

**Jennifer Clark**

Partner  
JClark@Bradley.com  
205.521.8020

**Bradley**

May 19, 2016

Via Electronic Filing  
(shpda.online@shpda.alabama.gov)

**RECEIVED****MAY 19 2016**STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY

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

RE: Gadsden Regional Hospice  
CON 2354-HPC

Dear Mr. Lambert:

We respectfully submit to the State Health Planning and Development Agency ("SHPDA") this letter as an attachment to the Notice of Change of Ownership form that we are filing pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the "Rules"). The Change of Ownership involves Gadsden Home Care Services, LLC d/b/a Gadsden Regional Hospice ("Gadsden Regional Hospice"), an in-home hospice agency authorized to provide services in Blount, Calhoun, Cherokee, DeKalb, Etowah, Marshall and St. Clair Counties. The following addresses SHPDA's requirements for a change of ownership:

**I. Financial Scope of Project**

The financial scope of the project will encompass the fair market value payment that ProHealth Hospice-Gadsden, LLC will make to Gadsden Regional Hospice as consideration for the transfer of CON 2354-HPC to ProHealth Hospice-Gadsden, LLC. This transaction does not involve the purchase of any new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds set forth in Section 22-21-263(a)(2) of the Code of Alabama.

**II. Services to be Offered**

No New Services. The transaction will not result in any new or additional services to those already being provided by Gadsden Regional Hospice.

**III. Beds**

No New Beds. The contemplated transaction will not result in the addition of new beds.

No Conversion of Beds. The contemplated transaction will not result in the conversion of beds.

**IV. Stocks and Assets**


As described above, Gadsden Regional Hospice will transfer CON 2354-HPC to ProHealth Hospice-Gadsden, LLC. Other than the foregoing, the transaction will not involve the acquisition of stock or assets.

**V. Conclusion**

Based upon the above description of the proposed transaction and a showing that there will be no change in health services, conversion of beds, or increase or decrease in bed capacity, we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a certificate of need is not required for the consummation of the proposed transaction. In accordance with the SHPDA Rules, I am submitting a check in the amount of \$2,500 made payable to the Alabama State Health Planning and Development Agency.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Sincerely,

A handwritten signature in black ink that reads "Jennifer Clark". The signature is written in a cursive style with a large, looped initial "J".

Jennifer Clark

## CHANGE OF OWNERSHIP

### Part I: Purchasing Organization Information

Name of Organization: ProHealth Hospice-Gadsden, LLC

Facility Name:  
(ADPH Licensure name) Gadsden Regional Hospice

SHPDA ID Number: 055-P2506

Address (PO Box #): 717 37<sup>th</sup> Street South

City, State, Zip, County: Birmingham, Alabama 35222

Number/Type Licensed Beds: N/A

Owner(s): ProHealth Hospice-Gadsden, LLC

Operator(s): ProHealth Hospice-Gadsden, LLC

### Part II: Selling Organization Information

Name of Organization: Gadsden Home Care Services, L.L.C. d/b/a Gadsden Regional Hospice

Address (PO Box #): P.O. Box 303

City, State, Zip, County: Gadsden, Alabama 35901

Number/Type Licensed Beds: N/A

Owner(s): Gadsden Home Care Services, L.L.C.

Operator(s): Gadsden Home Care Services, L.L.C.

### Part III: Value of Consideration

Monetary Value of Purchase: Please see attached letter No./Type Beds: N/A

Terms of Purchase: Please see attached letter.  
*(add more pages as necessary to describe the sale)*

### Part IV: List of Certificate of Need Authority

Number of Beds: N/A

Types of Institutional Health Services: In-Home Hospice

List Service Area by County for Home Health Agencies: N/A

**On an Attached Sheet Please Address the Following:**

\*1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.

\*2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).

\*3.) Whether the proposal will include the addition of any new beds.

\*4.) Whether the proposal will involve the conversion of beds.

\*5.) Whether the assets and stock (if any) will be acquired.

**Part V: Certification of Information**

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

**Seller(s) Signature(s):**

Owner(s):

Operator(s):

Title/Date:

Sandra Nigton

President, Home Care Division

5/16/16

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of **\$2,500** made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☒ YES    ☐ NO

The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: \_\_\_\_\_

Title/Date: \_\_\_\_\_

List Service Area by County for Home Health Agencies: N/A

**On an Attached Sheet Please Address the Following:**

- \*1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- \*2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- \*3.) Whether the proposal will include the addition of any new beds.
- \*4.) Whether the proposal will involve the conversion of beds.
- \*5.) Whether the assets and stock (if any) will be acquired.

**Part V: Certification of Information**

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

**Seller(s) Signature(s):**

Owner(s): \_\_\_\_\_

Operator(s): \_\_\_\_\_

Title/Date: \_\_\_\_\_

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of **\$2,500** made payable to '**Alabama State Health Planning and Development Agency**' to cover the cost of the change of ownership.

☒ YES    ☐ NO

The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: \_\_\_\_\_

Title/Date: \_\_\_\_\_

Chief Executive Officer    5/19/2016