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:	Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook			
Street Address:	500 Remington Blvd.			
City and Zip Code:	Bolingbrook, IL 60440			
County: Cook		Health Service Area:	009	Health Planning Area: A-13

Legislators

State Senator Name:	John Connor
State Representative Name:	Dagmara Avelar

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

Exact Legal Name:	The University of Chicago Medical Center
Street Address:	5841 S. Maryland Avenue
City and Zip Code:	Chicago 60637
Name of Registered Agent:	John Satalic
Registered Agent Street Address:	5841 S. Maryland Avenue
Registered Agent City and Zip Code:	Chicago 60637
Name of Chief Executive Officer:	Thomas Jackiewicz
CEO Street Address:	5841 S. Maryland Avenue
CEO City and Zip Code:	Chicago 60637
CEO Telephone Number:	(773) 702-6240

Type of Ownership of Applicants

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

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

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

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

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

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Facility/Project Identification

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Street Address:	500 Remington Blvd.			
City and Zip Code:	Bolingbrook, IL 60440			
County: Cook		Health Service Area:	009	Health Planning Area: A-05

Legislators

State Senator Name:	John Connor
State Representative Name:	Dagmara Avelar

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

Exact Legal Name:	Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook
Street Address:	500 Remington Blvd.
City and Zip Code:	Bolingbrook 60440
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago 60637
Name of Chief Executive Officer:	G. Thor Thordarson
CEO Street Address:	500 Remington Blvd.
CEO City and Zip Code:	Bolingbrook, IL 60440
CEO Telephone Number:	(630) 312-2050

Type of Ownership of Applicants

- ☒ Non-profit Corporation
- ☐ For-profit Corporation
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- ☐ Partnership
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- ☐ Sole Proprietorship
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City and Zip Code:	Bolingbrook, IL 60440			
County: Cook		Health Service Area:	009	Health Planning Area: A-05

Legislators

State Senator Name:	John Connor
State Representative Name:	Dagmara Avelar

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

Exact Legal Name:	Adventist Health System Sunbelt Healthcare Corporation d/b/a/ AdventHealth
Street Address:	900 Hope Way
City and Zip Code:	Altamonte, FL 32714
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago 60604
Name of Chief Executive Officer:	Terry Shaw
CEO Street Address:	900 Hope Way
CEO City and Zip Code:	Altamonte, FL 32714
CEO Telephone Number:	(407) 357-1000

Type of Ownership of Applicants

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

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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:	Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook			
Street Address:	500 Remington Blvd.			
City and Zip Code:	Bolingbrook, IL 60440			
County: Cook		Health Service Area:	009	Health Planning Area: A-05

Legislators

State Senator Name:	John Connor
State Representative Name:	Dagmara Avelar

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Exact Legal Name:	Adventist Health System/Sunbelt, Inc.
Street Address:	900 Hope Way
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Registered Agent Street Address:	208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago 60604
Name of Chief Executive Officer:	Terry Shaw
CEO Street Address:	900 Hope Way
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Telephone Number:	(312) 876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	(312) 876-7815

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

Name:	
Title:	
Company Name:	
Address:	
Telephone Number:	
E-mail Address:	
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:	Phillip L. Kaufman
Title:	Vice President – Finance Shared Services
Company Name:	The University of Chicago Medical Center
Address:	5841 S. Maryland Avenue, Chicago, IL 60637
Telephone Number:	(773) 702-8184
E-mail Address:	Phillip.kaufman@uchospital.edu
Fax Number:	(773) 702-8184

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook
Address of Site Owner: 500 Remington Blvd., Bolingbrook, IL 60440
Street Address or Legal Description of the Site: **Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.**
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Current Operating Identity/Licensee

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

Exact Legal Name:	Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook
Address:	500 Remington Blvd., Bolingbrook, IL 60440

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

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook

Address: 500 Remington Blvd., Bolingbrook, IL 60440

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

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which 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 University of Chicago Medical Center ("UCMC"), Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth") , Adventist Health System/Sunbelt, Inc. ("AHHS") and Adventist Midwest Health ("AMH") (together, the "Applicants") executed an affiliation agreement on September, 13, 2022 (the "Affiliation Agreement"). Under this agreement UCMC would become a Class A Member of AHS and have the ability to appoint 50% of the governing board.

The Applicants seek authority from the Illinois Health Facilities and Services Review Board for the change of control, as defined by Review Board regulations, for the four hospitals listed below. The Certificate of Exemption application is one in a series of four COE applications.

AdventHealth Hinsdale
AdventHealth La Grange
AdventHealth Bolingbrook
AdventHealth GlenOaks

UCMC is an integrated academic health system that includes hospitals, outpatient clinics and physician practices throughout Chicagoland as well as in the suburbs and Northwest Indiana. The health system offers a full range of specialty care services for adults and children through more than 40 institutes and centers including an NCI-designated Comprehensive Cancer Center.

AdventHealth is a faith-based not-for-profit health system headquartered in Florida that operates in nine states. AdventHealth's Great Lakes Region includes AdventHealth Bolingbrook, AdventHealth GlenOaks, AdventHealth La Grange, and AdventHealth Hinsdale.

A summary of the terms of the transaction is included in Attachment 6 of this application. The transaction is scheduled to close on December 31, 2022, subject to necessary approvals.

The Affiliation Agreement provides that closing on the transaction is subject to the parties having received a Certificate of Exemption from the Illinois Health Facilities and Services Review Board.

Related Project Costs

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

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: $_____

Fair Market Value: $_____

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes __ 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): December 31, 2022

State Agency Submittals

Are the following submittals up to date as applicable:

☒ Cancer Registry (through August 2022)
☒ APORS
☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
Th All reports regarding outstanding permits
Failure to be up to date with these requirements will result in the Application being deemed incomplete.

CERTIFICATION

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

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

This Application is filed on the behalf of The University of Chicago Medical 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.

SIGNATURE

Thomas Jackiewicz
PRINTED NAME

President
PRINTED TITLE

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

Signature of Notary

Seal

"OFFICIAL SEAL"
CASSANDRA COLE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/9/2025

*Insert the EXACT legal name of the applicant

SIGNATURE

Ivan Samstein
PRINTED NAME

Executive VP & Chief Financial Officer
PRINTED TITLE

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

Signature of Notary

Seal

"OFFICIAL SEAL"
CASSANDRA COLE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/9/2025

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

This Application is filed on the behalf of Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook

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	SIGNATURE
Lynn C. Boosscott	Michael E. Saunders
PRINTED NAME	PRINTED NAME
Assistant Secretary	Assistant Secretary
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 9th day of September	Notarization: Subscribed and sworn to before me this 12th day of September
Signature of Notary	Signature of Notary
Seal	Seal

MARTHA A MILLER
Notary Public - State of Florida
Commission # HH 285012
My Comm. Expires Jul 7, 2026
Bonded through National Notary Assn.

*Insert the EXACT legal name of the applicant

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

This Application is filed on the behalf of Adventist Health System Sunbelt Healthcare Corporation d/b/a AdventHealth

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	SIGNATURE
Lynn C. Addiscott	Michael E. Saunders
PRINTED NAME	PRINTED NAME
Assistant Secretary	Assistant Secretary
PRINTED TITLE	PRINTED TITLE
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- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Adventist Health System Sunbelt Healthcare Corporation d/b/a AdventHealth

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.

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PRINTED NAME	PRINTED NAME
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Signature of Notary	Signature of Notary
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MARTHA A MILLER
Notary Public - State of Florida
Commission # HH 285012
My Comm. Expires Jul 7, 2026
Bonded through National Notary Assn.

*Insert the EXACT legal name of the applicant

SECTION II. BACKGROUND

BACKGROUND OF APPLICANT

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

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

3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.

4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**

5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

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

SECTION III. CHANGE OF OWNERSHIP (CHOW)

Transaction Type. Check the Following that Applies to the Transaction:

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

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

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.

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

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

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

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.

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.

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	19-24
2	Site Ownership	25
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	26
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	27-30
5	Background of the Applicant	31-47
6	Change of Ownership	48-52
7	Charity Care Information	53

Section I, Identification, General Information and Certification

Attachment 1, Type of Ownership of Applicants

An organizational chart showing the current ownership structure of Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook ("AdventHealth Bolingbrook"), along with the post-closing ownership structure of the Facility, is included in Attachment 4. Good standing certificates for the following entities are also attached:

1. Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook: Adventist Bolingbrook Hospital is a not-for-profit Illinois corporation. A copy of Adventist Bollingbrook Hospital's Illinois Good Standing Certificate is attached.

2. The University of Chicago Medical Center ("UCMC"): UCMC is an Illinois not-for-profit Corporation. A copy of The University of Chicago Medical Center's Illinois Good Standing Certificate is attached.

3. Adventist Health System Sunbelt Healthcare Corporation d/b/a AdventHealth ("AdventHealth"): AdventHealth is a Florida corporation authorized to conduct business in Illinois. A copy of its Illinois Certificate of Good Standing is attached.

4. Adventist Health System/Sunbelt, Inc. ("AHSS"): AHSS is a Florida not-for-profit corporation authorized to conduct business in Illinois. A copy of its Illinois Certificate of Good Standing is attached.

ATTACHMENT 1

Certificates of Good Standing on Following Pages

File Number 5439-757-7

STATE OF ILLINOIS
OFFICE OF THE 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 I am the keeper of the records of the Department of Business Services. I certify that

THE UNIVERSITY OF CHICAGO MEDICAL CENTER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON OCTOBER 01, 1986, 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.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 20TH *day of* MAY *A.D.* 2022 .

Authentication #: 2214001212 verifiable until 05/20/2023
Authenticate at: http://www.ilsos.gov

Jesse White
SECRETARY OF STATE

[redacted]

ATTACHMENT 1

#E-060-22

File Number 6322-329-8

STATE OF ILLINOIS

OFFICE OF THE 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 I am the keeper of the records of the Department of Business Services. I certify that

ADVENTIST BOLINGBROOK HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 25, 2003, 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.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 14TH *day of* SEPTEMBER *A.D.* 2022 .

Authentication #: 2225704164 verifiable until 09/14/2023

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

Jesse White

SECRETARY OF STATE

File Number 5938-879-7

To all to whom these Presents Shall Come, Greeting:

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

ADVENTIST HEALTH SYSTEM/SUNBELT, INC., INCORPORATED IN FLORIDA AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 28, 1997, 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 #: 2224902010 verifiable until 09/06/2023
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* 6TH *day of* SEPTEMBER *A.D.* 2022 .

Jesse White

SECRETARY OF STATE

ATTACHMENT 1

File Number 5938-890-8

STATE OF ILLINOIS
OFFICE OF
THE 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 I am the keeper of the records of the Department of Business Services. I certify that

ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION, INCORPORATED IN FLORIDA AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 28, 1997, 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.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 6TH *day of* SEPTEMBER *A.D.* 2022 .

Authentication #: 2224902002 verifiable until 09/06/2023
Authenticate at: https://www.ilsos.gov

Jesse White
SECRETARY OF STATE

ATTACHMENT 1

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

By their signatures on the Certification pages of this COE application the applicants attest that Adventist Bolingbrook Hospital owns the real property of AdventHealth Bolingbrook. There will be no change in site ownership as a result of the proposed change in ownership.

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

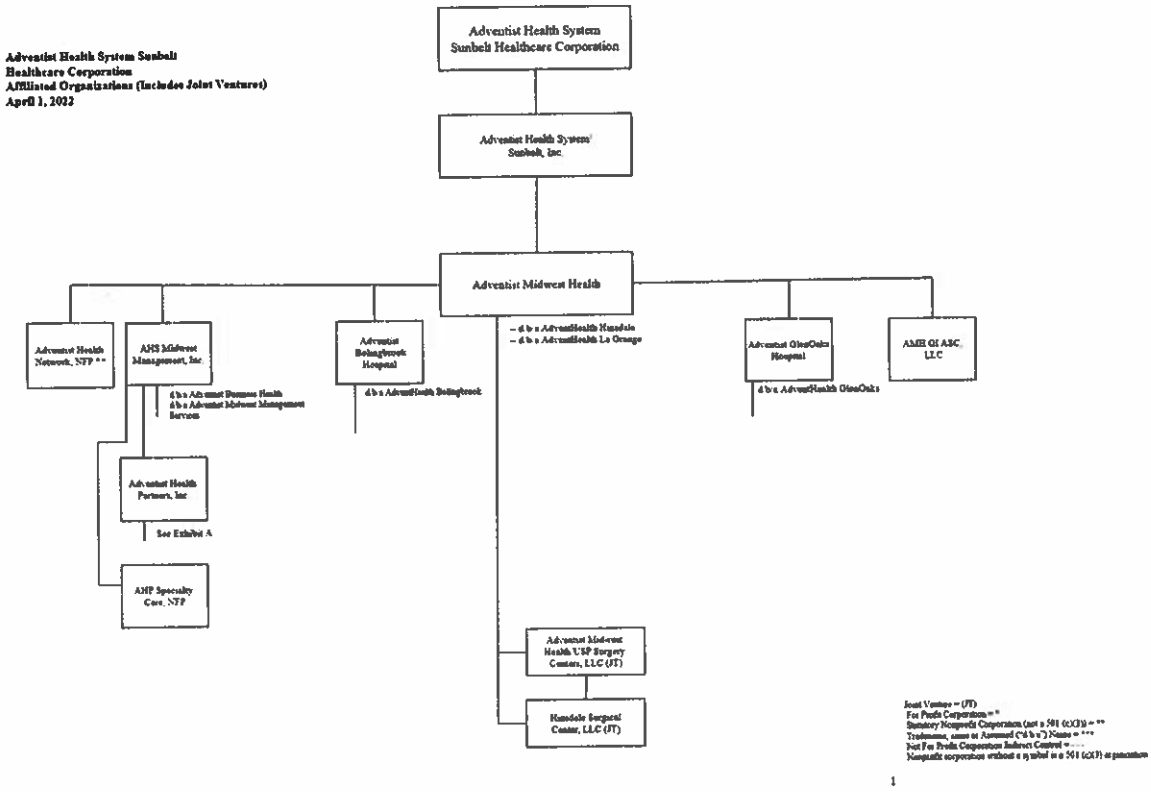
Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook will continue to be the licensee for AdventHealth Bolingbrook.

Section I, Identification, General Information and Certification

Attachment 4, Organizational Relationships

Organizational charts showing the current ownership structure of AdventHealth Bolingbrook, along with the post-closing ownership structure of the hospital are attached.

Current Ownership Structure

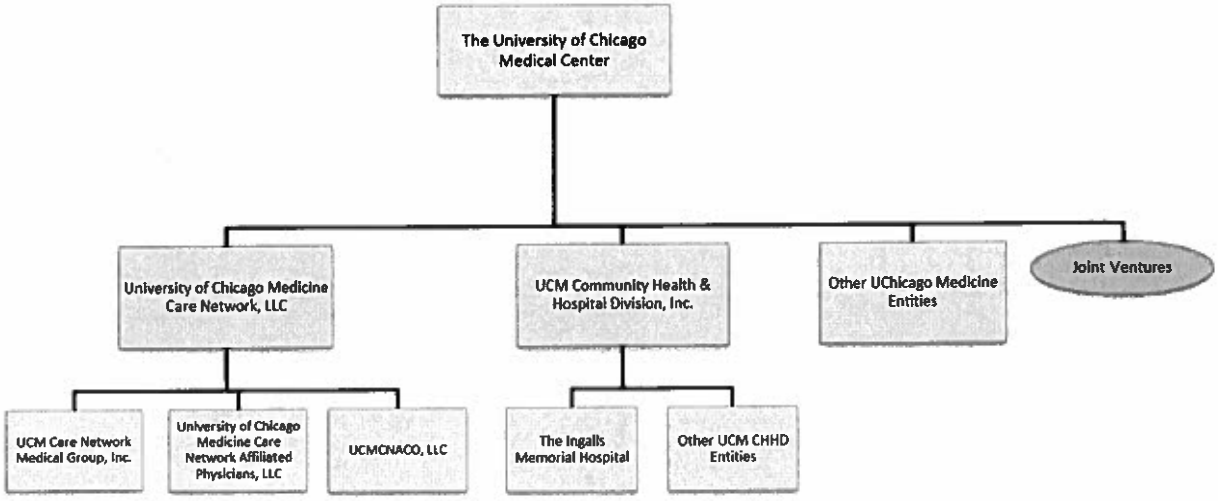


Adventist Health System Sunbelt Healthcare Corporation
Affiliated Organizations (Includes Joint Ventures)
April 1, 2022

1

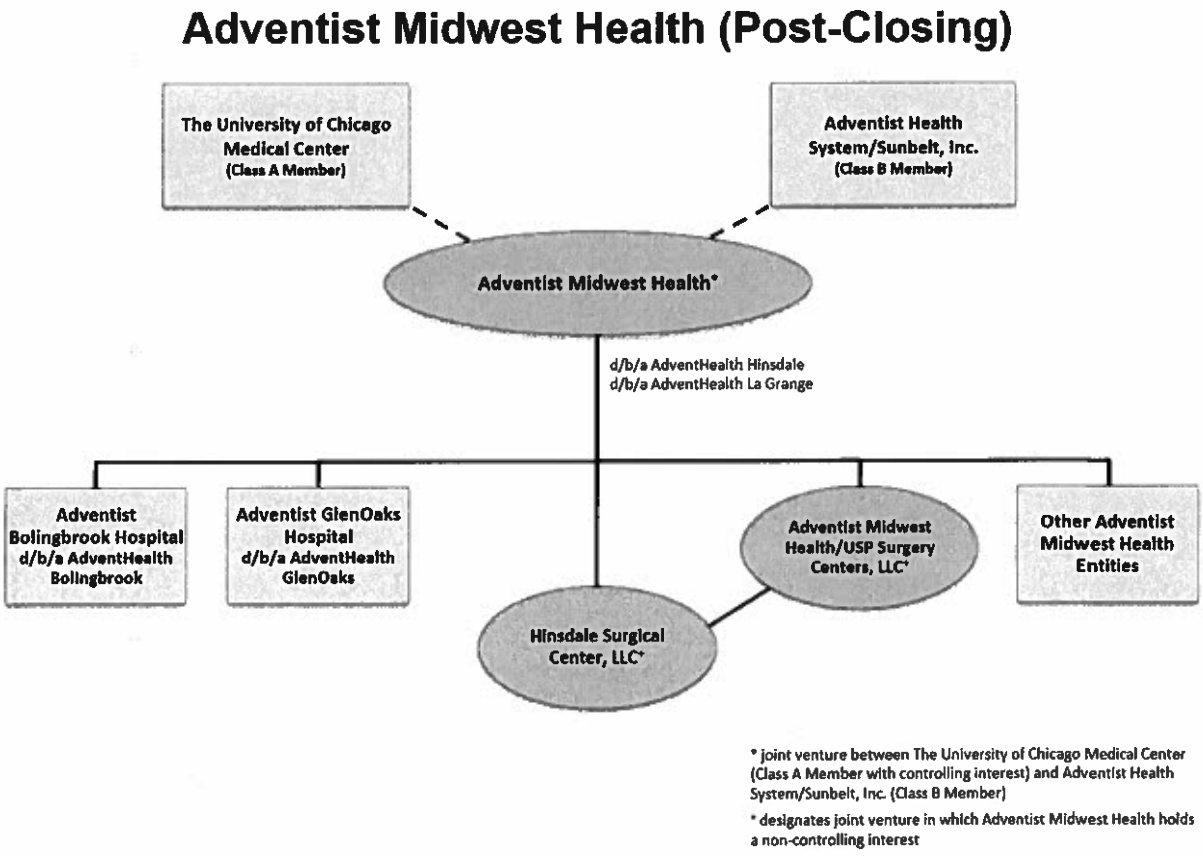
ATTACHMENT 4

UChicago Medicine Organization Structure



ATTACHMENT 4

Post Transaction Ownership



ATTACHMENT 4

Section 1110.230 Background of Applicant Attachment 5

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

Adventist Midwest Health owns four hospitals, directly or indirectly, in Illinois (collectively, the "AMH Hospitals") and has a non-controlling interest in several ASTCs. Copies of IDPH licenses are attached. A copy of accreditation letters are also attached.

Hospital Name	License Number	ID Number	Expiration Date	Accreditation No.
AdventHealth Hinsdale	HF124023	0005967	12/31/2022	7359
AdventHealth La Grange	HF124282	0005967	1/31/2023	7370
AdventHealth Bolingbrook	HF124247	0005496	1/10/2023	454359
AdventHealth GlenOaks	HF125217	0003814	1/11/2023	5192

UCMC's full general hospital license #0003897, effective July 1, 2022, issued by the Illinois Department of Public Health ("IDPH"), is attached. UCMC's most recent accreditation letter from the Joint Commission, dated May 12, 2016, is attached.

UCMC also owns Ingalls Memorial Hospital ("Ingalls Hospital") and Ingalls Same Day Surgery Center, an ambulatory surgery treatment center ("Ingalls ASTC").

Ingalls Hospital's full general hospital license is #0001099, effective January 1, 2022.

Ingalls ASTC's ambulatory surgery treatment center license #7001043, effective June 18, 2021.

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

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

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

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies;

(ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

Adventist Midwest Health

La Grange, 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

March 6, 2021

Accreditation is customarily valid for up to 36 months.

Jane Englebright, PhD, RN, CENP, FAAN
Chair, Board of Commissioners

ID #7370
Print/Reprint Date: 06/17/2021

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.

ATTACHMENT 5

IDPH
ILLINOIS DEPARTMENT OF PUBLIC HEALTH

525-535 West Jefferson Street · Springfield, Illinois 62761-0001 · www.dph.illinois.gov

April 1, 2022

Carivia Holmes, Manager, Regulatory Advocacy
Adventist Midwest Health
dba AdventHealth La Grange
5101 South Willow Springs Road
La Grange, IL 60525-2600
Carivia.Holmes@adventhealth.com

Dear Ms. Holmes:

We are in receipt of information indicating an assumed name change for this facility from Adventist LaGrange Memorial Hospital to **dba AdventHealth La Grange.** Thank you for this information. We have updated the licensing information appropriately. Please accept this letter as an acknowledgment. The name on the license for 0005967 will be reflected of the change upon issuance of the next renewal license.

Please note that CMS database will not be updated until the Department receives the approved 855 from the MAC.

If you should require further assistance regarding this issue, please contact Stephanie Glenn at 525 West Jefferson Street, 4th Floor, Springfield, Illinois 62761-0001, or feel free to call at (217) 782-0850. The Departments TTY number is 800/547-0466, for use by the hearing impaired.

Sincerely,

Stephanie M Glenn, RPh

Stephanie M. Glenn, RPh
Assistant Division Chief
Health Care Facilities and Programs
Illinois Department of Public Health

Illinois Department of PUBLIC HEALTH

HF 124282

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	LIC NUMBER
1/31/2023		0005967

General Hospital

Effective: 02/01/2022

Adventist Midwest Health
dba Adventist LaGrange Memorial Hospital
5101 South Willow Springs Road

LaGrange, IL 60525

The face of this license has a colored background. Printed by Authority of the State of Illinois • RO, #19-003-001 10M 9/18

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 1/31/2023

Lic Number 0005967

Date Printed 11/18/2021

Adventist Midwest Health
dba Adventist LaGrange Memorial Hos
5101 South Willow Springs Road
LaGrange, IL 60525

FEE RECEIPT NO.

ATTACHMENT 5

Adventist Bolingbrook Hospital

Bolingbrook, 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

October 12, 2019

Accreditation is customarily valid for up to 36 months.

David H. Perrott

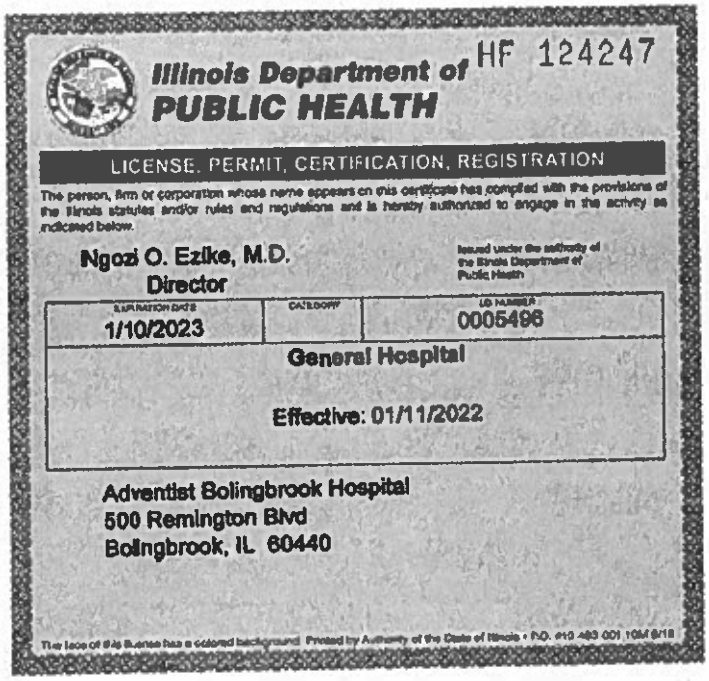
David Perrott, MD, DDS, MBA, FACS
Chair, Board of Commissioners

ID #454359
Print/Reprint Date: 01/09/2020

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.

ATTACHMENT 5



Illinois Department of PUBLIC HEALTH

HF 124247

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Ngozi O. Ezike, M.D.
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	LIC NUMBER
1/10/2023		0005496

General Hospital

Effective: 01/11/2022

Adventist Bolingbrook Hospital
500 Remington Blvd
Bolingbrook, IL 60440

This face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #10 483 001 10M 8/18

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 1/10/2023

Lic Number 0005496

Date Printed 11/12/2021

Adventist Bolingbrook Hospital

500 Remington Blvd
Bolingbrook, IL 60440

FEE RECEIPT NO.

ATTACHMENT 5

Adventist GlenOaks Hospital

Glendale Heights, 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

March 13, 2021

Accreditation is customarily valid for up to 36 months.

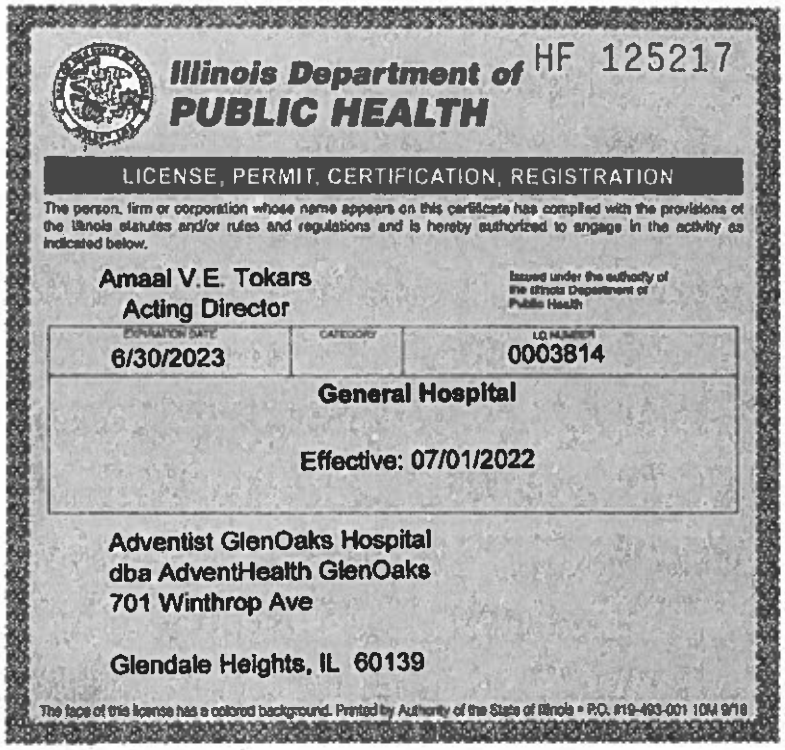
Jane Englebright, PhD, RN, CENP, FAAN
Chair, Board of Commissioners

ID #5192
Print/Reprint Date: 06/03/2021

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.

ATTACHMENT 5



Illinois Department of PUBLIC HEALTH

HF 125217

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Amaal V.E. Tokars
Acting Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
6/30/2023		0003814

General Hospital

Effective: 07/01/2022

Adventist GlenOaks Hospital
dba AdventHealth GlenOaks
701 Winthrop Ave

Glendale Heights, IL 60139

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 0003814

Date Printed 4/4/2022

Adventist GlenOaks Hospital
dba AdventHealth GlenOaks
701 Winthrop Ave
Glendale Heights, IL 60139

FEE RECEIPT NO.

ATTACHMENT 5

IDPH
ILLINOIS DEPARTMENT OF PUBLIC HEALTH

525-535 West Jefferson Street · Springfield, Illinois 62761-0001 · www.dph.illinois.gov

April 1, 2022

Carivia Holmes, Manager, Regulatory Advocacy
Adventist Bolingbrook Hospital
dba AdventHealth Bolingbrook
500 Remington Blvd
Bolingbrook, IL 60440-4906
Carivia.Holmes@adventhealth.com

Dear Ms. Holmes:

We are in receipt of information indicating the addition of an assumed name for Adventist Bolingbrook Hospital. The **dba AdventHealth Bolingbrook** has been added to the facility record. Thank you for this information. We have updated the licensing information appropriately. Please accept this letter as an acknowledgment. The name on the license for **0005496** will be reflected of the change upon issuance of the next renewal license.

Please note that CMS database will not be updated until the Department receives the approved 855 from the MAC.

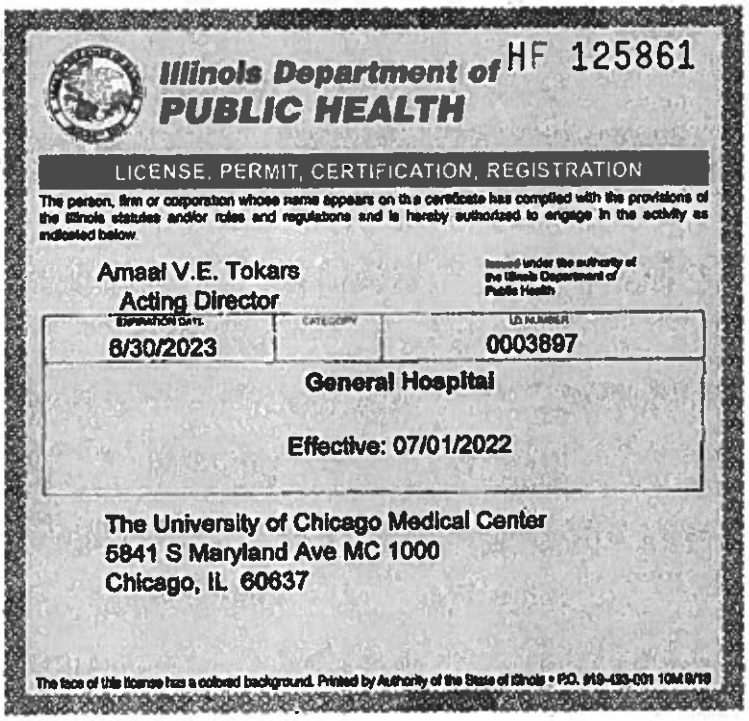
If you should require further assistance regarding this issue, please contact Stephanie Glenn at 525 West Jefferson Street, 4th Floor, Springfield, Illinois 62761-0001, or feel free to call at (217) 782-0850. The Departments TTY number is 800/547-0466, for use by the hearing impaired.

Sincerely,

Stephanie M Glenn, RPh

Stephanie M. Glenn, RPh
Assistant Division Chief
Health Care Facilities and Programs
Illinois Department of Public Health

ATTACHMENT 5



Illinois Department of PUBLIC HEALTH

HF 125861

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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

Amaal V.E. Tokars
Acting Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE	CATEGORY	I.D. NUMBER
6/30/2023		0003897

General Hospital

Effective: 07/01/2022

The University of Chicago Medical Center
5841 S Maryland Ave MC 1000
Chicago, IL 60637

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. 919-433-001 10M 9/19

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

Exp. Date 6/30/2023

Lic Number 0003897

Date Printed 6/30/2022

The University of Chicago Medical Cen

5841 S Maryland Ave MC 1000
Chicago IL 60637

FEE RECEIPT NO.

ATTACHMENT 5

University of Chicago Medical Center

Chicago, 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

March 12, 2016

Accreditation is customarily valid for up to 36 months.

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 by 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.

Illinois Department of PUBLIC HEALTH HF 123993

DISPLAY THIS PART IN A CONSPICUOUS PLACE

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		0001099

General Hospital

Effective: 01/01/2022

Ingalls Memorial Hospital
1 Ingalls Drive
Harvey, IL 60426

The face of this license has a colored background. Printed by Authority of the State of Illinois [illegible]

Exp. Date 12/31/2022
Lic Number 0001099

Date Printed 10/12/2021

Ingalls Memorial Hospital

1 Ingalls Drive
Harvey, IL 60426

FEE RECEIPT NO.

ATTACHMENT 5

40519653.1

IDPH
ILLINOIS DEPARTMENT OF PUBLIC HEALTH

525-535 West Jefferson Street • Springfield, Illinois 62761-0001 • www.dph.illinois.gov

April 1, 2022

Carivia Holmes, Manager, Regulatory Advocacy
Adventist Midwest Health
dba AdventHealth Hinsdale
120 North Oak Street
Hinsdale, IL 60521
Carivia.Holmes@adventhealth.com

Dear Ms. Holmes:

We are in receipt of information indicating an assumed name change for this facility from Adventist Hinsdale Hospital to **dba AdventHealth Hinsdale.** Thank you for this information. We have updated the licensing information appropriately. Please accept this letter as an acknowledgment. The name on the license for **0000976** will be reflected of the change upon issuance of the next renewal license.

Please note that CMS database will not be updated until the Department receives the approved 855 from the MAC.

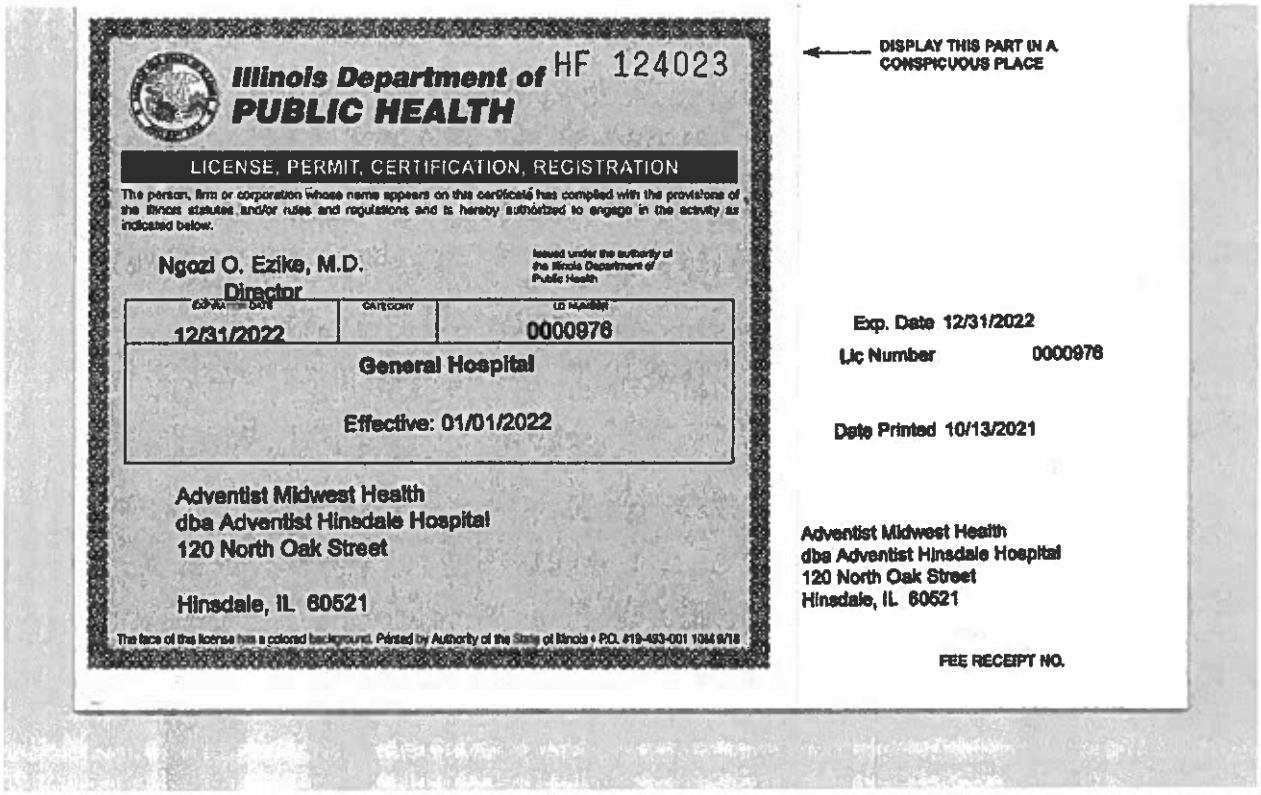
If you should require further assistance regarding this issue, please contact Stephanie Glenn at 525 West Jefferson Street, 4th Floor, Springfield, Illinois 62761-0001, or feel free to call at (217) 782-0850. The Departments TTY number is 800/547-0466, for use by the hearing impaired.

Sincerely,

Stephanie M Glenn, RPh

Stephanie M. Glenn, RPh
Assistant Division Chief
Health Care Facilities and Programs
Illinois Department of Public Health

1



Illinois Department of PUBLIC HEALTH

HF 124023

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	LICENSE NUMBER
12/31/2022		0000976

General Hospital

Effective: 01/01/2022

Adventist Midwest Health
dba Adventist Hinsdale Hospital
120 North Oak Street

Hinsdale, IL 60521

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 0000976

Date Printed 10/13/2021

Adventist Midwest Health
dba Adventist Hinsdale Hospital
120 North Oak Street
Hinsdale, IL 60521

FEE RECEIPT NO.

ATTACHMENT 5

Adventist Midwest Health

Hinsdale, IL

has been Accredited by

The Joint Commission

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

Behavioral Health Care and Human Services Accreditation Program

March 10, 2021

Accreditation is customarily valid for up to 36 months.

Jane Englebright, PhD, RN, CENP, FAAN
Chair, Board of Commissioners

ID #7359
Print/Reprint Date: 05/20/2021

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

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ATTACHMENT 5

Adventist Midwest Health

Hinsdale, 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

March 13, 2021

Accreditation is customarily valid for up to 36 months.

Jane Englebright, PhD, RN, CENP, FAAN
Chair, Board of Commissioners

ID #7359
Print/Reprint Date: 05/20/2021

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

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ATTACHMENT 5

Section IV, Change of Ownership

Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility

1. **1130.520(b)(1)(A), Names of Parties.**

The Applicants are: (i) Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook ("AdventHealth Bolingbrook"), (ii) Adventist Health System/Sunbelt, Inc., ("AHSS") (iii) Adventist Health System Sunbelt Healthcare Corporation d/b/a AdventHealth, and (iv) The University of Chicago Medical Center ("UCMC").

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

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

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

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

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

On September 13, 2022, The University of Chicago Medical Center ("UCMC"), Adventist Health System Sunbelt Healthcare Corporation ("AdventHealth"), Adventist Health System/Sunbelt, Inc. ("AHHS") and Adventist Midwest Health ("AMH") executed an affiliation agreement (the "Affiliation Agreement"). Under the Affiliation Agreement, the governance and management of the affairs of AMH will be vested in the AMH Board of Directors.

At closing, AMH will have two classes of members ("Members"): (1) UCMC will be the sole Class A Member, and will possess a controlling interest in AMH, and (2) AHSS will be the sole Class B Member, and will possess the remaining interest in AMH.

The AMH Board will be comprised of an equal number of individuals elected by each Member, plus the AMH chief executive officer, who will serve *ex officio*, without the right to vote. Each Member will have the sole right to appoint and remove without cause the board seats that such Member controls.

At closing, UCMC will contribute $250,000,000 to AMH as part of the transaction.

Post-closing, the parties will cooperate in connection with integration efforts, including, capital planning, philanthropy and foundation planning, physician integration and recruitment, leadership integration, co-branding, information technology integration, analysis and prioritization of operational initiatives, capital finance planning, and streamlining and integration of management services.

The parties will maintain independent medical staffs, but the parties will promote close coordination and collaboration among the AMH Hospitals Medical Staffs and the UCMC Medical Staff to ensure quality and safety. The AMH chief medical officer will play a key role in such coordination.

AMH Hospitals will continue to honor the current AdventHealth Charity Care Policy for two years following the closing. AMH Hospitals will continue to be operated in a manner generally consistent with the tenets of the Seventh-day Adventist Church as determined in AHSS's discretion. Such commitment does not apply to facilities operated by UCMC outside of the AMH facilities, and UCMC will continue to operate its existing and future facilities in a manner consistent with its existing practices.

UCMC anticipates consolidating the financials of AMH into UCMC financial reporting.

The Affiliation Agreement provides that closing on the transaction is subject to the parties having received a Certificate of Exemption from the Illinois Health Facilities and Services Review Board.

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

Adventist Bolingbrook Hospital d/b/a AdventHealth Bolingbrook will continue to be the licensed entity after the proposed transaction.

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

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

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

As part of the transaction UCMC will be making a capital contribution to Adventist Midwest Health in the amount of $250,000,000 and will become the Class A Member of that not-for-profit entity. The transaction is an "arm's length" arrangement and capital contribution is the fair market value of its Class A membership.

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

Both UCMC and Adventist Midwest Health are Illinois not-for-profit corporations. In compliance with Illinois law regulating not-for-profit entities the transaction is more properly structured as a capital contribution to Adventist Midwest Health rather than a "purchase". In exchange for its capital contribution in the amount of $250,000,000 UCMC will become the Class A Member in that entity and would be is considered the "controlling" entity for Planning Act purposes. Adventist Health System/Sunbelt, Inc. will be the Class B Member.

The consideration exchanged between the parties reflects the value of the ongoing operations of Adventist Midwest Health in total, which includes assets in addition to the licensed health care facilities. Because the COE application process requests that value be assigned to facilities subject to the Planning Act, for purposes of the COE applications, the Applicants and their financial advisors have made a good faith effort to assign values to each of the facilities subject to the COE applications allocated on a percentage of revenue basis. For purposes of these COE applications only, this allocation for UCMC becoming the Class A Member is as follows:

AdventHealth Hinsdale	$87,200,000
AdventHealth LaGrange	$58,200,000
Adventist Bolingbrook Hospital	$49,200,000
Adventist GlenOaks	$28,900,000
Other Assets	$26,200,000

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

In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm that any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520. There are no open permits.

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

AdventHealth and UCMC believe there are considerable benefits to the proposed joint venture between the parties for these Illinois facilities that will improve health care, enhance patient access and allow both parties to further their charitable missions. These include:

- Establishing a partnership with a focus on growth, quality and delivery of value-based care.

- Continuing to advance a shared vision of inclusion and innovation that respects and embraces the diversity among patients and providers.

- Giving existing and new patients a greater choice of physicians and increased access to the full continuum of care, including quality community-based care and subspecialty care, and an expanded ambulatory footprint.

- Providing UCMC patients access to AdventHealth' s proven success and expertise in managing community-based healthcare systems.

- Supporting a strategy to develop a long term sustainable model for population health management.

- Advancing the formation of new knowledge and improved patient outcomes by leveraging shared data analytics.

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

UCMC and AdventHealth believe that a system that combines the unique attributes of academic medicine with community-based care is well suited to manage both the medical and social needs of its patient populations on a large scale, improving health care access and equity, while simultaneously creating efficiencies that reduce cost.

Such opportunities for cost savings may be achieved through:

- Better-integrated, better-coordinated and more comprehensive care for patients through an expansive and diverse provider network;
- Reduced fragmentation and redundancy of care through clinical integration; and
- Enhanced ability to focus on value-driven initiatives and population health to improve health outcomes.

AdventHealth and UCMC seek to deliver whole-person care to more people and know that an investment in the long-term health of the communities they serve ultimately can reduce burdensome health care costs for those that need it the most.

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

UCMC and the AMH Hospitals part of the transaction have robust quality improvement programs. At least initially the hospitals will continue to follow and implement their existing programs. The Applicants expect that over time the hospitals involvement will benefit from the experience of others and collaborate to adopt best practices.

The primary quality and innovation is expected to come from the academic medical center relationship. This combination will enhance UCMC's academic mission through

expansion of clinical trials and awards the opportunity to develop robust and innovative training programs for UCMC's medical students, residents and fellows. The current AMH Hospitals can benefit from the tertiary and quaternary expertise in a community hospital context, including greater access to subspecialty care and to develop more high-quality multidisciplinary services for patients.

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

At closing, AMH will have two classes of members (the "Members"): (1) UCMC will be the sole Class A Member, and will possess a controlling interest in AMH, and (2) AHSS will be the sole Class B Member, and will possess the remaining interest in AMH.

13. **1130.520(b)(9), Description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months after acquisition.**

Except as noted here, there are no long term proposed changes to the scope of services currently provided at the hospital that are anticipated to occur within twenty-four (24) months as a result of the transaction. The Applicants note that AdventHealth Hinsdale will soon be filing a Certificate of Need application to replace, through the renovation of existing space, AdventHealth Hinsdale's special care nursery, which includes Level III (NICU), and Level II stations.

As the Board knows, it has approved a Master Design permit for UCMC to construct a new Cancer Hospital on its campus. UCMC will soon be filing a CON application for the construction phase of the Cancer Hospital.

14. **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.**

The applicants affirm 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 and also affirms that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction.

Section X, Charity Care Information

Attachment 7, Charity Care Information

ADVENTHEALTH HINSDALE CHARITY CARE			
	FY19	**FY20**	**FY21**
Net Patient Revenue	**$335,135,281**	**$267,053,500**	**$295,073,396**
Amount of Charity Care (charges)	$7,140,054	$6,005,228	$12,896,179
Cost of Charity Care	$1,828,575	$1,449,572	$3,010,678
Ratio of Charity Care Cost to Net Patient Rev.	0.5%	0.5%	1.0%

ADVENTHEALTH LA GRANGE CHARITY CARE			
	FY19	**FY20**	**FY21**
Net Patient Revenue	**$161,085,097**	**$151,075,906**	**$176,877,526**
Amount of Charity Care (charges)	$9,331,140	$5,645,678	$11,338,141
Cost of Charity Care	$2,104,592	$1,390,779	$2,593,509
Ratio of Charity Care Cost to Net Patient Rev.	1.3%	0.9%	1.5%

ADVENTHEALTH BOLINGBROOK CHARITY CARE			
	FY19	**FY20**	**FY21**
Net Patient Revenue	**$139,440,399**	**$169,321,566**	**$196,865,975**
Amount of Charity Care (charges)	$15,292,665	$10,517,192	$20,225,792
Cost of Charity Care	$3,181,532	$2,512,410	$4,577,724
Ratio of Charity Care Cost to Net Patient Rev.	2.3%	1.5%	2.3%

ADVENTHEALTH GLENOAKS CHARITY CARE			
	FY19	**FY20**	**FY21**
Net Patient Revenue	**$90,652,165**	**$88,833,230**	**$96,165,340**
Amount of Charity Care (charges)	$12,437,260	$9,656,848	$9,240,031
Cost of Charity Care	$3,276,335	$2,526,946	$2,511,219
Ratio of Charity Care Cost to Net Patient Rev.	3.6%	2.8%	2.6%

AdventHealth Hinsdale will continue its charity care practices including seeing Medicare, Medicaid and charity care patients.

Shown below is the amount of charity care provided by UCMC

UCMC CHARITY CARE			
	FY19	**FY20**	**FY21**
Net Patient Revenue	**$2,121,969,000**	**$1,746,725,000**	**$2,000,232,997**
Amount of Charity Care (charges)	$138,262,328	$181,577,629	$115,238,011
Cost of Charity Care	$23,680,181	$41,477,759	$20,487,959
Ratio of Charity Care Cost to Net Patient Rev.	1.12%	2.37%	1.02%