

June 3, 2022

HAND DELIVERY AND EMAIL

Ms. Ruby Potter
Health Care Facilities Planning & Development Administrator
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, Maryland 21215-2299
ruby.potter@maryland.gov

Re: Certificate of Need Application
Encompass Health Rehabilitation Hospital of Southern Maryland, LLC
Addition of 10 Beds to Special Rehabilitation Hospital

Dear Ms. Potter:

On behalf of applicant Encompass Health Rehabilitation Hospital of Southern Maryland, LLC, we are submitting four copies of its Certificate of Need Application and related exhibits, along with one set of full-size project drawings. Also enclosed is a CD containing searchable PDF files of the application and exhibits, WORD versions of the application and available exhibits, and native EXCEL spreadsheets of the MHCC tables and available exhibits.

I hereby certify that a copy of this submission has also been forwarded to the appropriate local health planning agencies noted below.

Please sign and return to our waiting messenger the enclosed acknowledgment of receipt.

Sincerely,



Ella R. Aiken



Alison J.B. Lutich

Enclosures

cc: Wynee Hawk, Chief, Certificate of Need
Paul Parker, Director, Center for Health Care Facilities Planning & Development
Sarah Pendley, Esq., Assistant Attorney General
Alexa Bertinelli, Esq., Assistant Attorney General
Dr. Ernest Carter, Health Officer, Prince George's County Health Dept.
Dr. Diana E. Abney, Health Officer, Charles County Health Dept.
Dr. Meenakshi G. Brewster, Health Officer, St. Mary's County Health Dept.
Dr. Laurence Polsky, Health Officer, Calvert County Health Dept.
Dr. Nilesh Kalyanaraman, Health Officer, Anne Arundel County Health Dept.

IN THE MARYLAND HEALTH CARE COMMISSION

APPLICATION FOR CERTIFICATE OF NEED

for the
Addition of Ten Beds to Approved Rehabilitation
Hospital Project

Applicant

**ENCOMPASS HEALTH REHABILITATION
HOSPITAL OF SOUTHERN MARYLAND, LLC**

June 3, 2022

TABLE OF CONTENTS

	Page
PART I - PROJECT IDENTIFICATION AND GENERAL INFORMATION.....	1
1. FACILITY	1
2. OWNER.....	1
3. APPLICANT.....	1
4. NAME OF LICENSEE	2
5. LEGAL STRUCTURE OF APPLICANT	2
6. PERSON(S) TO WHOM QUESTIONS REGARDING THIS APPLICATION SHOULD BE DIRECTED	2
7. PROJECT DESCRIPTION	4
8. CURRENT PHYSICAL CAPACITY AND PROPOSED CHANGES	12
9. REQUIRED APPROVALS AND SITE CONTROL	12
10. PROJECT SCHEDULE.....	13
11. PROJECT DRAWINGS.....	13
12. FEATURES OF PROJECT CONSTRUCTION.....	14
PART II - PROJECT BUDGET	15
PART III - APPLICANT HISTORY, STATEMENT OF RESPONSIBILITY, AUTHORIZATION AND RELEASE OF INFORMATION, AND SIGNATURE	16
PART IV - CONSISTENCY WITH PROJECT REVIEW STANDARDS AND GENERAL REVIEW CRITERIA.....	19
COMAR 10.24.09. Specialized Health Care Services— Acute Inpatient Rehabilitation Services.....	20
Standard .04A. – General Review Standards.	20
(1) Charity Care Policy.	20
(2) Quality of Care	23
Standard .04B. – Project Review Standards.....	30
(1) Access.	30

(2) Need.....	46
(3) Impact.....	53
(4) Construction Costs.	55
(5) Safety.	56
(6) Financial Feasibility.....	57
(7) Minimum Size Requirements.	58
(8) Transfer and Referral Agreements.....	58
(9) Preference in Comparative Reviews.....	59
COMAR 10.24.01.08G(3)(b). Need.	60
COMAR 10.24.01.08G(3)(c). Availability of More Cost-Effective Alternatives.	61
COMAR 10.24.01.08G(3)(d). Viability of the Proposal	67
COMAR 10.24.01.08G(3)(e). Compliance with Conditions of Previous Certificates of Need.	70
COMAR 10.24.01.08G(3)(f). Impact on Existing Providers and the Health Care Delivery System.....	71
INDEX OF EXHIBITS.....	72
INDEX OF TABLES	72
INDEX OF FIGURES	73
AFFIRMATIONS	74
APPENDIX.....	<i>See separate volume</i>

MARYLAND HEALTH CARE COMMISSION

For internal staff use

MATTER/DOCKET NO.

DATE DOCKETED

HOSPITAL APPLICATION FOR CERTIFICATE OF NEED

PART I - PROJECT IDENTIFICATION AND GENERAL INFORMATION

1. FACILITY

Name of Facility: Encompass Health Rehabilitation Hospital of Southern Maryland

Address:

5081 Howerton Way	Bowie	20715	Prince George's
Street	City	ZIP	County

Name of Owner (if differs from applicant):

2. OWNER

Name of owner: Encompass Health Rehabilitation Hospital of Southern Maryland, LLC

3. APPLICANT.

If the application has co-applicants, provide the detail regarding each co-applicant in sections 3, 4, and 5 as an attachment.

Legal Name of Project Applicant

Encompass Health Rehabilitation Hospital of Southern Maryland, LLC

Address:

2405 York Rd. Ste. 201	Lutherville	21093	MD	Baltimore
Street	City	ZIP	State	County

Telephone: (205) 967-1116

Name of Owner/Chief Executive: Encompass Health Rehabilitation Hospital of Southern Maryland, LLC; an organizational chart showing upstream ownership is attached hereto as **Exhibit 3**.

**4. NAME OF LICENSEE
or proposed licensee, if different from applicant**

Encompass Health Rehabilitation Hospital of Southern Maryland, LLC

**5. LEGAL STRUCTURE OF APPLICANT
(and LICENSEE, if different from applicant).**

Check ☒ or fill in applicable information below and attach an organizational chart showing the owners of applicant (and licensee, if different).

- A. Governmental ☐
- B. Corporation ☐
- (1) Non-profit ☐
- (2) For-profit ☐
- (3) Close ☐ State & date of incorporation
Maryland - ___/___/___
- C. Partnership ☐
- General ☐
- Limited ☐
- Limited liability partnership ☐
- Limited liability limited partnership ☐
- Other (Specify): _____
- D. Limited Liability Company ☒
- E. Other (Specify): _____
- To be formed: ☐
- Existing: ☒

6. PERSON(S) TO WHOM QUESTIONS REGARDING THIS APPLICATION SHOULD BE DIRECTED

A. Lead or primary contact:

Name and Title: Carey B. McRae, Associate General Counsel, State Regulatory & Compliance / Encompass Health

Mailing Address:

9001 Liberty Parkway Birmingham 35242 AL
Street City ZIP State
Telephone: (205) 970-3442
E-mail Address (required): carey.mcrae@encompasshealth.com
Fax:

B. Additional or alternate contact:

Name and Title: Marty Chafin, FACHE / Chafin Consulting Group, Inc.
Mailing Address:
2566 Shallowford Rd. NE, Ste. 104-150 Atlanta 30345 GA
Street City ZIP State
Telephone: (770) 939-4454
E-mail Address (required): mchafin@chafinconsulting.com
Fax:

Name and Title: Ella R. Aiken, Esq. / Gallagher Evelius & Jones LLP
Mailing Address:
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Telephone: (410) 951-1420
E-mail Address (required): eaiken@geilaw.com
Fax: (410) 468-2786

Name and Title: Alison J.B. Lutich, Esq. / Gallagher Evelius & Jones LLP
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Street City ZIP State
Telephone: (410) 347-1346
E-mail Address (required): alutich@geilaw.com
Fax: (410) 468-2786

The following list includes all project categories that require a CON under Maryland law. Please mark all that apply.

If approved, this CON would result in:

- (1) A new health care facility built, developed, or established ☐
- (2) An existing health care facility moved to another site ☐
- (3) A change in the bed capacity of a health care facility ☒
- (4) A change in the type or scope of any health care service offered by a health care facility ☐
- (5) A health care facility making a capital expenditure that exceeds the current threshold for capital expenditures found at: ☐

7. PROJECT DESCRIPTION

A. Executive Summary of the Project: The purpose of this BRIEF executive summary is to convey to the reader a holistic understanding of the proposed project: what it is; why you need/want to do it; and what it will cost. A one-page response will suffice. Please include:

- (1) Brief description of the project – what the applicant proposes to do;
- (2) Rationale for the project – the need and/or business case for the proposed project;
- (3) Cost – the total cost of implementing the proposed project; and
- (4) Master Facility Plans – how the proposed project fits in long term plans.

Applicant Encompass Health Rehabilitation Hospital of Southern Maryland, LLC (“Encompass Hospital” or “Applicant”) proposes to add 10 beds to its approved 60-bed special rehabilitation hospital to be located in the Southern Maryland health planning region. On May 21, 2020, the Maryland Health Care Commission (the “Commission”) awarded Encompass Hospital a Certificate of Need (“CON”) to establish the 60-bed rehabilitation hospital in Bowie, Maryland. *In Re Encompass Health Rehabilitation Hospital of Southern Maryland*, Matter No. 18-16-2423, May 21, 2020 Decision (the “2020 Decision” or “Decision”). That project is under construction, with an anticipated opening date of June 13, 2023. The address of the facility will be 5081 Howerton Way, Bowie, MD 20715.

If this proposed 10-bed addition is approved, Encompass Hospital will acquire an additional ten temporarily delicensed acute inpatient rehabilitation beds from Dimensions Health Corporation, a Maryland not-for-profit corporation doing business as University of Maryland (“UM”) Capital Region Health (as owner of the beds and the former UM Laurel Regional Hospital), through an agreement executed by Encompass Hospital and UM Capital Region Health on March 31, 2022.

Pursuant to a joint-venture affiliation between Encompass Health Corporation (“Encompass Health”) and University of Maryland Medical System Corporation (“UMMS”), following the completion, licensure, and first use of the 60-bed facility, and subject to providing notice to, and receiving a notice of determination from, the Commission pursuant to COMAR § 10.24.01.03, Encompass Hospital will have a change in its upstream ownership. Specifically, through a joint-venture affiliation, Encompass Hospital will become 50% directly owned by UM Rehab Institute of Southern Maryland, LLC, which is wholly owned (through an intervening Maryland non-stock corporation) by UMMS, and 50% directly owned by Encompass Health Southern Maryland Holdings, LLC, which is wholly owned by Encompass Health (through an intervening Delaware limited liability company). The parties anticipate that the joint-venture affiliation will close

in either the third or fourth quarter of CY 2023. Before and after organizational charts are attached as **Exhibit 3**.

Thus, if this project is approved, the intended upstream owners of Encompass Hospital at the time of the opening of the 10 beds that are the subject of this application will be UM Rehab Institute of Southern Maryland, LLC and Encompass Health Southern Maryland Holdings, LLC. Encompass Hospital is the applicant, owner, and licensee for all times relevant to this application and the CON project, if approved. The management of the facility will not change as a result of the change of ownership.

The project will result in the addition of 10 private beds, in a new 10-bed unit. The estimated project cost is \$13,109,242.

The rationale of the project is discussed in the comprehensive project description.

B. Comprehensive Project Description: The description must include details, as applicable, regarding:

- (1) Construction, renovation, and demolition plans;
- (2) Changes in square footage of departments and units;
- (3) Physical plant or location changes;
- (4) Changes to affected services following completion of the project; and
- (5) If the project is a multi-phase project, describe the work that will be done in each phase. If the phases will be constructed under more than one construction contract, describe the phases and work that will be done under each contract.

COMPREHENSIVE PROJECT DESCRIPTION

I. Project Design and Construction, Project Timeline, and Role within Encompass Health Plans

Construction of the approved 60-bed special rehabilitation hospital is underway. When completed, the facility will consist of a 59,575 square foot ("SF") building with 60 private patient rooms. The facility will include a kitchen, patient dining room, occupational and physical therapy services, day room, medical records, business office, nurse station with medication room, nourishment area, clean and soiled utilities, staff lounge, and a dictation area. As the Commission previously found, the hospital is "designed as an accessible, one story building with surface parking and ease of entry for caregivers with adequate space for new technology, educational programs, family-focused services, and specialty-focused staff." Decision, p. 37.

The proposed project, if approved, will add a 3,841 SF nursing unit comprised of 10 private beds, plus an additional 2,058 SF for storage space (24 SF), a day room (570 SF), and general circulation (1,464 SF), for a total of 5,899 SF in new construction. Like the facility currently under construction, the structural system for the proposed addition will be a combination of brick veneer exterior walls and steel framing. Interior columns will be structural steel, and roof construction will be steel framing with metal roof decking. The addition, like the hospital, will have sprinklers throughout and will be designed and constructed to meet all the applicable requirements of the current International Building Code and National Fire Protection Agency.

The approved facility and the proposed addition include design features consistent with Encompass Health's high standards that have evolved through continual review and development of rehabilitation hospitals nationwide. These design features include appropriate floor material and finishes, critically placed handrails, strategically placed lighting to assist in patient movement, and a centrally located nurse station for quick response and visual control, among other features designed to meet regulatory requirements and provide high quality care to patients.

Encompass Hospital described its facility in significant detail in its 2018 Application, *In re Encompass Health Rehabilitation Hospital of Southern Maryland*, Matter No. 18-16-2423, and related submissions in that matter (together, the "2018 Application"). Because the Commission found that the proposed facility met all applicable review standards and criteria, Encompass Hospital will not restate all features here, but describes some of the design features below.

- **Patient Rooms**: The patient room design is a model utilized in all new Encompass Health facilities. The layout has been refined over the years to allow the patient maximum mobility in the room. The private room area, including casework and bathroom is 247 NSF. This allows the room to meet all national disability access requirements and at the same time provide the patient with visual privacy. The patient toilet layout utilizes a roll-in shower allowing the patient the ability to shower with minimum assistance from the nursing staff. An additional sink is located in the patient room, allowing the patient and staff access to the sink without having to enter the toilet room. The patient wardrobe is designed for access for a wheelchair and has room to store patient belongings.

- Resident choices of furniture and decoration: The standard furniture layout includes a bed, patient wardrobe, beside table and a chair for visitors.
- Resident/staff communication: Each patient bed will have access to a nurse call pull station. Nurse call pull stations will also be located in toilets, shower/tub rooms, dayroom, and therapy spaces. Each patient room will be equipped with a phone.
- Resident independence: The layout of the proposed hospital unit allows for the self-motivation of patients. Like the rest of the facility, the new unit will be designed to meet 100% of the applicable provisions of the Americans with Disabilities Act.

Encompass Hospital anticipates that first use of its 60-bed facility will occur on June 13, 2023. It anticipates opening the new unit, if approved, approximately 20.5 months after CON approval. This 20.5 month period includes a five month design phase, three to six months for permitting, eight months for construction, and six weeks for licensure. It anticipates entering into a binding construction contract within approximately 10 months of CON approval, if granted. Assuming a conservative period for the review and potential approval of the project, Encompass Hospital projects that the new addition, if approved, will open on February 15, 2025. However, Encompass Hospital is prepared to open the addition earlier if conditions and the length of the CON review period enable it to do so.

The proposed addition fits well within Encompass Health's long-term plans. Encompass Health believes the demand for facility-based and home-based post-acute care services will continue to increase as the U.S. population ages. Demographic trends show that the Southern Maryland Region is growing both in total population and in the 65+ population. As addressed more fully in response to the project review standards, the counties comprising Encompass Hospital's service area are among the State's largest and fastest growing based on several growth factors, including growth amongst the elderly population. These factors align with Encompass Health's strengths in, and focus on, post-acute care services.

II. Collaboration between Encompass Health and University of Maryland Medical System to Serve the Southern Maryland Region

A. History of the Ten Beds that Encompass Hospital Proposes to Relocate

Encompass Hospital's approved 60-bed facility is comprised of 42 new acute inpatient rehabilitation beds that will be added to the region's inventory, and 18 beds that Encompass Hospital acquired from UM Capital Region Health following the 2020 Decision and as disclosed in connection with that application. These 18 beds, as well as the 10 beds that Encompass Hospital will acquire if the proposed project is approved, were previously located at UM Laurel Regional Hospital, which held a special hospital license for 28 acute inpatient rehabilitation beds. Pursuant to a determination of coverage dated March 9, 2018, the Commission approved the relocation of the special hospital acute inpatient rehabilitation facility from UM Laurel Regional Hospital to UM Prince George's Hospital Center in advance of the conversion of UM Laurel Regional Hospital to a freestanding medical facility. On October 19, 2018, UM Capital Region Health and UM Laurel Regional Hospital provided notice that they would temporarily delicense 18 of the 28 beds because UM Prince George's Hospital Center could not

accommodate more than 10 rehabilitation beds. In that same notice, the parties disclosed that the 10 beds at UM Prince George's Hospital Center to be relocated would not be moved to the new regional medical center when complete, and that UM Capital Region Health was exploring options in Prince George's County to relocate the beds.

B. Encompass Hospital's Parent, Encompass Health, is a National Leader in Providing High Quality Rehabilitation Services

Encompass Health is a publicly traded corporation (NYSE:EHC) and a national leader in integrated healthcare services. Encompass Health offers both facility-based and home-based patient care through its network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies.¹ It is the largest owner and operator of inpatient rehabilitation hospitals in the country, with a national footprint that includes 148 hospitals, 252 home health locations, and 99 hospice locations in 42 states and Puerto Rico.

Encompass Health is committed to delivering high-quality, cost-effective care. Encompass Health hospitals consistently achieve patient outcomes that exceed national industry standards. Many of Encompass Health's inpatient rehabilitation hospitals have earned national recognition, and 129 currently hold one or more disease-specific certifications from The Joint Commission's Disease-Specific Care Certification Program. In total, Encompass Health hospitals hold 356 Disease-Specific Care Certifications. With specialized programs designed to treat high-complexity conditions, such as brain injury, acute trauma, neurological disorders, hip fractures, and stroke, among others, Encompass Health treats more medically complex patients than other post-acute care providers at lower average costs.

Encompass Health is ranked as one of Fortune's 100 Best Companies to Work For, and it employs approximately 32,900 employees nationally. Encompass Health leverages its proven staff recruitment and retention methods to ensure that each inpatient rehabilitation patient benefits from a dedicated team of professionals. Encompass Health's inpatient rehabilitation patients receive at least three hours of therapy, five days a week. Patients work with a team of speech, occupational, and physical therapists to achieve their unique treatment goals through customized treatment plans. By implementing innovative technology, advanced therapies, and coordinated care teams, Encompass Health delivers nationally recognized, high-quality inpatient rehabilitation care to its patients.

C. Collaboration with University of Maryland Medical System

Since the time of the 2018 Application, Encompass Health and UMMS have entered into a joint-venture affiliation agreement and, following completion, licensure, and first use of Encompass Hospital and closing on the parties' joint-venture affiliation agreement, Encompass Hospital will become 50% directly owned by UM Rehab Institute of Southern Maryland, LLC, and 50% directly owned by Encompass Health Southern Maryland Holdings, LLC. Through this joint-venture affiliation, Encompass Health and UMMS anticipate that Encompass Hospital will join the UM Rehabilitation Network in the third or fourth quarter of CY 2023. The UM Rehabilitation Network is a coordinated system of inpatient and outpatient rehabilitation

¹ Effective as of July 1, 2022, Encompass Health Corporation will spin off its home health and hospice operations into a new, publicly-traded company called Enhabit Home Health.

providers working together to enable patients to recover with appropriate services from a variety of illnesses and injuries, such as stroke, brain injuries, spinal cord injuries, and many others. Offering a full range of physical rehabilitation services, the network brings together expert teams of committed care providers from facilities all across the state, ranging from community hospitals to a large academic medical center. All network members are part of UMMS. Encompass Health and UMMS will combine their considerable experience to advance inpatient rehab services in a free-standing hospital setting. Together, these joint-venture partners will work together to foster the post-acute care strategy and continuum of care necessary for patients within the service area and all UMMS acute care hospitals to reduce length of stay and drive down total cost of care.

The relocation of the 10 temporarily delicensed beds to Encompass Hospital is a natural extension of this joint-venture affiliation. UM Capital Region Medical Center is not able to accommodate the beds. Relocating these beds to Encompass Hospital will further support the overall post-acute care strategy to reduce length of stay in UM Capital Region Medical Center, improving patient flow in the hospital, which is frequently at high capacity. The addition also will assure that residents of the populous and diverse Southern Maryland region again have access to the 10 beds that existed at the time of the 2020 Decision, which recognized need and under-utilization of acute inpatient rehabilitation services in the region. Decision, pp. 21-49. The addition will also benefit the ongoing efforts to strengthen the healthcare delivery network in the region.

III. Encompass Hospital Will Provide High Quality Rehabilitation Services

As the Commission recognized in its 2020 Decision, acute inpatient rehabilitation “is an intensive rehabilitation therapy program, defined by the Centers for Medicare & Medicaid (CMS) that generally consists of at least three hours of therapy per day for at least five days per week in multiple therapy disciplines (physical therapy, occupational therapy, speech-language pathology, or prosthetics/orthotics therapy).” Decision, p. 1. An inpatient rehabilitation facility must provide physical or occupational therapy. *Id.* “The program requires supervision by a licensed rehabilitation physician including face-to-face visits with the patient at least three days per week throughout the patient’s stay to assess the patient both medically and functionally, as well as to modify the course of treatment as needed to maximize the patient’s capacity to benefit from the rehabilitation process.” *Id.* Pursuant to the applicable State Health Plan chapter, rehabilitation services in Maryland, whether provided in an acute inpatient rehabilitation facility (“IRF”) or as a unit in a general acute care hospital, “are intended to be available to a substantial regional population base in a limited number of hospitals to promote both high quality care and an efficient scale of operation.” *Id.*; COMAR § 10.24.09.03.

As addressed throughout this Application, the hospital and proposed addition will satisfy the review standards established for inpatient rehabilitation services. As a Commission on Accreditation of Rehabilitation Facilities (“CARF”) and Joint Commission accredited IRF, Encompass Hospital will provide qualified patients with three hours of intensive therapy daily, close medical oversight by rehabilitation physicians including a minimum of face-to-face visits three times weekly, the availability of 24/7 nursing care by registered nurses, many of whom are Certified Rehabilitation Registered Nurses, as well as physical therapists, occupational therapists, and speech therapists. These specialized services will permit admission of medically complex patients and will help shorten length of stay at acute care hospitals. Encompass

Hospital, including the addition, if approved, will have state-of-the-art rehabilitation technology and architectural design.

As addressed more fully in response to COMAR § 10.24.01.08G(3)(c), Availability of More Cost-Effective Alternatives, evidence indicates that intensive rehabilitation in an IRF produces superior outcomes for appropriate patients with certain diagnoses compared to rehabilitation care provided in skilled nursing facilities. Inpatient stays in an IRF correlate with shorter acute care hospital stays, lower readmission rates, fewer ER visits, higher return rate to the community, and lower total costs of care. Moreover, the delivery of high quality cost effective care requires access to all levels of post-acute care; especially care designed to return patients to the community at optimal functional levels. As a result, the proposed addition will not only enable appropriate use of rehabilitation services by giving a home to the 10 beds that were previously in use at UM Prince George's Hospital Center, but will also play a role in ensuring that residents of the Southern Maryland region have access to a full continuum of care.

Encompass Hospital will admit adult patients over 18 years of age. Most inpatient rehabilitation patients are over 65 years of age, and the average age for Encompass Health IRF patients generally exceeds this by at least several years, especially for Medicare fee for service patients. Encompass Health defines high potential rehabilitation diagnoses based on DRGs and ICD-10 codes that have historically accounted for more than 60% of discharges to its rehabilitation hospitals. High potential rehabilitation diagnoses include patient cohorts with the following diagnoses:²

1. Stroke
2. Brain injury
3. Amputation
4. Spinal cord
5. Fracture of the femur
6. Neurological disorder
7. Major Multiple trauma
8. Congenital deformity
9. Burns
10. Severe or advanced Osteoarthritis (after less intensive setting)
11. Rheumatoid arthritis (after less intensive setting)
12. Knee or hip Joint replacement or both, (if Bilateral, Age ~85 or Body Mass Index >50)
13. Systemic vasculitides (after less-intensive setting)

The goals for all Encompass Health hospitals nationally are aligned with the goals of the Maryland total cost of care model: readmission reduction, timely discharge to the community,

² These cohort definitions are aligned with CMS definitions for "CMS13" cohorts admitted to rehabilitation programs: CMS requires that at least 60% of acute rehabilitation program admission be represented by these CMS13 diagnoses. Therefore, these cohort definitions provide a relevant base for projecting market demand for acute rehab services.

and lower costs of care. As discussed throughout this Application, Encompass Health performs strongly across these measures relative to industry benchmarks.

Encompass Hospital looks forward to providing these important services to the Southern Maryland region in its forthcoming 60-bed facility, and respectfully requests that the Commission grant it a CON to rehome the 10 beds most recently located at UM Prince George's Hospital Center by adding a new 10-bed unit to Encompass Hospital.

Complete the **DEPARTMENTAL GROSS SQUARE FEET WORKSHEET (Table B)** in the **CON TABLE PACKAGE** for the departments and functional areas to be affected.

Please see **Exhibit 1**, MHCC Form Tables, Table B.

8. CURRENT PHYSICAL CAPACITY AND PROPOSED CHANGES

Complete the **Bed Capacity (Table A)** worksheet in the **CON Table Package** if the proposed project impacts any nursing units.

Please see **Exhibit 1**, MHCC Form Tables, Table A.

9. REQUIRED APPROVALS AND SITE CONTROL

A. Site size: 6.45 Acres

B. Have all necessary State and local land use approvals, including zoning, for the project as proposed been obtained? YES _____ NO X (If NO, describe below the current status and timetable for receiving necessary approvals.)

The 60-bed Encompass Hospital is currently under construction and Encompass Hospital has control of the site. Encompass Hospital will obtain all necessary approvals and permits for construction of the 10-bed addition in accordance with state and local laws if the 10-bed addition is approved.

C. Form of Site Control (Respond to the one that applies. If more than one, explain.):

(1) Owned by: Encompass Health Rehabilitation Hospital of Southern Maryland LLC

Please provide a copy of the deed.

A copy of the deed dated August 27, 2021, which is recorded among the Land Records of Prince George's County, Maryland in Liber 46729, folio 402, is attached as **Exhibit 4**.

(2) Options to purchase held by: _____
Please provide a copy of the purchase option as an attachment.

(3) Land Lease held by: _____
Please provide a copy of the land lease as an attachment.

(4) Option to lease held by: _____
Please provide a copy of the option to lease as an attachment.

(5) Other: _____
Explain and provide legal documents as an attachment.

10. PROJECT SCHEDULE

In completing this section, please note applicable performance requirement time frames set forth at COMAR § 10.24.01.12B & C. Ensure that the information presented in the following table reflects information presented in Application Item 7 (Project Description).

	Proposed Project Timeline	
Single Phase Project		
Obligation of 51% of capital expenditure from CON approval date	10	months
Initiation of Construction within 4 months of the effective date of a binding construction contract, if construction project	1	month
Completion of project from capital obligation or purchase order, as applicable	10.5	months

11. PROJECT DRAWINGS

A project involving new construction and/or renovations must include scalable schematic drawings of the facility at least a 1/16" scale. Drawings should be completely legible and include dates.

Project drawings must include the following before (existing) and after (proposed) components, as applicable:

- A. Floor plans for each floor affected with all rooms labeled by purpose or function, room sizes, number of beds, location of bathrooms, nursing stations, and any proposed space for future expansion to be constructed, but not finished at the completion of the project, labeled as "shell space".
- B. For a project involving new construction and/or site work a Plot Plan, showing the "footprint" and location of the facility before and after the project.
- C. For a project involving site work schematic drawings showing entrances, roads, parking, sidewalks and other significant site structures before and after the proposed project.
- D. Exterior elevation drawings and stacking diagrams that show the location and relationship of functions for each floor affected.

Applicant Response

Please see **Exhibit 2**. Note that the "before" plans show the location both before and after the construction of the 60-bed facility, and before the proposed 10-bed addition.

12. FEATURES OF PROJECT CONSTRUCTION

- A. If the project involves new construction or renovation, complete the Construction Characteristics (Table C) and Onsite and Offsite Costs (Table D) worksheets in the CON Table Package.

Please see **Exhibit 1**, MHCC Form Tables, Tables C and D.

- B. Discuss the availability and adequacy of utilities (water, electricity, sewage, natural gas, etc.) for the proposed project, and the steps necessary to obtain utilities. Please either provide documentation that adequate utilities are available or explain the plan(s) and anticipated timeframe(s) to obtain them.

Construction is currently underway on the 60-bed Encompass Hospital facility. Encompass Hospital has confirmed that the facility will have adequate and available utilities. Water and sewer will be provided by Washington Suburban Sanitary Commission. Electric will be provided by BG&E, and natural gas will be provided by Washington Gas.

PART II - PROJECT BUDGET

Complete the Project Budget (Table E) worksheet in the CON Table Package.

Note: Applicant must include a list of all assumptions and specify what is included in all costs, as well the source of cost estimates and the manner in which all cost estimates are derived.

Please see **Exhibit 1**, MHCC Form Tables, Table E.

PART III - APPLICANT HISTORY, STATEMENT OF RESPONSIBILITY, AUTHORIZATION AND RELEASE OF INFORMATION, AND SIGNATURE

1. List names and addresses of all owners and individuals responsible for the proposed project.

Parent / Owner: Encompass Health Corporation (See Organizational Chart, **Exhibit 3**)
Individual Responsible: Abraham Sims, Sr. Vice President and President, Mid-Atlantic Region, Encompass Health Corporation; Vice President, Encompass Health Rehabilitation Hospital of Southern Maryland, LLC

Intended 50% Parent / Owner: UM Rehab Institute of Southern Maryland, LLC (See Organizational Chart, **Exhibit 3**)
Individual Responsible for Intended 50% Parent/Owner: Cynthia A. Kelleher, MBA, MPH, University of Maryland Orthopaedic Institute, President and CEO.

2. Is any applicant, owner, or responsible person listed above now involved, or has any such person ever been involved, in the ownership, development, or management of another health care facility? If yes, provide a listing of each such facility, including facility name, address, the relationship(s), and dates of involvement.

See **Exhibit 5** and **Exhibit 6**, detailing the involvement of Mr. Sims and Ms. Kelleher, respectively, with other health care facilities.

3. In the last 5 years, has the Maryland license or certification of the applicant facility, or the license or certification from any state or the District of Columbia of any of the facilities listed in response to Question 2, above, ever been suspended or revoked, or been subject to any disciplinary action (such as a ban on admissions)? If yes, provide a written explanation of the circumstances, including the date(s) of the actions and the disposition. If the applicant(s), owners, or individuals responsible for implementation of the Project were not involved with the facility at the time a suspension, revocation, or disciplinary action took place, indicate in the explanation.

No.

4. Other than the licensure or certification actions described in the response to Question 3, above, has any facility with which any applicant is involved, or has any facility with which any applicant has in the past been involved (listed in response to Question 2, above) ever received inquiries from a federal or any state authority, the Joint Commission, or other regulatory body regarding possible non-compliance with Maryland, another state, federal, or Joint Commission requirements for the provision of, the quality of, or the payment for health care services that have resulted in actions leading to the possibility of penalties, admission bans, probationary status, or other sanctions at the applicant facility or at any facility listed in response to Question 2? If yes, provide, for each such instance, copies of any settlement reached, proposed findings or final findings of non-compliance and related documentation including reports of non-compliance, responses of the facility, and any final disposition or conclusions reached by the applicable authority.

Applicant notes that this response is limited to information relevant to Encompass Hospital and UM Rehab Institute of Southern Maryland, LLC. These entities have not yet operated a facility.

No.

5. Has any applicant, owner, or responsible individual listed in response to Question 1, above, ever pled guilty to, received any type of diversionary disposition, or been convicted of a criminal offense in any way connected with the ownership, development, or management of the applicant facility or any of the health care facilities listed in response to Question 2, above? If yes, provide a written explanation of the circumstances, including as applicable the court, the date(s) of conviction(s), diversionary disposition(s) of any type, or guilty plea(s).

No.

One or more persons shall be officially authorized in writing by the applicant to sign for and act for the applicant for the project which is the subject of this application. Copies of this authorization shall be attached to the application. The undersigned is the owner(s), or Board-designated official of the applicant regarding the project proposed in the application.

I hereby declare and affirm under the penalties of perjury that the facts stated in this application and its attachments are true and correct to the best of my knowledge, information, and belief.

June 3, 2022

Date

DocuSigned by:

Abraham Sims

A1AE1B3A4A2F4F8

Signature of Owner or Board-designated Official

Sr. Vice President and President, Mid-Atlantic Region
Encompass Health Corporation

Vice President
Encompass Health Rehabilitation Hospital of Southern
Maryland, LLC

Position/Title

Abraham Sims

Printed Name

**ACTION BY WRITTEN CONSENT
OF
THE BOARD OF MANAGERS
OF ENCOMPASS HEALTH REHABILITATION HOSPITAL OF
SOUTHERN MARYLAND, LLC
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the board of managers of Encompass Health Rehabilitation Hospital of Southern Maryland, LLC, a Delaware limited liability company (the "Company"), acting by written consent in lieu of a special meeting, do hereby adopt the following preamble and resolution:

WHEREAS, the Company is the applicant for a Certificate of Need to add 10 beds to the approved rehabilitation hospital project in Bowie (Prince George's County), Maryland (the "CON application").

RESOLVED, that Abraham Sims, the Vice President of the Company, is hereby authorized to sign for and to act on behalf of Encompass Health Rehabilitation Hospital of Southern Maryland, LLC for the project which is the subject of the CON application and to complete and file the CON application with the appropriate state authorities in the State of Maryland.

Dated as of the 17th day of May, 2022.



Douglas E. Coltharp



Patrick Darby



Julie Duck

PART IV - CONSISTENCY WITH PROJECT REVIEW STANDARDS AND GENERAL REVIEW CRITERIA

INSTRUCTION: Each applicant must respond to all criteria included in COMAR 0.24.01.08G(3), listed below.

An application for a Certificate of Need shall be evaluated according to all relevant State Health Plan standards and other review criteria.

If a particular standard or criteria is covered in the response to a previous standard or criteria, the applicant may cite the specific location of those discussions in order to avoid duplication. When doing so, the applicant should ensure that the previous material directly pertains to the requirement and the directions included in this application form. Incomplete responses to any requirement will result in an information request from Commission Staff to ensure adequacy of the response, which will prolong the application's review period.

10.24.01.08G(3)(a). The State Health Plan.

To respond adequately to this criterion, the applicant must address each applicable standard from each chapter of the State Health Plan that governs the services being proposed or affected, and provide a direct, concise response explaining the project's consistency with each standard. In cases where demonstrating compliance with a standard requires the provision of specific documentation, documentation must be included as a part of the application.

Every acute care hospital applicant must address the standards in **COMAR 10.24.10: Acute Care Hospital Services**. A Microsoft Word version is available for the applicant's convenience on the Commission's website. Use of the *CON Project Review Checklist for Acute Care Hospitals General Standards* is encouraged. This document can be provided by staff.

Other State Health Plan chapters that may apply to a project proposed by an acute care hospital are listed in the table below. A pre-application conference will be scheduled by Commission Staff to cover this and other topics. It is highly advisable to discuss with Staff which State Health Plan chapters and standards will apply to a proposed project before application submission. Applicants are encouraged to contact Staff with any questions regarding an application.

COMAR 10.24.09. Specialized Health Care Services—
Acute Inpatient Rehabilitation Services

Standard .04A. – General Review Standards.

(1) Charity Care Policy.

(a) Each hospital and freestanding acute inpatient rehabilitation provider shall have a written policy for the provision of charity care that ensures access to services regardless of an individual's ability to pay and shall provide acute inpatient rehabilitation services on a charitable basis to qualified persons consistent with this policy. The policy shall have the following provisions:

(i) Determination of Eligibility for Charity Care. Within two business days following a patient's request for charity care services, application for medical assistance, or both, the facility shall make a determination of probable eligibility.

(ii) Notice of Charity Care Policy. Public notice and information regarding the facility's charity care policy shall be disseminated, on an annual basis, through methods designed to best reach the facility's service area population and in a format understandable by the service area population. Notices regarding the facility's charity care policy shall be posted in the registration area and business office of the facility. Prior to a patient's admission, facilities should address any financial concerns of patients, and individual notice regarding the facility's charity care policy shall be provided.

(iii) Criteria for Eligibility. A hospital shall comply with applicable State statutes and HSCRC regulations regarding financial assistance policies and charity care eligibility. A hospital that is not subject to HSCRC regulations regarding financial assistance policies shall at a minimum include the following eligibility criteria in its charity care policies. Persons with family income below 100 percent of the current federal poverty guideline who have no health insurance coverage and are not eligible for any public program providing coverage for medical expenses shall be eligible for services free of charge. At a minimum, persons with family income above 100 percent of the federal poverty guideline but below 200 percent of the federal poverty guideline shall be eligible for services at a discounted charge, based on a sliding scale of discounts for family income bands. A health maintenance organization, acting as both the insurer and provider of health care services for members, shall have a financial assistance policy for its members that is consistent with the minimum eligibility criteria for charity care required of hospitals that are not subject to HSCRC regulations regarding financial assistance policies.

Applicant Response:

The Decision granting Encompass Hospital a CON to establish a 60-bed hospital found that Encompass Hospital complies with Paragraph (a) of this standard "because its policy

contains the required provisions and requirements regarding public notice.” See Decision, p. 8. Encompass Hospital’s plans with respect to charity care have not changed since its prior submissions.

Encompass Health provides acute inpatient rehabilitation services to patients regardless of the ability to pay and offers acute inpatient rehabilitation services on a charitable basis in accordance with its Financial Assistance Policy attached as **Exhibit 7**. The Financial Assistance Policy states that Encompass Health will make a determination of probable eligibility within two (2) business days from the receipt of certain basic information from the patient, including their estimated gross income for their household and total number of dependents.

Encompass Hospital will provide information regarding its Financial Assistance Policy in the lobby, admitting and registration areas of the hospital, ambulance entrance, finance office, on the website, and on patient billing statements. In the registration area, Encompass Hospital will post a notice encouraging patients to seek more information about financial assistance. Encompass Hospital also plans to disseminate information about its Financial Assistance Policy to the community by educating hospital case managers and physicians about its charity care commitments and working with local health departments and non-profit, community-based organizations to ensure that the community is aware that Encompass Hospital’s services are available to those who are unable to pay. Encompass Hospital will publish an annual notice of the availability of financial assistance in local newspapers throughout the community, and its staff plan to meet with area hospital case managers and physicians to raise awareness of Encompass Hospital’s charity care in preparation for the opening of the 60-bed hospital that is currently under construction. It will also participate in local health fairs, at which it will disseminate materials regarding its financial assistance policy.

As a special rehabilitation hospital, Encompass Hospital is not subject to HSCRC regulations in a comprehensive manner. See Decision, p. 55. Nevertheless, Encompass Hospital provides services free of charge to patients with family income up to 200% of the federal poverty guideline who have no health insurance coverage and are not eligible for any public program covering medical expenses. Encompass Hospital provides services at a discounted charge on a sliding scale of discounts based on family income for patients who have family income above 201% of the federal poverty guidelines but below 400% of the federal poverty guideline.

[Applicant Response:](#)

(b) A hospital with a level of charity care, defined as the percentage of total operating expenses that falls within the bottom quartile of all hospitals, as reported in the most recent HSCRC Community Benefit Report, shall demonstrate that its level of charity care is appropriate to the needs of its service area population.

[Applicant Response:](#)

As described above in the response to Paragraph (a), Encompass Hospital has planned extensive outreach efforts to ensure the community is educated about Encompass Hospital’s

Financial Assistance Policy and the availability of charity care. Encompass Hospital previously demonstrated that it will provide an appropriate level of charity care for its service area population in its 2018 Application to construct the 60-bed facility.

Encompass Hospital continues to project that it will provide charity care with a value equivalent to two percent of its total operating expenses, as it projected in connection with its 60-bed facility 2018 Application. Moreover, Encompass Hospital will comply with the provisions of this standard by offering services at a discounted rate, calculated along a sliding scale, to low-income patients who do not qualify for full charity care, as described in the response to Paragraph (a).

Based on Encompass Hospital's commitment to provide appropriate charity care, both in full and in part depending on patient eligibility, and to engage in outreach activities to educate the community about its financial assistance options, the Commission determined that Encompass Hospital satisfied this standard in the 2020 Decision. See Decision, p. 9. Encompass Hospital will undertake the same efforts it outlined in its application for the 60-bed facility for the 10-bed addition.

(c) A proposal to establish or expand an acute inpatient rehabilitation hospital or subunit, for which third party reimbursement is available, and which is not subject to HSCRC regulations regarding financial assistance policies, shall commit to provide charitable rehabilitation services to eligible patients, based on its charity care policy, which shall meet the minimum requirements in .04A(1)(a) of this Chapter. The applicant shall demonstrate that:

(i) Its track record in the provision of charitable health care facility services supports the credibility of its commitment; and

(ii) It has a specific plan for achieving the level of charitable care provision to which it is committed.

Applicant Response:

Encompass Hospital has committed to providing charitable rehabilitation services to eligible patients based on its Financial Assistance Policy, as described in detail in the response to Paragraph (a) of this standard. Although the 60-bed facility has not yet opened (and therefore Encompass Hospital does not have a track record to which to refer), the May 2, 2020 Decision, found "the plan put forward by the applicant satisfies Subparagraph (c)(ii) of the standard." See Decision, p. 10.

(d) A health maintenance organization, acting as both the insurer and provider of health care services for members, if applying for a CON for a project that involves acute inpatient rehabilitation services, shall commit to provide charitable services to indigent patients. Charitable services may be rehabilitative or non-rehabilitative and may include a charitable program

that subsidizes health plan coverage. At a minimum, the amount of charitable services provided as a percentage of total operating expenses for the health maintenance organization will be equivalent to the average amount of charity care provided statewide by acute general hospitals, measured as a percentage of total expenses, in the most recent year reported. The applicant shall demonstrate that:

(i) Its track record in the provision of charitable health care facility services supports the credibility of its commitment; and

(ii) It has a specific plan for achieving the level of charitable care provision to which it is committed.

(iii) If the health maintenance organization's track record is not consistent with the expected level for the population in the proposed service area, the applicant shall demonstrate that the historic level of charity care was appropriate to the needs of the population in the proposed service area.

Applicant Response:

Not applicable.

(2) Quality of Care.

A provider of acute inpatient rehabilitation services shall provide high quality care.

(a) Each hospital shall document that it is:

(i) Licensed, in good standing, by the Maryland Department of Health and Mental Hygiene.

(ii) Accredited by the Commission for Accreditation of Rehabilitation Facilities.

(iii) In compliance with the conditions of participation of the Medicare and Medicaid programs.

Applicant Response:

Applicant will seek licensure from the Maryland Department of Health and accreditation by the CARF as a Comprehensive Integrated Inpatient Rehabilitation Facility. Applicant acknowledges that it must and will maintain compliance with the conditions of participation of Medicare and Medicaid Programs. Applicant further notes that all Encompass Health rehabilitation hospitals, with the exception of its two facilities located in Puerto Rico, are accredited by the Joint Commission or CARF. The Puerto Rico facilities are accredited through CMS.

(b) An applicant that currently provides acute inpatient rehabilitation services that is seeking to establish a new location or expand services shall report on all quality measures required by federal regulations or State agencies, including information on how the applicant compares to other Maryland acute inpatient rehabilitation providers. An applicant shall be required to meet quality of care standards or demonstrate progress towards reaching these standards that is acceptable to the Commission, before receiving a CON.

Applicant Response:

Not Applicable; Encompass Hospital does not currently provide services.

(c) An applicant that does not currently provide inpatient rehabilitation services that is seeking to establish an inpatient rehabilitation unit within an acute care hospital or an inpatient rehabilitation specialty hospital shall demonstrate through reporting on quality measures that it provides high quality health care compared to other Maryland providers that provide similar services or, if applicable, nationally.

Applicant Response:

Encompass Health has a proven track record of providing high quality health care services compared to other providers of acute inpatient rehabilitation services, both in Maryland and on a national level. Encompass Health demonstrates its commitment to quality care through its performance on recognized quality indicators, engagement in research, practitioner training and development programs, and its cost-effective health care delivery model. If the 10-bed addition to Encompass Hospital is approved, residents of the Southern Maryland region will benefit from increased access to the high quality care that defines the Encompass Health system.

Encompass Health facilities have earned national recognition for their high-quality care. More than 120 of Encompass Health's inpatient rehab hospitals hold one or more disease-specific certifications from The Joint Commission's Disease-Specific Care Certification Program for expertise in areas such as stroke, brain injury, and hip fracture rehabilitation. As of March 2022, Encompass Health hospitals hold 356 Disease-Specific certifications in total. Encompass Health has set a strong precedent for quality care in Maryland, specifically, as evidenced by the fact that its existing Salisbury facility has earned the Joint Commission's Disease-Specific Care Certification in Stroke Rehabilitation and Brain Injury Rehabilitation.

In addition to achieving national recognition and certifications, Encompass Health facilities consistently meet or exceed industry benchmarks demonstrating a superior level of quality care. Encompass Health utilizes Uniform Data System for Medical Rehabilitation ("UDS_{MR}®"), the rehabilitation industry's most widely recognized outcomes measurement tool, to monitor overall patient outcomes. This system measures the effectiveness of rehabilitation programs by evaluating and tracking a patient's functional status at admission, discharge and

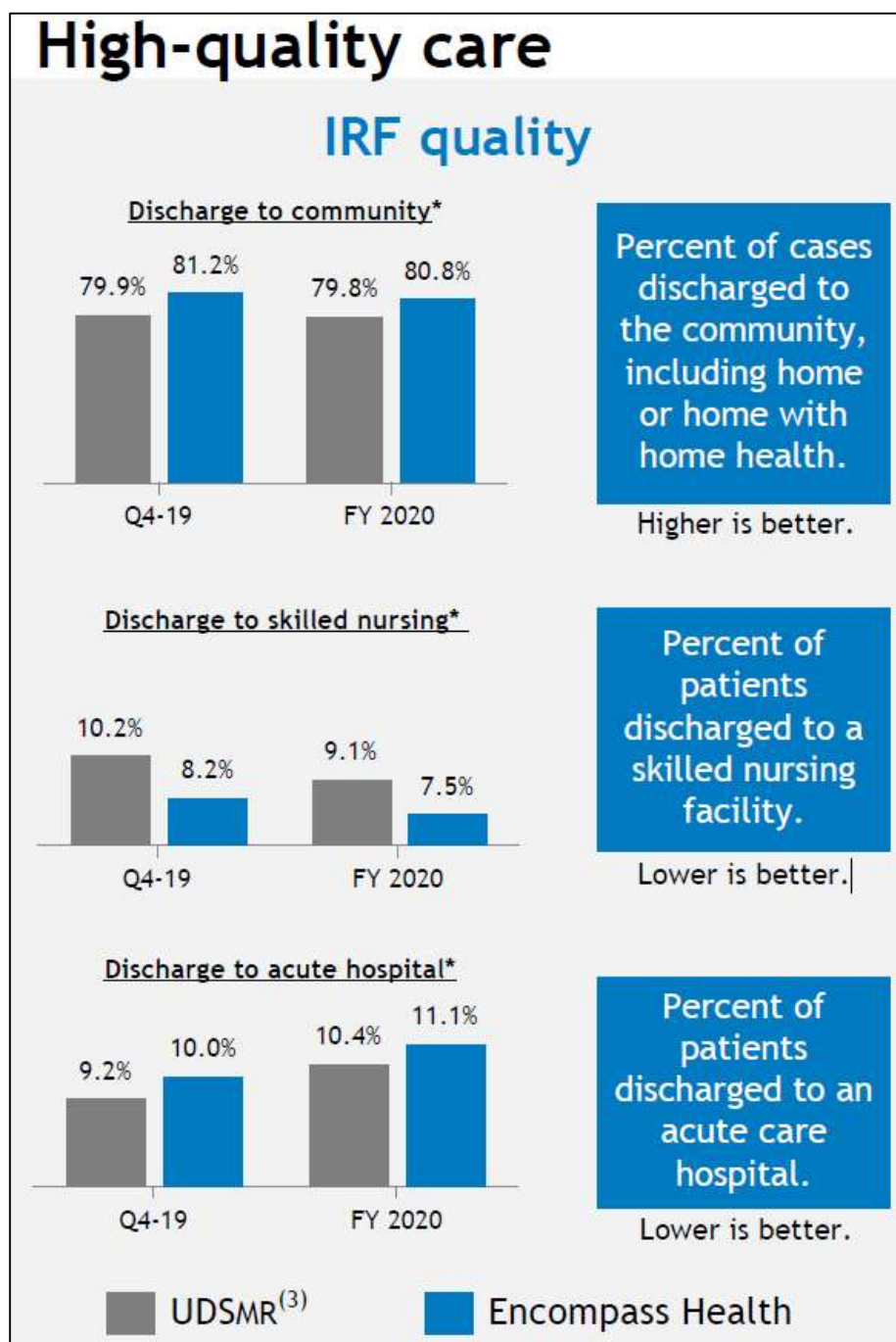
post-discharge to document the level of disability and to assess the effectiveness of rehabilitation. UDS_{MR}® also allows Encompass Health to benchmark its rehabilitation hospitals against regional and national performance data.

Encompass Health hospitals consistently meet or exceed expectations in their Section GG–Functional Outcome Measures. The Section GG Functional Outcome Measures replaced the FIM® Gain Scores as the new standard for national quality indicators as of October 1, 2019. The Section GG Functional Outcome Measures evaluate a patient’s gain in functional improvement from admission to discharge to determine the degree of practical improvement toward the patient’s rehabilitation goals. Section GG Functional Outcome Measure scores are calculated by qualified clinicians who review admission and discharge self-care and mobility performance data elements using a 6-level rating score that reflects the patient’s functional abilities based on the patient’s level of independence. As demonstrated by the tables below, Encompass Health’s GG Change in Self-Care and Mobility scores meet or exceed the national, risk-adjusted averages for the most recent full 12 months of data available (12 months ending May 6, 2022) and in 2022 year-to-date data through May 6, 2022.

Table 1 Encompass’ Quality Metrics Meet or Exceed National Averages 12 months ending May 6, 2022				
National Avg. or Entity	Rolling 12 Months		YTD2022	
	Self-Care	Mobility	Self-Care	Mobility
National Risk Adjusted Avg., All Providers	12.3	29.0	12.2	28.9
Encompass Health National Average	14.0	34.4	14.0	34.5
Encompass Salisbury, Risk-Adjusted	12.3	30.7	12.2	31.1
Source: Uniform Data System for Medical Rehabilitation (“UDS _{MR} ”). Note: The national, risk-adjusted averages are based on information from the UDS _{MR} , a data gathering and analysis organization for the rehabilitation industry which represents approximately 80% of the industry, including Encompass Health sites. Data has been adjusted by applying Encompass Health IRF case mix to non-Encompass Health UDS IRFs. Higher scores are better.				

Encompass Health further demonstrates high-quality care through the percentage of patients that it discharges to the community, as compared to long-term care settings such as skilled nursing facilities (“SNF”). As shown below, Encompass Health outperforms other providers nationally by returning approximately 81% of its patients back to the community. Similarly, Encompass Health outperforms other providers nationally by discharging a lower percentage of its patients to SNFs. Encompass Health’s percentage of patients discharged to an acute care hospital is in line with, though slightly higher than, the national average.

Figure 1
Encompass' Quality Measures Exceed National Standards in Multiple Categories



* On October 1, 2019, IRFs transitioned to a new functional assessment which impacted UDS expected outcomes. Comparisons have been limited to Q4-19 and forward.

(3) Data compares Encompass Health IRFs to IRFs comprising the UDS_{MR} a division of UB Foundation Activities, Inc., a data gathering and analysis organization for the rehabilitation industry which represents approximately 80% of the industry, including Encompass Health sites. Data is adjusted by applying Encompass Health IRF case-mix to non-Encompass Health UDS IRFs.

Source: Investor Reference Book, Post Q2 2020 Earnings Release Updated March 9, 2021, Encompass Health.

In addition to Encompass Health's success at the national level in returning patients to home and community, Encompass Health's existing Maryland facility located in Salisbury has demonstrated above-average performance with respect to its patient discharge quality indicators as well. The table below, which presents a number of measures used by CMS to assess successful discharge to the community from a post-acute care setting (such as an IRF), shows that Encompass Salisbury consistently exceeds the national averages. Encompass Salisbury's success with respect the CMS' quality indicators illustrates the high quality health care services that the Encompass Health system currently provides to residents in Maryland, and that it will expand to patients in the Southern Maryland region through the proposed 10-bed addition to Encompass Hospital.

Table 2 Encompass Salisbury's CMS Quality Indicators Consistently Exceed National Average Most Recent Data Available		
Quality Indicator	Encompass Salisbury	National Average
Successful Return to Home & Community (<i>Higher is better.</i>) ^(a)	72.33%	64.74%
Readmission rate of potentially preventable hospital readmissions 30 days after discharge from an IRF (<i>Lower is better.</i>) ^(a)	5.87%	6.74%
Payment & Value of Care (<i>Lower is better.</i>) ^(a)	0.98	1.00
Percentage of patients who are at or above an expected ability to care for themselves at discharge (<i>Higher is better.</i>) ^(b)	67.8%	58.3%
Percentage of patients who are at or above an expected ability to move around at discharge (<i>Higher is better.</i>) ^(b)	66.4%	56.2%
Change in patients' ability to care for themselves (<i>Scores above 0 are better.</i>) ^(b)	13.1	N/A
Change in patients' ability to move around (<i>Scores above 0 are better.</i>) ^(b)	34.2	N/A
Medication reconciliation: percentage of patients whose medications were reviewed and who received follow-up care when medication issues were identified (<i>Higher is better.</i>) ^(b)	98.6%	97.5%
Source: Medicare.gov, Inpatient Rehabilitation Facility (IRF) Compare. Notes: Data for Medicare patients. Medicare spending per beneficiary (MSPB) for patients in IRFs shows whether Medicare spends more, less, or about the same on an episode of care for a Medicare patient treated in a specific IRF compared to the national average. A ratio that is less than the national average of 1.00 means that Medicare spends less per patient for an episode of care initiated at this IRF than it does per episode of care across all IRFs nationally. (a) Data for 10/1/2017-9/30/2019. (b) Data for 7/1/2020-6/30/2021.		

Encompass Health is able to achieve success with respect to quality care performance metrics due to its well-prepared clinical workforce. As discussed in detail in the response to COMAR § 10.24.01.08G(3)(d), Encompass Health maintains clinical teaching affiliations with universities, colleges, and technical schools throughout the U.S. to provide physical therapy, occupational therapy, speech language pathology, and nursing students the opportunity to participate in clinical and technical rotations at its facilities around the country. By committing to providing student-clinicians with real-world experience and exposure to inpatient rehabilitation care, Encompass Health creates a strong pipeline of qualified practitioners to staff its facilities.

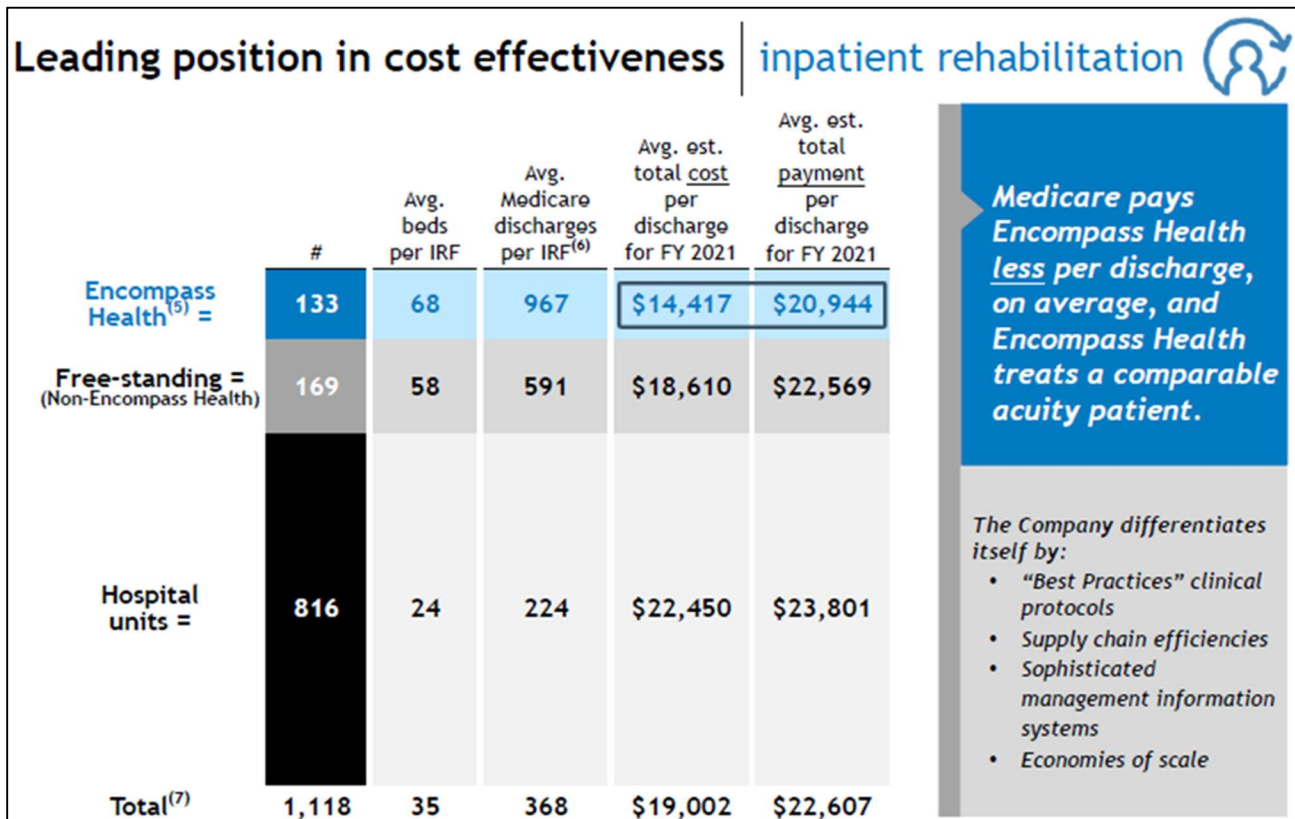
Not only do Encompass Health hospitals consistently meet or exceed national quality measure benchmarks, but the Encompass Health system also takes action to improve patient care proactively by engaging in medical research. Encompass Health's focus on research, through which it contributes to the development of best practices and protocols for patient diagnosis and treatment, demonstrates its commitment to improving patient outcomes and ensuring that patients have access to the highest quality of care.

The following list provides a sampling of primary research in which Encompass Hospitals currently participate across the nation:

- Western PA Patient Registry
- Audiology & Speech Language Registry
- Psych and Neuro of Spatial Cognition
- SDM-Stroke
- SDMM-Geriatric
- Incontinence Study
- Project Steady
- Speed and Distance
- Stroke Studies (several separate studies are underway at various facilities)
- Review of Stroke Patients that Return to Acute
- Stroke Rehabilitation Disparities
- C. Diff EIP
- Flexor Tendon Repair
- Fitness to Drive in Older Adults
- Home Modifications
- AO Spine
- Prolonging Safe Driving - Stroke
- Prism Adaptation Therapy
- Step-Hi
- Tele-rehab vs in-clinic therapy
- The Impact of Falls Prevention Education on Fall Rates
- Is The Ability To Detect A Foreign Accent Located In The Right Hemisphere?
- Bleeding in tracheotomy patients
- Dynamic Body-weight Support (DBWS) on Inpatient Rehabilitation
- Predicting D/C Destination in Hip Fractures
- IM Impact on Falls
- Acuity rating project
- MMJ Study
- Amputee Rehab Outcome Research

In addition to providing quality care, Encompass Health also delivers health care in an efficient and cost-effective manner. The following figure illustrates how the high quality treatment promoted by Encompass Health's service delivery model results in more efficient care overall.

Figure 2
Encompass Provides Cost-Effective Care



The conversion to Section GG on October 1, 2019, the COVID-19 pandemic's impact on patient and payor mix, the suspension of sequestration⁽⁸⁾, and the use of CARES Act relief funds by other providers may distort these measures in the future. The average estimated total payment per discharge, as stated, does not reflect a 2% reduction for sequestration⁽⁸⁾.

(5) The 133 for Encompass Health excludes Encompass Health Rehabilitation Hospital of Murrieta (opened February 2020), University of Iowa Health Network Rehabilitation Hospital, a venture with Encompass Health (opened June 2020), Encompass Health Rehabilitation Hospital of Sioux Falls (opened June 2020) and Encompass Health Rehabilitation Hospital of Toledo (Opened November 2020).

(6) In 2019, the Company averaged 1,436 total Medicare & Non-Medicare discharges per IRF in its then 129 consolidated IRFs that were open the full year.

(7) Source: FY 2021 CMS Final Rule Rate Setting File and the last publicly available Medicare cost reports (FYE 2018/2019/2020) or in the case of new IRFs, the June 2020 CMS Provider of Service File.

(8) The Budget Control Act of 2011 included a reduction of up to 2% to Medicare payments for all providers that began on April 1, 2013 (as modified by H.R. 8). The reduction was made from whatever level of payment would otherwise have been provided under Medicare law and regulation. The CARES Act temporarily suspended the automatic 2% sequestration reduction for the period from May 1 through December 31, 2020. The 2021 Budget Act extends the sequestration suspension through March 31, 2021.

Source: Investor Reference Book, Post Q2 2020 Earnings Release Updated March 9, 2021, Encompass Health.

By leveraging its demonstrated best practices, proven staffing models, comprehensive information technology, centralized administrative functions, supply chain efficiencies, economies of scale, and focus and commitment to the healthcare industry, Encompass Health ensures that its community-focused, local hospitals consistently provide the highest clinical outcomes in the most cost-effective manner. As a part of the Encompass Health system, Encompass Hospital will offer residents of Southern Maryland the level of high quality care that

Encompass Health has demonstrated it provides both nationwide and in Maryland. The proposed 10-bed addition would help expand access to this high quality care in the region.

Standard .04B. – Project Review Standards.

In addition to these standards, an acute general hospital applicant shall address all applicable standards in COMAR 10.24.10 that are not duplicated in this Chapter. These standards apply to applicants seeking to provide comprehensive acute rehabilitation services or both comprehensive acute rehabilitation services and specialized acute rehabilitation services to adult or pediatric patients.

(1) Access.

A new or relocated acute rehabilitation hospital or subunit shall be located to optimize accessibility for its likely service area population. An applicant that seeks to justify the need for a project on the basis of barriers to access shall present evidence to demonstrate that barriers to access exist for the population in the service area of the proposed project, based on studies or other validated sources of information. In addition, an applicant must demonstrate that it has developed a credible plan to address those barriers. The credibility of the applicant's plan will be evaluated based on whether research studies or empirical evidence from comparable projects support the proposed plan as a mechanism for addressing the barrier(s) identified, whether the plan is financially feasible and whether members of the communities affected by the project support the plan.

Applicant Response:

The initial language of this standard providing that a new or relocated rehabilitation hospital or subunit shall be located to optimize accessibility for its likely service area population does not apply to the proposed project, which seeks to increase beds at a proposed facility that has already received a CON. However, Encompass Hospital notes that the Commission did previously find that the location satisfied this review standard. In its Decision granting Encompass Hospital a CON to establish the 60-bed facility, the Commission concluded "that the location of the proposed facility will improve access and encourage higher levels of acute rehabilitation use for appropriate patients." Decision, p. 38.

As discussed in the response provided to Standard .04B(2) below, the Commission's need methodology supports the need to relocate and reopen 10 temporarily delicensed beds at Encompass Hospital. As a result, Encompass Hospital does not seek to justify the need for the 10-bed addition on the basis of barriers to access for the population in the service area, and satisfies this review standard without such a showing. Nevertheless, the service area population does face access barriers that the project will help to address. In connection with Encompass Hospital's prior application, the Commission recognized that access barriers exist in the Southern Maryland health planning region, finding:

Encompass Hospital “demonstrated that travel time and resource levels are barriers to acute rehabilitation care in the Southern Maryland planning region. It is a region with little capacity to serve the region’s demand for these services, resulting in a high level of out-migration for the services. The health planning region has a relatively low use rate of acute rehabilitation services, which is not a surprising finding in a region with little service capacity and with some areas, specifically the three southernmost counties of the region, located a considerable distance from existing service providers.”

Decision, p. 38.

The barriers that residents of Encompass Hospital’s service area and their families faced in accessing inpatient rehabilitation services at the time the Commission approved the 60-bed Encompass Hospital facility continue to exist. In fact, as described in more detail below, access barriers to inpatient rehabilitation services have only worsened since the 2020 Decision. As evidenced by continued low utilization rates despite the growing elderly population in the Southern Maryland planning region, the barriers that the Commission recognized in 2020 persist and will continue to grow in severity unless additional inpatient rehabilitation services capacity is added to region. The persistence of these access barriers, coupled with sustained aging and overall population growth that will increase demand for inpatient rehabilitation services in the region, further support the need for an additional 10 beds at Encompass Hospital.

Service Area Definition

Encompass Hospital’s proposed service area has not changed from how it was defined in its 2018 Application. Encompass Hospital proposes to serve residents in the Southern Maryland health planning region (Prince George’s, Calvert, Charles, and St. Mary’s counties), as well as residents in southern Anne Arundel County.

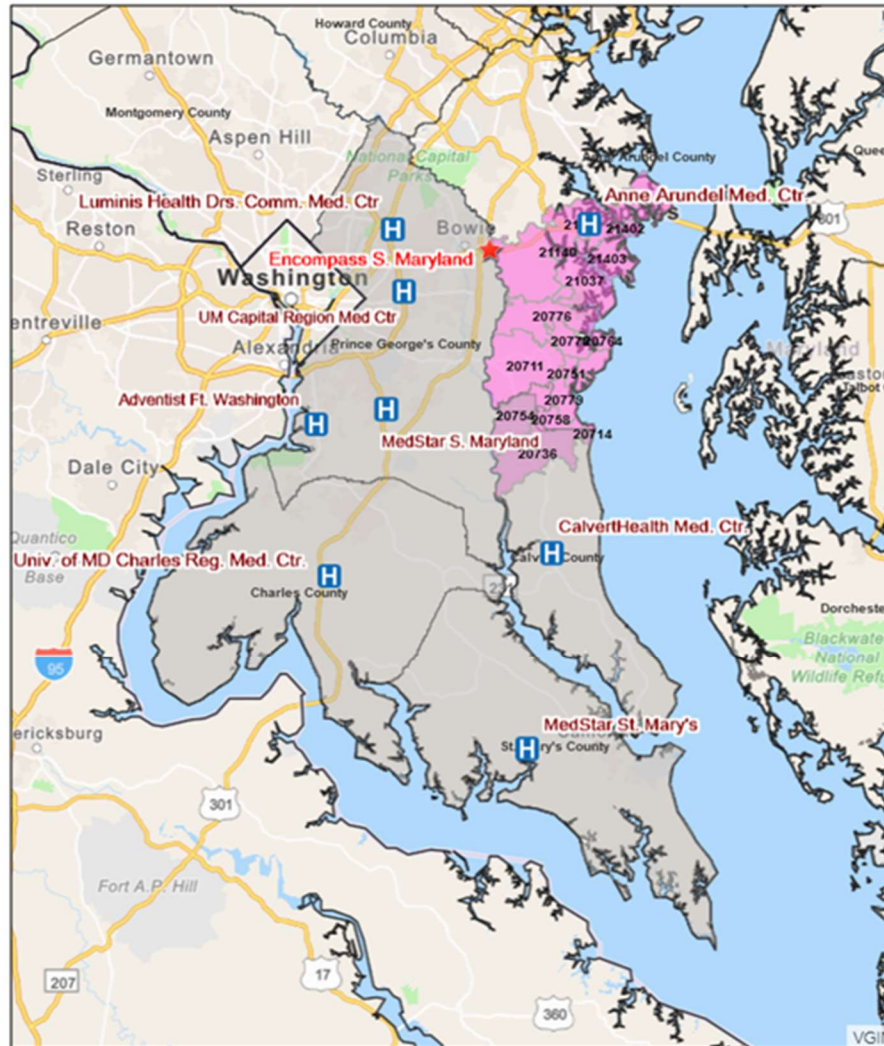
The map on the following page highlights the proposed service area, designating the Southern Maryland health planning region (consistent with Commission bed need projections) by the gray highlight and the southern Anne Arundel County ZIP Codes by the pink highlights. Encompass Hospital notes that the three southernmost ZIP Codes in southern Anne Arundel County are predominantly located in Calvert County, with only a small portion of each ZIP Code in Anne Arundel County. However, for mapping purposes, ZIP Codes 20714 (North Beach), 20736 (Owings), and 20754 (Dunkirk) are presented as Anne Arundel County ZIP Codes so that the entirety of south Anne Arundel County is included in the map.³

Because the proposed inpatient rehabilitation services that Encompass Hospital will provide are *post-acute care services*, the map of the proposed service area also includes general acute care hospitals. The vast majority (91%) of patients admitted to Encompass Health hospitals nationally are admitted directly from a general acute care hospital. Of the remaining 9% of admissions, approximately eight percent (8%) are from physician offices or the community, and one percent (1%) are from skilled nursing facilities. Encompass Hospital will serve a population of patients who are ready for discharge from a general acute care hospital





³ The Anne Arundel County ZIP codes in the service area are detailed on page 49, *infra*.

and who are in need of intensive inpatient rehabilitative and restorative care uniquely offered in the IRF setting.

Figure 3
Encompass Hospital Service Area with General Acute Care Hospitals Shown



Source: ArcGIS.

-  Southern Maryland Health Planning Region
-  Anne Arundel-South
-  General Acute Care Hospital
-  Encompass Southern Maryland

Encompass Hospital expects that its admission sources will be similar to Encompass Health's sources nationally, with the vast majority of referrals coming from local general acute care hospitals and their medical staff members. Encompass has received numerous letters of

support from the area hospital's medical staff members documenting their intent to refer patients to the proposed project. **Exhibit 8**, Letters of Support.

Service Area's Low IRF Utilization Continues to Decrease

In its CON Application to establish a 60-bed facility, Encompass Hospital demonstrated that utilization of inpatient rehabilitation services in the Southern Maryland health planning region was much lower than the rest of the state. Decision, p. 33. The Decision concluded that low utilization rates are often an indicator of barriers to access and support the need for additional service capacity in a region. Specifically, the Commission found:

[T]he data supports the conclusion that a geographic barrier to access is likely to be a factor contributing to the significantly lower rate of utilization of acute inpatient rehabilitation services in the Southern Maryland health planning region. The academic research by Buntin, *et al.*, which is part of the policies section of the Acute Inpatient Rehabilitation Chapter and by the applicant, states that distance (or travel time) to providers may be a more powerful predictor of the use of acute rehabilitation services than patient characteristics.

Decision, p. 35. To reach its conclusion, the Commission evaluated both drive times and utilization rates for the service area counties (including Anne Arundel) and found:

[T]he three counties in the proposed service area which had the lowest utilization rates, St. Mary's, Charles, and Calvert, in order of lowest to highest use rate, also are the counties with midpoints farthest away from any existing acute rehabilitation facility. . . . Here, evidence suggests that the lower utilization rates in certain counties may be tied to longer distance from an acute rehabilitation provider. Thus, the addition of a provider in closer proximity is likely to address that barrier to access.

Decision, p. 34.

Since 2017, the IRF utilization rate for Medicare patients has dropped in two (2) out of four (4) Southern Maryland health planning region counties: Prince George's and Calvert counties. Anne Arundel County has one of the State's lowest IRF utilization rates, falling even below the utilization rates for St. Mary's, Charles, and Calvert counties.

Encompass Hospital provides tables in this section that compare the inpatient rehabilitation utilization of Medicare Fee-for-Service ("Medicare") beneficiaries by home county in CY19 and CY20 (the most recent two full years' data). As shown in these tables, Southern Maryland health planning region counties and Anne Arundel County Medicare residents are among the State's lowest in terms of IRF utilization. As additional context regarding the data shown in these tables, Encompass Hospital notes the following:

- In its 2020 Decision, the Commission concurred "with the applicant that comparing utilization rates among different counties in the State provides useful information." Decision, p. 32.
- Medicare utilization of IRF services is an important indicator of access barriers and need for IRF services because Medicare patients are the majority of IRF patients in

Maryland and nationally. For example, more than half (57.3%) of Maryland's inpatient rehab discharges from Maryland hospitals in FY21 (July 1, 2020 – June 30, 2021) were Medicare patients. Nationally, on average, the FFS Medicare program accounted for about 58% of IRF discharges. (*Source*: Report to the Congress: Medicare Payment Policy, March 2021; MedPAC, Medicare Payment Policy Commission, p. 251.)

- Medicare utilization of IRF accounts for any out-migration of services because the utilization is based on the Medicare beneficiary's home address regardless of where the service was received. To be clear, that means the following data capture total discharges from inpatient rehabilitation in all states, including not only Maryland, but also Delaware and Washington, D.C.
- Finally, at the time of this filing, Medicare data are the only data available to the Applicant, but are nevertheless appropriate to determine need as discussed above.⁴ This Washington, D.C. utilization data is shown for comparison purposes only.

Table 3 Maryland Counties' Inpatient Rehabilitation Utilization Rate for Medicare Beneficiaries by Home County, CY19		
Rank	County	Inpatient Rehab Conversion Rate
1	Wicomico	11.37%
2	Worcester	10.86%
3	Somerset	7.50%
4	Dorchester	4.69%
5	Kent	4.29%
6	Montgomery	3.88%
7	Cecil	3.79%
8	Caroline	3.45%
9	Garrett	2.63%
10	Talbot	2.29%

⁴ As discussed with Commission Staff during Encompass Hospital's pre-application conference held April 13, 2022, the Maryland Health Care Commission website states that MHCC is not accepting D.C. Inpatient discharge data applications. Counsel for Applicant reached out to the persons identified on the website on April 8, 2022 to request clarification or an update, and sent follow up communications following the pre-application conference. Commission staff informed Encompass in mid-May that it was accepting applications for D.C. data, and Applicant subsequently submitted an application (through a consultant). Applicant understands it may take weeks to process that application and obtain the requested data, and it will take additional time for Applicant to perform projections based on it. Applicant reserves the right to supplement and/or modify the responses in this Application should new or different information become available as a result of any analysis performed using the D.C. inpatient discharge data.

Table 3 Maryland Counties' Inpatient Rehabilitation Utilization Rate for Medicare Beneficiaries by Home County, CY19		
11	Prince George's	2.00%
12	Carroll	1.98%
13	Charles	1.94%
14	Queen Anne's	1.51%
15	St. Mary's	1.23%
16	Calvert	1.17%
17	Frederick	0.85%
18	Allegany	0.52%
19	Howard	0.49%
20	Anne Arundel	0.44%
21	Harford	0.36%
22	Baltimore	0.26%
23	Washington	0.22%
24	Baltimore City	0.11%
Maryland		1.67%
District of Columbia, DC		2.33%
Source: Centers for Medicare and Medicaid Services (CMS) Geographic Variation Public Use Files (PUF).		
Notes: (1) The conversion rate represents the Medicare IRF discharges as a percentage of total Medicare acute care discharges. (2) This table reflects Medicare beneficiary utilization only. Although Baltimore City is home to a high number of inpatient rehab beds, a significant portion of these beds provide care for patients suffering from trauma, many of whom are not Medicare beneficiaries reflected in this utilization rate.		

Table 3 reflects the comparatively low Medicare utilization rate of inpatient rehab services by residents of counties in the Southern Maryland health planning region as compared to residents of other Maryland counties. In fact, Encompass Hospital's service area counties are among the state's lowest, e.g., three out of the four Southern Maryland region counties are in the 3rd quartile (CY19: Charles, St. Mary's, and Calvert; CY20: Prince George's, Calvert, and St. Mary's), while Anne Arundel County consistently ranks among the State's lowest in Medicare IRF utilization. This disparity in utilization indicates that the lack of an IRF in the Southern Maryland region negatively impacts patients' ability to access the care they need.

The Medicare beneficiary utilization rates for CY20 further illustrate the continued low utilization of inpatient rehab services for Encompass Hospital's service area.

Table 4 Inpatient Rehabilitation Utilization Rate for Medicare Beneficiaries by Home County, CY20		
Rank	County	Inpatient Rehab Conversion Rate
1	Wicomico	12.17%
2	Worcester	10.41%
3	Somerset	8.82%
4	Kent	8.41%
5	Dorchester	6.80%
6	Caroline	4.82%
7	Queen Anne's	4.26%
8	Cecil	4.14%
9	Montgomery	4.11%
10	Talbot	3.23%
11	Garrett	3.10%
12	Charles	2.60%
13	Prince George's	2.08%
14	Calvert	1.74%
15	Carroll	1.73%
16	St. Mary's	1.50%
17	Allegany	1.25%
18	Frederick	0.94%
19	Howard	0.76%
20	Anne Arundel	0.50%
21	Washington	0.40%
22	Harford	0.26%
23	Baltimore	0.25%
24	Baltimore City	0.16%
Maryland		1.86%
District of Columbia, DC		2.72%
Source: Centers for Medicare and Medicaid Services (CMS) Geographic Variation Public Use Files (PUF). Note: conversion rate represents the Medicare IRF discharges as a percentage of total Medicare acute care discharges.		

In addition to consistently low utilization by residents of counties in Encompass Hospital's service area, the ratio of adult population to CON-approved inpatient rehabilitation beds in the Southern Maryland Health Planning Region is significantly lower than compared to all other Health Planning Regions and the State, as demonstrated in Table 5.

Table 5 Adult Population (Ages 18+) per CON-Approved Inpatient Rehabilitation Bed by Health Planning Region, 2022			
Health Planning Region	2022 Adult Population (Ages 18+)	# CON-Approved Rehab Beds	Adult Population: Bed Ratio
Eastern Shore	291,322	89	3,273:1
Central Maryland	2,290,692	260	8,810:1
Montgomery	836,692	87	9,617:1
Western Maryland	419,183	33	12,703:1
Southern Maryland	1,021,954	70	14,599:1
Total	4,859,843	539	9,016:1
Sources: Claritas; Maryland Health Care Commission Bed Inventory; April 13, 2018 Maryland Register, Gross and Net 2021 Bed Need Projections for Acute Rehabilitation Beds by Health Planning Region, as adjusted to reflect (1) addition of 10 beds in Eastern Shore pursuant to December 19, 2019 Decision <i>In re Encompass Health Rehabilitation Hospital of Salisbury</i> , Dkt. No. 18-22-2435; and (2) net addition of 32 beds in Southern Maryland pursuant to (a) May 20, 2020 Decision <i>In re Encompass Hospital, adding 60 beds to the region</i> ; and (b) closure of Laurel Regional Hospital, resulting in a loss of 18 beds in the region. The 10 beds transferred to University of Maryland Prince George's Hospital Center and subsequently delicensed are included in the adjusted inventory.			

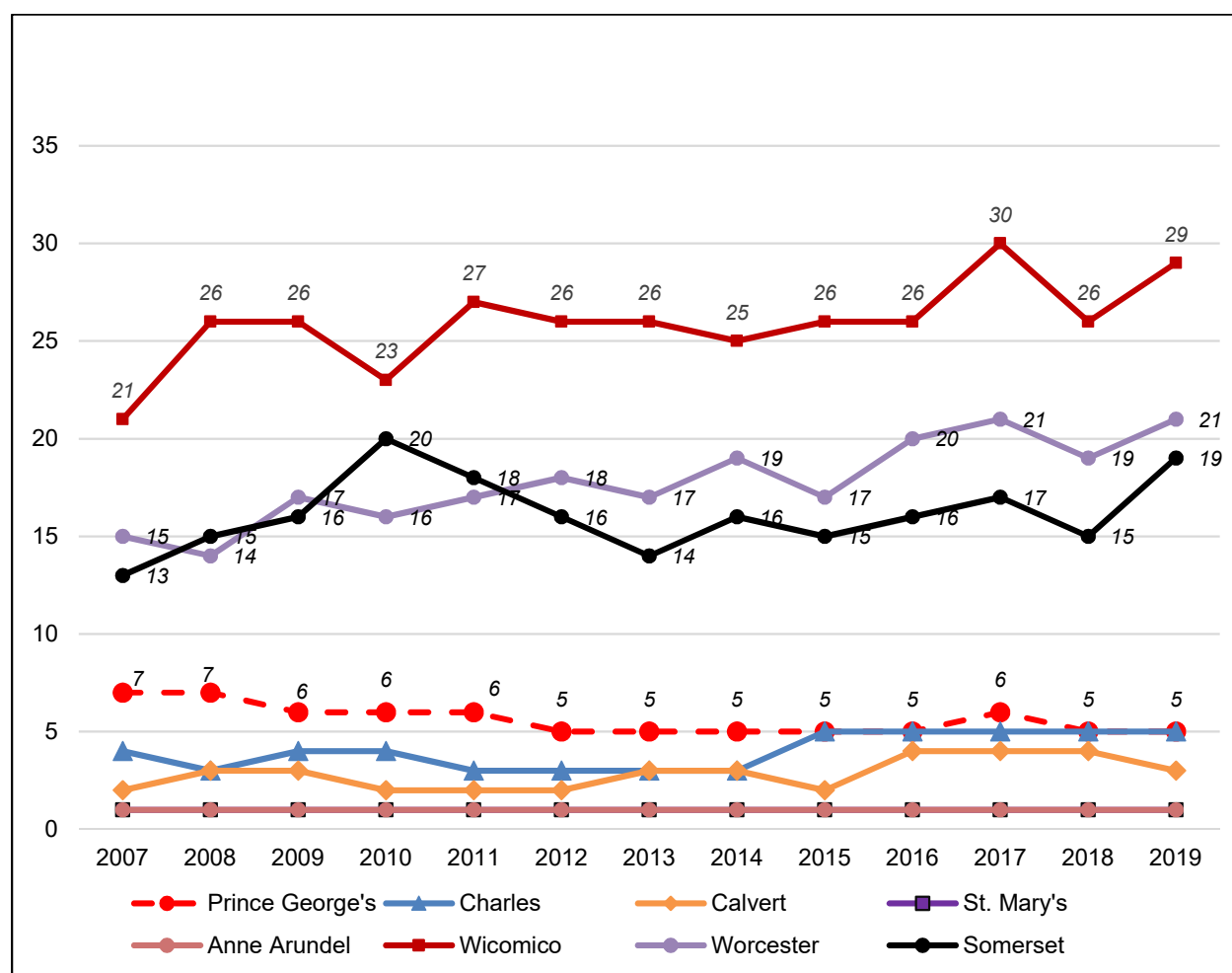
This low ratio of beds per population further demonstrates the lack of adequate access to inpatient rehabilitation services in the Southern Maryland region. Even when taking into account the 60 beds currently under construction at Encompass Hospital and the 10 temporarily delicensed beds that are the subject of this Application, the Southern Maryland region still has the highest adult population to bed ratio in the state. This disparity further supports the need for an additional 10 beds at Encompass Hospital, which would help prevent further growth in the gap in accessible inpatient rehab services in the service area relative to the rest of the state.

The data presented in Tables 1-5 are generally consistent with the Commission's recognition that "the distance to providers, relative to a patient's residence may be a more powerful predictor of the use of acute inpatient rehabilitation services than the clinical characteristics of patients." COMAR §10.24.09.03, *Access to Care*. According to the study cited in the State Health Plan, this is because distance to acute inpatient care is a significant determinant of whether a patient seeks that care. Buntin, M.B., Garten, A.D., Paddock, S., Saliba, D., Totten, M., and Escarce, J.J. "How Much Is Postacute Care Use Affected by Its Availability?" *Health Services Research* 40(2): 413-34.⁵ In fact, "the farther away the nearest IRF [inpatient rehabilitation facility] is, the less likely a patient is to go to an IRF." *Id.*

⁵ The research articles cited in this Application are compiled for the Commission's convenience in an **Appendix** provided together with this Application.

The low inpatient rehabilitation utilization for Medicare beneficiaries in the Encompass-Hospital service area is not a new phenomenon, but rather an ongoing and worsening situation. As shown in the following graph, the current low utilization of inpatient rehab services supports the need for the proposed 10-bed addition to Encompass Hospital, particularly given the *decreasing utilization of historically low rates in service area counties*. For example, Prince George's County had seven rehabilitation discharges per 1,000 Medicare beneficiaries in 2007, but that number has dropped to only five rehabilitation discharges per 1,000 Medicare beneficiaries in 2019.

Figure 4
Service Area Counties' Rehabilitation Discharge Rates are Far Below
the Counties with the Highest Discharge Rates in the State
(Rehabilitation Discharges per 1,000 Medicare Beneficiaries)



Source: CMS PUF data.

As mentioned previously, the vast majority (91%) of patients admitted to an Encompass IRF are patients directly discharged from a general acute care hospital. Due to these referral patterns, a lack of access to acute general hospital services would be expected to impact utilization of inpatient rehabilitation facilities. A review of county-by-county general acute

hospital utilization in the service area, however, demonstrates that residents have comparable access to acute general hospital services relative to Encompass Salisbury's service area. Despite the relatively average utilization rates of acute general hospital services, the Southern Maryland region routinely reports inpatient rehabilitation utilization rates that are among the lowest in the state. The discrepancy between utilization rates for general hospital versus post-acute rehabilitation services indicates that Maryland Medicare beneficiaries have comparatively better access to "get in the door" of general acute care hospitals relative to when they are ready for discharge from the general acute care hospital – at that stage, there are simply too few IRF beds available to them.

Table 6 Encompass Hospital SA Counties' General Acute Care Hosp. Utilization Compared to Encompass Salisbury SA Counties' General Acute Care Hosp. Utilization									
General Acute Care Hospital Discharges per 1,000 pp	Md. Avg.	Service Area Counties: <i>Encompass Southern Maryland</i>					Service Area Counties: <i>Encompass Salisbury</i>		
		Prince George's	Charles	Calvert	St. Mary's	Anne Arundel	Wicomico	Worcester	Somerset
General Acute Care Discharges	246	248	269	260	245	234	247	197	250
County GACH Discharges as a % of Maryland Average	--	101%	109%	106%	100%	95%	100%	80%	102%
Source: Centers for Medicare & Medicaid Services (CMS), Geographic Variation Public Use File (PUF). Data represents Medicare Fee for Service Enrollees.									

Service Area Population Continues to Increase and Age

The approved 60-bed Encompass Hospital facility that is currently under construction will begin to address the access barriers that exist for Southern Maryland service area residents detailed above. However, as the service area population (and its elderly population, in particular) continues to increase, the demand for IRF beds will continue to outgrow the supply. As a result, the 10-bed addition is necessary to ensure the service area has sufficient access to inpatient rehabilitation services.

As shown in the following figure, the counties comprising Encompass Hospital's service area are among the State's largest and fastest growing, regardless of the growth indicator analyzed. For example, Prince George's County is Maryland's 2nd largest county and the fastest growing (#1) in terms of total numeric population growth between 2010 and 2020, according to the U.S. Census Bureau. In terms of numeric population increase between 2010 and 2020, four of the State's top 10 counties are in Encompass Hospital's service area, *i.e.*, Prince George's, Anne Arundel, Charles, and St. Mary's. Additionally, Calvert County is the State's 13th fastest growing in terms of numeric population change. See Figure 5, Population Density in Maryland Counties (2020).

For ease of review, service area counties are highlighted in the following figures. Anne Arundel County is included among the highlighted counties since data are only available at the county level from the Census Bureau. Encompass Hospital identifies only southern Anne Arundel County as part of its service area.

Figure 5
Population Density in Maryland Counties (2020)

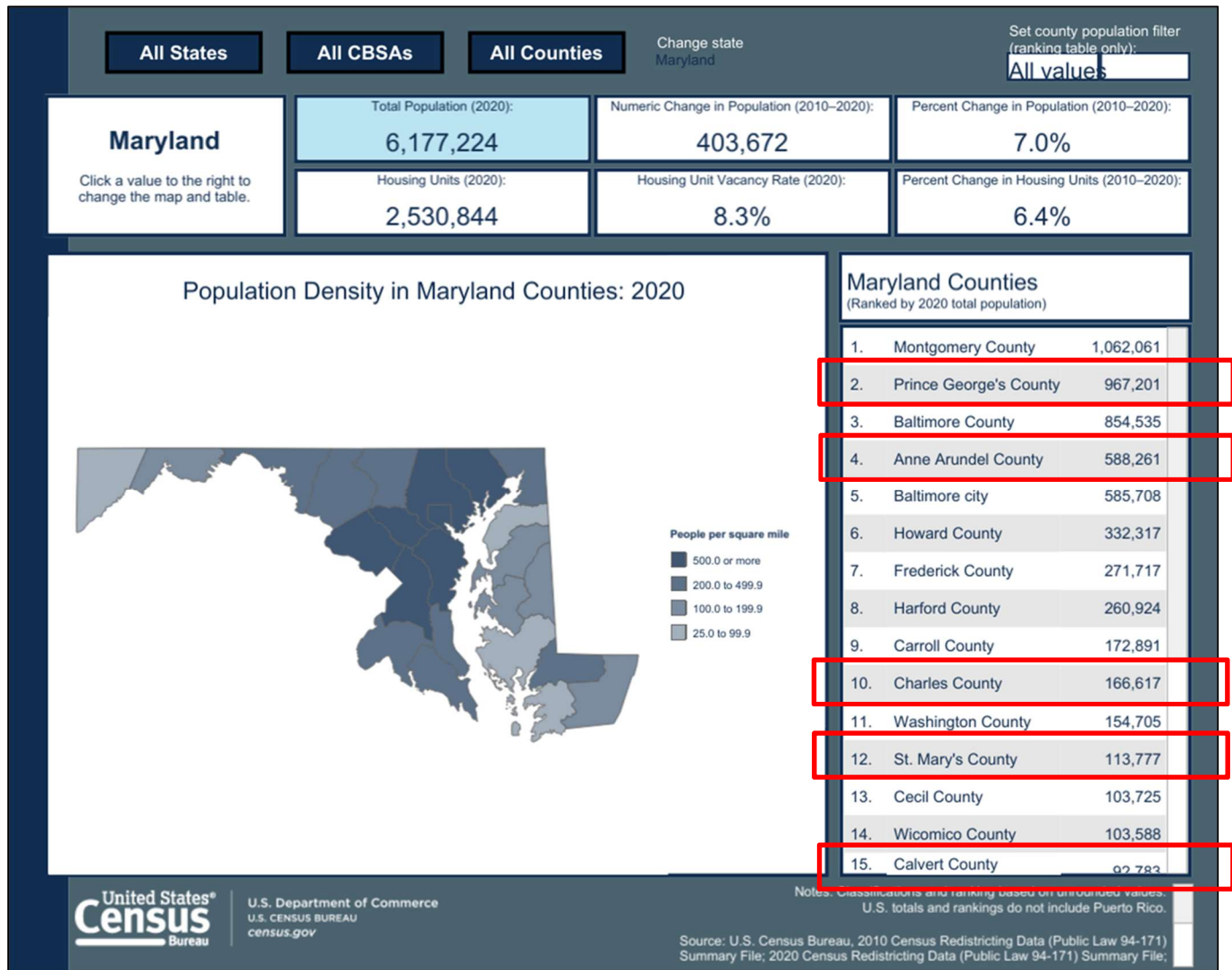


Figure 6
Numeric Change in Population for Maryland Counties (2010-2020)

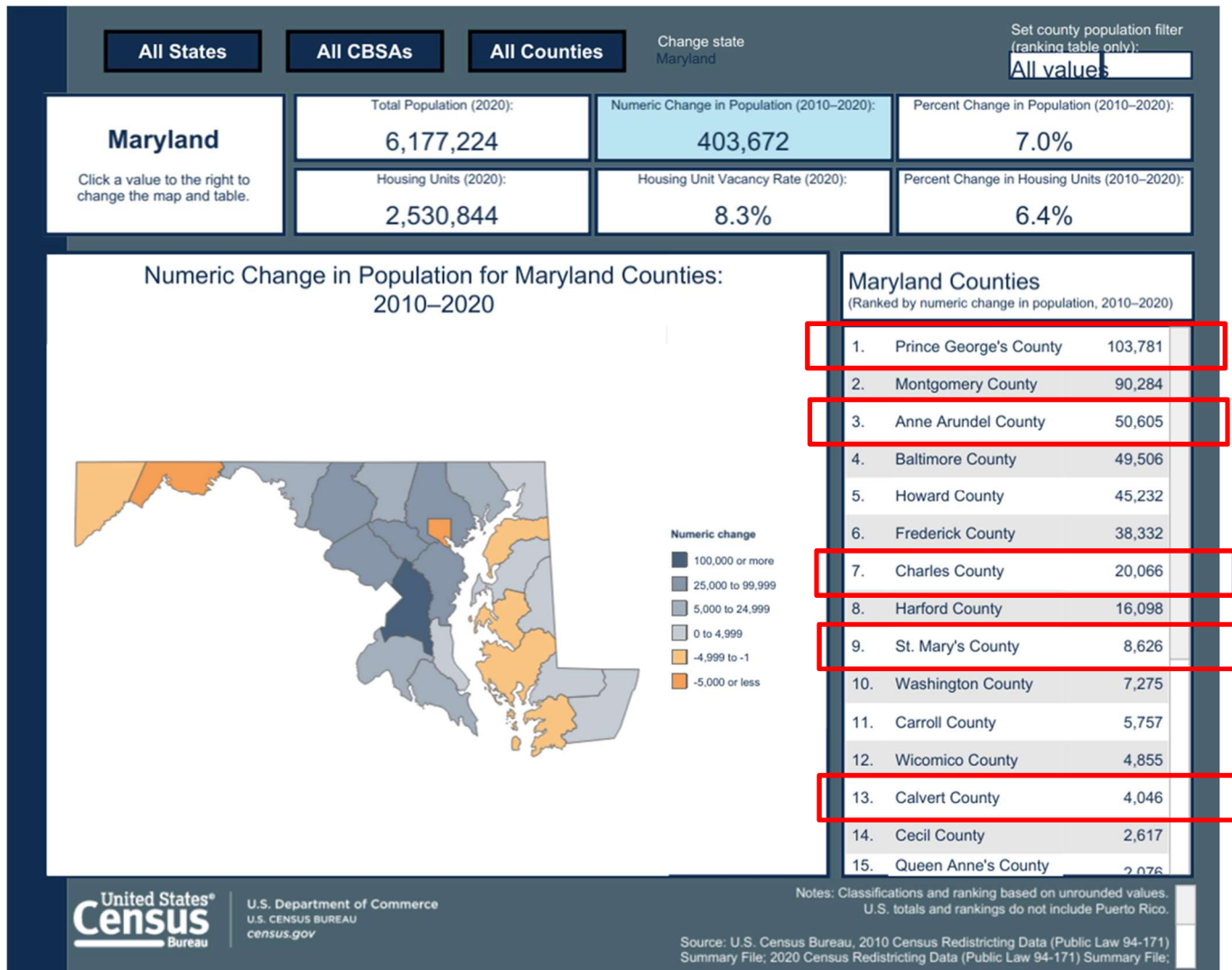


Figure 7
Percent Change in Population for Maryland Counties (2010-2020)

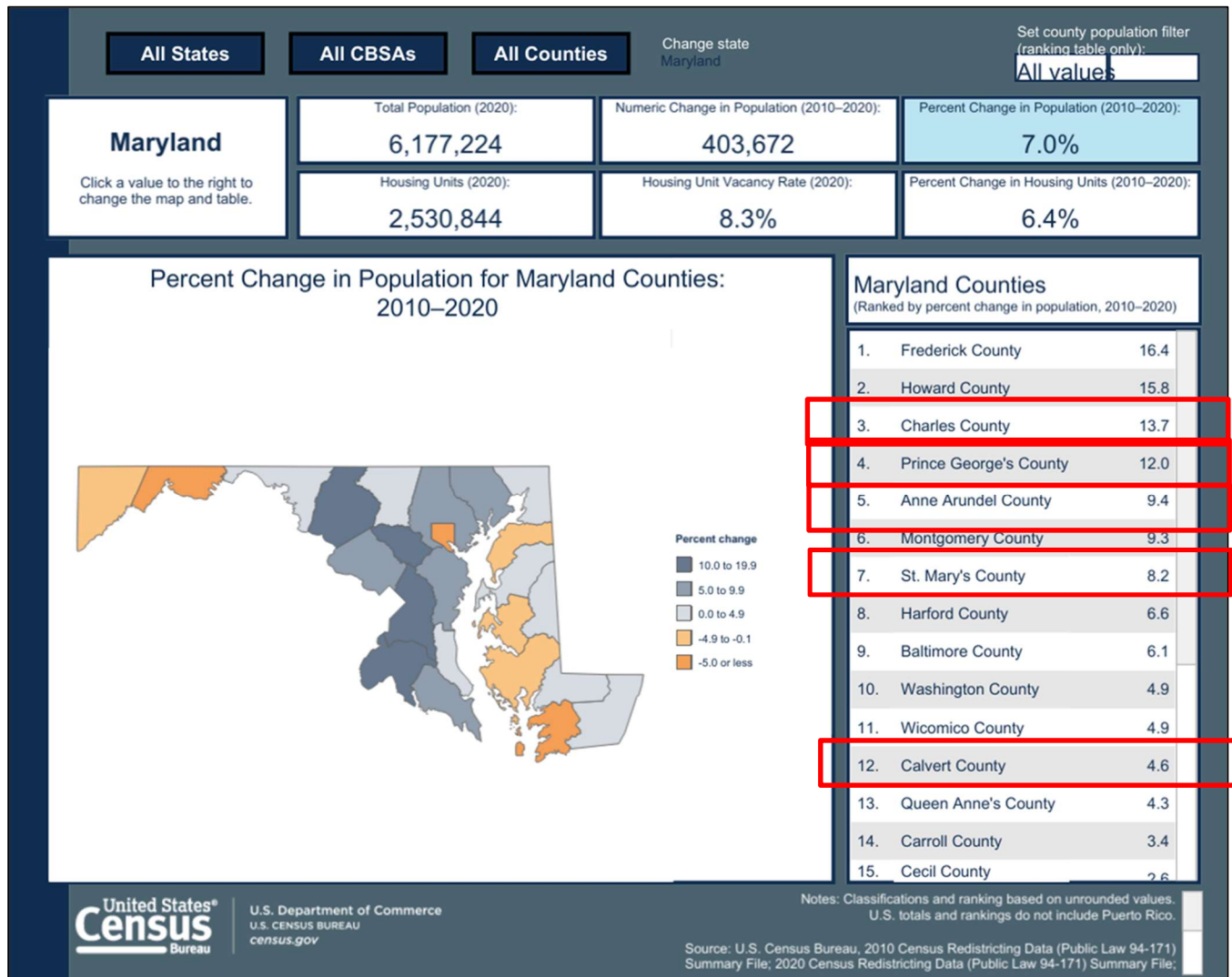
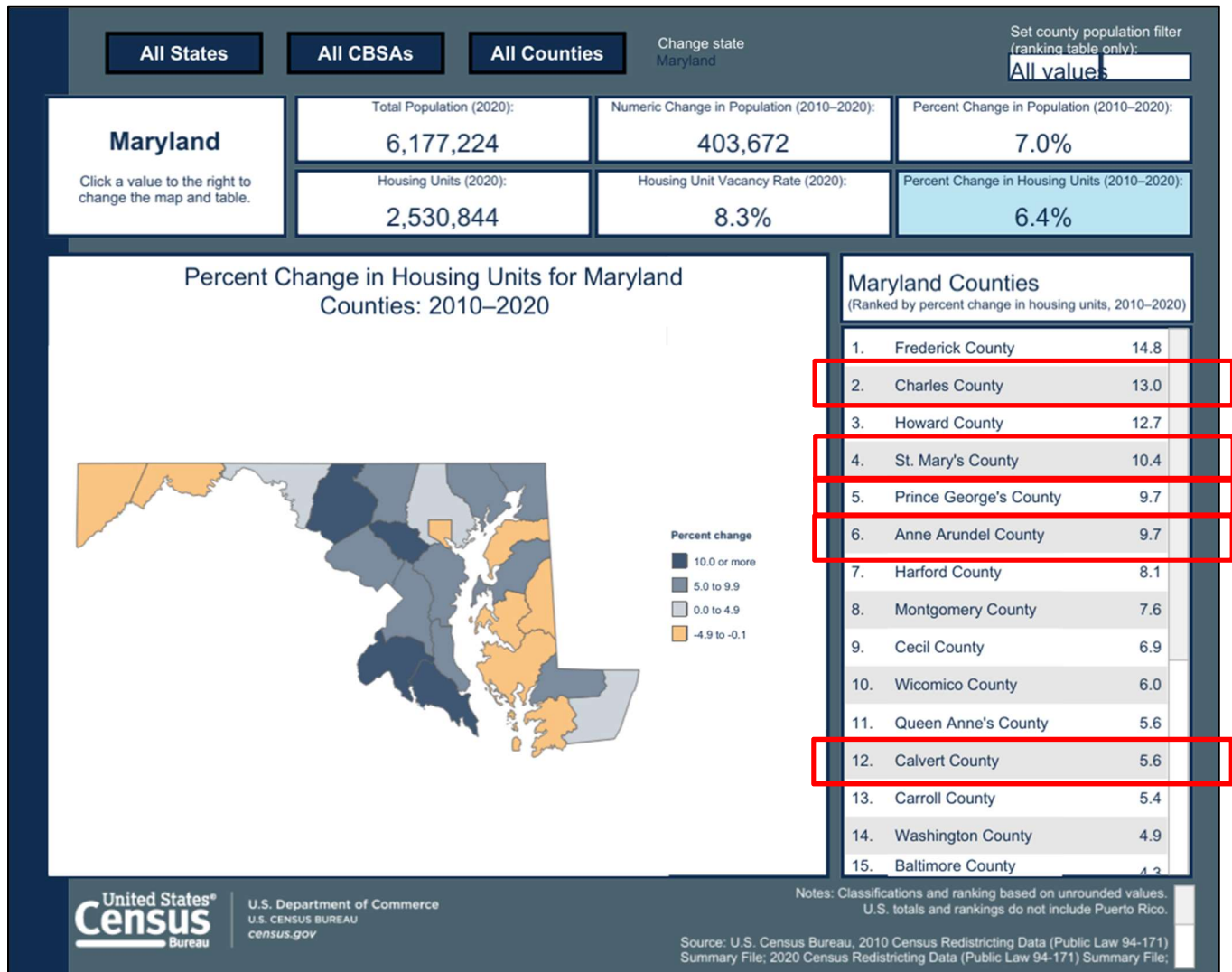


Figure 8
Percent Change in Housing Units for Maryland Counties (2010-2020)



The historical growth is projected to continue for the Encompass Hospital service area based on population projections prepared by the Maryland Department of Planning, Projections and State Data Center, December 2020. These projections likely underestimate the population for the service area. As shown in the following table, the Department of Planning's estimated 2020 population was lower than the actual 2020 population per the U.S. Census. Moreover, Prince George's and Charles Counties, in particular, had materially underestimated population projections. Given that those two counties combined account for approximately 85% of the Southern Maryland health planning region's 2020 actual population, it is likely these projections are understated.

Table 7 Service Area Population Projections Area Likely Underestimated, Comparison of 2020 Estimates to Actual Census Data			
Service Area County	2020 Estimate	2020 Actual	Actual as a % of Estimate
Prince George's	911,140	967,201	106.2%
Charles	164,540	166,617	101.3%
Calvert	93,310	92,783	99.4%
St. Mary's	115,150	113,777	98.8%
Southern Maryland HPR	1,284,140	1,340,378	104.4%
Anne Arundel	582,880	588,261	100.9%
Sources: Maryland Department of Planning, Projections and State Data Center, December 2020; and U.S. Census Bureau.			

Even if the projected population were not underestimated, the service area population is growing and includes a large and growing elderly population, as demonstrated in the following tables. Because the elderly is the largest user group of inpatient rehabilitation services, the growth of the elderly population is of particular significance. Prince George's County, home to Encompass Hospital, is by far the largest county in the Southern Maryland health planning region, both by total population and population ages 65 and over.

Table 8 Total Population by County, 2025-2035				
County	2025	2030	2035	% Increase, 2025-2035
Prince George's	926,020	940,960	955,840	3.2%
Charles	174,220	184,470	194,850	11.8%
Calvert	96,050	97,900	98,740	2.8%
St. Mary's	123,700	131,260	139,150	12.5%
Southern Maryland HPR	1,319,990	1,354,590	1,388,580	5.2%
Anne Arundel	595,010	608,990	620,350	4.3%
<i>State of Maryland</i>	<i>6,244,980</i>	<i>6,413,690</i>	<i>6,588,760</i>	<i>5.5%</i>
Source: Maryland Department of Planning, Projections and State Data Center, December 2020.				

Table 9 Population Ages 65 and Over by County, 2025-2035				
County	2025	2030	2035	% Increase, 2025-2035
Prince George's	150,778	174,651	191,757	27.2%
Charles	27,320	34,124	39,918	46.1%
Calvert	18,960	22,841	24,778	30.7%
St. Mary's	19,406	23,594	26,166	34.8%
Southern Maryland HPR	216,464	255,210	282,619	30.6%
Anne Arundel	105,868	119,347	125,915	18.9%
<i>State of Maryland</i>	<i>1,139,636</i>	<i>1,139,636</i>	<i>1,296,675</i>	<i>13.8%</i>
Source: Maryland Department of Planning, Projections and State Data Center, December 2020.				

As shown in the following table, the population ages 65 and over is projected to comprise a significant portion of the population now and in the future, with 20% of the Southern Maryland region population projected to be 65 and over in 2035.

Table 10 Population Ages 65 and Over as a % of Total County Population by Year, 2025-2035			
County	2025	2030	2035
Prince George's	16.3%	18.6%	20.1%
Charles	15.7%	18.5%	20.5%
Calvert	19.7%	23.3%	25.1%
St. Mary's	15.7%	18.0%	18.8%
Southern Maryland HPR	16.4%	18.8%	20.4%
Anne Arundel	17.8%	19.6%	20.3%
<i>State of Maryland</i>	<i>18.2%</i>	<i>17.8%</i>	<i>19.7%</i>
Source: Maryland Department of Planning, Projections and State Data Center, December 2020.			

In light of the projected rapid and sustained population growth in Encompass Hospital's service area, coupled with the demonstrated access barriers that currently exist, the 10-bed addition is necessary to ensure that the service area has sufficient inpatient rehabilitation capacity to meet the demand for services. Moreover, the preservation of 10 high-quality inpatient rehabilitation beds in an historically underserved area will play a role in the ongoing efforts to improve and revitalize the healthcare delivery system in Prince George's County and the surrounding area. See, e.g., Encompass Hospital's response to interested party comments in connection with its 2018 CON Application, pp. 1-2 (Matter No. 18-16-2423; Doc. Item No. 28).

(2) Need.

A project shall be approved only if a net need for adult acute rehabilitation beds is identified by the need methodology in Section .05 in the applicable health planning region (HPR) or if the applicant meets the applicable standards below. The burden of demonstrating need rests with the applicant.

(a) An application proposing to establish or expand adult acute inpatient rehabilitation services in a jurisdiction that is directly contiguous to another health planning region may be evaluated based on the need in contiguous regions or states based on patterns of cross-regional or cross-state migration.

(b) For all proposed projects, an applicant shall explicitly address how its assumptions regarding future in-migration and out-migration patterns among Maryland health planning regions and bordering states affect its need projection.

(c) If the maximum projected bed need range for an HPR includes an adjustment to account for out-migration of patients that exceeds 50 percent of acute rehabilitation discharges for residents of the HPR, an applicant proposing to meet the need for additional bed capacity above the minimum projected need, shall identify reasons why the existing out-migration pattern is attributable to access barriers and demonstrate a credible plan for addressing the access barriers identified.

(d) An applicant proposing to establish or expand adult acute rehabilitation beds that is not consistent with the projected net need in .05 in the applicable health planning region shall demonstrate the following:

(i) The project credibly addresses identified barriers to access; and

(ii) The applicant's projection of need for adult acute rehabilitation beds explicitly accounts for patients who are likely to seek specialized acute rehabilitation services at other facilities due to their age or their special rehabilitative and medical needs. At a minimum, an applicant shall specifically account for patients with a spine or brain injury and pediatric patients; and

(iii) The applicant's projection of need for adult acute rehabilitation beds accounts for in-migration and out-migration patterns among Maryland health planning regions and bordering states.

(e) An applicant that proposes a specialized program for pediatric patients, patients with brain injuries, or patients with spinal cord injuries shall submit explanations of all assumptions used to justify its projection of need.

Applicant Response:

The need for the proposed 10-bed addition to Encompass Hospital is based on a variety of factors, including:

- I. The proposed project fits squarely within the Commission's calculated bed need and will address a worsening gap in care;
- II. There is a quantified need for the proposed beds;
- III. Patients in the Southern Maryland health planning region, including patients of the University of Maryland Capital Region Medical Center, will benefit from the 10-bed addition.

Encompass Hospital addresses each of these bases for need in further detail in this section.

I. The proposed project fits squarely within the Commission's calculated bed need and will address a worsening gap in care.

As described more fully in the Project Description, if Encompass Hospital is granted a CON for the proposed project, it will acquire the 10 temporarily delicensed acute inpatient rehab beds from UM Capital Region Health. (See Letter of Intent filed April 1, 2022 for this Project). Thus, the proposed project simply ensures that 10 beds in the inventory again become available to meet the needs of Southern Maryland residents. Notably, there will be no increase in licensed beds as a result of the proposed project.

In 2020, the Commission identified a net need for 85 acute inpatient rehabilitation beds in the Southern Maryland health planning region. See Decision, p. 48. The Commission has not published updated bed need projections since its 2020 Decision. Figure 9 below is an excerpt from the 2020 Decision, p. 48:

Figure 9
Current Available Bed Capacity, May 2020

Table III-17: Recalculation of Readily Available Beds in Southern Maryland Health Planning Region

	Minimum Occupancy Standard	Range	Total Days Projected	Current Licensed Available Bed Capacity	Available Bed Days	Gross Bed Need Range	Net Bed Need Range
Southern Region	0.75	Minimum	3,133	28	40,220	11	-17
		Maximum	26,109	10	3,650	95	67 85

Notably, that net bed need includes 10 "current available beds" that were open at the time of the Decision (May 2020). However, those 10 beds have been temporarily delicensed. As described more fully in response to COMAR § 10.24.01.08G(3)(c), Availability of More Cost-Effective Alternatives, the proposed project is the only cost effective home for these beds in the region. Even with the approved 60-bed Encompass Hospital, after removing the 10 beds that are currently no longer available, the Southern Maryland region has a need for up to 35 additional IRF beds.

Because the 10 beds that Encompass Hospital seeks to add to its proposed project were licensed and in the inventory considered by the Commission in 2020, and Encompass Hospital

seeks to do no more than provide a home for those existing beds, it has satisfied this need review standard and the related review criterion, COMAR § 10.24.01.08G(3)(b).

Encompass Hospital documents the significantly low and declining inpatient rehabilitation use rates for service area counties in response to the Access standard. *See, e.g.*, Tables 3-4 and Figure 4, *supra* pp. 34-36, 38. When compared to the service area counties of Encompass Salisbury, it is clear that the lack of available and accessible IRF beds in Southern Maryland has created a gap in care for Encompass Hospital service area residents who are in need of, and would benefit from, intensive inpatient rehabilitation services. The proposed 10-bed addition will help address the documented gap in care by ensuring a sufficient number of beds are available in Southern Maryland.

II. There is a quantified need for the proposed beds.

Encompass Hospital has not duplicated the Commission's bed need analysis because the proposed project falls within the Commission's bed need projections and does not seek to add beds to the inventory that were not considered in the 2020 Decision. Moreover, that projection understates need because it is based on existing utilization rates. As the Commission has recognized, utilization rates in the service area are low as a result of the lack of sufficient bed capacity. Therefore, Encompass Hospital has created a quantitative analysis of the bed need for service area residents who would benefit from inpatient rehab services. That is, the analysis demonstrates the number of beds that would be necessary if the service area were appropriately served, based on utilization rates in other service areas. Thus, this approach quantifies the gap in care that currently exists because patients do not have access to the care they need. The analysis is based on the following assumptions:

- The need for post-acute care inpatient rehabilitation services is primarily driven by patients discharged from general acute care hospitals who are in need of, and will benefit from, intensive inpatient rehabilitative and restorative care.
- Those "rehab-appropriate discharges" are identified by select MSDRGs based on Encompass Health's experience operating 148 rehab hospitals located across 42 states and Puerto Rico.
- The bed need is conservatively based only on the needs of residents within the defined service area. No in-migration of patients is included in the projections. The service area is defined as the four county Southern Maryland Health Planning region, and the following southern Anne Arundel County ZIP Codes:

20711	20776	21140
20733	20778	21401
20751	20779	21402
20758	21035	21403
20764	21037	21409

- The bed need is conservatively based on the most recent (July 1, 2020 through June 30, 2021; FY21) rehab-appropriate discharges from the service area, with no increase in expected rehab-appropriate discharges due to the service area's increasing and aging

population. The use of the most recent FY data is a conservative approach in light of the impact of the pandemic on utilization.

- The bed need uses the actual FY21 rehab discharge rate for rehab-appropriate patients in Encompass Salisbury's three-county service area (Wicomico, Worcester, and Somerset counties) as the target rehab discharge rate. Thus, the target rehab discharge rate is based on Encompass Health's experience in Maryland.
- The statewide average length of stay is based on Maryland inpatient rehab providers' FY21 admissions and days for Maryland patients.
- The CON-approved beds reflect the Commission's approval of Encompass Southern Maryland's 60-bed hospital.
- Notably, the service area has a need for the proposed 10-bed addition even before considering the Commission's target occupancy rates, which in this case is 80%.

Table 11 Projected Inpatient Rehab Bed Need for Defined Service Area	
Inpatient Rehab Bed Need Calculations for Defined Service Area	Projected Need, FY21 Data
Service Area Residents' Rehab-Appropriate Discharges, All Payors	23,191
<i>Multiplied by</i> Expected (or Target) Discharge Rate to Inpatient Rehab	11.2%
<i>Equals</i> Total Projected Rehab Discharges in Service Area in Need of Rehab Bed	2,597
<i>Multiplied by</i> Statewide Inpatient Rehab Average Length of Stay, FY21	13.58
<i>Equals</i> Total Projected Service Area Inpatient Rehab Patient Days in Need of Rehab Bed	35,273
<i>Divided by</i> Calendar Days	365
<i>Equals</i> Inpatient Rehab Bed Need @ 100% Occupancy	96.6
<i>Divided by</i> Target Occupancy based on Average Daily Census	80%
<i>Equals</i> Service Area Beds Needed at Target Occupancy	121
<i>Minus</i> CON-approved Beds (Encompass Southern Maryland + 10 beds in abeyance)	70
<i>Equals</i> Net Bed Need	51
Source: Maryland HSCRC Abstract Inpatient Database, FY21 data (July 1, 2020 – June 30, 2021).	

The number of rehab-appropriate discharges that occurred for residents of the defined service area in FY21 confirms the Commission's 2020 projection of service area-specific need, and supports the relocation of the 10 temporarily delicensed inpatient rehab beds to the approved Encompass Hospital.

III. Patients in the Southern Maryland health planning region, including patients of the University of Maryland Capital Region Medical Center, will benefit from the 10-bed addition.

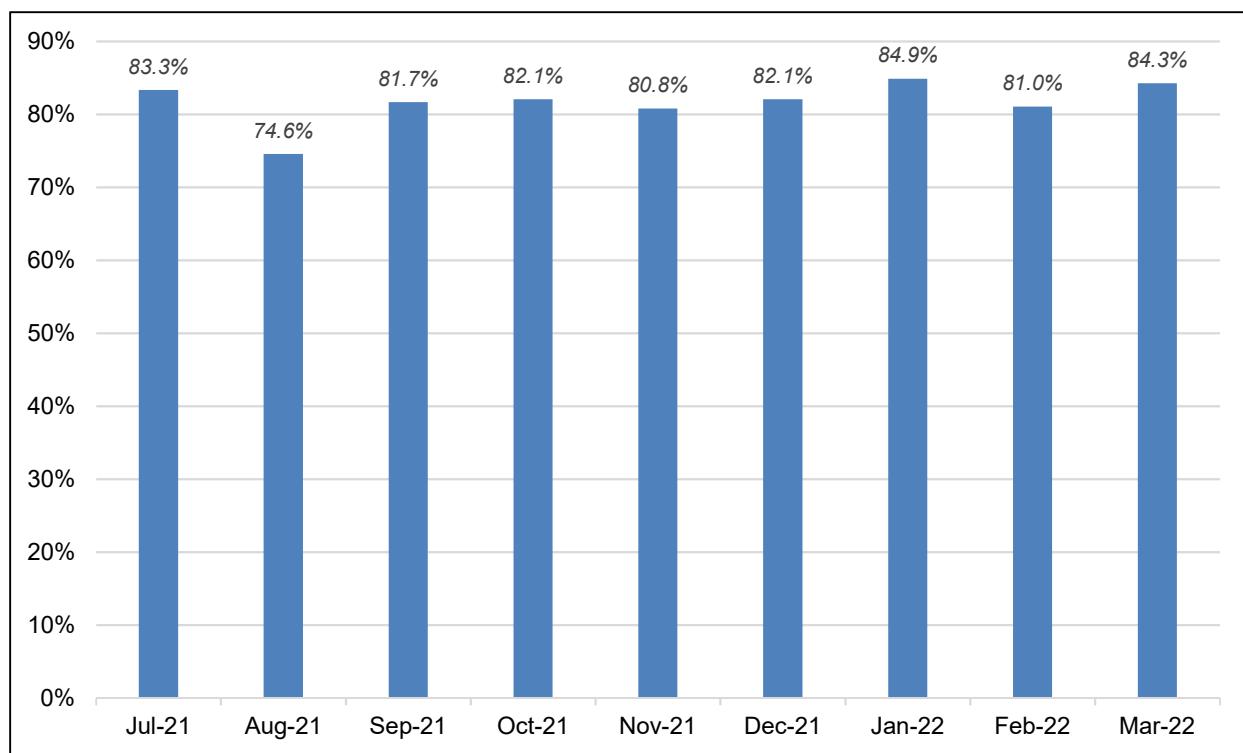
While there is sufficient support for service-area need, as described above, Encompass Hospital notes that rehab-appropriate patients at UM Capital Region Medical Center alone support the need for the 10-bed addition to Encompass Hospital.⁶ The following analysis quantifies the needs of patients seeking general acute care services at UM Capital Region Medical Center who are appropriate candidates for IRF services upon discharge. Using the same approach here as presented above, *i.e.*, identification of rehab-appropriate discharges based on select MSDRGs, the following analysis shows that UM Capital Region Medical Center alone has a need for 14 inpatient rehabilitation beds. While UM Capital Region Medical Center serves patients from beyond the defined service area for Encompass Hospital, the vast majority of inpatients (84.2%) at UM Capital Region Medical Center reside in the defined Encompass Hospital service area.

Table 12 Projected Inpatient Rehab Bed Need for Additional Beds Based Solely on UM Capital Region Medical Center Rehab-Appropriate Discharges (July 1, 2021 – March 31, 2022 Annualized)	
Inpatient Rehab Bed Need Calculations for UM Capital Region Medical Center Rehab-Appropriate Discharges, Year 1 of Hospital Opening (annualized)	Projected Need
UM Capital Region Medical Center's Rehab-Appropriate Discharges, Annualized	2,669
<i>Multiplied by</i> Expected (or Target) Discharge Rate to Inpatient Rehab	11.2%
<i>Equals</i> Total Projected Rehab Discharges in Service Area in Need of Rehab Bed	299
<i>Multiplied by</i> Statewide Inpatient Rehab Average Length of Stay, FY21	13.58
<i>Equals</i> Total Projected Service Area Inpatient Rehab Patient Days in Need of Rehab Bed	4,060
<i>Divided by</i> Calendar Days	365
<i>Equals</i> Inpatient Rehab Bed Need @ 100% Occupancy	11.1
<i>Divided by</i> Target Occupancy	80%
<i>Equals</i> Beds Needed for UM Capital Region Medical Center's Rehab-Appropriate Discharges	14
Sources: Maryland HSCRC Abstract Inpatient Database, FY21 data (July 1, 2020 – June 30, 2021), and UM Capital Region Medical Center internal data.	

⁶ “Rehab-appropriate patients” are those patients who were diagnosed with one of a select listing of MSDRGs that Encompass Health has identified as those diagnoses that most commonly necessitate intensive inpatient rehabilitation care.

UM Capital Region Medical Center expects that its volumes will continue to increase, thus the projection based on current volume likely understates future need, particularly given the high and increasing utilization of the hospital (shown in the following figure) and the large and growing general and elderly populations of the Encompass Hospital service area previously discussed. UM Capital Region Medical Center is already facing high occupancy rates and a delay in discharges based, in part, on the lack of sufficient referral options where patients in its service area are willing to travel for care.

Figure 10
UM Capital Region Medical Center
Monthly Occupancy Since Opening
(July 2021-March 2022)



Source: UM Capital Region Medical Center internal data.

The Applicant has received numerous letters of support from UM Capital Region Medical Center physicians, case managers, and executives that further demonstrate and support need for the proposed 10-bed addition to care for all service area residents, including those who seek care at UM Capital Region Medical Center. Letters of support are included in **Exhibit 8**. Highlights from these letters demonstrating the concerns above are detailed here.

Trudy Hall, MD, Board-certified Fellow, American Academy of Physical Medicine and Rehabilitation and Vice President, Deputy Chief Medical Officer of UM Capital Region Health, UM Laurel Regional Medical Center, and Bowie Health Center, writes, in part:

[The proposed project] will provide the residents in Prince George’s County tremendous benefit and access to critically important comprehensive inpatient rehabilitation services they currently do not have today.”

. . .

Given the existing lack of this resource altogether in Prince George's County today we have to plan for the future need as well, particularly since University of Maryland Capital Region Medical Center in Prince George's County is already experiencing maximum capacity, and they care for so many patients who would qualify and benefit from this service today.

Kisha Perkins Brown, MD, Board-certified in Physical Medicine and Rehabilitation and Medical Director, UM Capital Region Medical Center, Department of Physical Medicine and Rehabilitation, states:

In my role as Medical Director of the Physical Medicine and Rehabilitation Department at University of Maryland Prince George's Hospital Center and now at UM Capital Region Medical Center, I am responsible for evaluating patients' rehabilitation needs and determining the most appropriate level of rehabilitative care for them as they are discharged from the acute hospital setting. In that capacity, I see and treat countless stroke and trauma patients, among others, who require acute inpatient rehabilitation services including physical, occupational, and speech therapies as well as medical care. All too often, however, many of these patients opt for lower levels of subacute rehabilitation because of geographic barriers and prolonged distance from their family and home in relation to area inpatient rehab hospitals. That issue is exacerbated even more today given the closure of Prince George's Hospital Center and its inpatient rehab unit; there are no comprehensive inpatient rehabilitation hospitals in Prince George's County.

. . .

On a daily basis we face multiple challenges when attempting to place our patients needing acute rehab in a setting that promotes intensive rehabilitation and comprehensive medical care while striving to reach their potential for positive cognitive and functional outcomes. Many patients simply refuse to travel to distant locations, such as into Washington DC or metro Baltimore for this service and as a result opt for a lower level of care or nothing at all. Sadly these patients are not optimizing their opportunity for an improved quality of life. Based on our daily challenges for good, quality options for post-acute placement, more beds are necessary to meet those demands. The patient placement process is arduous, time consuming, and often results in delays getting patients discharged. That challenge magnifies other challenges such as bottlenecks in patient flow, patients holding in the Emergency Room for countless hours because admissions are unable to transfer to an inpatient bed, and extended lengths of stay which are costly with the potential to cause complications for our patients.

The lack of available and accessible inpatient rehab beds in the service area means patients may be more likely to receive less intensive (and therefore less optimal) post-acute care services such as a SNF or home health services in lieu of inpatient rehab, despite that intensive inpatient rehab care is needed. From both a cost and an outcome perspective, this harms patients and the healthcare delivery system, as addressed further in response to COMAR § 10.24.01.08G(3)(c), Availability of More Cost-Effective Alternatives.

(f) An applicant that proposes to add additional acute rehabilitation beds or establish a new health care facility that provides acute inpatient rehabilitation services cannot propose that the beds will be dually licensed for another service, such as chronic care.

Applicant Response:

Inapplicable. Applicant does not propose that beds will be dually licensed for another service.

(3) Impact.

A project shall not have an unwarranted adverse impact on the cost of hospital services or the financial viability of an existing provider of acute inpatient rehabilitation services. A project also shall not have an unwarranted adverse impact on the availability of services, access to services, or the quality of services. Each applicant must provide documentation and analysis that supports:

(a) Its estimate of the impact of the proposed project on patient volume, average length of stay, and case mix, at other acute inpatient rehabilitation providers;

Applicant Response:

As described in the response to Review Standard .04B(1), the proposed 10-bed addition will improve access and address a gap in care for patients in the Encompass Hospital service area in need of acute inpatient rehabilitation services. The Encompass Hospital service area has a demonstrated need for additional inpatient rehabilitation beds, as evidenced by the Commission's need projection and further supported by historically low utilization. See Response to Standard .04B(2). By relocating 10 beds within the Encompass Hospital service area, Encompass Hospital does not anticipate any adverse impact on the patient volume, average length of stay, or case mix at other acute inpatient rehab providers.

In its 2020 Decision approving Encompass Hospital, the Commission found that Encompass Hospital met the impact standard. Decision, pp. 52-54. Importantly, the 10 beds that Encompass Hospital seeks to add to its facility were included in the inventory considered by the Commission at that time. Decision, p. 48. Thus, there is no new impact for the Commission to consider.

As described in the response to Review Standard .04B(2), the proposed relocation of 10 beds to Encompass Hospital will help prevent furthering the underutilization in the service area, and will repair the shortage created by the relocation and subsequent de-licensure of 10 inpatient rehabilitation beds from the former UM Laurel Regional Hospital. The need analysis demonstrates the continuing justification for these 10 beds in the Encompass Hospital service

area. In fact, data from the first year of operations alone at the UM Capital Region Medical Center demonstrate a need for 14 inpatient rehabilitation beds in the region to care for that hospital's patients, based solely on its first year of operations. This need is likely to increase as operations continue. Because the 10 beds that Encompass Hospital will add to its approved 60-bed facility were previously in service and the regional data continues to support this bed need, Encompass Hospital does not anticipate any adverse impact to other inpatient rehabilitation providers that have historically operated in the region with these additional 10 beds in service.

To the extent there is some marginal impact on other providers as a result of re-licensing these 10 beds, Encompass Hospital expects it would have the greatest impact on UM Rehab & Orthopedic Institute, located in Baltimore, Maryland. In FY 2021, that provider served 119 residents from the Southern Maryland Health Planning region. Based on the relationship between Encompass Health and UMMS, and existing referral sources in the service area, Encompass Hospital expects a portion of these patients will seek care at Encompass Hospital, once opened. Encompass Hospital and UMMS, however, expect that service area patients who have suffered a severe spinal cord injury or traumatic brain injury will continue to seek care at the Orthopaedic Institute.

(b) Its estimate of any reduction in the availability or accessibility of a facility or service that will likely result from the project, including access for patients who are indigent or uninsured or who are eligible for charity care, based on the affected acute rehabilitation provider's charity care policies that meet the minimum requirements in .04A(1)(a) of this Chapter;

[Applicant Response:](#)

Consistent with its application for the establishment of the 60-bed hospital, Encompass Hospital does not expect the Project to result in any reduction in the availability or accessibility of services. Rather, the 10-bed addition will improve access to inpatient rehabilitation services for residents of the Encompass Hospital service area. See Response to Standard .04B(1).

(c) Its estimate of any reduction in the quality of care at other providers that will likely be affected by the project; and

[Applicant Response:](#)

Encompass Hospital does not anticipate any reduction in the quality of care at other providers as a result of the 10-bed addition.

(d) Its estimate of any reduction in the ability of affected providers to maintain the specialized staff necessary to provide acute inpatient rehabilitation services.

[Applicant Response:](#)

Encompass Hospital does not expect any reduction in existing providers' ability to maintain the specialized staff necessary to provide acute inpatient rehabilitation services because of Encompass Hospital's ability to recruit regionally and nationally, and to work with an extensive array of clinical programs to build a pipeline of well-trained staff members not only for Encompass Health's facilities, but other programs as well.

Moreover, the proposed 10-bed addition will require a minimal number of FTEs (21.3 by year five following First Use). Encompass Hospital does not anticipate having any problem recruiting this number of FTEs for the project, nor does the Applicant anticipate that the recruitment of 21.3 FTEs will adversely impact any existing inpatient rehabilitation provider. As discussed in detail in the response to COMAR § 10.24.01.08G(3)(d), Encompass Hospital has well-established staff recruitment programs, and therefore it does not anticipate any barriers to recruiting the personnel necessary to cover the marginal increase in FTEs for the project.

In its decision approving the CON Application for the 60-bed facility, the Commission determined that the 60-bed project may impact surrounding post-acute care providers because it would create a more competitive market for nursing and therapeutic staff. The Commission found, however, that this increased market competition for staffing “is not an unwarranted adverse impact,” but is instead an “impact that follows from the improved local availability and access to acute rehabilitation services that the project affords residents in the Southern Maryland health planning region and in southern Anne Arundel County.” See Decision, p. 53. Thus, even if the addition of 10 beds to Encompass Hospital results in increased competition for staffing, this effect would not be an unwarranted adverse impact on existing provider’s ability to staff their facilities.

(4) Construction Costs.

(a) The proposed construction costs for the project shall be reasonable and consistent with current industry and cost experience in Maryland.

Applicant Response:

Please see the letter drafted by Frederick & Associates Architects, attached hereto as **Exhibit 9**, concluding that the proposed construction costs are reasonable and consistent with current industry standard and experience in Maryland.

(b) For a hospital that is rate-regulated by the Health Services Cost Review Commission, the projected cost per square foot of a hospital construction project or renovation project shall be compared to the benchmark cost of good quality Class A hospital construction given in the Marshall Valuation Service® guide, updated using Marshall Valuation Service® update multipliers, and adjusted as shown in the Marshall Valuation Service® guide as necessary for site terrain, number of building levels, geographic locality, and other listed factors. If the projected cost per square foot exceeds the Marshall Valuation Service® benchmark cost, any rate increase proposed by the hospital related to the capital cost of the project shall not include the amount of the projected construction cost that exceeds the Marshall Valuation Service® benchmark and those portions of the contingency allowance, inflation allowance, and capitalized

construction interest expenditure that are based on the excess construction cost.

Applicant Response:

Inapplicable. See Decision, p. 55 (“As a special rehabilitation hospital rather than a general hospital, the applicant is not rate regulated by the Health Services Cost Review Commission (HSCRC) in a comprehensive manner.”). However, Encompass Hospital’s proposed project is reasonable and consistent with current industry standard and cost experience in Maryland. Please see **Exhibit 9** and response to Section (a) of this Standard.

(5) Safety.

The design of a hospital project shall take patient safety into consideration and shall include design features that enhance and improve patient safety.

Applicant Response:

The Commission determined that Encompass satisfied this standard in its 2018 Application for a CON to establish the 60-bed facility, through its description of certain design features of the hospital that will enhance and improve patient safety. Decision at 55. In particular, the hospital design takes into consideration the unique space needs of inpatient rehabilitation patients, such as increased physical therapy space and the use of large equipment. Like the approved of the facility, the 10-bed addition will include specific features intended to improve patient safety, such as an architecturally barrier-free space, and will have square footage allowances for large equipment. Additional patient safety design features, including appropriate floor material and finishes to prevent falls, strategically located lighting systems, and handrails to assist patient movement. A centrally located nurse system to promote quick response and patient vision control will also be implemented in the 10-bed addition.

In addition to these patient safety design features, the 10-bed addition will be designed and constructed to meet all applicable requirements of the Internal Building Code and National Fire Protection Agency, and will have a full sprinkler system.

(6) **Financial Feasibility.**

A hospital capital project shall be financially feasible and shall not jeopardize the long-term financial viability of the hospital.

(a) Financial projections filed as part of a hospital CON application must be accompanied by a statement containing each assumption used to develop the projections.

(b) Each applicant must document that:

(i) Utilization projections are consistent with observed historic trends in the use of the applicable service(s) by the service area population of the hospital or State Health Plan need projections, if relevant;

(ii) Revenue estimates are consistent with utilization projections and are based on current charge levels, rates of reimbursement, contractual adjustments and discounts, bad debt, and charity care provision, as experienced by the applicant hospital or, if a new hospital, the recent experience of other similar hospitals;

(iii) Staffing and overall expense projections are consistent with utilization projections and are based on current expenditure levels and reasonably anticipated future staffing levels as experienced by the applicant hospital, or if a new hospital, the recent experience of other similar hospitals; and

(iv) The hospital will generate excess revenues over total expense (including debt service expenses and plant and equipment depreciation), if the applicant's utilization forecast is achieved for the specific services affected by the project within five years or less of initiating operations with the exception that a hospital proposing an acute inpatient rehabilitation unit that does not generate excess revenues over total expenses, even if utilization forecasts are achieved for the services affected by the project, may demonstrate that the hospital's overall financial performance will be positive.

Applicant Response:

The proposed project will be financially feasible. Encompass Hospital projects that it will generate excess revenues over total expenses (including debt service expenses and plant and equipment depreciation) within the first year of operation of the 10-bed addition. See **Exhibit 1**, MHCC Form Tables, Tables G and H. Encompass Hospital further projects that the proposed 10-bed addition, on a stand-alone basis, will generate excess revenues over total expenses (including debt service expenses and plant and equipment depreciation) within its first year of operation. See **Exhibit 1**, MHCC Form Tables, Tables J and K.

A Statement of Assumptions used in making these projections is included in **Exhibit 1**.

(7) Minimum Size Requirements.

(a) A proposed acute inpatient rehabilitation unit in a hospital shall contain a minimum of 10 beds and shall be projected to maintain an average daily census consistent with the minimal occupancy standard in this Chapter within three years.

(b) A proposed acute inpatient rehabilitation specialty hospital shall contain a minimum of 30 beds and shall be projected to maintain within three years an average daily census consistent with the minimum occupancy standard in this Chapter.

Applicant Response:

Subpart (b) applies to Encompass Hospital because its proposed addition is to an acute inpatient rehabilitation specialty hospital. Encompass Hospital satisfies the first part of subpart (b) because its approved hospital facility exceeds the minimum 30 bed requirement. Encompass Hospital also satisfies the latter part of subsection (b) regarding minimum occupancy. The minimum occupancy standard defines minimum occupancy to be used in the projection of gross bed need. COMAR § 10.24.09.05D(5). The most recently published need projections calculate the minimum occupancy standard as 75%. See April 13, 2018 Maryland Register, Gross and Net 2021 Bed Need Projections for Acute Rehabilitation Beds by Health Planning Region. Encompass projects exceeding this average daily census within the first year of implementation of the project.

(8) Transfer and Referral Agreements.

Each applicant shall provide documentation prior to licensure that the facility will have written transfer and referral agreements with facilities, agencies, and organizations that:

(a) Are capable of managing cases that exceed its own capabilities;
and

(b) Provide alternative treatment programs appropriate to the needs of the persons it serves.

Applicant Response:

Please see **Exhibit 10** for a written transfer and referral agreement with UM Capital Region Medical Center.

As Encompass Health noted in its 2018 Application, it is difficult to obtain written transfer and referral agreements for a facility that is not yet built. Encompass Hospital anticipates entering into additional transfer and referral agreements prior to licensure. Encompass Health previously identified the following facilities, agencies, and organizations that provide alternative treatment programs appropriate to the needs of patients served at the proposed facility who have less than acute care needs:

- Outpatient Therapy Providers:
 - Pivot Physical Therapy
 - Excel Physical Therapy
 - NovaCare Rehabilitation
- Home Health Agency Referrals:
 - VNA
 - Kindred
 - Home Call
 - MedStarVNA
 - Amedysis
- Skilled Nursing Facilities:
 - Future Care
 - Genesis
 - Fundamental Nursing Home
 - Commin-care
 - Lorien
 - Manor Care
- Hospice Providers:
 - Amedisys Hospice of Greater Chesapeake
 - Gilchrist Hospice Care, Inc.
 - Hospice of the Chesapeake, Inc.
 - Seasons Hospice and Palliative Care of Maryland, Inc.

Encompass will seek transfer and referral agreements with these and other providers prior to First Use, consistent with the following condition placed on its existing Certificate of Need:

Prior to first use, provide written transfer and referral agreements, acceptable to Commission staff, with facilities, agencies, and organizations that are capable of managing cases that exceed its own capabilities and/or provide alternative treatment programs appropriate to the needs of the persons it serves.

May 21, 2020 Certificate of Need, Dkt. No. 18-16-2423.

(9) Preference in Comparative Reviews.

In the case of a comparative review of applications in which all standards have been met by all applicants, the Commission will give preference to the applicant that COMAR 10.24.09 Supplement 1 13 offers the best balance between program effectiveness and costs to the health care system as a whole.

Applicant Response:

Not applicable.

COMAR 10.24.01.08G(3)(b). Need.

The Commission shall consider the applicable need analysis in the State Health Plan. If no State Health Plan need analysis is applicable, the Commission shall consider whether the applicant has demonstrated unmet needs of the population to be served, and established that the proposed project meets those needs.

INSTRUCTIONS: Please identify the need that will be addressed by the proposed project, quantifying the need, to the extent possible, for each facility and service capacity proposed for development, relocation, or renovation in the project. The analysis of need for the project should be population-based, applying utilization rates based on historic trends and expected future changes to those trends. This need analysis should be aimed at demonstrating needs of the population served or to be served by the hospital. The existing and/or intended service area population of the applicant should be clearly defined.

Fully address the way in which the proposed project is consistent with each applicable need standard or need projection methodology in the State Health Plan.

If the project involves modernization of an existing facility through renovation and/or expansion, provide a detailed explanation of why such modernization is needed by the service area population of the hospital. Identify and discuss relevant building or life safety code issues, age of physical plant issues, or standard of care issues that support the need for the proposed modernization.

Please assure that all sources of information used in the need analysis are identified. Fully explain all assumptions made in the need analysis with respect to demand for services, the projected utilization rate(s), the relevant population considered in the analysis, and the service capacity of buildings and equipment included in the project, with information that supports the validity of these assumptions.

Explain how the applicant considered the unmet needs of the population to be served in arriving at a determination that the proposed project is needed. Detail the applicant's consideration of the provision of services in non-hospital settings and/or through population-based health activities in determining the need for the project.

Complete the Statistical Projections (Tables F and I, as applicable) worksheets in the CON Table Package, as required. Instructions are provided in the cover sheet of the CON package.

Applicant Response:

See response to COMAR § 10.24.09.04B(2), *supra* p. 46-52.

COMAR 10.24.01.08G(3)(c). Availability of More Cost-Effective Alternatives.

The Commission shall compare the cost effectiveness of the proposed project with the cost effectiveness of providing the service through alternative existing facilities, or through an alternative facility that has submitted a competitive application as part of a comparative review.

INSTRUCTIONS: Please describe the planning process that was used to develop the proposed project. This should include a full explanation of the primary goals or objectives of the project or the problem(s) being addressed by the proposed project. The applicant should identify the alternative approaches to achieving those goals or objectives or solving those problem(s) that were considered during the project planning process, including:

- a) the alternative of the services being provided through existing facilities;
- b) or through population-health initiatives that would avoid or lessen hospital admissions.

Describe the hospital's population health initiatives and explain how the projections and proposed capacities take these initiatives into account.

For all alternative approaches, provide information on the level of effectiveness in goal or objective achievement or problem resolution that each alternative would be likely to achieve and the costs of each alternative. The cost analysis should go beyond development costs to consider life cycle costs of project alternatives. This narrative should clearly convey the analytical findings and reasoning that supported the project choices made. It should demonstrate why the proposed project provides the most effective method to reach stated goal(s) and objective(s) or the most effective solution to the identified problem(s) for the level of costs required to implement the project, when compared to the effectiveness and costs of alternatives, including the alternative of providing the service through existing facilities, including outpatient facilities or population-based planning activities or resources that may lessen hospital admissions, or through an alternative facility that has submitted a competitive application as part of a comparative review.

Applicant Response:

Encompass Hospital is the most cost effective site for the location of ten beds in the health planning region.

Encompass Hospital is the most cost effective site for the relocation of the 10 temporarily delicensed beds most recently located at UM Prince George's Hospital Center. This is not a comparative review and no hospital in the health planning region has filed a letter of intent proposing to develop an inpatient rehabilitation unit at an existing facility.

UM Capital Region Health delicensed these beds because it lacked sufficient capacity to maintain them in connection with the relocation of services to UM Capital Region Medical Center. UM Capital Region Medical Center continues to lack sufficient space to become a home to these beds absent a capital expenditure. On March 26, 2022, the Commission's Executive Director issued an Emergency CON (Matter No. EM-HSS-16-042) authorizing UM Capital Region Medical Center to add two modular care units to its campus, outside of the hospital building, for use as 16 MSGA beds. On May 12, 2022, the Commission's Executive

Director issued UM Capital Region Medical Center an Emergency CON Order (Matter No. EM-H22-16-043) authorizing it to use an observation bed unit for MSGA beds, and to temporarily house some medical clinics in the modular units. UM Capital Region Medical Center's high occupancy rates since opening are also generally consistent with its lack of sufficient space for development of a rehabilitation unit. See Figure 10, *supra*, p. 50. Even without these space constraints, the development and operational cost of a ten-bed hospital-based unit is inefficient and not cost effective in terms of staffing and infrastructure as compared to adding ten beds in an existing 60-bed rehabilitation hospital.

The minimum size requirement review standard requires that a special rehabilitation hospital have a minimum of 30 beds. COMAR § 10.24.09.04B(7). Thus, the only other potential for providing these services in the health planning region, aside from relocating the beds to Encompass Hospital, is to establish a new hospital of 30 or more beds. The Commission's most recent bed need projections, combined with the approval of Encompass Hospital, do not demonstrate need for a new 30 bed hospital in the health planning region, nor would it be more cost effective than relocating the beds to an existing facility. See April 13, 2018 Maryland Register, Gross and Net 2021 Bed Need Projections for Acute Rehabilitation Beds by Health Planning Region.

As described more fully in the project description, Encompass Health and UMMS have established a joint-venture affiliation and, following the completion, licensure, and first use of Encompass Hospital, Encompass Hospital will become 50% directly owned by UM Rehab Institute of Southern Maryland, LLC, and 50% directly owned by Encompass Health Southern Maryland Holdings, LLC. The relocation of the 10 temporarily delicensed beds is a natural extension of this joint-venture affiliation, and will ensure that residents in the health planning region have access to appropriate care settings. As discussed more fully below, alternatives to rehabilitation care are less cost effective.



Other post-acute care services are not an appropriate substitute for inpatient rehabilitation care.

Due to the lack of available and accessible inpatient rehab beds in the service area, patients may have no choice but to receive post-acute care services in a less intensive (and therefore less optimal) setting such as a SNF or through home health. Distinct differences exist between inpatient rehabilitation facilities and the care provided in a home health or skilled nursing facility setting. The less intensive post-acute care settings do not provide the same level of specialized care that patients in need of intensive inpatient rehabilitation services require. By adding an additional 10 beds to Encompass Hospital, more patients in the Southern Maryland region will have the opportunity to receive the appropriate level of post-acute care that they need to achieve the best possible outcomes.

(a) Distinct Differences between Inpatient Rehabilitation and SNF Rehab Services.

Patients receive more intensive, frequent therapy in the inpatient rehabilitation setting than in a SNF, which results in markedly improved outcomes. For example, patients receive significantly more therapy hours per day in an IRF than patients receive in a SNF. The physician leading the multidisciplinary care team for IRF patients also has a higher degree of involvement and direction in the patient's care than the attending physician for a nursing facility patient. The following figure indicates that these two important factors, therapy hours and physician involvement, may contribute to better patient outcomes at IRFs than at SNFs.

Figure 11
Comparison of Inpatient Rehabilitation and
Skilled Nursing Facility Rehabilitation Services

	Inpatient Rehabilitation Hospital 	Nursing Home 
Required by Medicare		
Minimum Stay at the Acute	None	3 days
Physician Visits	Min. 3 times per week	Min. ~1x/month or every 30 days
Rehabilitation Program	Min. 3 hours per day, 5 days a week or 15 hours over 7 days	Not required
Multi-Disciplinary Team Approach/ Coordinated Program of Care	Required	Not required
MD or DO Rehabilitation Director	Required	Not required
RN Oversight and Availability	24 hours per day	Min. 8 consecutive hours per day
Nursing Training and Expertise	Rehabilitation Specialty Expertise	None
Discharge to Community (Industry Avg.)	67.3%	38.6%
Encompass Health	80.8%	

Sources: CMS regulations, MedPAC March 2022 Report to Congress, and Investor Reference Book, Post Q2 2020 Earnings Release Updated March 9, 2021, Encompass Health.

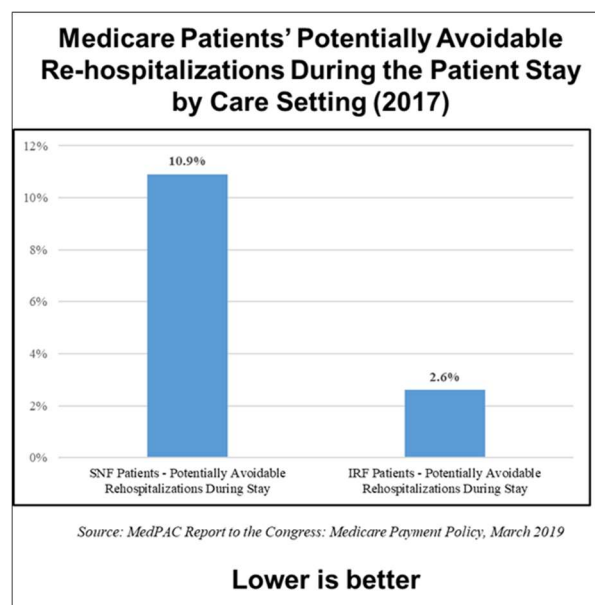
Note: Discharge to Community rates are 2020 data.

The national data demonstrate that IRFs have a much higher rate of patients discharged to the community than SNFs, with IRFs returning approximately 67% of their patients to the community and SNFs returning less than 40%. Patients who receive care at an Encompass Health facility are even more likely to be discharged back to their community, evidenced by Encompass Health's rate of discharges to the community of 80.8%.

In addition to the higher likelihood of discharge to the community from an IRF, patients treated in inpatient rehabilitation facilities also have lower rates of readmission to hospitals when compared with patients receiving post-acute care in a SNF. In fact, the national rate of hospital readmissions for SNF patients was almost double the rates for IRF patients in CY 2020. Specifically, 14.2% of SNF patients were readmitted to hospitals at some point during their post-acute care, whereas only 7.8% of IRF patients were readmitted. See MedPAC March 2022 Report to Congress.

The trend of higher rates of hospital readmissions for SNFs compared with IRFs is not a new phenomenon. Significant disparities in the rates of potentially avoidable hospital readmissions for Medicare beneficiaries have existed based on the setting of post-acute care services in several recent years, as demonstrated in the following figure.

Figure 12
Rehabilitation Hospitals Have Lower
Hospital Readmissions than Nursing Homes



A substantial body of research exists determining that patients in need of inpatient rehabilitation services achieve better outcomes if they receive their post-acute care in an IRF instead of a SNF. One 2014 study found that “when patients are matched on demographic and clinical characteristics, rehabilitation in IRFs leads to lower mortality, fewer readmissions and ER visits, and more days at home (not in a hospital, IRF, SNF or LTCH) than rehabilitation in SNFs for the same condition. This suggests that the care delivered is not the same between IRFs and SNFs. Therefore, different post-acute care settings affect patient outcomes.” See Joan E. DaVanzo, Ph.D., M.S.W., Al Dobson, Ph.D., Audrey El-Gamil, Justin W. Li, and Nikolay Manolov, Ph.D.; Assessment of Patient Outcomes of Rehabilitative Care Provided in Inpatient Rehabilitation Facilities and After Discharge; 2014 (emphasis added). See **Exhibit 11** for a two-page summary of the study’s findings, supplementing the full report. The full report is included in the **Appendix**.

Several studies and professional association guidelines confirm the superiority of the IRF setting for treating patients recovering from strokes, as compared with SNFs. Please refer to the **Appendix** for the articles discussed below

The American Heart Association/American Stroke Association’s 2016 Guidelines for Adult Stroke Rehabilitation and Recovery (endorsed by the American Academy of Physical Medicine and Rehabilitation and the American Society of Neurorehabilitation) recognize that patients have the best chances for optimal recovery if they receive sustained and coordinated rehabilitation care. Although the Association recognizes that inpatient rehabilitation services may result in higher costs in the short term compared with other post-acute care settings, the reduced downstream medical morbidity associated with inpatient rehab facility care may result in net cost savings over the long term. Encompass Health has established a national partnership with the Association to accelerate adoption of the guidelines. Through this partnership, Encompass Health is proactively working to reduce stroke mortality and improve

patient recovery outcomes, while promoting a cost-effective post-acute care delivery model. See *Stroke*. 2016;47:e98-e169. DOI: 10.1161/STR.0000000000000098.

Inpatient rehabilitation facilities have also been shown to result in superior functional status improvements for stroke patients, as compared with SNFs. See *JAMA Network Open*. 2019;2(12):e1916646. doi:10.1001/jamanetworkopen.2019.16646. One study of almost 100,000 stroke patients treated in either an IRF or a SNF found that “care in an inpatient rehabilitation facility was associated with greater improvement in mobility and self-care compared with care in a skilled nursing facility, and a significant difference in functional improvement remained after accounting for patient, clinical, and facility characteristics at admission.” *Id.*

Inpatient rehabilitation care does not only benefit stroke patients; studies have found that patients suffering from acute trauma also obtain better outcomes when treated in an IRF rather than a SNF. Unlike certain diseases and conditions that largely affect the elderly or individuals in poor health, acute trauma can happen to anyone, and it is a leading cause of functional impairment, disability, and mortality throughout the world. See *Acute Rehabilitation after Trauma: Does it Really Matter?*, *J Am Coll. Surg.* 2016;223:755e763. © 2016 by the American College of Surgeons. One study, conducted by the University of Washington, focused specifically on post-acute care for acute trauma patients, and found that “post-discharge care at an IRF rather than a SNF has the potential to profoundly improve functional outcomes for acutely injured patients.” *Id.* The study concluded that “[a]cute trauma patients should be recognized as an underserved population that would benefit considerably from inpatient rehabilitation services after discharge from the hospital.” *Id.*

The consistent findings in the above referenced research, that stroke and acute trauma patients achieve better outcomes when receiving post-acute care in an IRF rather than a SNF, demonstrate the benefit that additional inpatient rehabilitation beds will provide in the Southern Maryland region. Moreover, the research indicates that additional inpatient rehabilitation bed capacity will reduce costs of post-acute care overall by providing patients with the specialized services they need to recover as quickly as possible and reduce the likelihood of ongoing functional limitations that require ongoing care. For additional discussion of the cost-effectiveness of inpatient rehabilitation care compared to SNFs, see Response to COMAR § 10.24.09.04A(2)(C), and in particular, Figure 2, Encompass Provides Cost-Effective Care, *supra* p. 29.

(b) Distinct Differences between Home Health Care and Inpatient Rehabilitation Services.

In addition to skilled nursing facilities, some patients receive post-acute care in the home health setting. Many of the same factors that result in worse outcomes for patients receiving post-acute care in SNFs as compared with an IRF also apply to home health care. First, the number of hours per day that a patient receives therapy is a primary factor in determining patient outcomes. As discussed above, patients in IRFs receive, on average, a minimum of three hours per day of therapy services. This high frequency of intensive, specialized care drives functional improvement. Patients who receive care in the home health setting, however, do not have access to this same intensity of therapy services. Second, IRFs have the space and resources necessary to obtain and utilize specialized equipment in the provision of intensive rehab care. For example, IRFs may implement overhead track systems designed to help patients recover their gait and balance during treadmill or specially-designed platform therapy. IRFs also have the capacity to provide virtual reality augmented sEMG biofeedback technology

to assist patients in relearning how to swallow and to provide robots that assist with developing motor control and motor skills following stroke or injury. This same capacity to provide specialized technology as part of intensive rehab treatment is generally not available in a patient's own home.

Because patients receive more frequent and intensive therapy services in an IRF that cannot be provided in the home health setting, patients have a higher likelihood of functional improvement when receiving treatment in an IRF. By providing patients with the appropriate degree of intensive therapy that they need, allowing patients to recover more fully and in less time, IRFs can achieve long-term cost savings when compared to home health care as a post-acute care setting.

COMAR 10.24.01.08G(3)(d). Viability of the Proposal

The Commission shall consider the availability of financial and nonfinancial resources, including community support, necessary to implement the project within the time frames set forth in the Commission's performance requirements, as well as the availability of resources necessary to sustain the project.

INSTRUCTIONS: Please provide a complete description of the funding plan for the project, documenting the availability of equity, grant(s), or philanthropic sources of funds and demonstrating, to the extent possible, the ability of the applicant to obtain the debt financing proposed. Describe the alternative financing mechanisms considered in project planning and provide an explanation of why the proposed mix of funding sources was chosen.

- Complete applicable Revenues & Expenses (Tables G, H, J and K as applicable), and the Work Force information (Table L) worksheets in the CON Table Package, as required. Instructions are provided in the cover sheet of the CON package. Explain how these tables demonstrate that the proposed project is sustainable and provide a description of the sources and methods for recruitment of needed staff resources for the proposed project, if applicable.
- Describe and document relevant community support for the proposed project.
- Identify the performance requirements applicable to the proposed project and explain how the applicant will be able to implement the project in compliance with those performance requirements. Explain the process for completing the project design, contracting and obtaining and obligating the funds within the prescribed time frame. Describe the construction process or refer to a description elsewhere in the application that demonstrates that the project can be completed within the applicable time frame.
- Audited financial statements for the past two years should be provided by all applicant entities and parent companies.

Applicant Response:

Revenue & Expenses, Financial Support

Revenues & Expenses (Tables G, H, J and K), and Work Force information (Table L) are attached in **Exhibit 1**, MHCC Form Tables. As shown in Table E, the total cost of the project is \$13,109,242. Encompass Health plans to fund the project with cash. **Exhibit 1**, MHCC Tables, Table E.

Audited financial statements of Encompass Health Corporation and subsidiaries are attached as **Exhibit 12**.

Encompass Health Corporation and its subsidiaries have access to the cash necessary to fund and sustain this project. A letter confirming available funding is attached as **Exhibit 13**.

Work Force

Work Force projections are provided in **Exhibit 1**, MHCC Form Tables, Table L.

As demonstrated in Table L, Encompass Hospital anticipates that the proposed project will result in the addition of 21.3 FTEs. Encompass Hospital will rely on the established recruitment and retention strategies of Encompass Health to provide this staffing.

The three primary components of Encompass Health's employee recruitment and retention strategy include:

- Competitive Compensation and Benefits
- National Recruitment Strategy
- Relationships with Local Universities and Colleges

Competitive Compensation and Benefits

Encompass Health offers competitive packages that include a range of benefits including medical and dental insurance coverage, generous paid time off (PTO) plans, health savings accounts (HSAs), 401K savings and investment programs, basic term life and optional group term life insurance, disability insurance, an employee stock benefit plan and tuition reimbursement as well as a scholarship program. Encompass Health also offers employee health nurse services and employee wellness activities focused on maintaining the health and wellness of the entire Encompass Health team.

To retain staff, Encompass Health provides benefits such as continuing education including in-person courses, live webinars as well as web-based education and online instruction modules. Continuing education funds are also allocated to support additional educational opportunities for clinical staff.

Employee recognition and development activities and opportunities include employee celebration activities, employee family social activities, employee of the quarter/year recognition, quarterly town hall meetings, departmental recognition programs, career ladders for select positions, employee activities committees, employee suggestion committees, management development programs and mentoring programs.

National Recruitment Strategy

Encompass Health has a dedicated recruitment team that utilizes various avenues to ensure job positions are marketed to the right individuals. One way that is achieved is through partnerships with national associations including, for example:

- American Physical Therapy Association Combined Sections Meeting (APTA CSM)
- Annual APTA events
- APTA National Student Conclave
- American Occupational Therapy Association (AOTA)
- AOTA National Student Conclave
- Association of Rehabilitation Nurses (ARN)
- American Speech-Language-Hearing Association (ASHA)
- American Academy of Physical Medicine and Rehabilitation (AAPM&R)
- National Black Nurses Association
- National Hispanic Nurses Association

Additionally, Encompass Health leverages automated software to purchase, place, and optimize jobs throughout top media sources including various websites such as Indeed, Glassdoor, LinkUp, ZipRecruiter, Monster, SimplyHired, CollegeRecruiter, StartWire, and Jobs2Careers. Positions are also posted on EncompassHealth.com (search engine optimized), as well as Nexxt.com, indeed.com, linkedin.com, APTA, AOTA and CareerBuilder. Job positions are also posted on social media, utilizing Facebook, Twitter and LinkedIn.

Relationships with Local Universities and Colleges

Encompass Health develops relationships/training programs with local universities and colleges, community colleges and other training agencies to create and support a nation-wide workforce. With over 200 affiliation agreements throughout the nation with universities and schools for allied health professionals, prospective employees become acquainted with Encompass Health and existing hospitals become familiar with the skills they possess (enabling future recruitment capabilities once operational). Please see **Exhibit 14** for a complete listing of Encompass' clinical affiliations.

In addition, Encompass Health continually invests in the future pipeline of top talent through its relationships with local schools through lunch-n-learns, resume workshops and participation in career fair events.

Project Implementation and Performance Requirements

Pursuant to COMAR § 10.24.01.12.C, Performance Requirements, if this application is approved, Encompass Hospital will have 24 months to obligate not less than 51% of the approved capital expenditure. From that date, Encompass Hospital will have four months to initiate construction. Encompass Hospital will have up to 24 months after the effective date of the binding construction contract to complete the project.

Encompass Health anticipates meeting these performance requirements if the application is approved. More specific timing is provided in response to Part I.10, p. 13, *supra*.

Community Support

There is strong community interest in and support for the project, as demonstrated by the Letters of Support, **Exhibit 8**.

COMAR 10.24.01.08G(3)(e). Compliance with Conditions of Previous Certificates of Need.

An applicant shall demonstrate compliance with all terms and conditions of each previous Certificate of Need granted to the applicant, and with all commitments made that earned preferences in obtaining each previous Certificate of Need, or provide the Commission with a written notice and explanation as to why the conditions or commitments were not met.

INSTRUCTIONS: List all of the Certificates of Need that have been issued to the applicant or related entities, affiliates, or subsidiaries since 2000, including their terms and conditions, and any changes to approved CONs that were approved. Document that these projects were or are being implemented in compliance with all of their terms and conditions or explain why this was not the case.

Applicant Response:

The Commission granted Encompass Hospital a CON on May 21, 2020 to establish a 60-bed rehabilitation hospital in Bowie, Maryland. Changes to the CON were approved on March 18, 2021, and May 19, 2022. See **Exhibit 15**, attaching the May 21, 2020, March 18, 2021, and May 19, 2022 Orders. The conditions of Encompass Hospital's CON are set forth in the May 2020 CON Order and restated in subsequent orders. Encompass Hospital is in compliance with the terms and conditions of its CON.

The Commission granted the affiliated Rehabilitation Hospital Corporation of America, LLC, d/b/a Encompass Health Rehabilitation Hospital of Salisbury ("Encompass Salisbury Hospital") a CON on December 19, 2019 to add 14 private patient rooms and convert four semi-private rooms to private rooms. The conditions of that CON required Encompass Salisbury to provide certain information to staff as a condition of requesting first use approval. Encompass Salisbury Hospital complied with the terms of the condition, as evidenced by the Commission granting First Use approval on December 17, 2021.

COMAR 10.24.01.08G(3)(f). Impact on Existing Providers and the Health Care Delivery System.

An applicant shall provide information and analysis with respect to the impact of the proposed project on existing health care providers in the health planning region, including the impact on geographic and demographic access to services, on occupancy, on costs and charges of other providers, and on costs to the health care delivery system.

INSTRUCTIONS: Please provide an analysis of the impact of the proposed project:

- a) On the volume of service provided by all other existing health care providers that are likely to experience some impact as a result of this project⁷ ;
- b) On access to health care services for the service area population that will be served by the project. (state and support the assumptions used in this analysis of the impact on access);
- c) On costs to the health care delivery system.

If the applicant is an existing hospital, provide a summary description of the impact of the proposed project on costs and charges of the applicant hospital, consistent with the information provided in the Project Budget, the projections of revenues and expenses, and the work force information.

Applicant Response:

As discussed in response to Review Standards .04B(1), Access, .05B(2) Need, and .04B(3), Impact, Encompass Hospital does not expect the proposed project to impact the volume of existing providers. It expects that the project will have a positive impact on access to health care services for the service area population. *Id.*; see also Encompass Hospital's response to COMAR § 10.24.01.08G(3)(c), Availability of Cost-Effective Alternatives, pp. 61-66, *supra*. Encompass Health does not anticipate any adverse impact on costs to the health care delivery system as a result of the 10-bed addition. As previously discussed, acute inpatient rehabilitation hospitals are not subject to comprehensive rate-regulation by the HSCRC. Charges for the Encompass Hospital services will primarily be reimbursed by Medicare. Medicare reimbursement rates are set amounts, adjusted according to geographic location of the provider based on standardized criteria. The cost of the Encompass Hospital 10-bed addition will not impact the reimbursement rates for services that it provides, and thus will not impact overall costs to the health care delivery system.

⁷ Please assure that all sources of information used in the impact analysis are identified and identify all the assumptions made in the impact analysis with respect to demand for services, the relevant populations considered in the analysis, and changes in market share, with information that supports the validity of these assumptions.

INDEX OF EXHIBITS

<u>Exhibit</u>	<u>Description</u>
1	MHCC Form Tables
2	Project Drawings
3	Organizational charts
4	Deed
5	Sims C.V.
6	Kelleher experience
7	Financial Assistance Policy
8	Letters of Support
9	Architect's letter
10	Transfer and referral agreement with University of Maryland Capital Region Medical Center
11	Illustrative Exhibit and Summary of Findings extracted from Joan E. DaVanzo, Ph.D., et al., Assessment of Patient Outcomes of Rehabilitative Care Provided in Inpatient Rehabilitation Facilities and After Discharge, 2014 (complete article included in Appendix)
12	Audited financial statements
13	Funding letter
14	Encompass clinical affiliations
15	Encompass Hospital CON orders

INDEX OF TABLES

<u>Table</u>	<u>Description</u>
Table 1	Encompass' Quality Metrics Meet or Exceed National Averages 12 months ending May 6, 202225
Table 2	Encompass Salisbury's CMS Quality Indicators Consistently Exceed National Average Most Recent Data Available.....27
Table 3	Maryland Counties' Inpatient Rehabilitation Utilization Rate for Medicare Beneficiaries by Home County, CY19.....34
Table 4	Inpatient Rehabilitation Utilization Rate for Medicare Beneficiaries by Home County, CY2036
Table 5	Adult Population (Ages 18+) per CON-Approved Inpatient Rehabilitation Bed by Health Planning Region, 202237
Table 6	Encompass Hospital SA Counties' General Acute Care Hosp. Utilization Compared to Encompass Salisbury SA Counties' General Acute Care Hosp. Utilization39
Table 7	Service Area Population Projections Area Likely Underestimated, Comparison of 2020 Estimates to Actual Census Data.....44
Table 8	Total Population by County, 2025-2035.....44
Table 9	Population Ages 65 and Over by County, 2025-203545
Table 10	Population Ages 65 and Over as a % of Total County Population by Year, 2025-203545
Table 11	Projected Inpatient Rehab Bed Need for Defined Service Area49
Table 12	Projected Inpatient Rehab Bed Need for Additional Beds Based Solely on UM Capital Region Medical Center Rehab-Appropriate Discharges (July 1, 2021 – March 31, 2022 Annualized)50

INDEX OF FIGURES

<u>Figure</u>	<u>Description</u>	
Figure 1	Encompass' Quality Measures Exceed National Standards in Multiple Categories	26
Figure 2	Encompass Provides Cost-Effective Care	29
Figure 3	Encompass Hospital Service Area with General Acute Care Hospitals Shown.....	32
Figure 4	Service Area Counties' Rehabilitation Discharge Rates are Far Below the Counties with the Highest Discharge Rates in the State (Rehabilitation Discharges per 1,000 Medicare Beneficiaries).....	38
Figure 5	Population Density in Maryland Counties (2020).....	40
Figure 6	Numeric Change in Population for Maryland Counties (2010-2020)	41
Figure 7	Percent Change in Population for Maryland Counties (2010-2020)	42
Figure 8	Percent Change in Housing Units for Maryland Counties (2010-2020).....	43
Figure 9	Current <i>Available</i> Bed Capacity, May 2020	47
Figure 10	UM Capital Region Medical Center Monthly Occupancy Since Opening (July 2021-March 2022)	51
Figure 11	Comparison of Inpatient Rehabilitation and Skilled Nursing Facility Rehabilitation Services	63
Figure 12	Rehabilitation Hospitals Have Lower Hospital Readmissions than Nursing Homes	64

AFFIRMATIONS

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

06/03/2022

June 3, 2022



Josh Beam

Vice President, Treasury & Business
Analytics

Encompass Health Corporation

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

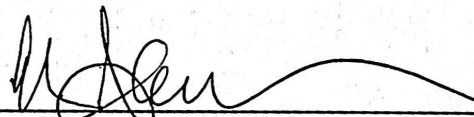
6/3/22
June 3, 2022

Marty E. Chafin
Marty E. Chafin, FACHE
President
Chafin Consulting Group, Inc.

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Health Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

6/3/22

June 3, 2022

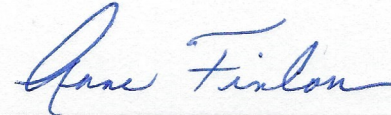


Elissa Charbonneau, D.O., M.S.
Chief Medical Officer
Encompass Health Corporation

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

6/3/22

June 3, 2022



Anne Finlon, FHFMA
Consultant
Chafin Consulting Group, Inc.

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

Cynthia A. Kelleher

June 3, 2022

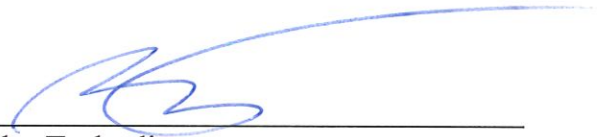
Cynthia A. Kelleher, MBA, MPH

Cynthia A. Kelleher, MBA, MPH
University of Maryland Rehabilitation &
Orthopaedic Institute
President and CEO

I hereby declare and affirm under the penalties of perjury that the facts stated in this Certificate of Need Application for a 10-bed Addition to Encompass Health Rehabilitation Hospital of Southern Maryland, LLC are true and correct to the best of my knowledge, information, and belief.

6/3/22

June 3, 2022



John Tschudin
Director, Design and Construction
Encompass Health Corporation

EXHIBIT 1

Name of Applicant: **Encompass Health Rehabilitation Hospital of Southern Maryland**

Date of Submission: **3-Jun-22**

Applicants should follow additional instructions included at the top of each of the following worksheets. Please ensure all green fields (see above) are filled.

Table Number	Table Title	Instructions
Table A	Physical Bed Capacity Before and After Project	All applicants whose project impacts any nursing unit, regardless of project type or scope, must complete Table A.
Table B	Departmental Gross Square Feet	All applicants, regardless of project type or scope, must complete Table B for all departments and functional areas affected by the proposed project.
Table C	Construction Characteristics	All applicants proposing new construction or renovation must complete Table C.
Table D	Site and Offsite Costs Included and Excluded in Marshall Valuation Costs	All applicants proposing new construction or renovation must complete Table D.
Table E	Project Budget	All applicants, regardless of project type or scope, must complete Table E.
Table F	Statistical Projections - Entire Facility	Existing facility applicants must complete Table F. All applicants who complete this table must also complete Tables G and H.
Table G	Revenues & Expenses, Uninflated - Entire Facility	Existing facility applicants must complete Table G. The projected revenues and expenses in Table G should be consistent with the volume projections in Table F.
Table H	Revenues & Expenses, Inflated - Entire Facility	Existing facility applicants must complete Table H. The projected revenues and expenses in H should be consistent with the projections in Tables F and G.
Table I	Statistical Projections - New Facility or Service	Applicants who propose to establish a new facility, existing facility applicants who propose a new service, and applicants who are directed by MHCC staff must complete Table I. All applicants who complete this table must also complete Tables J and K.
Table J	Revenues & Expenses, Uninflated - New Facility or Service	Applicants who propose to establish a new facility and existing facility applicants who propose a new service and any other applicant who completes a Table I must complete Table J. The projected revenues and expenses in Table J should be consistent with the volume projections in Table I.
Table K	Revenues & Expenses, Inflated - New Facility or Service	Applicants who propose to establish a new facility and existing facility applicants who propose a new service and any other applicant that completes a Table I must complete Table K. The projected revenues and expenses in Table K should be consistent with the projections in Tables I and J.
Table L	Work Force Information	All applicants, regardless of project type or scope, must complete Table L.

TABLE A. PHYSICAL BED CAPACITY BEFORE AND AFTER PROJECT

INSTRUCTIONS: Identify the location of each nursing unit (add or delete rows if necessary) and specify the room and bed count before and after the project in accordance with the definition of physical capacity noted below. Applicants should add columns and recalculate formulas to address rooms with 3 and 4 bed capacity. NOTE: Physical capacity is the total number of beds that could be physically set up in space without significant renovations. This should be the maximum operating capacity under normal, non-emergency circumstances and is a physical count of bed capacity, rather than a measure of staffing capacity. A room with two headwalls and two sets of gasses should be counted as having capacity for two beds, even if it is typically set up and operated with only one bed. A room with one headwall and one set of gasses is counted as a private room, even if it is large enough from a square footage perspective to be used as a semi-private room, since renovation/construction would be required to convert it to semi-private use. If the hospital operates patient rooms that contain no headwalls or a single headwall, but are normally used to accommodate one or more than one patient (e.g., for psychiatric patients), the physical capacity of such rooms should be counted as they are currently used.

Before the Project							After Project Completion						
Hospital Service	Location (Floor/ Wing)*	Licensed Beds: 7/1/201_	Based on Physical Capacity				Hospital Service	Location (Floor/ Wing)*	Based on Physical Capacity				
			Room Count			Bed Count			Room Count			Bed Count	
			Private	Semi-Private	Total Rooms	Physical Capacity			Private	Semi-Private	Total Rooms	Physical Capacity	
ACUTE CARE							ACUTE CARE						
General Medical/ Surgical*					0	0	General Medical/ Surgical*				0	0	
					0	0					0	0	
					0	0					0	0	
					0	0					0	0	
					0	0					0	0	
SUBTOTAL Gen. Med/Surg*							SUBTOTAL Gen. Med/Surg*						
ICU/CCU					0	0	ICU/CCU				0	0	
Other (Specify/add rows as needed)					0	0					0	0	
TOTAL MSGA							TOTAL MSGA						
Obstetrics					0	0	Obstetrics				0	0	
Pediatrics					0	0	Pediatrics				0	0	
Psychiatric					0	0	Psychiatric				0	0	
TOTAL ACUTE		0	0	0	0	0	TOTAL ACUTE		0	0	0	0	
NON-ACUTE CARE							NON-ACUTE CARE						
Dedicated Observation**					0	0	Dedicated Observation**				0	0	
Rehabilitation	1st Floor	60			60	60	Rehabilitation	1st Floor	70		70	70	
Comprehensive Care					0	0	Comprehensive Care				0	0	
Other (Specify/add rows as needed)					0	0	Other (Specify/add rows as needed)				0	0	
TOTAL NON-ACUTE		60			60	60	TOTAL NON-ACUTE		70		70	70	
HOSPITAL TOTAL		60	0	0	60	60	HOSPITAL TOTAL		70	0	70	70	

* Include beds dedicated to gynecology and addictions, if unit(s) is separate for acute psychiatric unit

** Include services included in the reporting of the "Observation Center". Service furnished by the hospital on the hospital's promise, including use of a bed and periodic monitoring by the hospital's nursing or other staff, which are reasonable and necessary to determine the need for a possible admission to the hospital as an inpatient; Must be ordered and documented in writing, given by a medical practitioner.

TABLE B. DEPARTMENTAL GROSS SQUARE FEET AFFECTED BY PROPOSED PROJECT

INSTRUCTION: Add or delete rows if necessary. See additional instruction in the column to the right of the table.

DEPARTMENT/FUNCTIONAL AREA	DEPARTMENTAL GROSS SQUARE FEET				
	Current	To be Added Thru New Construction	To Be Renovated	To Remain As Is	Total After Project Completion
Lobby / Reception	1,313		NA	NA	1,313
Administration	3,228		NA	NA	3,228
Dietary	2,510		NA	NA	2,510
Environmental / Supply Chain	1,079	24	NA	NA	1,103
Plant Services	2,908		NA	NA	2,908
Nursing Unit	24,371	3,841	NA	NA	28,212
Dining	1,913		NA	NA	1,913
Dayroom / Recreation	2,106	570	NA	NA	2,676
Activities for Daily Living	436		NA	NA	436
Pharmacy	572		NA	NA	572
Physical Therapy	5,762		NA	NA	5,762
Medical Support	248		NA	NA	248
Psych / OT / Speech	610		NA	NA	610
Social Service / Case Management	680		NA	NA	680
Dialysis Suite	769		NA	NA	769
General Circulation	11,070	1,464	NA	NA	12,534
Total	59,575	5,899			65,474

TABLE C. CONSTRUCTION CHARACTERISTICS

INSTRUCTION: If project includes non-hospital space structures (e.g., parking garages, medical office buildings, or energy plants), complete an additional Table C for each structure.

	NEW CONSTRUCTION	RENOVATION
BASE BUILDING CHARACTERISTICS	Check if applicable	
Class of Construction (for renovations the class of the building being renovated)*		
Class A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Class B	<input type="checkbox"/>	<input type="checkbox"/>
Class C	<input type="checkbox"/>	<input type="checkbox"/>
Class D	<input type="checkbox"/>	<input type="checkbox"/>
Type of Construction/Renovation*		
Low	<input type="checkbox"/>	<input type="checkbox"/>
Average	<input type="checkbox"/>	<input type="checkbox"/>
Good	<input type="checkbox"/>	<input type="checkbox"/>
Excellent	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Number of Stories	1	

*As defined by Marshall Valuation Service

PROJECT SPACE	List Number of Feet, if applicable	
Total Square Footage	Total Square Feet	
Basement		
First Floor	5,899	
Second Floor		
Third Floor		
Fourth Floor		
Average Square Feet		
Perimeter in Linear Feet	Linear Feet	
Basement		
First Floor	294	
Second Floor		
Third Floor		
Fourth Floor		
Total Linear Feet	294	
Average Linear Feet	294	
Wall Height (floor to eaves)	Feet	
Basement		
First Floor	18	
Second Floor		
Third Floor		
Fourth Floor		
Average Wall Height	18	
OTHER COMPONENTS		
Elevators	List Number	
Passenger		
Freight		
Sprinklers	Square Feet Covered	
Wet System	5,899	
Dry System		
Other	Describe Type	
Type of HVAC System for proposed project	Roof Top Unit	
Type of Exterior Walls for proposed project	Pre-fab wall panels -facebrick on metal framing system	

TABLE D. ONSITE AND OFFSITE COSTS INCLUDED AND EXCLUDED IN MARSHALL VALUATION COSTS

INSTRUCTION : If project includes non-hospital space structures (e.g., parking garges, medical office buildings, or energy plants), complete an additional Table D for each structure.

	NEW CONSTRUCTION COSTS	RENOVATION COSTS
SITE PREPARATION COSTS		
Normal Site Preparation	\$204,750	
Utilities from Structure to Lot Line	\$165,000	
Subtotal included in Marshall Valuation Costs	\$369,750	
Site Demolition Costs	\$62,997	
Storm Drains		
Rough Grading		
Hillside Foundation	\$0	
Paving	\$0	
Exterior Signs	\$0	
Landscaping	\$66,000	
Walls		
Yard Lighting	\$27,500	
Other (Specify/add rows if needed)		
Subtotal On-Site excluded from Marshall Valuation Costs	\$156,497	
OFFSITE COSTS		
Roads		
Utilities		
Jurisdictional Hook-up Fees		
Other (Specify/add rows if needed)		
Subtotal Off-Site excluded from Marshall Valuation Costs	\$0	
TOTAL Estimated On-Site and Off-Site Costs <u>not</u> included in Marshall Valuation Costs	\$156,497	\$0
TOTAL Site and Off-Site Costs included and excluded from Marshall Valuation Service*	\$526,247	\$0

*The combined total site and offsite cost included and excluded from Marshall Valuation Service should typically equal the estimated site preparation cost reported in Application Part II, Project Budget (see Table E. Project Budget). If these numbers are not equal, please reconcile the numbers in an explanation in an attachment to the application.

TABLE E. PROJECT BUDGET

INSTRUCTION: Estimates for Capital Costs (1.a-e), Financing Costs and Other Cash Requirements (2.a-g), and Working Capital Startup Costs (3) must reflect current costs as of the date of application and include all costs for construction and renovation. Explain the basis for construction cost estimates, renovation cost estimates, contingencies, interest during construction period, and inflation in an attachment to the application.

NOTE: Inflation should only be included in the Inflation allowance line A.1.e. The value of donated land for the project should be included on Line A.1.d as a use of funds and on line B.8 as a source of funds

		Hospital Building
A. USE OF FUNDS		
1. CAPITAL COSTS		
a. New Construction		
(1) Building	\$	8,148,616
(2) Site and Infrastructure	\$	526,247
(3) Architect/Engineering Fees	\$	779,534
(4) Permits (Building, Utilities, Etc.)	\$	117,715
(5) Fixed Equipment	\$	350,000
SUBTOTAL	\$	9,922,112
b. Renovations		
(1) Building		
(2) Fixed Equipment (not included in construction)		
(3) Architect/Engineering Fees		
(4) Permits (Building, Utilities, Etc.)		
SUBTOTAL		
c. Other Capital Costs		
(1) Movable Equipment	\$	600,000
(2) Contingency Allowance	\$	100,000
(3) Gross interest during construction period (Parent Loan to JV)	\$	219,130
(4) Technology Equipment	\$	300,000
SUBTOTAL	\$	1,219,130
TOTAL CURRENT CAPITAL COSTS	\$	11,141,242
d(1) Bed Purchase	\$	1,620,000
e. Inflation Allowance		
TOTAL CAPITAL COSTS	\$	12,761,242
2. Financing Cost and Other Cash Requirements		
a. Loan Placement Fees		
b. Bond Discount		
c. CON Application Assistance		
c1. Legal Fees	\$	100,000
c2. Other: Consulting Fees	\$	100,000
d. Non-CON Consulting Fees		
d1. Pre-opening costs	\$	100,000
e. Debt Service Reserve Fund		
f. ACE-IT Installation	\$	48,000
SUBTOTAL	\$	348,000
3. Working Capital Startup Costs		
TOTAL USES OF FUNDS	\$	13,109,242
B. Sources of Funds		
1. Cash		
2. Philanthropy (to date and expected)		
3. Authorized Bonds		
4. Interest Income from bond proceeds listed in #3		
5. Mortgage		
6. Working Capital Loans		
7. Grants or Appropriations		
a. Federal		
b. State		
c. Local		
8. Other (Specify/add rows if needed)		
a. Encompass Health Cash	\$	13,109,242
TOTAL SOURCES OF FUNDS	\$	13,109,242
Annual Lease Costs (if applicable)		
1. Land		
2. Building		
3. Major Movable Equipment		
4. Minor Movable Equipment		
5. Other (Specify/add rows if needed)		

* Describe the terms of the lease(s) below, including information on the fair market value of the item(s), and the number of years, annual cost, and the interest rate for the lease.

Note: Columns for "Other" and "Total" were removed because there is no structure other than the Hospital Building.

TABLE F. STATISTICAL PROJECTIONS - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). For sections 4 & 5, the number of beds and occupancy percentage should be reported on the basis of licensed beds. In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

70-Bed Facility Indicate CY or FY (Operational Year)	Projected Years after First Use of 60-Bed Facility / before First Use of 10-Bed addition		Projected Years after First Use of 10-Bed addition (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
1. DISCHARGES							
a. General Medical/Surgical*							
b. ICU/CCU							
Total MSGA	0	0	0	0	0	0	0
c. Pediatric							
d. Obstetric							
e. Acute Psychiatric							
Total Acute	0	0	0	0	0	0	0
f. Rehabilitation	866	1,313	1,564	1,726	1,922	1,969	2,001
g. Comprehensive Care							
h. Other (Specify/add rows of needed)							
TOTAL DISCHARGES	866	1,313	1,564	1,726	1,922	1,969	2,001
2. PATIENT DAYS							
a. General Medical/Surgical*							
b. ICU/CCU							
Total MSGA	0	0	0	0	0	0	0
c. Pediatric							
d. Obstetric							
e. Acute Psychiatric							
Total Acute	0	0	0	0	0	0	0
f. Rehabilitation	10,396	15,759	18,759	20,709	23,079	23,634	24,017
g. Comprehensive Care							
h. Other (Specify/add rows of needed)							
TOTAL PATIENT DAYS	10,396	15,759	18,759	20,709	23,079	23,634	24,017
3. AVERAGE LENGTH OF STAY							
a. General Medical/Surgical*							
b. ICU/CCU							
Total MSGA							
c. Pediatric							
d. Obstetric							
e. Acute Psychiatric							
Total Acute							
f. Rehabilitation	12.0	12.0	12.0	12.0	12.0	12.0	12.0
g. Comprehensive Care							
h. Other (Specify/add rows of needed)							
TOTAL AVERAGE LENGTH OF STAY	12.0	12.0	12.0	12.0	12.0	12.0	12.0

TABLE F. STATISTICAL PROJECTIONS - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). For sections 4 & 5, the number of beds and occupancy percentage should be reported on the basis of licensed beds. In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

70-Bed Facility	Projected Years after First Use of 60-Bed Facility / before First Use of 10-Bed addition		Projected Years after First Use of 10-Bed addition (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
4. NUMBER OF LICENSED BEDS							
a. General Medical/Surgical*							
b. ICU/CCU							
<i>Total MSGA</i>	0	0	0	0	0	0	0
c. Pediatric							
d. Obstetric							
e. Acute Psychiatric							
<i>Total Acute</i>	0	0	0	0	0	0	0
f. Rehabilitation	60	60	70	70	70	70	70
g. Comprehensive Care							
h. Other (Specify/add rows of needed)							
TOTAL LICENSED BEDS	60	60	70	70	70	70	70
5. OCCUPANCY PERCENTAGE *IMPORTANT NOTE: Leap year formulas should be changed by applicant to reflect 366 days per year.							
a. General Medical/Surgical*							
b. ICU/CCU							
<i>Total MSGA</i>							
c. Pediatric							
d. Obstetric							
e. Acute Psychiatric							
<i>Total Acute</i>							
f. Rehabilitation	47.5%	71.8%	73.4%	81.1%	90.3%	92.5%	94.0%
g. Comprehensive Care							
h. Other (Specify/add rows of needed)							
TOTAL OCCUPANCY %	47.5%	71.8%	73.4%	81.1%	90.3%	92.5%	94.0%
6. OUTPATIENT VISITS							
a. Emergency Department							
b. Same-day Surgery							
c. Laboratory							
d. Imaging							
e. Other (Specify/add rows of needed)							
TOTAL OUTPATIENT VISITS	0	0	0	0	0	0	0
7. OBSERVATIONS**							
a. Number of Patients							
b. Hours							

*Include beds dedicated to gynecology and addictions, if separate for acute psychiatric unit.

** Services included in the reporting of the "Observation Center", direct expenses incurred in providing bedside care to observation patients; furnished by the hospital on the hospital's premises, including use of a bed and periodic monitoring by the hospital's nursing or other staff, in order to determine the need for a possible admission to the hospitals as an inpatient. Such services must be ordered and documented in writing, given by a medical practitioner; may or may not be provided in a distinct area of the hospital.

TABLE G. REVENUES & EXPENSES, UNINFLATED - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Table G should reflect current dollars (no inflation). Projected revenues and expenses should be consistent with the projections in Table F and with the costs of Manpower listed in Table L. Manpower. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable. Specify the sources of non-operating income.

70-Bed Facility	Projected Years after First Use of 60-Bed Facility / before First Use of 10-Bed addition		Projected Years after First Use of 10-Bed addition (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
Indicate CY or FY (CON Yr = Operational Year)							
1. REVENUE							
a. Inpatient Services	\$ 23,762,937	\$ 37,290,369	\$ 42,879,854	\$ 47,335,488	\$ 52,708,337	\$ 54,021,226	\$ 54,897,259
b. Outpatient Services							
Gross Patient Service Revenues	\$ 23,762,937	\$ 37,290,369	\$ 42,879,854	\$ 47,335,488	\$ 52,708,337	\$ 54,021,226	\$ 54,897,259
c. Allowance For Bad Debt	239,105	376,508	448,220	494,731	551,170	564,512	573,675
d. Contractual Allowance	7,494,800	11,748,227	12,998,517	14,353,400	16,009,359	16,387,100	16,652,270
e. Charity Care	327,815	441,625	550,619	541,912	574,127	580,436	584,117
Net Patient Services Revenue	8,061,720	12,566,359	13,997,356	15,390,043	17,134,656	17,532,048	17,810,062
f. Other Operating Revenues (Specify)							
NET OPERATING REVENUE	\$ 15,701,217	\$ 24,724,010	\$ 28,882,498	\$ 31,945,445	\$ 35,573,681	\$ 36,489,178	\$ 37,087,197
2. EXPENSES							
a. Salaries & Wages (including benefits)	11,171,543	16,048,267	16,309,463	17,469,896	18,869,209	19,211,140	19,439,296
b. Contractual Services							
c. Interest on Current Debt	1,555,453	1,425,453	1,320,453	1,215,453	1,110,453	1,005,453	900,453
d. Interest on Project Debt			394,391	369,391	344,391	319,391	294,391
e. Current Depreciation	2,033,393	2,043,036	2,057,500	2,076,786	2,100,893	2,100,893	2,100,893
f. Project Depreciation			543,402	532,866	526,260	552,509	587,509
g. Current Amortization							
h. Project Amortization							
i. Supplies	562,649	852,923	1,079,417	1,191,579	1,326,830	1,359,880	1,381,932
j. Other Expenses: See Key Assumptions	3,251,971	4,023,750	4,898,982	5,176,026	5,506,839	\$ 5,589,121	\$ 5,643,382
TOTAL OPERATING EXPENSES	18,575,010	24,393,429	26,603,608	28,031,997	29,784,875	30,138,387	30,347,856
3. INCOME							
a. Income From Operation	(2,873,793)	330,581	2,278,890	3,913,448	5,788,806	6,350,791	6,739,341
b. Non-Operating Income							
SUBTOTAL	(2,873,793)	330,581	2,278,890	3,913,448	5,788,806	6,350,791	6,739,341
c. Income Taxes		9,098	62,715	107,698	159,308	174,774	185,467
NET INCOME (LOSS)	\$ (2,873,793)	\$ 321,483	\$ 2,216,175	\$ 3,805,750	\$ 5,629,498	\$ 6,176,017	\$ 6,553,874

TABLE G. REVENUES & EXPENSES, UNINFLATED - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Table G should reflect current dollars (no inflation). Projected revenues and expenses should be consistent with the projections in Table F and with the costs of Manpower listed in Table L. Manpower. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable. Specify the sources of non-operating income.

70-Bed Facility	Projected Years after First Use of 60-Bed Facility / before First Use of 10-Bed addition		Projected Years after First Use of 10-Bed addition (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
Indicate CY or FY (CON Yr = Operational Year)							
4. PATIENT MIX							
a. Percent of Total Revenue (Net)							
1) Medicare	85.1%	85.7%	85.7%	85.7%	85.7%	85.7%	85.7%
2) Medicaid	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%
3) Blue Cross	4.6%	4.4%	4.4%	4.4%	4.4%	4.4%	4.4%
4) Commercial Insurance	6.7%	6.4%	6.4%	6.4%	6.4%	6.4%	6.4%
5) Self-pay	3.0%	2.9%	2.9%	2.9%	2.9%	2.9%	2.9%
6) Other							
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
b. Percent of Equivalent Inpatient Days							
Total MSGA							
1) Medicare	78.8%	78.8%	78.8%	78.8%	78.8%	78.8%	78.8%
2) Medicaid	2.2%	2.2%	2.2%	2.2%	2.2%	2.2%	2.2%
3) Blue Cross	6.2%	6.2%	6.2%	6.2%	6.2%	6.2%	6.2%
4) Commercial Insurance	7.8%	7.8%	7.8%	7.8%	7.8%	7.8%	7.8%
5) Self-pay	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%
6) Other							
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

TABLE H. REVENUES & EXPENSES, INFLATED - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Table H should reflect inflation.

70-Bed Facility	Projected Years after First Use of 60-Bed Facility		Projected Years (ending at least two years after project completion and full occupancy) Add years, if needed in order to document that the hospital will generate excess revenues over total expenses consistent with the Financial Feasibility standard.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
Indicate CY or FY (CON Yr = Operational Year)							
1. REVENUE							
a. Inpatient Services	\$ 24,397,406	\$ 38,915,504	\$ 47,007,878	\$ 52,930,304	\$ 60,116,959	\$ 62,846,675	\$ 65,143,142
b. Outpatient Services							
Gross Patient Service Revenues	\$ 24,397,406	\$ 38,915,504	\$ 47,007,878	\$ 52,930,304	\$ 60,116,959	\$ 62,846,675	\$ 65,143,142
c. Allowance For Bad Debt	245,489	392,916	486,941	546,387	618,808	644,311	667,864
d. Contractual Allowance	7,694,911	12,260,221	14,545,174	16,504,504	18,915,210	19,892,610	20,618,863
e. Charity Care	336,567	460,871	589,173	593,080	640,184	658,974	675,236
Net Patient Services Revenue	16,120,439	25,801,496	31,386,590	35,286,333	39,942,757	41,650,780	43,181,179
f. Other Operating Revenues (Specify)							
NET OPERATING REVENUE	\$ 16,120,439	\$ 25,801,496	\$ 31,386,590	\$ 35,286,333	\$ 39,942,757	\$ 41,650,780	\$ 43,181,179
2. EXPENSES							
a. Salaries & Wages (including benefits)	11,719,754	17,172,505	18,006,965	19,673,940	21,674,790	22,508,913	23,231,758
b. Contractual Services							
c. Interest on Current Debt	1,555,453	1,425,453	1,320,453	1,215,453	1,110,453	1,005,453	900,453
d. Interest on Project Debt			394,391	369,391	344,391	319,391	294,391
e. Current Depreciation			2,057,500	2,076,786	2,100,893	2,100,893	2,100,893
f. Project Depreciation	2,033,393	2,043,036	543,402	532,866	526,259	552,509	587,509
g. Current Amortization							
h. Project Amortization							
i. Supplies	590,260	912,673	1,123,026	1,264,513	1,436,204	1,501,417	1,556,280
j. Other Expenses:	3,393,989	4,272,902	5,163,763	5,562,118	6,032,613	6,239,030	6,426,113
TOTAL OPERATING EXPENSES	19,292,849	25,826,570	28,609,500	30,695,067	33,225,603	34,227,606	35,097,397
3. INCOME							
a. Income From Operation	(3,172,410)	(25,074)	2,777,090	4,591,266	6,717,154	7,423,174	8,083,782
b. Non-Operating Income							
SUBTOTAL	(3,172,410)	(25,074)	2,777,090	4,591,266	6,717,154	7,423,174	8,083,782
c. Income Taxes			76,426	126,352	184,856	204,286	222,466
NET INCOME (LOSS)	(\$3,172,410)	(\$25,074)	\$2,700,664	\$4,464,914	\$6,532,298	\$7,218,888	\$7,861,316

TABLE H. REVENUES & EXPENSES, INFLATED - ENTIRE FACILITY

INSTRUCTION: Complete this table for the entire facility, including the proposed project. Table H should reflect inflation.

70-Bed Facility	Projected Years after First Use of 60-Bed Facility		Projected Years (ending at least two years after project completion and full occupancy) Add years, if needed in order to document that the hospital will generate excess revenues over total expenses consistent with the Financial Feasibility standard.				
	Yr 1	Yr 2	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
Indicate CY or FY (CON Yr = Operational Year)							
4. PATIENT MIX							
a. Percent of Total Revenue (Net)							
1) Medicare	84.8%	85.3%	85.3%	85.3%	85.3%	85.3%	85.3%
2) Medicaid	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%
3) Blue Cross	4.7%	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%
4) Commercial Insurance	6.8%	6.6%	6.6%	6.6%	6.6%	6.6%	6.6%
5) Self-pay	3.1%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%
6) Other							
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
b. Percent of Equivalent Inpatient Days							
Total MSGA							
1) Medicare	78.8%	78.8%	78.8%	78.8%	78.8%	78.8%	78.8%
2) Medicaid	2.2%	2.2%	2.2%	2.2%	2.2%	2.2%	2.2%
3) Blue Cross	6.2%	6.2%	6.2%	6.2%	6.2%	6.2%	6.2%
4) Commercial Insurance	7.8%	7.8%	7.8%	7.8%	7.8%	7.8%	7.8%
5) Self-pay	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%
6) Other							
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

TABLE I. STATISTICAL PROJECTIONS - NEW FACILITY OR SERVICE

INSTRUCTION: After consulting with Commission Staff, complete this table for the new facility or service (the proposed project). Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). For sections 4 & 5, the number of beds and occupancy percentage should be reported on the basis of licensed beds. In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

10-Bed Expansion Only	Projected Years (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
Indicate CY or FY (Operational Year)	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
1. DISCHARGES					
a. General Medical/Surgical*					
b. ICU/CCU					
Total MSGA	0	0	0	0	0
c. Pediatric					
d. Obstetric					
e. Acute Psychiatric					
Total Acute	0	0	0	0	0
f. Rehabilitation	199	208	261	281	286
g. Comprehensive Care					
h. Other (Specify/add rows of needed)					
TOTAL DISCHARGES	199	208	261	281	286
2. PATIENT DAYS					
a. General Medical/Surgical*					
b. ICU/CCU					
Total MSGA	0	0	0	0	0
c. Pediatric					
d. Obstetric					
e. Acute Psychiatric					
Total Acute	0	0	0	0	0
f. Rehabilitation	2,379	2,491	3,145	3,376	3,431
g. Comprehensive Care					
h. Other (Specify/add rows of needed)					
TOTAL PATIENT DAYS	2,379	2,491	3,145	3,376	3,431
3. AVERAGE LENGTH OF STAY					
a. General Medical/Surgical*					
b. ICU/CCU					
Total MSGA					

TABLE I. STATISTICAL PROJECTIONS - NEW FACILITY OR SERVICE

INSTRUCTION: After consulting with Commission Staff, complete this table for the new facility or service (the proposed project). Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). For sections 4 & 5, the number of beds and occupancy percentage should be reported on the basis of licensed beds. In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

10-Bed Expansion Only	Projected Years (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
Indicate CY or FY (Operational Year)	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
c. Pediatric					
d. Obstetric					
e. Acute Psychiatric					
Total Acute					
f. Rehabilitation	12.0	12.0	12.0	12.0	12.0
g. Comprehensive Care					
h. Other (Specify/add rows of needed)					
TOTAL AVERAGE LENGTH OF STAY	12.0	12.0	12.0	12.0	12.0
4. NUMBER OF LICENSED BEDS					
a. General Medical/Surgical*					
b. ICU/CCU					
Total MSGA	0	0	0	0	0
c. Pediatric					
d. Obstetric					
e. Acute Psychiatric					
Total Acute	0	0	0	0	0
f. Rehabilitation	10	10	10	10	10
g. Comprehensive Care					
h. Other (Specify/add rows of needed)					
TOTAL LICENSED BEDS	10	10	10	10	10
5. OCCUPANCY PERCENTAGE *IMPORTANT NOTE: Leap year formulas should be changed by applicant to reflect 366 days per year.					
a. General Medical/Surgical*					
b. ICU/CCU					
Total MSGA					
c. Pediatric					
d. Obstetric					
e. Acute Psychiatric					
Total Acute					
f. Rehabilitation	65.2%	68.2%	86.2%	92.5%	94.0%
g. Comprehensive Care					
h. Other (Specify/add rows of needed)					
TOTAL OCCUPANCY %	65.2%	68.2%	86.2%	92.5%	94.0%

TABLE I. STATISTICAL PROJECTIONS - NEW FACILITY OR SERVICE

INSTRUCTION: After consulting with Commission Staff, complete this table for the new facility or service (the proposed project). Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). For sections 4 & 5, the number of beds and occupancy percentage should be reported on the basis of licensed beds. In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

10-Bed Expansion Only	Projected Years (ending at least two years after project completion and full occupancy) Include additional years, if needed in order to be consistent with Tables J and K.				
Indicate CY or FY (Operational Year)	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
6. OUTPATIENT VISITS					
a. Emergency Department					
b. Same-day Surgery					
c. Laboratory					
d. Imaging					
e. Other (Specify/add rows of needed)					
TOTAL OUTPATIENT VISITS					
7. OBSERVATIONS**					
a. Number of Patients					
b. Hours					

*Include beds dedicated to gynecology and addictions, if separate for acute psychiatric unit.

** Services included in the reporting of the "Observation Center", direct expenses incurred in providing bedside care to observation patients; furnished by the hospital on the hospital's premises, including use of a bed and periodic monitoring by the hospital's nursing or other staff, in order to determine the need for a possible admission to the hospitals as an inpatient. Such services must be ordered and documented in writing, given by a medical practitioner; may or may not be provided in a distinct area of the hospital.

TABLE J. REVENUES & EXPENSES, UNINFLATED - NEW FACILITY OR SERVICE

INSTRUCTION: After consulting with Commission Staff, complete this table for the new facility or service (the proposed project). Table J should reflect current dollars (no inflation). Projected revenues and expenses should be consistent with the projections in Table I and with the costs of Manpower listed in Table L. Manpower. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable. Specify the sources of non-operating income.

10-Bed Expansion Only	Projected Years (ending at least two years after project completion and full occupancy) Add years, if needed in order to document that the hospital will generate excess revenues over total expenses consistent with the Financial Feasibility standard.				
Indicate CY or FY (Operational Year)	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
1. REVENUE					
a. Inpatient Services	\$ 5,436,905	\$ 5,693,075	\$ 7,143,220	\$ 7,717,313	\$ 7,843,121
b. Outpatient Services					
Gross Patient Service Revenues	\$ 5,436,905	\$ 5,693,075	\$ 7,143,220	\$ 7,717,313	\$ 7,843,121
c. Allowance For Bad Debt	56,917	59,552	74,997	80,609	81,975
d. Contractual Allowance	1,642,454	1,722,919	2,189,130	2,343,348	2,378,122
e. Charity Care	68,244	65,042	73,603	77,274	78,278
Net Patient Services Revenue	\$ 3,669,290	\$ 3,845,562	\$ 4,805,490	\$ 5,216,082	\$ 5,304,746
f. Other Operating Revenues (Specify)					
NET OPERATING REVENUE	\$ 3,669,290	\$ 3,845,562	\$ 4,805,490	\$ 5,216,082	\$ 5,304,746
2. EXPENSES					
a. Salaries & Wages (including benefits)	1,415,996	1,482,714	1,860,392	2,009,910	2,042,675
b. Contractual Services					
c. Interest on Current Debt					
d. Interest on Project Debt	394,391	369,391	344,391	319,391	294,391
e. Current Depreciation					
f. Project Depreciation	543,402	532,866	526,259	552,509	587,509
g. Current Amortization					
h. Project Amortization					
i. Supplies	136,864	143,312	179,817	194,268	197,435
j. Other Expenses (Specify)	821,797	836,794	919,798	954,187	961,657
TOTAL OPERATING EXPENSES	\$ 3,312,450	\$ 3,365,077	\$ 3,830,657	\$ 4,030,265	\$ 4,083,667
3. INCOME					
a. Income From Operation	\$ 356,840	\$ 480,485	\$ 974,833	\$ 1,185,817	\$ 1,221,079
b. Non-Operating Income					
SUBTOTAL	\$ 356,840	\$ 480,485	\$ 974,833	\$ 1,185,817	\$ 1,221,079
c. Income Taxes	9,820	13,223	26,827	32,634	33,604
NET INCOME (LOSS)	\$ 347,020	\$ 467,262	\$ 948,006	\$ 1,153,183	\$ 1,187,475
4. PATIENT MIX					
a. Percent of Total Revenue					
1) Medicare	85.7%	85.7%	85.7%	85.7%	85.7%
2) Medicaid	0.6%	0.6%	0.6%	0.6%	0.6%
3) Blue Cross	4.4%	4.4%	4.4%	4.4%	4.4%
4) Commercial Insurance	6.4%	6.4%	6.4%	6.4%	6.4%
5) Self-pay	2.9%	2.9%	2.9%	2.9%	2.9%
6) Other					
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%
b. Percent of Equivalent Inpatient Days					
Total MSGA					
1) Medicare	78.8%	78.8%	78.8%	78.8%	78.8%
2) Medicaid	2.2%	2.2%	2.2%	2.2%	2.2%
3) Blue Cross	6.2%	6.2%	6.2%	6.2%	6.2%
4) Commercial Insurance	7.8%	7.8%	7.8%	7.8%	7.8%
5) Self-pay	5.1%	5.1%	5.1%	5.1%	5.1%
6) Other					
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%

TABLE K. REVENUES & EXPENSES, INFLATED - NEW FACILITY OR SERVICE

INSTRUCTION: After consulting with Commission Staff, complete this table for the new facility or service (the proposed project). Table K should reflect inflation. Projected revenues and expenses should be consistent with the projections in Table I. Indicate on the table if the reporting period is Calendar Year (CY) or Fiscal Year (FY). In an attachment to the application, provide an explanation or basis for the projections and specify all assumptions used. Applicants must explain why the assumptions are reasonable.

10-Bed Expansion Only	Projected Years (ending at least two years after project completion and full occupancy) Add years, if needed in order to document that the hospital will generate excess revenues over total expenses consistent with the Financial Feasibility standard.				
Indicate CY or FY (Operational Year)	CON Yr 1	CON Yr 2	CON Yr 3	CON Yr 4	CON Yr 5
1. REVENUE					
a. Inpatient Services	\$ 5,960,313	\$ 6,365,968	\$ 8,147,262	\$ 8,978,090	\$ 9,306,941
b. Outpatient Services					
Gross Patient Service Revenues	\$ 5,960,313	\$ 6,365,968	\$ 8,147,262	\$ 8,978,090	\$ 9,306,941
c. Allowance For Bad Debt	61,831	65,769	84,205	92,006	95,433
d. Contractual Allowance	1,838,219	1,981,388	2,585,758	2,844,364	2,944,708
e. Charity Care	71,907	69,866	80,726	86,241	88,759
Net Patient Services Revenue	\$ 3,988,356	\$ 4,248,945	\$ 5,396,573	\$ 5,955,479	\$ 6,178,041
f. Other Operating Revenues (Specify/add rows of needed)					
NET OPERATING REVENUE	\$ 3,988,356	\$ 4,248,945	\$ 5,396,573	\$ 5,955,479	\$ 6,178,041
2. EXPENSES					
a. Salaries & Wages (including benefits)	1,563,374	1,669,776	2,137,005	2,354,929	2,441,186
b. Contractual Services					
c. Interest on Current Debt					
d. Interest on Project Debt	394,391	369,391	344,391	319,391	294,391
e. Current Depreciation					
f. Project Depreciation	543,402	532,866	526,259	552,509	587,509
g. Current Amortization					
h. Project Amortization					
i. Supplies	142,393	152,084	194,639	214,488	222,344
j. Other Expenses	863,538	896,413	1,005,367	1,063,324	1,093,184
TOTAL OPERATING EXPENSES	\$ 3,507,098	\$ 3,620,530	\$ 4,207,661	\$ 4,504,641	\$ 4,638,614
3. INCOME					
a. Income From Operation	\$ 481,258	\$ 628,415	\$ 1,188,912	\$ 1,450,838	\$ 1,539,427
b. Non-Operating Income					
SUBTOTAL	\$ 481,258	\$ 628,415	\$ 1,188,912	\$ 1,450,838	\$ 1,539,427
c. Income Taxes	\$ 13,244	\$ 17,294	\$ 32,719	\$ 39,927	\$ 42,365
NET INCOME (LOSS)	\$ 468,014	\$ 611,121	\$ 1,156,193	\$ 1,410,911	\$ 1,497,062
4. PATIENT MIX					
a. Percent of Total Revenue					
1) Medicare	85.3%	85.3%	85.3%	85.3%	85.3%
2) Medicaid	0.6%	0.6%	0.6%	0.6%	0.6%
3) Blue Cross	4.5%	4.5%	4.5%	4.5%	4.5%
4) Commercial Insurance	6.6%	6.6%	6.6%	6.6%	6.6%
5) Self-pay	3.0%	3.0%	3.0%	3.0%	3.0%
6) Other					
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%
b. Percent of Equivalent Inpatient Days					
1) Medicare	78.8%	78.8%	78.8%	78.8%	78.8%
2) Medicaid	2.2%	2.2%	2.2%	2.2%	2.2%
3) Blue Cross	6.2%	6.2%	6.2%	6.2%	6.2%
4) Commercial Insurance	7.8%	7.8%	7.8%	7.8%	7.8%
5) Self-pay	5.1%	5.1%	5.1%	5.1%	5.1%
6) Other					
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%

TABLE L. WORKFORCE INFORMATION

INSTRUCTION: List the facility's existing staffing and changes required by this project. Include all major job categories under each heading provided in the table. The number of Full Time Equivalents (FTEs) should be calculated on the basis of 2,080 paid hours per year equals one FTE. In an attachment to the application, explain any factor used in converting paid hours to worked hours. Please ensure that the projections in this table are consistent with expenses provided in uninflated projections in Tables F and G.

70-Bed Facility - CON Yr 5 Table G	ENTIRE FACILITY - PROJECTED PER APPROVED 60-BED CON			PROJECTED CHANGES AS A RESULT OF THE PROPOSED PROJECT THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS)			OTHER EXPECTED CHANGES IN OPERATIONS THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS)			PROJECTED ENTIRE FACILITY THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS) *	
	FTEs	Average Salary per FTE	Total Cost (should be consistent with projections in Table G, if submitted).	FTEs	Average Salary per FTE	Total Cost (should be consistent with projections in Table G, if submitted).	FTEs	Average Salary per FTE	Total Cost	FTEs	Total Cost (should be consistent with projections in Table G)
1. Regular Employees											
Administration (List general categories, add rows if needed)											
CEO / Administrator	1.0	\$243,038	\$243,038							1.0	\$243,038
HR Director	1.0	\$110,857	\$110,857							1.0	\$110,857
Director Therapy Ops	1.0	\$153,401	\$153,401							1.0	\$153,401
Chief Nursing Officer	1.0	\$169,248	\$169,248							1.0	\$169,248
Marketing Ops Director	1.0	\$120,302	\$120,302							1.0	\$120,302
Controller	1.0	\$145,937	\$145,937							1.0	\$145,937
Quality/Risk Director	1.0	\$121,701	\$121,701							1.0	\$121,701
Pharmacy Director	1.0	\$187,169	\$187,169							1.0	\$187,169
Director Plant Ops	1.0	\$107,946	\$107,946							1.0	\$107,946
Case Management Director	1.0	\$126,659	\$126,659							1.0	\$126,659
Admin Assistant / Med. Cred.	0.8	\$61,212	\$51,023							0.8	\$51,023
Total Administration	10.8	\$141,900	\$1,537,281							10.8	\$1,537,281
Direct Care Staff (List general categories, add rows if needed)											
Nursing	74.8	\$ 72,473	5,421,860	12.2	\$ 72,473	\$ 884,171				87.0	\$6,306,031
Therapy	33.1	\$ 87,779	2,902,987	5.0	\$ 87,779	\$ 438,897				38.1	\$3,341,884
Pharmacy	5.0	\$ 101,874	509,371							5.0	\$509,371
Care Management	3.9	\$ 86,870	335,666	0.7	\$ 86,870	\$ 60,809				4.6	\$396,475
Food Services	11.0	\$ 51,661	568,266							11.0	\$568,266
Total Direct Care	127.7	\$ 76,230	\$9,738,150	17.9	\$ 77,312	\$ 1,383,877				145.6	\$11,122,027
Support Staff (List general categories, add rows if needed)											
Admissions	19.0	\$ 82,043	\$1,556,521	-		\$ -				19.0	\$1,556,521
EVS/Maintenance/Supply	11.9	\$ 44,006	523,666	1.2	\$ 44,006	\$ 52,807				13.1	\$576,473
Other Support	7.1	\$ 70,812	502,765	2.2	\$ 70,812	\$ 155,786				9.3	\$658,551
Total Support	38.0	\$ 68,023	2,582,952	3.4	\$ 68,023	\$ 231,277				41.4	\$2,814,229
REGULAR EMPLOYEES TOTAL	176.6	\$ 78,494	\$13,858,384	21.3	\$ 75,829	\$ 1,615,153				197.9	\$15,473,537
2. Contractual Employees											
Administration (List general categories, add rows if needed)											

TABLE L. WORKFORCE INFORMATION

INSTRUCTION: List the facility's existing staffing and changes required by this project. Include all major job categories under each heading provided in the table. The number of Full Time Equivalents (FTEs) should be calculated on the basis of 2,080 paid hours per year equals one FTE. In an attachment to the application, explain any factor used in converting paid hours to worked hours. Please ensure that the projections in this table are consistent with expenses provided in uninflated projections in Tables F and G.

70-Bed Facility - CON Yr 5 Table G	ENTIRE FACILITY - PROJECTED PER APPROVED 60-BED CON			PROJECTED CHANGES AS A RESULT OF THE PROPOSED PROJECT THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS)			OTHER EXPECTED CHANGES IN OPERATIONS THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS)			PROJECTED ENTIRE FACILITY THROUGH THE LAST YEAR OF PROJECTION (CURRENT DOLLARS) *	
	FTEs	Average Salary per FTE	Total Cost (should be consistent with projections in Table G, if submitted).	FTEs	Average Salary per FTE	Total Cost (should be consistent with projections in Table G, if submitted).	FTEs	Average Salary per FTE	Total Cost	FTEs	Total Cost (should be consistent with projections in Table G)
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
Total Administration			\$0						\$0	0.0	\$0
Direct Care Staff (List general categories, add rows if needed)											
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
Total Direct Care Staff			\$0						\$0	0.0	\$0
Support Staff (List general categories, add rows if needed)											
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
			\$0						\$0	0.0	\$0
Total Support Staff			\$0						\$0	0.0	\$0
CONTRACTUAL EMPLOYEES TOTAL			\$0						\$0	0.0	\$0
Benefits (State method of calculating benefits below):											
% of Salaries: 25.6%			\$3,551,807			\$413,952					\$3,965,759
TOTAL COST	176.6		\$17,410,190	21.3		\$2,029,106				197.9	\$19,439,296

PROJECT BUDGET

Key Assumptions - Table E

Construction Costs Estimate

Proposed construction costs are consistent with current industry and cost experience in Maryland. The project is designed to adhere to the current applicable codes of the State of Maryland Health Plan for Facilities and Services, and the City of Bowie Building Department.

Contingencies

Project Budget contingencies are estimated at 1% of construction costs.

Interest During Construction

Interest during construction is related to the cash loan provided by Encompass Health Corporation (JV Parent Entity) to the Applicant for purposes of funding the proposed Project Budget. This amount is calculated using the anticipated cash flow amounts during construction at an annual interest rate of 5.16%.

REVENUES AND EXPENSES

Key Assumptions - Tables G, H, J, K

Project Years

Project Years represent projected operational years.

Tables with Inflationary Rates

Tables H and K include annual inflationary rates averaging 2%.

Patient Utilization

Projected revenues and expenses rely on patient volume projections as explained and supported throughout this application. The projected occupancy levels reflected in Tables F and I reflect initial period patient "ramp-up" rates typically experienced in Encompass Health facilities.

Gross Patient Revenues

Proposed charges are based upon the expected diagnostic and acuity levels of the patients treated and average charges per patient day averaging \$2,286 in Table G - CON Years. Gross patient revenues include patient room, therapeutic, and ancillary service charges.

Contractual Allowances

Contractual allowances are the difference between the gross patient charge and anticipated third-party payment rate. Pro forma budget contractual allowances are based upon the Applicant's anticipated payor mix and third-party payment rates for the anticipated diagnostic and acuity levels of the patients treated.

Given that over three-quarters of the hospital's admissions are expected to be Medicare enrollees, contractual allowances are predominately based on Medicare's inpatient rehabilitation prospective payment system. The average payment rate per case is projected at \$20,593 in Table G - CON Years. Non-Medicare allowances are based on contractual payment rates in Encompass Health's other facilities, adjusted for Maryland market characteristics such as wage levels, etc.

Other Deductions from Revenue

Other Deductions are predominately comprised of adjustments for self-pay, charity care, indigent care, and patient non-payments. These deductions are based on the Applicant's anticipated services and payor mix, as well as experiences in other Encompass facilities. Moreover, charity care is projected at required commitment levels averaging 2% of Total Operating Expenses.

Expenses

Projected expenses are based on historical expenses incurred at other Encompass hospitals and Encompass's vast operations knowledge and experience opening new hospitals in similar markets. Explanations of significant expense assumptions are provided below.

REVENUES AND EXPENSES

Key Assumptions - Tables G, H, J, K

Salaries and Benefits

Clinical nursing staffing levels are based upon Encompass Health's experience and standard hours of care, applied to anticipated patient volumes and patient acuity mix. Nursing staffing levels are sufficient to meet the medical and rehabilitation needs of the patients and to achieve service excellence.

Support staffing levels for administrative and non-clinical support services are largely a fixed cost based on duties, the size of the facility, and daily coverage without regard to the patient census.

Salaries and benefit expenses are based on pro forma volume staffing mix, Encompass' evaluation of the area labor market, the salary levels in Encompass' and UM Rehab & Orthopaedic Institute and Encompass' experience in recruiting employees throughout the country. Benefits expenses are projected at 25.6% of salaries expenses.

Interest on Current Debt

Interest expense on current debt represents the costs related to Encompass Health's cash loan to the Joint Venture to fund the construction of the approved 60-Bed facility. Encompass Health is fully funding the construction of the 60-Bed facility. When the Joint Venture (JV) is formed, Encompass Health will contribute the building to the JV and be reimbursed a portion of the Project Costs via a loan. The JV will then pay interest expense until the note is repaid. The loan is projected at an annual rate of 5.16%.

Interest expense on current debt is an expense not included in the most recently submitted expense and revenue projection provided to the Commission in connection with the May 19, 2022 project change for the approved 60-bed facility.

Interest on Project Debt

Interest expense on project debt represents the costs related to Encompass Health's cash loan to the Joint Venture to fund the construction of the proposed 10-bed expansion. Encompass Health is fully funding the construction of the 10-Bed facility and will be reimbursed a portion of the Project Costs via a loan. The JV will then pay interest expense until the note is repaid. The loan is projected at an annual rate of 5.16%.

Supplies

Supplies and drugs expenses are based on the Applicant's projected patient case mix and Encompass' experience in other hospitals. Supplies and drug expenses for the proposed hospital will approximate \$57 per patient day in Table G - CON Years.

Depreciation and Amortization

Depreciation and amortization expenses are based upon Applicant project costs depreciated over asset average useful lives using the straight-line method.

REVENUES AND EXPENSES

Key Assumptions - Tables G, H, J, K

Other Expenses

Other operating expenses are comprised of contracted services, management fees, medical directorship fees, maintenance costs, utilities, and other services. These expenses are based on projected patient utilization and Encompass Health's experience in other hospitals.

Taxes

Taxes represent estimated federal and state taxes related to projected Applicant income as an LLC.

EXHIBIT 2

[illegible]

ENCOMPASS HEALTH REHABILITATION HOSPITAL OF WELFORD
WELFORD, MARYLAND
60 BED FACILITY

S-1

After Completion of 60-Bed Hospital; Before 10-Bed Addition

APPLICABLE CODES

- 2015 INTERNATIONAL BUILDING CODES W/ PRINCE GEORGE'S COUNTY AMENDMENTS (IBC)
- 2015 INTERNATIONAL PLUMBING CODES W/ PRINCE GEORGE'S COUNTY AMENDMENTS (IPC)
- 2015 INTERNATIONAL MECHANICAL CODES W/ PRINCE GEORGE'S COUNTY AMENDMENTS (IMC)
- 2015 INTERNATIONAL GAS CODES W/ PRINCE GEORGE'S COUNTY AMENDMENTS (IGC)
- 2015 INTERNATIONAL FIRE PREVENTION CODE W/ PRINCE GEORGE'S COUNTY AMENDMENTS (IFC)
- 2015 INTERNATIONAL ENERGY CONSERVATION CODE (IECC)
- 2012 MARYLAND ACCESSIBILITY CODE (MAC)
- 2015 NFPA 101 LIFE SAFETY CODE (NFPA)
- 2014 NATIONAL ELECTRICAL CODE (NEC)
- 2014 FGI GUIDELINES FOR DESIGN AND CONSTRUCTION OF HEALTHCARE FACILITIES (FG)

TYPE OF CONSTRUCTION

1. I.B.C. TYPE I-B
2. NFPA 220 TYPE II (0.0.0)
3. BUILDING IS FULLY SPRINKLERED

OCCUPANCY CATEGORY

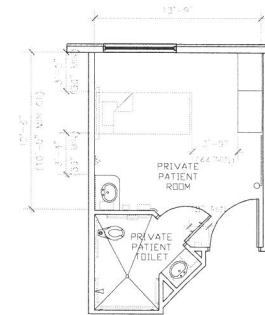
1. I.B.C. - INSTITUTIONAL GROUP I-2
2. NFPA - NEW HEALTHCARE

BUILDING AREA

NEW BUILDING
ONE STORY 61,810 GSF

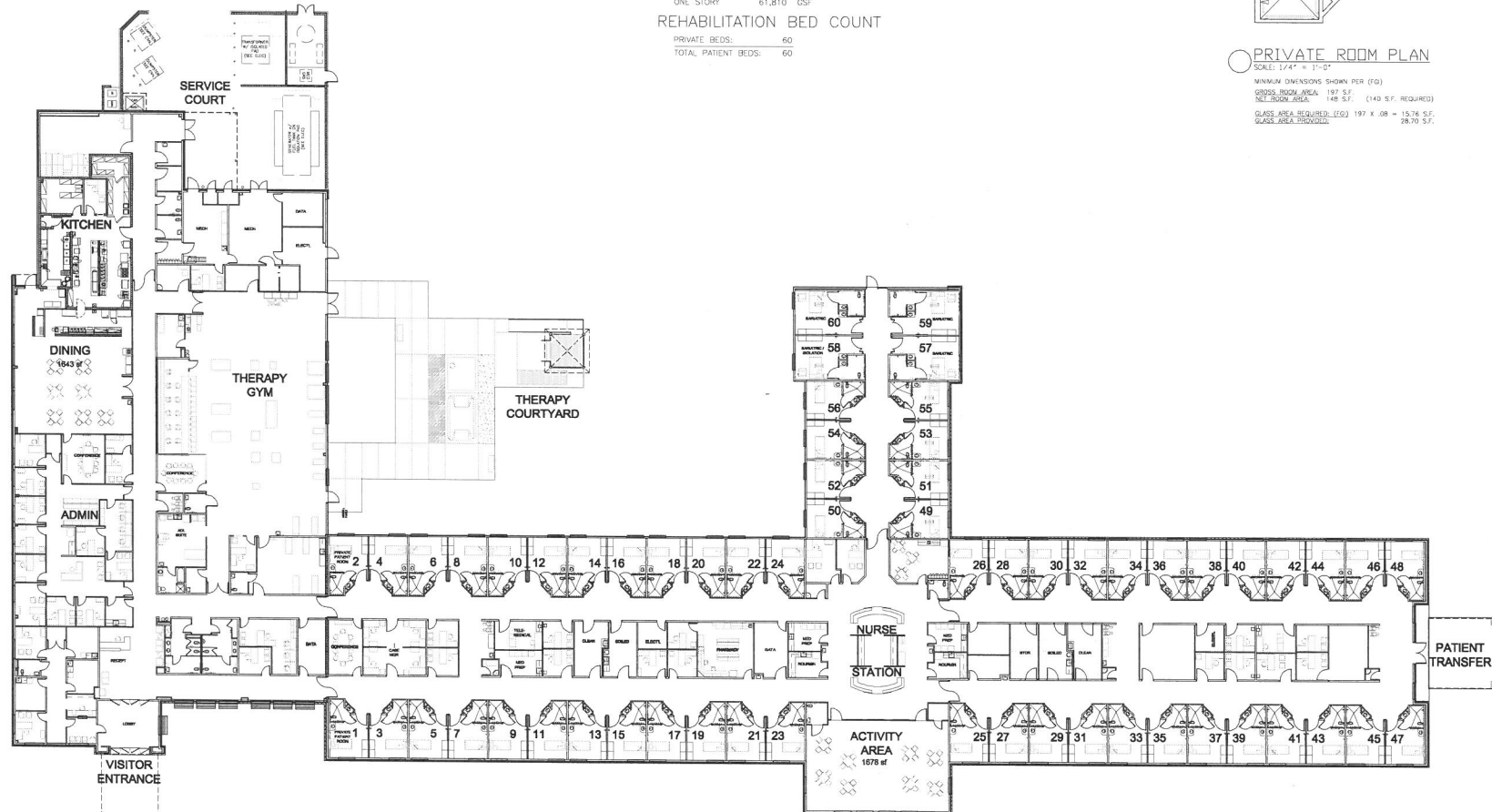
REHABILITATION BED COUNT

PRIVATE BEDS: 60
TOTAL PATIENT BEDS: 60



○ PRIVATE ROOM PLAN
SCALE: 1/4" = 1'-0"

MINIMUM DIMENSIONS SHOWN PER (FG)
GROSS ROOM AREA: 197 S.F.
NET ROOM AREA: 148 S.F. (140 S.F. REQUIRED)
GLASS AREA REQUIRED: (FG) 197 X .08 = 15.76 S.F.
GLASS AREA PROVIDED: 28.70 S.F.



○ FLOOR PLAN
SCALE: 1/16" = 1'-0"

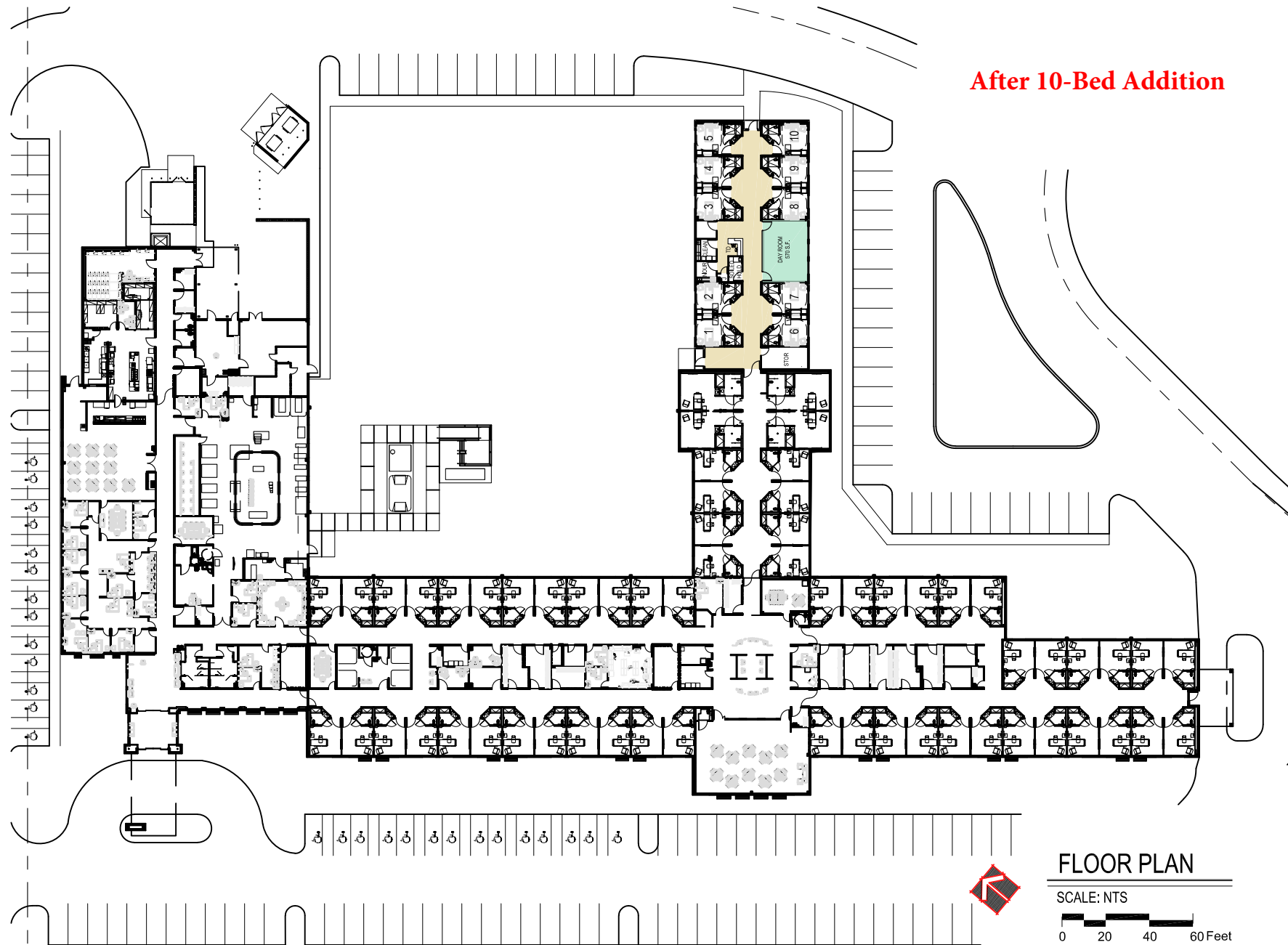
0 10' 20' 30'

FREDERICK & ASSOCIATES - ARCHITECTS
330 SOUTH PINEAPPLE AVENUE
SUITE 204
SARASOTA, FLORIDA 34238
PHONE: 941.552.2011
FAX: 941.552.3276

ENCOMPASS HEALTH REHABILITATION HOSPITAL OF MELFORD
MELFORD, MARYLAND
60 BED FACILITY

APRIL 11, 2018

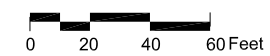
FUNCTIONAL
LAYOUT
A-0



After 10-Bed Addition

FLOOR PLAN

SCALE: NTS



FREDERICK & ASSOC. • ARCHITECTS
330 SOUTH PINEAPPLE AVE.
SUITE 204
SARASOTA, FLORIDA 34236
PHONE: 941.366.3231
FAX: 941.366.3245

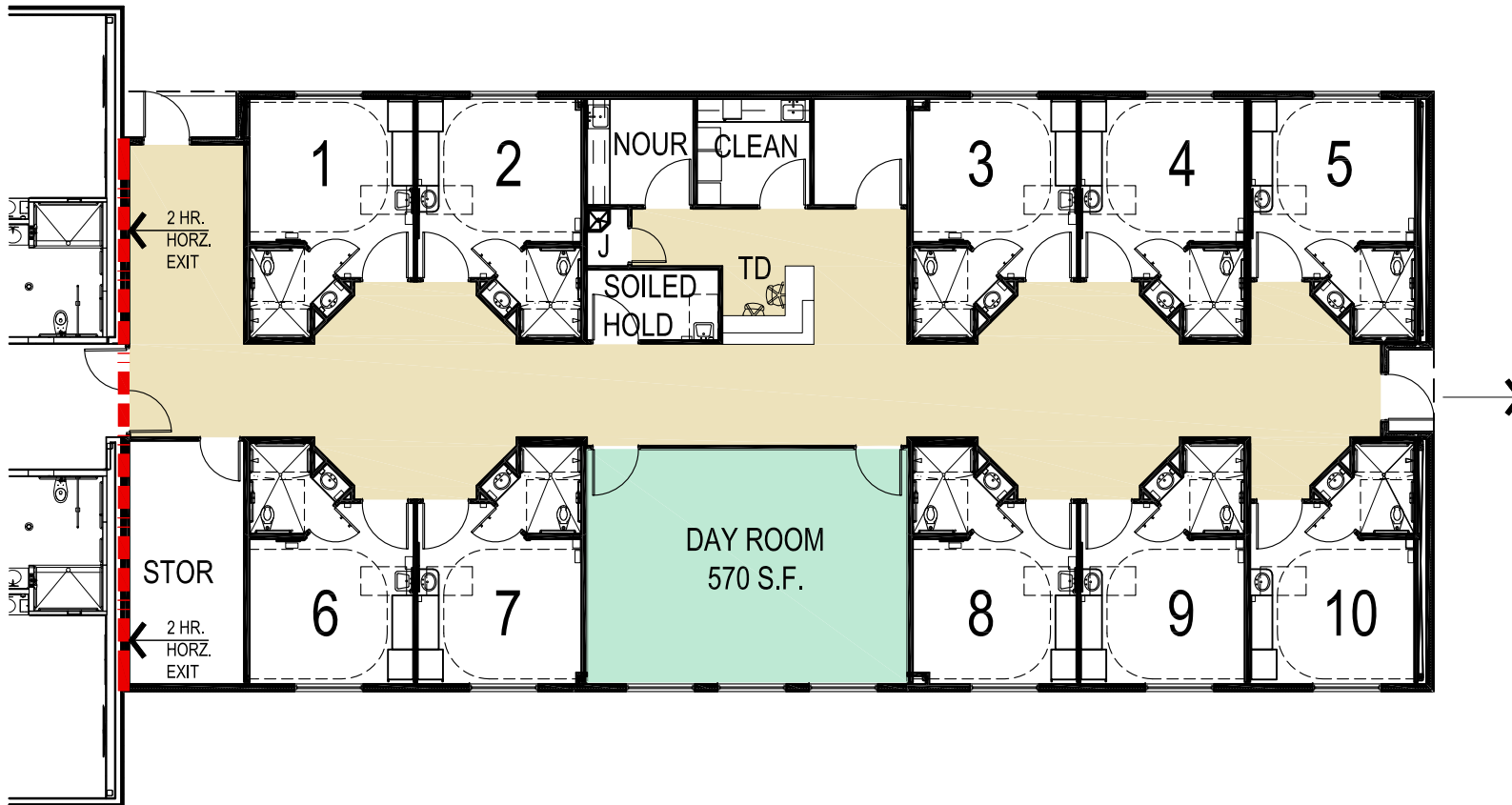


ENCOMPASS HEALTH
REHABILITATION FACILITY of
SOUTHERN MARYLAND

APRIL 25, 2022
TEST FIT

A2

10-Bed Addition Floor Plan



BUILDING DATA

60 BED INITIAL

59,575 sq. ft.

- 56 PRIVATE PATIENT ROOMS
- 4 BARIATRIC PATIENT ROOMS
- ACTIVITY AREA DESIGNED FOR 60 BEDS
- THERAPY GYM IS 3529 SF = 58 SF / 60 PATIENTS
- 143 TOTAL PARKING SPACES PROVIDED

70 BED CAPACITY

65,474 sq. ft.

- 66 PRIVATE PATIENT ROOMS
- 4 BARIATRIC PATIENT ROOMS
- ACTIVITY AREA DESIGNED FOR 70 BEDS
- THERAPY GYM IS 3529 SF = 50 SF / 70 PATIENTS
- 143 TOTAL PARKING SPACES PROVIDED



FLOOR PLAN

SCALE: 1 / 16" = 1'-0"



FREDERICK & ASSOC. • ARCHITECTS
330 SOUTH PINEAPPLE AVE.
SUITE 204
SARASOTA, FLORIDA 34236
PHONE: 941.366.3231
FAX: 941.366.3245



ENCOMPASS HEALTH
REHABILITATION FACILITY of
SOUTHERN MARYLAND

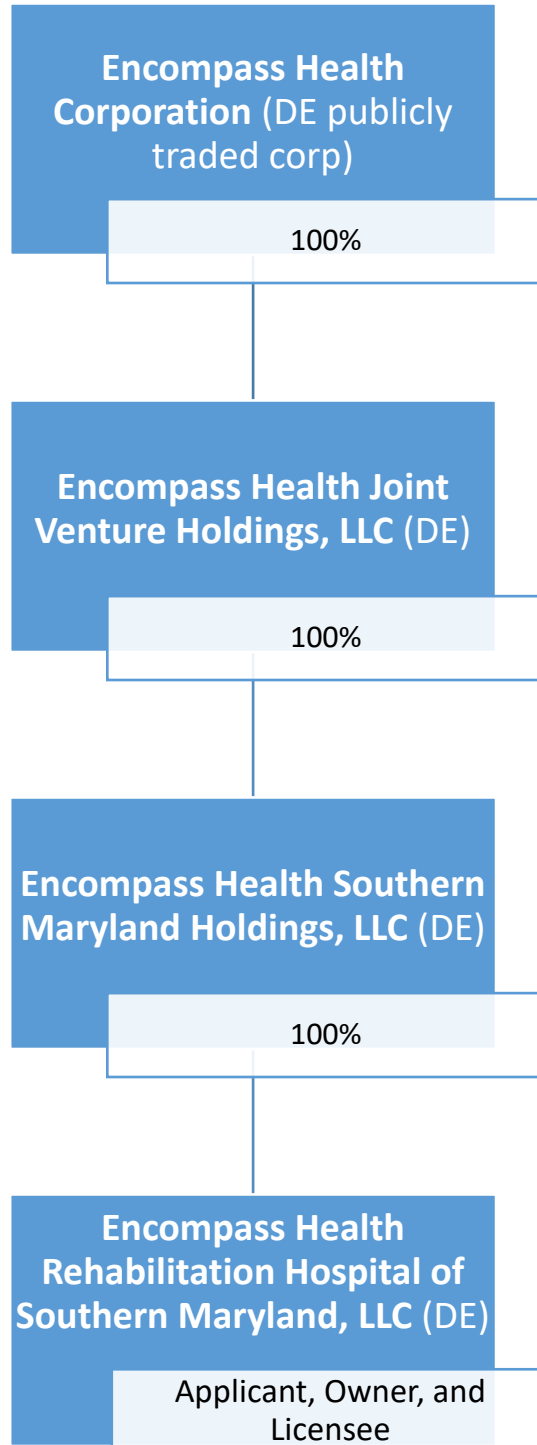
APRIL 25, 2022

TEST FIT

A1

EXHIBIT 3

Current Ownership Structure of Applicant
at time of Letter of Intent and Application



Intended Ownership of Applicant
at some time after Application
and prior to first use of proposed project

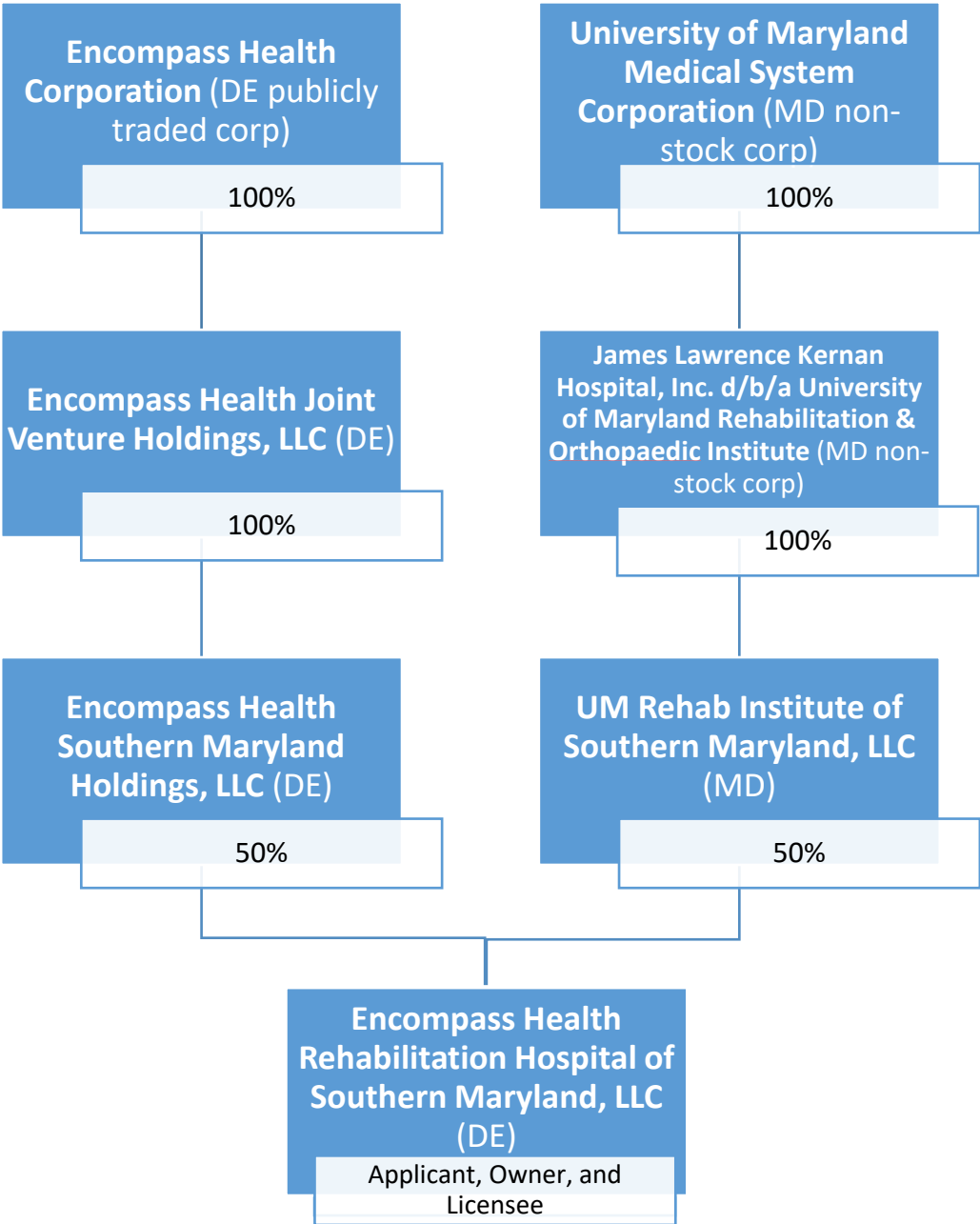


EXHIBIT 4

When Recorded Return To: M. Leeb
 First American Title Insurance Company
 National Commercial Services
 401 E. Pratt Street, Suite 323
 Baltimore, MD 21202
 File No: NCS 908411

PRINCE GEORGE'S COUNTY, MD

APPROVED BY: # 67DATE: 12-10-21\$ 34053.26 RECORDATION TAX PAID\$ 26677.29 TRANSFER TAX PAID

PART OF TAX ACCOUNT NOS.

07-4055380

07-4055398

SPECIAL WARRANTY DEED

This SPECIAL WARRANTY DEED (this "Deed") is dated as of the 27 day of August, 2021, from MSTC III HOLDINGS, LLC, a Maryland limited liability company ("Grantor") to ENCOMPASS HEALTH REHABILITATION HOSPITAL OF SOUTHERN MARYLAND, LLC, a Delaware limited liability company ("Grantee").

WITNESSETH, in consideration of the sum of Six Million One Hundred Ninety-One Thousand Two Hundred Thirty-Five and 10/100 Dollars (\$6,191,235.10), the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant and convey to the Grantee, its successors and assigns, in fee simple, all of Grantor's right, title and interest in and to the property located in Prince George's County, Maryland, as described more particularly as follows ("Land"):

BEING KNOWN AND DESIGNATED AS Lot 8 as shown on that certain plat entitled "Plat Two Lots 7 and 8 and Outparcel A, Pod 6 and Parcel C, Pod 7, Block I MELFORD PROPERTY" which is recorded among the Land Records of Prince George's County, Maryland (the "Land Records") in Plat Book M.E. 258, page 14.

BEING PART of the property conveyed to Grantor pursuant to the following instruments: Deed dated September 17, 2003 recorded among the Land Records in Liber 18344, folio 144 and Deed dated October 11, 2007 recorded among the Land Records in Liber 28796, folio 324.

TOGETHER with all improvements thereon, and the rights, alleys, ways, waters, easements, privileges, appurtenances and advantages belonging or appertaining thereto (collectively with the Land, the "Property").

TO HAVE AND TO HOLD the Property hereby conveyed unto the Grantee, its successors and assigns, in fee simple.

THIS DEED is made expressly subject to the conditions, restrictions, reservations, covenants, easements, rights of way and other matters of record affecting title to the Property conveyed hereby that are recorded among the Land Records, including, but not limited to, that certain Declaration of Covenants, Conditions and Restrictions by Grantor, Maryland Science and Technology Center II, LLC, and MSTC III A, LLC, each a Maryland limited liability company, recorded among the Land Records prior hereto but for which a recording reference is not available.

Grantor covenants that it will warrant specially the Property hereby granted, conveyed and assigned, against the claims of Grantor and all persons claiming by, through or under Grantor, but not otherwise, and Grantor will execute such further assurances as may be requisite.

182625264.3
 303863-000217

LR - Deed (w Taxes)
 Recording only \$120.00
 Name: ENCOMPASS HEALTH
 REHABILITATION
 HOSPITAL
 OF SOUTHERN
 MARYLAND LLC
 Deed (with Taxes)
 40.00
 Deed State
 Transfer Tax 30,956.18
 LR Tax - 1kd 0.00
 Total: 31,016.18
 12/11/2021 11:54
 33,072.63
 CC16-PP
 787715 CC0703 -
 Prince George's
 County/CC07.03.01 -
 Folio 01

By executing this Deed, Grantor certifies under penalties of perjury that Grantor is a "resident entity" as defined in the Code of Maryland Regulations (COMAR) 03.04.12.02B(11). Grantor is exempt from the tax withholding requirements of Section 10-912 of the Tax-General Article of the Annotated Code of Maryland

The Land is comprised of portions of the following: (a) Lots 5 and 6 as shown on that certain plat entitled "Lots 1 through 6, Block 6, University of Maryland Science and Technology Center City of Bowie" which is recorded among the Land Records in Plat Book P.M. 232, page 22 owned by Grantor, and (b) Parcel A as shown on that certain plat entitled "Plat 1 Lots 1 & 2 and Parcels A & B, Pod 7, Block I Melford Phase 2" which is recorded among the Land Records in Plat Book S.J.H. 241, page 72 owned by Maryland Science and Technology Center II, LLC. See also that certain Special Warranty Deed dated as of the date hereof to Grantee from Maryland Science and Technology Center II, LLC, a Maryland limited liability company, pursuant to which Maryland Science and Technology Center II, LLC conveys to Grantee its interest in the Property.

[remainder of page intentionally blank]

IN WITNESS WHEREOF the Grantor has executed this Deed.

WITNESS:

GRANTOR

MSTC III HOLDINGS, LLC

By: Edward St. John, LLC
Manager

Kelley Gallagher

By:

Edward St. John
Edward A. St. John
General Manager

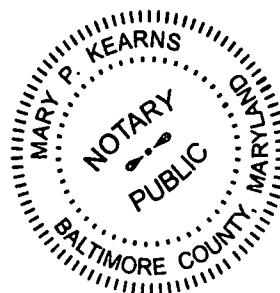
STATE OF MARYLAND
COUNTY OF BALTIMORE, TO WIT;

I HEREBY CERTIFY that on this 25TH day of August, 2021, before me, the subscriber, a Notary Public of the State of Maryland, and for the above County, personally appeared Edward A. St. John, who is the General Manager of Edward St. John, LLC, which is the Manager of MSTC III HOLDINGS, LLC, the within Grantor, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the foregoing instrument for the purposes therein contained on behalf of the Grantor.

IN WITNESS WHEREOF, I hereunto set my Hand and Notarial Seal.

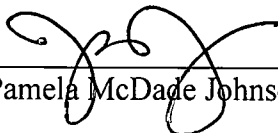
Mary P. Kearns
Notary Public

My Commission Expires: 10/9/22



Attorney Certification

The undersigned, an attorney duly admitted to practice before the Court of Appeals of Maryland, hereby certifies that this instrument has been prepared by or under the supervision of the undersigned.



Pamela McDade Johnson

EXHIBIT 5

ABRAHAM SIMS

Regional VP, Operations, Mid-Atlantic Region

936-521-9719

abraham.sims@encompasshealth.com

Encompass Health

SUMMARY OF QUALIFICATIONS

HEALTHCARE EXECUTIVE

Senior executive with operational experience in acute care, post-acute care, startup operations, and executive leadership. I have a consistent track record of growing business, developing profitable programs and strategies and building a customer focused culture.

I am a mission based, metric driven, results oriented leader. I'm futuristic in perspective and am driven by high achievement. My benchmark achievements include high customer satisfaction, improving clinical quality, profitable program development, and progressive staff management. Excel in strategic planning and building relationships of trust.

PROVEN AREAS OF EXPERTISE

MULTI SITE OPERATIONS & EXECUTIVE LEADERSHIP DEVELOPMENT

- Track record of sustained operational excellence
- Start-up operations
- Turn-around operations
- Multi-site Management
- Business and program development
- Mission-Based Management
- Metric Driven Management
- Exceptional physician relationships
- Process Engineering/Reengineering
- Organizational Development
- Performance Improvement
- Staff/physician Recruitment
- Team Building
- Process & Performance Improvement
- Patient Satisfaction
- IT Development and Implementation

PROFESSIONAL EXPERIENCE

Encompass Health North America Sept 2015 to present

Encompass Health is a leading provider of inpatient rehabilitation and home based care committed to delivering high quality, cost effective, integrated care across the post-acute continuum.

Regional President MidAtlantic Region Mar 2021 to Current

- Regional administrator for 15 hospitals in Pennsylvania, Virginia, West Virginia, Tennessee, and Maryland.

Regional VP, Operations Northeast & MidAtlantic Region Jan 2016 to Feb 2021

- Regional administrator for hospitals in Pennsylvania, Virginia, and Maryland.

Reliant Hospital Partners Multi-state org Aug 2008 to Aug 2015

Reliant Hospital Partners is an operator of multiple inpatient rehabilitation hospitals across 3 states. Reliant provides inpatient rehabilitation care, outpatient therapy, and skilled nursing care to a wide variety of patients.

Regional Chief Executive Officer Boston Area, Massachusetts Aug 2014 to Dec 2015
New England Rehabilitation Hospital

- Regional Administrator for 210 bed, 3 hospital system. Successful turnaround operations of hospital with long history of underperformance (5+ consecutive years with significant financial losses under multiple ownerships). Turn-around resulted in:
- Increased Net Rev by nearly 10% in first quarter of operations
- Decreased SWB by 20%
- ADC increased 35%
- Metrics performance: decreased LOS, CPPD, and HPPD while improving patient outcomes
- Outcomes improvements include increased FIM gain and discharge to community

VP, Operations South Texas Aug 2010 to Aug 2014

- Regional Administrator for hospital operations in South Texas including 60 IRF in North Houston, 60 bed IRF in North West Houston, and a 75 bed IRF/SNF in Round Rock, Texas.
- Provide management support to hospital CEO's at all Reliant locations.
- Provide leadership, strategic planning, and operational direction for all programs including Inpatient Rehabilitation, Outpatient Rehabilitation, and Skilled Nursing.
- Development of physician relations and recruitment of physicians.

Reliant North Houston in Shenandoah – Considered the “flagship” Reliant facility, Reliant North Houston is the rehab hospital provider of choice in Houston. Developed project from construction phase to opening.

- All key operational outcomes exceed national standards (d/c community, FIM gain, ALOS).
- Leading performer in hospital productivity and patient satisfaction and most other key operational indicators.

Reliant Northwest Houston – Facility opened for operations in 2011 one month ahead of schedule and nearly \$1.0 million under budget.

- Received a successful Joint Commission survey.
- Positive EBITDA achieved in 2nd month of operation.
- 2013 EBITDA more than double budgeted EBITDA.

Reliant Central Texas in Round Rock – Took over failing operation in 2010 after failed TJC survey and struggling financial performance.

- Responsible for turnaround of operations resulting in increased performance within 6 month time period.
- Increased EBITDA percentage from 3.1% to 10.4% in first 4 months of administration and successfully satisfied TJC findings.
- Increased SNF net revenue
- Increased hospital wide productivity by improving nursing and therapy productivity.

Chief Executive Officer

North Houston, Texas

Aug 2008 to Sept 2010

Reliant North Houston Hospital

- Opened and operated Reliant 3rd and most successful hospital start up.
- Hospital was profitable within the first full year of operations.
- Developed and leveraged physician/owner relationships to rapidly develop patient volume, high quality of care standards, and community standing.
- Facility quickly became the “flagship” Reliant hospital with operations supporting companywide success.

Mercy Hospital Logan County

Guthrie, Oklahoma

Sept 2005 to Aug 2008

Mercy Hospital Logan County (formerly Logan Medical Center) is an acute care hospital serving Guthrie, OK and Logan County as well as providing multiple specialty physician clinics in the community.

Chief Operating Officer

Guthrie, Oklahoma

Oct 2006 to Aug 2008

Administrator for departments of rehabilitation, radiology, laboratory, pharmacy, home health, sleep lab, dietary and nutrition, cardiopulmonary services, housekeeping, plant operations, and operations improvement. Productive relationships include the hospital leadership staff, hospital board, physicians, and community and civic leadership groups.

- Development projects included construction of 7 provider clinic and a 3500 square foot office building, full time MRI, nuclear medicine, pulmonary function testing, asthma education, and better breathers club.
- Proposal, purchase, and implementation of 16 slice CT scanner, PAC's system, and a chemistry and immunology analyzer adding more than 30 additional lab tests. Expanding nuclear medicine and MRI from one day per week to full time coverage.
- Expanded clinical services to include consistent inpatient rehab therapy, pulmonary rehabilitation, spine therapy, hand therapy, sports medicine, and therapist driven protocols.
- Created successful strategy to increase swing bed LOS by 49.9% and a 44% increase in inpatient gross revenue. Other successes include increased volumes in key ancillary areas such as CT scans (67%), sleep studies (65%), lab tests (38%), rehab visits (22%), and total outpatient registrations (10%).

- Leader of physician clinic development project. Directly responsible for all completed stages including concept development, successful board presentation, land location, negotiation and purchase of land.
- Developed strong patient focused culture among departments of responsibility resulting in increased physician satisfaction.
- Oversaw the development of a performance improvement department which transformed hospital quality and management accountability. Key developments included a web based hospital wide balanced scorecard and a redesign of hospital committee structure to include increased focus on hospital wide performance improvement.
- Implemented process improvements throughout clinical areas resulting in patient satisfaction scores consistently above the 90th percentile.
- Developed new marketing strategies for sleep lab, rehab, and cardiopulmonary services.
- Developed a hospital employee wellness program that includes an employee HSA and rewards program.

Director of Rehabilitation Services Guthrie, Oklahoma Sept 2005 to Oct 2006

- Turned around of a rehabilitation department. More than doubled gross revenue in first year of management. Results included increased productivity, revitalization and restructuring of staffing, new program development, increased market share, improvement of physician and patient satisfaction, and increased efficiency.
- Managed design and construction of a new \$1 million rehabilitation facility.
- Developed a joint ventured sports medicine program and joint replacement program with an orthopedic surgery practice.
- Designed and implemented rehabilitation programs including joint replacement, pulmonary rehab, sports medicine, and geriatric community exercise.
- Improved clinical quality by implementing outcome measurement (FOTO), peer review of clinical documentation, staff in-services, and restructuring staffing.
- Redesigned departmental operations by rewriting all policies and procedures, eliminating inefficient processes, developing new documentation, and introducing IT solutions.
- Streamlined front office procedures and implemented new registration process and computerized scheduling to increase patient flow efficiency.
- Developed department marketing program to increase community and customer awareness of rehab department services. Program was later adapted as a hospital wide marketing program.
- Critical hospital wide roles include development of employee wellness program, committee on review of management contracts, performance improvement committee, medical records committee, and special care committee for clinical quality.

Solara Hospital Shawnee, Oklahoma Jan 2005 to Sept 2005

Solara Hospital was an operator of long term acute care hospital located in Shawnee, OK. Solara Shawnee was the first of several LTAC hospital opened and operated by Solara Healthcare across multiple sites in southwest region of the US prior to being purchased by Cornerstone Healthcare Group.

Director of Rehabilitation Services

- Key member of small team developing a start up LTAC hospital and rehabilitation department. Assisted in departmental and hospital development, including policies and

procedures, inventory development, department and hospital quality improvement, customer satisfaction, and support of administration goals and objectives.

EDUCATION

Master of Health Administration and Policy - University of Oklahoma 2006

Bachelor of Science Occupational Therapy – University of Oklahoma 2000

PROFESSIONAL ACTIVITIES

Fellow Designate of the American College of Healthcare Executives - FACHE

Massachusetts Hospital Association current Member

Massachusetts Hospital Association Post-Acute Care Council current Member

Texas Hospital Association – formerly Member

AMPRA - formerly Member

Sooner Healthcare Executives - formerly Member

COMMUNITY ACTIVITIES

Rotary Club of The Woodlands – formerly Member

Rotary Club of Guthrie – formerly member and past President 2008

YMCA Logan County Council Member

LMC Free Community Health Fair - Primary Organizer

Crossings Community Church, YMCA, and PCAA Youth sports- volunteer coach

EXHIBIT 6

Cynthia Kelleher, MBA, MPH

Cynthia Kelleher has served as President & CEO of the University Of Maryland Rehabilitation & Orthopaedic Institute since 2013. In her current role Cynthia is responsible for the operation of Maryland's leading rehabilitation hospital, as well as a robust network of outpatient rehabilitation centers throughout the state of Maryland. Cynthia serves as the Executive Sponsor for the University of Maryland Rehabilitation Network, which includes more than twenty outpatient sites across all thirteen University of Maryland Medical System hospitals. She also leads the University of Maryland Medical System's post-acute care efforts.

Cynthia earned her Master of Public Health from Johns Hopkins University and her Master of Business Administration from University of Baltimore. With more than thirty years of healthcare experience, Cynthia has applied her knowledge of patient safety and quality, clinical program development, financial management, and community engagement, to help make the University of Maryland Rehabilitation & Orthopaedic Institute the state's premier destination for rehabilitative care.

Cynthia also brings a complete knowledge of market analysis, bed need methodology, state regulation requirements, and the certificate of need process, as well as health sector reform, and health promotion.

Prior to joining the University of Maryland Medical System, Cynthia worked as a Research Public Health Analyst II for RTI International in Washington, DC. At RTI International, she directed extensive policy research and interviews, conducted environmental scans, and led technical expert panels to address critical health problems with science-based solutions.

Cynthia serves on the American Hospital Association's national workgroup: Hospitals Against Violence and the Maryland Hospital Association's planning committee for the Post-Acute Care Symposium.

Cynthia served as a speaker for the State of Reform – Topic: How to Support and Improve Maryland's Long-Term Care System.

EXHIBIT 7



Encompass Health

Financial Assistance Policy

Street, MD zip

xxx-xxx-xxxx

www.encompasshealthlocations.com/

PURPOSE

This policy outlines the circumstances under which the hospital will provide free or discounted emergency or other medically necessary care to eligible patients who are unable to pay for their care, as determined by the hospital in accordance with the eligibility criteria and other terms specified in this policy. Patients are expected to cooperate with the hospital's procedures for obtaining Financial Assistance, securing insurance or other forms of payment, and contributing to the cost of their care based on their ability to pay.

SCOPE

This policy applies to emergency or medically necessary care provided by the hospital. This policy does not apply to care delivered by physicians or other healthcare providers who bill "privately." See Attachment A for additional information about physicians and other healthcare providers providing care within the hospital.

This policy does not apply to care that is not emergency or medically necessary care, including elective services or items that are solely for the comfort or convenience of a patient.

Financial Assistance does not apply to amounts that are covered by insurance, governmental programs or other funding sources (which may include, but are not limited to, workers' compensation, automobile or other liability insurance, crime victims' compensation funds, and litigation recoveries). To be eligible for Financial Assistance, a patient is expected to apply for and comply with all processes related to seeking assistance from other insurers and/or third-party sources of payment (including all applicable governmental programs) as requested by hospital staff. Patients who are noncompliant or uncooperative in attempting to obtain insurance coverage, qualification under governmental programs, or payment from third-party sources will not be eligible for Financial Assistance.

A patient will be ineligible for Financial Assistance if the patient, or his or her representative, provides false information or falsified documentation of household size, income, assets, or other pertinent information.

DEFINITIONS

Covered Services – emergency or medically necessary care provided by the hospital. Covered Services do not include services that are not emergency or medically necessary care, or care that is provided by physicians or other healthcare providers who bill "privately."

Emergency or medically necessary care – services that are necessary and appropriate to sustain life or to prevent serious deterioration in the health of the patient from injury or disease. Medically necessary will be determined by the treating physician.

Family – includes spouse/domestic partner, children, and any other persons treated as “dependents” for federal income tax purposes.

Financial Assistance – reduction of an eligible patient’s account balance for Covered Services under the terms of this policy.

Patient – the individual receiving medical treatment and/or, in the case of an unemancipated minor or other dependent, the parent, legal guardian or other person (guarantor) who is financially responsible for the patient.

Uninsured – a patient who does not have health insurance coverage, is unable to obtain affordable coverage, and is ineligible for government healthcare programs or other third-party payment sources.

Underinsured – a patient who is not uninsured, but whose out-of-pocket medical expenses exceed his or her financial ability to pay.

POLICY

Subject to the terms of this policy, Financial Assistance is provided to eligible patients who are uninsured or underinsured. Eligibility for Financial Assistance, and the amount of Financial Assistance that will be provided, are based on an individualized assessment by the hospital of a patient’s financial need, generally determined by measuring the patient’s gross family income against the Federal Poverty Guidelines, provided that the patient does not have other financial resources that could be used to pay for his or her care. The Financial Assistance Discount Guidelines are adjusted annually to reflect changes in the Federal Poverty Guidelines.

A patient determined to be eligible for Financial Assistance will not be billed more than the amount generally billed for emergency or other medically necessary care by hospital to individuals who have insurance covering such care. If a patient is underinsured and is determined to be eligible for Financial Assistance, discounts will only apply to the balance due from the patient after insurance payments and other third-party payment sources have been applied to the account.

See Attachment B for additional information regarding criteria for eligibility and the “amount generally billed” limitation.

For purposes of this policy, “income” includes, but is not limited to, revenue from the following sources (before taxes):

- Wages
- Tips
- Payments from Social Security
- Retirement benefit payments
- Unemployment compensation
- Worker’s compensation
- Veterans’ benefits

- Public assistance
- Alimony
- Child support
- Pensions
- Regular insurance or annuity payments
- Investment income

For purposes of this policy, “other financial resources” includes, but is not limited to the following:

- Savings
- Checking account
- Medical savings account, healthcare savings account and/or flexible spending account
- Trust fund
- Retirement accounts
- Investment assets
- Other liquid assets
- Equity value of real estate, other than the patient’s primary residence
- Benefits from charity organizations
- Pending litigation

PROCEDURES

Hospital will provide a financial assistance probable eligibility determination to the patient within two business days from receipt of the initial financial assistance application. At a minimum, patient must initially provide information about family size and income in order for hospital to make a determination of probable eligibility. Hospital will notify applicant in writing of the decision along with a request for additional documentation needed to make final determination of eligibility. Final determination will be made and communicated to the patient based on receipt and review of completed Financial Assistance application. A complete Financial Assistance Application is inclusive of, but not limited to, disclosure of household size, employment information, income, assets and other resources, outstanding financial obligations, and supporting documents (such as recent tax returns, bank statements and pay stubs), as detailed in the Financial Assistance Application and the associated instructions. Undocumented residents (non-U.S. citizens living as residents in the U.S.) and patients who are without a home address may apply for Financial Assistance. Failure to provide the required information and documentation in a timely manner may result in ineligibility for Financial Assistance.

Complete Financial Assistance Applications should be submitted to the hospital. A hospital representative will review the application for completeness. Financial Assistance determinations must be approved by the Facility Controller, and in certain circumstances, by the hospital CEO.

Copies of this policy, a plain language summary of this policy, the Financial Assistance Application, and the associated instructions are available free of charge upon request by writing to the address above. These can be found in the admitting/registration areas of the hospital. The documents may also be downloaded at hospital’s website.

All patient billing statements contain information about the availability of financial assistance and provide a telephone number where they may receive more information, as well as web site address where Financial Assistance Policy, application and plain language summary may be found.

All patients will be offered a plain language summary of the Financial Assistance Policy during discharge or intake.

Annually, hospital will review and disseminate the availability of financial assistance in patient access sites and other places within the community served by the hospital.

Further information about this Financial Assistance Policy and assistance with the application process are available by calling xxx-xxx-xxxx, or in person during normal business hours or by appointment from a hospital finance representative.

When a patient does not qualify for Financial Assistance under this policy but has special circumstances, other discounts may be available that are not part of this Financial Assistance policy. In these situations, hospital staff will review all available information (including documentation of income, liquid and illiquid assets, and other resources, amount of outstanding medical bills and other financial obligations) and make a case-by-case determination of the patient's eligibility for other potential discounts.

Once a patient has been discharged and the patient's balance due has been determined, the Billing Office will mail the patient monthly account statements and make phone calls in an attempt to collect the outstanding balance. If no payment has been received for 120 days, the account may be sent to a third-party collection agency.

The hospital, and any third-parties acting on its behalf, does not engage in extraordinary collection actions such as lawsuits, liens, foreclosures, wage garnishment or reporting adverse information to credit agencies.

For additional information, please see the Billing and Collections Policy, which may be downloaded from hospital website. Copies are also available upon request, free of charge, by mail and in admitting/registration areas of the Hospital.

NONDISCRIMINATION & EMERGENCY MEDICAL CARE

Hospital does not have a dedicated emergency department. The hospital will appraise emergencies, provide initial treatment, and refer or transfer an individual to another hospital/facility, when appropriate, without discrimination and without regard to whether the individual is eligible for Financial Assistance. Hospital will not engage in actions that discourage individuals from seeking emergency medical care, such as demanding that an individual pay before receiving initial treatment for emergency medical conditions or permitting debt collection activities that interfere with hospital's appraisal and provision, without discrimination, of such initial treatment.



Physician/Provider Listing

Attachment A

Services may be provided in Encompass Health Rehabilitation Hospital of [] by the hospital as well as by other health care practitioners, who may or may not participate with the same health insurers or health maintenance organizations (HMOs) as Encompass Health Rehabilitation Hospital of [] and who may bill you separately. These providers are encouraged, but not required, to follow the financial assistance policy of Encompass Health Rehabilitation Hospital of []. You should contact the health care practitioner who will provide services to you to determine which health insurers and HMOs the practitioner participates in as a network provider or preferred provider. Contact information for practitioners who may provide services to you during your stay at Encompass Health Rehabilitation Hospital of [] is provided below.

You may request from Encompass Health Rehabilitation Hospital of [] and other health care providers a personalized estimate of reasonably anticipated charges for the treatment of your specific condition.

This listing is updated quarterly and additional providers or physicians may be added and/or presented under an alternate name that may be different from what is listed below. Please call us directly at xxx-xxx- and ask to speak with [], so that we can assist you with the most current and accurate information.

[illegible]

Attachment B - 2022 Financial Assistance Discount Guidelines

2022 Poverty Guidelines for the 48 Contiguous States and District of Columbia				
Persons in family unit	Annual Income	200%	300%	400%
1	\$13,590	\$27,180	\$40,770	\$54,360
2	\$18,310	\$36,620	\$54,930	\$73,240
3	\$23,030	\$46,060	\$69,090	\$92,120
4	\$27,750	\$55,500	\$83,250	\$111,000
5	\$32,470	\$64,940	\$97,410	\$129,880
6	\$37,190	\$74,380	\$111,570	\$148,760
7	\$41,910	\$83,820	\$125,730	\$167,640
8	\$46,630	\$93,260	\$139,890	\$186,520

For Family units with more than 8 persons, add \$4,540 for each additional person

Discount guidelines will apply to patients who qualify for these services.

Income Level	Reduction of Total Charges
0-200% FPL	100%
201-300% FPL	75%
301-400% FPL	50%

Amounts charged to a patient eligible for Financial Assistance under this policy will be based on the applicable discount stated in the table above multiplied by the gross charges otherwise billable to the patient, subject to the "AGB" limitation described below.

In accordance with Internal Revenue Code section 501(r), a patient eligible for Financial Assistance under this policy will not be charged more than the amount generally billed to individuals who have insurance covering such care ("AGB").

Facility has initially elected to calculate AGB under the "prospective Medicare method" described in applicable Treasury Regulations, using the billing and coding process the Facility would use if the individual were a Medicare fee-for-service beneficiary and setting AGB for the care at the amount the Facility determines would be the total amount Medicare would allow for the care (including both the amounts that would be reimbursed by Medicare and the amount the beneficiary would be personally responsible for paying in the form of co-payments, co-insurance, and deductibles).

EXHIBIT 8

LETTERS OF SUPPORT

<u>Name</u>	<u>Title</u>	<u>Organization</u>
Tim Adams	Mayor	City of Bowie
Alexis Allen-Shorter	Director, Business Development, Health & Life Sciences	Prince George's County Economic Development Corporation
Dr. Arminta Breau	President	Bowie State University
David Iannucci	President & CEO	Prince George's County Economic Development Corporation
Dr. Renwu Chen	Medical Director, Stroke Program	University of Maryland Capital Region Medical Center
Lyn Clark, RN	Interim Director, Case Management	University of Maryland Capital Region Medical Center
Dr. Trudy Hall	Vice President, Deputy Chief Medical Officer	University of Maryland Capital Region Medical Center
Cynthia Kelleher	President & CEO	University of Maryland Rehabilitation & Orthopaedic Institute
April Miskell, RN	Stroke Program Coordinator	University of Maryland Capital Region Medical Center
Dr. Paul Newman	Faculty	University of Maryland Capital Region (Dept. of Family Medicine) / Newman Medical Group
Dr. C. Obi Onyewu	Medical Director	Choice Pain & Rehabilitation Centers
Dr. Kesha Perkins Brown	Medical Director, Dept. of Physical Medicine and Rehabilitation	University of Maryland Capital Region Medical Center
Dr. Jared Reaves	Medical Director	NeuroRestorative
Nathaniel Richardson	President & CEO	University of Maryland Capital Region Medical Center
Dr. Patricia Scripko	Neurologist / Bioethicist	University of Maryland Capital Region Medical Center
Dr. Mohan Suntha	President & CEO	University of Maryland Medical System
Angela Alsobrooks	County Executive	Prince George's County
Todd Turner	Council Member, District 4	Prince George's County Council
Geraldine Valentino-Smith	Delegate, District 23A	Maryland House of Delegates
Ron Watson	Senator	Senate of Maryland



City of Bowie

15901 Fred Robinson Way
Bowie, Maryland 20716

May 10, 2022

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC -
Additional 10 Beds

Dear Ms. Hawk:

As leaders and residents in the City of Bowie, Maryland, we are proud and honored to serve as the current City Council. We have been involved in our local and statewide efforts to continuously provide educational opportunities, advancing technology, and positively transforming the impact of serving others to promote their quality of life, health and well-being. As our city continues to grow and prosper we have a responsibility to keep pace with supporting our businesses, particularly in the healthcare industry.

The City of Bowie supported the initial Certificate of Need application to build the 60-bed Encompass Rehabilitation Hospital of Southern Maryland, LLC within our city. We look forward to its opening in 2023 as it will provide acute, comprehensive inpatient rehabilitation for those in need after suffering from a stroke, brain injury, major trauma and other conditions for our residents and others the surrounding communities. This service doesn't currently exist and as a result our residents are having to go outside of the County or the State for such advanced rehabilitation, or worse, not get the care they need at all. Clearly they prefer to be close to their home and family to achieve the maximum benefit and quality of life from intense rehabilitation. By adding 10 more beds to their hospital it will help prepare for the future growth of our elderly population, those who are in most need of rehabilitation.

We are in favor of your approval of this Certificate of Need to Encompass Health Rehabilitation Hospital of Southern Maryland to add ten more beds to its overall capacity. It will certainly prepare us better for the future in Prince George's County. Thank you very much for your consideration.

Sincerely,

Bowie City Council
Timothy J. Adams
Mayor

May 4, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing this letter of support for the above CON application to add 10 more beds to the Encompass Health Rehabilitation Hospital's 60-bed facility currently under construction and projected to be open in June, 2023. I am currently the Director of Business Development Health & Life Sciences for the Prince George's County Economic Development Corporation. Simultaneously, I am a proud native of Prince George's County and "The Patient's Advocate". I assist in the development of business opportunities in the health and life science industry while also assisting families, hand in hand, with support and insight while making tough healthcare decisions for their loved ones.

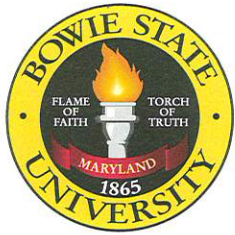
As a resident and professional in the Prince George's County community I couldn't be more excited about the new comprehensive inpatient rehabilitation hospital coming on board in 2023. This service is so very badly needed for so many patients/residents in our county, as currently it doesn't exist at all. I know full well the challenges of providing a safe and appropriate plan of care for those needing the advances in post-acute medical and nursing care along with physical, occupational, and speech therapy as they recover from a devastating event such as a stroke, trauma, or brain injury among a host of other conditions. As a patient advocate working with patients and families who desperately want to remain close to home, the challenge is real and often disappointing when the family has to make a decision to travel far away or go without the needed rehabilitation to return to their normal activities of daily living.

This new hospital soon to open will provide tremendous relief and options for those who will benefit from comprehensive inpatient rehabilitative care. Quite frankly however, 60 beds is not enough given my experience and understanding of the need for such services in Prince George's County. By moving the ten temporarily delicensed beds in the University of Maryland Capital Region Health System to the new Encompass Rehabilitation Hospital in Bowie will allow for the continued growth and need for these services in the future. Please consider approving this important CON application for 10 additional beds at Encompass Health Rehabilitation Hospital of Southern Maryland.

Sincerely yours,



Alexis Allen-Shorter, MBA
Director of Business Development, Health & Life Sciences



Aminta H. Breaux, Ph.D.

President

Henry Administration Bldg., Ste. 2000
14000 Jericho Park Rd.
Bowie, MD 20715
P 301-860-3555
F 301-860-3510
E president@bowiestate.edu
bowiestate.edu

April 28, 2022

**RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC
- Additional 10 Beds**

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms. Hawk:

I am writing to express my support for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC's Certificate of Need application to build an additional 10 beds to their comprehensive inpatient rehabilitation hospital currently under construction in Bowie, Maryland. In my role as the President of Bowie State University, I strive to have a positive impact on the campus and our community and committed to ensuring that every student develops an entrepreneurial mindset to achieve success in the rapidly changing workplace and communities.

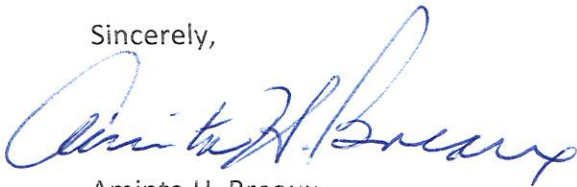
I am excited that Bowie, Maryland will be home to the new comprehensive inpatient rehabilitation hospital in the very near future. As a resident in Prince George's County, meeting the health care needs of all our citizens is vitally important to the long term wellbeing of our communities to remain vibrant and successful in every way. As a steward of continuous learning and higher education, we are dedicated to promoting and providing quality opportunities for all of our students as they pursue their chosen academic dreams.

For our students who have chosen nursing, social work, psychology, and other professional studies, we are engaged with many community partners who share common goals for the future of their work force. For example, all our nursing students must complete clinical practical experiences as part of their formal training, and placements in inpatient rehabilitation settings are in short supply in our area. Therefore, our academic programs will benefit from a free-standing inpatient rehabilitation hospital in Prince George's County. Such a facility will also provide career opportunities for our graduates in this specialized area of practice. Finally, our academic programs frequently draw upon the knowledge of practicing professionals to teach as adjunct faculty in our academic programs, which provides our students with a rich educational experience and clinicians with the opportunity to stay current in their practice. Again, the close proximity of a full-service inpatient rehabilitation facility to our academic programs will add

access to education and practical training that we do not currently have available. Encompass inpatient rehabilitation hospitals are known to provide a high quality and intensive learning experience that is an excellent opportunity for students.

For these reasons, I hope you will seriously consider the granting of a Certificate of Need to Encompass to add 10 additional beds to their soon-to-open 60-bed Inpatient Rehabilitation Hospital in the Bowie, Maryland. It will be a welcome addition to the practical clinical preparation of Bowie State University nursing students and others, an opportunity for collaboration between our faculty and staff, career opportunities for graduates from our programs, and would provide a much needed service to patients in our area who will benefit from comprehensive inpatient rehabilitative care. Thank you very much for your consideration.

Sincerely,

A handwritten signature in blue ink, appearing to read "Aminta H. Breaux". The signature is fluid and cursive, with a large initial "A" and a long, sweeping underline.

Aminta H. Breaux

May 4, 2022

Wynee Hawk, RN, JD
Chief - Certificate of Need
Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, Maryland 21215

**RE: CON application for Encompass Health Rehabilitation
Hospital of Southern Maryland, LLC**

Dear Ms. Hawk:

The Prince George's County Economic Development Corporation (EDC) has been supporting Encompass Health throughout their journey to build an acute comprehensive rehabilitation hospital in Bowie, Maryland. We are pleased to see this new, important, and valuable service added to the healthcare landscape in Prince George's County.

The Prince George's County Economic Development Corporation is committed to continuous quality growth in both existing and future businesses, especially those such as this rehabilitation hospital that will genuinely benefit and impact the health of our citizens. We look into the future to analyze, predict, and plan for all the needs in our County and certainly support the addition of 10 more rehabilitation beds to their hospital. Preparing for overall population growth, and most importantly that of the elderly, is paramount in anticipating the needs of our residents. These additional beds will not only serve those who will benefit directly from this service but will add incremental job opportunities, educational opportunities, and tax revenue into our community.

On behalf of the Prince George's County Economic Development Corporation, we urge approval of the Certificate of Need to Encompass Health to build 10 additional beds in their soon-to-open comprehensive inpatient rehabilitation hospital in Bowie, Maryland.

Thank you for your consideration of this request.

Sincerely,



David Iannucci
President & Chief Executive Officer

May 4, 2022

**RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC -
Additional 10 Beds**

Wynnee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing to express my support for Encompass Health Rehabilitation Hospital of Southern Maryland LLC's Certificate of Need application to build ten additional beds to its comprehensive inpatient rehabilitation hospital in Bowie, Maryland scheduled to open in 2023. In my role as the Medical Director for the Stroke Center at UM Capital Region Medical Center, I am responsible for the delivery of stroke care at my hospital and developing treatment protocols, management standards and expectations for stroke care. Inpatient hospital rehabilitation plays a vital part in the recovery phase of our stroke patients.

Many of our stroke patients require advanced rehabilitative care and many have expressed to me that their choices are so limited and virtually nonexistent in the Prince George's County area. Despite the hard work of our diligent case management team, patient discharges have been delayed often for several days due to lack of available and appropriate post-acute inpatient rehab resources. As a result, patients end up receiving care in other settings such as a SNF which does not provide the same level of intensive rehabilitation or go without rehab care altogether. I completely understand why patients and their families would not want to go out of the county or even out of the state to receive inpatient rehabilitation.

I am a strong advocate for stroke patients getting inpatient rehabilitative care close to home. It is well known that patient's outcomes are better when they receive care close to home because it is easier for their families to support them. Prince George's County residents deserve all of the clinical resources necessary to meet their healthcare needs now and in the future. It is critically important we plan for our future growth and that of the general population so adding ten more beds to the soon to open new rehab hospital only makes sense.

I sincerely hope you will strongly consider the granting of a Certificate of Need to Encompass Health Rehabilitation Hospital of Southern Maryland, LLC in Prince George's County to build these additional 10 beds. It would provide a much needed service to patients like those I see in my facility, as well as, to the larger community, as there are so many unmet needs throughout the area. Thank you for your consideration.

Respectfully yours,

A handwritten signature in black ink, appearing to read 'Renwu Chen', with a long horizontal stroke extending to the right.

Renwu Chen, M.D., Ph.D., M.Sc.

Board Certified Neurologist

Medical Director

Stroke Program

University of Maryland Capital Region Medical Center

May 3, 2022

**RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC
- Additional 10 Beds**

Wynne Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing to express my support for approving the Encompass Health Rehabilitation Hospital of Southern Maryland, LLC's Certificate of Need application to build ten additional beds to the soon-to-open acute comprehensive inpatient rehabilitation hospital in Bowie, MD. As the Interim Director of Case Management, I have responsibility and oversight of discharge planning at University of Maryland Capital Region Medical Center in Largo.

As the largest hospital in Prince George's County, we receive patients from all of Southern Maryland, many of whom have significant disease processes or emergent catastrophic health care events. With the closure of University of Maryland Laurel Regional Medical Center's inpatient rehabilitation unit in approximately 2018, then the closure of the 10 bed rehab unit at UM Prince George's Hospital Center last year, has left the community without this critical resource to serve our post-acute care patients needing comprehensive rehabilitation. This has a two-fold impact in the overall discharge planning processes our case managers' deal with daily.

First, there are many patients who would benefit from intensive rehabilitation sooner in the healthcare continuum and in a facility dedicated to the medical complexity of patients who are not appropriate a skilled nursing facility or home health. While the case managers are researching available rehabilitation beds within the market, clearly there are none currently.

The care of these patients who need this level of care would be outside of the Largo community and only offered in Washington DC or in Baltimore, and they more often than not decline this option, if the patient is accepted then the families are challenged to travel to see their loved ones. The decision-making process alone is complicated for our patients and their families, which causes a delay of one or several days, which created longer lengths of stay.

Secondly, the patients waiting for an available post-acute care bed are occupying an acute-care bed that other acute-care patients need, such as those waiting in the emergency room or those


coming out of surgery. This bottle neck is challenging and frustrating for the staff and uncomfortable, stressful and inconvenient for the patients and families

We have many patients who are post cardiac or neurological intervention who have the ability to participate in the intensive physical, occupational and speech therapies allowing them to maximize their recovery.

We care for a very high volume of stroke patients on an annual basis, as well as patients that have suffered traumatic injuries, hip fractures, spinal cord injuries and so many other conditions that qualify and patients would benefit from the intensity inpatient rehabilitation has to offer. The 60-bed comprehensive inpatient rehabilitation hospital opening in 2023 will not provide enough beds given the volume of patients we are caring for that meet the criteria and will greatly benefit from this service.

I sincerely request the Commission to approve the ten additional beds for Encompass Health Rehabilitation Hospital of Southern Maryland to help minimize this care concern.

Thank you.

A handwritten signature in blue ink, appearing to read 'Lyn Clark', with a long horizontal flourish extending to the right.

Lyn Clark, MHA, BSN, RN
Interim Director Case Management

May 4, 2022

**RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC -
Additional 10 Beds**

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I write this letter of support today for the approval of the CON application for Encompass Rehabilitation Hospital of Southern Maryland, LLC to build ten additional beds to their new hospital, currently under construction, in Bowie, Maryland. I am expressing my endorsement and support from multiple perspectives, none more important than the one that will provide the residents in Prince George's County tremendous benefit and access to critically important comprehensive inpatient rehabilitation services they currently do not have today.

As a board certified and fellowship trained Physical Medicine and Rehabilitation physician and Healthcare Executive that has served in multiple clinical and executive level positions in my career, I have always maintained personal accountability for advocating for the patients we care for on a daily basis. As a practicing physiatrist in a variety of patient-centered rehabilitation settings, I know and understand the value advanced technology and the trained expertise and highly skilled clinicians provide in comprehensive inpatient rehabilitation hospital settings. Having experienced this first hand with my father, who suffered a stroke a few years ago and received inpatient rehabilitation was able to return home and enjoy the activities of daily living he valued before his stroke. This would not have been the case had he not received the medical oversight and rigorous therapy in an acute, comprehensive inpatient rehabilitation hospital.

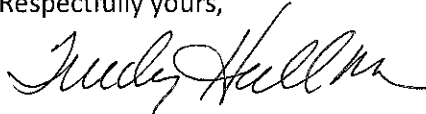
As a health care executive with multiple experiences creating innovative strategies and solutions to meet the ever-changing objectives within the healthcare delivery system, I understand the importance of "system-wide" coordination and collaborative thinking to meet the needs of all Maryland citizens in terms of access to care and services that meet their healthcare needs. The University of Maryland Medical System, for which this new hospital will be affiliated sometime after opening in 2023, is well known for its state wide approach to providing multi-specialty hospitals, clinics, physician practices and outpatient services for the people of Maryland and beyond. Thoughtful and methodical planning for the future at every level and every service line is part of our core tenets to better serve the state.

Recognizing the important value comprehensive inpatient rehabilitation hospital services provide, for patients who have suffered from a stroke (such as my father), brain injuries, multi-trauma, spinal cord injuries, hip fractures, and so many other debilitating conditions, we must assure access to this service

for all such individuals. Given the existing lack of this resource altogether in Prince George's County today we have to plan for the future need as well, particularly since University of Maryland Capital Region Medical Center in Prince George's County is already experiencing maximum capacity, and they care for so many patients who would qualify and benefit from this service today.

As an experienced practicing physician and healthcare executive I urge you to approve the ten additional beds to be built at the Encompass Health Rehabilitation Hospital of Southern Maryland. It will be of tremendous benefit to those patients who need the level of expertise that will be provided in this comprehensive inpatient rehabilitation hospital in Prince George's County. Thank you.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Trudy Hall", written in a cursive style.

Trudy Hall, MD

Board Certified, Fellow – American Academy of Physical Medicine and Rehabilitation

Vice President, Deputy Chief Medical Officer:

University of Maryland Capital Region Health

University of Maryland Laurel Regional Medical Center

Bowie Health Center

May 3, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms. Hawk:

I am writing to express University of Maryland Rehabilitation & Orthopaedic Institute's support for approval of the Encompass Health Rehabilitation Hospital of Southern Maryland, LLC's Certificate of Need application to build ten additional comprehensive inpatient rehabilitation beds to their previously approved 60-bed hospital (opening in 2023) in Prince George's County. As the President and CEO of UM Rehabilitation & Orthopaedic Institute since 2015, I have worked hard to enhance awareness and improve the multi-hospital collaboration and operations, with a focus on the post-acute care continuum throughout the University of Maryland Medical System. The University of Maryland Rehabilitation Network (UMRN) is a coordinated system of inpatient and outpatient rehabilitation providers working together to help people recovery from a variety of illnesses and injuries, such as stroke, brain injuries, spinal cord injuries and many others. Offering a full range of physical rehabilitation services, the network brings together expert teams of committed care providers from facilities all across the state, ranging from community hospitals to a large academic medical center. All network members are part of the University of Maryland Medical System. It is anticipated the Encompass Health Rehabilitation Hospital of Southern Maryland will join this network (UMRN) through its joint-venture affiliation with the University of Maryland Medical System, likely in the third or fourth quarter 2023.

We are pleased that we have chosen a nationally recognized leader in the provision of comprehensive inpatient rehabilitation, Encompass Healthcare, as a partner to advance our inpatient rehab services in a free-standing hospital setting. In addition to fostering the post-acute care strategy and continuum of care necessary for our patients within all of our University of Maryland Medical System acute care hospitals, we will continuously work towards reducing the length of stay in those hospitals as well as driving down the total cost of care. Given Prince George's County has no comprehensive inpatient rehabilitation hospital beds at all, this hospital will be a valuable post-acute resource to our University of Maryland Capital Region Medical Center in Largo, as well as others, thereby providing the full continuum of care for those patients who will then remain within the county close to

home and will benefit from this service. The ten additional beds proposed to be added will allow and further support the overall post-acute care strategy to reduce length of stay in UM Capital Region Medical Center, improving throughput in the hospital which is frequently at full capacity.

We believe this is the right choice for us to continue providing excellent clinical services that meet the continuum of care needs for all of our patients and community. We respectfully request your approval of this very important certificate of need request to build ten additional beds at the Encompass Health Rehabilitation Hospital of Southern Maryland. Thank you for your consideration.

Sincerely yours,

A handwritten signature in black ink, reading "Cynthia A. Kelleher". The signature is written in a cursive, flowing style.

Cynthia A. Kelleher, MBA, MPH
President and Chief Executive Officer
University of Maryland Rehabilitation & Orthopaedic Institute

May 6, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynnee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing this letter of support for the approval of the Certificate of Need application to build ten additional beds at the new Encompass Health Rehabilitation Hospital of Southern Maryland, LLC opening in 2023. I have been the Stroke Program Coordinator at University of Maryland Capital Region Medical Center for just under a year and have practiced in the neurosciences arena for the majority of my nursing career. I have a passion for the care and treatment of neurological patients who have suffered from hemorrhagic and non-hemorrhagic strokes. These patients have compromising neurological insults that often can be minimized or recovered with the advances in comprehensive inpatient physical rehabilitation, such as this one being built in Bowie, Maryland.

We are extremely proud of the advances our hospital system has made in the care and treatment of the neuro-stroke patient. For example, our Stroke Center is certified by Maryland and the Joint Commission on Accreditation, Health Care, and Certification as one of the Top 10 best performing stroke centers in the state. All hospital staff and emergency medical services personnel are trained to recognize the signs of a stroke and treat the condition quickly. Monthly stroke committee meetings with EMS and hospital staff allow us to look for ways to improve our stroke care. Inclusive in the review process is to discuss the post-acute disposition of our patients to assess appropriate placement and patient outcomes.

Due to the hundreds of stroke patients we care for annually, as well as the patients with other neurological insults due to traumatic brain injuries, brain tumors, spinal cord injuries and the like, there are many patients who would greatly benefit from the advances made in comprehensive inpatient physical rehabilitation hospitals. These patients often suffer from significant weakness to one or all extremities, impaired speech, temporary or permanent paralysis, cognitive challenges, memory loss, and many other consequences to their neurological insults. These patients require and can tolerate the intensity of physical, occupational, and speech therapy three hours or more per day, along with close nursing and medical supervision and care 24/7. In addition, the inclusion of the patients' family and loved ones is encouraged and supported in such a setting.

Unfortunately many of our patients are unable to access this high level of rehabilitation due to geographical constraints (too far from the patients home and family) as no comprehensive inpatient rehab beds exist in Prince George's County. As a result, all too often many patients go

to a lower level of care such as a skilled nursing unit, or get no rehab therapy at all and don't get the opportunity to experience intensive rehabilitation in a controlled inpatient setting. It is well known and documented that comprehensive inpatient rehabilitation provides far better outcomes for physical and cognitive functioning and overall improved quality of life. The new Encompass Health Rehabilitation Hospital opening in 2023 will be tremendously valuable post-acute resource for our stroke patients as well as all the other patients that will benefit from comprehensive inpatient rehabilitation. Building ten additional beds further expands that resource and prepares us for the ongoing growth of the future.

I work closely with all of our Neuroscience physicians and clinicians to continuously review and research the best possible treatment options for the patient population we serve. We are dedicated to assure that every patient we serve has access to any and all necessary services to reach their maximum rehabilitation potential. We believe the right doctors and the right approach can make all the difference in helping patients recover and realize a better quality of life and return to activities of daily living. I strongly recommend the approval of this certificate of need application to add 10 more beds to meet the needs of all patients who will benefit from CIPR services. Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'April Miskell', with a stylized flourish at the end.

April Miskell, BSN, RN, SCRNP
Stroke Program Coordinator

Newman Medical Group
9500 Medical Center Drive Suite 105
Largo, Maryland 20774
Office: 202-923-0898
Fax: 380-390-5398

May 11, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing this letter of support for the above mentioned CON request from two perspectives. The first and foremost perspective, as a practicing physician in family medicine, caring for patients of all ages with a variety of diseases and conditions in both the outpatient/office setting as well as those in the inpatient (hospital) medical service, inpatient rehabilitation, long-term acute care and palliative medicine services. Secondly from the perspective as a faculty physician for the University of Maryland Capital Region Medical Center in the Department of Family Medicine. In both roles, I recognize and affirm the importance and contribution comprehensive inpatient rehabilitation hospital services make toward the recovery and quality of life, function, and well-being of those needing and benefitting from comprehensive inpatient rehabilitation hospital care. I have been very supportive and anticipate with appreciation the valuable contribution Encompass Health Rehabilitation Hospital of Southern Maryland, soon to be opened in Bowie, Maryland, will make to those patients needing such services.

As you know, the provision of comprehensive inpatient rehabilitation hospital care beds and services in Prince George's County has been reduced over the last few years. As of mid-2021, the slow reduction of comprehensive inpatient rehabilitation services has temporarily resulted in no such beds available within the County. Clearly this has caused tremendous frustration for both the patients deserving and needing such services as well as the acute-care hospital physicians and clinicians trying to place those post-acute care patients/discharges in the appropriate setting for the appropriate reason. While a complex problem, we recognize that the opening in 2023 of the new Encompass Health Rehabilitation Hospital in Bowie will greatly help with this dilemma. The current and ongoing challenge, however, is how to manage the capacity issues, both within our medical center and soon the new inpatient rehabilitation hospital. It is my belief that even 60 acute comprehensive inpatient rehabilitation beds, projected to open in June 2023, will not be enough to meet the demands of UM Capital Region Medical Center, let alone those who will be referring from other facilities. I suggest that by adding more beds to this new inpatient rehabilitation hospital sooner than later will be the right course of action to plan for the post-acute comprehensive inpatient rehabilitation resources of the future.

Newman Medical Group

9500 Medical Center Drive Suite 105

Largo, Maryland 20774

Office: 202-923-0898

Fax: 380-390-5398

As a physician practitioner and a physician academician I urge you to approve the Certificate of Need application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to build ten additional beds to its hospital in the very near future. Thank you for your consideration.

Respectfully,

A handwritten signature in black ink that reads "Paul Newman MD". The signature is written in a cursive, flowing style.

Paul J. Newman, MD, MBA, MS

Board Certified Family Medicine

Board Certified Hospice and Palliative Medicine

Faculty, University of Maryland Capital Region – Department of Family Medicine

Tristan J. Shockley, MD
C. Obi Onyewu, MD
Janelle Snoddy, MD
Ronald Shin, DO
Ausim Chaghtai, MD
James Hill, CRNP
Murray Obanye, CRNP
Denise Hinds, PA-C

Your choice for quality care

Choice Pain & Rehabilitation Centers LLC.

7404 Executive Place

Lanham, MD 20706

Phone: 240-786-1001

Fax: 240-707-0417

April 27, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD

Chief - Certificate of Need, Center for Health Care Facilities Planning & Development

Maryland Health Care Commission

4160 Patterson Avenue

Baltimore, MD 21215

Dear Ms Hawk:

I am a practicing Board Certified Physiatrist in Prince Georges County Maryland and I am writing to provide my support for Encompass's Certificate of Need application to add 10 comprehensive inpatient rehabilitative beds to their hospital under construction in Bowie, MD. In my role as the Medical Director and a Partner in Choice Pain & Rehabilitation as well as serving as a physician liaison to the City of Bowie, I know firsthand how the addition of such a facility will positively impact patient care in Prince Georges County, Maryland.

I have patients who suffer from spinal cord injuries, traumatic brain injuries, strokes and musculoskeletal injuries who have a clear and undeniable need of an independent acute comprehensive rehabilitation hospital in Prince George's County. As I shared with you in my previous letter of support, these patients and their families still have to travel a significant distance to Baltimore or Washington DC to receive such care. This inconvenience can be a tremendous burden to the patient and their families who live in a locality that lacks an advanced state of the art facility that can provide comprehensive acute rehabilitation services. We are very grateful this new rehab hospital is under construction and will open in 2023. The addition of 10

more beds makes sense given the volume of patients who need and would benefit from this level of care currently cared for at University of Maryland Capital Region Medical Center. It is unfortunate the inpatient rehabilitation beds and service that were at UM Laurel Medical Center, then Prince George's Hospital Center could not remain open or be transferred to Capital Region Medical Center at the time of their opening. Transferring or relocating those beds into the new Encompass Health Rehabilitation Hospital however would be of tremendous benefit to the healthcare services provided here in Prince George's County.

I believe there exists a genuine access to care issue in Prince Georges County and the surrounding area for acute comprehensive rehabilitation services because such a facility does not currently exist in this region. This new rehab hospital with the expanded bed capacity will greatly help relieve this dilemma for our patients who need this service for better outcomes and quality of life. For this reason, I hope you will seriously consider the granting of a Certificate of Need to Encompass Health to add 10 more comprehensive rehabilitation hospital beds. It would provide a much needed service to my patients as well the community at large.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'C. Onyewu', with a stylized flourish at the end.

C. Obi Onyewu, MD, FAAPMR
Medical Director
Board Certified Physical Medicine & Rehabilitation
Board Certified Pain Medicine

May 10, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing to convey my support for Encompass Health's Certificate of Need application to allot 10 additional beds to its acute comprehensive rehabilitation hospital currently under construction in Bowie, MD. In my role as Medical Director of the Physical Medicine and Rehabilitation Department at University of Maryland Prince George's Hospital Center and now at UM Capital Region Medical Center, I am responsible for evaluating patients' rehabilitation needs and determining the most appropriate level of rehabilitative care for them as they are discharged from the acute hospital setting. In that capacity, I see and treat countless stroke and trauma patients, among others, who require acute inpatient rehabilitation services including physical, occupational, and speech therapies as well as medical care. All too often, however, many of these patients opt for lower levels of subacute rehabilitation because of geographic barriers and prolonged distance from their family and home in relation to area inpatient rehab hospitals. That issue is exacerbated even more today given the closure of University of Maryland Prince George's Hospital Center and its inpatient rehab unit; currently, there are no comprehensive inpatient rehabilitation hospitals in Prince George's County.

We are grateful that Encompass Health Rehabilitation Hospital of Southern Maryland has been approved for a 60-bed rehab hospital in Bowie with construction well underway. Having now worked at UM Capital Region Medical Center for nearly a year, it is critically important and patently clear that we need this service. On a daily basis we face multiple challenges when attempting to place our patients needing acute rehab in a setting that promotes intensive rehabilitation and comprehensive medical care while striving to reach their potential for positive cognitive and functional outcomes. Many patients simply refuse to travel to distant locations, such as

Washington DC or metro Baltimore for this service and as a result opt for a lower level of care or nothing at all. Sadly, these patients are not optimizing their opportunity for an improved quality of life. Based on our daily challenges for good, quality options for post-acute placement, more beds are needed to meet those demands. The patient placement process is arduous, time consuming, and often results in delays getting patients discharged. That challenge magnifies other challenges such as bottlenecks in patient flow, patients holding in the Emergency Room for countless hours because admissions are unable to transfer to an inpatient bed, and extended lengths of stay which are costly with the potential to cause complications for our patients. The list of challenges goes on, so having adequate post-acute resources for inpatient rehabilitation is crucial; the more beds the better.

For these reasons and so many more, I urge you to approve this CON application to add 10 more beds to Encompass Health Rehabilitation Hospital of Southern Maryland. I appreciate your support and understanding of this important request. Thank you in advance for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kisha Perkins Brown', with a stylized flourish at the end.

Kisha Perkins Brown, MD

Board Certified, Physical Medicine and Rehabilitation

Medical Director

University of Maryland Capital Region Health, Department of Physical Medicine and Rehabilitation

May 2, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

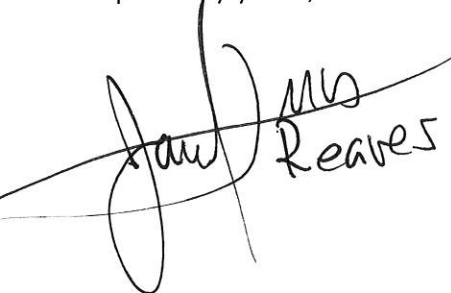
Dear Ms Hawk:

Please accept this letter of support and request for the Certificate of Need approval of the Encompass Health Rehabilitation Hospital of Southern Maryland's application to build 10 additional beds at its new location under construction in Bowie, Maryland. This new comprehensive inpatient rehabilitation hospital will be a valuable and welcome addition to the healthcare service landscape in Prince George's County.

As a board certified Physical Medicine and Rehabilitation physician I have been passionate and focused on the care and treatment of those patients who have suffered significant neurological insult and injury in both the inpatient and outpatient settings. I have been the Medical Director in Maryland for NeuroRestorative, a national network of local health and human service providers offering an array of quality, community-based services to adults and children with intellectual and developmental disabilities, brain and spinal cord injuries and other catastrophic injuries and illnesses. In addition, I have been a Medical Director of Acute Inpatient Rehabilitation and Wound Care and the primary rehabilitation consultant for chronic hospitalization. My experience and involvement in these and many other areas allows me to express with confidence just how important the provision of acute comprehensive inpatient rehabilitation is for those patients who have suffered significant neurological insult such as a stroke, traumatic or non-traumatic brain injury, spinal cord injury and several other conditions. When advanced, acute comprehensive inpatient rehabilitation beds are limited, or in the case of Prince George's County completely without, patients may not realize their full potential and opportunity to regain as much physical and cognitive function as possible. I experience this frustration today on behalf of my patients, and those of my colleagues at UM Capital Region Medical Center when applicable patients aren't able to get this very important and needed level of care.

With the completion and opening of the Encompass Health Rehabilitation Hospital of Southern Maryland next year, it will undoubtedly fill up quickly as there are so many patients in need of acute inpatient rehabilitation. Adding 10 more beds to their future licensed 60-bed hospital will greatly help with the growth we anticipate over the next few years and it makes perfect sense to be planning for that realization now. I strongly recommend the Commission approve this Certificate of Need for ten more beds at Encompass Health Rehabilitation Hospital in Bowie, Maryland. Thank you.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Jared Reaves". The signature is stylized with a large, sweeping loop for the first letter "J" and a long horizontal stroke extending to the right.

Jared Reaves, M.D., FAAPMR
Medical Director

May 3, 2022

Ms. Wynnee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Dear Ms. Hawk:

I am the President and Chief Executive Officer of the University of Maryland Capital Region Health, a healthcare system that operates the recently opened UM Capital Region Medical Center in Largo (replacing UM Prince George's Hospital Center in Cheverly), UM Bowie Health Center and UM Capital Region Medical Group. Over the years, Capital Region Health has worked with state and local leaders, healthcare professionals and residents to understand the needs of the community and how Capital Region could enhance the quality services provided to the residents of Prince George's County.

A historically known and apparent need is the provision of comprehensive inpatient rehabilitation hospital services. The closure of UM Prince George's Hospital Center and the rehab unit at UM Laurel Regional Medical Center, has left our county without this important service. I am therefore writing this letter of support and requesting the Commission's consideration to approve the Certificate of Need application to build ten additional beds at Encompass Health Rehabilitation Hospital of Southern Maryland, LLC.

On a daily basis the professional clinicians and team members at University of Maryland Capital Region Medical Center are challenged with the appropriate and efficient discharge of patients needing comprehensive inpatient rehabilitation beds. The lack of inpatient rehab beds in Prince George's County creates arduous bottlenecks in the overall admission/discharge processes within the medical center. An effective discharge planning process starts on the day of admission, and requires thoughtful/collaborative decision making to discharge patients to the appropriate post-acute care partner.

When such resources, such as acute inpatient rehabilitation beds, are unavailable or too far from the patient's home, family, and healthcare provider, the patient's discharge plan is delayed. The care delivery challenge in this scenario is that the patient remains in a bed needed by other patients, which decreases the hospitals ability to manage throughput, particularly for patients holding in the emergency department or coming out of surgery.



Executive Office

901 Harry S Truman Drive North
Largo, MD 20774
(240) 677-1089 | Main

We look forward to the opening of the Encompass Health Rehabilitation Hospital of Southern Maryland, located in Bowie – a short 13 miles away from UM Capital Region Medical Center. Its opening in 2023 will help relieve the current bottleneck for patients requiring an inpatient rehab bed with the current projected volume. The long-term need however, especially with the

volume growth at UM Capital Region and other healthcare providers in the county, will be to build additional beds at Encompass Health Rehabilitation Hospital in Bowie. The movement of our ten, temporarily delicensed rehab beds to the new rehab hospital will ensure our success in providing this vital service to the citizens of Prince George's and surrounding counties.

Thanks in advance for your consideration.

Respectfully yours,

A handwritten signature in blue ink that reads "Nathaniel Richardson, Jr." in a cursive script.

Nathaniel Richardson, Jr.
President and Chief Executive Officer

May 4, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynnee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am pleased to write this letter of support for the Certificate of Need approval for ten additional beds to be added to the Encompass Health Rehabilitation Hospital of Southern Maryland, currently under construction in Bowie, MD. In my role as the Director of the Neuro-Science Department and a practicing neurologist at the University of Maryland Capital Region Medical Center, I care for countless numbers of patients with a neurological injury or insult such as a stroke, brain injury, tumors, acute demyelinating disorders and spinal cord injuries, among others. The availability of post-acute comprehensive inpatient rehabilitation resources for these patients are critical to the patients' ongoing improvement and recovery towards a positive quality of life. I understand this new hospital will open in mid-2023 and it can't come soon enough.

Currently, our patients are often going without this service as there are no such inpatient rehab hospitals in Prince George's County to my knowledge. In my opinion, every patient who meets the medical necessity and meets the criteria for such care should undergo the advances and intensity in all of the therapeutic modalities to realize the maximum potential achievements for improved overall function and return to their activities of daily living. From a neurologic perspective, early, intensive rehab is key and cannot be replaced later in the patient's course. Undoubtedly, this new hospital will reach maximum capacity very quickly and will benefit from the additional 10 beds proposed in their application.

I encourage the Commission to approve this important request for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC. It will certainly benefit the patients I see, as well as many others throughout the region. Thank you for your consideration.

Sincerely yours,



Patricia D. Scripko, MD/MA
Board Certified Neurologist and Bioethicist



250 W. Pratt Street
24th Floor
Baltimore, Maryland 21201-6829
www.umms.org

CORPORATE OFFICE

April 29, 2022

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Dear Ms. Hawk:

I am writing today to express my support for your approval of the Certificate of Need for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to add 10 beds to their previously approved 60-bed comprehensive rehabilitation hospital in Bowie, Maryland. As you know, the new hospital is currently under construction and slated to open in 2023. However, for all of the reasons presented below, there is a need for even more beds at that facility to ensure that patients and families in Southern Maryland have a sufficient number of comprehensive rehab beds close to home.

As stated in the Letter of Intent submitted to your office by the applicant on April 1, 2022, University of Maryland Medical System Corporation and Encompass Health Corporation will be entering into a 50/50 joint-venture affiliation (50% UM Rehab Institute of Southern Maryland, LLC and 50% Encompass Health Southern Maryland Holdings, LLC) following the completion, licensure, and first use of the 60-bed facility, subject to providing notice to, and receiving a notice of determination from, the Commission pursuant to COMAR 10.24.10.03. We anticipate that the joint-venture affiliation will close in either the third or fourth quarter 2023. Please refer to the Letter of Intent for further detail.

UNIVERSITY OF MARYLAND MEDICAL SYSTEM
University of Maryland Medical Center • University of Maryland Medical Center Midtown Campus •
University of Maryland Rehabilitation and Orthopaedic Institute • University of Maryland Baltimore Washington Medical Center •
University of Maryland Shore Regional Health – University of Maryland Shore Medical Center at Easton –
University of Maryland Shore Medical Center at Chestertown – University of Maryland Shore Medical Center at Dorchester –
University of Maryland Shore Emergency Center at Queenstown •
University of Maryland Charles Regional Medical Center • University of Maryland St. Joseph Medical Center •
University of Maryland Upper Chesapeake Health System – University of Maryland Upper Chesapeake Medical Center –
University of Maryland Harford Memorial Hospital •
University of Maryland Capital Region Health – University of Maryland Bowie Health Center –
University of Maryland Laurel Medical Center – University of Maryland Prince George's Hospital Center •
Mt. Washington Pediatric Hospital

Wynee Hawk, RN, JD
April 29, 2022
Page 2.

UMMS is committed to the delivery of comprehensive health services that provides the patient with the entire continuum of care options, inclusive of acute comprehensive inpatient rehabilitation. Our excellent University of Maryland Rehabilitation & Orthopaedic Institute in Baltimore is evidence of that commitment. However, with the closure of UM Laurel Regional Medical Center's inpatient rehabilitation unit, and subsequently the temporarily delicensed inpatient rehab beds at Prince George's Hospital Center in 2021, residents in Prince George's County and the contiguous southern Maryland counties face a void of this critically important service.

Moreover, our new UM Capital Region Medical Center (which holds the 10 delicensed rehab beds) has been extremely busy since its opening, often at capacity, and left without the ability to discharge their patients who would benefit from acute, comprehensive inpatient rehabilitation to a location that is close to the patients' home and amenable to the patient and their family. Navigating the challenges of congested freeways and the mere distance into Washington D.C. or into Baltimore is more than our patients (particularly the elderly) can accept.

The new Encompass Health Rehabilitation Hospital of Southern Maryland in Bowie will address this current gap in care next year upon opening. It is anticipated, however, that the occupancy of UM Capital Region Medical Center will continue to grow and exceed expectations, which will impact the occupancy and demands on the new Encompass Rehabilitation Hospital as well. Therefore, the ten additional beds at the Encompass Health hospital will be vitally important to address the needs of a large and growing patient population. Through our joint-venture affiliation, we are uniquely able to add 10 comprehensive inpatient rehabilitation beds to the new hospital to meet the communities' needs without increasing the inventory of CON-authorized beds.

The University of Maryland Medical System looks forward to our collaboration with Encompass Health who shares our common goals of outstanding quality and improved access to care. I strongly encourage the Commission to approve the aforementioned Certificate of Need application to build ten additional comprehensive inpatient rehabilitation beds at Encompass Health's new location in Bowie, Maryland. Thank you.

Sincerely yours,



Mohan Suntha, MD, MBA

President and Chief Executive Officer



THE PRINCE GEORGE'S COUNTY GOVERNMENT

OFFICE OF THE COUNTY EXECUTIVE

May 9, 2022

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms Hawk:

I am writing this letter of support and recommendation for the Maryland Health Care Commission to approve the Certificate of Need application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to add 10 additional beds to their comprehensive inpatient rehabilitation hospital currently under construction. I believe we need to advance an agenda that benefits all Prince George's County residents, and this proposal certainly meets that expectation.

Currently and until the new Encompass Health Rehabilitation Hospital opens in 2023, Prince George's County has no comprehensive inpatient rehabilitation beds in existence. We have a new state-of-the-art hospital: University of Maryland Capital Region Medical Center in Largo, with all the critically important services such as Level II Trauma, Heart and Vascular Institute, Designated Stroke Center, Childbirth and Delivery, and many other services. Unfortunately, they do not have comprehensive inpatient rehabilitation services readily available. Patients who suffered a stroke, trauma, complex orthopedic injuries, and several other conditions who would greatly benefit from the advanced therapeutic technologies and medical care have nowhere to go for comprehensive rehabilitation unless they leave their community to travel out of the county or the state. University of Maryland Capital Region Medical Center is already experiencing high occupancy daily and need the ability to move patients to the next level of care to open rooms for others who need care. This phenomena is an indication that our county's health care needs are growing, not shrinking and we need to continuously prepare for the future.

The opening of Encompass Rehabilitation Hospital in Bowie will greatly help with this challenge; however, they also need to prepare for the expected growth and this proposal will aid in that effort. We want to keep our residents close to home, particularly the elderly who want to age in place, not go far distances for the rehabilitative health care they need to achieve that goal. I strongly support and urge you to approve this Certificate of Need for Encompass Health Rehabilitation Hospital in Prince George's County to build 10 additional rehab beds to their new facility. Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink that reads "Angela Alsobrooks".

Angela Alsobrooks
County Executive



Todd M. Turner
Council Member
Council District 4

PRINCE GEORGE'S COUNTY COUNCIL
Service. Community. Progress.

May 9, 2022

Ms. Wynnee Hawk, RN, JD, Chief
Certificate of Need, Center for Health Care
Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

RE: Encompass Health Rehabilitation Hospital of Southern
Maryland, LLC – CON Application for Additional 10 Beds

Dear Ms. Hawk:

I write this letter of support for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC's Certificate of Need (CON) application to build 10 additional beds to their 60-bed hospital currently under construction in Bowie, Maryland. This project was originally approved in 2020 and is projected to warrant additional beds to meet the needs of those who will benefit from comprehensive inpatient rehabilitation in Prince George's County in the near future.

As member of Prince George's County Council representing District 4 since 2014, I am fully aware and have been supportive of Encompass Health's project at Melford. My office has advocated on Encompass Health's behalf to facilitate good, strong business relationships with the County to bring such an important and valuable service to our community. Comprehensive inpatient rehabilitation has been an unrecognized need in Prince George's County for some time, especially when the inpatient rehabilitation beds were closed at University of Maryland Medical System's (UMMS) Laurel Regional Medical Center, then subsequently at Prince George's Hospital Center (when it transitioned to the new University of Maryland Capital Region Medical Center) last year. The ten temporarily delicensed acute inpatient rehabilitation beds from UMMS Capital Region Health should be moved to the "soon-to-open" Encompass Rehab Hospital in Bowie to meet the growing demands in our county.

Planning for our future is a very important aspect of our responsibility and service to Prince George's County. Keeping up with the growing needs of our constituents is critical to the success of all businesses, none more than those in the healthcare industry. I urge you to approve this Certificate of Need application to add 10 more beds to the 60-bed comprehensive rehabilitation hospital already approved and under construction.

Encompass Health Rehabilitation Hospital of Southern
Maryland, LLC – CON Application for Additional 10 Beds
May 9, 2022
Page 2

Thank you for your consideration and please reach out if you need additional information.

I am Sincerely,



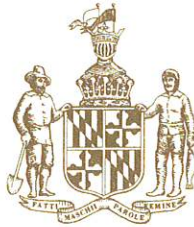
Hon. Todd M. Turner
Council Member – 4th District

GERALDINE VALENTINO-SMITH

Legislative District 23A
Prince George's County

Appropriations Committee

Vice Chair
Health and Social Services
Subcommittee



The Maryland House of Delegates
6 Bladen Street, Room 403
Annapolis, Maryland 21401
301-858-3101 • 410-841-3101
800-492-7122 Ext. 3101
Fax 301-858-3294 • 410-841-3294
Geraldine.Valentino@house.state.md.us

THE MARYLAND HOUSE OF DELEGATES
ANNAPOLIS, MARYLAND 21401

April 27, 2022

**RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC -
Additional 10 Beds**

Wynee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms. Hawk,

I am writing to express my support for Encompass Health's Certificate of Need application to add ten additional beds to its previously approved and under construction acute comprehensive rehabilitation hospital in Prince George's County. I am a member in the Maryland House of Delegates, District 23A, Prince George's County and serve on a variety of committees including but not limited to the Appropriations Committee, the Health and Social Services Subcommittee, and most recently the House Study Group on Economic Stability and I chair the Joint Committee on Ending Homelessness. As a mother, nurse, lawyer, lifelong resident and community leader I have a vested interest and passion for advancing access to health services for the vulnerable and the well-being for all the citizens of Prince George's County.

We are so proud of the progress we have made in expanding and improving health care services in our county. The opening of the new University of Maryland Capital Region Medical Center in the spring of 2021 in Largo, MD brought tremendous recognition, expansion of services and a state-of-the-art hospital complex we can all be proud of. The addition of Encompass Rehabilitation Hospital of Southern Maryland in Bowie, MD, currently under construction, will help address our community's need for more intensive medical, physical, occupational and speech therapies in an acute inpatient setting which is currently limited in this area. It clearly makes sense to move the 10 rehab beds that were temporarily lost with the closure of Prince George's Hospital, to the new Encompass Rehab Hospital expected to open in 2023. With the State's approval of this CON application to add 10 additional beds, the timing couldn't be more important. The challenges patients currently endure to travel long distances for acute rehabilitative care, outside of the county or the state, remain problematic especially given the rapid growth and high occupancy our new hospital has experienced. Moving patients quickly and efficiently to the next level of care is paramount for our hospitals to provide good throughput and ensuring patients are given access to the right level of care at the right time and for the right reason. Expanding the hospital bed capacity from 60 to 70 at Encompass Health Rehabilitation Hospital of Southern Maryland will certainly ease the bottlenecks in patient discharge planning as we are experiencing today.

As the Commission considers this request, I respectfully ask that consideration be given to the unfortunate history of health disparities, inequities in quality health care and health care outcomes experienced by our region based on social, racial, ethnic and economic characteristics. I fervently believe that evidence has shown that communities of color such as our County and my district have been adversely impacted by years of systemic regulatory decisions that have disproportionately allocated access to needed health care. This unfortunate history can be remediated with refreshed decisions to prioritize re-allocation of bed capacity to our County.

For these reasons and many more, I strongly endorse and support the State's granting a Certificate of Need to Encompass Health to add 10 more rehab beds to their hospital site footprint in Bowie, Maryland. I am happy to discuss my views and the needs of Prince George's County at any time.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Geraldine Valentino-Smith".

Delegate Geraldine Valentino-Smith

District 23A

6 Bladen Street, Room 403

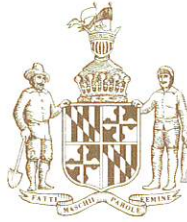
Annapolis, MD 21401

RON WATSON, Ph.D

Legislative District 23

Prince George's County

Judicial Proceedings Committee



James Senate Office Building
11 Bladen Street, Room 121
Annapolis, Maryland 21401
301-858-3631 • 410-841-3631
800-492-7122 Ext. 3631
Fax 301-858-3174 • 410-841-3174
Ron.Watson@senate.state.md.us

The Senate of Maryland

ANNAPOLIS, MARYLAND 21401

April 27, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

Wynee Hawk, RN, JD

Chief - Certificate of Need, Center for Health Care Facilities Planning & Development

Maryland Health Care Commission

4160 Patterson Avenue

Baltimore, MD 21215

Dear Ms. Hawk:

I am writing today to express my support for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC's Certificate of Need application to build 10 additional beds to their acute comprehensive rehabilitation hospital, currently under construction, in Bowie, Maryland. As a resident born and raised in Prince George's County and the State Senator currently serving the 23rd Legislative District in the Maryland State Senate, I am very committed to the overall improvement and addition of health services in Prince George's County for the constituents I serve. Comprehensive acute medical and physical rehabilitation for patients suffering from stroke, brain injuries, lower extremity fractures and joint replacements, multi-trauma, and many other debilitating conditions after they have stabilized in the acute care hospitals is extremely needed in our county, and we are fortunate to have such a facility opening in 2023.

We take great pride in the advances made in the provision of high quality, technologically advanced, state-of-the-art healthcare services provided in our Prince George's County. The new University of Maryland Capital Region Medical Center, which opened in the spring of 2021, provides many multi-specialty services and excellent care to those they serve. Unfortunately, the post-acute hospitalization options for those needing advanced comprehensive inpatient rehabilitation are limited or non-existent in our county. The state's approval of the new Encompass Health Rehabilitation Hospital of Southern Maryland is on its way which will greatly help with those challenges and further add to the provision of comprehensive services in our community. This 60-bed facility however is already believed to be undersized to meet the needs of the existing occupancy at UM Capital Region, let alone future growth in Prince George's County.

We look forward to the opening of Encompass Health Rehabilitation Hospital in my district. I am a firm believer of planning for the future, preparing to meet the growth and needs of our citizens. For these reasons, and many more I strongly support and encourage the commission to grant the Certificate of Need to Encompass Health to add ten additional beds to its facility. Thank you for your consideration.

Sincerely yours,

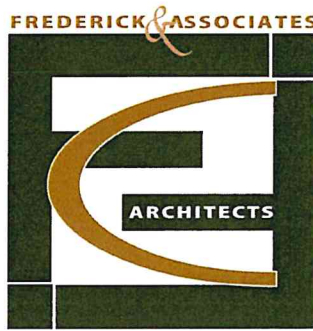
A handwritten signature in black ink that reads "Ron H. Watson".

Ron Watson, PhD

Maryland State Senator

23rd Legislative District

EXHIBIT 9



May 24, 2022

Ben Steffen
Executive Director
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, Maryland 21215

**RE: 10 Bed Addition
Encompass Health Rehabilitation Hospital of Prince George's County, LLC
Melford, MD**

Dear Mr. Steffen,

As part of the Certificate of Need process, please accept this letter of verification for construction cost for the development of a 10-bed addition to the freestanding inpatient rehabilitation hospital in Bowie (Prince George's County), Maryland.

The new 10 bed addition to the hospital is expected to be 5,899 square feet and we estimate construction costs for the addition will be \$8,148,616 which is \$1,381 per square foot. We also estimated architectural and engineering costs will be \$779,534 (including civil engineering). The proposed construction costs for the project shall be reasonable and consistent with current industry and cost experience in Maryland.

We referenced the projected costs of the present 60 bed facility, on the same site, and presently under construction as our base line. We also implemented historical data using two recent Encompass Health projects adjusting for location, as well as a close match to the building in square footage, for cost of construction. Due to the fact that this estimate was derived from this year's averages and construction will commence in 2024, an adjustment for inflation has been added to arrive at \$1,381 per square foot.

The project will be designed with Construction Documents prepared to adhere to the current applicable codes of the State of Maryland Health Plan for Facilities and Services, and the City of Bowie Building Department. They currently include;

- 2018 International Building Codes w/ Prince George's County Amendments (IBC)
- 2018 International Plumbing Codes w/ Prince George's County Amendments (IPC)
- 2018 International Mechanical Codes w/ Prince George's County Amendments (IMC)
- 2018 International Building Code (MBPS)
- 2017 National Electrical Code Nfpa 70 (NEC)
- 2018 WSSC Plumbing And Fuel Gas Code

Frederick & Associates - Architects, Inc.

330 S. Pineapple Ave. Suite 204, Sarasota, FL 34236

T 941-366-3231

F 941-366-3245

- 2018 International Mechanical Code (MBPS) w/ HVACR Admendments
- 2019 Maryland Accessibility Code
- 2018 International Energy Conservation Code (MBPS)
- Prince George County Sub-Title 4
- Prince George County Sub-Title 11
- 2018 NFPA 101 Life Safety Code
- 2018 NFPA 99
- 2018 FGI Guidelines for Design And Construction Of Healthcare Facilities (FGI)

We are pleased to assist you and Encompass Health in maintaining high standards of quality in design and operation of your facility.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Fred C. Frederick', with a stylized, cursive script.

Fred C. Frederick, AIA
Principal
MD Registration Number 0018787

Cc; Mr. Lance Lucas, Encompass Health
File

EXHIBIT 10

PATIENT TRANSFER AGREEMENT

This Patient Transfer Agreement (this “Agreement”) is entered into as of the last date of signature below (“Effective Date” – upon hospital completion of construction and licenses) by and between **Encompass Health Rehabilitation Hospital of Southern Maryland, LLC**, a Delaware limited liability company (“Encompass Health”) and **Dimensions Health Corporation** d/b/a University of Maryland Capital Region Medical Center, a Maryland corporation (“Hospital”).

RECITALS

WHEREAS, Encompass Health owns and/or operates a rehabilitation hospital to be located in Bowie, Maryland and will have patients in need of acute care services;

WHEREAS, Hospital is an acute care hospital and has patients in need of rehabilitation services; and

WHEREAS, both parties desire to assure continuity of care and treatment appropriate to the needs of each patient, whether in the acute care hospital or in the rehabilitation hospital, and to use the skills, resources and physical plant of both parties in a coordinated and cooperative fashion to improve patient care at both the acute and post-acute stages of illness.

NOW, THEREFORE, in consideration of the mutual advantages occurring to the parties hereto, Hospital and Encompass Health hereby covenant and agree with each other as follows:

Section 1. Agreement to Transfer for Services or Admission.

1.1 Determination by Physician Required. Both parties agree to make a concerted effort to transfer patients as soon as practical, when the need for transfer for healthcare services or admission from one of the above-named facilities to the other has been determined by the attending physician; provided, however, that all conditions of eligibility for admission are met.

1.2 Transfer From Encompass Health to Hospital. Hospital agrees to provide necessary inpatient hospital services to patients of Encompass Health when suitable medical treatment services or accommodations are available when it is determined by the patients’ attending physician that such treatment or hospitalization is necessary; provided, however, that all conditions of eligibility for admission are met.

1.3 Transfer from Hospital to Encompass Health. Encompass Health agrees to provide necessary inpatient rehabilitation services Hospital when suitable rehabilitation services and accommodations are available when it is determined by the patients’ attending physician that rehabilitation services are necessary; provided, however, that all conditions of eligibility for admission are met. If Hospital, as part of its post-acute care discharge planning, deems a patient is a potential candidate for rehabilitation, Hospital agrees to provide Encompass Health with the necessary medical information Encompass Health needs to evaluate the patient for admission to Encompass Health. Encompass Health will evaluate the patient’s information and advise Hospital as to appropriateness of admission of the patient to Encompass Health. Hospital shall inform the patient’s attending physician of Encompass Health’s evaluation. When a patient has been transferred to Hospital from Encompass Health and it is determined by the patient’s attending physician or a member of Hospital’s medical staff that the patient no longer requires critical care or emergency treatment but does require further inpatient rehabilitation, Encompass Health agrees to readmit that patient for appropriate inpatient rehabilitation as promptly as possible.

1.4 Patient's Right to Request. The parties agree to recognize the right of a patient to request transfer into the care of a physician and facility of the patient's own choosing, and to recognize and comply with all federal and state requirements relating to the transfer of patients to mandated providers.

Transferring facility agrees to obtain consent from patients to the proposed transfer in advance of such transfer. The Parties acknowledge that no transfer shall occur without patient consent or a legally compliant alternative.

1.5 Nondiscrimination. In compliance with Title VI of the Civil Rights Act of 1964, the parties agree not to discriminate on the basis of race, color, religion, sex (including pregnancy, childbirth, or related medical conditions), gender, gender identity, gender expression, age, marital status, national origin, veteran status, sexual orientation, disability, genetic information, or any other factor made unlawful by federal, state, or local laws. The parties also agree that the transfer or receipt of patients in need of emergency care shall not be based upon a patient's inability to pay for services rendered by the transferring or receiving facility if such transfer is made on an emergency basis.

1.6 Resources Available. The parties shall provide each other information regarding services not provided at their respective facilities and the type of patients or health conditions that will not be accepted by either facility; provided, however, that neither facility shall refuse to accept a patient in violation of Section 1.5 of this Agreement if the patient is otherwise appropriate and suitable services and capacity are available.

Section 2. Communication of Information. The transferring facility agrees to send with each patient, at the time of transfer, or, in the case of an emergency, as promptly as possible after the transfer, an abstract of the patient's medical record including:

- (a) the reason for transfer or discharge;
- (b) patient's physical, psychological and social status;
- (c) summary of care, treatment and services provided, progress toward goals and potential for rehabilitation;
- (d) community resources or referrals provided to the patient;
- (e) nursing and dietary information useful in the care of the patient;
- (f) ambulation status; and
- (g) all other administrative and social information useful to provide continuing care to the patient; using the transfer and referral form mutually agreed upon.

Section 3. Transport Requirements.

3.1 Arrangement of Transportation. The transferring facility, after promptly notifying the other facility of the impending transfer of a patient, shall assume the responsibility to arrange for appropriate and safe transportation of the patient, the patient's personal effects and valuables, and shall provide for any necessary care while the patient is being transferred.

3.2 Transport Standards. All patient transfers pursuant to this Agreement must be accomplished in a medically appropriate manner from physician to physician and from facility to facility by: (a) the use of appropriate life support measures with which a reasonable and prudent physician in the same or similar locality exercising ordinary care would use to stabilize the patient prior to transfer and to sustain the patient during the transfer; (b) the provision of appropriate personnel and equipment with which a reasonable and prudent physician in the same or similar locality exercising ordinary care would use for the transfer; (c) the transfer of all necessary records for continuing the care for the patient; and (d) the confirmation that the receiving facility has available the appropriate facilities, services and staff for providing the care needed for the patient.

3.3 Emergency Transports. The parties agree not to transfer a patient with an emergency medical condition which has not been stabilized unless: (a) the patient or a legally responsible person acting on the patient's behalf, after being informed of the facility's obligations under this Agreement and law, and of the risk of transfer, requests in writing transfer to another facility; or (b) a licensed physician has signed a certification, which includes a summary of the risks and benefits, based on the information available at the time of transfer, stating that the medical benefits reasonably expected from the provision of appropriate medical treatment at another facility outweigh the increased risks to the patient or, an unborn child in the case of labor, from effecting the transfer. If a licensed physician is not physically present at the time a patient is transferred, a qualified medical person must sign the certification described in subparagraph (b) above after a licensed physician, in consultation with the qualified medical person, has made the determination described in subparagraph (b) above and subsequently countersigns the certification.

Section 4. Payment for Services.

4.1 Each Party Responsible for Services Rendered. Each party providing services to a patient shall be responsible for billing directly to the patient or a government or commercial third party payor, as appropriate. Hospital shall not be held responsible for payment of services rendered to a patient by Encompass Health and Encompass Health shall not be held responsible for services rendered to a patient by the Hospital.

4.2 Compliance with Regulations and Standards. It is expressly understood that the parties intend that this Agreement will comply with (a) all applicable federal, state and local laws, rules and regulations, including, but not limited to, regulations promulgated by CMS; (b) all applicable standards of The Joint Commission; and (c) Encompass Health's and the Hospital's policies and procedures, as established from time to time. The parties agree and warrant that neither this Agreement nor any other agreement between the parties contains any offer or payment of remuneration either for the inducement of any patient referral or for the inducement to purchase or recommend any item or service paid by Medicare, Medicaid, or any other federal or state funded healthcare program. The parties further agree and warrant that this Agreement is not based upon or determined in a manner that takes into account the volume or value of referrals or other business generated between the parties.

Section 5. Responsibility for Patient. By agreeing to admit an individual pursuant to the terms of this Agreement, the facility serving as the receiving facility does not assume any responsibility whatsoever for the individual until it assumes physical custody and control over said individual. The Hospital shall bear no responsibility for the care and treatment of any patient after admission to Encompass Health and Encompass Health shall bear no responsibility for the care and treatment of any patient after admission to the Hospital. Any responsibility incurred thereby shall terminate when the individual ceases to be a patient in said facility, except for the results of the quality of care dispensed during the tenure of stay at the facility.

Section 6. Term and Termination.

6.1 Term. The term of this Agreement shall commence as of the Effective Date, and shall continue in full force and effect for a period of one (1) year, unless earlier terminated under the terms of this Agreement. This Agreement shall automatically renew for additional one-year terms unless either party shall give the other party written notice of termination at least thirty (30) days prior to the end of the term then in effect.

6.2 Termination. This Agreement may be terminated without cause by either party upon no less than thirty (30) days' prior written notice to the other party. In addition, either party may terminate this Agreement for cause if such cause continues uncured for a period of ten (10) days after the defaulting

party's receipt of written notice specifying such default. Either party may terminate this Agreement immediately, at any time, upon written notice to the other party if: (i) any representation, warranty, or covenant made herein ceases to be true and correct, including, without limitation, the representations, warranties, or covenants contained in Section 7; (ii) either party dissolves or ceases to operate their respective facilities; or (iii) either party is suspended, excluded, barred or sanctioned by Medicare, Medicaid, or any similar programs or by any non-governmental third party payors.

6.3 Termination or Amendment as the Result of Government Regulation. If either party reasonably determines, following the written advice of legal counsel, that a modification of this Agreement is necessary to cause such party to be in compliance with state or Federal law, or the requirements of an accrediting or regulatory agency, or if there is a future change in Medicare, Medicaid or other Federal or state statutes or regulations or in the interpretation thereof, which renders any of the material terms of this Agreement unlawful or unenforceable, this Agreement shall continue and either party shall have the right to initiate, in writing, good faith negotiations as necessary to amend this Agreement and bring this Agreement into compliance with such statute or regulation. If the parties cannot agree upon a mutually satisfactory amendment within thirty (30) business days of either party's written initiation of negotiations, either party may at such time immediately terminate this Agreement upon written notice.

6.4. Patient Care after Termination of Contract. If this Agreement terminates for any reason, the parties agree, for the benefit of the patients, to work together to provide an orderly transition for each patient, including appropriate consents from the patients, the provision of medical records, and any other detailed information about the individuals and any other information necessary to effect the transfer.

Section 7. No Exclusion. The parties hereby represent, warrant, and certify that neither has been excluded, debarred or otherwise ineligible from participation in any federal or state healthcare or procurement program or any third party payor program and has been convicted of a criminal offense relating to a federal or state healthcare program. The parties further represent, warrant, and certify that neither is under investigation or otherwise aware of any circumstances that may result in any of the foregoing being excluded, debarred or otherwise ineligible from participation in the federal or state healthcare programs. These shall be ongoing representations and warranties during the term of this Agreement. Each party shall immediately (within 24 hours) notify the other of any change in the status of any of these representations and warranties set forth in this Section. Notwithstanding anything herein to the contrary, any breach of this Section shall give the non-breaching party the right to terminate this Agreement immediately for cause.

Section 8. HIPAA and HITECH Requirements. The parties agree to comply with the Health Insurance Portability and Accountability Act of 1996, as codified at 42 U.S.C. § 1320d and the Health Information Technology for Economic and Clinical Health Act and any current and future regulations promulgated under either act, including, without limitation, the federal privacy regulations contained in 45 C.F.R. Parts 160 and 164 (the "Federal Privacy Regulations"), the federal security standards as contained in 45 C.F.R. Part 162 (the "Federal Security Regulations"), and the federal standards for electronic transactions contained in 45 C.F.R. Parts 160 and 162, all collectively referred to herein as the "HIPAA/HITECH Requirements." The parties agree not to use or further disclose any Protected Health Information (as defined in 45 C.F.R. § 164.501) or Individually Identifiable Health Information (as defined in 42 C.F.R. § 1320d), other than as permitted by the HIPAA/HITECH Requirements, the terms of this Agreement, and any applicable business associate agreements. The parties will make their internal practices, books, and records relating to the use and disclosure of Protected Health Information available to the Secretary of Health and Human Services to the extent required for determining compliance with the Federal Privacy Regulations. This Section shall survive termination or expiration of this Agreement.

Section 9. Access to Books and Records. In accordance with 42 U.S.C. §1395x(v)(1)(I) (§1861(v)(1)(I) of the Social Security Act), each party will make available, upon written request by the

Secretary of Health and Human Services or the U.S. Comptroller General or their duly authorized representatives, the contract and books, documents, and records necessary to verify the costs associated with the Services. Access to books and records shall be made available for four (4) years after the furnishings of such services. If one party enters into a subcontract for services to be rendered hereunder with a related party, which subcontract has a value of \$10,000 or more, such subcontract will contain a clause obligating the subcontractor to comply with this provision. If 42 U.S.C. §1935x(v)(1)(I) is found to be not applicable to this Agreement, then this paragraph shall be deemed not to be a part of this Agreement and shall be null and void. The obligations set forth in this Section shall survive the termination of this Agreement.

Section 10. Insurance.

10.1 Professional Liability. Each party hereby agrees to obtain and maintain during the term of this Agreement, and for a period of three years thereafter, a policy of professional and general liability insurance covering its employees in at least the amounts of \$1,000,000 per occurrence and \$3,000,000 in the annual aggregate. Such insurance shall name the other party as an additional insured. A certificate of insurance and proof of premium payment must be provided to the other party upon execution of this Agreement, and at any other time as requested by a party. Furthermore, such insurance shall not be canceled without at least thirty (30) days' prior written notice to the other party.

10.2 Worker's Compensation. Each party shall procure and maintain during the term of this Agreement, workers' compensation and employer liability insurance or a self-insurance program covering all of its employees who are engaged in any work under this Agreement. A certificate of insurance or proof of premium payment must be provided to the other party upon execution of this Agreement, and at any other time as requested by a party. Furthermore, such insurance shall not be canceled without at least thirty (30) days' prior written notice to the other party.

Section 11. Miscellaneous.

11.1 Notices. Any notice required or permitted by this Agreement or any agreement or document executed and delivered in connection with this Agreement shall be deemed to have been served properly if hand delivered or sent by overnight express, charges prepaid and properly addressed, to the respective party to whom such notice relates at the following addresses:

If to the Hospital:

University of Maryland Capital Region Medical Center
901 Harry S. Truman Drive N.
Upper Marlboro, MD 20774
Attention: Chief Executive Officer

If to Encompass Health:

Encompass Health Rehabilitation Hospital of Southern Maryland, LLC
(Street Address to be determined upon completion of construction)
Attention: Chief Executive Officer

with a copy to:

Encompass Health Corporation
9001 Liberty Parkway
Birmingham, Alabama 35242
Attention: Legal Services Department

or such other address as shall be furnished in writing by any party to the other party. All such notices shall be considered received when hand delivered or one business day after delivered to the overnight courier. If a notice that otherwise fulfills the requirements of this Section is rejected by the addressee, or if an addressee refuses to accept such a notice, or if a change in address for which no notice was given causes the notice to be undeliverable, then the notice is effective upon the occurrence of such rejection, refusal or undeliverability.

11.2 Additional Acts. Each party hereby agrees to perform any further acts and to execute and deliver any documents that may be reasonably necessary to carry out the provisions of this Agreement.

11.3 Assignment. This Agreement may not be assigned by either party without the consent of the other party hereto, which such consent shall not be unreasonably withheld. Notwithstanding the foregoing, this Agreement may be assigned directly or by operation of law by Encompass Health to (i) any entity controlling, controlled by or under common control with Encompass Health or (ii) to any entity that acquires all or substantially all the business and/or assets of Encompass Health.

11.4 Authority. Each individual executing this Agreement on behalf of a business entity represents and warrants that he or she is duly authorized to execute and deliver this Agreement on behalf of said entity; that this Agreement is binding on said entity in accordance with its terms; and that this Agreement is not in violation of or inconsistent or contrary to provisions of any other agreement to which such entity is a party.

11.5 Binding Effect and Captions. This Agreement shall be binding on and shall inure to the benefit of the parties hereto, and their permitted successors and assigns. The captions or headings in this Agreement are made for convenience and general reference only and shall not be construed to describe, define or limit the scope or intent of the provisions of this Agreement.

11.6 Counterparts; Electronic Execution and Retention. This Agreement may be executed in any number of counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts shall, together, constitute and be one and the same instrument. A signature on a counterpart may in electronic format and electronically transmitted, and such signature shall have the same force and effect as an original signature. Further, this Agreement may be retained in any electronic format, and all electronic copies thereof shall likewise be deemed to be an original and shall have the same force and effect as an original copy of this Agreement.

11.7 Force Majeure. All parties to this Agreement may be excused for failures and delays in performance of their respective obligations under this Agreement due to any cause beyond the control and without the fault of such party, including, without limitation, any natural disaster, war, riot or insurrection, law or regulation, strike, flood, fire, explosion or the inability to obtain the necessary labor, materials or facilities resulting from one of the above referenced events. All parties are, however, not released from using their best efforts to avoid or remove such causes and shall continue performance under this Agreement immediately following the removal or end of such events. Any party wishing to claim under this Section shall provide prompt written notice of its claim to the other party to this Agreement.

11.8 Non-Discrimination. Facilities attest that they are an equal opportunity employer that offers employment without regard to race, color, religious creed, disability, ancestry, national or ethnic origin, age, sex, or veteran status. This Agreement shall be construed and carried out in a non-discriminatory manner without regard to race, color, religious creed, disability, ancestry, national or ethnic origin, age, sex, veteran status, or ability to pay.

11.9 Governing Law and Venue. This Agreement shall be governed in accordance with the laws of the state where the Encompass Health hospital is located, without regard to its conflicts of law principles. The parties make no agreement selecting the venue or forum of any judicial suit or claim entered into pursuant to the rights and obligations provided in this Agreement. Neither party waives any rights regarding the selection of such venue or forum.

11.10 Independent Contractor. Each party shall be an independent contractor of the other. No joint venture or partnership, no relationship of employer and employee, or principal and agent, is created by this Agreement and neither party shall be considered an agent or employee of the other party. Neither party, nor any of its agents, employees or affiliates, shall have any claim under this Agreement or otherwise against the other party for vacation pay, sick pay, retirement benefits or any other employee benefit of any kind. Each party providing services hereunder shall employ their own methods and exercise their own professional judgment and decision making in the performance of such services, and shall not be subject to the control or direction of the other party with respect to the performance of such services. Physicians shall devote such amounts of professional time as shall be necessary to discharge the obligations and duties to deliver services as required pursuant to this Agreement.

11.11 Modifications and Waivers. This Agreement may not be changed or terminated orally, but may only be changed or terminated by an agreement in writing signed by both parties. A waiver by either party of any breach or default under the terms of this Agreement shall not constitute a waiver of any subsequent breach or default.

11.12 No Rule of Construction. The parties acknowledge that this Agreement was initially prepared by Encompass Health solely as a convenience and that all parties and their counsel hereto have read and fully negotiated all the language used in this Agreement. The parties acknowledge that because all parties and their counsel participated in negotiating and drafting this Agreement, no rule of construction shall apply to this Agreement that construes ambiguous or unclear language in favor of or against any party by reason of that party's role in drafting this Agreement.

11.13 Severability. In any case one or more of the provisions or part thereof contained in this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, the remaining parts of the provision and the remaining provisions of this Agreement will remain in full force and effect, and such invalid, illegal and unenforceable provisions shall be reformed and construed so that it will be valid, legal and enforceable to the maximum extent permitted by law.

11.14 Survivability. With the exception of this Section and any provision of this Agreement which requires performance after the term of this Agreement has expired or been terminated, no provision of this Agreement shall survive the expiration or termination of this Agreement.

11.15 Entirety. This Agreement constitutes the final agreement between the parties. All prior and contemporaneous negotiations and agreements between the parties on the matters contained in this Agreement are expressly merged into and superseded by this Agreement.

IN WITNESS WHEREOF, Encompass Health and Hospital have executed this Agreement by and through their duly authorized representatives below, as of the day and year first above written.

“ENCOMPASS HEALTH”:

Encompass Health Rehabilitation Hospital of Southern Maryland, LLC

DocuSigned by:
Abraham Sims
By: A4AE4B3A4A2F4F8...
Name: Abraham Sims

Its Authorized Representative

5/17/2022
Date: _____

“HOSPITAL”:

Dimension Health Corporation

DocuSigned by:
NATHANIEL RICHARDSON, Jr.
By: 394ED266B80B41B...
Name: NATHANIEL RICHARDSON, Jr.

Its President & CEO

5/17/2022
Date: _____

EXHIBIT 1 1

Assessment of Patient Outcomes of Rehabilitative Care Provided in Inpatient Rehabilitation Facilities and After Discharge

Study Highlights

Authors: Joan E. DaVanzo, Ph.D., M.S.W., Al Dobson, Ph.D., Audrey El-Gamil, Justin W. Li, Nikolay Manolov, Ph.D.

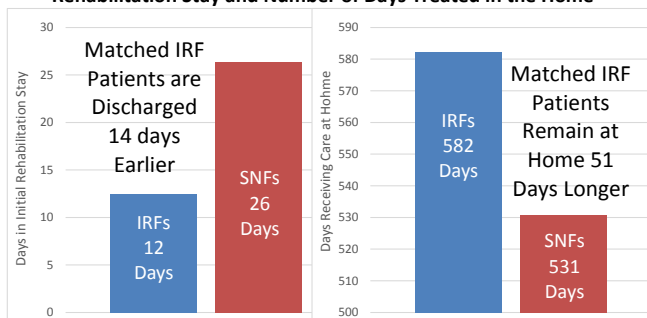
Contact: Joan E. DaVanzo, joan.davanzo@dobsondavanzo.com; 703-260-1761

Synopsis of Key Findings

We found that patients treated in IRFs had better long-term clinical outcomes than those treated in SNFs following the implementation of the revised 60% Rule. We used Medicare fee-for-service claims data to compare the clinical outcomes and Medicare payments for patients who received rehabilitation in an inpatient rehabilitation facility (IRF) to clinically similar matched patients who received services in a skilled nursing facility (SNF).

- Over a two-year study period, IRF patients who were clinically comparable to SNF patients, on average:¹
 - Returned home from their initial stay **two weeks earlier**
 - Remained home nearly **two months longer**
 - Stayed alive nearly **two months longer**
- Of matched patients treated:²
 - IRF patients experienced an **8% lower mortality rate** during the two-year study period than SNF patients
 - IRF patients experienced **5% fewer emergency room (ER) visits per year** than SNF patients
 - For five of the 13 conditions, IRF patients experienced **significantly fewer hospital readmissions per year** than SNF patients
- Better clinical outcomes could be achieved by treating patients in an IRF with an additional cost to Medicare of \$12.59 per day (while patients are alive during the two-year study period), across all conditions.¹

Matched IRF and SNF Patients: Number of Days during Initial Rehabilitation Stay and Number of Days Treated in the Home*¹

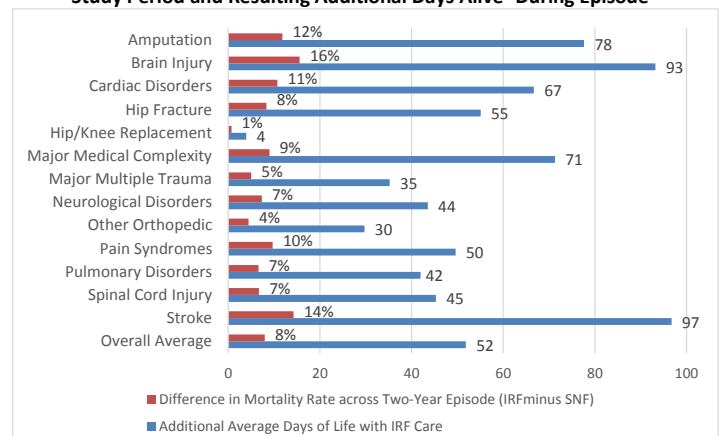


*Days treated in the home represents the average number of days per patient over two-year study period not spent in a hospital, IRF, SNF, or LTCH.

- This study serves as the most comprehensive national analysis to date examining the long-term clinical outcomes of clinically similar patient populations treated in IRFs and SNFs, utilizing a sample size of more than 100,000 matched pairs drawn from Medicare administrative claims.
- The focused, intense, and standardized rehabilitation led by physicians in IRFs is consistent with patients achieving significantly better outcomes in a shorter amount of time than patients treated in SNFs.

When patients are matched on demographic and clinical characteristics, rehabilitation in IRFs leads to lower mortality, fewer readmissions and ER visits, and more days at home (not in a hospital, IRF, SNF, or LTCH) than rehabilitation in SNFs for the same condition. This suggests that the care delivered is not the same between IRFs and SNFs. Therefore, different post-acute care settings affect patient outcomes.

Matched IRF and SNF Patients: Difference in Mortality Rate¹ across Two-Year Study Period and Resulting Additional Days Alive³ During Episode*



*Difference in the mortality rate of matched IRF patients to matched SNF patients over the two-year study period. As a result of the lower mortality rate, additional average days of life represent the difference in the average episode length (after accounting for mortality) across groups (IRF average episode length in days minus SNF).

¹ Differences are statistically significant at $p < 0.0001$.

² Differences are statistically significant at $p < 0.0001$ with the exception of the number of readmissions per year, which are significant at $p < 0.01$ for five of the 13 conditions.

³ Differences are statistically significant at $p < 0.0001$ with the exception of major multiple trauma, which is significant at $p < 0.01$.

Source: Dobson | DaVanzo analysis of research identifiable 20% sample of Medicare beneficiaries, 2005-2009.

The Issue

To qualify for Medicare payment under the IRF prospective payment system (PPS) at least 60% of an IRF's admissions in a single cost reporting period must be in one or more of 13 CMS specified clinical conditions ("known as the "60% Rule").¹ As a result of this policy, some Medicare beneficiaries with certain conditions previously treated in the IRF are now treated in an alternative setting, such as a SNF. The Medicare Payment Advisory Commission (MedPAC) found, for instance, that the proportion of IRF patients treated for lower joint replacements decreased by 16%, while SNF admissions of this diagnosis increased by the same rate between 2004 and 2011.²

There is a significant difference in medical rehabilitation care practices between the two settings.³ Treatment provided in IRFs is under the direction of a physician and specialized nursing staff.⁴ Care plans are structured, focused, and time sensitive to reflect the pathophysiology of recovery, avoid patient deconditioning, and maximize potential functional gain. On the other hand, SNFs exhibit greater diversity in practice patterns with lower intensity rehabilitation,⁵ possibly due to limited presence of an onsite physician and no regulatory rehabilitation standards.

The implication of the 60% Rule on long-term beneficiary health outcomes and health care utilization has not been thoroughly investigated.

Despite limited information concerning the rule's effect on beneficiaries, policymakers are considering revisions to IRF payment policy. One revision would raise the current compliance threshold from 60% to 75%, a more restrictive standard. Under a second proposal, MedPAC is developing a recommendation to reduce the difference in Medicare payments between IRFs and SNFs by reimbursing IRFs the SNF payment rate for three specific clinical conditions, some of which are included in the 13 conditions under the 60% Rule: major joint replacement without complications or comorbidities (CC), hip fracture with CC, and stroke with CC.

About the Study

The ARA Research Institute (an affiliate of the American Medical Rehabilitation Providers Association – AMRPA) commissioned Dobson DaVanzo & Associates, LLC to conduct a retrospective study of IRF patients and clinically similar SNF patients to examine the downstream comparative

Conclusions in Brief:

- The care provided in IRFs and SNFs differs, as patients treated in IRFs experienced different outcomes than matched patients treated in SNFs.
- Patients treated in a SNF as a result of the 60% Rule who could have otherwise been treated in an IRF might be adversely affected by an increased risk of death, increased use of facility-based care, and more ER visits and hospital readmissions.
- Continuation or expansion of the 60% Rule or aligning the payment across the SNF and IRF PPSs without understanding the impact on patient outcomes is ill advised and could negatively impact Medicare beneficiaries.

utilization and effectiveness of post-acute care pathways, as well as total cost of treatment for the five years following implementation of the 60% Rule.

Using a 20% sample of Medicare beneficiaries, this study analyzed all Medicare Parts A and B claims across all care settings (excluding physicians and durable medical equipment) from 2005 through 2009. Patient episodes were created to track all health care utilization and payments following discharge from a post-acute rehabilitation stay in an IRF and a SNF. Patients admitted to an IRF following an acute care hospital stay were matched to clinically and demographically similar SNF patients. Patient outcomes were tracked for two years following discharge from the rehabilitation stay. This study period allowed us to capture the long-term impact of the rehabilitation, including meaningful differences in mortality, use of downstream facility-based care, and patients' ability to remain at home.

To aid in the interpretation and clinical validation of this analysis, the Dobson | DaVanzo team worked with a clinical expert panel comprised of practicing post-acute care clinicians.

Study Limitations

Medicare fee-for-service claims do not include care covered and reimbursed by Medicaid and third-parties or detailed clinical information. Therefore, non-Medicare services, such as long-term nursing home stays, are not captured in this analysis. This omission may have overestimated the calculated number of days a patient remained at home, and underestimated the cost of their health care to the federal and state governments.

Additionally, the results of this study are not generalizable to the universe of SNF patients within the studied clinical conditions. Analyses suggest that SNF patients who are clinically similar and matched to IRF patients have different health care utilization and Medicare payments than those who were not matched.

¹ The compliance threshold was originally set at 75% and was to be phased in over a three-year period, but compliance was capped at 60% following the Medicare, Medicaid, and SCHIP Extension Act of 2007. While the policy has retained its namesake at the "75% Rule" despite the cap at 60%, this study refers to it as the "60% Rule".

² Medicare Payment Advisory Commission (MedPAC). 2013. *Report to Congress: Medicare Payment Policy*. Washington, D.C.

³ Keith RA. (1997). Treatment strength in rehabilitation. *Arch Phys Med Rehabil*: 90; 1269-1283.

⁴ Harvey RL. (2010, January). Inpatient rehab facilities benefit post-stroke care. *Managed Care*.

⁵ DeJong G, Hsieh C, Gassaway J, et al. (2009). Characterizing rehabilitation services for patients with knee and hip replacement in skilled nursing facilities and inpatient rehabilitation facilities. *Arch Phys Med Rehabil*: 90; 1269-1283.

EXHIBIT 12

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-10315

Encompass Health Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

63-0860407

(I.R.S. Employer
Identification No.)

9001 Liberty Parkway

Birmingham, Alabama 35242

(Address of Principal Executive Offices)

(205) 967-7116

(Registrant's telephone number)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	EHC	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Emerging growth company ☐

Non-Accelerated filer ☐

Smaller reporting company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$7.6 billion. For purposes of the foregoing calculation only, executive officers and directors of the registrant have been deemed to be affiliates. There were 99,438,215 shares of common stock of the registrant outstanding, net of treasury shares, as of February 11, 2022.

DOCUMENTS INCORPORATED BY REFERENCE

The definitive proxy statement relating to the registrant's 2022 annual meeting of stockholders is incorporated by reference in Part III to the extent described therein.

TABLE OF CONTENTS

	<u>Page</u>
Cautionary Statement Regarding Forward-Looking Statements and Summary of Risk Factors	ii
 PART I	
Item 1. Business	1
Item 1A. Risk Factors	24
Item 1B. Unresolved Staff Comments	52
Item 2. Properties	52
Item 3. Legal Proceedings	53
Item 4. Mine Safety Disclosures	54
 PART II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	55
Item 6. Reserved	57
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	58
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	83
Item 8. Financial Statements and Supplementary Data	84
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	84
Item 9A. Controls and Procedures	84
Item 9B. Other Information	85
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	85
 PART III	
Item 10. Directors and Executive Officers of the Registrant	86
Item 11. Executive Compensation	86
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	86
Item 13. Certain Relationships and Related Transactions and Director Independence	86
Item 14. Principal Accountant Fees and Services	86
 PART IV	
Item 15. Exhibits and Financial Statement Schedules	87
Item 16. Form 10-K Summary	87

NOTE TO READERS

As used in this report, the terms “Encompass Health,” “we,” “us,” “our,” and the “Company” refer to Encompass Health Corporation and its consolidated subsidiaries, unless otherwise stated or indicated by context. This drafting style is suggested by the Securities and Exchange Commission and is not meant to imply that Encompass Health Corporation, the publicly traded parent company, owns or operates any specific asset, business, or property. The hospitals, operations, and businesses described in this filing are primarily owned and operated by subsidiaries of the parent company. In addition, we use the term “Encompass Health Corporation” to refer to Encompass Health Corporation alone wherever a distinction between Encompass Health Corporation and its subsidiaries is required or aids in the understanding of this filing. We may refer to our consolidated subsidiary, EHHL Holdings, Inc. and its subsidiaries, which collectively operate our home health and hospice business, as “EHHL.”

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND SUMMARY OF RISK FACTORS

This annual report contains historical information, as well as forward-looking statements that involve known and unknown risks and relate to, among other things, future events, the spread and impact of the COVID-19 pandemic, changes to Medicare reimbursement and other healthcare laws and regulations from time to time, our business strategy and ongoing strategic review, including the planned separation of our home health and hospice business, dividend and stock repurchase strategies, our financial plans, our growth plans, our future financial performance, our projected business results, or our projected capital expenditures. In some cases, the reader can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “targets,” “potential,” or “continue” or the negative of these terms or other comparable terminology. Such forward-looking statements are necessarily estimates based upon current information and involve a number of risks and uncertainties, many of which are beyond our control. Any forward-looking statement is based on information current as of the date of this report and speaks only as of the date on which such statement is made. Actual events or results may differ materially from the results anticipated in these forward-looking statements as a result of a variety of factors. While it is impossible to identify all such factors, factors that could cause, and in the case of the COVID-19 pandemic has already caused, actual results to differ materially from those estimated by us include, but are not limited to, each of the factors discussed in Item 1A, *Risk Factors*, summarized in the list below, as well as uncertainties and factors, if any, discussed elsewhere in this Form 10-K, in our other SEC filings from time to time, or in materials incorporated therein by reference.

Risks Related to the Strategic Review and Planned Spin Off of Our Home Health and Hospice Business

- Our ongoing strategic review and planned spin off of our home health and hospice business exposes us to a number of risks and uncertainties, including diversion of management’s time to the process; the incurrence of significant expenses associated with the review and pursuit of the planned separation or transaction; increased difficulties in attracting, retaining or motivating key management personnel; exposure to potential litigation; and inability to complete or realize anticipated benefits from the planned separation or other strategic alternative involving our home health and hospice business, any of which could adversely affect our business, financial results or condition, or stock price.
- If the spin off is completed, both the remaining company and the new company will be highly concentrated in their respective primary lines of business, particularly with respect to Medicare regulations and reimbursement, and each will be a less diversified company than we currently are.
- If the spin off is completed, there may be changes in our stockholder base, which may cause volatility in the price of our common stock.

Novel Coronavirus Disease 2019 (“COVID-19”) Pandemic Risks

- A pandemic, epidemic, or other widespread outbreak of an infectious disease or other public health crisis could decrease our patient volumes, pricing, and revenues, lead to staffing and supply shortages and associated cost increases, otherwise interrupt operations, or lead to increased litigation risk and, in the case of the COVID-19 pandemic, has already done so in many instances.
- Governmental actions in response to the COVID-19 pandemic, such as limitations on elective procedures, vaccine mandates, shelter-in-place orders, new workplace regulations, facility closures and quarantines, could reduce volumes, lead to staffing shortages, increase staffing costs, and otherwise impair our ability to operate and provide care and in many instances already have done so.
- Our inability to maintain infectious disease prevention and control efforts that are required and effectively minimize the spread of COVID-19 among patients and employees could decrease our patient volumes and revenues, lead to staffing shortages or otherwise interrupt operations, or lead to increased litigation risk.

Reimbursement Risks

- Reductions or delays in, or suspension of, reimbursement for our services by governmental or private payors, including our inability to obtain and retain favorable arrangements with third-party payors, could decrease our revenues and adversely affect other operating results.
- Restrictive interpretations of the regulations governing the claims that are reimbursable by Medicare could decrease our revenues and adversely affect other operating results.

- New or changing Medicare quality reporting requirements could adversely affect our operating costs or Medicare reimbursement.
- Reimbursement claims are subject to various audits from time to time and such audits may lead to assertions that we have been overpaid or have submitted improper claims, and such assertions may require us to incur additional costs to respond to requests for records and defend the validity of payments and claims and may ultimately require us to refund any amounts determined to have been overpaid.
- Delays and other substantive and procedural deficiencies in the administrative appeals process associated with denied Medicare reimbursement claims, including from various Medicare audit programs, could delay or reduce our reimbursement for services previously provided, including through recoupment from other claims due to us from Medicare.
- Efforts to reduce payments to healthcare providers undertaken by third-party payors, conveners, and referral sources could adversely affect our revenues or profitability.
- Changes in our payor mix or the acuity of our patients could reduce our revenues or profitability.

Other Regulatory Risks

- Changes in the rules and regulations of the healthcare industry at either or both of the federal and state levels, including those contemplated now and in the future as part of national healthcare reform and deficit reduction (such as the re-basing of payment systems, the introduction of site neutral payments or case-mix weightings across post-acute settings, and other payment system reforms) could decrease revenues and increase the costs of complying with the rules and regulations.
- The ongoing evolution of the healthcare delivery system, including alternative payment models and value-based purchasing initiatives, could decrease our reimbursement rate or increase costs associated with our operations.
- Compliance with the extensive and frequently changing laws and regulations applicable to healthcare providers, including those related to data privacy and security, anti-trust, and employment practices, requires substantial time, effort and expense, and if we fail to comply, we could incur penalties and significant costs of investigating and defending asserted claims, whether meritorious or not, or be required to make significant changes to our operations.
- Our inability to maintain proper local, state and federal licensing, including compliance with the Medicare conditions of participation and provider enrollment requirements, such as the CMS vaccine mandate, could decrease our revenues.

Other Operational and Financial Risks

- Incidents affecting the proper operation, availability, or security of our or our vendors' or partners' information systems, including the patient information stored there, could cause substantial losses and adversely affect our operations, and governmental mandates to increase use of electronic records and interoperability exacerbate that risk.
- Any adverse outcome of various lawsuits, claims, and legal or regulatory proceedings, including disclosed and undisclosed *qui tam* suits could be difficult to predict and could adversely affect our financial results or condition or our operations, and we could experience increased costs of defending and insuring against alleged professional liability and other claims.
- Our inability to successfully complete and integrate de novo developments, acquisitions, investments, and joint ventures consistent with our growth strategy, including realization of anticipated revenues, cost savings, productivity improvements arising from the related operations and avoidance of unanticipated difficulties, costs or liabilities that could arise from acquisitions or integrations could adversely affect our financial results or condition.
- Our inability to attract and retain nurses, therapists, and other healthcare professionals in a highly competitive environment with often severe staffing shortages and potential union activity could increase staffing costs and adversely affect other financial and operating results.
- Competitive pressures in the healthcare industry, including from other providers that may be participating in integrated delivery payment arrangements in which we do not participate, and our response to those pressures could adversely affect our revenues or other financial results.
- Our inability to provide a consistently high quality of care, including as represented in metrics published by Medicare, could decrease our revenues.
- Our inability to maintain or develop relationships with patient referral sources could decrease our revenues.

- Our debt and the associated restrictive covenants could have negative consequences for our business and limit our ability to execute aspects of our business plan successfully.
- The price of our common stock could adversely affect our willingness and ability to repurchase shares.
- We may be unable or unwilling to continue to declare and pay dividends on our common stock.
- General conditions in the economy and capital markets, including any disruption, instability, or uncertainty related to armed conflict or an act of terrorism, a governmental impasse over approval of the United States federal budget or an increase to the debt ceiling, an international trade war, or a sovereign debt crisis could adversely affect our financial results or condition, including access to the capital markets.

The cautionary statements referred to in this section also should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. We undertake no duty to update these forward-looking statements, even though our situation may change in the future. Furthermore, we cannot guarantee future results, events, levels of activity, performance, or achievements.

PART I

Item 1. Business

Overview of the Company

General

We are a national leader in integrated healthcare services, offering both facility-based and home-based patient care through our network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies. As of December 31, 2021, our national footprint spans 42 states and Puerto Rico and includes 145 hospitals and 251 home health and 96 hospice locations. We are committed to delivering high-quality, cost-effective integrated patient care.

Effective January 1, 2018, we changed our corporate name from HealthSouth Corporation to Encompass Health Corporation and the NYSE ticker symbol for our common stock from “HLS” to “EHC.” Our principal executive offices are located at 9001 Liberty Parkway, Birmingham, Alabama 35242, and the telephone number of the principal executive offices is (205) 967-7116. Our website address is www.encompasshealth.com.

On December 9, 2020, we announced a formal process to explore strategic alternatives for our home health and hospice business. As a result of this process, we expect to separate the home health and hospice business from Encompass Health into an independent public company through a spin-off distribution in the first half of 2022. On January 19, 2022, we announced the home health and hospice business would be rebranded and operate under the name Enhabit Home Health & Hospice. The rebranding of agency locations is expected to begin in mid-April 2022 and to be largely completed by the consummation of the spin off.

In addition to the discussion here, we encourage the reader to review Item 1A, *Risk Factors*, Item 2, *Properties*, and Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, which highlight additional considerations about our company.

We currently manage our operations in two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. The table below provides selected operating and financial data for our inpatient rehabilitation hospitals, home health agencies, and hospice agencies. See Note 19, *Segment Reporting*, to the accompanying consolidated financial statements for detailed financial information for each of our segments.

	As of or For the Year Ended December 31,		
	2021	2020	2019
Consolidated data:	(Actual Amounts)		
Inpatient rehabilitation:			
Number of hospitals	145	137	133
Discharges	197,639	181,897	186,842
Number of licensed beds	9,924	9,505	9,249
Home health and hospice:			
Number of home health locations ⁽¹⁾	251	241	245
Home health total admissions	200,626	194,249	194,498
Number of hospice locations	96	82	83
Hospice admissions	13,113	12,878	10,452
Net operating revenues:			
	(In Millions)		
Inpatient	\$ 3,918.1	\$ 3,496.1	\$ 3,423.5
Outpatient and other	96.9	70.1	89.5
Total inpatient rehabilitation	4,015.0	3,566.2	3,513.0
Home health	897.3	877.6	918.0
Hospice	209.3	200.6	174.0
Total home health and hospice	1,106.6	1,078.2	1,092.0
Net operating revenues	\$ 5,121.6	\$ 4,644.4	\$ 4,605.0

- (1) These amounts include one and two locations as of December 31, 2020, and 2019, respectively, which we account for using the equity method of accounting.

Inpatient Rehabilitation

We are the nation's largest owner and operator of inpatient rehabilitation hospitals in terms of patients treated, revenues, and number of hospitals. We provide specialized rehabilitative treatment on predominantly an inpatient basis. We operate hospitals in 35 states and Puerto Rico, with concentrations in the eastern half of the United States and Texas. In addition to our hospitals, we manage three inpatient rehabilitation units through management contracts.

Our inpatient rehabilitation hospitals offer specialized rehabilitative care across an array of diagnoses and deliver comprehensive, high-quality, cost-effective patient care services. As participants in the Medicare program, our hospitals must be licensed and certified and otherwise comply with various requirements that are discussed below in the "Sources of Revenues—Medicare Reimbursement—Inpatient Rehabilitation" section. Substantially all (91%) of the patients we serve are admitted from acute care hospitals following physician referrals for specific acute inpatient rehabilitative care. Most of those patients have experienced significant physical and cognitive disabilities or injuries due to medical conditions, such as strokes, hip fractures, and a variety of debilitating neurological conditions, that are generally nondiscretionary in nature and require rehabilitative healthcare services in a facility-based setting. During the COVID-19 Pandemic (the "pandemic"), our hospitals have treated thousands of patients suffering or recovering from the COVID-19 virus. Our focus on specialized rehabilitative care also means that in many cases our hospitals are ideal settings for treating the debilitating effects of the COVID-19 virus, such as significant muscle weakness, cognitive impairments, shortness of breath with activity, and malnutrition. Our teams of highly skilled nurses and physical, occupational, and speech therapists utilize proven technology and clinical protocols with the objective of restoring our patients' physical and cognitive abilities. Patient care is provided by nursing and therapy staff as directed by physician orders while case managers monitor each patient's progress and provide documentation and oversight of patient status, achievement of goals, discharge planning, and functional outcomes. Our hospitals provide a comprehensive interdisciplinary clinical approach to treatment that leverages innovative technologies and advanced therapies and leads to superior outcomes.

Home Health and Hospice

Our home health business is the nation's fourth largest provider of Medicare-certified skilled home health services in terms of revenues. Our hospice business is the nation's twelfth largest provider of Medicare-certified hospice services in terms of revenues. We operate home health and hospice agencies in 34 states, with a concentration in the southern half of the United States. As participants in the Medicare program, our agencies must comply with various requirements that are discussed below in the "Sources of Revenues—Medicare Reimbursement—Home Health" and "—Hospice" sections. We acquired a significant portion of our home health and hospice business when we purchased EHHI Holdings, Inc. ("EHHI") on December 31, 2014. In the acquisition, we acquired 83.3% of the issued and outstanding equity interests of EHHI, and certain members of EHHI management, acquired the remaining interests. In March 2020, we acquired 100% ownership of EHHI. See Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Liquidity and Capital Resources" for further discussion of the history of the ownership structure of our home health and hospice business.

Our home health agencies provide a comprehensive range of Medicare-certified skilled home health services. These services include, among others, skilled nursing, physical, occupational and speech therapy, medical social work, and home health aide services. We also offer evidence-based specialty programs related to post-operative care, fall prevention, chronic disease management, and transitional care. Our home health patients are typically older adults with three or more chronic conditions and significant functional limitations, who require greater than ten medications. Our home health business benefits from a diversity of referral sources, with patients arriving from acute care hospitals, inpatient rehabilitation facilities, surgery centers, assisted living facilities and skilled nursing facilities, as well as community physicians. As with our inpatient rehabilitation hospitals, our home health agencies have treated thousands of patients suffering or recovering from COVID-19. Our teams of registered nurses, licensed practical nurses, physical, speech and occupational therapists, medical social workers, and home health aides work closely with patients, their families and physicians to deliver care plans focused on patient needs and goals.

We also provide hospice services to terminally ill patients and their families. Hospice care focuses on the quality of life for patients who are experiencing an advanced, life limiting illness while treating the person and symptoms of the disease, rather than the disease itself. Our hospice care teams consist of physician medical directors, nurses, social workers, chaplains, therapists, hospice aides, and volunteers.

COVID-19 Pandemic

The rapid onset of the pandemic in the United States has resulted in significant changes to our operating environment. The willingness and ability of patients to seek healthcare services have been negatively affected by restrictive measures, such as travel bans, social distancing, quarantines, and shelter-in-place orders. From time to time in specific markets, elective procedures have been postponed by physicians and acute care hospitals and limited by governmental order to preserve capacity for the expected volume of COVID-19 patients and reduce the risk of the spread of COVID-19. Patients recovering from elective surgeries have historically represented approximately 15% of our home health admissions. While not a significant percentage of our inpatient rehabilitation population, we treat patients who are recovering from elective surgery with multiple comorbidities and qualify for inpatient rehabilitation care. Additionally, many in need of treatment for more severe medical conditions have chosen not to seek care because of fear of COVID-19 infection. The pandemic and governmental responses to it have created and continue to exacerbate staffing challenges for us and other healthcare providers, including our referral sources. Quarantines and vaccine mandates as well as apprehension and stress related to the pandemic have led to staffing shortages which in turn have led to increased labor costs. We have also experienced supply chain disruptions as a result of the pandemic, including increased time between ordering and receiving supplies. We have experienced and are likely to continue to experience significant price increases in medical supplies, particularly personal protective equipment (“PPE”). The federal government has undertaken numerous legislative and regulatory initiatives designed to provide relief to the healthcare industry during the pandemic as described below in the “Sources of Revenue—Medicare Reimbursement” section. These initiatives have provided enhanced flexibility to our hospitals and agencies to care for our patients and assist acute care hospitals in maintaining hospital capacity in the current environment. The pandemic is still evolving and its future impact remains unknown and difficult to predict, with the impact on our operations and financial performance being dependent on numerous factors, including the ongoing nature of the pandemic, such as its rate of spread, duration, and geographic coverage; the rate and extent to which the virus mutates and the severity of the symptoms of the variants; the rates of vaccination and therapeutic remedies; the legal, regulatory, and administrative developments related to the pandemic at federal, state, and local levels, such as vaccine mandates, anti-mandate laws and orders, shelter-in-place orders, suspended services, and quarantines; and our infectious disease prevention and control efforts. For discussion of the financial and operational impacts we have experienced as a result the pandemic, see Item 1A, *Risk Factors*, and Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

In the continuously changing operating environment during the pandemic, we have taken the following steps to ensure the safety and well-being of our patients and employees:

- ✓ staying current with the Centers for Disease Control and Prevention’s (the “CDC”) guidance on testing and the use of PPE, which is frequently updated;
- ✓ working with our supply chain and securing secondary sources to ensure an adequate supply of PPE to protect our staff and patients;
- ✓ acquiring testing devices;
- ✓ limiting visitors in our hospitals;
- ✓ screening everyone entering our hospitals and self-screening all home health and hospice employees;
- ✓ performing pre-visit telephone calls to assess risk factors within the home, including patient and caregiver health status;
- ✓ following social distancing recommendations in our therapy gyms and performing therapy in patient rooms, if needed;
- ✓ changing hospital configurations to protect patients from potential exposure to the virus;
- ✓ implementing work-at-home policies for many home office employees; and
- ✓ halting all non-essential travel when appropriate.

Competitive Strengths

We believe we differentiate ourselves from our competitors based on, among other things, the quality of our clinical outcomes, our cost-effectiveness, our financial strength, and our extensive application of technology. We also believe our competitive strengths discussed below give us the ability to adapt and succeed in a healthcare industry facing regulatory uncertainty around attempts to improve outcomes and reduce costs.

- People. We believe our employees share a steadfast commitment to providing outstanding care to our patients. We undertake significant efforts to ensure our clinical and support staff receives the education and training necessary to provide the highest quality care in the most cost-effective manner. We also have hospital staff trained for all patient acuity levels faced in the post-acute setting. We embrace the Encompass Health Way, our core set of values developed through input from a broad cross section of our employees. The Encompass Health Way calls on each of our employees to set the standard, lead with empathy, do what's right, focus on the positive, and ensure we are stronger together. In light of well-publicized challenges to hire and retain qualified personnel in the healthcare industry, we believe our award-winning culture is essential to attracting and retaining talent. For further discussion of our human capital management and our award-winning culture, see the section titled "Human Capital Management" below.
- Change Agility. We have a demonstrated ability to adapt in the face of numerous and significant regulatory and legislative changes. We rapidly moved to adapt our operations to the unprecedented pandemic. Additionally, while addressing the urgent challenges presented by the pandemic, both operating segments successfully managed through significant changes in their respective Medicare reimbursement systems in 2020. We believe consistent and disciplined operating models allow us to be nimble and responsive to change.
- Strategic Relationships. We have a long and successful history of building strategic relationships with major healthcare systems. Approximately one-third of our inpatient rehabilitation hospitals currently operate as joint ventures with acute care hospitals or systems. Joint ventures with market leading acute care hospitals establish a solid foundation for providing integrated patient care that can improve the quality of outcomes and reduce the total cost of care.

Clinical collaboration between our hospitals and home health agencies in overlap markets offers an excellent means to improve patient experience and outcomes and reduce the total cost of care across a post-acute episode. We believe the benefits of collaboration are available in non-overlap markets as well.

The post-acute innovation tools we have developed, and will continue to develop, support our strategic relationship initiatives by enhancing the effective and efficient management of patients across multiple post-acute care settings and facilitating high-quality patient care, improved care coordination, and network provider performance and cost management.

Additionally, we have a strategic sponsorship with the American Heart Association/American Stroke Association on a nationwide basis to increase patient independence after a stroke and reduce stroke mortality through community outreach and information campaigns.

- Home Health and Hospice Well-Positioned for Value-Based Care. Value-based contracts are a growing focus for us, and as payors emphasize reimbursement models driven by value, we believe they will continue to seek out our clinical outcomes and appreciate our cost-efficient services. Our history and participation in these programs have allowed us to collaborate with approximately 160 alternative payment models, including Next Generation accountable care organizations ("ACOs"), Medicare Shared Savings Program ACOs, and Direct Contracting Models. In the fourth quarter of 2020, we executed a new national contract with UnitedHealthcare for our home health services.
- Clinical Expertise and High-Quality Outcomes. We have extensive facility-based and home-based clinical experience from which we have developed standardized best practices and protocols. We believe these clinical best practices and protocols, particularly as leveraged with our well-trained clinicians and industry-leading technology, help ensure the delivery of consistently high-quality healthcare services, reduced inefficiencies, and improved performance across a spectrum of operational areas.
- Cost Effectiveness. Our scale, density, data-driven business practices, consistent and disciplined operating model, and culture help us provide facility-based and home-based healthcare services on a cost-effective basis. We leverage our comprehensive IT capabilities and centralized administrative functions, identify best practices, utilize

proven staffing models, and take advantage of supply chain efficiencies across our extensive platform of operations. Our information systems allow users to analyze data and trends and create custom reports on a timely basis. Additionally, our home-based healthcare services are part of the broader industry focus on reducing costs by delivering care, when clinically appropriate, in the significantly lower cost home setting.

- **Financial Resources.** We have a proven track record of generating strong cash flows from operations that have allowed us to successfully pursue our growth strategy, manage our financial leverage, and make significant shareholder distributions. As of December 31, 2021, we have a strong, well-capitalized balance sheet, including ownership of approximately 74% of our hospital real estate, no significant debt maturities prior to 2024, and ample availability under our revolving credit facility, which along with the cash flows generated from operations should, we believe, provide sufficient support for our business strategy.
- **Advanced Technology and Innovation.** We are focused on developing technology-enabled real-time strategies for the next generation of integrated healthcare. Our post-acute innovation strategy is based on using our clinical expertise, our large post-acute datasets, and our proven capabilities in enterprise-level electronic medical record technologies, data analytics, data integration, and predictive analytics to drive value-based performance across the healthcare continuum for our patients, our partners, and our payors. We believe our information systems and post-acute innovation solutions, in addition to improving patient care and operating efficiencies, allow us to collect, analyze, and share information on a timely basis making us an ideal partner for other healthcare providers in a coordinated care delivery environment. Our systems also emphasize interoperability with referral sources and other providers coordinating care. We have devoted substantial resources, effort and expertise to leveraging technology to create post-acute solutions that improve patient care and operating efficiencies.

Patients and Demographic Trends

Demographic trends, such as population aging, should continue to increase long-term demand for the services we provide. While we treat patients of all ages, most of our patients are 65 and older, and the number of Medicare enrollees is expected to grow approximately 3% per year for the foreseeable future, reaching approximately 73 million people over the age of 65 by 2030. Even more specifically, the average age of our patients is approximately 76, and the population group ranging in ages from 75 to 79 is expected to grow at approximately 5% per year through 2026. We believe the demand for the services we provide will continue to increase as the U.S. population ages. We believe these factors align with our strengths in, and focus on, post-acute services. In addition, we believe we can address the demand for facility-based and home-based post-acute care services in markets where we currently do not have a presence by constructing or acquiring new hospitals and by acquiring or opening home health and hospice agencies in those fragmented industries.

Strategy and 2022 Strategic Priorities

The following discussion of strategy and strategic priorities assumes the continuation of operations under a single ownership structure for a portion of 2022. As discussed above, we plan to separate our home health and hospice business into an independent public company.

Our overall strategy is to expand our network of inpatient rehabilitation hospitals and home health and hospice locations, further strengthen our relationships with healthcare systems, provider networks, and payors in order to connect patient care across the healthcare continuum, and to deliver superior patient outcomes. We believe this strategy, along with our demonstrated ability to adapt to changes in healthcare, will position us for success in the evolving healthcare delivery system. In pursuit of our strategy, we established the following strategic priorities for 2022.

Inpatient Rehabilitation. In pursuit of our strategy, we established the following strategic priorities for 2022 for our inpatient rehabilitation segment.

- **Growth.** We target the addition of 6 to 10 new inpatient rehabilitation hospitals per year. We also believe we will continue to have organic growth opportunities in our inpatient rehabilitation segment based on our pre-pandemic track record of consistent growth, planned bed additions at a number of existing hospitals, and the maturation of newly opened and acquired locations.
- **Operational Initiatives.** Our priorities include operational initiatives that build on momentum from recent years. We will seek to continue to increase clinical collaboration in both overlap and non-overlap markets. We believe our clinical collaboration efforts have and will continue to contribute to reductions in discharges to skilled nursing

facilities, higher discharges to community, and improved patient experience. We will have to make some changes to our collaboration process in light of the pending separation of our businesses.

Given the significant number of stroke patients in need of post-acute care, we will continue working to build our stroke market share by leveraging our strategic sponsorship of the American Heart Association/American Stroke Association, the inpatient rehabilitation facility (“IRF”) treatment recommendations published by the Department of Veterans’ Affairs and the Journal of the American Medical Association, our clinical collaboration, and our hospitals’ participation in The Joint Commission’s Disease-Specific Care Certification Program. As of December 31, 2021, 125 of our 145 hospitals held stroke-specific certifications that required us to demonstrate effective use of evidence-based clinical practice guidelines to manage and optimize stroke care and an organized approach to performance measurement and evaluation of clinical outcomes.

We will continue to develop and implement post-acute solutions that allow us to apply our clinical expertise, large post-acute datasets, electronic medical record technologies, and strategic partnerships to drive improved patient outcomes and lower the cost of care across the entire post-acute episode, such as our fall prevention model rolled out to hospitals in late 2021.

We will seek to expand efforts and initiatives to recruit and retain a qualified clinical workforce.

Home Health and Hospice. Our home health and hospice segment has the following strategic priorities for 2022.

- **Growth.** We believe we will continue to have organic growth opportunities in our home health and hospice segment based on our pre-pandemic track record of consistent growth and the maturation of acquired locations.

We target \$50 million to \$100 million in home health and hospice acquisitions per year. In 2022, we will again identify and evaluate opportunities for strategic acquisitions in new and existing markets that will enhance our market position and increase our referral base. We plan to continue to focus on building overlap between our home health and hospice segments, as well as identifying attractive new geographies in which we currently do not have a home health and hospice presence.

We will work to expand relationships with health systems through clinical collaboration and care transition programs and joint venture arrangements. We have a strong foundation of working with health systems, and we now will have a strategic focus on leveraging our historical success with health systems to identify, evaluate and develop joint venture arrangements.

We will continue to execute on our *de novo* strategy to complement the organic growth of our home health and hospice businesses. In 2022, we plan to open *de novo* agencies in 10 markets. We also believe the ability to co-locate home health and hospice will allow us to grow with minimal incremental infrastructure costs while also leveraging our existing referral sources and brand.

- **Operational Initiatives.** We believe participation in the Centers for Medicare & Medicaid Services’ Innovation Center alternative delivery payments models will remain a key strategic initiative in 2022 and beyond. We will seek to increase our participation in these risk-based payment models.

We believe our expertise in delivering high-quality and cost-efficient care positions us favorably to capture future Medicare Advantage volumes for our home health and hospice businesses. We will seek to negotiate additional value-based payment arrangements with Medicare Advantage payors.

We have historically focused on skilled home health and hospice services. However, evolving alternatives for in-home care may present opportunities for us to develop adjacent service offerings. In 2022, we plan to seek to expand on existing and identify new collaborative arrangements with private duty home care providers, who deliver non-skilled patient care, to allow us to entertain strategic initiatives such as “SNF at Home” or “Hospital at Home” within specific markets.

We will continue to integrate effective technologies and evidence-based data tools into our delivery of patient care. We are also piloting telehealth in the form of virtual visits and text messaging.

We will work to enhance and grow our care transition program in both home health and hospice which fosters collaboration with other healthcare organizations including short-term acute care hospitals, long-term acute care hospitals, inpatient rehabilitation facilities, skilled nursing facilities, and ambulatory surgical centers.

We will prioritize efforts and initiatives to recruit and retain a qualified clinical workforce.

Capital Structure. We will seek to maintain balance sheet flexibility, consider opportunistic refinancings and augment returns from investments in operations with shareholder distributions via common stock dividends and repurchases of our common stock.

For additional discussion of our strategic priorities as well as our progress toward our priorities in 2022, including operating results, growth, and shareholder distributions, and our business outlook, see Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Executive Overview," "Results of Operations," and "Liquidity and Capital Resources."

Human Capital Management

Overview of Our Employees. Since the start of the pandemic in 2020, our employees have made inspiring sacrifices and showed extraordinary dedication to providing outstanding patient care in our hospitals and in our patients' homes across the country during the pandemic. As of December 31, 2021, we employed approximately 43,400 individuals. In the healthcare services sector, many professionals, such as nurses, desire flexible work arrangements. Accordingly, part-time and per diem employees represent a large percentage of our employee population. Except for 44 employees at one hospital (approximately 14% of that hospital's workforce), none of our employees are represented by a labor union as of December 31, 2021. The chart below includes a breakdown of our employees by segment.

	Inpatient Rehabilitation	Home Health and Hospice
Total Employees	32,463	10,899
Full-time Employees	19,914	8,086
Part-time Employees	2,377	210
Pool/Per-diem Employees	10,172	2,603

In some markets, the shortage of clinical personnel is a significant operating issue facing healthcare providers. The Centers for Medicare & Medicaid Services ("CMS") vaccine mandate applicable to Medicare and Medicaid-certified healthcare providers has and will continue to exacerbate staffing shortages. Shortages of nurses and other clinical personnel, including therapists, may, from time to time, require us to increase use of more costly temporary personnel, which we refer to as "contract labor," and other types of premium pay programs. In order to recruit and retain those clinical employees, we maintain a total rewards program that we view as a combination of the tangible components of pay and benefits with the intangible components of a culture that encourages learning, development, and a supportive work environment. We believe our outstanding employee engagement scores, discussed below, evidence that our human capital management efforts have been successful. We also believe our recognition as one of Fortune Magazine's "100 Best Companies to Work For" and the recognition of both our segments in Modern Healthcare's "Best Places to Work" is further evidence of that success. We focus on the following strategic human capital imperatives:

- Maintaining competitive compensation and benefit programs that reward and recognize employee performance;
- Fostering a strong culture that values diversity, equity, and inclusion; and
- Emphasizing employee development and engagement to attract talent and reduce turnover.

Compensation and Benefits. Maintaining competitive compensation and benefit programs that reward and recognize employee performance furthers our goal to attract, retain, and motivate employees who will help us deliver high-quality patient care. We are also committed to providing comprehensive benefit options that will allow our employees and their families to live healthier and more secure lives. In our compensation and benefit programs:

- we provide employee wages that are competitive and consistent with employee positions, skill levels, experience, knowledge and geographic location.

- we engage nationally recognized outside compensation and benefits consulting firms to independently evaluate the effectiveness of our compensation and benefit programs and to provide benchmarking against our peers within the industry and by specific market.
- we base annual increases and incentive compensation on merit, which is communicated to employees through our talent management process as part of our annual review procedures.
- all full-time and most part-time employees are eligible for health insurance, paid and unpaid leaves, a retirement plan, a wellness program, telemedicine, tuition reimbursement, an employee assistance program, and life and disability/accident coverage.
- we provide an employer match on retirement plan contributions.
- we also offer a wide variety of voluntary benefits that allow employees to select the options that meet their needs, including pre-paid legal services, dental insurance, vision insurance, hospital indemnity insurance, accident insurance, critical illness insurance, supplemental life insurance, disability insurance, health savings accounts, flexible spending accounts, auto/home insurance, and identity theft insurance.
- we have various short-term incentive plans for field leadership, most marketing/sales employees, and executives.
- we make annual grants of restricted stock to employees (approximately 380 in 2021) at various levels, including non-executive management, to foster a strong sense of ownership and align the interests of management with those of our stockholders.

Diversity, Equity, and Inclusion. We believe fostering a strong culture that values diversity, equity, and inclusion, or DE&I, allows us to be competitive in recruiting and retaining employees. We maintain a DE&I program that is overseen by a committee of diverse individuals committed to our mission of a better way to care and supported by a dedicated DE&I specialist role. The program is further supported by four distinct sub-committees comprised of a broad and cross-functional group, including our leadership and front line staff. The key components of our DE&I program are:

- **Workforce Attraction and Development** – We are committed to ensuring that all of our employees are trained on DE&I as a foundational element of our employee and leadership development curriculum. Our other DE&I initiatives include: scholastic partnerships with historically black colleges, recruitment tools to help identify diverse talent, a website career tool to help veterans find jobs that closely align with their specific skills, and ongoing and policy reviews to incorporate language that supports DE&I. In our home health and hospice segment, we also have a *Welcome Ambassador* program to ensure all employees are welcomed and aware of our organizational commitment to DE&I and to accelerate onboarding.
- **Community Partnership** – We partner with groups in our communities to establish and maintain relationships in an effort to improve health outcomes in those communities. One example of this type of partnership is our arrangement with Holy Family Cristo Rey Catholic High School in Birmingham. This partnership allows adolescents from disadvantaged groups to gain tangible working experience in our corporate office while earning funds for school tuition. In 2021, we sponsored six students. Our other community initiatives include a quarterly DE&I digest that provides information on our DE&I initiatives to people outside the company; membership in the National Association of Health Service Executives (“NAHSE”), an organization that promotes the advancement and development of minority healthcare leaders; participation in NAHSE’s minority male leadership academy; and participation in a regional working group of Alabama-based businesses convened to discuss and share DE&I best practices.
- **Support and Equip** – We use our weekly blasts and podcasts to educate our employees about DE&I topics, such as unconscious bias. This education supports our employees by equipping them with the informational tools necessary to better foster an inclusive and diverse workplace. We also provide annual training on DE&I to our employees, which 95% of our employees successfully completed in 2021. This training seeks to encourage conversations between employees and managers around ways to promote DE&I throughout the organization.
- **Opportunity** – We are pursuing further specific initiatives, including a leadership DE&I program in our inpatient rehabilitation business, to identify and create opportunities for diverse leaders.
- **Supplier Diversity** – We maintain a supplier base program that offers contracting opportunities with manufacturers, distributors and service providers that are certified as minority-owned, veteran-owned and small disadvantage-owned businesses, and we are researching diverse supplier certifying organizations.

We have undertaken other initiatives to emphasize the importance of DE&I. For example, we participate in the CEO Action for Diversity and Inclusion Pledge. This coalition of more than 1,000 chief executive officers is dedicated to advancing DE&I in the workplace. Every three to five years, we engage a third party consulting agency to help us evaluate our program and explore possible enhancements. We then provide the feedback to our board of directors. We have published a series of video conversations with various employees and members of executive management in order to highlight personal experience with prejudice and injustice and to promote DE&I.

Employee Development and Engagement. We believe promoting employee development and engagement furthers our ability to attract and retain nurses, therapists, and other healthcare professionals in a highly competitive environment where staffing shortages are not uncommon. We track and measure therapist and nurse turnover in our inpatient rehabilitation segment and overall turnover for our full-time employees in our home health and hospice segment (excluding those at new stores and most at the corporate office) on a quarterly and annual basis for significant trends and outliers, but we do not believe comparisons to benchmarks are material given the variations in survey data across markets, hospital sizes, practice settings, and practice specialties. The table below shows those turnover rates for 2021 and 2020.

	2021	2020
Therapist (IRF)	7.9%	5.3%
Nurse (IRF)	27.4%	23.0%
Overall (HH&H)	33.3%	26.7%

We support the long-term career aspirations of our employees through education and personal development.

- **Education Opportunities.** We offer our nurses an opportunity to advance their academic degrees at a reduced tuition rate of 20% to 50% of the total program cost. To date, approximately 1,365 of our nurses have taken advantage of this opportunity. Additionally, our full-time inpatient nursing and therapy staff have unlimited access to online education and training to ensure continuing education units are available at no cost.
- **Tuition Reimbursement/Scholarship Programs.** Employees also have the opportunity to advance their education through our tuition reimbursement and scholarship programs. We reimbursed over \$1.4 million in tuition and paid over \$3 million toward employees' student loan debt in 2021. We also provide over 100 scholarships each year to employees seeking to improve professional licensing or certifications or achieve new academic degrees.
- **Academic Endowments.** We endowed five scholarships for deserving students from underrepresented groups pursuing degrees in nursing and allied health fields.
- **Therapy Grants.** We fund research projects to investigate the impact and effectiveness of therapy in the inpatient rehabilitation and home health settings. In recent years, we have funded studies and research on topics ranging from caregiver education to the effectiveness of occupation-centered interventions. The program is open to qualified candidates, including employees.
- **Employee Development Center.** We offer extensive on-site and remote courses to develop our employees in our home health and hospice segment. Courses include clinical, sales, operations, and leadership development programs that help our employees stay current on best practices, ensure compliance with policies and process, and promote continued growth and development at all levels of the organization. Two state-of-the-art classrooms have been designed to enhance the educational environment to support adult learning principles and sustained impact of our educational programs.
- **Other Employee Development Programs:**
 - * career ladders that offer paths to develop, demonstrate, and be rewarded for expanded responsibility in nursing, therapy and case management;
 - * formal coaching online development library that provides access to a wide range of readily available internal and external content on many topics important for success in current or desired jobs;
 - * developing future leaders program that develops nurses and therapists for supervisory positions and develops nurse and therapy supervisors for higher level positions;
 - * leadership precepting that provides new leaders 6-12 months of structured mentoring from experienced, high-performing peers;

- * leadership coaching that provides six months of executive coaching to high performing leaders;
- * developing future chief nursing officers program that provides 12-18 months of intensive on-the-job experience to develop participants for future chief nursing officer job openings; and
- * developing future chief executive officers program that provides 18-24 months of intensive on-the-job experience to develop participants for future hospital chief executive officer openings.

To further aid in employee development, we have invested money in best-in-class technology to offer on-demand learning and development programs, podcasts for our home health and hospice segment, and leadership coaching programs. Another important aspect of employee development is succession planning. We annually review our talent to identify potential successors for key positions and to identify candidates for accelerated development based on their performance and potential. The annual process includes an assessment of each employee's promotability based on a set of leadership core competencies defined as part of the company's talent strategy.

We believe employee engagement is another important driver of employee retention. We conduct an annual employee engagement survey open to all of our employees. In 2021, 78% of our employees participated in the survey, which measures perceptions based on responses to 39 questions. In 2021, we scored above healthcare benchmarks as a company in each of the following categories on the survey:

- | | |
|------------------------------------|--------------------|
| • ethics and compliance | • teamwork |
| • culture of safety | • engagement |
| • diversity, equity, and inclusion | • culture of trust |
| • work environment | • individual value |
| • leadership | • communication |

Competition

Inpatient Rehabilitation. The inpatient rehabilitation industry, outside of our leading position, is highly fragmented. Our inpatient rehabilitation hospitals compete primarily with rehabilitation units, most of which are within acute care hospitals, in the markets we serve. An acute care hospital, particularly one owned or operated by a large public company or not-for-profit that has a dominant position in the local market, can be a formidable competitor because 91% of our patients come from acute care hospitals. There are several privately held companies offering post-acute rehabilitation services that compete with us primarily in select geographic markets. In addition, there is a public company that is primarily focused on other post-acute care services, including approximately 1,900 outpatient clinics, but also operates approximately 30 freestanding inpatient rehabilitation hospitals. Other providers of post-acute care services compete for some rehabilitation patients. For example, nursing homes may market themselves as offering certain rehabilitation services, particularly to patients not in need of intensive rehabilitation therapy, even though those nursing homes are not required to offer the same level of care, and are not licensed, as hospitals. The primary competitive factors in any given market include the quality of care and service provided, the treatment outcomes achieved, the relationship and reputation with managed care and other private payors and the acute care hospitals, physicians, or other referral sources in the market, and the regulatory barriers to entry in certificate of need states. The ability to work as part of an integrated delivery payment model with other providers, including the ability to deliver quality patient outcomes and cost-effective care, could become an increasingly important factor in competition if a significant number of people in a market are participants in one or more of these models. See the "Regulation—Relationships with Physicians and Other Providers" and "Regulation—Certificates of Need" sections below for further discussion of some of these factors. For a list of our inpatient rehabilitation markets by state, see the table in Item 2, *Properties*.

Home Health and Hospice. The home health and hospice services industries are also highly competitive and fragmented. In 2020, there were more than 11,300 home health agencies and more than 5,000 hospice agencies nationwide certified to participate in Medicare. We are the fourth largest provider of Medicare-certified skilled home health services in the United States in terms of Medicare revenues. Our primary competition varies from market to market. Providers of home health and hospice services include both not-for-profit and for-profit organizations. There are two other public healthcare companies with significant presences in the Medicare-certified home health industry, and one insurance company that owns one of the largest providers of Medicare-certified skilled home health services. That insurance company not only owns one of the largest home health providers but, by nature of being a payor, can designate which home health and hospice agencies are in or out of the participating provider networks and can set reimbursement rates for network participants. The primary competitive factors

in any given market include the quality and cost of care and service provided, the treatment outcomes achieved, the relationship and reputation with managed care and other private payors and the acute care hospitals, physicians, and other referral sources in the market, and the regulatory barriers to entry in certificate of need states. The entities that participate in these types of models are growing in their ability to influence the patient referral landscape in the geographies they cover. The ability to work as part of an integrated care delivery model with other providers could become an increasingly important factor in competition if a significant number of people in a market are participants in one or more of these models. As of December 31, 2021, our home health and hospice segment is collaborating with approximately 160 alternative payment models, including Next Generation ACOs, Medicare Shared Savings Program ACOs, and Direct Contracting Models. Home health providers with scale, which include the other public companies, may have competitive advantages, including professional management, efficient operations, sophisticated information systems, brand recognition, and large referral bases. For a list of our home health and hospice markets by state, see the table in Item 2, *Properties*.

Regulatory and Reimbursement Challenges

Healthcare is a highly regulated industry facing many well-publicized regulatory and reimbursement challenges driven by escalating costs and the pursuit of better quality of care. The Medicare reimbursement systems for both inpatient rehabilitation and home health have recently undergone significant changes. The future of many aspects of healthcare regulation remains uncertain. Any regulatory or legislative changes impacting the healthcare industry ultimately may affect, among other things, reimbursement of healthcare providers, consumers' access to coverage of health services, including among non-Medicare aged population segments within commercial insurance markets and Medicaid enrollees, and competition among providers. Changes may also affect the delivery of healthcare services to patients by providers and the regulatory compliance obligations associated with those services.

Successful healthcare providers are those able to adapt to changes in the regulatory and operating environments, build strategic relationships across the healthcare continuum, and consistently provide high-quality, cost-effective care. We believe we have the necessary capabilities — change agility, strategic relationships, quality of patient outcomes, cost effectiveness, and ability to capitalize on growth opportunities — to adapt to and succeed in a dynamic, highly regulated industry, and we have a proven track record of doing so. For more in-depth discussion of the primary challenges and risks related to our business, particularly the changes in Medicare reimbursement, increased compliance and enforcement burdens, and changes to our operating environment resulting from healthcare reform, see “Sources of Revenues—Medicare Reimbursement” and “Regulation” below in this section as well as Item 1A, *Risk Factors*, and Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, “Executive Overview—Key Challenges.”

Sources of Revenues

We receive payment for patient care services from the federal government (primarily under the Medicare program), managed care plans and private insurers, and, to a considerably lesser degree, state governments (under their respective Medicaid or similar programs) and directly from patients. Revenues and receivables from Medicare are significant to our operations. The federal and state governments establish payment rates as described in more detail below. We negotiate the payment rates with non-governmental group purchasers of healthcare services that are included in “Managed care” in the tables below, including private insurance companies, employers, health maintenance organizations (“HMOs”), preferred provider organizations (“PPOs”), and other managed care plans. Patients are generally not responsible for the difference between established gross charges and amounts reimbursed for such services under Medicare, Medicaid, and other private insurance plans, HMOs, or PPOs but are responsible to the extent of any exclusions, deductibles, copayments, or coinsurance features of their coverage. Medicare, through its Medicare Advantage program, offers Medicare-eligible individuals an opportunity to participate in managed care plans. Revenues from Medicare and Medicare Advantage represent approximately 82% of total revenues.

The following tables identify the sources and relative mix of our revenues for the periods stated for each of our business segments:

Inpatient Rehabilitation

	For the Year Ended December 31,		
	2021	2020	2019
Medicare	64.4 %	66.7 %	72.2 %
Medicare Advantage	15.2 %	15.3 %	10.7 %
Managed care	12.1 %	10.4 %	9.8 %
Medicaid	4.1 %	3.9 %	3.1 %
Other third-party payors	1.1 %	1.2 %	1.2 %
Workers' compensation	0.6 %	0.6 %	0.8 %
Patients	0.5 %	0.5 %	0.7 %
Other income	2.0 %	1.4 %	1.5 %
Total	100.0 %	100.0 %	100.0 %

Home Health and Hospice

	For the Year Ended December 31,		
	2021	2020	2019
Medicare	81.9 %	83.1 %	84.2 %
Medicare Advantage	10.6 %	10.8 %	10.2 %
Managed care	5.9 %	4.4 %	3.6 %
Medicaid	1.4 %	1.4 %	1.7 %
Workers' compensation	— %	0.1 %	0.1 %
Patients	0.1 %	0.1 %	0.1 %
Other income	0.1 %	0.1 %	0.1 %
Total	100.0 %	100.0 %	100.0 %

Medicare Reimbursement

Medicare is a federal program that provides hospital and medical insurance benefits to persons aged 65 and over, qualified disabled persons, and persons with end-stage renal disease. Medicare, through statutes and regulations, establishes reimbursement methodologies and rates for various types of healthcare providers, facilities, and services. Each year, the Medicare Payment Advisory Commission (“MedPAC”), an independent agency that advises the United States Congress on issues affecting Medicare, makes payment policy recommendations to Congress for a variety of Medicare payment systems including, among others, the inpatient rehabilitation facility prospective payment system (the “IRF-PPS”), the home health prospective payment system (the “HH-PPS”), and the hospice payment system (the “Hospice-PPS”). Congress is not obligated to adopt MedPAC recommendations, and, based on outcomes in previous years, there can be no assurance Congress will adopt

MedPAC's recommendations in a given year. However, MedPAC's recommendations have, and could in the future, become the basis for subsequent legislative or, as discussed below, regulatory action.

The Medicare statutes are subject to change from time to time. For example, in March 2010, President Obama signed the Patient Protection and Affordable Care Act (as subsequently amended, the "ACA"). In December 2018, a federal district court in Texas invalidated the ACA in their entirety but postponed enforcement of that decision pending appeal. On December 18, 2019, the United States Court of Appeals for the Fifth Circuit affirmed the district court decision but remanded the case for additional analysis on the question of severability. A group of state attorneys general subsequently appealed the case to the Supreme Court of the United States. On June 17, 2021, the Supreme Court issued an opinion in the case of *California v. Texas*, upholding the ACA. With respect to Medicare reimbursement, the ACA provides for specific reductions to healthcare providers' annual market basket updates and other payment policy changes. In August 2011, President Obama signed into law the Budget Control Act of 2011 providing for an automatic 2% reduction, or "sequestration," of Medicare program payments for all healthcare providers. Sequestration took effect April 1, 2013 and, as a result of subsequent legislation, will continue through fiscal year 2030 unless Congress and the President take further action. In response to the public health emergency associated with the pandemic, Congress and the President suspended sequestration through March 31, 2022, as discussed further below. Additional Medicare payment reductions are also possible under the Statutory Pay-As-You-Go Act of 2010 ("Statutory PAYGO"). Statutory PAYGO requires, among other things, that mandatory spending and revenue legislation not increase the federal budget deficit over a 5- or 10-year period. If the Office of Management and Budget (the "OMB") finds there is a deficit in the federal budget, Statutory PAYGO requires OMB to order sequestration of Medicare. The Congressional Budget Office estimated that the American Rescue Plan Act would result in budget deficits necessitating a 4% reduction in Medicare program payments for 2022 under the Statutory PAYGO, but the Protecting Medicare and American Farmers from Sequester Cuts Act suspended until 2023 the Statutory PAYGO reductions that would have gone into effect.

On February 9, 2018, President Trump signed into law the Bipartisan Budget Act of 2018 (the "2018 Budget Act"), which includes several provisions affecting Medicare reimbursement. Among those changes, the 2018 Budget Act mandated the adoption of a new Medicare payment model for home health providers which went into effect January 1, 2020. In the future, concerns about the federal deficit, national debt levels and the solvency of the Medicare trust fund could result in enactment of further federal spending reductions, further entitlement reform legislation affecting the Medicare program, or both. Healthcare will almost certainly be the subject of significant regulatory and legislative changes regardless of the party in control of the executive and legislative branches of state and federal governments.

From time to time, Medicare regulations, including reimbursement methodologies and rates, can be further modified by CMS. CMS, subject to its statutory authority, may make some prospective payment system changes, including in response to MedPAC recommendations. For example, CMS changed the IRF-PPS, effective October 1, 2019, to replace the FIMTM assessment instrument with new patient assessment measures, which we refer to as "Section GG functional measures" or "Section GG" based on the designation CMS assigned to them. Section GG affects patients' classification into case-mix groupings, relative weights, and length-of-stay values under the IRF-PPS, which in turn affect our reimbursement amounts. In some instances, CMS's modifications can have a substantial impact on healthcare providers. In accordance with Medicare laws and statutes, CMS makes annual adjustments to Medicare payment rates in prospective payment systems, including the IRF-PPS and HH-PPS, by what is commonly known as a "market basket update." CMS may take other regulatory action affecting rates as well. For example, under the ACA, CMS requires IRFs to submit data on certain quality of care measures for the IRF quality reporting program. A facility's failure to submit the required quality data results in a two percentage point reduction to that facility's annual market basket increase factor for payments made for discharges in a subsequent Medicare fiscal year. IRFs began submitting quality data to CMS in October 2012. All of our inpatient rehabilitation hospitals have met the reporting deadlines to date resulting in no corresponding reimbursement reductions. Similarly, home health and hospice agencies are required to submit quality data to CMS each year, and the failure to do so in accordance with the rules will result in a two percentage point reduction in their market basket update. For 2022, we do not expect any of our home health and hospice agencies experience a reduction in reimbursement rates.

We cannot predict the adjustments to Medicare payment rates Congress or CMS may make in the future. Congress, MedPAC, and CMS will continue to address reimbursement rates for a variety of healthcare settings. Any additional downward adjustment to rates or limitations on reimbursement for the types of facilities we operate and services we provide could have a material adverse effect on our business, financial position, results of operations, and cash flows. For additional discussion of the risks associated with our concentration of revenues from the federal government or with potential changes to the statutes or regulations governing Medicare reimbursement, including the 2018 Budget Act, see Item 1A, *Risk Factors*, and Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Executive Overview—Key Challenges."

Although reductions or changes in reimbursement from governmental or third-party payors and regulatory changes affecting our business represent one of the most significant challenges to our business, our operations are also affected by other rules and regulations that indirectly affect reimbursement for our services, such as data coding rules and patient coverage rules

and determinations. For example, Medicare providers like us can be negatively affected by the adoption of coverage policies, either at the national or local level, that determine whether an item or service is covered and under what clinical circumstances it is considered to be reasonable and necessary. Current CMS coverage rules require inpatient rehabilitation services to be ordered by a physician and be coordinated by an interdisciplinary team and the admission to the IRF must be reviewed and approved by a specialized rehabilitation physician. The interdisciplinary team must meet weekly to review patient status and make any needed adjustments to the individualized plan of care. Qualified personnel must provide the rehabilitation nursing, physical therapy, occupational therapy, speech-language pathology, social services, psychological services, and prosthetic and orthotic services that may be needed. Medicare contractors processing claims for CMS make coverage determinations regarding medical necessity that can represent novel or restrictive interpretations of the CMS coverage rules. Those interpretations are not made through a notice and comment review process. We cannot predict how future CMS coverage rule interpretations or any new local coverage determinations will affect us.

In the ordinary course, Medicare reimbursement claims made by healthcare providers, including inpatient rehabilitation hospitals as well as home health and hospice agencies, are subject to audit from time to time by governmental payors and their agents, such as the Medicare Administrative Contractors (“MACs”) that act as fiscal intermediaries for all Medicare billings, as well as the United States Department of Health and Human Services Office of Inspector General (the “HHS-OIG”), CMS, and state Medicaid programs. In addition to those audits conducted by existing MACs, CMS has developed and instituted various Medicare audit programs under which CMS contracts with private companies to conduct claims and medical record audits. Some contractors are paid a percentage of the overpayments recovered. The Recovery Audit Contractors (“RACs”) conduct payment reviews of claims, which can examine coding, overall billing accuracy, and medical necessity. When conducting an audit, the RACs receive claims data directly from MACs on a monthly or quarterly basis.

CMS has also established Unified Program Integrity Contractors (“UPICs”), previously known as Zone Program Integrity Contractors, to perform fraud, waste, and abuse detection, deterrence and prevention activities for Medicare and Medicaid claims. Like the RACs, the UPICs conduct audits and have the ability to refer matters to the HHS-OIG or the United States Department of Justice (“DOJ”). Unlike RACs, however, UPICs do not receive a specific financial incentive based on the amount of the payment errors they identify.

As a matter of course, we undertake significant efforts through training, education, and documentation to ensure compliance with coding and medical necessity coverage rules. Despite our belief that our coding and assessment of patients are accurate, audits may lead to assertions that we have been underpaid or overpaid by Medicare or that we have submitted improper claims in some instances. Audits may also require us to incur additional costs to respond to requests for records and defend the validity of payments and claims, and ultimately require us to refund any amounts determined to have been overpaid. We cannot predict when or how these audit programs will affect us. Any denial of a claim for payment, either as a result of an audit or ordinary course payment review by the MAC, is subject to an appeals process that is currently taking numerous years to complete. For additional discussion of these audits and the risks associated with them, see Item 1A, *Risk Factors*, and Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, “Executive Overview—Key Challenges.”

In response to the public health emergency associated with the pandemic, Congress and CMS adopted several statutory and regulatory measures intended to provide relief to healthcare providers in order to ensure patients would continue to have adequate access to care. On March 27, 2020, President Trump signed into law the Coronavirus Aid, Relief, and Economic Security Act of 2020 (the “CARES Act”), which temporarily suspended sequestration for the period of May 1 through December 31, 2020. The CARES Act also authorized the cash distribution of relief funds from the United States Department of Health and Human Services (“HHS”) to healthcare providers. We did not accept any CARES Act relief funds. The Consolidated Appropriations Act, 2021 (the “2021 Budget Act”), signed into law on December 27, 2020, provided for additional provider relief funds. We intend to refuse any additional provider relief funds distributed in the future whether authorized under the 2021 Budget Act or other legislation.

The sequestration suspension has been extended a number of times. Sequestration is currently scheduled to resume as of April 1, 2022 but will only be a 1% payment reduction through June 30, 2022. Thereafter, the full 2% Medicare payment reduction will resume. Federal legislation, including the CARES Act and the 2021 Budget Act, and CMS regulatory actions include a number of other provisions, which are discussed below, affecting our reimbursement and operations in both segments.

A basic summary of current Medicare reimbursement in our business segments follows:

Inpatient Rehabilitation. As discussed above, our inpatient rehabilitation hospitals receive a fixed payment reimbursement amount per discharge under the IRF-PPS based on the patient’s rehabilitation impairment category and other characteristics and conditions identified by the attending clinicians. In order to qualify for reimbursement under the IRF-PPS, our hospitals must comply with various Medicare rules and regulations including documentation and coverage requirements, or

specifications as to what conditions must be met to qualify for reimbursement. These requirements relate to, among other things, pre-admission screening, and individual treatment planning that all delineate the role of physicians in ordering and overseeing patient care. For example, a physician must approve admission of each patient and in doing so determine that the treatment of the patient in an IRF setting is reasonable and necessary. In addition, to qualify as an IRF under Medicare rules, a facility must be primarily focused on treating patients with one of 13 specified medical conditions that typically require intensive therapy and supervision, such as stroke, brain injury, hip fracture, certain neurological conditions, and spinal cord injury. Specifically, at least 60% of a facility's patients must have a diagnosis or qualifying comorbidity from at least one of these 13 conditions, which requirement is known as the "60% Rule." Also, each patient admitted to an IRF must be able to tolerate a minimum of three hours of therapy per day for five days per week and must have a registered nurse available 24 hours, each day of the week.

The CARES Act temporarily suspends the requirement that patients must be able to tolerate a minimum of three hours of therapy per day for five days per week. Additionally, CMS has waived certain of the requirements, including the exclusion of COVID-19 admissions from the compliance calculation under the 60% Rule. CMS has also issued a waiver to permit the rehabilitation physician to conduct face-to-face visits using telehealth.

Under IRF-PPS, CMS is required to adjust the payment rates based on an IRF-specific market basket index. The annual market basket update is designed to reflect changes over time in the prices of a mix of goods and services used by IRFs. In setting annual market basket updates, CMS uses data furnished by the Bureau of Labor Statistics for price proxy purposes, primarily in three categories: Producer Price Indexes, Consumer Price Indexes, and Employment Cost Indexes. With IRF-PPS, our inpatient rehabilitation hospitals retain the difference, if any, between the fixed payment from Medicare and their operating costs. Thus, our hospitals benefit from being cost-effective providers.

On August 4, 2020, CMS released its notice of final rulemaking for fiscal year 2021 IRF-PPS (the "2021 IRF Rule"). The 2021 IRF Rule implemented a net 2.4% market basket increase effective for discharges between October 1, 2020 and September 30, 2021. The 2021 IRF Rule also included changes that impacted our hospital-by-hospital base rate for Medicare reimbursement. Such changes included, but were not limited to, revisions to the wage index and labor-related share values and updates to the case-mix group relative weights and average lengths of stay values. Additionally, the 2021 IRF Rule codified certain inpatient rehabilitation coverage documentation requirements, and, under certain conditions, allowed the use of non-physician practitioners to perform the service and documentation requirements for one of the three required face-to-face physician visits in a patient's second and subsequent weeks in an IRF stay.

On July 29, 2021, CMS released its notice of final rulemaking for fiscal year 2022 IRF-PPS (the "2022 IRF Rule"). The 2022 IRF Rule implements a net 1.9% market basket increase (market basket update of 2.6% reduced by a productivity adjustment of 0.7%) effective for discharges between October 1, 2021 and September 30, 2022. The productivity adjustment equals the trailing 10-year average of changes in annual economy-wide private nonfarm business multi-factor productivity. The 2022 IRF Rule also includes changes that impact our hospital-by-hospital base rate for Medicare reimbursement. Such changes include, but are not limited to, revisions to the wage index and labor-related share values, updates to outlier payments and updates to the case-mix group relative weights and average lengths of stay values. The 2022 IRF Rule will also add one new quality reporting measure and update the denominator of another measure. Based on our analysis, which utilizes, among other things, the acuity of our patients annualized over a six-month prior period, our experience with outlier payments over that same time frame, and other factors, we believe the 2022 IRF Rule will result in a net increase to our Medicare payment rates of approximately 1.9% effective October 1, 2021.

Unlike our inpatient services, our outpatient services are primarily reimbursed under the Medicare Part B physician fee schedule. On November 2, 2021, CMS released its final notice of rulemaking for the payment policies under the physician fee schedule and other revisions to Part B policies for calendar year 2022. The updates to the fee schedule are not expected to be material to us. The rule also amended the hospital price transparency rule, discussed further below, by increasing the civil monetary penalties imposed on non-compliant hospitals and updating the list of activities that present barriers to allow access to the machine-readable file(s) enabling automated searches and direct downloads.

Home Health. Medicare pays home health benefits for patients discharged from a hospital or patients otherwise suffering from chronic conditions that require ongoing but intermittent skilled care. As a condition of participation under Medicare, patients must be homebound (meaning unable to leave their home without a considerable and taxing effort), require intermittent skilled nursing, physical therapy or speech therapy services, or have a continuing need for occupational therapy, and receive treatment under a plan of care established and periodically reviewed by a physician. A physician must document that he or she or a qualifying nurse practitioner has had a face-to-face encounter with the patient and then certify to CMS that a patient meets the eligibility requirements for the home health benefit. The CARES Act temporarily allows nurse practitioners and physician assistants under certain conditions to certify, establish and periodically review the plan of care, as well as supervise the provision of items and services for beneficiaries and expands the use of telehealth. For regulatory relief during the

pandemic, CMS adopted a series of waivers, including expanding the definition of “homebound” to include patients needing skilled services who are homebound due solely to their COVID-19 diagnosis or patients susceptible to contract COVID-19 and limiting and delaying certain quality reporting requirements.

The initial certification of Medicare patient eligibility, plan of care, and comprehensive assessment is valid for a 60-day episode of care. Prior to January 1, 2020, Medicare paid home health providers under the HH-PPS for each 60-day episode of care for each patient. Providers typically received either 50% or 60% of the estimated base payment for the full 60 days for each patient upon submission of the initial claim at the beginning of the episode of care based on the patient’s condition and treatment needs. The provider received the remaining portion of the payment after the 60-day treatment period, subject to any applicable adjustments. This partial early payment process is referred to as the Request for Anticipated Payment or “RAP.”

As of January 1, 2020, Medicare reimburses home health providers under a new payment system, referred to as the Patient-Driven Groupings Model (“PDGM”). PDGM replaced a 60-day episode of payment methodology with a 30-day payment period and relies more heavily on clinical characteristics and other patient information (such as principal diagnosis, functional level, referral source, and timing), rather than the therapy service-use thresholds under the prior system, to determine payments. Under PDGM, the initial certification remains valid for 60 days. If a patient remains eligible for care after the initial period as certified by a physician, a new treatment period may begin. There are currently no limits to the number of home health treatment periods a Medicare patient may receive assuming there is eligibility for each successive period. PDGM also reduced the early payment opportunity available through RAP in 2020. Beginning in 2021, providers no longer have the opportunity to receive early payment through the RAP process. However, providers are required to submit certain RAP documentation components within five days of the start of each payment period and are subject to reimbursement penalties if not timely filed. Beginning in 2022, home health providers are required to submit a Notice of Admission, or “NOA,” within five days of the start of the initial treatment period. CMS will reduce reimbursement for agencies that fail to submit a NOA timely.

Home health Medicare payments are adjusted based on each patient’s condition and clinical treatment. This is referred to as the case-mix adjustment. In addition to the case-mix adjustment, payments for periods of care may be adjusted for other reasons, including unusually large (outlier) costs, low-utilization patients (such as those requiring one to five visits based on the case-mix group), and geographic differences in wages. Payments are also made for non-routine medical supplies that are used in treatment.

On October 29, 2020, CMS released its notice of final rulemaking for calendar year 2021 for home health agencies under the HH-PPS (the “2021 HH Rule”). The 2021 HH Rule implemented a net 2.0% market basket increase (market basket update of 2.3% reduced by a productivity adjustment of 0.3%) and makes changes to the underlying wage index system. Making the previously temporary pandemic-related relief permanent, the 2021 HH Rule authorized the use of telecommunications technologies in providing care to beneficiaries under the Medicare home health benefit as long as the telecommunications technology meets certain criteria and does not replace in-person visits.

On November 2, 2021, CMS released its notice of final rulemaking for calendar year 2022 for home health agencies under the HH-PPS (the “2022 HH Rule”). The 2022 HH Rule implements a net 2.6% market basket increase (market basket update of 3.1% reduced by a productivity adjustment of 0.5%) and makes changes to the underlying wage index system. The 2022 HH Rule does not modify the current behavioral adjustment of 4.36% while they continue to analyze home health payments to ensure budget neutrality under PDGM. The 2022 HH Rule makes permanent previously temporary pandemic-related changes to Medicare home health conditions of participation, and expands the Home Health Value-Based Purchasing (“HHVBP”) Model to all Medicare-certified home health agencies in the 50 States, territories, and District of Columbia (with a maximum payment adjustment, upward or downward of 5%). Based on 2023 performance data, calendar year 2025 will be the first year in which payments may be impacted under HHVBP. Based on our preliminary analysis, which utilizes, among other things, our patient mix annualized over an eleven-month prior period, our specific geographic coverage area, and other factors, we believe the 2022 HH Rule will result in a net increase to our Medicare payment rates of approximately 3.4% effective for 30-day payment periods ending on or after January 1, 2022.

On July 16, 2021, CMS announced the full implementation of the home health Review Choice Demonstration will begin effective September 1, 2021 in North Carolina and Florida. CMS will discontinue exercising the existing phased-in approach for these two states.

Hospice. Medicare pays hospice benefits for patients with life expectancies of six months or less, as documented by the patient’s physician(s). Under Medicare rules, patients seeking hospice benefits must agree to forgo curative treatment for their terminal medical conditions. Medicare hospice reimbursements are subject to a number of conditions of participation, including the use of volunteers and onsite visits to evaluate aides. Volunteers provide day-to-day administrative and direct patient care services in an amount that, at a minimum, equals five percent of the total patient care hours of all paid hospice

employees and contract staff. A nurse or other professional conducts an onsite visit every two weeks to evaluate if aides are providing care consistent with the care plan. The CARES Act includes the temporary waiver of the requirement to use volunteers and to conduct a nurse visit every two weeks to evaluate aides and allows for the expanded use of telehealth. The 2021 Budget Act creates a new Medicare survey program for hospice agencies which will require a survey at least once every three years. Hospices that are found to be out of compliance could be subjected to new civil monetary penalties that accrue according to days out of compliance, as well as other forms of corrective action.

For each day a patient elects hospice benefits, Medicare pays an adjusted daily rate based on patient location, and payments represent a prospective per diem amount tied to one of four different categories or levels of care: routine home care, continuous home care, inpatient respite care, and general inpatient care. Medicare hospice reimbursements to each provider are also subject to two annual caps, one limiting total hospice payments based on the average annual payment per beneficiary and another limiting payments based on the number of days of inpatient care billed by the hospice provider. There are currently no limits to the number of hospice benefit periods an eligible Medicare patient may receive, and a patient may revoke the benefit at any time.

On July 31, 2020, CMS released its notice of final rulemaking for fiscal year 2021 for hospice agencies under the Hospice-PPS (the “2021 Hospice Rule”). The 2021 Hospice Rule implemented a net 2.4% market basket increase from October 1, 2020 through September 30, 2021.

On July 29, 2021, CMS released its notice of final rulemaking for fiscal year 2022 for hospice agencies under the Hospice-PPS (the “2022 Hospice Rule”). The 2022 Hospice Rule implements a net 2.0% market basket increase from October 1, 2021 through September 30, 2022. The 2022 Hospice Rule also makes permanent certain changes to Medicare hospice conditions of participation that were previously temporarily in effect in response to the pandemic.

For additional discussion of the 2021 Medicare payment rules and other regulatory and legislative initiatives affecting Medicare reimbursement, including relief measures associated with the pandemic, that could impact our businesses, see Item 1A, *Risk Factors*, and Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, “Executive Overview—Key Challenges.”

Medicare Advantage, Managed Care and Other Discount Plans

We negotiate payment rates with certain large group purchasers of healthcare services, including Medicare Advantage, managed care plans, private insurance companies, and third-party administrators. Managed care contracts typically have terms between one and three years, although we have a number of managed care contracts that automatically renew each year (with pre-defined rate increases) unless a party elects to terminate the contract. In 2021, typical rate increases for our inpatient rehabilitation contracts ranged from 2-4% and for our home health and hospice contracts ranged from 0-3%. We cannot provide any assurance we will continue to receive increases in the future. Our managed care staff focuses on establishing and re-negotiating contracts that provide equitable reimbursement for the services provided.

As the percentage of Medicare-eligible beneficiaries choosing Medicare Advantage over traditional Medicare has grown, we have seen the percentage of our revenue derived from Medicare Advantage payors grow. In 2021, approximately 42% of Medicare beneficiaries enrolled in Medicare Advantage plans. This percentage has steadily increased over time since 2003. The Congressional Budget Office projects that the share of all Medicare beneficiaries enrolled in Medicare Advantage plans will rise to about 51% by 2030. We expect the percentage of our total revenues attributable to Medicare Advantage plans to continue to grow as well. Typically, Medicare Advantage and other managed care plans reimburse us less than traditional Medicare for the same type of care and patient.

Medicaid Reimbursement

Medicaid is a jointly administered and funded federal and state program that provides hospital and medical benefits to qualifying individuals who are deemed unable to afford healthcare. As the Medicaid program is administered by the individual states under the oversight of CMS in accordance with certain regulatory and statutory guidelines, there are substantial differences in reimbursement methodologies and coverage policies from state to state. Many states have experienced shortfalls in their Medicaid budgets and are implementing significant cuts in Medicaid reimbursement rates. Additionally, certain states control Medicaid expenditures through restricting or eliminating coverage of some services. Continuing downward pressure on Medicaid payment rates could cause a decline in that portion of our *Net operating revenues*. However, for the year ended December 31, 2021, Medicaid payments represented only 3.5% of our consolidated *Net operating revenues*. In certain states in which we operate, we are experiencing an increase in Medicaid patients, partially the result of expanded coverage consistent with the intent of the ACA. For additional discussion, see Item 1A, *Risk Factors*, “Changes in our payor mix or the acuity of our patients could adversely affect our *Net operating revenues* or our profitability.”

Cost Reports

Because of our participation in Medicare and Medicaid, we are required to meet certain financial reporting requirements. Federal and, where applicable, state regulations require the submission of annual cost reports covering the revenue, costs, and expenses associated with the services provided by inpatient hospital, home health, and hospice providers to Medicare beneficiaries and Medicaid recipients. These annual cost reports are subject to routine audits which may result in adjustments to the amounts ultimately determined to be due to us under these reimbursement programs. These audits are used for determining if any under- or over-payments were made to these programs and to set payment levels for future years. Medicare also makes retroactive adjustments to payments for certain low-income patients after comparing subsequently published statistical data from CMS to the cost report data. We cannot predict what retroactive adjustments, if any, will be made, but we do not anticipate these adjustments will have a material impact on us.

Regulation

The healthcare industry is subject to significant federal, state, and local regulation that affects our business activities by controlling the reimbursement we receive for services provided, requiring licensure or certification of our operations, regulating our relationships with physicians and other referral sources, regulating the use of our properties, and controlling our growth. State and local healthcare regulation may cover additional matters such as nurse staffing ratios, healthcare worker safety, marijuana legalization, and assisted suicide. We are also subject to the broader federal and state regulations that prohibit fraud and abuse in the delivery of healthcare services. Congress, HHS-OIG, and the DOJ have historically focused on fraud and abuse in healthcare. Since the 1980s, a steady stream of changes have stiffened penalties or made it easier for DOJ to impose liability on companies and individuals, and the pace of these changes has only been increasing. The 2018 Budget Act continues this emphasis by increasing the criminal and civil penalties that can be imposed for violating federal health care laws. As a healthcare provider, we are subject to periodic audits, examinations and investigations conducted by, or at the direction of, government investigative and oversight agencies. Failure to comply with applicable federal and state healthcare regulations can result in a provider's exclusion from participation in government reimbursement programs and in substantial civil and criminal penalties.

We undertake significant effort and expense to provide the medical, nursing, therapy, and ancillary services required to comply with local, state, and federal regulations, as well as, for most facilities, accreditation standards of The Joint Commission and, for some facilities, the Commission on Accreditation of Rehabilitation Facilities. We also maintain accreditation for our home health and hospice agencies where required and in other instances where it facilitates more efficient Medicare enrollment. The Community Health Accreditation Program is the most common accrediting organization for our agencies. Accredited facilities and agencies are subject to periodic resurvey to ensure the standards are being met.

Beyond healthcare specific regulations, we face increasing state and local regulation in areas, such as labor and employment and data privacy, traditionally subject to only or primarily federal regulation. In addition to the risk and burden of new, additional, or more stringent regulatory standards, these state and local regulations often conflict with federal regulation, and with each other. Given the number of locations in which we operate, increasing state and local regulation, which may be more stringent than federal regulation and may even conflict with federal or other state or local regulation, represents a significant burden and risk to us.

We maintain a comprehensive ethics and compliance program to promote conduct and business practices that meet or exceed requirements under laws, regulations, and industry standards. The program monitors the Company's performance on, and raises awareness of, various regulatory requirements among employees and emphasizes the importance of complying with governmental laws and regulations. As part of the compliance program, we provide annual compliance training to our employees, Board members, medical directors, vendors, and other non-employees that operate within our hospitals, and require all employees to report any violations to their supervisor or another person of authority or through a toll-free telephone hotline. Another integral part of our compliance program is a policy of non-retaliation against employees who report compliance concerns.

Licensure and Certification

Healthcare facility construction and operation are subject to numerous federal, state, and local regulations relating to, among other things, the adequacy of medical care, equipment, personnel, operating policies and procedures, acquisition and dispensing of pharmaceuticals and controlled substances, infection control, maintenance of adequate records and patient privacy, fire prevention, and compliance with building codes and environmental protection laws. Our inpatient rehabilitation hospitals are subject to periodic inspection and other reviews by governmental and non-governmental certification authorities to ensure continued compliance with the various standards necessary for facility licensure. All of our hospitals are required to be licensed.

In addition, inpatient rehabilitation hospitals must be certified by CMS to participate in the Medicare program and generally must be certified by Medicaid state agencies to participate in Medicaid programs. Certification and participation in these programs involve numerous regulatory obligations. For example, hospitals must treat at least 20 patients without reimbursement prior to certification and eligibility for Medicare reimbursement. Once certified by Medicare, hospitals undergo periodic on-site surveys and revalidations in order to maintain their certification. All of our inpatient hospitals participate in the Medicare program.

Our home health and hospice agencies are each licensed under applicable law, certified by CMS for participation in the Medicare program, and generally certified by the applicable state Medicaid agencies to participate in those programs.

Failure to comply with applicable certification requirements may make our hospitals and agencies, as the case may be, ineligible for Medicare or Medicaid reimbursement. In addition, Medicare or Medicaid may seek retroactive reimbursement from noncompliant providers or otherwise impose sanctions for noncompliance. Non-governmental payors often have the right to terminate provider contracts if the provider loses its Medicare or Medicaid certification.

All Medicare providers are subject to employee screening requirements and associated fees. The screening of employees with patient access must include a licensure check and may include other procedures such as fingerprinting, criminal background checks, unscheduled and unannounced site visits, database checks, and other screening procedures prescribed by CMS. If a healthcare provider arranges or contracts with an individual or entity who is excluded by HHS-OIG from participation in a federal healthcare program, the provider may be subject to civil monetary penalties if the excluded person renders services reimbursed, directly or indirectly, by a program.

We have developed operational systems to oversee compliance with the various standards and requirements of the Medicare program and have established ongoing quality assurance activities; however, given the complex nature of governmental healthcare regulations, there can be no assurance Medicare, Medicaid, or other regulatory authorities will not allege instances of noncompliance. A determination by a regulatory authority that a facility or agency is not in compliance with applicable requirements could also lead to the assessment of fines or other penalties, loss of licensure, exclusion from participation in Medicare and Medicaid, and the imposition of requirements that the offending facility or agency must take corrective action.

Certificates of Need

In some states and U.S. territories where we operate, the construction or expansion of facilities, the acquisition of existing facilities or agencies, or the introduction of new beds or inpatient, home health, and hospice services may be subject to review by and prior approval of state regulatory bodies under a “certificate of need,” or “CON,” law. As of December 31, 2021, approximately 40% of our licensed beds and 35% of our home health and hospice locations are in states or U.S. territories that have CON laws. CON laws require a reviewing authority or agency to determine the public need for additional or expanded healthcare facilities and services. These laws also generally require approvals for capital expenditures involving inpatient rehabilitation hospitals if such capital expenditures exceed certain thresholds. In addition, CON laws in some states require us to abide by certain charity care commitments as a condition for approving a CON. Any instance where we are subject to a CON law, we must obtain it before acquiring, opening, reclassifying, or expanding a healthcare facility, starting a new healthcare program, or opening a new home health or hospice agency.

We potentially face opposition any time we initiate a project requiring a new or amended CON or seek to acquire an existing CON. This opposition may arise either from competing national or regional companies or from local hospitals, agencies, or other providers which file competing applications or oppose the proposed CON project. Opposition to our applications may delay or prevent our future addition of beds, hospitals, or agencies in given markets or increase our costs in seeking those additions. The necessity for these approvals serves as a barrier to entry and has the potential to limit competition for us (in markets where we hold a CON) and for other providers (in markets where we are seeking a CON). We have generally been successful in obtaining CONs or similar approvals, although there can be no assurance we will achieve similar success in the future, and the likelihood of success varies by locality and state.

In an attempt to reduce regulation and increase competition, lawmakers in several states have recently proposed modification or even full repeal of CON laws. In 2019, Florida enacted legislation to repeal CON laws for several provider types, including IRFs. We believe CON-related legislation and regulation changes, including both repeal and expansion of CON requirements, will continue to be proposed in various states for the foreseeable future.

False Claims

The federal False Claims Act (the “FCA”) imposes liability for the knowing presentation of a false claim to the United States government and provides for penalties equal to three times the actual amount of any overpayments plus up to approximately \$23,000 per claim. Federal civil penalties will be adjusted to account for inflation each year. In addition, the FCA allows private persons, known as “relators,” to file complaints under seal and provides a period of time for the government to investigate such complaints and determine whether to intervene in them and take over the handling of all or part of such complaints. The government and relators may also allege violations of the FCA for the knowing and improper failure to report and refund amounts owed to the government in a timely manner following identification of an overpayment. This is known as a “reverse false claim.” The government deems identification of the overpayment to occur when a person has, or should have through reasonable diligence, determined that an overpayment was received and quantified the overpayment.

Because we have hundreds of thousands of claims a year for which we are reimbursed by Medicare and other federal payors and there is a relatively long statute of limitations, a billing error, cost reporting error or disagreement over physician medical judgment could result in significant damages and civil and criminal penalties under the FCA. Many states have also adopted similar laws relating to state government payments for healthcare services. The ACA amended the FCA to expand the definition of false claim, to make it easier for the government to initiate and conduct investigations, to enhance the monetary reward to relators where prosecutions are ultimately successful, and to extend the statute of limitations on claims by the government. The federal government has become increasingly aggressive in asserting that incidents of erroneous billing or record keeping represent FCA violations and in challenging the medical judgment of independent physicians as the basis for FCA allegations. Furthermore, well-publicized enforcement actions indicate that the federal government has increasingly sought to use statistical sampling to extrapolate allegations to larger pools of claims or to infer liability without proving knowledge of falsity of individual claims. A violation of the FCA by us could have a material adverse effect upon our business, financial position, results of operations, or cash flows. Even the assertion of a violation could have an adverse effect upon our stock price or reputation. For additional discussion, see Item 1A, *Risk Factors*, and Note 18, *Contingencies and Other Commitments*, to the accompanying consolidated financial statements.

Relationships with Physicians and Other Providers

Anti-Kickback Law. Various state and federal laws regulate relationships between providers of healthcare services, including management or service contracts and investment relationships. Among the most important of these restrictions is a federal law prohibiting the offer, payment, solicitation, or receipt of remuneration by individuals or entities to induce referrals of patients for services reimbursed under the Medicare or Medicaid programs (the “Anti-Kickback Law”). The ACA amended the federal Anti-Kickback Law to provide that proving violations of this law does not require proving actual knowledge or specific intent to commit a violation. Another amendment made it clear that Anti-Kickback Law violations can be the basis for claims under the FCA. These changes and those described above related to the FCA, when combined with other recent federal initiatives, are likely to increase investigation and enforcement efforts in the healthcare industry generally. In addition to standard federal criminal and civil sanctions, including imprisonment and penalties of up to \$100,000 for each violation plus tripled damages for improper claims, violators of the Anti-Kickback Law may be subject to exclusion from the Medicare and/or Medicaid programs. Federal civil penalties will be adjusted to account for inflation each year. In 1991, HHS-OIG issued regulations describing compensation arrangements that are not viewed as illegal remuneration under the Anti-Kickback Law. Those regulations provide for certain safe harbors for identified types of compensation arrangements that, if fully complied with, assure participants in the particular arrangement that HHS-OIG will not treat that participation as a criminal offense under the Anti-Kickback Law or as the basis for an exclusion from the Medicare and Medicaid programs or the imposition of civil sanctions.

On November 20, 2020, HHS-OIG finalized a rule to modernize the Anti-Kickback Law by reducing regulatory barriers to care coordination and accelerating adoption of value-based delivery and payment models (the “2020 AKL Rule”). The 2020 AKL Rule adds several new safe harbors for value-based arrangements and modifies several existing safe harbors with the goal of encouraging innovations that are beneficial to patients while maintaining necessary safeguards to protect against fraud and abuse. The 2020 AKL Rule also expands the safe harbor for cybersecurity technology by covering remuneration in the form of cybersecurity technology and services. The new and modified value-based safe harbors are available to inpatient rehabilitation and home health providers if the applicable conditions are met.

Failure to fall within a safe harbor does not constitute a violation of the Anti-Kickback Law, but HHS-OIG has indicated failure to fall within a safe harbor may subject an arrangement to increased scrutiny. A violation of the Anti-Kickback Law by us or one or more of our joint ventures could have a material adverse effect upon our business, financial position, results of operations, or cash flows. Even the assertion of a violation could have an adverse effect upon our stock price or reputation.

We operate a number of our rehabilitation hospitals and a few of our home health agencies through joint ventures with institutional healthcare providers that may be in a position to make or influence referrals to us. In addition, we have a number of relationships with physicians and other healthcare providers, including management or service contracts. Some of these investment relationships and contractual relationships may not fall within the protection offered by a safe harbor. Despite our compliance and monitoring efforts, there can be no assurance violations of the Anti-Kickback Law will not be asserted in the future, nor can there be any assurance our defense against any such assertion would be successful.

For example, we have entered into agreements to manage our hospitals that are owned by joint ventures. Most of these agreements incorporate a percentage-based management fee. Although there is a safe harbor for personal services and management contracts, this safe harbor requires, among other things, the aggregate compensation paid to the manager over the term of the agreement be set in advance. Because our management fee may be based on a percentage of revenues, the fee arrangement may not meet this requirement. However, we believe our management arrangements satisfy the other requirements of the safe harbor for personal services and management contracts and comply with the Anti-Kickback Law.

Physician Self-Referral Law. The federal law commonly known as the “Stark law” and CMS regulations promulgated under the Stark law prohibit physicians from making referrals for “designated health services” including inpatient and outpatient hospital services, physical therapy, occupational therapy, radiology services, and home health services, to an entity in which the physician (or an immediate family member) has an investment interest or other financial relationship, subject to certain exceptions. The Stark law also prohibits those entities from filing claims or billing Medicare for those referred services. Violators of the Stark law and regulations may be subject to recoupments, civil monetary sanctions (up to \$26,000 for each violation and assessments up to three times the amount claimed for each prohibited service) and exclusion from any federal, state, or other governmental healthcare programs. The statute also provides a penalty of up to \$172,000 for a circumvention scheme. Federal civil penalties will be adjusted to account for inflation each year. There are statutory exceptions to the Stark law for many of the customary financial arrangements between physicians and providers, including personal services contracts and leases. However, in order to be afforded protection by a Stark law exception, the financial arrangement must comply with every requirement of the applicable exception.

Under the ACA, the exception to the Stark law that currently permits physicians to refer patients to hospitals in which they have an investment or ownership interest has been dramatically limited by providing that only physician-owned hospitals with a provider agreement in place on December 31, 2010 are exempt from the general ban on self-referral. Existing physician-owned hospitals are prohibited from increasing the physician ownership percentage in the hospital after March 23, 2010. Additionally, physician-owned hospitals are prohibited from increasing the number of licensed beds after March 23, 2010, except when certain market and regulatory approval conditions are met. We have no hospitals that would be considered physician-owned under this law.

On November 20, 2020, CMS finalized a rule implementing various changes to the Stark law to provide better access and outcomes for patients by creating clearer paths for providers to serve patients through enhanced coordinated care agreements (the “2020 Stark Rule”). Notably, the 2020 Stark Rule creates permanent exceptions for value-based compensation arrangements that provide at least one value-based activity, which arrangements must further one value-based purpose, which may include: (1) coordinating and managing patient care; (2) improving quality of care for a target population; (3) reducing costs or expenditure growth without reducing quality of care; and (4) transitioning from health care delivery and payment mechanisms that are based on volume to outcome-based delivery and payment systems. In addition, the 2020 Stark Rule adopts a new exception regarding the provision of cybersecurity items to physicians and makes permanent the electronic health record exception under the Stark law.

The complexity of the Stark law and the associated regulations and their associated strict liability provisions are a challenge for healthcare providers, who do not always have the benefit of significant regulatory or judicial interpretation of these laws and regulations. We attempt to structure our relationships to meet one or more exceptions to the Stark law, but the regulations implementing the exceptions are detailed and complex. Accordingly, we cannot assure that every relationship complies fully with the Stark law.

Additionally, no assurances can be given that any agency charged with enforcement of the Stark law and regulations might not assert a violation under the Stark law, nor can there be any assurance our defense against any such assertion would be successful or that new federal or state laws governing physician relationships, or new interpretations of existing laws governing such relationships, might not adversely affect relationships we have established with physicians or result in the imposition of penalties on us. A violation of the Stark law by us could have a material adverse effect upon our business, financial position, results of operations, or cash flows. Even the assertion of a violation could have an adverse effect upon our stock price or reputation.

HIPAA

The Health Insurance Portability and Accountability Act of 1996, commonly known as “HIPAA,” broadened the scope of certain fraud and abuse laws by adding several criminal provisions for healthcare fraud offenses that apply to all health benefit programs. HIPAA also added a prohibition against incentives intended to influence decisions by Medicare or Medicaid beneficiaries as to the provider from which they will receive services. In addition, HIPAA created new enforcement mechanisms to combat fraud and abuse, including the Medicare Integrity Program, and an incentive program under which individuals can receive a monetary reward for providing information on Medicare fraud and abuse that leads to the recovery of at least Medicare funds. Penalties for violations of HIPAA include civil and criminal monetary penalties. The HHS Office of Civil Rights (“HHS-OCR”) implemented a permanent HIPAA audit program for healthcare providers nationwide in 2016. As of December 31, 2021, we have not been selected for audit.

HIPAA and related HHS regulations contain certain administrative simplification provisions that require the use of uniform electronic data transmission standards for certain healthcare claims and payment transactions submitted or received electronically. HIPAA regulations also regulate the use and disclosure of individually identifiable health-related information, whether communicated electronically, on paper, or orally. The regulations provide patients with significant rights related to understanding and controlling how their health information is used or disclosed and require healthcare providers to implement administrative, physical, and technical practices to protect the security of individually identifiable health information.

The Health Information Technology for Economic and Clinical Health (“HITECH”) Act modifies and expands the privacy and security requirements of HIPAA. The HITECH Act applies certain of the HIPAA privacy and security requirements directly to business associates of covered entities. The modifications to existing HIPAA requirements include: expanded accounting requirements for electronic health records, tighter restrictions on marketing and fundraising, and heightened penalties and enforcement associated with noncompliance. Significantly, the HITECH Act also establishes new mandatory federal requirements for notification of breaches of security involving protected health information. HHS-OCR rules implementing the HITECH Act expand the potential liability for a breach involving protected health information to cover some instances where a subcontractor is responsible for the breaches and that individual or entity was acting within the scope of delegated authority under the related contract or engagement. These rules generally define “breach” to mean the acquisition, access, use or disclosure of protected health information in a manner not permitted by the HIPAA privacy standards, which compromises the security or privacy of protected health information. Under these rules, improper acquisition, access, use, or disclosure is presumed to be a reportable breach, unless the potentially breaching party can demonstrate a low probability that protected health information has been compromised.

In December 2020, HHS-OCR proposed a new rule that would modify HIPAA regulations. According to HHS-OCR, the proposed rule is intended to promote care coordination and value-based care. The proposed changes to the HIPAA rules also provide for strengthening individuals’ rights to access their own health information, including electronic information; improving information sharing for care coordination and case management for individuals; facilitating greater family and caregiver involvement in the care of individuals experiencing emergencies or health crises; enhancing flexibilities for disclosures in emergency or threatening circumstances, such as the opioid and COVID-19 public health emergencies; and reducing administrative burdens on HIPAA covered healthcare providers and health plans, while continuing to protect individuals’ health information privacy interests. Although one of the stated purposes of the proposed rules is to reduce healthcare providers burdens, providers would have to engage in a number of activities to come into compliance if the changes are finalized, including changing policies and procedures, changing patient privacy notices and business associate agreements and training workforce members in the new requirements.

HHS-OCR is responsible for enforcing the requirement that covered entities notify HHS and any individual whose protected health information has been improperly acquired, accessed, used, or disclosed. In certain cases, notice of a breach is required to be made to media outlets. The heightened penalties for noncompliance range from \$100 to \$50,000 per violation for most violations. In the event of violations due to willful neglect that are not corrected within 30 days, penalties start at \$50,000 per violation and are not subject to a per violation statutory maximum. Penalties are also subject to an annual cap for multiple identical violations in a single calendar year. Pursuant to 2019 guidance from HHS-OCR, this enforcement cap ranges from a minimum of \$25,000 per year to a maximum of \$1,500,000 per year depending on an entity’s level of culpability. Importantly, HHS-OCR has indicated that the failure to conduct a security risk assessment or adequately implement HIPAA compliance policies could qualify as willful neglect.

In addition, there are numerous legislative and regulatory initiatives at the federal and state levels addressing patient privacy concerns. Healthcare providers will continue to remain subject to any federal or state privacy-related laws, including but not limited to the California Consumer Privacy Act, that are more restrictive than the privacy regulations issued under HIPAA. These laws vary and could impose additional penalties. HHS-OIG and other regulators have also increasingly interpreted laws and regulations in a manner as to increase exposure of healthcare providers to allegations of noncompliance.

Any actual or perceived violation of privacy-related laws and regulations, including HIPAA and the HITECH Act, could have a material adverse effect on our business, financial position, results of operations, and cash flows.

Civil Monetary Penalties Law

Under the Civil Monetary Penalties Law, HHS may impose civil monetary penalties on healthcare providers that present, or cause to be presented, ineligible reimbursement claims for services. The 2018 Budget Act increased the civil monetary penalties, which vary depending on the offense from \$5,000 to \$100,000 per violation, plus treble damages for the amount at issue and may include exclusion from federal health care programs such as Medicare and Medicaid. The penalties are adjusted annually to account for inflation. HHS may seek to impose monetary penalties under this law for, among other things, offering inducements to beneficiaries for program services and filing false or fraudulent claims.

Regulation of Home Health-related Services

There are several currently evolving alternatives for home-based post-acute patient care that we believe could complement our existing home health and hospice services, including “skilled nursing facility-at-home” (or “SNF-at-home”), palliative care and “hospital-at-home.” However, the regulatory and reimbursement landscape for these services remains subject to uncertainty.

While some healthcare industry stakeholders and clinicians believe that providing SNF-level care in patients’ homes under certain circumstances may lead to improved patient outcomes and lower costs of care for payors, the licensure and reimbursement status of the SNF-at-home delivery model are generally undefined at this time. A combination of federal and state regulatory action, as well as payor reimbursement policies, will likely be needed in order to develop a framework and funding for SNF-at-home services. Unless and until such actions are taken, home-based services designed to approximate the level of care furnished in skilled nursing facilities would need to be delivered in compliance with the existing Medicare certification, state licensure, and payor reimbursement frameworks.

Palliative care focuses on improving quality of life for patients, making the patient as comfortable as possible by anticipating, preventing, diagnosing and treating their symptoms, but does not seek to cure the patient’s underlying illness. Unlike hospice services, which are also palliative in nature, palliative care services are not limited to patients with terminal illnesses. While the nature of the patient care is substantially similar, palliative care services and hospice are distinct from a state licensure and Medicare reimbursement perspective because patients have not yet elected (or have not qualified) to receive the Medicare hospice benefit. Medicare does not recognize palliative care services as a separate reimbursement category, but rather subjects palliative care services delivered by physicians and non-physician practitioners to the normal Medicare Part B coverage and reimbursement rules. Individual categories of professionals, such as nurses, must comply with state professional licensure regulations concerning the scope of practice as applied to palliative care services. In addition, some states may require an entity- or facility-level license, distinct from the hospice license, to provide palliative care services. Payor coverage and reimbursement policies may vary greatly depending on the state, payor, and the patient’s health plan.

Hospital-at-home refers to the provision of acute care hospital services in patients’ homes. The concept received significant industry attention following a March 2020 announcement by CMS allowing Medicare-certified hospitals to request waivers of applicable Medicare Conditions of Participation to provide acute care hospital services in patients’ homes during the COVID-19 public health emergency. On November 25, 2020, CMS expanded and modified this program, which is now called the Acute Hospital Care at Home program. Hospital-at-home care under Medicare still requires the provider to meet all of the Medicare Conditions of Participation applicable to hospitals and involves a much higher intensity of care than home health agencies are generally equipped to provide. In order to provide hospital-at-home care, we would need to enter into an arrangement with a Medicare-certified hospital that has received one of these Acute Hospital Care at Home waivers from CMS to be able to provide home acute care services on behalf of the hospital. Furthermore, because the Acute Hospital Care at Home program is a Medicare program designed to address the COVID-19 public health emergency, non-Medicare payor reimbursement policies are unclear and would have to be addressed individually with each payor.

Available Information

We make available through our website, www.encompasshealth.com, the following documents, free of charge: our annual reports (Form 10-K), our quarterly reports (Form 10-Q), our current reports (Form 8-K), and any amendments to those reports promptly after we electronically file such material with, or furnish it to, the United States Securities and Exchange Commission.

Item 1A. Risk Factors

Our business, operations, and financial position are subject to various risks. Some of these risks are described below, and the reader should take such risks into account in evaluating Encompass Health or any investment decision involving Encompass Health. This section does not describe all risks that may be applicable to us, our industry, or our business, and it is intended only as a summary of material risk factors. More detailed information concerning other risks and uncertainties as well as those described below is contained in other sections of this annual report. Still other risks and uncertainties we have not or cannot foresee as material to us may also adversely affect us in the future. If any of the risks below or other risks or uncertainties discussed elsewhere in this annual report are actually realized, our business and financial condition, results of operations, and cash flows could be adversely affected. In the event the impact is materially adverse, the trading price of our common stock could decline.

Risks Related to the Strategic Review and the Resulting Planned Spin Off of Our Home Health and Hospice Business

Following our review of strategic alternatives for our home health and hospice business, we plan to effect a spin off of our home health and hospice business into an independent public company, but there can be no assurance that we will be successful in consummating the spin off or any other strategic alternatives, that the spin off or any other strategic alternatives will yield additional value for our stockholders, or that the planned spin off will not adversely impact our business, financial results or results of operations.

On December 9, 2020, we announced that our board of directors proceeded with a more formalized process for exploring strategic alternatives for our home health and hospice business. As a result of this process, we expect to effect a spin off of the home health and hospice business into an independent, publicly traded company by the end of the second quarter of 2022. Our board of directors believes that the separation of the inpatient rehabilitation business and the home health and hospice business into two independent, publicly traded companies will provide significant benefits to both businesses and their stakeholders, including improving the strategic and operational flexibility of each business, increasing the focus of each management team on its business strategy and operations, allowing each business to adopt a capital structure and investment policy best suited to its financial profile and business needs, and providing each company with its own equity currency to facilitate acquisitions and to better incentivize management. However, we cannot guarantee the spin off will occur. Speculation regarding the separation or any other developments related to the review of strategic alternatives for our home health and hospice business and perceived uncertainties related to the future of that business or Encompass Health could cause our stock price to fluctuate significantly.

Our exploration of strategic alternatives and the resulting plan to spin off our home health and hospice business exposes us to a number of risks and uncertainties, including the risk that we may not be able to consummate any separation transaction successfully or at all; diversion of management's time to the process; the incurrence of significant expenses associated with the review and pursuit of the spin off or any other transaction; increased difficulties in attracting, retaining or motivating key management personnel; and exposure to potential litigation. Any of these factors could disrupt our business and could have a material adverse effect on our business, financial condition, results of operations, cash flows or stock price.

Additionally, we may not be able to realize the anticipated benefits from the spin off or any other strategic alternative involving our home health and hospice business. There can be no assurance that the spin off or other strategic alternative, if identified, evaluated and consummated, will provide greater value to our stockholders than that reflected in our current stock price. Further, our board of directors may determine to suspend or terminate the spin off of our home health and hospice business at any time. The spin off or any other outcome of this review process is also dependent upon a number of factors that may be beyond our control, including among other factors, market conditions (including the impact of the COVID-19 pandemic), industry trends, regulatory developments, litigation, and the interest of third parties in our business.

The rebranding of the home health and hospice business will involve substantial costs and may not be favorably received by our referral sources, business partners, or investors.

Historically, we have conducted our home health and hospice business under the Encompass brand as an integrated post-acute healthcare provider. In anticipation of the spin off, we expect the home health and hospice business will begin operating under the new "Enhabit" brand as soon as April in some locations. The new brand name may not improve upon the brand recognition associated with the "Encompass" name that we previously established with referral sources and business partners over a long period of time. In addition, the rebranding will involve significant costs and require the dedication of significant time and effort by management and other personnel. We cannot predict the impact of the rebranding on the business. However, if the home health and hospice business fails to establish, maintain, or enhance brand recognition associated with the

“Enhabit” name, it may affect patient referrals, which may adversely affect our ability to generate revenues and could impede the Enhabit business plan. Additionally, the costs and the dedication of time and effort associated with the rebranding may negatively affect our profitability.

If the spin off is completed, both Encompass Health’s and Enhabit’s operational and financial profiles will change and each will be a less diversified company than Encompass as it exists currently.

The spin off of our home health and hospice business will result in Encompass and Enhabit being less diversified companies with more limited businesses concentrated in their respective industries. As a result, each company may be more vulnerable to changing market and regulatory conditions, which could have a material adverse effect on its business, financial condition and results of operations. In addition, the diversification of revenues, costs, and cash flows will diminish, such that each company’s results of operations, cash flows, working capital, effective tax rate, and financing requirements may be subject to increased volatility and its ability to fund capital expenditures and investments, pay dividends and service debt may be diminished. It is anticipated that the effective tax rate for each separate company will differ from the current consolidated effective tax rate. The regulatory and reimbursement risk for Encompass will be significantly concentrated in the Medicare inpatient rehabilitation rules and regulations. The regulatory and reimbursement risk for Enhabit will be significantly concentrated in the Medicare home health rules and regulations. For 2021, Medicare payments under the inpatient rehabilitation facility prospective payment system represented approximately 64% of the inpatient rehabilitation segment total revenue, and Medicare payments under the home health prospective payment system represented approximately 63% of the home health and hospice segment total revenue. A significant change in Medicare regulations governing either inpatient rehabilitation or home health could have a material adverse effect on business, financial condition and results of operations of the respective separate company.

If the spin off is completed, there may be changes in our stockholder base, which may cause volatility in the price of our common stock.

Investors holding our common stock may hold our common stock because of a decision to invest in a company that provide a diverse or integrated healthcare services. If the spin off is completed, shares of Encompass common stock will represent an investment in a business concentrated in inpatient rehabilitation, and shares of the common stock of Enhabit will represent an investment in businesses concentrated in home health and hospice. These changes may not match some stockholders’ investment strategies, which could cause them to sell their shares of our common stock or the common stock of Enhabit, and excessive selling pressure could cause the respective market prices to decrease following the consummation of the spin. Additionally, we cannot predict whether the combined market value of our common stock and the common stock of Enhabit after the spin off will be equal to or greater than the market value of our common stock prior to the spin off.

Novel Coronavirus Disease 2019 (“COVID-19”) Pandemic Risks

The COVID-19 pandemic (the “pandemic”) has significantly affected and is expected to continue to significantly affect our operations, business and financial condition, and our liquidity could be negatively impacted, particularly if the provision of healthcare services and the supplies for those services are disrupted for a lengthy period of time.

The pandemic has significantly affected and will continue to significantly affect our facilities, employees, business operations, and financial performance, as well as the United States economy and financial markets. The pandemic is still rapidly evolving and much of its impact remains unknown and difficult to predict, with the impact on our operations and financial performance being dependent on numerous factors, including the rate of spread, duration and geographic coverage of the pandemic; the rate and extent to which the virus mutates and the severity of the symptoms of the variants; the status of testing capabilities; the rates of vaccination and therapeutic remedies for COVID-19 and any variant strains; the legal, regulatory and administrative developments related to the pandemic at federal, state, and local levels, such as vaccine mandates, anti-mandate laws and orders, shelter-in-place orders, facility closures and quarantines; and the infectious disease prevention and control efforts of the Company, governments and third parties.

We began experiencing a negative impact from the pandemic on our operations and financial results in March 2020. The most pronounced negative impacts occurred with the initial wave of the pandemic and the governmental reactions to it in the first half of 2020. Since then, our operational and financial performance has improved, but subsequent localized surges in case counts, particularly ones involving new COVID-19 variants, have also had a negative impact on us. The ongoing nature of the pandemic means that new or recurring problems are likely to arise and may have significant negative effects on our business, particularly in specific markets most affected by a new surge.

Legal and Regulatory Environment

Future federal, state or local laws, regulations, orders, or other governmental or regulatory actions addressing the pandemic have, and could in the future, adversely affect our financial condition, results of operations and cash flow, including by exacerbating staffing shortages, increasing staffing and supply costs, reducing patient volumes, and increasing compliance costs and the associated risks of losing a license to operate. The Centers for Medicare & Medicaid Services (“CMS”) of the U.S. Department of Health and Human Services (“HHS”) imposed a COVID-19 vaccination requirement (the “CMS Vax Mandate”) as a condition of participating in the Medicare and Medicaid programs. The CMS Vax Mandate recognizes potential medical and religious exemptions but does not allow for testing as an alternative for employees that do not get the vaccine. Pursuant to CMS guidance, a healthcare provider must have policies and procedures in place to ensure all employees are vaccinated and 100% of employees must be fully vaccinated or have been granted qualifying exemption on or before the deadline for the provider’s state, the latest of which is March 21, 2022. Compliance with the CMS Vax Mandate will be assessed as part of initial certification, standard recertification or re-accreditation performed by existing surveying agencies and contractors. As is customary in the surveying process, non-compliance does not necessarily lead to termination, and providers will generally be given opportunities to return to compliance. If noncompliance is not resolved in the notice and remediation period, providers may as a final measure be subject to termination of participation from the Medicare and Medicaid programs. Home health and hospice agencies are also subject to civil monetary penalties and claims denials. Some states have adopted more onerous vaccine mandate requirements than CMS. Other states, including Florida and Texas, have promulgated laws and executive orders that purport to prohibit employers from instituting vaccine mandates for employees or to prevent state authorities from aiding in enforcement of federal vaccine mandates. It is unclear how these conflicting anti-mandate laws and orders might impact the administration of the CMS Vax Mandate or employers’ attempts to comply with the CMS Vax Mandate.

State and local executive actions in response to the pandemic, such as limitations on elective procedures, vaccine mandates, shelter-in-place orders, facility closures and quarantines, have in the past, and could in the future, impair our ability to operate or prevent people from seeking care from us. For example, local health departments have restricted our ability to take patients in specific markets for periods of time in reaction to perceived COVID-19 outbreaks. The imposition of a nationwide restriction on travel or other public activities by the federal government could have similar effects in all of our markets.

We may also be subject to lawsuits from patients, employees and others alleging exposure to COVID-19 at our facilities. To date, six lawsuits have been filed on behalf of former patients alleging COVID-19 exposure during stays in our hospitals. Such actions may involve large damage claims as well as substantial defense costs. Our professional and general liability insurance may not cover all claims against us.

Additionally, the CARES Act, signed into law on March 27, 2020, authorized the cash distribution of relief funds to healthcare providers in response to the pandemic. On April 10, 2020, HHS began distributing CARES Act relief funds, for which we did not apply, to various of our bank accounts. We refused the CARES Act relief funds, and our banks returned all the funds to HHS. The 2021 Budget Act, signed into law on December 27, 2020, provides for additional provider relief funds. We intend to refuse any additional provider relief funds distributed in the future whether authorized under the CARES Act, the 2021 Budget Act or the American Rescue Plan Act.

Patient Volumes and Related Risks

For various quarterly periods during the pandemic, we experienced decreased patient volumes in one or more of our business lines when compared to the prior year periods. We believe reduced patient volumes resulted, and will continue to result in specific markets, from a number of conditions related to the pandemic negatively affecting the willingness and ability of patients to seek and receive healthcare services, including: reductions in elective procedures by acute-care hospitals and physician practices; capacity and staffing constraints; restrictive governmental measures, such as travel bans, social distancing requirements, quarantines and shelter-in-place orders; and patient and caregiver fear of infection. In the home health and hospice segment, we also experienced decreases in visits per episode and institutional referrals because of the pandemic, both of which negatively affected pricing for home health.

We believe one of the primary drivers of our reduced volumes is the significant reduction in volumes of elective procedures by acute-care hospitals and physician practices. There is also reason to believe patients, because of fear of infection, have delayed or foregone treatment for conditions, such as stroke and heart attack, that are non-elective in nature. As a reminder, a large number of patients are referred to us following procedures or treatment at acute-care hospitals. Other factors related to the pandemic that have led to decreasing patient volumes include: lower acute-care hospital censuses due to shelter-in-place orders, restrictive visitation policies in place at acute-care hospitals that severely limit access to patients and caregivers by our clinical rehabilitation liaisons and care transition coordinators, policies in assisted living facilities that limit our staff

from visiting patients, and heightened anxiety among patients and their family members regarding the risk of exposure to COVID-19 during acute-care and post-acute care treatment. Significant outbreaks of COVID-19 in our markets, hospitals or large acute-care referral sources could further increase patient anxiety and unwillingness to seek treatment from us or otherwise limit referrals. These factors have contributed, and could in the future contribute, to a decline in new patients for both of our operating segments as well as decreases in visits per episode in our home health business.

Staffing and Related Risks

Our operations and financial results have been and may in the future be adversely affected by staffing shortages and costs. The pandemic and governmental responses to it have created and continue to exacerbate staffing challenges for us and other healthcare providers, including our referral sources. Quarantines and vaccine mandates as well as employee apprehension and stress related to the pandemic have led to staffing shortages which in turn have led to increased staffing costs. We have, and the healthcare industry in general has, experienced staffing shortages at individual hospitals and agencies from time to time. Staffing shortages have limited, and may in the future limit, our ability to admit additional patients at a given facility or agency. Shortages in nurse staffing have led to significant increases in agency nursing and the compensation costs for nursing staff, both agency and employee. The CMS Vax Mandate may lead to the loss of some employees. In addition to staffing shortages, significant outbreaks of COVID-19 or PPE shortages in our markets or hospitals may reduce employee morale and create labor unrest or other workforce disruptions. Staffing shortages or employee relations issues related to COVID-19 may lead to limitations on the ability to admit new patients. We may also experience additional benefit costs related to increased workers' compensation claims and group health insurance expenses as a result of the pandemic. Additionally, as some employees work from home to comply with pandemic-mitigation protocols, they will rely on remote access to our information systems to a greater extent than normal, which could increase the likelihood and magnitude of a cyber attack on our information systems.

Supply Chain

Additionally, we experienced supply chain disruptions as a result of the pandemic, including shortages and delays, and we have experienced, and are likely to continue to experience, significant price increases in equipment, pharmaceuticals and medical supplies, particularly personal protective equipment, or "PPE." Beginning in March 2020, we experienced increased supply expenses due to higher utilization of PPE and increased purchasing of other medical supplies and cleaning and sanitization materials as well as higher prices for supplies in shortage. Increased supply expenses are likely to continue in 2022. Shortages of essential PPE and pharmaceutical and medical supplies in the future may also limit our ability to admit and treat patients or lead to employee disputes.

Other Factors

The foregoing disruptions to our business as a result of the pandemic have had, and are likely to continue to have, an adverse effect on our business and could have a material adverse effect on our business, results of operations, financial condition and cash flows. Furthermore, assessing the CMS Vax Mandate and numerous other federal, state and local regulatory changes and formulating our responses to those regulatory changes and the effects of the pandemic has required, and will likely continue to require, extensive management involvement and company resources, which may negatively affect our ability to implement our business plan and respond to opportunities and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Reimbursement Risks

Reductions or changes in reimbursement from government or third-party payors could adversely affect our Net operating revenues and other operating results.

We derive a substantial portion of our *Net operating revenues* from the Medicare program. See Item 1, *Business*, "Sources of Revenues," for a table identifying the sources and relative payor mix of our revenues. In addition to many ordinary course reimbursement rate changes that CMS adopts each year as part of its annual rulemaking process for various healthcare provider categories, Congress and some state legislatures have periodically proposed significant changes in laws and regulations governing the healthcare system. Many of these changes have resulted in limitations on the increases in and, in some cases, significant roll-backs or reductions in the levels of payments to healthcare providers for services under many government reimbursement programs. There can be no assurance that future governmental initiatives will not result in pricing freezes, reimbursement reductions, or reduced levels of reimbursement increases that are less than the increases we experience in our costs of operation.

In March 2010, President Obama signed into law the ACA as a significant healthcare reform. Many provisions within the ACA have impacted or could in the future impact our business, including Medicare reimbursement reductions and promotion of alternative payment models, such as accountable care organizations (“ACOs”) and bundled payment initiatives. The nature and substance of state and federal healthcare laws are always subject to change, occasionally by means of both broad base healthcare reform legislation, like the ACA, and targeted legislative and regulatory action. Any future legislative and regulatory changes may ultimately impact the provisions of the ACA discussed below or other laws or regulations that either currently affect, or may in the future affect, our business.

For Medicare providers like us, these laws include reductions in CMS’s annual adjustments to Medicare reimbursement rates, commonly known as a “market basket update.” In accordance with Medicare laws and statutes, CMS makes market basket updates by provider type in an effort to compensate providers for rising operating costs. The ACA required reductions, the last of which ended in 2019, in the annual market basket updates for hospital providers ranging from 10 to 75 basis points and for hospice agencies 30 basis points. For home health agencies, the ACA directed CMS to improve home health payment accuracy through rebasing home health payments over four years starting in 2014. In addition, the ACA requires the market basket updates for hospital, home health, and hospice providers to be reduced by a productivity adjustment on an annual basis. The productivity adjustment equals the trailing 10-year average of changes in annual economy-wide private nonfarm business multi-factor productivity. To date, the productivity adjustments have typically resulted in decreases to the market basket updates ranging from 30 to 100 basis points.

Other federal legislation can also have a significant direct impact on our Medicare reimbursement. On August 2, 2011, President Obama signed into law the Budget Control Act of 2011, which provided for an automatic 2% reduction of Medicare program payments. This automatic reduction, known as “sequestration,” began affecting payments received after April 1, 2013. Under current law, for each year through fiscal year 2030, the reimbursement we receive from Medicare, after first taking into account all annual payment adjustments including the market basket update, will be reduced by sequestration unless it is repealed or modified before then. The CARES Act temporarily suspended sequestration for the period of May 1 through December 31, 2020. The 2021 Budget Act extended the sequestration suspension through March 31, 2021, and a subsequent bill signed into law on April 14, 2021 continued the suspension of sequestration until the end of 2021. On December 10, 2021 President Biden signed the Protecting Medicare and American Farmers from Sequester Cuts Act, which suspends sequestration cuts until April 1, 2022. Sequestration is scheduled to resume at that time but will only be a 1% payment reduction through June 30, 2022 before resuming the 2% reduction.

Additional Medicare payment reductions are also possible under the Statutory Pay-As-You-Go Act of 2010 (“Statutory PAYGO”). Statutory PAYGO requires, among other things, that mandatory spending and revenue legislation not increase the federal budget deficit over a 5- or 10-year period. If the Office of Management and Budget (the “OMB”) finds there is a deficit in the federal budget, Statutory PAYGO requires OMB to order sequestration of Medicare. In March 2021, President Biden signed the American Rescue Plan Act of 2021 (the “American Rescue Plan Act”). The Congressional Budget Office estimated that the American Rescue Plan Act would result in budget deficits necessitating a 4% reduction in Medicare program payments for 2022 under the Statutory PAYGO unless Congress and the President take action to waive the Statutory PAYGO reductions. The Protecting Medicare and American Farmers from Sequester Cuts Act suspends until 2023 the Statutory PAYGO reductions that would have gone into effect as a result of the American Rescue Plan Act.

Additionally, concerns held by federal policymakers about the federal deficit, national debt levels, or healthcare spending specifically, including solvency of the Medicare trust fund, could result in enactment of further federal spending reductions, further entitlement reform legislation affecting the Medicare program, and further reductions to provider payments. In October 2014, President Obama signed into law the Improving Medicare Post-Acute Care Transformation Act of 2014 (the “IMPACT Act”). The IMPACT Act directs HHS, in consultation with healthcare stakeholders, to implement standardized data collection processes for post-acute quality and outcome measures. Although the IMPACT Act does not specifically call for the implementation of a new post-acute payment system, we believe this act lays the foundation for possible future post-acute payment policies that would be based on patients’ medical conditions and other clinical factors rather than the setting where the care is provided, also referred to as “site neutral” reimbursement. CMS has begun changing current post-acute payment systems to improve comparability of patient assessment data and clinical characteristics across settings, which will make it easier to create a unified payment system in the future. For example, CMS recently established new case-mix classification models for both home health, discussed further below, and skilled nursing facilities which rely on patient characteristics rather than the amount of therapy received to determine payments. Another example is CMS’s implementation of the new patient assessment measures for IRFs discussed below. The IMPACT Act also creates additional data reporting requirements for our hospitals and home health agencies. The precise details of these new reporting requirements, including timing and content, are being developed and implemented by CMS through the regulatory process that we expect will continue to take place over the next several years. We cannot quantify the potential effects of the IMPACT Act on us.

Each year, the Medicare Payment Advisory Commission (“MedPAC”), an independent agency, advises Congress on issues affecting Medicare and makes payment policy recommendations to Congress for a variety of Medicare payment systems including, among others, the inpatient rehabilitation facility prospective payment system (the “IRF-PPS”), the home health prospective payment system (the “HH-PPS”), and the hospice payment system (the “Hospice-PPS”). MedPAC also provides comments to CMS on proposed rules, including the prospective payment system rules. Congress is not obligated to adopt MedPAC recommendations, and, based on outcomes in previous years, there can be no assurance Congress will adopt MedPAC’s recommendations in a given year. However, MedPAC’s recommendations have, and could in the future, become the basis for legislative or regulatory action.

In connection with CMS’s final rulemaking for the IRF-PPS and the HH-PPS in each year since 2008, MedPAC has recommended either no updates to payments or reductions to payments. In a March 2020 report to Congress, MedPAC recommended, among other things, legislative changes to eliminate the update to the fiscal year 2020 Medicare base payment rates for hospice, reduce by 7% the base payment rate under the HH-PPS, and reduce by 5% the base payment rate under IRF-PPS. In the March 2020 report, MedPAC also reiterated a previous recommendation for Congress to increase the IRF outlier payment pool, to be funded by reductions to base Medicare payments rates under the IRF-PPS. This proposal would adversely affect us as we have a relatively low percentage of outlier patients compared to other inpatient rehabilitation providers. The March 2020 report also called on the HHS Secretary to conduct focused medical record reviews on IRFs. In an October 2020 report, MedPAC called for future research into Medicare hospice payments and expressed concerns that aggregate payments substantially exceed costs and that there are outlier utilization patterns in the industry. In its March 2021 report, MedPAC again recommended elimination of the update for the hospice-PPS base payment rate and reduction of the base payment rates under the HH-PPS and the IRF-PPS by 5%.

In a June 2018 report mandated by the IMPACT Act, MedPAC reiterated its recommendation that Congress adopt a unified payment system for all post-acute care (a “PAC-PPS”) in lieu of separate systems for inpatient rehabilitation facilities (“IRFs”), skilled nursing facilities, long-term acute care hospitals, and home health agencies. A PAC-PPS would rely on “site neutral” reimbursement based on patients’ medical conditions and other clinical factors rather than the care settings. MedPAC found a PAC-PPS to be feasible and desirable but also suggested many existing regulatory requirements, including the 60% rule discussed below and the requirement for a minimum of three hours of therapy per day, should be waived or modified as part of implementing a PAC-PPS. MedPAC previously estimated, although we cannot verify the methodology or the accuracy of that estimate, a PAC-PPS would result in 15% and 1% decreases to IRF and home health reimbursements, respectively. As a precursor to a PAC-PPS, MedPAC discussed in November 2017 a potential recommendation to change the case-mix weights in each post-acute setting for 2019 and 2020 to a blend of the current setting specific weight and the proposed PAC-PPS weight, which MedPAC suggested would shift money from for-profit and freestanding IRFs to non-profit and hospital-based IRFs. MedPAC has also called for aligning Medicare regulatory requirements across post-acute providers, although the agency has acknowledged it could take years to complete this effort. Additionally, MedPAC previously has suggested that Medicare should ultimately move from fee-for-service reimbursement to more integrated delivery payment models.

MedPAC also recommended significant changes to the HH-PPS, some of which CMS incorporated into the new payment system mandated by the Bipartisan Budget Act of 2018, referred to as Patient-Driven Groupings Model (“PDGM”), and set out in the final rule for the 2019 HH-PPS. Beginning in 2020, the PDGM replaced the prior 60-day episode of payment methodology with a 30-day payment period and eliminated therapy usage as a factor in setting payments (that is, more therapy visits led to higher reimbursement). CMS adopted a 4.4% reduction in the base payment rate intended to offset the provider behavioral changes that CMS assumed PDGM would drive. The reimbursement and other changes associated with PDGM could have a significant impact on our home health agencies. Likewise, MedPAC’s previously recommended changes to the Hospice-PPS, including a wage adjustment and a reduction in the hospice aggregate cap by 20%, could have a significant impact on our hospice agencies.

We cannot predict what alternative or additional deficit reduction initiatives, Medicare payment reductions, or post-acute care reforms, if any, will ultimately be adopted or enacted into law, or the timing or effect of any initiatives or reductions. Those initiatives or reductions would be in addition to many ordinary course reimbursement rate changes that CMS adopts each year as part of the market basket update rulemaking process for various provider categories. While we do not expect the drive toward integrated delivery payment models, value-based purchasing, and post-acute site neutrality in Medicare reimbursement to subside, there will almost certainly be new or alternative healthcare reforms in the future which may change these initiatives and other healthcare laws and regulations. We cannot predict the nature or timing of any changes to the laws or regulations that either currently affect, or may in the future affect, our business.

There can be no assurance future governmental action will not result in substantial changes to, or material reductions in, our reimbursements. Similarly, we may experience material increases in our operating costs. For example, in 2022, we expect our wage and benefit costs to increase at a rate in excess of our aggregate Medicare reimbursement rate increase. In any given year, the net effect of statutory and regulatory changes may result in a decrease in our reimbursement rate, and that

decrease may occur at a time when our expenses are increasing. As a result, there could be a material adverse effect on our business, financial position, results of operations, and cash flows. For additional discussion of how we are reimbursed by Medicare, see Item 1, *Business*, “Regulatory and Reimbursement Challenges” and “Sources of Revenues—Medicare Reimbursement.”

In addition, there are increasing pressures, including as a result of the ACA, from many third-party payors to control healthcare costs and to reduce or limit increases in reimbursement rates for medical services. Our relationships with managed care and nongovernmental third-party payors, such as health maintenance organizations and preferred provider organizations, are generally governed by negotiated agreements. These agreements set forth the amounts we are entitled to receive for our services. Our *Net operating revenues* and our ability to grow our business with these payors could be adversely affected if we are unable to negotiate and maintain favorable agreements with third-party payors.

Quality reporting requirements could adversely affect the Medicare reimbursement we receive.

The focus on alternative payment models and value-based purchasing of healthcare services has, in turn, led to more extensive quality of care reporting requirements. In many cases, the new reporting requirements are linked to reimbursement incentives. For example, under the ACA, CMS established new quality data reporting, effective October 1, 2012, for all IRFs. A facility’s failure to submit the required quality data results in a two percentage point reduction to that facility’s annual market basket increase factor for payments made for discharges in the subsequent Medicare fiscal year. Hospitals began submitting quality data to CMS in October 2012. All of our hospitals have met the reporting deadlines to date resulting in no corresponding reimbursement reductions. Similarly, home health and hospice agencies are required to submit quality data to CMS each year, and the failure to do so in accordance with the rules will result in a two percentage point reduction in their market basket updates. All of our home health and hospice agencies met the reporting deadlines resulting in no corresponding reimbursement reductions for 2022.

As noted above, the IMPACT Act mandated that CMS adopt several new quality reporting measures for the various post-acute provider types. The adoption of additional quality reporting measures to track and report will require additional time and expense and could affect reimbursement in the future. In healthcare generally, the burdens associated with collecting, recording, and reporting quality data are increasing. Currently, CMS requires IRF and home health providers to track and submit patient assessment data to support the calculation of 18 and 20 quality reporting measures, respectively.

In 2015, CMS established a five-year home health value-based purchasing model in nine states to test whether incentives for better care can improve outcomes in the delivery of home health services. The model, which began in 2016, applies a reduction or increase to current Medicare-certified home health agency payments, depending on quality performance, made to agencies in Massachusetts, Maryland, North Carolina, Florida, Washington, Arizona, Iowa, Nebraska, and Tennessee. CMS assesses performance based on several process, outcome, and care satisfaction measures. In the 2022 HH Rule, CMS expanded the model to apply nationwide. The first performance year under the expanded, nationwide home health value-based purchasing model will be 2023 and any associated payment adjustments, capped at 5%, would occur in 2025.

To date, we have not experienced a decrease in *Net operating revenues* in excess of \$0.5 million in any year. There can be no assurance all of our hospitals and agencies will meet quality reporting requirements or quality performance in the future which may result in one or more of our hospitals or agencies seeing a reduction in its Medicare reimbursements. Regardless, we, like other healthcare providers, are likely to incur additional expenses in an effort to comply with additional and changing quality reporting requirements.

Reimbursement claims are subject to various audits from time to time and such audits may negatively affect our operations and our cash flows from operations.

We receive a substantial portion of our revenues from the Medicare program. Medicare reimbursement claims made by healthcare providers, including inpatient rehabilitation hospitals as well as home health and hospice agencies, are subject to audit from time to time by governmental payors and their agents, such as MACs that act as fiscal intermediaries for all Medicare billings, auditors contracted by CMS, and insurance carriers, as well as the HHS Office of Inspector General (the “HHS-OIG”), CMS and state Medicaid programs. As noted above, the clarity and completeness of each patient medical file, some of which is the work product of a physician not employed by us, is essential to successfully challenging any payment denials. If the physicians working with our patients do not adequately document, among other things, their diagnoses and plans of care, our risks related to audits and payment denials in general are greater. Depending on the nature of the conduct found in such audits and whether the underlying conduct could be considered systemic, the resolution of these audits could have a material adverse effect in the aggregate on our financial position, results of operation and liquidity.

In the context of our inpatient rehabilitation business, one of the prevalent grounds for denying a claim or challenging a previously paid Medicare claim in an audit is that the patient's treatment in a hospital was not medically necessary. The medical record must support that both the documentation and coverage criteria requirements are met for the hospital stay to be considered medically reasonable and necessary. Medical necessity is an assessment by an independent physician of a patient's ability to tolerate and benefit from intensive multi-disciplinary therapy provided in an IRF setting. A Medicare claim may be denied or challenged based on an opinion of the auditor that the record did not evidence medical necessity for treatment in an IRF or lacked sufficient documentation to support the conclusion. In the past, we had a MAC that made determinations regarding medical necessity using its own uniquely restrictive interpretations of the CMS coverage rules or imposing otherwise arbitrary conditions not set out in the related rules, which resulted in a significant number of payment denials.

In some cases, we believe the reviewing party is not merely challenging the sufficiency of the medical record but is substituting its judgment of medical necessity for that of the attending physician or imposing documentation or other requirements that are not set out in the regulations. We argue that doing so is inappropriate and has no basis in law. When the government or its contractors reject the medical judgment of physicians or impose documentation and other requirements beyond the language of the statutes and regulations, patient access to inpatient rehabilitation as well as our Medicare reimbursement from the related claims may be adversely affected.

In August 2017, CMS announced the Targeted Probe and Educate ("TPE") initiative. Under the TPE initiative, MACs use data analysis to identify healthcare providers with high claim error rates and items and services that have high national error rates. Once a MAC selects a provider for claims review, the initial volume of claims review is limited to 20 to 40 claims. The TPE initiative includes up to three rounds of claims review with corresponding provider education and a subsequent period to allow for improvement. If results do not improve sufficiently after three rounds, the MAC may refer the provider to CMS for further action, which may include extrapolation of error rates to a broader universe of claims or referral to a UPIC or RAC (defined below). As of December 31, 2021, none of our hospitals or agencies have progressed beyond the third round of reviews, so it is unclear how the review process after TPE would proceed. We cannot predict whether the TPE initiative or similar probes or reviews will materially impact our reimbursement or the timeliness of collections from Medicare in the future.

CMS has developed and instituted various audit programs under which CMS contracts with private companies to conduct claims and medical record audits. These audits are in addition to those conducted by existing MACs. Some contractors are paid a percentage of the overpayments recovered. One type of audit contractor, the Recovery Audit Contractors ("RACs"), receive claims data directly from MACs on a monthly or quarterly basis and are authorized to review previously paid claims. RAC audits of IRFs initially focused on coding errors but subsequently expanded to include medical necessity and billing accuracy reviews. CMS has, however, authorized RACs to conduct complex reviews of the medical records associated with both IRF and home health reimbursement claims. CMS has previously operated a demonstration project that expanded the RAC program to include prepayment review of Medicare fee-for-service claims from primarily acute care hospitals. It is unclear whether CMS intends to conduct RAC prepayment reviews in the future and if so, what providers and claims would be the focus of those reviews.

CMS has also established contractors known as the Uniform Program Integrity Contractors ("UPICs," formerly known as "ZPICs"). These contractors are successors to the Program Safeguard Contractors and conduct audits with a focus on potential fraud and abuse issues. Like the RACs, the UPICs conduct audits and have the ability to refer matters to the HHS-OIG or the United States Department of Justice ("DOJ"). Unlike RACs, however, UPICs do not receive a specific financial incentive based on the amount of the error. We have, from time to time, received UPIC record requests which have resulted in claim denials on paid claims. In some cases, the UPICs have extrapolated error rates to larger pools of our claims. In the most significant example to date, a UPIC denied less than \$2 million in claims but recouped an extrapolated amount of approximately \$30 million. We have appealed substantially all UPIC denials, including the recoupment noted above, arising from these audits using the same process we follow for appealing other denials by contractors and will continue to contest the use of extrapolation in any context.

Audits may lead to assertions that we have been underpaid or overpaid by Medicare or have submitted improper claims in some instances. Such assertions may require us to incur additional costs to respond to requests for records and defend the validity of payments and claims and may ultimately require us to refund any amounts determined to have been overpaid. In some circumstances auditors have the authority to extrapolate denial rationales to large pools of claims not actually audited, which could greatly increase the impact of the audit. As a result, we may suffer reduced profitability, and we may have to elect not to accept patients and conditions physicians believe can benefit from inpatient rehabilitation. We cannot predict when or how these audit programs will affect us.

Our third-party payors may also, from time to time, request audits of the amounts paid, or to be paid, to us. We could be adversely affected in some of the markets where we operate if the auditing payor alleges substantial overpayments were made to us due to coding errors or lack of documentation to support medical necessity determinations. Similarly, there can be

no assurance that our current or future MACs will not take restrictive interpretations of Medicare coverage rules. Because one MAC has jurisdiction over a significant number of our hospitals and our hospitals derive a substantial portion of their revenue from Medicare, the adoption of restrictive interpretations of coverage rules by that MAC could result in a large number of payment denials and materially and adversely affect our financial position, results of operations, and cash flows.

Delays in the administrative appeals process associated with denied Medicare reimbursement claims could delay or reduce our reimbursement for services previously provided.

Ordinary course Medicare pre-payment denials by MACs, as well as denials resulting from widespread probes and audits, are subject to appeal by providers. We have historically appealed a majority of our denials. Due to the sheer number of appeals and various administrative inefficiencies, including a shortage of judges, appeals that are due to be resolved in a matter of months commonly take years to complete. For example, most of our appeals heard in 2021 related to denials received in 2015 and 2016. We believe the process for resolving individual Medicare payment claims that are denied will continue to take several years. Additionally, the number of new denials frequently exceeds the number of appeals resolved in a given year (CMS suspended payment reviews for several months because of the public health emergency in 2020) as shown in the following summary of our inpatient rehabilitation segment activity:

	New Denials	Collections of Previously Denied Claims	Revenue Reserve for New Denials
		(In Millions)	
2021	\$0.8	\$29.3	\$0.4
2020	1.7	22.0	1.3
2019	20.2	14.9	6.1
2018	10.2	14.1	3.0
2017	43.6	27.6	13.0

We currently record our estimates for pre-payment denials and for post-payment audit denials that will ultimately not be collected as a component of *Net operating revenues*. See Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues,” to the accompanying consolidated financial statements. Given the continuing or increasing delays along with the increasing number of denials in the backlog, we may experience decreases in *Net operating revenues* and decreases in cash flow as a result of increasing accounts receivable, which may in turn lead to a change in the patients and conditions we treat. Any of these impacts could have an adverse effect on our financial position, results of operations, and liquidity. Although Congress has considered legislation to reform and improve the Medicare audit and appeals process, we cannot predict what, if any, legislation will be adopted or what, if any, effect that legislation might have on the audit and appeals process.

In May 2014, the American Hospital Association and others filed a lawsuit seeking to compel HHS to meet the statutory deadlines for adjudication of denied Medicare claims. In December 2016, the presiding federal district court judge in the lawsuit ordered HHS to eliminate the backlog of appeals by the end of 2020. HHS appealed the federal district court decision, and an appeals court remanded the order for further consideration of how HHS can eliminate the backlog. On November 1, 2018, the district court again ordered HHS to achieve the following reductions: 19% by the end of fiscal year 2019; 49% by the end of fiscal year 2020; 75% by the end of fiscal year 2021; and 100% by the end of fiscal year 2022.

The Medicare appeals adjudication process is administered by the Office of Medicare Hearings and Appeals (“OMHA”). Beginning in March 2020, OMHA increased the frequency of hearings and the number of claims set at each hearing, which we believe adds to the substantive and procedural deficiencies in the appeals process. We are exploring various remedies to counter those deficiencies. We believe it is too early to determine what impact, if any, these recent changes in the appeals process will have on our long-term success rate or *Net operating revenues*. We cannot predict what, if any, further action CMS will take to reduce the backlog or how long it will take to resolve our pending appeals of payment denials that are part of the backlog.

Changes in our payor mix or the acuity of our patients could adversely affect our Net operating revenues or our profitability.

Many factors affect pricing of our services and, in turn, our revenues. For example, in the inpatient rehabilitation segment, these factors include the treating facility’s urban or rural status, the length of stay, the payor and its applicable rate of reimbursement, and the patient’s medical condition and impairment status (acuity). The reimbursement rates we receive from traditional Medicare fee-for-service are generally higher than those received from other payors, although the difference between traditional Medicare and Medicare Advantage payments for inpatient rehabilitation care has decreased in the last several years. Over the same period, we have seen a shift in the payor mix for both segments from traditional Medicare to Medicare

Advantage and other managed care providers. In our home health and hospice segment, we are attempting to grow the number of Medicare Advantage networks in which we participate, so we would expect the payor mix to continue to shift with that growth. Not only do Medicare Advantage and managed care payors generally pay us less, but we would expect bad debt to be slightly higher for patients covered by Medicare Advantage and managed care as patients typically retain more payment responsibility under those arrangements.

In our inpatient rehabilitation segment, we have also experienced a shift in recent years to a slightly larger percentage of Medicaid patients. Medicaid reimbursement rates are almost always the lowest among those of our payors, and frequently Medicaid patients come to us with other complicating conditions that make treatment more difficult and costly. We cannot predict the growth of, or changes to, Medicaid, but President Biden has stated that he favors extending public health insurance coverage to low income individuals currently ineligible for Medicaid.

We could also experience a shift to a lower average patient acuity. During the pandemic, the average acuity of our patients has frequently been higher than pre-pandemic averages, which has, in turn, had a positive impact on the reimbursement rates we have received. We would expect patient acuity to return to pre-pandemic levels once the public health effects of the pandemic subside. Both a shift in our payor mix away from Medicare fee-for-service and a shift to a lower patient acuity would likely adversely affect pricing growth. See the “Segment Results of Operations—Inpatient Rehabilitation—Net Operating Revenues” section of Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*. We cannot predict the extent to which our payor mix may shift to lower reimbursement rate payors. We have in recent years experienced, and in the future may, experience shifts in our payor mix or the acuity of our patients that could adversely affect our pricing, *Net operating revenues*, and profitability.

Delays in collection or non-collection of our accounts receivable could adversely affect our business, financial position, results of operations and liquidity.

Reimbursement is typically conditioned on our documenting medical necessity and correctly applying diagnosis codes. Incorrect or incomplete documentation and billing information could result in non-payment for services rendered. Billing and collection of our accounts receivable with Medicare and Medicaid are further subject to the complex regulations that govern Medicare and Medicaid reimbursement and rules imposed by nongovernment payors. Our inability to bill and collect on a timely basis pursuant to these regulations and rules could subject us to payment delays that could have a material adverse effect on our business, financial position, results of operations and liquidity.

In addition, timing delays in billings and collections may cause working capital shortages. Working capital management, including prompt and diligent billing and collection, is an important factor in our financial position and results of operations and in maintaining liquidity. It is possible that Medicare, Medicaid, documentation support, system problems or other provider issues or industry trends, particularly with respect to newly acquired entities for which we have limited operational experience, may extend our collection period, which may materially adversely affect our working capital, and our working capital management procedures may not successfully mitigate this risk.

The timing of payments made under the Medicare and Medicaid programs is subject to governmental budgetary constraints, which may result in an increased period of time between submission of claims and subsequent payment under specific programs, most notably under the Medicare and Medicaid managed care programs, which in many cases pay claims significantly slower than traditional Medicare or state Medicaid programs do as a result of more complicated authorization, billing and collecting processes that are required by Medicare and Medicaid managed care programs. In addition, we may experience delays in reimbursement as a result of the failure to receive prompt approvals related to change of ownership applications for acquired or other facilities or from delays caused by our or other third parties’ information system failures. Furthermore, the proliferation of Medicare and Medicaid managed care programs could have a material adverse impact on the results of our operations as a result of more complicated authorization, billing and collection requirements implemented by such programs.

A change in our estimates of collectability or a delay in collection of accounts receivable could adversely affect our results of operations and liquidity. The estimates are based on a variety of factors, including the length of time receivables are past due, significant one-time events, contractual rights, client funding, political pressures, discussions with clients, and historical experience. A delay in collecting our accounts receivable, or the non-collection of accounts receivable, including, without limitation, in connection with our transition and integration of acquired companies, and the attendant movement of underlying billing and collection operations from legacy systems to future systems, could have a material negative impact on our results of operations and liquidity and could be required to record impairment charges on our financial statements.

Efforts to reduce payments to healthcare providers undertaken by third-party payors, conveners, and referral sources could adversely affect our revenues and profitability.

Health insurers and managed care companies, including Medicare Advantage plans, may utilize certain third parties, known as conveners, to attempt to control costs. Conveners offer patient placement and care transition services to those payors as well as bundled payment participants, ACOs, and other healthcare providers with the intent of managing post-acute utilization and associated costs. Conveners may influence referral source decisions on which post-acute setting to recommend, as well as how long to remain in a particular setting. Given their focus on perceived financial savings, conveners customarily suggest that patients avoid higher acuity post-acute settings altogether or move as soon as practicable to lower acuity settings as those settings are reimbursed at lower rates due to the amount of care they are required to provide. Conveners are not healthcare providers and may suggest a post-acute setting or duration of care that may not be appropriate from a clinical perspective potentially resulting in a costly acute care hospital readmission.

We also depend on referrals from physicians, acute care hospitals, and other healthcare providers in the communities we serve. As a result of various alternative payment models, many referral sources are becoming increasingly focused on reducing post-acute costs by eliminating post-acute care referrals or referring patients to post-acute settings other than perceived high-cost rehabilitation hospitals, sometimes without understanding the potential impact on patient outcomes over an entire episode of care. Our ability to attract patients could be adversely affected if any of our hospitals or agencies fail to provide or maintain a reputation for providing high-quality care on a cost-effective basis as compared to other providers.

Other Regulatory Risks

The ongoing evolution of the healthcare delivery system, including alternative payment models and value-based purchasing initiatives, in the United States may significantly affect our business and results of operations.

The healthcare industry in general is facing regulatory uncertainty around attempts to improve outcomes and reduce costs, including coordinated care and integrated delivery payment models. In an integrated delivery payment model, hospitals, physicians, and other care providers are reimbursed in a fashion meant to encourage coordinated healthcare on a more efficient, patient-centered basis. These providers are then paid based on the overall value and quality (as determined by outcomes) of the services they provide to a patient rather than the number of services they provide. While this is consistent with our goal and proven track record of being a high-quality, cost-effective provider, broad-based implementation of a new delivery payment model would represent a significant evolution or transformation of the healthcare industry, which may have a significant impact on our business and results of operations.

In recent years, HHS has been studying the feasibility of bundling, including conducting a voluntary, multi-year bundling pilot program to test and evaluate alternative payment methodologies. CMS' voluntary Bundled Payments for Care Improvement Advanced ("BPCI Advanced") initiative began October 1, 2018, runs through December 31, 2023, and covers 29 types of inpatient and three types of outpatient clinical episodes, including stroke and hip fracture. Providers participating in BPCI Advanced are subject to a semi-annual reconciliation process where CMS compares the aggregate Medicare expenditures for all items and services included in a clinical episode against the target price for that type of episode to determine whether the participant is eligible to receive a portion of the savings, or is required to repay a portion of the payment above target. Accordingly, reimbursement may be increased or decreased, compared to what would otherwise be due, based on whether the total Medicare expenditures and patient outcomes meet, exceed or fall short of the targets.

Similarly, CMS has established per the ACA several separate ACO programs, the largest of which is the Medicare Shared Savings Program ("MSSP"), a voluntary ACO program in which hospitals, physicians, and other care providers pursue the delivery of coordinated healthcare on a more efficient, patient-centered basis. Conceptually, ACOs receive a portion of any savings generated above a certain threshold from care coordination as long as benchmarks for the quality of care are maintained. Under the MSSP, there are two ACO tracks from which participants can choose. Each track offers a different degree to which participants share any savings realized or any obligation to repay losses suffered. The ACO rules adopted by

CMS are extremely complex and remain subject to further refinement by CMS. Based on the CMS data below, the MSSP has not experienced meaningful growth in recent years.

	Number of ACOs	Assigned Beneficiaries (In Millions)
2022	483	11.0
2021	477	10.7
2020	517	11.2
2019	487	10.4
2018	561	10.5

We continue to evaluate, on a case-by-case basis, appropriate BPCI Advanced and ACO participation opportunities for our hospitals and home health agencies. More than 35 of our inpatient rehabilitation hospitals have signed participation or preferred provider agreements with these alternative payment models. Those hospitals have treated only a limited number of patients under these alternative payment models to date. As of December 31, 2021, our home health and hospice segment is collaborating with approximately 160 alternative payment models, including Next Generation ACOs, MSSP ACOs, and Direct Contracting Models.

In December 2020, CMS announced another voluntary alternative payment model initiative, the Geographic Direct Contracting Model (the “GDCM”). Under the GDCM, Direct Contracting Entities (“DCEs”), which can include ACOs, health systems, health care provider groups, and health plans, will take responsibility for the total cost of care for all Medicare beneficiaries in a specific geographic region. DCEs may enter into agreements with preferred providers that provide for payment risk-sharing and offer Medicare beneficiaries benefits not otherwise available under traditional Medicare. The GDCM will be tested over a six-year period in four to ten regions. Many specifics of the GDCM remain unknown at this time, and it is not clear if, or how, the Biden administration will implement the GDCM. CMS suspended the initial implementation of GDCM and currently has the program under review.

On November 16, 2015, CMS published its final rule establishing the Comprehensive Care for Joint Replacement (“CJR”) payment model, which holds acute care hospitals accountable for the quality of care they deliver to Medicare fee-for-service beneficiaries for lower extremity joint replacements (i.e., knees and hips) from surgery through recovery. The CJR originally was mandatory for the acute care hospitals in the 67 geographic areas covered. On November 30, 2017, CMS issued a final rule making the CJR voluntary in 33 of those areas. The CJR model’s original five-year term ended in December 2020, but CMS has proposed to extend the model for three years for most providers in the 34 geographic areas with mandatory participation. Under CJR, healthcare providers in the mandatory participation areas are paid under existing Medicare payment systems. However, the acute-care hospital where a joint replacement takes place are held accountable for the quality and costs of care for the entire episode of care — from the time of the original admission through 90 days after discharge. Depending on the quality and cost performance during the entire episode, the acute-care hospital may receive an additional payment or be required to repay Medicare a portion of the episode costs. As a result, CMS believes acute care hospitals are incented to work with physicians and post-acute care providers to ensure beneficiaries receive the coordinated care they need in an efficient manner. Acute care hospitals participating in the CJR model may enter into risk-sharing financial arrangements with post-acute providers, including IRFs and home health agencies. CJR has not had a material impact on our hospitals.

HHS and CMS continue to explore ways to encourage and facilitate increased participation in alternative payment models and value-based purchasing initiatives. For example, the HHS-OIG and CMS finalized rules in 2020 modernizing the Anti-Kickback Statute and Stark law to, in part, promote a more coordinated, value-based system of care. The bundling and ACO initiatives have served as motivating factors for regulators and healthcare industry participants to identify and implement workable coordinated care and integrated delivery payment models. Broad-based implementation of a new delivery payment model would represent a significant transformation for us and the healthcare industry generally. The nature and timing of the evolution or transformation of the current healthcare system to coordinated care delivery and integrated delivery payment models and value-based purchasing remain uncertain. The development of new delivery and payment systems will almost certainly take significant time and expense. Many of the alternative approaches, including those discussed above and the home health value-based purchasing model discussed below, being explored may not work or could change substantially prior to any nationwide implementations. While only a small percentage of our business currently is or is anticipated to be subject to the alternative payment models discussed above, we cannot be certain these models will not be expanded or made standard or new models will not be implemented broadly.

Additionally, as the number and types of bundling, direct contracting, and ACO models increase, the number of Medicare beneficiaries who are treated in one of the models increases. Our willingness or inability to participate in integrated delivery payment and other alternative payment models and the referral patterns of other providers participating in those models may limit our access to Medicare patients who would benefit from treatment in inpatient rehabilitation hospitals or by home care services. In an attempt to reduce costs, ACOs may seek to discourage referrals to post-acute care all together. To the extent that acute care hospitals participating in those models do not perceive our quality of care or cost efficiency favorably compared to alternative post-acute providers, we may experience a decrease in volumes and *Net operating revenues*, which could adversely affect our financial position, results of operations, and cash flows. For further discussion of coordinated care and integrated delivery payment models and value-based purchasing initiatives, the associated challenges, and our efforts to respond to them, see the “Executive Overview—Key Challenges—Changes to Our Operating Environment Resulting from Healthcare Reform” section of Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

Other legislative and regulatory initiatives and changes affecting the industry could adversely affect our business and results of operations.

In addition to the legislative and regulatory actions that directly affect our reimbursement rates or further the evolution of the current healthcare delivery system, other legislative and regulatory changes, including as a result of ongoing healthcare reform, affect healthcare providers like us from time to time. For example, the ACA provides for the expansion of the federal Anti-Kickback Law and the False Claims Act (the “FCA”) that, when combined with other recent federal initiatives, are likely to increase investigation and enforcement efforts in the healthcare industry generally. Changes include increased resources for enforcement, lowered burden of proof for the government in healthcare fraud matters, expanded definition of claims under the FCA, enhanced penalties, and increased rewards for relators in successful prosecutions. CMS may also suspend payment for claims prospectively if, in its opinion, credible allegations of fraud exist. The initial suspension period may be up to 180 days. However, the payment suspension period can be extended almost indefinitely if the matter is under investigation by the HHS-OIG or DOJ. Any such suspension would adversely affect our financial position, results of operations, and cash flows.

Some states in which we operate have also undertaken, or are considering, healthcare reform initiatives that address similar issues. While many of the stated goals of other federal and state reform initiatives are consistent with our own goal to provide care that is high-quality and cost-effective, legislation and regulatory proposals may lower reimbursements, increase the cost of compliance, decrease patient volumes, promote frivolous or baseless litigation, and otherwise adversely affect our business. We cannot predict what healthcare initiatives, if any, will be enacted, implemented or amended, or the effect any future legislation or regulation will have on us.

On September 30, 2019, CMS adopted a new rule as called for by the IMPACT Act that revises the discharge planning requirements applicable to our inpatient rehabilitation hospitals and home health agencies. Effective November 29, 2019, CMS requires every hospital (including IRFs) to have a discharge planning process that focuses on patients’ goals and preferences and on preparing them and, as appropriate, their caregivers, to be active partners in their post-discharge care. For our hospitals, this rule requires instituting standardized procedures to identify those patients who are likely to suffer adverse health consequences upon discharge in the absence of adequate discharge planning and to provide a discharge planning evaluation for such patients to ensure that appropriate arrangements for post-hospital care are made before discharge. At the time of discharge, a hospital must transfer or refer the patient, along with all necessary medical information pertaining to the patient’s current course of illness and treatment, post-discharge goals of care, and treatment preferences, to the appropriate post-acute care service providers and suppliers, facilities, agencies, and other outpatient service providers and practitioners responsible for the patient’s follow-up or ancillary care. Patients must also be informed of all post-acute providers in the area and, for patients enrolled in managed care organizations, in network providers must be identified if the hospital has that information. Additional information must be provided to patients who are discharged home and referred for home health agency services or who are referred to other post-acute care services. For home health agencies, the final rule includes several new requirements, including that home health agencies develop and implement an effective discharge planning process. Home health agencies must also send certain medical and other information to the post-discharge facility or health care practitioner, and comply with requests for additional information as may be necessary for treatment of the patient made by the receiving facility or health care practitioner. In areas where we are not part of a managed care network with significant enrollment, this discharge planning rule may negatively affect the number of patients choosing us.

In accordance with requirements adopted pursuant to the IMPACT Act, CMS implemented requirements to publish certain Medicare spending per beneficiary measures for each inpatient rehabilitation hospital in October 2016 and each home health agency in January 2017. The intent of tracking and publishing this data is to evaluate a given provider’s payment efficiency relative to the efficiency of the national median provider in that provider’s post-acute segment. CMS believes this measure will encourage improved efficiency and coordination of care in the post-acute setting by holding providers accountable for Medicare resource use during an episode of care. However, the measures may be misleading as they do not incorporate

patient outcomes associated with those resources used. CMS has not proposed to compare payment efficiency across provider segments.

In June 2019, CMS commenced the Home Health Review Choice Demonstration (“RCD”) in Illinois. RCD is intended to test whether pre-claim review improves methods for the identification, investigation, and prosecution of Medicare fraud and whether the pre-claim review helps reduce expenditures while maintaining or improving quality of care. Under RCD, providers may choose pre-claim review or post-payment review of all Medicare claims submitted or elect not to participate, in which case they will incur a 25% payment reduction on all claims. If a home health agency elects to participate in the review and 90% or more of its claims are found to be valid during the six month pre-claim review period, that agency may then opt out of the RCD review, except for spot reviews of samples consisting of 5% of total claims. CMS implemented RCD in Ohio in September 2019. RCD was scheduled to expand to Texas in March 2020 and to North Carolina and Florida in May 2020. In late March 2020, however, CMS announced it was pausing the RCD for home health services in Illinois, Ohio, and Texas and that it would not start RCD in North Carolina and Florida until after the COVID-19 public health emergency ended. On August 21, 2020, CMS announced a new “phased-in approach” to the RCD due to the public health emergency and subsequently announced the delay of the phased-in participation of the RCD in Florida and North Carolina until March 31, 2021. As a result, North Carolina and Florida agencies may submit pre-claim review requests for billing periods beginning August 31, 2020. Cycle 1 of the RCD in Texas ended on September 30, 2020, and we achieved an affirmation rate greater than 90%. Effective September 1, 2021, CMS ended its phased-in approach to participation in the RCD in Florida and North Carolina and fully implemented the RCD in those states.

We operate agencies (representing approximately 42% of our home health Medicare claims) in the five RCD states. We expect this demonstration project will require us to incur additional administrative and staffing costs and may impact the timeliness of claims payment given that Medicare administrative contractors in Illinois in a prior version of the project had difficulty processing pre-claim reviews on a timely basis. Accordingly, we may experience temporary decreases in *Net operating revenues* and in cash flow, or we may incur costs associated with patient care for which the Medicare claim is subsequently denied, which could have an adverse effect on our financial position, results of operations, and liquidity.

On December 14, 2020, CMS announced the proposal of a five-year review choice demonstration for inpatient rehabilitation services. CMS plans to implement the demonstration in Alabama, and then expand to Pennsylvania, Texas, and California. The proposed timing of this demonstration is not known. We operate 46 inpatient rehabilitation hospitals (representing approximately 33% of our IRF Medicare claims) in those four states. After the initial four states, CMS intends to expand the demonstration to include additional IRFs based on the Medicare Administrative Contractor to which those IRFs submit claims. Under the demonstration, participating IRFs would have an initial choice between pre-claim or post-payment review of 100% of claims submitted to demonstrate compliance with applicable Medicare coverage and clinical documentation requirements. Under the pre-claim review choice, services could begin prior to the submission of the review request and continue while the decision is being made. The pre-claim review request with required documentation must be submitted and reviewed before the final claim is submitted for payment. Under the post-payment review choice, IRFs would provide services, submit all claims for payment following their normal processes, and then submit required documentation for medical review. If 90% or more of its claims are found to be valid, the IRF may then opt out of the RCD review, except for spot reviews of samples consisting of 5% of total claims. The IRF RCD would not create new documentation requirements. A number of key details on this proposal have yet to be released, and it is not clear how or when the Biden administration will implement this demonstration.

As discussed above, MedPAC makes healthcare policy recommendations to Congress and provides comments to CMS on Medicare payment related issues. Congress is not obligated to adopt MedPAC’s recommendations, and, based on outcomes in previous years, there can be no assurance Congress will adopt any given MedPAC recommendation. For example, in March and June 2020, MedPAC issued reports to Congress again recommending several possible changes, which MedPAC has advocated previously, to various post-acute payment systems. One possible change discussed was an increase to outlier payments to be funded by reductions to non-outlier payments rates under the IRF-PPS. This change would adversely impact us compared to other IRF providers because our hospitals have also historically averaged significantly less Medicare reimbursement for high cost outlier patients than other providers have averaged.

We cannot predict what legislative or regulatory reforms or changes, if any, will ultimately be enacted, or the timing or effect any of those changes or reforms will have on us. If enacted, they may be challenging for all providers and have the effect of limiting Medicare beneficiaries’ access to healthcare services and could have a material adverse impact on our *Net operating revenues*, financial position, results of operations, and cash flows. For additional discussion of healthcare reform and other factors affecting reimbursement for our services, see Item 1, *Business*, “Regulatory and Reimbursement Challenges” and “Sources of Revenues—Medicare Reimbursement.”

Compliance with the extensive laws and government regulations applicable to healthcare providers requires substantial time, effort and expense, and if we fail to comply with them, we could suffer penalties or be required to make significant changes to our operations.

Healthcare providers are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These laws and regulations relate to, among other things:

- licensure, certification, enrollments, and accreditation;
- policies, either at the national or local level, delineating what conditions must be met to qualify for reimbursement under Medicare (also referred to as coverage requirements);
- coding and billing for services;
- requirements of the 60% compliance threshold under the 2007 Medicare Act;
- relationships with physicians and other referral sources, including physician self-referral and anti-kickback laws;
- quality of medical care;
- use and maintenance of medical supplies and equipment;
- maintenance and security of patient information and medical records;
- minimum staffing;
- acquisition and dispensing of pharmaceuticals and controlled substances; and
- disposal of medical and hazardous waste.

In the future, changes in these laws or regulations or the manner in which they are enforced could subject our current or past practices to allegations of impropriety or illegality or could require us to make changes in our hospitals, equipment, personnel, services, capital expenditure programs, operating procedures, and contractual arrangements, as well as the way in which we deliver home health and hospice services. Those changes could also affect reimbursements as well as future compliance, training, and staffing costs. For example, the 2021 Budget Act creates a new Medicare survey program for hospice agencies which will require a survey at least once every three years. Hospices that are found to be out of compliance could be subjected to new civil monetary penalties that accrue according to days out of compliance, as well as other forms of corrective action.

Examples of regulatory changes that can affect our business, beyond direct changes to Medicare reimbursement rates, can be found from time to time in CMS's annual rulemaking. For example, the final rule for the fiscal year 2010 IRF-PPS implemented new coverage requirements which provided in part that a patient medical record must document a reasonable expectation that, at the time of admission to an IRF, the patient generally required and was able to participate in the intensive rehabilitation therapy services uniquely provided at IRFs. CMS has also taken the position that a patient's medical file must appropriately document the rationale for the use of group therapies, as opposed to one-on-one therapy. Beginning on October 1, 2015, CMS instituted a new data collection requirement pursuant to which IRFs must capture the minutes and mode (individual, group, concurrent, or co-treatment) of therapy by specialty. Additionally, from time to time CMS has adopted changes in the medical conditions that will presumptively count toward the 60% compliance threshold to qualify for reimbursement as an inpatient rehabilitation hospital.

Of note, the HHS-OIG periodically updates a work plan that identifies areas of compliance focus. In recent years, the HHS-OIG work plans for IRFs have focused on, among other items, the appropriate utilization of concurrent and group therapy and adverse and temporary harm events occurring in IRFs. In January 2020, the HHS-OIG announced an audit to review incentives under the IRF-PPS to discharge patients prematurely to home health agencies and appropriate documentation to support claims by home health and hospice agencies. Following this audit, the HHS-OIG announced in December 2021 its recommendation to establish an IRF transfer payment policy for early discharges to home health care in which the IRF would only receive a per diem rate in lieu of the full case-mix payment. The HHS-OIG estimated the policy could have reduced total Medicare payments to IRFs in 2017 and 2018 by between 6% and 7%. In July 2020, the HHS-OIG issued an audit report concluding that a significant number of home health claims for episodes of care slightly above the Low Utilization payment Adjustment threshold (four visits per payment episode) because MACs failed to adequately audit home health claims with between five and seven visits per payment episode. The HHS-OIG directed MACs to target this category of claims for

additional review. In September 2020, the HHS-OIG announced an active work plan to focus on infection control at home health agencies during the COVID-19 pandemic, also expected to be issued in 2021. In January 2021, the HHS-OIG announced an audit to evaluate home health services provided by agencies during the COVID-19 public health emergency to determine which types of skilled services were furnished via telehealth, and whether those services were administered and billed in accordance with Medicare requirements. Another active work plan provides that the HHS-OIG will determine if hospice patients are receiving the required visits by registered nurses.

In September 2018, the HHS-OIG released a report purporting to identify a high error rate (approximately 80% of claims) among inpatient rehabilitation hospital admissions in a small sample of 220 claims. Based on its findings, the HHS-OIG extrapolated the error rate to the universe of inpatient rehabilitation claims and, among other things, recommended reevaluation of the IRF-PPS. However, that HHS-OIG report involved an extremely small sample size, was not a random sample of cases, included some citations to coverage requirements that did not match actual regulations, appeared to conflate technical documentation requirements with medical necessity determinations, and was at odds with actual MAC reviews of claims during that same timeframe which found substantially lower error rates. The HHS-OIG work plan, audit or similar future efforts could result in proposed changes to the payment systems for providers or increased denials of Medicare claims for patients notwithstanding the referring physicians' judgment that treatment is appropriate.

As the recent HHS-OIG work plans demonstrate, the clarity and completeness of each patient medical file, some of which is the work product of a physician not employed by us, are essential to demonstrating our compliance with various regulatory and reimbursement requirements. For example, to support the determination that a patient's IRF treatment was reasonable and necessary, the file must contain, among other things, an admitting physician's assessment of the patient as well as a post-admission assessment by the treating physician and other information from clinicians relating to the plan of care and the therapies being provided. These physicians are not employees. They exercise independent medical judgment. We and our hospital medical directors, who are independent contractors, provide training on a regular basis to the physicians who treat patients at our hospitals regarding appropriate documentation. However, we ultimately do not and cannot control the physicians' medical judgment. In connection with subsequent payment audits and investigations, there can be no assurance as to what opinion a third party may take regarding the status of patient files or the physicians' medical judgment evidenced in those files.

On March 4, 2013, we received document subpoenas from an office of the HHS-OIG addressed to four of our hospitals. On April 24, 2014, we received document subpoenas relating to an additional seven of our hospitals. Those subpoenas requested documents, including copies of patient medical records, related to reimbursement claims submitted during periods ranging from January 2008 through December 2013. The associated investigation led by DOJ was based on whistleblower claims of alleged improper or fraudulent claims submitted to Medicare and Medicaid and requested documents and materials relating to practices, procedures, protocols and policies of certain pre- and post-admissions activities at these hospitals including marketing functions, pre-admission screening, post-admission physician evaluations, patient assessment instruments, individualized patient plans of care, and compliance with the Medicare 60% rule. Under the Medicare rule commonly referred to as the "60% Rule," 60% or more of the patients of an IRF must have at least one of a specified list of medical conditions in order to be reimbursed at the IRF-PPS payment rates, rather than at the lower acute care hospital payment rates. We settled the DOJ investigation, together with the related *qui tam* or whistleblower lawsuits, in 2019 for a total payment of \$48 million. In return for the settlement payment, the plaintiffs dismissed with prejudice their pending *qui tam* claims, and DOJ provided Encompass Health and all its subsidiaries with a release from civil liability.

Although we have invested, and will continue to invest, substantial time, effort, and expense in implementing and maintaining training programs as well as internal controls and procedures designed to ensure regulatory compliance, we have in the past been, and could in the future be, required to return portions of reimbursements for discharges alleged after the fact to have not been appropriate under the applicable reimbursement rules and change our patient admissions practices going forward. We could also be subjected to other liabilities, including (1) criminal penalties, (2) civil penalties, including monetary penalties and the loss of our licenses to operate one or more of our hospitals, and (3) exclusion or suspension of one or more of our hospitals from participation in the Medicare, Medicaid, and other federal and state healthcare programs, which, if lengthy in duration and material to us, could potentially trigger a default under our credit agreement or debt instruments.

Because Medicare comprises a significant portion of our *Net operating revenues*, failure to comply with the laws and regulations governing the Medicare program and related matters, including anti-kickback and anti-fraud requirements, could materially and adversely affect us. As discussed above in connection with the ACA, the federal government has in the last couple of years made compliance enforcement and fighting healthcare fraud top priorities. In the past few years, DOJ and HHS as well as federal lawmakers have significantly increased efforts to ensure strict compliance with various reimbursement related regulations as well as combat healthcare fraud. DOJ has pursued and recovered record amounts based on alleged healthcare fraud. The increased enforcement efforts have frequently included aggressive arguments and interpretations of laws and

regulations that pose risks for all providers. For example, the federal government has increasingly asserted that incidents of erroneous billing or record keeping may represent violations of the FCA. Human error and oversight in record keeping and documentation, particularly where those activities are the responsibility of non-employees, are always a risk in business, and healthcare providers and independent physicians are no different. Additionally, the federal government has been willing to challenge the medical judgment of independent physicians in determining issues such as the medical necessity of a given treatment plan.

Settlements of alleged violations or imposed reductions in reimbursements, substantial damages and other remedies assessed against us could have a material adverse effect on our business, financial position, results of operations, and cash flows. Even the assertion of a violation, depending on its nature, could have a material adverse effect upon our stock price or reputation and could cost us significant time and expense to defend.

The use of sub-regulatory guidance, statistical sampling, and extrapolation by CMS, Medicare contractors, HHS-OIG, and DOJ to deny claims, expand enforcement claims, and advocate for changes in reimbursement policy increases the risk that we could experience reduced revenue, suffer penalties, or be required to make significant changes to our operations.

Because Medicare comprises a significant portion of our *Net operating revenues*, failure to comply with the laws and regulations governing the Medicare program and related matters, including anti-kickback and anti-fraud requirements, could materially and adversely affect us. Our ability to operate in a compliant manner impacts the claims denials, compliance enforcement, and regulatory processes discussed in other risks above. The federal government's reliance on sub-regulatory guidance, such as handbooks, FAQs, internal memoranda, and press releases, presents a unique challenge to compliance efforts. Such sub-regulatory guidance purports to explain validly promulgated regulations but often expands or supplements existing regulations without constitutionally and statutorily required notice and comment and other procedural protections. Without procedural protections, sub-regulatory guidance poses a risk above and beyond reasonable efforts to follow validly promulgated regulations, particularly when the agency or MAC seeking to enforce such sub-regulatory guidance is not the agency or MAC issuing the guidance and therefore not as familiar with the substance and nature of the underlying regulations or even clinical issues involved.

On August 6, 2020, CMS issued a proposed rule invoking a rarely used retroactive-rulemaking authority to support CMS's application of a Medicare payment methodology that the U.S. Supreme Court found to be procedurally improper in *Azar v. Allina Health Services* in 2019. CMS' invocation of its retroactive-rulemaking authority in response to this Supreme Court decision is an unfavorable precedent for providers because it demonstrates a willingness by CMS to revive adverse reimbursement actions after those actions are deemed deficient on administrative procedural grounds.

Additionally, the federal government is increasingly turning to statistical sampling and extrapolation to expand claims denials and enforcement efforts and advocate for changes in reimbursement policy. Through sampling and extrapolation, the government takes a review of a small number of reimbursement claims and generalizes the results of that review to a much broader universe of claims, which can result in significant increases in the aggregate number and value of claims at issue. Increasing use of extrapolation can be found in payment review audits, such as those conducted by RACs and UPICs. In addition to payment reviews, government agencies may allege compliance violations, including submission of false claims, based on sampling and extrapolation and seek to change reimbursement policy. For example, the HHS-OIG issued a report in September 2018 purporting to identify a high error rate (approximately 80% of claims) among inpatient rehabilitation hospital admissions in a small sample of 220 claims. Based on its findings, the HHS-OIG extrapolated the error rate to the universe of inpatient rehabilitation claims and, among other things, recommended reevaluation of the IRF-PPS. However, the HHS-OIG report involves an extremely small sample size, is not a random sample of cases, includes incorrect references to coverage requirement regulations, appears to conflate technical documentation requirements with medical necessity determinations, and is at odds with actual MAC reviews of claims during that same timeframe which found substantially lower error rates. Notwithstanding the technical statistical flaws that can arise in sampling small groups of claims and the extremely problematic nature of extrapolation in the context of individualized decisions of medical judgment as some courts have noted, sampling and extrapolation pose a growing risk to healthcare providers in the form of more significant claims of overpayments and increased legal costs to defend against these problematic regulatory practices. In a recent federal court case, the fifth circuit court of appeals ruled in favor of CMS and affirmed the application of extrapolation errors identified in a sample of claims to support larger claims for overpayment. Any associated loss of revenue or increased legal costs could materially and adversely affect our financial position, results of operations, and cash flows.

The Hospital Pricing Transparency Rule could adversely affect our business and results of operations.

Effective on January 1, 2021, the hospital price transparency rule requires hospitals to publish on the internet in a consumer-friendly format their standard charges based on negotiated rates for all items and services and up to 300 common shoppable services. Shoppable services are those routinely provided in non-urgent situations and include those ancillary

services that customarily accompany the primary service being provided. The charges for an individual item or service to be published include:

- gross charge (charge as reflected on a hospital's chargemaster, absent any discounts),
- payer-specific negotiated charge (charge negotiated with a third party payer for an item or service),
- de-identified minimum negotiated charge (lowest charge negotiated with all third-party payers),
- de-identified maximum negotiated charge (highest charge negotiated with all third-party payers), and
- discounted cash price (charge that applies to an individual who pays cash).

This rule imposes significant initial and ongoing burdens on hospitals to track and publish various billing information. In the event a hospital fails to comply with the new requirements and does not complete the prescribed corrective action, CMS may impose a civil monetary penalty of up to \$300 per day.

Many states have also passed or are debating legislation establishing price transparency websites or mandating that health plans or hospitals make price information available to consumers. The associated reporting obligations vary from state to state. We cannot predict what the adverse effects, if any, of this new CMS rule or any state law or regulation, such as the effect on relations with managed care payors and referral sources, may be for us. The maximum penalty for violations is as much as \$2 million per hospital, so our failure to maintain compliance with this rule could adversely affect our financial position, results of operations, and cash flows.

Efforts to comply with regulatory mandates to increase the use of electronic health data and health system interoperability may lead to enforcement and negative publicity which could adversely affect our business.

For many years, a primary focus of the healthcare industry has been to increase the use of electronic health records, or "EHR," and the sharing of the health data among providers, payors and other members of the industry. The federal government has been a significant driver of that initiative through rules and regulations. In 2009, as part of the Health Information Technology for Economic and Clinical Health ("HITECH") Act, the federal government set aside \$27 billion of incentives for hospitals and providers to adopt EHR systems. In 2020, CMS and HHS's Office of the National Coordinator for Health IT ("ONC") finalized policy changes implementing interoperability, information blocking, and patient access provisions of the 21st Century Cures Act and supporting the MyHealthEData initiative, designed to allow patients to access their health claims information electronically through the application of their choosing. The companion rules will transform the way in which healthcare providers, health information technology developers, health information exchanges/health information networks ("HIEs/HINs"), and health plans share patient information. For example, the ONC rule prohibits healthcare providers, health IT developers, and HIEs/HINs from engaging in practices that are likely to interfere with, prevent, materially discourage, or otherwise inhibit the access, exchange or use of electronic health information, also known as "information blocking." The ONC rule also requires regulated actors to respond to requests for electronic health information in the content and manner requested, with some exceptions. Enforcement of ONC's and CMS' new health information access, exchange, and use standards promulgated in the 2020 rules began in 2021, and noncompliance can result in civil monetary penalties, exclusion from participation in federal health care programs and other appropriate "disincentives" that have not yet been identified by the agencies. The HHS-OCR patient right of access initiative, which began in late 2019 and has similar objectives to the new ONC initiative, such as promoting and enforcing patient access to health information, has led to 25 settlements of enforcement actions to date.

The goals of increased use of electronic health data and interoperability are improved quality of care and lower healthcare costs generally. However, increased use of electronic health data and interoperability inherently magnifies the risk of security breaches involving that data and information systems used to share it, which risk is discussed above. Additionally, interoperability and the sharing of health information have received increasingly negative publicity. There is at least one well publicized instance where organizations received significant negative publicity for sharing health data despite having appeared to comply in all respects with privacy law. There can be no assurance that our efforts to improve the care we deliver and to comply with the law through increasing use of electronic data and system interoperability will not receive negative publicity that may materially and adversely affect our ability to get patient referrals or enter into joint ventures with other providers or may lead to greater regulatory scrutiny. Negative publicity may also lead to federal or state regulation that conflicts with current federal policy and interferes with the healthcare industry's efforts to improve care and reduce costs through use of electronic data and interoperability.

If any of our hospitals or home health or hospice agencies fail to comply with the Medicare enrollment requirements or conditions of participation, that hospital or agency could be terminated from the Medicare program.

Each of our hospitals and home health and hospice agencies must comply with extensive enrollment requirements and conditions of participation for the Medicare program. The Medicare conditions of participation include the newly instituted CMS Vax Mandate discussed above in “—Novel Coronavirus Disease 2019 (“COVID-19”) Pandemic Risks.” If any of our hospitals or agencies fail to meet any of the Medicare enrollment requirements or conditions of participation, we may receive a notice of deficiency from the applicable survey agency or contractor, as applicable. If that hospital or agency then fails to institute an acceptable plan of correction and correct the deficiency within the applicable correction period, it could lose the ability to bill Medicare. A hospital or agency could be terminated from the Medicare program if it fails to address the deficiency within the applicable correction period. If CMS terminates one hospital or agency, it may increase its scrutiny of others under common control.

On September 5, 2019, CMS released a final rule that will implement over a period time additional provider enrollment provisions and create several new revocation and denial authorities in an attempt to bolster CMS’ efforts to prevent waste, fraud and abuse. A few provisions of this new rule could significantly increase the complexity of filing enrollment applications for all of our provider entities, including increased burden related to tracking and identifying required reporting data from our joint venture partners. This rule requires Medicare and Medicaid providers and suppliers to disclose any current or previous (in the last five years), direct or indirect affiliation with a provider or supplier that has ever had a disclosable event. A disclosable event is any uncollected debt to Medicare or Medicaid, payment suspension under a federal health care program, denial, revocation or termination of enrollment (even if it is under appeal), or exclusion by the HHS-OIG from participation in a federal health care program. The rule also broadens the definition of an affiliation, including many indirect ownership or control situations such as ownership interests in a publicly traded company. If CMS determines an affiliation with a disclosable event poses an undue risk of fraud, waste or abuse, then the provider reporting that affiliation may be subject to exclusion from Medicare. Currently, information regarding uncollected debt, payment suspensions and enrollment actions are not generally available, so obtaining such information on affiliates could prove difficult or impossible in some situations. CMS intends to issue further guidance on the level of effort it expects providers to undertake to uncover information on their affiliates.

Under this new rule, CMS may revoke a provider’s Medicare enrollment, including all of the provider’s locations, if the provider bills for services performed at or items furnished from one location that it knew or should have known did not comply with Medicare enrollment requirements, including making the disclosures discussed above. CMS has the ability to prevent applicants from enrolling in the program for up to three years if a provider is found to have submitted false or misleading information in its initial enrollment application. Additionally, CMS can now block providers and suppliers who are revoked from re-entering the Medicare program for up to 10 years. CMS may also revoke a provider’s enrollment if it fails to report on a timely basis any change in ownership or control, revocation or suspension of a federal or state license or certification, or any other change in its enrollment data.

Any termination of one or more of our hospitals or agencies from the Medicare program for failure to satisfy the enrollment requirements or conditions of participation could materially adversely affect our business, financial position, results of operations, and cash flows.

If we are found to have violated applicable privacy and security laws and regulations or our contractual obligations, we could be subject to sanctions, fines, damages and other additional civil or criminal penalties, which could increase our liabilities, harm our reputation and have a material adverse effect on our business, financial position, results of operation and liquidity.

There are a number of federal and state laws, rules and regulations, as well as contractual obligations, relating to the protection, collection, storage, use, retention, security, disclosure, transfer and other processing of confidential, sensitive and personal information, including certain patient health information, such as patient records. There are also foreign laws, rules and regulations that address these matters and have extraterritorial application. We do not believe we are currently subject to these non-United States regulatory regimes but that could change in the future. Existing laws and regulations are constantly evolving, and new laws and regulations that apply to our business are being enacted at every level of government in the United States. In many cases, these laws and regulations apply not only to third-party transactions, but also to transfers of information between or among us, our affiliates and other parties with whom we conduct business. These laws and regulations may be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible that they will be interpreted and applied in ways that may have a material adverse effect on our business. We monitor legal developments in data privacy and security regulations at the local, state and federal level, however, the regulatory framework for data privacy and security worldwide is continuously evolving and developing and, as a result, interpretation and implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future.

The management of protected health information (“PHI”) is subject to several regulations at the federal level, including the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and the HITECH Act. The HIPAA privacy and security regulations protect medical records and other personal health information by limiting their use and disclosure, giving individuals the right to access, amend, and seek accounting of their own health information, and limiting most uses and disclosures of health information to the minimum amount reasonably necessary to accomplish the intended purpose. The HITECH Act strengthened HIPAA enforcement provisions and authorized state attorneys general to bring civil actions for HIPAA violations. It also permits HHS to conduct audits of HIPAA compliance and impose significant civil monetary penalties even if we did not know and could not reasonably have known about a violation. If we are found to have violated the HIPAA privacy or security regulations or other federal or state laws protecting the confidentiality of patient health or personal information, including but not limited to the HITECH Act, we could be subject to litigation, sanctions, fines, damages and other additional civil or criminal penalties, which could increase our liabilities, harm our reputation, and have a material adverse effect on our business, financial position, results of operations and liquidity.

Numerous other federal and state laws protect the confidentiality, privacy, availability, integrity and security of PHI. For example, various states, including Virginia, California, Massachusetts, Florida, and Colorado, have implemented privacy laws and regulations that impose restrictive requirements regulating the use and disclosure of personally identifiable information, including PHI, and many other states have proposed similar laws and regulations. These laws in many cases are more restrictive than, and may not be preempted by, the HIPAA rules, apply to employees as well as patients, and may be subject to varying interpretations by courts and government agencies, creating complex compliance issues and potentially exposing us to additional expense, adverse publicity and liability. We also expect that there will continue to be new laws, regulations and industry standards concerning privacy, data protection and information security proposed and enacted in various jurisdictions. The U.S. Congress has considered, but not yet passed, several comprehensive federal data privacy bills over the past few years, such as the CONSENT Act, which was intended to be similar to the landmark 2018 European Union General Data Protection Regulation. We expect federal data privacy laws to continue to evolve.

At the state and local level, there is increased focus on regulating the collection, storage, use, retention, security, disclosure, transfer and other processing of confidential, sensitive and personal information. In recent years, we have seen significant changes to data privacy regulations across the United States. New legislation proposed or enacted will continue to shape the data privacy environment. Certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to confidential, sensitive and personal information than federal, international or other state laws, and such laws may differ from each other, which significantly complicates compliance efforts.

In addition, all 50 U.S. states and the District of Columbia have enacted breach notification laws that may require us to notify patients, employees or regulators in the event of unauthorized access to or disclosure of personal or confidential information experienced by us or our service providers. These laws are not consistent, and compliance in the event of a widespread data breach is difficult and may be costly. Moreover, states have been frequently amending existing laws, requiring attention to changing regulatory requirements.

We also may be contractually required to notify patients or other counterparties of a security breach. Although we have contractual protections with many of our service providers, any actual or perceived security breach could harm our reputation and brand, expose us to potential liability or require us to expend significant resources on data security and in responding to any such actual or perceived breach. Any contractual protections we may have from our service providers may not be sufficient to adequately protect us from any such liabilities and losses, and we may be unable to enforce any such contractual protections.

In addition to government regulation, privacy advocates and industry groups have and may in the future propose self-regulatory standards from time to time. These and other industry standards may legally or contractually apply to us, or we may elect to comply with such standards.

Complying with these various laws, rules, regulations and standards could cause us to incur substantial costs that are likely to increase over time, require us to change our business practices in a manner adverse to our business, divert resources from other initiatives and projects, and restrict the way products and services involving data are offered, all of which may have a material adverse effect on our business. Given the rapid development of cybersecurity and data privacy laws, we expect to encounter inconsistent interpretation and enforcement of these laws and regulations, as well as frequent changes to these laws and regulations which may expose us to significant penalties or liability for noncompliance, the possibility of fines, lawsuits (including class action privacy litigation), regulatory investigations, criminal or civil sanctions, audits, adverse media coverage, public censure, other claims, significant costs for remediation and damage to our reputation, or otherwise have a material adverse effect on our business and operations. Any allegations of a failure to adequately address data privacy or security-related concerns, even if unfounded, or to comply with applicable laws, regulations, standards and other obligations relating to data

privacy and security, could result in additional cost and liability to us, damage our relationships with patients and have a material adverse effect on our business.

We make public statements about our use and disclosure of personal information through our privacy policies, information provided on our website and press statements. Although we endeavor to comply with our public statements and documentation about patient privacy, we may at times fail to do so or be accused of having failed to do so. The publication of our privacy policies and other statements that provide promises and assurances about data privacy and security can subject us to potential government or legal action if they are found to be deceptive, unfair or misrepresentative of our actual practices. Moreover, from time to time, concerns may be expressed about whether our products and services compromise the privacy of patients and others. Any concerns about our data privacy and security practices, even if unfounded, could damage the reputation of our businesses, discourage potential patients from our products and services and have a material adverse effect on our business.

We are subject to federal, state and local laws and regulations that govern our employment practices, including minimum wage, overtime, living wage and paid-time-off requirements. Failure to comply with these laws and regulations, or changes to these laws and regulations that increase our employment-related expenses, could adversely impact our operations.

We are required to comply with all applicable federal, state and local laws and regulations relating to employment, including occupational safety and health requirements, minimum staffing, wage and hour, overtime and other compensation requirements, employee benefits and other leave and sick pay requirements, proper classification of workers as employee or independent contractors, and immigration and equal employment opportunity laws, among others. These laws and regulations can vary significantly among jurisdictions, can change, and can be highly technical and involve strict liability for noncompliance with a seemingly mundane technical detail. Costs and expenses related to these requirements are a significant operating expense and may increase as laws and regulations change. Any failure to comply with these requirements can result in significant penalties or litigation exposure and could have a material adverse effect on our business.

Other Operational and Financial Risks

The proper function, availability, and security of our information systems are critical to our business and failure to maintain proper function, availability, or security of our information systems or protect our data against unauthorized access could have a material adverse effect on our business, financial position, results of operations, and cash flows.

We are and will remain dependent on the proper function, availability and security of our and third-party information systems, including our electronic clinical information system, referred to as ACE-IT, which plays a substantial role in the operations of the hospitals, and the information systems currently in use by our home health and hospice business. We undertake measures to protect the safety and security of our information systems and the data maintained within those systems, and we periodically test the adequacy of our security and disaster recovery measures. We have implemented administrative, technical and physical controls on our systems and devices in an attempt to prevent unauthorized access to that data, which includes patient information subject to the protections of HIPAA and the HITECH Act and other sensitive information. For additional discussion of these laws, see Item 1, *Business*, “Regulation.”

We expend significant capital to protect against the threat of security breaches, including cyber attacks, email phishing schemes, malware and ransomware. Substantial additional expenditures may be required to respond to and remediate any problems caused by breaches, including the unauthorized access to or theft of patient data and protected health information stored in our information systems and the introduction of computer malware or ransomware to our systems. We also provide our employees annual training and regular reminders on important measures they can take to prevent breaches and other cyber threats, including phishing schemes. We routinely identify attempts to gain unauthorized access to our systems. However, given the rapidly evolving nature and proliferation of cyber threats, there can be no assurance our training and network security measures or other controls will detect, prevent or remediate security or data breaches in a timely manner or otherwise prevent unauthorized access to, damage to, or interruption of our systems and operations. For example, it has been widely reported that many well-organized international interests, in certain cases with the backing of sovereign governments, are targeting the theft of patient information and the disruption of healthcare services through the use of advanced persistent threats. Similarly, in recent years, several hospitals have reported being victims of ransomware attacks in which they lost access to their systems, including clinical systems, during the course of the attacks. In 2020, one large, national healthcare system reported a ransomware attack that forced its facilities to operate without access to information systems for some time. We are likely to face attempted attacks in the future. Accordingly, we may be vulnerable to losses associated with the improper functioning, breach or unavailability of our and our vendors’ information systems, including systems used in acquired operations, and third-party systems we use.

In December 2020, it was reported that a sophisticated, well-funded state-sponsored threat actor implanted a backdoor security vulnerability in a widely used network monitoring software sold by SolarWinds, which software was then distributed to thousands of customers, including numerous government agencies and companies in the private sector, via an automatic update platform used to push out new software updates. Three of our servers downloaded the compromised software. The vulnerability was designed to enable hackers to install and execute additional malware that could be used to exfiltrate and facilitate remote access to data possessed by these government agencies and companies. The full scope of the security threat and extent of exploitation of the vulnerability is not yet known. Promptly after we learned of the compromised SolarWinds software update, we identified, isolated and remediated the malicious update then reviewed and ensured we were implementing the recommended security practices provided by industry and government experts. We also conducted a forensics investigation using all the indicators of compromise provided by leading security experts. Our forensic analysis to date has discovered no indicators of compromise. There have been other recent significant incidents of software vendor compromises.

Threat actors continue to attempt to exploit commonly used software and services to gain remote access to a large number of their customers' information systems. For example, in August 2021, Microsoft reported a vulnerability within their email exchange services which attackers can use to remotely bypass the access control list then elevate privileges. In December 2021, vulnerable logging software installed within thousands of applications and services gave threat actors the ability to execute code remotely and gain unrestricted control over the victims' systems. We conducted forensics investigations on our systems containing these software applications using all the indicators of compromise provided by leading security experts. Our forensic analysis to date has discovered no indicators of compromise. We continue to monitor each of these situations closely and work with our cyber security vendors, as well as industry and governmental cyber security partners combating this threat.

To date, we are not aware of having experienced a material compromise from a cyber breach or attack. However, given the increasing cyber security threats in the healthcare industry, there can be no assurance we will not experience business interruptions; data loss, ransom, misappropriation or corruption; theft or misuse of proprietary data, patient or other personally identifiable information; or litigation, investigation, or regulatory action related to any of those, any of which could have a material adverse effect on our patient care, financial position, and results of operations and harm our business reputation.

A compromise of our network security measures or other controls, or of those businesses or vendors with whom we interact, which results in confidential information being accessed, obtained, damaged or used by unauthorized persons, or unavailability of systems necessary to the operation of our business, could impact patient care, harm our reputation, and expose us to significant remedial costs as well as regulatory actions (fines and penalties) and claims from patients, financial institutions, regulatory and law enforcement agencies, and other persons, any of which could have a material adverse effect on our business, financial position, results of operations and cash flows. The nature of our business requires the sharing of protected health information and other sensitive information among employees and healthcare partners, many of whom carry and access portable devices outside of our physical locations, which in turn increases the risk of loss, theft or inadvertent disclosure of that information. Moreover, a security breach, or threat thereof, could require that we expend significant resources to repair or improve our information systems and infrastructure and could distract management and other key personnel from performing their primary operational duties. In the case of a material breach or cyber attack, the associated expenses and losses may exceed our current insurance coverage for such events. Some adverse consequences are not insurable, such as reputational harm and third-party business interruption. Failure to maintain proper function, security, or availability of our information systems or protect our data against unauthorized access, or the failure of one or more of our key partners, vendors, or other counterparties to do these things, could have a material adverse effect on our business, financial position, results of operations, and cash flows.

ACE-IT is subject to a licensing, implementation, technology hosting, and support agreement with Cerner Corporation. Similarly, we have an agreement to license, host, and support a comprehensive home care management and clinical information system, Homecare HomebaseSM. In addition, we have a number of partners and non-software vendors with whom we share data in order to provide patient care and otherwise operate our business. In fact, federal laws and regulations require interoperability among healthcare entities in many circumstances. Our inability, or the inability of our partners or vendors, to continue to maintain and upgrade information systems, software, and hardware could disrupt or reduce the efficiency of our operations, including affecting patient care. A security breach or other system failure involving Cerner, Homecare Homebase or another third-party with whom we share data or system connectivity could compromise our patient data or proprietary information or disrupt our ability to operate. In addition, costs, unexpected problems, and interruptions associated with the implementation or transition to new systems or technology or with adequate support of those systems or technology across numerous hospitals and agencies could have a material adverse effect on our business, financial position, results of operations, and cash flows.

We face intense competition for patients from other healthcare providers.

We operate in the highly competitive, fragmented inpatient rehabilitation and home health and hospice industries. Although we are the nation's largest owner and operator of inpatient rehabilitation hospitals in terms of patients treated, revenues, and number of hospitals, in any particular market we may encounter competition from local or national entities with longer operating histories or other competitive advantages. For example, acute care hospitals, including those owned and operated by large public companies, may choose to expand or begin offering post-acute rehabilitation services. Given that approximately 91% of our hospitals' referrals come from acute care hospitals, that increase in competition could materially and adversely affect our admission referrals in the related markets. There are also large acute care systems that may have more resources available to compete than we have. Other providers of post-acute care services may attempt to become competitors in the future. For example, some nursing homes, including at least one public company operator, have been marketing themselves as offering certain rehabilitation services, even though nursing homes are not required to offer the same level of care, and are not licensed, as hospitals.

In the home health and hospice services industries, our primary competition comes from a large insurance company, other large public home health companies, locally owned private home health companies, or acute care hospitals with adjunct home health services and typically varies from market to market. The insurance company not only owns one of the largest providers of Medicare-certified skilled home health services but, by nature of being a payor, can designate which home health and hospice agencies are in or out of the participating provider networks and can set reimbursement rates for network participants. Other large health insurance companies have publicly announced their intentions to enter the home health business. Our largest competitors may have greater financial and other resources and may be more established in their respective communities. One public home health company has a strategy that emphasizes joint ventures with acute care hospitals, including a number of joint ventures with large systems, which frequently serve as the referral sources for home health patients in specific markets. Additionally, nursing homes compete for referrals in some instances when the patients may be suitable for home-based care.

Competing companies may offer newer or different services from those we offer or have better relationships with referring physicians and may thereby attract patients who are presently, or would be candidates for, receiving our inpatient rehabilitation, home health, or hospice services. The other public companies and the insurance companies have or may obtain significantly greater marketing and financial resources or other advantages of scale than we have or may obtain. Relatively few barriers to entry exist in most of our local markets. Accordingly, other companies, including hospitals and other healthcare organizations that are not currently providing competing services, may expand their services to include inpatient rehabilitation, home health, hospice care, community care, or similar services.

There can be no assurance this competition, or other competition which we may encounter in the future, will not adversely affect our business, financial position, results of operations, or cash flows. In addition, from time to time, there are efforts in states with certificate of need ("CON") laws to weaken those laws, which could potentially increase competition in those states. For example, in 2019, Florida enacted legislation to repeal CON regulations for several provider types, including IRFs. Effective July 1, 2021, new IRFs can operate without first obtaining a CON. Conversely, competition and statutory procedural requirements in some CON states may inhibit our ability to expand our operations in those states. For a breakdown of the CON status of the states and territories in which we have operations, see Item 2, *Properties*.

If we are unable to provide a consistently high quality of care, our business will be adversely impacted.

Providing quality patient care is fundamental to our business. We believe hospitals, physicians and other referral sources refer patients to us in large part because of our reputation for delivering quality care. Clinical quality is becoming increasingly important within our industry. Effective October 2012, Medicare began to impose a financial penalty upon hospitals that have excessive rates of patient readmissions within 30 days from hospital discharge. We believe this regulation provides a competitive advantage to post-acute providers who can differentiate themselves based upon quality, particularly by achieving low acute-care hospital readmission rates and by implementing disease management programs designed to be responsive to the needs of patients served by referring hospitals. If we should fail to attain our goals regarding acute-care hospital readmission rates and other quality metrics, we expect our ability to generate referrals would be adversely impacted, which could have a material adverse effect upon our business and consolidated financial condition, results of operations and cash flows.

Additionally, Medicare has established consumer-facing websites, Home Health Compare and Hospice Compare, that present data regarding our performance on certain quality measures compared to state and national averages. Failure to achieve or exceed these averages may adversely affect our ability to generate referrals, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows.

If we are unable to maintain or develop relationships with patient referral sources, our growth and profitability could be adversely affected.

Our success depends in large part on referrals from physicians, hospitals, case managers and other patient referral sources in the communities we serve. By law, referral sources cannot be contractually obligated to refer patients to any specific provider. However, there can be no assurance that individuals will not attempt to steer patients to competing post-acute providers or otherwise limit our access to potential referrals. The establishment of joint ventures or networks between referral sources, such as acute care hospitals, and other post-acute providers may hinder patient referrals to us. The growing emphasis on integrated care delivery across the healthcare continuum increases that risk.

Our growth and profitability depend on our ability to establish and maintain close working relationships with patient referral sources and to increase awareness and acceptance of the benefits of inpatient rehabilitation, home health, and hospice care by our referral sources and their patients. We cannot provide assurance that we will be able to maintain our existing referral source relationships or that we will be able to develop and maintain new relationships in existing or new markets. Our loss of, or failure to maintain, existing relationships or our failure to develop new relationships could adversely affect our ability to grow our business and operate profitably.

We may have difficulty completing investments and transactions that increase our capacity consistent with our growth strategy.

We are selectively pursuing strategic acquisitions of, and in some instances joint ventures with, other healthcare providers. We may face limitations on our ability to identify sufficient acquisition or other development targets and to complete those transactions to meet goals. In the home health industry, there is significant competition among acquirors attempting to secure the acquisition of companies that have a large number of locations. Our large home health competitors may have the ability to out bid us for acquisitions.

In the inpatient rehabilitation industry, the costs of constructing new hospitals are increasing faster than reimbursement rates and the general inflation rate. In many states, the need to obtain governmental approvals, such as a CON or an approval of a change in ownership, may represent a significant obstacle to completing transactions. Additionally, in states with CON laws, it is not unusual for third-party providers to challenge the initial awards of CONs, the increase in the number of approved beds in an existing CON, or the expansion of the area served, and the adjudication of those challenges and related appeals may take many years.

Changes in federal laws or regulations may also materially adversely impact our ability to acquire hospitals or agencies or open *de novo* hospitals or agencies. For example, CMS has adopted a regulation known as the “36-Month Rule” that is applicable to home health agency acquisitions. Subject to certain exceptions, the 36-Month Rule prohibits buyers of certain home health agencies—those that either enrolled in Medicare or underwent a change in ownership fewer than 36 months prior to the acquisitions—from assuming the Medicare billing privileges of the acquired agency. Instead, the acquired home health agencies must enroll as new providers with Medicare. As a result, the 36-Month Rule may further increase competition for acquisition targets that are not subject to the rule and may cause significant Medicare billing delays for the purchases of home health agencies that are subject to the rule.

Under the Biden administration, DOJ has announced its intention to be much more aggressive in challenging mergers and acquisitions it believes present anti-trust concerns. In a speech in January 2022, the head of DOJ’s anti-trust enforcement stated that negotiated settlements are frequently inadequate remedies and that DOJ needs to be more aggressive in its litigation to block business combinations. He also stated that litigation is preferable to settlements because it represents a chance to extend legal precedent for what constitutes unlawful anticompetitive activity. Increased DOJ enforcement of antitrust laws will likely increase the time, effort and expense associated with acquisitions and may ultimately make it less likely to consummate acquisitions. With respect to healthcare combinations specifically, President Biden issued an Executive Order on July 9, 2021 that encourages DOJ and the Federal Trade Commission to review and revise their merger guidelines for hospitals to ensure patients are not harmed by such mergers.

These factors and others may delay, or increase the cost to us associated with, any acquisition or *de novo* development or prevent us from completing one or more acquisitions or *de novo* developments.

We may make investments or complete transactions that could expose us to unforeseen risks and liabilities.

Investments, acquisitions, joint ventures or other development opportunities identified and completed may involve material cash expenditures, debt incurrence, operating losses, amortization of certain intangible assets of acquired companies, issuances of equity securities, liabilities, and expenses, some of which are unforeseen, that could materially and adversely affect our business, financial position, results of operations and liquidity. Acquisitions, investments, and joint ventures involve numerous risks, including:

- limitations, including state CONs as well as anti-trust, Medicare, and other regulatory approval requirements, on our ability to complete such acquisitions, particularly those involving not-for-profit providers, on terms, timetables, and valuations reasonable to us;
- limitations in obtaining financing for acquisitions at a cost reasonable to us;
- difficulties integrating acquired operations, personnel, and information systems, and in realizing projected revenues, efficiencies and cost savings, or returns on invested capital;
- entry into markets, businesses or services in which we may have little or no experience;
- diversion of business resources or management's attention from ongoing business operations; and
- exposure to undisclosed or unforeseen liabilities of acquired operations, including liabilities for failure to comply with healthcare laws and anti-trust considerations as well as risks and liabilities related to previously compromised information systems.

As part of our development activities, we intend to open new, or *de novo*, inpatient rehabilitation hospitals and home health and hospice agencies. The construction of new hospitals involves numerous risks, including the receipt of all zoning and other regulatory approvals, such as a CON where necessary, construction delays and cost over-runs and unforeseen environmental liability exposure. Once built, new hospitals and agencies must undergo the state and Medicare certification process, the duration of which may be beyond our control. We may be unable to operate newly constructed hospitals and agencies as profitably as expected, and those hospitals and agencies may involve significant additional cash expenditures and operating expenses that could, in the aggregate, have an adverse effect on our business, financial position, results of operations, and cash flows.

We may not be able to successfully integrate acquisitions or realize the anticipated benefits of any acquisitions.

We may undertake strategic acquisitions from time to time. For example, we completed the acquisitions of the home health and hospice business of Camellia Healthcare, Alacare Home Health and Hospice and Frontier Home Health and Hospice in 2018, 2019, and 2021, respectively. Prior to consummation of any acquisition, the acquired business will have operated independently of us, with its own procedures, corporate culture, locations, employees and systems. We expect to integrate acquired businesses into our existing business utilizing certain common information systems, operating procedures, administrative functions, financial and internal controls and human resources practices to the extent practicable. There may be substantial difficulties, costs and delays involved in the integration of an acquired business with our business. Additionally, an acquisition could cause disruption to our business and operations and our relationships with customers, employees and other parties. In some cases, the acquired business has itself grown through acquisitions, and there may be legacy systems, operating policies and procedures, and financial and administrative practices yet to be fully integrated. To the extent we are attempting to integrate multiple businesses at the same time, we may not be able to do so as efficiently or effectively as we initially anticipate. The failure to successfully integrate on a timely basis any acquired business with our existing business could have an adverse effect on our business, financial position, results of operations, and cash flows.

We anticipate our acquisitions will result in benefits including, among other things, increased revenues. However, acquired businesses may not contribute to our revenues or earnings to the extent anticipated, and any synergies we expect may not be realized after the acquisitions have been completed. If the acquired businesses underperform and any underperformance is other than temporary, we may be required to take an impairment charge. Failure to achieve the anticipated benefits could result in the diversion of management's time and energy and could have an adverse effect on our business, financial position, results of operations, and cash flows.

Competition for staffing, shortages of qualified personnel, union activity or other factors may increase our staffing costs and reduce profitability.

Our operations are dependent on the efforts, abilities, and experience of our medical personnel, such as physical therapists, occupational therapists, speech pathologists, nurses, and other healthcare professionals. We compete with other healthcare providers in recruiting and retaining qualified personnel responsible for the daily operations of each of our locations. In some markets, the lack of availability of medical personnel is a significant operating issue facing all healthcare providers. This issue may be exacerbated if immigration is limited in the future. As discussed above in “—Novel Coronavirus Disease 2019 (“COVID-19”) Pandemic Risks,” the pandemic has significantly affected the availability of clinical staff. A shortage may require us to continue to enhance wages and benefits to recruit and retain qualified personnel or to contract for more expensive temporary personnel. We also depend on the available labor pool of semi-skilled and unskilled employees in each of the markets in which we operate.

If our staffing costs increase, we may not experience reimbursement rate or pricing increases to offset these additional costs. Because a significant percentage of our revenues consists of fixed, prospective payments, our ability to pass along increased staffing costs is limited. In particular, if staffing costs rise at an annual rate greater than our net annual market basket update from Medicare, as is expected to happen in 2022, or we experience a significant shift in our payor mix to lower rate payors such as Medicaid, our results of operations and cash flows will be adversely affected. Conversely, decreases in reimbursement revenues, such as with sequestration and the PDGM reimbursement rate reductions, may limit our ability to increase compensation or benefits to the extent necessary to retain key employees, in turn increasing our turnover and associated costs. Union activity is another factor that may contribute to increased staffing costs. We currently have a minimal number of union employees, so an increase in labor union activity could have a significant impact on our staffing costs. Our failure to recruit and retain qualified medical personnel, or to control our staffing costs, could have a material adverse effect on our business, financial position, results of operations, and cash flows.

We are a defendant in various lawsuits, and may be subject to liability under qui tam cases, the outcome of which could have a material adverse effect on us.

We operate in a highly regulated industry in which healthcare providers are routinely subject to litigation. As a result, various lawsuits, claims, and legal and regulatory proceedings have been and can be expected to be instituted or asserted against us. We are a defendant in a number of lawsuits, most of which are general and professional liability matters inherent in treating patients with medical conditions. Our more significant lawsuits and investigations, are discussed in Note 18, *Contingencies and Other Commitments*, to the accompanying consolidated financial statements.

Substantial damages, fines, or other remedies assessed against us or agreed to in settlements could have a material adverse effect on our business, financial position, results of operations, and cash flows, including indirectly as a result of the covenant defaults under our credit agreement or debt instruments or other claims such as those in securities actions. Additionally, the costs of defending litigation and investigations, even if frivolous or nonmeritorious, could be significant.

The FCA allows private citizens, called “relators,” to institute civil proceedings on behalf of the United States alleging violations of the FCA. These lawsuits, also known as “whistleblower” or “qui tam” actions, can involve significant monetary damages, fines, attorneys’ fees and the award of bounties to the relators who successfully prosecute or bring these suits to the government. *Qui tam* cases are sealed at the time of filing, which means knowledge of the information contained in the complaint typically is limited to the relator, the federal government, and the presiding court. The defendant in a *qui tam* action may remain unaware of the existence of a sealed complaint for years. While the complaint is under seal, the government reviews the merits of the case and may conduct a broad investigation and seek discovery from the defendant and other parties before deciding whether to intervene in the case and take the lead on litigating the claims. The court lifts the seal when the government makes its decision on whether to intervene. If the government decides not to intervene, the relator may elect to continue to pursue the lawsuit individually on behalf of the government.

In 2019, we settled with DOJ to conclude an investigation that originated in 2013 based on the allegations made by relators. The seven-year investigation produced no evidence of falsity or fraudulent conduct. Eventually, the court overseeing the *qui tam* actions refused to give DOJ more time to decide whether to intervene and unsealed the cases. DOJ chose not to intervene and prosecute the matter. We settled the DOJ investigation, together with the related *qui tam* or “whistleblower” lawsuits, for a payment of \$48 million, and we expressly denied any wrongdoing. Even when a matter is without merit, as we believe was the case with this investigation, we may still incur significant costs of defense or settlement costs or both.

It is possible that other *qui tam* lawsuits have been filed against us, which suits remain under seal, or that we are unaware of such filings or precluded by existing law or court order from discussing or disclosing the filing of such suits. We may be subject to liability under one or more undisclosed *qui tam* cases brought pursuant to the FCA.

The healthcare services we provide involve substantial risk of general and professional liability. Inpatient rehabilitative care involves three hours of daily intensive therapy for patients who are usually elderly and come to our hospitals with debilitating medical conditions, including COVID-19 and its associated conditions. Our clinicians must frequently assist patients who have difficulty with mobility. Home care services, by their very nature, are provided in an environment that is not in the substantial control of the healthcare provider. On any given day, we have thousands of care providers driving to and from the homes of patients. We cannot predict the impact any claims arising out of the travel, the home visits or the care being provided (regardless of their ultimate outcomes) could have on our business or reputation or on our ability to attract and retain patients and employees. We also cannot predict the adequacy of any reserves for such losses or recoveries from any insurance or re-insurance policies.

We self-insure a substantial portion of our professional, general, and workers' compensation liability risks, which may not include risks related to regulatory fines and penalties, through our captive insurance subsidiary, as discussed further in Note 11, *Self-Insured Risks*, to the accompanying consolidated financial statements. Changes in the number of these liability claims and the cost to resolve them impact the reserves for these risks. A variance between our estimated and actual number of claims or average cost per claim could have a material impact, either favorable or unfavorable, on the adequacy of the reserves for these liability risks, which could have an effect on our financial position and results of operations.

Additionally, we operate in states in which the litigation environment may pose a significant business risk to us. For instance, we have been involved in lawsuits, including putative class actions, brought under California's Private Attorneys General Act ("PAGA"). Under PAGA, individuals, including aggrieved employees, can bring individual or class-action claims alleging regulatory violations, including alleged violations of employment regulations. Additionally, judges and juries in California have demonstrated a willingness to grant large verdicts to plaintiffs in connection with employment and labor related cases. In 2017, the California Supreme Court held that plaintiffs bringing suit under PAGA are generally entitled to request and receive a significant amount of information from the employer early in the litigation, which creates pressure for employers to settle early to avoid substantial litigation costs and which has resulted in a significant increase PAGA claims in recent years.

We may incur additional indebtedness in the future, and that debt or the associated increased leverage may have negative consequences for our business. The restrictive covenants included in the terms of our indebtedness could affect our ability to execute aspects of our business plan successfully.

As of December 31, 2021, we have approximately \$2.9 billion of long-term debt outstanding (including that portion of long-term debt classified as current and excluding \$386.8 million in finance leases). See Note 10, *Long-term Debt*, to the accompanying consolidated financial statements. Subject to specified limitations, our credit agreement and the indentures governing our debt securities permit us and our subsidiaries to incur material additional debt. If new debt is added to our current debt levels, the risks described here could intensify.

Our indebtedness could have important consequences, including:

- prohibiting us from completing the spin off of our home health and hospice business;
- limiting our ability to borrow additional amounts to fund working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy and other general corporate purposes;
- making us more vulnerable to adverse changes in general economic, industry and competitive conditions, in government regulation and in our business by limiting our flexibility in planning for, and making it more difficult for us to react quickly to, changing conditions;
- placing us at a competitive disadvantage compared with competing providers that have less debt; and
- exposing us to risks inherent in interest rate fluctuations for outstanding amounts under our credit facility, which could result in higher interest expense in the event of increases in interest rates, as discussed in Item 7A, *Quantitative and Qualitative Disclosures about Market Risk*.

We are subject to contingent liabilities, prevailing economic conditions, and financial, business, and other factors beyond our control. Although we expect to make scheduled interest payments and principal reductions, we cannot provide assurance that changes in our business or other factors will not occur that may have the effect of preventing us from satisfying obligations under our credit agreement or debt instruments. If we are unable to generate sufficient cash flow from operations in the future to service our debt and meet our other needs or have an unanticipated cash payment obligation, we may have to refinance all or a portion of our debt, obtain additional financing or reduce expenditures or sell assets we deem necessary to our business. We cannot provide assurance these measures would be possible or any additional financing could be obtained.

In addition, the terms of our credit agreement and the indentures governing our senior notes do, and our future debt instruments may, impose restrictions on us and our subsidiaries, including restrictions on our ability to, among other things, engage in one or more alternative separation transactions involving our home health and hospice segment (as discussed further above) or other transactions, pay dividends on or repurchase our capital stock, engage in transactions with affiliates, or incur or guarantee indebtedness. These covenants could also adversely affect our ability to finance our future operations or capital needs and pursue available business opportunities. For additional discussion of our material debt covenants, see the “Liquidity and Capital Resources” section of Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, and Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

In addition, our credit agreement requires us to maintain specified financial ratios and satisfy certain financial condition tests. See the “Liquidity and Capital Resources” section of Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, and Note 10, *Long-term Debt*, to the accompanying consolidated financial statements. Although we remained in compliance with the financial ratios and financial condition tests as of December 31, 2021, we cannot provide assurance we will continue to do so. Events beyond our control, including changes in general economic and business conditions, may affect our ability to meet those financial ratios and financial condition tests. A severe downturn in earnings, failure to realize anticipated earnings from acquisitions, or, if we have outstanding borrowings under our credit facility at the time, a rapid increase in interest rates could impair our ability to comply with those financial ratios and financial condition tests and we may need to obtain waivers from the required proportion of the lenders to avoid being in default. If we try to obtain a waiver or other relief from the required lenders, we may not be able to obtain it or such relief might have a material cost to us or be on terms less favorable than those in our existing debt. If a default occurs, the lenders could exercise their rights, including declaring all the funds borrowed (together with accrued and unpaid interest) to be immediately due and payable, terminating their commitments or instituting foreclosure proceedings against our assets, which, in turn, could cause the default and acceleration of the maturity of our other indebtedness. A breach of any other restrictive covenants contained in our credit agreement or the indentures governing our senior notes would also (after giving effect to applicable grace periods, if any) result in an event of default with the same outcome.

As of December 31, 2021, approximately 73% of our consolidated *Property and equipment, net* was held by our company and its guarantor subsidiaries under its credit agreement. See Note 10, *Long-term Debt*, to the accompanying consolidated financial statements, the “Liquidity and Capital Resources” section of Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, and Item 2, *Properties*.

We may be more vulnerable to the effects of a public health catastrophe than other businesses due to the nature of our patients, and a regional or global socio-political or other catastrophic event could severely disrupt our business.

We believe the majority of our patients are individuals with complex medical challenges, many of whom may be more vulnerable than the general public during a pandemic or other public health catastrophe. Our employees are also at greater risk of contracting contagious diseases due to their increased exposure to vulnerable patients. For example, if another pandemic were to occur, we could suffer significant losses to our consumer population or a reduction in the availability of our employees and, at a high cost, be required to hire replacements for affected workers. Enrollment for our services could experience sharp declines if families decide healthcare workers should not be brought into their homes during a health pandemic. Local, regional or national governments might limit or ban public interactions to halt or delay the spread of diseases causing business disruptions and the temporary suspension of our services. Accordingly, certain public health catastrophes could have a material adverse effect on our financial condition and results of operations.

Other unforeseen events, including acts of violence, war, terrorism and other international, regional or local instability or conflicts (including labor issues), embargoes, natural disasters such as earthquakes, whether occurring in the United States or abroad, could restrict or disrupt our operations.

Our ability to develop adjacent service offerings for our home health and hospice business is subject to a number of risks.

Because our home health and hospice business has historically focused mainly on the skilled home health and hospice industries, developing adjacent service offerings such as SNF-at-home, palliative care services, care management services, private duty services, and hospital-at-home care involves a number of risks, including reimbursement risks, regulatory risks, and staffing and operational risks, among others. The lack of well-developed regulations for these adjacent services magnifies those risks. Any of these risks could impact our ability to enter these service areas, or the attractiveness of these opportunities for our home health and hospice business. Furthermore, because these are new services that we have not previously provided, we may not be able to do so efficiently or effectively if we do develop these service areas.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We currently maintain our principal executive office at 9001 Liberty Parkway, Birmingham, Alabama, the lease for which expires in 2033 and has multiple renewal options for additional five-year terms.

In addition to our principal executive office and our home health and hospice corporate office, we leased or owned hospital and agency locations as noted in the table below. All of our hospital leases, which represent the largest portion of our rent expense, have at least five years remaining on their terms after taking into consideration one or more renewal options. Our consolidated entities associated with our leased hospitals are generally responsible for property taxes, property and casualty insurance, and routine maintenance expenses. Our home health and hospice business is based in Dallas, Texas where it leases office space for corporate and administrative functions. The remaining home health and hospice locations are in the localities served by that business and are subject to relatively small space leases, primarily 5,000 square feet or less. Those space leases are typically five years or less in term. We do not believe any one of our individual properties is material to our consolidated operations.

The following table sets forth information regarding our hospitals and our home health and hospice locations as of December 31, 2021:

State	Licensed Beds	Number of Hospitals			Total	Home Health and Hospice Locations
		Building and Land Owned	Building Owned and Land Leased	Building and Land Leased		
Alabama *+	436	2	3	2	7	56
Alaska	—	—	—	—	—	2
Arizona	396	1	2	3	6	5
Arkansas +	368	3	1	1	5	5
California	234	3	—	1	4	—
Colorado	124	1	—	1	2	8
Connecticut *	—	—	—	—	—	1
Delaware *	40	—	1	—	1	—
Florida	1,093	12	1	1	14	21
Georgia *+	280	4 ⁽¹⁾	1	—	5	25
Idaho	40	—	1	—	1	12
Illinois *	65	—	1	—	1	3
Indiana	98	1	—	—	1	1
Iowa	40	1	—	—	1	—
Kansas	242	1	—	2	3	6
Kentucky *+	323	2	1	—	3	3
Louisiana	87	2	—	—	2	3
Maine *	100	—	—	1	1	—
Maryland *+	74	1	—	—	1	3
Massachusetts *	529	2	—	2	4	5
Mississippi *+	43	—	—	1	1	20
Missouri *	191	—	2	—	2	2
Montana +	—	—	—	—	—	8
Nevada *	219	2	—	1	3	4
New Hampshire	50	—	1	—	1	—
New Jersey *+	199	1	1	1	3	—

		Number of Hospitals				
New Mexico	87	1	—	—	1	8
North Carolina **	68	1	—	—	1	6
Ohio	260	2	1	1	4	1
Oklahoma	60	—	1	—	1	21
Oregon *	—	—	—	—	—	2
Pennsylvania	709	5	—	4	9	4
Puerto Rico **	75	—	—	2	2	—
Rhode Island **	—	—	—	—	—	1
South Carolina **	496	3	4	1	8	4
South Dakota	40	1	—	—	1	—
Tennessee **	493	6	3	—	9	8
Texas	1,726	13	3	10	26	65
Utah	84	1	—	—	1	12
Virginia *	297	2	1	3	6	12
Washington +	—	—	—	—	—	2
West Virginia **	258	2	2	—	4	—
Wyoming	—	—	—	—	—	8
	<u>9,924</u>	<u>76</u>	<u>31</u>	<u>38</u>	<u>145</u>	<u>347</u> ⁽²⁾

* Hospital certificate of need state or U.S. territory.

+ Home health or hospice certificate of need state or U.S. territory.

(1) The inpatient rehabilitation hospitals in Augusta and Newnan, Georgia are parties to industrial development bond financings that reduce the *ad valorem* taxes payable by each hospital. In connection with each of these bond structures, title to the related property is held by the local development authority. We lease the related hospital property and hold the bonds issued by that authority, the payment on which equals the amount payable under the lease. We may terminate each bond financing and the associated lease at any time at our option without penalty, and fee title to the related hospital property will return to us.

(2) This total includes 251 locations where we provide home health services and 96 locations where we provide hospice services.

Our principal executive office, hospitals, and other properties are suitable for their respective uses and are, in all material respects, adequate for our present needs. Information regarding the utilization of our licensed beds and other operating statistics can be found in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Item 3. Legal Proceedings

We provide services in the highly regulated healthcare industry. In the ordinary course of our business, we are a party to various legal actions, proceedings, and claims as well as regulatory and other governmental audits and investigations. These matters could potentially subject us to sanctions, damages, recoupments, fines, and other penalties. Some of these matters have been material to us in the past, and others in the future may, either individually or in the aggregate, be material and adverse to our business, financial position, results of operations, and liquidity.

On October 26, 2021, we filed suit in the district court of Dallas County, Texas against April K. Anthony, a former executive officer in our home health and hospice segment ("HH&H"), for breach of her contractual noncompete, nonsolicitation, and nondisclosure obligations to us and for trade secret misappropriation. Ms. Anthony's senior management agreement, dated October 7, 2019, provides, among other things, that she shall not (i) directly or indirectly engage in the provision of home health or hospice services in any state in which we are operating for a period one year following her departure, (ii) directly or indirectly induce or attempt to induce any of our employees to leave our employ or in any way interfere with the relationship between us and any employee for a period of two years following her departure, or (iii) disclose to any unauthorized person or directly or indirectly use for her own account any information, observations and data concerning our business and affairs. Ms. Anthony resigned from her position with HH&H on June 18, 2021. In September 2021, we learned of evidence that Ms. Anthony during her tenure with us had engaged in, and was continuing to engage in, solicitation of

certain HH&H employees to join a competing home health and hospice venture. In this suit, we seek injunctions from the court ordering Ms. Anthony to comply with her senior management agreement, including its noncompete, nonsolicitation, and nondisclosure covenants, and to cease and desist all activities in furtherance of violations of those covenants. The trial is scheduled to begin April 18, 2022.

Additionally, the False Claims Act (the “FCA”) allows private citizens, called “relators,” to institute civil proceedings on behalf of the United States alleging violations of the FCA. These lawsuits, also known as “*qui tam*” actions, are common in the healthcare industry and can involve significant monetary damages, fines, attorneys’ fees and the award of bounties to the relators who successfully prosecute or bring these suits to the government. It is possible that *qui tam* lawsuits have been filed against us, which suits remain under seal, or that we are unaware of such filings or precluded by existing law or court order from discussing or disclosing the filing of such suits. Therefore, from time to time, we may be party to one or more undisclosed *qui tam* cases brought pursuant to the FCA.

Information relating to certain legal proceedings in which we are involved is included in Note 18, *Contingencies and Other Commitments*, to the accompanying consolidated financial statements.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Shares of our common stock trade on the New York Stock Exchange under the ticker symbol “EHC.”

Holders

As of February 11, 2022, there were 99,438,215 shares of Encompass Health common stock issued and outstanding, net of treasury shares, held by approximately 6,863 holders of record (participant positions at The Depository Trust Corporation plus record holders).

Dividends

On February 25, 2022, our board of directors declared a cash dividend of \$0.28 per share, payable on April 18, 2022 to stockholders of record on April 1, 2022. We expect comparable quarterly dividends to continue to be paid in January, April, July, and October. However, the actual declaration of any future cash dividends, and the setting of record and payment dates as well as the per share amounts, will be at the discretion of our board each quarter after consideration of various factors, including our capital position and alternative uses of funds.

Recent Sales of Unregistered Securities

None.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth, as of December 31, 2021, information concerning compensation plans under which our securities are authorized for issuance. The table does not reflect grants, awards, exercises, terminations, or expirations since that date. All share amounts and exercise prices have been adjusted to reflect stock splits that occurred after the date on which any particular underlying plan was adopted, to the extent applicable.

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options ⁽¹⁾	Number of securities available for future issuance
Plans approved by stockholders	2,400,926 ⁽²⁾	\$ 54.33	8,119,284 ⁽³⁾
Plans not approved by stockholders	86,830 ⁽⁴⁾		—
Total	2,487,756	\$ 54.33	8,119,284

⁽¹⁾ This calculation does not take into account awards of restricted stock, restricted stock units, or performance share units.

⁽²⁾ This amount assumes maximum performance by performance-based awards for which the performance has not yet been determined.

⁽³⁾ This amount represents the number of shares available for future equity grants under the 2016 Omnibus Performance Incentive Plan approved by our stockholders in May 2016.

⁽⁴⁾ This amount represents 86,830 restricted stock units issued under the 2004 Amended and Restated Director Incentive Plan, the material terms of which are described below.

2004 Amended and Restated Director Incentive Plan

The 2004 Amended and Restated Director Incentive Plan (the “2004 Plan”) provided for the grant of common stock, awards of restricted common stock, and the right to receive awards of common stock, which we refer to as “restricted stock units,” to our non-employee directors. The 2004 Plan expired in March 2008 and was replaced by the 2008 Equity Incentive Plan. Some awards remain outstanding. Awards granted under the 2004 Plan at the time of its termination will continue in effect in accordance with their terms. Awards of restricted stock units were fully vested when awarded and will be settled in shares of common stock on the earlier of the six-month anniversary of the date on which the director ceases to serve on the

board of directors or certain change in control events. The restricted stock units generally cannot be transferred. Awards are generally protected against dilution upon the issuance of stock dividends and in the event of a stock split, recapitalization, or other major corporate restructuring.

Purchases of Equity Securities

The following table summarizes our repurchases of equity securities during the three months ended December 31, 2021:

Period	Total Number of Shares (or Units) Purchased ⁽¹⁾	Average Price Paid per Share (or Unit) (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs ⁽²⁾
October 1 through October 31, 2021	496	\$ 69.57	—	198,053,924
November 1 through November 30, 2021	—	—	—	198,053,924
December 1 through December 31, 2021	—	—	—	198,053,924
Total	496		—	

(1) Except as noted in the following sentence, the number of shares reported in this column represents shares tendered by an employee as payment of the tax liabilities incident to the vesting of previously awarded shares of restricted stock. In October, 288 shares were purchased pursuant to our Directors' Deferred Stock Investment Plan. This plan is a nonqualified deferral plan allowing non-employee directors to make advance elections to defer a fixed percentage of their director fees. The plan administrator acquires the shares in the open market which are then held in a rabbi trust. The plan also provides that dividends paid on the shares held for the accounts of the directors will be reinvested in shares of our common stock which will also be held in the trust. The directors' rights to all shares in the trust are nonforfeitable, but the shares are only released to the directors after departure from our board.

(2) On October 28, 2013, we announced our board of directors authorized the repurchase of up to \$200 million of our common stock. On February 14, 2014, our board approved an increase in this common stock repurchase authorization from \$200 million to \$250 million. On July 24, 2018, our board approved resetting the aggregate common stock repurchase authorization to \$250 million. The repurchase authorization does not require the repurchase of a specific number of shares, has an indefinite term, and is subject to termination at any time by our board of directors. Subject to certain terms and conditions, including a maximum price per share and compliance with federal and state securities and other laws, the repurchases may be made from time to time in open market transactions, privately negotiated transactions, or other transactions, including trades under a plan established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Company Stock Performance

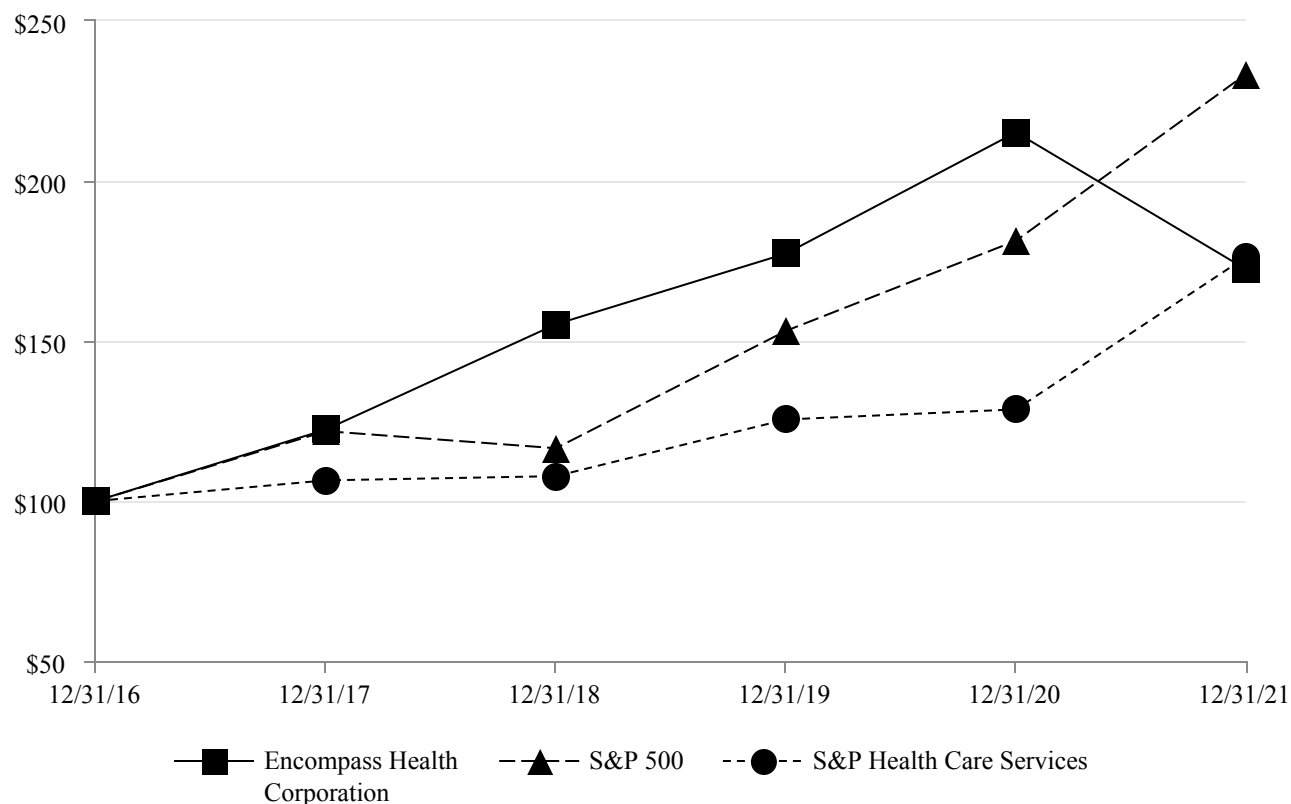
Set forth below is a line graph comparing the total returns of our common stock, the Standard & Poor's 500 Index ("S&P 500"), and the S&P Health Care Services Select Industry Index ("SPSIHP"), an equal-weighted index of at least 35 companies in healthcare services that are also part of the S&P Total Market Index and subject to float-adjusted market capitalization and liquidity requirements. Our compensation committee has in prior years used the SPSIHP as a benchmark for a portion of the awards under our long-term incentive program. The graph assumes \$100 invested on December 31, 2016 in our common stock and each of the indices. The returns below assume reinvestment of dividends paid on the related common stock. We have paid a quarterly cash dividend on our common stock since October 2013.

The information contained in the performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC nor shall such information be deemed incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate it by reference into such filing.

The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock. Research Data Group, Inc. provided the data for the indices presented below. We assume no responsibility for the accuracy of the indices' data, but we are not aware of any reason to doubt its accuracy.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN

Among Encompass Health Corporation, the S&P 500 Index, and the S&P Health Care Services Select Industry Index



Company/Index Name	For the Year Ended December 31,					
	Base Period	Cumulative Total Return				
	2016	2017	2018	2019	2020	2021
Encompass Health Corporation	100.00	122.35	155.23	177.32	215.20	172.41
Standard & Poor's 500 Index	100.00	121.83	116.49	153.17	181.35	233.41
S&P Health Care Services Select Industry Index	100.00	106.45	107.77	125.48	128.63	176.26

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the accompanying consolidated financial statements and related notes. This MD&A is designed to provide the reader with information that will assist in understanding our consolidated financial statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our consolidated financial statements. See "Cautionary Statement Regarding Forward-Looking Statements and Summary of Risk Factors" on page ii of this report for a description of important factors that could cause actual results to differ from expected results. See also Item 1A, *Risk Factors*.

In addition, management's discussion and analysis of our results of operations and cash flows for the year ended December 31, 2020 compared to the year ended December 31, 2019 may be found in, Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission on February 26, 2021.

Executive Overview

Our Business

We are a national leader in integrated healthcare services, offering both facility-based and home-based patient care through our network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies. As of December 31, 2021, our national footprint spans 42 states and Puerto Rico. As discussed in this Item, "Segment Results of Operations," we currently manage our operations in two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. For additional information about our business and reportable segments, see Item 1, *Business* and Item 1A, *Risk Factors*, of this report, Note 19, *Segment Reporting*, to the accompanying consolidated financial statements, and the "Segment Results of Operations" section of this Item.

On December 9, 2020, we announced a formal process to explore strategic alternatives for our home health and hospice business. As a result of this process, we expect to separate the home health and hospice business from Encompass Health into an independent public company through a spin-off distribution in the first half of 2022. On January 19, 2022, we announced the home health and hospice business would be rebranded and operate under the name Enhabit Home Health & Hospice. The rebranding of agency locations is expected to begin in mid-April 2022 and to be largely completed by the consummation of the spin off.

Inpatient Rehabilitation

We are the nation's largest owner and operator of inpatient rehabilitation hospitals in terms of patients treated, revenues, and number of hospitals. We provide specialized rehabilitative treatment on both an inpatient and outpatient basis. We operate hospitals in 35 states and Puerto Rico, with concentrations in the eastern half of the United States and Texas. As of December 31, 2021, we operate 145 inpatient rehabilitation hospitals and manage three inpatient rehabilitation units through management contracts. Our inpatient rehabilitation segment represented approximately 78% of our *Net operating revenues* for the year ended December 31, 2021.

Home Health and Hospice

Our home health business is the nation's fourth largest provider of Medicare-certified skilled home health services in terms of revenues. Our home health services include a comprehensive range of Medicare-certified home nursing services to adult patients in need of care. Our hospice business is the nation's twelfth largest provider of Medicare-certified hospice services in terms of revenues. Hospice care focuses on the quality of life for patients who are experiencing an advanced, life limiting illness while treating the person and symptoms of the disease, rather than the disease itself. As of December 31, 2021, we provide home health services in 251 locations and hospice services in 96 locations across 34 states, with a concentration in the southern half of the United States. Our home health and hospice segment represented approximately 22% of our *Net operating revenues* for the year ended December 31, 2021.

2021 Overview

The rapid onset of the COVID-19 Pandemic (the "pandemic") in the United States has resulted in significant changes to our operating environment. For discussion of the financial and operational impacts we have experienced as a result of the

pandemic, see Item 1, *Business*, Item 1A, *Risk Factors*, and the “Results of Operations” and “Segment Results of Operations” sections of this Item.

We continued our development and expansion efforts during 2021. In our inpatient rehabilitation segment, we:

- began operating our new 40-bed inpatient rehabilitation hospital in San Angelo, Texas with our joint venture partner Shannon Health in March 2021;
- began operating our new 50-bed inpatient rehabilitation hospital in North Tampa, Florida in April 2021;
- began operating our new 50-bed inpatient rehabilitation hospital in Cumming, Georgia in June 2021;
- began operating our new 40-bed inpatient rehabilitation hospital in Waco, Texas in August 2021;
- began operating our new 40-bed inpatient rehabilitation hospital in Shreveport, Louisiana in August 2021;
- began operating our new 40-bed inpatient rehabilitation hospital in Greenville, South Carolina in August 2021;
- began operating our new 40-bed inpatient rehabilitation hospital in Pensacola, Florida in September 2021;
- began operating our new 50-bed inpatient rehabilitation hospital in Henry County, Georgia in October 2021;
- continued our capacity expansions by adding 117 new beds to existing hospitals; and
- announced or continued the development of the following hospitals:

	Number of New Beds		
	2022	2023	2024
Shiloh, Illinois ⁽¹⁾	40	—	—
St. Augustine, Florida	40	—	—
Libertyville, Illinois	60	—	—
Lakeland, Florida	50	—	—
Cape Coral, Florida	40	—	—
Jacksonville, Florida	50	—	—
Moline, Illinois ⁽¹⁾	40	—	—
Naples, Florida	50	—	—
Grand Forks, North Dakota ⁽¹⁾	40	—	—
Eau Claire, Wisconsin ⁽¹⁾	—	36	—
Owasso, Oklahoma ⁽¹⁾	—	40	—
Clermont, Florida	—	50	—
Knoxville, Tennessee ⁽¹⁾	—	73	—
Bowie, Maryland	—	60	—
Columbus, Georgia ⁽¹⁾⁽²⁾	—	40	—
Prosper, Texas	—	40	—
Strongsville, Ohio	—	40	—
Fitchburg, Wisconsin	—	40	—
Louisville, Kentucky ⁽¹⁾	—	40	—
Kissimmee, Florida	—	—	50
Fort Mill, South Carolina	—	—	39
Amarillo, Texas	—	—	40
Atlanta, Georgia ⁽¹⁾⁽²⁾	—	—	40
Palm Beach Gardens, Florida	—	—	50
Lake Worth, Florida	—	—	50

⁽¹⁾ Expected joint venture

⁽²⁾ Piedmont Healthcare, our joint venture partner in these hospitals, assumed 50% ownership in our existing hospital in Newnan, Georgia during the second quarter of 2021.

We also continued our expansion efforts in our home health and hospice segment. On June 1, 2021, we completed the acquisition of the home health and hospice assets of Frontier Home Health and Hospice (“Frontier”) in Alaska, Colorado, Montana, Washington, and Wyoming for a cash purchase price of approximately \$99 million. The Frontier acquisition included the purchase of a 50% equity interest in the Heart of the Rockies Home Health joint venture and a 90% equity interest in the Hospice of Southwest Montana joint venture (inclusive of an additional 40% equity interest purchased for approximately \$4 million). We consolidate both of these joint ventures. On the acquisition date, nine home health and eleven hospice locations became part of our national network of home health and hospice locations. This acquisition was made to expand our existing presence in Colorado and Wyoming and extend our services to Alaska, Montana and Washington. We funded this transaction using cash on hand and borrowings under our revolving credit facility. For additional information regarding this transaction, see Note 2, *Business Combinations*, to the accompanying consolidated financial statements. In addition to the Frontier acquisition, we began accepting patients at our new hospice locations in Las Cruces, New Mexico (May 2021), Abilene, Texas (September 2021), and Tyler, Texas (November 2021).

During 2021, *Net operating revenues* increased 10.3% over 2020 due primarily to volume and pricing growth in our inpatient rehabilitation segment. See the “Results of Operations” and “Segment Results of Operations” section of this Item for additional financial information.

We also continued taking steps to further increase the strength and flexibility of our balance sheet as well as augment returns from investments in operations with shareholder distributions via common stock dividends. For additional information, see the “Liquidity and Capital Resources” section of this Item.

Business Outlook

Notwithstanding the current impacts from the pandemic, we remain optimistic regarding the intermediate and long-term prospects for both of our business segments. Demographic trends, such as population aging, should continue to increase long-term demand for the services we provide. While we treat patients of all ages, most of our patients are 65 and older, and the number of Medicare enrollees is expected to grow approximately 3% per year for the foreseeable future, reaching approximately 73 million people over the age of 65 by 2030. Even more specifically, the average age of our patients is approximately 76, and the population group ranging in ages from 75 to 79 is expected to grow at approximately 5% per year through 2026. We believe the demand for the services we provide will continue to increase as the U.S. population ages. We believe these factors align with our strengths in, and focus on, post-acute services. In addition, we believe we can address the demand for facility-based and home-based post-acute care services in markets where we currently do not have a presence by constructing or acquiring new hospitals and by acquiring or opening home health and hospice agencies in those fragmented industries.

We are a leading provider of post-acute healthcare services, offering both facility-based and home-based patient care through our network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies. We are committed to delivering high-quality, cost-effective, integrated patient care. As the nation’s largest owner and operator of inpatient rehabilitation hospitals in terms of patients treated, revenues, and number of hospitals, we believe we differentiate ourselves from our competitors based on the quality of our clinical outcomes, our cost-effectiveness, our financial strength, and our extensive application of technology. As the fourth largest provider of Medicare-certified skilled home health services in terms of revenues, we believe we differentiate ourselves from our competitors by the application of a highly integrated technology platform, our ability to manage a variety of care pathways, and a proven track record of consummating and integrating acquisitions.

Although the healthcare industry is currently engaged in addressing the healthcare crisis caused by the pandemic, the industry also faces the prospect of ongoing efforts to transform the healthcare system to coordinated care delivery and payment models. The nature, timing and extent of that transformation remains uncertain, as the development and implementation of new care delivery and payment systems will require significant time and resources. Our short-term goal is to serve our communities and provide the best care possible during the pandemic. Our long-term goal is to position the Company in a prudent manner to be responsive to industry shifts. We have invested in our core business and created an infrastructure that enables us to provide high-quality care on a cost-effective basis. We have been disciplined in creating a capital structure that is flexible. We continue to have a strong, well-capitalized balance sheet, including a substantial portfolio of owned real estate and significant availability under our revolving credit facility. For these and other reasons, we believe we will be able to adapt to changes in reimbursement, sustain our business model, and grow through acquisition and consolidation opportunities as they arise. See also Item 1, *Business*, “Competitive Strengths” and “Strategy and 2022 Strategic Priorities.”

Key Challenges

Healthcare is a highly-regulated industry facing many well-publicized regulatory and reimbursement challenges. The Medicare reimbursement systems for both inpatient rehabilitation and home health have recently undergone significant changes. The future of many aspects of healthcare regulation remains uncertain. Successful healthcare providers are those able to adapt to changes in the regulatory and operating environments, build strategic relationships across the healthcare continuum, and consistently provide high-quality, cost-effective care. We believe we have the necessary capabilities — change agility, strategic relationships, quality of patient outcomes, cost effectiveness, and ability to capitalize on growth opportunities — to adapt to and succeed in a dynamic, highly regulated industry, and we have a proven track record of doing so.

As we continue to execute our business plan, the following are some of the challenges we face.

- Operating in a Highly Regulated Industry. We are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. More specifically, because Medicare comprises a significant portion of our *Net operating revenues*, failure to comply with the laws and regulations governing the Medicare program and related matters, including anti-kickback and anti-fraud requirements, could materially and adversely affect us. These rules and regulations have affected, or could in the future affect, our business activities by having an impact on the reimbursement we receive for services provided or the costs of compliance, mandating new documentation standards, requiring additional licensure or certification, regulating our relationships with physicians and other referral sources, regulating the use of our properties, and limiting our ability to enter new markets or add new capacity to existing hospitals and agencies. Ensuring continuous compliance with extensive laws and regulations is an operating requirement for all healthcare providers. See Item 1, *Business*, “Regulation,” and Item 1A, *Risk Factors*, for detailed discussions of the most important regulations we face and our programs intended to ensure we comply with those regulations.

Reimbursement claims made by healthcare providers, including inpatient rehabilitation hospitals as well as home health and hospice agencies, are subject to audit from time to time by governmental payors and their agents, such as the Medicare Administrative Contractors (“MACs”), fiscal intermediaries and carriers, as well as the Office of Inspector General, Centers for Medicare & Medicaid Services (“CMS”), and state Medicaid programs. These audits as well as the ordinary course claim reviews of our billings result in payment denials, including recoupment of previously paid claims from current accounts receivable. Healthcare providers can challenge any denials through an administrative appeals process that can be extremely lengthy, taking several years. For additional details of these claim reviews, See Item 1, *Business*, “Sources of Revenues,” Item 1A, *Risk Factors*, and Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues” and “Accounts Receivable,” to the accompanying consolidated financial statements.

See also Item 1, *Business*, “Regulation,” and Item 1A, *Risk Factors*, to this report.

- Changes to Our Operating Environment Resulting from the COVID-19 pandemic. In response to the public health emergency associated with the pandemic, Congress and CMS adopted several statutory and regulatory measures intended to provide relief to healthcare providers in order to ensure patients would continue to have adequate access to care. On March 27, 2020, former President Trump signed into law the Coronavirus Aid, Relief, and Economic Security Act of 2020 (the “CARES Act”), which suspended sequestration, an automatic 2% reduction of Medicare program payments for all healthcare providers, for the period of May 1 through December 31, 2020. On December 27, 2020, the Consolidated Appropriations Act, 2021 (the “2021 Budget Act”) extended the sequestration suspension through March 31, 2021. On April 14, 2021, Congress further extended the sequestration suspension period through December 31, 2021. On December 10, 2021 President Biden signed the Protecting Medicare and American Farmers from Sequester Cuts Act, which suspends sequestration cuts until April 1, 2022, set sequestration at 1% for the period April 1, 2022 through June 30, 2022 and reinstated the full 2% sequestration effective July 1, 2022. During 2021, the sequestration suspension provided additional revenues in our inpatient rehabilitation segment and home health and hospice segment of approximately \$62 million and \$20 million, respectively. The CARES Act also authorized the cash distribution of relief funds from the United States Department of Health and Human Services (“HHS”) to healthcare providers. We did not accept any CARES Act relief funds. We intend to refuse any additional provider relief funds distributed in the future whether authorized under the 2021 Budget Act or other legislation. The CARES Act, the 2021 Budget Act, and CMS regulatory actions include a number of other provisions affecting our reimbursement and operations in both segments. The provisions are discussed in Item 1, *Business*, “Sources of Revenue,” Item 1A, *Risk Factors*, and the “Results of Operations” section of this Item. Additional Medicare payment reductions are also possible under the Statutory Pay-As-You-Go Act of 2010 (“Statutory PAYGO”). For further discussion of Statutory PAYGO, see Item 1, *Business*, “Sources of Revenue,” and Item 1A, *Risk Factors*.

- Changes to Our Operating Environment Resulting from Healthcare Reform. Concerns held by federal policymakers about the federal deficit, national debt levels, and the solvency of the Medicare trust fund, as well as other healthcare policy priorities, could result in enactment of legislation affecting portions of the Medicare program, including post-acute care services we provide. It is not clear what, if any, Medicare-related changes may ultimately be enacted and signed into law or otherwise implemented, but it is possible that any reductions in Medicare spending will have a material impact on reimbursements for healthcare providers generally and post-acute providers specifically. We cannot predict what, if any, changes in Medicare spending or modifications to the healthcare laws and regulations will result from future budget or other legislative or regulatory initiatives.

Many provisions within the Patient Protection and Affordable Care Act (as subsequently amended, the “ACA”) have impacted or could in the future impact our business, including Medicare reimbursement reductions, such as reductions to annual market basket updates to providers and reimbursement rate rebasing adjustments and promotion of alternative payment models, such as accountable care organizations (“ACOs”) and bundled payment initiatives including the Bundled Payments for Care Improvement Initiative Advanced (“BPCI Advanced”) and the Comprehensive Care for Joint Replacement (“CJR”) program. The Center for Medicare and Medicaid Innovation (“CMMI”) plays a key role in the development of many of these new payment and service delivery models. Our challenges related to healthcare reform are discussed in Item 1, *Business*, “Sources of Revenues,” and Item 1A, *Risk Factors*.

As discussed in Item 1, *Business*, healthcare will almost certainly be the subject of significant regulatory and legislative changes regardless of party in control of the executive and legislative branches of state and federal governments. We will continue to evaluate these laws and regulations and position the Company for this industry shift. Based on our track record, we believe we can adapt to these regulatory and industry changes. Further, we have engaged, and will continue to engage, actively in discussions with key legislators and regulators to attempt to ensure any healthcare laws or regulations adopted or amended promote our goal of high-quality, cost-effective care.

Each year, CMS adopts rules that update pricing and otherwise amend the respective payment systems. On July 29, 2021, CMS released its notice of final rulemaking for fiscal year 2022 under the inpatient rehabilitation facility prospective payment system (the “2022 IRF Rule”). Based on our analysis that utilizes, among other things, the acuity of our patients annualized over a six-month prior period, our experience with outlier payments over this same time frame, and other factors, we believe the 2022 IRF Rule will result in a net increase to our Medicare payment rates of approximately 1.9% effective October 1, 2021. On November 2, 2021, CMS released its notice of final rulemaking for calendar year 2022 for home health agencies under the home health prospective payment system (the “2022 HH Rule”). Based on our preliminary analysis, which utilizes, among other things, our patient mix annualized over an eleven-month prior period, our specific geographic coverage area, and other factors, we believe the 2022 HH Rule will result in a net increase to our Medicare payment rates of approximately 3.4% effective for 30-day payment periods ending on or after January 1, 2022. For additional details of the 2022 IRF Rule, 2022 HH Rule, and other proposed and adopted legislative and regulatory actions that may be material to our business, see Item 1, *Business*, and Item 1A, *Risk Factors*.

- Maintaining Strong Volume Growth. Various factors, including competition and increasing regulatory and administrative burdens, may impact our ability to maintain and grow our hospital, home health, and hospice volumes. In any particular market, we may encounter competition from local or national entities with longer operating histories or other competitive advantages, such as acute care hospitals who provide post-acute services similar to ours or other post-acute providers with relationships with referring acute care hospitals or physicians. Aggressive payment review practices by Medicare contractors, aggressive enforcement of regulatory policies by government agencies, and restrictive or burdensome rules, regulations or statutes governing admissions practices may lead us to not accept patients who would be appropriate for and would benefit from the services we provide. In addition, from time to time, we must get regulatory approval to expand our services and locations in states with certificate of need laws. This approval may be withheld or take longer than expected. In the case of new-store volume growth, the addition of hospitals, home health agencies, and hospice agencies to our portfolio also may be difficult and take longer than expected.

In addition to the factors described above, we believe a number of factors related to the pandemic negatively impacted volumes in 2021, predominately in the home health and hospice segment as discussed in the “Results of Operations” and “Segment Results of Operations” sections of this Item. While we continue to see our volumes recover in our inpatient rehabilitation segment, a current or future resurgence of COVID-19 infections could cause disruptions to our volume growth in both segments.

- **Recruiting and Retaining High-Quality Personnel.** See Item 1A, Risk Factors, for a discussion of competition for staffing, shortages of qualified personnel, and other factors that may increase our labor costs. Recruiting and retaining qualified personnel, including management, for our inpatient hospitals and home health and hospice agencies remain a high priority for us. We attempt to maintain a comprehensive compensation and benefits package that allows us to remain competitive in this challenging staffing environment while remaining consistent with our goal of being a high-quality, cost-effective provider of post-acute services. Additionally, our operations have been affected and may in the future be affected by staffing shortages where employees must self-quarantine due to exposure to COVID-19 or where employees are unavailable due to a lack of childcare or care for elderly family. These factors have resulted in increased labor costs and increased use of contract labor as discussed in the “Results of Operations” and “Segment Results of Operations” sections of this Item.

We remain confident in the prospects of both of our business segments based on the increasing demands for the services we provide to an aging population. This confidence is further supported by our strong financial foundation and the substantial investments we have made in our businesses. We have a proven track record of working through difficult situations, and we believe in our ability to overcome current and future challenges.

Results of Operations

Payor Mix

During 2021, 2020, and 2019, we derived consolidated *Net operating revenues* from the following payor sources:

	For the Year Ended December 31,		
	2021	2020	2019
Medicare	68.2 %	70.5 %	75.1 %
Medicare Advantage	14.2 %	14.2 %	10.6 %
Managed care	10.7 %	9.0 %	8.3 %
Medicaid	3.5 %	3.4 %	2.8 %
Other third-party payors	0.9 %	0.9 %	0.9 %
Workers' compensation	0.5 %	0.5 %	0.7 %
Patients	0.4 %	0.4 %	0.5 %
Other income	1.6 %	1.1 %	1.1 %
Total	100.0 %	100.0 %	100.0 %

Our payor mix is weighted heavily towards Medicare. We receive Medicare reimbursements under the inpatient rehabilitation facility prospective payment system, the home health prospective payment system, and the hospice payment system. For additional information regarding Medicare reimbursement, see the “Sources of Revenues” section of Item 1, *Business*.

As part of the Balanced Budget Act of 1997, Congress created a program of private, managed healthcare coverage for Medicare beneficiaries. This program has been referred to as Medicare Part C, or “Medicare Advantage.” The program offers beneficiaries a range of Medicare coverage options by providing a choice between the traditional fee-for-service program (under Medicare Parts A and B) or enrollment in a health maintenance organization, preferred provider organization, point-of-service plan, provider sponsor organization, or an insurance plan operated in conjunction with a medical savings account.

Our consolidated *Net operating revenues* consist primarily of revenues derived from patient care services. *Net operating revenues* also include other revenues generated from management and administrative fees and other non-patient care services. These other revenues are included in “other income” in the above table.

Our Results

From 2019 through 2021, our consolidated results of operations were as follows:

	For the Year Ended December 31,			Percentage Change	
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
	(In Millions)				
Net operating revenues	\$ 5,121.6	\$ 4,644.4	\$ 4,605.0	10.3 %	0.9 %
Operating expenses:					
Salaries and benefits	2,886.5	2,682.0	2,573.0	7.6 %	4.2 %
Other operating expenses	685.2	634.4	623.6	8.0 %	1.7 %
Occupancy costs	80.2	81.2	82.3	(1.2)%	(1.3)%
Supplies	209.3	200.5	167.9	4.4 %	19.4 %
General and administrative expenses	197.3	155.5	247.0	26.9 %	(37.0)%
Depreciation and amortization	256.6	243.0	218.7	5.6 %	11.1 %
Government, class action, and related settlements	—	2.8	—	(100.0)%	N/A
Total operating expenses	4,315.1	3,999.4	3,912.5	7.9 %	2.2 %
Loss on early extinguishment of debt	1.0	2.3	7.7	(56.5)%	(70.1)%
Interest expense and amortization of debt discounts and fees	164.6	184.2	159.7	(10.6)%	15.3 %
Other income	(12.3)	(10.6)	(30.5)	16.0 %	(65.2)%
Equity in net income of nonconsolidated affiliates	(4.0)	(3.5)	(6.7)	14.3 %	(47.8)%
Income from continuing operations before income tax expense	657.2	472.6	562.3	39.1 %	(16.0)%
Provision for income tax expense	139.6	103.8	115.9	34.5 %	(10.4)%
Income from continuing operations	517.6	368.8	446.4	40.3 %	(17.4)%
Loss from discontinued operations, net of tax	(0.4)	—	(0.6)	N/A	(100.0)%
Net income	517.2	368.8	445.8	40.2 %	(17.3)%
Less: Net income attributable to noncontrolling interests	(105.0)	(84.6)	(87.1)	24.1 %	(2.9)%
Net income attributable to Encompass Health	\$ 412.2	\$ 284.2	\$ 358.7	45.0 %	(20.8)%

Operating Expenses as a % of Net Operating Revenues

	For the Year Ended December 31,		
	2021	2020	2019
Operating expenses:			
Salaries and benefits	56.4 %	57.7 %	55.9 %
Other operating expenses	13.4 %	13.7 %	13.5 %
Occupancy costs	1.6 %	1.7 %	1.8 %
Supplies	4.1 %	4.3 %	3.6 %
General and administrative expenses	3.9 %	3.3 %	5.4 %
Depreciation and amortization	5.0 %	5.2 %	4.7 %
Government, class action, and related settlements	— %	0.1 %	— %
Total operating expenses	84.3 %	86.1 %	85.0 %

In the discussion that follows, we use “same-store” comparisons to explain the changes in certain performance metrics and line items within our financial statements. We calculate same-store comparisons based on hospitals and home health and hospice locations open throughout both the full current period and prior periods presented. These comparisons include the

financial results of market consolidation transactions in existing markets, as it is difficult to determine, with precision, the incremental impact of these transactions on our results of operations.

2021 Compared to 2020

Net Operating Revenues

Our consolidated *Net operating revenues* increased in 2021 compared to 2020 primarily from volume and pricing growth in our inpatient rehabilitation segment. See additional discussion in the “Segment Results of Operations” section of this Item.

For various quarterly periods during the pandemic, we experienced decreased patient volumes in one or more of our business lines when compared to the prior year periods. Beginning in mid-March 2020, we experienced decreased volumes in both segments which resulted from a number of conditions related to the COVID-19 pandemic including: lower acute-care hospital censuses due to the deferral of elective surgeries and shelter-in-place orders, restrictive visitation policies in place at acute-care hospitals that severely limit access to patients and caregivers by our clinical rehabilitation liaisons and care transition coordinators, policies in assisted living facilities that prevent staff from visiting patients, and heightened anxiety among patients and their family members regarding the risk of exposure to COVID-19 during acute-care and post-acute care treatment. Inpatient rehabilitation patient census and home health starts of episodes reached a low point the week ended April 12, 2020 (Easter weekend). These factors have contributed, and could in the future contribute, to a decline in new patients for both of our operating segments as well as decreases in visits per episode in our home health business.

Salaries and Benefits

Salaries and benefits are the most significant cost to us and represent an investment in our most important asset: our employees. *Salaries and benefits* include all amounts paid to full- and part-time employees who directly participate in or support the operations of our hospitals and home health and hospice agencies, including all related costs of benefits provided to employees. It also includes amounts paid for contract labor.

Salaries and benefits in terms of dollars increased in 2021 compared to 2020 primarily due to salary and benefit cost increases for our employees, increased contract labor to meet higher patient volumes, and the ramping up of new stores. *Salaries and benefits* as a percent of *Net operating revenues* decreased in 2021 compared to 2020 primarily due to the additional paid-time-off awarded to employees in the second quarter of 2020 (discussed below) and improved labor productivity partially offset by higher clinician compensation costs due to staffing challenges resulting from the pandemic. See additional discussion in the “Segment Results of Operations” section of this Item.

In April 2020, we initiated a program for eligible frontline employees to earn additional paid time off in recognition of their outstanding efforts responding to the pandemic. We accrued approximately \$43 million in salary and benefits expense in the second quarter of 2020 in connection with this award (approximately \$29 million in the inpatient rehabilitation segment; approximately \$14 million in the home health and hospice segment).

Other Operating Expenses

Other operating expenses include costs associated with managing and maintaining our hospitals and home health and hospice agencies. These expenses include such items as contract services, non-income related taxes, professional fees, utilities, insurance, and repairs and maintenance.

Other operating expenses decreased as a percent of *Net operating revenues* during 2021 compared to 2020 primarily due to the increase in *Net operating revenues* as discussed above.

Supplies

Supplies expense includes all costs associated with supplies used while providing patient care. Specifically, these costs include personal protective equipment (“PPE”), pharmaceuticals, food, needles, bandages, and other similar items.

Supplies decreased as a percent of *Net operating revenues* during 2021 compared to 2020 primarily due to the increase in *Net operating revenues* as discussed above. We expect to continue to see elevated utilization and cost of medical supplies in 2022 as a result of the pandemic.

General and Administrative Expenses

General and administrative expenses primarily include administrative expenses such as information technology services, human resources, corporate accounting, legal services, and internal audit and controls that are managed from our home office in Birmingham, Alabama. These expenses also include stock-based compensation expenses and transaction costs.

General and administrative expenses increased in terms of dollars and as a percent of *Net operating revenues* during 2021 compared to 2020 primarily due to the transaction costs associated with the spin off of our home health and hospice business and higher costs associated with incentive compensation. See the “Executive Overview” section of this Item for additional information on the spin off.

Depreciation and Amortization

Depreciation and amortization increased during 2021 compared to 2020 due to our capital expenditures and development activities throughout 2020 and 2021. We expect *Depreciation and amortization* to increase going forward as a result of our recent and ongoing capital investments.

Interest Expense and Amortization of Debt Discounts and Fees

The decrease in *Interest expense and amortization of debt discounts and fees* in 2021 compared to 2020 primarily resulted from the redemption of approximately \$700 million in November 2020 for the remaining 5.75% Senior Notes due 2024 (the “2024 Notes”) as well as the April and June 2021 redemptions of \$100 million in outstanding principal amount of the 5.125% Senior Notes due 2023 (the “2023 Notes”). Cash paid for interest approximated \$168 million in 2021 and 2020, respectively. For additional information, see Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

Income from Continuing Operations Before Income Tax Expense

Our pre-tax income from continuing operations in 2021 increased compared to 2020 primarily due to the increase in earnings, as discussed in the “Segment Results of Operations” section of this Item.

Provision for Income Tax Expense

Our *Provision for income tax expense* increased in 2021 compared to 2020 primarily due to higher *Income from continuing operations before income tax expense*. See also Note 16, *Income Taxes*, to the accompanying consolidated financial statements.

In addition to the CARES Act provisions previously discussed in the “Executive Overview” section of this Item, the CARES Act also includes provisions relating to net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations, technical corrections to tax depreciation methods for qualified improvement property, and deferral of employer payroll taxes. The CARES Act did not materially impact our effective tax rate for the year ended December 31, 2020 and 2021, although it has impacted the timing of future cash payments for taxes.

Our cash payments for income taxes approximated \$130 and \$33 million, net of refunds, in 2021 and 2020, respectively. These payments were based on estimates of taxable income. We estimate we will pay approximately \$80 million to \$100 million of cash income taxes, net of refunds, in 2022. These payments are expected to primarily result from federal and state income tax expenses based on estimates of taxable income for 2022. In 2021 and 2020, current income tax expense was \$111.8 million and \$51.4 million, respectively.

In certain jurisdictions, we do not expect to generate sufficient income to use all of the available state net operating losses and other credits prior to their expiration. This determination is based on our evaluation of all available evidence in these jurisdictions including results of operations during the preceding three years, our forecast of future earnings, and prudent tax planning strategies. It is possible we may be required to increase or decrease our valuation allowance at some future time if our forecast of future earnings varies from actual results on a consolidated basis or in the applicable tax jurisdiction, if the timing of future tax deductions differs from our expectations, or pursuant to changes in state tax laws and rates.

See Note 16, *Income Taxes*, to the accompanying consolidated financial statements and the “Critical Accounting Estimates” section of this Item.

Net Income Attributable to Noncontrolling Interests

The increase in *Net income attributable to noncontrolling interests* during 2021 compared to 2020 resulted from increased profitability of our existing joint ventures due to the impact of the pandemic on 2020.

Impact of Inflation

The impact of inflation on the Company will be primarily in the area of labor costs. The healthcare industry is labor intensive. Wages and other expenses increase during periods of inflation and when labor shortages occur in the marketplace. There can be no guarantee we will not experience increases in the cost of labor, as the need for clinical healthcare professionals is expected to grow. In addition, increases in healthcare costs are typically higher than inflation and impact our costs under our employee benefit plans. Managing these costs remains a significant challenge and priority for us.

Suppliers pass along rising costs to us in the form of higher prices. In addition, we have experienced higher prices for our medical supplies, including PPE, as a result of the pandemic. Our supply chain efforts and our continual focus on monitoring and actively managing medical supplies and pharmaceutical costs has enabled us to accommodate increased pricing related to supplies and other operating expenses over the past few years. However, we cannot predict our ability to cover future cost increases including increase in the cost of PPE.

It should be noted that we have little or no ability to pass on these increased costs associated with providing services to Medicare and Medicaid patients due to federal and state laws that establish fixed reimbursement rates.

See Item 1A, *Risk Factors*, for additional information.

Relationships and Transactions with Related Parties

Related party transactions were not material to our operations in 2021, 2020, or 2019, and therefore, are not presented as a separate discussion within this Item.

Segment Results of Operations

Our internal financial reporting and management structure is focused on the major types of services provided by Encompass Health. We manage our operations using two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. For additional information regarding our business segments, including a detailed description of the services we provide, financial data for each segment, and a reconciliation of total segment Adjusted EBITDA to income from continuing operations before income tax expense, see Note 19, *Segment Reporting*, to the accompanying consolidated financial statements.

Inpatient Rehabilitation

During the years ended December 31, 2021, 2020, and 2019, our inpatient rehabilitation segment derived its *Net operating revenues* from the following payor sources:

	For the Year Ended December 31,		
	2021	2020	2019
Medicare	64.4 %	66.7 %	72.2 %
Medicare Advantage	15.2 %	15.3 %	10.7 %
Managed care	12.1 %	10.4 %	9.8 %
Medicaid	4.1 %	3.9 %	3.1 %
Other third-party payors	1.1 %	1.2 %	1.2 %
Workers' compensation	0.6 %	0.6 %	0.8 %
Patients	0.5 %	0.5 %	0.7 %
Other income	2.0 %	1.4 %	1.5 %
Total	100.0 %	100.0 %	100.0 %

Additional information regarding our inpatient rehabilitation segment's operating results for the years ended December 31, 2021, 2020, and 2019, is as follows:

	For the Year Ended December 31,			Percentage Change	
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
(In Millions, Except Percentage Change)					
Net operating revenues:					
Inpatient	\$ 3,918.1	\$ 3,496.1	\$ 3,423.5	12.1 %	2.1 %
Outpatient and other	96.9	70.1	89.5	38.2 %	(21.7)%
Inpatient rehabilitation segment revenues	4,015.0	3,566.2	3,513.0	12.6 %	1.5 %
Operating expenses:					
Salaries and benefits	2,127.3	1,903.8	1,813.1	11.7 %	5.0 %
Other operating expenses	594.8	534.7	521.9	11.2 %	2.5 %
Supplies	184.2	171.0	147.0	7.7 %	16.3 %
Occupancy costs	59.0	61.4	64.8	(3.9)%	(5.2)%
Other income	(6.9)	(8.0)	(10.5)	(13.8)%	(23.8)%
Equity in net income of nonconsolidated affiliates	(3.4)	(3.0)	(5.5)	13.3 %	(45.5)%
Noncontrolling interests	103.2	83.3	82.6	23.9 %	0.8 %
Segment Adjusted EBITDA	\$ 956.8	\$ 823.0	\$ 899.6	16.3 %	(8.5)%
(Actual Amounts)					
Discharges	197,639	181,897	186,842	8.7 %	(2.6)%
Net patient revenue per discharge	\$ 19,825	\$ 19,220	\$ 18,323	3.1 %	4.9 %
Outpatient visits	161,070	186,257	375,525	(13.5)%	(50.4)%
Average length of stay (days)	12.8	12.9	12.6	(0.8)%	2.4 %
Occupancy %	70.0%	67.7%	69.5%	3.4 %	(2.6)%
# of licensed beds	9,924	9,505	9,249	4.4 %	2.8 %
Full-time equivalents*	23,193	22,076	21,967	5.1 %	0.5 %
Employees per occupied bed	3.34	3.43	3.42	(2.6)%	0.3 %

* Full-time equivalents included in the above table represent our employees who participate in or support the operations of our hospitals and include an estimate of full-time equivalents related to contract labor.

We actively manage the productive portion of our *Salaries and benefits* utilizing certain metrics, including employees per occupied bed, or "EPOB." This metric is determined by dividing the number of full-time equivalents, including an estimate of full-time equivalents from the utilization of contract labor, by the number of occupied beds during each period. The number of occupied beds is determined by multiplying the number of licensed beds by our occupancy percentage.

Operating Expenses as a % of Net Operating Revenues

	For the Year Ended December 31,		
	2021	2020	2019
Operating expenses:			
Salaries and benefits	53.0 %	53.4 %	51.6 %
Other operating expenses	14.8 %	15.0 %	14.9 %
Supplies	4.6 %	4.8 %	4.2 %
Occupancy costs	1.5 %	1.7 %	1.8 %

2021 Compared to 2020

Net Operating Revenues

Inpatient revenue increased during 2021 compared to 2020 primarily due to increased volumes and favorable pricing. Discharge growth included a 6.2% increase in same-store discharges. Discharge growth from new stores during 2021 resulted from our joint ventures in Coralville, Iowa (June 2020), San Angelo, Texas (March 2021), and Henry County, Georgia (October 2021), as well as wholly owned hospitals in Murrieta, California (February 2020), Sioux Falls, South Dakota (June 2020), Toledo, Ohio (November 2020), North Tampa, Florida (April 2021), Cumming, Georgia (June 2021), Waco, Texas (August 2021), Shreveport, Louisiana (August 2021), Greenville, South Carolina (August 2021), and Pensacola, Florida (September 2021). Growth in net patient revenue per discharge during 2021 compared to 2020 primarily resulted from an increase in reimbursement rates, a higher acuity patient mix and the suspension of sequestration starting in May 2020.

The increase in outpatient and other revenue during 2021 compared to 2020 primarily resulted from an increase of \$29.7 million in provider tax revenues (offset by \$17.8 million of provider tax expense increases included in *Other operating expenses*).

See Note 2, *Business Combinations*, to the accompanying consolidated financial statements for information regarding our joint ventures discussed above.

Adjusted EBITDA

The increase in Adjusted EBITDA during 2021 compared to 2020 primarily resulted from the increase in net patient revenue as discussed above. *Salaries and benefits* as a percent of *Net operating revenues* decreased in 2021 compared to 2020 due to the additional paid-time-off awarded to employees in the second quarter of 2020 (discussed above) and improved labor productivity (contributed to lower employees per occupied bed) partially offset by higher clinician compensation costs due to staffing shortages resulting from the pandemic. *Other operating expenses*, *Supplies*, and *Occupancy costs* as a percent of *Net operating revenues* decreased during 2021 compared to 2020 primarily due the increase in net patient revenue.

Home Health and Hospice

During the years ended December 31, 2021, 2020, and 2019, our home health and hospice segment derived its *Net operating revenues* from the following payor sources:

	For the Year Ended December 31,		
	2021	2020	2019
Medicare	81.9 %	83.1 %	84.2 %
Medicare Advantage	10.6 %	10.8 %	10.2 %
Managed care	5.9 %	4.4 %	3.6 %
Medicaid	1.4 %	1.4 %	1.7 %
Workers' compensation	— %	0.1 %	0.1 %
Patients	0.1 %	0.1 %	0.1 %
Other income	0.1 %	0.1 %	0.1 %
Total	100.0 %	100.0 %	100.0 %

Additional information regarding our home health and hospice segment's operating results for the years ended December 31, 2021, 2020, and 2019, is as follows:

	For the Year Ended December 31,			Percentage Change	
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
(In Millions, Except Percentage Change)					
Net operating revenues:					
Home health	\$ 897.3	\$ 877.6	\$ 918.0	2.2 %	(4.4)%
Hospice	209.3	200.6	174.0	4.3 %	15.3 %
Home health and hospice segment revenues	1,106.6	1,078.2	1,092.0	2.6 %	(1.3)%
Operating expenses:					
Cost of services (excluding depreciation and amortization)	489.3	511.3	506.2	(4.3)%	1.0 %
Support and overhead costs	406.2	402.8	381.7	0.8 %	5.5 %
Other income	(1.6)	—	—	N/A	— %
Equity in net income of nonconsolidated affiliates	(0.6)	(0.5)	(1.2)	20.0 %	(58.3)%
Noncontrolling interests	1.8	1.3	9.5	38.5 %	(86.3)%
Segment Adjusted EBITDA	\$ 211.5	\$ 163.3	\$ 195.8	29.5 %	(16.6)%

(Actual Amounts)

Home health:					
Total admissions	200,626	194,249	194,498	3.3 %	(0.1)%
Episodic admissions	155,357	158,912	159,727	(2.2)%	(0.5)%
Total recertifications	131,259	128,698	129,989	2.0 %	(1.0)%
Episodic recertifications	111,394	114,775	116,084	(2.9)%	(1.1)%
Episodes	264,581	268,508	275,578	(1.5)%	(2.6)%
Total starts of care	331,885	322,947	324,487	2.8 %	(0.5)%
Revenue per episode	\$ 2,954	\$ 2,905	\$ 2,972	1.7 %	(2.3)%
Episodic visits per episode	15.4	16.4	17.1	(6.1)%	(4.1)%
Total visits	4,969,699	5,139,472	5,431,621	(3.3)%	(5.4)%
Cost per visit	\$ 79	\$ 80	\$ 77	(1.3)%	3.9 %
Hospice:					
Admissions	13,113	12,878	10,452	1.8 %	23.2 %
Patient days	1,372,980	1,367,060	1,197,927	0.4 %	14.1 %
Average daily census	3,762	3,735	3,282	0.7 %	13.8 %
Revenue per day	\$ 152	\$ 147	\$ 145	3.4 %	1.4 %

Operating Expenses as a % of Net Operating Revenues

	For the Year Ended December 31,		
	2021	2020	2019
Operating expenses:			
Cost of services (excluding depreciation and amortization)	44.2 %	47.4 %	46.4 %
Support and overhead costs	36.7 %	37.4 %	35.0 %

2021 Compared to 2020

Net Operating Revenues

Revenue growth during 2021 compared to 2020 was driven by increased volumes and pricing. Total starts of care increased during 2021 compared to 2020 primarily due to the acquisition of Frontier on June 1, 2021 and increased non-episodic admissions and recertifications as a result of our national contract with United Healthcare. Episodic admissions declined during 2021 compared to 2020 primarily due to the conversion of admissions to non-episodic under the national contract discussed above. The increase in revenue per episode during 2021 compared to 2020 resulted from an increase in reimbursement rates and the suspension of sequestration partially offset by the mix between early and late payment periods.

Adjusted EBITDA

The increase in Adjusted EBITDA during 2021 compared to 2020 resulted from the increase in net patient revenues as discussed above and a decrease in *Cost of services* as a percent of revenue. *Cost of services* decreased as a percent of revenues for 2021 compared to 2020 primarily due to lower visits per episode and lower cost per visit resulting from additional paid-time-off awarded to employees in the second quarter of 2020 (discussed above) partially offset by higher clinician compensation due to staffing shortages.

Liquidity and Capital Resources

Our primary sources of liquidity are cash on hand, cash flows from operations, and borrowings under our revolving credit facility.

The objectives of our capital structure strategy are to ensure we maintain adequate liquidity and flexibility. Pursuing and achieving those objectives allow us to support the execution of our operating and strategic plans and weather temporary disruptions in the capital markets and general business environment. Maintaining adequate liquidity is a function of our unrestricted *Cash and cash equivalents* and our available borrowing capacity. Maintaining flexibility in our capital structure is a function of, among other things, the amount of debt maturities in any given year, the options for debt prepayments without onerous penalties, and limiting restrictive terms and maintenance covenants in our debt agreements.

To further enhance our liquidity and ensure availability under our credit agreement, in both April and June 2021, we redeemed \$100 million in outstanding principal amount of the 2023 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2023 Notes, these optional redemptions were made at a price of par. As a result of this redemption, we recorded a \$1.0 million *Loss on early extinguishment of debt* in 2021. In February 2022, we issued notice for redemption of the remaining \$100 million in outstanding principal amount of the 2023 Notes. Pursuant to the terms of the 2023 Notes, this full redemption will settle on March 15, 2022 and will be made at a price of par. We plan to use cash on hand and capacity under our revolving credit facility to fund the redemption. We expect to record an approximate \$0.3 million *Loss on early extinguishment of debt* in the first quarter of 2022.

In April 2020 we amended our credit agreement primarily to provide covenant relief due to business disruptions from the pandemic. The amendment included, among other things, the carve-out of the pandemic from the definition of material adverse effect for 364 days and modifications to the interest coverage and leverage ratios under the agreement. In May 2020, we issued an additional \$300 million of our existing 4.50% Senior Notes due 2028 at a price of 99.0% of the principal amount and an additional \$300 million of our existing 4.75% Senior Notes due 2030 at a price of 98.5% of the principal amount, which resulted in approximately \$583 million in net proceeds. We used a portion of the net proceeds from this borrowing, together with cash on hand, to repay borrowings under our revolving credit facility.

In October 2020, we issued \$400 million aggregate principal amount of 4.625% Senior Notes due 2031 at par. We used the net proceeds from this borrowing plus approximately \$300 million of cash on hand to fully redeem approximately \$700 million of the 2024 Notes at par in November 2020. As a result of this redemption, we recorded a \$2.3 million *Loss on early extinguishment of debt* in 2020.

We have been disciplined in creating a capital structure that is flexible with no significant debt maturities prior to 2024. We continue to have a strong, well-capitalized balance sheet, including a substantial portfolio of owned real estate, and we have significant availability under our revolving credit facility. We continue to generate strong cash flows from operations, and we have significant flexibility with how we choose to invest our cash and return capital to shareholders.

See Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

Current Liquidity

As of December 31, 2021, we had \$54.8 million in *Cash and cash equivalents*. This amount excludes \$65.5 million in restricted cash (\$65.1 million included in *Restricted cash* and \$0.4 million included in *Other long-term assets* in our consolidated balance sheet) and \$82.2 million of restricted marketable securities (included in *Other long-term assets* in our consolidated balance sheet). Our restricted assets pertain primarily to obligations associated with our captive insurance company, as well as obligations we have under agreements with joint venture partners. See Note 4, *Cash and Marketable Securities*, to the accompanying consolidated financial statements.

In addition to *Cash and cash equivalents*, as of December 31, 2021, we had approximately \$762 million available to us under our revolving credit facility. Our credit agreement governs the substantial majority of our senior secured borrowing capacity and contains a leverage ratio and an interest coverage ratio as financial covenants. Our leverage ratio is defined in our credit agreement as the ratio of consolidated total debt (less up to \$300 million of cash on hand) to Adjusted EBITDA for the trailing four quarters. In calculating the leverage ratio under our credit agreement, we are permitted to use pro forma Adjusted EBITDA, the calculation of which includes historical income statement items and pro forma adjustments resulting from (1) the dispositions and repayments or incurrence of debt and (2) the investments, acquisitions, mergers, amalgamations, consolidations and operational changes from acquisitions to the extent such items or effects are not yet reflected in our trailing four-quarter financial statements. Our interest coverage ratio is defined in our credit agreement as the ratio of Adjusted EBITDA to consolidated interest expense, excluding the amortization of financing fees, for the trailing four quarters. As of December 31, 2021, the maximum leverage ratio requirement per our credit agreement was 5.0x and the minimum interest coverage ratio requirement was 2.0x, and we were in compliance with these covenants. Based on Adjusted EBITDA for 2021 and the interest rate in effect under our credit agreement during the three-month period ended December 31, 2021, if we had drawn on the first day and maintained the maximum amount of outstanding draws under our revolving credit facility for the entire year, we would still be in compliance with the maximum leverage ratio and minimum interest coverage ratio requirements.

On December 9, 2021, we announced the commencement of a consent solicitation of holders of our 2025 Notes, 2028 Notes, 2030 Notes, and 2031 Notes (collectively the “Notes”) for the adoption of certain amendments to the Indenture, which will provide us with greater flexibility in effecting the spin off discussed in the “Executive Overview” section of this Item. Each Indenture contains restrictive covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to make certain asset dispositions, investments, and distributions to holders of our capital stock. The amendments to the Indentures permit us, subject to the leverage ratio condition set forth below, to distribute to our equity holders in one or more transactions (a “Distribution”) some or all of the common stock of a subsidiary that holds substantially all of the assets of our home health and hospice business. We may make any such distribution so long as the Leverage Ratio (as defined in each Indenture) is no more than 3.5 to 1.0 on a pro forma basis after giving effect thereto. The amendments also reduce the capacity under our restricted payments builder basket under each existing Indenture by \$200 million and amends the definition of “Consolidated Net Income” to allow us to exclude from Consolidated Net Income (a component of the Leverage Ratio) any fees, expenses or charges related to any Distribution and the solicitation of consents from the holders of the Notes. In December 2021 and January 2022, we received the requisite consents for the adoption of these amendments. Under the terms of the amendments, we agreed to pay the holders of the Notes a total of \$40.5 million, excluding fees. We paid \$20 million of this amount in January 2022. The remaining payment is contingent upon the execution of a Distribution and will be paid at such time.

We do not face near-term refinancing risk, as the amounts outstanding under our credit agreement do not mature until 2024, and after the March 2022 redemption of the 2023 Notes discussed above, our bonds all mature in 2025 and beyond. See the “Contractual Obligations” section below for information related to our contractual obligations as of December 31, 2021.

We acquired a significant portion of our home health and hospice business when we purchased EHHI Holdings, Inc. (“EHHI”) on December 31, 2014. In the acquisition, we acquired all of the issued and outstanding equity interests of EHHI, other than equity interests contributed to Encompass Health Home Health Holdings, Inc. (“Holdings”), a subsidiary of Encompass Health and an indirect parent of EHHI, by certain sellers in exchange for shares of common stock of Holdings. Those sellers were members of EHHI management, and they contributed a portion of their shares of common stock of EHHI, valued at approximately \$64 million on the acquisition date, in exchange for approximately 16.7% of the outstanding shares of common stock of Holdings. At any time after December 31, 2017, each management investor had the right (but not the obligation) to have his or her shares of Holdings stock repurchased by Encompass Health for a cash purchase price per share equal to the fair value. The fair value was determined using the product of the trailing twelve-month adjusted EBITDA measure for Holdings and a specified median market price multiple based on a basket of public home health companies and transactions, after adding cash and deducting indebtedness that included the outstanding principal balance under any intercompany notes. In February 2018, each management investor exercised the right to sell one-third of his or her shares of Holdings stock to

Encompass Health, representing approximately 5.6% of the outstanding shares of the common stock of Holdings. On February 21, 2018, Encompass Health settled the acquisition of those shares upon payment of approximately \$65 million in cash. In July 2019, we received additional exercise notices, representing approximately 5.6% of the outstanding shares of the common stock of Holdings. In September 2019, Encompass Health settled the acquisition of those shares upon payment of approximately \$163 million in cash. As of December 31, 2019, the value of those outstanding shares of Holdings owned by management investors was approximately \$208 million. In January 2020, we received additional exercise notices, representing approximately 4.3% of the outstanding shares of the common stock of Holdings. In February 2020, Encompass Health settled the acquisition of those shares upon payment of approximately \$162 million in cash. Upon settlement of these exercises, approximately \$46 million of the shares of Holdings held by two management investors remained outstanding.

On February 20, 2020, Encompass Health entered into exchange agreements (each, an “Exchange Agreement”) with these two management investors, pursuant to which they had the right to exchange all of the remaining shares of Holdings held by them for shares of common stock of Encompass Health (the “EHC Shares”). Each of the Exchange Agreements provided that the management investor must deliver a written exchange notice (an “Exchange Notice”) to Encompass Health in order to exchange his or her remaining shares of Holdings for EHC Shares. Each Exchange Agreement further provided that the number of EHC Shares to be delivered to the management investor was to be determined by dividing the fair value of the shares of Holdings held by the management investor on the date of the Exchange Agreement by the last reported sales price of Encompass Health’s common stock on the New York Stock Exchange (the “NYSE”) on the date of delivery of the Exchange Notice.

On February 20, 2020, Encompass Health received an Exchange Notice from each of the management investors. Based on the last sales price of Encompass Health’s common stock on the NYSE on February 20, 2020, Encompass Health delivered an aggregate 560,957 EHC Shares to the management investors. The total number of EHC Shares issued pursuant to the exchange agreements on March 6, 2020 represented less than 0.6% of the outstanding shares of Encompass Health common stock. Encompass Health issued the EHC Shares from its treasury shares. Encompass Health now owns 100% of Holdings and EHHI. See also Note 12, *Redeemable Noncontrolling Interests*, to the accompanying consolidated financial statements.

In conjunction with the EHHI acquisition, we granted stock appreciation rights (“SARs”) based on Holdings common stock to certain members of EHHI management at closing. Half of the SARs vested on December 31, 2018 and the remainder vested on December 31, 2019. Upon exercise, each SAR must be settled for cash in the amount by which the per share fair value of Holdings’ common stock on the exercise date exceeds the per share fair value on the grant date. In February 2019, members of the management team exercised a portion of their vested SARs for approximately \$13 million in cash. In July 2019, members of the management team exercised the remainder of the vested SARs, which resulted in cash distributions of approximately \$55 million. As of December 31, 2019, the fair value of the remaining 115,545 SARs was approximately \$101 million, all of which was included in *Other current liabilities* in the accompanying consolidated balance sheet. In January 2020, members of the management team exercised the remaining SARs and in February 2020, we settled those awards upon payment of approximately \$101 million in cash. See also Note 14, *Share-Based Payments*, to the accompanying consolidated financial statements.

We anticipate we will continue to generate strong cash flows from operations that, together with availability under our revolving credit facility, will allow us to invest in growth opportunities and continue to improve our existing business. We also will continue to consider additional shareholder value-enhancing strategies such as repurchases of our common stock and distribution of common stock dividends, including the potential growth of the quarterly cash dividend on our common stock, recognizing that these actions may increase our leverage ratio. See also the “Authorizations for Returning Capital to Stakeholders” section of this Item.

See Item 1A, *Risk Factors*, for a discussion of risks and uncertainties facing us.

Sources and Uses of Cash

The following table shows the cash flows provided by or used in operating, investing, and financing activities for the years ended December 31, 2021, 2020, and 2019 (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Net cash provided by operating activities	\$ 715.8	\$ 704.7	\$ 635.3
Net cash used in investing activities	(666.3)	(407.5)	(657.4)
Net cash (used in) provided by financing activities	(240.1)	(145.9)	48.2
Increase in cash, cash equivalents, and restricted cash	<u>\$ (190.6)</u>	<u>\$ 151.3</u>	<u>\$ 26.1</u>

2021 Compared to 2020

Operating activities. The increase in *Net cash provided by operating activities* during 2021 compared to 2020 primarily resulted from the increase in *Net income* (see the “Results of Operations” section of this Item) partially offset by the decrease in payroll accruals. The decrease in payroll accruals was attributable to the award of additional paid time off to employees during the second quarter of 2020 in response to the pandemic and the deferral of payroll taxes resulting from government relief efforts during the pandemic. Half of the payroll taxes were paid in December 2021, with the remaining half due in December 2022.

Investing activities. The increase in *Net cash used in investing activities* during 2021 compared to 2020 primarily resulted from the acquisition of assets from Frontier and increased purchases of property and equipment. For additional information on the Frontier acquisition, see Note 2, *Business Combinations*, to the accompanying consolidated financial statements.

Financing activities. The increase in *Net cash used in financing activities* during 2021 compared to 2020 primarily resulted from increased net debt payments partially offset by the purchase of equity interests held by the home health and hospice management team during the first quarter of 2020. See also Note 12, *Redeemable Noncontrolling Interest* and Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

Contractual Obligations

Our consolidated contractual obligations as of December 31, 2021 are as follows (in millions):

	Total	Current	Long-term
Long-term debt obligations:			
Long-term debt, excluding revolving credit facility and finance lease obligations ^(a)	\$ 2,699.9	\$ 19.7	\$ 2,680.2
Revolving credit facility	200.0	—	200.0
Interest on long-term debt ^(b)	814.5	130.6	683.9
Finance lease obligations ^(c)	606.3	52.1	554.2
Operating lease obligations ^(d)	326.6	51.4	275.2
Purchase obligations ^(e)	148.8	55.4	93.4
Total	<u>\$ 4,796.1</u>	<u>\$ 309.2</u>	<u>\$ 4,486.9</u>

^(a) Included in long-term debt are amounts owed on our bonds payable and other notes payable. These borrowings are further explained in Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

^(b) Interest on our fixed rate debt is presented using the stated interest rate. Interest expense on our variable rate debt is estimated using the rate in effect as of December 31, 2021. Interest pertaining to our credit agreement and bonds is included to their respective ultimate maturity dates. Interest related to finance lease obligations is excluded from this line (see Note 7, *Leases*, and Note 10, *Long-term Debt*, to the accompanying consolidated financial statements). Amounts exclude amortization of debt discounts, amortization of loan fees, or fees for lines of credit that would be included in interest expense in our consolidated statements of comprehensive income.

^(c) Amounts include interest portion of future minimum finance lease payments.

- (d) Our inpatient rehabilitation segment leases approximately 10% of its hospitals as well as other property and equipment under operating leases in the normal course of business. Our home health and hospice segment leases relatively small office spaces in the localities it serves, space for its corporate office, and other equipment under operating leases in the normal course of business. Amounts include interest portion of future minimum operating lease payments. For more information, see Note 7, *Leases*, to the accompanying consolidated financial statements.
- (e) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on Encompass Health and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude agreements that are cancelable without penalty. Our purchase obligations primarily relate to software licensing and support and medical equipment. Purchase obligations are not recognized in our consolidated balance sheet.

Our capital expenditures include costs associated with our hospital refresh program, de novo projects, capacity expansions, technology initiatives, and building and equipment upgrades and purchases. During the year ended December 31, 2021, we made capital expenditures of approximately \$551 million for property and equipment, intangible assets, and capitalized software. These expenditures in 2021 are exclusive of approximately \$119 million in net cash related to our acquisition activity. During 2022, we expect to spend approximately \$570 million to \$660 million for capital expenditures using cash on hand and borrowings under our revolving credit facility. Approximately \$200 million to \$250 million of this budgeted amount is considered nondiscretionary expenditures, which we may refer to in other filings as “maintenance” expenditures. In addition, we expect to spend approximately \$50 million to \$100 million on home health and hospice acquisitions during 2022. Actual amounts spent will be dependent upon the timing of construction projects and acquisition opportunities for our home health and hospice business.

Authorizations for Returning Capital to Stakeholders

In October 2020, February 2021, May 2021, July 2021, and October 2021, our board of directors declared cash dividends of \$0.28 per share that were paid in January 2021, April 2021, July 2021, October 2021, and January 2022, respectively. We expect quarterly dividends to be paid in January, April, July, and October. However, the actual declaration of any future cash dividends, and the setting of record and payment dates as well as the per share amounts, will be at the discretion of our board of directors after consideration of various factors, including our capital position and alternative uses of funds. Cash dividends are expected to be funded using cash flows from operations, cash on hand, and availability under our revolving credit facility.

On October 28, 2013, we announced our board of directors authorized the repurchase of up to \$200 million of our common stock, which amount was subsequently increased to \$250 million. On July 24, 2018, our board approved resetting the aggregate common stock repurchase authorization to \$250 million. As of December 31, 2021, approximately \$198 million remained under this authorization. The repurchase authorization does not require the repurchase of a specific number of shares, has an indefinite term, and is subject to termination at any time by our board of directors. Subject to certain terms and conditions, including a maximum price per share and compliance with federal and state securities and other laws, the repurchases may be made from time to time in open market transactions, privately negotiated transactions, or other transactions, including trades under a plan established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Supplemental Guarantor Financial Information

Our indebtedness under our credit agreement and the 5.125% Senior Notes due 2023, 5.75% Senior Notes due 2025, 4.50% Senior Notes due 2028, 4.75% Senior Notes due 2030, and 4.625% Senior Notes due 2031, (collectively, the “Senior Notes”) are guaranteed by certain consolidated subsidiaries. These guarantees are full and unconditional and joint and several, subject to certain customary conditions for release. The Senior Notes are guaranteed on a senior, unsecured basis by all of our existing and future subsidiaries that guarantee borrowings under our credit agreement and other capital markets debt. The other subsidiaries of Encompass Health do not guarantee the Senior Notes (such subsidiaries are referred to as the “non-guarantor subsidiaries”).

The terms of our credit agreement allow us to declare and pay cash dividends on our common stock so long as: (1) we are not in default under our credit agreement, and (2) either (a) our senior secured leverage ratio (as defined in our credit agreement) remains less than or equal to 2x and our leverage ratio (as defined in our credit agreement) remains less than or equal to 4.50x or (b) there is capacity under the Available Amount as defined in the credit agreement. The terms of our Senior Notes indenture allow us to declare and pay cash dividends on our common stock so long as (1) we are not in default, (2) the consolidated coverage ratio (as defined in the indenture) exceeds 2x or we are otherwise allowed under the indenture to incur debt, and (3) we have capacity under the indenture’s restricted payments covenant to declare and pay dividends. See Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

Summarized financial information is presented below for Encompass Health, the parent company, and the subsidiary guarantors on a combined basis after elimination of intercompany transactions and balances among Encompass Health and the subsidiary guarantors and does not include investments in and equity in the earnings of non-guarantor subsidiaries.

	For the Year Ended December 31, 2021
	(In Millions)
Net operating revenues	\$ 3,692.7
Intercompany revenues generated from non-guarantor subsidiaries	19.0
Total net operating revenues	<u>\$ 3,711.7</u>
Operating expenses	\$ 3,184.5
Intercompany expenses incurred in transactions with non-guarantor subsidiaries	30.8
Total operating expenses	<u>\$ 3,215.3</u>
Income from continuing operations	\$ 258.8
Net income	\$ 258.4
Net income attributable to Encompass Health	\$ 258.7
	As of December 31, 2021
	(In Millions)
Total current assets	\$ 664.3
Property and equipment, net	\$ 1,896.1
Goodwill	2,053.2
Intercompany receivable due from non-guarantor subsidiaries	166.1
Other noncurrent assets	662.9
Total noncurrent assets	<u>\$ 4,778.3</u>
Total current liabilities	\$ 624.7
Long-term debt, net of current portion	\$ 3,194.5
Other noncurrent liabilities	327.9
Total noncurrent liabilities	<u>\$ 3,522.4</u>
Redeemable noncontrolling interests	\$ 2.3

Adjusted EBITDA

Management believes Adjusted EBITDA as defined in our credit agreement is a measure of our ability to service our debt and our ability to make capital expenditures. We reconcile Adjusted EBITDA to *Net income* and to *Net cash provided by operating activities*.

We use Adjusted EBITDA on a consolidated basis as a liquidity measure. We believe this financial measure on a consolidated basis is important in analyzing our liquidity because it is the key component of certain material covenants contained within our credit agreement, which is discussed in more detail in Note 10, *Long-term Debt*, to the accompanying consolidated financial statements. These covenants are material terms of the credit agreement. Noncompliance with these financial covenants under our credit agreement—our interest coverage ratio and our leverage ratio—could result in our lenders requiring us to immediately repay all amounts borrowed. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to us, and such relief might be on terms less favorable to us than those in our existing credit agreement. In addition, if we cannot satisfy these financial covenants, we would be prohibited under our credit agreement from engaging in certain activities, such as incurring additional indebtedness, paying common stock dividends,

making certain payments, and acquiring and disposing of assets. Consequently, Adjusted EBITDA is critical to our assessment of our liquidity.

In general terms, the credit agreement definition of Adjusted EBITDA, therein referred to as “Adjusted Consolidated EBITDA,” allows us to add back to consolidated *Net income* interest expense, income taxes, and depreciation and amortization and then add back to consolidated *Net income* (1) all unusual or nonrecurring items reducing consolidated *Net income* (of which only up to \$10 million in a year may be cash expenditures), (2) any losses from discontinued operations, (3) non-ordinary course fees, costs and expenses incurred with respect to any litigation or settlement, (4) share-based compensation expense, (5) costs and expenses associated with changes in the fair value of marketable securities, (6) costs and expenses associated with the issuance or prepayment debt and acquisitions, and (7) any restructuring charges not in excess of 20% of Adjusted Consolidated EBITDA. We also subtract from consolidated *Net income* all unusual or nonrecurring items to the extent they increase consolidated *Net income*.

Under the credit agreement, the Adjusted EBITDA calculation does not require us to deduct net income attributable to noncontrolling interests or gains on fair value adjustments of hedging and equity instruments, disposal of assets, and development activities. It also does not allow us to add back losses on fair value adjustments of hedging instruments or unusual or nonrecurring cash expenditures in excess of \$10 million. These items and amounts, in addition to the items falling within the credit agreement’s “unusual or nonrecurring” classification, may occur in future periods, but can vary significantly from period to period and may not directly relate to, or be indicative of, our ongoing liquidity or operating performance. Accordingly, the Adjusted EBITDA calculation presented here includes adjustments for them.

Adjusted EBITDA is not a measure of financial performance under generally accepted accounting principles in the United States of America, and the items excluded from Adjusted EBITDA are significant components in understanding and assessing financial performance. Therefore, Adjusted EBITDA should not be considered a substitute for *Net income* or cash flows from operating, investing, or financing activities. Because Adjusted EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. Revenues and expenses are measured in accordance with the policies and procedures described in Note 1, *Summary of Significant Accounting Policies*, to the accompanying consolidated financial statements.

Our Adjusted EBITDA for the years ended December 31, 2021, 2020, and 2019 was as follows (in millions):

Reconciliation of Net Income to Adjusted EBITDA

	For the Year Ended December 31,		
	2021	2020	2019
Net income	\$ 517.2	\$ 368.8	\$ 445.8
Loss from discontinued operations, net of tax, attributable to Encompass Health	0.4	—	0.6
Provision for income tax expense	139.6	103.8	115.9
Interest expense and amortization of debt discounts and fees	164.6	184.2	159.7
Loss on early extinguishment of debt	1.0	2.3	7.7
Government, class action, and related settlements	—	2.8	—
Loss on disposal or impairment of assets	0.4	11.6	11.1
Depreciation and amortization	256.6	243.0	218.7
Stock-based compensation expense	32.8	29.5	114.4
Net income attributable to noncontrolling interests	(105.0)	(84.6)	(87.1)
Costs associated with the strategic alternatives review	22.9	—	—
Costs associated with the Frontier acquisition	1.3	—	—
Transaction costs	—	—	2.1
Gain on consolidation of joint venture formerly accounted for under the equity method of accounting	(3.2)	(2.2)	(19.2)
SARs mark-to-market impact on noncontrolling interests	—	—	(5.0)
Change in fair market value of equity securities	(0.6)	(0.4)	(0.8)
Payroll taxes on SARs exercise	—	1.5	1.0
Adjusted EBITDA	<u>\$ 1,028.0</u>	<u>\$ 860.3</u>	<u>\$ 964.9</u>

Reconciliation of Net Cash Provided by Operating Activities to Adjusted EBITDA

	For the Year Ended December 31,		
	2021	2020	2019
Net cash provided by operating activities	\$ 715.8	\$ 704.7	\$ 635.3
Interest expense and amortization of debt discounts and fees	164.6	184.2	159.7
Equity in net income of nonconsolidated affiliates	4.0	3.5	6.7
Net income attributable to noncontrolling interests in continuing operations	(105.0)	(84.6)	(87.1)
Amortization of debt-related items	(7.8)	(7.2)	(4.5)
Distributions from nonconsolidated affiliates	(2.9)	(3.8)	(6.6)
Current portion of income tax expense	111.8	51.4	75.9
Change in assets and liabilities	118.0	7.3	180.1
Cash used in operating activities of discontinued operations	0.5	0.2	4.4
Costs associated with the strategic alternatives review	22.9	—	—
Costs associated with the Frontier acquisition	1.3	—	—
Transaction costs	—	—	2.1
SARs mark-to-market impact on noncontrolling interests	—	—	(5.0)
Change in fair market value of equity securities	(0.6)	(0.4)	(0.8)
Payroll taxes on SARs exercise	—	1.5	1.0
Other	5.4	3.5	3.7
Adjusted EBITDA	<u>\$ 1,028.0</u>	<u>\$ 860.3</u>	<u>\$ 964.9</u>

For additional information see the “Results of Operations” and “Segment Results of Operations” sections of this Item.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures. We base our assumptions, estimates, and judgments on historical experience, current trends, and other factors we believe to be relevant at the time we prepared our consolidated financial statements. On a regular basis, we review the accounting policies, assumptions, estimates, and judgments to ensure our consolidated financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 1, *Summary of Significant Accounting Policies*, to the accompanying consolidated financial statements. We believe the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, as they require our most difficult, subjective, or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. We have reviewed these critical accounting estimates and related disclosures with the audit committee of our board of directors.

Revenue Recognition

We recognize net operating revenue in the reporting period in which we perform the service based on our best estimate of the transaction price for the type of service provided to the patient. Our estimate of the transaction price includes estimates of price concessions for such items as contractual allowances (principally for patients covered by Medicare, Medicare Advantage, Medicaid, and other third-party payors), potential adjustments that may arise from payment and other reviews, and uncollectible amounts. See Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues,” to the accompanying consolidated financial statements of this report for a complete discussion of our revenue recognition policies.

Our patient accounting systems calculate contractual allowances on a patient-by-patient basis based on the rates in effect for each primary third-party payor. Certain other factors that are considered and could influence the estimated transaction price are assumed to remain consistent with the experience for patients discharged in similar time periods for the same payor classes, and additional adjustments are provided to account for these factors.

Management continually reviews the revenue transaction price estimation process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms that result from contract renegotiations and renewals. In addition, laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material.

Due to complexities involved in determining amounts ultimately due under reimbursement arrangements with third-party payors, which are often subject to interpretation and review, we may receive reimbursement for healthcare services authorized and provided that is different from our estimates, and such differences could be material. However, we continually review the amounts actually collected in subsequent periods in order to determine the amounts by which our estimates differed. Historically, such differences have not been material from either a quantitative or qualitative perspective.

The collection of outstanding receivables from third-party payors and patients is our primary source of cash and is critical to our operating performance. Our primary collection risks relate to patient responsibility amounts and claims reviews conducted by MACs or other contractors.

The table below shows a summary of our net accounts receivable balances as of December 31, 2021 and 2020. Information on the concentration of total patient accounts receivable by payor class can be found in Note 1, *Summary of Significant Accounting Policies*, “Accounts Receivable,” to the accompanying consolidated financial statements.

	As of December 31,	
	2021	2020
	(In Millions)	
Current:		
0 - 30 Days	\$ 469.6	\$ 409.4
31 - 60 Days	70.1	54.3
61 - 90 Days	37.6	30.6
91 - 120 Days	21.1	16.9
120 + Days	68.2	51.8
Patient accounts receivable	666.6	563.0
Other accounts receivable	13.7	9.8
	680.3	572.8
Noncurrent patient accounts receivable	83.5	123.8
Accounts receivable	<u>\$ 763.8</u>	<u>\$ 696.6</u>

Changes in general economic conditions (such as increased unemployment rates or periods of recession), business office operations, payor mix, or trends in federal or state governmental and private employer healthcare coverage could affect our collection of accounts receivable. Our collection risks include patient accounts for which the primary insurance carrier has paid the amounts covered by the applicable agreement, but patient responsibility amounts (deductibles and co-payments) remain outstanding, pre-payment claim reviews by our respective MACs, and reimbursement claims audits by governmental or other payors and their agents. As of December 31, 2021 and 2020, \$77.8 million and \$117.8 million of our patient accounts receivable represented denials that were under review or audit in our inpatient rehabilitation segment. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material. See Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues” and “Accounts Receivable,” to the accompanying consolidated financial statements of this report.

Self-Insured Risks

We are self-insured for certain losses related to professional liability, general liability, and workers’ compensation risks. Although we obtain third-party insurance coverage to limit our exposure to these claims, a substantial portion of our professional liability, general liability, and workers’ compensation risks are insured through a wholly owned insurance subsidiary. See Note 11, *Self-Insured Risks*, to the accompanying consolidated financial statements for a more complete discussion of our self-insured risks.

Our self-insured liabilities contain uncertainties because management must make assumptions and apply judgment to estimate the ultimate cost of reported claims and claims incurred but not reported as of the balance sheet date. Our reserves and provisions for professional liability, general liability, and workers’ compensation risks are based largely upon semi-annual actuarial calculations prepared by third-party actuaries.

Periodically, we review our assumptions and the valuations provided by third-party actuaries to determine the adequacy of our self-insurance reserves. The following are certain of the key assumptions and other factors that significantly influence our estimate of self-insurance reserves: historical claims experience; trending of loss development factors; trends in the frequency and severity of claims; coverage limits of third-party insurance; demographic information; statistical confidence levels; medical cost inflation; payroll dollars; and hospital patient census.

The time period to resolve claims can vary depending upon the jurisdiction, the nature, and the form of resolution of the claims. The estimation of the timing of payments beyond a year can vary significantly. In addition, if current and future claims differ from historical trends, our estimated reserves for self-insured claims may be significantly affected. Our self-insurance reserves are not discounted.

Given the number of factors used to establish our self-insurance reserves, we believe there is limited benefit to isolating any individual assumption or parameter from the detailed computational process and calculating the impact of changing that single item. Instead, we believe the sensitivity in our reserve estimates is best illustrated by changes in the statistical confidence level used in the computations. Using a higher statistical confidence level increases the estimated self-insurance reserves. The following table shows the sensitivity of our recorded self-insurance reserves to the statistical confidence level (in millions):

Net self-insurance reserves as of December 31, 2021:

As reported, with 50% statistical confidence level	139.4
With 70% statistical confidence level	148.6

We believe our efforts to improve patient safety and overall quality of care, as well as our efforts to reduce workplace injuries, have helped contain our ultimate claim costs. See Note 11, *Self-Insured Risks*, to the accompanying consolidated financial statements for additional information.

We believe our self-insurance reserves are adequate to cover projected costs. Due to the considerable variability that is inherent in such estimates, there can be no assurance the ultimate liability will not exceed management's estimates. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material.

Goodwill

Absent any impairment indicators, we evaluate goodwill for impairment as of October 1st of each year. We test goodwill for impairment at the reporting unit level and are required to make certain subjective and complex judgments on a number of matters, including assumptions and estimates used to determine the fair value of our inpatient rehabilitation and home health and hospice reporting units. We assess qualitative factors in each reporting unit to determine whether it is necessary to perform the quantitative goodwill impairment test. The quantitative impairment test is required only if we conclude it is more likely than not a reporting unit's fair value is less than its carrying amount.

If, based on our qualitative assessment, we were to believe we must perform the quantitative goodwill impairment test, we would determine the fair value of the applicable reporting unit using generally accepted valuation techniques including the income approach and the market approach. We would validate our estimates under the income approach by reconciling the estimated fair value of the reporting units determined under the income approach to our market capitalization and estimated fair value determined under the market approach. Values from the income approach and market approach would then be evaluated and weighted to arrive at the estimated aggregate fair value of the reporting units.

The income approach includes the use of each reporting unit's projected operating results and cash flows that are discounted using a weighted-average cost of capital that reflects market participant assumptions. The projected operating results use management's best estimates of economic and market conditions over the forecasted period including assumptions for pricing and volume, operating expenses, and capital expenditures. Other significant estimates and assumptions include cost-saving synergies and tax benefits that would accrue to a market participant under a fair value methodology. The market approach estimates fair value through the use of observable inputs, including the Company's stock price.

See Note 1, *Summary of Significant Accounting Policies*, "Goodwill and Other Intangibles," and Note 8, *Goodwill and Other Intangible Assets*, to the accompanying consolidated financial statements for additional information.

The following events and circumstances are certain of the qualitative factors we consider in evaluating whether it is more likely than not the fair value of a reporting unit is less than its carrying amount:

- macroeconomic conditions, such as deterioration in general economic conditions, limitations on accessing capital, or other developments in equity and credit markets;
- industry and market considerations and changes in healthcare regulations, including reimbursement and compliance requirements under the Medicare and Medicaid programs;
- cost factors, such as an increase in labor, supply, or other costs;
- overall financial performance, such as negative or declining cash flows or a decline in actual or forecasted revenue or earnings;

- other relevant company-specific events, such as material changes in management or key personnel or outstanding litigation;
- material events, such as a change in the composition or carrying amount of each reporting unit's net assets, including acquisitions and dispositions;
- consideration of the relationship of our market capitalization to our book value, as well as a sustained decrease in our share price; and
- length of time since most recent quantitative analysis.

In the fourth quarter of 2021, we performed our annual evaluation of goodwill and determined no adjustment to impair goodwill was necessary. If actual results are not consistent with our assumptions and estimates, we may be exposed to goodwill impairment charges. However, at this time, we continue to believe our inpatient rehabilitation and home health and hospice reporting units are not at risk for any impairment charges.

Income Taxes

We provide for income taxes using the asset and liability method. We also evaluate our tax positions and establish assets and liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. See Note 1, *Summary of Significant Accounting Policies*, "Income Taxes," and Note 16, *Income Taxes*, to the accompanying consolidated financial statements for a more complete discussion of income taxes and our policies related to income taxes.

The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. We are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time. As such, changes in our subjective assumptions and judgments can materially affect amounts recognized in our consolidated financial statements.

The ultimate recovery of certain of our deferred tax assets is dependent on the amount and timing of taxable income we will ultimately generate in the future, as well as other factors. A high degree of judgment is required to determine the extent a valuation allowance should be provided against deferred tax assets. On a quarterly basis, we assess the likelihood of realization of our deferred tax assets considering all available evidence, both positive and negative. Our operating performance in recent years, the scheduled reversal of temporary differences, our forecast of taxable income in future periods in each applicable tax jurisdiction, our ability to sustain a core level of earnings, and the availability of prudent tax planning strategies are important considerations in our assessment. Our forecast of future earnings includes assumptions about patient volumes, payor reimbursement, labor costs, hospital operating expenses, and interest expense. Based on the weight of available evidence, we determine if it is more likely than not our deferred tax assets will be realized in the future.

Our liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions which are periodically audited by tax authorities. In addition, our effective income tax rate is affected by changes in tax law, the tax jurisdictions in which we operate, and the results of income tax audits.

During the year ended December 31, 2021, we decreased our valuation allowance by \$(3.1) million. As of December 31, 2021, we had a remaining valuation allowance of \$43.1 million which primarily related to state net operating losses. At the state jurisdiction level, we determined it was necessary to maintain a valuation allowance due to uncertainties related to our ability to utilize a portion of the net operating losses before they expire. The amount of the valuation allowance has been determined for each tax jurisdiction based on the weight of all available evidence, as described above, including management's estimates of taxable income for each jurisdiction in which we operate over the periods in which the related deferred tax assets will be recoverable.

While management believes the assumptions included in its forecast of future earnings are reasonable and it is more likely than not the net deferred tax asset balance as of December 31, 2021 will be realized, no such assurances can be provided. If management's expectations for future operating results on a consolidated basis or at the state jurisdiction level vary from actual results due to changes in healthcare regulations, general economic conditions, or other factors, we may need to increase our valuation allowance, or reverse amounts recorded currently in the valuation allowance, for all or a portion of our deferred tax assets. Similarly, future adjustments to our valuation allowance may be necessary if the timing of future tax deductions is different than currently expected. Our income tax expense in future periods will be reduced or increased to the extent of offsetting decreases or increases, respectively, in our valuation allowance in the period when the change in circumstances occurs. These changes could have a significant impact on our future earnings.

Assessment of Loss Contingencies

We have legal and other contingencies that could result in significant losses upon the ultimate resolution of such contingencies. See Note 1, *Summary of Significant Accounting Policies*, “Litigation Reserves,” and Note 18, *Contingencies and Other Commitments*, to the accompanying consolidated financial statements for additional information.

We have provided for losses in situations where we have concluded it is probable a loss has been or will be incurred and the amount of loss is reasonably estimable. A significant amount of judgment is involved in determining whether a loss is probable and reasonably estimable due to the uncertainty involved in determining the likelihood of future events and estimating the financial statement impact of such events. If further developments or resolution of a contingent matter are not consistent with our assumptions and judgments, we may need to recognize a significant charge in a future period related to an existing contingent matter.

Business Combinations

We account for acquisitions of entities that qualify as business combinations under the acquisition method of accounting. Under the acquisition method of accounting, the total consideration is allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. The excess of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill.

In determining the fair value of assets acquired and liabilities assumed in a business combination, we primarily use the income and multi-period excess earnings approaches to estimate the value of our most significant acquired intangible assets. Both income approaches utilize projected operating results and cash flows and include significant assumptions such as base revenue, revenue growth rate, projected EBITDA margin, discount rates, rates of increase in operating expenses, and the future effective income tax rates. The valuations of our significant acquired businesses have been performed by a third-party valuation specialist under our management’s supervision. We believe that the estimated fair value assigned to the assets acquired and liabilities assumed is based on reasonable assumptions and estimates that marketplace participants would use. However, such assumptions are inherently uncertain and actual results could differ from those estimates. Future changes in our assumptions or the interrelationship of those assumptions may result in purchase price allocations that are different than those recorded in recent years.

Acquisition related costs are not considered part of the consideration paid and are expensed as operating expenses as incurred. Contingent consideration, if any, is measured at fair value initially on the acquisition date as well as subsequently at the end of each reporting period until the contingency is resolved and settlement occurs. Subsequent adjustments to contingent considerations are recorded in our consolidated statements of comprehensive income. We include the results of operations of the businesses acquired as of the beginning of the acquisition dates.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements, see Note 1, *Summary of Significant Accounting Policies*, to the accompanying consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Our primary exposure to market risk is to changes in interest rates on our variable rate long-term debt. We use a sensitivity analysis model to evaluate the impact of interest rate changes on our variable rate debt. As of December 31, 2021, our primary variable rate debt outstanding related to \$200 million in advances under our revolving credit facility and \$238.5 million outstanding under our term loan facilities. Assuming outstanding balances were to remain the same, a 1% increase in interest rates would result in an incremental negative cash flow of approximately \$4.0 million over the next 12 months, while a 1% decrease in interest rates, assuming a floor of zero in the variable rate index, would result in an incremental positive cash flow of approximately \$1.3 million over the next 12 months.

The fair value of our fixed rate debt is determined using inputs, including quoted prices in nonactive markets, that are observable either directly or indirectly, or *Level 2* inputs within the fair value hierarchy, and is summarized as follows (in millions):

Financial Instrument:	December 31, 2021		December 31, 2020	
	Book Value	Market Value	Book Value	Market Value
5.125% Senior Notes due 2023				
Carrying Value	\$ 99.6	\$ —	\$ 298.1	\$ —
Unamortized debt discount and fees	0.4	—	1.9	—
Principal amount	100.0	100.2	300.0	302.6
5.75% Senior Notes due 2025				
Carrying Value	347.0	—	346.3	—
Unamortized debt discount and fees	3.0	—	3.7	—
Principal amount	350.0	357.9	350.0	361.4
4.50% Senior Notes due 2028				
Carrying Value	786.8	—	785.0	—
Unamortized debt discount and fees	13.2	—	15.0	—
Principal amount	800.0	823.0	800.0	840.0
4.75% Senior Notes due 2030				
Carrying Value	784.7	—	783.2	—
Unamortized debt discount and fees	15.3	—	16.8	—
Principal amount	800.0	824.0	800.0	856.0
4.625% Senior Notes due 2031				
Carrying Value	393.7	—	393.2	—
Unamortized debt discount and fees	6.3	—	6.8	—
Principal amount	400.0	407.0	400.0	424.9

Foreign operations, and the related market risks associated with foreign currencies, are currently, and have been, insignificant to our financial position, results of operations, and cash flows. See also Note 10, *Long-term Debt*, to the accompanying consolidated financial statements.

Item 8. Financial Statements and Supplementary Data

Our consolidated financial statements and related notes are filed together with this report. See the index to financial statements on page F-1 for a list of financial statements filed with this report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, an evaluation was carried out by our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures. Based on our evaluation, our chief executive officer and chief financial officer concluded that, as of December 31, 2021, our disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on its financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, the COSO framework. Based on our evaluation, our chief executive officer and chief financial officer concluded that, as of December 31, 2021, our internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2021 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal controls over financial reporting that occurred during the quarter ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None applicable.

PART III

We expect to file a definitive proxy statement relating to our 2022 Annual Meeting of Stockholders (the “2022 Proxy Statement”) with the United States Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of our most recent fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only the information from the 2022 Proxy Statement that specifically addresses disclosure requirements of Items 10-14 below is incorporated by reference.

Item 10. Directors and Executive Officers of the Registrant

The information required by Item 10 is hereby incorporated by reference from our 2022 Proxy Statement under the captions “Items of Business Requiring Your Vote—Proposal 1—Election of Directors,” “Corporate Governance and Board Structure—Corporate Governance—Code of Ethics,” “—Board Structure and Committees—Audit Committee,” “—Board Composition and Director Nomination Process—Director Nominees Proposed by Stockholders,” and “Executive Officers.”

Item 11. Executive Compensation

The information required by Item 11 is hereby incorporated by reference from our 2022 Proxy Statement under the captions “Corporate Governance and Board Structure—Compensation of Directors,” “Compensation and Human Capital Committee Matters,” and “Executive Compensation.”

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 is hereby incorporated by reference from our 2022 Proxy Statement under the captions “Executive Compensation—Equity Compensation Plans” and “Security Ownership of Certain Beneficial Owners and Management.”

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by Item 13 is hereby incorporated by reference from our 2022 Proxy Statement under the captions “Corporate Governance and Board Structure—Director Independence” and “Certain Relationships and Related Transactions.”

Item 14. Principal Accountant Fees and Services

The information required by Item 14 is hereby incorporated by reference from our 2022 Proxy Statement under the caption “Items of Business Requiring Your Vote—Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm.”

PART IV

Item 15. Exhibits and Financial Statement Schedules

Financial Statements

See the accompanying index on page F-1 for a list of financial statements filed as part of this report.

Financial Statement Schedules

None.

Exhibits

See Exhibit Index immediately following page F-62 of this report.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENCOMPASS HEALTH CORPORATION

By: /s/ MARK J. TARR

Mark J. Tarr
President and Chief Executive Officer

Date: February 25, 2022

[Signatures continue on the following page]

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Patrick Darby his true and lawful attorney-in-fact and agent with full power of substitution and re-substitution, for him in his name, place and stead, in any and all capacities, to sign any and all amendments to this Report and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Capacity	Date
<u>/s/ MARK J. TARR</u> Mark J. Tarr	President and Chief Executive Officer and Director	February 25, 2022
<u>/s/ DOUGLAS E. COLTHARP</u> Douglas E. Coltharp	Executive Vice President and Chief Financial Officer	February 25, 2022
<u>/s/ ANDREW L. PRICE</u> Andrew L. Price	Chief Accounting Officer	February 25, 2022
<u>/s/ LEO I. HIGDON, JR.</u> Leo I. Higdon, Jr.	Chairman of the Board of Directors	February 25, 2022
<u>/s/ GREG D. CARMICHAEL</u> Greg D. Carmichael	Director	February 25, 2022
<u>/s/ JOHN W. CHIDSEY</u> John W. Chidsey	Director	February 25, 2022
<u>/s/ DONALD L. CORRELL</u> Donald L. Correll	Director	February 25, 2022
<u>/s/ YVONNE M. CURL</u> Yvonne M. Curl	Director	February 25, 2022
<u>/s/ CHARLES M. ELSON</u> Charles M. Elson	Director	February 25, 2022
<u>/s/ JOAN E. HERMAN</u> Joan E. Herman	Director	February 25, 2022
<u>/s/ LESLYE G. KATZ</u> Leslye G. Katz	Director	February 25, 2022
<u>/s/ PATRICIA A. MARYLAND</u> Patricia A. Maryland	Director	February 25, 2022
<u>/s/ CHRISTOPHER R. REIDY</u> Christopher R. Reidy	Director	February 25, 2022
<u>/s/ JOHN E. MAUPIN, JR.</u> John E. Maupin, Jr.	Director	February 25, 2022
<u>/s/ NANCY M. SCHLICHTING</u> Nancy M. Schlichting	Director	February 25, 2022
<u>/s/ L. EDWARD SHAW, JR.</u> L. Edward Shaw, Jr.	Director	February 25, 2022
<u>/s/ TERRANCE WILLIAMS</u> Terrance Williams	Director	February 25, 2022

Item 15. Financial Statements

Report of Independent Registered Public Accounting Firm (PCAOB ID 238)	F-2
Consolidated Statements of Comprehensive Income for each of the years in the three-year period ended December 31, 2021	F-5
Consolidated Balance Sheets as of December 31, 2021 and 2020	F-6
Consolidated Statements of Shareholders' Equity for each of the years in the three-year period ended December 31, 2021	F-7
Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2021	F-8
Notes to Consolidated Financial Statements	F-10

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Encompass Health Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Encompass Health Corporation and its subsidiaries (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Inpatient Rehabilitation Segment Patient Accounts Receivable - Contractual Allowances and Uncollectible Amounts

As described in Notes 1 and 5 to the consolidated financial statements, revenues for inpatient rehabilitation services are recognized (or measured) using the input method as therapy, nursing, and auxiliary services are provided based on management's estimate of the respective transaction price. Management's estimate of the transaction price includes estimates of price concessions for such items as contractual allowances, potential adjustments that may arise from payment and other reviews, and uncollectible amounts. Revenues recognized by the inpatient rehabilitation segment are subject to a number of elements which impact both the overall amount of revenue realized as well as the timing of the collection of the related patient accounts receivable. Factors considered by management in determining the estimated transaction price include the patient's total length of stay for in-house patients, each patient's discharge destination, the proportion of patients with secondary insurance coverage and the level of reimbursement under that secondary coverage, and the amount of charges that will be disallowed by payors. Management assumes these factors will remain consistent with the experience for patients discharged in similar time periods for the same payor classes. The Company's consolidated accounts receivable balance is \$763.8 million as of December 31, 2021. Management estimates the allowance for uncollectible amounts based on the aging of accounts receivable, historical collection experience for each type of payor, and other relevant factors. As disclosed by management, changes in general economic conditions (such as increased unemployment rates or periods of recession) are also considered.

The principal considerations for our determination that performing procedures relating to the valuation of inpatient rehabilitation segment patient accounts receivable – contractual allowances and uncollectible amounts is a critical audit matter are the significant judgment by management to estimate patient accounts receivable and the amount that will ultimately be collected under the terms of the third-party payor contracts, which in turn led to significant auditor judgment and effort to evaluate the audit evidence obtained related to the valuation of inpatient rehabilitation segment patient accounts receivable.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of inpatient rehabilitation patient accounts receivable related to contractual allowances and uncollectible amounts, which included controls over management's process, assumptions, and data used to estimate contractual allowances and uncollectible amounts and determine patient accounts receivable. These procedures also included, among others, i) evaluating management's process for developing the estimate for contractual allowances and uncollectible amounts, ii) testing the completeness and accuracy of underlying data used in the model, iii) evaluating the historical accuracy of management's process for developing the estimate of the amount which will ultimately be collected by comparing actual cash collections to the previously recorded patient accounts receivable, and iv) developing an independent expectation of the amount expected to be collected by management. Developing an independent expectation involved calculating the percentage of cash collections as compared to the recorded patient accounts receivable balance for prior years and comparing that percentage to management's collection expectation used to determine the current year estimate for contractual allowances and uncollectible amounts.

Valuation of Inpatient Rehabilitation Segment Patient Accounts Receivable - Denied Claims

As described in Note 1 to the consolidated financial statements, the Company's Medicare claims have been subject to review by Medicare Administrative Contractors ("MACs") under various programs such as "widespread probes" and the Targeted Probe and Educate initiative. The MACs reviews have resulted in denial of payment for claims billed under certain diagnosis codes. As of December 31, 2021, \$77.8 million of the Company's patient accounts receivable represented denials that were under review or audit. While the Company generally appeals most of the denials of claims by the MACs, the Medicare appeals adjudication process, which is administered by the Office of Medicare Hearings and Appeals ("OMHA"), has been subject to significant delay resulting in a backlog of claims awaiting hearing, the resolution of which may take several years. As disclosed in Note 1, the Company's historical experience and success in the adjudication of these appeals is a component of management's estimate of the transaction price.

The principal considerations for our determination that performing procedures relating to the valuation of inpatient rehabilitation patient accounts receivable – denied claims is a critical audit matter are the significant judgment by management to estimate the ultimate expected amount of collectible accounts receivable related to denied claims. This in turn led to a high degree of auditor judgment and effort to evaluate the audit evidence obtained related to the valuation of such denied claims.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of inpatient rehabilitation patient accounts receivable related to denied claims, which included controls around the identification of denied claims at period-end, as well as controls to assess the reasonableness of the success rate estimates. These procedures also included, among others, i) evaluating management's process for developing the estimate for collectible amounts related to denied claims, as well as the relevance and use of the historical billing and collection data as an input to the valuation analysis, ii) evaluating the reasonableness of management's analysis and success rate estimate for denied claims by comparing it to the Company's adjudicated denied claim results, iii) performing testing over a sample of denied revenue transactions by inspecting evidence that the claim was denied, and iv) performing testing over a sample of cash collections from the historical collection data used in management's estimation of collectability.

/s/ PricewaterhouseCoopers LLP
Birmingham, Alabama
February 25, 2022

We have served as the Company's auditor since 2003.

Encompass Health Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income

	For the Year Ended December 31,		
	2021	2020	2019
	(In Millions, Except Per Share Data)		
Net operating revenues	\$ 5,121.6	\$ 4,644.4	\$ 4,605.0
Operating expenses:			
Salaries and benefits	2,886.5	2,682.0	2,573.0
Other operating expenses	685.2	634.4	623.6
Occupancy costs	80.2	81.2	82.3
Supplies	209.3	200.5	167.9
General and administrative expenses	197.3	155.5	247.0
Depreciation and amortization	256.6	243.0	218.7
Government, class action, and related settlements	—	2.8	—
Total operating expenses	4,315.1	3,999.4	3,912.5
Loss on early extinguishment of debt	1.0	2.3	7.7
Interest expense and amortization of debt discounts and fees	164.6	184.2	159.7
Other income	(12.3)	(10.6)	(30.5)
Equity in net income of nonconsolidated affiliates	(4.0)	(3.5)	(6.7)
Income from continuing operations before income tax expense	657.2	472.6	562.3
Provision for income tax expense	139.6	103.8	115.9
Income from continuing operations	517.6	368.8	446.4
Loss from discontinued operations, net of tax	(0.4)	—	(0.6)
Net and comprehensive income	517.2	368.8	445.8
Less: Net and comprehensive income attributable to noncontrolling interests	(105.0)	(84.6)	(87.1)
Net and comprehensive income attributable to Encompass Health	\$ 412.2	\$ 284.2	\$ 358.7
Weighted average common shares outstanding:			
Basic	99.0	98.6	98.0
Diluted	100.2	99.8	99.4
Earnings per common share:			
Basic earnings per share attributable to Encompass Health common shareholders:			
Continuing operations	\$ 4.15	\$ 2.87	\$ 3.66
Discontinued operations	—	—	(0.01)
Net income	\$ 4.15	\$ 2.87	\$ 3.65
Diluted earnings per share attributable to Encompass Health common shareholders:			
Continuing operations	\$ 4.11	\$ 2.85	\$ 3.62
Discontinued operations	—	—	(0.01)
Net income	\$ 4.11	\$ 2.85	\$ 3.61
Amounts attributable to Encompass Health:			
Income from continuing operations	\$ 412.6	\$ 284.2	\$ 359.3
Loss from discontinued operations, net of tax	(0.4)	—	(0.6)
Net income attributable to Encompass Health	\$ 412.2	\$ 284.2	\$ 358.7

The accompanying notes to consolidated financial statements are an integral part of these statements.

Consolidated Balance Sheets

	As of December 31,	
	2021	2020
	(In Millions, Except Share Data)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 54.8	\$ 224.0
Restricted cash	65.1	65.4
Accounts receivable	680.3	572.8
Prepaid expenses and other current assets	121.2	86.4
Total current assets	921.4	948.6
Property and equipment, net	2,601.6	2,206.6
Operating lease right-of-use assets	242.0	245.7
Goodwill	2,427.9	2,318.7
Intangible assets, net	417.5	431.3
Other long-term assets	254.5	295.0
Total assets ⁽¹⁾	\$ 6,864.9	\$ 6,445.9
Liabilities and Shareholders' Equity		
Current liabilities:		
Current portion of long-term debt	\$ 42.8	\$ 38.3
Current operating lease liabilities	38.4	44.8
Accounts payable	137.6	115.0
Accrued payroll	265.8	253.8
Accrued interest payable	44.5	47.1
Other current liabilities	219.7	218.3
Total current liabilities	748.8	717.3
Long-term debt, net of current portion	3,243.9	3,250.6
Long-term operating lease liabilities	213.1	209.6
Self-insured risks	123.8	121.2
Deferred income tax liabilities	86.7	51.8
Other long-term liabilities	49.4	93.8
	4,465.7	4,444.3
Commitments and contingencies		
Redeemable noncontrolling interests	42.2	31.6
Shareholders' equity:		
Encompass Health shareholders' equity:		
Common stock, \$.01 par value; 200,000,000 shares authorized; issued: 114,211,057 in 2021; 113,835,708 in 2020	1.1	1.1
Capital in excess of par value	2,289.6	2,326.6
Accumulated income (deficit)	141.8	(242.3)
Treasury stock, at cost (14,719,662 shares in 2021 and 14,428,235 shares in 2020)	(521.2)	(497.4)
Total Encompass Health shareholders' equity	1,911.3	1,588.0
Noncontrolling interests	445.7	382.0
Total shareholders' equity	2,357.0	1,970.0
Total liabilities ⁽¹⁾ and shareholders' equity	\$ 6,864.9	\$ 6,445.9

⁽¹⁾ Our consolidated assets as of December 31, 2021 and December 31, 2020 include total assets of variable interest entities of \$226.2 million and \$221.2 million, respectively, which cannot be used by us to settle the obligations of other entities. Our consolidated liabilities as of December 31, 2021 and December 31, 2020 include total liabilities of the variable interest entities of \$38.2 million and \$46.8 million, respectively. See Note 3, *Variable Interest Entities*.

The accompanying notes to consolidated financial statements are an integral part of these statements.

Consolidated Statements of Shareholders' Equity

	Encompass Health Common Shareholders						
	Number of Common Shares Outstanding	Common Stock	Capital in Excess of Par Value	Accumulated (Deficit) Income	Treasury Stock	Noncontrolling Interests	Total
	(In Millions)						
December 31, 2018	98.9	\$ 1.1	\$ 2,588.7	\$ (885.2)	\$ (427.9)	\$ 280.3	\$ 1,557.0
Net income	—	—	—	358.7	—	74.5	433.2
Receipt of treasury stock	(0.3)	—	—	—	(16.6)	—	(16.6)
Dividends declared (\$1.10 per share)	—	—	(109.3)	—	—	—	(109.3)
Stock-based compensation	—	—	32.4	—	—	—	32.4
Stock options exercised	0.1	—	1.4	—	—	—	1.4
Distributions declared	—	—	—	—	—	(70.2)	(70.2)
Repurchases of common stock in open market	(0.8)	—	—	—	(45.9)	—	(45.9)
Capital contributions from consolidated affiliates	—	—	—	—	—	20.0	20.0
Fair value adjustments to redeemable noncontrolling interests	—	—	(147.6)	—	—	—	(147.6)
Consolidation of Yuma Rehabilitation Hospital	—	—	—	—	—	25.0	25.0
Other	0.7	—	4.3	—	(1.9)	11.3	13.7
December 31, 2019	98.6	1.1	2,369.9	(526.5)	(492.3)	340.9	1,693.1
Net income	—	—	—	284.2	—	77.2	361.4
Receipt of treasury stock	(0.2)	—	—	—	(15.7)	—	(15.7)
Dividends declared (\$1.12 per share)	—	—	(111.6)	—	—	—	(111.6)
Exchange of Holdings shares	0.6	—	27.1	—	19.2	—	46.3
Stock-based compensation	—	—	29.5	—	—	—	29.5
Stock options exercised	0.1	—	1.1	—	—	—	1.1
Distributions declared	—	—	—	—	—	(72.1)	(72.1)
Repurchases of common stock in open market	(0.1)	—	—	—	(6.1)	—	(6.1)
Capital contributions from consolidated affiliates	—	—	—	—	—	42.8	42.8
Fair value adjustments to redeemable noncontrolling interests	—	—	1.4	—	—	—	1.4
Other	0.4	—	9.2	—	(2.5)	(6.8)	(0.1)
December 31, 2020	99.4	1.1	2,326.6	(242.3)	(497.4)	382.0	1,970.0
Net income	—	—	—	412.2	—	96.0	508.2
Receipt of treasury stock	(0.2)	—	—	—	(16.4)	—	(16.4)
Dividends declared (\$1.12 per share)	—	—	(83.8)	(28.1)	—	—	(111.9)
Stock-based compensation	—	—	32.8	—	—	—	32.8
Distributions declared	—	—	—	—	—	(87.8)	(87.8)
Capital contributions from consolidated affiliates	—	—	—	—	—	72.5	72.5
Other	0.3	—	14.0	—	(7.4)	(17.0)	(10.4)
December 31, 2021	99.5	\$ 1.1	\$ 2,289.6	\$ 141.8	\$ (521.2)	\$ 445.7	\$ 2,357.0

The accompanying notes to consolidated financial statements are an integral part of these statements.

Consolidated Statements of Cash Flows

	For the Year Ended December 31,		
	2021	2020	2019
	(In Millions)		
Cash flows from operating activities:			
Net income	\$ 517.2	\$ 368.8	\$ 445.8
Loss from discontinued operations, net of tax	0.4	—	0.6
Adjustments to reconcile net income to net cash provided by operating activities—			
Provision for government, class action, and related settlements	—	2.8	—
Depreciation and amortization	256.6	243.0	218.7
Amortization of debt-related items	7.8	7.2	4.5
Loss on early extinguishment of debt	1.0	2.3	7.7
Equity in net income of nonconsolidated affiliates	(4.0)	(3.5)	(6.7)
Distributions from nonconsolidated affiliates	2.9	3.8	6.6
Stock-based compensation	32.8	29.5	114.4
Deferred tax expense	27.8	52.4	40.0
Gain on consolidation of Yuma Rehabilitation Hospital	—	—	(19.2)
Other, net	(8.2)	5.9	7.4
Changes in assets and liabilities, net of acquisitions —			
Accounts receivable	(64.3)	(38.1)	(22.9)
Prepaid expenses and other assets	(42.0)	0.1	(35.4)
Accounts payable	14.9	13.6	(6.1)
Accrued payroll	(38.1)	92.0	13.2
Other liabilities	11.5	(74.9)	(128.9)
Net cash used in operating activities of discontinued operations	(0.5)	(0.2)	(4.4)
Total adjustments	198.2	335.9	188.9
Net cash provided by operating activities	715.8	704.7	635.3
Cash flows from investing activities:			
Acquisition of businesses, net of cash acquired	(118.6)	(1.1)	(231.5)
Purchases of property and equipment	(528.9)	(396.0)	(372.4)
Additions to capitalized software costs	(15.8)	(8.7)	(13.0)
Purchases of intangible assets	(6.5)	(3.5)	(18.7)
Proceeds from sale of restricted investments	—	12.6	17.6
Purchases of restricted investments	(9.0)	(8.7)	(32.9)
Other, net	12.5	(2.1)	(6.5)
Net cash used in investing activities	(666.3)	(407.5)	(657.4)

(Continued)

Encompass Health Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Continued)

	For the Year Ended December 31,		
	2021	2020	2019
	(In Millions)		
Cash flows from financing activities:			
Proceeds from bond issuance	—	992.5	1,000.0
Principal payments on debt, including pre-payments	(214.5)	(718.3)	(519.5)
Borrowings on revolving credit facility	300.0	330.0	635.0
Payments on revolving credit facility	(100.0)	(375.0)	(620.0)
Principal payments under finance lease obligations	(51.8)	(22.5)	(19.5)
Debt amendment and issuance costs	—	(20.3)	(21.5)
Repurchases of common stock, including fees and expenses	—	(6.1)	(45.9)
Dividends paid on common stock	(112.4)	(111.9)	(108.7)
Purchase of equity interests in consolidated affiliates	—	(162.3)	(162.9)
Distributions paid to noncontrolling interests of consolidated affiliates	(102.9)	(72.2)	(79.8)
Taxes paid on behalf of employees for shares withheld	(16.4)	(15.7)	(16.6)
Contributions from noncontrolling interests of consolidated affiliates	57.2	34.9	15.9
Other, net	0.7	1.0	(8.3)
Net cash (used in) provided by financing activities	(240.1)	(145.9)	48.2
(Decrease) increase in cash, cash equivalents, and restricted cash	(190.6)	151.3	26.1
Cash, cash equivalents, and restricted cash at beginning of year	310.9	159.6	133.5
Cash, cash equivalents, and restricted cash at end of year	\$ 120.3	\$ 310.9	\$ 159.6
Reconciliation of Cash, Cash Equivalents, and Restricted Cash			
Cash and cash equivalents at beginning of period	\$ 224.0	\$ 94.8	\$ 69.2
Restricted cash at beginning of period	65.4	57.4	59.0
Restricted cash included in other long-term assets at beginning of period	21.5	7.4	5.3
Cash, cash equivalents, and restricted cash at beginning of period	<u>\$ 310.9</u>	<u>\$ 159.6</u>	<u>\$ 133.5</u>
Cash and cash equivalents at end of period	\$ 54.8	\$ 224.0	\$ 94.8
Restricted cash at end of period	65.1	65.4	57.4
Restricted cash included in other long-term assets at end of period	0.4	21.5	7.4
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 120.3</u>	<u>\$ 310.9</u>	<u>\$ 159.6</u>
Supplemental cash flow information:			
Cash (paid) received during the year for —			
Interest	\$ (168.4)	\$ (168.4)	\$ (155.7)
Income tax refunds	1.8	1.4	0.1
Income tax payments	(131.4)	(34.3)	(104.2)
Supplemental schedule of noncash financing activities:			
Adoption of ASC 842	\$ —	\$ —	\$ 349.4

The accompanying notes to consolidated financial statements are an integral part of these statements.

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies:*Organization and Description of Business—*

Encompass Health Corporation, incorporated in Delaware in 1984, including its subsidiaries, is a national leader in integrated healthcare services, offering both facility-based and home-based post-acute services in 42 states and Puerto Rico through our network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies. We manage our operations and disclose financial information using two reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. See Note 19, *Segment Reporting*.

On December 9, 2020, we announced a formal process to explore strategic alternatives for our home health and hospice business. As a result of this process, we expect to separate the home health and hospice business from Encompass Health into an independent public company through a spin-off distribution in the first half of 2022. On January 19, 2022, we announced the home health and hospice business would be rebranded and operate under the name Enhabit Home Health & Hospice. The rebranding of agency locations is expected to begin in mid-April 2022 and to be largely completed by the consummation of the spin off.

Basis of Presentation and Consolidation—

The accompanying consolidated financial statements of Encompass Health and its subsidiaries were prepared in accordance with generally accepted accounting principles in the United States of America and include the assets, liabilities, revenues, and expenses of all wholly-owned subsidiaries, majority-owned subsidiaries over which we exercise control, and, when applicable, entities in which we have a controlling financial interest.

We use the equity method to account for our investments in entities we do not control, but where we have the ability to exercise significant influence over operating and financial policies. Consolidated *Net income attributable to Encompass Health* includes our share of the net earnings of these entities. The difference between consolidation and the equity method impacts certain of our financial ratios because of the presentation of the detailed line items reported in the consolidated financial statements for consolidated entities compared to a one line presentation of equity method investments.

We use the measurement alternative to account for our investments in entities we do not control and for which we do not have the ability to exercise significant influence over operating and financial policies. In accordance with the measurement alternative, these investments are recorded at the lower of cost or fair value, as appropriate.

We eliminate all significant intercompany accounts and transactions from our financial results.

Variable Interest Entities—

Any entity considered a variable interest entity (“VIE”) is evaluated to determine which party is the primary beneficiary and thus should consolidate the VIE. This analysis is complex, involves uncertainties, and requires significant judgment on various matters. In order to determine if we are the primary beneficiary of a VIE, we must determine what activities most significantly impact the economic performance of the entity, whether we have the power to direct those activities, and if our obligation to absorb losses or receive benefits from the VIE could potentially be significant to the VIE.

Use of Estimates and Assumptions—

The preparation of our consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions are used for, but not limited to: (1) revenue reserves for contractual adjustments and uncollectible amounts; (2) fair value of acquired assets and assumed liabilities in business combinations; (3) asset impairments, including goodwill; (4) depreciable lives of assets; (5) useful lives of intangible assets; (6) economic lives and fair value of leased assets; (7) income tax valuation allowances; (8) uncertain tax positions; (9) fair value of stock options and restricted stock containing a market condition; (10) fair value of redeemable noncontrolling interests; (11) reserves for self-insured healthcare plans; (12) reserves for professional, workers’ compensation, and comprehensive general insurance liability risks;

Notes to Consolidated Financial Statements

and (13) contingency and litigation reserves. Future events and their effects cannot be predicted with certainty; accordingly, our accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of our consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained, and as our operating environment changes. We evaluate and update our assumptions and estimates on an ongoing basis and may employ outside experts to assist in our evaluation, as considered necessary. Actual results could differ from those estimates.

Risks and Uncertainties—

As a healthcare provider, we are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These laws and regulations relate to, among other things:

- licensure, certification, and accreditation;
- policies, either at the national or local level, delineating what conditions must be met to qualify for reimbursement under Medicare (also referred to as coverage requirements);
- coding and billing for services;
- requirements of the 60% compliance threshold under The Medicare, Medicaid and State Children's Health Insurance Program (SCHIP) Extension Act of 2007;
- relationships with physicians and other referral sources, including physician self-referral and anti-kickback laws;
- quality of medical care;
- use and maintenance of medical supplies and equipment;
- maintenance and security of patient information and medical records;
- acquisition and dispensing of pharmaceuticals and controlled substances; and
- disposal of medical and hazardous waste.

In the future, changes in these laws or regulations or the manner in which they are enforced could subject our current or past practices to allegations of impropriety or illegality or could require us to make changes in our hospitals, equipment, personnel, services, capital expenditure programs, operating procedures, contractual arrangements, and patient admittance practices, as well as the way in which we deliver home health and hospice services.

If we fail to comply with applicable laws and regulations, we could be required to return portions of reimbursements deemed after the fact to have not been appropriate. We could also be subjected to liabilities, including (1) criminal penalties, (2) civil penalties, including monetary penalties and the loss of our licenses to operate one or more of our hospitals or agencies, and (3) exclusion or suspension of one or more of our hospitals from participation in the Medicare, Medicaid, and other federal and state healthcare programs which, if lengthy in duration and material to us, could potentially trigger a default under our credit agreement. Because Medicare comprises a significant portion of our *Net operating revenues*, failure to comply with the laws and regulations governing the Medicare program and related matters, including anti-kickback and anti-fraud requirements, could materially and adversely affect us. Specifically, reductions in reimbursements, substantial damages, and other remedies assessed against us could have a material adverse effect on our business, financial position, results of operation, and cash flows. Even the assertion of a violation, depending on its nature, could have a material adverse effect upon our stock price or reputation.

Historically, the United States Congress and some state legislatures have periodically proposed significant changes in regulations governing the healthcare system. Many of these changes have resulted in limitations on the increases in and, in some cases, significant roll-backs or reductions in the levels of payments to healthcare providers for services under many government reimbursement programs. There can be no assurance that future governmental initiatives will not result in pricing roll-backs or freezes or reimbursement reductions. Because we receive a significant percentage of our revenues from Medicare, such changes in legislation might have a material adverse effect on our financial position, results of operations, and cash flows.

Notes to Consolidated Financial Statements

In addition, there are increasing pressures from many third-party payors to control healthcare costs and to reduce or limit increases in reimbursement rates for medical services. Our relationships with managed care and nongovernmental third-party payors are generally governed by negotiated agreements. These agreements set forth the amounts we are entitled to receive for our services. We could be adversely affected in some of the markets where we operate if we are unable to negotiate and maintain favorable agreements with third-party payors.

Our third-party payors may also, from time to time, request audits of the amounts paid, or to be paid, to us. We could be adversely affected in some of the markets where we operate if the auditing payor alleges substantial overpayments were made to us due to coding errors or lack of documentation to support medical necessity determinations.

As discussed in Note 18, *Contingencies and Other Commitments*, we are a party to a number of lawsuits. We cannot predict the outcome of litigation filed against us. Substantial damages or other monetary remedies assessed against us could have a material adverse effect on our business, financial position, results of operations, and cash flows.

COVID-19 Pandemic

The rapid onset of the COVID-19 Pandemic (the “pandemic”) has caused a disruption to our nation’s healthcare system. Such disruption includes reductions in the availability of personal protective equipment (“PPE”) to prevent spread of the disease during patient treatment and increases in the cost of PPE. From time to time in specific markets, elective procedures were postponed by physicians and acute-care hospitals and limited by governmental order to preserve capacity for the expected volume of COVID-19 patients and reduce the risk of the spread of COVID-19. Initially, these postponements and limitations were widespread. Now, they are more market or state specific and driven by the extent of the pandemic in those areas. For various quarterly periods during the pandemic, we experienced decreased patient volumes in one or more of our business lines when compared to the prior year periods. We believe reduced patient volumes resulted from a number of conditions related to the pandemic including: lower acute-care hospital censuses due to the deferral of elective surgeries and shelter-in-place orders, restrictive visitation policies in place at acute-care hospitals that severely limit access to patients and caregivers by our clinical rehabilitation liaisons and care transition coordinators, policies in assisted living facilities that limit our staff from visiting patients, and heightened anxiety among patients and their family members regarding the risk of exposure to COVID-19 during acute-care and post-acute care treatment. In the home health and hospice segment, we also experienced decreases in visits per episode and institutional referrals because of the pandemic, both of which negatively impacted pricing for home health.

In response to the public health emergency associated with the pandemic, Congress and Centers for Medicare and Medicaid Services (“CMS”) adopted several statutory and regulatory measures intended to provide relief to healthcare providers in order to ensure patients would continue to have adequate access to care. On March 27, 2020, former President Trump signed into law the Coronavirus Aid, Relief, and Economic Security Act of 2020 (the “CARES Act”), which temporarily suspended sequestration for the period of May 1 through December 31, 2020. The CARES Act also authorized the cash distribution of relief funds from the United States Department of Health and Human Services (“HHS”) to healthcare providers. We did not accept any CARES Act relief funds. The Consolidated Appropriations Act, 2021 (the “2021 Budget Act”), signed into law on December 27, 2020 provided for additional provider relief funds. We intend to refuse any additional provider relief funds distributed in the future whether authorized under the 2021 Budget Act or other legislation. The sequestration suspension has been extended a number of times. Sequestration is currently scheduled to resume as of April 1, 2022 but will only be a 1% payment reduction through June 30, 2022. Thereafter, the full 2% Medicare payment reduction will resume. Federal legislation, including the CARES Act and the 2021 Budget Act, and CMS regulatory actions include a number of other provisions, which are discussed below, affecting our reimbursement and operations in both segments.

Additionally, the CARES Act, 2021 Budget Act, and a series of waivers and guidance issued by CMS suspend various Medicare patient coverage criteria and documentation and care requirements in an effort to provide regulatory relief until the public health emergency for the pandemic has ended. For inpatient rehabilitation, the regulatory relief includes the temporary suspension of the requirement that patients must be able to tolerate a minimum of three hours of therapy per day for five days per week and waiver of certain of the requirements, including the exclusion of COVID-19 admissions from the compliance calculation under the 60% Rule. In addition, the requirement of physician face-to-face visits at least three days a week may be fulfilled using telehealth. For home health, the relief includes the allowance of nurse practitioners and physician assistants under certain conditions to certify, establish and periodically review the plan of care, as well as supervise the provision of items and services for beneficiaries under the Medicare home health benefit and expands the use of telehealth. Additionally, CMS expanded the definition of “homebound” to include patients needing skilled services who are homebound due solely to their COVID-19 diagnosis or patients susceptible to contract COVID-19. For hospice, the relief includes the temporary waiver of the

Notes to Consolidated Financial Statements

requirement to use volunteers and to conduct a nurse visit every two weeks to evaluate aides, as well as the expanded use of telehealth for routine services and patient recertification.

As discussed in Note 10, *Long-term Debt*, in April 2020, we amended our credit agreement primarily to provide covenant relief due to business disruptions from the pandemic. The amendment included, among other things, the carve-out of the pandemic from the definition of material adverse effect for 364 days and modifications to the interest coverage and leverage ratios under the agreement.

The foregoing and other disruptions to our business as a result of the pandemic have had and are likely to continue to have an adverse effect on our business and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Net Operating Revenues—

Our *Net operating revenues* disaggregated by payor source and segment are as follows (in millions):

	Inpatient Rehabilitation			Home Health and Hospice			Consolidated		
	Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Medicare	\$2,589.7	\$2,375.5	\$2,537.3	\$ 906.5	\$ 896.0	\$ 920.0	\$3,496.2	\$3,271.5	\$3,457.3
Medicare Advantage	609.6	544.9	375.5	117.4	116.2	111.9	727.0	661.1	487.4
Managed care	484.5	371.4	342.7	65.4	47.8	39.1	549.9	419.2	381.8
Medicaid	163.1	140.1	110.3	15.5	15.6	18.4	178.6	155.7	128.7
Other third-party payors	46.0	43.0	43.4	—	—	—	46.0	43.0	43.4
Workers' compensation	23.1	21.5	29.2	0.3	1.0	1.0	23.4	22.5	30.2
Patients	19.3	19.2	23.3	0.8	0.9	0.6	20.1	20.1	23.9
Other income	79.7	50.6	51.3	0.7	0.7	1.0	80.4	51.3	52.3
Total	\$4,015.0	\$3,566.2	\$3,513.0	\$1,106.6	\$1,078.2	\$1,092.0	\$5,121.6	\$4,644.4	\$4,605.0

We record *Net operating revenues* on an accrual basis using our best estimate of the transaction price for the type of service provided to the patient. Our estimate of the transaction price includes estimates of price concessions for such items as contractual allowances, potential adjustments that may arise from payment and other reviews, and uncollectible amounts. Our accounting systems calculate contractual allowances on a patient-by-patient basis based on the rates in effect for each primary third-party payor. Adjustments related to payment reviews by third-party payors or their agents are based on our historical experience and success rates in the claims adjudication process. Estimates for uncollectible amounts are based on the aging of our accounts receivable, our historical collection experience for each type of payor, and other relevant factors.

Management continually reviews the revenue transaction price estimation process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms that result from contract renegotiations and renewals. Due to complexities involved in determining amounts ultimately due under reimbursement arrangements with third-party payors, which are often subject to interpretation, we may receive reimbursement for healthcare services authorized and provided that is different from our estimates, and such differences could be material. In addition, laws and regulations governing the Medicare and Medicaid programs are complex, subject to interpretation, and are routinely modified for provider reimbursement. All healthcare providers participating in the Medicare and Medicaid programs are required to meet certain financial reporting requirements. Federal regulations require submission of annual cost reports covering medical costs and expenses associated with the services provided under each hospital, home health, and hospice provider number to program beneficiaries. Annual cost reports required under the Medicare and Medicaid programs are subject to routine audits, which may result in adjustments to the amounts ultimately determined to be due to Encompass Health under these reimbursement programs. These audits often require several years to reach the final determination of amounts earned under the programs. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material.

Notes to Consolidated Financial Statements

CMS has been granted authority to suspend payments, in whole or in part, to Medicare providers if CMS possesses reliable information an overpayment, fraud, or willful misrepresentation exists. If CMS suspects payments are being made as the result of fraud or misrepresentation, CMS may suspend payment at any time without providing prior notice to us. The initial suspension period is limited to 180 days. However, the payment suspension period can be extended almost indefinitely if the matter is under investigation by the United States Department of Health and Human Services Office of Inspector General (the “HHS-OIG”) or the United States Department of Justice (the “DOJ”). Therefore, we are unable to predict if or when we may be subject to a suspension of payments by the Medicare and/or Medicaid programs, the possible length of the suspension period, or the potential cash flow impact of a payment suspension. Any such suspension would adversely impact our financial position, results of operations, and cash flows.

Pursuant to legislative directives and authorizations from Congress, CMS has developed and instituted various Medicare audit programs under which CMS contracts with private companies to conduct claims and medical record audits. As a matter of course, we undertake significant efforts through training and education to ensure compliance with Medicare requirements. However, audits may lead to assertions we have been underpaid or overpaid by Medicare or submitted improper claims in some instances, require us to incur additional costs to respond to requests for records and defend the validity of payments and claims, and ultimately require us to refund any amounts determined to have been overpaid. In some circumstances auditors assert the authority to extrapolate denial rationales to large pools of claims not actually audited, which could increase the impact of the audit. We cannot predict when or how these audit programs will affect us.

Medicare Administrative Contractors (“MACs”), under programs known as “widespread probes,” have conducted pre-payment claim reviews of our Medicare billings and in some cases denied payment for certain diagnosis codes. We dispute, or “appeal,” most of these denials. As discussed above, our historical experience and success in the adjudication of these appeals is a component of our estimate of transaction price. The Medicare appeals adjudication process is administered by the Office of Medicare Hearings and Appeals (“OMHA”) and has been subject to significant delay resulting in a backlog of claims awaiting adjudication. Beginning in March 2020, OMHA increased the frequency of hearings and the number of claims set at each hearing, which we believe adds to the substantive and procedural deficiencies in the appeals process. If current OMHA practices continue, an increased number of unfavorable administrative law judge (“ALJ”) decisions could have a negative effect on our long-term ALJ success rate. The current OMHA practice has resulted in a reduction in our success in the adjudication of these appeals, but have increased the pace of recovery of these claims.

In August 2017, CMS announced the Targeted Probe and Educate (“TPE”) initiative. Under the TPE initiative, MACs use data analysis to identify healthcare providers with high claim error rates and items and services that have high national error rates. Once a MAC selects a provider for claims review, the initial volume of claims review is limited to 20 to 40 claims. The TPE initiative includes up to three rounds of claims review if necessary with corresponding provider education and a subsequent period to allow for improvement. If results do not improve sufficiently after three rounds, the MAC may refer the provider to CMS for further action, which may include extrapolation of error rates to a broader universe of claims or referral to a UPIC or RAC (defined below). We cannot predict the impact of the TPE initiative on our ability to collect claims on a timely basis.

In connection with CMS approved and announced Recovery Audit Contractors (“RACs”) audits related to inpatient rehabilitation facilities (“IRFs”), we received requests from 2013 to 2021 to review certain patient files for discharges occurring from 2010 to 2021. These RAC audits are focused on identifying Medicare claims that may contain improper payments. RAC contractors must have CMS approval before conducting these focused reviews which cover issues ranging from billing documentation to medical necessity. Medical necessity is an assessment by an independent physician of a patient’s ability to tolerate and benefit from intensive multi-disciplinary therapy provided in an IRF setting.

CMS has also established Unified Program Integrity Contractors (“UPICs”), previously known as Zone Program Integrity Contractors. These contractors perform fraud, waste, and abuse detection, deterrence and prevention activities for Medicare and Medicaid claims. Like the RACs, the UPICs conduct audits and have the ability to refer matters to the HHS-OIG or the DOJ. Unlike RACs, however, UPICs do not receive a specific financial incentive based on the amount of the error as a result of UPIC audits. We have, from time to time, received UPIC record requests which have resulted in claim denials on paid claims. We have appealed substantially all UPIC denials arising from these audits using the same process we follow for appealing other denials by contractors.

Notes to Consolidated Financial Statements

To date, the Medicare claims that are subject to these post-payment audit requests represent less than 1% of our Medicare patient discharges from 2010 to 2021. Because we have confidence in the medical judgment of both the referring and admitting physicians who assess the treatment needs of their patients, we have appealed substantially all claim denials arising from these audits using the same process we follow for appealing denials by MACs. Due to the delays announced by CMS in the related adjudication process discussed above, we believe the resolution of any claims that are subsequently denied as a result of these claim audits could take several years. In addition, because we have limited experience with UPICs and RACs in the context of claims reviews of this nature, we cannot provide assurance as to the timing or outcomes of these disputes. As such, we make estimates for these claims based on our historical experience and success rates in the claims adjudication process, which is the same process we follow for denials by MACs. During 2021, 2020, and 2019, our adjustment to *Net operating revenues* for claims that are part of this post-payment claims review process was not material.

Our performance obligations relate to contracts with a duration of less than one year. Therefore, we elected to apply the optional exemption to not disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. These unsatisfied or partially unsatisfied performance obligations primarily relate to services provided at the end of the reporting period.

We are subject to changes in government legislation that could impact Medicare payment levels and changes in payor patterns that may impact the level and timing of payments for services rendered.

Inpatient Rehabilitation Revenues

Inpatient rehabilitation segment revenues are recognized over time as the services are provided to the patient. The performance obligation is the rendering of services to the patient during the term of their inpatient stay. Revenues are recognized (or measured) using the input method as therapy, nursing, and auxiliary services are provided based on our estimate of the respective transaction price. Revenues recognized by our inpatient rehabilitation segment are subject to a number of elements which impact both the overall amount of revenue realized as well as the timing of the collection of the related accounts receivable. Factors considered in determining the estimated transaction price include the patient's total length of stay for in-house patients, each patient's discharge destination, the proportion of patients with secondary insurance coverage and the level of reimbursement under that secondary coverage, and the amount of charges that will be disallowed by payors. Such additional factors are assumed to remain consistent with the experience for patients discharged in similar time periods for the same payor classes.

Home Health and Hospice Revenues***Home Health***

Under the Medicare home health prospective payment system, we are paid by Medicare based on episodes of care. The performance obligation is the rendering of services to the patient during the term of the episode of care. An episode of care is defined as a length of stay up to 60 days, with multiple continuous episodes allowed. A base episode payment is established by the Medicare program through federal regulation. The base episode payment can be adjusted based on each patient's health including clinical condition, functional abilities, and service needs, as well as for the applicable geographic wage index, low utilization, patient transfers, and other factors. The services covered by the episode payment include all disciplines of care in addition to medical supplies.

We bill a portion of reimbursement from each Medicare episode near the start of each episode, and the resulting cash payment is typically received before all services are rendered. Effective January 1, 2021, this early payment process has been eliminated. As we provide home health services to our patients on a scheduled basis over the episode of care in a manner that approximates a pro rata pattern, revenue for the episode of care is recorded over an average length of treatment period using a calendar day prorating method. The amount of revenue recognized for episodes of care which are incomplete at period end is based on the pro rata number of days in the episode which have been completed as of the period end date. As of December 31, 2021 and December 31, 2020, the difference between the cash received from Medicare for a request for anticipated payment on episodes in progress and the associated estimated revenue was not material and was recorded in *Other current liabilities* in our consolidated balance sheets.

Notes to Consolidated Financial Statements

We are subject to certain Medicare regulations affecting outlier revenue if our patient's care was unusually costly. Regulations require a cap on all outlier revenue at 10% of total Medicare revenue received by each provider during a cost reporting year. Management has reviewed the potential cap. Adjustments to the transaction price for the outlier cap were not material as of December 31, 2021 and December 31, 2020.

For episodic-based rates that are paid by other insurance carriers, including Medicare Advantage, we recognize revenue in a similar manner as discussed above for Medicare revenues. However, these rates can vary based upon the negotiated terms. For non-episodic-based revenue, revenue is recorded on an accrual basis based upon the date of service at amounts equal to our estimated per-visit transaction price. Price concessions, including contractual allowances for the differences between our standard rates and the applicable contracted rates, as well as estimated uncollectible amounts from patients, are recorded as decreases to the transaction price.

Hospice

Medicare revenues for hospice are recognized and recorded on an accrual basis using the input method based on the number of days a patient has been on service at amounts equal to an estimated daily or hourly payment rate. The performance obligation is the rendering of services to the patient during each day that they are on hospice care. The payment rate is dependent on whether a patient is receiving routine home care, general inpatient care, continuous home care or respite care. Adjustments to Medicare revenues are recorded based on an inability to obtain appropriate billing documentation or authorizations acceptable to the payor or other reasons unrelated to credit risk. Hospice companies are subject to two specific payment limit caps under the Medicare program. One limit relates to inpatient care days that exceed 20% of the total days of hospice care provided for the year. The second limit relates to an aggregate Medicare reimbursement cap calculated by the MAC. Adjustments to the transaction price for these caps were not material as of December 31, 2021 and December 31, 2020.

For non-Medicare hospice revenues, we record gross revenue on an accrual basis based upon the date of service at amounts equal to our estimated per day transaction price. Price concessions, including contractual adjustments for the difference between our standard rates and the amounts estimated to be realizable from patients and third parties for services provided, are recorded as decreases to the transaction price and thus reduce our *Net operating revenues*.

Cash and Cash Equivalents—

Cash and cash equivalents include highly liquid investments with maturities of three months or less when purchased. Carrying values of *Cash and cash equivalents* approximate fair value due to the short-term nature of these instruments.

We maintain amounts on deposit with various financial institutions, which may, at times, exceed federally insured limits. However, management periodically evaluates the credit-worthiness of those institutions, and we have not experienced any losses on such deposits.

Marketable Securities—

We record all equity securities with readily determinable fair values and for which we do not exercise significant influence at fair value and record the change in fair value for the reporting period in our consolidated statements of comprehensive income.

We record debt securities with readily determinable fair values and for which we do not exercise significant influence as available-for-sale securities. We carry the available-for-sale securities at fair value and report unrealized holding gains or losses, net of income taxes, in *Accumulated other comprehensive loss*, which is a separate component of shareholders' equity. We recognize realized gains and losses in our consolidated statements of comprehensive income using the specific identification method. Unrealized losses are charged against earnings when a decline in fair value was determined to be other than temporary. Management reviews several factors to determine whether a loss is other than temporary, such as the length of time a security is in an unrealized loss position, the extent to which fair value is less than cost, the financial condition and near term prospects of the issuer, industry, or geographic area and our ability and intent to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

Notes to Consolidated Financial Statements

Accounts Receivable—

We report accounts receivable from services rendered at their estimated transaction price which takes into account price concessions from federal and state agencies (under the Medicare and Medicaid programs), managed care health plans, commercial insurance companies, workers' compensation programs, employers, and patients. Our accounts receivable are concentrated by type of payor. The concentration of patient service accounts receivable by payor class, as a percentage of total patient service accounts receivable, is as follows:

	As of December 31,	
	2021	2020
Medicare	63.6 %	66.5 %
Managed care and other discount plans, including Medicare Advantage	27.4 %	25.0 %
Medicaid	3.7 %	3.7 %
Other third-party payors	2.6 %	2.7 %
Workers' compensation	1.5 %	1.2 %
Patients	1.2 %	0.9 %
Total	100.0 %	100.0 %

While revenues and accounts receivable from the Medicare program are significant to our operations, we do not believe there are significant credit risks associated with this government agency. We do not believe there are any other significant concentrations of revenues from any particular payor that would subject us to any significant credit risks in the collection of our accounts receivable.

Accounts requiring collection efforts are reviewed via system-generated work queues that automatically stage (based on age and size of outstanding balance) accounts requiring collection efforts for patient account representatives. Collection efforts include contacting the applicable party (both in writing and by telephone), providing information (both financial and clinical) to allow for payment or to overturn payor decisions to deny payment, and arranging payment plans with self-pay patients, among other techniques. When we determine all in-house efforts have been exhausted or it is a more prudent use of resources, accounts may be turned over to a collection agency.

The collection of outstanding receivables from Medicare, managed care payors, other third-party payors, and patients is our primary source of cash and is critical to our operating performance. While it is our policy to verify insurance prior to a patient being admitted, there are various exceptions that can occur. Such exceptions include instances where we are (1) unable to obtain verification because the patient's insurance company was unable to be reached or contacted, (2) a determination is made that a patient may be eligible for benefits under various government programs, such as Medicaid, and it takes several days, weeks, or months before qualification for such benefits is confirmed or denied, and (3) the patient is transferred to our hospital from an acute care hospital without having access to a credit card, cash, or check to pay the applicable patient responsibility amounts (i.e., deductibles and co-payments).

Our primary collection risks relate to patient responsibility amounts and claims reviews conducted by MACs or other contractors. Patient responsibility amounts include accounts for which the patient was the primary payor or the primary insurance carrier has paid the amounts covered by the applicable agreement, but patient co-payment amounts remain outstanding. Changes in the economy, such as increased unemployment rates or periods of recession, can further exacerbate our ability to collect patient responsibility amounts.

If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material. Changes in general economic conditions, business office operations, payor mix, or trends in federal or state governmental and private employer healthcare coverage could affect our collection of accounts receivable, financial position, results of operations, and cash flows.

Notes to Consolidated Financial Statements

Property and Equipment—

We report land, buildings, improvements, vehicles, and equipment at cost, net of accumulated depreciation and amortization and any asset impairments. We depreciate our assets using the straight-line method over the shorter of the estimated useful life of the assets or life of the underlying leases. Useful lives are generally as follows:

	Years
Buildings	10 to 30
Leasehold improvements	2 to 15
Vehicles	5
Furniture, fixtures, and equipment	2 to 10

Maintenance and repairs of property and equipment are expensed as incurred. We capitalize replacements and betterments that increase the estimated useful life of an asset. We capitalize pre-acquisition costs when they are directly identifiable with a specific property, the costs would be capitalizable if the property were already acquired, and acquisition of the property is probable. We capitalize interest expense on major construction and development projects while in progress.

We retain fully depreciated assets in property and accumulated depreciation accounts until we remove them from service. In the case of sale, retirement, or disposal, the asset cost and related accumulated depreciation balances are removed from the respective accounts, and the resulting net amount, less any proceeds, is included as a component of income from continuing operations in the consolidated statements of comprehensive income. However, if the sale, retirement, or disposal involves a discontinued operation, the resulting net amount, less any proceeds, is included in the results of discontinued operations.

Leases—

We determine if an arrangement is a lease or contains a lease at inception and perform an analysis to determine whether the lease is an operating lease or a finance lease. We measure right-of-use assets and lease liabilities at the lease commencement date based on the present value of the remaining lease payments. As most of our leases do not provide a readily determinable implicit rate, we estimate an incremental borrowing rate based on the credit quality of the Company and by comparing interest rates available in the market for similar borrowings, and adjusting this amount based on the impact of collateral over the term of each lease. We use this rate to discount the remaining lease payments in measuring the right-of-use asset and lease liability. We use the implicit rate when readily determinable. We recognize lease expense for operating leases on a straight-line basis over the lease term. For our finance leases, we recognize amortization expense from the amortization of the right-of-use asset and interest expense on the related lease liability. Certain of our lease agreements contain annual escalation clauses based on changes in the Consumer Price Index. The changes to the Consumer Price Index, as compared to our initial estimate at the lease commencement date, are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred. We do not account for lease and non-lease components separately for purposes of establishing right-of-use assets and lease liabilities.

Leases with an initial term of twelve months or less are not recorded on the consolidated balance sheet. We recognize lease expense for these leases on a straight-line basis over the lease term.

Goodwill and Other Intangible Assets—

We are required to test our goodwill and indefinite-lived intangible asset for impairment at least annually, absent some triggering event that would accelerate an impairment assessment. Absent any impairment indicators, we perform this impairment testing as of October 1st of each year. We recognize an impairment charge for any amount by which the carrying amount of the asset exceeds its implied fair value. We present an impairment charge as a separate line item within income from continuing operations in the consolidated statements of comprehensive income, unless the impairment is associated with a discontinued operation. In that case, we include the impairment charge, on a net-of-tax basis, within the results of discontinued operations.

Notes to Consolidated Financial Statements

We assess qualitative factors in our inpatient rehabilitation and home health and hospice reporting units to determine whether it is necessary to perform the quantitative impairment test. If, based on this qualitative assessment, we were to believe we must perform the quantitative goodwill impairment test, we would determine the fair value of our reporting units using generally accepted valuation techniques including the income approach and the market approach. The income approach includes the use of each reporting unit's discounted projected operating results and cash flows. This approach includes many assumptions related to pricing and volume, operating expenses, capital expenditures, discount factors, tax rates, etc. Changes in economic and operating conditions impacting these assumptions could result in goodwill impairment in future periods. We reconcile the estimated fair value of our reporting units to our market capitalization. When we dispose of a hospital or home health or hospice agency, goodwill is allocated to the gain or loss on disposition using the relative fair value methodology.

We assess qualitative factors related to our indefinite-lived intangible asset to determine whether it is necessary to perform the quantitative impairment test. If, based on this qualitative assessment, we were to believe we must perform the quantitative goodwill impairment test, we would determine the fair value of our indefinite-lived intangible asset using generally accepted valuation techniques including the relief-from-royalty method. This method is a form of the income approach in which value is equated to a series of cash flows and discounted at a risk-adjusted rate. It is based on a hypothetical royalty, calculated as a percentage of forecasted revenue, that we would otherwise be willing to pay to use the asset, assuming it were not already owned. This approach includes assumptions related to pricing and volume, as well as a royalty rate a hypothetical third party would be willing to pay for use of the asset. When making our royalty rate assumption, we consider rates paid in arms-length licensing transactions for assets comparable to our asset.

We amortize the cost of intangible assets with finite useful lives over their respective estimated useful lives to their estimated residual value. As of December 31, 2021, none of our finite useful lived intangible assets has an estimated residual value. We also review these assets for impairment whenever events or changes in circumstances indicate we may not be able to recover the asset's carrying amount.

The range of estimated useful lives and the amortization basis for our intangible assets, excluding goodwill, are generally as follows:

	Estimated Useful Life and Amortization Basis
Certificates of need	10 to 30 years using straight-line basis
Licenses	10 to 20 years using straight-line basis
Noncompete agreements	1 to 18 years using straight-line basis
Trade names:	
Encompass	indefinite-lived asset
All other	1 to 20 years using straight-line basis
Internal-use software	3 to 7 years using straight-line basis
Market access assets	20 years using accelerated basis

We capitalize the costs of obtaining or developing internal-use software, including external direct costs of material and services and directly related payroll costs. Amortization begins when the internal-use software is ready for its intended use. Costs incurred during the preliminary project and post-implementation stages, as well as maintenance and training costs, are expensed as incurred.

Our market access assets are valued using discounted cash flows under the income approach. The value of the market access assets is attributable to our ability to gain access to and penetrate an acquired facility's historical market patient base. To determine this value, we first develop a debt-free net cash flow forecast under various patient volume scenarios. The debt-free net cash flow is then discounted back to present value using a discount factor, which includes an adjustment for company-specific risk. As noted in the above table, we amortize these assets over 20 years using an accelerated basis that reflects the pattern in which we believe the economic benefits of the market access will be consumed.

Notes to Consolidated Financial Statements

Impairment of Long-Lived Assets and Other Intangible Assets—

We assess the recoverability of long-lived assets (excluding goodwill and our indefinite-lived asset) and identifiable acquired intangible assets with finite useful lives, whenever events or changes in circumstances indicate we may not be able to recover the asset's carrying amount. We measure the recoverability of assets to be held and used by a comparison of the carrying amount of the asset to the expected net future cash flows to be generated by that asset, or, for identifiable intangibles with finite useful lives, by determining whether the amortization of the intangible asset balance over its remaining life can be recovered through undiscounted future cash flows. The amount of impairment of identifiable intangible assets with finite useful lives, if any, to be recognized is measured based on projected discounted future cash flows. We measure the amount of impairment of other long-lived assets (excluding goodwill) as the amount by which the carrying value of the asset exceeds the fair market value of the asset, which is generally determined based on projected discounted future cash flows or appraised values. We classify long-lived assets to be disposed of other than by sale as held and used until they are disposed. We report long-lived assets to be disposed of by sale as held for sale and recognize those assets in the balance sheet at the lower of carrying amount or fair value less cost to sell, and we cease depreciation.

Investments in and Advances to Nonconsolidated Affiliates—

Investments in entities we do not control but in which we have the ability to exercise significant influence over the operating and financial policies of the investee are accounted for under the equity method. Equity method investments are recorded at original cost and adjusted periodically to recognize our proportionate share of the investees' net income or losses after the date of investment, additional contributions made, dividends or distributions received, and impairment losses resulting from adjustments to net realizable value. We record equity method losses in excess of the carrying amount of an investment when we guarantee obligations or we are otherwise committed to provide further financial support to the affiliate.

We use the measurement alternative to account for equity investments for which the equity securities do not have readily determinable fair values and for which we do not have the ability to exercise significant influence. Under the measurement alternative, private equity investments are carried at cost and are adjusted only for other-than-temporary declines in fair value, additional investments, or distributions deemed to be a return of capital.

Management periodically assesses the recoverability of our equity method and measurement alternative investments and equity method goodwill for impairment. We consider all available information, including the recoverability of the investment, the earnings and near-term prospects of the affiliate, factors related to the industry, conditions of the affiliate, and our ability, if any, to influence the management of the affiliate. We assess fair value based on valuation methodologies, as appropriate, including discounted cash flows, estimates of sales proceeds, and external appraisals, as appropriate. If an investment or equity method goodwill is considered to be impaired and the decline in value is other than temporary, we record an appropriate write-down.

Financing Costs—

We amortize financing costs using the effective interest method over the expected life of the related debt. Excluding financing costs related to our revolving line of credit (which are included in *Other long-term assets*), financing costs are presented as a direct deduction from the face amount of the financings. The related expense is included in *Interest expense and amortization of debt discounts and fees* in our consolidated statements of comprehensive income.

We accrete discounts and amortize premiums using the effective interest method over the expected life of the related debt, and we report discounts or premiums as a direct deduction from, or addition to, the face amount of the financing. The related income or expense is included in *Interest expense and amortization of debt discounts and fees* in our consolidated statements of comprehensive income.

Fair Value Measurements—

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions market participants would use in pricing an asset or liability.

Notes to Consolidated Financial Statements

The basis for these assumptions establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- *Level 1* – Observable inputs such as quoted prices in active markets;
- *Level 2* – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- *Level 3* – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Assets and liabilities measured at fair value are based on one or more of three valuation techniques. The three valuation techniques are as follows:

- *Market approach* – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;
- *Cost approach* – Amount that would be required to replace the service capacity of an asset (i.e., replacement cost); and
- *Income approach* – Techniques to convert future cash flows to a single present amount based on market expectations (including present value techniques, option-pricing models, and lattice models).

Our financial instruments consist mainly of cash and cash equivalents, restricted cash, restricted marketable securities, accounts receivable, accounts payable, letters of credit, and long-term debt. The carrying amounts of cash and cash equivalents, restricted cash, accounts receivable, and accounts payable approximate fair value because of the short-term maturity of these instruments. The fair value of our letters of credit is deemed to be the amount of payment guaranteed on our behalf by third-party financial institutions. We determine the fair value of our long-term debt using quoted market prices, when available, or discounted cash flows based on various factors, including maturity schedules, call features, and current market rates.

On a recurring basis, we are required to report our restricted marketable securities at fair value. The fair values of our restricted marketable securities are determined based on quoted market prices in active markets or quoted prices, dealer quotations, or alternative pricing sources supported by observable inputs in markets that are not considered to be active.

In addition, there are assets and liabilities that are not required to be reported at fair value on a recurring basis. However, these assets may be recorded at fair value as a result of impairment charges or other adjustments made to the carrying value of the applicable assets. The fair value of our property and equipment is determined using discounted cash flows and significant unobservable inputs, unless there is an offer to purchase such assets, which could be the basis for determining fair value. The fair value of our intangible assets, excluding goodwill, is determined using discounted cash flows and significant unobservable inputs. The fair value of our investments in nonconsolidated affiliates is determined using quoted prices in private markets, discounted cash flows or earnings, or market multiples derived from a set of comparables. The fair value of our assets and liabilities of discontinued operations is determined using discounted cash flows and significant unobservable inputs unless there is an offer to purchase such assets and liabilities, which would be the basis for determining fair value. The fair value of our goodwill is determined using discounted projected operating results and cash flows, which involve significant unobservable inputs.

See also the “Redeemable Noncontrolling Interests” section of this note.

Noncontrolling Interests in Consolidated Affiliates—

The consolidated financial statements include all assets, liabilities, revenues, and expenses of less-than-100%-owned affiliates we control. Accordingly, we have recorded noncontrolling interests in the earnings and equity of such entities. We record adjustments to noncontrolling interests for the allocable portion of income or loss to which the noncontrolling interests holders are entitled based upon their portion of the subsidiaries they own. Distributions to holders of noncontrolling interests are adjusted to the respective noncontrolling interests holders’ balance.

Notes to Consolidated Financial Statements

Redeemable Noncontrolling Interests—

Certain of our joint venture agreements contain provisions that allow our partners to require us to purchase their interests in the joint venture at fair value at certain points in the future. Likewise, certain members of the home health and hospice management team held similar put rights regarding their interests in our home health and hospice business, as discussed in Note 12, *Redeemable Noncontrolling Interests*. Because these noncontrolling interests provide for redemption features that are not solely within our control, we classify them as *Redeemable noncontrolling interests* outside of permanent equity in our consolidated balance sheets. At the end of each reporting period, we compare the carrying value of the *Redeemable noncontrolling interests* to their estimated redemption value. If the estimated redemption value is greater than the current carrying value, the carrying value is adjusted to the estimated redemption value, with the adjustments recorded through equity in the line item *Capital in excess of par value*.

The fair value of the *Redeemable noncontrolling interests* related to certain members of the home health and hospice management team's put rights regarding their interests in our home health and hospice business was determined using the product of a 12-month specified performance measure and a specified median market price multiple based on a basket of public health companies and publicly disclosed home health acquisitions with a value of \$400 million or more. The fair value of our *Redeemable noncontrolling interests* in our joint venture entities is determined primarily using the income approach. The income approach includes the use of the joint venture entities' projected operating results and cash flows discounted using a rate that reflects market participant assumptions for the applicable joint venture entity, or *Level 3* inputs. The projected operating results use management's best estimates of economic and market conditions over the forecasted periods including assumptions for pricing and volume, operating expenses, and capital expenditures.

Share-Based Payments—

Encompass Health has shareholder-approved stock-based compensation plans that provide for the granting of stock-based compensation to certain employees and directors. All share-based payments to employees, excluding stock appreciation rights ("SARs"), are recognized in the financial statements based on their estimated grant-date fair value and amortized on a straight-line basis over the applicable requisite service period. Share-based payments to employees in the form of SARs are recognized in the financial statements based on their current fair value and expensed ratably over the applicable service period.

Litigation Reserves—

We accrue for loss contingencies associated with outstanding litigation for which management has determined it is probable a loss contingency exists and the amount of loss can be reasonably estimated. If the accrued amount associated with a loss contingency is greater than \$5.0 million, we also accrue estimated future legal fees associated with the loss contingency. This requires management to estimate the amount of legal fees that will be incurred in the defense of the litigation. These estimates are based on our expectations of the scope, length to complete, and complexity of the claims. In the future, additional adjustments may be recorded as the scope, length to complete, or complexity of outstanding litigation changes.

Advertising Costs—

We expense costs of print, radio, television, and other advertisements as incurred. Advertising expenses, primarily included in *Other operating expenses* within the accompanying consolidated statements of comprehensive income, were \$5.6 million, \$4.6 million, and \$6.1 million in each of the years ended December 31, 2021, 2020, and 2019, respectively.

Income Taxes—

We provide for income taxes using the asset and liability method. This approach recognizes the amount of income taxes payable or refundable for the current year, as well as deferred tax assets and liabilities for the future tax consequence of events recognized in the consolidated financial statements and income tax returns. Deferred income tax assets and liabilities are adjusted to recognize the effects of changes in tax laws or enacted tax rates.

A valuation allowance is required when it is more likely than not some portion of the deferred tax assets will not be realized. Realization is dependent on generating sufficient future taxable income in the applicable tax jurisdiction. On a quarterly basis, we assess the likelihood of realization of our deferred tax assets considering all available evidence, both positive and negative. Our most recent operating performance, the scheduled reversal of temporary differences, our forecast of

Notes to Consolidated Financial Statements

taxable income in future periods by jurisdiction, our ability to sustain a core level of earnings, and the availability of prudent tax planning strategies are important considerations in our assessment.

We evaluate our tax positions and establish assets and liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. We review these tax uncertainties in light of changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly. We have used the with-and-without method to determine when we will recognize excess tax benefits from stock-based compensation.

Encompass Health and its corporate subsidiaries file a consolidated federal income tax return. Some subsidiaries consolidated for financial reporting purposes are not part of the consolidated group for federal income tax purposes and file separate federal income tax returns. State income tax returns are filed on a separate, combined, or consolidated basis in accordance with relevant state laws and regulations. Partnerships, limited liability companies, and other pass-through entities we consolidate or account for using the equity method of accounting file separate federal and state income tax returns. We include the allocable portion of each pass-through entity's income or loss in our federal income tax return. We allocate the remaining income or loss of each pass-through entity to the other partners or members who are responsible for their portion of the taxes.

Assets and Liabilities in and Results of Discontinued Operations—

Effective January 1, 2015, in connection with a new standard issued by the FASB, we changed our criteria for determining which disposals are presented as discontinued operations. Historically, any component that had been disposed of or was classified as held for sale qualified for discontinued operations reporting unless there was significant continuing involvement with the disposed component or continuing cash flows. In contrast, we now report the disposal of the component, or group of components, as discontinued operations only when it represents a strategic shift that has, or will have, a major effect on our operations and financial results. As a result, the sale or disposal of a single Encompass Health facility or location no longer qualifies as a discontinued operation. This accounting change was made prospectively. No new components were recognized as discontinued operations since this guidance became effective.

In the period a component of an entity has been disposed of or classified as held for sale, we reclassify the results of operations for current and prior periods into a single caption titled *Loss from discontinued operations, net of tax*. In addition, we classify the assets and liabilities of those components as current and noncurrent assets and liabilities within *Prepaid expenses and other current assets*, *Other long-term assets*, *Other current liabilities*, and *Other long-term liabilities* in our consolidated balance sheets. We also classify cash flows related to discontinued operations as one line item within each category of cash flows in our consolidated statements of cash flows.

Earnings per Common Share—

The calculation of earnings per common share is based on the weighted-average number of our common shares outstanding during the applicable period. The calculation for diluted earnings per common share recognizes the effect of all potential dilutive common shares that were outstanding during the respective periods, unless their impact would be antidilutive. The calculation of earnings per common share also considers the effect of participating securities. Stock-based compensation awards that contain nonforfeitable rights to dividends and dividend equivalents, such as our restricted stock units, are considered participating securities and are included in the computation of earnings per common share pursuant to the two-class method. In applying the two-class method, earnings are allocated to both common stock shares and participating securities based on their respective weighted-average shares outstanding for the period.

Treasury Stock—

Shares of common stock repurchased by us are recorded at cost as treasury stock. When shares are reissued, we use an average cost method to determine cost. The difference between the cost of the shares and the re-issuance price is added to or deducted from *Capital in excess of par value*. We account for the retirement of treasury stock as a reduction of retained earnings.

Notes to Consolidated Financial Statements

Comprehensive Income—

Comprehensive income is comprised of *Net income* and changes in unrealized gains or losses on available-for-sale securities and is included in the consolidated statements of comprehensive income.

Recent Accounting Pronouncements—

In December 2019, the FASB issued ASU 2019-12, “Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes.” The standard removes certain exceptions to the general principles of ASC 740 and simplifies other areas such as accounting for outside basis differences of equity method investments. The new guidance was effective for us beginning January 1, 2021, including interim periods within that reporting period. The adoption of this guidance did not have a material impact to our consolidated financial statements.

We do not believe any other recently issued, but not yet effective, accounting standards will have a material effect on our consolidated financial position, results of operations, or cash flows.

2. Business Combinations:*2021 Acquisitions*Inpatient Rehabilitation

During 2021, we completed the following inpatient rehabilitation acquisitions, none of which were individually material to our financial position, results of operations, or cash flows. Each acquisition was made to enhance our position and ability to provide inpatient rehabilitation services to patients in the applicable geographic areas.

- In April 2021, we acquired 51% of the operations of a 14-bed inpatient rehabilitation unit in San Angelo, Texas when Shannon Medical contributed those operations to our existing joint venture entity.
- In June 2021, we acquired 75% of the operations of a 16-bed inpatient rehabilitation unit in McKees Rocks, Pennsylvania through our existing joint venture with Heritage Valley Health System, Inc. The acquisition was funded using cash on hand.
- In July 2021, we acquired 65% of the operations of a 22-bed inpatient rehabilitation unit in Odessa, Texas when ECHD Ventures contributed those operations to our existing joint venture entity.

We accounted for these transactions under the acquisition method of accounting and reported the results of operations of the acquired hospitals from its respective date of acquisition. Assets acquired were recorded at their estimated fair values as of the acquisition date. Estimated fair values were based on various valuation methodologies including: an income approach using primarily discounted cash flow techniques for the noncompete intangible assets and an income approach utilizing the relief from royalty method for the trade name intangible asset. The aforementioned income methods utilize management’s estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration conveyed over the fair value of the assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to gain access to and penetrate the acquired hospital’s historical patient base and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in this market. None of the goodwill recorded as a result from these transactions is deductible for federal income tax purposes.

Notes to Consolidated Financial Statements

The fair value of the assets acquired at the acquisition dates were as follows (in millions):

Identifiable intangible assets:	
Noncompete agreements (useful lives of 3 to 5 years)	\$ 1.0
Trade name (useful life of 20 years)	0.3
Goodwill	8.8
Other long-term assets	0.1
Total assets acquired	<u>\$ 10.2</u>

Information regarding the net cash paid for the acquisitions during 2021 is as follows (in millions):

Fair value of assets acquired	\$ 1.4
Goodwill	8.8
Fair value of noncontrolling interest owned by joint venture partner	(9.1)
Net cash paid for acquisitions	<u>\$ 1.1</u>

Home Health and Hospice*Frontier Acquisition*

On June 1, 2021, we completed the acquisition of the home health and hospice assets of Frontier Home Health and Hospice ("Frontier") in Alaska, Colorado, Montana, Washington, and Wyoming. The Frontier acquisition included the purchase of a 50% equity interest in the Heart of the Rockies Home Health joint venture and a 90% equity interest in the Hospice of Southwest Montana joint venture (inclusive of an additional 40% equity interest purchased for approximately \$4 million). We consolidate both of these joint ventures. On the acquisition date, nine home health and eleven hospice locations became part of our national network of home health and hospice locations. This acquisition was made to expand our existing presence in Colorado and Wyoming and extend our services to Alaska, Montana and Washington. We funded this transaction using cash on hand and borrowings under our revolving credit facility.

We accounted for this transaction under the acquisition method of accounting and reported the results of operations of Frontier from its date of acquisition. Assets acquired, liabilities assumed, and noncontrolling interests were recorded at their estimated fair values as of the acquisition date. Estimated fair values were based on various valuation methodologies including: replacement cost and continued use methods for property and equipment; an income approach using primarily discounted cash flow techniques for the noncompete and license intangible assets; an income approach utilizing the relief-from-royalty method for the trade name intangible asset; an income approach utilizing the excess earnings method for the certificates of need; and present value of remaining lease payments for leases. The aforementioned income methods utilize management's estimates of future operating results and cash flows discounted using a weighted average cost of capital that reflects market participant assumptions. For all other assets and liabilities, the fair value was assumed to represent carrying value due to their short maturities. The excess of the fair value of the consideration conveyed over the fair value of the net assets acquired was recorded as goodwill. All goodwill recorded reflects our expectations of favorable growth opportunities in the home health and hospice markets based on positive demographic trends. All of the goodwill recorded as a result of this transaction is deductible for federal income tax purposes.

The fair values recorded were based upon a preliminary valuation. Estimates and assumptions used in such valuation are subject to change, which could be significant, within the measurement period (up to one year from the acquisition date). We expect to continue to obtain information to assist us in determining the fair value of the net assets acquired at the acquisition date during the measurement period.

Notes to Consolidated Financial Statements

The fair value of the assets acquired and liabilities assumed at the acquisition date were as follows (in millions):

Cash and cash equivalents	\$ 0.8
Accounts receivable, net	0.9
Prepaid expenses and other current assets	0.2
Property and equipment	0.1
Operating lease right-of-use-assets	0.9
Identifiable intangible assets:	
Noncompete agreement (useful life of 5 years)	1.7
Trade name (useful life of 3 months)	0.2
Certificates of need (useful lives of 10 years)	3.1
Licenses (useful lives of 10 years)	4.8
Goodwill	92.4
Total assets acquired	105.1
Liabilities assumed:	
Current operating lease liabilities	0.3
Accounts payable	0.2
Accrued payroll	0.8
Long-term operating lease liabilities	0.7
Total liabilities assumed	2.0
Noncontrolling interests	3.9
Net assets acquired	<u>\$ 99.2</u>

Information regarding the net cash paid for this acquisition is as follows (in millions):

Fair value of assets acquired, net of \$0.8 million of cash acquired in 2021	\$ 11.9
Goodwill	92.4
Fair value of liabilities assumed	(2.0)
Fair value of noncontrolling interest owned by joint venture partner	(3.9)
Net cash paid for acquisition	<u>\$ 98.4</u>

Other Home Health and Hospice Acquisitions

In December 2021, using cash on hand, we acquired an additional 29% equity interest from Baptist Outpatient Services, Inc. in our existing Encompass Health Home Health of South Florida, LLC joint venture. This transaction increased our ownership interest from 51% to 80% and resulted in change in accounting for this joint venture from the equity method of accounting to a consolidated entity. As a result of our consolidation of this entity and the remeasurement of our previously held equity interest to fair value, *Goodwill* increased \$8.0 million, and we recorded a \$3.2 million gain as part of *Other income* during 2021. This transaction was made to increase our ownership in a profitable entity and continue to grow our business. This acquisition was funded using cash on hand and was individually immaterial to our financial position, results of operations, and cash flows.

We accounted for this transaction under the acquisition method of accounting and reported the results of operations of the acquired location from the date of acquisition. Assets acquired and liabilities assumed were recorded at their estimated fair values as of the acquisition date. Estimated fair values were based on various valuation methodologies including an income approach using primarily discounted cash flow techniques for the noncompete and license intangible assets. The aforementioned income methods utilize management's estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration

Notes to Consolidated Financial Statements

conveyed over the fair value of the net assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to utilize the acquired locations' mobile workforce and established relationships within the community and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in this market. The amount of goodwill recorded as a result of these transactions that is deductible for federal income tax purposes is \$3.9 million.

The fair values recorded were based upon a preliminary valuation. Estimates and assumptions used in such valuation are subject to change, which could be significant, within the measurement period (up to one year from the acquisition date). We expect to continue to obtain information to assist us in determining the fair value of the net assets acquired at the acquisition date during the measurement period.

The fair value of the assets acquired and liabilities assumed at the acquisition date were as follows (in millions):

Cash and cash equivalents	\$ 0.8
Accounts receivable, net	2.0
Identifiable intangible assets:	
Noncompete agreement (useful life of 2 years)	0.1
Licenses (useful lives of 10 years)	1.7
Goodwill	8.0
Total assets acquired	12.6
Liabilities assumed:	
Accounts payable	0.2
Accrued payroll	0.3
Other current liabilities	0.4
Other long-term liabilities	0.1
Total liabilities assumed	1.0
Redeemable noncontrolling interests	2.3
Net assets acquired	\$ 9.3

Information regarding the net cash paid for this acquisition is as follows (in millions):

Fair value of assets acquired, net of \$0.8 million of cash acquired	\$ 3.8
Goodwill	8.0
Fair value of liabilities assumed	(1.0)
Fair value of redeemable noncontrolling interest owned by joint venture partner	(2.3)
Fair value of equity interest prior to acquisition	(5.3)
Net cash paid for acquisition	\$ 3.2

On January 1, 2022, we acquired a 50% equity interest from Frontier in a joint venture with Saint Alphonsus System ("Saint Alphonsus") which operates home health and hospice locations in Boise, Idaho. The total purchase price was \$15.9 million and was funded on December 31, 2021. This payment is included in *Acquisition of business, net of cash acquired* on the consolidated statement of cash flow for the year end December 31, 2021. This transaction was not material to our financial position, results of operations, or cash flows.

Notes to Consolidated Financial Statements

2021 Pro Forma Results of Operations

The following table summarizes the results of operations of the above mentioned acquisitions from their respective dates of acquisition included in our consolidated results of operations and the unaudited pro forma results of operations of the combined entity had the date of the acquisitions been January 1, 2020 (in millions):

	Net Operating Revenues	Net Income Attributable to Encompass Health
Acquired entities only: Actual from acquisition date to December 31, 2021		
Inpatient Rehabilitation	\$ —	\$ —
Home Health and Hospice	20.6	0.6
Combined entity: Supplemental pro forma from 01/01/2021-12/31/2021 (unaudited)	5,152.2	413.0
Combined entity: Supplemental pro forma from 01/01/2020-12/31/2020 (unaudited)	4,705.2	286.8

The information presented above is for illustrative purposes only and is not necessarily indicative of results that would have been achieved if the acquisitions had occurred as of the beginning of our 2020 period.

*2020 Acquisitions*Inpatient Rehabilitation

During 2020, we completed the following inpatient rehabilitation acquisitions, none of which were individually material to our financial position, results of operations, or cash flows. Each acquisition was made to enhance our position and ability to provide inpatient rehabilitation services to patients in the applicable geographic areas.

- In January 2020, we acquired 68% of the operations of a 13-bed inpatient rehabilitation unit in Denver, Colorado through a joint venture with PorterCare Adventist Health System. The acquisition was funded through a contribution of our existing 40-bed inpatient rehabilitation hospital in Littleton, Colorado and through contributions of funds which were utilized by the consolidated joint venture to build a 20-bed expansion to the Littleton hospital.
- In May 2020, we acquired 51% of the operations of a 45-bed inpatient rehabilitation unit in Dayton, Ohio through a joint venture with Premier Health Partners. The acquisition was funded through contributions of funds which were utilized by the consolidated joint venture to build a 60-bed de novo inpatient rehabilitation hospital.

We accounted for these transactions under the acquisition method of accounting and reported the results of operations of the acquired hospitals from its respective date of acquisition. Assets acquired were recorded at their estimated fair values as of the acquisition date. Estimated fair values were based on various valuation methodologies including an income approach using primarily discounted cash flow techniques for the noncompete intangible assets and an income approach utilizing the relief from royalty method for the trade name intangible asset. The aforementioned income methods utilize management's estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration conveyed over the fair value of the assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to gain access to and penetrate the acquired hospital's historical patient base and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in this market. None of the goodwill recorded as a result from these transactions are deductible for federal income tax purposes.

Notes to Consolidated Financial Statements

The fair value of the assets acquired at the acquisition date were as follows (in millions):

Property and equipment	\$ 0.1
Identifiable intangible assets:	
Noncompete agreements (useful lives of 2 to 3 years)	0.7
Trade name (useful life of 20 years)	0.9
Goodwill	9.2
Total assets acquired	<u>\$ 10.9</u>

Information regarding the net cash paid for the inpatient rehabilitation acquisitions during 2020 is as follows (in millions):

Fair value of assets acquired	\$ 1.7
Goodwill	9.2
Fair value of noncontrolling interest owned by joint venture partner	(10.9)
Net cash paid for acquisitions	<u>\$ —</u>

Home Health and Hospice

In March 2020, we acquired the assets of Generation Solutions of Lynchburg, LLC in Lynchburg, Virginia. This acquisition was made to enhance our position and ability to provide post-acute healthcare services to patients in Central Virginia. The acquisition was funded using cash on hand and was immaterial to our financial position, results of operations, and cash flows.

We accounted for this transaction under the acquisition method of accounting and reported the results of operations of the acquired location from the date of acquisition. Assets acquired were recorded at their estimated fair values as of the acquisition date. The fair values of identifiable intangible assets were based on valuations using an income approach. The income approach is based on management's estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration conveyed over the fair value of the net assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to utilize the acquired location's mobile workforce and established relationships within the community and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in this market. All of the goodwill recorded as a result of this transaction is deductible for federal income tax purposes.

The fair value of the assets acquired at the acquisition date were as follows (in millions):

Identifiable intangible asset:	
Licenses (useful lives of 10 years)	\$ 0.1
Goodwill	1.0
Total assets acquired	<u>\$ 1.1</u>

Information regarding the net cash paid for the home health acquisitions during 2020 is as follows (in millions):

Fair value of assets acquired	\$ 0.1
Goodwill	1.0
Net cash paid for acquisitions	<u>\$ 1.1</u>

Notes to Consolidated Financial Statements
2020 Pro Forma Results of Operations

The following table summarizes the results of operations of the above mentioned acquisitions from their respective dates of acquisition included in our consolidated results of operations and the unaudited pro forma results of operations of the combined entity had the date of the acquisitions been January 1, 2019 (in millions):

	Net Operating Revenues	Net Income Attributable to Encompass Health
Acquired entities only: Actual from acquisition date to December 31, 2020		
Inpatient Rehabilitation	\$ —	\$ —
Home Health and Hospice	1.5	—
Combined entity: Supplemental pro forma from 01/01/2020-12/31/2020 (unaudited)	4,650.3	284.8
Combined entity: Supplemental pro forma from 01/01/2019-12/31/2019 (unaudited)	4,626.0	360.8

The information presented above is for illustrative purposes only and is not necessarily indicative of results that would have been achieved if the acquisitions had occurred as of the beginning of our 2019 reporting period.

2019 Acquisitions
Inpatient Rehabilitation

During 2019, we completed the following inpatient rehabilitation acquisitions, none of which were individually material to our financial position, results of operations, or cash flows. Each acquisition was made to enhance our position and ability to provide inpatient rehabilitation services to patients in the applicable geographic areas.

- In July 2019, we acquired approximately 51% of the operations of a 30-bed inpatient rehabilitation unit in Boise, Idaho when Saint Alphonsus Regional Medical Center contributed those operations to a joint venture with us. We funded our ownership interest in that consolidated joint venture through contributions of cash which the joint venture entity used to fund the construction of a 40-bed de novo inpatient rehabilitation hospital.
- In September 2019, we acquired 75% of the operations of Heritage Valley Sewickley Hospital's 11-bed inpatient rehabilitation unit in Sewickley, Pennsylvania, when Heritage Valley Health System, Inc. contributed those operations to our existing joint venture entity in connection with the opening of a new hospital.

We accounted for these transactions under the acquisition method of accounting and reported the results of operations of the acquired hospitals from its respective date of acquisition. Information regarding the net cash paid for all inpatient rehabilitation acquisitions during 2019 is as follows (in millions):

Fair value of assets acquired	\$ 0.5
Goodwill	4.8
Fair value of liabilities assumed	(0.2)
Fair value of noncontrolling interest owned by joint venture partner	(5.1)
Net cash paid for acquisitions	<u>\$ —</u>

Home Health and Hospice
Alacare Acquisition

In July 2019, we completed the acquisition of privately owned Alacare Home Health & Hospice ("Alacare") for a cash purchase price of \$217.8 million. The Alacare portfolio consisted of 23 home health locations and 23 hospice locations in Alabama. The acquisition was made to enhance our position and ability to provide post-acute healthcare services to patients across Alabama. We funded the transaction with cash on hand and borrowings under our revolving credit facility.

Notes to Consolidated Financial Statements

We accounted for this transaction under the acquisition method of accounting and reported the results of operations of Alacare from its date of acquisition. Information regarding the net cash paid for Alacare is as follows (in millions):

Fair value of assets acquired	\$ 68.6
Goodwill	163.9
Fair value of liabilities assumed	(14.7)
Net cash paid for acquisition	<u>\$ 217.8</u>

Other Home Health and Hospice Acquisitions

During 2019, we completed the following home health acquisitions, none of which were individually material to our financial position, results of operations, or cash flows. Each acquisition was made to enhance our position and ability to provide post-acute healthcare services to patients in the applicable geographic areas. Each acquisition was funded using cash on hand.

- In February 2019, we acquired the assets of Tidewater Home Health, PA in Columbia, South Carolina.
- In March 2019, we acquired the assets and assumed the liabilities of two home health locations from Care Resource Group in East Providence, Rhode Island and Westport, Massachusetts.

We accounted for these transactions under the acquisition method of accounting and reported the results of operations of the acquired locations from their respective dates of acquisition. Information regarding the net cash paid for the home health acquisitions during 2019 is as follows (in millions):

Fair value of assets acquired	\$ 3.2
Goodwill	10.8
Fair value of liabilities assumed	(0.3)
Net cash paid for acquisitions	<u>\$ 13.7</u>

2019 Pro Forma Results of Operations

The following table summarizes the results of operations of the above mentioned acquisitions from their respective dates of acquisition included in our consolidated results of operations and the unaudited pro forma results of operations of the combined entity had the date of the acquisitions been January 1, 2019 (in millions):

	Net Operating Revenues	Net (Loss) Income Attributable to Encompass Health
Acquired entities only: Actual from acquisition date to December 31, 2019		
Inpatient Rehabilitation	\$ 4.4	\$ (1.3)
Alacare	58.5	1.6
All Other Home Health and Hospice	6.5	(1.5)
Combined entity: Supplemental pro forma from 01/01/2019-12/31/2019 (unaudited)	4,674.6	364.3

The information presented above is for illustrative purposes only and is not necessarily indicative of results that would have been achieved if the acquisitions had occurred as of the beginning of our 2019 reporting period.

Notes to Consolidated Financial Statements
3. Variable Interest Entities:

As of December 31, 2021 and December 31, 2020, we consolidated ten and nine, respectively, limited partnership-like entities that are VIEs and of which we are the primary beneficiary. Our ownership percentages in these entities range from 50.0% to 90.0% as of December 31, 2021. Through partnership and management agreements with or governing each of these entities, we manage all of these entities and handle all day-to-day operating decisions. Accordingly, we have the decision making power over the activities that most significantly impact the economic performance of our VIEs and an obligation to absorb losses or receive benefits from the VIE that could potentially be significant to the VIE. These decisions and significant activities include, but are not limited to, marketing efforts, oversight of patient admissions, medical training, nurse and therapist scheduling, provision of healthcare services, billing, collections and creation and maintenance of medical records. The terms of the agreements governing each of our VIEs prohibit us from using the assets of each VIE to satisfy the obligations of other entities.

The carrying amounts and classifications of the consolidated VIEs' assets and liabilities, which are included in our consolidated balance sheet, are as follows (in millions):

	December 31, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$ —	\$ 0.1
Accounts receivable	36.3	33.1
Other current assets	7.7	8.6
Total current assets	44.0	41.8
Property and equipment, net	116.3	121.1
Operating lease right-of-use assets	3.2	4.7
Goodwill	28.3	19.2
Intangible assets, net	3.3	3.3
Deferred income tax assets	0.6	0.5
Other long-term assets	30.5	30.6
Total assets	<u>\$ 226.2</u>	<u>\$ 221.2</u>
Liabilities		
Current liabilities:		
Current portion of long-term debt	\$ 1.0	\$ 0.9
Current operating lease liabilities	1.5	1.5
Accounts payable	5.9	6.1
Accrued payroll	10.2	11.3
Other current liabilities	9.2	11.7
Total current liabilities	27.8	31.5
Long-term debt, net of current portion	8.6	9.6
Long-term operating lease liabilities	1.8	3.3
Other long-term liabilities	—	2.4
Total liabilities	<u>\$ 38.2</u>	<u>\$ 46.8</u>

Notes to Consolidated Financial Statements
4. Cash and Marketable Securities:

The components of our investments as of December 31, 2021 are as follows (in millions):

	Cash & Cash Equivalents	Restricted Cash	Restricted Marketable Securities	Total
Cash	\$ 54.8	\$ 65.5	\$ —	\$ 120.3
Equity securities	—	—	82.2	82.2
Total	\$ 54.8	\$ 65.5	\$ 82.2	\$ 202.5

The components of our investments as of December 31, 2020 are as follows (in millions):

	Cash & Cash Equivalents	Restricted Cash	Restricted Marketable Securities	Total
Cash	\$ 224.0	\$ 86.9	\$ —	\$ 310.9
Equity securities	—	—	72.6	72.6
Total	\$ 224.0	\$ 86.9	\$ 72.6	\$ 383.5

Restricted Cash—

Restricted cash consisted of the following (in millions):

	As of December 31,	
	2021	2020
Current:		
Affiliate cash	\$ 17.3	\$ 17.5
Self-insured captive funds	47.8	47.9
	65.1	65.4
Noncurrent:		
Self-insured captive funds	0.4	21.5
Total restricted cash	\$ 65.5	\$ 86.9

Affiliate cash represents cash accounts maintained by joint ventures in which we participate where one or more of our external partners requested, and we agreed, that the joint venture's cash not be commingled with other corporate cash accounts and be used only to fund the operations of those joint ventures. Self-insured captive funds represent cash held at our wholly owned insurance captive, HCS, Ltd., as discussed in Note 11, *Self-Insured Risks*. These funds are committed to pay third-party administrators for claims incurred and are restricted by insurance regulations and requirements. These funds cannot be used for purposes outside HCS without the permission of the Cayman Islands Monetary Authority.

The classification of restricted cash held by HCS as current or noncurrent depends on the classification of the corresponding claims liability.

Marketable Securities—

Restricted marketable securities at both balance sheet dates represent restricted assets held at HCS. HCS insures a substantial portion of Encompass Health's professional liability, workers' compensation, and other insurance claims. These funds are committed for payment of claims incurred, and the classification of these marketable securities as current or noncurrent depends on the classification of the corresponding claims liability. As of December 31, 2021 and 2020, \$82.2 million and \$72.6 million, respectively, of restricted marketable securities are included in *Other long-term assets* in our

Notes to Consolidated Financial Statements

consolidated balance sheets. During the years ended December 31, 2021, 2020, and 2019, \$0.6 million, \$0.4 million, and \$1.2 million, respectively, of unrealized net gains were recognized in our consolidated statements of comprehensive income on marketable securities still held at the reporting date.

Investing information related to our available-for-sale marketable securities is as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Proceeds from sales and maturities of available-for-sale marketable securities	\$ —	\$ 12.6	\$ 6.4

Our portfolio of marketable securities is comprised of investments in mutual funds that hold investments in a variety of industries and geographies. As discussed in Note 1, *Summary of Significant Accounting Policies*, “Marketable Securities,” when our portfolio included marketable securities with unrealized losses that are not deemed to be other-than-temporarily impaired, we examined the severity and duration of the impairments in relation to the cost of the individual investments. We also considered the industry and geography in which each investment is held and the near-term prospects for a recovery in each.

5. Accounts Receivable:

Accounts receivable consists of the following (in millions):

	As of December 31,	
	2021	2020
Current:		
Patient accounts receivable	\$ 666.6	\$ 563.0
Other accounts receivable	13.7	9.8
	680.3	572.8
Noncurrent patient accounts receivable	83.5	123.8
Accounts receivable	<u>\$ 763.8</u>	<u>\$ 696.6</u>

Because the resolution of claims that are part of Medicare audit programs can take several years, we review the patient receivables that are part of this adjudication process to determine their appropriate classification as either current or noncurrent. Amounts considered noncurrent are included in *Other long-term assets* in our consolidated balance sheet. See Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues,” for additional information.

Notes to Consolidated Financial Statements
6. Property and Equipment:

Property and equipment consists of the following (in millions):

	As of December 31,	
	2021	2020
Land	\$ 259.8	\$ 217.2
Buildings	2,632.8	2,357.0
Leasehold improvements	254.1	232.5
Vehicles	35.0	33.9
Furniture, fixtures, and equipment	606.1	537.9
	3,787.8	3,378.5
Less: Accumulated depreciation and amortization	(1,539.4)	(1,374.4)
	2,248.4	2,004.1
Construction in progress	353.2	202.5
Property and equipment, net	<u>\$ 2,601.6</u>	<u>\$ 2,206.6</u>

As of December 31, 2021, approximately 73% of our consolidated *Property and equipment, net* held by Encompass Health Corporation and its guarantor subsidiaries was pledged to the lenders under our credit agreement. See Note 10, *Long-term Debt*, and Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Liquidity and Capital Resources."

The amount of depreciation expense and interest capitalized is as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Depreciation expense	\$ 166.2	\$ 151.1	\$ 130.0
Interest capitalized	\$ 8.9	\$ 6.0	\$ 8.3

Notes to Consolidated Financial Statements
7. Leases:

We lease real estate, vehicles, and equipment under operating and finance leases with non-cancelable terms generally expiring at various dates through 2037. Our operating and finance leases generally have 1- to 25-year terms, with one or more renewal options, primarily relating to our real estate leases, with terms to be determined at the time of renewal. The exercise of such lease renewal options is at our sole discretion, and to the extent we are reasonably certain we will exercise a renewal option, the years related to that option are included in our determination of the lease term for purposes of classifying and measuring a given lease. Certain leases also include options to purchase the leased property.

The components of lease costs are as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Operating lease cost	\$ 66.0	\$ 68.5	\$ 72.9
Finance lease cost:			
Amortization of right-of-use assets	34.0	32.1	30.3
Interest on lease liabilities	30.9	29.3	29.5
Total finance lease cost	64.9	61.4	59.8
Short-term and variable lease cost	3.0	3.7	1.5
Sublease income	(3.1)	(3.2)	(3.2)
Total lease cost	<u>\$ 130.8</u>	<u>\$ 130.4</u>	<u>\$ 131.0</u>

Supplemental consolidated balance sheet information related to leases is as follows (in millions):

		As of December 31,	
		2021	2020
Assets			
Operating lease	Operating lease right-of-use assets	\$ 242.0	\$ 245.7
Finance lease ⁽¹⁾	Property and equipment, net	309.6	322.8
Total leased assets		<u>\$ 551.6</u>	<u>\$ 568.5</u>
Liabilities			
Current liabilities:			
Operating lease	Current operating lease liabilities	\$ 38.4	\$ 44.8
Finance lease	Current portion of long-term debt	23.1	23.8
Noncurrent liabilities:			
Operating lease	Long-term operating lease liabilities	213.1	209.6
Finance lease	Long-term debt, net of current portion	363.7	367.9
Total leased liabilities		<u>\$ 638.3</u>	<u>\$ 646.1</u>

⁽¹⁾ Finance lease assets are recorded net of accumulated amortization of \$147.8 million and \$129.6 million as of December 31, 2021 and 2020, respectively.

Notes to Consolidated Financial Statements

	As of December 31,	
	2021	2020
Weighted Average Remaining Lease Term		
Operating lease	8.3 years	8.6 years
Finance lease	11.8 years	11.7 years
Weighted Average Discount Rate		
Operating lease	5.8 %	6.1 %
Finance lease	7.9 %	8.1 %

Maturities of lease liabilities as of December 31, 2021 are as follows (in millions):

Year Ending December 31,	Operating Leases	Finance Leases
2022	\$ 51.4	\$ 52.1
2023	50.7	51.2
2024	44.0	50.5
2025	34.8	50.7
2026	29.2	51.5
2027 and thereafter	116.5	350.3
Total lease payments	326.6	606.3
Less: Interest portion	(75.1)	(219.5)
Total lease liabilities	<u>\$ 251.5</u>	<u>\$ 386.8</u>

Supplemental cash flow information related to our leases is as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 61.5	\$ 66.9	\$ 70.4
Operating cash flows from finance leases	31.3	29.6	30.0
Financing cash flows from finance leases	51.8	22.5	19.5
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	\$ 51.1	\$ 39.0	\$ 43.8
Finance leases	50.5	29.6	34.2

Notes to Consolidated Financial Statements

8. Goodwill and Other Intangible Assets:

The following table shows changes in the carrying amount of *Goodwill* (in millions):

	Inpatient Rehabilitation	Home Health and Hospice	Consolidated
Goodwill as of December 31, 2018	\$ 1,189.2	\$ 911.6	\$ 2,100.8
Acquisitions	4.8	174.7	179.5
Consolidation of joint venture formerly accounted for under the equity method of accounting	24.9	—	24.9
Goodwill as of December 31, 2019	1,218.9	1,086.3	2,305.2
Acquisitions	9.2	1.0	10.2
Consolidation of joint venture formerly accounted for under the equity method of accounting	—	3.3	3.3
Goodwill as of December 31, 2020	1,228.1	1,090.6	2,318.7
Acquisitions	8.8	92.4	101.2
Consolidation of joint venture formerly accounted for under the equity method of accounting	—	8.0	8.0
Goodwill as of December 31, 2021	<u>\$ 1,236.9</u>	<u>\$ 1,191.0</u>	<u>\$ 2,427.9</u>

Goodwill increased in 2019 as a result of our consolidation of Yuma Rehabilitation Hospital and the remeasurement of our previously held equity interest at fair value and our acquisitions of Alacare and other inpatient and home health and hospice operations. *Goodwill* increased in 2020 as a result of our acquisitions of inpatient and home health operations as well as our consolidation of the Jupiter, Florida home health agency and the remeasurement of our previously held equity interest at fair value. *Goodwill* increased in 2021 as a result of our acquisitions of Frontier and other inpatient and home health and hospice operations as well as our consolidation of the Home Health of South Florida joint venture and the remeasurement of our previously held equity interest at fair value. See Note 2, *Business Combinations*, and Note 9, *Investments in and Advances to Nonconsolidated Affiliates*.

We performed impairment reviews as of October 1, 2021, 2020, and 2019 and concluded no *Goodwill* impairment existed. As of December 31, 2021, we had no accumulated impairment losses related to *Goodwill*.

Notes to Consolidated Financial Statements

The following table provides information regarding our other intangible assets (in millions):

	Gross Carrying Amount	Accumulated Amortization	Net
Certificates of need:			
2021	\$ 204.5	\$ (68.8)	\$ 135.7
2020	197.3	(54.5)	142.8
Licenses:			
2021	\$ 194.5	\$ (121.0)	\$ 73.5
2020	187.9	(107.4)	80.5
Noncompete agreements:			
2021	\$ 78.5	\$ (69.0)	\$ 9.5
2020	75.2	(65.8)	9.4
Trade name - Encompass:			
2021	\$ 135.2	\$ —	\$ 135.2
2020	135.2	—	135.2
Trade names - all other:			
2021	\$ 45.0	\$ (27.0)	\$ 18.0
2020	44.3	(25.5)	18.8
Internal-use software:			
2021	\$ 209.0	\$ (164.9)	\$ 44.1
2020	184.2	(141.4)	42.8
Market access assets:			
2021	\$ 13.2	\$ (11.7)	\$ 1.5
2020	13.2	(11.4)	1.8
Total intangible assets:			
2021	\$ 879.9	\$ (462.4)	\$ 417.5
2020	837.3	(406.0)	431.3

Amortization expense for other intangible assets is as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Amortization expense	\$ 56.4	\$ 59.8	\$ 58.4

Total estimated amortization expense for our other intangible assets for the next five years is as follows (in millions):

Year Ending December 31,	Estimated Amortization Expense
2022	\$ 53.7
2023	45.9
2024	37.0
2025	24.9
2026	21.3

Notes to Consolidated Financial Statements
9. Investments in and Advances to Nonconsolidated Affiliates:

Investments in and advances to nonconsolidated affiliates as of December 31, 2021 represents our investment in three partially owned subsidiaries, of which two are general or limited partnerships, limited liability companies, or joint ventures in which Encompass Health or one of its subsidiaries is a general or limited partner, managing member, member, or venturer, as applicable. We do not control these affiliates but have the ability to exercise significant influence over the operating and financial policies of certain of these affiliates. Our ownership percentages in these affiliates range from approximately 5% to 50%. We account for these investments using the equity method of accounting and measurement alternative. Our investments, which are included in *Other long-term assets* in our consolidated balance sheets, consist of the following (in millions):

	As of December 31,	
	2021	2020
Equity method investments:		
Capital contributions	\$ 0.8	\$ 0.9
Cumulative share of income	68.5	68.7
Cumulative share of distributions	(66.9)	(66.1)
	2.4	3.5
Measurement alternative investments:		
Capital contributions, net of distributions and impairments	1.6	2.0
Total investments in and advances to nonconsolidated affiliates	<u>\$ 4.0</u>	<u>\$ 5.5</u>

The following summarizes the combined assets, liabilities, and equity and the combined results of operations of our equity method affiliates (on a 100% basis, in millions):

	As of December 31,	
	2021	2020
Assets—		
Current	\$ 3.0	\$ 2.9
Noncurrent	4.2	7.7
Total assets	<u>\$ 7.2</u>	<u>\$ 10.6</u>
Liabilities and equity—		
Current liabilities	\$ 0.2	\$ 0.3
Noncurrent liabilities	—	0.2
Partners' capital and shareholders' equity—		
Encompass Health	2.3	3.5
Outside partners	4.7	6.6
Total liabilities and equity	<u>\$ 7.2</u>	<u>\$ 10.6</u>

Condensed statements of comprehensive income (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Net operating revenues	\$ 11.1	\$ 16.0	\$ 32.6
Operating expenses	(3.1)	(8.1)	(19.1)
Income from continuing operations, net of tax	8.0	7.9	13.4
Net income	8.0	7.9	13.4

Notes to Consolidated Financial Statements

As a result of an amendment to the joint venture agreement related to our Jupiter, Florida home health agency, the accounting for this agency changed from the equity method of accounting to a consolidated entity effective January 1, 2020. The amendment revised certain participatory rights held by our joint venture partner resulting in Encompass Health gaining control of this entity from an accounting perspective. We accounted for this change in control as a business combination and consolidated this entity using the acquisition method. The consolidation of the Jupiter, Florida agency did not have a material impact on our financial position, results of operations, or cash flows. As a result of our consolidation of this home health agency and the remeasurement of our previously held equity interest at fair value, *Goodwill* increased by \$3.3 million and we recorded a \$2.2 million gain as part of *Other income* during the year ended December 31, 2020.

As a result of an amendment to the joint venture agreement related to Yuma Rehabilitation Hospital, the accounting for this hospital changed from the equity method of accounting to a consolidated entity effective July 1, 2019. The amendment revised certain participatory rights held by our joint venture partner resulting in Encompass Health gaining control of this entity from an accounting perspective. We accounted for this change in control as a business combination and consolidated this entity using the acquisition method. The consolidation of Yuma Rehabilitation Hospital did not have a material impact on our financial position, results of operations, or cash flows. As a result of our consolidation of this hospital and the remeasurement of our previously held equity interest at fair value, *Goodwill* increased by \$24.9 million and we recorded a \$19.2 million gain as part of *Other income* during the year ended December 31, 2019.

See also Note 2, *Business Combinations*.

10. Long-term Debt:

Our long-term debt outstanding consists of the following (in millions):

	As of December 31,	
	2021	2020
Credit Agreement—		
Advances under revolving credit facility	\$ 200.0	\$ —
Term loan facilities	238.5	251.6
Bonds payable—		
5.125% Senior Notes due 2023	99.6	298.1
5.75% Senior Notes due 2025	347.0	346.3
4.50% Senior Notes due 2028	786.8	785.0
4.75% Senior Notes due 2030	784.7	783.2
4.625% Senior Notes due 2031	393.7	393.2
Other notes payable	49.6	39.8
Finance lease obligations	386.8	391.7
	3,286.7	3,288.9
Less: Current portion	(42.8)	(38.3)
Long-term debt, net of current portion	<u>\$ 3,243.9</u>	<u>\$ 3,250.6</u>

Notes to Consolidated Financial Statements

The following chart shows scheduled principal payments due on long-term debt for the next five years and thereafter (in millions):

<u>Year Ending December 31,</u>	<u>Face Amount</u>	<u>Net Amount</u>
2022	\$ 42.8	\$ 42.8
2023	143.6	143.2
2024	453.8	452.7
2025	384.8	381.8
2026	29.9	29.9
Thereafter	2,271.1	2,236.3
Total	\$ 3,326.0	\$ 3,286.7

As a result of the redemptions discussed below, we recorded a \$1.0 million, \$2.3 million, and \$7.7 million *Loss on early extinguishment of debt* in 2021, 2020, and 2019, respectively.

Senior Secured Credit Agreement—

The credit agreement, as amended in November 2019, provided for a \$270 million term loan commitment and a \$1 billion revolving credit facility, with a \$260 million letter of credit subfacility and a swingline loan subfacility, all of which mature in November 2024. Outstanding term loan borrowings are payable in equal consecutive quarterly installments, commencing on December 31, 2019, of 1.25% of the aggregate principal amount of the term loans outstanding as of December 31, 2019, with the remainder due at maturity. We have the right at any time to prepay, in whole or in part, any borrowing under the term loan facilities.

Amounts drawn on the term loan facilities and the revolving credit facility bear interest at a rate per annum of, at our option, (1) LIBOR or (2) the higher of (a) Barclays Bank PLC's prime rate and (b) the federal funds rate plus 0.5%, in each case, plus, in each case, an applicable margin that varies depending upon our leverage ratio. We are also subject to a commitment fee of 0.375% per annum on the daily amount of the unutilized commitments under the revolving credit facility. The current interest rate on borrowings under the credit agreement is LIBOR plus 1.50%.

The credit agreement contains affirmative and negative covenants and default and acceleration provisions, including a minimum interest coverage ratio and a maximum leverage ratio. Under one such negative covenant, we are restricted from paying common stock dividends, prepaying certain senior notes, making certain investments, and repurchasing preferred and common equity unless (1) we are not in default under the terms of the credit agreement and (2) our senior secured leverage ratio, as defined in the credit agreement, does not exceed 2x. In the event the senior secured leverage ratio exceeds 2x, these payments are subject to a limit of \$200 million plus an amount equal to a portion of available excess cash flows each fiscal year. Our obligations under the credit agreement are secured by the current and future personal property of the Company and its subsidiary guarantors.

Notes to Consolidated Financial Statements

In April 2020, we amended our existing credit agreement and the amendments included the following material provisions:

1. Amendment of the financial covenants to update the applicable interest coverage ratio and leverage ratio included in that covenant. The revised applicable ratios are set forth below.

Fiscal Quarters Ending	Interest Coverage Ratio
December 31, 2019 and March 31, 2020	3.00 to 1.00
June 30, 2020, September 30, 2020, December 31, 2020, March 31, 2021, June 30, 2021, September 30, 2021 and December 31, 2021	2.00 to 1.00
March 31, 2022 and thereafter	3.00 to 1.00

Fiscal Quarters Ending	Leverage Ratio
December 31, 2019 and March 31, 2020	4.50 to 1.00
June 30, 2020	4.75 to 1.00
September 30, 2020	5.50 to 1.00
December 31, 2020	6.50 to 1.00
March 31, 2021	6.50 to 1.00
June 30, 2021	6.00 to 1.00
September 30, 2021	5.50 to 1.00
December 31, 2021	5.00 to 1.00
March 31, 2022 and thereafter	4.25 to 1.00

2. Amendment of the definition of “Material Adverse Effect” to carve out the direct and indirect impacts of pandemic and the related legislative, regulatory and executive actions on us from that definition for a period of 364 days; and
3. Amendment of the investment limitation covenant and the restricted payment limitation covenant, to add to each a leverage ratio condition (not in excess of 4.50x) to the provisions allowing unlimited investments and restricted payments in the event certain conditions are met including a senior secured leverage ratio (not in excess of 2:00x) and the existence of no events of default in addition to the new leverage ratio condition.

As of December 31, 2021, \$200 million were drawn under the revolving credit facility with an interest rate of 2.6%. As of December 31, 2020, no amount was drawn under the revolving credit facility. As of December 31, 2021 and 2020, \$38.2 million and \$36.7 million, respectively, were being utilized under the letter of credit subfacility, which were being used in the ordinary course of business to secure workers’ compensation and other insurance coverages and for general corporate purposes. Currently, there are no undrawn term loan commitments under the credit agreement.

Bonds Payable—

Senior Notes

The Company’s 2023 Notes, 2024 Notes, 2025 Notes, 2028 Notes, 2030 Notes, and 2031 Notes (collectively, the “Senior Notes”) were issued pursuant to an indenture (the “Base Indenture”) dated as of December 1, 2009, as supplemented by each Senior Notes’ respective supplemental indenture (together with the Base Indenture, the “Indenture”). Pursuant to the terms of the Indenture, the Senior Notes are jointly and severally guaranteed on a senior, unsecured basis by all of our existing and future subsidiaries that guarantee borrowings under our Credit Agreement and other capital markets debt. The Senior Notes are senior, unsecured obligations of Encompass Health and rank equally with our other senior indebtedness, senior to any of our subordinated indebtedness, and effectively junior to our secured indebtedness to the extent of the value of the collateral securing such indebtedness.

Notes to Consolidated Financial Statements

Upon the occurrence of a change in control (as defined in the Indenture), each holder of the Senior Notes may require us to repurchase all or a portion of the notes in cash at a price equal to 101% of the principal amount of the Senior Notes to be repurchased, plus accrued and unpaid interest.

The Senior Notes contain covenants and default and acceleration provisions, that, among other things, limit our and certain of our subsidiaries' ability to (1) incur additional debt, (2) make certain restricted payments, (3) consummate specified asset sales, (4) incur liens, and (5) merge or consolidate with another person.

On December 9, 2021, we announced the commencement of a consent solicitation of holders of our 2025 Notes, 2028 Notes, 2030 Notes, and 2031 Notes (collectively the "Notes") for the adoption of certain amendments to the Indenture, which will provide us with greater flexibility in effecting the spin off discussed in Note 1, *Summary of Significant Accounting Policies*, "Organization and Description of Business." Each Indenture contains restrictive covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to make certain asset dispositions, investments, and distributions to holders of our capital stock. The amendments to the Indentures permit us, subject to the leverage ratio condition set forth below, to distribute to our equity holders in one or more transactions (a "Distribution") some or all of the common stock of a subsidiary that holds substantially all of the assets of our home health and hospice business. We may make any such distribution so long as the Leverage Ratio (as defined in each Indenture) is no more than 3.5 to 1.0 on a pro forma basis after giving effect thereto. The amendments also reduce the capacity under our restricted payments builder basket under each existing Indenture by \$200 million and amends the definition of "Consolidated Net Income" to allow us to exclude from Consolidated Net Income (a component of the Leverage Ratio) any fees, expenses or charges related to any Distribution and the solicitation of consents from the holders of the Notes. In December 2021 and January 2022, we received the requisite consents for the adoption of these amendments. Under the terms of the amendments, we agreed to pay the holders of the Notes a total of \$40.5 million, excluding fees. We paid \$20 million of this amount in January 2022. The remaining payment is contingent upon the execution of a Distribution and will be paid at such time.

2023 Notes

In March 2015, we issued \$300 million of 5.125% Senior Notes due 2023 ("the 2023 Notes") at par, which resulted in approximately \$295 million in net proceeds from the public offering. The 2023 Notes mature on March 15, 2023 and bear interest at a per annum rate of 5.125%. Inclusive of financing costs, the effective interest rate on the 2023 Notes is 5.4%. Interest on the 2023 Notes is payable semiannually in arrears on March 15 and September 15.

In both April and June 2021, we redeemed \$100 million in outstanding principal amount of the 2023 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2023 Notes, these optional redemptions were made at a price of par.

In February 2022, we issued notice for redemption of the remaining \$100 million in outstanding principal amount of the 2023 Notes. Pursuant to the terms of the 2023 Notes, this full redemption will settle on March 15, 2022 and will be made at a price of par. We plan to use cash on hand and capacity under our revolving credit facility to fund the redemption. We expect to record an approximate \$0.3 million *Loss on early extinguishment of debt* in the first quarter of 2022.

2024 Notes

In September 2012, we completed a public offering of \$275 million aggregate principal amount of the 5.75% Senior Notes due 2024 ("the 2024 Notes") at par. In September 2014, we issued an additional \$175 million of the 2024 Notes at a price of 103.625% of the principal amount, in January 2015, we issued an additional \$400 million of the 2024 Notes at a price of 102% of the principal amount, and in August 2015, we issued an additional \$350 million of our 2024 Notes at a price of 100.5% of the principal amount.

In June 2019, we redeemed \$100 million of outstanding principal amount of our 2024 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2024 Notes, this optional redemption was made at a price of 101.917%, which resulted in a total cash outlay of approximately \$102 million. In November 2019, we redeemed \$400 million of the outstanding principal amount of our 2024 Notes. Pursuant to the terms of the 2024 Notes, this optional redemption was made at a price of 100.958%, which resulted in a total cash outlay of approximately \$404 million.

Notes to Consolidated Financial Statements

In November 2020, we redeemed the remaining \$700 million of outstanding principal amount of the 2024 Notes. Pursuant to the terms of the 2024 Notes, this full redemption was made at a price of par. We used the net proceeds from the 2031 Notes offering, discussed and defined below, together with approximately \$300 million of cash on hand to fund the redemption. The 2024 Notes would have matured on November 1, 2024. Inclusive of premiums and financing costs, the effective interest rate on the 2024 Notes was 5.8%. Interest was payable semiannually in arrears on May 1 and November 1 of each year.

2025 Notes

In September 2015, we issued \$350 million of 5.75% Senior Notes due 2025 (“the 2025 Notes”) at par. The 2025 Notes mature on September 15, 2025 and bear interest at a per annum rate of 5.75%. Inclusive of financing costs, the effective interest rate on the 2025 Notes is 6.0%. Interest on the 2025 Notes is payable semiannually in arrears on March 15 and September 15.

We may redeem the 2025 Notes, in whole or in part, at any time on or after September 15, 2021, at the redemption prices set forth below:

Period	Redemption Price*
2021	101.917 %
2022	100.958 %
2023 and thereafter	100.000 %

* Expressed in percentage of principal amount

2028 and 2030 Notes

In September 2019, we issued \$500 million of 4.50% Senior Notes due 2028 (the “2028 Notes”) at par and \$500 million of 4.75% Senior Notes due 2030 (the “2030 Notes”) at par. The proceeds from this offering were used to fund the purchase of equity and vested stock appreciation rights from management investors of our home health and hospice segment, redeem a portion of our 2024 Notes as discussed above, and repay borrowings under our revolving credit facility.

In May 2020, we issued an additional \$300 million of our 2028 Notes at a price of 99.0% of the principal amount and an additional \$300 million of our 2030 Notes at a price of 98.5% of the principal amount, which resulted in approximately \$583 million in net proceeds. We used a portion of the net proceeds from this borrowing, together with cash on hand, to repay borrowings under our revolving credit facility.

The 2028 Notes mature on February 1, 2028. Inclusive of financing costs, the effective interest rate on the 2028 Notes is 4.8%. Interest on the 2028 Notes is payable semiannually in arrears on February 1 and August 1. We may redeem the 2028 Notes, in whole or in part, at any time on or after February 1, 2023 at the redemption prices set forth below:

Period	Redemption Price*
2023	102.250 %
2024	101.125 %
2025 and thereafter	100.000 %

* Expressed in percentage of principal amount

Notes to Consolidated Financial Statements

The 2030 Notes mature on February 1, 2030. Inclusive of financing costs, the effective interest rate on the 2030 Notes is 5.2%. Interest on the 2030 Notes is payable semiannually in arrears on February 1 and August 1. We may redeem the 2030 Notes, in whole or in part, at any time on or after February 1, 2025 at the redemption prices set forth below:

Period	Redemption Price*
2025	102.375 %
2026	101.583 %
2027	100.792 %
2028 and thereafter	100.000 %

* Expressed in percentage of principal amount

2031 Notes

In October 2020, we issued \$400 million aggregate principal amount of 4.625% Senior Notes due 2031 (the “2031 Notes”) at par. The 2031 Notes mature on April 1, 2031 and bear interest at a per annum rate of 4.625%. Inclusive of financing costs, the effective interest rate on the 2031 Notes is 4.8%. Interest is payable semiannually in arrears on April 1 and October 1 of each year. We may redeem the 2031 Notes, in whole or in part, at any time on or after April 1, 2026 at the redemption prices set forth below:

Period	Redemption Price*
2026	102.313 %
2027	101.542 %
2028	100.771 %
2029 and thereafter	100.000 %

* Expressed in percentage of principal amount

Other Notes Payable—

Our notes payable consist of the following (in millions):

	As of December 31,		Interest Rates
	2021	2020	
Sale/leaseback transactions involving real estate accounted for as financings	\$ 28.0	\$ 28.0	6.1% to 11.2%
Construction of a new hospital	11.0	11.8	5.0%
Software contracts	10.6	—	2.8%
Other notes payable	<u>\$ 49.6</u>	<u>\$ 39.8</u>	

11. Self-Insured Risks:

We insure a substantial portion of our professional liability, general liability, and workers’ compensation risks through a self-insured retention program (“SIR”) underwritten by our consolidated wholly owned offshore captive insurance subsidiary, HCS, Ltd., which we fund via regularly scheduled premium payments. HCS is an insurance company licensed by the Cayman Island Monetary Authority. We use HCS to fund the first \$36 million of insurance and an additional \$4 million of insurance in excess of \$46 million for annual aggregate losses associated with general and professional liability risks. Workers’ compensation exposures are capped on a per claim basis. Risks in excess of specified limits per claim and in excess of our aggregate SIR amount are covered by unrelated commercial carriers.

Notes to Consolidated Financial Statements

The following table presents the changes in our self-insurance reserves for the years ended December 31, 2021, 2020, and 2019 (in millions):

	2021	2020	2019
Balance at beginning of period, gross	\$ 165.2	\$ 157.3	\$ 160.9
Less: Reinsurance receivables	(28.3)	(26.4)	(25.6)
Balance at beginning of period, net	136.9	130.9	135.3
Increase for the provision of current year claims	46.9	52.5	46.9
Decrease for the provision of prior year claims	(6.8)	(15.0)	(12.6)
Expenses related to discontinued operations	(0.2)	(0.2)	(0.1)
Payments related to current year claims	(7.0)	(8.4)	(7.5)
Payments related to prior year claims	(30.4)	(22.9)	(31.1)
Balance at end of period, net	139.4	136.9	130.9
Add: Reinsurance receivables	30.0	28.3	26.4
Balance at end of period, gross	<u>\$ 169.4</u>	<u>\$ 165.2</u>	<u>\$ 157.3</u>

As of December 31, 2021 and 2020, \$45.6 million and \$44.0 million, respectively, of these reserves are included in *Other current liabilities* in our consolidated balance sheets.

Provisions for these risks are based primarily upon actuarially determined estimates. These reserves represent the unpaid portion of the estimated ultimate cost of all reported and unreported losses incurred through the respective consolidated balance sheet dates. The reserves are estimated using individual case-basis valuations and actuarial analyses. Those estimates are subject to the effects of trends in loss severity and frequency. The estimates are continually reviewed and adjustments are recorded as experience develops or new information becomes known. The changes to the estimated ultimate loss amounts are included in current operating results.

The reserves for these self-insured risks cover approximately 1,200 and 1,600 individual claims at December 31, 2021 and 2020, respectively, and estimates for potential unreported claims. The time period required to resolve these claims can vary depending upon the jurisdiction, the nature, and the form of resolution of the claims. The estimation of the timing of payments beyond a year can vary significantly. Although considerable variability is inherent in reserve estimates, management believes the reserves for losses and loss expenses are adequate; however, there can be no assurance the ultimate liability will not exceed management's estimates.

Notes to Consolidated Financial Statements
12. Redeemable Noncontrolling Interests:

The following is a summary of the activity related to our *Redeemable noncontrolling interests* (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Balance at beginning of period	\$ 31.6	\$ 239.6	\$ 261.7
Net income attributable to noncontrolling interests	9.0	7.4	12.6
Distributions declared	(8.0)	(8.5)	(9.2)
Contribution to joint ventures	—	3.1	1.0
Reclassification to noncontrolling interests	—	—	(11.2)
Purchase of redeemable noncontrolling interests	—	(162.3)	(162.9)
Exchange transaction	—	(46.3)	—
Change in fair value	4.5	(1.4)	147.6
Other	5.1	—	—
Balance at end of period	\$ 42.2	\$ 31.6	\$ 239.6

The following table reconciles the net income attributable to nonredeemable *Noncontrolling interests*, as recorded in the shareholders' equity section of the consolidated balance sheets, and the net income attributable to *Redeemable noncontrolling interests*, as recorded in the mezzanine section of the consolidated balance sheets, to the *Net income attributable to noncontrolling interests* presented in the consolidated statements of comprehensive income (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Net income attributable to nonredeemable noncontrolling interests	\$ 96.0	\$ 77.2	\$ 74.5
Net income attributable to redeemable noncontrolling interests	9.0	7.4	12.6
Net income attributable to noncontrolling interests	\$ 105.0	\$ 84.6	\$ 87.1

On December 31, 2014, we acquired 83.3% of our home health and hospice business when we purchased EHHI Holdings, Inc. ("EHHI"). In the acquisition, we acquired all of the issued and outstanding equity interests of EHHI, other than equity interests contributed to Encompass Health Home Health Holdings, Inc. ("Holdings"), a subsidiary of Encompass Health and an indirect parent of EHHI, by certain sellers in exchange for shares of common stock of Holdings. Those sellers were members of EHHI management, and they contributed a portion of their shares of common stock of EHHI, valued at approximately \$64 million on the acquisition date, in exchange for approximately 16.7% of the outstanding shares of common stock of Holdings. At any time after December 31, 2017, each management investor had the right (but not the obligation) to have his or her shares of Holdings stock repurchased by Encompass Health for a cash purchase price per share equal to the fair value. In February 2018, each management investor exercised the right to sell one-third of his or her shares of Holdings stock to Encompass Health, representing approximately 5.6% of the outstanding shares of the common stock of Holdings. On February 21, 2018, Encompass Health settled the acquisition of those shares upon payment of approximately \$65 million in cash. In July 2019, we received additional exercise notices, representing approximately 5.6% of the outstanding shares of the common stock of Holdings. In September 2019, Encompass Health settled the acquisition of those shares upon payment of approximately \$163 million in cash. As of December 31, 2019, the value of the outstanding shares of Holdings owned by management investors was approximately \$208 million. In January 2020, we received additional exercise notices, representing approximately 4.3% of the outstanding shares of the common stock of Holdings. On February 18, 2020, Encompass Health settled the acquisition of those shares upon payment of approximately \$162 million in cash. Upon settlement of these exercises, approximately \$46 million of the shares of Holdings held by two management investors remained outstanding.

On February 20, 2020, Encompass Health entered into exchange agreements (each, an "Exchange Agreement") with these two management investors, pursuant to which they had the right to exchange all of the remaining shares of Holdings held by them for shares of common stock of Encompass Health (the "EHC Shares"). Each of the Exchange Agreements provided

Notes to Consolidated Financial Statements

that the management investor must deliver a written exchange notice (an “Exchange Notice”) to Encompass Health in order to exchange his or her remaining shares of Holdings for EHC Shares. Each Exchange Agreement further provided that the number of EHC Shares to be delivered to the management investor was to be determined by dividing the fair value of the shares of Holdings held by the management investor on the date of the Exchange Agreement by the last reported sales price of Encompass Health’s common stock on the New York Stock Exchange (the “NYSE”) on the date of delivery of the Exchange Notice.

On February 20, 2020, Encompass Health received an Exchange Notice from each of the management investors. Based on the last sales price of Encompass Health’s common stock on the NYSE on February 20, 2020, Encompass Health delivered an aggregate 560,957 EHC Shares to the management investors. The total number of EHC Shares issued pursuant to the exchange agreements on March 6, 2020 represented less than 0.6% of the outstanding shares of Encompass Health common stock. Encompass Health issued the EHC Shares from its treasury shares. Encompass Health now owns 100% of Holdings and EHHL.

See also Note 2, *Business Combinations* and Note 13, *Fair Value Measurements*.

13. Fair Value Measurements:

Our financial assets and liabilities that are measured at fair value on a recurring basis are as follows (in millions):

		Fair Value Measurements at Reporting Date Using							
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique ⁽¹⁾				
As of December 31, 2021		Fair Value							
Other long-term assets:									
Equity securities	\$	82.2	\$	4.1	\$	78.1	\$	—	M
Redeemable noncontrolling interests		42.2		—		—		42.2	I
As of December 31, 2020									
Other long-term assets:									
Equity securities	\$	72.6	\$	—	\$	72.6	\$	—	M
Redeemable noncontrolling interests		31.6		—		—		31.6	I

⁽¹⁾ The three valuation techniques are: market approach (M), cost approach (C), and income approach (I).

In addition, there are assets and liabilities that are not required to be measured at fair value on a recurring basis. However, these assets may be recorded at fair value as a result of impairment charges or other adjustments made to the carrying value of the applicable assets.

As a result of our consolidation of certain joint venture entities and the remeasurement of our previously held equity interest at fair value, we recorded gains of \$3.2 million, \$2.2 million, and \$19.2 million as part of *Other income* during the years ended December 31, 2021, 2020, and 2019, respectively. We determined the fair value of our previously held equity interest using the income approach valuation technique. The income approach included the use of the hospital's or agency's projected operating results and cash flows discounted using a rate that reflects market participant assumptions for the hospital or agency. The projected operating results use management's best estimates of economic and market conditions over the forecasted period including assumptions for pricing and volume, operating expenses, and capital expenditures. See Note 2, *Business Combinations* and Note 9, *Investments in and Advances to Nonconsolidated Affiliates* for additional information.

Notes to Consolidated Financial Statements

As discussed in Note 1, *Summary of Significant Accounting Policies*, “Fair Value Measurements,” the carrying value equals fair value for our financial instruments that are not included in the table below and are classified as current in our consolidated balance sheets. The carrying amounts and estimated fair values for our other financial instruments are presented in the following table (in millions):

	As of December 31, 2021		As of December 31, 2020	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Long-term debt:				
Advances under revolving credit facility	\$ 200.0	\$ 200.0	\$ —	\$ —
Term loan facilities	238.5	239.6	251.6	253.1
5.125% Senior Notes due 2023	99.6	100.2	298.1	302.6
5.75% Senior Notes due 2025	347.0	357.9	346.3	361.4
4.50% Senior Notes due 2028	786.8	823.0	785.0	840.0
4.75% Senior Notes due 2030	784.7	824.0	783.2	856.0
4.625% Senior Notes due 2031	393.7	407.0	393.2	424.9
Other notes payable	49.6	49.6	39.8	39.8
Financial commitments:				
Letters of credit	—	38.2	—	36.7

Fair values for our long-term debt and financial commitments are determined using inputs, including quoted prices in nonactive markets, that are observable either directly or indirectly, or *Level 2* inputs within the fair value hierarchy. See Note 1, *Summary of Significant Accounting Policies*, “Fair Value Measurements” and “Redeemable Noncontrolling Interests.”

14. Share-Based Payments:

The Company has awarded employee stock-based compensation in the form of stock options, SARs, and restricted stock awards (“RSAs”) under the terms of share-based incentive plans designed to align employee and executive interests to those of its stockholders. All employee stock-based compensation awarded during 2021, 2020, and 2019 was issued under the 2016 Omnibus Performance Incentive Plan, a stockholder-approved plan that reserves and provides for the grant of up to 14,000,000 shares of common stock. This plan allows for the grants of nonqualified stock options, incentive stock options, restricted stock, SARs, performance shares, performance share units, dividend equivalents, restricted stock units (“RSUs”), and/or other stock-based awards.

Stock Options—

Under our share-based incentive plans, officers and employees are given the right to purchase shares of Encompass Health common stock at a fixed grant price determined on the day the options are granted. The terms and conditions of the options, including exercise prices and the periods in which options are exercisable, are generally at the discretion of the compensation and human capital committee of our board of directors. However, no options are exercisable beyond ten years from the date of grant. Granted options vest over the awards’ requisite service periods, which are generally three years.

Notes to Consolidated Financial Statements

The fair values of the options granted during the years ended December 31, 2021, 2020, and 2019 have been estimated at the grant date using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	For the Year Ended December 31,		
	2021	2020	2019
Expected volatility	28.4 %	24.8 %	25.3 %
Risk-free interest rate	1.1 %	1.0 %	2.7 %
Expected life (years)	7.1	7.1	7.1
Dividend yield	1.9 %	2.0 %	2.1 %

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, the Black-Scholes option-pricing model requires the input of highly subjective assumptions, including the expected stock price volatility. We estimate our expected term through an analysis of actual, historical post-vesting exercise, cancellation, and expiration behavior by our officers and employees and projected post-vesting activity of outstanding options. We calculate volatility based on the historical volatility of our common stock over the period commensurate with the expected term of the options. The risk-free interest rate is the implied daily yield currently available on U.S. Treasury issues with a remaining term closely approximating the expected term used as the input to the Black-Scholes option-pricing model. We estimated our dividend yield based on our annual dividend rate and our stock price on the dividend payment dates. Under the Black-Scholes option-pricing model, the weighted-average grant date fair value per share of employee stock options granted during the years ended December 31, 2021, 2020, and 2019 was \$19.21, \$15.48, and \$15.45, respectively.

A summary of our stock option activity and related information is as follows:

	Shares (In Thousands)	Weighted- Average Exercise Price per Share	Weighted- Average Remaining Life (Years)	Aggregate Intrinsic Value (In Millions)
Outstanding, December 31, 2020	628	\$ 50.65		
Granted	109	80.40		
Exercised	(8)	69.23		
Forfeitures	(18)	77.01		
Outstanding, December 31, 2021	711	54.33	5.9	\$ 10.4
Exercisable, December 31, 2021	510	45.65	4.8	10.4

We recognized approximately \$2.3 million, \$1.5 million, and \$1.4 million of compensation expense related to our stock options for the years ended December 31, 2021, 2020, and 2019, respectively. As of December 31, 2021, there was \$1.4 million of unrecognized compensation cost related to unvested stock options. This cost is expected to be recognized over a weighted-average period of 19 months. The total intrinsic value of options exercised during the years ended December 31, 2021, 2020, and 2019 was \$0.1 million, \$2.3 million, and \$3.6 million, respectively.

Stock Appreciation Rights—

In conjunction with the EHHI acquisition, we granted SARs based on Holdings common stock to certain members of EHHI management at closing on December 31, 2014. Under a separate plan, we granted 122,976 SARs that vested based on continued employment and an additional maximum number of 129,124 SARs that vested based on continued employment and the extent of the attainment of a specified 2017 performance measure. The maximum number of performance SARs was achieved. Half of the SARs of each type vested on December 31, 2018 and the remainder vested on December 31, 2019. Upon exercise, each SAR must be settled for cash in the amount by which the per share fair value of Holdings' common stock on the exercise date exceeded the per share fair value on the grant date. The fair value of Holdings' common stock was determined using the product of the trailing 12-month specified performance measure for Holdings and a specified median market price

Notes to Consolidated Financial Statements

multiple based on a basket of public home health companies and publicly disclosed home health acquisitions with a value of \$400 million or more.

The fair value of the SARs granted in conjunction with the EHHI acquisition has been estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	As of December 31, 2019
Expected volatility	38.6 %
Risk-free interest rate	1.5 %
Expected life (years)	0.3
Dividend yield	— %

We did not include a dividend payment as part of our pricing model because Holdings did not pay dividends on its common stock. Under the Black-Scholes option-pricing model, the weighted-average fair value per share of SARs granted in conjunction with the EHHI acquisition was \$870.28 as of December 31, 2019. In February 2019, members of the management team exercised a portion of their vested SARs for approximately \$13 million in cash. In July 2019, members of the management team exercised the remainder of the vested SARs for approximately \$55 million in cash. As of December 31, 2019, the fair value of the remaining 115,545 SARs was approximately \$101 million, all of which was included in *Other current liabilities* in the consolidated balance sheet. In January 2020, members of the management team exercised the remaining SARs, and in February 2020, we settled those awards upon payment of approximately \$101 million in cash.

We recognized approximately \$0.1 million and \$81.9 million of compensation expense related to our SARs for the years ended December 31, 2020 and 2019, respectively.

Restricted Stock—

The RSAs granted in 2021, 2020, and 2019 included service-based awards and performance-based awards (that also included a service requirement). These awards generally vest over a three-year requisite service period. For RSAs with a service and/or performance requirement, the fair value of the RSA is determined by the closing price of our common stock on the grant date.

A summary of our issued restricted stock awards is as follows (share information in thousands):

	Shares	Weighted-Average Grant Date Fair Value
Nonvested shares at December 31, 2020	731	\$ 61.75
Granted	368	73.89
Vested	(560)	57.83
Forfeited	(85)	72.18
Nonvested shares at December 31, 2021	454	74.46

The weighted-average grant-date fair value of restricted stock granted during the years ended December 31, 2020 and 2019 was \$61.81 and \$49.84 per share, respectively. We recognized approximately \$28.4 million, \$25.8 million, and \$29.5 million of compensation expense related to our restricted stock awards for the years ended December 31, 2021, 2020, and 2019, respectively. As of December 31, 2021, there was \$37.1 million of unrecognized compensation expense related to unvested restricted stock. This cost is expected to be recognized over a weighted-average period of 21 months. The remaining unrecognized compensation expense for the performance-based awards may vary each reporting period based on changes in the expected achievement of performance measures. The total fair value of shares vested during the years ended December 31, 2021, 2020, and 2019 was \$46.0 million, \$44.2 million, and \$45.2 million, respectively. We accrue dividends on outstanding RSAs, which are paid upon vesting.

Notes to Consolidated Financial Statements

Nonemployee Stock-Based Compensation Plans—

During the years ended December 31, 2021, 2020, and 2019, we provided incentives to our nonemployee members of our board of directors through the issuance of RSUs out of our share-based incentive plans. RSUs are fully vested when awarded and receive dividend equivalents in the form of additional RSUs upon the payment of a cash dividend on our common stock. During the years ended December 31, 2021, 2020, and 2019, we issued 24,043, 32,196, and 23,270 RSUs, respectively, with a fair value of \$84.83, \$65.39, and \$64.48, respectively, per unit. We recognized approximately \$2.0 million, \$2.1 million, and \$1.5 million, respectively, of compensation expense upon their issuance in 2021, 2020, and 2019. There was no unrecognized compensation related to unvested shares as of December 31, 2021. During the years ended 2021, 2020, and 2019, we issued an additional 8,577, 8,987, and 8,876, respectively, of RSUs as dividend equivalents. As of December 31, 2021, 610,461 RSUs were outstanding.

15. Employee Benefit Plans:

Substantially all Encompass Health employees are eligible to enroll in Encompass Health-sponsored healthcare plans, including coverage for medical and dental benefits. Our primary healthcare plans are national plans administered by third-party administrators. We are self-insured for these plans. During 2021, 2020, and 2019, costs associated with these plans, net of amounts paid by employees and stop-loss recoveries, approximated \$207.6 million, \$189.2 million, and \$178.4 million, respectively.

Encompass Health offers two qualified 401(k) savings plans, the Encompass Health Retirement Investment Plan (the “RIP”) and the Encompass Home Health Savings Plan (the “HHSP”). The RIP allows eligible employees to contribute up to 100% of their pay on a pre-tax basis into their individual retirement account in the plan subject to the normal maximum limits set annually by the Internal Revenue Service. Inpatient rehabilitation employees who are at least 21 years of age are eligible to participate in the RIP and all contributions to the plan are in the form of cash. Encompass Health’s employer matching contribution under the RIP is 50% of the first 6% of each participant’s elective deferrals, which vest 100% after three years of service. Participants are always fully vested in their own contributions.

The HHSP allows eligible employees to contribute up to 60% of their pay on a pre-tax basis into their individual retirement account in the plan subject to the normal maximum limits set annually by the Internal Revenue Service. All home health and hospice full-time and part-time employees are eligible to participate in the HHSP and all contributions to the plan are in the form of cash. Encompass Health’s employer matching contribution under the HHSP is 25% of the first 3% of each participant’s elective deferrals, which vest gradually over a six-year service period. Participants are always fully vested in their own contributions.

Employer contributions to the RIP and HHSP approximated \$28.8 million, \$25.4 million, and \$23.4 million in 2021, 2020, and 2019, respectively. In 2021, 2020, and 2019, approximately \$1.3 million, \$1.5 million, and \$1.4 million, respectively, from forfeited accounts were used to fund the matching contributions in accordance with the terms of the RIP and HHSP.

Senior Management Bonus Program—

We maintain a Senior Management Bonus Program to reward senior management for performance based on a combination of corporate or regional goals for all periods presented and individual goals for 2019 and 2018 only. The corporate and regional goals are approved on an annual basis by our board of directors as part of our routine budgeting and financial planning process. The individual goals, which were weighted according to importance, were determined between each participant and his or her immediate supervisor. The program applies to persons who join the Company in, or are promoted to, senior management positions. In 2022, we expect to pay approximately \$27.8 million under the program for the year ended December 31, 2021. In March 2021 and February 2020, we paid \$17.4 million and \$18.4 million, respectively, under the program for the years ended December 31, 2020 and 2019.

Notes to Consolidated Financial Statements
16. Income Taxes:

The significant components of the *Provision for income tax expense* related to continuing operations are as follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Current:			
Federal	\$ 86.8	\$ 37.7	\$ 58.1
State and other	25.0	13.7	17.8
Total current expense	111.8	51.4	75.9
Deferred:			
Federal	23.6	39.5	32.0
State and other	4.2	12.9	8.0
Total deferred expense	27.8	52.4	40.0
Total income tax expense related to continuing operations	<u>\$ 139.6</u>	<u>\$ 103.8</u>	<u>\$ 115.9</u>

A reconciliation of differences between the federal income tax at statutory rates and our actual income tax expense on our income from continuing operations, which include federal, state, and other income taxes, is presented below:

	For the Year Ended December 31,		
	2021	2020	2019
Tax expense at statutory rate	21.0 %	21.0 %	21.0 %
Increase (decrease) in tax rate resulting from:			
State and other income taxes, net of federal tax benefit	3.8 %	4.2 %	4.3 %
(Decrease) increase in valuation allowance	(0.5)%	1.7 %	0.8 %
Government, class action, and related settlements	— %	— %	(1.2)%
Noncontrolling interests	(3.3)%	(3.7)%	(3.0)%
Share-based windfall tax benefits	(0.5)%	(1.0)%	(1.0)%
Other, net	0.7 %	(0.2)%	(0.3)%
Income tax expense	<u>21.2 %</u>	<u>22.0 %</u>	<u>20.6 %</u>

The *Provision for income tax expense* in 2021 was greater than the federal statutory rate primarily due to: (1) state and other income tax expense offset by (2) the impact of noncontrolling interests, (3) share-based windfall tax benefits and (4) the decrease in valuation allowance. The *Provision for income tax expense* in 2020 was greater than the federal statutory rate primarily due to: (1) state and other income tax expense and (2) the increase in valuation allowance offset by (3) the impact of noncontrolling interests and (4) share-based windfall tax benefits. The *Provision for income tax expense* in 2019 was less than the federal statutory rate primarily due to: (1) the impact of noncontrolling interests, (2) government, class action, and related settlements, and (3) share-based windfall tax benefits offset by (4) state and other income tax expense. See Note 1, *Summary of Significant Accounting Policies*, “Income Taxes,” for a discussion of the allocation of income or loss related to pass-through entities, which is referred to as the impact of noncontrolling interests in this discussion.

In addition to the CARES Act provisions previously discussed in Note 1, *Summary of Significant Accounting Policies*, “Risks and Uncertainties,” the CARES Act also includes provisions relating to net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations, technical corrections to tax depreciation methods for qualified improvement property and deferral of employer payroll taxes. The CARES Act did not materially impact our effective tax rate for the years ended December 31, 2020 and 2021, although it has impacted the timing of cash payments for taxes.

Notes to Consolidated Financial Statements

Deferred income taxes recognize the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for income tax purposes and the impact of available NOLs. The significant components of our deferred tax assets and liabilities are presented in the following table (in millions):

	As of December 31,	
	2021	2020
Deferred income tax assets:		
Net operating loss	\$ 50.4	\$ 57.6
Property, net	—	6.6
Insurance reserve	18.7	17.8
Stock-based compensation	15.2	15.2
Operating lease liabilities	18.2	22.1
Other accruals	35.1	43.4
Tax credits	10.9	10.5
Other	—	0.1
Total deferred income tax assets	148.5	173.3
Less: Valuation allowance	(43.1)	(46.2)
Net deferred income tax assets	105.4	127.1
Deferred income tax liabilities:		
Revenue reserves	(0.7)	(5.7)
Intangibles	(102.9)	(99.7)
Operating lease right-of-use assets	(17.7)	(21.7)
Property, net	(3.4)	—
Carrying value of partnerships	(67.0)	(51.4)
Other	(0.4)	(0.4)
Total deferred income tax liabilities	(192.1)	(178.9)
Net deferred income tax liabilities	\$ (86.7)	\$ (51.8)

We have state NOLs of \$50.4 million that expire in various amounts at varying times through 2031. For the years ended December 31, 2021 and 2020, the net (decrease) increase in our valuation allowance was \$(3.1) million and \$7.8 million, respectively. The decrease in our valuation allowance in 2021 related primarily to changes in forecasted income. The increase in our valuation allowance in 2020 related primarily to our expected ability to use related net operating losses prior to their expiration.

As of December 31, 2021, we have a remaining valuation allowance of \$43.1 million. This valuation allowance remains recorded due to uncertainties regarding our ability to utilize a portion of our state NOLs and other credits before they expire. The amount of the valuation allowance has been determined for each tax jurisdiction based on the weight of all available evidence including management's estimates of taxable income for each jurisdiction in which we operate over the periods in which the related deferred tax assets will be recoverable. It is possible we may be required to increase or decrease our valuation allowance at some future time if our forecast of future earnings varies from actual results on a consolidated basis or in the applicable state tax jurisdictions, if the timing of future tax deductions differs from our expectations, or pursuant to changes in state tax laws and rates.

Our continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. Interest recorded as part of our income tax provision during 2021, 2020, and 2019 was not material. Accrued interest income related to income taxes as of December 31, 2021 and 2020 was not material.

Notes to Consolidated Financial Statements

In December 2016, we signed an agreement with the IRS to participate in their Compliance Assurance Process (“CAP”) for the 2017 tax year and have renewed this agreement each year since. CAP is a program in which we and the IRS endeavor to agree on the treatment of significant tax positions prior to the filing of our federal income tax returns. The IRS is currently examining the 2020, 2021, and 2022 tax years. In September 2021, the IRS issued a no-change letter effectively closing our 2019 tax year audit. The statute of limitations has expired or we have settled federal income tax examinations with the IRS for all tax years through 2019. Our state income tax returns are also periodically examined by various regulatory taxing authorities. We are currently under audit by two states for tax years ranging from 2017 - 2019.

For the tax years that remain open under the applicable statutes of limitations, management considered potential unrecognized tax benefits and determined there are no material unrecognized tax benefits that would impact prior years’ income taxes.

Notes to Consolidated Financial Statements
17. Earnings per Common Share:

The following table sets forth the computation of basic and diluted earnings per common share (in millions, except per share amounts):

	For the Year Ended December 31,		
	2021	2020	2019
Basic:			
<i>Numerator:</i>			
Income from continuing operations	\$ 517.6	\$ 368.8	\$ 446.4
Less: Net income attributable to noncontrolling interests included in continuing operations	(105.0)	(84.6)	(87.1)
Less: Income allocated to participating securities	(1.8)	(1.0)	(1.3)
Income from continuing operations attributable to Encompass Health common shareholders	410.8	283.2	358.0
Loss from discontinued operations, net of tax, attributable to Encompass Health common shareholders	(0.4)	—	(0.6)
Net income attributable to Encompass Health common shareholders	<u>\$ 410.4</u>	<u>\$ 283.2</u>	<u>\$ 357.4</u>
<i>Denominator:</i>			
Basic weighted average common shares outstanding	<u>99.0</u>	<u>98.6</u>	<u>98.0</u>
<i>Basic earnings per share attributable to Encompass Health common shareholders:</i>			
Continuing operations	\$ 4.15	\$ 2.87	\$ 3.66
Discontinued operations	—	—	(0.01)
Net income	<u>\$ 4.15</u>	<u>\$ 2.87</u>	<u>\$ 3.65</u>
Diluted:			
<i>Numerator:</i>			
Income from continuing operations	\$ 517.6	\$ 368.8	\$ 446.4
Less: Net income attributable to noncontrolling interests included in continuing operations	(105.0)	(84.6)	(87.1)
Income from continuing operations attributable to Encompass Health common shareholders	412.6	284.2	359.3
Loss from discontinued operations, net of tax, attributable to Encompass Health common shareholders	(0.4)	—	(0.6)
Net income attributable to Encompass Health common shareholders	<u>\$ 412.2</u>	<u>\$ 284.2</u>	<u>\$ 358.7</u>
<i>Denominator:</i>			
Diluted weighted average common shares outstanding	<u>100.2</u>	<u>99.8</u>	<u>99.4</u>
<i>Diluted earnings per share attributable to Encompass Health common shareholders:</i>			
Continuing operations	\$ 4.11	\$ 2.85	\$ 3.62
Discontinued operations	—	—	(0.01)
Net income	<u>\$ 4.11</u>	<u>\$ 2.85</u>	<u>\$ 3.61</u>

Notes to Consolidated Financial Statements

The following table sets forth the reconciliation between basic weighted average common shares outstanding and diluted weighted average common shares outstanding (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Basic weighted average common shares outstanding	99.0	98.6	98.0
Restricted stock awards, dilutive stock options, and restricted stock units	1.2	1.2	1.4
Diluted weighted average common shares outstanding	100.2	99.8	99.4

Options to purchase approximately 0.2 million, 0.2 million, and 0.1 million shares of common stock were outstanding as of December 31, 2021, 2020, and 2019, respectively, but were not included in the computation of diluted weighted-average shares because to do so would have been antidilutive.

In February 2014, our board of directors approved an increase in our common stock repurchase authorization from \$200 million to \$250 million. The repurchase authorization does not require the repurchase of a specific number of shares, has an indefinite term, and is subject to termination at any time by our board of directors. On July 24, 2018, the Company's board approved resetting the aggregate common stock repurchase authorization to \$250 million. There were no repurchases of our common stock during 2021. During 2020 and 2019, we repurchased 0.1 million and 0.8 million shares of our common stock in the open market for \$6.1 million and \$45.9 million, respectively.

In July 2018, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of \$0.27 per share. The cash dividend of \$0.27 per common share was declared and paid in each quarter through July 2019. In July 2019, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of \$0.28 per share. The cash dividend of \$0.28 per common share was declared and paid in each quarter through January 2022. Future dividend payments are subject to declaration by our board of directors.

18. Contingencies and Other Commitments:

We operate in a highly regulated industry in which healthcare providers are routinely subject to litigation. As a result, various lawsuits, claims, and legal and regulatory proceedings have been and can be expected to be instituted or asserted against us. The resolution of any such lawsuits, claims, or legal and regulatory proceedings could materially and adversely affect our financial position, results of operations, and cash flows in a given period.

Nichols Litigation—

We were named as a defendant in a lawsuit filed March 28, 2003 by several individual stockholders in the Circuit Court of Jefferson County, Alabama, captioned *Nichols v. HealthSouth Corp.* In July 2019, we entered into settlement agreements with all but one plaintiff and paid those settling plaintiffs an aggregate amount of cash less than \$0.1 million. The remaining plaintiff alleged that we, some of our former officers, and our former investment bank engaged in a scheme to overstate and misrepresent our earnings and financial position. The plaintiff sought compensatory and punitive damages. On June 9, 2021, the trial court granted our renewed motion for summary judgment on all of the plaintiff's claims. The plaintiff did not appeal, so the matter has concluded. The conclusion of this matter did not have any impact on our consolidated financial statements.

Other Matters—

The False Claims Act allows private citizens, called “relators,” to institute civil proceedings on behalf of the United States alleging violations of the False Claims Act. These lawsuits, also known as “whistleblower” or “*qui tam*” actions, can involve significant monetary damages, fines, attorneys’ fees and the award of bounties to the relators who successfully prosecute or bring these suits to the government. *Qui tam* cases are sealed at the time of filing, which means knowledge of the information contained in the complaint typically is limited to the relator, the federal government, and the presiding court. The defendant in a *qui tam* action may remain unaware of the existence of a sealed complaint for years. While the complaint is under seal, the government reviews the merits of the case and may conduct a broad investigation and seek discovery from the defendant and other parties before deciding whether to intervene in the case and take the lead on litigating the claims. The court

Notes to Consolidated Financial Statements

lifts the seal when the government makes its decision on whether to intervene. If the government decides not to intervene, the relator may elect to continue to pursue the lawsuit individually on behalf of the government. It is possible that *qui tam* lawsuits have been filed against us, which suits remain under seal, or that we are unaware of such filings or precluded by existing law or court order from discussing or disclosing the filing of such suits. We may be subject to liability under one or more undisclosed *qui tam* cases brought pursuant to the False Claims Act.

It is our obligation as a participant in Medicare and other federal healthcare programs to routinely conduct audits and reviews of the accuracy of our billing systems and other regulatory compliance matters. As a result of these reviews, we have made, and will continue to make, disclosures to the HHS-OIG and CMS relating to amounts we suspect represent over-payments from these programs, whether due to inaccurate billing or otherwise. Some of these disclosures have resulted in, or may result in, Encompass Health refunding amounts to Medicare or other federal healthcare programs.

Other Commitments—

We are a party to service and other contracts in connection with conducting our business. Minimum amounts due under these agreements are \$55.4 million in 2022, \$35.0 million in 2023, \$25.2 million in 2024, \$11.2 million in 2025, \$9.0 million in 2026, and \$13.0 million thereafter. These contracts primarily relate to software licensing and support.

19. Segment Reporting:

Our internal financial reporting and management structure is focused on the major types of services provided by Encompass Health. We manage our operations using two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. These reportable operating segments are consistent with information used by our chief executive officer, who is our chief operating decision maker, to assess performance and allocate resources. The following is a brief description of our reportable segments:

- *Inpatient Rehabilitation* - Our national network of inpatient rehabilitation hospitals stretches across 35 states and Puerto Rico, with a concentration of hospitals in the eastern half of the United States and Texas. As of December 31, 2021, we operate 145 inpatient rehabilitation hospitals. We are the sole owner of 91 of these hospitals. We retain 50.0% to 97.5% ownership in the remaining 54 jointly owned hospitals. In addition, we manage three inpatient rehabilitation units through management contracts. We provide specialized rehabilitative treatment on both an inpatient and outpatient basis. Our inpatient rehabilitation hospitals provide a higher level of rehabilitative care to patients who are recovering from conditions such as stroke and other neurological disorders, cardiac and pulmonary conditions, brain and spinal cord injuries, complex orthopedic conditions, and amputations.
- *Home Health and Hospice* - As of December 31, 2021, we provide home health services in 251 locations and hospice services in 96 locations across 34 states with a concentration in the southern half of the United States. We are the sole owner of 336 of these locations. We retain 50.0% to 90.0% ownership in the remaining 11 jointly owned locations. Our home health services include a comprehensive range of Medicare-certified home nursing services to adult patients in need of care. These services include, among others, skilled nursing, physical, occupational, and speech therapy, medical social work, and home health aide services. Hospice care focuses on the quality of life for patients who are experiencing an advanced, life limiting illness while treating the person and symptoms of the disease, rather than the disease itself.

The accounting policies of our reportable segments are the same as those described in Note 1, *Summary of Significant Accounting Policies*. All revenues for our services are generated through external customers. See Note 1, *Summary of Significant Accounting Policies*, “Net Operating Revenues,” for the disaggregation of our revenues. No corporate overhead is allocated to either of our reportable segments. Our chief operating decision maker evaluates the performance of our segments and allocates resources to them based on adjusted earnings before interest, taxes, depreciation, and amortization (“Segment Adjusted EBITDA”).

Notes to Consolidated Financial Statements

Selected financial information for our reportable segments is as follows (in millions):

	Inpatient Rehabilitation			Home Health and Hospice		
	For the Year Ended December 31,			For the Year Ended December 31,		
	2021	2020	2019	2021	2020	2019
Net operating revenues	\$ 4,015.0	\$ 3,566.2	\$ 3,513.0	\$ 1,106.6	\$ 1,078.2	\$ 1,092.0
Operating expenses:						
Inpatient rehabilitation:						
Salaries and benefits	2,127.3	1,903.8	1,813.1	—	—	—
Other operating expenses	594.8	534.7	521.9	—	—	—
Supplies	184.2	171.0	147.0	—	—	—
Occupancy costs	59.0	61.4	64.8	—	—	—
Home health and hospice:						
Cost of services (excluding depreciation and amortization)	—	—	—	489.3	511.3	506.2
Support and overhead costs	—	—	—	406.2	402.8	381.7
	2,965.3	2,670.9	2,546.8	895.5	914.1	887.9
Other income	(6.9)	(8.0)	(10.5)	(1.6)	—	—
Equity in net income of nonconsolidated affiliates	(3.4)	(3.0)	(5.5)	(0.6)	(0.5)	(1.2)
Noncontrolling interests	103.2	83.3	82.6	1.8	1.3	9.5
Segment Adjusted EBITDA	\$ 956.8	\$ 823.0	\$ 899.6	\$ 211.5	\$ 163.3	\$ 195.8
Capital expenditures	\$ 545.6	\$ 404.6	\$ 391.4	\$ 5.6	\$ 3.6	\$ 12.7

	Inpatient Rehabilitation	Home Health and Hospice	Encompass Health Consolidated
As of December 31, 2021			
Total assets	\$ 5,143.0	\$ 1,721.9	\$ 6,864.9
Investments in and advances to nonconsolidated affiliates	2.4	1.6	4.0
As of December 31, 2020			
Total assets	\$ 4,834.7	\$ 1,611.2	\$ 6,445.9
Investments in and advances to nonconsolidated affiliates	1.5	4.0	5.5

Notes to Consolidated Financial Statements

Segment reconciliations (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Total Segment Adjusted EBITDA	\$ 1,168.3	\$ 986.3	\$ 1,095.4
General and administrative expenses	(197.3)	(155.5)	(247.0)
Depreciation and amortization	(256.6)	(243.0)	(218.7)
Loss on disposal or impairment of assets	(0.4)	(11.6)	(11.1)
Government, class action, and related settlements	—	(2.8)	—
Loss on early extinguishment of debt	(1.0)	(2.3)	(7.7)
Interest expense and amortization of debt discounts and fees	(164.6)	(184.2)	(159.7)
Net income attributable to noncontrolling interests	105.0	84.6	87.1
SARs mark-to-market impact on noncontrolling interests	—	—	5.0
Change in fair market value of equity securities	0.6	0.4	0.8
Gain on consolidation of joint venture formerly accounted for under the equity method of accounting	3.2	2.2	19.2
Payroll taxes on SARs exercise	—	(1.5)	(1.0)
Income from continuing operations before income tax expense	\$ 657.2	\$ 472.6	\$ 562.3

Additional detail regarding the revenues of our operating segments by service line follows (in millions):

	For the Year Ended December 31,		
	2021	2020	2019
Inpatient rehabilitation:			
Inpatient	\$ 3,918.1	\$ 3,496.1	\$ 3,423.5
Outpatient and other	96.9	70.1	89.5
Total inpatient rehabilitation	4,015.0	3,566.2	3,513.0
Home health and hospice:			
Home health	897.3	877.6	918.0
Hospice	209.3	200.6	174.0
Total home health and hospice	1,106.6	1,078.2	1,092.0
Total net operating revenues	\$ 5,121.6	\$ 4,644.4	\$ 4,605.0

EXHIBIT LIST

Effective as of January 1, 2018, we changed our name to Encompass Health Corporation. By operation of law, any reference to “HealthSouth” in these exhibits should be read as “Encompass Health” as set forth in the Exhibit List below.

<u>No.</u>	<u>Description</u>
3.1.1	Amended and Restated Certificate of Incorporation of Encompass Health Corporation, effective as of January 1, 2018 (incorporated by reference to Exhibit 3.1 to Encompass Health’s Current Report on Form 8-K filed on October 25, 2017).
3.1.2	Certificate of Designations of 6.50% Series A Convertible Perpetual Preferred Stock, as filed with the Secretary of State of the State of Delaware on March 7, 2006 (incorporated by reference to Exhibit 3.1 to Encompass Health’s Current Report on Form 8-K filed on March 9, 2006).
3.2	Amended and Restated Bylaws of Encompass Health Corporation, effective as of January 1, 2018 (incorporated by reference to Exhibit 3.2 to Encompass Health’s Current Report on Form 8-K filed on October 25, 2017).
4.1.1	Indenture, dated as of December 1, 2009, between Encompass Health Corporation and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York, relating to Encompass Health’s 5.125% Senior Notes due 2023, 5.75% Senior Notes due 2024, and 5.75% Senior Notes due 2025 (incorporated by reference to Exhibit 4.7.1 to Encompass Health’s Annual Report on Form 10-K filed on February 23, 2010).
4.1.2	First Supplemental Indenture, dated December 1, 2009, among Encompass Health Corporation, the Subsidiary Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York (incorporated by reference to Exhibit 4.7.2 to Encompass Health’s Annual Report on Form 10-K filed on February 23, 2010).
4.1.3	Second Supplemental Indenture, dated as of October 7, 2010, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York (incorporated by reference to Exhibit 4.2 to Encompass Health’s Current Report on Form 8-K filed on October 12, 2010).
4.1.4	Third Supplemental Indenture, dated October 7, 2010, among Encompass Health Corporation, the Subsidiary Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York (incorporated by reference to Exhibit 4.3 to Encompass Health’s Current Report on Form 8-K filed on October 12, 2010).
4.1.5	Fourth Supplemental Indenture, dated September 11, 2012, among Encompass Health Corporation, the Subsidiary Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York (incorporated by reference to Exhibit 4.2 to Encompass Health’s Current Report on Form 8-K filed on September 11, 2012).
4.1.6	Fifth Supplemental Indenture, dated as of March 12, 2015, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to Encompass Health’s 5.125% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 to Encompass Health’s Current Report on Form 8-K filed on March 12, 2015).
4.1.7	Sixth Supplemental Indenture, dated as of August 7, 2015, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.4 to Encompass Health’s Current Report on Form 8-K filed on August 12, 2015).
4.1.8	Seventh Supplemental Indenture, dated as of September 16, 2015, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee and successor in interest to The Bank of Nova Scotia Trust Company of New York, relating to Encompass Health’s 5.75% Senior Notes due 2025 (incorporated by reference to Exhibit 4.2 to Encompass Health’s Current Report on Form 8-K filed on September 21, 2015).
4.1.9	Eighth Supplemental Indenture dated as of September 18, 2019, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to the 4.500% Notes due 2028 (incorporated by referenced to Exhibit 4.2 to the Encompass Health’s Current Report on Form 8-K filed on September 18, 2019).
4.1.10	Ninth Supplemental Indenture dated as of September 18, 2019, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to the 4.750% Notes due 2030 (incorporated by referenced to Exhibit 4.3 to the Encompass Health’s Current Report on Form 8-K filed on September 18, 2019).

Table of Contents

- [4.1.11 Tenth Supplemental Indenture, dated as of October 5, 2020, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to the 4.625% Notes due 2031 \(incorporated by reference to Exhibit 4.2 to the Encompass Health's Current Report on Form 8-K filed on October 5, 2020\).](#)
- [4.1.12 Eleventh Supplemental Indenture, dated as of December 15, 2021, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to the 5.75% Notes due 2025 \(incorporated by reference to Exhibit 4.3 to the Encompass Health's Current Report on Form 8-K filed on December 17, 2021\).](#)
- [4.1.13 Twelfth Supplemental Indenture, dated as of January 24, 2022, among Encompass Health Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, relating to the 4.500% Notes due 2028, 4.750% Notes due 2030 and 4.625% Notes due 2031 \(incorporated by reference to Exhibit 4.5 to the Encompass Health's Current Report on Form 8-K filed on January 25, 2022\).](#)
- [4.2 Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934 \(Common Stock\)\(incorporated by reference to Exhibit 4.2 to Encompass Health's Annual Report on Form 10-K filed on February 27, 2020\).](#)
- [10.1.1 Encompass Health Corporation Amended and Restated 2004 Director Incentive Plan \(incorporated by reference to Exhibit 10.12.1 to Encompass Health's Annual Report on Form 10-K filed on March 29, 2006\).+](#)
- [10.1.2 Form of Restricted Stock Unit Agreement \(Amended and Restated 2004 Director Incentive Plan\)\(incorporated by reference to Exhibit 10.12.2 to Encompass Health's Annual Report on Form 10-K filed on March 29, 2006\).+](#)
- [10.2 Form of Indemnity Agreement entered into between Encompass Health Corporation and the directors of Encompass Health \(incorporated by reference to Exhibit 10.31 to Encompass Health's Annual Report on Form 10-K filed on June 27, 2005\).+](#)
- [10.3 Encompass Health Corporation Fifth Amended and Restated Change in Control Benefits Plan \(incorporated by reference to Exhibit 10.1 to Encompass Health's Quarterly Report on Form 10-Q filed on November 2, 2020\).+](#)
- [10.4 Description of the Encompass Health Corporation Senior Management Compensation Recoupment Policy \(incorporated by reference to Item 5, "Other Matters," in Encompass Health's Quarterly Report on Form 10-Q filed on November 4, 2009\).+](#)
- [10.5 Description of the Encompass Health Corporation Senior Management Bonus and Long-Term Incentive Plans \(incorporated by reference to the section captioned "Executive Compensation – Compensation Discussion and Analysis – Elements of Executive Compensation" in Encompass Health's Definitive Proxy Statement on Schedule 14A filed on March 26, 2021\).+](#)
- [10.6 Description of the annual compensation arrangement for non-employee directors of Encompass Health Corporation \(incorporated by reference to the section captioned "Corporate Governance and Board Structure – Compensation of Directors" in Encompass Health's Definitive Proxy Statement on Schedule 14A, filed on March 26, 2021\).+](#)
- [10.7 Encompass Health Corporation Fifth Amended and Restated Executive Severance Plan \(incorporated by reference to Exhibit 10.2 to Encompass Health's Quarterly Report on Form 10-Q filed on October 31, 2018\).+](#)
- [10.8 Encompass Health Corporation Nonqualified 401\(k\) Plan \(incorporated by reference to Exhibit 10.8 to Encompass Health's Annual Report on Form 10-K filed on February 27, 2020\).+](#)
- [10.9.1 Encompass Health Corporation Amended and Restated 2008 Equity Incentive Plan \(incorporated by reference to Exhibit 4\(d\) to Encompass Health's Registration Statement on Form S-8 filed on August 2, 2011\).+](#)
- [10.9.2 Form of Non-Qualified Stock Option Agreement \(2008 Equity Incentive Plan\)\(incorporated by reference to Exhibit 10.10.2 to Encompass Health's Annual Report on Form 10-K filed on February 22, 2017\).+](#)
- [10.9.3 Form of Non-Qualified Stock Option Agreement \(Amended and Restated 2008 Equity Incentive Plan\)\(incorporated by reference to Exhibit 10.10.3 to Encompass Health's Annual Report on Form 10-K filed on February 22, 2017\).+](#)
- [10.9.4 Form of Restricted Stock Unit Award \(Amended and Restated 2008 Equity Incentive Plan\)\(incorporated by reference to Exhibit 10.1.5 to Encompass Health's Quarterly Report on Form 10-Q filed on August 4, 2011\).+](#)
- [10.10 Encompass Health Corporation Directors' Deferred Stock Investment Plan \(incorporated by reference to Exhibit 10.15 to Encompass Health's Annual Report on Form 10-K filed on February 19, 2013\).+](#)
- [10.11.1 Encompass Health Corporation 2016 Omnibus Performance Incentive Plan \(incorporated by reference to Exhibit 10.1.1 to Quarterly Report on Form 10-Q filed on July 29, 2016\).+](#)

Table of Contents

- [10.11.2 Form of Non-Qualified Stock Option Agreement \(2016 Omnibus Performance Incentive Plan\)\(incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on December 12, 2016\).+](#)
- [10.11.3 Form of Restricted Stock Award \(2016 Omnibus Performance Incentive Plan\)\(incorporated by reference to Exhibit 10.1.3 to Quarterly Report on Form 10-Q filed on July 29, 2016\).+](#)
- [10.11.4 Form of Performance Share Unit Award \(2016 Omnibus Performance Incentive Plan\)\(incorporated by reference to Exhibit 10.1.4 to Quarterly Report on Form 10-Q filed on July 29, 2016\).+](#)
- [10.11.5 Form of Restricted Stock Unit Award \(2016 Omnibus Performance Incentive Plan\)\(incorporated by reference to Exhibit 10.1.5 to Quarterly Report on Form 10-Q filed on July 29, 2016\).+](#)
- [10.12 Second Amended and Restated Collateral and Guarantee Agreement, dated November 25, 2019, by and among Encompass Health Corporation, certain of its subsidiaries, and Barclays Bank PLC, as collateral agent \(incorporated by reference to Exhibit 10.2 to Encompass Health's Current Report on Form 8-K filed on December 2, 2019\).](#)
- [10.13.1 Fifth Amended and Restated Credit Agreement, dated November 25, 2019, by and among Encompass Health Corporation, certain of its subsidiaries, Barclays Bank PLC, as administrative agent and collateral agent, Citigroup Global Markets Inc., as syndication agent, Bank of America, N.A., Goldman Sachs Bank USA, and Morgan Stanley Senior Funding, Inc., as co-documentation agents, and various other lenders from time to time \(incorporated by reference to Exhibit 10.1 to Encompass Health's Current Report on Form 8-K filed on December 2, 2019\).](#)
- [10.13.2 First Amendment to Fifth Amended and Restated Credit Agreement, dated April 24, 2020, by and among Encompass Health Corporation, certain of its subsidiaries, and Barclays Bank PLC, as administrative agent and collateral agent \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 27, 2020\).](#)
- [10.14 Homecare Homebase, L.L.C. Restated Client Service and License Agreement, dated December 31, 2014, by and between Homecare Homebase, L.L.C. and EHHI Holdings, Inc. \(incorporated by reference to Exhibit 10.19 to Encompass Health's Annual Report on Form 10-K filed on March 2, 2015\).*](#)
- [10.15 Second Amended and Restated Senior Management Agreement, dated as of October 7, 2019, by and among EHHI Holdings, Inc., April Anthony, and Encompass Health Corporation \(incorporated by reference to Exhibit 4.2 to Encompass Health's Annual Report on Form 10-K filed on February 27, 2020\).+](#)
- [10.16 Letter Agreement, dated June 21, 2021, between Encompass Health Corporation and Barbara A. Jacobsmeyer \(incorporated by reference to Exhibit 10.1 to Encompass Health's Quarterly Report on Form 10-Q filed on August 3, 2021\).+](#)
- [21.1 Subsidiaries of Encompass Health Corporation.](#)
- [22.1 Subsidiary Guarantors and Issuers of Guaranteed Securities and Affiliates Whose Securities Collateralize Securities of the Registrant.](#)
- [23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.](#)
- [24.1 Power of Attorney \(included as part of signature page\).](#)
- [31.1 Certification of Chief Executive Officer required by Rule 13a-14\(a\) or Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [31.2 Certification of Chief Financial Officer required by Rule 13a-14\(a\) or Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- [32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101 Sections of the Encompass Health Corporation Annual Report on Form 10-K for the year ended December 31, 2021, formatted in XBRL (eXtensible Business Reporting Language), submitted in the following files:
 - 101.INS XBRL Instance Document
 - 101.SCH XBRL Taxonomy Extension Schema Document
 - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
 - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

+ Management contract or compensatory plan or arrangement.

* Certain portions of this exhibit have been omitted pursuant to a request for confidential treatment. The nonpublic information has been filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

EXHIBIT 13

May 24, 2022

RE: CON application for Encompass Health Rehabilitation Hospital of Southern Maryland, LLC - Additional 10 Beds

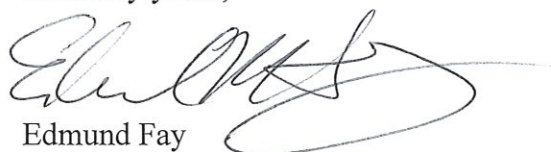
Wynnee Hawk, RN, JD
Chief - Certificate of Need, Center for Health Care Facilities Planning & Development
Maryland Health Care Commission
4160 Patterson Avenue
Baltimore, MD 21215

Dear Ms. Hawk:

This letter serves as confirmation that with respect to the above-mentioned project, Encompass Health Corporation ("Encompass Health"), the parent company of Encompass Health Rehabilitation Hospital of Southern Maryland, LLC, has available funds and will commit sufficient funds for this project.

Encompass Health has ample existing cash, cash flow from operations, and funds available under its credit facility to offer more than adequate funds for the proposed project. Encompass Health has confidence in the projected project costs of \$13.1 Million for this project. Encompass Health has conservatively designated funds up to \$20 Million for this project. We have sufficient resources to fully fund these expenditures in addition to our other ongoing obligation

Sincerely yours,



Edmund Fay
Senior Vice President and Treasurer
Encompass Health Corporation

EXHIBIT 14

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
Alabama A&M University	4900 Meridian Street North, Huntsville, AL 35811	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Alabama A&M University	4900 Meridian Street North, Huntsville, AL 35811	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Alabama State University	915 South Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Dothan	Alabama
Alabama State University	Dean, College of Health Sciences, 915 South Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Alabama State University	915 S. Jackson Street, AL 36104	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Alabama State University	915 South Jackson Street, Montgomery, AL 36104	Therapy	Regional Rehabilitation Hospital	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Medical Student	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Pharmacy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Albany State University	2400 Gillionville Road, Albany, GA 31707	Therapy	Regional Rehabilitation Hospital	Alabama
Auburn University	710 Donahue Drive, Auburn University School of Nursing, Auburn, AL 36849	Nursing	Regional Rehabilitation Hospital	Alabama
Auburn University Harrison School of Pharmacy	2316 Walker Building, Auburn, AL 36849	Pharmacy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Auburn University Harrison School of Pharmacy	2244 Walker Building, Auburn, AL 36849	Pharmacy	Encompass Health Rehabilitation Hospital of Dothan	Alabama
Auburn University School of Nursing	710 South Donahue Drive, Auburn, Alabama 36849	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Auburn University, on behalf of the College of Liberal Arts	College of Liberal Arts, Department of Communication Disorders, 1199 Haley Center, Auburn University, AL 36849, Attn: Alicia Still	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Auburn University, on behalf of the College of Liberal Arts	College of Liberal Arts, Department of Communication Disorders, 1199 Haley Center, Auburn University, AL 36849, Attn: Alicia Still	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Auburn University, on behalf of the College of Liberal Arts	College of Liberal Arts, Department of Communication Disorders, 1199 Haley Center, Auburn University, AL 36849, Attn: Alicia Still	Pharmacy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Calhoun Community College	P.O. Box 2216, Decatur, AL 35609	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Capps College, Inc. d/b/a Fortis College	3470 Eastdale Circle, Montgomery, AL 36117	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Chattahoochee Valley Community College	2602 College Drive, Phenix City, AL 36869-7917	Nursing	Regional Rehabilitation Hospital	Alabama
Chattahoochee Valley Community College	2602 College Drive, Phenix City, AL 36869-7917	Therapy	Regional Rehabilitation Hospital	Alabama
Chattahoochee Valley Community College	2602 College Drive, Phenix City, AL 36869-7917	Pharmacy	Regional Rehabilitation Hospital	Alabama
Drake State Community and Technical College	3421 Meridian Street North, Huntsville, AL 35811	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Drake State Community and Technical College	3421 Meridian Street North, Huntsville, AL 35811	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109, Attention: Heather Mount, PT, DSC	Therapy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Gadsden State Community College	1001 George Wallace Drive, Gadsden, AL 35903	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Gadsden State Community College	1001 George Wallace Drive, Gadsden, AL 35903	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
George C. Wallace State Community College d/b/a Wallace State Community College	P.O. Box 2000; Hanceville, AL 35077-2000	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
George C. Wallace State Community College d/b/a Wallace State Community College	P.O. Box 2000; Hanceville, AL 35077-2000	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
George C. Wallace State Community College d/b/a Wallace State Community College	801 Main Street Northwest, P.O. Box 2000, Hanceville, AL 35077	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
George C. Wallace State Community College d/b/a Wallace State Community College	801 Main Street Northwest, P.O. Box 2000, Hanceville, AL 35077	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
J.F. Drake State Technical College	3421 Meridian Street North; Huntsville, AL 35811		Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Jacksonville State University	700 Pelham Road North, Jacksonville, AL 36265	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Jacksonville State University	700 Pelham Road North, Jacksonville, AL 36265	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Jefferson State Community College	2601 Carson Road, Birmingham, AL 35215	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Jefferson State Community College	4600 Valleydale Road, Birmingham, AL 35242	Nursing	Encompass Health Rehabilitation Hospital of Shelby County	Alabama

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
Jefferson State Community College	4600 Valleydale Road, Birmingham, AL 35242	Therapy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Jefferson State Community College	2601 Carson Road, Birmingham, AL 35215	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Jefferson State Community College	2601 Carson Road, Birmingham, AL 35215	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Jes Health Services	2629 East Boulevard, Montgomery, AL 36116	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Lawson State Community College	3060 Wilson Road SW, Birmingham, AL 35221	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Lawson State Community College	3060 Wilson Road Southwest, Birmingham, AL 35221	Nursing	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Oakwood University	7000 Adventist Boulevard NW, Huntsville, AL 35896	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Oakwood University	7000 Adventist Boulevard NW, Huntsville, AL 35896	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Nursing	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Nursing	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Therapy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Pharmacy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Samford University, through its College of Health Sciences	Samford University, College of Health Sciences, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: Contracts Attorney; With a Copy to: Samford University, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: General Counsel	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Samford University, through its College of Health Sciences	Samford University, College of Health Sciences, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: Contracts Attorney; With a Copy to: Samford University, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: General Counsel	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
Samford University, through its College of Health Sciences	Samford University, College of Health Sciences, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: Contracts Attorney; With a Copy to: Samford University, 800 Lakeshore Drive, Birmingham, Alabama 35229, Attn: General Counsel	Pharmacy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
South University	5355 Vaughn Road, Montgomery, AL 36116	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
South University Montgomery, LLC	5355 Vaughn Road, Montgomery, AL 36116	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
South University of Alabama, LLC	5355 Vaughn Road, Montgomery, AL 36116	Therapy	Regional Rehabilitation Hospital	Alabama
Southern Union State Community College	301 Lake Condry Road, Opelika, AL 36801	Nursing	Regional Rehabilitation Hospital	Alabama
Southern Union State Community College	321 Fob James Drive, Valley, AL 36854	Pharmacy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Southern Union State Community College	321 Fob James Drive, Valley, AL 36854	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Southern Union State Community College	321 Fob James Drive, Valley, AL 36854	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
The Board of Trustees of the University of Alabama	700 University Boulevard East, Room 145, Tuscaloosa, AL 35487	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South - AB 921, Birmingham, AL 35294-0109	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South - AB 921, Birmingham, AL 35294-0109	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South - AB921, Birmingham, AL, 35294-0109	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South, Birmingham, AL 35294	Therapy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South - AB 921, Birmingham, AL 35294-0109	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South - AB 921, Birmingham, AL 35294-0109	Therapy	Encompass Health Rehabilitation Hospital of Dothan	Alabama
The Board of Trustees of The University of Alabama, for an on behalf of The University of Alabama in Huntsville	301 Sparkman Drive, Huntsville, AL 35899	Nursing	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
The Board of Trustees of The University of Alabama, for an on behalf of The University of Alabama in Huntsville	301 Sparkman Drive, Huntsville, AL 35899	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
The University of Montevallo	75 College Drive, Montevallo, AL 35115	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
Troy University	400 Pell Avenue, Troy, Alabama 36082	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Troy University	400 Pell Avenue, Troy, Alabama 36082	Therapy	Encompass Health Rehabilitation Hospital of Dothan	Alabama
Troy University	400 Pell Avenue, Troy, Alabama 36082	Pharmacy	Encompass Health Rehabilitation Hospital of Dothan	Alabama
Troy University	400 Pell Avenue, Troy, Alabama 36082	Nursing	Encompass Health Rehabilitation Hospital of Dothan	Alabama
Troy University	Tory University, 103 McCartha Hall, Troy, Alabama 36082, Attention: Rebecca Blankenship, Lecturer, BSW, Practicum Director	Pharmacy	Regional Rehabilitation Hospital	Alabama
Troy University	Tory University, 103 McCartha Hall, Troy, Alabama 36082, Attention: Rebecca Blankenship, Lecturer, BSW, Practicum Director	Nursing	Regional Rehabilitation Hospital	Alabama
Troy University	Tory University, 103 McCartha Hall, Troy, Alabama 36082, Attention: Rebecca Blankenship, Lecturer, BSW, Practicum Director	Therapy	Regional Rehabilitation Hospital	Alabama
Tuskegee University	1200 W. Montgomery Road, Tuskegee, AL 36088	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Tuskegee University	School of Nursing and Allied Health, 209 Basil O'Connor Hall, 1200 W. Montgomery Road, Tuskegee, AL 36088	Therapy	Regional Rehabilitation Hospital	Alabama
University Of Montevallo	75 College Drive, Montevallo, AL 35115	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
University Of Montevallo	75 College Drive, Montevallo, AL 35115	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
University of Montevallo	75 College Drive, Montevallo, AL 35115	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
University of South Alabama	307 University Boulevard, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of Gadsden	Alabama
University of South Alabama	307 University Boulevard, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of North Alabama	Alabama
University of South Alabama College of Allied Health Professionals	5721 USA Drive North, Mobile, AL 36688-0002	Therapy	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
University of South Alabama College of Allied Health Professionals	5721 USA Drive North, Mobile, AL 36688-0002	Nursing	Encompass Health Lakeshore Rehabilitation Hospital	Alabama
University of South Alabama College of Allied Health Professions	5721 USA Drive North, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
University of South Alabama College of Allied Health Professions	5721 USA Drive North, Mobile, AL 36688	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
University of South Alabama, by and through its College of Allied Health Professions	College of Allied Health Professions, Occupational Therapy, 5721 USA Drive North, HAHN 2027, Mobile, Alabama 36688; with a copy to: College of Allied Health Professions, Physical Therapy, 5721 USA Drive North, HAHN 2011, Mobile, Alabama 36688; with a copy to: College of Allied Health Professions, Speech Pathology & Audiology, 5721 USA Drive North, HAHN 1119, Mobile, Alabama 36688	Therapy	Encompass Health Rehabilitation Hospital of Shelby County	Alabama
Virginia College, in affiliation with Education Corporation of America	3660 Grandview Parkway, Suite 300, Birmingham, AL 35243	Pharmacy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Virginia College, in affiliation with Education Corporation of America	3660 Grandview Parkway, Suite 300, Birmingham, AL 35243	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Wallace State Community College	801 Main Street NW, Hanceville, AL 35077	Nursing	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
Wallace State Community College	801 Main Street NW, Hanceville, AL 35077	Therapy	Encompass Health Rehabilitation Hospital of Montgomery	Alabama
University of New Mexico	1 University of New Mexico, MSC09 5230, Albuquerque, NM 87131-001	Therapy	Encompass Health Rehabilitation Hospital of Scottsdale	Arizona
University of New Mexico	MSC09 5230, 1 University of New Mexico, Albuquerque, NM 87131	Therapy	Encompass Health Rehabilitation Hospital of East Valley	Arizona

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
The Board of Governors of the Colorado State University System, acting by and through Colorado State University, for the benefit of the College of Health and Human Services	217 L.L. Gibbons Building, 1501 Campus Delivery, Fort Collins, Colorado 80523-1501; With a copy to: Colorado State University, Alison Herman, DHSc, MPH, OTR/L, Assistant Professor, Academic Fieldwork Coordinator, Department of Occupational Therapy, Colorado State University, 1573 Campus Delivery, Occupational Therapy Building, Room 205, Fort Collins, Colorado 80523-1573; With a copy to: Deborah Krogh-Michna, Fieldwork Program Assistant; With a copy to: Colorado State University, Liz Davis, Director of Field Education, Colorado State University, School of Social Work, 1586 Campus Delivery, Fort Collins, Colorado 80523-1586; With a copy to: Office of the General Counsel, 01 Administration Building, Campus Delivery 0006, Fort Collins, Colorado 80523-0006	Therapy	CHI St. Vincent Sherwood Rehabilitation Hospital, a partner of Encompass Health	Arkansas
The Board of Governors of the Colorado State University System, acting by and through Colorado State University, for the benefit of the College of Health and Human Services	217 L.L. Gibbons Building, 1501 Campus Delivery, Fort Collins, Colorado 80523-1501; With a copy to: Colorado State University, Alison Herman, DHSc, MPH, OTR/L, Assistant Professor, Academic Fieldwork Coordinator, Department of Occupational Therapy, Colorado State University, 1573 Campus Delivery, Occupational Therapy Building, Room 205, Fort Collins, Colorado 80523-1573; With a copy to: Deborah Krogh-Michna, Fieldwork Program Assistant; With a copy to: Colorado State University, Liz Davis, Director of Field Education, Colorado State University, School of Social Work, 1586 Campus Delivery, Fort Collins, Colorado 80523-1586; With a copy to: Office of the General Counsel, 01 Administration Building, Campus Delivery 0006, Fort Collins, Colorado 80523-0006	Nursing	CHI St. Vincent Sherwood Rehabilitation Hospital, a partner of Encompass Health	Arkansas
The Board of Governors of the Colorado State University System, acting by and through Colorado State University, for the benefit of the College of Health and Human Services	217 L.L. Gibbons Building, 1501 Campus Delivery, Fort Collins, Colorado 80523-1501; With a copy to: Colorado State University, Alison Herman, DHSc, MPH, OTR/L, Assistant Professor, Academic Fieldwork Coordinator, Department of Occupational Therapy, Colorado State University, 1573 Campus Delivery, Occupational Therapy Building, Room 205, Fort Collins, Colorado 80523-1573; With a copy to: Deborah Krogh-Michna, Fieldwork Program Assistant; With a copy to: Colorado State University, Liz Davis, Director of Field Education, Colorado State University, School of Social Work, 1586 Campus Delivery, Fort Collins, Colorado 80523-1586; With a copy to: Office of the General Counsel, 01 Administration Building, Campus Delivery 0006, Fort Collins, Colorado 80523-0006	Pharmacy	CHI St. Vincent Sherwood Rehabilitation Hospital, a partner of Encompass Health	Arkansas
University of South Alabama	307 North University Boulevard, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Jonesboro	Arkansas
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Miami	Florida
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109-3390; Attn: Heather Mount, PT, DSC	Therapy	Encompass Health Rehabilitation Hospital of Tallahassee	Florida
Faulkner University	5345 Atlanta Highway, Montgomery, AL 36109-3390; Attn: Heather Mount, PT, DSC	Nursing	Encompass Health Rehabilitation Hospital of Tallahassee	Florida
Grand Valley State University	One Campus Drive, 2015 James H. Zumberge Hall, Allendale, Michigan 49401	Therapy	Encompass Health Rehabilitation Hospital of Miami	Florida
The Alabama College of Osteopathic Medicine, Inc.	445 Health Sciences Blvd., Dothan, AL 36303	Medical Student	Encompass Health Rehabilitation Hospital of Tallahassee	Florida
The University Of South Florida Board of Trustees	4202 East Fowler Avenue, ALN147, Tampa, FL 33620-5800	Therapy	Encompass Health Rehabilitation Hospital of Largo	Florida
The University Of South Florida Board of Trustees	4202 East Fowler Avenue, ALN147, Tampa, FL 33620-5800	Pharmacy	Encompass Health Rehabilitation Hospital of Largo	Florida
The University Of South Florida Board of Trustees	4202 East Fowler Avenue, ALN147, Tampa, FL 33620-5800	Nursing	Encompass Health Rehabilitation Hospital of Largo	Florida

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
University of South Alabama	307 University Boulevard, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of Pensacola	Florida
University of South Alabama College of Allied Health Professions Occupational Therapy	5721 USA Drive North - HAHN #2027, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Tallahassee	Florida
Alabama State University	915 S. University Drive, Montgomery, AL 36104	Therapy	Rehabilitation Hospital of Newnan	Georgia
Faulkner University	Department of Speech Language Pathology, 5345 Atlanta Highway, Montgomery, AL 36109-3390, Attn: Amy Ogburn, Ph.D., CCC-SLP	Therapy	Rehabilitation Hospital of Newnan	Georgia
Faulkner University	Department of Speech Language Pathology, 5345 Atlanta Highway, Montgomery, AL 36109-3390, Attn: Amy Ogburn, Ph.D., CCC-SLP	Nursing	Rehabilitation Hospital of Newnan	Georgia
Southern Union State Community College	750 Roberts Street, Wadley, AL 36276	Therapy	Rehabilitation Hospital of Newnan	Georgia
The University of Alabama at Birmingham - Departments of Occupational Therapy and Physical Therapy	1716 9th Avenue South, SHPB 349, Birmingham, AL 35294-1212	Medical Student	Rehabilitation Hospital of Newnan	Georgia
Troy University, on behalf of the College of Health and Human Services and the School of Social Work and Human Services	104 McCartha Hall, Troy, AL 36082	Medical Student	Rehabilitation Hospital of Newnan	Georgia
Troy University, on behalf of the College of Health and Human Services and the School of Social Work and Human Services	104 McCartha Hall, Troy, AL 36082	Nursing	Rehabilitation Hospital of Newnan	Georgia
Troy University, on behalf of the College of Health and Human Services and the School of Social Work and Human Services	104 McCartha Hall, Troy, AL 36082	Pharmacy	Rehabilitation Hospital of Newnan	Georgia
Troy University, on behalf of the College of Health and Human Services and the School of Social Work and Human Services	104 McCartha Hall, Troy, AL 36082	Therapy	Rehabilitation Hospital of Newnan	Georgia
Tuskegee University	1200 W. Montgomery Road, Tuskegee, AL 36088	Therapy	Rehabilitation Hospital of Newnan	Georgia
Tuskegee University	1200 W. Montgomery Road, Tuskegee, AL 36088	Medical Student	Rehabilitation Hospital of Newnan	Georgia
Tuskegee University	1200 W. Montgomery Road, Tuskegee, AL 36088	Pharmacy	Rehabilitation Hospital of Newnan	Georgia
Tuskegee University	1200 W. Montgomery Road, Tuskegee, AL 36088	Nursing	Rehabilitation Hospital of Newnan	Georgia
University of Montevallo	931 Middle Street, Station 6060, Montevallo, AL 35115	Therapy	Rehabilitation Hospital of Newnan	Georgia
Board of Trustees of Northern Illinois University on behalf of Northern Illinois University (the "School")	Northern Illinois University, College of Health & Human Sciences, Wirtz Hall 227, Dekalb, IL, 60115, Attention: Michelle Boyle, Office Administrator, With a Copy to the School Legal Counsel at: Northern Illinois University, Legal Services, Altgeld 334, Dekalb, IL, 60115, Attention: Laura Sala	Therapy	Van Matre Encompass Health Rehabilitation Institute	Illinois
Grand Valley State University	1 Campus Drive, Allendale Charter Township, MI 49401	Therapy	Cardinal Hill Rehabilitation Hospital	Kentucky
The Board of Trustees of the University of Alabama for the University of Alabama at Birmingham	Birmingham, AL 35294-121	Therapy	Cardinal Hill Rehabilitation Hospital	Kentucky
The Board of Trustees of the University of Alabama for the University of Alabama at Birmingham	Birmingham, AL 35294-121	Nursing	Cardinal Hill Rehabilitation Hospital	Kentucky
Central Louisiana Technical College	4311 South MacArthur Drive, Alexandria, LA 71302-3137	Nursing	Encompass Health Rehabilitation Hospital of Alexandria	Louisiana
University of South Alabama College of Allied Health Professionals	5721 USA Drive North, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of Alexandria	Louisiana
Albany College of Pharmacy and Health Sciences	106 New Scotland Avenue, Albany, NY 12208		Encompass Health Rehabilitation Hospital of Western Massachusetts	Massachusetts
The College of Saint Rose	432 Western Avenue, Albany, NY 12203		Encompass Health Rehabilitation Hospital of Western Massachusetts	Massachusetts
Alabama State University	Dean, College of Health Sciences, 915 South Jackson Street, Montgomery, AL 36104	Nursing	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
Alabama State University	Dean, College of Health Sciences, 915 South Jackson Street, Montgomery, AL 36104	Pharmacy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
Alabama State University	Dean, College of Health Sciences, 915 South Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1719 9th Avenue South, Birmingham, AL 35294-1212	Therapy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1719 9th Avenue South, Birmingham, AL 35294-1212	Pharmacy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1719 9th Avenue South, Birmingham, AL 35294-1212	Nursing	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
University of South Alabama, by and through its College of Allied Health Professions	College of Allied Health Professions, 5721 USA Drive North, HAHN 3042, Mobile, Alabama 36688	Therapy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
University of South Alabama, by and through its College of Allied Health Professions	College of Allied Health Professions, 5721 USA Drive North, HAHN 3042, Mobile, Alabama 36688	Pharmacy	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
University of South Alabama, by and through its College of Allied Health Professions	College of Allied Health Professions, 5721 USA Drive North, HAHN 3042, Mobile, Alabama 36688	Nursing	Encompass Health Rehabilitation Hospital, a partner of Memorial Hospital at Gulfport	Mississippi
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	701 20th Street South, AB 921, Birmingham, AL 35294-0109	Therapy	Encompass Health Rehabilitation Hospital of Las Vegas	Nevada
University of New Mexico d/b/a Regents of the University of New Mexico-College of Arts and Sciences, Department of Speech and Hearing Sciences	MSC09 5230, 1 University of New Mexico, Albuquerque, NM 87131	Therapy	Encompass Health Rehabilitation Hospital of Desert Canyon	Nevada
Brookline College, LLC d/b/a Pima Medical Institute	4201 Central Avenue NW, Suite J, Albuquerque, NM 87105	Nursing	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Central New Mexico Community College	Program Entry & Compliance Coordinator, School of Health, Wellness & Public Safety, 525 Buena Vista SE, Albuquerque, NM 87106	Pharmacy	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Central New Mexico Community College	Program Entry & Compliance Coordinator, School of Health, Wellness & Public Safety, 525 Buena Vista SE, Albuquerque, NM 87106	Therapy	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Central New Mexico Community College	Program Entry & Compliance Coordinator, School of Health, Wellness & Public Safety, 525 Buena Vista SE, Albuquerque, NM 87106	Nursing	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Regents of the University of New Mexico, for its public operation known as the Health Sciences Center, specifically for the College of Nursing	2502 Marble Avenue, NE Building #228, Albuquerque, NM 87131-0001	Nursing	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Regents of the University of New Mexico, for its public operation known as the Health Sciences Center, specifically for the School of Medicine, Department of Pediatrics, Occupational Therapy Program and Department of Orthopaedics, Physical Therapy Program	1 University of New Mexico, Albuquerque, NM 87131	Therapy	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
University of New Mexico College of Pharmacy	MSC09 5360, 1 University of New Mexico, Albuquerque, NM 87131-0001	Pharmacy	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
University of New Mexico, on behalf of the College of Arts & Sciences, Dept. of Speech & Hearing Sciences	1700 Lomas Boulevard NE, Suite 1300, Albuquerque, NM 87106, Attention: Sandra Nettleton	Therapy	Encompass Health Rehabilitation Hospital of Albuquerque	New Mexico
Alabama State University	915 South Jackson Street Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Cincinnati	Ohio
University of Mount Union	1972 Clark Avenue, Alliance, OH 44601	Therapy	Encompass Health Rehabilitation Hospital of Cincinnati	Ohio
Altoona Area Vocational-Technical School d/b/a Greater Altoona Career & Technology Center	1500 4th Avenue, Altoona, PA 16602	Nursing	Encompass Health Rehabilitation Hospital of Altoona	Pennsylvania

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
Albany College of Pharmacy and Health Sciences	106 New Scotland Avenue, Albany, NY 12208	Pharmacy	Encompass Health Rehabilitation Hospital of Manati	Puerto Rico
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Florence	South Carolina
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Pharmacy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Nursing	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	Department of Physical Therapy, 1719 9th Avenue South, SHPB 332, Birmingham, AL 35294-1212	Nursing	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	Department of Physical Therapy, 1719 9th Avenue South, SHPB 332, Birmingham, AL 35294-1212	Therapy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	Department of Physical Therapy, 1719 9th Avenue South, SHPB 332, Birmingham, AL 35294-1212	Pharmacy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The University of Alabama at Birmingham	1675 University Boulevard, Birmingham, AL 35233	Therapy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The University of Alabama at Birmingham	1675 University Boulevard, Birmingham, AL 35233	Pharmacy	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
The University of Alabama at Birmingham	1675 University Boulevard, Birmingham, AL 35233	Nursing	Encompass Health Rehabilitation Hospital of Columbia	South Carolina
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Therapy	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
Alabama State University	915 S. Jackson Street, Montgomery, AL 36104	Nursing	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
Bellarmino University	1st Floor, Allen Hall, 2001 Newburg Road, Louisville, KY 40205	Therapy	Encompass Health Rehabilitation Hospital of North Memphis, a partner of Methodist Healthcare	Tennessee
Samford University, through its College of Health Sciences	College of Health Sciences, 800 Lakeshore Drive, Birmingham, AL 35229, Attn: Contracts Attorney; with a copy to: Samford University, 800 Lakeshore Drive, Birmingham, AL 35229, Attn: General Counsel	Medical Student	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
The Board of Trustees of the University of Alabama for the University of Alabama at Birmingham	Dept. of Physical Therapy, 1720 2nd Avenue South, Birmingham, AL 35294-1212	Nursing	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
The Board of Trustees of the University of Alabama for the University of Alabama at Birmingham	Dept. of Physical Therapy, 1720 2nd Avenue South, Birmingham, AL 35294-1212	Therapy	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1716 9th Avenue South, SHP 353, Birmingham, Alabama 35294	Nursing	Encompass Health Rehabilitation Hospital of Chattanooga	Tennessee
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1716 9th Avenue South, SHP 353, Birmingham, Alabama 35294	Pharmacy	Encompass Health Rehabilitation Hospital of Chattanooga	Tennessee
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1716 9th Avenue South, SHP 353, Birmingham, Alabama 35294	Therapy	Encompass Health Rehabilitation Hospital of Chattanooga	Tennessee
The Board of Trustees of the University of Alabama for the University of Alabama at Birmingham	1720 2nd Avenue South, Birmingham, AL 35294-1212	Therapy	Encompass Health Rehabilitation Hospital of Franklin	Tennessee
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1716 9th Avenue South, SHPB 332, Birmingham, AL 35294-1212	Therapy	Encompass Health Rehabilitation Hospital of Memphis, a partner of Methodist Healthcare	Tennessee

ENCOMPASS HEALTH CLINICAL AFFILIATIONS

Supplier Legal Name	Supplier's Address	Disciplines	Hospital or Agency Information	State
The Board of Trustees of The University of Alabama for The University of Alabama at Birmingham	1716 9th Avenue South, SHPB 332, Birmingham, AL 35294-1212	Nursing	Encompass Health Rehabilitation Hospital of Memphis, a partner of Methodist Healthcare	Tennessee
University of South Alabama College of Allied Health Professions	5721 USA Drive North, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Chattanooga	Tennessee
University of South Alabama, by and through its College of Allied Health Professions	College of Allied Health Professions, 5721 USA Drive North, HAHN 2027, Mobile, AL 36688	Medical Student	Vanderbilt Stallworth Rehabilitation Hospital	Tennessee
University of South Alabama, by and through its College of Allied Health Professions on behalf of the Physician Assistant Studies	College of Allied Health Professions, 5721 USA Drive North - HAHN #3042, Mobile, AL 36688	Nursing	Encompass Health Rehabilitation Hospital of North Memphis, a partner of Methodist Healthcare	Tennessee
University of South Alabama, by and through its College of Allied Health Professions on behalf of the Physician Assistant Studies	College of Allied Health Professions, 5721 USA Drive North - HAHN #3042, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of North Memphis, a partner of Methodist Healthcare	Tennessee
University of South Alabama, by and through its College of Allied Health Professions on behalf of the Physician Assistant Studies	College of Allied Health Professions, 5721 USA Drive North - HAHN #3042, Mobile, AL 36688	Pharmacy	Encompass Health Rehabilitation Hospital of North Memphis, a partner of Methodist Healthcare	Tennessee
Alabama State University	P.O. Box 271, Montgomery, AL 36101-0271	Therapy	Encompass Health Rehabilitation Hospital of Dallas	Texas
Albany College of Pharmacy and Health Sciences	106 New Scotland Avenue, Albany, NY 12208	Pharmacy	Encompass Health Rehabilitation Hospital of Round Rock	Texas
Alvin Community College	3110 Mustang Road, Alvin, TX 77511	Nursing	Encompass Health Rehabilitation Hospital of Sugar Land	Texas
Pfeiffer University	245 E. Main St, Albemarle, NC 28001	Therapy	Encompass Health Rehabilitation Hospital of Dallas	Texas
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Therapy	Encompass Health Rehabilitation Hospital of City View	Texas
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Pharmacy	Encompass Health Rehabilitation Hospital of City View	Texas
Samford University	800 Lakeshore Drive, Birmingham, AL 35229	Nursing	Encompass Health Rehabilitation Hospital of City View	Texas
Shenandoah University's Bernard J. Dunn School of Pharmacy	Bernard J. Dunn School of Pharmacy, Alla Marks - Director of Distance Education, 1775 N Sector CT, Winchester, VA 22601	Pharmacy	Encompass Health Rehabilitation Hospital of Katy	Texas
South University of Alabama, LLC	5355 Vaughn Road, Montgomery, AL 36116	Therapy	Encompass Health Rehabilitation Hospital of Plano	Texas
Tuskegee University	116 Kresge Center, 1200 West Montgomery Road, Tuskegee, AL 36088	Therapy	Encompass Health Rehabilitation Hospital of Pearland	Texas
Tuskegee University	116 Kresge Center, 1200 West Montgomery Road, Tuskegee, AL 36088	Therapy	Encompass Health Rehabilitation Hospital of the Mid-Cities	Texas
Tuskegee University	116 Kresge Center, 1200 West Montgomery Road, Tuskegee, AL 36088	Nursing	Encompass Health Rehabilitation Hospital of the Mid-Cities	Texas
University of New Mexico	1 University of New Mexico MSC01 1300, Albuquerque, NM 87131	Therapy	Encompass Health Rehabilitation Hospital of Richardson	Texas
University of South Alabama by and through its College of Allied Health Professionals	5721 USA Drive North, HAHN 3042, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital Vision Park	Texas
University of South Alabama by and through its College of Allied Health Professionals	5721 USA Drive North, HAHN 3042, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of Arlington	Texas
University of South Alabama College of Allied Health Professions Physical Therapy	5721 USA Drive North - HAHN #2011, Mobile, AL 36688	Pharmacy	Encompass Health Rehabilitation Hospital of Humble	Texas
University of South Alabama College of Allied Health Professions Physical Therapy	5721 USA Drive North - HAHN #2011, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Humble	Texas
University of South Alabama College of Allied Health Professions Physical Therapy	5721 USA Drive North - HAHN #2011, Mobile, AL 36688	Nursing	Encompass Health Rehabilitation Hospital of Humble	Texas
University of South Alabama, by and through its College of Allied Health Professionals	5721 USA Drive North, HAHN 3042, Mobile, AL 36688-0002	Therapy	Encompass Health Rehabilitation Hospital of The Woodlands	Texas
University of South Alabama	5721 USA Drive North - HAHN #3042, Mobile, AL 36688	Therapy	Encompass Health Rehabilitation Hospital of Utah	Utah
Education Corporation of America d/b/a Virginia College	300 Riverhills Business Park, Suite 300, Birmingham, AL 35242	Therapy	Encompass Health Rehabilitation Hospital of Petersburg	Virginia

EXHIBIT 15

MARYLAND HEALTH CARE COMMISSION

Certificate of Need

To: Walter Smith, Director, State Regulatory Affairs **Date:** May 21, 2020
Rehabilitation Hospital Corporation of America
9001 Liberty Parkway
Birmingham, Alabama 35242

Re: Encompass Health Rehabilitation Hospital of **Docket No.:** 18-16-2423
Southern Maryland, LLC - Establishment of 60 bed
Rehabilitation Hospital

PROJECT DESCRIPTION

This Certificate of Need authorizes Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to establish a 60-bed special rehabilitation hospital in Bowie (Prince George's County), Maryland. The project consists of construction of a 61,810 square foot (SF) building with 60 private patient rooms. The total estimated project cost is \$39,019,894 and the project will be funded with cash.

ORDER

The Maryland Health Care Commission reviewed the Reviewer's Recommended Decision and, based on that analysis and the record in the review, ordered, on May 21, 2020 that a Certificate of Need be issued for the project, with the following conditions:

1. In its request for first use approval, provide information, acceptable to Commission staff, that details the activities it has undertaken for outreach to the community regarding the availability of charitable services.
2. Maintain compliance with the provisions of COMAR 10.24.09.04A(1) regarding the availability of charity care and a sliding scale of discounted charges for low income individuals who do not qualify for full charity care.
3. Prior to first use, provide written transfer and referral agreements, acceptable to Commission staff, with facilities, agencies, and organizations that are capable of managing cases that exceed its own capabilities and/or provide alternative treatment programs appropriate to the needs of the persons it serves.

PERFORMANCE REQUIREMENTS

In accordance with the conditions of the Certificate of Need set forth above and COMAR 10.24.01.12C (2) and (3), the project is subject to the following performance requirements:

1. Obligation of not less than 51 percent of the approved capital expenditure, as documented by a binding construction contract, within 36 months, no later than May 21, 2023.
2. Initiation of construction within four months of the effective date of a binding construction contract.
3. Documentation that the project is complete no later than 36 months after the effective date of the binding construction contract.

Failure to meet these performance requirements will render this Certificate of Need void, subject to the requirements of COMAR 10.24.01.12F through I.

PROPOSED CHANGES TO THE APPROVED PROJECT

Before making any changes to the facts in the Certificate of Need application approved by the Commission, Encompass Health Rehabilitation Hospital of Southern Maryland, LLC must notify the Commission in writing and receive Commission approval of each proposed change, including the obligation of any funds above those approved by the Commission in this Certificate of Need, in accordance with COMAR 10.24.01.17.

DESIGN APPROVAL AND FACILITIES LICENSURE BY MDH

This CON does not constitute a license or replace any approvals required by the Office of Health Care Quality (OHCQ) or others within the Maryland Department of Health (MDH). Encompass Health Rehabilitation Hospital of Southern Maryland, LLC must provide OHCQ and MDH with all information required for facility licensure.

QUARTERLY STATUS REPORTS

In accordance with COMAR 10.24.01.13B, Encompass Health Rehabilitation Hospital of Southern Maryland, LLC must submit quarterly status reports to the Commission, beginning March 19, 2020, three months from the date of this Certificate of Need, and continuing at three-month intervals, until the completion of the project.

REQUEST FOR FIRST USE REVIEW

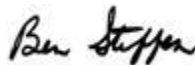
Encompass Health Rehabilitation Hospital of Southern Maryland, LLC must request in writing, not less than 60 days but not more than 120 days before the first use of the rehabilitation hospital, a first use review from the Commission, specifying the anticipated date of first use and documenting that the project has been substantially completed and will be completed, within 120 days or less, in a manner and consistent with this Certificate of Need. Commission staff will review the request in consultation with the Office of Health Care Quality, as provided in COMAR 10.24.01.18, to determine whether the project conforms to this Certificate of Need. First use approval does not constitute a license or replace any approvals required by OHCQ or others within MDH to operate a health care facility. Therefore, Encompass Health

Rehabilitation Hospital of Southern Maryland, LLC should assure that OHCQ is notified of the imminent completion of the project and should arrange for completion of any inspections and or approvals required by OHCQ in a timely manner. First use approval remains in effect for 90 days. If first use of the new building does not occur within 90 days of approval, Encompass Health Rehabilitation Hospital of Southern Maryland, LLC shall reapply for first use approval.

ACKNOWLEDGEMENT OF RECEIPT OF CERTIFICATE OF NEED

Acknowledgement of your receipt of this Certificate of Need, stating acceptance of its terms and conditions, is required within thirty (30) days.

MARYLAND HEALTH CARE COMMISSION



Ben Steffen
Executive Director

cc: Patricia T. Nay, M.D., Executive Director, Office of Health Care Quality
Ernest L. Carter, MD, PhD, Health Officer, Prince Georges County
Carolyn Jacobs, Esquire, Jacobs & Dembert P.A. Law Offices
Katie Wunderlich, Executive Director of HSCRC

IN THE MATTER OF

ENCOMPASS HEALTH

REHABILITATION

HOSPITAL OF SOUTHERN

MARYLAND, LLC

Docket No. 18-16-2423

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BEFORE THE

MARYLAND HEALTH

CARE COMMISSION

FINAL ORDER

Based on Commission staff's analysis of the request by Encompass Health Rehabilitation Hospital of Southern Maryland, LLC for project change after Certificate of Need approval, it is, this 18th day of March, 2021, **ORDERED** that:

The request by Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to increase to \$45,982,206 the total approved costs for the establishment of a 60-bed special rehabilitation hospital in Bowie, Maryland is hereby **APPROVED**, with the same conditions specified in the original Certificate of Need:

1. In its request for first use approval, provide information, acceptable to Commission staff, that details the activities it has undertaken for outreach to the community regarding the availability of charitable services;
2. Maintain compliance with the provisions of COMAR 10.24.09.04A(1) regarding the availability of charity care and a sliding scale of discounted charges for low-income individuals who do not qualify for full charity care; and
3. Prior to first use, provide written transfer and referral agreements, acceptable to Commission staff, with facilities, agencies, and organizations that are capable of managing cases that exceed its own capabilities and/or provide alternative treatment programs appropriate to the needs of the persons it serves.

MARYLAND HEALTH CARE COMMISSION

IN THE MATTER OF	*	
	*	
ENCOMPASS HEALTH	*	BEFORE THE
	*	
REHABILITATION	*	MARYLAND HEALTH
	*	
HOSPITAL OF SOUTHERN	*	CARE COMMISSION
	*	
MARYLAND, LLC	*	
	*	
Docket No. 18-16-2423	*	

FINAL ORDER

Based on Commission staff’s analysis of the request by Encompass Health Rehabilitation Hospital of Southern Maryland, LLC for a project change after Certificate of Need approval, it is, this 19th day of May, 2022, **ORDERED** that:

The request by Encompass Health Rehabilitation Hospital of Southern Maryland, LLC to increase the total approved cost for the establishment of a 60-bed special rehabilitation hospital in Bowie to \$52,683,586 is hereby **APPROVED**, with the following conditions specified in the original Certificate of Need:

1. In its request for first use approval, provide information, acceptable to Commission staff, that details the activities it has undertaken for outreach to the community regarding the availability of charitable services;
2. Maintain compliance with the provisions of COMAR 10.24.09.04A(1) regarding the availability of charity care and a sliding scale of discounted charges for low-income individuals who do not qualify for full charity care; and
3. Prior to first use, provide written transfer and referral agreements, acceptable to Commission staff, with facilities, agencies, and organizations that are capable of managing cases that exceed its own capabilities and/or provide alternative treatment programs appropriate to the needs of the persons it serves.

MARYLAND HEALTH CARE COMMISSION