

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: Golf Surgical Center		
Street Address: 8901 Golf Road		
City and Zip Code: Des Plaines, Illinois 60016		
County: Cook	Health Service Area: 007	Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: GA HC REIT II Des Plaines Surgical Center, LLC
Street Address: 500 N Hurstbourne Pkwy, Suite 200
City and Zip Code: Louisville, KY 40222
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: 2309 Orange Street
Registered Agent City and Zip Code: Wilmington, DE 19801
Name of Chief Executive Officer: Authorized Representatives: Christian N. Cummings & Brian K. Wood
CEO Street Address: 500 N Hurstbourne Pkwy, Suite 200
CEO City and Zip Code: Louisville, KY 40222
CEO Telephone Number: 502-357-9380

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: Lanchi Bombalier
Title: Attorney
Company Name: Arnall Golden Gregory LLP
Address: 171 17 th Street NW, Suite 2100, Atlanta, Georgia 30363
Telephone Number: 404 873-8520
E-mail Address: lanchi.bombalier@agg.com
Fax Number: (404) 873-8521

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County: Cook	Health Service Area: 007	Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: CWP JV LP
Street Address: 545 East John Carpenter Freeway, Suite 1400
City and Zip Code: Irving, Texas 95062
Name of Registered Agent: Cogency Global Inc.
Registered Agent Street Address: 850 New Burton Road, Suite 201
Registered Agent City and Zip Code: Dover, DE 19904
Name of Chief Executive Officer: Officers: Paul Womble & Rickey D. Whitworth
CEO Street Address: 545 East John Carpenter Freeway, Suite 1400
CEO City and Zip Code: Irving, Texas 95062
CEO Telephone Number: 502-357-9380

Type of Ownership of Applicants

☐ Non-profit Corporation	☒ Partnership
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ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION - 04/2021 EDITION

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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County: Cook	Health Service Area: 007	Health Planning Area: 007

Legislators

State Senator Name: Richard J. Durbin and Tammy Duckworth
State Representative Name: Bradley Scott Schneider

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

Exact Legal Name: Ventas, Inc.
Street Address: 500 N Hurstbourne Pkwy, Suite 200
City and Zip Code: Louisville, KY 40222
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: 1209 Orange Street
Registered Agent City and Zip Code: Wilmington, DE 19801
Name of Chief Executive Officer: Debra Cafaro
CEO Street Address: 500 N Hurstbourne Pkwy, Suite 200
CEO City and Zip Code: Louisville, KY 40222
CEO Telephone Number: 502-357-9000

Type of Ownership of Applicants

- | | |
|---|--|
| ☐ Non-profit Corporation | ☐ Partnership |
| ☐ For-profit Corporation | ☐ Governmental |
| ☒ Limited Liability Company | ☐ Sole Proprietorship |
| ☐ Other | |
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Additional Contact [Person who is also authorized to discuss the Application]

Name: Not applicable. None are authorized.
Title:
Company Name:
Address: Not applicable.
Telephone Number:
E-mail Address:
Fax Number:

Post Exemption Contact

[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name: Michelle Kirkman
Title: CEO
Company Name: Golf Surgical Center
Address: 8901 Golf Road, Des Plaines, IL, 60016
Telephone Number: (847) 321-6698
E-mail Address: michelle.kirkman@scasurgery.com
Fax Number: (847) 299.2297

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: GA HC REIT II Des Plaines Surgical Center, LLC
Address of Site Owner: 500 N Hurstbourne Pkwy, Suite 200, Louisville, KY 40222
Street Address or Legal Description of the Site: 8901 Golf Road, Des Plaines, Illinois 60016
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: LGH-A/Golf ASTC, LLC			
Address: 8901 Golf Road, Des Plaines, Illinois 60016			
☐	Non-profit Corporation	☐	Partnership
☐	For-profit Corporation	☐	Governmental
☒	Limited Liability Company	☐	Sole Proprietorship
		☐	Other

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Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: LGH-A/Golf ASTC, LLC

Address: 8901 Golf Road Des Plaines, IL 60016

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

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Narrative Description

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

This application is for an indirect change of ownership of the physical plant and related assets only.

LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center (the "Licensee") provides post-surgical care services in a 15,674 square foot medical office building (the "Building") located at 8901 Golf Rd. Des Plaines, IL 60016 (the "Property"). The Property is owned by GA HC REIT II Des Plaines Surgical Center, LLC (the "Current Site Owner"). GA HC REIT II Des Plaines Surgical Center, LLC is a limited liability company, which is majority-owned, indirectly, by CWP JV LP (the "Current Controlling Owner"). As the Current Controlling Owner, CWP JV LP has control and authority over the Current Site Owner. The Licensee is a tenant in the Building, leasing space from the Current Site Owner. The Licensee and Current Site Owner are unrelated and unaffiliated entities.

Pursuant to an agreement (the "Purchase Agreement"), an indirect ownership interest in the Current Site Owner will transfer to Ventas, Inc. (the "Proposed Controlling Owner"). Upon the closing of the transactions contemplated in the Purchase Agreement, the majority indirect ownership interest in the Current Site Owner will be held by the Proposed Controlling Owner, and the Proposed Controlling Owner will have ultimate control and authority over the Current Site Owner.

The Licensee is not a party to the aforementioned Purchase Agreement.

The indirect change of ownership of the Current Site Owner is not expected to result in any changes in the operations of the Licensee or the activity or operations conducted on the Property.

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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: \$ 4,500,000

Fair Market Value: \$ 4,500,000

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): _____

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
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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.

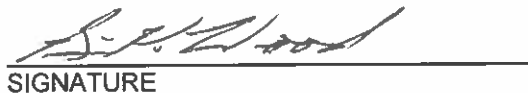
This Application is filed on the behalf of GA HC REIT II Des Plaines Surgical Center, LLC

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

Christian N. Cummings
PRINTED NAME

Authorized Signer
PRINTED TITLE


SIGNATURE

Brian Wood
PRINTED NAME

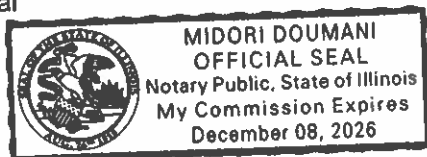
Authorized Signer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 9 day of May 2023


Signature of Notary

Seal

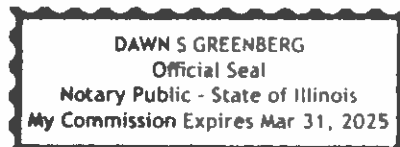


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this 9th day of May, 2023


Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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This Application is filed on the behalf of CWP JV LP

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SIGNATURE

Rickey D. Whitworth
PRINTED NAME

Authorized Signer
PRINTED TITLE

SIGNATURE

PRINTED NAME

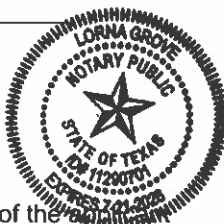
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 3rd day of May, 2023

Notarization:
Subscribed and sworn to before me
this _____ day of _____


Signature of Notary

Seal



Signature of Notary

Seal

*Insert the EXACT legal name of the

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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SIGNATURE

Paul R. Womble

PRINTED NAME

Authorized Signer

PRINTED TITLE

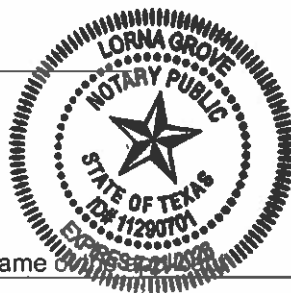
Notarization:

Subscribed and sworn to before me
this 2nd day of May



Signature of Notary

Seal



*Insert the EXACT legal name of

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

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

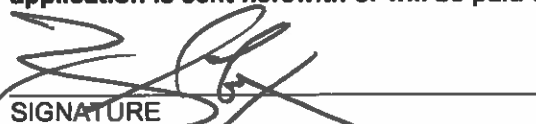
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This Application is filed on the behalf of Ventas, Inc.

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SIGNATURE

Brian G. Fry

PRINTED NAME

Vice President, Asset Management

PRINTED TITLE

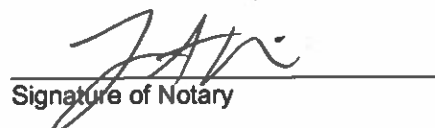
SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 25th day of April, 2023


Signature of Notary

Seal

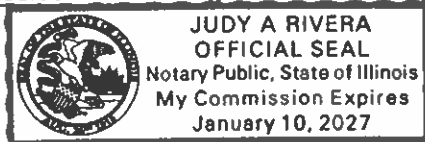
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SIGNATURE

Brian G. Fry

PRINTED NAME

Vice President, Asset Management

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

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*Insert the EXACT legal name of the applicant.

SIGNATURE

Brian K. Wood

PRINTED NAME

Senior Vice President & Chief Tax Officer

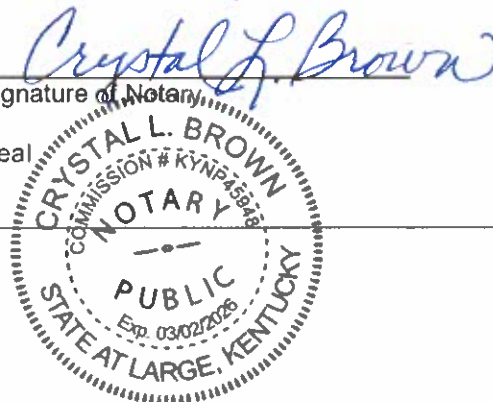
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Signature of Notary

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

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."

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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	X
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

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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)(8) - 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	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IV.CHARITY CARE INFORMATION

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

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

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

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue	Not Applicable	Not Applicable	Not Applicable
Amount of Charity Care (charges)	Not Applicable	Not Applicable	Not Applicable
Cost of Charity Care	Not Applicable	Not Applicable	Not Applicable

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

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS			
ATTACHMENT NO.			PAGES
1	Applicant Identification including Certificate of Good Standing		20-27
2	Site Ownership		28-32
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		33-35
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.		36-38
5	Background of the Applicant		39
6	Change of Ownership		40-42
7	Charity Care Information		43

Attachment 1

Applicant Identification including Certificate of Good Standing

1. GA HC REIT II Des Plaines Surgical Center, LLC is a Delaware limited liability company and is the entity that currently holds title to the real property. The authorized representatives of GA HC REIT II Des Plaines Surgical Center, LLC for the purpose of this application are Christian N. Cummings & Brian K. Wood. GA HC REIT II Des Plaines Surgical Center, LLC is registered to transact business in Illinois and a Certificate of Good Standing from the Office of the Illinois Secretary of State is attached.
2. CWP JV LP is a Delaware limited partnership and is the Current Controlling Owner (as defined in the Narrative Description on Page 9) of GA HC REIT II Des Plaines Surgical Center, LLC. The authorized representatives of CWP JV LP for the purpose of this application are Mr. Paul R. Womble & Mr. Rickey D. Whitworth. Because CWP JV LP performs no operations in Illinois, it is not registered to transact business in Illinois. A Certificate of Good Standing from the Delaware Division of Corporations is attached.
3. Ventas, Inc. is a Delaware corporation and will become the Proposed Controlling Owner (as defined in the Narrative Description on Page 9) of GA HC REIT II Des Plaines Surgical Center, LLC upon the closing of the transactions contemplated in the Purchase Agreement (as defined in the Narrative Description on Page 9). Brian G. Fry & Brian K. Wood are officers Ventas, Inc. Ventas, Inc. performs no operations in Illinois, it is not registered to transact business in Illinois. A Certificate of Good Standing from the Delaware Secretary of State is attached.

Organizational charts containing the names and relationships of related persons (as that term is defined in 77 Ill. Adm. Code 1130.140) of the applicants, both prior to and after closing, are provided in

Attachment 4.

Please note that LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center is an Illinois limited liability company and is the licensed operator of Golf Surgical Center. LGH-A/Golf ASTC, LLC leases space in the Building (as defined in the Narrative Description on Page 9) to provide surgical services in its licensed Ambulatory Surgery Center. LGH-A/Golf ASTC, LLC is not affiliated with the Current Controlling Owner or the Proposed Controlling Owner of the Property. Furthermore, LGH-A/Golf ASTC, LLC is not a party to the Purchase Agreement and is not a co-applicant to this application.

Attachment 1

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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[GA HC REIT II Des Plaines Surgical Center, LLC Good Standing Certificate]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GA HC REIT II DES PLAINES SURGICAL CENTER, 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 APRIL, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GA HC REIT II DES PLAINES SURGICAL CENTER, LLC" WAS FORMED ON THE FIRST DAY OF APRIL, A.D. 2013.

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



5311967 8300

SR# 20231625593

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

Authentication: 203213280

Date: 04-25-23

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

[CWP JV LP Good Standing Certificate]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CWP JV LP" 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 FOURTH DAY OF MAY, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CWP JV LP" WAS
FORMED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2021.

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



6338274 8300

SR# 20231821310

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: 203279518

Date: 05-04-23

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

[Ventas, Inc. Good Standing Certificate]

Delaware

The First State

Page 1

I, **JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE**, DO HEREBY CERTIFY "**VENTAS, 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 TWENTIETH DAY OF APRIL, 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.



2129976 8300

SR# 20231545688

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

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

Authentication: 203181003

Date: 04-20-23

[Notarized statement of Site Ownership]

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



Doc#: 1315510042 Fee: \$44.00
AMSP Fee: \$10.00 Affidavit Fee:
Keren A. Yarbrough
Cook County Recorder of Deeds
Date: 08/04/2013 12:42 PM Pg. 1 of 4

THIS INSTRUMENT WAS PREPARED BY AND
AFTER RECORDING RETURN TO:

Cox, Castle & Nicholson LLP
2049 Century Park East, 28th Floor
Los Angeles, California 90067
Attention: Stephen G. Shapiro, Esq.

THE AREA ABOVE IS RESERVED FOR RECORDER'S USE

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 31st day of May, 2013, by and between ACC Golf Road, LLC, an Illinois limited liability company, party of the first part, and GA HC REIT II Des Plaines Surgical Center, LLC, a Delaware limited liability company, party of the second part, WITNESSETH, that the party of the first part, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, by these presents does GRANT, BARGAIN, SELL, REMISE, RELEASE AND CONVEY unto the party of the second part, and to its heirs and assigns, FOREVER, the following described real estate, situated in the County of Cook and State of Illinois known and described as follows, to wit:

See Exhibit "A" attached hereto and made a part hereof.

Together with all of the party of the first part's right, title and interest in the improvements, hereditaments, easements and appurtenances thereto belonging, or in any way appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, either in law or equity, of, in and to the above described premises, with the improvements, hereditaments, easements and appurtenances (collectively, the "Property"): TO HAVE AND TO HOLD the Property, unto the party of the second part, its heirs and assigns forever.

And the party of the first part, for itself, and its successors, does covenant, promise and agree, to and with the party of the second part, its heirs and assigns, that it has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as provided on Exhibit B, and WILL WARRANT AND DEFEND against all persons lawfully claiming or to claim the same, by through or under it, but not otherwise, subject to the matters listed on Exhibit B.

Permanent Real Estate Index Number(s): 09-15-201-008-0000

Address of real estate: 8901 Golf Road, Des Plaines, Illinois 60016

This instrument was prepared by: Stephen G. Shapiro, Esq.
ACG 596649

Property not located in the corporate limits of
the City of Des Plaines. Deed or instrument
not subject to transfer tax.

John Oliva 6-4-13
City of Des Plaines

67246 5090132-1

Page 1

596649 27

Attachment 2

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

1315516042 Page 2 of 4

Mail to: Cox, Castle & Nicholson LLP
2049 Century Park East, 28th Floor
Los Angeles, California 90067
Attention: Stephen G. Shapiro, Esq.

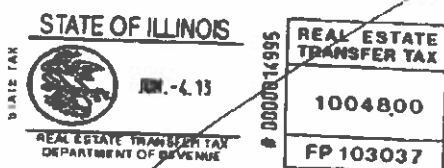
Send subsequent tax bills to:
American Healthcare Investors LLC
4000 MacArthur Blvd., West Tower,
Ste. 200
Newport Beach, CA 92660
Attention: Lori Forniss,
Director, Asset Management

IN WITNESS WHEREOF, said party of the first part has executed this Special
Warranty Deed as of the date first above written.

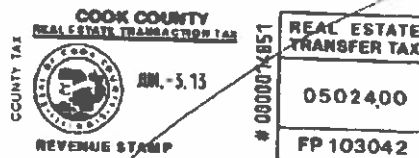
SELLER:

ACC Golf Road, LLC,
an Illinois limited liability company
By: *Mark Mullen* Capital Management, Ltd., Gen. Manager

By: *Mark Mullen*
Name: Mark Mullen
Its: Vice President



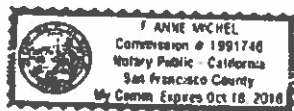
STATE OF CALIFORNIA
COUNTY OF San Francisco



On May 29, 2013 before me, F. Anne Michel (here
insert name of the officer), Notary Public, personally appeared
Mark Mullen, who proved to me on the basis of satisfactory
evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies),
and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.



F. Anne Michel
Signature of Notary Public

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

1315516042 Page: 3 of 4

[Seal]

Exhibit "A" to Deed

Legal Description

THE EAST 1/4 OF THE NORTH 1/4 OF THE WEST 1/2 OF THE EAST 1/2 OF THE
NORTHEAST 1/4 OF SECTION 15, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE
THIRD PRINCIPAL MERIDIAN (EXCEPT THAT PART DEDICATED FOR PUBLIC
HIGHWAY) IN COOK COUNTY, ILLINOIS.

n724w/5096112.v1

Page 3

Attachment 2

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

1315516042 Page 4 of 4

EXHIBIT B

1. General real estate taxes for the year(s) 2012 (final), 2013 and subsequent years.
2. Easement in favor of Commonwealth Edison Company and Centel Telephone Company recorded May 11, 1988 as document 88201882.
3. Easement Agreement dated December 4, 2002 and recorded January 3, 2003 as document 0030005404, in favor of 6915 Golf Associates, LLC, an Illinois limited liability company.
4. (A) Brick walls on the east and west sides of subject property extend past boundary lines by up to 0.3' to the east and by up to 0.7' to the west;
(B) Brick in the southeasterly corner of subject property extends past boundary line to the south by 8.1' and to the north by 1.6', ownership unknown;
(C) 6' steel fence on the east side of subject property extends past the boundary line to the east by up to 3.4';
(D) Guy wire near the northwest corner of subject property does not fall within any easement.

Attachment 2

Attachment 3

Operating Identity/Licensee after the Project is Complete

This transaction involves an indirect change of ownership of the physical plant and related assets only.

LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center is the current operating entity/licensee and will continue to be the operating entity/licensee after the transaction has closed. There will be no change in the licensee's structure as a result of this transaction. A Certificate of Good Standing from the Office of the Illinois Secretary of State for LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center is enclosed.

Attachment 3

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

[LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center Good Standing Certificate]

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

File Number 0013505-4



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

LGH-A GOLF ASTC, L.L.C., HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 03, 1997, 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 # 7313703576 verifiable until 05/11/2024
Authenticate at <https://www.illinois.gov>

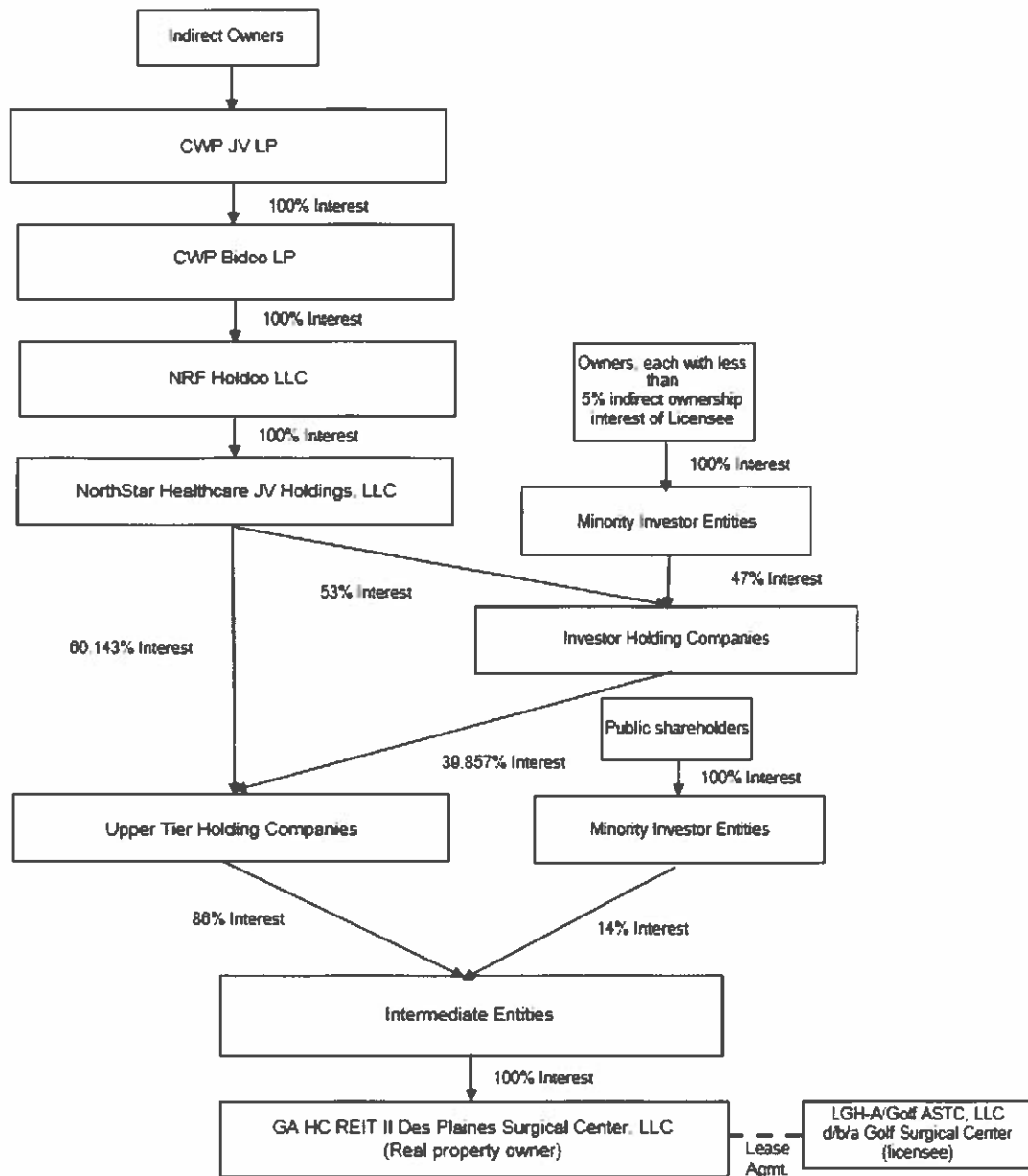
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 11TH day of MAY A.D. 2023 .

Alexi Giannoulis
SECRETARY OF STATE

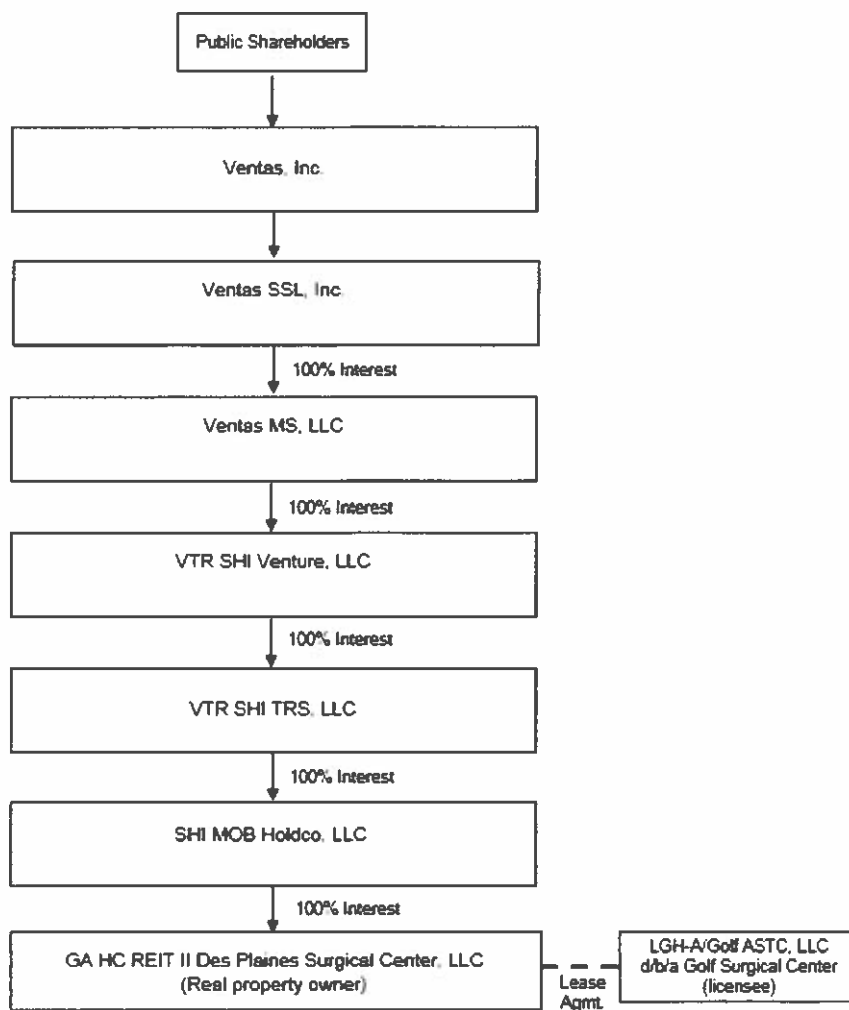
Organizational Relationships

Post-Closing Organizational Chart

Attachment 4
Pre-Closing Real Property Organizational Chart



Attachment 4

Post-Closing Real Property Organizational Chart

Attachment 4

Attachment 5**Background of Applicant**

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

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

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

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).

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.

N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 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.

Each of the applicants, by their signatures to the Certification pages of this application, authorize the Health Facilities and Services Review Board and the Department of Public Health ("DPH") to 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; and the records of nationally recognized accreditation organizations.

Attachment 5

Attachment 6**Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****APPLICABLE REVIEW CRITERIA****1. 1130.520(b)(1)(A) - Names of the parties:****a. Names of Applicants:**

- i. Current Site Owner: GA HC REIT II Des Plaines Surgical Center, LLC
- ii. Current Controlling Owner of the Current Site Owner: CWP JV LP
- iii. Proposed Controlling Owner: Ventas, Inc.

b. Names of other parties:

- i. The Licensee: LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center

- 2. 1130.520(b)(1)(B) - Background of the Parties:** N/A. This is an indirect change of ownership of the physical plant and related assets only. None of the applicants are owners of the Licensee (as defined in the Narrative Description on Page 9 of the application).
- 3. 1130.520(b)(1)(C) - Structure of the Transaction:** LGH-A/Golf ASTC, LLC d/b/a Golf Surgical Center (the "Licensee") provides post-surgical care services in a 15,674 square foot medical office building (the "Building") located at 8901 Golf Rd. Des Plaines, IL 60016 (the "Property"). The Property is owned by GA HC REIT II Des Plaines Surgical Center, LLC (the "Current Site Owner"). GA HC REIT II Des Plaines Surgical Center, LLC is a limited liability company, which is majority-owned, indirectly, by CWP JV LP (the "Current Controlling Owner"). The Licensee is a tenant in the Building, leasing space from the Current Site Owner. The Licensee and Current Site Owner are unrelated and unaffiliated entities.

Pursuant to an agreement (the "Purchase Agreement"), an indirect ownership interest in the Current Site Owner will transfer to Ventas, Inc. (the "Proposed Controlling Owner"). Upon the closing of the transactions contemplated in the Purchase Agreement, the majority indirect ownership interest in the Current Site Owner will be held by the Proposed Controlling Owner, and the Proposed Controlling Owner will have ultimate control and authority over the Current Site Owner. The Licensee is not a party to the aforementioned Purchase Agreement.

The total estimated price allocation for the Property is \$11,000,000. Golf Surgical Center comprises the first of three floors so the amount attributable to Golf Surgical Center is \$4,500,000.

This Certificate of Exemption application is for the indirect change in ownership of the physical plant and related assets only and there is no change to the ownership or operation of the health care facility. The acquisition of the Property is not expected to result in any changes in the operations of the Licensee or the activities or operations conducted within Golf Surgical Center.

- 4. 1130.520(b)(1)(E) - List of ownership or membership interests in the licensed or certified entity prior to and after the transaction:** This is an indirect change of ownership of the physical plant and related assets only. A licensed or certified entity is not an applicant. An organizational chart showing the ownership structure of the applicants prior to and after the transaction, including controlling or subsidiary persons, is included in Attachment 4. Good standing certificates for each of the applicants are included in Attachment 1.
- 5. 1130.520(b)(1)(F) - Fair market value of assets to be transferred:** The total estimated price allocation for the Property is \$11,000,000 Golf Surgical Center comprises the first of three floors so

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

the amount attributable to Golf Surgical Center is \$4,500,000. The transaction is among unrelated parties and the purchase price would be the fair market value.

6. **1130.520(b)(1)(G) - Purchase price or other forms of consideration to be provided for those assets:** Golf Surgical Center comprises the first of three floors so the amount attributable to Golf Surgical is \$4,500,000.
7. **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 Section 1130.520:**
 - a. Any projects for which permits have been issued by the Health Facilities and Services Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code § 1130.520.
 - b. The applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than twenty-four (24) months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.
8. **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.** Not applicable. This change of ownership is not for a hospital.
9. **1130.520(b)(4) - Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community:** As this is an indirect change of ownership of the physical plant and related assets only, there should be no change in the health care facility's operation as a result of the proposed transaction.
10. **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:** This is an indirect change of ownership of the physical plant and related assets only. There is no anticipated or potential cost savings that will result for the community and the health care facility because of the change in ownership.
11. **1130.520(b)(6) – A description of the facility's quality improvement program mechanism that will be utilized to assure quality control:** This is an indirect change of ownership of the physical plant and related assets only. There is no anticipated or potential change to the health care facility's quality improvement program mechanism that will be utilized to assure quality control.
12. **1130.520(b)(7) – A description of the selection process that the acquiring entity will use to select the facility's governing body:** Not Applicable. This is an indirect change of ownership of the physical plant and related assets only. The Proposed Controlling Owner, Ventas, Inc., will have no power to select the health care facility's governing body.

Attachment 6

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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- 13. 1130.520(b)(8) - 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:** Not applicable. The health care facility does not offer the category of service regulated by 77 Ill. Adm. Code 1110.240.
- 14. 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:** To the best of the applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at the health care facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Attachment 6

Attachment 7**Charity Care Information**

This is a change of ownership of the physical plant only and does not involve a licensed entity. No applicant provides patient care.

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	Not Applicable	Not Applicable	Not Applicable
Amount of Charity Care (charges)	Not Applicable	Not Applicable	Not Applicable
Cost of Charity Care	Not Applicable	Not Applicable	Not Applicable

**Arnall
Golden
Gregory LLP**

Atlanta Office
171 17th Street NW, Suite 2100
Atlanta, GA 30363-1031
Direct phone: 404.873.8520
Direct fax: 404.873.8521
E-mail: lanchi.bombalier@agg.com

May 18, 2023

VIA FEDERAL EXPRESS

Mike Constantino
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Re: Illinois Ambulatory Surgery Center / Notice of Change in Real Estate Ownership Structure

Dear Mr. Constantino:

We are writing on behalf of the real estate owner of a medical office building located at 8901 Golf Road in Des Plaines, Illinois 60016, to inform you of a change of ownership above the entity that owns the real estate for the building (the "Transaction").

These changes do not involve the licensee, Ambulatory Surgery Center ("ASC"), which is a tenant in the building, and the ASC's operations will not be impacted. In addition, there will be no change to the real estate entity itself and no change in existing lease arrangements with the ASC. The change in owners will take place above the real estate entity itself.

Enclosed an Application for Change of Ownership Exemption with a check for the fee of \$2,500.00. Please us know if you have any questions or need anything further.

Thank you for your attention to this matter.

Sincerely,

Arnall Golden Gregory LLP



Lanchi Bombalier

Enclosures

cc: Max Looper, Esq.
Hedy Rubinger, Esq.



ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD

CHANGE OF OWNERSHIP EXEMPTION APPLICATION

APRIL 2021 EDITION

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ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
525 WEST JEFFERSON STREET, 2nd FLOOR
SPRINGFIELD, ILLINOIS 62761
(217) 782-3516