



STATE OF ILLINOIS
HEALTH FACILITIES AND SERVICES REVIEW BOARD

525 WEST JEFFERSON ST. • SPRINGFIELD, ILLINOIS 62761 • (217) 782-3516 FAX: (217) 785-4111

DOCKET NO: #C-01 thru #C-10	BOARD MEETING: September 13, 2022	PROJECT NO: #E-041-22 thru #E-050-22	PROJECT COST: Original: \$0
FACILITY NAME: Advocate Aurora Health, Inc. and Atrium Health, Inc		CITIES: Various	
TYPE OF PROJECT: Exemption			

DESCRIPTION: Advocate Aurora Health, Inc. and Atrium Health, Inc. have entered into Master Agreement to affiliate their organizations under the name Advocate Health, Inc. This affiliation is considered a 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 operation, license, certification, or physical plant and assets. There are nine hospitals and one ambulatory surgery center owned and controlled by Advocate Aurora Health, Inc. that require approval of the State Board regarding this affiliation. Atrium Health, Inc. does not own any health care facilities in Illinois. There is no cost to this transaction and the expected completion date is September 30, 2022. There are ten facilities owned and operated by Advocate Aurora Health in Illinois that are included in this change of ownership.

The purpose of the Illinois Health Facilities Planning Act is to establish a procedure (1) which requires a person establishing, constructing or modifying a health care facility, as herein defined, to have the qualifications, background, character and financial resources to adequately provide a proper service for the community; (2) that promotes the orderly and economic development of health care facilities in the State of Illinois that avoids unnecessary duplication of such facilities; and (3) that promotes planning for and development of health care facilities needed for comprehensive health care especially in areas where the health planning process has identified unmet needs. Cost containment and support for safety net services must continue to be central tenets of the Certificate of Need process. (20 ILCS 3960/2)

The Certificate of Need process required under this Act is designed to restrain rising health care costs by preventing unnecessary construction or modification of health care facilities. The Board must assure that the establishment, construction, or modification of a health care facility or the acquisition of major medical equipment is consistent with the public interest and that the proposed project is consistent with the orderly and economic development or acquisition of those facilities and equipment and is in accord with the standards, criteria, or plans of need adopted and approved by the Board. Board decisions regarding the construction of health care facilities must consider capacity, quality, value, and equity. Construction or modification means the establishment, erection, building, alteration, reconstruction, modernization, improvement, extension, discontinuation, change of ownership, of or by a health care facility,

Information on these exemption applications can be found at <https://www2.illinois.gov/sites/hfsrb/Projects/Pages/CompApps.aspx>

Letters of Opposition were received by the State Board regarding this change of ownership.

All the information required by the State Board has been submitted.



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STATE BOARD STAFF REPORT Exemptions #E-041-22 thru #E-050-22

Change of Ownership

Advocate Aurora Health, Inc. and Atrium Health, Inc. have entered into Master Agreement to affiliate their organizations under the name Advocate Health, Inc. This affiliation is considered a 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 operation, license, certification, or physical plant and assets. There are nine hospitals and one ambulatory surgery center owned and controlled by Advocate Aurora Health, Inc. that require approval of the State Board regarding this affiliation. Atrium Health, Inc. does not own any health care facilities in Illinois. There is no cost to this transaction and the expected completion date is September 30, 2022.

The Parties

Atrium Health, Inc. formerly Carolinas HealthCare System, is a hospital network with more than 70,000 employees. It operates 40 hospitals, 7 freestanding emergency departments, over 30 urgent care centers, and more than 1,400 care locations in the states of North Carolina, South Carolina, Georgia, and Alabama. It provides care under the Atrium Health Wake Forest Baptist name in the Winston-Salem, North Carolina, region, Atrium Health Navicent in the Macon, Georgia area, and Atrium Health Floyd in the Rome, Georgia area. Atrium Health offers pediatric, cancer, and heart care, as well as organ transplants, burn treatments and specialized musculoskeletal programs.

Advocate Aurora Health Inc. (AAH) is a non-profit health care system with dual headquarters located in Milwaukee, Wisconsin, and Downers Grove, Illinois. As of 2021, the AAH system has 26 hospitals and more than 500 sites of care, with 75,000 employees, including 10,000 employed physicians. The health system formed because of a merger between Illinois-based Advocate Health Care and Wisconsin-based Aurora Health Care. AAH is a teaching affiliate of the University of Wisconsin School of Medicine and Public Health.

The Transaction

Advocate Aurora Health, Inc. and Atrium Health, Inc. have formed a new corporate entity **Advocate Health, Inc.** Upon approval of the transaction Advocate Aurora Health Inc. and Atrium Health, Inc. will enter into a Joint Operating Agreement¹. According to the Applicants in that Agreement Advocate Aurora Health and Atrium Health **will delegate to Advocate Health Inc.**

¹ **Joint Operating Agreement:** Unlike the absolute financial and structural control affiliations previously described where a centralized authority has power over participating hospitals' boards of directors and assets, regional hospital systems are now affiliating through a joint operating agreement that may be implemented through a partnership or through a non-profit corporation. The hallmark of the joint operating agreement type of affiliation is that participating hospitals retain their separate identities, boards of directors, and a certain amount of autonomy even though considerable management and financial authority is shifted to the governing body of the JOA. For example, authority to make moral or ethical decisions based on religious principles is usually retained by the hospitals. Powers ceded to the governing body of the joint operating agreement and powers reserved by the hospitals may be spelled out in a variety of documents, including a joint operating agreement, a partnership agreement, articles of incorporation, bylaws, a code of regulations, or management contracts. Because a joint operating agreement affiliation is not a true merger, it has come to be called a "virtual merger." (Source www.irs.gov)

certain operational functions to Advocate Aurora Health Inc. and Atrium Health Inc. facilities. The Applicants state this transaction will not create Advocate Health as a parent corporate entity. According to the Applicants ownership of existing Advocate Aurora Health, Inc. and Atrium Health Inc. facilities will remain with current respective corporate entities. The Applicants state Advocate Aurora Health, Inc. related facilities will continue operations under the Advocate Aurora Health Inc. corporate structure and Atrium Health, Inc. related entities will continue to operate under the Atrium Health corporate structure. The current CEOs of Advocate Aurora Health, Inc. and Atrium Health, Inc. respectively will become Co-CEOs of Advocate Health. Inc. The Advocate Health Inc. Board will consist of 20 members, ten designated by Advocate Aurora Health, Inc. and ten designated by Atrium Health Inc. The State Board has not received a copy of the joint operating agreement.

The Facilities

Advocate Aurora Health, Inc owns and controls nine hospitals and one ASTC in Illinois. The facilities are listed below.

TABLE ONE

Number	Facility	City	Licensee	Owner of Site	Beds	FMV
#E-041-22	Illinois Masonic Medical Center 4-Star	Chicago	Advocate Health Network d/b/a Advocate Illinois Masonic Medical Center Campus	Advocate Health Network d/b/a Advocate Illinois Masonic Medical Center Campus	326	\$280,753,548
#E-042-22	Advocate Sherman Hospital 4-Star	Elgin	Advocate Sherman Hospital	Advocate Sherman Hospital	255	\$231,045,939
#E-043-22	Advocate South Suburban Hospital 4-Star	Hazel Crest	Advocate Health and Hospitals Corporation d/b/a Advocate South Suburban Hospital	Advocate Health and Hospitals Corporation	217	\$199,799,055
#E-044-22	Advocate Trinity Hospital 3-Star	Chicago	Advocate Health and Hospitals Corporation d/b/a Advocate Trinity Hospital	Advocate Health and Hospitals Corporation	205	\$515,931,610
#E-045-22	Advocate Christ Medical Center 2-Star	Oak Park	Advocate Health and Hospitals Corporation d/b/a Advocate Christ Hospital and Medical Center	Advocate Health and Hospitals Corporation	802	\$176,807,637
#E-046-22	Advocate Condell Medical Center 4-Star	Libertyville	Advocate Condell Medical Center	Advocate Northside Health Network	275	\$216,105,461
#E-047-22	Advocate Good Shepherd Hospital 5-Star	Barrington	Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd	Advocate Health and Hospitals Corporation	176	\$66,614,645
#E-048-22	Advocate Good Samaritan Hospital 4-Star	Downers Grove	Advocate Health and Hospitals Corporation d/b/a Advocate Good Samaritan	Advocate Health and Hospitals Corporation	293	\$128,288,440
#E-049-22	Advocate Lutheran General Hospital 4-Star	Park Ridge	Advocate Health and Hospitals Corporation d/b/a Advocate Lutheran General	Advocate Health and Hospitals Corporation	651	\$274,117,552
#E-050-22	Dreyer Ambulatory Surgery Center	Aurora	Dreyer Ambulatory Surgery Center	Dreyer Clinic, Inc.	***	\$3,182,462

***Cardiovascular, Gastro, General Surgery, Laser Eye. Ophthalmology, Ortho, Otolaryngology, Pain Management, Plastic Surgery, Podiatry, and Urology.

According to the Applicants the proposed Affiliation does not contemplate any change in the ownership of the assets and there is no purchase price being paid for the assets of the ten facilities. The book value of each of the 10 facilities has been provided in the chart above. The Applicants state no monetary consideration is being exchanged between the parties as part of this transaction. The Applicants have stated there will be no change in the operation of the 10 facilities anticipated because of the affiliation and there will not adopt a more restrictive charity care policy than the policy that was in effect one-year prior to the proposed transaction. The 10 facilities will continue to be governed by the Board of Directors of Advocate Aurora Health, Inc. According to the Applicants certain responsibilities for operations will be delegated to Advocate Health, Inc.

In accordance with 77 IH. Adm. Code § 1130.520, each of the Applicants 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. Adm. Code § 1130.

Advocate Aurora Health, Inc.
Comments from Advocate Hospitals
As part of the 2021 Annual Hospital Survey
COVID-19 PANDEMIC AND EFFECTS

Across the country, the number of nurses leaving the bedside due to pandemic burnout is well-documented. While Advocate Aurora prides itself on having lower-than-average turnover rates, we have been impacted by this shortage. Like hospitals across the country, we have seen many nurses leave for extremely highly paid, short-term agency contracts.

To combat departures and to attract new nurses, we offer supplemental compensation and bonuses; clear paths for career advancement via training, coaching and tuition assistance; prioritizing workplace flexibility when possible; and supportive programs that address mental health, financial planning, and work-life balance.

Nonetheless, during the Omicron surge in December 2021 – as our Illinois hospitals began to break the records established in 2020 for numbers of COVID-19 inpatients – some of our sites struggled to meet safe staffing ratios based on our patients’ acuity. This was despite the State of Illinois’ generous help in supplying additional nurses and our system’s diligent efforts to fill vacancies and secure contracted help. Going forward, we will continue to combat nursing shortages with every lever available, but we believe the crisis will require broader solutions.

The second year of the pandemic also underscored the critical importance of being able to quickly shift use of clinical space to expand patient capacity. We continued to reallocate beds as needed during patient surges prompted by the Delta and Omicron variants. Due to eased regulations and our own ability to coordinate capacity across our Illinois hospitals, we were able to serve our patients in their own communities during a period of extreme crisis. Additionally, we continued offering our patients robust telehealth options and are proud to have completed more than 2.2 million virtual visits across our system since the pandemic began.

Our experience during COVID-19 will inform our future capital improvement projects and facility management. In just one example, our planned modernization of Advocate Illinois Masonic Medical Center will include a bed tower that will be all private rooms, because the pandemic has reinforced the need for privacy, patient placement and safety.

Finally, 2021 highlighted the importance of clear public health information and vaccination. In addition to distributing hundreds of thousands of vaccines to our patients and communities, we required our team members to be vaccinated by the fall of 2021. Thanks to a focused approach to sharing information and addressing team members’ questions and feedback, 99+% of Advocate Aurora’s team members complied with the requirement by the deadline.

As we look forward, we will continue to embrace what we’ve learned and how we’ve innovated during the past two years. We will continue to focus on our telemedicine and home monitoring services, on flexible bed utilization that adjusts to meet changing patient needs, on increasing investment in our team members’ wellbeing and much more.

Although 2022 continues to present many challenges, we are proud of our response to COVID-19 and our evolution into a more flexible operation that is positioned to provide best-in-class care well into the future.

The Advocate Aurora Health System received \$34,354,000 and \$786,655,000 for the years ended December 31, 2021, and 2020, respectively in grant payments from the U.S. Department of Health and Human Services ("HHS") from the Provider Relief Fund established under the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), which has been recognized as revenue and included in other operating revenue within the accompanying consolidated statement of operations and changes in net assets. In addition, the System received \$0 and \$773,000,000 for the years ended December 31, 2021, and 2020, respectively from the Centers for Medicare and Medicaid Services ("CMS") as an advance payment for Medicare services.

TABLE TWO			
Charity Care Information			
Advocate Illinois Masonic Medical Center			
	2018	2019	2020
Net Patient Revenue	\$446,067,744	\$464,043,788	\$558,682,242
Amount of Charity Care	\$37,705,943.00	\$60,060,899.00	\$16,519,416.00
Cost of Charity Care	\$8,657,174.00	\$13,202,987.00	\$4,086,993.00
% Of Net Patient Revenue	1.94%	2.85%	0.73%
Advocate Sherman Hospital			
	2018	2019	2020
Net Patient Revenue	\$310,393,910	\$307,322,615	\$285,972,615
Amount of Charity Care	\$30,017,281	\$47,421,592	\$32,568,997
Cost of Charity Care	\$6,103,934	\$9,881,012	\$7,826,047
% Of Net Patient Revenue	1.97%	3.22%	2.74%
Advocate South Suburban Hospital			
	2018	2019	2020
Net Patient Revenue	\$223,593,781	\$220,604,105	\$216,138,790
Amount of Charity Care	\$15,001,510	\$29,425,318	\$8,023,875
Cost of Charity Care	\$3,336,519	\$6,998,059	\$2,189,300
% Of Net Patient Revenue	1.49%	3.17%	1.01%
Advocate Trinity Hospital			
	2018	2019	2020
Net Patient Revenue	\$143,831,965	\$138,144,376	\$130,718,091
Amount of Charity Care	\$16,047,346	\$30,491,573	\$14,337,362
Cost of Charity Care	\$4,190,691	\$8,657,776	\$4,122,424
% Of Net Patient Revenue	2.91%	6.27%	3.15%

TABLE TWO			
Charity Care Information			
Advocate Christ Medical Center			
	2018	2019	2020
Net Patient Revenue	\$1,181,676,596	\$1,245,631,502	\$1,230,689,381
Amount of Charity Care	\$64,360,916	\$88,608,133	\$34,057,425
Cost of Charity Care	\$16,663,728	\$23,539,897	\$9,616,064
% Of Net Patient Revenue	1.41%	1.89%	0.78%
Advocate Condell Medical Center			
	2018	2019	2020
Net Patient Revenue	\$350,747,922	\$359,469,865	\$327,656,967
Amount of Charity Care	\$40,941,841	\$52,660,694	\$23,429,482
Cost of Charity Care	\$8,105,829	\$10,363,620	\$5,284,252
% Of Net Patient Revenue	2.31%	2.88%	1.61%
Advocate Good Shepherd			
	2018	2019	2020
Net Patient Revenue	\$310,190,869	\$318,624,080	\$297,578,445
Amount of Charity Care	\$8,842,242	\$12,335,845	\$7,591,732
Cost of Charity Care	\$2,372,361	\$3,368,567	\$2,229,681
% Of Net Patient Revenue	0.76%	1.06%	0.75%
Advocate Good Samaritan			
	2018	2019	2020
Net Patient Revenue	\$389,323,184	\$378,882,433	\$357,505,757
Amount of Charity Care	\$23,368,083	\$31,579,551	\$7,573,969
Cost of Charity Care	\$5,476,622	\$7,593,321	\$2,016,408
% Of Net Patient Revenue	1.41%	2.00%	0.56%
Advocate Lutheran General			
	2018	2019	2020
Net Patient Revenue	\$863,311,145	\$900,058,496	\$849,197,405
Amount of Charity Care	\$59,398,217	\$57,499,186	\$44,297,894
Cost of Charity Care	\$14,479,715	\$14,226,553	\$11,925,644
% Of Net Patient Revenue	1.68%	1.58%	1.40%
Dryer Ambulatory Surgery Center			
	2018	2019	2020
Net Patient Revenue	\$14,780,196	\$14,970,475	\$12,493,057
Amount of Charity Care	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

TABLE TWO			
Charity Care Information			
% Of Net Patient Revenue	0.00%	0.00%	0.00%
<p>Explanation of Decrease in Charity Care:</p> <p>The reduction in the charity care provision reported on the internal financial statements is the result of the COVID pandemic. There were no changes to the financial clearance process or to the financial assistance guidelines. Specifically, the major changes which occurred are directly related to the pandemic:</p> <ul style="list-style-type: none"> • Actual patient volumes decreased including Emergency Department visits which historically contributes to a large portion of charity care. • The number of Medicaid enrollees increased during the pandemic. This resulted in more Medicaid utilization and less self-pay patients. This resulted in higher contractual discounts and lower charity care provisions. • The government provided funding to cover the cost of COVID vaccines, testing and related treatment. Many patients who would have qualified for charity care had their health care expenses reimbursed by government programs 			

STATUTE AND RULE CHANGE OF OWNERSHIP

Health Facilities Planning Act (20 ILCS 3960/6)

(b) *The State Board shall establish by regulation the procedures and requirements regarding issuance of exemptions. An exemption shall be approved when information required by the Board by rule is submitted. Projects eligible for an exemption, rather than a permit, include, but are not limited to, change of ownership of a health care facility and discontinuation of a category of service.*

1130.500 General Requirements for Exemptions

Only those projects specified in Section 1130.410 are eligible for exemption from permit requirements. Persons that have initiated or completed such projects without obtaining an exemption are in violation of the provisions of the Act and are subject to the penalties and sanctions of the Act and Section 1130.790.

- a) **Application for Exemption**
Any persons proposing a project for an exemption to permit requirements shall submit to HFSRB an application for exemption containing the information required by this Subpart, submit an application fee (if a fee is required), and receive approval from HFSRB.

- b) **General Information Requirements**
The application for exemption shall include the following information and any additional information specified in this Subpart:
 - 1) the name and address of the applicant or applicants (see Section 1130.220).
 - 2) the name and address of the health care facility.
 - 3) a description of the project, e.g., change of ownership, discontinuation, increase in dialysis stations.
 - 4) documentation from the Illinois Secretary of State that the applicant is registered to conduct business in Illinois and is in good standing or, if the applicant is not required to be registered to conduct business in Illinois, evidence of authorization to conduct business in other states.
 - 5) a description of the applicant's organization structure, including a listing of controlling or subsidiary persons.
 - 6) the estimated project cost, including the fair market value of any component and the sources and uses of funds.

- 7) the anticipated project completion date.
- 8) verification that the applicant has fulfilled all compliance requirements with all existing permits that have been approved by HFSRB; and
- 9) the application-processing fee.

HFSRB NOTE: If a person or project cannot meet the requirements of exemption, then an application for permit may be filed.

(Source: Amended at 40 Ill. Reg. 14647, effective October 14, 2016)

77 ILAC 1130.520 – Change of Ownership

The application for exemption is subject to approval under Section 1130.560 and shall include the information required by Section 1130.500 and the following information:

- 1) *Key terms of the transaction*, including the:
 - A) *names of the parties.*
 - 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;
 - C) *structure of the transaction.*
 - D) *name of the person who will be the licensed or certified entity after the transaction.*
 - 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.
 - F) *fair market value of assets to be transferred; and*
 - G) *the purchase price or other forms of consideration to be provided for those assets.* [20 ILCS 3960/8.5(a)]

HFSRB NOTE: If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.

- 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.
 - 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.
 - 4) a statement as to the anticipated benefits of the proposed changes in ownership to the community.
 - 5) the anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership.
 - 6) a description of the facility's quality improvement program mechanism that will be utilized to assure quality control.
 - 7) a description of the selection process that the acquiring entity will use to select the facility's governing body.
 - 8) a statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility; and
 - 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.
- c) **Application for Exemption Among Related Persons**
When a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership. [20 ILCS 3960/8.5(a)]
- d) **Opportunity for Public Hearing**
Upon a finding by HFSRB staff that an application for a change of ownership is complete, the State Board staff shall publish a legal notice on one day in a

newspaper of general circulation in the area or community to be affected and afford the public an opportunity to request a hearing. If the application is for a facility located in a Metropolitan Statistical Area, an additional legal notice shall be published in a newspaper of limited circulation, if one exists, in the area in which the facility is located. If the newspaper of limited circulation is published on a daily basis, the additional legal notice shall be published on one day. The applicant shall pay the cost incurred by the Board in publishing the change of ownership notice in the newspaper as required under this subsection. The legal notice shall also be posted on Health Facilities and Services Review Board web site and sent to the State Representative and State Senator of the district in which the health care facility is located. [20 ILCS 3960/8.5(a)] This legal notice shall provide the following:

- 1) Name of applicants and addresses.
 - 2) Name of facility and address.
 - 3) Description of the proposed project and estimated total cost.
 - 4) Notice of request for public hearing.
 - 5) Notice of tentative HFSRB meeting and location; and
 - 6) Notice of tentative release of the State Board Staff Report and the time to comment on the State Board Staff Report. See HFSRB website (www.hfsrb.illinois.gov).
- e) Completion of Projects with Outstanding Permits
- 1) A permit or exemption cannot be transferred.
 - 2) *In connection with a change of ownership, the State Board may approve the transfer of an existing permit without regard to whether the permit to be transferred has yet been obligated, except for permits establishing a new facility or a new category of service. (See 20 ILCS 3960/6(b).)*
 - 3) If the requirements of this subsection (e) are not met, any outstanding permit will be considered a transfer of the permit and results in the permit being null and void.

(Source: Amended at 40 Ill. Reg. 14647, effective October 14, 2016)

Section 8.5

An application for a change of ownership need not contain signed transaction documents so long as it includes the following key terms of the transaction: Names and background of the parties; structure of the transaction; the person who will be the licensed or certified entity after the transaction; the ownership or membership interests in such licensed or certified entity both prior to and after the transaction; fair market value of assets to be transferred; and the purchase price or other form of consideration to be provided for those assets. The issuance of the certificate of exemption shall be contingent upon the applicant submitting a statement to the Board within 90 days after the closing date of the transaction, or such longer period as provided by the Board, certifying that the change of ownership has been completed in accordance with the key terms contained in the application. If such key terms of the transaction change, a new application shall be required.

Where a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under this Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership. Once such an application is submitted to the Board and reviewed by the Board staff, the Board Chair shall take action on an application for an exemption for a change of ownership among related persons within 45 days after the application has been deemed complete, provided the application meets the applicable standards under this Section. If the Board Chair has a conflict of interest or for other good cause, the Chair may request review by the Board. Notwithstanding any other provision of this Act, for purposes of this Section, a change of ownership among related persons means a transaction where the parties to the transaction are under common control or ownership before and after the transaction is completed.



SEIU HCII

Illinois ■ Indiana ■ Missouri ■ Kansas

Greg Kelley
President

August 24, 2022

Erica Bland-Durosini
Executive Vice-President

Comments on the Proposed Merger Between Advocate Aurora Health and Atrium Health

Maggie Laslo
Secretary-Treasurer

SEIU Healthcare, a union of 90,000+ healthcare and human service workers, opposes the proposed merger between Advocate Aurora Health and North Carolina-based Atrium Health for the following reasons:

Vice Presidents:

Jaquie Algee
Shaba Andrich
Jessica Angus
Felecia Bryant
Faith Arnold
Bernita Drayton
Myra Glassman
Anne Igoe
Lenny Jones
Paige Kelly
Tiara Lloyd
Sylvia Martinez
Beth Menz
James Muhammad
Shawndra Robinson
Jaqueline Rodriguez
Brynn Seibert
Aly Young

1. The Proposed Merger Will Likely Reduce the Quality and Increase the Cost of Healthcare in Chicagoland

Advocate Aurora Health is already the largest health system in both Chicagoland and Illinois and has been on a merger and acquisition spree for the past two decades. The proposed merger with Atrium Health would create one of the largest health systems in the country with 67 hospitals and more than \$27 billion in combined revenues.

According to the industry journal STAT, health system mergers “often increase prices and they don’t improve care quality; patients simply pay more for the same or worse care”.ⁱ We worry that the proposed mega-merger between Advocate Aurora and Atrium will have this effect.

Regulators and stakeholders share these concerns and have successfully intervened to stop Advocate Aurora from merging with other health systems in 2017 and 2020.

Board Chair:

Maria del Carmen Macias

Illinois

2229 S. Halsted
Chicago, IL 60608
Phone: 312.980.9000
Fax: 312.939.8256

In 2017, the Federal Trade Commission won an injunction to block Advocate Aurora’s proposed merger with Lake County-based NorthShore Health System. Tad Lipsky, then acting director of the FTC’s Bureau of Competition, cheered the ruling, stating that “Advocate and NorthShore’s merger would likely have reduced the quality, and increased the cost of health care for residents of the North Shore area of Chicago”.ⁱⁱ

Indiana

1800 N. Meridian Street
Indianapolis, IN 46202
Phone: 317.927.9691

In 2020, Advocate scuttled a proposed merger with Michigan-based Beaumont Health after doctors and staff led a successful opposition campaign that won the support of state and federal elected officials. Advocate and Beaumont officially called off the merger after a group of lawmakers including US Representative Andy Levin released a joint statement expressing concern that a merger of the two systems might jeopardize their constituents access to

Missouri

5585 Pershing Avenue
St. Louis, MO 63112
Phone: 314.533.3633

affordable, quality care and urging Beaumont leadership to “promptly reevaluate the proposed merger”.ⁱⁱⁱ

Advocate’s “successful” 2018 merger with Wisconsin-based Aurora Health Care has born out regulator and stakeholder concerns about mega-mergers and access to affordable care. Advocate Aurora Health is currently facing a class-action antitrust lawsuit alleging that the combined system has used its market power in eastern Wisconsin to suppress competition and increase prices. Plaintiff’s attorney Jamie Crooks described Advocate Aurora’s behavior as “more like that of a ruthless Wall Street institution that happens to own Wisconsin hospitals instead of a non-profit charity focused on the delivery of healthcare”.^{iv}

We are concerned that the proposed Advocate Aurora-Atrium merger will likewise have a negative outcome for Illinois patients and communities.

2. Out of State Ownership Poses a Risk to Illinois Facilities and the Communities they Serve

SEIU Healthcare is also concerned that Advocate Aurora Health’s proposed merger with Atrium will lead to divestment in the Chicago market, particularly in medically underserved communities. Unlike past merger efforts, Advocate Aurora is the junior partner in the proposed merger. The combined system will be headquartered in North Carolina and Atrium CEO Gene Woods will become the sole leader of the new entity.

We know from experience that out-of-state owners often place profit above community needs as was the case when Trinity Health, a Michigan-based health system with billions of dollars in assets, attempted to close Mercy Hospital, a century-old safety net facility, because it was insufficiently profitable. Our union, community groups, and other stakeholders mobilized and ultimately (with the help of the Board) persuaded Trinity to sell to a new ownership group committed to keeping Mercy open.

Given our experience with Trinity, we are extremely wary of out-of-state leadership taking over Illinois’s largest health system and the potential impact on access to and quality of care. Advocate Aurora’s Trinity Hospital, Christ Medical Center, and South Suburban Hospital provide critical health services to Chicago’s South Side and South Suburban communities, many of which lack other care options. The closure of one or more of these facilities would have a devastating impact on access to care for some of Chicagoland’s most vulnerable communities and could lead to worsening patient outcomes and racial and economic health disparities.

At minimum, these communities deserve assurances from Advocate Aurora Health and Atrium Health that there will be no closures of or service reductions at these critical facilities for this merger to move forward.

3. Advocate Aurora Health’s Recent Service Reductions Suggest Possible Further Service Reductions/Facility Closures Under New Leadership

Finally, our union is concerned about recent service reductions at Advocate Aurora facilities and fears that they may portend additional services cuts and facility closures should they proceed to merge with Atrium.

During the past five years, Advocate Aurora has eliminated more than 80 beds at Chicagoland facilities. The health system shuttered its pediatric units at both Illinois Masonic Medical Center and South Suburban Hospital and just earlier this year received permission to permanently close its Obstetrics unit at South Suburban, depriving South Side and South Suburban communities of one of the few birthing centers in that geography.

As mentioned above, we worry that out-of-state leadership may not recognize the intrinsic value of these facilities and their critical importance to the communities they serve. Advocate Aurora significant investment losses (more than \$600 million) during the first half of the current fiscal year compounds these worries.^v If new ownership favors profit over charitable mission and seeks to recoup these losses, we fear that they will continue or even accelerate Advocate Aurora's trend of closing unprofitable but desperately needed service lines serving some of Chicagoland's most vulnerable populations.

SEIU Healthcare asserts that the proposed Advocate Aurora Health-Atrium Health merger risks access to affordable healthcare across Chicagoland and in medically underserved communities. We contend that the proposed merger must not move forward without additional scrutiny of the deal; further explanation of the merged system's plans for the former Advocate facilities; and assurances that the merger will not result in a reduction of services or closure of South Side and/or South Suburban facilities. Therefore, we ask the Board to defer a decision on the merger until such time as these conditions are met.

Sincerely,

Anne Igoe, Health Systems Division Director, SEIU Healthcare Illinois

ⁱ Pearson, Elsa, "Hospital mergers and acquisitions are a bad deal for patients. Why aren't they being stopped?", *STAT*, September 2, 2021, <https://www.statnews.com/2021/09/02/hospital-mergers-more-oversight-federal-state-officials/>.

ⁱⁱ Minemyer, Paige, "NorthShore, Advocate abandon merger after judge's ruling", *Fierce Healthcare*, March 8, 2017, <https://www.fiercehealthcare.com/healthcare/northshore-advocate-abandon-merger-after-judge-s-ruling>.

ⁱⁱⁱ Paavola, Alia, "Michigan lawmakers urge Beaumont, Advocate Aurora not to merge", *Becker's Hospital Review*, September 29, 2020, <https://www.beckershospitalreview.com/hospital-transactions-and-valuation/michigan-lawmakers-urge-beaumont-advocate-aurora-not-to-merge.html>.

^{iv} Muoio, Dave, "Advocate Aurora hit with class action alleging anticompetitive behavior in eastern Wisconsin", *Fierce Healthcare*, May 24, 2022, <https://www.fiercehealthcare.com/providers/advocate-aurora-hit-class-action-alleging-anticompetitive-behavior-eastern-wisconsin>.

^v Ellison, Ayla, "Advocate Aurora reports \$600.8 million loss in first half of year", *Becker's Hospital Review*, August 22, 2022, <https://www.beckershospitalreview.com/finance/advocate-aurora-reports-600-8m-loss-in-first-half-of-year.html>.

Hello, my name is Sandra Summage and I worked as a Unit Secretary at St. Francis in Blue island before it was sold to CHS, an out of state owner, and became MetroSouth when it was then sold to Quorum Healthcare and subsequently closed in 2019.

We went from having a community hospital that met the needs of our community to a for profit hospital that was guided by profit margins. When Quorum was formed several years after the CHS merger they basically consolidated their bad debt and high Medicaid hospital in order to show a profit to share holders.

The end result is Quorum eventually closed the hospital and Blue Island was left without an emergency room and without a hospital.

My many years working in the healthcare industry has taught me that mergers do not improve the quality of care patients are receiving. Patients often end up paying more for services that have not been allocated the right amount of funding or staffing, which means they are spending more for poor quality care.

The closing of MetroSouth led to more disparities in access to healthcare for an already underserved community. 314 beds are no longer being used to treat the residents who are mainly minorities and low-income families. Advocate has shown a similar trend in closing essential services that community members need and if they are approved to move forward with this merger, we risk losing even more.

I am strongly opposed to the merger between Advocate Aurora Health and Atrium Health. Please support us in defending the members of this community and their access to affordable healthcare.

Sandra Summage, former Unit Secretary at MetroSouth

Tina Tinsley, OB Tech Roseland for 17 years

My name is Tina Tinsley, I have worked as an Obstetrics technician at Roseland hospital for over 17 years and I'm writing you today to voice my concerns about the proposed merger between Advocate Aurora Health and North Carolina-based Atrium Health.

As an OB Tech and south suburban resident I can not support the proposed merger out of concern for the women and families that I care for in my community.

Earlier this year Advocate permanently closed its Obstetrics unit at South Suburban, depriving South Side and South Suburban communities of one of the few birthing centers in our community.

Seeing critical services like Obstetrics being shut down is terrible for the demographic we serve, which is predominantly Black women who already have a higher maternal mortality rate than any other race in America.

Advocate has shown that their only priorities are to increase profit even if that means closing essential services that keep our residents alive. If they are approved to proceed with this merger, I am afraid that they will continue to close other services at their hospitals, services that are already desperately needed to care for residents in these medically underserved neighborhoods.