

Sydney Willmann

Associate
swillmann@bradley.com
(205) 521-8298 direct



March 2, 2026

CO2026-049

RECEIVED

Mar 02 2026

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

Via E-Mail:

Ms. Emily T. Marsal
Executive Director
State Health Planning & Development Agency
RSA Union Building
100 N. Union Street - Suite 870
Montgomery, AL 36104
shpda.online@shpda.alabama.gov

RE: Change of Ownership – Shoals Outpatient Surgery, SHPDA ID 077-U3901

Dear Ms. Marsal:

On behalf of Singing River Surgery Center, LLC (“Buyer”), please accept this letter and the enclosed Change of Ownership (“CHOW”) form as notice of a change of ownership for Shoals Outpatient Surgery, State Health Planning and Development Agency (“SHPDA”) ID number 0077-U3901, located at 103 Helton Court, Florence, Alabama 35630 (the “ASC”). The ASC is currently owned and operated by Florence Surgery Center, L.P. (“Seller”).

Under the proposed transaction (“Transaction”), Seller will contribute the assets of the ASC to Buyer in exchange for a purchase price and equity in Buyer. As a result of the Transaction, Buyer will own and operate the ASC. The Transaction is expected to close on or around April 1, 2026.

The financial scope of the project will encompass the fair market value consideration involved in the Transaction. The Transaction does not involve new costs associated with the ASC exceeding the following expenditure thresholds: (i) \$3,436,510 for major medical equipment; (ii) \$1,373,260 for new annual operating costs; and (iii) \$6,866,313 for capital expenditures. The Transaction will not result in the addition of any new beds or the conversion of beds, and will not result in any new services or any change in services at this time.

As required by SHPDA, enclosed herein are the following:

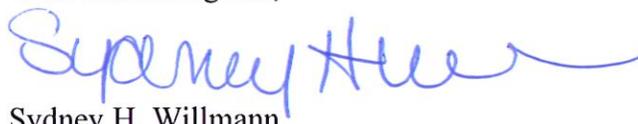
- **Exhibit A** – Notice of Change of Ownership/Control Application;
- **Exhibit B** – Pre- and Post-Closing Organization Charts (Part II); and
- **Exhibit C** – Additional Application Questions (Part IV).

Thank you for your attention to this matter. Please note that the \$3,000 filing fee required by this application will be paid via SHPDA’s online payment portal. Please don’t hesitate to contact me at swillmann@bradley.com or 205-521-8298 if you need additional information or documentation.

March 2, 2026

Page 2

With Warm Regards,



Sydney H. Willmann
Associate

SHW

Enclosure

EXHIBIT A

Notice of Change of Ownership/Control Application

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: 077-U3901
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Shoals Outpatient Surgery
(ADPH Licensure Name)

Physical Address: 103 Helton Court
Florence, AL 35630

County of Location: LAUDERDALE

Number of Beds/ESRD Stations: 0

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: Florence Surgery Center, L.P.

Mailing Address: 103 Helton Court
Florence, AL 35630

Operator (Entity Name): Shoals Outpatient Surgery

Part III: Acquiring Entity Information

Name of Entity: Singing River Surgery Center, LLC

Mailing Address: 301 East Hobson Street
Tuscumbia, AL 35674

Operator (Entity Name): Singing River Surgery Center, LLC

Proposed Date of Transaction is on or after: 04/01/2026

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ Fair Market Value

Type of Beds: ASC

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: \$ 0.00

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): [Signature]

Operator(s): [Signature]

Title/Date: DO 2/25/2026



and subscribed before me, this 25 day of February.

Kim Smith
Notary Public

My Commission Expires: 9/2/24

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): Singing River Surgery Center LLC _____

Operator(s): Singing River Surgery Center LLC _____

Title/Date: CEO _____

SWORN to and subscribed before me, this 25th day of February, 2024.

(Seal)



Michele Rowand Cox
Notary Public

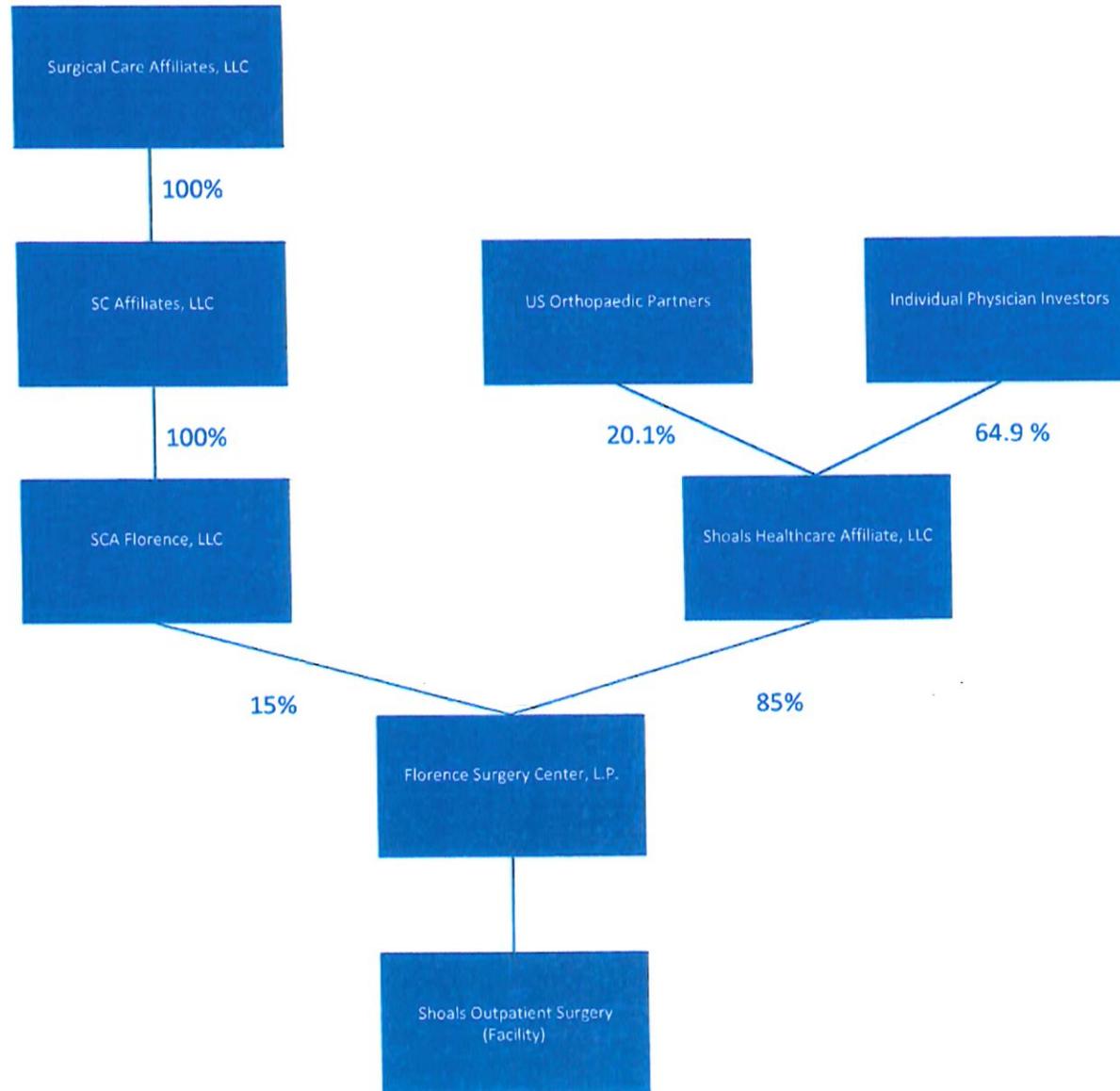
My Commission Expires: 11/5/28

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

EXHIBIT B

Pre-and Post-Closing Organization Charts (Part II)

PRE-CLOSING



POST-CLOSING

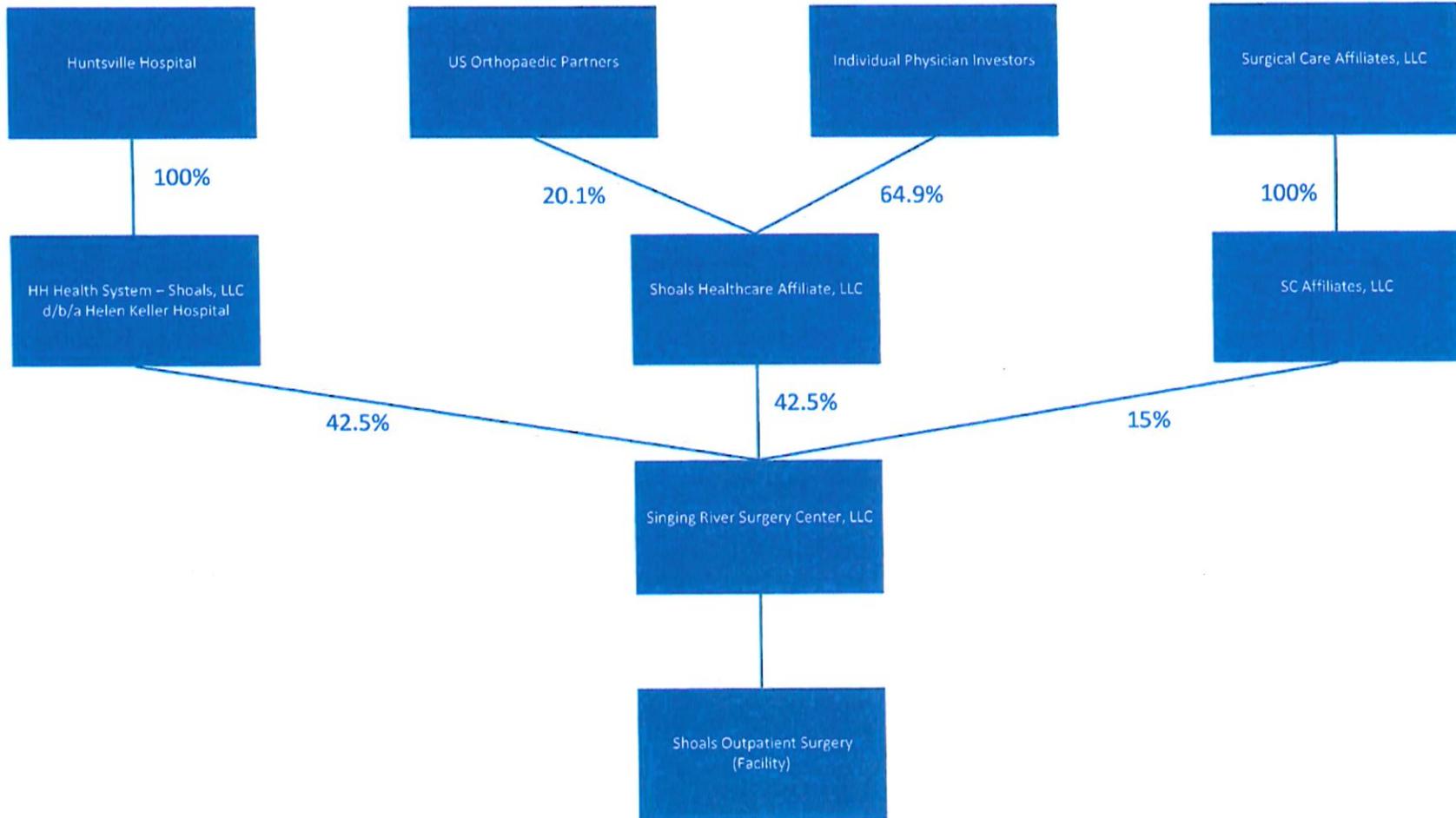


EXHIBIT C

Additional Questions (Part IV)

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 Transaction will not result in any new or additional services from those already authorized to be provided by the ASC. The ASC will continue to operate as a multi-specialty ASC.

2. **Whether the proposal will include the additional of any new beds?**

The proposal will not involve the addition of any new beds.

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

The proposal will not involve the conversion of any beds.

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

This Transaction is structured as an asset purchase. The Buyer is acquiring the assets of the ASC and is not acquiring any stock.

Sydney Willmann

Associate
swillmann@bradley.com
(205) 521-8298 direct



March 16, 2026

CO2026-049

RECEIVED

Mar 16 2026

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

Via E-Mail:

Ms. Emily T. Marsal
Executive Director
State Health Planning & Development Agency
RSA Union Building
100 N. Union Street - Suite 870
Montgomery, AL 36104
shpda.online@shpda.alabama.gov

**RE: Change of Ownership, CO2026-049
Shoals Outpatient Surgery, SHPDA ID 077-U3901
Supplemental Filing**

Dear Ms. Marsal:

Please accept this letter and supplemental information regarding the above-styled Change of Ownership (“CHOW”) application for Shoals Outpatient Surgery, State Health Planning and Development Agency (“SHPDA” or “Agency”) ID number 0077-U3901, located at 103 Helton Court, Florence, Alabama 35630 (the “ASC”). The ASC is currently owned and operated by Florence Surgery Center, L.P. (“Seller”).

In 2013, Surgical Care Affiliates, Inc. (“SCA”) submitted a notice letter to SHPDA notifying the Agency of an anticipated initial public offering (“IPO”) of SCA’s parent company, ASC Acquisition LLC. As part of the Agency notification, SCA submitted pre- and post-closing ownership charts. In both charts, the ownership interests of Seller included a “Non-SCA” entity with 50% ownership. *See* Exhibit A. The “Non-SCA” ownership interests included individual physicians and other entities that held their ownership interests via the holding company, Shoals Healthcare Affiliate, LLC.

Similarly, in 2017, SCA submitted a notice letter to SHPDA detailing an internal upstream reorganization. *See* CO2017-013. As part of the Notice Letter, SCA submitted pre- and post-closing ownership chart detailing Seller was owned 50% by SCA-Florence, LLC and 50% by “unrelated investors.” *See* Exhibit B. The “unrelated investors” listed in the pre- and post-closing ownership charts included individual physicians and other entities that held their interest through the holding company, Shoals Healthcare Affiliate, LLC.

Subsequent to the 2017 Agency notification, SCA-Florence, LLC engaged in four minor transactions with Shoals Healthcare Affiliate, LLC detailed below:

March 16, 2026

Page 2

Transaction Date	Seller Legal Name	Buyer Legal Name	Ownership Percentage Exchanged
09/30/2022	SCA-Florence, LLC	Shoals Healthcare Affiliate, LLC	5.00%
10/11/2019	SCA-Florence, LLC	Shoals Healthcare Affiliate, LLC	10.00%
09/19/2018	SCA-Florence, LLC	Shoals Healthcare Affiliate, LLC	10.00%
09/19/2017	SCA-Florence, LLC	Shoals Healthcare Affiliate, LLC	10.00%

As a result of these transactions, SCA-Florence, LLC owns 15% of Seller, and Shoals Healthcare Affiliate, LLC owns 85%. This ownership structure is reflected in the pre-closing ownership chart filed with CO2026-049, and is also attached hereto as Exhibit C.

Thank you for your attention to this matter. Please don't hesitate to contact me at swillmann@bradley.com or 205-521-8298 if you need additional information or documentation.

With Warm Regards,

/s/ Sydney H. Willmann

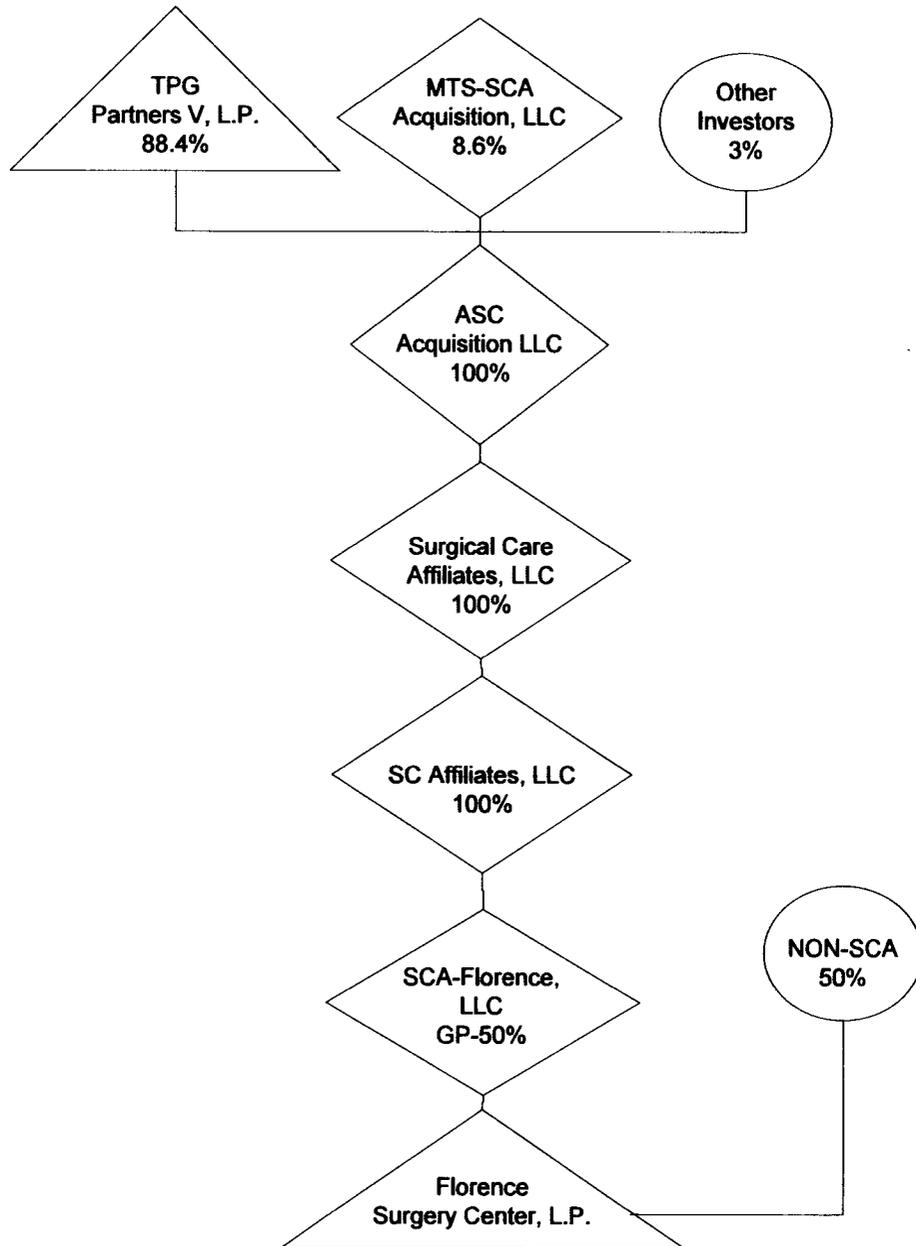
Sydney H. Willmann
Associate

SHW

Enclosure

EXHIBIT A

Pre-Transaction Structure



Anticipated Post-Transaction Structure

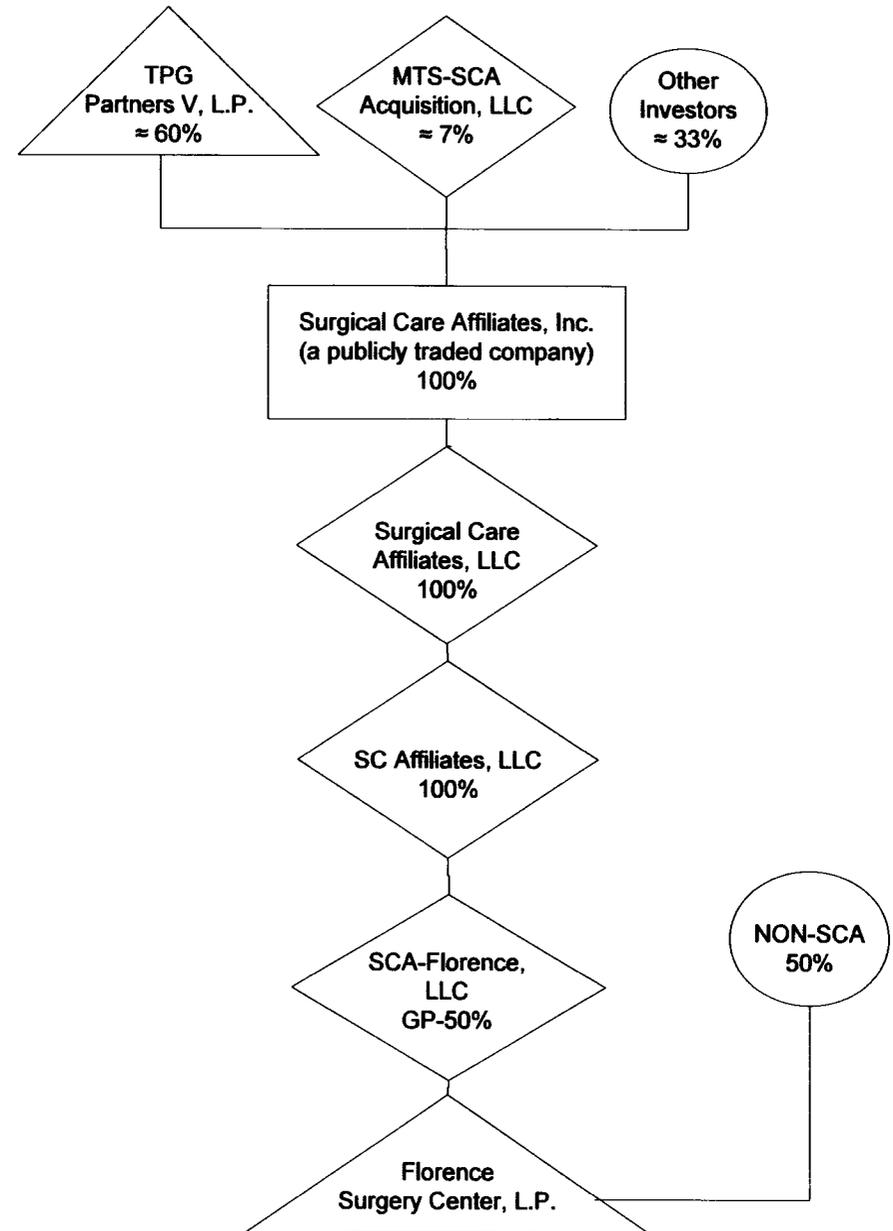
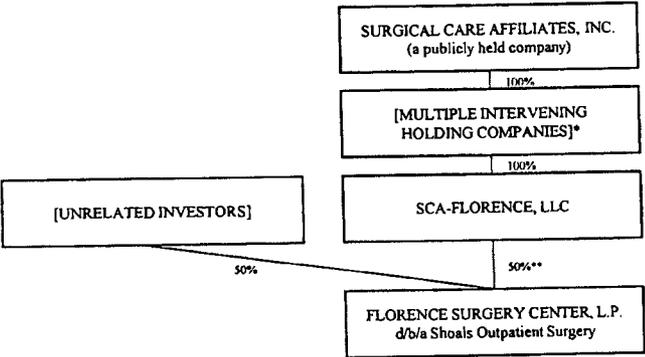


EXHIBIT B

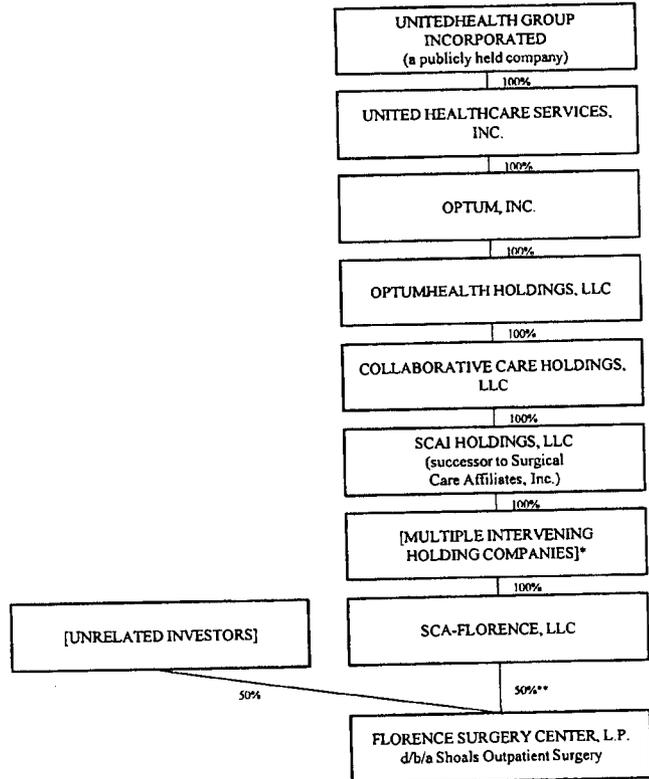
**FLORENCE SURGERY CENTER, L.P.
OWNERSHIP STRUCTURE CHART**

BEFORE TRANSACTION



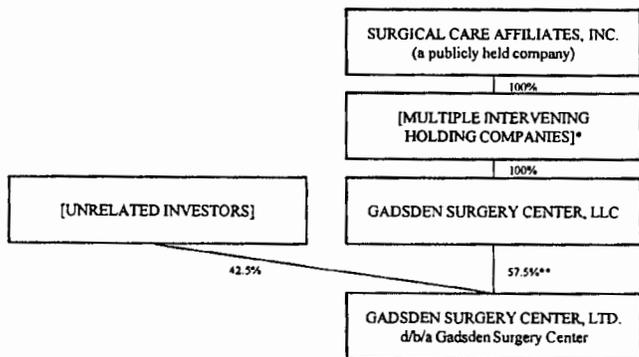
NOTES:
 *Interests held by multiple wholly-owned holding companies, all of which are under common control. No changes in these holding companies or the interests they hold occurred as a result of the Transaction.
 ** SCA-Florence, LLC holds 50% general partner interest.

AFTER TRANSACTION



GADSDEN SURGERY CENTER, LTD. OWNERSHIP STRUCTURE CHART

BEFORE TRANSACTION



NOTES:

* Interests held by multiple wholly-owned holding companies, all of which are under common control. No changes in these holding companies or the interests they hold occurred as a result of the Transaction.

** Total beneficial ownership interests. Gadsden Surgery Center, LLC holds 51% general partner interest and 6.5% limited partner interest.

AFTER TRANSACTION

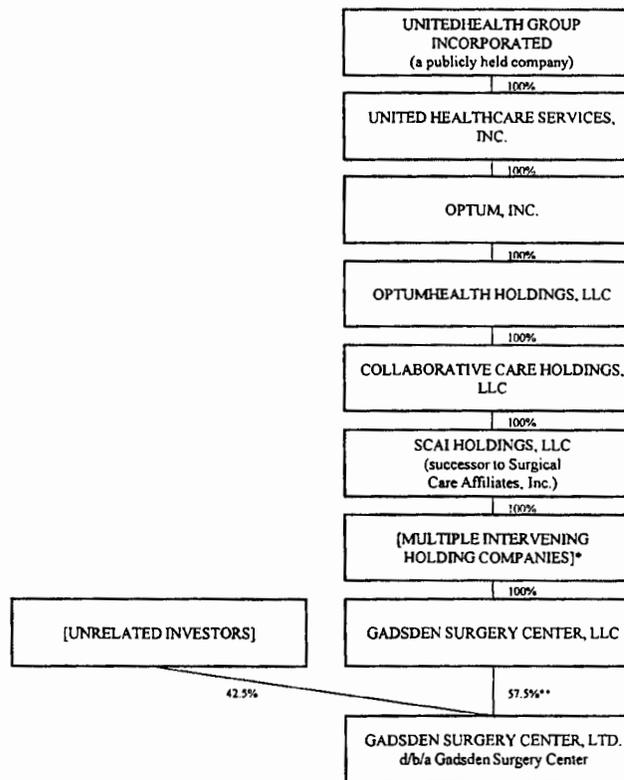
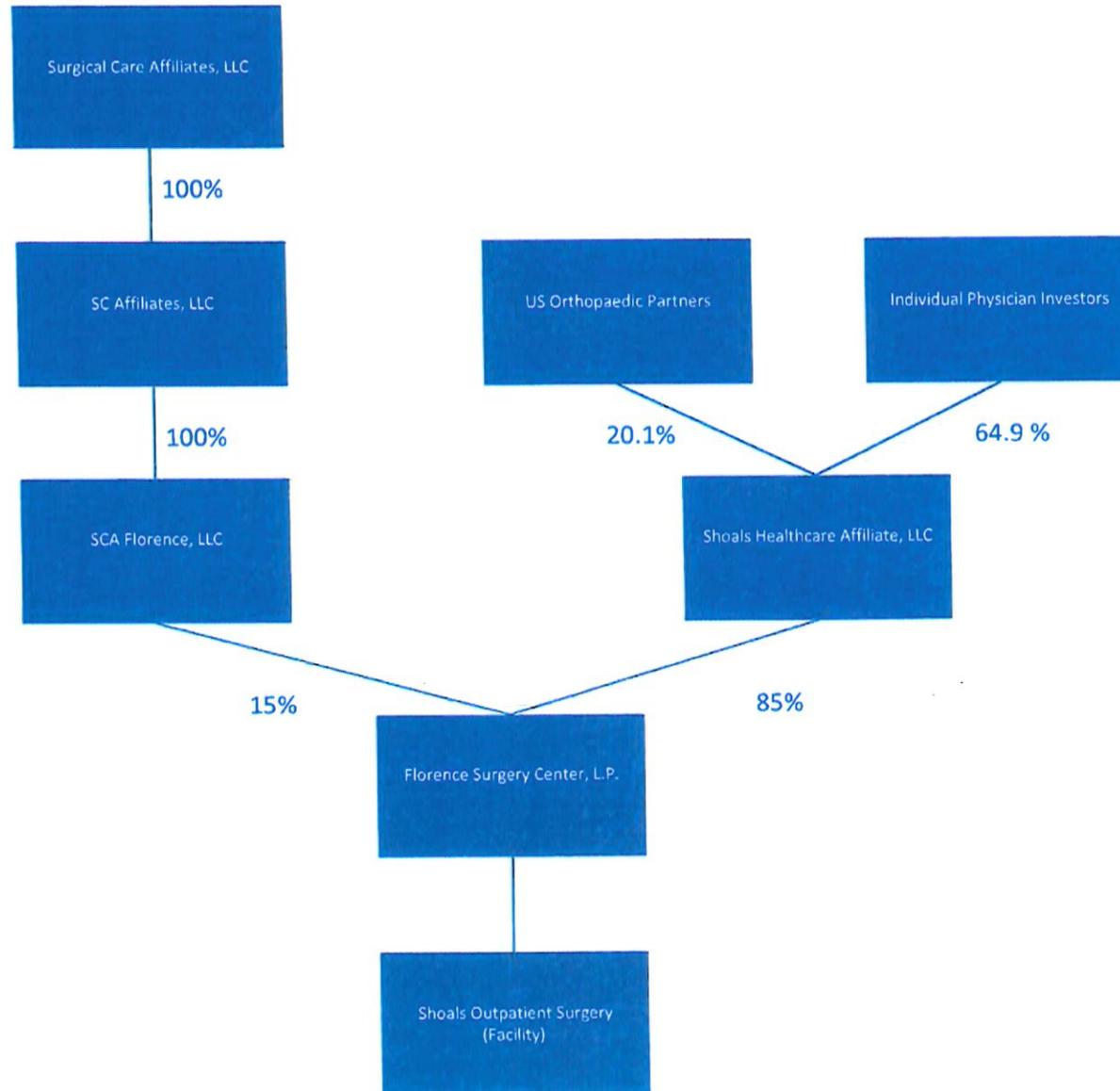


EXHIBIT C

PRE-CLOSING



POST-CLOSING

