(b) *Private fund* identification number:
(include the "805-" prefix also)
805-4358214183

2. Under the laws of what state or country is the *private fund* organized:

State:	Country:
Delaware	United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
RIDGEMONT SECONDARY MANAGEMENT I, L.P.

4. The *private fund* (check all that apply; you must check at least one):
☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

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5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

	Yes	No
6. (a) Is this a "master fund" in a master-feeder arrangement?	○	●

(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

	Yes	No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○	●

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

	Yes	No
8. (a) Is this *private fund* a "fund of funds"?	○	●
(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?	○	○

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

	Yes	No
9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	○	●

10. What type of fund is the *private fund*?

○ hedge fund ○ liquidity fund ● private equity fund ○ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:
$ 228,992,653

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:
$ 966,800
NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:
26

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
5%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:
74%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:
46%

Your Advisory Services

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Yes No

17. (a) Are you a subadviser to this *private fund*?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question **17(a)** is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund*'s Form D file number **(if any)**:

Form D file number
021-176529

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
KPMG LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

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Custodian

	Yes	No
25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?	◉	○

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 3 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
BB&T CORPORATION

(c) Primary business name of custodian:
BB&T CORPORATION

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
CHARLOTTE	North Carolina	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
COMERICA BANK

(c) Primary business name of custodian:
COMERICA BANK

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
WALTHAM	Massachusetts	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
MERRILL LYNCH PIERCE FENNER & SMITH, INC.

(c) Primary business name of custodian:
MERRILL LYNCH PIERCE FENNER & SMITH, INC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:	State:	Country:
NEW YORK	New York	United States

	Yes	No
(e) Is the custodian a *related person* of your firm?	○	◉

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(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

	Yes	No
26. (a) Does the *private fund* use an administrator other than your firm?	○	◉

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

	Yes	No
28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?	○	◉

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) *Private Fund* Reporting

No Information Filed

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Item 8 Participation or Interest in *Client* Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in *Client* Transactions

	Yes	No
A. Do you or any *related person*:		
(1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?		
(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?		
(3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?		

Sales Interest in *Client* Transactions

	Yes	No
B. Do you or any *related person*:		
(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?		
(2) recommend purchase of securities to advisory *clients* for which you or any *related person* serves as underwriter, general or managing partner, or purchaser representative?		
(3) recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?		

Investment or Brokerage Discretion

	Yes	No
C. Do you or any *related person* have *discretionary authority* to determine the:		
(1) securities to be bought or sold for a *client's* account?		
(2) amount of securities to be bought or sold for a *client's* account?		
(3) broker or dealer to be used for a purchase or sale of securities for a *client's* account?		
(4) commission rates to be paid to a broker or dealer for a *client's* securities transactions?		
D. If you answer "yes" to C.(3) above, are any of the brokers or dealers *related persons*?		
E. Do you or any *related person* recommend brokers or dealers to *clients*?		
F. If you answer "yes" to E above, are any of the brokers or dealers *related persons*?		
G. (1) Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with *client* securities transactions?		
(2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any *related persons* receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?		
H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?		
I. Do you or any *related person*, directly or indirectly, receive compensation from any *person* for *client* referrals?		

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

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Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have *custody* of any advisory *clients*':

	Yes	No
(a) cash or bank accounts?	◉	○
(b) securities?	◉	○

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of *Clients*
(a) $ 0	(b) 0

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

B. (1) In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody* of any of your advisory *clients*':

	Yes	No
(a) cash or bank accounts?	◉	○
(b) securities?	◉	○

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of *Clients*
(a) $ 1,161,755,696	(b) 14

C. If you or your *related persons* have *custody* of *client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:

(1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage. ☑

(2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools. ☑

(3) An *independent public accountant* conducts an annual surprise examination of *client* funds and securities. ☑

(4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities. ☐

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

	Yes	No
(1) you act as a qualified custodian	○	◉
(2) your *related person(s)* act as qualified custodian(s)	○	◉

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
11/2015

F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons,* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients?*
4

SECTION 9.C. *Independent Public Accountant*

You must complete the following information for each *independent public accountant* engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each *independent public accountant*.

(1) Name of the *independent public accountant*:
KPMG LLP

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(2) The location of the *independent public accountant's* office responsible for the services provided:

Number and Street 1:		Number and Street 2:	
550 S. TRYON ST.		SUITE 3200	
City:	State:	Country:	ZIP+4/Postal Code:
CHARLOTTE	North Carolina	United States	28202-1911

	Yes	No
(3) Is the *independent public accountant* registered with the Public Company Accounting Oversight Board?	◉	○
(4) If yes to (3) above, is the *independent public accountant* subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	◉	○

(5) The *independent public accountant* is engaged to:
A. ☑ audit a pooled investment vehicle
B. ☑ perform a surprise examination of *clients'* assets
C. ☐ prepare an internal control report

(6) Does any report prepared by the *independent public accountant* that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?

○ Yes
○ No
◉ Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

(1) Name of the *independent public accountant*:
PRICEWATERHOUSECOOPERS LLP

(2) The location of the *independent public accountant's* office responsible for the services provided:

Number and Street 1:		Number and Street 2:	
214 N. TRYON STREET		SUITE 4200	
City:	State:	Country:	ZIP+4/Postal Code:
CHARLOTTE	North Carolina	United States	28202

	Yes	No
(3) Is the *independent public accountant* registered with the Public Company Accounting Oversight Board?	◉	○
(4) If yes to (3) above, is the *independent public accountant* subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	◉	○

(5) The *independent public accountant* is engaged to:
A. ☑ audit a pooled investment vehicle
B. ☐ perform a surprise examination of *clients'* assets
C. ☐ prepare an internal control report

(6) Does any report prepared by the *independent public accountant* that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?

◉ Yes
○ No
○ Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

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Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

	Yes	No
A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?	◉	○

If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. *Control Persons*

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
EDWARDS, ROBERT, LEON

CRD Number (if any)
1984350

Effective Date
08/01/2010

Termination Date

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE STREET		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
HAIN, JOHN, TRAVIS

CRD Number (if any)
5672060

Effective Date
05/11/2010

Termination Date

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE ST		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
MORGAN, GEORGE, EMMETT

SUPPLEMENTAL #3
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CRD Number (if any)
1717979

Effective Date
08/01/2010

Termination Date

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE STREET		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
POOLE, WALKER, LYNCH

CRD Number (if any)
2320640

Effective Date
05/11/2010

Termination Date

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE STREET		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
SHERIDAN, ROBERT, HOWARD

CRD Number (if any)
1551600

Effective Date
05/11/2010

Termination Date

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE STREET		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

You must complete a separate Schedule D Section 10.A. for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)
SHIMP, JOHN, AUBREY

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CRD Number (if any)
5672061

Effective Date	Termination Date
08/01/2010	

Business Address:

Number and Street 1		Number and Street 2	
150 NORTH COLLEGE STREET		SUITE 2500	
City	State	Country	ZIP+4/Postal Code
CHARLOTTE	North Carolina	United States	28202

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:
MEMBER OF THE MANAGEMENT COMMITTEE OF RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC,THE GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC.

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

	Yes	No
Do any of the events below involve you or any of your *supervised persons*?	○	◉

For "yes" answers to the following questions, complete a Criminal Action DRP:

	Yes	No
A. In the past ten years, have you or any *advisory affiliate*:		
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*?	○	◉
(2) been *charged* with any *felony*?	○	◉
If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.		
B. In the past ten years, have you or any *advisory affiliate*:		
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an *investment-related* business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	○	◉
(2) been *charged* with a *misdemeanor* listed in Item 11.B.(1)?	○	◉
If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.		

For "yes" answers to the following questions, complete a Regulatory Action DRP:

	Yes	No
C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:		
(1) *found* you or any *advisory affiliate* to have made a false statement or omission?	○	○
(2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?	○	○
(3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?	○	○
(4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?	○	○
(5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?	○	○
D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:		
(1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?	○	○
(2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?	○	○
(3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?	○	○
(4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?	○	○
(5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?	○	○
E. Has any *self-regulatory organization* or commodities exchange ever:		
(1) *found* you or any *advisory affiliate* to have made a false statement or omission?	○	○
(2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?	○	○
(3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?	○	○
(4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?	○	○
F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?	○	○
G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	○	○

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

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	Yes	No
H. (1) Has any domestic or foreign court:		
(a) in the past ten years, enjoined you or any *advisory affiliate* in connection with any *investment-related* activity?	○	●
(b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?	○	●
(c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?	○	●
(2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	○	●

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Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than $25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes	No
A. Did you have total assets of $5 million or more on the last day of your most recent fiscal year?	○	○
If "yes," you do not need to answer Items 12.B. and 12.C.		
B. Do you:		
(1) *control* another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of $25 million or more on the last day of its most recent fiscal year?	○	○
(2) *control* another *person* (other than a natural person) that had total assets of $5 million or more on the last day of its most recent fiscal year?	○	○
C. Are you:		
(1) *controlled* by or under common *control* with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of $25 million or more on the last day of its most recent fiscal year?	○	○
(2) *controlled* by or under common *control* with another *person* (other than a natural person) that had total assets of $5 million or more on the last day of its most recent fiscal year?	○	○

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Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
   (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
   (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
   Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
   (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
   (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
   (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? (•) Yes ( ) No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
   A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
   (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
   (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	*CRD* No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BALOGH, EDWARD, ALBERT	I	CHIEF COMPLIANCE OFFICER, CHIEF OPERATING OFFICER, CHIEF FINANCIAL OFFICER	05/2010	NA	Y	N	5748103
RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, L.P.	DE	SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC	09/2013	E	Y	N	90-1018495

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Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
   (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

   For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
   (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
   (c) in the case of an owner that is a trust, the trust and each trustee; and
   (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: C - 25% but less than 50% E - 75% or more
   D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
   (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
   (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	*CRD* No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, LLC	DE	RIDGEMONT PARTNERS MANAGEMENT HOLDINGS, L.P.	GENERAL PARTNER OF THE SOLE MEMBER OF RIDGEMONT PARTNERS MANAGEMENT, LLC	09/2013	F	Y	N	46-3724973

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Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

CERTAIN OF THE PRIVATE INVESTMENT FUNDS LISTED IN SCHEDULE 7.B OF SCHEDULE D HOLD CERTAIN INVESTMENTS THROUGH SPECIAL PURPOSE HOLDING COMPANIES OR ALTERNATIVE INVESTMENT VEHICLES (COLLECTIVELY, "SPVS"). TO AVOID ANY PERCEIVED DUPLICATION OF ASSETS, THE ASSETS OF ANY SPVS HELD BY A PRIVATE INVESTMENT FUND ARE INCLUDED IN THE VALUE OF THE TOTAL ASSETS OF THE APPLICABLE PRIVATE FUND TO WHICH SUCH SPV RELATES AND THEREFORE THE SPVS ARE NOT LISTED SEPARATELY IN SCHEDULE 7B. BA CAPITAL COMPANY, L.P. AND BANC OF AMERICA CAPITAL INVESTORS SBIC, L.P. BOTH FOLLOW SBA ACCOUNTING INSTEAD OF GAAP ACCOUNTING AND ARE SUBJECT TO A CUSTODY EXAM INSTEAD OF A GAAP AUDIT. KPMG LLP POSTED ITS UNQUALIFIED OPINION FOR THE SURPRISE EXAMINATION FOR THE PERIOD ENDED NOVEMBER 30, 2015 VIA THE FORM ADV-E FILING ON FEBRUARY 8, 2016. BANC OF AMERICA CAPITAL INVESTORS, L.P. AND BANC OF AMERICA CAPITAL INVESTORS V, L.P. ARE SUBJECT TO A CUSTODY EXAM INSTEAD OF A GAAP AUDIT. KPMG LLP POSTED ITS UNQUALIFIED OPINION FOR THE SURPRISE EXAMINATION FOR THE PERIOD ENDED NOVEMBER 30, 2015 VIA THE FORM ADV-E FILING ON FEBRUARY 8, 2016.

SUPPLEMENTAL #3
November 7, 2016
1:43 pm

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

SUPPLEMENTAL #3

November 7, 2016
1:43 pm

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

	Yes	No
Are you exempt from delivering a brochure to all of your clients under these rules?	○	◉

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
68969	RIDGEMONT PARTNERS MANAGEMENT, LLC	Private funds or pools

SUPPLEMENTAL #3
November 7, 2016
1:43 pm

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
EDWARD A. BALOGH, JR.
Printed Name:
EDWARD A. BALOGH, JR.
Adviser *CRD* Number:
157421

Date: MM/DD/YYYY
03/28/2016
Title:
CHIEF OPERATING OFFICER

***NON-RESIDENT* INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
Printed Name:

Date: MM/DD/YYYY
Title:

SUPPLEMENTAL #3
November 7, 2016
1:43 pm

Adviser *CRD* Number:
157421

Supplemental #4
-Original-

Woodridge of West TN

CN1610-037

BONE
MCALLESTER
NORTON PLLC

SUPPLEMENTAL #4
November 18, 2016
3:49 pm

Sarah L. Tally
(615) 238-6332 Phone
(615) 687-8332 Fax
stally@bonelaw.com

November 18, 2016

Phillip M. Earhart
Health Services and Development Agency
Andrew Jackson Building, Ninth Floor
502 Deaderick Street
Nashville, TN 37243

RE: Certificate of Need Application CN1610-037
Woodridge of West Tennessee, LLC

Dear Mr. Earhart:

Woodridge of West Tennessee's responses to your fourth supplemental questions are below. Please do not hesitate to contact me or Ms. Hunt if you have additional questions.

Sincerely,

Sarah Lodge Tally

Nashville City Center, Suite 1600 - 511 Union Street - Nashville, Tennessee 37219
615.238.6300 (Phone) - 615.238.6301 (Fax)

SUPPLEMENTAL #4

November 18, 2016
3:49 pm

1. **Section C. Economic Feasibility Item 2 Funding**

   The unaudited Balance Sheet for Ridgemont Equity Partners, II, L.P. is noted. Since audited financial statements are not available from the applicant, please provide a letter from a financial institution or certified public accountant attesting to the applicant's availability of $1,320,250 cash to fund the proposed project.
   A letter from Ridgemont's auditor is not available. To make matters simpler, the project will be funded by Ridgemont's revolving line of credit from Bank of Montreal. Documentation from the Bank is attached, along with revised pages 5 and 23 of the application.

SUPPLEMENTAL #4

November 18, 2016

BMO Sponsor Finance

BMO Sponsor Finance
Corporate Finance
111 West Monroe Street, 20 East
Chicago, IL 60603

3:49 pm

To Whom It May Concern –

REP Perimeter Holdings, LLC (the "Company"), the parent entity of OakHills Behavioral Center, is currently in compliance with all covenants within its senior debt credit facility. The Company has adequate capacity under its revolving credit facility to fund the $1,320,250 expansion pertaining to the Certificate of Need Application CN1610-037.

Sincerely,

Joshua Gracia

1) Project cost;

   The Project cost is $1,335,250.

2) Funding;

   The Project will be funded by a revolving line of credit with Bank of Montreal.

3) Financial Feasibility including when the proposal will realize a positive financial margin; and

   The Project is financially feasible. Because the project only involves renovation of existing hospital space, construction costs will be minimal. All patients will be pediatric patients; therefore, all will have the ability to pay for services, either through TennCare or commercial insurance. The project will have a profitable run rate by the end of 2017 and will realize a positive financial margin in year 2 (2018).

4) Staffing.

   A total of 28.1 FTEs will be required to operate the Pediatric Unit, including 23.6 clinical FTEs and 4.5 non-clinical FTEs.

B. Rationale for Approval

A certificate of need can only be granted when a project is necessary to provide needed health care in the area to be served, can be economically accomplished and maintained, will provide health care that meets appropriate quality standards, and will contribute to the orderly development of adequate and effective health care in the service area. This section should provide rationale for each criterion using the data and information points provided in Section B. of this application. Please summarize in one page or less each of the criteria:

1) Need;

   The Project is needed. There are no pediatric psychiatric inpatient units in the service area. Patients currently have to travel between 90 and 130 miles from Jackson to either Memphis or Nashville for inpatient care. (The time and distance can be significantly greater for patients in the more rural counties.) This is particularly detrimental for pediatric patients for whom family support and therapy are essential. The population of the service area is poorer that the state average. Families simply cannot afford to miss work and pay for travel to Memphis or Nashville.

2) Economic Feasibility;

   The project will be funded via a revolving line of credit and is projected to be profitable in year 2. Construction costs are minimal because the facility will be renovated.

3) Appropriate Quality Standards; and

The project will meet or exceed all quality of care standards. The existing geriatric psychiatric unit is Joint Commission accredited, and the pediatric unit will likewise be

2. Identify the funding sources for this project.

   Check the applicable item(s) below and briefly summarize how the project will be financed. ***(Documentation for the type of funding MUST be inserted at the end of the application, in the correct alpha/numeric order and identified as Attachment B, Economic Feasibility-2.)***

   __ A. Commercial loan – Letter from lending institution or guarantor stating favorable initial contact, proposed loan amount, expected interest rates, anticipated term of the loan, and any restrictions or conditions;

   __ B. Tax-exempt bonds – Copy of preliminary resolution or a letter from the issuing authority stating favorable initial contact and a conditional agreement from an underwriter or investment banker to proceed with the issuance;

   __ C. General obligation bonds – Copy of resolution from issuing authority or minutes from the appropriate meeting;

   __ D. Grants – Notification of intent form for grant application or notice of grant award;

   __ E. Cash Reserves – Appropriate documentation from Chief Financial Officer of the organization providing the funding for the project and audited financial statements of the organization; and/or

   _X_ F. Other – Identify and document funding from all other sources. *The project will be funded by an existing revolving line of credit from Bank of Montreal. Documentation from the bank is attached.*

3. Complete Historical Data Charts on the following two pages—***Do not modify the Charts provided or submit Chart substitutions!***

   Historical Data Chart represents revenue and expense information for the last *three (3)* years for which complete data is available. Provide a Chart for the total facility and Chart just for the services being presented in the proposed project, if applicable. **Only complete one chart if it suffices.**

   Note that "Management Fees to Affiliates" should include management fees paid by agreement to the parent company, another subsidiary of the parent company, or a third party with common ownership as the applicant entity. "Management Fees to Non-Affiliates" should include any management fees paid by agreement to third party entities not having common ownership with the applicant.

SUPPLEMENTAL #4
November 18, 2016
3:49 pm

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Davidson

NAME OF FACILITY: Woodridge of West Tennessee

I, Cecelia Hunt, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.

Cecelia Hunt VP Operations
Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 18th day of November, 20 16 witness my hand at office in the County of Davidson, State of Tennessee.

Cledia Ann Eby
NOTARY PUBLIC

My commission expires July 3, 2017.

HF-0043

Revised 7/02

CLEDIA ANN EBY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN

Additional Information -Original-

Woodridge of West TN

CN1610-037

BONE
MCALLESTER
NORTON PLLC

Sarah L. Tally
(615) 238-6332 Phone
(615) 687-8332 Fax
stally@bonelaw.com

November 29, 2016

Phillip M. Earhart
Health Services and Development Agency
Andrew Jackson Building, Ninth Floor
502 Deaderick Street
Nashville, TN 37243

Re: Certificate of Need Application CN1610-037
Woodridge of West Tennessee, LLC

Dear Mr. Earhart:

Enclosed is the revised financing confirmation letter from Bank of Montreal. We appreciate your work on this application. Please do not hesitate to contact me if you have any additional questions or concerns.

Sincerely,

Bone McAllester Norton PLLC

Sarah L. Tally

SLT:

Enclosures

{01469852.1 }

BMO | Sponsor Finance

BMO Sponsor Finance
Corporate Finance
111 West Monroe Street, 20 East
Chicago, IL 60603

To Whom It May Concern –

REP Perimeter Holdings, LLC (the "Company"), the parent entity of OakHills Behavioral Center, is currently in compliance with all covenants within its senior debt credit facility. The Company has adequate capacity under its revolving credit facility to fund the $1,320,250 expansion pertaining to the Certificate of Need Application CN1610-037. The current interest rate on the revolving credit facility is LIBOR + 5.25% and the facility matures on September 2, 2021. Borrowings on the revolving credit facility require pro forma covenant compliance such that the Company's total leverage ratio is less than 4.50x and fixed charge coverage ratio is greater than 1.10x. For the avoidance of doubt, the Company would be in covenant compliance if it were to borrow the required funds to finance the expansion and has adequate debt capacity to do so.

Sincerely,

Joshua Gracia

Assistant Vice President

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF Madison

NAME OF FACILITY: Woodridge of West Tennessee

I, Cecelia Hunt, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.

VALERIE KIBLER
STATE OF TENNESSEE NOTARY PUBLIC
MADISON COUNTY
My Commission Expires 06-28-2020

Cecelia Hunt
Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 28 day of November, 2016, witness my hand at office in the County of Madison, State of Tennessee.

Valerie Kibler
NOTARY PUBLIC

My commission expires June 28, 2020.

HF-0043

Revised 7/02