

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: 097-P2500, 097-P2500A, 097-P2500B
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Springhill Home Health & Hospice
(ADPH Licensure Name)

Physical Address: 22 N. Mobile Street
Mobile, AL 36607

County of Location: Mobile

Number of Beds/ESRD Stations: N/A - Hospice

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Mobile, Baldwin, and Washington Counties

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: HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

Mailing Address: 22 N Mobile St, Mobile, AL 36607

Operator (Entity Name): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

Part III: Acquiring Entity Information

Name of Entity: HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

Mailing Address: 22 N Mobile St, Mobile, AL 36607

Operator (Entity Name): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

Proposed Date of Transaction is on or after: On or around March 31, 2021.

Part IV: Terms of Purchase

Monetary Value of Purchase: Please see accompanying letter.

Type of Beds: N/A - Hospice

Number of Beds/ESRD Stations: N/A - Hospice

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

Projected Equipment Cost: \$ Please see accompanying letter.

Projected Construction Cost: \$ Please see accompanying letter

Projected Yearly Operating Cost: \$ Please see accompanying letter.

Projected Total Cost: \$ Please see accompanying letter.

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): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

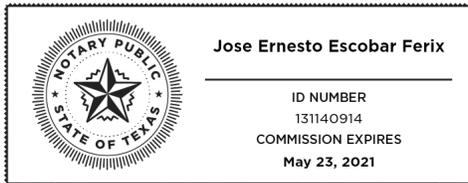
By: David Kosloff David Kosloff
Print Sign

Its: Chief Financial Officer 02/20/2021
Title Date

Operator(s): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice David Kosloff
Sign

SWORN to and subscribed before me, this 20th day of February, 2021.

(Seal)



Jose Ernesto Escobar Ferix
Notary Public

My Commission Expires: 05/23/2021

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.

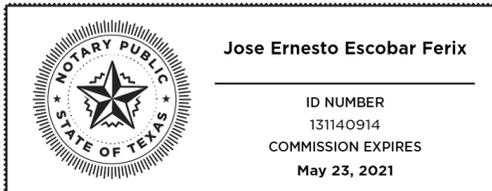
Purchaser(s): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice

By: David Kosloff David Kosloff
Print Sign

Its: Chief Financial Officer 02/20/2021
Title Date

Operator(s): HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice David Kosloff
Sign

SWORN to and subscribed before me, this 20th day of February, 2021.



Jose Ernesto Escobar Ferix
Notary Public

My Commission Expires: 05/23/2021

Notarized online using audio-video communication

Jennifer Clark
jclark@bradley.com
205.521.82020 direct



February 22, 2021

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

Emily T. Marsal, Esq.
Executive Director
State Health Planning and Developing Agency
100 North Union Street, Suite 870
Montgomery, AL 36104

RE: Notice of Proposed CON Change of Ownership
Springhill Home Health and Hospice, SHPDA ID 097-P2500
Springhill Hospice – Baldwin County, SHPDA ID 097-P2500A
Springhill Hospice – Citronelle, SHPDA ID 097-P2500B

Dear Ms. Marsal:

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”). This filing is to inform you of an anticipated change in the indirect owner of HomeChoice of Alabama, LLC d/b/a Springhill Home Health and Hospice (“Springhill”). Springhill operates a hospice agency (“Agency”) under the facility identification numbers listed above, pursuant to the consolidated Certificate of Need authority issued under CON 2500-HPC and CON 2324-HPC.¹ The proposed restructuring will not result in any change in the direct ownership of Springhill, nor will it result in any change in the legal business name, federal tax identification number, or Medicare provider number.

In the proposed transaction, Phoenix Parent Holdings Inc. (“Buyer”) will acquire one hundred percent (100%) of the issued and outstanding shares of capital stock of Silverton Holdings, Inc., an indirect upstream owner of Springhill. The proposed transaction will not result in any change in the direct ownership of the legal entity that owns and operates the Agency. Instead, the proposed transaction will result in a change in the ownership structure several levels up the ownership chain from the legal entity that owns and operates the Agency. The transaction is expected to take place on or around March 31, 2021. Organizational charts outlining the business structure before and after the proposed transaction are attached as Exhibit A and Exhibit B, respectively.

¹ In RV2021-006, issued on January 22, 2021, SHPDA approved Springhill’s proposal to relocate from its current location at 22 North Mobile Street, Mobile, Alabama 36607, to 10 Mobile Street, Mobile Alabama 36607. Springhill anticipates the relocation will be complete on or around April 16, 2021.

The proposed transaction will not result in the addition of any new beds, the conversion of existing beds, or a change in the services provided. The proposed transaction does not involve the purchase of new equipment, the undertaking of new construction, or the addition of new operating costs. The proposed transaction does not involve any new costs associated with the Agency exceeding any of the following thresholds: \$3,079,347 for major medical equipment, \$1,231,738 for new annual operating cost, and \$6,158,695 for any other capital expenditure. The financial scope of the proposed transaction will encompass the fair market value payment that Buyer will make as consideration for transfer of one hundred percent (100%) of the equity interests in Silverton Holdings, Inc.²

Based on the above description of the proposed transaction, we respectfully request that you exercise your authority under Ala. Admin. Code § 410 -1-7-.04(2) to determine that a certificate of need is not required for the consummation of the proposed transaction. In accordance with Ala. Admin. Code § 410-1-7-.04(2), a check in the amount of \$2,500.00 made payable to the Alabama State Health Planning and Development Agency will be submitted for the reviewability determination fee.

Should you have any questions or need any additional information, please do not hesitate to contact me. Thank you in advance for your assistance with this matter.

With Best Regards,



Jennifer Clark

JHC

Enclosures

CC: Holly Hosford
Sydney H. Willmann

² Pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), a subsidiary of the Buyer ("Merger Sub") will merge with and into Silverton Holdings, Inc. Silverton Holdings, Inc. will be the surviving entity in the merger. Immediately following the consummation of the transactions described in the Merger Agreement, Silverton Holdings, Inc. will become an indirect, wholly-owned subsidiary of the Buyer.

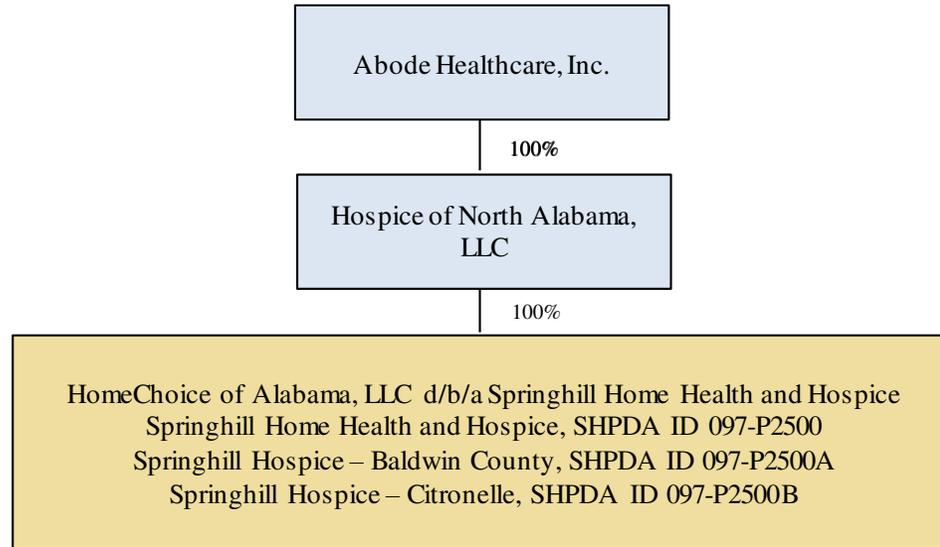
Pre-Closing Organization Chart – Exhibit A

Key

- Indirect Owner
- Provider
- New Owner



Provider Entities



Post-Closing Organization Chart – Exhibit B



Key

- Indirect Owner
- Provider
- New Owner

Provider Entities
(no changes post-close)

