

April 9, 2021

Via Electronic Mail

Alabama State Health Planning and Development Agency

Shpda.online@shpda.alabama.gov

Cc: Karen.Mcguire@shpda.alabama.gov

Re: Notice of Change of Ownership – Hospice Services of Alabama, LLC

Dear Sir or Madam:

Enclosed please find a Notice of Change of Ownership form for Hospice Services of Alabama, LLC (the “Provider”), facility ID 117-P2462, located at 1000 Southlake Drive, Suite 100, Birmingham, AL 35244 (the “Parent Office”). The Provider currently operates satellite offices located at 10645 Alabama Highway 168, Boaz, Alabama, 35957 and 20 North Main Street, Rockford, Alabama, 35136 (collectively, the “Satellite Offices”). Based on our conversation with Ms. McGuire on April 7, 2021, we understand that the Satellite Offices are appropriately linked to the Parent’s Certificate of Need in SHPDA’s system although they are not included in the SHPDA facility ID database, which we understand from Ms. McGuire is not kept up to date.

Adoration Hospice Care of Alabama, LLC (the “Applicant”) plans to acquire the assets of the Provider on or about June 1, 2021 (the “Acquisition”). In relation to that, please note the following information regarding the Acquisition:

- (1) The Applicant will offer the same in-home hospice services as the Provider has offered;
- (2) The Applicant will provide in-home hospice services within the geographic area covered by the Provider’s Certificate of Need;
- (3) The Applicant will operate out of the same three offices from which the Provider currently operates – the Parent office and the Satellite Offices listed above;
- (4) The Applicant does not plan to relocate any of the facilities in conjunction with the Acquisition. If the Applicant decides to move locations in the future, it will take the proper steps to do so;
- (5) The Applicant has not previously offered in-home services in the state of Alabama; and

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(6) The Applicant will not add or convert any beds. The Applicant provides in-home hospice services only.

We trust that the information provided to you in the enclosed Notice of Change of Ownership is sufficient for your review. Please contact me at sarina.glick@btlaw.com or (740) 272-7431 should you require additional information.

Sincerely,

A handwritten signature in cursive script that reads "Sarina Glick".

Sarina Glick

Encl.

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: 117-P2462
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Hospice Services of Alabama, LLC
(ADPH Licensure Name)

Physical Address: 1000 Southlake Park, Suite 100
Birmingham, AL 35244

County of Location: SHELBY 

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Autauga, Bibb, Blount, Calhoun, Cherokee, Chilton, Clay, Coosa,

Cullman, Dekalb, Elmore, Etowah, Jackson, Jefferson, Madison, Marshall, Montgomery

Morgan, Shelby, St. Clair, Talladega, Tallapoosa, Tuscaloosa, and Walker 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: Hospice Services of Alabama, LLC

Mailing Address: 1000 Southlake Park, Suite 100
Birmingham, AL 35244

Operator (Entity Name): Hospice Services of Alabama, LLC

Part III: Acquiring Entity Information

Name of Entity: Adoration Hospice Care Alabama, LLC

Mailing Address: 805 N. Whittington Parkway, Suite 400
Louisville, KY 40222

Operator (Entity Name): Adoration Hospice Care Alabama, LLC

Proposed Date of Transaction is on or after: June 1, 2021

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 5,900,000.00

Type of Beds: N/A (in-home hospice)

Number of Beds/ESRD Stations: 0

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

Projected Equipment Cost: \$ 0.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 2,500,000.00

Projected Total Cost: \$ 2,500,000.00

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.

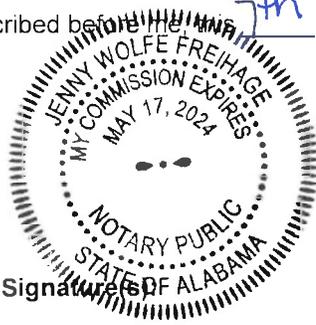
Owner(s): [Signature] HOSPICE SERVICES OF ALABAMA, LLC

Operator(s): JOHN M. ORR

Title/Date: MEMBER/MNGR. 4/1/2021

SWORN to and subscribed before me this 7th day of April, 2021.

(Seal)



Jenny Wolfe Freihage
Notary Public

My Commission Expires: 5/17/2024

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: _____

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.

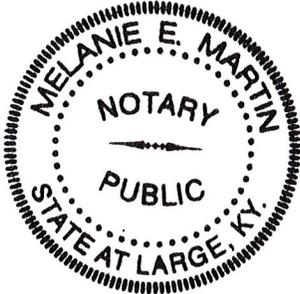
Purchaser(s): Margaret Sherry Pemberton Margaret Sherry Pemberton

Operator(s): Margaret Sherry Pemberton Margaret Sherry Pemberton

Title/Date: Vice President 04/17/2021

SWORN to and subscribed before me, this 7th day of April, 2021.

(Seal)



Melanie E. Martin
Notary Public

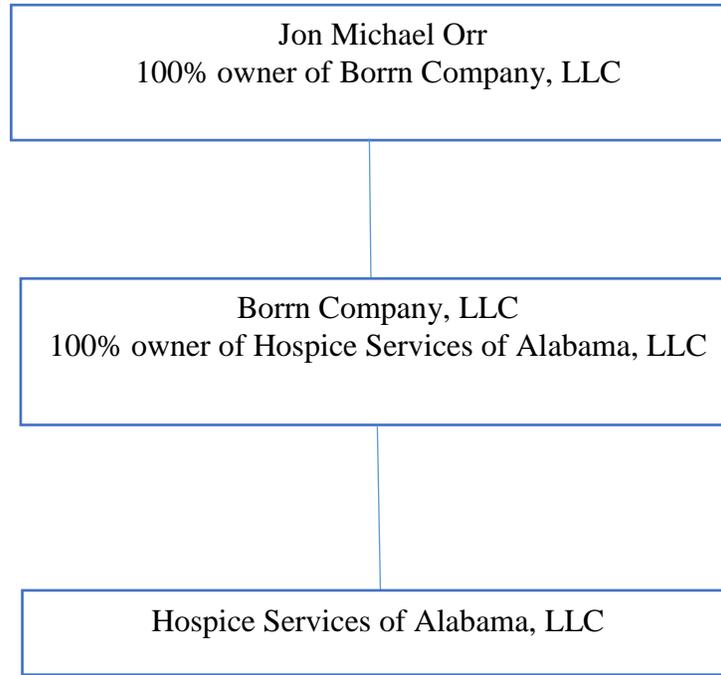
My Commission Expires: 02/21/2022

Author: Alva M. Lambert

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

History: New Rule

Current Ownership Structure



Proposed Ownership Structure

Adoration Hospice Care Alabama, LLC ORGANIZATIONAL CHART

