Motion By:

Second By:

Dist.	Supervisor	Y	N	Abs
1	Bialecki			
2	Anderson-Malm			
3	McCrank			
4	Woellner			
5	Zelinski			
6	Ashbeck			
7	Dunphy			
8	Thiel			
9	Vorpagel			
10	Boyd			
11	Detert			
12	DePasse			
13	Bishop			
14	Lyskawa			
15	Lemke			
16	Miller			
17	Meunier			
18	Wickham			
19	Dorava			
20	Cummings			
21	Simon			
22	Hartwig			
	Totals			

Carried
Defeated
Amended

Voice vote
Roll call

STATE OF WISCONSIN)
) SS
COUNTY OF LINCOLN)

I hereby certify that this resolution/ordinance is a true and correct copy of a resolution/ordinance adopted by the Lincoln County Board of Supervisors on:

_____

_____
Christopher J. Marlowe
Lincoln County Clerk

Resolution 2025-06-29

Approval of Asset Purchase and Sale Agreement and Operations Transfer Agreement between Lincoln County and Merrill Health Holdings, LLC and Jack Pines Healthcare, LLC

WHEREAS, Pine Crest Nursing Home Ad Hoc Committee was created in 2022 for the purpose of studying Pine Crest Nursing home and its financial condition, which study resulted in a need for Lincoln County to either sell the Nursing Home or to increase tax levy to fund the needed operations and maintenance sufficiently to continue operations; and

WHEREAS, by Lincoln County Resolution 2024-02-09, the County Board of Supervisors previously approved the sale of the Pine Crest Nursing Home and Health & Human Services Building; and

WHEREAS, the prior prospective purchasers provided notice to Lincoln County on June 29, 2024 that they were terminating the Asset Purchase Agreement due to an unresolved lawsuit filed by Donald J. Dunphy challenging the sale of the Pine Crest Nursing Home and Health & Human Services building; and

WHEREAS, after pausing to review its options and ascertaining that the sale of the Pine Crest Nursing Home remained the best option for the County, the Lincoln County Board of Supervisors, by Resolution 2024-09-56, authorized and directed the A&L Committee to carry out such actions as may be necessary to identify and negotiate with qualified buyers to purchase the Pine Crest Nursing Home with the option to include the Health & Human Services building; and

WHEREAS, a new Buyer was identified and selected by the Administrative & Legislative Committee for purposes of negotiating a sale of Pine Crest Nursing Home and the Health & Human Services building, with said Buyer being Merrill Health Holdings, LLC, who, concurrently with Buyer's acquisition of the Real Property, intends to lease the property to Buyer's affiliate, Jack Pines Healthcare, LLC, who will take over operation of the Pine Crest Nursing Home; and

WHEREAS, Buyer owns several other skilled nursing facilities in the United States including three in Wisconsin, and has expressed its intent to continue to operate Pine Crest Nursing Home as a skilled nursing facility, with the further intent to keep both residents and employees at the facility; and

WHEREAS, Buyer has expressed its intent to lease the Health & Human Services building back to Lincoln County, and will allow Lincoln County to enter into subleases with all current tenants of the Health & Human Services building; and

WHEREAS, the Pine Crest Nursing Home and its staff has a distinguished history of providing quality long-term and recuperative health care services to the citizens of Lincoln County, and the Lincoln County Board of Supervisors believes the sale of the skilled nursing facility to Merrill Health Holdings, LLC, will allow that level of service to continue to the residents of Lincoln County; and

WHEREAS, Resolution 2024-09-56 gave the Administrative & Legislative Committee jurisdiction over the buildings and lands of the Pine Crest Nursing Home and authorized the Administrative & Legislative Committee to exercise jurisdiction over the buildings and lands of the Health & Human Services building, only for purposes of the inclusion of such building and land in a potential sale of Pine Crest Nursing Home, and subject to any jurisdiction of the Public Property Committee over such buildings and land as its jurisdiction relates to the caring for and keeping in repair such buildings and grounds; and

WHEREAS, Lincoln County Ordinance §2.09(2)(c)7., provides that the Forestry, Land & Parks Committee shall "[h]ave jurisdiction over all tax title property, as well as all County-owned property, with the exclusion of any lands administered by other County committees. Maintenance of such properties shall be as outlined at Property Committee below"; and

WHEREAS, by motion made after reconvening into open session at its June 4, 2025 meeting, the Administrative & Legislative Committee recommended approval of the Asset Purchase and Sale Agreement and the Operations Transfer Agreement, and that the Agreements be forwarded to the County Board after consideration by the Forestry, Land & Parks and Public Property Committees, so that any requirement under Lincoln County Ordinance that the Forestry, Land & Parks Committee and/or Public Property Committee approve the proposed sale be met, despite the County Board's express grant of jurisdiction to the Administrative & Legislative Committee over the buildings and lands of Pine Crest Nursing Home and the Health & Human Services building for purposes of a sale.

NOW, THEREFORE BE IT RESOLVED, that the Lincoln County Board of Supervisors hereby approves the Asset Purchase and Sale Agreement and the Operations Transfer Agreement for the sale of the Pine Crest Nursing Home and the Health & Human Services building, all as described in the referenced Agreements, to Merrill Health Holdings, LLC, for the total purchase price of $9.5 million dollars and on the terms and conditions as set forth in the Asset Purchase and Sale Agreement and Operations Transfer Agreement.

BE IT FURTHER RESOLVED, that the Lincoln County Board of Supervisors directs the County Board Chair and County Clerk to sign the Asset Purchase and Sale Agreement and the Operations Transfer Agreement, and further directs the County Clerk to sell and convey the property described in the Asset Purchase and Sale Agreement and Operations Transfer Agreement to Merrill Health Holdings, LLC pursuant to Wis. Stat. §59.52(6)(c).

BE IT FURTHER RESOLVED, that the Lincoln County Board of Supervisors directs Corporation Counsel and the Administrative Coordinator to continue to work with the Purchaser to finalize the Agreements and bring the sale to Closing as provided for in the Agreement.

Dated: June 17, 2025

Authored by: Kenneth Wickham, Supervisor, District 18
Co-Sponsored by: Andrew Zelinski (District 5). Marty Lemke (District 15), Marguerite Lyskawa (District 14), Angela Cummings (District 20), and Greg Hartwig (District 22)
Committee: A&L Committee
Committee Vote: Passed – voice vote Date Passed: June 4, 2025

Committee: Public Property Committee
Committee Vote: Passed – voice vote Date Passed: June 9, 2025

Committee: Forestry Land & Parks Committee
Committee Vote: Passed – voice vote Date Passed: June 12, 2025

Fiscal Impact: $9.5 million sale price plus estimated tax levy savings of $1 million per year

Drafted by: Karry A. Johnson, Corporation Counsel