

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: 073-6530175
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)
Name of Facility/Provider: Brookwood Baptist Medical Center
(ADPH Licensure Name)
Physical Address: 2010 Brookwood Medical Center Drive
Birmingham, Alabama 35259
County of Location: JEFFERSON
Number of Beds/ESRD Stations: 595
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: BBH BMC, LLC
Mailing Address: 2010 Brookwood Medical Center Drive
Birmingham, Alabama 35259
Operator (Entity Name): BBH BMC, LLC

Part III: Acquiring Entity Information

Name of Entity: Alabama Healthcare Holdings, LLC
Mailing Address: 2025 Third Avenue North Suite 1000
Birmingham, Alabama 35203

Part IV: Terms of Purchase

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

On an Attached Sheet Please Address the Following:

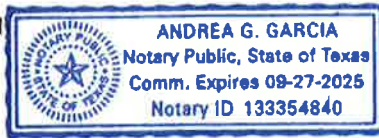
- ## Part V: Certification of Information

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

A-84

SWORN to and subscribed before me, this 28th day of August, 2024.

(Seal)



Notary Public

My Commission Expires: 9/27/2025

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: Chief Administrative Officer

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 _____ 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): M. G. [Signature]

Operator(s): _____

Title/Date: Chief Administrative Officer 08/28/2024SWORN to and subscribed before me, this 28th day of August, 2024

(Seal)

[Signature]
Notary PublicMy Commission Expires: 02/17/2027

THIRZA T. CALDWELL
Notary Public
State of Florida
Comm# HH363524
Expires 2/17/2027

Author: Alva M. Lambert

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

History: New Rule

PART IV "ATTACHED SHEET"

Part IV:

- 1) The services are the same as those presently offered by the current CON holder. There will be no extension of presently offered services, and no new services will be offered.
- 2) No new beds.
- 3) No conversion of beds.
- 4) Stock (Membership Interests) only will be acquired.

SUMMARY OF TRANSACTION

The Brookwood Baptist Health System is comprised of 3 separate joint venture entities created by Baptist Health System and 3 indirect subsidiaries of Tenet Healthcare Corporation. These indirect subsidiaries are Brookwood Health Services, Inc. (BHS), Brookwood Ancillary Holdings, Inc. (BAH), and National Surgery Center Holdings, Inc. (NSCH). These joint venture entities operate healthcare facilities in the Birmingham, Alabama area. Each joint venture entity is a limited liability company (LLC) that owns and operates assets that were previously contributed by the respective joint venture partner. Each of BHS, BAH, and NSCH, currently owns a 70% membership interest in its respective joint venture LLC and Baptist Health System owns the remaining 30% membership interest in the same LLC.¹ For simplicity, we will refer to the joint venture LLCs as LLC1 (between BHS and Baptist Health System), LLC2 (between BAH and Baptist Health System) and LLC3 (between NSCH and Baptist Health System).

The following general descriptions of the joint venture LLCs and the activities they contain are offered to provide context for the current transaction. The 3 joint venture LLCs and service lines that are the subject of this notice are as follows:

- "LLC1" owns and operates Brookwood Baptist Medical Center, f/k/a Brookwood Medical Center, and Brookwood Baptist Medical Center Freestanding Emergency Department.
- "LLC2" owns and operates hospitals and ambulatory surgery centers, including Princeton Baptist Medical Center, Shelby Baptist Medical Center, Walker Baptist Medical Center, Citizen's Baptist Medical Center, and Shelby Baptist Ambulatory Surgery Center, LLC.
- "LLC3" does not own or operate any hospitals. LLC3 will hold a 50.96% membership interest in MedPlex Surgery Center, Ltd., and a 51.78% membership interest in Alabama Digestive Health Endoscopy Center, LLC.

Orlando Health, Inc. ("OHI") is a Florida nonprofit corporation which has been granted §501(c)(3) status by the Internal Revenue Service. OHI owns a number of hospitals and ancillary activities located in the Orlando and Tampa regions of Florida, and others in Puerto Rico. Pursuant to a Unit Purchase Agreement for the transaction at hand, OHI, acting through its single member LLC, Alabama Healthcare Holdings, LLC, will purchase the LLC Membership Interests owned by BHS in LLC1, by BAH in LLC2, and by NSCH in LLC3. Once the transaction is closed, OHI will be the majority owner of each LLC with the ability to control the activities of each LLC and the assets and health care operations which each LLC owns or controls. Direct ownership of the entities held by the LLCs, and which hold the operating licenses to provide health care services will not change as a result of this transaction. To be clear, after the close of the transaction, the licensed entities owned by the LLCs will have the same tax identification numbers, national provider numbers, and Medicare and Medicaid provider numbers.

The transaction is a "stock" transaction in which the membership interests in LLC1, LLC2 and LLC3 are being acquired in a single transaction. Since this is a single stock transaction, the purchase price has not been, and cannot be, "allocated" as to each individual facility which holds

a CON or license. Rather, the purchase price reflects the negotiated price for the membership interests of all 3 LLCs. The ultimate purchase price will not be determined until after closing, due to negotiated adjustments that will be made in the 4th quarter of 2024. However, the purchase price is generally anticipated to be between \$775 million and \$910 million after all adjustments are made.

The transaction parties are Alabama Healthcare Holdings, LLC, which is a single member Alabama LLC of which OHI is the sole member, as purchaser, and BHC, BAH and NSCH as sellers. The transaction is anticipated to close on September 30, 2024.

ⁱ Contemporaneously with closing of the transaction, Baptist Health System will sell and convey to OHI an additional 10% membership interest in each of BHS, BAH, and NSCH, resulting in OHI holding an 80% membership interest in the respective joint venture entities.

Separate entities owned as single member LLCs by each joint venture LLC:

“LLC1” [Legal Name Brookwood Baptist Health 1, LLC]

Certificate of Need	Alabama State Health Planning and Development Agency	Brookwood Baptist Medical Center	BBH BMC, LLC	2010 Brookwood Medical Center Drive Birmingham, AL 35209
Certificate of Need	Alabama State Health Planning and Development Agency	Brookwood Baptist Medical Center Freestanding Emergency Department	BBH BMC, LLC	7131 Cahaba Valley Road Hoover, AL35242

“LLC2” [Legal Name Brookwood Baptist Health 2, LLC]

Certificate of Need	Alabama State Health Planning and Development Agency	Shelby Baptist Ambulatory Surgery Center	Shelby Baptist Ambulatory Surgery Center, LLC	1010 First Street North Alabaster, AL 35007
Certificate of Need	Alabama State Health Planning and Development Agency	Walker Baptist Medical Center Outpatient Surgery Center	BBH WBMC, LLC	1323 Summit Drive Jasper, AL 35501
Certificate of Need	Alabama State Health Planning and Development Agency	Citizens Baptist Medical Center	BBH CBMC, LLC	604 Stone Avenue Talladega, AL 35160
Certificate of Need	Alabama State Health Planning and Development Agency	Princeton Baptist Medical Center	BBH PBMC, LLC	701 Princeton Avenue SW Birmingham, AL 35211
Certificate of Need	Alabama State Health Planning and Development Agency	Shelby Baptist Medical Center	BBH SBMC, LLC	1000 First Street North Alabaster, AL 35007
Certificate of Need	Alabama State Health Planning and Development Agency	Walker Baptist Medical Center	BBH WBMC, LLC	3400 Hwy. 78 East Jasper, AL 35501

“LLC3” [Legal Name Brookwood Baptist Health 3, LLC]

Certificate of Need	Alabama State Health Planning and Development Agency	MedPlex Surgery Center, Ltd.		4511 Southlake Parkway Birmingham, AL 35244
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Certificate of Need	Alabama State Health Planning and Development Agency	Alabama Digestive Health Endoscopy Center, LLC		2018 Brookwood Medical Center Drive Birmingham, AL 35209
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LLC1

Before

After

