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# Rotary gives back

Springfield's five clubs make their mark at home and around the world

BY JANET SEITZ

The 113-year-old Rotary organization connects some 1.2 million members globally in 170 countries. According to Rotary International, this network is “neighbors, friends, leaders and problem-solvers who see a world where people unite and take action to create lasting change – across the globe, in our communities and in ourselves.”

Rotary's name came from the group's early practice of rotating meetings among members' offices. The group is dedicated to six areas: promoting peace, fighting disease (particularly polio), providing clean water, sanitation and hygiene, saving mothers and children, supporting education and growing local economies.

The five Springfield Rotary clubs are recognized for many charitable activities. Here is a sampling: Rotary Park, sundial garden in Southwind

Park, citrus and wreath sales, exchange student sponsorships, and school mentoring and literacy programs. Flags with solar spotlights can be seen in many yards at this time of year. Rotary Day at the ballpark for a Cardinals-Cubs game is an annual event. Events and fundraisers create resources to impact the Springfield community and the world.

The first local club, The Rotary of Springfield, Illinois, often referred to as Downtown, began in 1913 and was the fourth Rotary in Illinois. Through the years others were added: Rotary Club of Springfield-South in 1966, Sunrise in 1987, Midtown in 2003, and Westside in 2008. Each of these may have a primary focus but often come together for a particular cause.

Sunrise recently distributed \$10,000 in grant awards to 12 local organizations that serve youth, raising the money for this annual community program by parking cars at the Illinois State Fair and selling citrus. According to Sunrise president Karen Witter, her club has distributed more than \$50,000 in grants over the past five years. “Although all projects support youth and most help disadvantaged youth, the subject matter varies greatly...we've supported projects related to giving children access to ballet, reading projects, theater opportunities, nature programs, after-school programs, summer camps, reading incentives, incentives for good grades, enrichment opportunities, poetry programs, art programs, etc. And they have covered pre-school through high school programs and also programs for families. We try to fund a diversity of grade levels and subject areas each year.”

Westside's main focus is also on youth, and as with some other clubs, adopts a local school to provide goods and services. Westside works with Owen Marsh School with a mentoring program and has provided other schools with equipment or children's clothing. Its president, Kip Leverton, reported, “We also give many smaller donations to other deserving projects/groups here in Springfield and around the world. Every year we donate to the YMCA's kids camp fund, and this year Dr. Nilesh Goswami had a fundraiser that we sponsored for buying a used cath lab for a town in India.”

Midtown president Patrick O'Malley reported the emphasis of its club is improving literacy, working closely with Washington Middle School supporting its million-word reader program with books and a recognition luncheon. The club is also active in Rotary Youth Exchange, both sending students overseas and sponsoring students here in Springfield. “It's an amazing program for the young people,” he said.

Rotary South president Elaine Baird said, “Although we support many charities, our main focus is to support charities that promote the welfare and benefit of senior citizens and children.” A robust

report of charities supported can be found on that club's website.

And all five Springfield clubs made an effort to meet a Rotary International challenge that every club plant a tree for each of its members between the start of the Rotary year on July 1, 2017 and Earth Day on April 22, 2018. With nearly 165 Rotarians in the Spring-



Rotarians from Springfield Sunrise, South and Midtown Clubs helped plant trees at Lincoln Memorial Garden in December. Larry Miller, Lincoln Memorial Garden head gardener, is second from left. In total, 175 trees were provided to the Garden.

PHOTO/ BY KAREN ACKERMAN WITTER

field area, “This was a big, collaborative project for us among all five Rotary Clubs,” said Witter.

The Springfield tree-planting goal was 175 trees but grew to a total of 227 planted at Lincoln Memorial Garden, Rotary Park and Centennial Park. This collaborative project was funded through Rotary District Grants, made possible through donations by Rotarians, and local fundraising efforts by each of the clubs.

Rotary groups in Springfield have made significant financial contributions for local community services. They spread resources around to benefit area youth, the environment and citizens. Members take pride and pleasure in involvement and encourage others to participate.

“I could go on and on with stories of various Rotary experiences that have allowed me to meet some wonderful people from the Midwest and other parts of the country,” said Harry Mitchell, former Downtown president and current Rotary assistant district governor. “Some of these have allowed me to use my talents to help others as they become club presidents or take on other leadership roles. Each event increases my appreciation for the depth and breadth of Rotary and the great people it attracts.”

Marty Michelson, president of the Downtown club, said, “I think I derive the most satisfaction from having the opportunity to provide service to the community while having a good time socially and developing supportive relationships with a diverse group of folks that share a common goal and motivation.”

“If you want to learn about the community and what is going on in Springfield,” O'Malley added, “join a Rotary club. Every week we have a speaker, from business to sports figure, local media personalities, nonprofit business, artist, etc. It's a great way to learn and become engaged with the Springfield community. In addition, it's a great way to give back. We have a great group of people who like having fun, working hard to improve the community and who are interested in making a difference globally too.” ♦

For more information, visit:

<https://www.rotarysouth-spi.org/>

<https://www.springfieldilrotary.org/>

<http://springfieldrotarysunrise.org/>

<http://www.midtownspringfield.org/>

<https://www.facebook.com/SpringfieldWestsideRotary/>

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## MEDICAL NEWS

### Memorial completes its first kidney transplant chain

Memorial Medical Center completed the first kidney transplant chain in the 46-year history of the nonprofit hospital's transplant program.

Six of the eight patients involved in the living donor transplant chain met for the first time as a group June 20 in a private meeting in the Memorial Center for Learning and Innovation (MCLI) on Memorial's campus. Later that morning, they were introduced at a news conference in the M.G. Nelson Family Auditorium in the MCLI with many of their caregivers from the hospital in attendance.

"This is a profound moment in the history of our kidney transplant program," said Dr. Marc Garfinkel, surgical director of the Alan G. Birtch, M.D., Center for Transplant Services at Memorial Medical Center. "All the patients in this transplant chain are remarkable individuals who were willing to make sacrifices and participate in something that was so much larger than themselves."

Here is how the transplant chain works: If a patient needs a kidney and has a friend or family member willing to donate but turns out to be incompatible, that donor agrees to donate a kidney to someone else on the waiting list with whom they match.

The eight-person chain at Memorial includes three pairs of recipients and donors, either family members or friends who were incompatible. The chain began with a non-directed donor, often referred to as an altruistic donor, who had agreed to donate a kidney to a stranger who needed one. That donor's kidney was given to the recipient of the first of the three pairs, whose recipient agreed to give their kidney to the recipient from the second pair.

The second pair's donor then gave their kidney to the recipient from the third pair, whose donor gave their kidney to a fourth recipient who was on the waiting list but did not have a donor.

"It's a rare occurrence when something like this happens," said Dr. Bradford West, medical director of Memorial's transplant program and a nephrologist with Springfield Clinic, who oversaw the medical management of all eight patients before and after their surgeries.

The transplants took place over seven weeks. The first transplant in the chain took place on Sept. 19, 2017; the final transplant was completed on Nov. 3, 2017. Dr. Bradley Schwartz, a surgeon with SIU Medicine, performed the removal of some of the kidneys from the donors.

The patients in the transplant chain, in order, are donor Misty Shaw of Springfield, recipient Deborah Kunath of Jacksonville, donor Robert Kunath of Jacksonville, recipient Ian Robertson of Springfield, a donor who has chosen to remain anonymous, recipient Rebecca Reed of Edinburg, donor Vicky Beatty of Springfield and recipient Donald Pierce of Palmyra, Missouri.

The possibility of a chain began in late April 2017 when Shaw, the non-directed donor, who was the first in the chain, contacted Memorial's transplant program about her interest in donating one of her kidneys to someone in need.

"She was the donor who caused all the other pieces to fall into the right place," West said.

An estimated 20-plus staff members including a nurse coordinator, dietitian, social worker, financial coordinator and

pharmacist assisted the patients. Staff worked to determine if a chain could be arranged, worked on necessary lab tests and maintained anonymity between patients and their families on the days of the surgeries.

In order to ensure confidentiality early in the process, a donor and recipient would stay on different floors of the hospital following their surgeries.

Since Memorial's transplant program was



founded in 1972, about 960 transplants, almost all of them kidneys, have been completed. The transplant program is a cooperative partnership between Memorial, SIU Medicine and Springfield Clinic. ♦

### HSHS Medical Group welcomes Twee Do, M.D.

HSHS Medical Group is pleased to welcome Twee Do, M.D., pediatric orthopedic surgeon, to their team of providers. Do is now seeing patients at HSHS Medical Group Children's Surgical Services, located at 301 N. Eighth St., Springfield.

As a pediatric orthopedic surgeon, Do specializes in pediatric congenital deformities, neuromuscular conditions and trauma. Do completed her medical degree at the University of Iowa College of Medicine. She completed an

orthopedic surgery residency at the University of Colorado Health Sciences Center in Denver and completed a pediatric orthopedic surgery fellowship at the Hospital for Special Surgery in New York City. Certified by the American board of Orthopedic Surgery, Do is a member of the American Academy of Orthopedic Surgery, American Academy of Pediatrics, Pediatric Orthopedic Society of North America and Scoliosis Research Society. In her free time, Do enjoys cooking, running, spending time with family and tennis. ♦



Twee Do, M.D.

PHOTO/ COURTESY HSHS MEDICAL GROUP



New Fresenius Kidney Care building at 1800 E. Washington St.

PHOTO/ BY STACIE LEWIS

### Fresenius opens third dialysis clinic

BY NIKO ROBLEDO

Fresenius Kidney Care will be opening its third dialysis clinic in Springfield, located in the former Department of Human Services building at 1800 E. Washington St. A building permit puts the total value of the project at \$891,342.

The architect is Christopher Kidd & Associates, LLC and the general contractor is Thomas Finch with Peoria Metro Construction, Inc. The 6,950-square-foot facility will contain nine dialysis stations and will have the capacity to treat 54 patients.

Fresenius also operates two other locations in the Springfield area, the first being RAI Centre West at 1112 Centre West Drive, which has been in Springfield for over 15 years. The other at 2068 S. Koke Mill Road, which opened last year, serves as a home therapy clinic. Patients who are seen at this clinic are able to treat their kidney disease in the comfort of their own

home.

Kara Thomas, R.N., the current manager of the RAI Centre West location, will be managing the new Springfield East location and plans to hire nine employees when the clinic is operating at full capacity.

The new Springfield East location is expected to be completed in October, with doors opening the following month. In an effort to be more accessible, Fresenius expects to be Medicare-certified by April 2019.

Fresenius Kidney Care, a division of Fresenius Medical Care North America, operates over 2,400 dialysis clinics nationwide providing services to more than 190,000 people with kidney disease every year. ♦

*Niko Robledo is the editorial intern for Illinois Times and a journalism major at Lincoln Land Community College.*

*Reach him at Intern@illinoistimes.com.*

# The danger of legacy liability

## Buying assets? It's not as simple as you think.

BY TOM PAVLIK

One would automatically think that when purchasing a business through an asset sale, a seller's legacy liabilities stay with the seller and don't attach to the buyer. In most instances that's true – the purchaser of a business asset is not going to be on the hook for existing liabilities connected to the asset. But there are significant exceptions to that general rule. If the uninformed business purchaser is not careful, he or she can potentially be subject to unwanted legal consequences through a concept known as "legacy liability." Also commonly referred to as "successor liability," legacy liability can easily be foisted on the unwary or ill-advised business purchaser.

### Business Acquisition 101

Acquiring a business is not as simple as Bruce Wayne cutting a large check to a hotel owner in a moment of rich-guy spontaneity. Business purchases involve a lot of paperwork – and with good reason.

Business acquisitions come in two general flavors – asset purchases and stock purchases.

A stock purchase is where the purchaser buys an ownership interest in the business itself. Such a transaction necessarily includes indirect acquisition of an ownership of the assets held by the business at the time of the purchase. Because a stock purchase entails buying into an ownership share of the actual business, it usually entails the transfer of preexisting liabilities held by the business, which a seller is happy to transfer. Notably, the acquisition of legacy liability by a stock purchaser is a natural part of the process and is something the purchaser knows going into the deal.

In contrast to a stock purchase agreement, an asset purchase agreement does not consist of buying into the business. Rather, it is simply the purchase of the assets held by a business – things like machinery, intellectual property or customer lists. Unlike a stock purchase, in an asset purchase the seller retains ownership interest in the business after the transaction is complete – plus any legacy liabilities.

### Asset purchasers and legacy liability

Under Illinois law, there are four different ways a business purchaser can be subject to legacy liability in an asset purchase. A simple way for a business purchaser to avoid this problem would be to ask four basic questions prior to entering into an asset purchase agreement.

**Question 1: Does the asset purchase agreement expressly or impliedly state an assumption of liability?**

take on certain liabilities – accounts payable or certain employee obligations are common examples.

But not many people outside of lawyers can sift through lengthy contracts without falling asleep from boredom. It is often easy to overlook detrimental language, even if it is plainly stated in the agreement. Although it is customary for business acquisitions such as asset purchases to involve lawyers on both ends, purchasers who think themselves capable of proceeding without counsel in their corner would be ill-advised. Purchasers should

two entities. Even though this question is more of a deterrent applicable to those looking to commit fraud rather than sincerely looking to purchase assets, it should be on every business purchaser's radar.

Just because a business sale is called an "asset purchase agreement" or is structured to appear as one, does not itself make the transaction an asset purchase agreement. Such a transaction can be unwound, and, worse yet, under those circumstances an unsuspecting buyer could possibly find him/herself at the mercy of legacy liability.



PHOTO/ PEXELS

**Question 3: Is the asset purchase agreement structured so that you are merely a "new hat" for the seller?**

Does the asset purchase agreement state something to the effect of the seller's same employees will continue to use the same assets, with the same management, to produce the same product at their preexisting location? If so, you might be in trouble.

This exception to the general rule that a buyer is not responsible for the liabilities of a

This is fairly straightforward since you simply need to read the actual language of the purchase agreement to see if there is anything about inheritance of the seller's legal liabilities. Illinois courts interpret contracts by examining the "plain and ordinary meaning" of the language used in the document. This means that if there is language in an asset purchase agreement that explicitly states (or very strongly implies) a transfer of liability, you should expect to be on the hook if you signed the document. Sometimes buyers agree to

have an experienced attorney read over the asset purchase agreement to see if there is any whiff of legacy liability – especially if the seller has a lawyer on their side.

**Question 2: Could the transaction reasonably be considered a de facto business consolidation or merger?**

A *de facto* merger occurs when the business buyer and seller style the deal as an asset purchase, but the substance of the transaction resembles a merger or a consolidation of the

seller is the one that poses the greatest risk. Courts look at whether the transaction is a continuation or reincarnation of the seller. And part of that analysis looks at the ownership and management of the purchaser compared to the ownership and management of the seller. If there is great similarity, it's likely that a court will allow successor liability. Also, if any language in an asset purchase agreement enables the seller to retain access to the assets it is purportedly selling to you, there is no shame in walking away.

**Question 4: Is the seller presently involved in litigation, being contacted by creditors, or does the seller appear to be in financial turmoil?**

I suggested that a business asset purchaser looking to avoid legacy liability should walk away in the previous scenario, but this would be where running would be the better option. That's truer if there's even a hint that the transaction is designed to defraud creditors. Buyers must avoid the temptation of any discounted prices offered by a seller, no matter how alluring they may be.

These four issues are why, in part, asset purchase agreements can be so lengthy. But that language is there to protect you. Do it right and seek out experienced legal counsel to assist you. ♦

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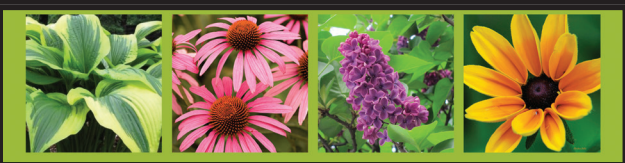
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