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CO2021-029

RECEIVED

May 20 2021

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

May 20, 2021

**VIA ELECTRONIC FILING**

[Shpda.online@shpda.alabama.gov](mailto: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 Change of Ownership-  
Nurse on Call, f/k/a Brookdale Home Health Birmingham (No. 009-  
H7132)**

Dear Ms. Marsal:

Pursuant to Ala. Admin. Code § 410-1-7-.04, we respectfully submit the attached Notice of Change of Ownership form to inform the State Health Planning and Development Agency (“SHPDA”) of an anticipated change in the ownership of Innovative Senior Care Home Health of Alabama, LLC (the “Licensee”). The Licensee owns the assets of Nurse on Call, f/k/a Brookdale Home Health Birmingham, a home health agency located at 1104 2<sup>nd</sup> Ave East, Ste C, Oneonta, AL 35121 (the “Agency”). The Agency has been issued facility identification number 009-H7132 by SHPDA. ARC Therapy Services, LLC (the “Parent Company”) currently owns 100% of the membership interests of the Licensee. American Retirement Corporation (the “Grandparent Company”) owns 100% of the membership interests of Parent Company.

Anticipated to be effective July 1, 2021 (the “Effective Date”), Grandparent Company will transfer 100% of the membership interests of the Parent Company to Health at Home-BHS, LLC, a joint venture between H3OT Corp., LLC (“Buyer”) and affiliates of Grandparent Company (the “Transaction”). In connection with the Transaction, it is further contemplated that Parent Company may insert one or more holding companies between Parent Company and Licensee for tax purposes.

Although the current Licensee will continue to own and operate the Agency, it is our understanding that the Transaction would constitute a “change of control,” for which the Agency must submit prior notification to SHPDA. To that end, we have enclosed a fully executed change of ownership form.

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), we have submitted \$2,500.00 for the reviewability determination fee via online payment.

May 20, 2021  
Page 2

Thank you in advance for your assistance with this matter. Should you have any questions or need any additional information, please do not hesitate contact me at 1 (615) 850-8903.

Very truly yours,

*W. Tyler Gilbert*  
W. Tyler Gilbert (sjm)

WTG: Enclosures  
Cc: Colin.Luke@wallerlaw.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: \_\_\_\_\_  
 (This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: \_\_\_\_\_  
 (ADPH Licensure Name)

Physical Address: \_\_\_\_\_  
 \_\_\_\_\_

County of Location: \_\_\_\_\_

Number of Beds/ESRD Stations: \_\_\_\_\_

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

**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: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
 \_\_\_\_\_

Operator (Entity Name): \_\_\_\_\_

**Part III: Acquiring Entity Information**

Name of Entity: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
 \_\_\_\_\_

Operator (Entity Name): Innovative Senior Care Home Health of Alabama, LLC

Proposed Date of Transaction is on or after: 07/01/2021

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ See attached letter

Type of Beds: N/A

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: \$ \_\_\_\_\_

Projected Construction Cost: \$ \_\_\_\_\_

Projected Yearly Operating Cost: \$ \_\_\_\_\_

Projected Total Cost: \$ 0.00

**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.

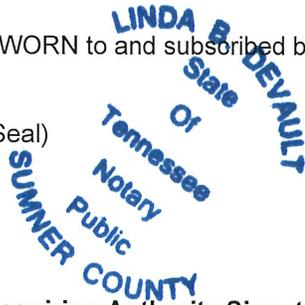
Owner(s): Innovative Senior Care Home Health of Alabama, LLC \_\_\_\_\_

Operator(s): Innovative Senior Care Home Health of Alabama, LLC \_\_\_\_\_

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

SWORN to and subscribed before me, this 19<sup>th</sup> day of May, 2021.

(Seal)



Linda B. DeVault  
Notary Public

My Commission Expires: 10-23-23

**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): H30T Corp., LLC

H30T Corp., LLC ("Licensee" entity remaining intact post-acquisition)

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

Title/Date: Officer

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): H30T Corp., LLC

[Signature]

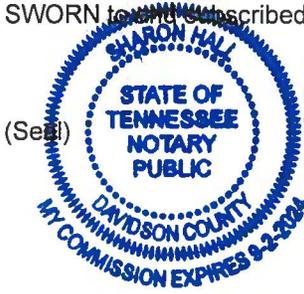
Operator(s): H30T Corp., LLC (Current operating entity will remain post-acquisition)

[Signature]

Title/Date: Officer

5/17/2021

SWORN to and subscribed before me, this 17<sup>th</sup> day of May, 2021.



(Seal)

[Signature]  
Notary Public

My Commission Expires: 9-2-2024

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

## Exhibit I

- 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 offers home health services. There will be no changes to the services offered by the applicant as a result of this transaction.

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

Not Applicable

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

Not Applicable

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

ARC Therapy Services, LLC currently owns 100% of the membership interests in Innovative Senior Care Home Health of Alabama, LLC (the "Licensee").

As described in more detail in the Notice of Proposed Change of Ownership letter dated May 20, 2021, American Retirement Corporation will transfer 100% of the membership interests of ARC Therapy Services, LLC to Health at Home-BHS, LLC, a joint venture between H3OT Corp., LLC ("Buyer") and affiliates of American Retirement Corporation (the "Transaction"). In connection with the Transaction, it is further contemplated that ARC Therapy Services, LLC may insert one or more holding companies between ARC Therapy Services, LLC and Licensee for tax purposes.

The Transaction will not result in a change in the tax identification number or service areas of the Licensee