

CO 2018-022

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Apr 09 2018

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

**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: Project Number AL2017-044; CON 2812-SCALF

Name of Facility/Provider: LP Vestavia, LLC d/b/a Longleaf at Liberty Park  
(ADPH Licensure Name)

Physical Address: 3030 Liberty Parkway  
Vestavia Hills, AL 35242

County of Location: Jefferson

Number of Beds/ESRD Stations: 30 SCALF beds

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Not Applicable.

**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: Braemar Capital, LLC

Mailing Address: 1642 Powers Ferry Road SE  
Suite 250  
Marietta, GA 30067  
Attn: James L. Rhoden III

Operator: There is no "operator" as this is the transfer of equity interests only and not of a facility. The CON is still held by LP Vestavia, LLC.

**Part III: Acquiring Entity Information**

Name of Entity: CRP/Braemar Vestavia Venture, LLC

Mailing Address: 1642 Powers Ferry Road SE  
Suite 250  
Marietta, GA 30067  
Attn: James L. Rhoden III

\*Change in Equity Interests in Certificate of Need holder in accordance with Alabama Code 22-20-270(f)

CO 2018-022

Jennifer H. Clark  
jclark@bradley.com  
205.521.8020

**Bradley**

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Mar 27 2018

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

March 27, 2018

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: LP Vestavia, LLC d/b/a Longleaf at Liberty Park  
CON 2812-SCALF**

Dear Mr. Lambert:

The purpose of this letter is to provide the agency with 20 days prospective notice regarding an impending transaction involving the above CON for a new specialty care assisted living facility ("SCALF") in Jefferson County. LP Vestavia, LLC d/b/a Longleaf at Liberty Park was awarded CON-2812-SCALF on January 29, 2018, approving the acquisition and relocation of thirty (30) SCALF beds<sup>1</sup> and the operation of those beds in a new SCALF to be established in Jefferson County, Alabama. The Longleaf at Liberty Park development will include an assisted living facility ("ALF") as well as the CON-approved SCALF, offering more comprehensive senior living options. The ownership of the CON is not changing in the impending transaction.

LP Vestavia, LLC (the holder of the CON) is wholly-owned by Braemar Capital, LLC ("Braemar"). Braemar intends to transfer 100% of its equity interests in LP Vestavia, LLC to CRP/Braemar Vestavia Venture, LLC, a newly-formed limited liability company. This is allowed pursuant to Alabama Code § 22-21-270(f) which provides:

**(f) Notwithstanding any other provisions of this article, the transfer of equity interests in, or change of name or merger of, any legal entity which holds a certificate of need shall not constitute a transfer, assignment, or conversion of the certificate of need. The transaction is not subject to certificate of need approval ....**

Ala. Code § 22-21-270(f)(emphasis added). The transaction will not result in any new or additional services beyond those already approved by CON 2812-SCALF, will not result in the addition of new beds beyond those already approved by CON 2812-SCALF, and will not result in the conversion of beds. Beyond those costs already approved by CON 2812-SCALF, the transaction does not create any new costs that would trigger the current CON cost thresholds,

<sup>1</sup> Fourteen (14) of the beds that the CON Review Board approved in CON-2812-SCALF for acquisition, relocation, and operation are being acquired from Birmingham Senior Services, LLC and have been operational pursuant to CON-2659-SCALF. Sixteen (16) of the beds approved in CON-2812-SCALF for acquisition, relocation, and operation are being acquired from Vestavia Hills, Ltd. and have been operational pursuant to CON-1809-SCALF and CON-1810-SCALF.

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Mr. Alva Lambert, Executive Director  
State Health Planning and Development Agency  
March 27, 2018

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which are: (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.

Because this transfer of equity interests is being executed in accordance with Alabama Code § 22-21-270(f), we are submitting this filing pursuant to Alabama Code § 22-21-270(g), and the SHPDA regulations promulgated thereto, which provides that "SHPDA may adopt rules requiring the submission of informational filings relating to a transfer of control or ownership interests under subsections (d), (e), and (f)." Ala. Code § 22-21-270(g).

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 will be submitted for the applicable fee.

Should you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

  
Jennifer H. Clark

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Mar 27 2018

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

State Health Planning and Development Agency

Alabama CON Rules & Regulations

## NOTICE OF CHANGE OF OWNERSHIP/CONTROL

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

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Owner (Entity Name) of  
Facility named in Part I: Braemar Capital, LLC

Mailing Address: 1642 Powers Ferry Road SE  
Suite 250  
Marietta, GA 30067  
Attn: James L. Rhoden III

Operator: There is no "operator" as this is the transfer of equity interests only and not of a facility. The CON is still held by LP Vestavia, LLC.

### Part III: Acquiring Entity Information

Name of Entity: CRP/Braemar Vestavia Venture, LLC

Mailing Address: 1642 Powers Ferry Road SE  
Suite 250  
Marietta, GA 30067  
Attn: James L. Rhoden III

Operator (Entity Name): There is no "operator" as this is the transfer of equity interests only and not of a facility. The CON is still held by LP Vestavia, LLC.

Proposed Date of Transaction is on or after: Approximately 20 days after the making of this informational filing with SHPDA

#### Part IV: Terms of Purchase

Monetary Value of Purchase: See attached letter explaining transaction

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 explanation at \* below

Projected Construction Cost: See explanation at \* below

Projected Yearly Operating Cost: See explanation at \* below

Projected Total Cost: See explanation at \* below

\*The costs are same as those already approved by the CON Review Board in CON 2812-SCALF. There is not any change in the project or in the owner of the CON. The owner of the CON is currently LP Vestavia, LLC, and LP Vestavia, LLC will remain the owner of the CON after the transaction.

#### 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. \*\*

\*\*See Attached informational letter describing transaction and responding to items (1) through (4), above.

**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.

**Braemar Capital, LLC**

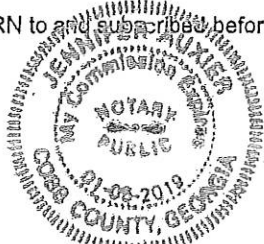
BY: *[Signature]*

ITS: Managing Member

DATE: 2/7/2018

SWORN to and subscribed before me, this 7 day of February, 2018.

(Seal)



*[Signature]*  
Notary Public

My Commission Expires: Jan 5, 2019

**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.

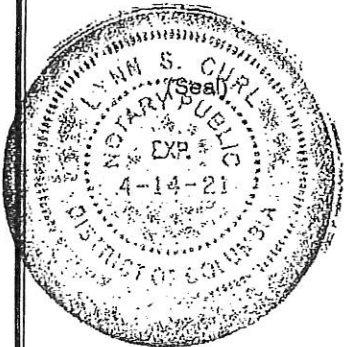
**CRP/Braemar Vestavia Venture, LLC**

BY: *[Signature]*

ITS: Vice President

DATE: 3-26-18

SWORN to and subscribed before me, this 26<sup>th</sup> day of MARCH, 2018.



*[Signature]*  
Notary Public

My Commission Expires: 04-14-2021