#E-011-20

ORIGINAL

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

RECEIVED
MAR 18 2020
HEALTH FACILITIES & SERVICES REVIEW BOARD

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Barrington Pain and Spine Institute			
Street Address: 600 Hart Road, Suite 300			
City and Zip Code: Barrington, Illinois 60010			
County: Lake	Health Service Area:	8	Health Planning Area: N/A

Legislators

State Senator Name: Dan McConchie
State Representative Name: Mary Edly-Allen

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

Exact Legal Name: Barrington Pain and Spine Institute, L.L.C.
Street Address: 600 Hart Road, Suite 300
City and Zip Code: Barrington, Illinois 60010
Name of Registered Agent: John V. Prunskis, M.D.
Registered Agent Street Address: 431 Summit Street
Registered Agent City and Zip Code: Elgin, Illinois 60120
Name of Chief Executive Officer: John V. Prunskis, M.D.
CEO Street Address: 600 Hart Road, Suite 300
CEO City and Zip Code: Barrington, Illinois 60010
CEO Telephone Number: 847-289-8823

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: Kara M. Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

Facility/Project Identification

Facility Name: Barrington Pain and Spine Institute				
Street Address: 600 Hart Road, Suite 300				
City and Zip Code: Barrington, Illinois 60010				
County: Lake	Health Service Area:	8	Health Planning Area: N/A	

Legislators

State Senator Name: Dan McConchie
State Representative Name: Mary Edly-Allen

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

Exact Legal Name: John V. Prunskis, M.D.
Street Address: 431 Summit Street
City and Zip Code: Elgin, Illinois 60120
Name of Registered Agent:
Registered Agent Street Address:
Registered Agent City and Zip Code:
Name of Chief Executive Officer:
CEO Street Address:
CEO City and Zip Code:
CEO Telephone Number:

Type of Ownership of Applicants

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

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Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

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

Name: Francine Norman
Title:
Company Name: Barrington Pain and Spine Institute
Address: 600 Hart Road, Suite 300, Barrington, Illinois 60010
Telephone Number: 847-852-2038
E-mail Address: frn@illinoispain.com

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

Facility/Project Identification

Facility Name: Barrington Pain and Spine Institute			
Street Address: 600 Hart Road, Suite 300			
City and Zip Code: Barrington, Illinois 60010			
County: Lake	Health Service Area:	8	Health Planning Area: N/A

Legislators

State Senator Name: Dan McConchie
State Representative Name: Mary Edly-Allen

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

Exact Legal Name: DXTX Pain and Spine, LLC
Street Address: 8 Oak Lake Drive
City and Zip Code: Barrington, Illinois 60010
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: Corporation Trust Center, 1209 Orange Street
Registered Agent City and Zip Code: Wilmington, Delaware 19801
Name of Chief Executive Officer: Owen Prunskis
CEO Street Address: 8 Oak Lake Drive
CEO City and Zip Code: Barrington, Illinois 60010
CEO Telephone Number:

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.

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Title: Attorney
Company Name: Polsinelli PC
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Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

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

Name: Francine Norman
Title:
Company Name: Barrington Pain and Spine Institute
Address: 600 Hart Road, Suite 300, Barrington, Illinois 60010
Telephone Number: 847-852-2038
E-mail Address: frn@illinoispain.com

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Facility Name: Barrington Pain and Spine Institute			
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City and Zip Code: Barrington, Illinois 60010			
County: Lake	Health Service Area:	8	Health Planning Area: N/A

Legislators

State Senator Name: Dan McConchie
State Representative Name: Mary Edly-Allen

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: Kara M. Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Hart Road, LLC
Address of Site Owner: 300 Park Boulevard, Suite 201, Itasca, Illinois 60143
Street Address or Legal Description of the Site: 600 Hart Road, Suite 300, Barrington, Illinois 60010 **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: Barrington Pain and Spine Institute, LLC					
Address: 600 Hart Road, Suite 300, Barrington, Illinois 60010					
☐	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: Barrington Pain and Spine, L.L.C.

Address: 600 Hart Road, Suite 300, Barrington, Illinois 60010

☐	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.

Barrington Pain and Spine Institute, L.L.C., John V. Prunskis, M.D., and DxTx Pain and Spine, LLC (collectively, the "Applicants") seek authority from the Illinois Health Facilities and Services Review Board (the "State Board") for a corporate restructuring, which will result in a change of the person who has ultimate control of Barrington Pain and Spine Institute. Following the transaction Barrington Pain and Spine Institute, L.L.C. will remain the operating entity for the facility and the name of the surgery center will remain Barrington Pain and Spine Institute. DXTX Pain and Spine, LLC for which John V. Prunskis, M.D. will be the controlling person will be the entity that is the ultimate parent of Barrington Pain and Spine Institute, L.L.C.

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: $_____

Fair Market Value: $_____

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 __ No X. 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.

_____

_____

_____

_____

_____

Anticipated exemption completion date (refer to Part 1130.570): _____

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.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

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 John V. Prunskis, M.D.* 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	SIGNATURE
John V. Prunskis, M.D. PRINTED NAME	PRINTED NAME
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 17th day of March 2020	Notarization: Subscribed and sworn to before me this _____ day of _____
Signature of Notary	Signature of Notary
Seal	Seal

GRICEL CARRION
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 19, 2022

*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 Barrington Pain and Spine Institute, L.L.C. 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 V. Prunskis, M.D.
PRINTED NAME

Manager
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 16th day of March

Signature of Notary

Seal

GRICEL CARRION
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 19, 2022

SIGNATURE

Terri Dallas-Prunskis, M.D.
PRINTED NAME

Member
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 16th day of March

Signature of Notary

Seal

GRICEL CARRION
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 19, 2022

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 Dxtx Pain and Spine, L.L.C. 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.

Owen V. P

SIGNATURE

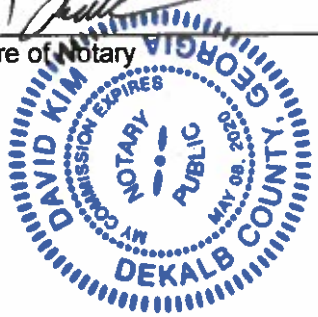
Owen Prunskis
PRINTED NAME

Member
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 13 day of March 2020

Signature of Notary

Seal



SIGNATURE

John Freese
PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

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 Dxtx Pain and Spine, L.L.C. 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 Freese SIGNATURE
Owen Prunskis PRINTED NAME	John Freese PRINTED NAME
PRINTED TITLE	member PRINTED TITLE
Notarization: Subscribed and sworn to before me this _____ day of _____	Notarization: Subscribed and sworn to before me this 16th day of March 2020
Signature of Notary	Signature of Notary
Seal	Seal DIANE E. LUCIA Official Seal Notary Public-State of Illinois My Commission Expires April 1, 2021

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
- X 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)(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.

Section I, Identification, General Information, and Certification
Applicants

Certificates of Good Standing for Barrington Pain and Spine Institute, L.L.C. and DxTx Pain and Spine, LLC (collectively, the "Applicants") are attached at Attachment – 1. Barrington Pain and Spine Institute, L.L.C. is the operator of Barrington Pain and Spine Institute.

Attachment – 1

File Number 0329090-5

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE

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

BARRINGTON PAIN AND SPINE INSTITUTE, L.L.C., HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 16, 2010, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 12TH *day of* JULY *A.D.* 2018 .

Authentication #: 1819302734 verifiable until 07/12/2019
Authenticate at: http://www.cyberdriveillinois.com

Jesse White

SECRETARY OF STATE

Attachment - 1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DXTX PAIN AND SPINE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MARCH, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

Jeffrey W. Bullock, Secretary of State

7744443 8300

SR# 20202113324

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202579181

Date: 03-13-20

Attachment - 1

Section I, Identification, General Information, and Certification
Site Ownership

There is no change in site ownership.

A copy of the lease between Barrington Pain and Spine Institute, L.L.C. (formerly known as The Hart Road Center for Pain Management, L.L.C.) and Hart Road, LLC was previously included in Barrington Pain and Spine Institute's CON application to add orthopedic and podiatric surgical specialties (Proj. No.18-038).

Section I, Identification, General Information, and Certification
Operating Identity/Licensee

Barrington Pain and Spine Institute, L.L.C. is currently the approved operating entity for Barrington Pain and Spine Institute. Following the transaction Barrington Pain and Spine Institute, L.L.C. will remain the operating entity for the facility. The Illinois Certificate of Good Standing for Barrington Pain and Spine Institute, L.L.C. is attached at Attachment – 3.

Persons owning a 5% or greater interest in Barrington Pain and Spine Institute, LLC are listed in the table below:

Name	Direct Ownership	Indirect Ownership through DxTx Pain and Spine, LLC	Total Ownership
John V. Prunskis, M.D.	8.1%	40.3%	48.4%
Terri Dallas Prunskis, M.D.	6.6%	33.0%	39.6%
John Freese		5.8%	5.8%
Owen Prunskis		5.8%	5.8%

Attachment – 3

File Number 0329090-5

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

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

BARRINGTON PAIN AND SPINE INSTITUTE, L.L.C., HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 16, 2010, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.

SEAL OF THE STATE OF ILLINOIS
AUG. 26TH 1818

Authentication #: 1819302734 verifiable until 07/12/2019
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* 12TH *day of* JULY *A.D.* 2018 .

Jesse White

SECRETARY OF STATE

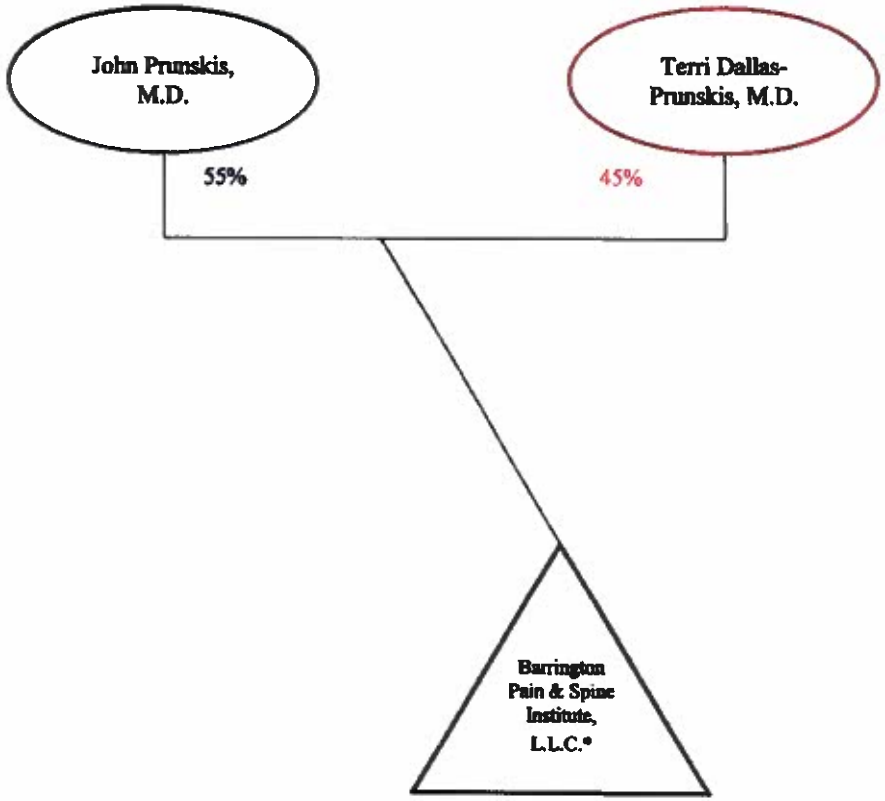
Attachment - 3

Section I, Identification, General Information, and Certification
Organizational Relationships

The organizational chart showing the current ownership structure of Barrington Pain and Spine Institute, along with the post-closing ownership structure is enclosed at Attachment – 4.

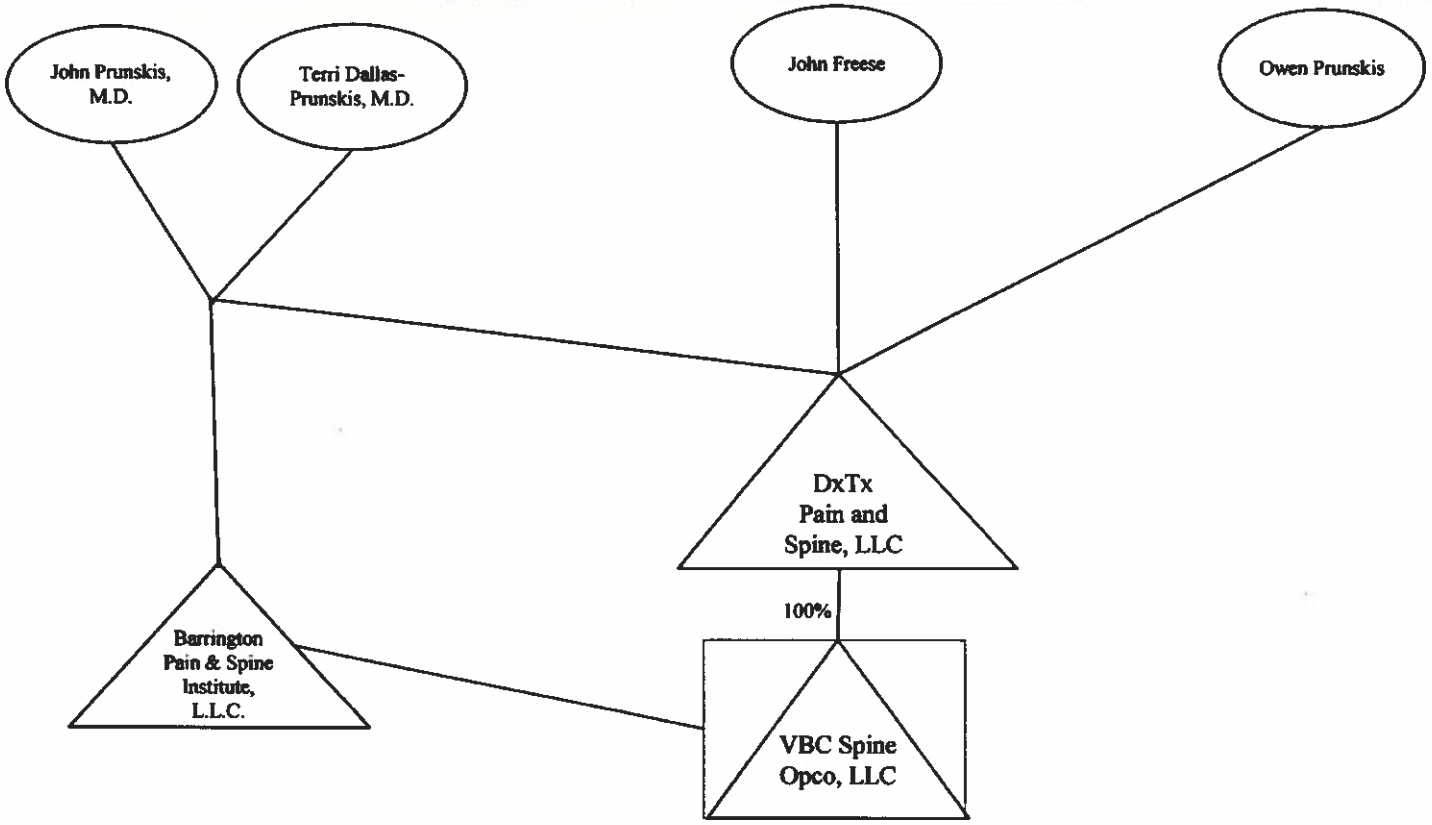
Attachment – 4

Illinois Pain Institute Current Structure



* There are two minority interest holders with less than 1% of membership interest.

DxTx Post-Closing



* There are minority interest holders with less than 5% of membership interest.

Section II, Project Purpose, Background and Alternatives – Information Requirements
Criterion 1110.230(b), Project Purpose, Background and Alternatives

Background of Applicant

1. **A listing of all health care facilities owned or operated by the Applicant, including licensing, and certificates, if applicable.**

   Applicant owns and operates only one health care facility: Barrington Pain and Spine Institute located at 600 Hart Road, Suite 300, Barrington, Illinois 60010

2. **A certified listing of any adverse action taken against any facility owned and/or operated by the Applicant during the three years prior to the filing of the application.**

   By their signature on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken by IDPH, CMS, or any other State or Federal Agency against any facility owned and/or operated by them during the three years prior to the filing of this application.

3. **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 national recognized accreditation organizations.**

   By their signature on the Certification pages to this application, each of the Applicants authorize the HFSRB and IDPH to access any documents necessary to verify the information submitted, including but limited to: (i) official records of DPH or other State Agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of national recognized accreditation organizations.

HF 118772

Illinois Department of PUBLIC HEALTH

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The 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	CATEGORY	I.D. NUMBER
9/17/2020		7003167

Ambulatory Surgery Treatment Center

Effective: 09/18/2019

Barrington Pain and Spine Institute, LLC
600 Hart Rd Ste 300
Barrington, IL 60010

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #18-498-001 10M-9/18

Attachment - 5

Section III, Change of Ownership (CHOW)
Criterion 1110.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

Applicable Review Criteria – CHOW

1. **1130.520 (b)(1)(A)- Names of the parties**

   The Applicants are Barrington Pain and Spine Institute, L.L.C., John V. Prunskis, M.D., and DxTx Pain and Spine, LLC (collectively, the "Applicants").

2. **1130.520(b)(1)(B) – Background of the parties**

   Each of the applicants, by their signatures to the Certification pages of this application, attest 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.

   Each of the applicants, by their signatures to the Certification pages of this application, attest 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 facilities owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.

3. **1130.520(b)(1)(C) – Structure of the transaction**

   Barrington Pain and Spine Institute, L.L.C. is currently the approved operating entity of Barrington Pain and Spine Institute. Following the transaction, DxTx Pain and Spine, LLC will have a majority ownership interest in Barrington Pain and Spine Institute. Barrington Pain and Spine Institute, L.L.C. will remain the operating entity for the surgical center.

4. **1130.520(b)(1)(D) – Name of Licensed Entity after Transaction**

   Barrington Pain and Spine Institute, L.L.C. will be the certified operating entity for the facility following the transaction.

5. **1130.520(b)(1)(E) – List of ownership or membership interests in such licensed or certified entity both prior to and after transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons**

   An organizational structure of the current owner, as well as the post-closing organizational structure of the proposed applicants are attached at Attachment - 4.

6. **1130.520(b)(1)(F) – Fair market value of assets to be transferred**

   The fair market value of the transferred assets is $18,000,000.

7. **1130.520(b)(1)(G) – Purchase price or other forms of consideration to be provided**

   Purchase price is $18,000,000.

8. **1130.520(b)(2) – Affirmations**

   All projects for which permits have been issued have been completed.

9. **1130.520(b)(2) – If ownership change is for hospital, affirmation that the facility will not adopt a more restrictive charity care policy that 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.**

   Not applicable.

10. **1130.520(b)(2), A statement as to the anticipated benefits of the proposed changes in ownership to the community.**

    The Applicants have not identified anticipated benefits of the proposed change of ownership to the community at the outset of the change of ownership.

11. **1130.520(b)(2) The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change of ownership**

    The Applicants have not identified empirically quantifiable cost savings at the outset of the change of ownership.

12. **1130.520(b)(2) – A description of the facilities quality improvement program mechanism that will be utilized to assure quality control**

    The Applicants intend to utilize Barrington Pain and Spine Institute's established quality control mechanisms.

13. **1130.520(b)(2) – A description of the selection process that the acquiring entity will use to select the facilities governing body**

    There will be no change in the legal entity that holds the license for the ambulatory surgery center in this COE application. Rather, this is a corporate restructuring. The corporate change will be in the creation of the new corporate entity DxTx Pain and Spine, LLC, which will serve as the ultimate parent of the surgery center.

14. **1130.520(b)(2) – 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**

    Not applicable.

15. **1130.520(b)(2) – A description or summary of any proposed changes to the scope of service or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition**

    There are no proposed changes to the scope of services or levels of care that were planned to be provided at the facility that are anticipated to occur within twenty-four months after the acquisition.

Section X, Charity Care Information

The table below provides charity care information for all dialysis facilities located in the State of Illinois that are owned or operated by the Applicants.

CHARITY CARE			
	2017	2018	2019
Net Patient Revenue	$2,741,618	$3,793,627	$5,309,802
Amount of Charity Care (charges)*	$0	$0	$0
Cost of Charity Care	$0	$0	$0

*Barrington Pain and Spine Institute has an arrangement with the Lake County Health Department whereby patients who lack financial resources are referred to Barrington Pain and Spine Institute for treatment

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	16-18
2	Site Ownership	19
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	20-21
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	22-24
5	Background of the Applicant	25-26
6	Change of Ownership	27-28
7	Charity Care Information	29

#E-011-20

POLSINELLI

150 N. Riverside Plaza, Suite 3000, Chicago, IL 60606 • (312) 819-1900

March 16, 2020

Anne M. Cooper
312.873.3606
acooper@polsinelli.com

Federal Express

Michael Constantino
Illinois Department of Public Health
Health Facilities and Services Review Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761

Re: Application for Exemption Permit - Barrington Pain and Spine Institute

Dear Mr. Constantino:

I am writing on behalf of Barrington Pain and Spine Institute LLC and DxTx Pain and Spine LLC (collectively "Applicants") to submit the attached Application for Exception Permit for Change of Ownership of the entity who has operating control over Barrington Pain and Spine Institute, an ambulatory surgery center located in Barrington. For your review, I have attached the following documents:

1. Check for $2,500 for the application processing fee;
2. Completed Application for Exemption Permit;
3. Copies of Certificate of Good Standing for the Applicants;
4. Charity care data.

Thank you for your time and consideration of Applicant's application for exemption permit. If you have any questions or need any additional information to complete your review of the Applicant's application for exemption permit, please feel free to contact me.

Sincerely

Anne M. Cooper

Attachments