

CHRISTOPHER L. RICHARD  
DIRECT DIAL: 334.409.2233  
EMAIL: CRICHARD@GILPINGIVHAN.COM

April 30, 2021

**SENT THIS DATE VIA EMAIL ONLY TO:**

shpda.online@shpda.alabama.gov

Alabama State Health Planning and Development Agency  
RSA Union Building  
100 North Union Street, Suite 870  
Montgomery, Alabama 36104

Re: CO2021-026, Hospice of Montgomery (SHPDA ID: 101-P2507)  
Our File No. 2557.1150

To Whom It May Concern:

Please find below additional information filed on behalf of Jackson Hospital & Clinic, Inc. ("Jackson") in response to your request for additional information dated April 29, 2021. As we understand your request, there are two issues that require clarification: (1) the process for completion of the Affiliation of Hospice of Montgomery with Jackson Hospital & Clinic, Inc.; and (2) the service area for Hospice of Montgomery. Each issue is addressed separately below.

**(1) Affiliation Process.** Currently, Hospice of Montgomery is a non-member nonprofit corporation organized under Alabama law. As part of the Affiliation, Hospice of Montgomery will amend its Articles of Incorporation and adopt Amended and Restated Bylaws which (i) name Jackson as the sole member of Hospice of Montgomery with certain reserved powers held by Jackson as the sole member; and (ii) reorganize the board of directors of Hospice of Montgomery such that a majority (6) of the directors on the board are appointed by Jackson (the "Jackson Directors"), and the remainder (5) are appointed by the existing board of directors of Hospice of Montgomery (the "Hospice Directors") for an initial five-year term following completion of the Affiliation. After the initial five-year period, all directors on Hospice of Montgomery's board of directors will be appointed by Jackson as the sole member. As a result of the Affiliation, Jackson will have control of Hospice of Montgomery because Jackson will have the power to appoint a majority (and eventually all) of the board of directors and will also hold certain reserved powers as the sole member.

**(2) Service Area.** The exclusion of Autauga, Bullock, Butler, Chilton, Crenshaw, Elmore, Lowndes, Macon, and Tallapoosa counties from the original filing was unintentional and an error on my part. The parties do not intend to relinquish Certificate of Need authority for any of the counties currently covered by the Certificate of Need for Hospice of Montgomery. The parties intend that Hospice of Montgomery will continue to operate in Montgomery, Autauga, Bullock, Butler, Chilton, Crenshaw, Elmore, Lowndes, Macon, and Tallapoosa counties. I apologize for any confusion or inconvenience created by this omission on the original filing.

State Health Planning and Development Agency  
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Should you have any questions or need additional information in order to process this request, please do not hesitate to contact me.

Very truly yours,

GILPIN GIVHAN, PC



Christopher L. Richard

CLR:lt

Enclosures

cc: Joe B. Riley, CEO ([Joe.Riley@jackson.org](mailto:Joe.Riley@jackson.org))

Ben Wells, CFO ([Ben.Wells@jackson.org](mailto:Ben.Wells@jackson.org))

Richard Calhoun, Attorney for Hospice of Montgomery ([Richard.Calhoun@chlaw.com](mailto:Richard.Calhoun@chlaw.com))



CO2021-026  
**RECEIVED**  
**Apr 22 2021**  
STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

CHRISTOPHER L. RICHARD  
DIRECT DIAL: 334.409.2233  
EMAIL: CRICHARD@GILPINGIVHAN.COM

**April 22, 2021**

Alabama State Health Planning and Development Agency  
RSA Union Building  
100 North Union Street, Suite 870  
Montgomery, Alabama 36104

*Re:* Notice of Change of Ownership – Hospice of Montgomery, Inc.  
Our File No. 2557.1150

To Whom It May Concern:

Pursuant to Ala. Code § 22-21-270 and Ala. Admin. Code r. 410-1-7-.04, please find enclosed herewith a Notice of Change of Ownership/Control for Hospice of Montgomery ("HOM", Facility ID No. 101-P2507). Our client, Jackson Hospital & Clinic, Inc. ("Jackson"), is pursuing an affiliation (the "Affiliation") with HOM in which Jackson will be named the sole member of HOM and will also appoint six of the directors on the Board of Directors of HOM, with the remaining five directors being named by the existing Board of Directors of HOM for an initial five-year period following completion of the Affiliation. No assets or stock will be purchased or sold as part of the Affiliation.

The Affiliation will not involve the addition of any new beds or institutional health services, and no beds will be converted as part of the Affiliation. In addition, there will not be any new equipment or construction costs associated with the Affiliation. Additional information regarding the Affiliation is included herewith. Also enclosed is proof of payment of the requiring filing fee associated with the Notice of Change of Ownership/Control.

Should you have any questions or need additional information in order to process this request, please do not hesitate to contact me.

Very truly yours,

GILPIN GIVHAN, PC

Christopher L. Richard

CLR:lt  
Enclosures  
cc: Joe B. Riley, CEO ([Joe.Riley@jackson.org](mailto:Joe.Riley@jackson.org))  
Ben Wells, CFO ([Ben.Wells@jackson.org](mailto:Ben.Wells@jackson.org))  
Richard Calhoun, Attorney for Hospice of Montgomery ([Richard.Calhoun@chlaw.com](mailto:Richard.Calhoun@chlaw.com))

**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: 101-P2507  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Hospice of Montgomery  
(ADPH Licensure Name)

Physical Address: 1111 Holloway Park  
Montgomery, Alabama 36117

County of Location: Montgomery

Number of Beds/ESRD Stations: 0 (In-Home Hospice)

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Montgomery County

**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 of Montgomery, Inc.

Mailing Address: 1111 Holloway Park  
Montgomery, Alabama 36117

Operator (Entity Name): Hospice of Montgomery, Inc.

**Part III: Acquiring Entity Information**

Name of Entity: Jackson Hospital & Clinic, Inc.

Mailing Address: 1725 Pine Street  
Montgomery, Alabama 36106

Operator (Entity Name): Jackson Hospital & Clinic, Inc.

Proposed Date of Transaction is on or after: May 14, 2021

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ N/A; however, the Acquiring Entity may incur certain operational expenses on behalf of the Current Authority after completion of the proposed transaction

Type of Beds: In-Home Hospice

Number of Beds/ESRD Stations: 0 (In-Home Hospice)

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

Projected Equipment Cost: \$ 0

Projected Construction Cost: \$ 0

Projected Yearly Operating Cost: \$ 900,000

Projected Total Cost: \$ 900,000

**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):  Jason J. Bryant  
as President of Owner

Operator(s):  as President of Operator

Title/Date: President / 4-20-2021

SWORN to and subscribed before me, this 20<sup>th</sup> day of April, 2021.

(Seal)



Richard Calhoun  
Notary Public

My Commission Expires: 2/19/2023

**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): Jackson Hospital & Clinic, Inc.

Operator(s): Joe B. Riley

Title/Date: Member

Joe B. Riley  
4/21/21

SWORN to and subscribed before me, this 21 day of April, 2021.

(Seal)



Susan R. Baxter  
Notary Public

My Commission Expires: 8.28.2024

Author: Alva M. Lambert  
Statutory Authority: § 22-21-271(c), Code of Alabama, 1975  
History: New Rule

**ADDENDUM TO PART IV:**  
**SHPDA NOTICE OF CHANGE OF OWNERSHIP/CONTROL**

1. The Applicant has not previously offered the services provided by the Current Authority. The Applicant will continue to provide the same services after completion of the proposed transaction, but no new services will be provided. The Applicant may in the future pursue development of an inpatient hospice program, including all necessary licenses and approvals associated therewith. However, this is not a part of the proposed transaction.
2. This transaction will not include the addition of any new beds. The Applicant may in the future pursue development of an inpatient hospice program, including all necessary licenses and approvals associated therewith. However, this is not a part of the proposed transaction.
3. This transaction will not involve the conversion of any beds.
4. This transaction involves the substitution of the Applicant as the sole member of the Current Authority, an Alabama non-profit corporation. The Applicant will also appoint six (6) members of the Current Authority's Board of Directors, and the remaining five (5) directors will be appointed by the existing Board of Directors of the Current Authority for the five (5) year period following completion of the proposed transaction. No assets or stock will be purchased or sold.