



RESOLUTION #
APPROVE ASSET PURCHASE AGREEMENT, OPERATING AGREEMENT AND LEASES
BETWEEN COUNTY AND MCHS HOSPITALS, LLC

ROLL CALL Board	RUSK COUNTY		Abstain / Excused
1. PETER BOSS			
2. JERRY BILLER			
3. ALAN RATHSACK			
4. TONY HAUSER			
5. ARIAN KNOPS			
6. ROBERT STOUT			
7. RANDY TATUR			
8. LYLE LIEFFRING			
9. GARY SWOVERLAND			
10. KEN PEDERSEN			
11. PHIL SCHNEIDER			
12. ROGER GIERKE			
13. MARK SCHMITT			
14. KARL FISHER			
15. TOM HANSON			
16. KATHY MAI			
17. DAVE WILLINGHAM			
18. MICHAEL HRABAN			
19. JIM PLATTETER			
TOTAL			

BOARD ACTION

Vote Required: Majority Vote of a Quorum

Motion to Approve Adopted

1st _____ Defeated

2nd _____

No: _____ Yes: _____ Exc: _____

Reviewed by: _____, Corp. Counsel

Reviewed by: _____, Finance Director

FISCAL IMPACT: (Note if there is any fiscal impact or not)

Certification:

I, Loren Beebe, Clerk of Rusk County, hereby certify that the above is a true and correct copy of a resolution that was adopted on the _____ day of _____, 2017 by the Rusk County Board of Supervisors.

Loren Beebe
County Clerk, Rusk County

TO THE RUSK COUNTY BOARD OF SUPERVISORS:

1 **WHEREAS**, Rusk County owns and operates a critical access acute care hospital in
2 Ladysmith, Wisconsin known as "Rusk County Memorial Hospital" (the "Hospital"), and
3 in connection with the Hospital operates medical clinics known as the "Clinics at Rusk"
4 and the "Rusk County Memorial Hospital Clinic" (collectively the "Clinics and together
5 with the Hospital, the "RCMH Business");

6
7 **WHEREAS** Rusk County determined that it is in the best interest of the public to sell the
8 RCMH Business, provided that a purchaser would construct a new hospital facility, enter
9 into an appropriate lease with the County, and meet other financial, operational and
10 community needs of the public;

11
12 **WHEREAS** Rusk County through Stroudwater Associates published a Request for
13 Proposals seeking interest in purchasing the RCMH Business and advertising same for
14 bids;

15
16 **WHEREAS** MCHS Hospital, Inc., a/k/a Marshfield Clinic Health Systems ("MCHS")
17 expressed interest in purchasing the RCMH Business;

18
19 **WHEREAS** Rusk County and MCHS entered into a nonbinding Letter of Intent, dated
20 August 8, 2017, which was approved by the County Board on August 15, 2017;

21
22 **WHEREAS**, since that time Rusk County, through County Board Chair Peter Boss,
23 authorized by the County Board and advised by counsel, and MCHS have been
24 negotiating the terms of various agreements necessary to accomplish the sale of the
25 RCMH Business to MCHS;

26
27 **WHEREAS**, Rusk County through County Board Chair Boss has determined the terms
28 and conditions upon which it may sell the RCMS Business to MCHS;

29
30 **WHEREAS**, those terms and conditions include (1) an Asset Purchase Agreement,
31 wherein MCHS purchases assets (but not land) from Rusk County ("Asset Purchase
32 Agreement"); (2) an Operating Agreement which sets out certain understandings and
33 agreement relating to MCHS' operation of the RCMH Business, including the creation of
34 a Local Advisory Board, and the construction of a Replacement Facility within five years
35 ("Operating Agreement"), and (3) a Lease between Rusk County and MCHS for a period
36 of five years ("Lease");

37
38 **WHEREAS**, all those terms and condition have been made public;

39
40 **WHEREAS**, the County Board has had the opportunity to deliberate in public regarding
41 the terms and conditions set forth in the (1) Asset Purchase Agreement, (2) Operating
42 Agreement, and (3) Lease;

43
44 **SO, NOW, THEREFORE, BE IT RESOLVED**

45 That the Rusk County Board of Supervisors hereby approves the Asset Purchase
46 Agreement, a copy of which is attached to this resolution, and authorizes and directs the
47 Rusk County Board Chair to sign such document and the Clerk shall also sign and seal
48 those documents as called for by Wis. Stats. §59.06(2), all after receipt of confirmation of
49 approval to the terms from MCHS;

1 **BE IT FURTHER RESOLVED**

2 That the Rusk County Board of Supervisors hereby approves the Operating Agreement, a
3 copy of which is attached to this resolution, and authorizes and directs the Rusk County
4 Board Chair to sign such document and the Clerk shall also sign and seal those
5 documents as called for by Wis. Stats. §59.06(2), all after receipt of confirmation of
6 approval to the terms from MCHS;

7
8 **BE IT FURTHER RESOLVED**

9 That the Rusk County Board of Supervisors hereby approves the Lease, a copy of which
10 is attached to this resolution, and authorizes and directs the Rusk County Board Chair to
11 sign such document and the Clerk shall also sign and seal those documents as called for
12 by Wis. Stats. §59.06(2), all after receipt of confirmation of approval to the terms from
13 MCHS;

14
15 **AND BE IT FINALLY RESOLVED**

16 That the Rusk County Board Chair is authorized and directed to execute such other
17 ancillary documents as our required to accomplish the transactions set forth in the Asset
18 Purchase Agreement, Operating Agreement and Lease, on terms substantially set forth
19 herein, and the Clerk shall also sign and seal those documents as called for by Wis. Stats.
20 §59.06(2).

21 All of which is respectfully submitted this ___ day of February, 2018

22
23 Submitted by Chair Boss:_____