



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**

ROY COOPER • Governor

KODY H. KINSLEY • Secretary

MARK PAYNE • Director, Division of Health Service Regulation

VIA EMAIL ONLY

September 14, 2022

Anna Muñoz
amunoz@brookdale.com

No Review

Record #: 4030
Date of Request: September 8, 2022
Facility Name: Brookdale South Charlotte
FID #: 960963
Business Name: Brookdale Place of South Charlotte, LLC
Business #: 292
Project Description: Change in indirect corporate ownership
County: Mecklenburg

Dear Ms. Muñoz:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence regarding the project described above. Based on the CON law **in effect on the date of this response to your request**, the project as described is not governed by, and therefore, does not currently require a certificate of need. If the CON law is subsequently amended such that the above referenced proposal would require a certificate of need, this determination does not authorize you to proceed to develop the above referenced proposal when the new law becomes effective.

This determination is binding only for the facts represented in your correspondence. If changes are made in the project or in the facts provided in the correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office.

Please do not hesitate to contact this office if you have any questions.

Sincerely,

Julie M. Faenza
Project Analyst

Micheala Mitchell
Chief

cc: Adult Care Licensure Section, DHSR
Robb Leandro (robbleandro@parkerpoe.com)

NC DEPARTMENT OF HEALTH AND HUMAN SERVICES • DIVISION OF HEALTH SERVICE REGULATION
HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION

LOCATION: 809 Ruggles Drive, Edgerton Building, Raleigh, NC 27603
MAILING ADDRESS: 809 Ruggles Drive, 2704 Mail Service Center, Raleigh, NC 27699-2704
<https://info.ncdhhs.gov/dhsr/> • TEL: 919-855-3873

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER



September 8, 2022

VIA EMAIL: Lisa.Pittman@dhhs.nc.gov

Lisa Pittman
Assistant Chief, Certificate of Need
North Carolina Division of Health Service Regulation
Healthcare Planning and Certificate of Need Section
801 Biggs Drive, Raleigh, NC 27603

Re: Brookdale South Charlotte, 5515 Rea Road, Charlotte, NC 28226; License Number:
HAL-060-101
Internal Reorganization

Dear Ms. Pittman:

We respectfully submit this notice to provide an update regarding a proposed internal reorganization involving the above-referenced Adult Care Home (the "Facility").

Brookdale Senior Living Inc. ("Brookdale") and its affiliates intend to effect an internal reorganization that will transfer ownership of the 100% equity interest in the adult care home licensee and certificate of need holder ("CON"), Brookdale Place of South Charlotte, LLC, an indirect, wholly-owned subsidiary of Brookdale, to BKD X Holdings, LLC, a newly-formed indirect subsidiary of Brookdale (the "Reorganization"). The Reorganization is anticipated to take place on or about September 30, 2022.

Please note that following the completion of the Reorganization the licensee and CON will continue to be an indirect, wholly owned subsidiary of Brookdale. There will be no change in the EIN/tax ID, organizing documents, offered services, service area, name, or address of the Facility as a result of the Reorganization. Both before and after the Reorganization closing date, the entity operating the Facility is Brookdale Place of South Charlotte, LLC.

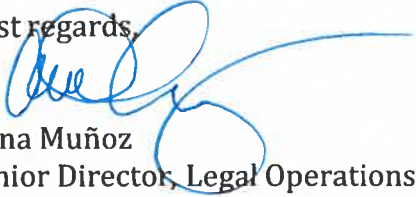
For your reference, we have enclosed a diagram that illustrates the relationship between the entities involved in the transaction.

It is our understanding that this Reorganization will not constitute a change of ownership that would require a new license or certificate of need, that no additional filings are required prior to the Reorganization taking place, that the Facility's existing license and CON will not be impacted by the Reorganization, and that we may proceed as scheduled.

We respectfully request a letter or email acknowledgment from your office confirming our understanding.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me at (414) 918-5443 or amunoz@brookdale.com.

Best regards,



Anna Muñoz
Senior Director, Legal Operations, Licensing, & Risk

Enclosure

cc: Attorney Robert Leandro, Parker Poe, robbleandro@parkerpoe.com

**North Carolina Division of Health Service Regulation
Healthcare Planning and Certificate of Need Section**

Signature: _____

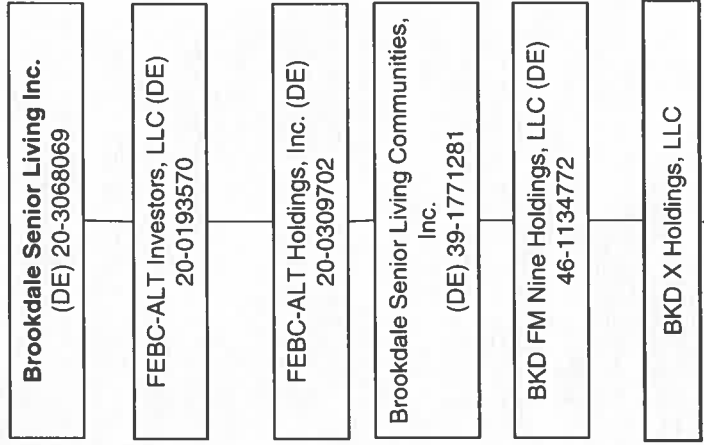
Printed Name: _____

Title: _____

Date: _____

Brookdale South Charlotte

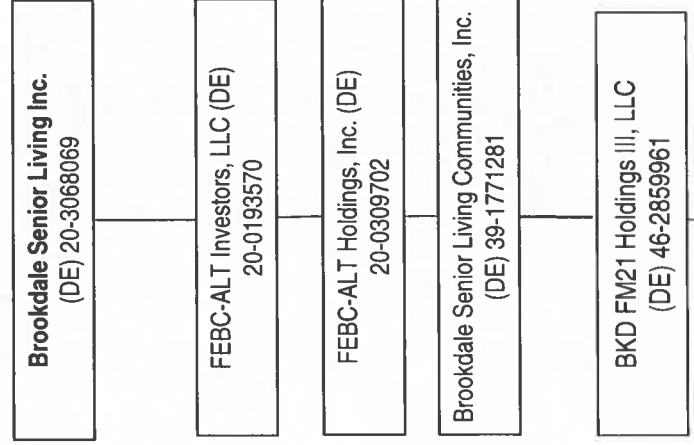
Post-Financing Structure



Brookdale Place of South Charlotte, LLC
(DE) 27-1098662
Licensee and real property owner of Brookdale South Charlotte

Same Ultimate parent

Existing Structure



Brookdale Place of South Charlotte, LLC
(DE) 27-1098662
Licensee and real property owner of Brookdale South Charlotte

Same Licensee and Real Property Owner