

**Re: Notice of Change of Ownership – American Homecare
Hospice, Inc. (SHPDA ID 077-P2372)**

Dear Ms. Marsal:

We respectfully submit to the State Health Planning and Development Agency ("SHPDA") this letter as an attachment to the Notice of Change of Ownership form that we are filing pursuant to Rule 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program (the "Rules"). The Change of Ownership involves American Homecare Hospice, Inc., an entity that is authorized by Certificate of Need 2465-HPC (the "CON") to provide in-home hospice services in St. Clair, Calhoun, Clebourne, Jefferson and Chilton Counties and further serves Talladega, Clay, Tallapoosa Coosa and Shelby Counties as authorized by CON 2389-HPC. The following addresses SHPDA's notice requirements, under Rule 410-1-7-.04(3), for a change of ownership.

Notice of Change of Ownership Requirements

Financial Scope of the Project.

Five Points Healthcare of Alabama, LLC, or its wholly owned subsidiary ("Buyer") will pay to American Homecare Hospice, Inc. ("Seller") a fair market value price as consideration for all of Seller's tangible and intangible assets, including all of its rights to operate, to Buyer (the "Proposed Transaction"). This transaction will not exceed any of the expenditure thresholds set forth in Ala. Code § 22-21-263(a)(2) and Rule 410-1-2-.07, which are presently: \$2,997,918 for major medical equipment; \$1,199,166 for new annual operating costs; and \$5,995,836 for any other capital expenditure.

Services to be Offered.

The transaction will not result in any new or additional services. Seller provides in-home hospice services under the CON, and Buyer will also provide in-home hospice services after the transfer.

Whether the Proposal will Include the Addition of New Beds.

The Proposed Transaction will not result in the addition of new beds.

Whether the Proposal will Involve the Conversion of New Beds.

The Proposed Transaction will not result in the conversion of beds.

Whether the Assets and Stock (if any) Will be Acquired.

As described above, the Buyer will acquire from Seller all of the tangible and intangible assets to include the Certificates of Need authority of the Seller.

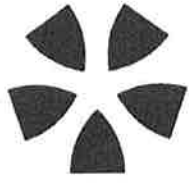
Based upon the above description of the proposed transaction and a showing that there will be no change in health services, conversion of beds, or increase or decrease in bed capacity, we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a certificate of need is not required to consummate the Proposed Transaction. In accordance with the Rule 410-1-7-.04(2), the Buyer is paying the amount of \$2,500 to the Alabama State Health Planning and Development Agency contemporaneously herewith.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read 'R. Radics', with a stylized flourish at the end.

Robert A. Radics
CEO



**Re: Notice of Change of Ownership – American
HomeCare Hospice, Inc. (SHPDA ID 121-P2465)**

Dear Ms. Marsal:

This is our response to your correspondence dated January 14, 2020. You asked that Five Points Healthcare of Alabama, LLC provide the agency additional information and corrections concerning its acquisition of American HomeCare Hospice, Inc.

The correct SHPDA ID No. for the acquired entity is SHPDA ID 121-P2465 and is reflected above and on the Change of Ownership form.

The correct SHPDA CON No. for the cover letter is CON 2399-HPC. Therefore the appropriate statement incorporating the correction is:

The Change of Ownership involves American HomeCare Hospice, Inc., an entity that is authorized by Certificate of Need 2465-HPC (the "CON") to provide in-home hospice services in St. Clair, Calhoun, Cleburne, Jefferson and Chilton Counties and further serves Talladega, Clay, Tallapoosa Coosa and Shelby Counties as authorized by CON 2399-HPC.

This letter is also intended to correct the referenced expenditures limitations in its description of the financial scope of the change in ownership, where the application had used older capital expenditure limitations. The corrected statement is:

Financial Scope of the Project.

Five Points Healthcare of Alabama, LLC, ("Buyer") will pay to American HomeCare Hospice, Inc. ("Seller") a fair market value price as consideration for all of Seller's tangible and intangible assets, including all of its rights to operate, to Buyer (the "Proposed Transaction"). This transaction will not exceed any of the expenditure thresholds set forth in Ala. Code § 22-21-263(a)(2) and Rule 410-1-2-.07, which are presently: \$3,024,899 indexed annually for inflation for major medical equipment; \$1,209,958 indexed for inflation for new annual operating costs; and \$6,049,799 indexed annually for inflation for any capital expenditures.

Pursuant to your request, attached are the corrected pages clarifying that there are no equipment or construction costs associated with this proposal.

Five Points Healthcare of Alabama, LLC is glad to answer any further questions you have concerning the change of ownership and appreciates the agency's continued attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'RADICS', written in a cursive style.

Robert A. Radics

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: 121-P2465
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)
 Name of Facility/Provider: American Homecare Hospice, Inc.
 (ADPH Licensure Name)
 Physical Address: 3275 OLD SYLACAUGA HWY
SYLACAUGA, AL 35150
 County of Location: Talladega
 Number of Beds/ESRD Stations: Not applicable (Hospice Agency)

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Calhoun, Chilton, Clay, Clebourne, Coosa, Jefferson, St. Clair, Shelby, Talladega and Tallapoosa

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: American HomeCare Hospice, Inc.
 Mailing Address: 3275 OLD SYLACAUGA HWY.
SYLACAUGA, AL 35150
 Operator (Entity Name): AMERICAN HOMECARE HOSPICE

Part III: Acquiring Entity Information

Name of Entity: Five Points Healthcare of Alabama, LLC
 Mailing Address: 3525 Piedmont Rd. NE, Suite 8-515
Atlanta, GA 30305

Operator (Entity Name): Five Points Healthcare of Alabama, LLC

Proposed Date of Transaction is on or after: February 1, 2020

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 840,000

Type of Beds: Not applicable

Number of Beds/ESRD Stations: Not applicable

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: \$ 1,310,962

Projected Total Cost: \$ 1,310,962

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): American HomeCare Hospice, Inc.

Operator(s): American HomeCare Hospice

Title/Date: Judith Milam Bearden, President

Judith M. Bearden Pres
By: Judith Milam Bearden, President

Judith M. Bearden Pres
By: Judith Milam Bearden
DATE: 12/24/19

SWORN to and subscribed before me, this 24th day of December, 2019.

(Seal)

Stephanie White
Notary Public

My Commission Expires: July 17, 2021

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): Five Points Healthcare of Alabama, LLC

[Signature]
By Robert A. Radics, Chief Executive Officer

Operator(s): Five Points Healthcare of Alabama, LLC

[Signature]
By Robert A. Radics, Chief Executive Officer

Title/Date: Robert A. Radics, Chief Executive Officer

DATE: 12/24/2019

SWORN to and subscribed before me, this 24th day of December, 2019.

(Seal)



[Signature]
Notary Public

My Commission Expires: 11/13/2021

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