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HEALTH FACILITIES & SERVICES REVIEW BOARD

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:	Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center (Real Estate Only)
Street Address:	2 Good Samaritan Way, Suite 200
City and Zip Code:	Mt. Vernon, IL 62864
County: Jefferson	Health Service Area: 005 Health Planning Area: 081

Legislators

State Senator Name:	Terri Bryant
State Representative Name:	Dave Severin

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

Exact Legal Name:	Mount Vernon Physicians, 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

- ☐ Non-profit Corporation
- ☐ For-profit Corporation
- ☒ Limited Liability Company
- ☐ Partnership
- ☐ Governmental
- ☐ 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:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

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City and Zip Code:	Mt. Vernon, IL 62864
County: Jefferson	Health Service Area: 005 Health Planning Area: 081

Legislators

State Senator Name:	Terri Bryant
State Representative Name:	Dave Severin

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

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Street Address:	2 Good Samaritan Way, Suite 200
City and Zip Code:	Mt. Vernon, IL 62864
County:	Jefferson Health Service Area: 005 Health Planning Area: 081

Legislators

State Senator Name:	Terri Bryant
State Representative Name:	Dave Severin

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

Exact Legal Name:	Mount Vernon 2 MP WRK7, LLC
Street Address:	One Town Center Road, Suite 300
City and Zip Code:	Boca Raton, FL 33486
Name of Registered Agent:	National Registered Agents, Inc.
Registered Agent Street Address:	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

- ☐ Non-profit Corporation
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- ☐ Partnership
- ☐ Governmental
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County: Jefferson	Health Service Area: 005 Health Planning Area: 081

Legislators

State Senator Name:	Terri Bryant
State Representative Name:	Dave Severin

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

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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: Mount Vernon 2 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: Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center
Address: 2 Good Samaritan Way, Suite 200, Mt. Vernon, IL 62864

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

Operating Identity/Licensee after the Project is Complete

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

Exact Legal Name: Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center

Address: 2 Good Samaritan Way, Suite 200, Mt. Vernon, IL 62864

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

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

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

Organizational Relationships

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

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

Narrative Description

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

Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center (the "License Holder") is located within a current medical office complex located within the street address of 2 Good Samaritan Way, Suite 200, Mt. Vernon, Illinois (the "Property"). The current owner of that Property is Mount Vernon Physicians, 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 130,654 (the "Building"). The Property is subject to a ground lease that will be assigned to the New Owner, as ground lessee, as part of this transaction. The License Holder is a tenant in the Building and leases approximately 12,353 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 Mount Vernon 2 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 $52,050,000 and the Property will be conveyed to the New Owner through either (i) an Assignment of Ground Lease which will be recorded with the Jefferson 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 Fresenius Kidney Care Elmhurst Surgery Center in Elmhurst located at 133 E. Brush Hill Road, Elmhurst, Illinois and various other properties.

As the Leased Space represents approximately 9.5% percent of the total square feet of the Building, the estimated value of the Property attributable to the Leased Space is approximately $4,944,750. 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 ☒ Yes ☐ No Land plus Building
Purchase Price: $4,944,750 (allocated)

Fair Market Value: $4,944,750 (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): **November 28, 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.

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 Mount Vernon Physicians, 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	SIGNATURE
Russell Simon	Cheryl O'Connor
PRINTED NAME	PRINTED NAME
Authorized Signatory	Authorized Signatory
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 7th day of October, 2025	Notarization: Subscribed and sworn to before me this 9th day of October, 2025
Alex D. Bell	Alex D. Bell
Signature of Notary	Signature of Notary
Seal	Seal

*Insert the EXACT legal name of the applicant

ALEX DIBELL
Notary Public
State of Ohio
My Comm. Expires
March 21, 2027

ALEX DIBELL
Notary Public
State of Ohio
My Comm. Expires
March 21, 2027

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- 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 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	SIGNATURE
Russell Simon	Cheryl O'Connor
PRINTED NAME	PRINTED NAME
Authorized Signatory	Authorized Signatory
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 7th day of October, 2025	Notarization: Subscribed and sworn to before me this 9th day of October, 2025
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ALEX DiBELL
Notary Public
State of Ohio
My Comm. Expires
March 21, 2027

ALEX DiBELL
Notary Public
State of Ohio
My Comm. Expires
March 21, 2027

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

CERTIFICATION

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

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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 Mount Vernon 2 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 GRINER
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 1 day of October 2025

Signature of Notary

Seal

Official Seal
MICHELLE ELIZABETH ROBERTSON
Notary Public, State of Illinois
Commission No. 981496
My Commission Expires November 16, 2027

SIGNATURE

Kaysha Barlak
PRINTED NAME

Authorized Signatory
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 1 day of October 2025

Signature of Notary

Seal

Official Seal
MICHELLE ELIZABETH ROBERTSON
Notary Public, State of Illinois
Commission No. 981496
My Commission Expires November 16, 2027

*Insert the EXACT legal name of the applicant

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

CERTIFICATION

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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 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.

SIGNATURE	SIGNATURE
Russell M. Reiter	John A. Wain
PRINTED NAME	PRINTED NAME
Authorized Signatory	Vice President and Treasurer
PRINTED TITLE	PRINTED TITLE
Notarization: Subscribed and sworn to before me this 25 day of September, 2025	Notarization: Subscribed and sworn to before me this 25 day of September, 2025
Signature of Notary	Signature of Notary
Seal	Seal

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

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

*Insert the EXACT legal name of the applicant

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

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 ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

SECTION IV. CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.

2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.

3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

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

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

CHARITY CARE			
	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	
2	Site Ownership	
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	
5	Background of the Applicant	
6	Change of Ownership	
7	Charity Care Information	

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. Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center (the "License Holder"): is an Illinois limited liability company and the licensed operator of Good Samaritan Surgery Center. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.

b. Mount Vernon Physicians, 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. Mount Vernon 2 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.

ATTACHMENT 1

CERTIFICATES OF GOOD STANDING FOLLOW

ATTACHMENT 1

File Number 0229794-9

To all to whom these Presents Shall Come, Greeting:

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

MOUNT VERNON PHYSICIANS, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON AUGUST 10, 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* 18TH *day of* SEPTEMBER *A.D.* 2025 .

Authentication #: 2526102660 verifiable until 09/18/2026
Authenticate at: https://www.ilsos.gov

SECRETARY OF STATE

ATTACHMENT 1

File Number 7354-333-9

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

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

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.

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 #: 2523800344 verifiable until 08/26/2026
Authenticate at: https://www.ilsos.gov

SECRETARY OF STATE

ATTACHMENT 1

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOUNT VERNON 2 MP WRK7, 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 TENTH DAY OF SEPTEMBER, A.D. 2025.

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

C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

10303319 8300

SR# 20253933309

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

Authentication: 204709904

Date: 09-10-25

ATTACHMENT 1

Delaware

The First State

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.

C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204572585

Date: 08-26-25

3326765 8300

SR# 20253783374

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

ATTACHMENT 1

Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

Good Samaritan Surgery Center is a tenant in the office building at St. Mary's Good Samaritan, 2 Good Samaritan Way, Suite 200 in Mt. Vernon, 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 Mount Vernon Physicians, LLC a subsidiary of Welltower, Inc. In this transaction the new owner will be Mount Vernon 2 MP WRK7, LLC. The property will be managed by Remedy Medical Properties, Inc.

ATTACHMENT 2

JEFFERSON COUNTY, IL RECORDER
CONNIE SIMMONS 4P
JEFFERSON COUNTY CLERK & RECORDER
C Date 01/21/2011 Time 09:19:42
EN 201100221 Page 1 of 4
RECORDING FEES: 58.00

Date: 01/21/2011
RHSP Surcharge
$ 10.00

MEMORANDUM OF LEASE

This Memorandum of Lease is signed effective as of the 14th day of October, 2010 by and between GOOD SAMARITAN REGIONAL HEALTH CENTER, a Missouri nonprofit corporation ("Lessor"), with an address of 605 North 12th Street, Mount Vernon, Illinois 62864, and MOUNT VERNON PHYSICIANS, LLC, a Delaware limited liability company ("Lessee"), with an address of c/o Frauenshuh Healthcare LLC, 7101 West 78th Street, Suite 100, Minneapolis, Minnesota 55439.

Lessor and Lessee have entered into that certain Ground Lease dated as of the date hereof (as the same may be amended or restated from time to time, the "Lease") for the premises described in Exhibit A attached hereto and made a part hereof by this reference ("Premises"). The term of said Lease commenced on the date hereof ("Commencement Date") and shall end on the day before the fiftieth (50th) anniversary of the Rent Commencement Date (as defined in the Lease) unless sooner terminated or extended as set forth in the Lease. Lessee may renew the term of this Lease for one (1) renewal term of twenty-five (25) years pursuant to the terms and conditions of the Lease.

Lessee has certain non-exclusive rights to use common areas of Lessor which adjoin the Premises pursuant to the terms and conditions of the Lease. The Lease contains specific use restrictions which limit the use of the Premises.

Lessee may mortgage its leasehold estate in the Premises pursuant to Article V of the Lease.

Lessor has certain purchase option rights and certain rights of first refusal with respect to the leasehold estate of Lessee in the Premises which are exercisable by Lessor pursuant to the terms and conditions of the Lease.

Although this Memorandum of Lease does not include all of the terms and provisions of the Lease, constructive knowledge of all such terms and provisions is provided hereby and any person or entity interested in the real estate and improvements, if any, shall be deemed to have actual knowledge thereof and the duty to inquire regarding the specific terms and provisions of the Lease. Nothing contained herein shall be deemed to amend or modify the Lease in any way whatsoever and, in the event of any inconsistency between the terms of the Lease and this Memorandum of Lease, the terms and provisions of the Lease shall supersede and control.

[SIGNATURE PAGES TO FOLLOW.]

SIGNATURE PAGE FOR
MEMORANDUM OF LEASE

IN WITNESS WHEREOF, the Grantor has caused this Memorandum of Lease to be signed upon the date first above written.

"Grantor"

GOOD SAMARITAN REGIONAL HEALTH CENTER, a Missouri nonprofit corporation

By: _____
Sister Mary Jean Ryan, FSM
Chair/CEO
SSM Health Care Corporation

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 28th day of September, 2010, before me personally appeared Sr. Mary Jean Ryan, FSM, to me personally known, who being by me duly sworn, did say that she is the Chair/CEO of SSM Health Care Corporation, and an authorized signer on behalf of Good Samaritan Regional Health Center, that the foregoing instrument was signed in behalf of said corporation by authority of its Board of Directors; and Sr. Mary Jean Ryan, FSM, acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county the day and year last written above.

_____
John W. Dillane (printed name)
Notary Public, State of Missouri
Commissioned in St. Louis County
My commission expires: August 5, 2012

JOHN W. DILLANE
My Commission Expires
August 5, 2012
St. Louis County
Commission #06508554

1208126
GSRMC Memo of Ground Lease

ATTACHMENT 2

SIGNATURE PAGE FOR
MEMORANDUM OF LEASE

IN WITNESS WHEREOF, the Grantee has caused this Memorandum of Lease to be signed upon the date first above written.

"Grantee"

MOUNT VERNON PHYSICIANS, LLC,
a Delaware limited liability company

By FHC MOUNT VERNON LLC,
its Managing Member

By: _____
Name: Ronald J. Smith
Title: Manager

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 1st day of October in the year 2010 before me personally appeared Ronald J. Smith, being a Manager of FHC Mount Vernon LLC, managing member of Mount Vernon Physicians, LLC, a Minnesota limited liability company, known to me to be the person who executed the foregoing instrument in behalf of said company and acknowledged to me that he/she executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

_____
Notary Public

My term expires: 1-31-2015

SANDRA A. GANDEL
Notary Public
Minnesota
My Commission Expires January 31, 2015

Prepared By:
McGrann Shea Carnival Straughn
800 Nicollet Mall, Suite 2600
Minneapolis, MN 55402

1208126
GSRHC Memo of Ground Lease

ATTACHMENT 2

EXHIBIT A

PREMISES LEGAL DESCRIPTION

A part of Lots 5, 6, 7 and 9 in the Partition of Land of Rhodam Allen Section 1, Township 3 South, Range 2 East of the 3rd. P.M., Circuit Court Record D, Page 331 in the Office of the Circuit Clerk, Jefferson County, Illinois, more particularly described as follows: Commencing at a point 7 rods and 7 feet (122.50 feet) East of the Northwest corner of said Lot 9; thence South 00 degrees 38 minutes 06 seconds East along the West line of the remainder of said lot 9 a distance of 25.08 feet to a point on the south right-of-way line of Veteran's Memorial Drive; thence continuing South 00 degrees 38 minutes 06 seconds East along the west line of the remainder of said Lot 9, a distance of 1749.75 feet to an iron pin; thence South 88 degrees 57 minutes 01 seconds East, a distance of 872.32 feet to a point; thence North 00 degrees 38 minutes 06 seconds West, a distance of 517.47 feet to the point of beginning; thence South 69 degrees 39 minutes 18 seconds West, a distance of 207.96 feet to a point; thence North 20 degrees 20 minutes 42 seconds West, a distance of 159.62 feet to a point; thence North 69 degrees 39 minutes 18 seconds East, a distance of 32.75 feet to a point; thence South 20 degrees 20 minutes 42 seconds East, a distance of 11.42 feet to a point; thence North 69 degrees 39 minutes 18 seconds East, a distance of 175.21 feet to a point; thence South 20 degrees 20 minutes 42 seconds East, a distance of 148.21 feet to the point of beginning. Containing 31,194.72 S.F. more or less.

Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center will continue to be the licensed entity operating the facility.

Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center Good Samaritan Surgery Center is an Illinois limited liability company.

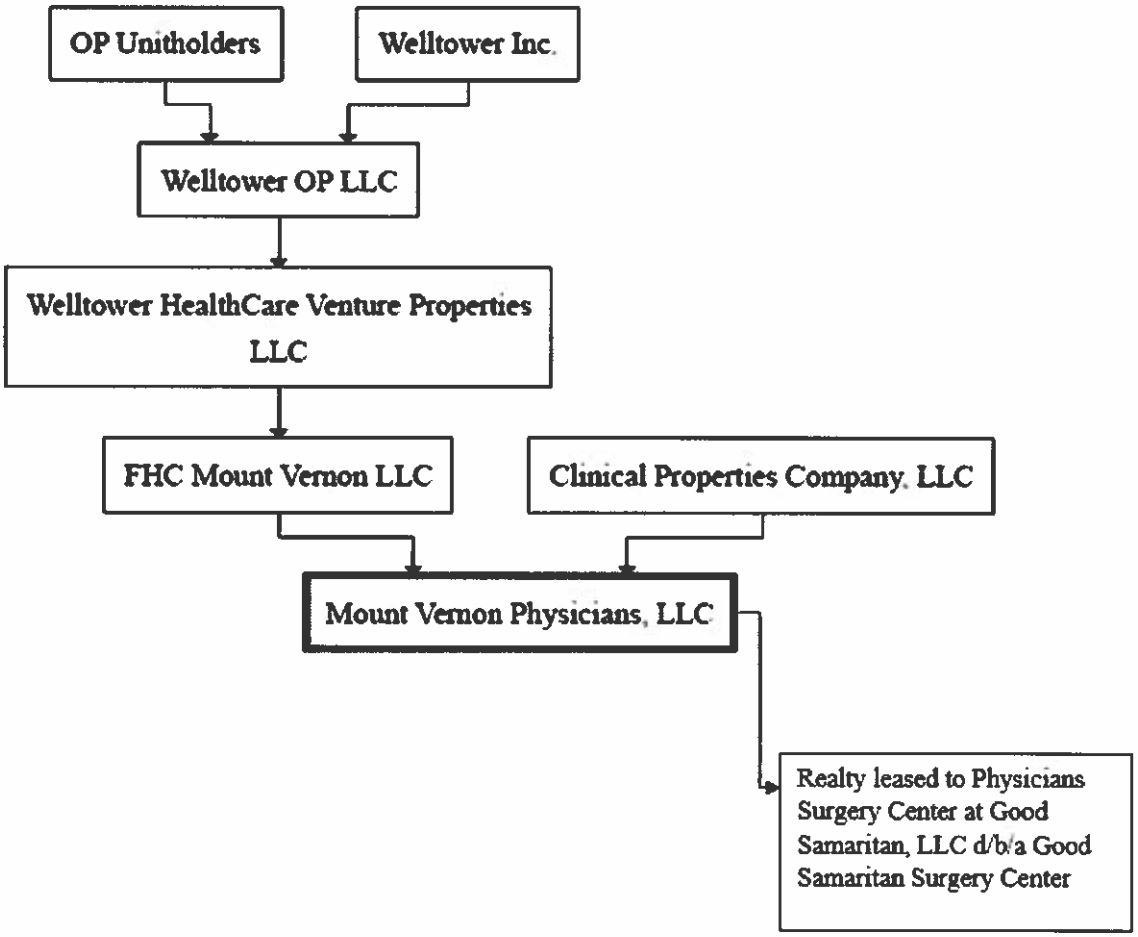
An organizational chart showing the current ownership structure of the realty companies is included in Attachment 4. There will be no change in the licensee's structure as a result of this transaction.

Section I, Identification, General Information and Certification

Attachment 4, Organizational Relationships

Pre-Closing Organization Chart

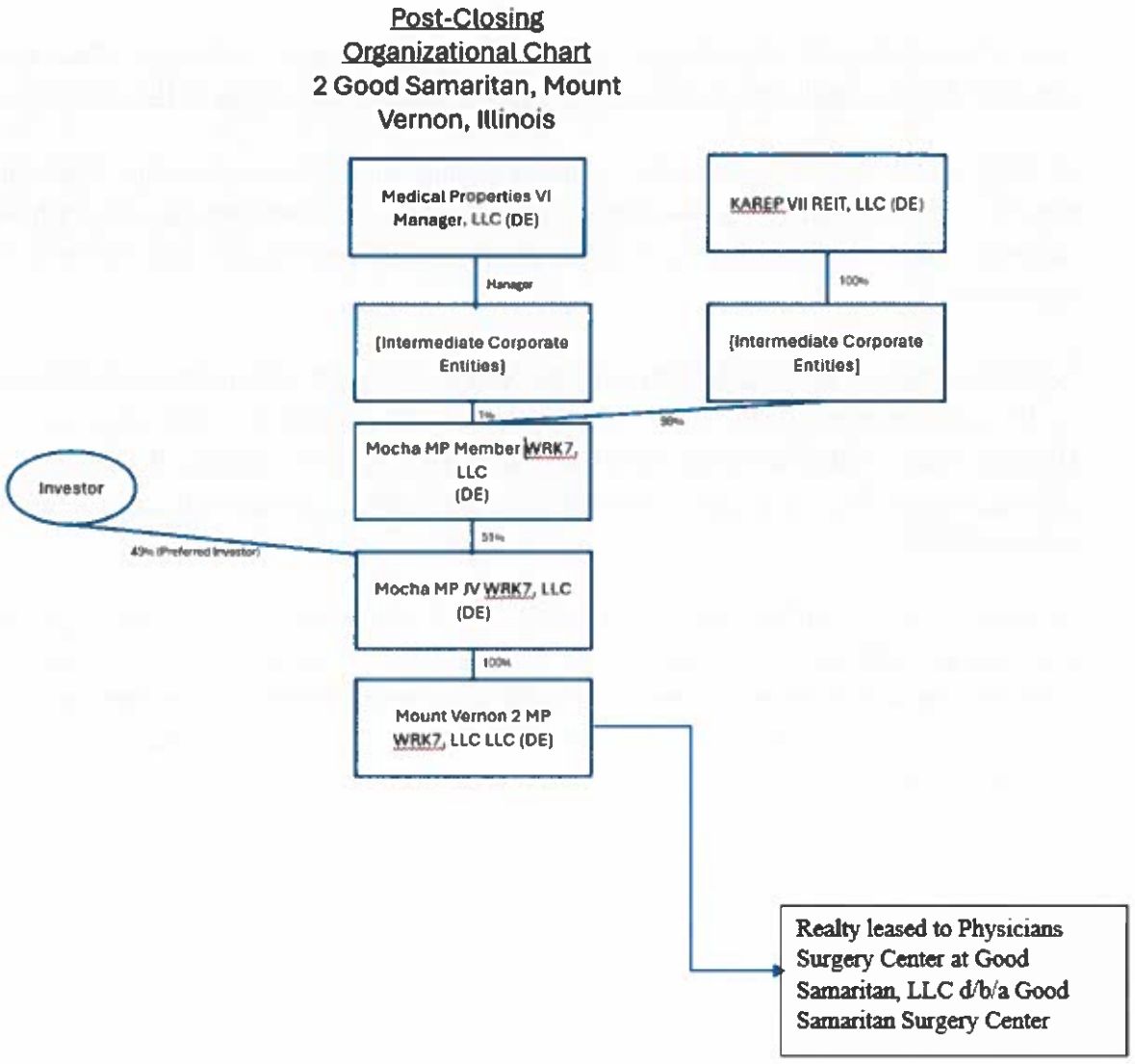
2 Good Samaritan Way, Suite 200
(Physicians Surgery Center at Good Samaritan, LLC
d/b/a Good Samaritan Surgery Center)
Realty Only



ATTACHMENT 5

Post-Closing Organizational Chart

2 Good Samaritan Way, Suite 200
(Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center) Realty Only



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. Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center (the "License Holder"): is an Illinois limited liability company and the licensed operator of Good Samaritan Surgery Center. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.

b. Mount Vernon Physicians, 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. Mount Vernon 2 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.

ATTACHMENT 6

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**:

Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center (the "License Holder") is located within a current medical office complex located within the street address of 2 Good Samaritan Way, Suite 200, Mt. Vernon, Illinois (the "Property"). The current owner of that Property is Mount Vernon Physicians, 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 130,654 (the "Building"). The Property is subject to a ground lease that will be assigned to the New Owner, as ground lessee, as part of this transaction. The License Holder is a tenant in the Building and leases approximately 12,353 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 Mount Vernon 2 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 $52,050,000 and the Property will be conveyed to the New Owner through either (i) an Assignment of Ground Lease which will be recorded with the Jefferson 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 Fresenius Kidney Care Elmhurst Surgery Center in Elmhurst located at 133 E. Brush Hill Road, Elmhurst, Illinois and various other properties.

As the Leased Space represents approximately 9.5% percent of the total square feet of the Building, the estimated value of the Property attributable to the Leased Space is

approximately $4,944,750. 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**: Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center 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 $52,050,000. The space leased by Good Samaritan Surgery Center is approximately 9.5% of the total Building, meaning the purchase price attributes to the licensed surgery center space would be approximately $4,944,750. The transaction is among unrelated parities 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 $52,050,000. The space leased by Good Samaritan Surgery Center is approximately 9.5% of the total Building, meaning the purchase price attributes to the licensed surgery center space would be approximately $4,944,750.

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.

ATTACHMENT 6

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**.

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.

ATTACHMENT 6

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 Physicians Surgery Center at Good Samaritan, LLC d/b/a Good Samaritan Surgery Center is not an applicant.