

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION****SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION****This Section must be completed for all projects.****Facility/Project Identification**

Facility Name:	Advocate Good Shepherd Hospital		
Street Address:	450 W. Highway 22		
City and Zip Code:	Barrington 60010		
County:	Lake	Health Service Area:	8
		Health Planning Area:	A-09

Legislators

State Senator Name:	Dan McConchie
State Representative Name:	Martin McLaughlin

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

Exact Legal Name	Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital		
Street Address:	450 W. Highway 22		
City and Zip Code:	Barrington 60010		
Name of Registered Agent:	Michael Kerns		
Registered Agent Street Address:	3075 Highland Parkway		
Registered Agent City and Zip Code:	Downers Grove 60515		
Hospital President:	Karen Lambert		
Hospital President Street Address:	450 W. Highway 22		
Hospital President City and Zip Code:	Barrington 60010		
Hospital President Telephone Number:	847-381-0123		

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:	Joe Ourth
Title:	Attorney
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

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Street Address:	450 W. Highway 22		
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		Health Planning Area:	A-09

Legislators

State Senator Name:	Dan McConchie
State Representative Name:	Martin McLaughlin

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

Exact Legal Name	Advocate Aurora Health Inc.
Street Address:	3075 Highland Parkway
City and Zip Code:	Downers Grove 60515
Name of Registered Agent:	The Corporation Trust Company
Registered Agent Street Address:	Corporation Trust Center, 1209 Orange Street
Registered Agent City and Zip Code:	Wilmington DE 19801
Name of Chief Executive Officer:	James Skogsbergh
CEO Street Address:	3075 Highland Parkway, Suite 600
CEO City and Zip Code:	Downers Grove 60515
CEO Telephone Number:	630-572-9393

Type of Ownership of Applicants

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

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

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Title:	Attorney
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County:	Lake	Health Service Area:	8 Health Planning Area: A-09

Legislators

State Senator Name:	Dan McConchie
State Representative Name:	Martin McLaughlin

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

Exact Legal Name	Advocate Health, Inc.
Street Address:	3075 Highland Parkway
City and Zip Code:	Downers Grove 60515
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	208 S. LaSalle Street, Ste. 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Co-Chief Executive Officer:	James Skogsbergh
Co-CEO Street Address:	3075 Highland Parkway, Suite 600
Co-CEO City and Zip Code:	Downers Grove 60515
Co-CEO Telephone Number:	630-572-9393

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:	Joe Ourth
Title:	Attorney
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
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**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Facility Name:	Advocate Good Shepherd Hospital		
Street Address:	450 W. Highway 22		
City and Zip Code:	Barrington 60010		
County:	Lake	Health Service Area:	8
		Health Planning Area:	A-09

Legislators

State Senator Name:	Dan McConchie
State Representative Name:	Martin McLaughlin

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

Exact Legal Name	Atrium Health, Inc.
Street Address:	1000 Blythe Boulevard
City and Zip Code:	Charlotte, North Carolina 28203
Name of Registered Agent:	Brett J. Denton
Registered Agent Street Address:	1111 Metropolitan Avenue, Ste. 600
Registered Agent City and Zip Code:	Charlotte, North Carolina 28204
Chief Executive Officer:	Eugene A. Woods
CEO Street Address:	1111 Metropolitan Avenue, Ste. 800
CEO City and Zip Code:	Charlotte, North Carolina 28204
CEO Telephone Number:	704-355-3406

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:	Joe Ourth
Title:	Attorney
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 North Clark Street, Suite 4200, Chicago, Illinois 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

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

Name:	Myndee Gombert Balkan
Title:	Director, Health Facilities Planning
Company Name:	Advocate Aurora Health
Address:	
Telephone Number:	847-721-0376
E-mail Address:	Myndee.balkan@aah.org
Fax Number:	

Name:	Elizabeth Kirkman
Title:	Assistant Vice President, Atrium Health Enterprise Strategy Partners
Company Name:	Atrium Health, Inc.
Address:	2709 Water Ridge Parkway, Suite 200, Charlotte, NC 28217
Telephone Number:	980-622-7049
E-mail Address:	Elizabeth.kirkman@atriumhealth.org
Fax Number:	

Post Exemption Contact

[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name:	Michael Kerns
Title:	Senior Vice President & Deputy General Counsel, Legal
Company Name:	Advocate Aurora Health
Address:	3075 Highland Parkway, Suite 600, Downers Grove, IL 60515
Telephone Number:	630-929-8149 (x558149)
E-mail Address:	Michael.Kerns@aah.org
Fax Number:	630-929-9820

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Advocate Health and Hospitals Corporation
Address of Site Owner:	3075 Highland Parkway, Downers Grove, IL 60515
Street Address or Legal Description of the Site:	
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.	

APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Current Operating Identity/Licensee

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

Exact Legal Name:	Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital		
Address:	450 W. Highway 22, Barrington, IL 60010		
☒ Non-profit Corporation	☐ Partnership		
☐ For-profit Corporation	☐ Governmental		
☐ Limited Liability Company	☐ Sole Proprietorship	☐	
☐ Other			

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: (No Change)

Address: (No Change)

- ☒ Non-profit Corporation
☐ For-profit Corporation
☐ Limited Liability Company
☐ Other

- ☐ Partnership
☐ Governmental
☐ Sole Proprietorship

☐

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

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

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

Narrative Description

In the space below, provide a brief narrative description of the change of ownership. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does **NOT** have a street address, include a legal description of the site.

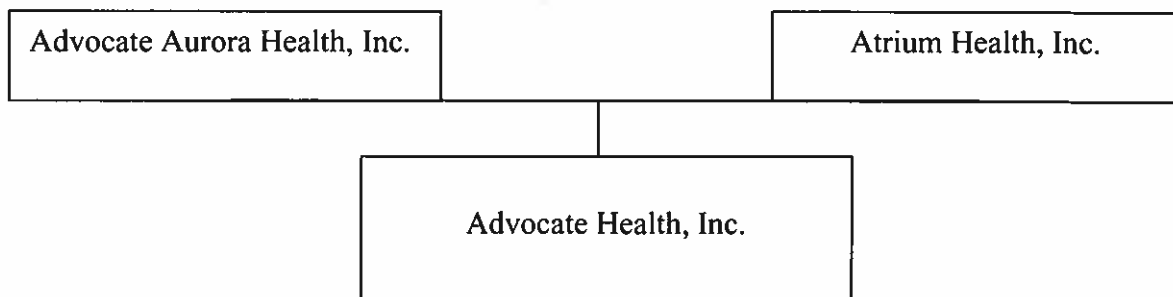
This Certificate of Exemption application is part of a series of COE applications relating to the transaction described below.

Advocate Aurora Health, Inc. ("AAH") and Atrium Health, Inc. ("Atrium") have entered into Master Agreement dated as of May 9, 2022. Under this Master Agreement, subject to Review Board and other approvals, Advocate and Atrium agree to affiliate their organizations under the name Advocate Health, Inc. ("Advocate Health").

Atrium is a single, integrated healthcare delivery and academic system which operates in the Southeast United States area focused on equity, innovation and next generation education. Atrium was formed by The Charlotte Mecklenburg Hospital Authority, a North Carolina Hospital Authority, and Wake Forest University Baptist Medical Center, a North Carolina nonprofit corporation in order to improve health and advance healing for all communities it serves. Atrium's operations do not include any Illinois health care facilities as defined by the Planning Act. AAH is the parent organization of a health management system that provides the full continuum of health care services to communities in Illinois and Wisconsin. AAH's operations include 9 hospitals in Illinois, and additional healthcare facilities in which it has partial ownership interests.

To effect the affiliation, Advocate and Atrium have formed a new corporate entity "Advocate Health, Inc.". Upon consummating the transaction, AAH and Atrium will enter into a Joint Operating Agreement. In that Agreement AAH and Atrium will delegate to Advocate Health certain operational functions to AAH and Atrium facilities. Unlike the Advocate and Aurora merger in 2018, this transaction will not create Advocate Health as a parent corporate entity. Ownership of existing AAH and Atrium facilities will remain with current respective corporate entities. As shown in the simple organization chart below (and as more fully depicted elsewhere in the attachment), AAH related facilities will continue operations under the AAH corporate structure and Atrium related entities will continue to operate under the Atrium corporate structure.

The current CEOs of Advocate and Atrium respectively will become Co-CEOs of Advocate Health. Following the closing, the AAH Board will consist of 20 members, ten designated by AAH, ten designated by Atrium.



For the initial period following closing, each of AAH and Atrium will continue its charitable assistance policies for patients.

The proposed transaction will not directly affect the licensed entity of the health care facilities included in this series of COE applications nor affect the legal entity that owns the physical plant of the facilities.

There will be no direct exchange of funds between Advocate and Atrium as consideration for this transaction. As this transaction is an affiliation of the two organizations there is no acquisition price. There will be no change in the entities that hold the licenses and no change in who owns the real estate and physical plants. The Applicants wish to close no later than September 30, 2022 or as soon thereafter as the Certificate of Exemption and federal regulatory approvals are received.

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.

Advocate Aurora Health has the following open permits:

Advocate Christ Medical Center	# 14-057
Advocate Condell Medical Center	# 20-004
Advocate Lutheran General Hospital	# 21-003
Advocate Illinois Masonic Medical Center	# 22-009

Pending Exemption (Approved):

Advocate South Suburban Hospital #E-35-22
 Future Permit Applications: To establish an AML category of service at Advocate South Suburban Hospital and to discontinue that category of service at Advocate Christ Medical Center.

Anticipated exemption completion date (refer to Part 1130.570): September 30, 2022

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.

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

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CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

CERTIFICATION

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

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

This Application is filed on the behalf of Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd 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.

James H. Skogsbergh
SIGNATURE
James H. Skogsbergh
PRINTED NAME
President
PRINTED TITLE

Dominic J. Nixis
SIGNATURE
Dominic J. Nixis
PRINTED NAME
Treasurer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 21st day of June, 2022

Michael E. Kerns
Signature of Notary

Seal
"OFFICIAL SEAL"
MICHAEL E. KERNS
Notary Public, State Of Illinois
My Commission Expires 05/26/2026
Commission No. 286069
*Insert the official seal of the applicant

Notarization:
Subscribed and sworn to before me
this 21st day of June, 2022

Michael E. Kerns
Signature of Notary

Seal
"OFFICIAL SEAL"
MICHAEL E. KERNS
Notary Public, State Of Illinois
My Commission Expires 05/26/2026
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- 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 Advocate Aurora Health, Inc.

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.

James H. Skogsborg
SIGNATURE

James H. Skogsborg
PRINTED NAME

Chief Executive Officer
PRINTED TITLE

Dominic J. Niki
SIGNATURE

Dominic J. Niki
PRINTED NAME

Treasurer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 24th day of June, 2022

Michael E. Kerns
Signature of Notary

Seal
*Insert the Seal of the Notary Public in the applicant
"OFFICIAL SEAL"
MICHAEL E. KERNS
Notary Public, State of Illinois
My Commission Expires 05/28/2026
Commission No. 286069

Notarization:
Subscribed and sworn to before me
this 24th day of June, 2022

Michael E. Kerns
Signature of Notary

Seal
"OFFICIAL SEAL"
MICHAEL E. KERNS
Notary Public, State of Illinois
My Commission Expires 05/28/2026
Commission No. 286069

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CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

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- 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 Advocate Health, Inc.

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.

James M. Skogsburgh
SIGNATURE

James M. Skogsburgh
PRINTED NAME

Co-Chief Executive Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 24th day of June, 2022

Michael E. Kerns
Signature of Notary

Seal

*Insert the EXAMINATION OF THE APPLICANT
"OFFICIAL SEAL"
MICHAEL E. KERNS
Notary Public, State of Illinois
My Commission Expires 03/24/2025
Commission No. 286069

SIGNATURE

PRINTED NAME

PRINTED TITLE

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

Signature of Notary

Seal

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

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- 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 Advocate Health Inc.

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

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 27 day of June 2022

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

This Application is filed on the behalf of Atrium Health Inc.

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.

Anthony C DeFurio
SIGNATURE

Anthony C. DeFurio
PRINTED NAME

EVP and Chief Financial Officer
PRINTED TITLE

Rasu B. Shrestha
SIGNATURE

Rasu B. Shrestha, M.D., M.B.A.
PRINTED NAME

EVP and Chief Strategy & Transformation Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of July, 2022

Samantha Jefferson
Signature of Notary

Seal **SAMANTHA JEFFERSON**
NOTARY PUBLIC

40187901 **MECKLENBURG COUNTY,**
My Commission Expires 11/12/2023

Notarization:

Subscribed and sworn to before me
this 28 day of July, 2022

Wendy Ruth Paxton
Signature of Notary

Seal

Wendy Ruth Paxton
State of NC
Mecklenburg County
My Commission
Expires 1/28/2023

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

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

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

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

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

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

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

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

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

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

SECTION IV.CHARITY CARE INFORMATION

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

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

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

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

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

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

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

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		
2	Site Ownership		
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		
5	Background of the Applicant		
6	Change of Ownership		
7	Charity Care Information		

Section I, Identification, General Information and Certification**Attachment 1, Type of Ownership of Applicants**

An organizational chart showing the current ownership structure of Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital (“Advocate Good Shepherd Hospital”), along with the post-closing ownership structure of the facility, is included in Attachment 4. Good standing certificates for the following entities are also attached:

1. Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital: is an Illinois corporation. There is no change in the ownership as a result of the proposed transaction. A copy of Advocate Health and Hospitals Corporation’s Illinois Good Standing Certificate is attached.
2. Advocate Aurora Health (“AAH”): AAH is a Delaware nonprofit nonstock corporation. A copy of Advocate Aurora Health’s Delaware and Illinois Good Standing Certificates are attached.
3. Advocate Health, Inc.: is a Delaware nonprofit, nonstock corporation owned equally by AAH and Atrium Health, Inc. (“Atrium”), a North Carolina nonprofit corporation. A copy of Advocate Health Delaware Certificate of Good Standing is attached as is its application with the Illinois Secretary of State.
4. Atrium Health, Inc., (“Atrium”): is a North Carolina nonprofit corporation. A copy of Atrium’s North Carolina Certificate of Good Standing is attached. Atrium does not do business in Illinois and no Illinois Certificate of Good Standing is required.

File Number

1004-695-5



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

ADVOCATE HEALTH AND HOSPITALS CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 12, 1906, 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 #: 2216700090 verifiable until 08/18/2025

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

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 16TH day of JUNE A.D. 2022 .

Jesse White

SECRETARY OF STATE

File Number

7155-851-7



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

ADVOCATE AURORA HEALTH, INC., INCORPORATED IN DELAWARE AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 03, 2018, 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 A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO CONDUCT AFFAIRS IN THE STATE OF ILLINOIS.



Authentication #: 2216700804 verifiable until 08/18/2023
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 16TH day of JUNE A.D. 2022 .

Jesse White

SECRETARY OF STATE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVOCATE AURORA HEALTH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADVOCATE AURORA HEALTH, INC." WAS INCORPORATED ON THE FOURTH DAY OF DECEMBER, A.D. 2017.



6645600 8300C

SR# 20222851042

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203788899

Date: 06-28-22

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVOCATE HEALTH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADVOCATE HEALTH, INC." WAS INCORPORATED ON THE NINTH DAY OF MAY, A.D. 2022.



6784998 8300C
SR# 20222851073
You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203788917
Date: 06-28-22



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE-Secretary of State

7376-313-4
JUNE 28, 2022

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE ADVOCATE HEALTH, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE AUTHORITY OF THE ABOVE NAMED
CORPORATION TO CONDUCT AFFAIRS IN THIS STATE.

PAYMENT OF THE FILING FEE IS HEREBY ACKNOWLEDGED.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE
CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY
GENERAL. UPON RECEIPT OF THE ENCLOSED AUTHORITY, YOU MUST CONTACT
THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL,
100 W. RANDOLPH, 3RD FLOOR, CHICAGO, ILLINOIS 60601, TELEPHONE
(312) 814-2595.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM NFP 113.15 (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY
 TO CONDUCT AFFAIRS IN
 ILLINOIS (Foreign Corporations)
 General Not For Profit Corporation Act**

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-1834
 www.ilsos.gov

FILED

JUN 28 2022

JESSE WHITE
 SECRETARY OF STATE

Remit payment in the form of a cashier's
 check, certified check, money order or an
 Illinois attorney's or CPA's check payable
 to Secretary of State.

File # 7376-3134Filing Fee: \$50 Approved: BC

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. a. Corporate Name: Advocate Health, Inc.

b. Assumed Corporate Name (Complete only if the new corporate name is not available in this state.):

By electing this assumed name, the Corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form NFP 104.15 is attached.

2. a. State or Country of Incorporation: Delaware

b. Date of Incorporation: May 9, 2022

c. Period of Duration: Perpetual

3. a. Address of Principal Office, wherever located: 1000 Blythe Boulevard, Charlotte, NC 28203

b. Address of Principal Office in Illinois: 3075 Highland Parkway, Suite 600, Downers Grove, IL 60515

4. Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: CT Corporation System

First Name	Middle Name	Last Name
Registered Office: <u>208</u>	<u>S. LaSalle Street</u>	<u>814</u>
Number	Street	Suite # (P.O. Box alone is unacceptable)
<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
City	ZIP Code	County

5. States and Countries in which Corporation is admitted or qualified to conduct affairs: Delaware

6. Names and respective addresses of Corporation's officers and directors:

	Street Address	City	State	ZIP
President Please see attached list				
Secretary				
Director				
Director				
Director				

If there are additional officers or more than three directors, please attach list.

Printed by authority of the State of Illinois. January 2015 - 1 - C 180.15

7. Purpose(s) for which the Corporation is organized and proposes to pursue in the conduct of affairs in this State:

For more space, attach additional sheets of this size.

Please see attached purpose.

8. This application must be accompanied by an originally certified copy of the Articles of Incorporation and any amendments or mergers, duly authenticated within the last 90 days by the proper officer of the state or country wherein the corporation is incorporated.

9. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated June 27, 2022 Advocate Health, Inc.
Decided by: Month Day Year Exact Name of Corporation
Michael Grebe
Authorized Officer's Signature
Michael Grebe, Treasurer
Name and Title (type or print)

A Corporation that is to function as a club, as defined in Section 1-3.24 of the Liquor Control Act of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

7376-3134

ADVOCATE HEALTH, INC.**OFFICER AND DIRECTOR LIST**

NAME	TITLE	ADDRESS
Eugene Woods	Co-Chief Executive Officer	1000 Blythe Boulevard Charlotte, NC 28203
James Skogsbergh	Co-Chief Executive Officer	3075 Highland Parkway, Suite 600 Downers Grove, IL 60515
Michael Grebe	Treasurer	750 West Virginia Street Milwaukee, WI 53204
Brett Denton	Secretary	1000 Blythe Boulevard Charlotte, NC 28203

7376-3134

PURPOSE OF ADVOCATE HEALTH, INC. (THE "CORPORATION")

The Corporation is a nonprofit corporation and is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including the making of distributions as permitted under Section 501(c)(3) of the Code. In furtherance thereof, the Corporation shall operate exclusively for the benefit of, perform the functions of, carry out the purposes of, and support The Charlotte-Mecklenburg Hospital Authority; North Carolina Baptist Hospital; Wake Forest University Health Sciences; AHSNF, Inc.; AH Georgia, Inc.; Navicent Health, Inc.; Floyd Healthcare Management, Inc.; Atrium Health Foundation; Advocate Health and Hospitals Corporation; EHS Home Health Services, Inc.; Advocate Charitable Foundation; Advocate North Side Health Network; Meridian Hospice; Advocate Condell Medical Center; Advocate Sherman Hospital; Visiting Nurse Association of Wisconsin, Inc.; Aurora UW Academic Medical Group, Inc.; Aurora Health Care Metro, Inc.; Aurora Health Care Southern Lakes, Inc.; Aurora Health Care Central, Inc.; Aurora Psychiatric Hospital, Inc.; Aurora Medical Center of Washington County, Inc.; Aurora Health Care North, Inc.; West Allis Memorial Hospital, Inc.; Aurora Family Service, Inc.; Aurora Medical Center of Oshkosh, Inc.; Aurora Medical Group, Inc.; Aurora Advanced Healthcare, Inc.; AMG Illinois, Ltd.; Aurora Medical Center Grafton, LLC; Aurora Medical Center Bay Area, Inc.; and Kradwell School, Inc., each of which are exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and classified as other than a private foundation under Section 509(a)(1) or Section 509(a)(2) of the Code or a political subdivision as defined in 26 CFR § 1.103-1. The Corporation may solicit, raise, receive, hold, invest and expend funds for the advancement and furtherance of such purposes as permitted by law, and may engage in any and all activities in furtherance of, related to, or incidental to these purposes, which may lawfully be carried on by a corporation formed under the General Corporation Law of Delaware ("DGCL"), except as restricted in the Certificate of Incorporation or in the Bylaws of the Corporation.



NORTH CAROLINA

Department of the Secretary of State

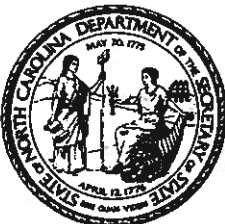
CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

ATRIUM HEALTH, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 23rd day of October, 2019 , with its period of duration being Perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Nonprofit Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of July, 2022.

Elaine F. Marshall

Secretary of State

Certification# 113993904-1 Reference# 18921714- Page: 1 of 1
Verify this certificate online at <https://www.sosnc.gov/verification>

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

The real property is owned by Advocate Health and Hospitals Corporation. There will be no change in site ownership as a result of the proposed change in ownership. A copy of a letter attesting to site ownership is attached.



Advocate Aurora Health
3075 Highland Parkway
Suite 600
Downers Grove, IL 60515

T (630) 572-9393
F (630) 990-4752
advocateaurorahealth.org

June 24, 2022

Ms. Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 W. Jefferson Street, Second Floor
Springfield, IL 62761

RE: Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital
Application for Change of Ownership Exemption

Dear Ms. Savage:

In connection with the Certificate of Exemption application relating to the transaction referenced above, we are providing this letter attesting that Advocate Health and Hospitals Corporation owns the Advocate Good Shepherd Hospital site.

We note that there will be no change in ownership of the site as a result of the proposed transaction.

Respectfully,

A handwritten signature in black ink that reads "James H. Skogsbergh".

James H. Skogsbergh
President
Advocate Health and Hospitals Corporation

Notarization:

Subscribed and sworn to before me this 24th day of June 2022.

(Seal of Notary)



A handwritten signature in black ink that reads "Michael E. Kerns".

Signature of Notary Public

91581v1 6/24/2022 10:13 AM

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Advocate Health and Hospital Corporation d/b/a Advocate Good Shepherd Hospital and will continue to be the licensed entity operating the hospital. There will be no change in the entity holding the license.

Section I, Identification, General Information and Certification

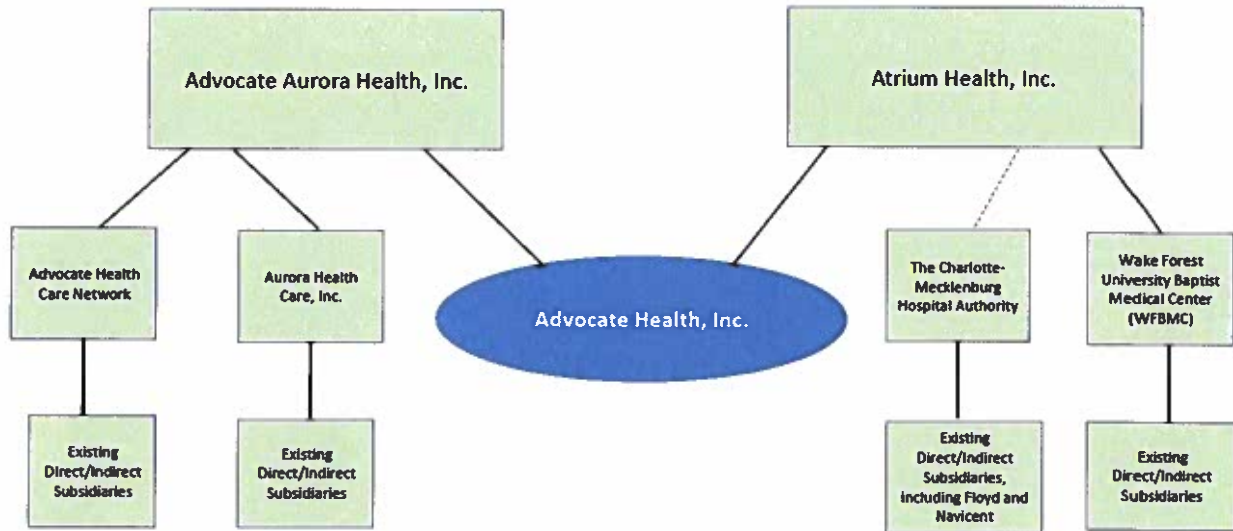
Attachment 4, Organizational Relationships

Organizational charts showing the current ownership structure of Advocate Aurora Health, Inc., along with the post-closing affiliation structure of the hospital are attached.

Page 36



Post Transaction Ownership



Section 1110.230 Background of Applicant Attachment 5**1. A listing of all health care facilities owned or operated by the Applicants, including licensing, and certificate if applicable.**

A listing of all Illinois health care facilities owned by Applicants. Copies of IDPH licenses are attached.

Hospital Name	License Number	ID Number	Expiration Date	DNV Accreditation No.
Advocate Condell Medical Center	HF123806	0005579	11/30/2022	PRJC-492361-2013-AST-USA
Advocate Good Samaritan Hospital	FH124184	0003384	12/31/2022	PRJC-369029-2012-MSL-USA
Advocate Good Shepard Hospital	HF124185	0003475	12/31/2022	PRJC-369027-2012-MSL-USA
Advocate Northside Health Network dba Illinois Masonic Medical Center	HF124281	0005165	11/4/2022	PRJC-529782-2015-AST-USA
Advocate Lutheran General Hospital	HF124036	0004796	12/31/2022	PRJC-369033-2012-MSL-USA
Advocate Sherman Hospital	HF122684	0005884	5/31/2023	PRJC-469379-2013-MSL-USA
Advocate South Suburban Hospital	HF124035	0004697	12/31/2022	PRJC-40998-2012-MSL-USA
Advocate Trinity Hospital	HF122929	0004176	6/30/2022	PRJC-408213-2012-MSL-USA
Advocate Christ Hospital & Medical Center	HF124022	0000315	12/31/2022	PRJC-435588-2012-MSL-USA
Dreyer Ambulatory Surgery Center	HF1237621	7001779	10/8/22	AAAHC

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.

By their signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken against any facility owned and/or operated by them during the three (3) years prior to the filing of this 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.**

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

 Illinois Department of PUBLIC HEALTH			HF 124022
LICENSE, PERMIT, CERTIFICATION, REGISTRATION			
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.			
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health	
EXPIRATION DATE 12/31/2022	CATEGORY General Hospital	ID NUMBER 0000315	
Effective: 01/01/2022			
Advocate Christ Hospital & Medical Center 4440 W 95th Street Oak Lawn, IL 60453			
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-493-001 10M 9/18			

← **DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp. Date 12/31/2022
Lic Number 0000315

Date Printed 10/13/2021

Advocate Christ Hospital & Medical Ce
4440 W 95th Street
Oak Lawn, IL 60453

FEE RECEIPT NO.



← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 11/30/2022
Lic Number 0005579

Date Printed 9/22/2021

Advocate Condell Medical Center
801 S Milwaukee Ave
Libertyville, IL 60048

FEE RECEIPT NO.

**Advocate Aurora
Good Samaritan Hospital**

2022 Hospital License

Contact: Anna Zaborowski
630.275.1121 | 31.1121

 Illinois Department of PUBLIC HEALTH HF 124184		
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE 12/31/2022	CATEGORY	I.D. NUMBER 0003384
General Hospital		
Effective: 01/01/2022		
Good Samaritan Hospital - Advocate 3815 Highland Ave Downers Grove, IL 60515		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #18-493-001 10M 9/18		

 Illinois Department of PUBLIC HEALTH		HF 124185
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE 12/31/2022	CATEGORY General Hospital	LD NUMBER 0003475
Effective: 01/01/2022		
Advocate Health and Hospitals Corporation dba Good Shepherd Hospital 450 West Highway 22 Barrington, IL 60010		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.D. #19-493-001 10M 9/16		

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2022

Lic Number 0003475

Date Printed 11/4/2021

Advocate Health and Hospitals Corpor
dba Good Shepherd Hospital
450 West Highway 22
Barrington, IL 60010

FEE RECEIPT NO.

	Illinois Department of PUBLIC HEALTH	HF 124036
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE 12/31/2022	CATEGORY General Hospital	ID NUMBER 0004786
Effective: 01/01/2022		
Lutheran General Hospital - Advocate 1775 Dempster Street Park Ridge, IL 60068		
The face of this license has a colored background. Printed by Authority of the State of Illinois • PD. #12-493-001 10/4 B/18		

 **Illinois Department of
PUBLIC HEALTH** **HF 125091**

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

Expiration date 5/31/2023	Certificate 0005884
-------------------------------------	-------------------------------

General Hospital

Effective: 08/01/2022

Advocate Sherman Hospital
1425 North Randall Road
Elgin, IL 60123

The face of this license has a colored background. Printed by Authority of the State of Illinois • PCL 019-023-001 10W 0/10

← **DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp. Date 5/31/2023

Lic Number 0005884

Date Printed 3/11/2022

Advocate Sherman Hospital

1425 North Randall Road
Elgin, IL 60123

FEE RECEIPT NO.

 Illinois Department of PUBLIC HEALTH		HF 124035
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE	CATEGORY	LIC NUMBER
12/31/2022		0004697
General Hospital Effective: 01/01/2022		
Advocate Southland Health Network dba Advocate South Suburban Hospital 17800 S Kedzie Avenue Hazel Crest, IL 60429		
The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #19-483-001 10M 9/18		

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Exp. Date 12/31/2022

Lic Number 0004697

Date Printed 10/13/2021

Advocate Southland Health Network
dba Advocate South Suburban Hospital
17800 S Kedzie Avenue
Hazel Crest, IL 60429

FEE RECEIPT NO.



Illinois Department of PUBLIC HEALTH HF 125862

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Amaal V.E. Tokars
Acting Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
6/30/2023		0004176

General Hospital

Effective: 07/01/2022

Advocate Southland Health Network
dba Advocate Trinity Hospital
2320 E 93rd St
Chicago, IL 60617

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Exp. Date 6/30/2023

Lic Number 0004176

Date Printed 6/30/2022

Advocate Southland Health Network
dba Advocate Trinity Hospital
2320 E 93rd St
Chicago, IL 60617

FEE RECEIPT NO.

 Illinois Department of PUBLIC HEALTH		HF 123762
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE 10/8/2022	CATEGORY	LIC NUMBER 7001779
Ambulatory Surgery Treatment Center		
Effective: 10/09/2021		
Dreyer Ambulatory Surgery Center 1221 N Highland Ave Aurora, IL 60506		
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Exp. Date 10/8/2022

Lic Number 7001779

Date Printed 9/14/2021

Dreyer Ambulatory Surgery Center

1221 N Highland Avenue
Aurora, IL 60506-1404

FEE RECEIPT NO.

 Illinois Department of PUBLIC HEALTH		HF 124281
LICENSE, PERMIT, CERTIFICATION, REGISTRATION		
The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.		
Ngozi O. Ezike, M.D. Director		Issued under the authority of the Illinois Department of Public Health
EXPIRATION DATE 11/4/2022	CATEGORY	LA NUMBER 0005165
General Hospital		
Effective: 11/05/2021		
Advocate Northside Health Network dba Illinois Masonic Medical Center Campus 838 W Wellington Avenue Chicago, IL 60657		
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Exp. Date 11/4/2022

Lic Number 0005165

Date Printed 11/18/2021

Advocate Northside Health Network
dba Illinois Masonic Medical Center Ca
838 W Wellington Avenue
Chicago, IL 60657

FEE RECEIPT NO.

Section IV, Change of Ownership**Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility****1. 1130.520(b)(1)(A), Names of Parties.**

The Applicants are: (i) Advocate Health and Hospitals Corporation d/b/ Advocate Good Shepherd Hospital ("Advocate Good Shepherd Hospital"), (ii) Advocate Aurora Health, Inc. ("AAH"), (iii) Advocate Health, Inc. and (iv) Atrium Health, Inc.

An organizational chart showing the current ownership structure of Advocate Good Shepherd Hospital, along with the post-closing ownership structure is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.

2. 1130.520(b)(1)(B), Background of Parties.

Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have the qualifications, background and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages to this application, each of the Applicants attest that no adverse action has been taken against any facility owned and/or operated by each of them during the three (3) years prior to the filing of this application.

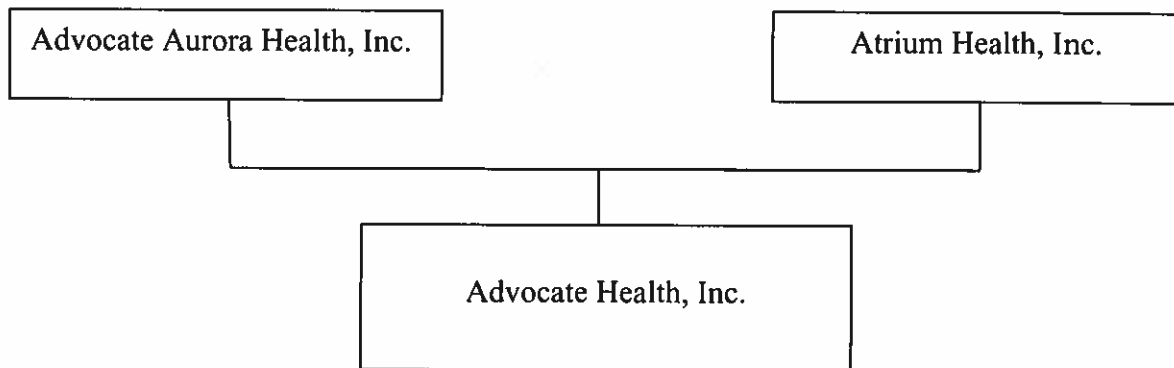
3. 1130.520(b)(1)(C), Structure of the Transaction.

Advocate Aurora Health, Inc. ("AAH") and Atrium Health, Inc. ("Atrium") have entered into Master Agreement dated as of May 9, 2022. Under this Master Agreement, subject to Review Board and other approvals, Advocate and Atrium agree to affiliate their organizations under the name Advocate Health, Inc. ("Advocate Health").

Atrium is a single, integrated healthcare delivery and academic system which operates in the Southeast United States area and is focused on equity, innovation and next generation education. Atrium was formed by The Charlotte Mecklenburg Hospital Authority, a North Carolina Hospital Authority, and Wake Forest University Baptist Medical Center, a North Carolina nonprofit corporation in order to improve health and advance healing for all communities it serves. Atrium's operations do not include any Illinois health care facilities as defined by the Planning Act. AAH is the parent organization of a health management system that provides the full continuum of health care services to communities in Illinois and Wisconsin. AAH's operations include 9 hospitals in Illinois, and additional healthcare facilities in which it has partial ownership interests.

To effect the affiliation, Advocate and Atrium have formed a new corporate entity “Advocate Health, Inc.”. Upon consummating the transaction, AAH and Atrium will enter into a Joint Operating Agreement. In that Agreement AAH and Atrium will delegate to Advocate Health certain operational functions to AAH and Atrium facilities. Unlike the Advocate and Aurora merger in 2018, this transaction will not create Advocate Health as a parent corporate entity. Ownership of existing AAH and Atrium facilities will remain with current respective corporate entities. As shown in the simple organization chart below (and as more fully depicted elsewhere in the attachment), AAH related facilities will continue operations under the AAH corporate structure and Atrium related entities will continue to operate under the Atrium corporate structure.

The current CEOs of Advocate and Atrium respectively will become Co-CEOs of Advocate Health. Following the closing, the AAH Board will consist of 20 members, ten designated by AAH, ten designated by Atrium.



For the initial period following closing, each of AAH and Atrium will continue its charitable assistance policies for patients.

The proposed transaction will not directly affect the licensed entity of the health care facilities included in this series of COE applications nor affect the legal entity that owns the physical plant of the facilities.

There will be no direct exchange of funds between Advocate and Atrium as consideration for this transaction. As this transaction is an affiliation of the two organizations there is no acquisition price. There will be no change in the entities that hold the licenses and no change in who owns the real estate and physical plants. The Applicants wish to close no later than September 30, 2022 or as soon thereafter as the Certificate of Exemption and federal regulatory approvals are received.

4. 1130.520(b)(1)(D), Name of Licensed Entity after Transaction.

Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital will continue to be the licensed entity after the Proposed Transaction.

5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction.**

There will be no change in the ownership or member interests as a result of the Affiliation. An organizational chart showing the current ownership structure of Advocate Health and Hospitals Corporation d/b/a Advocate Good Shepherd Hospital, along with the post-closing ownership structure of is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.

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

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 Advocate Good Shepherd Hospital. For purposes of this series of COE applications the book value of each of the facilities are as follows:

Advocate Illinois Masonic Medical Center	\$280,753,548
Advocate Condell	\$231,045,939
Advocate Sherman	\$199,799,055
Advocate Christ	\$515,931,610
Advocate Samaritan	\$176,807,637
Advocate Shepherd	\$216,105,461
Advocate Trinity	\$66,614,645
Advocate South Suburban	\$128,288,440
Advocate Lutheran General	\$274,117,552
Advocate Dreyer ASC	\$3,182,462

7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided.**

As discussed in number 6 above, no monetary consideration is being exchanged between the parties as part of this transaction.

8. **1130.520(b)(2), Affirmations.**

In accordance with 77 Ill. 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 §1130.520. The open permits are listed on page 7 of the COE application form.

9. **1130.520(b)(4), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

There will be no change in the operation of the Applicant facility anticipated as a consequence of the affiliation.

10. **1130.520(b)(5), Statement as to the Anticipated or Potential Cost Savings, if any, That Will Result for the Community and the Facility as a Result of the Change in Ownership.**

There will be no change in the operation of the Applicant facility anticipated as a consequence of the affiliation.

11. **1130.520(b)(6), Description of the Facility's Quality Improvement Program Mechanism that will be Utilized to Assure Quality Control.**

There will be no change in the operation of the Applicant facility anticipated as a consequence of the affiliation.

12. **1130.520(b)(7), Description of the selection process that the acquiring entity will use to select the facility's governing body.**

The Facility will continue to be governed by the Board of Directors of Advocate Aurora Health. Certain responsibilities for operations will be delegated to Advocate Health, Inc.

13. **1130.520(b)(9), 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 twenty-four (24) months after acquisition.**

There are no long term proposed changes to the scope of services currently provided at the Facility that are anticipated to occur within twenty-four (24) months as a result of the transaction except as noted here. We note that Advocate South Suburban Hospital has filed and received approval for Exemption E-035-22 to discontinue the obstetrics category of service with the intent that Advocate Christ takes over these obstetrics services.

The Applicants further anticipate that Advocate Christ Medical Center will file a COE application to discontinue its Acute Medical Illness and its Rehabilitation categories of service. Simultaneously, Advocate South Suburban Hospital anticipates filing a CON application to add those services at its hospital, effectively transferring these services from Advocate Christ Medical Center to Advocate South Suburban.

Section X, Charity Care Information**Attachment 7, Charity Care Information**

Shown below is the amount of charity care provided by each of the facilities part of the transaction affected in this series of COE applications:

ADVOCATE ILLINOIS MASONIC CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$446,067,744	\$464,043,788	\$558,682,242
Amount of Charity Care (charges)	\$37,705,943	\$60,060,899	\$16,519,416
Cost of Charity Care	\$8,657,174	\$13,202,987	\$4,086,993
Ratio of Charity Care Cost to Net Patient Rev.	1.94%	2.84%	0.73%

ADVOCATE CONDELL CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$350,747,922	\$359,469,865	\$327,656,967
Amount of Charity Care (charges)	\$40,941,841	\$52,660,694	\$23,429,482
Cost of Charity Care	\$8,105,829	\$10,363,620	\$5,284,252
Ratio of Charity Care Cost to Net Patient Rev.	2.31%	2.88%	1.61%

ADVOCATE CHRIST CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$1,181,676,596	\$1,245,631,502	\$1,230,689,381
Amount of Charity Care (charges)	\$64,360,916	\$88,608,133	\$34,057,425
Cost of Charity Care	\$16,663,728	\$23,539,897	\$9,616,064
Ratio of Charity Care Cost to Net Patient Rev.	1.41%	1.88%	0.78%

ADVOCATE GOOD SAMARITAN CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$389,323,184	\$378,882,433	\$357,505,757
Amount of Charity Care (charges)	\$23,368,083	\$31,579,551	\$7,573,969
Cost of Charity Care	\$5,476,622	\$7,593,321	\$2,016,408
Ratio of Charity Care Cost to Net Patient Rev.	1.40%	2.00%	0.56%

ADVOCATE GOOD SHEPHERD CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$310,190,896	\$318,624,080	\$297,578,445

Amount of Charity Care (charges)	\$8,842,242	\$12,335,845	\$7,591,732
Cost of Charity Care	\$2,372,361	\$3,368,567	\$2,229,681
Ratio of Charity Care Cost to Net Patient Rev.	0.76%	1.05%	0.74%

ADVOCATE TRINITY CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$143,831,965	\$138,144,376	\$130,718,091
Amount of Charity Care (charges)	\$16,047,346	\$30,491,273	\$14,337,362
Cost of Charity Care	\$4,190,691	\$8,657,776	\$4,122,424
Ratio of Charity Care Cost to Net Patient Rev.	2.91%	6.26%	3.15%

ADVOCATE SOUTH SUBURBAN CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$223,593,781	\$220,604,105	\$216,138,790
Amount of Charity Care (charges)	\$15,001,510	\$29,425,318	\$8,023,875
Cost of Charity Care	\$3,336,519	\$6,998,059	\$2,189,300
Ratio of Charity Care Cost to Net Patient Rev.	1.49%	3.17%	1.01%

ADVOCATE LUTHERAN GENERAL CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$863,311,145	\$900,058,496	\$849,197,405
Amount of Charity Care (charges)	\$59,398,217	\$57,499,186	\$44,297,894
Cost of Charity Care	\$14,479,715	\$14,226,553	\$11,925,644
Ratio of Charity Care Cost to Net Patient Rev.	1.67%	1.58%	1.40%

ADVOCATE SHERMAN CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$310,393,910	\$307,322,615	\$285,972,615
Amount of Charity Care (charges)	\$30,017,281	\$47,421,592	\$32,568,997
Cost of Charity Care	\$6,103,934	\$9,881,012	\$7,826,047
Ratio of Charity Care Cost to Net Patient Rev.	1.96%	3.21%	2.73%

DREYER SURGERY CENTER CHARITY CARE			
	FY18	FY19	FY20
Net Patient Revenue	\$14,780,196	\$14,970,475	\$12,493,057
Amount of Charity Care (charges)	0	0	0
Cost of Charity Care	0	0	0
Ratio of Charity Care Cost to Net Patient Rev.	0%	0%	0%