

**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: The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites		
Street Address: 2502 D East Empire Street		
City and Zip Code: Bloomington 61704		
County: McLean	Health Service Area: 4	Health Planning Area: D-02

Legislators

State Senator Name: Jason Barickman
State Representative Name: Dan Brady

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

Exact Legal Name: The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites	
Street Address: 2502 B East Empire Street	
City and Zip Code: Bloomington 61704	
Name of Registered Agent: Sarah Gardner	
Registered Agent Street Address: 2502 B East Empire Street	
Registered Agent City and Zip Code: Bloomington 61704	
Name of Chief Executive Officer: Jason M Seibly D.O.	
CEO Street Address: 2502 D East Empire	
CEO City and Zip Code: Bloomington, IL 61704	
CEO Telephone Number: (309) 662-6120	

Type of Ownership of Applicants

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

- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- o 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: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: Kfriedman@polsinelli.com

Fax Number:

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

Name: Laurence J. Fallon

Title: Executive Vice President, Chief Legal Officer

Company Name: The Carle Foundation Hospital

Address: 611 West Park Street, Urbana, IL 61801

Telephone Number: (217) 383-4476

E-mail Address: lj.fallon@carle.com

Fax Number:

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County: McLean	Health Service Area: 4	Health Planning Area: D-02

Legislators

State Senator Name: Jason Barickman
State Representative Name: Dan Brady

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

Exact Legal Name: Advocate Aurora Health, Inc.
Street Address: 3075 Highland Parkway, Suite 600
City and Zip Code: Downers Grove, IL 60515
Name of Registered Agent: Michael E. Kerns
Registered Agent Street Address: 3075 Highland Parkway, Suite 600
Registered Agent City and Zip Code: Downers Grove, IL 60515
Name of Chief Executive Officer: James H. Skogsbergh
CEO Street Address: 3075 Highland Parkway, Suite 600
CEO City and Zip Code: Downers Grove, IL 60515
CEO Telephone Number: (630) 572-9393

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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Company Name: The Carle Foundation Hospital
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E-mail Address: lj.fallon@carle.com
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

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Street Address: 2502 D East Empire Street		
City and Zip Code: Bloomington 61704		
County: McLean	Health Service Area: 4	Health Planning Area: D-02

Legislators

State Senator Name: Jason Barickman
State Representative Name: Dan Brady

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

Exact Legal Name: The Carle Foundation
Street Address: 611 West Park Street
City and Zip Code: Urbana 61801
Name of Registered Agent: James Leonard
Registered Agent Street Address: 611 West Park Street
Registered Agent City and Zip Code: Urbana 61801
Name of Chief Executive Officer: James Leonard
CEO Street Address: 611 West Park Street
CEO City and Zip Code: Urbana 61801
CEO Telephone Number: (217) 383-3311

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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Title: Attorney
Company Name: Polsinelli PC
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Fax Number:

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

Name: Laurence J. Fallon
Title: Executive Vice President, Chief Legal Officer
Company Name: The Carle Foundation Hospital
Address: 611 West Park Street, Urbana, IL 61801
Telephone Number: (217) 383-4476
E-mail Address: lj.fallon@carle.com
Fax Number:

Post Exemption Contact

[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation Hospital
Address: 611 West Park Street, Urbana, IL 61801
Telephone Number: (217) 902-5521
E-mail Address: Collin.Anderson@Carle.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: GAHC4 Bloomington IL MOB, LLC
Address of Site Owner: 18191 Von Karman Avenue, Suite 300, Irvine, CA 92612
Street Address or Legal Description of the Site: 2502 D East Empire Street, Bloomington, IL 61704
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: The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites		
Address: 2502 D East Empire Street, Bloomington, IL 61704		
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> Partnership	<input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Governmental	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<input checked="" type="checkbox"/> Limited Liability Company		

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites

Address: Address: 611 West Park Street, Urbana, IL 61801

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

- o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- o 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.
- o **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.

The Carle Foundation, an Illinois not-for-profit corporation ("Carle"), and Advocate Health and Hospitals Corporation, an Illinois not-for-profit corporation ("Advocate") entered into an Asset Purchase Agreement (the "APA") on January 9, 2020. Under the APA, Carle, through two Illinois not-for-profit corporations, Carle BroMenn Medical Center and Carle Eureka Hospital, acquired substantially all of the assets of Advocate BroMenn Medical Center, located at 1304 Franklin Avenue, Normal, IL 61761 (the "BroMenn Medical Center") and Advocate Eureka Hospital, located at 101 South Major Street, Eureka, IL 61530 (the "Eureka Hospital") effective July 1, 2020 (the "Primary Transaction"). The assets of BroMenn Medical Center transferred on July 1, 2020 did not include a transfer of the Advocate ownership interest in The Center for Orthopedic Medicine ("TCOM"). Instead, pursuant to post-closing obligations of the APA, Advocate is to transfer its interest in TCOM, to Carle as soon as TCOM has authorized such transfer. At the time of this filing, such authorization has been obtained and the transfer of this interest will result in Carle obtaining controlling interests in both unit series of TCOM. One series of TCOM is equity in the licensed operator and owner of an ambulatory surgery treatment center d/b/a The Center for Outpatient Medicine (the "Surgery Center") and the other series is the licensed operator and owner of a post-surgical recovery care center d/b/a BroMenn Comfort and Care Suites (the "Recovery Care Center"). The Surgery Center and the Recovery Care Center are located in the same building. The Surgery Center is located at 2502 B East Empire Street, Bloomington, IL 61704 and the Recovery Care Center is located at 2502 D East Empire Street, Bloomington, IL 61704.

This application is part of a series of Certificates of Exemption ("COE") applications for changes of ownership/control of the HFSRB regulated facilities owned or controlled, directly or indirectly, by Advocate or Advocate Aurora Health, Inc. ("AAH"), as applicable, in Normal, Bloomington and Eureka, Illinois (the "Facilities"). Separate COEs for the BroMenn Medical Center and Eureka Hospital were filed and approved by the Review Board Chair on May 4, 2020. After the transfer of the TCOM interest of Advocate to Carle, Carle will obtain a controlling interest in TCOM which will remain the licensee and operator of the Surgery Center and Recovery Care Center.

Pursuant to the APA, the purchase price for Advocate's assets to be acquired pursuant to the Primary Transaction, including the BroMenn Medical Center, Eureka Hospital and AAH's (or its subsidiaries') membership interests in TCOM, is \$190,000,000, which represents the fair market value of these assets and membership interests covered by the Primary Transaction. The value of TCOM is \$11,911,736.47.

Related Project Costs

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

Land acquisition is related to project	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Purchase Price:	\$ <u>11,911,736.47</u>
Fair Market Value:	\$ <u>11,911,736.47</u>

Project Status and Completion Schedules

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

Anticipated exemption completion date (refer to Part 1130.570): _____

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 (not applicable)

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

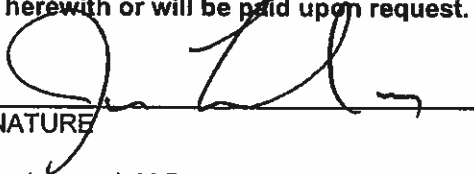
CERTIFICATION

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

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

This Application is filed on the behalf of The Carle Foundation, an Illinois not-for-profit corporation.

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



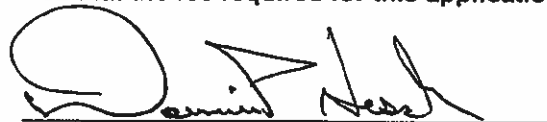
SIGNATURE

James Leonard, M.D.

PRINTED NAME

President and CEO

PRINTED TITLE



SIGNATURE

Dennis Hesch


PRINTED NAME

Executive Vice President and System CFO

PRINTED TITLE

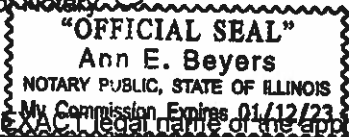
Notarization:

Subscribed and sworn to before me
this 13th day of October
2021



Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

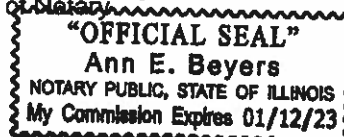
Notarization:

Subscribed and sworn to before me
this 13th day of October
2021



Signature of Notary

Seal



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

This Application is filed on the behalf of The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites.

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.

Jason Seibly, D.O.
SIGNATURE

Jason Seibly, D.O.
PRINTED NAME

Board Chair
PRINTED TITLE

Aron Klein
SIGNATURE

Aron Klein
PRINTED NAME

Treasurer
PRINTED TITLE


Notarization:
Subscribed and sworn to before me
this 11 day of October

Notarization:
Subscribed and sworn to before me
this 11 day of October

Nancy J Kaufmann
Signature of Notary

Nancy J Kaufmann
Signature of Notary

Seal  *Insert the EXACT legal name of the applicant

Seal 

CERTIFICATION

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

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

This Application is filed on the behalf of Advocate Aurora Health, Inc., a Delaware non-profit corporation.¹

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.

[Handwritten Signature]
SIGNATURE

Dominic J. Nskis
PRINTED NAME

Chief Financial Officer
PRINTED TITLE

[Handwritten Signature]
SIGNATURE

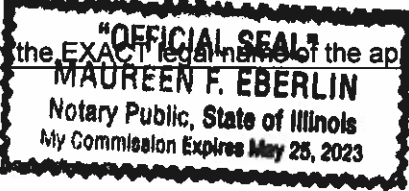
MICHAEL E. KERNS
PRINTED NAME

Senior Vice President
PRINTED TITLE ASSISTANT SECRETARY

Notarization:
Subscribed and sworn to before me
this 27th day of October

Maureen F. Eberlin
Signature of Notary

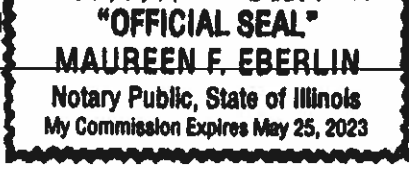
Seal
*Insert the EXACT legal name of the applicant



Notarization:
Subscribed and sworn to before me
this 27th day of October

Maureen F. Eberlin
Signature of Notary

Seal
"OFFICIAL SEAL"



¹ Advocate Aurora Health, Inc. has controlling authority over the entities which hold the highest ownership percentages in each series of TCOM, even though it does not directly own in this particular facility.

ATTACHMENT 1

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

1. The Carle Foundation;
2. The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites; and
3. Advocate Aurora Health, Inc.

File Number

2932-580-4



To all to whom these Presents Shall Come, Greeting:

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

THE CARLE FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 06, 1946, 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 26TH day of MAY A.D. 2021 .



Authentication #: 2114600788 verifiable until 05/26/2022
Authenticate at: <http://www.cyberdriveillinois.com>

Jesse White

SECRETARY OF STATE

Attachment 1

File Number

0578023-3



To all to whom these Presents Shall Come, Greeting:

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

THE CENTER FOR ORTHOPEDIC MEDICINE, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MAY 02, 2016, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2127202588 verifiable until 06/29/2022
Authenticate at: <http://www.ilsos.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 29TH day of SEPTEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Attachment 1

File Number 7155-851-7



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

ADVOCATE AURORA HEALTH, INC., INCORPORATED IN DELAWARE AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 03, 2018, 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 A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO CONDUCT AFFAIRS IN THE STATE OF ILLINOIS.



Authentication #: 2127202554 verifiable until 09/26/2022
Authenticate at: <http://www.ilsos.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 29TH day of SEPTEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Attachment 1

ATTACHMENT 2
Site Ownership

TCOM leases its locations at 2502 B & D East Empire Street, Bloomington, IL 61704.
The properties are owned by GAHC4 Bloomington IL MOB, LLC.



October 6, 2021

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

RE: Attestation of Site Control

Dear Ms. Avery:

The Center for Orthopedic Medicine, LLC ("TCOM") has issued two series of Membership Interests. One is referred to as the Surgery Center Series and the other is referred to as the Recovery Care Center Series. TCOM is authorized to use BroMenn Comfort and Care Suites as an assumed name and that assumed name is used in conjunction with the Recovery Care Center Series.

I hereby attest that BroMenn Comfort and Care Suites has control of its leased space at 2502B East Empire, Bloomington, Illinois. The building is owned by GAHCA Bloomington IL MOC, LLC. The Recovery Care Center Series subleases space within the building from the Surgery Center Series. The lease and sublease remain in effect at this time.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Aron Klein". The signature is fluid and cursive, with a long horizontal stroke at the end.

Aron Klein
Treasurer

2502 B East Empire Street

Bloomington, IL 61704

Phone (309) 662 6120

Fax (309) 661-0009

Attachment 2

ATTACHMENT 3
Operating Entity/Licensee

The Center for Orthopedic Medicine, LLC (“TCOM”) in Bloomington, Illinois is the current operating entity and licensee of The Center for Outpatient Medicine (the “Surgery Center”) and BroMenn Comfort and Care Suites (the “Recovery Care Center”). Advocate Aurora Health, Inc. is the largest, indirect member in each series of TCOM. A copy of the Recovery Care Center’s license and TCOM’s accreditation are attached at Attachment 3.

Following the completion of the contemplated transaction pursuant to the APA, Carle will acquire a controlling interest in each series of TCOM. TCOM will remain the licensee and operator of the Recovery Care Center and Surgery Center.

Illinois Department of PUBLIC HEALTH HF 123470

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The provider, firm or organization whose name is given on this certificate has complied with the provisions of the Illinois Public Health Code and regulations and is hereby authorized to engage in the activities described herein.

Ngozi O. Ezike, M.D.
Director

08/14/2022 4000025

Postsurgical Recovery Care Center

Licensed Beds: 3

Bromenn Care and Comfort Suites
2502 B East Empire St
Bloomington, IL 61704

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 08/14/2022
Lic Number 4000025

Date Printed 07/16/2021

Bromenn Care and Ccmfort Suites
2502 B East Empire
Bloomington, IL 61704

FEB RECEIPT 1.0

Attachment 3



grants this

CERTIFICATE OF ACCREDITATION

to

THE CENTER FOR ORTHOPEDIC MEDICINE, LLC
THE CENTER FOR OUTPATIENT MEDICINE, BROMENN COMFORT AND CARE SUITES
2502 EAST EMPIRE STREET, SUITE B
BLOOMINGTON, IL 61704

In recognition of its commitment to high quality care and patient safety.

109077

Organization Identification Number



JULY 10, 2024

The Award expires on the above date

Timothy J. Peterson, MD
TIMOTHY J. PETERSON, MD

Chair of the Board

Noel M. Alachi
NOEL M. ALACHI, MBA

President of CEO

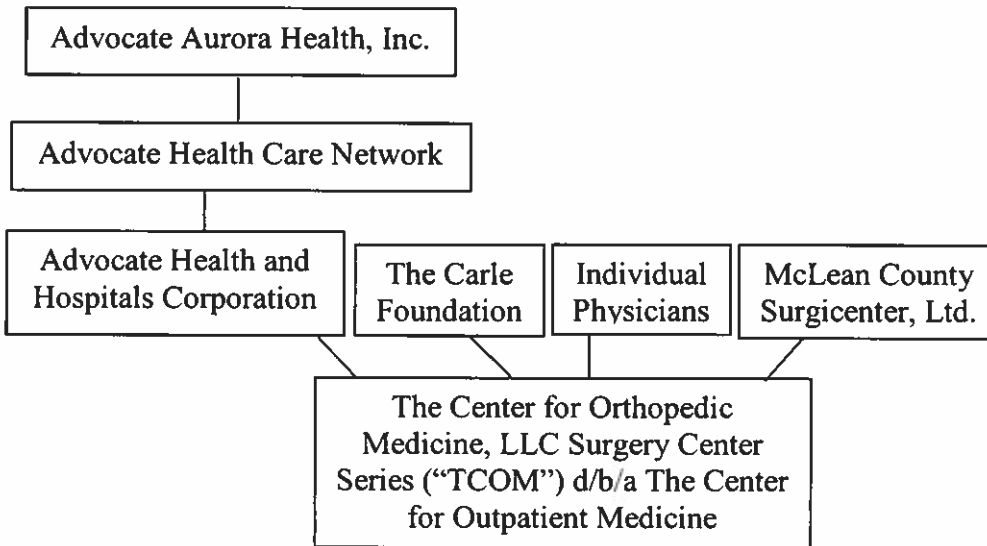
AAAHC • 5250 OLD ORCHARD ROAD, SUITE 200 • NOKES, IL 60077
TEL: 815-366-1100 • WWW.AAAHC.ORG

Attachment 3

ATTACHMENT 4
Organizational Relationships

The pre-closing and post-closing organizational charts for The Center for Orthopedic Medicine, LLC are attached hereto at Attachment 4.

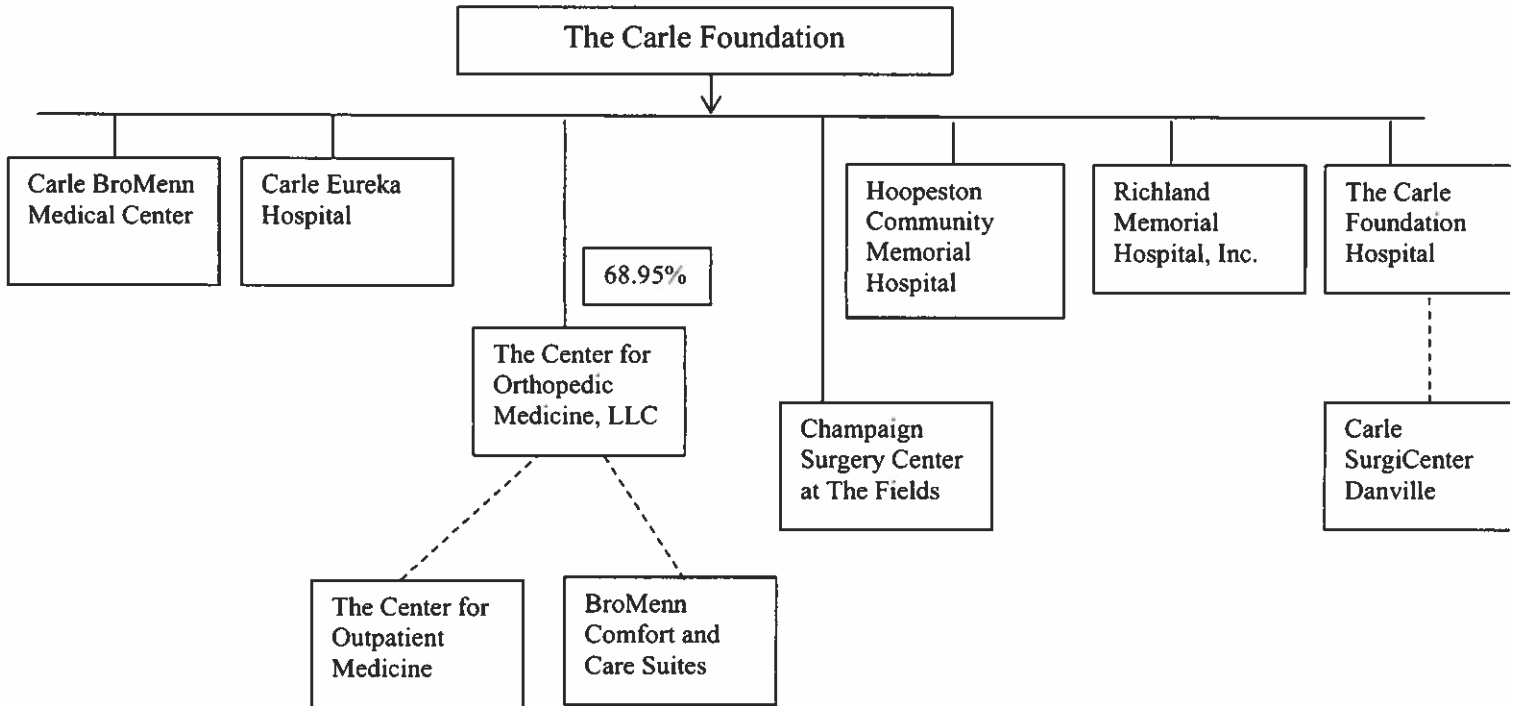
Pre-Closing Organizational Chart



Key:

Solid line represents ownership

Post-Closing Organizational Chart



Key:
Solid line represents ownership
Dotted line represents operating division

Attachment 4

SECTION II. BACKGROUND**BACKGROUND OF APPLICANT**

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.
3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.
4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 5.

ATTACHMENT 5
Background of Applicants

A. The Center for Orthopedic Medicine, LLC (“TCOM”)

1. A listing of all health care facilities owned or operated by TCOM, including licensing, and certification.

The following is a list of all Illinois health care facilities (as that term is defined in the Illinois Health Facilities Planning Act, 20 ILCS 3960 et seq. (the “Act”)) owned by TCOM:

- BroMenn Comfort and Care Suites (the “Recovery Care Center”); and
- The Center for Outpatient Medicine (the “Surgery Center”).

Copies of the Recovery Care Center’s license and TCOM’s accreditation are attached at Attachment 3. A copy of the Surgery Center’s license is attached at Attachment 5.

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

Except as provided above, TCOM does not have a five percent (5%) or greater ownership interest in any other Illinois health care facilities.

3. Attestation.

TCOM attests that in the last three years prior to filing of this Certificate of Exemption (“COE”) application, there has been no “adverse action” (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by TCOM.

4. Authorization.

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

B. The Carle Foundation (“Carle”)

1. A listing of all health care facilities owned or operated by Carle, including licensing, and certification.

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

- The Carle Foundation Hospital
 - License Number: 003798
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO
- Richland Memorial Hospital, d/b/a Carle Richland Memorial Hospital

- License Number: 004788
 - Accreditation Identification Number: HFAP ID: 175621
- Hoopston Community Memorial Hospital, d/b/a Carle Hoopston Regional Health Center
 - License Number: 004200
 - Accreditation Identification Number: 128702-2012-AHC-USA-NIAHO
- Carle Bromenn Medical Center
 - License Number: 0005645
 - Accreditation Identification Number: 189504-2018-AHC-USA-NIAHO
- Carle Eureka Hospital
 - License Number: 0005652
 - Accreditation Identification Number: 189647-2018-AHC-USA-NIAHO
- Champaign SurgiCenter, LLC
 - License Number: 7002959
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO
- Carle SurgiCenter – Danville
 - License Number: 7002439
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO

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

In addition to the facilities identified in item 1 above, Carle has five percent (5%) or greater ownership interests in TCOM.

3. Attestation.

Carle attests that in the last three years prior to filing of this COE application, there has been no "adverse action" (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by Carle and subject to HFSRB jurisdiction.

4. Authorization.

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

C. Advocate Aurora Health, Inc. ("AAH")

1 & 2. A listing of all health care facilities owned or operated in Illinois by AAH or its subsidiaries, including licensing, and certification in Illinois.

The following is a list of Illinois health care facilities (as that term is defined in the Act) owned and/or operated by AAH or its subsidiaries:

Facility	Location	License No.	Accreditation No.
Advocate Christ Medical Center	4440 W. 95th St. Oak Lawn, IL	0000315	197946-2019-AHC-USA-NIAHO
Advocate Condell Medical Center	801 S. Milwaukee Ave., Libertyville, IL	0005579	211487-2019-AHC-USA-NIAHO
Advocate Good Samaritan Hospital	3815 Highland Ave. Downers Grove, IL	0003384	176404-2018-AHC-USA-NIAHO
Advocate Good Shepherd Hospital	450 W. Highway, #22 Barrington, IL	0003475	261250-2018-AHC-USA-NIAHO
Advocate Lutheran General Hospital	1775 Dempster Park Ridge, IL	0004796	178979-2018-AHC-USA-NIAHO
Advocate Illinois Masonic Medical Center	836 W. Wellington Chicago, IL	0005165	192082-2018-AHC-USA-NIAHO
Advocate Sherman Hospital	1425 N. Randall Rd Elgin, IL	0005884	246588-2017-AHC-USA-NIAHO
Advocate South Suburban Hospital	17800 S. Kedzie Ave Hazel Crest, IL	0004697	190161-2018-AHC-USA-NIAHO
Advocate Trinity Hospital	2320 E. 93rd St. Chicago, IL	0004176	193041-2018-AHC-USA-NIAHO
BroMenn Care and Comfort Suites	2502 B East Empire Bloomington, IL	4000025	N/A
Dreyer Ambulatory Surgery Center	1221 N. Highland Ave. Aurora, IL	7001779	AAAHC #14472

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

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

*Under development and not yet licensed

3. Attestation.

AAH attests that, in the last three years prior to filing of this COE application, there has been no “adverse action” (as that term is defined in 77 IAC 1130.140) against any Illinois facility owned and/or operated by AAH.

4. Authorization.

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



Illinois Department of PUBLIC HEALTH HF 123386

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	LIC NUMBER
08/06/2022		7002116
Ambulatory Surgery Treatment Center		
Effective: 08/07/2021		

The Center for Orthopedic Medicine, LLC
2502 East Empire St Ste B
Bloomington, IL 61704

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 08/06/2022

Lic Number 7002116

Date Printed 07/07/2021

The Center for Orthopedic Medicine, L
2502 East Empire St Ste B
Bloomington, IL 61704-3739

FEE RECEIPT NO.

Attachment 5

SECTION III. CHANGE OF OWNERSHIP (CHOW)**Transaction Type. Check the Following that Applies to the Transaction:**

- Purchase resulting in the issuance of a license to an entity different from current licensee.
- Lease resulting in the issuance of a license to an entity different from current licensee.
- Stock transfer resulting in the issuance of a license to a different entity from current licensee.
- Stock transfer resulting in no change from current licensee.
- Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee.
- Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee.
- Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity.
- Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets.
- Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility.
- Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee.
- Change of ownership among related persons resulting in a license being issued to an entity different from the current licensee
- Change of ownership among related persons that does not result in a license being issued to an entity different from the current licensee.
- Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets and explain in "Narrative Description."

1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X

1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

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

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

The Carle Foundation, an Illinois not-for-profit corporation ("Carle"), and Advocate Health and Hospitals Corporation, an Illinois not-for-profit corporation ("Advocate") entered into an Asset Purchase Agreement (the "APA") on January 9, 2020. Under the APA, Carle, through two Illinois not-for-profit corporations, Carle BroMenn Medical Center and Carle Eureka Hospital, acquired substantially all of the assets of Advocate BroMenn Medical Center, located at 1304 Franklin Avenue, Normal, IL 61761 (the "BroMenn Medical Center"), Advocate Eureka Hospital, located at 101 South Major Street, Eureka, IL 61530 (the "Eureka Hospital") and all related assets located in Bloomington, Eureka and Normal, Illinois and in outlying areas (the "Primary Transaction"). The Primary Transaction provides for the change of control of TCOM after the HFSRB approves this application.

Under the APA, Carle will obtain controlling equity interests in The Center for Orthopedic Medicine, LLC ("TCOM"). TCOM is the licensed operator and owner of an ambulatory surgery treatment center (The Center for Outpatient Medicine (the "Surgery Center")) and a post-surgical recovery care center (BroMenn Comfort and Care Suites (the "Recovery Care Center")). The Surgery Center is located at 2502 B East Empire Street, Bloomington, IL 61704 and the Recovery Care Center is located at 2502 D East Empire Street, Bloomington, IL 61704.

This application is part of a series of Certificates of Exemption ("COE") applications for changes of ownership/control of the HFSRB regulated facilities owned or controlled, directly or indirectly, by Advocate or Advocate Aurora Health, Inc. ("AAH"), as applicable, in Normal, Bloomington and Eureka, Illinois (the "Facilities"). Separate COEs for the BroMenn Medical Center and Eureka Hospital were filed and approved by Review Board Chair on May 4, 2020. Upon the contemplated change of control of TCOM, TCOM will remain the licensee and operator of the Surgery Center and the Recovery Care Center.

Carle is a fully integrated health care delivery system serving Central Illinois. Its operations include, among other things, three general acute care hospitals, two critical access hospital and two outpatient ambulatory surgery treatment centers.

The Surgery Center has four operating rooms, one procedure room and twenty-one recovery stations. The Recovery Care Center is a post-surgical recovery care center and has three recovery suites. As a result of the transaction, Carle will become the controlling member of both series of TCOM, and, therefore, the Recovery Care Center and Surgery Center. TCOM will remain the legal operating entity of the Recovery Care Center and the Surgery Center. The names of the entities will not change.

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

Prior to completion of the Primary Transaction, AAH is the largest, indirect member of each series of TCOM. All current members that own five percent or greater interests in the Recovery Care Center are listed below:

- Advocate Health and Hospitals Corporation d/b/a Advocate BroMenn Medical Center
- Carle

All other current members own less than five percent of the equity of the Recovery Care Center. After the closing of the contemplated transaction, Carle will be the majority controlling member of each series of TCOM.

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

The fair market value of assets and membership interests associated with TCOM is \$11,911,736.47.

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

The value of all components in the Primary Transaction is \$190,000,000. The value of TCOM alone is \$11,911,736.47.

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

TCOM has no outstanding Certificate of Need permits or exemptions.

Hospital Financial Assistance Policy Affirmation -1130.520(b)(3)

N/A

Potential Benefits and Cost Savings -1130.520(b)(4) and (b)(5)*Potential Benefits*

The change of control of TCOM is an ancillary matter related to the acquisitions of BroMenn Medical Center and Eureka Hospital by Carle. The primary purpose of these acquisitions is to sustain ongoing health system operations of BroMenn Medical Center and Eureka Hospital. As a general matter, the overall transaction is expected to:

- Continue to provide patient access to comprehensive, convenient, high quality, healthcare throughout the communities, including access to advanced specialty care across Carle's health care delivery system;
- Continue to provide and manage the health status of the population of the communities served;

- Promote community health and well-being through enhanced patient care, research and educational efforts;
- Build the medical community through Carle's strongly-aligned relationships and enhanced education and developmental opportunities among primary care, core specialist, subspecialist, group practice physicians and other members of the staff;
- Enhance sound stewardship through the efficient delivery of all services, resulting in favorable financial viability for the Facilities and other Carle providers; and
- Enhance community benefit and public policy advocacy.

AAH and Carle entered into the Primary Transaction expecting it to result in the delivery of high value and quality care to patients, physicians and payers, and to be in the best interests of the community at large.

Potential Cost Saving.

Carle hopes to deliver care in the Bloomington/Normal Community in a manner that results in cost savings and other efficiencies with the goal of enhancing operational uniformity, efficiency, quality, outcomes and performances, as well as access to in-house resources of Carle's system.

Quality Improvement Program to be Utilized at TCOM – 1130.520(b)(7)

AAH and Carle each have a longstanding commitment to a culture of quality, safety, service and evidence-based practices. By aspiring to consistently engage in process improvement and improve consistency to meet the highest standards for quality and patient satisfaction, Carle will continue to advance its commitment to delivering care that is of the highest quality, and eliminates preventable harm. It is also anticipated that Carle will evaluate opportunities to integrate TCOM's quality plan with Carle's quality plan after the closing of the TCOM change of control.

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

Upon consummation of the TCOM change of control, the officers and members of the Surgery Center and Recovery Care Center will remain the same, except for the officers or representatives appointed by AAH or its subsidiaries. Those officers or representatives will be appointed by Carle.

Scope of Services – 1130.520(b)(9)

There will be no changes in the Categories of Service(s) provided by the Recovery Care Center or the Surgery Center within 24 months following the closing of the TCOM change of control unless they apply for and obtain approval from the HFSRB to make any adjustments necessary to best address the health care needs of the community served by TCOM.

SECTION IV.CHARITY CARE INFORMATION

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

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

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

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

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

ATTACHMENT 7

1. Charity Care Information – The Center for Orthopedic Medicine, LLC Recovery Care Center Series d/b/a BroMenn Comfort and Care Suites

CHARITY CARE			
	FY 2017	FY 2018	FY 2019
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

2. Charity Care Information – The Carle Foundation Hospital

CHARITY CARE			
	FY 2017	FY 2018	FY 2019
Net Patient Revenue	\$783,720,000	\$821,613,000	\$874,680,000
Amount of Charity Care (charges)	\$98,860,547	\$107,874,527	\$93,083,649
Cost of Charity Care	\$19,081,957	\$20,642,677	\$18,862,150

3. Charity Care Information – Advocate Aurora Health, Inc.²

CHARITY CARE			
	FY 2017	FY 2018	FY 2019
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

² Advocate Aurora Health, Inc. ("AAH") is the parent company and not a health care facility so it does not provide direct patient care. Charity care is performed through AAH's numerous health facilities and is separately reported.

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	14-17
2	Site Ownership	18-19
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	20-22
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	23-25
5	Background of the Applicant	27-31
6	Change of Ownership	35-37
7	Charity Care Information	39