

**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: Rush Specialty Hospital- REAL ESTATE ONLY		
Street Address: Northwest Corner of Harrison and Loomis Street		
City and Zip Code: Chicago 60612		
County: Cook	Health Service Area: VI	Health Planning Area: A-02

Legislators

State Senator Name: Patricia Van Pelt
State Representative Name: Lakesia Collins

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

Exact Legal Name: Rush System for Health d/b/a Rush University System for Health
Street Address: 1725 West Harrison Street, Suite 364
City and Zip Code: Chicago 60612
Name of Registered Agent: Carl Bergetz
Registered Agent Street Address: 1725 West Harrison Street, Suite 364
Registered Agent City and Zip Code: Chicago 60612
Name of Chief Executive Officer: Dr. Omar Lateef
CEO Street Address: 1700 West Van Buren Street, Suite 301
CEO City and Zip Code: Chicago 60612
CEO Telephone Number: 312-942-8715

Type of Ownership of Applicants

<input checked="" type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship
Other <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 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: Juan Morado, Jr. and Mark J. Silberman
Title: CON Counsel
Company Name: Benesch Friedlander Coplan & Aronoff, LLP
Address: 71 South Wacker Dr., Suite 1600, Chicago, IL 60606
Telephone Number: 312-212-4967 & 312-212-4952
E-mail Address: JMorado@beneschlaw.com & MSilberman@beneschlaw.com
Fax Number: 312-767-9192

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

Name: Katherine B. Fishbein
Title: Assistant General Counsel
Company Name: Rush University Medical Center
Address: 1700 West Van Buren Street, Suite 301, Chicago, IL 60612
Telephone Number: 312-942-6886
E-mail Address: Katherine_fishbein@rush.edu
Fax Number: 312-942-4233

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Legislators

State Senator Name: Patricia Van Pelt
State Representative Name: Lakesia Collins

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

Exact Legal Name: Rush Partners, LLC
Street Address: 1653 West Congress Parkway
City and Zip Code: Chicago 60612
Name of Registered Agent: Carl Bergetz
Registered Agent Street Address: 1700 West Van Buren Street, Suite 301
Registered Agent City and Zip Code: Chicago 60612
Name of President: Wayne Keathley
President Street Address: 1725 West Harrison Street, 364
President City and Zip Code: Chicago 60612
President Telephone Number: 312-942-2852

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
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Legislators

State Senator Name: Patricia Van Pelt
State Representative Name: Lakesia Collins

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

Exact Legal Name: Rush Real Estate Holdings, LLC
Street Address: 1653 West Congress Parkway
City and Zip Code: Chicago 60612
Name of Registered Agent: Carl Bergetz
Registered Agent Street Address: 1725 West Harrison Street, Suite 364
Registered Agent City and Zip Code: Chicago 60612
Name of Chief Executive Officer: Dr. Omar Lateef
CEO Street Address: 1700 West Van Buren Street, Suite 301
CEO City and Zip Code: Chicago 60612
CEO Telephone Number: 312-942-8715

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Legislators

State Senator Name: Patricia Van Pelt
State Representative Name: Lakesia Collins

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

Exact Legal Name: Select Medical Corporation
Street Address: 4714 Gettysburg Road
City and Zip Code: Mechanicsburg, PA 17055
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: Corporation Trust Center – 1209 Orange Street
Registered Agent City and Zip Code: Wilmington, DE 19801
Name of Chief Executive Officer: David S. Chernow
CEO Street Address: 4714 Gettysburg Road
CEO City and Zip Code: Mechanicsburg, PA 17055
CEO Telephone Number: 717-972-1100

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
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Fax Number: 312-767-9192

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

Name: Patrick O'Donnell
Title: Director of Business Development Strategy
Company Name: Select Medical Corporation
Address: 4714 Gettysburg Road, Mechanicsburg, PA 17055
Telephone Number: 717-972-1100
E-mail Address: pjodonnell@selectmedical.com
Fax Number: N/A

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Legislators

State Senator Name: Patricia Van Pelt
State Representative Name: Lakesia Collins

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

Exact Legal Name: Select Illinois Holdings, Inc.
Street Address: 4714 Gettysburg Road
City and Zip Code: Mechanicsburg, PA 17055
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: Corporation Trust Center – 1209 Orange Street
Registered Agent City and Zip Code: Wilmington, DE 19801
Name of President: Chad Smith
President Street Address: 4714 Gettysburg Road
President City and Zip Code: Mechanicsburg, PA 17055
President Telephone Number: 717-972-1100

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Legislators

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

Exact Legal Name: Rush Specialty Hospital, LLC
Street Address: 4714 Gettysburg Road
City and Zip Code: Mechanicsburg, PA 17055
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 President: Chad Smith
President Street Address: 4714 Gettysburg Road
President City and Zip Code: Mechanicsburg, PA 17055
President Telephone Number: 717-972-1100

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Legislators

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State Representative Name: Lakesia Collins

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

Exact Legal Name: RSH Property Ventures, LLC
Street Address: 4714 Gettysburg Rd.
City and Zip Code: Mechanicsburg, PA 17055
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 President: Chad Smith
President Street Address: 4714 Gettysburg Road
President City and Zip Code: Mechanicsburg, PA 17055
President Telephone Number: 717-972-1100

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Telephone Number: 717-972-1100
E-mail Address: pjodonnell@selectmedical.com
Fax Number: N/A

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: Thomas Mullin
Title: Executive Vice President Operations
Company Name: Rush Specialty Hospital
Address: 4714 Gettysburg Road
Telephone Number: 717-972-1100
E-mail Address: tpmullin@selectmedical.com
Fax Number: N/A

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

Exact Legal Name of Site Owner: RSH Property Ventures, LLC
Address of Site Owner: 4714 Gettysburg Road, Mechanicsburg, PA 17055
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: Rush Specialty Hospital, LLC	
Address: Northwest Corner of Harrison and Loomis Street (legal description provided)	
<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"/>

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

Exact Legal Name: Rush Specialty Hospital, LLC	
Address: Northwest Corner of Harrison and Loomis Street (legal description provided)	
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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.

Rush Specialty Hospital, LLC ("Rush Specialty Hospital" or "RSH") was approved by the Board pursuant to Project #21-026 for a 100-bed freestanding specialty hospital located at the Northwest corner of Harrison Street and Loomis Avenue in Chicago, Illinois. The application, as approved, reflected the site of the physical plant held by Rush University Medical Center.

This application for a Certificate of Exemption is for the change of ownership of the physical plant currently under construction for RSH, a joint venture entity owned by Rush University Medical Center and Select Illinois Holdings, LLC. Another joint venture entity was created by the RSH partners called RSH Property Ventures, LLC, and it will own the physical plant and enter into a long-term ground lease with Rush University Medical Center. RSH Property Ventures, LLC in turn will enter into a long-term ground sublease with Rush Specialty Hospital, LLC the licensee and operator of Rush Specialty Hospital.

Upon completion of construction, and successful surveys by the Illinois Department of Public Health, the facility will be licensed and the license holder will continue to be Rush Specialty Hospital, LLC. Ownership of the land where the physical plant is located will remain with Rush University Medical Center.

The establishment of leases, as described above, will not result in any changes in the operations of the License Holder or the activities or operations conducted in the building.

Related Project Costs

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

Land acquisition is related to project	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Purchase Price:	N/A	
Fair Market Value:	N/A	

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes X No __. If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Project #21-026- Rush Specialty Hospital- The Project will not be complete when the exemption presented herein is complete.

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

State Agency Submittals

Are the following submittals up to date as applicable:

- ☒ Cancer Registry
- ☒ APORS
- ☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
- ☒ All reports regarding outstanding permits

Failure to be up to date with these requirements will result in the Application being deemed incomplete.

CERTIFICATION

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

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

This Application is filed on the behalf of Rush University System for Health and Rush University 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.

Patricia S. O'Neil

SIGNATURE

Patricia S. O'Neil
PRINTED NAME

Chief Financial Officer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of FEBRUARY

Mary F. Panosh
Signature of Notary

Seal

Designated by:

Carl Bergetz

SIGNATURE

Carl Bergetz
PRINTED NAME

General Counsel
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of February

Velia Zavala
Signature of Notary

Seal

*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:

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

Patricia S. O'Neil

SIGNATURE

Patricia S. O'Neil

PRINTED NAME

CFO, Rush University Medical Center, its sole member

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of FEBRUARY

Mary F. Panosh

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

DocuSigned by:

Carl Bergetz

SIGNATURE

Carl Bergetz

PRINTED NAME

General Counsel

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of February

Velia Zavala

Signature of Notary

Seal



CERTIFICATION

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

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

This Application is filed on the behalf of Rush Real Estate 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.

Patricia S. O'Neil

SIGNATURE
Patricia S. O'Neil

PRINTED NAME
CFO, Rush University Medical Center, its sole member

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of FEBRUARY

Mary F. Panosh
Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

DocuSigned by:

Carl Bergetz
72FA67116052408

SIGNATURE

Carl Bergetz

PRINTED NAME

General Counsel

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28 day of February

Velia Zavala
Signature of Notary

Seal

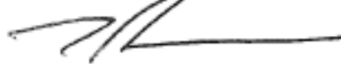


CERTIFICATION

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



SIGNATURE

Robert J. Bein

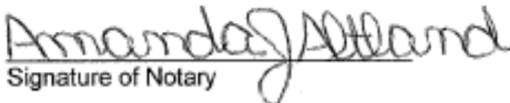
PRINTED NAME

Vice President & Senior Counsel

PRINTED TITLE

Notarization:

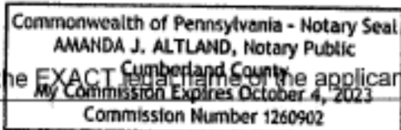
Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



SIGNATURE

J. Tyler Hollenbach

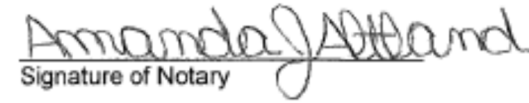
PRINTED NAME

Senior Vice President, Strategic Investments

PRINTED TITLE

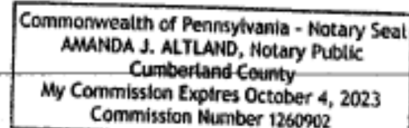
Notarization:

Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal

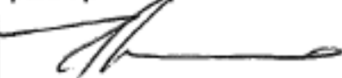


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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

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




SIGNATURE

Robert J. Bein

PRINTED NAME

Vice President

PRINTED TITLE



SIGNATURE

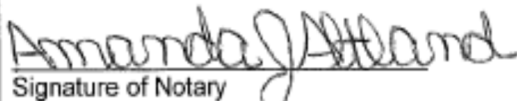
J. Tyler Hollenbach

PRINTED NAME

Vice President

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 14 day of March, 2023.



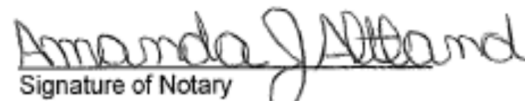
Signature of Notary

Seal

Commonwealth of Pennsylvania - Notary Seal
AMANDA J. ALTLAND, Notary Public
Cumberland County
My Commission Expires October 4, 2023
Commission Number 1260902

*Insert the EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal

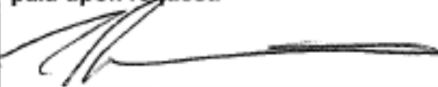
Commonwealth of Pennsylvania - Notary Seal
AMANDA J. ALTLAND, Notary Public
Cumberland County
My Commission Expires October 4, 2023
Commission Number 1260902

CERTIFICATION

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

This Application is filed on the behalf of Rush Specialty Hospital, 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

Robert J. Bein

PRINTED NAME

Vice President, Administrative Member

PRINTED TITLE



SIGNATURE

J. Tyler Hollenbach

PRINTED NAME

Vice President, Administrative Member

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

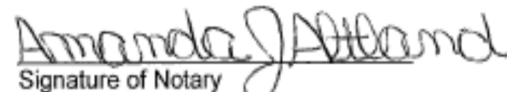
Seal

Commonwealth of Pennsylvania - Notary Seal
AMANDA J. ALTLAND, Notary Public
Cumberland County
My Commission Expires October 4, 2023
Commission Number 1260902

*Insert the E-Notary legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal

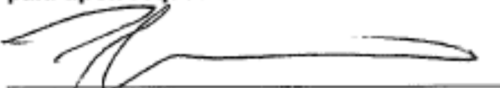
Commonwealth of Pennsylvania - Notary Seal
AMANDA J. ALTLAND, Notary Public
Cumberland County
My Commission Expires October 4, 2023
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- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of RSH Property Ventures, 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

Robert J. Bein

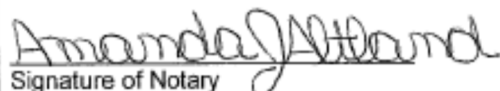
PRINTED NAME

Vice President, Administrative Member

PRINTED TITLE

Notarization:

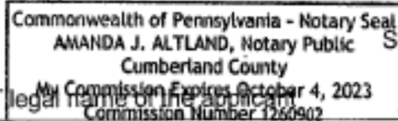
Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



SIGNATURE

J. Tyler Hollenbach

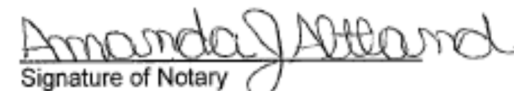
PRINTED NAME

Vice President, Administrative Member

PRINTED TITLE

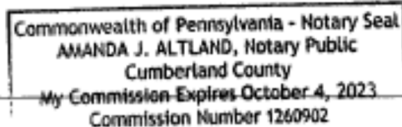
Notarization:

Subscribed and sworn to before me
this 14 day of March, 2023.



Signature of Notary

Seal



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
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 – N/A			
	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	24-32	
2	Site Ownership	33-47	
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	48-49	
5	Background of the Applicant	50-53	
6	Change of Ownership	54-71	
7	Charity Care Information	72-78	

ATTACHMENT 1

Type of Ownership of Applications

Included in with this attachment are:

1. The Certificate of Good Standing for Rush University System for Health
2. The Certificate of Good Standing for Rush University Medical Center
3. The Certificate of Good Standing for Rush Partners, LLC
4. The Certificate of Good Standing for Rush Real Estate Holdings, LLC
5. The Certificate of Good Standing for Select Medical Corporation
6. The Certificate of Good Standing for Select Illinois Holdings, Inc.
7. The Certificate of Good Standing for Rush Specialty Hospital, LLC
8. The Certificate of Good Standing for RSH Property Ventures, LLC

ATTACHMENT 1
Rush University System for Health
Certificate of Good Standing

File Number 5852-111-6



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulis, 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

RUSH SYSTEM FOR HEALTH, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 22, 1995, ADOPTED THE ASSUMED NAME RUSH UNIVERSITY SYSTEM FOR HEALTH ON JANUARY 29, 2019, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2304602208 verifiable until 02/15/2024
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 15TH day of FEBRUARY A.D. 2023 .


SECRETARY OF STATE

ATTACHMENT 1
Rush University Medical Center
Certificate of Good Standing

File Number 0200-214-1



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulas, 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

RUSH UNIVERSITY MEDICAL CENTER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 21, 1883, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2302503216 verifiable until 01/25/2024
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 25TH day of JANUARY A.D. 2023 .

Alexi Giannoulas
SECRETARY OF STATE

ATTACHMENT 1
Rush Partners LLC
Certificate of Good Standing

File Number 0708932-5



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulas, 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

RUSH PARTNERS LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JULY 25, 2018, 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 #: 2302503260 verifiable until 01/25/2024
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 25TH day of JANUARY A.D. 2023 .


SECRETARY OF STATE

ATTACHMENT 1
Rush Real Estate Holdings, LLC
Certificate of Good Standing

File Number 1198644-7



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulis, 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

RUSH REAL ESTATE HOLDINGS LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 29, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2304602220 verifiable until 02/15/2024
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 15TH day of FEBRUARY A.D. 2023 .


SECRETARY OF STATE

ATTACHMENT 1
Select Medical Corporation
Certificate of Good Standing

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SELECT MEDICAL CORPORATION" IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS
OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF FEBRUARY, A.D.
2023.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE
BEEN PAID TO DATE.

2682481 8300

SR# 20230525934

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.
Jeffrey W. Bullock, Secretary of State

Authentication: 202717422

Date: 02-15-23

ATTACHMENT 1
Select Illinois Holdings, Inc.
Certificate of Good Standing

Delaware
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SELECT ILLINOIS HOLDINGS, INC." IS
DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D.
2023.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE
BEEN PAID TO DATE.



3676438 8300
SR# 20230055501

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

A handwritten signature of Jeffrey W. Bullock in black ink.

Jeffrey W. Bullock, Secretary of State

Authentication: 202439786
Date: 01-06-23

ATTACHMENT 1
Rush Specialty Hospital, LLC
Certificate of Good Standing



Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "RUSH SPECIALTY HOSPITAL, LLC" IS DULY
FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN
PAID TO DATE.

4215965 8300

SR# 20230257140

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



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

Authentication: 202574885

Date: 01-25-23

ATTACHMENT 1
RSH Property Ventures, LLC
Certificate of Good Standing



Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "RSH PROPERTY VENTURES, LLC" IS DULY
FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN
ASSESSED TO DATE.

6918329 8300

SR# 20230055502

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.
Jeffrey W. Bullock, Secretary of State

Authentication: 202439787

Date: 01-06-23

ATTACHMENT 2

Site Ownership

This site is owned by Rush University Medical Center, an Illinois not for profit corporation. The property owner proposes to enter into a ground lease agreement with RSH Property Ventures, LLC.

Rush University Medical Center has entered into ground lease for a term of 60 years with RSH Property Ventures, LLC. Rush University Medical Center will transfer ownership of the under construction physical plant to RSH Property Ventures, LLC who has entered into a long-term ground sublease with Rush Specialty Hospital, LLC, the operator of Rush Specialty Hospital. The terms of which include an initial 20-year term with 8 additional 10 year extension options.

Under the terms of the lease, this proposed transaction will not impact the operations or control of the licensee or the facility. Included with this attachment are memorandum of the ground lease between Rush University Medical Center and RSH Property Ventures, LLC and the lease between RSH Property Ventures, LLC and Rush Specialty Hospital, LLC.

ATTACHMENT 2 Site Ownership

*This Instrument Prepared by and
after Recording Return to:*

Larry N. Woodard, Esq.
Honigman LLP
155 N. Wacker Dr., Suite 3100
Chicago, IL 60606

(For Recorder's Use Only)

MEMORANDUM OF GROUND LEASE

THIS MEMORANDUM OF GROUND LEASE ("**Memorandum**"), dated as of the 10th day of November, 2022 ("**Effective Date**"), is entered into between RUSH UNIVERSITY MEDICAL CENTER, an Illinois not for profit corporation, having an address at 1725 West Harrison Street, Suite 228, Chicago, IL 60612 ("**Landlord**") and RSH PROPERTY VENTURES LLC, a Delaware limited liability company, having an address at 4714 Gettysburg Road, Mechanicsburg, PA 17055 ("**Tenant**") (Landlord and Tenant collectively referred to herein as the "**Parties**" or, individually as a "**Party**"). Any capitalized terms in this Memorandum shall have the same meanings as ascribed to them in the Ground Lease.

LANDLORD AND TENANT HEREBY ACKNOWLEDGE THE FOLLOWING:

1. **Ground Lease.** Landlord and Tenant have entered into a certain Ground Lease dated November 10, 2022 ("**Ground Lease**"), pursuant to which Landlord has leased to Tenant that certain plot, piece, or parcel of land comprising approximately 1.29 acres and the buildings and other improvements thereon or to be constructed thereon, with a street address of Loomis Street between West Congress Parkway and West Harrison Street, Chicago, Cook County, Illinois, as more particularly described in Exhibit "A" attached hereto and made a part hereof (the "**Premises**"), as more fully defined in the Ground Lease.

2. **Term.** The initial term of the Ground Lease commences on the date hereof and expires sixty (60) years thereafter ("**Term**"), which Term is more fully described in the Lease, unless sooner terminated pursuant to the terms of the Ground Lease.

3. **Extension Options.** Tenant has the option to extend the initial Term of the Ground Lease for two (2) additional terms of twenty (20) years each. Tenant may elect to exercise its option by providing written notice to Landlord at least one (1) year prior to the expiration of the Term.

45908021.1

ATTACHMENT 2

Site Ownership

4. **Landlord's Rights of Purchase, First Offer and Refusal.** For any proposed or offered sale of the Tenant's Leasehold Estate, Landlord has a right of first offer and a right of first refusal in Section 9.02 of the Ground Lease to purchase Tenant's Leasehold Estate. For any proposed or offered Transfer (as defined in the Ground Lease) by the Tenant of the Sublease Estate (as defined in the Ground Lease), Landlord has the right of first offer and right of first refusal to obtain the interests offered in the Tenant's proposed Transfer pursuant to Section 9.02 of the Ground Lease. For any expiration or earlier termination of the Permitted Sublease (as defined in the Ground Lease), Landlord shall have the right to purchase the Tenant's Leasehold Estate on the terms and conditions as stated in Section 9.02 of the Ground Lease. Tenant's rights to sublease the Premises are subject to Landlord's right of first offer, right of first refusal and Landlord's purchase rights in Section 9.02 and Section 13.02 of the Ground Lease.

5. **Leasehold Mortgage.** Section 12.02 of the Ground Lease provides that Tenant may mortgage, pledge, or encumber Tenant's interests in the Leasehold Estate under the Ground Lease (but not the Landlord's Fee Estate) pursuant to a Leasehold Mortgage, provided certain conditions are met in the Ground Lease, including without limitation Section 12.02 of the Ground Lease. Section 12.03 of the Ground Lease provides that a Leasehold Mortgagee (as hereinafter defined) is copied on all notices to the parties and has extended cure rights. For any foreclosure action of any Leasehold Mortgage prior to Substantial Completion (as defined in the Ground Lease), Landlord has the right to cure and/or purchase the loan secured by the Leasehold Mortgage in Section 12.05 of the Ground Lease. The "**Leasehold Estate**" means Tenant's interest in the Ground Lease, all or any portion of the estate in the Premises or Improvements created by the Ground Lease or any other right of Tenant under the Ground Lease. A "**Leasehold Mortgage**" means any loan financing obtained by Tenant, as evidenced by any mortgage or other instrument and secured by Tenant's interest in the Ground Lease and the Leasehold Estate created hereby, including any extensions, modifications, amendments, replacements, supplements, renewals, and refinancing, thereof. A "**Leasehold Mortgagee**" is the holder of a Leasehold Mortgage.

6. **No Subordination of Fee Mortgage.** Section 12.01 and Section 12.10 of the Ground Lease provide that any mortgage encumbering the fee interest of Landlord ("**Fee Mortgage**") that such Fee Mortgage shall not be subject to and shall not be subordinate to any Leasehold Mortgage. Upon any foreclosure of a Fee Mortgage, the Ground Lease and any Leasehold Mortgage shall not be disturbed; provided that any holder of any Fee Mortgage and their successors and assigns shall have the right to attorn to the Landlord's rights under this Lease and to exercise all rights and remedies under this Lease, provided that any Fee Mortgagee or its successor shall not be liable for any claims arising prior to the Fee Mortgagee's possession of the Premises Fee Estate.

7. **Permitted Use.** Tenant's uses are restricted under the Ground Lease to long-term acute care hospital, inpatient rehabilitation, inpatient medical services, ancillary services offered in connection with such long-term acute care hospital, inpatient rehabilitation facility, outpatient physical therapy clinic, inpatient neuro transitional facility and for general medical offices and for no other use unless approved by Landlord in writing, which approval shall not be unreasonably withheld, conditioned or delayed, as more further provided in Section 5.01 of the Ground Lease. Further, the Ground Lease provides for prohibited uses and that prohibit the

ATTACHMENT 2 Site Ownership

occupancy of the Premises by Prohibited Persons as provided in Section 5.02 of the Ground Lease.

8. **Conflicts.** This Memorandum is intended for recording purposes only to provide notice of certain terms and conditions contained in the Ground Lease and is not to be construed as a complete summary of the terms and conditions thereof. This Memorandum is subject to the Ground Lease and any amendments, modifications, alterations, renewals, and extensions of the Ground Lease. The terms and provisions of the Ground Lease are incorporated in this Memorandum by reference. In the event of any conflict between this Memorandum and the Ground Lease, the provisions of the Ground Lease shall control.

9. **Counterparts.** This Memorandum may be executed in multiple counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

[signature page to immediately follow]

[remainder of page intentionally left blank]

ATTACHMENT 2 Site Ownership

[Landlord Signature Page to Memorandum of Lease]

IN WITNESS WHEREOF, Landlord and Tenant have signed this Memorandum of Lease
as of the Effective Date hereof.

LANDLORD:
RUSH UNIVERSITY MEDICAL CENTER
an Illinois not for profit corporation

By: *Patricia O'Neil*
Name: Patricia O'Neil
Title: Chief Financial Officer

By: *Dale Grandlic*
Name: Dale Grandlic
Title: VP, Capital Projects

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of November, 2022, before me, the undersigned notary public,
personally appeared Patricia O'Neil, the Chief Financial Officer and Dale Grandlic,
the VP Capital Projects, respectively, of Rush University Medical Center, an Illinois not for
profit corporation, who proved to me through satisfactory evidence of identification to be the
person whose name is signed on the preceding or attached document, and acknowledged to me
that he/she signed it voluntarily for its stated purpose.

MY COMMISSION EXPIRES:

1-15-25

Mary F. Panosh
(signature and seal of notary)



[signatures and acknowledgments continue on next page]

ATTACHMENT 2 Site Ownership

[Tenant Signature Page to Memorandum of Lease]

IN WITNESS WHEREOF, Landlord and Tenant have signed this Memorandum of Lease
as of the Effective Date hereof.

TENANT:
RSH PROPERTY VENTURES, LLC
a Delaware limited liability company
By: Select Illinois Holdings, Inc.,
its Administrative Member

By: 
Name: Martin F. Jackson
Title: Vice President & Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)

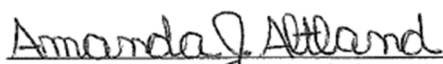
COUNTY OF CUMBERLAND)

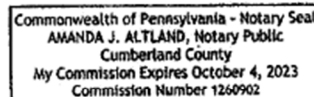
On this 4th day of November, 2022, before me, the undersigned notary public,
personally appeared Martin F. Jackson, the Vice President & Assistant Secretary of Select Illinois
Holdings, Inc., in its capacity as Administrative Member of RSH Property Ventures, LLC, who
proved to me through satisfactory evidence of identification to be the person whose name is signed
on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily
for its stated purpose.

[NOTARY SEAL]

MY COMMISSION EXPIRES:

October 4, 2023


(Official signature and seal of notary)



ATTACHMENT 2 Site Ownership

EXHIBIT A

PREMISES

THAT PART OF LOTS 1 THROUGH 26, BOTH INCLUSIVE, AND THAT PART OF LOTS 27 THROUGH 50, BOTH INCLUSIVE, AND LOTS 51 AND 52, IN BLOCK 33, IN LAFLIN AND LOOMIS'S RESUBDIVISION OF BLOCKS 5, 18, 21, 30, 31 32, 33 AND 41 AND SUBDIVISION OF BLOCK 6, 9, 19 AND 20 IN CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH ALL OF THE VACATED ALLEYS LYING WITHIN SAID BLOCK 33, VACATED BY ORDINANCE PASSED MAY 4, 1977 AND RECORDED JUNE 9, 1977, AS DOCUMENT NUMBER 23960779;

LYING NORTHERLY OF THE FOLLOWING DESCRIBED LINE, (HEREINAFTER REFERRED TO AS LINE A) BEING THE NORTH LINE OF WEST HARRISON STREET VACATED BY ORDINANCE PASSED JULY 13, 1977 AND RECORDED JULY 15, 1977, AS DOCUMENT NUMBER 24014033.

BEGINNING AT A POINT ON THE WEST LINE OF LOT 27 IN BLOCK 33 AFORESAID, SAID POINT BEING 25.97 FEET NORTH OF THE SOUTHWEST CORNER OF SAID LOT 27 (AS MEASURED ON SAID WEST LINE); THENCE SOUTHEASTERLY 244.08 FEET TO THE POINT OF INTERSECTION WITH A LINE WHICH IS 14 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF LOTS 36 TO 50, BOTH INCLUSIVE, IN SAID BLOCK 33; THENCE EAST ALONG SAID PARALLEL LINE TO ITS INTERSECTION WITH THE EAST LINE OF LOT 50 IN SAID BLOCK 33; BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF LOT 1 IN LAFLIN AND LOOMIS'S RESUBDIVISION AFORESAID, THENCE SOUTH 1 DEGREE 40 MINUTES 16 SECONDS EAST, ALONG THE EAST LINE OF BLOCK 33, AFORESAID, BEING ALSO THE WEST LINE OF SOUTH LOOMIS STREET, 314.50 FEET TO THE POINT OF INTERSECTION WITH THE AFORESAID LINE "A", SAID POINT BEING 14.00 FEET (AS MEASURED ALONG SAID EAST LINE) NORTH OF THE SOUTH EAST CORNER OF LOT 50 IN BLOCK 33 AFORESAID; THENCE SOUTH 88 DEGREES 21 MINUTES 01 SECONDS WEST, ALONG SAID LINE "A", 180.00 FEET TO A POINT, SAID POINT BEING 174.63 FEET (AS MEASURED ALONG SAID LINE "A", EAST OF A BEND POINT IN SAID LINE "A"; THENCE NORTH 1 DEGREE 16 MINUTES 32 SECONDS WEST, 314.04 FEET TO A POINT ON THE NORTH LINE OF BLOCK 33 AFORESAID, BEING ALSO THE SOUTH LINE OF WEST CONGRESS PARKWAY, SAID POINT BEING 420.34 FEET (AS MEASURED ALONG SAID NORTH LINE) NORTHEASTERLY OF THE NORTHWEST CORNER OF LOT 24 AFORESAID; THENCE NORTH 88 DEGREES 11 MINUTES 59 SECONDS EAST, ALONG SAID NORTH LINE, 177.83 FEET TO THE HEREINABOVE DESIGNATED POINT OF BEGINNING. ALL IN COOK COUNTY, ILLINOIS.

[PINS and Addresses to follow]

ATTACHMENT 2 Site Ownership

PINS:	17-17-123-020-0000 17-17-123-022-0000 17-17-123-045-0000 (part thereof) 17-17-123-046-0000 (part thereof)
COMMON ADDRESS(ES):	514 South Loomis Street, Chicago, Illinois 60609 1401-1403 West Congress Parkway, Chicago, Illinois 60609

45908021.1

ATTACHMENT 2 Site Ownership

*This Instrument Prepared by and
after Recording Return to:*
Larry N. Woodard, Esq.
Honigman LLP
155 N. Wacker Dr., Suite 3100
Chicago, IL 60606

(For Recorder's Use Only)

MEMORANDUM OF GROUND SUBLEASE

THIS MEMORANDUM OF GROUND SUBLEASE ("**Memorandum**"), dated as of the 10th day of November, 2022 ("**Effective Date**"), is entered into between RSH PROPERTY VENTURES LLC, a Delaware limited liability, having an address at 4714 Gettysburg Road, Mechanicsburg, PA 17055 ("**Sublandlord**"); and, RUSH SPECIALTY HOSPITAL, LLC, a Delaware limited liability company, having an address at 4714 Gettysburg Road, Mechanicsburg, PA 17055 ("**Subtenant**") (Sublandlord and Subtenant collectively referred to herein as the "**Parties**" or, individually as a "**Party**"). Any capitalized terms in this Memorandum shall have the same meanings as ascribed to them in the Ground Sublease.

SUBLANDLORD AND SUBTENANT HEREBY ACKNOWLEDGE THE FOLLOWING:

1. **Ground Sublease.** Sublandlord and Subtenant have entered into a certain Ground Sublease dated November 10, 2022 ("**Ground Sublease**"), pursuant to which Sublandlord has leased to Subtenant all that certain plot, piece, or parcel of land comprising approximately 1.29 acres and the buildings and other improvements thereon or to be constructed thereon, with a street address of Loomis Street between West Congress Parkway and West Harrison Street, Chicago, Cook County, Illinois, as more particularly described in Exhibit "A" attached hereto and made a part hereof (the "**Premises**"), which Premises is more fully defined in the Ground Sublease. The Ground Sublease is a sublease of the entirety of the Premises as defined in that certain Ground Lease dated November 10, 2022, ("**Ground Lease**") by and between RUSH UNIVERSITY MEDICAL CENTER, an Illinois not for profit corporation ("**Ground Landlord**"), as landlord thereunder, and Sublandlord, as tenant thereunder, pursuant to which Ground Landlord has demised the Premises to Sublandlord.

45907985.1

ATTACHMENT 2 Site Ownership

2. **Term.** The initial term of the Ground Sublease commences on the date hereof and expires twenty (20) years thereafter ("**Term**"), which Term is more fully described in the Ground Sublease, unless sooner terminated pursuant to the terms of the Ground Sublease.

3. **Extension Options.** Subtenant has the option to extend the initial Term of the Ground Sublease for eight (8) additional terms of ten (10) Lease Years each. Subtenant may elect to exercise its option by providing written notice to Sublandlord at least one hundred eighty (180) days prior to the expiration of the Term, as more fully provided in Section 3 of the Ground Sublease.

4. **Ground Landlord's Rights.** For any proposed or offered Transfer (as defined in the Ground Lease) by the Sublandlord of the Sublease Estate (as defined in the Ground Lease), Ground Landlord has the right of first offer and right of first refusal to obtain the interests offered in the Sublandlord's proposed Transfer pursuant to Section 9.02 of the Ground Lease. For any expiration or earlier termination of the Ground Sublease, Ground Landlord shall have the right to purchase the Sublandlord's Leasehold Estate on the terms and conditions as stated in Section 9.02 of the Ground Lease. Sublandlord's rights to sublease the Premises are subject to Ground Landlord's right of first offer, right of first refusal and Ground Landlord's purchase rights in Section 9.02 and Section 13.02 of the Ground Lease.

5. **Leasehold Mortgage.** Section 12.02 of the Ground Lease provides that Sublandlord may mortgage, pledge, or encumber its Leasehold Estate to a Leasehold Mortgagee (each as defined in the Ground Lease). Subtenant's interests in the Leasehold Estate under the Ground Sublease are subject to the Leasehold Mortgagee's rights under the Sublease in Section 12 of the Ground Sublease.

6. **No Subordination of Fee Mortgage.** Section 12 of the Ground Sublease provides that any mortgage encumbering the fee interest of Landlord ("**Fee Mortgage**") that such Fee Mortgage shall not be subject to and shall not be subordinate to any Leasehold Mortgage. Upon any foreclosure of a Fee Mortgage, the Ground Sublease and any Leasehold Mortgage shall not be disturbed; provided that any holder of any Fee Mortgage and their successors and assigns shall have the right to attorn to the Ground Landlord's rights under the Ground Lease and to exercise all rights and remedies under this Lease, provided that any Fee Mortgagee or its successor shall not liable for any claims arising prior to the Fee Mortgagee's possession of the Premises Fee Estate. Section 12 of the Ground Sublease allows for a mortgage of the Sublandlord's Leasehold Estate (as defined in the Ground Lease), but only subject to those conditions contained in Section 12 thereof.

7. **Permitted Use.** Subtenant's uses are restricted under the Ground Sublease as to the same use restrictions under the Ground Lease, namely to long-term acute care hospital, inpatient rehabilitation, inpatient medical services, ancillary services offered in connection with such long-term acute care hospital, inpatient rehabilitation facility, outpatient physical therapy clinic, inpatient neuro transitional facility and for general medical offices and for no other use unless approved by Ground Landlord and Sublandlord in writing, which approvals shall not be unreasonably withheld, conditioned or delayed, each as more further provided in Section 5.01 of the Ground Lease and Section 5 of the Ground Sublease, respectively. Further, the Ground Sublease provides for the same prohibited uses and the same prohibitions on the occupancy of

ATTACHMENT 2 Site Ownership

the Premises by Prohibited Persons as provided in Section 5.02 of the Ground Lease and Section 5 of the Ground Sublease, respectively.

8. **Rights of Subtenant.** Subtenant has all rights of Sublandlord under the Transaction Documents (as defined in the Ground Sublease), including without limitation, all rights of Sublandlord under the Parking Agreement.

9. **Conflicts.** This Memorandum is intended for recording purposes only to provide notice of certain terms and conditions contained in the Ground Sublease and is not to be construed as a complete summary of the terms and conditions thereof. This Memorandum is subject to the Ground Sublease and any amendments, modifications, alterations, renewals, and extensions of the Ground Sublease. The terms and provisions of the Ground Sublease are incorporated in this Memorandum by reference. In the event of any conflict between this Memorandum and the Ground Sublease, the provisions of the Ground Sublease shall control.

10. **Counterparts.** This Memorandum may be executed in multiple counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

[signature page to immediately follow]

[remainder of page intentionally left blank]

ATTACHMENT 2 Site Ownership

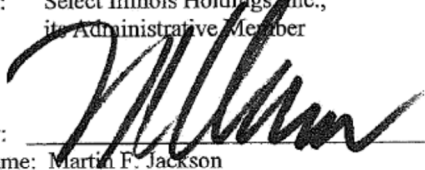
[RSH signature page to Memorandum of Sublease]

IN WITNESS WHEREOF, Sublandlord and Subtenant have signed this Memorandum of Sublease as of the Effective Date set forth above.

SUBLANDLORD:

RSH PROPERTY VENTURES, LLC
a Delaware limited liability company

By: Select Illinois Holdings, Inc.,
its Administrative Member

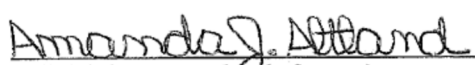
By: 
Name: Martin F. Jackson
Title: Vice President & Assistant Secretary

COMMONWEALTH OF CUMBERLAND)

COUNTY OF CUMBERLAND)

On this 4th day of November, 2022, before me, the undersigned notary public, personally appeared Martin F. Jackson, the Vice President & Assistant Secretary of Select Illinois Holdings, Inc., in its capacity as Administrative Member of Rush-Select Holdings, LLC, sole member of Rush Specialty Hospital, LLC, who proved to me through satisfactory evidence of identification to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose.

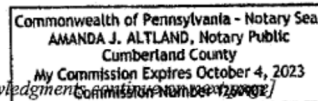
[NOTARY SEAL]


(Official signature and seal of notary)

MY COMMISSION EXPIRES:

October 4, 2023

[signatures and acknowledgment]



ATTACHMENT 2 Site Ownership

[Rush Specialty signature page to Memorandum of Sublease]

IN WITNESS WHEREOF, Sublandlord and Subtenant have signed this Memorandum of Sublease as of the Effective Date set forth above.

SUBTENANT:

RUSH SPECIALTY HOSPITAL, LLC
a Delaware limited liability company

By: Rush-Select Holdings, LLC, its sole member

By: Select Illinois Holdings, Inc., its Administrative
Member

By: 

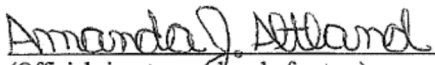
Name: Martin F. Jackson

Title: Vice President & Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)

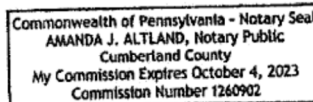
COUNTY OF CUMBERLAND)

On this 4th day of November, 2022, before me, the undersigned notary public, personally appeared Martin F. Jackson, the Vice President & Assistant Secretary of Select Illinois Holdings, Inc., in its capacity as Administrative Member of Rush-Select Holdings, LLC, sole member of Rush Specialty Hospital, LLC, who proved to me through satisfactory evidence of identification to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.


(Official signature and seal of notary)

MY COMMISSION EXPIRES:

October 4, 2023



ATTACHMENT 2 Site Ownership

EXHIBIT A

LEGAL DESCRIPTION OF THE PREMISES

THAT PART OF LOTS 1 THROUGH 26, BOTH INCLUSIVE, AND THAT PART OF LOTS 27 THROUGH 50, BOTH INCLUSIVE, AND LOTS 51 AND 52, IN BLOCK 33, IN LAFLIN AND LOOMIS'S RESUBDIVISION OF BLOCKS 5, 18, 21, 30, 31 32, 33 AND 41 AND SUBDIVISION OF BLOCK 6, 9, 19 AND 20 IN CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH ALL OF THE VACATED ALLEYS LYING WITHIN SAID BLOCK 33, VACATED BY ORDINANCE PASSED MAY 4, 1977 AND RECORDED JUNE 9, 1977, AS DOCUMENT NUMBER 23960779;

LYING NORTHERLY OF THE FOLLOWING DESCRIBED LINE, (HEREINAFTER REFERRED TO AS LINE A) BEING THE NORTH LINE OF WEST HARRISON STREET VACATED BY ORDINANCE PASSED JULY 13, 1977 AND RECORDED JULY 15, 1977, AS DOCUMENT NUMBER 24014033.

BEGINNING AT A POINT ON THE WEST LINE OF LOT 27 IN BLOCK 33 AFORESAID, SAID POINT BEING 25.97 FEET NORTH OF THE SOUTHWEST CORNER OF SAID LOT 27 (AS MEASURED ON SAID WEST LINE); THENCE SOUTHEASTERLY 244.08 FEET TO THE POINT OF INTERSECTION WITH A LINE WHICH IS 14 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF LOTS 36 TO 50, BOTH INCLUSIVE, IN SAID BLOCK 33; THENCE EAST ALONG SAID PARALLEL LINE TO ITS INTERSECTION WITH THE EAST LINE OF LOT 50 IN SAID BLOCK 33; BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF LOT 1 IN LAFLIN AND LOOMIS'S RESUBDIVISION AFORESAID, THENCE SOUTH 1 DEGREE 40 MINUTES 16 SECONDS EAST, ALONG THE EAST LINE OF BLOCK 33, AFORESAID, BEING ALSO THE WEST LINE OF SOUTH LOOMIS STREET, 314.50 FEET TO THE POINT OF INTERSECTION WITH THE AFORESAID LINE "A", SAID POINT BEING 14.00 FEET (AS MEASURED ALONG SAID EAST LINE) NORTH OF THE SOUTH EAST CORNER OF LOT 50 IN BLOCK 33 AFORESAID; THENCE SOUTH 88 DEGREES 21 MINUTES 01 SECONDS WEST, ALONG SAID LINE "A", 180.00 FEET TO A POINT, SAID POINT BEING 174.63 FEET (AS MEASURED ALONG SAID LINE "A", EAST OF A BEND POINT IN SAID LINE "A"; THENCE NORTH 1 DEGREE 16 MINUTES 32 SECONDS WEST, 314.04 FEET TO A POINT ON THE NORTH LINE OF BLOCK 33 AFORESAID, BEING ALSO THE SOUTH LINE OF WEST CONGRESS PARKWAY, SAID POINT BEING 420.34 FEET (AS MEASURED ALONG SAID NORTH LINE) NORTHEASTERLY OF THE NORTHWEST CORNER OF LOT 24 AFORESAID; THENCE NORTH 88 DEGREES 11 MINUTES 59 SECONDS EAST, ALONG SAID NORTH LINE, 177.83 FEET TO THE HEREINABOVE DESIGNATED POINT OF BEGINNING. ALL IN COOK COUNTY, ILLINOIS.

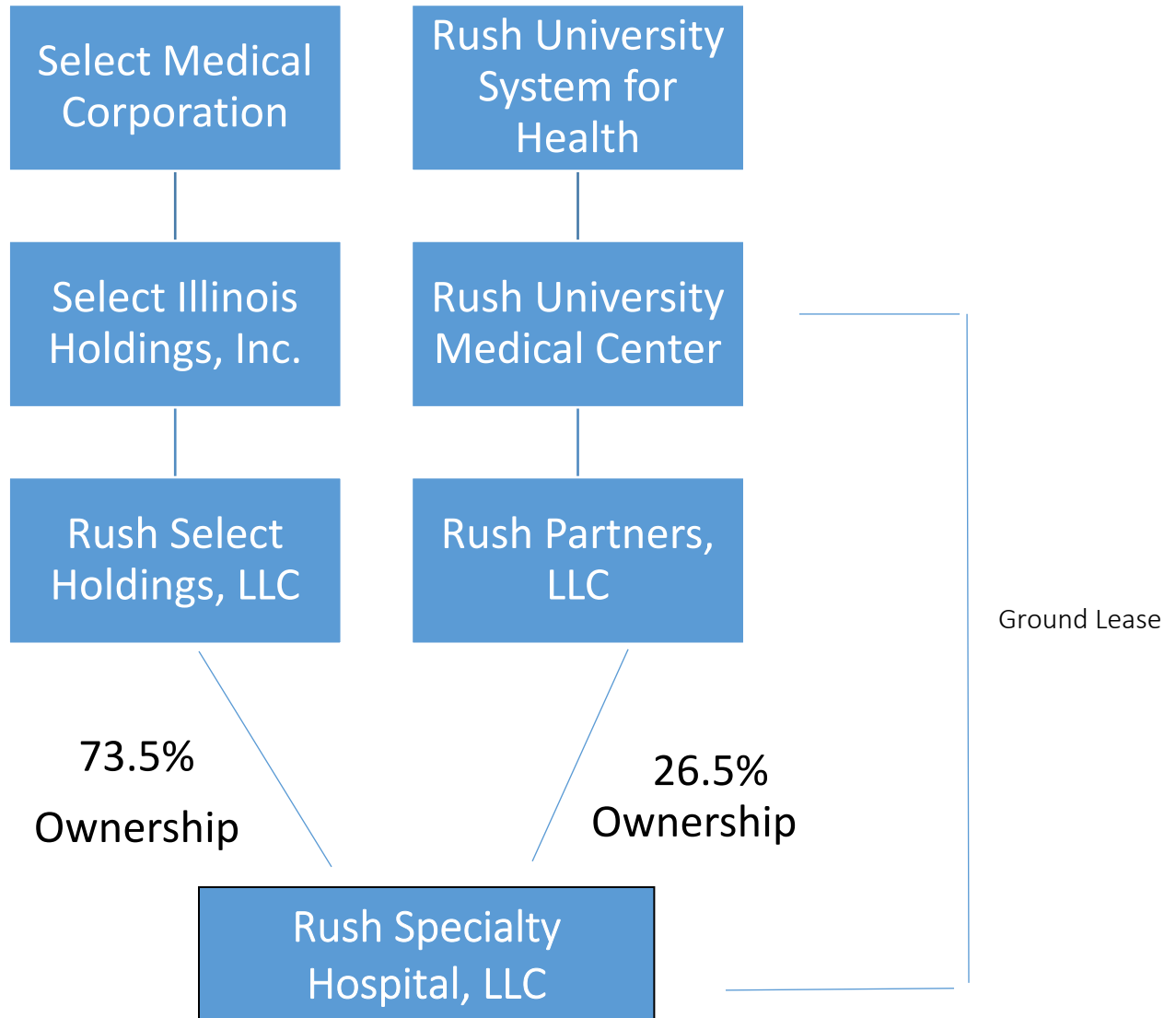
[PINS and Addresses to follow]

ATTACHMENT 2 Site Ownership

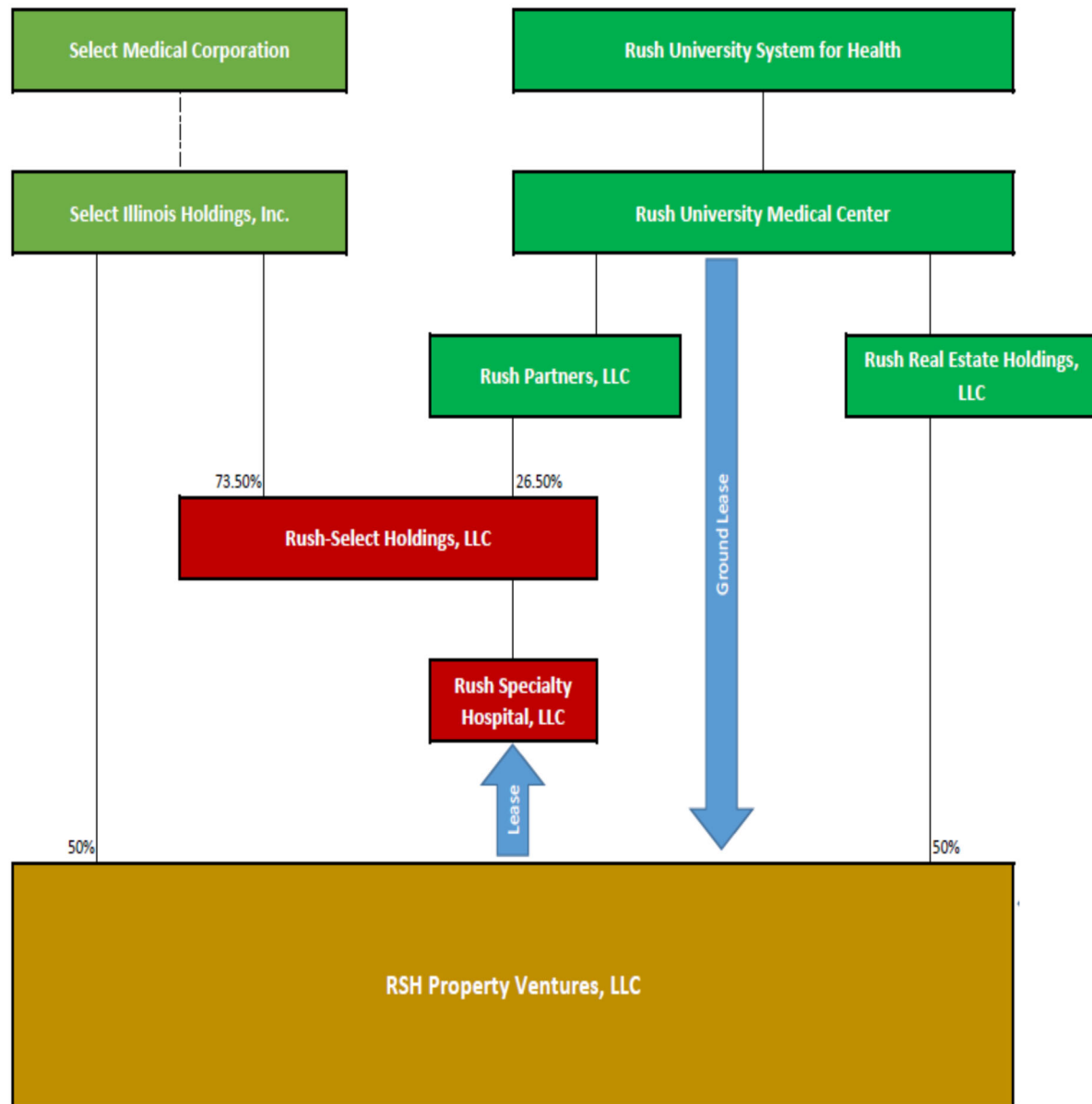
PINS:	17-17-123-020-0000 17-17-123-022-0000 17-17-123-045-0000 (part thereof) 17-17-123-046-0000 (part thereof)
COMMON ADDRESS(ES):	514 South Loomis Street, Chicago, Illinois 60609 1401-1403 West Congress Parkway, Chicago, Illinois 60609

45907985.1

ATTACHMENT 4
Pre-Transaction Organizational Chart



ATTACHMENT 4 Post-Transaction Organizational Chart



ATTACHMENT 5

Background of the Applicant

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

RSH Property Ventures, LLC owns no other health care facilities. Included with this Attachment is a letter from the entity affirming no ownership in any other facilities.

- 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.**

Rush University System for Health maintains an ownership interest in several health care facilities and a list of those facilities is included with this Attachment. Select Medical Corporation holds an ownership in only one Illinois healthcare facility, Rush Specialty Hospital.

- 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 all of the Applicants verifying that no adverse action has taken place in the last 3 years.

- 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

DocuSign Envelope ID: 92FCC6F1-6CA4-41D5-B4F3-32CFD4EB2627

RUSH Legal
Triangle Office Building
1700 W. Van Buren St.
Suite 301
Chicago, IL 60612

Tel. 312.942.6886
Fax: 312.942.4233
Carl_Bergetz@rush.edu
www.rush.edu



Carl Bergetz
Rush University System for Health
Chief Legal Officer
Rush University Medical Center
General Counsel & Senior Vice President

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

Re: Certification and Authorization

Dear Mr. Kniery,

As representative of Rush University System for Health, Rush University Medical Center, Rush Real Estate Holdings, LLC, I, Carl Bergetz., 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.

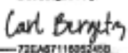
I further verify that, Rush University System for Health has ownership interest in the following Illinois Healthcare facilities:

- Rush University Medical Center
- Rush Oak Park Hospital
- Rush Copley Medical Center
- Rush Surgicenter at the Professional Building, Ltd.
- Rush Oak Brook Surgery Center, LLC
- Rush-Copley Surgicenter, LLC
- Rush Specialty Hospital (not yet completed)

None of the healthcare facilities listed above have been cited for an adverse action in the past three (3) years. Additionally, Rush Real Estate Holdings, LLC owns no other healthcare facilities.

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

Sincerely,

DocuSigned by:

72EAB7118052450

Carl Bergetz, JD
Chief Legal Officer
Rush University System for Health

ATTACHMENT 5 Background of the Applicant



February 27, 2023

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

Re: Certification and Authorization

Dear Mr. Kniery,

As representative of Select Medical Corporation, Select Illinois Holdings, LLC, I, Thomas P. Mullin, 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, Select Medical Corporation and Select Illinois Holdings, LLC have no ownership interest in any Illinois Healthcare facilities other than Rush Specialty Hospital which is still under construction. As such we have no adverse actions to report for the past three (3) years.

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

Sincerely,


Thomas Mullin (Feb 27, 2023 10:41 EST)

Thomas P. Mullin
Executive Vice President
Select Medical Corporation

ATTACHMENT 5 Background of the Applicant



February 24, 2023

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

Re: Certification and Authorization

Dear Mr. Kniery,

As representative of RSH Property Ventures, LLC and Rush Specialty Hospital, LLC, I, Thomas P. Mullin, 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, RSH Property Ventures, LLC and Rush Specialty Hospital, LLC have no ownership interest in any Illinois Healthcare facilities other than Rush Specialty Hospital which is still under construction. As such we have no adverse actions to report for the past three (3) years.

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

Sincerely,

Thomas Mullin (Feb 27, 2023 16:41 EST)

Thomas P. Mullin
Executive Vice President
Select Medical Corporation

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:

- Rush University System for Health
- Rush University Medical Center (Land Owner)
- Rush Partners, LLC
- Rush Real Estate Holdings, LLC
- Select Medical Corporation
- Select Illinois Holdings, Inc.
- Rush Specialty Hospital, LLC (Licensee)
- RSH Property Ventures, LLC (Proposed Physical Plant Owner)

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(1)(B)- Background of the parties

“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.”

The following information is provided to illustrate the qualifications, background and character of the Applicants, and to assure the Health Facilities and Services Review Board that the proposed hospital will provide a proper standard of health care services for the community.

RSH Property Ventures, LLC, Rush Specialty Hospital, LLC

The proposed project will be a joint venture between Rush University System for Health and Select Medical Corporation. Each entity will ultimately own 50% of RSH Property Ventures through subsidiary entities.

The Ownership of the licensee Rush Specialty Hospital, LLC will remain unchanged. Rush University Medical Center, an Illinois corporation, will have a 26.5% ownership interest in the Licensee held through the wholly owned Rush Partners, LLC in Rush Specialty Hospital, LLC. Select Illinois Holdings, Inc, a Delaware corporation is a subsidiary of Select Medical Corporation, a Delaware corporation, and will have a 73.5% ownership interest in the Licensee, Rush Specialty Hospital, LLC.

RSH Property Ventures, LLC does not own or operate any healthcare facilities, thus can certify that there have been no adverse actions during the three (3) years prior to the filing of this Application. A letter certifying the above information is attached at Attachment 11.

We have included a letter authorizing access to the HFSRB and IDPH to verify information about RSH Property Ventures, LLC and the various applicant entities.


Rush University System for Health, Rush University Medical Center, Rush Partners, LLC, Rush Real Estate Holdings, LLC

Rush University System for Health (“Rush”) is a nationally-recognized system anchored by Rush University Medical Center located in the Illinois Medical District, with additional hospitals in Aurora (Rush Copley Medical Center) and Oak Park (Rush Oak Park Hospital), ambulatory surgical treatment centers, its newly approved Ambulatory Care Building, and more than 30 clinical locations across the Chicago area. Rush University System for Health is consistently recognized for exceptional patient care, education, research and community partnerships. Rush was recently approved by the Board to construct Rush Specialty Hospital, a joint venture project with Select Medical Corporation. Rush maintains its ownership interest in RSH Property Ventures, LLC through wholly owned entities including: Rush University Medical Center, and Rush Real Estate Holdings, LLC.

Select Medical Corporation, Select Illinois Holdings, LLC


Select Medical Corporation (“Select Medical”) was founded in 1996 as a regional provider of outpatient physical rehabilitation. In three years, Select Medical went from a small start-up to a diversified healthcare company with a national presence. More than 20 years later, Select Medical has maintained its commitment to deliver exceptional patient care experience that promotes healing and recovery in a compassionate environment. Select Medical has helped define the nation’s standard of excellence in specialized hospital and rehabilitative care. Select Medical delivers care and support to more than 46,000 talented healthcare professionals across the U.S. giving care to over 80,000 patients every day. Select Medical maintains its ownership of RSH Property Ventures, LLC through the wholly owned Select Illinois Holdings, LLC.

ATTACHMENT 6
Change of Ownership

		Illinois Department of PUBLIC HEALTH		HF 126531
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 12/31/2023	CATEGORY	I.D. NUMBER 0001917		
General Hospital				
Effective: 01/01/2023				
Rush University Medical Center 1653 W Congress Pkwy Chicago, IL 60612				
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 12/31/2023
Lic Number 0001917
Date Printed 10/14/2022
Rush University Medical Center
1653 W Congress Pkwy
Chicago, IL 60612
FEE RECEIPT NO.

		Illinois Department of PUBLIC HEALTH		HF 126157
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 9/30/2023	CATEGORY	I.D. NUMBER 7003207		
Ambulatory Surgery Treatment Center				
Effective: 10/01/2022				
Rush-Copley Surgicenter LLC dba Castle Surgicenter 2111 Ogden Avenue Aurora, IL 60504				
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 9/30/2023
Lic Number 7003207
Date Printed 8/25/2022
Rush-Copley Surgicenter LLC
dba Castle Surgicenter
2111 Ogden Avenue
Aurora, IL 60504-7597
FEE RECEIPT NO.

ATTACHMENT 6 Change of Ownership

 **Illinois Department of PUBLIC HEALTH** HF 126352

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	CATEGORY	I.D. NUMBER
11/17/2023		0004671

General Hospital

Effective: 11/18/2022

Copley Memorial Hospital, Inc
dba Rush Copley Medical Center
2000 Ogden Ave

Aurora, IL 60504

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 11/17/2023

Lic Number 0004671

Date Printed 9/21/2022

Copley Memorial Hospital, Inc
dba Rush Copley Medical Center
2000 Ogden Ave
Aurora, IL 60504

FEE RECEIPT NO.

 **Illinois Department of PUBLIC HEALTH** HF 127321

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	CATEGORY	I.D. NUMBER
2/17/2024		7001753

Ambulatory Surgery Treatment Center

Effective: 02/18/2023

Rush Surgicenter at the Professional Bldg. Ltd.
1725 W Harrison St Ste 556
Chicago, IL 60612

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 2/17/2024

Lic Number 7001753


Date Printed 2/7/2023

Rush Surgicenter at the Professional B

1725 W Harrison St Ste 556
Chicago, IL 60612-2846

FEE RECEIPT NO.

ATTACHMENT 6 Change of Ownership

		Illinois Department of		HF 125854
PUBLIC HEALTH				
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		Issued under the authority of the Illinois Department of Public Health		
Acting Director				
EXPIRATION DATE	CATEGORY	I.D. NUMBER		
6/30/2023		0001750		
General Hospital				
Effective: 07/01/2022				
Rush Oak Park Hospital, Inc. 520 S Maple Ave Oak Park, IL 60304				
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 0001750

Date Printed 6/28/2022

Rush Oak Park Hospital, Inc.

520 S Maple Ave
Oak Park, IL 60304

FEE RECEIPT NO.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b) (1)(C)- Structure of the transaction

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

RSH Property Ventures, LLC will acquire the physical plant where Rush Specialty Hospital will be located. RSH Property Ventures, LLC will enter into a long-term ground lease with Rush University Medical Center, the current owner of the land where the facility is being constructed. RSH Property Ventures, LLC will then enter into a ground sublease with the licensee, Rush Specialty Hospital, LLC. There will be no other ownership change.

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 Rush Specialty Hospital, LLC. There will be no change in the entity currently proposed to be licensed by the Illinois Department of Public Health to operate the hospital.

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.”

This transaction involves a change of ownership by related parties which does not result in a license being issued to an entity different from the current proposed licensee.

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."

There will no sale or money exchanged in the acquisition of the physical plant. The only monies exchanged will be those described in the leases between RSH Property Ventures, LLC and Rush University Medical Center and RSH Property Ventures, LLC and Rush Specialty Hospital, LLC.

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)]"

There will no sale or money exchanged in the acquisition of the physical plant. The only monies exchanged will be those described in the leases between RSH Property Ventures, LLC and Rush University Medical Center and RSH Property Ventures, LLC and Rush Specialty Hospital, LLC.

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)(2)- 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 transaction involves real estate only and will not impact the hospital's charity care. However, the licensee will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(2)- Anticipated Benefits to the Community

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

Rush Specialty Hospital, LLC patients will continue to have access to the procedures they need, and the facility has already committed to serving patients who maintain Medicare and the Illinois Medicaid program as their insurance. The facility itself will increase access to care and continue to provide care for all patients within their community regardless of their ability to pay.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(2)- 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"

The proposed change of ownership of the physical plant will not negatively impact the continuity of service to the community once the facility begins operations. As originally described to the Board, the operation of this hospital will undoubtedly yield cost savings to the healthcare system and the community which it serves. It is expected that those savings will be the result of patients being treated in the appropriate setting and receiving a level of care better suited for their level of acuity.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(2)- Quality Improvement Program

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

Rush Specialty Hospital, LLC's quality improvement program mechanism once established 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)(2)- Facility's Governing Body

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

The transaction will not modify the facility's governing body. The bylaws of the organization will not change, nor will there be change to the individuals currently serving on the facility's governing body.

From a patient, provider, and communal basis the operation of the facility will remain unchanged.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(2)- Review Criteria in 77 Ill. Admin. Code 1110.240

"A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility"

A response has been prepared addressing the review criteria in 77 Ill. Admin. Code 1110.240 and is available for public review on the premises of the facility.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(2)- 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 once opened. There is no expectation, as a result of this transaction, of any disruptions at the facility, nor will there be changes to the categories of services that are already approved. The Applicants do not expect any other changes within 24 months of the acquisition of the physical plant.

ATTACHMENT 7
Charity Care Information

RUSH UNIVERSITY MEDICAL CENTER

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	476	349	587
Outpatient	12,224	11,035	16,564
Total	12,700	11,384	17,151
Charity (cost in dollars)			
Inpatient	\$7,388,724	\$8,667,696	\$8,427,871
Outpatient	\$10,645,902	\$11,728,611	\$11,613,380
Total	\$18,034,626	\$20,396,307	\$20,041,251
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	8,134	7,665	7,509
Outpatient	114,735	120,775	111,222
Total	122,869	128,440	118,731
Medicaid (revenue)			
Inpatient	\$112,923,000	\$125,248,000	\$106,210,677
Outpatient	\$30,265,000	\$40,102,000	\$57,023,218
Total	\$143,188,000	\$165,350,000	\$163,233,895

ATTACHMENT 7
Charity Care Information

RUSH OAK PARK HOSPITAL

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	45	35	78
Outpatient	3,602	3,655	5,596
Total	3,647	3,690	5,674
Charity (cost in dollars)			
Inpatient	\$611,142	\$268,090	\$332,546
Outpatient	\$2,214,229	\$2,251,356	\$2,733,176
Total	\$2,825,371	\$2,519,446	\$3,065,722
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	615	345	738
Outpatient	22,922	24,880	28,610
Total	23,537	25,225	29,348
Medicaid (revenue)			
Inpatient	\$6,870,809	\$8,293,384	\$4,489,499
Outpatient	\$10,675,377	\$7,629,535	\$6,139,114
Total	\$17,546,186	\$15,922,919	\$10,628,613

**ATTACHMENT 7
Charity Care Information**

RUSH COPLEY MEDICAL CENTER

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	138	102	79
Outpatient	492	327	204
Total	630	429	283
Charity (cost in dollars)			
Inpatient	\$2,129,038	\$2,882,758	\$3,692,049
Outpatient	\$1,832,746	\$1,227,014	\$1,624,409
Total	\$3,961,784	\$4,109,772	\$5,316,458
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	2,183	2,078	2,316
Outpatient	48,381	45,265	38,972
Total	50,564	47,343	41,288
Medicaid (revenue)			
Inpatient	\$27,963,450	\$21,765,064	\$21,221,198
Outpatient	\$24,927,322	\$34,153,515	\$31,687,282
Total	\$52,890,772	\$55,918,579	\$52,908,480

ATTACHMENT 7
Charity Care Information

RUSH CENTER AT THE PROFESSIONAL BLDG., LTG.

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	0	0	78
Outpatient	1	0	5,596
Total	1	0	5,674
Charity (cost in dollars)			
Inpatient	\$0	\$0	\$332,546
Outpatient	\$0	\$0	\$2,733,176
Total	\$0	\$0	\$3,065,722
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	0	0	0
Outpatient	0	0	2
Total	0	0	2
Medicaid (revenue)			
Inpatient	\$0	\$0	\$0
Outpatient	\$0	\$0	\$1,215
Total	\$0	\$0	\$1,215

ATTACHMENT 7
Charity Care Information

RUSH OAK BROOK SURGERY CENTER

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	N/A	0	0
Outpatient	N/A	0	0
Total	N/A	0	0
Charity (cost in dollars)			
Inpatient	N/A	\$0	\$0
Outpatient	N/A	\$0	\$0
Total	N/A	\$0	\$0
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	N/A	0	0
Outpatient	N/A	1	0
Total	N/A	1	0
Medicaid (revenue)			
Inpatient	N/A	\$0	\$0
Outpatient	N/A	\$0	\$0
Total	N/A	\$0	\$0

ATTACHMENT 7
Charity Care Information

RUSH-COPLEY SURGERY CENTER

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	2018	2019	2020
Inpatient	N/A	0	0
Outpatient	N/A	0	0
Total	N/A	0	0
Charity (cost in dollars)			
Inpatient	N/A	\$0	\$0
Outpatient	N/A	\$0	\$0
Total	N/A	\$0	\$0
MEDICAID			
Medicaid (# of patients)	2018	2019	2020
Inpatient	N/A	0	0
Outpatient	N/A	1	3
Total	N/A	1	3
Medicaid (revenue)			
Inpatient	N/A	\$15,268	\$0
Outpatient	N/A	\$15,268	\$1,527
Total	N/A	\$15,268	\$1,527

ATTACHMENT 7
Charity Care Information

RUSH SPECIALTY HOSPITAL

Safety Net Information per PA 96-0031			
CHARITY CARE			
	2018	2019	2020
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

*This transaction is for realty only and the Licensee is not yet operational.

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	24-32	
2	Site Ownership	33-47	
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	48-49	
5	Background of the Applicant	50-53	
6	Change of Ownership	54-71	
7	Charity Care Information	72-78	