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**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT****HEALTH FACILITIES &
SERVICES REVIEW BOARD****SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION****This Section must be completed for all projects.****Facility/Project Identification**

| | | |
|---|------------------------|----------------------------|
| Facility Name: NorthPointe Neighborhood Hospital | | |
| Street Address: 5605 East Rockton Road, Suite 101 | | |
| City and Zip Code: Roscoe, Illinois 61073 | | |
| County: Winnebago County | Health Service Area: 1 | Health Planning Area: B-01 |

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

| | |
|--|--|
| Exact Legal Name: NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital | |
| Street Address: 5605 East Rockton Road, Suite 101 | |
| City and Zip Code: Roscoe, Illinois 61073 | |
| Name of Registered Agent: Rodney Kimes | |
| Registered Agent Street Address: 542 East Grand Avenue | |
| Registered Agent City and Zip Code: Beloit, Wisconsin 53511 | |
| Name of Chief Executive Officer: Timothy McKeve | |
| CEO Street Address: 5605 East Rockton Road, Suite 101 | |
| CEO City and Zip Code: Roscoe, Illinois 61073 | |
| CEO Telephone Number: | |

Type of Ownership of Applicants

| | |
|--|--|
| <input checked="" type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship |
| <input type="checkbox"/> Other | |
| <ul style="list-style-type: none">Corporations and limited liability companies must provide an Illinois certificate of good standing.Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner. | |
| APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | |

Primary Contact [Person to receive ALL correspondence or inquiries]

| |
|--|
| Name: Roger Kapoor |
| Title: Senior Executive Vice President |
| Company Name: NorthPointe Neighborhood Hospital |
| Address: 5605 East Rockton Road, Suite 101, Roscoe, Illinois 61073 |
| Telephone Number: |
| E-mail Address: rkapoor@beloithealthsystem.org |
| Fax Number: |

Additional Contact [Person who is also authorized to discuss the application for permit]

| |
|---|
| Name: Kara M. Friedman/Anne M. Cooper |
| Title: Attorneys |
| Company Name: Polsinelli, P.C. |
| Address: 150 North Riverside Plaza, Suite 300, Chicago, Illinois 60606-1599 |
| Telephone Number: 312-873-3636/312-873-3606 |
| E-mail Address: kfriedman@polsinelli.com / acooper@polsinelli.com |

Fax Number:

Post Permit Contact

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

| |
|--|
| Name: Roger Kapoor |
| Title: Senior Executive Vice President |
| Company Name: NorthPointe Neighborhood Hospital |
| Address: 5605 East Rockton Road, Suite 101, Roscoe, Illinois 61073 |
| Telephone Number: |
| E-mail Address: rkapoor@beloithealthsystem.org |
| Fax Number: |

Site Ownership

[Provide this information for each applicable site]

| |
|--|
| Exact Legal Name of Site Owner: Beloit Health System, Inc. |
| Address of Site Owner: 1969 West Hart Road, Beloit Wisconsin 53511 |
| Street Address or Legal Description of the Site: 5605 East Rockton Road, Suite 101, Roscoe, IL 61073 |
| 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. |

Operating Identity/Licensee

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

| | |
|---|--|
| Exact Legal Name: NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital | |
| Address: 5605 East Rockton Road, Suite 101, Roscoe, IL 61073 | |
| <input checked="" type="checkbox"/> Non-profit Corporation <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other | <input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> |
| <ul style="list-style-type: none">Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. | |
| APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | |

Organizational Relationships

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

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

2. Narrative Description

In the space below, provide a brief narrative description of the project. 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. Include the rationale regarding the project's classification as substantive or non-substantive.

The Applicants NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital ("NorthPointe Health") and Beloit Health System, Inc. ("BHS"). BHS is a non-profit health system and charitable organization under Section 501(c)(3) of the Internal Revenue Code and NorthPointe Health is in the process of filing an IRS Form 1023 to also be recognized as a 501(c)(3). NorthPointe Health plans to establish a small neighborhood hospital in Roscoe, Illinois. BHS has a long history of serving the Stateline Community which is comprised of the communities in and around the Illinois/Wisconsin border. The system's NorthPointe campus in Roscoe is already a significant contributor to the health and wellness of the Stateline Community. The planned hospital will consist of approximately 52,632 square feet and have 10 medical and surgical beds in private rooms, an emergency department with 13 bays, one operating room for surgery and an associated post-anesthesia care unit (PACU) with 2 bays, a laboratory, pharmacy, and imaging department which will include an MRI, CT scan, ultrasound, and x-ray.

As a result of a prudently coordinated plan, a minimal number of beds will be added to the Health Service Area where Roscoe is located (HSA 1). The planned project involves the redeployment of one operating room from the adjacent ASTC. The 10 beds are justified based on the number of Illinois patients in the Roscoe area who are currently transported to the Beloit Memorial Hospital in Beloit over the Wisconsin border. These 10 beds will be redeployed from FHN Memorial Hospital in Freeport, Illinois and shifted to a higher population growth area.

The total project cost is \$21,974,716.

The proposed hospital is a substantive project because it involves the establishment of a health care facility.

Project Costs and Sources of Funds

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must be equal.

| Project Costs and Sources of Funds | | | |
|--|---------------------|--------------------|---------------------|
| USE OF FUNDS | CLINICAL | NONCLINICAL | TOTAL |
| Preplanning Costs | \$79,236 | \$60,264 | \$139,500 |
| Site Survey and Soil Investigation | \$9,650 | \$9,650 | \$19,300 |
| Site Preparation | \$374,938 | \$374,938 | \$749,876 |
| Off Site Work | | | |
| New Construction Contracts | | | |
| Modernization Contracts | \$7,096,025 | \$4,505,683 | \$11,601,708 |
| Contingencies | \$932,460 | \$710,980 | \$1,643,440 |
| Architectural/Engineering Fees | \$723,235 | \$705,175 | \$1,428,410 |
| Consulting and Other Fees | \$299,090 | \$130,795 | \$429,885 |
| Movable or Other Equipment (not in construction contracts) | \$3,764,268 | \$305,329 | \$4,069,597 |
| Bond Issuance Expense (project related) | \$284,000 | \$216,000 | \$500,000 |
| Net Interest Expense During Construction (project related) | \$791,224 | \$601,776 | \$1,393,000 |
| Fair Market Value of Leased Space or Equipment | | | |
| Other Costs to Be Capitalized | | | |
| Acquisition of Building or Other Property (excluding land) | | | |
| TOTAL USES OF FUNDS | \$14,354,126 | \$7,620,590 | \$21,974,716 |
| SOURCE OF FUNDS | CLINICAL | NONCLINICAL | TOTAL |
| Cash and Securities | | | |
| Pledges | | | |
| Gifts and Bequests | | | |
| Bond Issues (project related) | \$14,354,126 | \$7,620,590 | \$21,974,716 |
| Mortgages | | | |
| Leases (fair market value) | | | |
| Governmental Appropriations | | | |
| Grants | | | |
| Other Funds and Sources | | | |
| TOTAL SOURCES OF FUNDS | \$14,354,126 | \$7,620,590 | \$21,974,716 |
| | | | |

CERTIFICATION

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

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

This Application is filed on the behalf of NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital 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

Timothy McKeve

Printed Name

Board Member

Printed Title

Signature

Mark S. Gridley

Printed Name

Board Member

Printed Title

Notarization:

Subscribed and sworn to before me
this 26 day of June 2025

Victoria Minnick
Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 27 day of June 2025

VICTORIA MINNICK
Notary Public
State of Wisconsin

Signature of Notary

Seal

Tammy Edler
"OFFICIAL SEAL"
TAMMY EDLER
Notary Public, State of Illinois
My Commission Expires 3-11-27

The following Sections **DO NOT** need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18-month period prior to the submittal of the application):

- Section 1120.120 Availability of Funds – Review Criteria
- Section 1120.130 Financial Viability – Review Criteria
- Section 1120.140 Economic Feasibility – Review Criteria, subsection (a)

VII. 1120.120 - AVAILABILITY OF FUNDS

The applicant shall document those financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable [Indicate the dollar amount to be provided from the following sources]:

| | |
|---|---|
| <p>_____</p> <p>_____</p> <p>_____</p> <p><u>\$21,974,716</u></p> | <p>a) Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to:</p> <ol style="list-style-type: none"> 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion. <p>b) Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated timetable of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.</p> <p>c) Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated timetable of receipts.</p> <p>d) Debt – a statement of the estimated terms and conditions (including the debt time, variable or permanent interest rates over the debt time, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including:</p> <ol style="list-style-type: none"> 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated. 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate. 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc. 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment. |
|---|---|

| | |
|---|--|
| <p>_____</p> <p>_____</p> <p>_____</p> | <p>5) For any option to lease, a copy of the option, including all terms and conditions.</p> <p>e) Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent.</p> <p>f) Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt.</p> <p>g) All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project.</p> |
| <p>\$21,974,716</p> | <p>TOTAL FUNDS AVAILABLE</p> |
| <p>APPEND DOCUMENTATION AS ATTACHMENT 34, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</p> | |

Section I, Identification, General Information, and Certification
Applicants

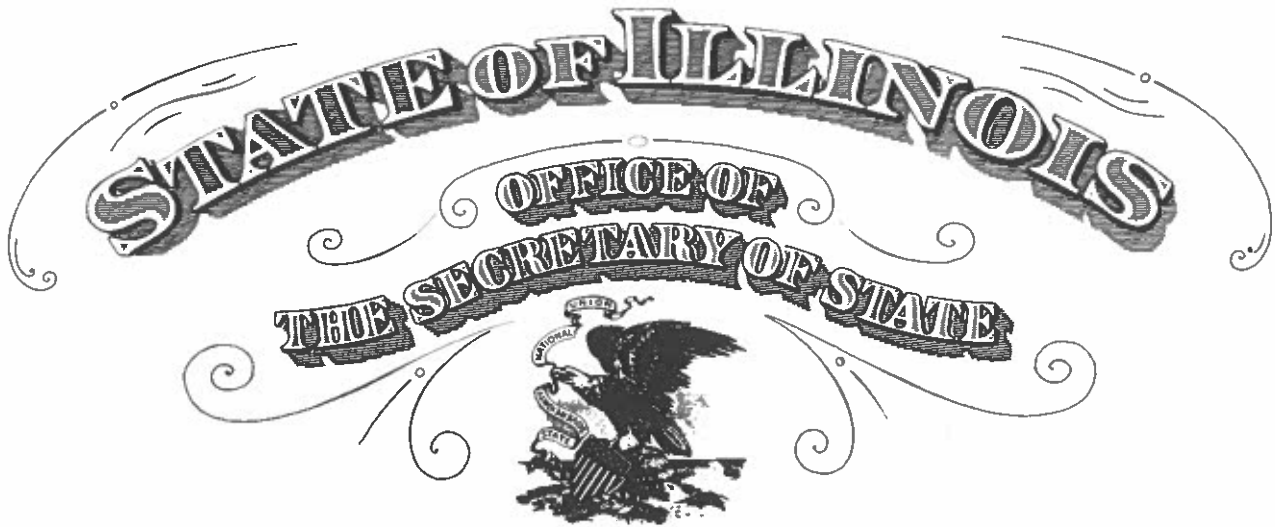
The Certificate of Good Standing for each of Beloit Health System, Inc. and NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital ("NorthPointe Health") are attached at Attachment – 1.

NorthPointe Health will be the operator of NorthPointe Neighborhood Hospital. NorthPointe Neighborhood Hospital is a trade name of NorthPointe Health NFP Corporation and is not separately organized.

Beloit Health System will be an obligated group member under the debt financing associated with NorthPointe Neighborhood Hospital and will own and lease the premises of the NorthPointe Neighborhood Hospital to NorthPointe Health and is a co-applicant.

File Number

7508-624-5



To all to whom these Presents Shall Come, Greeting:

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

NORTHPOINTE HEALTH NFP CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 23, 2025, 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.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 26TH day of JUNE A.D. 2025 .

Authentication #: 2517702748 verifiable until 06/26/2026
Authenticate at: <https://www.ilsos.gov>

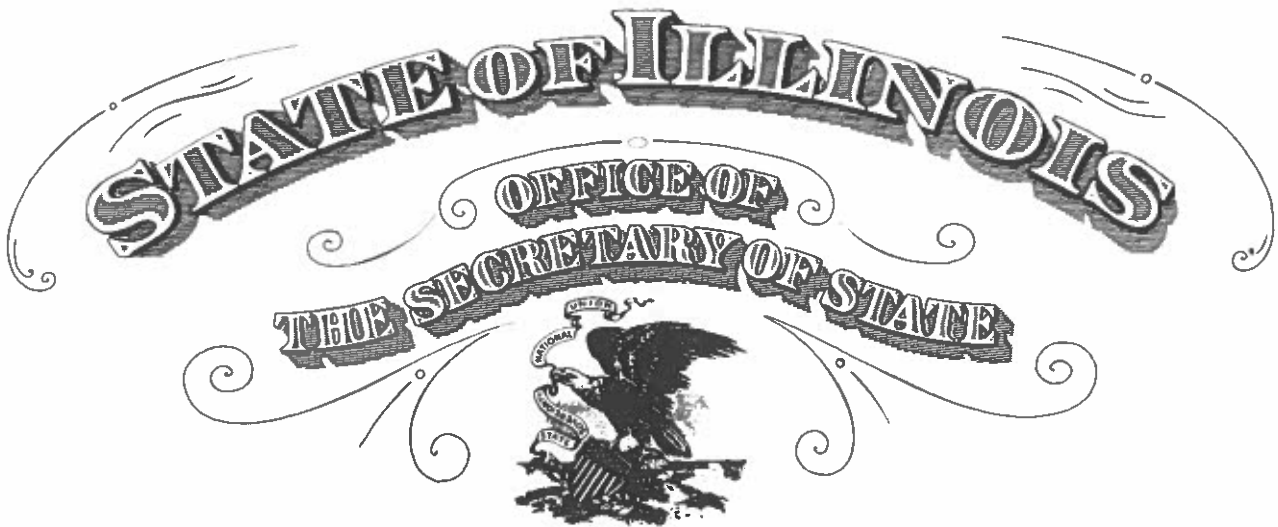
Alexi Giannoulas
SECRETARY OF STATE

Section I, Identification, General Information, and Certification
Operating Entity/Licensee

The Certificate of Good Standing NorthPointe Health NFP Corporation which will be the operating entity of the planned hospital is attached at Attachment – 3.

File Number

7508-624-5



To all to whom these Presents Shall Come, Greeting:

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

NORTHPOINTE HEALTH NFP CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 23, 2025, 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.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 26TH day of JUNE A.D. 2025 .

Authentication #: 2517702748 verifiable until 06/26/2026

Authenticate at: <https://www.ilsos.gov>

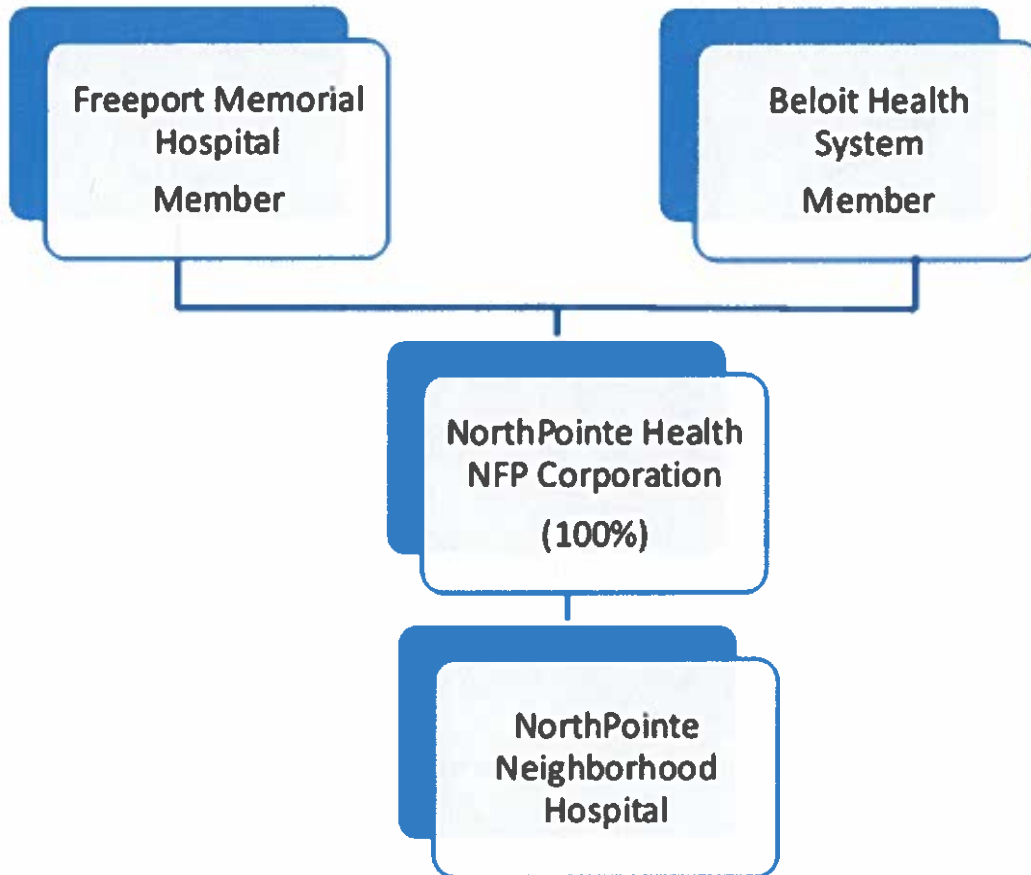
Alexi Giannoulas

SECRETARY OF STATE

Section I, Identification, General Information, and Certification
Organizational Relationships

The organizational chart for NorthPointe Health NFP Corporation is attached at Attachment – 4.

NorthPointe Neighborhood Hospital Organizational Chart



Section I, Identification, General Information, and Certification
Project Costs

| Use of Funds | Reviewable | Non-Reviewable | Total |
|--|--------------------|-----------------------|---------------------|
| Preplanning Costs | \$79,236 | \$60,264 | \$139,500 |
| Preliminary Design | \$79,236 | \$60,264 | \$139,500 |
| Precon Budgets | | | |
| Site Survey | \$3,650 | \$3,650 | \$7,300 |
| Soil Investigation (estimate) | \$6,000 | \$6,000 | \$12,000 |
| Site Preparation | \$374,937 | \$374,938 | \$749,875 |
| Off Site Work | | | |
| New Construction Costs | | | |
| Modernization Contracts | \$7,096,025 | \$4,505,684 | \$11,601,709 |
| Contingencies | \$932,460 | \$710,980 | \$1,643,440 |
| Architectural/Engineering Fees | \$723,235 | \$705,175 | \$1,428,410 |
| Architectural Engineering | \$393,500 | \$393,500 | \$787,000 |
| Mechanical / Electrical Engineering | \$329,735 | \$250,785 | \$580,520 |
| Structural Engineering | | \$22,150 | \$22,150 |
| Landscaping Design | | \$9,730 | \$9,730 |
| Civil Engineering | | \$29,010 | \$29,010 |
| Consulting and Other Fees | \$299,090 | \$130,795 | \$429,885 |
| Helipad Design | \$31,200 | | \$31,200 |
| Construction Estimate Consultant | | \$25,000 | \$25,000 |
| Foodservice Design | \$17,576 | | \$17,576 |
| IDPH Plan Review Fee | | \$29,500 | \$29,500 |
| EMR Build | \$150,000 | | \$150,000 |
| City Permits | \$32,376 | \$24,624 | \$57,000 |
| Commissioning | \$42,600 | \$32,400 | \$75,000 |
| CON Fees/Expenses | \$25,338 | \$19,271 | \$44,609 |
| Movable and Other Equipment (not in construction contracts) | \$3,764,268 | \$305,329 | \$4,069,597 |
| Equipment General | \$3,084,913 | \$45,387 | \$3,130,300 |
| Furniture | \$77,706 | \$58,972 | \$136,678 |
| Security Access/Cameras | \$0 | \$84,113 | \$84,113 |
| IT/Telecom | \$143,737 | \$51,219 | \$194,956 |
| Signs/Wayfinding | \$0 | \$59,718 | \$59,718 |
| Other | \$457,911 | \$5,920 | \$463,832 |
| Bond Issuance Expense (Project related) | \$284,000 | \$216,000 | \$500,000 |
| Net Interest Expense During Construction (Project related) | \$791,224 | \$601,776 | \$1,393,000 |
| Fair Market Value of Leased Space or Equipment | | | |
| Other Costs to be Capitalized | \$0 | \$0 | \$0 |

| Use of Funds | Reviewable | Non-Reviewable | Total |
|---|---------------------|-----------------------|---------------------|
| Acquisition of Building or Other Property (Excluding Land) | \$0 | \$0 | \$0 |
| Total Uses of Funds | \$14,354,126 | \$7,620,590 | \$21,974,717 |

Section III, Project Purpose, Background and Alternatives – Information Requirements
Criterion 1110.110(a), Background of Applicant

1. NorthPointe Health NFP Corporation is a newly formed corporation and does not own or operate any Illinois health care facilities.
2. An authorization permitting the HFSRB and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify the information submitted, including but not limited to: official records of IDPH or other State agencies is attached at Attachment – 11C.

Debra Savage
Chair
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

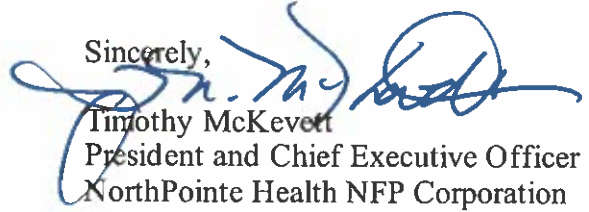
Re: Adverse Action and Access to Documents

Dear Chair Savage:

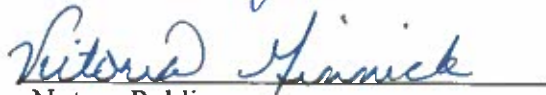
I hereby certify under penalty of perjury as provided in § 1-109 of the Illinois Code of Civil Procedure, 735 ILCS 5/1-109 that NorthPointe Health NFP Corporation dba NorthPointe Neighborhood Hospital did not own or operate a health care facility in the State of Illinois during the three-year period prior to filing this application.

Additionally, pursuant to 77 Ill. Admin. Code § 1110.110(a)(2)(J), I hereby authorize the Health Facilities and Services Review Board ("HFSRB") and the Illinois Department of Public Health ("IDPH") access to any documents necessary to verify information submitted as part of this application for permit. I further authorize HFSRB and IDPH to obtain any additional information or documents from other government agencies which HFSRB or IDPH deem pertinent to process this application for permit.

Sincerely,


Timothy McKeever
President and Chief Executive Officer
NorthPointe Health NFP Corporation
dba NorthPointe Neighborhood Hospital

Subscribed and sworn to me
This 26 day of June, 2025


Notary Public

VICTORIA MINNICK
Notary Public
State of Wisconsin

Section VI, Service Specific Review Criteria
Criterion 1110.200(f), Medical-Surgical

Performance Requirements

The minimum bed capacity for a new medical-surgical category of service is 100 beds. The planned Hospital will not meet this requirement, but it is notable that approximately 740 admissions to BMH annually are Illinois residents of the NorthPointe geographic service area. Assuming an average length of stay of 4.0 days for low acuity patients, annual inpatient days would be 2,960 (or an average daily census of 8.1), which is sufficient to justify the 10 medical/surgical beds planned. With a smaller footprint, it will not materially skew the need/occupancy balance in a material way. In fact, these beds will return patients to Illinois for care and, therefore, increase the utilization of hospitals in the HSA.