

November 29, 2021

VIA EMAIL [shpda.online@shpda.alabama.gov](mailto:shpda.online@shpda.alabama.gov)  
State Health Planning and Development Agency  
Attn: Ms. Emily T. Marsal, Executive Director  
RSA Union Building  
100 North Union Street, Ste. 870  
Montgomery, Alabama 36104

**RE: Notice of Reportable Changes of Northeast Alabama Eye Surgery Center, Inc.  
(CO2022-051; SHPDA ID No. 055-U2803)**

Dear Ms. Marsal,

On behalf of Northeast Alabama Eye Surgery Center, Inc. ("NEA"), we respectfully submit to the State Health Planning and Development Agency ("SHPDA") this letter as an attachment to the Notice of Change of Ownership/Control form that we are filing pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program.

NEA is the holder of vested certificate of need ("CON") rights related to, and operator of, a single-specialty ambulatory surgery center located in Etowah County at 314 South 5th Street, Gadsden, Alabama, which offers ophthalmologic services (the "ASC"). There are a total of two (2) operating rooms and one (1) procedure room located at the ASC. The following summarizes the transaction with a proposed effective date on or about December 30, 2021 (the "Effective Date"), which, as described below, involves the transfer of equity in NEA and requires provision of the attached Change of Ownership/Control form.

The proposed changes will occur on the Effective Date pursuant to an agreement by and among NEA, SCP Eye Care Services, LLC ("Buyer"), NAE ASC Seller Corp., Tony Catanzaro, M.D., Barry Dabbs, M.D., Mark Hill, M.D., and David Judge, M.D., (the "Agreement"). Pursuant to the Agreement, (1) NEA will convert from an Alabama corporation to an Alabama limited liability company named "Northeast Alabama Eye Surgery Center, LLC" and (2) Buyer will acquire seventy percent of the equity of NEA with the current owners of NEA (the "Physician Owners") retaining thirty percent indirectly through NAE ASC Seller Corp. For your reference, we have attached a before and after organization chart detailing these proposed changes.

Note that NEA will retain its tax ID number and continue to operate the ASC after the Effective Date. Additionally, the conversion of NEA from an Alabama corporation to an Alabama limited liability company will be deemed a continuation of the same legal entity pursuant to Ala. Code § 10A-5A-10.04 and not cause the holder of the CON to change.

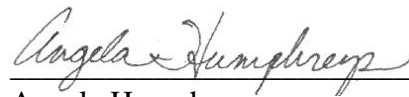
With regards to the questions posed in the Change of Ownership/Control form, please note the following:

1. Services to be Offered. The contemplated transaction will not result in any new or additional services to those already being provided by the ASC at this time. The Buyer is an experienced operator of existing health care facilities and will assume majority ownership of the entity currently operating the ASC. Following the Effective Date, the Physician Owners, who are the current owners of NEA, will also remain engaged in the operation of the ASC and other assets by means of their continued ownership in NEA.
2. Whether the Proposal will Include the Addition of Any New Beds. The contemplated transaction will not result in the addition of any new beds.
3. Whether the Proposal will Involve the Conversion of Beds. The contemplated transaction will not result in the conversion of any beds.
4. Whether the Assets and Stock (if any) will be acquired. The Agreement involves Buyer purchasing at seventy percent (70%) of the ownership interest in NEA pursuant to this transaction. The transaction also results in NAE ASC Seller Corp., an entity wholly owned by the current Physician Owners, acquiring the remaining thirty percent (30%) of the ownership interest in NEA.

I have enclosed with this correspondence a copy of a check in the amount of \$2,500, pursuant to Ala. Admin. Code r. 410-1-7-.04, made payable to the Alabama State Health Planning and Development Agency, which I will be sending to your office via overnight mail for the filing fee associated with this change of ownership.

Should you have any questions or require additional information, please do not hesitate to contact me via e-mail at [ahumphreys@bassberry.com](mailto:ahumphreys@bassberry.com) or telephone at (615)742-7852. Thank you in advance for your assistance with this matter.

Sincerely,

  
Angela Humphreys

Cc: Emily T. Marsal (via e-mail)

Enclosures:

Notice of Change of Ownership/Control Form  
Pre- and Post-Closing Organization Chart

**BASS BERRY SIMS** PLC**RECEIVED****Dec. 23 2021**STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY**Angela Humphreys**  
ahumphreys@bassberry.com  
(615) 742-7852

December 23, 2021

VIA EMAIL [shpda.online@shpda.alabama.gov](mailto:shpda.online@shpda.alabama.gov)  
State Health Planning and Development Agency  
Attn: Ms. Emily T. Marsal, Executive Director  
RSA Union Building  
100 North Union Street, Ste. 870  
Montgomery, Alabama 36104

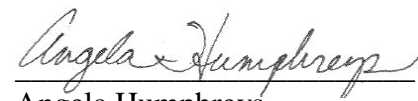
**RE: Northeast Alabama Eye Surgery Center, Inc. (CO2022-051; SHPDA ID No. 055-U2803)**

Dear Ms. Marsal,

Enclosed is a corrected notice letter related to the November 29, 2021, Change of Ownership notification filed on behalf Northeast Alabama Eye Surgery Center, Inc. ("NAE") that (i) references the specific county where NAE is located and (ii) reflects the new anticipated transaction date of December 30, 2021.

Should you have any questions or require additional information, please do not hesitate to contact me via e-mail at [ahumphreys@bassberry.com](mailto:ahumphreys@bassberry.com) or telephone at (615)742-7852. Thank you in advance for your assistance with this matter.

Sincerely,

  
Angela Humphreys

Cc: Emily T. Marsal (via e-mail)

Enclosures:  
Corrected Notice Letter - (CO2202-051)

November 29, 2021

VIA EMAIL [shpda.online@shpda.alabama.gov](mailto:shpda.online@shpda.alabama.gov)  
State Health Planning and Development Agency  
Attn: Ms. Karen McGuire, Executive Director  
RSA Union Building  
100 North Union Street, Ste. 870  
Montgomery, Alabama 36104

**RE: Notice of Reportable Changes of Northeast Alabama Eye Surgery Center, Inc.  
(SHPDA ID No. 055-U2803)**

Dear Ms. McGuire,

On behalf of Northeast Alabama Eye Surgery Center, Inc. ("NEA"), we respectfully submit to the State Health Planning and Development Agency ("SHPDA") this letter as an attachment to the Notice of Change of Ownership/Control form that we are filing pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program.

NEA is the holder of vested certificate of need ("CON") rights related to, and operator of, a single-specialty ambulatory surgery center located in Gadsden, Alabama, which offers ophthalmologic services (the "ASC"). There are a total of two (2) operating rooms and one (1) procedure room located at the ASC. The following summarizes the transaction with a proposed effective date on or about December 20, 2021 (the "Effective Date"), which, as described below, involves the transfer of equity in NEA and requires provision of the attached Change of Ownership/Control form.

The proposed changes will occur on the Effective Date pursuant to an agreement by and among NEA, SCP Eye Care Services, LLC ("Buyer"), NAE ASC Seller Corp., Tony Catanzaro, M.D., Barry Dabbs, M.D., Mark Hill, M.D., and David Judge, M.D., (the "Agreement"). Pursuant to the Agreement, (1) NEA will convert from an Alabama corporation to an Alabama limited liability company named "Northeast Alabama Eye Surgery Center, LLC" and (2) Buyer will acquire seventy percent of the equity of NEA with the current owners of NEA (the "Physician Owners") retaining thirty percent indirectly through NAE ASC Seller Corp. For your reference, we have attached a before and after organization chart detailing these proposed changes.

Note that NEA will retain its tax ID number and continue to operate the ASC after the Effective Date. Additionally, the conversion of NEA from an Alabama corporation to an Alabama limited liability company will be deemed a continuation of the same legal entity pursuant to Ala. Code § 10A-5A-10.04 and not cause the holder of the CON to change.

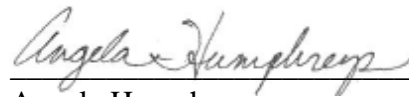
With regards to the questions posed in the Change of Ownership/Control form, please note the following:

1. Services to be Offered. The contemplated transaction will not result in any new or additional services to those already being provided by the ASC at this time. The Buyer is an experienced operator of existing health care facilities and will assume majority ownership of the entity currently operating the ASC. Following the Effective Date, the Physician Owners, who are the current owners of NEA, will also remain engaged in the operation of the ASC and other assets by means of their continued ownership in NEA.
2. Whether the Proposal will Include the Addition of Any New Beds. The contemplated transaction will not result in the addition of any new beds.
3. Whether the Proposal will Involve the Conversion of Beds. The contemplated transaction will not result in the conversion of any beds.
4. Whether the Assets and Stock (if any) will be acquired. The Agreement involves Buyer purchasing at seventy percent (70%) of the ownership interest in NEA pursuant to this transaction. The transaction also results in NAE ASC Seller Corp., an entity wholly owned by the current Physician Owners, acquiring the remaining thirty percent (30%) of the ownership interest in NEA.

I have enclosed with this correspondence a copy of a check in the amount of \$2,500, pursuant to Ala. Admin. Code r. 410-1-7-.04, made payable to the Alabama State Health Planning and Development Agency, which I will be sending to your office via overnight mail for the filing fee associated with this change of ownership.

Should you have any questions or require additional information, please do not hesitate to contact me via e-mail at [ahumphreys@bassberry.com](mailto:ahumphreys@bassberry.com) or telephone at (615)742-7852. Thank you in advance for your assistance with this matter.

Sincerely,



Angela Humphreys

Cc: Karen McGuire (via e-mail)

Enclosures:

Notice of Change of Ownership/Control Form  
Pre- and Post-Closing Organization Chart

**NOTICE OF CHANGE OF OWNERSHIP/CONTROL**

The following notification of intent is provided pursuant to all applicable provisions of ALA. CODE § 22-21-270 (1975 as amended) and ALA. ADMIN. CODE r. 410-1-7-.04. This notice must be filed at least twenty (20) days prior to the transaction.

☒ Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))

☐ Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))

☐ Change in Facility Management (Facility Operator)

Any transaction other than those above-described requires an application for a Certificate of Need.

**Part I: Facility Information**

SHPDA ID Number: 055-U2803

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

Name of Facility/Provider: Northeast Alabama Eye Surgery Center, Inc.  
(ADPH Licensure Name)

Physical Address: 314 South 5th Street  
Gadsden, Alabama 35901

County of Location: Etowah

Number of Beds/ESRD Stations: N/A

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. N/A

**Part II: Current Authority** (Note: If this transaction will result in a change in direct ownership or control, as defined under ALA. CODE § 22-20-271(e), please attach organizational charts outlining current and proposed structures.)

Owner (Entity Name) of Facility named in Part I: Northeast Alabama Eye Surgery Center, Inc.

Mailing Address: P.O. Box 8565  
Gadsden, Alabama 35901

Operator (Entity Name): Northeast Alabama Eye Surgery Center, Inc.

**Part III: Acquiring Entity Information**

Name of Entity: SCP Eye Care Services, LLC

Mailing Address: 1 East Wacker Drive, Suite 2900  
Chicago, IL 60601

Operator (Entity Name): Northeast Alabama Eye Surgery Center, LLC

Proposed Date of Transaction is on or after: December 20, 2021

#### Part IV: Terms of Purchase

Monetary Value of Purchase: \$ A price set at fair market value, to be determined prior to the closing of the transaction

Type of Beds: N/A (ASC)

Number of Beds/ESRD Stations: N/A

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

Projected Equipment Cost: \$ No increase expected

Projected Construction Cost: \$ No increase expected

Projected Yearly Operating Cost: \$ No increase expected

Projected Total Cost: \$ No increase expected

#### On an Attached Sheet Please Address the Following:

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 3.) Whether the proposal will involve the conversion of beds.
- 4.) Whether the assets and stock (if any) will be acquired.

#### Part V: Certification of Information

##### Current Authority Signature(s):

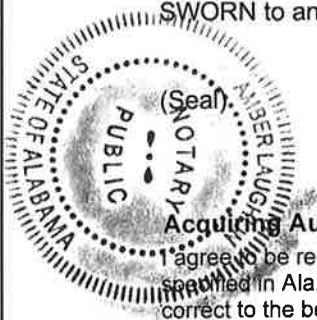
The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): Northeast Alabama Eye Surgery, Inc.

Operator(s): Northeast Alabama Eye Surgery, Inc.

Title/Date: (Signature) 11/29/21

(Signature)  
(Signature)  
(Signature)

SWORN to and subscribed before me, this 29<sup>th</sup> day of November, 2021.

Notary Public

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

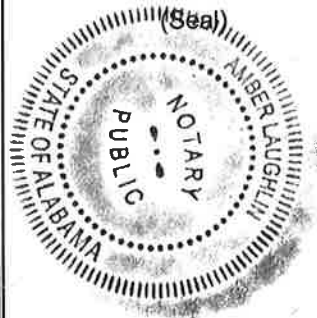
My Commission Expires: 05/13/2024

**Acquiring Authority Signature(s):**

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

Purchaser(s): SCP Eye Care Services, LLCPurchaser(s): NAE ASC Seller Corp.Operator(s): Northeast Alabama Eye Surgery Center, LLCTitle/Date: President 11/29/21

A handwritten signature in dark ink, appearing to be 'Amber Laughlin', written over a horizontal line.

SWORN to and subscribed before me, this 29<sup>th</sup> day of November, 2021.

Notary Public

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

My Commission Expires: 05/13/2024

Author: Alva M. Lambert

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

History: New Rule



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

(Seal)

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

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

**Acquiring Authority Signature(s):**

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

Purchaser(s): SCP Eye Care Services, LLC

Purchaser(s): NAE ASC Seller Corp.

Operator(s): Northeast Alabama Eye Surgery Center, LLC

Title/Date: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SWORN to and subscribed before me, this 23 day of November, 2021.



\_\_\_\_\_  
Shamona N. Mack  
Notary Public

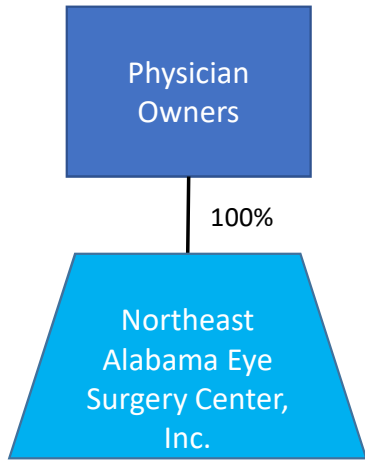
My Commission Expires: 11/4/2024

Author: Alva M. Lambert

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

History: New Rule

## Pre-Closing Organization



## Post-Closing Organization

