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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: DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard		
Street Address: 2725 S. Technology Drive		
City and Zip Code: Lombard 60148		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Suzy Glowiak Hilton
State Representative Name: Jenn Ladisch Douglass

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

Facility Name: DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard	
Street Address: 2725 S. Technology Drive	
City and Zip Code: Lombard 60148	
Name of Registered Agent: Illinois Corporation Service Company	
Registered Agent Street Address: 801 Adlai Stevenson Drive	
Registered Agent City and Zip Code: Springfield 62703	
Name of Manager: Paul Merrick, M.D.	
Manager Street Address: 3010 Highland Parkway, Suite 800	
Manager City and Zip Code: Downers Grove 60515	
Manager Telephone Number: (630) 469-9200	

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: Nicolas Dronen
Title: VP Enterprise Strategy & Operations Finance
Company Name: Duly Health and Care
Address: 3010 Highland Parkway Downers Grove, IL 60515
Telephone Number: (630) 469-9200
E-mail Address: Nicolas.Dronen@duly.com
Fax Number: N/A

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

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Legislators

State Senator Name: Suzy Glowiak Hilton
State Representative Name: Jenn Ladisch Douglass

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

Facility Name: Duly SCA Holdings Lombard, LLC
Street Address: 3010 Highland Parkway, Suite 800
City and Zip Code: Downers Grove, IL 60515
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield 62703
Name of Manager: Daniel Greenleaf
Manager Street Address: 3010 Highland Parkway, Suite 800
Manager City and Zip Code: Downers Grove 60515
Manager Telephone Number: (630) 469-9200

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership
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Legislators

State Senator Name: Suzy Glowiak Hilton
State Representative Name: Jenn Ladisch Douglass

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
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Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Juan Morado Jr.
Title: Partner
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
Fax Number: (312) 767-9162

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Facility/Project Identification

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City and Zip Code: Lombard 60148		
County: DuPage	Health Service Area: 7	Health Planning Area: 043

Legislators

State Senator Name: Suzy Glowiak Hilton
State Representative Name: Jenn Ladisch Douglass

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

Exact Legal Name: UnitedHealth Group Incorporated
Street Address: 9900 Bren Road East
City and Zip Code: Minnetonka 55343
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: Andrew Philip Witty
CEO Street Address: UnitedHealth Group Center, 9900 Bren Road East
CEO City and Zip Code: Minnetonka 55343
CEO Telephone Number: (800) 328-5979

Type of Ownership of Applicants

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

Name: Juan Morado Jr.
Title: Partner
Company Name: Benesch, Friedlander, Coplan & Aronoff LLP
Address: 71 South Wacker Drive, Suite 1600, Chicago, IL 60606
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Legislators

State Senator Name: Suzy Glowiak Hilton
State Representative Name: Jenn Ladisch Douglass

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

Facility Name: DuPage Medical Group, LTD.
Street Address: 3010 Highland Parkway, Suite 800
City and Zip Code: Downers Grove 60515
Name of Registered Agent: Illinois Corporation Service Company
Registered Agent Street Address: 801 Adlai Stevenson Drive
Registered Agent City and Zip Code: Springfield, IL 62703
Name of Manager: Christina Bratis, M.D.
Manager Street Address: 3010 Highland Parkway, Suite 800
Manager City and Zip Code: Downers Grove 60515
Manager Telephone Number: (630) 469-9200

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.		
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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: Nicolas Dronen
Title: VP Enterprise Strategy & Operations Finance
Company Name: Duly Health and Care
Address: 3010 Highland Parkway, Downers Grove, IL 60515
Telephone Number: (630) 469-9200
E-mail Address: Nicolas.Dronen@duly.com

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

Exact Legal Name: HSRE DMG LOMBARD 2725, LLC
Address: 2725 Technology Drive, Lombard, IL 60148
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: DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard			
Address: 2725 Technology Drive, Lombard, IL 60148			
☐	Non-profit Corporation	☐	Partnership
☐	For-profit Corporation	☐	Governmental
☒	Limited Liability Company	☐	Sole Proprietorship
		☐	Other

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

Exact Legal Name: DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard

Address: 2725 Technology Drive, Lombard, IL 60148

- | | |
|---|---|
| ☐ 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 organized and the name and address of each partner specifying whether each is a general or limited partner.
 - o **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.

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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 shareholders in the DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard ("ASTC") located at 2725 Technology Drive in Lombard, IL 60148. The current ownership interests are as follows:

- DuPage Medical Group, LTD, ("DMG") maintains an 87.5% ownership interest in the ASTC
- Edwards Health Ventures maintains a 12.5% ownership interest in the ASTC

DMG and Surgical Care Affiliates, LLC are entering into a joint venture agreement to create Duly SCA Holdings Lombard, LLC which will acquire 51% of the ASTC ownership interests held by DMG. DMG will continue to maintain a 36.5% direct ownership interest in the ASTC as well as a 49% interest in the joint venture entity.

The facility will continue to operate as a specialty ambulatory surgical center focused on providing the following services to its patients: plastic surgery, obstetrics and gynecology, ophthalmology, orthopaedics, otolaryngology/ENT, plastic surgery, urology, and gastroenterology.

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Related Project Costs

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

Land acquisition is related to project ☐ Yes ☒ No
Purchase Price: 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): December 31, 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.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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CERTIFICATION

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

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

This Application is filed on the behalf of Duly SCA Holdings Lombard, 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

Paul Merrick, M.D.

Manager

SIGNATURE

Daniel Greenleaf

Manager

Notarization:

Subscribed and sworn to before me
this 09 day of July, 2024

Sarah Nichole Nienkerk
Signature of Notary

Seal

Official Seal
Sarah Nichole Nienkerk
Notary Public State of Illinois
My Commission Expires 10/12/2025
*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 09 day of July, 2024

Sarah Nichole Nienkerk
Signature of Notary

Seal

Official Seal
Sarah Nichole Nienkerk
Notary Public State of Illinois
My Commission Expires 10/12/2025

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, 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

Jason Strauss

Manager

Notarization:

Subscribed and sworn to before me
this 3rd day of July

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

Leslie Wachsman

Manager

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal



CERTIFICATION

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- in the case of a corporation, any two of its officers or members of its Board of Directors;
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- 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, 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

Jason Strauss

Manager

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

Leslie Wachsman

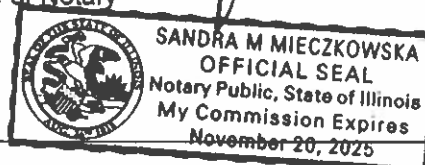
Manager

Notarization:

Subscribed and sworn to before me
this 8th day of July 2024

Signature of Notary

Seal



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- 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 UnitedHealth Group Incorporated, 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

Richard J. Mattera

Chief Development Officer

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

SIGNATURE

Ryan Adrian

Senior Deputy General Counsel

Notarization:

Subscribed and sworn to before me
this 18 day of July 2024

Signature of Notary

Seal



ID 19924001758

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 UnitedHealth Group Incorporated, 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

Richard J. Mattera

Chief Development Officer

SIGNATURE

Ryan Adrian

Senior Deputy General Counsel

Notarization:

Subscribed and sworn to before me
this 15 day of July 2024


Signature of Notary

Seal



KAREN ANN FALLSTROM
State of Minnesota
Notary Public

My Commission Expires 01/31/2027

*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

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- 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 DuPage Medical Group, LTD., DMG Surgical Center, LLC in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

Paul Merrick, M.D.

Chairman/Manager

SIGNATURE

Christina Bratis, M.D.

President/Manager

Notarization:

Subscribed and sworn to before me
this 09 day of July, 2024

Sarah Nichole Nienkerk
Signature of Notary
Official Seal
Sarah Nichole Nienkerk
Notary Public State of Illinois
My Commission Expires 10/12/2025

*Insert the EXACT legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 09 day of July, 2024

Sarah Nichole Nienkerk
Signature of Notary
Official Seal
Sarah Nichole Nienkerk
Notary Public State of Illinois
My Commission Expires 10/12/2025

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."

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

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

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and submit the required documentation (key terms) for the criteria:

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	X
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
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.	

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

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	\$0	\$38,443,227	\$38,236,900
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.

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

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	21-26
2	Site Ownership	27-28
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	29-30
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	31-32
5	Background of the Applicant	33-38
6	Change of Ownership	39-55
7	Charity Care Information	56

ATTACHMENT 1
Certificate of Good Standing

Included with this attachment are:

1. The Certificate of Good Standing for DMG Surgical Center, LLC d/b/a Duly Surgery Center Lombard (Facility)
2. The Articles of Organization for Duly SCA Holdings Lombard, LLC (Incoming Joint Venture Owner).
3. The Certificate of Good Standing for Surgical Care Affiliates, LLC (Owner).
4. The Certificate of Good Standing for UnitedHealth Group Incorporated (Owner).
5. The Certificate of Good Standing for DuPage Medical Group, LTD. (Owner).

ATTACHMENT 1
Certificate of Good Standing
DMG Surgical Center, LLC

File Number 0083483-1



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

DMG SURGICAL CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 27, 2002, 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 #: 2415902772 verifiable until 06/07/2025
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 7TH day of JUNE A.D. 2024 .

Alexi Giannoulis
SECRETARY OF STATE

Form LLC-5.5	Illinois Limited Liability Company Act Articles of Organization	FILE # 14881808
Secretary of State Alexi Giannoulias Department of Business Services Limited Liability Division www.ilsos.gov	Filing Fee: \$150 Approved By: <u>MJH</u>	FILED JUN 19 2024 Alexi Giannoulias Secretary of State

- Dated:** JUNE 10, 2024

This document was generated electronically at www.irs.gov

ATTACHMENT 1
Certificate of Good Standing
Surgical Care Affiliates, LLC

File Number 0226541-9



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

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.isos.gov>


SECRETARY OF STATE

ATTACHMENT 1
Certificate of Good Standing
UnitedHealth Group Incorporated

Delaware
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "UNITEDHEALTH GROUP INCORPORATED" IS
DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JULY, A.D.
2024.

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

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



5777355 8300

SR# 20243038202

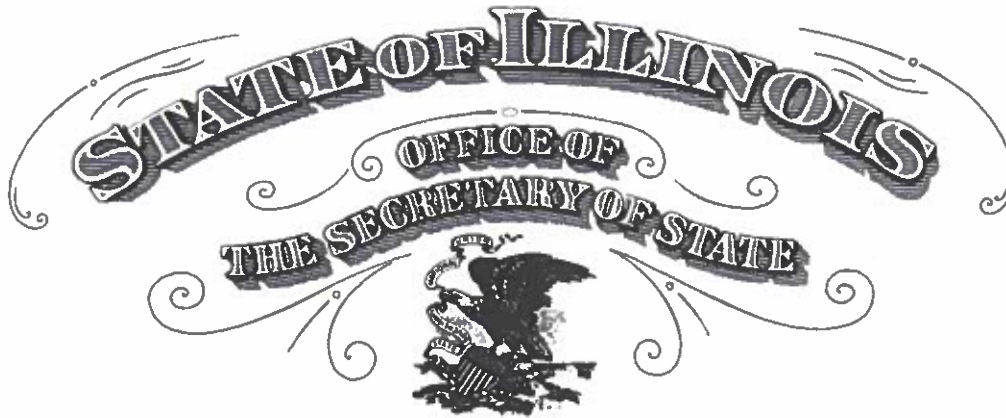
You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line.
JEFFREY W. BULLOCK, SECRETARY OF STATE

Authentication: 203839833

Date: 07-01-24

ATTACHMENT 1
Certificate of Good Standing
DuPage Medical Group, LTD.

File Number 4887-921-7



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

DU PAGE MEDICAL GROUP, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 22, 1968, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 2417803832 verifiable until 06/26/2025
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 26TH day of JUNE A.D. 2024 .

Alexi Giannoulis
SECRETARY OF STATE

ATTACHMENT 2
Site Ownership

The site ownership will continue to be held by HSRE DMG LOMBARD 2725, LLC following the transaction. DMG Surgical Center, LLC, the licensee, will enter into a new agreement for use of the facility space. Attached as evidence of ownership is a copy of the most recent tax bill for the property.

ATTACHMENT 2
Site Ownership

DuPage County, IL Property Tax Information - Printable Page

Printable page

PARCEL NUMBER: 06-28-103-026
 NBHD: 06B22
 DUPAGE MEDICAL GROUP
 Tax Year: 2023 (Taxes Payable in 2024).
 Taxes Billed

COUNTY #: 022
 ROLL: RP
 TECHNOLOGY DR
 LOMBARD

Tax Year	Tax
2023	\$107,881.48
Total:	\$107,881.48

Property Tax by Entity

Entities	Rate:	Amount:
COLLEGE DU PAGE 502	0.190700	\$3,323.16
COUNTY OF DU PAGE	0.147300	\$2,566.86
DU PAGE AIRPORT AUTH	0.013200	\$230.02
FOREST PRESERVE DIST	0.107600	\$1,875.06
GRADE SCHOOL DIST 58	2.324100	\$40,500.00
HELEN PLUM LIBRARY	0.426600	\$7,433.96
HIGH SCHOOL DIST 99	1.941100	\$33,825.80
OAK BROOK PARK DIST	0.326500	\$5,689.62
VLG OF LOMBARD	0.620100	\$10,805.92
YORK TOWNSHIP	0.047300	\$824.26
YORK TWP ROAD	0.046300	\$806.82
Total:	6.190800	\$107,881.48

ATTACHMENT 3
Operating Entity/Licensee

The operating entity and the licensee will continue to be DMG Surgical Center, LLC. Included with this Attachment is the licensee's Certificate of Good Standing.

ATTACHMENT 3
Operating Entity/Licensee Certificate of Good Standing
DMG Surgical Center, LLC

File Number 0083483-1



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

DMG SURGICAL CENTER, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 27, 2002, 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.

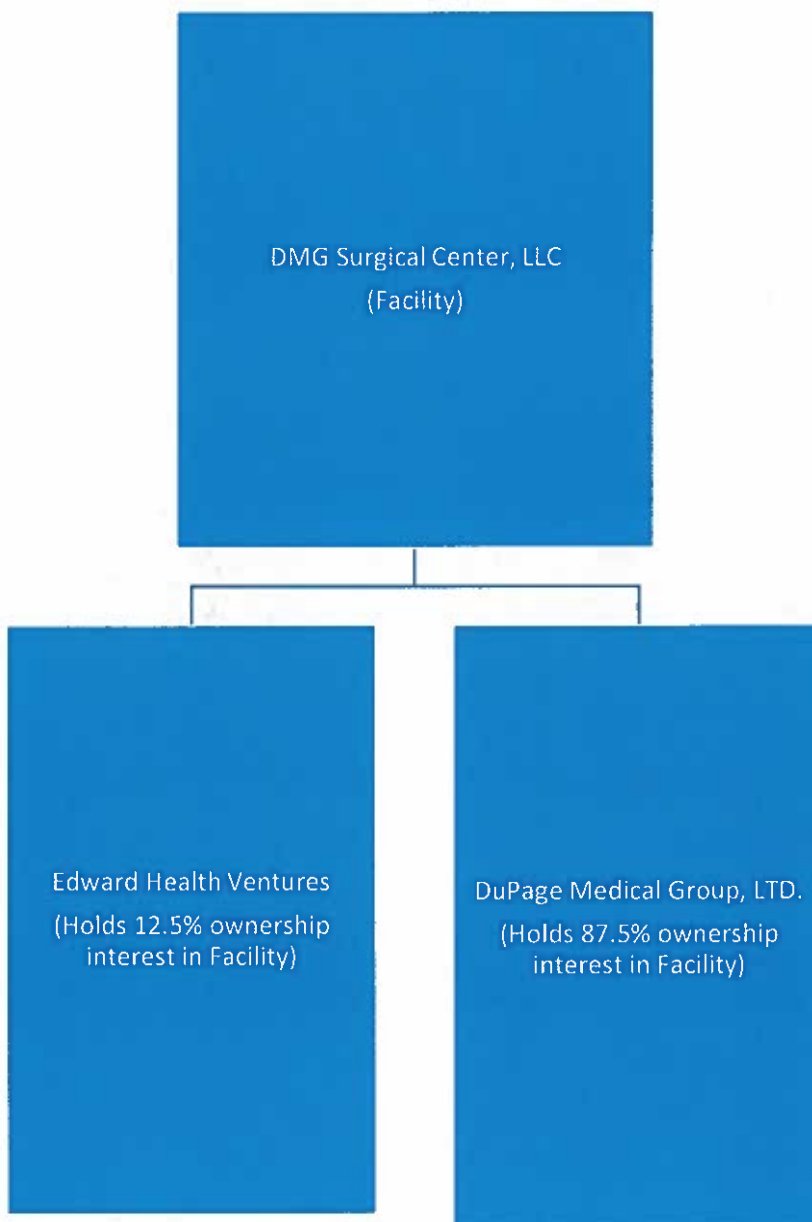


Authentication #: 2415902772 verifiable until 08/07/2025
Authenticate at: <https://www.isos.gov>

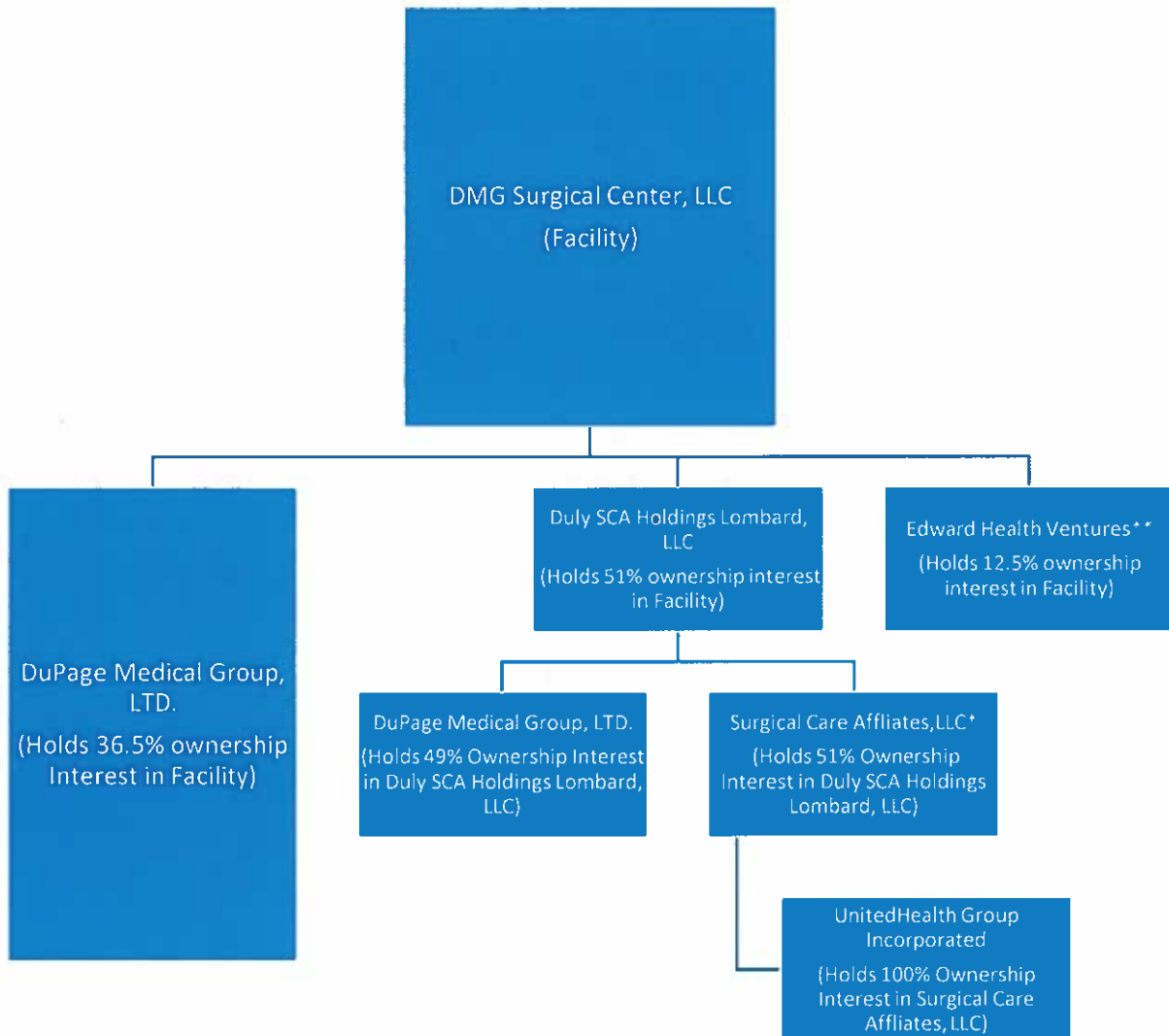
In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 7TH day of JUNE A.D. 2024 .

Alexi Giannoulis
SECRETARY OF STATE

ATTACHMENT 4
Pre-Transactional Organizational Chart



ATTACHMENT 4
Post-Transactional Organizational Chart



*Surgical Care Affiliates, LLC will also have a management agreement with Facility

**As part of a separate transaction DMG has provided notice to Edwards Health Ventures to redeem their interest in the Facility. If the redemption is completed the Applicants understand their obligation to provide the Board with notice of this transfer of a non-controlling interest within 90 days as required by 77 Ill. Admin. Code Section 1130.240(g).

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 Duly SCA Holdings Lombard, LLC will become part of the ownership group that owns DMG Surgical Center, LLC. DMG Surgical Center, LLC and Duly SCA Holdings Lombard, LLC have no ownership interest in any other healthcare facility. Surgical Care Affiliates, LLC and DuPage Medical Group, LTD. maintain 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 and Paul Merrick, Chairman, DuPage Medical Group, LTD. 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.

July 2, 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 - DMG Surgical Center, LLC

Dear Mr. Kniery,

As representative of Surgical Care Affiliates, LLC, 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 an 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
- Rush Oak Brook Surgery Center
- Prairieland Outpatient Diagnostic Center

Additionally, none of the health care facilities listed above have been cited for an adverse action in the past three (3) years.

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 W. Mark
Vice President, Secretary and General Counsel
Surgical Care Affiliates, LLC

ATTACHMENT 5
Background of the Applicant -
Letter from DuPage Medical Group, LTD.

June 28, 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 - DMG Surgical Center, LLC

Dear Mr. Kniery,

As representative of DuPage Medical Group, LTD., Duly SCA Holdings Lombard, LLC, and DMG Surgical Center, LLC, I, Paul Merrick, M.D., 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.

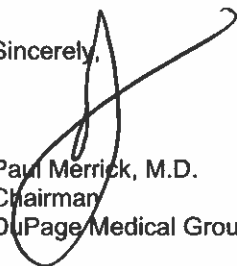
I further verify that, DuPage Medical Group, LTD. has ownership interest in excess of 5% in the following Illinois healthcare facilities:

- Chicago Prostate Cancer Surgery Center LLC d/b/a Chicago Prostate Surgery Center
- DMG Pain Management Surgery Center, LLC
- Naperville Surgical Centre, LLC

Additionally, none of the health care facilities listed above have been cited for an adverse action in the past three (3) years. Further, DMG Surgical Center, LLC and Duly SCA Holdings Lombard, LLC have no interest in any other Illinois healthcare facilities.

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,



Paul Merrick, M.D.
Chairman
DuPage Medical Group, LTD.

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

July 2, 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 - DMG Surgical Center, LLC

Dear Mr. Kniery,

As representative of UnitedHealth Group Incorporated, I, Ryan Adrian, 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.

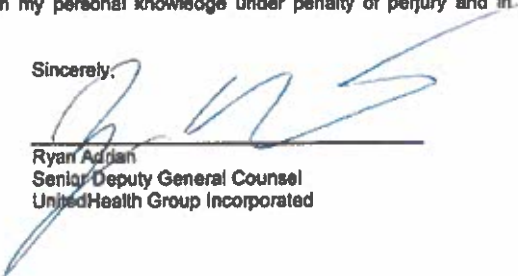
I further verify that UnitedHealth Group Incorporated through various subsidiaries including Surgical Care Affiliates, LLC has an ownership interest in excess of 5% in the following Illinois healthcare facilities:

- 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
- Rush Oak Brook Surgery Center
- Prairieland Outpatient Diagnostic Center

Additionally, none of the health care facilities listed above have been cited for an adverse action in the past three (3) years.

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,



Ryan Adrian
Senior Deputy General Counsel
UnitedHealth Group Incorporated

ATTACHMENT 5
Background of the Applicant
Facility License Information**Surgical Care Affiliates, LLC Facility List**

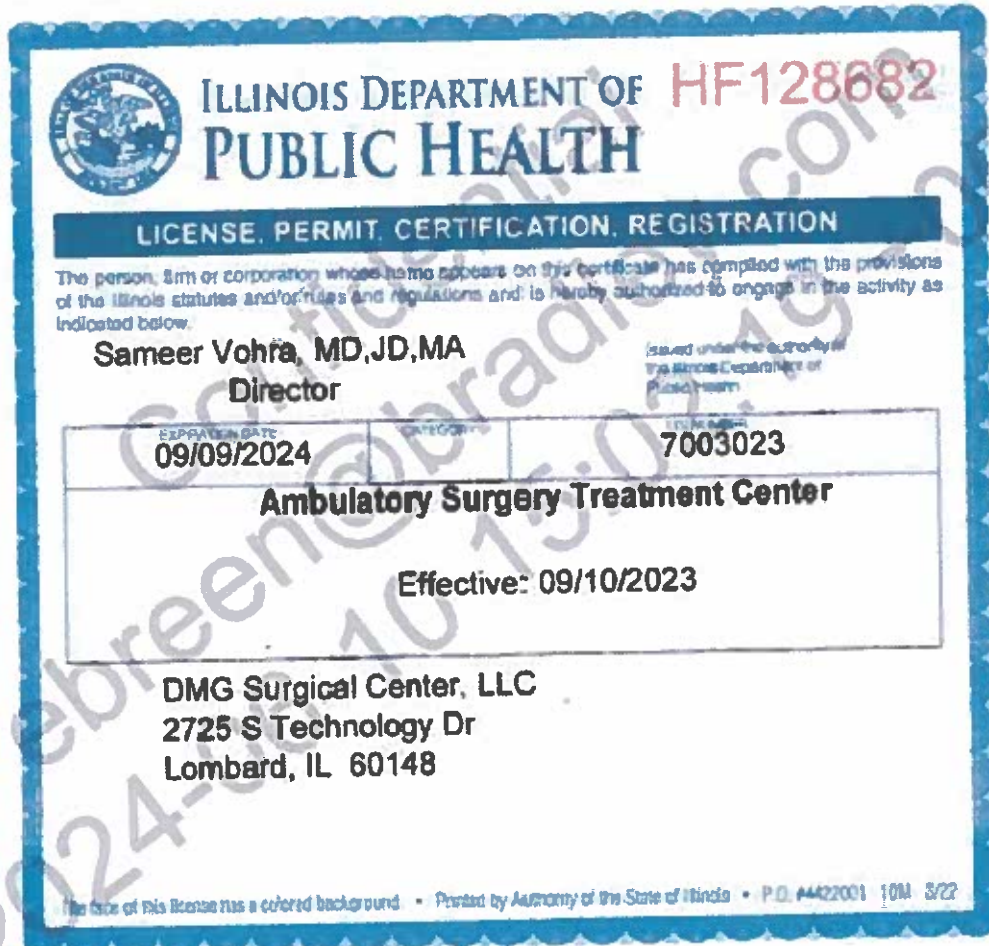
Facility Name	Facility Address	Facility License Number
Golf Surgical Center	8901 Golf Road Des Plaines, IL 60016	7002231
Center for Minimally Invasive Surgery	19110 Darwin Drive, Suite A Mokena, IL 60448	7003201
Red Oaks Surgical Suites	1050 Red Oak Lane Lindenhurst, IL 60046	7003168
Naperville Surgical Centre	1263 Rickert Drive 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 Avenue Libertyville, IL 60048	7003208
Midwest Center for Day Surgery	3811 Highland Avenue Downers Grove, IL 60515	7001076
Elgin Gastroenterology Endoscopy Center	745 Fletcher Drive, Suite 201 Elgin, IL 60123	7003015
Tinley Woods Surgery Center	18200 S. LaGrange Road Tinley Park, IL 60487	7002652
Rush Oak Brook Surgery Center	2011 York Road, Suite 3000 Oak Brook, IL 60523	7003222
Prairieland Outpatient Diagnostic Center	1302 Franklin Avenue, Suite 1000 Normal, IL 61761	7002710

DuPage Medical Group, LTD. Facility List

Facility Name	Facility Address	Facility License Number
DMG Pain Management Surgery Center, LLC	2940 Rolling Ridge Road, Suite 200 Naperville, IL 60567	7003162
Chicago Prostate Cancer Surgery Center LLC d/b/a Chicago Prostate Surgery Center	815 Pasquinelli Drive Westmont, IL 60559	7003098
Naperville Surgical Centre, LLC	1263 Rickert Drive Naperville, IL 60540	7003205

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 09/2019 Edition

ATTACHMENT 5
Background of the Applicant
Facility License Information



ILLINOIS DEPARTMENT OF PUBLIC HEALTH **HF128682**

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Sameer Vohra, MD,JD,MA
Director

Issued under the authority of the Illinois Department of Public Health

EXPIRATION DATE 09/09/2024	CATEGORY 7003023
Ambulatory Surgery Treatment Center	
Effective: 09/10/2023	

DMG Surgical Center, LLC
2725 S Technology Dr
Lombard, IL 60148

The face of this license has a colored background • Printed by Authority of the State of Illinois • P.O. #442001 10M 3/22

ATTACHMENT 6
Change of Ownership

Section 1130.520(b)(1)(A)- 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:

- DMG Surgical Center, LLC
- Duly SCA Holdings Lombard, LLC
- Surgical Care Affiliates, LLC
- UnitedHealth Care Group Incorporated
- DuPage Medical Group, LTD.

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.

DMG Surgical Center, LLC

DMG Surgical Center, LLC is an Illinois Limited Liability Company and the current licensee. The current ownership is held by DuPage Medical Group, LTD ("DMG") (87.5% ownership interest) and Edward Health Ventures (12.5% ownership interest). Post transaction, DMG Surgical Center, LLC will continue to hold the license in the facility.

Duly SCA Holdings Lombard, LLC

This entity is a joint venture between Surgical Care Affiliates, LLC ("SCA") and DMG. Following the transaction this entity will hold a controlling interest in the facility with 51% of the ownership interests in the licensee.

Surgical Care Affiliates, LLC and UnitedHealth Group Incorporated

UnitedHealth Group Incorporated maintains a 100% ownership interest in SCA. 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. SCA will be a joint venture partner in Duly SCA Holdings Lombard, LLC and will hold 51% ownership in that entity.

DuPage Medical Group, LTD.

DMG is the largest independent, multispecialty physician directed medical group in the Midwest with more than 900 primary care and specialty care physicians and more than 6,000 team members, in over 150 locations. DMG will be a joint venture partner in Duly SCA Holdings Lombard, LLC and will hold 49% ownership in that entity and after this transaction will also maintain a direct 36.5% interest in the licensee.

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.

The current ownership interest in the licensee, DMG Surgical Center, LLC includes the following owners currently:

- DuPage Medical Group, LTD. ("DMG") maintains an 87.5% ownership interest in the licensee
- Edwards Health Ventures maintains a 12.5% ownership interest in the licensee

The proposed transaction involves DMG and Surgical Care Affiliates, LLC entering into a joint venture agreement to create Duly SCA Holdings Lombard, LLC which will acquire 51% of the ownership interests held by DMG.

After this transaction, DMG will continue to maintain a direct ownership interest (36. 5% direct ownership interest in the licensee as well as a 49% interest in the joint venture entity which will maintain a total of a 51% direct interest in the licensee.

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 DMG Surgical Center, LLC. 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."

The current ownership interest in the licensee, DMG Surgical Center, LLC includes the following owners currently:

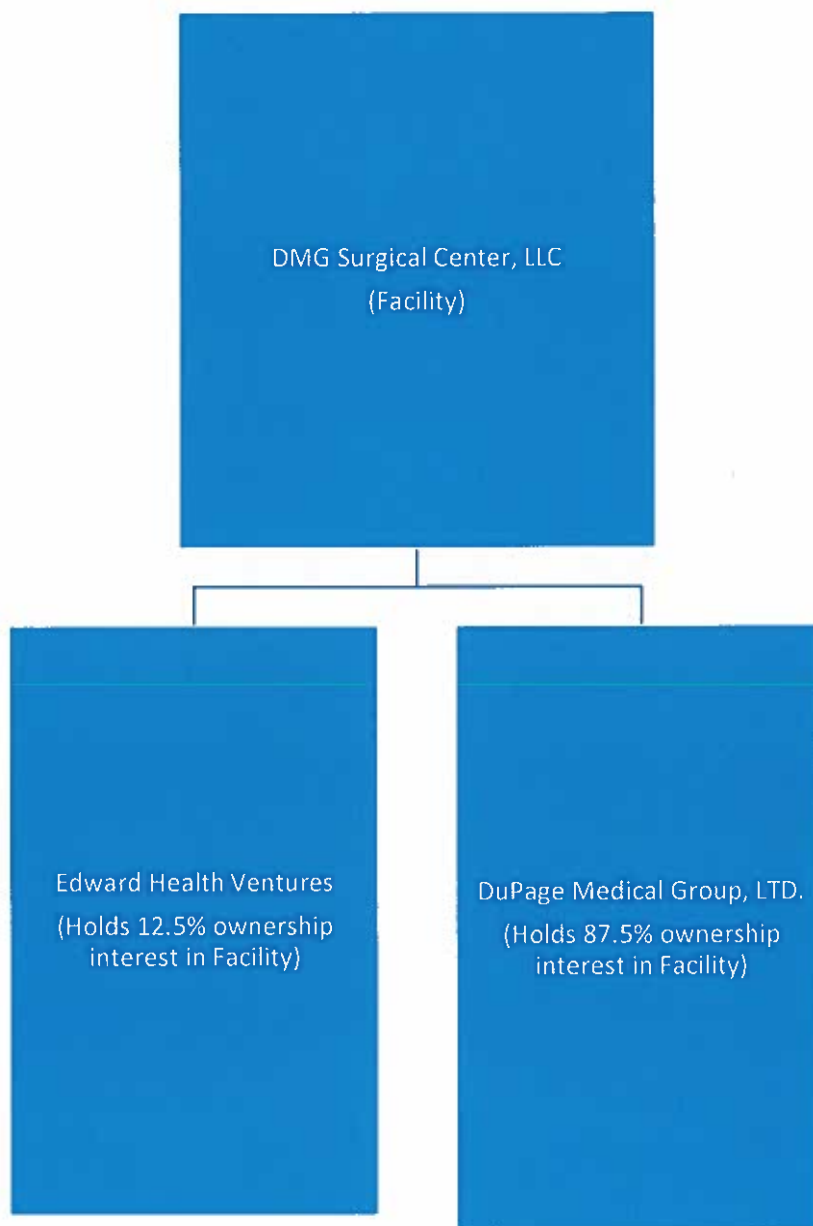
- DuPage Medical Group, LTD. ("DMG") maintains an 87.5% ownership interest in the licensee
- Edwards Health Ventures maintains a 12.5% ownership interest in the licensee

The proposed transaction involves DMG and Surgical Care Affiliates, LLC entering into a joint venture agreement to create Duly SCA Holdings Lombard, LLC which will acquire 51% of the ownership interests held by DMG.

DMG will continue to maintain a direct ownership interest (36.5% direct ownership interest in the licensee) as well as a 49% interest in the joint venture entity which will maintain a total of a 51% direct interest in the licensee.

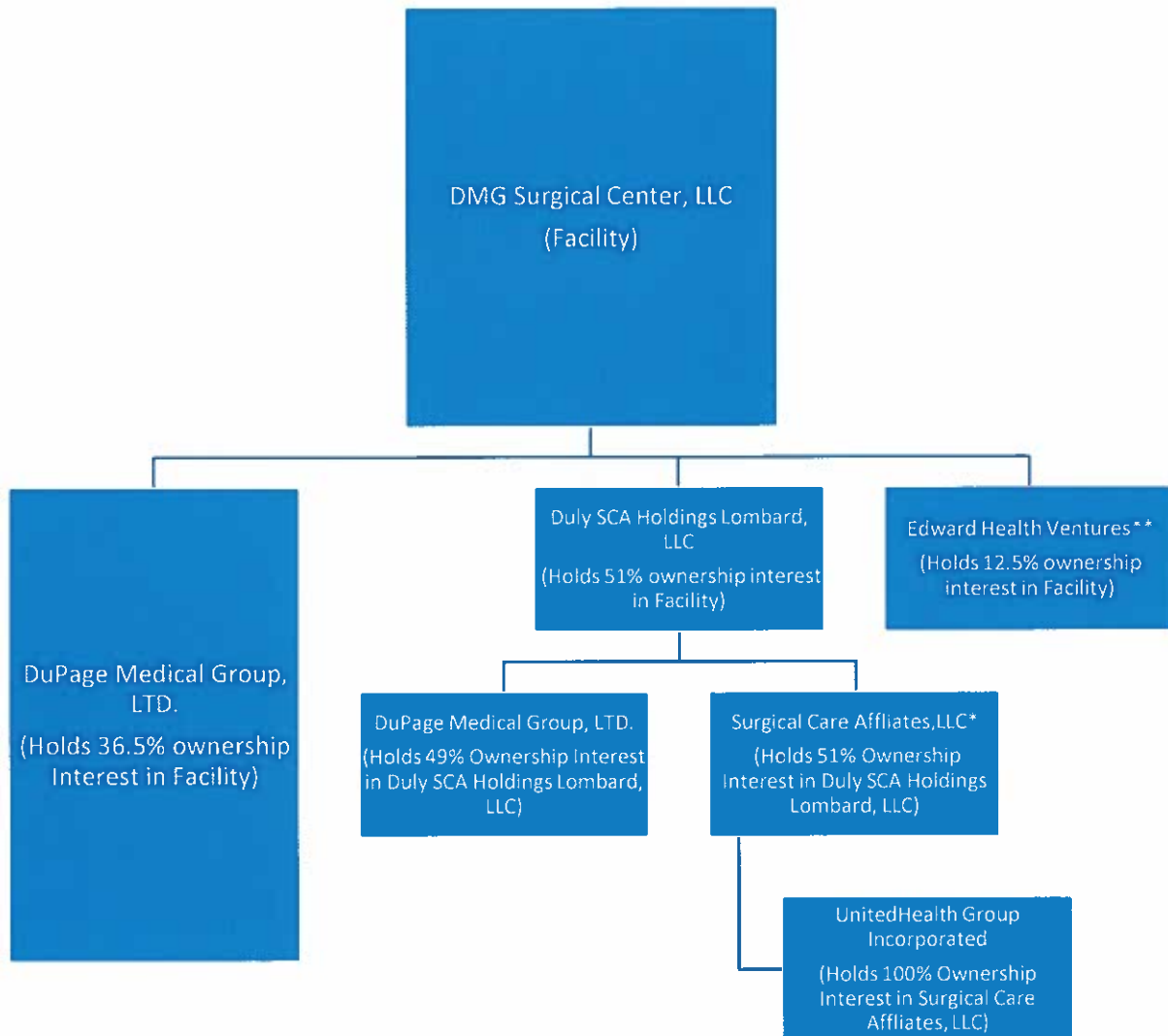
ATTACHMENT 6
Change of Ownership

Pre-Transactional Organizational Chart



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Post-Transactional Organizational Chart



*Surgical Care Affiliates, LLC will also have a management agreement with Facility

**As part of a separate transaction DMG has provided notice to Edwards Health Ventures to redeem their interest in the Facility. If the redemption is completed the Applicants understand their obligation to provide the Board with notice of this transfer of a non-controlling interest within 90 days as required by 77 Ill. Admin. Code Section 1130.240(g).

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 \$30,700,000 (such amount may be reduced by the amount of outstanding obligations of seller) 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 \$30,700,000 (such amount may be reduced by the amount of outstanding obligations of seller) 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)(3)- 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)(4)- Anticipated Benefits to the Community

"A statement as to the anticipated benefits of the proposed change in ownership to the community."

The purpose of this project is to ensure the residents of the community and the patients historically served by DMG Surgical Center, LLC will continue to have access to the procedures in their community.

DMG Surgical Center, LLC has always made an effort to provide care for patients within their community, and with this new partnership with Surgical Care Affiliates, LLC it will introduce a world class operator to the facility which will increase efficiency and patient experience. They have and will continue to provide services to the patient populations and communities they are already serving.

ATTACHMENT 6

Change of Ownership

Section 1130.520(b)(5)- 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 nationwide 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 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)(6)- Quality Improvement Program

"A description of the facility's quality improvement program mechanism that will be utilized to assure quality control"

DMG Surgical Center, LLC'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"

Following the closing of the transaction the facility will be board managed. The facility will be governed by a manager member, Duly SCA Holdings Lombard, LLC. The managing member will have a board made up of the representatives from its members, DuPage Medical Group, LTD. and Surgical Care Affiliates, LLC.

From a patient, provider, and community 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)(9)- 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	\$0	\$38,443,227	\$38,236,900
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.

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

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	21-26
2	Site Ownership	27-28
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	29-30
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	31-32
5	Background of the Applicant	33-38
6	Change of Ownership	39-55
7	Charity Care Information	56