

April 3, 2018

VIA E-MAIL AND EXPRESS MAIL

Mr. Alva Lambert
Executive Director
State Health Planning and Development Agency
RSA Union Building
100 N. Union Street – Suite 870
Montgomery, AL 36104

Email: shpda.online@shpda.alabama.gov

Re: Oasis Healthcare, Inc.
Certificate of Need: CON 2464-HPC
SHPDA ID Number: 115-P2464

Dear Mr. Lambert:

We respectfully submit this letter to the State Health Planning and Development Agency as part of an informational filing relating to an indirect change of ownership interests in Oasis Healthcare, Inc. d/b/a Oasis Healthcare - Moody, and its branch hospice agency, Oasis Healthcare - Tuscaloosa (together known as "Oasis").

I. Overview of Proposed Transaction

Oasis owns and operates a home-based hospice agency located at 2005 Agape Circle, Moody, AL 35004, with a branch hospice agency located at 2132 McFarland Blvd, East, Suite C, Tuscaloosa, AL 35404. Oasis provides hospice services in Bibb, Blount, Calhoun, Chilton, Clay, Cullman, Etowah, Jefferson, Marshall, Shelby, St. Clair, Talladega, Tuscaloosa, and Walker Counties pursuant to the authority granted to Oasis under Certificate of Need 2464-HPC that was issued on August 5, 2010.

In the proposed transaction, in exchange for an amount that the parties have determined is fair market value, Tailwind Abode, LLC will acquire one-hundred percent (100%) of the equity interests in Abode Healthcare, Inc., the parent company of Oasis. As a result of this transaction, Tailwind Abode, LLC is now an indirect owner of Oasis. The transaction is expected to take place on or about May 2, 2018. Charts outlining the business structure both before and following the proposed transaction are enclosed as **Attachment A**.

II. SHPDA Requirements for Change of Ownership

With regards to the questions posed in the SHPDA Change of Ownership Form, please note the following:

1. Services to be offered. The contemplated transaction will not result in any new or additional services to those already authorized to be provided by Oasis.
2. Whether the Proposal will include the addition of any new beds. The contemplated transaction will not result in the addition of any new beds.
3. Whether the proposal will involve the conversion of beds. The contemplated transaction will not result in the conversion of beds.
4. Whether the assets and stock (if any) will be acquired. As described above, Tailwind Abode, LLC will acquire one-hundred percent (100%) of the equity interests in Abode Healthcare, Inc.

III. Requested Action

Based upon the above description of the proposed transaction, we understand that the proposed transaction is exempt from and not subject to Certificate of Need approval in accordance with Ala. Code 1975, § 22-21-270(f) because the transaction involves a transfer of equity interests and does not involve the implementation of any new institutional health services.

As required, we have enclosed a check in the amount of \$2,500 made payable to the Alabama State Health Planning and Development Agency.

If you have any questions or require the completion of any additional documentation, please contact David Kosloff, Secretary and CFO of Oasis, by phone at (206) 576-0087 or by email at dkosloff@abodehealthcare.com, or please contact Susannah Williamson, Licensing and Regulatory Compliance Director of Oasis, by phone at (206) 576-0089 or by email at susannah.willamson@abodehealthcare.com.

Very truly yours,

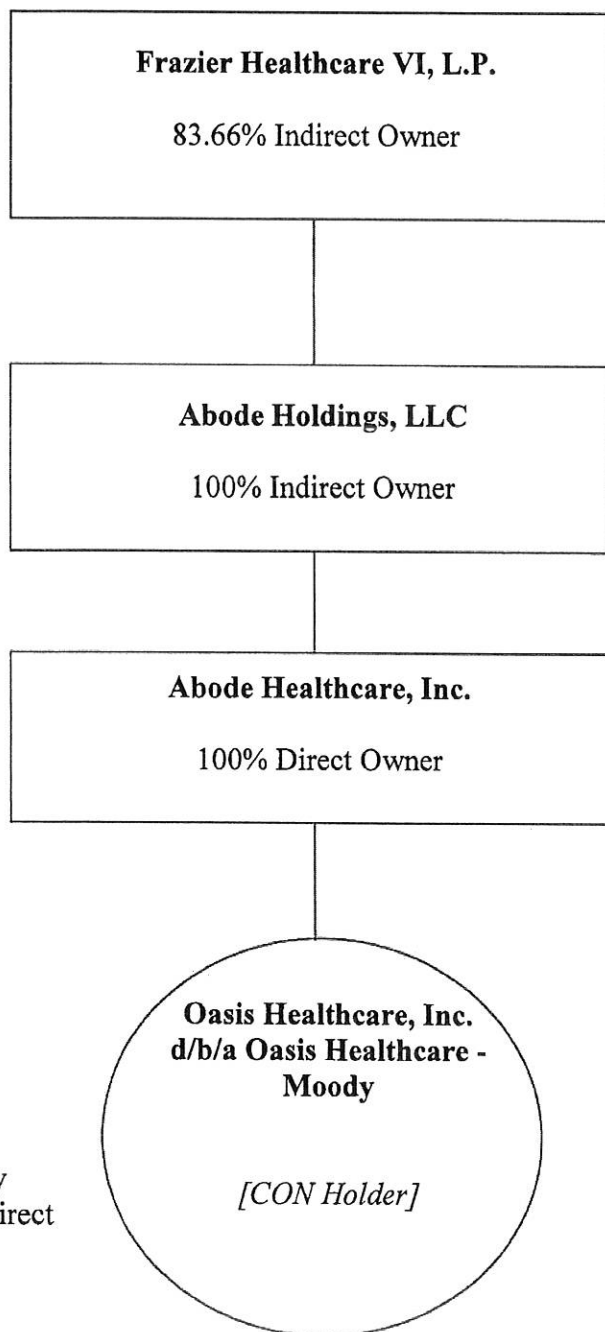


Jacqueline L. Frazer

Enclosures

Attachment A

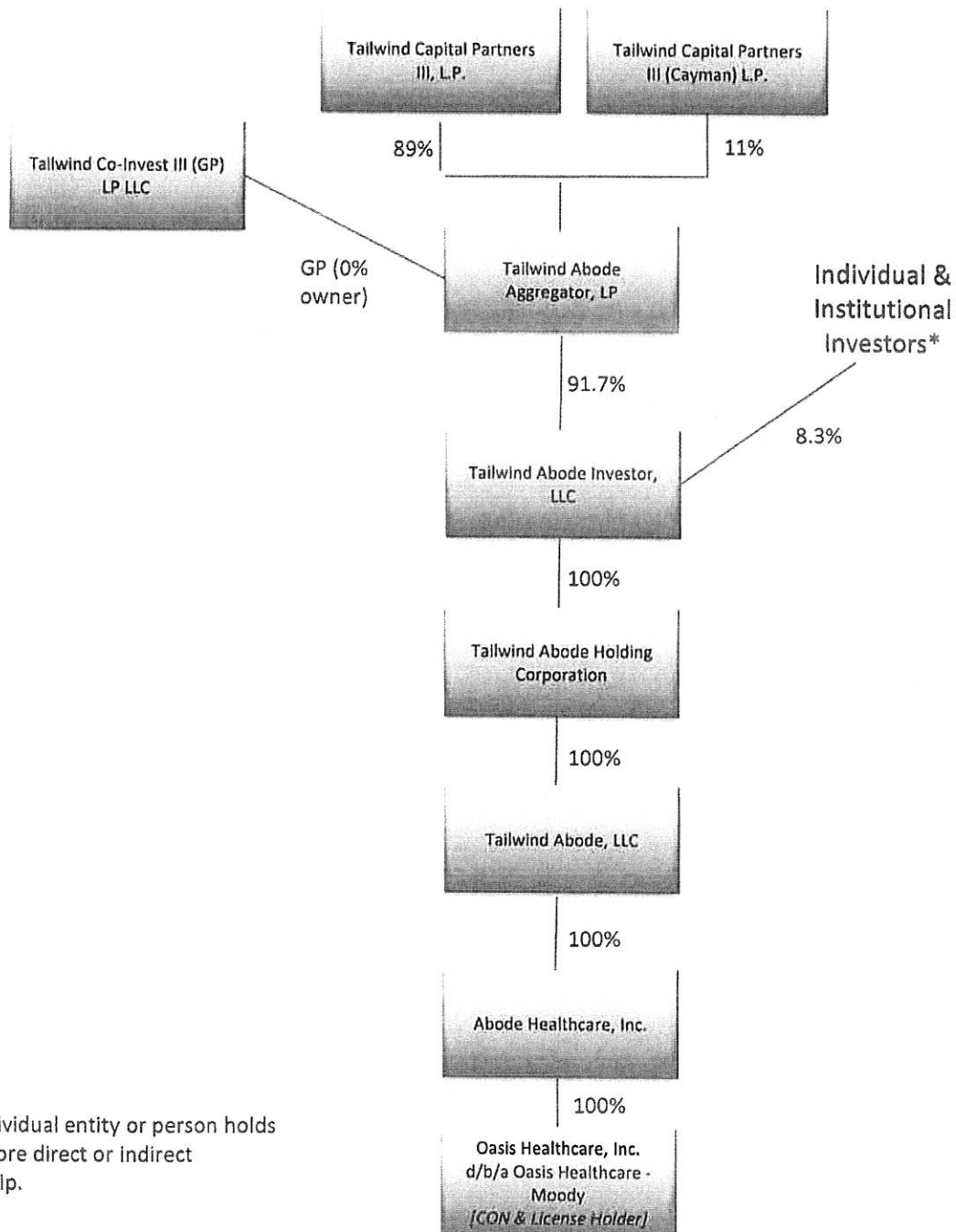
Organizational Structure Before the Transaction



*No individual person or entity holds 5% or more direct or indirect ownership interest.

Attachment A

Organizational Structure Following the Transaction



* No individual entity or person holds 5% or more direct or indirect ownership.

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: 115-P2464

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

Name of Facility/Provider: Oasis Healthcare, Inc. d/b/a Oasis Healthcare - Moody
(ADPH Licensure Name)

Physical Address: 2005 Agape Circle, Moody, AL 35004

County of Location: St. Clair

Number of Beds/ESRD Stations: N/A

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Bibb, Blount, Calhoun, Chilton, Clay, Cullman, Etowah, Jefferson, Marshall, Shelby, St. Clair, Talladega, Tuscaloosa, and Walker

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: Abode Healthcare, Inc. (see attachment A)

Mailing Address: 1910 Fairview Ave. E, Suite 101, Seattle, WA 98102 (current address)
2200 6th Ave., Suite 1200, Seattle, WA 98121 (effective 4/16/18)

Operator (Entity Name): Oasis Healthcare, Inc. d/b/a Oasis Healthcare - Moody

Part III: Acquiring Entity Information

Name of Entity: Tailwind Abode, LLC

Mailing Address: c/o Tailwind Capital
485 Lexington Ave., 23rd Floor
New York, NY 10017

Operator (Entity Name): Oasis Healthcare Inc. d/b/a Oasis Healthcare - Moody

Proposed Date of Transaction is on or after: May 2, 2018

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 195,000,000

Type of Beds: N/A

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: \$ N/A

Projected Construction Cost: \$ N/A

Projected Yearly Operating Cost: \$ 4,050,376

Projected Total Cost: \$ 4,050,376

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

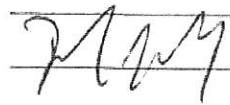
Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): Abode Healthcare, Inc.

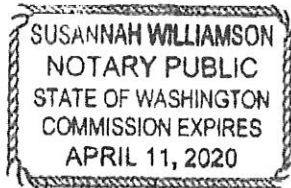
Operator(s): Oasis Healthcare, Inc. / David Kosloff

Title/Date: Secretary and CFO



SWORN to and subscribed before me, this 3rd day of April, 2018.

(Seal)



Susannah Williamson
Notary Public

My Commission Expires: 4-11-2020

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): Geoffrey S. Raker, Authorized Signatory

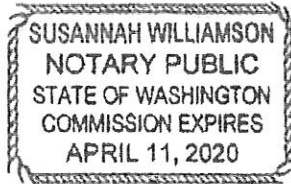
Operator(s): David Kosloff

Title/Date: Secretary & CFO

DK

SWORN to and subscribed before me, this 3rd day of April, 2018.

(Seal)



Susannah Williamson
Notary Public

My Commission Expires: 4-11-2020

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 _____, _____.

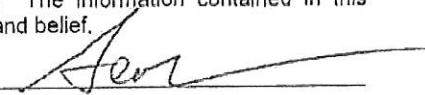
(Seal)

Notary Public

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Purchaser(s): Geoffrey S. Raker, Authorized Signatory _____ 

Operator(s): David Kosloff _____

Title/Date: Secretary & CFO _____

SWORN to and subscribed before me, this 3rd day of April, 2018.

(Seal)



Notary Public

My Commission Expires: 6/30/18

BERNADETTE M. SULLIVAN
Notary Public, State of New York
No. 01SU4813940
Qualified in New York County
Commission Expires June 30, 2018

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