

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

**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: Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center (Real Estate Only)		
Street Address: 998 129 th Infantry Drive		
City and Zip Code: Joliet, Illinois 60435		
County: Will	Health Service Area: 009	Health Planning Area: 197

Legislators

State Senator Name: Meg Loughran Cappel
State Representative Name: Natalie A. Manley

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

Exact Legal Name: Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center
Street Address: 998 129 th Infantry Drive
City and Zip Code: Joliet, Illinois 60435
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Susan Sorg, R.N.
CEO Street Address: 998 129 th Infantry Drive
CEO City and Zip Code: Joliet, Illinois 60435
CEO Telephone Number: 815-744-3000

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input checked="" type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
<input type="checkbox"/> 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: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-873-3639
E-mail Address: kfriedman@polsinelli.com

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County: Will	Health Service Area: 009	Health Planning Area: 197

Legislators

State Senator Name: Meg Loughran Cappel
State Representative Name: Natalie A. Manley

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

Exact Legal Name: MOR AmSurg RE LLC
Street Address: One Westbrook Corporate Center, Suite 240
City and Zip Code: Westchester, Illinois 60154
Name of Registered Agent: CT Corporation
Registered Agent Street Address: 208 South LaSalle Street, Suite, 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Brian Cole
CEO Street Address: 1611 West Harrison Street
CEO City and Zip Code: Chicago, Illinois 60612
CEO Telephone Number: 312.735.3576

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
<input type="checkbox"/> Other	

- Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
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City and Zip Code: Joliet, Illinois 60435		
County: Will	Health Service Area: 009	Health Planning Area: 197

Legislators

State Senator Name: Steve Stadelman
State Representative Name: Dave Vella

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

Exact Legal Name: Flagship CPT Joliet, LLC
Street Address: 2701 Coltsgate Road, Suite 300
City and Zip Code: Charlotte, North Carolina 28211
Name of Registered Agent: CT Corporation
Registered Agent Street Address: 208 South LaSalle Street, Suite, 814
Registered Agent City and Zip Code: Chicago, Illinois 60604
Name of Chief Executive Officer: Brannen Edge
CEO Street Address: 2701 Coltsgate Road, Suite 300
CEO City and Zip Code: Charlotte, North Carolina 28211
CEO Telephone Number:

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
<input type="checkbox"/> 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: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, Illinois 60606
Telephone Number: 312-312-873-3639
E-mail Address: kfriedman@polsinelli.com

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

Name: Randal Johnson
Title: Chief Financial Officer
Company Name: Midwest Orthopaedics at Rush
Address: 1611 West Harrison Street, Chicago, Illinois 60612
Telephone Number: 877-632-6637
E-mail Address: randal.johnson@rushortho.com
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: Randal Johnson
Title: Chief Financial Officer
Company Name: Midwest Orthopaedics at Rush
Address: 1611 West Harrison Street, Chicago, Illinois 60612
Telephone Number: 877-632-6637
E-mail Address: randal.johnson@rushortho.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Flagship CPT Joliet, LLC
Address of Site Owner: 2701 Coltsgate Road, Suite 300, Charlotte, North Carolina 28211
Street Address or Legal Description of the Site: 998 129 th Infantry Drive, Joliet, Illinois 60435
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: Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center	
Street Address: 998 129 th Infantry Drive, Joliet, Illinois 60435	
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship

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Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center	
Street Address: 998 129 th Infantry Drive, Joliet, Illinois 60435	
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship
<ul style="list-style-type: none"> Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. 	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.
APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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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.

MOR AmSurg RE LLC owns the property located at 998 129th Infantry Drive, Joliet, Illinois (the "Property"). Flagship CPT Joliet, LLC, a Delaware limited liability company qualified to do business in Illinois (the "Buyer") will acquire the Property from MOR AmSurg RE LLC.

This application for a certificate of exemption is for the change of ownership of the physical plant only and there will be no change to the operation of the ambulatory surgical treatment center.

The proposed change of ownership of the Property is subject to approval of a certificate of exemption ("COE") by the Illinois Health Facilities and Services Review Board ("HFSRB"). The Property will be conveyed to the Buyer through a special warranty deed which will be recorded with the Will County Recorder of Deeds.

The acquisition of the Property by the Buyer is not expected to result in any changes in the operations of the ambulatory surgical treatment center or the activities or operations conducted on the Property.

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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	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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 ___ No X. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Anticipated exemption completion date (refer to Part 1130.570): Upon HFSRB approval.

State Agency Submittals N/A Real Estate Only

Are the following submittals up to date as applicable:

- ☐ Cancer Registry
 - ☐ APORS
 - ☐ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
 - ☐ All reports regarding outstanding permits
- Failure to be up to date with these requirements will result in the Application being deemed incomplete.**

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CERTIFICATION

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

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

This Application is filed on the behalf of **Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center** 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.

Zal Zuk
Signature

Signature

Printed Name

Printed Name

Printed Title

Printed Title

Notarization:

Subscribed and sworn to before me

this 27 day of May

Kimberly Fox Leaf
Signature of Notary

My Commission Expires

Seal

February 10, 2025

*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me

this ____ day of ____

Signature of Notary

Seal

CERTIFICATION

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

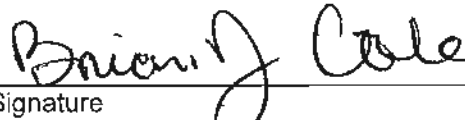
- in the case of a corporation, any two of its officers or members of its Board of Directors;
- in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- in the case of a partnership, two of its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

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


Signature

Randal Johnson
Printed Name

Manager
Printed Title


Signature

Brian Cole
Printed Name

Manager
Printed Title

Notarization:
Subscribed and sworn to before me
this 16th day of May, 2022


Signature of Notary

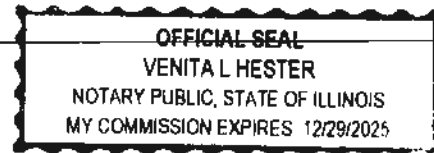
Seal
*Insert the EXACT legal name of the applicant



Notarization:
Subscribed and sworn to before me
this 16th day of May, 2022


Signature of Notary

Seal



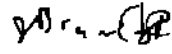
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- in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries 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 Flagship CPT Joliet, LLC in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

DocuSigned by:

Signature

Brannen Edge
Printed Name

President
Printed Title

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

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

DocuSigned by:

Signature

Tripp Tate
Printed Name

Secretary
Printed Title

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

Signature of Notary

Seal

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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SECTION II. BACKGROUND.

BACKGROUND OF APPLICANT

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

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

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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."

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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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

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

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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SECTION IV.CHARITY CARE INFORMATION

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

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

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

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

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

Section I, Identification, General Information, and Certification
Applicants

An organization chart showing the current corporate structure of the Applicants along with the post-closing ownership structure of the Applicants is included in Attachment – 4. Certificates of good standing for the Applicants are attached at Attachment – 1.

1. MOR AmSurg RE LLC currently holds the title to the real property in which the ambulatory surgical treatment center is located. The Illinois certificate of good standing is attached.
2. Flagship CPT Joliet, LLC is a Delaware limited liability company qualified to do business in Illinois and will be the entity that will hold title to the real property in which the ambulatory surgical treatment center is located. The certificate of good standing from The Illinois certificate of good standing is attached.
3. Joliet Surgery Center Limited Partnership d/b/a AmSurg Surgery Center is an Illinois limited partnership ("AmSurg Surgery Center") and the operator of the ambulatory surgical treatment center. The Illinois certificate of good standing is attached.

File Number

1167287-6



To all to whom these Presents Shall Come, Greeting:

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

MOR AMSURG RE LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 06, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 10TH
day of MAY A.D. 2022 .



Authentication #: 2213002578 verifiable until 05/10/2023

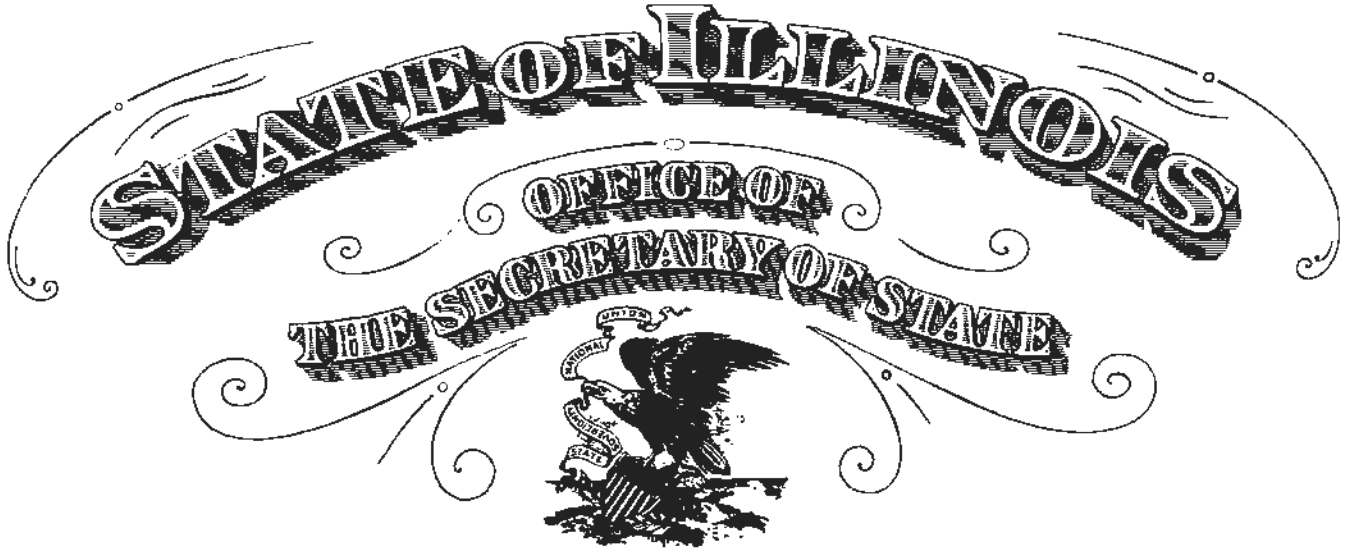
Authenticate at: <http://www.ilsos.gov>

Jesse White

SECRETARY OF STATE

File Number

1192157-4



To all to whom these Presents Shall Come, Greeting:

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

FLAGSHIP CPT JOLIET, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 12, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 31ST day of AUGUST A.D. 2022 .

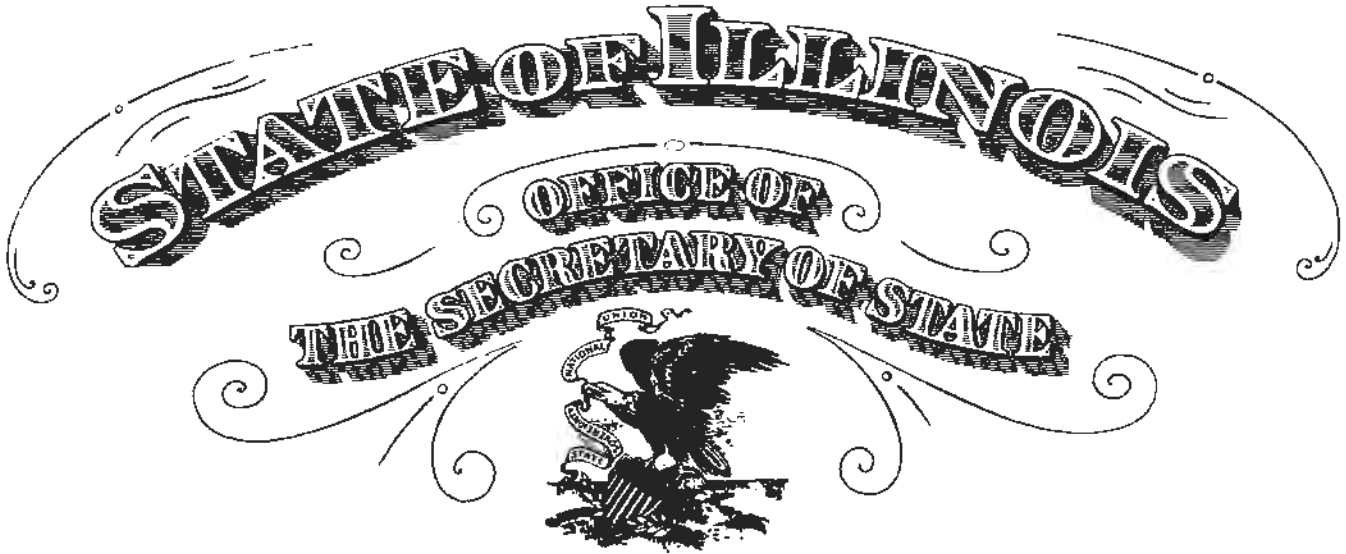


Authentication #: 2224302404 verifiable until 08/31/2023

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

Jesse White

SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

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

JOLIET SURGERY CENTER LIMITED PARTNERSHIP, HAVING REGISTERED IN THE STATE OF ILLINOIS ON SEPTEMBER 23, 1988, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LP/LLP IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING BEEN ADMINISTRATIVELY DISSOLVED BY THE SECRETARY OF STATE NOR HAVING VOLUNTARILY FILED A STATEMENT OF TERMINATION.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 10TH day of MAY A.D. 2022 .

Jesse White

SECRETARY OF STATE

Authentication #: 2213002638

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

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

MOR AmSurg RE LLC owns the building housing the ambulatory surgical treatment center. The transaction is for the sale of the realty only, and there will be no change in the ambulatory surgical treatment center operations. In this proposed transaction the underlying realty will be sold to Flagship CPT Joliet, LLC.

By signing the certification within this application, MOR AmSurg RE LLC attests that it is the owner of the land and building located at 998 129th Infantry Drive, Joliet, Illinois 60435.

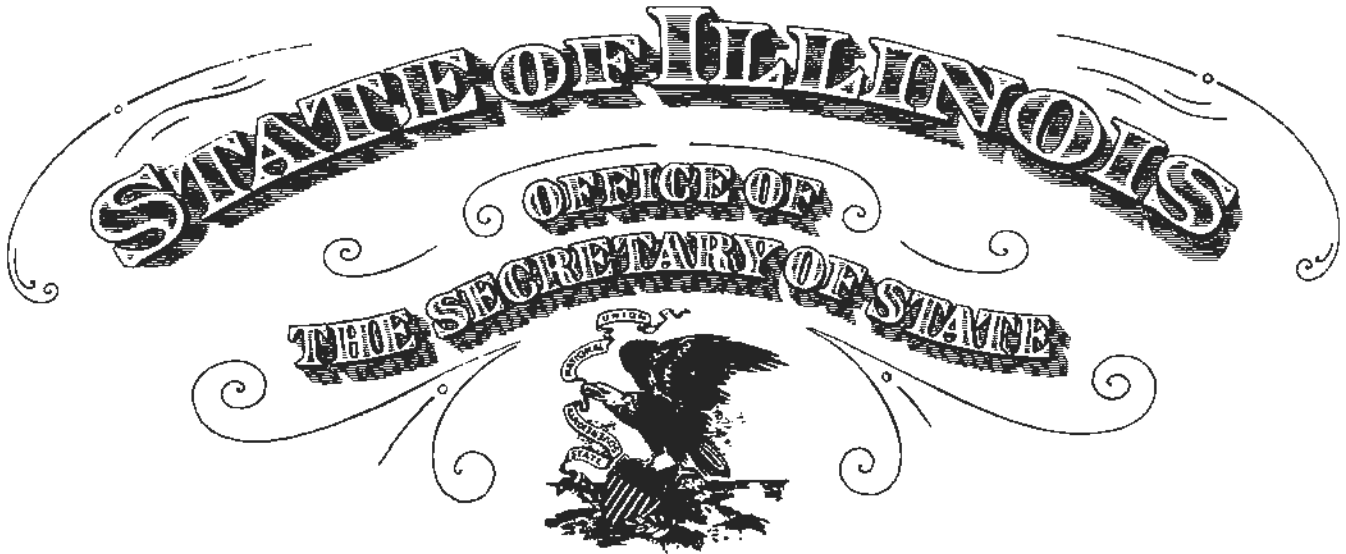
Section I, Identification, General Information, and Certification
Operating Entity/Licensee

AmSurg Surgery Center will continue to be the licensed entity operating the ambulatory surgical treatment center.

AmSurg Surgery Center is an Illinois limited partnership. The Illinois certificate of good standing is attached.

An organizational chart showing the current ownership structure of the realty companies is included in Attachment – 4. There should be no change in the licensee's structure as a result of this transaction.

Surgicare of Joliet, Inc. owns a 56.06 percent interest in AmSurg Surgery Center. No limited partner owns a 5 percent or greater interest in the surgery center.



To all to whom these Presents Shall Come, Greeting:

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

JOLIET SURGERY CENTER LIMITED PARTNERSHIP, HAVING REGISTERED IN THE STATE OF ILLINOIS ON SEPTEMBER 23, 1988, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LP/LLP IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING BEEN ADMINISTRATIVELY DISSOLVED BY THE SECRETARY OF STATE NOR HAVING VOLUNTARILY FILED A STATEMENT OF TERMINATION.



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 10TH day of MAY A.D. 2022 .*

Jesse White

SECRETARY OF STATE

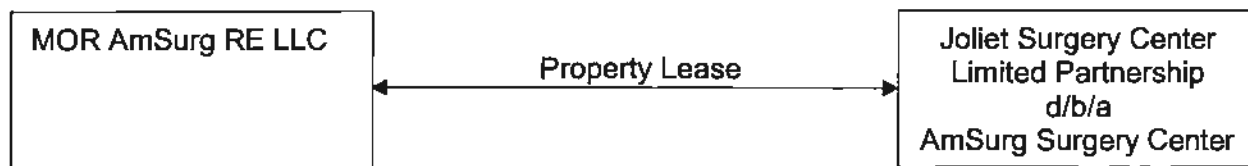
Authentication #: 2213002638

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

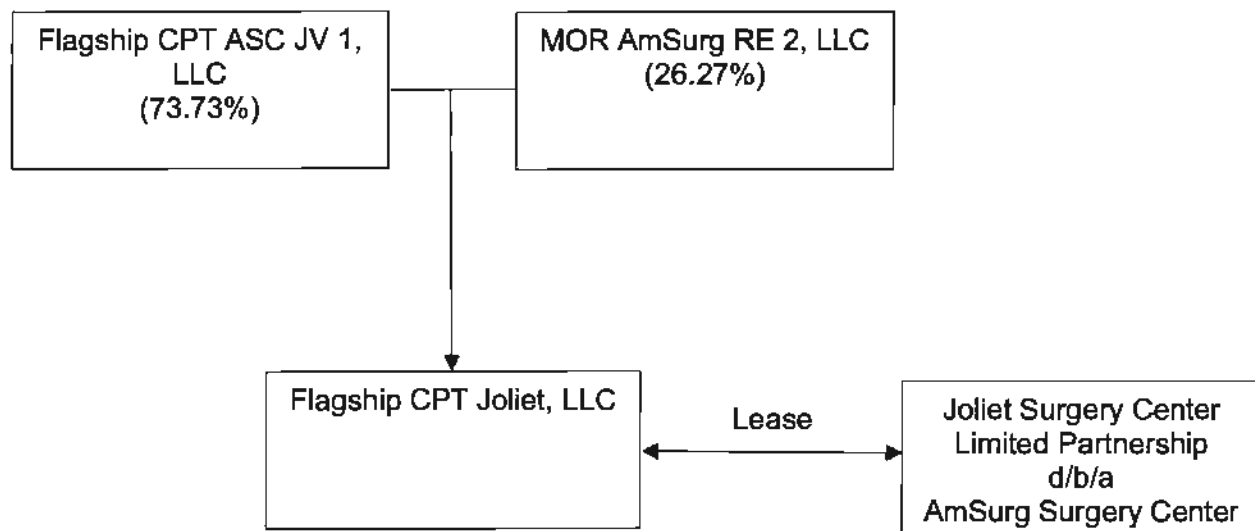
Section I, Identification, General Information, and Certification
Organizational Relationships

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

Pre-Closing Organizational Structure



Post-Closing Organizational Chart



Section II, Background Background

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

AmSurg Surgery Center operates the ambulatory surgical treatment center located at 998 129th Infantry Drive, Joliet, Illinois 60435. Copies of the license and accreditation are attached at Attachment – 5.

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

None.

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

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

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

By their signatures on 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.

#E-053-22

DUPLICATE ENVELOPE ILL. #300000-250044 / 04-0039-367 2UC8U0M2



**Illinois Department of
PUBLIC HEALTH**

HF 125265

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
5/3/2023		7003160
Ambulatory Surgery Treatment Center		
Effective: 05/04/2022		

AmSurg Surgery Center
998 129th Infantry Drive
Joliet, IL 60435

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 5/3/2023
Lic Number 7003160
Date Printed 4/5/2022

AmSurg Surgery Center
998 129th Infantry Dr
Joliet, IL 60435-3159

FEE RECEIPT NO.

Amsurg Surgery Center

Joliet, IL

has been Accredited by



The Joint Commission

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

November 16, 2019

Accreditation is customarily valid for up to 36 months.

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

ID #452473
 Print/Reprint Date: 01/20/2020

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

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



Section III, Change of Ownership

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

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

An organizational chart showing the current corporate structure of the entities listed below (the "Applicants"), along with the post-closing ownership structure of the Applicants is attached as Attachment – 4. Certificates of good standing for the applicants are also included in Attachment – 1.

- a. MOR AmSurg RE LLC currently holds the title to the real property on which the ambulatory surgical treatment center is located. The Illinois certificate of good standing is attached.
- b. Flagship CPT Joliet LLC is a Delaware limited liability company qualified to do business in Illinois and will be the entity that will hold title to the real property in which the ambulatory surgical treatment center is located. The Illinois certificate of good standing is attached.
- c. AmSurg Surgery Center is an Illinois limited partnership and the operator of the ambulatory surgical treatment center. The Illinois certificate of good standing is attached.

2. 1130.520(b)(1)(B) – Background of the 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 signature on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health care facility owned and/or operated by them during the three (3) years prior to the filing of this application.

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

MOR AmSurg RE LLC owns the property located at 998 129th Infantry Drive, Joliet, Illinois 60435. Flagship CPT Joliet LLC (the "Buyer") will acquire the Property from MOR AmSurg RE LLC.

This application for a certificate of exemption is for the change of ownership of the physical plant only, and there will be no change to the operation of the ambulatory surgical treatment center.

The proposed change of ownership of the Property is subject to approval of COE by the HFSRB. The purchase price for the building is \$7,400,000. The Property will be conveyed to the Buyer through a special warranty deed which will be recorded with the Will County Recorder of Deeds.

The acquisition of the Property by the Buyer is not expected to result in any changes in the operations of the ambulatory surgical treatment center or the activities or operations conducted on the Property.

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

AmSurg Surgery Center will continue to be the licensed entity after the proposed transaction. There will be no change in the licensed entity as a consequence of the proposed transaction.

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

An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included at Attachment - 4. Certificates of good standing for each of the Applicants are included in Attachment – 1.

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

\$7,400,000, subject to ordinary accounting adjustments.

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

\$7,400,000, subject to ordinary accounting adjustments.

8. 1130.520(b)(2) – Affirmations

In accordance with 77 Ill. Admin. Code § 1130.520, each of the Applicants affirm any projects for which permits have been issued by the HFSRB have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Admin. Code § 1130.520.

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

Not applicable.

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

There should be no change in the operation of AmSurg Surgery Center as a result of the proposed transaction.

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

There should be no change in the operation of AmSurg Surgery Center as a result of the proposed transaction.

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

There should be no change in the operation of AmSurg Surgery Center as a result of the proposed transaction.

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

There should be no change in the process for selecting the governing board of AmSurg Surgery Center as a result of the proposed transaction.

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

To the best of the Applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at AmSurg Surgery Center that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Section IV – Charity Care Information

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

CHARITY CARE			
	2018	2019	2020
Net Patient Revenue	\$12,660,937	\$9,301,630	\$7,428,275
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

**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		16 – 19
2	Site Ownership		20
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		21 – 22
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		23 – 25
5	Background of the Applicant		26 – 28
6	Change of Ownership		29 – 31
7	Charity Care Information		32