

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: Innovia Surgery Center		
Street Address: 203 East Irving Park Road		
City and Zip Code: Wood Dale, Illinois 60191		
County: DuPage	Health Service Area: 007	Health Planning Area: 043

Legislators

State Senator Name: Don Harmon
State Representative Name: Kathleen Willis

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

Exact Legal Name: Innovia Surgery Center, LLC
Street Address: 3 Golf Center Road #356
City and Zip Code: Hoffman Estates, Illinois 60169
Name of Registered Agent: State Registry Ltd.
Registered Agent Street Address: 3 Golf Center Road #356
Registered Agent City and Zip Code: Hoffman Estates, Illinois 60169
Name of Chief Executive Officer: Vinod Goyal, M.D.
CEO Street Address: 3 Golf Center Road #356
CEO City and Zip Code: Hoffman Estates, Illinois 60169
CEO Telephone Number: 847-255-7400

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
Other	<input type="checkbox"/>

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

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

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

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State Representative Name: Kathleen Willis

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Exact Legal Name: Arizona – Illinois, L.P.
Street Address: 3 Golf Center Road #356
City and Zip Code: Hoffman Estates, Illinois 60169
Name of Registered Agent: State Registry Ltd.
Registered Agent Street Address: 3 Golf Center Road #356
Registered Agent City and Zip Code: Hoffman Estates, Illinois 60169
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Legislators

State Senator Name: Don Harmon
State Representative Name: Kathleen Willis

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

Exact Legal Name: DxTx Pain and Spine, LLC
Street Address: 431 Summit Street, Suite 101
City and Zip Code: Elgin, Illinois 60120
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Owen Prunskis
CEO Street Address: 431 Summit Street, Suite 101
CEO City and Zip Code: Elgin, Illinois 60120
CEO Telephone Number:

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
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State Senator Name: Don Harmon
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Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Wood Dale Surgery Center LLC
Street Address: 8 Oak Lake Drive
City and Zip Code: Barrington Hills, Illinois 60010
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Owen Prunskis
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State Senator Name: Don Harmon
State Representative Name: Kathleen Willis

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

Exact Legal Name: Pain and Spine Properties (Wood Dale) LLC
Street Address: 431 Summit, Suite 101
City and Zip Code: Elgin, Illinois 60120
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Owen Prunskis
CEO Street Address: 431 Summit Street, Suite 101
CEO City and Zip Code: Elgin, Illinois 60120
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E-mail Address: kfriedman@polsinelli.com
Fax Number:

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

Name:
Title:
Company Name:
Address:
Telephone Number:
E-mail Address:

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: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Pain and Spine Properties (Wood Dale) LLC
Address of Site Owner: 431 Summit, Suite 101, Elgin, Illinois 60120
Street Address or Legal Description of the Site: 203 East Irving Park Road, Wood Dale, Illinois 60191
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: Innovia Surgery Center, LLC		
Address: 203 East Irving Park Road, Wood Dale, Illinois 60191		
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/>

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Wood Dale Surgery Center LLC	
Address: 8 Oak Lake Drive, Barrington Hills, Illinois 60010	
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/>
<ul style="list-style-type: none"> ○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. ○ Partnerships must provide the name of the state in which 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.

Innovia Surgery Center, LLC, Arizona – Illinois, L.P., DxTx Pain and Spine LLC, Wood Dale Surgery Center LLC, and Pain and Spine Properties (Wood Dale) LLC (collectively, the “Applicants”) seek authority for the Illinois Health Facilities and Services Review Board for the change of ownership of the ambulatory surgical treatment center located at 203 East Irving Park Road, Wood Dale, Illinois 60191 (the “Surgery Center”). Wood Dale Surgery Center LLC, a wholly owned subsidiary of DxTx Pain and Spine LLC will acquire a controlling interest in the Surgery Center pursuant to an asset purchase agreement between Wood Dale Surgery Center, LLC and Innovia Surgery Center, LLC.

The planned transaction will also include the sale of physical plant of the Surgery Center. Pain and Spine Properties (Wood Dale) LLC, , a wholly owned subsidiary of DxTx Pain and Spine LLC, will acquire the physical plant from Arizona – Illinois, L.P.

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: \$2,250,000
 Fair Market Value: \$2,250,000

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 ☒. 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): December 16, 2021 or as soon thereafter as all closing conditions have been satisfied

State Agency Submittals

Are the following submittals up to date as applicable:

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

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

#E-057-21

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

CERTIFICATION

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

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



Signature

Vijay Goyal, M.D.

Printed Name

Manager

Printed Title


Signature

Vinod Goyal, M.D.

Printed Name


Manager

Printed Title

Notarization:

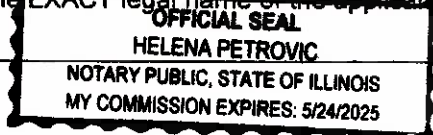
Subscribed and sworn to before me

this 19 day of November 2021

Signature of Notary 

Seal

*Insert the EXACT legal name of the applicant



Notarization:

Subscribed and sworn to before me

this 19 day of November 2021

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Seal



#E-057-21

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- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Arizona – Illinois, L.P. 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

Vinod Goyal, M.D.

Printed Name

General Partner

Printed Title

Signature

Vijay Goyal, M.D.

Printed Name

General Partner

Printed Title

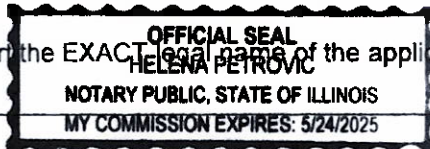
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This Application is filed on the behalf of DxTX Pain and Spine LLC in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this 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

Owen V. Prunskis

Printed Name

Printed Name

Manager

Printed Title

Printed Title

Notarization:

Subscribed and sworn to before me
this ____ day of _____

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



Signature

Owen V. Prunskis

Manager of Sole Member

VBC Spine OpCo LLC

Printed Name

Signature

Printed Name

Printed Title

Printed Title

Notarization:

Subscribed and sworn to before me
this ____ day of _____

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Subscribed and sworn to before me
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- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Pain and Spine Properties (Wood Dale) 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

Owen V. Prunkis

Manager of Sole Member

Pain and Spine Properties LLC

Printed Name

Signature

Printed Name

Printed Title

Printed Title

Notarization:

Subscribed and sworn to before me
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SECTION II. BACKGROUND.**BACKGROUND OF APPLICANT**

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

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

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

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

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

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

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

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

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X
APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

SECTION IV.CHARITY CARE INFORMATION

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

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

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

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

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

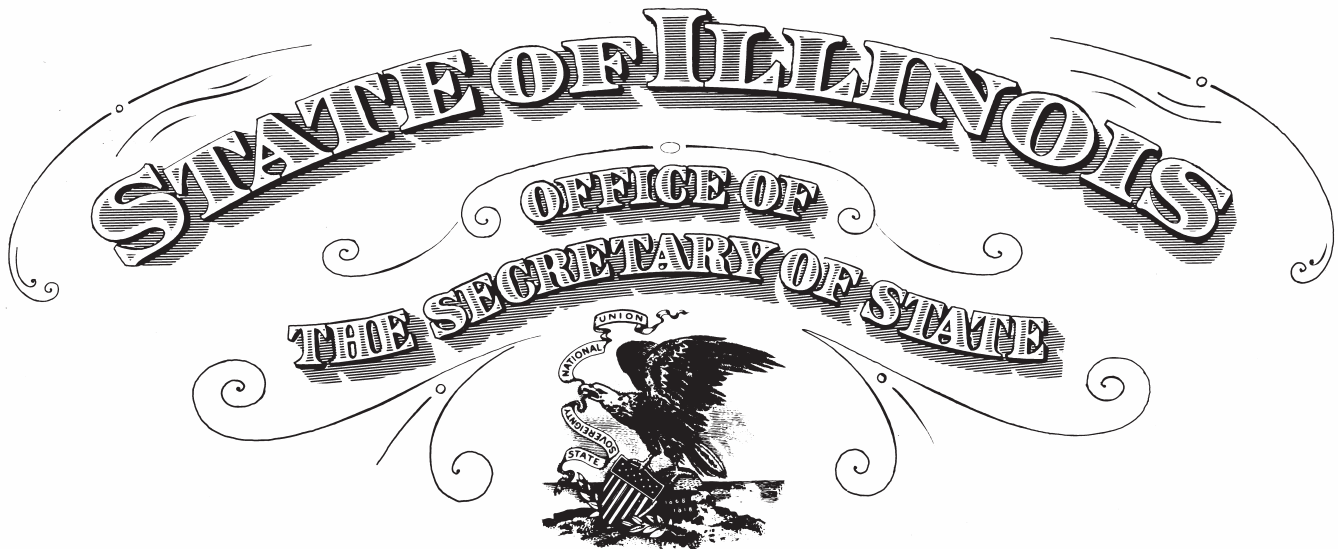
Section I, Identification, General Information, and Certification
Applicants

Certificates of good standing for the Applicants are attached at Attachment – 1.

1. Innovia Surgery Center, LLC is the current licensee. The Illinois certificate of good standing is attached.
2. Arizona – Illinois, L.P. is the owner of the property located at 203 East Irving Park Road, Wood Dale, Illinois. The Illinois certificate of good standing is attached.
3. Wood Dale Surgery Center, LLC will be the licensee after the change of ownership. The certificate of good standing is attached.
4. Pain and Spine Properties (Wood Dale) LLC will acquire the property located at 203 East Irving Park Road, Wood Dale, Illinois.
5. As the person with final control over the licensee and the property owner, DxTx Pain and Spine LLC is named as an applicant in the Change of Ownership Application for Exemption. The Illinois certificate of good standing is attached.

File Number

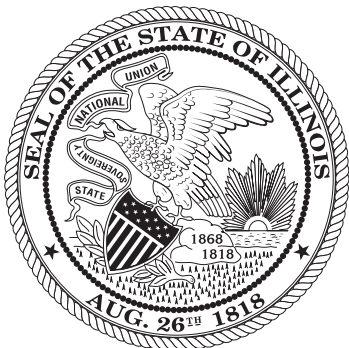
1001401-8



To all to whom these Presents Shall Come, Greeting:

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

INNOVIA SURGERY CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 25, 2021, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



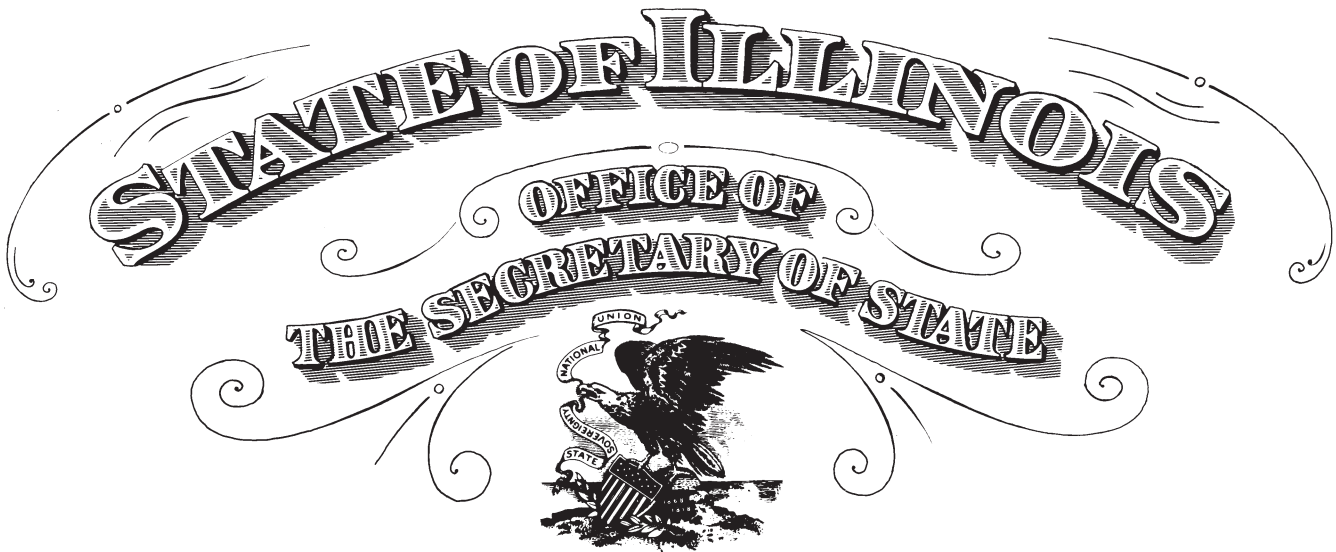
In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 18TH
day of NOVEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Authentication #: 2132203296 verifiable until 11/18/2022

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



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ARIZONA - ILLINOIS, L.P., HAVING REGISTERED IN THE STATE OF ILLINOIS ON OCTOBER 31, 1994, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LP/LLP IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING BEEN ADMINISTRATIVELY DISSOLVED BY THE SECRETARY OF STATE NOR HAVING VOLUNTARILY FILED A STATEMENT OF TERMINATION.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 18TH
day of NOVEMBER A.D. 2021 .*

Jesse White

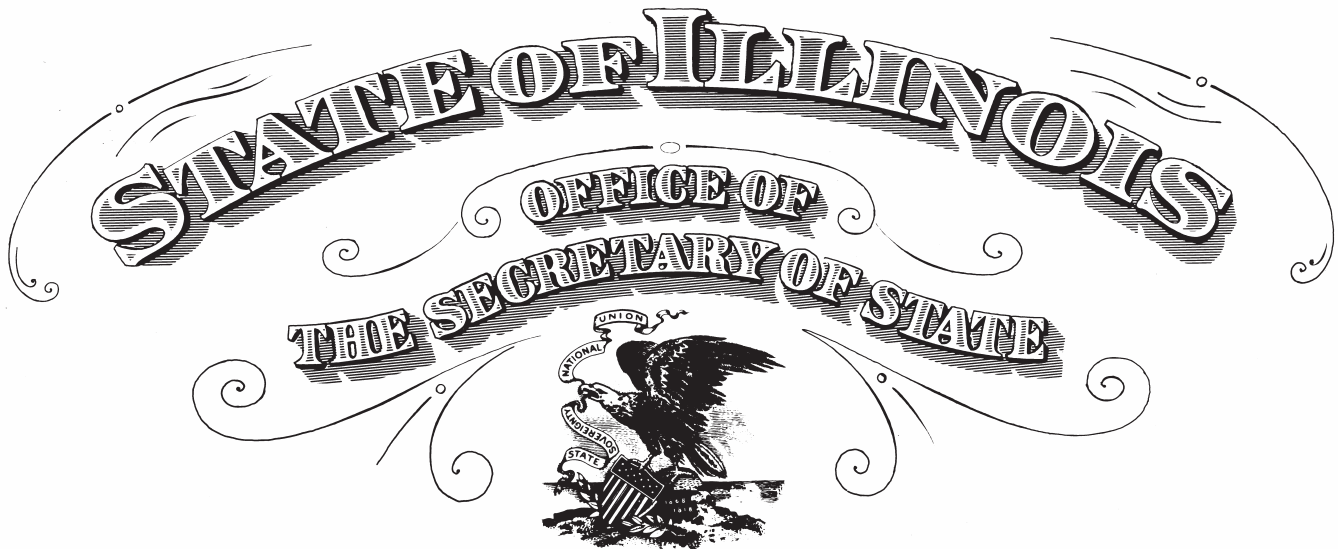
SECRETARY OF STATE

Authentication #: 2132203406

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

File Number

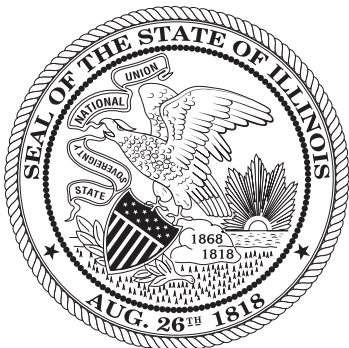
0947905-8



To all to whom these Presents Shall Come, Greeting:

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

DXTX PAIN AND SPINE LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MARCH 11, 2021, 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 FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS 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 18TH
day of NOVEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Authentication #: 2132203354 verifiable until 11/18/2022

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

Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "WOOD DALE SURGERY CENTER 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 2021.*

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



6407226 8300

SR# 20213865943

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204759060

Date: 11-22-21

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
PAIN AND SPINE PROPERTIES (WOOD DALE) LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 1209 ORANGE STREET, CORPORATION TRUST CENTER (street), in the City of WILMINGTON, Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is THE CORPORATION TRUST COMPANY

By: _____

Authorized Person

Name: JAMES V. INENDINO

Print or Type

Section I, Identification, General Information, and Certification
Site Ownership

By signing this certification within this application, Arizona – Illinois, L.P. attests that it is the owner of the land and building located at 203 East Irving Park Road, Wood Dale, Illinois.

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

Innovia Surgery Center, LLC is currently the approved operating entity for the Surgery Center. Following the transaction, Wood Dale Surgery Center LLC will be the operating entity for the Surgery Center. The certificate of good standing for Wood Dale Surgery Center is attached at Attachment – 3.

Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "WOOD DALE SURGERY CENTER 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 2021.*

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



6407226 8300

SR# 20213865943

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

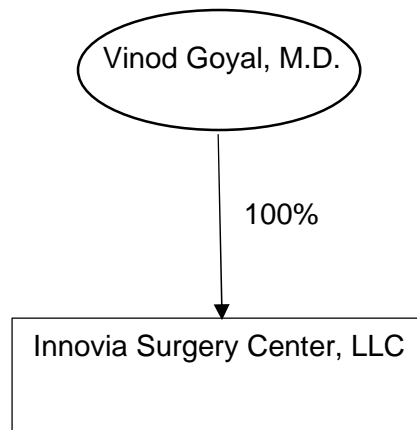
Authentication: 204759060

Date: 11-22-21

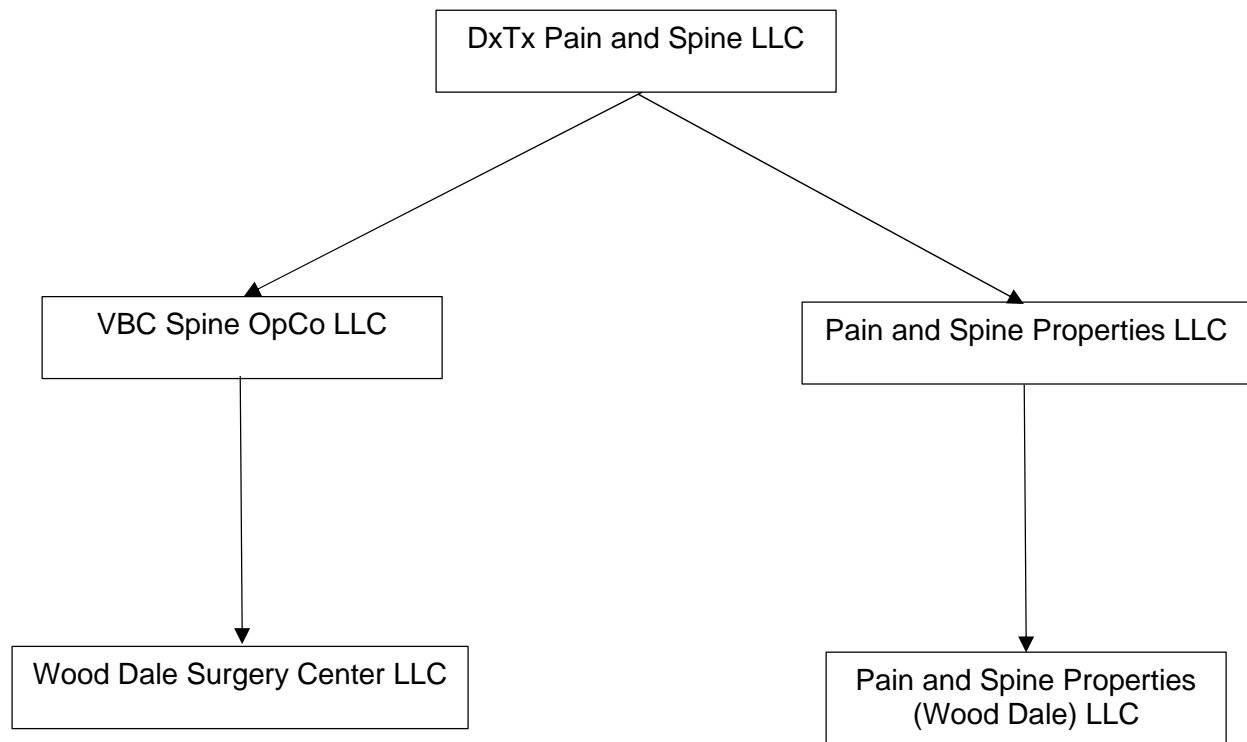
Section I, Identification, General Information, and Certification
Organizational Relationships

The organizational charts showing the current organizational structure along with the post-transaction ownership structure are attached at Attachment – 4.

Pre-Closing Organizational Chart



Post-Closing Organizational Chart



Section II, Background
Background

1. **A listing of all health care facilities owned and operated by the Applicants, including licensing, and certificate, if applicable.**

A list of health care facilities owned or operated by the applicants in Illinois including licensing and certification information is attached at Attachment – 5A.

2. **A listing of all health care facilities owned and/or operated in Illinois by, any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed facility.**

None.

3. **A certified listing of any adverse action taken against any facility owned or operated by the Applicant(s) during the three years prior to filing of the application.**


Certifications that no adverse action that been taken against any of the applicants or any health care facility owned or operated by any applicants during the three years preceding the filing of this application is attached at Attachment – 5C.

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.**

Authorizations permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies, (ii) the licensing or certification records of other states, when applicable, and (iii) the records of nationally recognized accreditation organizations are attached at Attachment – 5C.

Innovia Surgery Center, LLC			
Name	Address	License No.	Medicare Provider No.
Innovia Surgery Center	203 East Irving Park Road, Wood Dale, Illinois 60191	7002140	14C0001179

DxTx Pain and Spine, LLC			
Name	Address	License No.	Medicare Provider No.
Barrington Pain and Spine Institute, LLC	600 Hart Road, Suite 300 Barrington, Illinois 60010	7003167	1619244175



**Illinois Department of
PUBLIC HEALTH** HF 123927

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
8/20/2022		7002140
Ambulatory Surgery Treatment Center		
Effective: 09/27/2021		

Innovia Surgery Center, LLC
203 E Irving Park Rd
Wood Dale, IL 60191

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 8/20/2022

Lic Number 7002140

Date Printed 10/5/2021

Innovia Surgery Center, LLC

**203 E Irving Park Road
Wood Dale, IL 60191-2045**

FEE RECEIPT NO.

**Illinois Department of
PUBLIC HEALTH**

HF 123764

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
9/17/2022		7003167
Ambulatory Surgery Treatment Center		
Effective: 09/18/2021		

Barrington Pain and Spine Institute, LLC
600 Hart Rd Ste 300
Barrington, IL 60010

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

Barrington Pain and Spine Institute LLC

Barrington, IL

has been Accredited by



The Joint Commission

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

December 12, 2018

Accreditation is customarily valid for up to 36 months.

David H. Perrott

David Perrott, MD, DDS, MBA, FACS
Chair, Board of Commissioners

ID #536566

Print/Reprint Date: 06/26/2020

Mark R. Chassin

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

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



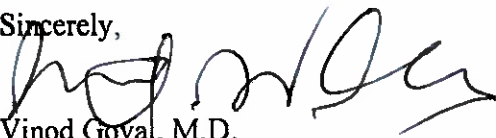
Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Chair Savage:


I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 Ill. Comp. Stat 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated Innovia Surgery Center, LLC during the three-year period prior to filing this application.

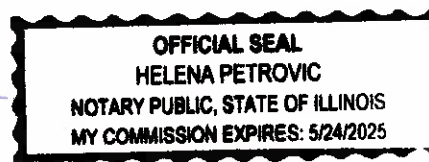
Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted as part of this application for change of ownership exemption. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies HFSRB or IDPH deem pertinent to process this application for change of ownership exemption.

Sincerely,


Vinod Goyal, M.D.
Manager
Innovia Surgery Center, LLC

Subscribed and sworn to me
This 19 day of November, 2021


Notary Public



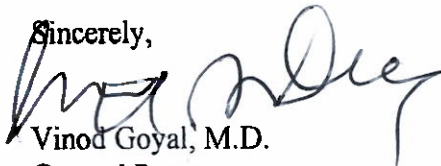
Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 Ill. Comp. Stat 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by Arizona – Illinois, L.P. during the three-year period prior to filing this application.


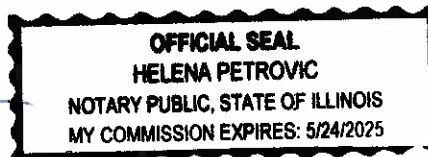
Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board (“HFSRB”) and the Illinois Department of Public Health (“IDPH”) access to any documents necessary to verify information submitted as part of this application for change of ownership exemption. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies HFSRB or IDPH deem pertinent to process this application for change of ownership exemption.

Sincerely,



Vinod Goyal, M.D.
General Partner
Arizona – Illinois, L.P.

Subscribed and sworn to me
This 19 day of November, 2021


Notary Public

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

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 Ill. Comp. Stat 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by DxTx Pain and Spine LLC during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board (“HFSRB”) and the Illinois Department of Public Health (“IDPH”) access to any documents necessary to verify information submitted as part of this application for change of ownership exemption. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies HFSRB or IDPH deem pertinent to process this application for change of ownership exemption.

Sincerely,



Owen V. Prunskis
Manager
DxTx Pain and Spine LLC

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

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 Ill. Comp. Stat 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by Wood Dale Surgery Center LLC during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board (“HFSRB”) and the Illinois Department of Public Health (“IDPH”) access to any documents necessary to verify information submitted as part of this application for change of ownership exemption. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies HFSRB or IDPH deem pertinent to process this application for change of ownership exemption.

Sincerely,



Owen V. Prunskis
Manager of Sole Member
VBC Spine OpCo LLC

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

Dear Chair Savage:

I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 Ill. Comp. Stat 5/1-109 that no adverse action as defined in 77 Ill. Admin. Code § 1130.140 has been taken against any health care facility owned or operated by Pain and Spine Properties (Wood Dale) LLC during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board (“HFSRB”) and the Illinois Department of Public Health (“IDPH”) access to any documents necessary to verify information submitted as part of this application for change of ownership exemption. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies HFSRB or IDPH deem pertinent to process this application for change of ownership exemption.

Sincerely,



Owen V. Prunskis
Manager of Sole Member
Pain and Spine Properties (Wood Dale) LLC

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

1. 1130.520(b)(1)(A) – Names of the Parties

Innovia Surgery Center, LLC is the current licensee.

Arizona – Illinois, L.P. is the owner of the property located at 203 East Irving Park Road, Wood Dale, Illinois.

Wood Dale Surgery Center, LLC will be the licensee after the change of ownership

Pain and Spine Properties (Wood Dale) LLC will acquire the property located at 203 East Irving Park Road, Wood Dale, Illinois.

As the person with final control over the licensee and the property owner, DxTx Pain and Spine LLC is named as an applicant in the Change of Ownership Application for Exemption.

2. 1130.520(b)(1)(B) – Background of the Parties

Certifications that no adverse action that been taken against any of the applicants or any health care facility owned or operated by applicants during the three years preceding the filing of this application is attached at Attachment – 5B.

Authorizations permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies, (ii) the licensing or certification records of other states, when applicable, and (iii) the records of nationally recognized accreditation organizations are attached at Attachment – 5B.

3. 1130.520(b)(1)(C) – Structure of the Transaction

Wood Dale Surgery Center LLC, a wholly owned subsidiary of DxTx Pain and Spine LLC will acquire a controlling interest in the Surgery Center pursuant to an asset purchase agreement between Wood Dale Surgery Center, LLC and Innovia Surgery Center, LLC.

The planned transaction will also include the sale of physical plant of the Surgery Center. Pain and Spine Properties (Wood Dale) LLC, a wholly owned subsidiary of DxTx Pain and Spine LLC, will acquire the physical plant from Arizona – Illinois, L.P.

4. 1130.520(b)(1)(D) – Name of Licensed Entity After Transaction

Wood Dale Surgery Center, LLC.

5. 1130.520(b)(1)(E) – List of Ownership or Membership Interest in the Licensed Entity Prior to and After the Transaction

An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included at Attachment - 4.

6. 1130.520(b)(1)(F) – Fair Market Value of Assets to be Transferred

\$1,250,000, subject to post-closing adjustment, for the Surgery Center.

\$2,250,000, subject to post-closing adjustments, for the Surgery Center physical plant.

7. 1130.520(b)(1)(G) – Purchase Price of Other Forms of Consideration to be Paid

\$1,250,000, subject to post-closing adjustment, for the Surgery Center.

\$2,250,000, subject to post-closing adjustments, for the Surgery Center physical plant.

8. 1130.520(b)(2) – Affirmations

The Applicants have no projects with outstanding permits issued by the State Board.

9. 1130.520(b)(3) – If Ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction.

Not applicable.

10. 1130.520(b)(4) – Anticipated Benefits to the Community

The planned transaction should increase utilization at the Surgery Center, which has capacity.

11. 1130.520(b)(5) – Anticipated or Potential Cost Savings

The Surgery Center will be integrated into a larger organization and the Applicants expect there will be cost savings due to economies of scale.

12. 1130.520(b)(6) – Quality Improvement Program

The Surgery Center operates with a quality improvement program that is consistent with the recommendations and requirements of IDPH and Accreditation Association for Ambulatory Health Care, Inc. The Surgery Center will continue to operate under this quality improvement program after the change ownership.

13. 1130.520(b)(7) – Selection Process for Governing Body

The Surgery Center will be managed by a sole manager designated by VBC Spine OpCo LLC.

14. 1130.520(b)(9) – Change to Scope of Service or Levels of Care

There will be no changes to scope of services or levels of care currently provided at the Surgery Center that are anticipated to occur within twenty-four (24) months as a result of the planned transaction.

Section IV – Charity Care Information

The table below provides charity care information for the most recent three years Innovia Surgery Center.

Innovia Surgery Center			
	2018	2019	2020
Net Patient Revenue	\$748,435	\$808,526	\$439,689
Amount of Charity Care (charges)	\$207,200	\$229,600	\$64,000
Cost of Charity Care	\$207,200	\$229,600	\$64,000

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

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 – 25
2	Site Ownership		26
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		27 – 28
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		29 – 31
5	Background of the Applicant		32 – 41
6	Change of Ownership		42 – 43
7	Charity Care Information		44