

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:	Advocate Sherman Surgery Center		
Street Address:	1445 North Randall Road		
City and Zip Code:	Elgin, Illinois 60123-2300		
County:	Kane	Health Service Area:	8 Health Planning Area: A-11

Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Allen Skillicorn

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

Exact Legal Name:	Advocate Sherman Ambulatory Surgery Center, LLC
Street Address:	1445 North Randall Road
City and Zip Code:	Elgin, Illinois 60123-2300
Name of Registered Agent:	CT Corporation
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, Illinois 60604
Name of Chief Executive Officer:	Drew Bell
CEO Street Address:	510 Lake Cook Road, Suite 402
CEO City and Zip Code:	Deerfield, Illinois 60015
CEO Telephone Number:	847/267-3537

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:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312/876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312/876-6215

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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City and Zip Code:	Elgin, Illinois 60123-2300		
County:	Kane	Health Service Area:	8 Health Planning Area: A-11

Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Allen Skillicorn

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

Exact Legal Name:	UnitedHealth Group Incorporated
Street Address:	9900 Bren Road
City and Zip Code:	East Minnetonka, MN 55343
Name of Registered Agent:	CT Corporation
Registered Agent Street Address:	1010 Dale Street N
Registered Agent City and Zip Code:	St. Paul, MN 55343
Name of Chief Executive Officer:	David S. Wichmann
CEO Street Address:	510 Lake Cook Road, Suite 402
CEO City and Zip Code:	East Minnetonka, MN 55343
CEO Telephone Number:	925/936-1300

Type of Ownership of Applicants

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

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Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312/876-7815
E-mail Address:	joe.ourth@saull.com
Fax Number:	312/876-6215

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:	Advocate Sherman Surgery Center		
Street Address:	1445 North Randall Road		
City and Zip Code:	Elgin, Illinois 60123-2300		
County:	Kane	Health Service Area:	8 Health Planning Area: A-11

Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Allen Skillicorn

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

Exact Legal Name:	Advocate Aurora Health, Inc.
Street Address:	750 W. Virginia
City and Zip Code:	Milwaukee, WI 53204
Name of Registered Agent:	The Corporation Trust Company
Registered Agent Street Address:	1209 N. Orange Street
Registered Agent City and Zip Code:	Wilmington, DE 19801
Name of Chief Executive Officer:	James H. Skogsbergh
CEO Street Address:	3075 Highland Parkway, Suite 600
CEO City and Zip Code:	Downers Grove, Illinois 60515
CEO Telephone Number:	630/572-9393

Type of Ownership of Applicants

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

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- 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:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312/876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312/876-6215

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

Name:	
Title:	
Company Name:	
Address:	
Telephone Number:	
E-mail Address:	
Fax Number:	

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:	Trent Gordon
Title:	Vice President, Business Development
Company Name:	Advocate Aurora Health, Inc.
Address:	1445 North Randall Road, Elgin, IL 60123-2300
Telephone Number:	847/842-4529
E-mail Address:	trent.gordon@advocatehealth.com
Fax Number:	

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Advocate Sherman Hospital
Address of Site Owner:	1445 North Randall Road, Elgin, IL 60123-2300
Street Address or Legal Description of the Site:	
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:	Advocate Sherman Ambulatory Surgery Center, LLC		
Address:	1445 N. Randall Road, Elgin, Illinois 60123-2300		
☐	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: Advocate Sherman Ambulatory Surgery Center, LLC

Address: 1445 N. Randal Road, Elgin, IL 60123-2300

- | | | |
|---|--|--------------------------------|
| ☐ 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.

Advocate Sherman Ambulatory Surgery Center, Ltd. (the "Surgery Center") seeks a Certificate of Exemption for transaction that constitutes a change of ownership under the Review Board regulations. The Review Board granted a permit for the establishment of a multi-specialty ambulatory surgical treatment center to be located on the campus of Advocate Sherman Hospital in Elgin Illinois. The facility has not yet opened for operations. The Surgery Center ownership is presently structured to be owned 51% by Advocate-SCA Partners, LLC ("Advocate-SCA") and 49% by area physicians. Advocate-SCA Partners is presently owned 51% by affiliates of Surgical Care Affiliates, Inc. ("SCA") and 49% by Evangelical Services Corporation ("ESC"), a subsidiary of Advocate Aurora Health, Inc. ("Advocate Aurora")

Under the proposed transaction, ESC would acquire the ownership interest in the Surgery Center presently held by Advocate-SCA for a purchase price of \$1,800,000. The Physician owners will acquire their ownership interests prior to licensure at which time the ownership structure will be 51% ESC and 49% area physicians. Under the proposed transaction ESC would acquire the ownership interest in the Surgery Center presently held by Advocate-SCA for a purchase price of \$1,800,000. Upon closing, ESC would go from 49% indirect ownership to 100% direct ownership of the Surgery Center. The plan is for the physician owners to acquire their ownership interests prior to licensure with the final ownership structure to be 51% ESC and 49% area physicians. There will be no change in the licensee.

The transaction will close soon after Review Board approval.

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: \$ N/A
Fair Market Value: \$ N/A

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 ☐. 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.

Project No. 16-038 authorizes the establishment of this surgery center. Project 16-038 will remain open after the conclusion of this change of ownership.

Anticipated exemption completion date (refer to Part 1130.570): May 1, 2020

State Agency Submittals

Are the following submittals up to date as applicable:

- ☐ Cancer Registry N/A – Not yet operative
☐ APORS N/A – Not yet operative
☒ 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.

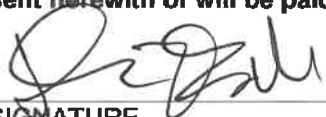
ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

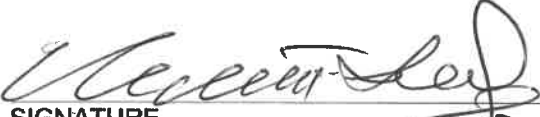
- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its 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 Advocate Sherman Ambulatory Surgery Center, LLC* 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

Drew Bell
PRINTED NAME

Manager
PRINTED TITLE

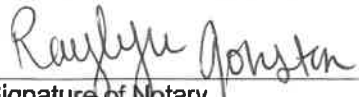

SIGNATURE

William Linder
PRINTED NAME

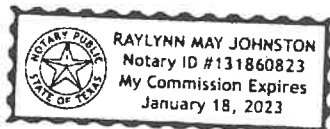
Manager
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 16 day of March


Signature of Notary

Seal

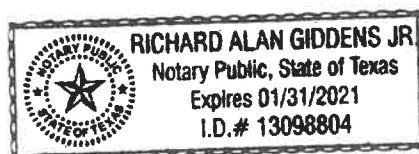


Notarization:

Subscribed and sworn to before me
this 27th day of March 2020


Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

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 UnitedHealth Group Incorporated* 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

PRINTED NAME

PRINTED TITLE

SIGNATURE

PRINTED NAME

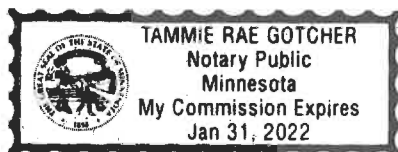
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 9th day of March 2020

Tammie Rae Gotcher
Signature of Notary

Seal

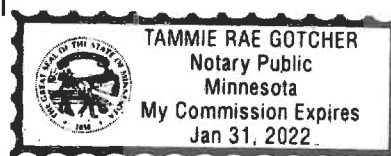


Notarization:

Subscribed and sworn to before me
this 9th day of March 2020

Tammie Rae Gotcher
Signature of Notary

Seal



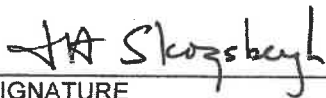
*Insert the EXACT legal name of the applicant

representatives are:

#E-015-20

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o 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);
- o 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);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Advocate Aurora Health, Inc.* 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

JAMES H. SKOGSBERG

PRINTED NAME

President & CEO

PRINTED TITLE

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

Signature of Notary

Seal

SIGNATURE

PRINTED NAME

PRINTED TITLE

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

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:

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- o 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);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

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SIGNATURE

SIGNATURE

___ William P. Santulli ___

PRINTED NAME

PRINTED NAME

___ Chief Operating Officer ___

PRINTED TITLE

PRINTED TITLE

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

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

Signature of Notary

Signature of Notary

Seal

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)(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		18-22
2	Site Ownership		23
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		24
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		25-28
5	Background of the Applicant		29-32
6	Change of Ownership		33-35
7	Charity Care Information		36-39

Section I, Identification, General Information and Certification**Attachment 1, Type of Ownership of Applicants**

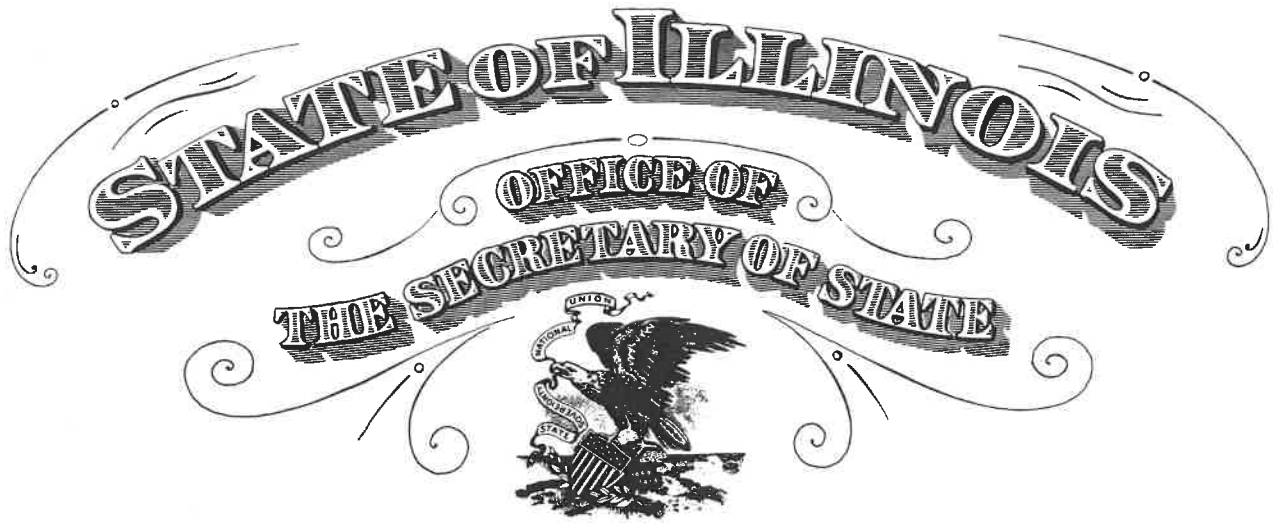
An organizational chart showing the current ownership structure of Advocate Sherman Ambulatory Surgery Center, LLC (“Advocate Sherman Surgery Center”), along with the post-closing ownership structure of Advocate Sherman Surgery Center is included in Attachment 4. Good standing certificates for the following entities are also attached:

1. Advocate Sherman Ambulatory Surgery Center, LLC: Advocate Sherman Surgery Center is an Illinois limited liability company owned by Advocate-SCA Partners, LLC. Upon completion of the proposed transaction and physician buy-in, Evangelical Services Corp. (“ESC”) (a subsidiary of Advocate Aurora Health, Inc.) will own 51% and multiple physicians will own 49%, none of whom individually will own more than a 5% interest. A copy of Advocate Sherman Surgery Center’s Illinois Good Standing Certificate is attached.
2. Surgical Care Affiliates, Inc. (“SCA, Inc.”): SCA, Inc. is a Delaware corporation registered to do business in Illinois. SCA, Inc. is the parent entity of Surgical Care Affiliates, LLC. Copies of SCA, Inc.’s Delaware Good Standing Certificate and Illinois Good Standing Certificate for a foreign corporation are attached. SCA, Inc. is not a necessary co-applicant and is described for informational purposes only.
3. Advocate-SCA Partners, LLC (“Advocate-SCA”): Advocate-SCA is an Illinois limited liability company whose members are ESC (49%) and SCA-Illinois, LLC, a subsidiary of SCA (51%). A copy of Advocate-SCA’s Illinois Good Standing Certificate is attached. Advocate-SCA is not a necessary co-applicant and is described for informational purposes only.
4. UnitedHealth Group Incorporated (“UHG”): UHG is a publically-traded Delaware corporation. UHG has final control of SCA and under review board regulations is deemed to be the entity with final control over Advocate Sherman Surgery Center at the present time. A copy of UHG’s Delaware Good Standing Certificate is attached. Because UHG only holds assets and performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois and, therefore, an Illinois Certificate of Good Standing for a foreign limited liability company is not applicable.
5. Advocate Aurora Health, Inc. (“Advocate Aurora”): Advocate Aurora is a Delaware Corporation. Under Review Board regulations, Advocate Aurora will be deemed to have final control following the change of ownership and is included as a co-applicant. A copy of Advocate Aurora’s Delaware Good Standing Certificate is attached as is its Illinois Good Standing Certificate.

6. Evangelical Services Corp. (“ESC”): ESC is an Illinois corporation and is a wholly owned subsidiary of Advocate Aurora. Advocate Aurora is the entity that has “final control” over ESC and Advocate Sherman Surgery Center, the licensee. ESC is not a necessary co-applicant and is described for information purposes only.

File Number

0585512-8



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

ADVOCATE SHERMAN AMBULATORY SUGERY CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 23, 2016, 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 3RD
day of APRIL A.D. 2020 .***

Jesse White

SECRETARY OF STATE

Authentication #: 2009403506 verifiable until 04/03/2021

Authenticate at: <http://www.cyberdriveillinois.com>

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITEDHEALTH GROUP INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5777355 8300

SR# 20190500486

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202144595

Date: 01-25-19

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ADVOCATE AURORA HEALTH, INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS
OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF NOVEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION
IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.



6645600 8300C

SR# 20197948349

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203948741

Date: 11-06-19

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

Advocate Sherman Hospital is the owner of the site and will enter into a Ground Lease with Advocate Sherman Surgery Center, LLC, the licensee, for the real property. There will be no change in site ownership as a result of the proposed change in ownership.

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Advocate Sherman Ambulatory Surgery Center, LLC (“Advocate Sherman Surgery Center”) will be the licensed entity operating the facility. There will be no change in the licensee as a result of this transaction

Advocate Sherman Surgery Center is an Illinois limited liability company. A copy of Advocate Sherman’s Illinois Good Standing Certificate is attached.

Advocate Sherman Surgery Center is owned by Advocate-SCA Partners, LLC (“Advocate SCA”). Prior to licensure, it is anticipated that multiple physicians will cumulative acquire 49% of the ownership of the Surgery Center, none of whom individually will own more than a 5% interest. Advocate SCA is currently owned by SCA Illinois, LLC (“SCA-Illinois”) (51%) and 49% by Evangelical Services Corporation (“ESC”) (49%). ESC is a subsidiary of Advocate Aurora Health, Inc. Following the transaction and physicians buy-in ESC will own 51% of Advocate Sherman Surgery Center.

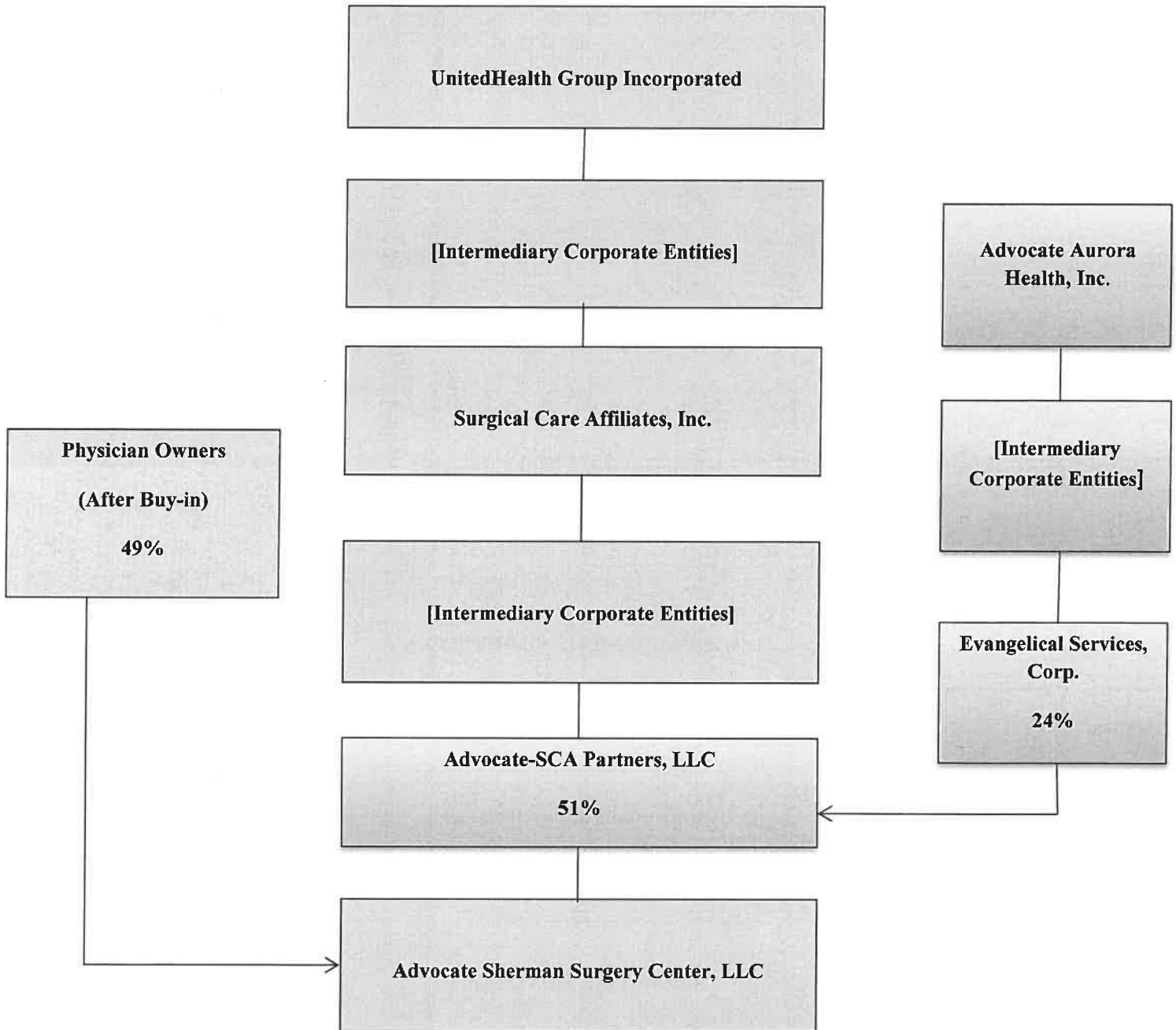
An organizational chart showing the current ownership structure of Advocate Sherman Surgery Center, along with the post-closing ownership structure of Advocate Sherman Surgery Center is included in Attachment 4.

Section I, Identification, General Information and Certification

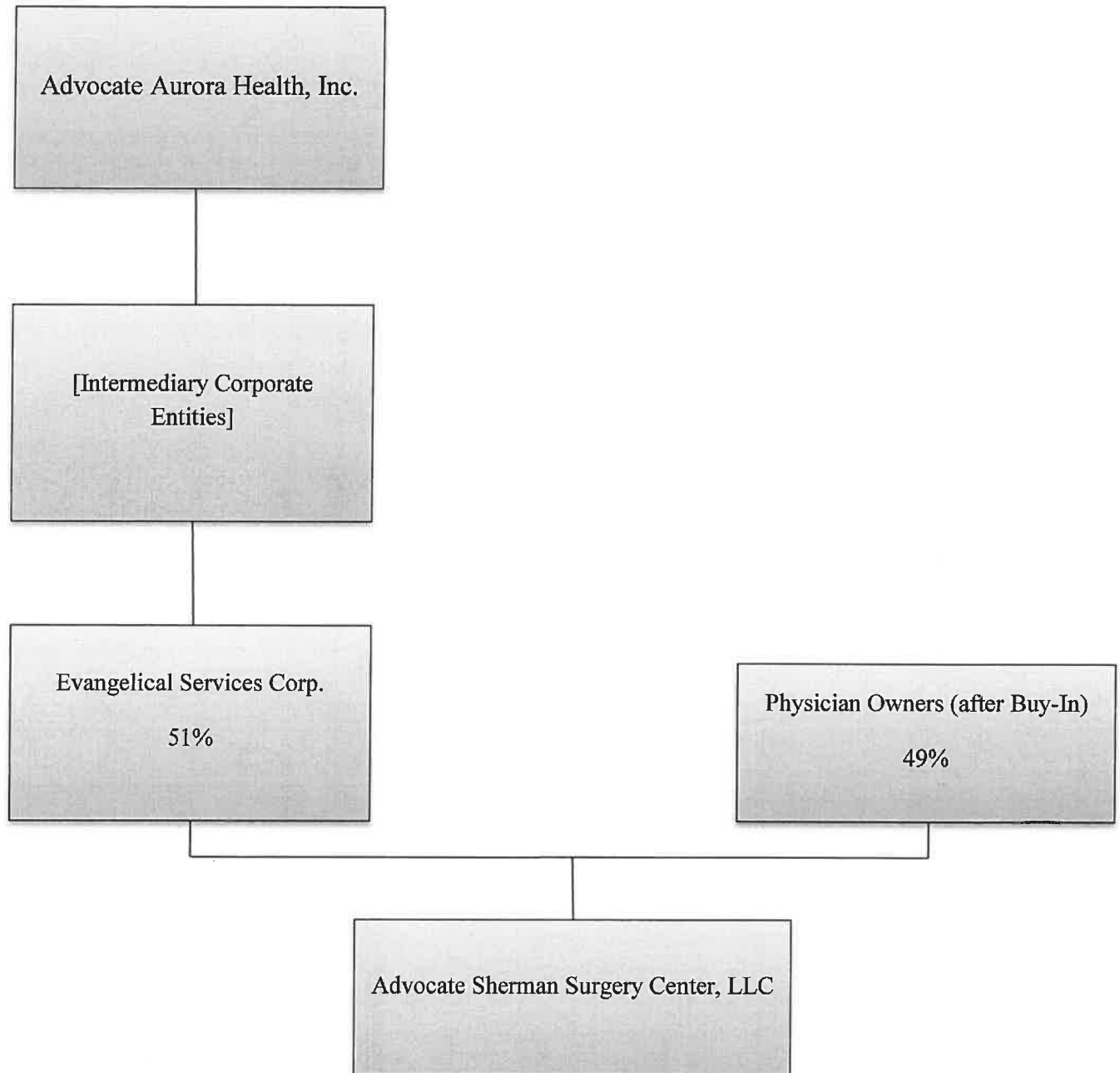
Attachment 4, Organizational Relationships

An organizational chart showing the current ownership structure of Advocate Sherman Ambulatory Surgery Center, LLC (“Advocate Sherman Surgery Center”), along with the post-closing ownership structure of Advocate Sherman Surgery Center is attached.

**Present Ownership Structure
Advocate Sherman Surgery Center, LLC**



Proposed Ownership Structure
Advocate Sherman Surgery Center, LLC



Background of Applicant**Attachment 5, Background**

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

A list of all the Illinois ambulatory surgery treatment centers controlled by Surgical Care Affiliates, Inc., including licensing and certification information, is included. A list of all Illinois health care facilities owned or operated by Advocate Aurora Health, Inc., is also included.

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 signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken against any facility owned and/or operated by them during the three (3) 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 nationally recognized accreditation organizations.**

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not 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 nationally recognized accreditation organizations.

Advocate Aurora Health, Inc. Facilities in Illinois

The licensing, certification and accreditation numbers of each Illinois health facility owned or operated by Advocate Aurora Health, Inc., related entities along with relevant identification numbers, are listed below.

Facility	Location	License No.	Accreditation No.
Advocate BroMenn Medical Center	1304 Franklin Ave. Normal, IL	0005645	189504-2018-AHC-USA-NIAHO
Advocate Christ Medical Center	4440 W. 95th St. Oak Lawn, IL	0000315	197946-2019-AHC-USA-NIAHO
Advocate Condell Medical Center	801 S. Milwaukee Ave., Libertyville, IL	0005579	211487-2019-AHC-USA-NIAHO
Advocate Eureka Hospital	101 S. Major Eureka, IL	00005652	189647-2018-AHC-USA-NIAHO
Advocate Good Samaritan Hospital	3815 Highland Ave. Downers Grove, IL	0003384	176404-2018-AHC-USA-NIAHO
Advocate Good Shepherd Hospital	450 W. Highway, #22 Barrington, IL	0003475	261250-2018-AHC-USA-NIAHO
Advocate Lutheran General Hospital	1775 Dempster Park Ridge, IL	0004796	178979-2018-AHC-USA-NIAHO
Advocate Illinois Masonic Medical Center	836 W. Wellington Chicago, IL	0005165	192082-2018-AHC-USA-NIAHO
Advocate Sherman Hospital	1425 N. Randall Rd Elgin, IL	0005884	246588-2017-AHC-USA-NIAHO
Advocate South Suburban Hospital	17800 S. Kedzie Ave Hazel Crest, IL	0004697	190161-2018-AHC-USA-NIAHO
Advocate Trinity Hospital	2320 E. 93 rd St. Chicago, IL	0004176	193041-2018-AHC-USA-NIAHO
BroMenn Care and Comfort Suites	2502 B East Empire Bloomington, IL	4000025	AAAHC# 109007

Advocate Aurora also has non-controlling interests in the following health facilities.

RML Chicago	3435 W. Van Buren Street Chicago, IL	0005678	JC 7360
RML Hinsdale	5601 S. County Line Road Hinsdale, IL	0004804	JC 7360
Advocate Condell Ambulatory Surgery Center	825 S. Milwaukee Ave. Libertyville, IL 60048	7003208	AAAHC #116929
Golf Surgical Center	8901 Golf Road Des Plaines, IL 60016	7002231	AAAHC #9E8F4EAA 12918
Tinley Woods Surgery Center	18200 S. LaGrange Road, Tinley Park 60487	7002652	N/A
Advocate Sherman Ambulatory Surgery Center**	1445 North Randall Road, Elgin, IL 60123-2300	N/A	N/A

SURGICAL CARE AFFILIATES FACILITIES IN ILLINOIS

The licensing, certification and accreditations numbers of each Illinois health facility owned or operated by Surgical Care Affiliates related entities are listed below.

Facility	Location	License No.	Joint Commission Accreditation No.	Other Accreditation No.
Hawthorne Surgery Center	240 Center Dr. Vernon Hills, IL 60061	7003188	452470	N/A
Loyola Ambulatory Surgery Center at Oakbrook Terrace	One South 224 Summit Ave., #201 Oakbrook Terrace, IL 60181	7002181	452472	N/A
Amsurg Surgery Center	998 129 th Infantry Dr. Joliet, IL 60435	7003160	452473	N/A
Northwest Surgicare	1100 W. Central Road, Lower Basement L4 Arlington Heights, IL 60005	7000342	N/A	AAAHC #1508
Center for Minimally Invasive Surgery Center	19110 Darwin Dr. Mokena, IL 60448	7003201	N/A	AAAHC #24142
Advocate Condell Ambulatory Surgery Center	825 S. Milwaukee Ave. Libertyville, IL 60048	7003208	N/A	AAAHC #116929
Winchester Endoscopy	1870 W Winchester Rd., #146 Libertyville, IL 60048	7003202	N/A	AAAHC #113063
Midwest Center for Day Surgery	311 Highland Avenue, Downers Grove, IL 60515	7001075	409	N/A
Golf Surgical Center	8901 Golf Road Des Plaines, IL 60016	7002231	N/A	AAAHC #9E8F4EAA 12918
Tinley Woods Surgery Center	18200 S. LaGrange Road, Tinley Park 60487	7002652	379630	N/A

Naperville Surgical Centre*	1263 Rickert Dr. Naperville, IL 60540	7003205	61274	N/A
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*SCA has a non-controlling interest only.

**Under development and not yet licensed.

Section IV, Change of Ownership**Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility**

1. **1130.520(b)(1)(A), Names of Parties:** The Applicants are: (i) Advocate Sherman Ambulatory Surgery Center, LLC; (ii); (ii) UnitedHealth Group Incorporated, and (iii) Advocate Aurora Health, Inc (“Advocate Aurora”).

An organizational chart showing the current ownership structure of Advocate Sherman Ambulatory Surgery Center, LLC (“Advocate Sherman Surgery Center”), along with the post-closing ownership structure of Advocate Sherman Surgery Center is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.

2. **1130.520(b)(1)(B), Background of Parties:** Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have the qualifications, background and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken against any facility owned and/or operated by each of them during the three (3) years prior to the filing of this application.

3. **1130.520(b)(1)(C), Structure of the Transaction:**

Advocate Sherman Ambulatory Surgery Center, LLC owns and is constructing Advocate Sherman Surgery Center on the campus of Advocate Sherman Hospital in Elgin, Illinois (the "Facility"). Advocate-SCA Partners, LLC, (“Advocate-SCA”) which is a partially-owned subsidiary of Surgical Care Affiliates, Inc. ("SCA"), presently holds 100% of the ownership interests in the Facility. The plan is for local physician owners to acquire 49% of the ownership interests in the Facility prior to licensure. Advocate-SCA is owned 51% by subsidiaries of Surgical Care Affiliates, Inc. (“SCA”) and 49% by Evangelical Services Corporation (“ESC”), a subsidiary of Advocate Aurora. Under the proposed transaction, Advocate-SCA will sell its interests to ESC for a purchase price of \$1,800,000. As a result of the transaction ESC will own 100% of Sherman Ambulatory Surgical Center, LLC and Advocate Aurora will be the entity that is deemed to have “final control” pursuant to Review Board regulations. Upon completion of the proposed

transaction and physician buy-in, ESC will own 51% and multiple physicians will own 49%, none of whom will own more than a 5% interest. ESC will close on the Advocate-SCA transaction soon after Review Board approval of the change of ownership COE.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Advocate Sherman Ambulatory Surgery Center, LLC will continue to be the licensed entity after the Proposed Transaction. There is no change in the licensed entity as a consequence of the Proposed Transaction.
5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction:** An organizational chart showing the current ownership structure of Advocate Sherman Surgery Center , along with the post-closing ownership structure of Advocate Sherman Surgery Center is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.
6. **1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:** ESC will purchase SCA's 51% interest for the purchase price \$1,800,000. The transaction is an "arm & length" purchase and the purchase price is the fair market value.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:**

ESC will purchase Advocate-SCA's 51% interest for the purchase price \$1,800,000. The transaction is an "arm & length" purchase and the purchase price is the fair market value.
8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm that: Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520. The facility received a permit from the Review Board for Project No. 16-038. The Project has been obligated and notice of Financial Commitment has been provided to the Review Board in compliance with §1130.520.
9. **1130.520(b)(4), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

There will be no change in the operation of the Applicant facility as a result of the change of ownership.
10. **1130.520(b)(5), Statement as to the Anticipated or Potential Cost Savings, if any, That Will Result for the Community and the Facility as a Result of the Change in Ownership.**

There will be no change in the operation of the Applicant facility.

11. **1130.520(b)(6), Description of the Facility's Quality Improvement Program Mechanism that will be Utilized to Assure Quality Control.**

There will be no change in the operation of the Applicant facility.

12. **1130.520(b)(7), Description of the selection process that the acquiring entity will use to select the facility's governing body.**

Advocate Aurora Surgery Center will be governed by a seven member board with four members selected by ESC and three members selected by physician owners.

13. **1130.520(b)(9), 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 twenty-four (24) months after acquisition.**

There are no proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Section X, Charity Care Information**Attachment 7, Charity Care Information****Advocate Sherman Ambulatory Surgery Center**

It is anticipated that Advocate Sherman Ambulatory Surgery Center, LLC ("Advocate Sherman Surgery Center") will follow the Charity Care practices of Advocate Sherman Hospital including seeing Medicare, Medicaid and charity care patients. (NOTE: Advocate Sherman Hospital sees a higher volume of charity cases as a result of the patients that present in the Emergency Department and Obstetrics.) The projected use is as follows:

Payer Sources	Payer Mix (%)
Private Insurance/Managed Care	56.6%
Medicaid	8.1%
Medicare	31.2%
Charity	2.9%
Other	1.2%
TOTAL	100.0%

ANTICIPATED CHARITY CARE	
Expected Year 2 Patient Revenue	\$5,638,800
Amount of Charity Care (Charges)	\$147,173
Cost of Charity Care	\$125,097

Charity Care Information**Advocate Health and Hospital Corporation**

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$346,565,758	\$355,279,280	\$350,747,922
Amount of Charity Care (charges)	\$28,561,161	\$39,917,731	\$40,941,841
Cost of Charity Care	\$5,110,190	\$7,296,203	\$8,105,829

Other SCA related ambulatory surgery centers provide charity care as follows:

Tinley Woods Surgery Center

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$10,480,972	\$7,090,275	\$7,830,613
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Hawthorn Place Outpatient Surgery Center LP

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$15,440,746	\$27,733,066	\$19,342,431
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Northwest Surgicare

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$25,595,871	\$23,350,103	\$23,350,103
Amount of Charity Care (charges)	\$4,000	\$0	\$0
Cost of Charity Care	\$4,000	\$0	\$0

**Southwest Surgery Center d/b/a
Center for Minimally Invasive Surgery**

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$16,208,670	\$14,931,415	\$16,302,019
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Winchester Endoscopy Center, LLC

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$3,355,278	\$3,723,766	\$3,964,498
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Loyola Ambulatory Surgery Center at Oakbrook Terrace

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$3,911,269	\$25,679,016	\$4,751,269
Amount of Charity Care (charges)	\$92,149	\$0	\$656
Cost of Charity Care	\$92,149	\$0	\$656

Amsurg Surgery Center

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$11,846,459	\$13,814,283	\$12,660,937
Amount of Charity Care (charges)	\$8,563	\$3,191	\$0
Cost of Charity Care	\$8,563	\$3,191	\$0

Midwest Center for Day Surgery

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$4,883,439	\$5,857,543	\$7,065,334
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Naperville Surgical Centre*

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$9,162,047	\$7,223,708	\$7,275,946
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

*SCA has a non-controlling interest only.

Golf Surgery Center

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	\$7,688,740	\$8,407,600	\$9,870,607
Amount of Charity Care (charges)	\$590	\$0	\$3,221
Cost of Charity Care	\$590	\$0	\$3,221

Advocate Surgery Center, Libertyville

CHARITY CARE			
	2016	2017	2018
Net Patient Revenue	N/A	\$2,030,367	\$10,124,415
Amount of Charity Care (charges)	N/A	\$0	\$2,961
Cost of Charity Care	N/A	\$0	\$2,961

#E-015-20

Check Date: 1/22/2020

Supplier Number: 18621

Check No: 3198444

Facility Name	Invoice Number	Invoice Date	Voucher ID	Gross Amount	Discount Taken	Paid Amount
50437 Winchester Endoscopy Center SHANNAH	ILL01222020	1/22/2020	24000085	2,500.00	0.00	2,500.00

Total Gross Amount	Total Discounts	Total Paid Amount

Please refer questions to 855-740-3820

\$2,500.00

\$0.00

\$2,500.00

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HOLD AT AN ANGLE TO VIEW. DO NOT CASH IF NOT PRESENT.

SURGICAL CARE AFFILIATES
569 Brookwood Village, Suite 901
Birmingham, AL 35209

Bank of America

64-1278/611- GA
Check No. 3198444

Date 1/22/2020

Pay ****Two thousand five hundred and xx/100 DOLLAR****

Pay Amount: \$2500.00***

Pay To ILLINOIS DEPARTMENT PUBLIC HEALTH
525 W JEFFERSON ST 2ND FL
Springfield, IL 62761


Authorized Signature

⑈3198444⑈ ⑆061112788⑆

3359483495⑈