

**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: West Suburban Medical Center (Real Estate Only)		
Street Address: 3 Erie Court		
City and Zip Code: Oak Park 60302		
County: Cook	Health Service Area: 7	Health Planning Area: A-06

Legislators

State Senator Name: Don Harmon
State Representative Name: Camille Lilly

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

Exact Legal Name: Ramco Healthcare Holdings, LLC
Street Address: 103 Carnegie Center, Suite 345
City and Zip Code: Princeton, NJ 08540
Name of Registered Agent: Harvard Business Services, Inc.
Registered Agent Street Address: 16192 Coastal Highway
Registered Agent City and Zip Code: Lewes, Delaware 19958
Name of President: Reddy Rathnakar Patlola.
President Street Address: 103 Carnegie Center, Suite 345
President City and Zip Code: Princeton, NJ 08540
President Telephone Number: 773-564-5102

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.	
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: Juan Morado Jr. and Mark J. Silberman
Title: Attorney
Company Name: Benesch Friedlander Coplan and Aronoff LLP
Address: 71 South Wacker Drive, Suite 1600 Chicago IL 60606
Telephone Number: 312-212-4967; 312-212-4952
E-mail Address: jmorado@beneschlaw.com msilberman@beneschlaw.com
Fax Number: (312) 767-9192

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

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County: Cook	Health Service Area: 7	Health Planning Area: A-06

Legislators

State Senator Name: Don Harmon
State Representative Name: Camille Lilly

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

Exact Legal Name: Pipeline Health System, LLC
Street Address: 898 N. Sepulveda Boulevard, Suite 500
City and Zip Code: El Segundo, CA 90245
Name of Registered Agent: Registered Agent Solutions, Inc.
Registered Agent Street Address: 9 E. Loockeman Street, Suite 311
Registered Agent City and Zip Code: Dover, DE 19901
Name of Chief Executive Officer: Andrei Soran
CEO Street Address: 898 N. Sepulveda Boulevard, Suite 500
CEO City and Zip Code: El Segundo, CA 90245
CEO Telephone Number: (213) 694-4861

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
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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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Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Anne M. Murphy
Title: Attorney
Company Name: ArentFox Schiff LLP
Address: Prudential Tower, 800 Boylston Street, 32 nd Floor, Boston, MA 02199
Telephone Number: (617) 973-6246
E-mail Address: Anne.Murphy@afslaw.com
Fax Number: (617) 367-2315

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Legislators

State Senator Name: Don Harmon
State Representative Name: Camille Lilly

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

Exact Legal Name: West Suburban Property Holdings, LLC
Street Address: 898 N. Sepulveda Boulevard, Suite 500
City and Zip Code: El Segundo, CA 90245
Name of Registered Agent: Registered Agent Solutions, Inc.
Registered Agent Street Address: 9 E. Loockeman Street, Suite 311
Registered Agent City and Zip Code: Dover, DE 19901
Name of Chief Executive Officer: Andrei Soran (CEO of Pipeline Health System, LLC (Controlling Entity))
CEO Street Address: 3 Erie Court
CEO City and Zip Code: Oak Park, IL 60302
CEO Telephone Number: (213) 694-4861

Type of Ownership of Applicants

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☐ For-profit Corporation	☐ Governmental
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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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E-mail Address: Anne.Murphy@afslaw.com
Fax Number: (617) 367-2315

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

Name:
Title:
Company Name:
Address:
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: Reddy Rathnakar Patlola
Title: President
Company Name: Ramco Healthcare Holdings, LLC
Address: 103 Carnegie Center
Telephone Number: 312-564-5102
E-mail Address: rrathnakar@resiliencehealthcare.com
Fax Number: N/A

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Ramco Healthcare Holdings, LLC
Address of Site Owner: 103 Carnegie Center, Suite 345, Princeton, NJ 08540
Street Address or Legal Description of the Site: 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: Pipeline-West Suburban Medical Center, LLC		
Address: 3 Erie Court, Oak Park, IL 60302		
☐ Non-profit Corporation ☐ For-profit Corporation ☒ Limited Liability Company ☐ Other	☐ Partnership ☐ Governmental ☐ Sole Proprietorship	☐

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Resilience Healthcare-West Suburban Medical Center, LLC	
Address: 3 Erie Court, Oak Park, IL 60302	
☐ Non-profit Corporation ☐ For-profit Corporation ☒ Limited Liability Company Other	☐ Partnership ☐ Governmental ☐ Sole Proprietorship
○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. ○ Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. ○ Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
APPEND DOCUMENTATION AS <u>ATTACHMENT 3</u>, 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 <u>ATTACHMENT 4</u>, 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 represents a portion of a larger transaction (“Agreement” or “Transaction”) that proposes the change of ownership for Pipeline Health System, LLC’s (“Pipeline’s”) two Illinois hospitals (along with the related real estate and the Weiss Medical Office Building (“Weiss MOB”), collectively “Facilities”). Based upon the fact that the ownership structure of the Facilities is separated between Operational Entities (“OpCo’s”) and Property Entities (“PropCo’s”), applicants will be submitting four separate Change of Ownership Exemption (“COE”) applications that are being filed simultaneously to individually address the proposed transfer of ownership (both operational and property) of both hospitals, commonly known as Louis A. Weiss Memorial Hospital (and including the Weiss MOB) (“Weiss”) and West Suburban Medical Center (“West Suburban”). River Forest Property Holdings, LLC (“River Forest PropCo”), which owns the real estate for an off-campus and unlicensed medical office building in River Forest, Illinois, is not part of the HFSRB review process. This constitutes the entirety of the Transaction.

This COE specifically addresses a proposed change in the real estate ownership of land where West Suburban Medical Center is located. The applicant, Ramco Healthcare Holdings, LLC (“Ramco”) a Delaware limited liability corporation has entered into an Agreement with Pipeline and West Suburban Property Holdings, LLC (“West Suburban PropCo”) to acquire the real estate where West Suburban Medical Center (“Hospital”) is located. The address is commonly known as 3 Erie Court, Oak Park, IL 60302.

The real estate is currently owned by West Suburban PropCo, a wholly owned subsidiary of Pipeline. Pipeline acquired the real estate in early 2019 and, as part of that transaction, the land and buildings on which the Hospital is located were acquired by West Suburban PropCo, a Delaware limited liability corporation. Transfer of ownership of the licensee, while addressed as part of the Agreement, will be addressed separately for the Health Facilities and Services Review Board (“HFSRB” or “Board”) via the submission of a separate COE application.

The Weiss MOB real estate is owned by Weiss MOB Property Holdings, LLC (“Weiss MOB PropCo”). Although Weiss Memorial Hospital does not operate the Weiss MOB or lease space in the MOB, the Weiss MOB falls under Weiss Memorial Hospital’s Illinois hospital license. As a result, the Weiss MOB is acknowledged to be part of Weiss and Weiss Memorial Hospital for the purpose of this Certificate of Exemption application. In contrast, the surface parking lot adjacent to Weiss Memorial Hospital (“Weiss Surface Lot”) is not part of the Weiss Memorial Hospital’s Illinois hospital license and is not part of the HFSRB review process.

As part of the Transaction, Pipeline has entered into a concurrent agreement to sell the operating entities to AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare (“Resilience”) an entity affiliated with and possessing overlapping, but not identical, common ownership with Ramco. A separate Certificate of Exemption to address the acquisition of licensee Pipeline West Suburban Medical Center, LLC (“West Suburban OpCo”) has been filed by Resilience to address that portion of the Transaction.

Following the Transaction, Ramco will enter into and maintain a multi-year lease with Resilience for the real property to ensure Resilience can maintain operational control over Hospital.

The total purchase price related to the Transaction is \$92 million for the real estate, which includes all Pipeline assets in the greater Chicago area. No part of the purchase price is being attributed to West Suburban OpCo, West Suburban OpCo or any other operating entity that is part of the Transaction.

Of this \$92 million total purchase price, seller is providing to buyer at closing a \$12 million credit in immediately available funds, to be used toward improvements and repair of the transferred assets (including Weiss and West Suburban). Of this \$12 million credit, \$8 million will be used by buyer for improvements and repair at Weiss, in order to honor seller's prior commitment to the community in connection with the sale of the Weiss Surface Lot. As a result, the net purchase price associated with the Transaction is \$80 million, apportioned as follows:

West Suburban PropCo	\$28,282,438.27
Weiss Hospital PropCo	\$11,040,757.61
Weiss MOB PropCo	\$20,784,224.71
River Forest PropCo	\$19,892,579.41

The above apportionment has been made only for the purpose of meeting COE requirements and should be used only for this purpose. This apportionment is based on a combination of appraisal and previous purchase price information.

The Agreement involves a Purchase Sales Agreement ("PSA"), pursuant to which buyer will be acquiring all assets owned by in West Suburban PropCo.

The Transaction apportions the purchase price entirely to the PropCo's involved in the Transaction, rather than to the OpCo components. Most fundamentally and importantly, this apportionment reflects the fair market value of each entity. Doing so also facilitates aligning the responsibilities and obligations of long-term real estate debt, such as mortgages, with the real property, leaving the operational entities the increased flexibility to instead assume more limited working capital debt through vehicles such as revolving lines of credit. It provides a foundation for operational continuity, economic success, and increased borrowing power, if necessary. This is designed to maximize the nimbleness of operational side of the Hospitals, and is calculated to yield a successful transition, successful restructuring, and uninterrupted access to care for the communities and patient populations served by these Hospitals.

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: \$28,282,438.27

Fair Market Value: \$28,282,438.27

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): December 31, 2022

State Agency Submittals- NOT APPLICABLE REAL ESTATE ONLY

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.

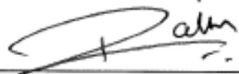
CERTIFICATION

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 Ramco Healthcare 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

Reddy Rathnakar Patola

PRINTED NAME

Sole Manager

PRINTED TITLE

SIGNATURE

PRINTED NAME

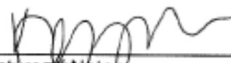
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 14 day of March 2022

Notarization:

Subscribed and sworn to before me
this ____ day of ____


Signature of Notary

Seal

Keziah J. Mercado
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES 11/19/2026

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 10/2018 Edition

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Pipeline Health System, 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

Nicholas Orzano

PRINTED NAME

Authorized Board Member

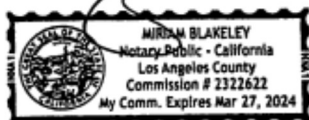
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 9th day of March 2022

Signature of Notary

Seal



SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of March 2022

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

AFDOCS/20849751.1

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Page

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 10/2018 Edition

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of West Suburban Property 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
Nicholas Orzano
PRINTED NAME
Authorized Board Member of
Pipeline Health System, LLC (Controlling Entity)
PRINTED TITLE

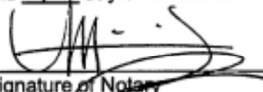
SIGNATURE

PRINTED NAME

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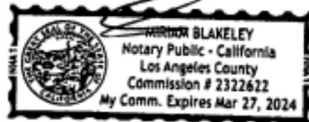
Notarization:
Subscribed and sworn to before me
this 9th day of March 2022

Notarization:
Subscribed and sworn to before me
this ____ day of March 2022


Signature of Notary

Signature of Notary

Seal



Seal

*Insert the EXACT legal name of the applicant

AFDOCS/20849751.1

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Page

SECTION II. BACKGROUND.**BACKGROUND OF APPLICANT**

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

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

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

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

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

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

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

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

SECTION IV.CHARITY CARE INFORMATION

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

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

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

CHARITY CARE			
	2018	2019	2020
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.

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		18-21
2	Site Ownership		22-26
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		27-29
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		30-32
5	Background of the Applicant		33-38
6	Change of Ownership		39-62
7	Charity Care Information		63

Attachment 1
Type of Ownership of Applicants

Included with this attachment are:

1. The Articles of Incorporation for Ramco Healthcare Holdings, LLC (“Purchaser”)
2. The Certificate of Good Standing for West Suburban Property Holdings, LLC (Property Owner)
3. The Certificate of Good Standing for Pipeline Health System, LLC (“Seller”)

Attachment 1
Certificate of Good Standing for
Ramco Healthcare Holdings, LLC

Delaware
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "RAMCO HEALTHCARE 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 FOURTEENTH DAY OF MARCH, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAMCO HEALTHCARE
HOLDINGS LLC" WAS FORMED ON THE TENTH DAY OF MARCH, A.D. 2022.

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

6666443 8300

SR# 20220987381

You may verify this certificate online at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State

Authentication: 202901487

Date: 03-14-22

**Attachment 1
Certificate of Good Standing for
West Suburban Property Holdings, LLC**

File Number

0688348-6



To all to whom these Presents Shall Come, Greeting:

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

WEST SUBURBAN PROPERTY HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY
COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON
AUGUST 28, 2018, 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.



Authentication #: 2206104852 verifiable until 03/02/2023
Authenticate at: <http://www.isos.gov>

***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 2ND
day of MARCH A.D. 2022 .***

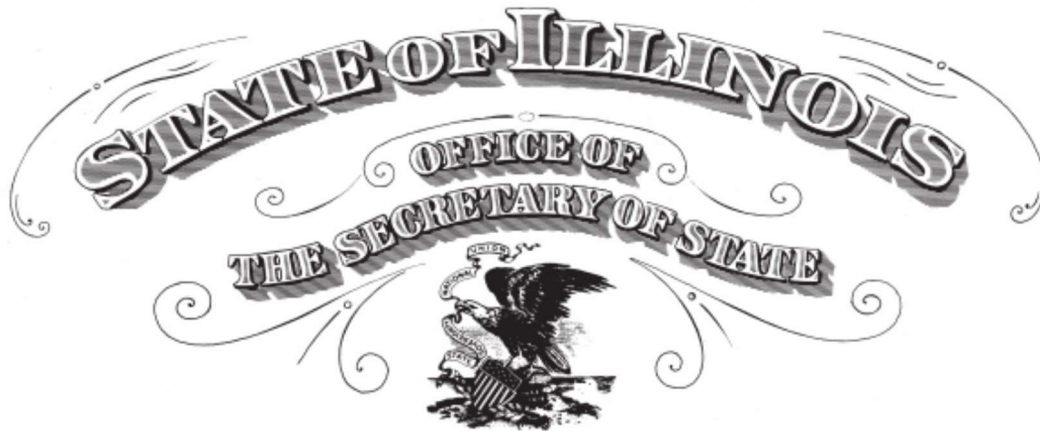
Jesse White

SECRETARY OF STATE

**Attachment 1
Certificate of Good Standing for
Pipeline Health System, LLC**

File Number

0820915-4



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***

PIPELINE HEALTH SYSTEM, LLC, A DELAWARE LIMITED LIABILITY COMPANY
HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON JANUARY
03, 2020, 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.



Authentication #: 2208602044 verifiable until 03/07/2023
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 7TH
day of MARCH A.D. 2022 .***

Jesse White

SECRETARY OF STATE

Attachment 2 Site Ownership

The site ownership currently rests with West Suburban Property Holdings, LLC and that entity's ownership of the real property will transfer to the Ramco Healthcare Holdings, LLC following the transaction, subject to HFSRB approval. Attached is an attestation of Reddy Rathnakar Patlola, President of Ramco Healthcare Holdings, LLC, one of the applicants attesting to the proposed site ownership following the closing of the transaction and approval of the HFSRB.

**Attachment 2
Site Ownership
Ramco Healthcare Holdings, LLC**

March 14, 2022

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

RE: Site Ownership- West Suburban Medical Center

Dear Chair Savage,

As a representative of Ramco Healthcare Holdings, LLC ("Ramco"), I, Reddy Rathnakar Patlola, hereby attest that through the acquisition of real estate held by West Suburban Property Holdings, LLC, located at 3 Erie Court, Oak Park, IL 60302 that ownership of the site will transfer to Ramco. Ramco will in turn enter into a long-term lease with AUM Global Healthcare Management d/b/a Resilience Healthcare, the entity that will control the operating license for the facility.

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

Sincerely,



Reddy Rathnakar Patlola
President
Ramco Healthcare Holdings, LLC

15500163 v1

Attachment 2 Site Ownership West Suburban Property Holdings, LLC



Doc# 1983206372 Fee \$62.00

MID FEE: \$0.00 SPPF FEE: \$1.00

DWARD N. HOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 02/01/2019 09:41 PM PG: 1 of 13

(Space Above for Recorder's Use)

Prepared by:

Alston & Bird LLP
1201 W. Peachtree Street
Atlanta, Georgia 30309
Attention: Colony C. Canady

Mail recorded document to:

Duane Morris LLP
1075 Peachtree Street NE
Suite 2000
Atlanta, GA 30309-3929
Attention: Kirk Domesolk

Send subsequent tax bills to:

SRG Hospital Investments II, LLC
c/o Pipeline Chicago Property
Holdings, LLC
898 Pacific Coast Hwy., Suite 500
El Segundo, CA 90245
Attn: Nick Orzama

P.L.N.: See "Exhibit A"

Hospital: West Suburban Medical Center

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 28th day of January, 2019, between VHS WEST SUBURBAN MEDICAL CENTER, INC., a Delaware corporation, party of the first part ("Grantor"), and WEST SUBURBAN PROPERTY HOLDINGS, LLC, a Delaware limited liability company, party of the second part ("Grantee").

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid, by Grantee, the receipt of which is hereby acknowledged, by these presents does REMISE, RELEASE, ALIENATE AND CONVEY unto Grantee, FOREVER, all the following described real estate, situated in the County of Cook and State of Illinois, known and described on Exhibit A attached hereto and made a part hereof, together with all and singular the hereditaments and appurtenances belonging thereto, or in any way appertaining, and the reversion or reversions, remainder or remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either at law or in equity of, in and to the above-described premises.

TO HAVE AND TO HOLD the said premises as described above, unto Grantee, its successors and assigns, in fee simple, forever.

And the Grantor, for itself and its successors, does covenant, promise and agree to and with Grantee and its successors 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 herein recited; and that it is lawfully seized of said premises in fee simple; and that it WILL WARRANT AND DEFEND said premises against all persons lawfully claiming, or to claim the same, by, through or under Grantor, subject only to the matters set forth on Exhibit B attached hereto and made a part hereof, but not otherwise.

(Signature on Following Page)

REAL ESTATE TRANSFER TAX		01-Feb-2019
COUNTY:	13,705.00	
RANGE:	91,871.00	
TOTAL:	47,286.00	

18-00-117-007-0000 | 2018010600004 | 0-015-000-024

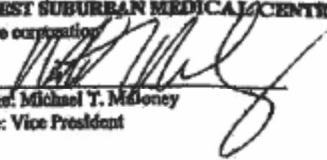
Deed
West Suburban Medical Center

S/V
P/B
S/A
SOA
INT

Attachment 2

IN WITNESS WHEREOF, said party of the first part has executed and sealed this Deed, the day and year first above written.

VHS WEST SUBURBAN MEDICAL CENTER, INC., a
Delaware corporation

By: 
Name: Michael T. Maloney
Title: Vice President

This Instrument Prepared by:

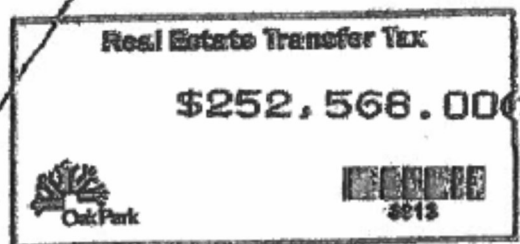
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
Attention: Colony C. Canady

Send Subsequent Tax Bills to:

SRC Hospital Investments II, LLC
898 N. Pacific Coast Hwy., Suite 500
El Segundo, CA 90245
Attn: Nick Orziano

Mail recorded document to:

Duane Morris LLP
1075 Peachtree Street NE, Suite 2000
Atlanta, GA 30309-3929
Attention: Kirk Domascik



Deed
West Suburban Medical Center

Attachment 2

027

STATE OF Texas
COUNTY OF Dallas

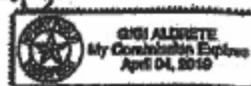
SS:

I, Gigi Aldrete, a Notary Public in and for said County in the State aforesaid, do hereby certify that Michael T. Maloney, personally known to me to be the Vice President of VHS West Suburban Medical Center, Inc., a Delaware corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President, such person signed and delivered the said instrument as such person's free and voluntary act and as the free and voluntary act and deed of said corporation, in such capacity as Vice President for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 10th day of December, 2018.

Gigi Aldrete
Notary Public

My Commission expires:

4-4-19

Deaf
West Suburban Medical Center

Attachment 2

028

Attachment 3 Operating Entity/Licensee

The licensee of the facility will remain with same corporate entity: Pipeline- West Suburban Medical Center, LLC ("West Suburban OpCo"). However, following approval of this application and closure of the transaction, Resilience Healthcare will acquire and control West Suburban OpCo. Resilience Healthcare will file to change that entity's name West Suburban OpCoto Resilience Healthcare- West Suburban Medical Center, LLC.

Attached is the licensee's Certificate of Good Standing.

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

File Number 0689282-5



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

PIPELINE - WEISS MEMORIAL HOSPITAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 20, 2018, 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.



Authentication #: 2206104844 verifiable until 03/02/2023
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 2ND
day of MARCH A.D. 2022 .***

Jesse White

SECRETARY OF STATE

Attachment 3
Certificate of Good Standing for New Licensee

File Number 0689282-5



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

PIPELINE - WEISS MEMORIAL HOSPITAL, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 20, 2018, 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.



Authentication #: 2206104844 verifiable until 03/02/2023
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 2ND
day of MARCH A.D. 2022 .

Jesse White

SECRETARY OF STATE

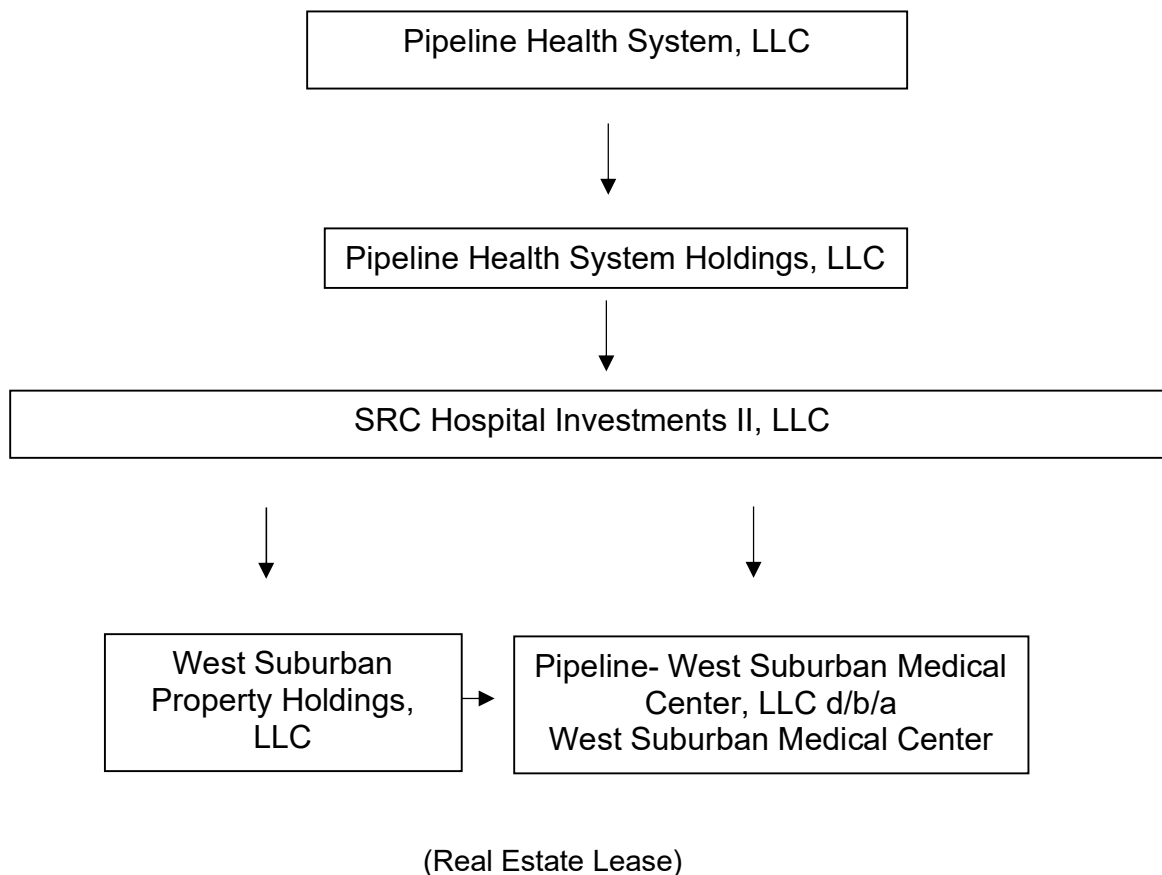
Attachment 4 Organizational Relationships

The real estate is ultimately owned and controlled by the applicant Pipeline Health System, LLC, a Delaware limited liability corporation ("Pipeline") through a wholly owned subsidiary West Suburban Property Holdings, LLC, a Delaware limited liability corporation ("West Suburban PropCo").

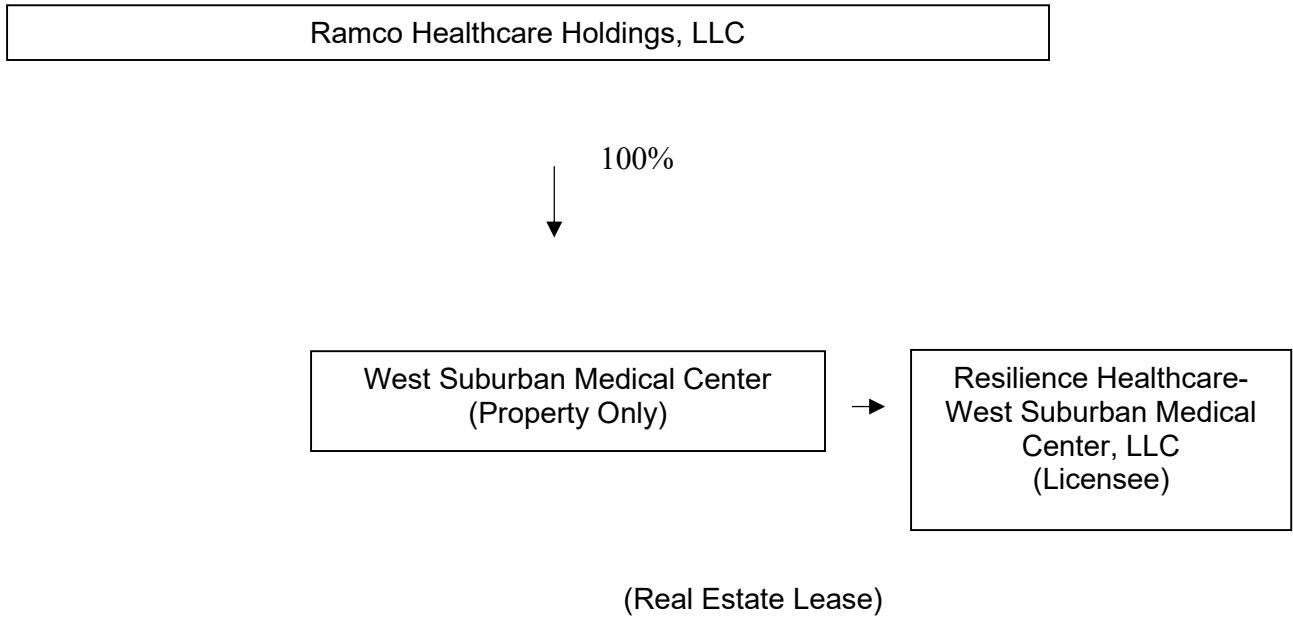
As a result of the proposed Transaction, the real estate ownership will transfer to Ramco Healthcare Holdings, LLC. The hospital license will continue to be held by Pipeline-West Suburban Medical Center, LLC ("West Suburban OpCo"), although following the closing of the transaction the entity will be wholly owned and controlled by AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare ("Resilience"). The name of West Suburban OpCo will be changed to Resilience Healthcare-West Suburban Medical Center, LLC.

Current and proposed organizational charts are included with this attachment. All proposed direct owners of a 5% or more interest in the applicant facility are identified in the background of the applicant section of this application.

Attachment 4
Pre-Transaction Organizational Chart



Attachment 4
Post-Transaction Organizational Chart



Attachment 5 Background of the Applicants

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

Included with this Attachment is Ramco Healthcare Holdings, LLC and Pipeline Health System's verification that they have no ownership interest in any other healthcare facilities in Illinois that are not subject to Change of Ownership applications covered by this Transaction

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.**

No health care facilities are currently owned or operated in Illinois by Ramco Healthcare Holdings, LLC.

3. **A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.**

Included with this Attachment is Ramco Healthcare Holdings, LLC and Pipeline Health System's verification of no adverse action during the three years prior to the filing of the application.

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

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

5. **If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion.**

N/A

Attachment 5
Background of the Applicants
Letter from Ramco Healthcare Holdings, LLC

March 14, 2022

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

RE: Background of the Applicant- Ramco Healthcare Holdings, LLC

Dear Chair Savage,

As a representative of Ramco Healthcare Holdings, LLC, I Reddy Rathnakar Patlola give authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that Ramco Healthcare Holdings, LLC, has no ownership interest in any Illinois healthcare facilities, and as such have no adverse actions to report for the past three (3) years.

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

Sincerely,



Reddy Rathnakar Patlola
President
Ramco Healthcare Holdings, LLC

15499568 v3

Attachment 5
Background of the Applicants
Letter from West Suburban Property Holdings, LLC



898 N Pacific Coast Hwy Suite 500
El Segundo, CA 90245

March 9, 2022

Ms. April Simmons, JD
General Counsel
Illinois Health Facilities & Services Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Mr. Michael Constantino
Supervisor, Project Review Section
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Re: Authorization to Access Information (West Suburban Medical Center Certificate of Exemption)

Dear Ms. Simmons and Mr. Constantino:

Pursuant to 77 Ill. Admin. Code §1110.230, I hereby authorize the Illinois Health Facilities and Services Review Board (the "Board") and the Illinois Department of Public Health ("IDPH") to access all information necessary to verify any documentation or information submitted by West Suburban Property Holdings, LLC with this application. I further authorize the Board and IDPH to obtain any additional documentation or information which the Board or IDPH finds pertinent and necessary to process this application.

Sincerely,


Nick Orzano
Authorized Board Member of
Pipeline Health System, LLC
(Controlling Entity)

SUBSCRIBED AND SWORN
Before me this 9th day of
March 2022

Notary Public





898 N Pacific Coast Hwy Suite 500
El Segundo, CA 90245

March 9, 2022

Ms. April Simmons, JD
General Counsel
Illinois Health Facilities & Services Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Mr. Michael Constantino
Supervisor, Project Review Section
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Re: No Adverse Action Certification (West Suburban Medical Center Certificate of Exemption)

Dear Ms. Simmons and Mr. Constantino:

I hereby certify, under the penalty of perjury as provided in §1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109, and pursuant to 77 Ill. Admin. Code §§ 1110.230 and 1130.520(b)(1)(B) that West Suburban Property Holdings, LLC has not owned or operated an Illinois facility during the three (3) years prior to the filing of this application for a Certificate of Exemption, and therefore no adverse actions have been taken against any Illinois facility owned or operated by West Suburban Property Holdings, LLC during that time period.

Sincerely,

Nick Orzano
Authorized Board Member of
Pipeline Health Systems, LLC
(Controlling Entity)

SUBSCRIBED AND SWORN
Before me this 9th day of
March 2022

Notary Public



Attachment 5

Background of the Applicants

Letter from Pipeline Health System, LLC



898 N Pacific Coast Hwy Suite 500
El Segundo, CA 90245

March 9, 2022

Ms. April Simmons, JD
General Counsel
Illinois Health Facilities & Services Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Mr. Michael Constantino
Supervisor, Project Review Section
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Re: Authorization to Access Information (West Suburban Medical Center Certificate of Exemption)

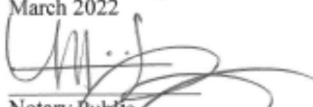
Dear Ms. Simmons and Mr. Constantino:

Pursuant to 77 Ill. Admin. Code §1110.230, I hereby authorize the Illinois Health Facilities and Services Review Board (the "Board") and the Illinois Department of Public Health ("IDPH") to access all information necessary to verify any documentation or information submitted by Pipeline Health System, LLC with this application. I further authorize the Board and IDPH to obtain any additional documentation or information which the Board or IDPH finds pertinent and necessary to process this application.

Sincerely,


Nick Orzano
Authorized Board Member

SUBSCRIBED AND SWORN
Before me this 9th day of
March 2022


Notary Public





898 N Pacific Coast Hwy Suite 500
El Segundo, CA 90245

March 9, 2022

Ms. April Simmons, JD
General Counsel
Illinois Health Facilities & Services Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Mr. Michael Constantino
Supervisor, Project Review Section
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Re: No Adverse Action Certification (West Suburban Medical Center Certificate of Exemption)

Dear Ms. Simmons and Mr. Constantino:

I hereby certify, under the penalty of perjury as provided in §1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109, and pursuant to 77 Ill. Admin. Code §§ 1110.230 and 1130.520(b)(1)(B) that Pipeline Health System, LLC has not owned or operated an Illinois facility during the three (3) years prior to the filing of this application for a Certificate of Exemption, and therefore no adverse actions have been taken against any Illinois facility owned or operated by Pipeline Health System, LLC during that time period.

Sincerely,

Nick Orzamo
Authorized Board Member

SUBSCRIBED AND SWORN
Before me this 9th day of
March 2022

Notary Public



Attachment 6 Change of Ownership

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

- a. Ramco Healthcare Holdings, LLC ("PropCo Purchaser")
- b. Pipeline Health System, LLC ("Seller")
- c. West Suburban Property Holdings, LLC (Facility)

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

Pipeline Health System, LLC and West Suburban Property Holdings, LLC has executed a letter of intent to sell West Suburban Medical Center in Oak Park and Weiss Memorial Hospital in Chicago's Uptown neighborhood for \$92 million to AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare and the associated real estate to Ramco Healthcare Holdings, LLC. Resilience Healthcare is an organization whose leadership has decades of experience turning around challenged community hospitals through innovation and collaboration with local communities, clinicians and front-line staff. Since taking ownership of the two hospitals in 2019, Pipeline has made significant investment in both facilities -- \$60 million total -- especially under new corporate leadership in place since January 2021. Pipeline owns and operates safety net providers, including hospitals, in California and Texas.

Facility Licenses and Accreditation

 Illinois Department of PUBLIC HEALTH			HF 124729	CONFIDENTIAL Display this part in a conspicuous place 2022-12-28 AM EST
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 1/27/2023	CATEGORY	LIC. NUMBER 0006130	Exp. Date 1/27/2023 Lic Number 0006130	
General Hospital			Date Printed 1/26/2022	
Effective: 01/28/2022				
Pipeline - West Suburban Medical Center, LLC dba West Suburban Medical Center 3 Erie Court Oak Park, IL 60302				
This form of this license has a colored background. Printed by Authority of the State of Illinois • PD, #10-423-001, 12/18/10				
			FEE RECEIPT NO.	

Pipeline West Suburban Medical Center, LLC

Oak Park, IL

has been Accredited by



The Joint Commission

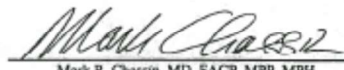
Which has surveyed this organization and found it to meet the requirements for the
Hospital Accreditation Program

August 6, 2019

Accreditation is customarily valid for up to 36 months.


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

ID #7399
Print/Reprint Date: 10/25/2019


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.



 **Illinois Department of
PUBLIC HEALTH** **HF 124728**

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

EXPIRATION DATE	CATEGORY	LIC NUMBER
1/27/2023		0006122

General Hospital

Effective: 01/28/2022

Pipeline - Weiss Memorial Hospital, LLC
dba Weiss Memorial Hospital
4646 N Marine Drive
Chicago, IL 60640

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 879

Confidential
Child Welfare
Illinois.com
Date: 01/22 12:29 AM EST
**DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp. Date: 1/27/2023

Lic Number 0006122

Date Printed: 1/26/2022

Pipeline - Weiss Memorial Hospital, LL
dba Weiss Memorial Hospital
4646 N Marine Drive
Chicago, IL 60640

FEE RECEIPT NO.

Louis A. Weiss Memorial Hospital

Chicago, IL

has been Accredited by



The Joint Commission

Which has surveyed this organization and found it to meet the requirements for the
Hospital Accreditation Program

November 16, 2019

Accreditation is customarily valid for up to 36 months.

David H. Perrott

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

ID #7286

Print/Reprint Date: 02/28/2020

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.





October 21, 2019

Joseph Ottolino
Chief Executive Officer
Pipeline West Suburban Medical Center, LLC
3 Erie Court
Oak Park, IL 60302

Joint Commission ID #: 7399
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of Standards
Compliance
Accreditation Activity Completed : 10/15/2019

Dear Mr. Ottolino:

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

- Comprehensive Accreditation Manual for Hospital

This accreditation cycle is effective beginning May 25, 2019 and is customarily valid for up to 36 months. Please note, The Joint Commission reserves the right to shorten or lengthen the duration of the cycle.

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

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

Congratulations on your achievement.

Sincerely,

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

Ramco Healthcare Holdings, LLC- New Jersey-based businessman Reddy Rathnakar Patlola is a part owner in Resilience Healthcare and Ramco Healthcare Holdings, LLC is wholly owned by him. He will be investing in the acquisition and operations if the change of ownership is approved. Mr. Patlola has extensive business experience and actively provides his expertise to customers on environmental, contractual and other issues. He came to the United States as a student and attended Central Michigan University, where he graduated with a Master's degree in Computer Science. Soon, he started working for Wall Street firms in New York City as an IT professional. In 2002, Mr. Patlola embarked on his career in the energy industry and soon started expanding to retail stores by purchasing/leasing and also operating these stores. His company has grown to own and/or operate a substantial number of energy suppliers along the East Coast he is also responsible for managing the company's overall performance and strategic direction, including the company's financial performance and implementing supply and pricing strategies.

AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare, WestLaw Management Company, LLC- Michigan-based Resilience Healthcare, led by Manoj Prasad, M.D., MBA, Ph.D., FACHE, CHCSP, a healthcare executive with over two decades of experience in healthcare turnarounds, will be acquiring the two hospitals, pending approval from the Illinois Health Facilities and Services Review Board. While Resilience Healthcare and Dr. Prasad and Reddy Rathnakar Patlola do not own or operate any other healthcare facilities, their operational experience is significant. Both Manoj Prasad and Reddy Rathnakar Patlola will own interests exceeding 5% in the operational component of the Facility, ensuring coordination and commitment between both the operational and real property components of this undertaking. Resilience will manage the facilities through WestLaw Management, LLC, a wholly owned subsidiary.

Prasad has over thirty years' experience spanning the entire continuum of the healthcare industry with his early training as a primary care physician, followed by training and experience in healthcare business management, quality improvement, healthcare cybersecurity, and healthcare technology. He maintains board certification as a healthcare executive and recognition as a fellow of the American College of Healthcare Executives. Prasad has been involved in financial and operational turnarounds of numerous challenged medical group practices and specializes in the turnaround of hospitals. This work has involved taking hospitals on the brink of bankruptcy and directing them to profitability, or from significant non-compliance to full compliance. He has also worked with hospitals to foster significant growth in service line offerings. His engagements have transcended geographic boundaries and not only include Michigan, Florida, and Texas but also assignments as far away as India.

In addition to working with large physician group practices and hospitals he has successfully led the transformation of Federally Qualified Health Centers, Rural Health Clinics, Skilled Nursing Facilities and Long-Term Acute Care Hospitals. Prasad has been directly involved in the development of innovative care delivery models for specific communities served by the hospitals he has worked with, and he piloted a cooperative care delivery model to assure access to the indigent population during his overseas assignment that was later adopted by the local and then the federal government. This model of care is now available countrywide for millions of Indian citizens living below the poverty line.

Prasad has also led several technology consulting firms including a global top-five firm as its North American Healthcare Country Head designing and deploying innovative healthcare technology solutions and training clinicians in the adoption of cutting-edge technology solutions to improve health care delivery. His focus on high quality care leveraging Lean, Six Sigma, Kaizens, Theory

of Constraints and experience as a Quality Assessor is only exceeded by the focus on Delighting Patients and Employees at every touch-point with his unique Patient Delight Training Model.

He maintains an active membership in the National Health Care Anti-fraud Association and having designed a unique solution that detects fraudulent claims before they are paid. Prasad has served as an expert witness in legal cases brought by the government dealing with fraud allegations. His focus on improving community population health led him to introduce and operationalize a unique advanced diabetes management program supported by Blue Cross Blue Shield of Michigan for their over 50,000 members with advanced diabetes.

Prasad is in the process of moving to the Chicago area and plans on working full-time to shore-up the financial position of both hospitals to make them sustainable and better positioned to continue in their mission of providing critical healthcare services to their respective communities. He takes pride in listening to staff and patients and community partners who, when they see his willingness to roll up his sleeves and work side-by-side with them, are encouraged by the commitment and the results he is able to obtain and the accomplishments he can produce. This alignment, focusing upon the common goals of providing patients high quality and affordable care and turning around treasured community assets, yields broad commitment and, ultimately, success.

The goal is to facilitate a smooth and seamless transition, ensuring that all hospital operations are able to continue as usual with quality, compassionate care being delivered to all patients.

This partnership carries with it the potential of creating a vibrant, self-sustaining, service-oriented healthcare provider system for the benefit of the community.

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

The applicant Ramco Healthcare Holdings, LLC (“Ramco”) proposes to acquire the real estate held by West Suburban Property Holdings, LLC, the owners of the real estate and associated buildings where West Suburban Medical Center (“Hospital”) is located. The address is commonly known as at 3 Erie Court, Oak Park, IL 60302.

The real estate is ultimately owned and controlled by Pipeline Health System, LLC. Since taking ownership of the two hospitals in 2019, Pipeline has made significant investment in both facilities -- \$60 million total -- especially under new corporate leadership in place since January 2021. As a result of this transaction, AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare will acquire 100% of the membership interests in Pipeline- West Suburban Medical Center, LLC (“West Suburban OpCo”). As a result of this membership interest acquisition, Resilience will obtain the assets and assume the liabilities of West Suburban OpCo.

These West Suburban OpCo assets currently include:

- Patient Accounts Receivables (less agreed-upon adjustments between buyer and seller), which will allow uninterrupted services and cash flow);
- Equipment necessary for the continued operation of the facility;
- Designated contracts;
- Warranties on equipment;
- Supplies, drugs, food, janitorial, and office supplies located in the facility; and
- Telephone numbers, and marketing materials.

Resilience Healthcare will continue to build off of the previous capital investments of Pipeline and will focus on continued operation success. To bolster these efforts, the Transaction has been structured both to ease any burden upon the operational side of the enterprise and to address, head-on, the concerns articulated by those most focused upon the operation continuity. The Transaction is structured with the long-term real estate debt being attributed directly to the real property component of the Transaction, with the purpose of dramatically reducing the debt burden upon the new operational structure. Moreover, as some have voiced historical concerns that transactions involving hospitals could be driven by the value of real estate, rather than the operation and maintenance of the hospital, the decision was made to attribute the long-term real estate debt associated with this Transaction to the real estate entities, an undertaking inconsistent with any clandestine hospital real-estate deal. The purpose of this is to support and maintain these hospitals with the goal of seeing them thrive. This would enable long-term continuity for the communities served by these hospitals and produce the stability these patient populations need.

If this Project is approved, and the proposed transaction documents associated with the change of ownership contemplated by this Project are finalized, Pipeline would work with Resilience to ensure a smooth transition of services. Additionally, following closure of the transaction Ramco Healthcare Holdings, LLC will maintain a long-term lease with Resilience.

Resilience will continue to operate the hospital at the same location under the same operating license and will seek to improve and maintain quality access to care for this community. Resilience is not seeking to discontinue any categories of service as part of this

Change of Ownership but reserves the right to adjust services based on its assessment of community need.

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

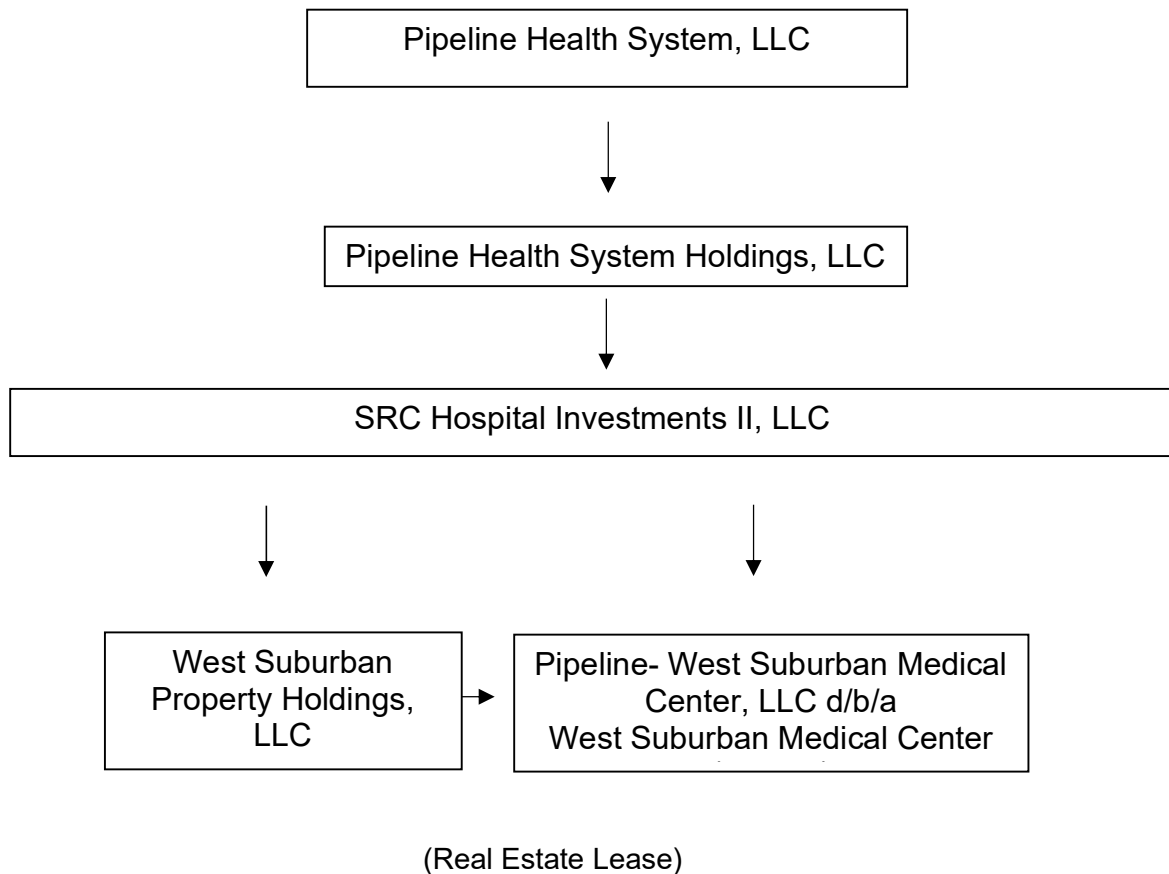
“Name of the person who will be licensed or certified entity after the transaction”

As a consequence of the proposed transaction the licensee will remain Pipeline-West Suburban Medical Center, LLC. However, following closure of the Transaction, Resilience Healthcare will acquire the licensee and rename it Resilience Healthcare- West Suburban Medical Center, LLC d/b/a West Suburban Medical Center.

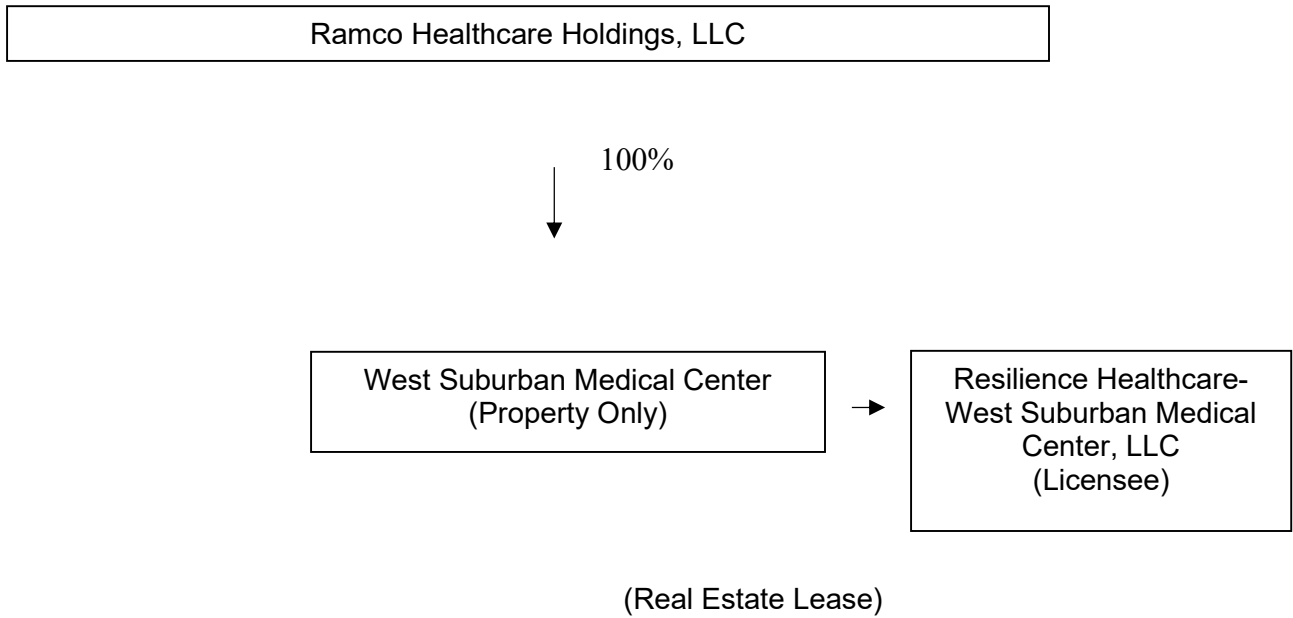
Section 1130.520(b)(1)(E) - List of ownership

“List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant’s organizational structure with a listing of controlling or subsidiary persons.”

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

Pre-Transaction Organizational Chart

Post-Transaction Organizational Chart



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

“Fair market value of assets to be transferred.”

The purchase price of \$28,282,438.27 is based on an arm’s length transaction. The fair market value of the real estate held by West Suburban Property Holdings, LLC through this transaction are the same as the purchase price.

The Transaction apportions the purchase price entirely to the PropCo’s involved in the Transaction, rather than to the OpCo components. Most fundamentally and importantly, this apportionment reflects the fair market value of each entity. Doing so also facilitates aligning the responsibilities and obligations of long-term real estate debt, such as mortgages, with the real property, leaving the operational entities the increased flexibility to instead assume more limited working capital debt through vehicles such as revolving lines of credit. It provides a foundation for operational continuity, economic success, and increased borrowing power, if necessary. This is designed to maximize the nimbleness of operational side of the Hospitals, and is calculated to yield a successful transition, successful restructuring, and uninterrupted access to care for the communities and patient populations served by these Hospitals.

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

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

The purchase price of \$28,282,438.27 is based on an arm’s length transaction. The fair market value of the real estate held by West Suburban Property Holdings, LLC through this transaction are the same as the purchase price.

The Transaction apportions the purchase price entirely to the PropCo’s involved in the Transaction, rather than to the OpCo components. Most fundamentally and importantly, this apportionment reflects the fair market value of each entity. Doing so also facilitates aligning the responsibilities and obligations of long-term real estate debt, such as mortgages, with the real property, leaving the operational entities the increased flexibility to instead assume more limited working capital debt through vehicles such as revolving lines of credit. It provides a foundation for operational continuity, economic success, and increased borrowing power, if necessary. This is designed to maximize the nimbleness of operational side of the Hospitals, and is calculated to yield a successful transition, successful restructuring, and uninterrupted access to care for the communities and patient populations served by these Hospitals.

Section 1130.520(b)(2) - Outstanding Permits

“Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section”

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

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

"If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction"

Not Applicable- Application is for Real Estate Only.

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

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

This Transaction will allow the Hospital to continue to provide essential healthcare services to the communities it serves. This is in alignment with the principles of the HFSRB program, which is to facilitate access to quality care for underserved communities. This Transaction will provide stability to Facilities and the communities they serve, each which that will benefit from additional stability. The partnership between the property owner and the operating company carries with it the potential of creating a vibrant, self-sustaining, service-oriented healthcare provider system for the benefit of the community.

Given Dr. Prasad's over thirty years' experience spanning the entire continuum of the healthcare industry, with his early training as a primary care physician, followed by training and experience in healthcare business management, quality improvement, healthcare cybersecurity, and healthcare technology, Prasad will be well positioned to operate these Facilities. He maintains board certification as a healthcare executive and recognition as a fellow of the American College of Healthcare Executives. Prasad has been involved in financial and operational turnarounds of numerous challenged medical group practices and specializes in the turnaround of hospitals. This work has involved taking hospitals on the brink of bankruptcy and directing them to profitability, or from significant non-compliance to full compliance. He has also worked with hospitals to foster significant growth in service line offerings. His engagements have transcended geographic boundaries and not only include Michigan, Florida, and Texas but also assignments as far away as India.

Prasad has experience successfully leading the transformation of Federally Qualified Health Centers, Rural Health Clinics, Skilled Nursing Facilities and Long-Term Acute Care Hospitals. Prasad has been directly involved in the development of innovative care delivery models for specific communities served by the hospitals he has worked with, and he piloted a cooperative care delivery model to assure access to the indigent population during his overseas assignment that was later adopted by the local and then the federal government. This model of care is now available countrywide for millions of Indian citizens living below the poverty line.

Increased operational and technological efficiency are part of the plan. Prasad has led several technology consulting firms including a global top-five firm as its North American Healthcare Country Head designing and deploying innovative healthcare technology solutions and training clinicians in the adoption of cutting-edge technology solutions to improve health care delivery. His focus on high quality care leveraging Lean, Six Sigma, Kaizens, Theory of Constraints and experience as a Quality Assessor is only exceeded by the focus on Delighting Patients and Employees at every touch-point with his unique Patient Delight Training Model.

The Facility will likely be able to minimize abuse and waste, supported by Prasad's active membership in the National Health Care Anti-fraud Association. Bolstered by his having designed a unique solution that detects fraudulent claims before they are paid, the best problems are those avoided. Prasad has served as an expert witness in legal cases brought by the government dealing with fraud allegations. His focus on improving community population health led him to introduce and operationalize a unique advanced diabetes management program supported by Blue Cross Blue Shield of Michigan for their over 50,000 members with advanced diabetes. The approval of this application will maintain vital health services in the community and the continued operation of a necessary facility.

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

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

This project is driven by the opportunity for operational improvements that will enable the community and the Facility to benefit from these efficiencies. Dr. Prasad and Mr. Patlola recognize that there is ample opportunity for collaboration with and reinvestment within the community and the Facility.

Given his over thirty years' experience spanning the entire continuum of the healthcare industry, with his early training as a primary care physician, followed by training and experience in healthcare business management, quality improvement, healthcare cybersecurity, and healthcare technology, Prasad will be well positioned to operate these Facilities. He maintains board certification as a healthcare executive and recognition as a fellow of the American College of Healthcare Executives. Prasad has been involved in financial and operational turnarounds of numerous challenged medical group practices and specializes in the turnaround of hospitals. This work has involved taking hospitals on the brink of bankruptcy and directing them to profitability, or from significant non-compliance to full compliance. He has also worked with hospitals to foster significant growth in service line offerings. His engagements have transcended geographic boundaries and not only include Michigan, Florida, and Texas but also assignments as far away as India.

Prasad has experience successfully leading the transformation of Federally Qualified Health Centers, Rural Health Clinics, Skilled Nursing Facilities and Long-Term Acute Care Hospitals. Prasad has been directly involved in the development of innovative care delivery models for specific communities served by the hospitals he has worked with, and he piloted a cooperative care delivery model to assure access to the indigent population during his overseas assignment that was later adopted by the local and then the federal government. This model of care is now available countrywide for millions of Indian citizens living below the poverty line.

Increased operational and technological efficiency are part of the plan. Prasad has led several technology consulting firms including a global top-five firm as its North American Healthcare Country Head designing and deploying innovative healthcare technology solutions and training clinicians in the adoption of cutting-edge technology solutions to improve health care delivery. His focus on high quality care leveraging Lean, Six Sigma, Kaizens, Theory of Constraints and experience as a Quality Assessor is only exceeded by the focus on Delighting Patients and Employees at every touch-point with his unique Patient Delight Training Model.

The Facility will likely be able to minimize abuse and waste, supported by Prasad's active membership in the National Health Care Anti-fraud Association. Bolstered by his having designed a unique solution that detects fraudulent claims before they are paid, the best problems are those avoided.

Moreover, the Transaction is deliberately structured to apportion debt (and the related valuation) to the PropCo's involved in the transaction, rather than the OpCo component. By doing so, the responsibilities and obligations of existing debt are tied to the real property, leaving the operational entities the increased flexibility of a dramatically reduced debt burden. The aspect of this transaction that allows Resilience to acquire the facility's outstanding patient account receivables and maintain provider agreements allow for uninterrupted service and insures

available operation resources day one. In addition, steps have been taken to ensure the availability of sufficient lines of credit to cover any shortfall and avoid operational disruption.

Doing so provides a foundation for operational continuity, economic success, and increased borrowing power, if necessary. This is designed to maximize the nimbleness of operational side of the Hospitals, remove any burden of the operational debts preceding this transaction, and calculated to yield a successful transition, successful restructuring, and uninterrupted access to care for the communities and patient populations served by these Hospitals. This approach carries with it the potential for operational efficiencies that can translate into cost savings, reinvestment, and expansion of services.

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

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

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

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

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

The governing board for the facility will include the addition of Manoj Prasad, M.D., MBA, Ph.D., FACHE, CHCSP and Reddy Rathnakar Patlola. Otherwise, it is the goal and intention of AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare to maintain all current board members on the facility's governing body. In the future, Resilience Healthcare, may add additional governing board members that are reflective of and draw from the community and is committed to the continued successful operation of the hospital and its service to the community.

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

“A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.”

AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare is undertaking this project with the intent of continuing all hospital operations and maintaining access to a full-service acute care hospital. Upon taking operational control of the facility, Resilience Healthcare will assess and evaluate the needs of the community and reserves the right to pursue any changes that would best serve the needs of the community and continued operation of the facility.

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

Attachment 7 Charity Care Information

The amount of charity care for the last three years provided at the facilities owned by Pipeline Health System; LLC are included in the tables below. AUM Global Healthcare Management, LLC d/b/a Resilience Healthcare is unable show charity care as defined by the Health Facilities and Services Review Board as they do not own facilities in Illinois. However, they maintain a strong commitment to serving the under and uninsured population in the community without regard to their ability to pay for those services.

Louis A. Weiss Memorial Hospital			
	2018	2019	2020
Net Patient Revenue (\$)	\$105,613,647	\$105,349,721	\$82,257,951
Amount of Charity Care (charges)	\$14,782,316*	\$6,733,885	\$6,239,534
Cost of Charity Care (\$)	\$2,336,096	\$1,323,408	\$1,543,480
Total Charity Care as % of Net Revenue	2.2%	1.3%	1.9%

West Suburban Medical Center			
	2018	2019	2020
Net Patient Revenue (\$)	\$125,521,061	\$154,570,171	\$113,145,758
Amount of Charity Care (charges)	\$18,877,926*	\$16,343,018	\$17,969,885
Cost of Charity Care (\$)	\$3,102,649	\$3,225,980	\$2,814,084
Total Charity Care as % of Net Revenue	2.5%	2.1%	2.5%

*2018 charity care charge information derived from materials originally prepared by the previous owner of the Hospitals, and therefore cannot be independently verified by Pipeline.

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