

August 31, 2018

VIA FEDERAL EXPRESS AND EMAIL
(SHPDA.ONLINE@SHPDA.ALABAMA.GOV)

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

Jo-Ann Marchica

Counsel
202.857.6097 DIRECT
202.857.6395 FAX
jo-ann.marchica@arentfox.com

Reference Number
034745.00022

Re: NOTICE OF CHANGE OF OWNERSHIP

Current Licensee: BKD Alabama Operator, LLC
Proposed Licensee: Welltower Pegasus Tenant, LLC d/b/a Bridgewood Gardens
Current SHPDA ID No.: 095-S4801

Dear Sir or Madam:

We are writing to notify the Alabama State Health Planning and Development Agency of a transaction that will result in the change of ownership of the assisted living facility (specialty care) known as Brookdale Albertville MC, located at 151 Woodham Drive, Albertville, Alabama 35951 (the "Facility"). The licensed operator of the Facility is BKD Alabama Operator, LLC. Pending the receipt of necessary approvals, BKD Alabama Operator, LLC will transfer the ownership of the Facility to Welltower Pegasus Tenant, LLC. The target effective date for the change of ownership is November 1, 2018. Accordingly, enclosed please find a completed Notice of Change of Ownership/Control on behalf of Welltower Pegasus Tenant, LLC.

A check in the amount of \$2,500.00 made payable to SHPDA will be sent today via FEDEX to SHPDA, 100 North Union Street, Suite 870, Montgomery AL 36104. The FEDEX tracking number is 7825 8033 6694.

AFDOCS/16885022.1

Loretta LeBar, Esq. is the contact person for purposes of this application. Ms. LeBar can be reached by phone at (502) 419-2571 or by e-mail at llebar@lebarlaw.com to answer any questions regarding the application.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "JoAnn M." followed by a stylized flourish.

Jo-Ann Marchica

Enclosures

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: **095-S4801**

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

Name of Facility/Provider: **Brookdale Albertville MC**
(ADPH Licensure Name)

Physical Address: **151 Woodham Drive
Albertville, AL 35951**

County of Location: **Marshall**

Number of Beds/ESRD Stations: **22**

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

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: **MGP I, LLC**

Mailing Address: **4500 Dorr Street
Toledo, OH 43615**

Operator (Entity Name): **BKD Alabama Operator, LLC**

Part III: Acquiring Entity Information

Name of Entity: **Welltower Pegasus Landlord, LLC**

Mailing Address: **4500 Dorr Street
Toledo, OH 43615**

Operator (Entity Name): **Welltower Pegasus Tenant, LLC**

Proposed Date of Transaction is on or after: **November 1, 2018**

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ N/A

Type of Beds: **Specialty Care ALF**

Number of Beds/ESRD Stations: **22**

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

Projected Equipment Cost: \$ \$750,000.00

Projected Construction Cost: \$ N/A community is constructed

Projected Yearly Operating Cost: \$ \$2,100,000.00

Projected Total Cost: \$ \$5,700,000.00

On an Attached Sheet Please Address the Following: See Attached Schedule I

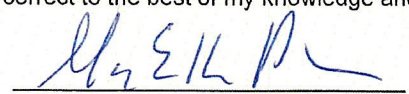
- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.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



Operator(s): **BKD Alabama Operator, LLC**

Title/Date: Authorized Signatory

SWORN to and subscribed before me, this 29th day of August, 2018.



THERESA S. WHETRO
Notary Public, State of Ohio
My Commission Expires 6-16-20

[Signature]
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): Welltower Pegasus Landlord, LLC [Signature]

Operator(s): Welltower Pegasus Tenant, LLC

Title/Date: Manager Authorized Signatory Aug. 28, 2018

SWORN to and subscribed before me, this 28th day of August, 2018.

(Seal)

JO ANN MARCHICA
Notary Public, State of New York
No 02MA6195029
Qualified in Queens County 20
Commission Expires Oct 20 2022

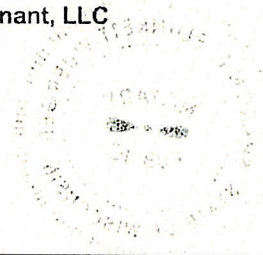
[Signature]
Notary Public

My Commission Expires: 10/20/20

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

Operator (Entity Name): Welltower Pegasus Tenant, LLC

Proposed Date of Transaction is on or after: November 1, 2018



Part IV: Terms of Purchase

Monetary Value of Purchase: \$ N/A

Type of Beds: Specialty Care ALF

Number of Beds/ESRD Stations: 22

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

Projected Equipment Cost: \$ \$750,000.00

Projected Construction Cost: \$ N/A community is constructed

Projected Yearly Operating Cost: \$ \$2,100,000.00

Projected Total Cost: \$ \$5,700,000.00

On an Attached Sheet Please Address the Following: See Attached Schedule I

- 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.

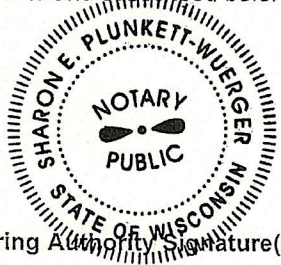
Owner(s): **MPG I, LLC** _____

Operator(s): **BKD Alabama Operator, LLC** _____

Title/Date: Assistant Secretary 8/29/2018

SWORN to and subscribed before me, this 29th day of August, 2018.

(Seal)



Sharon E. Plunkett-Wierger
Notary Public

My Commission Expires: 4/20/2020

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): Welltower Pegasus Landlord, LLC Chris Holley

Operator(s): Welltower Pegasus Tenant, LLC

Title/Date: Manager Authorized Signatory Aug. 28, 2018

SWORN to and subscribed before me, this 28th day of August, 2018.

(Seal)

JO ANN MARCHICA
Notary Public, State of New York
No. 02MA6195029
Qualified in Queens County 2012
Commission Expires Oct 20 2018

Jo Ann Marchica
Notary Public

My Commission Expires: 10/20/20

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): **Welltower Pegasus Landlord, LLC**

Chris Holchuck

Operator(s): **Welltower Pegasus Tenant, LLC**

Title/Date:

Manager Authorized Signatory

Aug. 28, 2018

SWORN to and subscribed before me, this 28th day of

August, 2018.

(Seal)

Jo Ann Marchica

Notary Public

JO ANN MARCHICA
Notary Public, State of New York
No 02MA6195029
Qualified in Queens County 2012
Commission Expires Oct 20 2012

My Commission Expires: 10/20/2020

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): **Welltower Pegasus Landlord, LLC**

Operator(s): **Welltower Pegasus Tenant, LLC**

Title/Date: Manager

Chris Holte
Aug. 28th, 2018

SWORN to and subscribed before me, this 28th day of August, 2018.

(Seal)

Jo Ann Marchica
Notary Public

My Commission Expires: 10/20/2020

JO ANN MARCHICA
Notary Public, State of New York
No 02MA6195029
Qualified in Queens County 20-JK
Commission Expires Oct 20 2022

Author: Alva M. Lambert

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

History: New Rule

Schedule I

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).

The Applicant will offer the same services (specialty care assisted living facility services) which are currently offered to residents of the facility.

2.) Whether the proposal will include the addition of any new beds.

No, the transaction will not include the addition of any new beds.

3.) Whether the proposal will involve the conversion of beds.

No, the transaction will not involve the conversion of beds.

4.) Whether the assets and stock (if any) will be acquired.

This transaction will involve a transfer of assets.