

**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: Pekin Memorial Hospital		
Street Address: 600 South 13 th St.		
City and Zip Code: Peoria 61554		
County: Peoria	Health Service Area: HSA 2	Health Planning Area: C-01

Legislators

State Senator Name: David Koehler
State Representative Name: Jehan Gordon

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

Exact Legal Name: The Carle Foundation
Street Address: 611 West Park Street
City and Zip Code: Urbana 61801
Name of Registered Agent: James Leonard
Registered Agent Street Address: 611 West Park Street
Registered Agent City and Zip Code: Urbana 61801
Name of Chief Executive Officer: James Leonard
CEO Street Address: 611 West Park Street
CEO City and Zip Code: Urbana 61801
CEO Telephone Number: (217) 383-3311

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input 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

- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- o 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: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation
Address: 611 W. Park Street Urbana, IL 61801
Telephone Number: 217-902-5521
E-mail Address: Collin.Anderson@Carle.com

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

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: Kfriedman@polsinelli.com

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 APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

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Facility/Project Identification

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Street Address: 600 South 13 th St.		
City and Zip Code: Peoria 61554		
County: Peoria	Health Service Area: HSA 2	Health Planning Area: C-01

Legislators

State Senator Name: David Koehler
State Representative Name: Jehan A. Gordon

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

Exact Legal Name: Methodist Health Services Corporation
Street Address: 221 N.E. Glen Oak Ave.
City and Zip Code: Peoria 61636
Name of Registered Agent: Keith Knepp, MD
Registered Agent Street Address: 221 N.E. Glen Oak Ave.
Registered Agent City and Zip Code: Peoria 61636
Name of Chief Executive Officer: Keith Knepp, MD
CEO Street Address: 221 N.E. Glen Oak Ave.
CEO City and Zip Code: Peoria 61636
CEO Telephone Number: (309) 871-2528

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input 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

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- Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

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Primary Contact [Person to receive ALL correspondence or inquiries]

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Company Name: The Carle Foundation
Address: 611 W. Park Street Urbana, IL 61801
Telephone Number: 217-902-5521
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Additional Contact [Person who is also authorized to discuss the Application]

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: Kfriedman@polsinelli.com

**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: Pekin Memorial Hospital		
Street Address: 600 South 13 th St.		
City and Zip Code: Peoria 61554		
County: Peoria	Health Service Area: 2	Health Planning Area: C-01

Legislators

State Senator Name: David Koehler
State Representative Name: Jehan A. Gordon

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

Exact Legal Name: Iowa Health System d/b/a UnityPoint Health
Street Address: 1776 West Lakes Parkway Suite 400
City and Zip Code: West Des Moines, IA 50266
Name of Registered Agent: Greg Rastatter
Registered Agent Street Address: 120 N.E. Glen Oak Ave. Ste 101
Registered Agent City and Zip Code: Peoria 61603
Name of Chief Executive Officer: Clay Holderman
CEO Street Address: 1776 West Lakes Parkway Suite 400
CEO City and Zip Code: West Des Moines, IA 50266
CEO Telephone Number: (515) 241-8215

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input 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

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

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Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation
Address: 611 W. Park Street Urbana, IL 61801
Telephone Number: 217-902-5521
E-mail Address: Collin.Anderson@Carle.com
Fax Number:

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

Name: Kara Friedman
Title: Attorney
Company Name: Polsinelli PC
Address: 150 North Riverside Plaza, Suite 3000, Chicago, IL 60606
Telephone Number: (312) 873-3639
E-mail Address: Kfriedman@polsinelli.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: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation
Address: 611 West Park Street, Urbana, IL 61801
Telephone Number: (217) 902-5521
E-mail Address: Collin.Anderson@Carle.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Pekin Memorial Hospital
Address of Site Owner: 600 South 13 th St. Pekin, IL 61554
Street Address or Legal Description of the Site: 600 South 13 th St. Pekin, IL 61554
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: Methodist Health Services Corporation			
Address: 221 N.E. Glen Oak Ave. Peoria, IL 61636			
<input checked="" type="checkbox"/>	Non-profit Corporation	<input 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

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: The Carle Foundation

Address: 611 West Park Street, Urbana, IL 61801

- | | | | | | |
|-------------------------------------|---------------------------|--------------------------|---------------------|--------------------------|-------|
| <input checked="" type="checkbox"/> | Non-profit Corporation | <input 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 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.

The Carle Foundation d/b/a Carle Health (“Carle”), Iowa Health System d/b/a UnityPoint Health, and Methodist Health Services Corporation are entering into a Strategic Affiliation Agreement (the “Planned Transaction”) relative to a change of control of (i) Pekin Memorial Hospital, (ii) The Methodist Medical Center of Illinois, (iii) Proctor Hospital, and (iv) The Methodist Medical Center of Illinois d/b/a Young Minds Institute (collectively, the “Hospitals”). Pursuant to the Strategic Affiliation Agreement, The Carle Foundation will replace Iowa Health System d/b/a UnityPoint Health as the sole corporate member of Methodist Health Services Corporation which is the sole member of the Hospitals. In connection with the consummation of the change of control of the Hospitals, the operating entity of each of the Hospitals will not change. The Carle Foundation and the Hospitals are Illinois not-for-profit corporations.

The Planned Transaction is anticipated to close on January 1, 2023 or as soon thereafter as all closing conditions have been satisfied or waived. The legal names and addresses of the Hospitals are as follows:

- The Methodist Medical Center of Illinois, 221 N.E. Glen Oak Ave., Peoria, IL 61636
- Pekin Memorial Hospital, 600 S. 13th St., Pekin, IL 61554
- Proctor Hospital, 5409 N. Knoxville Ave., Peoria, IL 61614
- The Methodist Medical Center of Illinois d/b/a Young Minds Institute, 2223 W. Heading Ave., West Peoria, IL 61604

The total consideration to be paid to UnityPoint Health for all components of the Planned Transaction is \$75,000,000.

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Purchase Price:	n/a
Fair Market Value:	n/a

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.

22-017 The Methodist Medical Center of Illinois d/b/a Young Minds Institute- No

Anticipated exemption completion date (refer to Part 1130.570): January 1, 2023 or as soon thereafter as all closing conditions have been satisfied or waived

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- 09/2019 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 The Carle Foundation, an Illinois not-for-profit corporation.

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

DocuSigned by:
James Leonard, MD
SIGNATURE

James Leonard, M.D.
PRINTED NAME

President and CEO
PRINTED TITLE

DocuSigned by:
Dennis P. Hesch
SIGNATURE

Dennis Hesch
PRINTED NAME

Executive Vice President and System CFO
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 19 day of September, 2022

Janet M Ward
Signature of Notary

Seal
Official Seal
Janet M Ward
Notary Public State of Illinois
My Commission Expires 04/18/2023
*Insert the EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 19 day of September, 2022

Janet M Ward
Signature of Notary

Seal
Official Seal
Janet M Ward
Notary Public State of Illinois
My Commission Expires 04/18/2023

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

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- 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 Methodist Health Services Corporation.

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

Keith Knepp
SIGNATURE

Keith Knepp, MD
PRINTED NAME

Chief Executive Officer
PRINTED TITLE

Jeanine Spain
SIGNATURE

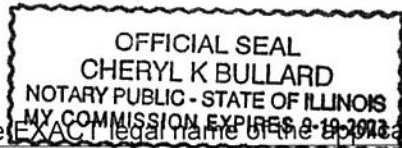
Jeanine Spain
PRINTED NAME

Chief Operating Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 6 day of Sept, 2022

Cheryl K Bullard
Signature of Notary

Seal

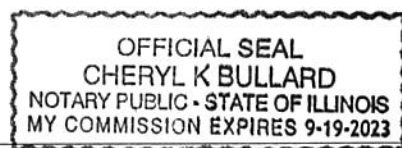


*Insert the EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 6 day of Sept, 2022

Cheryl K Bullard
Signature of Notary

Seal



CERTIFICATION

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

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

This Application is filed on the behalf of Iowa Health System d/b/a UnityPoint Health.¹

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.

Scott Kizer
SIGNATURE

Dan Carpenter
SIGNATURE

Scott Kizer
PRINTED NAME

Dan Carpenter
PRINTED NAME

SVP, Chief Legal Officer & General Counsel
PRINTED TITLE

Senior VP & Chief Strategy Officer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 6th day of Sept, 2022

Notarization:
Subscribed and sworn to before me
this 6th day of Sept, 2022

Cary D Douglas
Signature of Notary

Cary D Douglas
Signature of Notary

Seal
CARY D DOUGLAS
Notarial Seal - Iowa
*Insert the EXACT legal name of the applicant
My Commission Expires 7/24/23

Seal
CARY D DOUGLAS
Notarial Seal - Iowa
Commission # 753053
My Commission Expires 7/24/23

¹ UnityPoint Health has controlling authority over Methodist Health Services Corporation and is the ultimate parent entity of this facility.

ATTACHMENT 1

Attached hereto as Attachment 1 are Good Standing Certificates issued by the Illinois Secretary of State for:

1. The Carle Foundation;
2. Methodist Health Services Corporation; and
3. Iowa Health System d/b/a UnityPoint Health.

File Number 2932-580-4



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

THE CARLE FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 06, 1946, 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 #: 2114600788 verifiable until 05/26/2022
Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 26TH day of MAY A.D. 2021 .

Jesse White

SECRETARY OF STATE

Attachment 1

File Number

5257-769-1



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

METHODIST HEALTH SERVICES CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 25, 1981, 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 #: 2133602936 verifiable until 12/02/2022
Authenticate at: <http://www.ilsos.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 2ND day of DECEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Attachment 1

File Number 6720-693-2



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

IOWA HEALTH SYSTEM, INCORPORATED IN IOWA AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON JUNE 15, 2010, 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 #: 2210803174 verifiable until 04/18/2023
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 18TH day of APRIL A.D. 2022 .

Jesse White

SECRETARY OF STATE

Attachment 1

ATTACHMENT 2

Site Ownership

By signing the certification pages within this application, the Applicants attest that Pekin Memorial Hospital owns the property at 600 South 13th St. Pekin, IL 61554.

ATTACHMENT 3

Operating Entity/Licensee

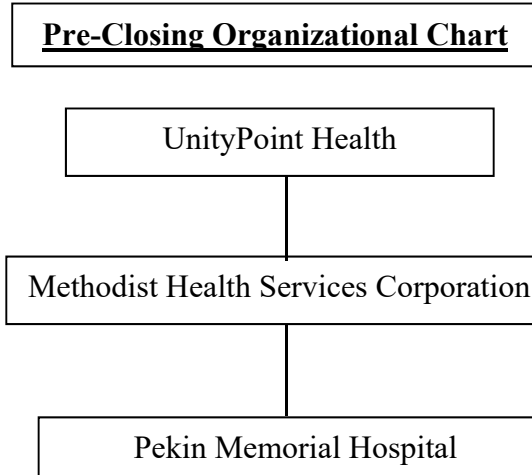
Methodist Health Services Corporation is currently the sole corporate member of Pekin Memorial Hospital, which is the licensee and operator of the Hospital. Copies of the Hospital's general acute care hospital license and accreditation are attached at Attachment- 5.

Following the completion of the contemplated transaction pursuant to the SAA, The Carle Foundation will become the sole corporate member of Methodist Health Services Corporation. Pekin Memorial Hospital will continue to hold the license and operate the Hospital.

ATTACHMENT 4

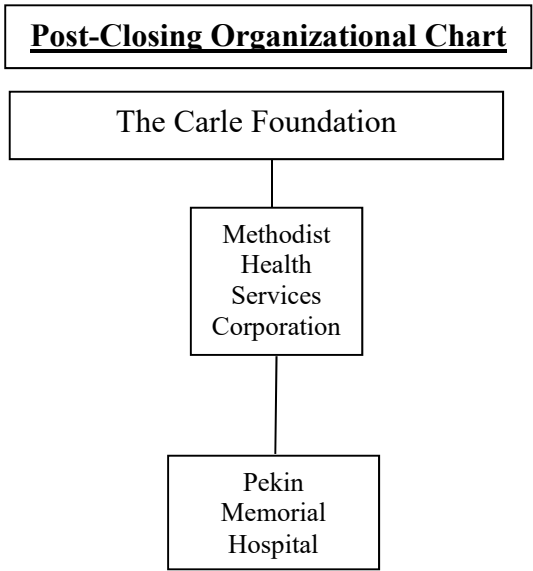
Organizational Relationships

The pre-closing and post-closing organizational charts for Pekin Memorial Hospital are attached hereto at Attachment- 4.



Key:
Solid line represents membership

Attachment 4



Key:
Solid line represents membership

Attachment 4

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.

ATTACHMENT 5
Background of Applicants

A. Methodist Health Services Corporation

1. A listing of all healthcare facilities owned or operated by Methodist Health Services Corporation, including licensing, and certification.

The following is a list of all Illinois healthcare facilities (as that term is defined in the Illinois Health Facilities Planning Act, 20 ILCS 3960 et seq. (the “Act”)) owned by Methodist Health Services Corporation:

- The Methodist Medical Center of Illinois
 - License Number: 001834
 - Accreditation Identification Number: Joint Commission ID # 7407
- Proctor Hospital
 - License Number: 001925
 - Accreditation Identification Number: Joint Commission ID # 7409
- Pekin Memorial Hospital
 - License Number: 001594
 - Accreditation Identification Number: Joint Commission ID # 7408

Copies of the above facilities’ licenses and accreditations are attached at Attachment 5.

2. A listing of all healthcare facilities owned (at least 5%) and/or operated in Illinois by Methodist Health Services Corporation.

Methodist Health Services Corporation also has non-controlling interests in the following health facilities.

- Central Illinois Endoscopy Center, LLC
 - License Number: 7003155
 - Accreditation Number: AAAHC Accreditation # 876E592A86339
- Renal Intervention Center
 - License Number: 371387622
 - Accreditation Number: AAAHC Accreditation # 24085

3. Attestation.

Methodist Health Services Corporation attests that in the last three years prior to filing of this Certificate of Exemption (“COE”) application, there has been no “adverse action” (as that term is defined in 77 IAC 1130.140) against any Illinois healthcare facility owned and operated by Methodist Health Services Corporation.

4. Authorization.

The Illinois Health Facilities and Services Review Board (“HFSRB”) and the Illinois Department of Public Health (“IDPH”) are hereby authorized by Methodist Health

Services Corporation to access any documents necessary to verify the information submitted with this application relating to Methodist Health Services Corporation, including, but not limited to: official records of IDPH or other state agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

B. The Carle Foundation (“Carle”)

1. A listing of all health care facilities owned or operated by Carle, including licensing, and certification.

The following is a list of all Illinois healthcare facilities (as that term is defined in the Act) owned by Carle:

- The Carle Foundation Hospital
 - License Number: 003798
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO
- Richland Memorial Hospital, d/b/a Carle Richland Memorial Hospital
 - License Number: 004788
 - Accreditation Identification Number: HFAP ID: 175621
- Hoopeston Community Memorial Hospital, d/b/a Carle Hoopeston Regional Health Center
 - License Number: 004200
 - Accreditation Identification Number: 128702-2012-AHC-USA-NIAHO
- Carle Bromenn Medical Center
 - License Number: 0005645
 - Accreditation Identification Number: 189504-2018-AHC-USA-NIAHO
- Carle Eureka Hospital
 - License Number: 0005652
 - Accreditation Identification Number: 189647-2018-AHC-USA-NIAHO
- Champaign SurgiCenter, LLC
 - License Number: 7002959
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO
- Carle SurgiCenter – Danville
 - License Number: 7002439
 - Accreditation Identification Number: 119139-2012-AHC-USA-NIAHO
- The Center for Outpatient Medicine
 - License Number: 7002116
 - Accreditation Identification Number: AAAHC #109077
- BroMenn Care and Comfort Suites
 - License Number: 4000025
 - Accreditation Identification Number: AAAHC #109077

2. A listing of all health care facilities owned (at least 5%) and/or operated in Illinois by Carle.

Except as provided above, Carle does not have a five percent (5%) or greater ownership interest in any other Illinois healthcare facilities.

3. Attestation.

Carle attests that in the last three years prior to filing of this COE application, there has been no “adverse action” (as that term is defined in 77 IAC 1130.140) against any Illinois health care facility owned and operated by Carle and subject to HFSRB jurisdiction.

4. Authorization.

HFSRB and IDPH are hereby authorized by Carle to access any documents necessary to verify the information submitted with this application relating to Carle, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.

C. UnityPoint Health (“UnityPoint”)

1 & 2. A listing of all healthcare facilities owned or operated in Illinois by UnityPoint or its subsidiaries, including licensing, and certification in Illinois.

The following is a list of all Illinois healthcare facilities (as that term is defined in the Illinois Health Facilities Planning Act, 20 ILCS 3960 et seq. (the “Act”)) within the scope of the transaction that are owned by UnityPoint:

- The Methodist Medical Center of Illinois
 - License Number: 001834
 - Accreditation Identification Number: Joint Commission ID # 7407
- Proctor Hospital
 - License Number: 001925
 - Accreditation Identification Number: Joint Commission ID # 7409
- Pekin Memorial Hospital
 - License Number: 001594
 - Accreditation Identification Number: Joint Commission ID # 7408

Copies of the above facilities’ licenses and accreditations are attached at Attachment 5.

UnityPoint also has non-controlling interests in the following healthcare facilities:


- Central Illinois Endoscopy Center, LLC
 - License Number: 7003155
 - Accreditation Number: AAAHC Accreditation # 876E592A86339
- Renal Intervention Center
 - License Number: 371387622
 - Accreditation Number: AAAHC Accreditation # 24085

3. Attestation.

UnityPoint attests that in the last three years prior to filing of this COE application there has been no “adverse action” (as that term is defined in 77 IAC 1130.140) against any Illinois facility within the scope of the transaction that are owned and/or operated by UnityPoint.

4. Authorization.

HFSRB and IDPH are hereby authorized by UnityPoint to access any documents necessary to verify the information submitted with this application pertaining to UnityPoint, including, but not limited to: official records of IDPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.



Illinois Department of PUBLIC HEALTH HF 124025

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	I.D. NUMBER
12/31/2022		0001594

General Hospital

Effective: 01/01/2022

Methodist Medical Center of Illinois
221 Northeast Glen Oak
Peoria, IL 61636

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 12/31/2022

Lic Number 0001594

Date Printed 10/13/2021

Methodist Medical Center of Illinois
221 Northeast Glen Oak
Peoria, IL 61636

Attachment 5

The Methodist Medical Center of
Illinois
Peoria, IL

has been Accredited by

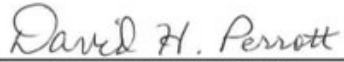


The Joint Commission

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

September 28, 2019

Accreditation is customarily valid for up to 36 months.


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

ID #7408
Print/Reprint Date: 02/25/2020



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.



This reproduction of the original accreditation certificate has been issued for use in regulatory/payer agency verification of accreditation by The Joint Commission. Please consult Quality Check on The Joint Commission's website to confirm the organization's current accreditation status and for a listing of the organization's locations of care.

Attachment 5



**Illinois Department of
PUBLIC HEALTH** HF 125477

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	LD. NUMBER
6/30/2023		0001925
General Hospital		
Effective: 07/01/2022		

Proctor Community Hospital
5409 N Knoxville Ave
Peoria, IL 61614

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 6/30/2023
Lic Number 0001925
Date Printed 5/3/2022

Proctor Community Hospital
5409 N Knoxville Ave
Peoria, IL 61614

FEE RECEIPT NO.

Attachment 5

Proctor Hospital UnityPoint Health - Proctor

Peoria, IL

has been Accredited by



The Joint Commission

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

September 26, 2019

Accreditation is customarily valid for up to 36 months.

David H. Perrott

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

ID #7409

Print/Reprint Date: 02/06/2020

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.



AMA
AMERICAN
MEDICAL
ASSOCIATION



This reproduction of the original accreditation certificate has been issued for use in regulatory/payer agency verification of an accreditation by The Joint Commission. Please consult Quality Check on The Joint Commission's website to confirm the organization's current accreditation status and for a listing of the organization's locations of care.

Attachment 5

Illinois Department of PUBLIC HEALTH HF 123994

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	I.D. NUMBER
12/31/2022	General Hospital	0001834

Effective: 01/01/2022

Pekin Memorial Hospital
600 S 13th Street
Pekin, IL 61554

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 0001834

Date Printed 10/12/2021

Pekin Memorial Hospital
600 S 13th Street
Pekin, IL 61554

FEE RECEIPT NO.

Attachment 5

Pekin Memorial Hospital

Pekin, IL

has been Accredited by



The Joint Commission

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

September 26, 2019

Accreditation is customarily valid for up to 36 months.

David H. Perrott

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

ID #7407

Print/Reprint Date: 02/12/2020

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.



This reproduction of the original accreditation certificate has been issued for use in regulatory/payer agency verification of accreditation by The Joint Commission. Please consult Quality Check on The Joint Commission's website to confirm the organization's current accreditation status and for a listing of the organization's locations of care.

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
1130.520(b)(4) - A statement as to the anticipated benefits of	X

the proposed changes in ownership to the community	
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.

ATTACHMENT 6

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

Names of Parties, Post-Closing Licensee and Structure of the Transaction - (1130.520 (b)(1)(A), (b)(1)(B) and (b)(1)(C))

The Carle Foundation d/b/a Carle Health (“Carle”), Iowa Health System d/b/a UnityPoint Health, and Methodist Health Services Corporation are entering into a Strategic Affiliation Agreement (the “Planned Transaction”) relative to a change of control of (i) Pekin Memorial Hospital, (ii) The Methodist Medical Center of Illinois, (iii) Proctor Hospital, and (iv) The Methodist Medical Center of Illinois d/b/a Young Minds Institute (collectively, the “Hospitals”). Pursuant to the Strategic Affiliation Agreement, The Carle Foundation will replace Iowa Health System d/b/a UnityPoint Health as the sole corporate member of Methodist Health Services Corporation which is the sole member of the Hospitals. In connection with the consummation of the change of control of the Hospitals, the operating entity of each of the Hospitals will not change. The Carle Foundation and the Hospitals are Illinois not-for-profit corporations.

The Planned Transaction is anticipated to close on January 1, 2023 or as soon thereafter as all closing conditions have been satisfied or waived. The legal names and addresses of the Hospitals are as follows:

- The Methodist Medical Center of Illinois, 221 N.E. Glen Oak Ave., Peoria, IL 61636
- Pekin Memorial Hospital, 600 S. 13th St., Pekin, IL 61554
- Proctor Hospital, 5409 N. Knoxville Ave., Peoria, IL 61614
- The Methodist Medical Center of Illinois d/b/a Young Minds Institute, 2223 W. Heading Ave., West Peoria, IL 61604

This application is part of a series of Certificates of Exemption (“COE”) applications for changes of ownership/control of all of the Hospitals. While a separate COE is required and will be filed for each of the Hospitals, the Strategic Affiliation Agreement relates to all the Hospitals.

Carle is a fully integrated healthcare delivery system serving Central Illinois. Its operations include, among other things, three Illinois general acute care hospitals, two critical access hospitals and three outpatient ambulatory surgical treatment centers.

List of Membership Interests -1130.520(b)(1)(E)

Prior to the completion of the Planned Transaction, Methodist Health Services Corporation is the sole member of Pekin Memorial Hospital. UnityPoint Health is the sole member of Methodist Health Services Corporation. After the closing of the Planned Transaction, The Carle Foundation will become the sole corporate member of Methodist Health Services Corporation.

Fair Market Value of Assets -1130.520(b)(1)(F)

The fair market value of the facilities associated with the Planned Transaction is \$355,718,701².

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

The total consideration for all components of the Planned Transaction is \$75,000,000³.

Affirmation regarding Outstanding CON Permits -1130.520(b)(2)

Applicant Methodist Health Services Corporation holds the following Certificate of Need permit:

- 22-017 The Methodist Medical Center of Illinois d/b/a Young Minds Institute

With the signatures in the certification section of this Certificate of Exemption application, the Applicants affirm that the above-identified project will be completed in accordance with all applicable provisions of Section 1130.

Hospital Financial Assistance Policy Affirmation -1130.520(b)(3)

The Carle Foundation attests that for a period of at least two years following the closing of the Planned Transaction, Pekin Memorial Hospital will not adopt a more restrictive charity care (financial assistance) policy than the policy that was in effect one year prior to closing date of the transaction.

² The fair market value figure noted above is a good faith estimate of the value of the three existing hospitals based on the 12/31/21 balance sheet plus the dollar amount of The Methodist Medical Center of Illinois d/b/a Young Minds Institute's CON permit amount (Project #22-017). The existing hospitals figure represents the approximate book value of those hospital assets as 12/31/21. The value ascribed to the Hospitals at the closing date for accounting and finance purposes will be based upon the information available as of the closing date and may be different than the foregoing figure.

³ This consideration reflects the entire transaction consideration for the four health care facilities not solely the hospital associated with this single application. The consideration paid at closing may be subject to adjustments based on common business practices.

Potential Benefits and Cost Savings -1130.520(b)(4) and (b)(5)

Potential Benefits

Carle will work to define and implement the integration of Pekin Memorial Hospital in a manner that:

- Furthers the charitable missions of Pekin Memorial Hospital in meeting the needs of the communities it serves with a commitment to care for the vulnerable and underserved;
- Continues to improve patient access to comprehensive, convenient, high quality, inpatient and outpatient healthcare throughout the communities, including access to advanced specialty care across Carle's health care delivery system;
- Continues to improve and manage the health status of the population of the communities served;
- Promotes community health and well-being through enhanced patient care, research and educational efforts;
- Builds the medical community through Carle's strongly-aligned relationships and enhanced education and developmental opportunities among primary care, core specialist, subspecialist, group practice physicians and other members of the staff;
- Enhances sound stewardship through the efficient delivery of all services, resulting in favorable financial viability for the Pekin Memorial Hospital and other Carle providers; and
- Enhances community benefit and public policy advocacy.

The parties believe the Planned Transaction will result in delivering high value and quality care to patients, physicians and payers, and will also be in the best interests of the community at large. Pursuant to the SAA, Carle is committing to several core projects for capital investments in the health care assets in the geography served by Methodist Hospital, Pekin Hospital and Proctor Hospital, including surgical services and emergency services enhancement and modernization and other outpatient and post-acute services along with special care nursery renovations. Carle is also committed to fulfilling funding requirements necessary to open the Young Minds Institute facility.

Potential Cost Saving.

Carle hopes to deliver care in Peoria and surrounding communities in a manner that results in cost savings and other efficiencies with the goal of enhancing operational uniformity, efficiency, quality, outcomes and performances, as well as access to in-house resources of Carle's system.

Quality Improvement Program to be Utilized– 1130.520(b)(7)

Methodist Health Service Corporation and Carle each have a longstanding commitment to a culture of quality, safety, service and evidence-based practices. By aspiring to consistently engage in process improvement and improve consistency to meet the

highest standards for quality and patient satisfaction, Carle will continue to advance its commitment to delivering care that is of the highest quality, and eliminates preventable harm. It is also anticipated that Carle will evaluate opportunities to integrate Pekin Memorial Hospital's quality plan with Carle's quality plan after the closing of the planned transaction

Governing Body Composition/Selection Process -1130.520(b)(7)

The Board of Directors of Pekin Memorial Hospital consists of 17 board members. Upon consummation of the Planned Transaction, the Board of Directors of Pekin Memorial Hospital shall consist of the same individuals who served on the board immediately prior to closing.

Scope of Services – 1130.520(b)(9)

There will be no changes in the Categories of Service(s) provided by Pekin Memorial Hospital within 24 months following the closing of the planned transaction unless they apply for and obtain approval from the HFSRB to make any adjustments necessary to best address the healthcare needs of the community served by Pekin Memorial Hospital.

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.

ATTACHMENT 7

1. Charity Care Information – The Methodist Medical Center of Illinois

CHARITY CARE			
	FY 2019	FY 2020	FY 2021
Net Patient Revenue	\$362,950,357	\$347,969,258	\$390,234,161
Amount of Charity Care (charges)	\$12,278,449	\$11,807,058	\$9,533,798
Cost of Charity Care	\$3,102,765	\$2,357,869	\$1,665,910

2. Charity Care Information – Pekin Memorial Hospital

CHARITY CARE			
	FY 2019	FY 2020	FY 2021
Net Patient Revenue	\$53,207,269	\$46,687,278	\$59,669,167
Amount of Charity Care (charges)	\$1,649,359	\$2,782,520	\$2,786,171
Cost of Charity Care	\$347,520	\$406,248	\$323,391

3. Charity Care Information – Proctor Hospital

CHARITY CARE			
	FY 2019	FY 2020	FY 2021
Net Patient Revenue	\$106,405,304	\$109,146,704	\$138,632,693
Amount of Charity Care (charges)	\$3,881,302	\$4,933,246	\$4,910,948
Cost of Charity Care	\$572,562	\$790,306	\$788,081

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	14-17
2	Site Ownership	18
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	19
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	20-22
5	Background of the Applicant	24-34
6	Change of Ownership	38-41
7	Charity Care Information	43

**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: Pekin Memorial Hospital		
Street Address: 600 South 13 th St.		
City and Zip Code: Peoria 61554		
County: Peoria	Health Service Area: HSA 2	Health Planning Area: C-01

Legislators

State Senator Name: David Koehler
State Representative Name: Jehan A. Gordon

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

Exact Legal Name: Pekin Memorial Hospital
Street Address: 600 South 13 th St.
City and Zip Code: Peoria 61554
Name of Registered Agent: Keith Knepp, MD
Registered Agent Street Address: 600 South 13 th St.
Registered Agent City and Zip Code: Peoria 61554
Name of Chief Executive Officer: Keith Knepp, MD
CEO Street Address: 221 N.E. Glen Oak Ave.
CEO City and Zip Code: Peoria 61636
CEO Telephone Number: (309) 871-2528

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input 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
<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 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: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation
Address: 611 W. Park Street Urbana, IL 61801
Telephone Number: 217-902-5521
E-mail Address: Collin.Anderson@Carle.com

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: Collin Anderson
Title: Strategic Planning Coordinator II
Company Name: The Carle Foundation
Address: 611 West Park Street, Urbana, IL 61801
Telephone Number: (217) 902-5521
E-mail Address: Collin.Anderson@Carle.com
Fax Number:

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Pekin Memorial Hospital
Address of Site Owner: 600 South 13 th St. Pekin, IL 61554
Street Address or Legal Description of the Site: 600 South 13 th St. Pekin, IL 61554
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: Pekin Memorial Hospital			
Address: 600 South 13 th St. Pekin, IL 61554			
<input checked="" type="checkbox"/>	Non-profit Corporation	<input 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

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Pekin Memorial Hospital	
Address: 600 South 13 th St. Pekin, IL 61554	
<input checked="" type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<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 <u>ATTACHMENT 3</u>, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

Narrative Description

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

The Carle Foundation d/b/a Carle Health (“Carle”), Iowa Health System d/b/a UnityPoint Health, and Methodist Health Services Corporation are entering into a Strategic Affiliation Agreement (the “Planned Transaction”) relative to a change of control of (i) Pekin Memorial Hospital, (ii) The Methodist Medical Center of Illinois, (iii) Proctor Hospital, (iv) The Methodist Medical Center of Illinois d/b/a Young Minds Institute, and (v) Proctor Hospital Dialysis Center (collectively, the “Facilities”). Pursuant to the Strategic Affiliation Agreement, The Carle Foundation will replace Iowa Health System d/b/a UnityPoint Health as the sole corporate member of Methodist Health Services Corporation which is the sole member of the Facilities. In connection with the consummation of the change of control of the Facilities, the operating entity of each of the Facilities will not change. The Carle Foundation and the Hospitals are Illinois not-for-profit corporations.

The Planned Transaction is anticipated to close on January 1, 2023 or as soon thereafter as all closing conditions have been satisfied or waived. The legal names and addresses of the Facilities are as follows:

- The Methodist Medical Center of Illinois, 221 N.E. Glen Oak Ave., Peoria, IL 61636
- Pekin Memorial Hospital, 600 S. 13th St., Pekin, IL 61554
- Proctor Hospital, 5409 N. Knoxville Ave., Peoria, IL 61614
- The Methodist Medical Center of Illinois d/b/a Young Minds Institute, 2223 W. Heading Ave., West Peoria, IL 61604
- Proctor Hospital Dialysis Center, 5401 N. Knoxville Ave. Suite 104, Peoria, IL 61614

The total consideration to be paid to UnityPoint Health for all components of the Planned Transaction is \$75,000,000.

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 Pekin Memorial 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.

Keith Knepp
 SIGNATURE

Keith Knepp, MD
 PRINTED NAME

Chief Executive Officer
 PRINTED TITLE


Jeanine Spain
 SIGNATURE

Jeanine Spain
 PRINTED NAME

Chief Operating Officer
 PRINTED TITLE

Notarization:
 Subscribed and sworn to before me
 this 12 day of Sept, 2022


Cheryl K Bullard
 Signature of Notary

Seal 

*Insert the EXM-316 legal name of the applicant

Notarization:
 Subscribed and sworn to before me
 this 12 day of Sept, 2022

Cheryl K Bullard
 Signature of Notary

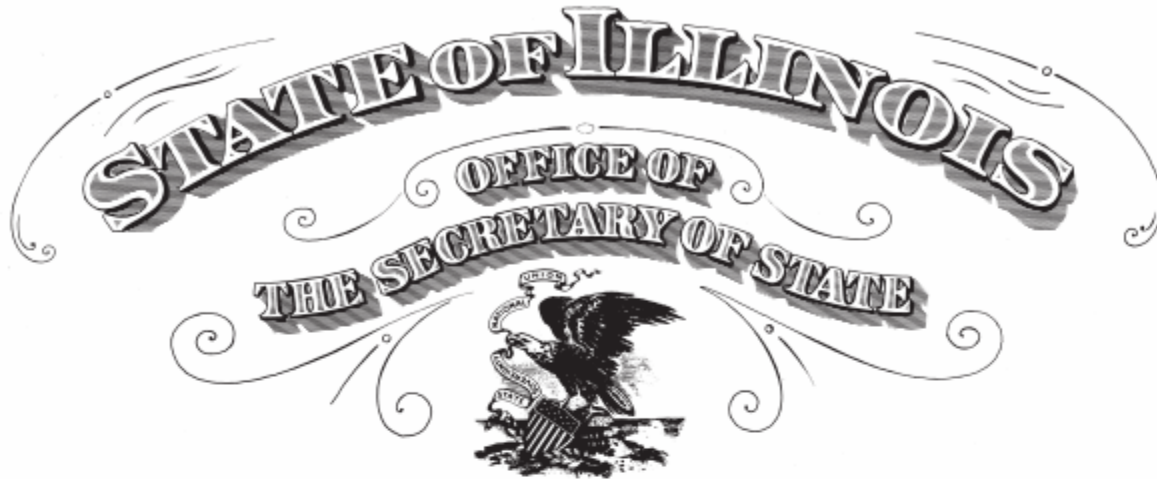


ATTACHMENT 1

Attached hereto as Attachment 1 are Good Standing Certificates issued by the Illinois Secretary of State for:

1. The Carle Foundation;
2. Pekin Memorial Hospital; and
3. Iowa Health System d/b/a UnityPoint Health.

File Number 1250-952-9



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

PEKIN MEMORIAL HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 25, 1913, 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 #: 2225203420 verifiable until 09/09/2023
Authenticate at: <https://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 9TH day of SEPTEMBER A.D. 2022 .

Jesse White

SECRETARY OF STATE

Attachment 1

ATTACHMENT 6

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

Names of Parties, Post-Closing Licensee and Structure of the Transaction - (1130.520 (b)(1)(A), (b)(1)(B) and (b)(1)(C))

The Carle Foundation d/b/a Carle Health (“Carle”), Iowa Health System d/b/a UnityPoint Health, and Methodist Health Services Corporation are entering into a Strategic Affiliation Agreement (the “Planned Transaction”) relative to a change of control of (i) Pekin Memorial Hospital, (ii) The Methodist Medical Center of Illinois, (iii) Proctor Hospital, (iv) The Methodist Medical Center of Illinois d/b/a Young Minds Institute, and (v) Proctor Hospital Dialysis Center (collectively, the “Facilities”). Pursuant to the Strategic Affiliation Agreement, The Carle Foundation will replace Iowa Health System d/b/a UnityPoint Health as the sole corporate member of Methodist Health Services Corporation which is the sole member of the Facilities. In connection with the consummation of the change of control of the Facilities, the operating entity of each of the Facilities will not change. The Carle Foundation and the Hospitals are Illinois not-for-profit corporations.

The Planned Transaction is anticipated to close on January 1, 2023 or as soon thereafter as all closing conditions have been satisfied or waived. The legal names and addresses of the Facilities are as follows:

- The Methodist Medical Center of Illinois, 221 N.E. Glen Oak Ave., Peoria, IL 61636
- Pekin Memorial Hospital, 600 S. 13th St., Pekin, IL 61554
- Proctor Hospital, 5409 N. Knoxville Ave., Peoria, IL 61614
- The Methodist Medical Center of Illinois d/b/a Young Minds Institute, 2223 W. Heading Ave., West Peoria, IL 61604
- Proctor Hospital Dialysis Center, 5401 N. Knoxville Ave. Suite 104, Peoria, IL 61614

This application is part of a series of Certificates of Exemption (“COE”) applications for changes of ownership/control of all of the Facilities. While a separate COE is required and will be filed for each of the Facilities, the Strategic Affiliation Agreement relates to all the Facilities.

Carle is a fully integrated healthcare delivery system serving Central Illinois. Its operations include, among other things, three Illinois general acute care hospitals, two critical access hospitals and three outpatient ambulatory surgical treatment centers.

List of Membership Interests -1130.520(b)(1)(E)

Prior to the completion of the Planned Transaction, Methodist Health Services Corporation is the sole member of Pekin Memorial Hospital. UnityPoint Health is the sole member of Methodist Health Services Corporation. After the closing of the Planned Transaction, The Carle Foundation will become the sole corporate member of Methodist Health Services Corporation.

Fair Market Value of Assets -1130.520(b)(1)(F)

The fair market value of the facilities associated with the Planned Transaction is \$355,718,701².

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

The total consideration for all components of the Planned Transaction is \$75,000,000³.

Affirmation regarding Outstanding CON Permits -1130.520(b)(2)

Applicant Methodist Health Services Corporation holds the following Certificate of Need permit:

- 22-017 The Methodist Medical Center of Illinois d/b/a Young Minds Institute

With the signatures in the certification section of this Certificate of Exemption application, the Applicants affirm that the above-identified project will be completed in accordance with all applicable provisions of Section 1130.

Hospital Financial Assistance Policy Affirmation -1130.520(b)(3)

The Carle Foundation attests that for a period of at least two years following the closing of the Planned Transaction, Pekin Memorial Hospital will not adopt a more restrictive charity care (financial assistance) policy than the policy that was in effect one year prior to closing date of the transaction.

² The fair market value figure noted above is a good faith estimate of the value of the three existing hospitals based on the 12/31/21 balance sheet plus the dollar amount of The Methodist Medical Center of Illinois d/b/a Young Minds Institute's CON permit amount (Project #22-017). The existing hospitals figure represents the approximate book value of those hospital assets as 12/31/21. The value ascribed to the Hospitals at the closing date for accounting and finance purposes will be based upon the information available as of the closing date and may be different than the foregoing figure.

³ This consideration reflects the entire transaction consideration for the five health care facilities not solely the hospital associated with this single application. The consideration paid at closing may be subject to adjustments based on common business practices.