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: Golf Surgical Center
Street Address: 8901 Golf Road
City and Zip Code: Des Plaines, Illinois 60016
County: Cook Health Service Area: 007 Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: GA HC REIT II Des Plaines Surgical Center, LLC
Street Address: 590 Madison Avenue, 34th Floor
City and Zip Code: New York, NY 10022
Name of Registered Agent: Illinois Corporation Service Co.
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield , IL 62703
Name of Chief Executive Officer: Authorized Representatives: Ann Harrington & Richard Welch
CEO Street Address: 590 Madison Avenue, 34th Floor
CEO City and Zip Code: New York, New York 10022
CEO Telephone Number: 212-547-2659

Type of Ownership of Applicants

- ☐ 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 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: Lanchi Bombalier
Title: Attorney
Company Name: Arnall Golden Gregory LLP
Address: 171 17th Street NW, Suite 2100, Atlanta, Georgia 30363
Telephone Number: 404 873-8520
E-mail Address: lanchi.bombalier@agg.com

Fax Number: (404) 873-8521

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

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City and Zip Code: Des Plaines, Illinois 60016		
County: Cook	Health Service Area: 007	Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: Northstar Healthcare JV Holdings, LLC
Street Address: 590 Madison Avenue, 34th Floor
City and Zip Code: New York, NY 10022
Name of Registered Agent: Corporation Service Company
Registered Agent Street Address: 251 Little Falls Drive
Registered Agent City and Zip Code: New Castle, DE 19808
Name of Chief Executive Officer: Authorized Representatives: Ann Harrington & Richard Welch
CEO Street Address: 590 Madison Avenue, 34th Floor
CEO City and Zip Code: New York, NY 10022
CEO Telephone Number: 212-547-2659

Type of Ownership of Applicants

☐	Non-profit Corporation	☐	Partnership
☐	For-profit Corporation	☐	Governmental
☒	Limited Liability Company	☐	Sole Proprietorship
☐	Other		

- Corporations and limited liability companies must provide an **Illinois certificate of good standing.**
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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: Golf Surgical Center
Street Address: 8901 Golf Road
City and Zip Code: Des Plaines, Illinois 60016
County: Cook Health Service Area: 007 Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: CWP JV LP
Street Address: 545 East John Carpenter Freeway, Suite 1400
City and Zip Code: Irving, Texas 95062
Name of Registered Agent: Cogency Global Inc.
Registered Agent Street Address: 850 New Burton Road, Suite 201
Registered Agent City and Zip Code: Dover, DE 19904
Name of Chief Executive Officer: Officers: Paul Womble & Rick Whitworth
CEO Street Address: 545 East John Carpenter Freeway, Suite 1400
CEO City and Zip Code: Irving, Texas 95062
CEO Telephone Number: 972-444-9700

Type of Ownership of Applicants

☐	Non-profit Corporation	☒	Partnership
☐	For-profit Corporation	☐	Governmental
☐	Limited Liability Company	☐	Sole Proprietorship
☐	Other		

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

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Name: Lanchi Bombalier
Title: Attorney
Company Name: Arnall Golden Gregory LLP
Address: 171 17th Street, Suite 2100, Atlanta, Georgia 30363
Telephone Number: 404 873-8520

E-mail Address: lanchi.bombalier@agg.com
Fax Number: (404) 873-8521

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

Name: Not applicable. None are authorized.
Title:
Company Name:
Address: Not applicable.
Telephone Number:
E-mail Address:
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: Michelle Kirkman
Title: CEO
Company Name: Golf Surgical Center
Address: 8901 Golf Road, Des Plaines, IL, 60016
Telephone Number: (847) 321-6698
E-mail Address: michelle.kirkman@scasurgery.com
Fax Number: (847) 299.2297

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: GA HC REIT II Des Plaines Surgical Center, LLC
Address of Site Owner: 590 Madison Avenue, 34th Floor New York, NY 10022
Street Address or Legal Description of the Site: 8901 Golf Road, Des Plaines, Illinois 60016 **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: LGH-A/Golf ASTC, LLC				
Address: 8901 Golf Road, Des Plaines, Illinois 60016				
☐	Non-profit Corporation	☐	Partnership	
☐	For-profit Corporation	☐	Governmental	
☒	Limited Liability Company	☐	Sole Proprietorship	☐
	Other			

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: LGH-A/Golf ASTC, LLC

Address: 8901 Golf Road Des Plaines, IL 60016

☐	Non-profit Corporation	☐	Partnership	
☐	For-profit Corporation	☐	Governmental	
☒	Limited Liability Company	☐	Sole Proprietorship	☐
	Other			

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which 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.

This application is for an indirect change of ownership of the physical plant and related assets only.

LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center (the "Licensee") provides post-surgical care services in a 15,674 square foot medical office building (the "Building") located at 8901 Golf Rd. Des Plaines, IL 60016 (the "Property"). The Property is owned by GA HC REIT II Des Plaines Surgical Center, LLC (the "Current Site Owner"). GA HC REIT II Des Plaines Surgical Center, LLC is a limited liability company, which is majority-owned, indirectly, by Northstar Healthcare JV Holdings, LLC (the "Current Controlling Owner"). As the Current Controlling Owner, Northstar Healthcare JV Holdings, LLC has control and authority over the Current Site Owner. The Licensee is a tenant in the Building, leasing space from the Current Site Owner. The Licensee and Current Site Owner are unrelated and unaffiliated entities.

Pursuant to an agreement (the "Purchase Agreement"), an indirect ownership interest in the Current Site Owner will transfer to CWP JV LLP (the "Proposed Controlling Owner"). Upon the closing of the transactions contemplated in the Purchase Agreement, the majority indirect ownership interest in the Current Site Owner will be held by the Proposed Controlling Owner, and the Proposed Controlling Owner will have ultimate control and authority over the Current Site Owner.

The Licensee is not a party to the aforementioned Purchase Agreement.

The indirect change of ownership of the Current Site Owner is not expected to result in any changes in the operations of the Licensee or the activity or operations conducted on the Property.

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: $ 2,393,333

Fair Market Value: $ 2,393,333

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
☐ APORS
☐ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
☐ All reports regarding outstanding permits

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

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 GA HC REIT II Des Plaines Surgical Center, LLC

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

SIGNATURE

Ann B. Harrington
PRINTED NAME

Authorized Signer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 4th day of November

Signature of Notary

Seal

CAROL A. MAYERS
Notary Public, State of New York
No. 01MA5084316
Qualified in Bronx County
Commission Expires on Sept. 2, 2025

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

CERTIFICATION

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SIGNATURE	SIGNATURE
Richard S. Welch	
PRINTED NAME	PRINTED NAME
Authorized Signer	
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 15 day of November 2021	Notarization: Subscribed and sworn to before me this _____ day of _____
K Lefevre	
Signature of Notary	Signature of Notary
Seal	Seal

KATHRYN LEFEVRE
Notary Public - California
Los Angeles County
Commission # 2372254
My Comm. Expires Aug 25 2025

*Insert the EXACT legal name of the applicant

CERTIFICATION

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- 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 Northstar Healthcare JV Holdings, LLC

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

SIGNATURE	SIGNATURE
Ann B. Harrington	
PRINTED NAME	PRINTED NAME
Authorized Signer	
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 4th day of November	Notarization: Subscribed and sworn to before me this _____ day of _____
Signature of Notary	Signature of Notary
Seal CAROL A. MAYERS Notary Public, State of New York No. 01MA5084316 Qualified in Bronx County Commission Expires on Sept. 2, 2025	Seal

*Insert the EXACT legal name of the applicant.

CERTIFICATION

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SIGNATURE	SIGNATURE
Richard S. Welch	
PRINTED NAME	PRINTED NAME
Authorized Signer	
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 15 day of November 2021	Notarization: Subscribed and sworn to before me this _____ day of _____
K LeFevre	
Signature of Notary	Signature of Notary
Seal	Seal

*Insert the EXACT legal name of the applicant.

KATHRYN LEFEVRE
Notary Public - California
Los Angeles County
Commission # 2372254
My Comm. Expires Aug 25, 2025

KATHRYN LEFEVRE
Notary Public - California
Los Angeles County
Commission # 2372254
My Comm. Expires Aug 25, 2025

CERTIFICATION

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

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- 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 CWP JV LP

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

Paul R. Womble
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 28 day of October, 2021

Signature of Notary

Seal

SIGNATURE

Rickey D. Whitworth
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

LORNA GROVE NOTARY PUBLIC STATE OF TEXAS ID# 11290701 EXPIRES 7-21-2022

*Insert the EXACT legal name of the applicant

CERTIFICATION

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

SIGNATURE	SIGNATURE
Paul R. Womble	Rickey D. Whitworth
PRINTED NAME	PRINTED NAME
Authorized Signatory	Authorized Signatory
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this _____ day of _____	Notarization: Subscribed and sworn to before me this 27th day of October, 2021
Signature of Notary	Signature of Notary
Seal	Seal Expires: 2/09/2023

TROY PAUL TAMAS
Notary Public
State of Washington
Commission # 205117
My Comm. Expires Feb 9, 2023

*Insert the EXACT legal name of the applicant

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

1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
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)(8) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

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

SECTION IV.CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.

2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.

3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

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

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

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue	Not Applicable	Not Applicable	Not Applicable
Amount of Charity Care (charges)	Not Applicable	Not Applicable	Not Applicable
Cost of Charity Care	Not Applicable	Not Applicable	Not Applicable

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

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

INDEX OF ATTACHMENTS

ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	20-26
2	Site Ownership	27-31
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	32-34
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Attachment 1

Applicant Identification including Certificate of Good Standing

1. GA HC REIT II Des Plaines Surgical Center, LLC is a Delaware limited liability company and is the entity that currently holds title to the real property. The authorized representatives of GA HC REIT II Des Plaines Surgical Center, LLC for the purpose of this application are Ms. Ann Harrington and Mr. Richard Welch. GA HC REIT II Des Plaines Surgical Center, LLC is registered to transact business in Illinois and a Certificate of Good Standing from the Office of the Illinois Secretary of State is attached.

2. Northstar Healthcare JV Holdings, LLC is a Delaware limited liability company and is the Current Controlling Owner (as defined in the Narrative Description on Page 9) of GA HC REIT II Des Plaines Surgical Center, LLC. The authorized representatives of Northstar Healthcare JV Holdings, LLC for the purpose of this application are Ms. Ann Harrington and Mr. Richard Welch. Because Northstar Healthcare JV Holdings, LLC performs no operations in Illinois, it is not registered to transact business in Illinois. A Certificate of Good Standing from the Delaware Division of Corporations is attached.

3. CWP JV LP is a Delaware limited partnership and will become the Proposed Controlling Owner (as defined in the Narrative Description on Page 9) of GA HC REIT II Des Plaines Surgical Center, LLC upon the closing of the transactions contemplated in the Purchase Agreement (as defined in the Narrative Description on Page 9). CWP JV LP has no chief executive officer. Therefore, Paul Womble and Rick Whitworth, the officers CWP JV LP are identified in the place of a chief executive officer. CWP JV LP performs no operations in Illinois, it is not registered to transact business in Illinois. A Certificate of Good Standing from the Delaware Division of Corporations is attached.

Organizational charts containing the names and relationships of related persons (as that term is defined in 77 Ill. Adm. Code 1130.140) of the applicants, both prior to and after closing, are provided in **Attachment 4**.

Please note that LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center is an Illinois limited liability company and is the licensed operator of Golf Surgical Center. LGH-A/Golf ASTC, LLC leases space in the Building (as defined in the Narrative Description on Page 9) to provide surgical services in its licensed Ambulatory Surgery Center. LGH-A/Golf ASTC, LLC is not affiliated with the Current Controlling Owner or the Proposed Controlling Owner of the Property. Furthermore, LGH-A/Golf ASTC, LLC is not a party to the Purchase Agreement and is not a co-applicant to this application.

Attachment 1

[GA HC REIT II Des Plaines Surgical Center, LLC Good Standing Certificate]

Attachment 1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GA HC REIT II DES PLAINES SURGICAL CENTER, LLC" IS DULY FORMED UNDER THE LANS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHON, AS OF THE TENTH DAY OF NOVEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GA HC REIT II DES PLAINES SURGICAL CENTER, LLC" WAS FORMED ON THE FIRST DAY OF APRIL, A.D. 2013.

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

5311967 8300
SR# 20213758313
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204652405
Date: 11-10-21

Attachment 1

[Northstar Healthcare JV Holdings, LLC Good Standing Certificate]

Attachment 1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHSTAR HEALTHCARE JV HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTHSTAR HEALTHCARE JV HOLDINGS, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2016.

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

6195555 8300
SR# 20213758309
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204652402
Date: 11-10-21

Attachment 1

[CWP JV LP Good Standing Certificate]

Attachment 1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CWP JV LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2021.

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

6338274 8300
SR# 20213633120
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204529899
Date: 10-27-21

Attachment 1

[Notarized statement of Site Ownership]

Attachment 2

Doc#: 1315516042 Fee: $44.00
RHSP Fee:$10.00 Affidavit Fee:
Karen A.Yarbrough
Cook County Recorder of Deeds
Date: 05/04/2013 12:42 PM Pg: 1 of 4

THIS INSTRUMENT WAS PREPARED BY AND AFTER RECORDING RETURN TO:

Cox, Castle & Nicholson LLP
2049 Century Park East, 28th Floor
Los Angeles, California 90067
Attention: Stephen G. Shapiro, Esq

THE ABOVE IS RESERVED FOR RECORDER'S USE

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 31st day of May, 2013, by and between ACC Golf Road, LLC, an Illinois limited liability company, party of the first part, and GA HC REIT II Des Plaines Surgical Center, LLC, a Delaware limited liability company, party of the second part, WITNESSETH, that the party of the first part, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, by these presents does GRANT, BARGAIN, SELL, REMISE, RELEASE AND CONVEY unto the party of the second part, and to its heirs and assigns, FOREVER, the following described real estate, situated in the County of Cook and State of Illinois known and described as follows, to wit:

See Exhibit "A" attached hereto and made a part hereof.

Together with all of the party of the first part's right, title and interest in the improvements, hereditaments, easements and appurtenances thereunto belonging, or in any way appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, either in law or equity, of, in and to the above described premises, with the improvements, hereditaments, easements and appurtenances (collectively, the "**Property**"): TO HAVE AND TO HOLD the Property, unto the party of the second part, its heirs and assigns forever.

And the party of the first part, for itself, and its successors, does covenant, promise and agree, to and with the party of the second part, its heirs and assigns, that it has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as provided on Exhibit B, and WILL WARRANT AND DEFEND against all persons lawfully claiming or to claim the same, by through or under it, but not otherwise, subject to the matters listed on Exhibit B:

Permanent Real Estate Index Number(s): 09-15-201-008-0000

Address of real estate: 8901 Golf Road, Des Plaines, Illinois 60016

This instrument was prepared by: Stephen G. Shapiro, Esq
ACC 596649

Property not located in the corporate limits of the City of Des Plaines. Deed or instrument not subject to transfer tax.
6-4-13
City of Des Plaines

67246 5096132v1

Page 1

596649-27

Attachment 2

Mail to: Cox, Castle & Nicholson LLP
2049 Century Park East, 28th Floor
Los Angeles, California 90067
Attention: Stephen G. Shapiro, Esq.

Send subsequent tax bills to:
American Healthcare Investors LLC
4000 MacArthur Blvd., West Tower,
Ste. 200
Newport Beach, CA 92660
Attention: Lori Formiss,
Director, Asset Management

IN WITNESS WHEREOF, said party of the first part has executed this Special Warranty Deed as of the date first above written.

SELLER:

ACC Golf Road, LLC,
an Illinois limited liability company
By: Ivanhoe Capital Management, LLC, Gen. Manager

By: _____
Name: Mark Mullen
Its: Vice President

STATE OF ILLINOIS
STATE TAX
JAN.-4.13
REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE
REAL ESTATE TRANSFER TAX
1004800
FP 103037
0000014995

COOK COUNTY
REAL ESTATE TRANSACTION TAX
COUNTY TAX
JAN.-3.13
REVENUE STAMP
REAL ESTATE TRANSFER TAX
0502400
FP 103042
0000014851

STATE OF CALIFORNIA)
)
COUNTY OF San Francisco)

On May 29, 2013 before me, F Anne Michel (here insert name of the officer), Notary Public, personally appeared Mark Mullen, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

F ANNE MICHEL
Commission # 1991748
Notary Public - California
San Francisco County
My Comm. Expires Oct 18, 2016

F Anne Michel
Signature of Notary Public

Attachment 2

[Seal]

Exhibit "A" to Deed

Legal Description

THE EAST 1/4 OF THE NORTH 1/4 OF THE WEST 1/2 OF THE EAST 1/2 OF THE NORTHEAST 1/4 OF SECTION 15, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT THAT PART DEDICATED FOR PUBLIC HIGHWAY) IN COOK COUNTY, ILLINOIS.

Attachment 2

EXHIBIT B

1. General real estate taxes for the year(s) 2012 (first), 2013 and subsequent years.

2. Easement in favor of Commonwealth Edison Company and Central Telephone Company recorded May 11, 1988 as document 88201887

3. Easement Agreement dated December 4, 2002 and recorded January 3, 2003 as document 0030006404, in favor of 8915 Golf Associates, LLC, an Illinois limited liability company.

4. (A) Brick walls on the east and west sides of subject property extend past boundary lines by up to 0.3' to the east and by up to 0.7' to the west;
(B) Brick in the southeasterly corner of subject property extends past boundary line to the south by 0.2' and to the north by 1.8', ownership unknown;
(C) 6' steel fence on the east side of subject property extends past the boundary line to the east by up to 3.4';
(D) Guy wire near the northwest corner of subject property does not fall within any easement.

Attachment 2

File Number 0013505-4

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

LGH-A/GOLF ASTC, L.L.C., HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 03, 1997, 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 #: 213140368 verifiable until 11/10/2022
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* 10TH *day of* NOVEMBER *A.D.* 2021 .

Jesse White
SECRETARY OF STATE

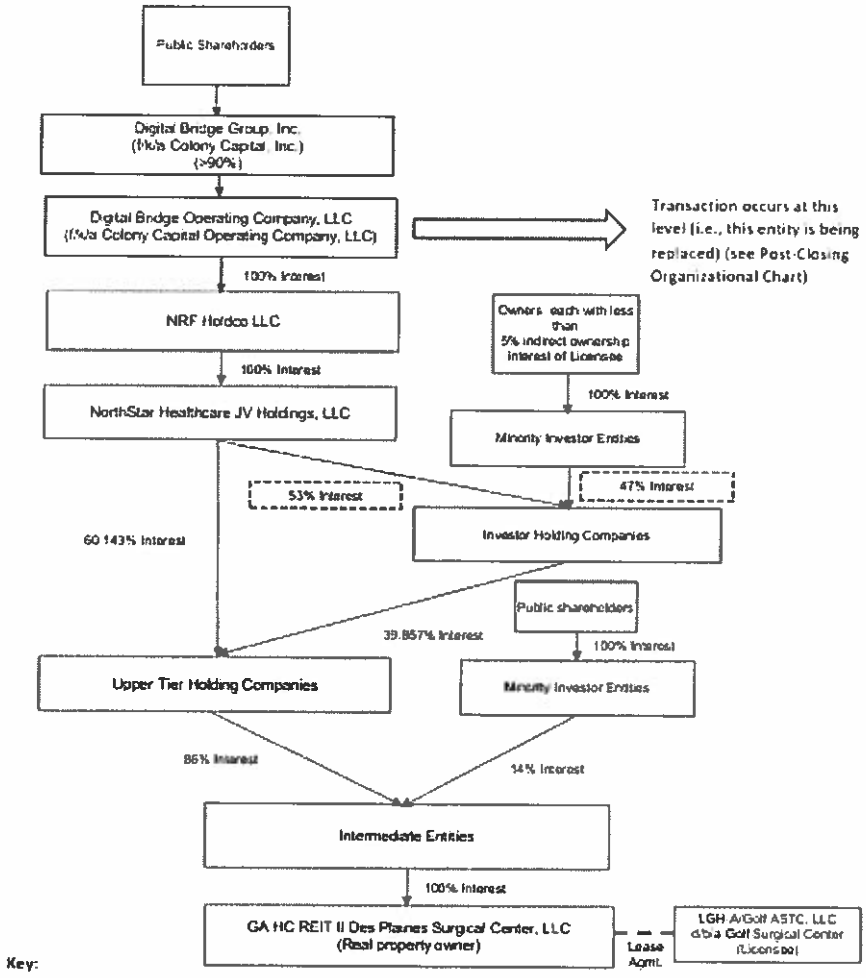
Attachment 3

Organizational Relationships

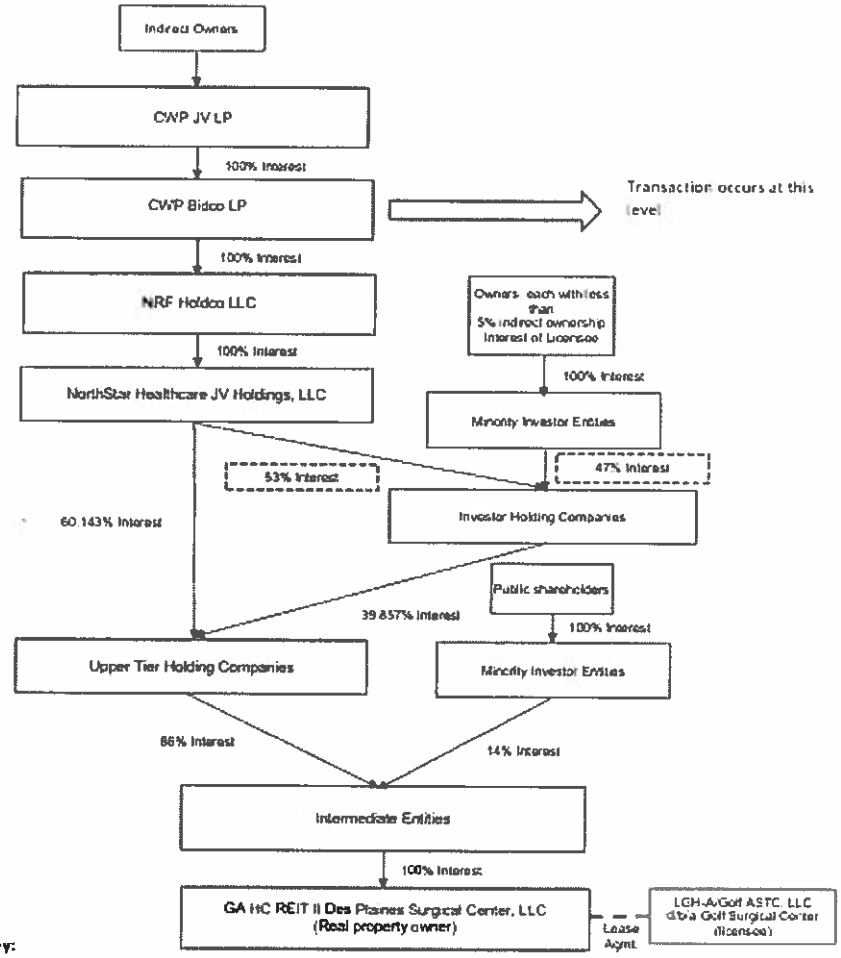
Post-Closing Organizational Chart

Attachment 4

Attachment 4
Pre-Closing Real Property Organizational Chart



Post-Closing Real Property Organizational Chart



Key:

Interests May Change Immediately Post-Closing: _ _ _ _ _

Attachment 4

SEC 37
17155125v4

Attachment 4

Attachment 5

Background of Applicant

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

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

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.

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

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.

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

Each of the applicants, by their signatures to the Certification pages of this application, authorize the Health Facilities and Services Review Board and the Department of Public Health ("DPH") to 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; and the records of nationally recognized accreditation organizations.

Attachment 6

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

APPLICABLE REVIEW CRITERIA

1. **1130.520(b)(1)(A) - Names of the parties:**

   a. **Names of Applicants:**

      i. Current Site Owner: GA HC REIT II Des Plaines Surgical Center, LLC

      ii. Current Controlling Owner of the Current Site Owner: Northstar Healthcare JV Holdings, LLC

      iii. Proposed Controlling Owner: CWP JV LP

   b. **Names of other parties:**

      i. The Licensee: LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center

2. **1130.520(b)(1)(B) - Background of the Parties:** N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

3. **1130.520(b)(1)(C) - Structure of the Transaction:** LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center (the "Licensee") provides post-surgical care services in a 15,674 square foot medical office building (the "Building") located at 8901 Golf Rd. Des Plaines, IL 60016 (the "Property"). The Property is owned by GA HC REIT II Des Plaines Surgical Center, LLC (the "Current Site Owner"). GA HC REIT II Des Plaines Surgical Center, LLC is a limited liability company, which is majority-owned, indirectly, by Northstar Healthcare JV Holdings, LLC (the "Current Controlling Owner"). The Licensee is a tenant in the Building, leasing space from the Current Site Owner. The Licensee and Current Site Owner are unrelated and unaffiliated entities.

   Pursuant to an agreement (the "Purchase Agreement"), an indirect ownership interest in the Current Site Owner will transfer to CWP JV LLP (the "Proposed Controlling Owner"). Upon the closing of the transactions contemplated in the Purchase Agreement, the majority indirect ownership interest in the Current Site Owner will be held by the Proposed Controlling Owner, and the Proposed Controlling Owner will have ultimate control and authority over the Current Site Owner. The Licensee is not a party to the aforementioned Purchase Agreement.

   The total purchase price for the Property is $7,180,000. Golf Surgical Center comprises the first of three floors so the purchase price attributable to Golf Surgical Center is $2,393,333.

   This Certificate of Exemption application is for the indirect change in ownership of the physical plant and related assets only and there is no change to the ownership or operation of the health care facility. The acquisition of the Property is not expected to result in any changes in the operations of the Licensee or the activities or operations conducted within Golf Surgical Center.

4. **1130.520(b)(1)(E) - List of ownership or membership interests in the licensed or certified entity prior to and after the transaction:** This is an indirect change of ownership of the physical plant and related assets only. A licensed or certified entity is not an applicant. An organizational chart showing the ownership structure of the applicants prior to and after the transaction, including controlling or subsidiary persons, is included in **Attachment 4.** Good standing certificates for each of the applicants are included in **Attachment 1**.

5. **1130.520(b)(1)(F) - Fair market value of assets to be transferred:** The total purchase price for the Property is $7,180,000 Golf Surgical Center comprises the first of three floors so the purchase price attributable to Golf Surgical Center is $2,393,333. The transaction is among unrelated parties and the purchase price would be the fair market value.

6. **1130.520(b)(1)(G) - Purchase price or other forms of consideration to be provided for those assets:** Golf Surgical Center comprises the first of three floors so the purchase price attributable to Golf Surgical is $2,393,333.

7. **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 Section 1130.520:**

   a. Any projects for which permits have been issued by the Health Facilities and Services Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code § 1130.520.

   b. The applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than twenty-four (24) months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.

8. **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.** Not applicable. This change of ownership is not for a hospital.

9. **1130.520(b)(4) - Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community:** As this is an indirect change of ownership of the physical plant and related assets only, there should be no change in the health care facility's operation as a result of the proposed transaction.

10. **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:** This is an indirect change of ownership of the physical plant and related assets only. There is no anticipated or potential cost savings that will result for the community and the health care facility because of the change in ownership.

11. **1130.520(b)(6) – A description of the facility's quality improvement program mechanism that will be utilized to assure quality control:** This is an indirect change of ownership of the physical plant and related assets only. There is no anticipated or potential change to the health care facility's quality improvement program mechanism that will be utilized to assure quality control.

12. **1130.520(b)(7) – A description of the selection process that the acquiring entity will use to select the facility's governing body:** Not Applicable. This is an indirect change of ownership of the physical plant and related assets only. The Proposed Controlling Owner, CWP JV LP, will have no power to select the health care facility's governing body.

Attachment 6

13. **1130.520(b)(8) - Statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility:** Not applicable. The health care facility does not offer the category of service regulated by 77 Ill. Adm. Code 1110.240.
14. **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:** To the best of the applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at the health care facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Attachment 6

Attachment 7

Charity Care Information

This is a change of ownership of the physical plant only and does not involve a licensed entity. No applicant provides patient care.

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	**Not Applicable**	**Not Applicable**	**Not Applicable**
Amount of Charity Care (charges)	Not Applicable	Not Applicable	Not Applicable
Cost of Charity Care	Not Applicable	Not Applicable	Not Applicable

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD

CHANGE OF OWNERSHIP EXEMPTION APPLICATION

APRIL 2021 EDITION

TABLE OF CONTENTS

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
525 WEST JEFFERSON STREET, 2nd FLOOR
SPRINGFIELD, ILLINOIS 62761
(217) 782-3516