

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: Lindenhurst Freestanding Emergency Center		
Street Address: 1050 Red Oak Lane		
City and Zip Code: Lindenhurst, IL 60046		
County: Lake	Health Service Area: 8	Health Planning Area: A-09

Legislators

State Senator Name: Craig Wilcox
State Representative Name: Tom Weber

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

Exact Legal Name: Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center
Street Address: 1050 Red Oak Lane
City and Zip Code: Lindenhurst, IL 60046
Name of Registered Agent: CT Corporation
Registered Agent Street Address: 208 S. LaSalle St., Ste 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Jon Rozenfeld
CEO Street Address: 1324 N. Sheridan Road
CEO City and Zip Code: Waukegan, IL 60085
CEO Telephone Number: (847) 360-4001

Type of Ownership of Applicants

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

- Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- Partnerships must provide the name of the state in which 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: Jon Rozenfeld
Title: CEO
Company Name: Vista Health System
Address: 1324 N. Sheridan Road, Waukegan, IL 60085
Telephone Number: (847) 360-4001
E-mail Address: jrozenfeld@qhus.com
Fax Number: (847) 360-4109

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Legislators

State Senator Name: Craig Wilcox
State Representative Name: Tom Weber

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

Exact Legal Name: Quorum Health Corporation
Street Address: 1573 Mallory Lane, Suite 100
City and Zip Code: Brentwood, TN 37027
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 S. LaSalle St., Suite 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Julie Manas (President)
CEO Street Address: 1573 Mallory Lane, Suite 100
CEO City and Zip Code: Brentwood, TN 37027
CEO Telephone Number: (615) 221-1400

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Legislators

State Senator Name: Craig Wilcox
State Representative Name: Tom Weber

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

Exact Legal Name: Quincy Health, LLC
Street Address: c/o Davidson Kempner Capital Management LP, 520 Madison Ave, 30th FL Attn: Travis Troyer
City and Zip Code: NY, NY 10022
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 S. LaSalle St., Suite 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Stuart McLean
CEO Street Address: GoldenTree Asset Management, 300 Park Avenue, 21st Floor
CEO City and Zip Code: New York, NY 10022
CEO Telephone Number: (212) 446-4000

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Legislators

State Senator Name: Craig Wilcox
State Representative Name: Tom Weber

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

Exact Legal Name: AHS Vista LLC
Street Address: 1324 N. Sheridan Road
City and Zip Code: Waukegan, IL 60085
Name of Registered Agent: Registered Agents, Inc.
Registered Agent Street Address: 2501 Chatham Road, Suite R
Registered Agent City and Zip Code: Springfield, IL 62704
Name of Chief Executive Officer: Mike Sarian (Manager)
CEO Street Address: 505 North Brand Blvd., Suite 1110
CEO City and Zip Code: Glendale, CA 91203
CEO Telephone Number: (310) 809-6042

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
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Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Jonathan Burket
Title: Corporate Compliance Officer
Company Name: American Healthcare Systems Corp., Inc.
Address: 505 North Brand Blvd., Suite 1110, Glendale, CA 91203
Telephone Number: (818) 666-0602
E-mail Address: jburket@amhealthsystems.com
Fax Number: n/a

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Legislators

State Senator Name: Craig Wilcox
State Representative Name: Tom Weber

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

Exact Legal Name: American Healthcare Systems Corp., Inc.
Street Address: 505 North Brand Blvd., Suite 1110
City and Zip Code: Glendale, CA 91203
Name of Registered Agent: Nevada Management Team LTD.
Registered Agent Street Address: 1468 James Road
Registered Agent City and Zip Code: Gardnerville, NV 89460
Name of Chief Executive Officer: Mike Sarian
CEO Street Address: 505 North Brand Blvd., Suite 1110
CEO City and Zip Code: Glendale, CA 91203
CEO Telephone Number: (310) 809-6042

Type of Ownership of Applicants

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Telephone Number: (818) 666-0602
E-mail Address: jburket@amhealthsystems.com
Fax Number: n/a

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

Name: Daniel J. Lawler
Title: Partner
Company Name: Barnes & Thornburg LLP
Address: One North Wacker Drive, Suite 4400, Chicago IL 60606-2833
Telephone Number: (312) 214-4861
E-mail Address: Daniel.Lawler@btlaw.com
Fax Number: (312) 759-5646

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: Aimee Gill
Title: Senior VP/Chief Legal Officer
Company Name: American Healthcare Systems, LLC
Address: 505 N. Brand Blvd., Suite 1110, Glendale, CA 91203
Telephone Number: (818) 452-3362
E-mail Address: agill@amhealthsystems.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: Waukegan Illinois Hospital Company, LLC
Address of Site Owner: 1573 Mallory Lane, Suite 100, Brentwood, TN 37027
Street Address or Legal Description of the Site: 1324 N. Sheridan Road, Waukegan, IL 60085
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: Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center		
Address: 1050 Red Oak Lane, Lindenhurst, Illinois 60046		
☐ Non-profit Corporation ☐ For-profit Corporation ☒ Limited Liability Company ☐ Other	☐ Partnership ☐ Governmental ☐ Sole Proprietorship	☐

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center	
Address: 1050 Red Oak Lane, Lindenhurst, IL 60046	
☐ Non-profit Corporation ☐ For-profit Corporation ☒ Limited Liability Company ☐ Other	☐ Partnership ☐ Governmental ☐ Sole Proprietorship ☐
○ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. ○ Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. ○ Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

Narrative Description

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

The applicant facility, Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center is located at 1050 Red Oak Lane, Lindenhurst, is currently indirectly owned by Quorum Health Corporation through its wholly-owned subsidiary Waukegan Hospital Corporation which wholly owns the applicant facility.

The proposed transaction involves the sale of 100% of the shares in Waukegan Hospital Corporation to AHS Vista LLC. Waukegan Illinois Hospital Company, LLC, owns and operates both the Lindenhurst Freestanding Emergency Center and Vista Medical Center East in Waukegan for which a separate change of ownership application is being filed contemporaneously with this application. The total transaction price is \$23.5 million, of which \$1,250,000 is allocated to Lindenhurst Freestanding Emergency Center.

The transaction will *not* result in the issuance of a license to an entity different from the current licensee. The current licensee is Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center, which will remain the licensee post-closing.

Related Project Costs

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

Land acquisition is related to project ☐ Yes ☒ No

Purchase Price: \$ _____

Fair Market Value: \$ _____

Project Status and Completion Schedules

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

Anticipated exemption completion date (refer to Part 1130.570): May 31, 2023

State Agency Submittals

Are the following submittals up to date as applicable:

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

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

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

DocuSign Envelope ID: 2549E026-D132-4166-8D8B-AD7DA21989F7

CERTIFICATION

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

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

This Application is filed on the behalf of

Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency 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.

Christopher Harrison

4/10/2023 4:17 PM CST

SIGNATURE

Christopher M. Harrison
PRINTED NAME

Senior Vice President and Treasurer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Signature of Notary

Seal

SIGNATURE

Donald R. Esposito, Jr.
PRINTED NAME

Senior Vice President and Secretary
PRINTED TITLE

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*Insert the EXACT legal name of the applicant

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This Application is filed on the behalf of

Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency 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.

Donald R. Esposito Jr. 4/10/2023 4:07 PM CST

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This Application is filed on the behalf of

Quorum Health 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.

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This Application is filed on the behalf of

Quincy Health, 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.

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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

American Healthcare Systems Corp., 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.

Mike Sarian
SIGNATURE

MIKE SARIAN
PRINTED NAME

CEO
PRINTED TITLE

Notarization:

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this ____ day of ____

Signature of Notary

Seal

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ACM Di
SIGNATURE

Faisal Gill
PRINTED NAME

Secretary
PRINTED TITLE

Notarization:

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this ____ day of ____

Signature of Notary

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CALIFORNIA JURAT

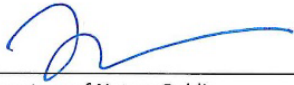
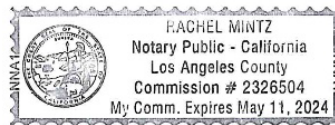
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA }

COUNTY OF Los Angeles }Subscribed and sworn to (or affirmed) before me on this 12 day of April, 2023
Date Month Yearby Faisal Mahmood Gill

Name of Signers

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 
Signature of Notary PublicSeal
Place Notary Seal Above**OPTIONAL**

Though this section is optional, completing this information can deter alteration of the document or fraudulent attachment of this form to an unintended document.

Description of Attached DocumentTitle or Type of Document: certification

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: _____

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

Jurat

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 12 day of April, 2023, by
Mike M Sorian, proved to me on the basis of
satisfactory evidence to be the person(s) who appeared before me.



Signature



(Notary Seal)

OPTIONAL INFORMATION

DESCRIPTION OF THE ATTACHED DOCUMENT

certification

(Title or description of attached document)

(Title or description of attached document continued)

No. of Pages: _____ Document Date: _____

(Additional information)

INSTRUCTIONS FOR COMPLETING THIS FORM

The wording of all Jurats completed in California after January 1, 2015 must be in the form as set forth within this Jurat. There are no exceptions. If a Jurat to be completed does not follow this form, the notary must correct the verbiage by using a jurat stamp containing the correct wording or attaching a separate jurat form such as this one which does contain proper wording. In addition, the notary must require an oath or affirmation from the document signer regarding the truthfulness of the contents of the document. The document must be signed AFTER the oath or affirmation. If the document was previously signed, it must be re-signed in front of the notary public during the jurat process.

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the jurat process is completed.
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Signature of the notary public must match the signature on file with the office of the county clerk.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different jurat form.
 - Additional information is not required but could help to ensure this jurat is not misused or attached to a different document.
 - Indicate title or type of attached document, number of pages and date.
- Securely attach this document to the signed document.

CERTIFICATION

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

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

This Application is filed on the behalf of

AHS Vista 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.

Mike Sorian
SIGNATURE

MIKE SORIAN
PRINTED NAME

CEO/SOLE MANAGING MEMBER
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

Jurat

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of

Los AngelesSubscribed and sworn to (or affirmed) before me on this 12 day of April, 2023, by

Mike M. Sarian, proved to me on the basis of
satisfactory evidence to be the person(s) who appeared before me.



Signature



(Notary Seal)

OPTIONAL INFORMATION

DESCRIPTION OF THE ATTACHED DOCUMENT

certification

(Title or description of attached document)

(Title or description of attached document continued)

No. of Pages: _____ Document Date: _____

(Additional information)

INSTRUCTIONS FOR COMPLETING THIS FORM

The wording of all Jurats completed in California after January 1, 2015 must be in the form as set forth within this Jurat. There are no exceptions. If a Jurat to be completed does not follow this form, the notary must correct the verbiage by using a jurat stamp containing the correct wording or attaching a separate jurat form such as this one which does contain proper wording. In addition, the notary must require an oath or affirmation from the document signer regarding the truthfulness of the contents of the document. The document must be signed AFTER the oath or affirmation. If the document was previously signed, it must be re-signed in front of the notary public during the jurat process.

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- Signature of the notary public must match the signature on file with the office of the county clerk.
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 - Additional information is not required but could help to ensure this jurat is not misused or attached to a different document.
 - Indicate title or type of attached document, number of pages and date.
- Securely attach this document to the signed document.

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

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

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

SECTION IV.CHARITY CARE INFORMATION

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

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

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

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
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		27-32
2	Site Ownership		33
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		34-35
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		36-38
5	Background of the Applicant		39-40
6	Change of Ownership		41-54
7	Charity Care Information		55

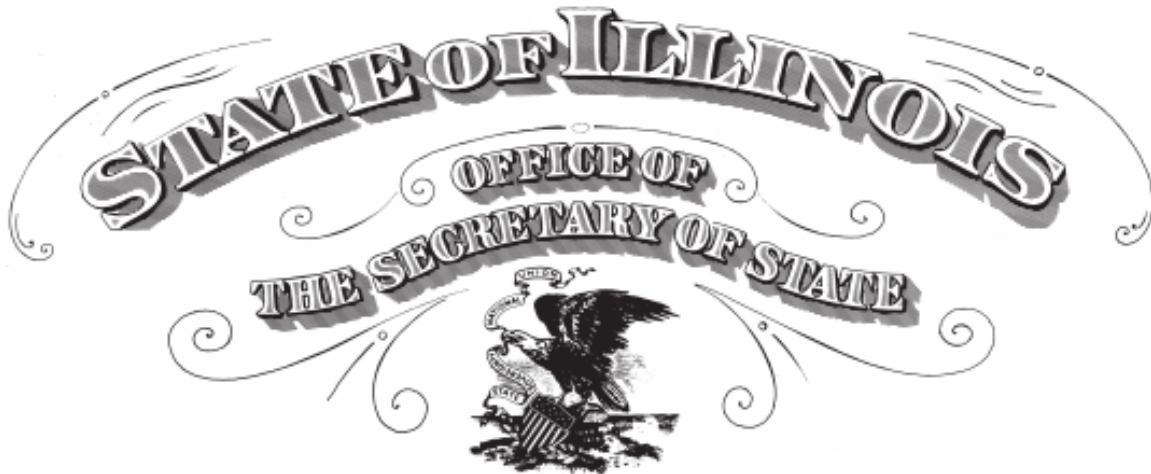
ATTACHMENT 1
TYPE OF OWNERSHIP OF APPLICANTS

Included with this attachment are:

1. Certificate of Good Standing for the applicant facility.
2. Certificate of Good Standing for Quorum Health Corporation.
3. Certificate of Good Standing for Quincy Health, LLC.
4. Certificate of Good Standing of AHS Vista LLC
5. Certificate of Good Standing of American Healthcare Systems Corp., Inc.

File Number

0171523-2



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

WAUKEGAN ILLINOIS HOSPITAL COMPANY, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 20, 2005, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2303905282 verifiable until 02/08/2024
 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 8TH day of FEBRUARY A.D. 2023 .

Alexi Giannoulas
 SECRETARY OF STATE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUORUM HEALTH 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 SIXTH DAY OF OCTOBER, A.D. 2022.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUORUM HEALTH CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2015.

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



5792308 8300

SR# 20223710225

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the signature, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204564247

Date: 10-06-22

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUINCY HEALTH, 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 OCTOBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUINCY HEALTH, LLC" WAS FORMED ON THE SIXTH DAY OF APRIL, A.D. 2020.

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



7926082 8300

SR# 20223710188

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

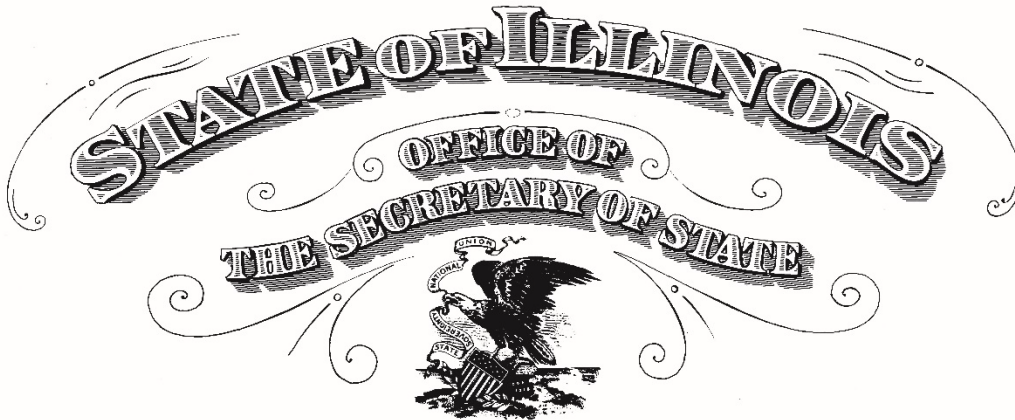
Jeffrey W. Bullock, Secretary of State

Authentication: 204564218

Date: 10-06-22

File Number

1307317-1



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

AHS VISTA LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 04, 2023, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 4TH day of APRIL A.D. 2023 .

Authentication #: 2309402508 verifiable until 04/04/2024
 Authenticate at: <https://www.ilsos.gov>

Alexi Giannoulas
 SECRETARY OF STATE

SECRETARY OF STATE

**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, Barbara K. Cegavske, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporations sole, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **American Healthcare Systems Corp., Inc.**, as a DOMESTIC CORPORATION (78) duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 07/20/2021, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 03/14/2022.

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

Certificate Number: B202203142485760

You may verify this certificate
online at <http://www.nvsos.gov>

DocuSign Envelope ID: 2549E026-D132-4166-8D8B-AD7DA21989F7

ATTACHMENT 2

Attestation of Site Ownership

The undersigned is an authorized representative of the applicant Quorum Health Corporation and hereby attests that the site of the licensed facility is currently owned by Waukegan Illinois Hospital Company LLC, d/b/a Lindenhurst Freestanding Emergency Center.

Christopher Harrison

Christopher M. Harrison
Executive Vice President and
Chief Financial Officer and Treasurer
Quorum Health Corporation

4/10/2023 4:17 PM CST

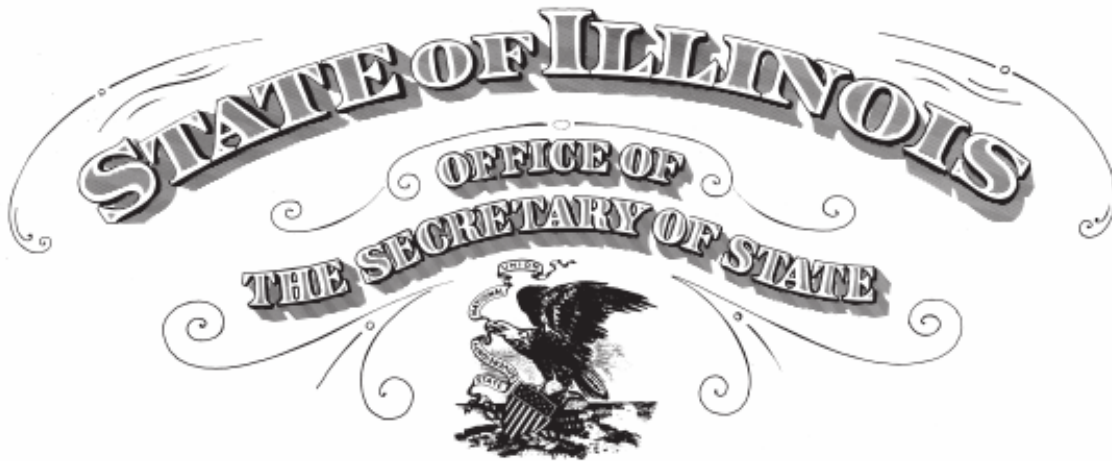
Dated

ATTACHMENT 3
OPERATING ENTITY/LICENSEE

The current licensee of the facility is Waukegan Illinois Hospital Company LLC, d/b/a Lindenhurst Freestanding Emergency Center, which will remain the licensee following the transaction. Included with this Attachment is its Certificate of Good Standing.

File Number

0171523-2



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

WAUKEGAN ILLINOIS HOSPITAL COMPANY, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 20, 2005, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 2303905282 verifiable until 02/08/2024
Authenticate at: <https://www.ilsos.gov>

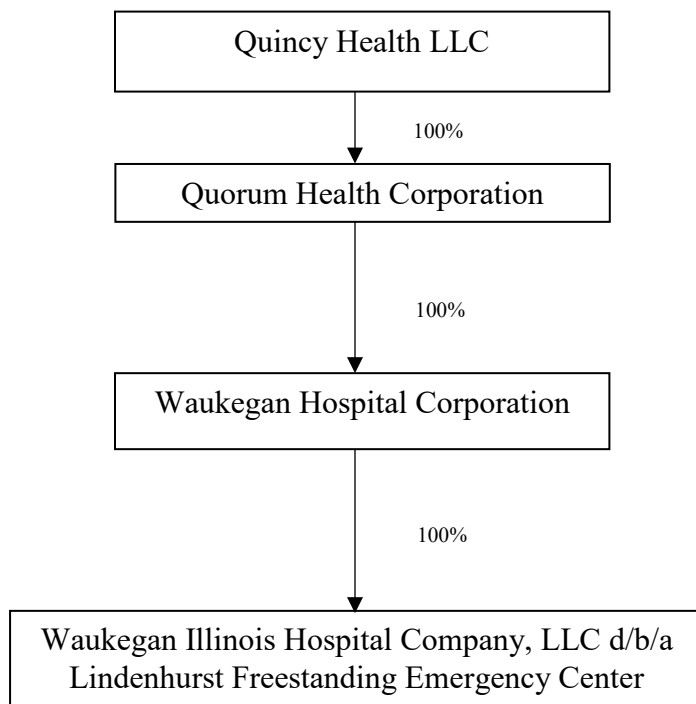
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 8TH day of FEBRUARY A.D. 2023 .

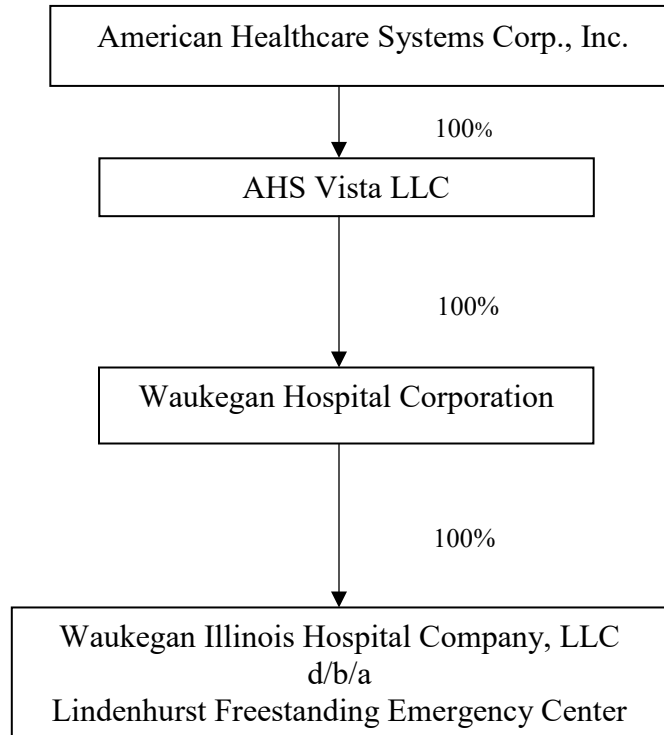
Alexi Giannoulas
SECRETARY OF STATE

ATTACHMENT 4
ORGANIZATIONAL RELATIONSHIPS

The applicant facility's pre-transaction and post-transaction organizational charts are included with this Attachment. Following the transaction, the licensee of the facility will be Waukegan Illinois Hospital Company LLC, d/b/a Lindenhurst Freestanding Emergency Center.

Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart

ATTACHMENT 5
BACKGROUND OF THE APPLICANTS

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

Quorum Health Corporation's affiliated Illinois healthcare facilities are:

Vista Medical Center East
 1324 N Sheridan Rd
 Waukegan, Illinois
 General Hospital License #0005397

Lindenhurst Freestanding Emergency Center
 1050 Red Oak Lane
 Lindenhurst, Illinois
 FEC License #22004

American Healthcare Systems Corp., Inc.'s affiliated Illinois healthcare facilities are:

Gateway Regional Medical Center
 2100 Madison Ave.
 Granite City, Illinois
 General Hospital License #0005223

Edwardsville Ambulatory Surgery Center
 12 Ginger Creek Parkway
 Glen Carbon, Illinois
 ASTC License #7002504

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.

Other than the facilities listed in paragraph 1 above, no health care facilities are currently owned or operated in Illinois by any of the applicants identified in the organizational charts included in Attachment 4 or their respective corporate officers or directors.

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 Attachment 6 is the applicants' certification of no adverse action during the three years prior to the filing of the application.

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

Included with Attachment 6 is the applicants' authorization permitting HFSRB and IDPH access to any documents necessary to verify the information submitted.

- 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.**

The applicants are not relying on information submitted in prior applications.

ATTACHMENT 6
CHANGE OF OWNERSHIP

1. Section 1130.520(b)(1)(A) - Names of the parties

- a. Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center
- b. Quorum Health Corporation
- c. Quincy Health, LLC
- d. AHS Vista LLC
- e. American Healthcare Services Corp., Inc.

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

The applicants' certification of no adverse action within three years preceding the filing of the application is included with this Attachment. In addition, each of the applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able, and have the qualifications, background, and character to adequately provide a proper standard of health service for the community.

American Healthcare Services Corp., Inc., recently acquired two Illinois healthcare facilities with the approval of the Health Facilities and Services Review Board. Those facilities are: (1) Gateway Regional Medical Center in Granite City (#E-086-22) and; (2) Edwardsville Ambulatory Surgery Center in Glen Carbon (#E-087-22). The transaction approved in those two projects closed effective March 1, 2023. Additional background information on American Health Care Systems Corp., Inc., is included with this attachment.

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

The applicant facility, Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center is currently indirectly owned by Quorum Health Corporation through its wholly-owned subsidiary Waukegan Hospital Corporation which wholly owns the applicant facility.

The proposed transaction involves the sale of 100% of the shares in Waukegan Hospital Corporation to AHS Vista LLC. Waukegan Illinois Hospital Company, LLC, owns and operates both the Lindenhurst Freestanding Emergency Center and Vista Medical Center East in Waukegan for which a separate change of ownership application is being filed contemporaneously with this application. The total transaction price is \$23.5 million, of which \$1,250,000 is allocated to the Lindenhurst Freestanding Emergency Center.

4. Section 1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction

The transaction will not result in the issuance of a license to an entity different from the current licensee. The current licensee is Waukegan Illinois Hospital Company, LLC d/b/a Lindenhurst Freestanding Emergency Center, which will remain the licensee post-closing.

- 5. Section 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.**

Organizational charts showing the current interest structure of the applicant facility and the post-change ownership interest are included with Attachment 4.

- 6. Section 1130.520(b)(1)(F) - Fair market value of assets to be transferred.**

The fair market value of the assets to Lindenhurst Freestanding Emergency Center is \$1,250,000.

- 7. Section 1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets.**

The purchase price allocated to Lindenhurst Freestanding Emergency Center is \$1,250,000.

- 8. Section 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**

In accordance with 77 Ill. Admin. Code 1130.520, the applicants, by their signatures to the Certification pages of this application, affirm that any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Admin. Code 1130.520.

- 9. Section 1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction**

The applicants, by their signatures to the Certification pages of this application, attest that the compliant charity care policy for any hospital applicant will remain in effect for a two-year period following the transaction.

- 10. Section 1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community**

American Healthcare Systems Corp. Inc., and its affiliated hospitals, believes in transforming healthcare facilities by emphasizing quality, accessible and compassionate care for all of our patients and community members. American Healthcare Systems Corp., Inc. looks to improve each community it participates in by implementing new technologies, specialties and care specific to the needs of each community we serve.

11. Section 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

There are no specific identified cost savings at this time.

12. Section 1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control

American Healthcare Systems Corp., Inc., anticipates retaining existing quality programs that are currently in place at Vista Medical Center East.

13. Section 1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body

The current selection process to select the facility's governing body will remain the same.

14. Section 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.

American Healthcare Systems anticipates retaining the existing scope of services that are in place currently. There is no present intention to reduce the scope of services.

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

Dear Mr. Kniery:

On behalf of the applicant facility and Quorum Health Corporation (“Quorum”), I hereby certify that no adverse action has been taken against the applicant facility or any other Illinois hospital facility owned, operated or controlled by Quorum during the three years prior to the filing of this application for change of ownership.

The applicants affirm that all Quorum owned Illinois health care facilities are identified in this application and that no other health care facilities are currently owned or operated in Illinois by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the applicant facility.

The applicants hereby permit the Illinois Health Facilities and Services Review Board and Illinois Department of Public Health (“IDPH”) to have access to any documents necessary to verify the information submitted in the application for change of ownership of the facility including, but not limited to: (i) official records of IDPH or other State of Illinois agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally reorganized accreditation organizations.

Respectfully submitted,

Christopher Harrison

Christopher M. Harrison
Executive Vice President and
Chief Financial Officer and Treasurer
Quorum Health Corporation

4/10/2023 4:17 PM CST
Dated

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

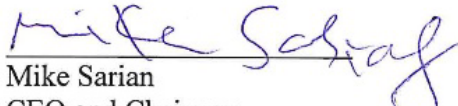
Dear Mr. Kniery:

On behalf of the applicant American Healthcare Systems Corp., Inc., ("AHS Corp."), I hereby certify that no adverse action has been taken against any Illinois facility owned, operated or controlled by AHS Corp. during the three years prior to the filing of this application for change of ownership.

The applicant affirms that all AHS Corp. owned Illinois health care facilities are identified in this application and that no other health care facilities are currently owned or operated in Illinois by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the applicant facility.

The applicant hereby permits the Illinois Health Facilities and Services Review Board and Illinois Department of Public Health ("IDPH") to have access to any documents necessary to verify the information submitted in the application for change of ownership of the facility including, but not limited to: (i) official records of IDPH or other State of Illinois agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally reorganized accreditation organizations.

Respectfully submitted,


Mike Sarian
CEO and Chairman
American Healthcare Systems Corp., Inc.

4/12/2023
Dated

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





Introduction

The Company

American Healthcare Systems is a nationwide healthcare system based in Los Angeles, California. We believe in transforming hospitals by emphasizing quality, accessible and compassionate care for all our patients and community members. American Healthcare Systems looks to improve each community it participates in by implementing new technologies, specialties and care specific to the needs of each community we serve.

Founded in 2020, AHS is a community-based hospital system committed to providing quality care to our patients. We provide compassionate care with respect and dignity to our patients and their families.

AHS currently owns 2 locations in North Carolina and Missouri with 323 licensed beds in rural and inner-city community hospitals with approximately 180 million in net revenue.

AHS strives to provide quality care to communities in the most need.

Leadership

Michael Sarian is the Chairman and Chief Executive Officer of American Healthcare Systems (AHS).

A healthcare industry leader, Sarian's career spans over 30 years of interdisciplinary leadership experience as a senior healthcare executive. That includes serving as a multihospital CEO, a multispecialty medical group CEO, hospital CFO and in other senior executive-level positions. He has played an integral role in transforming struggling hospitals into thriving institutions within their communities by prioritizing quality of care, day-to-day operational procedures, workplace environment and corporate strategy.

Prior to his current role as Chair and CEO of AHS, Sarian oversaw operations of 43 hospitals in 13 states as President of Hospital Operations for Prime Healthcare Management Inc. During his time at Prime, eight of the hospitals under his leadership were ranked within the country's "Top 100 Hospitals."



Randolph Health

Randolph health is a general acute care hospital in Asheboro, North Carolina with 145 licensed acute care beds.

Having purchased Randolph Health out of bankruptcy in 2021, AHS has been able to turn this struggling community hospital into a successful healthcare facility for all of Randolph County, North Carolina.

Randolph Health is now consistently collecting EBITDA of at least \$2mm per month and has successfully acquired government funding to construct a psychiatric unit for the hospital – a service desperately needed for Randolph County.

Who We Serve

- 140,000 Residents in Randolph County
- 16% uninsured
- 23% enrolled in Medicaid
- Cancer rate per 100,000 is 532.5
- Heart disease rate per 100,000 is 183.7
- Overdose deaths per 100,000 is 17.7
- Mental Health ER visits per 100,000 is 1,778.4

People

- Nearly 1,100 employees – 4th largest employer in Randolph County
- AHS was able to decrease contract nursing labor by 90%, leaving little reliance on outsourced staffing agencies





Corporate Team

Mike Sarian

Founder, Chairman of the Board, and Chief Executive Officer

Mike Sarian has over 25 years of executive management experience in the healthcare industry. Mike recently formed American Healthcare Systems and serves as its Chief Executive Officer.

Until recently, Mike served as President of Hospital Operations for Prime Healthcare Services which currently owns / operates 46 hospitals in 15 states and is also the 3th largest for-profit hospital operator in the United States. A core role of Mr. Sarian during his tenure at Prime was leading the company's acquisition and turnaround efforts of struggling hospitals and medical groups. Mr. Sarian also served as the company's primary liaison with external constituents respecting its M&A and post-acquisition integration. Mr. Sarian fulfilled these roles during Prime's growth from 16 to 46 hospitals (30 acquisitions).

Prior to joining Prime, Mr. Sarian was CEO of a regional division for Prospect / Alta Hospital System which comprised six hospitals generating over \$300M in annual revenue. Mike's extensive hospital leadership experience also includes serving as CEO of Heritage Medical Group (located in central PA) from 2002 – 2003. He co-founded HMMG, Inc. (Los Angeles-based IPA and medical group) and served as its CEO from 1998 – 2002. Mike also co-founded and served as CEO of Terrace Plaza Medical Center (Baldwin Park, CA) from 1989 - 1990, turning around the hospital from a \$3.0M loss to a \$5.0M positive net income.

Mr. Sarian earned an MBA from the College of Business and Public Management at the University of La Verne and a B.S. from California State University.

Mike is very active in both his American and Armenian communities. Volunteering his time, Mike is a former board member (and former member of the Executive Committee) of the California Hospital Association and the Venice Family Clinic. Mike is a former board member of the Hospital Council of Southern California.

Through his charitable works, he has donated over \$2.0M to Armenian social organizations. In 2013, Mike Sarian received the prestigious Ellis Island Medal of Honor. He also received the prestigious "LA300: The Most Influential People in Los Angeles" award from the Los Angeles Business Journal in 2019 and 2020.



Aramais Paronyan

Chief Medical Officer

Dr. Paronyan is the Chief Medical Officer for American Healthcare Systems.

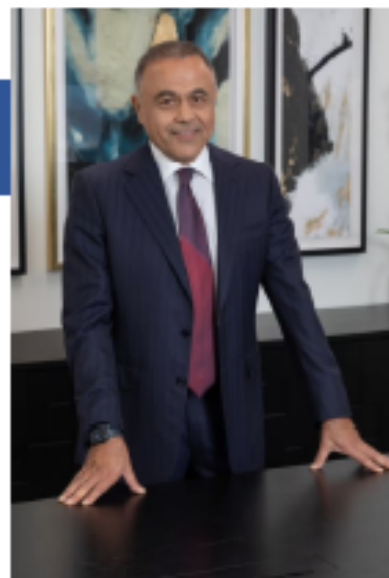
In this role, Dr. Paronyan is responsible for promoting superior quality of care by applying medical procedures, policies, and standards specific to the needs of the communities American Healthcare Systems serves. Dr. Paronyan reports directly to American Healthcare Systems chair and chief executive officer and form's part American Healthcare Systems' Corporate Leadership Team.

Dr. Paronyan works with both clinical and operational leadership to ensure superior and consistent medical practices.

Dr. Paronyan has over 30 years of clinical and published research experience both within hospitals and private practice settings. Dr. Paronyan worked within his private family medicine practice for over 30 years until transitioning to his work with Federally Qualified Health Centers, in order to provide accessible, comprehensive, and quality healthcare to underserved communities in the Los Angeles area.

Dr. Paronyan has served on the Board of Chino Valley Medical Center Hospital in Upland California, member of Prime Healthcare Management Inc.

Dr. Paronyan holds an Medical Degree (MD) from Yerevan State Medical Institute and has completed residencies in both family medicine and physiatry at University of California Irvine.



Aimee Gill

Senior Vice President and Chief Legal Officer

Aimee G. Gill is Senior Vice President and Chief Legal Officer for American Healthcare Systems. Gill serves as the general counsel and manages the legal, compliance and regulatory functions. In this role, she is responsible for implementing an integrated approach to foster a better understanding of enterprise risks and solutions while advancing support of our evolving business strategies.

Prior to that, she was a partner in Gill Law Firm, LLP, with a litigation practice focused on healthcare compliance issues, white collar crime and corporate litigation. Gill successfully represented companies in complex commercial litigation in federal courts and in arbitration proceedings.

Earlier in her career, Gill was the Deputy General Counsel for a major defense manufacturer in Louisiana. As Deputy General Counsel, she focused on government contracts through the Foreign Military Sales program, handling issues of labor and employment and advising on compliance with multiple national and international laws, including the Foreign Corrupt Practices Act. While she was Deputy General Counsel, this company was awarded one of the largest foreign military sales contracts through the Department of the Navy.

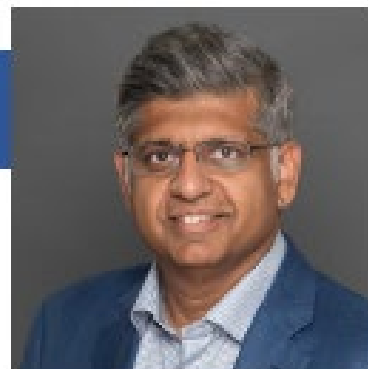
Gill received her law degree from Loyola University New Orleans College of Law, where she was a member and coach of the law school's winning trial advocacy program and further represented the school in multiple national trial advocacy teams.

Gill lives with her husband and three children in Los Angeles, California. She also devotes her time to philanthropy and community service and is on the Management Council of the Junior League of Los Angeles.



Faisal Gill

Chief Strategy Officer



Faisal Gill is the Chief Strategy Officer for American Healthcare Systems.

In this role, Mr. Gill is responsible for overseeing strategy, business development, research, and enterprise risk management. Mr. Gill reports directly to American Healthcare Systems chair and chief executive officer and form's part American Healthcare Systems' Corporate Leadership Team.

Prior to AHS, Mr. Gill was the managing partner of the Gill Law Firm specializing in general corporate law, complex commercial litigation issues and white-collar crime.

Mr. Gill started his legal career as a prosecutor in the United States Navy Judge Advocate General's Corps. He also served as a Special Assistant United States Attorney for the District of Maryland. Additionally, Faisal's naval experience included direct healthcare exposure as legal advisor to several Naval hospitals in California.

Prior to starting his own firm, Faisal served as a board member and general counsel for Apex Investment Group, a private equity firm that specializes in investing public sector investment. Before Apex, Mr. Gill served as a Senior Policy Advisor to the Under Secretary for Information Analysis and Infrastructure Protection at the Department of Homeland Security. As such, he was responsible for formulating and coordinating policy for the intelligence directorate. In this capacity, he advised the Under Secretary on policy issues ranging from intelligence policy, infrastructure protection, cyber security and information sharing initiatives. He was also involved with the development and formulas for the Urban Areas Security Initiative (UASI) and other state grant programs.

Additionally, Faisal's legal experience includes work at the White House Office of Homeland Security and then later the Homeland Security Council as associate counsel where he handled critical infrastructure and border security issues. He also served as principal counsel to the President's Critical Infrastructure Protection Board. Preceding his appointment at the White House, Mr. Gill served as the Deputy General Counsel for Policy at the Office of Personnel Management. He has a BA and JD from American University in Washington, D.C. Mr. Gill is licensed to practice law in California, Colorado, Maryland, New York, Virginia and Washington, D.C.



Jonathan Burket*Chief Compliance Officer*

Jonathan Burket is the Chief Compliance Officer for American Healthcare Systems.

As Chief Compliance Officer, Mr. Burket is responsible for monitoring and implementing programs to guide AHS with applicable federal and state laws and regulations. Mr. Burket reports directly to American Healthcare Systems chair and chief executive officer and form's part American Healthcare Systems' Corporate Leadership Team.

Prior to joining AHS, he worked for a law firm in Wisconsin that represented several hospitals. Prior to law school, Mr. Burket worked in marketing for a real estate developer in the Washington, D.C. area.

Mr. Burket received his undergraduate degree in marketing management and management-entrepreneurship, innovation and technology (double major) from Virginia Polytechnic Institute and State University. He received his juris doctorate and Master of Business Administration from Marquette University.



ATTACHMENT 7

CHARITY CARE INFORMATION

The amount of charity care for the last three years provided by each of Quorum Health Corporation's affiliated Illinois healthcare facilities are included in the tables below.

VISTA MEDICAL CENTER EAST, Waukegan			
	2018	2019	2020
Net Patient Revenue (\$)	189,423,688	193,507,563	194,594,078
Amount of Charity Care (charges)	0.3% of net patient revenue	0.1% of net patient revenue	4.2% of net patient revenue
Cost of Charity Care (\$)	550,384	159,356	8,206,020

The amount of charity care for the last three years provided by each of American Healthcare Systems Corp., Inc.'s affiliated Illinois healthcare facilities are included in the tables below.

GATEWAY REGIONAL MEDICAL CENTER, Granite City			
	2018	2019	2020
Net Patient Revenue (\$)	119,853,104	131,644,070	117,499,287
Amount of Charity Care (charges)	0.6% of net patient revenue	0.2% of net patient revenue	4.2% of net patient revenue
Cost of Charity Care (\$)	662,943	268,232	4,939,160

EDWARDSVILLE AMBULATORY SURGERY CENTER, Glen Carbon			
	2018	2019	2020
Net Patient Revenue (\$)	9,375,547	8,920,359	1,771,307
Amount of Charity Care (charges)	0% of net patient revenue	0% of net patient revenue	0% of net patient revenue
Cost of Charity Care (\$)	0	0	0

The above charity care information is from the 2018, 2019, and 2020 Hospital and ASTC Profiles for each facility.