

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

E-015-25
RECEIVED

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

SEP 4 2025

This Section must be completed for all projects.

HEALTH FACILITIES & SERVICES REVIEW BOARD

Facility/Project Identification

Facility Name:	Elgin Gastroenterology Endoscopy Center, L.L.C. (Real Estate Only)		
Street Address:	745 Fletcher Drive		
City and Zip Code:	Elgin, IL 60123		
County:	Kane	Health Service Area:	008
		Health Planning Area:	089

Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Suzanne M. Ness

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

Exact Legal Name:	Welltower OM Group LLC
Street Address:	4500 Dorr Street
City and Zip Code:	Toledo, Ohio 43615
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 Chief Executive Officer:	Daniel Turley, Senior Vice President
CEO Street Address:	8115 Preston Road, Suite 400
CEO City and Zip Code:	Dallas, TX 75225
CEO Telephone Number:	212-729-9327

Type of Ownership of Applicants

- | | |
|---|--|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship |
| | <input type="checkbox"/> 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:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

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County:	Kane	Health Service Area:	008 Health Planning Area: 089

Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Suzanne M. Ness

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

Exact Legal Name:	Welltower Inc.
Street Address:	4500 Dorr Street
City and Zip Code:	Toledo, Ohio 43615
Name of Registered Agent:	Corporation Service Company
Registered Agent Street Address:	251 Little Falls Drive
Registered Agent City and Zip Code:	Wilmington, DE 19808
Name of Chief Executive Officer:	Shankh Mitra, CEO
CEO Street Address:	4500 Dorr Street
CEO City and Zip Code:	Toledo, OH 43615
CEO Telephone Number:	

Type of Ownership of Applicants

- | | |
|--|---|
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Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Suzanne M. Ness

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

Exact Legal Name:	Elgin 745 MP WRK7, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	The Corporation Trust Company
Registered Agent Street Address:	1209 Orange Street
Registered Agent City and Zip Code:	Wilmington, DE 19801
Name of Chief Executive Officer:	Albert Rabil, III
CEO Street Address:	One Town Center Road, Suite 300
CEO City and Zip Code:	Boca Raton, FL 33486
CEO Telephone Number:	561/300-6200

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
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Legislators

State Senator Name:	Donald P. DeWitte
State Representative Name:	Suzanne M. Ness

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

Exact Legal Name:	KAREP VII Reit, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	Cogency Global Inc.
Registered Agent Street Address:	850 New Burton Road, Suite 201
Registered Agent City and Zip Code:	Dover, DE 19904
Name of Chief Executive Officer:	Albert Rabil, III
CEO Street Address:	Boca Raton, FL 33486
CEO City and Zip Code:	One Town Center Road, Suite 300
CEO Telephone Number:	561/300-6200

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
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Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

Additional Contact [Person who is also authorized to discuss the Application]

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

Post Exemption Contact

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

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

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Elgin 745 MP WRK7, LLC
Address of Site Owner:	One Town Center Road, Suite 300, Boca Raton, FL 33486
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:	Elgin Gastroenterology Endoscopy Center, L.L.C.		
Address:	745 Fletcher Drive, Elgin, Illinois 60123		
<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership		
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental		
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other	

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Elgin Gastroenterology Endoscopy Center, L.L.C.

Address: 745 Fletcher Drive, Elgin, Illinois 60123

- | | | |
|---|--|--------------------------------|
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| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
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- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

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

Organizational Relationships

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

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

Narrative Description

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

Elgin Gastroenterology Endoscopy Center, LLC (the "License Holder") is located within a current medical office complex located within the street address of 745 Fletcher Drive, Elgin, Illinois (the "Property"). The current owner of that Property is Welltower OM Group LLC, a Delaware limited liability company ("Existing Owner") ultimately controlled by Welltower Inc., a Delaware corporation ("Welltower") (together with the Existing Owner, the "Owner"). The Property is improved with a building of an approximately square footage of 53,248 (the "Building"). The License Holder is a tenant in the Building and leases approximately 6,170 square feet of the Building (the "Leased Space"). The License Holder and the Owner are unrelated, unaffiliated entities.

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

The Owner and other entities affiliated with the Owner have entered into a Master Transaction Agreement dated as of August 14, 2025 to sell the Property to, inter alia, KAREP VII Acquisitions, LLC ("Acquisitions"), which acquisitions will assign the right to acquire the Property to Elgin 745 MP WRK7, LLC (the "New Owner"). The New Owner is indirectly controlled by KAREP VII Reit, LLC, a Delaware limited liability company ("KAREP"). KAREP is focused on investing in health care real estate. The purchase price for the Property is \$9,350,000 and the Property will be conveyed to the New Owner through either (i) a Special Warranty Deed which will be recorded with the Kane County Recorder's Office or (ii) the acquisition, directly or indirectly by KAREP of 100% of the interest in the fee owner of the Property. The transaction is part of the same transaction that includes property real estate for the Hauser Ross Ambulatory Surgery Center located at 2515 Klein Road in the City of Sycamore, Illinois and various other properties.

As the Leased Space represents approximately 11.6% percent of the total square feet of the Building, the estimated value of the Property attributable to the Leased Space is approximately \$1,084,600. The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Leased Space.

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	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Land plus Building
Purchase Price:	\$1,084,600 (allocated)		
Fair Market Value:	\$1,084,600 (allocated)		
Note: Land plus building.			

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes ___ No ___ If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Not Applicable – Real Estate Only

Anticipated exemption completion date (refer to Part 1130.570): **October 9, 2025**

State Agency Submittals Not Applicable – Real Estate Only

Are the following submittals up to date as applicable:

- ☐ Cancer Registry
- ☐ APORS
- ☐ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
- ☐ All reports regarding outstanding permits

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

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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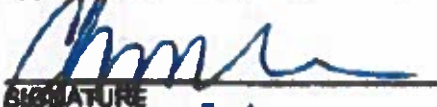
CERTIFICATION

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 Welltower OM Group 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

Cheryl O'Connor
PRINTED NAME

Authorized Signatory
PRINTED TITLE


SIGNATURE

Andrew Cohen
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 26th day of August, 2025


Signature of Notary

Seal
Michelle Elizabeth Robertson
Notary Public, State of Illinois
Commission No. 001496

*Insert Seal of the Commission of the applicant

Notarization:

Subscribed and sworn to before me
this 26th day of August 2025


Signature of Notary

Seal

SHARON MILDRED MAKOWSKY
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 02MA6380010
Qualified in NEW County
Commission Expires 08/27/2026

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


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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 Welltower Inc.

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
Cheryl O'Connor
PRINTED NAME
Authorized Signatory
PRINTED TITLE


SIGNATURE
Andrew Conen
PRINTED NAME
Authorized Signatory
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 20th day of August 2025


Signature of Notary

Seal
OFFICE: ILL
MICHELLE ELIZABETH ROBERTSON
Notary Public, State of Illinois
Commission No. 001496

*Insert the Seal of the State of Illinois Applicant

Notarization:
Subscribed and sworn to before me
this 20th day of August 2025


Signature of Notary

Seal

SHARON MILDRED MAKOWSKY
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 02MA6380010
Qualified in NEW County
Commission Expires 08/27/2026

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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 Elgin 745 MP WRK7, 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

Greg Graw
PRINTED NAME

Authorized Signatory
PRINTED TITLE



SIGNATURE

Krysta Bavlisk
PRINTED NAME

Authorized Signatory
PRINTED TITLE


Notarization:

Subscribed and sworn to before me
this 27 day of August, 2025


Signature of Notary
OFFICIAL SEAL
CHEMELCOLM HARRISON COOPER
Notary Public, State of Illinois
Commission No. 822395
My Commission Expires
December 18, 2028
*Insert the entity legal name of the applicant

Notarization:

Subscribed and sworn to before me
this 27 day of August, 2025


Signature of Notary
OFFICIAL SEAL
CHEMELCOLM HARRISON COOPER
Notary Public, State of Illinois
Commission No. 822395
My Commission Expires
December 18, 2028

CERTIFICATION

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This Application is filed on the behalf of Karep VII Reit, 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.

Ra
SIGNATURE

RUSSELL M. RUTER
PRINTED NAME

Authorized Signatory
PRINTED TITLE

John A. Wain
SIGNATURE

John A. Wain
PRINTED NAME

Vice President and Treasurer
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 3 day of September, 2025

Notarization:
Subscribed and sworn to before me
this 3 day of September, 2025

B Krupnick
Signature of Notary

Seal



BRIA KRUPNICK
Notary Public - State of Florida
Commission # HH 294878
My Comm. Expires Jul 28, 2026

*Insert the EXACT legal name of the applicant

B Krupnick
Signature of Notary

Seal



BRIA KRUPNICK
Notary Public - State of Florida
Commission # HH 294878
My Comm. Expires Jul 28, 2026
Bonded through National Notary Assn.

SECTION II. BACKGROUND

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.
3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.
4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

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

SECTION III. CHANGE OF OWNERSHIP (CHOW)

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

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

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

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

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X
APPEND DOCUMENTATION AS <u>ATTACHMENT 6</u>, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

SECTION IV. CHARITY CARE INFORMATION

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

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

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

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

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

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

INDEX OF ATTACHMENTS		
Attachment No.		Pages
1	Applicant Identification including Certificate of Good Standing	19
2	Site Ownership	31
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	32
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	33
5	Background of the Applicant	34
6	Change of Ownership	37
7	Charity Care Information	41

Section I, Identification, General Information and Certification

Attachment 1, Type of Ownership of Applicants

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

- a. Elgin Gastroenterology Endoscopy Center, L.L.C. (the "License Holder"): is an Illinois limited liability company and the licensed operator of Elgin Gastroenterology Endoscopy Center. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. Welltower OM Group LLC: is a Delaware limited liability company and is the current owner of the Property. An Illinois Certificate of Good Standing is attached.
- c. Welltower Inc. ("Welltower"): Welltower is a Delaware corporation. An Illinois Certificate of Good Standing is included.
- d. Elgin 745 MP WRK7, LLC: is a Delaware limited liability company and will be the entity that will hold title to the real property. An Illinois Certificate of Good Standing is attached.
- e. KAREP VII Reit, LLC ("KAREP"): KAREP is a Delaware limited liability company. Because KAREP performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware Certificate of Good Standing is included.

CERTIFICATES OF GOOD STANDING FOLLOW

ATTACHMENT 1

File Number

0220098-8



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

WELLTOWER OM GROUP LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MAY 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 26TH day of AUGUST A.D. 2025 .

Authentication #: 2523800350 verifiable until 08/26/2026
Authenticate at: <https://www.isos.gov>

Alexi Giannoulis
SECRETARY OF STATE

ATTACHMENT 1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EPC HAMMES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"EPC IRA LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"EPC IRA HOLDCO LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WELLTOWER OM GROUP LLC" UNDER THE NAME OF "WELLTOWER OM GROUP LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2022, AT 11:14 O'CLOCK A.M.



4218251 8100M
SR# 20220564287

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

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

Authentication: 202690401
Date: 02-17-22

ATTACHMENT 1

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:14 AM 02/17/2022
FILED 11:14 AM 02/17/2022
SR 20220564207 - File Number 4218251

STATE OF DELAWARE CERTIFICATE OF MERGER

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving company is Welltower OM Group LLC, a Delaware limited liability company (the "Surviving Company"), and the name and jurisdiction of formation of each company being merged with and into the Surviving Company are listed on Schedule A (the "Disappearing Companies," and together with the Surviving Company, the "Constituent Companies").

SECOND: The Agreement and Plan of Merger (the "Agreement"), dated as of February 17, 2022, by and among the Constituent Companies, providing for the merger of the Disappearing Companies with and into the Surviving Company (the "Merger"), has been approved and executed by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the DLLCA.

THIRD: The name of the surviving company in the Merger is Welltower OM Group LLC, a Delaware limited liability company.

FOURTH: The Merger is to become effective on upon the filing of this Certificate of Merger.

FIFTH: The executed Agreement is on file at the office of the Surviving Company. The address of said office is 4500 Dorr Street, Toledo, Ohio 43615.

SIXTH: A copy of the Agreement will be furnished by the Surviving Company upon request and without cost to any member of the Constituent Companies, as applicable, or any person holding an interest in any of the Constituent Companies.

[Signature page follows.]

ATTACHMENT 1

IN WITNESS WHEREOF, the undersigned limited liability company has caused this Certificate of Merger to be duly executed by an authorized person.

Dated: February 17, 2022

WELLTOWER OM GROUP LLC

By: 
40C658E3A0314EA
Mary Ellen Pisanelli, Authorized Signatory

ATTACHMENT 1

Schedule A
Merging Companies

Entity Merging With and Into Welltower OM Group LLC		
Entity Name	Entity Type	Domestic Jurisdiction
EPC IRA LLC	LLC	Delaware
EPC IRA Holdco LLC	LLC	Delaware
EPC Hammes LLC	LLC	Delaware

File Number

7354-333-9



To all to whom these Presents Shall Come, Greeting:

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

WELLTOWER INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON FEBRUARY 18, 2022, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 2523800344 verifiable until 08/26/2026
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 AUGUST A.D. 2025 .

Alexi Giannoulas
SECRETARY OF STATE

ATTACHMENT 1

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAREP VII REIT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2025.

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



3326765 8300

SR# 20253783374

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

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204572585

Date: 08-26-25

ATTACHMENT 1

CC#1905927LD 061051
SPECIAL WARRANTY DEED

THIS INSTRUMENT PREPARED BY:

Much Shelist, P.C.
2 Park Plaza, Suite 1075
Irvine, California 92614
Attention: Nader Ghosheh

AFTER RECORDING RETURN TO:

Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166
Attention: Steven D. Klein

2020K006515

SANDY WEGMAN
RECORDER - KANE COUNTY, IL
RECORDED: 2/5/2020 8:50 AM
REC FEE: 75.00 RHSPS: 9.00
STATE TAX: 12,413.00
COUNTY TAX: 6,206.50
PAGES: 3

[Above Space for Recorder's Use Only]

THE GRANTOR, **ELP PARTNERS II, LLC**, a Delaware limited liability company ("Grantor"), for and in consideration of TEN AND NO/100 DOLLARS (\$10.00), and other good and valuable consideration in hand paid, the receipt and sufficiency of which is hereby acknowledged, hereby GRANTS, BARGAINS, SELLS AND CONVEYS unto **EPC IRA LLC**, a Delaware limited liability company ("Grantee"), FOREVER, all of Grantor's right, title and interest in and to the following described real estate situated in the County of Kane, in the State of Illinois, to-wit:

SEE EXHIBIT A ATTACHED HERETO FOR LEGAL DESCRIPTION

Common Address: 745 Fletcher Drive, Elgin, Illinois 60123

PIN: 06-09-151-046, 06-09-151-047, 06-09-151-048, 06-09-151-049,
06-09-151-050, 06-09-151-051, 06-09-151-052, 06-09-151-055,
06-09-151-056 and 06-09-151-057

TO HAVE AND TO HOLD said real estate with all privileges, tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, forever, subject to easements, covenants, conditions, restrictions and reservations of record, building, zoning and other applicable laws, real estate taxes and assessments not yet due and payable, acts of grantee and those claiming by, through or under grantee, and rights of tenants under existing leases. Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to grantee, its successors and assigns, forever, against the lawful claims of all persons claiming by, through or under Grantor, but none other.

And Grantor hereby expressly waives and releases any and all right or benefit under and by virtue of any and all statutes of the State of Illinois, providing for the exemption of homesteads from sale on execution or otherwise.

[SIGNATURE ON FOLLOWING PAGE]

ATTACHMENT 1

IN WITNESS WHEREOF, Grantor has executed and delivered this Special Warranty Deed as of the 31st day of January, 2020.

ELP PARTNERS II, LLC,
a Delaware limited liability company

By: [Signature]
Name: Jay Gangwal
Its: Authorized Signatory

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

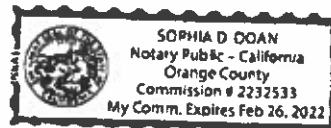
State of California)
) SS.
County of Orange)

On January 23, 2020 before me, Sophia D. Doan, a Notary Public, personally appeared Jay Gangwal, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.

Signature [Signature] (Seal)



(This area for official notarial seal)

Grantee's Address and
Send Subsequent Tax Bills to:

EPC IRA L.L.C.
c/o Welltower Inc.
4500 Dorr Street
Toledo, Ohio 43615

ATTACHMENT 1

EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

LOT 454 IN VALLEY CREEK UNIT 11, AND THE NORTHERLY 145.54 FEET, AS MEASURED ALONG THE EASTERLY AND WESTERLY LINES THEREOF, OF LOT 405 OF VALLEY CREEK, UNIT 9, ALL IN THE CITY OF ELGIN, KANE COUNTY, ILLINOIS,

PARCEL 2:

RECIPROCAL EASEMENT RECORDED AUGUST 19, 2003 AS DOCUMENT 2003K147108 FOR THE BENEFIT OF PARCEL ONE OVER AREA DESCRIBED AS FOLLOWS:

LOT 405, EXCEPT THE NORTHERLY 145.54 FEET, AS MEASURED ALONG THE EASTERLY AND WESTERLY LINES THEREOF, OF VALLEY CREEK UNIT NO. 9, BEING A SUBDIVISION OF PART OF SECTIONS 9 AND 10, TOWNSHIP 41 NORTH, RANGE 8 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 7, 1987 AS DOCUMENT NO. 1859651, SITUATED IN THE CITY OF ELGIN, KANE COUNTY, ILLINOIS.

Common Address: 745 Fletcher Drive, Elgin, Illinois 60123

PIN: 06-09-151-046, 06-09-151-047, 06-09-151-048, 06-09-151-049,
06-09-151-050, 06-09-151-051, 06-09-151-52, 06-09-151-055,
06-09-151-056 and 06-09-151-057



ATTACHMENT 1

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

Elgin Gastroenterology Endoscopy Center, L.L.C. is a tenant in the office building at 745 Fletcher Drive in Elgin, Illinois. There will be no change in the surgery center operations as a result of this transaction. The transaction is for the sale of the realty only. The site is currently owned by Welltower OM Group LLC. In this transaction the new owner will be Elgin 745 MP WRK7, LLC. The property will be managed by Remedy Medical Properties, Inc.

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Elgin Gastroenterology Endoscopy Center, L.L.C. will continue to be the licensed entity operating the facility.

Elgin Gastroenterology Endoscopy Center, L.L.C. is an Illinois limited liability company.

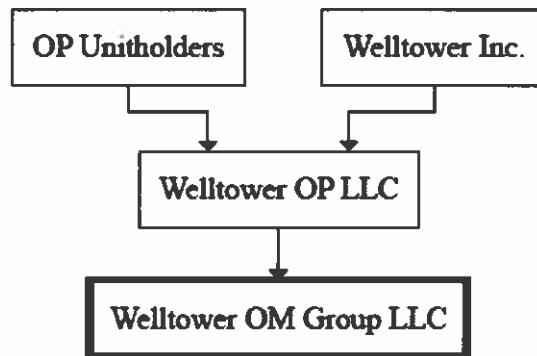
An organizational chart showing the current ownership structure of the realty companies is included in Attachment 4. There will be no change in the licensee's structure as a result of this transaction.

Section I, Identification, General Information and Certification

Attachment 4, Organizational Relationships

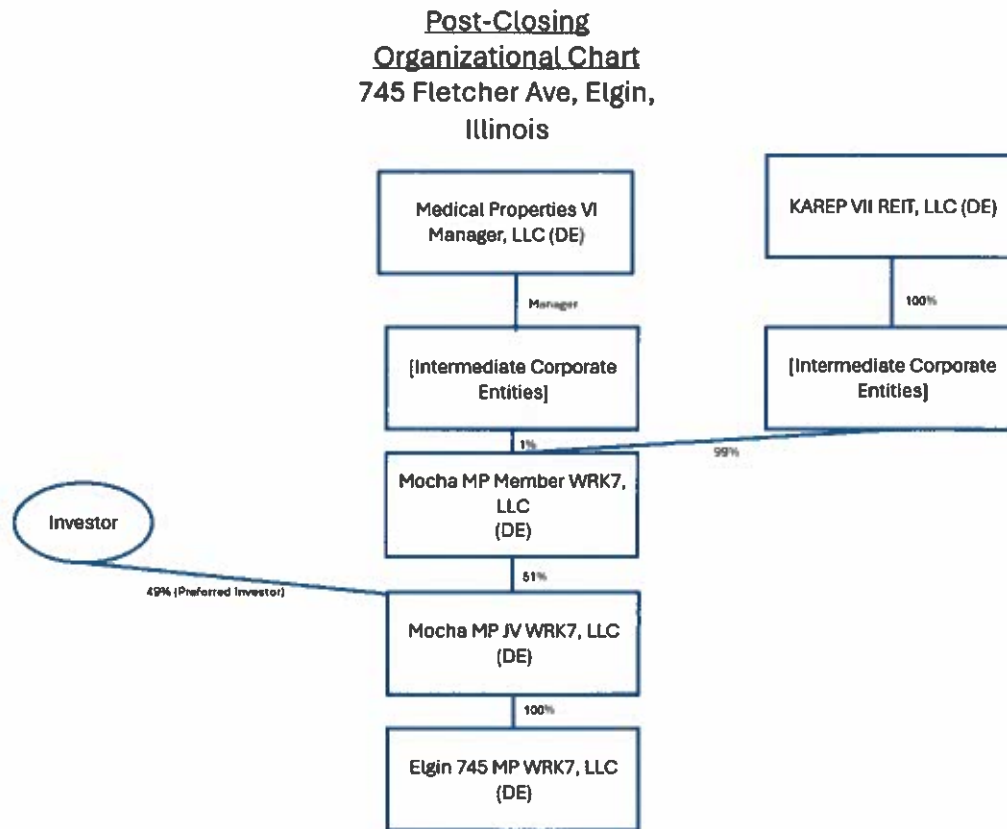
Post Closing Organization Chart

2745 Fletcher Drive
(Elgin Gastroenterology Endoscopy Center, L.L.C.)
Realty Only



Pre Closing Organizational Chart

2745 Fletcher Drive
(Elgin Gastroenterology Endoscopy Center, L.L.C.)



ATTACHMENT 5

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

Attachment 5, Background

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

The Applicants operate no health facilities.

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

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

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

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

Section IV, Change of Ownership

Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility

1. 1130.520(b)(1)(A), Names of Parties:

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

- a. Elgin Gastroenterology Endoscopy Center, L.L.C. (the "License Holder"): is an Illinois limited liability company and the licensed operator of Elgin Gastroenterology Endoscopy Center. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. Welltower OM Group LLC: is a Delaware limited liability company and is the current owner of the Property. An Illinois Certificate of Good Standing is attached.
- c. Welltower Inc. ("Welltower"): Welltower is a Delaware corporation. An Illinois Certificate of Good Standing is included.
- d. Elgin 745 MP WRK7, LLC: is a Delaware limited liability company and will be the entity that will hold title to the real property. An Illinois Certificate of Good Standing is attached.
- e. KAREP VII Reit, LLC ("KAREP"): KAREP is a Delaware limited liability company. Because KAREP performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware Certificate of Good Standing is included.

2. 1130.520(b)(1)(B), Background of Parties: Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have the qualifications, background and character to adequately provide a proper standard of health service for the community.

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

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

Elgin Gastroenterology Endoscopy Center, LLC (the "License Holder") is located within a current medical office complex located within the street address of 745 Fletcher Drive, Elgin, Illinois (the "Property"). The current owner of that Property is Welltower OM Group LLC, a Delaware limited liability company ("Existing Owner") ultimately controlled by Welltower Inc., a Delaware corporation ("Welltower") (together with the Existing Owner, the "Owner"). The Property is improved with a building of an approximately square footage of 53,248 (the "Building"). The License Holder is a tenant in the Building and leases approximately 6,170 square feet of the Building (the "Leased Space"). The License Holder and the Owner are unrelated, unaffiliated entities.

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

The Owner and other entities affiliated with the Owner have entered into a Master Transaction Agreement dated as of August 14, 2025 to sell the Property to, inter alia, KAREP VII Acquisitions, LLC ("Acquisitions"), which acquisitions will assign the right to acquire the Property to Elgin 745 MP WRK7, LLC (the "New Owner"). The New Owner is indirectly controlled by KAREP VII Reit, LLC, a Delaware limited liability company ("KAREP"). KAREP is focused on investing in health care real estate. The purchase price for the Property is \$9,350,000 and the Property will be conveyed to the New Owner through either (i) a Special Warranty Deed which will be recorded with the Kane County Recorder's Office or (ii) the acquisition, directly or indirectly by KAREP of 100% of the interest in the fee owner of the Property. The transaction is part of the same transaction that includes property real estate for the Hauser Ross Ambulatory Surgery Center located at 2515 Klein Road in the City of Sycamore, Illinois and various other properties.

As the Leased Space represents approximately 11.6% percent of the total square feet of the Building, the estimated value of the Property attributable to the Leased Space is approximately \$1,084,600. The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Leased Space.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Elgin Gastroenterology Endoscopy Center, L.L.C. will continue to be the licensed entity after the Proposed

Transaction. There is no change in the licensed entity as a consequence of the Proposed Transaction.

5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction:** An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.
6. **1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:** The purchase price for the entire medical complex is \$9,350,000. The space leased by Elgin Gastroenterology Endoscopy Center, L.L.C. is approximately 11.6% of the total Building, meaning the purchase price attributes to the licensed surgery center space would be approximately \$1,084,600. The transaction is among unrelated parties and the purchase price would be the fair market value.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** The purchase price for the entire medical complex is \$9,350,000. The space leased by Elgin Gastroenterology Endoscopy Center, L.L.C. is approximately 11.6% of the total Building, meaning the purchase price attributes to the licensed surgery center space would be approximately \$1,084,600.
8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm the following:
 - a. No adverse action has been taken against any of the Applicants by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by any of the Applicants, directly or indirectly, within the past three years.
 - b. Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520.
 - c. The Applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.
9. **1130.520(b)(2), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

ATTACHMENT 6

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

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

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

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

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

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

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

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

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

14. **1130.520(b)(2), Statement that the applicants have prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility.**

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

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

To the best of the Applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

Attachment 7, Charity Care Information

CHARITY CARE			
	2022	2023	2024
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

*This transaction is for realty only and Elgin Gastroenterology Endoscopy Center, L.L.C. is not an applicant.