

**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: Linden Oaks Behavioral Health		
Street Address: 852 South West Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 007	Health Planning Area: A-05

Legislators

State Senator Name: Laura Ellman
State Representative Name: Janet Yang Rohr

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

Exact Legal Name: NS-EE Holdings
Street Address: 1301 Central Street
City and Zip Code: Evanston, Illinois 60201
Name of Registered Agent: Kristen Murtos
Registered Agent Street Address: 1301 Central Street
Registered Agent City and Zip Code: Evanston, Illinois 60201
Name of Chief Executive Officer: Gerald P. Gallagher
CEO Street Address: 1301 Central Street
CEO City and Zip Code: Evanston, Illinois 60201
CEO Telephone Number: 847-570-2000

Type of Ownership of Applicants

<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	<input type="checkbox"/>

- Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

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

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APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION**

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Street Address: 852 South West Street		
City and Zip Code: Naperville, Illinois 60540		
County: DuPage	Health Service Area: 007	Health Planning Area: A-05

Legislators

State Senator Name: Laura Ellman
State Representative Name: Janet Yang Rohr

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

Exact Legal Name: Edward-Elmhurst Healthcare
Street Address: 801 South Washington Street
City and Zip Code: Naperville, Illinois 60540
Name of Registered Agent: Chris J. Mollet
Registered Agent Street Address: 4201 Winfield Drive
Registered Agent City and Zip Code: Warrenville, Illinois 60555
Name of Chief Executive Officer: Mary Lou Mastro
CEO Street Address: 801 South Washington Street
CEO City and Zip Code: Naperville, Illinois 60540
CEO Telephone Number: 630-527-3010

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	<input type="checkbox"/>

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Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Avenue, Evanston, Illinois 60201
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E-mail Address: sbautista@northshore.org

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County: DuPage	Health Service Area: 007	Health Planning Area: A-05

Legislators

State Senator Name: Laura Ellman
State Representative Name: Janet Yang Rohr

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

Exact Legal Name: Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health
Street Address: 852 South West Street
City and Zip Code: Naperville, Illinois 60540
Name of Registered Agent:
Registered Agent Street Address:
Registered Agent City and Zip Code:
Name of Chief Executive Officer: Gina Sharp
CEO Street Address: 852 South West Street
CEO City and Zip Code: Naperville, Illinois 60540
CEO Telephone Number: 630-305-5027

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input checked="" 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">Corporations and limited liability companies must provide an Illinois certificate of good standing.Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.	
APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Primary Contact [Person to receive ALL correspondence or inquiries]

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

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

Name: Chris Mollet
Title: System EVP, General Counsel
Company Name: Edward-Elmhurst Health
Address: 4201 Winfield Road, Warrenville, Illinois 60555
Telephone Number:
E-mail Address: Chris.Mollet@EEHealth.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: Shivani Bautista
Title: General Counsel
Company Name: NorthShore University HealthSystem
Address: 1301 Central Avenue, Evanston, Illinois 60201
Telephone Number: 847-570-2000
E-mail Address: sbautista@northshore.org
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health
Address of Site Owner: 852 South West Street, Naperville, Illinois 60540
Street Address or Legal Description of the Site: 852 South West Street, Naperville, Illinois 60540 Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Current Operating Identity/Licensee

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

Exact Legal Name: Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health			
Address: 852 South West Street, Naperville, Illinois 60540			
<input type="checkbox"/>	Non-profit Corporation	<input checked="" 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		<input type="checkbox"/>

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health

Address: 852 South West Street, Naperville, Illinois 60540

- ☐ Non-profit Corporation
☐ For-profit Corporation
☐ Limited Liability Company
☐ Other

- ☒ Partnership
☐ Governmental
☐ Sole Proprietorship

☐

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Narrative Description

In the space below, provide a brief narrative description of the change of ownership. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site.

NorthShore University Health System, an Illinois not-for-profit corporation ("NorthShore") and Edward-Elmhurst Health, an Illinois not-for-profit ("EEH") intend to enter into an affiliation transaction whereby a new parent entity, NS-EE Holdings will be formed to serve as the sole corporate parent of the two existing health systems, NorthShore and EEH. The planned transaction is scheduled to close December 31, 2021 or as soon thereafter as all closing conditions have been satisfied.

Subject to approval of this Certificate of Exemption application, neither the licensed facility of the hospital nor the legal entity will change as a result of the NorthShore and EEH affiliation. No consideration (money, property or other assets) will be exchanged between NorthShore and EEH in connection with the affiliation agreement.

Upon consummation of the transaction, the Board of Directors of NS-E Holdings will be comprised of community members representing NorthShore, EEH, Swedish Hospital and Northwest Community Hospital.

Related Project Costs

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

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: \$ _____
Fair Market Value: \$ _____

Project Status and Completion Schedules

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

Edward-Elmhurst Health Woodridge Medical Office Building (Proj. No. 20-018)

- CON permit approved June 23, 2020
- Financial commitment occurred on September 17, 2020
- Project completion anticipated on August 1, 2021

Anticipated exemption completion date (refer to Part 1130.570): December 31, 2021 or as soon thereafter as all closing conditions have been satisfied

State Agency Submittals

Are the following submittals up to date as applicable:

- ☐ Cancer Registry **NOT APPLICABLE**
☐ APORS **NOT APPLICABLE**
☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
☒ All reports regarding outstanding permits

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

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

CERTIFICATION

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

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

This Application is filed on the behalf of NS-EE Holdings 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

Gerald P. Gallagher

Printed Name

President & Chief Executive Officer

Printed Title


Signature

Doug Welday

Printed Name

Chief Financial Officer

Printed Title

Notarization:

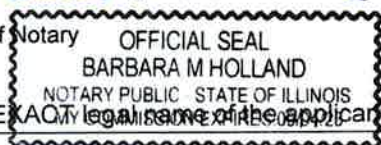
Subscribed and sworn to before me
this 14th day of September, 2021



Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



Notarization:

Subscribed and sworn to before me
this 14th day of September 2021



Signature of Notary

Seal



CERTIFICATION

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- 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 Edward-Elmhurst 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.

Mary Lou Mastro
Signature

Mary Lou Mastro

Printed Name

System CEO

Printed Title

Denise Chamberlain
Signature

Denise Chamberlain

Printed Name

System EVP and Chief Financial Officer

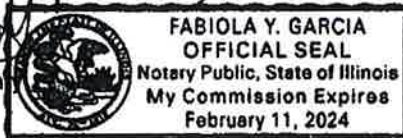
Printed Title

Notarization:

Subscribed and sworn to before me
this 10 day of September, 2021

Fabiola Y. Garcia
Signature of Notary

Seal



Notarization:

Subscribed and sworn to before me
this 10 day of September, 2021

Marna J. Rush
Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

CERTIFICATION

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- 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 Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health 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.

Gina Sharp
Signature

Gina Sharp
Printed Name

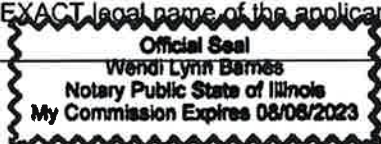
President & Chief Executive Officer
Printed Title

Notarization:
Subscribed and sworn to before me
this 10 day of September 2021

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



Mary Lou Mastro
Signature

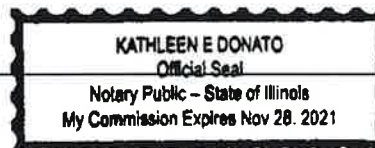
MARY LOU MASTRO
Printed Name

SYSTEM CEO
Printed Title

Notarization:
Subscribed and sworn to before me
this 13 day of September 2021

Signature of Notary

Seal



SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and
this 13 day

September
2021

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."

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

APPLICABLE REVIEW CRITERIA	CHOW
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 <u>ATTACHMENT 6</u> , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

SECTION IV.CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 7.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

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

Section I, Identification, General Information, and Certification
Applicants

Certificates of Good Standing for NS-EE Holdings and Edward Elmhurst Healthcare are attached at Attachment – 1.

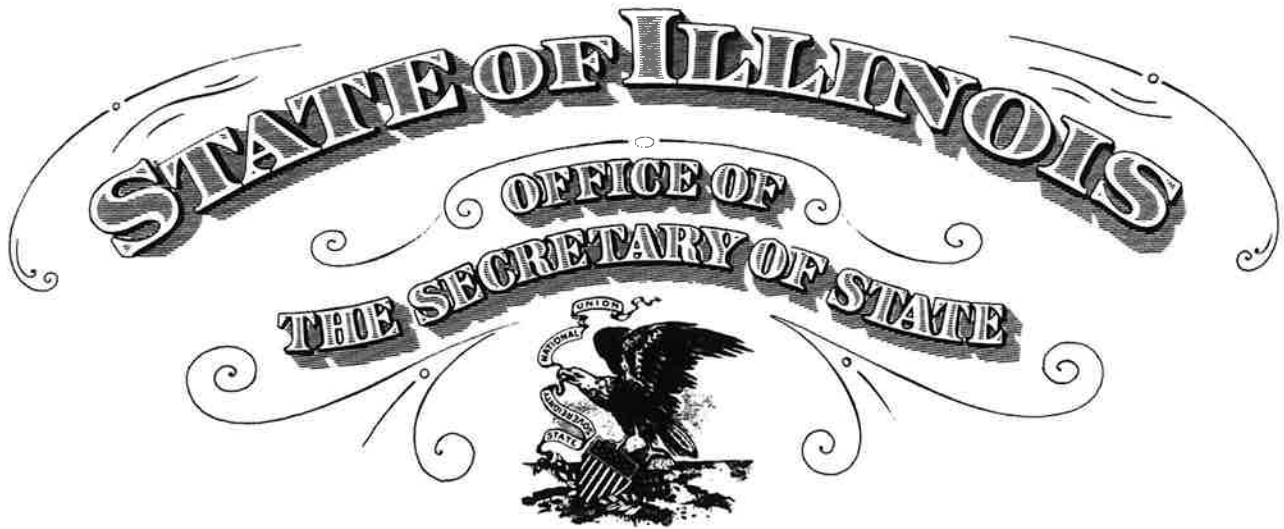
Edward-Elmhurst Healthcare ("EEH") is the corporate parent of Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health ("Linden Oaks")

Linden Oaks is the operator/licensee of the hospital. As a general partnership, there is no certificate of good standing for Linden Oaks.

NS-EE Holdings will be the entity sole member of EEH after closing of the planned transaction.

File Number

7305-903-8



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

NS-EE HOLDINGS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 14, 2021, 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 14TH day of SEPTEMBER A.D. 2021 .

Jesse White

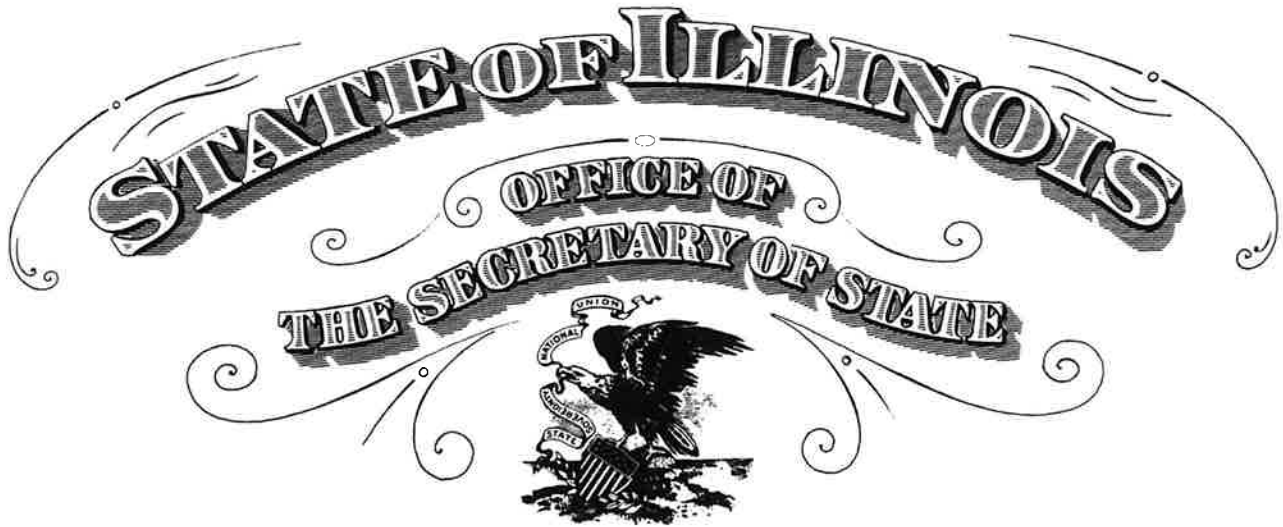
SECRETARY OF STATE

Authentication #: 2125703034 verifiable until 09/14/2022

Authenticate at: <http://www.ilsos.gov>

File Number

5464-307-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

EDWARD-ELMHURST HEALTHCARE, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 27, 1987, 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 3RD day of SEPTEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Authentication #: 2124600982 verifiable until 09/03/2022

Authenticate at: <http://www.ilsos.gov>

Section I, Identification, General Information, and Certification

Site Ownership

By signing the certification within this application, the Applicants attest that Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health is the owner of the land and buildings located at 852 South West Street, Naperville, Illinois 60540.

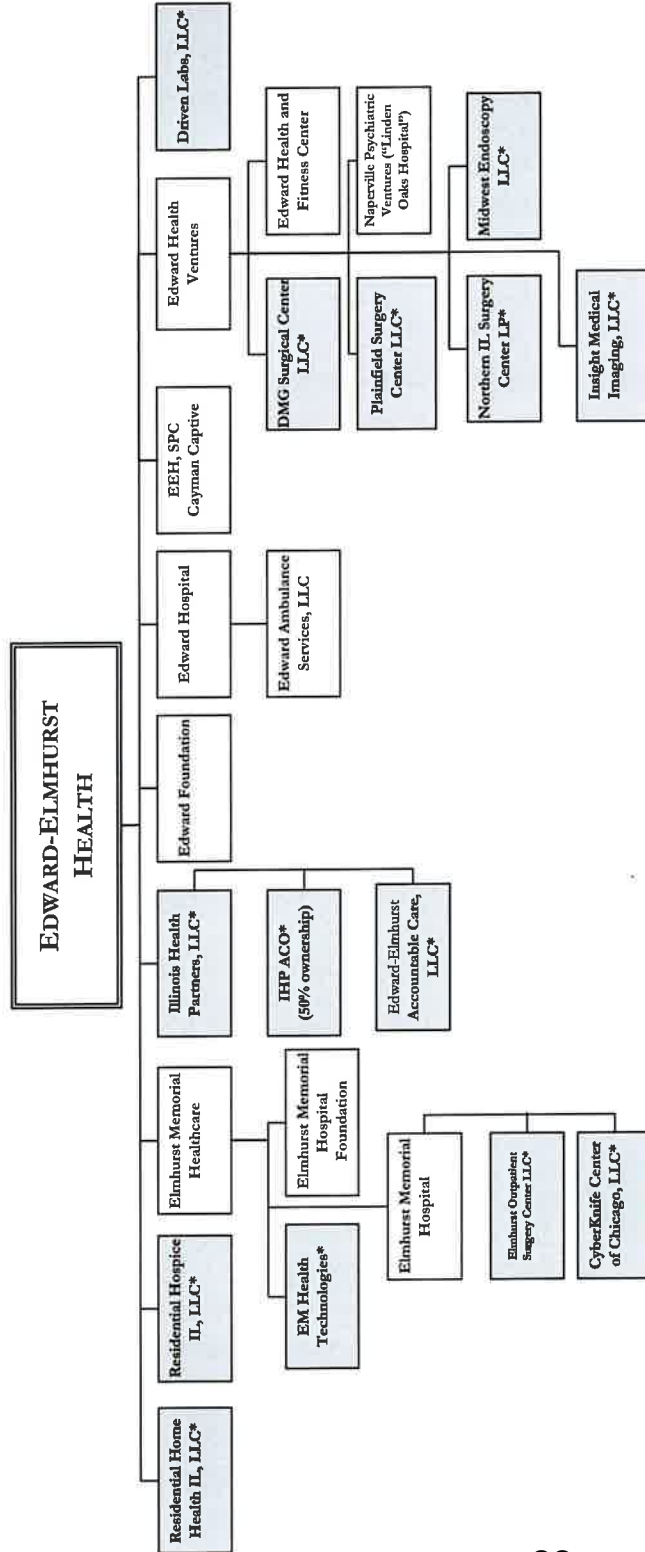
Section I, Identification, General Information, and Certification
Operating Identity/Licensee

Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health is a general partnership. Accordingly, there is no Illinois certificate of good standing.

Section I, Identification, General Information, and Certification

Organizational Relationships

The organizational charts showing the current organizational structure of Linden Oaks, along with the post-transaction ownership structure are attached at Attachment - 4.



Edward-Elmhurst Health ("EEH") is the sole corporate member of Edward Hospital, Edward Health Ventures, Edward Foundation EEH, SPC, Elmhurst Memorial Healthcare, Illinois Health Partners, LLC, and Driven Labs, LLC. EEH participates in the following joint ventures and owns interest as listed:

- Residual Home Health II, LLC (60%)
- Residual Hospice II, LLC (42.5%)

Edward Hospital ("EH") participates in the following joint ventures and owns interest as listed:

- Edward Ambulance Services LLC (55%)

Edward Health Ventures ("EHV") participates in the following joint ventures and owns interest as listed:

- DMG Surgical Center, LLC (12.5%)
- Plainfield Surgery Center, LLC (26%)

Naperville Psychiatric Ventures d/b/a Linden Oaks Hospital (99%)

Northern Illinois Surgery Ctr. Limited Partnership (The Center for Surgery) (33%)

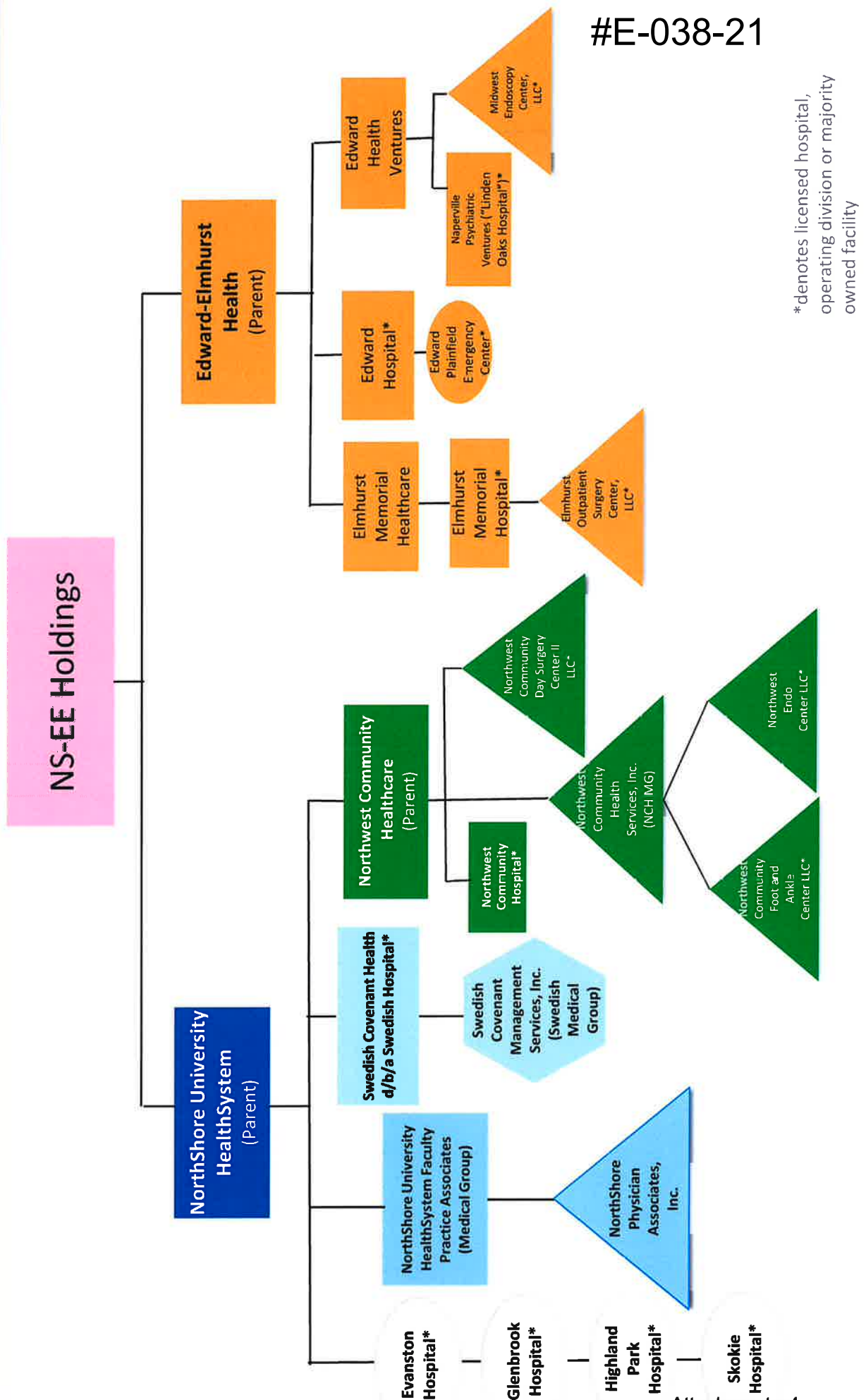
Midwest Endoscopy (51%)

Insight Medical Imaging, LLC (60%)

Elmhurst Memorial Hospital ("EMH") participates in the following joint ventures and owns interest as listed:

- CyberKnife Center of Chicago, LLC (40%)
- Elmhurst Outpatient Surgery Center, LLC (50%)

Post-close Organizational Structure



*denotes licensed hospital, operating division or majority owned facility

Section II, Background of the Applicant

1. A list of health care facilities owned or operated by Edward-Elmhurst Health in Illinois including licensing and certification information is attached at Attachment – 5A.
2. Letters from the Applicants certifying no adverse action has been taken against any facility owned and/or operated by the Applicants in Illinois during the three years prior to filing this application is attached at Attachment – 5C.
3. An authorization permitting the State Board and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted, including, but not limited to: official records of IDPH or other State agencies is attached at Attachment – 5C.

Edward-Elmhurst Health			
Name	Address	License No.	Accreditation Identification No
Edward Hospital	801 South Washington Street Naperville, Illinois 60540	0003905	
Elmhurst Memorial Hospital	155 East Brush Hill Road Elmhurst, Illinois 60126	000575(1)	
Naperville Psychiatric Ventures d/b/a Linden Oaks Hospital	852 South West Street Naperville, Illinois 60540	0005058	
Edward Plainfield Emergency Center	24600 West 127 th Street Plainfield, Illinois 60585	22003	

Edward-Elmhurst Health Health Care Facilities with 5% or Greater Ownership		
Name	Address	License
Elmhurst Outpatient Surgery Center	1200 South York Road, Suite 1400 Elmhurst, Illinois 60126	7002330
Midwest Endoscopy	3811 Highland Avenue Downers Grove, Illinois 60515	7001076
DMG Surgical Center	2725 Technology Drive Lombard, Illinois 60148	7003023
Plainfield Surgery Center	24600 West 127 th Street, Building C Plainfield, Illinois 60585	7003135
Salt Creek Surgery Center	530 North Cass Avenue Westmont, Illinois 60559	7003189

DISPLAY THIS PART IN A
CONSPICUOUS PLACE



**Illinois Department of
PUBLIC HEALTH**



LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Ngozi O. Ezike, M.D.

Director

Issued under the authority of
the Illinois Department of
Public Health

EXPIRATION DATE	CATEGORY	ID NUMBER
06/30/2022	General Hospital	0003905
Effective: 07/01/2021		

**Edward Hospital
801 S Washington St
Naperville, IL 60540**

Exp. Date 06/30/2022

Lic Number 0003905

Date Printed 05/07/2021


Edward Hospital

801 S Washington St
Naperville, IL 60540

FEE RECEIPT NO.

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

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

 Illinois Department of PUBLIC HEALTH		HF 122683	
LICENSE, PERMIT, CERTIFICATION, REGISTRATION			
<small>The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.</small>			
Ngozi O. Ezike, M.D. Director		<small>Issued under the authority of the Illinois Department of Public Health</small>	
<small>EXPIRATION DATE</small> 06/24/2022	<small>CATEGORY</small> General Hospital	<small>ID NUMBER</small> 0005751(1)	
Effective: 06/25/2021			
Elmhurst Memorial Hospital 155 E Brush Hill Rd Elmhurst, IL 60126			
<small>The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18</small>			

Exp. Date 06/24/2022
Lic Number 0005751(1)

Date Printed 04/06/2021

Elmhurst Memorial Hospital
155 E Brush Hill Rd
Elmhurst, IL 60126

FEE RECEIPT NO.

DISPLAY THIS PART IN A
CONSPICUOUS PLACE

**Illinois Department of
PUBLIC HEALTH**



LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Ngozi O. Ezike, M.D.

Director

Issued under the authority of
the Illinois Department of
Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
08/31/2022		0005058
Psychiatric Hospital		
Effective: 09/01/2021		

**Naperville Psychiatric Ventures
dba Linden Oaks Hospital
852 S West St**

Naperville, IL 60540

Exp. Date 08/31/2022

Lic Number 0005058

Date Printed 06/24/2021

**Naperville Psychiatric Ventures
dba Linden Oaks Hospital
852 S West St
Naperville, IL 60540**

FEE RECEIPT NO.

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-483-001 10M 9/18

#E-038-21



Illinois Department of
PUBLIC HEALTH
HF 123678

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Ngozi O. Ezike, M.D.

Issued under the authority of
the Illinois Department of
Public Health

Director

EXPIRATION DATE	CATEGORY	I.D. NUMBER
9/10/2022		22003
Free Standing Emergency Center		
Licensed Beds: 15		

Edward Plainfield Emergency Center
24600 W. 127th Street
Plainfield, IL 60565

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

DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 9/10/2022


Lic Number 22003

Date Printed 8/30/2021

Edward Plainfield Emergency Center

FEE RECEIPT NO.

#E-038-21

 Illinois Department of PUBLIC HEALTH		
HF 122885		
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE	CATEGORY	I.D. NUMBER
06/30/2022		7002330
Ambulatory Surgery Treatment Center		
Effective: 07/01/2021		
Elmhurst Outpatient Surgery Center 1200 S York Rd Ste 1400 Elmhurst, IL 60126		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18		

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 06/30/2022

Lic Number 7002330


Date Printed 05/07/2021

Elmhurst Outpatient Surgery Center

1200 S York Rd Ste 1400
Elmhurst, IL 60126-5633

FEE RECEIPT NO.

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

 Illinois Department of PUBLIC HEALTH			HE 121580
LICENSE, PERMIT, CERTIFICATION, REGISTRATION			
<p>The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.</p>			
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health	
EXPIRATION DATE	CATEGORY	I.D. NUMBER	
01/24/2022		7003127	
Ambulatory Surgery Treatment Center			
Effective: 01/25/2021			
Midwest Endoscopy Center, LLC 1243 Rickert Drive Naperville, IL 60540			
<small>The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001-10M 9/18</small>			

Exp. Date 01/24/2022

Lic Number 7003127

Date Printed 10/27/2020

Midwest Endoscopy Center, LLC

 1243 Rickert Drive
 Naperville, IL 60540-0954

FEE RECEIPT NO.



September 4, 2018

Bill Kottmann, MBA
President and Chief Executive Officer
Edward Hospital
801 South Washington Street
Naperville, IL 60540

Joint Commission ID #: 7394
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards
Compliance
Accreditation Activity Completed : 9/4/2018

Dear Mr. Kottmann:

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

- **Comprehensive Accreditation Manual for Hospital**

This accreditation cycle is effective beginning June 30, 2018 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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



July 22, 2021

Joe Dant, BA, MBA
CEO
Edward Hospital
801 South Washington Street
Naperville, IL 60540

Joint Commission ID #: 7394
Program: Joint Replacement - Hip
Certification Activity: Unannounced Full Event
Certification Activity Completed Date : 7/22/2021

Dear Mr. Dant:

The Joint Commission is pleased to grant your organization a Passed Certification decision for all services reviewed under the applicable manual(s) noted below:

Disease Specific Care Certification Manual

This certification cycle is effective beginning July 23, 2021 and is customarily valid for up to 24 months. Please note, The Joint Commission reserves the right to shorten the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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



May 28, 2021

Pamela Dunley, RN MS MBA CENP
Chief Executive Officer and President
Edward-Elmhurst Health
155 East Brush Hill Road
Elmhurst, IL 60126

Joint Commission ID #: 7341
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards
Compliance
Accreditation Activity Completed : 5/27/2021

Dear Ms. Dunley:

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

Comprehensive Accreditation Manual for Hospitals

This accreditation cycle is effective beginning March 13, 2021 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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



July 27, 2021

Gina Sharp, MBA, FACHE
President
Linden Oaks Hospital
801 South Washington Street
Naperville, IL 60540-6400

Joint Commission ID #: 4973
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards
Compliance
Accreditation Activity Completed : 7/8/2021

Dear Mrs. Sharp:

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

Comprehensive Accreditation Manual for Hospitals

This accreditation cycle is effective beginning April 30, 2021 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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



July 27, 2021

Gina Sharp, MBA, FACHE
President
Linden Oaks Hospital
801 South Washington Street
Naperville, IL 60540-6400

Joint Commission ID #: 4973
Program: Behavioral Health Care and Human Services
Accreditation Activity: 60-day Evidence of Standards
Compliance
Accreditation Activity Completed : 7/8/2021

Dear Mrs. Sharp:

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

Comprehensive Accreditation Manual for Behavioral Health Care and Human Services

This accreditation cycle is effective beginning April 29, 2021 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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

Elmhurst Outpatient Surgery Center, LLC

Elmhurst, IL

has been Accredited by



The Joint Commission


Which has surveyed this organization and found it to meet the requirements for the
Ambulatory Health Care Accreditation Program

February 18, 2017

Accreditation is customarily valid for up to 36 months.


Craig W. Jones, FACHE
Chair, Board of Commissioners

ID #257710
Print/Reprint Date: 06/12/2017


Mark R. Chassin, MD, FACP, MPP, MPH
President

The Joint Commission is an independent, not-for-profit national body that oversees the safety and quality of health care and other services provided in accredited organizations. Information about accredited organizations may be provided directly to The Joint Commission at 1-800-994-6610. Information regarding accreditation and the accreditation performance of individual organizations can be obtained through The Joint Commission's web site at www.jointcommission.org.





ACCREDITATION ASSOCIATION
for AMBULATORY HEALTH CARE, INC.

ACCREDITATION NOTIFICATION

March 3, 2021

Organization #	78412	Program Type	Ambulatory Surgery Center
Decision Recipient	Mrs. Nancy A Fielden, RN	CCN	14C0001134
Organization Name	Midwest Endoscopy Center, LLC		
Address	1243 Rickert Drive,		
City	State	Zip	
Naperville	IL	60540-0954	

Dear Midwest Endoscopy Center, LLC,

As an ambulatory surgery center (ASC) that has undergone the AAAHC/Medicare Deemed Status Survey, your ASC has demonstrated its compliance with the AAAHC Standards and all Medicare Conditions for Coverage (CfC).

Survey Date	1/26/2021-1/27/2021	Deficiency Level	Standard level
Type of Survey	Re-accreditation/Medicare Deemed Status		
Acceptable PoC Received	2/26/2021	Correction Method	Plan of Action, Self Attestation, Document Review

Congratulations!

The AAAHC Accreditation Committee recommends your ASC for participation in the Medicare Deemed Status program. The Centers for Medicare and Medicaid Services (CMS) has the final authority to determine participation and effective dates in Medicare Deemed Status in accordance with the regulations at 42 CFR 489.13.

Accreditation Type	Full Accreditation	Recommend Medicare Deemed Status	Yes
Accreditation Term Begins	3/7/2021	Accreditation Term Expires	3/6/2024

Special CC: CMS CO - Baltimore
CMS RO V - Chicago

Accreditation Renewal Code: A44CEF3A7841

Next Steps

- Leadership and staff of your ASC should take time to thoroughly review your Survey Report and Plan of Correction (PoC).
 - Subsequent surveys by AAAHC will seek evidence that deficiencies from this survey were addressed within the timeframes of your PoC.
 - The Summary Table provides an overview of compliance for each chapter applicable to your organization.

Organization # 78412 Organization: Midwest Endoscopy Center, LLC
March 3, 2021

Page 2

2. AAAHC requires **notification of any changes** within your organization in accordance with policies and procedures in the front section of the *Accreditation Handbook*. Visit the AAAHC website "I want to" section and select "Notify AAAHC of a change in my organization" and follow instructions.
3. AAAHC Standards, policies and procedures are reviewed and revised on an ongoing basis. You are invited to participate in the review through the periodic public comment process. Your organization will be notified when the proposed changes are available for review. You may also check the AAAHC website for details.
4. Accredited ASCs are required to maintain operations in compliance with the current AAAHC policies and Standards, which include the CMS Conditions for Coverage. Updates are published in the AAAHC *Handbooks*. Any mid-year updates are announced and posted to the AAAHC website, www.aaahc.org.
5. In order to ensure uninterrupted accreditation, your ASC should submit the *Application for Survey* approximately five months prior to the expiration of your term of accreditation. In states for which accreditation is mandated by law, the *Application* should be submitted six months in advance to ensure adequate time for review and scheduling the survey.

NOTE: You will need the Accreditation Renewal Code found above to submit your renewal application.

Additional Information

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

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

Debra Savage
 Chair
 Illinois Health Facilities and Services Review Board
 525 West Jefferson Street, 2nd Floor
 Springfield, Illinois 62761

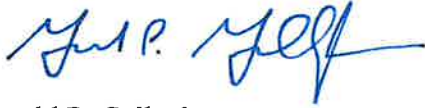
Dear Chair Savage:

Pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(C), I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 of the following:

1. NS-EE Holdings has not had any adverse action (as that term is defined in 77 Ill. Admin. Code §1130.140 against any Illinois health care facility owned and operated by it during the three-year period immediately prior to the filings of Certificate of Exemption ("COE") applications related to the change of control of (i) NorthShore University HealthSystem Evanston Hospital located at 2650 Ridge Avenue, Evanston, Illinois 60201; (ii) NorthShore University HealthSystem Glenbrook Hospital located at 2100 Pfingsten Road, Glenview, Illinois 60026; (iii) NorthShore University HealthSystem Highland Park Hospital located at 777 Park Avenue West, Highland Park, Illinois 60035; (iv) NorthShore University HealthSystem Skokie Hospital located at 9600 Gross Pointe Road, Skokie, Illinois 60076; (v) Swedish Hospital located at 5140 North California Avenue, Chicago, Illinois 60625; (vi) Northwest Community Hospital located at 850 West Central Road, Arlington Heights, Illinois 60005; (vii) Northwest Community Day Surgery Center II, LLC located at 675 West Kirchoff Road, Arlington Heights, Illinois 60005 (viii) Northwest Community Foot and Ankle Center, LLC located at 1455 East Golf Road, Des Plaines, Illinois 60016, (ix) Northwest Endo Center LLC located at 1415 South Arlington Heights Road, Arlington Heights, Illinois 60005, (x) Edward Hospital located at 801 South Washington Street, Naperville, Illinois 60540; (xi) Elmhurst Memorial Hospital located at 155 East Brush Hill Road, Elmhurst, Illinois 60126; (xii) Linden Oaks Behavioral Health located at 852 South West Street, Naperville, Illinois 60540 (xiii) Elmhurst Outpatient Surgery Center, LLC located at 1200 South York Road, Suite, 1400, Elmhurst, Illinois 60126, (xiv) Midwest Endoscopy Center, LLC located at 1243 Ricket Drive, Naperville, Illinois 60540 and (xv) Edward Plainfield Emergency Center located at 24600 West 127th Street Building A, Plainfield, Illinois 60585.
2. NS-EE Holdings authorizes the Illinois Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by NS-EE Holdings in connection with

the COE filing requirements or to obtain any documentation or information which the HFSRB or IDPH finds pertinent to the COE applications noted above.

Sincerely,



Gerald P. Gallagher
President and Chief Executive Officer
NS-EE Holdings

Subscribed and sworn to me
This 14th day of September 2021

Barbara M. Holland
Notary Public



Debra Savage
 Chair
 Illinois Health Facilities and Services Review Board
 525 West Jefferson Street, 2nd Floor
 Springfield, Illinois 62761

Dear Chair Savage:

Pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(C), I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 of the following:

1. Edward-Elmhurst Healthcare has not had any adverse action (as that term is defined in 77 Ill. Admin. Code § 1130.140 against any Illinois health care facility owned and operated by it during the three-year period immediately prior to the filings of Certificate of Exemption ("COE") applications related to the change of control of (i) NorthShore University HealthSystem Evanston Hospital located at 2650 Ridge Avenue, Evanston, Illinois 60201; (ii) NorthShore University HealthSystem Glenbrook Hospital located at 2100 Pfingsten Road, Glenview, Illinois 60026; (iii) NorthShore University HealthSystem Highland Park Hospital located at 777 Park Avenue West, Highland Park, Illinois 60035; (iv) NorthShore University HealthSystem Skokie Hospital located at 9600 Gross Pointe Road, Skokie, Illinois 60076; (v) Swedish Hospital located at 5140 North California Avenue, Chicago, Illinois 60625; (vi) Northwest Community Hospital located at 850 West Central Road, Arlington Heights, Illinois 60005; (vii) Northwest Community Day Surgery Center II, LLC located at 675 West Kirchoff Road, Arlington Heights, Illinois 60005 (viii) Northwest Community Foot and Ankle Center, LLC located at 1455 East Golf Road, Des Plaines, Illinois 60016, (ix) Northwest Endo Center LLC located at 1415 South Arlington Heights Road, Arlington Heights, Illinois 60005, (x) Edward Hospital located at 801 South Washington Street, Naperville, Illinois 60540; (xi) Elmhurst Memorial Hospital located at 155 East Brush Hill Road, Elmhurst, Illinois 60126; (xii) Linden Oaks Behavioral Health located at 852 South West Street, Naperville, Illinois 60540 (xiii) Elmhurst Outpatient Surgery Center, LLC located at 1200 South York Road, Suite, 1400, Elmhurst, Illinois 60126, (xiv) Midwest Endoscopy Center, LLC located at 1243 Ricket Drive, Naperville, Illinois 60540 and (xv) Edward Plainfield Emergency Center located at 24600 West 127th Street Building A, Plainfield, Illinois 60585.
2. Edward-Elmhurst Healthcare authorizes the Illinois Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by Edward-Elmhurst Healthcare in connection with the COE filing requirements or to obtain any documentation

Edward Hospital
 801 S. Washington Street
 Naperville, IL 60540

Elmhurst Hospital
 155 E. Brush Hill Road
 Elmhurst, IL 60126

EEHealth.org

Attachment - 5C

or information which the HFSRB or IDPH finds pertinent to the COE applications noted above.

Sincerely,

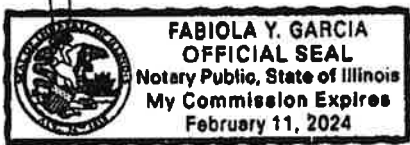
Mary Lou Mastro

Mary Lou Mastro
System Chief Executive Officer
Edward-Elmhurst Healthcare

Subscribed and sworn to me,
This 10 day of September, 2021

Fabiola Y. Garcia

Notary Public



Healthy Driven**Linden Oaks**
BEHAVIORAL HEALTH

Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Chair Savage:

Pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(C), I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 of the following:

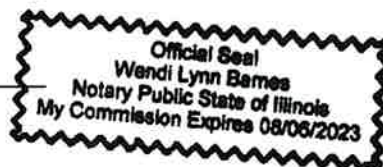
1. Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health has not had any adverse action (as that term is defined in 77 Ill. Admin. Code § 1130.140 against any Illinois health care facility owned and operated by it during the three-year period immediately prior to the filings of Certificate of Exemption ("COE") applications related to the change of control of (i) NorthShore University HealthSystem Evanston Hospital located at 2650 Ridge Avenue, Evanston, Illinois 60201; (ii) NorthShore University HealthSystem Glenbrook Hospital located at 2100 Pfingsten Road, Glenview, Illinois 60026; (iii) NorthShore University HealthSystem Highland Park Hospital located at 777 Park Avenue West, Highland Park, Illinois 60035; (iv) NorthShore University HealthSystem Skokie Hospital located at 9600 Gross Pointe Road, Skokie, Illinois 60076; (v) Swedish Hospital located at 5140 North California Avenue, Chicago, Illinois 60625; (vi) Northwest Community Hospital located at 850 West Central Road, Arlington Heights, Illinois 60005; (vii) Northwest Community Day Surgery Center II, LLC located at 675 West Kirchoff Road, Arlington Heights, Illinois 60005 (viii) Northwest Community Foot and Ankle Center, LLC located at 1455 East Golf Road, Des Plaines, Illinois 60016, (ix) Northwest Endo Center LLC located at 1415 South Arlington Heights Road, Arlington Heights, Illinois 60005, (x) Edward Hospital located at 801 South Washington Street, Naperville, Illinois 60540; (xi) Elmhurst Memorial Hospital located at 155 East Brush Hill Road, Elmhurst, Illinois 60126; (xii) Linden Oaks Behavioral Health located at 852 South West Street, Naperville, Illinois 60540 (xiii) Elmhurst Outpatient Surgery Center, LLC located at 1200 South York Road, Suite, 1400, Elmhurst, Illinois 60126, (xiv) Midwest Endoscopy Center, LLC located at 1243 Ricket Drive, Naperville, Illinois 60540 and (xv) Edward Plainfield Emergency Center located at 24600 West 127th Street Building A, Plainfield, Illinois 60585.
2. Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health authorizes the Illinois Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") to access information to verify documentation or information submitted by Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health in connection with the COE filing requirements or to obtain any documentation or information which the HFSRB or IDPH finds pertinent to the COE applications noted above.

Sincerely,



Gina Sharp
President & Chief Executive Officer
Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health

Subscribed and sworn to me
This 10 day of September, 2021


Notary Public


Linden Oaks Behavioral Health
852 S. West Street
Naperville, IL 60540

EEHealth.org/LindenOaks

Attachment - 5C

Section III, Change of Ownership (CHOW)**Criterion 1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Applicable Review Criteria – CHOW****1. 1130.520(b)(1)(A) – Names of the Parties**

Linden Oaks is the operator/licensee of the hospital.

Edward-Elmhurst Health ("EEH") is the sole corporate member of Edward Health Ventures, which owns a majority interest (99%) in Linden Oaks.

NS-EE Holdings will be the sole corporate member of EEH.

2. 1130.520(b)(1)(C) – Structure of the Transaction

NorthShore University Health System, an Illinois not-for-profit corporation ("NorthShore") and Edward-Elmhurst Health, an Illinois not-for-profit ("EEH") intend to enter into an affiliation transaction whereby a new parent entity, NS-EE Holdings will be formed to serve as the sole corporate parent of the two existing health systems, NorthShore and EEH. The planned transaction is scheduled to close December 31, 2021 or as soon thereafter as all closing conditions have been satisfied.

3. 1130.520(b)(1)(D) – Name of Licensed Entity After Transaction

Naperville Psychiatric Ventures d/b/a Linden Oaks Behavioral Health

4. 1130.520(b)(1)(E) – List of Ownership or Membership Interest in the Licensed Entity Prior to and After the Transaction

The organizational charts showing the current organizational structure for Linden Oaks, along with the post-transaction ownership structure are attached at Attachment - 4.

5. 1130.520(b)(1)(F) – Fair Market Value of Linden Oaks

\$14,308,973

6. 1130.520(b)(1)(G) – Purchase Price of Other Forms of Consideration to be Paid

No consideration (money, property or other assets) will be exchanged between NorthShore and EEH in connection with the affiliation agreement.

7. 1130.520(b)(2) – Affirmations

By signing the certification page within this application, the Applicants attest that EEH and will complete all projects for which permits have been issued in accordance with the provisions of Section 1130 of the Health Facilities and Services Review Board's rules.

8. **1130.520(b)(3) – If 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 Applicants agree that for a period of two years following the closing of the planned transaction, it will not adopt a more restrictive charity care (financial assistance) policy than the policy that was in effect for Linden Oaks one year prior to the closing date of the planned transaction.

9. **1130.520(b)(4) – Anticipated Benefits to the Community**

NorthShore and EEH are aligning to become a regional, community-focused healthcare system. The affiliation will enhance delivery of top-quality primary and specialty care services, provide broad geographic access for patients, and advance the health of the communities served. By coming together, patients throughout the region will benefit from nine hospitals, including one behavioral health hospital, an exemplary physician network, including employed and independent physicians and many convenient outpatient access points. The parties will work to define and implement the integration of the health systems in a manner that:

- Furthers the charitable missions of NorthShore and EEH in meeting the needs of their communities with a commitment to care for the vulnerable and underserved;
- Continues to expand and improve patient access to comprehensive, convenient, high quality, inpatient and outpatient healthcare throughout the communities, including advanced specialty care and behavioral health services;
- Continues to improve and manage the health status of the population of the communities served by the combined system;
- Continues to invest in facilities, equipment, network developments and information technology;
- Promotes community health and well-being through enhanced patient care;
- Builds the medical community through strongly aligned relationships and enhanced education and developmental opportunities among primary care, core specialist, subspecialist, group practice physicians and other members of the staff;
- Enhances sound stewardship through the efficient delivery of all services, resulting in favorable financial performance for the system entities;
- Develops a comprehensive delivery system, focusing on coordinated care, positive outcomes and quality of life for patients;
- Enhances patient, physician, and payor preference through a focus on access, quality, cost and value; and
- Enhances community benefit and public policy advocacy.

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

10. 1130.520(b)(5) – Anticipated or Potential Cost Savings

The planned transaction will present opportunities to improve health care delivery and access to services provided in the combined system's service area in a manner that results in cost savings and other efficiencies that will ensure that NorthShore and EEH can more effectively continue their shared charitable mission and purposes. Such opportunities will likely include initiatives for integration of information technology and system-wide support functions with the goal of enhancing operational efficiency, as well as clinical integration to support strong performance in value-driven initiatives that can improve outcomes while reducing total cost of care.

11. 1130.520(b)(6) – Quality Improvement Program

NorthShore and EEH share a commitment to a culture of quality, safety, service and evidence-based practices. By aspiring to consistently engage in process improvement and improve consistency to meet the highest standards for quality and patient satisfaction, NorthShore and EEH will continue to advance the commitment to delivering care that is of the highest quality and eliminates preventable harm. It is also anticipated that NorthShore and EEH will evaluate opportunities to integrate their quality plans toward the development of a System-wide quality plan after the closing of the planned transaction.

12. 1130.520(b)(7) – Selection Process for Governing Body

Upon consummation of the transaction, the Board of Directors of NS-E Holdings will be comprised of community members representing NorthShore, EEH, Swedish Hospital and Northwest Community Hospital.

13. 1130.520(b)(9) – Change to Scope of Service or Levels of Care

There will no changes to the Categories of Service provided at Linden Oaks within 24 months following the closing of the planned transaction, unless it applies for and obtains approval from the State Board to make any adjustments necessary to best address the health care needs of the community served by Linden Oaks.

Section IV – Charity Care Information

The table below provides charity care information for the most recent three years for Linden Oaks.

CHARITY CARE			
	2018	2019	2020
Net Patient Revenue	\$50,550,840	\$52,428,826	\$51,946,606
Amount of Charity Care (charges)	\$7,621,483	\$2,196,946	\$2,159,764
Cost of Charity Care	\$3,052,432	\$901,909	\$783,425

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

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		16 – 18
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3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		20
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		21 – 23
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