

**Jennifer Clark**

Partner  
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**Bradley**

December 6, 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: CON 2770-SCALF

Dear Mr. Lambert:

The purpose of this letter is to provide notice of a proposed transaction involving the CON for a new skilled care assisted living facility ("SCALF") in Montgomery County. Oak Grove Inn, LLC was awarded CON-2770-SCALF on November 3, 2016, approving the construction and operation of a new thirty-two (32) bed SCALF in Montgomery County, Alabama. The SCALF will be developed adjacent to Oak Grove Inn's existing assisted living facility ("ALF"), which is already licensed and in operation, and its independent living senior community. CON-2770-SCALF was properly obligated on October 12, 2017, and this firm commitment was recognized by the agency on October 31, 2017.

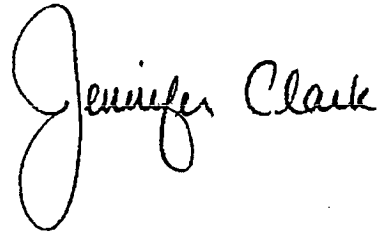
Oak Grove Inn, LLC ("Seller") intends to undertake a corporate reorganization as part of an upcoming transaction involving the Oak Grove Inn senior living development in Montgomery, Alabama. Seller intends to transfer CON-2770-SCALF along with other assets to Montgomery AL Land Senior Property, LLC ("Purchaser"), a newly-formed Alabama limited liability company in which Seller owns 50% of the membership interests and Montgomery AL Senior Holdings, LLC ("Holdings") owns 50% of the membership interests.

The anticipated effective date for the transaction is December 20, 2017. The proposed transaction will not result in any new or additional services beyond those already approved by CON 2770-SCALF, will not result in the addition of new beds beyond those already approved by CON 2770-SCALF, and will not result in the conversion of beds. The transaction does not involve new costs beyond those approved by CON 2770-SCALF exceeding the following expenditure thresholds: (i) \$2,981,520 for major medical equipment; (ii) \$1,192,607 for new annual operating costs; and (iii) \$5,963,039 for capital expenditures.

We respectfully request that you exercise your authority under Ala. Admin. Code § 410-1-7-.04(2) and determine that Certificate of Need approval is not required for the consummation of the proposed transaction. In accordance with the SHPDA Rules, a check in the amount of \$2,500 made payable to the Alabama State Health Planning and Development Agency has been submitted for the applicable 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.

Sincerely,

A handwritten signature in black ink that reads "Jennifer Clark". The signature is written in a cursive style, with the first letter of "Jennifer" being a large, stylized capital "J".

Jennifer Clark

cc: David Belser

## 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: 2770-SCALF; Project Number AL2016-032  
 (This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)  
 Name of Facility/Provider: Oak Grove Inn, LLC  
 (ADPH Licensure Name)  
 Physical Address: 3801 Oak Grove Drive, Montgomery, AL 36116  
 County of Location: Montgomery  
 Number of Beds/ESRD Stations: 32 SCALF beds  
 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: Oak Grove Inn, LLC  
 Mailing Address: 3801 Oak Grove Drive, Montgomery, AL 36116  
 Operator (Entity Name): Oak Grove Inn, LLC

### Part III: Acquiring Entity Information

Name of Entity: Montgomery AL Land Senior Property LLC  
 Mailing Address: 1000 Legion Place, Suite 1600, Orlando, FL 32801

Operator (Entity Name)

Montgomery AL Land Senior Property LLC

Proposed Date of Transaction is  
on or after:

December 20, 2017

**Part IV: Terms of Purchase**

Monetary Value of Purchase:

\$ 100

Type of Beds:

SCALF

Number of Beds/ESRD Stations:

32

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

Projected Equipment Cost:

\$ See attached letter.

Projected Construction Cost:

\$ See attached letter.

Projected Yearly Operating Cost:

\$ See attached letter.

Projected Total Cost:

\$ See attached letter.

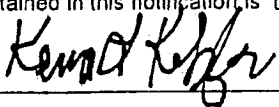
**On an Attached Sheet Please Address the Following:**

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

**Part V: Certification of Information****Current Authority Signature(s):**

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

Owner(s):

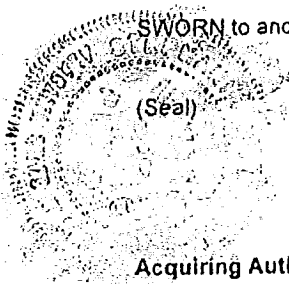


Operator(s):

Title/Date:

President

12/1/217

SWORN to and subscribed before me, this 18<sup>th</sup> day of December, 2017.

(Seal)

[Signature]  
Notary PublicMy Commission Expires: 4-16-2021

## 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. 110-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Montgomery All Land Senior Property, LLC, By Phillip M. Anderson, as Manager

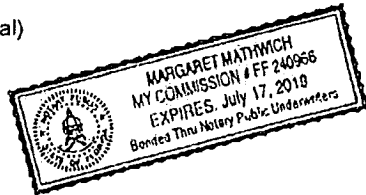
Purchaser(s): [Signature]

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

Title/Date: \_\_\_\_\_

SWORN to and subscribed before me, this 1st day of December, 2017.

(Seal)

[Signature]  
Notary PublicMy Commission Expires: 7-17-19

Author: Alva M. Lambert

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

History: New Rule

# Delaware

The First State

Page 1

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 FORMATION OF "MONTGOMERY AL LAND  
SENIOR PROPERTY LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND  
DAY OF NOVEMBER, A.D. 2017, AT 1:40 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6628415 8100  
SR# 20177215294

Authentication: 203621596  
Date: 11-22-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF FORMATION**  
**OF**  
**MONTGOMERY AL LAND SENIOR PROPERTY LLC**

The undersigned, as an authorized person, hereby forms a limited liability company (the "Company") pursuant to the Delaware Limited Liability Act (6 Del. C. Sect. 18-101, et. seq.) by filing this Certificate of Formation:


**ARTICLE I**  
**NAME**

The name of the Company is Montgomery AL Land Senior Property LLC

**ARTICLE II**  
**REGISTERED AGENT**

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such office is Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned authorized person executes the Certificate of Formation this 22th day of November, 2017.

  
Jonathan P. Slager  
Authorized Person

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:40 PM 11/22/2017  
FILED 01:40 PM 11/22/2017  
SR 20177215294 - File Number 6628415