

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
NICU APPLICATION FOR EXEMPTION**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: SwedishAmerican NICU Expansion		
Street Address: 1401 East State Street		
City and Zip Code: Rockford, IL 61104		
County: Winnebago	Health Service Area 1	Health Planning Area: B-01

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

Exact Legal Name: SwedishAmerican Hospital
Street Address: 1401 East State Street
City and Zip Code: Rockford, IL 61104
Name of Registered Agent: Patricia Ann Dewane
Registered Agent Street Address: 1401 East State Street
Registered Agent City and Zip Code: Rockford, IL 61104
Name of Chief Executive Officer: Travis Anderson, CEO
CEO Street Address: 1401 East State Street
CEO City and Zip Code: Rockford, Illinois 61104
CEO Telephone Number: (779) 696-4003

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: Jen Callison
Title: Director of Women's & Children's Services
Company Name: SwedishAmerican Health System Corporation
Address: 1401 East State Street, Rockford, IL 61104
Telephone Number: (779) 696-4989
E-mail Address: jcallison@swedishamerican.org
Fax Number: (815) 961-2463

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
NICU APPLICATION FOR EXEMPTION**

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This Section must be completed for all projects.

Facility/Project Identification

Facility Name: SwedishAmerican NICU Exemption		
Street Address: 1401 East State Street		
City and Zip Code: Rockford, IL 61104		
County: Winnebago	Health Service Area 1	Health Planning Area: B-01

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

Exact Legal Name: SwedishAmerican Health System Corporation
Street Address: 1313 East State Street
City and Zip Code: Rockford, IL 61104
Name of Registered Agent: Patricia Ann Dewane
Registered Agent Street Address: 1401 East State Street
Registered Agent City and Zip Code: Rockford, IL 61104
Name of Chief Executive Officer: Travis Anderson, CEO
CEO Street Address: 1313 East State Street
CEO City and Zip Code: Rockford, Illinois 61104
CEO Telephone Number: (779) 696-4003

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.	

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Name: Jen Callison
Title: Director of Women's & Children's Services
Company Name: SwedishAmerican Health System Corporation
Address: 1401 East State Street, Rockford, IL 61104
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**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
NICU APPLICATION FOR EXEMPTION**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: SwedishAmerican NICU Exemption		
Street Address: 1401 East State Street		
City and Zip Code: Rockford, IL 61104		
County: Winnebago	Health Service Area 1	Health Planning Area: B-01

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

Exact Legal Name: University of Wisconsin Hospitals and Clinics Authority
Street Address: 600 Highland Avenue, H4/828
City and Zip Code: Madison, WI 53792-8360
Name of Registered Agent: N/A
Registered Agent Street Address: N/A
Registered Agent City and Zip Code: N/A
Name of Chief Executive Officer: Alan S. Kaplan, M.D.
CEO Street Address: 600 Highland Avenue, H4/828
CEO City and Zip Code: Madison, WI 53792-8360
CEO Telephone Number: (608) 263-8025

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
☐ Limited Liability Company	☐ Sole Proprietorship
☒ Other: Public Body Corporate and Politic	
○ 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: Jen Callison
Title: Director of Women's & Children's Services
Company Name: SwedishAmerican Health System Corporation
Address: 1401 East State Street, Rockford, IL 61104
Telephone Number: (779) 696-4989
E-mail Address: jcallison@swedishamerican.org
Fax Number: (815) 961-2463

Additional Contact [Person who is also authorized to discuss the application for exemption]

Name: Daniel J. Lawler
Title: Partner
Company Name: Barnes & Thornburg LLP
Address: One North Wacker Drive, Chicago, IL 60606
Telephone Number: (312) 214-4861
E-mail Address: dlawler@btlaw.com
Fax Number: (312) 759-5646

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: Jen Callison
Title: Director of Women's & Children's Services
Company Name: SwedishAmerican Health System Corporation
Address: 1401 East State Street, Rockford, IL 61104
Telephone Number: (779) 696-4989
E-mail Address: jcallison@swedishamerican.org
Fax Number: (815) 961-2463

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: SwedishAmerican Hospital
Address of Site Owner: 1401 East State Street, Rockford, IL 61104
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.

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: SwedishAmerican Hospital	
Address: 1401 East State Street, Rockford, IL 61104	
☒ Non-profit Corporation ☐ For-profit Corporation ☐ Limited Liability Company	☐ Partnership ☐ Governmental ☐ Sole Proprietorship ☐ Other
○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. ○ Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. ○ Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

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

Narrative Description

In the space below, provide a brief narrative description of the project. 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. Include the rationale regarding the project's classification as substantive or non-substantive.

SwedishAmerican Hospital proposes to expand its existing 24-bed Level III Neonatal Intensive Care Unit ("NICU") by 8 beds for a total of 32 NICU beds in its existing hospital facility located at 1401 East State Street, Rockford, Illinois.

The project cost is \$1,978,023.

The project is non-substantive under Section 1110.20 of the Review Board's rules as merely adds bed to an existing NICU service pursuant to an exemption and it does not establish a category of service.

Project Costs and Sources of Funds

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must be equal.

Project Costs and Sources of Funds			
USE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Preplanning Costs			
Site Survey and Soil Investigation			
Site Preparation			
Off Site Work			
New Construction Contracts			
Modernization Contracts	958,445		958,445
Contingencies	95,547		95,547
Architectural/Engineering Fees	90,860		90,860
Consulting and Other Fees	28,000		28,000
Movable or Other Equipment (not in construction contracts)	801,671		801,671
Bond Issuance Expense (project related)			
Net Interest Expense During Construction (project related)			
Fair Market Value of Leased Space or Equipment			
Other Costs To Be Capitalized	3,500		3,500
Acquisition of Building or Other Property (excluding land)			
TOTAL USES OF FUNDS	1,978,023		1,978,023
SOURCE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Cash and Securities	1,978,023		1,978,023
Pledges			
Gifts and Bequests			
Bond Issues (project related)			
Mortgages			
Leases (fair market value)			
Governmental Appropriations			
Grants			
Other Funds and Sources			
TOTAL SOURCES OF FUNDS	1,978,023		1,978,023
NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.			

Related Project Costs

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

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

Project Status and Completion Schedules

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

Project #17-019 SwedishAmerican Hospital: On February 27, 2018, the Illinois Health Facilities and Services Review Board approved the application for permit to complete a major new construction and modernization project on the campus of SwedishAmerican Hospital, Rockford. A project alteration was approved on April 30, 2019. The project's completion date is November 30, 2022

Anticipated exemption completion date (refer to Part 1130.570): March 31, 2024

State Agency Submittals

Are the following submittals up to date as applicable:

- ☒ Cancer Registry
- ☒ APORS
- ☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
- ☒ All reports regarding outstanding permits

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

CERTIFICATION

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

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

This Application is filed on the behalf of SwedishAmerican Hospital* 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.

Patricia DeWane

SIGNATURE

Patricia DeWane

PRINTED NAME

CFO + treasurer

PRINTED TITLE

Travis Andersen

SIGNATURE

TRAVIS ANDERSEN

PRINTED NAME

PRESIDENT & CEO

PRINTED TITLE

Notarization:

Subscribed and sworn to before me

this 29 day of March 2022

Notarization:

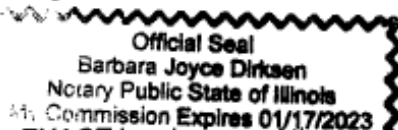
Subscribed and sworn to before me

this 29 day of March 2022

Barbara Joyce Dirksen

Signature of Notary

Seal

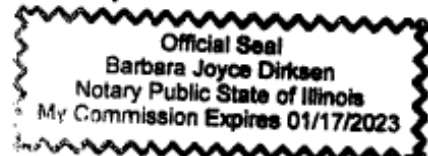


*Insert the EXACT legal name of the applicant

Barbara Joyce Dirksen

Signature of Notary

Seal



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

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

Patricia DeWane

SIGNATURE

Patricia DeWane

PRINTED NAME

CFO + Treasurer

PRINTED TITLE

Travis Andersen

SIGNATURE

TRAVIS ANDERSEN

PRINTED NAME

PRESIDENT & CEO

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 29 day of March 2022

Notarization:

Subscribed and sworn to before me
this 29 day of March 2022

Barbara Joyce Dirksen
Signature of Notary

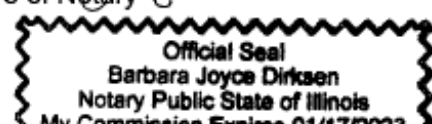
Seal



*Insert the EXACT legal name of the applicant

Barbara Joyce Dirksen
Signature of Notary

Seal

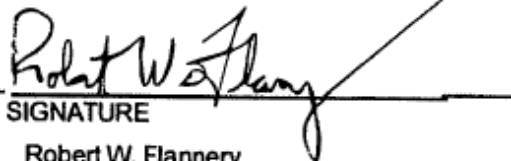


CERTIFICATION

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

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- 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 University of Wisconsin Hospital and Clinic Authority 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

Robert W. Flannery

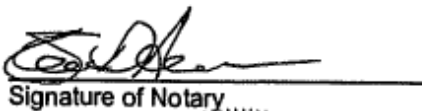
PRINTED NAME

SVP/Chief Financial Officer

PRINTED TITLE

Notarization:

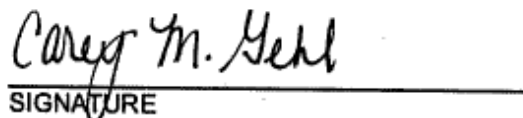
Subscribed and sworn to before me
this 28th day of March.


Signature of Notary

Seal

*Insert the EXACT legal name of the applicant




SIGNATURE

Carey M. Gehl

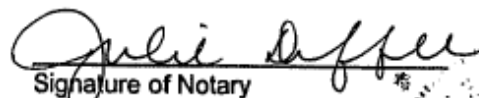
PRINTED NAME

Interim Chief Strategy Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 1st day of April.


Signature of Notary

Seal



SECTION II. BACKGROUND

READ THE REVIEW CRITERION and provide the following required information:

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 certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. 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.**
4. If, during a given calendar year, an applicant submits more than one application for exemption, 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 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 7.

SECTION III. SERVICE SPECIFIC REVIEW CRITERIA**Criterion 1130.531 Requirements for Exemptions for the Establishment or Expansion of Neonatal Intensive Care Service and Beds**

This Section is applicable to all projects proposing the establishment, or expansion of Neonatal Intensive Care Service that are subject to CON review, as provided in the Illinois Health Facilities Planning Act [20 ILCS 3960]. It is comprised of information requirements, as well as charts for the service, indicating the review criteria that must be addressed for each action (establishment, expansion and modernization).

A Criterion 1130.531 - Neonatal Intensive Care Services

1. Applicants proposing to establish, expand and/or modernize the Neonatal Intensive Care categories of service must submit the following information:
2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

Category of Service	# Existing Beds	# Proposed Beds
☒ Neonatal Intensive Care	24	32

3. READ the applicable review criteria outlined below and **submit the required documentation for the criteria:**

APPLICABLE REVIEW CRITERIA	Establish	Expand
1130.531(a) - A description of the project that identifies the location of the neonatal intensive care unit and the number of neonatal intensive care beds proposed;	X	X
1130.531(b) - Verification that a final cost report will be submitted to the Agency no later than 90 days following the anticipated project completion date;	X	X
1130.531(c) - Verification that failure to complete the project within the 24 months after the Board approved the exemption will invalidate the exemption.	X	X

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

SECTION IV. SAFETY NET IMPACT STATEMENT: NOT APPLICABLE

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for ALL SUBSTANTIVE PROJECTS [20 ILCS 3960/5.4]: The project is non-substantive.

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.
2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.

Safety Net Impact Statements shall also include all of the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.
2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.
3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 8.

Safety Net Information			
CHARITY CARE			
Charity (# of patients)	Year	Year	Year
Inpatient			
Outpatient			
Total			
Charity (cost in dollars)	Year	Year	Year
Inpatient			
Outpatient			
Total			
MEDICAID			
Medicaid (# of patients)	Year	Year	Year
Inpatient			
Outpatient			
Total			
Medicaid (revenue)	Year	Year	Year
Inpatient			
Outpatient			
Total			

APPEND DOCUMENTATION AS ATTACHMENT 8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION V. CHARITY CARE INFORMATION: NOT APPLICABLE

Charity Care information MUST be furnished for ALL substantive projects. *The project is non-substantive.*

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 9.

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

APPEND DOCUMENTATION AS ATTACHMENT 9, 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	17-25	
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.	29-30	
5	Project and Sources of Funds Itemization	31-32	
6	Background of the Applicant	33-35	
7	Neonatal Intensive Care Services	36-38	

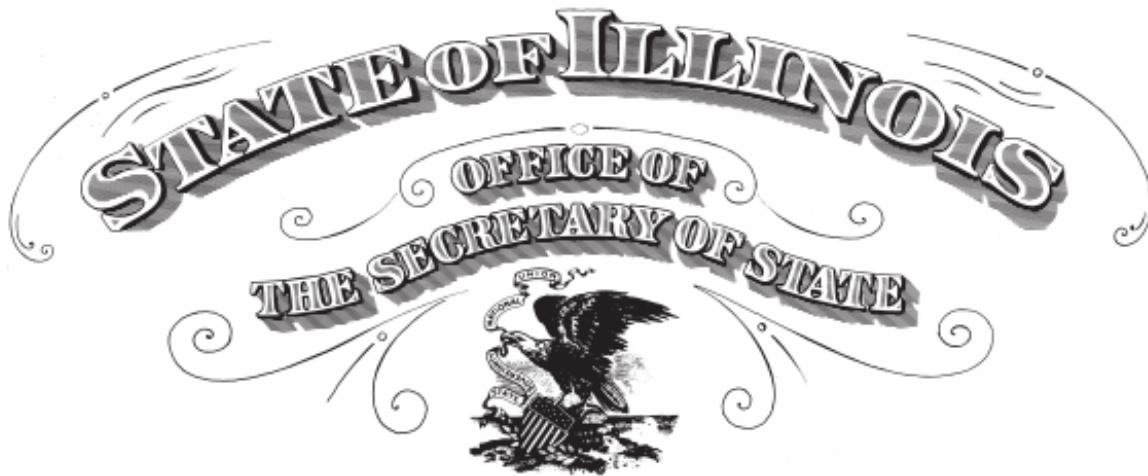
ATTACHMENT 1**Type of Ownership of Applicants**

SwedishAmerican Hospital and SwedishAmerican Health System Corporation are Illinois not-for-profit corporations. Their Certificates of Good Standing are attached.

University of Wisconsin Hospitals and Clinics Authority (UWHCA) was originally operated as a unit of the Board of Regents of the University of Wisconsin System, an agency of the State of Wisconsin and the governing body of UW-Madison. In 1995, UWHCA was created as a public body corporate and politic by legislation in the State of Wisconsin, and UWHCA took over the operation of the existing UW Hospital and Clinics on June 29, 1996. UWHCA operates an acute care hospital with over 640 acute care beds, numerous specialty clinics, and ambulatory facilities, and a home health program for the following purposes: (i) delivering high-quality health care to patients using the hospitals and to those seeking care from its programs, including a commitment to provide such care for the medically indigent; (ii) providing an environment suitable for instructing medical and other health professions students, physicians, nurses and members of other health-related disciplines; (iii) sponsoring and supporting research in the delivery of health care to further the welfare of the patients treated and applying the advances in health knowledge to alleviate human suffering, promote health and prevent disease; and (iv) assisting health programs and personnel throughout the State of Wisconsin and region in the delivery of health care.

The Wisconsin statutes creating UWHCA and describing its powers and duties are included with this Attachment.

File Number 1167-170-5



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

SWEDISHAMERICAN HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 06, 1911, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2208304886 verifiable until 03/24/2023
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 24TH
day of MARCH A.D. 2022 .***

Jesse White

SECRETARY OF STATE

File Number 5269-562-7



To all to whom these Presents Shall Come, Greeting:

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

SWEDISHAMERICAN HEALTH SYSTEM CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 31, 1982, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2208304846 verifiable until 03/24/2023
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 24TH
day of MARCH A.D. 2022 .***

Jesse White

SECRETARY OF STATE

Updated 2017-18 Wis. Stats. Published and certified under s. 35.18. June 2, 2020.

1 Updated 17-18 Wis. Stats.

UW HOSPITALS AND CLINICS AUTHORITY

233.03

CHAPTER 233

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

233.01	Definitions.	233.17	Liability limited.
233.02	University of Wisconsin Hospitals and Clinics Authority: creation, organization of board of directors.	233.30	Issuance of bonds.
233.03	Powers of authority.	233.21	Bond security.
233.04	Duties of authority.	233.22	Bonds not public debt.
233.05	Lease and affiliation agreements.	233.23	State pledge.
233.06	Appointment of employees; employee compensation and benefits.	233.26	Refunding bonds.
233.12	Maintenance of records.	233.40	Hospital charges.
233.13	Closed records.	233.41	Soldiers preferred patients.
		233.42	Subject to ch. 190.

233.01 Definitions. In this chapter:

(1) "Authority" means the University of Wisconsin Hospitals and Clinics Authority.

(2) "Board of directors" means the governing board of the authority.

(3) "Board of regents" means the board of regents of the University of Wisconsin System.

(4) "Bond" means a bond, note or other obligation of the authority issued under this chapter, including any refunding bond, other than the lease agreement or indebtedness described under s. 233.03 (12).

(5) "Bond resolution" means a resolution of the board of directors authorizing the issuance of, or providing terms and conditions related to, bonds and includes, where appropriate, any trust agreement, trust indenture, indenture of mortgage or deed of trust providing terms and conditions for bonds.

(6) "Lease agreement" means the lease agreement that is required to be entered into between the board of directors and the board of regents under s. 233.04 (7) or a lease agreement that is entered into between the board of directors and the board of regents under s. 233.04 (7g).

(7) "On-campus facilities" means facilities that are located on land owned by the state, that are under the control of the board of regents and that are primarily related to the operation of the University of Wisconsin Hospitals and Clinics and its related services.

History: 1995 a. 27.

233.02 University of Wisconsin Hospitals and Clinics Authority: creation; organization of board of directors.

(1) There is created a public body corporate and politic to be known as the "University of Wisconsin Hospitals and Clinics Authority". The board of directors shall consist of the following members:

(a) Six members nominated by the governor, and with the advice and consent of the senate appointed, for 5-year terms.

(am) Each cochairperson of the joint committee on finance or a member of the legislature designated by that cochairperson.

(b) Three members of the board of regents appointed by the president of the board of regents.

(c) The chancellor of the University of Wisconsin-Madison or his or her designee.

(d) The dean of the University of Wisconsin-Madison Medical School.

(e) A chairperson of a department at the University of Wisconsin-Madison Medical School, appointed by the chancellor of the University of Wisconsin-Madison.

(f) A faculty member of a University of Wisconsin-Madison health professions school, other than the University of Wisconsin-Madison Medical School, appointed by the chancellor of the University of Wisconsin-Madison.

(g) The secretary of administration or his or her designee.

(2) A vacancy on the board of directors shall be filled in the same manner as the original appointment to the board of directors for the remainder of the unexpired term, if any.

(3) A member of the board of directors may not be compensated for his or her services but shall be reimbursed for actual and necessary expenses, including travel expenses, incurred in the performance of his or her duties.

(4) No cause of action of any nature may arise against and no civil liability may be imposed upon a member of the board of directors for any act or omission in the performance of his or her powers and duties under this chapter, unless the person asserting liability proves that the act or omission constitutes willful misconduct.

(8) The members of the board of directors shall annually elect a chairperson and may elect other officers as they consider appropriate. Eight members of the board of directors constitute a quorum for the purpose of conducting the business and exercising the powers of the authority, notwithstanding the existence of any vacancy. The members of the board of directors specified under sub. (1) (c) and (g) may not be the chairperson of the board of directors for purposes of 1995 Wisconsin Act 27, section 9159 (2). The board of directors may take action upon a vote of a majority of the members present, unless the bylaws of the authority require a larger number.

(9) The board of directors shall appoint a chief executive officer who shall not be a member of the board of directors and who shall serve at the pleasure of the board of directors. The chief executive officer shall receive such compensation as the board of directors fixes. The chief executive officer or other person designated by resolution of the board of directors shall keep a record of the proceedings of the authority and shall be custodian of all books, documents and papers filed with the authority, the minute book or journal of the authority and its official seal. The chief executive officer or other person may cause copies to be made of all minutes and other records and documents of the authority and may give certificates under the official seal of the authority to the effect that such copies are true copies, and all persons dealing with the authority may rely upon such certificates.

History: 1995 a. 27, 216; 2007 a. 109; 2011 a. 10.

233.03 Powers of authority. The authority shall have all the powers necessary or convenient to carry out the purposes and provisions of this chapter. In addition to all other powers granted by this chapter, the authority may:

(1) Adopt bylaws and policies and procedures for the regulation of its affairs and the conduct of its business.

(2) Sue and be sued; have a seal and alter the seal at pleasure; have perpetual existence; maintain an office; negotiate and enter into leases; accept gifts or grants, but not including research grants in which the grant investigator is an employee of the board of regents; accept bequests or loans; accept and comply with any lawful conditions attached to federal financial assistance; and

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233.03 UW HOSPITALS AND CLINICS AUTHORITY

Updated 17–18 Wis. Stats. 2

make and execute other instruments necessary or convenient to the exercise of the powers of the authority.

(5) Procure insurance on its debt obligations.

(7) Subject to s. 233.10 and ch. 40 and 1995 Wisconsin Act 27, section 9159 (4), employ any agent, employee or special advisor that the authority finds necessary and fix his or her compensation and provide any employee benefits, including an employee pension plan.

(8) Appoint any technical or professional advisory committee that the authority finds necessary and define the duties, and provide reimbursement for the expenses, of the committee.

(9) (a) With any other person, establish, govern and participate in the operation and financing of any corporation or partnership that provides health-related services, if the articles of incorporation of any such corporation conform with par. (b) and if the corporation or partnership provides the secretary of administration, the legislative fiscal bureau and the legislative audit bureau access to examine any books, records or other documents maintained by the corporation or partnership and relating to its expenditures, revenues, operations or structure. The authority may provide administrative and financial services to any such corporation or partnership.

(b) The articles of incorporation of any corporation under par. (a) shall provide that the secretary of administration, the legislative fiscal bureau and the legislative audit bureau have the access required under par. (a).

(10) Enter into procurement contracts with the board of regents or joint contracts with the board of regents for procurements from 3rd parties and may enter into other contracts, rental agreements and cooperative agreements and other necessary arrangements with the board of regents which may be necessary and convenient for the missions, purposes, objects and uses of the authority authorized by law.

(11) Issue bonds in accordance with ss. 233.20 to 233.26.

(12) Seek financing from, and incur indebtedness to, the Wisconsin Health and Educational Facilities Authority.

(13) Construct or improve facilities that are on state-owned land, if approval requirements under s. 16.85 (14) are met and if the state agency having authority to approve construction or improvement projects on the land approves the project.

(15) Acquire, design, construct or improve any facility that is not located on state-owned land.

(16) Buy, sell and lease real estate.

History: 1995 a. 27, § 100; 1996 a. 106, § 101 a. 10. The Authority is a private entity without sovereign immunity. Table v. University of Wisconsin Hospital and Clinics Authority, 402 F.3d 768 (2005).

233.04 Duties of authority. The authority shall do all of the following:

(1) By October 1, 1997, and annually thereafter, submit to the chief clerk of each house of the legislature under s. 13.172 (2), the president of the board of regents, the secretary of administration and the governor a report on the patient care, education, research and community service activities and accomplishments of the authority and an audited financial statement, certified by an independent auditor, of the authority's operations.

(2) Subject to s. 233.10, develop and implement a personnel structure and other employment policies for employees of the authority.

(3) Contract for any legal services required for the authority.

(3b) (a) Except as provided in par. (b), maintain, control and supervise the use of the University of Wisconsin Hospitals and Clinics, for the purposes of:

1. Delivering high-quality health care to patients using the hospitals and to those seeking care from its programs, including a commitment to provide such care for the medically indigent.

2. Providing an environment suitable for instructing medical and other health professions students, physicians, nurses and members of other health-related disciplines.

3. Sponsoring and supporting research in the delivery of health care to further the welfare of the patients treated and applying the advances in health knowledge to alleviate human suffering, promote health and prevent disease.

4. Assisting health programs and personnel throughout the state and region in the delivery of health care.

(b) Paragraph (a) does not apply unless a lease agreement under sub. (7) or (7g) and an affiliation agreement under sub. (7m) or (7p) are in effect that comply with all applicable requirements of those provisions. In the event either of these agreements are not in effect, the on-campus facilities and any improvements, modifications or other facilities specified in sub. (7) (c) shall transfer to the board of regents.

(5) Establish the authority's annual budget and monitor the fiscal management of the authority.

(6) Procure liability insurance covering its officers, employees and agents and procure insurance against any loss in connection with its property and other assets.

(7) Subject to s. 233.05 (1) and 1995 Wisconsin Act 27, section 9159 (2) (k), negotiate and enter into a lease agreement with the board of regents to lease the on-campus facilities beginning on June 29, 1996, for an initial period of not more than 30 years. The lease agreement shall include all of the following:

(a) A provision that requires the authority to pay the state an amount determined under this paragraph for the lease of the on-campus facilities that are leased under the agreement. The amount of the rental payment for the on-campus facilities may not be less than the greater of the following:

1. An amount equal to the debt service accruing during the term of the lease agreement on all outstanding bonds issued by the state for the purpose of financing the acquisition, construction or improvement of on-campus facilities that are leased under the agreement, regardless of whether these bonds are issued before or after the lease agreement is entered into. The definition of "bond" under s. 233.01 (4) does not apply to this subdivision.

2. A nominal amount determined by the parties to be necessary to prevent the lease agreement from being unenforceable because of a lack of consideration.

(b) A provision that requires the authority to conduct its operations in such a way so that it will not adversely affect the exclusion of interest on bonds issued by the state from gross income under 26 USC 103 for federal income tax purposes.

(c) A provision that gives the state ownership of all of the following:

1. Any improvements or modifications made by the authority to on-campus facilities that are leased to the authority under the lease agreement.

2. Any facility that the authority constructs on state-owned land.

(d) A provision that specifies an amount and that exempts any construction or improvement project on state-owned land that costs less than the amount from review and approval under s. 16.85 (14).

(e) Any provision necessary to ensure that the general management and operation of the on-campus facilities are consistent with the mission and responsibilities of the University of Wisconsin System specified in ss. 36.01 and 36.09.

(g) A provision that protects the board of regents from all liability associated with the management, operation, use or maintenance of the on-campus facilities. No such provision shall make the authority liable for the acts or omissions of any officer, employee or agent of the board of regents, including any student who is enrolled at an institution within the University of Wisconsin System, unless the officer, employee or agent acts at the direction of the authority.

(h) A provision on a mechanism for the resolution of disputes.

(7g) (a) Submit any modification, extension or renewal of the lease agreement under sub. (7) to the joint committee on finance.

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3 Updated 17-18 Wis. Stats.**UW HOSPITALS AND CLINICS AUTHORITY****233.10**

No extension or renewal of the lease agreement may be for a period of more than 30 years. Modification, extension or renewal of the agreement may be made as proposed by the authority and the board of regents only upon approval of the committee.

(b) If the committee does not approve an extension or renewal of the agreement, the on-campus facilities and any improvements, modifications or other facilities specified in sub. (7) (c) shall transfer to the board of regents.

(c) This subsection does not apply to an automatic extension of the lease agreement under s. 233.05 (1).

(7m) Subject to 1995 Wisconsin Act 27, section 9159 (2) (k), negotiate and enter into an affiliation agreement with the board of regents. The affiliation agreement shall take effect on June 29, 1996. The initial period of the affiliation agreement shall run concurrently with the initial period of the lease agreement under sub. (7), and the affiliation agreement shall include all of the following:

(a) A provision that ensures the authority retains cash reserves at a level not lower than the level recommended by the independent auditor specified under sub. (1).

(b) Provisions that ensure support of the educational, research and clinical activities of the University of Wisconsin-Madison by the authority.

(c) A provision that requires the development of standards relating to the selection and financing by the authority of any corporation or partnership that provides health-related services. The standards shall be consistent with the missions of the authority and the board of regents.

(d) A provision that requires the board of regents to make reasonable charges for any services provided by the board of regents to the authority.

(e) A provision establishing a mechanism for the resolution of disputes.

(7p) (a) Submit any modification, extension or renewal of the affiliation agreement under sub. (7m) to the joint committee on finance. No extension or renewal of the affiliation agreement may be for a period of more than 30 years. Modification, extension or renewal of the agreement may be made as proposed by the authority and the board of regents only upon approval of the committee.

(b) If the committee does not approve an extension or renewal of the agreement, the on-campus facilities and any improvements, modifications or other facilities specified in sub. (7) (c) shall transfer to the board of regents.

(c) This subsection does not apply to an automatic extension of the affiliation agreement under s. 233.05 (2).

(9) Provide, on a monthly basis, the secretary of administration with such financial and statistical information as is required by the secretary of administration.

(10) If Children's Hospital and Health System ceases to operate a poison control center under s. 255.35, administer a statewide poison control program.

History: 1995 a. 27 ss. 1730g, 6301; 1995 a. 216; 1997 a. 35, 237; 2001 a. 105, 2007 a. 109, 130; 2009 a. 180, 2011 a. 10.

233.05 Lease and affiliation agreements. (1) (a) Beginning on July 1, 1997, and any July 1 thereafter, a lease agreement under s. 233.04 (7) and an affiliation agreement under s. 233.04 (7m) are automatically extended for one year unless all of the following occur in the one-year period immediately preceding such date:

1. The board of directors or the board of regents adopts a resolution opposing the automatic extensions or the joint committee on finance takes action opposing the automatic extensions.

2. The party opposing the automatic extensions under subd. 1. provides written notice of its opposition to the other parties specified in subd. 1.

(b) If a lease agreement and an affiliation agreement are not automatically extended on any July 1 under par. (a), the lease and affiliation agreements are not automatically extended on any subsequent July 1 unless in the one-year period immediately preceding

such date each party that opposed the automatic extensions withdraws its opposition and notifies the other parties specified in par. (a) 1. of such withdrawal.

(2) (a) Beginning on July 1, 1997, and any July 1 thereafter, a lease agreement under s. 233.04 (7g) or an affiliation agreement under s. 233.04 (7p) is automatically extended for one year unless all of the following occur in the one-year period immediately preceding such date:

1. The board of directors or the board of regents adopts a resolution opposing the automatic extension or the joint committee on finance takes action opposing the automatic extension.

2. The party opposing the automatic extension under subd. 1. provides written notice of its opposition to the other parties specified in subd. 1.

(b) If a lease or affiliation agreement is not automatically extended on any July 1 under par. (a), the lease or affiliation agreement is not automatically extended on any subsequent July 1 unless in the one-year period immediately preceding such date each party that opposed the automatic extension withdraws its opposition and notifies the other parties specified in par. (a) 1. of such withdrawal.

History: 1995 a. 216; 2007 a. 109.

233.10 Appointment of employees; employee compensation and benefits. (1) The authority shall employ such employees as it may require and shall determine the qualifications and duties of its employees. Appointments to and promotions in the authority shall be made according to merit and fitness.

(2) Subject to subs. (3), (3r) and (3t) and ch. 40, the authority shall establish any of the following:

(a) The compensation of the employees of the authority.

(b) The kinds of leave to which an employee of the authority is entitled, including paid annual leave of absence, paid sick leave, and unpaid leave of absence, except that unused sick leave accumulated prior to July 1, 1997, shall be carried over and made available for the employee's use for appropriate sick leave purposes or for conversion as provided under s. 44.05 (4) (b), (b), (b), (b), or (b).

(c) Any other employment benefits to which an employee of the authority is entitled.

(3) (a) In this subsection and sub. (4), "carry-over employee" means an employee of the authority who satisfies all of the following:

1. The employee is offered employment by the authority on or before June 29, 1996.

2. Immediately prior to beginning employment with the authority, the employee was employed by the state other than in an academic staff appointment.

3. The position in which the employee was employed under subd. 2. was at the University of Wisconsin Hospitals and Clinics.

(c) If an employee of the authority is a carry-over employee, the authority shall, when setting the terms of the carry-over employee's employment during the period beginning on June 29, 1996, and ending on June 30, 1997, do all of the following:

1. Pay to the carry-over employee the same compensation that the employee would have received if he or she were employed by the state in the position at the University of Wisconsin Hospitals and Clinics on June 29, 1996.

2. Grant to the carry-over employee, except when he or she is on an unpaid leave of absence, a paid holiday on each of the days specified in s. 230.35 (4) (a) as of the last day of the employee's employment as a state employee and holiday compensatory time off as specified in s. 230.35 (4) (b) as of the last day of the employee's employment as a state employee if the employee was entitled to those benefits on that day.

3. Grant to the carry-over employee the same paid annual leave of absence, paid sick leave and unpaid leave of absence that the employee received as of the last day of his or her employment as a state employee.

Updated 2017-18 Wis. Stats. Published and certified under s. 35.18. June 2, 2020.

233.10 UW HOSPITALS AND CLINICS AUTHORITY

Updated 17-18 Wis. Stats. 4

4. Grant to the carry-over employee military leave, treatment of military leave, jury service leave and voting leave in accordance with s. 230.35 (3) and (4) (e) and, to the extent applicable, rules of the division of personnel management in the department of administration governing such leaves for employees in the classified service as of the last day of the employee's employment as a state employee if the employee was entitled to those benefits on that day.

5. Grant to the carry-over employee the same opportunity for employee training provided under s. 230.046 as of the last day of his or her employment as a state employee if the employee was entitled to those benefits on that day.

(d) If an employee of the authority is not a carry-over employee, the authority shall, from June 29, 1996, to June 30, 1997, provide that employee the same rights, benefits and compensation provided to a carry-over employee under par. (c) who holds a position at the authority with similar duties.

(3r) (a) In this subsection and sub. (3t), "carry-over employee" means an employee of the authority who satisfies all of the following:

1. The employee is offered employment by the authority on or before June 29, 1996.

2. Immediately prior to beginning employment with the authority, the employee was employed in an academic staff appointment.

3. The position in which the employee was employed under subd. 2. was at the University of Wisconsin Hospitals and Clinics.

(b) If an employee of the authority is a carry-over employee, the authority shall, when setting the terms of the carry-over employee's employment for the period beginning on June 29, 1996, and ending on June 30, 1997, do all of the following:

1. Enter into an employment contract for such period with the carry-over employee. For such period, the contract shall provide the carry-over employee with the same procedural guarantees provided to persons having academic staff appointments under s. 36.15 on June 29, 1996.

2. Pay to the carry-over employee the same compensation that the employee would have received if he or she were employed by the state in his or her academic staff appointment at the University of Wisconsin Hospitals and Clinics on June 29, 1996.

3. Grant to the carry-over employee, except when he or she is on an unpaid leave of absence, a paid holiday on each of the days specified as a holiday in policies and procedures established by the board of regents under s. 36.15 (2) as of the last day of the employee's employment as a state employee and any holiday compensatory time off that may be specified in policies and procedures established by the board of regents under s. 36.15 (2) as of the last day of the employee's employment in the academic staff appointment.

4. Grant to the carry-over employee the same paid annual leave of absence, paid sick leave and unpaid leave of absence that the employee received as of the last day of his or her employment in the academic staff appointment.

5. Grant to the carry-over employee military leave, treatment of military leave, jury service leave and voting leave in accordance with policies and procedures established by the board of regents under s. 36.15 (2) and, as of the last day of the employee's employment in the academic staff appointment.

6. Grant to the carry-over employee the same opportunity for any employee training that may be provided under policies and procedures established by the board of regents under s. 36.15 (2) as of the last day of his or her employment in the academic staff appointment.

(3t) Unless expressly prohibited under ch. 40 or under federal law, the authority shall, from June 29, 1996, to June 30, 1997, not change to the detriment of a carry-over employee any employee benefit plan provided to the carry-over employee as of the last day of the employee's employment in the academic staff appointment.

(4) Notwithstanding the requirement that an employee be a state employee, a carry-over employee of the authority who was employed in a position in the classified service immediately prior to beginning employment with the authority shall, from June 29, 1996, to June 30, 1997, have the same transfer rights under s. 230.29 and the rules of the division of personnel management in the department of administration governing transfers as a person who holds a position in the classified service.

History: 1995 a. 27; 1997 a. 257; 2001 a. 16, 18; 2003 a. 33 ss. 2441, 2442, 9160; 2007 a. 109, 2011 a. 16; 2015 a. 55.

233.12 Maintenance of records. (1) (a) Subject to rules promulgated by the department of administration under s. 16.611, the authority may transfer to or maintain in optical disc or electronic format any record in its custody and retain the record in that format only.

(b) Subject to rules promulgated by the department of administration under s. 16.611, the authority shall maintain procedures to ensure the authenticity, accuracy, reliability, and accessibility of records transferred to or maintained in optical disc or electronic format under par. (a).

(c) Subject to rules promulgated by the department of administration under s. 16.611, if the authority transfers to or maintains in optical disc or electronic format any records in its custody, the authority shall ensure that the records stored in that format are protected from unauthorized destruction.

(2) (a) Any microfilm reproduction of an original record of the authority, or a copy generated from an original record stored in optical disc or electronic format, is considered an original record if all of the following conditions are met:

1. Any device used to reproduce the record on film or to transfer the record to optical disc or electronic format and generate a copy of the record from optical disc or electronic format accurately reproduces the content of the original.

2. The reproduction is on film which complies with the minimum standards of quality for microfilm reproductions, as established by rule of the public records board, or the optical disc or electronic copy and the copy generated from optical disc or electronic format comply with the minimum standards of quality for such copies, as established by rule of the department of administration under s. 16.611.

3. The film is processed and developed in accordance with the minimum standards established by the public records board.

4. The record is arranged, identified, and indexed so that any individual document or component of the record can be located with the use of proper equipment.

5. The custodian of the record designated by the authority executes a statement of intent and purpose describing the record to be reproduced or transferred to optical disc or electronic format and the disposition of the original record, and executes a certificate verifying that the record was received or created and microfilm or transferred to optical disc or electronic format in the normal course of business and files the statement in the offices of the authority.

(b) The statement of intent and purpose executed under par. (a) 5. is presumptive evidence of compliance with all conditions and standards prescribed by this subsection.

(3) (a) Any microfilm reproduction of a record of the authority meeting the requirements of sub. (2) or copy of a record of the authority generated from an original record stored in optical disc or electronic format in compliance with this section shall be taken as, stand in lieu of, and have all the effect of the original document and shall be admissible in evidence in all courts and all other tribunals or agencies, administrative or otherwise, in all cases where the original document is admissible.

(b) Any enlarged copy of a microfilm reproduction of a record of the authority made as provided by this section or any enlarged copy of a record of the authority generated from an original record stored in optical disc or electronic format in compliance with this

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5 Updated 17-18 Wis. Stats.**UW HOSPITALS AND CLINICS AUTHORITY****233.22**

section that is certified by the custodian as provided in s. 889.08 shall have the same force as an actual-size copy.

History: 1995 a. 216; 2015 a. 196.

233.13 Closed records. Except as provided in ss. 19.36 (10) and (11) and 103.13, the authority may keep records of the following personnel matters closed to the public:

- (1) Examination scores and ranks and other evaluations of applicants.
- (2) Dismissals, demotions and other disciplinary actions.
- (3) Addresses and home telephone numbers of employees.
- (4) Pay survey data obtained from identifiable nonpublic employers.
- (5) Names of nonpublic employers contributing pay survey data.

History: 1995 a. 216; 2003 a. 47; 2017 a. 59.

NOTE: 2003 Wis. Act 47, which affects this section, contains extensive explanatory notes.

233.17 Liability limited. (1) Neither the state, any political subdivision of the state nor any officer, employee or agent of the state or a political subdivision who is acting within the scope of employment or agency is liable for any debt, obligation, act or omission of the authority.

(2) (a) No officer, employee or agent of the board of regents, including any student who is enrolled at an institution within the University of Wisconsin System, is an agent of the authority unless the officer, employee or agent acts at the express written direction of the authority.

(b) Notwithstanding par. (a), no member of the faculty or academic staff of the University of Wisconsin System, acting within the scope of his or her employment, may be considered, for liability purposes, as an agent of the authority.

History: 1995 a. 27; 1997 a. 237.

A member of the faculty is also a state employee and thus not an agent of UWHC within the meaning of sub. (2)(b). The statute unambiguously encompasses all forms of agency, which necessarily includes actual, apparent, or ostensible agency. *Sachmel v. University of Wisconsin Hospital & Clinics*, 2005 WI App 334, 268 Wis. 2d 899, 708 N.W.2d 13, 04-0363.

233.20 Issuance of bonds. (1) The authority may issue bonds for any corporate purpose. All bonds are negotiable for all purposes, notwithstanding their payment from a limited source.

(1m) The authority may issue bonds only if a majority of the board of directors determines that, to the extent possible without having an adverse impact on the ability of the authority to sell bonds at a given interest rate, the terms on which the bonds are to be offered are structured in such a way as to accommodate the possibility of the early termination of the lease or affiliation agreement, or both. The board shall base a determination under this subsection on the best information available to the board at the time the determination is made.

(2) The bonds of each issue shall be payable from sources specified in the bond resolution under which the bonds are issued or in a related trust agreement, trust indenture, indenture of mortgage or deed of trust.

(3) The authority may not issue bonds unless the issuance is first authorized by a bond resolution. Bonds shall bear the dates, mature at the times not exceeding 30 years from their dates of issue, bear interest at the rates, be payable at the times, be in the denominations, be in the form, carry the registration and conversion privileges, be executed in the manner, be payable in lawful money of the United States at the places, and be subject to the terms of redemption, that the bond resolution provides. The bonds shall be executed by the manual or facsimile signatures of the officers of the authority designated by the board. The bonds may be sold at public or private sale at the price, in the manner and at the time determined by the board. Pending preparation of definitive bonds, the authority may issue interim receipts or certificates that shall be exchanged for the definitive bonds.

(3m) The authority may not issue bonds or incur indebtedness described under s. 233.03 (12) unless one of the following applies:

(a) The bonds or indebtedness are a refinancing of existing bonds or indebtedness.

(b) If the authority has an unenhanced bond rating in the category of A or better from Moody's Investor Service, Inc., or in the category of A or better from Standard & Poor's Corporation, or equivalent ratings from those or comparable rating agencies when such rating systems or rating agencies no longer exist, the authority has provided notice to the joint committee on finance and the secretary of administration of the bond rating of the authority, the amount of the proposed bonds or indebtedness, and the proposed use of the proceeds, and the joint committee on finance has not notified the authority within 30 working days after receipt of the notice that the joint committee on finance has scheduled a meeting to review the proposed bonds or indebtedness and the secretary of administration has not notified the authority within 30 working days after receipt of the notice that the secretary will conduct further review of the proposed bonds or indebtedness.

(c) The joint committee on finance votes to approve the amount of the bonds or indebtedness and the secretary of administration, or his or her designee, has issued written approval of the bonds or indebtedness.

(4) Any bond resolution may contain provisions, which shall be a part of the contract with the holders of the bonds that are authorized by the bond resolution, regarding any of the following:

(a) Pledging or assigning specified assets or revenues of the authority.

(b) Setting aside reserves or sinking funds, and the regulation, investment and disposition of these funds.

(c) Limitations on the purpose to which or the investments in which the proceeds of the sale of any issue of bonds may be applied.

(d) Limitations on the issuance of additional bonds, the terms upon which additional bonds may be issued and secured and the terms upon which additional bonds may rank on a parity with, or be subordinate or superior to, other bonds.

(e) Funding, refunding, advance refunding or purchasing out-standing bonds.

(f) Procedures, if any, by which the terms of any contract with bondholders may be amended, the amount of bonds the holders of which must consent to the amendment and the manner in which this consent may be given.

(g) Defining the acts or omissions to act that constitute a default in the duties of the authority to the bondholders, and providing the rights and remedies of the bondholders in the event of a default.

(h) Other matters relating to the bonds that the board considers desirable.

(5) Neither the members of the board nor any person executing the bonds is liable personally on the bonds or subject to any personal liability or accountability by reason of the issuance of the bonds, unless the personal liability or accountability is the result of willful misconduct.

History: 1995 a. 27, 216; 2007 a. 109.

233.21 Bond security. The authority may secure bonds by a trust agreement, trust indenture, indenture of mortgage or deed of trust by and between the authority and one or more corporate trustees. A bond resolution providing for the issuance of bonds so secured shall mortgage, pledge, assign or grant security interests in some or all of the revenues to be received by, and property of, the authority and may contain those provisions for protecting and enforcing the rights and remedies of the bondholders that are reasonable and proper and not in violation of law. A bond resolution may contain other provisions determined by the board to be reasonable and proper for the security of the bondholders.

History: 1995 a. 27.

233.22 Bonds not public debt. (1) The state is not liable on bonds and the bonds are not a debt of the state. All bonds shall contain a statement to this effect on the face of the bond. A bond

Updated 2017–18 Wis. Stats. Published and certified under s. 35.18. June 2, 2020.

233.22 UW HOSPITALS AND CLINICS AUTHORITY

Updated 17–18 Wis. Stats. 6

issue does not, directly or indirectly or contingently, obligate the state or a political subdivision of the state to levy any tax or make any appropriation for payment of the bonds. Nothing in this section prevents the authority from pledging its full faith and credit to the payment of bonds.

(2) Nothing in this chapter authorizes the authority to create a debt of the state, and all bonds issued by the authority are payable, and shall state that they are payable, solely from the funds pledged for their payment in accordance with the bond resolution authorizing their issuance or in any trust indenture or mortgage or deed of trust executed as security for the bonds. The state is not liable for the payment of the principal of or interest on a bond or for the performance of any pledge, mortgage, obligation or agreement that may be undertaken by the authority. The breach of any pledge, mortgage, obligation or agreement undertaken by the authority does not impose pecuniary liability upon the state or a charge upon its general credit or against its taxing power.

History: 1995 a. 27.

233.23 State pledge. The state pledges to and agrees with the bondholders, and persons that enter into contracts with the authority under this chapter, that the state will not limit or alter the rights vested in the authority by this chapter before the authority has fully met and discharged the bonds, and any interest due on the bonds, and has fully performed its contracts, unless adequate provision is made by law for the protection of the bondholders or those entering into contracts with the authority.

History: 1995 a. 27.

233.26 Refunding bonds. (1) The authority may issue bonds to fund or refund any outstanding bond, including the payment of any redemption premium on the outstanding bond and any interest accrued or to accrue to the earliest or any subsequent date of redemption, purchase or maturity.

(2) The authority may apply the proceeds of any bond issued to fund or refund any outstanding bond to purchase, retire at maturity or redeem any outstanding bond. The authority may, pending application, place the proceeds in escrow to be applied to the purchase, retirement at maturity or redemption of any outstanding bond at any time.

History: 1995 a. 27.

233.40 Hospitals charges. (1) **RATES.** The University of Wisconsin Hospitals and Clinics shall treat patients so admitted at rates computed in the following manner:

(a) **Room rate.** The chief executive officer shall establish with the approval of the board of directors a schedule of room rates for patients which may be adjusted by the chief executive officer with the approval of the board of directors to meet changes in the cost of operation. As used in this section "room rates" includes the charges for meals and for ordinary nursing care.

(c) **Ancillary services.** All services provided except those covered by the room rate shall be charged for in accordance with a schedule established and maintained for public inspection by the University of Wisconsin Hospitals and Clinics Authority.

(3) **INDIAN CHILDREN.** Indian children whose hospital care is to be paid from funds granted the office of Indian affairs, U.S. department of interior, shall be admitted to the University of Wisconsin Hospitals and Clinics at the rates established under sub. (1).

(4) **ADDITIONAL CHARGES FORBIDDEN.** The University of Wisconsin Hospitals and Clinics Authority may not charge any compensation other than the amount provided by the board of directors for any of the following patients:

(c) Any child referred to the hospitals or their clinics by the children's consultation service of a mental health institute under s. 46.041.

(d) Any pupil referred to the hospitals or their clinics by the state superintendent of public instruction under s. 115.33 (4).

(e) Any American Indian child admitted to the hospitals whose care is being paid under sub. (3).

History: 1971 c. 100 s. 23; 1975 c. 39 ss. 631m, 732 (1); 1977 c. 29; 1977 c. 418 ss. 628, 924 (50); 1977 c. 447 s. 206; 1977 c. 449; 1981 c. 31-g; 1983 a. 27; 1985 a. 29, 176; 1995 a. 27 ss. 4197 to 4200; Stats. 1995 s. 233.40; 1997 a. 27, 35.

233.41 Soldiers preferred patients. In admitting patients to the University of Wisconsin Hospitals and Clinics, preference shall be given to honorably discharged veterans of any of the wars of the United States or who is otherwise eligible for benefits from the department of veterans affairs. Preference is hereby defined to mean that whenever the chief executive officer of the authority is notified that the applicant is such a veteran, such veteran shall be the next person so admitted to the hospital, except in case of an emergency.

History: 1995 a. 27 s. 4202; Stats. 1995 s. 233.41.

233.42 Subject to ch. 150. The University of Wisconsin Hospitals and Clinics is subject to ch. 150.

History: 1977 c. 29; 1977 c. 418 s. 924 (50); 1977 c. 477 s. 206; 1995 a. 27 s. 4203; Stats. 1995 s. 233.42.

ATTACHMENT 2

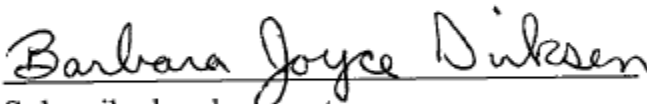
Attestation of Site Ownership

The undersigned representative of SwedishAmerican Health System attests that SwedishAmerican Health System owns the real estate located at 1401 State Street, Rockford, Illinois.

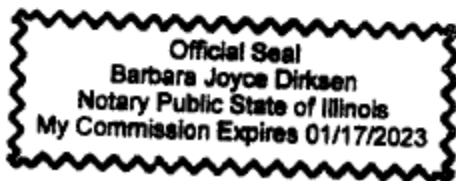


Name: Travis Andersen

Title: CEO, SwedishAmerican Health System



Subscribed and sworn to
this 29 day of March, 2022

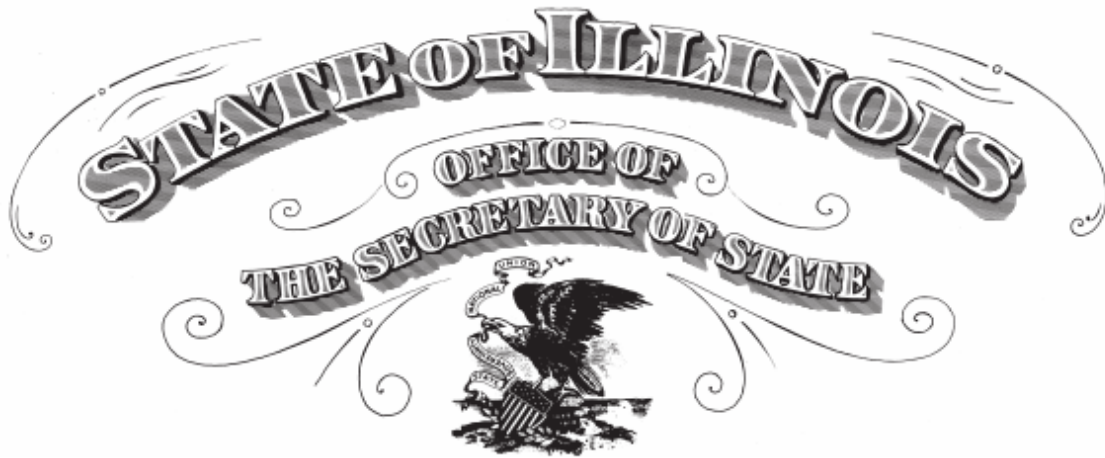


ATTACHMENT 3**Operating Licensee**

SwedishAmerican Hospital is the licensee of the facility. Its Certificate of Good Standing is included with this Attachment 3.

File Number

1167-170-5



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

SWEDISHAMERICAN HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 06, 1911, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2208304886 verifiable until 03/24/2023

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

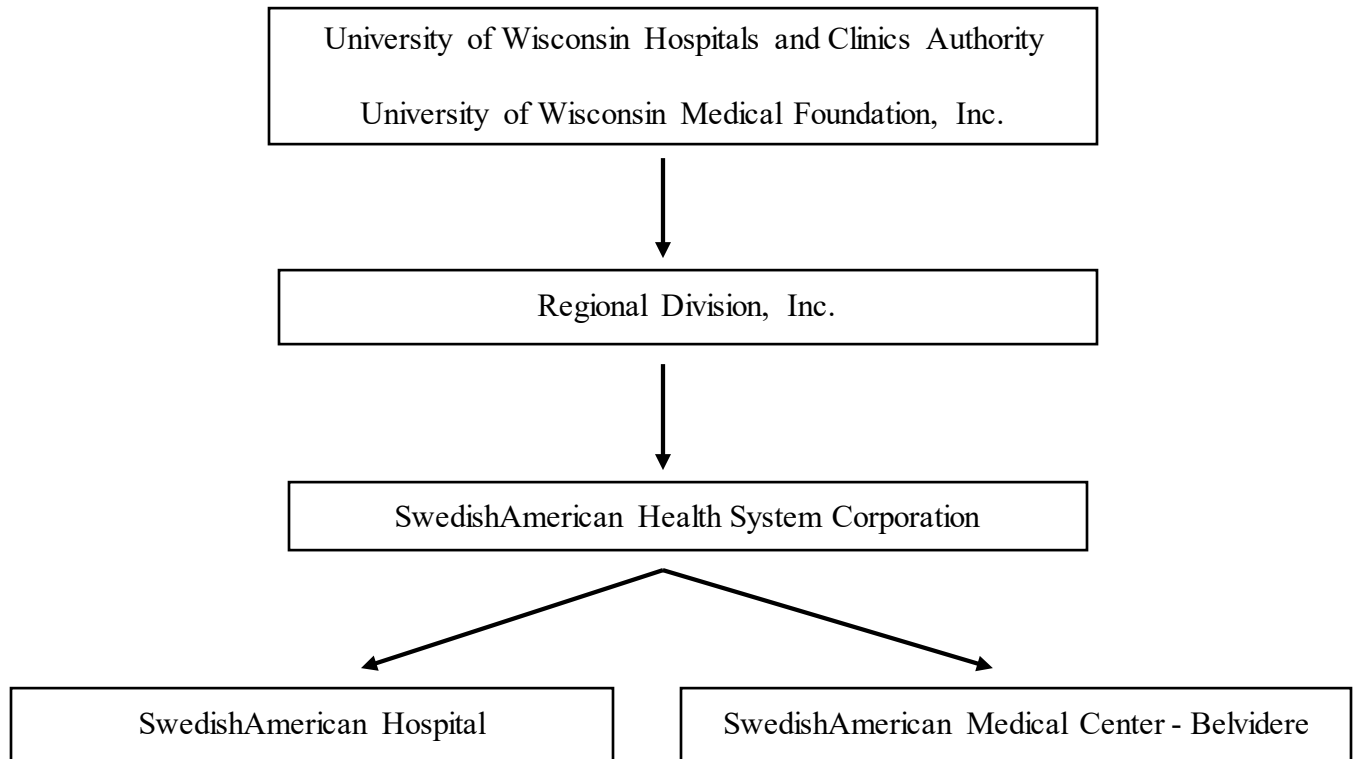
***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 24TH
day of MARCH A.D. 2022 .***

Jesse White

SECRETARY OF STATE

ATTACHMENT 4**Organizational Relationships**

The applicants' organizational chart is attached. No entities other than the applicants are participating in the development or funding of the project.

Organizational Chart

ATTACHMENT 5

Project and Sources of Funds Itemization

Modernization Contracts		
Demolition for remodel	\$ 20,367	
Rough Carpentry	\$ 2,688	
Casework	\$ 23,132	
Joint Sealants	\$ 1,169	
Doors/ Frames/ Hardware	\$ 12,976	
ICU Doors	\$ 14,139	
Glazing	\$ 7,191	
Gypsum Board	\$ 21,048	
Tile	\$ 4,866	
Acoustical Ceiling	\$ 9,570	
Resilient Flooring	\$ 12,133	
Painting	\$ 9,616	
Headwalls (8)	\$ 81,316	
Toilet Accessories	\$ 2,220	
Fire Protection	\$ 14,203	
Plumbing & Med Gas	\$ 82,358	
H.V.A.C.	\$ 38,280	
Electrical/ Nurse call	\$ 322,791	
Data	\$ 23,249	
General Requirements	\$ 106,477	
Phasing/ Material Handling	\$ 22,627	
Infection Control/ Clean up	\$ 37,444	
Temp Partitions	\$ 27,186	
Insurance & Other Costs	\$ 61,399	
Subtotal Modernization Contracts		\$958,445
Contingencies		
Modernization Contract Contingency	\$ 95,547	
Subtotal Contingencies		\$95,547
Architectural/Engineering Fees		
Architect Design and Reimbursables	\$ 81,276	
Other Design/Consultant Fees	\$ 9,584	
Subtotal Architectural/Engineering Fees		\$90,860
Consulting and Other Fees		
Exemption Filing Fee	\$ 2,500	
Legal	\$ 3,000	
Building Permits	\$ 20,000	

Builders Risk Insurance	\$ 2,500	
Subtotal Consulting and Other Fees		\$28,000
Movable/Other Equipment		
Amico Headwalls	\$ 45,704	
Philips Cardiac Monitor(s)	\$ 200,000	
Omni Bed	\$ 160,000	
Med Boxes	\$ 4,000	
Breast milk Fridge Drawers	\$ 16,000	
Supply Carts	\$ 8,000	
Cribettes	\$ 16,000	
Syringe pumps	\$ 24,000	
Procedure Cart	\$ 4,000	
Epoc	\$ 10,000	
Suction Regulators	\$ 600	
Air Flowmeters	\$ 400	
Blenders	\$ 8,000	
Shuttle	\$ 40,000	
Oxygen flow meters	\$ 400	
Recliners	\$ 28,000	
Low Voltage/Data Systems	\$ 45,860	
General Items & Misc. Supplies	\$ 75,472	
Other Furnishings, Fixtures, Artwork	\$ 54,800	
Equipment Contingency	\$ 60,435	
Subtotal Movable Equipment		\$801,671
Other Costs to be Capitalized		
Temporary moving/relocation costs	\$ 3,500	
Subtotal Other Costs to be Capitalized		\$3,500
TOTAL PROJECT COST		\$1,978,023

ATTACHMENT 6**Background of the Applicants**

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

SwedishAmerican Health System owns the following health care facilities in Illinois:

SwedishAmerican Hospital
1401 East State Street
Rockford, Illinois
IDPH License #0002725

SwedishAmerican Medical Center – Belvidere
1625 South State Street
Belvidere, Illinois
IDPH License #0005504

University of Wisconsin Hospitals and Clinics Authority operates the following hospital facilities in Wisconsin licensed by the Wisconsin Department of Health Services (WDHS):

University Hospital
600 Highland Ave.
Madison, WI 53792
WDHS License #125

American Family Children's Hospital
1675 Highland Ave.
Madison, WI 53792
WDHS License #125

UW Health at the American Center
4602 Eastpark Blvd.
Madison, WI 53792
WDHS License #125

UW Health Rehabilitation Hospital
5115 N. Biltmore Lane
Madison, WI 53718
WDHS License #321

2. *A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.*

Included with this Attachment are the applicants' certifications of no adverse action.

3. *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 are the applicants' authorizations to access documents.

4. *If, during a given calendar year, an applicant submits more than one application for permit, 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.*

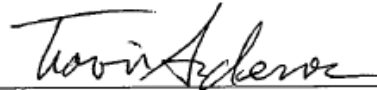
The applicants have not submitted any applications for permit within the calendar year

CERTIFICATION AND AUTHORIZATION

The undersigned representative of SwedishAmerican Health System and SwedishAmerican Hospital in connection with the application submitted herewith hereby states as follows:

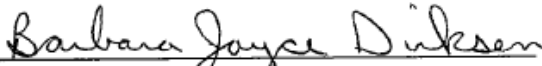
I certify that no adverse action has been taken against SwedishAmerican Health System and SwedishAmerican Hospital by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by SwedishAmerican Health System and SwedishAmerican Hospital, directly or indirectly, within three years preceding the filing of this application of change of ownership exemption.

I authorize the Illinois Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) access to any documents pertaining to University of Wisconsin Hospitals and Clinics Authority necessary to verify the information submitted with this application, including, but not limited to official records of IDPH or other Illinois agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.



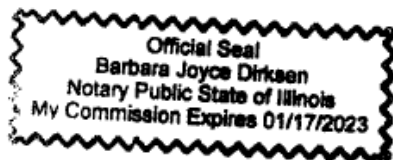
Name: Travis Anderson

Title: CEO, SwedishAmerican Hospital and
SwedishAmerican Health System



Subscribed and sworn to

this 29 day of March, 2022



ATTACHMENT 7

Requirements for NICU Expansion

- a. 1130.531(a): A description of the project that identifies the location of the neonatal intensive care unit and the number of neonatal intensive care beds proposed.***

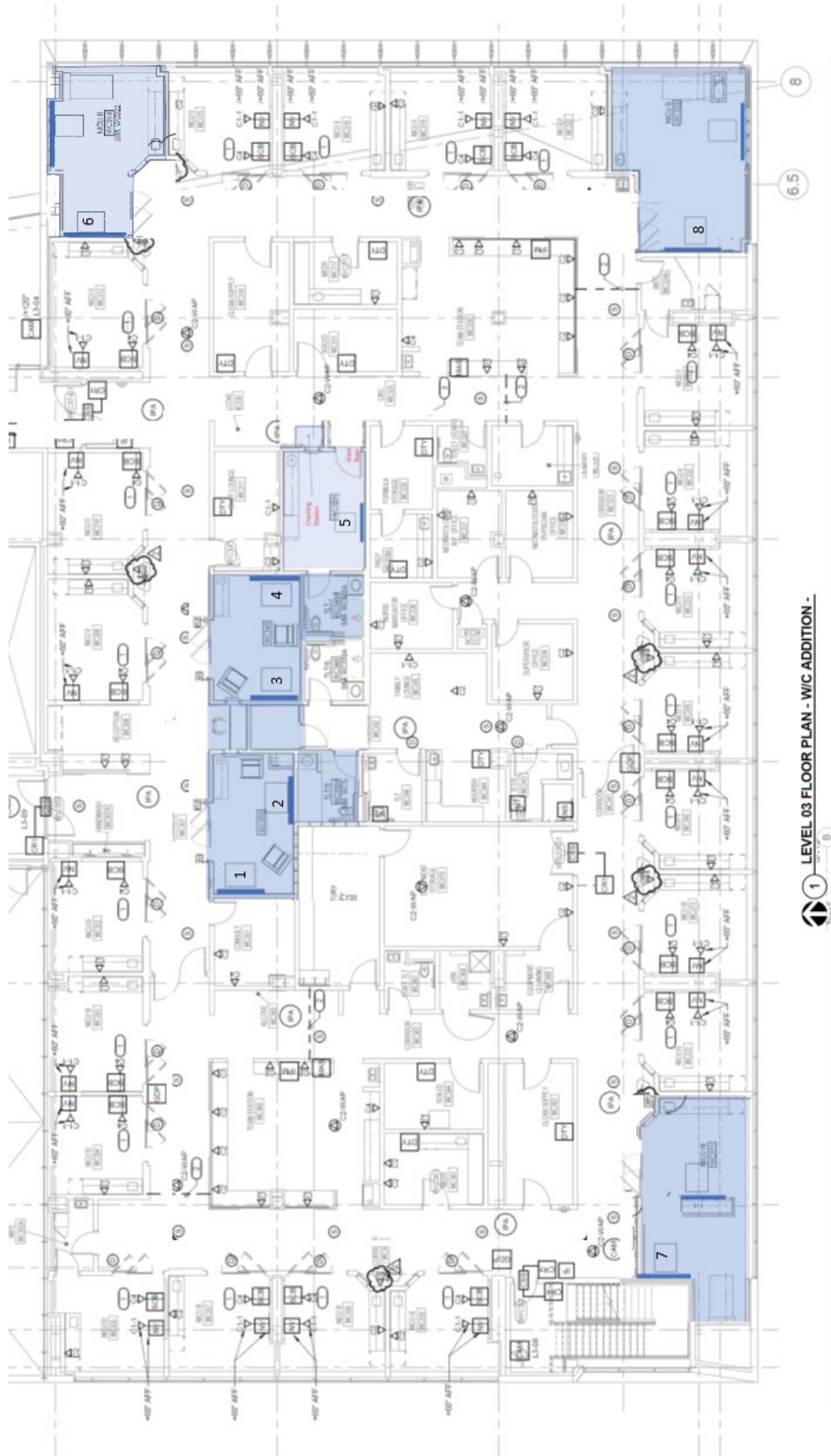
SwedishAmerican Hospital proposes to expand its existing 24-bed Level III Neonatal Intensive Care Unit ("NICU") by 8 beds for a total of 32 NICU beds in its existing hospital facility located at 1401 East State Street, Rockford, Illinois. The beds will be added to the existing Nursery that is currently located on the third floor of the hospital's women and children's tower. A floor plan highlighting the additional eight beds is included with this Attachment.

- b. 1130.531(b) - Verification that a final cost report will be submitted to the Agency no later than 90 days following the anticipated project completion date.***

Included with this Attachment is the applicant's verification that the final cost report will be submitted to the Agency no later than 90 days following the anticipated project completion date.

- c. 1130.531(c) - Verification that failure to complete the project within the 24 months after the Board approved the exemption will invalidate the exemption.***

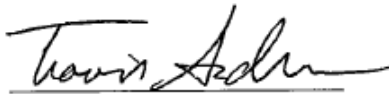
Included with this Attachment is the applicant's verification that failure to complete the project within the 24 months after the Board approves the exemption will invalidate the exemption, unless the exemption holder obtains an extension in accordance with and as provided by Section 1130.531(b) of the Review Board's regulations (77 Ill. Adm. Code 1130.531(b).)



APPLICANT'S VERIFICATIONS FOR NICU EXEMPTION

The undersigned representative of the applicants verifies the following:

1. That the final cost report will be submitted to the Agency no later than 90 days following the anticipated project completion date.
2. That the failure to complete the project within the 24 months after the Board approves the exemption will invalidate the exemption, unless the exemption holder obtains an extension in accordance with and as provided by Section 1130.531(b) of the Review Board's regulations (77 Ill. Adm. Code 1130.531(b).)



Travis Anderson
President & CEO, SwedishAmerican Health System

Barbara Joyce Dirksen
29th day of March 2022

