

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**

Name: MPG NCH Buffalo Grove JV, LLC (Buffalo Grove Medical Office Building) CON Permit # 09-11		
Street Address: 15 S. McHenry Road		
City and Zip Code: Buffalo Grove, Illinois 60089		
County: Lake	Health Service Area: 8	Health Planning Area: A-09

Legislators

State Senator Name: Julie A. Morrison
State Representative Name: Jonathan Carroll

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

Exact Legal Name: MPG NCH Buffalo Grove JV, LLC
Street Address: 15 South McHenry Road
City and Zip Code: Buffalo Grove, Illinois 60089
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, DE 19801
Name of Chief Executive Officer: c/o Matthew J. Campbell, MedProperties Group
CEO Street Address: 40 Skokie Boulevard, Suite 410
CEO City and Zip Code: Northbrook, IL 60062
CEO Telephone Number: (847) 897-7300

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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Street, Evanston, Illinois 60201
Telephone Number: (847) 570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

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

Name: Kara 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:

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Legislators

State Senator Name: Julie A. Morrison
State Representative Name: Jonathan Carroll

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

Exact Legal Name: Northwest Community Healthcare
Street Address: 800 West Central Road
City and Zip Code: Arlington Heights, Illinois 60005
Name of Registered Agent: Stephen Scogna
Registered Agent Street Address: 800 West Central Road
Registered Agent City and Zip Code: Arlington Heights, Illinois 60005
Name of Chief Executive Officer: Stephen Scogna
CEO Street Address: 800 West Central Road
CEO City and Zip Code: Arlington Heights, Illinois 60005
CEO Telephone Number: (847) 618-5007

Type of Ownership of Applicants

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Registered Agent Street Address: 800 West Central Road
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E-mail Address: sbautista@northshore.org

Fax Number:

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Legislators

State Senator Name: Julie A. Morrison
State Representative Name: Jonathan Carroll

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

Exact Legal Name: NorthShore University HealthSystem
Street Address: 1301 Central Street
City and Zip Code: Evanston, Illinois 60201
Name of Registered Agent: Kristen Murtos
Registered Agent Street Address: 1301 Central Street
Registered Agent City and Zip Code: Evanston, Illinois 60201
Name of Chief Executive Officer: Gerald "J.P." Gallagher
CEO Street Address: 1301 Central Street
CEO City and Zip Code: Evanston, Illinois 60201
CEO Telephone Number: (847) 570-2000

Type of Ownership of Applicants

☒ Non-profit Corporation	☐ Partnership	
☐ For-profit Corporation	☐ Governmental	
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Telephone Number: (312) 873-3639
E-mail Address: Kfriedman@polsinelli.com
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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Street, Evanston, Illinois 60201
Telephone Number: (847) 570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Northwest Community Hospital
Address of Site Owner: 800 West Central Road, Arlington Heights, Illinois 60005
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 <u>ATTACHMENT 2</u>, 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: MPG NCH Buffalo Grove JV, LLC			
Address: 15 S. McHenry Road, Buffalo Grove, IL 60089			
☐	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: MPG NCH Buffalo Grove JV, LLC

Address: 15 S. McHenry Road, Buffalo Grove, IL 60089

☐	Non-profit Corporation	☐	Partnership	
☐	For-profit Corporation	☐	Governmental	
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- 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.

NorthShore University HealthSystem, an Illinois not-for-profit corporation (“NorthShore”), and Northwest Community Healthcare, an Illinois not-for-profit corporation (“NCH”), are entering into a Membership Substitution Agreement (the “MSA”) which is scheduled to close December 31, 2020 or as soon thereafter as all closing conditions have been satisfied or waived. NCH is a member of MPG NCH Buffalo Grove JV, LLC (“MPG”), a joint venture formed for the purpose of constructing a medical office building (the “Buffalo Grove Medical Office Building”). At the time of this filing, the Buffalo Grove Medical Office Building is under construction and construction is anticipated to be completed by March 2022. The Buffalo Grove Medical Office Building will not operate under the Northwest Community Hospital (the “Hospital”) license and is not included in its accreditation.

Under the MSA, NorthShore will become the sole member of NCH (the “Planned Transaction”), and, therefore, an indirect owner of MPG.

While there will be a change of control of NCH due to the membership interest substitution, the operator of the Buffalo Grove Medical Office Building will not change and no new corporate entity will be formed. As a member substitution, no consideration will be paid.

This COE application is part of a series of COE applications for changes of ownership/control of the Hospital and related entities. While a separate COE application is being filed for five separate operations, there is a single MSA relating to the membership interest substitution of NCH.

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 ☒ N/A Member Substitution
 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 X No _____. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Permit 19-11 - The project has been financially committed and is anticipated to be completed by March 1, 2022. The permit holders submitted a progress report on June 2, 2020.

Permit 18-08 – The project's construction has been completed and the auditors will undertake an audit shortly which will be completed prior to the closing of the Planned Transaction.

Anticipated exemption completion date (refer to Part 1130.570): December 31, 2020 (or as soon thereafter as all conditions to closing are satisfied or waived).

State Agency Submittals

Are the following submittals up to date as applicable:

- ☐ Cancer Registry ☒ N/A
☐ APORS ☒ N/A
☐ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted ☒ N/A
☒ All reports regarding outstanding permits

Failure to be up to date with these requirements will result in the Application being deemed incomplete.

CERTIFICATION

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

- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of MPG NCH Buffalo Grove JV, LLC, a Delaware limited liability company.

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

PRINTED NAME

PRINTED NAME

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

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SIGNATURE

STEPHEN SCOGNA
PRINTED NAME

PRESIDENT & CEO
PRINTED TITLE

SIGNATURE

MICHAEL HARTKE
PRINTED NAME

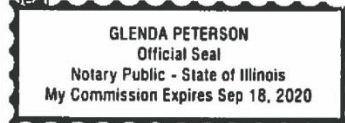
EXECUTIVE VICE PRESIDENT & COO
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 13 day of July, 2020

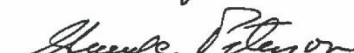

Signature of Notary

Seal

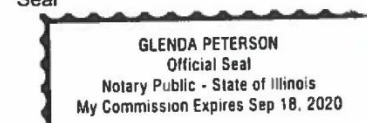


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STEPHEN SCOGNA
PRINTED NAME

PRESIDENT & CEO
PRINTED TITLE

SIGNATURE

MICHAEL HARTKE
PRINTED NAME

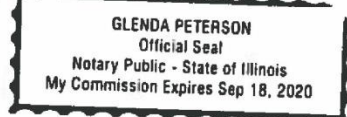
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Signature of Notary

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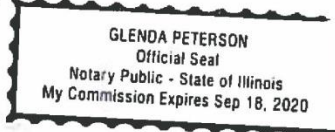


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74065535.1

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

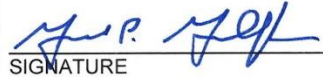
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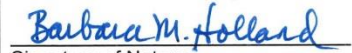

SIGNATURE

Gerald P. Gallagher
PRINTED NAME

President and CEO
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 10th day of July, 2020


Signature of Notary



*Insert the EXACT legal name of the applicant


SIGNATURE

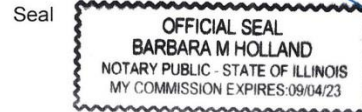
Kristen Murtos
PRINTED NAME

Chief Administrative and Strategy Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 13th day of July, 2020


Signature of Notary



CERTIFICATION

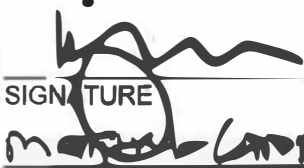
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PRINTED NAME

 / Authorized Signatory

PRINTED TITLE

SIGNATURE

PRINTED NAME

PRINTED TITLE

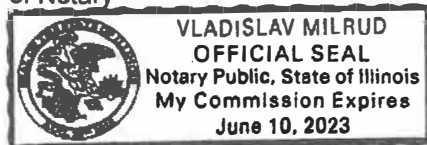
Notarization:

Subscribed and sworn to before me
this 20th day of July 2020



Signature of Notary

Seal



Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

ATTACHMENT 1**Certificates of Good Standing**

Attached hereto as Attachment 1 are Good Standing Certificates issued by the Illinois or Delaware Secretary of State, as applicable, for:

1. MPG NCH Buffalo Grove JV, LLC;
2. Northwest Community Hospital (tenant of the Buffalo Grove Medical Office Building);
3. Northwest Community Healthcare (the parent entity of Northwest Community Hospital);
and
4. NorthShore University HealthSystem (post-closing sole member of Northwest Community Healthcare and an indirect owner of MPG).

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MPG NCH BUFFALO GROVE JV, 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 SEVENTEENTH DAY OF JULY, A.D. 2020.*

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



7258493 8300

SR# 20206286660

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.

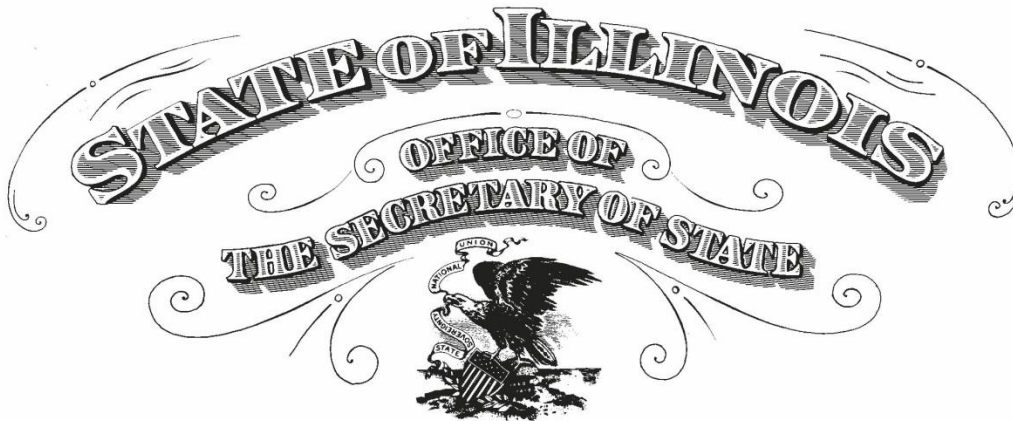
Authentication: 203303376

Date: 07-17-20

Attachment 1

File Number

3408-231-6

***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

NORTHWEST COMMUNITY HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 09, 1953, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2016700668 verifiable until 06/15/2021
Authenticate at: <http://www.cyberdriveillinois.com>

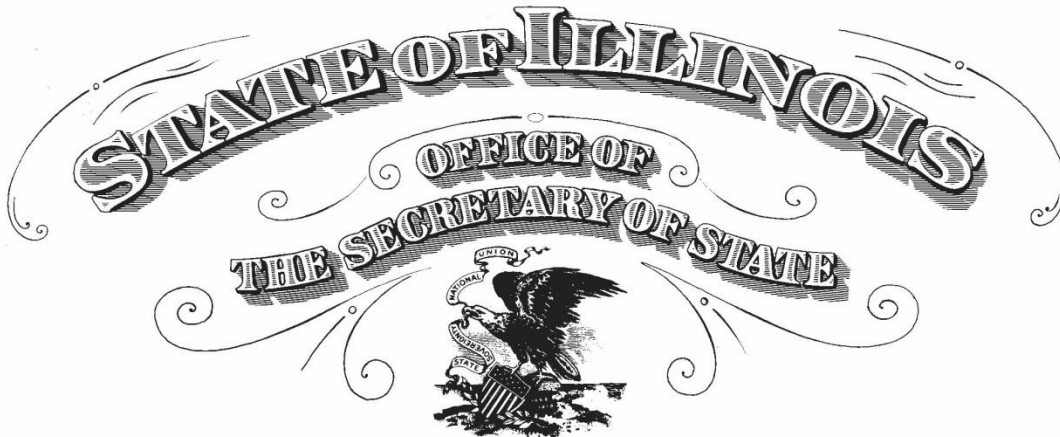
In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 15TH
day of JUNE A.D. 2020 .

Jesse White

SECRETARY OF STATE

Attachment 1

File Number 5229-793-1

***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

NORTHWEST COMMUNITY HEALTHCARE, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON FEBRUARY 11, 1981, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2016700574 verifiable until 06/15/2021
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 15TH
day of JUNE A.D. 2020 .

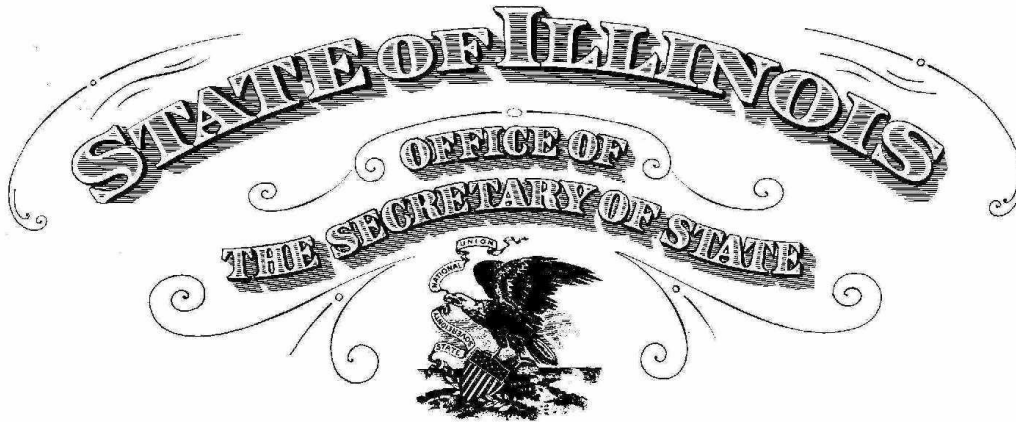
Jesse White

SECRETARY OF STATE

Attachment 1

File Number

0567-540-5



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

NORTHSHORE UNIVERSITY HEALTHSYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 04, 1891, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1914101502 verifiable until 05/21/2020
Authenticate at: <http://www.cyberdriveillinois.com>

***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 21ST
day of MAY A.D. 2019 .***

Jesse White

SECRETARY OF STATE

Attachment 1

ATTACHMENT 2

Documentation of Leasehold Interest

Northwest Community Hospital
800 West Central Road
Arlington Heights, Illinois 60005

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

Dear Ms. Avery:

I hereby attest that Northwest Community Hospital, located at 800 West Central Road, Arlington Heights, Illinois 60005, has control of the site of the medical office building property located at 15 South McHenry Road, Buffalo Grove, Illinois 60089 which is currently under construction pursuant to HFSRB Permit No. 19-11.

Sincerely,



Name: Michael Hartke

Title: Executive Vice President & Chief Operating Officer

Notarized: State of Illinois, County of Cook

Subscribed and sworn before me this 22 day of
July, 2020.


Notary
My commission expires: 9/18/2020

74211848.2

Attachment 2

ATTACHMENT 3**Operating Entity**

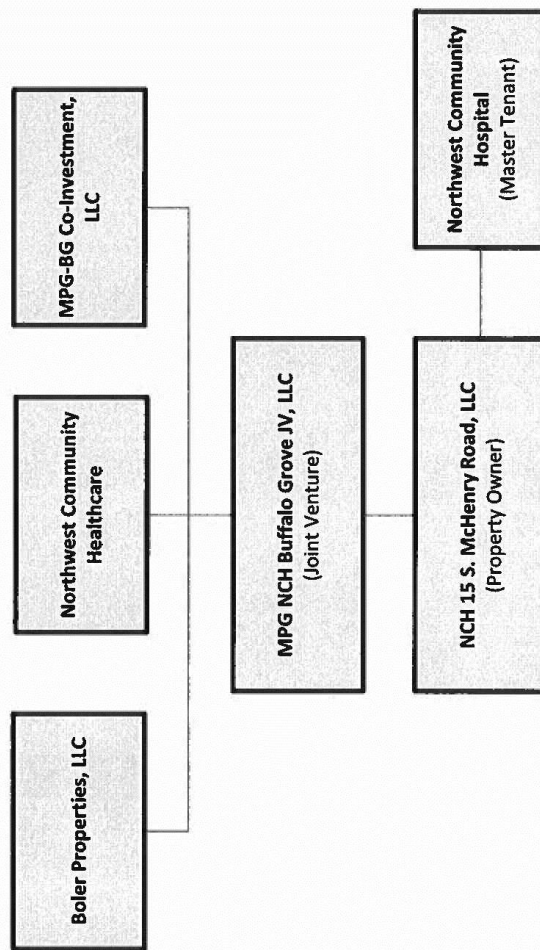
Northwest Community Healthcare ("NCH") indirectly has ownership in MPG NCH Buffalo Grove JV, LLC ("MPG"), a joint venture formed for the purpose of constructing a medical office building (the "Buffalo Grove Medical Office Building"). At the time of this filing, the Buffalo Grove Medical Office Building is under construction and construction is anticipated to be completed by March 2022. The Buffalo Grove Medical Office Building will not operate under the Northwest Community Hospital (the "Hospital") license and is not included in its accreditation. The Hospital will have a master lease for the Buffalo Grove Medical Office Building. Under the MSA, NorthShore will become the sole member of Northwest Community Healthcare (the "Planned Transaction"), and, therefore, an indirect owner of MPG. While there will not be a licensed health care facility operated at the Buffalo Grove Medical Office Building, this COE is being filed at the request of the HFSRB staff due to the Buffalo Grove Medical Office Building being under construction pursuant to a CON permit.

ATTACHMENT 4

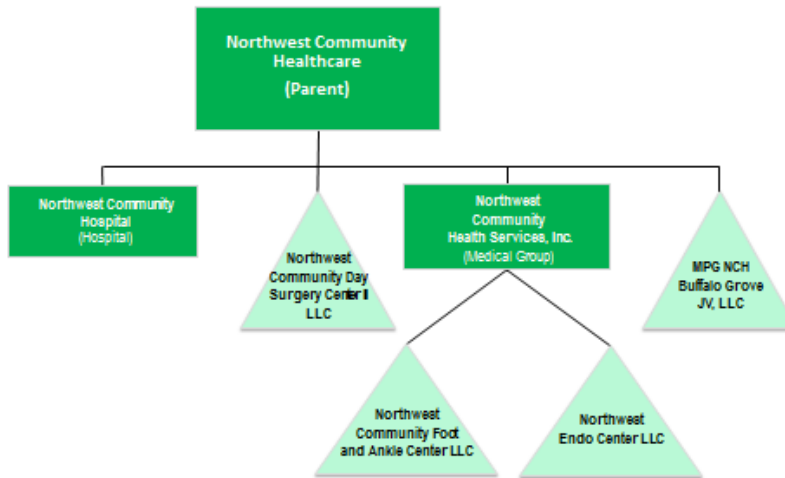
Organizational Relationships

The pre-closing and post-closing organizational charts for MPG are attached hereto at Attachment 4.

NCH Buffalo Grove Ownership Structure

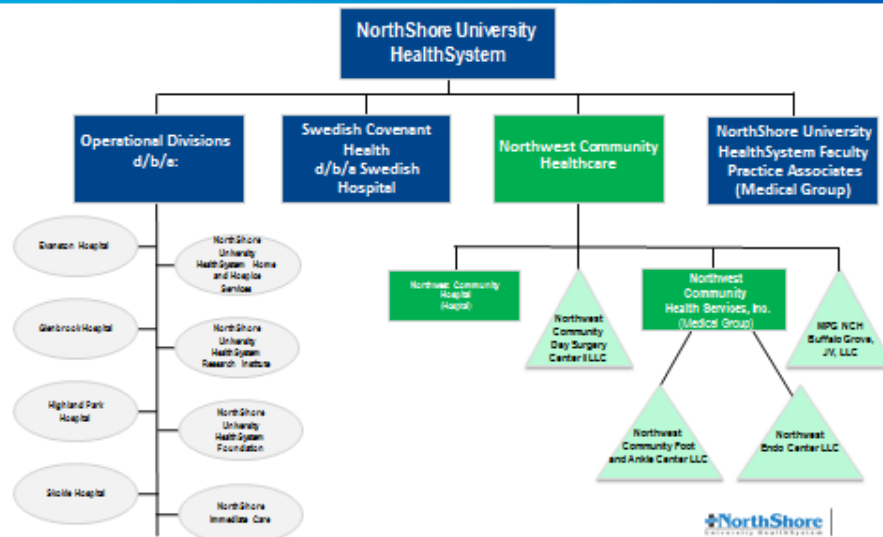


Pre-Closing Organizational Structure



Attachment 4

Post-Closing Organizational Chart



Attachment 4

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.

ATTACHMENT 5**Background of Applicants****A. MPG NCH Buffalo Grove JV, LLC ("MPG") and Northwest Community Healthcare ("NCH")****1 & 2. A listing of all health care facilities owned or operated in Illinois by MPG and/or NCH, including licensing and certification numbers in Illinois.**

A member of MPG is NCH. The following is a list of Illinois health care facilities (as that term is defined under the Illinois Health Facilities Planning Act, 20 ILCS 3960 et seq. (the "Act")) owned and/or operated by NCH:

Facility	Location	License No.	Accreditation No.
Northwest Community Hospital (the "Hospital")	800 West Central Road, Arlington Heights, Illinois 60005	0001701	4656
Northwest Endo Center LLC ("NEC")	1415 South Arlington Heights Road, Arlington Heights, IL 60005	7003210	117454
Northwest Community Foot and Ankle Center LLC ("NCFAC")	1455 East Golf Road, Des Plaines, IL 60016	7003213	120139
Northwest Community Day Surgery Center II LLC ("NCDSC")	675 W. Kirchoff Road, Arlington Heights, IL 60005	7001209	558537

As of the filing date of this application, MPG is neither fully constructed nor operational and therefore does not have any healthcare-related license or accreditation. Copies of the Hospital's, NEC's, NCFAC's and NCDSC's licenses and accreditations are attached at Attachment 5.

3. Attestation.

In signing this Certificate of Exemption ("COE") application, MPG attests that, in the last three years prior to filing of this COE application, there has been no "adverse action" (as that term is defined in 77 IAC 1130.140) against any Illinois facility owned and/or operated by MPG. A copy of NCH and MPG's attestation statement relating to their good standings is attached at Attachment 5.

4. Authorization.

The Illinois Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") are hereby authorized by MPG to access any documents necessary to verify the information submitted with this COE application pertaining to MPG, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

B. NorthShore University HealthSystem ("NorthShore")

The following is a list of all Illinois health care facilities (as that term is defined in the Act) owned by NorthShore:

1. Evanston Hospital, located at 2650 Ridge Avenue, Evanston, IL 60201 ("Evanston Hospital");
2. Highland Park Hospital, located at 777 Park Avenue West, Highland Park, IL 60035 ("Highland Park Hospital");
3. Glenbrook Hospital, located at 2100 Pfingsten Road, Glenview, IL 60025 ("Glenbrook Hospital");
4. Skokie Hospital, located at 9600 Gross Point Road, Skokie, IL 60076 ("Skokie Hospital"); and
5. Swedish Covenant Hospital d/b/a Swedish Hospital, located at 5145 N. California Avenue in Chicago, Illinois ("Swedish Hospital").

Copies of Evanston Hospital's, Highland Park Hospital's, Glenbrook Hospital's, Skokie Hospital's and Swedish Hospital's licenses and NorthShore's accreditation by The Joint Commission are attached at Attachment 5. Evanston Hospital, Glenbrook Hospital and Skokie Hospital operate under CCN 14-0010, Highland Park Hospital operates under CCN 14-0010A, and Swedish Hospital operates under CCN 14-0114.

2. A listing of all health care facilities owned (at least 5%) and/or operated in Illinois by NorthShore.

NorthShore also has a five percent (5%) or greater indirect, partial ownership interest in the following Illinois health care facilities:

1. North Shore Surgical Center, located at 3725 West Touhy Avenue, Lincolnwood, IL 60712;
2. Ravine Way Surgery Center, located at 2350 Ravine Way, #500, Glenview, IL 60025; and
3. River North Same Day Surgery Center, located at 1 East Erie Street, #300, Chicago, IL 60611.

3. Attestation.

NorthShore attests that in the last three years prior to filing of this COE application, there has been no "adverse action" (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by NorthShore and subject to HFSRB jurisdiction. A copy of NorthShore's attestation statement relating to its good standing is attached at Attachment 5.

4. Authorization.

HFSRB and IDPH are hereby authorized by NorthShore to access any documents necessary to verify the information submitted with this COE application relating to NorthShore, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

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



Northwest Community Healthcare
800 W. Central Road
Arlington Heights, IL 60005



July 13, 2020

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

Dear Ms. Avery:

On behalf of Northwest Community Hospital ("NCH") and Northwest Community Healthcare ("NCHC"), I certify to the Illinois Health Facilities and Services Review Board (the "HFSRB") as follows:

1. Neither NCH nor NCHC has experienced an any adverse action (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by them during the three-year period immediately prior to the filings of Certificate of Exemption ("COE") applications relating to the change of control of (i) Northwest Community Hospital, located at 800 West Central Road, Arlington Heights, Illinois 60005, (ii) Northwest Community Day Surgery Center II LLC, located at 675 West Kirchoff Road, Arlington Heights, Illinois 60005, (iii) Northwest Community Foot and Ankle Center LLC, located at 1455 East Golf Road, Des Plaines, Illinois 60016, and (iv) Northwest Endo Center LLC, located at 1415 South Arlington Heights Road, Arlington Heights, Illinois 60005.
2. NCH and NCHC authorize the HFSRB and Illinois Department of Public Health (the "IDPH") to access information to verify documentation or information submitted by them in connection with the COE filing requirements or to obtain any documentation or information which the HFSRB or IDPH finds pertinent to the COE applications mentioned above.

Sincerely,

Stephen Scogna
Chief Executive Officer and President

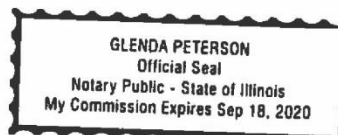
Notarized: State of Illinois, County of Cook

Subscribed and sworn before me this 13th day of
July, 2020.

Notary

My commission expires: 9/18/2020

1





January 3, 2018

Stephen Scogna
Chief Executive Officer

Northwest Community Hospital
800 West Central Road
Arlington Heights, IL 60005

Joint Commission ID #: 4656
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of
Standards Compliance
Accreditation Activity Completed: 01/03/2018

Dear Mr. Scogna:

The Joint Commission is pleased to grant your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

- **Comprehensive Accreditation Manual for Hospitals**

This accreditation cycle is effective beginning October 21, 2017 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

Should you wish to promote your accreditation decision, please view the information listed under the 'Publicity Kit' link located on your secure extranet site, The Joint Commission Connect.

The Joint Commission will update your accreditation decision on Quality Check®.

Congratulations on your achievement.

Sincerely,

Mark G. Pelletier, RN, MS
Chief Operating Officer
Division of Accreditation and Certification Operations

HOSPITAL LICENSE

		Illinois Department of PUBLIC HEALTH		HF 119281
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	LIC. NUMBER		
12/31/2020		0001701		
General Hospital				
Effective: 01/01/2020				
Northwest Community Hospital 800 W Central Road Arlington Heights, IL 60005				
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #18-493-001 10M 9/18				

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

Illinois Department of PUBLIC HEALTH HF 119965

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	LIC. NUMBER
3/20/2021		7001209

Ambulatory Surgery Treatment Center

Effective: 03/21/2020

Northwest Community Day Surgery Center
675 W Kirchhoff Rd
Arlington Heights, IL 60005

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 3/20/2021

Lic Number 7001209

Date Printed 2/21/2020

Northwest Community Day Surgery Ce

675 W Kirchhoff Rd
Arlington Heights, IL 60005-2371

FEE RECEIPT NO.



October 13, 2017

Stephen Scogna
President, Chief Executive Officer

Northwest Community Day Surgery Center
II, LLC
675 West Kirchoff Road
Arlington Heights, IL 60005

Joint Commission ID #: 558537
Program: Ambulatory Health Care
Accreditation
Accreditation Activity: 60-day Evidence of
Standards Compliance
Accreditation Activity Completed: 10/13/2017

Dear Mr. Scogna:

The Joint Commission is pleased to grant your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

- **Comprehensive Accreditation Manual for Ambulatory Health Care**

This accreditation cycle is effective beginning July 13, 2017 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

Should you wish to promote your accreditation decision, please view the information listed under the 'Publicity Kit' link located on your secure extranet site, The Joint Commission Connect.

The Joint Commission will update your accreditation decision on Quality Check®.

Congratulations on your achievement.

Sincerely,

Mark G. Pelletier, RN, MS
Chief Operating Officer
Division of Accreditation and Certification Operations

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

 Illinois Department of PUBLIC HEALTH		HF 119858
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 2/6/2021	CATEGORY 	L.D. NUMBER 7003210
Ambulatory Surgery Treatment Center		
Effective: 02/07/2020		
Northwest Endo Center LLC 1415 S Arlington Heights Road Arlington Heights, IL 60005		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 8/18		

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

Exp. Date 2/6/2021

Lic Number 7003210

Date Printed 2/3/2020

Northwest Endo Center LLC

1415 S Arlington Heights Road
Arlington Heights, IL 60005-3765

FEE RECEIPT NO.



ACCREDITATION NOTIFICATION

August 9, 2017

Organization #	117454	Program Type	117454
Organization Name	Northwest Endo Center, LLC		
Address	1415 S. Arlington Heights Road,		
City State Zip	Arlington Heights	IL	60005
Decision Recipient	Ms. Dorene Savage		
Survey Date	7/6/2017-7/7/2017	Type of Survey	EOS/ Initial Medicare Deemed Status Survey
Deficiency Level	AAAHC Standard Standard	Correction Method	Plan of Action Self-Attestation Document Review
Accreditation Type	Full Accreditation	Recommend Medicare Deemed Status	Yes
Acceptable Plan of Correction Received	7/27/2017	Correction Timeframe	June-2017 to August- 2017
Accreditation Term Begins	7/27/2017	Accreditation Term Expires	7/26/2020
Special CC:	CMS CO - Baltimore CMS RO xx – Chicago	CMS Certification Number (CCN)	Pending
Accreditation Renewal Code	EF478996117454		
Complimentary AAAHC Institute study participation code			117454FREEIQI

As an ambulatory surgery center (ASC) that has undergone the AAAHC/Medicare Deemed Status Survey, your ASC has demonstrated its compliance with the AAAHC Standards and all Medicare Conditions for Coverage (CfC). The AAAHC Accreditation Committee recommends your ASC for participation in the Medicare Deemed Status program. CMS has the final authority to determine participation in Medicare Deemed Status.

Next Steps

Improving Health Care Quality Through Accreditation for 30 Years

www.aaahc.org5250 Old Orchard Road, Suite 200
Skokie, Illinois 60077TEL 847/ 853 6060
FAX 847/ 853 9028

Organization # 117454
 Organization: Northwest Endo Center, LLC
 August 9, 2017
 Page 2

1. Leadership and staff of your ASC should take time to thoroughly review your Survey Report and Plan of Correction (PoC).
 - Subsequent surveys by AAAHC will seek evidence that deficiencies from this survey were addressed within the timeframes of your PoC.
 - The Summary Table provides an overview of compliance for each chapter applicable to your organization.
2. AAAHC Standards, policies and procedures are reviewed and revised annually. You are invited to participate in the review through the public comment process each fall. Your organization will be notified when the proposed changes are available for review. You may also check the AAAHC website in late summer for details.
3. Accredited ASCs are required to maintain operations in compliance with the current AAAHC Standards and policies. Updates are published annually in the AAAHC *Handbooks*. Any mid-year updates are announced and posted to the AAAHC website, www.aaahc.org.
4. In order to ensure uninterrupted accreditation, your ASC should submit the *Application for Survey* approximately five months prior to the expiration of your term of accreditation. In states for which accreditation is mandated by law, the *Application* should be submitted six months in advance to ensure adequate time for scoping and scheduling the survey.

NOTE: You will need the Accreditation Renewal Code found in the table at the beginning of this document to submit your renewal application.

Additional Information

The complimentary AAAHC Institute study participation code on the first page of this document may be used to register for one six-month, AAAHC Institute for Quality Improvement benchmarking study. Please visit www.aaahc.org/institute for more information.

Throughout your term of accreditation, AAAHC will communicate announcements via e-mail to the primary contact for your organization. Please be sure to notify us (notify@aaahc.org) should this individual or his/her contact information change.

If you have questions or comments about the accreditation process, please contact AAAHC Accreditation Services at 847.853.6060. We look forward to continuing to partner with you to deliver safe, high-quality health care.



 Illinois Department of PUBLIC HEALTH			HF 120649	DISPLAY THIS PART IN A CONSPICUOUS PLACE
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	LIC NUMBER		
07/13/2021		7003213		
Ambulatory Surgery Treatment Center				
Effective: 07/14/2020				
Northwest Community Foot and Ankle Center, LLC 1455 Golf Rd Des Plaines, IL 60016				
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-453-001 10M 9/18				
			Exp. Date 07/13/2021	
			Lic Number	7003213
			Date Printed	05/28/2020
			Northwest Community Foot and Ankle	
			1455 Golf Rd	
			Des Plaines, IL 60016-1250	
			FEE RECEIPT NO.	



ACCREDITATION NOTIFICATION

June 25, 2018

Organization #	120139	Program Type	Ambulatory Surgery Center
Organization Name	Northwest Community Foot and Ankle Center LLC dba Northwest Community Healthcare Weil Surgery Center		
Address	1455 E Golf RD Ste 131,		
City State Zip	Des Plaines	IL	60016-1253
Decision Recipient	Ms. Kathleen Quinlan		
Survey Date	5/30/2018-5/31/2018	Type of Survey	Initial Accreditation/Initial Medicare Deemed Status Survey
Deficiency Level	Standard	Correction Method	Document Review, Plan of Action, Self Attestation
Accreditation Type	Full Accreditation	Recommend Medicare Deemed Status	Yes
Acceptable Plan of Correction Received	6/20/2018	Correction Timeframe	May - 2018 to June - 2018
Accreditation Term Begins	6/20/2018	Accreditation Term Expires	6/20/2021
Special CC:	CMS CO - Baltimore CMS RO V — Chicago	CMS Certification Number (CCN)	“Pending”
Accreditation Renewal Code	D5576340120139		
Complimentary AAAHC Institute study participation code			120139FREEIQI

As an ambulatory surgery center (ASC) that has undergone the AAAHC/Medicare Deemed Status Survey, your ASC has demonstrated its compliance with the AAAHC Standards and all Medicare Conditions for Coverage (CfC). The AAAHC Accreditation Committee recommends your ASC for participation in the Medicare Deemed Status program. CMS has the final authority to determine participation in Medicare Deemed Status.

Next Steps

74207630.3

Attachment 5

1. Leadership and staff of your ASC should take time to thoroughly review your Survey Report and Plan of Correction (PoC).
 - Subsequent surveys by AAAHC will seek evidence that deficiencies from this survey were addressed within the timeframes of your PoC.
 - The Summary Table provides an overview of compliance for each chapter applicable to your organization.
2. AAAHC Standards, policies and procedures are reviewed and revised annually. You are invited to participate in the review through the public comment process each fall. Your organization will be notified when the proposed changes are available for review. You may also check the AAAHC website in late summer for details.
3. Accredited ASCs are required to maintain operations in compliance with the current AAAHC Standards and policies. Updates are published annually in the AAAHC *Handbooks*. Any mid-year updates are announced and posted to the AAAHC website, www.aaahc.org.
4. In order to ensure uninterrupted accreditation, your ASC should submit the *Application for Survey* approximately five months prior to the expiration of your term of accreditation. In states for which accreditation is mandated by law, the *Application* should be submitted six months in advance to ensure adequate time for scoping and scheduling the survey.

NOTE: You will need the Accreditation Renewal Code found in the table at the beginning of this document to submit your renewal application.

Additional Information

The complimentary AAAHC Institute study participation code on the first page of this document may be used to register for one six-month, AAAHC Institute for Quality Improvement benchmarking study. Please visit www.aaahc.org/institute for more information.

Throughout your term of accreditation, AAAHC will communicate announcements via e-mail to the primary contact for your organization. Please be sure to notify us (notifyeast@aaahc.org) should this individual or his/her contact information change.

If you have questions or comments about the accreditation process, please contact AAAHC Accreditation Services at 847.853.6060. We look forward to continuing to partner with you to deliver safe, high-quality health care.

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



Gerald P. Gallagher
President and CEO

1301 Central Street
Evanston, IL 60201
www.northshore.org

Phone (847) 570-5151

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

Dear Ms. Avery:

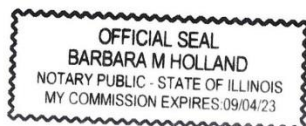
On behalf of NorthShore University HealthSystem, I certify to the Illinois Health Facilities and Services Review Board (the "HFSRB") as follows:

1. NorthShore University HealthSystem has not had any adverse action (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by it during the three-year period immediately prior to the filings of Certificate of Exemption ("COE") applications relating to the change of control of (i) Northwest Community Hospital, located at 800 West Central Road, Arlington Heights, Illinois 60005, (ii) Northwest Community Day Surgery Center II LLC, located at 675 West Kirchoff Road, Arlington Heights, Illinois 60005, (iii) Northwest Community Foot and Ankle Center LLC, located at 1455 East Golf Road, Des Plaines, Illinois 60016, and (iv) Northwest Endo Center LLC, located at 1415 South Arlington Heights Road, Arlington Heights, Illinois 60005.
2. NorthShore University HealthSystem authorizes the HFSRB and Illinois Department of Public Health (the "IDPH") to access information to verify documentation or information submitted by NorthShore University HealthSystem in connection with the COE filing requirements or to obtain any documentation or information which the HFSRB or IDPH finds pertinent to the COE applications mentioned above.

Sincerely,

Gerald P. Gallagher
President and CEO

Notarized: State of Illinois, County of Cook
Subscribed and sworn before me this 10th day of
July, 2020.



Barbara M. Holland

Notary

My commission expires: 9/4/23

A Teaching Affiliate of
the University of Chicago
Pritzker School of Medicine

Hospitals • Medical Group • Research Institute • Foundation

 Illinois Department of PUBLIC HEALTH			HF 119297
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	
12/31/2020		0000646	
General Hospital			
Effective: 01/01/2020			
NorthShore University HealthSystem dba NorthShore Univ. HealthSystem Evanston Hospital 2650 Ridge Avenue Evanston, IL 60201			
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18			

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2020

Lic Number 0000646

Date Printed 11/15/2019

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem E
2650 Ridge Avenue
Evanston, IL 60201

FEE RECEIPT NO.

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

 Illinois Department of PUBLIC HEALTH		HF 119302
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 12/31/2020	CATEGORY	LO NUMBER 0005066
General Hospital		
Effective: 01/01/2020		
NorthShore University HealthSystem dba NorthShore Univ. HealthSystem Highland Park Hosp 777 Park Avenue West Highland Park, IL 60035		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18		

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2020

Lic Number 0005066

Date Printed 11/15/2019

Validation Num

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem Hi
777 Park Avenue West
Highland Park, IL 60035

FEE RECEIPT NO.

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

 Illinois Department of PUBLIC HEALTH		HF 119299
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 12/31/2020	CATEGORY General Hospital	LIC NUMBER 0003483
Effective: 01/01/2020		
NorthShore University HealthSystem dba NorthShore Univ. HealthSystem Glenbrook Hospital 2100 Pfingsten Road Glenview, IL 60025		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/19		

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2020
Lic Number 0003483

Date Printed 11/15/2019

NorthShore University HealthSystem
dba NorthShore Univ. HealthSystem G
2100 Pfingsten Road
Glenview, IL 60025

FEE RECEIPT NO.

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

 Illinois Department of PUBLIC HEALTH		HF 119303
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
12/31/2020		0005587
General Hospital		
Effective: 01/01/2020		
NorthShore University HealthSystem dba NorthShore University HealthSystem Skokie Hospital 9600 Gross Point Rd Skokie, IL 60076		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18		

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2020

Lic Number 0005587

Date Printed 11/15/2019

NorthShore University HealthSystem
 dba NorthShore University HealthSyste
 9600 Gross Point Rd
 Skokie, IL 60076

FEE RECEIPT NO.



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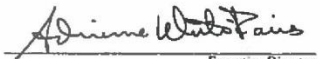
CERTIFICATE OF ACCREDITATION

to

Swedish Covenant Hospital
Chicago, IL

*This Facility has met the applicable HFAP accreditation
requirements and is therefore fully accredited by
the Healthcare Facilities Accreditation Program*

2018-2021


Executive Director
American Osteopathic Association


President
American Osteopathic Association




Chairman
Bureau Healthcare Facilities Accreditation

 Illinois Department of PUBLIC HEALTH		HF 119194
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
12/31/2020		0002717
General Hospital		
Effective: 01/01/2020		
Swedish Covenant Health dba Swedish Covenant Hospital 5145 N California Avenue Chicago, IL 60625		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18		

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

Exp. Date 12/31/2020
 Lic Number 0002717

 Date Printed 10/29/2019

Swedish Covenant Health
 dba Swedish Covenant Hospital
 5145 N California Avenue
 Chicago, IL 60625

FEE RECEIPT NO.



AMERICAN OSTEOPATHIC ASSOCIATION

BUREAU OF HEALTHCARE FACILITIES ACCREDITATION
HEALTHCARE FACILITIES ACCREDITATION PROGRAM

142 E. Ontario Street, Chicago, IL 60611-2864 ph 312 202 8258 | 800-621 -1773 X 8258

February 28, 2018

Anthony Guaccio
Chief Executive Officer
Swedish Covenant Hospital
5145 N California Ave
Chicago, IL 60625

Dear Mr. Guaccio:

The American Osteopathic Association's Bureau of Healthcare Facilities Accreditation (BHFA) reviewed the triennial Deficiency Assessment Report for your Acute Care Hospital and granted Full Accreditation with resurvey within 3 years and does recommend that the Centers for Medicare and Medicaid Services Regional Office (CMS, RO) approve continued deemed status for:

Swedish Covenant Hospital
5145 N California Ave
Chicago, IL 60625

Center for Ambulatory Surgery
Foster Medical Pavilion
5215 North California, Suite #800
Chicago, IL 60625

Outpatient Cardiac and Pulmonary Rehab
Galter LifeCenter
5157 N. Francisco, 2nd Floor
Chicago, IL 60625

Wound Care/Hyperbaric Treatment
Winona Building
2751 W. Winona, 3rd Floor
Chicago, IL 60625

CyberKnife Cancer Institute
160 E Illinois St.
Chicago, IL 60611

Outpatient Rehab Services
Galter LifeCenter, 1st and 2nd Floors
5157 N. Francisco
Chicago, IL 60625

Pain Management
Foster Medical Pavilion
5215 N. California, Suite #600
Chicago, IL 60625

Program: Acute Care Hospital**CCN #** 140114**HFAP ID:** 119094**Triennial Survey Dates:** 12/11/2017 – 12/14/2017**Plan(s) of Correction Received:** 01/12/2018**Effective Date of Accreditation:** 01/29/2018 – 01/29/2021

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

Foster Medical Pavilion Lab and X-ray
5215 N. California, Suite #713
Chicago, IL 60625

Condition Level Deficiencies: ☒ None
(Use crosswalk and CFR citations, if applicable):

Swedish Covenant Hospital does not have Swing Beds and was not surveyed under those standards.

Swedish Covenant Hospital has a DPU Rehab Unit and a DPU Psych Unit and was surveyed under those standards. The facility met the requirements for both units.

This accreditation decision was reached on February 21, 2018 by the BHFA's Executive Committee.

In reviewing your report, the Bureau of Healthcare Facilities Accreditation (BHFA) made the observations that are contained on the enclosed Bureau Progress Report and requires that an Interim Progress Report be received in the AOA Division of Healthcare Facilities Accreditation prior to **December 10, 2018**.

Sincerely,



Lawrence U. Haspel, D.O.
Chairman, Bureau of Healthcare Facilities Accreditation
The Healthcare Facilities Accreditation Program
LUH/CDC

c: CMS Central Office
Region V, CMS

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 (note: While there will not be a licensed or certified health care facility operated at the Buffalo Grove Medical Office Building, this Certificate of Exemption ("COE") application is being filed at the request of the HFSRB staff.	
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	

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.	N/A

APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ATTACHMENT 6**1130.520. Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Names of Parties, Post-Closing Licensee and Structure of the Transaction -(1130.520 (b)(1)(A), (b)(1)(B) and (b)(1)(C))**

NorthShore University HealthSystem, an Illinois not-for-profit corporation (“NorthShore”), and Northwest Community Healthcare, an Illinois not-for-profit corporation (“NCH”), are entering into a Membership Substitution Agreement (the “MSA”) which is scheduled to close December 31, 2020 or as soon thereafter as all closing conditions have been satisfied or waived. NCH has indirect ownership of MPG NCH Buffalo Grove JV, LLC (“MPG”), a joint venture formed for the purpose of constructing a medical office building (the “Buffalo Grove Medical Office Building”). At the time of this filing, the Buffalo Grove Medical Office Building is under construction and construction is anticipated to be completed by March 2022. The Buffalo Grove Medical Office Building will not operate under the Northwest Community Hospital (the “Hospital”) license and is not included in its accreditation. Under the MSA, NorthShore will become the sole member of NCH (the “Planned Transaction”), and, therefore, an indirect owner of MPG. While there will not be a licensed health care facility operated at the Buffalo Grove Medical Office Building, this COE is being filed at the request of the HFSRB staff due to the Buffalo Grove Medical Office Building being under construction.

While there will be a change of control of NCH due to the membership interest substitution, the operator of the Buffalo Grove Medical Office Building will not change and no new corporate entity will be formed. As a member substitution, no consideration will be paid.

This application is part of a series of Certificates of Exemption (“COE”) applications for changes of ownership/control of the Hospital and related entities. While a separate COE application is being filed for five separate operations, there is a single MSA relating to the membership interest substitution of NCH.

NorthShore is a fully integrated health care delivery system serving primarily the north Chicago and northern suburbs of the greater Chicagoland area. Its operations include, among other things, five Illinois general acute care hospitals and three outpatient ambulatory surgical treatment centers.

Pursuant to the MSA, NorthShore will (i) become the sole and controlling member of NCH and (ii) become an indirect owner of MPG.

No new corporate entity will be formed as a result of the Planned Transaction. Under the MSA, neither MPG’s name nor the legal entity that owns the physical plant and capital assets of MPG will change, but its affiliation with NorthShore may be included in signage, publications and other media.

List of Membership Interests -1130.520(b)(1)(E)

Prior to the completion of the Planned Transaction, NCH is an owner of MPG. After the closing of the Planned Transaction, NorthShore will be the sole member of NCH.

Fair Market Value of Assets -1130.520(b)(1)(F)

The fair market value of Hospital is \$562,281,214.¹ The cost of construction of the Buffalo Grove Medical Office Building is anticipated to be \$57,288,255 which is the CON permit amount.

Purchase Price -1130.520(b)(1)(G) (NOT APPLICABLE)

The transaction is a membership substitution in an Illinois not-for-profit corporation. As such, no consideration will be paid in connection with the membership interest substitution.

Affirmation regarding Outstanding CON Permits -1130.520(b)(2)

On June 4, 2019, the Illinois Health and Facilities Review Board approved MPG NCH Buffalo Grove JV, LLC for the establishment of a medical office building in Buffalo Grove, Illinois (permit number 19-11). The project is anticipated to be completed by March 1, 2022. The membership substitution of NCH will not change or alter the above-mentioned permit. NorthShore will pursue completion of this CON permit with due diligence and in accordance with Part 1130 of the HFSRB rules.

Potential Benefits and Cost Savings of the Planned Transaction -1130.520(b)(4) and (b)(5)*Potential Benefits*

NCH is joining NorthShore to become a part of a regional, community-focused healthcare system across Chicago's north and northwest suburbs. The affiliation will enhance delivery of top-quality primary, immediate and specialty care services, and provide broader geographic access connecting patients to care close to home. By coming together, patients throughout the region will benefit from two exemplary physician networks of employed and independent doctors providing localized care decisions and enhanced services through growing and convenient access points. NorthShore will work to define and implement the integration of NCH in a manner that:

- Continues to expand and improve patient access to comprehensive, convenient, high quality, inpatient and outpatient healthcare throughout the communities, including access to advanced specialty care across the combined system;
- Continues to improve and manage the health status of the population of the communities served by the combined system;
- Continues to invest in facilities, equipment, network developments and information technology;
- Promotes community health and well-being through enhanced patient care;
- Builds the medical community through strongly-aligned relationships and enhanced education and developmental opportunities among primary care, core specialist, subspecialist, group practice physicians and other members of the staff;
- Enhances sound stewardship through the efficient delivery of all services, resulting in favorable financial performance for the system entities;

¹ This figure reflects the most recently available GAAP value as reported on the audited consolidated financial statements of Hospital. It represents a snapshot of the GAAP value which is subject to changes over time based on fluctuations in the data in the ordinary and non-ordinary course of business.

- Develops a comprehensive delivery system, resulting in improved outcomes and quality of life for patients;
- Enhances physician, payor and patient preference; and
- Enhances community benefit and public policy advocacy.

The parties believe this transaction will result in delivering superior value and quality to patients, physicians and payers, and will also be in the best interests of the community at large.

Potential Cost Saving.

The Planned Transaction will present significant opportunities to improve health care delivery and access to services provided in the combined system's service area in a manner that results in cost savings and other efficiencies that will ensure that NorthShore and NCH can more effectively continue their shared charitable mission and purposes. Such opportunities will likely include initiatives for integration of information technology and system-wide support functions, with the goal of enhancing operational uniformity, efficiency, quality, outcomes and performance, as well as access to in-house resources of NorthShore's system.

Quality Improvement Program to be Utilized at Hospital – 1130.520(b)(6)

NCH and NorthShore share a longstanding commitment to a culture of quality, safety, service and evidence-based practices. By aspiring to consistently engage in process improvement and improve consistency to meet the highest standards for quality and patient satisfaction, Hospital and NorthShore will continue to advance the commitment to delivering care that is of the highest quality, and eliminates preventable harm. It is also anticipated that NorthShore will evaluate opportunities to integrate the Hospital's quality plan with NorthShore's quality plan after the closing of the Planned Transaction.

Governing Body Composition/Selection Process -1130.520(b)(7)

Upon consummation of the Planned Transaction, the governance of MPG will not change.

Scope of Services – 1130.520(b)(9)

Not applicable. The Buffalo Grove Medical Office Building will not operate any Categories of Service as those services are delineated in Sections 1100 and 1110 of the HFSRB rules.

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.

ATTACHMENT 7

1. Charity Care Information – Northwest Community Hospital

	FY 2017	FY 2018	FY 2019
Net Patient Revenue	\$443,278,383	\$479,896,565	\$507,493,713
Amount of Charity Care (charges)	\$40,349,457	\$37,387,533	\$20,462,984
Cost of Charity Care	\$9,631,874	\$8,376,013	\$5,397,996

2. Charity Care Information – MPG NCH Buffalo Grove JV, LLC – N/A²

3. Charity Care Information – NorthShore University HealthSystem

	FY 2017	FY 2018	FY 2019
Net Patient Revenue	\$1,270,483,123	\$1,295,160,316	\$1,407,899,750
Amount of Charity Care (charges)	\$62,776,737	\$70,231,298	\$73,166,467
Cost of Charity Care	\$15,967,076	\$17,190,094	\$18,270,106

² This facility is not yet operational, and, therefore, has not provided charity care yet.
74207630.3

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		17-21
2	Site Ownership		22-23
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		30-51
6	Change of Ownership		55-57
7	Charity Care Information		59