

May 9, 2025

CO2025-023  
**RECEIVED**

**May 12 2025**

STATE HEALTH PLANNING AND  
DEVELOPMENT AGENCY

**Via Email (shpda.online@shpda.alabama.gov)**

Emily T. Marsal  
Executive Director  
State Health Planning & Development Agency  
100 N. Union Street, Suite 870  
Montgomery, Alabama 36104

RE: Notice of Change in Direct Ownership of Cherokee Community Dialysis, LLC  
(SHPDA Facility ID No. 019-D1001)

Dear Ms. Marsal:

On behalf of Fresenius Medical Care Cherokee Dialysis, LLC (the “Applicant”), we respectfully submit to the State Health Planning & Development Agency (“SHPDA” or the “Agency”) a Notice of Change of Ownership/Control Application (the “Application”), enclosed herein as **Exhibit A**, for the above-referenced end stage renal disease (“ESRD”) facility. As required by the Application, we submit the following information regarding this transfer:

**I. Overview of Proposed Transaction.**

The proposed change of ownership is a transaction between Cherokee Community Dialysis, LLC (“Seller”), which owns and operates a licensed ESRD treatment center located at 485 Northwood Drive, Centre, AL 35960 (SHPDA Facility ID No. 019-D1001) (the “Clinic”), and Applicant (together with Seller, the “Parties”) in which the Applicant will be acquiring substantially all of the assets of Seller pursuant to the terms of a definitive agreement between the Parties (the “Transaction”). The Transaction is proposed to close on May 30, 2025. Attached as **Exhibit B** are the pre- and post-closing ownership charts associated with this Transaction.

Seller does not hold certificate of need authority from the Agency to operate the Clinic. Instead, Seller received a letter of nonreviewability from SHPDA on May 15, 2017, confirming the clinic’s exemption from the state’s certificate of need law due to its status as a 10-station dialysis clinic located in a Class 3, 4, 5, 6, 7 or 8 municipality in accordance with Alabama Code § 22-21-278 and Alabama Administrative Code Rule 410-2-3-.05(1)(b). In accordance with a discussion with the Agency on March 12, 2025, the Applicant filed a notice letter with SHPDA on May 1, 2025, informing the Agency of the Transaction and describing the ownership change taking place. Attached as **Exhibit C** is a copy of that notice letter. Upon the Agency’s request on May 9, 2025, the Applicant files this Application to supplement that prior notice.

## **II. SHPDA Requirements for Change of Ownership**

Concerning the questions posed in the Change of Ownership Application, please note the following:

1. Services to Be Offered. The contemplated transaction will not result in any new or additional services from those already authorized to be provided by the Facility.
2. Addition of Stations. The contemplated transaction will not result in the addition of new ESRD stations.
3. Conversion of Stations. The contemplated transaction will not result in the conversion of ESRD stations.
4. Type of Acquisition. As described more particularly above, the proposed transaction is an asset acquisition.

## **III. Requested Action**

Based upon the above description of the proposed transaction and a showing that there will be no change in health services, conversion of beds, or increase or decrease in station capacity, we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the Alabama Administrative Code to process this Application. In consideration of the upcoming closing of this Transaction on May 30, 2025, the Applicant respectfully requests that the Agency issue its response to this Application several days in advance of this closing date. This will allow the Applicant to provide such response to the Alabama Department of Public Health to allow the processing of the Applicant's currently pending licensure change of ownership application and to ensure a smooth transition of services to patients upon closing.

Thank you in advance for your assistance with this matter. Please note that we will submit the filing fee associated with this Application via the Agency's electronic payment portal. Please contact me at mbryant@bradley.com or 205.521.8011 if you have any questions or need additional information or documentation to process this request.

Sincerely,

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

Mazie Bryant

Enclosures

**Exhibit A**

**Notice of Change in Direct Ownership of Cherokee Community Dialysis, LLC**

May 12 2025

**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: 019-D1001  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: Cherokee Community Dialysis, LLC  
(ADPH Licensure Name)

Physical Address: 485 Northwood Drive  
Centre, AL 35960

County of Location: CHEROKEE

Number of Beds/ESRD Stations: 10

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: Cherokee Community Dialysis, LLC

Mailing Address: 485 Northwood Drive  
Centre, AL 35960

Operator (Entity Name): Physicians Choice Management, LLC

**Part III: Acquiring Entity Information**

Name of Entity: Fresenius Medical Care Cherokee Dialysis, LLC

Mailing Address: 920 Winter Street  
Waltham, MA 02451

Operator (Entity Name): Fresenius Medical Care Cherokee Dialysis, LLC

Proposed Date of Transaction is  
on or after: 05/30/2025

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$ 1,600,000.00

Type of Beds: ESRD

Number of Beds/ESRD Stations: 10

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

Projected Equipment Cost: \$ 38,000.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 2,347,892.00

Projected Total Cost: \$ 2,385,892.00

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

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

**Part V: Certification of Information****Current Authority Signature(s):**

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

Owner(s):

Operator(s):

Title/Date:

CHEROKEE COMMUNITY DIALYSIS, LLC  
[Signature]  
[Signature]  
Manager/CEO 5/19/2025  
[Signature]

SWORN to and subscribed before me, this 9th day of May, 2025.

(Seal)

Commonwealth of Pennsylvania - Notary Seal  
Daniel J Antonucci, Notary Public  
Delaware County  
My commission expires September 28, 2025  
Commission number 1318564

[Signature]  
Notary Public

My Commission Expires: 09/28/25

**Acquiring Authority Signature(s):**

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

Purchaser(s): \_\_\_\_\_

Operator(s): \_\_\_\_\_

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

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

(Seal)

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

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

Author: Alva M. Lambert

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

History: New Rule

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

(Seal)

Notary Public

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

**Acquiring Authority Signature(s):**

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

Purchaser(s): By Hays Stephen Hays

Operator(s): \_\_\_\_\_

Title/Date: 2:33 PM 5/9/2025 Sr. Director AcquisitionsSWORN to and subscribed before me, this 9th day of May, 2025.Kimberly Suzette Calvert  
Notary PublicMy Commission Expires: 3/12/2027

Author: Alva M. Lambert

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

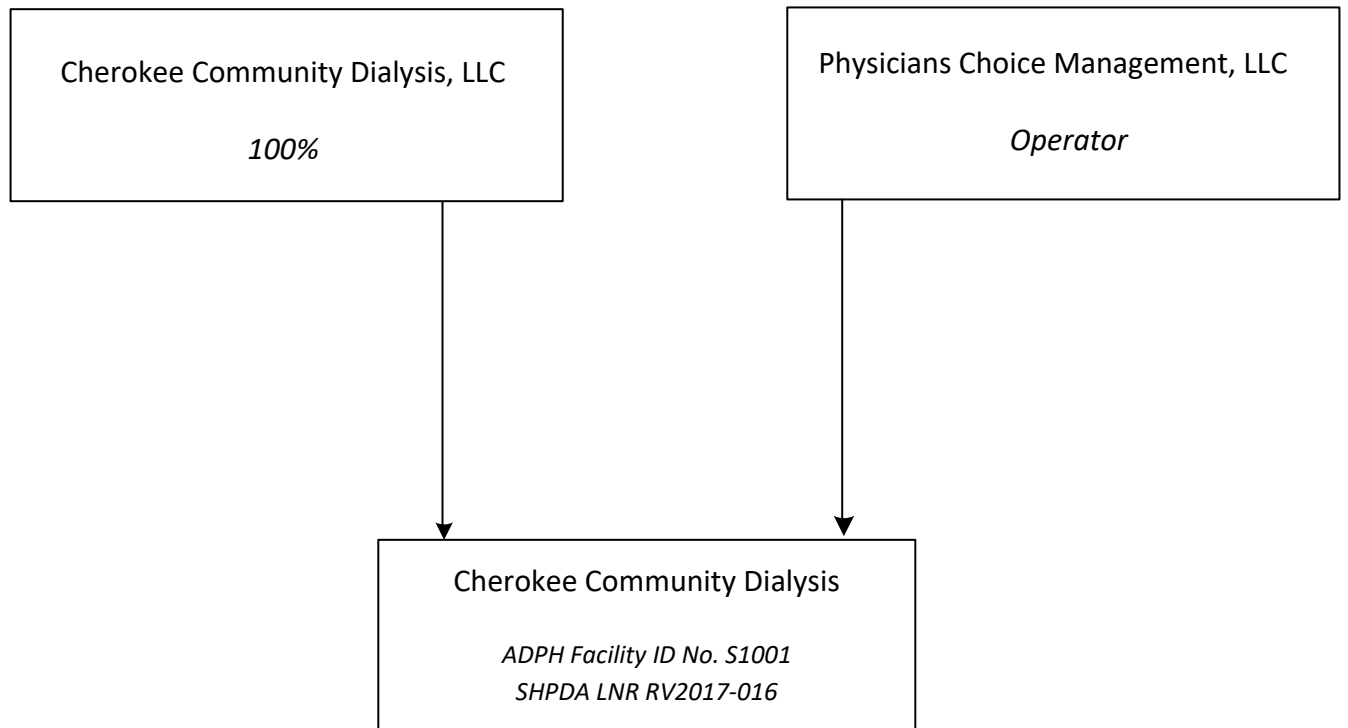
History: New Rule

**Exhibit B**

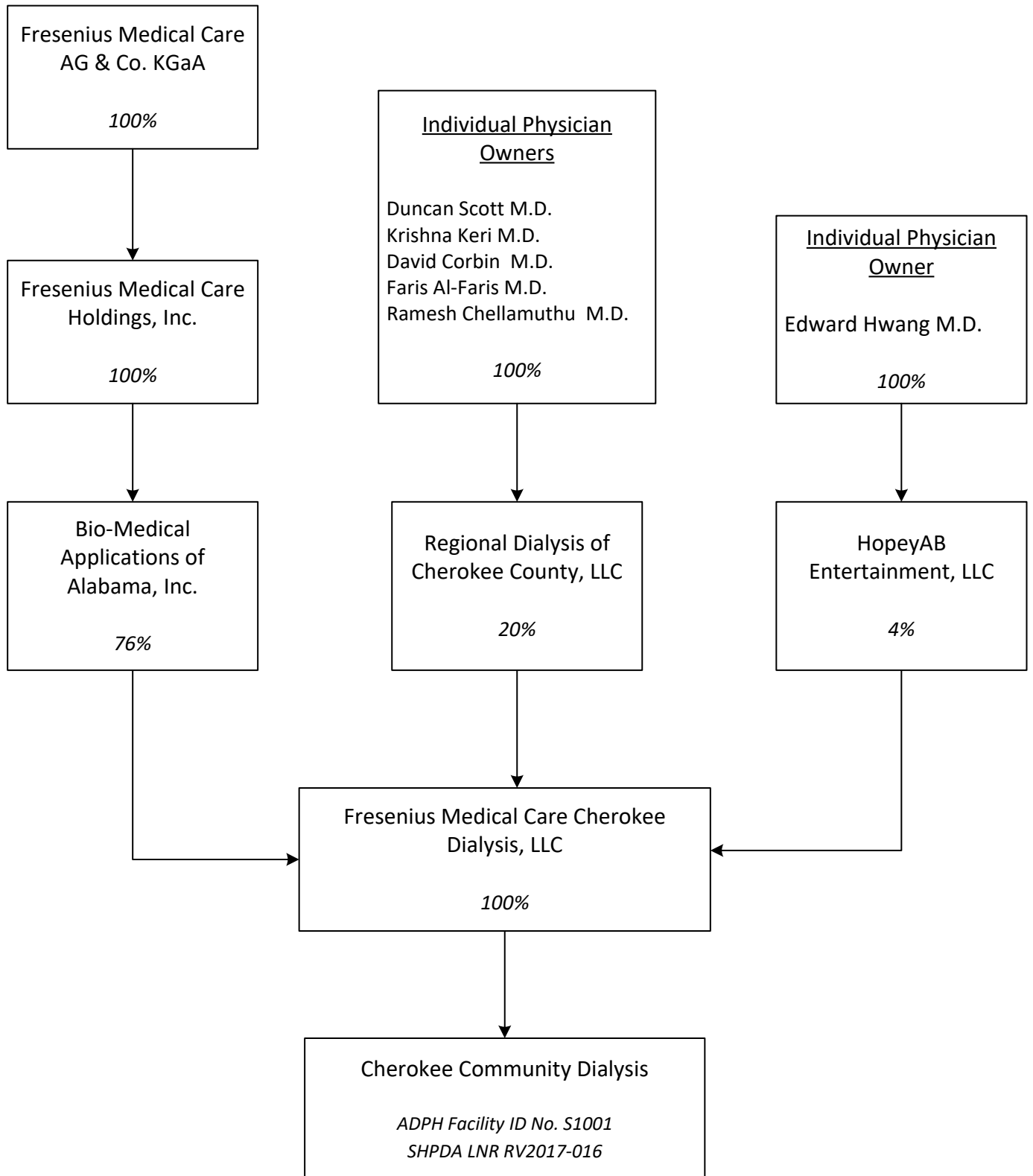
**Pre- and Post-Closing Ownership Charts**



## Pre-Closing Organizational Chart



## Post-Closing Organizational Chart



**Exhibit C**

**Letter to SHPDA, Dated May 1, 2025**

May 1, 2025

**Via Email (shpda.online@shpda.alabama.gov)**

Emily T. Marsal  
Executive Director  
State Health Planning & Development Agency  
100 N. Union Street, Suite 870  
Montgomery, Alabama 36104

RE: Notice of Change in Direct Ownership of Cherokee Community Dialysis, LLC

Dear Ms. Marsal:

Please consider this letter to be advance notice to the State Health Planning & Development Agency (“SHPDA” or the “Agency”) of an upcoming transaction (the “Transaction”) between Cherokee Community Dialysis, LLC (“Seller”), which owns and operates a licensed end-stage renal disease treatment center located at 485 Northwood Drive, Centre, AL 35960 (SHPDA Facility ID No. 019-D1001) (the “Clinic”), and Fresenius Medical Care Cherokee Dialysis, LLC (“Buyer,” and together with Seller, the “Parties”) in which Buyer will be acquiring substantially all of the assets of Seller pursuant to the terms of a definitive agreement between the Parties. The Transaction is proposed to close on May 30, 2025, and to be effective June 1, 2025.

Importantly, Seller does not hold certificate of need authority from the Agency to operate the Clinic. Instead, Seller received a letter of nonreviewability from SHPDA on May 15, 2017, confirming the clinic’s exemption from the state’s certificate of need law due to its status as a 10-station dialysis clinic located in a Class 3, 4, 5, 6, 7 or 8 municipality in accordance with Alabama Code § 22-21-278 and Alabama Administrative Code Rule 410-2-3-.05(1)(b). A copy of this letter of nonreviewability is attached hereto as **Exhibit A**.

Under Alabama Administrative Code Rule 410-1-7-.04, a “notice of a change in ownership or control of a **health care facility or service for which a CON has been granted** shall be provided to the State Agency by the acquiring entity at least twenty (20) days before the transaction occurs, unless a shorter period is authorized for good cause shown by the Executive Director.” (emphasis added). The rule does not require a formal change of ownership filing for a facility holding a letter of nonreviewability. Instead, in a discussion on March 12, 2025, SHPDA requested the submission of a notice letter informing the Agency of the transaction and describing the ownership change taking place. To that end, attached as **Exhibit B** are the pre-and post-closing organizational charts showing the change taking place.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me, outside counsel for Buyer, at mbryant@bradley.com or 205-521-8011.

Best regards,

A handwritten signature in black ink that reads "Mazie Bryant". The signature is written in a cursive, flowing style with a long horizontal stroke at the end of the last name.

Mazie Bryant

Enclosures

**Exhibit A**

**Letter of Nonreviewability**



## STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

100 NORTH UNION STREET, SUITE 870  
MONTGOMERY, ALABAMA 36104

May 15, 2017

Peck Fox, Esquire  
The Fox Law Firm, LLC  
Post Office Box 242683  
Montgomery, Alabama 36124

RE: RV2017-016  
Cherokee Community Dialysis, LLC  
Centre, Alabama  
Cherokee County

Dear Mr. Fox:

This is written in response to your letter filed on March 28, 2017, regarding a request for a letter of non-reviewability on behalf of the referenced provider to establish a ten (10) station kidney disease treatment center that contains no more than ten (10) freestanding hemodialysis units. This request is made pursuant to the statutory exception for a Certificate of Need ("CON") for kidney disease treatment centers with ten (10) stations or less, as provided in ALA. CODE §22-21-278 (1975 as amended) and ALA. ADMIN. CODE r 410-2-3-.05(1)(b)(2015).

ALA. CODE §22-21-278 (1975 as amended) provides that a CON is not required for a dialysis facility located in a Class 3, 4, 5, 6, 7 or 8 municipality, as defined by ALA. CODE §11-40-12(1) (1975 as amended), if the facility contains no more than ten (10) freestanding hemodialysis stations. If the municipality, or any part thereof, is located in a county in which a Class 1, 2, or 3 municipality, or any part thereof, is located, the exemption does not apply.

According to the facts that have been provided, a Certificate of Need would not be required under Alabama law and the *Alabama Certificate of Need Program Rules and Regulations*. In accordance with ALA. ADMIN. CODE r. 410-1-7-.02 (2010), this opinion is for informational purposes only and is based on circumstances as they currently exist. This letter is also specifically conditioned upon the continuing accuracy of the representations contained in your request and is based on the assumption that you have disclosed all pertinent information relative to this request. Should there be any deviations from the facts and premises which you provided to this Agency, and should circumstances prove to be other than represented, this letter will become null and void.

Sincerely,

Alva M. Lambert  
Executive Director

AML/kwm

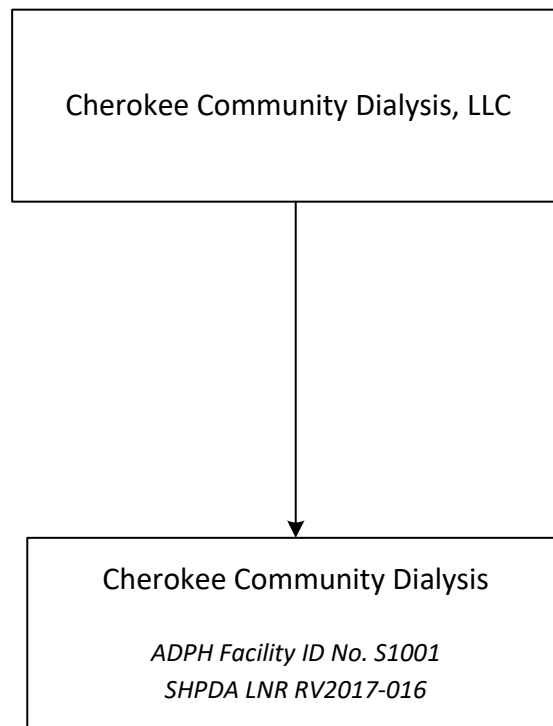
cc: Kristin Norman, Guy Nevins, ADPH

**Exhibit B**

**Pre- and Post-Closing Ownership Charts**



## Pre-Closing Organizational Chart



## Post-Closing Organizational Chart

