

**Holly S. Hosford**

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CO2022-111

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STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

September 8, 2022

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

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

RE: Change in Ownership; Alabama Somerby, LLC d/b/a Brookdale University Park  
SCALF (SHPDA ID 073-S3714)

Dear Ms. Marsal:

We respectfully submit to the State Health Planning and Development Agency (“SHPDA”) this letter as an attachment to the Notice of Change of Ownership/Control form (the “Notice”) that we are filing pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the “Rules”). The proposed change of ownership involves transfer of one hundred percent (100%) of the equity interest of Alabama Somerby, LLC (the “CON Holder”) to an affiliate of the CON Holder. The CON Holder operates Brookdale University Park SCALF, a 30-bed specialty care assisted living facility located in Jefferson County (the “Facility”).

### **I. Overview of Proposed Transaction.**

Brookdale Senior Living, Inc. (“Brookdale”) and its affiliates intend to effect an internal reorganization that will transfer ownership of the 100% equity interest in the CON Holder from ARC Somerby Holdings, LLC, an indirect, wholly-owned subsidiary of Brookdale, to BKD X Holdings, LLC, a newly-formed indirect subsidiary of Brookdale (the “Reorganization”). The Reorganization is anticipated to take place on or about September 30, 2022.

Organizational charts showing the ownership of the CON Holder before and after the Reorganization are attached as Attachment A. We understand that the Reorganization does not constitute a “transfer, assignment, or conversion” of the CON, as described in Rule 410-1-11-.09. However, we are submitting the enclosed Notice because the Notice of Change of Ownership/Control is the method by which parties have historically notified SHPDA of a change in the indirect ownership of a CON.

Please note that following the completion of the Reorganization the CON Holder will continue to be an indirect, wholly owned subsidiary of Brookdale. There will be no change in the EIN/tax ID, organizing documents, offered services, service area, name, or address of the Facility

as a result of the Reorganization. Both before and after the Reorganization closing date, the entity operating the Facility and holding the CON is Alabama Somerby, LLC.

## **II. SHPDA Requirements for Change of Ownership**

Concerning the questions posed in the Change of Ownership Application, please note the following:

1. The Financial Scope of the Project. The transaction involves transfer of ownership of the 100% equity interest in the CON Holder to an affiliate of the CON Holder. The transaction does not involve new cost associated with the Facility exceeding the following expenditure thresholds: (i) \$3,165,569 for major medical equipment; (ii) \$1,266,226 for new annual operating costs; and (iii) \$6,331,138 for capital expenditures.

2. Services to be Offered. The contemplated transaction will not result in any new or additional services to those already authorized to be provided by the Facility.

3. Whether the Proposal will Include the Addition of Any New Beds. The contemplated transaction will not result in the addition of new beds.

4. Whether the Proposal will Involve the Conversion of Beds. The contemplated transaction will not result in the conversion of beds.

5. Whether the Assets and Stock (if any) will be acquired. As described more particularly above, 100% of the equity interest in the CON Holder will be transferred to an affiliate of the CON Holder.

## **III. Requested Action**

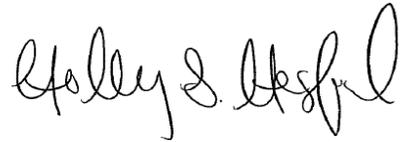
Based upon the above description of the proposed transaction and a showing that there will be no change in health services, conversion of beds, or increase or decrease in bed capacity, we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a Certificate of Need is not required for the consummation of this proposed transaction. In accordance with the Rules, a check in the amount of \$2,500 made payable to the Alabama State Health Planning and Development Agency will be delivered to the Agency via Fed Ex.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Ms. Marsal  
Brookdale University Park SCALF  
September 8, 2022  
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Best regards,

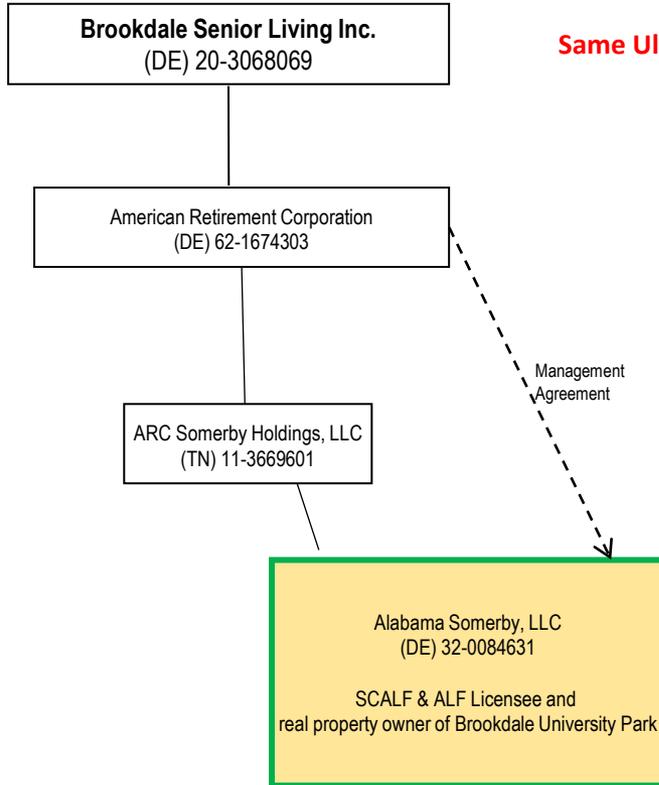
A handwritten signature in black ink, appearing to read "Holly S. Hosford". The signature is written in a cursive style with a large, looped initial "H".

Holly S. Hosford

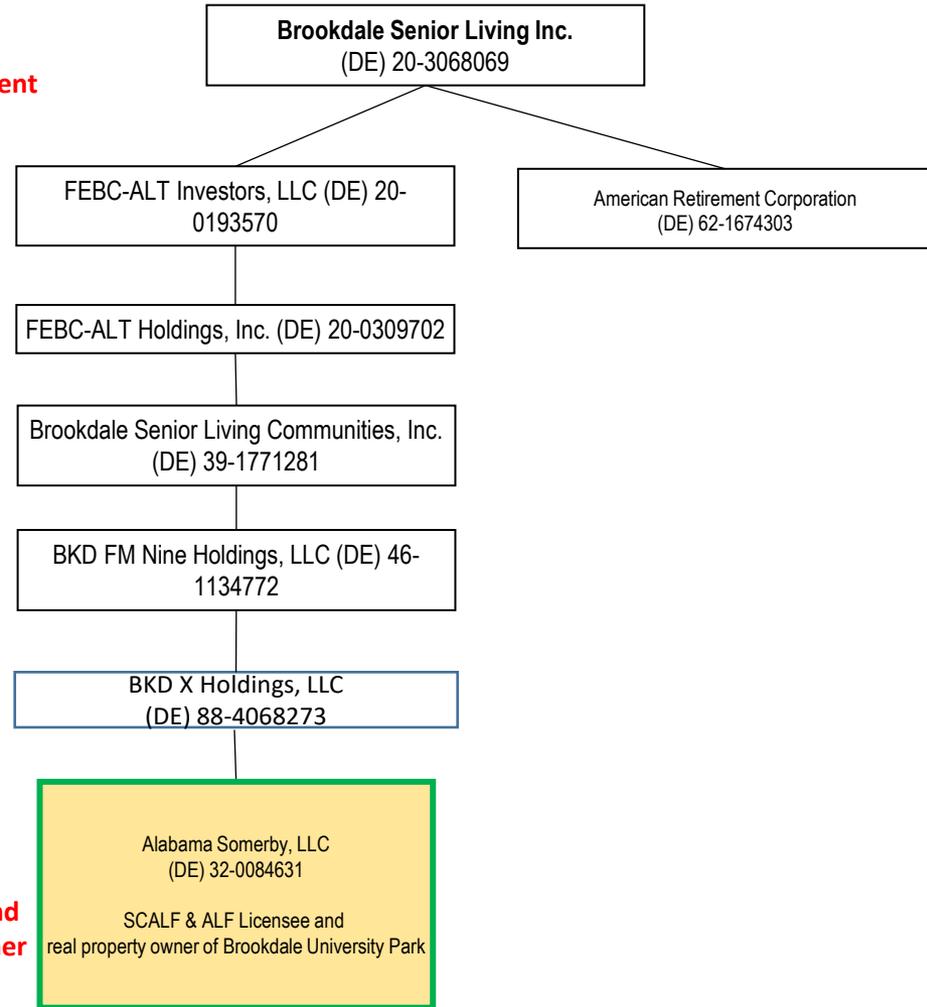
# Brookdale University Park

## Attachment A

### Existing Structure



### Post-Reorganization Structure



Same Ultimate parent

Same Licensees and Real Property Owner

## NOTICE OF CHANGE OF OWNERSHIP/CONTROL

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

Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))

Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))

Change in Facility Management (Facility Operator)

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

### Part I: Facility Information

SHPDA ID Number: 073-S3714  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider:  
(ADPH Licensure Name) Brookdale University Park SCALF

Physical Address: 400 University Park Drive  
Birmingham, AL 35209

County of Location: JEFFERSON

Number of Beds/ESRD Stations: 30

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: Alabama Somerby, LLC

Mailing Address: 111 WESTWOOD PL, Suite 400  
BRENTWOOD, TN 37027

Operator (Entity Name): Alabama Somerby, LLC

### Part III: Acquiring Entity Information

Name of Entity: Alabama Somerby, LLC

Mailing Address: 111 Westwood PL, Suite 400  
Brentwood, TN 37027

Operator (Entity Name): Alabama Somerby, LLC

Proposed Date of Transaction is on or after: 09/30/2022

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ See attached letter

Type of Beds: SCALF

Number of Beds/ESRD Stations: 30

**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: \$ 0.00

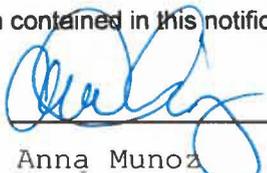
**On an Attached Sheet Please Address the Following:** See attached letter

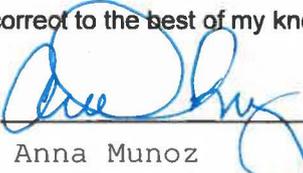
- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 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): 

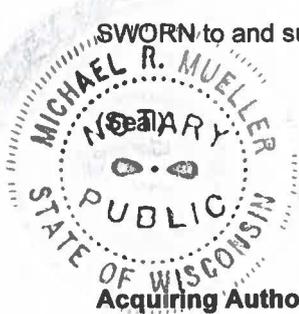


Operator(s): Anna Munoz

Anna Munoz

Title/Date: Assistant Secretary  
9/6/2022

Assistant Secretary  
9/6/2022



SWORN to and subscribed before me, this 6<sup>TH</sup> day of SEPTEMBER, 2022.

Michael R. Mueller  
Notary Public

My Commission Expires: JULY 2, 2024

**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): [Signature]

[Signature]

Operator(s): Anna Munoz

Anna Munoz

Title/Date: Assistant Secretary  
9/6/2022

Assistant Secretary  
9/6/2022

SWORN to and subscribed before me, this 6<sup>TH</sup> day of SEPTEMBER, 2022.



Michael R. Mueller  
Notary Public

My Commission Expires: JULY 2, 2024

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