

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: Mercy Hospital & Medical Center			
Street Address: 2525 South Michigan Avenue			
City and Zip Code: Chicago, 60616			
County: Cook	Health Service Area: 6	Health Planning Area: A-03	

**Legislators**

State Senator Name: Sen. Mattie Hunter
State Representative Name: Rep. Lamont Robinson

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

Exact Legal Name: Insight Chicago, Inc.
Street Address: 1S450 Summit Avenue, Suite 110
City and Zip Code: Oak Brook Terrace 60181
Name of Registered Agent: Baseer M. Tajuddin
Registered Agent Street Address: 1S450 Summit Avenue, Suite 110
Registered Agent City and Zip Code: Oakbrook Terrace, 60181
Name of President: Jawad Shah M.D., FRCS, FAANS, FACS
President Street Address: 4800 South Saginaw Street
President City and Zip Code: Flint 48507
President Telephone Number: (810) 275-9333

**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
<ul style="list-style-type: none"> <li>Corporations and limited liability companies must provide an <b>Illinois certificate of good standing</b>.</li> <li>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.</li> </ul>	
<b>APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>	

**Primary Contact** [Person to receive ALL correspondence or inquiries]

Name: Baseer M. Tajuddin
Title: General Counsel
Company Name: Insight
Address: 4800 South Saginaw Street Flint, Michigan 48507
Telephone Number: (810) 275-9333
E-mail Address: baseer.tajuddin@iinn.com
Fax Number: (810) 275-9333

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

Exact Legal Name: Mercy Hospital and Medical Center
Street Address: 2525 South Michigan Avenue
City and Zip Code: Chicago 60616
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street., Suite 814
Registered Agent City and Zip Code: Chicago 60604
Name of Chief Executive Officer: Carol L. Garikes Schneider
CEO Street Address: 2525 South Michigan Avenue
CEO City and Zip Code: Chicago 60616
CEO Telephone Number: (312) 567-2100

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<input checked="" type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
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**Primary Contact** [Person to receive ALL correspondence or inquiries]

Name: Edward J. Green, Esq.
Title: Attorney
Company Name: Foley & Lardner LLP
Address: 321 North Clark Street, Suite 2800, Chicago, Illinois 60654
Telephone Number: (312) 832-4375
E-mail Address: egreen@foley.com
Fax Number: (312) 832-4700

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State Representative Name: Rep. Lamont Robinson

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

Exact Legal Name: Mercy Health System of Chicago
Street Address: 2525 South Michigan Avenue
City and Zip Code: Chicago 60616
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street., Suite 814
Registered Agent City and Zip Code: Chicago 60604
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### Legislators

State Senator Name: Sen. Mattie Hunter
State Representative Name: Rep. Lamont Robinson

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

Exact Legal Name: Trinity Health Corporation
Street Address: 20555 Victor Parkway
City and Zip Code: Livonia, 46152
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago 60604
Name of Chief Executive Officer: Michael A. Slubowski
CEO Street Address: 20555 Victor Parkway
CEO City and Zip Code: Livonia, 46152
CEO Telephone Number: (734) 343-1000

### 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

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### Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Linda S. Ross
Title: Executive Vice President and Chief Legal Officer
Company Name: Trinity Health Corporation
Address: 20555 Victoria Parkway, Livonia, Michigan 46152
Telephone Number: (734)-343-1374
E-mail Address: linda.ross@trinity-health.org
Fax Number: N/A

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

Name: Juan Morado, Jr. and Mark J. Silberman
Title: Partner
Company Name: Benesch Law
Address: 71 South Wacker Drive, 16th Floor, Chicago, IL 60606
Telephone Number: (312) 212-4967
E-mail Address: MSilberman@beneschlaw.com JMorado@beneschlaw.com
Fax Number: (312) 212-4969

### Post Exemption Contact

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD  
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[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: Atif Bawahab
Title: Chief Strategy Officer
Company Name: Insight
Address: 4800 South Saginaw Street, Flint, Michigan 48507
Telephone Number: (810) 275-9333
E-mail Address: atif.bawahab@iinn.com
Fax Number: (810) 275-9333

### Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Insight Chicago, Inc.
Address of Site Owner: 1S450 Summit Avenue, Suite 110, Oakbrook Terrace, Illinois 60181
Street Address or Legal Description of the Site: 2525 South Michigan Avenue, Chicago, Illinois 60616
<b>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.</b>
<b>APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>

### Current Operating Identity/Licensee

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

Exact Legal Name: Mercy Hospital & Medical Center	
Address: 2525 South Michigan Avenue, Chicago Illinois 60616	
<input checked="" type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship

**Operating Identity/Licensee after the Project is Complete**

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

Exact Legal Name: Insight Chicago, Inc.			
Address: 2525 South Michigan Avenue, Chicago, Illinois 60616			
<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		
<ul style="list-style-type: none"> <li>○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.</li> <li>○ 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.</li> <li>○ <b>Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.</b></li> </ul>			
<b>APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>			

**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.
<b>APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</b>

**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.

The applicant, Insight Chicago, Inc. (“Insight”) proposes to acquire Mercy Hospital & Medical Center (“Hospital”) located at 2525 South Michigan Avenue, Chicago, Illinois 60616.

The Hospital is currently owned and operated by Mercy Hospital and Medical Center, an Illinois not-for-profit corporation (“Mercy Hospital”). Mercy Health System of Chicago, an Illinois not-for-profit corporation (“Mercy System”), is the sole member of Mercy Hospital and Medical Center. Trinity Health Corporation, an Indiana non-profit corporation (“Trinity”), is the sole member of Mercy System.

On February 10, 2021, Mercy Health System of Chicago and Mercy Hospital and Medical Center filed voluntary petitions for protection under Chapter 11 of the United States Bankruptcy Code with the Bankruptcy Court for the Northern District of Illinois, See In re: Mercy Hospital and Medical Center, et al., Case No. 21-01805 (Bankr. N.D. Ill.).

If this Project is approved, and the proposed transaction documents associated with the change of ownership contemplated by this Project are finalized, Mercy Hospital and Mercy System would ultimately seek permission from the Bankruptcy Court to dismiss the Chapter 11 bankruptcy proceedings, and Mercy Hospital and Mercy System would work with Insight to ensure a smooth transition of services to Insight.

In addition, the pending Certificate of Need Application regarding the discontinuation of the Hospital (Project #20-039) would be deferred and then ultimately withdrawn as part of the ownership transfer process.

**Related Project Costs**

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project ☒ Yes ☐ No

Purchase Price: \$1.00

Fair Market Value: \$ Land Acquisition included in asset purchase price.

**Project Status and Completion Schedules**

**Outstanding Permits:** Does the facility have any projects for which the State Board issued a permit that is not complete? Yes 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.

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**Anticipated exemption completion date** (refer to Part 1130.570): May 31, 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.**



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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 Insight Chicago, Inc.

in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

Jawad A. Shah

PRINTED NAME

Board Director

PRINTED TITLE

SIGNATURE

Atif Bawahab

PRINTED NAME

Board Director

PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 3 day of March 2021

  
Signature of Notary

Seal

Notarization:

Subscribed and sworn to before me  
this 3rd day of March 2021

  
Signature of Notary

CASEY LESTER  
Notary Public - State of Michigan  
County of Genesee  
My Commission Expires Nov. 17, 2022  
Acting in the County of Genesee  
Insert the EXACT legal name of the applicant

MUNA JONDY  
NOTARY PUBLIC, STATE OF MICHIGAN  
COUNTY OF GENESEE  
MY COMMISSION EXPIRES 09-11-2022  
ACTING IN THE COUNTY OF Genesee

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This Application is filed on the behalf of Mercy Health System of Chicago\* 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.



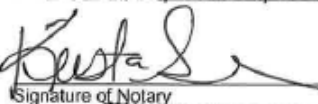
SIGNATURE

Carol L. Garikes Schneider  
PRINTED NAME

President & CEO  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 2 day of March, 2021



Signature of Notary

Seal



\*Insert EXACT legal name of the applicant

SIGNATURE

Jeffrey Mathis  
PRINTED NAME

Secretary  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_

Signature of Notary

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Carol L. Garikes Schneider  
PRINTED NAME

President & CEO  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_

Signature of Notary

Seal

SIGNATURE

Jeffrey Mathis  
PRINTED NAME

Secretary  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 2<sup>nd</sup> day of March 2021

Signature of Notary

Seal



\*Insert EXACT legal name of the applicant

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PRINTED NAME

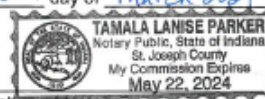
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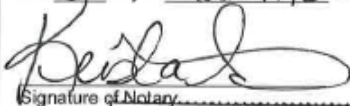
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President & CEO  
PRINTED TITLE

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SIGNATURE

Joshua Moore  
PRINTED NAME

Assistant Secretary, Managing Counsel  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_

Signature of Notary

Seal

\*Insert EXACT legal name of the applicant

SIGNATURE

Linda S. Ross  
PRINTED NAME

Secretary, Executive Vice President & Chief  
Legal Officer  
PRINTED TITLE

Notarization:

Subscribed and sworn to before me  
this 3rd day of March, 2021

Signature of Notary

Seal

DEBRA A DIMASCIO  
Notary Public - State of Michigan  
County of Wayne  
My Commission Expires Aug 17, 2026  
Acting in the County of \_\_\_\_\_

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SIGNATURE

SIGNATURE

Joshua Moore  
PRINTED NAME

Linda S. Ross  
PRINTED NAME

Assistant Secretary, Managing Counsel  
PRINTED TITLE

Secretary, Executive Vice President & Chief  
Legal Officer  
PRINTED TITLE

Notarization:

Notarization:

Subscribed and sworn to before me  
this 3 day of March 2021

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_

Signature of Notary

Signature of Notary

Seal

Seal

\*Insert EXACT legal name of the applicant

George Matarweh  
NOTARY PUBLIC - STATE OF MICHIGAN  
County of Genesee  
My Commission Expires 6/5/2024  
Acting in the County of Shelby

1024 2747 4427 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.**



**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:**

<b>APPLICABLE REVIEW CRITERIA</b>	<b>CHOW</b>
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	X
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X

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

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			
	2017	2018	2019
<b>Net Patient Revenue</b>	<b>\$234,663,000</b>	<b>\$222,850,173</b>	<b>\$224,729,000</b>
Amount of Charity Care (charges)	\$12,499,199	\$12,236,713	\$9,119,928
Cost of Charity Care	\$4,408,423	\$4,348,972	\$3,281,000

**APPEND DOCUMENTATION AS ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.**

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		22 - 26
2	Site Ownership		27 - 29
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		30- 32
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		33 - 35
5	Background of the Applicant		36 - 42
6	Change of Ownership		43 - 58
7	Charity Care Information		58 - 60

**ATTACHMENT 1**  
**TYPE OF OWNERSHIP OF APPLICANTS**

Included with this attachment are:

1. The Certificate of Good Standing for Insight Chicago, Inc. (“Purchaser”)
2. The Certificate of Good Standing for Mercy Hospital and Medical Center (“Seller”)
3. The Certificate of Good Standing for Mercy Health System of Chicago. (Sole member of Seller)
4. The Certificate of Good Standing for Trinity Health Corporation. (Sole member of Mercy Health System)

# Attachment 1

## Certificate of Good Standing for Insight Chicago, Inc.

FORM **NFP 102.10** (rev. Dec. 2003)  
**ARTICLES OF INCORPORATION**  
 General Not For Profit Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-9522  
 www.cyberdriveillinois.com

**FILED**

**MAR 01 2021**

**JESSE WHITE**  
 SECRETARY OF STATE

**FILE #: 73177545**

**MAP**

**FEE: \$50.00**

**INTENT: 060**

**COUNTY: 022**

Remit payment in the form of a  
 cashier's check, certified check,  
 or money order.



LC0129845

File # \_\_\_\_\_ Filing Fee: \$50 Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**Article 1.**

Corporate Name: Insight Chicago, Inc.

**Article 2.**

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: Baseer M. Tajuddin

First Name

Middle Name

Last Name

Registered Office: 15450 Summit Ave. STE 110

Number

Street

Suite # (P.O. Box alone is unacceptable)

Oakbrook Terrace

IL

60181

DuPage

City

ZIP Code

County

**Article 3.**

The first Board of Directors shall be 3 in number, their Names and Addresses being as follows  
 Not less than three

Director Name	Street Address	City	State	ZIP Code
Jawad A. Shah	4800 S. Saginaw St.	Flint	MI	48507
Atif Bawahab	4800 S. Saginaw St.	Flint	MI	48507
Atiq Nakrawala	4800 S. Saginaw St.	Flint	MI	48507

**Article 4.**

Purpose(s) for which the Corporation is organized:  
 See Attached

(continued on back)

Printed by authority of the State of Illinois. August 2015 - 1 - C 157.17

*[Handwritten signature]*

**Attachment 1**  
**Certificate of Good Standing for Mercy Hospital & Medical Center**

*File Number*

0114-154-6



***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*

MERCY HOSPITAL AND MEDICAL CENTER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 21, 1852, 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 #: 2024000726 verifiable until 08/27/2021  
 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 27TH*  
*day of AUGUST A.D. 2020 .*

*Jesse White*

SECRETARY OF STATE

**Attachment 1**  
**Certificate of Good Standing for Mercy Health System of Chicago**



File Number

5257-458-7

***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*

MERCY HEALTH SYSTEM OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 20, 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 #: 2024000756 verifiable until 08/27/2021  
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 27TH***  
***day of AUGUST A.D. 2020 .***

*Jesse White*

SECRETARY OF STATE

**Attachment 1**  
**Certificate of Good Standing for Trinity Health Corporation- Indiana**

<p><b>State of Indiana</b> <b>Office of the Secretary of State</b> CERTIFICATE OF EXISTENCE</p>	
<p>To Whom These Presents Come, Greeting:</p> <p>I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.</p> <p>I further certify that records of this office disclose that</p>	
<p><b>TRINITY HEALTH CORPORATION</b></p>	
<p>duly filed the requisite documents to commence business activities under the laws of the State of Indiana on November 10, 1978, and was in existence or authorized to transact business in the State of Indiana on August 27, 2020.</p> <p>I further certify this Domestic Nonprofit Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place. All fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the Secretary of State have been paid.</p>	
	<p>In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 27, 2020</p> <p style="text-align: center;"><i>Connie Lawson</i></p> <p>CONNIE LAWSON SECRETARY OF STATE</p>
<p>197811-279 / 20201595313</p> <p>All certificates should be validated here: <a href="https://bsd.sos.in.gov/ValidateCertificate">https://bsd.sos.in.gov/ValidateCertificate</a> Expires on September 26, 2020.</p>	

## **ATTACHMENT 2 SITE OWNERSHIP**

The site ownership will transfer to Insight Chicago, Inc. following the transaction. Attached is an attestation of Jawad Shah M.D., FRCS, FAANS, FACS, Director and President of the Board of one of the applicants attesting to site ownership following the closing of the transaction.

Additionally, included is an attestation from Mercy Hospital and Medical Center and Mercy Health System of Chicago attesting to site ownership of the applicant facility prior to the transaction, which was submitted within the last year as part of the filing for Project #20-039 (Mercy Hospital & Medical Center Discontinuation).

**ATTACHMENT 2**  
**SITE OWNERSHIP- Insight Chicago, Inc.**



4800 S Saginaw St.  
Suite 1800  
Flint, MI 48507  
Phone (810) 732 8336  
Fax: (810) 963 1674  
inn.com

March 2, 2021

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

Dear Ms. Avery:

As representative of Insight Chicago, Inc., I, Jawad Shah, M.D., hereby attest that through the asset purchase of Mercy Hospital & Medical Center located at 2525 South Michigan Avenue, Chicago, Illinois 60616, that ownership of the site will transfer from Mercy Hospital and Medical to Insight Chicago, Inc.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

A handwritten signature in black ink, appearing to be 'Jawad Shah', with a stylized flourish at the end.

Jawad Shah M.D., FRCS, FAANS, FACS  
Director  
Insight Chicago, Inc.

**ATTACHMENT 2**  
**SITE OWNERSHIP- Mercy Hospital & Medical Center**



MERCY HOSPITAL & MEDICAL CENTER  
3525 SOUTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60616-2477  
312.567.2000 phone

August 25, 2020

Mr. Michael Constantino  
Project Review Supervisor  
Illinois Health Facilities & Services Review Board  
525 West Jefferson Street, 2<sup>nd</sup> Floor  
Springfield, Illinois 62761

Re: Certification of Corporate Ownership of Mercy Hospital & Medical Center (Discontinuation Certificate of Need)

Dear Mr. Constantino:

I hereby certify, under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109, that Mercy Hospital and Medical Center, an Illinois not-for-profit, owns and operates Mercy Hospital & Medical Center, a general acute care hospital located at 2525 South Michigan Avenue, Chicago, Illinois 60616.

Sincerely,

A handwritten signature in blue ink, appearing to read "Carol Garikes Schneider", written over a horizontal line.

Carol Garikes Schneider  
President & CEO  
Mercy Hospital and Medical Center  
Mercy Health System of Chicago

Subscribed and Sworn to before me  
this 24 day of August, 2020.

A handwritten signature in blue ink, appearing to read "Marianne T. Urso", written over a horizontal line.  
Notary Public

**ATTACHMENT 3**  
**Operating Entity/Licensee**

The licensee of the applicant facility will change to Insight Chicago, Inc. Included with this Attachment is the licensee's Certificate of Good Standing. All direct owners of a 5% or more interest in the facility are identified in the organizational chart included with Attachment 4. Additionally, the Certificate of Good Standing for the existing licensee is included.

**Attachment 3**  
**Certificate of Good Standing for Current Licensee**

*File Number*

0114-154-6



***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*

MERCY HOSPITAL AND MEDICAL CENTER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 21, 1852, 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 #: 2024000726 verifiable until 08/27/2021

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 27TH***  
***day of AUGUST A.D. 2020 .***

*Jesse White*

SECRETARY OF STATE

### Attachment 3

## Certificate of Good Standing for New Licensee

FORM NFP 102.10 (rev. Dec. 2003)  
**ARTICLES OF INCORPORATION**  
 General Not For Profit Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-9522  
 www.cyberdriveillinois.com

# FILED

MAR 01 2021

JESSE WHITE  
 SECRETARY OF STATE

**FILE #:** 73177545

**MAP**

**FEE:** \$50.00

**INTENT:** 060

**COUNTY:** 022

Remit payment in the form of a  
 cashier's check, certified check,  
 y's



LC0124818

File # \_\_\_\_\_

Filing Fee: \$50

Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black Ink ----- Do not write above this line -----

**Article 1.**

Corporate Name: Insight Chicago, Inc.

**Article 2.**

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: Baseer M. Tajuddin

First Name

Middle Name

Last Name

Registered Office: 15450 Summit Ave. STE 110

Number

Street

Suite # (P.O. Box alone is unacceptable)

Oakbrook Terrace

IL

60181

DuPage

City

ZIP Code

County

**Article 3.**

The first Board of Directors shall be 3 in number, their Names and Addresses being as follows  
 Not less than three

Director Name	Street Address	City	State	ZIP Code
Jawad A. Shah	4800 S. Saginaw St.	Flint	MI	48507
Atif Bawahab	4800 S. Saginaw St.	Flint	MI	48507
Atiq Nakrawala	4800 S. Saginaw St.	Flint	MI	48507

**Article 4.**

Purpose(s) for which the Corporation is organized:  
 See Attached

(continued on back)

Printed by authority of the State of Illinois, August 2015 - 1 - C 157.17

## Attachment 4

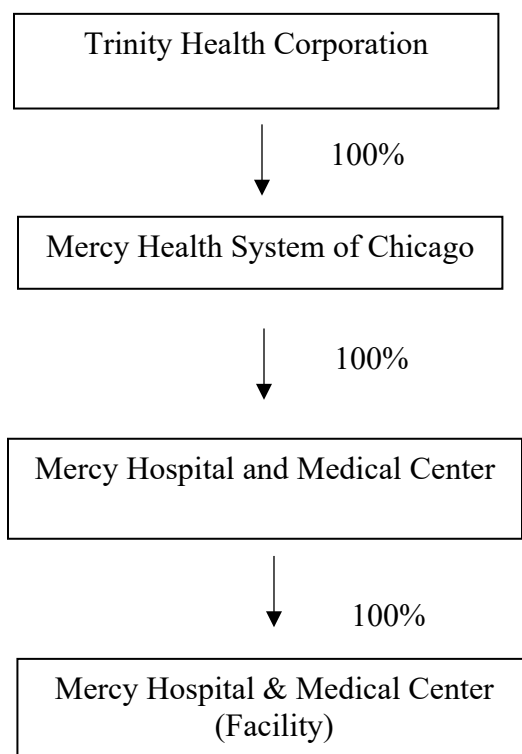


## **Organizational Relationships**

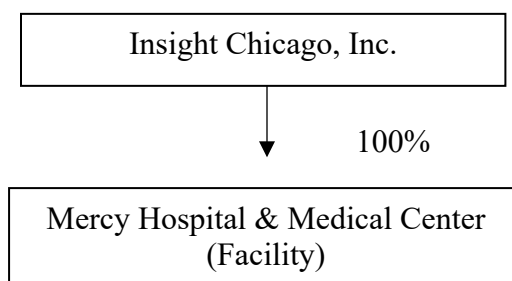
The Hospital is owned by the applicant Mercy Hospital and Medical Center, an Illinois not-for-profit corporation (“Mercy Hospital”). Mercy Health System of Chicago, an Illinois not-for-profit (“Mercy System”), is the sole member of Mercy Hospital. Trinity Health Corporation, an Indiana non-profit corporation (“Trinity”), is the sole member of Mercy System.

As a result of the proposed transaction, the Hospital will be owned and operated by Insight Chicago, Inc. Current and proposed organizational charts are included with this attachment. All direct owners of a 5% or more interest in the applicant facility are identified in the organizational charts.

**Attachment 4**  
**Pre-Transaction Organizational Chart**



**Attachment 4**  
**Post-Transaction Organizational Chart**



## Attachment 5 Background of the Applicants

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

Included with this Attachment is Insight's verification that Insight Chicago, Inc. has no ownership interest in any other healthcare facilities in Illinois. Mercy System of Chicago is the sole member of Mercy Hospital and Medical Center, which operates Mercy Hospital & Medical Center in Chicago, Illinois. Trinity Health Corporation is the sole member of Mercy System of Chicago and Loyola University Health System d/b/a Loyola Medicine, which operates: (a) Loyola University Medical Center in Maywood, Illinois; (b) Gottlieb Memorial Hospital in Melrose Park, Illinois; and (c) Gottlieb Community Health Services d/b/a MacNeal Hospital in Berwyn, Illinois.

- 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.**

Other than the facilities listed in paragraph 1 above, no health care facilities are currently owned or operated in Illinois by Insights Chicago, Inc.

- 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.**

Included with this Attachment is Insight Chicago Inc., Mercy Hospital and Medical Center, Mercy Health System of Chicago, and Trinity Health Corporation's verification of no adverse action during the three years prior to the filing of the application.

- 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.**

Included with this attachment is the applicants' authorization permitting HFSRB and IDPH access to any documents necessary to verify the information submitted.

- 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.**

Mercy Hospital and Medical Center, Mercy Health System of Chicago, and Trinity Health Corporation previously submitted all of the information required under this section on August 31, 2020, as part of the filing for Project # 20-039 (Mercy Hospital Discontinuation).

**Attachment 5**  
**Background of the Applicants-Letter from Insight Chicago, Inc.**



4800 S Saginaw St.  
Suite 1800  
Flint, MI 48507  
Phone: (810) 732-8336  
Fax: (810) 963-1674  
inn.com

March 2, 2021

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

Dear Ms. Avery:

As representative of Insight Chicago, Inc., I, Jawad Shah, M.D., give authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that, Insight Chicago, Inc. owns no other healthcare facilities and has had no adverse action in the past three (3) years.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

Jawad Shah M.D., FRCS, FAANS, FACS  
Director  
Insight Chicago, Inc.

**Attachment 5**  
**Background of the Applicants - Letter from**  
**Mercy Hospital & Medical Center**



MERCY HOSPITAL & MEDICAL CENTER  
 2525 SOUTH MICHIGAN AVENUE  
 CHICAGO, ILLINOIS 60616-2477  
 312.567.2000 phone

August 25, 2020

Mr. Michael Constantino  
 Project Review Supervisor  
 Illinois Health Facilities & Services Review Board  
 525 West Jefferson Street, 2<sup>nd</sup> Floor  
 Springfield, Illinois 62761

Re: Authorization to Access Information (Mercy Hospital Discontinuation)

Dear Mr. Constantino:

I hereby authorize the Illinois Health Facilities & Services Review Board (the "Board") and the Illinois Department of Public Health ("IDPH") to access all information necessary to verify any documentation or information submitted by Mercy Hospital and Medical Center and Mercy Health System of Chicago with this Application. I further authorize the Board and IDPH to obtain any additional documentation or information which the Board or IDPH finds pertinent and necessary to process this Application.

Sincerely,

Carol L. Garikes Schneider  
 President & CEO  
 Mercy Hospital and Medical Center  
 Mercy Health System of Chicago

Subscribed and Sworn to before me  
 this 24 day of August, 2020.

Notary Public



## Attachment 5

### Background of the Applicants - Letter from Mercy Hospital & Medical Center



MERCY HOSPITAL & MEDICAL CENTER  
1525 SOUTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60616-3477  
312-567-1000 phone

August 25, 2020

Mr. Michael Constantino  
Project Review Supervisor  
Illinois Health Facilities & Services Review Board  
525 West Jefferson Street, 2<sup>nd</sup> Floor  
Springfield, Illinois 62761

Re: No Adverse Actions Certification (Mercy Hospital Discontinuation)

Dear Mr. Constantino:

I hereby certify, under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109, as follows:

1. There have been no adverse actions taken against any facility owned or operated by Mercy Hospital and Medical Center ("Mercy Hospital") during the three (3) years prior to the filing of this Application, except as noted in Paragraph 3.
2. There have been no adverse actions taken against any facility owned or operated by Mercy Health System of Chicago during the three (3) years prior to the filing of this Application, except as noted in Paragraph 3.
3. On or about January 16, 2019, Mercy Hospital received a Statement of Deficiencies, Form CMS-2567 (the "Statement of Deficiencies"), from the Centers for Medicare & Medicaid Services ("CMS"), which was generated as a result of a Substantial Allegation Survey conducted by the Illinois Department of Public Health ("IDPH") between January 7, 2019 and January 10, 2019. The Statement of Deficiencies concerned an incident that happened on or about December 26, 2018. On or about January 21, 2019, Mercy Hospital submitted its Plan of Correction (the "Plan of Correction") to CMS and IDPH in response to the Statement of Deficiencies. CMS and IDPH accepted and approved Mercy Hospital's Plan of Correction and Mercy Hospital subsequently passed its follow-up survey and was found to be in full compliance with the Conditions of Participation for general acute care hospitals set forth at 42 C.F.R. Part 482.

Sincerely,

Carol L. Garikes Schneider  
President & CEO  
Mercy Hospital and Medical Center  
Mercy Health System of Chicago

Subscribed and Sworn to before me  
this 25<sup>th</sup> day of August, 2020.

Notary Public



4812-9842-8617.1

Attachment



## Attachment 5 Background of the Applicants - Letter from Trinity Health Corporation



August 25, 2020

Mr. Michael Constantino  
Project Review Supervisor  
Illinois Health Facilities & Services Review Board  
525 West Jefferson Street, 2<sup>nd</sup> Floor  
Springfield, IL 62761

Re: No Adverse Actions Certification (Mercy Hospital Discontinuation)

Dear Mr. Constantino:

I hereby certify, under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109, that there have been no adverse actions taken against any Illinois facility owned or operated by Trinity Health Corporation during the three (3) years prior to the filing of this application, except as follows: On or about January 16, 2019, Mercy Hospital received a Statement of Deficiencies, Form CMS-2567 (the "Statement of Deficiencies"), from the Centers for Medicare & Medicaid Services ("CMS"), which was generated as a result of a Substantial Allegation Survey conducted by the Illinois Department of Public Health ("IDPH") between January 7, 2019 and January 10, 2019. The Statement of Deficiencies concerned an incident that happened on or about December 26, 2018. On or about January 21, 2019, Mercy Hospital submitted its Plan of Correction (the "Plan of Correction") to CMS and IDPH in response to the Statement of Deficiencies. CMS and IDPH accepted and approved Mercy Hospital's Plan of Correction and Mercy Hospital subsequently passed its follow-up survey and was found to be in full compliance with the Conditions of Participation for general acute care hospitals set forth at 42 C.F.R. Part 482.

Sincerely,

Linda S. Ross, Esq.  
Executive Vice President & Chief Legal Officer  
Trinity Health Corporation

SUBSCRIBED AND SWORN  
to before me this 26<sup>th</sup> day  
of August 2020.

Notary Public



0224

Attachmer

**Attachment 5  
Background of the Applicants - Letter from  
Trinity Health Corporation**



August 25, 2020

Mr. Michael Constantino  
Project Review Supervisor  
Illinois Health Facilities & Services Review Board  
525 West Jefferson Street, 2<sup>nd</sup> Floor  
Springfield, IL 62761

Re: Authorization to Access Information (Mercy Hospital Discontinuation)

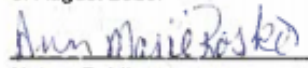
Dear Mr. Constantino:

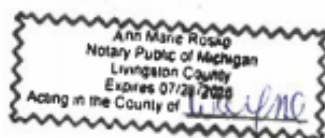
I hereby authorize the Illinois Health Facilities & Services Review Board (the "Board") and the Illinois Department of Public Health ("IDPH") to access all information necessary to verify any documentation or information submitted by Trinity Health Corporation with this application. I further authorize the Board and IDPH to obtain any additional documentation or information which the Board or IDPH finds pertinent and necessary to process this application.

Sincerely,

  
Linda S. Ross, Esq.  
Executive Vice President & Chief Legal Officer  
Trinity Health Corporation

SUBSCRIBED AND SWORN  
to before me this 26th day  
of August 2020.

  
Notary Public



0225

Attachmer

## **Attachment 6 Change of Ownership**

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

- a. Insight Chicago, Inc. (“Purchaser”)
- b. Mercy Hospital and Medical Center (“Seller”)
- c. Mercy Health System of Chicago (Sole member of Seller)
- d. Trinity Health Corporation (Sole member of Mercy Health System)

**Section 1130.520(b)(1)(B) - Background of the parties**

We have included Insight Chicago, Inc.'s certification of no adverse action within three years preceding the filing of the application. In addition, each of the applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able, and have the qualifications, background, and character to adequately provide a proper standard of health service for the community.

Insight Chicago, Inc. is led by its Director and President of the Board, Jawad Shah M.D., FRCS, FAANS, FACS, the founder of Insight. Insight has multiple divisions to serve the organization's purpose which is to provide a comprehensive, collaborative approach to patient care with enhanced communication for optimal results. In Michigan, neuroscience, neuromusculoskeletal, and primary care has been a focus for Insight, and each division of the organization works in concert to care for each patient's body, mind, and spirit with a compassionate, humanistic touch.

Insight is a Michigan based healthcare provider that operates a biomedical technology campus, a hospital in Warren, Michigan, multiple ambulatory surgical centers, a chiropractic center, wellness center, rehabilitation therapy facility, imagining center, health and fitness center, and endoscopy center. Insight is also joint venture partners with the University of Michigan in the operation of the Center for Cognition Neuroethics, an endeavor that supports interdisciplinary ventures to create unique, synergistic research that would not be possible in an isolated disciplinary environment.

In addition, Insight operates the Insight Research Institute where several studies are underway that includes innovative work on artificial spinal cords, dementia, and neurofibromatosis. Insight's research efforts are a core focus of the organization where the intention is to develop medical research and technology, driven by a passion to help others regardless of any obstacles and challenges that may occurring around them. Insight collaborates and forms joint-ventures with for-profit and non-profit organizations including educational and academic institutions to help accomplish the mission of solving the most complex medical problems.

Dr. Shah and the Insight executive team have the exact type of background and necessary experience that will benefit the facility and surrounding community. The hospital that Insight operates in Warren is a testament to their abilities. The hospital in Warren was a long-time facility that has been in the community for over 40 years and was distressed, and on the verge of closing. Insight acquired the hospital and led turnaround efforts ensuring continued access to care to the surrounding community. In their Michigan facilities, Insight works with a high a Medicaid population, and is confident in their ability to provide high quality care regardless of a patient's ability to pay for the care. The goal for the Mercy Hospital & Medical Center is to foster a positive environment and develop a facility that will become a desired destination for healthcare services.

The executive team has also been sought out for the turnaround of another facility in Pontiac, Michigan. In that instance, the Insight team offered guidance that led to an increase in service lines with a focus on providing cost effective, high quality care to the community while identifying gaps that existed for treatment of patients. This model allowed for continued investment in the facility with several capital improvement projects undertaken and ongoing.

Dr. Shah and members of the Insight executive team also maintain strong ties to the community where they provide healthcare and intend to bring this same approach to the community surrounding Mercy. As Chairman of the Board of Sylvester Broome Empowerment Village (“SBEV”), Dr. Shah has invested significant resources in the community through this entity. SBEV offers free, year round programming, to youth ages 5-17 in the Flint area. Insight recognizes that true success not only means the continued operation of the hospital, but it means having the support and engagement of the community. Insight recognizes that community stakeholders on the ground have already begun important work and looks forward to learning, listening, and contributing to those efforts.

Insight is committed to bringing this type of dedication and successful track record to the South Side of Chicago.

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

The applicant, Insight Chicago, Inc. (“Insight”) proposes to acquire Mercy Hospital & Medical Center (“Hospital”) located at 2525 South Michigan Avenue, Chicago, Illinois 60616.

The Hospital is currently owned and operated by Mercy Hospital and Medical Center, an Illinois not-for-profit corporation (“Mercy Hospital”). Mercy Health System of Chicago, an Illinois not-for-profit corporation (“Mercy System”), is the sole member of Mercy Hospital and Medical Center. Trinity Health Corporation, an Indiana non-profit corporation (“Trinity”), is the sole member of Mercy System.

On February 10, 2021, Mercy Health System of Chicago and Mercy Hospital and Medical Center filed voluntary petitions for protection under Chapter 11 of the United States Bankruptcy Code with the Bankruptcy Court for the Northern District of Illinois, See In re: Mercy Hospital and Medical Center, et al., Case No. 21-01805 (Bankr. N.D. Ill.).

If this Project is approved, and the proposed transaction documents associated with the change of ownership contemplated by this Project are finalized, Mercy Hospital and Mercy System would ultimately seek permission from the Bankruptcy Court to dismiss the Chapter 11 bankruptcy proceedings, and Mercy Hospital and Mercy System would work with Insight to ensure a smooth transition of services to Insight.

In addition, the pending Certificate of Need Application regarding the discontinuation of the Hospital (Project #20-039) would be deferred and then ultimately withdrawn as part of the ownership transfer process.

The assets to be transferred in this transaction included the following:

- Real property where the facility is located;
- Leasehold interests;
- Equipment necessary for the continued operation of the facility;
- Designated contracts;
- Warranties on equipment;
- Supplies, drugs, food, janitorial, and office supplies located in the facility; and
- Telephone numbers, and marketing materials.

The facility will continue to exist and serve patients thereafter. However, as part of the transaction the facility will no longer be operated as a Catholic facility and will discontinue the “Mercy” name after transfer of operational control of the facility. Insight understands its obligation to provide notice to the HFSRB and IDPH regarding the name of the facility.

Insight will continue to operate the hospital at the same location under a new operating license and will seek to improve and maintain quality access to care for this community. Insight is not seeking to add or discontinue any categories of service as part of this Change of Ownership, but reserves the right to make adjustments in services based on its assessment of community need.

**Section 1130.520(b)(1)(D) - Entity to be Licensed After Transaction**

*"Name of the person who will be licensed or certified entity after the transaction"*

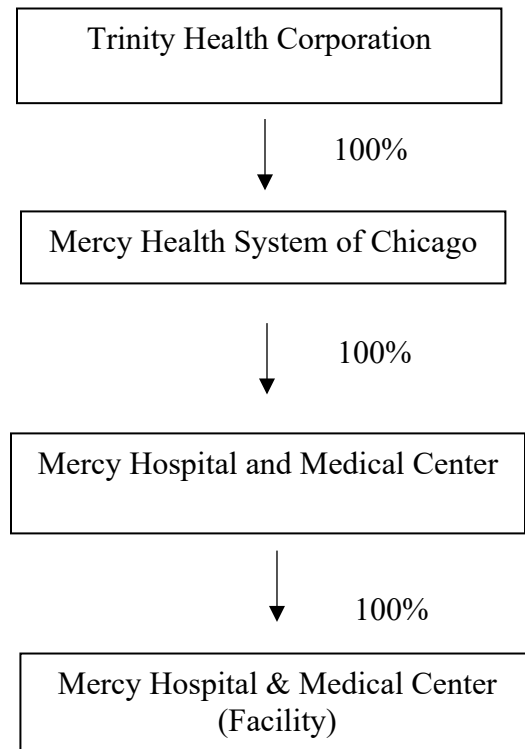
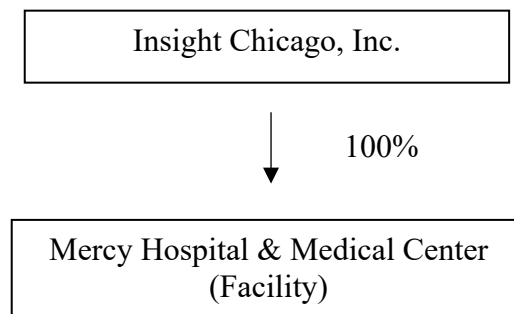
As a consequence of the proposed transaction the licensee will become Insight Chicago, Inc.



**Section 1130.520(b)(1)(E) - List of ownership**

*“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.”*

Organizational charts showing the current interest structure of the applicant facility and the post-change ownership interest are shown below.

**Pre-Transaction Organizational Chart****Post-Transaction Organizational Chart**

**Section 1130.520(b)(1)(F) - Fair Market Value of the Transaction**

*“Fair market value of assets to be transferred.”*

The purchase price of \$1 is based on an arm’s length transaction. The fair market value of the assets acquired through this transaction are the same as the purchase price.

**Section 1130.520(b)(1)(G) - Purchase Price**

*“The purchase price or other forms of consideration to be provided for those assets.”*

The purchase price for certain assets of Mercy Hospital and Medical Center is \$1.00. No other forms of consideration are to be provided for the assets.

**Section 1130.520(b)(2) - Outstanding Permits**

*“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”*

In accordance with 77 Ill. Admin. Code 1130.520, the applicants, by their signatures to the Certification pages of this application, affirm that any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Admin. Code 1130.520.

**Section 1130.520(b)(3) - Hospital Charity Care**

*"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"*

Please see the attached letter.



4800 S. Saginaw St.  
Suite 1800  
Flint, MI 48907  
Phone (810) 732-8336  
Fax (810) 963-1674  
inn.com

March 2, 2021

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

Dear Ms. Avery:

As representative of Insight Chicago Inc., I, Jawad Shah, M.D., affirm 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 for a two-year period following the change of ownership transaction.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

A handwritten signature in black ink, appearing to be 'Jawad Shah', written over a horizontal line.

Jawad Shah M.D., FRCS, FAANS, FACS  
Director  
Insight Chicago, Inc.

**Section 1130.520(b)(4) - Anticipated Benefits for the Community and Facility**

*“A statement as to the anticipated benefits of the proposed changes in ownership to the community”*

This transaction allows the Hospital to remain open so it can continue to provide essential healthcare services to the South Side of Chicago. Insight Chicago, Inc. has had successful historical experience with the acquisition, operation, and improvement of other distressed community hospitals in the state of Michigan as described earlier in the application. The approval of this application will maintain vital health services in the community and the continued operation of a necessary facility.

The continued operation of this facility is in alignment with the principles of the HFSRB program, which is to increase, or in this case maintain access to quality care for underserved communities.

Insight Chicago, Inc. is prepared to assume ownership and operation of the facility as a full service acute care community hospital. The new ownership will continue to assess the needs of the community with an openness to adjustment of services as will best meet the needs of the hospital's ability to continue operations while ensuring that needs of the community it serves are met.

**Section 1130.520(b)(5) - Anticipated Cost Savings for the Community and Facility**

*“The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership”*

Insight Chicago, Inc. recognizes the opportunity for operational improvements that will enable the community and the facility to benefit from these efficiencies. The executive team that will manage operations of the facility has the requisite experience operating a health system in the Flint, Michigan community. Their Michigan based operations include a hospital, multiple ambulatory surgical centers, a biomedical campus, research division, healing center and wellness center. The executive team has also been engaged in a hospital turnaround in the Pontiac, Michigan community. Where service line offerings increased, and there have been significant investment in various capital improvements.

Importantly, Insight Chicago, Inc. recognizes that there is ample opportunity for reinvestment within the community and the facility. The Insight approach to healthcare is holistic and involves not only an emphasis on efficient hospital operations, but on providing the highest quality care for all patients regardless of their ability to pay.

Dr. Shah and the Insight team also strongly believe in community investment outside of the four walls of the hospitals they operate. Dr. Shah has invested significant resources in the community through his service as Chairman and through his financial support of the Sylvester Broome Empowerment Village (“SBEV”) in Flint. SBEV offers free, year round programming, to youth ages 5-17 in the Flint, MI area. Their programs are taught by local professionals who dedicate their time to reinvest their skills and knowledge, and give back to the young people teaching in 10 different areas. The Insight teams looks forward to engaging community stakeholders to develop relationships and support the important ongoing community work.

The issues facing the patients of the Flint area in many instances mirror those of the patients of Mercy. There are also parallels between the demographics of Mercy patient base and the patients served by Insight in Michigan. This is part of what made this an attractive opportunity for a group looking to operate and improve upon distressed community hospitals where they know they can make a sustained impact.



**Section 1130.520(b)(6) - Quality Improvement Plan**

*“A description of the facility's quality improvement program mechanism that will be utilized to assure quality control”*

The applicant facility's quality improvement program mechanism will not change as a result of the proposed transaction.

**Section 1130.520(b)(7) - Facility Governing Body**

*“A description of the selection process that the acquiring entity will use to select the facility's governing body”*

The governing board for the facility will include Jawad Shah M.D., FRCS, FAANS, FACS, Atif Bawahab, and Atiq Nakrawala. Ultimately, it is the goal of Insight Chicago, Inc. to select a governing board that is reflective of and draws from the community and is committed to the continued successful operation of the hospital and its ability to serve this community.

**Section 1130.520(b)(9) - Summary of Proposed Changes Within 24 Months**

*“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.”*

Insight Chicago, Inc. is undertaking this project with the intent of operating a full service acute care hospital and doing so for the benefit of the community. The Hospital is currently licensed for 412 total beds in the Review Board’s inventory. At this point, given the average daily census at the Hospital over the past decade, it is likely that the Hospital has too many total licensed beds in the Review Board’s inventory. Upon taking operational control of the facility the applicants will assess and evaluate the needs of the community and reserves the right to pursue any changes that would best serve the needs of the community and continued operation of the facility. Insight Chicago, Inc. is committed to maintaining a basic level emergency department and the existing categories of service approved for the facility including the following:

- Medical Surgical Beds;
- Intensive Care Unit Beds;
- Obstetric Gynecology Beds;
- Acute Mental Illness Beds; and
- Inpatient Rehabilitation Beds.

Insight Chicago, Inc. is not undertaking this change of ownership with specific anticipated changes to the scope of services or levels of care currently provided at the facility that would occur within 24-months related to the proposed transaction, but in the event that there are necessary or recommended changes to the services to be provided, Insight Chicago, Inc. will adhere to the requisite CON and IDPH requirements and will submit the necessary applications for any modification of services to be considered.

## ATTACHMENT 7

## CHARITY CARE INFORMATION

The amount of charity care for the last three years provided by the applicants are included in the tables below. Insight Chicago, Inc. is unable show charity care as defined by the Health Facilities and Services Review Board as they do not own facilities in Illinois. However, they maintain a strong commitment to serving the under and uninsured population in the community without regard to their ability to pay for those services.

<b>Mercy Hospital &amp; Medical Center</b>			
	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Net Patient Revenue (\$)</b>	<b>\$234,663,000</b>	<b>\$222,850,173</b>	<b>\$224,729,000</b>
Amount of Charity Care (charges)	\$12,499,199	\$12,236,713	\$9,119,928
Cost of Charity Care (\$)	\$4,408,423	\$4,348,972	\$3,281,000
Total Charity Care as % of Net Revenue	1.88%	1.95%	1.46%

<b>Gottlieb Memorial Hospital- Loyola Medicine</b>			
	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Net Patient Revenue (\$)</b>	<b>\$126,094,287</b>	<b>\$114,399,811</b>	<b>\$127,666,402</b>
Amount of Charity Care (charges)	\$5,071,456	\$2,700,521	\$1,840,578
Cost of Charity Care (\$)	\$1,038,059	\$1,291,050	\$362,619
Total Charity Care as % of Net Revenue	0.82%	1.1%	0.28%

<b>Loyola University Medical Center</b>			
	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Net Patient Revenue (\$)</b>	<b>1,145,582,319</b>	<b>\$1,130,813,116</b>	<b>\$1,249,236,000</b>
Amount of Charity Care (charges)	\$30,561,525	\$12,916,804	\$20,548,628
Cost of Charity Care (\$)	\$8,457,963	\$6,789,656	\$5,596,467
Total Charity Care as % of Net Revenue	0.74%	0.60%	0.45%

<b>MacNeal Hospital</b>			
	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Net Patient Revenue (\$)</b>	<b>\$249,327,525</b>	<b>\$257,712,607</b>	<b>\$320,283,046</b>
Amount of Charity Care (charges)	\$2,552,349	\$7,553,987	\$28,495,214
Cost of Charity Care (\$)	\$2,552,349	\$3,408,002	\$3,857,854
Total Charity Care as % of Net Revenue	1.0%	1.3%	1.2%

The above charity care information is from the 2017, 2018 and 2019 Hospital Profiles for each facility.

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
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