E-011-19

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HEALTH FACILITIES & SERVICES REVIEW BOARD

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

ORIGINAL

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Dialysis Newco, Inc. d/b/a U.S. Renal Care Scottsdale Dialysis		
Street Address: 4651 W. 79th Street, Suite 100		
City and Zip Code: Chicago, Illinois 60652		
County: Cook	Health Service Area: 6	Health Planning Area:

Legislators

State Senator Name: Jacqueline Y. Collins
State Representative Name: André M. Thapedi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: BCPE Cycle Buyer, Inc.
Street Address: c/o Bain Capital Private Equity, LP, 200 Clarendon Street
City and Zip Code: Boston, Massachusetts 02116
Name of Registered Agent: Maples Fiduciary Services (Delaware) Inc.
Registered Agent Street Address: 4001 Kennett Pike, Suite 302
Registered Agent City and Zip Code: Wilmington, Delaware 19807
Name of Chief Executive Officer: Chris Gordon
CEO Street Address: c/o Bain Capital Private Equity, LP, 200 Clarendon Street
CEO City and Zip Code: Boston, Massachusetts 02116
CEO Telephone Number: 617.516.2000

Type of Ownership of Applicants

- ☐ Non-profit Corporation
- ☒ For-profit Corporation
- ☐ Limited Liability Company
- ☐ Partnership
- ☐ Governmental
- ☐ Sole Proprietorship
- ☐ Other

- Corporations and limited liability companies must provide an **Illinois certificate of good standing.**
- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Edward Clancy
Title: Attorney
Company Name: Nixon Peabody LLP
Address: 70 West Madison Street, Suite 3500, Chicago, Illinois 60602
Telephone Number: 312.977.4487
E-mail Address: eclancy@nixonpeabody.com
Fax Number: 844.556.0737

Facility/Project Identification

Facility Name: U.S. Renal Care Scottsdale Dialysis		
Street Address: 4651 W. 79th Street, Suite 100		
City and Zip Code: Chicago, Illinois 60652		
County: Cook	Health Service Area: 6	Health Planning Area:

Legislators

State Senator Name: Jacqueline Y. Collins
State Representative Name: André M. Thapedi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Dialysis Newco, Inc.
Street Address: 4651 W. 79th Street, Suite 100
City and Zip Code: Chicago, Illinois 60652
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code: 60604
Name of Chief Executive Officer: Stephen Pirri
CEO Street Address: 5851 Legacy Circle, Suite 900
CEO City and Zip Code: Plano, Texas 75024
CEO Telephone Number: 214.736.2700

Type of Ownership of Applicants

- ☐ Non-profit Corporation
- ☒ For-profit Corporation
- ☐ Limited Liability Company
- ☐ Partnership
- ☐ Governmental
- ☐ Sole Proprietorship
- ☐ Other

- Corporations and limited liability companies must provide an **Illinois certificate of good standing.**
- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

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Title: Attorney
Company Name: Nixon Peabody LLP
Address: 70 West Madison Street, Suite 3500, Chicago, Illinois 60602
Telephone Number: 312.977.4487
E-mail Address: eclancy@nixonpeabody.com
Fax Number: 844.556.0737

Additional Contact [Person who is also authorized to discuss this Application]

Name: Ethan Domsten
Title: Attorney
Company Name: Nixon Peabody LLP
Address: 70 West Madison Street, Suite 3500, Chicago, Illinois 60602
Telephone Number: 312.977.9250
E-mail Address: edomsten@nixonpeabody.com
Fax Number: 855-452-9955

Post Exemption Contact
[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960]**

Name: Annie Wilson
Title: Facility Administrator
Company Name: Dialysis Newco, Inc.
Address: 4651 W. 79th Street, Suite 100, Chicago, Illinois 60652
Telephone Number: 773-582-8911
E-mail Address: legal@usrenalcare.com
Fax Number: 773-582-8977

Site Ownership after the Project is Complete
[Provide this information for each applicable site]

Exact Legal Name of Site Owner: A & R Katz Management Co.
Address of Site Owner: 3175 Commercial Avenue, Suite 100, Northbrook, Illinois 60652
Street Address or Legal Description of the Site: 4651 W. 79th Street, Suite 100, Chicago, Illinois 60652 **Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.**
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.

Current Operating Identity/Licensee
[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Dialysis Newco, Inc.
Address: 4651 W. 79th Street, Suite 100, Chicago, Illinois 60652

☐	Non-profit Corporation	☐	Partnership		
☐	For-profit Corporation	☐	Governmental		
☒	Limited Liability Company	☐	Sole Proprietorship	☐	Other

Operating Identity/Licensee after the Project is Complete
[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Dialysis Newco, Inc.

Address: 4651 W. 79th Street, Suite 100, Chicago, Illinois 60652

- ☐ Non-profit Corporation
- ☐ For-profit Corporation
- ☒ Limited Liability Company
- ☐ Partnership
- ☐ Governmental
- ☐ Sole Proprietorship
- ☐ Other

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.

Narrative Description

In the space below, provide a brief narrative description of the change of ownership. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site.

BCPE Cycle Buyer, Inc. will acquire by a series of mergers the outstanding shares of Rangers Renal Intermediate Holdings, Inc. ("RRIHI"), a parent corporation of U.S. Renal Care, Inc. ("USRC"). Following the merger, BCPE Cycle Buyer, Inc. (through its ownership of RRIHI) will own USRC and its chain of subsidiaries, which includes U.S. Renal Care Scottsdale Dialysis (the "Facility"). The Facility will continue to hold its Medicare certification as an End-Stage Renal Disease Facility. Closing of the transaction is contingent on the Board's approval of this Application, other regulatory approvals, and customary closing conditions.

Related Project Costs
Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: $_____

Fair Market Value: $_____

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes __ No X. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this Application is complete.

_____

_____

_____

_____

_____

Anticipated exemption completion date (refer to Part 1130.570): _____

State Agency Submittals

Are the following submittals up to date as applicable:
- ☐ Cancer Registry
- ☐ APORS
- ☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
- ☒ All reports regarding outstanding permits

Failure to be up to date with these requirements will result in this Application being deemed incomplete.

CERTIFICATION

This Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of BCPE Cycle Buyer, Inc.

_____

_____*

in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Name: Andrew Kaplan
Title: Treasurer & Secretary

Notarization:
Subscribed and sworn to before me
this 26 day of January, 2019

Signature of Notary

Seal

KELLY A. HENDERSON
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
January 08, 2021

Name: Devin O'Reilly
Title: Vice Presient

Notarization:
Subscribed and sworn to before me
this 26 day of January, 2019

Signature of Notary

Seal

KELLY A. HENDERSON
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
January 08, 2021

*Insert the EXACT legal name of the applicant

CERTIFICATION

This Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Dialysis Newco, Inc. *

in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Thomas L. Weinberg
Chairman

David Eldridge
Secretary

Notarization:
Subscribed and sworn to before me
this 21st day of February, 2019

Signature of Notary

Seal

LISA L. STEWART NOTARY PUBLIC STATE OF TEXAS ID# 7791709 EXPIRES 2-27-2020

Notarization:
Subscribed and sworn to before me
this 21st day of February, 2019

Signature of Notary

Seal

LISA L. STEWART NOTARY PUBLIC STATE OF TEXAS ID# 7791709 EXPIRES 2-27-2020

*Insert the EXACT legal name of the applicant

SECTION II. BACKGROUND.

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.

2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.

3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of this Application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.

4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of this Application without any further action by HFSRB.**

5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 5.

SECTION III. CHANGE OF OWNERSHIP (CHOW)

Transaction Type. Check the Following that Applies to the Transaction:

- ☐ Purchase resulting in the issuance of a license to an entity different from current licensee.
- ☐ Lease resulting in the issuance of a license to an entity different from current licensee.
- ☐ Stock transfer resulting in the issuance of a license to a different entity from current licensee.
- ☒ Stock transfer resulting in no change from current licensee.
- ☐ Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee.
- ☐ Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee.
- ☐ Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity.
- ☐ Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets.
- ☐ Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility.
- ☐ Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee.
- ☐ Change of ownership among related persons resulting in a license being issued to an entity different from the current licensee
- ☐ Change of ownership among related persons that does not result in a license being issued to an entity different from the current licensee.
- ☐ Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets and explain in "Narrative Description."

1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.

2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.

3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control	X

1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body	X
1130.520(b)(8) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition	X
APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.	

SECTION IV. CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.

2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.

3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense, and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 7.

CHARITY CARE			
	Year	**Year**	**Year**
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THIS APPLICATION FORM.

After paginating the entire completed Application, indicate, in the chart below, the page numbers for the included attachments:

Index of Attachments		
Attachment No.	**Attachment**	**Page**
1	Applicants' Identification, Including Certificate of Good Standing	
2	Site Ownership	
3	Persons with 5 Percent or Greater Interest In the Licensee, with their Percentage of Ownership	
4	Organizational Relationships (Organizational Chart), Certificate of Good Standing, Etc.	
5	Background of Applicants	
6	Change of Ownership	
7	Charity Care Information	

Attachment 1

Certificates of Good Standing

Copies of Applicants' certificates of good standing follow this page.

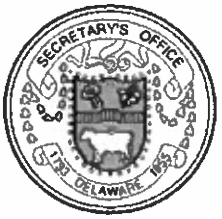
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCPE CYCLE BUYER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCPE CYCLE BUYER, INC." WAS INCORPORATED ON THE EIGHTH DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



7273658 8300

SR# 20191220686

Authentication: 202298208

Date: 02-21-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

File Number 6800-549-3

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

DIALYSIS NEWCO, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON AUGUST 19, 2011, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

Authentication #: 1905703036 verifiable until 02/26/2020
Authenticate at: http://www.cyberdriveillinois.com

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 26TH *day of* FEBRUARY *A.D.* 2019 .

Jesse White

SECRETARY OF STATE

Attachment 2

Site Ownership or Control

See page 3 of this Application. There will be no change of site ownership. The Facility will continue to lease the site under its current lease.

Attachment 3

Operating Identity

The Facility will continue to operate the facility and maintain its Medicare certification as an End-Stage Renal Disease facility. A copy of the Facility's certificate of good standing follows this page.

File Number 6800-549-3

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

DIALYSIS NEWCO, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON AUGUST 19, 2011, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 26TH *day of* FEBRUARY *A.D.* 2019 .

Authentication #: 1905703036 verifiable until 02/26/2020
Authenticate at: http://www.cyberdriveillinois.com

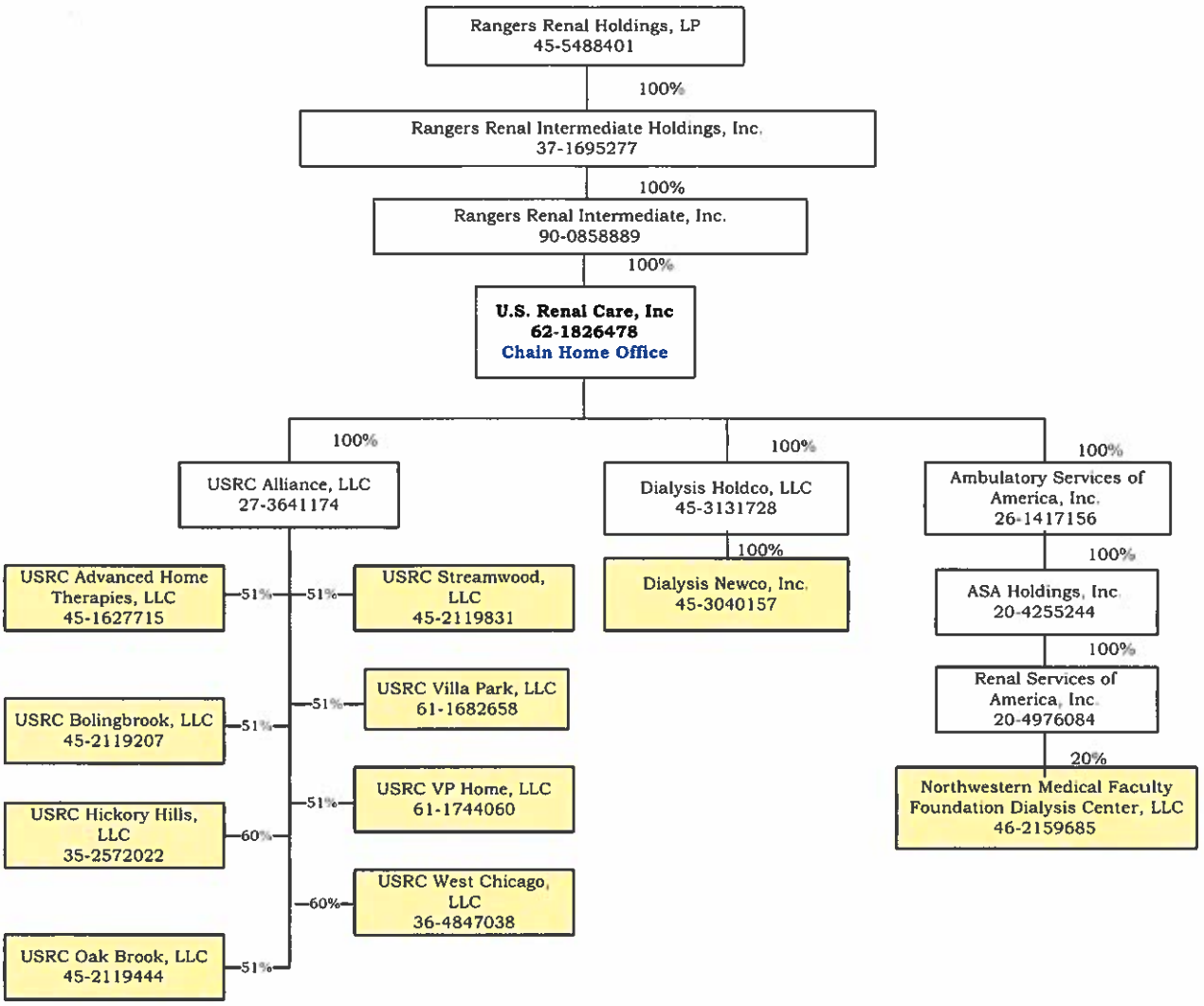
Jesse White
SECRETARY OF STATE

Attachment 4

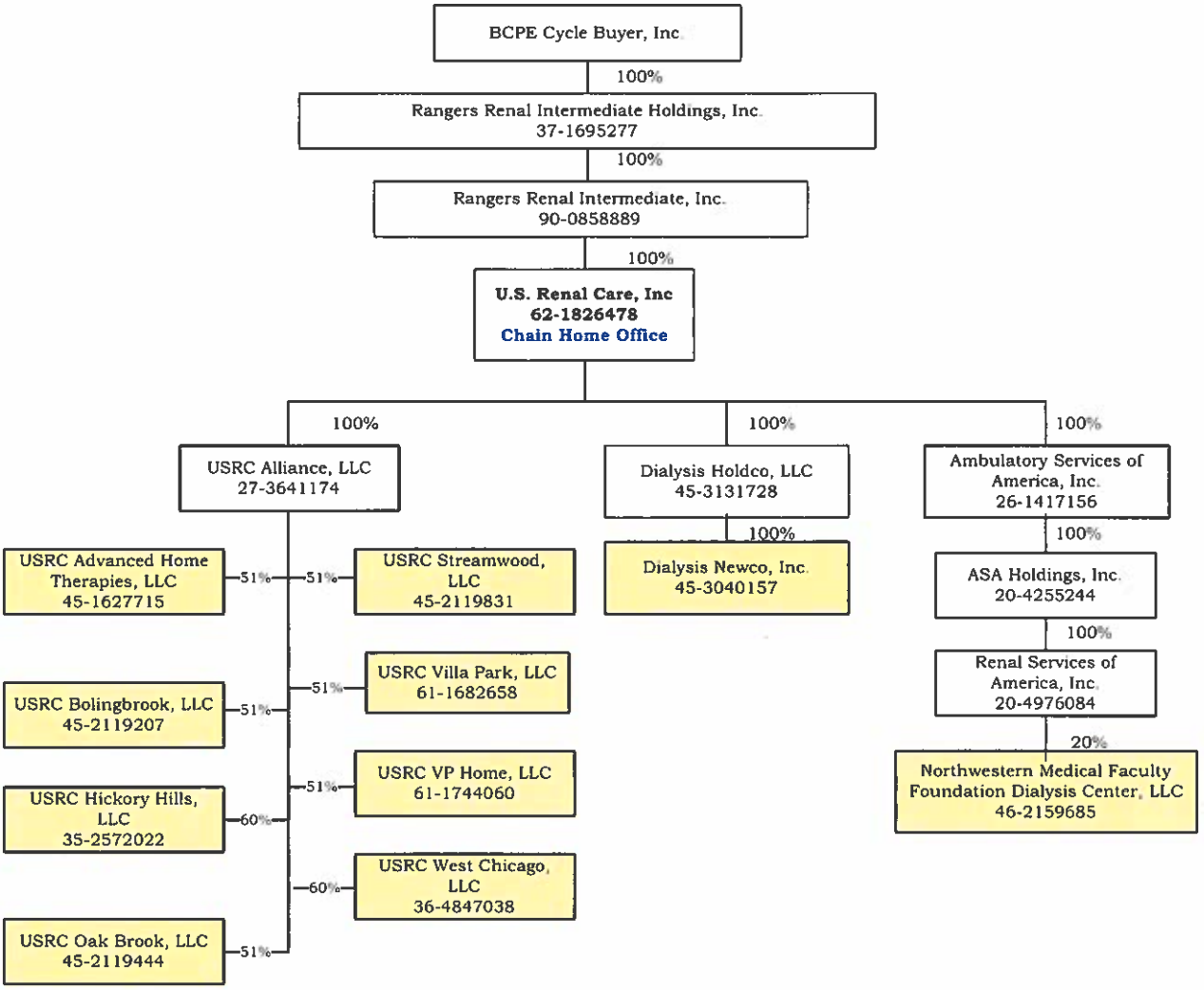
Organizational Relationships

Organizational charts, showing both the current- and post-ownership structures of the Facility, follow this page.

Pre Close Organizational Chart



Post Close Organizational Chart



Attachment 5

Background of Applicants

1. Applicants, BCPE Cycle Buyer, Inc., either owns and/or operates the following facilities (with applicable certification and licensing information, if applicable).

   None

2. A corporate officer or director, LLC members, partner, or owners of at least 5% of Applicant currently owns or operates the following health care facilities in Illinois.

   None

3. Applicant, by its representatives' signatures to the applicable Certification page of this Application, certify that neither Medicare, Medicaid, nor any State or Federal regulatory authority has taken any adverse action against any facility that Applicant owns or operates, either directly or indirectly, during the 3 years before the filing of this Application; and
4. Applicant, by its representatives' signatures to the applicable Certification page of this Application, authorizes the Illinois Health Facilities and Services Review Board and the Illinois Department of Public Health to access documentation (including official records of IDPH or other State agencies, the licensing or certification records of other states, when applicable, and the records of nationally recognized accreditation organizations) necessary to verify any documentation or information Applicants submitted in this Application.

1. Applicant, Dialysis Newco, Inc., either owns and/or operates the following facilities (with applicable certification and licensing information, if applicable).

   U.S. Renal Care Scottsdale Dialysis

2. A corporate officer or director, LLC members, partner, or owners of at least 5% of Applicant currently owns or operates the following health care facilities in Illinois.

   None

3. Applicant, by its representatives' signatures to the applicable Certification page of this Application, certify that neither Medicare, Medicaid, nor any State or Federal regulatory authority has taken any adverse action against any facility that Applicant owns or operates, either directly or indirectly, during the 3 years before the filing of this Application; and
4. Applicant, by its representatives' signatures to the applicable Certification page of this Application, authorizes the Illinois Health Facilities and Services Review Board and the Illinois Department of Public Health to access documentation (including official records of IDPH or other State agencies, the licensing or certification records of other states, when applicable, and the records of nationally recognized accreditation organizations) necessary to verify any documentation or information Applicants submitted in this Application.

Attachment 6

Applicable Review Criteria

1130.520(b)(1)(A) – Names of the Parties.

Applicants are BCPE Cycle Buyer, Inc. and Dialysis Newco, Inc. (the "Facility")

1130.520(b)(1)(B) – Background of the Parties.

See Attachment 5.

1130.520(b)(1)(C) – Structure of the transaction.

The Facility is the current approved operating entity. Following the transaction, BCPE Cycle Buyer, Inc. will own a parent corporation of the Facility and its chain of subsidiaries, which includes the Facility. The Facility will continue to hold its Medicare certification as an End-Stage Renal Disease Facility.

1130.520(b)(1)(D) – Name of Certified Entity after the Transaction.

Dialysis Newco, Inc.

1130.520(b)(1)(E) – List of the Ownership or Membership Interests in the Certified Entity, both prior to and after the Transaction, including a Description of Applicant's Organizational Structure with a Listing of Controlling or Subsidiary persons.

See Attachment 4.

1130.520(b)(1)(F) – Fair Market Value of Assets to be Transferred.

$16,779,078

1130.520(b)(1)(G) – The Purchase Price or Other Forms of Consideration To Be Provided for Those Assets.

$16,779,078

1130.520(b)(2) – Affirmation that any Projects for which Permits Have Been Issued Have Been Completed or Will Be Completed or Altered in accordance with the Provisions of this Section.

In accordance with 77 Ill. Adm. Code §1130.520, Applicants affirm that any project for which permits have been issued have been completed, will be completed, or altered in accordance with the provision of this section.

1130.520(b)(3) – If the Ownership Change Is for a Hospital, Affirmation that the Facility Will Not Adopt a More Restrictive Charity Care Policy than the Policy that Was In Effect One Year prior to the Transaction. The Hospital must Provide Affirmation that the Compliant Charity Care Policy Will Remain in Effect for a Two-Year Period following the Change of Ownership Transaction.

Not applicable.

1130.520(B)(4) – A Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.

The transaction will not change the services the Facility currently provides ESRD residents of the community, who will continue to have access to life-sustaining dialysis services. The Facility will continue to provide high-quality ESRD services after the change of ownership.

1130.520(B)(5) – The Anticipated or Potential Cost Savings, if any, that Will Result for the Community and the Facility because of the Change in Ownership.

Applicants have not identified quantifiable cost savings at the outset of the change of ownership.

1130.520(B)(6) – A Description of the Facility's Quality Improvement Program Mechanism that Will Be Utilized To Assure Quality Control.

Applicants intend to utilize the current facility's established quality-control mechanisms.

1130.520(B)(7) – A Description of the Selection Process that the Acquiring Entity Will Use To Select the Facility's Governing Body.

Each year the medical director, the regional director, the facility administrator, and a technical representative associated with the Facility meet to elect the governing body officers. Until the next meeting, the Facility will continue to have the same governing body: the chairperson/ CEO; the medical director; an alternate CEO; and the governing body secretary.

1130.520(B)(8) – A Statement that Applicant Has Prepared a Written Response Addressing the Review Criteria Contained In 77 Ill. Adm. Code 1110.240 and that the Response Is Available for Public Review on the Premises of the Health Care Facility.

If necessary, Applicants will prepare a written response to address the review criteria contained in 77 Ill. Adm. Code 1110.240, which will be available for public review at the facility.

1130.520(B)(9) – A Description or Summary of any Proposed Changes to the Scope of Services or Levels of Care Currently Provided at the Facility that Are Anticipated To Occur within 24 Months

Applicants anticipate no changes in the scope of services or levels of care at the Facility will occur within twenty-four months after the acquisition.

Attachment 7

Charity Care

The chart below indicates the amount of charity care all of U.S. Renal Care, Inc.'s facilities in Illinois provided for the latest 3 audited fiscal years and the cost of charity care. BCPE Cycle Buyer, Inc. anticipates that it will continue to provide a similar amount of charity care.

Charity Care			
	2016	**2017**	**2018**
Net Patient Revenue of All Illinois Facilities	$26,319,558	$29,309,559	$33,049,058
Amount of Charity Care (charges)	$100,882	$119,516	$93,851
Cost of Charity Care	$100,882	$119,516	$93,851