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ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 10/2018 Edition

ORIGINAL

FEB 07 2019

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

HEALTH FACILITIES &
SERVICES REVIEW BOARD

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name:	Physicians' Surgical Center		
Street Address:	311 West Lincoln, Suite 300		
City and Zip Code:	Belleville, IL 62220		
County:	St. Clair	Health Service Area:	11
		Health Planning Area:	163

Legislators

State Senator Name:	Senator Christopher R. Belt
State Representative Name:	Representative Jay Hoffman

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

Exact Legal Name:	Ahmed 15, LLC
Street Address:	5023 North Illinois Street
City and Zip Code:	Fairview Heights, IL 62208
Name of Registered Agent:	Shakeel Ahmed, MD
Registered Agent Street Address:	5023 North Illinois Street
Registered Agent City and Zip Code:	Fairview Heights, IL 62208
Name of Chief Executive Officer:	Shakeel Ahmed, MD
CEO Street Address:	5023 North Illinois Street
CEO City and Zip Code:	Fairview Heights, IL 62208
CEO Telephone Number:	618/239-0678

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

- o Corporations and limited liability companies must provide an Illinois certificate of good standing.
- o Partnerships must provide the name of the state in which 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 Arnstein & Lehr 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

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

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		Health Planning Area:	163

Legislators

State Senator Name:	Senator Christopher R. Belt
State Representative Name:	Representative Jay Hoffman

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

Exact Legal Name:	Belleville Surgical Center, LTD, d/b/a Physicians' Surgical Center
Street Address:	28 N. 64th Street
City and Zip Code:	Belleville, IL 62223
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, IL 60604-1101
Name of Chief Executive Officer:	Kevin Hamers, Director of Operations
CEO Street Address:	510 Lake Cook Road, suite 400
CEO City and Zip Code:	Deerfield, IL 60015
CEO Telephone Number:	319/594-1131

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 type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input checked="" type="checkbox"/> Other

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Name:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing Amstein & Lehr LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312/876-7815
E-mail Address:	joe.ourth@saul.com
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Legislators

State Senator Name:	Senator Christopher R. Belt
State Representative Name:	Representative Jay Hoffman

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

Exact Legal Name:	United HealthCare Group Incorporated
Street Address:	9900 Bren Road
City and Zip Code:	East Minnetonka, MN 55343
Name of Registered Agent:	CT Corporation System
Registered Agent Street Address:	1010 Dale Street N
Registered Agent City and Zip Code:	St. Paul, MN 55117-5603
Name of Chief Executive Officer:	David S. Wichmann
CEO Street Address:	9900 Bren Road
CEO City and Zip Code:	East Minnetonka, MN 55343
CEO Telephone Number:	952/936-1300

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other

- o Corporations and limited liability companies must provide an Illinois certificate of good standing.
- o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

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Primary Contact [Person to receive ALL correspondence or inquiries]

Name:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr 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

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:	Shakeel Ahmed, MD
Title:	President
Company Name:	Ahmed 15, LLC
Address:	5023 North Illinois Street, Fairview Heights, IL 62208
Telephone Number:	618/239-0678
E-mail Address:	shakeelahmedgi@gmail.com
Fax Number:	N/A

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	Belleville Family Medical Associates, Ltd
Address of Site Owner:	311 West Lincoln, Suite 300, Belleville, IL 62220
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:	Belleville Surgical Center, LTD, d/b/a Physicians' Surgical Center		
Address:	28 N. 64th Street, Belleville, IL 62223		
<input type="checkbox"/>	Non-profit Corporation	<input type="checkbox"/>	Partnership
<input type="checkbox"/>	For-profit Corporation	<input type="checkbox"/>	Governmental
<input type="checkbox"/>	Limited Liability Company	<input type="checkbox"/>	Sole Proprietorship
		<input checked="" 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: Ahmed 15, LLC	
Address: 5023 North Illinois Street, Fairview Heights, IL 62208	
<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
<ul style="list-style-type: none">o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Organizational Relationships

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

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

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.

Belleville Surgical Center, LTD (“Belleville”) has operated two surgical centers within Belleville; one operating as “Belleville Surgical Center” (“BSC”) and the other as “Physicians’ Surgical Center” (“PSC”). Many previously independent physicians in the area have moved their practices from Belleville to new hospital facilities in Shiloh and O’Fallon and have become part of the hospitals’ medical groups. Because of this shift, both surgery centers experienced a significant reduction in procedures. At PSC, the primary physician performing procedures at the center took a position with an area hospital and discontinued cases at PSC.

Belleville previously provided notice of temporary suspension to the Review Board that physician and staff departures made it unable to continue operations and provided notice of temporary suspension of services. Dr. Shakeel Ahmed, through his wholly owned entity Ahmed 15, LLC, has entered into an agreement, contingent upon Review Board approval, to purchase certain assets from Belleville, including the operations at PSC and the land and building of the BSC location.

This application for a Certificate of Exemption is for the change of ownership of PSC. Concurrent with the filing of this application, Belleville is filing an application to discontinue operations at the BSC facility located at 28 N. 64th Street.

The purchase price for the assets relating to PSC is \$50,000. Closing on the transaction is scheduled to occur as soon as possible if this COE is approved by the Review Board.

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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Purchase Price:	\$ <u>50,000</u>	
Fair Market Value:	\$ <u>50,000</u>	

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.

Anticipated exemption completion date (refer to Part 1130.570): April 1, 2019

State Agency Submittals

Are the following submittals up to date as applicable:

- Cancer Registry N/A
 - APORS N/A
 - 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.**

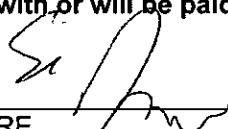
CERTIFICATION

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

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

This Application is filed on the behalf of Ahmed 15, LLC

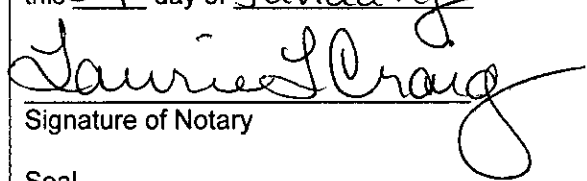
in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided 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
Shakeel Ahmedy MD
PRINTED NAME
Owner/ President
PRINTED TITLE

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 29 day of January

Signature of Notary

Notarization:
Subscribed and sworn to before me
this ____ day of _____

Signature of Notary



Seal

*Insert the EXACT legal name of the applicant

CERTIFICATION

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- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Belleville Surgery Center, LTD, d/b/a Physicians' Surgical Center

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.

Mark Ladd
SIGNATURE
LAOD MARK
PRINTED NAME
VP
PRINTED TITLE

Jordan Jones
SIGNATURE
JORDAN JONES
PRINTED NAME
President
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 31st day of JANUARY 2019
[Signature]
Signature of Notary

Notarization:
Subscribed and sworn to before me
this 31st day of JANUARY 2019
[Signature]
Signature of Notary



*Insert the EXACT legal name of the applicant

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 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);
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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 United HealthCare Group Incorporated

_____ *

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

SIGNATURE

SIGNATURE

PRINTED NAME

PRINTED NAME

PRINTED TITLE

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Notarization:

Subscribed and sworn to before me
this ____ day of _____

Signature of Notary

Signature of Notary

Seal

Seal

*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
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
 CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 10/2018 Edition

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)(8) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	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:

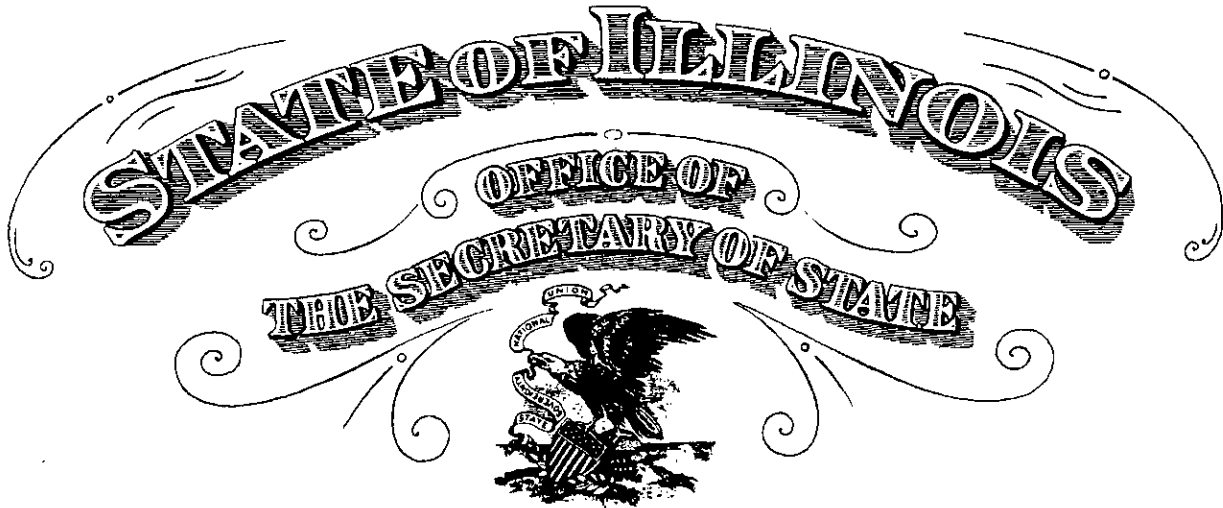
INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	17-20
2	Site Ownership	21-23
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	24
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	25-27
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6	Change of Ownership	32-34
7	Charity Care Information	35-37

Identification, General Information and Certification

Attachment 1, Type of Ownership of Applicants

An organizational chart showing the current ownership structure of Belleville Surgical Center, LTD (“Belleville”) is included in Attachment 4. Good standing certificates for the necessary co-applicants are also attached:

1. Belleville Surgical Center, LTD (“Belleville”): Belleville is an Illinois limited partnership owned by Surgical Care Affiliates, LLC (approximately 51%) and the remainder by various physicians, none of whom individually owns more than a 5% interest. BSC also owns Physicians’ Surgical Center (“PSC”) in Belleville. BSC also owns Belleville Surgery Center (“BSC”) in Belleville. A copy of BSC’s Illinois Good Standing Certificate is attached.
2. Surgical Care Affiliates, LLC (“SCA”): SCA is a Delaware limited liability company registered to do business in Illinois. SCA is the parent entity of BSC. SCA is a subsidiary of UnitedHealth Group Incorporated (“UHG”) and is the company that conducts surgical care operations for UHG. SCA is not a necessary co-applicant and is included for informational purposes.
3. UnitedHealth Group Incorporated (“UHG”): UHG is a publically-traded Delaware corporation and the parent of SCA. A copy of UHG’s Delaware Good Standing Certificate is attached. Because UHG only holds assets and performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois and, therefore, an Illinois Certificate of Good Standing for a foreign limited liability company is not applicable.
4. Ahmed 15, LLC (“Ahmed 15”): Ahmed 15 is an Illinois limited liability company and is solely owned by Shakeel Ahmed, M.D. Ahmed 15 will be the licensed owner of Physicians’ Surgery Center. A copy of Ahmed 15’s Illinois Good Standing Certificate is attached.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

BELLEVILLE SURGICAL CENTER, LTD., AN ILLINOIS LIMITED PARTNERSHIP, HAVING REGISTERED IN THE STATE OF ILLINOIS ON FEBRUARY 16, 1988, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LP/LLP IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING BEEN ADMINISTRATIVELY DISSOLVED BY THE SECRETARY OF STATE NOR HAVING VOLUNTARILY FILED A STATEMENT OF TERMINATION.



Authentication #: 1902502376

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH day of JANUARY A.D. 2019

Jesse White

SECRETARY OF STATE

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITEDHEALTH GROUP INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2019.

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

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



5777355 8300

SR# 20190500486

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

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

Authentication: 202144595

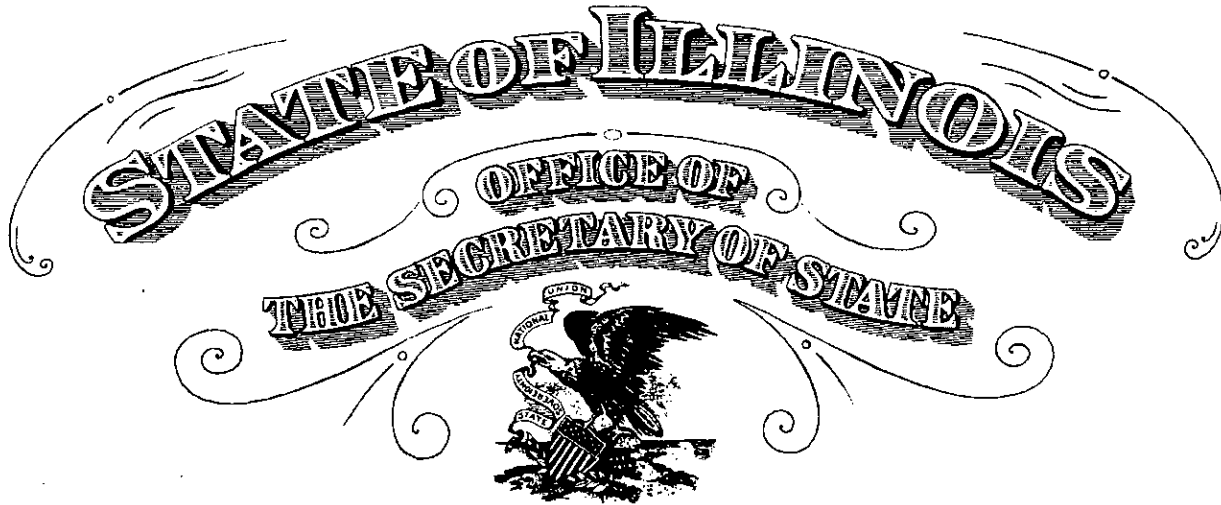
Date: 01-25-19

ATTACHMENT-1

000019

File Number

0605307-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, 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

AHMED 15, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 08, 2016, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 3RD day of FEBRUARY A.D. 2019 .

Jesse White

SECRETARY OF STATE

Authentication #: 1903400276 verifiable until 02/03/2020
Authenticate at: <http://www.cyberdriveillinois.com>

ATTACHMENT-1

000020

Identification, General Information and Certification

Attachment 2, Site Ownership

Belleville Family Medical Associates, Ltd. is the site owner.

Attached is the most recent amendment to the sublease between Belleville Family Medical Associates, Ltd. and Physicians' Surgical Center, LLC is attached.

THIRD AMENDMENT TO RESTATED AND AMENDED MEDICAL OFFICE LEASE

This Third Amendment to Restated and Amended Medical Office Lease ("Third Amendment") is dated as of November 6, 2018 (the "Effective Date"), by and between Belleville Family Medical Associates, Ltd. ("Landlord") and Physician's Surgical Center, LLC ("Tenant"). All capitalized terms used herein and not otherwise defined shall have the meaning set forth in that certain Restated and Amended Medical Office Lease dated May 1, 2011, as the same may have been amended, restated, supplemented or otherwise modified from time to time (collectively, the "Lease").

WHEREAS, Landlord and Tenant are parties to the Lease, pursuant to which Tenant leases from Landlord that certain space in the building located at 311 West Lincoln, Belleville, Illinois (the "Premises"); and

WHEREAS, it is the mutual desire of the Landlord and Tenant to amend the Lease with respect to (i) the expiration of the current term and (ii) the renewal terms;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant agree as follows:

1. **Current Term.** Landlord and Tenant agree that notwithstanding any language to the contrary contained the Lease, the current term of the Lease expires on June 30, 2019 (the "Lease Expiration Date").

2. **Renewal Term.** Landlord and Tenant agree that notwithstanding any language to the contrary contained the Lease, provided Tenant is not in default beyond and applicable notice or cure periods at the time of exercise, Tenant shall have the right and option to extend the term of the Lease one (1) time for one (1) year following the Lease Expiration Date. Tenant shall exercise such option by delivering to Landlord written notice of its election to renew no less than one hundred eighty (180) days prior to the Lease Expiration Date.

3. **Miscellaneous** All other terms and conditions of the Lease shall remain the same, and the Lease, as hereby modified and amended by this Third Amendment, is hereby ratified and confirmed. The terms of this Third Amendment shall control in the event of a conflict between the Lease and the Third Amendment. This Third Amendment may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument. This Third Amendment shall be governed by the laws of the State of Illinois.

[Signature Page Follows]

IN WITNESS WHEREOF, Landlord and Tenant have executed this Third Amendment as of the Effective Date.

LANDLORD:

BELLEVILLE FAMILY MEDICAL
ASSOCIATES, LTD.

By: *Douglas C. DesPain*
Name: Douglas C. DesPain
Title: President

TENANT:

PHYSICIAN'S SURGICAL
CENTER, LLC

By: *Kevin M. Hamers*
Name: KEVIN M. HAMERS
Title: *Director Operations*

ATTACHMENT-2

000023

Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Bellville Surgical Center, LTD (d/b/a Physicians' Surgical Center ("PSC")) ("Belleville") is the licensed entity operating the facility. Belleville is a limited partnership. Ahmed 15, LLC is an Illinois limited liability company and is owned 100% by Sheekal Ahmed, M.D.

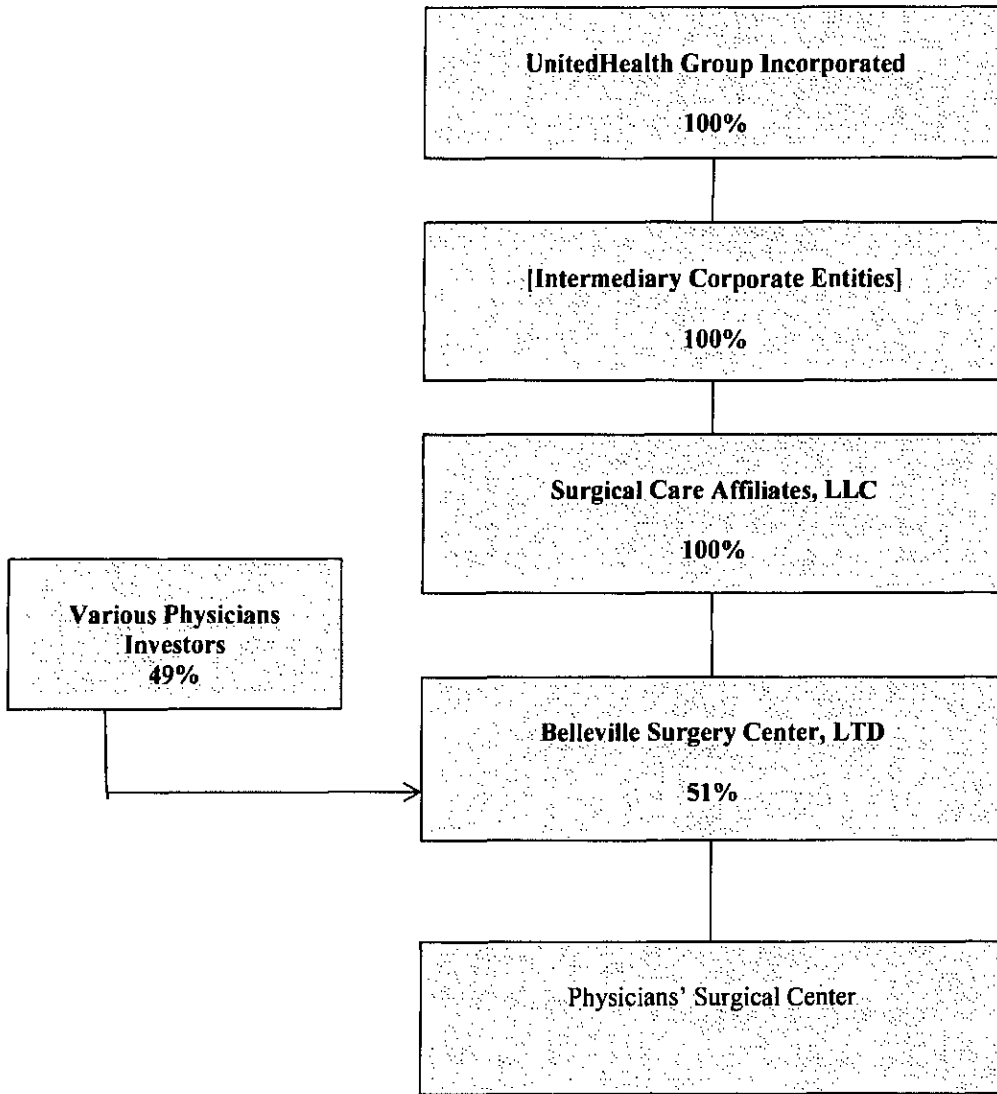
An organizational chart showing the ownership structure of PSC is included in Attachment 4.

Organizational Relationships

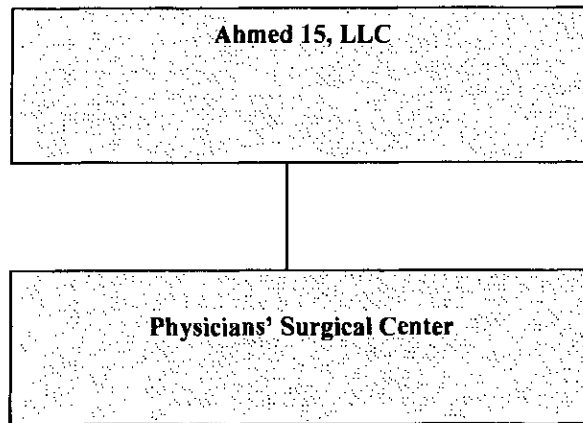
Attachment 4, Organization Relationships

Organizational charts showing the present and post-closing ownership structure of Physicians' Surgical Center ("PSC") are attached.

**Present Ownership Structure
Physicians' Surgical Center**



Post-Closing Organizational Structure



*Ahmed 15, LLC will be the licensed entity and is owned 100% by Shakeel Ahmed, M.D.

Background

Attachment 5, Background of Applicant

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

A list of all the Illinois ambulatory surgery treatment centers “controlled” by UnitedHealth Group Incorporated (“UHG”), through Surgical Care Affiliates, LLC (“SCA”), including licensing and certification information, is included. A separate page showing the Illinois ambulatory surgery treatment center affiliated with Dr. Ahmed is also included.

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 no adverse action has been taken against any 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.

SURGICAL CARE AFFILIATES FACILITIES IN ILLINOIS

FACILITY	LOCATION	LICENSE NO.	JOINT COMMISSION ACCREDITATION NO.	OTHER ACCREDITATION NO.
Hawthorne Surgery Center	240 Center Dr. Vernon Hills, IL 60061	7003188	452470	N/A
Loyola Ambulatory Surgery Center at Oakbrook Terrace	One South 224 Summit Ave., #201 Oakbrook Terrace, IL 60181	2138771	452472	N/A
Amsurg Surgery Center	998 129 th Infantry Dr. Joliet, IL 60435	7003160	452473	N/A
Northwest Surgicare	1100 W. Central Road, Lower Basement L4 Arlington Heights, IL 60005	7000920	N/A	AAAHC #1007
Belleville Surgical Center, Ltd., an Illinois Limited Partnership	28 North 64 th St., Belleville, IL 62223	7001175	N/A	AAAHC #74
Belleville Surgical Center, Ltd., d/b/a/ Physicians' Surgical Center	311 West Lincoln St., Suite #300 Belleville, IL 62220	7003191	N/A	AAAHC #74
Center for Minimally Invasive Surgery Center	19110 Darwin Dr. Mokena, IL 60448	7003291	N/A	AAAHC #24142
Advocate Condell Ambulatory Surgery Center	825 S. Milwaukee Ave. Libertyville, IL 60048	7003208	N/A	N/A

ATTACHMENT 5

FACILITY	LOCATION	LICENSE NO.	JOINT COMMISSION ACCREDITATION NO.	OTHER ACCREDITATION NO.
Winchester Endoscopy	1870 W Winchester Rd., #146 Libertyville, IL 60048	7003202	N/A	AAACH #113063
Naperville Surgical Centre*	1263 Rickert Dr. Naperville, IL 60540	7003205	61274	N/A
Midwest Center for Day Surgery	311 Highland Avenue, Downers Grove, IL 60515	7001075	409	N/A
Advocate Sherman Ambulatory Surgery Center, LLC**	1445 North Randal Road, Elgin, IL 60123	N/A	N/A	N/A

*SCA has a non-controlling interest only.

** Approved as Project No. 16-038 and presently under construction

Dr. Ahmed Affiliated Facilities in Illinois

FACILITY	LOCATION	LICENSE No.	JOINT COMMISSION ACCREDITATION NO.	OTHER ACREDITATION NO.
Metroeast Endoscopy Center	5023 N. Illinois St., Fairview Heights, IL	7003185	508160	N/A

Requirements for Exemptions Involving 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: The Applicants are: (i) Belleville Surgical Center, LTD (“Belleville”) d/b/a Physicians’ Surgical Center, (ii) UnitedHealth Group Incorporated, and (iii) Ahmed 15, LLC (“Ahmed 15, LLC”);

An organizational chart showing the current ownership structure of Physicians’ Surgical Center (“PSC”), along with its post-closing ownership structure is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.

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 no adverse action has been taken against any 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:

PSC is currently owned 51% by Belleville Surgical Center, LTD (“Belleville”) and 49% by physician investors (“Physician Investors”). Belleville and Ahmed 15, through assignment, have entered into a purchase agreement for the sale of assets relating to PSC. The purchase price is \$50,000. The transaction is tentatively scheduled to close on April 1, 2019 pending Review Board approval.

4. 1130.520(b)(1)(D), Name of Licensed Entity after Transaction: Ahmed 15, LLC will become the licensed entity after the Change of Ownership.

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 PCS, along with its post-closing ownership structure is included in Attachment 4. Good standing certificates for each of the Applicants are included in Attachment 1.

ATTACHMENT 6

6. 1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:

The transaction is an arm's length transaction among unrelated parties and the fair market value is the same as the purchase price. The agreed purchase price for PSC assets is \$50,000.

7. 1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:

The purchase price for the PSC related assets is \$50,000.

8. 1130.520(b)(2), Affirmations: In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm the following:

- a. The transaction documents contain a provision that closing is subject to Review Board COE approvals.
- b. 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.
- c. 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.
- d. The Applicants understand that failure to complete the Affiliation 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.

PSC is presently not financial sustainable and would be forced to permanently discontinue absent the proposed transaction. The community will benefit from continued availability of a surgery center in Belleville.

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.

The potential cost savings to the community will be that the facility will remain operational and the community will have the option of services at the lower cost environment of a freestanding surgery center.

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

The facility is anticipated to adopt the quality assurance measures currently in place at Metroeast Endoscopic Surgery Center ("Metroeast"). Metroeast is similarly affiliated with Dr. Ahmed.

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

Charts 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.

Ahmed 15, LLC will be owned 100% by Sheekel Ahmed, M.D. Dr. Ahmed will be the sole manager and/or select any other managers.

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 upon request at PSC.

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.

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 except for the possible addition of a surgical specialty.

Charity Care Information

Attachment 7, Charity Care Information

Tinley Woods Surgery Center

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$7,090,275	\$10,480,972	\$5,175,975
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Hawthorn Place Outpatient Surgery Center LP

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$27,733,066	\$15,440,746	\$14,717,427
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Belleville Surgical Center, Ltd., d/b/a Physicians' Surgical Center, LLC

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$5,664,290	\$20,308,619	\$2,838,835
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Northwest Surgicare

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$23,350,103	\$25,595,871	\$5,419,969
Amount of Charity Care (charges)	\$0	\$4,000	\$0
Cost of Charity Care	\$0	\$4,000	\$0

**Southwest Surgery Center d/b/a
Center for Minimally Invasive Surgery**

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$14,931,415	\$16,208,670	\$19,522,851
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Winchester Endoscopy Center, LLC*

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$3,723,766	\$3,355,278	N/A
Amount of Charity Care (charges)	\$0	\$0	N/A
Cost of Charity Care	\$0	\$0	N/A

*As a relatively new facility which only became operational in 2016, there are no annual profile reports available for this facility prior to 2016.

Loyola Ambulatory Surgery Center at Oakbrook Terrace

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$25,679,016	\$3,911,269	\$4,646,212
Amount of Charity Care (charges)	\$0	\$92,149	\$0
Cost of Charity Care	\$0	\$92,149	\$0

Belleville Surgical Center, Ltd., an Illinois Limited Partnership

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$6,204,847	\$20,308,619	\$17,605,540
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Amsurg Surgery Center

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$13,814,283	\$11,846,459	\$11,115,265
Amount of Charity Care (charges)	\$3,191	\$8,563	\$16,061
Cost of Charity Care	\$3,191	\$8,563	\$16,061

Midwest Center for Day Surgery

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$5,857,543	\$4,883,439	\$4,362,161
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

Naperville Surgical Centre*

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$7,223,708	\$9,162,047	\$2,759,138
Amount of Charity Care (charges)	\$0	\$0	\$0
Cost of Charity Care	\$0	\$0	\$0

*SCA has a non-controlling interest only.

The following facility is affiliated with Ahmed 15, LLC:

Metroeast Endoscopy Center

CHARITY CARE			
	2017	2016	2015
Net Patient Revenue	\$2,705,717	\$3,971,552	\$2,178,073
Amount of Charity Care (charges)	\$16,500	\$9,850	\$6,000
Cost of Charity Care	\$16,500	\$9,850	\$6,000