

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

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name:	Rush Oak Brook Surgery Center (Real Estate Only)		
Street Address:	2011 York Road		
City and Zip Code:	Oak Brook, IL 60523		
County:	DuPage	Health Service Area:	007 Health Planning Area: 031

Legislators

State Senator Name:	Kimberly A. Lightford
State Representative Name:	Emanuel "Chris" Welch

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

Exact Legal Name:	Oak Brook 2011 MP RK6, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	National Registered Agents Inc.
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Chief Executive Officer:	Albert Rabil, III
CEO Street Address:	One Town Center Road, Suite 300
CEO City and Zip Code:	Boca Raton, FL 33486
CEO Telephone Number:	561-300-6200

Type of Ownership of Applicants

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

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

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

Primary Contact [Person to receive ALL correspondence or inquiries]

Name:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION**SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION****This Section must be completed for all projects.****Facility/Project Identification**

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Legislators

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

Exact Legal Name:	KAREP VI REOC, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	National Registered Agents Inc.
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
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County:	DuPage	Health Service Area:	007 Health Planning Area: A-05

Legislators

State Senator Name:	Kimberly A. Lightford
State Representative Name:	Emanuel "Chris" Welch

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

Exact Legal Name:	Rush Oak Brook Orthopaedic Center, LLC
Street Address:	2011 York Road
City and Zip Code:	Oak Brook, IL 60523
Name of Registered Agent:	Carl Bergetz.
Registered Agent Street Address:	1700 W. Van Buren Street, Suite 301
Registered Agent City and Zip Code:	Chicago, IL 60614
Name of Chief Executive Officer: (Manager)	Omar B. Lateef, DO
CEO (Manager) Street Address:	1700 W. Van Buren Street, Suite 301
CEO (Manager) City and Zip Code:	Chicago, IL 60612
CEO (Manager) Telephone Number:	312-942-8715

Type of Ownership of Applicants

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State Representative Name:	Emanuel "Chris" Welch

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

Exact Legal Name:	Rush System for Health
Street Address:	1700 W. Van Buren Street, Suite 301
City and Zip Code:	Chicago, IL 60612
Name of Registered Agent:	Carl Bergetz
Registered Agent Street Address:	1700 W. Van Buren Street, Suite 301
Registered Agent City and Zip Code:	Chicago, IL 60612
Name of Chief Executive Officer:	Omar B. Lateef, DO
CEO Street Address:	1700 W. Van Buren Street, Suite 301
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Additional Contact [Person who is also authorized to discuss the Application]

Name:	
Title:	
Company Name:	
Address:	
Telephone Number:	
E-mail Address:	
Fax Number:	

Post Exemption Contact

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

Name:	Gregg Graines
Title:	General Counsel & Senior Vice President
Company Name:	Remedy Medical Properties, Inc.
Address:	800 W. Madison, Suite 400, Chicago, IL 60607
Telephone Number:	312-872-4108
E-mail Address:	ggraines@remedymed.com
Fax Number:	

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Oak Brook 2011 MP RK6, LLC
Address of Site Owner:	One Town Center Road, Suite 300, Boca Raton, FL 334486
Street Address or Legal Description of the Site:	
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.	
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Current Operating Identity/Licensee

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

Exact Legal Name:	Rush Oak Brook Surgery Center, LLC		
Address:	2011 York Road, Oak Brook, IL 60523		
☐ Non-profit Corporation	☐ Partnership		
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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: Rush Oak Brook Surgery Center, LLC (No Change)

Address: 2011 York Road, Oak Brook, IL 60523

- | | | |
|---|--|--------------------------------|
| ☐ Non-profit Corporation | ☐ Partnership | |
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- 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.

Rush Oak Brook Orthopaedic Center, LLC (the "Existing Owner") currently owns a medical office building located at 2011 York Road, Oak Brook, IL (the "Property"). Located within that medical office building is Rush Oak Brook Surgery Center (the "Surgery Center") which is owned and operated by Rush Oak Brook Surgery Center, LLC (the "License Holder"). The Existing Owner is ultimately controlled (for Planning Act Purposes) by Rush System for Health, LLC, (together with the Existing Owner, the "Owner"). The Property is improved with a building with an approximately aggregate rentable square footage of 93,386 (the "Building"). The License Holder is a tenant in the Building and leases approximately 23.4% of the Building (the "Leased Space").

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change to the ownership or operation of the facility. The License Holder is related to the Owners, but is not party to the proposed transaction.

The Owners will execute a Purchase and Sale Agreement to sell the Property, through assignment, to Oak Brook 2011 MP RK6, LLC, (the "New Owner"). The purchase price for the Property is \$70,700,000 and the Property will be conveyed to the New Owner through a special warranty deed which will be recorded with the DuPage County Recorder's Office. The New Owner is controlled (for Planning Act Purposes) by KAREP VI REOC, LLC, an entity focused on investing in health care real estate.

As the Leased Space represents approximately 23.4 percent of the total rentable square feet of the Building, the estimated value of the Property attributable to the Leased Space is approximately \$16,552,014. The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Lease Space.

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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 Purchase Price: \$70,700,000 Fair Market Value: \$70,700,000	☒ Yes ☐ No Land plus Building
Note: Land plus building.	

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 ___ 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.

Not Applicable – Real Estate Only

Anticipated exemption completion date (refer to Part 1130.570):

State Agency Submittals Not Applicable – Real Estate Only

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.

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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 *Oak Brook 2011 MP RK6, 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.

TR

SIGNATURE

Russell M. Reiter
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 13 day of September

[Signature]

Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

John A. Wain

SIGNATURE

John A. Wain
PRINTED NAME

Authorized Signatory
PRINTED TITLE

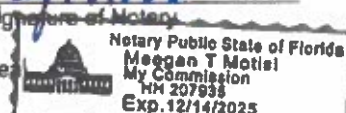
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Signature of Notary

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- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of KAREP VIREQC, 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.

RR

SIGNATURE

Russell M. Reiter

PRINTED NAME

Secretary

PRINTED TITLE

John A. Wain

SIGNATURE

John A. Wain

PRINTED NAME

Vice President / Treasurer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me

this 25 day of September, 2023

Meegan T. Motil

Signature of Notary

See

Notary Public State of Florida
Meegan T. Motil
My Commission
HH 207935
*insert the EXACT words of the applicant

Notarization:

Subscribed and sworn to before me

this 25 day of September, 2023

Meegan T. Motil

Signature of Notary

Notary Public State of Florida
Meegan T. Motil
My Commission
HH 207935
Exp. 12/14/2025

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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 *Rush Oak Brook Orthopaedic 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

OMAR LATEEF

PRINTED NAME

PRESIDENT AND CEO

PRINTED TITLE

SIGNATURE

Carl Bergetz

PRINTED NAME

General Counsel & Chief Legal Officer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 29th day of September, 2023

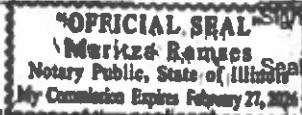
Notarization:

Subscribed and sworn to before me
this 29th day of September, 2023

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant



Signature of Notary



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This Application is filed on the behalf of *Rush System for Health*

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SIGNATURE

OMAR LATEEF

PRINTED NAME

PRESIDENT AND CEO

PRINTED TITLE

SIGNATURE

Carl Bergetz

PRINTED NAME

General Counsel & Chief Legal Officer

PRINTED TITLE

Notarization:

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

Maritza Ramsey
Signature of Notary

Seal

"OFFICIAL SEAL"
Maritza Ramsey
Notary Public, State of Illinois
My Commission Expires February 27, 2026

Notarization:

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

Maritza Ramsey
Signature of Notary

Seal

"OFFICIAL SEAL"
Maritza Ramsey
Notary Public, State of Illinois
My Commission Expires February 27, 2026

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."

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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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	
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

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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.

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

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

INDEX OF ATTACHMENTS		
Attachment No.		Pages
1	Applicant Identification including Certificate of Good Standing	19 - 25
2	Site Ownership	26
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	27
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	28 – 30
5	Background of the Applicant	31
6	Change of Ownership	32 - 36
7	Charity Care Information	37

Section I, Identification, General Information and Certification**Attachment 1, Type of Ownership of Applicants**

An organizational chart showing the current corporate structure of the Applicants along with the post-closing ownership structure of the Applicants is included in Attachment 4. Good standing certificates for the Applicants are also attached:

- a. Rush Oak Brook Surgery Center, LLC (the "License Holder"): the License Holder is an Illinois limited liability company and is the licensed operator of Rush Oak Brook Surgery Center (the "Surgery Center"). The Surgery Center leases space within a medical office building for its surgery center. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. Rush Oak Brook Orthopaedic Center, LLC ("ROBOC"): ROBOC is an Illinois limited liability company and is the current owner of the medical office building in which the Surgery Center is located. An Illinois Certificate of Good Standing is attached.
- c. Rush System for Health ("RSH"): RSH is an Illinois not-for-profit and is the controlling entity of Rush Oak Brook Orthopaedic Center, LLC and is consequently included as a co-applicant. An Illinois Certificate of Good Standing is included.
- d. Oak Brook 2011 MP RK6, LLC: is a Delaware limited liability company and will be the entity that will hold title to the real property. An Illinois certificate authorizing Oak Brook 2011 MP RK6, LLC to do business in Illinois is included.
- e. KAREP VI REOC, LLC ("KAREP VI"): KAREP VI is a Delaware limited liability company. KAREP VI is the controlling entity of Oak Brook 2011 MP RK6, LLC and is consequently included as a co-applicant. Because KAREP IV performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware Certificate of Good Standing is included.

CERTIFICATES OF GOOD STANDING FOLLOW

ATTACHMENT 1

File Number

0541706-6



To all to whom these Presents Shall Come, Greeting:

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

RUSH OAK BROOK ORTHOPAEDIC CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 13, 2015, 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 #: 2324902504 verifiable until 09/06/2024
 Authenticate at: <https://www.ilsos.gov>

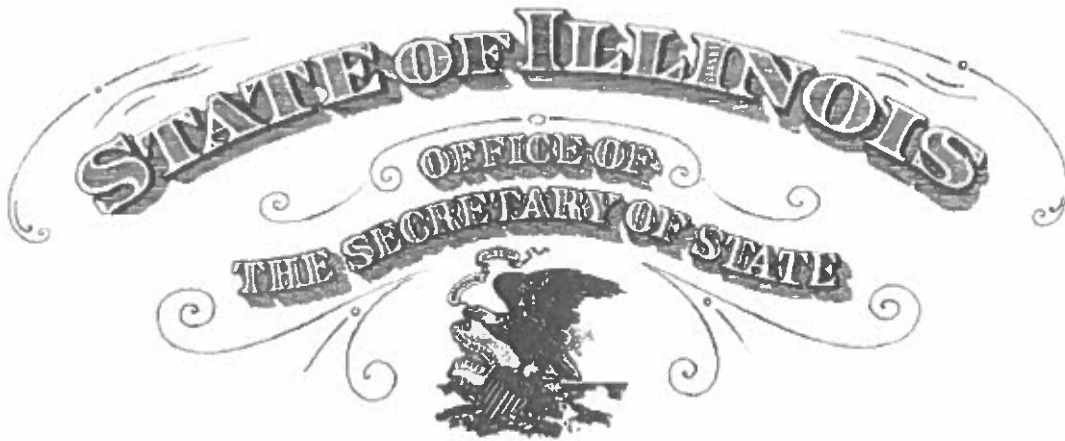
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of SEPTEMBER A.D. 2023 .

Alexi Giannoulas
 SECRETARY OF STATE

ATTACHMENT 1

File Number

5852-111-6



To all to whom these Presents Shall Come, Greeting:

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

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



Authentication #: 2324902434 verifiable until 09/06/2024
Authenticate at: <https://www.isos.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of SEPTEMBER A.D. 2023 .

Alexi Giannoulas
SECRETARY OF STATE

ATTACHMENT 1

File Number

1363655-9



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

OAK BROOK 2011 MP RK6, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 28, 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 FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 2324302210 verifiable until 08/31/2024
Authenticate at: <https://www.isos.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 31ST day of AUGUST A.D. 2023 .

Alexi Giannoulis
SECRETARY OF STATE

ATTACHMENT 1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OAK BROOK 2011 MP RK6, 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 THIRTY-FIRST DAY OF AUGUST, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OAK BROOK 2011 MP RK6, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2023.

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



7641411 8300

SR# 20233392437

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

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

Authentication: 204076122

Date: 08-31-23

ATTACHMENT 1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAREP VI REOC, 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 THIRTY-FIRST DAY OF AUGUST, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KAREP VI REOC, LLC" WAS FORMED ON THE SECOND DAY OF DECEMBER, A.D. 2020.

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



4308517 8300

SR# 20233392446

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.

Authentication: 204076134

Date: 08-31-23

ATTACHMENT 1

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

Rush Oak Brook Surgery Center is a tenant in the office building at 2011 York Road in Oak Brook. There will be no change in the surgery center operations as a result of this transaction. The transaction is for the sale of the realty only. The site is currently owned by Rush Oak Brook Orthopaedic Center, LLC. In this transaction the new owner will be Oak Brook 2011 MP RK6, LLC.

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Rush Oak Brook Surgery Center, LLC, an Illinois limited liability company, will continue to be the licensed entity operating the facility.

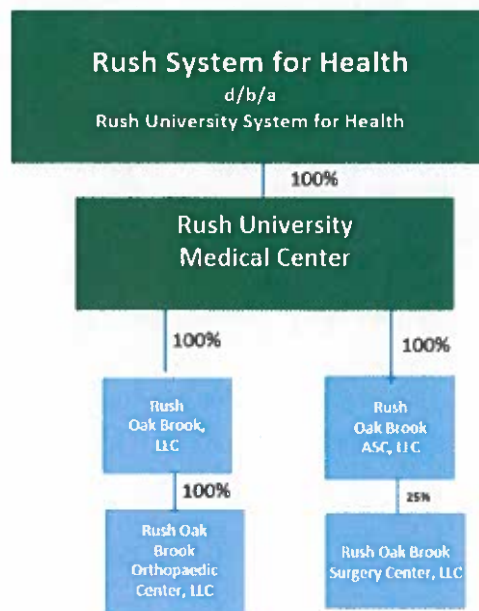
An organizational chart showing the current ownership structure of the realty companies is included in Attachment 4. There should be no change in the licensee's structure as a result of this transaction.

Section I, Identification, General Information and Certification

Attachment 4, Organizational Relationships

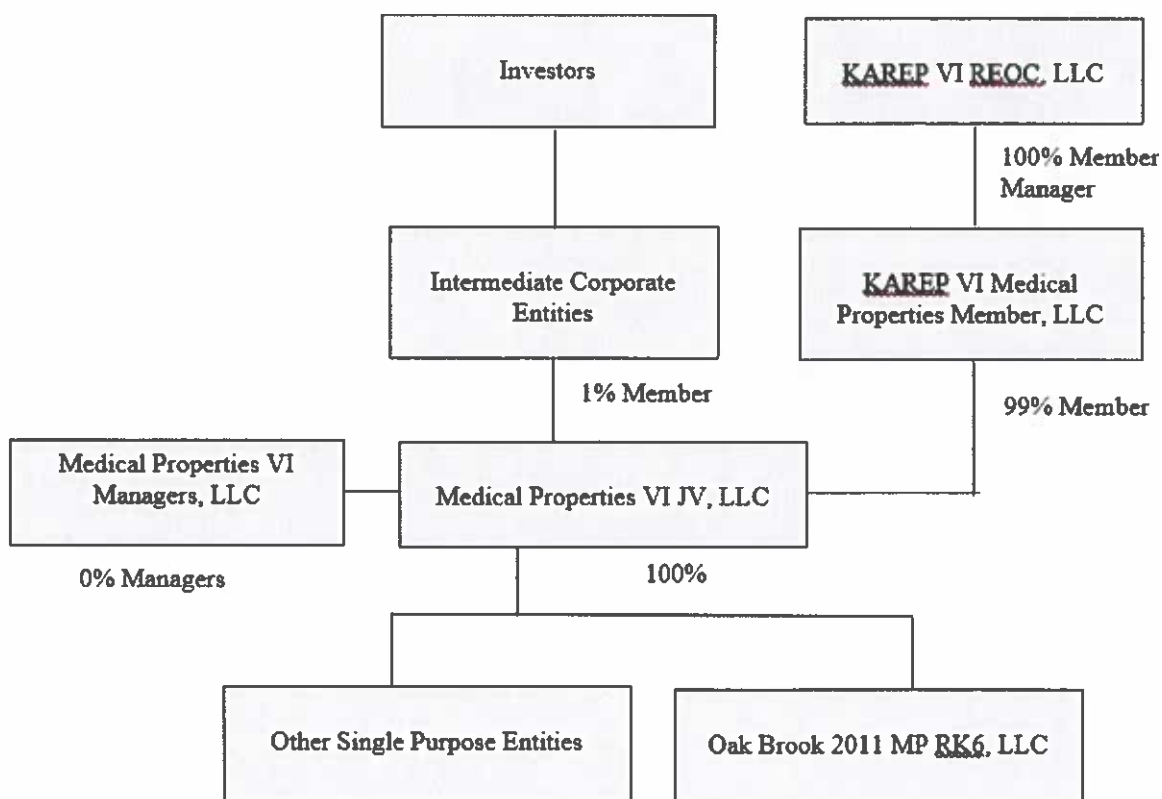
Pre-Closing Organizational Chart

2011 York Road
(Rush Oak Brook Surgery Center)
Realty Only



Post-Closing Organization Chart

2011 York Road
(Rush Oak Brook Surgery Center)
Realty Only



Section III, Background, Purpose of the Project, and Alternatives

Attachment 5, Background

1. **A listing of all health care facilities owned or operated by the Applicant, including licensing, and certificate if applicable.**
 - a. Rush University Medical Center
 - b. Rush Oak Park Hospital
 - c. Rush Copley Medical Center
 - d. Rush Surgicenter at the Professional Building, Ltd.
 - e. Rush Oak Brook Surgery Center, LLC
 - f. Rush-Copley Surgicenter, LLC
 - g. Rush Specialty Hospital (not yet completed)

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

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

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

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

Section IV, Change of Ownership**Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility****1. 1130.520(b)(1)(A), Names of Parties:**

An organizational chart showing the current corporate structure of the entities listed as b through e below (the “Applicants”) and the Surgery Center, along with the post-closing ownership structure is included in Attachment 4.

- a. Rush Oak Brook Surgery Center, LLC (the “Surgery Center”): the Surgery Center is an Illinois limited liability company and is the licensed operator of Rush Oak Brook Surgery Center (the “Surgery Center”). The Surgery Center leases space within a medical office building for its surgery center. Other than the lease, the Surgery Center has no relationship or affiliation with the New Owner of the property. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. Rush Oak Brook Orthopaedic Center, LLC (“ROBOC”): ROBOC is an Illinois limited liability company and is the current owner of the medical office building in which the Surgery Center is located.
- c. Rush System for Health (“RSH”): RSH is an Illinois not-for-profit corporation. RSH is the controlling entity of ROBOC and is consequently included as a co-applicant.
- d. Oak Brook 2011 MP RK6, LLC: is a Delaware limited liability company and will be the entity that will hold title to the real property.
- e. KAREP VI REOC, LLC (“KAREP VI”): KAREP VI is a Delaware limited liability company. KAREP VI is the controlling entity of Oak Brook 2011 MP RK6, LLC and is consequently included as a co-applicant.

2. **1130.520(b)(1)(B), Background of Parties:** Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have

ATTACHMENT 6

the qualifications, background and character to adequately provide the services contemplated by the proposed transaction.

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

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

Rush Oak Brook Surgery Center, LLC (the “License Holder”) is located within a medical office building located at 2011 York Road, Oak Brook, IL 60523 (the “Property”). The current owner of that Property is Rush Oak Brook Orthopaedic Center, LLC, an Illinois limited liability company (“Existing Owner”) which is ultimately controlled (for Planning Act Purposes) by RSH (together with the Existing Owner, the “Owner”). The Property is improved with an approximately 93,386 square foot medical office building (the “Building”). The License Holder is a tenant in the Building and leases approximately 23.4% of the Building (the “Leased Space”).

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change to the ownership or operation of the facility. The License Holder is not party to the proposed transaction.

The Owners will execute a Purchase and Sale Agreement to sell the Property, through assignment, to Oak Brook 2011 MP RK6, LLC, (the “New Owner”). The purchase price for the Property, including land, is \$70,700,000 and the Property will be conveyed to the New Owner through a special warranty deed which will be recorded with the DuPage County Recorder’s Office. The New Owner is controlled (for Planning Act Purposes) by KAREP VI REOC, LLC, an entity focused on investing in health care real estate. The Purchase and Sale Agreement contains a provision that closing is subject to approval of a Certificate of Exemption.

As the Leased Space represents approximately 23.4% percent of the total square feet of the Building, the estimated value of the Property attributable to the Leased Space is approximately \$16,552,014. The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Lease Space.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Rush Oak Brook Surgery Center, LLC will continue to be the licensed entity after the Proposed Transaction. There is no change in the licensed entity as a consequence of the Proposed Transaction.
5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction:** An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.
6. **1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:** The purchase price for the entire medical office building is \$70,700,000. The space leased by Rush Oak Brook Surgery Center is approximately 23.4% of the total Building, meaning the fair market value of the licensed surgery center space would be approximately \$16,552,014. The transaction is among unrelated parties and the purchase price would be the fair market value.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** The purchase price for the entire medical office building and land is \$70,700,000. The space leased by Rush Oak Brook Surgery Center is approximately 23.4% of the total Building, meaning the purchase price attributes to the licensed surgery center space would be approximately \$16,552,014.
8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm the following:
 - a. The transaction documents contain a provision that closing is subject to COE approvals.
 - b. No adverse action has been taken against any of the Applicants 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 any of the Applicants, directly or indirectly, within the past three years.
 - c. Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520.
 - d. The Applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.

9. **1130.520(b)(2), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

10. **1130.520(b)(2), Statement as to the Anticipated or Potential Cost Savings, if any, That Will Result for the Community and the Facility as a Result of the Change in Ownership.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

11. **1130.520(b)(2), Description of the Facility's Quality Improvement Program Mechanism that will be Utilized to Assure Quality Control.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

12. **1130.520(b)(2), Description of the applicants' organizational structure, including a listing of controlling or subsidiary persons.**

Diagrams illustrating the ownership structure, both current and post transaction, are provided in Attachment 4.

13. **1130.520(b)(2), Description of the selection process that the acquiring entity will use to select the facility's governing body.**

There should be no change in the process for selecting the governing board of the facility as a result of the proposed transaction.

14. **1130.520(b)(2), Statement that the applicants have 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.**

The Applicants have or will prepare a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 that will be available for public review.

15. **1130.520(b)(2), Description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months after acquisition.**

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 facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Attachment 7, Charity Care Information

CHARITY CARE			
	2018	2019	2020
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

*This transaction is for realty only and Rush Oak Brook Surgery Center is not an applicant.