



CO2020-017

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Mar 20 2020

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

ALLISON SIMPSON  
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March 20, 2020

VIA E-FILING TO: SHPDA.ONLINE@SHPDA.ALABAMA.GOV  
VIA EMAIL TO: KAREN.MCGUIRE@SHPDA.ALABAMA.GOV

Ms. Emily Marsal, Executive Director  
Ms. Karen McGuire, Executive Secretary & Health Planning Coordinator  
State Health Planning and Development Agency  
100 North Union Street, Suite 870  
Montgomery, Alabama 36104

**Re: Additional Requested Information for Change of Ownership  
CO2020-017; The Hospital Home Health; SHPDA ID: 041-H7140**

Dear Ms. Marsal & Ms. McGuire:

On behalf of Crenshaw Health Care Authority (the "Authority" and "Buyer"), and in response to your request for additional information, please refer to the following response and enclosure.

- Page A-85: Signature of a notary public on behalf of PRM signatures.

Please see copy attached. PRM's attorney, Chris Richard, also responded with this information.

- Page A-85: Identification of notary public attesting to the signatures on behalf of the Authority.

The notary is J. Levi Nichols. I have included a copy of the signature pages with his name written in as well.

- Evidence of grandfathered authority.

The Authority has communicated with PRM regarding the status of the Home Health Agency authority and confirmed that it does have a Certificate of Need. However, PRM has not yet located a copy of same.

Please contact me if you have any questions or need any additional information.

Marsal/McGuire  
Re: CO2020-017  
March 20, 2020  
Page 2

Sincerely,

BALCH & BINGHAM, LLP

  
Allison Simpson

ACS:

Encl  
cc (via email): David Hughes, CEO  
Levi Nichols, Attorney for Authority  
Chris Richard, Attorney for PRM



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Feb 28 2020

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

February 27, 2020

VIA E-FILING TO: SHPDA.ONLINE@SHPDA.ALABAMA.GOV

Ms. Emily Marsal, Esq.  
Executive Director  
State Health Planning and Development Agency  
100 North Union Street, Suite 870  
Montgomery, Alabama 36104

**Re: The Hospital Home Health  
SHPDA ID: 041-H7140**

Dear Ms. Marsal:

On behalf of Crenshaw Health Care Authority (the "Authority" and "Buyer"), please accept this letter and filing as notice of a proposed transaction between the Authority and Professional Resources Management of Crenshaw, LLC ("PRM"), which currently operates The Hospital Home Health (the "HHA") pursuant to its grandfathered Certificate of Need authority.

Pursuant to an Asset Purchase Agreement, the Authority will obtain all assets, other than those excluded by the parties, necessary for the operation of the HHA. Assuming approval of SHPDA and the Alabama Department of Public Health's issuance of a license for the Authority to operate the HHA, the parties anticipate closing the transaction on March 31, 2020. The Authority will enter into a management agreement with Alliant Management Services for the day-to-day operation of the HHA, but overall ownership and control will be vested in the Authority. Attached hereto is an organizational chart demonstrating the change in control of the HHA as a result of this transaction.

This transaction will not result in a change in health services, and will not result in the addition of beds or the conversion of existing beds. In addition, the proposed transaction does not involve the purchase of new equipment, the undertaking of new construction or the addition of new operating costs. As demonstrated on the enclosed form, the capital expenditure thresholds are not exceeded as a result of this transaction.


As there is no change in service; no spending above the capital expenditure thresholds; no conversion of beds; and no increase in bed capacity, we respectfully request that you exercise your authority under Ala. Admin. Code § 410-7-.04(2) to determine that a CON is not required for the consummation of the proposed transaction.

I am also overnighting you the filing fee of \$2,500.00.

Please contact me if you have any questions or need any additional information.

With best regards,

Sincerely,  
**Balch & Bingham, LLP**

  
Allison C. Simpson

Encl.

cc (via email): David Hughes, CEO  
Levi Nichols, Attorney for Authority  
Chris Richard, Attorney for PRM

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Feb 28 2020

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

State Health Planning and Development Agency

Alabama CON Rules & Regulations

## 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: 041-H7140  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: The Hospital Home Health  
(ADPH Licensure Name)

Physical Address: 101 Hospital Circle (Address on SHPDA: 54 Roy Beall Dr.)  
Luverne, AL 36049

County of Location: Crenshaw

Number of Beds/ESRD Stations: n/a

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Butler, Coffee, Covington, Crenshaw, Pike Counties and Counties contingent to Crenshaw - Lowndes and Montgomery

**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: Professional Resources Management of Crenshaw, LLC ("PRM")

Mailing Address: 60 Commerce Street, Suite 910  
Montgomery, AL 36104

Operator (Entity Name): Professional Resources Management of Crenshaw, LLC

### Part III: Acquiring Entity Information

Name of Entity: Crenshaw County Health Care Authority ("Authority")

Mailing Address: PO Box 687  
Luverne, AL 36049

Operator (Entity Name): Crenshaw County Health Care Authority

Proposed Date of Transaction is on or after: ~~February 28, 2020~~ March 31, 2020

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 0.00

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: \$ 300,000.00

Projected Total Cost: \$ \$300,000.00

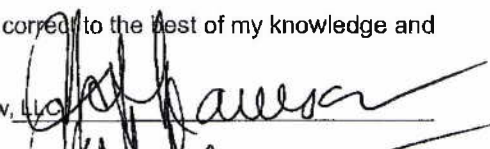
**On an Attached Sheet Please Address the Following:** Please see attached.

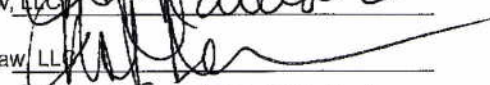
- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 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): Professional Resources Management of Crenshaw, LLC 

Operator(s): Professional Resources Management of Crenshaw, LLC 

Title/Date: Manager March 18, 2020

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State Health Planning and Development Agency

Mar 20 2020

Alabama CON Rules & Regulations

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

SWORN to and subscribed before me, this March 18 day of 2020.

(Seal)

[Signature]  
Notary Public

My Commission Expires: 11/7/2023

**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): Crenshaw County Health Care Authority \_\_\_\_\_

Operator(s): Crenshaw County Health Care Authority \_\_\_\_\_

Title/Date: Chairman February     , 2020

SWORN to and subscribed before me, this \_\_\_\_\_ day of February, 2020.

(Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Author: Alva M. Lambert

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

Operator (Entity Name): Crenshaw County Health Care Authority

Proposed Date of Transaction is on or after: March 31, 2020

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ N/A; however the Authority will assume certain debts of PRM

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: \$ 300,000.00

Projected Total Cost: \$ \$300,000.00

**On an Attached Sheet Please Address the Following:** Please see attached.

- 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): Professional Resources Management of Crenshaw, LLC

Operator(s): Professional Resources Management of Crenshaw, LLC

Title/Date: \_\_\_\_\_ February \_\_\_\_ , 2020



Operator (Entity Name): Crenshaw County Health Care Authority

Proposed Date of Transaction is on or after: ~~February 28, 2020~~ March 31, 2020

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 0.00

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: \$ 300,000.00

Projected Total Cost: \$ \$300,000.00

**On an Attached Sheet Please Address the Following:** Please see attached.

- 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.

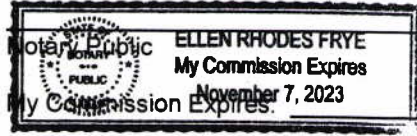
Owner(s): Professional Resources Management of Crenshaw, LLC 

Operator(s): Professional Resources Management of Crenshaw, LLC 

Title/Date: Manager February 25, 2020

SWORN to and subscribed before me, this 25th day of February, 2020.

(Seal)



**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): Crenshaw County Health Care Authority

Operator(s): Crenshaw County Health Care Authority

Title/Date: Chairman February     , 2020

SWORN to and subscribed before me, this      day of February, 2020.

(Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Author: Alva M. Lambert

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

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CO2020-017

Mar 20 2020

State Health Planning and Development Agency

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

Alabama CON Rules & Regulations

SWORN to and subscribed before me, this \_\_\_\_\_ day of February \_\_\_\_\_, 2020.

(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): Crenshaw County Health Care Authority

Michael C. Kinde

Operator(s): Crenshaw County Health Care Authority

Michael C. Kinde

Title/Date: Chairman

February 26, 2020

SWORN to and subscribed before me, this 26 day of February \_\_\_\_\_, 2020.

(Seal)

Notary Public

My Commission Expires: 12-15-20

J. Levi Nichols

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 February \_\_\_\_\_, 2020.

(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): Crenshaw County Health Care Authority

Michael G. Keirle

Operator(s): Crenshaw County Health Care Authority

Michael G. Keirle

Title/Date: Chairman

February 26, 2020

SWORN to and subscribed before me, this 26 day of February \_\_\_\_\_, 2020.

(Seal)

J. L. A.  
Notary Public

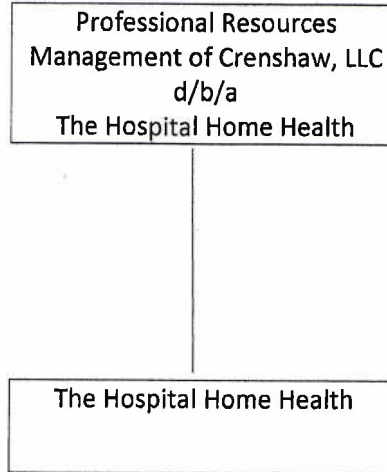
My Commission Expires: 10-15-20

Author: Alva M. Lambert

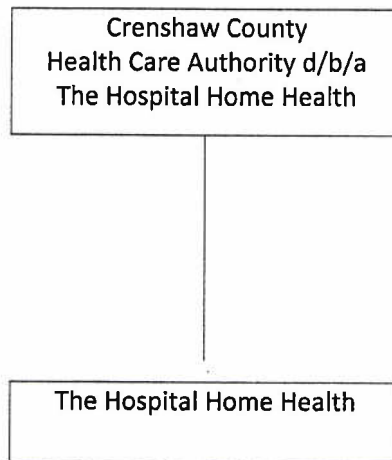
Statutory Authority: § 22-21-271(c), Code of Alabama, 1975 History: New Rule

Organizational Chart

**PRIOR TO TRANASACTION**



**AFTER TRANSACTION**



**Part IV: Terms of Purchase**

- 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 proposed transaction is a result of the Professional Resources Management of Crenshaw, LLC's, the current operator, bankruptcy. As a result of the bankruptcy, and through the proposed transaction between Professional Resources Management of Crenshaw, LLC and the Crenshaw County Health Care Authority control of the HHA will be returned to the Authority. The Authority will contract with Blue Management Services, LLC d/b/a Alliant Management Services for day-to-day HHA operations. No additional institutional services or beds will be added as a result of the change.**

- 2.) Whether the proposal will include the addition of any new beds.

**No.**

- 3.) Whether the proposal will involve the conversion of beds.

**No.**

- 4.) Whether the assets and stock (if any) will be acquired.

**The Authority will assume the assets set forth in the Purchase Agreement.**