

Sep 11 2020

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

**Arnall
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September 11, 2020

VIA EMAIL [SHPDA.ONLINE@SHPDA.ALABAMA.GOV]

State Health Planning & Development Agency
CON Review Board

Re: Alabama Certificate of Need / Care First Hospice, LLC

Dear Ms. Norman:

This letter is in response to SHPDA's August 31, 2020 letter, requesting additional information for the proposed indirect change of ownership for Care First Hospice, LLC d/b/a St. Vincent's Hospice (CO2020-037). Please see below and attached for responses to SHPDA's inquiries.

1. Please clarify the current name of the provider. Agency and Alabama Department of Public Health records indicate a different facility provider name.

Answer: Please see updated application page and attachment titled "Responses to Section IV, Questions 1 through 4," which both now include the current dba name, "St. Vincent's Hospice".

2. Please clarify whether the projected Yearly Operating Cost includes new operating costs associated after the transaction or comparable with the current operating costs.

Answer: Confirmed. The Projected Yearly Operating Cost includes new operating costs associated after the transaction and is also comparable with the current operating costs.

3. The Projected Total Cost provided is incorrect. Please provide this Agency with a corrected application page for this section.

Answer: Updated page attached.

Thank you for your attention to this matter. Should you have any questions or need additional assistance, please do not hesitate to contact our office.

Sincerely,

ARNALL GOLDEN GREGORY LLP



Alexander B. Foster

Enclosure

cc: Russell Adkins, Esq.
Jessica Grozine, Esq.

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-P2346
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Care First Hospice, LLC d/b/a St. Vincent's Hospice
(ADPH Licensure Name)

Physical Address: 1400 Urban Center Dr., Suite 240
Vestavia, AL 35242

County of Location: Jefferson County

Number of Beds/ESRD Stations: None / Not Applicable (Hospice Agency)

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Bibb, Blount, Chilton, Jefferson, Shelby, St. Clair, Talladega

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: Care First Hospice, LLC

Mailing Address: 10 Cadillac Drive, Suite 400
Brentwood, TN 37027

Operator (Entity Name): Care First Hospice, LLC

Part III: Acquiring Entity Information

Name of Entity: Care First Hospice, LLC

Mailing Address: 10 Cadillac Drive, Suite 400
Brentwood, TN 37027

Responses to Section IV, Questions 1 through 4

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, Care First Hospice, LLC d/b/a St. Vincent's Hospice, has previously offered the service and the in-home hospice services offered will not change.

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

The proposal will not include the addition of new beds.

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

The proposal will not involve the conversion of beds.

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

The transaction involves a change of indirect owners of an existing licensed hospice agency, as a result of a stock transfer.

Operator (Entity Name): Care First Hospice, LLC

Proposed Date of Transaction is on or after: 9/1/2020

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ Fair market value

Type of Beds: None / Not Applicable (Hospice Agency)

Number of Beds/ESRD Stations: None / Not Applicable (Hospice Agency)

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

Projected Equipment Cost: \$ 94,986.88 (net book value)

Projected Construction Cost: \$ None

Projected Yearly Operating Cost: \$ 4,208,405

Projected Total Cost: \$ 4,303,391.88

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):  Care First Hospice, LLC

Operator(s):  Care First Hospice, LLC

Title/Date: SVP, General Counsel 8/17/20

August 17, 2020

VIA EMAIL [SHPDA.ONLINE@SHPDA.ALABAMA.GOV]

Ms. Karen McGuire
State Health Planning & Development Agency
CON Review Board

Re: Alabama Certificate of Need / Care First Hospice, LLC

Dear Ms. McGuire:

Please find enclosed an ownership update form for Care First Hospice, LLC, a hospice agency located at 1400 Urban Center Drive, Suite 240, Vestavia, Alabama 35242. We are also enclosing confirmation of payment of the application fee and before and after diagrams. The hospice agency will undergo an **internal reorganization**, resulting in a change in certain indirect owners, on September 1, 2020.

Thank you for your attention to this matter. Should you have any questions or need additional assistance, please do not hesitate to contact our office.

Sincerely,

ARNALL GOLDEN GREGORY LLP



Alexander B. Foster

Enclosure

cc: Russell Adkins, Esq.
Jessica Grozine, Esq.

Aug 18 2020

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-P2346
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Care First Hospice, LLC
(ADPH Licensure Name)

Physical Address: 1400 Urban Center Dr., Suite 240
Vestavia, AL 35242

County of Location: Jefferson County

Number of Beds/ESRD Stations: None / Not Applicable (Hospice Agency)

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Bibb, Blount, Chilton, Jefferson, Shelby, St. Clair, Talladega

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: Care First Hospice, LLC

Mailing Address: 10 Cadillac Drive, Suite 400
Brentwood, TN 37027

Operator (Entity Name): Care First Hospice, LLC

Part III: Acquiring Entity Information

Name of Entity: Care First Hospice, LLC

Mailing Address: 10 Cadillac Drive, Suite 400
Brentwood, TN 37027

Operator (Entity Name): Care First Hospice, LLC

Proposed Date of Transaction is on or after: 9/1/2020

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ Fair market value

Type of Beds: None / Not Applicable (Hospice Agency)

Number of Beds/ESRD Stations: None / Not Applicable (Hospice Agency)

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

Projected Equipment Cost: \$ 94,986.88 (net book value)

Projected Construction Cost: \$ None

Projected Yearly Operating Cost: \$ 4,208,405

Projected Total Cost: \$ 4,208,405

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.

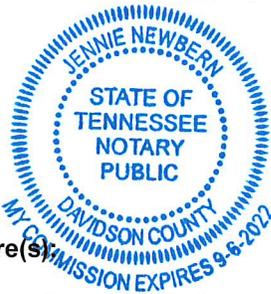
Owner(s):  Care First Hospice, LLC

Operator(s):  Care First Hospice, LLC

Title/Date: SVP, General Counsel 8/17/20

SWORN to and subscribed before me, this 17 day of August, 2020

(Seal)



Jennie Newbern
Notary Public

My Commission Expires: 9/6/22

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.

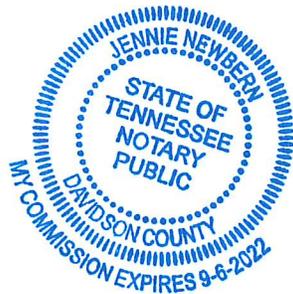
Purchaser(s): [Signature] Care First Hospice, LLC

Operator(s): [Signature] Care First Hospice, LLC

Title/Date: SVP, General Counsel 8/17/20

SWORN to and subscribed before me, this 17 day of August, 2020

(Seal)



Jennie Newbern
Notary Public

My Commission Expires: 9/6/22

Author: Alva M. Lambert

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

History: New Rule

Responses to Section IV, Questions 1 through 4

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, Care First Hospice, LLC d/b/a Compassus Southern Alabama, has previously offered the service and the in-home hospice services offered will not change.

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

The proposal will not include the addition of new beds.

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

The proposal will not involve the conversion of beds.

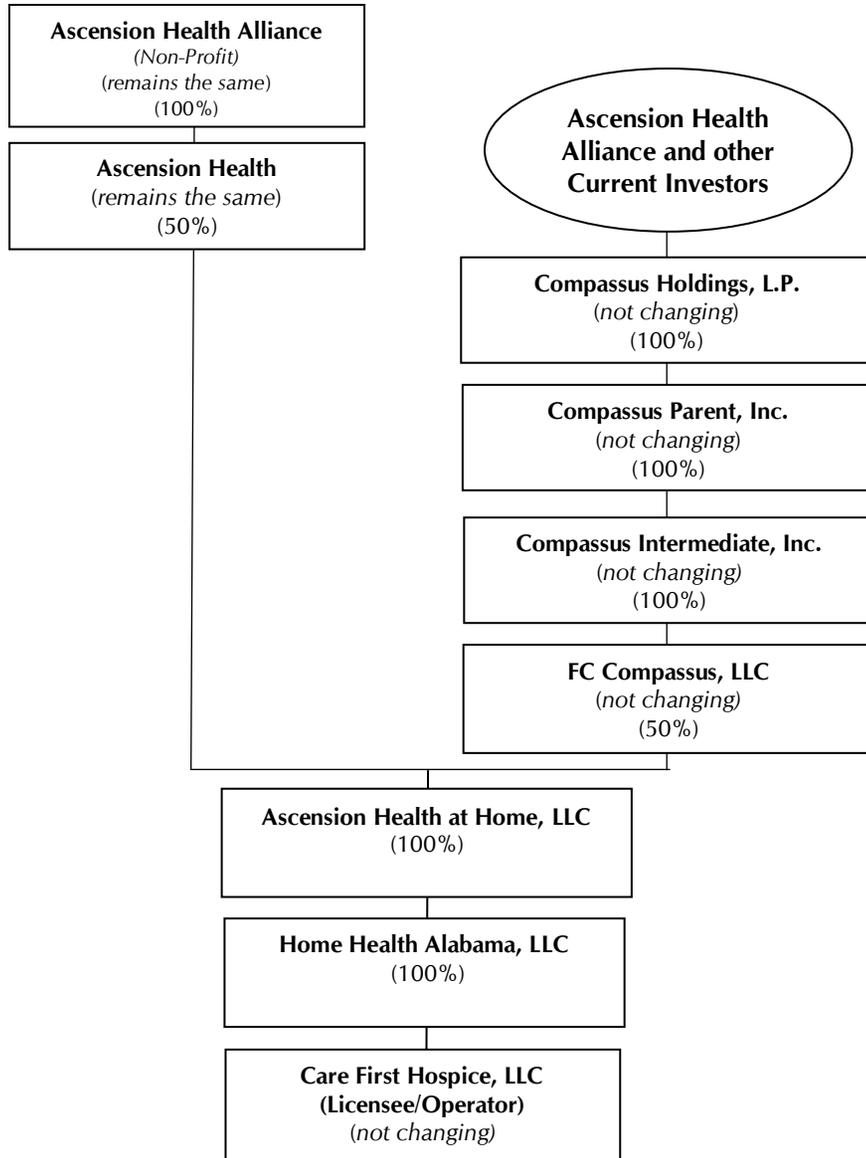
4. Whether the assets and stock (if any) will be acquired.

The transaction involves a change of indirect owners of an existing licensed hospice agency, as a result of a stock transfer.

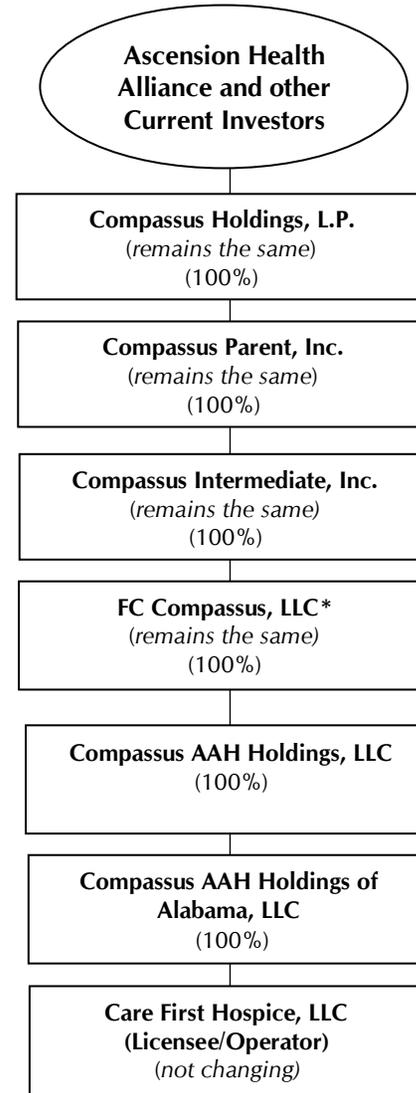
Summary Overview of Corporate Restructuring

ALABAMA

CURRENT



PROPOSED



15389041v1

*As a result of the proposed corporate restructuring, FC Compassus, LLC will increase its indirect ownership of the Licensee/Operator from 50% to 100%.
Please let us know if you would like additional information regarding the restructuring.