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APR 11 2017

STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

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April 10, 2017

Via Electronic Filing
(shpda.online@shpda.alabama.gov)

Mr. Alva Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, Alabama 36104

**Re: Beacon Children's Hospital
SHPDA ID 041-6532102**

Dear Mr. Lambert:

The purpose of this letter is to provide notice of a proposed transaction (the "Transaction") involving Professional Resources Management Psychiatric Services, LLC (the "Company"), the owner and operator of Beacon Children's Hospital (the "Hospital"). The Transaction is an equity transaction, in which REP WR Holdings, LLC (the "Buyer") will acquire one hundred percent (100%) of the membership interests of the Company from Jacques Jarry Family Limited Partnership, Ltd., Vicki Lawrenson Family Limited Partnership, Ltd., Robert Lubin, Kathleen Hall, Mary Lourdes Bernardo, M.D. and Leonilo Cuenco (collectively, the "Sellers"). As a result of the Transaction, the Buyer will own all of the membership interests of the Company. The Company will retain all of its assets, and there will be no change in its business name, federal tax identification number, or the Medicare provider number of the Hospital. The anticipated effective date for the Transaction is April 30, 2017. We have attached a chart illustrating the ownership of the Company before and after the Transaction.

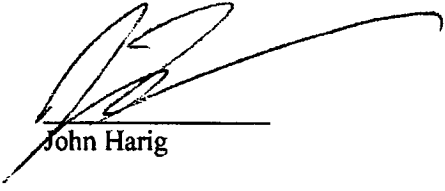
The Transaction will not result in the Hospital's provision of any new, additional or decreased services beyond those already being provided by the Hospital, will not result in the addition of new beds, and will not result in the conversion of beds. The Transaction does not involve the purchase of any new equipment, new construction, or new operating costs.

Based upon the above description of the Transaction and the fact that there will be no change in health services, conversion of beds, or increase or decrease in bed capacity, we respectfully request that you exercise your authority under Ala. Admin. Code § 410-1-7-.04(2) and determine that a certificate of need is not required for the consummation of the Transaction. In accordance with Ala. Admin. Code § 410-1-7-.04(2), a check in the amount

of \$2,500 made payable to the Alabama State Health Planning and Development Agency will be mailed overnight for the reviewability determination fee.

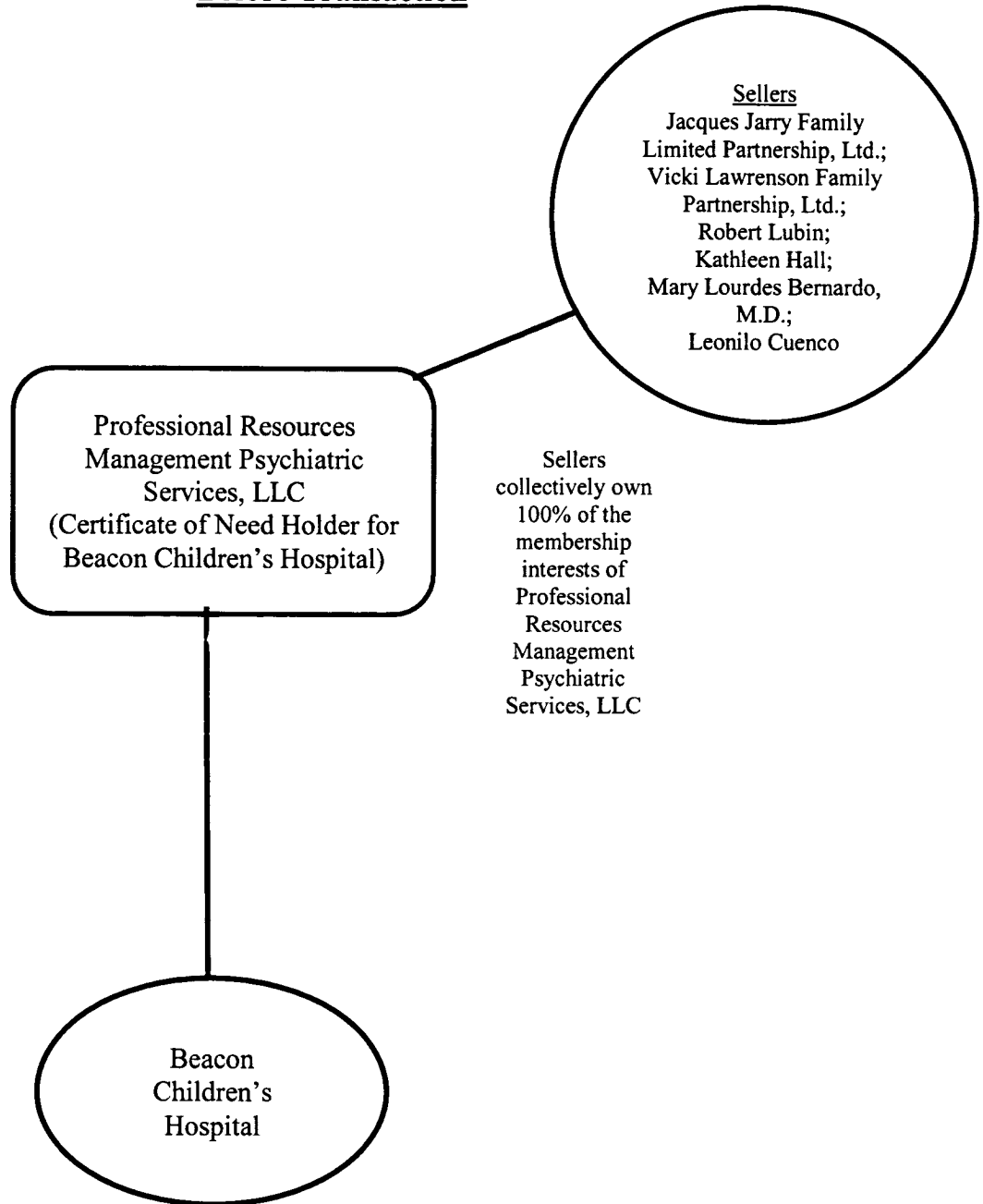
Should you have any questions or need further information, please do not hesitate to contact me. Thank you in advance for your assistance with this matter.

Respectfully submitted,

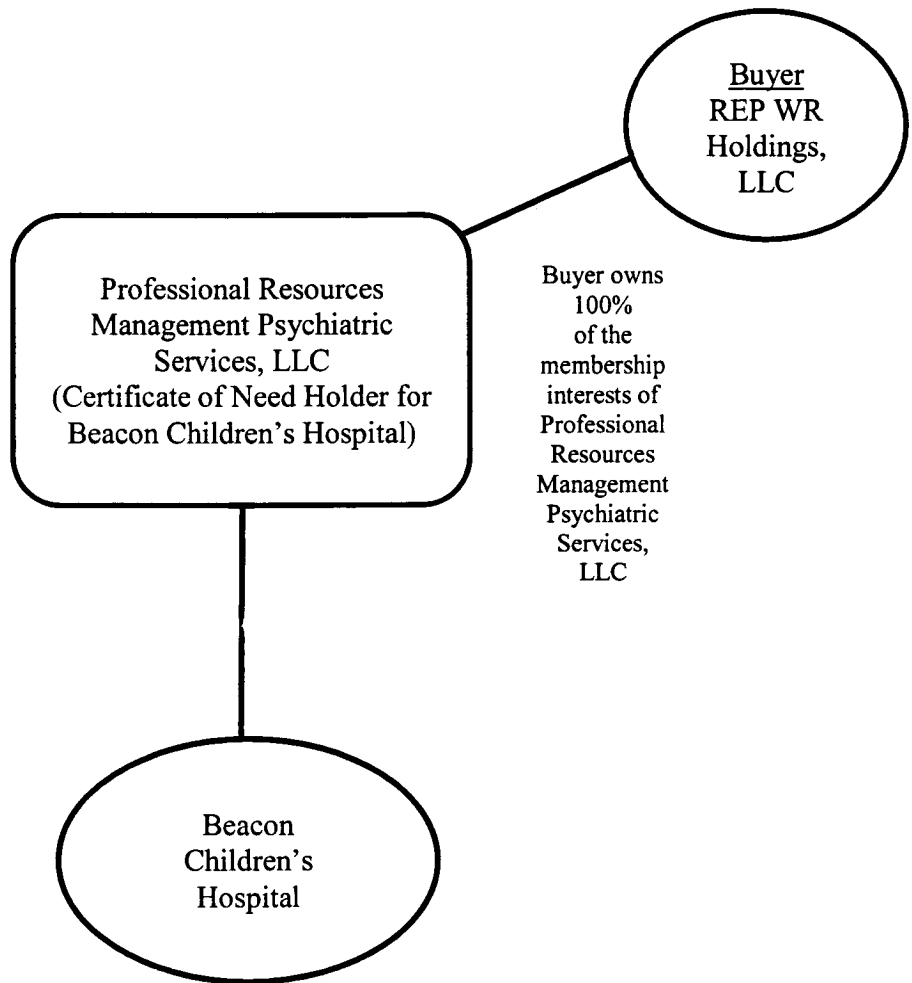


John Harig

Before Transaction



After Transaction



NOTICE OF CHANGE OF OWNERSHIP/CONTROL

The following notification of intent is provided pursuant to all applicable provisions of ALA. CODE § 22-21-270 (1975 as amended) and ALA. ADMIN. CODE r. 410-1-7-.04. This notice must be filed at least twenty (20) days prior to the transaction.

- ☒ Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))
☐ Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))
☐ Change in Facility Management (Facility Operator)

Any transaction other than those above-described requires an application for a Certificate of Need.

Part I: Facility Information

SHPDA ID Number: 041-6532102
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Beacon Children's Hospital
 (ADPH Licensure Name)

Physical Address: 105 Hospital Drive
Luverne, Alabama 36049

County of Location: Crenshaw

Number of Beds/ESRD Stations: 32 Licensed Child and Adolescent Psychiatric Hospital Beds
(28 Authorized Bed Specialized Psychiatric Hospital)

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

Part II: Current Authority (Note: If this transaction will result in a change in direct ownership or control, as defined under ALA. CODE § 22-20-271(e), please attach organizational charts outlining current and proposed structures.)

Owner (Entity Name) of Facility named in Part I: Please see attached cover letter.

Mailing Address: _____

Operator (Entity Name): _____

Part III: Acquiring Entity Information

Name of Entity: Please see attached cover letter.

Mailing Address: _____

Operator (Entity Name): _____

Proposed Date of Transaction is
on or after: _____

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 6,100,000 _____

Type of Beds: Child and Adolescent Psychiatric Hospital Beds _____

Number of Beds/ESRD Stations: 32 licensed (28 authorized) _____

Financial Scope: to Include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost:

Projected Equipment Cost: \$ 0 _____

Projected Construction Cost: \$ 0 _____

Projected Yearly Operating Cost: \$ 0 _____

Projected Total Cost: \$ 0 _____

On an Attached Sheet Please Address the Following:

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 3.) Whether the proposal will involve the conversion of beds.
- 4.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

Current Authority Signature(s):

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

Owner(s): _____

Operator(s): _____

Title/Date: _____

Operator (Entity Name): _____

Proposed Date of Transaction is
on or after: _____

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ _____

Type of Beds: _____

Number of Beds/ESRD Stations: _____

Financial Scope: to Include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost:

Projected Equipment Cost: \$ _____

Projected Construction Cost: \$ _____

Projected Yearly Operating Cost: \$ _____

Projected Total Cost: \$ _____

On an Attached Sheet Please Address the Following:

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 3.) Whether the proposal will involve the conversion of beds.
- 4.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

Current Authority Signature(s):

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

Owner(s): PROFESSIONAL RESOURCE MANAGEMENT PSYCHIATRIC SERVICES, LLC Paul E. [Signature]

Operator(s): PROFESSIONAL RESOURCE MANAGEMENT PSYCHIATRIC SERVICES, LLC Paul E. [Signature]

Title/Date: VICE PRESIDENT April 10th, 2017

SWORN to and subscribed before me, this 10th day of April, 2017.

(Seal)

Mary Sue Dice
Notary PublicMy Commission Expires: 5/24/2017

MARY SUE DICE

Notary Public, State of Alabama

Alabama State At Large

My Commission Expires

May 24, 2017

Acquiring Authority Signature(s):

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): _____

Operator(s): _____

Title/Date: _____

SWORN to and subscribed before me, this _____ day of _____, _____.

(Seal)

Notary Public

My Commission Expires: _____

Author: Alva M. Lambert

Statutory Authority: § 22-21-271(c), Code of Alabama, 1975

History: New Rule

SWORN to and subscribed before me, this _____ day of _____, _____.

(Seal)

Notary Public

My Commission Expires: _____

Acquiring Authority Signature(s):

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

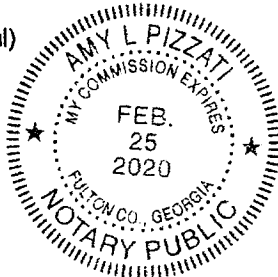
Purchaser(s): Rod Laughlin _____

Operator(s): Rod Laughlin _____

Title/Date: President & CEO 4/10/17 _____

SWORN to and subscribed before me, this 10th day of April, 2017.

(Seal)



Notary Public

My Commission Expires: 2-25-20

Author: Alva M. Lambert

Statutory Authority: § 22-21-271(c), Code of Alabama, 1975

History: New Rule