

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:	Palos Health Surgery Center				
Street Address:	15300 West Avenue				
City and Zip Code:	Orland Park, IL 60462				
County:	Cook	Health Service Area:	7	Health Planning Area:	A-04

Legislators

State Senator Name:	Senator Bill Cunningham, 18 th Senate District
State Representative Name:	Representative Fran Hurley, 35 th Legislative District

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

Exact Legal Name:	Northwestern Memorial HealthCare
Street Address:	251 East Huron Street
City and Zip Code:	Chicago, IL 60611
Name of Registered Agent:	Danae Prousis
Registered Agent Street Address:	211 East Ontario Street Suite 1800
Registered Agent City and Zip Code:	Chicago, IL 60611
Name of Chief Executive Officer:	Dean M. Harrison
CEO Street Address:	251 East Huron Street
CEO City and Zip Code:	Chicago, IL 60611
CEO Telephone Number:	312-926-3007

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
<input type="checkbox"/> 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:	Bridget Orth
Title:	Director, Regulatory Planning
Company Name:	Northwestern Memorial HealthCare
Address:	211 East Ontario Street, Suite 1750, Chicago, IL 60611
Telephone Number:	312-926-8650
E-mail Address:	borth@nm.org
Fax Number:	312-926-0373

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County: Cook	Health Service Area: 7	Health Planning Area: A-04	

Legislators

State Senator Name:	Senator Bill Cunningham, 18 th Senate District
State Representative Name:	Representative Fran Hurley, 35 th Legislative District

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

Exact Legal Name:	The St. George Corporation
Street Address:	12251 South 80 th Avenue
City and Zip Code:	Palos Heights, IL 60463
Name of Registered Agent:	Leona Gibbons
Registered Agent Street Address:	12251 South 80 th Avenue
Registered Agent City and Zip Code:	Palos Heights, IL 60463
Name of Chief Executive Officer:	Terrence Moisan, M.D.
CEO Street Address:	12251 South 80 th Avenue
CEO City and Zip Code:	Palos Heights, IL 60463
CEO Telephone Number:	708-923-4000

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
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Telephone Number:	312-926-8650
E-mail Address:	borth@nm.org
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County: Cook	Health Service Area: 7	Health Planning Area: A-04	

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

Exact Legal Name:	Palos Community Hospital
Street Address:	12251 South 80 th Avenue
City and Zip Code:	Palos Heights, IL 60463
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Title:	Director, Regulatory Planning
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City and Zip Code:	Orland Park, IL 60462		
County:	Cook	Health Service Area:	7
		Health Planning Area:	A-04

Legislators

State Senator Name:	Senator Bill Cunningham, 18 th Senate District
State Representative Name:	Representative Fran Hurley, 35 th Legislative District

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

Exact Legal Name:	Palos Health Surgery Center, LLC
Street Address:	15300 W. Avenue
City and Zip Code:	Orland Park, IL 60462
Name of Registered Agent:	CT Corporation
Registered Agent Street Address:	208 S. LaSalle St. Ste 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Chief Executive Officer:	Managed LLC- United Surgical Partners Chicago Inc.
CEO Street Address:	15305 Dallas Parkway, Suite 1600 – LB 28
CEO City and Zip Code:	Addison, TX 75001
CEO Telephone Number:	972-713-3500

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
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Title:	Director, Regulatory Planning
Company Name:	Northwestern Memorial HealthCare
Address:	211 East Ontario Street, Suite 1750, Chicago, IL 60611
Telephone Number:	312-926-8650
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Additional Contact [Person who is also authorized to discuss the Application]

Name:	Danae K. Prousis
Title:	Senior Vice President and General Counsel
Company Name:	Northwestern Memorial HealthCare
Address:	211 East Ontario Street, Suite 1800, Chicago, IL 60611
Telephone Number:	312-695-6609
E-mail Address:	dprousis@nm.org
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:	Bridget Orth
Title:	Director, Regulatory Planning
Company Name:	Northwestern Memorial HealthCare
Address:	251 East Ontario Street, Suite 1750, Chicago, IL 60611
Telephone Number:	312-926-8650
E-mail Address:	borth@nm.org
Fax Number:	312-926-0373

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Palos Community Hospital
Address of Site Owner:	12251 South 80 th Avenue, Palos Heights, IL 60463
Street Address or Legal Description of the Site:	
<p>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.</p>	
<p>APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</p>	

Current Operating Identity/Licensee

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

Exact Legal Name:	Palos Health Surgery Center, LLC								
Address:	15300 West Avenue, Orland Park, IL 60462								
<table border="0"> <tr> <td><input type="checkbox"/> Non-profit Corporation</td> <td><input type="checkbox"/> Partnership</td> </tr> <tr> <td><input checked="" type="checkbox"/> For-profit Corporation</td> <td><input type="checkbox"/> Governmental</td> </tr> <tr> <td><input type="checkbox"/> Limited Liability Company</td> <td><input type="checkbox"/> Sole Proprietorship</td> </tr> <tr> <td><input type="checkbox"/> Other</td> <td></td> </tr> </table>		<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other	
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Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Palos Health Surgery Center, LLC

Address: 15300 West Avenue, Orland Park, IL 60462

- | | | |
|--|--|--------------------------|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership | |
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> |
| <input type="checkbox"/> 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.

Northwestern Memorial HealthCare (NMHC) and Palos Health seek approval of this Certificate of Exemption (COE) to allow for the NMHC system to combine with the Palos Health system which will result in a single integrated health system operating under the name "Northwestern Medicine" that supports NMHC's and Palos Health's common and unifying vision for value and quality in health care. If approved, the proposed transaction will allow for the creation of a combined health system that would support significant improvements in health care delivery and outcomes and would preserve NMHC's and Palos Health's investments in the communities served by both health systems. The proposed transaction will create a strong and effective long-term relationship between NMHC and Palos Health and will ensure continued achievement of both systems' charitable missions.

In the proposed transaction, NMHC will become the sole corporate member of Palos Community Hospital (PCH). In connection with such change in corporate member, NMHC will have the power and authority to govern, direct, and oversee the property, funds, business, and affairs of PCH and, indirectly, will have certain rights with respect to Palos Health Surgery Center, LLC—an ambulatory surgery center joint venture among PCH (50.5% ownership), Loyola University Medical Center (48.5% ownership), and USP Chicago, Inc. (1% ownership). The transaction will constitute a direct change of control of PCH and an indirect change of control of Palos Health Surgery Center, LLC and therefore a change of ownership of the licensees (as defined in 77 IAC §1130.140).

The licensees include the following existing health care facilities (as defined in 77 IAC §1130.140):

- Palos Community Hospital
- Palos Health Surgery Center, LLC

The proposed transaction, in and of itself will not affect any of the licensees' status as the licensee/operating entity of the existing health care facilities named above. In addition, the transaction will not, in and of itself, effect a transfer, conveyance or change in the ownership of any Palos Health joint venture or NMHC joint venture to any other person.

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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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Purchase Price:	\$__ See ATTACHMENT-6_____	
Fair Market Value:	\$__ See ATTACHMENT-6_____	

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes__ No X __. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Anticipated exemption completion date (refer to Part 1130.570): __April 1, 2021_____

State Agency Submittals

Are the following submittals up to date as applicable:

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

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

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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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

Northwestern Memorial HealthCare

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

Dean M. Harrison
PRINTED NAME

President and CEO
PRINTED TITLE

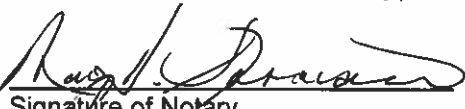
SIGNATURE

John A. Orsini
PRINTED NAME

Senior Vice President and CFO
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 12th day of OCTOBER 2020



Signature of Notary

Seal { **OFFICIAL SEAL**
MARY H SAVAIANO
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 08/15/24

*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 12th day of OCTOBER 2020


Signature of Notary

Seal { **OFFICIAL SEAL**
MARY H SAVAIANO
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 08/15/24

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This Application is filed on the behalf of _____

____The St. George Corporation_____

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.

Terrence Moisan
SIGNATURE

Terrence Moisan, M.D. _____
PRINTED NAME

Chief Executive Officer _____
PRINTED TITLE

Donald R. Dixon
SIGNATURE

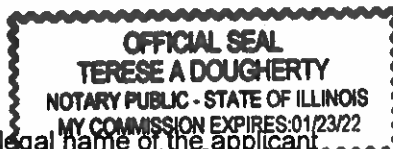
Donald R. Dixon _____
PRINTED NAME

Corporate Secretary _____
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 7 day of OCTOBER 2020

Terese A. Dougherty
Signature of Notary

Seal

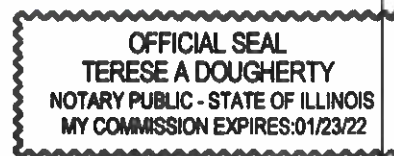


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This Application is filed on the behalf of _____

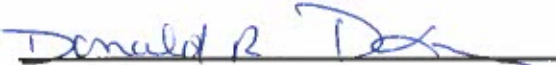
Palos Community Hospital

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

Terrence Moisan, M.D. _____
PRINTED NAME

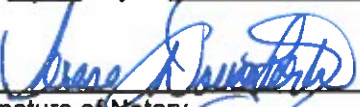
Chief Executive Officer _____
PRINTED TITLE


SIGNATURE

Donald R. Dixon _____
PRINTED NAME

Corporate Secretary _____
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 7 day of OCTOBER 2020


Signature of Notary

Seal

OFFICIAL SEAL
TERESE A DOUGHERTY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES: 01/23/22

*Insert the EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 7 day of OCTOBER 2020


Signature of Notary

Seal

OFFICIAL SEAL
TERESE A DOUGHERTY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES: 01/23/22

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Palos Health 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.

Timothy J. Brosnan
SIGNATURE

Tim Brosnan
PRINTED NAME

Board of Managers
PRINTED TITLE

Trish Heerlein
SIGNATURE

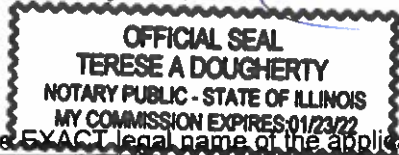
Trish Heerlein
PRINTED NAME

Board of Managers
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 8 day of OCTOBER 2020

Terese A. Dougherty
Signature of Notary

Seal

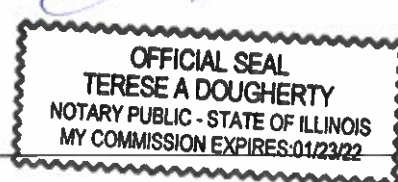


*Insert the EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 18 day of OCTOBER 2020

Terese A. Dougherty
Signature of Notary

Seal



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."

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

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

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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.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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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		19-22	
2	Site Ownership		23-27	
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		N/A	
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		28-30	
5	Background of the Applicant		31-32	
6	Change of Ownership		33-37	
7	Charity Care Information		38	

File Number

5257-740-3



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

NORTHWESTERN MEMORIAL HEALTHCARE, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 30, 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.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of SEPTEMBER A.D. 2020 .

Jesse White

SECRETARY OF STATE

Authentication #: 2026102502 verifiable until 09/17/2021

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

File Number

6114-192-8



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

THE ST. GEORGE CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 10, 2000, 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.



***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 17TH
day of SEPTEMBER A.D. 2020 .***

Jesse White

SECRETARY OF STATE

Authentication #: 2026102522 verifiable until 09/17/2021

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

File Number

2564-757-2



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

PALOS COMMUNITY HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MAY 02, 1938, 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.



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of SEPTEMBER A.D. 2020 .*

Jesse White

SECRETARY OF STATE

Authentication #: 2026102560 verifiable until 09/17/2021

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

File Number

0599516-7



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

PALOS HEALTH SURGERY CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 22, 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 17TH day of SEPTEMBER A.D. 2020 .

Jesse White

SECRETARY OF STATE

Authentication #: 2026102572 verifiable until 09/17/2021

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

ATTACHMENT-1

WARRANTY DEED

=====

GRANTOR, PALOS COMMUNITY HOSPITAL, an Illinois Corporation, formerly known as **ST. GEORGE CORPORATION, D/B/A PALOS COMMUNITY HOSPITAL**, a corporation created and existing under and by virtue of the laws of the State of Illinois and duly authorized to transact business in the State of Illinois, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration in hand

**COOK COUNTY
RECORDER
EUGENE "GENE" MOORE
BRIDGEVIEW OFFICE**

00730219

6105/0174 33 001 Page 1 of 4
2000-09-19 15:23:40
Cook County Recorder 27.50

paid, and pursuant to authority given by the Board of Directors of said corporation **CONVEYS and WARRANTS** to the **GRANTEE, THE ST. GEORGE CORPORATION**, a corporation created and existing under and by virtue of the Laws of the State of Illinois having its principal office in the City of Palos Heights, and State of Illinois, the following described real estate situated in the County of Cook in the State of Illinois, to-wit:

THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 16,
TOWNSHIP 36 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN
COOK COUNTY, ILLINOIS.

Permanent Tax No: 27-16-103-001

Known As: 15300 West Avenue, Orland Park, Illinois 60467

Address of Grantee: 12251 South 80th Avenue, Palos Heights, Illinois 60463

SUBJECT TO: (1) Real estate taxes for the year 1999 and subsequent years; (2) Covenants, conditions, restrictions and easements apparent or of record; (3) All applicable zoning laws and ordinances;

hereby releasing and waiving all rights under and by virtue of Homestead Exemption Laws of the State of Illinois.

Dated: September 15, 2000

PALOS COMMUNITY HOSPITAL, an Illinois Corporation,
formerly known as **ST. GEORGE CORPORATION, D/B/A
PALOS COMMUNITY HOSPITAL**

BY: Sister Margaret Wright
Sister Margaret Wright, President

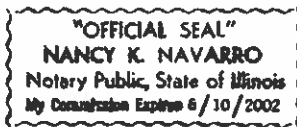
ATTEST: Sister Anna Doyle
Sister Anna Doyle, Secretary

STATE OF ILLINOIS)
) SS
 COUNTY OF C O O K)

00730219

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that Sister Margaret Wright, personally known to me to be the President and Sister Anna Doyle, personally known to me to be the Secretary of the PALOS COMMUNITY HOSPITAL, an Illinois Corporation, formerly known as ST. GEORGE CORPORATION, D/B/A PALOS COMMUNITY HOSPITAL, corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they signed and delivered the said instrument as President and Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notary seal, this 18th day of September, 2000.



Nancy K. Navarro

 Notary Public

My commission expires 6/10/2002

This deed is recorded in the Public Record for tax purposes to C. F. O. Co. 1007, dated 10/15/2000.

Prepared by: Thomas F. Courtney, 7000 West 127th Street, Palos Heights, Illinois 60463

Mail tax bill to: St. George Corporation, 12252 South 80th Avenue, Palos Heights, Illinois 60463

Return to: BOX 49



00730219

ASSIGNMENT

The undersigned, PALOS COMMUNITY HOSPITAL, an Illinois Corporation, formerly known as ST. GEORGE CORPORATION, D/B/A PALOS COMMUNITY HOSPITAL, hereby assigns all of its right, title and interest in and to Chicago Title Insurance Company Owners Title Insurance Policy No. 68-68-160, dated June 16, 1982, to ST. GEORGE CORPORATION, an Illinois Corporation.

Dated: September 18th, 2000

PALOS COMMUNITY HOSPITAL, an Illinois Corporation, formerly known as ST. GEORGE CORPORATION, D/B/A PALOS COMMUNITY HOSPITAL.

By: Sister Margaret Wright
Sister Margaret Wright, President

00730219

STATEMENT FOR BY GRANTOR AND GRANTEE

The grantor or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois Corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate in Illinois.

Dated Sept. 15, 2000

Signature [Signature]

Grantor or Agent

Subscribed and sworn to before me
this 15th day of September, 2000

[Signature]

Notary Public

The grantee or his agent affirms and verifies that the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois Corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate in Illinois.

Dated Sept. 15, 2000

Signature [Signature]

Grantee or Agent

Subscribed and sworn to before me
this 15th day of September, 2000

[Signature]

Notary Public



NOTE: Any person who knowingly submits a false statement concerning the identity of a grantee shall be guilty of a Class C misdemeanor for the first offense and of a Class A misdemeanor for subsequent offenses.

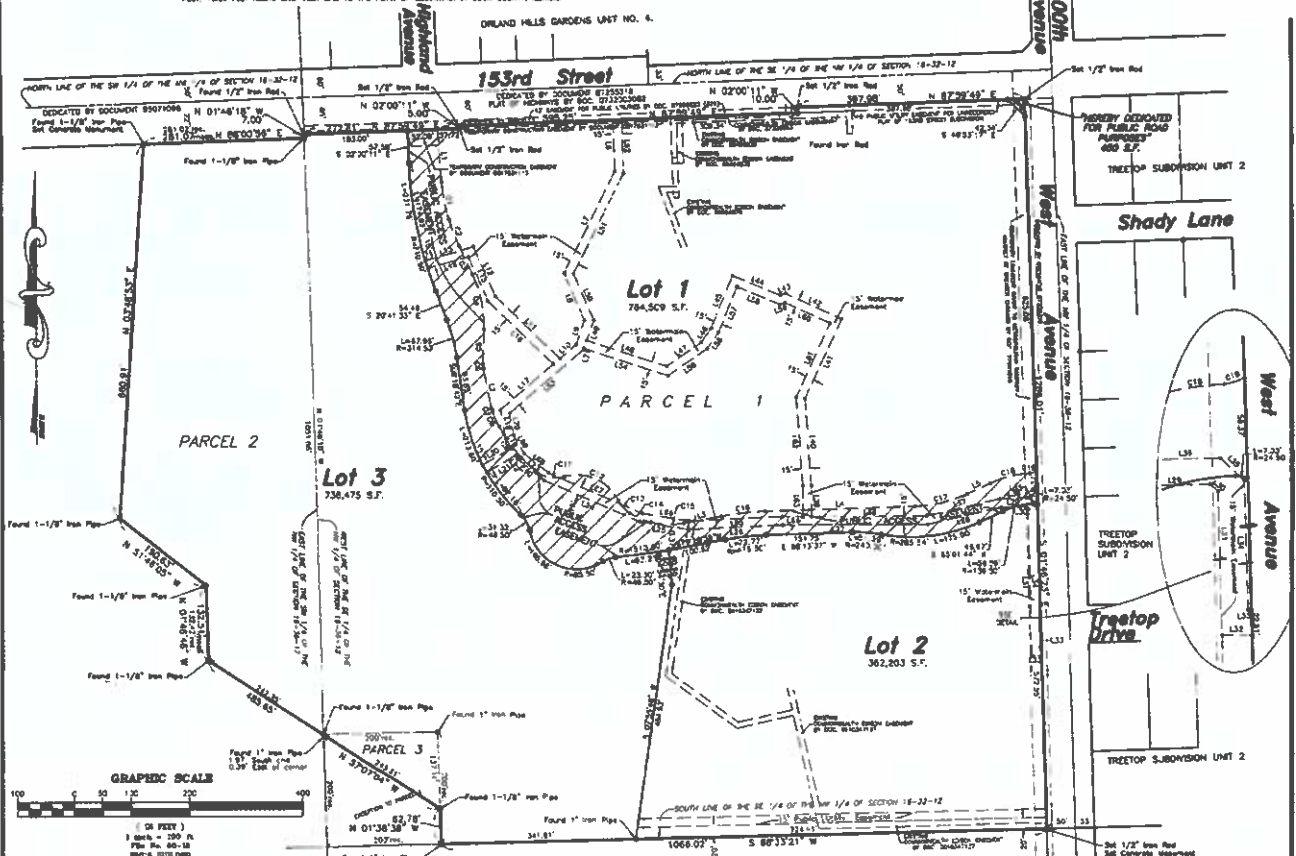
(Attach to deed or ABI to be recorded in Cook County, Illinois, if exempt under the provisions of Section 4 of the Illinois Real Estate Transfer Tax Act.)

COUNTY CLERK'S STAMP

1031

[illegible][illegible]

Doc # 10377379-00 f no 4126 00
DATE 8/28/2004
CITY LAUREL DELAWARE DE 19050
COUNTY NEWCASTLE MD ST 99 P41 0



OWNERS CERTIFICATE
STATE OF ALABAMA }
(COUNTY OF) S.S.

WE, ST. GEORGE CORPORATION, OWNER OF PART OF THE PROPERTY SHOWN AND
DESCRIBED HEREON, HEREBY ADOPTS THE PLAN OF SUBDIVISION, ESTABLISHES THE
MINIMUM BUILDING RESTRICTION LINES, DEDICATES THE ROADS, STREETS, ALLEYS, WALKS,
AND OTHER AREAS DESCRIBED THEREON TO THE PUBLIC USE, AND ESTABLISHES ANY

PRESIDENT: Thorne ASST SECRETARY: Thorne

NOTARY'S CERTIFICATE
STATE OF ILLINOIS)
COUNTY OF COOK) S.S.

[illegible]

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 26th DAY OF April
 A.D. 20 1941
 NOTARY PUBLIC:
 COMM. EXPIRES: July 1, 1942

VILLAGE PRESIDENT CERTIFICATE
STATE OF ALABAMA
COUNTY OF COCAH
S.S.
APPROVED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF FAYARD PARK,
COCAH COUNTY, ALABAMA, THIS DAY OF A.D. 20

BY 12.12.2000
VLCAR PRESIDENT

ATTN: 12.12.2000
VLCAR PRESIDENT

4. VILLAGE TREASURER/COLLECTOR

5. CERTIFY THAT THERE ARE NO DELINQUENT OR CURRENT UNPAID SPECIAL ASSESSMENTS ON THE PROPERTY SHOWN ON THIS PLAT

DATE: 12-26-11

 VANCE CO. CLERK

"SURVIVORS CERTIFICATE"
STATE OF ILLINOIS)
COUNTY OF LAKE) S.S.

I, BRITTANY L. JENKINS, of the ALLEN and WILSON TRACT, HEREBY CERTIFY THAT I HAVE SURVEYED AND RESUBDIVIDED THE ABOVE PROPERTY AS SHOWN HEREON.

I FURTHER CERTIFY THAT NONE OF THE PROPERTY SHOWN HEREON IS SUBJECT TO FLOOD RISK AS PORTRAYED ON FLOOD INSURANCE RATE MAP, COUNTYAL PANEL NO. 1203100201, EFFECTIVE DATE 06/01/13.

I FURTHER CERTIFY THAT THE PROPERTY SHOWN HEREON IS WITHIN THE VILLAGE OF ALLEN, ALLEN COUNTY, ALABAMA.

THE FURTHER DUTY THAT 1/2" REBAR OR RHUCCAD SPIRES WILL BE SET AT ALL PROPERTY CORNERS IN ACCORDANCE WITH THE OLYMPIA PARK LAND DEVELOPMENT CODE (ORDINANCE 2094 AS AMENDED) WHEN THE FINAL GRADING HAS BEEN COMPLETED.

WE FURTHER AUTHORIZE THE VILLAGE OF ORLAND PARK, ITS REPRESENTATIVE OR
DESIGNEE TO RECORD THIS PLAT WITH THE RECORDERS OFFICE OF COOK COUNTY,
ILLINOIS.
DATED AT GRAYSLAKE, ILLINOIS THIS 17TH DAY OF OCTOBER A.D. 20 12.
R.E. ALLEN AND ASSOCIATES, LTD
PROFESSIONAL DESIGNER
DESIGN FIRM LICENSE NO. 134-207730

OWNER'S CERTIFICATE
STATE OF ALABAMA) S.S.
COUNTY OF COOK)

WE, THE UNDERSIGNED, OWNER OF PART OF THE PROPERTY SHOWN AND
DESCRIBED HEREON, HEREBY ADOPTS THIS PLAN OF SUBDIVISION, ESTABLISHES THE
MINIMUM BUILDING RESTRICTION LINES, DEDICATES THE ROADS, STREETS, ALLEYS, BALUES,
AND OTHER AREAS FORTHED TO THE PUBLIC USE; AND ESTABLISHES ANY
OTHER EASEMENTS, RIGHTS, INTERESTS,

PRESIDENT: Ken Schwan DATE: 1/10/1

NOTARY'S CERTIFICATE
STATE OF ILLINOIS }
COUNTY OF COOK } S.S.

THE UNDERSIGNED A NOTARY PUBLIC IN AND FOR THE COUNTY AND STATE OF ARIZONA
HEREBY CERTIFY THAT JOHN R. HARRIS PERSONALLY KNOWN TO ME TO BE THE
OWNER OF THE WESTERN NATIONAL BANK OF ARIZONA PERSONALLY KNOWN TO ME TO BE THE
CORPORATION AND JOHN R. HARRIS PERSONALLY KNOWN TO ME TO BE THE
PRESIDENT OF SAID CORPORATION AND PERSONALLY KNOWN TO ME TO BE THE SAME
PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE FOLLOWING INSTRUMENT, APPEARED
BEFORE ME AS A NOTARY PUBLIC AND REQUESTED THAT I EXECUTE THESE PRESENTS
IN WITNESS WHEREOF, THEY SIGNED AND DELIVERED THE SAID INSTRUMENT, AND
CAUSED THE CORPORATE SEAL OF SAID CORPORATION TO BE AFFIXED THEREON
PURSUANT TO AUTHORITY GRANT BY THE BOARD OF TRUSTEES OF SAID CORPORATION, AS
EVIDENT BY THE VOUCHERS AND AS THE TRUE AND VALID VOUCHERS AND DEEDS OF
SAID CORPORATION, FOR THE UACES AND PURPORTS THEREIN SET FORTH

11/28/80 *[Signature]* *[Signature]*

RECEIVED BY HAND AND OFFICIAL SEAL THIS 26 DAY OF 1971
 SECRETARY PUBLIC Calvin R. Pickett
 COMMISSION EXPIRES 1/27/73

OFFICE OF
 THE SECRETARY OF
 THE TREASURY
 U.S. DEPARTMENT OF
 THE TREASURY
 WASHINGTON, D.C. 20548

THIS PLAT HAS BEEN APPROVED BY THE COOK COUNTY HIGHWAY & DEPARTMENT WITH RESPECT TO ROADWAY ACCESS PURSUANT TO 763 ILCS 305/2. HOWEVER, A HIGHWAY PERMIT conforming to THE STANDARDS OF THE COOK COUNTY HIGHWAY DEPARTMENT IS REQUIRED BY THE OWNER OF THE PROPERTY FOR THIS ACCESS

COOK COUNTY, ILL. DEEDS

IS THE BEST OF CURRENT KNOWLEDGE AND BELIEF, THE DRAINAGE OF SURFACE WATERS WILL NOT BE CHANGED BY THE CONSTRUCTION OF THIS SUBDIVISION OR BY PART THEREOF, OR IF SUCH SURFACE WATER DRAINAGE WILL BE CHANGED, REASONABLE PROVISION HAS BEEN MADE FOR COLLECTION AND DIVERSION OF SURFACE WATERS INTO PUBLIC AREAS OR DRAINS WHICHO THE OWNER HAS A RIGHT TO USE AND THAT SUCH CHANGE WATERS WILL BE MADE TO IN ACCORDANCE

WITH GENERALLY ACCEPTED ENGINEERING PRACTICES SO AS TO REDUCE THE
FREQUENCY OF DAMAGE TO THE ADJOINING PROPERTY BECAUSE OF THE
CONSTRUCTION OF THE SUBDIVISION.

John J. ...

REGISTERED PROFESSIONAL ENGINEER

NAME: R. SINGH
FPO: CHIKSON
DATE: 2/1/17

SURVEYOR'S AUTHORIZATION TO RECORD
STATE OF ILLINOIS }
COUNTY OF LAKE } S.S.

PERMISSION TO _____ TO RECO
PLAT AND PROVIDE THE SURVEYOR A RECORDED COPY OF THE SAME.
DATED AT GRAYSON, MISSISSIPPI, THIS 27TH DAY OF OCTOBER A.D. 20
Barney

LONGS PROFESSIONAL AND SURVEYOR 35-3516
MY LICENSE EXPIRES 1-30-12
PROFESSIONAL DESIGN FIRM NO. 184-002732

IN ACCORDANCE WITH PUBLIC ACT 86-1230, THIS PLAN HAS BEEN
SUBMITTED FOR RECORDING BY 33

4

PLANS COMMUNITY HOSPITAL, OWNER OF PART OF THE PROPERTY SHOWN AND
CHILD RECEIVE HERBY ADOPTS THIS PLAN OF SUEDESON, ESTABLISHES THE
MAIN BUILDING RESTRICTION LINES, DEDICATES THE ROADS, STREETS, ALLEYS, WALKS,
OTHER AREAS INDICATED THEREON TO THE PUBLIC USE AND ESTABLISHES ANY
THE FASQUICKS TRUST, INDIVIDUAL.

SECRETARY: Donald J. [illegible]

COUNTY OF COOK }
 CITY OF CHICAGO }
 COUNTY OF COOK }
 CITY OF CHICAGO }

THE PRESIDENT OF THE PUBLIC SERVICE BOARD, AND
PERSONALLY STATE TO ME TO
THE SAME PERSONS OF SAID CORPORATION AND
I TO BE THE SAME PERSONS WHOSE NAMES ARE SUGGESTED
FOR THE ATTENTIONS APPEARED TO ME IN THE
I SAID PRESIDENT AND SECRETARY, THEY SIGNED
AND CAUSED THE INSTRUMENT AND CAUSED THE CORPORATE SEAL OF SAID
CORPORATION TO BE APPLIED THEREUPON, PURSUANT TO AUTHORITY GRANTED BY
THE BOARD OF SAID CORPORATION AS THEIR FREE AND VOLUNTARY AGENCIES AND AS THE
AND VOLUNTARY ACT AND DEED OF SAID CORPORATION FOR THE USES AND
PURPOSES HEREIN SET FORTH.

IN WITNESS MY HAND AND OFFICIAL SEAL, THIS DAY OF

PAYEE PUBLIC: _____
MISSION CARRIER _____

00000000	0000000000	0000000000	0000000000	C7	66.75	318.00
01	0000000000	0000000000	0000000000	C7	50.58	337.94
02	0000000000	0000000000	0000000000	C7	58.10	2340.12
03	0000000000	0000000000	0000000000	C7	68.54	225.95
04	0000000000	0000000000	0000000000	C7	60.86	1188.96
05	0000000000	0000000000	0000000000	C6	7.36	25.73

[illegible]

C18	47.26	29.30
C19	57.69	128.30
C18	78.18	518.50
C19	83.73	231.90
C18	73.29	183.50
C18	12.14	38.50

THE ABOVE INFORMATION WAS OBTAINED FROM THE
FEDERAL BUREAU OF INVESTIGATION, WASHINGTON, D. C.
ON APRIL 11, 1964, BY THE NEW YORK OFFICE OF THE
FEDERAL BUREAU OF INVESTIGATION, NEW YORK, NEW YORK.
THE ABOVE INFORMATION WAS OBTAINED FROM THE
FEDERAL BUREAU OF INVESTIGATION, WASHINGTON, D. C.
ON APRIL 11, 1964, BY THE NEW YORK OFFICE OF THE
FEDERAL BUREAU OF INVESTIGATION, NEW YORK, NEW YORK.

138

[illegible]

43
 Daniel D. Om (RO)
 Jan. 30, 19
 NETWORK COMPANY
 CLIENT NAME: 22
 ADDRESS: 185
 22
 NOTES:

0-23-17	REVIEW COMMENTS	WILL
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1972		1971		1970		1969		1968		1967		1966		1965		1964		1963		1962		1961		1960		1959		1958		1957		1956		1955		1954		1953		1952		1951		1950		1949		1948		1947		1946		1945		1944		1943		1942		1941		1940		1939		1938		1937		1936		1935		1934		1933		1932		1931		1930		1929		1928		1927		1926		1925		1924		1923		1922		1921		1920		1919		1918		1917		1916		1915		1914		1913		1912		1911		1910		1909		1908		1907		1906		1905		1904		1903		1902		1901		1900		1899		1898		1897		1896		1895		1894		1893		1892		1891		1890		1889		1888		1887		1886		1885		1884		1883		1882		1881		1880		1879		1878		1877		1876		1875		1874		1873		1872		1871		1870		1869		1868		1867		1866		1865		1864		1863		1862		1861		1860		1859		1858		1857		1856		1855		1854		1853		1852		1851		1850		1849		1848		1847		1846		1845		1844		1843		1842		1841		1840		1839		1838		1837		1836		1835		1834		1833		1832		1831		1830		1829		1828		1827		1826		1825		1824		1823		1822		1821		1820		1819		1818		1817		1816		1815		1814		1813		1812		1811		1810		1809		1808		1807		1806		1805		1804		1803		1802		1801		1800		1799		1798		1797		1796		1795		1794		1793		1792		1791		1790		1789		1788		1787		1786		1785		1784		1783		1782		1781		1780		1779		1778		1777		1776		1775		1774		1773		1772		1771		1770		1769		1768		1767		1766		1765		1764		1763		1762		1761		1760		1759		1758		1757		1756		1755		1754		1753		1752		1751		1750		1749		1748		1747		1746		1745		1744		1743		1742		1741		1740		1739		1738		1737		1736		1735		1734		1733		1732		1731		1730		1729		1728		1727		1726		1725		1724		1723		1722		1721		1720		1719		1718		1717		1716		1715		1714		1713		1712		1711		1710		1709		1708		1707		1706		1705		1704		1703		1702		1701		1700		1699		1698		1697		1696		1695		1694		1693		1692		1691		1690		1689		1688		1687		1686		1685		1684		1683		1682		1681		1680		1679		1678		1677		1676		1675		1674		1673		1672		1671		1670		1669		1668		1667		1666		1665		1664		1663		1662		1661		1660		1659	
1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659																																																																																																																																																																																																																																																																																																																										

ATTACHMENT-2 LTD.

1018 K. CONRADY TRAIL SUITE C
GRAYSLAKE, ILLINOIS 60030
Phone: 847-925-0012 Fax: 847-724-7889

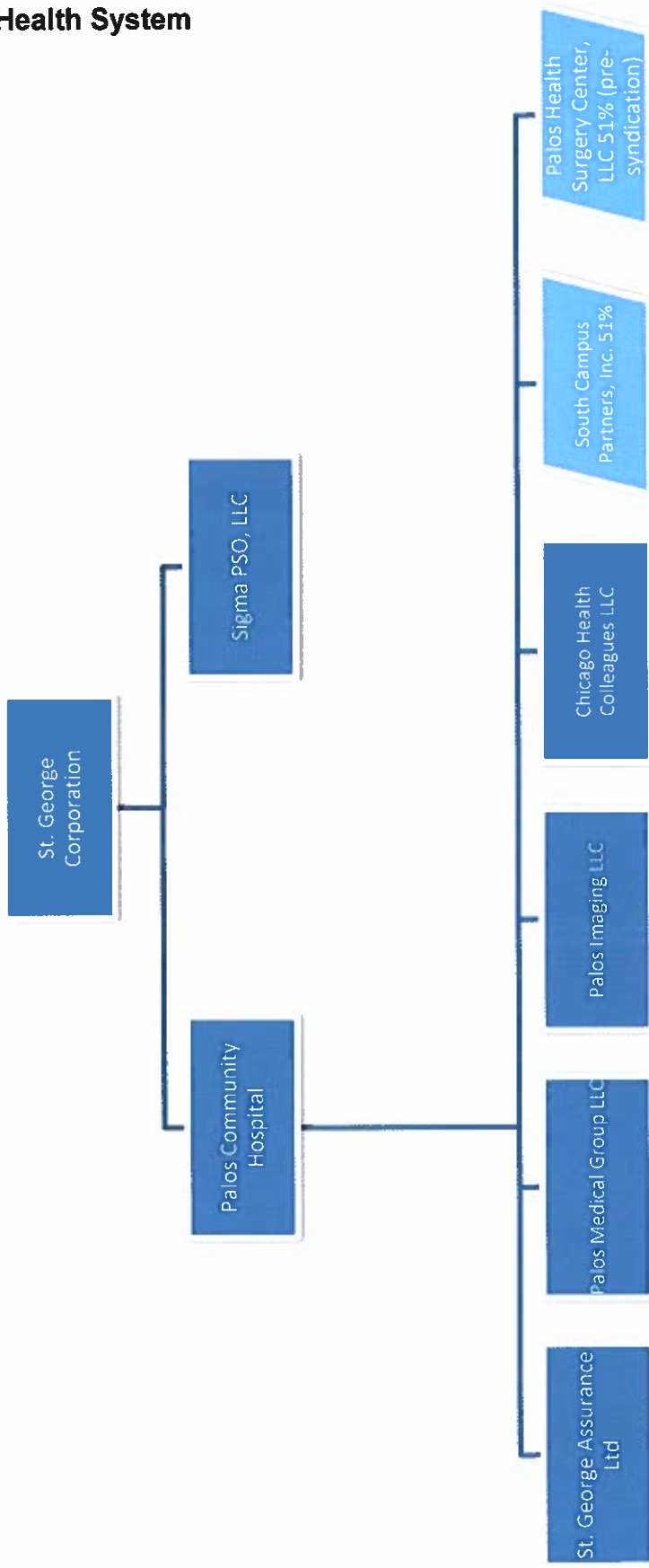
#E-052-20

ATTACHMENT-4

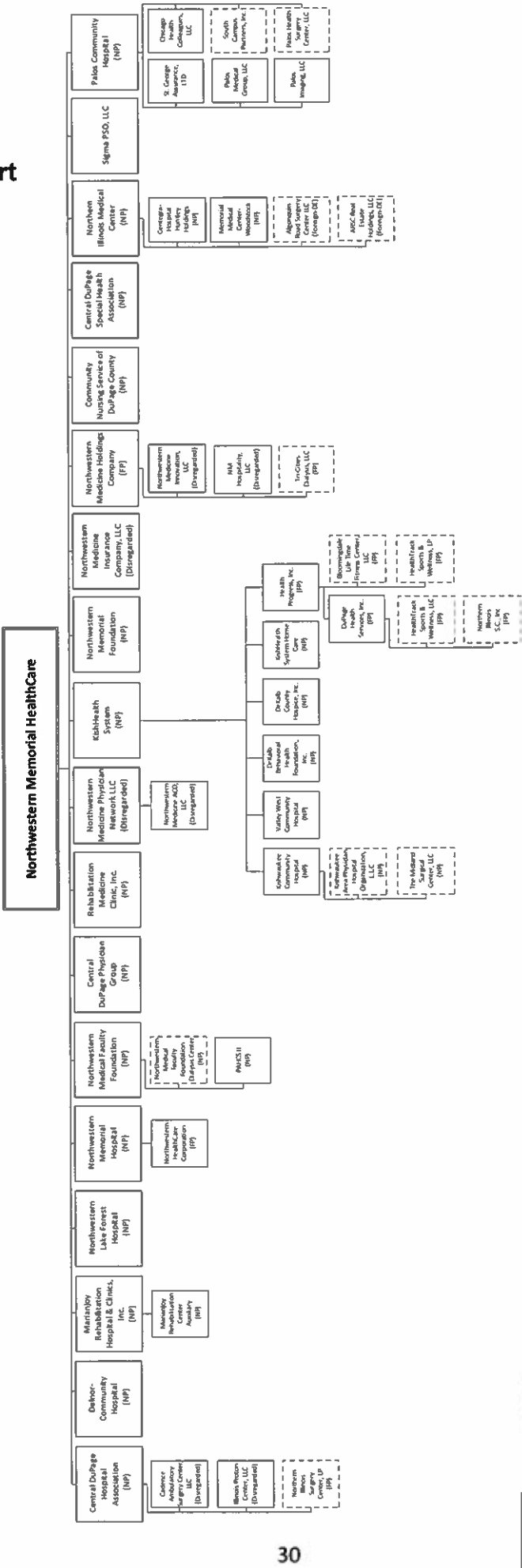


Palos Health System

St. George Corporation Organization Chart



Proposed
Post-Transaction
NMHC
Organization Chart



Effective January 1, 2021

#E-052-20

SECTION II. BACKGROUND.**BACKGROUND OF APPLICANT**

1. *Listing of all health care facilities owned or operated by the applicants, including licensing, and certification if applicable.*

Northwestern Memorial HealthCare:

Facility	IDPH License No.	Joint Commission Organization No.
Northwestern Memorial Hospital	0003251	7267
Lake Forest Hospital	0005660	3918
Central DuPage Hospital Association	0005744	7444
Delnor-Community Hospital	0005736	5291
Marianjoy Rehabilitation Hospital	0003228	7445
Kishwaukee Community Hospital	0005470	7325
Valley West Community Hospital	0004690	382957
Northern Illinois Medical Center d/b/a Northwestern Medicine McHenry Hospital	0003889	7375
Northern Illinois Medical Center d/b/a Northwestern Medicine Huntley Hospital	0003889	7375
Northern Illinois Medical Center d/b/a Northwestern Medicine Woodstock Hospital	0003889	7375
Grayslake Freestanding Emergency Center	22002	3918
Grayslake ASTC	7003156	3918
Grayslake Endoscopy ASTC	7003149	3918
Cadence Ambulatory Surgical Center d/b/a Northwestern Medicine Surgery Center	7003173	n/a
Midland Surgical Center*	7003148	n/a
Northwestern Medicine Proton Center	n/a	n/a

*denotes partial ownership > 50%

Palos Health System:

	IDPH License No.	Joint Commission Organization No.
Palos Community Hospital	0003210	7306
Palos Health Surgery Center*	7003224	n/a

*denotes partial ownership > 50%

2. *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.*

N/A

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

By their signatures on the Certification pages of this application, each of the Applicants attest that no adverse action has been taken against any facility owned and/or operated by Northwestern Memorial HealthCare and/or Palos Health System during the three years prior to the filing of this application. For the purpose of this letter, the term "adverse action" has the meaning given to it in the Illinois Administrative Code, Title 77, Section 1130.140.

4. *Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, by 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 on the Certification pages of this application, each of the Applicants authorize HFSRB and DPH access any documentation which it finds necessary to verify any information submitted, including, but not limited to: official records of DPH or other State agencies and the records of nationally recognized accreditation organizations.

SECTION III. CHANGE OF OWNERSHIP (CHOW)**1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****1130.520(b)(1)(A) – Names of the parties**

The Applicants are:

- (i) Northwestern Memorial HealthCare (NMHC)
 - (ii) The St. George Corporation (SGC)
 - (iii) Palos Community Hospital (PCH)
 - (iv) Palos Health Surgery Center, LLC
- } (Palos Health)

1130.520(b)(1)(B) – Background of the parties

Each of the Applicants, by their signatures on the Certification pages of this application, attest that they are fit, willing, able, and have qualifications, background, and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages of this application, each of the Applicants attests that no adverse action has been taken against the applicants 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 NMHC and/or SGC, directly or indirectly, within three years preceding the filing of this application. For the purpose of this statement, the term "adverse action" has the meaning given to it in 77 IAC §1130.140.

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

In the proposed transaction, NMHC will become the sole corporate member of PCH. In connection with such change in corporate member, NMHC will have the power and authority to govern, direct, and oversee the property, funds, business, and affairs of PCH and PCH's wholly controlled subsidiaries, and, indirectly, will have certain rights with regard to Palos Health Surgery Center, LLC and PCH's other joint venture with third parties. With respect to PCH, the transaction will constitute a change in membership of a not-for-profit corporation that is the licensed entity (as defined in 77 IAC §1130.140). With respect to Palos Health Surgery Center, LLC, the transaction will constitute an indirect change of control of the licensed entity.

1130.520(b)(1)(D) – Name of the person who will be licensed after the transaction

The proposed transaction, in and of itself, will not affect any of the licensees' status as the licensee/operating entity of the existing health care facilities named above. The licensees will remain Palos Community Hospital and Palos Health Surgery Center, LLC.

1130.520(b)(1)(E) – List of the ownership or membership interests both prior to and after the transaction, including a description of the organizational structure

If the proposed transaction is approved, NMHC will become the sole corporate member of PCH and the indirect corporate parent of PCH's wholly controlled subsidiaries.

Organizational charts for NMHC, Palos Health and the proposed new Northwestern Medicine system are included in ATTACHMENT-4.

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

In September, 2020, NMHC and Palos Health engaged Intellego Health to perform a fair market valuation (FMV) of Palos Community Hospital and Palos Health Surgery Center, LLC. The FMV of Palos Community Hospital was determined using two primary appraisal approaches: 1) Income (Discounted Cash Flow) and 2) Market. Based on the results of their analysis, the FMV of Palos Community Hospital was concluded to be in the range of \$359,142,000 and \$396,947,000.

Similarly, the FMV of Palos Health's 50.5% interest in the Palos Health Surgery Center, LLC was determined using an Income approach and was concluded to be in the range of \$3,588,000 and \$4,284,000.

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

There is no acquisition price for this transaction; however, as of the closing, PCH's assets and liabilities must reflect / include the following: (i) long-term debt of PCH less than or equal to Two Hundred Ninety Million Two Hundred Thirty Thousand Dollars (\$290,230,000); (ii) unrestricted cash of PCH greater than or equal to Forty Five Million Dollars (\$45,000,000); and (iii) the then-existing accounts receivable of PCH.

Additionally, shortly after the closing, SGC will make a grant to Northwestern Memorial Foundation that will be used for the perpetuation of healthcare services to be provided for the benefit of the communities in PCH's service area and for other mutually agreed-upon permitted uses.

1130.520(b)(2) – Affirmation that projects for which permits have been issued have been completed will be completed or altered in accordance with the provisions of this Section

The Applicants affirm that any projects for which Certificate of Need or Certificate of Exemption permits have been issued have been completed or will be completed or altered in accordance with the provisions in Section 1130.520.

1130.520(b)(3) – Affirmation that the facility will not adopt a more restrictive charity care policy

The Applicants affirm that PCH will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction and will maintain the compliant charity care policy for a minimum of two years following the change of ownership transaction.

1130.520(b)(4) – Statement of anticipated benefits of the proposed change in ownership to the community

NMHC is an integrated academic health system that is nationally recognized for its patient experience, quality, exceptional outcomes, and value. Palos Health is the trusted and premier provider of healthcare services for individuals located in Southern Cook County and surrounding areas. NMHC and Palos Health have identified a shared vision to develop a fully integrated health system in the Palos Health service area that would provide a comprehensive array of services through the effective use of resources while simultaneously fostering discovery and education to improve patient care.

NMHC and Palos Health believe that the proposed affiliation will result in:

- an increase in access to more specialized healthcare for individuals located in the Palos Health service area, including, but not limited to, increased access to necessary tertiary and quaternary care
- an increase in access to the delivery of healthcare in a lower-cost setting through the expansion of Palos Health's ambulatory care network
- improved access to health care for vulnerable populations served by Palos Health through the development of improved cardiovascular, neurosurgery and oncology service lines
- the establishment of an affiliation for certain academic medical programs with NMHC
- the advancement of the charitable purposes and healing mission of Palos Health
- the alignment both economically and strategically for patients, physicians and the community served by Palos Health
- a single integrated health system for patients served by NMHC and Palos Health

In addition to the anticipated benefits listed above, the goals for the proposed affiliation include:

- furthering the charitable missions of NMHC and Palos Health
- continuing to improve access to comprehensive, convenient, high quality, lower cost inpatient and outpatient healthcare throughout the communities historically served by Palos Health
- continuing to improve the health status of the population of the communities served by Palos Health
- promoting community health and well-being through patient care, wellness, research and educational efforts
- building the medical community through developing strongly aligned relationships with primary care, core specialist, subspecialist, and group practice physicians

- developing a comprehensive delivery system, emphasizing the efficacy of care, resulting in improved outcomes and quality of life for Palos Health patients
- enhancing physician, payor, and patient preference
- maintaining all appropriate accreditation and all relevant and necessary federal, state and local licenses and permits

1130.520(b)(5) – Anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership

The proposed affiliation will present significant opportunities to improve health care delivery and access to services provided locally in the Palos Health service area and will do so in an efficient manner that results in cost savings and other efficiencies which will ensure that the combined Northwestern Medicine system can continue its charitable mission and purpose. Such opportunities will likely include initiatives for deployment of system-wide support functions, with the goal of enhancing operational uniformity, efficiency, and performance.

1130.520(b)(6) – Description of the facility's quality improvement program mechanism that will be utilized to assure quality control

Palos Health and NMHC share a longstanding commitment to a culture of quality, safety, and service. By aspiring to the highest standards for quality and patient satisfaction, Palos Health and NMHC will continue to advance the commitment to delivering care that is of the highest quality, is evidence based, and eliminates preventable harm. It is anticipated that Palos Health will integrate its quality plan with NMHC's quality plan after the closing of the proposed transaction. NMHC's quality plan is overseen by its Board of Directors, and is designed to align leadership, staff, and resources to accomplish defined quality improvement goals. The goals were established following consideration of key components of the national quality, patient safety, equity, and infection control agendas, value, and with input from stakeholders both internal and external to the system including patients and their family members. NMHC follows a DMAIC-based approach to process improvement. DMAIC (Define, Measure, Analyze, Improve, and Control), the process improvement methodology from Six Sigma, is the "roadmap" that is followed on every improvement project.

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

As of the closing of the proposed transaction, the Board of Directors of PCH will be composed of ten to fifteen individuals, with SGC nominating two of such individuals before the closing to serve for three years following the closing. The NMHC Board will approve proposed candidates before the closing and elect approved candidates as of the closing. Vacancies on the PCH Board will be filled in accordance with the bylaws of NMHC and PCH then in

effect, provided that SGC may nominate one or more individuals to fill any vacancy created for any reason in any SGC-nominated position.

Palos Health Surgery Center is governed by a board comprised of four voting members: two appointed by PCH and two appointed by Loyola University Medical Center. The transaction will not, in and of itself change the selection process for that facility.

1130.520(b)(9) – Description 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

NMHC and Palos Health intend for the Palos Health and other Northwestern Medicine system patients to receive the right level of care, at the right location and to receive as much care as can be effectively and safely delivered close to home. The Palos Health facilities and other Northwestern Medicine system locations will offer the highest level of care that is clinically appropriate in the context of community need, patient safety, and Northwestern Medicine system capability. NMHC and Palos Health will evaluate, enhance, develop, and coordinate the provision of services across the communities the Northwestern Medicine system serves to enable access to high-quality, cost-effective health care in the community.

SECTION IV. CHARITY CARE INFORMATION**Palos Community Hospital**

	FY17	FY18	FY19
Net Patient Revenue	\$ 358,570,000	\$ 353,923,000	\$ 356,891,000
Amount of Charity Care (charges)	\$ 9,547,570	\$ 11,195,709	\$ 15,701,827
Cost of Charity Care	\$ 2,073,066	\$ 2,525,578	\$ 3,591,822

Palos Health Surgery Center, LLC

	FY17	FY18	FY19*
Net Patient Revenue			\$ 709,939
Amount of Charity Care (charges)			\$ 0
Cost of Charity Care			\$ 0

*April 11, 2019 – December 31, 2019

During FY19, Palos Health System contributed \$103 million in community benefits including charity care, other unreimbursed care, education, language assistance, donations and other community benefits.

Northwestern Memorial HealthCare

	FY17	FY18	FY19
Net Patient Revenue	\$4,547,371,208	\$4,877,615,420	\$5,665,736,442
Amount of Charity Care (charges)	\$ 308,814,605	\$ 321,715,102	\$ 354,450,428
Cost of Charity Care	\$ 65,761,106	\$ 65,929,276	\$ 68,334,946

Note: numbers do not reflect the impact on acquisitions/affiliations for periods prior to the acquisition/affiliation.

During FY19, Northwestern Memorial HealthCare contributed nearly \$1.06 billion in community benefits including charity care, other unreimbursed care, research, education, language assistance, donations and other community benefits.