

**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.

RECEIVED

OCT 16 2019

Facility/Project Identification

**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

Facility Name: Little Company of Mary Hospital & Health Care Centers – Strategic Ownership		
Street Address: 2800 W. 95 th Street		
City and Zip Code: Evergreen Park 60805		
County: Suburban Cook County	Health Service Area: 7	Health Planning Area: A-04

Legislators

State Senator Name: William Cunningham
State Representative Name: Kelly Burke

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

Exact Legal Name: Little Company of Mary Hospital & Health Care Centers
Street Address: 2800 W. 95 th Street
City and Zip Code: Evergreen Park 60805
Name of Registered Agent: Sharon Ann Walsh
Registered Agent Street Address: 2800 W. 95 th Street
Registered Agent City and Zip Code: Evergreen Park 60805
Name of Chief Executive Officer: John Hanlon, MD
CEO Street Address: 2800 W. 95 th Street
CEO City and Zip Code: Evergreen Park 60805
CEO Telephone Number: 708-229-5000

Type of Ownership of Applicants

☒ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
☐ Limited Liability Company	☐ Sole Proprietorship
☐ 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: Edward Clancy
Title: Counsel
Company Name: Nixon Peabody, LLP
Address: 70 West Madison, Suite 3500, Chicago, IL 60602
Telephone Number: 312-977-4487
E-mail Address: eclancy@nixonpeabody.com
Fax Number: 844-556-0737

Additional Contact [Person who is also authorized to discuss the Application]

Name: Tom Fahey
Title: Partner
Company Name: Nixon Peabody, LLP
Address: 70 West Madison, Suite 3500, Chicago, IL 60602
Telephone Number: 312-977-4376
E-mail Address: tmfahey@nixonpeabody.com
Fax Number: 844-558-3821

**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: Little Company of Mary Hospital & Health Care Centers – Change of Ownership		
Street Address: 2800 W. 95 th Street		
City and Zip Code: Evergreen Park 60805		
County: Suburban Cook County	Health Service Area: 7	Health Planning Area: A-04

Legislators

State Senator Name: Dave Koehler
State Representative Name: Jehan Gordon-Booth

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

Exact Legal Name: OSF Healthcare System
Street Address: 800 N.E. Glen Oak Avenue
City and Zip Code: Peoria 61603
Name of Registered Agent: Sister Theresa Ann Brazeau, OSF
Registered Agent Street Address: 1175 Saint Francis Lane
Registered Agent City and Zip Code: East Peoria 61611
Name of Chief Executive Officer: Robert C. Sehring
CEO Street Address: 800 N.E. Glen Oak Avenue
CEO City and Zip Code: Peoria 61603
CEO Telephone Number: 309-655-7804

Type of Ownership of Applicants

☒ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
☐ Limited Liability Company	☐ Sole Proprietorship
☐ 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: Mark Hohulin
Title: Senior Vice President, Healthcare Analytics
Company Name: OSF Healthcare System
Address: 800 N.E. Glen Oak Avenue Peoria, IL 61603
Telephone Number: 309-308-9656
E-mail Address: mark.e.hohulin@osfhealthcare.org
Fax Number: 309-308-0530

Additional Contact [Person who is also authorized to discuss the Application]

Name: Michael Henderson
Title: Corporate Counsel
Company Name: OSF Healthcare System
Address: 800 N.E. Glen Oak Avenue Peoria, IL 61603
Telephone Number: 309-655-2402
E-mail Address: michael.b.henderson@osfhealthcare.org
Fax Number: 309-655-4878

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: Mark Hohulin
Title: Senior Vice President, Healthcare Analytics
Company Name: OSF Healthcare System
Address: 800 N.E. Glen Oak Avenue Peoria, IL 61603
Telephone Number: 309-308-9656
E-mail Address: mark.e.hohulin@osfhealthcare.org
Fax Number: 309-308-0530

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: OSF Healthcare System
Address of Site Owner: 800 N.E. Glen Oak Avenue Peoria, 61603
Street Address or Legal Description of the Site: 2800 W. 95 th Street Evergreen Park 60805
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.

APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Current Operating Identity/Licensee

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

Exact Legal Name: Little Company of Mary Hospital & Health Care Centers
Address: 2800 W. 95 th Street Evergreen Park 60805

☒ Non-profit Corporation	☐ Partnership	
☐ For-profit Corporation	☐ Governmental	
☐ Limited Liability Company	☐ Sole Proprietorship	☐
☐ Other		

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: OSF Healthcare System

Address: 800 N.E. Glen Oak Avenue Peoria 61603

☒	Non-profit Corporation	☐	Partnership	
☐	For-profit Corporation	☐	Governmental	
☐	Limited Liability Company	☐	Sole Proprietorship	☐
	Other			

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- 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.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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.

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.

Introduction

OSF Healthcare System ("OSF"), based in Peoria, Illinois, provides integrated healthcare services throughout Illinois at twelve separate hospital facilities and through several affiliated entities. Little Company of Mary Hospital and Health Centers ("Little Company"), based in Evergreen Park, Illinois, has provided valuable healthcare services to the population of Evergreen Park and the greater metropolitan Chicago area since 1930. OSF and Little Company share common historical roots in Catholic Healthcare and charism through their founding organizations.

The parties seek to merge and as a result request a Certificate of Exemption from the Health Facilities and Services Review Board ("HFSRB") for this change of ownership.

Structure of Transaction

The parties intend to affiliate through a statutory merger pursuant to the Illinois Not for Profit Corporation Act. Once merged, Little Company in Evergreen Park, Illinois will become part of OSF. All hospital licensure matters in connection with the transaction will be arranged in compliance with Illinois law and the rules of the Illinois Department of Public Health ("IDPH"), with which the parties have already had discussion and sought advice. Post-merger, the hospital will operate under the name "*OSF Healthcare Little Company of Mary Medical Center*". The parties anticipate that the transaction will close on or about February 1, 2020.

As with all OSF facilities, a Community Board will be established to provide input, advice, and guidance to the President of the merged hospital on specific matters such as management plans, strategic plans, annual capital and operating budgets, services, quality and safety. The President of the hospital will then report to the Chief Executive Officer of OSF or his designee.

The employment agreements of physicians and physician extenders presently employed by Little Company and its affiliates will be honored by OSF, as will agreements for professional and other services between independent physicians or groups and other vendors.

The Fair Market Value (FMV) of the transaction has been determined to be approximately \$251,122,000 based on the net property and equipment total as provided in Little Company's 2019 Unaudited Financial Statements.

Charity Care

In order to further OSF's mission in Evergreen Park and surrounding communities, Little Company's existing charity care policies will be replaced by OSF's Charity Assistance Policy for Illinois Hospitals, which not only complies with, but exceeds the requirements of Illinois law, including the Illinois Hospital Uninsured Patient Discount Act. As certified in the verifications attached, OSF will not adopt a more restrictive charity care policy than was in effect one year prior to the Closing Date of the proposed transaction. The OSF Charity Assistance Policy for Illinois Hospitals, will remain in effect for at least a two (2) year period following the Closing Date.

In general, the OSF Charity Assistance Policy for Illinois Hospitals is the same or more generous than the current Little Company of Mary Charity Care Program.

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: \$ See below

The Fair Market Value (FMV) of the land is included in the FMV of the transaction. The purchase price of the land has been accounted for in the total purchase price.

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 X No . 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.

Little Company of America Hospital & Health Centers

18-032 Replacement of Emergency Services Dept. Through New Construction & Renovation - No

OSF Healthcare System

16-010 OSF St. Mary Medical Center-Surgery/Lab Expansion – No

17-008 OSF Saint Elizabeth Medical Center-Center for Health, Streator – No

17-050 OSF St. Joseph Medical Center-Construction of MOB – Yes

17-051 OSF Saint Anthony's Health Center-Construction of Cancer Center Bldg – Yes

18-041 OSF Healthcare System-Allied Agencies Relocation – No

Anticipated exemption completion date (refer to Part 1130.570): anticipated on or around 2/1/2020

State Agency Submittals

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.

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 Little Company of Mary Hospital & Health Care Centers* 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

John Hanlon, MD

PRINTED NAME

President

PRINTED TITLE

SIGNATURE

Sister Sharon Ann Walsh, L.C.M.

PRINTED NAME

Chairperson of the Board

PRINTED TITLE

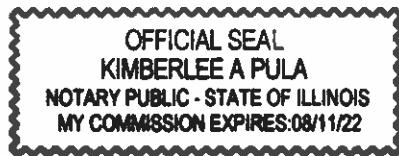
Notarization:

Subscribed and sworn to before me
this 11th day of OCTOBER, 2019



Signature of Notary

Seal



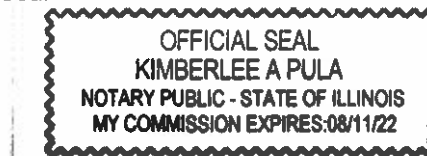
Notarization:

Subscribed and sworn to before me
this 11th day of OCTOBER, 2019



Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

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 OSF Healthcare System *
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.

Robert C. Sehring
SIGNATURE

Robert C. Sehring
PRINTED NAME

Chief Executive Office
PRINTED TITLE

Mike Cruz, MD
SIGNATURE

Mike Cruz, MD
PRINTED NAME

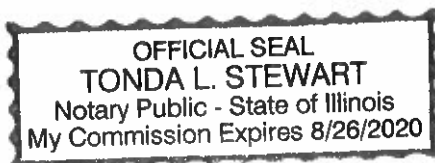
Chief Operating Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 8th day of October 2019

Tonda L. Stewart
Signature of Notary

Seal

**Notarization:**

Subscribed and sworn to before me
this 8th day of October, 2019

Tonda L. Stewart
Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

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.

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."

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

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.

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
Net Patient Revenue			
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.

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		16-17
2	Site Ownership		18
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		19
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		20-21
5	Background of the Applicant		22-28
6	Change of Ownership		29-30
7	Charity Care Information		31

Certificate of Good Standing – Little Company of Mary Hospital & Health Care Centers

File Number

0642-704-9



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

LITTLE COMPANY OF MARY HOSPITAL AND HEALTH CARE CENTERS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 15, 1893, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication # 1926672560 verifiable until 08/23/2020
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 23RD day of SEPTEMBER A.D. 2019 .

Jesse White

SECRETARY OF STATE

Attachment 1

Certificate of Good Standing – OSF Healthcare System

File Number

0107-414-8



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

OSF HEALTHCARE SYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JANUARY 01, 1880, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication # 1021802456 verifiable until 07/25/2020
Authenticity at <http://www.cybertrustillinois.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 JULY A.D. 2019 .**

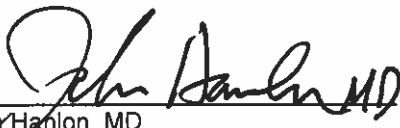
Jesse White

SECRETARY OF STATE

Attachment 1

Site Ownership

Little Company of Mary Hospital & Health Care Centers owns the property of 2800 W. 95th Street in Evergreen Park, IL where the hospital is located. OSF Healthcare System will take over as owner of Little Company of Mary Hospital & Health Care Centers pursuant to the merger between OSF Healthcare System and Little Company of Mary Hospital & Health Care Centers.

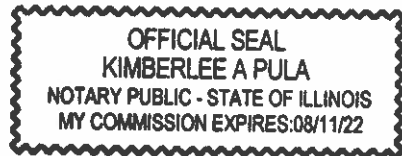

John Hanlon, MD

Subscribed and sworn to before me

This 11th day of OCTOBER, 2019


Notary Public

<seal>



Attachment 2

Operating Identity/Licensee after the Project is Complete

File Number

0107-414-8



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

OSF HEALTHCARE SYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JANUARY 01, 1990, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication # 1020802550 verifiable until 07/25/2020
 Authenticated at <http://www.cybertrustillinois.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 JULY A.D. 2019 .**

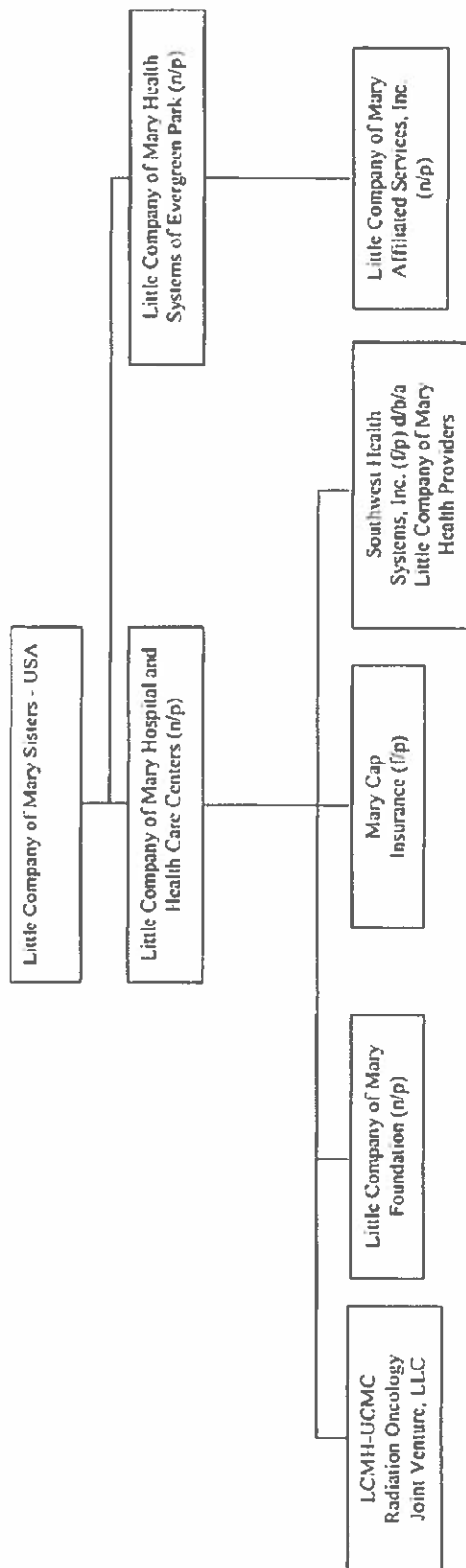
Jesse White

SECRETARY OF STATE

Attachment 3

Organizational Chart – Pre CHOW

Little Company of Mary Hospital and Health Care Centers Corporate Structure



LITTLE COMPANY OF MARY SISTERS USA – The corporate member of Little Company of Mary Hospital and Health Care Centers, and Little Company of Mary Health Systems of Evergreen Park.

LITTLE COMPANY OF MARY HOSPITAL AND HEALTH CARE CENTERS – The Hospital and parent organization of various hospital related services.

LCMH-UCMH RADIATION ONCOLOGY JOINT VENTURE, LLC - JV with University of Chicago for Radiation Oncology Services (January 1, 2017)

LITTLE COMPANY OF MARY HOSPITAL FOUNDATION – The fundraising entity for the hospital.

MARY CAP INSURANCE – Captive Insurance Company.

SOUTHWEST HEALTH SYSTEMS, INC. – Negotiates and administers managed care contracts.

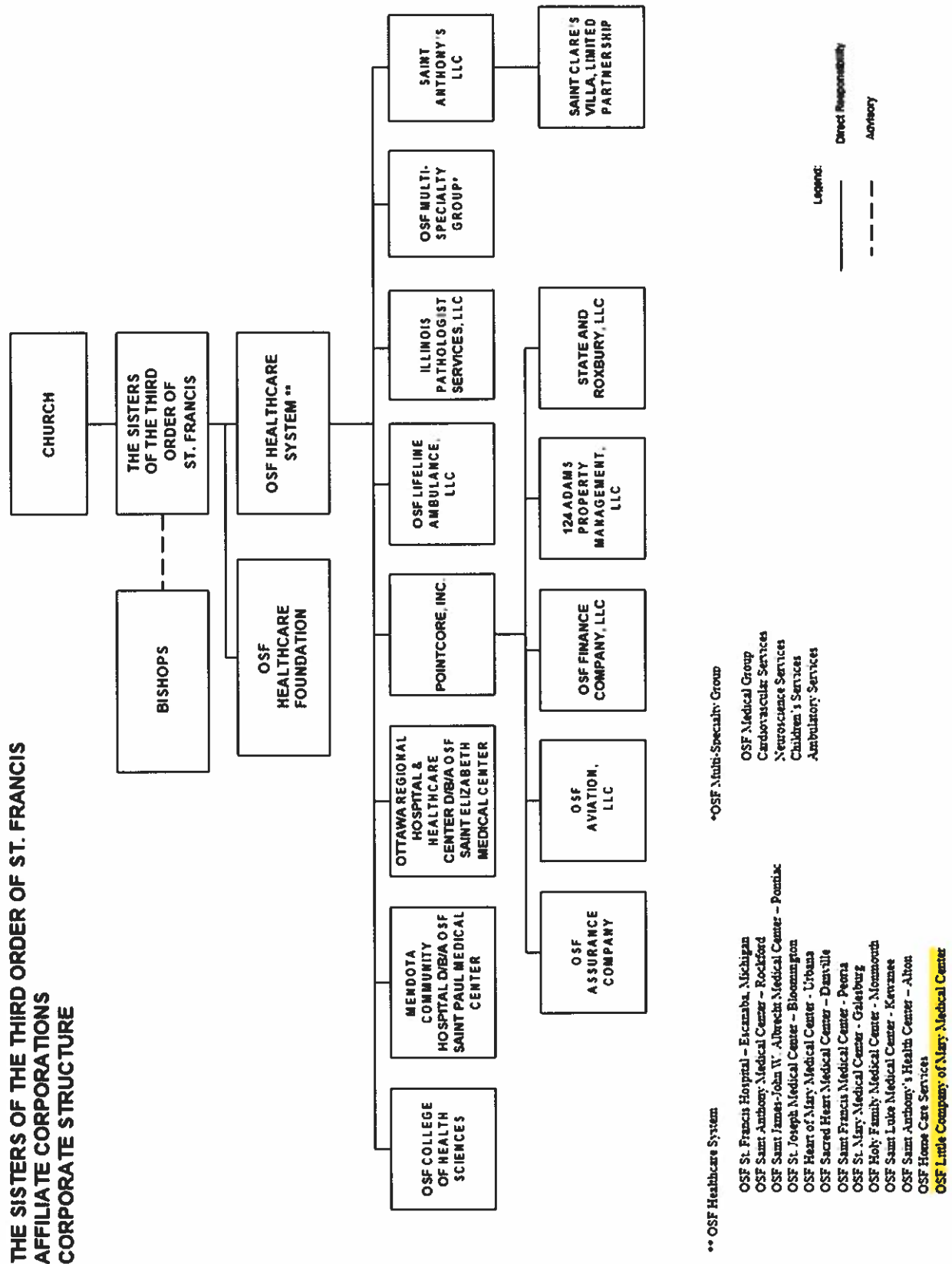
LITTLE COMPANY OF MARY HEALTH SYSTEMS OF EVERGREEN PARK – Holding Company of Little Company of Mary Affiliated Services, Inc.

LITTLE COMPANY OF MARY AFFILIATED SERVICES, INC. – Owns and operates various properties, and employs physicians.

Revised November 2018

Carol Pacini, LCM
Sister Carol Pacini, LCM
Region Leader

Organizational Chart – Post CHOW



Background of Applicant

 Illinois Department of PUBLIC HEALTH			HF 118204
LICENSE, PERMIT, CERTIFICATION, REGISTRATION			
This person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.			
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health	
EXPIRATION DATE 6/30/2020	CATEGORY	LIC. NUMBER 0001271	
General Hospital			
Effective: 07/01/2019			
Little Company of Mary Hospital 2800 W 95th St Evergreen Park, IL 60805			
The face of this license has a colored background. Printed by Authority of the State of Illinois • PD #15-483-001 10M 5/19			

← **DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp Date 6/30/2020

Lic Number 0001271

Date Printed 5/13/2019

Little Company of Mary Hospital

 2800 W 95th St
 Evergreen Park, IL 60805

FEE RECEIPT NO.

Background of Applicant**Little Company of Mary Hospital**

Evergreen Park, IL

has been Accredited by

**The Joint Commission**

Which has surveyed this organization and found it to meet the requirements for the
Hospital Accreditation Program

April 27, 2019

Accreditation is customarily valid for up to 36 months


 David P. Hays, MD, MBA, FACS
 Chairman of Commissioners

ID: A7344
 Print Report Date: 04/07/2019


 Mark E. Chaisio, MD, FACP, AGPP, MHA
 President

The Joint Commission is an independent, not-for-profit national body that oversees the safety and quality of health care and other services provided in accredited organizations. Information about accredited organizations may be provided directly to The Joint Commission at 1-800-994-6610. Information regarding accreditation and the accreditation performance of individual organizations can be obtained through The Joint Commission's web site at www.jointcommission.org.

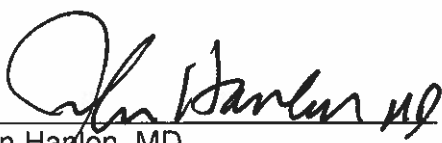


Attachment 5

Background of Applicant

Little Company of Mary Hospital & Health Care Centers does hereby attest no adverse action, as that term is defined in the rules of the Illinois Health Facilities and Services Review Board, has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.

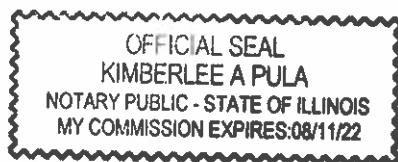

John Haxton, MD

Subscribed and sworn to before me

This 11th day of OCTOBER, 2019


Notary Public

<seal>

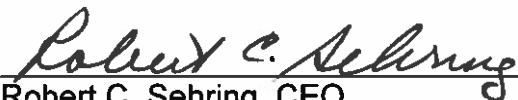


Attachment 5

Background of Applicant

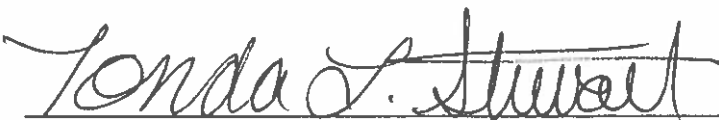
OSF Healthcare System does hereby attest no adverse action, as that term is defined in the rules of the Illinois Health Facilities and Services Review Board, has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.


Robert C. Sehring, CEO

Subscribed and sworn to before me

This 8th day of October, 2019


Notary Public

<seal>



Attachment 5

Background of Applicant – Little Company of Mary Hospital & Health Care Centers

Little Company of Mary Hospital & Health Care Centers List of Facilities in Illinois

Little Company of Mary Hospital & Health Care Centers

2800 W. 95th Street

Evergreen Park, Illinois 60805

License #: 001271, Expiration 6/30/2020

JCAHO: 4/27/19, 36 months

Background of Applicant – OSF Healthcare System**OSF Healthcare System List of Facilities in Illinois****OSF HealthCare Holy Family Medical Center**

1000 W. Harlem Avenue
Monmouth, Illinois 61462
License #: 0005439, Expiration 4/11/20
JCAHO: Critical Access Hospital-no JCAHO Certificate

OSF HealthCare Saint Francis Medical Center

530 NE Glen Oak Avenue
Peoria, Illinois 61637
License #: 0002394, Expiration 12/31/19
JCAHO: 4/8/17, 36 months

OSF HealthCare Saint Anthony's Health Center

One Saint Anthony's Way
Alton, Illinois 62002-0340
License #: 0005942, Expiration 10/31/20
JCAHO: 12/2/17, 36 months

OSF HealthCare Saint James-John W. Albrecht Medical Center

2500 W. Reynolds Street
Pontiac, Illinois 61764
License #: 0005264, Expiration 3/2/20
JCAHO: 3/9/17, 36 months

OSF HealthCare St. Joseph Medical Center

2200 E. Washington Street
Bloomington, Illinois 61701
License #: 0002535, Expiration 12/31/19
JCAHO: 3/17/17, 36 months

OSF HealthCare Saint Anthony Medical Center

5666 E. State Street
Rockford, Illinois 61108-2472
License #: 0002253, Expiration 12/31/19
JCAHO: 2/25/17, 36 months

OSF HealthCare Saint Luke Medical Center

1051 West South Street
Kewanee, Illinois 61443
License #: 0005926, Expiration 3/31/20
JCAHO:

OSF HealthCare Saint Elizabeth Medical Center

1100 E. Norris Drive
Ottawa, Illinois 61350
License #: 0005520, Expiration 5/14/20
JCAHO: 6/24/17, 36 months

Background of Applicant – OSF Healthcare System Continued**OSF HealthCare St. Mary Medical Center**

3333 N. Seminary Street
Galesburg, Illinois 61401
License #: 0002675, Expiration 12/31/19
JCAHO: 1/21/17, 36 months

OSF HealthCare Saint Paul Medical Center

1401 E. 12th Street
Mendota, Illinois 61342
License #: 0005819, Expiration 12/6/19
JCAHO: Critical Access Hospital-no JCAHO Certificate

OSF Healthcare Sacred Heart Medical Center

812 N. Logan Avenue
Danville, Illinois 61832
License #: 0006072, Expiration 2/1/20
JCAHO: 5/19/17, 36 months

OSF HealthCare Heart of Mary Medical Center

1400 W. Park Street
Urbana, Illinois 61801
License #: 0006080, Expiration 2/1/20
JCAHO: 6/3/17, 36 months

OSF Saint Elizabeth Medical Center Freestanding Emergency Center

111 Spring Street
Streator, Illinois 61364
License #: 22006, Expiration 8/8/20
JCAHO: 6/24/17, 36 months (included with Saint Elizabeth Medical Center)

APPLICABLE REVIEW CRITERIA**1130.520(b)(1)(A) - Names of the parties**

The parties to the change of ownership are OSF Healthcare System and Little Company of Mary Hospital & Health Care Centers

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.

See attached certification for (1) OSF Healthcare System, the entity acquiring the assets comprising Little Company of Mary Hospital & Health Care Centers, and (2) Little Company of Mary Hospital & Health Care Centers, the entity whose assets are being acquired by OSF Healthcare System.

1130.520(b)(1)(C) - Structure of the transaction

Statutory merger where Little Company of Mary Hospital & Health Care Centers will merge into OSF Healthcare System.

1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction

OSF Healthcare System will adopt a registered name for Little Company of Mary Hospital & Health Care Centers upon closing.

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.

For the ownership structure pre and post the transaction, please see attachment 4. OSF Healthcare System will become the 100% owner. The Sisters of the Third Order of Saint Francis is the sole corporate member and operator of OSF Healthcare System, which will own Little Company of Mary Hospital & Health Care Centers in Evergreen Park, Illinois.

1130.520(b)(1)(F) - Fair market value of assets to be transferred.

\$251,122,000 (NOTE: This allocated value is solely for COE purposes.)

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)]

\$ 0

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

OSF Healthcare System affirms that the current CON permits for both OSF Healthcare System and Little Company of Mary Hospital & Health Care Centers will be completed in accordance with the provisions of the this section. Refer to page 7 for the list of projects.

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

OSF Healthcare System affirms that the charity care policy at Little Company of Mary Hospital & Health Care Centers will not be more restrictive than its current form, and that its current charity care policy will remain in place and/or be less restrictive for a minimum period of two years from the change of ownership.

Attachment 6

APPLICABLE REVIEW CRITERIA CONTINUED**1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community**

The community will benefit from the continued operation of the hospital by OSF Healthcare System, which operates many hospitals in the state of Illinois and by the available capital and shared ministry resources of OSF Healthcare System.

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;

Anticipate cost savings in an unknown amount due to economics of scale gained by integration into a large healthcare system.

1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;

Both Little Company of Mary Hospital & Health Care Centers and OSF Health System have extensive and focused quality improvement and monitoring programs, policies and procedures. OSF will extend QI programs in place, and will review same post change of ownership to align same with OSF's overall system wide quality improvement and monitoring policies upon closing.

1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;

The governing body will be the Board of Directors of OSF Healthcare System as appointed by the Sisters of the Third Order of Saint Francis.

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

A description of the transaction has been prepared and is available for public review at the facility.

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.

OSF Healthcare System does not anticipate any changes to the scope of services or level of care provided at the hospital within 24 months after acquisition.

Charity Care Information

CHARITY CARE – OSF Healthcare System			
	2016	2017	2018
Net Patient Revenue	\$1,970,497,456	\$2,057,383,657	\$2,321,396,516
Amount of Charity Care (charges)	\$121,815,596	\$123,255,304	\$145,025,489
Cost of Charity Care	\$25,170,596	\$26,127,456	\$30,452,288

CHARITY CARE – Little Company of Mary & Health Care Centers			
	2016	2017	2018
Net Patient Revenue	\$208,415,708	\$202,590,300	\$183,187,191
Amount of Charity Care (charges)	\$27,958,661	\$30,424,744	\$26,424,198
Cost of Charity Care	\$4,903,000	\$5,586,000	\$4,813,306

Attachment 7



RECEIVED

OCT 16 2019

**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

October 15, 2019

Courtney Avery, Administrator
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

RE: Little Company of Mary Hospital & Health Care Centers - Change of Ownership to OSF
Healthcare System

Dear Ms. Avery:

Enclosed is a Certificate of Exemption application for the Change of Ownership for Little Company of Mary Hospital & Health Care Center to OSF Healthcare System through a statutory merger. Also enclosed is the check for the applicable filing fees.

Due to closing considerations and associated timing based on the requirement for IHFSRB approval to complete the transaction, we respectfully request an expedited review and our appearance on the December 10, 2019 Review Board agenda.

Thank you very much for your attention to our request. If you have any questions, feel free to contact me at 309-308-9656 or by email at mark.e.hohulin@osfhealthcare.org.

Sincerely,

A handwritten signature in black ink that reads 'Mark Hohulin'.

Mark Hohulin

c: Michael Henderson
Mike Constantino
August J. Querciagrossa
John Hanlon, MD