

Mar 26 2024

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY



Professional Corporation
500 North Meridian Street, Suite 400
Indianapolis, IN 46204-1293
www.hallrender.com

Sean J. Fahey

Direct Dial: 317-977-1472

Facsimile: 317-633-4878

E-mail: sfahey@hallrender.com

March 26, 2024

Via Email: shpda.online@shpda.alabama.gov

Alabama State Health Planning & Development Agency (SHPDA)
P.O. Box 303025
Montgomery, Alabama 36130-3025

Re: Notice of Change of Ownership/Control in Certificate of Need Holder – _
Entity: COVENANT HOSPICE, INC.
For Covenant Hospice, Inc. – Dothan (SHPDA ID Number: 069-P2491), Covenant
Hospice, Inc. – Daphne (SHPDA ID Number: 069-P2491A), and Covenant Hospice, Inc.
– Mobile (SHPDA ID Number: 069—P2491C).

Dear Sir or Madam:

VITAS HEALTHCARE CORPORATION OF FLORIDA (“Acquiring Entity”) is submitting this Notice of Change of Ownership/Control in a Certificate of Need Holder to effectuate a Change of Ownership (“CHOW”) for the certificate of need held by COVENANT HOSPICE, INC. (“Current Authority”) for COVENANT HOSPICE, INC. – DOTHAN (SHPDA ID Number: 069-P2491), COVENANT HOSPICE, INC. – DAPHNE (SHPDA ID Number: 069-P2491A) and COVENANT HOSPICE, INC. – MOBILE (SHPDA ID Number: 069-P2491C) for at home hospice services.

For Alabama CON purposes, COVENANT HOSPICE, INC. – DOTHAN (SHPDA ID Number: 069-P2491) is the parent, and COVENANT HOSPICE, INC. – DAPHNE (SHPDA ID Number: 069-P2491A) and COVENANT HOSPICE, INC. – MOBILE (SHPDA ID Number: 069-P2491C) are the child entities/operations for at home hospice services.

The Acquiring Entity is not obtaining the assets of COVENANT HOSPICE, INC – MOBILE (SHPDA ID Number 069-P2491D) and its associated CON for in-patient hospice services.

Payment of the CHOW Fee in the amount of \$2,577.00 has been made concurrent with this Notice through SHPDA’s electronic payment portal.

On March 12, 2024, Acquiring Entity and Current Authority entered into an Asset Purchase Agreement for Acquiring Entity to acquire substantially all of the assets of Current Authority.

Acquiring Entity and Current Authority intend to proceed to closing for the transaction immediately upon the approval of Acquiring Entity’s CHOW application by the Alabama

Department of Public Health (“ADPH”) and fulfillment of this Notice of Change of Ownership/Control as required by Ala. Code § 22-21-270 et seq. and Ala. Admin. Code r. 410-1-7-.04.

Should SHPDA require any additional information in connection with its review and processing of this application, please do not hesitate to contact me at 317-977-1472 or sfahey@hallrender.com.

Sincerely,
HALL RENDER KILLIAN HEATH & LYMAN, P.C.

A handwritten signature in black ink that reads "Sean Fahey". The signature is written in a cursive style with a large, stylized initial 'S'.

Sean J. Fahey

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-P2491
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: COVENANT HOSPICE, INC.
(ADPH Licensure Name)

Physical Address: 1512 WEST MAIN STREET
DOTHAN, AL 36301

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. See Attached.

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: COVENANT HOSPICE, INC.

Mailing Address: 5041 North 12th Street
Pensacola, FL 32504

Operator (Entity Name): COVENANT HOSPICE, INC.

Part III: Acquiring Entity Information

Name of Entity: VITAS Healthcare Corporation of Florida

Mailing Address: 201 S. Biscayne Blvd., Suite 400
Miami, FL 33131

Operator (Entity Name): VITAS Healthcare Corporation of Florida

Proposed Date of Transaction is on or after: 04/17/2024

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 11,200,000.00

Type of Beds: N/A

Number of Beds/ESRD Stations: 0

Financial Scope: to include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost:

Projected Equipment Cost: \$ 117,000.00

Projected Construction Cost: \$ 510,000.00

Projected Yearly Operating Cost: \$ 5,700,000.00

Projected Total Cost: \$ 6,327,000.00

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

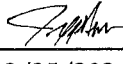
Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): Covenant Hospice, Inc.

By: 

Operator(s): Covenant Hospice, Inc.

By: 

Title/Date: Title: CEO

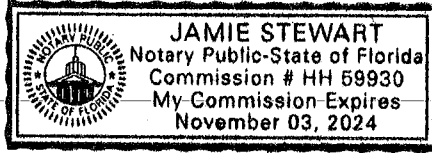
Date: 3/25/2024

State Health Planning and Development Agency

Alabama CON Rules & Regulations

SWORN to and subscribed before me, this 25th day of March, 2024

(Seal)



Jamie Stewart
Notary Public

My Commission Expires: 11/03/2024

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): VITAS Healthcare Corporation of Florida By: _____

Operator(s): VITAS Healthcare Corporation of Florida By: _____

Title/Date: Title: _____ Date: _____

SWORN to and subscribed before me, this _____ day of _____, _____.

(Seal)

Notary Public

My Commission Expires: _____

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 _____,

(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.

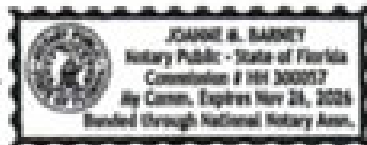
Purchaser(s): VITAS Healthcare Corporation of Florida By: [Signature]

Operator(s): VITAS Healthcare Corporation of Florida By: [Signature]

Title/Date: Title Date: March 22, 2024

SWORN to and subscribed before me, this 22 day of March, 2024

(Seal)



Joanne M. Barney
Notary Public

My Commission Expires: 11/28/25

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

Provide information on:

1. The services to be offered by the proposal (applicant states whether the applicant has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).

VITAS HEALTHCARE CORPORATION OF FLORIDA intends to acquire the assets of COVENANT HOSPICE, INC. and provide home hospice and palliative care services to patients in the same service areas for which:

- **COVENANT HOSPICE, INC.- DOTHAN is permitted pursuant to Facility ID #069-P2491**
- **COVENANT HOSPICE, INC.- DAPHNE is permitted pursuant to Facility ID #069-P2491A; and**
- **COVENANT HOSPICE, INC. – MOBILE is permitted pursuant to Facility ID #069-P2491C.**

2. Whether the proposal will include 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.

Yes, VITAS HEALTHCARE CORPORATION OF FLORIDA intends to acquire the assets of COVENANT HOSPICE, INC. for its operations as

- **COVENANT HOSPICE, INC.- DOTHAN is permitted pursuant to Facility ID #069-P2491**
- **COVENANT HOSPICE, INC.- DAPHNE is permitted pursuant to Facility ID #069-P2491A; and**
- **COVENANT HOSPICE, INC. – MOBILE is permitted pursuant to Facility ID #069-P2491C.**

Attachment to VITAS Healthcare Corporation of Florida
Notice of Change of Ownership/Control
Alabama CON

CON Authorized Service Areas:

Counties under CON 2491-HPC

Autauga,
Bullock,
Chilton,
Choctaw,
Clarke,
Coosa,
Dallas,
Elmore,
Lee,
Lowndes,
Macon,
Marengo,
Montgomery,
Russell,
Tallapoosa, and
Wilcox.

Counties under CON 2347-HPC:

Baldwin,
Barbour,
Butler,
Coffee,
Conecuh,
Covington,
Crenshaw,
Dale,
Escambia,
Geneva,
Henry,
Houston,
Mobile,
Monroe,
Pike, and
Washington

Ownership before CHOW

Covenant Health and Community
Services, Inc. (non profit)

|

COVENANT HOSPICE, INC.
(non profit)

Ownership after CHOW

Chemed Corporation f/k/a Roto-Rooter, Inc.

| 100%

Comfort Care Holdings Company f/k/a OCR
Holding Company

| 100%

VITAS HEALTHCARE CORPORATION

| 100%

VITAS Hospice Services, LLC

| 100%

VITAS HEALTHCARE CORPORATION
OF FLORIDA