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: Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center
Street Address: 1302 Franklin Street
City and Zip Code: Normal, 61761
County: McLean Health Service Area: 4 Health Planning Area: D-02

Legislators

State Senator Name: Dave Koehler
State Representative Name: Sharon Chung

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

Facility Name: Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center
Street Address: 1302 Franklin Street
City and Zip Code: Normal, 61761
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, 60604
Name of Administrator: Cindy Durham
Administrator Street Address: 1302 Franklin Avenue, Suite 100
Administrator City and Zip Code: Normal, 61761
Administrator Telephone Number: (309) 268-3400

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: Mark J. Silberman and Juan Morado, Jr.
Title: Attorney
Company Name: Benesch, Friedlander, Coplan and Aronoff LLP
Address: 71 S. Wacker Drive, Suite 1600
Telephone Number: (312) 212-4952 and (312) 212-4967
E-mail Address: msilberman@beneschlaw.com and jmorado@beneschlaw.com
Fax Number: (877) 357-4913

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION
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Facility/Project Identification

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Street Address: 1302 Franklin Street
City and Zip Code: Normal, 61761
County: McLean Health Service Area: 4 Health Planning Area: D-02

Legislators

State Senator Name: Dave Koehler
State Representative Name: Sharon Chung

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

Exact Legal Name: Physicians Endoscopy, L.L.C.
Street Address: 2500 York Road, Suite 300
City and Zip Code: Jamison, 18929
Name of Registered Agent: The Corporation Trust Company
Registered Agent Street Address: 1209 Orange Street
Registered Agent City and Zip Code: Wilmington, 19801
Name of CEO: Jason Strauss
CEO Street Address: 569 Brookwood Village, Suite 901
CEO City and Zip Code: Birmingham 35209
CEO Telephone Number: (263) 963-7365

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: Mark J. Silberman and Juan Morado, Jr.
Title: COE Attorney
Company Name: Benesch, Friedlander, Coplan and Aronoff
Address: 71 S. Wacker Drive, Suite 1600
Telephone Number: (312) 212-4952 and (312) 212-4967
E-mail Address: msilberman@beneschlaw.com and jmorado@beneschlaw.com
Fax Number: (312) 767-9162

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: Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center
Street Address: 1302 Franklin Street
City and Zip Code: Normal, IL 61761
County: McLean Health Service Area: 4 Health Planning Area: D-02

Legislators

State Senator Name: Dave Koehler
State Representative Name: Sharon Chung

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

Exact Legal Name: Surgical Care Affiliates, LLC
Street Address: 569 Brookwood Village, Suite 901
City and Zip Code: Birmingham 35209
Name of Registered Agent: CT Corporation System
Registered Agent Street Address: 208 South LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, 60604
Name of CEO: Jason Strauss
CEO Street Address: 569 Brookwood Village, Suite 901
CEO City and Zip Code: Birmingham 35209
CEO Telephone Number: (263) 963-7365

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: Juan Morado Jr. and Mark J. Silberman
Title: Counsel
Company Name: Benesch, Friedlander, Coplan & Aronoff LLP
Address: 71 South Wacker Drive, Suite 1600, Chicago, IL 60606
Telephone Number: (312) 212-4949
E-mail Address: Jmorado@beneschlaw.com and MSilberman@beneschlaw.com
Fax Number: (312) 767-9162

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: Cindy Durham
Title: Administrator
Company Name: Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center
Address:1302 Franklin Avenue Suite 1000
Telephone Number:309-268-3400
E-mail: cdurham@giendo.org
Fax Number: N/A

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

Exact Legal Name of Site Owner: The Carle Foundation
Address of Site Owner: 611 West Park Street, Urbana, IL 61801
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: Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center					
Address:1302 Franklin Avenue Normal, IL 61761					
☐	Non-profit Corporation	☐	Partnership		
☐	For-profit Corporation	☐	Governmental		
☒	Limited Liability Company	☐	Sole Proprietorship	☐	Other

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

Exact Legal Name: Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center

Address:1302 Franklin Avenue Normal, IL 61761

☐	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 Certificate of Exemption ("COE") application addresses the transfer of ownership between various existing minority shareholders in the Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center ("ASTC") located at 1302 Franklin Avenue, Normal, Illinois 61761, resulting in one shareholder crossing over the 50% ownership threshold. The ASTC is currently owned by various individual physicians, Carle Ventures, Inc., and Surgical Care Affiliates, LLC through Physicians Endoscopy, L.L.C. ("Physicians Endoscopy").

Prior to these transactions Physicians Endoscopy held a 49.99% ownership interest in the ASTC. Following the transaction subject to this application, Physicians Endoscopy will hold a 54.241% ownership interest in the ASTC. There are no new owners and none of the existing owners will change, however their respective ownership interest will change as follows:

- Carle Ventures, Inc.'s (f/k/a BroMenn Physicians Management Corporation) ownership interest will decrease from 20.779% to 18.534%.
- Vijary Misra, M.D.'s ownership interest will decrease from 8.866% to 7.908%.
- Kenneth Schoenig M.D.'s ownership interest will decrease from 8.866% to 7.908%.
- Darryl Fernandes, M.D.'s ownership interest will decrease from 0.831% to 0.741%.
- Michael Clark, M.D.'s ownership interest will remain unchanged at 10.667%.

The facility will continue to operate as a single specialty ambulatory surgical center focused on providing gastroenterology procedures to its patients.

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: **N/A**
Fair Market Value: **N/A**

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes __ 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): October 1, 2024.

State Agency Submittals

Are the following submittals up to date as applicable:

- ☒ Cancer Registry
- ☐ **APORS NOT APPLICABLE**
- ☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports have been submitted.
- ☒ All reports regarding outstanding permits

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

CERTIFICATION

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

- 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 Surgical Care Affiliates, LLC, Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center, and Physicians Endoscopy, L.L.C. 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	SIGNATURE
Ladd Mark PRINTED NAME	PRINTED NAME
Vice President + General Counsel PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 4th day of June, 2024	Notarization: Subscribed and sworn to before me this _____ day of _____
Signature of Notary	Signature of Notary
Seal REANNA MONTGOMERY My Commission Expires June 3, 2025	Seal

*Insert the EXACT legal name of the applicant

SECTION II. BACKGROUND

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

1. 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.

2. 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.

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. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**

4. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 5.

SECTION III. CHANGE OF OWNERSHIP (CHOW)

Transaction Type. Check the Following that Applies to the Transaction:

- ☐ Purchase resulting in the issuance of a license to an entity different from current licensee.
- ☐ Lease resulting in the issuance of a license to an entity different from current licensee.
- ☐ Stock transfer resulting in the issuance of a license to a different entity from current licensee.
- ☒ Stock transfer resulting in no change from current licensee.
- ☐ Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee.
- ☐ Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee.
- ☐ Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity.
- ☐ Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets.
- ☐ Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility.
- ☐ Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee.
- ☐ Change of ownership among related persons resulting in a license being issued to an entity different from the current licensee.
- ☐ Change of ownership among related persons that does not result in a license being issued to an entity different from the current licensee.
- ☐ Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets and explain in "Narrative Description."

1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.

2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.

3. READ the applicable review criteria outlined below and submit the required documentation (key terms) for the criteria:

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X
APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

SECTION IV. CHARITY CARE INFORMATION

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

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

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

CHARITY CARE			
	2020	**2021**	**2022**
Net Patient Revenue	$4,326,527	$5,284,877	$13,644,431
Amount of Charity Care* (charges)	0	0	0
Cost of Charity Care	0	0	0

* Note: While the entity does engage in and is committed to the provision of charitable care, it does not meet the HFSRB definition, thus is not included in this calculation.

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

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

INDEX OF ATTACHMENTS

ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	14-17
2	Site Ownership	18-20
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	21-22
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	23-24
5	Background of the Applicant	25-28
6	Change of Ownership	29-45
7	Charity Care Information	46

ATTACHMENT 1
Certificate of Good Standing

Included with this attachment are:

1. The Certificate of Good Standing for Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center (Facility)
2. The Certificate of Good Standing for Physicians Endoscopy, L.L.C. (Owner)
3. The Certificate of Good Standing for Surgical Care Affiliates, LLC (Owner)

ATTACHMENT 1
Certificate of Good Standing
Prairieland Outpatient Diagnostic Center, LLC d/b/a/ Digestive Disease Endoscopy Center

File Number 0071854-8

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

I, **Alexi Giannoulias,** *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*

PRAIRIELAND OUTPATIENT DIAGNOSTIC CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 16, 2002, AND HAVING ADOPTED THE ASSUMED NAME OF DIGESTIVE DISEASE ENDOSCOPY CENTER ON FEBRUARY 02, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 19TH *day of* MAY *A.D.* 2024 .

Authentication #: 2414000312 verifiable until 05/19/2025
Authenticate at: https://www.ilsos.gov

SECRETARY OF STATE

ATTACHMENT 1
Certificate of Good Standing
Physicians Endoscopy, L.L.C.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS ENDOSCOPY, L.L.C." 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-SECOND DAY OF MAY, A.D. 2024.

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

Jeffrey W. Bullock, Secretary of State

2954776 8300
SR# 20242352535
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203533753
Date: 05-22-24

ATTACHMENT 1
Certificate of Good Standing
Surgical Care Affiliates, LLC

File Number 0226541-9

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulias, 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

SURGICAL CARE AFFILIATES, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON JULY 09, 2007, 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.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH ***day of*** MAY ***A.D.*** 2024 .

Authentication #: 2414000392 verifiable until 05/19/2025
Authenticate at: https://www.ilsos.gov

SECRETARY OF STATE

ATTACHMENT 2
Site Ownership

The site ownership will continue to be held by The Carle Foundation following the transaction. The underlying lease between the owner and Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center will remain in place. Attached as evidence of ownership is a copy of the most recent tax bill for the property.

ATTACHMENT 2
Site Ownership

5/19/24, 4:51 PM Parcel Details for 1433254039

PARCEL RETIRED IN TAX YEAR 2021

Property Information

Parcel Number 14-33-254-039	**Site Address** 1302 FRANKLIN AVE DIGESTIVE DISEASE CONSULTANTS LTD NORMAL, IL 61761	**Owner Name & Address** THE CARLE FOUNDATION 611 W PARK ST URBANA, IL, 61801-2512
Tax Year 2021 (Payable 2022)		
Sale Status None	**Neighborhood Code**	**Land Use**
Property Class 8060 - Leasehold - Com	**Tax Code** 3001 -	**Tax Status** Taxable
Net Taxable Value 0	**Tax Rate** 0.000000	**Total Tax** $0.00
Township NORMAL	**Acres** 0.0000	**Mailing Address**
Tract Number	**Lot Size**	**TIF Base Value** 0

Legal Description
LEASEHOLD PARCEL IN ADVOCATE BROMENN MEDICAL OFFICE BUILDING 14-33-254-033

No Appraisal

No Structure Information

Assessments

Level	Homesite	Dwelling	Farm Land	Farm Building	Mineral	Total
Township Assessor	0	32,011	0	0	0	32,011
Prior Year Equalized	0	32,011	0	0	0	32,011

No Billing Information

Payment History

Tax Year	Total Billed	Total Paid	Amount Unpaid
2020	$2,958.20	$2,958.20	$0.00
2019	$2,858.06	$2,858.06	$0.00
2018	$2,826.58	$2,826.58	$0.00

Show 1 More

No Redemptions

ATTACHMENT 2
Site Ownership

5/19/24, 4:51 PM Parcel Details for 1433254039

No Exemptions

No Farmland Information

No Genealogy Information

No Sales History Information

Taxing Bodies

District	Tax Rate	Extension
MCLEAN COUNTY	0.914040	$0.00
NORMAL TOWNSHIP	0.226220	$0.00
TOWN OF NORMAL	1.027190	$0.00
NORMAL TWP ROAD DIST	0.080930	$0.00
B-N WATER RECLAMATION DIST	0.180520	$0.00
BLM-NRM AIRPORT AUTH	0.142870	$0.00
CUSD 5 NORMAL	5.614470	$0.00
NORMAL PUBLIC LIBRARY	0.432070	$0.00
HEARTLAND COMM COLLEGE 540	0.576350	$0.00
TOTAL	9.196460	$0.00

No data

Disclaimer

McLean County makes every effort to produce and publish the most current and accurate information possible. The information maintained on this website is an effort to reflect that, but should not be relied upon as a replacement for your actual tax bill or proof of payment. McLean County accepts no responsibility for the consequences of the inappropriate use or interpretation of data. No warranties, expressed or implied, are provided for data herein. By proceeding with a property search, you are stating that this notice has been read and that you understand and agree with its contents.

ATTACHMENT 3
Operating Entity/Licensee

The operating entity and the licensee will continue to be Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center. Included with this Attachment is the licensee's Certificate of Good Standing. Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center is owned by Surgical Care Affiliates, LLC through Physicians Endoscopy L.L.C.

ATTACHMENT 3
Operating Entity/Licensee Certificate of Good Standing
Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center

File Number 0071854-8

To all to whom these Presents Shall Come, Greeting:

I, **Alexi Giannoulias,** *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*

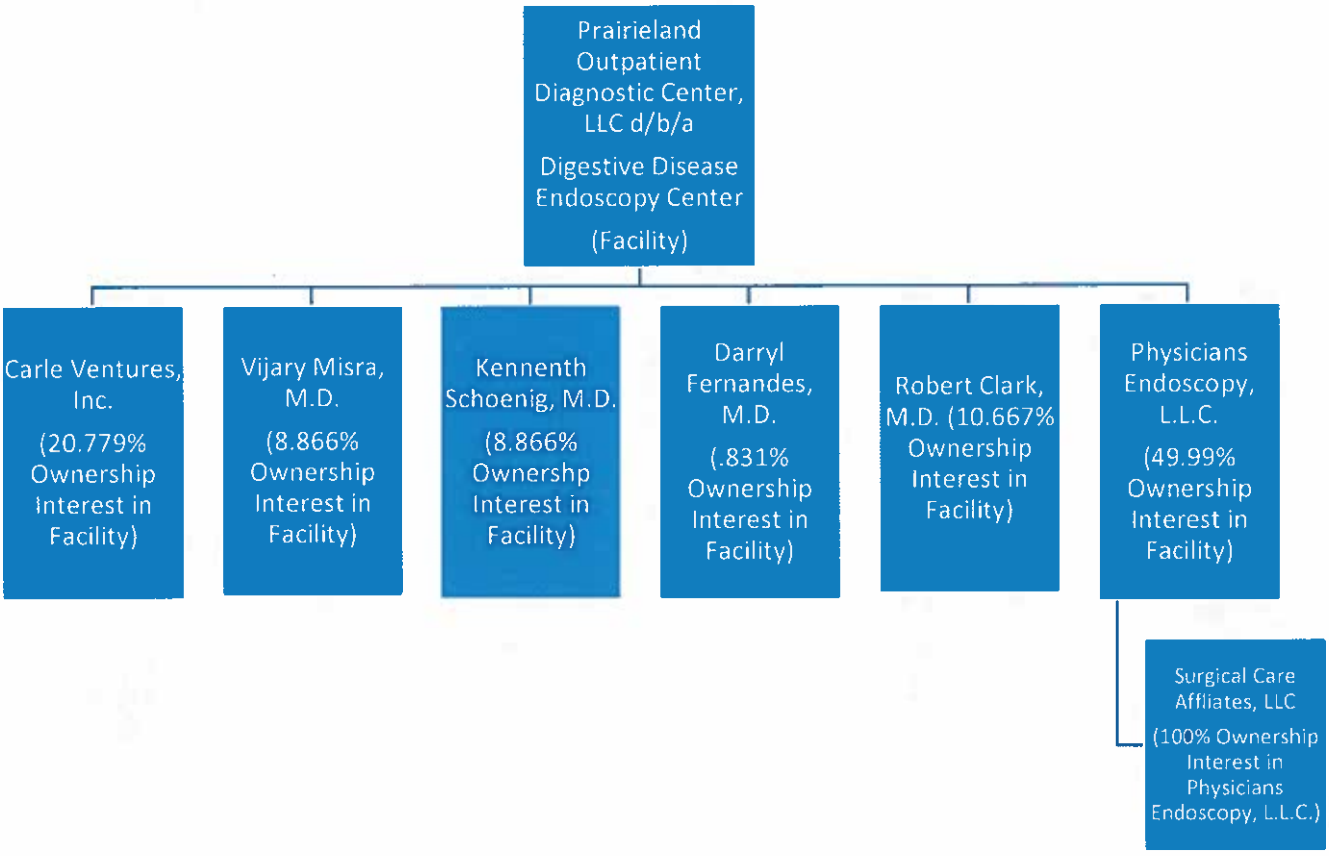
PRAIRIELAND OUTPATIENT DIAGNOSTIC CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 16, 2002, AND HAVING ADOPTED THE ASSUMED NAME OF DIGESTIVE DISEASE ENDOSCOPY CENTER ON FEBRUARY 02, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 19TH *day of* MAY *A.D.* 2024 .

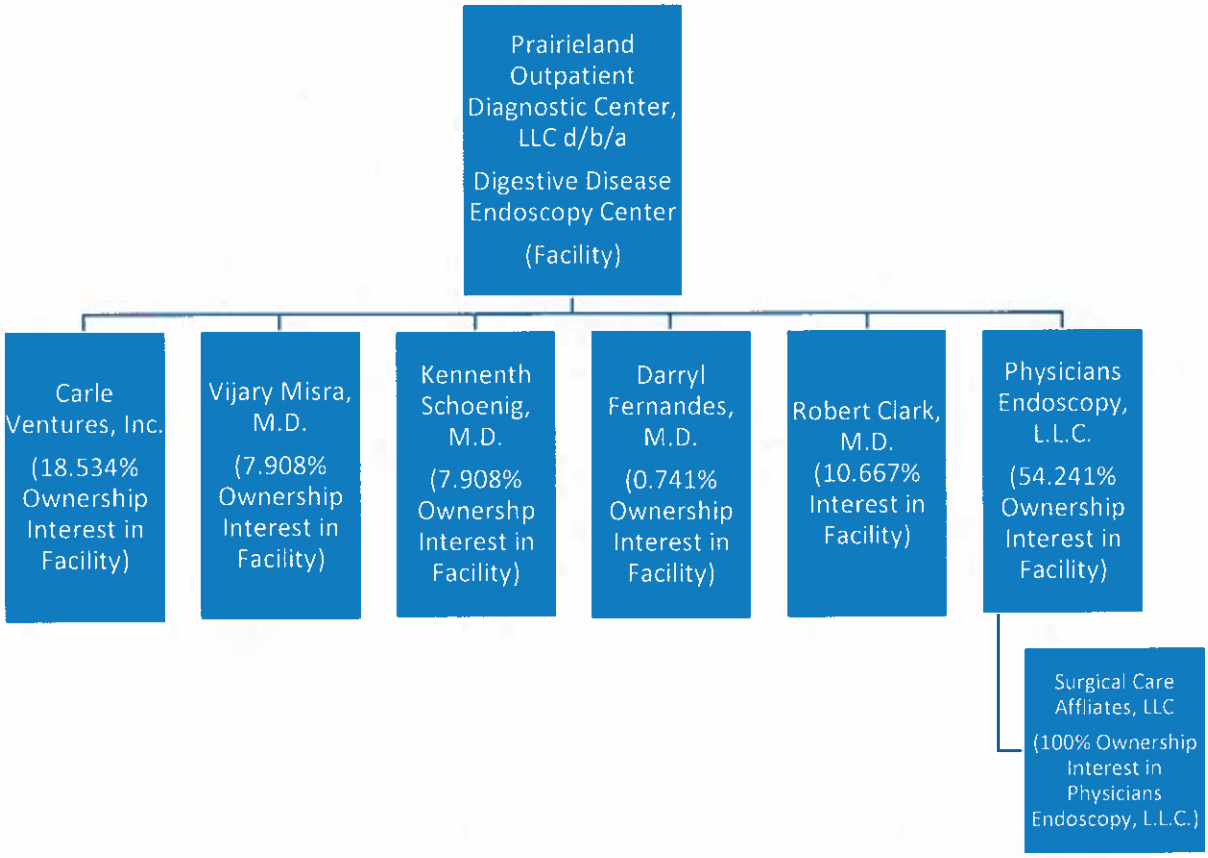
Authentication #: 2414000312 verifiable until 05/19/2025
Authenticate at: https://www.ilsos.gov

SECRETARY OF STATE

ATTACHMENT 4
Pre-Transactional Organizational Chart



ATTACHMENT 4
Post-Transactional Organizational Chart



ATTACHMENT 5
Background of the Applicant

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

   Surgical Care Affiliates, LLC through Physicians Endoscopy, L.L.C. owns Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center. Physicians Endoscopy, L.L.C. has no ownership interest in any other healthcare facility. Surgical Care Affiliates, LLC maintains an ownership interest in several healthcare facilities and the appropriate documentation is attached.

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.**

   See above.

3. **A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.**

   Included with this Attachment is a letter from Ladd Mark, General Counsel, Surgical Care Affiliates, LLC verifying that no adverse actions have been taken against the facility.

4. **Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**

   Included with this Attachment is the applicant's authorization permitting HFSRB and IDPH access to any documents necessary to verify the information needed.

5. **If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.**

   Not applicable.

ATTACHMENT 5
Background of the Applicant -
Letter from Surgical Care Affiliates, LLC

May 20, 2024

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

Re: Certification and Authorization- Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center

Dear Mr. Kniery,

As representative of Surgical Care Affiliates, LLC, Physicians Endoscopy, L.L.C., and Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center, I, Ladd Mark, give authorization to the Health Facilities and Services Review Board and the Illinois Department of Public Health (IDPH) to access documents necessary to verify the information submitted including, but not limited to: official records of IDPH or other state agencies, the licensing or certification records of other states, and the records of nationally recognized accreditation organizations.

I further verify that, Surgical Care Affiliates, LLC has ownership interest in excess of 5% in the following Illinois healthcare facilities:

- Golf Surgical Center
- Center for Minimally Invasive Surgery
- Red Oaks Surgical Suites
- Naperville Surgical Centre
- Hawthorn Surgery Center
- AmSurg Surgery Center
- Advocate Condell Ambulatory Surgery Center
- Midwest Center for Day Surgery
- Advocate Sherman Ambulatory Surgery Center
- Tinley Woods Surgery Center

Additionally, none of the health care facilities listed above have been cited for an adverse action in the past three (3) years. Further, Physicians Endoscopy Center, L.L.C. and Prairieland Outpatient Diagnostic Center, LLC have no interest in any other Illinois healthcare facilities.

ATTACHMENT 5
Background of the Applicant -
Letter from Surgical Care Affiliates, LLC

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

Sincerely,

Ladd Mark
General Counsel
Surgical Care Affiliates, LLC

ATTACHMENT 5
Background of the Applicant
Facility License Information

Facility Name	Facility Address	Facility License Number
Golf Surgical Center	8901 Golf Road Des Plaines, IL 60016	7002231
Center for Minimally Invasive Surgery	19110 Darvin Drive, Suite A Mokena, IL 60448	7003201
Red Oaks Surgical Suites	1050 Red Oak Lane Lindenhurst, IL 60046	7003168
Naperville Surgical Centre	1263 Rickert Dr. Naperville, IL 60540	7003205
Hawthorn Surgery Center	240 Center Drive Vernon Hills, IL 60061	7003188
AmSurg Surgery Center	998 129th Infantry Drive Joliet, IL 60435	7003160
Advocate Condell Ambulatory Surgery Center	825 S. Milwaukee Ave, Libertyville, IL 60048	7003208
Midwest Center for Day Surgery	3811 Highland Avenue Downers Grove, IL 60515	7001076
Elgin Gastroenterology Endoscopy Center	745 Fletcher Dr. Suite 201 Elgin, IL 60123	7003015
Tinley Woods Surgery Center	18200 S. LaGrange Rd. Tinley Park, IL 60487	7002652

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(1)(B)- Names of parties
The application for exemption is subject to approval under Section 1130.560 and shall include the information required by Section 1130.500

The parties involved in this project are:

- Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center
- Physicians Endoscopy, L.L.C.
- Surgical Care Affiliates, LLC

Consistent with discussions with HFSRB staff, the applicant verifies that none of the individual physician owners possess any of the powers or authority that would constitute control, as that term is defined in HFSRB regulations, 77 Ill. Admin. Code 1130.140, or as listed in 77 Ill. Admin. Code 1130.220, that would require inclusion as co-applicants.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(1)(B)- Background of the parties
"Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application."

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

Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center

This entity is a joint venture between Surgical Care Affiliates, LLC through Physicians Endoscopy, L.L.C. and several individual physicians and this entity is the current licensee. The individual physicians are Drs. Vijaya Misra, Kenneth Schoening, Robert Clark, and Darryl Fernandes.

Surgical Care Affiliates, LLC and Physicians Endoscopy, L.L.C.

Surgical Care Affiliates, LLC ("SCA") maintains 100% ownership interest in Physicians Endoscopy, L.L.C. which post transaction will maintain a 54.241%. SCA is a national surgical solutions provider committed to improving healthcare in America. SCA is the partner of choice for surgical care in several facilities. Clinical quality is their first value and top priority. They work with their partners to ensure quality care at a lower cost to patients. SCA is a partner in over 320 ambulatory surgical centers nationwide. SCA surgery centers are accredited by The Joint Commission or AAAHC. These accreditations surpass nationally recognized standards.

Physicians Endoscopy, L.L.C is a division of SCA and exclusively partners with GI specialists and healthcare partners to help their practices, ASCs, and ancillary services thrive.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b) (1)(C)- Structure of the transaction
The application for exemption is subject to approval under Section 1130.560 and shall include the information required by Section 1130.500.

Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center is a joint venture Illinois Limited Liability Company owned by Surgical Care Affiliates, LLC through Physicians Endoscopy, L.L.C. ("SCA") and individual physicians.

SCA will acquire units from existing owners through a Membership Interest Purchase Agreement that will result in its existing ownership interest crossing over the 50% threshold, ultimately resulting in a 54.241% of the total ownership interest in the facility.

ATTACHMENT 6
Change of Ownership

1130.520(b) (1)(D)- Entity to be Licensed after transaction
"Name of the person who will be the licensed or certified entity after the transaction"

The entity to be licensed after the change of ownership will remain Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center. There will be no change in the entity currently licensed by the Illinois Department of Public Health to operate the ambulatory surgical treatment center. Additionally, there are no contemplated changes at this time to the category of service offered at the facility following the transaction.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b) (1)(E)- List of Ownership
"List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons."

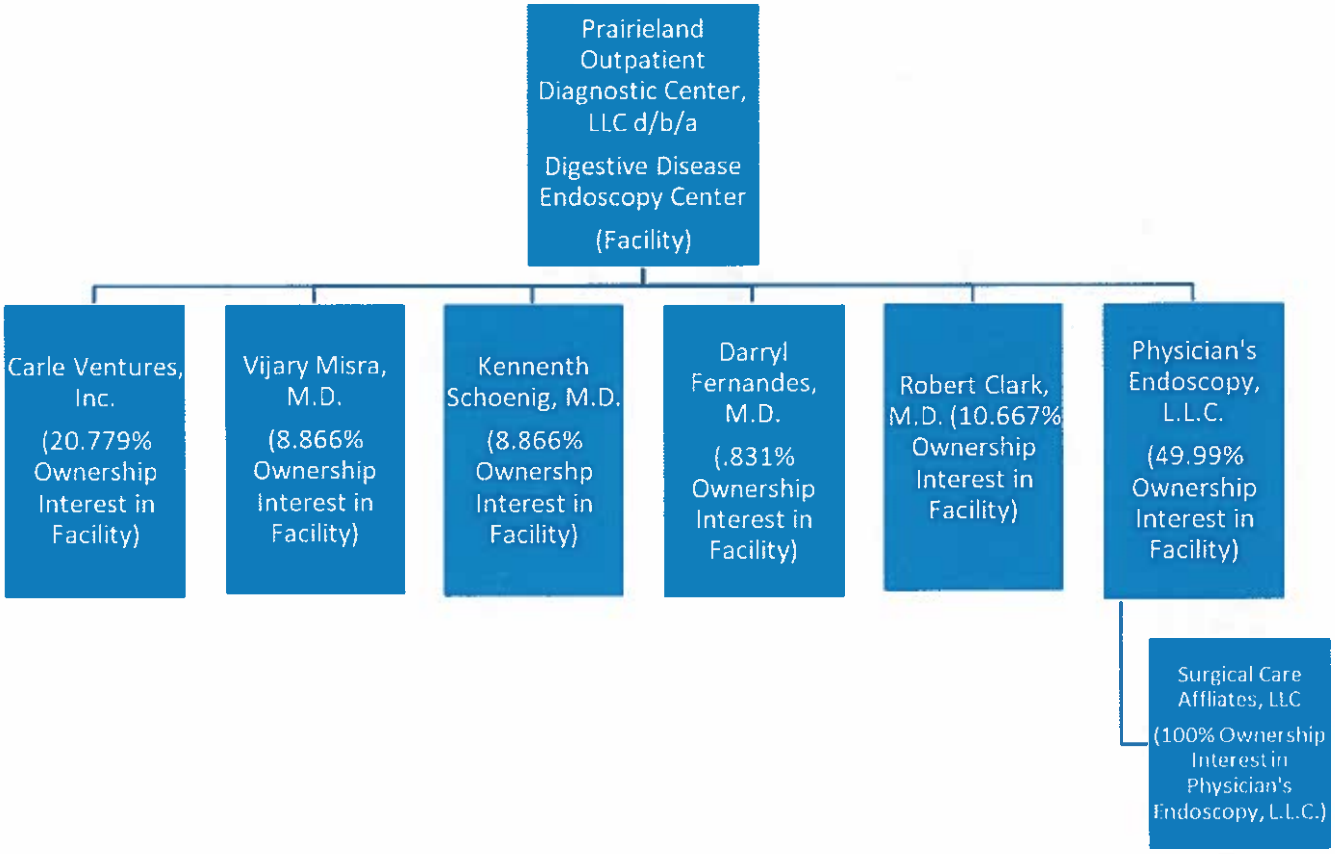
Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center is a joint venture Illinois Limited Liability Company owned by Surgical Care Affiliates, LLC through Physicians Endoscopy, L.L.C. ("SCA") and individual physicians.

Prior to these transactions Physicians Endoscopy held a 49.99% ownership interest in the ASTC. Following the transaction subject to this application, Physicians Endoscopy will hold a 54.241% ownership interest in the ASTC. There are no new owners and none of the existing owners will change, however their respective ownership interest will change as follows:

- Carle Ventures, Inc.'s (f/k/a BroMenn Physicians Management Corporation) ownership interest will decrease from 20.779% to 18.534%.
- Vijary Misra, M.D.'s ownership interest will decrease from 8.866% to 7.908%.
- Kenneth Schoenig M.D.'s ownership interest will decrease from 8.866% to 7.908%.
- Darryl Fernandes, M.D.'s ownership interest will decrease from 0.831% to 0.741%.
- Michael Clark, M.D.'s ownership interest will remain unchanged at 10.667%.

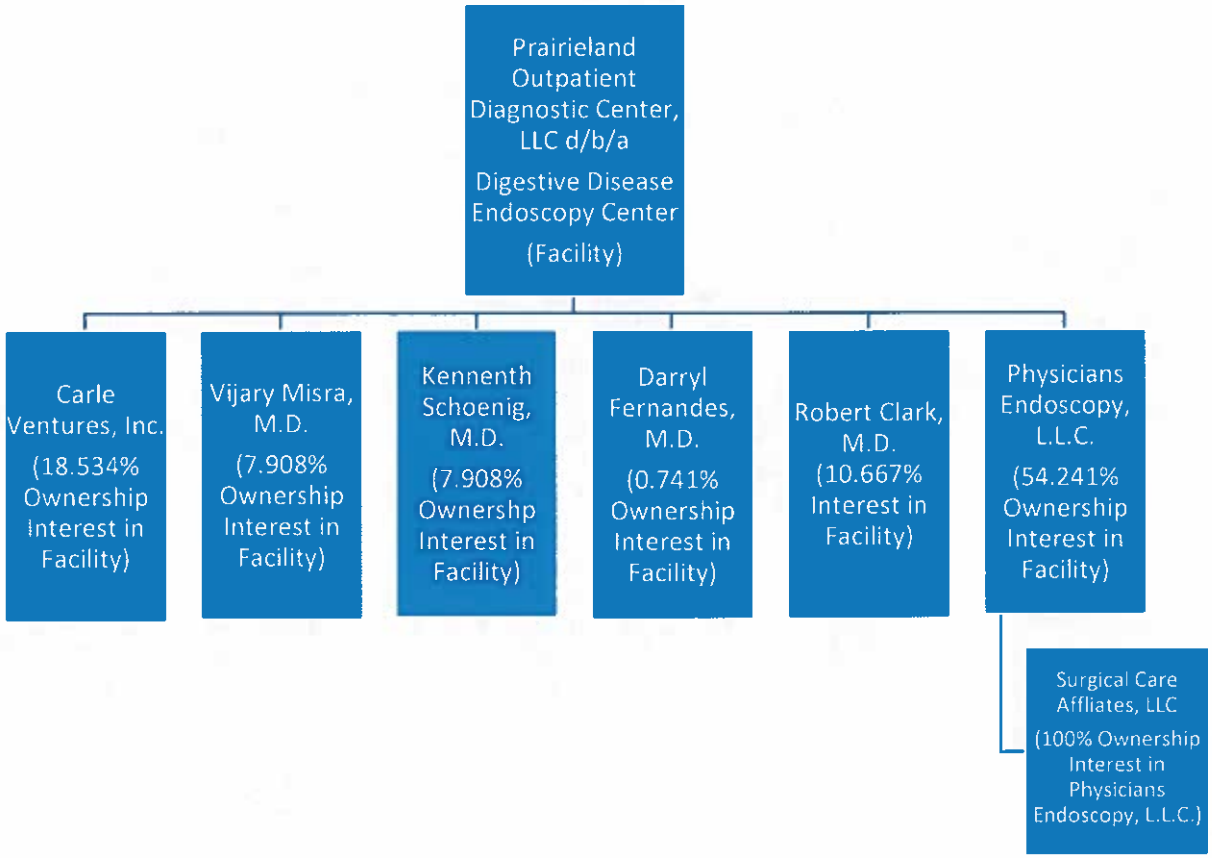
ATTACHMENT 6
Change of Ownership

List of Ownership Prior to Transaction



ATTACHMENT 6
Change of Ownership

List of Ownership Post Transaction



ATTACHMENT 6
Change of Ownership

Section 1130.520(b) (1)(F)- Fair Market Value of the transaction
"Fair market value of assets to be transferred."

The identified purchase price of $1,235,397 is based on an arm's length negotiation and third-party valuation and represents the fair market value of the assets being transferred.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b) (1)(G)- Purchase price
"The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]"

The identified purchase price of $1,235,397 is based on an arm's length negotiation and third-party valuation and represents the fair market value of the assets being transferred.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Outstanding Permits
"Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section"

NOT APPLICABLE

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Hospital Charity Care
"If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction"

This change of ownership does not involve a hospital; thus, this provision is NOT APPLICABLE.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Anticipated Benefits to the Community
"A statement as to the anticipated benefits of the proposed change in ownership to the community."

This purpose of this project is to ensure the residents of the community and the patients historically served by Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center will continue to have access to the procedures they need.

Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center has always made an effort to provide care for patients within their community, including those served by Medicare and the Illinois Medicaid program. They have and will continue to provide services to these patient populations.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Anticipated Cost Savings for the Community and Facility
"The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership"

This transaction will provide the fundamental benefit of stability of operations and control of the facility with Surgical Care Affiliates, LLC a proven operator of ambulatory surgical treatment center. This should yield cost savings to the facility and the community which it serves. This transaction will ensure continuity of service to the community. This facility currently serves a widespread geographic population and, for many patients it serves, and is a meaningful access to outpatient surgical care.

The social and economic benefit of the ambulatory surgical care cannot be understated. Healthcare trends and increasingly insurance programs are encouraging a shift in procedures to be performed in an outpatient setting such as this facility as a means to decrease costs for patients and the healthcare system in general. Outpatient care has the added benefit to patients of decreased infection rates, quicker discharges and increased access to care.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Quality Improvement Program
"A description of the facility's quality improvement program mechanism that will be utilized to assure quality control"

Prairieland Outpatient Diagnostic Center, LLC d/b/a Digestive Disease Endoscopy Center's quality improvement program mechanism will remain in place and in the unlikely event that the outcomes being experienced do not meet or exceed those standards, an appropriate quality improvement plan will be initiated.

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Facility's Governing Body
"A description of the selection process that the acquiring entity will use to select the facility's governing body"

It is not anticipated that the bylaws of the organization will be substantially changed, and the governing body will also remain the same.

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

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Review Criteria in 77 Ill. Admin. Code 1110.240
"A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility"

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

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(2)- Summary of Proposed Changes Within 24 Months
"A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition."

This transaction does not envision any proposed changes to the scope of services or level of care currently provided in the facility. This is a designed part of this undertaking and reflects an effort to ensure minimal disruption to the patients in the facility's area. There is no expectation, as a result of this transaction, of any disruptions with the physicians who currently perform surgeries at the facility nor is it anticipated that there will any reductions to the services that are already approved within 24 months of the acquisition. Should the Applicant seek to provide additional services under un-approved categories of service they understand their obligation to file a Certificate of Need application before initiating a new service line.

ATTACHMENT 7
Charity Care Information

The amount of charity care listed for the last three years provided by the applicant facility are included in the table below.

CHARITY CARE			
	2020	**2021**	**2022**
Net Patient Revenue	$4,326,527	$5,284,877	$13,644,431
Amount of Charity Care* (charges)	0	0	0
Cost of Charity Care	0	0	0

* Note: While the entity does engage in and is committed to the provision of charitable care, it does not meet the HFSRB definition, thus is not included in this calculation.

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

INDEX OF ATTACHMENTS