

## Project Overview

Resurrection Health Care Corporation ("Resurrection") and Provena Health ("Provena") propose a merging of the two systems that will better position the combined system's hospitals, long-term care facilities, outpatient centers and other programs and facilities to continue to serve the patients and communities that have traditionally looked to those facilities and programs for care. As explained below and throughout the application, this system merger is intended to preserve access to Catholic health care; improve financial viability; improve patient, employee, and medical staff satisfaction through a shared culture and integrated leadership; and position the combined system for innovation and adaptation under health care reform.

This Project Overview supplements the Narrative Description provided in Section I.3. of the individual Certificate of Need applications filed to address the change of ownership of each of the thirteen (13) hospitals, one (1) ambulatory surgical treatment center (ASTC) and one (1) end stage renal dialysis (ESRD) facility currently owned or controlled by either Provena or Resurrection; and highlights the overall features of the proposed system merger.

Provena's hospitals are located primarily in the communities to the west of Chicago and in central Illinois, and Resurrection's hospitals are located in Chicago and communities to the north of Chicago. None of either system's hospital service areas overlap with those of any hospitals in the other system. Therefore, the proposed merger will not result in duplicative clinical services in any geographic area.

The proposed transaction would affect thirteen (13) hospitals, twenty-eight (28) long-term care facilities, one (1) ASTC, one (1) ESRD facility, an expanding health science university, six (6) home health agencies, and approximately fifty-eight (58) other freestanding outpatient sites. Resurrection is the sole member of seven (7) of the hospitals and Provena is the sole member of six (6) of the hospitals. The ASTC is a joint venture in which Resurrection has "control" pursuant to the IHFSRB definition, and the ESRD is a joint venture in which Provena has such "control".

### *About Provena Health*

Provena Health is a health care system that was established in 1997 through the merging of the health care services of the Franciscan Sisters of the Sacred Heart, the Sisters of Mercy of the Americas—Chicago Regional Community (now West Midwest Community), and the Servants of the Holy Heart of Mary. These three congregations of religious women are now the sponsors of Provena Health. The primary reason for the formation of Provena Health was to strengthen the Catholic health ministry in Illinois, which at the time of formation was a major goal of the late Joseph Cardinal Bernardin, Archbishop of Chicago.

Today, Provena Health operates six acute care hospitals, twelve long-term care facilities, four senior residential facilities and a variety of freestanding outpatient facilities and programs.

### *About The Resurrection Health Care System*

The Resurrection Health Care System grew from a single hospital, now known as Resurrection Medical Center, established by the Sisters of the Resurrection in northwest Chicago in the early 1950s. A second hospital, Our Lady of the Resurrection, was added in 1988. During the period from late 1997 through 2001, six more hospitals joined the Resurrection system. During the same period, eight Chicago area licensed long-term care facilities, three retirement communities, a home care agency, an ambulatory surgery center, and numerous freestanding outpatient facilities became part of Resurrection Health Care System. The Resurrection system is co-sponsored by two congregations of Catholic religious women, the Sisters of the Resurrection and the Sisters of the Holy Family of Nazareth.

In 2010, following a thorough discernment process, and in response to an immediate need to address financial concerns, Resurrection Health Care Corporation divested itself of two hospitals; Westlake Hospital and West Suburban Medical Center (IHFSRB Permits 10-013 and 10-014) to ensure that the two hospitals would be able to continue to serve their communities.

### *Decision to Merge and Goals of the Merger*

In late 2010, Provena and Resurrection leadership began discussions to explore the potential benefits of a system merger. In addition to their clear mission compatibility, the two systems share many similar priorities related to clinical integration, administrative efficiencies and strategic vision. While their respective facilities are geographically proximate, their markets do not overlap, providing opportunities to strengthen all facilities through operational efficiencies and enhanced clinical collaborations.

This system merger decision was made in the larger context of a rapidly changing health care delivery environment. Across the nation, hospitals and other health care providers are addressing health care reform through various forms of integration and consolidation. These actions are thought necessary to achieve improved quality of care, efficiency of service delivery, and patient, medical staff, and employee satisfaction—all critical components of future success.

For Catholic-sponsored health care providers, including Resurrection and Provena, these adaptations to health care reform must be consistent with the mission and values inherent in the religious sponsorship of health care providers. This particular merger would afford Provena and Resurrection the opportunity to achieve essential systemic enhancements in a mission-compatible manner.

The Provena and Resurrection systems have, since 2008, been equal partners in Alverno Clinical Laboratories, LLC, which provides clinical pathology services to each of Resurrection's and Provena's thirteen hospitals, as well as a variety of other facilities.

### *Structure of the Transaction and Commitments*

Through the proposed transaction, the Resurrection and Provena systems will merge through a common, not-for-profit, charitable "super parent" corporation that will become the parent entity of Resurrection Health Care Corporation (the current Resurrection system parent) and Provena Health (the current Provena system parent). Both of the current parent entities will continue to exist and operate, and will continue to serve as the direct parents of their respective subsidiary entities. It is the applicants' expectation that, for a minimum of two years, no Resurrection or Provena hospital or hospitals will be eliminated or restructured in the course of the system merger, and no health care facilities will require new or modified health facilities licenses as a result of the system merger. A chart depicting this proposed merged structure is attached as Exhibit A. The executed System Merger Agreement submitted with this application, provides detail regarding the means by which the super parent will exercise unified corporate oversight for the combined system.

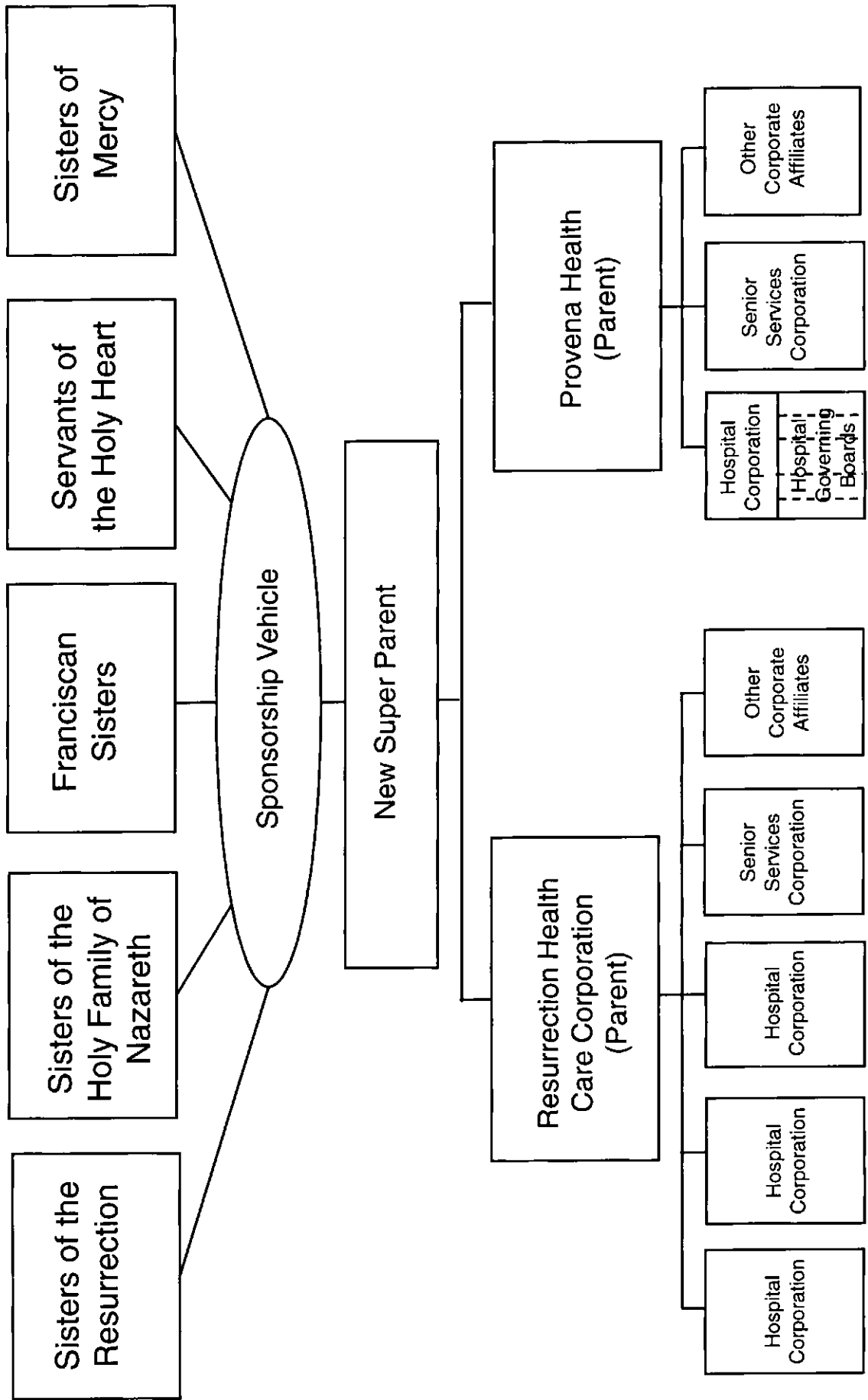
A co-applicant in each Certificate of Need application is Cana Lakes Health Care, which is an existing Illinois not-for-profit corporation. The Cana Lakes corporation will be reconstituted to serve as the super parent entity, through amendment of its corporate documents to reflect unified governance and corporate oversight. The Bylaws of the Super Parent will detail the composition of the Board of Directors; reserve powers of the five (5) religious sponsors; and other governance matters typically addressed in such documents. These Bylaws will be substantially in the form of an exhibit to the System Merger Agreement.

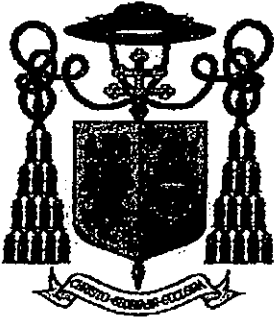
The licensees of the individual hospitals, long-term care facilities and the ASTC will not change. All of Resurrection's clinical programs and all of Provena's clinical programs will be included in the new structure.

The health care facilities and services will continue to operate as Catholic facilities, consistent with the care principles of the Ethical and Religious Directives for Catholic Health Care Services. It is the expectation of the applicants that all major clinical programs will be maintained for a minimum of two years, and each hospital will operate with non-discrimination and charity care policies that are no more restrictive than those currently in place.

The proposed transaction, while meeting the IHFSRB's definition of a "change of ownership" as the result of a new "super parent" entity, is a system merger through a straight forward corporate reorganization, without any payment to Resurrection by Provena, or to Provena by Resurrection. The only true costs associated with the transaction are those costs associated with the transaction itself. The merger is being entered into following thorough due diligence processes completed by both Provena and Resurrection, as well as independent analyses commissioned by Resurrection and by Provena.

# Super Parent Structure





## ARCHDIOCESE OF CHICAGO

OFFICE OF THE ARCHBISHOP

March 17, 2011

Ms. Courtney Avery  
Administrator  
Illinois Health Facilities and Services Review Board  
525 West Jefferson  
Springfield, Illinois 62761

Dear Ms. Avery,

Resurrection Health Care Corporation and Provena Health have proposed a merging of the two systems that will better position the combined system's hospitals, long-term care facilities, outpatient centers and other programs and facilities to continue to serve the patients and communities that have traditionally looked to them for care. This system merger is intended to improve the financial viability of both entities as well as enhance patient, employee and medical staff satisfaction. Through a shared culture and integrated leadership, this merger would also position the combined system for innovation and adaptation under health care reform.

The proposed merger will position Resurrection and Provena to strengthen and improve access to Catholic health care in Illinois. This has long been an area of great interest and concern for me, and I am grateful for the willingness of two of our state's premier Catholic providers to collaborate in order to meet the current challenges in health care. As they do now, the combined systems will operate without any restrictive admissions policies related to race, ethnic background, religion, payment source, or any other factor. The new system will continue to admit Medicare and Medicaid recipients and to care for those patients in need of charity care.

This proposed merger has my full support and I can assure you that both Resurrection Health Care and Provena Health are working together collegially and in the best interests of their communities to strengthen and improve access to high quality, highly accountable Catholic health care in the State of Illinois.

Sincerely yours,

Francis Cardinal George, O.M.I.  
Archbishop of Chicago



March 28, 2011

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

RE: Merger of Provena Health and Resurrection Health Care Corporation

Dear Ms. Avery:

We represent the five communities of women religious who seek the approval of the Illinois Health Facilities and Services Review Board to form a new Catholic health system to serve the citizens of Illinois through a merger of Provena Health and Resurrection Health Care Corporation.

As individual health systems, Provena Health and Resurrection Health Care have long provided compassionate healing to those in need. In keeping with the true spirit of the Sisters who came before us, ours have been ministries deeply focused on quality care for all, regardless of one's ability to pay.

Now, as we anticipate Health Reform and the sweeping changes that will transform the delivery of care as we have come to know it, we are keenly aware that the key to sustaining and growing our person-centered Mission lies in the strength of enduring partnerships we forge today.

By coming together, our two health systems would create the single largest Catholic healthcare network in the State, spanning 12 hospitals, 28 long-term care and senior residential facilities, more than 50 primary and specialty care clinics and six home health agencies, all serving adjacent, non-conflicting markets. A combined Provena Health and Resurrection Health Care would also represent one of the State's largest health systems, with locations throughout Chicago, the suburbs of Des Plaines, Evanston, Aurora, Elgin, Joliet and Kankakee, and Rockford, Urbana, Danville, and Avilla, Indiana, providing services for patients and residents across the continuum through nearly 100 sites of care.

Rooted in the tradition of Catholic healthcare, the new system would be distinguished by an ability to deliver quality care across the continuum from a broad and complementary base of leading edge locations and physician networks. From a foundation steeped in a shared heritage and set of values, the new system would give rise to an enormous potential to truly improve the wellbeing of generations of Illinoisans to come.

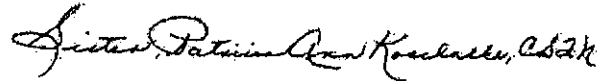
With a dedicated and talented combined team of nearly 5,000 physicians, supported by over 22,000 employees, the new system will play an important role in the economic vitality of the communities in which we serve. Above all, our partnership will remain true to the hallmarks of our Catholic identity: promoting and protecting the dignity of every individual from conception to death, caring for the poor and vulnerable and properly stewarding our precious people and financial resources.

A combined Provena Health and Resurrection Health Care will strengthen and expand access to an exceptional tradition of quality care and service millions of Illinois residents have come to know and depend upon for more than a century. On behalf of the women religious whose communities are sponsoring the proposal before you, we request your approval.

Gratefully,



Sister Mary Elizabeth Imler, OSF  
Chairperson  
Provena Health Member Body



Sister Patricia Ann Koschalke, CSFN  
Chairperson  
Resurrection Health Care Sponsorship Board