



**FRESENIUS  
MEDICAL CARE**

*E-006-15*

**RECEIVED**

**AUG 12 2015**

**HEALTH FACILITIES &  
SERVICES REVIEW BOARD**

August 11, 2015

Ms. Courtney Avery  
Administrator  
Illinois Health Facilities and Services Review Board  
525 W. Jefferson Street, 2<sup>nd</sup> Floor  
Springfield, IL 62761

Re: Fresenius Medical Care Gurnee

Dear Ms. Avery,

I am submitting the enclosed certificate of exemption application for consideration by the Illinois Health Facilities and Services Review Board. Please find the following:

1. An original of an application exemption for permit to change ownership of the above mentioned facility; and
2. A filing fee of \$2500.00 payable to the Illinois Department of Public Health.

I believe this application conforms with the applicable standards and criteria of Part 1110 and 1120 of the Board's regulations. Please advise me if you require anything further to deem the enclosed application complete.

Sincerely,

Lori Wright  
Senior CON Specialist

Enclosures

RECEIVED

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION FOR THE
CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY

AUG 12 2015

HEALTH FACILITIES &
SERVICES REVIEW BOARD

1. INFORMATION FOR EXISTING FACILITY

Current Facility Name Fresenius Medical Care Gurnee
Address 50 Tower Court
City Gurnee Zip Code 60033 County Lake
Name of current certified entity for the facility National Medical Care, Inc. d/b/a Fresenius Medical Care Gurnee
Does the current licensee: own this facility OR lease this facility X (if leased, check if sublease )
Type of ownership of the current certified entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation X For Profit Corporation Partnership Governmental
Limited Liability Company Other, specify
Illinois State Senator for the district where the facility is located: Sen. Terry Link
State Senate District Number 30th Mailing address of the State Senator
100 S. Greenleaf Street, Gurnee, IL 60033
Illinois State Representative for the district where the facility is located: Rep. Carol Sente
State Representative District Number 59th Mailing address of the State Representative
430 N. Milwaukee Ave., Suite 8, Lincolnshire, IL 60069

2. OUTSTANDING PERMITS. Does the facility have any projects for which the State Board issued a permit that will not be completed (refer to 1130.140 "Completion or Project Completion" for a definition of project completion) by the time of the proposed ownership change? Yes X No . If yes, refer to Section 1130.520(f), and indicate the projects by Project #14-012 - Relocation of 14 station ESRD facility and addition of 2 stations

3. NAME OF APPLICANT (complete this information for each co-applicant and insert after this page).
Exact Legal Name of Applicant Fresenius Medical Care Lake County, LLC
Address 920 Winter Street
City, State & Zip Code Waltham, MA 02451
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation For Profit Corporation Partnership Governmental
X Limited Liability Company Other, specify

4. NAME OF LEGAL ENTITY THAT WILL BE THE LICENSEE/OPERATING ENTITY OF THE FACILITY NAMED IN THE APPLICATION AS A RESULT OF THIS TRANSACTION.
Exact Legal Name of Entity to be Licensed: Fresenius Medical Care Lake County, LLC d/b/a Fresenius Medical Care Gurnee
Address 920 Winter Street
City, State & Zip Code Waltham, MA 02451
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation For Profit Corporation Partnership Governmental
X Limited Liability Company Other, specify

5. BUILDING/SITE OWNERSHIP. NAME OF LEGAL ENTITY THAT WILL OWN THE "BRICKS AND MORTAR" (BUILDING) OF THE FACILITY NAMED IN THIS APPLICATION IF DIFFERENT FROM THE OPERATING/LICENSED ENTITY
Exact Legal Name of Entity That Will Own the Site Greenleaf Center East, LLC
Address 15 Tower Court, Suite 145
City, State & Zip Code Gurnee, IL 60031
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation For Profit Corporation Partnership Governmental
X Limited Liability Company Other, specify

3. **NAME OF Co-APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant National Medical Care, Inc.

Address 920 Winter Street

City, State & Zip Code Waltham, MA 02451

Type of ownership of the current licensed entity (check one of the following:)  Sole Proprietorship  
 Not-for-Profit Corporation  For Profit Corporation  Partnership  Governmental  
 Limited Liability Company  Other, specify \_\_\_\_\_

3. **NAME OF Co-APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Fresenius Medical Care Holdings, Inc.

Address 920 Winter Street

City, State & Zip Code Waltham, MA 02451

Type of ownership of the current licensed entity (check one of the following:)  Sole Proprietorship  
 Not-for-Profit Corporation  For Profit Corporation  Partnership  Governmental  
 Limited Liability Company  Other, specify \_\_\_\_\_

- 6. TRANSACTION TYPE. CHECK THE FOLLOWING THAT APPLY 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 certification 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;
  - 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 "Attachment 3 Narrative Description"
- 7. APPLICATION FEE.** Submit the application fee in the form of a check or money order for \$2,500 payable to the Illinois Department of Public Health and append as **ATTACHMENT #1**.
- 8. FUNDING.** Indicate the type and source of funds which will be used to acquire the facility (e.g., mortgage through Health Facilities Authority; cash gift from parent company, etc.) and append as **ATTACHMENT #2**.
- 9. ANTICIPATED ACQUISITION PRICE:** \$           N/A           (There is no cost to this project)
- 10. FAIR MARKET VALUE OF THE FACILITY:** \$           N/A           (There is no cost to this project)  
(to determine fair market value, refer to 77 IAC 1130.140)
- 11. DATE OF PROPOSED TRANSACTION:** December 31, 2015
- 12. NARRATIVE DESCRIPTION.** Provide a narrative description explaining the transaction, and append it to the application as **ATTACHMENT #3**.
- 13. BACKGROUND OF APPLICANT** (co-applicants must also provide this information). Corporations and Limited Liability Companies must provide a current Certificate of Good Standing from the Illinois Secretary of State. Limited Liability Companies and Partnerships must provide the name and address of each partner/ member and specify the percentage of ownership of each. Append this information to the application as **ATTACHMENT #4**.
- 14. TRANSACTION DOCUMENTS.** Provide a copy of the complete transaction document(s) including schedules and exhibits which detail the terms and conditions of the proposed transaction (purchase, lease, stock transfer, etc). Applicants should note that the document(s) submitted should reflect the applicant's (and co-applicant's, if applicable) involvement in the transaction. The document must be signed by both parties and contain language stating that the transaction is contingent upon approval of the Illinois Health Facilities and Services Review Board. Append this document(s) to the application as **ATTACHMENT #5**.
- 15. FINANCIAL STATEMENTS.** (Co-applicants must also provide this information) Provide a copy of the applicants latest audited financial statements, and append it to this application as **ATTACHMENT #6**. If the applicant is a newly formed entity and financial statements are not available, please indicate by checking YES   X  , and indicate the date the entity was formed   02/13/2015

16. **PRIMARY CONTACT PERSON.** Individual representing the applicant to whom all correspondence and inquiries pertaining to this application are to be directed. (Note: other persons representing the applicant not named below will need written authorization from the applicant stating that such persons are also authorized to represent the applicant in relationship to this application).

Name: <i>Lori Wright</i>
Title: <i>Senior CON Specialist</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>3500 Lacey Road, Suite 900, Downers Grove, IL 60515</i>
Telephone Number: <i>630-960-6807</i>
E-mail Address: <i>lori.wright@fmc-na.com</i>
Fax Number: <i>630-960-6928</i>

17. **ADDITIONAL CONTACT PERSON.** Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: <i>Coleen Muldoon</i>
Title: <i>Regional Vice President</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>3500 Lacey Road, Suite 900, Downers Grove, IL 60515</i>
Telephone Number: <i>630-960-6706</i>
E-mail Address: <i>coleen.muldoon@fmc-na.com</i>
Fax Number: <i>630-960-6928</i>

Name: <i>Clare Ranalli</i>
Title: <i>Attorney</i>
Company Name: <i>McDermott, Will &amp; Emery</i>
Address: <i>227 W. Monroe Street, Suite 4700, Chicago, IL 60606</i>
Telephone Number: <i>312-984-3365</i>
E-mail Address: <i>cranalli@mwe.com</i>
Fax Number: <i>312-984-7500</i>

18. CERTIFICATION: FRESENIUS MEDICAL CARE LAKE COUNTY, LLC

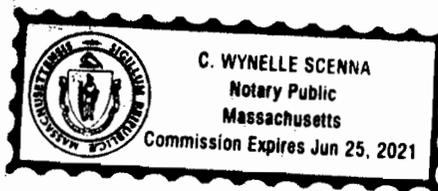
I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer *Bryan Mello*  
Typed or Printed Name of Authorized Officer Bryan Mello  
Assistant Treasurer  
Title of Authorized Officer: \_\_\_\_\_  
Address: 920 Winter Street, Waltham, MA  
City, State & Zip Code: Waltham, MA 02451  
Telephone ( 781 ) 699-9000 Date: 8/5/15

**NOTE: complete a separate signature page for each co-applicant and insert following this page.**

Notarization:  
Subscribed and sworn to before me  
this 8/05 day of August 2015

C Wynelle Scenna  
Signature of Notary



Seal

19. CERTIFICATION: NATIONAL MEDICAL CARE, INC.

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

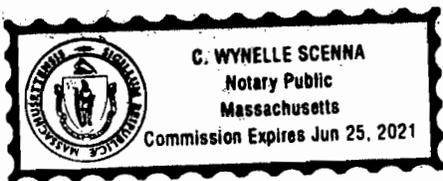
Signature of Authorized Officer *B. Mello*  
Typed or Printed Name of Authorized Officer Bryan Mello  
Assistant Treasurer  
Title of Authorized Officer: \_\_\_\_\_  
Address: 920 Winter Street, Waltham, MA  
City, State & Zip Code: Waltham, MA 02451  
Telephone (781) 699 9000 Date: 7/31/15

**NOTE:** complete a separate signature page for each co-applicant and insert following this page.

Notarization:  
Subscribed and sworn to before me  
this 31 day of July 2015

*C. Wynelle Scenna*  
Signature of Notary

Seal



**20. CERTIFICATION: FRESENIUS MEDICAL CARE HOLDINGS, INC.**

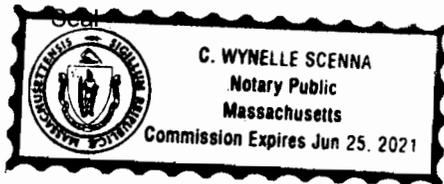
I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the number of beds within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer *Bryan Mello*  
Typed or Printed Name of Authorized Officer Bryan Mello  
Assistant Treasurer  
Title of Authorized Officer: \_\_\_\_\_  
Address: 920 Winter Street, Waltham, MA  
City, State & Zip Code: Waltham, MA 02451  
Telephone (781) 699 9000 Date: 7/31/15

**NOTE: complete a separate signature page for each co-applicant and insert following this page.**

Notarization:  
Subscribed and sworn to before me  
this 31 day of July 2015

*C Wynelle Scenna*  
Signature of Notary



## **Funding**

The proposed change of ownership is simply an internal transfer of assets from National Medical Care, Inc. to Fresenius Medical Care Lake County, LLC. There is no cost associated with this project.

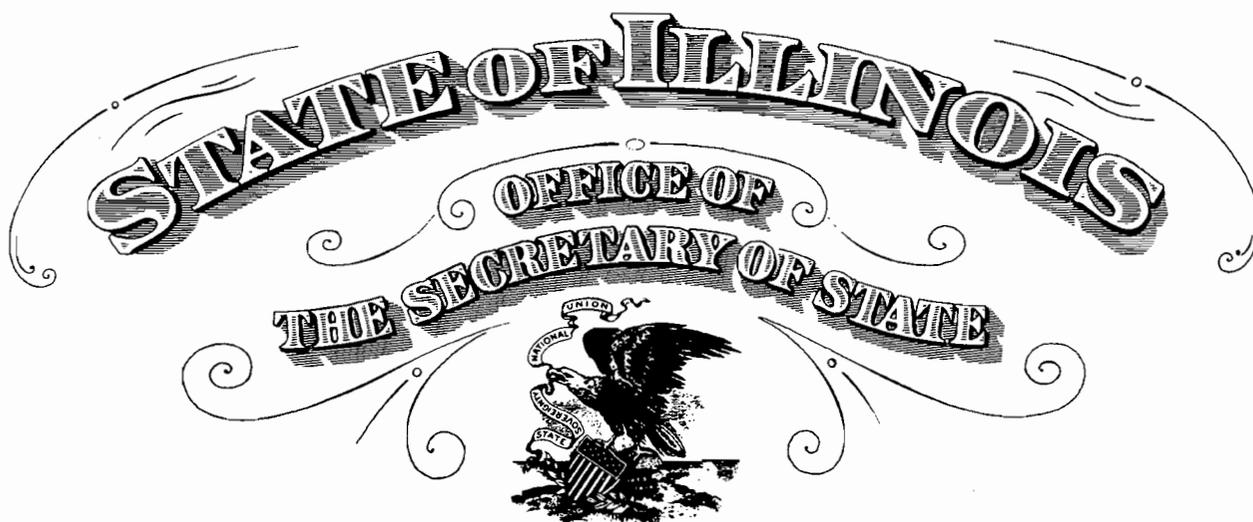
## **Narrative**

Currently the Gurnee facility is operated and certified as National Medical Care, Inc. d/b/a Fresenius Medical Care Gurnee. After the change of ownership the certified entity will be Fresenius Medical Care Lake County, LLC. This is an internal restructuring only and there is no cost associated with it.

Fresenius Medical Care Lake County, LLC is a newly formed wholly owned entity.

## **Background of Applicant**

Fresenius Medical Care of Illinois, LLC located at 920 Winter Street, Waltham, MA, 02451 is the sole member of Fresenius Medical Care Lake County, LLC.



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

FRESENIUS MEDICAL CARE LAKE COUNTY, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON FEBRUARY 13, 2015, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 1505403260

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 23RD  
day of FEBRUARY A.D. 2015 .

*Jesse White*

SECRETARY OF STATE

## Transaction Document

This change of ownership is an internal reorganization so there is no transaction document and pursuant to the change in process relating to changes of ownership no transaction document is required.

## **Financial Statements**

Fresenius Medical Care Lake County, LLC is a newly formed entity so there are no individual financial statements available, however all entities under Fresenius Medical Care Holdings, Inc. have consolidated financial statements. Those statements would pertain to Fresenius Medical Care Lake County, LLC.

2014 Financial Statements for Fresenius Medical Care Holdings, Inc. were submitted previously to the Board with #15-022, Fresenius Medical Care Blue Island and are the same financials that pertain to this application. In order to reduce bulk these financials can be referred to if necessary.

Likewise, 2013 Financial Statements were submitted with #14-029 and 2013 Financial Statements were submitted with #13-040.