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STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY

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February 11, 2016

VIA EMAIL AND FEDEX

Mr. Alva Lambert  
Executive Director  
State Health Planning and Development Agency  
100 North Union Street  
RSA Union Building, Suite 870  
Montgomery, Alabama 36104  
Email: [lisa.horn@shpda.alabama.gov](mailto:lisa.horn@shpda.alabama.gov)

Re: Notice of Change of Ownership (Attachment to Change of Ownership Form)  
Oasis Healthcare, Inc.  
Certificate of Need 2464-HPC  
SHPDA ID Number 115-P2464

Dear Mr. Lambert:

We respectfully submit this letter to the State Health Planning and Development Agency ("SHPDA") as part of an informational filing relating to a change of ownership interests in Oasis Healthcare, Inc. ("Oasis") pursuant to Ala. Code 1975, § 22-21-270(g) and Ala. Admin. R. 410-1-7-.04.

**I. Overview of Proposed Transaction.**

Oasis owns and operates a home-based hospice agency, Oasis Healthcare – Moody (SHPDA ID Number 115-P2464; ADPH Facility ID Number E5803), which provides in-home hospice services to patients 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 to be fair market value, all of the stockholders of Oasis will sell all of their respective shares of stock in Oasis to Abode Healthcare, Inc., a Delaware corporation ("Abode"). The transaction is expected to take place on or about March 2, 2016.

**II. SHPDA Requirements for Change of Ownership**

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

Mr. Alva Lambert  
State Health Planning and Development Agency  
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1. The Financial Scope of the Project. The financial scope of the project will encompass the fair market value payment that Abode will make to all of the stockholders of Oasis as consideration for the purchase of one hundred percent (100%) of the shares in Oasis. Upon consummation of the proposed transaction, Abode shall become the sole stockholder of Oasis.

2. 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.

3. Whether the Proposal will Include the Addition of Any New Beds. The contemplated transaction will not result in the addition of any new beds.

4. Whether the Proposal will Involve the Conversion of Beds. The contemplated transaction will not result in the conversion of beds.

5. Whether the Assets and Stock (if any) will be acquired. As described more particularly above, Abode will purchase from all of the stockholders of Oasis one hundred percent (100%) of the shares in Oasis.

### 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 (namely, the sale of shares of stock) 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.

Should you have any questions or need further information, please feel free to contact me by phone at (202) 861-1859 or by email at [sschlanger@ebglaw.com](mailto:sschlanger@ebglaw.com). Thank you in advance for your assistance with this matter.

Sincerely,



Serra J. Schlanger

Enclosures

cc: J. Clark Pendergrass, Esq.  
Oasis Healthcare, Inc.  
Abode Healthcare, Inc.

**CHANGE OF OWNERSHIP RECEIVED**

FEB 12 2016

**Part I: Purchasing Organization Information**STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY

Name of Organization: Oasis Healthcare, Inc.

Facility Name:  
(ADPH Licensure name) Oasis Healthcare - Moody

SHPDA ID Number: 115-P2464

Address (PO Box #): 2005 Agape Circle

City, State, Zip, County: Moody, Alabama 35004, St. Clair County

Number/Type Licensed Beds: 0

Owner(s): Abode Healthcare, Inc.

Operator(s): Alicia W. Rogers

**Part II: Selling Organization Information**

Name of Organization: Oasis Healthcare, Inc.

Address (PO Box #): 2005 Agape Circle

City, State, Zip, County: Moody, Alabama 35004, St. Clair County

Number/Type Licensed Beds: 0

Owner(s): See Attachment A

Operator(s): Alicia W. Rogers

**Part III: Value of Consideration**

Monetary Value of Purchase: \$ 3,000,000 No./Type Beds: N/A

Terms of Purchase: Please see attached letter of explanation  
(add more pages as necessary to describe the sale)

**Part IV: List of Certificate of Need Authority**

Number of Beds: N/A

Types of Institutional Health Services: In-Home Hospice

List Service Area by County for Home Health Agencies: N/A

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

- \*1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- \*2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- \*3.) Whether the proposal will include the addition of any new beds.
- \*4.) Whether the proposal will involve the conversion of beds.
- \*5.) Whether the assets and stock (if any) will be acquired.

**Part V: Certification of Information**

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms.

Seller(s) Signature(s): John J. Ruthven     John J. Ruthven  
 Owner(s):  
 Operator(s): John J. Ruthven     John J. Ruthven  
 Title/Date: President     Jan 28, 2016

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

YES     NO    The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: \_\_\_\_\_

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

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

- \*1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- \*2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- \*3.) Whether the proposal will include the addition of any new beds.
- \*4.) Whether the proposal will involve the conversion of beds.
- \*5.) Whether the assets and stock (if any) will be acquired.

**Part V: Certification of Information**

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

**Seller(s) Signature(s):**

Owner(s): \_\_\_\_\_

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

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

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

YES     NO    The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: 

Title/Date: Chief Financial Officer      1/22/16

Notice of Change of Ownership  
Oasis Healthcare, Inc.  
Certificate of Need 2464-HPC  
SHPDA ID Number 115-P2464

**Attachment A to Change of Ownership Form Part II**  
**Selling Organization Information**

Stockholders of Oasis Healthcare, Inc:

CEM Oasis Trust

George E. McInnis

R & J Properties Trust

Brandon McInnis

S. Procter McInnis

Jimmy E. Ruthven Sr.

Jimmy E. Ruthven Jr.

Amanda L. Doolittle

Morgan G. Doolittle

Michael J. Ruthven

Larry L. Ruthven

Michael B. Ruthven

Chrystal Ruthven

John J. Ruthven

Oasis Investment Trust

Michael Pardy