



D. Mark Nix
President
Chief Executive Officer

June 30, 2015

Alva M. Lambert
Executive Director
State Health Planning & Development Agency
100 North Union Street, Suite 870
Montgomery, AL 36104

RECEIVED

JUL 01 2015

STATE HEALTH PLANNING
& DEVELOPMENT AGENCY

Re: Mobile Infirmary Notice of Change of Ownership

Dear Mr. Lambert:

This Notice of Change of Ownership and the enclosed jointly-executed Change of Ownership Form are respectfully filed with the State Health Planning and Development Agency ("SHPDA") pursuant to Section 410-1-7-.04 of the Alabama Certificate of Need Program Rules and Regulations ("CON Rules").

This proposed Change of Ownership involves the purchase by Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center ("Mobile Infirmary" or "Purchaser") from the University of South Alabama d/b/a USA Mitchell Cancer Institute ("USAMCI" or "Seller") of certain radiation therapy equipment ("Assets") currently located at the 5 Mobile Infirmary Circle USAMCI Physician Office leased by USAMCI from Mobile Infirmary pursuant to that certain lease between Mobile Infirmary and USAMCI, as amended ("Lease"). Such Assets include two (2) linear accelerators and a CT simulator, and all related regulatory approvals, equipment, and material used or needed to support or operate those accelerators and simulator.

The following summarizes the proposed Change of Ownership and addresses the specific information required by CON Rule § 410-1-7-.04(3).

A. Facts

USAMCI intends to sell, and Mobile Infirmary intends to purchase, the following Assets currently owned by USAMCI and located at the 5 Mobile Infirmary Circle USAMCI Physician Office in Mobile, Alabama:

1. Varian Clinac 600C, a linear accelerator;
2. Varian Model CL2100EX, a linear accelerator;
3. A CT simulator; and
4. All related regulatory approvals, equipment and material used or needed to support or operate these accelerators and simulator including the SHPDA approvals related to Varian Clinac 600C and Varian Model CL2100EX attached hereto as Exhibit 1, and by this reference incorporated herein.

The Closing for this proposed Change of Ownership shall occur in two (2) steps: 1) the Closing of the Change of Ownership of the Varian Clinac 600C will occur immediately upon receipt of SHPDA approval of this Notice of Change of Ownership, but no earlier than twenty (20) days after the filing of this Notice of Change of Ownership with SHPDA in accordance with CON Rule § 410-1-7-.04(1); and 2) the Closing of the Change of Ownership of the Varian CL2100EX and CT simulator will occur on the day before said Lease terminates. We will advise SHPDA when the Closing of the proposed Change of Ownership contemplated herein is fully completed.

B. Information Required by CON Rule § 410-1-7-.04(3)

Pursuant to CON Rule § 410-1-7-.04(3), the following items are provided in response to questions 1 through 5 on the second page of the enclosed Change of Ownership Form.

1. Financial Scope of the Project. The financial scope of the project will involve a fair market value payment by Mobile Infirmary to USAMCI as consideration for the purchase of the Assets.

2. Services to Be Offered. Mobile Infirmary currently provides radiation oncology therapy pursuant to a Lease Agreement with the University of South Alabama. Therefore, radiation oncology therapy will not be a new service for the hospital.

3. Whether the Proposal Includes the Addition of New Beds. The contemplated transaction would not result in the addition of any new beds.


4. Whether the Proposal Involves the Conversion of Beds. The contemplated transaction would not result in the conversion of beds.

5. Whether Assets and Stock will be Acquired. The contemplated transaction involves only the sale of the above identified radiation therapy equipment located at Mobile Infirmary. No other assets and no stock will be acquired as a part of the contemplated transaction.

Based upon the facts as presented herein, we respectfully request that you exercise your authority and determine that neither a Certificate of Need, nor any further regulatory review, is required to complete the proposed Change of Ownership. Enclosed is a check in payment of the \$2,500 fee required by CON Rule § 410-1-7-.04(2).

If you have any questions or need further information, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Mark Nix', with a stylized flourish at the end.

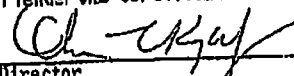
D. Mark Nix
President and Chief Executive Officer
Mobile Infirmary Association d/b/a
Mobile Infirmary Medical Center

Exhibit 1:

**SHPDA Approvals Related to Varian Clinac 600C and
Varian Model CL2100EX**

STATE HEALTH PLANNING AND DEVELOPMENT AGENCY (DHAW)
HEALTH DEVELOPMENT
CERTIFICATE OF NEED FOR HOSPITALS
AND RELATED HEALTH FACILITIES

D97-10530020

I. IDENTIFICATION		
1. Certificate of Need Number 357-II	2. Date Issued October 22, 1901	3. Termination Date October 21, 1902
4. Project Number AL-1094	5. Name of Facility Mobile Infirmary	
6. Service Area Mobile	7. Location of Facility Mobile	
8. Type of Facility Hospital	9. Number of beds N/A	10. Estimated Cost 1,040,000
11. Services to be Provided purchase of Linear Accelerator		
II. CERTIFICATE OF NEED		
<p>In accordance with the provisions of Act 02, of the First Special Session of 1977, (ie Title 22, Chapter 21, Article 9 Code of Alabama), and in accordance with the Governor's Executive Order Number Seven, dated June 26, 1979, the State Health Planning and Development Agency (Board), finds as follows:</p> <ol style="list-style-type: none"> 1. This facility will provide the beds and/or services described above without duplicating such services already adequately provided within the service area and without exceeding present needs for such services and/or beds in the area according to the applicable approved State Plan and updated planning data. 2. It is the finding of the State and Health Systems Agencies that the proposed project is consistent with approved State and Health Systems Agencies Health Plans. 3. It is the finding of the SHPDA (Board) that the proposed project is consistent with the approved FY <u>State Health Plan</u> and that there is a need for <u>N/A</u> beds to be constructed and/or modernized and for the services proposed in the service area and municipality in which this facility is to be located. 4. There are in force in the State of Alabama reasonable minimum standards of licensure and methods of operation for hospitals and health facilities. 5. The prescribed standards of licensure and operation will be applied and enforced with respect to the applicant, hospital or other health facility. 6. The findings of the State and Health Systems Agencies will be forwarded to the Secretary, DHEW, and recommendations will be made that the proposed project be approved for reimbursement of capital expenditures under the Social Security Act. 		
III. ISSUANCE OF CERTIFICATE OF NEED		
<p>This Certificate of Need is issued in favor of <u>Mobile Infirmary Association</u> only, for the construction and/or modernization of the facility identified above only, and is in effect for a period not to exceed 12 months from the date of issuance. This Certificate of Need is not transferable and any action on the part of the Applicant to transfer or assign this Certificate of Need will render the Certificate of Need null and void.</p>		
 Director Office of Health Development		Original



ALABAMA
STATE HEALTH PLANNING AND DEVELOPMENT AGENCY
312 Montgomery Street
7th Floor
MONTGOMERY, ALABAMA 36104

April 15, 1993

FILE

Mr. Mark D. Boles
Vice President/Administration
Mobile Infirmary Medical Center
P. O. Box 2144
Mobile, AL 36652

Dear Mr. Boles:

This is in response to your application received April 7, 1993 for the replacement of an ABCL Therac 6 Linear Accelerator with a Varian Clinac 600C Linear Accelerator.

Section 22-21-265 (b), Code of Alabama, 1975 states that the replacement of equipment by health care facilities shall be exempt from Certificate of Need review provided:

(1) such replacement does not change the purpose, use or application of the equipment;

(2) the existing equipment is taken out of service;

(3) the replacement equipment does not enable the health care facility to expand its health services; and

(4) the replacement equipment does not enable the health care facility to provide any health services not previously provided on a regular basis.

Based on your application meeting the statutory criteria for exemption, it is my opinion that a Certificate of Need is not required for the replacement as stated in your application.

If my understanding is not correct, or if there are any changes in the factors upon which my opinion is based, you should notify this office prior to completing the obligation.

If you have any questions, please let me know.

Sincerely,

Darrell O. Fancher
Darrell O. Fancher
Executive Director

DOF/ec

cc: Mr. O'Neal Green
Mr. Jim Sanders



STATE HEALTH PLANNING AND DEVELOPMENT AGENCY
100 NORTH UNION STREET, SUITE 870
MONTGOMERY, ALABAMA 36104

January 22, 2007

Mark D. Boles, Senior Vice President
Mobile Infirmary Medical Center
P.O. Box 2144
Mobile, Alabama 36652

RE: ERQ2007-003 Upgrade of Equip.
Linear Accelerator

Dear Mr. Boles:

This is written in response to your letter dated January 17, 2007 for upgrade of the Linear Accelerator, serial number SN1407, model CL2100EX. You requested to upgrade the existing Varian Medical Systems Linear Accelerator at a cost of \$700,518.

Based on your representations and the fact that the upgraded equipment will not enable Mobile Infirmary Medical Center to change the purpose, use or application of the equipment, it is determined that this project would be exempt from Certificate of Need Review.

This opinion is for informational purposes only and should circumstances prove to be other than represented, this letter may become null and void.

Sincerely,

Alva M. Lambert
Executive Director

AML/mrd

cc: Guy Nevins

MAILING ADDRESS: P.O. BOX 303025, MONTGOMERY, ALABAMA 36130-3025
PHONE: (334) 242-4103 FAX: (334) 242-4113

RECEIVED

CHANGE OF OWNERSHIP

JUL 01 2015

STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

Part I: Purchasing Organization Information

Name of Organization: Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

Address (PO Box #): 5 Mobile Infirmary Circle

City, State, Zip, County: Mobile, Alabama 36607

Number/Type Licensed Beds: Not Applicable

Owner(s): Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

Operator(s): Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

Part II: Selling Organization Information

Name of Organization: University of South Alabama d/b/a USA Mitchell Cancer Institute

Address (PO Box #): 1660 Springhill Avenue

City, State, Zip, County: Mobile, Alabama 36607

Number/Type Licensed Beds: Not Applicable

Owner(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Operator(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Part III: Value of Consideration

Monetary Value of Purchase: See Cover Letter No./Type Beds: Not Applicable

Terms of Purchase: See Cover Letter
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: Not Applicable

Types of Institutional Health Services: Linear Accelerators – Radiation Oncology Therapy

List Service Area by County for Home Health Agencies: _____

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):

Owner(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Operator(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Title/Date: _____, Contract Officer, USAMCI

Date

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☒ YES ☐ NO The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

Title/Date: _____, President & CEO, Mobile Infirmary

6/30/15

Date

CHANGE OF OWNERSHIP

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City, State, Zip, County: Mobile, Alabama 36607

Number/Type Licensed Beds: Not Applicable

Owner(s): Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

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Seller(s) Signature(s):

Owner(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Operator(s): University of South Alabama d/b/a USA Mitchell Cancer Institute

Title/Date: Stan H. Hask, Contract Officer, USAMCI

6/29/2015
Date

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☐ YES ☐ NO The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: Mobile Infirmary Association d/b/a Mobile Infirmary Medical Center

Title/Date: _____, President & CEO, Mobile Infirmary

Date