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RECEIVED

Oct 16 2018

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

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SUITE 3400  
Birmingham, AL 35203

Office (205) 251-3000

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BURR.COM

October 16, 2018

**VIA EMAIL, ORIGINAL TO FOLLOW BY FEDERAL EXPRESS**

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

**Re: Notice of Change of Ownership  
CV Home Health Services  
125-H7864  
Anticipated Effective Date: November 6, 2018**

Dear Mr. Lambert:

I respectfully submit this Notice of Change of Ownership pursuant to Section 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program (the "CON Rules") in anticipation of the proposed transaction described below. The Change of Ownership involves CV Home Health Services, a home health agency located in Tuscaloosa County, Alabama (the "Agency") which holds a certificate of need (CON # 1672-HH, SHPDA Facility ID 125-H7864) (the "CON"). The following is a summary of the proposed transaction:

I. Scope of the Transaction

1. CP Home Care Vance LLC (the "Seller"), an Alabama limited liability company, is the current owner and operator of the Agency.

2. CareSouth HHA Holdings of Dothan, LLC (the "Purchaser") plans to enter into an Asset Purchase Agreement with the Seller, pursuant to which the Purchaser plans to acquire from the Seller substantially all of the personal property and assets of the Agency, as well as the associated rights, including the CON, to operate the Agency in all SHPDA-authorized service areas<sup>1</sup> and to utilize all valid and SHPDA-authorized drop sites.<sup>2</sup> The proposed transaction does not include the sale of stock. Following the Closing Date, the Purchaser plans to provide home health services in the SHPDA-authorized service areas and utilize the SHPDA-authorized drop sites.
3. It is contemplated that the above-described asset purchase transaction will close on or around November 6, 2018, subject to applicable regulatory approval ("Closing Date"). Should the Closing Date change, I will notify your office accordingly.

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<sup>1</sup> The Seller has appropriate authority to operate the Agency in the following counties: Tuscaloosa County (CON Authority), Bibb County (Contiguous County Authority), Fayette County (Contiguous County Authority), Greene County (Contiguous County Authority), Hale County (Contiguous County Authority), Jefferson County (Contiguous County Authority), Pickens County (Contiguous County Authority), and Walker County (Contiguous County Authority).

<sup>2</sup> The Seller has appropriate authority to operate a drop site in Jefferson County and Bibb County.

II. Financial Scope of the Project

The purchase price of the transaction is \$1,500,000.00. The Change of Ownership transaction will not involve new construction, the purchase of any new equipment, or the incurrence of new operating costs.

III. Services to be Offered

1. The proposed transaction does not involve the offering of any new institutional health services.
2. The proposed transaction will not result in the addition or reduction of beds.
3. The proposed transaction will not involve the conversion of beds.
4. The Purchaser has not previously offered home health services in the SHPDA-authorized service areas.

In accordance with the CON Rules, the Change of Ownership Filing Fee of \$2,500.00 will be paid via the SHPDA Electronic Payment Portal. Enclosed please find an executed Notice of Change of Ownership form.

Based on the facts presented above, I respectfully request that you exercise your authority under § 410-1-7-.04 of the CON Rules and determine that neither a certificate of need, nor any further certificate of need regulatory review, is required for the consummation of the above-described proposed transaction.

Mr. Alva M. Lambert  
October 16, 2018  
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Should you have any questions or need further information, please feel free to contact me  
at (205) 458-5429 or at [kfleming@burr.com](mailto:kfleming@burr.com).

Sincerely,

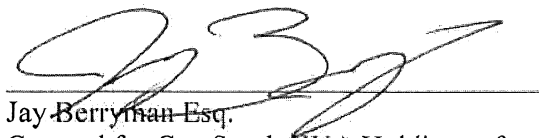
A handwritten signature in black ink, appearing to read "Kelli C. Fleming", with a long, sweeping horizontal line extending to the right.

Kelli C. Fleming  
Counsel for CP Home Care Vance LLC (Seller)

KCF/caj  
Enclosure (CHOW Form)

cc: Howard E. Bogard, Esq.  
Jay Berryman, Esq.  
Andrew Oksner  
Sean Broadbent

**Acknowledged and Agreed to:**



Jay Berryman Esq.  
Counsel for CareSouth FHA Holdings of  
Dothan, LLC (Purchaser)

10/16/18  
Date

## 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: 125-H7864

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

Name of Facility/Provider: CV Home Health Services  
(ADPH Licensure Name)

Physical Address: 17035 Highway 11 North

Vance, Alabama 35490 (closed March 12, 2018)

County of Location: Tuscaloosa

Number of Beds/ESRD Stations: N/A - Home Health Agency

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Tuscaloosa (CON), Bibb (Contiguous), Fayette (Contiguous), Greene (Contiguous), Hale (Contiguous), Jefferson (Contiguous), Pickens (Contiguous), and Walker (Contiguous)

**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: CP Home Care Vance LLC

Mailing Address: 2909 Cole Avenue, Suite 115

Dallas, Texas 75204

Operator (Entity Name): CV Home Health Services

**Part III: Acquiring Entity Information**

Name of Entity: CareSouth HHA Holdings of Dothan, LLC

Mailing Address: 6688 N. Central Expressway, Suite 1300  
Dallas Texas 75206

Operator (Entity Name): CareSouth HHA Holdings of Dothan, LLC

Proposed Date of Transaction is on or after: November 6, 2018

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 1,500,000.00

Type of Beds: Home Health Agency

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. The transaction involves an asset purchase for a home health agency whose CON has vested. There will be no additional expenditures, other than the purchase price, as a result of this change of ownership.

Projected Construction Cost: \$ N/A

Projected Yearly Operating Cost: \$ N/A

Projected Total Cost: \$ N/A

**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): \_\_\_\_\_

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

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

SWORN to and subscribed before me, this \_\_\_\_\_ day of October, 2018.

(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): CareSouth HHA Holdings of Dothan, LLC

[Signature]  
\_\_\_\_\_  
G. Robert Thompson

Operator(s): CareSouth HHA Holdings of Dothan, LLC

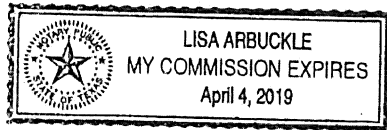
[Signature]  
\_\_\_\_\_  
G. Robert Thompson

Title/Date: Vice President & Chief Financial Officer

October 15, 2018 \_\_\_\_\_

SWORN to and subscribed before me, this 15<sup>th</sup> day of October, 2018.

(Seal)



[Signature]  
\_\_\_\_\_  
Notary Public

My Commission Expires: 04/04/2019

Author: Alva M. Lambert

Statutory Authority: § 22-21-271(c), Code of Alabama, 1975

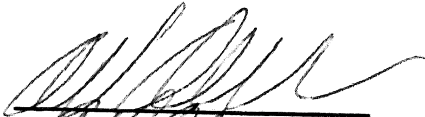

History: New Rule



**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):  Andrew P. Oksner  
 Operator(s):  Andrew P. Oksner  
 Title/Date: \_\_\_\_\_ President, October 16, 2018

SWORN to and subscribed before me, this \_\_\_\_\_ day of **October**, 2018.

(Seal) SEE ATTACHED!  
 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): \_\_\_\_\_  
 Operator(s): \_\_\_\_\_  
 Title/Date: \_\_\_\_\_

SWORN to and subscribed before me, this \_\_\_\_\_ day of **October**, 2018.

(Seal) \_\_\_\_\_  
 Notary Public \_\_\_\_\_  
 My Commission Expires: \_\_\_\_\_

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

# Jurat Certificate

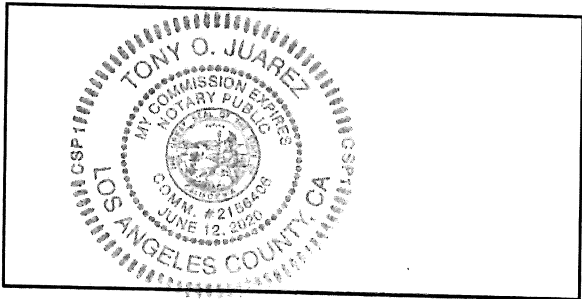
State of CALIFORNIA

County of LOS ANGELES

Subscribed and sworn to (or affirmed) before me on this 12<sup>TH</sup>

day of OCTOBER, 2018, by ANDREW P OKSNER

Place Seal Here



Notary Signature [Handwritten Signature]

## Description of Attached Document

Type or Title of Document

CERTIFICATION OF INFORMATION

Document Date

10.11.18

Number of Pages

3

Signer(s) Other Than Named Above

N/A