

Jul 07 2021

## 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: 069-H7164  
 (This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Kindred at Home  
 (ADPH Licensure Name)

Physical Address: 2740 Headland Avenue  
Dothan, AL 36303-1236

County of Location: Houston

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Dale, Geneva, Henry, Houston

**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: Gentiva Certified HealthCare Corp..

Mailing Address: 6330 Sprint Parkway, Suite 300  
Overland Park, Kansas 66211-1157

Operator (Entity Name): Gentiva Certified HealthCare Corp.

### Part III: Acquiring Entity Information

Name of Entity: Gentiva Certified HealthCare Corp..

Mailing Address: 6330 Sprint Parkway, Suite 300  
Overland Park, Kansas 66211-1157

Operator (Entity Name): Gentiva Certified HealthCare Corp.

Proposed Date of Transaction is on or after: Anticipated closing on or about September 1, 2021

#### Part IV: Terms of Purchase

Monetary Value of Purchase: \$10,462,328

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: \$0

Projected Construction Cost: \$0

Projected Yearly Operating Cost: \$0

Projected Total Cost: \$0

#### 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).

**The applicant offers Home Health services. There will be no change 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.

**In this transaction, neither the assets nor the direct stock ownership of the operator will be transferred. This change, as described in more detail in the Cover Letter accompanying this submission, will occur at the ultimate parent company level and will not result in a change in the direct or immediate/intermediate parent companies, tax identification numbers or service areas of the provider entities in Alabama.**

**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): Gentiva Certified HealthCare Corp. *Ronald C. Lazas, Jr.*  
Ronald C. Lazas, Jr., General Counsel and Corporate Secretary

Operator(s): Gentiva Certified HealthCare Corp. *Ronald C. Lazas, Jr.*  
Ronald C. Lazas, Jr., General Counsel and Corporate Secretary

Date: *July 7, 2021*

SWORN to and subscribed before me, this *5th* day of *July*, *2021*.

(Seal) *Terra Kovacs*  
Notary Public

My Commission Expires: *Feb 9, 2025*



**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): Gentiva Certified HealthCare Corp.

Ronald C. Lazas, Jr.  
Ronald C. Lazas, Jr., General Counsel and  
Corporate Secretary

Operator(s): Gentiva Certified HealthCare Corp.

Ronald C. Lazas, Jr.  
Ronald C. Lazas, Jr., General Counsel and  
Corporate Secretary

Date: July 7 2021

SWORN to and subscribed before me, this 7th day of July, 2021.

(Seal)



My Commission Expires  
Feb 9, 2025

Terra Kovacs  
Notary Public  
My Commission Expires: Feb 9 2025

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



Ronald C. Lazas, Jr.  
EVP, General Counsel  
(770) 951.6426 (direct)  
Ronald.Lazas@gentiva.com

RECEIVED

Jul 07 2021

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

July 7, 2021

**VIA EMAIL AND OVERNIGHT MAIL**

Emily T. Marsal, Esq.  
Executive Director  
Alabama State Health Planning & Development Agency  
P.O. Box 303025  
Montgomery, Alabama 36130-3025

Email c/o:  
shpda.online@shpda.alabama.gov  
karen.mcguire@shpda.alabama.gov

**RE: Notice of Transaction**

Dear Ms. Marsal,

Pursuant to ALA. Code § 22-21-270 and ALA. Admin. Code R. 410-1-7 -.04, we respectfully submit Notice of Change Ownership/Control forms to the Alabama State Health Planning & Development Agency ("SHPDA") for the indirect change of ownership of all of the Home Health and Hospice entities doing business under the Kindred at Home, Kindred Hospice, SouthernCare and SouthernCare New Beacon names that hold certificates of need in Alabama. A list of these Alabama Home Health and Hospice entities is provided in Attachment A.

**I. THE TRANSACTION**

Kentucky Homecare Parent Inc. is the indirect parent company of each of the entities listed in Attachment A.

On April 27, 2021, Humana Inc., an existing owner of Kentucky Homecare Parent Inc., entered into a Stock Purchase Agreement with Kentucky Homecare JV Holdings, L.P.,<sup>1</sup> another existing owner, to purchase all of its shares of Kentucky Homecare Parent Inc. As part of this transaction, Humana Inc. will also acquire the less than 2% interest in Kentucky Homecare Parent Inc. currently owned by certain employees of Kentucky Homecare Parent Inc.

Accordingly, effective as of the close of the transaction, Humana will own 100% of Kentucky Homecare Parent Inc.

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<sup>1</sup> Kentucky Homecare JV Holdings, L.P. is a limited partnership, whose limited partners include investment fund entities of TPG Capital, Welsh, Carson, Anderson & Stowe, and other minority investors.

The transaction is anticipated to close on or before September 1, 2021.

## II. DESCRIPTION OF THE PURCHASER

Humana Inc. is currently an indirect owner of Kindred at Home. Humana Inc. is committed to helping our millions of medical and specialty members achieve their best health. Our successful history in care delivery and health plan administration is helping us create a new kind of integrated care with the power to improve health and well-being and lower costs. Our efforts are leading to a better quality of life for people with Medicare, families, individuals, military service personnel, and communities at large. To accomplish that, we support physicians and other health care professionals as they work to deliver the right care in the right place for their patients, our members. Our range of clinical capabilities, resources and tools – such as in-home care, behavioral health, pharmacy services, data analytics and wellness solutions – combine to produce a simplified experience that makes health care easier to navigate and more effective.

## III. REQUEST FOR NON-REVIEWABILITY

Following the transaction, the Alabama-licensed entities listed in Attachment A will retain the same tax identification, Medicaid and Medicare numbers and continue to be wholly-owned indirect subsidiaries of Kentucky Homecare Parent Inc. As such, there will be no change in the immediate or intermediate parent company. There will be no purchase of new equipment or other capital expenditures. Nor will the transaction result in any new or additional services, addition of new beds, or conversion of beds. The transaction simply entails a change at the ultimate parent company level resulting in Humana Inc., currently an indirect owner, becoming the sole indirect owner.

As such, we respectfully submit the Notice of Change Ownership/Control forms and request that you exercise your authority under Chapter 410-1-7.04(2) of the Rules and issue a letter confirming the non-reviewability of this transfer.

In accordance with ALA. ADMIN. CODE R. 410-1-3-.09., we have also submitted filing fees in the amount of \$82,500 (\$2500 per form/entity) via overnight mail to the State Health Planning and Development Agency.

\* \* \*

If you have any questions or need any additional information, please let me know at your earliest convenience. Thanking you in advance for your prompt attention in this matter.

Best regards,



Ronald C. Lazas, Jr.  
General Counsel and Corporate Secretary  
Kindred at Home

Enclosures: Attachments A & B

**ATTACHMENT A**

| <b>Entity Name</b>                           | <b>Entity d/b/a Name</b>  | <b>CON Facility ID</b> |
|--|---|------------------------|
| Wiregrass Hospice, LLC                       | Kindred Hospice - Hoover<br>(plus 3 branches)                   | 073-P2447              |
| Wiregrass Hospice, LLC                       | Kindred Hospice - Dothan<br>(plus branch)                       | 069-P2448              |
| Wiregrass Hospice, LLC                       | Kindred Hospice - Huntsville<br>(plus 3 branches)               | 089-P2345              |
| Odyssey HealthCare Operating<br>B, LP        | Kindred Hospice - Mobile<br>(plus branch)                       | 097-P2469              |
| VistaCare USA, LLC                           | Kindred Hospice – Phenix City                                   | 113-P2485              |
| New Beacon Healthcare Group,<br>LLC          | SouthernCare New Beacon –<br>Anniston<br>(plus 2 branches)      | 015-P2418              |
| New Beacon Healthcare Group,<br>LLC          | SouthernCare New Beacon -<br>N. Birmingham<br>(plus 4 branches) | 073-P2390              |
| New Beacon Healthcare Group,<br>LLC          | SouthernCare New Beacon –<br>Jasper<br>(plus 4 branches)        | 127-P2417              |
| New Beacon Healthcare Group,<br>LLC          | SouthernCare New Beacon –<br>Scottsboro<br>(plus 4 branches)    | 071-P2389              |
| SouthernCare, Inc.                           | SouthernCare Greenville<br>(plus 7 branches)                    | 013-P2403              |
| Gentiva Health Services<br>(Certified), Inc. | Kindred at Home   | 039-H7121              |
| Gentiva Certified HealthCare<br>Corp.        | Kindred at Home   | 015-H7151              |
| Gentiva Certified HealthCare<br>Corp.        | Kindred at Home   | 073-H7054              |
| Gentiva Certified HealthCare<br>Corp.        | Kindred at Home   | 023-H7090              |
| Mid-South Home Health, LLC                   | Kindred at Home   | 021-H7166              |

|                                       |                                   |           |
|---------------------------------------|-----------------------------------|-----------|
| Mid-South Home Health, LLC            | Kindred at Home                   | 043-H7171 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 003-H7058 |
| Gentiva Certified HealthCare Corp.    | Kindred at Home                   | 069-H7164 |
| Mid-South Home Health Agency, LLC     | Kindred at Home                   | 031-H7013 |
| Gentiva Certified HealthCare Corp.    | Kindred at Home                   | 003-H7052 |
| Mid-South Home Health Agency, LLC     | Kindred at Home                   | 061-H7048 |
| Mid-South Home Health, LLC            | Kindred at Home (plus branch)     | 117-H7026 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 089-H4506 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 127-H7170 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 097-H7168 |
| Mid-South Home Health, LLC            | Kindred at Home (plus 4 branches) | 079-H7071 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 115-H7167 |
| Chattahoochee Valley Home Health, LLC | Kindred at Home                   | 113-H7307 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 101-H7056 |
| Gentiva Certified HealthCare Corp.    | Kindred at Home                   | 001-H7055 |
| Mid-South Home Health of Gadsden, LLC | Kindred at Home (plus 2 branches) | 055-H7018 |
| Mid-South Home Health, LLC            | Kindred at Home                   | 047-H7084 |
| Gentiva Certified HealthCare Corp.    | Kindred at Home                   | 121-H7152 |

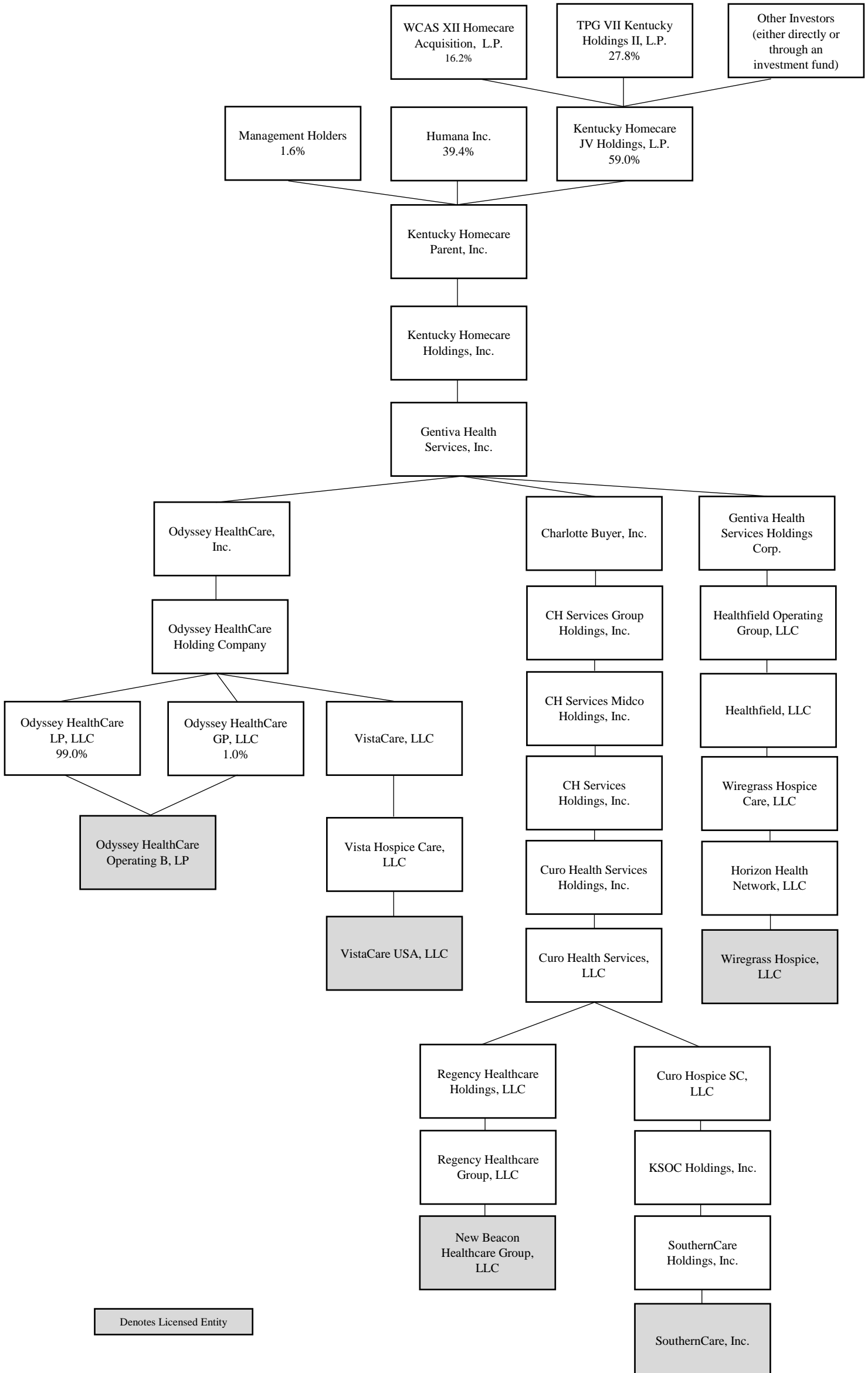


**ATTACHMENT B**

**Before-and-After Organizational Chart: Alabama Entities**

# KINDRED AT HOME (ALABAMA) - HOSPICE AGENCIES

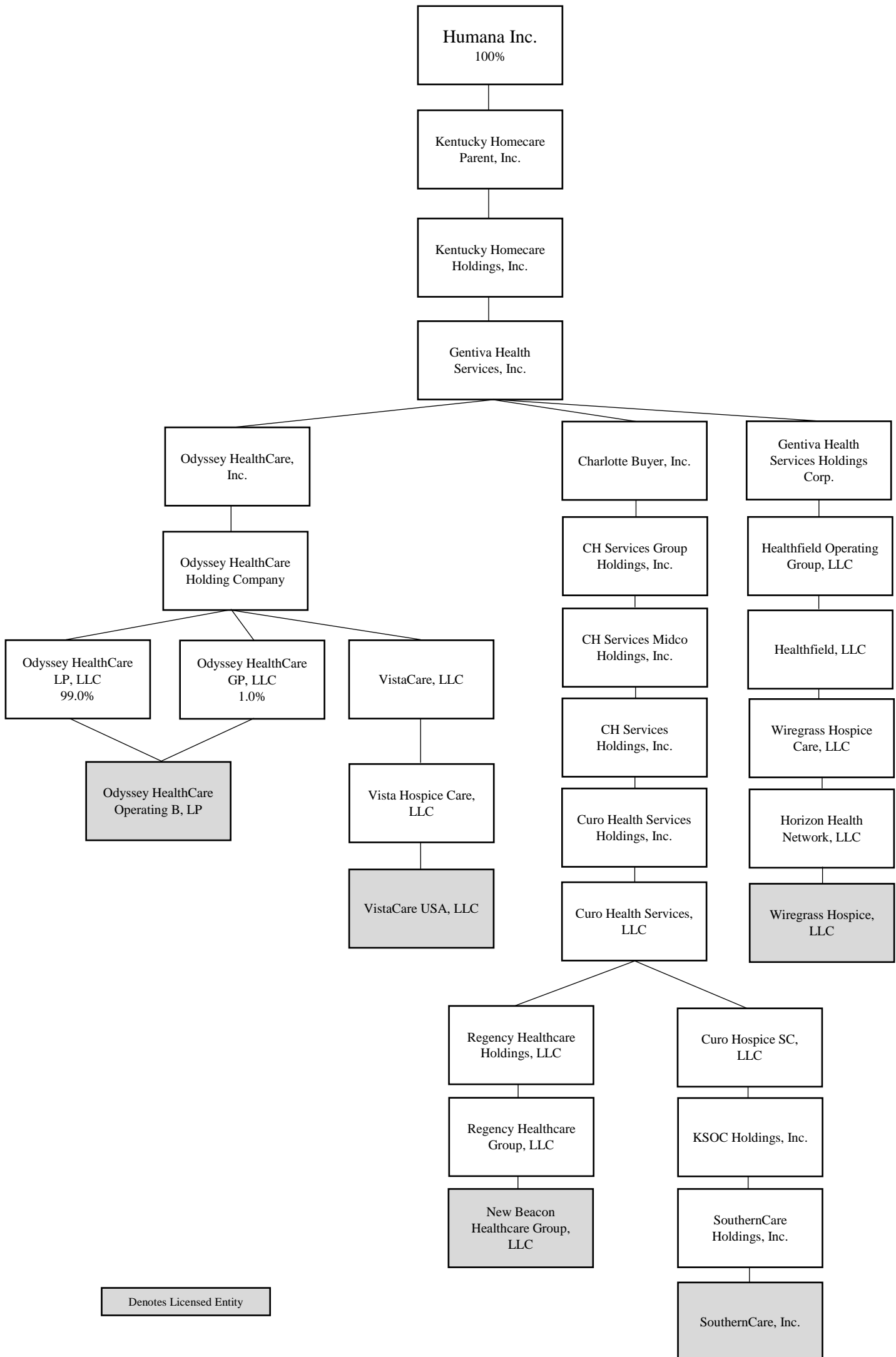
## (Pre-Closing Organizational Structure)



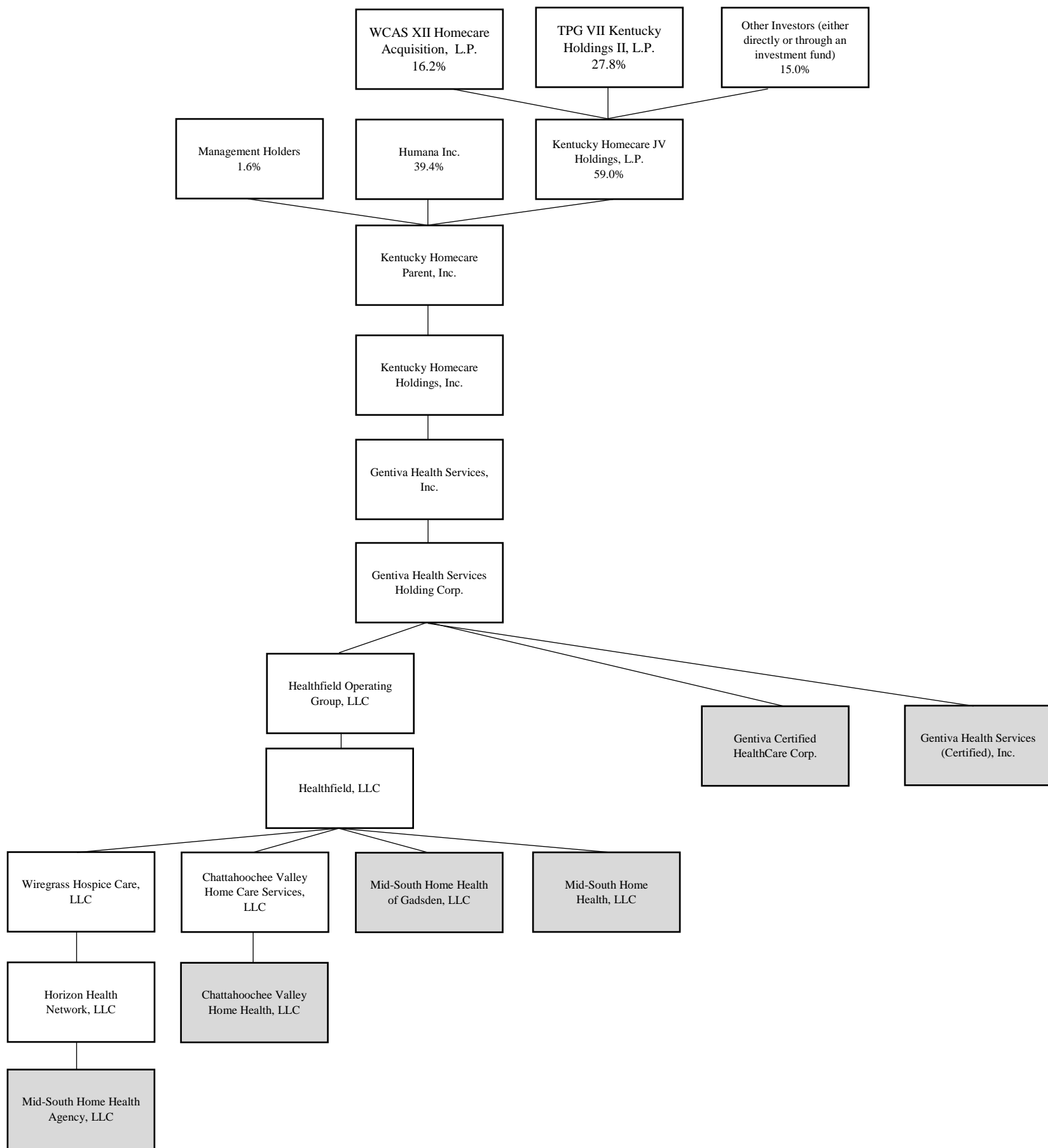
Denotes Licensed Entity

# KINDRED AT HOME (ALABAMA) - HOSPICE AGENCIES

## (Post-Closing Organizational Structure)

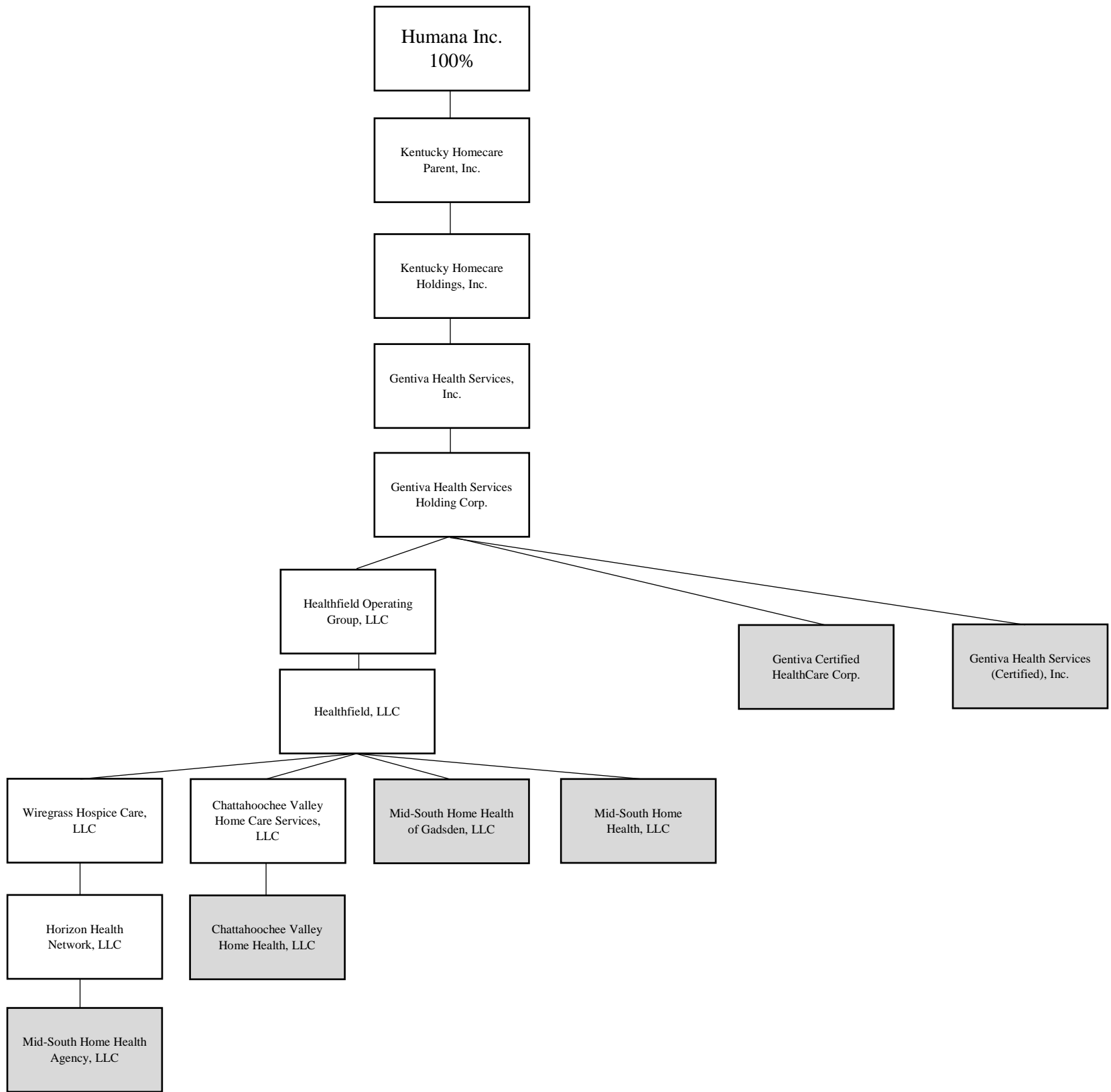


**KINDRED AT HOME (ALABAMA) – HOME CARE AGENCIES**  
**(Pre-Closing Organizational Structure)**



Denotes Licensed Entity

**KINDRED AT HOME (ALABAMA) – HOME CARE AGENCIES**  
**(Post-Closing Organizational Structure)**



Denotes Licensed Entity