



812 Gorman Avenue • Elkins, WV 26241 • 304.637.3767 • Fax 304.637.3435 • davishealthsystem.org

March 8, 2024

U.S. NRC Region I  
RAM Licensing Program  
475 Allendale Rd., Suite 102  
King of Prussia, PA 19406-1415

**Re: Request for Approval of Indirect Transfer of Control: Davis Medical Center  
Radioactive Materials License Number: 47-24864-01**

To Whom It May Concern:

I write on behalf of Davis Memorial Hospital, a West Virginia non-profit corporation, which owns and operates Davis Medical Center in Elkins, West Virginia (“**Licensee**”). Licensee holds Radioactive Materials License Number 47-24864-01 (the “**License**”) issued by the U.S. Nuclear Regulatory Commission (“**NRC**”).

The purpose of this notice is to request the post-hoc approval by the NRC of an indirect transfer of control of the License that occurred on November 1, 2023. Pursuant to that certain Member Substitution Agreement (the “**Definitive Agreement**”) by and between Monongalia Health System, Inc. dba Vandalia Health North (“**VHN**”) and Davis Health System, Inc. (“**DHS**”), dated October 4, 2023, VHN became the sole corporate member of DHS. DHS is the sole corporate member of the Licensee. A diagram of the Licensee’s ownership before and after the transaction described in the Definitive Agreement (the “**Transaction**”) is enclosed as **Exhibit A**.

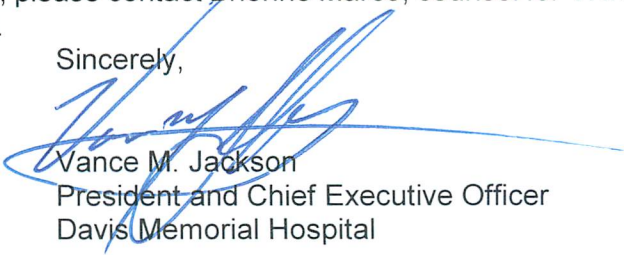
For the avoidance of doubt, there was no change to the management and operational staff who control and conduct the activities covered by the License (the “**Licensed Program**”). In addition, there were no changes to the Licensed Program as a result of the Transaction. However, pursuant to 10 C.F.R § 30.34(b) and the NRC Consolidated Guidance About Materials Licenses, NUREG-1556 Volume 15 (“**NRC Guidance**”), we understand that a licensee must notify the NRC if it anticipates a possible transfer of control for purposes of obtaining NRC consent to the transfer. Accordingly, please accept this letter as such notice and a request for post-hoc approval of the indirect transfer of control.

To facilitate review of the indirect transfer of control, the information required to obtain consent to a transfer of control, as described in Appendix E of the NRC Guidance, is set forth in **Exhibit B**. Certifications from VHN, DHS and the Licensee regarding the Transaction’s impact on the Licensed Program are included as **Exhibit C** and **Exhibit D**, respectively.



Thank you for your attention to this matter. If you have any questions or require any additional information regarding the Transaction, please contact Brienne Marco, counsel for VHN, at (304) 720-4060 or [bmarco@spilmanlaw.com](mailto:bmarco@spilmanlaw.com).

Sincerely,



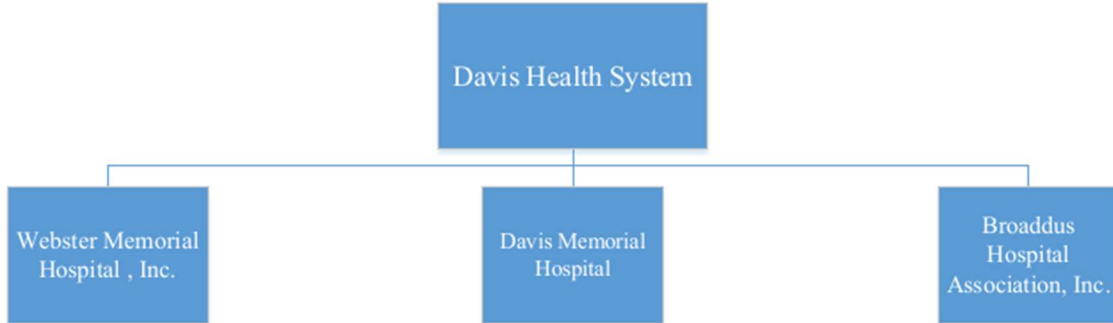
Vance M. Jackson  
President and Chief Executive Officer  
Davis Memorial Hospital



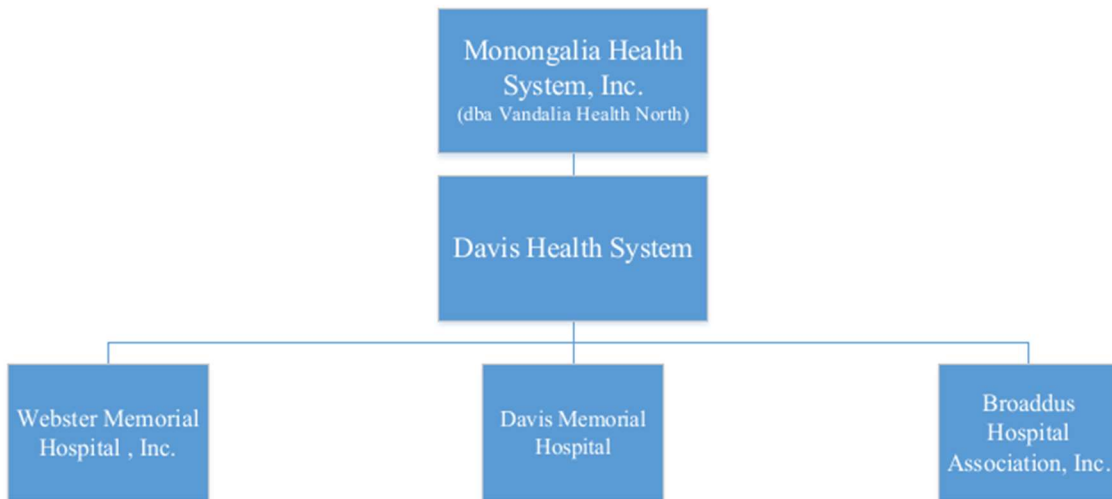
**EXHIBIT A**

**Ownership Diagram Before and After Transaction**

**Pre-Closing Organizational Chart**



**Post-Closing Organizational Chart**



## EXHIBIT B

### NUREG-1556 Volume 15, Exhibit E Information Required for Approval of Transfer of Control

1. **Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment request is due to a name change only.**

Davis Health System, Inc. (“DHS”) is the sole corporate member of Davis Memorial Hospital, a West Virginia non-profit corporation, which owns and operates Davis Medical Center in Elkins, West Virginia (“Licensee”). Prior to the closing of the transaction (the “Transaction”) described in that certain Member Substitution Agreement (the “Definitive Agreement”) by and between Monongalia Health System, Inc. dba Vandalia Health North (“VHN”) and DHS, dated October 4, 2023, DHS did not have a corporate member. Upon closing of the Transaction, VHN became the sole corporate member of DHS. A diagram of the Licensee’s ownership before and after the Transaction is enclosed as Exhibit A. The Transaction closed on November 1, 2023.

Upon closing of the Transaction, the DHS governing documents were amended to: (i) identify VHN as the sole corporate member of DHS; (ii) require DHS’s corporate powers to be exercised, its business and affairs conducted, and its property managed by the DHS Board, subject to, or otherwise limited by, certain powers reserved to VHN; and (iii) designate the VHN Chief Executive Officer as an *ex officio* member of the DHS board, with voting power.

Notwithstanding the foregoing, there was no change to the management and operational staff who control and conduct the activities covered by the License (the “Licensed Program”). In addition, there were no changes to the Licensed Program as a result of the Transaction. The Licensee will continue to conduct its Licensed Program at the same location and the Licensee’s personnel, equipment, and operations will also remain the same.

<b>Name of Licensee:</b>	Davis Memorial Hospital dba Davis Medical Center
<b>Mailing Address:</b>	P.O. Box 1484, Elkins, WV 26241-1484
<b>Physical Address:</b>	Reed Street & Gorman Avenue, Elkins, WV 26241
<b>Radiation Safety Officer (RSO):</b>	Patrick Alex Brown, MD
<b>RSO Phone Number:</b>	304-637-3317
<b>RSO E-mail Address:</b>	Patrick.alex.brown@gmail.com

2. **Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel and any changes in the training program.**

Licensee retained the same management for the activities contemplated under the License. There were no changes in personnel named in the License or the duties that relate to the Licensed Program as a result of the Transaction.

**3. Describe any changes in the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures that relate to the licensed program.**

There were no changes in the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures relating to the Licensed Program. The management and operations of the Licensed Program did not change as a result of the Transaction.

**4. Describe the status of the licensee's facilities, equipment, and radiation safety program, including any known contamination and whether decontamination will occur prior to transfer. Include the status of calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.**

Except as otherwise noted in the Notice of Violation dated February 14, 2024, Licensee's facilities, equipment, and radiation safety program are currently in compliance and are expected to remain in compliance after the Transaction. There were no changes to Licensee's facilities, equipment, and radiation safety program as a result of the Transaction. All required surveillance has been performed, documented, and reviewed, and all current conditions and surveillance practices have been maintained following the Transaction. The surveillance program continues to be completed with daily and monthly quality control evaluations, and information documenting those evaluations is shared at quarterly meetings and reviewed by the physicist. Wipe tests and surveys are, and will continue to be, completed per the guidelines and documented within the quality program. All calibration, leak tests, and surveys are documented and retained, and the process has not been altered as a result of the Transaction.

There is no known contamination of Licensee's facilities or equipment. No decontamination was necessary prior to the Transaction.

**5. If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by 10 CFR 30.35(f), the licensee must, within 30 days, submit financial instruments reflecting such changes.**

This item is not applicable to the Licensed Program. Licensee is not required to maintain decommissioning funding plans or provide financial assurance under the License.

**6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.**

No decommissioning of the facility occurred, and upon any future decommissioning of the facility, the records concerning the safe and effective decommissioning of the facility are on file and will remain so.

7. **Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.**

Confirmed.

8. **Confirm that the transferee will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.**

Confirmed.

9. **The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.**

This is not applicable to Licensee because Licensee does not hold a license for a fuel cycle facility.

**EXHIBIT C**

**Certification by DHS and Licensee (as Transferor)**

Upon closing of the Transaction described herein, Monongalia Health System, Inc. dba Vandalia Health North (“**VHN**”) became the sole corporate member of Davis Health System, Inc. (“**DHS**”), which is the sole corporate member of Davis Memorial Hospital, a West Virginia non-profit corporation, which owns and operates Davis Medical Center in Elkins, West Virginia (“**Licensee**”). The Transaction closed on November 1, 2023.

For the avoidance of doubt, there was no change to the management and operational staff who control and conduct the activities covered by the License (the “**Licensed Program**”). In addition, there were no changes to the Licensed Program as a result of the Transaction. Licensee will continue to conduct its Licensed Program at the same location and Licensee’s personnel, equipment, and operations will also remain the same.

**By our signatures below, we confirm the following regarding Questions 4, 5, and 6 of the NRC’s Requested Information to Approve an Indirect Transfer of Control:**

Licensee confirms that all records concerning the safe and effective decommissioning of the facility are on file and will remain so prior to, upon, and after closing the proposed transaction. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity; and

DHS agrees to the indirect transfer of control of the licensed material and activity, and the conditions of such transfer, and VHN, as the entity to whom control of the Licensed Program has been indirectly transferred as of the closing, has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.

Davis Health System, Inc.

Davis Memorial Hospital dba Davis Medical Center

  
Vance M. Jackson

President and Chief Executive Officer

  
Vance M. Jackson

President and Chief Executive Officer

## EXHIBIT D

### **Certification by VHN (as Transferee)**

Upon closing of the Transaction described herein, Monongalia Health System, Inc. dba Vandalia Health North (“**VHN**”) became the sole corporate member of Davis Health System, Inc. (“**DHS**”), which is the sole corporate member of Davis Memorial Hospital, a West Virginia non-profit corporation, which owns and operates Davis Medical Center in Elkins, West Virginia (“**Licensee**”). The Transaction closed on November 1, 2023.

For the avoidance of doubt, there was no change to the management and operational staff who control and conduct the activities covered by the License (the “**Licensed Program**”). In addition, there were no changes to the Licensed Program as a result of the Transaction. Licensee will continue to conduct its Licensed Program at the same location and Licensee’s personnel, equipment, and operations will also remain the same.

**By my signature below, I confirm the following in response to Questions 5, 6, and 7 of the NRC’s Requested Information to Approve an Indirect Transfer of Control:**

VHN, as the entity to whom control of the Licensed Program has been indirectly transferred as of the closing, agrees to the indirect transfer of control of the licensed material and activity, and the conditions of such transfer, and has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions;

VHN, as the entity to whom control of the Licensed Program has been indirectly transferred as of the closing, additionally agrees the Licensed Program will continue to abide by all constraints, conditions, requirements, representations, and commitments of the Licensee under DHS’s ownership; and

To the best of my knowledge and on behalf of VHN, I concur with all statements and commitments made in this request for transfer of indirect control.

Monongalia Health System, Inc. dba Vandalia  
Health North



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David S. Goldberg  
President and Chief Executive Officer