

Morgan D'Arcy
Attorney
(312) 214-8830

October 10, 2025

Via Electronic Filing - shpda.online@shpda.alabama.gov

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

RE: Stock Transfer Notification – Facility ID: 027-H7097

Greetings:

Please find enclosed a Notice of Change of Ownership form for the home health agency owned and operated by Clay County Hospital Home Care, LLC, d/b/a Clay County Hospital Home Care (the “**Agency**”), which has been assigned Facility ID 027-H7097. We are also including before-and-after organization diagrams and confirmation of payment of the \$2,500 CHOW application fee. As indicated on the enclosed diagrams, Adoration Home Health Acquisitions, LLC will be acquiring 90% of the equity of the Agency from current owner Alabama Health Care Group, LLC. Clay County Healthcare Authority will continue to own the remaining 10% of the equity of the Agency.

This transfer of equity interest will not impact the Agency’s EIN (11-3729602), NPI number (1861575334), Medicare provider enrollment (01-7097), etc. There will be no change or interruption to the Agency’s services or operations, nor will there be any impact to the Agency’s CON authorized service area.

The financial scope of the proposed acquisition will encompass the fair market value for the transfer of the stock of the Agency. The proposed acquisition does not involve any new costs associated with the Agency exceeding any of the thresholds set forth in Alabama Code § 22-21-263(a)(2).

The transaction is scheduled to close in the 4th quarter of 2025, with an anticipated effective date on or after October 31, 2025. If you have any questions or if you need any additional information, please do not hesitate to contact me at Morgan.Darcy@btlaw.com or (312) 214-8830.

Sincerely,

Morgan D'Arcy

Morgan D'Arcy

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Attorney
(312) 214-8830

November 13, 2025

Via Electronic Filing - shpda.online@shpda.alabama.gov

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

RE: CO2026-014
Clay County Hospital Home Care, LLC
SHPDA ID: 027-H7097

Dear Ms. Marsal:

In response to the Alabama State Health Planning and Development Agency's ("SHPDA") October 30, 2025 written response to the Notice of Change of Ownership/Control Form (the "**Notice**"), submitted on behalf of Clay County Hospital Home Care, LLC d/b/a Clay County Hospital Home Care (the "**Agency**"), we are providing additional information regarding our Notice.

Following our further discussion with SHPDA, we are confirming that this transaction is structured as the sale of the equity of the Agency. The CON will remain with the Agency, which will continue to own and operate the home health provider. Accordingly, we have updated Part III of the Notice to clarify the "Name of Entity" and "Operator" fields. We have also updated the "Name of Facility/Provider" in Part I.

This equity transfer will not impact Clay County Hospital's minority ownership in the Agency, and Clay County Hospital will maintain its representation on the Agency's board.

Please also note that we have updated the "Proposed Date of Transaction" to December 1, 2025.

Please contact me at Morgan.Darcy@btlaw.com or (312) 214-8830 if you have any questions or need any additional information in connection with this review.

Sincerely,

Morgan D'Arcy

Morgan D'Arcy

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: 027-H7097
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Clay County Hospital Home Care
(ADPH Licensure Name)

Physical Address: 83825 Highway 9
Ashland, AL 36251

County of Location: CLAY

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Clay, Cleburne, Coosa, Randolph, Talladega, Tallapoosa

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: Clay County Hospital Home Care, LLC

Mailing Address: 83825 Highway 9
Ashland, AL 36251

Operator (Entity Name): Clay County Hospital Home Care, LLC

Part III: Acquiring Entity Information

Name of Entity: Clay County Hospital Home Care, LLC

Mailing Address: 83825 Highway 9
Ashland, AL 36251

Operator (Entity Name): Clay County Hospital Home Care, LLC

Proposed Date of Transaction is on or after: 12/1/2025

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 663,364.00

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: \$ 0.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 743,626.00


Projected Total Cost: \$ 743,626.00

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): Alabama Health Care Group, LLC 

Operator(s): Joshua L. Proffitt

Title/Date: President

SWORN to and subscribed before me, this 13th day of September, 2025.

(Seal)

Joni Bonin
Notary Public Joni Bonin

My Commission Expires: At Death



Joni Bonin
Notary Public
Notary ID No. 23476
Lafayette Parish, Louisiana

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 _____, _____.

(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):


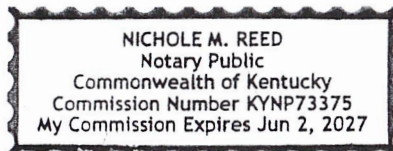
I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): _____ Allison L. Brown _____ Operator(s): _____ Allison L. Brown _____ 

Title/Date: _____ Secretary _____ 10/06/2025

SWORN to and subscribed before me, this 10th day of October, 2025.

(Seal)



Notary PublicMy Commission Expires: Jun 2, 2027

Author: Alva M. Lambert

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

History: New Rule

Responses to Application Questions 1 through 4

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 currently offers the services (home health services), and the services offered will not change as a result of this proposal.

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

The proposal will not include the addition of any new beds. (The Applicant provides home health services and does not maintain any beds.)

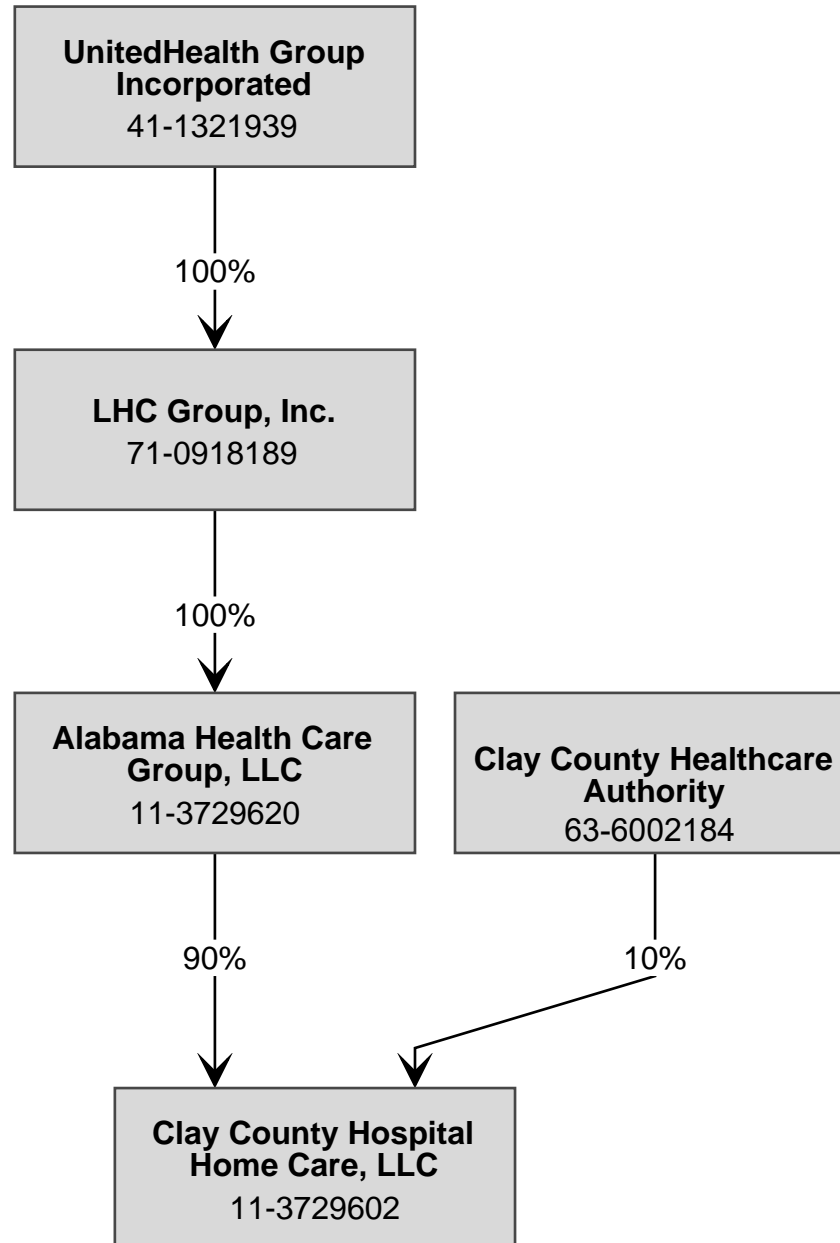
3) Whether the proposal will involve the conversion of beds.

The proposal will not involve the conversion of beds. (The Applicant provides home health services and does not maintain any beds.)

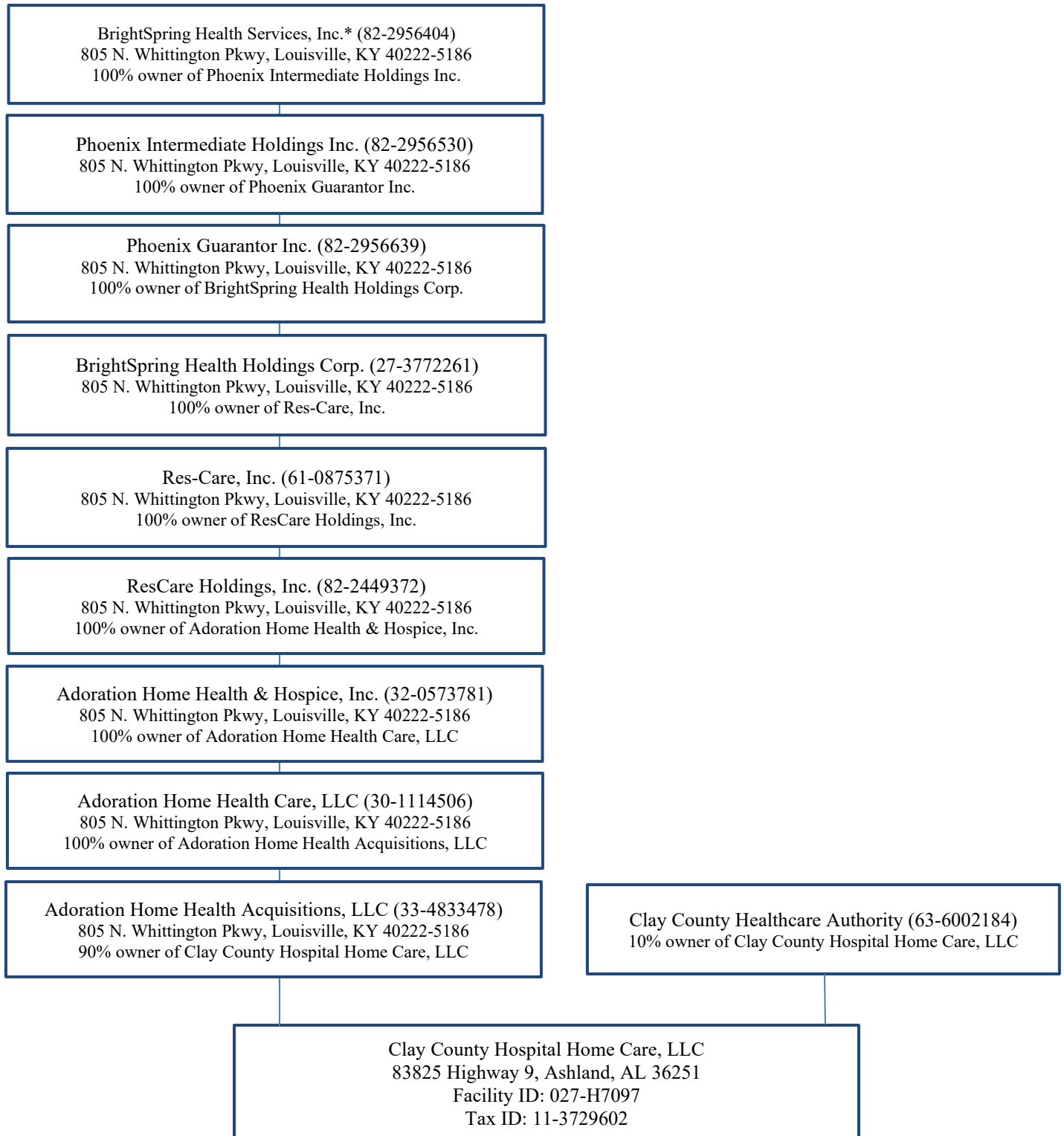
4) Whether the assets and stock (if any) will be acquired.

The transaction involves a partial stock transfer of the Applicant. As indicated on the accompanying before-and-after organizational charts, Adoration Home Health Acquisitions, LLC will be acquiring 90% of the equity of the Applicant from one of its current owners, Alabama Health Care Group, LLC, who will then cease to hold any ownership in the Applicant. The other owner, Clay County Healthcare Authority, will continue to own the remaining 10% of the equity of the Applicant. The Applicant will continue to be the entity that provides home health services.

Clay County Hospital Home Care, LLC
83825 Highway 9, Ashland, AL 36251-7981



CLAY COUNTY HOSPITAL HOME CARE, LLC
PROPOSED ORGANIZATIONAL CHART



* Publicly traded on Nasdaq Global Select Market (BTSG).