

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-N0039
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: St. Martin's in the Pines
(ADPH Licensure Name)

Physical Address: 4941 Montevallo Road
Irondale, AL 35210-2418

County of Location: JEFFERSON

Number of Beds/ESRD Stations: 128

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: Episcopal Foundation of Jefferson County

Mailing Address: 4941 Montevallo Road
Irondale, AL 35210

Operator (Entity Name): Episcopal Foundation of Jefferson County

Part III: Acquiring Entity Information

Name of Entity: Pines Birmingham PropCo, LLC

Mailing Address: 1621 Galleria Boulevard
Brentwood, TN 37027

Operator (Entity Name): Pines Birmingham OpCo, LLC

Proposed Date of Transaction is on or after: November 1, 2023

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 9,000,000.00

Type of Beds: Skilled Nursing

Number of Beds/ESRD Stations: 128

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: \$ 0.00

Projected Yearly Operating Cost: \$ 17,000,000.00

Projected Total Cost: \$ 17,000,000.00

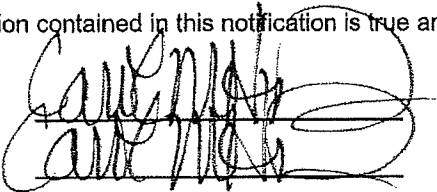
On an Attached Sheet Please Address the Following:

- 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

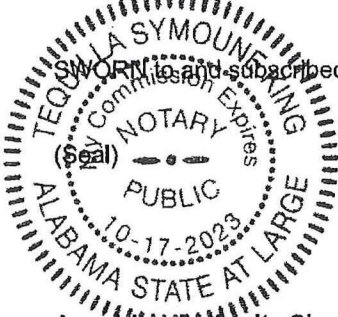
Current Authority Signature(s):

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

Owner(s):  Episcopal Foundation of Jefferson County

Operator(s):  Episcopal Foundation of Jefferson County

Title/Date: President & Chief Executive Officer



SWORN to and subscribed before me, this 3rd day of October, 2023.

Tequilla Symourne King
Notary Public

My Commission Expires: 10-17-2023

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): Mark Fusch Pines Birmingham PropCo, LLC

Operator(s): Mark Fusch Pines Birmingham OpCo, LLC

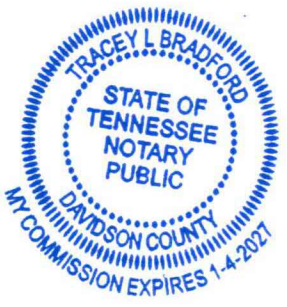
Title/Date: Chief Financial Officer

SWORN to and subscribed before me, this 3rd day of October, 2023.

Tracey Bradford
Notary Public

My Commission Expires: 1/4/2027

(Seal)



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

Attachment to
ALABAMA STATE HEALTH PLANNING AND DEVELOPMENT AGENCY
NOTICE OF CHANGE OF OWNERSHIP/CONTROL

St. Martin's in the Pines

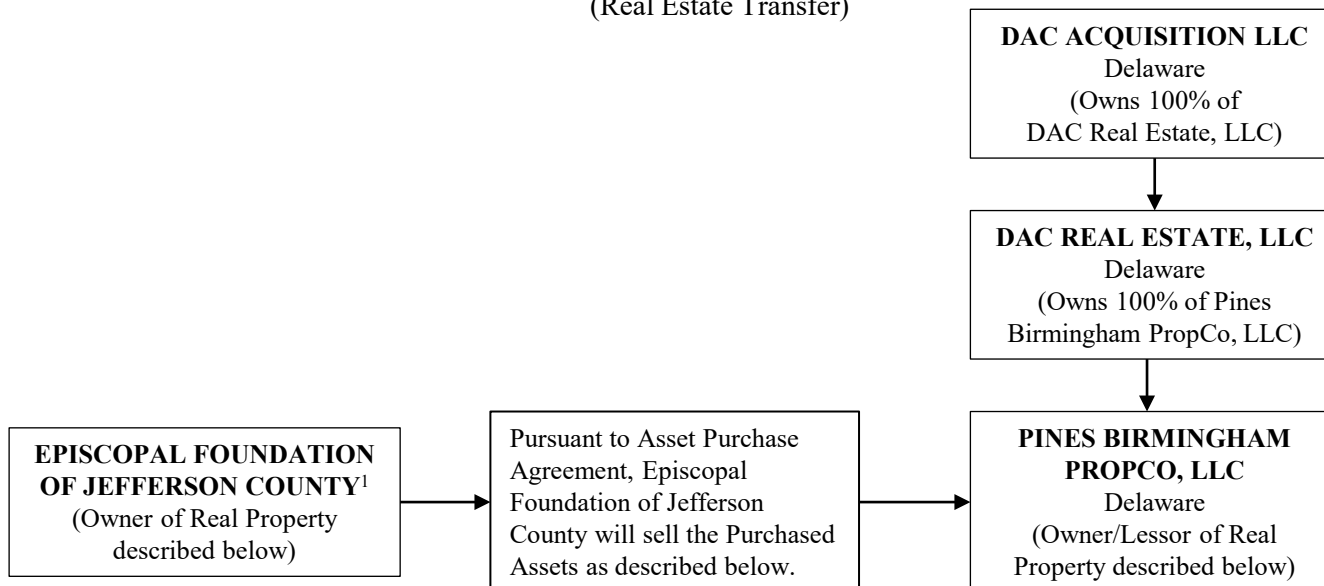
PART IV

- 1.) The services to be offered by the proposal (the applicant will state whether it 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 proposal does not involve the offering of any new services by applicant. The Facility will continue to operate as a skilled nursing facility.***
- 2.) Whether the proposal will include the addition of any new beds. ***The proposal does not include the addition of any new beds.***
- 3.) Whether the proposal will involve the conversion of beds. ***The proposal does not involve the conversion of beds.***
- 4.) Whether the assets and stock (if any) will be acquired. ***Certain assets will be acquired from the current operator used in the operation of the skilled nursing facility.***

Current Real Estate Property Owner

Post-Transaction Real Estate Property Owner

Change of Ownership Transaction
(Real Estate Transfer)



The Purchased Assets which are necessary to the operation of the business include, but not limited to: (i) the property consisting of those certain plots, pieces or parcels of land located in Birmingham/Irondale, Alabama (“Land”) and (ii) all buildings and all other structures, facilities or improvements presently or hereafter located in or on the Land, including without limitation that certain 128-bed skilled nursing, 40-unit assisted living, 97-unit independent living and 51-unit memory care facility commonly known as St. Martin’s in the Pines located at 4941 Montevallo Road, Birmingham/Irondale, Alabama.

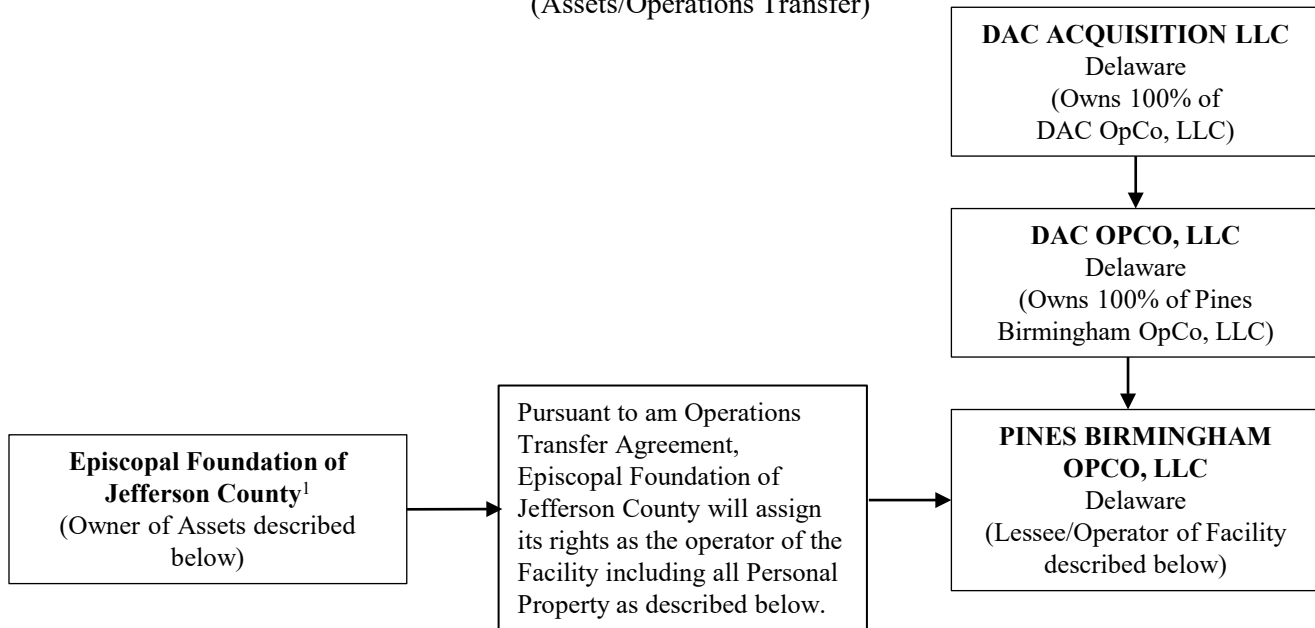
¹ Episcopal Foundation of Jefferson County is an Alabama nonprofit corporation that has no members pursuant to Alabama Code Section 10A-3-2.01(a).

CON Change of Ownership Transaction Structure
Episcopal Foundation of Jefferson County

Current Owner of the Assets

Post-Transaction Owner of the Assets

Change of Ownership Transaction
(Assets/Operations Transfer)



Episcopal Foundation of Jefferson County as the operator of the Facility will assign such rights to Pines Birmingham Opco, LLC (“New Operator”). The Operations Transfer Agreement also transfers the personal property used in connection with to New Operator. The Facility is defined as a 128-bed skilled nursing, 40-unit assisted living, 97-unit independent living and 51-unit memory care facility commonly known as St. Martin’s in the Pines located at 4941 Montevallo Road, Birmingham/Irondale, Alabama.

¹ Episcopal Foundation of Jefferson County is an Alabama nonprofit corporation that has no members pursuant to Alabama Code Section 10A-3-2.01(a).

Episcopal Foundation of Jefferson County
Attachment to Notice of Change of Ownership/Control
Revised as of October 18, 2023

Pre-Transaction Organizational Structure

**EPISCOPAL FOUNDATION OF
JEFFERSON COUNTY**

(Alabama nonprofit corporation that has
no members pursuant to Alabama Code
Section 10A-3-2.01(a))