

Proveer Investments II, LLC

700 Corporate Ridge Road
Birmingham, AL 35242

State Health Planning
& Development Agency
RSA Union Building
100 N. Union Street, Suite 870
Montgomery, AL 36104
P.O. Box 303025
Montgomery, AL 36130-3025

RE: Change of Ownership License Application to Operate the 90-bed Specialty Care Assisted Living Facility known as Briar Glen Alzheimer's Special Care Center with ADPH Certificate # 23161, ADPH Facility ID P3701 and SHPDA ID 073-S3701 (the "Facility").

Dear Ms. Marsal,

On behalf of Briar Glen Operating, LLC, a Delaware limited liability company ("Buyer"), I have enclosed the following documents related to the Buyer's Change of Ownership Application related to the Facility:

1. Notice of Change of Ownership/Control;
2. Part IV: Terms of Purchase;
3. Pre- and post-transaction organizational structure; and
4. Organizational chart for Briar Glen Operating, LLC.

The proposed organization structure for the purchase is as follows:

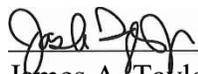
- The real estate and building would be purchased by Briar Glen RE, LLC.
- Briar Glen RE, LLC will lease the real estate and building to Briar Glen Operating, LLC.
- The operations and license would be held by Briar Glen Operating, LLC.
- The management company for the community will be Proveer Senior Living, LLC.

The transaction will not result in any new or additional services or additional beds. The transaction will not result in conversion of beds. The transaction includes the purchase of the land, building and significantly all assets within the building.

The \$2,500 processing fee will be paid through to the Agency through the online payment portal simultaneous with this filing.

If you have any questions or need any further explanation, please contact Carmin Grandinetti at (502) 587-3528 or carmin.grandinetti@dentons.com.

Sincerely yours,



James A. Taylor, Jr., Authorized Person of Briar Glen Operating, LLC

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-S3701
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Briar Glen Alzheimer's Special Care Center
(ADPH Licensure Name)

Physical Address: 570 Southland Drive
Hoover, AL 25226

County of Location: JEFFERSON 

Number of Beds/ESRD Stations: 90

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: Birmingham Senior Housing I PROPCO, LLC

Mailing Address: One Town Center Rd, Suite 300
Boca Raton, FL 33486
Birmingham Senior Housing I OPCO, LLC

Operator (Entity Name): _____

Part III: Acquiring Entity Information

Name of Entity: Briar Glen RE, LLC

Mailing Address: 700 Corporate Ridge Road
Birmingham, AL 35242

Operator (Entity Name): Briar Glen Operating, LLC

Proposed Date of Transaction is on or after: 09/28/2022

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 8,000,000.00

Type of Beds: SCALF

Number of Beds/ESRD Stations: 90

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

Projected Equipment Cost: \$ 0.00

Projected Construction Cost: \$ 750,299.00

Projected Yearly Operating Cost: \$ 2,779,212.00

Projected Total Cost: \$ 3,529,511.00

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): Birmingham Senior Housing IPOPCO, LLC 

Operator(s): Birmingham Senior Housing IPOPCO, LLC

Title/Date: Vice President / 8/31/2022

SWORN to and subscribed before me, this 31st day of August, 2022

(Seal)



Megan T. Motisi
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): _____

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 31st day of August, 2022

(Seal)



Megan Motisi
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): [Signature] _____

Operator(s): Dr. or Clin Operator _____

Title/Date: [Signature] 9/23/22 _____

SWORN to and subscribed before me, this 23 day of September, 2022.

(Seal)



Scott Pylant
Notary Public
My Commission Expires
April 16, 2025

Scott Pylant
Notary Public

My Commission Expires: April 16, 2025

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

Notice of Change of Ownership/Control

Part IV: Term of Purchase

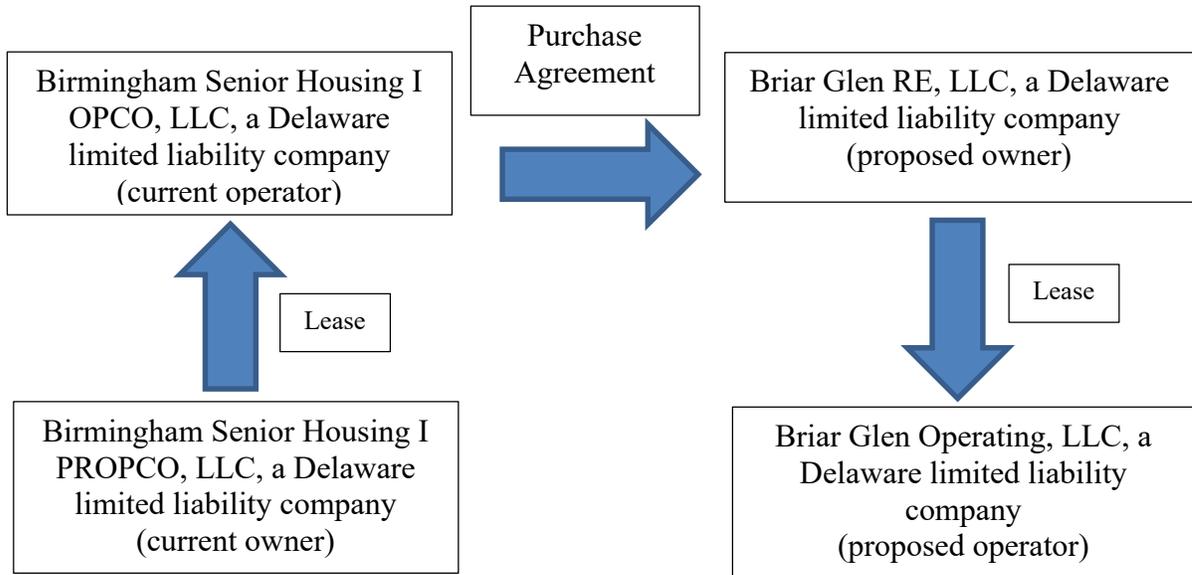
1. The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
 - a. There will be no new or additional services as a result of the transaction.

2. Whether the proposal will include the addition of any new beds.
 - a. The proposal will not include the addition of any new beds.

3. Whether the proposal will involve the conversion of beds.
 - a. The proposal will not involve the conversion of any beds.

4. Whether the assets and stock (if any) will be acquired.
 - a. Briar Glen RE, LLC will acquire the assets constituting the facility known as Briar Glen Alzheimer's Special Care Center.

Briar Glen Alzheimer's Special Care Center
Pre and Post Transaction Organizational Structure



Briar Glen

