

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2018-2 Edition

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

**SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION**

**This Section must be completed for all projects.**

**Facility/Project Identification**

Facility Name:	Fresenius Kidney Care Merrionette Park (Real Estate Only)		
Street Address:	11630 S. Kedzie		
City and Zip Code:	Merrionette, IL 60803		
County:	Cook	Health Service Area:	007 Health Planning Area: A-04

**Legislators**

State Senator Name:	Bill Cunningham
State Representative Name:	Frances Ann Hurley

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

Exact Legal Name:	Merrionette Park 11600 Medical Properties, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	The Corporation Trust Company
Registered Agent Street Address:	1209 Orange Street
Registered Agent City and Zip Code:	Wilmington, DE 19801
Name of Chief Executive Officer:	Albert Rabil, III
CEO Street Address:	One Town Center Road, Suite 300
CEO City and Zip Code:	Boca Raton, FL 33486
CEO Telephone Number:	561-300-6200

**Type of Ownership of Applicants**

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> 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 THE APPLICATION FORM.**

**Primary Contact [Person to receive ALL correspondence or inquiries]**

Name:	Joe Ourth
Title:	Attorney
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

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State Senator Name:	Bill Cunningham
State Representative Name:	Frances Ann Hurley

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

Exact Legal Name:	KAREP V MO REIT, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	The Corporation Trust Company
Registered Agent Street Address:	1209 Orange Street
Registered Agent City and Zip Code:	Wilmington, DE 19801
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City and Zip Code:	Merrionette, IL 60803		
County: Cook	Health Service Area: 007	Health Planning Area: A-04	

**Legislators**

State Senator Name:	Bill Cunningham
State Representative Name:	Frances Ann Hurley

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

Exact Legal Name:	RSA Properties I, LLC
Street Address:	11600 S. Kedzie
City and Zip Code:	Merrionette Park, IL 60803
Name of Registered Agent:	Karl Shea
Registered Agent Street Address:	11600 S. Kedzie
Registered Agent City and Zip Code:	Merrionette Park, IL 60803
Name of Chief Executive Officer:	Karl Shea, Managing Partner
CEO Street Address:	11600 S. Kedzie
CEO City and Zip Code:	Merrionette Park, IL 60803
CEO Telephone Number:	708/389-8820

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County: Cook	Health Service Area: 007	Health Planning Area: A-04	

**Legislators**

State Senator Name:	Bill Cunningham
State Representative Name:	Frances Ann Hurley

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

Exact Legal Name:	RSA Properties II, LLC
Street Address:	11600 S. Kedzie
City and Zip Code:	Merrionette Park, IL 60806
Name of Registered Agent:	Anthony Ruh
Registered Agent Street Address:	11600 S. Kedzie
Registered Agent City and Zip Code:	Merrionette Park, IL 60803
Name of Chief Executive Officer:	Anthony Ruh
CEO Street Address:	11600 S. Kedzie
CEO City and Zip Code:	Merrionette Park, IL 60803
CEO Telephone Number:	708/389-8820

**Type of Ownership of Applicants**

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County: Cook	Health Service Area: 007	Health Planning Area: A-04	

**Legislators**

State Senator Name:	Bill Cunningham
State Representative Name:	Frances Ann Hurley

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

Exact Legal Name:	RSA Properties III, LLC
Street Address:	9730 S. Western Avenue, Suite 204
City and Zip Code:	Evergreen Park, IL 60805
Name of Registered Agent:	Gerald Berlin
Registered Agent Street Address:	11600 S. Kedzie
Registered Agent City and Zip Code:	Evergreen Park, IL 60805
Name of Chief Executive Officer:	Pamela Ross
CEO Street Address:	9730 S. Western Avenue, Suite 204
CEO City and Zip Code:	Evergreen Park, IL 60805
CEO Telephone Number:	708/389-8820

**Type of Ownership of Applicants**

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
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**Additional Contact** [Person who is also authorized to discuss the Application]

Name:	
Title:	
Company Name:	
Address:	
Telephone Number:	
E-mail Address:	
Fax Number:	

**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:	Gregg Graines
Title:	General Counsel & Senior Vice President
Company Name:	Remedy Medical Properties
Address:	181 W. Madison, Suite 4700, Chicago, IL 60602
Telephone Number:	312-872-4120
E-mail Address:	ggraines@remedy.com
Fax Number:	

**Site Ownership after the Project is Complete**

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Merrionette Park 11600 Medical Properties, LLC
Address of Site Owner:	One Town Center Road, Suite 300, Boca Raton, FL 33486
Street Address or Legal Description of the Site:	
<b>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.</b>	
<b>APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>	

**Operating Identity/Licensee after the Project is Complete**

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name:	Renal Care Group Chicago Southside, LLC (No Change)		
Address:	11630 S. Kedzie, Merrionette Park, IL 60803		
<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership		
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental		
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other	
<ul style="list-style-type: none"> <li>○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.</li> <li>○ 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.</li> <li>○ <b>Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.</b></li> </ul>			
<b>APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>			

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**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 THE APPLICATION FORM.**

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### 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.

Renal Care Group Chicago Southside, LLC (the "License Holder") operates Fresenius Kidney Care Merrionette Park located within a medical office complex at 11560, 11600 and 11630 Kedzie in Merrionette Park (the "Property"). The current owner of the 11630 S. Kedzie building are three related entities, RSA Properties I, LLC, RSA Properties II, LLC, and RSA Properties III, LLC ("RSA"). A related entity also owned by the same individuals is Corinthian Kedzie, LLC ("Corinthian") and is the entity that owns the 11560 S. Kedzie Building (RSA and Corinthian, the "Existing Owners"). The Existing Owners, through assignment, have executed a Purchase and Sale Agreement dated August 12, 2020, as amended, to sell the Property. The space for the dialysis center is part of a medical office complex with a total square footage of approximately 100,171. The leased space for the dialysis center comprises 5,600 square feet, or 5.6% of the Property (the "Leased Space"). The License Holder is a tenant in the Property.

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change to the ownership or operation of the facility. The License Holder is not party to the proposed transaction.

The Existing Owners have executed a Purchase and Sale Agreement to sell the 11630 S. Kedzie Property, through assignment, to Merrionette Park 11600 Medical Properties, LLC (the "New Owner"). The purchase agreement for the Property is subject to the approval of a COE by the Review Board. The sale of the Property is part of a larger transaction of a medical office building complex consisting of three buildings with addresses of 11560, 11600 and 11630 S. Kedzie. The purchase price for the three buildings is \$17,200,000. The Property will be conveyed to the New Owner through a special warranty deed which will be recorded with the Cook County Recorder's Office. The New Owner is controlled by and majority owned by KAREP V MO REIT, LLC, a real estate investment trust (REIT) focused on investing in health care real estate.

The value attributed to the Leased Space is based upon square footage percentage is approximately \$961,556, which is 5.6% of the Property purchase price of \$17,200,000. The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Lease Space.



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### 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.

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**Anticipated exemption completion date** (refer to Part 1130.570): November 30, 2020.

### State Agency Submittals *NA / Real Estate Only*

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 the Application being deemed incomplete.**

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### CERTIFICATION

The 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 *Marionette Park 11600 Medical Properties, LLC* \***

**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.**

*Peter Westmeyer*

SIGNATURE

*Peter Westmeyer*

PRINTED NAME

*Authorized Signatory*

PRINTED TITLE

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 4 day of November 2020

Notarization:

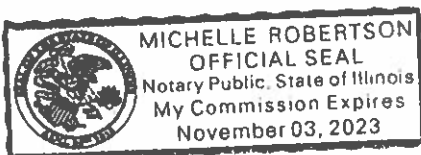
Subscribed and sworn to before me  
this \_\_\_\_\_ day of \_\_\_\_\_

*Michelle Robertson*

Signature of Notary

Signature of Notary

Seal



Seal

\*Insert the EXACT legal name of the applicant

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- ☐ in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of *Merrionette Park 11600 Medical Properties, LLC*\*

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.

*Peter Westmeyer*  
SIGNATURE

Peter Westmeyer  
PRINTED NAME

Authorized Signatory  
PRINTED TITLE

*Krysta Bawlsik*  
SIGNATURE

Krysta Bawlsik  
PRINTED NAME

Authorized Signatory  
PRINTED TITLE

Notarization:  
Subscribed and sworn to before me  
this 9 day of November, 2020

*Michelle Robertson*  
Signature of Notary

Seal



\*Insert the EXACT legal name of the applicant

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Subscribed and sworn to before me  
this 9 day of November 2020

*Michelle Robertson*  
Signature of Notary

Seal



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- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of **KAREP V MO REIT, LLC \***

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.

  
SIGNATURE

SIGNATURE

  
PRINTED NAME

PRINTED NAME

  
Vice President + Treasurer  
PRINTED TITLE

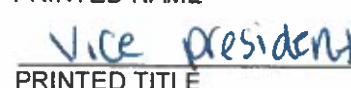
PRINTED TITLE

  
SIGNATURE

SIGNATURE

  
PRINTED NAME

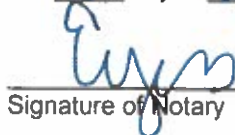
PRINTED NAME

  
Vice president  
PRINTED TITLE

PRINTED TITLE

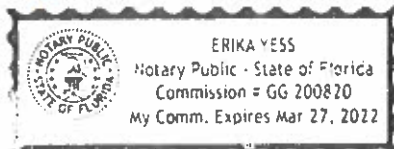
Notarization:

Subscribed and sworn to before me  
this 5th day of Nov, 2020

  
Signature of Notary

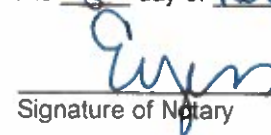
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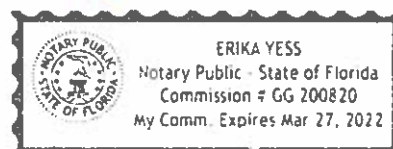
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Seal



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- 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 *RSA Properties I, LLC\**

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.

SIGNATURE

*Karl F. Shea*

PRINTED NAME

Manager

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 5th day of November 2020

*Theodore R. Timm*  
Signature of Notary

Seal



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SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

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this \_\_\_\_\_ day of \_\_\_\_\_

Signature of Notary

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This Application is filed on the behalf of *RSA Properties II, LLC\**

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.

SIGNATURE

Karl F. Shea

PRINTED NAME

Authorized Agent

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 5th day of NOVEMBER 2020

Signature of Notary

Seal



SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_

Signature of Notary

Seal

\*Insert the EXACT legal name of the applicant

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2018 2 Edition

**CERTIFICATION**

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

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o 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);
- o 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);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of *RSA Properties III, LLC\**

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.

SIGNATURE

Karl F. Shea

PRINTED NAME

Authorized Agent

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 5th day of NOVEMBER 2020

*Theodore R. Timm*  
Signature of Notary

Seal



\*Insert the EXACT legal name of the applicant

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this \_\_\_ day of \_\_\_\_\_

Signature of Notary

Seal

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2018-2 Edition

**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 the 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 the 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 THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 5.**

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
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### 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."

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2018-2 Edition

**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



**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
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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 THE APPLICATION FORM.**

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
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## 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
<b>Net Patient Revenue</b>			
Amount of Charity Care (charges)			
Cost of Charity Care			

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

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD**  
**CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2018-2 Edition**

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

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	22-23
2	Site Ownership	29
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	30
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	31-33
5	Background of the Applicant	34
6	Change of Ownership	35-38
7	Charity Care Information	39

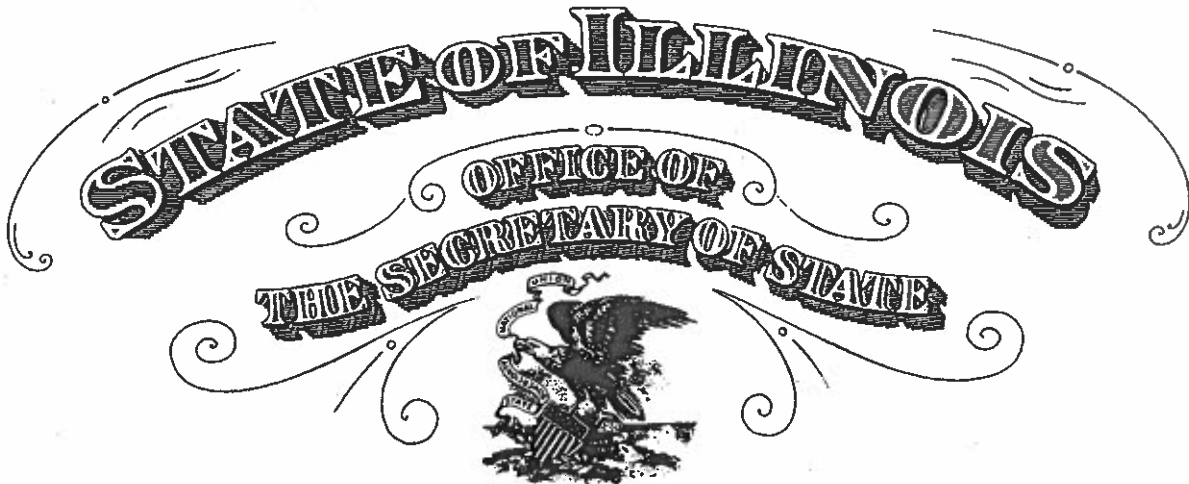
**Section I, Identification, General Information and Certification****Attachment 1, Type of Ownership of Applicants**

An organizational chart showing the current corporate structure of the Applicants along with the post-closing ownership structure of the Applicants is included in Attachment 4. Good standing certificates for the Applicants are also attached:

1. Renal Care Group Chicago Southside, LLC: is a Delaware limited liability company and is the licensed operator of Fresenius Kidney Care Merrionette Park (the "Dialysis Center"). The Dialysis Center leases space within a medical office building for its dialysis center. The Dialysis Center is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
2. RSA Properties I, LLC, RSA Properties II, LLC and RSA Properties III, LLC ("RSA"): are Illinois limited liability companies and the current owners of the medical office building in which the Dialysis Center is located. Illinois Certificates of Good Standing are attached.
3. Merrionette Park 11600 Medical Properties, LLC ("Medical Properties"): is a Delaware limited liability company and will be the entity that will hold title to the real property in which the Dialysis Center is located. An Delaware Certificate of Good Standing is included and the Illinois authorization to do business in Illinois has been applied for.
4. KAREP V MO REIT, LLC ("KAREP"): KAREP is a Delaware limited liability company. KAREP is a real estate investment trust and is the controlling entity of Merrionette Park 11600 Medical Properties, LLC and is consequently included as a co-applicant. Because KAREP performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware Certificate of Good Standing is included.

File Number

0903499-4



**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*

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 4 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR MERRIONETTE PARK 11600 MEDICAL PROPERTIES, LLC.



Authentication #: 2026902093 verifiable until 09/25/2021.  
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 25TH  
day of SEPTEMBER A.D. 2020 .

*Jesse White*

SECRETARY OF STATE



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERRIONETTE PARK 11600 MEDICAL PROPERTIES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERRIONETTE PARK 11600 MEDICAL PROPERTIES, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2020.

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



3715283 8300

SR# 20207454559

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203724948

Date: 09-24-20

# Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAREP V MO REIT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KAREP V MO REIT, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2017.

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



6390580 8300

SR# 20203345730

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

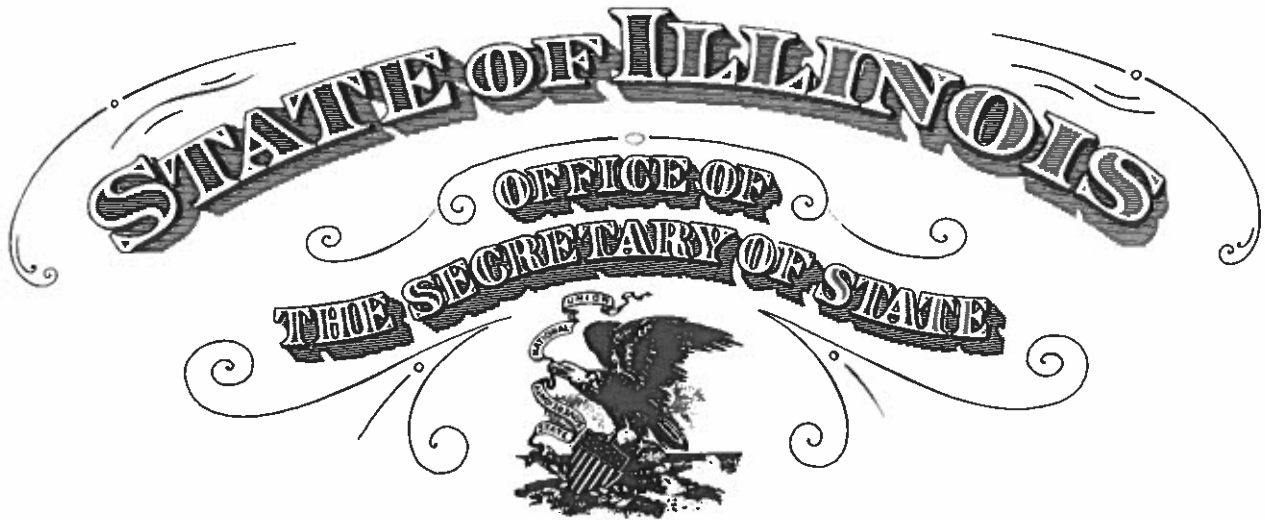
A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202861068

Date: 05-01-20

File Number

0722599-7



***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*

RSA PROPERTIES I, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 13, 2018, 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 DOMESTIC LIMITED LIABILITY COMPANY 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 29TH  
day of OCTOBER A.D. 2020 .***

*Jesse White*

SECRETARY OF STATE

Authentication #: 2030303960 verifiable until 10/29/2021

Authenticate at: <http://www.cyberdriveillinois.com>

File Number

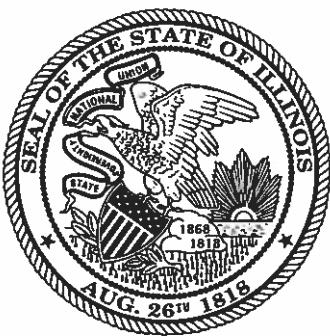
0722595-4



***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*

RSA PROPERTIES II, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 13, 2018, 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 DOMESTIC LIMITED LIABILITY COMPANY 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 29TH  
day of OCTOBER A.D. 2020 .***

*Jesse White*

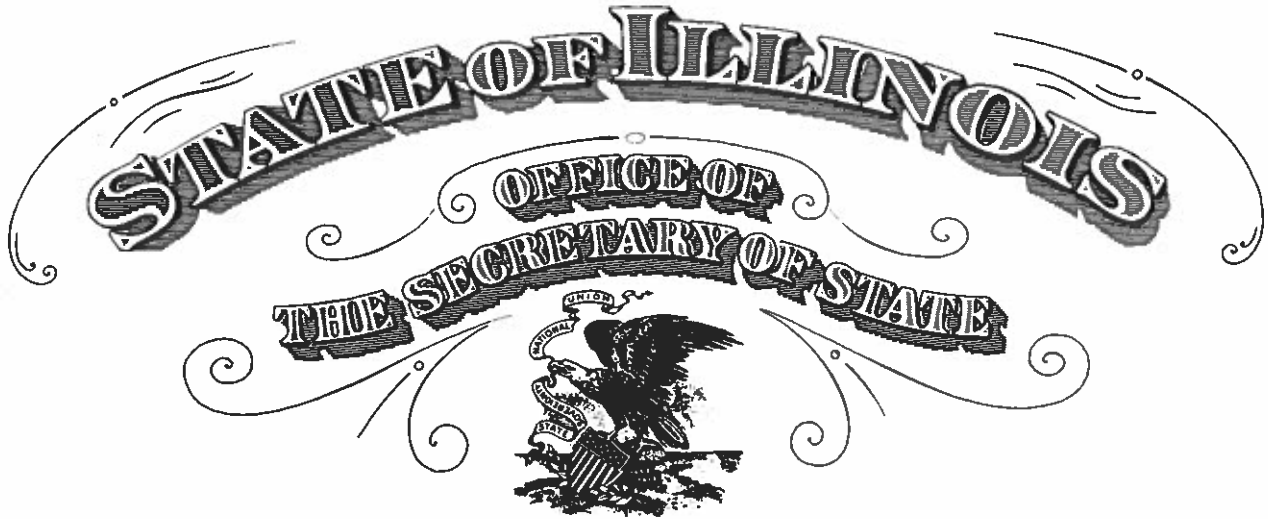
SECRETARY OF STATE

Authentication #: 2030303976 verifiable until 10/29/2021

Authenticate at: <http://www.cyberdriveillinois.com>

File Number

0722591-1



***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*

RSA PROPERTIES III, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 13, 2018, 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 DOMESTIC LIMITED LIABILITY COMPANY 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 30TH  
day of OCTOBER A.D. 2020 .***

*Jesse White*

SECRETARY OF STATE

Authentication #: 2030402032 verifiable until 10/30/2021  
Authenticate at: <http://www.cyberdriveillinois.com>

Attachment 1



**Section I, Identification, General Information and Certification****Attachment 2, Site Ownership**

Renal Care Group Chicago Southside, LLC is a tenant in a medical office building at 11630 S. Kedzie, Merrionette Park, Illinois 60803 (the "Property"). There should be no change in the Dialysis Center operations as a result of this transaction. The transaction is for the sale of the realty only. The Property is presently owned by RSA Properties I, LLC, RSA Properties II, LLC, and RSA Properties III, LLC. In this proposed transaction the underlying real property will be sold to Merrionette Park 11600 Medical Properties, LLC. The property will be managed by Remedy Medical Properties, Inc.

**Section I, Identification, General Information and Certification**

**Attachment 3, Operating Identity/Licensee**

Renal Care Group Chicago Southside, LLC will continue to be the licensed entity operating the facility.

Renal Care Group Chicago Southside, LLC is an Illinois limited liability company.

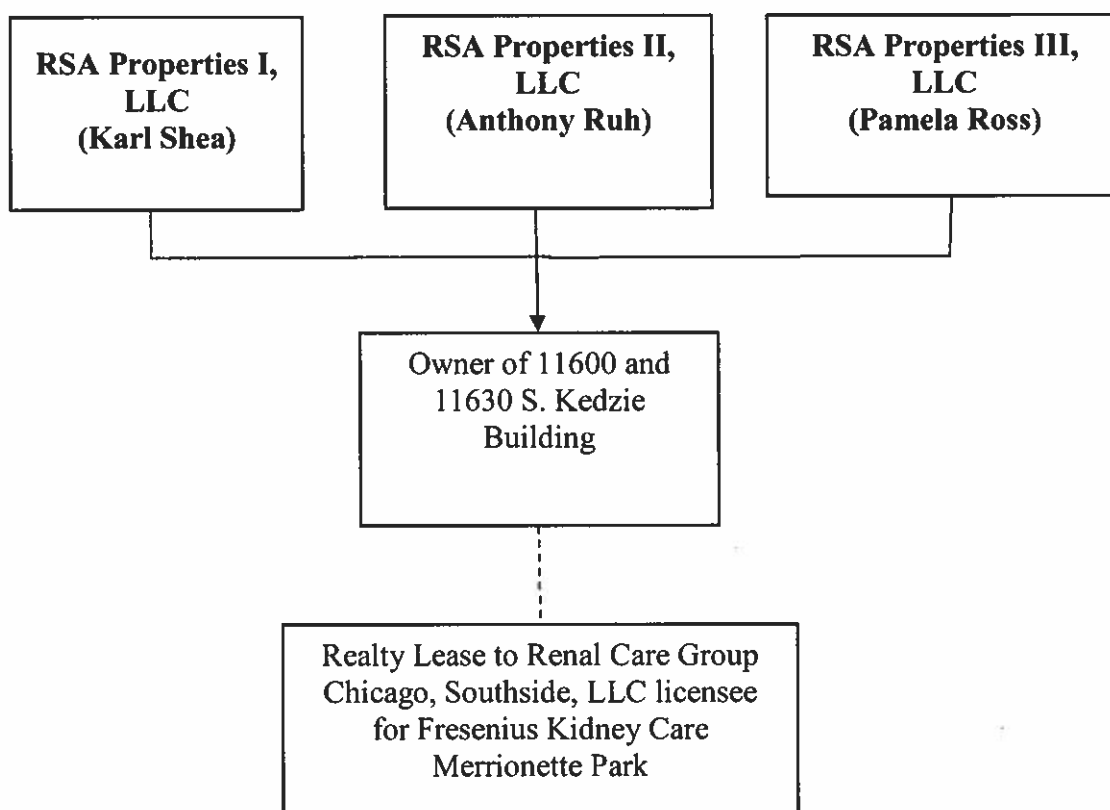
An organizational chart showing the current ownership structure of the realty companies is included in Attachment 4. There should be no change in the licensee's structure as a result of this transaction.

**Section I, Identification, General Information and Certification**

**Attachment 4, Organizational Relationships**

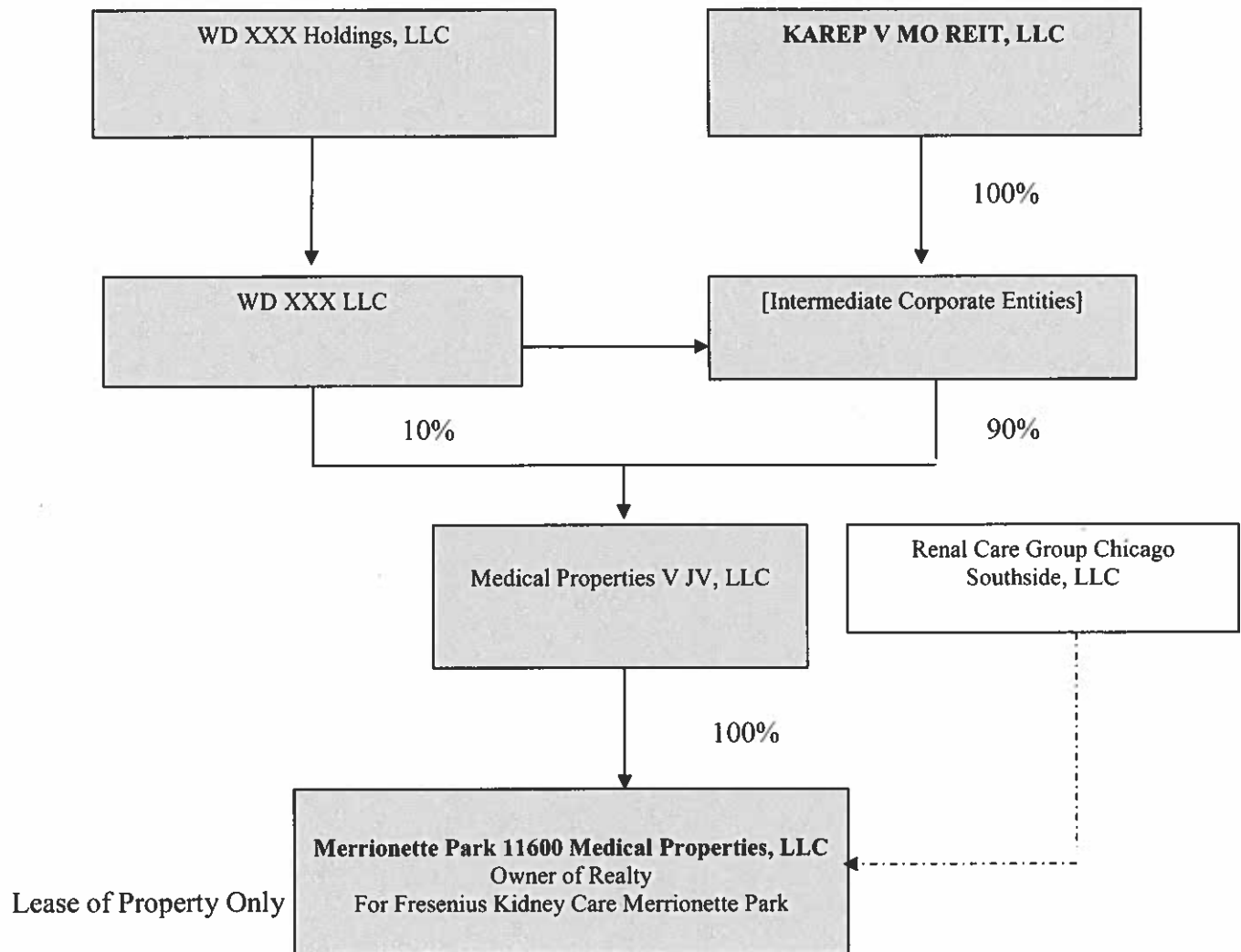
**Pre Closing Organization Chart**

**11630 S. Kedzie  
(Fresenius Kidney Care Merrionette Park)  
Realty Only**



Bold names denotes Applicants

**Post Closing Organizational Chart  
Merrionette Park 11560 and 11600 Medical Properties  
(Fresenius Kidney Care Merrionette Park)  
Realty Only**



Bold names denotes Applicants for related COE Application

## Section II, Background

### Attachment 5, Background

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

The Applicants operate no health facilities.

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 facility.

None.

3. A certified listing of any adverse action taken against any facility owned and/or operated by the Applicant during the three years prior to the filing of the application.

By their signatures on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health facility owned and/or operated by them during the three (3) years prior to the filing of this application.

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.

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

### Section III, Change of Ownership

#### Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

#### Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility

##### 1. 1130.520(b)(1)(A), Names of Parties:

An organizational chart showing the current corporate structure of the entities listed as b through d below (the “Applicants”) and the Dialysis Center, along with the post-closing ownership structure of the Applicants is included in Attachment 4. Good standing certificates for the Applicants are also included

- a. Renal Care Group Chicago Southside, LLC: Renal Care Group Chicago Southside, LLC is a Delaware limited liability company and is the licensed operator of the Fresenius Kidney Care Merrionette Park (the “Dialysis Center”), which leases space within a medical office building for its dialysis center. There is no change in any operations at the Dialysis Center as a result of this transaction. The Dialysis Center is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. RSA Properties I, LLC, RSA Properties II, LLC, and RSA Properties III, LLC (collectively, “RSA”): The RSA entities are Illinois limited liability companies and the current owner of the medical office building in which the Dialysis Center is located.
- c. Merrionette Park 11600 Medical Properties, LLC (“Medical Properties”): Medical Properties is a Delaware limited liability company and will be the entity that will hold title to the real property in which the Dialysis Center is located. An Illinois certificate authorizing Medical Properties to do business in Illinois has been applied for but cannot be processed while the Secretary of State office is closed.
- d. KAREP V MO, LLC REIT, LLC (“KAREP”): KAREP is a Delaware limited liability company. KAREP is a real estate investment trust and is the controlling entity of Medical Properties and is consequently included as a co-applicant. Because KAREP performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, therefore an Illinois Certificate of Good Standing for a foreign limited liability company is not applicable, but a Delaware Certificate of Good Standing is included.



2. **1130.520(b)(1)(B), Background of Parties:** Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have the qualifications, background and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health facility owned and/or operated by each of them during the three (3) years prior to the filing of this application.

3. **1130.520(b)(1)(C), Structure of the Transaction:**

The Dialysis Center is located within a medical office complex located with street addresses of 11560, 11600 and 11630 S. Kedzie in Merrionette Park (the "Property"). The current owners through assignment, has executed a Purchase and Sale Agreement dated August 12, 2020 to sell the Property, to Merrionette Park 11600 Medical Properties, LLC. Closing on the purchase agreement for the Property is subject to the approval of a COE by the Review Board.

The purchase price for the Property is \$17,200,000 and the Property will be conveyed to Merrionette Park 11600 Medical Properties, LLC and a related entity through a special warranty deed which will be recorded with the Cook County Recorder's Office. Medical Properties is controlled by KAREP. The Dialysis Center is not a party to transaction selling the Property. The Property will be managed by Remedy Medical Properties, Inc. after the transaction.

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change to the ownership or operation of the facility.

The spaced leased for the Dialysis Center is located within the Property. The Property size is approximately 100,171 rentable square feet and the Dialysis Center leases 5,600 square feet of the Property (the "Leased Space") which is 5.6% of the Property. The estimated value of the Leased Space is approximately \$961,556. The acquisition by Merrionette 11600 Medical Properties, LLC is not expected to result in any changes in the operations of the Dialysis Center or the activities or operations conducted in the Leased Space.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Renal Care Group Chicago Southside, LLC will continue to be the licensed entity after the Proposed Transaction. There is no change in the licensed entity as a consequence of the Proposed Transaction.

5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction:** An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.
6. **1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:** The purchase price for the Property is approximately \$17,200,000. The fair market value of the licensed dialysis center space would be approximately \$961,556, which is 5.6% of the purchase price. The transaction is among unrelated parties and the purchase price is the fair market value.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** The Leased Space is approximately 5.6% of the Property. The estimated value of the Leased Space is \$961,556 (5.6% x \$17,200,000).
8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm the following:
  - a. The transaction documents contain a provision that closing is subject to COE approvals.
  - b. No adverse action has been taken against any of the Applicants 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 any of the Applicants, directly or indirectly, within the past three years.
  - c. Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520.
  - d. The Applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.
9. **1130.520(b)(4), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

10. **1130.520(b)(5), Statement as to the Anticipated or Potential Cost Savings, if any, That Will Result for the Community and the Facility as a Result of the Change in Ownership.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

11. **1130.520(b)(6), Description of the Facility's Quality Improvement Program Mechanism that will be Utilized to Assure Quality Control.**

There should be no change in the operation of the facility as a result of the proposed transaction.

12. **1130.520(b)(2), Description of the applicants' organizational structure, including a listing of controlling or subsidiary persons.**

Diagrams illustrating the ownership structure, both current and post transaction, are provided in Attachment 4.

13. **1130.520(b)(7), Description of the selection process that the acquiring entity will use to select the facility's governing body.**

There should be no change in the process for selecting the governing board of the facility as a result of the proposed transaction.

14. **1130.520(b)(9), 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 twenty-four (24) months after acquisition.**

To the best of the Applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

**Section IV, Charity Care Information****Attachment 7, Charity Care Information**

<b>CHARITY CARE</b>			
	<b>2016</b>	<b>2017</b>	<b>2018</b>
<b>Net Patient Revenue</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

This transaction is for the realty only and does not involve the licensed entity.