

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: UroPartners Surgery Center, LLC		
Street Address: 2750 South River Road		
City and Zip Code: Des Plaines, 60018		
County: Cook	Health Service Area: 7	Health Planning Area: 031

Legislators

State Senator Name: Laura Murphy
State Representative Name: Marty Moylan

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

Exact Legal Name: UroPartners Investments, LLC
Street Address: 2245 Enterprise Drive, Suite 4506
City and Zip Code: Westchester, IL 60154
Name of Registered Agent: Neal T. Goldstein
Registered Agent Street Address: 200 S. Wacker Drive, Suite 2700
Registered Agent City and Zip Code: Chicago, 60606
Name of Chief Executive Officer: Richard G. Harris
CEO Street Address: 2245 Enterprise Drive, Suite 4506
CEO City and Zip Code: Westchester, 60154
CEO Telephone Number: (708) 492-0502

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/>
Other	
<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: Nick Radonjic
Title: General Counsel/Chief Operating Officer
Company Name: UroPartners, LLC
Address: 2245 Enterprise Drive, Suite 4506, Westchester, IL 60154
Telephone Number: (708) 492-0565
E-mail Address: NRadonjic@UroPartners.com
Fax Number: (708) 495-0565

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Legislators

State Senator Name: Laura Murphy
State Representative Name: Marty Moylan

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

Exact Legal Name: Solaris Health Holdings, LLC
Street Address: 500 East Broward Boulevard, Suite 2150
City and Zip Code: Fort Lauderdale, FL 33394
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, IL 62703
Name of Chief Executive Officer: Gary Kirsh, MD
CEO Street Address: 500 East Broward Boulevard, Suite 2150
CEO City and Zip Code: Fort Lauderdale, FL 33394
CEO Telephone Number: (954) 678-4377

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/>
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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: Joseph Parise, Esq.
Title: Attorney
Company Name: McDermott, Will & Emery
Address: 200 Clarendon St., Boston, MA 02116
Telephone Number: (617) 535-3857
E-mail Address: jparise@mwe.com
Fax Number: (212) 547-5444

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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City and Zip Code: Fort Lauderdale, 33394
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, 62703
Name of Chief Executive Officer: N/A
CEO Street Address: N/A
CEO City and Zip Code: N/A
CEO Telephone Number: N/A

Type of Ownership of Applicants

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<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. 		
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Name: Joseph Parise, Esq.
Title: Attorney
Company Name: McDermott, Will & Emery
Address: 200 Clarendon St., Boston, MA 02116
Telephone Number: (617) 535-3857
E-mail Address: jparise@mwe.com
Fax Number: (212) 547-5444

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

Name: Mark Silberman and Juan Morado
Title: Partners and CON Counsel
Company Name: Benesch, Friedlander, Coplan and Aronoff
Address: 71 S. Wacker Drive, Suite 1600 Chicago, IL 60606
Telephone Number: (312) 212-4952 and (312) 212-4967
E-mail Address: MSilberman@beneschlaw.com and JMorado@beneschlaw.com
Fax Number: (877) 357-4913

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: Nick Radonjic
Title: General Counsel/Chief Operating Officer
Company Name: UroPartners, LLC
Address: 2245 Enterprise Drive, Suite 4506, Westchester, IL 60154
Telephone Number: (708) 492-0565
E-mail Address: NRadonjic@UroPartners.com
Fax Number: (708) 495-0565

Site Ownership after the Project is Complete [Provide this information for each applicable site]

Exact Legal Name of Site Owner: UroPartners Real Estate, LLC
Address of Site Owner: 2245 Enterprise Drive, Suite 4506, Westchester, IL 60154
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: UroPartners Surgery Center, LLC			
Address: 2245 Enterprise Drive, Suite 4506, Westchester, IL 60154			
<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership		
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental		
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/>	
Other			

Operating Identity/Licensee after the Project is Complete [Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: UroPartners Surgery Center, LLC	
Address: 2245 Enterprise Drive, Suite 4506, Westchester, IL 60154	
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other	<input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/>
<ul style="list-style-type: none"> Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. 	
APPEND DOCUMENTATION AS ATTACHMENT 3 , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

Narrative Description

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

This transaction involves changing the ownership of an ASC, UroPartners Surgery Center, among related parties – from UroPartners Investments, LLC (“UroPartners Investments”) to UroPartners, LLC (“UroPartners”). Also reflected herein is a corporate reorganization of UroPartners, reducing the number of physician owners from 46 to 4. Three of the owners will be from among the existing owners and the fourth, Dr. Gary Kirsh, will be a new owner. From a practical patient perspective, the operation of the ASC will remain unchanged, with the same categories of services being provided and the same physicians providing care post-transaction.

UroPartners Surgery Center is located at 2750 South River Road in Des Plaines, Illinois 60018. The purchase price for the change of ownership related to the surgery center is \$11.75 Million. UroPartners Surgery Center is and will remain the Licensee.

UroPartners Surgery Center is currently wholly owned by UroPartners Surgery Center, LLC which is wholly owned by UroPartners Investments. Alongside UroPartners Investments is UroPartners which, pre-transaction, has an identical ownership structure to UroPartners Investments with both UroPartners Investments and UroPartners being wholly owned in equal shares by 46 physicians who are active members of the practice. A list of those physicians and their percentage of ownership is below.

Post-transaction, the ownership of UroPartners Surgery Center will be transferred from UroPartners Investments to UroPartners. The ownership structure of UroPartners Investments will remain unchanged and they will continue to own the real estate upon which the ASC is located. Post-transaction, the ownership of UroPartners will be reduced to 4 physician owners, each still with an equal interest. The post-transaction listing of the four physicians and their ownership interests is listed below. The operating entity and the licensee will continue to be UroPartners Surgery Center.

In the interests of transparency, there is a broader transaction prompting this transaction, despite it not being a reviewable part of the HFSRB process. UroPartners will sell its non-medical tangible and intangible assets to Solaris Health Holdings, LLC (“Solaris”). Solaris will provide management and business support services for UroPartners, including for the ASC. Solaris is being included as a co-applicant, not because it will have operational or ownership control of the ASC, it will not. However, the portion of the transaction that is related to the ASC acquisition is a combination of debt acquisition and payment, and the payment portion is being financed by Solaris. As such, Solaris has been included as applicant for this project.

Finally, Gary Kirsh, M.D. is being included as an applicant because he will be taking on a 25% ownership interest in UroPartners, which will own the ASC. He will also serve in the role as designated physician which carries with it various management responsibilities related to the ASC. Despite no single transfer of an individual ownership interest results in crossing over the 50% ownership barrier – it seemed appropriate in the best interests of transparency to include Dr. Kirsh as an applicant. The ownership interests of Dr. Harris, Dr. Will and Dr. Cudecki will each raise from 2.174% to 25% and Dr. Kirsh will take on a 25% interest. UroPartners will become a manager managed LLC subject to the authority of this new Local Executive Board. The Local Executive Board will function similar to the role Board of Managers fulfilled, pre-transaction.

The above-described transaction constitutes a substantive project, subject to review and approval by the 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	<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 ___ 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): February 15, 2023

State Agency Submittals

Are the following submittals up to date as applicable:

- ☒ Cancer Registry
- ☐ APORS **NOT APPLICABLE**
- ☒ 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.

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

SIGNATURE

Richard G. Harris, M.D.

PRINTED NAME

President/CEO

PRINTED TITLE

SIGNATURE

John J. Cudecki, M.D.

PRINTED NAME

Chief Medical Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 13 day of December 2022


Signature of Notary

Seal

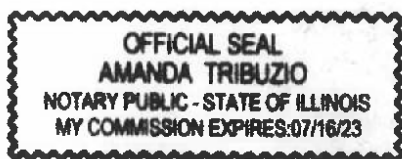
Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



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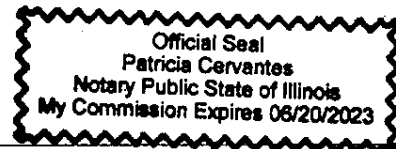
*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 12th day of December

Signature of Notary

Seal



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

SIGNATURE

SIGNATURE

Gary Kirsh, M.D.

Josh Peck

PRINTED NAME

PRINTED NAME

President & Chief Executive Officer

Chief Development Officer

PRINTED TITLE

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 9 day of December

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Cindy Boellike

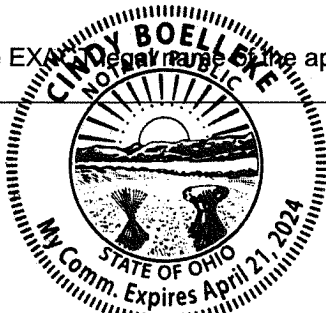
Signature of Notary

Signature of Notary

Seal

Seal

*Insert the EXAMINER'S legal name of the applicant



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

SIGNATURE

Gary Kirsh, M.D.
PRINTED NAME

President & Chief Executive Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

Josh Peck
PRINTED NAME

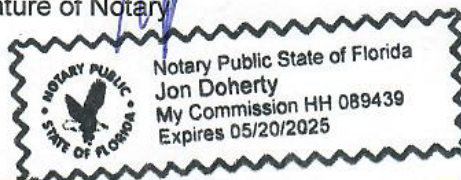
Chief Development Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 9 day of Dec

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Seal



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This Application is filed on the behalf of Gary Kirsh, M.D. 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

Gary Kirsh, M.D.
PRINTED NAME

Physician
PRINTED TITLE

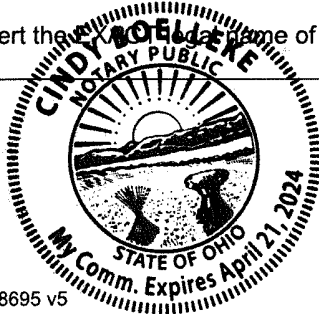
Notarization:

Subscribed and sworn to before me
this 9 day of December


Signature of Notary

Seal

*Insert the name of the applicant



20638695 v5

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.
- ☒ X 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
- ☒ X 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 the proposed changes in ownership to the community	X

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

SECTION IV. CHARITY CARE INFORMATION

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

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

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

CHARITY CARE**			
	Year	Year	Year
Net Patient Revenue	2019	2020	2021
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care			

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

** Note: While UroPartners, as a medical practice, engages in significant charitable acts and provides un-reimbursed care, the process followed does not conform to the HFSRB definition of Charity Care and, as such, no charity care is listed.

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	20-24	
	2	Site Ownership	25-30	
	3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	31	
	4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	32-37	
	5	Background of the Applicant	38-43	
	6	Change of Ownership	44-55	
	7	Charity Care Information	56	

ATTACHMENT 1

Certificate of Good Standing

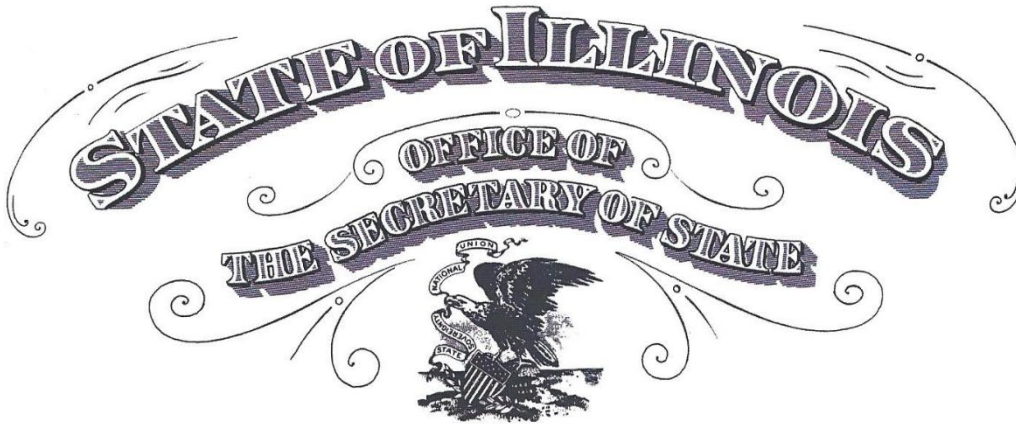
Included with this attachment are:

1. The Certificate of Good Standing for UroPartners Investments LLC
2. The Certificate of Good Standing for UroPartners, LLC
3. The Certificate of Good Standing for UroPartners Surgery Center, LLC
4. The Certificate of Good Standing for Solaris Health Holdings, LLC

ATTACHMENT 1

Certificate of Good Standing - UroPartners Investments LLC

File Number 0155658-4



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

UROPARTNERS INVESTMENTS, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 30, 2005, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2232101312 verifiable until 11/17/2023
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 17TH
day of NOVEMBER A.D. 2022 .

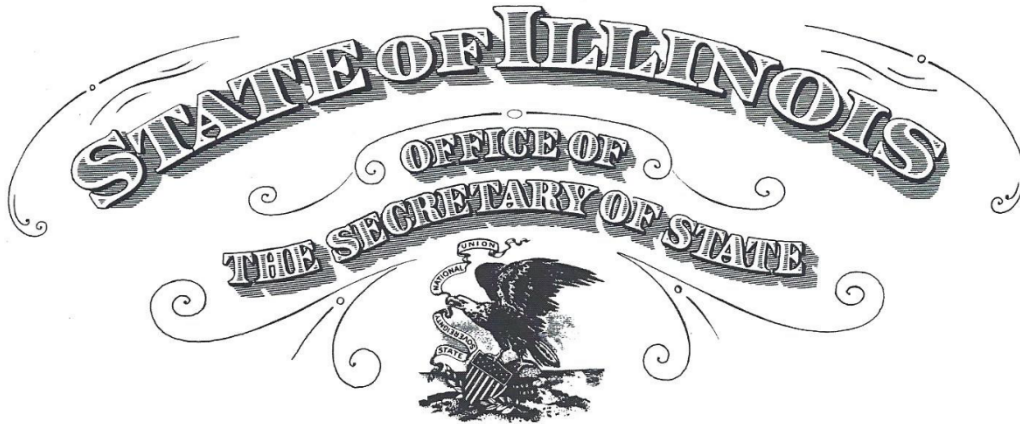
Jesse White

SECRETARY OF STATE

ATTACHMENT 1

Certificate of Good Standing - UroPartners, LLC

File Number 0142447-5

***To all to whom these Presents Shall Come, Greeting:***

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

UROPARTNERS, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON FEBRUARY 10, 2005, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2232101434 verifiable until 11/17/2023
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 17TH
day of NOVEMBER A.D. 2022 .

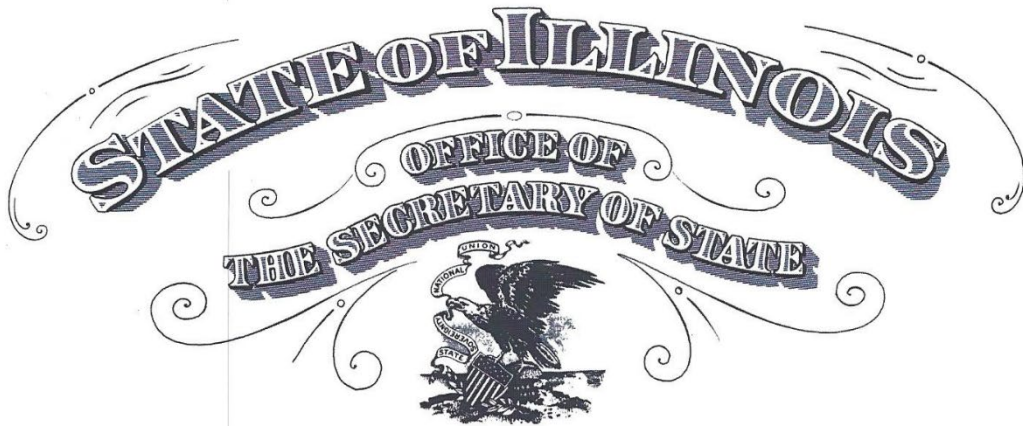
Jesse White

SECRETARY OF STATE

ATTACHMENT 1

Certificate of Good Standing - UroPartners Surgery Center, LLC

File Number 0591690-9

***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

UROPARTNERS SURGERY CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 04, 2016, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2232101236 verifiable until 11/17/2023
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 17TH
day of NOVEMBER A.D. 2022 .***

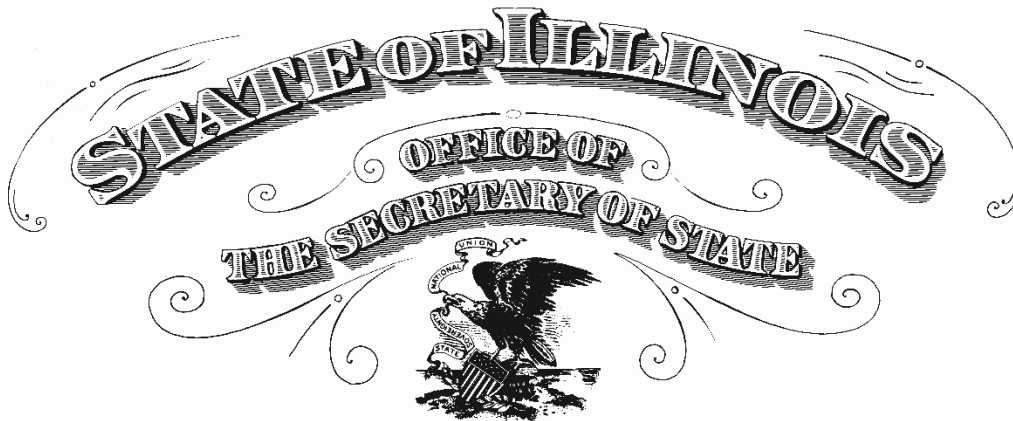
Jesse White

SECRETARY OF STATE

ATTACHMENT 1

Certificate of Good Standing – Solaris Health Holdings, LLC

File Number 0946194-9

***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

SOLARIS HEALTH HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON FEBRUARY 23, 2021, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication # 2234302820 verifiable until 12/09/2023
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 DECEMBER A.D. 2022 .

Jesse White

SECRETARY OF STATE

ATTACHMENT 2**Site Ownership**

The site ownership will remain with UroPartners Real Estate, LLC which is wholly owned by UroPartners Investments, LLC following the transaction. There will be no transfer of land ownership. Attached as evidence is a copy of control is a copy of the Special Warranty Deed.

ATTACHMENT 2

Site Ownership

This Instrument Was Prepared By:

Andrew P. Gulotta
Polsinelli, PC
100 S. 4th St., Suite 1000
St. Louis, MO 63102

Upon Recording Return To:

Patzik, Frank & Samotny Ltd.
Attn: John W. Morse, Esq.
150 S. Wacker Dr., Suite 1500
Chicago, IL 60606

Mail Tax Bill To:

Uropartners Real Estate, LLC
c/o Uropartners, LLC
2245 Enterprise Dr., Suite 4506
Westchester, IL 60154

SPECIAL WARRANTY DEED
(2750 S. River Road, Des Plaines, IL)

October 31, 2016 ("Effective Date")



1630622023D

Doc# 1630622023 Fee \$46.00

RHSP FEE:\$9.00 RPRF FEE: \$1.00

KAREN A. YARBROUGH

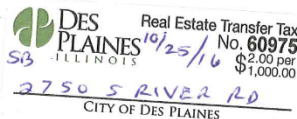
COOK COUNTY RECORDER OF DEEDS

DATE: 11/01/2016 02:13 PM PG: 1 OF 5

FORESTVIEW RIVER, L.P., an Illinois limited partnership, having an address of 1640 N. Arlington Heights Rd., Suite 110, Arlington Heights, IL 60004 ("**Grantor**"), in consideration of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, by these presents does convey to **UROPARTNERS REAL ESTATE, LLC**, an Illinois limited liability company, with an address of c/o Uropartners, LLC, 2245 Enterprise Dr., Suite 4506, Westchester, IL 60154 ("**Grantee**"), that certain parcel or parcels of land in the County of Cook, State of Illinois, more particularly described in Exhibit A, attached hereto and made a part hereof by this reference, together with all improvements located thereon (collectively, the "**Property**"), and all easements, rights and interests appurtenant thereto.

The Property and this conveyance are subject to those matters set forth on Exhibit B, attached hereto and made a part hereof by this reference (collectively, the "**Permitted Encumbrances**").

Grantor, as its sole warranty herein, specially warrants to Grantee, and the successors and assigns of Grantee, that it will forever defend title to the Property against those claims, and only those claims, of all persons who shall claim title to, or assert claims affecting the title to, the Property, or any part thereof, under, by, or through, or based upon the acts of, Grantor, but not otherwise, excepting however, the Permitted Encumbrances.



[Signature Page to Follow]



Site Ownership

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be signed effective as of the Effective Date.

Page 27

ATTACHMENT 2**Site Ownership****EXHIBIT A****LEGAL DESCRIPTION****PARCEL 1:**

THAT PART OF SECTION 33 AND 34, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE EAST LINE OF SECTION 33, 52.88 FEET SOUTH OF THE NORTH EAST CORNER OF THE SOUTH EAST 1/4 THEREOF; THENCE SOUTH 87 DEGREES 33 MINUTES WEST 185.42 FEET; THENCE NORTH 180 FEET; THENCE NORTH 87 DEGREES 33 MINUTES EAST 164.29 FEET MORE OR LESS TO THE CENTER LINE OF RIVER ROAD; THENCE SOUTHEASTERLY ALONG THE CENTER LINE OF SAID RIVER ROAD, 194.35 FEET; THENCE SOUTH 87 DEGREES 28 MINUTES 30 SECONDS WEST 60.25 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

PARCEL 2:

NON-EXCLUSIVE ACCESS EASEMENT FOR THE BENEFIT OF PARCEL 1 AS SET FORTH AND DEFINED AS DOCUMENT NUMBER 93621857, OVER AND ACROSS THE FOLLOWING DESCRIBED TRACT OF LAND:

THAT PART OF SECTION 33, TOWNSHIP 41 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT ON THE EAST LINE OF SAID SECTION 33, 52.88 FEET SOUTH OF THE NORTHEAST CORNER OF THE SOUTHEAST 1/4 THEREOF; THENCE SOUTH 87 DEGREES 33 MINUTES 00 SECONDS WEST ALONG A LINE HEREINAFTER REFERRED TO AS LINE "A", 185.42 FEET TO A POINT FOR A PLACE OF BEGINNING.

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, 108.00 FEET; THENCE SOUTH 65 DEGREES 13 MINUTES 29 SECONDS WEST, 14.32 FEET; THENCE NORTH 68 DEGREES 33 MINUTES 08 SECONDS WEST 30.08 FEET; THENCE SOUTH 07 DEGREES 58 MINUTES 11 SECONDS WEST, 50.49 FEET; THENCE SOUTH 13 DEGREES 59 MINUTES 00 SECONDS EAST, 66.33 FEET; TO THE WESTERLY EXTENSION OF SAID LINE "A"; THENCE NORTH 87 DEGREES 33 MINUTES 00 SECONDS EAST ALONG SAID LINE "A", 32.00 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

NON-EXCLUSIVE ACCESS EASEMENT FOR THE BENEFIT OF PARCEL 1 AS SET FORTH AND DEFINED AS DOCUMENT NUMBER LR3243051, OVER AND ACROSS THE FOLLOWING DESCRIBED TRACT OF LAND:

THAT PART LYING WESTERLY OF WESTERLY LINE OF RIVER ROAD OF THE NORTH 50.0 FEET OF THE SOUTH 177.12 FEET, BOTH AS MEASURED ON LINES PARALLEL WITH THE EAST LINE THEREOF, OF THE EAST 185.42 FEET, AS MEASURED ON LINES PARALLEL WITH THE SOUTH LINE THEREOF, OF THE NORTHEAST 1/4 OF SECTION 33, TOWNSHIP 41 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Address: 2750 S. River Road, Des Plaines, IL 60018

Tax ID#: 09-33-203-007-0000; 09-33-401-006-0000; 09-34-300-001-0000

ATTACHMENT 2**Site Ownership****EXHIBIT B****PERMITTED ENCUMBRANCES**

1. Real estate taxes and assessments for the year 2016 and thereafter, not yet due or payable.
2. Grant of Easement dated November 30, 1981 and filed January 20, 1982 as document number LR3247352 from O'Hare International Bank, as Trustee under Trust Agreement dated August 31, 1981 known as Trust Number 81L-1426 to Central Telephone Company, a corporation of Illinois, in, upon, under, over and along the land to install and maintain all equipment for the purpose of serving, the land and other property with telephone service, together with right of access to said equipment.
3. Easement over the land to use the existing storm sewer system located on the land and right to install storm sewer pipes, drains and conduits, together with right to enter upon the land to maintain, repair or replace said pipes as contained in grant to Arthur P. Swanson and National Association of Independent Insurers filed February 6, 1973 as document number LR2673898.
4. Covenants and restrictions (but omitting any such covenant or restriction based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant (A) is exempt under chapter 42, section 3607 of the United States Code or (B) relates to handicap but does not discriminate against handicapped persons), contained in Agreement recorded September 6, 1967 as document 20251357 made by Arthur J. Rogers relating to the use of the land; the land may not be used for bakeries, bicycle sales and repair shops, catering establishments, dressmaking establishments or tailor shops, electrical shops, garages for public storage of cars, laundromats, locksmith shops, receiving and delivery stores for wet, dry or steam cleaning, retail shops or stores, shoe repair shops, undertaking establishments, taverns and cocktail lounges.
5. Survey prepared by Edward J. Molloy & Associates, Ltd., dated June 11, 1993, under Job No. 930520, showing the following:
 - a. Encroachment of the chain link fence located mainly on the land onto the property South and adjoining by approximately 0.16 to 0.84 feet.
 - b. Rights, if any, of public and quasi-public utilities in the land as evidenced by catch basin, manholes, sewer manholes, electric meters, telephone manholes and utility pole.
 - c. Encroachment of the parking lot located mainly on the land onto the property West and adjoining by an undisclosed amount.
 - d. Encroachment of the parking spaces located mainly on the land onto the easement shown shown on said survey.
6. Rights of the Public, the State of Illinois and the municipality in and to that part of the land, if any, taken or used for road purposes.
7. Rights of way for drainage tiles, ditches, feeders and laterals, if any.
8. Terms, conditions and provisions of the instruments filed as document number 93621857 and document number LR3243051, together with the rights of the adjoining owners in and to the concurrent use of the easements created by said instruments.
9. All matters disclosed by ALTA/NSPS Land Title Survey, dated September 2, 2016, prepared by Gremley & Biedermann, Order No. 2016-22890-001.
10. Lease Agreement, dated December 15, 2014, by and between Forestview River, L.P. and CPMG – MA, LLC d/b/a Comprehensive Pain Management Group

Site Ownership

STATE OF ILLINOIS)
)SS.
COUNTY OF COOK)

Section A. Said deed is not applicable as the grantors own no adjoining property to the premises described in said deed.

OR

Section B. The conveyance falls within one of the following exemptions set forth in the Act at paragraph (b) of 1:

1. The division or subdivision of land into parcels or tracts of 5 acres or more in size which does not involve any new streets or easements of access;
2. The division of lots or blocks of less than 1 acre in any recorded subdivision which does not involve any new streets or easements of access;
3. The sale or exchange of parcels of land between owners of adjoining and contiguous land;
4. The conveyance of parcels of land or interests therein for use as a right of way for railroads or other public utility facilities and other pipe lines which does not involve any new streets or easements of access;
5. The conveyance of land owned by a railroad or other public utility which does not involve any new streets or easements of access;
6. The conveyance of land for highway or other public purposes or grants or conveyances relating to the dedication of land for public use or instruments relating to the vacation of land impressed with a public use;
7. Conveyances made to correct descriptions in prior conveyances;
8. The sale or exchange of parcels or tracts of land following the division into no more than 2 parts of a particular parcel or tract of land existing on July 17, 1959 and not involving any new streets or easements of access;
9. The sale of a single lot of less than 5 acres from a larger tract when a survey is made by an Illinois Registered Land Surveyor; provided, that this exemption shall not apply to the sale of any subsequent lots from the same larger tract of land, as determined by the dimensions and configurations of the larger tract on October 1, 1973, and provided also that this exemption does not invalidate any local requirements applicable to the subdivision of land.
10. The preparation of a plat for wind energy devices under Section 10-620 of the Property Tax Code.

CIRCLE LETTER OR NUMBER WHICH IS APPLICABLE TO ATTACHED DEED.

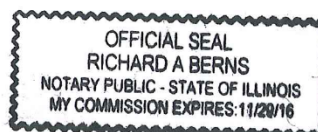
Affiant further states that Affiant makes this affidavit, solely in Affiant's capacity as October 31, 2016 of Forestview River, L.P., an Illinois limited partnership, for the purpose of inducing the Recorder of Deeds of Cook County, Illinois to accept the attached deed for recording.

FORESTVIEW RIVER, L.P.,
an Illinois limited partnership

By: [Signature]
Name: VINOD ROYAL
Title: PRES. IGP.

SUBSCRIBED AND SWORN to before me
This 21st day of OCTOBER, 2016

NOTARY PUBLIC
54919528.2



ATTACHMENT 3**Operating Entity/Licensee**

The operating entity and the licensee will continue to be UroPartners Surgery Center, LLC. Included with this Attachment is the licensee's Certificate of Good Standing. Prior to this transaction both UroPartners, LLC and UroPartners Investments, LLC are wholly owned in equal shares by physicians who are active members of the practice. Pre-transaction UroPartners Investments is the sole owner of an ASC, UroPartners Surgery Center. The ownership of the surgery center is being transferred to UroPartners, LLC as part of this transaction. The ownership of UroPartners Investments will remain unchanged. The Ownership of UroPartners, LLC will be reduced to four physician owners each with equal interest.

Following the transaction there will be no other changes to the existing ownership structure or operation of the ASC.

Illinois Department of PUBLIC HEALTH HF 126203

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.

Sameer Vohra, MD, JD, MA
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE 10/30/2023	CATEGORY	LIC. NUMBER 7003212
--------------------------------------	----------	-------------------------------

Ambulatory Surgery Treatment Center

Effective: 10/31/2022

UroPartners Surgery Center, LLC
2750 S River Rd
Des Plaines, IL 60018

The face of this license has a colored background. Printed by Authority of the State of Illinois • PD-419-493-001 10M 2/18

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

Exp. Date 10/30/2023

Lic Number 7003212

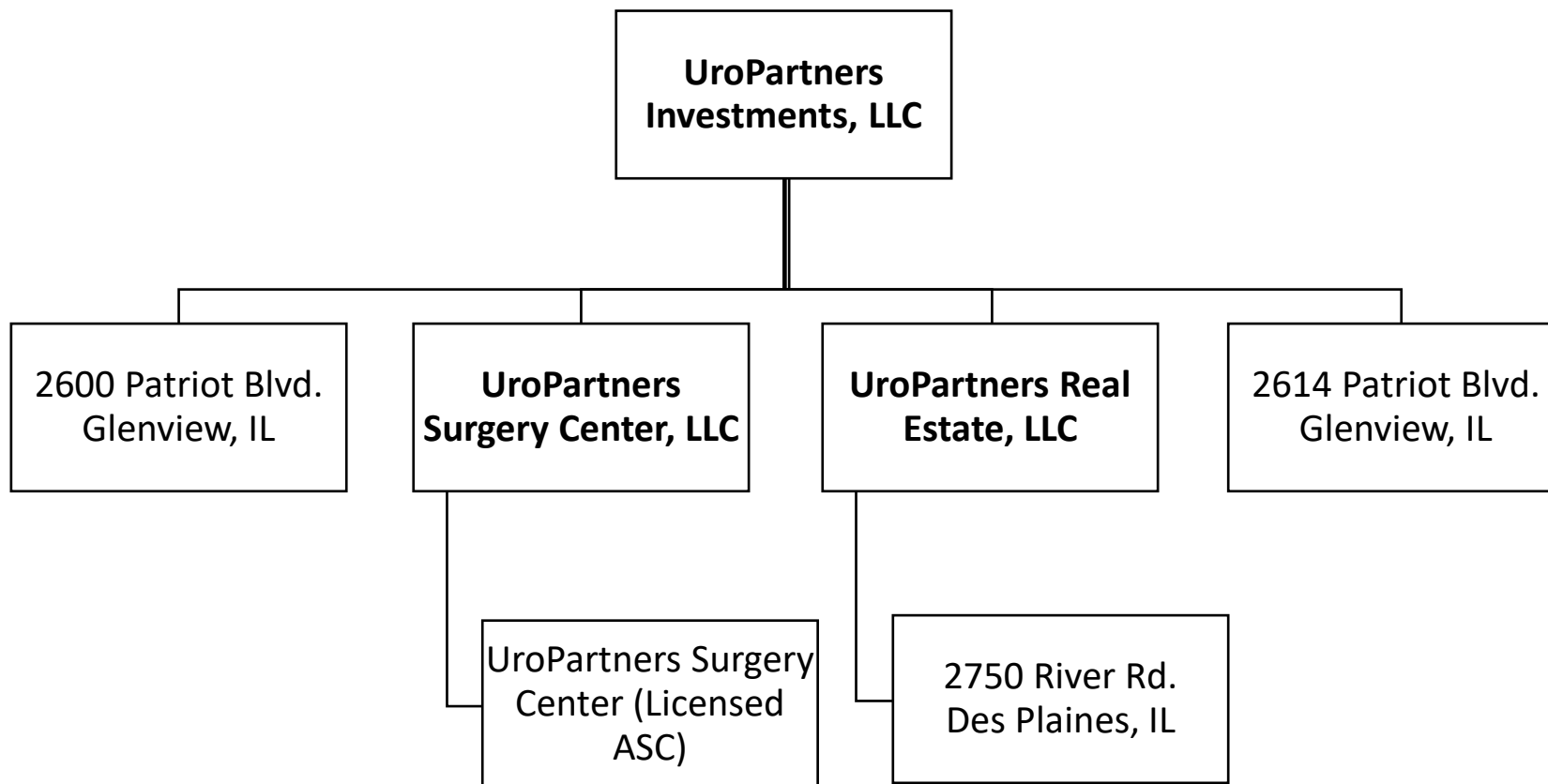
Date Printed 9/2/2022

UroPartners Surgery Center, LLC

2750 S River Rd
Des Plaines, IL 60018-4103

FEE RECEIPT NO.

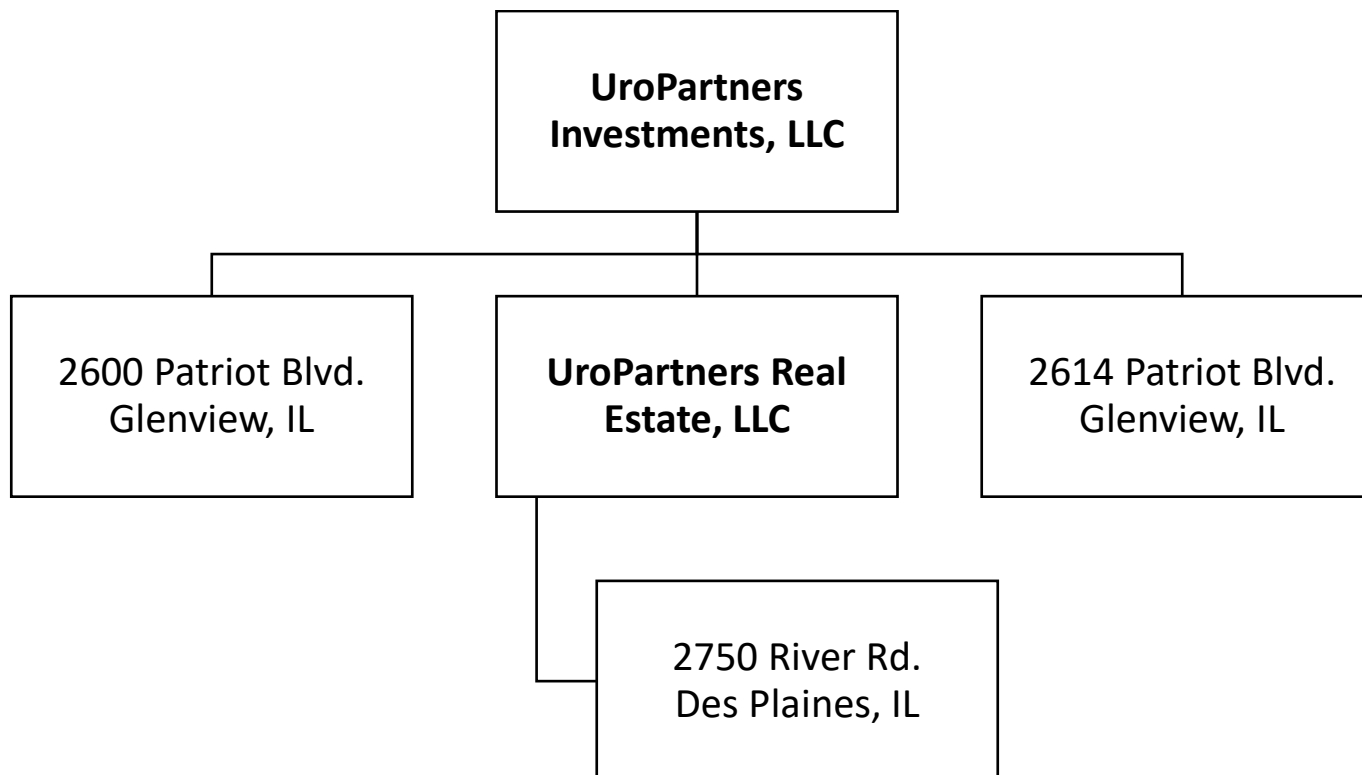
ATTACHMENT 4

BEFORE CHANGE OF OWNERSHIP
46 UroPartners Investments, LLC Members (equal owners)

ATTACHMENT 4

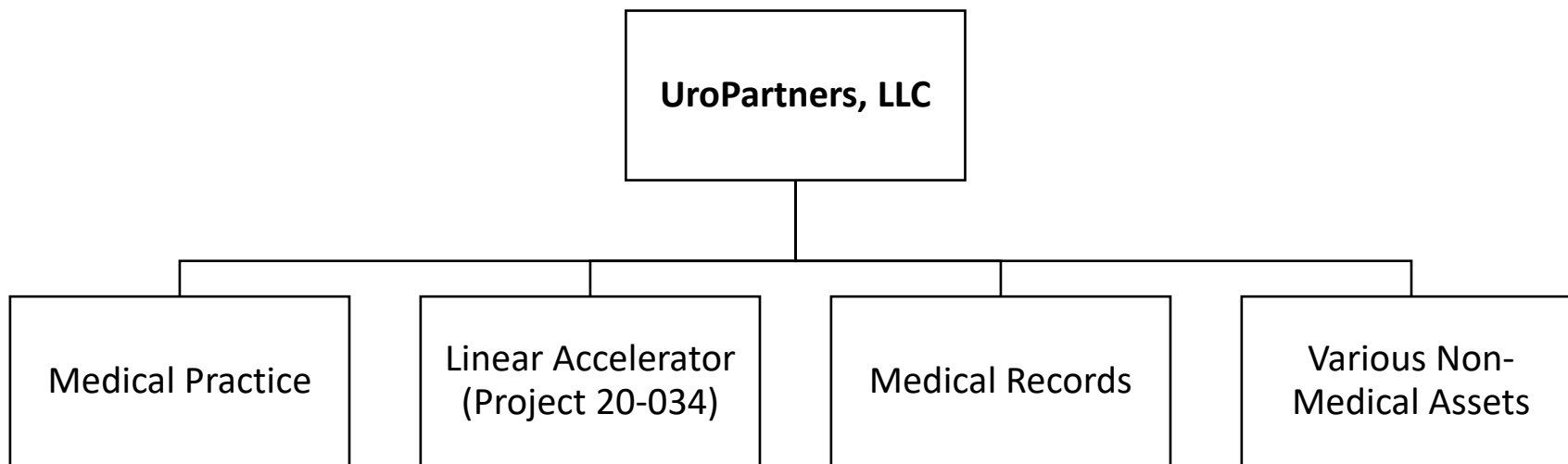
AFTER CHANGE OF OWNERSHIP

46 UroPartners Investments, LLC Members (equal owners)



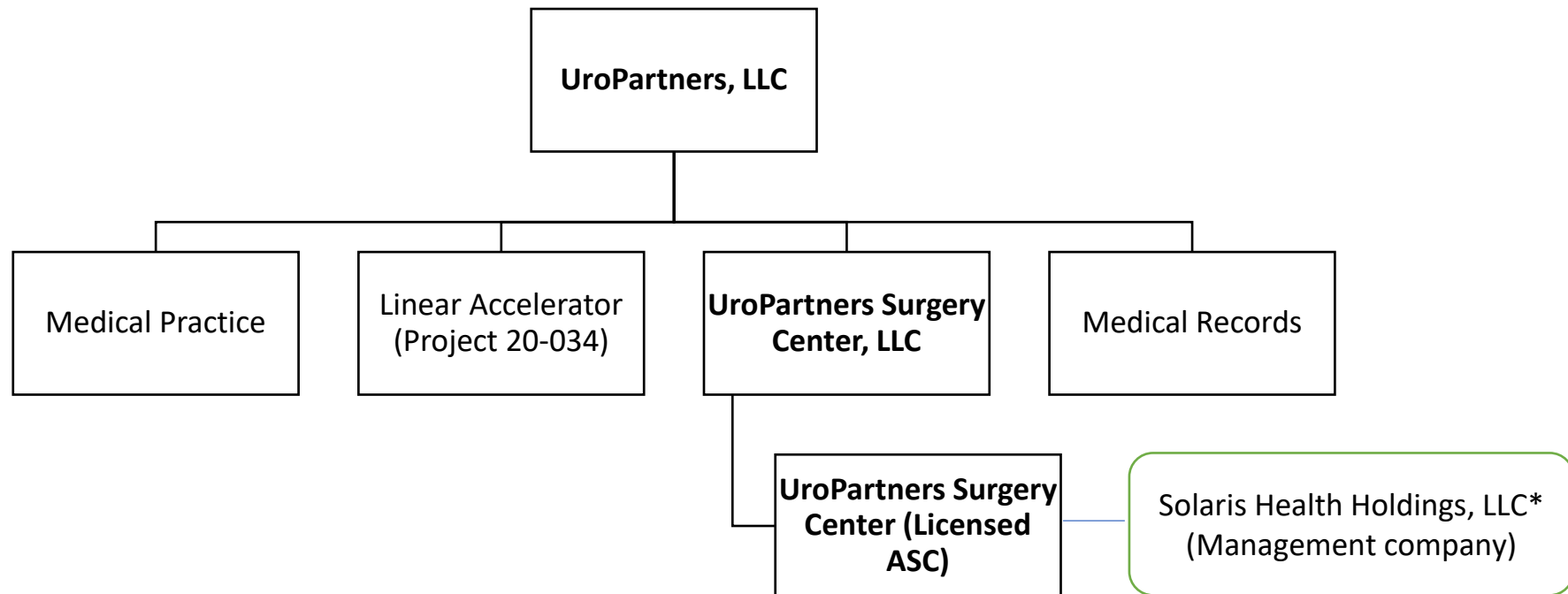
ATTACHMENT 4

**BEFORE CHANGE OF OWNERSHIP
46 UroPartners Members (equal owners)**



ATTACHMENT 4

AFTER CHANGE OF OWNERSHIP
4 UroPartners Members (equal owners)*
*** Three existing Owners / One New Owner**



* The various non-medical assets are being sold to Solaris as part of a larger transaction that does not impact ownership nor control of the ASC, thus are not relevant to HFSRB review. Solaris, however, will be providing funding for the portion of the transaction that relates to the ASC, resulting in their inclusion as a co-applicant. Solaris **will not** have control over the ASC, as that term is defined by HFSRB regulations.

ATTACHMENT 4**Prior to the Change of Ownership**

Prior to this transaction, both UroPartners, LLC and UroPartners Investments, LLC are wholly owned in equal shares by physicians who are active members of the practice. A list of those physicians their percentage of ownership is below. Prior to this transaction, UroPartners Investments, LLC is the sole owner of an ASC, UroPartners Surgery Center, the ownership of which is being transferred to UroPartners LLC as part of this transaction. Finally, while the ownership interest of UroPartners Investments, LLC will remain unchanged, the ownership of UroPartners, LLC will be reduced to four physician owners, each with an equal interest.

MEMBER	PERCENT OF OWNERSHIP INTEREST
Melanie A. Adamsky, M.D.	2.174%
Nejd F. Alsikafi, M.D.	2.174%
Kristopher N. Atzeff, M.D.	2.174%
Laurie Bachrach, M.D.	2.174%
Jonas Benson, M.D.	2.174%
Ronald J. Bonaguro, M.D.	2.174%
Mark T. Brandt, M.D.	2.174%
Robert J. Challenger, M.D.	2.174%
Justin J. Cohen, M.D.	2.174%
John J. Cudecki, M.D.	2.174%
Risha M. Foster, M.D.	2.174%
Gordon R. Gluckman, M.D.	2.174%
Michael S. Gomez, M.D.	2.174%
Richard Harris, M.D.	2.174%
C. Tanner Hughes, M.D.	2.174%
Stephen Hurley, D.O.	2.174%
Robert S. Kaplinsky, M.D.	2.174%
Raza M. Khan, M.D.	2.174%
Ronald J. Kim, M.D.	2.174%
Kyle J. Kiriluk, M.D.	2.174%
Eric J. Kirshenbaum, M.D.	2.174%
Steven Koopman, M.D.	2.174%
Samuel S. Krengel, M.D.	2.174%
John Kritsas, M.D.	2.174%
Ronald D. Lee, M.D.	2.174%
Laurence A. Levine, M.D.	2.174%
William W. Lin, M.D.	2.174%
Matthew Meadows, M.D.	2.174%
Daniel S. Merrick, M.D.	2.174%
Michael H. Milani, D.O.	2.174%
John Milner, M.D.	2.174%
Steven E. Mutchnik, M.D.	2.174%
Narendra Narepalem, M.D.	2.174%
Marc H. Nelson, M.D.	2.174%
Jeffrey P. Norris, M.D.	2.174%
Dimitri Papagiannopoulos, M.D.	2.174%
Sutchin R. Patel, M.D.	2.174%
Jeffrey A. Pearl, M.D.	2.174%
David A. Rebuck, M.D.	2.174%
Robert S. Saffrin, M.D.	2.174%
David M. Shore, M.D.	2.174%
Scott Tiplitsky, M.D.	2.174%
Brett A. Trockman, M.D.	2.174%
Thomas A. Will, M.D.	2.174%
Paul M. Yonover, M.D.	2.174%
David L. Zumerchik, M.D.	2.174%
	<hr/> 100.000%

ATTACHMENT 4**After the Change of Ownership**

After the transaction, ownership of UroPartners, LLC will rest with the four physician owners, listed below, each with an identical ownership interest. The ownership of the ASC, UroPartners Surgery Center, will be transferred from UroPartners Investments, LLC to UroPartners, LLC. The ownership of UroPartners Investments, LLC will be unchanged, but they remain an applicant because of its ownership of the real estate upon which the ASC is located, as detailed above.

UroPartners LLC (post-transaction)

MEMBER	PERCENT OF OWNERSHIP INTEREST
Gary Kirsh, M.D.**	25%
John J. Cudecki, M.D.	25%
Richard Harris, M.D.	25%
Thomas A. Will, M.D.	25%

** Dr. Kirsh will act as the designated physician, instilling within him various management responsibilities regarding the facility.

ATTACHMENT 5**Background of the Applicant**

The following information is provided to illustrate the qualifications, background and character of the Applicants and to assure the HFSRB that the proposed transaction will not adversely impact access to care nor undermine the ongoing provision of health care services for the community.

UroPartners, LLC

UroPartners, is a corporate entity owned by physicians who practice through the UroPartners physician group. UroPartners, LLC is owned by in equal shares by the physicians as reflected in Attachment 4.

UroPartners is the largest urology group in the Midwest and is made up of experienced urological specialists. The doctors provide advanced care in urological conditions by some of the most renowned physicians in Chicago. The applicants operate the ambulatory surgery center, the subject of this COE application, along with three Prostate Centers and dozens of physician offices throughout the Chicagoland locations. UroPartners has experts in urology, pathology, and radiation oncology, and they utilize state of the art techniques to care for patients. UroPartners has access to its own laboratory and pathologists who provide rapid and reliable test results, which is incredibly important to their patients undergoing treatment and evaluation for cancer and other urological issues. The laboratory is accredited by the College of American Pathologists and staff by full time pathologists and expert technologists in the field of anatomic pathology, cytology/FISH, blood studies, and microbiology. Access to these types of tests combined with other equipment utilized by UroPartners allows them to provide a high level of care to their patient base.

Where, previously, UroPartners Investments has acted as the sole owner of the UroPartners Surgery Center, LLC, which operates the UroPartners Surgery Center located at 2750 South River Road in Des Plaines, Illinois 60018, ownership will transfer to UroPartners. UroPartners Investments will continue to own the real estate upon which the surgery center is located. The licensee will remain unchanged.

Solaris Health is a leading national healthcare platform committed to enhancing access to specialty healthcare and continually improving patient outcomes. Empowering community providers allows Solaris to make sure that every decision puts patient care at the forefront. Solaris has been growing to meet the changing needs of the healthcare providers, and to develop innovative ways to better deliver value and state-of-the-art care to our patients. With 500+ providers treating more than 744,000 unique patients annually, Solaris Health is proud to be among the most innovative medical organizations in the United States.

Dr. Gary Kirsh has served as the President of The Urology Group, headquartered in Cincinnati, Ohio, since 2009. The group operates integrated surgical, imaging, laboratory, radiation, pharmacy, and clinical research services and is the largest provider of urologic care in the Cincinnati metropolitan region of over two million lives. In 2020, Dr. Kirsh was a co-founder of Solaris Health, where he serves as President and CEO. Since founding, Solaris has grown to become the largest provider of urologic services in the U.S.

Dr. Kirsh has a long history of involvement in urologic health policy and advocacy. He is a past Chairman of UROPAC, urology's national political action committee, and a past-president of the American Association of Clinical Urologists, the North Central Section of the American Urological Association, and the Ohio Urologic Society. In 2008, Dr. Kirsh was instrumental in founding LUGPA, a national trade association representing independent urologists. Dr. Kirsh has previously served as LUGPA's Secretary, President and Chair of its Alternative Payment Model Task Force, and he continues as Chairman of LUGPA Political Affairs.

Dr. Kirsh has frequently spoken across the country on practice management, and the socioeconomic issues facing independent medicine. He has provided legislative testimony in support of physicians' issues at both the state level and in the U.S. Congress.

ATTACHMENT 5**Background of the Applicant**

Dr. Kirsh earned his medical degree from the University of Chicago, Pritzker School of Medicine in 1984. He completed his residency in urology at Case Western Reserve University in Cleveland, Ohio, in 1989.

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

The only healthcare facilities, as that term is defined by HFSRB regulations, is the surgery center that is the subject of this COE application.

- 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.**

None.

- 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.**

Included with this attachment is letter from UroPartners Surgery Center LLC, UroPartners Investments, LLC and UroPartners, LLC verifying that no adverse actions has taken place.

- 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.**

Included with this attachment is the applicant's authorization permitting HFSRB and IDPH access to any documents necessary to verify the information needed.

- 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.**

Not applicable.

ATTACHMENT 5

Background of the Applicant



December 12, 2022

John Kniery
Board Administrator
Illinois Health Facilities and Service Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Certification and Authorization

Dear Mr. Kniery,

As representative of UroPartners, Richard G. Harris President and CEO of UroPartners Surgery Center, LLC, I give authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that UroPartners has no ownership interest in any Illinois healthcare facilities other than UroPartners Surgery Center, LLC, and we have no adverse actions to report for the past three (3) years.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

Richard G. Harris, MD
President and CEO of UroPartners Surgery Center, LLC

www.uropartners.com

2245 Enterprise Drive, Suite 4506 | Westchester, IL 60154 | Phone 708.492.0502 | Fax 708.492.0565

ATTACHMENT 5

Background of the Applicant



December 13, 2022

John Kniery
Board Administrator
Illinois Health Facilities and Service Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Certification and Authorization

Dear Mr. Kniery,

In accordance with the verification provisions of 735 ILCS 5/1-109 of the Illinois Code of Civil Procedure, we hereby certify under penalty of perjury the following information, as reflected within this certification.

Solaris Health Holdings, LLC ("Solaris") is engaging in a transaction whereby it will be acquiring various non-medical assets of the UroPartners Surgery Center, LLC. While Solaris will provide various management service, Solaris will not have any ownership interest in UroPartners Surgery Center, LLC, nor will it have control, as that term is defined in Health Facilities and Services Review Board Regulations. Solaris has, however, committed to making available the funds that will facilitate the Dr. Kirsh, Solaris CEO and Illinois licensed physician, to acquire an interest in UroPartners LLC, and thereby the UroPartners Surgery Center.

This certification is to verify that the funds necessary to complete this transaction have been identified, are available, and designated for and committed to the completion of this transaction, subject to Board approval of this Change of Ownership.

This information is based upon my personal knowledge and I hereby certify this is true and correct and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

Gary Kirsh, M.D., CEO
Solaris Health Holdings, LLC



December 9, 2022

John Kniery
Board Administrator
Illinois Health Facilities and Service Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Certification and Authorization

Dear Mr. Kniery,

As representative of Solaris Health Holdings, LLC, Gary Kirsh, M.D., CEO of Solaris Health Holdings, hereby gives authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that Solaris Health Holdings has no ownership interest in any Illinois healthcare facilities and, as such, we have no adverse actions to report for the past three (3) years.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

Gary Kirsh, M.D., CEO
Solaris Health Holdings, LLC

ATTACHMENT 5**Background of the Applicant**

Gary M. Kirsh M.D.
2000 Joseph E Sanker Blvd
Cincinnati, OH 45212

December 9, 2022

John Kniery
Board Administrator
Illinois Health Facilities and Service Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Certification and Authorization

Dear Mr. Kniery,

On behalf of myself, Gary Kirsh, M.D. I give authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that I have no ownership interest in any Illinois healthcare facilities and, accordingly, have no adverse actions to report for the past three (3) years.

I hereby certify this is true and based upon my personal knowledge under penalty of perjury and in accordance with 735 ILCS 5/1-109.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary M. Kirsh, M.D.", with a stylized flourish at the end.

Gary Kirsh, M.D.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(1)(B)- Names of parties

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

The parties involved in this project are:

- UroPartners Investments, LLC
- UroPartners, LLC
- UroPartners Surgery Center, LLC (License Holder)
- Solaris Health Holdings, LLC
- Gary Kirsh, M.D.

ATTACHMENT 6**Change of Ownership****1130.520(b) (1)(D)- Entity to be Licensed after transaction**

"Name of the person who will be the licensed or certified entity after the transaction"

The entity to be licensed after the change of ownership will remain UroPartners Surgery Center, LLC. There will be no change in the entity currently licensed by the Illinois Department of Public Health to operate the ambulatory surgical treatment center.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b) (1)(E)- List of Ownership**

"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."

UroPartners Surgery Center is wholly owned by UroPartners Surgery Center, LLC. UroPartners Surgery Center, LLC is the licensee and wholly owned and operated by UroPartners Investments, LLC. Pre-transaction, both UroPartners Investments, LLC and UroPartners, LLC are wholly owned in equal shares by 46 physicians who are active members of a practice. A list of those physicians who are active members of the practice and their percentage of ownership is listed in Exhibit 4. Post-transaction, the ownership of UroPartners Surgery Center, LLC will be transferred to UroPartners, LLC. The ownership interest of UroPartners Investments, LLC will remain unchanged. The ownership of UroPartners, LLC will be reduced to 4 physician owners, each with an equal interest, as detailed in Exhibit 4. The operating entity and the licensee will continue to be UroPartners Surgery Center, LLC.

Despite no single transfer of an individual ownership interest results in crossing over the 50% ownership barrier – it seemed appropriate in the best interests of transparency to include Dr. Kirsh as an applicant. The ownership interests of Dr. Harris, Dr. Will and Dr. Cudecki will each raise from 2.174% to 25% and Dr. Kirsh will take on a 25% interest. UroPartners will become a manager managed LLC subject to the authority of this new Local Executive Board. The Local Executive Board will function similar to the role Board of Managers fulfilled, pre-transaction.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b) (1)(F)- Fair Market Value of the transaction***"Fair market value of assets to be transferred."*

The transaction is being undertaken as part of a larger transaction to allow for the transition of various management and business support services to the medical practice related to all of its operations. Relocation of the ASC from UroPartners Investments to UroPartners is being undertaken for purpose of corporate ease and reorganization and the licensee and operation of the ASC itself will remain unchanged. Therefore, as a result of this transaction between related entities, the value attributed to this transaction is \$11.75 Million which reflects the fair market value of the assets resulting from arm's length negotiations in which both parties were represented by experienced counsel.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b) (1)(G)- Purchase price**

"The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]"

The transaction is being undertaken as part of a larger transaction to allow for the transition of various management and business support services to the medical practice related to all of its operations. Relocation of the ASC from UroPartners Investments to UroPartners is being undertaken for purpose of corporate ease and reorganization and the licensee and operation of the ASC itself will remain unchanged. Therefore, as a result of this transaction between related entities, the value attributed to this transaction is \$11.75 Million which reflects the fair market value of the assets resulting from arm's length negotiations in which both parties were represented by experienced counsel.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(2)- Outstanding Permits**

"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"

The applicant does not have any projects for which permits have been issued and are still pending completion, thus this submission and the accompanying certifications should be accepted as affirmation of compliance with this requirement.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(3)- Hospital Charity Care**

"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"

This change of ownership does not involve a hospital; thus, this provision is **NOT APPLICABLE**.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(4)- Anticipated Benefits to the Community**

"A statement as to the anticipated benefits of the proposed change in ownership to the community."

This purpose of this project is to ensure long term stability of the practice which will ultimately ensure that the residents of the community and the patients historically served by UroPartners Surgery Center, LLC will continue to have access to the procedures they need. The facility has always made an effort to provide care for patients within their community, regardless of their ability to pay. They have and will continue to provide services to its patient populations.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(5)- Anticipated Cost Savings for the Community and Facility**

"The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership"

This shift in ownership will not negatively impact the continuity of service to the community as this transaction is essentially a corporate reorganization. This continued operation of this surgery center will undoubtedly yield cost savings to the facility and the community which it serves. Those savings result in lower costs to healthcare system and the patients themselves. The outsourcing of management and business services certainly carries with it the benefit of increased efficiency which carries alongside it the potential for reduced expense, therefore reduced cost.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(6)- Quality Improvement Program

"A description of the facility's quality improvement program mechanism that will be utilized to assure quality control"

The facility's quality improvement program mechanism will remain in place and in the unlikely event that the outcomes being experienced do not meet or exceed those standards, an appropriate quality improvement plan will be initiated.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(7)- Facility's Governing Body**

"A description of the selection process that the acquiring entity will use to select the facility's governing body"

Post-transaction, the membership interest in UroPartners Surgery Center, LLC will be transferred to UroPartners, LLC. The ownership of UroPartners LLC will be reduced to 4 members from the original 46 members. UroPartners will become a manager managed LLC subject to the authority of this new Local Executive Board. The Local Executive Board will function similar to the role Board of Managers fulfilled, pre-transaction.

ATTACHMENT 6**Change of Ownership****Section 1130.520(b)(9) - Summary of Proposed Changes Within 24 Months**

"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."

This transaction does not envision any proposed changes to the scope of services or level of care currently provided in the facility. This is a designed part of this undertaking and reflects an effort to ensure minimal disruption to the patients in the facility's area. There is no expectation, as a result of this transaction, of any disruptions with the physicians who currently perform surgeries at the facility, nor will there be changes to the categories of services that are already approved. We do not expect any other changes to the scope of services or levels of care within 24 months of the acquisition.

ATTACHMENT 7**Charity Care Information**

The amount of charity care listed for the last three years provided by the applicant facility are included in the table below.

CHARITY CARE**			
	2019	2020	2021
Net Patient Revenue	\$0	\$0	\$0
Amount of Charity Care (charges)	0	0	0
Cost of Charity Care	0	0	0

** Note: While UroPartners, as a medical practice, engages in significant charitable acts and provides unreimbursed care, the process followed does not conform to the HFSRB definition of Charity Care and, as such, no charity care is listed.

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

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

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		20-24
2	Site Ownership		25-30
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		31
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		32-37
5	Background of the Applicant		38-43
6	Change of Ownership		44-55
7	Charity Care Information		56