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STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

July 11, 2017

Via Federal Express

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

Re: Notice of Proposed Change in Ownership of PCD Lee County (SHPDA ID 081-D4104)

Dear Mr. Lambert:

On behalf of Fresenius Kidney Care Phenix City, LLC, a subsidiary of Fresenius Medical Care Holdings, Inc., we respectfully submit to the State Health Planning and Development Agency ("SHPDA") this letter as an attachment to the Notice of Change of Ownership form that we are filing pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the "Rules"). The proposed change of ownership involves the purchase by Fresenius Kidney Care Phenix City, LLC, of PCD Lee County, an ESRD facility located in Lee County (the "Facility") from Physicians Choice Dialysis of Lee County, LLC ("PCD"). The following summarizes the transaction proposed to take place on or about July 21, 2017, and addresses SHPDA requirements for a change of ownership.

Description of the Proposed Transaction

Enclosed for your reference as Exhibit A are details regarding the Facility that will be owned by Fresenius Kidney Care Phenix City, LLC immediately following the closing of the Proposed Transaction. The Proposed Transaction involves the acquisition by Fresenius Kidney Care Phenix City, LLC of the Facility and related assets. In consideration for the assets being transferred, Fresenius Kidney Care Phenix City, LLC will make a fair market value payment to PCD.

SHPDA Requirements for Changes of Ownership

In answer to the specific questions posed in the Change of Ownership Application, please note the following:

1. The Financial Scope of the Project. The financial scope of the project will encompass the fair market value payment that Fresenius Kidney Care Phenix City, LLC will make to PCD as consideration for the transfer of the Facility and related assets.
2. Services to be Offered. The contemplated transaction will not result in any new or additional services to those already authorized to be provided by the Facility.
3. Whether the Proposal Will Include the Addition of Any New Beds. The contemplated transaction will not result in the addition of new beds or dialysis stations.

4. Whether the Proposal Will Involve the Conversion of Beds. The contemplated transaction will not result in the conversion of beds.

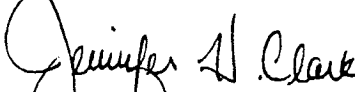
5. Whether the Assets and Stock (if any) Will be Acquired. As described more particularly above, Fresenius Kidney Care Phenix City, LLC will acquire the Facility assets from PCD.

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 bed capacity, we respectfully request that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a Certificate of Need is not required for the consummation of this Proposed Transaction. In accordance with the Rules, I am enclosing with this request a check in the amount of \$2,500.00 made payable to the Alabama State Health Planning and Development Agency.

Should you have any questions or need further information, please feel free to contact me at the number or address listed above. Thank you in advance for your assistance with this matter.

Sincerely,


Jennifer H. Clark

Enclosures

EXHIBIT A

FACILITY NAME	ADDRESS	PCD SELLER ENTITY
PCD Lee County	5009 River Chase Drive, Bld. 300 Phenix City, AL 36867 (Lee County)	Physicians Choice of Lee County, LLC

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STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

State Health Planning and Development Agency

Alabama CON Rules & Regulations

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: 081-D4104
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: PCD Lee County
(ADPH Licensure Name)

Physical Address: 5009 River Chase Drive, Bldg. 300
Phenix City, Alabama 36867

County of Location: LEE

Number of Beds/ESRD Stations: 10

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Not applicable.

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: Physicians Choice Dialysis of Lee County, LLC

Mailing Address: 211 Commerce Courts Ste. 104
Pottstown, PA 19464

Operator (Entity Name): Same as Owner

Part III: Acquiring Entity Information

Name of Entity: Fresenius Kidney Care Phenix City, LLC

Mailing Address: 920 Winter Street
Waltham, Massachusetts 02451

Operator (Entity Name): Fresenius Management Services, Inc.

Proposed Date of Transaction is on or after: 07/14/2017

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ See attached letter.

Type of Beds: Not Applicable.

Number of Beds/ESRD Stations: 10

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

Not applicable. See attached letter.

Projected Equipment Cost: \$ _____

Projected Construction Cost: \$ _____

Projected Yearly Operating Cost: \$ _____

Projected Total Cost: \$ 0.00

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.

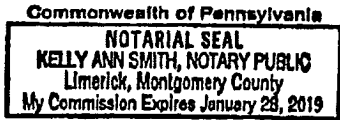
Owner(s): T. Glaze Thomas J. Karl

Operator(s): _____

Title/Date: Manager/owner 6/27/2017

SWORN to and subscribed before me, this 27 day of June, 2017.

(Seal)



Kelly Smith
Notary Public

My Commission Expires: 1/28/2019

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): [Signature] _____

Operator(s): _____

Title/Date: VP / 7-6-17 _____

SWORN to and subscribed before me, this 6 day of July, 2017.

(Seal)

[Signature]
Notary Public

My Commission Expires: 10/17/2020

Author: Alva M. Lambert
Statutory Authority: § 22-21-271(c), Code of Alabama, 1975
History: New Rule