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NORTH AMERICA SOUTH AMERICA EUROPE ASIA

**ERIC J. KNICKREHM**

Of Counsel

(202) 282-5779

eknickrehm@winston.com

August 23, 2022

Alabama State Health Planning &amp; Development Agency (SHPDA)

P.O. Box 303025

Montgomery, Alabama 36130-3025

**Re:** Notice of Change of Ownership/Control in Certificate of Need Holder – Journey Hospice of Alabama, LLC – SHPDA ID Number: 073-P2451

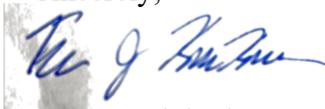
Dear Sir or Madam:

Agape Care Alabama LLC (“Acquiring Entity”) is submitting this Notice of Change of Ownership/Control in a Certificate of Need Holder to effectuate a Change of Ownership (“CHOW”) for the certificate of need held by Journey Hospice of Alabama, LLC (“Current Authority”) (SHPDA ID Number: 073-P2451). Payment of the CHOW Fee in the amount of \$2,588.50 has been made concurrent with this Notice through SHPDA’s electronic payment portal. On August 16, 2022, Acquiring Entity and Current Authority entered into an Asset Purchase Agreement for Acquiring Entity to acquire substantially all of the assets of Current Authority. Acquiring Entity and Current Authority intend to proceed to closing for the transaction immediately upon the approval of Acquiring Entity’s CHOW application by the Alabama Department of Public Health (“ADPH”) and fulfillment of this Notice of Change of Ownership/Control as required by Ala. Code § 22-21-270 *et seq.* and Ala. Admin. Code r. 410-1-7-.04.

Prior to Acquiring Entity and Current Authority entering into the Asset Purchase Agreement to consummate the contemplated transaction and CHOW between the parties, April H. Rice, the owner and facility administrator of Current Authority assigned fifty percent (50%) of her membership interests in Current Authority on April 26, 2022 to Richard K. Rice (the “Assignment”). The Assignment was completed in connection with the settlement of divorce proceedings between April H. Rice and Richard K. Rice. Current Authority did not provide notice to SHPDA or other Alabama regulatory agencies following the completion of the Assignment. Acquiring Entity understands that April H. Rice has remained the facility administrator and operator of Current Authority at all times prior to and following the Assignment.

Should SHPDA require any additional information in connection with its review and processing of this application, please do not hesitate to contact me at (202) 282-5779 or [eknickrehm@winston.com](mailto:eknickrehm@winston.com).

Sincerely,



Eric J. Knickrehm

EJK

Enclosures:

- Notice of Change of Ownership/Control Form
- Supplemental Response Attachment to Notice of Change of Ownership/Control Form
- Structure Charts Reflecting Pre-CHOW and Post-CHOW Ownership

cc Gaines Brake, Maynard Cooper Gale, Counsel to Current Authority

## 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-P2451  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Journey Hospice of Alabama  
(ADPH Licensure Name)

Physical Address: 4128 Crosshaven Drive  
Birmingham, AL 35243

County of Location: Jefferson

Number of Beds/ESRD Stations: N/A

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Tuscaloosa, Jefferson, Walker, Greene, Bibb, Pickens, and Sumter 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: Journey Hospice of Alabama, LLC

Mailing Address: 4128 Crosshaven Drive  
Birmingham, Alabama 35243

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

### Part III: Acquiring Entity Information

Name of Entity: Agape Care Alabama LLC

Mailing Address: 4128 Crosshaven Drive  
Birmingham, AL 35243

Operator (Entity Name): ACG Acquisition, LLC

Proposed Date of Transaction is on or after: 9/19/2022

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$6,250,000

Type of Beds: N/A (In-home hospice, no inpatient beds)

Number of Beds/ESRD Stations: N/A

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

Projected Equipment Cost: \$ 2,500

Projected Construction Cost: \$ 0

Projected Yearly Operating Cost: \$2,000,000

Projected Total Cost: \$ 2,002,500

**On an Attached Sheet Please Address the Following:**

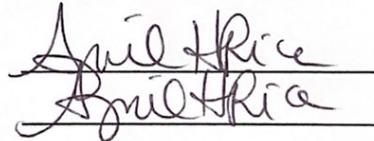
- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 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): April H. Rice



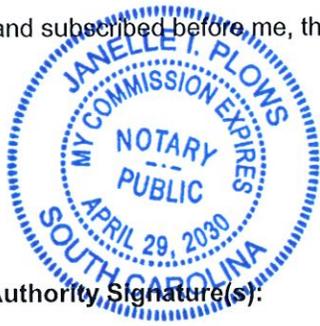
Operator(s): April H. Rice

Title/Date: Administrator

8-19-2022

SWORN to and subscribed before me, this 22 day of August, 2022.

(Seal)



Janelle I. Plows  
Notary Public

My Commission Expires: April 29, 2030

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): Agape Care Alabama LLC . Ty A. Yoo

Operator(s): Agape Care Alabama LLC . Ty A. Yoo

Title/Date: President and CEO . Ty A. Yoo

SWORN to and subscribed before me, this 22<sup>nd</sup> day of August, 2022.

(Seal)



Janelle I. Plows  
Notary Public

My Commission Expires: April 29, 2030

Author: Alva M. Lambert

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

History: New Rule

Operator (Entity Name): ACG Acquisition, LLC

Proposed Date of Transaction is on or after: 09/19/2022

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 6,250,000.00

Type of Beds: N/A (In-home hospice, no inpatient beds)

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

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

Projected Equipment Cost: \$ 2,500.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 2,000,000.00

Projected Total Cost: \$ 2,002,500.00

**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.

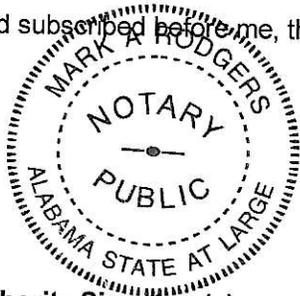
Owner(s): Richard R. Rie \_\_\_\_\_

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

Title/Date: Member \_\_\_\_\_

SWORN to and subscribed before me, this 31<sup>ST</sup> day of August, 2022.

(Seal)



Mark A. Rodgers  
Notary Public

My Commission Expires: 01-25-2023

**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

**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).**

Agape Care Alabama LLC intends to acquire the assets of Journey Hospice of Alabama LLC and provide in home hospice and palliative care services to patients in the same service areas for which Journey Hospice of Alabama LLC is permitted pursuant to Facility ID # 073-P2451.

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

No.

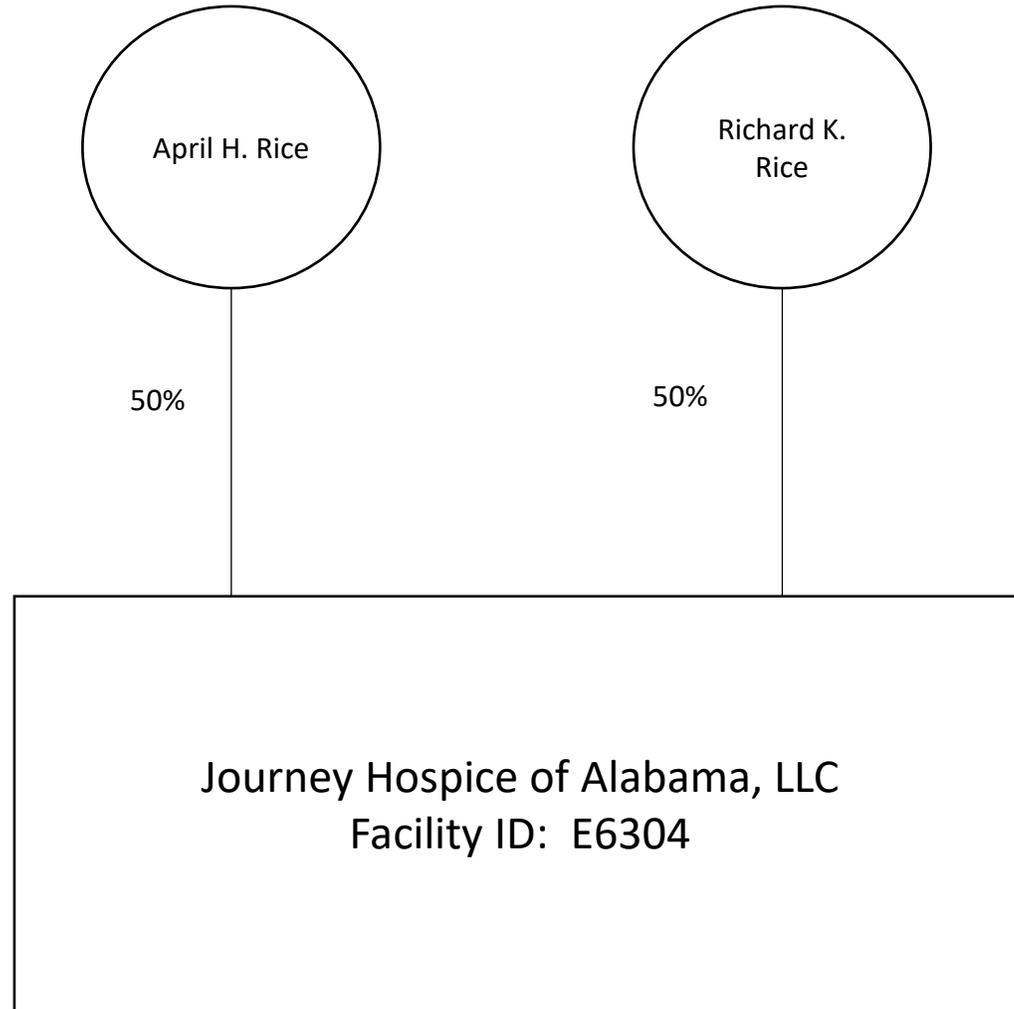
**3.) Whether the proposal will include the conversion of beds.**

No.

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

Yes, Agape Care Alabama LLC intends to acquire substantially all of the assets of Journey Hospice of Alabama, LLC.

# Ownership Prior to CHOW



# Ownership After CHOW

